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16  
17 **UNITED STATES DISTRICT COURT**  
18 **CENTRAL DISTRICT OF CALIFORNIA**  
19 **WESTERN DIVISION (LOS ANGELES)**  
20

21 ANDREW MASON DVASH-  
BANKS and E.J. D.-B.,  
22  
23 Plaintiffs,  
24 v.

25 THE UNITED STATES  
DEPARTMENT OF STATE, and  
26 THE HONORABLE MICHAEL  
R. POMPEO, Secretary of State,  
27 Defendants.  
28

Case No. 2:18-cv-00523-JFW-(JCx)

**DECLARATION OF THEODORE  
EDELMAN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR FEES  
AND COSTS - PART ONE**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Hearing Time: 1:30 p.m.  
Courtroom: 7A

**DECLARATION OF THEODORE EDELMAN**

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I, Theodore Edelman, declare as follows under penalty of perjury:

1. I am a member of the Bar of the State of New York, admitted *pro hac vice* to practice before this Court, and a member of Sullivan & Cromwell LLP (“Sullivan & Cromwell,” “S&C,” or the “Firm”). I submit this declaration in support of *Plaintiffs’ Motion for Attorneys’ Fees and Costs* (the “Motion”) filed concurrently with this Declaration. I have personal knowledge of the facts set forth herein, and, if called to testify, could and would testify competently thereto.

2. I am Lead Trial Counsel for Plaintiffs Andrew Mason Dvash-Banks (“Andrew”) and E.J.D.-B. (“E.J.” and together, “Plaintiffs”) in the above-captioned action (the “Action”) (ECF No. 60), working in conjunction with other lawyers at S&C and Immigration Equality, a nonprofit organization that provides advice and legal services to LGBTQ immigrants seeking refuge, fair treatment, and freedom in the United States. I understand that Aaron Morris of Immigration Equality is submitting a separate declaration detailing the fees and costs that Immigration Equality is seeking in connection with this Action. With the exception of Mr. Morris, all timekeepers whose recorded time is covered by the Motion are personnel of Sullivan & Cromwell.

3. Since September 2017, lawyers from Sullivan & Cromwell have represented Plaintiffs on a *pro bono* basis in this Action. I am the Sullivan & Cromwell partner responsible for overseeing the legal services performed by those lawyers, as well as the expenses incurred by S&C, in connection with this Action.

4. Plaintiffs seek through the Motion an award of fees and costs, including those of Sullivan & Cromwell, for the results achieved in this *pro bono* litigation. Although the Motion seeks recovery of fees for certain of the work that Sullivan & Cromwell has performed in connection with the Action, the Firm has committed to donate any of the fees it recovers in this Action to non-profit

1 organizations, after reimbursement of S&C’s out-of-pocket costs.<sup>1</sup> From the  
2 beginning, it has been Sullivan & Cromwell’s intention to donate at least half of  
3 any fees recovered in connection with this Action (net of S&C’s out-of-pocket  
4 costs) to Immigration Equality. S&C intends to donate the remaining portion of  
5 any such recovery to other legal services organizations representing indigent  
6 individuals in California.

7           5. Sullivan & Cromwell is representing Plaintiffs on a *pro bono*  
8 basis and has not billed Plaintiffs for any legal services. Sullivan & Cromwell  
9 similarly has not charged Plaintiffs for out-of-pocket costs incurred by the Firm in  
10 litigating the Action.

11           6. As is discussed in detail below, the rates sought in the Motion  
12 for each S&C timekeeper are substantially lower than the rates charged to the  
13 Firm’s commercial clients for S&C’s work on their matters. They also are  
14 substantially lower than the rates approved by courts for S&C attorneys with  
15 similar levels of experience in certain other proceedings. The rates sought in the  
16 Motion were determined based on considerations that the S&C team litigating the  
17 Action consider relevant to the circumstances of the Action, with reference to fee  
18 awards pursuant to section (d) of the Equal Access to Justice Act, 28 U.S.C. § 2412  
19 (“EAJA”). In establishing those rates, we focused in particular on fees awarded in  
20 various EAJA cases in the Central District of California and other federal district  
21 courts in California. As discussed further in this declaration, court-approved rates

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23 <sup>1</sup> The fees and costs sought in the Motion are for the period from the inception  
24 of the Firm’s work in connection with the Action to February 28, 2019, the date of  
25 the filing of proposed judgments (ECF No. 124). Sullivan & Cromwell reserves  
26 the right to supplement the amount of its out-of-pocket costs identified in the  
27 Motion that it would deduct prior to the donation of any other portions of a fee  
28 award to nonprofit organizations to include other out-of-pocket costs that the Firm  
has incurred in connection with the Action. Sullivan & Cromwell also reserves the  
right to retain a tax offset (including any taxes on any portion of the fees retained  
to defray costs) for any portion of a fee award to S&C that the Firm thereafter  
donates to non-profit organizations.

1 for Sullivan & Cromwell partners, special counsel, and associates outside of the  
2 EAJA context have been as much as double the rates the Motion seeks for lawyers  
3 of comparable seniority. *See infra*, ¶ 51 (citing *In re Ascent Resources Marcellus*  
4 *Holdings, LLC, et al.*, Case No. 18-10265 (LSS) (Bankr. D. Del. May 8, 2018)).

5           7. The Motion seeks an award of fees for only a portion of the  
6 time Sullivan & Cromwell personnel actually recorded in connection with the  
7 Action. *First*, the Motion requests fees for only the efforts of six S&C lawyers  
8 (including me) and two legal assistants. These individuals conducted the lion's  
9 share of the Firm's work on the Action from the date of the filing of the original  
10 complaint until the present. A number of other S&C lawyers, legal assistants, and  
11 non-legal personnel worked on the matter, but the Motion does not seek an award  
12 for the time they recorded in connection with the Action. Among those individuals  
13 are various former S&C associates who made valuable contributions to the  
14 litigation effort during the first half of 2018, but who are no longer associated with  
15 the Firm. All personnel whose time is included in the Motion currently are  
16 employed by the Firm and remained active participants in the Action through the  
17 entry of the Court's Judgment. *Second*, S&C has reviewed each recorded time  
18 entry for the Firm personnel covered by the Motion and, in the exercise of billing  
19 judgment, has reduced the time for which fees are sought. By way of example, the  
20 Firm is not seeking fees for time spent preparing *pro hac vice* applications or a  
21 request pursuant to the Freedom of Information Act. We have also reduced time  
22 recorded by lawyers in connection with tasks that were somewhat ministerial in  
23 nature, such as filing documents electronically and preparing courtesy copies for  
24 delivery to the Court. *Third*, we have not sought fees for any travel time, including  
25 flights to depositions and the sole court appearance in the Action.

26           8. Attached as Exhibit A to this Declaration is a summary by  
27 timekeeper of the rates and hours sought for each timekeeper included in the  
28 Motion, and attached as Exhibit B are modified timesheets for each timekeeper

1 whose time is covered in the Motion. To eliminate confusion about the time  
2 entries for which the Motion seeks to recover fees, each timekeeper's timesheet  
3 was modified by eliminating entries (or portions of entries) for tasks for which no  
4 fees are sought in the Motion (including, *e.g.*, certain ministerial tasks and work we  
5 deemed primarily of a non-legal nature for purposes of the Motion). We also have  
6 reduced on, or eliminated from, the time sheets included in Exhibit B the actual  
7 recorded hours for certain tasks to account for possible inefficiencies; and the  
8 Motion seeks to recover fees only for the reduced number of hours included in the  
9 modified time sheets in Exhibit B and summarized in Exhibit A. We also have  
10 amended certain of the narratives in those timesheets to protect legal privileges,  
11 *e.g.*, replacing the specifications of the subjects of research projects with more  
12 generic descriptions. In general, those modifications appear in square brackets in  
13 the timesheets included in Exhibit B. Additional detail about the timesheets is  
14 provided below in paragraph 44.

15 9. Similarly, the Motion seeks to recover for only select costs; it  
16 does not include various expenses incurred by the Firm in connection with the  
17 Action. For example, the Motion does not seek costs for any local transportation  
18 or taxis, or any meals (*i.e.*, weekend and dinner meals) other than meals included  
19 in hotel bills in connection with out-of-town travel relating to the Action.  
20 Additional detail on each of these points is set out below in paragraph 47.

21 **I. SUCCESSFUL RESULTS ACHIEVED IN THE DVASH-BANKS**  
22 **LITIGATION**

23 10. On February 21, 2019, this Court held that Plaintiffs were  
24 entitled to summary judgment on their claim under 8 U.S.C. § 1503 ("Section  
25 1503") and that E.J. had acquired U.S. citizenship at birth. The Court entered its  
26 Judgment on March 6, 2019, declaring E.J. to be a U.S. citizen and ordering the  
27 State Department to issue E.J. a passport within forty-five days thereafter. (ECF  
28 No. 125.)

1           11. The Court dismissed the remaining claims. Specifically, it  
2 dismissed Plaintiffs' claim under the Administrative Procedure Act ("APA"),  
3 5 U.S.C. § 706, on the ground that Section 1503 afforded Plaintiffs adequate relief,  
4 and dismissed Plaintiffs' substantive due process claim as moot in light of the  
5 ruling on Section 1503. The initial Complaint had included a claim under the  
6 Equal Protection clause of the Fifth Amendment, but Plaintiffs withdrew that claim  
7 in advance of the filing of the parties' cross-motions for summary judgment.

8           12. Absent the Court's Judgment acknowledging E.J.'s U.S.  
9 citizenship, the Dvash-Banks family would continue to worry each day that E.J.  
10 would be deported and that the Dvash-Banks family could be separated across  
11 countries. *See* Meagan Flynn, *One twin was a citizen, the other undocumented. A*  
12 *victory in court for their same-sex parents rebukes the State Department*, *The*  
13 *Washington Post* (February 22, 2018),  
14 [https://www.washingtonpost.com/nation/2019/02/22/one-twin-was-citizen-other-](https://www.washingtonpost.com/nation/2019/02/22/one-twin-was-citizen-other-undocumented-victory-court-their-same-sex-parents-rebukes-state-dept/?utm_term=.bc0566382aba)  
15 [undocumented-victory-court-their-same-sex-parents-rebukes-state-](https://www.washingtonpost.com/nation/2019/02/22/one-twin-was-citizen-other-undocumented-victory-court-their-same-sex-parents-rebukes-state-dept/?utm_term=.bc0566382aba)  
16 [dept/?utm\\_term=.bc0566382aba](https://www.washingtonpost.com/nation/2019/02/22/one-twin-was-citizen-other-undocumented-victory-court-their-same-sex-parents-rebukes-state-dept/?utm_term=.bc0566382aba).

17           13. Moreover, the Court's decision—the first of which we are  
18 aware to hold that Section 301 of the Immigration and Nationality Act of 1952  
19 ("INA"), 8 U.S.C. § 1401, does not require a biological connection between the  
20 applicant and his U.S. citizen parent in a same-sex marriage—has precedential  
21 value for other same-sex families in similar circumstances.

22           14. All of Plaintiffs' claims were rooted in the improper denial of  
23 E.J.'s applications for a U.S. passport and Consular Report of Birth Abroad  
24 ("CRBA") on the ground that he does not share a biological connection with  
25 Andrew, a U.S. citizen married to E.J.'s other legal parent. The interrelationship  
26 between the claims Plaintiffs asserted in the Action is evident from the Court's  
27 ruling on summary judgment, which as noted above, dismissed Plaintiffs'  
28 remaining claims on the basis that Section 1503 afforded Plaintiffs sufficient relief.

1 Indeed, Defendants directly embraced this interrelationship in arguing that APA  
2 review was unwarranted because Section 1503 would provide an adequate direct  
3 remedy for Plaintiffs. (See ECF No. 89-1 at 21-23.) The Court’s dismissal of  
4 Plaintiffs’ due process claim similarly was predicated on the determination that the  
5 grant of the Section 1503 claim “moot[ed]” the constitutional claim. (ECF No.  
6 123.)

7           15. Document discovery and deposition testimony Plaintiffs  
8 obtained in the Action explored, among other topics, the process by, and bases on,  
9 which the State Department denied E.J.’s applications; the provision of the INA  
10 that the State Department applied; the internal policies and purported statutory  
11 interpretation on which Defendants ostensibly relied for those denials; the finality  
12 of the denials; and the factual underpinnings of E.J.’s assertion of citizenship—all of  
13 which are relevant to each of the claims asserted in the Action. No aspect or phase  
14 of discovery was isolated or specific to a single claim. Nor could Plaintiffs’ efforts  
15 to obtain discovery through discovery requests, meet-and-confer sessions, and a  
16 motion to compel fairly be parsed or segmented on a claim-by-claim basis.  
17 Plaintiffs’ mediation statement and S&C’s and Immigration Equality’s  
18 participation in court-ordered mediation similarly addressed E.J.’s assertion of U.S.  
19 citizenship from birth, and it was not reasonably possible to allocate the time and  
20 activities incurred in those efforts to separate claims or legal theories. Given the  
21 parties’ positions and legal theories in the Action, Plaintiffs’ submissions in  
22 connection with the summary judgment motions similarly had to address the  
23 evidence regarding, and law applicable to, the claims in an interrelated fashion.  
24 The preparation and effort involved in the Firm’s representation of Plaintiffs  
25 consistently cut across the various counts of the Complaint. Only a small fraction  
26 of the day-to-day effort—typically a sub-set of the legal research performed by  
27 associates—could be considered to have focused on a single claim. Even for those  
28 efforts, the research was undertaken and analyzed in the context of the Action as a

1 whole. For example, an assessment of whether Plaintiffs could satisfy the  
2 requirements for a claim under the APA necessarily included an evaluation of  
3 whether the claim for, and relief requested under, Section 1503(a) could be  
4 considered to provide an “adequate remedy” in the context of the Action.  
5 Similarly, an inquiry into the bases for, and elements of, Plaintiffs’ constitutional  
6 claims necessarily required an understanding and assessment of both the  
7 particulars of the process and purported reasons for the State Department’s denial  
8 of E.J.’s passport and CRBA applications and the extent to which an award of  
9 relief under Section 1503 would fully remedy any violation resulting from those  
10 denials. For these reasons, we respectfully submit that any attempt to disaggregate  
11 S&C’s efforts in this Action on a claim-by-claim basis would be artificial,  
12 imprecise and inconsistent with the conduct and resolution of the Action.

13           16. We similarly submit that any such attempt would not be  
14 appropriate under Ninth Circuit case law, given the interrelatedness of the claims.  
15 *See, e.g., Sorenson v. Mink*, 239 F.3d 1140, 1147 (9th Cir. 2001) (holding that  
16 courts do not discount for “limited success” if the “[p]laintiffs’ claims all were  
17 related” and “the plaintiff achieve[d] a level of success that makes the hours  
18 reasonably expended a satisfactory basis for making a fee award.”) (quoting  
19 *Hensley v. Eckerhart*, 461 U.S. 424, 434-35 (1983)); *Orantes-Hernandez v.*  
20 *Holder*, 713 F. Supp. 2d 929, 967 (C.D. Cal. 2010) (holding that it “makes little  
21 sense” to “scalpel out attorney’s fees” without considering a loss’s “relationship to  
22 the ultimate disposition of the case.”) (quoting *Cabrales v. Cty. of Los Angeles*,  
23 935 F.2d 1050, 1053 (9th Cir.1991)).

24 **II. SULLIVAN & CROMWELL QUALIFICATIONS**

25           17. Attorneys at Sullivan & Cromwell have represented Plaintiffs  
26 since September 2017, when the Firm first learned from Immigration Equality that  
27 Plaintiffs were in need of legal counsel. I joined the team at the outset of the  
28



1 Firm's work on the Action and have been involved continuously from that time  
2 through the present.

3 **A. Professional Background**

4 18. I am a partner of Sullivan & Cromwell with more than thirty-  
5 five years of legal experience. I received my A.B. degree from Columbia  
6 University in 1980 and graduated from Harvard Law School with a J.D. in 1983. I  
7 was admitted to the Bar of the State of New York in 1984. I have litigated cases in  
8 various federal and state courts around the United States, at the trial and appellate  
9 levels, and am admitted to practice before the following courts: The Supreme  
10 Court of the United States, the United States Courts of Appeals for the District of  
11 Columbia Circuit, the Federal Circuit, the First Circuit, the Second Circuit, the  
12 Third Circuit, the Fifth Circuit, the Sixth Circuit and the Ninth Circuit, and the  
13 United States District Courts for the Southern and Eastern Districts of New York.

14 19. From in and about September 1983 to in and about September  
15 1985, I served as a law clerk for the Honorable Robert J. Ward of the United States  
16 District Court for the Southern District of New York. I joined the offices of  
17 Sullivan & Cromwell as an associate in October 1985, following my clerkship, and  
18 was elected a partner of the Firm effective January 1, 1991.

19 20. My practice includes representations of both U.S. and non-U.S.  
20 corporate clients on a wide variety of litigation matters relating to a range of  
21 subjects, including antitrust, commercial contracts, commercial banking,  
22 corporations and securities, criminal investigations and defense, insurance and  
23 annuities, intellectual property and mergers and acquisitions ("M&A"). I have  
24 substantial experience in representing companies, including those headquartered  
25 outside the United States, in matters relating to internal and governmental  
26 investigations, including with respect to matters subject to the Foreign Corrupt  
27 Practices Act ("FCPA") and similar legislation in other jurisdictions. I regularly  
28 advise clients regarding compliance and due diligence issues relating to the FCPA,

1 including in connection with M&A transactions. I also have represented clients in  
2 criminal and regulatory investigations and enforcement actions by various  
3 regulatory authorities, including the Securities and Exchange Commission, New  
4 York Stock Exchange, Financial Industry Regulatory Authority, Federal Trade  
5 Commission, Department of Justice, Board of Governors of the Federal Reserve  
6 System and Federal Reserve Bank of New York, New York Department of  
7 Financial Services, Commission of the European Communities, offices of the  
8 Attorney General of various states of the United States, and regulators in various  
9 other jurisdictions.

10           21. I served as the vice chairman of the International Litigation  
11 Committee of the American Bar Association's Section of International Law from  
12 2008 to 2010 and as co-chair of that committee from 2010 to 2012.

13           22. Although it is not unusual among lawyers of my vintage to have  
14 collected accolades, I have been privileged to receive certain professional  
15 recognitions over my years of practice. *See* Theodore Edelman Biography,  
16 <http://www.sullcrom.com/lawyers/Theodore-Edelman?view=Bio>.

17           23. Although the results for Plaintiffs in this Action could not have  
18 been achieved without the hard work, dedication, and experience of all of the  
19 members of Plaintiffs' legal team, I respectfully believe that my experience in, and  
20 knowledge of, complex litigation, discovery practice and trial preparation  
21 contributed to those results. Throughout the litigation, I have acted in a  
22 supervisory capacity. I also have performed work directly on all major aspects of  
23 the case, including (i) involvement in preparation of all submissions to, and filings  
24 with the Court; (ii) involvement in preparation of all discovery-related  
25 submissions; (iii) involvement in preparation of correspondence with Defendants'  
26 counsel relating to the Action; (iv) deposition preparation; (v) taking the lead role  
27 in conducting the Rule 30(b)(6) deposition of the State Department's designated  
28 representative in Washington, D.C.; (vi) involvement in preparation for, and

1 participation in, a full-day court conference before the Honorable Magistrate Judge  
2 Chooljian; (vii) preparation for, and participation in, a two-day mediation session;  
3 (viii) involvement in preparation for, and participation in, certain of the meet-and-  
4 confer sessions with Defendants' counsel; (ix) participation in all aspects of trial  
5 preparation activities; and (x) assumption of a lead role in formulation of all  
6 aspects of Plaintiffs' litigation strategy. This list is not exhaustive; as noted above,  
7 I have been actively engaged in this matter from its inception to date, which  
8 included very active periods in January 2017 and from August 2018 to February  
9 2019. I also have a leadership role in the Firm's representation of the plaintiffs in a  
10 similar pending action commenced in 2018 in the United States District Court for  
11 the District of Columbia, *Blixt v. United States Department of State, et al.*, Case  
12 No. 1:18-cv-00124 ("*Blixt* litigation").

13           24. Over the course of this Action, I have recorded 371.8 hours for  
14 which the Motion seeks attorneys' fees. I am seeking an enhanced rate under the  
15 EAJA of \$700, which, multiplied by the number of hours for which I seek  
16 recovery, amounts to \$260,225 in imputed fees. As in all of my cases, I have  
17 endeavored to dedicate my efforts to the demands of the Action and have strived to  
18 be available for this matter, regardless of travel and other demands associated with  
19 a considerable caseload of other, non-*pro bono*, client matters.

20           **B. Qualifications, Hours, Rates and Fees of Other Sullivan &**  
21           **Cromwell's Attorneys on the Dvash-Banks Matter**

22           25. Over the course of the last eighteen months of our  
23 representation of Plaintiffs, five other current S&C attorneys covered by the  
24 Motion have worked on the Action in addition to the other matters in their active  
25 caseloads. In an effort to avoid duplication and emphasize efficiency, S&C does  
26 not seek attorneys' fees for time spent on the Action by associates who worked on  
27 this litigation in 2017 and early 2018 but left the Firm thereafter. Three of the  
28 lawyers whose time is included in the Motion did not commence work on the

1 Action until March 2018 or later. As a result of the Firm's decision not to seek  
2 attorneys' fees for former S&C associates, we have reduced the hours for which  
3 the Motion seeks attorneys' fees by more than 300 hours. The five attorneys  
4 described below, for whom the Motion seeks recovery of attorneys' fees, all have  
5 complex commercial litigation experience and serve a diverse range of clients.  
6 They also each bring their individual backgrounds and expertise to the matter, as  
7 detailed below; and I would be remiss were I not to acknowledge my gratitude for,  
8 and pride in, their performances in connection with the Action. Because the  
9 Action required a team with knowledge of complex litigation, immigration law,  
10 family law, and constitutional law, the skills each lawyer on the team brought to  
11 the case were somewhat different. I provide below a brief summary of each of  
12 their qualifications, hours, rates, and the total fees sought for S&C's work on the  
13 Action.

14           26. *Jessica M. Klein* is a graduate of Brown University (B.A.,  
15 2000) and New York University School of Law (J.D., 2003) and was admitted to  
16 the New York bar in 2004. Since joining the offices of Sullivan & Cromwell as a  
17 Litigation Group associate in November 2003, Ms. Klein has handled an array of  
18 complex commercial litigation matters in state and federal courts, ranging from  
19 securities to employment, banking, and contract disputes. She has participated  
20 actively in the Firm's representation of various major commercial enterprises,  
21 including among others, Anheuser-Busch InBev, Barclays, Goldman Sachs,  
22 Microsoft, Royal Philips, The Clearing House Association L.L.C., and Vornado  
23 Realty Trust. Ms. Klein has maintained an active *pro bono* practice since she  
24 began employment at S&C, and starting in August 2011, she has focused her  
25 practice on *pro bono* matters and has served as Special Counsel & Head of Pro  
26 Bono Practice at the Firm. In that capacity, Ms. Klein has worked on and  
27 supervised an array of civil and administrative law matters, including immigration  
28 cases, civil rights actions under 42 U.S.C. § 1983, family law cases on behalf of

1 domestic violence survivors, a habeas corpus case on behalf of a Tunisian citizen  
2 detained at Guantánamo Bay, and cases involving other areas of public interest  
3 law. More specifically, she has represented asylum seekers before the Board of  
4 Immigration Appeals and in Immigration Court, in addition to counseling  
5 numerous LGBT asylum seekers affirmatively applying for asylum before the New  
6 York and New Jersey asylum offices. By way of example of Ms. Klein's varied  
7 *pro bono* work, Ms. Klein represented the New York City Council in an  
8 investigation of the funding of nonprofit organizations. More recently, in 2017 and  
9 2018, she was one of the S&C lawyers representing Success Academy Charter  
10 Schools in an appeal to the New York State Court of Appeals in a statutory  
11 interpretation case concerning the provision of pre-kindergarten education in New  
12 York State. Ms. Klein also provides ongoing strategic and legal advice on  
13 legislation and public policy to the non-profit entity TIME'S UP, and serves as  
14 Counsel to The New York State Permanent Commission on Access to Justice.  
15 Ms. Klein is a member of the board of directors of Immigration Equality. Prior to  
16 and during the Firm's engagement on behalf of Plaintiffs, Ms. Klein gained  
17 additional relevant expertise specific to the legal issues presented in this Action  
18 through her active involvement in our representation of the plaintiffs in the *Blixt*  
19 litigation. Ms. Klein has been involved in virtually every aspect of this Action,  
20 including taking the lead on communications with co-counsel, Defendants' counsel  
21 and Plaintiffs (including the guardian *ad litem* of the minor Plaintiff). She has  
22 been instrumental in the preparation of all written submissions, litigation activities  
23 and strategy formulation in connection with the Action. Ms. Klein also, among  
24 other things, traveled to the U.S. Consulate in Toronto, where she conducted  
25 depositions in this Action, and worked closely with me to prepare for the  
26 deposition of the State Department's 30(b)(6) designated representative in  
27 Washington D.C. Ms. Klein began working on this Action from its inception in  
28 September 2017. Since that time, she has dedicated a total of 705 hours to this

1 case for which the Motion seeks attorneys' fees. These hours reflect Ms. Klein's  
2 immersion in, and dedication to, the Firm's work in this Action. Plaintiffs seek an  
3 hourly rate for Ms. Klein of \$550, for a total of \$387,750 in fees.

4           27. *Alexa M. Lawson-Remer* is a graduate of Amherst College  
5 (B.A., 2004) and received her J.D. from the University of California Gould School  
6 of Law in 2009. She has been admitted to the California bar since January 2010.  
7 Ms. Lawson-Remer has gained extensive experience in complex litigation since  
8 she joined the Firm's offices as an associate in 2009, and was promoted to Special  
9 Counsel effective January 2019. Ms. Lawson-Remer has an active *pro bono*  
10 practice, which includes handling complex immigration matters in federal district  
11 court. She was twice honored by the ACLU Foundation of Southern California  
12 with its "Equal Justice Advocacy Award" for her work on a federal class action  
13 brought on behalf of mentally ill immigrants in government custody, *Franco-*  
14 *Gonzalez v. Holder*, Case No. 10-CV-02211 DMG (DTBx) (C.D. Cal.), which  
15 included securing a precedent-setting permanent injunction requiring U.S.  
16 Immigration and Customs Enforcement, the U.S. Attorney General, and the  
17 Executive Office of Immigration Review to provide legal representation to class  
18 members in immigration proceedings. This experience litigating against the  
19 Government in the context of a complex immigration class action in federal court  
20 added to the relevant expertise Ms. Lawson-Remer brought to this Action.  
21 Ms. Lawson-Remer also has experience litigating asylum cases in Immigration  
22 Court and has briefed and argued an appeal before the United States Court of  
23 Appeals for the Ninth Circuit on behalf of an asylum applicant. In 2018,  
24 Ms. Lawson-Remer was a recipient of the National LGBT Bar Association's Best  
25 LGBT Lawyers Under 40 Award, which recognizes LGBT legal professionals  
26 under the age of forty who have distinguished themselves in their field and have  
27 demonstrated a profound commitment to LGBT equality. Ms. Lawson-Remer  
28 began working on this matter in January 2018 and since that time has dedicated a

1 total of 257 hours to the Action for which the Motion seeks attorneys' fees.  
2 Among Ms. Lawson-Remer's many areas of involvement in this case, she prepared  
3 for, and defended, Andrew Dvash-Banks at his deposition; prepared for, and took  
4 the lead role in arguing Plaintiffs' positions at a full-day conference before  
5 Magistrate Judge Chooljian on a motion to compel discovery from Defendants;  
6 provided expertise regarding interpretation and application of the local rules  
7 ("Local Rules") of, and practice in, the United States District Court for the Central  
8 District of California; took the lead on many lengthy meet-and-confer sessions  
9 with Defendants concerning Plaintiffs' efforts to obtain discovery; reviewed and  
10 took responsibility for filing with the Court all documents filed by Plaintiffs in this  
11 Action; took the lead on document collection from Plaintiffs; worked on  
12 identification of exhibits for trial, which Plaintiffs provided to Defendants in  
13 advance of a scheduled meet-and-confer session required by the Court's Local  
14 Rules; and assisted in formulating and implementing Plaintiffs' litigation strategy.  
15 Plaintiffs seek an hourly rate for Ms. Lawson-Remer of \$480, for a total of  
16 \$123,360 in fees.

17           28. *Lauren M. Goldsmith* is an associate in Sullivan & Cromwell's  
18 Litigation Group. Ms. Goldsmith earned her Bachelor of Arts degree from Duke  
19 University in 2009, her J.D. from the University of California, Berkeley, School of  
20 Law in 2013, and her Ph.D. in Jurisprudence and Social Policy from the University  
21 of California, Berkeley in 2016. Ms. Goldsmith has been a member of the  
22 California bar since 2013. While pursuing her Ph.D., Ms. Goldsmith studied  
23 Constitutional and Family Law and co-taught two courses at the University of  
24 California, Berkeley, entitled "Comparative Constitutional Law" (Spring 2012)  
25 and "Supreme Court and Public Policy" (Spring 2014). She also co-taught classes  
26 on "Government and the Family" (Fall 2011, Fall 2013). Prior to joining the  
27 offices of Sullivan & Cromwell in 2016 as an associate, Ms. Goldsmith clerked for  
28 the Honorable John T. Noonan, Jr., of the United States Court of Appeals for the

1 Ninth Circuit from 2014 to 2015. Ms. Goldsmith later clerked for the Honorable  
2 Lorna G. Schofield, of the United States District Court for the Southern District of  
3 New York, from 2017 to 2018, after which she rejoined the Firm's offices.  
4 Ms. Goldsmith contributed expertise in family law and constitutional law to the  
5 S&C team and was extremely active in, among other things, drafting Plaintiffs'  
6 legal memoranda related to Plaintiffs' and Defendants' motions for partial  
7 summary judgment and Plaintiffs' mediation statement. Ms. Goldsmith also took  
8 the lead on Margaret Ramsay's deposition at the U.S. Consulate in Toronto and  
9 Frankie Terri Day's deposition. Because Ms. Day no longer works for the  
10 Department of State, Defendants advised that she would appear for a deposition  
11 only in Charlotte, North Carolina. Ms. Goldsmith traveled to Charlotte and took  
12 Ms. Day's deposition there. Ms. Goldsmith began working on the Action in  
13 August 2018 and since that time has dedicated a total of 407.4 hours to this case  
14 for which the Motion seeks to recover fees. Plaintiffs seek an hourly rate for  
15 Ms. Goldsmith of \$430, for a total of \$175,171 in fees.

16           29. ***Rebekah T. Raybuck*** is an associate in Sullivan & Cromwell's  
17 Litigation Group. Ms. Raybuck is a graduate of the University of California,  
18 Berkeley (B.A., 2011), and the University of California, Berkeley, School of Law  
19 (J.D., 2017). During law school, Ms. Raybuck interned at the National Center for  
20 Lesbian Rights in San Francisco. Prior to law school, Ms. Raybuck worked for  
21 three years as a paralegal at an immigration law firm in San Francisco.  
22 Ms. Raybuck began working on the Action in March 2018 and since that time has  
23 dedicated a total of 552.5 hours to the Action for which the Motion seeks to  
24 recover fees. Ms. Raybuck was involved in research and preparation of work  
25 product concerning multiple aspects of the case. In that effort, Ms. Raybuck  
26 devoted substantial time and effort to the preparation of an expansive motion to  
27 compel discovery from Defendants, addressing, among other matters, deficiencies  
28 in Defendants' interrogatory responses and document production and refusal to



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15 *Attorneys for Plaintiffs*

16  
17 **UNITED STATES DISTRICT COURT**  
18 **CENTRAL DISTRICT OF CALIFORNIA**  
19 **WESTERN DIVISION (LOS ANGELES)**  
20

21 ANDREW MASON DVASH-  
BANKS and E.J. D.-B.,

22 Plaintiffs,  
23

24 v.

25 THE UNITED STATES  
DEPARTMENT OF STATE, and  
26 THE HONORABLE MICHAEL  
R. POMPEO, Secretary of State,

27 Defendants.  
28

Case No. 2:18-cv-00523-JFW-(JCx)

**DECLARATION OF THEODORE  
EDELMAN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR FEES  
AND COSTS - PART TWO**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Hearing Time: 1:30 p.m.  
Courtroom: 7A

1 present certain deposition witnesses and testimony. She also helped prepare for,  
2 and participated in, the full-day court conference with Magistrate Judge Chooljian  
3 devoted to these discovery deficiencies; assisted in the preparation for, and defense  
4 of, Andrew Dvash-Banks' deposition; and was one of two individuals primarily  
5 responsible for reviewing documents produced by Plaintiffs in the Action.  
6 Plaintiffs seek an hourly rate for Ms. Raybuck of \$200 per hour, which is in line  
7 with the adjusted EAJA cap in the Ninth Circuit, for a total of \$110,500 in fees.

8           30. *Alicia M. Roll* is an associate in Sullivan & Cromwell's  
9 Litigation Group. Ms. Roll is a graduate of the University of California, Santa  
10 Cruz (B.A., 2013), and the University of Virginia School of Law (J.D., 2017).  
11 Prior to attending law school, Ms. Roll worked as a legal assistant at a family law  
12 office. Ms. Roll was involved in research and preparation of work product on  
13 multiple aspects of the Action. For example, Ms. Roll worked on preparing  
14 stipulations of facts for trial, which Plaintiffs provided to Defendants in advance of  
15 a scheduled meet-and-confer conference required by the Local Rules, assisted with  
16 designations of deposition testimony for trial, conducted legal research relevant to  
17 the cross-motions for partial summary judgment, and participated in the  
18 preparation of a draft judgment. Dividing the work with Ms. Raybuck, Ms. Roll  
19 also worked on Plaintiffs' efforts to obtain document discovery from Defendants;  
20 read and analyzed Defendants' document production; and reviewed documents for  
21 responsiveness and privilege in advance of Plaintiffs' document production.  
22 Ms. Roll began working on the Action in August 2018 and since that time has  
23 dedicated a total of 633.3 hours to the Action for which the Motion seeks to  
24 recover fees. Plaintiffs seek an hourly rate for Ms. Roll of \$200 per hour, which is  
25 in line with the adjusted EAJA cap in the Ninth Circuit, for a total of \$126,650 in  
26 fees.

27           31. In addition, during the course of this Action, two legal  
28 assistants have recorded a total of 234.9 hours for which the Motion seeks to

1 recover fees based on an hourly rate of \$100, for a total of \$23,490. Although  
2 additional legal assistants contributed to the preparation of summary judgment  
3 exhibits and filings, the Motion does not seek to recover fees for their time.

4 32. Various other Firm personnel recorded time to the Action, but  
5 the Motion does not seek to recover fees for their time. These individuals include  
6 research librarians, summer associates, associates who provided coverage when  
7 certain team members were away on vacation or parental leave or otherwise were  
8 unavailable, and members of S&C's e-discovery team who assisted with  
9 processing of Defendants' document productions and collection and production of  
10 Plaintiffs' documents. In total, members of the Firm's non-legal staff who are not  
11 included in the Motion recorded in excess of 85 hours to the Action.

12 33. Because Plaintiffs did not retain any experts in connection with  
13 the Action, the Motion does not seek recovery of any expert fees. The Firm also  
14 arranged for a document collection vendor to provide services *pro bono* in  
15 connection with the Action, and therefore incurred no costs in the course of  
16 collecting electronic documents.

### 17 **III. SULLIVAN & CROMWELL'S BILLING**

18 34. Sullivan & Cromwell's traditional billing philosophy is based  
19 on the value of the professional advice and services the Firm provides, and not on  
20 the hours spent on any particular matter. The objective is to set a fee that is fair  
21 and reasonable, competitive, and satisfactory to the client. The Firm believes that  
22 value is determined by balancing several factors, including, but not limited to,  
23 (a) the contribution made, responsibility assumed, amount involved and results  
24 achieved; (b) the novelty, complexity and difficulty of the questions presented and  
25 the skills required; (c) any extraordinary efforts required to meet time constraints  
26 or other requirements imposed by the client or the circumstances; and (d) the time  
27 and labor required and the experience of those performing the services. *See also*

28

1 MODEL RULES OF PROF'L CONDUCT r. 1.5 (AM. BAR ASS'N 2018); CAL. RULES OF  
2 PROF'L CONDUCT r. 1.5 (2018).

3 35. Hours billed and hourly rates, however, often comprise a  
4 significant, if not the most significant, component in determining fees billed by  
5 Sullivan & Cromwell. Therefore, for simplicity, the fees requested in the Motion  
6 were calculated by multiplying the number of hours worked by the respective  
7 Sullivan & Cromwell lawyer by a reasonable hourly rate pursuant to a classic  
8 "lodestar" analysis under Ninth Circuit law, as described in more detail below.

9 36. As indicated above, the fees requested in the Motion are  
10 significantly lower than the rates paid by S&C's corporate and individual clients.  
11 The rates sought in the Motion are also less than those approved by courts as  
12 reasonable for S&C attorneys of comparable seniority. Although during the course  
13 of the Firm's work on the Action between September 2017 through 2019, S&C  
14 increased its standard hourly rates, for the sake of simplicity, the Motion seeks  
15 only one rate for each of the Firm personnel covered by the Motion for the entire  
16 term of the Action. We have not sought higher rates for work performed during  
17 times when the Firm's standard rates for commercial clients may have increased  
18 from the rates in effect in September 2017. We respectfully submit that the rates  
19 requested in the Motion are appropriate for this Action, taking account of the  
20 specific circumstances of the Action and relevant considerations in fee awards  
21 pursuant to the EAJA.

22 37. Specifically, we are seeking to recover the following hourly  
23 rates for the work Jessica Klein, Alexa Lawson-Remer, Lauren Goldsmith, and I  
24 undertook over the course of the Action:

- 25 • \$700 for me;
- 26 • \$550 for Ms. Klein;

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- 1 • \$480 for Ms. Lawson-Remer;<sup>2</sup> and
- 2 • \$430 for Ms. Goldsmith.

3 38. For Rebekah Raybuck and Alicia Roll, the Motion seeks a rate  
4 of \$200 per hour, which does not exceed the statutory maximum rates for fees  
5 awarded pursuant to the EAJA, as adjusted for the cost of living by the Ninth  
6 Circuit. *See infra*, ¶ 61.

7 39. For each of two legal assistants, the Motion seeks an hourly rate  
8 of \$100.

9 40. Attorneys and legal assistants at Sullivan & Cromwell logged  
10 time spent on this matter using the same system that is used for recording time for  
11 matters for paying clients.

12 41. Applying the rates sought in the Motion and limiting the hours  
13 recorded to the subset of hours sought and costs included in the Motion, Sullivan &  
14 Cromwell seeks to recover in this Motion fees of \$1,207,144 and costs of  
15 \$30,086.75—all of which is detailed below.

16 **A. Fees in the Dvash-Banks Litigation**

17 42. Since Sullivan & Cromwell first accepted Plaintiffs as clients,  
18 the S&C team of attorneys and legal assistants have dedicated a total of 3,161.8  
19 hours for which the Motion seeks attorneys' fees for preparing for and litigating  
20 the Action, from September 28, 2017 to February 28, 2019. In total the Motion  
21 seeks fees amounting to \$1,207,144 for the time of Sullivan & Cromwell  
22 personnel. As indicated above in paragraphs 25 and 32, this is not all of the time  
23 recorded by S&C personnel in connection with the Action. In particular, the  
24 Motion does not seek fees for, among others, multiple S&C attorneys who worked  
25 on the Action but are no longer employed by the Firm. The Motion also excludes  
26 all work performed in connection with the Action by e-discovery personnel,

27 \_\_\_\_\_  
28 <sup>2</sup> Ms. Lawson-Remer was an associate at the outset of the Action and was promoted to Special Counsel, effective January 2019.

1 secretaries, summer associates, or associates who provided coverage when other  
2 team members were unavailable. Although I understand that S&C could also seek  
3 to recoup fees for the many hours devoted to the review of time entries and  
4 preparation of the Motion, the Firm does not seek attorneys' fees for that time.

5 43. Certain work performed by S&C team members was relevant to  
6 both this Action and the *Blixt* litigation, which as noted above, is an ongoing case  
7 in which S&C and Immigration Equality also are counsel. An example of this was  
8 time spent in August 2018 reading and analyzing the Second Circuit's decision in  
9 *Jaen v. Sessions*, 899 F.3d 182 (2d Cir. 2018), in which the court rejected the  
10 position Defendants advanced here, *i.e.*, that the INA requires a parent to be  
11 biologically related to his/her child to transmit U.S. citizenship at birth. Although  
12 it was necessary to undertake this work for the Action, because these tasks also  
13 were relevant to the *Blixt* litigation, the Motion seeks fees for only half of the time  
14 recorded for tasks applicable to both cases. In other words, if a S&C lawyer  
15 recorded two hours of time to such a task, we have reduced the entry to one hour of  
16 time, and the entries included in Exhibit B would record only one hour of time.

17 44. Exhibit B is a detailed and itemized spreadsheet identifying the  
18 time for which Sullivan & Cromwell is seeking fees. The time entries in Exhibit B  
19 are based on records maintained by Sullivan & Cromwell from September 28,  
20 2017 through February 28, 2019. In accordance with the Firm's standard practices,  
21 those time entries are generated from data input based upon each attorney's or non-  
22 attorney's timesheet maintained by the respective attorney or non-attorney in the  
23 ordinary course of their work. The data includes, among other things, the date,  
24 timekeeper, hours billed, hourly rate, fee amount, and description of work  
25 performed. In connection with the preparation of the Motion, we have modified  
26 the entries in certain ways. *First*, as discussed in Paragraph 43, above, we have  
27 halved the time recorded for tasks that were equally applicable to the Action and  
28 the *Blixt* litigation. *Second*, because the Motion does not seek recovery the full

1 time spent on certain tasks that we deemed primarily ministerial or non-legal  
2 undertaken by the lawyers whose time is included in the Motion, we have deleted  
3 references to those tasks from the narrative descriptions in the time entries and  
4 have reduced the time recorded on the attached time sheets by an amount that, in  
5 our judgment, we believe was, or reasonably likely was, expended in connection  
6 with those tasks. *Third*, we have reviewed each of the time entries included in  
7 Exhibit B to identify possible inefficiencies in the work performed and have  
8 reduced certain of the time recorded in the attached time sheets to account for  
9 those circumstances. *Fourth*, we have changed certain of the narrative descriptions  
10 in the time entries to protect legal privileges. Generally, those modifications  
11 appear in square brackets in the entries included in Exhibit B. *Fifth*, we have  
12 reduced all time entries included in the Motion to remove all travel time. *Sixth*, in  
13 addition to correcting typographical errors in the original entries, we have modified  
14 certain of the narrative entries (and reduced, as appropriate, corresponding time  
15 entries) to eliminate references to non-legal work, such as responses to media  
16 inquiries concerning the Action, or when any portion of the work conducted was  
17 solely in connection the *Blixt* litigation. In addition, to avoid confusion, we have  
18 deleted certain entries or portions of entries for which fees are not sought in the  
19 Motion. These modifications reduced the total hours sought in the Motion and  
20 neither expand nor eliminate any of the substantive legal work conducted in  
21 connection with the Action. I have reviewed these time entries and believe that  
22 they are sufficient to identify the tasks performed and the amount of time for which  
23 the Motion seeks an award of fees.

24           45. The chart contained in Exhibit A provides the number of hours  
25 billed (which reflects reductions from the original data), as well as the rate and  
26 total fees sought, for each individual for whose time the Motion seeks to recover  
27 fees.

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**B. Costs in the Dvash-Banks Litigation**

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46. In addition to attorneys' fees, Sullivan & Cromwell ordinarily charges its clients for disbursements incurred in connection with other engagements, such as disbursements to third parties, travel costs, and significant reproduction or printing jobs. The Firm does not charge its clients for Lexis, Westlaw, or the use of other standard research databases; word processing; or document retrieval or faxes. These latter costs are incurred and treated as overhead and taken into account in the Firm's hourly rates.

47. Sullivan & Cromwell incurred costly disbursements on behalf of Plaintiffs, including but not limited to expenses for filing fees; courier fees; a transcript of the December 11, 2018 conference before Magistrate Judge Chooljian on Plaintiffs' motion to compel discovery; Plaintiffs' half share of the mediator's fee; deposition transcripts; fees for stenographers and videographers for the depositions; and travel for depositions in Toronto, Washington, D.C., Charlotte, and Los Angeles, and for a court appearance in Los Angeles. Because several deponents were foreign service officers and a former foreign service officer, all living and working on the east coast of the United States or Canada, there was no guarantee that they would appear to testify in-person at trial. As a result, it was particularly important to obtain contemporaneous video-recordings of the witnesses' testimony when possible. The Motion does not include in its cost calculation, and does not seek recovery of, various smaller costs that the Firm incurred in connection with the Action, such as local transportation, taxis to and from the airport, and meals other than meals included on hotel bills for out-of-town travel related to the Action. In addition, the Motion seeks recovery of airfare costs reduced by 50% for flights booked in business class. The Motion also seeks recovery of only 50% of the hotel bills for Ms. Raybuck's and my travel to Los Angeles and for travel to Washington, D.C. by Ms. Klein and me. In total, the Motion seeks recovery of \$30,086.75 in connection with S&C's costs incurred in the Action.



1 48. Attached as Exhibit C is a detailed and itemized spreadsheet  
2 identifying the disbursements for which the Motion seeks reimbursement.

3 **IV. SULLIVAN & CROMWELL'S HISTORY OF COURT-APPROVED**  
4 **RATES ACHIEVED**

5 49. Courts have approved the hourly rates of S&C attorneys on  
6 various prior occasions. Sullivan & Cromwell does not have different rates for  
7 different locations in the United States; in the markets in which S&C participates,  
8 the Firm's work is judged among a national market of lawyers familiar with highly  
9 complex litigation.

10 50. Sullivan & Cromwell's rates rarely are litigated. However,  
11 described below are four analyses of Sullivan & Cromwell's billing and rate  
12 structures for partners and associates of which I am aware. Three of these  
13 decisions (*In re Ascent Resources Marcellus Holdings, LLC*, No. 18-10265 (LSS)  
14 (Bankr. D. Del. May 8, 2018); *In re Eastman Kodak Co.*, No. 12-10202 (ALG)  
15 (Bankr. S.D.N.Y. Dec. 3, 2013); and *In re Energy Future Holdings Corp.*, No. 14-  
16 10979 (CSS) (Bankr. D. Del. Nov. 6, 2018)) were issued in complex matters in  
17 Bankruptcy Court, in which various Sullivan & Cromwell lawyers, including  
18 litigation partners and associates, represented debtors in connection with complex  
19 commercial disputes. The other decision was issued in a case entitled *In re*  
20 *McCourt v. McCourt*, No. BD514309 (Cal. Super. June 24, 2014), in which a Los  
21 Angeles-based team of Sullivan & Cromwell lawyers represented Frank McCourt  
22 in 2012-2014 in an action to set aside a marital property settlement agreement on  
23 the basis of alleged fraud concerning the sale of the Los Angeles Dodgers.

24 51. Attached to this Declaration as Exhibit D is a copy of the  
25 Court's decision in *In re Ascent Resources Marcellus Holdings, LLC.*, Case No.  
26 18-10265 (LSS) (Bankr. D. Del. May 8, 2018), and an excerpt of the  
27 accompanying *Summary of First and Final Fee Application of Sullivan &*  
28 *Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession.* The Court

1 approved hourly rates for Sullivan & Cromwell partners between \$1,150-\$1,435,  
2 special counsel between \$1,100-\$1,225, and associates between \$700-\$990.

3 52. Attached to this Declaration as Exhibit E is a copy of the  
4 Court's decision in *In re Energy Future Holdings Corp.*, No. 14-10979 (CSS)  
5 (Bankr. D. Del. Nov. 6, 2018), and an excerpt of the accompanying *Summary of*  
6 *Final Fee Application of Sullivan & Cromwell LLP as Counsel to the EFH*  
7 *Committee*. The Court approved hourly rates for Sullivan & Cromwell partners  
8 between \$1,140-\$1,295, associates between \$460-\$865, special counsel between  
9 \$865-\$1,140, and legal assistants between \$225-\$355.

10 53. Attached to this Declaration as Exhibit F is a copy of the  
11 Court's decision in *In re McCourt v. McCourt*, No. BD514309, slip op. at 28, 33  
12 (Cal. Super. June 24, 2014). There, the Los Angeles Superior Court upheld hourly  
13 rates of S&C partners between \$850-\$1,390, and associates between \$430-\$875.

14 54. Attached to this Declaration as Exhibit G is a copy of the  
15 Court's decision in *In re Eastman Kodak Co.*, No. 12-10202 (ALG)(Bankr.  
16 S.D.N.Y. Dec. 3, 2013), and accompanying excerpts of the *Summary of Fourth*  
17 *Interim Fee Application* and the *Final and Fifth Interim Fee Applications of*  
18 *Sullivan & Cromwell LLP*. The Court upheld associate rates between \$290-\$875  
19 and special counsel rates between \$990-\$1,050. The Court also upheld partner  
20 rates between \$990-\$1,150 and legal assistant rates between \$140-\$290.

21 55. Set out below is a chart showing the rates requested for the  
22 S&C personnel in this Action alongside comparable rates approved for S&C  
23 personnel in the cases described in paragraphs 50-54, above, which we respectfully  
24 submit supports the reasonableness of the rates requested in the Motion.

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Attorney	Year J.D. awarded	Admitted to the bar	Hourly Rate Sought in the Motion	Comparable <sup>3</sup> Ascent Resources Hourly Rate (2018)	Comparable Energy Future Hourly Rate (2018)	Comparable McCourt Hourly Rate (2014)	Comparable Kodak Hourly Rate (2013)
Theodore Edelman	1983	1984	\$700	\$1,435 [Partner, admitted 1985 (J.D., 1984)]	\$1,140 [Partner, admitted 1983 (J.D., 1982)]	\$1,330-\$1,390 [Partner, admitted 1983 (J.D., 1982)]	\$1,150 [Partner, admitted in 1983 (J.D., 1982)]
Jessica Klein	2003	2004	\$550	\$1,100 [Special Counsel, admitted 2003 (J.D., 2002)]	\$865 [Special Counsel, admitted 2003 (J.D., 2002)]		\$990-\$995 [Special Counsel, admitted 1998]
Alexa Lawson-Remer	2009	2010	\$480	\$1,100 [Special Counsel, admitted 2009 (J.D., 2008)]	\$865-995 [Special Counsel, admitted 2009 (J.D., 2008)]	\$850-\$875 [Associate, admitted 2006 (J.D., 2006)]	\$850-\$995 [Special Counsel, admitted 2003]
Lauren Goldsmith	2013	2013	\$430	\$970 [Associate, admitted 2014 (J.D., 2013)]	\$725 [Associate, admitted 2013 (J.D., 2012)]		\$825 [Associate, admitted 2007]
Rebekah Raybuck	2017	2017	\$200	\$700 [Associate, admitted 2017 (J.D., 2016)]	\$605 [Associate, admitted 2016 (J.D., 2015)]	\$430-\$445 [Associate, admitted 2012 (J.D., 2012)]	\$550 [Associate, admitted 2012]
Alicia Roll	2017	2018	\$200	\$700 [Associate, admitted 2017 (J.D., 2016)]	\$605 [Associate, admitted 2016 (J.D., 2015)]	\$430-\$445 [Associate, admitted 2012 (J.D., 2012)]	\$550 [Associate, admitted 2012]

56. Attached to this Declaration as Exhibit H is a copy of the New York Supreme Court’s decision in *The Stop & Shop Supermarket Co. v. Vornado Realty Trust, Special Referee Decision and Judgment*, No. 105819/2003, 2012 WL

<sup>3</sup> The “comparable” attorneys listed for the fees decisions in 2018 are those who graduated from law school the same year as, or within one year of, the attorney to whom they are being compared for purposes of the Motion. For decisions from 2013 and 2014, “comparable” associates and counsel listed are those whose number of years since graduation from law school as of the date of those rulings is within one year of the number of years out of law school as of 2018 of the attorneys working on the Action with whom they are being compared. For example, the rate in the *Kodak* action (2013) for a class of 2007 lawyer are being compared to those sought in the Motion for Ms. Goldsmith, who received her J.D. in 2013.

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17 **UNITED STATES DISTRICT COURT**  
18 **CENTRAL DISTRICT OF CALIFORNIA**  
19 **WESTERN DIVISION (LOS ANGELES)**  
20

21 ANDREW MASON DVASH-  
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22 Plaintiffs,

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24 THE UNITED STATES  
25 DEPARTMENT OF STATE, and  
26 THE HONORABLE MICHAEL  
R. POMPEO, Secretary of State,

27 Defendants.  
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Case No. 2:18-cv-00523-JFW-(JCx)

**DECLARATION OF THEODORE  
EDELMAN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR FEES  
AND COSTS - PART THREE**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Hearing Time: 1:30 p.m.  
Courtroom: 7A

1 5877645 (N.Y. Sup. Nov. 9, 2012). There, the Special Referee held that the  
2 Sullivan & Cromwell standard unreduced “plan rate” hourly fees that were charged  
3 to S&C client Vornado (including the fees for Ms. Klein’s time, who was a  
4 member of the trial team) were “competitive with similar and comparable large  
5 law firms and, therefore, reasonable and customary,” and that the client was  
6 accordingly entitled to recover those fees and related expenses. *Id.* at \*25. The  
7 Special Referee noted that Sullivan & Cromwell’s hourly rates for lawyers “are  
8 competitive and generally charged in the community in which Sullivan &  
9 Cromwell practices” and stated further that: “It goes without saying, Sullivan &  
10 Cromwell is one of the nation’s most reputable law firms and one of a small few  
11 that can command high hourly rates.” *Id.* at \*23.

12           57. Attached hereto as Exhibit I is a true and correct copy of an  
13 excerpt from the application of Kirkland & Ellis LLP for retention as debtors’  
14 counsel in *In re Sbarro LLC*, No. 14-10557 (MB) (Bankr. S.D.N.Y.), showing  
15 2014 hourly rates ranging from \$450 to \$835 for associates and \$665 to \$1225 for  
16 partners.

17           58. Attached hereto as Exhibit J is a true and correct copy of an  
18 excerpt from the application of Latham & Watkins LLP for retention as debtors’  
19 counsel in *In re Tuscan International Holdings (U.S.A.) Ltd.*, No. 14-10193 (KB)  
20 (Bankr. D. Del.), showing 2014 hourly rates ranging from \$395 to \$855 for  
21 associates and \$875 to \$1275 for partners.

22           59. Attached hereto as Exhibit K is a true and correct copy of an  
23 excerpt from the First Interim Fee Application of Skadden, Arps, Slate, Meagher &  
24 Flom LLP, counsel for debtors in *In re Excel Maritime Carriers Ltd.*, No. 13-23060  
25 (RDD) (Bankr. S.D.N.Y.), showing 2013 hourly rates ranging from \$425 (law  
26 school class of 2013) to \$755 for associates and from \$795 to \$1,910 for partners.

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1           60. Even though courts have approved and found reasonable S&C's  
2 commercial rates in other cases, as detailed above, the Motion seeks substantially  
3 lower rates than those approved in the fee decisions discussed in this Declaration.

4           61. Hourly rates for attorneys seeking fees under the EAJA are  
5 capped at \$125 per hour, unless the court elects to provide "a cost of living  
6 adjustment." *See* 28 U.S.C. § 2412(d)(2)(A); *Sorenson v. Mink*, 239 F.3d 1140,  
7 1148 (9th Cir. 2001). The Ninth Circuit publishes a yearly rate adjusting the EAJA  
8 cap for the cost of living. For work performed in 2018, the adjusted statutory cap  
9 is \$201.60.<sup>4</sup> The Motion seeks fees at the hourly rate of \$200 for Mr. Raybuck and  
10 Ms. Roll, each of whom began working on the Action in 2018. In addition, a court  
11 may award enhanced fees if it determines that "a special factor . . . justifies a  
12 higher fee." 28 U.S.C. § 2412(d)(2)(A). The Motion seeks rates for four attorneys  
13 (Ms. Klein, Ms. Lawson-Remer, Ms. Goldsmith, and me) in excess of the adjusted  
14 cap, because we submit that each attorney contributed distinctive knowledge and  
15 skill necessary for the Action (as described above in paragraphs 18-23 and 26-28),  
16 which required a team with knowledge of complex litigation, immigration law,  
17 family law, and constitutional law. The enhanced rates sought in the Motion (\$430  
18 for Ms. Goldsmith; \$480 for Ms. Lawson-Remer; \$550 for Ms. Klein, and \$700 for  
19 me) are within the scope of rates deemed reasonable by courts in the Ninth Circuit  
20 awarding attorneys' fees under the EAJA. For example, in *Flores v. Sessions*,  
21 2017 WL 8943169, at \*4-6 (C.D. Cal. Nov. 14, 2017), the court awarded \$725,  
22 \$800, and \$875 as hourly rates for three of the plaintiffs' legal team members who  
23 had knowledge of the settlement agreement whose breach was the subject of the  
24 lawsuit and, in the case of one of the team members, knowledge about licensing  
25 standards for children in community care facilities, which were at issue in the case.

26  
27 \_\_\_\_\_  
28 <sup>4</sup>*See* Statutory Rates Under the Equal Access to Justice Act,  
[https://www.ca9.uscourts.gov/content/view.php?pk\\_id=0000000039](https://www.ca9.uscourts.gov/content/view.php?pk_id=0000000039) (last visited  
Mar. 18, 2019) (noting 2018 adjusted rate of \$201.60).

1 In *Pollinator Stewardship Council v. U.S. Environmental Protection Agency*, 2017  
2 WL 3096105, at \*3-4, 6-7 (9th Cir. June 27, 2017), the court awarded enhanced  
3 hourly rates of \$550 and \$700 to attorneys (admitted to the bar in 2001 and 1986,  
4 respectively) who each had substantial experience in aspects of environmental law  
5 relevant to the case. More than seven years ago, in *Center for Food Safety v.*  
6 *Vilsack*, 2011 WL 6259891, at \*12-15 (N.D. Cal. Oct. 13, 2011), *report and*  
7 *recommendation adopted*, 2011 WL 6259683 (N.D. Cal. Dec. 15, 2011), the court  
8 awarded enhanced rates ranging from \$385 to \$650 for nine attorneys with  
9 experience in aspects of environmental law relevant to the case. Lead counsel  
10 (who was awarded \$650) graduated from law school in 1983; a second attorney  
11 who was awarded \$650 had more than twenty years of experience; and the  
12 remaining attorneys graduated from law school between 1996 and 2006. *See also,*  
13 *e.g., Int'l Refugee Assistance Project v. Kelly*, 2017 WL 3263870, at \*9 (C.D. Cal.  
14 July 27, 2017) (awarding hourly rate of \$585 under EAJA to attorney who had  
15 experience in the law governing detention at ports of entry, which was relevant to  
16 the case); *San Francisco Baykeeper v. W. Bay Sanitary Dist.*, 2011 WL 6012936,  
17 at \*7-9 (N.D. Cal. Dec. 1, 2011) (awarding enhanced rates ranging from \$300 to  
18 \$585 for attorneys with between two and twenty-five years of experience).  
19 Plaintiffs submit that the enhanced rates sought in this Action are within the range  
20 of rates awarded in these cases (some of which are more than seven years old).  
21 Indeed, the highest fee sought in the Motion (\$700) is significantly lower than the  
22 \$875 rate awarded in *Flores*.

23 **V. DEFENDANTS' LITIGATION CONDUCT SIGNIFICANTLY**  
24 **INCREASED SULLIVAN & CROMWELL'S HOURS**

25 62. Defendants' litigation conduct significantly increased the  
26 amount of time and effort that Sullivan & Cromwell LLP had to devote to the  
27 Action.  
28

1           63. Defendants made contentious and inefficient essentially every  
2 aspect of the Action, even the scheduling of attorney conferences and depositions.

3           64. From the very outset, Defendants delayed the litigation, which  
4 increased the time that Plaintiffs had to expend in connection with the Action.  
5 Specifically, Defendants made repeated statements after the initial Complaint was  
6 filed that they were interested in “amicably resolving th[e] lawsuit in the absence  
7 of litigation” and were “engaged in internal discussions regarding approaches  
8 which could resolve the issues in this dispute.” (ECF Nos. 39, 43). On the basis of  
9 those statements, Plaintiffs agreed three times to extend the deadline for  
10 Defendants’ response to the Complaint. The Court twice approved the parties’  
11 extension applications; but, on July 30, 2018, after the Court denied the latest  
12 request for an extension of the deadline for Defendants’ response, Defendants  
13 abruptly informed Plaintiffs that Defendants had changed their minds and intended  
14 to proceed with full-blown litigation. (ECF No. 50, at 16.)

15           65. Defendants also resisted from the beginning of the Action any  
16 form of discovery. In their portion of the Joint Rule 26(f) Report filed on  
17 August 20, 2018, Defendants took the position that “[d]iscovery [was] not  
18 appropriate or necessary in this case.” (ECF No. 50 at 9.) The Court then entered  
19 a *Scheduling and Case Management Order* (ECF No. 52) that implicitly rejected  
20 Defendants’ requests to prohibit discovery. Despite Plaintiffs’ continuous efforts  
21 to secure appropriate discovery, Defendants delayed, deferred, demurred, and  
22 diverted. This resulted in (among other things) extensive correspondence between  
23 the parties’ counsel and multiple meet-and-confer sessions. After all other avenues  
24 had been exhausted without success, Plaintiffs filed an omnibus motion to compel  
25 discovery from Defendants (ECF No. 54), the body of which was a more-than-200-  
26 page Joint Stipulation Regarding Dispute Over Production of Documents,  
27 Interrogatory Responses, and Depositions (“Joint Stipulation”). During a full-day  
28



1 court conference on December 11, 2018, Magistrate Judge Chooljian granted  
2 almost all of the relief requested in Plaintiffs' motion to compel. (ECF No. 65.)

3           66. Throughout the process, Defendants were dilatory and evasive.  
4 For example, Plaintiffs served their document requests on Defendants on  
5 August 14, 2018. Yet, only after multiple letters and emails from Plaintiffs and  
6 two meet-and-confer sessions did Defendants make their first production on  
7 October 26, 2018, consisting of seven pages. Concerned that Defendants would  
8 run out the discovery clock (and having received almost none of the documents to  
9 which they were entitled), Plaintiffs presented Defendants with their portion of the  
10 Joint Stipulation on November 9, sparking another meet-and-confer session on  
11 November 20. During this session, Defendants agreed to produce more documents  
12 in advance of the court conference on the motion to compel, but would not commit  
13 to substantially complete their production before January 2, 2019 (the Court's  
14 cutoff date for all discovery, which was subsequent to the deadline in place for  
15 filing motions for summary judgment). Following the motion to compel  
16 conference on December 11, the Court granted relief to Plaintiffs (with some  
17 limited narrowing) on essentially all of the document requests on which they had  
18 moved, ordered Defendants to produce all documents by December 17, and further  
19 ordered Defendants to produce "non-attorney-client privileged/work product  
20 documents . . . called for by the Court's orders" (*i.e.*, materials that Defendants  
21 previously had redacted or withheld purportedly based on deliberative process and  
22 other privileges). (ECF No. 65.) It took a second order from Magistrate Judge  
23 Chooljian on December 19 (after a telephonic status conference with the Court)  
24 before Defendants produced unredacted versions of documents they previously had  
25 produced with redactions on grounds other than attorney-client privilege/work  
26 product. (ECF No. 72.)

27           67. Defendants similarly made it difficult to schedule depositions.  
28 Although Defendants initially suggested they would be cooperative in scheduling

1 individual depositions, Defendants had yet to confirm a single deposition date by  
2 the filing of the Joint Stipulation (and more than a month after Plaintiffs had  
3 specifically identified for Defendants the individuals Plaintiffs wanted to depose),  
4 despite repeated follow-up communications in which Plaintiffs' counsel explained  
5 the need to finalize the dates of depositions well in advance. (Plaintiffs raised the  
6 issue of scheduling at least six separate times in advance of the filing of the Joint  
7 Stipulation). In addition, Defendants refused to make several witnesses available  
8 for deposition.

9           68. Defendants had also requested to depose Elad Dvash-Banks in  
10 Los Angeles on Tuesday, December 11, 2018. On the evening of Thursday,  
11 December 6—after the preparation for that deposition had begun—Defendants'  
12 counsel informed Ms. Klein that Defendants might not seek to depose Elad, a  
13 position they confirmed on the following day. Preparation time by the S&C team  
14 for the deposition would have been avoided if Defendants had provided Plaintiffs'  
15 counsel with sufficient notice of their intention not to proceed with that deposition.

16           69. In addition, throughout the Action, Plaintiffs have had to follow  
17 up with Defendants repeatedly to schedule various conferences required by the  
18 Court's orders or the Local Rules. Recently, for example, Plaintiffs had to follow  
19 up on four separate days with Defendants' counsel to confirm a time and place for  
20 the in-person Local Rule 16-2 pre-trial meet-and-confer session. Even after  
21 Ms. Klein explained to Defendants' counsel the need for S&C lawyers to commit  
22 to travel arrangements for the meet-and-confer session, Defendants' counsel  
23 referred to attending the in-person conference as "Plan C," indicating that they  
24 were considering asking the Court to move the conference date ("Plan A") or  
25 asking the Court for permission to conduct the meeting via video-conference  
26 ("Plan B"). Defendants eventually opted for their so-called Plan C, but on the day  
27 before the agreed-upon date for the conference, Defendants asked to reschedule it  
28 to a later date that week (Plaintiffs accommodated the request). These difficulties

1 in scheduling have limited Sullivan & Cromwell's ability to be efficient in this  
2 matter (*e.g.*, Sullivan & Cromwell attorneys have spent hours sending follow-up  
3 messages that could have been avoided).

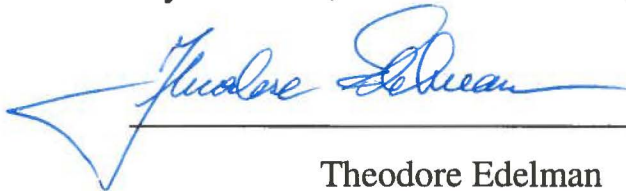
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1 **VI. CONCLUSION**

2 70. Over the course of the last eighteen months, my colleagues and  
3 I actively litigated this contentious matter and ultimately prevailed after cross-  
4 motions for partial summary judgment were fully briefed and after trial preparation  
5 had begun (consistent with the timeline set out by Local Rule 16-2). As a result of  
6 the Court's ruling in the Action, E.J. is now recognized as a U.S. citizen, and  
7 hopefully he and his family no longer have to live under the threat that they will be  
8 separated across countries. We respectfully submit that the fees and costs sought  
9 in this Motion are reasonable under the circumstances given the significant work  
10 required to litigate this Action. The rates sought are substantially less than the  
11 commercial rates S&C's clients pay for our Firm's services, and we have  
12 endeavored to be judicious in the number of timekeepers (lawyers and staff),  
13 number of hours, and out-of-pocket expenses, included in the Motion.

14 I declare under penalty of perjury that the foregoing is true and correct  
15 to the best of my knowledge.

16 Executed this 20th day of March, 2019 in New York, New York.

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18 \_\_\_\_\_  
19 Theodore Edelman

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# **EXHIBIT A**

<b>Dvash-Banks Summary of S&amp;C Fees Sought In Motion</b>			
Timekeeper	Total Hours	Rates (\$)	Amount (\$)
Theodore Edelman	371.8	700	260,225
Jessica Klein	705.0	550	387,750
Alexa M. Lawson-Remer	257.0	480	123,360
Lauren M. Goldsmith	407.4	430	175,171
Alicia M. Roll	633.3	200	126,650
Rebekah T. Raybuck	552.5	200	110,500
Hayden M. Irwin	56.3	100	5,625
Marybeth C. Nametz	178.6	100	17,863
<b>Grand Total</b>	<b>3,161.8</b>		<b>1,207,144</b>

# **EXHIBIT B**

<u>Entry</u>	<u>Date</u>	<u>Timekeeper Name</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Notes</u>
1	9/28/17	Jessica Klein	Call with Aaron Morris, joined in person by Scott Blair and Alex Moss re: research for the complaint; Conducted research re: same in preparation for initiating an action for the Dvash-Banks.	0.50	550	275.00	Halved Hrs.
2	10/3/17	Jessica Klein	Videoconference with Dvash-Banks re: obtaining background facts and discussing possible strategy.	0.75	550	412.50	Halved Hrs.
3	10/12/17	Jessica Klein	Attn to responding to email from Elad.	0.13	550	68.75	Halved Hrs.
4	10/20/17	Theodore Edelman	E-mails with Alexandra Moss re draft engagement letter for Dvash-Banks; review and consideration of draft engagement letter for Dvash-Banks.	0.13	700	87.50	Halved Hrs.
5	10/24/17	Theodore Edelman	E-mails with Alexandra Moss re revised draft of engagement letter for Dvash-Banks; review and consideration of revised draft of engagement letter for Dvash-Banks.	0.13	700	87.50	Halved Hrs.
6	10/26/17	Jessica Klein	Worked on Dvash-Banks Engagement Letter.	0.25	550	137.50	Halved Hrs.
7	10/29/17	Theodore Edelman	E-mails with Alexandra Moss re revised draft of engagement letter for representation of Dvash-Banks; review and revision of revised draft of engagement letter for representation of Dvash-Banks.	0.13	700	87.50	Halved Hrs.
8	10/30/17	Theodore Edelman	Finalization and execution of engagement letter for Dvash-Banks; e-mail from Jessica Klein re e-mails with Elad Dvash-Banks re same.	0.13	700	87.50	Halved Hrs.
9	10/30/17	Jessica Klein	Attn to Dvash-Banks Engagement Letter and Dvash-Banks facts.	0.50	550	275.00	Halved Hrs.
10	11/2/17	Jessica Klein	Reviewed current draft of complaint.	0.75	550	412.50	
11	11/3/17	Jessica Klein	Meeting with Aaron Morris of IE and Alex Moss and Scott Blair re: strategy for case and Aaron's comments and feedback on causes of action and draft complaint.	1.50	550	825.00	
12	11/3/17	Marybeth C. Nametz	Prepared and circulated complaint file.	0.50	100	50.00	
13	11/4/17	Theodore Edelman	E-mails with Scott Blair re update and next steps re complaint; e-mails with Alexandra Moss re same.	0.25	700	175.00	
14	11/6/17	Jessica Klein	Reviewed current draft of complaint.	1.00	550	550.00	
15	11/9/17	Theodore Edelman	E-mails with Scott Blair re revised draft of complaint; initial review of, and comment on, revised draft of complaint; e-mails with Scott Blair re November 10, 2017 conference re same.	1.00	700	700.00	
16	11/10/17	Theodore Edelman	E-mails with Alexandra Moss re issues for draft complaint; e-mails with Scott Blair re same; conference re same with Jessica Klein, Alexandra Moss and Scott Blair (1.0); e-mails with Jessica Klein re counter-signed engagement letter for Dvash-Banks.	1.75	700	1,225.00	
17	11/10/17	Jessica Klein	Read and reviewed current draft of complaint and meeting with Ted Edelman and S&C team re: Ted's high level comments on same.	2.50	550	1,375.00	



Entry	Date	Timekeeper Name	Narrative # 4446	Hours	Rate	Amount	Notes
18	11/13/17	Theodore Edelman	E-mail from Jessica Klein re update re Jaen briefing to Second Circuit.	0.13	700	87.50	Halved Hrs.
19	11/13/17	Jessica Klein	Participated in portion of call with aaron morris of IE and Scott Blair re: [litigation strategy].	0.25	550	137.50	
20	11/16/17	Jessica Klein	Commented on draft complaint; Email exchanges and call with Alex Moss re: same.	1.50	550	825.00	
21	11/22/17	Theodore Edelman	Revising draft complaint; e-mails with Scott Blair re analysis re: [legal research issues for complaint]; e-mails with Alexandra Moss re same;	2.75	700	1,925.00	
22	11/22/17	Jessica Klein	Call with Aaron Morris, Scott Blair and Alex Moss re: timing of filing complaint and strategy for same.	0.25	550	137.50	
23	11/23/17	Theodore Edelman	E-mails with Jessica Klein re draft complaint; continuing review of, and comment on, draft complaint; e-mail to S&C team re same; e-mails with Scott Blair re November 24, 2017 conference call re same.	2.25	700	1,575.00	
24	11/24/17	Theodore Edelman	E-mails and telcon with S&C team re revisions to draft complaint; research re same.	2.25	700	1,575.00	
25	11/26/17	Jessica Klein	Reviewed Alex Moss' new draft of complaint and provided comments on same.	2.00	550	1,100.00	
26	11/27/17	Theodore Edelman	E-mails from Scott Blair re revised draft of complaint; revising draft complaint.	1.50	700	1,050.00	
27	11/27/17	Jessica Klein	Reviewed draft complaint and Ted Edelman's edits to same; Attn to open questions raised and proofread revisions.	1.75	550	962.50	
28	11/28/17	Theodore Edelman	E-mails with Scott Blair re revised drafts of complaint; review and revision of drafts of complaint; e-mails with S&C team re same.	2.00	700	1,400.00	
29	11/28/17	Jessica Klein	Reviewed Scott's proposed new version of draft complaint reflecting edits and questions from Ted and emailed Scott my comments on same; Worked on changes and questions on draft complaint; Call with Aaron Morris re: same.	2.50	550	1,375.00	
30	11/30/17	Jessica Klein	drafted agenda for open items; Followed up with clients and Aaron Morris for comment.	0.25	550	137.50	
31	12/1/17	Jessica Klein	Reviewed draft Dvash complaint (1.25); Read Scott's comments in response to my open questions on same (0.25); Email exchange with Aaron Morris re: timing of filing and call with Scott Blair re: next steps for finalizing complaint.	1.00	550	550.00	Halved Hrs.
32	12/7/17	Theodore Edelman	E-mails with Alexandra Moss re revised draft of complaint; e-mails with Jessica Klein re same.	0.25	700	175.00	
33	12/8/17	Theodore Edelman	Review and consideration of comments from Immigration Equality on draft complaint.	0.50	700	350.00	
34	12/15/17	Jessica Klein	Call with Alex Moss and Scott Blair re: status of complaint.	0.25	550	137.50	
35	12/18/17	Theodore Edelman	E-mails with Scott Blair re revised drafts of complaint; review and revision of drafts of complaint.	1.25	700	875.00	
36	12/19/17	Theodore Edelman	E-mails with Scott Blair re revised draft of complaint; review of, and comment on, revised draft of complaint; e-mails re same with Jessica Klein.	0.50	700	350.00	
37	12/22/17	Theodore Edelman	Research for complaint; e-mail to Scott Blair, Alexandra Moss and Jessica Klein re update re status of complaint; e-mails with Scott Blair re same	5.00	700	3,500.00	
38	12/28/17	Jessica Klein	Reviewed emails and edits circulated over holiday weekend; attn to email from co-counsel Aaron Morris asking about timing; Email exchange and call with Scott Blair re: case status.	1.00	550	550.00	
39	12/29/17	Jessica Klein	Email exchanges with Scott Blair and Elad Dvash-Banks re: scheduling call for Monday.	0.13	550	68.75	Halved Hrs.
40	1/1/18	Jessica Klein	Dvash-Banks client call to discuss draft complaint with Moss, Blair, Aaron Morris and Elad and Andrew Dvash-Banks; Reviewed [client] comments on draft complaint in advance of call.	1.00	550	550.00	

Entry	Date	Timekeeper Name	Narrative # 4447	Hours	Rate	Amount	Notes
41	1/2/18	Jessica Klein	Call with Moss and Blair re: Dvash-Banks complaint and client comments on same; Reviewed clean copy of revised Dvash-Banks complaint and call with Alex Moss re: my comments on same.	2.00	550	1,100.00	
42	1/5/18	Theodore Edelman	E-mails with Alexandra Moss re revised draft of complaint in Dvash-Banks action; review of, and comment on, revised draft complaint in the Dvash-Banks action;	1.75	700	1,225.00	
43	1/5/18	Theodore Edelman	E-mails and telcon with Jessca Klein re update, open issues and next steps.	0.13	700	87.50	Halved Hrs.
44	1/8/18	Jessica Klein	Worked on edits to Dvash-Banks complaint; Call with aaron Morris, Scott Blair and Alex Moss re: same.	2.00	550	1,100.00	
45	1/9/18	Theodore Edelman	E-mail from Scott Blair re revised draft of complaint in Dvash-Banks action; review of, and comment on, revised draft of complaint in Dvash-Banks action;	0.25	700	175.00	
46	1/9/18	Jessica Klein	Reviewed proposed edits to Dvash-Banks complaint and emailed Alex Moss and Scott Blair re: same;	0.50	550	275.00	
47	1/9/18	Alexa M. Lawson-Remer	Review draft complaint	0.50	480	240.00	
48	1/10/18	Theodore Edelman	E-mails with Scott Blair re issues for complaint;	0.13	700	87.50	Halved Hrs.
49	1/12/18	Alexa M. Lawson-Remer	Review draft complaint	0.75	480	360.00	
50	1/16/18	Marybeth C. Nametz	Reviewed client documents and archived files for records.	0.25	100	25.00	
51	1/17/18	Jessica Klein	Finalizing filings and attn to all open questions for same; Call with Scott Blair and Andrew Jennings re: same; Call with Aaron Morris re; status and strategy.	1.00	550	550.00	Halved Hrs.
52	1/17/18	Alexa M. Lawson-Remer	Review draft complaint	0.50	480	240.00	
53	1/17/18	Marybeth C. Nametz	Prepared and assembled Dvash complaint and exhibit documents in advance of filing.	0.75	100	75.00	Halved Hrs.
54	1/18/18	Marybeth C. Nametz	Prepared hard copies of Dvash documents in advance of filing.	0.25	100	25.00	Halved Hrs.
55	1/19/18	Jessica Klein	Reviewed ancillary documents for filing; Attn to sensitive information not being included in exhibits; Attn to email exchange with Jennings and Blair re: rules on using a minor's name in Ninth Circuit pleadings.	1.00	550	550.00	
56	1/19/18	Marybeth C. Nametz	Revised exhibit documents in advance of filing.	0.25	100	25.00	
57	1/22/18	Alexa M. Lawson-Remer	Finalize filing; review certificate of interested parties and file same; conferences re: notices of appearance; conference with Immigration Equality re: status of case	1.75	480	840.00	
58	1/22/18	Marybeth C. Nametz	Archived filed Dvash-Bank complaints for records (0.25). Prepared a copy of Dvash-Banks Complaint for associate review in DC (0.75).	0.50	100	50.00	Halved Hrs.
59	1/23/18	Jessica Klein	Attn to legal questions posed to Aaron Morris and research re: same; Attn to status of filings and scheduling of team meeting; Drafted and revised timeline of anticipated next steps in civil litigation for clients.	0.75	550	412.50	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4448	Hours	Rate	Amount	Notes
60	1/24/18	Theodore Edelman	review and consideration of ADR notice; e-mails with S&C team re same and Rule 26(f) report; attention to court notices re summons; e-mails with Jessica Klein re drafts of e-mail to clients re time lines and document retention; review of, and comment on, drafts of e-mail to clients re time lines and document retention; e-mails with Alexa Lawson-Remer re Rule 26(f) report; e-mails with Alexandra Moss re judge's rules and local rules; e-mails re same with Alexa Lawson-Remer;	0.50	700	350.00	
61	1/24/18	Theodore Edelman	Review and consideration of local rules and judge's individual rules; e-mails with S&C team re same;	0.25	700	175.00	Halved Hrs.
62	1/24/18	Jessica Klein	Attn to legal questions posed to Dvash-Banks; Read and responded to email from Elad Dvash-Banks re: same.	0.50	550	275.00	
63	1/24/18	Jessica Klein	Attn to drafting litigation time line summary and document retention reminder for clients; Attn to case status.	0.75	550	412.50	Halved Hrs.
64	1/24/18	Alexa M. Lawson-Remer	Conferences and emails re: judge's procedures; research local rules for deadlines; revise email to clients re: same;	1.50	480	720.00	
65	1/25/18	Jessica Klein	Drafted agenda for internal team meeting; Email Aaron Morris re: status updates on service of complaint and status of other filings; reviewed new Third Department decision on the presumption of parentage.	0.75	550	412.50	Halved Hrs.
66	1/25/18	Marybeth C. Nametz	Compiled documents related to CDCA local rules.	0.13	100	12.50	Halved Hrs.
67	1/26/18	Theodore Edelman	Participation in coordination, update and strategy call with S&C team (1 hour 4 minutes); e-mail from Alexandra Moss re Third Department decision on presumption of parentage; e-mails with Jessica Klein re same; review and consideration of Third Department decision; e-mails with Alexandra Moss re weekly team calls and proposed update calls with clients;	0.75	700	525.00	Halved Hrs.
68	1/26/18	Jessica Klein	Participated in team meeting; Attn to statutory analysis of Section 409 in response to questions received by Aaron Morris; Discussed same with Alex Moss.	0.75	550	412.50	Halved Hrs.
69	1/26/18	Alexa M. Lawson-Remer	review packet for service of process; team conference re: case status;	0.50	480	240.00	Halved Hrs.
70	1/27/18	Theodore Edelman	E-mail from Jessica Klein re update and e-mail from Elad Dvash-Banks re questions re litigation;	0.25	700	175.00	
71	1/29/18	Jessica Klein	Initial research into various legal questions posed to Aaron Morris; INA statutory scheme; gender differences in statutory scheme and embassy process for others; Attn to service; Attn to research agenda questions for team.	2.13	550	1,168.75	Halved Hrs.
72	1/29/18	Alexa M. Lawson-Remer	Follow up on service of complaints;	0.25	480	120.00	
73	1/29/18	Marybeth C. Nametz	Applied redactions to client documents.	0.25	100	25.00	
74	1/30/18	Theodore Edelman	E-mails with Scott Blair re update calls with clients; e-mails with Jessica Klein re same; participation in team meeting re update, issues and arguments and strategy (0.75);	0.38	700	262.50	Halved Hrs.
75	1/30/18	Jessica Klein	Prepared for and participated in call with Andrew and Elad and S&C team and Aaron Morris re: status of litigation and next steps for civil discovery and motions to dismiss; answered any questions they had.	0.75	550	412.50	

Entry	Date	Timekeeper Name	Narrative # 4449	Hours	Rate	Amount	Notes
76	1/30/18	Jessica Klein	Team meeting with associates re: identifying research questions and suggestions for pursuing or continuing same; Call with Alex Moss re: legal research; Researched statutory scheme for insights re: same.	1.00	550	550.00	Halved Hrs.
77	1/31/18	Alexa M. Lawson-Remer	emails re: judges, service, case status	0.25	480	120.00	
78	2/1/18	Alexa M. Lawson-Remer	Review proof of service; edits to agenda for status call; conferences with team re: case status	1.50	480	720.00	
79	2/2/18	Theodore Edelman	E-mails with Alexa Lawson-Remer re Judge Walter's standing order; review and consideration of Judge Walter's standing order; attention to filing of certificate of service of complaint; e-mails with Alexa Lawson-Remer re certficate of lead trial counsel; e-mails with Jessica Klein re same;	0.50	700	350.00	
80	2/2/18	Theodore Edelman	E-mails with Alexandra Moss re agenda for weekly team conference call; participation in weekly team meeting; e-mails with Alexandra Moss re [potential legal theory] and contact information for [potential amicus]; e-mail to [potential amicus]; telephone message for [potential amicus]; e-mails with Jessica Klein re her e-mails with Aaron Morris re same; review and consideration of [materials re: potential legal theory];	1.13	700	787.50	Halved Hrs.
81	2/2/18	Jessica Klein	Attn to Judge Walter's docket entries and requirement of lead counsel filing; call and email exchange with Alex Moss re: same; Email exchange with Aaron Morris re: same.	0.50	550	275.00	
82	2/2/18	Jessica Klein	Participated in weekly team meeting; Attn to status and strategy for various research questions; Email exchange with Aaron Morris and Email exchange with team re: ABA family Section Report and possible amicus or evidentiary support; Reviewed same report.	0.75	550	412.50	Halved Hrs.
83	2/2/18	Alexa M. Lawson-Remer	conference with team re: case status; emails and conferences re: lead counsel; service of judicial order	1.75	480	840.00	
84	2/5/18	Alexa M. Lawson-Remer	conference with team re: case status; revise and revise declaration for lead counsel; emails with Moss re: same	1.25	480	600.00	
85	2/6/18	Alexa M. Lawson-Remer	review proofs of service; emails re: same; emails re: declaration of lead counsel	1.00	480	480.00	
86	2/7/18	Alexa M. Lawson-Remer	emails re: privilege; review legal research	0.38	480	180.00	Halved Hrs.
87	2/8/18	Theodore Edelman	E-mails with Alexandra Moss re drafts of declaration of lead counsel; review and revision of drafts of declaration of lead counsel; e-mails with Scott Blair re same; e-mails with Alexa Lawson-Remer re same; e-mail from Alexandra Moss re filed version of declaration of lead counsel;	0.50	700	350.00	
88	2/8/18	Alexa M. Lawson-Remer	emails re: declaration for lead counsel; file and deliver courtesy copies of same	0.25	480	120.00	Halved Hrs.
89	2/9/18	Theodore Edelman	E-mails with Andrew Jennings re update and research re issues and arguments for anticipated motion to dismiss; e-mails with Scott Blair re same;	0.13	700	87.50	Halved Hrs.
90	2/9/18	Jessica Klein	Participated in portion of team call re: litigation status and research.	0.25	550	137.50	Halved Hrs.
91	2/9/18	Alexa M. Lawson-Remer	conference with team re: case status; emails and conferences re: lead counsel; service of judicial order and confirming service of complaint; follow up conferences re: legal research	1.00	480	480.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4450	Hours	Rate	Amount	Notes
92	2/12/18	Alexa M. Lawson-Remer	Review and revise memorandum on [re: a potential legal issue in litigation]; emails re: same	1.13	480	540.00	Halved Hrs.
93	2/14/18	Alexa M. Lawson-Remer	Review and revise memorandum on [re: a potential legal issue in litigation]	1.13	480	540.00	Halved Hrs.
94	2/15/18	Jessica Klein	Read and reviewed research memo on [re: a potential legal issue in litigation]; Call with Alexa Lawson-Remer re: same; Provided comments to Sabina Mariella re: same.	0.38	550	206.25	Halved Hrs.
95	2/15/18	Alexa M. Lawson-Remer	Review and revise memorandum on [re: a potential legal issue in litigation]; emails and conferences with Klein and Mariella	1.13	480	540.00	Halved Hrs.
96	2/16/18	Theodore Edelman	E-mails with Alexandra Moss re update;	0.13	700	87.50	Halved Hrs.
97	2/16/18	Alexa M. Lawson-Remer	Emails with case team re: case status; review and revise [re: a potential legal issue in litigation] memo	0.88	480	420.00	Halved Hrs.
98	2/20/18	Jessica Klein	Read and reviewed revised memorandum on [re: a potential legal issue in litigation]; Provided comments to Sabina Mariella on same.	0.50	550	275.00	Halved Hrs.
99	2/20/18	Alexa M. Lawson-Remer	Emails with case team re: case status; review and revise [re: a potential legal issue in litigation] memo	0.50	480	240.00	Halved Hrs.
100	2/21/18	Theodore Edelman	E-mail from Sabrina Mariella re memorandum re research re possible arguments on motion to dismiss complaint; review and consideration of memorandum re research re possible arguments on motion to dismiss complaint;	0.13	700	87.50	Halved Hrs.
101	2/21/18	Jessica Klein	Final review of [re: a potential legal issue in litigation] and call with Sabina Mariella re: same.	0.25	550	137.50	Halved Hrs.
102	2/21/18	Alexa M. Lawson-Remer	Emails with case team re: case status; review and revise memorandum [re: a potential legal issue in litigation]	1.00	480	480.00	Halved Hrs.
103	2/21/18	Marybeth C. Nametz	Coordinated with research department to obtain senate reports.	0.13	100	12.50	Halved Hrs.
104	2/22/18	Theodore Edelman	E-mails with Scott Blair re [potential precedents]	0.13	700	87.50	Halved Hrs.
105	2/22/18	Alexa M. Lawson-Remer	Emails re: additional decision; review same	0.38	480	180.00	Halved Hrs.
106	2/23/18	Theodore Edelman	E-mails and telcon with S&C team re update and next steps; e-mails with Andrew Jennings re proposed letter to defendants re case deadlines; e-mail from Alexa Lawson-Remer re same;	0.13	700	87.50	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
107	2/23/18	Jessica Klein	Revised Scott Blair's memo on [legal issue anticipated in litigation]; Attn to underlying case law re: same; Participated in team call re: status of legal research; Email exchange with team re: draft letter to trial counsel re: Rule 26 disclosures.	0.88	550	481.25	Halved Hrs.
108	2/23/18	Alexa M. Lawson-Remer	conference with team re: case status	0.25	480	120.00	Halved Hrs.
109	2/26/18	Theodore Edelman	E-mails with Alexandra Moss re drafts of letter to defendants requesting conference re case matters; review and revision of drafts of letter to defendants requesting conference re case matters	0.13	700	87.50	Halved Hrs.
110	2/27/18	Theodore Edelman	E-mails with Alexandra Moss re revised drafts of letter to defendants requesting conference re case issues; review and revision of drafts of letter to defendants requesting conference re case issues; e-mail from Andrew Jennings re same;	0.13	700	87.50	Halved Hrs.
111	2/27/18	Alexa M. Lawson-Remer	Review and revise letter to State Department; review and revise memo [concerning potential legal issue in litigation]; emails re: same	0.75	480	360.00	Halved Hrs.
112	2/28/18	Jessica Klein	Read and reviewed [anticipated legal issue in litigation]; Reviewed current version of memo on [same]; Call with Andrew Jennings re: same.	0.50	550	275.00	Halved Hrs.
113	2/28/18	Marybeth C. Nametz	Applied highlighting to precedent case.	0.25	100	25.00	Halved Hrs.
114	3/1/18	Alexa M. Lawson-Remer	Review persuasive authority from Arizona and emails re: same	0.38	480	180.00	Halved Hrs.
115	3/1/18	Marybeth C. Nametz	Reviewed case law research and archived files.	0.25	100	25.00	Halved Hrs.
116	3/2/18	Jessica Klein	Attn to status of various research in preparation for any future motion to dismiss briefing and reviewed agenda; Call with Alex Moss and call with Alexa Lawson-Remer re: drafting discovery requests.	0.25	550	137.50	Halved Hrs.
117	3/2/18	Alexa M. Lawson-Remer	Emails with case team re: status and discovery;	0.13	480	60.00	Halved Hrs.
118	3/8/18	Jessica Klein	Attn to status of research in preparation for MTDs.	0.13	550	68.75	Halved Hrs.
119	3/9/18	Theodore Edelman	E-mails with Alexandra Moss re update and agenda for weekly team call; participation in weekly team call;	0.25	700	175.00	Halved Hrs.
120	3/9/18	Jessica Klein	Participated in team call; Read govt's MTD brief in a case with some similar elements.	0.63	550	343.75	Halved Hrs.
121	3/13/18	Theodore Edelman	E-mails with S&C team re firing of Rex Tillerson; e-mails with Andrew Jennings re same and next steps; e-mail from Alexandra Moss re same;	0.13	700	87.50	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
122	3/14/18	Alexa M. Lawson-Remer	Emails with case team re: status and discovery;	0.13	480	60.00	Halved Hrs.
123	3/16/18	Theodore Edelman	E-mails with Alexandra Moss re update; e-mails from Vinita Andrapalliyal (DOJ) re request for discussion of cases; e-mails with S&C team re same; e-mails re same between Alexandra Moss and Vinita Andrapalliyal; e-mails with S&C team re same; e-mails with Sabina Mariella re memorandum re analysis of possible [legal argument by defendants]; review and consideration of memorandum from Sabina Mariella re analysis of possible defendant argument for blood relationship for citizenship determinations;	0.38	700	262.50	Halved Hrs.
124	3/16/18	Jessica Klein	Read and commented on Sabina Mariella's memo on statutory interpretation of 1401. Call with Sabina re: same; attn to case status and to getting discovery drafts underway; Emailed with Alexa Lawson-Remer re: same.	1.00	550	550.00	Halved Hrs.
125	3/16/18	Alexa M. Lawson-Remer	Emails with case team re: status and discovery; draft agenda for discovery call; emails re: conference with the government	0.63	480	300.00	Halved Hrs.
126	3/17/18	Alexa M. Lawson-Remer	Emails with case team re: status and discovery; draft agenda for conference with the government	0.50	480	240.00	Halved Hrs.
127	3/18/18	Theodore Edelman	E-mails with Andrew Jennings re talking points for March 19, 2018 telcon with DOJ re case management issues; review and consideration of talking points for March 19, 2018 telcon with DOJ re case management issues; e-mails with Alexandra Moss re same;	0.13	700	87.50	Halved Hrs.
128	3/19/18	Theodore Edelman	E-mails with Jessica Klein re update telcon with Dvash Banks; e-mails with Andrew Jennings re same; participation in update telcon with Dvash-Banks;	0.25	700	175.00	
129	3/19/18	Theodore Edelman	E-mails with Andrew Jennings re issues for telcon with defendants' counsel; e-mails with Jessica Klein re same; e-mails with Jessica Klein re her telcon with Aaron re same; participation in telcon with defendants' counsel; telcon with Jessica Klein, Alexandra Moss and Alexa Lawson-Remer; e-mails with Jessica Klein re update telcons with clients;	0.50	700	350.00	Halved Hrs.
130	3/19/18	Jessica Klein	Prepared for call with Govt attorneys and email exchanges with team re: prep document for same; Email exchange with aaron morris re: same; Participated in call with Govt attorneys; Posted clients on same.	0.88	550	481.25	Halved Hrs.
131	3/19/18	Alexa M. Lawson-Remer	Emails with case team re: conference with the government; conference with government; conferences and emails with clients; conference with Raybuck, Klein, Jennings re: discovery	1.13	480	540.00	Halved Hrs.
132	3/19/18	Rebekah T. Raybuck	Working on initial disclosures. Included call w/ Alexa Lawson-Remer, Jessica Klein, and Andrew Jennings to discuss drafting discovery (initial disclosures, RFPs).	1.50	200	300.00	Halved Hrs.
133	3/20/18	Rebekah T. Raybuck	Revising initial disclosures based on Andrew Jennings' edits.	0.75	200	150.00	Halved Hrs.
134	3/20/18	Rebekah T. Raybuck	Working on initial disclosures.	0.63	200	125.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4455	Hours	Rate	Amount	Notes
135	3/21/18	Theodore Edelman	E-mail from Alexandra Moss to Dvash-Banks plaintiffs re draft of submissions re defendants' request for 60-day extension; e-mails with Aaron Morris re [strategy]; review and consideration of revised drafts of stipulation for extension (Dvash-Banks) and proposed order; e-mails between Elad Davsh-Banks and Jessica Klein re same; e-mails between Andrew Dvash-Banks and Jessica Klein re proposed telcon re defendants' request for extension; e-mails with S&C team re same; e-mails between Jessica Klein and Elad Dvash-Banks re conference call re same; participation in conference call with S&C team, Aaron Morris and Andrew and Elad Dvash-Banks re same; e-mail from Elad Dvash-Banks re same.	1.25	700	875.00	
136	3/21/18	Theodore Edelman	E-mail from Vinita Andrapalliyal re draft stipulation re 60-day stay of proceedings; review and consideration of draft stipulation re 60-day stay of proceedings; e-mails with S&C team re same; e-mail re same from Alexandra Moss to Aaron Morris; e-mails with Aaron Morris re same; e-mail from Alexandra Moss re comment on draft stipulation re 60-day stay; review and revision of comments on draft stipulation; e-mails with S&C team re same; e-mails with Alexandra Moss re review of Judge Walter's standing orders re same; e-mails with Alexandra Moss re drafts of e-mail to DOJ re same; e-mail from Alexandra Moss to Vinita Andrapalliyal re same; e-mails re same between Aaron Morris and Alexandra Moss re same; e-mails with Alexandra Moss re same; e-mails re same between Jessica Klein and Aaron Morris; discussion with Alexandra Moss re all of the above; e-mails between Vinita Andrapalliyal and Alexandra Moss re revised draft of stipulation for extension and proposed order; e-mail to S&C team and Aaron Morris re same; e-mails with S&C team re provision of DOJ draft submissions re 60-day extension to clients; e-mails with S&C team re revisions to draft submissions re 60-day extension;	0.75	700	525.00	Halved Hrs.
137	3/21/18	Jessica Klein	reviewed Dvash-Banks stipulation sent over by Govt attorneys; Email exchanges with Elad re: questions and concerns re: agreeing to sought extension; Lengthy TC with Elad and Andrew and S&C team and Aaron Morris re: discussing [same] and case strategy	1.50	550	825.00	
138	3/21/18	Rebekah T. Raybuck	Making final small revisions to initial disclosures & then sent to Alexa Lawson-Remer.	0.13	200	25.00	Halved Hrs.
139	3/22/18	Theodore Edelman	Telcon with Jessica Klein re proposed amendment to representation in request to extend deadline for response to complaint; e-mails with Alexandra Moss re same and comments on draft stipulation re extension and draft e-mail to DOJ re same; review and consideration of draft stipulation re extension and accompanying proposed order; e-mails between Alexandra Moss and Vinita Andrapalliyal re comments on draft stipulation re extension of deadline to respond to complaint and accompanying proposed order; e-mails with S&C team re same and revised draft of stipulation; e-mails re same between Alexandra Moss and Aaron Morris; e-mails between Vinita Andrapalliyal and Alexandra Moss re finalization and execution of extension stipulation; e-mail re same from Alexa Lawson-Remer; e-mails with Jessica Klein re weekly team call; attention to notice of appearance of Vinita Andrapalliyal; attention to filing of extension stipulation; e-mail from Alexa Lawson-Remer re same; e-mail re same from Jessica Klein to Andrew and Elad Dvash-Banks; e-mail from Vinita Andrapalliyal to Judge Walters re courtesy copy of extension stipulation;	0.50	700	350.00	
140	3/22/18	Jessica Klein	Reviewed draft stipulation; Called Ted Edelman re: comment on same; Reviewed revised draft from Govt; Email exchanges with team re: same.	0.75	550	412.50	



Entry	Date	Timekeeper Name	Narrative # 4454	Hours	Rate	Amount	Notes
141	3/23/18	Alexa M. Lawson-Remer	Emails with case team re: conference with the government	0.25	480	120.00	Halved Hrs.
142	3/23/18	Rebekah T. Raybuck	Call to discuss possible 60-day stay and how our research/tasks may change as a result.	0.25	200	50.00	Halved Hrs.
143	3/26/18	Alexa M. Lawson-Remer	emails and conferences re: initial disclosures	0.50	480	240.00	
144	3/26/18	Rebekah T. Raybuck	Call w/ Alexa Lawson-Remer to discuss her comments on initial disclosures.	0.38	200	75.00	Halved Hrs.
145	3/27/18	Alexa M. Lawson-Remer	Reviewing and revising initial disclosures	0.50	480	240.00	Halved Hrs.
146	3/27/18	Rebekah T. Raybuck	Revising initial disclosures based on Alexa Lawson Remer's feedback.	1.00	200	200.00	Halved Hrs.
147	3/28/18	Theodore Edelman	Attention to entry of order extending deadline for response to complaint; e-mail from Alexa Lawson-Remer re same; e-mail re same from Jessica Klein to Andrew and Elad Dvash Banks;	0.25	700	175.00	
148	3/28/18	Jessica Klein	Attn to status and emailed with Rebekah Raybuck re: initial disclosures.	0.13	550	68.75	Halved Hrs.
149	3/28/18	Alexa M. Lawson-Remer	review order and emails re: same	0.25	480	120.00	
150	4/12/18	Theodore Edelman	E-mails with Rebekah Reybuck re drafts of initial disclosures; review and revision of drafts of initial disclosures; e-mails with Sabina Mariella re memorandum re [anticipated legal argument in litigation] ; review and consideration of memorandum re [same] issues;	0.50	700	350.00	Halved Hrs.
151	4/12/18	Alexa M. Lawson-Remer	Review and revise initial disclosures and emails with Raybuck re: same	0.25	480	120.00	Halved Hrs.
152	4/12/18	Rebekah T. Raybuck	Making a few updates to initial disclosures & sending them to Ted Edelman for review.	0.25	200	50.00	Halved Hrs.
153	4/13/18	Rebekah T. Raybuck	Working on implementing Ted Edelman's changes on initial disclosures.	0.63	200	125.00	Halved Hrs.
154	4/16/18	Theodore Edelman	E-mails with Rebekah Raybuck re October 2, 2010 letter from Congressman Lieu's office; review and consideration of October 2, 2018 letter from Congressman Lieu's office;	0.25	700	175.00	
155	4/16/18	Theodore Edelman	E-mails with Rebekah Raybuck re revised drafts of initial disclosures; review and revision of drafts of initial disclosures; e-mail from Elizabeth Cassady re same;	0.25	700	175.00	Halved Hrs.
156	4/16/18	Rebekah T. Raybuck	Working on implementing Ted Edelman's changes on initial disclosures.	0.25	200	50.00	Halved Hrs.
157	4/18/18	Alexa M. Lawson-Remer	Conference with potential amicus supporter; emails re: same	0.25	480	120.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative #4455	Hours	Rate	Amount	Notes
158	4/19/18	Jessica Klein	Email exchange with Rebekah Rayburn re: draft initial disclosures.	0.13	550	68.75	Halved Hrs.
159	4/20/18	Marybeth C. Nametz	Reviewed databases to retrieve case documents.	0.13	100	12.50	Halved Hrs.
160	4/25/18	Theodore Edelman	E-mails with Rebekah Raybuck re revised drafts of initial disclosures; review of, and comment on, revised drafts of initial disclosures; e-mails with Andrew Jennings re same;	0.13	700	87.50	Halved Hrs.
161	4/25/18	Jessica Klein	Reviewed draft initial disclosures.	0.25	550	137.50	Halved Hrs.
162	4/25/18	Rebekah T. Raybuck	Working on implementing changes to initial disclosures from multiple people on the team.	0.38	200	75.00	Halved Hrs.
163	4/26/18	Rebekah T. Raybuck	Drafting email to Aaron Morris at Immigration Equality. Included timing of when initial disclosures are due.	0.25	200	50.00	Halved Hrs.
164	4/30/18	Marybeth C. Nametz	Reviewed case databases to obtain requested documents.	0.13	100	12.50	Halved Hrs.
165	5/3/18	Jessica Klein	Discussed case status with Alex Moss, including import of Second Circuit decision.	0.13	550	68.75	Halved Hrs.
166	5/4/18	Jessica Klein	Attn to status ; Call with Rebekah Raybuck re: same; Call with Andrew Jennings re: same; Call with Sabina Mariella re: same; Email exchange with Alexa Lawson-Remer re: same.	0.25	550	137.50	Halved Hrs.
167	5/10/18	Theodore Edelman	participation in team meeting re update and strategy; e-mail from Andrew Jennings to Vinita Andrapaliyal re request for conference call;	0.25	700	175.00	Halved Hrs.
168	5/10/18	Jessica Klein	Internal team meeting re: status and strategy; Resultant follow up -- scheduling call with opposing counsel.	0.25	550	137.50	Halved Hrs.
169	5/10/18	Alexa M. Lawson-Remer	Conference with case team re: case status; review and revise requests for production	1.00	480	480.00	Halved Hrs.
170	5/21/18	Theodore Edelman	Participation in conference call with S&C team, Aaron Morris and Vinita Andripaliyal re defendants' request for additional 60-day extension; e-mails with Jessica Klein re same; e-mail from Aaron Morris re same; e-mail from Vinita Andripaliyal re draft stipulation re 60-day extension to respond to complaint; review and consideration of draft stipulation re extension to respond to complaint; e-mails re same with Jessica Klein, Alexandra Moss and Andrew Jennings;	0.50	700	350.00	Halved Hrs.
171	5/21/18	Jessica Klein	Call with Govt trial atty re: their position on extensions and case status; Followed up internally with team, including Andrew Jennings and Alex Moss, via emails re: same.	0.38	550	206.25	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
172	5/21/18	Alexa M. Lawson-Remer	Conference with government and emails re: same	0.38	480	180.00	Halved Hrs.
173	5/21/18	Marybeth C. Nametz	Reviewed archived files to obtain prior scheduling motions.	0.13	100	12.50	Halved Hrs.
174	5/22/18	Theodore Edelman	E-mails with Jessica Klein re telcons with clients re proposed extension of deadlines for responses to complaints; participation in telcons with clients Aaron Morris and S&C team re same; e-mails from Jessica Klein to clients re draft stipulation re extension of deadlines for responses to complaint; e-mails between Vinita Andrapalliyal and Jessica Klein re update re extension request; e-mails with Jessica Klein re same;	0.75	700	525.00	Halved Hrs.
175	5/22/18	Jessica Klein	Team call with Andrew and Elad Dvash-Banks re: Govt's position on litigation status and proposed extension.	0.50	550	275.00	
176	5/22/18	Alexa M. Lawson-Remer	conferences and emails with clients and case team; review draft stipulation	1.13	480	540.00	Halved Hrs.
177	5/23/18	Theodore Edelman	E-mail from Jessica Klein re report on her telcon with Aaron Morris and DOJ re proposed stipulation re extension of deadline for response to complaint; telcon and e-mails with Jessica Klein re revised draft of stipulation re extension request; e-mail from Vinita Andrapalliyal re drafts of stipulation , joint status reports and orders approving extension; review and consideration of drafts of stipulation , joint status reports and orders approving extension; e-mails with S&C team re same; e-mails re same between Alexandra Moss and Vinita Andrapalliyal; attention to filed stipulation for extension of deadlines to respond to complaints; e-mail from Vinita Andrapalliyal to Judge Walters re courtesy copy of proposed order re same; e-mail re same from Jessica Klein to Andrew and Elad;	0.25	700	175.00	Halved Hrs.
178	5/23/18	Jessica Klein	Multiple calls with Govt Trial Atty and Aaron Morris re: extensions, proposed orders and other details of negotiated stay; Calls and emails with clients re: same; Negotiated language and length of stay in further calls and email exchanges with Govt atty; Calls and email exchanges with Alex Moss re: preparation of redline and sequence of steps for finalization; Email exchange with Andrew Jennings re: his comments on draft documents; Email exchanges with trial atty re: filing.	1.75	550	962.50	Halved Hrs.
179	5/23/18	Alexa M. Lawson-Remer	conferences and emails with clients and case team; review draft stipulation	0.75	480	360.00	Halved Hrs.
180	5/29/18	Jessica Klein	Attn to docket entries; Emailed clients re: same; Call with Liz Cassidy re: same.	0.25	550	137.50	Halved Hrs.
181	6/5/18	Jessica Klein	Attn to outreach to Vinita; Email exchanges with Aaron Morris re: same; Emailed Ted Edelman re: same.	0.25	550	137.50	Halved Hrs.
182	6/27/18	Theodore Edelman	E-mails with Andrew Jennings re proposed update telcon on July 2, 2018 with Vinita Andrapalliyal and e-mails re same with Vinita Andrapalliyal;	0.13	700	87.50	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4457	Hours	Rate	Amount	Notes
183	7/2/18	Theodore Edelman	E-mails with Andrew Jennings re update telcon with DOJ; participation in update conference call with Vinita Andrapalliyal, Aaron Morris, Jessica Klein, Andrew Jennings and Elizabeth Cassady; e-mails with Andrew Jennings re July 9, 2018 update telcon with DOJ;	0.13	700	87.50	Halved Hrs.
184	7/2/18	Jessica Klein	Read and reviewed recent docket entries and participated in brief call with the Govt's Attorney and S&C team and Aaron Morris.	0.25	550	137.50	Halved Hrs.
185	7/3/18	Theodore Edelman	E-mail from Andrew Jennings re e-mail from Vinita Andrapalliyal re July 9, 2018 update telcon with DOJ; e-mail from Elizabeth Cassady re same;	0.13	700	87.50	Halved Hrs.
186	7/5/18	Theodore Edelman	E-mails with Andrew Jennings re July 9, 2018 update telcon with DOJ; e-mails re same between Aaron Morris and Jessica Klein;	0.13	700	87.50	Halved Hrs.
187	7/10/18	Theodore Edelman	E-mails with Jessica Klein re telcon with DOJ re [their] request for further three-week extension and proposed conference calls with clients re same; e-mails with Andrew Jennings re same;	0.13	700	87.50	Halved Hrs.
188	7/10/18	Jessica Klein	Call with opposing counsel and attn to their position on settlement.	0.25	550	137.50	Halved Hrs.
189	7/11/18	Theodore Edelman	E-mails with Jessica Klein re drafts of stipulation to extend deadline for response to complaint, joint status report and proposed order; review and consideration of drafts of stipulation to extend deadline for response to complaint, joint status report and proposed order; attention to filing of stipulation to extend deadline for response to complaint, joint status report and proposed order; e-mail re same from Vinita Andrapalliyal to Judge Walter;	0.25	700	175.00	
190	7/11/18	Theodore Edelman	E-mails and telcon (33 minutes) with Jessica Klein re report on July 10, 2018 telcon with DOJ and proposed telephone reports to clients; e-mails with Andrew Jennings re proposed telephone reports to clients; e-mail from Jessica Klein re e-mail from Vinita Andrapalliyal re draft stipulation extending deadline for response to complaints; review and consideration of draft stipulation extending deadline for response to complaints; e-mails with Jessica Klein re telcon with Dvash-Banks re same;	0.38	700	262.50	Halved Hrs.
191	7/11/18	Jessica Klein	Call with Ted Edelman re: status and strategy; Calls with Aaron Morris of Immigration Equality re: same; Calls with Vinita A. of DOJ and Aaron Morris of IE re: settlement status and strategy; Calls with clients re; same; reviewed proposed filings; sent Vinita edits to same.	1.38	550	756.25	Halved Hrs.
192	7/16/18	Theodore Edelman	E-mails with Jessica Klein re update; review and consideration of defendants' answer to complaint; e-mails with Jessica Klein and Andrew Jennings re same and next steps; e-mails with Jessica Klein re draft e-mail to Andrew and Elad re same; e-mail re same from Jessica Klein to Andrew and Elad; e-mail from Aaron Morris re same; e-mail from Elad Dvash-Banks re same;	0.50	700	350.00	
193	7/16/18	Jessica Klein	Brief discussion with Aaron Morris re: Dvash-Banks status and strategy.	0.13	550	68.75	Halved Hrs.
194	7/17/18	Jessica Klein	Attn to initial disclosures and RFPs.	0.50	550	275.00	
195	7/17/18	Rebekah T. Raybuck	Phone call w/ Jessica Klein about status of case, sending out request for precedents	0.25	200	50.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
196	7/17/18	Marybeth C. Nametz	Reviewed United States' answer and drafted chart of responses.	0.50	100	50.00	
197	7/20/18	Theodore Edelman	E-mail from Andrew Jennings re drafts of initial disclosures and document requests to defendants; review of, and comment on drafts of initial disclosures and document requests to defendants;	0.75	700	525.00	
198	7/20/18	Jessica Klein	Meeting with Andrew Jennings re: discovery requests and initial disclosures.	0.50	550	275.00	
199	7/23/18	Theodore Edelman	E-mails with Jessica Klein and Andrew Jennings re follow-up with DOJ re time lines and next steps; e-mail from Andrew Jennings re report of voice mail for Vinita Andrapalliyal re requested Rule 26(f) conference; e-mails with Andrew Jennings re July 26, 2018 discussion re draft document requests to defendants;	0.25	700	175.00	
200	7/23/18	Jessica Klein	Spoke with Andrew Jennings re: discussion of operative deadlines and of informing opposing counsel of same.	0.25	550	137.50	
201	7/25/18	Theodore Edelman	E-mails with Jessica Klein and Andrew Jennings re update re voice mails for and e-mails with Vinita Andrapalliyal re Rule 26(f) conference; e-mails with Jessica Klein re drafts of e-mail to Vinita Andrapalliyal re same; e-mail re same from Jessica Klein to Vinita Andrapalliyal;	0.25	700	175.00	
202	7/26/18	Theodore Edelman	E-mails between Vinita Andrapalliyal and Jessica Klein re proposed July 30, 2018 update telcon with DOJ; e-mails with Jessica Klein re same; e-mail from Andrew Jennings re same; e-mails with Jessica Klein, Andrew Jennings and Aaron Morris re August 1, 2018 telcon with Vinita Andrapalliyal;	0.13	700	87.50	Halved Hrs.
203	7/27/18	Theodore Edelman	E-mails and conference with Jessica Klein and Andrew Jennings re draft document requests to defendants and related issues;	1.25	700	875.00	
204	7/27/18	Jessica Klein	Reviewed draft RFPs; Conference with Ted Edelman and Andrew Jennings re: documents needed in discovery; discussion of language of document requests we will propose; and discussion of case strategy; Call with Aaron Morris to post him on same and seek his review of initial disclosures.	1.75	550	962.50	
205	7/27/18	Rebekah T. Raybuck	call w/ Jessica Klein	0.13	200	25.00	Halved Hrs.
206	7/27/18	Rebekah T. Raybuck	finding precedents for requests for production	0.25	200	50.00	Halved Hrs.
207	7/30/18	Theodore Edelman	E-mails with Andrew Jennings re drafts of Rule 26(f) report; review and revision of drafts of Rule 26(f) report;	0.50	700	350.00	
208	7/30/18	Theodore Edelman	E-mails with Jessica Klein re reports on telcon with Vinita Adriyallipal re DOJ position on litigation; e-mails with Andrew Jennings re July 31, 2018 telcons with clients re same; e-mail from Aaron Morris re same; e-mail from [potential amicus]; e-mails with Jessica Klein re same; voice mail for Jessica Klein re same;	0.25	700	175.00	Halved Hrs.
209	7/30/18	Jessica Klein	Read and reviewed Draft Rule 26 F report; Commented on same; discussed same with Liz Cassidy.	0.75	550	412.50	
210	7/30/18	Jessica Klein	Prepared for and participated in call with DOJ attorney Vinita A. and team to obtain status update from Govt; Learned that they are not pursuing settlement; Email exchanges with Ted Edelman re: strategy and next steps; Analyzed discovery position and overarching strategy and next steps needed.	0.88	550	481.25	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4459	Hours	Rate	Amount	Notes
211	7/30/18	Rebekah T. Raybuck	Phone call w/ Andrew Jennings about next steps, reaching out to library for assistance in finding sample joint stipulations of fact.	0.25	200	50.00	Halved Hrs.
212	7/31/18	Theodore Edelman	E-mails with Andrew Jennings re standing order provisions re discovery and Rule 26(f) report; revising draft of Rule 26(f) report; e-mails re same with Jessica Klein, Elizabeth Cassady, Andrew Jennings and Robert Sacks; e-mails with Andrew Jennings re draft e-mail to Vinita Andrapalliyal re Rule 5 consent to service by e-mail; e-mail from Elizabeth Cassady re same; e-mail from Jessica Klein to Andrew and Elad re draft of Rule 26(f) report; e-mail from Andrew Jennings re revised draft of document requests to defendants; review and revision of drafts of document requests to defendants; e-mails re same with Jessica Klein, Elizabeth Cassady and Andrew Jennings; e-mails with Adam Paris re same; e-mails with Jessica Klein re same; e-mail from Jessica Klein re report on update telcon with clients; e-mails Andrew and Elad re draft of Rule 26(f) report; e-mails with Andrew Jennings re revised draft of Rule 26(f) report;	2.50	700	1,750.00	
213	7/31/18	Jessica Klein	Prepared for and participated in call with Andrew and Elad re: update to Govt's position. Analyzed and discussed Govt's request that they waive discovery. Attn to potential schedule and draft report and initial disclosures and revisions to same.	2.25	550	1,237.50	
214	7/31/18	Rebekah T. Raybuck	research regarding [legal issues relevant to preparation of Joint Statement]	3.00	200	600.00	
215	8/1/18	Theodore Edelman	E-mails with Jessica Klein and Andrew Jennings re proposed case schedule; e-mails with Andrew Jennings re draft e-mail to DOJ re proposed Rule 26(f) report; e-mails with Andrew Jennings re revised draft of Rule 26(f) report; review and consideration of court order re Rule 26(f) report and August 27, 2018 conference: e-mails re same with Jessica Klein, Andrew Jennings, Elizabeth Cassady and Tyler Friedman; telcons with Jessica Klein re same; e-mails with Rebekah Raybuck re August 27, 2018 court conference and deadlines for Rule 26(f) report; e-mails with Andrew Jennings re revised drafts of Rule 26(f) report; review of, and comment on, revised drafts of Rule 26(f) report; e-mails with Jessica Klein re same.	1.00	700	700.00	
216	8/1/18	Jessica Klein	Attn to status of Draft status report; email exchanges with team re: revisions needed to same; Emailed Vinita A. of DOJ re: will she accept electronic service of non-ECF documents; Attn to analysis of rules and deadlines and spoke with Vinita re: her obligations under same; Received and reviewed court order re: deadlines and scheduling conference; call with Ted Edelman re: same and general status.	1.00	550	550.00	
217	8/1/18	Rebekah T. Raybuck	[Working on Rule 26(f) report].	0.75	200	150.00	
218	8/2/18	Theodore Edelman	E-mails with Jessica Klein re August 27, 2018 case management conference; e-mails with Andrew Jennings re revised draft of Rule 26(f) report; review of, and comment on, revised draft of Rule 26(f) report; e-mails and telcon with Jessica Klein re August 27, 2018 case management conference;	0.75	700	525.00	
219	8/2/18	Jessica Klein	Read and reviewed comments form Aaron Morris on draft initial disclosures and emailed with S&C team re: implementation of same; email exchange with clients re: Court's order scheduling hearing and what to expect for same; Asked Rebekah to prepare notice document; Attn to creating a tracker for cae.	1.50	550	825.00	
220	8/2/18	Rebekah T. Raybuck	Research on [legal research concerning equal protection] claim	2.75	200	550.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4460	Hours	Rate	Amount	Notes
221	8/2/18	Rebekah T. Raybuck	Phone calls w/ Jessica Klein status of case / next steps.	0.50	200	100.00	Halved Hrs.
222	8/2/18	Marybeth C. Nametz	Reviewed archived files to obtain attorney-requested research memos.	0.13	100	12.50	Halved Hrs.
223	8/3/18	Theodore Edelman	E-mails with Rebekah Raybuck re draft notice re August 27, 2018 case management conference; review and consideration of draft notice re August 27, 2018 case management conference; e-mails with Jessica Klein re arrangements for August 27, 2018 case management conference; attention to filing of notice re August 27, 2018 case management conference;	0.25	700	175.00	
224	8/3/18	Jessica Klein	Read and reviewed Draft Rule 26 report; Reviewed portions of complaint relevant to same; Emailed Tyler Friedman re: California rules and draft initial disclosures; Called and email Vinita A. re: scheduling meet and confer for Monday. Calculated deadlines and reviewed draft tracker; Email exchange and call with Rebekah Raybuck re: same and case status; Reviewed notice of court conference.	3.50	550	1,925.00	
225	8/3/18	Rebekah T. Raybuck	Working with Library [re: materials in preparation for scheduling conference]	0.50	200	100.00	
226	8/3/18	Rebekah T. Raybuck	Putting together skeletal tracker for Jessica's review	0.75	200	150.00	
227	8/3/18	Rebekah T. Raybuck	Calls with Andrew Jennings & Jessica Klein about case status / planning	0.25	200	50.00	
228	8/3/18	Rebekah T. Raybuck	Putting together notice of scheduling conference	0.25	200	50.00	
229	8/4/18	Theodore Edelman	Review and revision of drafts of Rule 26(f) report; e-mails with Jessica Klein, Elizabeth Cassady and Rebekah Raybuck re same and next steps;	0.25	700	175.00	
230	8/4/18	Jessica Klein	Reviewed Complaint with focus on discovery issues raised therein; Revised Rule 26f joint report; Revised initial disclosures and reflected Aaron Morris' comments on same; Drafted preparation materials for status conference; Email exchanges with Rebekah Raybuck re: same.	4.75	550	2,612.50	
231	8/5/18	Theodore Edelman	E-mails with Jessica Klein re revisions to draft Rule 26(f) report; e-mail from Jessica Klein to Vinita Andrapalliyal re draft Rule 26(f) report; e-mails with Jessica Klein re initial disclosures; e-mails with Rebekah Raybuck re same; review and consideration of revisions to drafts of initial disclosures; e-mails with Rebekah Raybuck re speaking notes for August 6, 2018 meet-and-confer with DOJ re proposed Rule 26(f) report; review and consideration of speaking notes for August 6, 2018 meet-and-confer with DOJ re proposed Rule 26(f) report;	0.75	700	525.00	
232	8/5/18	Jessica Klein	Circulated to opposing counsel draft joint report; Reviewed edits to initial disclosures; Email exchanges with team re: status of same and need for discovery requests; Email exchange with Ted Edelman re: [legal issue]; Reviewed and commented on talking points for Rule 26(f) conference; Reviewed applicable rules; Attn to analysis of discovery strategy and anticipated arguments from opposing counsel; Email exchanges with Liz Cassady and Rebekah Raybuck re: same.	1.50	550	825.00	
233	8/5/18	Rebekah T. Raybuck	putting together talking points for Ted Edelman 26f conference & making edits to initial disclosures for Ted's review	4.50	200	900.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
234	8/6/18	Theodore Edelman	E-mail from Vinita Andrapalliyal re meet-and-confer re draft of Rule 26(f) report; e-mails with Jessica Klein re same; preparation for meet-and-confer with Vinita Andrapalliyal; participation in meet-and-confer re Rule 26(f) report with Vinita Andrapalliyal, Jessica Klein, Elizabeth Cassady and Rebekah Raybuck; discussion with Jessica Klein re same; e-mails with Jessica Klein re issues for August 27, 2018 case management conference; telcon re same with Jessica Klein and Elizabeth Cassady;	1.25	700	875.00	
235	8/6/18	Jessica Klein	Meet and confer call with opposing counsel and preparation for same; Attn to preparing draft materials for status conference.	2.00	550	1,100.00	
236	8/6/18	Rebekah T. Raybuck	research on [privilege issue] & putting together tracker of deadlines/tasks	4.25	200	850.00	
237	8/6/18	Rebekah T. Raybuck	26(f) meet and confer call	0.50	200	100.00	
238	8/6/18	Marybeth C. Nametz	Assembled electronic and hard copy of background materials binder for attorney review.	0.38	100	37.50	Halved Hrs.
239	8/7/18	Theodore Edelman	E-mails with Jessica Klein, Elizabeth Cassady, Rebekah Raybuck and Alicia Roll re research re statutory interpretation; e-mail from Jessica Klein re research re 1503 claim;	0.25	700	175.00	
240	8/7/18	Jessica Klein	Researched 1503 case law; Emailed team re: findings on same; Call with Alicia Roll re; background of case and research questions to review in response to Govt's position on discovery; Call with Rebekah Raybuck re: [Constitutional law issue]; Reviewed Alicia's initial research findings; Reviewed revised RFPs; Reviewed research summary email [re: privilege issue] and emailed Rebekah Raybuck re: same; attn to topics for interrogatories.	3.25	550	1,787.50	
241	8/7/18	Rebekah T. Raybuck	working on RFPs and more [privilege issue] research	7.00	200	1,400.00	
242	8/7/18	Alicia M. Roll	[Legal research]	5.75	200	1,150.00	
243	8/8/18	Theodore Edelman	E-mail from Vinita Andrapalliyal re proposed timing of exchange of initial disclosures; e-mails with Alicia Roll re research re statutory interpretation [issues]; e-mails with Rebekah Raybuck re research re [privilege]; e-mails with Rebekah Raybuck re revised draft of document requests to defendants; review and revision of revised draft of document request to defendants; e-mails re same with Jessica Klein;	1.00	700	700.00	
244	8/8/18	Jessica Klein	Read and reviewed revised RFPs.	0.50	550	275.00	
245	8/8/18	Jessica Klein	Call with Lauren Goldsmith and email exchange with associate team re: discovery received [regarding passport file].	0.13	550	68.75	Halved Hrs.
246	8/8/18	Rebekah T. Raybuck	working on updating RFPs	2.25	200	450.00	
247	8/9/18	Rebekah T. Raybuck	making Ted's changes to RFPs, proofing & sending out to co-counsel	0.75	200	150.00	
248	8/10/18	Jessica Klein	Circulated RFPs to client; Attn to status of initial disclosures and RFPs and interrogatories.	0.50	550	275.00	
249	8/11/18	Rebekah T. Raybuck	Updating tracker (to keep track of all of our deadlines, research, etc.)	0.25	200	50.00	
250	8/12/18	Rebekah T. Raybuck	Updating initial disclosures, joint 26f report based on the recent updates to our RFPs. [Revised] RFPs. Also looked for precedents for interrogatories.	1.75	200	350.00	
251	8/13/18	Theodore Edelman	E-mails with Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck re status of discovery requests; e-mails with Jessica Klein re preparation for August 27, 2018 case status conference; e-mails with Jessica Klein re revised draft of document requests to defendants; review of, and comment on, revisions to draft document requests to defendants;	0.50	700	350.00	
252	8/13/18	Theodore Edelman	E-mails with Jessica Klein re task tracker; review and consideration of task tracker;	0.13	700	87.50	Halved Hrs.



Entry	Date	Timekeeper Name	Narrative # 4462	Hours	Rate	Amount	Notes
253	8/13/18	Jessica Klein	received comments from Aaron Morris on RFPs; Emailed Aaron re: responses to same; Worked on implementation of same; Email exchanges with Ted Edelman re: same and re: work flow and third party discovery and status conference prep; Reviewed and revised tracker and circulated same; Email exchanges with team re: timing of serving initial disclosures; Reviewed revised initial disclosures; Attn to relevant FRCP; Call with Alicia Roll re: third party discovery needed; Call with Rebekah Raybuck re: status of RFPs and final revisions to same; Emailed Aaron re: his not needing to review RFPs again; Emailed clients re: same.	6.50	550	3,575.00	
254	8/13/18	Rebekah T. Raybuck	Working on discovery docs - initial disclosures & RFPs	4.75	200	950.00	
255	8/13/18	Rebekah T. Raybuck	Calls w/ Jessica Klein re drafting discovery docs	0.50	200	100.00	
256	8/13/18	Alicia M. Roll	Getting up to speed on matter and discussing assignment with colleagues Rebekah Raybuck and Jessica Klein	0.75	200	150.00	
257	8/14/18	Theodore Edelman	E-mails with Jessica Klein re issues for August 27, 2018 case management conference; e-mail from Jessica Klein to Vinita Andrapalliyal re service of defendants' initial disclosures and document requests to defendants; e-mails with Jessica Klein, Elizabeth Cassady, Rebekah Raybuck and Alicia Rolls re preparation for August 27, 2018 case management conference; e-mails with Jessica Klein re proposed August 15, 2018 telcon re same; e-mails with Rebekah Raybuck re same; e-mails with Jessica Klein re proposed telcon with Vinita Andrapalliyal re status of draft Rule 26(f) report; e-mails between Jessica Klein and Vinita Andrapalliyal re same; e-mail from Jessica Klein re her e-mails with Adam Paris re issues for August 27, 2018 case management conference;	0.75	700	525.00	
258	8/14/18	Jessica Klein	Final reviewed initial disclosures and RFPs; Signed proofs of service; Emailed all to opposing counsel; Call with Liz Cassady and Call with Cassady and Raybuck re: preparation for status conference; Worked on same; Email exchanges with Raybuck re: circulating materials re: same.	3.75	550	2,062.50	
259	8/14/18	Rebekah T. Raybuck	call w/ Jessica Klein and Liz Cassady to discuss upcoming scheduling conference	0.50	200	100.00	
260	8/14/18	Rebekah T. Raybuck	putting together timeline of Dvash-Banks matter for Ted for scheduling conference; researching various issues for scheduling conference .	2.25	200	450.00	
261	8/14/18	Marybeth C. Nametz	Prepared background material binder for partner review in advance of joint scheduling conference.	1.00	100	100.00	
262	8/15/18	Theodore Edelman	Participation in conference call with Jessica Klein, Elizabeth Cassady re preparation for August 27, 2018 case management conference (1.0); e-mails with Jessica Klein re same; e-mail from Vinita Andrapalliyal re defendants' version of Rule 26(a) report; review and consideration of defendants' version of Rule 26(a) report; e-mails and telcon with Jessica Klein re same; review and consideration of Judge Walter's rules relevant to August 27, 2018 case management conference; e-mails with Jessica Klein re draft e-mail to Vinita Andrapalliyal re content of Rule 26(f) report; e-mail re same from Jessica Klein to Vinita Andrapalliyal;	2.00	700	1,400.00	
263	8/15/18	Theodore Edelman	E-mails with Jessica Klein re Second Circuit decision in Jaen v. Sessions; e-mail re same Jessica Klein to [potential amicus];	0.13	700	87.50	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative # 4463	Hours	Rate	Amount	Notes
264	8/15/18	Jessica Klein	Reviewed and commented on status conference prep binder; Meeting with paralegal Marybeth Nametz re; same; Team meeting re: status conference prep and other status issues, including discovery; worked on status conference prep document; Worked on joint report including review of new report sent from opposing counsel and emailed opposing counsel in response to same; Prepared summary [of legal issue] for status conference prep.	6.00	550	3,300.00	
265	8/15/18	Jessica Klein	Read and analyzed Jaen decision; Drafted summary of same and sent to team and separately sent a short summary to clients.	0.63	550	343.75	Halved Hrs.
266	8/15/18	Lauren M. Goldsmith	Preparing for August court conference and responding to emails.	1.75	430	752.50	
267	8/15/18	Rebekah T. Raybuck	Research on 1503 claim	0.50	200	100.00	
268	8/15/18	Rebekah T. Raybuck	Putting together summary of my research thus far [for scheduling conference].	0.50	200	100.00	
269	8/15/18	Rebekah T. Raybuck	Various calls with Ted, Jessica, Liz, and Alicia regarding the upcoming scheduling conference, division of tasks, etc.	2.00	200	400.00	
270	8/15/18	Alicia M. Roll	Working on draft of interrogatories	1.75	200	350.00	
271	8/15/18	Alicia M. Roll	Discussion with colleagues regarding status of various discovery and tactical issues and beginning research for third party subpoenas	1.75	200	350.00	
272	8/15/18	Marybeth C. Nametz	Revised joint status binders in response to attorney edits. Attended meeting with J. Klein to review joint status binders in advance of partner review. Reviewed archived files to obtain prior meeting notes.	1.25	100	125.00	
273	8/16/18	Theodore Edelman	E-mails with Elizabeth Cassady re revised draft of Rule 26(f) report and issues re same; e-mails with Jessica Klein re same and telcon with Vinita Andrapalliyal; review and revision of draft Rule 26(f) report; e-mails re same with Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck; e-mails with Jessica Klein re e-mails with Michael Murgaugh re draft Rule 26(f) report; e-mails from Viinita Andrapalliyal re proposed stipulated facts; telcon with Jessica Klein re same and approaches for Rule 26(f) report; e-mails with Elizabeth Cassady re further revised draft of Rule 26(f) report; review of, and comment on, further revised draft of Rule 26(f) report; e-mail from Jessica Klein re analysis of admissions in defendants' answer;	2.25	700	1,575.00	
274	8/16/18	Jessica Klein	Worked on rounds of revisions to Draft Joint report; calls with Liz Cassady re: same; Call with Ted Edelman and Rebekah Raybuck re: same; Read Defendants' Initial disclosures; Read cases cited in Defendants' draft joint report and researched additional case law concerning arguments raised in same concerning [APA claims and constitutional claims]. Conference with Aaron Morris re: joint report, status conference prep and third party discovery and role of DHS in this case; initial document review of passport file produced by Defendants; Attn to ADR w/r/t joint report; Email exchange with Michael Murtagh re: same; worked on stipulation of facts.	8.75	550	4,812.50	
275	8/16/18	Lauren M. Goldsmith	Reading Second Circuit Jaen case.	0.25	430	107.50	Halved Hrs.
276	8/16/18	Rebekah T. Raybuck	research on [legal issue in preparation of 26(f) report]	2.50	200	500.00	
277	8/16/18	Rebekah T. Raybuck	Calls w/ Jessica Klein re drafting discovery docs & 26(f) report	1.00	200	200.00	
278	8/16/18	Rebekah T. Raybuck	Quick research for [preparation of] 26(f) report & proofreading 26(f) report	1.25	200	250.00	
279	8/16/18	Alicia M. Roll	Drafting third party subpoenas	2.00	200	400.00	
280	8/16/18	Alicia M. Roll	Preparing draft of interrogatories and discussing third party [DHS's role] with colleagues	7.25	200	1,450.00	

Entry	Date	Timekeeper Name	Narrative # 4464	Hours	Rate	Amount	Notes
281	8/16/18	Marybeth C. Nametz	Prepared set of research memos for attorney review.	0.13	100	12.50	Halved Hrs.
282	8/17/18	Theodore Edelman	E-mails with Elizabeth Cassady re revised drafts of Rule 26(f) report; revising drafts of Rule 26(f) report; e-mails re same with Jessica Klein, Elizabeth Cassady and Rebekah Raybuck; e-mails with Jessica Klein re further revised draft of Rule 26(f) report; e-mail re same from Jessica Klein to Vinita Andrapallyal re same; e-mails with Lauren Goldsmith re research re same; e-mails re same with Jessica Klein;	2.00	700	1,400.00	
283	8/17/18	Jessica Klein	Reviewed facts necessary for 1503 claim and emailed Ted Edelman, Liz Cassady and Rebekah Raybuck re: same and re: statute at issue in Jaen; Reviewed and revised joint report; Worked with Lauren Goldsmith, Rebekah Raybuck and Liz Cassady on researching and responding to legal arguments from opposing counsel included in latest draft; Sent revised report to opposing counsel.	4.50	550	2,475.00	
284	8/17/18	Lauren M. Goldsmith	Preparing for Dvash-Banks court conference.	2.75	430	1,182.50	
285	8/17/18	Rebekah T. Raybuck	more research [on legal issues in preparation of] for 26(f) report	0.50	200	100.00	
286	8/17/18	Rebekah T. Raybuck	Calls w/ Jessica Klein, Lauren Goldsmith to discuss Dvash-Banks 26(f) report & associated research	0.75	200	150.00	
287	8/17/18	Alicia M. Roll	Discussion with colleagues and review of local rules to prepare for filing of 26(f) report	1.00	200	200.00	
288	8/17/18	Marybeth C. Nametz	Reviewed [Statement] to identify plaintiff citations. Reviewed archived files to obtain prior meeting notes.	0.75	100	75.00	
289	8/19/18	Rebekah T. Raybuck	working on [legal research] for status conference	3.25	200	650.00	
290	8/19/18	Alicia M. Roll	Research regarding [DHS's role]	1.25	200	250.00	
291	8/20/18	Theodore Edelman	E-mails with Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck re update re Rule 26(f) report; e-mails with Rebekah Raybuck re draft ADR option selection form; review and consideration of draft ADR option selection form; e-mail from Elizabeth Cassady re defendants' comments on revised draft of Rule 26(f) report; review of, and comment on, drafts of Rule 26(f) report; e-mails re same with Jessica Klein, Elizabeth Cassady, Alicia Roll, Rebekah Raybuck and Aaron Morris; e-mails with Elizabeth Cassady re finalization and filing of Rule 26(f) report; attention to filing of Rule 26(f) report; e-mails with Rebekah Raybuck re same;	0.75	700	525.00	
292	8/20/18	Lauren M. Goldsmith	Preparing for Dvash-Banks court conference.	0.25	430	107.50	
293	8/20/18	Lauren M. Goldsmith	Reading article about APA remedies. Research for preparation materials for Rule 26(f) conference.	1.50	430	645.00	Halved Hrs.
294	8/20/18	Rebekah T. Raybuck	[Finalizing] Rule 26(f) [report]. Also working on [preparation for status conference].	6.75	200	1,350.00	
295	8/20/18	Alicia M. Roll	Research regarding [defendants' assertion that discovery is not available]	5.00	200	1,000.00	
296	8/20/18	Alicia M. Roll	[Summaries] regarding roles of DHS, CIS, and State Department	1.00	200	200.00	
297	8/20/18	Marybeth C. Nametz	Reviewed [Statement] to verify cited documents in advance of filing. Prepared zip of documents for attorney review.	1.50	100	150.00	

Entry	Date	Timekeeper Name	Narrative # 4465	Hours	Rate	Amount	Notes
298	8/21/18	Theodore Edelman	Preparation for August 27, 2018 case management conference; attention to order from Judge Walters canceling August 27, 2018 case management conference and scheduling order; e-mails re same with Aaron Morris, Jessica Klein, Elizabeth Cassady, Alexa Lawson-Remer, Alicia Roll and Rebekah Raybuck; e-mails re same between Aaron Morris and Andrew Dvash Banks; telcon with Jessica Klein and Elizabeth Cassady re court orders and next steps; e-mail from Elizabeth Cassady to Robert Sacks and Adam Paris re Judge Walter's orders; e-mail from Adam Paris re same; e-mails with Robert Sacks re same; e-mail from Adam Paris re same;	4.25	700	2,975.00	
299	8/21/18	Jessica Klein	Read and reviewed four new cases cited in Joint report; Read final joint report, as filed; Commented on legal research concerning discovery arguments and [Constitutional claims]; Reviewed and commented on other prep materials for status conference; Email exchange with Liz Cassady re; same; Attn to new orders from court canceling status conference; Joined S&C team call re: same and next steps; Email exchanges with Bob Sacks and Adam Paris and Ted Edelman and team re: analysis and interpretation of orders and plan for next steps.	5.00	550	2,750.00	
300	8/21/18	Lauren M. Goldsmith	Research on remedies available under APA. Research for preparation materials for Rule 26(f) conference. Team call.	1.63	430	698.75	Halved Hrs.
301	8/21/18	Rebekah T. Raybuck	calls re implications of discovery order, plus careful reading of judge's order & figuring out all our deadlines, and some additional research [in preparation for status conference]	2.50	200	500.00	
302	8/21/18	Alicia M. Roll	Team call regarding status of various matters after receiving Scheduling and Case Management Order	0.75	200	150.00	
303	8/21/18	Alicia M. Roll	Research regarding [discovery]	4.00	200	800.00	
304	8/22/18	Theodore Edelman	Drafting and revising letter to Vinita Andrapallyal requesting amended initial disclosures by defendants; e-mails re same with Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck; e-mails re same between Elizabeth Cassady and Aaron Morris; finalizing and executing letter to Vinita Andrapallyal requesting amended initial disclosures by defendants; e-mail re same to Vinita Andrapallyal (Aaron Morris); e-mail re same to Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck; e-mail to S&C team re open tasks and next steps; e-mails with Jessica Klein re same; e-mails with Jessica Klein re draft e-mail to Andrew and Elad Dvash-Banks re update and next steps; e-mail re same from Jessica Klein to Andrew and Elad Dvash-Banks re same; e-mail from Alicia Roll re drafts of interrogatories to defendants and third party document requests to DHS and CIS; e-mails with Elizabeth Cassady re case schedule and task list; review and consideration of case schedule and task list; e-mails with Rebekah Raybuck re same;	1.25	700	875.00	
305	8/22/18	Jessica Klein	Read and reviewed draft interrogatories; Read and reviewed current draft of third party discovery requests; Call with Rebekah Raybuck re: inadequacy of Defendants' Initial disclosures and status of research on Constitutional claims; Reviewed draft letter to opposing counsel re: discovery requests.	1.50	550	825.00	
306	8/22/18	Lauren M. Goldsmith	Research for preparation materials and general research. Reading/responding to team emails.	0.25	430	107.50	Halved Hrs.
307	8/22/18	Rebekah T. Raybuck	Calls w/ Jessica Klein & Liz Cassady regarding next steps in case; finishing chart of deadlines in our case ; updating case tracker; research for [a legal issue Defendants raised in 26f report]; drafting email to clients re case status.	3.50	200	700.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
308	8/22/18	Alicia M. Roll	Draft interrogatories and subpoena for DHS	3.75	200	750.00	
309	8/23/18	Theodore Edelman	Revision of drafts of interrogatories to defendants and subpoena for documents to DHS and USCIS; e-mails re same with Jessica Klein, Elizabeth Cassady, Alicia Roll and Rebekah Raybuck; e-mails with Rebekah Raybuck re case deadlines; e-mails with Alicia Roll re revised drafts of interrogatories to defendants to subpoena rider to DHS; review of, and comment on, revised drafts of interrogatories to defendants to subpoena rider to DHS;	2.75	700	1,925.00	
310	8/23/18	Jessica Klein	Attn to status of discovery requests; Emailed Andrew and Elad Dvash-Banks re: status of case and scheduling a call for next week; Reviewed [research].	0.50	550	275.00	
311	8/23/18	Alexa M. Lawson-Remer	conferences and emails re: case status and deadlines; review court-ordered schedule re: same	0.38	480	180.00	Halved Hrs.
312	8/23/18	Lauren M. Goldsmith	Reading/responding to team emails.	0.13	430	53.75	Halved Hrs.
313	8/23/18	Rebekah T. Raybuck	sending out calendar invites for all of our deadlines; research on [a legal issue Defendants raised in 26f report]	3.75	200	750.00	
314	8/23/18	Alicia M. Roll	Draft and revise interrogatories and subpoena to DHS	3.00	200	600.00	
315	8/24/18	Theodore Edelman	E-mails between Elad Dvash-Banks and Jessica Klein re update and client discussion re next steps; e-mails re same with Jessica Klein and Elizabeth Cassady; e-mails with Rebekah Raybuck re case deadlines; revising drafts of interrogatories to defendants and subpoena rider to DHS; e-mails with Alicia Roll re same; e-mail from Elizabeth Cassady to Aaron Morris re drafts of interrogatories to defendants and subpoena rider to DHS; e-mails with Jessica Klein, Elizabeth Cassady, Alexa Lawson-Remer, Rebekah Raybuck and Alicia Roll re draft Rule 30(b)(6) deposition notice to defendants;	1.00	700	700.00	
316	8/24/18	Lauren M. Goldsmith	Reading/responding to team emails.	0.13	430	53.75	Halved Hrs.
317	8/24/18	Alicia M. Roll	Implementing changes in discovery documents	1.50	200	300.00	
318	8/24/18	Alicia M. Roll	Drafting 30(b)(6) Notice	2.00	200	400.00	
319	8/25/18	Rebekah T. Raybuck	research/writing on [a legal issue in preparation for status conference]	2.25	200	450.00	
320	8/27/18	Theodore Edelman	E-mails with S&C team re update re interrogatories; e-mails with Alicia Roll re revised drafts of interrogatories to defendants and subpoena to DHS; review and consideration of revised drafts of interrogatories to defendants and subpoena to DHS;	0.25	700	175.00	
321	8/27/18	Jessica Klein	Call with Alexa Lawson-Remer and Liz Cassady re: case status and strategy; Attn to reading and revising interrogatories and third party discovery requests; Reviewed and worked through the comments of Aaron Morris on same; Call with Aaron, Liz and Alicia Roll re; same.	4.75	550	2,612.50	
322	8/27/18	Alexa M. Lawson-Remer	conferences and emails re: case status and deadlines; review court-ordered schedule re: same; review and revise discovery	1.25	480	600.00	Halved Hrs.
323	8/27/18	Lauren M. Goldsmith	Reading/responding to team emails. Call with Rebekah Raybuck.	0.13	430	53.75	Halved Hrs.
324	8/27/18	Rebekah T. Raybuck	working on memo plus call w/ Lauren Goldsmith	4.50	200	900.00	
325	8/27/18	Alicia M. Roll	Call with Aaron Morris regarding content of discovery documents	0.50	200	100.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
326	8/27/18	Alicia M. Roll	Updating, discussing, and circulating discovery documents in preparation for filing	5.50	200	1,100.00	
327	8/27/18	Marybeth C. Nametz	Reviewed discovery and correspondence material in advance of filing and archived files for records.	0.25	100	25.00	
328	8/28/18	Theodore Edelman	E-mails from Vinita Andrapalyal re response to August 23, 2018 letter requesting amended initial disclosures from defendants; e-mail to S&C team re same; e-mail re same from Jessica Klein to S&C team; e-mails with Alicia Roll re finalization of interrogatories to defendants and subpoena to DHS;	0.25	700	175.00	
329	8/28/18	Jessica Klein	Attn to redline changes to interrogatories; Email exchange with Liz Cassady re: same; Worked on finalizing, proofing, and serving interrogatories and third party subpoena.	3.00	550	1,650.00	
330	8/28/18	Alexa M. Lawson-Remer	conferences and emails re: case status and deadlines; review, revise and finalize discovery	2.25	480	1,080.00	
331	8/28/18	Lauren M. Goldsmith	Reading/responding to team emails.	0.25	430	107.50	Halved Hrs.
332	8/28/18	Rebekah T. Raybuck	working on research memo - APA/constitutional claims	1.00	200	200.00	
333	8/28/18	Rebekah T. Raybuck	[analyzed] deadline to file MSJ; updating calendar	1.00	200	200.00	
334	8/28/18	Alicia M. Roll	Finalizing updates and organizing service for Interrogatories, Notice of Subpoena, and Subpoena	5.25	200	1,050.00	
335	8/28/18	Marybeth C. Nametz	Assembled DHS Subpoena notice and First Set of Interrogatories. Revised files in response to attorney edits.	0.75	100	75.00	
336	8/29/18	Theodore Edelman	E-mails with Jessica Klein re update and next steps; e-mails with S&C team re response to e-mail from Vinita Andrapallyal refusing to amend initial disclosures; e-mail from Jessica Klein re service of subpoena on DHS; e-mail from Rebekah Raybuck re updated case schedule;	0.25	700	175.00	
337	8/29/18	Jessica Klein	Reviewed case calendar; Prepared for client call; Participated in client call with team; Sent follow up materials to client; Call with Liz Cassady re: deficiency of of Defendants' initial disclosures; Attn to which facts Defendants concede; Commented on document re: same and reviewed Answer and Passport file for same; Reviewed first draft of 30(b)(6) topics.	4.25	550	2,337.50	
338	8/29/18	Alexa M. Lawson-Remer	conferences and emails re: case status, deadlines; communications with clients re: same	1.75	480	840.00	
339	8/29/18	Rebekah T. Raybuck	updating calendar of court-imposed deadlines; research on [legal issue re: Defendants' initial disclosures]	0.50	200	100.00	
340	8/29/18	Rebekah T. Raybuck	call w/ clients	1.00	200	200.00	
341	8/29/18	Alicia M. Roll	Call with team and client regarding case progress	1.00	200	200.00	
342	8/29/18	Alicia M. Roll	Updating 30(b)(6) Notice	1.75	200	350.00	
343	8/30/18	Jessica Klein	Reviewed defendants' initial disclosures and the email exchange with opposing counsel re: need for amendments to same; reviewed applicable federal rule and precedents; Email exchange with Ted Edelman re: same; calls with Lauren Goldsmith and Rebekah Raybuck re: same; Attn to 30(b)(6) deposition topics; Call with Alexa Lawson-Remer re: same; Attn to Alexa's comments; email exchange with Alicia Roll re: same and suggested proposed edits.	2.75	550	1,512.50	
344	8/30/18	Alexa M. Lawson-Remer	review and revise 30(b)(6) notice; emails and conferences re: same	0.75	480	360.00	
345	8/30/18	Lauren M. Goldsmith	Call with Jessica Klein about initial disclosures.	0.25	430	107.50	
346	8/30/18	Rebekah T. Raybuck	finishing up APA memo	3.50	200	700.00	
347	8/30/18	Alicia M. Roll	Implementing comments on 30(b)(6)	2.25	200	450.00	
348	8/31/18	Theodore Edelman	E-mails with Alicia Roll re draft Rule 30(b)(6) deposition notice to defendants; e-mail from Jessica Klein re same; review and revision of draft Rule 30(b)(6) deposition notice to defendants;	0.50	700	350.00	

Entry	Date	Timekeeper Name	Narrative # 4468	Hours	Rate	Amount	Notes
349	8/31/18	Jessica Klein	Reviewed and revised 30(b)(6) notice; Email exchanges with Alicia Roll re: same; [Analysis of legal issues re: Constitutional and APA claims]; Call with Rebekah Raybuck re: same.	3.50	550	1,925.00	
350	8/31/18	Alexa M. Lawson-Remer	review and revise 30(b)(6) notice; emails and conferences re: same	0.75	480	360.00	
351	8/31/18	Rebekah T. Raybuck	call w/ Jessica Klein about my memo	0.50	200	100.00	
352	8/31/18	Alicia M. Roll	Discuss and implement changes on 30(b)(6) notice	3.50	200	700.00	
353	8/31/18	Alicia M. Roll	Research regarding [30(b)(6) depositions]	1.50	200	300.00	
354	9/5/18	Alicia M. Roll	Update 30(b)(6)	0.50	200	100.00	
355	9/6/18	Jessica Klein	Reviewed and revised 30(b)(6); Email exchanges with Alicia Roll re: same; Attn to comments from Aaron Morris on same; Emailed opposing counsel re: scheduling a call.	2.00	550	1,100.00	
356	9/6/18	Alexa M. Lawson-Remer	review and revise 30(b)(6) notice; emails and conferences re: same	1.00	480	480.00	
357	9/6/18	Alicia M. Roll	Updating and circulating 30(b)(6), including discussions with colleagues	2.50	200	500.00	
358	9/6/18	Alicia M. Roll	Reading Blixt MTD, specifically looking for discovery ideas for Dvash-Banks	0.88	200	175.00	Halved Hrs.
359	9/7/18	Theodore Edelman	E-mails with Alicia Roll re revised draft of rider for Rule 30(b)(6) deposition of defendants; review of, and comment on, revised draft of rider for Rule 30(b)(6) deposition of defendants; e-mails with Alicia Roll re service of Rule 30(b)(6) deposition notice on defendants;	0.25	700	175.00	
360	9/7/18	Theodore Edelman	Telcon with Jessica Klein re update, open issues and next steps; e-mails with Jessica Klein re September 14, 2018 conference call re same;	0.13	700	87.50	Halved Hrs.
361	9/7/18	Jessica Klein	Reviewed and revised 30b6 topics; Proofread same; call with opposing counsel re: mediation and initial disclosures; prepared for same.	2.00	550	1,100.00	
362	9/7/18	Alexa M. Lawson-Remer	review and revise 30(b)(6) notice; emails and conferences re: same	0.75	480	360.00	
363	9/7/18	Rebekah T. Raybuck	Call w/ opposing counsel re initial disclosures & mediation	0.50	200	100.00	
364	9/7/18	Alicia M. Roll	Circulate, implement final edits, finalize, and serve 30(b)(6)	2.00	200	400.00	
365	9/7/18	Marybeth C. Nametz	Prepared case binder for attorney review. Archived additional pleadings for records.	0.25	100	25.00	
366	9/10/18	Marybeth C. Nametz	Archived discovery files for records.	0.25	100	25.00	
367	9/11/18	Jessica Klein	Attn to selection of a mediator; call with Philip Graham re: same; call with Aaron Morris re: same; call with Rebekah Raybuck re: same; Meeting with paralegal Marybeth Naymeth re: providing brief bios of three identified potential mediators; Drafted summary re: mediation.	0.75	550	412.50	
368	9/11/18	Marybeth C. Nametz	Discussed mediator research project with J. Klein.	0.25	100	25.00	
369	9/12/18	Jessica Klein	Drafted detailed agenda and suggestions for team call re: fact witnesses, experts, mediators, initial disclosures and other open items; conducted research for same; communicated with Rebekah Raybuck re: same.	2.25	550	1,237.50	
370	9/12/18	Marybeth C. Nametz	Performed background research on potential Dvash-Banks mediators and drafted summary for attorney review.	1.25	100	125.00	
371	9/13/18	Theodore Edelman	E-mail from Lisa Marcus re CIS's responses and objections to subpoena; initial review and consideration of CIS' responses and objections to subpoena; e-mails with Jessica Klein re same; e-mails with Alexa Lawson-Remer re telcon with defendants' counsel re requested extension to serve responses and objections to plaintiff's document requests;	0.50	700	350.00	
372	9/13/18	Jessica Klein	Attn to depositions needed, objections received to third party discovery, assigning various tasks to team members; call with opposing counsel (and Alexa Lawson Remer) re: their upcoming production and request for an extension; Email exchange re: same; Attn to potential mediators and discussed same with Aaron Morris.	1.75	550	962.50	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
373	9/13/18	Alexa M. Lawson-Remer	Conference with government re: State Dept responses to requests for production; conferences re: DHS subpoena; review same and correspondence on same; conferences with Klein re: litigation strategy	1.75	480	840.00	
374	9/13/18	Rebekah T. Raybuck	preparing for call w/ Ted - putting together summary of research regarding initial disclosures	2.25	200	450.00	
375	9/13/18	Alicia M. Roll	DHS Rule 45 Objection Letter responses	3.50	200	700.00	
376	9/13/18	Marybeth C. Nametz	Updated mediator summary for attorney review.	0.25	100	25.00	
377	9/14/18	Theodore Edelman	E-mails with Alexa Lawson-Remer re e-mail from Lisa Marcus re confirmation of extension until September 18, 2018 of deadline for defendants' responses and objections to plaintiffs' document requests; e-mails with Rebekah Raybuck re same;	0.25	700	175.00	
378	9/14/18	Theodore Edelman	E-mail from Jessica Klein re agenda for team conference call; review and consideration of agenda re team conference call; participation in team conference call re update, open issues and next steps (1.0);	0.50	700	350.00	Halved Hrs.
379	9/14/18	Jessica Klein	Prepared for, participated in and followed up on team call re: depositions needed, mediation, expert discovery and other subjects; Emailed opposing counsel re; mediator selection; Attn to dividing tasks among team; [Attn to potential expert issues].	2.25	550	1,237.50	
380	9/14/18	Alexa M. Lawson-Remer	Case team conference; review agenda for same	1.25	480	600.00	
381	9/14/18	Rebekah T. Raybuck	Call w/ the entire Dvash-Banks team on case status	0.63	200	125.00	Halved Hrs.
382	9/14/18	Alicia M. Roll	Team call discussing next steps	1.00	200	200.00	
383	9/14/18	Alicia M. Roll	Research regarding deposition [issues]	6.00	200	1,200.00	
384	9/14/18	Alicia M. Roll	Research [privilege issues]	2.00	200	400.00	
385	9/14/18	Marybeth C. Nametz	Assembled APA case binder for attorney review.	0.75	100	75.00	
386	9/16/18	Alexa M. Lawson-Remer	Emails and conferences Roll re: depositions; research for same; review and revise deposition notices	0.75	480	360.00	
387	9/17/18	Jessica Klein	Drafted status update email to Ted Edelman; Checked in with Lauren, Alicia and Alexis on progress of legal research, drafting and preparing for meet and confer.	0.63	550	343.75	Halved Hrs.
388	9/17/18	Alexa M. Lawson-Remer	Emails and conferences Roll re: depositions; research for same; review and revise deposition notices	1.00	480	480.00	
389	9/17/18	Alicia M. Roll	Researching and drafting depositions notices and methods of service, circulate to team, implement revisions	8.75	200	1,750.00	
390	9/17/18	Marybeth C. Nametz	Archived discovery documents for records. Reviewed DOJ initial disclosures to identify potential deponents.	0.50	100	50.00	
391	9/18/18	Alexa M. Lawson-Remer	Emails and conferences Roll re: depositions and meet and confer for Rule 45 subpoena; research for same; review and revise deposition notices	1.25	480	600.00	
392	9/18/18	Alicia M. Roll	Research ensuring have complied with all relevant rules in preparation for motion to compel	3.00	200	600.00	
393	9/18/18	Alicia M. Roll	Draft Local Rule 37-1 letter responding to opposing counsel's objections to our DHS subpoena	8.00	200	1,600.00	



Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
394	9/19/18	Theodore Edelman	E-mail from Lisa Marcus re defendants' responses and objections to plaintiffs' document requests; review and consideration of defendants' responses and objections to plaintiffs' document requests; e-mails re same with Jessica Klein, Alicia Roll and Alexa Lawson-Remer re same; e-mails with Alicia Roll re drafts of letter to defendants' counsel re issues for meet-and-confer re subpoena to DHS; review of, and comment on, drafts of letter to defendants' counsel re issues for meet-and-confer re subpoena to DHS; e-mails with Alicia Roll re same; e-mails with Alexa Lawson-Remer re same;	2.00	700	1,400.00	
395	9/19/18	Jessica Klein	Read objections to third party subpoena; Read and reviewed draft letter in response to same; Email exchanges with Ted Edelman re: case status and scheduling.	2.00	550	1,100.00	
396	9/19/18	Alexa M. Lawson-Remer	Emails and conferences Roll re: depositions and meet and confer for Rule 45 subpoena; research for same; review and revise deposition notices	1.50	480	720.00	
397	9/19/18	Alicia M. Roll	Follow up research and updates pursuant to team comments on Rule 37-1 letter, specifically including research on [privilege issues]	9.00	200	1,800.00	
398	9/20/18	Theodore Edelman	E-mails with Jessica Klein, Alexa Lawson-Remer and Alicia Roll re revised drafts of meet-and-confer letter to counsel for DHS re subpoena; review of, and comment on, revised drafts of meet-and-confer letter to counsel for DHS re subpoena; e-mail from Alicia Roll to Lisa Marcus and Vinita Andrapalliyal re meet-and-confer letter to counsel re DHS subpoena;	0.25	700	175.00	
399	9/20/18	Jessica Klein	Meet and confer with opposing counsel re: DHS subpoena.	1.25	550	687.50	
400	9/20/18	Alexa M. Lawson-Remer	Meet and confer with DHS re: Rule 45 subpoena; emails re: correspondence for same; review correspondence for same; plan and prepare for meet and confer	2.25	480	1,080.00	
401	9/20/18	Alicia M. Roll	Research [on privilege issues]	2.00	200	400.00	
402	9/20/18	Alicia M. Roll	Prep for meet and confer call; compiling notes and following up with team members after call	2.00	200	400.00	
403	9/20/18	Alicia M. Roll	Finalize and send Rule 37-1 letter	1.00	200	200.00	
404	9/20/18	Alicia M. Roll	Draft email to partner Ted Edelman summarizing call	0.75	200	150.00	
405	9/20/18	Alicia M. Roll	Meet and Confer call regarding DHS subpoena	1.25	200	250.00	
406	9/20/18	Marybeth C. Nametz	Reviewed objections letter against language in DHS subpoena. Archived discovery correspondence and documents for records. Organized and updated document management system.	1.25	100	125.00	
407	9/21/18	Alexa M. Lawson-Remer	Emails re: summary of meet and confer	0.25	480	120.00	
408	9/21/18	Alicia M. Roll	Finalize email to Ted Edelman regarding contents of meet and confer call	0.50	200	100.00	
409	9/22/18	Theodore Edelman	E-mails with Alicia Roll re report on September 21, 2018 meet-and-confer with DOJ re subpoena to DHS;	0.25	700	175.00	
410	9/23/18	Alexa M. Lawson-Remer	Research re: deliberative process	0.50	480	240.00	
411	9/24/18	Theodore Edelman	E-mails with Jessica Klein, Alexa Lawson-Remer and Alicia Roll re update and next steps; e-mails with Alicia Roll re draft e-mail to defendants' counsel re deponents;	0.25	700	175.00	
412	9/24/18	Alexa M. Lawson-Remer	Emails re: discovery	0.75	480	360.00	
413	9/24/18	Alicia M. Roll	Update on discovery status and preparation for meet and confer on 9/25	3.00	200	600.00	
414	9/25/18	Jessica Klein	Prepared for and participated in meet and confer call with opposing counsel.	1.00	550	550.00	
415	9/25/18	Alexa M. Lawson-Remer	Emails re: discovery; meet and confer with DHS; review and revise meet and confer letter on RFPs	1.75	480	840.00	
416	9/25/18	Alicia M. Roll	Draft meet and confer letter responding to Defendants' objections to our RFP	7.50	200	1,500.00	
417	9/25/18	Alicia M. Roll	Meet and confer call, including preparation and follow up	2.50	200	500.00	
418	9/26/18	Theodore Edelman	E-mails with S&C team re update, deadlines and next steps;	0.25	700	175.00	
419	9/26/18	Alexa M. Lawson-Remer	Emails re: discovery; review and revise meet and confer letter on RFPs	1.25	480	600.00	

Entry	Date	Timekeeper Name	Narrative #:4471	Hours	Rate	Amount	Notes
420	9/26/18	Alicia M. Roll	Revise meet and confer letter	2.25	200	450.00	
421	9/26/18	Marybeth C. Nametz	Pulled case opinions for attorney review.	0.13	100	12.50	Halved Hrs.
422	9/27/18	Theodore Edelman	E-mails with Alicia Roll re draft meet-and-confer letter re defendants' responses to plaintiffs' document requests; review and revision of draft meet-and-confer letter re defendants' responses to plaintiffs' document requests; e-mail from Vintia Andrapalliyal re drafts of stipulation and proposed order re privilege protection; review and consideration of drafts of stipulation and proposed order re privilege protection; e-mail from Jessica Klein re e-mail from Lisa Marcus re same, proposed mediators, scope of subpoena to DHS and request for extension until October 1, 2018 for responses to plaintiffs' interrogatories; e-mails with Alexa Lawson-Remer re proposed response to Lisa Marcus; e-mail from Jessica Klein re her telcon with defendants' counsel re same; e-mail from Jessica Klein re her telcon with defendants' counsel re proposed privilege claw-back order; e-mail from Alex Lawson-Remer to Vinita Andrapaliyal and Lisa Marcus re consent to extend deadline for defendants' responses to interrogatories to October 1, 2018; e-mail from Lisa Marcus re same; e-mail from Vinita Andrapalliyal re proposed mediators; e-mails re same with Jessica Klein, Alexa Lawson-Remer and Alicia Roll;	2.25	700	1,575.00	
423	9/27/18	Jessica Klein	Call with Alexa Lawson-Remer re: status and opposing counsel's request for an extension for their responses to interrogatories; revised inadvertant production stipulation and proposed order from opposing counsel; Attn to obtaining precedents for same; Call with opposing counsel re: deadlines and production status.	2.00	550	1,100.00	
424	9/27/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery	0.50	480	240.00	
425	9/27/18	Marybeth C. Nametz	Pulled as-filed discovery order for attorney review.	0.25	100	25.00	
426	9/28/18	Theodore Edelman	E-mails with Jessica Klein re DOJ's mediator proposals; e-mails with Jessica Klein re drafts of claw-back stipulation and proposed order from DOJ;	0.25	700	175.00	
427	9/28/18	Jessica Klein	Checked in with clients; Attn to clawback agreement proposed by opposing counsel and call with Matt Schwartz re: same.	0.75	550	412.50	
428	9/29/18	Alexa M. Lawson-Remer	Emails re: discovery; review and revise meet and confer letter on RFPs	0.75	480	360.00	
429	9/30/18	Theodore Edelman	E-mails with Alexa Lawson-Remer re revised drafts of letter to defendants' counsel re meet-and-confer re defendants' responses and objections to document requests; review of, and comment on, revised drafts of letter to defendants' counsel re meet-and-confer re defendants' responses and objections to document requests;	0.50	700	350.00	
430	9/30/18	Alexa M. Lawson-Remer	Revise discovery letter and emails for same	0.75	480	360.00	
431	10/1/18	Theodore Edelman	E-mails with Jessica Klein re telcon with Lisa Marcus re request for extension of deadline for responses to interrogatories; e-mail re same from Jessica Klein to Lisa Marcus; e-mails with Jessica Klein re comments on draft stipulation and proposed order re claw-back of produced privileged documents; review of, and comment on, drafts stipulation and proposed order re claw-back of produced privileged documents; e-mail from Jessica Klein to defendants' counsel re comments on drafts of stipulation and proposed order re claw-back of produced privileged documents; e-mails with Alexa Lawson-Remer re revisions to drafts of meet-and-confer letter to defendants' counsel re responses to plaintiff's document requests; review of and comment on, revisions to drafts of meet-and-confer letter to defendants' counsel re responses to plaintiff's document requests;	1.00	700	700.00	

Entry	Date	Timekeeper Name	Narrative # 4472	Hours	Rate	Amount	Notes
432	10/1/18	Theodore Edelman	E-mails and telcon with Jessica Klein re update, open issues and next steps;	0.25	700	175.00	Halved Hrs.
433	10/1/18	Jessica Klein	Attn to potential mediator; Attn to discovery; Attn to clawback agreement; Call with Ted Edelman re: same; Send revised order and stipulation re: inadvertent production back to opposing counsel; Call with opposing counsel Lisa Marcus re: deadlines and email exchange re: extension requested by Defendants for interrogatory responses; Reviewed Ted Edelman's edits to letter re: objections to document requests; Read through current version of letter and sent Alexa L-R comments on same.	3.50	550	1,925.00	
434	10/1/18	Alexa M. Lawson-Remer	Revise discovery letter and emails and conferences for same	0.75	480	360.00	
435	10/2/18	Theodore Edelman	E-mail from Alexa Lawson-Remer to defendants' counsel re letter re meet-and-confer re defendants' responses and objections to plaintiffs' document requests; e-mail from Lisa Marcus re request for additional extension of deadline for defendants' interrogatory responses; e-mails re same with Jessica Klein;	0.25	700	175.00	
436	10/2/18	Alexa M. Lawson-Remer	Revise and finalize discovery letter and out; emails and conferences for same	0.75	480	360.00	
437	10/2/18	Marybeth C. Nametz	Researched background on potential mediators in advance of conference.	0.75	100	75.00	
438	10/3/18	Theodore Edelman	E-mails with Jessica Klein re proposed response to e-mail from defendants' counsel requesting further extension of deadline for responses to interrogatories; e-mails with Alexa Lawson-Remer re same; e-mail re same to Lisa Marcus; e-mails with Jessica Klein re research re potential mediator (Kathy Marks);	0.25	700	175.00	
439	10/3/18	Jessica Klein	Email exchanges re: mediator and background of same; Email exchanges re: extension requested by opposing counsel and status of depositions.	0.75	550	412.50	
440	10/3/18	Rebekah T. Raybuck	Research [for Rule] 30(b)(6) [depositions]	1.50	200	300.00	
441	10/4/18	Theodore Edelman	E-mails with Jessica Klein re proposed telcon with mediator candidate (Kathy Marks) and draft e-mail to defendants' counsel re same; e-mail re same from Jessica Klein to Vinita Andrapalliyal; e-mail from Jessica Klein re her e-mail to Lisa Marcus and Vinita Andrapalliyal re: [potential document custodians]; e-mails with Rebekah Raybuck re defendants' failures to provide discovery responses; e-mails with Alexa Lawson-Remer re same; e-mail from Jessica Klein re same; e-mail re same from Alexa Lason-Remer to defendants' counsel;	0.25	700	175.00	
442	10/4/18	Jessica Klein	Attn to mediator; Attn to discovery status; Call with Goldsmith, Lawson-Remer and Raybuck re: same.	1.25	550	687.50	
443	10/4/18	Alexa M. Lawson-Remer	Revise and finalize discovery email and out; emails and conferences for same; conference with Klein, Raybuck, Goldsmith re: case status; research local rules	1.25	480	600.00	
444	10/4/18	Lauren M. Goldsmith	Team call about discovery.	0.63	430	268.75	Halved Hrs.
445	10/4/18	Rebekah T. Raybuck	drafting emails for Alexa to send to Defendants' counsel	0.75	200	150.00	
446	10/4/18	Rebekah T. Raybuck	general catch-up/status call with the team	0.63	200	125.00	Halved Hrs.
447	10/5/18	Theodore Edelman	E-mails with Jessica Klein re update re discovery issues; e-mail from Lisa Marcus re defendants' responses and objections to plaintiff's interrogatories; e-mails with Jessica Klein re same;	0.25	700	175.00	
448	10/5/18	Alexa M. Lawson-Remer	Emails and conferences re: case status; review court rules	0.75	480	360.00	

Entry	Date	Timekeeper Name	Narrative #:4473	Hours	Rate	Amount	Notes
449	10/5/18	Lauren M. Goldsmith	Reviewing [re: possible motions].	0.25	430	107.50	Halved Hrs.
450	10/5/18	Rebekah T. Raybuck	emailing [research librarian] [re: expert discovery issues] & then briefly reviewing her findings	0.25	200	50.00	
451	10/5/18	Rebekah T. Raybuck	research on [issues for possible motions], call w/ Lauren to discuss, brief call w/ Alexa to discuss, putting together synopsis [of same for team]	2.25	200	450.00	
452	10/5/18	Rebekah T. Raybuck	research [relating to defendants' discovery responses]; starting to put together summary of research	2.50	200	500.00	
453	10/5/18	Marybeth C. Nametz	Archived correspondence with DOJ for records.	0.13	100	12.50	Halved Hrs.
454	10/6/18	Theodore Edelman	Review and consideration of defendants' responses and objections to plaintiffs' interrogatories;	0.50	700	350.00	
455	10/8/18	Theodore Edelman	E-mails with Jessica Klein re issues for discussion with Kathy Marks re potential selection as mediator; participation in conference call with Kathy Marks, Jessica Klein and Alexa Lawson-Remver re same (0.50); e-mails re same with Jessica Klein; e-mail from Alexa Lawson-Remer to Vinita Andrapalliyal and Lisa Marcus re update re document production by defendants;	0.75	700	525.00	
456	10/8/18	Jessica Klein	Reviewed background on mediator and call with potential mediator Kathy Marks; prepared talking points for same; Emailed opposing counsel re: same and dates for mediation; Attn to case status and reviewed draft email to opposing counsel re: deadlines for DHS response.	1.75	550	962.50	
457	10/8/18	Alexa M. Lawson-Remer	Conference with mediator; emails and conferences re: same; review interrogatory responses	1.25	480	600.00	
458	10/8/18	Rebekah T. Raybuck	reading through interrogatory responses, drafting email to Alexa/Jessica w/ my overarching comments	0.75	200	150.00	
459	10/8/18	Rebekah T. Raybuck	Call w/ Kathy Marks (potential mediator)	0.75	200	150.00	
460	10/8/18	Rebekah T. Raybuck	updating tracker	0.50	200	100.00	Halved Hrs.
461	10/9/18	Theodore Edelman	E-mails with Jessica Klein, Alexa Lawson-Remer and Rebekah Raybuck re proposed meet-and-confer with defendants' counsel re document production;	0.25	700	175.00	
462	10/9/18	Jessica Klein	Email exchange and call with opposing counsel re: mediation.	0.50	550	275.00	
463	10/9/18	Alexa M. Lawson-Remer	review interrogatory responses; emails and conferences re: same	0.50	480	240.00	
464	10/9/18	Rebekah T. Raybuck	working on interrogatory response letter (including research on various objections raised, etc.)	5.00	200	1,000.00	
465	10/9/18	Rebekah T. Raybuck	researching rules re bringing motions to compel in C.D. Cal	2.00	200	400.00	
466	10/10/18	Alexa M. Lawson-Remer	emails and conferences re: discovery	0.50	480	240.00	
467	10/10/18	Rebekah T. Raybuck	continuing to work on interrogatories response letter	6.25	200	1,250.00	
468	10/11/18	Rebekah T. Raybuck	finishing draft of rogs response letter; finished research on [relating to defendants' discovery responses and drafted email re: same to] Alexa Lawson-Remer.	3.25	200	650.00	
469	10/12/18	Theodore Edelman	E-mail from Lisa Marcus re defendants' objections to Rule 30(b)(6) notice; review and consideration of defendants' objections to Rule 30(b)(6) notice; e-mail from Lisa Marcus re proposed deposition of Carlos Hernandez; e-mails with Jessica Klein and Alexa Lawson-Remer re same;	0.25	700	175.00	
470	10/12/18	Jessica Klein	Internal team call re: discovery and other open items.	0.75	550	412.50	
471	10/12/18	Alexa M. Lawson-Remer	conference re: case status	0.75	480	360.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
472	10/12/18	Rebekah T. Raybuck	put together agenda for call & then had team call re case status	0.38	200	75.00	Halved Hrs.
473	10/14/18	Rebekah T. Raybuck	Drafting letters to defendants re 3rd party subpoena & RFPs.	0.50	200	100.00	
474	10/15/18	Theodore Edelman	E-mails with Lauren Goldsmith re potential experts; e-mails with Rebekah Raybuck re October 18, 2018 team conference call re update, open issues and next steps;	0.25	700	175.00	
475	10/15/18	Jessica Klein	Reviewed letter to State Dept re: discovery and letter to DHS re: discovery; Emailed comments re: same to Rebekah Raybuck.	0.50	550	275.00	
476	10/15/18	Alexa M. Lawson-Remer	review interrogatory responses; emails and conferences re: same; revise discovery letters	0.75	480	360.00	
477	10/15/18	Lauren M. Goldsmith	Drafting email about consulting with former professor about experts. Responding to follow up emails about experts. Drafting email to professor.	0.25	430	107.50	Halved Hrs.
478	10/15/18	Rebekah T. Raybuck	Revising letters re subpoena & RFPs	0.50	200	100.00	
479	10/16/18	Theodore Edelman	E-mails with Rebekah Raybuck re drafts of letters to Lisa Marcus re proposed motions to compel responses to document requests to defendants and subpoena to DHS; review and revision of drafts of letters to Lisa Marcus re proposed motions to compel responses to document requests to defendants and subpoena to DHS; e-mails with Jessica Klein re same; e-mails re same with Alexa Lawson-Remer; e-mails re same between Jessica Klein and Alexa Lawson-Remer; e-mail re same from Jessica Klein to defendants' counsel;	0.50	700	350.00	
480	10/16/18	Jessica Klein	Reviewed and checked draft discovery letters.	0.50	550	275.00	
481	10/16/18	Rebekah T. Raybuck	finalizing letters re subpoena/RFPs	0.50	200	100.00	
482	10/17/18	Theodore Edelman	E-mails between Vinita Andrapalliyal and Alexa Lawson-Remer re response to letters re proposed motions to compel document production from defendants; e-mail from Rebekah Raybuck re agenda for October 18, 2018 team call re update, open issues and next steps;	0.25	700	175.00	
483	10/17/18	Alexa M. Lawson-Remer	conference with [potential expert and] Goldsmith re: experts; emails and conferences re: discovery	1.25	480	600.00	
484	10/17/18	Lauren M. Goldsmith	Reading Dvash-Banks complaint for call with consultant about experts. Call with law professor/consultant.	0.50	430	215.00	Halved Hrs.
485	10/18/18	Theodore Edelman	E-mail from Lisa Marcus re request for document production from defendants (need for entry of protective order); e-mails with Rebekah Raybuck re report on meet-and-confer with defendants' counsel re discovery issues; e-mails with Alexa Lawson-Remer re same;	0.25	700	175.00	
486	10/18/18	Theodore Edelman	Participation in team conference/conference call re update, open issues and next steps;	0.50	700	350.00	Halved Hrs.
487	10/18/18	Jessica Klein	Internal team call re: status of discovery disputes, mediation, and potential experts; call with opposing counsel -- meet and confer.	2.00	550	1,100.00	
488	10/18/18	Alexa M. Lawson-Remer	review interrogatory responses; emails and conferences re: same; revise discovery letters; meet and confer with the government	2.50	480	1,200.00	
489	10/18/18	Lauren M. Goldsmith	Team meeting and follow up.	0.75	430	322.50	Halved Hrs.
490	10/18/18	Rebekah T. Raybuck	meet and confer call [and created summary of same including analysis] in advance of call, plus sending out update post-call	3.00	200	600.00	

Entry	Date	Timekeeper Name	Narrative # 4475	Hours	Rate	Amount	Notes
491	10/18/18	Rebekah T. Raybuck	call to discuss case status plus putting together some bullet points for Alexa to discuss on later M&C call	0.63	200	125.00	Halved Hrs.
492	10/18/18	Alicia M. Roll	Meet and Confer call	1.75	200	350.00	
493	10/18/18	Alicia M. Roll	Preparation and follow up from team call	0.75	200	150.00	
494	10/18/18	Alicia M. Roll	Team call	1.00	200	200.00	
495	10/18/18	Alicia M. Roll	Meet and Confer call follow up	0.50	200	100.00	
496	10/19/18	Theodore Edelman	E-mails with Alexa Lawson-Remer re update re discussions with defendants' counsel re discovery deadlines; e-mail from Jessica Klein re draft e-mail to defendants' counsel re same; e-mail re same from Alexa Lawson-Rember to Vinita Andrapaliyal and Lisa Marcus; e-mail from Lisa Marcus re same;	0.25	700	175.00	
497	10/19/18	Jessica Klein	Email exchanges with Team re: time line for Defendants to respond to interrogatories; Drafted email re: same; Attn to RFPs, Rgs and RFAs from opposing counsel; Email exchanges with co-counsel and client to schedule call to go through same.	1.00	550	550.00	
498	10/19/18	Alexa M. Lawson-Remer	review discovery responses and draft discovery correspondence; emails and conferences re: same	1.25	480	600.00	
499	10/19/18	Lauren M. Goldsmith	Drafting email to [potential] expert. Looking into admission to CD Cal/appearing in case. Call with Alexa about mediation statement.	0.88	430	376.25	Halved Hrs.
500	10/19/18	Rebekah T. Raybuck	updating tracker	0.38	200	75.00	Halved Hrs.
501	10/19/18	Rebekah T. Raybuck	putting together e-binder of discovery docs for Jessica	0.88	200	175.00	Halved Hrs.
502	10/19/18	Alicia M. Roll	Prepare deposition notices	0.75	200	150.00	
503	10/19/18	Alicia M. Roll	Review 30(b)(6) objections and draft responsive letter	5.00	200	1,000.00	
504	10/19/18	Marybeth C. Nametz	Assembled Dvash-Banks discovery documents and correspondence files into binder for attorney review.	0.75	100	75.00	
505	10/20/18	Theodore Edelman	E-mail from Lisa Marcus re defendants' discovery requests to plaintiffs; review and consideration of defendants' discovery requests to plaintiffs;	0.50	700	350.00	
506	10/22/18	Theodore Edelman	E-mails with Jessica Klein re issues re discovery requests from defendants;	0.25	700	175.00	
507	10/22/18	Jessica Klein	Prepared agenda for and led call with Andrew and Elad Dvash-Banks re: [legal] issues; discovery status and fact that defendants seek their depositions.	1.00	550	550.00	
508	10/22/18	Lauren M. Goldsmith	Reviewing precedent mediation statements and drafting mediation statement. Call with Jessica Klein about mediation statement.	1.13	430	483.75	Halved Hrs.
509	10/22/18	Rebekah T. Raybuck	[began review of] discovery requests	0.50	200	100.00	
510	10/22/18	Rebekah T. Raybuck	Call w/ clients to discuss case status/updates. call w/ Jessica. Also emails re: upcoming M&C.	1.25	200	250.00	
511	10/22/18	Alicia M. Roll	Drafting letter to Defendants regarding 30(b)(6) deposition	1.00	200	200.00	
512	10/22/18	Alicia M. Roll	Team call regarding status	1.00	200	200.00	
513	10/22/18	Alicia M. Roll	Drafting schedule for meet and confer call with Defendants	1.00	200	200.00	
514	10/22/18	Marybeth C. Nametz	Assembled binder of discovery files for attorney review.	0.50	100	50.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
515	10/23/18	Theodore Edelman	Telcon with Jessica Klein re discovery issues; [attn to] meet-and-confer with defendants' counsel re same; discussion with Jessica Klein re same; e-mail from Alexa Lawson-Remer to Vinita Andrapalliyal and Lisa Marcus re status of defendants' interrogatory responses;	0.75	700	525.00	
516	10/23/18	Jessica Klein	Reviewed and took notes on responses to RFPs to prepare motion to compel; Meet and confer call with opposing counsel; Discussion with Ted Edelman of follow up from same.	3.50	550	1,925.00	
517	10/23/18	Alexa M. Lawson-Remer	review discovery responses; emails and conferences re: same; plan and prepare for meet and confer; meet and confer with the government	1.75	480	840.00	
518	10/23/18	Lauren M. Goldsmith	Reading emails about Canadian law issue. Drafting mediation statement. Reviewing discovery requests. Meet and confer with defendants.	1.13	430	483.75	Halved Hrs.
519	10/23/18	Rebekah T. Raybuck	M&C call, plus additional related calls w/ Jessica Klein; internal emails after call re next steps/MTC, searching for precedents	2.00	200	400.00	
520	10/23/18	Rebekah T. Raybuck	continuing to review discovery requests	1.00	200	200.00	
521	10/23/18	Alicia M. Roll	Meet and confer call with Defendants	1.00	200	200.00	
522	10/23/18	Alicia M. Roll	Prep/follow up for meet and confer call	1.00	200	200.00	
523	10/23/18	Alicia M. Roll	Drafting deposition notices	0.75	200	150.00	
524	10/24/18	Theodore Edelman	E-mails with Alicia Roll re drafts of letter from Alexa Lawson-Remer to Vinita Andrapalliyal and Lisa Marcus re summary of October 23, 2018 meet-and-confer re subpoena to DHS; review and revision of drafts of letter from Alexa Lawson-Remer to Vinita Andrapalliyal and Lisa Marcus re summary of October 23, 2018 meet-and-confer re subpoena to DHS; e-mails with Alexa Lawson-Remer [and Jessica Klein] re same; e-mail from Alexa Lawson-Remer to Vinita Andrapalliyal and Lisa Marcus re letter summarizing October 23, 2018 meet-and-confer re subpoena to DHS e-mail from Alicia Roll re draft deposition subpoenas to defendants;	1.00	700	700.00	
525	10/24/18	Jessica Klein	Reviewed Defendants' requests; Call with Rebekah Raybuck re: developing responses to same and identifying open questions for clients for same; Call with Sam Greene, Daniel Loevensohn, and Lauren Goldsmith re: [legal question]; Call with Alexa Lawson-Remer, Rebekah Raybuck and Alicia Roll re: DHS subpoena and prioritization of various discovery issues and discussion of discovery status and strategies.	3.75	550	2,062.50	
526	10/24/18	Alexa M. Lawson-Remer	review discovery responses and draft discovery correspondence; emails and conferences re: same	2.25	480	1,080.00	
527	10/24/18	Lauren M. Goldsmith	Drafting follow up email to [potential expert]. Call with Jessica Klein. Call about Canadian law. Call about motion to compel.	0.63	430	268.75	Halved Hrs.
528	10/24/18	Rebekah T. Raybuck	updating meet & confer letter re rogs	2.00	200	400.00	
529	10/24/18	Rebekah T. Raybuck	Calls [re: legal issues concerning discovery responses], divvying up responsibilities for MTC; discussion w/ Alicia post-call	1.50	200	300.00	
530	10/24/18	Rebekah T. Raybuck	Calls w/ Jessica discussing discovery responses.	1.25	200	250.00	
531	10/24/18	Alicia M. Roll	Research regarding service of deposition notices	0.75	200	150.00	
532	10/24/18	Alicia M. Roll	Drafting and revising letter regarding Defendants' position on third party subpoena to DHS	2.50	200	500.00	
533	10/24/18	Alicia M. Roll	Team phone call regarding moving to compel	0.75	200	150.00	
534	10/24/18	Alicia M. Roll	Research regarding depositions and drafting deposition notices	3.00	200	600.00	
535	10/24/18	Alicia M. Roll	Prep for team phone call regarding moving to compel	1.25	200	250.00	
536	10/24/18	Marybeth C. Nametz	Archived discovery correspondence and files for records. Updated document filing system in response to additional attorney work product.	0.50	100	50.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
537	10/25/18	Theodore Edelman	E-mails with Jessica Klein re update re discovery issues; e-mails with Alicia Roll re October 30, 2018 team telcon re same; e-mail from Lisa Marcus re defendants' position re interrogatory responses; e-mail from Jessica Klein re October 26, 2018 telcon with Andrew and Elad re information for responses to defendants' document requests; e-mails with Alexa Lawson-Remer re drafts of deposition notices to defendants and cover e-mail; review and consideration of drafts of deposition notices to defendants and cover e-mail; telcon and e-mails with Jessica Klein re same; e-mails with Alicia Roll re same.	0.75	700	525.00	
538	10/25/18	Jessica Klein	Attn to status of discovery disputes and reviewed correspondence and documents concerning same; Attn to [issues re: discovery from DHS]; Reviewed version of letter re; same and comments from Ted Edelman on same; Attn to notices of deposition; Call with Ted Edelman re: strategy for depositions and status of discovery disputes; reviewed interrogatory responses to identify potential deponents and in order to work on letter required for meet and confer concerning interrogatory disputes; attn to developing arguments for motion to compel.	4.25	550	2,337.50	
539	10/25/18	Lauren M. Goldsmith	Call with Jessica Klein.	0.25	430	107.50	Halved Hrs.
540	10/25/18	Rebekah T. Raybuck	Meeting w/ client	0.75	200	150.00	
541	10/25/18	Alicia M. Roll	Andrew Dvash-Banks client meeting	0.75	200	150.00	
542	10/25/18	Alicia M. Roll	Confirming language with precedent for deposition notices	1.50	200	300.00	
543	10/25/18	Marybeth C. Nametz	Archived discovery correspondence for records.	0.13	100	12.50	Halved Hrs.
544	10/26/18	Theodore Edelman	E-mail from Alicia Roll to Vinita Andrapalliyal and Lisa Marcus re service of deposition notices; e-mails from Lisa Marcus re document productions from defendants and DHS;	0.25	700	175.00	
545	10/26/18	Jessica Klein	Worked on letter identifying all open issues with interrogatory responses; Consulted underlying rogs in order to prepare same; Call with Rebekah Raybuck re: approach to letter; Reviewed deposition notices and cover email for same; Call with Alicia Roll re: status of 30b6 dispute letter; Attn to finding precedent for motion to compel argument; Call with Andrew and Elad Dvash-Banks, Aaron Morris, Alexa L-R, Rebekah Raybuck and Lauren Goldsmith re: information responsive to Defendants' requests for production, interrogatories and RFAs and document collection efforts.	4.00	550	2,200.00	
546	10/26/18	Alexa M. Lawson-Remer	conference with clients re: discovery requests; follow up emails and conferences re: same; review and revise same	2.25	480	1,080.00	
547	10/26/18	Lauren M. Goldsmith	Call with Andrew and Elad about discovery requests.	0.63	430	268.75	Halved Hrs.
548	10/26/18	Rebekah T. Raybuck	M&C call plus prep for call.	2.25	200	450.00	
549	10/26/18	Rebekah T. Raybuck	calls w/ Jessica re rogs letter & turning edits to interrogatories letter	4.50	200	900.00	
550	10/26/18	Alicia M. Roll	Drafting letter regarding 30(b)(6) deposition, narrowing topics	4.50	200	900.00	
551	10/26/18	Alicia M. Roll	Coordinating with team regarding language on deposition notices and drafting two additional deposition notices and certificate of service	1.25	200	250.00	
552	10/26/18	Marybeth C. Nametz	Prepared notice of deposition materials in advance of service.	0.75	100	75.00	



Entry	Date	Timekeeper Name	Narrative # 4478	Hours	Rate	Amount	Notes
553	10/27/18	Theodore Edelman	E-mails with Rebekah Raybuck re drafts of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet and confer re defendants' interrogatory responses; review and revision of drafts of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet and confer re defendants' interrogatory responses; e-mails with Alexa Lawson-Remer re same;	1.00	700	700.00	
554	10/27/18	Jessica Klein	Worked on letter identifying all open issues with interrogatory responses; Consulted underlying rogs in order to prepare same; Reviewed prior comments of Alexa Lawson-Remer on draft letter; Reviewed history of correspondence with opposing counsel re; rog response extensions; Attn to small productions received from DHS and State; Email exchange with clients re: information responsive to Defendants' requests for production.	2.50	550	1,375.00	
555	10/27/18	Alexa M. Lawson-Remer	review and revise discovery correspondence; emails and conferences re: same	1.25	480	600.00	
556	10/27/18	Rebekah T. Raybuck	turning more edits on rogs letter & sending to Ted	0.75	200	150.00	
557	10/27/18	Alicia M. Roll	Revising 30(b)(6) letter to Defendants	2.75	200	550.00	
558	10/28/18	Theodore Edelman	E-mails with Rebekah Raybuck re revised draft of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet-and-confer re defendants' interrogatory responses; review and revision of draft of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet-and-confer re defendants' interrogatory responses;	0.25	700	175.00	
559	10/28/18	Jessica Klein	Revised letter identifying all open issues with interrogatory responses to reflect comments from Ted Edelman; Consulted underlying rogs in order to prepare same; Attn to getting team to review same; Worked with Rebekah Raybuck on finalizing letter and sending it out to opposing counsel; Reviewed and commented on 30b6 letter; read Alicia Roll's email re: same.	2.75	550	1,512.50	
560	10/28/18	Alexa M. Lawson-Remer	review and revise discovery correspondence; emails and conferences re: same	0.75	480	360.00	
561	10/28/18	Rebekah T. Raybuck	Getting rogs letter finalized & sent out.	1.50	200	300.00	
562	10/29/18	Jessica Klein	Reviewed [legal research] memo and provided comments to Sam Greene on same; Reviewed revised 30b6 letter and provided final comments to Alicia Roll on same; Emailed Aaron Morris as an FYI re: same; Emailed team re: scheduling and upcoming tasks; Reviewed tracker.	2.50	550	1,375.00	
563	10/29/18	Alexa M. Lawson-Remer	review and revise discovery correspondence; emails and conferences re: same	1.00	480	480.00	
564	10/29/18	Rebekah T. Raybuck	Starting [work] on motion to compel	1.50	200	300.00	
565	10/29/18	Alicia M. Roll	Revising 30(b)(6) letter	3.00	200	600.00	
566	10/29/18	Marybeth C. Nametz	Archived discovery correspondence and documents for records. Updated document management system in response to additional attorney work product.	0.75	100	75.00	

Entry	Date	Timekeeper Name	Narrative # 4479	Hours	Rate	Amount	Notes
567	10/30/18	Theodore Edelman	E-mails with Alicia Roll re drafts of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet-and-confer re Rule 30(b)(6) deposition notice; review and revision of drafts of letter from Alexa Lawson-Remer to defendants' counsel re issues for meet-and-confer re Rule 30(b)(6) deposition notice; e-mail from Jessica Klein re agenda for team call re discovery and other case issues; participation in team conference call re update, open issues and next steps (55 minutes); e-mails with Samuel Greene re memorandum re research re [legal issue]; review and consideration of memorandum re research re [same] issues; e-mail from Jessica Klein re comments from Immigration Equality re draft letter to defendants' counsel re objections to Rule 30(b)(6) deposition notice; e-mails with Alicia Roll re revised drafts of letter to defendants' counsel re issues for meet-and-confer re Rule 30(b)(6) deposition notice; review and consideration of revised drafts of letter to defendants' counsel re issues for meet-and-confer re Rule 30(b)(6) deposition notice; e-mails with Jessica Klein re her e-mail to Kathy Marks re request for pre-mediation conference; e-mail from Alicia Roll re letter from Alexa Lawson-Remer to defendants' counsel re objections to Rule 30(b)(6) deposition;	2.75	700	1,925.00	
568	10/30/18	Jessica Klein	Wrote agenda and participated in team call re: [discovery issues re: DHS] and other status items; Attn to updating tracker; Reviewed and revised 30b6 meet and confer letter and consulted underlying topics and objections for same.	3.50	550	1,925.00	
569	10/30/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery and motions to compel; conference with Goldsmith and [potential expert]; revise discovery letters and out	2.25	480	1,080.00	
570	10/30/18	Lauren M. Goldsmith	Call with Jessica Klein. Team call with Ted and team. Call with [potential] expert.	1.13	430	483.75	Halved Hrs.
571	10/30/18	Rebekah T. Raybuck	Working on motion to compel discovery.	3.75	200	750.00	
572	10/30/18	Rebekah T. Raybuck	Call w/ Jessica Klein, also call w/ the team regarding DHS subpoena.	1.25	200	250.00	
573	10/30/18	Alicia M. Roll	Team phone call regarding status of matter	1.00	200	200.00	
574	10/30/18	Alicia M. Roll	Revising 30(b)(6) letter	1.00	200	200.00	
575	10/30/18	Alicia M. Roll	Review of status of each topic in DHS subpoena in preparation for team call	1.50	200	300.00	
576	10/30/18	Alicia M. Roll	Drafting and revising letters to Defendants regarding 30(b)(6) (including finalizing and sending to Defendants), and regarding insufficient productions and failure to schedule depositions	4.75	200	950.00	
577	10/30/18	Marybeth C. Nametz	Reviewed meet and confer letter to confirm accuracy of quoted sections. Prepared hard copies of defendant's production files for attorney review in advance of call. Archived discovery documents for records.	0.75	100	75.00	
578	10/31/18	Theodore Edelman	E-mails with Alicia Roll re draft letter from Alexa Lawson-Remer to defendants' counsel re discovery disputes; e-mail from Jessica Klien re same; review and revision of draft letter from Alexa Lawson-Remer to defendants' counsel re discovery disputes; e-mails with Jessica Klein re same; e-mail from Alicia Roll to defendants' counsel re letter from Alexa Lawson-Remer to defendants' counsel re discovery disputes;	0.75	700	525.00	
579	10/31/18	Alexa M. Lawson-Remer	Emails and conferences re: mediation statement; revise discovery letters and out	1.50	480	720.00	
580	10/31/18	Lauren M. Goldsmith	Drafting mediation statement. Call with Jessica Klein. Research for mediation statement.	2.63	430	1,128.75	Halved Hrs.
581	10/31/18	Rebekah T. Raybuck	Working on motion to compel discovery.	7.75	200	1,550.00	

Entry	Date	Timekeeper Name	Narrative # 4480	Hours	Rate	Amount	Notes
582	10/31/18	Alicia M. Roll	Several rounds of revision of letter to Defendants regarding document production and depositions, finalizing and sending	4.00	200	800.00	
583	11/1/18	Theodore Edelman	E-mail between Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re proposed pre-mediation telcon with Kathy Marks; e-mails with Jessica Klein re same;	0.25	700	175.00	
584	11/1/18	Jessica Klein	Email exchange with opposing counsel re: mediation; Attn to same; Reviewed tracker; Attn to [legal questions]; Call with Daniel Loevensohn re: same; Received partial draft of motion to compel from Rebekah Raybuck and began review of same pages 1-10.	2.75	550	1,512.50	
585	11/1/18	Alexa M. Lawson-Remer	Emails and conferences re: mediation statement; revise mediation statement	3.50	480	1,680.00	
586	11/1/18	Lauren M. Goldsmith	Drafting mediation statement.	0.50	430	215.00	Halved Hrs.
587	11/1/18	Rebekah T. Raybuck	Working on motion to compel.	7.25	200	1,450.00	
588	11/1/18	Alicia M. Roll	Drafting introductory statement for motion to compel relating to depositions	1.00	200	200.00	
589	11/1/18	Marybeth C. Nametz	Reviewed complaint to identify [certain] references [requested by attorneys].	0.25	100	25.00	
590	11/2/18	Jessica Klein	Review draft motion to compe pages 1-18; Call with Rebekah Raybuck re: same; Left vmail for Ted Edelman re: same; Call with Alicia Roll re: drafting 30b6 section and status of requested meet and confers; Emailed mediator re: timing.	3.75	550	2,062.50	
591	11/2/18	Lauren M. Goldsmith	Drafting mediation statement. Calls with Alexa.	1.25	430	537.50	Halved Hrs.
592	11/2/18	Rebekah T. Raybuck	Working on motion to compel.	5.25	200	1,050.00	
593	11/2/18	Alicia M. Roll	Drafting introductory statement for motion to compel relating to depositions	0.50	200	100.00	
594	11/2/18	Marybeth C. Nametz	Revised interrogatory response section in response to motion to compel filing.	0.25	100	25.00	
595	11/3/18	Jessica Klein	Reviewed pages 19-60 of motion to compel; Provided Rebekah Raybuck with comments on same; Reviewed redline re: changes to first 18 pages already implemented.	2.00	550	1,100.00	
596	11/4/18	Rebekah T. Raybuck	Turning comments on document request portion of MTC from Jessica Klein.	1.50	200	300.00	
597	11/5/18	Jessica Klein	Reviewed revisions to Doc Requests portion of Motion to compel; Reviewed Draft of Interrogatories section of Motion to Compel; Call with Rebekah Raybuck re: same; Attn to need to meet and confer; Attn to status of mediation statement; Reviewed first half of same; call with Sam Greene re: status of his work on Ontario law.	4.50	550	2,475.00	
598	11/5/18	Alexa M. Lawson-Remer	Emails and conferences re: mediation statement; revise mediation statement	1.50	480	720.00	
599	11/5/18	Lauren M. Goldsmith	Reviewing motion to compel. Revising draft mediation statement.	1.38	430	591.25	Halved Hrs.
600	11/5/18	Rebekah T. Raybuck	Worked on motion to compel discovery.	6.50	200	1,300.00	
601	11/5/18	Rebekah T. Raybuck	Calls w/ Jessica Klein and Alexa Lawson-Remer.	0.75	200	150.00	
602	11/6/18	Theodore Edelman	E-mails with Jessica Klein re update re motion to compel and mediation statement; e-mails with Jessica Klein re telcon with Magistrate Judge's chambers re scheduling re motion to compel; e-mails with Alicia Roll re proposed approach re meet-and-confer demand re Rule 30(b)(6) deposition notice;	0.25	700	175.00	
603	11/6/18	Jessica Klein	Worked on motion to compel and mediation statement.	5.75	550	3,162.50	
604	11/6/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery; review and revise draft motion to compel; emails and conferences re: document collection	3.75	480	1,800.00	

Entry	Date	Timekeeper Name	Narrative # 4481	Hours	Rate	Amount	Notes
605	11/6/18	Lauren M. Goldsmith	Reviewing motion to compel. Call with Jessica Klein about mediation statement. Revising mediation statement. Call with team about motion to compel.	2.50	430	1,075.00	Halved Hrs.
606	11/6/18	Rebekah T. Raybuck	Working on motion to compel.	10.25	200	2,050.00	
607	11/6/18	Rebekah T. Raybuck	Call to discuss discovery in Dvash-Banks with the team, plus additional short calls w/ Jessica Klein, Alexa Lawson-Remer and Lauren Goldsmith.	1.00	200	200.00	
608	11/6/18	Alicia M. Roll	Drafting 30(b)(6) section for motion to compel	1.50	200	300.00	
609	11/6/18	Alicia M. Roll	Work on motion to compel	4.25	200	850.00	
610	11/6/18	Alicia M. Roll	Team call	0.75	200	150.00	
611	11/7/18	Theodore Edelman	E-mails with Rebekah Raybuck re drafts of motion to compel discovery from defendants; review and revision of draft motion to compel discovery from plaintiffs; e-mails with Alicia Roll re same; e-mail from Jessica Klein re e-mail from Vinita Andrapallyal re DOJ's inability to participate in pre-mediation conference call; e-mails re same among Jessica Klein, Kathy Marks and Vinita Andrapallyal; participation in pre-mediation conference call with Kathy Marks, Aaron Morris and Jessica Klein (0.50); e-mail from Kathy Marks to the parties re same and attaching confidentiality agreement; review and consideration of confidentiality agreement;	3.75	700	2,625.00	
612	11/7/18	Jessica Klein	Worked on revisions to motion to compel; Worked on mediation position; Email exchanges re: opposing counsel's efforts to cancel call with mediator; Call with mediator; Read follow up email from Mediator re: logistics and procedures; Call with Lauren Goldsmith re: deposition outlines; Call with Philip Graham re: mediator and mediation statement; call with Aaron Morris re: mediation and status of discovery motion and upcoming draft discovery responses.	5.75	550	3,162.50	
613	11/7/18	Alexa M. Lawson-Remer	Emails and conferences re: document collection	1.00	480	480.00	
614	11/7/18	Lauren M. Goldsmith	Reviewing motion to compel. Call with Jessica Klein about mediation statement. Preparing for mediation. Drafting deposition prep. shell document. Drafting portion of motion to compel. Call with Kathy Marks about mediation.	2.88	430	1,236.25	Halved Hrs.
615	11/7/18	Rebekah T. Raybuck	Turning Ted's comments on MTC.	6.50	200	1,300.00	
616	11/7/18	Rebekah T. Raybuck	Calls w/ Jessica Klein and Lauren Goldsmith.	0.50	200	100.00	
617	11/7/18	Alicia M. Roll	Reviewing materials sent to mediator and review motion to compel	2.00	200	400.00	
618	11/7/18	Alicia M. Roll	Work on motion to compel	6.00	200	1,200.00	
619	11/7/18	Marybeth C. Nametz	call with R. Raybuck to discuss motion to compel review task.	0.25	100	25.00	
620	11/8/18	Theodore Edelman	E-mails with Alicia Roll re revised draft of motion to compel discovery from defendants; review and revision of draft of motion to compel discovery from defendants; voice mail from Jessica Klein re same; telcon with Jessica Klein re same; e-mails re same with Rebekah Raybuck and Jessica Klein; e-mails with Alexa Lawson-Remer re same; e-mails from Lauren Goldsmith re same; e-mails between Philip Graham and Jessica Klein re comments on draft mediation statement; e-mails with Rebekah Raybuck re exhibits to motion to compel.	1.75	700	1,225.00	
621	11/8/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery; review and revise draft motion to compel; emails and conferences re: document collection	2.00	480	960.00	
622	11/8/18	Rebekah T. Raybuck	Working on MTC.	8.25	200	1,650.00	
623	11/8/18	Alicia M. Roll	Declaration to accompany motion to compel, including rounds of revisions and collecting documents	4.25	200	850.00	
624	11/8/18	Marybeth C. Nametz	Reviewed motion to compel draft in advance of filing.	2.75	100	275.00	

Entry	Date	Timekeeper Name	Narrative # 4482	Hours	Rate	Amount	Notes
625	11/9/18	Theodore Edelman	E-mails with Rebekah Raybuck re revised drafts of motion to compel discovery from defendants; review and revision of drafts of motion to compel discovery from defendants; e-mails between Philip Graham and Jessica Klein re revisions to draft mediation statement; e-mails with Lauren Goldsmith re draft mediation statement; review and revision of draft mediation statement; e-mails with Jessica Klein re same; e-mails with Jessica Klein re draft talking points for discussion with clients and co-counsel re mediation options; lengthy telcon with Jessica Klein re open issues, next steps, mediation strategy and all of the above; e-mails with Alicia Roll re drafts of declaration of Alexa Lawson-Remer re motion to compel discovery from defendants; review of, and comment on, drafts of declaration of Alexa Lawson-Remer re motion to compel discovery from defendants; e-mails from Rebekah Raybuck to Vinita Andrapaliyal and Lisa Marcus re joint stipulation re motion to compel discovery from defendants; e-mails between Philip Graham and Jessica Klein re revisions to draft mediation statement;	3.75	700	2,625.00	
626	11/9/18	Jessica Klein	Attn to mediation statement and looked at underlying case law; Further work on joint stipulation including proofreading, attn to hearing date; cite check results and other clean up; Call and email exchanges with Rebekah Raybuck re: same; Participated in document collection via phone.	3.00	550	1,650.00	
627	11/9/18	Jessica Klein	Worked on motion to compel.	4.00	550	2,200.00	
628	11/9/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery; conference with Elad Dvash-Banks re: document collection; finalize plaintiffs' portions of motion to compel and out	2.75	480	1,320.00	
629	11/9/18	Lauren M. Goldsmith	Finalizing motion to compel. Research on [legal issue]. Revising mediation statement.	1.88	430	806.25	Halved Hrs.
630	11/9/18	Rebekah T. Raybuck	Various calls w/ Jessica Klein & team getting MTC ready & final changes to MTC before sending to opposing counsel.	6.00	200	1,200.00	
631	11/9/18	Rebekah T. Raybuck	Document collection call.	1.50	200	300.00	
632	11/9/18	Alicia M. Roll	Finalizing motion to compel	6.00	200	1,200.00	
633	11/9/18	Marybeth C. Nametz	Reviewed motion to compel brief in advance of filing. Archived correspondence with client for records.	0.50	100	50.00	
634	11/10/18	Lauren M. Goldsmith	Reading/sending emails to team regarding mediation.	0.25	430	107.50	Halved Hrs.
635	11/12/18	Theodore Edelman	Revising drafts of mediation statement; e-mails re same with Lauren Goldsmith; e-mails with Jessica Klein re same; e-mails with Jessica Klein re:[document collection]; e-mails with Alicia Roll re same;	0.50	700	350.00	
636	11/12/18	Jessica Klein	Attn to status of mediation prep and arrangements and document collection; Worked on RFA responses; Email exchanges with Rebekah Raybuck re: same; Attn to status.	2.50	550	1,375.00	
637	11/12/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions	2.00	480	960.00	
638	11/12/18	Lauren M. Goldsmith	Revising mediation statement. Deposition outline. Team call. Research on [legal issue].	2.00	430	860.00	Halved Hrs.
639	11/12/18	Rebekah T. Raybuck	Team call to discuss Dvash-Banks.	0.75	200	150.00	
640	11/12/18	Rebekah T. Raybuck	Working on discovery responses.	5.25	200	1,050.00	
641	11/12/18	Alicia M. Roll	Preliminary [legal research regarding document production issues]	1.00	200	200.00	
642	11/12/18	Alicia M. Roll	Reviewing exhibits for any private information that might need redacting	0.75	200	150.00	

Entry	Date	Timekeeper Name	Narrative # 4483	Hours	Rate	Amount	Notes
643	11/12/18	Alicia M. Roll	Create, discuss, and revise search terms for document collection	5.50	200	1,100.00	
644	11/12/18	Alicia M. Roll	Team call	0.75	200	150.00	
645	11/12/18	Hayden M. Irwin	Scanned and organized various documents provided to us by the clients - birth certificates, email correspondence, etc.	3.00	100	300.00	
646	11/13/18	Theodore Edelman	E-mail from Jessica Klein to Andrew and Elad re draft mediation statement; e-mail from Elad Dvash-Banks re same; telcon with Jessica Klein re same, update, open issues and next steps; e-mail from Lisa Marcus re proposed deposition dates; e-mails and telcon with Jessica Klein re same; e-mail from Lisa Marcus re proposed meet-and-confer re motion to compel discovery; e-mails and telcon with Andrew, Elad, Aaron Morris and S&C team re mediation statement and settlement hypotheticals; e-mails and discussion with Jessica Klein re same; e-mails with Rebekah Raybuck re draft e-mail to Vinita Andrapalliyal and Lisa Marcus re proposed meet and confer re discovery issues and motion to compel; e-mails with Alicia Roll re drafts of letter from Alexa Lawson-Remer to defendants' counsel requesting confirmation of mediation schedule; review and consideration of drafts of letter from Alexa Lawson-Remer to defendants' counsel requesting confirmation of mediation schedule; e-mails with Jessica Klein re same; e-mail from Rebekah Raybuck to Vinita Andrapaliyal and Lisa Marcus responding to e-mail from Lisa Marcus re proposed meet-and-confer re motion to compel discovery; e-mail from Jessica Klein re comments from Andrew and Elad on draft mediation statement; review and consideration of comments from Andrew and Elad on draft mediation statement; e-mail from Alicia Roll to defendants' counsel re letter from Alexa Lawson-Remer requesting confirmation of participation in mediation;	1.75	700	1,225.00	
647	11/13/18	Jessica Klein	Read and reviewed draft RFA responses; Participated in document collection meeting by phone; Reviewed draft letter re: mediation; Worked on draft email to opposing counsel in response to their email seeking to negotiate motion to compel; Reviewed near-final draft of same; Attn to email from opposing counsel scheduling depositions; Call with Ted Edelman re: status of case and mediation statement and contract with mediator; Reviewed revisions to mediation statement; Reviewed draft confidential mediation statement; Call with Ted Edelman re: scheduling depositions, location, and who will take the lead; Call with S&C team, Aaron Morris, and Andrew and Elad Dvash-Banks re: strategy going into mediation	4.50	550	2,475.00	
648	11/13/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; meeting with Elad and Andrew Dvash-Banks re: same; conference re: mediation	6.00	480	2,880.00	
649	11/13/18	Lauren M. Goldsmith	Research on [legal] issue. Calls with Jessica Klein. Preparing depo. outline. Call with client about mediation. Revising mediation statement. Drafting confidential statement for mediator.	3.00	430	1,290.00	Halved Hrs.
650	11/13/18	Rebekah T. Raybuck	Working on discovery responses, call w/ clients, and other calls w/ Jessica Klein related to discovery responses. Also drafted email to Lisa Marcus regarding discovery/joint stip.	7.75	200	1,550.00	
651	11/13/18	Alicia M. Roll	Draft and revise letter regarding confirmation of upcoming mediation	1.50	200	300.00	
652	11/13/18	Alicia M. Roll	Getting database set up for document production	2.50	200	500.00	
653	11/13/18	Alicia M. Roll	Research regarding privacy protections in document productions	4.25	200	850.00	
654	11/13/18	Alicia M. Roll	Call with clients	0.75	200	150.00	
655	11/13/18	Hayden M. Irwin	Scanned more documents provided by the client including passports.	2.50	100	250.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
656	11/14/18	Theodore Edelman	E-mails with Lauren Goldsmith re draft confidential submission to mediator; review and revision of draft confidential submission to mediator; e-mails with Jessica Klein re update re discovery issues and proposed response to e-mail from Lisa Marcus re deposition scheduling; e-mails with Alicia Roll re drafts of e-mail to defendants' counsel re deposition scheduling; e-mail from Jessica Klein to Andrew and Elad re draft confidential submission to mediator; e-mails between Andrew and Jessica Klein re same; e-mail from Vinita Andrapallyal confirming DOJ's attendance at November 29, 2018 mediation; e-mail from Jessica Klein to Vinita Andrapaliyal and Lisa Marcus re deposition scheduling; e-mail from Rebekah Raybuck re draft responses to defendants' discovery requests;	1.00	700	700.00	
657	11/14/18	Jessica Klein	Call with Alexa Lawson Remer re: case status and plan for depositions and staffing and scheduling of same; Reviewed discovery responses; Attn to open issues; Email exchanges with Sam Greene re: [RFAs]; Call with Rebekah Raybuck re: same.	4.50	550	2,475.00	
658	11/14/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; review and revise responses and objections to discovery	3.00	480	1,440.00	
659	11/14/18	Lauren M. Goldsmith	Research [legal] issue. Calls with Jessica Klein. Preparing depo. outline. Revising mediation statement. Drafting confidential statement for mediator.	1.50	430	645.00	Halved Hrs.
660	11/14/18	Rebekah T. Raybuck	Working on discovery responses.	5.75	200	1,150.00	
661	11/14/18	Alicia M. Roll	Deposition notices	0.75	200	150.00	
662	11/14/18	Alicia M. Roll	Organization in relation to client's discovery collections	0.50	200	100.00	
663	11/14/18	Alicia M. Roll	Draft protective order	1.50	200	300.00	
664	11/14/18	Alicia M. Roll	Research regarding [privilege issues]	0.75	200	150.00	
665	11/15/18	Theodore Edelman	E-mails from Jessica Klein re draft e-mail to Vinita Andrapaliyal re proposed procedure for mediation; initial review of, and comment on, draft responses and objections to defendants' discovery requests; e-mails and telcon with Jessica Klein and Rebekah Raybuck re same; e-mails with Jessica Klein and Rebekah Raybuck re e-mails with Brendan Cullen re same; e-mail from Jessica Klein re e-mail from Rebekah Raybuck re research re [interrogatories]; e-mail from Alicia Roll to defendants' counsel re amended deposition notices for Larilyn Reffett and Margaret Ramsay;	3.50	700	2,450.00	
666	11/15/18	Jessica Klein	Read and reviewed draft discovery responses and compared to definitions and instructions in requests; Attn to deposition scheduling; Emailed clients re: status; Emailed co-counsel re: status and upcoming events; Drafted email to opposing counsel re: mediation; Lengthy call with Ted and Rebekah re: revisions needed to discovery responses; Attn to precedents; Calls with Lauren, Alicia and Alexa re: staffing plan for overnight revisions to responses; Attn to whether a request for an extension is needed.	4.25	550	2,337.50	
667	11/15/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions	2.00	480	960.00	
668	11/15/18	Lauren M. Goldsmith	Preparing depo. outline. Meeting with Jessica Klein about depo prep. Call with Jessica Klein and Alicia Roll. Drafting R&Os.	5.50	430	2,365.00	
669	11/15/18	Rebekah T. Raybuck	[Significant revisions to] discovery responses based on Ted's feedback. Included call of 1 hr 45 min with Ted plus add'l calls with Jessica Klein and Alexa Lawson Remer [re: implementation of Ted's comments in a new version].	11.25	200	2,250.00	
670	11/15/18	Alicia M. Roll	Research related to discovery responses	4.25	200	850.00	
671	11/15/18	Alicia M. Roll	Protective order	3.00	200	600.00	
672	11/15/18	Alicia M. Roll	Review documents for production	3.00	200	600.00	
673	11/15/18	Alicia M. Roll	Deposition notices	1.00	200	200.00	

Entry	Date	Timekeeper Name	Narrative # 4485	Hours	Rate	Amount	Notes
674	11/15/18	Marybeth C. Nametz	Reviewed amended 30(b)(6) deposition notices in advance of service.	0.50	100	50.00	
675	11/16/18	Theodore Edelman	E-mails with Jessica Klein re revised drafts of responses to defendants' discovery requests; review and revision of revised drafts of responses to defendants' discovery requests; e-mails with Jessica Klein re her telcon with Aaron Morris re same; e-mail from Jessica Klein to Andrew and Elad re draft responses and objections to defendants' discovery requests; e-mails with Alicia Roll re proposed document production by plaintiffs; review and consideration of documents selection for production in response to defendants' requests; e-mails with Alexa Lawson-Remer re same; e-mails with Rebekah Raybuck re proposed revisions to response to defendants' Request for Admission 16; e-mails with Alicia Roll re drafts of e-mail to Andrew and Elad re contents of upcoming document production to defendants; e-mail re same from Alicia Roll to Andrew and Elad; e-mail from Elad re same; e-mails between Elad and Rebekah Raybuck re comments on draft responses and objections to defendants' document requests; e-mail from Lisa Marcus re defendants' supplemental responses and objections to plaintiffs' interrogatories; e-mail from Lisa Marcus re deposition scheduling; e-mail from Vinita Andrapaliyal re letter re meet-and-confer topics re Rule 30(b)(6) deposition; review and consideration of letter from Vinita Andrapaliyal re meet-and-confer topics re Rule 30(b)(6) deposition; e-mails between Lisa Marcus and Rebekah Raybuck re status of defendants' portion of joint stipulation re motion to compel discovery;	5.50	700	3,850.00	
676	11/16/18	Jessica Klein	Worked on revisions to discovery responses; Proofed and reviewed same; Attn to open questions; Sent draft fo clients.	5.75	550	3,162.50	
677	11/16/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; emails and conferences re: joint statement	3.75	480	1,800.00	
678	11/16/18	Lauren M. Goldsmith	Preparing depo. outline. Call with Jessica Klein. Reviewing depo. precedents.	0.75	430	322.50	
679	11/16/18	Rebekah T. Raybuck	Working on discovery responses & joint stipulation research/ issues ([in response to] Lisa Marcus' email).	4.00	200	800.00	
680	11/16/18	Alicia M. Roll	Search for additional documents for production and coordinate with team	2.00	200	400.00	
681	11/16/18	Alicia M. Roll	Protective order	2.00	200	400.00	
682	11/16/18	Alicia M. Roll	Summarize research regarding privacy	1.00	200	200.00	
683	11/16/18	Alicia M. Roll	Coordinate document production, including draft of production letter	3.00	200	600.00	
684	11/16/18	Marybeth C. Nametz	Archived as-served 30(b)(6) deposition notices for records.	0.25	100	25.00	
685	11/17/18	Theodore Edelman	E-mails from Lisa Marcus re defendants' portion of joint stipulation re motion to compel discovery from defendants; review and consideration of defendants' portion of joint stipulation re motion to compel discovery from defendants; e-mails with S&C team re same; e-mail from Vinita Andrapaliyal re defendants' declarations and exhibits in support of defendants' portion of joint stipulation re motion to compel discovery from defendants; review and consideration of defendants' declarations and exhibits in support of defendants' portion of joint stipulation re motion to compel discovery from defendants; e-mails re same between Alexa Lawson-Remer and Rebekah Raybuck; e-mails with S&C team re same; telcon re same with Rebekah Reybuck and Alicia Roll;	4.25	700	2,975.00	
686	11/17/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; emails and conferences re: joint statement	3.25	480	1,560.00	
687	11/17/18	Lauren M. Goldsmith	Reading team emails about joint stipulation and call with Rebekah Raybuck about joint stipulation.	0.50	430	215.00	
688	11/17/18	Rebekah T. Raybuck	Working on joint stipulation. Includ[ing] call w/ Ted.	4.75	200	950.00	
689	11/17/18	Alicia M. Roll	Calls with team members regarding status of Defendants productions	0.75	200	150.00	



Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
690	11/17/18	Alicia M. Roll	Joint stipulation	2.25	200	450.00	
691	11/18/18	Theodore Edelman	Revision of draft joint stipulation re motion to compel discovery from defendants; e-mails re same with Alexa Lawson-Remer and Rebekah Raybuck; e-mails with Rebekah Raybuck re proposed meet and confer with defendants' counsel re discovery issues; e-mails with Rebekah Raybuck re revisions to draft responses and objections to defendants' discovery responses; e-mail from Alexa Lawson-Remer re same; e-mails with Rebekah Raybuck re draft e-mail to defendants' counsel re revised draft of joint stipulation re motion to compel discovery from defendants; e-mail from Rebekah Raybuck to defendants' counsel re revised draft of joint stipulation re motion to compel discovery from defendants.	2.00	700	1,400.00	
692	11/18/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; emails and conferences re: joint statement	1.75	480	840.00	
693	11/18/18	Rebekah T. Raybuck	Working on discovery responses, joint stipulation.	6.75	200	1,350.00	
694	11/18/18	Alicia M. Roll	Research regarding [interrogatory issues]	0.50	200	100.00	
695	11/18/18	Alicia M. Roll	Summarize status of each task for meet and confer	2.00	200	400.00	
696	11/18/18	Alicia M. Roll	Review discovery responses in light of productions	1.50	200	300.00	
697	11/18/18	Alicia M. Roll	Draft Notice of Motion to Compel	1.25	200	250.00	
698	11/19/18	Theodore Edelman	E-mails with Lauren Goldsmith re research [potential expert issue]; e-mails with Rebekah Raybuck re revised draft of responses and objections to defendants' discovery requests; review of, and comment on, revised draft of responses and objections to defendants' discovery requests; e-mails between Lisa Marcus and Rebekah Raybuck re finalization of joint stipulation re motion to compel discovery from defendants; e-mails with Rebekah Raybuck re same; e-mails with Alicia Roll re draft outline for November 20, 2018 meet-and-confer with defendants' counsel re discovery issues; e-mails with Jessica Klein, Alexa Lawson-Remer and Rebekah Raybuck re deposition scheduling issues; e-mails with Alicia Roll re drafts of letter to defendant's counsel re plaintiffs' initial production of documents; review of, and comment on, drafts of letter to defendant's counsel re plaintiffs' initial production of documents; e-mail from Alexa Lawson-Remer re same; e-mail from Vinita Andrapaliyal re revised draft of joint stipulation re motion to compel discovery from defendants; e-mails with Rebekah Raybuck re same; e-mails re same with Alexa Lawson-Remer; e-mails with Rebekah Raybuck re telcon with defendants' counsel re same; e-mails with Rebekha Raybuck re proposed meet-and-confer with defendants' counsel re discovery issues; attention to notice of appearance of Lisa Marcus; e-mail from Rebekha Raybuck to Vinita Andrapaliyal and Lisa Marcus re finalization and filing of joint stipulation re motion to compel discovery from defendants; e-mail from Rebekha Raybuck to defendants' counsel re service of plaintiffs' responses and objections to defendants' discovery requests; e-mails with Rebekah Raybuck and Alexa Lawson-Remer re filing of joint stipulation re motion to compel discovery from defendants; e-mails re same between Rebekha Raybuck to defendants' counsel; e-mail from Alicia Roll to defendants' counsel re letter re first production of documents by plaintiffs; attention to filed motion to compel discovery from defendants;	3.75	700	2,625.00	
699	11/19/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, document collection, and depositions; emails and conferences re: joint statement	1.25	480	600.00	
700	11/19/18	Lauren M. Goldsmith	Researching [potential expert] issue.	1.25	430	537.50	
701	11/19/18	Rebekah T. Raybuck	Working on discovery responses (finalizing & sending out) and getting joint stip filed.	6.25	200	1,250.00	
702	11/19/18	Alicia M. Roll	Waiting for Defendants confirmation to file Joint Stipulation	1.50	200	300.00	

Entry	Date	Timekeeper Name	Narrative # 4487	Hours	Rate	Amount	Notes
703	11/19/18	Alicia M. Roll	Implementing comments regarding status of discovery disputes for meet and confer	1.50	200	300.00	
704	11/19/18	Alicia M. Roll	Prepare production of documents	2.00	200	400.00	
705	11/19/18	Alicia M. Roll	Finalizing Joint Stipulation	6.00	200	1,200.00	
706	11/19/18	Marybeth C. Nametz	Reviewed Dvash-Banks discovery responses to confirm accuracy of document requests and citations.	2.00	100	200.00	
707	11/20/18	Theodore Edelman	E-mails between Vinita Andrapalliyal and Rebekah Raybuck re proposed meet-and-confer re discovery issues; e-mails with Alicia Roll re issues for meet-and-confer with defendants' counsel; e-mails and telcon with Alexa Lawson-Remer, Alicia Roll, Rebekha Raybuck and Lauren Goldsmith; e-mails between Rebekah Raybuck and Alexa Lawson-Remer re submission of chambers copies of motion to compel discovery from defendants; e-mails with Jessic Klein re proposed retention agreement with mediator; e-mails with Alexa Lawson-Remer, Rebekah Raybuck and Alicia Roll re report on meet-and-confer with defendants' counsel; e-mails between Vinita Andrapalliyal and Kathy Marks re status of defendants' mediation statement; e-mails with Lauren Goldsmith re draft mediation statement; review of, and comment on, draft mediation statement; e-mails from Alexa Lawson-Remer re same; e-mail from Jessica Klein re same.	1.50	700	1,050.00	
708	11/20/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery; meet and confer re: same	4.00	480	1,920.00	
709	11/20/18	Lauren M. Goldsmith	Team call about meet and confer. Meet and confer with Defendants. Revising mediator fee agmt. Revising draft letter memorializing meet and confer.	4.75	430	2,042.50	
710	11/20/18	Rebekah T. Raybuck	Meet and confer call, plus prep for call & also helping Alicia w/ letter following call memorializing the parties' positions.	4.50	200	900.00	
711	11/20/18	Alicia M. Roll	Letter memorializing call, including implementing edits from team members	4.50	200	900.00	
712	11/20/18	Alicia M. Roll	Coordinating with EDLS regarding documents to produce	1.00	200	200.00	
713	11/20/18	Alicia M. Roll	Update outline for meet and confer call based on team's notes	0.50	200	100.00	
714	11/20/18	Alicia M. Roll	Close read of Defendants' interrogatory responses	1.00	200	200.00	
715	11/20/18	Alicia M. Roll	Meet and confer call with opposing counsel	1.75	200	350.00	
716	11/20/18	Alicia M. Roll	Team call in advance of meet and confer	0.75	200	150.00	
717	11/21/18	Theodore Edelman	E-mails with S&C team re supplemental memorandum in support of motion to compel discovery from defendants; e-mails with Lauren Goldsmith re finalization of mediation statements; e-mails with S&C team re upcoming depositions; revising, finalizing and executing mediation submissions; e-mails with Lauren Goldsmith re revision, finalization and execution of mediation agreement; e-mails with Jessica Klein re preparation for Toronto depositions; e-mails with Alicia Roll re drafts of letter from Alexa Lawson-Remer to defendants' counsel summarizing November 20, 2018 meet-and-confer re discovery issues; review of, and comment on, drafts of letter from Alexa Lawson-Remer to defendants' counsel summarizing November 20, 2018 meet-and-confer re discovery issues; e-mails from Lauren Goldsmith to Kathy Marks re submission of Plaintiffs' mediation statement and confidential appendix; e-mails with Alexa Lawson-Remer re issues for oral argument on motion to compel discovery from defendants; e-mail from Alicia Roll to defendants' counsel re letter from Alexa Lawson-Remer to defendants' counsel summarizing November 20, 2018 meet-and-confer re discovery issues;	2.00	700	1,400.00	
718	11/21/18	Lauren M. Goldsmith	Finalizing mediation documents to send to mediator. Emails with team about Dvash-Banks. Sending emails to Mediator and opposing counsel about mediation and fee agreement.	1.50	430	645.00	
719	11/21/18	Rebekah T. Raybuck	Working on memorialization letter of meet & confer call w/ Alicia. Also [began work on] supplemental memorandum.	4.25	200	850.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
720	11/21/18	Alicia M. Roll	Responding to search terms	0.50	200	100.00	
721	11/21/18	Alicia M. Roll	Implementing rounds of edits on letter memorializing meet and confer call, finalizing and sending to opposing counsel	4.50	200	900.00	
722	11/23/18	Theodore Edelman	E-mail from Kathy Marks re mediation statements and agreements; e-mail re same to S&C team; review and consideration of mediation statements and agreements;	0.50	700	350.00	
723	11/23/18	Rebekah T. Raybuck	Drafting supplemental memorandum.	3.25	200	650.00	
724	11/24/18	Theodore Edelman	E-mail from Lisa Marcus re letter to Alexa Lawson Rember re additional document production by defendants; review and consideration of letter to Alexa Lawson Remer re additional document production by defendants; e-mails with Alicia Roll [document collection and search]; e-mail from Rebekah Raybuck re report on contents of defendants' document production; e-mails between Alexa Lawson Remer and Alicia Roll re [instant] messages produced by defendants; review and consideration of [instant] messages produced by defendants;	0.50	700	350.00	
725	11/24/18	Rebekah T. Raybuck	Working on supplemental memorandum. Also reviewing defendants' second production of documents.	4.25	200	850.00	
726	11/24/18	Alicia M. Roll	Work on supplemental brief regarding joint stipulation	8.25	200	1,650.00	
727	11/25/18	Theodore Edelman	E-mails with Alicia Roll re drafts of supplemental brief in support of motion to compel discovery from defendants; review and revision of drafts of supplemental brief in support of motion to compel discovery from defendants; e-mails re same between Alexa Lawson-Remer and Rebekah Raybuck; e-mails with Alicia Roll re draft of supplemental declaration in support of supplemental brief in support of motion to compel discovery from defendants; review and revision of draft of supplemental declaration in support of supplemental brief in support of motion to compel discovery from defendants;	2.00	700	1,400.00	
728	11/25/18	Rebekah T. Raybuck	Updating supplemental brief based on Ted & Alexa's edits.	1.25	200	250.00	
729	11/25/18	Rebekah T. Raybuck	Making updates to supplemental brief based on feedback from Ted & Alexa.	0.75	200	150.00	
730	11/25/18	Alicia M. Roll	Work on supplemental brief regarding joint stipulation	2.25	200	450.00	
731	11/26/18	Theodore Edelman	E-mails with S&C team re status of supplemental memorandum in support of motion to compel discovery from defendants and status of draft requests for admission; e-mails with Rebekah Raybuck re revised drafts of supplemental memorandum, supplemental declaration and explanatory chart re motion to compel discovery from defendants; review and revision of revised drafts of supplemental memorandum, supplemental declaration and explanatory chart re motion to compel discovery from defendants; e-mail from Elad Dvash-Banks re deposition scheduling; e-mails with S&C team re preparation of draft opening statement for mediation; e-mails with Jessica Klein re issues and arguments for draft mediation statement; e-mails between Lisa Marcus and Kathy Marks re Defendants' mediation participants; e-mails re same between Jessica Klein and Lisa Marcus re same; e-mails with Rebekah Raybuck re December 11, 2018 oral argument on motion to compel discovery from defendants; e-mails with Rebekah Raybuck re discussion with Alexa Lawson-Remer re same; e-mails with Alicia Roll re scope of plaintiffs' document production;	1.50	700	1,050.00	
732	11/26/18	Jessica Klein	Call with Lauren Goldsmith re: attn to status of deposition scheduling; Attn to next steps on mediation prep; Asked Lauren to read Defendants' mediation statement; Began reading materials served during Thanksgiving week.	2.25	550	1,237.50	
733	11/26/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery, motion to compel, and mediation; review and revise documents for same	3.50	480	1,680.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
734	11/26/18	Lauren M. Goldsmith	Calls with Jessica Klein. Reviewing mediation statement from opposing counsel. Deposition prep for Toronto. Call with Sam Greene about [potential legal issue]. Team call about document review.	4.50	430	1,935.00	
735	11/26/18	Rebekah T. Raybuck	Working on supplemental brief; coming up with doc review plan (including calls discussing w/ Jessica, Lauren, Alicia, and Alexa).	4.75	200	950.00	
736	11/26/18	Alicia M. Roll	Discussion, review, and determination regarding approach to document review	3.00	200	600.00	
737	11/26/18	Alicia M. Roll	Help prepare chart to file with supplemental brief regarding status of discovery disputes	0.50	200	100.00	
738	11/27/18	Theodore Edelman	E-mails with Lauren Goldsmith re preparation of mediation statement; e-mail from Jessica Klein re same and update re open tasks; e-mail from Rebekah Raybuck to Elad Dvash- Banks re deposition scheduling; e-mails with Jessica Klein re draft e-mail to defendants' counsel re deposition scheduling; attention to filing of supplemental memorandum, declaration and chart in support of motion to compel discovery from defendants; e-mail from Rebekah Raybuck re same; e-mail from Vinita Andrapalliyal re letter to Alexa Lawson-Remer re Rule 30(b)(6) deposition topics; review and consideration of letter from Vinita Andrapalliyal to Alexa Lawson-Remer re Rule 30(b)(6) deposition topics; e-mails with S&C team re same; e-mails with Lauren Goldsmith re draft opening statement for mediation; review and revision of draft opening statement for mediation;.e-mail from Rebekah Raybuck to defendants' counsel re deposition scheduling; e-mails with Jessica Klein re arrangements for November 29, 2018 mediation; e-mail from Kathy Marks re same; s[e]-mails with Alicia Roll re status of draft requests for admission to [from] defendants;	2.25	700	1,575.00	
739	11/27/18	Jessica Klein	Worked on RFAs, call with Rebekah Raybuck re: same.	1.00	550	550.00	
740	11/27/18	Lauren M. Goldsmith	Calls with Jessica Klein. Drafting opening statement for mediation. Drafting deposition outlines.	6.00	430	2,580.00	
741	11/27/18	Rebekah T. Raybuck	Calls regarding RFAs and depo prep. Getting supplemental brief filed. Continuing to [create work plan for] doc review.	3.75	200	750.00	
742	11/27/18	Alicia M. Roll	Document review	1.00	200	200.00	
743	11/27/18	Alicia M. Roll	Draft Requests for Admission	3.75	200	750.00	
744	11/27/18	Alicia M. Roll	Review Defendants' letter regarding 30(b)(6) deposition and summarize	1.00	200	200.00	
745	11/27/18	Alicia M. Roll	Filing Supplemental	2.00	200	400.00	
746	11/27/18	Alicia M. Roll	Call regarding Requests for Admission	0.75	200	150.00	
747	11/27/18	Marybeth C. Nametz	Reviewed defendants' responses to interrogatory requests and drafted outline for attorney review.	1.25	100	125.00	
748	11/28/18	Theodore Edelman	Review and consideration of defendants' supplemental submissions in opposition to motion to compel discovery; e-mails between Jessica Klein and Kathy Marks re defendants' requested video link for mediation; e-mail from Lisa Marcus re same; review and consideration of order to show cause re appointment of guardian at litem for E.J.; e-mails with S&C team re same; e-mails with Jessica Klein re mediation; e-mails between Elad Dvash-Banks and Rebekah Raybuck re mediation participation; e-mails with Alicia Roll re drafts of requests for admission; review and revision of drafts of requests for admission; e-mails and telcon with Jessica Klein and Alicia Roll re same; e-mails with Jessica Klein re arrangements for mediation; e-mail from Alicia Roll to Aaron Morris and Bridget Crawford re draft of requests for admission; e-mails re same between Aaron Morris and Alicia Roll re same; e-mail from Lauren Goldsmith to Andrew and Elad re drafts of opening statement for mediation and defendants' mediation statement; preparation for November 29, 2018 mediation;	2.50	700	1,750.00	

Entry	Date	Timekeeper Name	Narrative # 4490	Hours	Rate	Amount	Notes
749	11/28/18	Jessica Klein	Attn to drafting notes for Consulate depositions; Preparation for mediation.	1.50	550	825.00	
750	11/28/18	Alexa M. Lawson-Remer	Emails and conferences re: discovery and mediation; review and revise letters for same	3.25	480	1,560.00	
751	11/28/18	Lauren M. Goldsmith	Calls with Jessica Klein. Drafting deposition outlines. Mediation preparation. Discussing deposition outline with Jessica Klein. Research on [legal issues]. Call with Alexa Lawson-Remer.	6.50	430	2,795.00	
752	11/28/18	Rebekah T. Raybuck	Doc review	1.00	200	200.00	
753	11/28/18	Alicia M. Roll	Document review	0.75	200	150.00	
754	11/28/18	Alicia M. Roll	Implement comments on the Requests for Admission	1.75	200	350.00	
755	11/28/18	Alicia M. Roll	Research [in preparation of guardian ad litem filings]	3.50	200	700.00	
756	11/28/18	Alicia M. Roll	Draft letter responding to Defendants' 30(b)(6) letter.	2.25	200	450.00	
757	11/28/18	Alicia M. Roll	Draft applications for guardian ad litem and supporting documents	2.00	200	400.00	
758	11/28/18	Alicia M. Roll	Reading Defendants' supplemental brief	0.75	200	150.00	
759	11/28/18	Marybeth C. Nametz	Assembled binder of mediation materials.	0.75	100	75.00	
760	11/29/18	Theodore Edelman	Preparation for mediation; participation in mediation; e-mail from Alicia Roll re revised draft of requests for admission; review and consideration of revised draft of requests for admission; discussion with Jessica Klein re same; e-mails from Jessica Klein re research re guardian ad litem applications; e-mail from Jessica Klein re analysis of timing re deadline for summary judgment motion; e-mails with Alicia Roll re drafts of application for appointment of guardian ad litem and proposed order re same; review and revision of drafts of application for appointment of guardian ad litem and proposed order re same; e-mail from Alicia Roll to defendants' counsel re service of requests for admission on defendants; e-mails and telcon with Andrew and Elad, Aaron Morris and S&C team re mediation and options;	13.25	700	9,275.00	
761	11/29/18	Jessica Klein	Review of and obtaining signed confidentiality agreement; Review of opening statement; Participated in mediation; Call with clients re: mediation; Call with co-counsel re: mediation; Attn to guardian ad litem determination, standard and selection; Call with Elad Dvash-Banks re: same; Attn to 30b6 letter; Spoke with Opposing counsel re: they need to confirm timing of Toronto deposition; Consulted with Ted Edelman on prep for Toronto deposition and other open scheduling items including who will depose Terri Day, depending on the day Defendants offer for her deposition; Attn to finalizing RFAs.	15.50	550	8,525.00	
762	11/29/18	Alexa M. Lawson-Remer	mediation and related conferences	12.00	480	5,760.00	
763	11/29/18	Lauren M. Goldsmith	Meeting with Jessica Klein about mediation preparation. Reviewing guardian ad litem draft documents. Mediation.	14.50	430	6,235.00	
764	11/29/18	Rebekah T. Raybuck	Doc reviewing; reviewing 30b6 letter.	5.25	200	1,050.00	
765	11/29/18	Alicia M. Roll	Document productions	0.75	200	150.00	
766	11/29/18	Alicia M. Roll	Research and preparation of document regarding appointment of guardian ad litem	4.00	200	800.00	
767	11/29/18	Alicia M. Roll	Document review	2.00	200	400.00	
768	11/29/18	Alicia M. Roll	Requests for Admission	1.50	200	300.00	
769	11/29/18	Marybeth C. Nametz	Reviewed Plaintiffs RFA to confirm references to complaint and answer in advance of service.	0.50	100	50.00	

Entry	Date	Timekeeper Name	Narrative # 4491	Hours	Rate	Amount	Notes
770	11/30/18	Theodore Edelman	Telcons and e-mails with Jessica Klein re mediation update, strategy and next steps; e-mails with Rebekah Raybuck re deposition preparation; e-mail from Lauren Goldsmith to Alexa Lawson-Remer re update re Jessica Klein's telcon with Kathy Marks' re plaintiffs' mediation position; e-mails from Rebekah Raybuck re upcoming depositions; e-mail from Jessica Klein re update, open issues and next steps; e-mails between Rebekah Raybuck and Alexa Lawson-Remer re preparation for depositions of Andrew and Elad; e-mails with Rebekah Raybuck re draft e-mail to defendants re deficient and delayed document production; e-mails with Jessica Klein re research re [issues raised by defendants in mediation]; e-mails with Lauren Goldsmith re same; e-mail re same from Lauren Goldsmith to Kathy Marks re same; telcon with Kathy Marks, Jessica Klein and Lauren Goldsmith re settlement issues; telcon with Andrew, Elad, Aaron Morris and S&C team re same; e-mail from Rebekah Raybuck to defendants re deficient and delayed document production; continuation of mediation;	2.75	700	1,925.00	
771	11/30/18	Jessica Klein	Participated in mediation; attn to preparing language for a potential stipulation in the event that agreement is reached; Attn to [legal issues raised in mediation and case law re: same]; prepared notes for deposition outline for consulate; attn to deadlines and motion for summary judgment.	6.00	550	3,300.00	
772	11/30/18	Alexa M. Lawson-Remer	mediation and related conferences	6.00	480	2,880.00	
773	11/30/18	Lauren M. Goldsmith	Call with Jessica Klein about mediation preparation. Reviewing guardian ad litem draft documents. Mediation. Call with client about mediation. Call with mediator. Drafting proposed stipulation and order.	9.25	430	3,977.50	
774	11/30/18	Rebekah T. Raybuck	various tasks - drafting emails, doc review, [initial strategy re:] depo prep	4.75	200	950.00	
775	11/30/18	Alicia M. Roll	Call with Jessica regarding mediation and guardian ad litem	0.50	200	100.00	
776	11/30/18	Alicia M. Roll	Updating guardian ad litem documents	3.50	200	700.00	
777	11/30/18	Alicia M. Roll	Document review	4.00	200	800.00	
778	11/30/18	Marybeth C. Nametz	Archived discovery correspondence and documents for records.	0.25	100	25.00	
779	12/1/18	Theodore Edelman	E-mails with Alicia Roll re status of motion for appointment of guardian ad litem; e-mails and telcon with Jessica Klein re report on mediation, update and next steps; e-mail from Alicia Roll re draft letter to defendants' counsel re Rule 30(b)(6) deposition topics;	0.50	700	350.00	
780	12/1/18	Rebekah T. Raybuck	doc review	3.00	200	600.00	
781	12/1/18	Alicia M. Roll	Re-review all guardian ad litem materials and rules	3.00	200	600.00	
782	12/2/18	Theodore Edelman	Review and revision of draft letter from Alexa Lawson-Remer to defendants' counsel re Rule 30(b)(6) deposition topics; e-mails with Alicia Roll re same; e-mails re same between Alicia Roll and Alexa Lawson-Remer;	0.50	700	350.00	
783	12/2/18	Rebekah T. Raybuck	Working on MTC/depo prep (including preparing TOC for MTC binder).	2.75	200	550.00	
784	12/3/18	Theodore Edelman	Review of, and comments on, drafts of submissions in support of ex parte application for appointment of Elad Dvash-Banks as guardian ad litem for E.J.; e-mails with S&C team re same; attention to filing of ex parte application and related submissions for appointment of Elad as guardian ad litem; e-mails with Rebekah Raybuck re notices of appearance for her and Lauren Goldsmith; attention to notices of appearance for Rebekah Raybuck and Lauren Goldsmith; e-mail from Jessica Klein re Defendants' proposed date restriction for Rule 30(b)(6) deposition topics; attention to filed notices of appearance for Rebekah Raybuck and Lauren Goldsmith;	0.50	700	350.00	

Entry	Date	Timekeeper Name	Narrative # 4492	Hours	Rate	Amount	Notes
785	12/3/18	Jessica Klein	Talked to Marybeth Nametz re: dep prep of documents; worked on revisions to guardian ad litem filing; worked on further revisions to same; Attn to courtesy copies; Attn to status of production of Defendants' documents; Attn to preparation for Toronto depositions; Call with Raybuck, Roll and Goldsmith re: same; Attn to 30b6 letter and call with Alicia Roll re: same.	3.75	550	2,062.50	
786	12/3/18	Alexa M. Lawson-Remer	conferences re: case status; finalize and file guardian ad litem documents	2.00	480	960.00	
787	12/3/18	Lauren M. Goldsmith	Call with Jessica Klein. Research on [legal] issue and revising draft memo of law in support of guardian application. Revising deposition outline for Toronto depositions. Doc review of Andrew's and Elad's documents. F120	6.50	430	2,795.00	
788	12/3/18	Rebekah T. Raybuck	depo prep & some other small tasks; [attn: to] incoming production from defendants, putting together summary of docs produced by Defs to date for Lauren & Jessica).	6.00	200	1,200.00	
789	12/3/18	Alicia M. Roll	Document review	5.00	200	1,000.00	
790	12/3/18	Alicia M. Roll	Review deposition outline and make recommendations based on 30(b)(6) topics	2.50	200	500.00	
791	12/3/18	Alicia M. Roll	Guardian ad litem finalization and filing	4.00	200	800.00	
792	12/3/18	Marybeth C. Nametz	Attended meeting with J. Klein to discuss preparation in advance of upcoming depositions. Archived recent filings for records. Updated team vacation calendar.	0.75	100	75.00	
793	12/4/18	Theodore Edelman	E-mail from Emily Newton (DOJ) re additional document production by defendants; e-mails re same between Alexa Lawson-Remer and Lisa Marcus; e-mails with Jessica Klein re draft e-mail to defendants' counsel re upcoming depositions; e-mails with S&C team re upcoming deadlines; e-mails between Lisa Marcus and Jessica Klein re arrangements for Toronto depositions; e-mails with Alicia Roll re revisions to draft letter from Alexa Lawson-Remer to defendants' counsel re Rule 30(b)(6) deposition topics; telcon and e-mails with Jessica Klein re videotaping of Toronto depositions; e-mails between Lauren Goldsmith and Lisa Marcus re same; e-mails between Jessica Klein and Aaron Morris re telcon with clients re update and next steps; e-mails and telcon with Jessica Klein re same; participation in conference call re same with Andrew, Elad, Aaron Morris and Jessica Klein (49 minutes); e-mails with Rebekah Raybuck re case deadlines; e-mails with S&C team re motion options; attention to e-mails re order granting application for appointment of guardian ad litem for E.J.; review and consideration of order granting application for appointment of guardian ad litem for E.J.; e-mail from Jessica Klein re draft outline for Toronto depositions; e-mail re same from Lauren Goldsmith; e-mail from Alicia Roll to defendants' counsel re letter from Alexa Lawson-Remer re Rule 30(b)(6) deposition topics;	1.25	700	875.00	
794	12/4/18	Jessica Klein	Call with clients re: mediation; Prepared to take Reffett deposition; Worked on deposition outline with Lauren Goldsmith; Attn to understanding new production materials and weaving them into deposition preparation outline; call with Raybuck, Roll and Goldsmith re: newly produced documents; Meeting with Nametz and Goldsmith re: preparing materials for the deposition binder and exhibits for trip; reviewed updated outline and interrogatory responses relevant to Reffett or Ramsay.	6.00	550	3,300.00	
795	12/4/18	Alexa M. Lawson-Remer	conferences re: settlement, depositions and motion to compel; finalize production; emails re: same	3.25	480	1,560.00	
796	12/4/18	Lauren M. Goldsmith	Call with Jessica Klein. Revising deposition outline for Toronto depositions. Doc review of Andrew's and Elad's documents. Preparing for depositions. Responding to team emails.	8.00	430	3,440.00	
797	12/4/18	Rebekah T. Raybuck	Deposition (including working on outline for Andrew's deposition prep, reviewing docs & supporting Lauren & Jessica's prep for Ramsay/Reffett depositions) and MTC prep.	10.75	200	2,150.00	
798	12/4/18	Alicia M. Roll	Begin 30(b)(6) talking points	1.50	200	300.00	
799	12/4/18	Alicia M. Roll	Finalize and send letter to Defendants regarding 30(b)(6) proposals	2.00	200	400.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
800	12/4/18	Alicia M. Roll	Document review	4.00	200	800.00	
801	12/4/18	Alicia M. Roll	Call with Jessica regarding Defendants' productions	0.50	200	100.00	
802	12/4/18	Alicia M. Roll	Review and summarize Defendants' productions	1.50	200	300.00	
803	12/4/18	Marybeth C. Nametz	Attended meeting with J. Klein, L. Goldsmith, A. Roll, and R. Raybuck to discuss upcoming depositions. Prepared materials in advance of deposition.	7.75	100	775.00	
804	12/5/18	Theodore Edelman	Initial review of draft outline for Toronto depositions; e-mails re same with Jessica Klein and Lauren Goldsmith; e-mail from Alicia Roll re contents of second production of documents to defendants; initial review of contents of second production of documents to defendants; e-mail re same from Rebekah Raybuck; e-mail from Alexa Lawson-Remer re same;	1.00	700	700.00	
805	12/5/18	Jessica Klein	Review documents for depositions; Meet with Lauren Goldsmith re: review of outline and other prep materials.	4.75	550	2,612.50	
806	12/5/18	Alexa M. Lawson-Remer	conferences re: depositions and motion to compel; finalize production; emails re: same; review and revise talking points for motion to compel	3.50	480	1,680.00	
807	12/5/18	Lauren M. Goldsmith	Revising deposition outline for Toronto depositions. Preparing for depositions.	5.25	430	2,257.50	
808	12/5/18	Rebekah T. Raybuck	MTC prep; also helping Alicia get doc production out the door; drafting email to Lisa/Vinita for Alexa.	8.50	200	1,700.00	
809	12/5/18	Alicia M. Roll	Document review	2.00	200	400.00	
810	12/5/18	Alicia M. Roll	Preparation for production of documents	1.25	200	250.00	
811	12/5/18	Alicia M. Roll	30(b)(6) talking points	5.25	200	1,050.00	
812	12/5/18	Marybeth C. Nametz	Finalized materials in advance of Toronto depositions.	2.50	100	250.00	
813	12/6/18	Theodore Edelman	E-mail from Alicia Roll re letter from Alexa Lawson-Remer to defendants' counsel re plaintiffs' second production of documents; e-mails with Jessica Klein re video and audio recording of Toronto depositions;	0.25	700	175.00	
814	12/6/18	Jessica Klein	Prepared for Reffett deposition by reviewing prep binder; Email exchanges re: Defendants' request not to videotape; Discussions with opposing counsel re; same; Took Reffett Deposition; Discussed status of scheduling and settlement discussions with opposing counsel; Worked with Lauren Goldsmith to revise dep prep outline in advance of Ramsay deposition scheduled for the next day.	11.00	550	6,050.00	
815	12/6/18	Alexa M. Lawson-Remer	conferences re: depositions and motion to compel; review and revise outline for motion to compel	2.25	480	1,080.00	
816	12/6/18	Lauren M. Goldsmith	Deposition prep and attending deposition of Reffett.	11.00	430	4,730.00	
817	12/6/18	Rebekah T. Raybuck	MTC prep; Andrew depo prep; doc review.	10.00	200	2,000.00	
818	12/6/18	Alicia M. Roll	Document review	3.75	200	750.00	
819	12/6/18	Alicia M. Roll	Document review	1.00	200	200.00	
820	12/6/18	Alicia M. Roll	Assembling binder for deposition preparation	0.75	200	150.00	
821	12/6/18	Marybeth C. Nametz	Reviewed [documents at attorneys' request for deposition preparation].	2.00	100	200.00	



Entry	Date	Timekeeper Name	Narrative # 4494	Hours	Rate	Amount	Notes
822	12/7/18	Theodore Edelman	E-mails with Jessica Klein re update and defendants decision not to depose Elad; e-mails with Lauren Goldsmith re report on Toronto depositions; telcon with Jessica Klein re report on Toronto depositions, update and next steps; e-mails from Emily Newton re additional document production from defendants; e-mails re same between Rebekah Raybuck and Emily Newton; e-mail from Lauren Goldsmith re same; e-mail from Lauren Goldsmith re rough transcripts of Reffet and Ramsay depositions; e-mail from Emily Newton re letter to Alexa Lawson-Remer re additional document production from defendants; review and consideration of letter from Emily Newton to Alexa Lawson-Remer re additional document production from defendants; e-mails with Rebekah Raybuck re preparation for deposition of Andrew Dvash-Banks; e-mail from Rebekah Raybuck re research [related to potential settlement]	1.25	700	875.00	
823	12/7/18	Jessica Klein	Participated in deposition of Margaret Ramsay; Read and reviewed new documents produced during deposition; Call with Ted Edelman re: update on depositions.	10.00	550	5,500.00	
824	12/7/18	Alexa M. Lawson-Remer	plan and prepare for depositions and motion to compel; revise talking points for motion to compel and review filings; emails and conferences re: same	4.25	480	2,040.00	
825	12/7/18	Lauren M. Goldsmith	Deposition of Ramsay.	8.50	430	3,655.00	
826	12/7/18	Rebekah T. Raybuck	MTC/depo prep; reviewing chart Hayden & Marybeth put together [for depo prep].	3.50	200	700.00	
827	12/7/18	Marybeth C. Nametz	Continued to review [documents at attorneys' request for deposition preparation] . Prepared client documents in advance of deposition.	2.50	100	250.00	
828	12/8/18	Theodore Edelman	E-mails with Rebekah Raybuck re draft talking points for oral argument on motion to compel discovery from defendants; review of, and comment on, draft talking points for oral argument on motion to compel discovery from defendants; e-mail from Jessica Klein re list of issues for Andrew's deposition; review and consideration of list of issues for Andrew's deposition; review and consideration of rough transcript of December 6, 2018 deposition of Larilyn Reffert; e-mails from Jessica Klein re points from Toronto depositions for oral argument on motion to compel discovery from defendants;	5.00	700	3,500.00	
829	12/8/18	Jessica Klein	Drafted direct exam for Andrew Dvash-Banks; Emailed team all updates from discussions with opposing counsel and Toronto depositions that impact arguments in motion to compel outline; Looked at motion to compel argument outline.	2.00	550	1,100.00	
830	12/8/18	Rebekah T. Raybuck	Updating talking points for MTC based on Ted's feedback & creating RFP timeline for court (demonstrative); emailing w/ Jessica Klein about upcoming depo/MTC hearing.	1.00	200	200.00	
831	12/9/18	Theodore Edelman	E-mails between Alexa Lawson-Remer and Jessica Klein re issues for oral argument on motion to compel discovery from defendants; review and consideration of rough transcript of December 7, 2018 deposition of Margaret Ramsay; e-mails with Rebekah Raybuck re revised draft of redirect questions for Andrew's deposition; review of, and comment on revised draft of redirect questions for Andrew's deposition; e-mail from Jessica Klein re same; e-mails between Alexa Lawson-Remer and Jessica Klein re documents produced by defendants in Toronto depositions; e-mail from Rebekah Raybuck re revised draft of talking points for oral argument on motion to compel discovery from defendants; review and consideration of revised draft of talking points for oral argument on motion to compel discovery from defendants; e-mails re same between Alexa Lawson-Remer and Alicia Roll; e-mail from Rebekah Raybuck to defendants' counsel re deficiencies in defendants' document production; e-mails with Jessica Klein re communications with Elad re discovery issues and motion to compel discovery from defendants;	4.00	700	2,800.00	

Entry	Date	Timekeeper Name	Narrative # 4495	Hours	Rate	Amount	Notes
832	12/9/18	Jessica Klein	Read and reviewed dep prep outline for Andrew Dvash-Banks; Updated same to reflect new documents and topics based on Toronto Consulate depositions; Reviewed email seeking production of additional materials; Email exchanges with Alexa Lawson-Remer re: dep prep questions and status of production of documents provided by Defendants during depositions; Emailed Elad Dvash-Banks [related to Defendants' cancellation of his deposition]; Call with Rebekah Raybuck re: status of dep prep and motion to compel prep and any open items; Had a paralegal scan documents produced at lunch break during the depositions.	3.00	550	1,650.00	
833	12/9/18	Rebekah T. Raybuck	Making some changes to MTC talking points & Andrew depo prep outline; drafting email to Lisa & Vinita.	2.25	200	450.00	
834	12/9/18	Alicia M. Roll	Updating 30(b)(6) topic by topic chart	2.50	200	500.00	
835	12/10/18	Theodore Edelman	e-mails with Alexa Lawson-Remer re draft e-mail to defendants' counsel re proposed discussion re open issues re Rule 30(b)(6) deposition topics; e-mail from Jessica Klein re same; e-mail from Alexa Lawson-Remer to defendants' counsel re proposed discussion re open issues re Rule 30(b)(6) deposition topics; e-mails between Rebekah Raybuck and Alexa Lawson-Remer re analysis of defendants' privilege log; e-mail to defendants' counsel re proposed discussion re open issues re Rule 30(b)(6) deposition topics; e-mail re same to Rebekah Rayuck and Alicia Roll; discussions with Alexa Lawson-Remer and Rebekah Raybuck re preparation for December 11, 2018 oral argument on motion to compel discovery from defendants;	9.50	700	6,650.00	
836	12/10/18	Jessica Klein	Discuss with Josh Tannen by phone claims to include in a motion for summary judgment; participate in prep of Andrew Dvash-Banks; Discussion via video conference response to opposing counsel's request to stay litigation; Reviewed draft email re: same; Very brief call with Rebekah Raybuck re: status of motion to compel preparation.	7.00	550	3,850.00	
837	12/10/18	Alexa M. Lawson-Remer	deposition prep session; plan and prepare for same; emails and conferences re: motion to compel; plan and prepare for hearing on motion to compel	11.00	480	5,280.00	
838	12/10/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Call with Jessica Klein about SJ. Call with Josh Tannen about SJ. Reviewing joint report re settlement.	7.00	430	3,010.00	
839	12/10/18	Rebekah T. Raybuck	Depo prep & MTC prep.	9.75	200	1,950.00	
840	12/10/18	Alicia M. Roll	Taking inventory of Defendants' fourth production	1.25	200	250.00	
841	12/10/18	Alicia M. Roll	Providing summary of 30(b)(6) topics closest to resolution	0.50	200	100.00	
842	12/10/18	Alicia M. Roll	Reviewing and summarizing Defendants' newly produced documents relating to Ramsay/Reffett	0.50	200	100.00	
843	12/10/18	Alicia M. Roll	Research and summary regarding [privilege issues]	1.00	200	200.00	
844	12/10/18	Alicia M. Roll	Review documents from clients' production	1.25	200	250.00	
845	12/10/18	Marybeth C. Nametz	Drafted timeline of case events in advance of discovery hearing.	1.00	100	100.00	
846	12/11/18	Theodore Edelman	E-mails with Vinita Andrapalliyal re defendants' proposed 30-day extension; e-mails with Jessica Klein re same; e-mail re same to Rebekah Raybuck, Alicia Roll and Lauren Goldsmith; participation in oral argument on motion to compel discovery from defendants; telcons with Jessica Klein re same; e-mails and telcon with S&C team re same and next steps; e-mail from Jessica Klein re [potential settlement issues]; e-mails from Vinita Andrapalliyal re defendants' fifth document production; e-mails with Rebekah Raybuck re December 14 and 19, 2018 telephonic court conferences re discovery issues;	8.50	700	5,950.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
847	12/11/18	Jessica Klein	Email exchange re: motion to compel with Lauren Goldsmith; Worked with paralegal on filing for our case records Toronto exhibits and prep materials; Email exchange with opposing counsel re: exhibits; Call with S&C team re: update on day in court; Call with Ted Edelman re: possible early scheduling of 30(b)(6) deposition.	1.50	550	825.00	
848	12/11/18	Alexa M. Lawson-Remer	appear for court conference on motion to compel; plan and prepare for same; meet and confer with opposing counsel for same;	9.00	480	4,320.00	
849	12/11/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Calls with Jessica Klein about deposition. Drafting deposition outline for 30(b)(6) witness. Team call about hearing.	4.25	430	1,827.50	
850	12/11/18	Rebekah T. Raybuck	MTC hearing & last bit of depo prep / sending updates on court's order afterward.	10.50	200	2,100.00	
851	12/11/18	Alicia M. Roll	Call with Rebekah Raybuck summarizing status of 30(b)(6) topics after hearing	0.50	200	100.00	
852	12/11/18	Alicia M. Roll	Taking inventory of Defendants fifth production	0.50	200	100.00	
853	12/11/18	Alicia M. Roll	Creating list of 30(b)(6) deposition goals in light of hearing	0.75	200	150.00	
854	12/11/18	Alicia M. Roll	Team call regarding hearing updates	0.25	200	50.00	
855	12/11/18	Alicia M. Roll	Call with Jessica Klein and Lauren Goldsmith regarding 30(b)(6) deposition preparations	0.25	200	50.00	
856	12/11/18	Marybeth C. Nametz	Attended meeting with J. Klein to discuss upcoming deadlines and projects. Researched information [requested by attorneys] to draft summary for attorney review.	1.50	100	150.00	
857	12/12/18	Theodore Edelman	E-mails with Jessica Klein re e-mails with Lisa Marcus re proposed rescheduling of Andrew's deposition; e-mail re same from Jessica Klein to Lisa Marcus; e-mails re same between Jessica Klein and Alexa Lawson-Remer; e-mails re same between Jessica Klein and Lisa Marcus; e-mails with Jessica Klein re update; e-mails between Vinita Andrapallyal and Alexa Lawson-Remer re draft protective order; e-mails with Jessica Klein re reports on Andrew's deposition; e-mails with Alexa Lawson-Remer re same; e-mails with Rebekah Raybuck re same; e-mails between Vinita Andrapallyal and Jessica Klein re Rule 30(b)(6) deponent and scheduling; e-mails with Jessica Klein re same and draft e-mail to defendants' counsel; e-mails with Alicia Roll re analysis of defendants' proposed protective order; e-mails with Jessica Klein re issues for Terry Day deposition; attention to filing of minute order re motion to compel discovery from defendants.	0.75	700	525.00	
858	12/12/18	Jessica Klein	Mtg with Lauren Goldsmith re: 30b6 outline; Call with Lisa Marcus; Email exchanges with same; Worked on request from Defendants to postpone deposition; Memorialized agreement; Calls with Alex Lawson-Remer re: prep outline and authentication of documents; Meeting with Aaron Morris re: update on magistrate judge's ruling; Responded to request from opposing counsel for summary of motion to compel rulings; Reviewed draft re: same; Participated by phone in deposition of Andrew Dvash-Banks.	8.50	550	4,675.00	
859	12/12/18	Alexa M. Lawson-Remer	defend deposition; plan and prepare for same	8.00	480	3,840.00	
860	12/12/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Meeting with Jessica Klein about deposition. Drafting deposition outline for 30(b)(6) witness.	5.25	430	2,257.50	
861	12/12/18	Rebekah T. Raybuck	Attending deposition.	11.50	200	2,300.00	
862	12/12/18	Alicia M. Roll	Updating 30(b)(6) topics in light of magistrate's order	1.25	200	250.00	
863	12/12/18	Alicia M. Roll	Following up on transcript order	1.50	200	300.00	
864	12/12/18	Alicia M. Roll	Work on 30(b)(6) deposition outline.	2.50	200	500.00	
865	12/12/18	Alicia M. Roll	Compare Defendants' draft protective order to version on magistrate judge's webpage and summarize changes for team.	0.50	200	100.00	
866	12/12/18	Marybeth C. Nametz	Drafted electronic copy of 30(b)(6) meeting preparation notes. Archived correspondence with DOJ for records. Pulled deposition notices for attorney review.	0.50	100	50.00	

Entry	Date	Timekeeper Name	Narrative # 4497	Hours	Rate	Amount	Notes
867	12/13/18	Theodore Edelman	Review and consideration of defendants' proposed protective order; e-mails with Jessica Klein, Lauren Goldsmith, Alexa Lawson-Remer, Rebekah Raybuck and Alicia Roll re same, and status of draft report to court re settlement discussions and summary judgment motion; e-mails with Jessica Klein re update and next steps; e-mails with Jessica Klein re drafts of report to court re results of mediation; review of, and comment on, drafts of report to court re mediation; e-mails with Jessica Klein re issues for Rule 30(b)(6) deposition of defendants; preparation for Rule 30(b)(6) deposition of defendants; e-mails between Vinita Andrapalliyal and Jessica Klein re proposed conduct of Terri Day's deposition in Washington, D.C.; e-mails with Jessica Klein re drafts of e-mail to Vinita Andrapalliyal re same; e-mail from Rebekah Raybuck to Lisa Marcus and Vinita Andrapalliyal re proposed meet-and-confer re Topic 5 for Rule 30(b)(6) deposition; e-mails between Vinita Andrapalliyal and Rebekah Raybuck re same; e-mail from Rebekah Raybuck re same; e-mail from Lauren Goldsmith re same; e-mails with Jessica Klein re same; e-mails with Alicia Roll re precedents for report to court re mediation; revising draft report to court re mediation; e-mails with S&C team re same; e-mail from Alexa Lawson-Remer re same; e-mails with Jessica Klein re same; e-mail from Aaron Morris re same; participation in meet-and-confer with defendants' counsel re Topic 5 for Rule 30(b)(6) deposition; e-mail re same from Vinita Andrapalliyal; e-mail from Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re draft joint report to court re mediation; e-mails with Alexa Lawson-Remer re issues for December 14, 2018 telephone conference with Magistrate Judge; e-mails re same among Rebekah Raybuck, Alexa Lawson-Remer and Jessica Klein; e-mails with Jessica Klein re coverage of the Terri Day and Rule 30(b)(6) depositions; e-mails with Alexa Lawson-Remer re same; e-mails between Alexa Lawson-Remer and Rebekah Raybuck re draft e-mail to Magistrate Judge re issues for December 14, 2018 telephone conference call with Magistrate Judge; e-mails with Rebekah Raybuck re drafts of e-mail to court re December 14, 2018 telephone conference call; e-mail re same from Rebekah Raybuck to Vinita Andrapalliyal and Lisa Marcus; e-mail from Lisa Marcus re same; e-mail from Alicia Roll to Vinita Andrapalliyal and Lisa Marcus requesting production of unredacted versions of Frankie Day's case notes;	1.25	700	875.00	
868	12/13/18	Jessica Klein	Participated in meet and confer call with opposing counsel; Reviewed draft filing re: status of settlement efforts; Reviewed and commented on draft shell motion for summary judgment (to which facts will be added and revised after more depositions are taken).	4.50	550	2,475.00	
869	12/13/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Meeting with Jessica Klein about deposition. Drafting deposition outline for 30(b)(6) witness. Call with Defendants.	6.75	430	2,902.50	
870	12/13/18	Rebekah T. Raybuck	Preparing for meet & confer call, meet & confer call, putting together talking points for Alexa for call w/ court, reviewing 30b6 notice, reviewing joint settlement report	7.25	200	1,450.00	
871	12/13/18	Alicia M. Roll	Amended 30(b)(6) deposition notice	3.00	200	600.00	
872	12/13/18	Alicia M. Roll	Redacting documents for production	3.00	200	600.00	
873	12/13/18	Alicia M. Roll	Draft and revise email to Defendnats regarding redactions	0.50	200	100.00	
874	12/13/18	Marybeth C. Nametz	Assembled draft motion for partial summary judgment documents for attorney review.	0.25	100	25.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
875	12/14/18	Theodore Edelman	E-mail to Vinita Andrapalliyal and Lisa Marcus re conference call with court; e-mail from Rebekah Raybuck; e-mail from Vinita Andrapalliyal re same; e-mail re same to Rebekah Raybuck and Alicia Roll; e-mail from Rebekah Raybuck re same; e-mail re same from Rebekah Raybuck to Kim Hayes (court); e-mail from Alexa Lawson-Remer re same; attention to minute order vacating telcon with Magistrate Judge; e-mail from Jessica Klein re same; e-mails with Jessica Klein re drafts of amended Rule 30(b)(6) deposition notice to defendants; review of, and comment on, drafts of amended Rule 30(b)(6) deposition notice to defendants; e-mails with Jessica Klein re draft e-mail to defendants' counsel re draft joint report to court re mediation; e-mail from Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re draft joint report to court re mediation; e-mail from Vinita Andrapalliyal re revisions to draft joint report to court re mediation; review and consideration of revisions to draft joint report to court re mediation; e-mails with Jessica Klein re same; e-mails re same between Jessica Klein and Aaron Morris; e-mails re same between Vinita Andrapalliyal and Jessica Klein; e-mails between Aaron Morris and Jessica Klein re Rule 30(b)(6) deposition of State Department; attention to filing of joint report of settlement conference; e-mail from Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re scheduling of deposition of Frankie Terri Day; e-mails with Alicia Roll re revised drafts of amended notice of Rule 30(b)(6) deposition of State Department; review of, and comment on, revised drafts of amended notice of Rule 30(b)(6) deposition of State Department; e-mails with Jessica Klein re draft outline for Rule 30(b)(6) deposition of State Department; initial review and consideration of draft outline for Rule 30(b)(6) deposition of State Department; e-mail from Alicia Roll to Vinita Andrapalliyal and Lisa Marcus re amended notice of Rule 30(b)(6) deposition of State Department; telcon with Jessica Klein re draft outline for Rule 30(b)(6) deposition of State Department, update, open issues and next steps; e-mails between Lisa Marcus and Jessica Klein re deposition scheduling; e-mails with Alicia Roll re comments on defendants' proposed protective order; review and consideration of comments on defendants' draft proposed protective order;	4.25	700	2,975.00	
876	12/14/18	Jessica Klein	Worked on Amended 30(b)(6) notice and compared Topic descriptions to minute order; Worked on mediation report; Worked on 30(b)(6) outline; Call with Ted Edelman re: same; Emailed Alexa re: Terri Day depo; need for review of protective order and general status.	6.75	550	3,712.50	
877	12/14/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Call with Jessica Klein.	2.25	430	967.50	
878	12/14/18	Rebekah T. Raybuck	[Preparing for 30b6 deposition and] calls w/ the team re: [same]	5.50	200	1,100.00	
879	12/14/18	Alicia M. Roll	Update Protective Order	1.75	200	350.00	
880	12/14/18	Alicia M. Roll	Call regarding outstanding projects	0.50	200	100.00	
881	12/14/18	Alicia M. Roll	Amended 30(b)(6)	1.25	200	250.00	
882	12/14/18	Marybeth C. Nametz	Coordinated with external personnel to identify potential deposition locations. Prepared deposition transcripts and discovery files for attorney review.	1.75	100	175.00	
883	12/15/18	Theodore Edelman	E-mails with Jessica Klein re background information for Rule 30(b)(6) deposition of State Department; preparation for Rule 30(b)(6) deposition of State Department; e-mail from Jessica Klein re draft brief in support of motion for summary judgment; initial review and consideration of draft brief in support of motion for summary judgment; e-mail to S&C team re same; e-mail from Jessica Klein re same; e-mail from Alexa Lawson-Remer re same; e-mails with Alicia Roll re comments on draft protective order; e-mails with Jessica Klein re preparation for Rule 30(b)(6) deposition;	3.50	700	2,450.00	
884	12/15/18	Jessica Klein	Wrote, revised and developed 30(b)(6) outline.	7.50	550	4,125.00	
885	12/15/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Drafting and revising 30b6 outline.	3.25	430	1,397.50	

Entry	Date	Timekeeper Name	Narrative # 4499	Hours	Rate	Amount	Notes
886	12/16/18	Theodore Edelman	E-mails with Jessica Klein re revised draft of outline for Rule 30(b)(6) deposition of State Department; review and revision of draft of outline for Rule 30(b)(6) deposition of State Department; e-mails with Alicia Roll re comments on defendants' draft protective order; e-mail re same from Alicia Roll to defendants' counsel; e-mails with Jessica Klein re further revised draft of outline for Rule 30(b)(6) deposition of State Department;	10.00	700	7,000.00	
887	12/16/18	Jessica Klein	Worked on 30(b)(6) outline.	4.00	550	2,200.00	
888	12/16/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Drafting and revising 30b6 outline. Reading/responding to team emails about depositions.	0.75	430	322.50	
889	12/16/18	Alicia M. Roll	Joint Stipulation regarding Protective Order	2.00	200	400.00	
890	12/16/18	Alicia M. Roll	30(b)(6) outline assistance (largely document searches)	3.50	200	700.00	
891	12/16/18	Alicia M. Roll	Protective Order	1.50	200	300.00	
892	12/17/18	Theodore Edelman	E-mails with Alicia Roll and Jessica Klein re exhibits for Rule 30(b)(6) deposition of State Department; preparation for Rule 30(b)(6) deposition of State Department; telcon with Jessica Klein re same; e-mails with Alicia Roll re draft stipulation re proposed protective order; review of, and comment on, draft stipulation re proposed protective order; e-mail from Alicia Roll to defendants' counsel re comments on draft protective order and draft stipulation re same; e-mail from Alicia Roll to Lisa Marcus and Vinita Andrapalliyal re deposition subpoena for Frankie Terri Day; e-mail from Lisa Marcus re same; e-mails between Lauren Goldsmith and Lisa Marcus re request for unredacted copies of deposition exhibits; e-mail from Lisa Marcus re defendants' revisions to draft protective order;	11.00	700	7,700.00	
893	12/17/18	Jessica Klein	Worked on 30(b)(6) outline and attn to documents to use for same.	7.00	550	3,850.00	
894	12/17/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Drafting and revising 30b6 outline. Preparation for depositions in NC and DC. Drafting Terri Day outline.	8.00	430	3,440.00	
895	12/17/18	Alicia M. Roll	Updating protective order documents	0.75	200	150.00	
896	12/17/18	Alicia M. Roll	Updating Joint Stipulation and Protective Order	2.50	200	500.00	
897	12/17/18	Alicia M. Roll	Subpoena Terri Day	1.50	200	300.00	
898	12/17/18	Alicia M. Roll	Finding relevant FAM provisions	0.75	200	150.00	
899	12/17/18	Alicia M. Roll	Reviewing Defendants productions for documents relevant to 30(b)(6)	0.75	200	150.00	
900	12/17/18	Marybeth C. Nametz	Prepared materials in advance of depositions in North Carolina and Washington, DC. Coordinated with external personnel to reserve venue space in advance of deposition.	4.00	100	400.00	

Entry	Date	Timekeeper Name	Narrative # 4500	Hours	Rate	Amount	Notes
901	12/18/18	Theodore Edelman	E-mails with Alicia Roll and Alexa Lawson-Remer re defendants' revisions to draft protective order; e-mail from Lisa Marcus re letter re defendants' sixth document production; review and consideration of letter re defendants' sixth document production; review and consideration of revisions to draft protective order; e-mails with S&C team re same; e-mails with Jessica Klein re additional potential deposition exhibits and lines of deposition questioning; e-mails with S&C team re same; e-mails with Jessica Klein re revisions to draft outline for Rule 30(b)(6) deposition; e-mails from Aaron Morris re same; review and consideration of revisions to draft outline for Rule 30(b)(6) deposition; e-mail from Alicia Roll to defendants' counsel re final revisions to draft protective order; e-mail from Alexa Lawson-Remer re expedited transcript of deposition of Andrew Dvash-Banks; e-mails between Vinita Andrapalliyal and Alicia Roll re additional document production by DOJ; e-mail from Kerri Hayes re December 19, 2018 conference call with Magistrate Judge Chooljian; e-mails re same with Alexa Lawson-Remer, Rebekah Raybuck and Jessica Klein; e-mail from Vinita Andrapalliyal re revised draft of stipulation re protective order; e-mails with Alicia Roll re same; e-mail from Alicia Roll to Vinita Andrapalliyal; e-mails and telcon with Jessica Klein re update, open issues and next steps; attention to filing of joint stipulation re protective order; e-mails with Alicia Roll, Alexa Lawson-Remer and Jessica Klein re draft e-mail to defendants' counsel re discovery issues for December 19, 2018 telcon with Magistrate Judge Chooljian; e-mail from Alicia Roll to defendants' counsel re discovery issues for December 19, 2018 telcon with Magistrate Judge Chooljian; e-mails between Lisa Marcus and Alicia Roll re additional document production by defendants;	2.50	700	1,750.00	
902	12/18/18	Jessica Klein	Worked on 30(b)(6) outline and review of documents in preparation for 30(b)(6) deposition; Reviewed and commented on Terri Day deposition outline; Call and worked with Lauren Goldsmith in person re: same.	9.50	550	5,225.00	
903	12/18/18	Lauren M. Goldsmith	Research and drafting for SJ motion. Drafting and revising 30b6 outline. Preparation for depositions in NC and DC. Drafting Terri Day outline.	1.00	430	430.00	
904	12/18/18	Lauren M. Goldsmith	Preparation for depositions in NC and DC. Drafting Terri Day outline. Call with Jessica and Alexa about deposition.	8.50	430	3,655.00	
905	12/18/18	Rebekah T. Raybuck	Reviewing depo prep outline.	0.50	200	100.00	
906	12/18/18	Alicia M. Roll	Locating and sending documents from Defendants' Fifth Production that may be useful for deposition	1.00	200	200.00	
907	12/18/18	Alicia M. Roll	Working with Defendants and EDLS to obtain complete production from Defendants	1.50	200	300.00	
908	12/18/18	Alicia M. Roll	Reviewing Defendants' Fifth Production	3.50	200	700.00	
909	12/18/18	Alicia M. Roll	Reviewing outstanding issues with team and emailing Defendants regarding outstanding issues	1.75	200	350.00	
910	12/18/18	Alicia M. Roll	Circulating and finalizing protective order	2.25	200	450.00	
911	12/18/18	Alicia M. Roll	Highlighting new FAM provisions provided for interesting content	0.50	200	100.00	
912	12/18/18	Marybeth C. Nametz	Prepared materials in advance of depositions in North Carolina and Washington, DC.	9.25	100	925.00	

Entry	Date	Timekeeper Name	Narrative #4501	Hours	Rate	Amount	Notes
913	12/19/18	Theodore Edelman	E-mails with Alicia Roll re draft e-mail to defendants' counsel re redacted documents and scheduling of Carlos Hernandez deposition; e-mail re same from Alicia Roll to defendants' counsel; e-mails with Alexa Lawson-Remer re draft talking points for conference call with Magistrate Judge Chooljian; review of, and comment on, draft talking points for conference call with Magistrate Judge Chooljian; e-mail from Lauren Goldsmith re same; e-mails between Lisa Marcus and Alicia Roll re defendants' production of redacted documents; e-mails from Vinita Andrapalliyal re Frankie Terri Day deposition; e-mails with Alexa Lawson-Remer re issues for conference call with Magistrate Judge Chooljian; e-mail from Jessica Klein re same; e-mails with Jessica Klein re preparation for Rule 30(b)(6) deposition of defendants; preparation for Rule 30(b)(6) deposition of defendants; attention to entry of protective order; e-mails with Alicia Roll re same; e-mails with Jessica Klein re report on telcon with Magistrate Judge Chooljian; e-mails with Alexa Lawson-Remer re same; e-mails with Alicia Roll re draft e-mail to defendants' counsel re redacted documents; e-mail from Alexa Lawson-Remer re same; e-mail from Alicia Roll to defendants' counsel re redacted documents; confernece with Jessica Klein re preparation for Rule 30(b)(6) deposition of defendants; e-mail from Magistrate Judge Chooljian re results of conference call with court;	5.75	700	4,025.00	
914	12/19/18	Jessica Klein	Prepared for 30(b)(6) deposition by reviewing recent production documents from Defendants; Met with legal assistant in DC to review all documents that had been printed for deposition; Participated in telephonic court conference with magistrate judge; Attn to follow up from same; Met with Ted Edelman to review selected documents and discuss strategy for deposition.	8.50	550	4,675.00	
915	12/19/18	Alexa M. Lawson-Remer	plan and prepare for depositions; emails and conferences re: same; review productions; plan and prepare for conference with the Court; appear for same.	1.00	480	480.00	
916	12/19/18	Lauren M. Goldsmith	Preparation for depositions in NC and DC. Drafting Terri Day outline. Call with Jessica and Alexa about deposition.	4.25	430	1,827.50	
917	12/19/18	Rebekah T. Raybuck	Reviewing Andrew's depo transcript.	2.00	200	400.00	
918	12/19/18	Alicia M. Roll	Comparing court's entered protective order against parties' version	0.75	200	150.00	
919	12/19/18	Alicia M. Roll	Review productions and draft email regarding documents Defendants should provide unredacted copies of	1.25	200	250.00	
920	12/19/18	Alicia M. Roll	Working on master list of all documents Defendants' produced	0.75	200	150.00	
921	12/19/18	Alicia M. Roll	Amended deposition notice for Carlos Hernandez	0.50	200	100.00	
922	12/19/18	Alicia M. Roll	Supplementing notes for call with court regarding Defendants' redactions	1.00	200	200.00	
923	12/19/18	Marybeth C. Nametz	Finalized materials and confirmed event logistics with internal and external personnel in advance of North Carolina and Washington, DC depositions.	3.50	100	350.00	



Entry	Date	Timekeeper Name	Narrative #4502	Hours	Rate	Amount	Notes
924	12/20/18	Theodore Edelman	E-mails with Jessica Klein re December 21, 2018 telcon with clients re update and proposed summary judgment motion; e-mail from Lisa Marcus regarding scope of redaction challenges in December 19, 2018 conference call with Magistrate Judge Chooljian; e-mail from Alexa Lawson-Remer re drafts of response to Lisa Marcus; e-mails with Jessica Klein re same; e-mail from Lauren Goldsmith re same; preparation for Rule 30(b)(6) deposition of defendants; discussion with Jessica Klein re same; e-mails from Lisa Marcus re plaintiffs' production of unredacted documents; e-mails re same between Jessica Klein and Lisa Marcus; e-mails with Lauren Goldsmith re issues for Frankie Terri Day; participation in Rule 30(b)(6) deposition of defendants; e-mail from Alla Lampariello to Lisa Marcus re receipt of additional document production from defendants; attention to minute order from Magistrate Judge Chooljian re December 19, 2018 telcon; e-mail from Alicia Roll to defendants' counsel re redactions by defendants; e-mails between Donna Linton (court reporter) and Jessica Klein re transcript of Rule 30(b)(6) deposition of defendants;	12.00	700	8,400.00	
925	12/20/18	Jessica Klein	Email exchange with opposing counsel and drafted same re: Magistrate's order for the production of law enforcement privileged materials; Prepare for and participate in 30(b)(6) Deposition; Attn to review of documents produced during deposition; Attn to privilege redactions and lifted redactions produced overnight; calls with Raybuck and Goldsmith re: Day deposition.	13.00	550	7,150.00	
926	12/20/18	Alexa M. Lawson-Remer	review production from defendants; emails and conferences re: depositions	1.50	480	720.00	
927	12/20/18	Lauren M. Goldsmith	Taking and attending Day deposition.	11.00	430	4,730.00	
928	12/20/18	Rebekah T. Raybuck	Attending deposition.	12.00	200	2,400.00	
929	12/20/18	Alicia M. Roll	Retrieving and reviewing documents for issues as arising during 30(b)(6) deposition	1.50	200	300.00	
930	12/20/18	Alicia M. Roll	Reviewing un-redacted productions	3.00	200	600.00	
931	12/21/18	Theodore Edelman	E-mails with Jessica Klein re rough transcript of Frankie Terri Day deposition; e-mails between Vinita Andrapalliyal and Jessica Klein re proposed meet-and-confer re motions for summary judgment; e-mail from Vinita Andrapalliyal re: draft [re: proposed settlement approach]; e-mail from Lisa Marcus re same; review and consideration of draft [proposed settlement approach]; e-mail from Vinita Andrapalliyal re draft stipulation re proposed extension of summary judgment motion deadline; review and consideration of draft stipulation re summary judgment motion deadline; e-mail from Aaron Morris re same; participation in telcon with Andrew, Elad, Aaron Morris and S&C team re all of the above; participation in meet-and-confer telcon with Vinita Andrapalliyal, Lisa Marcus, Aaron Morris, Jessica Klein and Lauren Goldsmith re all of the above; e-mails and discussions with Jessica Klein re all of the above and next steps; telcon with Jessica Klein re her telcon with Lisa Marcus re proposed one-week extension of deadline for summary judgment motions; e-mail from Lauren Goldsmith re final transcript of deposition of Frankie Terri Day; e-mail from Jessica Klein re draft stipulation re request for one-week extension of summary judgment motion deadline; review and consideration of draft stipulation re request for one-week extension of summary judgment motion deadline; attention to filing of stipulation re request for one-week extension of summary judgment motion deadline;	5.00	700	3,500.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
932	12/21/18	Jessica Klein	Read and reviewed Reffett transcript to identify excerpts for Rule 56.1 Statement; Reviewed settlement offer; Call with clients re: status and strategy and offer that came in during call; Meet and confer call with counsel for Defendants; Received second call from Lisa Marcus re: sought extension; Attn to Defendants' request for an extension; Conferred with clients re: same; Reviewed proposed filing; Worked on Rule 56.1 Statement; Conferred with Lauren Goldsmith on draft summary judgment brief and need to revise same in light of 30(b)(6) testimony.	8.75	550	4,812.50	
933	12/21/18	Alexa M. Lawson-Remer	conferences with case team and clients re: summary judgment, depositions and outstanding tasks	2.75	480	1,320.00	
934	12/21/18	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing Ramsay transcript for MSJ. Team call in advance of client call. Call with clients. M&C call about stipulation and SJ. Revising MSJ and 56.1 statement.	8.00	430	3,440.00	
935	12/21/18	Rebekah T. Raybuck	Finding relevant cites in Andrew's depo transcript.	1.25	200	250.00	
936	12/21/18	Alicia M. Roll	Locate precedent Rule 56.1 Statement	1.00	200	200.00	
937	12/21/18	Alicia M. Roll	Locate, circulate, and review documents for and relating to productions	1.25	200	250.00	
938	12/21/18	Alicia M. Roll	Review Defendants' discovery requests and ensure responded to all of them	2.00	200	400.00	
939	12/21/18	Alicia M. Roll	Team call regarding status of outstanding items	1.25	200	250.00	
940	12/21/18	Marybeth C. Nametz	Applied highlighting to deposition transcripts and excerpted relevant pages for attorney review. Archived recent deposition materials for records. Per attorney request, prepared hard copy versions of discovery files for review.	2.00	100	200.00	
941	12/22/18	Theodore Edelman	Review and consideration of transcript of deposition of Frankie Terri Day; e-mails with S&C team re draft e-mail to plaintiff's counsel re search of videotapes and audio recordings; e-mail re same from Jessica Klein to defendants' counsel; e-mails and telcon with Jessica Klein re update, open issues, next steps and strategy; e-mail from Jessica Klein re draft Rule 56.1 statement for summary judgment motion;	2.75	700	1,925.00	
942	12/22/18	Jessica Klein	Worked on Rule 56.1 Statement; Reviewed transcripts for insertion of points into same.	4.25	550	2,337.50	
943	12/23/18	Theodore Edelman	E-mails with Jessica Klein re draft Rule 56.1 statement for summary judgment motion; review and revision of draft Rule 56.1 statement for summary judgment motion; e-mails with Alicia Roll re transcript of deposition of Andrew Dvash-Banks; review and consideration of transcript of deposition of Andrew Dvash-Banks; e-mails with Alexa Lawson-Remer re same (confidentiality designation); e-mails with Rebekah Raybuck re samples of Rule 56.1 statements; e-mail from Alexa Lawson-Remer re same; e-mails with Jessica Klein re December 24, 2018 telcon with Aaron Morris re settlement issues;	3.50	700	2,450.00	
944	12/23/18	Jessica Klein	Reviewed transcripts for insertion of points into Rule 56.1 Statement.	2.00	550	1,100.00	
945	12/23/18	Lauren M. Goldsmith	Drafting emails re SJ.	1.00	430	430.00	
946	12/23/18	Rebekah T. Raybuck	Finding sample Rule 56 statements.	0.50	200	100.00	

Entry	Date	Timekeeper Name	Narrative # 4504	Hours	Rate	Amount	Notes
947	12/24/18	Theodore Edelman	Participation in conference call with Aaron Morris and Jessica Klein re settlement issues and strategy (42 minutes); e-mails with Jessica Klein re draft e-mail to Vinitia Andrapalliyal re meet-and-confer re summary judgment motion issues and document production issues; e-mail re same from Jessica Klein and Vinita Andrapalliyal; e-mail from Vinita Andrapalliyal re same; e-mail from Jessica Klein re marked transcript of deposition of Larilyn Reffert; review and consideration of marked transcript of deposition of Larilyn Reffert; e-mails with Jessica Klein re marked transcript of deposition of Margaret Ramsay; review and consideration of marked transcript of deposition of Margaret Ramsay; e-mails with Rebakah Raybuck, Alexa Lawson-Remer and Jessica Klein re confidentiality designations for transcript of Andrew's deposition;	2.00	700	1,400.00	
948	12/24/18	Jessica Klein	Read and reviewed deposition transcripts and marked portions of same for inclusion in Rule 56.1 statement; Emailed opposing counsel re: all open discovery items and request for meet and confer; Email exchanges with Ted Edelman re: same and sent Ted two highlighted deposition transcripts; Email exchanges with Josh Tannen and Lauren Goldsmith re: equal protection argument.	3.75	550	2,062.50	
949	12/25/18	Jessica Klein	Read portions of Day transcript.	1.50	550	825.00	
950	12/26/18	Theodore Edelman	E-mails with Jessica Klein re proposed withdrawal of Equal Protection claim; e-mails with Joshua Tannen re same; e-mail from Vinita Andrapalliyal re proposed stay of case deadlines; e-mails with Jessica Klein re same; e-mails with Alexa Lawson-Remer re same; e-mails with Rebekah Raybuck re same; e-mails re same between Jessica Klein and Andrew Dvash-Banks; e-mail re same to Vinita Andrapalliyal; working on case scheduling and strategy; e-mails between Lisa Marcus and Jessica Klein re response to inquiry re defendants' search for audio and video recordings; e-mails with Jessica Klein re same; review and consideration of submissions in support of defendants' ex parte application for a stay of case deadlines; e-mail re same from Vinita Andrapalliyal; attention to court order extending summary judgment deadlines; e-mail from Jessica Klein re same; attention to court order denying defendants' motion for stay; e-mail from Jessica Klein to Andrew and Elad re court orders granting extension of summary judgment motion deadline and denying defendants' motion for stay;	2.25	700	1,575.00	
951	12/26/18	Jessica Klein	Read and highlighted Day transcript; Read and highlighted Andrew Dvash-Banks' transcript; Worked on Rule 56.1 Statement; Call with Ted Edelman and Aaron Morris re: case status and strategy; Attn to responding to request from opposing counsel to consent to stay; Reviewed court orders and communicated with clients and team re: same.	5.00	550	2,750.00	
952	12/27/18	Jessica Klein	Integrated Transcripts into Statement of Undipusted Facts.	8.00	550	4,400.00	
953	12/28/18	Theodore Edelman	E-mails with Jessica Klein re drafts of e-mail to defendants' counsel re responses to requests for admission, privilege log and deposition of Carlos Hernandez; e-mail from Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re drafts of e-mail to defendants' counsel re responses to requests for admission, privilege log and deposition of Carlos Hernandez; response e-mail from Lisa Marcus; e-mails with Jessica Klein re revised drafts of Rule 56.1 statement for summary judgment motion; review and revision of drafts of Rule 56.1 statement for summary judgment motion; e-mails with Jessica Klein re open issues and next steps; e-mails with Jessica Klein re revised draft of brief in support of motion for summary judgment; review and revision of draft brief in support of motion for summary judgment;	2.25	700	1,575.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
954	12/28/18	Jessica Klein	Worked on Rule 56.1 Statement of Undisputed Facts; Worked with Josh Tannen on motion for summary judgment; Read full draft of same; Revised excerpts from Day deposition transcript; revised Statement to begin reflecting edits from Ted Edelman.	7.25	550	3,987.50	
955	12/29/18	Theodore Edelman	Continuing review and revision of draft brief in support of motion for summary judgment; e-mails with Jessica Klein re same;	0.75	700	525.00	
956	12/29/18	Jessica Klein	Worked on motion for summary judgment.	2.75	550	1,512.50	
957	12/29/18	Rebekah T. Raybuck	Figuring out rules for filing under seal.	1.75	200	350.00	
958	12/30/18	Theodore Edelman	E-mail from Lisa Marcus re defendants' privilege log; initial review and consideration of defendants' privilege log; e-mails with Jessica Klein re revised draft of brief in support of motion for summary judgment; review of, and comment on, revised draft of brief in support of motion for summary judgment; e-mails with Joshua Tannen re proposed withdrawal of Equal Protection claim; e-mails with Jessica Klein re further revised draft of brief in support of motion for summary judgment and next steps; e-mail from Jessica Klein to Lisa Marcus re status of plaintiffs' privilege log;	1.75	700	1,225.00	
959	12/30/18	Jessica Klein	Worked on motion for summary judgment; Attn to priv log status and emailed opposing counsel re: same.	1.25	550	687.50	
960	12/31/18	Theodore Edelman	E-mails with Jessica Klein re e-mails with Joshua Tannen re issues and arguments for brief in support of motion for summary judgment; e-mails and telcons with Jessica Klein re same, update, open issues and next steps; review and revision of draft brief in support of motion for summary judgment; e-mails and telcon with Jessica Klein re her telcon with Aaron Morris re proposed withdrawal of Equal Protection claim; e-mails between Jessica Klein and Andrew Dvash-Banks re proposed conference call re same; e-mails with Jessica Klein re same; research for brief in support of motion for partial summary judgment; e-mail to Jessica Klein, Lauren Goldsmith and Joshua Tannen re same; e-mail from Alicia Roll re analysis of defendants' privilege log; e-mails with Jessica Klein and Alexa Lawson-Remer re drafts of e-mail to defendants' counsel re meet-and-confer re summary judgment motion; participation in conference call with Andrew, Elad, Aaron Morris, Alexa Lawson-Remer and Jessica Klein re issues and arguments for motion for summary judgment (31 minutes); e-mail from Jessica Klein to Vinita Andrapalliyal and Lisa Marcus re meet-and-confer re summary judgment motion; e-mail from Vinita Andrapalliyal re same; e-mails with Alicia Roll re drafts of plaintiffs' privilege log and cover letter; review of, and comment on, drafts of plaintiffs' privilege log and cover letter; e-mail from Jessica Klein re same; e-mail from Vinita Andrapalliyal re defendants' responses and objections to plaintiffs' requests for admission and cover letter; review and consideration of defendants' responses and objections to plaintiffs' requests for admission and cover letter; e-mail from Alicia Roll to defendants' counsel re plaintiffs' privilege log and cover letter from Alexa Lawson-Remer;	5.00	700	3,500.00	
961	12/31/18	Jessica Klein	Read 5 most recently produced documents including large sections of the FAM; analyzed equal protection claim; Call with Aaron Morris re: same; Call with clients and Ted Edelman, Alexa Lawson-Remer and Aaron Morris re: same; Emailed opposing counsel re: the need to meet and confer; Calls and emails with Alicia Roll re: analyzing Defendants' privilege log and redacted documents; Reviewed certain documents from Paul Peek binder, instructed legal assistant to scan same; Call with Alicia Roll re: same; Reviewed draft privilege log and commented on same; Worked on revisions to motion for summary judgment	8.25	550	4,537.50	
962	12/31/18	Alexa M. Lawson-Remer	conferences with case team and clients re: summary judgment, depositions and outstanding tasks; review standing orders and local rules for same	3.00	480	1,440.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
963	12/31/18	Rebekah T. Raybuck	[Research re: potential claim withdrawal]	0.75	200	150.00	
964	12/31/18	Alicia M. Roll	Research regarding 56-1 Statement	2.00	200	400.00	
965	12/31/18	Alicia M. Roll	Reviewing Defendants' Privilege Log	2.00	200	400.00	
966	12/31/18	Alicia M. Roll	Review documents from depositions to determine if any new documents were produced	2.50	200	500.00	
967	12/31/18	Alicia M. Roll	Drafting our Privilege Log	1.50	200	300.00	
968	12/31/18	Marybeth C. Nametz	Assembled Peek documents for attorney review. Prepared materials in advance of motion for summary judgment filing.	3.00	100	300.00	
969	1/1/19	Theodore Edelman	E-mails between Lisa Marcus and Jessica Klein re proposed meet-and-confer re summary judgment motions; e-mails with Jessica Klein re same; e-mail from Jessica Klein re revised draft of brief in support of motion for summary judgment; review and revision of draft brief in support of motion for summary judgment; e-mails re same with Jessica Klein and Joshua Tannen; e-mails with Jessica Klein re proposed handling in summary judgment submissions of confidential materials;	1.50	700	1,050.00	
970	1/1/19	Jessica Klein	Revised summary judgment brief; Reviewed 30b6 exhibits; Reviewed standing order and protective order and rules for filing under seal; Reviewed email from Alicia Roll re: Rule 56.1 Statement; Emailed Ted Edelman re: [summary judgment issues]; Reviewed case law on privilege [issues] and emailed Alicia and Rebekah re: same; Reviewed case concerning same; Emailed opposing counsel re: the need to meet and confer.	5.25	550	2,887.50	
971	1/1/19	Rebekah T. Raybuck	Research [re:] under seal filings and privilege [].	1.75	200	350.00	
972	1/2/19	Theodore Edelman	E-mails with Jessica Klein re drafts of e-mail to clients re filing of confidential information in support of motion for partial summary judgment; e-mails with Jessica Klein re revised draft of brief in support of motion for partial summary judgment; review and revision of draft of brief in support of motion for partial summary judgment; e-mail from Jessica Klein to Andrew and Elad re proposed approach to filing of confidential information in support of motion for partial summary judgment; e-mails between Elad and Jessica Klein re same; e-mails between Vinita Andrapallyal and Jessica Klein re meet-and-confer re issues for summary judgment motions; e-mails with Jessica Klein re defendants' responses and objections to plaintiffs' requests for admission; e-mails from Jessica Klein to Philip Graham re draft brief in support of motion for partial summary judgment; telcon with Jessica Klein re update, open issues and next steps; e-mail from Jessica Klein re [exhibits for partial summary judgment motion]; e-mails with Alicia Roll re drafts of Rule 7.3 report to court re meet-and-confer sessions re summary judgment motions; e-mail from Alexa Lawson-Remer re same; review and revision of drafts of Rule 7.3 report to court re meet-and-confer sessions re summary judgment motions; e-mail re same from Alicia Roll to defendants' counsel; e-mails with Philip Graham re comments on draft brief in support of motion for summary judgment; review and consideration of comments from Philip Graham on draft brief in support of motion for summary judgment; e-mails with Jessica Klein re same;	5.00	700	3,500.00	
973	1/2/19	Jessica Klein	Emailed clients re: [issues re: summary judgment motion filing]. Reviewed sources found by Rebekah re: [same]; Read Defendants' RFA responses; Drafted analysis of same to S&C team; Revised SJ brief; Circulated to Aaron and to Philip Graham; call with Sam Greene re: [use of exhibits for summary judgment motion]; Call with Ted Edelman re: case status and strategy; Work on revisions and citations to Rule 56.1 statement; Meet and confer call with opposing counsel; Meeting with Ted Edelman re: revisions to Rule 56.1 Statement; Reviewed drafts of stipulation and emailed Alicia Roll re: same.	10.75	550	5,912.50	

Entry	Date	Timekeeper Name	Narrative #4507	Hours	Rate	Amount	Notes
974	1/2/19	Alexa M. Lawson-Remer	conferences with case team re: summary judgment, depositions and outstanding tasks; review standing orders and local rules for same; review and revise motion papers for amendment to complaint; meet and confer with opposing counsel re: same; revise joint 7-3 statement	2.75	480	1,320.00	
975	1/2/19	Rebekah T. Raybuck	Calls w/ Jessica & other teammates; call w/ opposing counsel. Drafting [motion for withdrawal of equal protection claim].	2.00	200	400.00	
976	1/2/19	Alicia M. Roll	Preparing Joint Statement pursuant to LR 7-3	3.25	200	650.00	
977	1/2/19	Alicia M. Roll	Locating documents supporting MSJ	3.00	200	600.00	
978	1/2/19	Alicia M. Roll	Call with Opposing Counsel pursuant to LR 7-3	1.00	200	200.00	
979	1/2/19	Marybeth C. Nametz	Prepared materials in advance of Motion for Summary Judgement filing.	7.75	100	775.00	
980	1/3/19	Theodore Edelman	E-mails from Lisa Marcus re letter re additional document production from DOJ; review and consideration of letter from Lisa Marcus re additional document production from DOJ; e-mails with Jessica Klein re revised drafts of brief in support of motion for partial summary judgment; review and revision of drafts of brief in support of motion for partial summary judgment; discussions with Philip Graham re same; e-mail from Lisa Marcus re proposed contents of administrative record for filing with court; e-mail from Jessica Klein re comments from Aaron Morris on draft brief in support of motion for partial summary judgment; telcon with Jessica Klein re update, open issues and next steps; e-mails with Lauren Goldsmith re issues for draft brief in support of motion for partial summary judgment; e-mails with Jessica Klein re draft e-mail to Lisa Marcus re DOJ's proposed filing of administrative record; e-mails between Alexa Lawson-Remer and Jessica Klein re same; e-mail re same from Jessica Klein to Lisa Marcus; e-mail from Vinita Andrapalliyal re defendants' comments on draft Rule 7.3 statement re issues for summary judgment motions; review and consideration of defendants' comments on draft Rule 7.3 statement re issues for summary judgment motions; e-mails with Alicia Roll re same and research re same; e-mails between Rebekah Raybuck and Vinita Andrapalliyal re conference call re same; e-mails between Rebekah Raybuck and Alexa Lawson-Remer re same; e-mails between Lisa Marcus and Jessica Klein re confidential materials to be cited in summary judgment briefs; e-mails with Jessica Klein re same; e-mails with Jessica Klein re revised draft of Rule 56.1 statement for summary judgment motion; e-mails with Rebekah Raybuck re [draft of] withdrawal of Equal Protection claim; e-mail from Alicia Roll to Lisa Marcus and Vinita Andrapalliyal re revised draft of Rule 7.3 statement re issues for summary judgment motions; e-mail from Vinita Andrapalliyal re same; e-mails re same with Alicia Roll and Alexa-Lawson-Remer; e-mails and telcon with Jessica Klein re comments on draft brief in support of motion for partial summary judgment; e-mails with Lauren Goldsmith re same; attention to filing of Rule 7.3 statement re issues for summary judgment motions; e-mail from Alicia Roll re same; e-mails between Alexa Lawson-Remer and Alicia Roll re same; e-mail re same from Alicia Roll to Vinita Anrapalliyal; conference and	5.25	700	3,675.00	
981	1/3/19	Jessica Klein	Worked on summary judgment brief and statement; Meeting with Ted Edelman re: comments received on same from co-counsel.	13.75	550	7,562.50	
982	1/3/19	Alexa M. Lawson-Remer	conferences with case team re: summary judgment, depositions and outstanding tasks; review standing orders and local rules for same; review and revise motion papers for amendment to complaint; meet and confer with opposing counsel re: same; revise joint 7-3 statement	1.00	480	480.00	
983	1/3/19	Lauren M. Goldsmith	Reading and responding to team emails. Research for MSJ. Meet and confer about withdrawing EP claim.	9.00	430	3,870.00	

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Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
984	1/3/19	Rebekah T. Raybuck	Multiple calls with Jessica, Lauren & the team re upcoming filing. Call w/ opposing counsel re [motion for withdrawal of equal protection claim]. Working on updating [same] based on Alexa's feedback.	1.00	200	200.00	
985	1/3/19	Alicia M. Roll	Judge Walter deposition procedure research	1.75	200	350.00	
986	1/3/19	Alicia M. Roll	Call with opposing counsel	0.25	200	50.00	
987	1/3/19	Alicia M. Roll	Review new productions	0.75	200	150.00	
988	1/3/19	Alicia M. Roll	Team call	1.00	200	200.00	
989	1/3/19	Alicia M. Roll	Research regarding [redactions in filings]	1.75	200	350.00	
990	1/3/19	Alicia M. Roll	Filing Joint Statement	2.00	200	400.00	
991	1/3/19	Alicia M. Roll	Research regarding [redactions in filings]	1.50	200	300.00	
992	1/3/19	Hayden M. Irwin	Helped prepare documents and exhibits re upcoming Motion for Partial Summary Judgment per AMLR - deposition transcript excerpting and formatting.	3.75	100	375.00	
993	1/3/19	Marybeth C. Nametz	Reviewed Statement of Facts and Motion for Partial Summary Judgement drafts in advance of filing.	9.00	100	900.00	
994	1/4/19	Theodore Edelman	E-mails between Rebekah Raybuck and Lisa Marcus re drafts of submissions re motion to amend complaint to eliminate Equal Protection claim; telcons with Jessica Klein re update, open issues and next steps; review and consideration of revisions to draft brief in support of motion for partial summary judgment; e-mails and telcon with Jessica Klein re same; telcon with Philip Graham and Jessica Klein re same; e-mail from Philip Graham re revisions to draft brief in support of motion for partial summary judgment; review and consideration of comments on draft brief in support of motion for summary judgment; e-mail from Vinita Andrapalliyal re defendants' comments on drafts of stipulation and order re amendment of complaint to eliminate Equal Protection claim; e-mails with S&C team re same; e-mails re same between Rebekah Raybuck and Vinita Andrapalliyal; e-mails with Alicia Roll re confirmation of plaintiff's production of all documents required to be produced; e-mails with Jessica Klein re revised drafts of Rule 56.1 statement for summary judgment motion; review and revision of Rule 56.1 statement for summary judgment motion; telcon with Jessica Klein and Rebekah Raybuck re amendment of complaint; e-mails with Alicia Roll re revised draft of order re motion to amend complaint to eliminate Equal Protection claim; review and consideration of revised draft of order re motion to amend complaint to eliminate Equal Protection claim; e-mails with Jessica Klein re same; e-mail from Jessica Klein to Andrew and Elad re draft of brief in support of motion for partial summary judgment; attention to filing of submissions re motion to amend complaint to eliminate Equal Protection claim; e-mail re same from Rebekah Raybuck to Vinita Andrapalliyal and Lisa Marcus;	4.50	700	3,150.00	
995	1/4/19	Jessica Klein	worked on msj brief and papers, including rule 56.1 statement.	11.00	550	6,050.00	
996	1/4/19	Alexa M. Lawson-Remer	conferences re: MSJ filing; revise materials for same; conferences re: amending complaint; revise materials for same	3.00	480	1,440.00	
997	1/4/19	Lauren M. Goldsmith	Reading and responding to team emails. Research and drafting/revising for MSJ. Drafting 56.1 statement.	7.75	430	3,332.50	
998	1/4/19	Rebekah T. Raybuck	[Filing motion for withdrawal of equal protection claim].	1.50	200	300.00	
999	1/4/19	Alicia M. Roll	Locating and pulling precedents of motions, dockets, and filings materials for reference	2.75	200	550.00	
1000	1/4/19	Alicia M. Roll	Excerpting documents for filing as exhibits	1.00	200	200.00	
1001	1/4/19	Alicia M. Roll	Preparing Notice of Motion and Motion	1.50	200	300.00	
1002	1/4/19	Alicia M. Roll	Research [for proposed order for summary judgment motion on section 1503 claim]	2.00	200	400.00	
1003	1/4/19	Alicia M. Roll	Preparing chart listing exhibits for 56.1 statement	1.50	200	300.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1004	1/4/19	Alicia M. Roll	Draft Declarations for Lawson-Remer and Dvash-Banks	3.50	200	700.00	
1005	1/4/19	Hayden M. Irwin	Worked with the case team on preparing deposition transcript excerpts and cite checking the Rule 56.1 Statement. Copied and pasted relevant deposition transcript excerpts into Word docs to file as separate exhibits for the upcoming MSJ. Prepared exhibits to the statement for filing.	6.75	100	675.00	
1006	1/4/19	Marybeth C. Nametz	Further reviewed Statement of Facts and Motion for Partial Summary Judgement in advance of filing.	11.00	100	1,100.00	
1007	1/5/19	Theodore Edelman	E-mails between Elad and Jessica Klein re comments on draft brief in support of motion for summary judgment and draft Rule 56.1 statement; attention to filing of administrative record; e-mails and telcon with Jessica Klein re revisions to draft brief in support of motion for partial summary judgment; review of, and comment on, revisions to draft brief in support of motion for partial summary judgment;	0.50	700	350.00	
1008	1/5/19	Jessica Klein	revised brief to reflect client comment; Worked on revisions to brief, citations to Statement in brief, to Rule 56 Statement; and attn to other filings.	6.50	550	3,575.00	
1009	1/5/19	Alicia M. Roll	Updating Declarations and exhibits for filing MSJ	0.50	200	100.00	
1010	1/5/19	Alicia M. Roll	Reviewing, updating, and circulating ancillary documents to MSJ filing (notice/motion, declarations, proposed order)	3.00	200	600.00	
1011	1/5/19	Marybeth C. Nametz	Revised Statement of Facts and Motion for Summary Judgement. Assembled exhibit documents in advance of filing.	7.50	100	750.00	
1012	1/6/19	Theodore Edelman	E-mails with Jessica Klein re revisions to draft submissions in support of motion for partial summary judgment; e-mails with Jessica Klein re revised drafts of submissions in support of motion for partial summary judgment; review of, and comment on, drafts of submissions in support of motion for partial summary judgment; e-mails with Alicia Roll re revised drafts of declaration of Andrew Dvash-Banks in support of motion for partial summary judgment; review of, and comment on, drafts of declaration of Andrew Dvash-Banks in support of motion for partial summary judgment; e-mails with Jessica Klein re update and next steps;	1.00	700	700.00	
1013	1/6/19	Jessica Klein	Worked on finalizing brief; Checked cites in statement; Reviewed declarations and notice of motion and proposed order; Coordinated with team and paralegals on same.	6.75	550	3,712.50	
1014	1/6/19	Alexa M. Lawson-Remer	conferences with case team re: summary judgment; review standing orders and local rules for same; review and revise motion papers for same	3.75	480	1,800.00	
1015	1/6/19	Lauren M. Goldsmith	Proofing tables in MSJ draft before filing.	2.50	430	1,075.00	
1016	1/6/19	Rebekah T. Raybuck	Working on statement of facts with Jessica.	5.25	200	1,050.00	
1017	1/6/19	Alicia M. Roll	Reviewing and updating documents in preparation for the MSJ filings	7.25	200	1,450.00	
1018	1/6/19	Hayden M. Irwin	Continued to work on excerpted deposition transcripts and preparing exhibits for the upcoming Motion for Partial Summary Judgment.	4.00	100	400.00	
1019	1/6/19	Marybeth C. Nametz	Further revised Statement of Facts, Motion for Partial Summary Judgement, and exhibits in advance of filing.	6.00	100	600.00	



Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1020	1/7/19	Theodore Edelman	E-mails with Alicia Roll re revisions to draft submissions in support of motion for partial summary judgment; review of, and comment on, draft submissions in support of motion for partial summary judgment; e-mails and telcons with Jessica Klein re same; attention to notice of filing deficiency with respect to filing of administrative record; attention to filing of defendants' notice of non-opposition to motion to amend complaint to remove equal protection claim; discussion with Jessica Klein re final arrangements for filing submissions in support of motion for partial summary judgment; attention to filing of submissions in support of motion for partial summary judgment; e-mails with S&C team re same; initial review and consideration of submissions in support of defendants' motion for partial summary judgment; e-mail to Philip Graham re same; e-mail from Alexa Lawson-Remer to Judge Walter's chambers re proposed order re motion for partial summary judgment;	4.00	700	2,800.00	
1021	1/7/19	Jessica Klein	Worked on finalizing and filing all MSJ papers including brief and Rule 56.1 Statement and spot checking supporting exhibits.	8.75	550	4,812.50	
1022	1/7/19	Alexa M. Lawson-Remer	conferences re: MSJ filing; revise materials for same; finalize and file same; prepare courtesy copies of same	3.00	480	1,440.00	
1023	1/7/19	Lauren M. Goldsmith	Reading and responding to team emails. Proofreading MSJ and 56.1 statement before filing. Finalizing ancillary documents for filing. [Undertook final] research before filing MSJ.	7.25	430	3,117.50	
1024	1/7/19	Rebekah T. Raybuck	Filing day: helping to get various docs ready for filing, checking court requirements, etc.	2.75	200	550.00	
1025	1/7/19	Alicia M. Roll	Coordinating redactions for MSJ filing	0.50	200	100.00	
1026	1/7/19	Alicia M. Roll	Updating Notice of Motion and Motion	0.75	200	150.00	
1027	1/7/19	Alicia M. Roll	Organizing binder compilation for chambers/courtesy/additional copies	2.50	200	500.00	
1028	1/7/19	Alicia M. Roll	Finalizing MSJ filing	2.75	200	550.00	
1029	1/7/19	Alicia M. Roll	Updating Proposed Order for MSJ filing	0.75	200	150.00	
1030	1/7/19	Alicia M. Roll	Updating Lawson-Remer Declaration	0.50	200	100.00	
1031	1/7/19	Alicia M. Roll	Reviewing excerpts of depositions for accuracy	2.25	200	450.00	
1032	1/7/19	Hayden M. Irwin	Worked on preparing MSJ exhibits, excerpting deposition transcripts, highlighting deposition transcripts, formatting deposition transcripts, and preparing various MSJ filing binders for print and coordinating delivery to the court.	10.25	100	1,025.00	
1033	1/7/19	Marybeth C. Nametz	Reviewed and finalized Motion for Summary Judgement, exhibits, and statement of facts in advance of filing.	5.25	100	525.00	
1034	1/8/19	Theodore Edelman	Review and consideration of declaration of Lisa Marcus re re-filing of exhibits in support of defendants' motion for partial summary judgment; review and consideration of proposed order in support of defendants' motion for partial summary judgment; e-mails between Jessica Klein and Alexa Lawson-Remer re summary judgment motion deadlines; e-mail from Jessica Klein to Andrew and Elad re filed version of brief in support of motion for partial summary judgment; e-mail from Elad Dvash-Banks re same; attention to filing of notice of errata to defendants' summary judgment brief; review and consideration of notice of errata to defendants' summary judgment brief; telcon with Jessica Klein re update and next steps.	1.00	700	700.00	
1035	1/8/19	Jessica Klein	attn to status of opp and research needed for same.	1.25	550	687.50	
1036	1/8/19	Alexa M. Lawson-Remer	review defendants' moving papers	2.25	480	1,080.00	
1037	1/8/19	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing gov't MSJ and planning for opposition brief.	9.75	430	4,192.50	
1038	1/8/19	Rebekah T. Raybuck	Working on errata sheet for Andrew and also research for Jessica/Lauren regarding [APA for opp brief].	6.50	200	1,300.00	
1039	1/8/19	Alicia M. Roll	Research supporting Opposition to MSJ	6.50	200	1,300.00	

Entry	Date	Timekeeper Name	Narrative #4511	Hours	Rate	Amount	Notes
1040	1/8/19	Marybeth C. Nametz	Archived recent MPSJ filings for records and circulated to team for review. Attended meeting with J. Klein to review MPSJ documents.	1.25	100	125.00	
1041	1/9/19	Theodore Edelman	E-mails with Jessica Klein re issues for response to defendants' summary judgment motion; meeting with Jessica Klein and Lauren Goldsmith re issues and arguments for opposition to defendants' motion for summary judgment; telcon with Jessica Klein re same; e-mails between Alexa Lawson-Remer and Jessica Klein re summary judgment motion deadlines; e-mails with Jessica Klein re e-mails with Alexa Lawson-Remer re proposed approach for statement of facts in opposition to defendants' motion for summary judgment;; e-mail from Jessica Klein re update re status of opposition to defendants' summary judgment motion.	2.00	700	1,400.00	
1042	1/9/19	Jessica Klein	Attn to points for opposition brief; Worked on drafting statement of genuine disputes; Communicated with clients about content of Defendants' motion for summary judgment; Attn to [legal arguments in Defendants' summary judgment motion concerning APA and 1503 claims].	8.75	550	4,812.50	
1043	1/9/19	Alexa M. Lawson-Remer	review defendants' moving papers; emails and conferences re: opposition; emails re: errata; review and revise errata; review court orders	2.75	480	1,320.00	
1044	1/9/19	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing gov't MSJ and planning for opposition brief.	1.50	430	645.00	
1045	1/9/19	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing gov't MSJ and planning for opposition brief. Drafting brief. Meeting with Jessica Klein and Ted Edelman to discuss draft.	12.00	430	5,160.00	
1046	1/9/19	Rebekah T. Raybuck	Working on research tasks for Lauren for opposition brief. Reading [re: APA decisions]. [Analyzing Defendants'] statement of facts.	4.00	200	800.00	
1047	1/9/19	Alicia M. Roll	Research to support Opposition to Defendants' MSJ	6.50	200	1,300.00	
1048	1/9/19	Alicia M. Roll	Review Statement of Genuine Disputes	1.50	200	300.00	
1049	1/9/19	Marybeth C. Nametz	Reviewed Defendants' MPSJ and SOF in advance of opposition filing.	3.25	100	325.00	
1050	1/10/19	Theodore Edelman	E-mail from Aaron Morris re: re issues and arguments for opposition to defendants' motion for summary judgment; e-mails with Rebekah Raybuck re proposed errata for transcript of deposition of Andrew Dvash-Banks; e-mails with Lauren Goldsmith re draft opposition to defendants' motion for partial summary judgment; initial review of, and comment on, draft opposition to defendants' motion for partial summary judgment; e-mails and telcon with Jessica Klein re same and draft statement of facts for opposition to defendants' motion for partial summary judgment;	2.50	700	1,750.00	
1051	1/10/19	Jessica Klein	Worked on opposition brief and genuinely disputed facts; Attn to evidenciary brief needed and precedents for same; Worked with Rebekah Raybuck on Andrew Dvash-Banks' errata sheet for his deposition.	10.50	550	5,775.00	
1052	1/10/19	Alexa M. Lawson-Remer	conferences with case team re: summary judgment; review and revise opposition papers for same	1.50	480	720.00	
1053	1/10/19	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing gov't MSJ and planning for opposition brief. Drafting brief. Research for brief.	14.25	430	6,127.50	
1054	1/10/19	Lauren M. Goldsmith	Reading and responding to team emails. Reviewing gov't MSJ and planning for opposition brief. Drafting brief. Meeting with Jessica Klein and Ted Edelman to discuss draft.	1.00	430	430.00	
1055	1/10/19	Rebekah T. Raybuck	Research for Lauren Goldsmith / working on errata sheet for Andrew.	2.50	200	500.00	
1056	1/10/19	Alicia M. Roll	Research to support Opposition to Defendants' MSJ	8.75	200	1,750.00	
1057	1/10/19	Marybeth C. Nametz	Reviewed Statement of Genuine Disputes of Material Fact and prepared materials in advance of filing.	4.00	100	400.00	

Entry	Date	Timekeeper Name	Narrative # 4512	Hours	Rate	Amount	Notes
1058	1/11/19	Theodore Edelman	Review and revision of draft statement of disputed facts for opposition to defendants' motion for partial summary judgment; e-mails and conference with Jessica Klein re same and open issues and next steps; e-mails with Lauren Goldsmith re revised draft of opposition to defendants' motion for partial summary judgment; review and revision of drafts of opposition to defendants' motion for partial summary judgment; e-mails with Jessica Klein re issues and arguments for opposition to defendants' motion for partial summary judgment; e-mails and telcons with Jessica Klein re precedents and format/approach for brief in support of evidentiary objections to statement of undisputed facts in support of defendants' motion for partial summary judgment; e-mails with Rebekah Raybuck re research for opposition to defendants' motion for partial summary judgment; e-mails and conference with Jessica Klein and Lauren Goldsmith re revisions to draft opposition to defendants' motion for partial summary judgment; attention to court order permitting amendment of complaint to remove equal protection claim; e-mails re same with S&C team;	6.75	700	4,725.00	
1059	1/11/19	Jessica Klein	worked on opp brief and opp papers.	8.00	550	4,400.00	
1060	1/11/19	Alexa M. Lawson-Remer	emails and conferences re: MSJ opposition filing; review documents for same	2.25	480	1,080.00	
1061	1/11/19	Lauren M. Goldsmith	Reading and responding to team emails. Drafting brief. Research for brief. Team call.	5.50	430	2,365.00	
1062	1/11/19	Rebekah T. Raybuck	Tweaks to Andrew's errata sheet; research for Ted [relating to summary judgment motions]; starting to put together evidentiary objections brief; other research for Lauren for brief.	5.00	200	1,000.00	
1063	1/11/19	Alicia M. Roll	Research to support Opposition to Defendants' MSJ	7.00	200	1,400.00	
1064	1/11/19	Marybeth C. Nametz	Reviewed opposition brief and statement of genuine disputes in advance of filing.	3.50	100	350.00	
1065	1/12/19	Theodore Edelman	E-mail from Lauren Goldsmith re revised draft of brief in opposition to defendants' motion for summary judgment; revising draft brief in opposition to defendants' motion for summary judgment; e-mail re same to Jessica Klein and Lauren Goldsmith; e-mails with Jessica Klein re status of submissions in opposition to defendants' motion for summary judgment and next steps; e-mails with Jessica Klein re revised draft of statement of disputed facts for opposition to defendants' motion for summary judgment; review of, and comment on, draft of statement of disputed facts for opposition to defendants' motion for summary judgment; e-mails with Jessica Klein re revisions to draft brief in opposition to defendants' motion for summary judgment;	6.25	700	4,375.00	
1066	1/12/19	Jessica Klein	Worked on revisions to opposition brief.	8.25	550	4,537.50	
1067	1/12/19	Lauren M. Goldsmith	Reading and responding to team emails. Drafting brief. Research for brief.	7.25	430	3,117.50	
1068	1/12/19	Rebekah T. Raybuck	Sending Lauren & Jessica cite for the opposition brief.	0.25	200	50.00	
1069	1/12/19	Alicia M. Roll	Draft Proposed Order	0.75	200	150.00	
1070	1/12/19	Marybeth C. Nametz	Reviewed Statement of Genuine Disputes of Material Fact and prepared materials in advance of filing.	5.00	100	500.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1071	1/13/19	Theodore Edelman	E-mails with Jessica Klein and Lauren Goldsmith re revisions to draft brief in opposition to defendants' motion for summary judgment; review and revision of drafts of brief in opposition to defendants' motion for summary judgment; e-mails with Jessica Klein re proposed order denying defendants' motion for summary judgment; e-mail from Alicia Roll re same; e-mail from Jessica Klein to Andrew and Elad re draft of opposition to defendants' motion for summary judgment; e-mails and telcon with Jessica Klein and Lauren Goldsmith re issues and arguments for, and revisions to, draft brief in opposition to defendants' motion for summary judgment; review and revision of drafts of opposition to defendants' motion for summary judgment; e-mails and telcons with Jessica Klein re revisions to draft statement of disputed facts for opposition to defendants' motion for summary judgment; review of, and comment on, drafts of statement of disputed facts for opposition to defendants' motion for summary judgment; participation in conference call with Andrew, Elad, Jessica Klein and Aaron Morris re submissions in opposition to defendants' motion for summary judgment; e-mails with Jessica Klein re revised drafts of submissions in opposition to defendants' motion for partial summary judgment; review and revision of submissions in opposition to defendants' motion for partial summary judgment; e-mails with Alicia Roll re same;	6.75	700	4,725.00	
1072	1/13/19	Jessica Klein	Worked on revising opposition brief; Worked on drafting genuine disputes of material fact.	10.00	550	5,500.00	
1073	1/13/19	Alexa M. Lawson-Remer	conferences with case team re: summary judgment; review and revise opposition papers for same	2.00	480	960.00	
1074	1/13/19	Lauren M. Goldsmith	Drafting MSJ opposition brief.	13.00	430	5,590.00	
1075	1/13/19	Rebekah T. Raybuck	Working on evidentiary objections plus team call.	5.75	200	1,150.00	
1076	1/13/19	Alicia M. Roll	Organize excerpts/exhibits	1.50	200	300.00	
1077	1/13/19	Alicia M. Roll	Proposed Order revisions	1.00	200	200.00	
1078	1/13/19	Alicia M. Roll	Draft Declaration	1.00	200	200.00	
1079	1/13/19	Alicia M. Roll	Work on Statement of Genuine Disputes	6.00	200	1,200.00	
1080	1/13/19	Hayden M. Irwin	Prepared deposition transcript excerpts and exhibits for the upcoming filing re Opposition to Defendants' Motion for Partial Summary Judgment.	4.00	100	400.00	
1081	1/13/19	Marybeth C. Nametz	Further reviewed Statement of Genuine Disputes of Material Fact and prepared materials in advance of filing.	7.25	100	725.00	
1082	1/14/19	Theodore Edelman	E-mails with Rebekah Raybuck re drafts of brief in support of evidentiary objections to defendants' statement of undisputed facts in support of their motion for summary judgment; review and revision of drafts of brief in support of evidentiary objections to defendants' statement of undisputed facts in support of their motion for summary judgment; e-mails with Rebekah Raybuck re research for opposition to defendants' motion for summary judgment; e-mails and telcons with Jessica Klein re revision and finalization of submissions in opposition to defendants' motion for partial summary judgment; telcon re same with Jessica Klein and Rebekah Raybuck; e-mails with Alicia Roll re same; attention to filing of first amended complaint; attention to filing of submissions in opposition to defendants' motion for partial summary judgment; review and consideration of defendants' submissions in opposition to plaintiffs' motion for partial summary judgment; e-mails with S&C team re same; e-mail to Philip Graham re same; e-mail from Alexa Lawson-Remer to Judge Walter's chambers re proposed order denying defendants' motion for partial summary judgment;	4.75	700	3,325.00	
1083	1/14/19	Jessica Klein	Prepared and finalized all opposition papers including Genuine Disputes of Material Fact, Opposition Brief, and evidenciary brief; initial read of Defendants' opposition brief and identified legal research questions from same.	10.25	550	5,637.50	

Entry	Date	Timekeeper Name	Narrative # 4514	Hours	Rate	Amount	Notes
1084	1/14/19	Alexa M. Lawson-Remer	conferences re: MSJ opposition filing; revise materials for same; finalize and file same; prepare courtesy copies of same	2.75	480	1,320.00	
1085	1/14/19	Lauren M. Goldsmith	Reading and responding to team emails. Drafting brief. Finalizing documents for filing.	8.75	430	3,762.50	
1086	1/14/19	Rebekah T. Raybuck	Number of tasks related to filing: updating evidentiary objections, QC of deposition excerpts, helping Alexa get amended complaint filed, etc.	3.00	200	600.00	
1087	1/14/19	Alicia M. Roll	Finalizing documents for filing including overseeing courtesy copies	3.00	200	600.00	
1088	1/14/19	Hayden M. Irwin	Prepared deposition transcript excerpts, exhibits, and physical copies of exhibits and transcripts for filing in our Plaintiffs' Opposition to Defendants' Motion for Partial Summary Judgment.	6.75	100	675.00	
1089	1/14/19	Marybeth C. Nametz	Reviewed statement of genuine disputes and opposition brief in advance of filing.	5.50	100	550.00	
1090	1/15/19	Theodore Edelman	Telcons and e-mails with Jessica Klein re issues and arguments for reply brief in support of motion for summary judgment and related submissions; telcon/conference with S&C team re same; research re same; e-mails with Jessica Klein re same	2.75	700	1,925.00	
1091	1/15/19	Jessica Klein	Read and reviewed opposition brief; Drafted 1503 section of reply; Call with Ted Edelman re: same; Meeting with Lauren Goldsmith and Ted Edelman re: same; Meeting with David Seidler re: cases cited; [discussed arguments] with Josh Tannen; Read case law; Email exchanges with Ted Edelman re: same; Team call re: filing.	10.00	550	5,500.00	
1092	1/15/19	Alexa M. Lawson-Remer	conferences re: MSJ reply brief filing; research hearsay objections and responses	4.50	480	2,160.00	
1093	1/15/19	Lauren M. Goldsmith	Research for reply brief. Team call. Drafting reply brief. Meeting with Ted Edelman and team.	11.25	430	4,837.50	
1094	1/15/19	Rebekah T. Raybuck	Working on Andrew's errata sheet, [instructing] paralegal [re:] [compiling exhibits for declarations for summary judgment motion], team call about upcoming tasks, and writing first draft of brief responding to defs' evidentiary objections.	9.00	200	1,800.00	
1095	1/15/19	Alicia M. Roll	Amended Lawson-Remer Declaration and exhibits	2.50	200	500.00	
1096	1/15/19	Alicia M. Roll	Reviewing Defendants' filings	1.25	200	250.00	
1097	1/15/19	Alicia M. Roll	Organizing assembly for Joint Exhibit Binder	3.50	200	700.00	
1098	1/15/19	Alicia M. Roll	Calls with Jessica Klein regarding status of Reply filings	1.50	200	300.00	
1099	1/15/19	Hayden M. Irwin	Drafted table of contents for Joint Exhibits Binder and participated in conference call with the case team regarding upcoming case filings.	2.00	100	200.00	
1100	1/15/19	Marybeth C. Nametz	Reviewed Defendants Statement of Genuine Disputes in advance of reply filing.	2.50	100	250.00	

Entry	Date	Timekeeper Name	Narrative #4515	Hours	Rate	Amount	Notes
1101	1/16/19	Theodore Edelman	review and consideration of defendants' notice of errata and amended statement of undisputed facts in support of their motion for summary judgment; e-mails with S&C team re same; e-mails and telcons with Jessica Klein re drafts of argument sections for reply brief in support of motion for summary judgment; e-mail from Jessica Klein re e-mail from Lisa Marcus re redline of changes to defendants' statement of undisputed facts; review and revision of argument re Section 1503 claim for reply brief in support of plaintiffs' motion for partial summary judgment; discussion with Jessica Klein re open issues, update and next steps; e-mails with Rebekah Raybuck re [evidentiary issues for summary judgment motion]; e-mails and discussion with Jessica Klein re defendants' request for extension of deadline for reply briefs in support of summary judgment motions; e-mails re same between Jessica Klein and Lisa Marcus; e-mails with Rebekah Raybuck re drafts of brief in opposition to defendants' evidentiary objections to plaintiffs' summary judgment evidence; review and revision of drafts of brief in opposition to defendants' evidentiary objections to plaintiffs' summary judgment evidence; e-mails with Lauren Goldsmith re draft argument section on due process claim for reply brief in support of plaintiffs' motion for summary judgment; review and revision of draft argument section on due process claim for reply brief in support of plaintiffs' motion for summary judgment; e-mail from Lisa Marcus re draft stipulation re extension of deadline for reply briefs on motions for summary judgment; e-mails with Jessica Klein re same; e-mails with Jessica Klein and Alexa Lawson-Rember re draft e-mail to Lisa Marcus re same; e-mails re same between Jessica Klein and Lisa Marcus; e-mail from Aaron Morris re same; e-mails with Rebekah Raybuck re revised draft of brief re defendants' evidentiary objections; review of, and comment on, revised draft of brief re defendants' evidentiary objections; e-mails re same with Jessica Klein, Alexa Lawson-Rember and Rebekah Raybuck;	11.00	700	7,700.00	
1102	1/16/19	Jessica Klein	Drafted reply brief; reviewed case law for same; Commented on section of same; Attn to requested extension [by Defendants] and emails with opposing counsel, call with opposing counsel and discussion with Ted Edelman and call with Alexa Lawson-Remer re: same; Reviewed their proposed filing; Worked on draft objections to new assertions of fact; Worked with Alicia Roll on same.	12.75	550	7,012.50	
1103	1/16/19	Alexa M. Lawson-Remer	conferences re: MSJ reply brief filing; research hearsay objections and responses; revise documents for reply brief filing	2.75	480	1,320.00	
1104	1/16/19	Lauren M. Goldsmith	Research for reply brief. Team call. Drafting reply brief. Meeting with Ted Edelman and team. Drafting reply brief.	13.00	430	5,590.00	
1105	1/16/19	Rebekah T. Raybuck	Working on declarations binder and evidentiary objections response brief; research [for evidentiary objections brief].	5.00	200	1,000.00	
1106	1/16/19	Alicia M. Roll	Joint Declarations binder	1.25	200	250.00	
1107	1/16/19	Alicia M. Roll	Combined Statement of Facts review	1.25	200	250.00	
1108	1/16/19	Marybeth C. Nametz	Reviewed Defendants Statement of Genuine Disputes in advance of reply filing.	3.50	100	350.00	

Entry	Date	Timekeeper Name	Narrative #4516	Hours	Rate	Amount	Notes
1109	1/17/19	Theodore Edelman	E-mails with Lauren Goldsmith and Jessica Klein re drafts of reply brief in support of motion for summary judgment; review and revision of drafts of reply brief in support of motion for summary judgment; attention to filing of Defendants' request for extension of deadline for reply briefs in support of motion for summary judgment; conferences with Jessica Klein re responses to defendants' objections to plaintiff's Rule 56.1 statement; e-mail from Jessica Klein to Andrew and Elad re draft of reply brief in support of plaintiffs' motion for summary judgment; e-mails with Rebekah Raybuck draft brief in support of evidentiary objections to defendants' Rule 56.1 Statement; review and revision of draft brief in support of evidentiary objections to defendants' Rule 56.1 Statement; e-mail from Aaron Morris re comments on draft reply brief in support of plaintiffs' motion for summary judgment; e-mails with Jessica Klein re same; e-mails with Jessica Klein re update re reply filings in support of motion for summary judgment;	12.75	700	8,925.00	
1110	1/17/19	Jessica Klein	Worked on reply papers; Read and reviewed evidentiary brief; Read and reviewed reply brief; Meetings with Ted Edelman re: evidentiary objections to approximately 23 new facts asserted by Defendants' Meetings with Ted Edelman re: replies to objections to Plaintiffs' 149 Statements of Fact.	17.00	550	9,350.00	
1111	1/17/19	Alexa M. Lawson-Remer	emails and conferences re: MSJ reply brief filing; review documents for same;	2.50	480	1,200.00	
1112	1/17/19	Lauren M. Goldsmith	Drafting reply brief. Finalizing other documents for filing with reply.	11.25	430	4,837.50	
1113	1/17/19	Rebekah T. Raybuck	Working on evidentiary objections brief; sending out errata sheet to [court reporting firm] Ben Hyatt; drafting declaration ISO reply brief.	5.50	200	1,100.00	
1114	1/17/19	Alicia M. Roll	Work on Combined Statement of Facts	7.25	200	1,450.00	
1115	1/17/19	Alicia M. Roll	Research [brief on evidentiary issues for summary judgment motion]	4.00	200	800.00	
1116	1/17/19	Alicia M. Roll	Joint Exhibit Binder	2.75	200	550.00	
1117	1/17/19	Hayden M. Irwin	Worked on excerpting deposition transcripts for upcoming reply filing.	1.00	100	100.00	
1118	1/17/19	Marybeth C. Nametz	Reviewed and revised reply to Defendants' Statement of Genuine Facts in advance of filing.	5.00	100	500.00	
1119	1/18/19	Theodore Edelman	E-mails and telcons with Jessica Klein re issues and arguments for, and revision and finalization of, reply submissions in support of motion for summary judgment; review and revision of reply submissions in support of motion for summary judgment; e-mails between Elad Dvash-Banks and Jessica Klein re draft reply brief in support of motion for summary judgment; review and consideration of order from Judge Walter extending until January 22, 2019 deadline for reply briefs re summary judgment motions; e-mails and telcons with Jessica Klein re same and next steps; e-mails with Alica Roll re defendants' draft index of exhibits re summary judgment motion; review and consideration of defendants' draft index of exhibits re summary judgment motion;	6.25	700	4,375.00	
1120	1/18/19	Jessica Klein	Worked on reply papers; Team call re: status and extension and drafting proposed decision; Meeting with Lauren Goldsmith re: draft decision and patched in Rebekah Raybuck by phone.	8.00	550	4,400.00	
1121	1/18/19	Alexa M. Lawson-Remer	emails and conferences re: MSJ reply brief filing; review documents for same	2.50	480	1,200.00	
1122	1/18/19	Lauren M. Goldsmith	Drafting reply brief.	8.00	430	3,440.00	
1123	1/18/19	Lauren M. Goldsmith	Drafting reply brief. Finalizing other documents for filing with reply.	0.75	430	322.50	
1124	1/18/19	Rebekah T. Raybuck	[Preparing materials for filing prior to ECF Notice that Defendants' requested one business day extension was granted].	2.75	200	550.00	
1125	1/18/19	Alicia M. Roll	Review Combined Statement of Facts	1.50	200	300.00	
1126	1/18/19	Alicia M. Roll	Review Defendants' Joint Exhibit Index	1.25	200	250.00	
1127	1/18/19	Alicia M. Roll	Finalizing documents for filing	1.75	200	350.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1128	1/20/19	Jessica Klein	Read and reviewed draft reasoned decision on Plaintiffs' motion for summary judgment; Quick review of Alexa's comments on Combined Statement of Facts.	1.50	550	825.00	
1129	1/20/19	Alexa M. Lawson-Remer	review and revise statement of facts; emails re: same	1.50	480	720.00	
1130	1/20/19	Rebekah T. Raybuck	Drafting 1503 section of proposed statement of decision.	2.25	200	450.00	
1131	1/21/19	Theodore Edelman	E-mails with Jessica Klein re comments from Alexa Lawson-Remer on draft of statement of facts for reply brief in support of summary judgment motion; review of, and comment on, revised draft of statement of facts for reply brief in support of summary judgment motion; e-mails with Rebekah Raybuck re revisions to drafts evidentiary briefs re summary judgment motion evidence;	1.00	700	700.00	
1132	1/21/19	Jessica Klein	Read precedent reasoned decisions; Reviewed draft evidentiary briefs; Worked on revisions to Combined Statement of Facts; Lengthy call with Alicia Roll re: same.	4.50	550	2,475.00	
1133	1/21/19	Lauren M. Goldsmith	Drafting/revising proposed statement of decision. Reading/responding to email.	2.00	430	860.00	
1134	1/21/19	Rebekah T. Raybuck	Updating proposed statement of decision; [revising] evidentiary briefs [for summary judgment motion].	2.75	200	550.00	
1135	1/21/19	Alicia M. Roll	Joint Exhibit Binder	2.50	200	500.00	
1136	1/21/19	Alicia M. Roll	Statement of Combined Facts	3.00	200	600.00	
1137	1/22/19	Theodore Edelman	E-mails with Jessica Klein and Rebekah Raybuck re drafts of evidentiary briefs for reply submissions re summary judgment motions; review and revision of drafts of evidentiary briefs for reply submissions re summary judgment motions; telcon with Jessica Klein re same; attention to filing of reply submissions re summary judgment motions; e-mails from Alexa Lawson-Remer re same; telcon with Jessica Klein re draft of reasoned decision re plaintiffs' motion for summary judgment; e-mails with Lauren Goldsmith re same; review and revision of draft of reasoned decision re plaintiffs' motion for summary judgment; review and consideration of defendants' reply submissions re summary judgment motions; e-mail from Alexa Lawson-Remer re same; e-mails with Jessica Klein, Lauren Goldsmith, Alexa Lawson-Remer and Rebekah Raybuck re comments on draft of reasoned decision re plaintiffs' motion for summary judgment; telcon re same with Jessica Klein, Lauren Goldsmith and Rebekah Raybuck; e-mails with Rebekah Raybuck re samples of notice of lodging of proposed statements of reasoned decisions;	2.50	700	1,750.00	
1138	1/22/19	Jessica Klein	Worked on Ted's comments to evidentiary briefs and call with Rebekah Raybuck re: same; Made corresponding change to Statement of Combined Facts; Checked new citations for same; Attn to proofing ancillary documents for filing; Reviewed and commented on draft reasoned decision; Read Ted's comments on same; Call with Ted, Lauren and Rebekah re: same and needed revisions; attn to attorneys' fees [re: whether to include in proposed reasoned decision] and local rule on notice of lodging.	8.50	550	4,675.00	
1139	1/22/19	Alexa M. Lawson-Remer	review, revise and finalize documents for MSJ reply brief filing; file same; prepare chambers and courtesy copies of same	3.00	480	1,440.00	
1140	1/22/19	Lauren M. Goldsmith	Finalizing MSJ filings. Drafting proposed statements of decision.	8.50	430	3,655.00	
1141	1/22/19	Rebekah T. Raybuck	Finalizing evidentiary briefs for filing; helping with last-minute pre-filing tasks (.e.g., checking depo excerpts); helping Alicia with binders that needed to be filed w/ court.	2.75	200	550.00	
1142	1/22/19	Rebekah T. Raybuck	Call regarding proposed statements of decision.	1.00	200	200.00	
1143	1/22/19	Rebekah T. Raybuck	Researching [re: proposed statement of decision and] requirements for filing proposed statement of decision	2.50	200	500.00	
1144	1/22/19	Alicia M. Roll	Assisting with finalizing filing	3.00	200	600.00	



Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1145	1/22/19	Hayden M. Irwin	Prepared deposition transcript excerpts for the reply filing; organized, prepared, and helped assemble the physical binders for court re reply.	7.25	100	725.00	
1146	1/22/19	Marybeth C. Nametz	Reviewed DOJ discovery responses in preparation for filing.	1.00	100	100.00	
1147	1/23/19	Theodore Edelman	E-mails with Lauren Goldsmith re revised draft of reasoned decision re plaintiffs' motion for summary judgment; review and revision of drafts of reasoned decision re plaintiffs' motion for summary judgment; e-mails with Rebekah Raybuck re research re [issues for proposed judgment]; e-mails with Jessica Klein re revisions to drafts of reasoned decision re plaintiffs' motion for summary judgment; e-mails re same between Jessica Klein and Aaron Morris; e-mail from Lauren Goldsmith re drafts of reasoned decision re defendants' motion for summary judgment; review of, and comment on, drafts of reasoned decision re defendants' motion for summary judgment; e-mails re same with Jessica Klein and Lauren Goldsmith.	3.00	700	2,100.00	
1148	1/23/19	Jessica Klein	Read and reviewed Defendants' reply brief; Emailed Elad and Andrew same with a brief summary of same; Worked on drafting and revising proposed decisions; Attn to supervising cite check; Worked on Ted's comments on second decision; Attn to open issue re: APA; proposed language on same; reviewed [case law and revised draft proposed decision].	7.25	550	3,987.50	
1149	1/23/19	Alexa M. Lawson-Remer	review and revise reply brief and supporting papers	2.50	480	1,200.00	
1150	1/23/19	Lauren M. Goldsmith	Drafting/finalizing proposed statements of decision.	14.75	430	6,342.50	
1151	1/23/19	Rebekah T. Raybuck	Drafted notices of lodgng.	0.50	200	100.00	
1152	1/23/19	Alicia M. Roll	Cite check Proposed Statement of Decision	4.25	200	850.00	
1153	1/23/19	Alicia M. Roll	Proposed Statement of Decision	1.50	200	300.00	
1154	1/23/19	Alicia M. Roll	Check requirements for Proposed Decision	0.25	200	50.00	
1155	1/24/19	Theodore Edelman	E-mails and telcons with Jessica Klein re issues and research for proposed reasoned decision denying defendants' motion for summary judgment; e-mails and telcons with Jessica Klein re revised drafts of reasoned decisions re summary judgment motions; e-mails with Rebekah Raybuck re drafts of notices of lodging of proposed reasoned decisions re summary judgment motions; review of, and comment on, drafts of notices of lodging of proposed reasoned decisions re summary judgment motions; e-mail from Alexa Lawson-Remer re same; attention to filing of Plaintiffs' proposed reasoned decisions re summary judgment motions; e-mails re same from Alexa Lawson-Remer to Judge Walter's chambers; e-mails from Alicia Roll re same; review and consideration of defendants' proposed reasoned decisions re summary judgment motions;	2.50	700	1,750.00	
1156	1/24/19	Jessica Klein	Worked on and finalized two proposed decisions of the court; Reviewed APA case law for same; Calls and email exchanges with Ted Edelman re: same; Worked closely with Lauren Goldsmith on same; Worked with Alexa on coordinating filing; Briefly looked at Defendants' filing.	6.75	550	3,712.50	
1157	1/24/19	Alexa M. Lawson-Remer	review, revise and finalize documents for MSJ filings; file same; prepare chambers and courtesy copies of same	2.00	480	960.00	
1158	1/24/19	Lauren M. Goldsmith	Drafting proposed statements of decision.	4.00	430	1,720.00	
1159	1/24/19	Rebekah T. Raybuck	Updates to notices of lodging.	0.25	200	50.00	
1160	1/24/19	Alicia M. Roll	Proofread Proposed Statement of Decision	1.25	200	250.00	
1161	1/24/19	Marybeth C. Nametz	Reviewed plaintiffs proposed statement of decisions in advance of filing.	4.25	100	425.00	
1162	1/25/19	Theodore Edelman	E-mails with Jessica Klein re update, open issues and next steps; e-mails with Rebekah Raybuck re upcoming deadlines; e-mails and telcon with Jessica Klein, Alexa Lawson-Remer and Lauren Goldsmith re all of the above; e-mails with Jessica Klein re her telcon with Lisa Marcus re issues re oral argument on summary judgment motions;	0.25	700	175.00	Halved Hrs.

Entry	Date	Timekeeper Name	Narrative #4519	Hours	Rate	Amount	Notes
1163	1/25/19	Jessica Klein	Team call with Ted Edelman, Alexa Lawson-Remer and Lauren Goldsmith re: oral argument prep; called opposig counsel re: scheduling meeting required by local rules and whether Defendants will affirmatively waive oral argument; Posted Ted Edelman via email on same; Worked with Rebekah Raybuck on timeline of upcoming deadlines; checked scheduling order against same; call with Alexa Lawson-Remer re: next steps for oral argument.	2.00	550	1,100.00	
1164	1/25/19	Alexa M. Lawson-Remer	conferences re: hearing on MSJ; review upcoming deadlines	1.00	480	480.00	
1165	1/25/19	Lauren M. Goldsmith	Reading/responding to team email. Team call.	1.50	430	645.00	
1166	1/25/19	Rebekah T. Raybuck	Call with Jessica Klein.	0.25	200	50.00	
1167	1/25/19	Alicia M. Roll	Review APA cases with colleagues	0.50	200	100.00	
1168	1/27/19	Lauren M. Goldsmith	Drafting summaries of con law cases for oral argument prep.	1.50	430	645.00	
1169	1/28/19	Theodore Edelman	E-mails with Lauren Goldsmith re draft case summaries for oral argument on summary judgment motions;	0.25	700	175.00	
1170	1/28/19	Jessica Klein	Worked on oral argument prep; Email exchanges with Alicia Roll and Rebekah Raybuck re: same; call with Lauren Goldsmith re: same;	2.25	550	1,237.50	
1171	1/28/19	Lauren M. Goldsmith	Reading/responding to team email. Calls with Jessica Klein.	2.50	430	1,075.00	
1172	1/28/19	Rebekah T. Raybuck	Worked on 1503 summaries.	4.75	200	950.00	
1173	1/28/19	Alicia M. Roll	Summarizing cases in preparation of hearing	7.50	200	1,500.00	
1174	1/28/19	Marybeth C. Nametz	Reviewed database archives to obtain MPSJ briefing for attorney review. Assembled case opinions for attorney review.	0.75	100	75.00	
1175	1/29/19	Theodore Edelman	Attention to court order canceling February 4, 2019 oral argument on summary judgment motions; e-mails with S&C team re same; e-mail re same from Jessica Klein to Andrew and Elad; e-mails re same between Elad and Alexa Lawson-Remer; e-mails with Jessica Klein re same and next steps;	0.25	700	175.00	
1176	1/29/19	Jessica Klein	Read Defendants' proposed reasoned decision on Plaintiffs' MSJ; Drafted key points for oral argument prep; Call with Lauren Goldsmith re: same; Call with Rebekah Raybuck re: same; Attn to court order canceling argument and communicated same to team and clients.	2.00	550	1,100.00	
1177	1/29/19	Alexa M. Lawson-Remer	review upcoming deadlines; emails and conferences re: same; review deposition designations	2.00	480	960.00	
1178	1/29/19	Lauren M. Goldsmith	Summarizing cases for oral argument prep.	4.25	430	1,827.50	
1179	1/29/19	Rebekah T. Raybuck	Worked on 1503 summaries. Call w/ Jessica.	2.00	200	400.00	
1180	1/29/19	Rebekah T. Raybuck	Research for Alexa Lawson-Remer regarding [issue related to oral argument on summary judgment motions]; Includes call w/ Alexa.	0.75	200	150.00	
1181	1/29/19	Alicia M. Roll	Summarizing cases in preparation of hearing	3.00	200	600.00	
1182	1/29/19	Hayden M. Irwin	Compiled documents related to the last few filings by both defendants and plaintiffs in preparation for a series of binders.	1.50	100	150.00	
1183	1/30/19	Theodore Edelman	E-mails and telcon with Jessica Klein re update, open issues and next steps; e-mail from Jessica Klein to Lisa Marcus and Vinita Andrapalliyal re proposed meet-and-confer re Local Rule 16-2 issues; e-mails with Rebekah Raybuck re January 31, 2019 conference call re update, open issues, next steps and preparation for meet-and-confer re Local Rule 16-2 issues;	0.25	700	175.00	Halved Hrs.
1184	1/30/19	Jessica Klein	Responded to email from Andrew Dvash-Banks with information about upcoming dates and deadlines; Attn to upcoming deadlines and what the local rules require for trial preparation timing; Emailed opposing counsel re: scheduling mandatory meet and confer; attn to identifying projects for meet and confer prep.	1.00	550	550.00	

Entry	Date	Timekeeper Name	Narrative #4520	Hours	Rate	Amount	Notes
1185	1/30/19	Rebekah T. Raybuck	Call w/ Jessica Klein about upcoming deadlines; looking at local rules regarding 16-2 conference.	0.50	200	100.00	
1186	1/31/19	Theodore Edelman	E-mails with Jessica Klein re issues and tasks for trial preparation; participation in conference call with S&C team re same (1.0); e-mail from Jessica Klein re her e-mails with Aaron Morris re same; follow-up e-mail from Jessica Klein to Lisa Marcus and Vinita Andrapalliyal re meet-and-confer re Local Rule 16-2 issues;	1.25	700	875.00	
1187	1/31/19	Jessica Klein	Call with Ted Edelman re: trial prep; Team meeting re: what is required by local rule 16 for meet and confer in advance of trial; Prepared document identifying steps needed for each sub-part of same; Reviewed scheduling order in relevant part; Worked on developing project steps for paralegal and associate on stipulation of facts and attn to precedents; Spoke with paralegal Marybeth Nametz re: same; Call with Aaron Morris re: pre-trial status and next steps.	2.50	550	1,375.00	
1188	1/31/19	Lauren M. Goldsmith	Reading/responding to team email. Team meeting about pretrial prep.	1.50	430	645.00	
1189	1/31/19	Rebekah T. Raybuck	Calls w/ Jessica Klein about upcoming [to do items]; reviewing Jessica's email about to-do items for Ted; team call.	1.25	200	250.00	
1190	1/31/19	Rebekah T. Raybuck	Reviewing rules about using depo transcripts at trial. Looking for precedents. Getting Hayden started on depo transcript task.	2.50	200	500.00	
1191	1/31/19	Alicia M. Roll	Compile, review, and circulate precedents	1.75	200	350.00	
1192	1/31/19	Alicia M. Roll	S&C team call	1.00	200	200.00	
1193	1/31/19	Alicia M. Roll	Pull precedents for pre-trial filings	1.00	200	200.00	
1194	1/31/19	Hayden M. Irwin	Worked on highlighting transcript citations in the Reffett testimony.	1.00	100	100.00	
1195	1/31/19	Marybeth C. Nametz	Archived filings for records. Reviewed Plaintiffs' Statement of Combined Facts to revise draft stipulation of facts in advance of filing.	3.00	100	300.00	
1196	2/1/19	Theodore Edelman	E-mail from Lisa Marcus re response to e-mail from Jessica Klein re proposed meet-and-confer re Rule 16-2 conference; e-mails and telcon with Jessica Klein re draft response to e-mail from Lisa Marcus; e-mail re same from Jessica Klein to Lisa Marcus; e-mails with Jessica Klein re proposed approach for stipulated facts for trial;	0.50	700	350.00	
1197	2/1/19	Jessica Klein	Worked on stipulation of facts; [Calls with Alexa Lawson-Remer and Ted Edelman re: same]; Directed legal assistant Marybeth Nametz re: same; Call with Alicia Roll re: next steps for project and analysis of partially disputed facts; Email exchange with opposing counsel re: scheduling meet and confer and their reluctance to do so; Call with Ted Edelman re: same; Call with Lauren Goldsmith re: [trial prep].	1.25	550	687.50	
1198	2/1/19	Alexa M. Lawson-Remer	Conferences and emails re stipulated facts	0.25	480	120.00	
1199	2/1/19	Lauren M. Goldsmith	Reading/responding to team email. Research for trial prep. Call with Jessica Klein about trial prep.	1.50	430	645.00	
1200	2/1/19	Rebekah T. Raybuck	Working with Hayden on depo transcripts (bracketing).	1.00	200	200.00	
1201	2/1/19	Alicia M. Roll	Work on Stipulation of Facts	1.75	200	350.00	
1202	2/1/19	Hayden M. Irwin	Continued "boxing" deposition transcripts per RTR.	2.50	100	250.00	
1203	2/1/19	Marybeth C. Nametz	Further revised draft stipulation of fact in advance of attorney review.	1.00	100	100.00	
1204	2/4/19	Theodore Edelman	E-mails with Jessica Klein re draft e-mail to defendants' counsel re proposed meet-and-confer re Local Rule 16-2 issues; e-mail from Jessica Klein to Lisa Marcus and Vinita Andrapalliyal e proposed meet-and-confer re Local Rule 16-2 issues;	0.25	700	175.00	
1205	2/4/19	Jessica Klein	Attn to local rule 16 requirements; Drafted lengthy email to opposing counsel re: same; Attn to stipulation of facts.	2.25	550	1,237.50	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1206	2/4/19	Alexa M. Lawson-Remer	Conferences re deadlines; review and research same; conferences re: deposition designations; review portions of same	1.75	480	840.00	
1207	2/4/19	Rebekah T. Raybuck	Working with Hayden & Alexa on bracketing deposition transcripts.	0.50	200	100.00	
1208	2/4/19	Alicia M. Roll	Assess partially disputed facts from statement of combined facts to further stipulation of facts	2.25	200	450.00	
1209	2/4/19	Marybeth C. Nametz	Reviewed Plaintiffs' Statement of Combined Facts to draft chart of stipulated facts in advance of filing.	4.25	100	425.00	
1210	2/5/19	Theodore Edelman	E-mails with Jessica Klein re proposed meet-and-confer with defendants' counsel re Local Rule 16-2 issues; e-mails between Jessica Klein and Lisa Marcus re same; telcon with Jessica Klein re same and trial preparation issues;	0.50	700	350.00	
1211	2/5/19	Jessica Klein	Call with opposing counsel Lisa Marcus re: need to meet and confer pursuant to local rules and following up on my requests that they agree to a date and location for doing so; Emailed opposing counsel and co-counsel to memorialize call; Read responsive email from Ms. Marcus; Email exchange with Alicia Roll re: any comments or review for accuracy she did re: stipulation of facts.	0.75	550	412.50	
1212	2/5/19	Alexa M. Lawson-Remer	Conferences re deadlines; review and research same; conferences re: deposition designations; review same	2.00	480	960.00	
1213	2/5/19	Lauren M. Goldsmith	Reading/responding to emails from team.	0.25	430	107.50	
1214	2/5/19	Rebekah T. Raybuck	Reviewing sample task trackers [for trial prep] & exhibit stips from Alexa; starting to review local rules for task tracker.	0.25	200	50.00	
1215	2/5/19	Rebekah T. Raybuck	Call with Alexa Lawson Remer regarding trial prep/exhibits.	0.50	200	100.00	
1216	2/5/19	Alicia M. Roll	Stipulation of Facts	1.75	200	350.00	
1217	2/5/19	Marybeth C. Nametz	Reviewed Plaintiffs Statement of Facts and Statement of Combined Facts with J. Klein.	0.25	100	25.00	
1218	2/6/19	Jessica Klein	Drafted stipulation of facts for trial.	2.75	550	1,512.50	
1219	2/6/19	Alexa M. Lawson-Remer	Conferences re deadlines; review and research same	1.00	480	480.00	
1220	2/6/19	Lauren M. Goldsmith	Reviewing proposed stipulation of facts.	0.75	430	322.50	
1221	2/6/19	Rebekah T. Raybuck	Doing research for Alexa Lawson Remer regarding [re: issues for trial].	2.25	200	450.00	
1222	2/6/19	Rebekah T. Raybuck	Reviewing local rules and putting together tracker of pretrial deadlines.	2.00	200	400.00	
1223	2/6/19	Rebekah T. Raybuck	Call w/ Alexa Lawson-Remer re task tracker & exhibits.	0.25	200	50.00	
1224	2/6/19	Alicia M. Roll	Stipulation of Facts	3.25	200	650.00	
1225	2/6/19	Marybeth C. Nametz	Reviewed [documents] to draft proposed statements of fact.	0.25	100	25.00	
1226	2/7/19	Jessica Klein	Drafted stipulation of facts for trial; Send proposed stipulation to Ted Edelman; attn to consideration of exhibits for trial.	4.00	550	2,200.00	
1227	2/7/19	Lauren M. Goldsmith	Reviewing proposed stipulation of facts.	1.00	430	430.00	
1228	2/7/19	Alicia M. Roll	Stipulation of Facts	1.25	200	250.00	
1229	2/8/19	Theodore Edelman	E-mails and telcon with Jessica Klein re deposition designations for trial;	0.25	700	175.00	
1230	2/8/19	Jessica Klein	Call with Ted Edelman re: [designations of testimony for trial]; Call with Goldsmith, Raybuck and Roll re: instructions for deposition designations and assigned transcripts for designation; Email exchange with opposing counsel Lisa Marcus re: deposition designations; Email exchange with Alexa Lawson-Remer re: [trial prep issues]; Attn to tracker of pre-trial preparation. Call and email exchange with Rebekah Raybuck re: [stipulation of facts]; Worked on stipulation of facts for trial.	4.25	550	2,337.50	
1231	2/8/19	Lauren M. Goldsmith	Call with team to discuss deposition designations.	0.50	430	215.00	
1232	2/8/19	Rebekah T. Raybuck	Reading through Andrew's depo transcript for key facts [in preparation of stipulation of facts].	2.00	200	400.00	

Entry	Date	Timekeeper Name	Narrative # 4522	Hours	Rate	Amount	Notes
1233	2/8/19	Rebekah T. Raybuck	Calls w/ the team and then Jessica Klein separately to discuss Dvash-Banks matter.	0.75	200	150.00	
1234	2/8/19	Alicia M. Roll	Call to discussing marking deposition transcripts	0.25	200	50.00	
1235	2/8/19	Marybeth C. Nametz	Prepared MPSJ briefing zips for attorney review. Reviewed statement of facts in advance of stip filing.	0.50	100	50.00	
1236	2/10/19	Theodore Edelman	Review of, and comment on, drafts of proposed stipulation of facts for trial; e-mails with Jessica Klein re same;	1.75	700	1,225.00	
1237	2/11/19	Theodore Edelman	E-mails with Jessica Klein re issues for draft statement of facts for trial; e-mail from Jessica Klein re revised draft of statement of facts for trial; review and consideration of revised draft of statement of facts for trial;	0.50	700	350.00	
1238	2/11/19	Jessica Klein	Worked on stipulation of facts; Calls with Alicia Roll re: same; Call with Lauren Goldsmith re: same. Reviewed FAM sections for same.	3.75	550	2,062.50	
1239	2/11/19	Alexa M. Lawson-Remer	Emails and conferences re: deposition designations; review same	0.75	480	360.00	
1240	2/11/19	Lauren M. Goldsmith	Reviewing Ramsay transcript for deposition designations. Call with J. Klein about stipulation of facts. Reviewing Day transcript for stipulation of facts.	2.75	430	1,182.50	
1241	2/11/19	Rebekah T. Raybuck	Reviewing Day transcript.	2.00	200	400.00	
1242	2/11/19	Alicia M. Roll	Stipulation of Facts	2.00	200	400.00	
1243	2/11/19	Marybeth C. Nametz	Reviewed evidence for statement of facts in advance of stipulation filing.	0.75	100	75.00	
1244	2/12/19	Theodore Edelman	E-mails with Jessica Klein re February 21, 2019 meet-and-confer with defendants' counsel re trial issues; e-mail from Jessica Klein re revised draft of statement of facts for trial;	0.25	700	175.00	
1245	2/12/19	Jessica Klein	Worked on draft stipulation of facts; Team call re: deadlines and status of deposition designations and discussion of open items for stipulation of facts.	2.75	550	1,512.50	
1246	2/12/19	Lauren M. Goldsmith	Reading/responding to team emails. Call with R. Raybuck about pre-trial prep. Team call. Reviewing open issues document.	1.50	430	645.00	
1247	2/12/19	Rebekah T. Raybuck	Team call about Dvash-Banks status for 1.25 hours. After call, reviewed document from Jessica Klein having to do with stipulation of facts (open points). Also worked on reviewing transcripts (mainly Reffett). Finally, started [work on] list of all exhibits for exhibit stipulation.	6.00	200	1,200.00	
1248	2/12/19	Alicia M. Roll	Stipulation of Facts	2.50	200	500.00	
1249	2/12/19	Alicia M. Roll	Call to check in regarding status	1.00	200	200.00	
1250	2/12/19	Marybeth C. Nametz	Prepared deposition exhibits for attorney review.	0.50	100	50.00	
1251	2/13/19	Theodore Edelman	Revising drafts of statement of facts for trial; e-mails with Jessica Klein re same; e-mail from Rebekah Raybuck re same; e-mail re same from Jessica Klein to defendants' counsel; e-mails with Jessica Klein re deadline for motions in limine;	0.50	700	350.00	
1252	2/13/19	Jessica Klein	Worked on revisions to stipulation of facts; emailed opposing counsel re: same; Email exchanges with Ted Edelman re: schedule; Email exchange with Alexa Lawson-Remer re: confirming in person meet and confer.	1.00	550	550.00	
1253	2/13/19	Alexa M. Lawson-Remer	Conferences and emails re deadlines; review and research same	0.25	480	120.00	
1254	2/13/19	Lauren M. Goldsmith	Reading/responding to team emails. Reviewing changes to open points for stipulation document.	0.25	430	107.50	
1255	2/13/19	Rebekah T. Raybuck	[Attn to exhibits for] use at trial.	4.50	200	900.00	
1256	2/13/19	Alicia M. Roll	Stipulation of Facts	1.00	200	200.00	
1257	2/14/19	Theodore Edelman	E-mails with Jessica Klein re her e-mails and telcon with Lisa Marcus re February 21, 2019 meet-and-confer re trial issues;	0.25	700	175.00	
1258	2/14/19	Jessica Klein	Attn to review of deposition transcripts for trial designations; call with opposing counsel Lisa Marcus re: her request to re-schedule meet and confer.	3.25	550	1,787.50	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1259	2/14/19	Lauren M. Goldsmith	Meeting with J. Klein [re: deposition transcript designations].	1.00	430	430.00	
1260	2/14/19	Rebekah T. Raybuck	[Attn to exhibits for] use at trial.	4.25	200	850.00	
1261	2/14/19	Rebekah T. Raybuck	Call w/ Jessica Klein re exhibits.	0.75	200	150.00	
1262	2/15/19	Theodore Edelman	E-mail from Jessica Klein re February 21, 2019 meet-and-confer re trial issues and materials;	0.25	700	175.00	
1263	2/15/19	Lauren M. Goldsmith	Reading/responding to team email. Reviewing exhibit chart.	0.75	430	322.50	
1264	2/15/19	Rebekah T. Raybuck	[Attn to exhibits for] use at trial. Specifically, addressing Alexa's feedback [re: same].	5.00	200	1,000.00	
1265	2/15/19	Alicia M. Roll	Trial exhibits	1.25	200	250.00	
1266	2/16/19	Theodore Edelman	E-mails with Rebekah Raybuck re exhibit lists and related issues for February 21, 2019 meet-and-confer with defendants' counsel;	0.25	700	175.00	
1267	2/16/19	Rebekah T. Raybuck	Drafting & sending email to Ted regarding exhibits.	0.50	200	100.00	
1268	2/17/19	Theodore Edelman	E-mails with Rebekah Raybuck re list of proposed exhibits for trial; review of, and comment on, list of proposed exhibits for trial;	0.50	700	350.00	
1269	2/17/19	Jessica Klein	Reviewed deposition transcripts to identify designated testimony for trial (attn to Reffett Tr.).	1.50	550	825.00	
1270	2/17/19	Rebekah T. Raybuck	In response to email from Ted, reviewing RFA and rog responses . Also reviewing AR [Administrative Record].	0.75	200	150.00	
1271	2/18/19	Jessica Klein	Finished reading Reffett Designations; emailed Rebekah Raybuck re: same; Attn to meet and confer prep.	0.50	550	275.00	
1272	2/18/19	Rebekah T. Raybuck	Making revisions to Reffett depo transcript designations.	0.25	200	50.00	
1273	2/19/19	Theodore Edelman	E-mail from Lauren Goldsmith re proposed designations from transcript of deposition of Margaret Ramsey; e-mails with Jessica Klein re February 21, 2019 meet-and-confer with defendants' counsel re trial issues; e-mail from Rebekah Raybuck re proposed exhibit designations for trial;	0.25	700	175.00	
1274	2/19/19	Jessica Klein	Prepared for pre-trial meet and confer -- attn to exhibits for trial; Attn to deposition designations for trial including those from Day Deposition; Call with Rebekah Raybuck re: Ramsay Transcript designations and addressing open questions re: proposed exhibit list; Analysis of [deposition testimony for trial preparation]; Email exchange with Rebekah Raybuck re: additional stipulations to negotiate with Defendants during meet and confer and additional documents to consider using as exhibits.	4.75	550	2,612.50	
1275	2/19/19	Lauren M. Goldsmith	Call with J. Klein. Reviewing Ramsay depo. designation issues.	1.00	430	430.00	
1276	2/19/19	Rebekah T. Raybuck	Calls with Jessica Klein.	1.25	200	250.00	
1277	2/19/19	Rebekah T. Raybuck	Reviewing Peek transcript; drafting & sending email to Elad & Andrew; drafting response to Ted re exhibits.	2.75	200	550.00	
1278	2/19/19	Alicia M. Roll	Preparations for meeting with defendants on 2/21	0.75	200	150.00	
1279	2/19/19	Alicia M. Roll	Begin review of 30(b)(6) transcript for trial designations	1.00	200	200.00	
1280	2/20/19	Theodore Edelman	E-mails with Rebekah Raybuck re proposed deposition designations for trial; review and consideration of proposed deposition designations for trial; e-mails with Lauren Goldsmith re same; e-mails with Jessica Klein re same and draft e-mail to Lisa Marcus re same; e-mail from Jessica Klein to Lisa Marcus re same; e-mails between Lisa Marcus and Jessica Klein re proposed rescheduling of meet-and-confer re trial issues; e-mails with Jessica Klein re same; e-mails re same between Jessica Klein and Alexa Lawson-Remer; telcon with Jessica Klein re preparation for February 22, 2019 meet-and-confer with Defendants' counsel re trial issues; e-mails with Rebekah Raybuck re same; e-mail from Rebekah Raybuck to Lisa Marcus re plaintiffs' proposed trial exhibit list; e-mail from Jessica Klein re portion of proposed designations for trial of Peek deposition;	2.00	700	1,400.00	

Entry	Date	Timekeeper Name	Narrative #4524	Hours	Rate	Amount	Notes
1281	2/20/19	Jessica Klein	Analysis of Day and first half of Peek deposition transcript for designating testimony for trial; Additional revisions to Reffett designations; attn to other trial prep for meet and confer including exhibits and potential stipulations; Email from Alicia Roll re: [meet and confer prep]; Followed up via email with opposing counsel to reiterate question of which of Reffett, Peak, Ramsay and Day are going to appear for trial; Email exchange with Defendants' counsel re: Ms. Marcus has asked to re-schedule the meet and confer; Communicated new time to team.	5.25	550	2,887.50	
1282	2/20/19	Rebekah T. Raybuck	Working on deposition designations with Jessica Klein as well as exhibits for trial.	5.75	200	1,150.00	
1283	2/20/19	Alicia M. Roll	Preparing materials for pre-trial conference	0.75	200	150.00	
1284	2/20/19	Marybeth C. Nametz	Reviewed deposition transcripts to identify trial designations.	2.00	100	200.00	
1285	2/21/19	Theodore Edelman	E-mails with Rebekah Raybuck re proposed trial designations of transcript of deposition of Fankie Terri Day; review of, and comment on, proposed trial designations of transcript of deposition of Fankie Terri Day; e-mails with Jessica Klein re same; e-mails with Jessica Klein re proposed trial designations of transcript of Rule 30(b)(6) deposition of defendants; review of, and comment on, proposed trial designations of transcript of Rule 30(b)(6) deposition of defendants; e-mail from Jessica Klein to Lisa Marcus re proposed trial designations of transcript of deposition of Fankie Terri Day; e-mails and telcon with S&C team re preparation for February 22, 2019 meet-and-confer with Defendants' counsel re trial preparation issues; e-mails with Jessica Klein re her telcon with Andrew re possible witnesses; e-mail from Elizabeth Cassady re same; attention to decision on summary judgment motions; e-mails with Philip Graham re same; e-mails and telcon with Jessica Klein re same; e-mails re same from Lisa Marcus; e-mails with Jessica Klein re draft response to Lisa Marcus; e-mail re same from Jessica Klein to Lisa Marcus; e-mails and telcon with Aaron Morris, Andrew, Elad and S&C team re same; e-mails and telcon with Jessica Klein re next steps;	3.00	700	2,100.00	
1286	2/21/19	Jessica Klein	Prepared for meet and confer with opposing counsel; Instructed legal assistant re: documents to print for same; Call with Rebekah Raybuck re: Peek designations, exhibits for trial, stipulation of facts, and review of elements of Local Rule to be covered at meet and confer; Team call re: open status and strategy questions for meet and confer; Read Peek designations; Read opinion; Call with Ted Edelman re: same; Call with clients and team re: informing Andrew and Elad of decision and analyzing same; Discussed upcoming task of meeting and conferring on judgment; Responded to emails from opposing counsel Lisa Marcus re: she will no longer travel in for scheduled meet and confer.	7.50	550	4,125.00	
1287	2/21/19	Alexa M. Lawson-Remer	review court's summary judgment decision; emails and conferences re: same	1.25	480	600.00	
1288	2/21/19	Lauren M. Goldsmith	Call with clients about Judge Walter ruling.	0.50	430	215.00	
1289	2/21/19	Rebekah T. Raybuck	Various calls with various members of the team (to discuss next steps in trial prep, to answer a few of Liz's questions); continuing to work on depo designations; putting together list of upcoming tasks ; Call with team and clients re: SJ win.	4.25	200	850.00	
1290	2/21/19	Alicia M. Roll	Receipt and review of court's opinion and order, including discussions within team and discussions with clients	2.00	200	400.00	
1291	2/21/19	Alicia M. Roll	Team calls regarding preparations for meeting with Defendants	1.25	200	250.00	
1292	2/21/19	Alicia M. Roll	Review deposition transcripts in support of stipulation of facts	2.75	200	550.00	
1293	2/21/19	Marybeth C. Nametz	Obtained transcript designations in Dvash-Banks matter for attorney review.	0.25	100	25.00	
1294	2/22/19	Jessica Klein	Worked on drafting judgment; Emailed Raybuck and Roll re: [same].	1.00	550	550.00	
1295	2/22/19	Rebekah T. Raybuck	Calls with Jessica Klein.	0.50	200	100.00	

Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1296	2/22/19	Alicia M. Roll	Worked on Judgment and review of opinion and order for same	1.50	200	300.00	
1297	2/23/19	Theodore Edelman	E-mail from Jessica Klein re draft of proposed judgment; initial review and consideration of draft of proposed judgment;	0.25	700	175.00	
1298	2/23/19	Jessica Klein	read and reviewed current draft of proposed judgment; attn to any open issues re: same.	0.50	550	275.00	
1299	2/23/19	Lauren M. Goldsmith	Reviewing proposed judgment and providing feedback.	0.50	430	215.00	
1300	2/24/19	Theodore Edelman	Review and revision of draft judgment; e-mails with Jessica Klein re same;	0.50	700	350.00	
1301	2/25/19	Theodore Edelman	e-mails with Rebekah Raybuck re precedents and issues for proposed judgment re Judge Walter's decision on summary judgment motions; review and consideration of precedents for proposed judgment re Judge Walter's decision on summary judgment motions; e-mails with Jessica Klein re same; e-mails with Jessica Klein re drafts of proposed judgment; review and revision of drafts of proposed judgment; e-mails between Lisa Marcus and Jessica Klein re draft of proposed judgment;	0.75	700	525.00	
1302	2/25/19	Jessica Klein	Worked on draft judgment; Email exchanges with Ted Edelman re: same; Calls with Alicia Roll re: same; Reviewed precedents; Sent proposed judgment to co-counsel Aaron Morris; Call re: Aaron's comments on same. Email exchange with opposing counsel Lisa Marcus re: defendants do not wish to hold a call concerning meeting and conferring on the judgment today; Emailed proposed judgment to opposing counsel.	2.25	550	1,237.50	
1303	2/25/19	Alexa M. Lawson-Remer	Emails and conferences re: draft of final judgment	0.25	480	120.00	
1304	2/25/19	Alicia M. Roll	Work on proposed judgment	2.50	200	500.00	
1305	2/25/19	Alicia M. Roll	Research regarding [legal issue for proposed judgment]	2.63	200	525.00	Halved Hrs.
1306	2/26/19	Theodore Edelman	E-mails between Elad and Jessica Klein re questions re proposed judgment and next steps; e-mails with Jessica Klein re same; e-mail from Lisa Marcus re scope of proposed judgment; e-mails with Jessica Klein re draft response to Lisa Marcus; e-mail re same from Jessica Klein to Lisa Marcus;	0.25	700	175.00	
1307	2/26/19	Jessica Klein	Drafted and sent emails to Elad Dvash-Banks re: status of case and next steps and [related topics]; Email exchange with Ted Edelman re: questions posed by Elad; Read email from opposing counsel re: they request to see our authority for including injunctive relief in judgment; reviewed precedents to provide to opposing counsel in response to same; emailed opposing counsel re: same; Attn to FRCP 5.2(h) waiver w/r/t draft judgment.	1.75	550	962.50	
1308	2/26/19	Lauren M. Goldsmith	Speaking with J. Klein about response to Elad's email/questions and other issues.	1.00	430	430.00	
1309	2/26/19	Rebekah T. Raybuck	Call with Jessica Klein about proposed judgment; reviewing Defendants' SJ reply brief [to respond to] Lisa.	0.50	200	100.00	
1310	2/26/19	Marybeth C. Nametz	Per attorney request, pulled prior MSJ filings for review.	0.25	100	25.00	
1311	2/27/19	Theodore Edelman	E-mails between Jessica Klein and Lisa Marcus re proposed forms of judgment; e-mails and telcon with Jessica Klein re same; e-mails with Lauren Goldsmith re drafts of joint statement re parties' proposed judgments; review and revision of draft of joint statement re parties' proposed judgments; e-mails with Jessica Klein re same; e-mails re same between Lisa Marcus and Jessica Klein; e-mails with Jessica Klein re same; revising draft of proposed judgment; e-mails with Jessica Klein re same;	1.50	700	1,050.00	



Entry	Date	Timekeeper Name	Narrative	Hours	Rate	Amount	Notes
1312	2/27/19	Jessica Klein	read email from Lisa Marcus re: defendants' points in opposition to our proposed judgment; Call with Raybuck, Roll and Goldsmith re: same and tracking down references to federal rule 54(a) and other points from Defendants; Meet and confer call with opposing counsel Lisa Marcus; Reviewed draft judgment proposed by Defendants; Drafted and revised Joint statement of lodging setting forth each side's disagreements; reviewed and revised proposed judgment; Emailed same to Ted Edelman; Prepared revised draft; Read email from opposing counsel that they plan to re-write statement of lodging and will not be sending comments or a draft until tomorrow; Email exchange with Ted Edelman re: five open questions concerning notice of lodging and judgment; Email exchange with opposing counsel re: request for contact information at Department of State for providing passport photos; emailed clients re:passport photos; email exchange with team re: F609joint statement of lodging.	4.25	550	2,337.50	
1313	2/27/19	Lauren M. Goldsmith	Reviewing precedent judgment. Team call about proposed judgment. M&C call with Defendants' counsel. Drafting proposed judgment notice of lodging. Reviewing revised proposed judgment.	4.25	430	1,827.50	
1314	2/27/19	Rebekah T. Raybuck	[Research] for proposed judgment.	0.50	200	100.00	
1315	2/27/19	Rebekah T. Raybuck	Call regarding proposed judgment.	1.25	200	250.00	
1316	2/27/19	Alicia M. Roll	Call with opposing counsel regarding proposed judgments	0.50	200	100.00	
1317	2/27/19	Alicia M. Roll	Work on Proposed Judgment	4.00	200	800.00	
1318	2/27/19	Alicia M. Roll	Internal S&C call regarding proposed judgments	0.50	200	100.00	
1319	2/28/19	Theodore Edelman	E-mails with Jessica Klein re revisions to, and revised draft of, proposed judgment; review and revision of drafts of proposed judgment; e-mail from Jessica Klein to Lisa Marcus re revised draft of plaintiff's proposed judgment; e-mail from Lisa Marcus re defendants' revised drafts of proposed judgment and joint statement re same; review and consideration of defendants' revised drafts of proposed judgment and joint statement re same; e-mails with Jessica Klein re same; e-mails with Lauren Goldsmith and Jessica Klein re revised drafts of parties' joint statement re proposed judgment; review and revision of drafts of parties' joint statement re proposed judgment; e-mail from Lisa Marcus re draft order re use of E.J.'s full name in judgment; review and consideration of draft order re use of E.J.'s full name in judgment; e-mails re same with Jessica Klein and Lauren Goldsmith; e-mails between Jessica Klein and Lisa Marcus re revised draft of parties' joint statement re proposed judgment; telcon with Jessica Klein re same; e-mails between Jessica Klein and Lisa Marcus re finalization of joint statement re proposed judgments; e-mails and telcons with Jessica Klein re same; attention to filing of parties' proposed judgments and notice of lodging re same; e-mail from Alexa Lawson-Remer to Judge Walter's chambers re plaintiffs' proposed judgment;	2.00	700	1,400.00	
1320	2/28/19	Jessica Klein	Revised judgment to reflect further request from Defendants; Emailed with team re: same; Drafted and revised proposed statement of lodging to reflect re-write of same sent by opposing counsel today; Reflected Edelman comments on same; Read Defendants' proposed judgment; Read Defendants' proposed order; Emailed section to opposing counsel; Drafted and sent multiple emails to opposing counsel re: need for their section back and reminders that we could not file a joint statement on time if they did not send back their sections promptly; read emails from opposing counsel re: she could not send back her section until the State Department signed off; calls with Alexa Lawson-Remer re: need for defendants' sections; Proofread statement of lodging and proposed judgment	5.00	550	2,750.00	

<u>Entry</u>	<u>Date</u>	<u>Timekeeper Name</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Notes</u>
1321	2/28/19	Alexa M. Lawson-Remer	Emails and conferences re: draft of final judgment; review and revise same; finalize and file same	1.75	480	840.00	
1322	2/28/19	Lauren M. Goldsmith	Meeting with J. Klein about proposed judgment and notice of lodging. Revising notice of lodging. Reviewing [and analyzing] Defendants proposed judgment, and joint statement.	3.00	430	1,290.00	

# **EXHIBIT C**

Dvash-Banks Itemized S&C Costs Sought In Motion					
Cost Type	Date	Currency	Narrative	Amount	Note
Delivery - Public Messenger	1/24/18	USD	Delivery - Public Messenger	334.40	
Travel - Airfare	8/26/18	USD	Travel and expenses EDELMAN/THEODORE - 8/26/2018 Ticket - EWR/LAX Cancelled flight to status conference (non-refundable portion of ticked cost)	1,106.50	Reduced Amount by Half
Travel - Airfare Booking Fees	8/26/18	USD	Travel and expenses EDELMAN/THEODORE - 8/26/2018 Ticket - LAX/EWR	60.00	
Filing Fees/Others	8/29/18	USD	Filing Fees/ SVC. OF PROCESS	150.00	
Outside Professional Services	8/31/18	USD	Professional Services Rendered	49.30	
Filing Fees/Others	12/3/18	USD	Filing Fees/ LEGAL SVCS PROVIDED	62.00	
Filing Fees/Others	12/3/18	USD	Filing Fees/ LEGAL SVCS PROVIDED	62.00	
Filing Fees/Others	12/3/18	USD	Filing Fees/ LEGAL SVCS PROVIDED	55.00	
Travel - Airfare	12/5/18	USD	Travel and expenses : Expense Type: Airfare Air Routing: LGA/YYZ/LGA Air Class Of Service: Economy Class Of Service Reason(Departure): Economy Date of Travel (Departure): 12/05/2018 Passenger Name: KLEIN/JESSICA MS Business Purpose: Travel for depositions S&C Attendees: Jessica Klein	266.83	
Travel - Airfare	12/5/18	USD	Travel and expenses GOLDSMITH/LAUREN MAI - 12/5/2018 Ticket	377.62	
Travel - Airfare Booking Fees	12/5/18	USD	Travel and expenses GOLDSMITH/LAUREN MAI - 12/5/2018 Ticket	60.00	
Travel - Lodging	12/5/18	USD	Travel and expenses : Expense Type: Hotel - Lodging Hotel Name: Kimpton Saint George Hotel Location: Toronto Hotel Guest Name: Jessica Klein Arrival Date: 12/05/2018 Departure Date: 12/07/2018 Room Charge: 429.00 Taxes Total: 75.16 Business Purpose: Travel for depositions S&C Attendees: Jessica Klein	390.04	
Travel - Lodging	12/5/18	USD	Travel and expenses MerchantName: KIMPTON SAINT GEORGE HOTEL Location (City): Toronto, CA Business Purpose: Trip for Deposition S&C Attendees: Lauren M. Goldsmith	290.03	
Travel - Lodging	12/5/18	USD	Travel and expenses MerchantName: KIMPTON SAINT GEORGE HOTEL Location (City): Toronto, CA Business Purpose: Trip for Deposition (Stay on 12/06/2018) S&C Attendees: Lauren M. Goldsmith	390.03	

Cost Type	Date	Currency	Narrative	Amount	Note
Deposition Transcripts	12/6/18	USD	Deposition Transcripts and videographer	3,328.29	
Deposition Transcripts	12/6/18	USD	Deposition Transcripts and videographer	2,513.50	
			Travel and expenses : Expense Type: Hotel - Lodging Hotel Name: Kimpton Saint George Hotel Location: Toronto Hotel Guest Name: Jessica Klein Arrival Date: 12/05/2018 Departure Date: 12/07/2018 Room Charge: 319.00 Taxes Total: 55.89 Business Purpose: Travel for depositions S&C Attendees: Jessica Klein		
Travel - Lodging	12/6/18	USD		290.03	
			Travel and expenses : Expense Type: Airfare Air Routing: Change fee Air Class Of Service: Economy Class Of Service Reason(Departure): Economy Date of Travel (Departure): 12/07/2018 Passenger Name: KLEIN/JESSICA MS Business Purpose: Travel for depositions S&C Attendees: Jessica Klein		
Travel - Airfare	12/7/18	USD		77.36	
			Travel and expenses : Expense Type: Airfare Air Routing: YYZ/LGA Air Carrier: AC Air Class Of Service: Y Class Of Service Reason(Departure): Economy Date of Travel (Departure): 12/07/2018 Passenger Name: KLEIN/JESSICA MS Business Purpose: Travel for depositions S&C Attendees: Jessica Klein		
Travel - Airfare	12/7/18	USD		39.92	
Travel - Airfare	12/9/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/9/2018 Ticket - SFO/LAX	238.89	
Travel - Airfare	12/9/18	USD	Travel and expenses EDELMAN/THEODORE - 12/9/2018 Ticket - EWR/LAX	1,001.34	Reduced Amount by Half
Travel - Airfare Booking Fees	12/9/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/9/2018 Ticket - SFO/LAX	60.00	

Cost Type	Date	Currency	Narrative	Amount	Note
Travel - Lodging	12/9/18	USD	Travel and expenses MerchantName: THE MOSAIC HOTEL Location (City): BEVERLY HILLS Business Purpose: Hotel for deposition prep, deposition and court conference in LA. S&C Attendees: Rebekah T. Raybuck	136.59	Reduced Amount by Half
Travel - Lodging	12/9/18	USD	Travel and expenses MerchantName: VICEROY Location (City): Los Angeles Business Purpose: Trip to Los Angeles for deposition prep and court conference in LA. S&C Attendees: Theodore Edelman	222.75	Reduced Amount by Half
Travel - Lodging	12/10/18	USD	Travel and expenses MerchantName: THE MOSAIC HOTEL Location (City): BEVERLY HILLS Business Purpose: Hotel for deposition prep, deposition and court conference in LA. S&C Attendees: Rebekah T. Raybuck	146.98	Reduced Amount by Half
Travel - Lodging	12/10/18	USD	Travel and expenses MerchantName: VICEROY Location (City): Los Angeles Business Purpose: Trip to Los Angeles for deposition prep and court conference in LA. S&C Attendees: Theodore Edelman	222.75	Reduced Amount by Half
Travel - Airfare Booking Fees	12/11/18	USD	Travel and expenses EDELMAN/THEODORE - 12/11/2018 - LAX/JFK	60.00	
Travel - Lodging	12/11/18	USD	Travel and expenses MerchantName: THE MOSAIC HOTEL Location (City): BEVERLY HILLS Business Purpose: Hotel for deposition prep, deposition and court conference in LA. S&C Attendees: Rebekah T. Raybuck	156.21	Reduced Amount by Half
Travel - Lodging	12/11/18	USD	Travel and expenses MerchantName: INTERCONTINENTAL CENTURY CITY Location (City): LOS ANGELES Business Purpose: Trip to Los Angeles for deposition prep, deposition and court conference in LA S&C Attendees: Theodore Edelman	207.68	Reduced Amount by Half
Court Transcripts	12/12/18	USD	Court Transcripts : Merchant Name: EXCEPTIONAL REPORTING SE Business Purpose: Hearing transcript.	736.02	
Travel - Airfare	12/12/18	USD	Travel and expenses EDELMAN/THEODORE - 12/12/2018 Ticket - LAX/EWR	1,440.98	Reduced Amount by Half
Travel - Airfare	12/12/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/12/2018 Ticket - LAX/SFO	172.99	
Travel - Airfare Booking Fees	12/12/18	USD	Travel and expenses EDELMAN/THEODORE - 12/12/2018 Ticket - LAX/EWR	60.00	

Cost Type	Date	Currency	Narrative	Amount	Note
Travel - Airfare Booking Fees	12/12/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/12/2018 Ticket - LAX/SFO	60.00	
Travel - Airfare Booking Fees	12/12/18	USD	Travel and expenses EDELMAN/THEODORE - 12/12/2018 Ticket - LAX/JFK	60.00	
Travel - Airfare Booking Fees	12/14/18	USD	Travel and expenses EDELMAN/THEODORE - 12/14/2018 Ticket	16.00	
Travel - Airfare Booking Fees	12/14/18	USD	Travel and expenses EDELMAN/THEODORE - 12/14/2018 Ticket	16.00	
Travel - Airfare Booking Fees	12/17/18	USD	Travel and expenses KLEIN/JESSICA - 12/17/2018 Ticket	16.00	
Filing Fees/Others	12/18/18	USD	Filing Fees- SULLIVAN & CROMWELL PETTY CASHIER- PURCHASED MONEY ORDER -- Witness Fee for Terri Day.	41.20	
Travel - Airfare	12/19/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/19/2018 Ticket	596.13	Reduced Amount by Half
Travel - Airfare	12/19/18	USD	Travel and expenses GOLDSMITH/LAUREN - 12/19/2018 Ticket - LGA/CLT	385.36	
Travel - Airfare	12/19/18	USD	Travel and expenses KLEIN/JESSICA - 12/19/2018 Ticket - LGA/DC	160.28	Reduced Amount by Half
Travel - Airfare	12/19/18	USD	Travel and expenses EDELMAN/THEODORE - 12/19/2018 Ticket - LGA/DC	160.28	Reduced Amount by Half
Travel - Airfare Booking Fees	12/19/18	USD	Travel and expenses GOLDSMITH/LAUREN - 12/19/2018 Ticket - LGA/CLT	60.00	
Travel - Airfare Booking Fees	12/19/18	USD	Travel and expenses KLEIN/JESSICA - 12/19/2018 Ticket - LGA/DC	60.00	
Travel - Airfare Booking Fees	12/19/18	USD	Travel and expenses EDELMAN/THEODORE - 12/19/2018 Ticket - LGA/DC	60.00	
Travel - Airfare Booking Fees	12/19/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/19/2018 Ticket - SFO/CLT	60.00	
Travel - Airfare Booking Fees	12/19/18	USD	Travel and expenses EDELMAN/THEODORE - 12/19/2018 Ticket - LGA/DC	60.00	
Travel - Lodging	12/19/18	USD	Travel and expenses MerchantName: THE HAY-ADAMS HOTEL Location (City): WASHINGTON Business Purpose: Trip to DC for deposition S&C Attendees: Theodore Edelman	194.84	Reduced Amount by Half
Travel - Lodging	12/19/18	USD	Travel and expenses MerchantName: THE HAY-ADAMS HOTEL Location (City): WASHINGTON Business Purpose: Travel for Deposition S&C Attendees: Jessica Klein	215.53	Reduced Amount by Half
Deposition Transcripts	12/20/18	USD	Deposition Transcripts and videographer	2,030.00	
Deposition Transcripts	12/20/18	USD	Deposition Transcripts and videographer	4,046.75	
Deposition Transcripts	12/20/18	USD	Deposition Transcripts and videographer	1,313.65	
Travel - Airfare	12/20/18	USD	Travel and expenses KLEIN/JESSICA - 12/20/2018 Ticket - DCA/LGA	146.29	Reduced Amount by Half
Travel - Airfare	12/20/18	USD	Travel and expenses EDELMAN/THEODORE - 12/20/2018 Ticket - DCA/LGA	146.29	Reduced Amount by Half
Travel - Airfare	12/20/18	USD	Travel and expenses GOLDSMITH/LAUREN - 12/20/2018 Ticket - CLT/LGA (Rebooking return flight because deposition ran long)	148.25	
Travel - Airfare	12/20/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/20/2018 Ticket - CLT/SFO (Rebooking return flight because deposition ran long)	172.24	

Cost Type	Date	Currency	Narrative	Amount	Note
Travel - Airfare Booking Fees	12/20/18	USD	Travel and expenses EDELMAN/THEODORE - 12/20/2018 Ticket - DCA/LGA	60.00	
Travel - Airfare Booking Fees	12/20/18	USD	Travel and expenses KLEIN/JESSICA - 12/20/2018 Ticket - DCA/LGA	60.00	
Travel - Airfare Booking Fees	12/20/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/20/2018 Ticket - CLT/SFO (Rebooking return flight because deposition ran long)	60.00	
Travel - Airfare Booking Fees	12/20/18	USD	Travel and expenses GOLDSMITH/LAUREN - 12/20/2018 Ticket - LGA/CLT (Rebooking return flight because deposition ran long)	60.00	
Travel - Lodging	12/20/18	USD	Travel and expenses MerchantName: HYATT PLACE CHARLOTTE AIR Location (City): CHARLOTTE Business Purpose: Hotel for deposition in Charlotte. S&C Attendees: Rebekah T. Raybuck	194.77	
Travel - Lodging	12/20/18	USD	Travel and expenses MerchantName: HYATT PLACE CHARLOTTE AIR Location (City): CHARLOTTE Business Purpose: Hotel for deposition S&C Attendees: Lauren M. Goldsmith	194.77	
Travel - Lodging	12/20/18	USD	Travel and expenses MerchantName: HYATT PLACE CHARLOTTE AIR Location (City): CHARLOTTE Business Purpose: Meeting Room for Deposition S&C Attendees: Lauren M. Goldsmith	400.00	
Travel - Airfare Booking Fees	12/21/18	USD	Travel and expenses EDELMAN/THEODORE - 12/21/2018 Ticket	16.00	
Travel - Airfare Booking Fees	12/24/18	USD	Travel and expenses GOLDSMITH/LAUREN - 12/24/2018 Ticket	16.00	
Travel - Airfare Booking Fees	12/24/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/24/2018 Ticket	16.00	
Travel - Airfare Booking Fees	12/24/18	USD	Travel and expenses RAYBUCK/REBEKAH T - 12/24/2018 Ticket	16.00	
Other Professionals	1/3/19	USD	Other Professionals- Yankwitt LLP- LEGAL SERVICES THROUGH 12/31/18. Mediation Fee.	3,550.63	
Delivery - Public Messenger	1/8/19	USD	Delivery - Public Messenger	109.25	
Delivery - Public Messenger	1/20/19	USD	Delivery - Public Messenger - Courtesty Copies	82.75	
Delivery - Public Messenger	1/20/19	USD	Delivery - Public Messenger - Courtesy Copies	59.75	
Delivery - Public Messenger	1/27/19	USD	Delivery - Public Messenger - Courtesy Copies	199.75	
Total				30,086.75	



# **EXHIBIT D**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

_____	x
In re	: Chapter 11
	:
ASCENT RESOURCES MARCELLUS HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	: Case No. 18-10265 (LSS)
	:
	: Jointly Administered
	:
Debtors.	: Doc. Nos. 140, 141, 142, 143, 144, 147, 148 and 156
_____	x

**OMNIBUS ORDER APPROVING FIRST AND FINAL FEE APPLICATIONS**

Upon consideration of the first and final fee applications (collectively, the “**Fee Applications**”) of the professionals (collectively, the “**Professionals**”) employed by the debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, a list of which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses on a final basis; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331, and 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that the notices of the Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor, it is hereby ORDERED that:

1. The Fee Applications are hereby APPROVED in the amounts set forth on Exhibit A.

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1 The Debtors in these chapter 11 cases and, the last four digits of their U.S. taxpayer identification numbers are: Ascent Resources Marcellus Holdings, LLC (3495), Ascent Resources - Marcellus, LLC (0354) and Ascent Resources Marcellus Minerals, LLC (5418). The Debtors’ corporate headquarters and mailing address is located at 3501 NW 63rd Street, Suite 600, Oklahoma City, Oklahoma 73116.

2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A.


3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.

4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.

5. This Order shall be deemed a separate order for each of the Professionals and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: May 8, 2018  
Wilmington, Delaware

  
\_\_\_\_\_  
Laurie Selber Silverstein  
United States Bankruptcy Judge

**EXHIBIT A**

Name of Applicant	Date and Docket No. of Fee Application	Aggregate Amount of Fees Approved on a Final Basis (\$)	Aggregate Amount of Expenses Approved on a Final Basis (\$)
Young Conaway Stargatt & Taylor, LLP <sup>1</sup>	4/10/18 140	208,362.25	3,835.99
Sullivan & Cromwell LLP <sup>2</sup>	4/10/18 144, 156	911,191.12	4,152.87
D. R. Payne & Associates, Inc.	4/10/18 141, 147	6,774.50	0.00
PJT Partners LP <sup>3</sup>	4/10/18 142, 148	268,375.58	5,778.01
Prime Clerk LLC	4/10/18 143	18,243.45	0.00

<sup>1</sup> To resolve objections that the United States Trustee raised informally, Young Conaway Stargatt & Taylor, LLP agreed to reduce its fees by \$2,476.75 and its expenses by \$67.00.

<sup>2</sup> To resolve objections that the United States Trustee raised informally, Sullivan & Cromwell LLP agreed to reduce its fees by \$13,746.88 and its expenses by \$556.00.

<sup>3</sup> While PJT Partners LP's fees and expenses are approved in the amounts set forth herein, the total amount due to PJT Partners LP is \$56,016.66.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	X	
In re	:	Chapter 11
	:	
ASCENT RESOURCES MARCELLUS HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. (18-10265) (LSS)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Hearing Date: May 9, 2018 at 10:00 a.m. ET
	X	Objection Deadline: April 30, 2018 at 4:00 p.m. ET

**SUMMARY OF FIRST AND FINAL FEE APPLICATION OF SULLIVAN & CROMWELL  
LLP AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

<b>NAME OF APPLICANT:</b>	Sullivan & Cromwell LLP
<b>AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:</b>	The above-captioned debtors and debtors-in-possession
<b>DATE CASE FILED:</b>	February 6, 2018
<b>DATE OF RETENTION:</b>	March 22, 2018, <i>nunc pro tunc</i> to February 6, 2018
<b>PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:</b>	February 6, 2018 through and including March 30, 2018
<b>TOTAL COMPENSATION REQUESTED:</b>	\$924,938.00
<b>TOTAL EXPENSE REIMBURSEMENT REQUESTED:</b>	\$4,708.87

This is a(n): \_\_\_interim X final application.

This is the final fee application filed by Sullivan & Cromwell LLP.

<sup>1</sup> The Debtors in these chapter 11 cases and, the last four digits of their U.S. taxpayer identification numbers are: Ascent Resources Marcellus Holdings, LLC (3495) (“ARM Holdings”), Ascent Resources - Marcellus, LLC (0354) (“ARM”) and Ascent Resources Marcellus Minerals, LLC (5418) (“ARM Minerals” and together with ARM Holdings and ARM, the “Debtors”). The Debtors’ corporate headquarters and mailing address is located at 3501 NW 63rd Street, Oklahoma City, Oklahoma 73116.

**SUMMARY OF FEES AND EXPENSES REQUESTED FOR FEE PERIOD**

<b>Period Covered</b>	<b>Fees Requested</b>	<b>Fees paid to Date</b>	<b>Expenses Requested</b>	<b>Expenses Paid to Date</b>	<b>Approved Fees and Expenses</b>
2/7/2018 - 3/30/2018	\$924,938.00	\$0.00	\$4,708.87	\$0.00	N/A

**PROJECTED TOTAL BUDGET FOR FEE PERIOD AND ACTUAL FEES INCURRED**

Estimated Fees for Fee Period		Actual Fees For Fee Period
Low	High	
\$440,000.00	\$1,079,100.00	\$924,938.00

**PROJECT CODE TOTAL CHART**

<b>Project Number</b>	<b>Project Name</b>	<b>Hours</b>	<b>Fee Amount</b>
00002	ASSET ANALYSIS AND RECOVERY	0.00	\$0.00
00003	ASSET DISPOSITION	0.00	\$0.00
00004	ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	0.00	\$0.00
00005	AVOIDANCE ACTION ANALYSIS	0.00	\$0.00
00006	BUSINESS OPERATIONS	10.20	\$10,320.00
00007	CASE ADMINISTRATION	3.00	\$1,742.00
00008	CLAIMS ADMINISTRATION AND OBJECTIONS	0.00	\$0.00
00009	CORPORATE GOVERNANCE AND BOARD MATTERS	0.00	\$0.00
00010	EMPLOYEE BENEFITS AND PENSIONS	0.00	\$0.00
00011	EMPLOYMENT AND FEE APPLICATIONS (S&C)	45.90	\$38,652.50
00012	EMPLOYMENT AND FEE APPLICATIONS (OTHERS)	19.20	\$14,190.00
00013	FINANCING AND CASH COLLATERAL	0.00	\$0.00
00014	OTHER LITIGATION	0.00	\$0.00
00015	MEETINGS AND COMMUNICATIONS WITH CREDITORS	3.40	\$2,957.00
00016	NON-WORKING TRAVEL	21.10	\$11,734.00
00017	PLAN AND DISCLOSURE STATEMENT	820.80	\$746,629.00
00018	RELIEF FROM STAY AND ADEQUATE PROTECTION	0.00	\$0.00
00019	TAX	7.00	\$7,317.50
00020	VALUATION	0.00	\$0.00
00021	DISCOVERY	0.00	\$0.00
00022	HEARINGS	16.90	\$19,088.50
00023	FIRST AND SECOND DAY MOTIONS	50.60	\$45,147.50
00024	CLAIMS INVESTIGATION	0.00	\$0.00
00025	LIEN INVESTIGATION	0.00	\$0.00
00026	SCHEDULES, SOFAS AND REPORTING	14.40	\$13,925.00
00027	OTHER MOTIONS / APPLICATIONS	0.00	\$0.00
00028	TIME ENTRY REVIEW	32.70	\$11,820.00
00029	BUDGETING	1.90	\$1,415.00
<b>TOTAL</b>		<b>1,047.10</b>	<b>\$924,938.00</b>



**S&C PROFESSIONALS PERFORMING SERVICES DURING THE FEE PERIOD**

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Ansari, Mehdi	Partner	GP/IP	2009	\$1,150.00		1.10	\$1,265.00
Dietderich, Andrew G.	Partner	GP/Restructuring	1997	\$1,435.00		14.80	\$21,238.00
Dietderich, Andrew G.	Partner	GP/Restructuring	1997	\$718.00	*	3.00	\$2,154.00
Estes, John E.	Partner	GP/Finance	1995	\$1,435.00		11.70	\$16,789.50
Glueckstein, Brian D.	Partner	Litigation	2004	\$1,435.00		9.40	\$13,489.00
Hariton, David P.	Partner	Tax	1986	\$1,435.00		2.50	\$3,587.50
Risoleo, Robert S.	Partner	GP	1985	\$1,435.00		0.70	\$1,004.50
<b>Partner Total</b>						<b>43.20</b>	<b>\$59,527.50</b>
Anselmi, John J.	Special Counsel	GP/Finance	2003	\$1,100.00		63.30	\$69,630.00
Anselmi, John J.	Special Counsel	GP/Finance	2003	\$550.00	*	6.90	\$3,795.00
Brander, Saul	Special Counsel	Tax	2003	\$1,100.00		1.00	\$1,100.00
Brennan, Matthew J.	Special Counsel	GP/Environmental	1986	\$1,225.00		0.80	\$980.00
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$1,100.00		244.60	\$269,060.00
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$550.00	*	8.20	\$4,510.00
<b>Special Counsel Total</b>						<b>324.80</b>	<b>\$349,075.00</b>
Bander, Jeannette E.	Associate	GP/Benefits	2012	\$990.00		0.70	\$693.00
Chandler, Lindsey L.	Associate	GP	2017	\$700.00		52.60	\$36,820.00
Green, Joshua A.	Associate	GP/Benefits	2014	\$970.00		1.00	\$970.00
Grein, John J.	Associate	GP	2016	\$850.00		167.30	\$142,205.00
Grein, John J.	Associate	GP	2016	\$425.00	*	3.00	\$1,275.00
Ha, Alice YN	Associate	GP	2015	\$950.00		126.60	\$120,270.00
Hogan, Michael P.	Associate	Tax	2017	\$700.00		2.30	\$1,610.00
Miller, Elizabeth A.	Associate	GP	2017	\$700.00		123.40	\$86,380.00
Motten, Andrew B.	Associate	Tax	2016	\$850.00		0.60	\$510.00
Orr, Justin R.	Associate	GP	2014	\$950.00		0.90	\$855.00
Silver, Justin P.	Associate	GP/IP	2015	\$950.00		0.10	\$95.00
Steinberger, Joshua Z.	Associate	GP/IP	2013	\$970.00		2.00	\$1,940.00
Weiss, Noam R.	Associate	GP/Finance	2014	\$970.00		80.20	\$77,794.00
Yamashita, Kelly H.	Associate	GP/Benefits	2016	\$850.00		0.90	\$765.00
Yu, Rachel	Associate	GP/Finance	2014	\$950.00		1.40	\$1,330.00
Zylberberg, David	Associate	GP	2011	\$990.00		3.30	\$3,267.00
<b>Associate Total</b>						<b>566.30</b>	<b>\$476,779.00</b>
<b>Lawyers Total</b>						<b>933.60</b>	<b>\$884,377.00</b>
Booth, Oliver B.	Legal Assistant			\$350.00		107.90	\$37,765.00
Coulibaly, Rockia	Legal Assistant			\$350.00		3.80	\$1,330.00
Kim, Scott J.	Legal Assistant			\$410.00		0.40	\$164.00
Tinkler, Sarah N.	Research Librarian			\$425.00		0.70	\$297.50
<b>Non Legal Personnel Total</b>						<b>112.80</b>	<b>\$39,556.50</b>
<b>GRAND TOTAL</b>						<b>1,047.10</b>	<b>\$924,938.00</b>

**CUSTOMARY AND COMPARABLE DISCLOSURES**

Category	Ascent Resources Marcellus Holdings*		Firm**	
	February 7, 2018 through March 30, 2018	% of Total Hours	Total Firm Bills Allocated to Non-Bankruptcy General Domestic Timekeepers from January 2017 through December 2017	% of Total Hours
Partner	\$1,378	4%	\$1,580	23%
Senior Associate and Counsel <sup>(1)</sup>	\$1,053	39%	\$1,030	22%
Junior Associate	\$818	46%	\$724	49%
Non-Lawyer <sup>(2)</sup>	\$351	11%	\$354	6%
<b>All Timekeepers Average</b>	<b>\$883</b>	<b>100%</b>	<b>\$967</b>	<b>100%</b>

<sup>(1)</sup> Includes Special Counsel, Of Counsel, Senior Counsel, Practice Area Associate and Senior Associate

<sup>(2)</sup> Includes Legal Assistant, Legal Analyst, Research Analyst, and Electronic Discovery

\* Includes No Charge entries on various projects. No Charge entries were included on the fee applications with a \$0 rate.

\*\* Includes non-bankruptcy work of bankruptcy timekeepers and all work of other domestic timekeepers, excluding litigation matters and all write-offs (bills or collections less than 50% of standard rates).

# **EXHIBIT E**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	Chapter 11
In re:	)	
	)	Case No. 14-10979 (CSS)
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> ,	)	
	)	(Jointly Administered)
	)	
Debtors. <sup>1</sup>	)	Re: D.I. 13018, 12985, 13012, 12983, 12998, 12986, 13007, 13355, 12996, 13002, 13008, 13009, 13024, 13013, 13020, 13023, 13004, 13010, 13140, 13005, 13017, and 13016

**OMNIBUS ORDER AWARDING FINAL REQUESTS  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES**

This matter coming before the Court on the final fee applications (together D.I. 13018, 12985, 13012, 12983, 12998, 12986, 13007, 13355, 12996, 13002, 13008, 13009, 13024, 13013, 13020, 13023, 13004, 13010, 13140, 13005, 13017, and 13016, the “**Applications**”) of those professionals listed on **Exhibit A** attached hereto (together, the “**Applicants**”), pursuant to sections 330(a) and 331 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, for the final allowance of certain fees, including all holdbacks, and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Period**”), filed in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [D.I. 2066] (the “**Interim Compensation Order**”) and the *Stipulation and Order Appointing a Fee Committee* [Docket No. 1896] (the “**Fee Committee Order**”);<sup>2</sup> and the Court having

<sup>1</sup> The last four digits of Energy Future Holdings Corp.’s tax identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, which are being jointly administered on a final basis, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

<sup>2</sup> Superseded by *Order Amending Stipulation and Order Appointing Fee Committee and Granting Related Relief*

reviewed the Applications with respect to the Applicants and/or the omnibus report filed by the Fee Committee (as such term is defined in the Fee Committee Order) with respect to each of the Applications (see D.I. \_\_\_\_); and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Applications and the hearing thereon was adequate under the circumstances; and (c) all parties with notice of the Applications have been afforded the opportunity to be heard on the Applications, and all objections having been overruled; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on a final basis, to the extent set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) final compensation for services rendered during the Compensation Period and (b) final reimbursement for actual and necessary expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the EFH Plan Administrator Board is hereby authorized and directed to pay each of the Applicants 100% of the fees and 100% of the expenses listed on **Exhibit A** hereto under the columns "Final Fees Approved" and "Final Expenses Approved," respectively, for services rendered and expenses incurred during the Compensation Period.

Dated: November 6, 2018  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

19733778.1

[D.I. 12552] and *Further Amended Stipulation and Order Appointing a Fee Committee* [D.I. 13574].

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

	)	Chapter 11
In re:	)	
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 14-10979 (CSS)
Debtors.	)	(Jointly Administered)
	)	Hearing Date: TBD
	)	Objection Deadline: May 14, 2018 at 4:00 p.m.

**SUMMARY OF FINAL FEE APPLICATION OF  
SULLIVAN & CROMWELL LLP AS COUNSEL TO THE EFH COMMITTEE**

<b>NAME OF APPLICANT:</b>	Sullivan & Cromwell LLP
<b>AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:</b>	Official Committee of Unsecured Creditors of Energy Future Holdings Corporation, Energy Future Intermediate Holding Company LLC, EFIH Finance Inc. and EECI, Inc.
<b>DATE CASE FILED:</b>	April 29, 2014
<b>DATE OF RETENTION:</b>	January 13, 2015, <i>nunc pro tunc</i> to November 5, 2014
<b>PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:</b>	November 5, 2014 through and including the Effective Date
<b>TOTAL COMPENSATION REQUESTED:</b>	\$23,663,509.29
<b>TOTAL EXPENSE REIMBURSEMENT REQUESTED:</b>	\$805,851.62 <sup>2</sup>

This is a(n):  interim  final application.

This is the final fee application filed by Sullivan & Cromwell LLP.

<sup>1</sup> The last four digits of Energy Future Holdings Corp.’s taxpayer identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

<sup>2</sup> The total compensation and total expense reimbursement requested reflect all adjustments previously agreed to with the Fee Committee.

**SUMMARY OF FEES AND EXPENSES**

<b>Date and Docket No.</b>	<b>Period Covered</b>	<b>Fees Requested</b>	<b>Holdback (20%)</b>	<b>Fees paid to Date</b>	<b>Expenses Requested</b>	<b>Expenses Paid to Date</b>	<b>Approved Fees and Expenses</b>
1/23/2015 [D.I. 3358]	11/05/2014 - 11/30/2014	\$1,633,519.00	\$326,703.80	\$1,580,640.08	\$12,273.34	\$11,831.27	<b>\$2,697,155.36</b>
2/5/2015 [D.I. 3455]	12/01/2014 - 12/31/2014	\$1,137,878.40	\$227,575.68	\$1,101,043.94	\$3,948.00	\$3,640.07	
2/26/2015 [D.I. 3691]	01/01/2015 - 01/31/2015	\$1,139,002.50	\$227,800.50	\$1,099,767.97	\$4,630.14	\$4,630.14	<b>\$4,924,079.31</b>
3/24/2015 [D.I. 3959]	02/01/2015 - 02/28/2015	\$1,289,130.10	\$257,826.02	\$1,244,724.22	\$5,133.05	\$5,133.05	
4/21/2015 [D.I. 4241]	03/01/2015 - 03/31/2015	\$1,280,362.50	\$256,072.50	\$1,236,258.63	\$3,900.84	\$3,900.84	
5/21/2015 [D.I. 4560]	04/01/2015 - 04/30/2015	\$1,360,411.80	\$272,082.36	\$1,313,550.52	\$16,113.94	\$16,113.94	
6/22/2015 [D.I. 4820]	05/01/2015 - 05/31/2015	\$997,875.50	\$199,575.10	\$991,901.96	\$4,548.67	\$4,530.06	<b>\$4,493,854.17</b>
7/21/2015 [D.I. 5054]	06/01/2015 - 06/30/2015	\$1,087,893.50	\$217,578.70	\$1,081,381.09	\$4,265.83	\$4,245.54	
8/21/2015 [D.I. 5615]	07/01/2015 - 07/31/2015	\$704,331.50	\$140,866.30	\$700,115.19	\$6,814.33	\$6,801.19	
9/21/2015 [D.I. 6127]	08/01/2015 - 08/31/2015	\$1,699,912.00	\$339,982.40	\$1,689,735.89	\$15,174.95	\$15,143.25	
10/21/2015 [D.I. 6557]	09/01/2015 - 09/30/2015	\$2,512,274.10	\$502,454.82	\$2,434,831.81	\$451,883.06	\$451,883.06	<b>\$9,607,132.82</b>
11/23/2015 [D.I. 7108]	10/01/2015 - 10/31/2015	\$4,073,755.90	\$814,751.18	\$3,965,033.37	\$87,674.34	\$87,674.34	
12/21/2015 [D.I. 5615]	11/01/2015 - 11/30/2015	\$2,471,103.00	\$494,220.60	\$2,405,449.06	\$41,847.14	\$41,847.14	
1/21/2016 [D.I. 7710]	12/01/2015 - 12/31/2015	\$113,575.50	\$22,715.10	\$107,662.42	\$112,751.62	\$112,751.62	
2/22/2016 [D.I. 7906]	01/01/2016 - 01/31/2016	\$37,850.50	\$7,570.10	\$37,520.18	\$3,881.73	\$3,881.73	<b>\$164,056.05</b>

Date and Docket No.	Period Covered	Fees Requested	Holdback (20%)	Fees paid to Date	Expenses Requested	Expenses Paid to Date	Approved Fees and Expenses
3/21/2016 [D.I. 8027]	02/01/2016 - 02/29/2016	\$47,410.50	\$9,482.10	\$47,034.39	\$107.07	\$107.07	
4/21/2016 [D.I. 8249]	03/01/2016 - 03/31/2016	\$37,517.00	\$7,503.40	\$37,216.10	\$498.77	\$498.77	
5/23/2016 [D.I. 8509]	04/01/2016 - 04/30/2016	\$37,092.00	\$7,418.40	\$36,790.44	\$1,007.38	\$1,007.38	
6/21/2016 [D.I. 8790]	05/01/2016 - 05/31/2016	\$171,966.50	\$34,393.30	\$165,900.48	\$400.58	\$400.58	<b>\$756,630.28</b>
7/22/2016 [D.I. 8983]	06/01/2016 - 06/30/2016	\$187,428.00	\$37,485.60	\$180,816.59	\$1,194.33	\$1,194.33	
8/22/2016 [D.I. 9365]	07/01/2016 - 07/31/2016	\$170,544.50	\$34,108.90	\$164,528.64	\$5,356.57	\$5,356.57	
9/21/2016 [D.I. 9619]	08/01/2016 - 08/31/2016	\$243,025.00	\$48,605.00	\$234,452.44	\$3,980.65	\$3,980.65	
10/21/2016 [D.I. 9906]	09/01/2016 - 09/30/2016	\$134,569.00	\$26,913.80	\$133,617.40	\$5,972.79	\$5,702.01	<b>\$405,803.26</b>
11/21/2016 [D.I. 10233]	10/01/2016 - 10/31/2016	\$108,020.80	\$21,604.16	\$107,256.94	\$2,247.61	\$2,145.71	
12/21/2016 [D.I. 10425]	11/01/2016 - 11/30/2016	\$79,835.60	\$15,967.12	\$79,271.05	\$2,250.62	\$2,148.59	
1/23/2017 [D.I. 10695]	12/01/2016 - 12/31/2016	\$73,632.50	\$14,726.50	\$73,111.81	\$2,670.84	\$2,549.75	
2/21/2017 [D.I. 10874]	01/01/2017 - 01/31/2017	\$64,889.50	\$12,977.90	\$64,676.96	\$1,728.56	\$1,728.56	<b>\$276,109.62</b>
3/21/2017 [D.I. 11032]	02/01/2017 - 02/28/2017	\$94,513.00	\$18,902.60	\$94,203.43	\$2,718.43	\$2,718.43	
4/25/2017 [D.I. 11188]	03/01/2017 - 03/31/2017	\$27,745.50	\$5,549.10	\$27,654.62	\$2,100.47	\$2,100.47	



Date and Docket No.	Period Covered	Fees Requested	Holdback (20%)	Fees paid to Date	Expenses Requested	Expenses Paid to Date	Approved Fees and Expenses
5/22/2017 [D.I. 11271]	04/01/2017 - 04/30/2017	\$82,205.80	\$16,441.16	\$81,936.54	\$1,090.61	\$1,090.61	
6/21/2017 [D.I. 11377]	05/01/2017 - 05/31/2017	\$52,060.00	\$10,412.00	\$41,846.06	\$696.25	\$696.25	<b>\$469,103.85</b>
7/21/2017 [D.I. 11530]	06/01/2017 - 06/30/2017	\$40,224.00	\$8,044.80	\$32,332.23	\$817.40	\$817.40	
8/21/2017 [D.I. 11789]	07/01/2017 - 07/31/2017	\$119,095.70	\$23,819.14	\$95,729.66	\$969.81	\$969.81	
9/21/2017 [D.I. 11926]	08/01/2017 - 08/31/2017	\$250,439.50	\$50,087.90	\$201,304.39	\$6,558.17	\$6,558.17	
10/23/2017 [D.I. 12108]	09/01/2017 - 09/30/2017	\$176,586.70	\$35,317.34	\$141,269.36	\$3,416.08	\$3,416.08	N/A
11/21/2017 [D.I. 12267]	10/01/2017 - 10/31/2017	\$154,482.50	\$30,896.50	\$123,586.00	\$4,381.96	\$4,381.96	
12/22/2017 [D.I. 12392]	11/01/2017 - 11/30/2017	\$78,552.50	\$15,710.50	\$62,842.00	\$716.76	\$716.76	
1/22/2018 [D.I. 12505]	12/01/2017 - 12/31/2017	\$39,791.00	\$7,958.20	\$31,832.80	\$941.15	\$941.15	
2/21/2018 [D.I. 12679]	01/01/2018 - 01/31/2018	\$131,017.50	\$26,203.50	\$0.00	\$1,041.70	\$0.00	N/A
3/21/2018 [D.I. 12841]	02/01/2018 - 02/28/2018	\$74,487.00	\$14,897.40	\$0.00	\$1,248.89	\$0.00	
4/16/2018 [D.I. 12957]	03/01/2018 - 03/9/2018	\$8,300.50	\$1,660.10	\$0.00	\$471.95	\$0.00	
<b>TOTAL REQUESTED AND PAID AMOUNTS</b>		<b>\$24,224,307.90</b>	<b>\$4,844,861.58</b>	<b>\$23,248,826.66</b>	<b>\$829,426.38</b>	<b>\$825,234.30</b>	<b>\$23,793,924.72</b>
<b>ADJUSTMENTS PER PRIOR DISCUSSIONS WITH FEE COMMITTEE</b>		<b>-\$560,798.61</b>			<b>-\$23,574.76</b>		
<b>CURRENT REQUESTED AMOUNTS</b>		<b>\$23,663,509.29</b>			<b>\$805,851.62</b>		

**PROJECTED TOTAL BUDGET FOR FEE PERIOD AND ACTUAL FEES INCURRED**

Estimated Fees for Fee Period		Actual Fees For Fee Period
Low	High	
\$27,062,025.00	\$43,574,250.00	<b>\$23,663,509.29</b>

**PROJECT CODE TOTAL CHART**

<b>Project Number</b>	<b>Project Name</b>	<b>Hours</b>	<b>Fee Amount</b>
00002	ASSET ANALYSIS AND RECOVERY	37.20	\$27,177.50
00003	ASSET DISPOSITION	1,848.20	\$1,618,626.00
00004	ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	5.10	\$4,177.00
00005	AVOIDANCE ACTION ANALYSIS	0.00	\$0.00
00006	BUSINESS OPERATIONS	22.80	\$15,599.50
00007	CASE ADMINISTRATION	1,374.40	\$844,255.50
00008	CLAIMS ADMINISTRATION AND OBJECTIONS	775.20	\$821,800.00
00009	CORPORATE GOVERNANCE AND BOARD MATTERS	2.90	\$2,624.50
00010	EMPLOYEE BENEFITS AND PENSIONS	270.40	\$195,446.00
00011	EMPLOYMENT AND FEE APPLICATIONS (S&C)	1,383.10	\$801,757.00
00012	EMPLOYMENT AND FEE APPLICATIONS (OTHERS)	518.90	\$384,993.50
00013	FINANCING, CASH COLLATERAL, MAKE WHOLE	645.80	\$487,287.50
00014	OTHER LITIGATION	614.30	\$520,530.50
00015	MEETINGS AND COMMUNICATIONS WITH CREDITORS	1,329.40	\$1,313,457.00
00016	NON-WORKING TRAVEL	291.20	\$134,073.40
00017	PLAN AND DISCLOSURE STATEMENT	16,189.40	\$12,144,006.50
00018	RELIEF FROM STAY AND ADEQUATE PROTECTION	4.10	\$3,104.50
00019	TAX	2,098.10	\$1,828,798.00
00020	VALUATION	0.00	\$0.00
00021	DISCOVERY	318.70	\$181,039.50
00022	HEARINGS	1,238.10	\$1,113,744.00
00023	FIRST AND SECOND DAY MOTIONS	0.00	\$0.00
00024	CLAIMS INVESTIGATION	355.80	\$239,811.00
00025	LIEN INVESTIGATION	142.10	\$86,847.50
00026	INTERCOMPANY CLAIMS	1,341.70	\$938,805.00
00027	OTHER MOTIONS / APPLICATIONS	635.70	\$474,068.00
00028	SCHEDULES AND STATEMENTS	0.00	\$0.00
00029	TIME ENTRY REVIEW	1,146.80	\$14,653.00
00031	BUDGETING (CASE)	37.30	\$27,626.00
<b>Total</b>		<b>32,626.70</b>	<b>\$24,224,307.90</b>
<b>Adjustments per discussions with Fee Committee</b>			<b>-\$560,798.61</b>
<b>UPDATED TOTAL</b>			<b>\$23,663,509.29</b>

**S&C PROFESSIONALS PERFORMING SERVICES DURING THE FEE PERIOD**

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Clayton, Jay	Partner	GP	1994	\$ 1,295.00		1.60	\$2,072.00
Coleman, Heather L.	Partner	GP/Employee Benefits	2007	\$ 865.00	*	5.00	\$4,325.00
Coleman, Heather L.	Partner	GP/Employee Benefits	2007	\$ 1,160.00		5.00	\$5,800.00
Creamer Jr., Ronald E.	Partner	Tax	1992	\$ 1,295.00		2.30	\$2,978.50
Dietderich, Andrew G.	Partner	GP/Restructuring	1997	\$ 0.00	*	5.10	\$0.00
Dietderich, Andrew G.	Partner	GP/Restructuring	1997	\$ 570.00	*	48.20	\$27,474.00
Dietderich, Andrew G.	Partner	GP/Restructuring	1997	\$ 1,140.00		1,885.20	\$2,149,128.00
Downes, Robert W.	Partner	GP	1992	\$ 1,295.00		0.50	\$647.50
Giuffra Jr., Robert J.	Partner	Litigation	1989	\$ 1,140.00		11.00	\$12,540.00
Glueckstein, Brian D.	Partner	Litigation	2004	\$ 0.00	*	0.80	\$0.00
Glueckstein, Brian D.	Partner	Litigation	2004	\$ 570.00	*	52.20	\$29,754.00
Glueckstein, Brian D.	Partner	Litigation	2004	\$ 1,140.00		3,752.30	\$4,277,622.00
Hardiman, John L.	Partner	Litigation	1983	\$ 570.00	*	6.60	\$3,762.00
Hardiman, John L.	Partner	Litigation	1983	\$ 1,140.00		282.50	\$322,050.00
Hariton, David P.	Partner	Tax	1986	\$ 648.00	*	4.50	\$2,916.00
Hariton, David P.	Partner	Tax	1986	\$ 1,295.00		934.80	\$1,210,566.00
Holley, Steven L.	Partner	Litigation	1984	\$ 570.00	*	3.00	\$1,710.00
Holley, Steven L.	Partner	Litigation	1984	\$ 1,140.00		52.70	\$60,078.00
Jacobson, Eli D.	Partner	Tax	1981	\$ 1,295.00		195.90	\$253,690.50
Korb, Donald L.	Partner	Tax	1973	\$ 1,295.00		0.80	\$1,036.00
Korry, Alexandra D.	Partner	GP/M&A	1988	\$ 648.00	*	0.20	\$129.60
Korry, Alexandra D.	Partner	GP/M&A	1988	\$ 1,295.00		376.20	\$487,179.00
Kotran, Stephen M.	Partner	GP	1993	\$ 1,295.00		5.00	\$6,475.00
Mason, Andrew S.	Partner	Tax	1982	\$ 1,295.00		6.60	\$8,547.00
McIntosh, Brent J.	Partner	Litigation	2001	\$ 1,140.00		8.30	\$9,462.00
Neuhaus, Joseph E.	Partner	GP	1986	\$ 1,140.00		0.50	\$570.00
Rosenberg, Mark F.	Partner	Litigation	1981	\$ 570.00	*	1.00	\$570.00
Rosenberg, Mark F.	Partner	Litigation	1981	\$ 1,140.00		316.60	\$360,924.00
Shane, Penny	Partner	Litigation	1989	\$ 1,140.00		130.60	\$148,884.00
Simmons, Rebecca J.	Partner	GP	1992	\$ 1,295.00		0.30	\$388.50
Solomon, Andrew P.	Partner	Tax	1985	\$ 1,295.00		1.50	\$1,942.50
Spitzer, David C.	Partner	Tax	1996	\$ 1,295.00		0.10	\$129.50
Torkin, Michael H.	Partner	GP/Restructuring	1999	\$ 570.00	*	2.70	\$1,539.00
Torkin, Michael H.	Partner	GP/Restructuring	1999	\$ 1,140.00		132.90	\$151,506.00
Trevino, Marc	Partner	GP/Employee Benefits	1995	\$ 1,295.00		41.60	\$53,872.00
Wang, Davis J.	Partner	Tax	2004	\$ 1,295.00		0.40	\$518.00
<b>Partner Total</b>						<b>8,274.50</b>	<b>\$9,600,785.60</b>
Jerome, John J.	Of Counsel	GP/Restructuring	1962	\$ 1,140.00		150.00	\$171,000.00
Korb, Donald L.	Of Counsel	Tax	1973	\$ 1,295.00		0.40	\$518.00
<b>Of Counsel Total</b>						<b>150.40</b>	<b>\$171,518.00</b>
Altman, Daniel Z.	Special Counsel	Tax	1999	\$ 498.00	*	5.00	\$2,490.00
Altman, Daniel Z.	Special Counsel	Tax	1999	\$ 995.00		527.00	\$524,365.00

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Barancik, Tia S.	Special Counsel	GP/Regulatory	1987	\$ 1,140.00		138.90	\$158,346.00
Brander, Saul	Special Counsel	Tax	2003	\$ 865.00		1.00	\$865.00
Brebner, Adam R.	Special Counsel	Litigation	2000	\$ 498.00	*	6.90	\$3,436.20
Brebner, Adam R.	Special Counsel	Litigation	2000	\$ 995.00		418.50	\$416,407.50
Brennan, Matthew J.	Special Counsel	GP/Environmental	1986	\$ 525.00	*	0.60	\$315.00
Brennan, Matthew J.	Special Counsel	GP/Environmental	1986	\$ 1,050.00		112.40	\$118,020.00
Coccaro, Rebecca S.	Special Counsel	GP	2000	\$ 995.00		0.70	\$696.50
Fiorini, Judith R.	Special Counsel	Restructuring	1998	\$ 0.00	*	6.40	\$0.00
Fiorini, Judith R.	Special Counsel	Restructuring	1998	\$ 995.00		138.40	\$137,708.00
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$ 0.00	*	3.00	\$0.00
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$ 433.00	*	16.30	\$7,057.90
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$ 865.00		174.40	\$150,856.00
Kranzley, Alexa J.	Special Counsel	GP/Restructuring	2009	\$ 995.00		45.00	\$44,775.00
<b>Special Counsel Total</b>						<b>1,594.50</b>	<b>\$1,565,338.10</b>
Aksu, Veronica J.	Associate	GP	2015	\$ 460.00		125.70	\$57,822.00
Aksu, Veronica J.	Associate	GP	2015	\$ 605.00	*	199.60	\$120,758.00
Apostolopoulos, Alexander P.	Associate	Tax	2012	\$ 830.00		0.60	\$498.00
Bander, Jeannette E.	Associate	GP	2012	\$ 830.00		16.70	\$13,861.00
Bander, Jeannette E.	Associate	GP	2012	\$ 855.00		3.30	\$2,821.50
Bander, Jeannette E.	Associate	GP	2012	\$ 865.00		3.60	\$3,114.00
Biller, Daniel L.	Associate	GP/Restructuring	2013	\$ 725.00		112.90	\$81,852.50
Blaut, Ari B.	Associate	GP/Finance	2008	\$ 865.00		13.10	\$11,331.50
Bradley, Adrienne R. W.	Associate	GP/Restructuring	2013	\$ 725.00		179.90	\$130,427.50
Coleman, Heather L.	Associate	GP/Employee Benefits	2007	\$ 865.00		109.80	\$94,977.00
Coyle, Victoria A.	Associate	Litigation	2009	\$ 433.00	*	5.80	\$2,511.40
Coyle, Victoria A.	Associate	Litigation	2009	\$ 865.00		64.40	\$55,706.00
Danberg, J. Conlon	Associate	GP	2016	\$ 460.00		199.10	\$91,586.00
Ekono, Zeh S.	Associate	Litigation	2011	\$ 855.00		51.30	\$43,861.50
Foushee, M. Hampton	Associate	GP/Restructuring	2015	\$ 0.00	*	1.90	\$0.00
Foushee, M. Hampton	Associate	GP/Restructuring	2015	\$ 460.00		675.80	\$310,868.00
Foushee, M. Hampton	Associate	GP/Restructuring	2015	\$ 605.00		217.80	\$131,769.00
Gadwood, James R.	Associate	Tax	2009	\$ 865.00		3.00	\$2,595.00

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Geiger, Mark S.	Associate	Litigation	2013	\$ 725.00		5.40	\$3,915.00
Goldin, David L.	Associate	GP/M&A	2013	\$ 725.00		406.00	\$294,350.00
Goldin, David L.	Associate	GP/M&A	2013	\$ 830.00		223.50	\$185,505.00
Graybill, Joshua D.	Associate	Tax	in process	\$ 460.00		10.50	\$4,830.00
Guido, Emma J.	Associate	GP	2017	\$ 460.00		56.00	\$25,760.00
Ha, Alice YN	Associate	GP	2015	\$ 0.00	*	3.10	\$0.00
Ha, Alice YN	Associate	GP	2015	\$ 460.00		565.80	\$260,268.00
Ha, Alice YN	Associate	GP	2015	\$ 605.00		152.60	\$92,323.00
Heuer, Max S.	Associate	Litigation	2012	\$ 830.00		101.00	\$83,830.00
Hong, Slki	Associate	Tax	2016	\$ 460.00		36.10	\$16,606.00
Ip, Veronica W.	Associate	Litigation	2011	\$ 428.00	*	1.50	\$642.00
Ip, Veronica W.	Associate	Litigation	2011	\$ 433.00	*	12.90	\$5,585.70
Ip, Veronica W.	Associate	Litigation	2011	\$ 855.00		910.40	\$778,392.00
Ip, Veronica W.	Associate	Litigation	2011	\$ 865.00		671.10	\$580,501.50
Jakus, David J.	Associate	GP	2014	\$ 605.00		75.00	\$45,375.00
Janove, Raphael	Associate	Litigation	2014	\$ 460.00		29.90	\$13,754.00
Jensen, Christian P.	Associate	GP	2016	\$ 460.00		372.10	\$171,166.00
Jensen, Christian P.	Associate	GP	2016	\$ 605.00		152.10	\$92,020.50
Jensen, Christian P.	Associate	GP	2016	\$ 725.00		25.20	\$18,270.00
Jo, M. John	Associate	Tax	in process	\$ 460.00		1.80	\$828.00
Josephs, Adam M.	Associate	GP/Employee Benefits	2014	\$ 460.00		51.60	\$23,736.00
Keranen, Kristin L.	Associate	Litigation	2008	\$ 865.00		67.90	\$58,733.50
Khanna, Harry S.	Associate	GP/M&A	2015	\$ 460.00		172.30	\$79,258.00
Kitai, Sarah A.	Associate	GP	2016	\$ 460.00		250.30	\$115,138.00
Kranzley, Alexa J.	Associate	GP/Restructuring	2009	\$ 0.00	*	30.80	\$0.00
Kranzley, Alexa J.	Associate	GP/Restructuring	2009	\$ 433.00	*	49.70	\$21,520.10
Kranzley, Alexa J.	Associate	GP/Restructuring	2009	\$ 865.00		2,454.40	\$2,123,056.00
Lee, Alexander S.	Associate	Litigation	2016	\$ 460.00		379.40	\$174,524.00
Liolos, John J.	Associate	Litigation	2013	\$ 363.00	*	12.10	\$4,392.30
Liolos, John J.	Associate	Litigation	2013	\$ 605.00		129.50	\$78,347.50
Liolos, John J.	Associate	Litigation	2013	\$ 725.00		450.60	\$326,685.00
Littleton, Judson O.	Associate	Litigation	2008	\$ 433.00	*	16.50	\$7,144.50
Littleton, Judson O.	Associate	Litigation	2008	\$ 865.00		269.80	\$233,377.00
Lloyd, Jameson S.	Associate	Tax	2014	\$ 605.00		0.30	\$181.50
Loeser, Daniel R.	Associate	GP	2014	\$ 605.00		174.20	\$105,391.00
Lorme, Daniel R.	Associate	GP	2015	\$ 0.00	*	0.20	\$0.00
Lorme, Daniel R.	Associate	GP	2015	\$ 460.00		255.40	\$117,484.00
Lorme, Daniel R.	Associate	GP	2015	\$ 605.00		59.80	\$36,179.00
Lu, Michelle H.	Associate	Tax	2014	\$ 460.00		8.60	\$3,956.00
Lum-Tai, Natalie A.	Associate	GP	2016	\$ 605.00		12.90	\$7,804.50
Ma, Chiansan	Associate	GP/Restructuring	2012	\$ 0.00	*	7.60	\$0.00
Ma, Chiansan	Associate	GP/Restructuring	2012	\$ 415.00	*	4.50	\$1,867.50
Ma, Chiansan	Associate	GP/Restructuring	2012	\$ 830.00		1,143.80	\$949,354.00
Ma, Chiansan	Associate	GP/Restructuring	2012	\$ 855.00		410.50	\$350,977.50
Markey, Timothy A.	Associate	Litigation	2016	\$ 605.00		29.40	\$17,787.00

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Martel, Jean-Christophe	Associate	Litigation	2014	\$ 725.00		138.50	\$100,412.50
Menillo, Nicholas F.	Associate	Litigation	2013	\$ 415.00	*	7.30	\$3,029.50
Menillo, Nicholas F.	Associate	Litigation	2013	\$ 830.00		480.20	\$398,566.00
Menillo, Nicholas F.	Associate	Litigation	2013	\$ 855.00		71.00	\$60,705.00
Metz, Alexander J.F.	Associate	GP	2015	\$ 0.00	*	1.90	\$0.00
Metz, Alexander J.F.	Associate	GP	2015	\$ 460.00		66.70	\$30,682.00
Mortensen, Todd A.	Associate	GP/Restructuring	2013	\$ 0.00	*	0.50	\$0.00
Mortensen, Todd A.	Associate	GP/Restructuring	2013	\$ 725.00		92.40	\$66,990.00
Moulins, Charles E.	Associate	Litigation	2013	\$ 725.00		9.90	\$7,177.50
O'Neill, T. Max	Associate	Tax	2013	\$ 830.00		0.20	\$166.00
Orchowski, Michael	Associate	Tax	2009	\$ 865.00		0.20	\$173.00
Parnes, Lee C.	Associate	GP	2016	\$ 460.00		152.50	\$70,150.00
Rhein, Jonathan M.	Associate	Tax	2014	\$ 0.00	*	4.00	\$0.00
Rhein, Jonathan M.	Associate	Tax	2014	\$ 230.00	*	2.80	\$644.00
Rhein, Jonathan M.	Associate	Tax	2014	\$ 303.00	*	2.10	\$636.30
Rhein, Jonathan M.	Associate	Tax	2014	\$ 460.00		222.70	\$102,442.00
Rhein, Jonathan M.	Associate	Tax	2014	\$ 605.00		96.90	\$58,624.50
Sam, Erick J.	Associate	Tax	2016	\$ 220.00	*	20.10	\$4,422.00
Sam, Erick J.	Associate	Tax	2016	\$ 460.00		12.70	\$5,842.00
Sam, Erick J.	Associate	Tax	2016	\$ 605.00		0.10	\$60.50
Schneiderman, Mark U.	Associate	GP/Restructuring	2006	\$ 433.00	*	0.30	\$129.90
Schneiderman, Mark U.	Associate	GP/Restructuring	2006	\$ 865.00		74.70	\$64,615.50
Silver, Justin P.	Associate	GP	2015	\$ 460.00		2.80	\$1,288.00
Taylor, Daniel	Associate	GP	2014	\$ 605.00		134.00	\$81,070.00
Toy, Amanda K.	Associate	GP	2016	\$ 460.00		16.90	\$7,774.00
Ward, Andrew H.	Associate	Litigation	2015	\$ 605.00		0.40	\$242.00
Weiss, Noam R.	Associate	GP	2014	\$ 0.00	*	1.00	\$0.00
Weiss, Noam R.	Associate	GP	2014	\$ 303.00	*	1.50	\$454.50
Weiss, Noam R.	Associate	GP	2014	\$ 605.00		1,005.70	\$608,448.50
Weiss, Noam R.	Associate	GP	2014	\$ 725.00		198.80	\$144,130.00
White, Amaris R.	Associate	GP	2013	\$ 725.00		139.60	\$101,210.00
Xu, Vic	Associate	GP	2016	\$ 460.00		356.20	\$163,852.00
Zhang, Xin Florence	Associate	GP	2014	\$ 460.00		313.00	\$143,980.00
Zhou, Rae	Associate	GP	2015	\$ 0.00	*	0.50	\$0.00
Zhou, Rae	Associate	GP	2015	\$ 460.00		39.70	\$18,262.00
Zichawo, William N.	Associate	GP	2016	\$ 460.00		180.60	\$83,076.00
Zylberberg, David R.	Associate	GP/Restructuring	2011	\$ 0.00	*	0.10	\$0.00
Zylberberg, David R.	Associate	GP/Restructuring	2011	\$ 855.00		699.90	\$598,414.50
Zylberberg, David R.	Associate	GP/Restructuring	2011	\$ 865.00		219.20	\$189,608.00
<b>Associate Total</b>						<b>17,006.00</b>	<b>\$11,784,453.20</b>
<b>Lawyers Total</b>						<b>27,025.40</b>	<b>\$23,122,094.90</b>
Agha, Mavara	Summer Associate			\$ 0.00	*	88.60	\$0.00
Billmire, Alice B.	Summer Associate			\$ 0.00	*	3.50	\$0.00
Brown, A. Christopher	Summer Associate			\$ 0.00	*	106.70	\$0.00

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Chung, Grace H.	Summer Associate			\$ 0.00	*	14.40	\$0.00
Costakos, Paige N.	Summer Associate			\$ 0.00	*	15.30	\$0.00
Graybill, Joshua D.	Summer Associate			\$ 0.00	*	88.90	\$0.00
Grein, John J.	Summer Associate			\$ 0.00	*	27.30	\$0.00
Houchens, Jesse P.	Summer Associate			\$ 0.00	*	16.70	\$0.00
Kim, Terence H.	Summer Associate			\$ 0.00	*	115.40	\$0.00
Maass, Evan P.	Summer Associate			\$ 0.00	*	2.00	\$0.00
Macfarlane, Bonnie C.	Summer Associate			\$ 0.00	*	15.60	\$0.00
Mittal, Rakesh A.	Summer Associate			\$ 0.00	*	63.20	\$0.00
Rizkalla, Aaron M.	Summer Associate			\$ 0.00	*	16.70	\$0.00
Ross, Ethan David	Summer Associate			\$ 0.00	*	56.10	\$0.00
Salter, David	Summer Associate			\$ 0.00	*	5.70	\$0.00
Sullivan, William Peyton	Summer Associate			\$ 0.00	*	166.40	\$0.00
Tata, Vivek V.	Summer Associate			\$ 0.00	*	41.10	\$0.00
Thompson, Tasha N.	Summer Associate			\$ 0.00	*	5.50	\$0.00
Wasser, Jason A.	Summer Associate			\$ 0.00	*	44.60	\$0.00
Watanabe, Kisho	Summer Associate			\$ 0.00	*	5.90	\$0.00
Young, Elizabeth V.	Summer Associate			\$ 0.00	*	18.00	\$0.00
Hobby, Lauren Morghan	Intern			\$ 0.00	*	5.20	\$0.00
Booth, Oliver B.	Legal Assistant			\$ 0.00	*	129.30	\$0.00
Booth, Oliver B.	Legal Assistant			\$ 225.00		42.30	\$9,517.50
Booth, Oliver B.	Legal Assistant			\$ 275.00		107.90	\$29,672.50
Booth, Oliver B.	Legal Assistant			\$ 315.00		25.00	\$7,875.00
Chiu, Jeffrey H.	Legal Assistant			\$ 355.00		1.50	\$532.50



Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Coulibaly, Rockia	Legal Assistant			\$ 0.00	*	119.70	\$0.00
Coulibaly, Rockia	Legal Assistant			\$ 225.00		13.60	\$3,060.00
Coulibaly, Rockia	Legal Assistant			\$ 275.00		41.00	\$11,275.00
Coulibaly, Rockia	Legal Assistant			\$ 315.00		11.10	\$3,496.50
Drinkwater, Emily C. C.	Legal Assistant			\$ 0.00	*	396.60	\$0.00
Drinkwater, Emily C. C.	Legal Assistant			\$ 275.00	*	386.00	\$106,150.00
Drinkwater, Emily C. C.	Legal Assistant			\$ 315.00	*	159.10	\$50,116.50
Ea, Choun F.	Legal Assistant			\$ 355.00		0.50	\$177.50
Eigen, Jeffrey G.	Legal Assistant			\$ 315.00		1.00	\$315.00
Marryshow, Danielle J.	Legal Assistant			\$ 158.00	*	2.30	\$363.40
Marryshow, Danielle J.	Legal Assistant			\$ 275.00		93.00	\$25,575.00
Marryshow, Danielle J.	Legal Assistant			\$ 315.00		165.40	\$52,101.00
Minio, Zara E.	Legal Assistant			\$ 0.00	*	402.50	\$0.00
Minio, Zara E.	Legal Assistant			\$ 355.00		307.80	\$109,269.00
Son, Grace M.	Legal Assistant			\$ 138.00	*	3.70	\$510.60
Son, Grace M.	Legal Assistant			\$ 225.00		77.20	\$17,370.00
Son, Grace M.	Legal Assistant			\$ 275.00		161.90	\$44,522.50
Son, Grace M.	Legal Assistant			\$ 315.00		1.60	\$504.00
Watson, Thomas C.	Legal Assistant			\$ 0.00	*	122.30	\$0.00
Watson, Thomas C.	Legal Assistant			\$ 275.00		250.10	\$68,777.50
Watson, Thomas C.	Legal Assistant			\$ 315.00		127.30	\$40,099.50
Yang, April C.	Legal Assistant			\$ 158.00	*	12.50	\$1,975.00
Yang, April C.	Legal Assistant			\$ 275.00		99.30	\$27,307.50
Yang, April C.	Legal Assistant			\$ 315.00		151.60	\$47,754.00

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Robinson, Kenneth W.	Legal Analyst - Corporate			\$ 355.00		38.90	\$13,809.50
Bender, Jennifer B.	Legal Analyst - Litigation			\$ 0.00	*	1.50	\$0.00
Bender, Jennifer B.	Legal Analyst - Litigation			\$ 355.00		91.10	\$32,340.50
Cieniawa, Aaron B.	Legal Analyst - Litigation			\$ 355.00		199.20	\$70,716.00
Gilday, Joseph F.	Legal Analyst - Litigation			\$ 355.00		459.60	\$163,158.00
Caprio-Lopez, Melissa	Legal Assistant Clerk			\$ 145.00		3.50	\$507.50
Desir, Sadel J.	Legal Assistant Clerk			\$ 145.00		7.00	\$1,015.00
Whalen, Sean S.	Legal Assistant Clerk			\$ 145.00		3.90	\$565.50
Adams, Kristofer S.	Electronic Discovery			\$ 355.00		3.00	\$1,065.00
Balsdon, Nicholas J.	Electronic Discovery			\$ 315.00		4.00	\$1,260.00
Chen, Ken	Electronic Discovery			\$ 315.00		2.20	\$693.00
Fanning, Carrie R.	Electronic Discovery			\$ 355.00		0.20	\$71.00
Grullon, Ralph	Electronic Discovery			\$ 355.00		2.00	\$710.00
Harris, Angelique R.	Electronic Discovery			\$ 355.00		0.80	\$284.00
Langston, Nicole E.	Electronic Discovery			\$ 355.00		71.90	\$25,524.50
Lopez, Nathaniel S.	Electronic Discovery			\$ 355.00		0.50	\$177.50
Mian, Ahmed A.	Electronic Discovery			\$ 355.00		0.40	\$142.00
Perez, Hazel V.	Electronic Discovery			\$ 355.00		14.90	\$5,289.50
Smith, Clay	Electronic Discovery			\$ 315.00		0.30	\$94.50
Yim, Eileen Y. L.	Electronic Discovery			\$ 355.00		10.70	\$3,798.50

Timekeeper Name	Title	Practice Group	Year Admitted	Rate		Hours	Amount
Nakamura, Ken	Tech Services			\$ 178.00	*	3.50	\$623.00
Nakamura, Ken	Tech Services			\$ 355.00		126.90	\$45,049.50
Williams, Andrew W.	Tech Services			\$ 178.00	*	5.00	\$890.00
Williams, Andrew W.	Tech Services			\$ 355.00		90.00	\$31,950.00
Betin, Darya A.	Research Librarian			\$ 355.00		15.80	\$5,609.00
Council, Kimberly N.	Research Librarian			\$ 355.00		22.80	\$8,094.00
Gorman, Teresa A.	Research Librarian			\$ 355.00		11.10	\$3,940.50
Khwaja, Tariq	Research Librarian			\$ 355.00		6.90	\$2,449.50
Nolan, Brian J.	Research Librarian			\$ 355.00		3.30	\$1,171.50
Noller, Denise J.	Research Librarian			\$ 355.00		3.00	\$1,065.00
Normile, Michael R.	Research Librarian			\$ 355.00		2.30	\$816.50
Pearson, Michael D.	Research Librarian			\$ 355.00		3.80	\$1,349.00
Petit, Gregoire M.	Research Librarian			\$ 355.00		1.80	\$639.00
Seeger, Evelyn H.	Research Librarian			\$ 355.00		10.70	\$3,798.50
Stephen, Cherryl J.	Research Librarian			\$ 355.00		1.00	\$355.00
Timmons, Penny H.	Research Librarian			\$ 355.00		0.70	\$248.50
Tully, John K.	Research Librarian			\$ 355.00		26.20	\$9,301.00
Voizard, Marshall R.	Research Librarian			\$ 355.00		15.00	\$5,325.00
<b>Non Legal Personnel Total</b>						<b>5,601.30</b>	<b>\$1,102,213.00</b>
<b>Total</b>						<b>32,626.70</b>	<b>\$24,224,307.90</b>
<b>Adjustments per discussions with Fee Committee</b>							<b>-\$560,798.61</b>
<b>UPDATED TOTAL</b>							<b>\$23,663,509.29</b>

\* Half-rates appear where fees were charged for non-working travel and a zero rate appears wherever no fee was charged for work.

# **EXHIBIT F**

**FILED**  
Superior Court of California  
County of Los Angeles

JUN 24 2014

Sherri R. Carter, Executive Officer/Clerk  
By M. Arnold, Deputy  
Mary Arnold

SUPERIOR COURT OF THE STATE OF CALIFORNIA

LOS ANGELES COUNTY SUPERIOR COURT

Case No.: Case No. BD514309

**COURT'S RULING ON SUBMITTED  
MATTERS - TAKEN UNDER  
SUBMISSION ON APRIL 7, 2014**

In re the Marriage of:  
JAMIE McCOURT,  
Petitioner,  
and  
FRANK McCOURT,  
Respondent

On April 7, 2014, a hearing was held in Department 2 of the Los Angeles Superior Court, the Honorable Judge Scott Gordon, presiding, regarding the Respondent's Request for Order Regarding Attorney Fees and Costs Pursuant to §§10 and 12 of the Stipulated Judgment of Dissolution (1/19/2012) and Family Code §§270-271, filed by Respondent on January 30, 2014. At the hearing, the Petitioner was represented by Joseph W. Cotchett and Philip L. Gregory of Cotchett, Pitre & McCarthy LLP and the

1 Respondent was represented by Robert A. Sachs of Sullivan & Cromwell LLP and Anne  
2 Kiley of Trope and Trope.

3  
4 During the course of the hearing, the Respondent argued that his request for attorney  
5 fees was based on two theories. First, he argued that pursuant to the terms of the  
6 parties' January 19, 2012 Judgment in this case, he is entitled to attorney fees as the  
7 prevailing party in the post-judgment litigation held in this matter. In this regard, the  
8 Respondent relies on Civil Code §1717 and Code of Civil Procedure §1021. The  
9 Respondent argued that the terms of the Judgment in this matter provide for the award  
10 of attorney fees that he is requesting with this Request for Orders. The Respondent  
11 further argues that he is entitled to attorney fees and costs pursuant to Family Code  
12 §271.  
13

14  
15 At the hearing, the Respondent argued that under these theories of recovery, he is  
16 entitled to approximately \$1.9 million in attorney fees and costs. During the course of  
17 the hearing, the Respondent argued that although in the pleadings submitted by the  
18 Petitioner she argued that no attorney fees or costs should be awarded, her expert  
19 witness indicated that approximately \$1.5 million is the appropriate amount of fees, if  
20 any were to be awarded.  
21

22 The Respondent argued that based on the Petitioner's conduct in this matter, attorney  
23 fees should be awarded to him pursuant to Family Code §271. The Respondent argued  
24 that based on the evidence presented in this matter, there is no issue presented under  
25

1 Family Code §270 and that the Petitioner's actions in the post-judgment litigation in this  
2 case, should serve as the basis for the imposition of fees as sanctions under this  
3 request.

4  
5 The Respondent argued that during the course of the post-judgment litigation, the  
6 Petitioner shifted her claims regarding the "RSN" document and other key elements of  
7 her position in her Motion to Set Aside the Judgment and Request for Order Pursuant to  
8 Family Code §271. The Respondent urges that the changes in the theories and  
9 evidence presented by the Petitioner in the litigation prior to the evidentiary hearing held  
10 regarding her Motion to Set Aside the Judgment and MSA were tactics that increased  
11 the length, complexity and cost of the post-judgment litigation in this matter. The  
12 Respondent further argued that during the course of the post-judgment litigation the  
13 Petitioner consistently sought to expand and complicate the nature of the litigation.  
14

15  
16 At the evidentiary hearing held with regard to the Petitioner's post-judgment requests,  
17 the Respondent argued that during the course of the post-judgment litigation, the  
18 Petitioner sought to breach the mediation order made in the related Bankruptcy matter  
19 in this case. The Respondent noted that this effort resulted in a sharp and pointed order  
20 against the Petitioner by the Judge in the related Bankruptcy matter. The Respondent  
21 argued that the Petitioner further delayed the resolution of the post-judgment litigation  
22 because she did not comply with the requirements of Family Code §217.  
23  
24  
25

1 He further argued that the attorney fees incurred by the Respondent in the post-  
2 judgment matter were increased due to the Petitioner's litigation tactics. The  
3 Respondent noted that the Petitioner indicated in her witness lists that she was going to  
4 call ten witnesses at the post-judgment hearing. However, at the evidentiary hearing,  
5 Petitioner was the only witness presented in the Petitioner's Case-in-Chief. The  
6 Respondent further argued, that the Petitioner used the media as a tactic during the  
7 post-judgment litigation and that this had a negative impact on the Respondent.  
8

9 At the hearing, the Respondent also made several arguments directed at the  
10 Petitioner's arguments regarding the amount of attorney fees requested by the  
11 Respondent. The Respondent argued that in the Petitioner's expert's evidence  
12 regarding the appropriate amount of attorney fees in this case, the Petitioner's expert  
13 selected law firms as representatives of firms that charge reasonable fees that are not  
14 comparable to the fees charged by Sullivan & Cromwell. The Respondent argued that if  
15 firms like O'Melveny & Meyers or Gibson & Dunn were used as comparable firms, the  
16 amount of fees in the instant matter would in fact be higher than those requested by the  
17 Respondent. The Respondent further argued that many of the lawyers who represented  
18 the Petitioner in the post-judgment litigation, charged higher fees than those indicated  
19 as reasonable by the Petitioner's expert.  
20

21  
22 The Petitioner argued that in the Respondent's moving papers in this Request for  
23 Orders, he sought attorney fees under Paragraph 10.B of the Judgment and under  
24 Family Code §271. The Petitioner argued that the terms of the Judgment do not  
25



1 provide for attorney fees under Civil Code §1717 and that the arguments made by the  
2 Respondent at the hearing under Code of Civil Procedure §1021 are not made in the  
3 Respondent's moving papers and that he did not provide sufficient notice of this theory  
4 of recovery. The Petitioner further argued that the Petitioner's motion made under  
5 Family Code §2122, that serves as the basis for the Respondent's instant request, is  
6 not a matter based in a contract case and therefore the authorities relied on by the  
7 Respondent to support his request for the recovery of attorney fees are not applicable.  
8 The Petitioner noted in her arguments that *Santias v. Goodin* (2006) 17 Cal.4<sup>th</sup> 599 and  
9 *IRMO Kieturakis* (2006) 138 Cal.App.4<sup>th</sup> 56 support her position against Respondent's  
10 requests and that these cases support her argument to define an action under Family  
11 Code §2122 as a tort action.  
12

13  
14 The Petitioner further argued that the provisions of the Judgment dealing with the  
15 payment of attorney fees are contained in the part of the Judgment dealing with  
16 Releases. The Petitioner asserted that the parties' decision to place the fees language  
17 in this portion of the Judgment limited the parties' ability to recover fees under the  
18 Judgment. The Petitioner further argued that since her post-judgment request to set  
19 aside the Judgment was not made under Paragraph 10 of the Judgment, the  
20 Respondent could not recover fees under the Judgment with the instant request.  
21

22 The Petitioner argued that Family Code §271 is a sanction by nature, and that awarding  
23 attorney fees under this statute, is not compatible with the language in Paragraph 12.B  
24 of the parties' Judgment in this matter. The Petitioner further argued that the denial of  
25

1 the Petitioner's motion under Family Code §2122 and the associated post-judgment  
2 Requests for Orders does not support the imposition of sanctions under Family Code  
3 §271.

4  
5 In this matter, the Petitioner requested an evidentiary hearing related to her Request for  
6 Order and Motion to Set Aside the Judgment pursuant to Family Code §2122. Family  
7 Code §217 affords litigants in Family Law cases to request evidentiary hearings in  
8 matters brought under the provisions of the Family Code. The Petitioner's request was  
9 granted and the evidentiary hearing was set and held pursuant to Family Code §217.

10 The Petitioner made an argument in the course of the hearing that the Respondent  
11 should be prevented from recovery as he brought the instant action by way of a  
12 Request for Order as opposed to a Motion or Order to Show Cause. In this regard, it  
13 must be noted that as part of the *Elkins* reforms,<sup>1</sup> the Judicial Council mandatory forms  
14

15  
16 <sup>1</sup> As part of the reforms under the Elkins Family Law Task Force, several statutory and rule changes have  
17 occurred. The changes include the passage of Assembly Bill 939, which added Section 217 to the  
California Family Code. This Statute provides:

18 "(a) At a hearing on any order to show cause or notice of motion brought pursuant to this code,  
19 absent a stipulation of the parties or a finding of good cause pursuant to subdivision (b), the  
court shall receive any live, competent testimony that is relevant and within the scope of the  
hearing and the court may ask questions of the parties.

20 (b) In appropriate cases, a court may make a finding of good cause to refuse to receive live testimony  
21 and shall state its reasons for the finding on the record or in writing. The Judicial Council shall, by January  
1, 2012, adopt a statewide rule of court regarding the factors a court shall consider in making a finding of  
good cause.

22 (c) A party seeking to present live testimony from witnesses other than the parties shall, prior to the  
hearing, file and serve a witness list with a brief description of the anticipated testimony. If the witness list  
23 is not served prior to the hearing, the court may, on request, grant a brief continuance and may make  
appropriate temporary orders pending the continued hearing."

24  
25 Additionally, California Rule of Court 5.92 was added. This Rule provides that "[i]n a family law  
proceeding other than an action under the Domestic Violence Prevention Act or a local child  
support agency action under the Family Code, a notice of motion or order to show cause must

1 were changed to provide reforms that improved access to the Family Law Courts. As  
2 part of this reform, the mandatory Judicial Council Form FL-300 was modified to replace  
3 requests for "Motions" and "Orders to Show Cause" with the term "Request for Order."  
4 The Petitioner's arguments in this regard do not take into account the revisions of law  
5 and process related to the *Elkins* reforms, therefore these arguments are not  
6 persuasive.

7  
8 The Respondent went on to argue that the amount of attorney fees requested by the  
9 Respondent in his Request for Order is not reasonable and that the burden of proof is  
10 on the Respondent to show that the requested fees are reasonable. With regard to the  
11 issues of the amount of attorney fees involved in the instant litigation, the Petitioner  
12 noted that the Respondent did not provide any expert testimony or evidence regarding  
13 the amount of attorney fees requested.

14  
15  
16 As indicated above, on January 30, 2014, the Respondent filed the instant Request for  
17 Order regarding attorney fees and costs pursuant to the parties' Stipulated Judgment  
18 entered on January 19, 2012 and pursuant to the provisions of Family Code §271.

19  
20  
21  
22 be filed on a *Request for Order* (form FL-300), unless another Judicial Council form has been  
23 adopted or approved for the specific motion or order to show cause." CRC Rule of Court 5.92  
24 changed the nomenclature associated with Family Law litigation, with replacement of the terms  
25 "Motion" and "Order to Show Cause" to "Request for Orders" with the revisions to the FL-300.

1 In his moving papers, the Respondent requests an order awarding him \$1,943,006.75 in  
2 attorney fees and costs actually incurred and paid by Respondent in defending against  
3 Petitioner's motion to set aside the Stipulated Judgment. In his moving papers, the  
4 Respondent argues that he is entitled to recover said fees and costs from Petitioner on  
5 two separate theories.

6 In her initial post-judgment Requests for Orders and Motions, which are the subject of  
7 the instant litigation, the Petitioner asserted two grounds to vacate the judgment based  
8 on two basic allegations relating to fraud: (1) that a document - the RSN document -  
9 was withheld from her and (2) that Respondent told her he would never sell the  
10 Dodgers.

11  
12 The Stipulated Judgment entered into by the parties contained carefully negotiated,  
13 express terms that are at issue in the Respondent's current requests. These terms in  
14 the Stipulated Judgment included Petitioner's acknowledgment that "the value of the  
15 Dodger Assets has been a contentious issue of dispute, with the parties offering values  
16 covering a broad range," and that she was "willing to enter into this Stipulated Judgment  
17 regardless of the value that the assets may ultimately have, without further discovery,  
18 and without an evidentiary hearing regarding the value of those assets." The Judgment  
19 included Petitioner's affirmative statement that she had "considered the risk of  
20 continued litigation and the costs thereof, and . . . decided that it is preferable to settle  
21 all issues rather than to be subjected to the uncertainties associated with continuing the  
22 litigation process." It included the acknowledgment that "she may hereafter discover  
23 facts in addition to or different from those which . . . she now knows or believes to be  
24  
25

1 true with respect to the subject matter of the release, but . . . intends to fully, finally, and  
2 forever settle and release any and all claims described above regardless of the  
3 subsequent discovery or existence of such different or additional facts."

4  
5 In her pleadings and testimony, the Petitioner argues that despite the provisions and  
6 terms of the Judgment, she thought she was receiving at least half of the value of all of  
7 the assets, including the Dodger Assets, and that because the Dodger Assets sold at  
8 auction for a price that was higher than she had expected, the Respondent had  
9 deceived her.

10  
11 The Petitioner argues that attorney fees and costs are not recoverable pursuant to the  
12 Respondent's Request for Order or under the Stipulated Judgment because Petitioner's  
13 motion was not an "action", and therefore, it did not trigger Civil Code §1717. The  
14 Petitioner submits that Civil Code §1717 only applies to an "action on a contract," and  
15 Section 10 of the Stipulated Judgment only applies to a "legal action." The Petitioner  
16 argues that her motion was not an action, but instead was a procedural step filed during  
17 litigation. The Petitioner argues that the legislative intent on this point is clear from the  
18 language of Family Code §2122. Each and every ground for relief under §2122 may be  
19 brought by way of "action" or "motion". The Petitioner submits that her motion is not an  
20 action on a contract, as there are no causes of action or claims on a contract. Rather,  
21 Petitioner's motion is sounded in tort on principals of promissory fraud.  
22

23  
24 The Petitioner further argues that sanctions should not be imposed under Family Code  
25 §271, because as evidenced by her testimony and declaration, Petitioner brought the

1 motion in good faith based on legitimate allegations of fraud and provided a significant  
2 amount of factual support for her claims. She further argues that at every turn, before  
3 there could be a hearing on the motion, Respondent engaged in aggressive and  
4 obstructive litigation tactics, creating unnecessary proceedings and increasing litigation  
5 costs for both parties. The Petitioner argues that contrary to Respondent's claims,  
6 Petitioner's motion did not mention the RSN documents, as she was unaware of its  
7 existence until after the motion was filed. The Petitioner argues that she never denied  
8 that the RSN document was produced in discovery.

9  
10 The Petitioner submits that Family Code §217 provides for an evidentiary hearing. As to  
11 the invocation of rights under §2122, a party would be deterred from requesting the  
12 hearing to which she is statutorily entitled if the result was that, if she ultimately lost the  
13 motion, she could be sanctioned for exercising that right. The Petitioner finally argues  
14 that even if Respondent was entitled to fees, the amount requested is not reasonable.

15  
16  
17 As indicated above, the Respondent now requests that the Court order the Petitioner to  
18 pay \$1,943,006.75 in fees and costs actually incurred and paid by the Respondent in  
19 defending against Petitioner's Motion to set aside the parties' Stipulated Judgment.

20 Section 10 of the Stipulated Judgment states, in pertinent part:

21  
22 A. . . . The Court finds that Petitioner and Respondent each also hereby  
23 forever release, relinquish, renounce and waive any right or claim in and to any income  
24 hereafter accruing to or being earned from property which is received by or confirmed to  
25 either party under this Stipulated Judgment.

1 B. In addition to resolving all of the issues which exist between the parties  
2 in the Dissolution Action, whether issues have been raised or have not been raised, it is  
3 the intent of the parties to resolve all potential issues which may exist between the  
4 parties, whether known or unknown, of any type whatsoever, arising from the beginning  
5 of time until the entry by the Court of this Stipulated Judgment, arising out of or relating  
6 to either party's actions, omissions, or assets, including corporations, companies,  
7 businesses, trusts and real properties, or otherwise. As part of this agreement, each of  
8 the parties does hereby now and forever release any and all claims of any type  
9 whatsoever, whether known or unknown, which he/she may have against the other  
10 party or against any of the other party's business or other property interests . . . arising  
11 from the beginning of time until the entry by the Court of this Stipulated Judgment. . . .  
12 This release includes an agreement that neither party shall hereafter institute any legal  
13 action against the other party or anyone else being released for any claim(s) being  
14 released herein, and if any such legal action is instituted, the filing party shall be solely  
15 and completely responsible for all fees and costs incurred by the party defending such  
16 legal action. (Exhibit B at 15:20-16:21.)

17 Civil Code §1644 provides that in the interpretation of contracts, words are to be  
18 understood in the usual sense. This statute provides that: "the words of a contract are to  
19 be understood in their ordinary and popular sense, rather than according to their strict  
20 legal meaning; unless used by the parties in a technical sense, or unless a special  
21 meaning is given to them by usage, in which case the latter must be followed." This  
22 means that in examining the provisions of a contract "if the meaning a layperson would  
23 ascribe to contract language is not ambiguous, we apply that meaning." *Beard v.*  
24 *Goodrich* (2003) 110 Cal. App. 4th 1031.  
25

1  
2 "The primary object of all interpretation is to ascertain and carry out the intention of the  
3 parties. 'To interpret a contract is to ascertain the true intent of the contracting parties.' .  
4 . . Intention is to be ascertained from a consideration of the language employed and the  
5 subject matter of the contract. Resort is first had to the contract itself; and if the intention  
6 is doubtful under the terms of the instrument, the surrounding circumstances may be  
7 considered to determine its meaning. The court will ascertain the relation of the parties  
8 to each other, and to the subject matter, and if possible, so construe the instrument,  
9 however inartificially drawn, as to give effect to the intention of the parties, if it can be  
10 done without disregarding the language of the instrument." *Bader v. Coale* (1941) 48  
11 Cal. App. 2d 276.

12  
13  
14 The Respondent argues that he has a right to recover the attorneys' fees because the  
15 Petitioner's Motion was an "action on a contract" under Civil Code §1717 and thus  
16 violated Section 10 of the Stipulated Judgment. The Petitioner argues, however, that the  
17 Respondent's fees are not recoverable because the Petitioner's motion was not an  
18 "action" under the Stipulated Judgment, but was a procedural step filed during litigation.  
19 The Petitioner further asserts that the Respondent's fees are not recoverable because  
20 §1717 does not apply to her motion to set aside a judgment.

21  
22 In the case of *In re Marriage of Simundza* (2004) 121 Cal. App. 4th 1513, the court  
23 stated: "Marital settlement agreements incorporated into a dissolution judgment are  
24 construed under the statutory rules governing the interpretations of contracts generally.  
25



1 The basic goal of contract interpretation is to give effect to the parties' mutual intent at  
2 the time of contracting. When a contract is reduced to writing, the parties' intention is  
3 determined from the writing alone, if possible. The words of a contract are to be  
4 understood in their ordinary and popular sense." *In re Marriage of Simundza* (2004) 121  
5 Cal. App. 4th 1513, 1518.

6  
7 The evidence in this case shows that the Stipulated Judgment entered into by the  
8 parties and filed on January 19, 2012, was the result of intense negotiation by the  
9 parties with the assistance of able counsel and the advice of numerous subject matter  
10 experts. The language of the Stipulated Judgment makes it clear that the parties  
11 acknowledged that the Stipulated Judgment resulted from careful negotiation, indicated  
12 the areas of unresolved dispute and that they intended the Judgment to be an end to  
13 their ongoing litigation in this case.

14  
15  
16 The Stipulated Judgment contains several key terms relevant to the issues in the instant  
17 Requests for Orders. In Paragraph K of the Judgment, the parties agreed to the  
18 following:

19 *The parties acknowledge that the value of the assets at issue in this litigation have been*  
20 *a matter of dispute. In particular, the value of the Dodger assets has been a contentious*  
21 *issue of dispute, with the parties having offered values covering a broad range. The*  
22 *parties acknowledge that they are willing to enter into this Stipulated Judgment*  
23 *regardless of the value that the assets may ultimately have, without any further*  
24 *discovery, and without an evidentiary hearing regarding the value of those assets.*  
25

1 In Paragraph O of the Judgment, the parties agreed to the following:  
2

3 *It is the mutual wish and desire of both Petitioner and Respondent to immediately effect*  
4 *a full, complete and final settlement of all their respective property interests, future and*  
5 *present, and, except as otherwise set forth herein, to irrevocably adjust and determine*  
6 *forever all legal obligations of any nature which may exist with respect to one another*  
7 *and by reason of their marriage, and to fully and completely resolve any and all issues*  
8 *relating to spousal support, division of property, and attorneys' fees and costs.*  
9

10 In Paragraph 10.B of the Stipulated Judgment, the parties agreed to the following:

11 *In addition to resolving all of the issues which exist between the parties in the*  
12 *Dissolution Action, whether issues have been raised or not yet have been raised, it is*  
13 *the intent of the parties to resolve all potential issues which may exist between the*  
14 *parties, whether known or unknown, of any type whatsoever, arising from the beginning*  
15 *of time until the entry by the Court of this Stipulated Judgment, arising out of or related*  
16 *to either party's actions, omissions, or assets, including corporations, companies,*  
17 *businesses, trusts and real properties, or otherwise. As part of the making of this*  
18 *agreement, each of the parties does hereby now and forever release any and all claims*  
19 *of any type whatsoever, whether known or unknown, which he/she may have against*  
20 *the other party or against any of the other party's business or other property interests,*  
21 *including employees and agents of either party or of his/her businesses or properties,*  
22 *arising from the beginning of time until the entry by the Court of this Stipulated*  
23 *Judgment; provided, however, that the foregoing release shall not apply to (i) any*  
24  
25

1 obligations arising under the Binding Term Sheet or this Stipulated Judgment or (ii) any  
2 claims or rights against Bingham or its partners and employees or (iii) any duties or  
3 obligations expressly agreed to and imposed by this Stipulated Judgment. It is further  
4 provided, however, that notwithstanding anything else herein, there is no release of  
5 claims arising out of or related to any tax liability (including any tax, interest, or  
6 penalties) in connection with the parties' joint personal tax returns prior to 2004. This  
7 release includes an agreement between the parties that neither party shall hereafter  
8 institute any legal action against the other party or anyone else being released for any  
9 claim(s) being released herein, and if any such legal action is instituted, the filing party  
10 shall be solely and completely responsible for all fees and costs incurred by the party  
11 defending such legal action; provided however, that if an employee covered by the  
12 releases in this Paragraph 10.B hereafter files a lawsuit or asserts any type of claim in  
13 any forum against the releasing party for acts or omissions that allegedly occurred prior  
14 to the entry by the Court of this Stipulated Judgment, then notwithstanding the releases  
15 contained herein, that releasing party may file or assert any counterclaims against the  
16 released employee.  
17

18  
19 The evidence presented during the course of this litigation shows that the Petitioner is a  
20 sophisticated individual who has been involved in the subject business and in the  
21 litigation of this matter. Numerous lawyers, forensic accountants and experts have  
22 represented her during this matter. The evidence shows that the parties conducted  
23 vigorous litigation in this matter, especially regarding the subject of the valuation and  
24 disposition of the Dodger assets. The Petitioner acknowledged that she entered into the  
25

1 settlement voluntarily and free of coercion in the Binding Term Sheet, the Stipulated  
2 Judgment<sup>2</sup> and at a hearing, held before the Court on January 19, 2012, to enter the  
3 Stipulated Judgment.

4  
5 The language of the Stipulated Judgment makes it clear that the parties intended the  
6 Stipulated Judgment to be an end to the litigation in this matter, and that the terms of  
7 the Judgment were carefully considered and negotiated. The above described provision  
8 included in Paragraph 10.B of the Judgment does not contain a "prevailing party" term  
9 entitling the party who prevails in post-judgment litigation to recover attorney fees and  
10 costs, but goes farther to state that if any post-judgment legal action is filed, the filing  
11 party shall be solely and completely responsible for all fees and costs incurred by the  
12 party defending the post-judgment legal action.

13  
14  
15 In their ordinary and usual sense, the words "any legal action" are understood to mean  
16 any legal action taken, which would include, among other things, filing a motion to set  
17 aside the judgment. In the Stipulated Judgment, the parties did not further define or  
18 restrict the plain meaning of the term "any legal action."

19  
20 The Petitioner argues that attorney fees are not recoverable under the Stipulated  
21 Judgment because Civil Code §1717 only applies to an "action on a contract," not to a  
22 motion to set aside judgment. However, Civil Code §1717 is not necessary to enforce  
23

---

24 <sup>2</sup> The Stipulated Judgment entered on January 19, 2012 contains the following recital: "Each  
25 party has consented to the terms of this Stipulated Judgment voluntarily and free of coercion,  
duress or undue influence. Petitioner and Respondent have acknowledged that no presumption  
of undue influence by the other party is applicable to this Stipulated Judgment. (Exhibit 42, p.3)

1 the fee provision in the stipulated judgment. The fee provision in Section 10 is  
2 enforceable under the terms of the Stipulated Judgment itself, which states, in section  
3 12.C, that the Court retains jurisdiction "to make any and all further orders necessary to  
4 enforce the provisions of this Stipulated Judgment and the implementation thereof." In  
5 addition, Family Code §290 gives the court jurisdiction to make any order necessary to  
6 enforce the Stipulated Judgment.<sup>3</sup>

7  
8 Civil Code §1717 states, in pertinent part:

9 *"(a) In any action on a contract, where the contract specifically provides that attorney's*  
10 *fees and costs, which are incurred to enforce that contract, shall be awarded either to*  
11 *one of the parties or to the prevailing party, then the party who is determined to be the*  
12 *party prevailing on the contract, whether he or she is the party specified in the contract*  
13 *or not, shall be entitled to reasonable attorney's fees in addition to other costs.*

14 *Where a contract provides for attorney's fees, as set forth above, that provision shall be*  
15 *construed as applying to the entire contract, unless each party was represented by*  
16 *counsel in the negotiation and execution of the contract, and the fact of that*  
17 *representation is specified in the contract.*

18 *Reasonable attorney's fees shall be fixed by the court, and shall be an element of the*  
19 *costs of suit."* Civil Code §1717(a)

20  
21  
22  
23 <sup>3</sup> Family Code §290 provides: "A judgment or order made or entered pursuant to this code  
24 maybe enforced by the court by execution, the appointment of a receiver, or contempt, or by  
25 any other order as the court in its discretion determines from time to time to be necessary."

1 In *In re Marriage of Sherman* (1984) 162 Cal.App.3d 1132, the wife brought an Order to  
2 Show Cause regarding contempt and for attorney's fees and costs on the ground that  
3 the husband failed to pay spousal support pursuant to the parties' MSA and judgment  
4 thereon. Thereafter, the husband brought an Order to Show Cause to terminate spousal  
5 support based on the fact that the wife had remarried.

6  
7 The trial court denied the husband's Order to Show Cause to terminate support. The  
8 trial court reasoned that spousal support did not terminate upon remarriage as a matter  
9 of law, since the MSA provided for non-modifiable spousal support that would continue  
10 until the death of the wife. The trial court also granted the wife's request for attorney  
11 fees and costs pursuant to the MSA, since the husband did not prevail on his Order to  
12 Show Cause. The MSA stated: "In the event that either party shall be required to bring  
13 any action or proceeding to enforce any provision contained in this Agreement, or to  
14 enforce any judgment or order made by a court in connection with this Agreement, the  
15 party prevailing in such action or proceeding shall be entitled to recover reasonable  
16 attorney's fees and costs...."(Id. at 1136.)  
17

18  
19 On appeal, Civil Code §1717 was cited by the court, which upheld an order of attorney  
20 fees, incurred in defending an Order to Show Cause to terminate spousal support,  
21 which were awarded pursuant to the fee provision in a marital dissolution judgment.

22 Regarding support, the court reasoned, "we are satisfied from a review of the four  
23 corners of the agreement, and more particularly from the provisions quoted above, that  
24  
25

1 the parties intended Wife's support payments to continue in spite of the fact of her  
2 remarriage." (*Id.* at 1137-1138.)

3  
4 Regarding fees, the court reasoned: "The same is true concerning Husband's appeal  
5 from the order granting Wife's attorney's fees, since those fees under the circumstances  
6 here present constitute "an element of the costs of suit" (Civ. Code, § 1717, subd. (a)).

7 Nor is the fees order otherwise subject to reversal on the ground Husband was not  
8 allowed to introduce evidence respecting his ability to pay the sum found due, since the  
9 order emanated from the contractual relationship of the parties and not from their  
10 relationship under the Family Law Act or because the sum awarded was excessive,  
11 since substantial evidence was present to support the trial court's determination."

12 *Sherman, supra*, 162 Cal.App.3d 1132, 1140.

13  
14  
15 In *Santias v. Goodin* (1998) 951 P.2d 399, 401 the purchasers of a home brought  
16 claims against the sellers, seeking damages for various alleged defects in the home.

17 The plaintiff purchasers then voluntarily dismissed their complaint and the defendant  
18 sellers filed a claim that sought payment of attorney fees as costs in defending against  
19 the plaintiffs' claims. *Id.* at 402. The real estate contract contained a provision entitling  
20 the "prevailing party," of an action brought, to attorney fees. *Id.*

21 The Court in *Santias* stated that, "The primary purpose of section 1717 is to ensure  
22 mutuality of remedy for attorney claims under contractual attorney fee provisions." *Id.* at  
23 406. The court recognized two distinct situations where §1717 has an effect. *Id.* The first  
24 situation, "in which section 1717 makes an otherwise unilateral right reciprocal, thereby  
25

1 ensuring mutuality of remedy, is 'when the contract provides the right to one party but  
2 not to the other.'" *Id.* (quoting *Int'l Indus., Inc. v. Olen* (1978) 577 P.2d 1031, 1033). The  
3 second situation, "in which section 1717 makes an otherwise unilateral right reciprocal,  
4 thereby ensuring mutuality of remedy, is when a person sued on a contract containing a  
5 provision for attorney fees to the prevailing party defends the litigation 'by successfully  
6 arguing the inapplicability, invalidity, unenforceability, or nonexistence of the same  
7 contract.'" *Santias* 951 P.2d at 406 (quoting *North Associates v. Bell* (1986) 184 Cal.  
8 App. 3d 860, 865). The Court in *Santias* determined that §1717 was needed to enforce  
9 the contractual attorney fee provision in the real estate contract and ensure mutuality of  
10 remedy because it was a "unilateral attorney fee provision" authorizing recovery of  
11 attorney fees by a "prevailing party." *Santias* 951 P.2d at 409.

12  
13 The fee provision of the Stipulated Judgment in this case does not fall under either of  
14 the two situations noted in *Santias*. As stated in *Santias*, the purpose of Civil Code  
15 §1717 is to ensure mutuality of remedy for attorney fees when the contract either  
16 provides the right to one party but not to the other or when the defending party defends  
17 the litigation by arguing inapplicability or nonexistence of the same contract.

18  
19  
20 Neither of those situations exist here. The fee provision in the parties' Stipulated  
21 Judgment states that if either party brings a legal action against the other party, the  
22 filing party is responsible for all of the attorney fees incurred by the defending party.  
23 Unlike the parties in *Santias*, both parties in this agreement were given the right to  
24 recover their attorney fees in case the other brought an action. One party was not given  
25 the right to attorney fees over the other and the Respondent is not arguing



1 inapplicability or nonexistence of the contract. The purpose of Civil Code §1717 is to  
2 ensure mutuality and reciprocity of remedy for attorney fees. The fee provision in the  
3 Stipulated Judgment already ensures mutuality of remedy for attorney fees.

4  
5 In her arguments the Petitioner cites to Family Code §2122, which states:

6 *The grounds and time limits for a motion to set aside a judgment, or any part or parts*  
7 *thereof, are governed by this section and shall be one of the following:*

8 *(a) Actual fraud where the defrauded party was kept in ignorance or in some other*  
9 *manner was fraudulently prevented from fully participating in the proceeding. An action*  
10 *or motion based on fraud shall be brought within one year after the date on which the*  
11 *complaining party either did discover, or should have discovered, the fraud.*

12 *(b) Perjury. An action or motion based on perjury in the preliminary or final declaration*  
13 *of disclosure, the waiver of the final declaration of disclosure, or in the current income*  
14 *and expense statement shall be brought within one year after the date on which the*  
15 *complaining party either did discover, or should have discovered, the perjury.*

16 *(c) Duress. An action or motion based upon duress shall be brought within two years*  
17 *after the date of entry of judgment.*

18 *(d) Mental incapacity. An action or motion based on mental incapacity shall be brought*  
19 *within two years after the date of entry of judgment.*

20 *(e) As to stipulated or uncontested judgments or that part of a judgment stipulated to by*  
21 *the parties, mistake, either mutual or unilateral, whether mistake of law or mistake of*  
22 *fact. An action or motion based on mistake shall be brought within one year after the*  
23 *date of entry of judgment.*  
24  
25

1 *(f) Failure to comply with the disclosure requirements of Chapter 9 (commencing with*  
2 *Section 2100). An action or motion based on failure to comply with the disclosure*  
3 *requirements shall be brought within one year after the date on which the complaining*  
4 *party either discovered, or should have discovered, the failure to comply. Fam. Code*  
5 *§2122.*

6 Despite Petitioner's arguments regarding the nature of the underlying post-judgment  
7 litigation, regardless of whether a spouse files a motion or any other action under Family  
8 Code §2122, no "tort action" or "tort remedy" lies, and "The remedy under the statutory  
9 scheme is a traditional setting aside of the judgment." *Rubenstein v. Rubenstein* (2000)  
10 81 Cal.App.4th 1131, 1146-1148.

11  
12 In this matter, the Petitioner filed a motion to set aside the judgment on the grounds that  
13 she entered into the settlement agreement based upon Respondent's fraud, perjury,  
14 non-disclosure and undue influence, as well as through mistake. As set forth in the  
15 portion of Section 10 of the stipulated judgment quoted above, Petitioner released such  
16 claims against Respondent. Accordingly and by the terms of the parties' Stipulated  
17 Judgment, by instituting legal action for such claims, Petitioner is responsible for all fees  
18 and costs incurred by Respondent in defending such legal action.  
19

20  
21 In his Request for Orders, the Respondent has requested attorney fees and costs  
22 pursuant to Family Code §271. This statute provides the following:

23 *(a) Notwithstanding any other provision of this code, the court may base an award of*  
24 *attorney's fees and costs on the extent to which the conduct of each party or attorney*  
25 *furtheres or frustrates the policy of the law to promote settlement of litigation and, where*

1 possible, to reduce the cost of litigation by encouraging cooperation between the parties  
2 and attorneys. An award of attorney's fees and costs pursuant to this section is in the  
3 nature of a sanction. In making an award pursuant to this section, the court shall take  
4 into consideration all evidence concerning the parties' incomes, assets, and liabilities.  
5 The court shall not impose a sanction pursuant to this section that imposes an  
6 unreasonable financial burden on the party against whom the sanction is imposed. In  
7 order to obtain an award under this section, the party requesting an award of attorney's  
8 fees and costs is not required to demonstrate any financial need for the award.

9  
10 (b) An award of attorney's fees and costs as a sanction pursuant to this section shall be  
11 imposed only after notice to the party against whom the sanction is proposed to be  
12 imposed and opportunity for that party to be heard.

13  
14 (c) An award of attorney's fees and costs as a sanction pursuant to this section is  
15 payable only from the property or income of the party against whom the sanction is  
16 imposed, except that the award may be against the sanctioned party's share of the  
17 community property.

18  
19 The Family Code permits an award of fees in the nature of a sanction. An award of fees  
20 under Family Code §271 is without regard to need for fees on the part of the recipient.

21 Section 271 Sanctions are only awarded against a party, not against his or her attorney.

22 *In Re Marriage of Daniels* (1993) 19 Cal. App. 4<sup>th</sup> 1102 specifically prohibits Section 271

23 Sanctions against a lawyer, although the client can be ordered to pay fees based on the  
24 lawyer's conduct. The threshold for an award of Section 271 Sanctions is whether the  
25

1 sanctioned party (or counsel) has engaged in conduct that frustrates settlement or  
2 increases litigation. An award of Section 271 Sanctions must not impose an  
3 unreasonable financial burden. *See: Marriage of Norton* (1988) 206 Cal. App. 3d 53.

4  
5 The law provides that certain conduct during the course of the litigation can merit the  
6 imposition of Section 271 Sanctions. This conduct includes: Dishonest or Conflicting  
7 Testimony. If a party lies to the Court, the court can assess fees based on this  
8 dishonest testimony. *See: Marriage of Frick* (1986) 181 Cal. App. 3d 997. Likewise,  
9 conflicting testimony may justify a portion of the fees awarded by the Court. *See:*  
10 *Marriage of Kozen* (1986) 185 Cal. App. 3d 1258; Failure to Deliver or Return  
11 Documents. A deliberate failure to return agreed upon documents such as a stipulation  
12 can form the basis for Section 271 Sanctions. *See: Marriage of Melone* (1987) 193 Cal.  
13 App. 3d 757; Failure to Cooperate With Intent to Harass. Where a party unreasonably  
14 fails to cooperate or consistently attempts to frustrate the policy of the law with a  
15 discernable intent to harass the other party, this conduct can serve as the basis for  
16 Section 271 Sanctions. *See: Marriage of Norton, supra and Marriage of Green (Green*  
17 *II)* (1989) 213 Cal. App. 3d 14; Excessive Settlement Demands. Where a party makes  
18 excessive settlement demands, Section 271 Sanctions may be appropriate. *See:*  
19 *Marriage of Abrams* (2003) 105 Cal. App. 4<sup>th</sup> 979. Excessive settlement demands  
20 typically involve a position so devoid of merit as to require a sanction. Use of strong-arm  
21 tactics to gain an advantage or linking issues such as custody and child support are  
22 common examples of conduct justifying the imposition of sanctions under Family Code  
23 §271.  
24  
25

1  
2 The Court has considered the evidence submitted by the parties with regard to their  
3 financial condition as described in *In re Marriage of Falcone & Fyke* (2008) 164 Cal.  
4 App. 4th 814. The Court finds that the Respondent's requests for attorney fees were  
5 properly noticed and brought in the trial court as described in *Bardales v. Duarte*  
6 (2010)181 Cal. App. 4th 1262.

7  
8 The basis for an award of attorney fees under Family Code §271 was discussed in *In re*  
9 *Marriage of Tharp* (2010) 188 Cal. App. 4th 1295. In *Tharp*, the Court said: "[a]ttorney  
10 fees are proper where a spouse engages in conduct that frustrates a settlement and  
11 increases the cost of litigation. While attorney fees and costs imposed under section  
12 271 are in the nature of a sanction, the requisite wrongs are limited. Section 271 does  
13 not require that the sanctioned conduct be frivolous or taken solely for the purpose of  
14 delay. Rather, the statute is aimed at conduct that frustrates settlement of family law  
15 litigation. Expressed another way, section 271 vests family law courts with an additional  
16 means with which to enforce this state's public policy of promoting settlement of family  
17 law litigation, while reducing its costs through mutual cooperation of clients and their  
18 counsel. Thus, a party who individually, or by counsel, engages in conduct frustrating or  
19 obstructing the public policy is thereby exposed to liability for the adverse party's costs  
20 and attorney fees such conduct generates." *In re Marriage of Tharp* (2010) 188 Cal.  
21 App. 4th 1295, 1318.

22  
23  
24 The Court in *Tharp* went on to say: "Somewhere along the line, litigation must cease."  
25

1 The Court then discussed the party's conduct: "[Husband] has yet to absorb this  
2 message because the family court throughout this case failed to sanction his conduct  
3 appropriately. A family law litigant who engages in conduct that increases litigation costs  
4 is subject to the imposition of attorney fees and costs as a sanction and it was an abuse  
5 of discretion for the family court to refuse to impose those sanctions on [Husband]." *In*  
6 *re Marriage of Tharp* (2010) 188 Cal. App. 4th 1295, 1318.

7  
8 In this matter, the parties engaged in protracted and vigorous litigation. The nature of  
9 issues in the case and the assets involved in the litigation in the matter contributed to  
10 the length of the litigation and nature of the interaction between counsel. Throughout the  
11 case and the instant hearing, despite their mutual arguments otherwise, the lawyers  
12 involved in this matter, treated each other, the parties and the Court with dignity and  
13 respect. It is clear that in their Stipulated Judgment, the parties showed a very clear  
14 intent to have the litigation in this matter cease. The Stipulated Judgment also provided  
15 for certain and clear consequences for the party or parties who sought to further the  
16 litigation in this matter.  
17

18  
19 The fact that the Petitioner sought an evidentiary hearing in this matter pursuant to  
20 Family Code §217, does not serve as the basis for the imposition of sanctions under  
21 Family Code §271. Recent changes to the family code and the addition of Family Code  
22 §217 indicates the legislative intent to allow litigants to request evidentiary hearings in  
23 certain matters under the conditions provided for in the Code. Additionally, the nature of  
24 the request in the underlying post-judgment action, a request pursuant to Family Code  
25

1 §2122, is in accordance with the kind of relief a family law litigant may request in a  
2 dissolution action.

3  
4 The more challenging aspect of the Respondent's request for attorney fees pursuant to  
5 Family Code §271, comes in the fact that the Petitioner filed the post-judgment request  
6 in spite of the Stipulated Judgment which clearly was written to spare both of the parties  
7 further litigation. Additionally, the Respondent argues that Family Code §271 sanctions  
8 should be imposed based on the findings made by the Court with regard to the  
9 credibility of the Petitioner's testimony in the underlying post-judgment legal actions filed  
10 by the Petitioner.

11  
12 In this matter, the Court has considered the aspects of the parties' conduct with regard  
13 to the post-judgment litigation, as the Respondent argues, the Stipulated Judgment was  
14 clearly written in an effort by both of the parties to discourage the type of post-judgment  
15 litigation brought by the Petitioner and subject to the instant request. However, the  
16 Family Code provides litigants with a statutory framework to address the concerns at  
17 the heart of the Petitioner's motion to set aside the Judgment. The parties' agreement is  
18 very clear as to the responsibilities of the party filing such litigation.

19  
20  
21 The Court has also considered the discussion in *In re Marriage of Frick* (1986) 181  
22 Cal.App.3d 997, regarding the consequences to a party under Family Code §271 for  
23 giving inconsistent or untrue testimony in a family law matter. In this case the Court  
24 found credibility issues in the Petitioner's testimony in the evidentiary hearing held in  
25

1 connection with her post-judgment filings. The Court notes that the parties did in fact  
2 work together and find a stipulated resolution to the dissolution matter.

3  
4 Courts in dissolution cases are called upon to make credibility findings in many, if not  
5 most of the cases brought to trial. In this matter, especially in light of the parties'  
6 stipulated terms regarding attorney fees, these concerns do not merit the imposition of  
7 sanctions pursuant to Family Code §271.

8  
9 The Respondent has submitted evidence that shows that during the course of the post-  
10 judgment litigation in this matter, counsel represented him from Sullivan & Cromwell  
11 LLP, Susman Godfrey LLP, and one Trope & Trope LLP. These are the same law firms  
12 that represented the Respondent during the entire course of this case. In the instant  
13 Request for Orders, the Respondent requests that the Court order the Petitioner to pay  
14 \$1,943,006.75 in fees and costs actually incurred and paid by the Respondent in  
15 defending against Petitioner's Motion to set aside the parties' Stipulated Judgment and  
16 related Requests for Orders.

17  
18  
19 The evidence submitted by the Respondent shows that from September 2012 to  
20 December 2013, partners and associates at Sullivan and Cromwell LLP billed the  
21 Respondent at various hourly rates. Mr. Sacks, a partner with 30 plus years of legal  
22 experience, billed at an hourly rate of \$1,330 and \$1,390, respectively, and billed the  
23 Respondent a total of \$413,060; Mr. Paris, a partner with 17 years of experience, billed  
24 at an hourly rate of \$850 and billed the Respondent a total of \$461,550; Mr. Höberg,  
25



1 an associate with 8 years of experience, billed at an hourly rate of \$850 and \$875,  
2 respectively, and billed the Respondent a total of \$416,293.75; Mr. Wang, an associate  
3 with 2 years of experience, billed the Respondent at an hourly rate of \$430 and billed  
4 the Respondent a total of \$189,848.75; and Mr. Niemi, an associate with 2 years of  
5 experience, billed at an hourly rate of \$430 and \$445 and billed the Respondent a total  
6 of \$153,640.

7  
8 Along with attorneys at Sullivan, partners and associates at Susman Godfrey LLP billed  
9 the Respondent at various hourly rates from September 2012 to December 2013. Mr.  
10 Seltzer, a partner with 40 plus years of legal experience, billed at an hourly rate of \$850  
11 and billed the Respondent a total of \$14,688; Mr. Talge, an associate with 2 years of  
12 experience, billed at an hourly rate of \$300 and billed the Respondent a total of \$6,090;  
13 and Mr. Berry, a partner with 7 years of experience, billed at an hourly rate of \$425 and  
14 \$475, respectively, and billed the Respondent a total of \$107,142.50.

15  
16  
17 Partners and associates at Trope & Trope LLP also billed the Respondent at various  
18 hourly rates from September 2012 to December 2013. Mr. Trope, a partner with 60 plus  
19 years of legal experience, billed at an hourly rate of \$875 and billed the Respondent a  
20 total of \$42,850; Ms. Kiley, a partner with 24 years of experience, billed at an hourly rate  
21 of \$675 and \$700, respectively, and billed the Respondent a total of \$60,051; Mr.  
22 Durant, a partner with 22 years of experience, billed at an hourly rate of \$575 and billed  
23 the Respondent a total of \$8,126.25; and Mr. Dunlap, a partner with 40 years of  
24  
25

1 experience, billed at an hourly rate of \$675 and \$700, respectively, and billed the  
2 Respondent a total of \$13,888.75.

3  
4 The Petitioner submitted the Declaration of John Steele, an attorney and expert in the  
5 field of legal ethics and the law governing lawyers, whom reviewed the Respondent's  
6 motion for attorneys' fees and costs and offered his expert opinion about the market  
7 value of the work identified in the motion. Based on his experience and upon review of  
8 survey data, Mr. Steele concluded that the proposed billing rates and the distribution of  
9 the work yielded an amount of requested fees that are above the prevailing market  
10 rates.

11  
12 The Petitioner's expert concluded that all of the attorneys at Sullivan and Cromwell LLP  
13 sought rates above what the surveys suggest are the market rates for similar work by  
14 similar large firms in that geographical region. Mr. Sacks billed the Respondent at an  
15 hourly rate of \$1,330 and \$1,390, respectively, but his reasonable hourly rate for the  
16 work performed was \$665; Mr. Paris billed at an hourly rate of \$850, but his reasonable  
17 hourly rate for the work performed was \$665; Mr. Högberg billed at an hourly rate of  
18 \$850 and \$875, respectively, but his reasonable hourly rate for the work performed was  
19 \$535-\$750; Ms. Wang billed at an hourly rate of \$430, but her reasonable hourly rate for  
20 the work performed was \$272-\$350; and Mr. Niemi billed at an hourly rate of \$430 and  
21 \$445, but his reasonable hourly rate for the work performed was \$275-\$350.  
22  
23  
24  
25

1 Similarly, the Petitioner's expert concluded that two of the attorneys at Susman Godfrey  
2 LLP sought rates above what the surveys suggest are the market rates for similar work  
3 by similar large firms in that geographical area. Mr. Seltzer billed at an hourly rate of  
4 \$765, though his reasonable hourly rate for the work performed was \$665, and Mr.  
5 Talge billed at an hourly rate of \$300, while his reasonable hourly rate for the work  
6 performed was \$275-\$350. The Petitioner's expert determined, however, that Mr. Berry  
7 billed a reasonable rate of \$425 and \$475, respectively.  
8

9 Mr. Steele argued that although the attorneys at Trope and Trope LLP sought rates  
10 above what the surveys suggest are the market rates for similar work by similar small-  
11 midsized firms in that geographical region, the Petitioner's expert concluded that the  
12 hourly rates charged by attorneys at Trope and Trope LLP were reasonable, given their  
13 particular experience in sophisticated matrimonial disputes. The Petitioner further  
14 argued that the attorney fees and costs requested by the Respondent were  
15 unreasonable because the Respondent's counsel engaged in "block billing."  
16  
17

18 During the course of the hearing, the Respondent argued that Mr. Steele's opinion did  
19 not compare comparable law firms to the firms involved in the Respondent's case. The  
20 Respondent further argued that if comparable law firms were used, the attorney fees  
21 quoted by Mr. Steele as being appropriate and reasonable would be higher than those  
22 requested by the Respondent. The Respondent further noted and argued that in her  
23 evidence and Mr. Steel's opinion, they did not consider or compare the attorney fees  
24 incurred by the Petitioner in this litigation.  
25

1  
2 In Family Law, if the circumstances indicate that there is a need for the award of  
3 attorney fees and an ability to pay the fees, the court then considers the  
4 reasonableness of the fees, including the results achieved and the manner in which  
5 they were achieved. *In re Marriage of Keech* (1999) 75 Cal. App. 4th 860, 867-869.  
6 Services which have no apparent effect other than to prolong and to complicate  
7 domestic litigation cannot be deemed "reasonably necessary" and may properly be  
8 disregarded in determining whether and in what amount to order one party to contribute  
9 to the cost of the other's representation. *See: Marriage of Behrens* (1982) 137 Cal. App.  
10 3d 562, 576. Here, there was very complex litigation. The matter involved proceedings  
11 in several different jurisdictions and forums and the case involved a voluminous amount  
12 of evidence and issues that touched several different disciplines of the law.  
13

14  
15 It must be noted that the parties' Stipulated Judgment contains several references to  
16 attorney fees. Paragraph 12.B of the Stipulated Judgment provides: "Except as  
17 otherwise specifically provided in this Stipulated Judgment, should either party fail to  
18 perform any obligation under this Stipulated Judgment, and it should therefore become  
19 necessary for either party to employ counsel to enforce the terms of this Stipulated  
20 Judgment, or any instrument to be executed pursuant to this Stipulated Judgment, the  
21 Court shall have jurisdiction pursuant to the provisions of Family Code Section 2030, et  
22 seq. and Family Code 270 to make an award of attorneys' fees and connection with  
23 such proceeding."  
24  
25

1 In addition to this provision, which incorporates the manner and limitations for the award  
2 of attorney fees in a Family Law matter, the parties included Paragraph 10.B in the  
3 Stipulated Judgment.

4  
5 As indicated above, this provision of the Stipulated Judgment provides that: "This  
6 release includes an agreement that neither party shall hereafter institute any legal  
7 action against the other party or anyone else being released for any claim(s) being  
8 released herein, and if any such legal action is instituted, the filing party shall be solely  
9 and completely responsible for all fees and costs incurred by the party defending such  
10 legal action."

11  
12 The Court has considered the evidence, arguments of counsel and the testimony  
13 presented in this matter. Pursuant to terms of the Stipulated Judgment in this matter  
14 filed on January 19, 2012, the Petitioner is ordered to pay the Respondent attorney fees  
15 and costs. The Court has considered the terms of the Stipulated Judgment as indicted  
16 above, the evidence and arguments of counsel regarding the issue of attorney fees.

17  
18 Under the terms of the Stipulated Judgment and pursuant to the Stipulated Judgment,  
19 the Courts finds that the attorney fees requested by the Respondent are reasonable.

20 The nature of the litigation and the extent of the attorney fees were, in many ways,  
21 reflective of the Petitioner's litigation tactics. The Petitioner did not limit or in a timely  
22 manner indicate which witnesses or exhibits she was going to present at trial. This  
23 tactical choice may have presented some litigation advantages to the Petitioner, but it  
24 also drove up the costs of the litigation. The attorneys representing the Respondent  
25

1 were those who have represented him throughout this matter. Based on the evidence  
2 presented, the Respondent's Requests for Order for attorney fees and costs pursuant to  
3 the terms of the Stipulated Judgment are granted and the Petitioner is ordered to pay  
4 the Respondent attorney fees and costs in the amount of \$1,943,006.75. As discussed  
5 above, the Respondent's request for attorney fees and sanctions under Family Code  
6 §271 is denied.

7  
8 To the extent that the Court has not explicitly ruled on any other issue or request made  
9 by either party, any joined party or any claimant in the instant proceedings, those  
10 requests are denied.

11  
12 Pursuant to California Rules of Court Rule 3.1590, this is the tentative decision of the  
13 Court. The tentative decision does not constitute a judgment and is not binding on the  
14 court. Any party affected by the judgment may, within 15 days after the proposed  
15 statement of decision has been served, serve and file objections to the proposed  
16 statement of decision or judgment.

17  
18  
19 The court will, within 10 days after expiration of the time for filing objections to the  
20 proposed judgment or, if a hearing is held, within 10 days after the hearing, sign and file  
21 its judgment. The judgment so filed constitutes the decision on which judgment is to be  
22 entered under Code of Civil Procedure §664.

1 The Respondent is ordered to prepare and file a judgment in accordance with the above  
2 Statement of Decision at the end expiration of the period described above unless  
3 otherwise ordered.

4  
5 Dated: June 24, 2014



---

Scott M. Gordon,  
Judge of the Superior Court

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**Philip Gregory**  
840 Malcolm Road  
Burlingame, California 94010

**FILED**  
Superior Court of California  
County of Los Angeles

JUN 24 2014

Sherri R. Carter, Executive Officer/Clerk  
By M. Arnold, Deputy  
Mary Arnold

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

Stanley Mosk Courthouse  
111 North Hill Street  
Los Angeles, California 90012

Branch Name: Central

Case Name: JAMIE MC COURT VS FRANK MC COURT

Case Number: BD514309

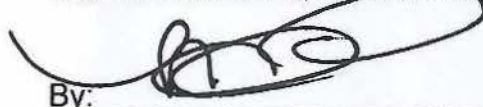
**CLERK'S CERTIFICATE OF MAILING  
NOTICE OF ENTRY OF ORDER/COPY OF FILED DOCUMENT**

I, **SHERRI R. CARTER**, the below named Executive Officer/Clerk of the above-entitled court, do hereby certify that I am not a party to the cause herein, and that this date I served:

The document entitled COURT'S RULING ON SUBMITTED MATTERS - TAKEN UNDER SUBMISSION ON APRIL 7, 2014, filed herein.

I, **SHERRI R. CARTER**, the below named Executive Officer/Clerk of the above-entitled court, do hereby certify that I am not a party to the cause herein, and that on this date I served the **COURT'S RULING ON SUBMITTED MATTERS - TAKEN UNDER SUBMISSION ON APRIL 7, 2014** upon each party or counsel named above by depositing in the United States mail at the courthouse in Los Angeles, California, one copy of the original filed/entered herein in a separate sealed envelope to each address as shown above with the postage thereon fully prepaid, in accordance with standard court practices.

**SHERRI R. CARTER**, Executive Officer/Clerk



By: \_\_\_\_\_

M. ARNOLD, Deputy Clerk

Date: June 24, 2014



**Sorrell Trope**  
12121 Wilshire Blvd. Suite 801  
Los Angeles, California 90025

**FILED**  
Superior Court of California  
County of Los Angeles

JUN 24 2014

Sherri R. Carter, Executive Officer/Clerk  
By: M. Arnold, Deputy  
Mary Arnold

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES  
Stanley Mosk Courthouse  
111 North Hill Street  
Los Angeles, California 90012  
Branch Name: Central

Case Name: **JAMIE MC COURT VS FRANK MC COURT**

Case Number: **BD514309**


**CLERK'S CERTIFICATE OF MAILING  
NOTICE OF ENTRY OF ORDER/COPY OF FILED DOCUMENT**

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The document entitled COURT'S RULING ON SUBMITTED MATTERS - TAKEN UNDER SUBMISSION ON APRIL 7, 2014, filed herein.

I, **SHERRI R. CARTER**, the below named Executive Officer/Clerk of the above-entitled court, do hereby certify that I am not a party to the cause herein, and that on this date I served the **COURT'S RULING ON SUBMITTED MATTERS - TAKEN UNDER SUBMISSION ON APRIL 7, 2014** upon each party or counsel named above by depositing in the United States mail at the courthouse in Los Angeles, California, one copy of the original filed/entered herein in a separate sealed envelope to each address as shown above with the postage thereon fully prepaid, in accordance with standard court practices.

**SHERRI R. CARTER**, Executive Officer/Clerk

By:   
M. ARNOLD, Deputy Clerk

Date: June 24, 2014

# **EXHIBIT G**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 12-10202 (ALG)
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	

**ORDER GRANTING APPLICATIONS OF RETAINED  
PROFESSIONALS FOR ALLOWANCE OF INTERIM AND FINAL  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (the “**Applications**”) filed by the professionals (the “**Professionals**”) listed on Exhibits A and B attached hereto<sup>2</sup> and retained in the chapter 11 cases of the above-captioned debtors (the “**Debtors**”) for (i) allowance of interim compensation for services rendered and reimbursement of actual and necessary expenses incurred for the periods from January 1, 2013 through May 31, 2013 (the “**Fourth Interim Fee Period**”), June 1, 2013 through August 23, 2013 (the “**Fifth Interim Fee Period**” and, together with the Fourth Interim Fee Period, the “**Interim Fee Periods**”), and (ii) allowance on a final basis of compensation for services rendered and reimbursement of actual and necessary expenses

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Reorganized Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

<sup>2</sup> For clarification, AP Services, LLC (“**APS**”) was retained as interim management pursuant to 11 U.S.C. § 363, and not as a professional subject to the Compensation Order. Pursuant to this Court’s order retaining APS, APS is not required to file final fee applications, but is only required to seek final approval of its Completion Fee, which is covered by this omnibus order.

incurred for the period from January 19, 2012 through August 23, 2013 (the “**Final Fee Period**”); and the Court having considered the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, issued on January 30, 1996; the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, Administrative Order M-447, adopted by the Court on January 29, 2013; and the Amended Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 2192] (the “**Compensation Order**”); and the Court having considered the Fee Examiner’s Final Report and Recommendations [Docket No. 5312] (the “**Fee Examiner’s Report**”); and the Court having jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and a hearing having been held before this Court to consider the Applications on November 19, 2013; and notice of the Applications having been given pursuant to Bankruptcy Rules 2002(a)(7) and (c)(2); and the Court having determined that the relief requested in the Applications is in the best interests of the Debtors, their estates and their creditors; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted with respect to the Fourth Interim Fee Period to the extent set forth in Exhibit A-1.
2. The Applications are granted with respect to the Fifth Interim Fee Period to the extent set forth in Exhibit A-2.
3. The Applications are granted with respect to the Final Fee Period to the extent set forth in Exhibit B.

4. Compensation to the Professionals for professional services rendered during the Interim Fee Periods is allowed on a final basis in the amounts set forth on Exhibits A-1 and A-2 in the column entitled “Fees Allowed.”

5. Compensation to the Professionals for professional services rendered during the Final Fee Period is allowed on a final basis in the amounts set forth on Exhibit B in the column entitled “Total Fees Allowed.”

6. Reimbursement to the Professionals for expenses incurred during the Interim Fee Periods is allowed on a final basis in the amounts set forth in Exhibits A-1 and A-2 in the column entitled “Expenses to be Paid for Current Fee Period.”

7. Reimbursement to the Professionals for expenses incurred during the Final Fee Period is allowed on a final basis in the amounts set forth in Exhibit B in the column entitled “Total Expenses Allowed.”

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

9. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: December 2, 2013  
New York, New York

Allan

**s/Allan L. Gropper**  
L. Gropper  
United States Bankruptcy Judge

**EXHIBIT A-1**

**FOURTH INTERIM FEE PERIOD: 1/1/2013 – 5/31/2013**

**Case No.:** 12-10202

**Case Name:** Eastman Kodak Company, *et al.*

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Sullivan & Cromwell LLP	8/12/13  Docket No. 4758	18,835,502.40	18,835,502.40	18,835,502.40	0.00	18,835,502.40	249,622.17	249,622.17
Young Conaway Stargatt & Taylor, LLP	8/12/13  Docket No. 4748	907,547.50	907,547.50	907,547.50	0.00	907,547.50	9,486.53	9,486.53
Linklaters LLP	8/12/13  Docket No. 4735	1,249,379.40	1,249,379.40	1,249,379.40	0.00	1,249,379.40	13,193.07	13,193.07

<sup>1</sup> Unless otherwise noted, the voluntary reductions listed in the Fee Examiner's Report are reflected in Exhibit A-2.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Lazard Freres & Co., LLC	8/12/13  Docket No. 4750	7,675,797.00	7,675,797.00	7,675,797.00	0.00	7,675,797.00	125,057.50	125,057.50
Groom Law Group	8/12/13  Docket No. 4736	103,269.50	103,269.50	103,269.50	0.00	103,269.50	569.16	569.16
Pricewaterhouse Coopers LLP	8/12/13  Docket No. 4741	14,417,512.78	14,417,512.78	14,417,512.78	0.00	14,417,512.78	824,307.42	824,307.42
Ernst & Young LLP	8/6/13  Docket No. 4734	14,087,925.28	14,087,925.28	14,087,925.28	0.00	14,087,925.28	774,217.49	774,217.49
Brinks Hofer Gilson & Lione	8/5/13  Docket No. 4616	66,207.00	66,070.50 <sup>2</sup>	66,070.50	0.00	66,070.50	21,254.10	21,254.10

<sup>2</sup> The amount listed in this column reflects reductions to the total fees agreed upon by Brinks Hofer Gilson & Lione as further detailed in the Fee Examiner's Report.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Wilmer Cutler Pickering Hale & Dorr LLP	8/12/13  Docket No. 4747	3,657,063.35	3,657,063.35	3,657,063.35	0.00	3,657,063.35	197,114.86	197,114.86
K&L Gates LLP	8/12/13  Docket No. 4742	108,281.86	58,281.86 <sup>3</sup>	58,281.86	0.00	58,281.86	111,309.18	111,309.18
Jones Day	8/12/13  Docket No. 4743	18,493.67	18,493.67	18,493.67	0.00	18,493.67	76.75	76.75
Nixon Peabody LLC	8/12/13  Docket No. 4745	1,377,964.28	1,377,964.28	1,377,964.28	0.00	1,377,964.28	84,060.37	84,060.37
Deloitte Consulting LLP	8/19/13  Docket No. 4930	629,633.50	629,633.50	629,633.50	0.00	629,633.50	0.00	0.00

<sup>3</sup> The amount listed in this column reflects reductions to the total fees agreed upon by K&L Gates LLP as further detailed in the Fee Examiner's Report.



(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Milbank, Tweed, Hadley & McCloy LLP	8/22/13  Docket No. 4961	2,879,019.75	2,879,019.75	2,879,019.75	0.00	2,879,019.75	83,832.72	83,832.72
Togut Segal & Segal LLP	8/22/13  Docket No. 4958	95,930.50	95,930.50	95,930.50	0.00	95,930.50	1,795.55	1,795.55
Global IP Law Group, L.L.C.	8/22/13  Docket No. 4962	250,000.00	250,000.00	250,000.00	0.00	250,000.00	1,229.44	1,229.44
Alvarez & Marsal North America, LLC	8/22/13  Docket No. 4964	1,618,084.50	1,618,084.50	1,618,084.50	0.00	1,618,084.50	29,749.44	29,749.44
Jefferies & Company, Inc.	8/22/13  Docket No. 4963	875,000.00	875,000.00	875,000.00	0.00	875,000.00	2,892.96	2,892.96
Arent Fox LLP	8/21/13  Docket No. 4943	364,623.00	364,623.00	364,623.00	0.00	364,623.00	3,356.52	3,356.52

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Haskell Slaughter Young & Rediker, LLC	8/16/13  Docket No. 4854	86,574.00	86,574.00	86,574.00	0.00	86,574.00	2,362.86	2,362.86
The Segal Company	8/16/13  Docket No. 4874	37,256.30	37,256.30	37,256.30	0.00	37,256.30	740.57	740.57
Zolfo Cooper, LLC	8/16/13  Docket No. 4873	143,850.00	143,850.00	143,850.00	0.00	143,850.00	2,000.65	2,000.65
Luskin, Stern & Eisler LLP	8/15/13  Docket No. 4838	82,264.00	82,264.00	82,264.00	0.00	82,264.00	129.90	129.90

Date: 12/2/2013

Initials: ALG USBJ

**EXHIBIT A-2**

**FIFTH INTERIM FEE PERIOD: 6/1/13 – 8/23/13**

**Case No.:** 12-10202

**Case Name:** Eastman Kodak Company, *et al.*

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period <sup>2</sup>
Sullivan & Cromwell LLP	9/26/13  Docket No. 5178	10,112,970.00	9,862,970.00	9,862,970.00	0.00	9,862,970.00	122,943.09	122,943.09
Young Conaway Stargatt & Taylor, LLP	9/16/13  Docket No. 5129	538,392.00	523,392.00	523,392.00	0.00	523,392.00	7,638.16	7,638.16
Linklaters LLP	9/16/13  Docket No. 5128	144,905.95	129,905.95	129,905.95	0.00	129,905.95	194.55	194.55

<sup>1</sup> The amounts listed in this column reflect reductions to the total fees agreed upon by each Professional as further detailed in the Fee Examiner's Report.

<sup>2</sup> The amounts listed in this column reflect reductions to the total expenses agreed upon by each Professional as further detailed in the Fee Examiner's Report.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period <sup>2</sup>
Lazard Freres & Co., LLC	9/16/13  Docket No. 5124	8,305,483.87	8,305,483.87	8,305,483.87	0.00	8,305,483.87	21,494.55	13,973.12
Groom Law Group	9/16/13  Docket No. 5123	62,033.50	62,033.50	62,033.50	0.00	62,033.50	109.24	109.24
Pricewaterhouse Coopers LLP	10/22/13  Docket No. 5280	2,977,899.30	2,891,899.30	2,891,899.30	0.00	2,891,899.30	52,092.84	52,092.84
Ernst & Young LLP	9/16/13  Docket No. 5103	2,982,873.40	2,947,873.40	2,947,873.40	0.00	2,947,873.40	262,211.28	262,211.28
Brinks Hofer Gilson & Lione	9/13/13  Docket No. 5085	49,977.00	49,977.00	49,977.00	0.00	49,977.00	450.97	450.97
Harter Secrest & Emery LLP	9/13/13  Docket No. 5088	1,573,760.00	1,561,760.00	1,561,760.00	0.00	1,561,760.00	17,558.25	13,775.19

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period <sup>2</sup>
Wilmer Cutler Pickering Hale & Dorr LLP	9/16/13  Docket No. 5125	2,541,634.36	2,541,634.36	2,541,634.36	0.00	2,541,634.36	50,496.23	50,496.23
K&L Gates LLP	9/16/13  Docket No. 5099	24,775.00	24,775.00	24,775.00	0.00	24,775.00	29,787.22	29,787.22
Nixon Peabody LLC	11/11/13  Docket No. 5301, 5306	896,546.25	893,825.35	893,825.35	0.00	893,825.35	17,083.17	17,083.17
Deloitte Consulting LLP	9/16/13  Docket No. 5122	394,603.50	394,603.50	394,603.50	0.00	394,603.50	1,861.21	1,861.21
Milbank, Tweed, Hadley & McCloy LLP	9/16/13  Docket No. 5121	1,738,604.00	1,708,604.00	1,708,604.00	0.00	1,708,604.00	29,417.31	29,417.31
Togut Segal & Segal LLP	9/16/13  Docket No. 5105	52,957.00	52,957.00	52,957.00	0.00	52,957.00	909.13	909.13

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed <sup>1</sup>	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period <sup>2</sup>
Global IP Law Group, L.L.C.	9/16/13  Docket No. 5126	137,500.00	137,500.00	137,500.00	0.00	137,500.00	6,823.96	6,823.96
Alvarez & Marsal North America, LLC	9/13/13  Docket No. 5091	447,926.00	442,926.00	442,926.00	0.00	442,926.00	17,792.58	17,792.58
Jefferies & Company, Inc.	9/13/13  Docket No. 5092	479,838.71	429,692.99	429,692.99	0.00	429,692.99	3,643.92	3,643.92
Arent Fox LLP	9/16/13  Docket No. 5130	217,414.50	205,965.76	205,965.76	0.00	205,965.76	4,758.56	4,758.56
Haskell Slaughter Young & Rediker, LLC	9/16/13  Docket No. 5107	86,380.50	86,380.50	86,380.50	0.00	86,380.50	5,407.51	5,407.51
The Segal Company	9/16/13  Docket No. 5113	32,171.40	32,171.40	32,171.40	0.00	32,171.40	1,396.63	1,396.63



**EXHIBIT B**

**FINAL FEE PERIOD: 1/19/12-8/23/13**

**Case No.:** 12-10202

**Case Name:** Eastman Kodak Company, *et al.*

(1) Applicant	(2) Date/Document Number of Application	(3) Final Fees Requested on Application (\$)	(4) Total Fees Allowed <sup>1</sup> (\$)	(5) Final Expenses Requested (\$)	(6) Total Expenses Allowed <sup>2</sup> (\$)
Sullivan & Cromwell LLP	9/26/13  Docket No. 5178	62,780,115.65	61,880,115.65 <sup>3</sup>	762,421.17	762,421.17
Young Conaway Stargatt & Taylor, LLP	9/16/13  Docket No. 5129	4,316,472.50	4,301,472.50	84,433.06	84,433.06
Linklaters LLP	9/16/13  Docket No. 5128	5,453,509.13	5,438,509.13	158,872.19	158,872.19

<sup>1</sup> The amounts listed in this column reflect reductions to the total fees agreed upon by each Professional as further detailed in the Fee Examiner's Report.

<sup>2</sup> The amounts listed in this column reflect reductions to the total expenses agreed upon by each Professional as further detailed in the Fee Examiner's Report.

<sup>3</sup> This Order adjusts downward the amount of S&C's fees by \$650,000 from the amounts set forth in S&C's Final and Fifth Interim Fee Application [Docket No. 5178] and therefore the Fee Examiner's Report [Docket No. 5312] to account for S&C's agreed reductions for the first three interim compensation periods.



(1) Applicant	(2) Date/Document Number of Application	(3) Final Fees Requested on Application (\$)	(4) Total Fees Allowed <sup>1</sup> (\$)	(5) Final Expenses Requested (\$)	(6) Total Expenses Allowed <sup>2</sup> (\$)
Lazard Freres & Co., LLC	9/16/13  Docket No. 5124	27,586,119.58	27,586,119.58	444,452.84	436,931.41
Groom Law Group	9/16/13  Docket No. 5123	1,247,399.80	1,247,399.80	11,684.23	11,684.23
PricewaterhouseCoopers LLP	10/22/13  Docket No. 5280	32,028,903.98	31,942,903.98	1,643,769.00	1,643,769.00
Ernst & Young LLP	9/16/13  Docket No. 5103	33,497,158.01	33,462,158.01	1,902,807.12	1,902,807.12
Brinks Hofer Gilson & Lione	9/13/13  Docket No. 5085	10,675,037.75	10,674,901.25	321,996.83	321,996.83
Wilmer Cutler Pickering Hale & Dorr LLP	9/16/13  Docket No. 5125	10,249,949.09	10,249,949.09	356,965.56	356,965.56

(1) Applicant	(2) Date/Document Number of Application	(3) Final Fees Requested on Application (\$)	(4) Total Fees Allowed <sup>1</sup> (\$)	(5) Final Expenses Requested (\$)	(6) Total Expenses Allowed <sup>2</sup> (\$)
K&L Gates LLP	9/16/13  Docket No. 5099	3,753,731.73	3,703,731.73	425,531.47	425,531.47
Nixon Peabody LLC	9/16/13  Docket Nos. 5106, 5301	2,774,552.73	2,771,831.83	160,502.26	160,502.26
Deloitte Consulting LLP	9/16/13  Docket No. 5122	1,800,024.00	1,800,024.00	1,861.21	1,861.21
Deloitte Tax LLP	9/13/13  Docket No. 5089	57,919.10	57,919.10	0.00	0.00
Phillips Lytle LLP	9/11/13  Docket No. 5062	217,612.65	217,612.65	342.95	342.95
Jones Day	8/12/13  Docket No. 4743	416,135.33	416,135.33	403.79	403.79

<b>(1) Applicant</b>	<b>(2) Date/Document Number of Application</b>	<b>(3) Final Fees Requested on Application (\$)</b>	<b>(4) Total Fees Allowed<sup>1</sup> (\$)</b>	<b>(5) Final Expenses Requested (\$)</b>	<b>(6) Total Expenses Allowed<sup>2</sup>(\$)</b>
Harter Secrest & Emery LLP	9/13/13  Docket No. 5088	2,575,839.00	2,563,839.00	26,193.63	22,410.57
Milbank, Tweed, Hadley & McCloy LLP	9/16/13  Docket No. 5121	15,097,219.75	15,067,219.75	491,284.15	491,284.15
Togut Segal & Segal LLP	9/16/13  Docket No. 5105	786,503.00	786,503.00	15,674.82	15,674.82
Global IP Law Group, L.L.C.	9/16/13  Docket No. 5126	1,312,500.00	1,312,500.00	39,511.07	39,511.07
Alvarez & Marsal North America, LLC	9/13/13  Docket No. 5091	7,569,186.00	7,564,186.00	214,401.80	214,401.80
Jefferies & Company, Inc.	9/13/13  Docket No. 5092	6,274,193.79	6,224,048.07	45,953.93	45,953.93

(1) Applicant	(2) Date/Document Number of Application	(3) Final Fees Requested on Application (\$)	(4) Total Fees Allowed <sup>1</sup> (\$)	(5) Final Expenses Requested (\$)	(6) Total Expenses Allowed <sup>2</sup> (\$)
Arent Fox LLP	9/16/13  Docket No. 5130	2,609,101.50	2,597,652.76	49,118.02	49,118.02
Haskell Slaughter Young & Rediker, LLC	9/16/13  Docket No. 5107	560,461.00	560,461.00	30,220.47	30,220.47
The Segal Company	9/16/13  Docket No. 5113	421,965.85	421,965.85	13,869.51	13,869.51
Zolfo Cooper, LLC	9/16/13  Docket No. 5110	1,636,194.00	1,631,194.00	33,570.49	33,570.49
Luskin, Stern & Eisler LLP	10/22/13  Docket No. 5283	392,249.25	392,249.25	739.51	739.51
Kurtzman Carson Consultants	10/22/13  Docket No. 5279	134,975.90	134,975.90	0.00	0.00

(1) Applicant	(2) Date/Document Number of Application	(3) Final Fees Requested on Application (\$)	(4) Total Fees Allowed <sup>1</sup> (\$)	(5) Final Expenses Requested (\$)	(6) Total Expenses Allowed <sup>2</sup> (\$)
AP Services, LLC	10/18/13  Docket No. 5271	3,000,000.00	3,000,000.00	0.00	0.00

Date: 12/2/2013

Initials: ALG USBJ

Hearing Date: TBD  
Objection Deadline: TBD

Andrew G. Dietderich  
John J. Jerome  
Michael H. Torkin  
Judith R. Fiorini  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 100047777  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 12-10202 (ALG)
Debtors.	)	(Jointly Administered)
	)	

**SUMMARY OF FOURTH INTERIM FEE  
APPLICATION OF SULLIVAN & CROMWELL LLP  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION**

<b>NAME OF APPLICANT:</b>	Sullivan & Cromwell LLP
<b>AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:</b>	Eastman Kodak Company and certain of its affiliates, as debtors and debtors in possession in these chapter 11 cases
<b>DATE CASE FILED:</b>	January 19, 2012

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors' corporate headquarters is: 343 State Street, Rochester, NY 14650.

<b>DATE OF RETENTION:</b>	Order entered February 28, 2012, <i>nunc pro tunc</i> to January 19, 2012
<b>PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:</b>	January 1, 2013 through and including May 31, 2013
<b>TOTAL COMPENSATION REQUESTED:</b>	\$ 18,835,502.40
<b>TOTAL EXPENSE REIMBURSEMENT REQUESTED:</b>	\$ 249,622.17

This is an:  X  interim \_\_\_ final application.

This is the fourth interim fee application filed by Sullivan & Cromwell LLP.

**CURRENT INTERIM PERIOD JANUARY 1, 2013 THROUGH MAY 31, 2013**

Period Covered	Fees Requested	Fees Paid or To Be Paid	Holdback	Expenses Requested	Expenses Paid or To Be Paid
January 1, 2013 through January 31, 2013	\$ 3,715,930.90	\$ 2,972,744.72	\$ 743,186.18	\$ 45,457.64	\$ 45,457.64
February 1, 2013 through February 28, 2013	\$ 2,527,360.50	\$ 2,021,888.40	\$ 505,472.10	\$ 32,364.32	\$ 32,364.32
March 1, 2013 through March 31, 2013	\$ 4,437,463.00	\$ 3,549,970.40	\$ 887,492.60	\$ 60,186.62	\$ 60,186.62
April 1, 2013 through April 30, 2013	\$ 5,644,866.00	\$ 4,515,892.80	\$ 1,128,973.20	\$ 70,872.65	\$ 70,872.65
May 1, 2013 through May 31, 2013	\$ 2,509,882.00	\$ 2,007,905.60	\$ 501,976.40	\$ 40,740.94	\$ 40,740.94
<b>TOTAL FOR ALL FEE PERIODS</b>	<b>\$ 18,835,502.40</b>	<b>\$ 15,068,401.92</b>	<b>\$ 3,767,100.48</b>	<b>\$ 249,622.17</b>	<b>\$ 249,622.17</b>

**ALL PERIODS JANUARY 19, 2012 THROUGH MAY 31, 2013**

Period Covered	Fees Requested	Fees Paid	Holdback	Expenses Requested and Paid	Order Granting Compensation	Outstanding Amount to Be Paid
First Interim Period January 19, 2012 through April 30, 2012	10,879,675.25	\$ 8,703,740.20 <sup>1</sup>	\$2,175,935.05	\$167,045.16	October 19, 2012 [Dkt. 2084] Amount Allowed: \$10,579,675.25	\$1,875,935.05
Second Interim Period May 1, 2012 through August 31, 2012	\$9,526,887.00	\$7,600,326.40	\$1,926,560.60	\$121,747.01	December 20, 2012 [Dkt. 2660] Amount Allowed: \$9,376,887.00	\$1,776,560.60

<sup>1</sup> In prior fee applications the amount paid was incorrectly recorded as \$8,708,740.20.



<b>Period Covered</b>	<b>Fees Requested</b>	<b>Fees Paid</b>	<b>Holdback</b>	<b>Expenses Requested and Paid</b>	<b>Order Granting Compensation</b>	<b>Outstanding Amount to Be Paid</b>
Third Interim Period September 1, 2012 through December 31, 2012	\$13,425,081.00	\$ 10,740,064.80	\$2,685,016.20	\$101,063.74	May 31, 2013 [Dkt. 3875] Amount Allowed: \$13,225,081.00	\$2,485,016.20
Fourth Interim Period January 1, 2013 through May 31, 2013	\$18,835,502.40	\$15,068,401.92	\$3,767,100.48	\$249,622.17		

**Attorney Hourly Rate and Compensation Chart**

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
<b>Partners:</b>				
Adler, Arthur S.	Partner; Member of New York Bar since 1983	\$1,150	0.90	\$1,035.00
Bompont, Dominique	Partner; Member of Paris Bar since 1989	\$990	1.00	\$990.00
		\$1,150	4.00	\$4,600.00
Clark, Bruce E.	Partner; Member of New York Bar since 1971	\$990	0.20	\$198.00
de Boynes, Nicolas	Partner; Member of Paris Bar since 2000	\$1,140	10.50	\$11,970.00
Dietderich, Andrew G.	Partner; Member of New York Bar since 1997	\$495	4.00	\$1,980.00
		\$990	391.90	\$387,981.00
		\$1,150	485.00	\$557,750.00
Evangelakos, John	Partner; Member of New York Bar since 1987	\$990	1.60	\$1,584.00
		\$1,150	10.00	\$11,500.00
Fessel, Robin D.	Partner; Member of New York Bar since 1990	\$990	0.70	\$693.00
Glueckstein, Brian D.	Partner; Member of New York Bar since 2004.	\$990	1,126.10	\$1,114,839.00
		\$995	25.10	\$24,974.50
Harms, David B.	Partner; Member of New York Bar since 1985	\$990	6.00	\$5,940.00
		\$1,150	4.00	\$4,600.00
Hatano, Keiji	Partner; Member of Japan Bar since 2000; Member of New	\$1,150	0.20	\$230.00

<sup>1</sup> Two rates appear for those attorneys for which the dual structure agreed to between the Debtors and Sullivan & Cromwell LLP and incorporated in the retention order is relevant. Half-rates appear where fees were charged for non-working travel and a zero rate appears wherever no fee was charged for work. Additionally, as a result of the normal matriculation of associates and paraprofessionals, the hourly rates charged for certain time keepers have increased. These increases are due solely to matriculation and the rates applicable to each level of seniority have not changed from those charged to the Debtors since the beginning of the case.

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
	York Bar since 2005			
Holley, Steven L.	Partner; Member of New York Bar since 1984	\$990	13.00	\$12,870.00
		\$1,150	3.10	\$3,565.00
Jacobson, Eli D.	Partner; Member of New York Bar since 1981	\$990	0.90	\$891.00
		\$1,150	3.20	\$3,680.00
Jones, Craig	Partner; Member of England and Wales Bar since 1996	\$1,150	10.20	\$11,730.00
Klapper, Richard H.	Partner; Member of New York Bar since 1981	\$990	1.50	\$1,485.00
Kotran, Stephen M.	Partner; Member of New York Bar since 1993	\$990	18.30	\$18,117.00
		\$1,150	140.50	\$161,575.00
Lindauer, Erik D.	Partner; Member of New York Bar since 1982	\$990	1.60	\$1,584.00
		\$1,150	12.40	\$14,260.00
McGowan, Michael T.	Partner; Member of England and Wales Bar since 1989	\$990	6.20	\$6,138.00
		\$1,150	52.50	\$60,375.00
McKnight, Neal S.	Partner; Member of New York Bar since 1997	\$495	3.00	\$1,485.00
		\$990	3.90	\$3,861.00
		\$1,150	246.60	\$283,590.00
Mousavi, Nader A.	Partner; Member of California Bar since 1999	\$990	11.10	\$10,989.00
		\$1,150	38.40	\$44,160.00
Nyatta, Inosi M.	Partner; Member of Kenya Bar since 2000; Member of New York Bar since 2002	\$990	53.00	\$52,470.00
		\$1,125	0.50	\$562.50
		\$1,150	1.50	\$1,725.00
Rodriguez, Juan A.	Partner; Member of England and Wales Bar since 1990	\$990	0.30	\$297.00
		\$1,150	1.60	\$1,840.00
Rosenberg, Mark F.	Partner; Member of New York Bar since 1981	\$990	6.80	\$6,732.00
Rowen, Andrew S.	Partner; Member of New York Bar since 1980	\$990	0.30	\$297.00
Trevino, Marc R.	Partner; Member of New York Bar since 1995	\$990	88.90	\$88,011.00
		\$1,150	2.20	\$2,530.00
Veeraraghavan, Krishna	Partner; Member of New York Bar since 2004	\$495	6.80	\$3,366.00
		\$990	41.60	\$41,184.00
		\$1,125	71.50	\$80,437.50
		\$1,150	152.50	\$175,375.00
Wollman, Diana L.	Partner; Member of New York Bar since 1994	\$990	17.20	\$17,028.00
		\$1,150	118.60	\$136,390.00
<b>Of Counsel:</b>				

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Jerome, John J.	Of Counsel; Member of New York Bar since 1962	\$0	4.30	\$0.00
		\$990	407.00	\$402,930.00
		\$1,050	6.70	\$7,035.00
		\$1,150	4.30	\$4,945.00
Vilanova, Richard	Of Counsel; Member of Paris Bar since 1979	\$1,150	110.50	\$127,075.00
<b>Special Counsel:</b>				
Altman, Daniel Z.	Special Counsel; Member of New York Bar since 2006	\$850	184.60	\$156,910.00
		\$990	1.20	\$1,188.00
		\$995	58.00	\$57,710.00
		\$875	350.40	\$306,600.00
Brennan, Matthew J.	Special Counsel; Member of New Jersey Bar since 1986	\$495	8.70	\$4,306.50
		\$990	366.70	\$363,033.00
		\$995	43.30	\$43,083.50
Charon, Maria C.	Special Counsel; Member of New York Bar since 2003	\$990	0.50	\$495.00
		\$995	119.70	\$119,101.50
Coccaro, Rebecca S.	Special Counsel; Member of New York Bar since 2000	\$990	0.50	\$495.00
Evans, Douglas H.	Special Counsel; Member of New Jersey Bar since 1975; Member of New York Bar since 1976	\$990	0.30	\$297.00
Fettman, Robert M.	Special Counsel; Member of New York	\$990	7.20	\$7,128.00
Fiorini, Judith R.	Special Counsel; Member of New York Bar since 1998	\$0	8.90	\$0.00
		\$990	439.80	\$435,402.00
		\$995	24.80	\$24,676.00
Patel, Henrik P.	Special Counsel; Member of Massachusetts Bar since 2002; Member of New York Bar since 2002	\$995	25.70	\$25,571.50
Queen, Eric H.	Special Counsel; Member of New York Bar since 1977	\$995	31.60	\$31,442.00
Simon, Spencer F.	Special Counsel; Member of California Bar since 2000	\$990	131.30	\$129,987.00
		\$995	376.10	\$374,219.50
Smith, Bradley P.	Special Counsel; Member of District of Columbia Bar since 2000; Member of New York Bar since 1998	\$990	0.50	\$495.00

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Torkin, Michael H.	Special Counsel; Member of New York Bar since 1999	\$495	10.00	\$4,950.00
		\$990	423.70	\$419,463.00
		\$1,050	275.50	\$289,275.00
<b>Partner and Counsel Total</b>			5,900.60	\$6,067,650.50
<b>Associates:</b>				
Adegoke, Deji O.	Associate; Member of England and Wales Bar since 2010	\$705	10.30	\$7,261.50
		\$745	13.00	\$9,685.00
Ansari, Mehdi	Associate; Member of California Bar since 2009	\$825	47.70	\$39,352.50
Apostolopoulos, Alexander P.	Associate; Member of New York Bar since 2012	\$550	58.30	\$32,065.00
		\$585	18.30	\$10,705.50
Arbeit, Jeffrey S.	Associate; Member of Massachusetts Bar since 2009; Member of New York Bar since 2009	\$700	0.20	\$140.00
Bachellerie, Pierre-Antoine	Associate; Member of Paris Bar since 2007	\$850	72.20	\$61,370.00
Barriere, Francois	Associate; Member of Paris Bar since 1996	\$825	2.50	\$2,062.50
Bayar Eren, Semih	Associate; Member of Paris Bar since 2009	\$800	91.10	\$72,880.00
Berdou, Arnaud	Associate; Member of Paris Bar since 2013	\$395	33.30	\$13,153.50
		\$445	169.70	\$75,516.50
Bettuzzi, Mathilde	Associate; Member of Paris Bar since 2012	\$585	29.80	\$17,433.00
Billah, Mushfique S.	Associate; Member of New York Bar since 2012	\$550	1.10	\$605.00
		\$585	1.50	\$877.50
Biller, Daniel L.	Associate; Member of New York Bar since 2013	\$445	167.70	\$74,626.50
Blaut, Ari B.	Associate; Member of New York Bar since 2008	\$800	141.70	\$113,360.00
		\$850	104.30	\$88,655.00
		\$425	6.00	\$2,550.00
Brander, Saul	Associate; Member of New York Bar since 2003	\$850	2.40	\$2,040.00
		\$875	1.10	\$962.50
Braun, Jeannette E.	Associate; Member of New York Bar since 2012	\$550	53.10	\$29,205.00
		\$585	71.40	\$41,769.00
Brodsky, Dana E.	Associate; Member of New York Bar since 2013	\$445	1.50	\$667.50

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Campbell, Jeremy D.	Associate; Member of New York Bar since 2013	\$395	177.90	\$70,270.50
		\$445	189.50	\$84,327.50
Carrier, Rita M.	Associate; Member of District of Columbia Bar since 1984; Member of New York Bar since 1986	\$825	1.80	\$1,485.00
Chen, C. Michelle	Associate; Member of New York Bar 2013	\$445	0.50	\$222.50
Chivers, Jeffrey W.	Associate; Not Yet Admitted to Bar	\$445	112.00	\$49,840.00
Clarke, Stephen H.	Associate; Member of New York Bar since 2011	\$660	88.90	\$58,674.00
		\$700	188.10	\$131,670.00
Coleman, Heather L.	Associate; Member of New Jersey Bar since 2007; Member of New York Bar since 2008	\$800	166.40	\$133,120.00
		\$850	369.30	\$313,905.00
Crofton, Scott B.	Associate; Member of Massachusetts Bar since 2006; Member of New York Bar since 2006	\$825	249.70	\$206,002.50
		\$413	7.30	\$3,014.90
		\$875	376.80	\$329,700.00
Davenport, Brett D.	Associate; Member of New York Bar 2013	\$445	130.80	\$58,206.00
Delaisi, Marie-Aimée	Associate; Not Yet Admitted to Bar	\$445	102.10	\$45,434.50
DeMarco, Raffaele A.	Associate; Member of New York Bar since 2003	\$550	34.80	\$19,140.00
		\$585	26.80	\$15,678.00
Gadwood, Jill C.	Associate; Member of New York Bar since 2010	\$0	1.50	\$0.00
		\$760	263.50	\$200,260.00
		\$800	460.10	\$368,080.00
Geiger, Mark S.	Associate; Member of New York Bar 2013	\$0	1.50	\$0.00
		\$395	76.20	\$30,099.00
		\$445	160.60	\$71,467.00
Godzeno, Robert M.	Associate; Member of Connecticut Bar since 2009; Member of New York Bar since 2010	\$800	0.80	\$640.00
Goldin, David L.	Associate; Member of New York Bar since 2013	\$395	95.20	\$37,604.00
		\$445	492.40	\$219,118.00
Gomez, Robert A.	Associate; Member of New York Bar since 2008	\$0	1.50	\$0.00
		\$775	243.00	\$188,325.00

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
		\$825	486.00	\$400,950.00
Gorenstein, Michael R.	Associate; Member of New York Bar since 2012	\$550	77.80	\$42,790.00
Gorman, Patrick R.	Associate; Member of England and Wales Bar since 2010	\$705	1.10	\$775.50
Grossman, Steven M.	Associate; Member of New York Bar since 2011	\$660	78.50	\$51,810.00
		\$700	406.90	\$284,830.00
Gruszczynski, Christopher R.	Associate; Member of New York Bar since 2009	\$775	450.80	\$349,370.00
		\$825	635.00	\$523,875.00
Hannah, Jonathon G.	Associate; Member of England and Wales Bar since 2006	\$870	0.20	\$174.00
Hardwick, Emma Louise	Associate; Member of England and Wales Bar since 2006	\$870	30.10	\$26,187.00
He, Yilei	Associate; Member of the New York Bar since 2012	\$550	14.60	\$8,030.00
		\$585	58.00	\$33,930.00
Heyden, Alison M.	Associate; Member of New York Bar since 2013	\$395	294.30	\$116,248.50
		\$445	641.30	\$285,378.50
Ho, Albert M.	Associate; Member of California Bar since 2012	\$395	0.80	\$316.00
		\$445	15.80	\$7,031.00
Hu, James	Associate; Member of New York Bar since 2013	\$395	148.40	\$58,618.00
		\$445	37.30	\$16,598.50
Hurd, Jeffrey S.	Associate; Member of Colorado Bar 2008; Member of New York Bar 2011	\$760	0.40	\$304.00
Jebb, Brian D.	Associate, Member of New York Bar since 2006	\$850	0.30	\$255.00
Katz, Noam B.	Associate; Member of New York Bar since 2009	\$760	14.60	\$11,096.00
		\$800	13.70	\$10,960.00
Kranzley, Alexa J.	Associate; Member of New York Bar since 2009	\$775	290.80	\$225,370.00
		\$825	484.50	\$399,712.50
		\$413	8.00	\$3,304.00
Kravitz, Alan D.	Associate; Member of New Jersey Bar 2009; Member of New York Bar 2010	\$760	27.60	\$20,976.00
		\$800	82.20	\$65,760.00
Le Personnic, Isabelle	Associate; Member of Paris Bar since 2007	\$775	9.50	\$7,362.50
		\$825	187.90	\$155,017.50

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Lee, Rosita H.Y.	Associate; Member of New York Bar since 2011	\$660	112.10	\$73,986.00
		\$700	7.80	\$5,460.00
Ma, Chiansan	Associate; Member of New York Bar since 2012	\$550	199.00	\$109,450.00
		\$585	292.50	\$171,112.50
McInnes, Jason J.	Associate; Member of Texas Bar since 2008	\$760	139.20	\$105,792.00
		\$800	466.00	\$372,800.00
Merle, Alexandre	Associate; Member of New York Bar since 2011; Member of Paris Bar since 2006	\$850	3.30	\$2,805.00
Monteiro, Guilherme O.	Associate; Member of Brazil Bar since 2007	\$290	0.30	\$87.00
Montgomery, Christopher D.	Associate; Member of New York Bar 2013	\$395	305.50	\$120,672.50
		\$445	548.20	\$243,949.00
Mortensen, Todd A.	Associate; Not Yet Admitted to Bar	\$395	128.00	\$50,560.00
		\$445	455.10	\$202,519.50
Naroz, Catherine	Associate; Member of Paris Bar since 2013	\$445	100.00	\$44,500.00
O'Flynn, Megan R.	Associate; Member of New York Bar 2013	\$445	27.90	\$12,415.50
Rafalska, Agnieszka A.	Associate; Not Yet Admitted to Bar	\$395	233.10	\$92,074.50
		\$445	328.70	\$146,271.50
Rohr, Jonathan G.	Associate; Member of New York Bar since 2010	\$760	0.30	\$228.00
Schneiderman, Mark U.	Associate; Member of New York Bar since 2006	\$400	10.00	\$4,000.00
		\$800	232.20	\$185,760.00
		\$850	373.20	\$317,220.00
		\$425	0.90	\$382.50
Selmouni, Kahina C.	Associate; Member of New York Bar 2013	\$395	97.40	\$38,473.00
		\$198	12.00	\$2,376.00
		\$445	251.00	\$111,695.00
Seraydarian, Tracey R.	Associate; Member of New York Bar since 2002	\$825	0.50	\$412.50
Shapiro, Jonathan L.	Associate; Member of New York Bar since 2007	\$775	7.20	\$5,580.00
		\$825	1.60	\$1,320.00
Sheffield, Kai D.	Associate; Member of New York Bar since 2013	\$395	101.10	\$39,934.50
		\$445	370.10	\$164,694.50
Sofen, Adam A.	Associate; Member of California Bar since 2006	\$800	2.20	\$1,760.00
		\$850	0.10	\$85.00



Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Stanton, Clea M.	Associate; Member of New York Bar since 2004	\$445	26.00	\$11,570.00
Suydam, Katie E.	Associate; Member of New York Bar 2013	\$395	404.30	\$159,698.50
		\$445	569.10	\$253,249.50
Toomey, Neil J.	Associate; Member of New York Bar since 2012	\$550	83.80	\$46,090.00
		\$585	118.30	\$69,205.50
Wang, Jane Y.	Associate; Member of New York Bar since 2011	\$660	78.90	\$52,074.00
		\$700	280.20	\$196,140.00
Wildt, John C.	Associate; Member of New York Bar since 2011	\$700	0.40	\$280.00
Yeh, Ping Chi Bobby	Associate; Member of New York Bar since 2011	\$550	22.60	\$12,430.00
Yevnin, Abigail M.	Associate; Member of Israeli Bar since 2007; Member of New York Bar since 2011	\$0	11.00	\$0.00
		\$760	203.60	\$154,736.00
		\$800	178.60	\$142,880.00
Zaluski, Oded	Associate; Member of New Jersey Bar since 2008	\$0	1.50	\$0.00
		\$775	378.30	\$293,182.50
		\$825	513.30	\$423,472.50
Zylberberg, David R.	Associate; Member of New York Bar since 2011	\$660	183.00	\$120,780.00
		\$700	359.80	\$251,860.00
<b>Associates Total</b>			18,554.90	\$11,905,907.90
<b>Lawyers Total</b>			24,455.50	\$17,973,558.40
<b>Non Legal Personnel:</b>				
Azogui, Lydie	Legal Assistant	\$290	0.30	\$87.00
Charbonnel, Elisa S.	Legal Assistant	\$255	2.00	\$510.00
		\$270	87.90	\$23,733.00
Chiles, Ryan M.	Legal Assistant	\$255	5.80	\$1,479.00
Chiu, Jeffrey H.	Legal Assistant	\$290	26.50	\$7,685.00
Coddington, Oliver	Legal Assistant	\$290	0.50	\$145.00
Doyle, Katherine B.	Legal Assistant	\$290	316.40	\$91,756.00
Ea, Choun F.	Legal Assistant	\$290	4.00	\$1,160.00
Farreaux, David A.	Legal Assistant	\$290	0.50	\$145.00
Garbow, Brian S.	Legal Assistant	\$290	18.50	\$5,365.00
Guo, Wei	Legal Assistant	\$290	9.70	\$2,813.00
Hannah, Jessica L.	Legal Assistant	\$290	4.90	\$1,421.00
Henry, Christine P.	Legal Assistant	\$0	11.50	\$0.00
		\$290	311.30	\$90,277.00
Hoo, Danielle M.	Legal Assistant	\$0	15.20	\$0.00

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
		\$255	164.50	\$41,947.50
		\$290	70.20	\$20,358.00
		\$270	155.30	\$41,931.00
Hood, Cameron G.	Legal Assistant	\$255	1.20	\$306.00
		\$270	0.60	\$162.00
Hough, Sandra S.	Legal Assistant	\$290	2.70	\$783.00
Irizarry, Nicole M.	Legal Assistant	\$290	1.00	\$290.00
Ji, Megan M.	Legal Assistant	\$255	18.90	\$4,819.50
		\$270	43.60	\$11,772.00
Kim, Daphne S.	Legal Assistant	\$0	15.00	\$0.00
		\$255	138.20	\$35,241.00
		\$270	257.60	\$69,552.00
Klapak, Jacqueline J.	Legal Assistant	\$290	13.30	\$3,857.00
LePore Jr., Alexander	Legal Assistant	\$270	4.10	\$1,107.00
Maeng, Jae-Young	Legal Assistant	\$255	8.00	\$2,040.00
		\$270	33.30	\$8,991.00
Reiser, Mary C.	Legal Assistant	\$255	167.40	\$42,687.00
		\$270	319.70	\$86,319.00
Viloria, Nestor A.	Legal Assistant	\$290	21.70	\$6,293.00
Zweber, Zara E.	Legal Assistant	\$0	13.40	\$0.00
		\$290	469.40	\$136,126.00
Baldwin, Kelsey A.	Legal Clerk	\$220	1.30	\$286.00
Basson, Damien	Legal Clerk	\$120	1.50	\$180.00
Caprio-Lopez, Melissa	Legal Clerk	\$130	0.50	\$65.00
Chassaing de Borredon, Astrid	Legal Clerk	\$120	7.00	\$840.00
Council, Kimberly N.	Librarian	\$290	6.60	\$1,914.00
Cueto Masschelein, Laurelie	Legal Clerk	\$110	1.00	\$110.00
		\$120	10.50	\$1,260.00
Demaret, Jean-Benoit	Legal Clerk	\$110	42.10	\$4,631.00
		\$120	78.20	\$9,384.00
Demina, Polina	Legal Clerk	\$220	10.10	\$2,222.00
Desir, Sadel J.	Legal Clerk	\$130	1.50	\$195.00
		\$140	2.50	\$350.00
Duffy, Richard S.	Legal Clerk	\$220	13.40	\$2,948.00
Gorman, Teresa A.	Librarian	\$290	5.00	\$1,450.00
Hall, John S.	Legal Analyst	\$290	36.30	\$10,527.00
James, Dave N.	Legal Clerk	\$140	1.00	\$140.00

Name of Professional Person	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate <sup>1</sup>	Total Billed Hours	Total Compensation
Jaw, Leslie	Legal Clerk	\$220	4.90	\$1,078.00
Kaplan, Jonathan W.	Legal Clerk	\$220	8.00	\$1,760.00
Kaseem, Kimberly Williams	Legal Librarian	\$290	2.40	\$696.00
Khalil, Hani Omar	Legal Analyst	\$290	75.20	\$21,808.00
Khwaja, Tariq	Legal Librarian	\$290	4.20	\$1,218.00
Knobel, Jeremy E.	Legal Clerk	\$220	3.10	\$682.00
Kwon, Sung-Hyuk	Legal Clerk	\$120	11.00	\$1,320.00
Le, Kelvin	Legal Clerk	\$220	7.20	\$1,584.00
Lozada, Marco A.	Legal Analyst	\$290	2.30	\$667.00
Mian, Ahmed A.	Legal Analyst	\$290	0.50	\$145.00
Mirochnik, Michael N.	Legal Clerk	\$220	3.00	\$660.00
Msika, Sacha	Legal Clerk	\$120	6.00	\$720.00
Nguyen, Bach-Yen T.	Senior Legal Assistant	\$290	23.20	\$6,728.00
Nolan, Brian J.	Legal Librarian	\$290	9.50	\$2,755.00
Noller, Denise J.	Legal Librarian	\$290	1.50	\$435.00
Normile, Michael R.	Manager of European Library Services	\$290	1.60	\$464.00
Pearson, Michael D.	Legal Librarian	\$290	7.90	\$2,291.00
Petit, Gregoire M.	Legal Librarian	\$290	2.60	\$754.00
Redmond, Lucy A.	Legal Librarian	\$290	2.60	\$754.00
Regis, Victoria	Legal Clerk	\$120	44.20	\$5,304.00
Rivera, Nestor I.	Legal Clerk	\$130	1.50	\$195.00
		\$140	41.50	\$5,810.00
Robinson, Kenneth W.	Senior Legal Clerk	\$290	30.80	\$8,932.00
Rosenbaum, Tyler T.	Legal Clerk	\$220	9.70	\$2,134.00
Sam, Mili	Legal Analyst	\$290	8.20	\$2,378.00
Seeger, Evelyn H.	Legal Librarian	\$290	7.10	\$2,059.00
Sheikh, Faisal M.	Legal Analyst	\$290	2.30	\$667.00
Smorzewski, Alexander L.	Legal Clerk	\$220	1.80	\$396.00
Stern, Dylan A.	Legal Clerk	\$220	1.70	\$374.00
Tafoya, Zachariah A.	Legal Clerk	\$220	6.30	\$1,386.00
Thonfeld, Ina C.	Legal Clerk	\$290	2.60	\$754.00
Timmons, Penny H.	Legal Librarian	\$290	0.70	\$203.00
Voizard, Marshall R.	Legal Librarian	\$290	9.00	\$2,610.00
Vu Thien, Chloe T.	Legal Clerk	\$120	5.50	\$660.00
Walther, Wayne M.	Legal Analyst	\$290	3.50	\$1,015.00
Wang, Kathy X.	Legal Clerk	\$220	8.00	\$1,760.00

<b>Name of Professional Person</b>	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Whalen, Sean S.	Legal Clerk	\$130	0.80	\$104.00
		\$140	2.60	\$364.00
Zhang, Florence	Legal Clerk	\$220	3.00	\$660.00
<b>Non Legal Personnel Total</b>			3,320.10	\$861,944.00
<b>Total Compensation</b>				<b>\$18,835,502.40</b>
<b>Total Hours</b>			<b>27,775.60</b>	
<b>Blended Rate for Attorneys</b>				<b>\$734.95</b>

Hearing Date: November 19, 2013 at 11:00 AM (EST)  
Objection Deadline: November 12, 2013 at 4:00 PM (EST)

Andrew G. Dietderich  
John J. Jerome  
Michael H. Torkin  
Judith R. Fiorini  
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Counsel to the Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 12-10202 (ALG)
Debtors.	)	(Jointly Administered)

**SUMMARY OF FINAL AND FIFTH INTERIM  
FEE APPLICATIONS OF SULLIVAN & CROMWELL LLP AS  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

<b>NAME OF APPLICANT:</b>	Sullivan & Cromwell LLP
<b>AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:</b>	Eastman Kodak Company and certain of its affiliates, as debtors and debtors-in-possession in these Chapter 11 cases
<b>DATE CASE FILED:</b>	January 19, 2012

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

<b>DATE OF RETENTION:</b>	Order entered February 28, 2012, <i>nunc pro tunc</i> to January 19, 2012
<b>FIFTH INTERIM COMPENSATION PERIOD:</b>	June 1, 2013 through and including August 23, 2013
<b>TOTAL COMPENSATION REQUESTED FOR FIFTH INTERIM PERIOD:</b>	\$10,112,970.00
<b>TOTAL EXPENSE REIMBURSEMENT REQUESTED FOR FIFTH INTERIM COMPENSATION PERIOD:</b>	\$122,943.09
<b>RETENTION PERIOD:</b>	January 19, 2012 through and including August 23, 2013
<b>TOTAL COMPENSATION REQUESTED FOR RETENTION PERIOD:</b>	\$62,780,115.65
<b>TOTAL EXPENSE REIMBURSEMENT REQUESTED FOR RETENTION PERIOD:</b>	\$762,421.17

This is a: \_\_\_interim X final application.

This is the final and fifth interim fee application filed by Sullivan & Cromwell LLP.

**FIFTH INTERIM COMPENSATION PERIOD JUNE 1, 2013 THROUGH AUGUST 23, 2013**

<b>Period Covered</b>	<b>Fees Requested</b>	<b>Fees Paid or To Be Paid</b>	<b>Holdback</b>	<b>Expenses Requested</b>	<b>Expenses Paid or To Be Paid</b>
June 1, 2013 through June 30, 2013	\$ 3,475,107.50	\$ 2,780,086.00	\$ 695,021.50	\$ 37,243.84	\$ 37,243.84
July 1, 2013 through July 31, 2013	\$ 3,555,287.50	\$ 2,844,230.00	\$ 711,057.50	\$ 44,536.59	\$ 44,536.59
August 1, 2013 through August 23, 2013	\$ 3,082,575.00	\$ 2,466,060.00	\$ 616,515.00	\$ 41,162.66	\$ 41,162.66
<b>TOTAL FOR FIFTH INTERIM PERIOD</b>	<b>\$ 10,112,970.00</b>	<b>\$ 8,090,376.00</b>	<b>\$ 2,022,594.00</b>	<b>\$ 122,943.09</b>	<b>\$ 122,943.09</b>

**RETENTION PERIOD JANUARY 19, 2012 THROUGH AUGUST 23, 2013**

<b>Period Covered</b>	<b>Fees Requested</b>	<b>Fees Paid</b>	<b>Holdback</b>	<b>Expenses Requested</b>	<b>Order Granting Compensation</b>	<b>Outstanding Amount to Be Paid</b>
First Interim Compensation Period January 19, 2012 through April 30, 2012	\$10,879,675.25	\$ 8,703,740.20	\$2,175,935.05	\$167,045.16	October 19, 2012 [Docket No. 2084] Amount Allowed: \$10,579,675.25	\$1,875,935.05
Second Interim Compensation Period May 1, 2012 through August 31, 2012	\$9,526,887.00	\$7,600,326.40	\$1,926,560.60	\$121,747.01	December 20, 2012 [Docket No. 2660] Amount Allowed: \$9,376,887.00	\$1,776,560.60
Third Interim Compensation Period September 1, 2012 through December 31, 2012	\$13,425,081.00	\$ 10,740,064.80	\$2,685,016.20	\$101,063.74	May 31, 2013 [Docket No. 3875] Amount Allowed: \$13,225,081.00	\$2,485,016.20

Period Covered	Fees Requested	Fees Paid	Holdback	Expenses Requested	Order Granting Compensation	Outstanding Amount to Be Paid
Fourth Interim Compensation Period January 1, 2013 through May 31, 2013	\$18,835,502.40	\$15,068,401.92	\$3,767,100.48	\$249,622.17 (paid)	Hearing on Fourth Interim Fee Application has been scheduled for November 19, 2013.	\$3,767,100.48
Fifth Interim Compensation Period June 1, 2013 through August 23, 2013	\$10,112,970.00	\$5,624,316.00	\$1,406,079.00	\$122,943.09 (\$81,780.43 paid)	Hearing is scheduled for November 19, 2013	\$4,529,816.66 (June/July Holdback plus unpaid fees and expenses for August 1-August 23,2013)
Retention Period January 19, 2012 through August 23, 2013	\$62,780,115.65	\$47,736,849.32	\$11,960,691.33	\$762,421.17	Hearing is scheduled for November 19, 2013	\$14,434,428.99 (Holdbacks plus unpaid fees and expenses for August 1-August 23, 2013)



**Attorney Hourly Rate and Compensation Chart<sup>2</sup>**

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
<b>Partners:</b>						
Adler, Arthur S.	Partner; Member of New York Bar since 1983	\$1,150	0.90	\$1,035.00	0.90	\$1,035.00
Andronikos, Nikolaos G.	Partner; Member of New York Bar since 1994	\$1,150	-0-	-0-	0.50	\$575.00
Beeney, Garrard R.	Partner; Member of New York Bar since 1980	\$990	-0-	-0-	1.40	\$1,386.00
		\$1,150	-0-	-0-	4.10	\$4,715.00
Bompoint, Dominique	Partner; Member of Paris Bar since 1989	\$990	-0-	-0-	46.50	\$46,035.00
		\$1,150	-0-	-0-	19.60	\$22,540.00
Bray, Garth W.	Partner; Member of New York Bar since 1994	\$1,150	-0-	-0-	0.90	\$1,035.00
Buckholz, Robert E.	Partner; Member of New York Bar since 1980	\$990	0.50	\$495.00	0.50	\$495.00
		\$1,150	0.50	\$575.00	0.50	\$575.00
Clark, Bruce E.	Partner; Member of New York Bar since 1971	\$990	-0-	-0-	0.90	\$891.00
Creamer Jr., Ronald E.	Partner; Member of New York Bar since 1992	\$990	0.30	\$297.00	0.30	\$297.00
de Boynes, Nicolas	Partner; Member of Paris Bar since 2000	\$1,140	-0-	-0-	10.50	\$11,970.00
DeSombre, Michael G.	Partner; Member of New York Bar since 1996.	\$1,150	-0-	-0-	0.50	\$575.00

<sup>2</sup> In many instances multiple fee rates appear for a single timekeeper. These multiple rates are a function of (a) the dual rate structure agreed to between the Debtors and S&C and incorporated in the Retention Order; (b) the use of half-rates for non-working travel; (c) changes in fee rates due to the normal matriculation of timekeepers; (d) the March 1, 2013 agreed to rate increase described in the Fourth Supplemental Declaration of Andrew G. Dietderich In accordance with the Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Attorneys for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 3532] and (e) those instances where no fee was charged for services performed.

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Dietderich, Andrew G.	Partner; Member of New York Bar since 1997	-0- \$495 \$990 \$1,150	-0- 0.80 349.00 48.90	-0- \$396.00 \$345,510.00 \$56,235.00	1.10 33.80 1,945.15 1,510.10	-0- \$16,731.00 \$1,912,383.00 \$1,736,615.00
Dowling, Charles T.	Partner; member of New York Bar since 1994	\$990	0.30	\$297.00	0.30	\$297.00
Ehrenberg, Stephen	Partner; Member of New York Bar since 2003	\$990 \$1,150	0.80 12.40	\$792.00 \$14,260.00	0.80 12.40	\$792.00 \$14,260.00
Evangelakos, John	Partner; Member of New York Bar since 1987	\$495 \$990 \$1,150	-0- -0- -0-	-0- -0- -0-	0.70 5.80 438.30	\$346.50 \$5,742.00 \$504,045.00
Fessel, Robin D.	Partner; Member of New York Bar since 1990	\$990 \$1,150	-0- -0-	-0- -0-	109.20 5.30	\$108,108.00 \$6,095.00
Frawley, Brian T.	Partner; Member of New York Bar since 1994	\$990	0.60	\$594.00	0.60	\$594.00
Galvis, Sergio J.	Partner; Member of New York Bar since 1984	\$990	-0-	-0-	0.10	\$99.00
Gilberg, David J.	Partner; Member of New York Bar since 1990	\$990	0.40	\$396.00	0.40	\$396.00
Gladin, Andrew R.	Partner; Member of New York Bar since 2001	\$990	-0-	-0-	0.20	\$198.00
Glueckstein, Brian D.	Partner; Member of New York Bar since 2004.	\$495 \$990 \$995	-0- 724.70 18.20	-0- \$717,453.00 \$18,109.00	5.30 4,358.30 43.30	\$2,623.50 \$4,311,747.00 \$43,083.50
Hardiman, John L.	Partner; Member of New York since 1983	\$990	-0-	-0-	0.50	\$495.00
Harms, David B.	Partner; Member of New York Bar since 1985	\$990 \$1,150	50.30 2.10	\$49,797.00 \$2,415.00	54.60 24.20	\$54,054.00 \$27,830.00
Hatano, Keiji	Partner; Member of Japan Bar since 2000	\$1,150	-0-	-0-	0.20	\$230.00
Holley, Steven L.	Partner; Member of New York Bar since 1984	\$990 \$1,150	4.70 -0-	\$4,653.00 -0-	640.70 86.20	\$634,293.00 \$99,130.00
Jacobson, Eli D.	Partner; Member of New York Bar since 1981	\$990 \$1,150	2.60 22.20	\$2,574.00 \$25,530.00	3.50 25.80	\$3,465.00 \$29,670.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Jones, Craig	Partner; Member of England and Wales Bar since 1996	\$990 \$1,150	-0- 0.30	-0- \$345.00	6.60 20.00	\$6,534.00 \$23,000.00
Kadel Jr., Eric J.	Partner; Member of Virginia Bar since 2000	\$1,150	-0-	-0-	1.10	\$1,265.00
Klapper, Richard H.	Partner; Member of New York Bar since 1981	\$990	-0-	-0-	1.50	\$1,485.00
Korb, Donald L.	Partner; Member of Ohio Bar since 1973	\$1,150	-0-	-0-	4.30	\$4,945.00
Korry, Alexandra D.	Partner; Member of New York Bar since 1988	\$1,150	-0-	-0-	15.70	\$18,055.00
Kotran, Stephen M.	Partner; Member of New York Bar since 1993	\$990 \$1,150	2.20 172.40	\$2,178.00 \$198,260.00	21.40 381.40	\$21,186.00 \$438,610.00
Lindauer, Erik D.	Partner; Member of New York Bar since 1982	\$990 \$1,150	-0- 0.80	-0- \$920.00	19.70 120.40	\$19,503.00 \$138,460.00
McGowan, Michael T.	Partner; Member of England and Wales Bar since 1989	\$990 \$1,150	-0- 24.30	-0- \$27,945.00	6.20 79.90	\$6,138.00 \$91,885.00
McKnight, S. Neal	Partner; Member of New York Bar since 1997	\$495 \$990 \$1,150	-0- 1.40 154.00	-0- \$1,386.00 \$177,100.00	3.00 24.90 1,024.70	\$1,485.00 \$23,364.00 \$1,178,405.00
Morphy, James C.	Partner; Member of New York Bar since 1980	\$990 \$1,150	-0- -0-	-0- -0-	0.30 17.50	\$297.00 \$20,125.00
Morrissey, Richard C.	Partner; Member of New York Bar since 1983	\$1,150	-0-	-0-	2.00	\$2,300.00
Mousavi, Nader A.	Partner; Member of California Bar since 1999	\$990 \$1,150	2.50 1.60	\$2,475.00 \$1,840.00	23.70 901.10	\$23,463.00 \$1,036,265.00
Nyatta, Inosi M.	Partner; Member of New York Bar since 2002	\$990 \$1,125 \$1,150 \$1,075	-0- -0- -0- -0-	-0- -0- -0- -0-	572.20 0.50 1.50 14.40	\$563,508.00 \$562.50 \$1,725.00 \$15,480.00
Payne, Sarah P.	Partner; Member of California Bar since 2001	\$1,125	-0-	-0-	12.70	\$14,287.50
Perry, Benjamin C.	Partner; Member of England and Wales Bar since 1999	\$1,150	-0-	-0-	8.00	\$9,200.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Pollack, Richard A.	Partner; Member of New York Bar since 1989	\$990	0.30	\$297.00	0.30	\$297.00
Reeder III, Robert W.	Partner; Member of New York Bar since 1985	\$990	0.60	\$594.00	0.60	\$594.00
		\$1,150	1.50	\$1,725.00	0.70	\$805.00
Rodriguez, Juan A.	Partner; Member of England and Wales Bar since 1990	\$990	0.30	\$297.00	0.60	\$594.00
		\$1,150	-0-	-0-	3.20	\$3,680.00
Rogers, Theodore O. Jr.	Partner; Member of New York Bar since 1980	\$990	-0-	-0-	0.80	\$792.00
Rosenberg, Mark F.	Partner; Member of New York Bar since 1981	\$990	12.40	\$12,276.00	84.30	\$83,457.00
Rowen, Andrew S.	Partner; Member of New York Bar since 1980	\$990	-0-	-0-	0.30	\$297.00
Schleyer, Glen T.	Partner; Member of New York Bar since 1999	\$990	-0-	-0-	0.10	\$99.00
Schwartz, Matthew A.	Partner; Member of New York Bar since 2004	\$990	-0-	-0-	9.80	\$9,702.00
Schwartz, Max J.	Partner; Member of New York Bar since 1975	\$990	-0-	-0-	3.00	\$2,970.00
Simmons, Rebecca J.	Partner; Member of New York Bar since 1992	\$990	-0-	-0-	0.70	\$693.00
Sinsheimer, Alan J.	Partner; Member of New York Bar since 1982	\$990	-0-	-0-	0.20	\$198.00
		\$1,150	-0-	-0-	0.70	\$805.00
Solomon, Andrew P.	Partner; Member of New York Bar since 1985	\$1,150	-0-	-0-	0.10	\$115.00
Spitzer, David C.	Partner; Member of New York Bar since 1996	\$1,150	-0-	-0-	1.90	\$2,185.00
Technau, Konstantin	Partner; Member of Frankfurt am Main, Germany Bar since 2002	\$1,150	-0-	-0-	2.60	\$2,990.00
Trevino, Marc R.	Partner; Member of New York Bar since 1995	\$495	3.50	\$1,732.50	16.00	\$7,920.00
		\$990	103.60	\$102,564.00	784.00	\$775,417.50
		\$1,150	1.10	\$1,265.00	12.60	\$14,490.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Tulchin, David B.	Partner; Member of New York Bar since 1974	\$990	-0-	-0-	0.80	\$792.00
Urowsky, Richard J.	Partner; Member of New York Bar since 1973	\$990	-0-	-0-	4.10	\$4,059.00
		\$1,150	-0-	-0-	3.00	\$3,450.00
Veeraraghavan, Krishna	Partner; Member of New York Bar since 2004	\$495	-0-	-0-	6.80	\$3,366.00
		\$990	-0-	-0-	43.70	\$43,263.00
		\$1,075	-0-	-0-	643.70	\$691,977.50
		\$1,125	-0-	-0-	71.50	\$80,437.50
		\$1,150	-0-	-0-	152.50	\$175,375.00
Wei, Chun	Partner; Member of New York Bar since 1990	\$990	-0-	-0-	0.80	\$792.00
		\$1,150	-0-	-0-	0.50	\$575.00
Wertheim, Frederick	Partner; Member of New York Bar since 1988	\$990	2.30	\$2,277.00	2.30	\$2,277.00
Wollman, Diana L.	Partner; Member of New York Bar since 1994	\$990	3.50	\$3,465.00	35.80	\$35,442.00
		\$1,150	2.90	\$3,335.00	320.40	\$368,460.00
Wong, Gwen	Partner; Member of NSW, Australia Bar since 2000	\$1,150	0.90	\$1,035.00	0.90	\$1,035.00
<b>Of Counsel:</b>						
Geldzahler, Janet Thiele	Of Counsel; Member of New York Bar since 1980	\$1,050	-0-	-0-	1.30	\$1,365.00
Graham Jr., Philip L.	Of Counsel; Member of New York Bar since 1971	\$495	-0-	-0-	4.00	\$1,980.00
		\$1,050	-0-	-0-	13.30	\$13,965.00
Howe, Richard R.	Of Counsel; Member of New York Bar since 1968	\$990	-0-	-0-	0.30	\$297.00
Jerome, John J.	Of Counsel; Member of New York Bar since 1962	-0-	-0-	-0-	26.30	-0-
		\$990	176.60	\$174,834.00	1,614.60	\$1,598,454.00
		\$1,050	-0-	-0-	63.50	\$66,675.00
		\$1,150	8.90	\$10,235.00	13.20	\$15,180.00
Vilanova, Richard	Of Counsel; Member of Paris Bar since 1979	\$1,150	11.80	\$13,570.00	120.00	\$138,000.00

	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed During Fifth Interim Compensation Period	Total Compensation During Fifth Interim Compensation Period	Total Billed Hours During Retention Period	Total Compensation During Retention Period
<b>Special Counsel:</b>						
Altman, Daniel Z.	Special Counsel; Member of New York Bar since 2006	\$850	-0-	-0-	765.20	\$650,420.00
		\$875	-0-	-0-	350.40	\$306,600.00
		\$990	58.10	\$57,519.00	58.50	\$57,915.00
		\$995	293.00	\$291,535.00	345.20	\$343,474.00
Anselmi, John J.	Special Counsel; Member of New York Bar since 2003	\$990	-0-	-0-	7.30	\$7,227.00
Brennan, Matthew J.	Special Counsel; Member of New Jersey Bar since 1986	\$495	-0-	-0-	16.90	\$8,365.50
		\$990	248.40	\$245,916.00	1,034.30	\$1,023,957.00
		\$995	9.00	\$8,955.00	52.00	\$51,740.00
Charon, Maria C.	Special Counsel; Member of New York Bar since 2003	\$850	-0-	-0-	12.50	\$10,625.00
		\$990	-0-	-0-	0.50	\$495.00
		\$995	-0-	-0-	119.70	\$119,101.50
Coccaro, Rebecca S.	Special Counsel; Member of New York Bar since 2000	\$990	5.20	\$5,148.00	7.50	\$7,425.00
Elliott, Stephen J.	Special Counsel; Member of New York Bar since 1996	\$990	1.10	\$1,089.00	111.80	\$110,682.00
Evans, Douglas H.	Special Counsel; Member of New Jersey Bar since 1975	\$990	-0-	-0-	0.30	\$297.00
Farris, William L.	Special Counsel; Member of New York since 1979	\$990	-0-	-0-	14.30	\$14,157.00
Fettman, Robert M.	Special Counsel; Member of New York Bar since 2006	\$990	-0-	-0-	7.20	\$7,128.00
Fiorini, Judith R.	Special Counsel; Member of New York Bar since 1998	-0-	3.90	-0-	68.20	-0-
		\$990	228.00	\$225,720.00	1,708.70	\$1,691,613.00
		\$995	69.10	\$68,754.50	93.90	\$93,430.50
Kahn, Richard A.	Special Counsel; Member of New York Bar since 1986	\$990	-0-	-0-	0.20	\$198.00
Passey, David J.	Special Counsel; Member of New York Bar since 2000	\$990	-0-	-0-	0.50	\$495.00
Patel, Henrik P.	Special Counsel; Member of New York Bar since 2002	\$995	0.20	\$199.00	25.90	\$25,770.50

	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed During Fifth Interim Compensation Period	Total Compensation During Fifth Interim Compensation Period	Total Billed Hours During Retention Period	Total Compensation During Retention Period
Queen, Eric H.	Special Counsel; Member of New York Bar since 1977	\$990	36.60	\$36,234.00	53.30	\$52,767.00
		\$995	-0-	-0-	31.60	\$31,442.00
Simon, Spencer F.	Special Counsel; Member of California Bar since 2000	\$495	5.00	\$2,475.00	5.00	\$2,475.00
		\$990	59.80	\$59,202.00	502.10	\$497,079.00
		\$995	175.30	\$174,423.50	544.40	\$541,678.00
Smith, Bradley P.	Special Counsel; Member of New York Bar since 1998	\$990	-0-	-0-	0.50	\$495.00
Torkin, Michael H.	Special Counsel; Member of New York Bar since 1999	\$495	8.00	\$3,960.00	48.00	\$23,760.00
		\$990	531.70	\$526,383.00	1,916.80	\$1,886,445.00
		\$1,050	31.90	\$33,495.00	1,034.20	\$1,085,910.00
<b>Partner and Counsel Total:</b>			3,694.20	\$3,724,371.50	25,483.95	\$25,921,635.50
<b>Associates:</b>						
Adams, Megan E.	Associate; Member of the North Carolina Bar since 2007	\$775	-0-	-0-	171.50	\$132,912.50
Adegoke, Deji O.	Associate; Member of England and Wales Bar since 2010	\$705	-0-	-0-	10.30	\$7,261.50
		\$745	9.80	\$7,301.00	22.80	\$16,986.00
Anaman, Amma A.	Associate; Member of the New York Bar since 2013	\$445	0.50	\$222.50	0.50	\$222.50
Ansari, Mehdi	Associate; Member of California Bar since 2009	\$760	-0-	-0-	31.70	\$24,092.00
		\$775	-0-	-0-	192.60	\$149,265.00
		\$825	-0-	-0-	47.70	\$39,352.50
Apostolopoulos, Alexander P.	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	148.50	\$58,657.50
		\$550	-0-	-0-	138.80	\$76,340.00
		\$585	83.70	\$48,964.50	102.00	\$59,670.00
Arbeit, Jeffrey S.	Associate; Member of New York Bar since 2009	\$700	-0-	-0-	0.20	\$140.00
Atieh, Jahad B.	Associate; Member of New Jersey Bar since 2010	\$550	-0-	-0-	18.10	\$9,955.00
Bachellerie, Pierre-Antoine	Associate; Member of Paris Bar since 2007	\$850	4.10	\$3485.00	76.30	\$64,855.00
		\$800	-0-	-0-	0.50	\$400.00
Barriere, Francois	Associate; Member of Paris Bar since 1996	\$825	-0-	-0-	2.50	\$2,062.50

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Bayar Eren, Semih	Associate; Member of Paris Bar since 2009	\$800	50.30	\$40,240.00	141.40	\$113,120.00
Berdou, Arnaud	Associate; Member of Paris Bar since 2013	\$395	-0-	-0-	137.00	\$54,115.00
		\$445	59.60	\$26,522.00	229.30	\$102,038.50
Bettuzzi, Mathilde	Associate; Member of Paris Bar since 2012	\$585	-0-	-0-	29.80	\$17,433.00
Billah, Mushfique S.	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	541.30	\$213,813.50
		\$550	-0-	-0-	26.90	\$14,795.00
		\$585	-0-	-0-	1.50	\$877.50
Biller, Daniel L.	Associate; Member of New York Bar since 2013	-0-	6.80	-0-	6.80	-0-
		\$445	402.80	\$179,246.00	570.50	\$253,872.50
Blaut, Ari B.	Associate; Member of New York Bar since 2008	\$425	-0-	-0-	6.00	\$2,550.00
		\$775	-0-	-0-	230.50	\$176,312.50
		\$800	-0-	-0-	433.90	\$347,120.00
		\$850	256.60	\$218,110.00	360.90	\$306,765.00
Brander, Saul	Associate; Member of New York Bar since 2003	\$850	-0-	-0-	6.70	\$5,695.00
		\$875	4.80	\$4,200.00	5.90	\$5,162.50
Braun, Jeannette E.	Associate; Member of New York Bar since 2012	-0-	3.00	-0-	3.00	-0-
		\$395	-0-	-0-	348.10	\$137,499.50
		\$550	-0-	-0-	127.30	\$70,015.00
		\$585	187.70	\$109,804.50	259.10	\$151,573.50
Brodsky, Dana E.	Associate; Member of New York Bar since 2013	\$445	-0-	-0-	1.50	\$667.50
Butler, Mimi T.	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	33.80	\$13,351.00
Campbell, Jeremy D.	Associate; Member of New York Bar since 2013	-0-	4.30	-0-	4.30	-0-
		\$395	-0-	-0-	234.00	\$92,430.00
		\$445	288.10	\$128,204.50	472.10	\$210,084.50
Campbell, Scott C.	Associate; Member of California Bar since 2010	\$660	-0-	-0-	35.70	\$23,562.00
Carrier, Rita M.	Associate; Member of District of Columbia Bar since 1984	\$775	-0-	-0-	71.70	\$55,567.50
		\$825	-0-	-0-	1.80	\$1,485.00



	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Chang, James	Associate; Member of the Massachusetts Bar since 2008	\$660	-0-	-0-	184.40	\$121,704.00
Chen, C. Michelle	Associate; Member of New York Bar 2013	\$445	-0-	-0-	0.50	\$222.50
Chivers, Jeffrey W.	Associate; Not Yet Admitted to Bar	-0- 445	1.40 121.30	-0- \$53,978.50	1.40 233.30	-0- \$103,818.50
Clark, Matthew L.	Associate; Member of the New York Bar since 2010	\$550	-0-	-0-	19.50	\$10,725.00
Clark, Randall J.	Associate; Member of the New York Bar since 2011	\$550	-0-	-0-	125.30	\$68,915.00
Clarke, Stephen H.	Associate; Member of New York Bar since 2011	\$550 \$660 \$700	-0- -0- 138.50	-0- -0- \$96,950.00	724.70 165.00 326.60	\$398,585.00 \$108,900.00 \$228,620.00
Coleman, Heather L.	Associate; Member of New Jersey Bar since 2007	-0- \$400 \$775 \$800 \$850	4.30 -0- -0- -0- 442.50	-0- -0- -0- -0- \$376,125.00	4.30 5.00 977.45 401.80 811.80	-0- \$2,000.00 \$757,523.75 \$321,440.00 \$690,030.00
Crofton, Scott B.	Associate; Member of New York Bar since 2006	\$413 \$800 \$825 \$875	-0- -0- -0- -0-	-0- -0- -0- -0-	7.30 272.50 421.60 376.80	\$3,014.90 \$218,000.00 \$347,820.00 \$329,700.00
Davenport, Brett D.	Associate; Member of New York Bar 2013	\$445	-0-	-0-	130.80	\$58,206.00
Delaisi, Marie-Aimée	Associate; Not Yet Admitted to Bar	\$445	3.10	\$1,379.50	105.20	\$46,814.00
DeMarco, Raffaele A.	Associate; Member of New York Bar since 2003	\$550 \$585	-0- 16.60	-0- \$9,711.00	134.20 43.40	\$73,810.00 \$25,389.00
Dublanc, Mathieu	Associate; Membership in Paris Bar Pending	\$395	-0-	-0-	7.60	\$3,002.00
Dumaine, Paul H.	Associate; Member of the New York Bar 2012	\$395 \$550	-0- -0-	-0- -0-	226.60 0.50	\$89,507.00 \$275.00
Dungan, Jesse O.P.	Associate; Member of the New York Bar 2011	\$800	5.70	\$4,560.00	5.70	\$4,560.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Edwards, Jane H.	Associate; Member of the New York Bar since 2010	\$660	-0-	-0-	161.40	\$106,524.00
Fitzgerald, Maureen A.	Associate; Member of the New York Bar since 2007	\$800	-0-	-0-	200.10	\$160,080.00
Gadwood, Jill C.	Associate; Member of New York Bar since 2010	-0- \$660 \$760 \$800	-0- -0- -0- 227.00	-0- -0- -0- \$181,600.00	1.50 1,008.80 781.80 687.10	-0- \$663,168.00 \$594,168.00 \$549,680.00
Gao, Qian Allison	Associate; Member of New York Bar since 2007	\$800 \$825	-0- -0-	-0- -0-	246.90 18.00	\$197,520.00 \$14,850.00
Geiger, Mark S.	Associate; Member of New York Bar 2013	-0- \$395 \$445	4.00 -0- 120.80	-0- -0- \$53,756.00	5.50 76.20 281.40	-0- \$30,099.00 \$125,223.00
Giuliani, Esterina	Associate; Member of New York Bar 2007	\$825	-0-	-0-	37.10	\$30,607.50
Glickman, Joshua D.	Associate; Member of New York Bar 2010	\$660	-0-	-0-	200.40	\$132,264.00
Godzeno, Robert M.	Associate; Member of Connecticut Bar since 2009	\$800	-0-	-0-	0.80	\$640.00
Goldin, David L.	Associate; Member of New York Bar since 2013	-0- \$395 \$445	3.20 -0- 278.10	-0- -0- \$123,754.50	3.20 271.20 761.20	-0- \$107,124.00 \$338,734.00
Gomez, Robert A.	Associate; Member of New York Bar since 2008	-0- \$760 \$775 \$825	4.60 -0- -0- 531.00	-0- -0- -0- \$438,075.00	6.40 687.50 424.30 1,017.00	-0- \$522,500.00 \$328,832.50 \$839,025.00
Goodman, Matthew B.	Associate; Member of New York Bar since 2012	\$395 \$550	-0- -0-	-0- -0-	224.60 474.10	\$88,717.00 \$260,755.00
Gorenstein, Michael R.	Associate; Member of New York Bar since 2012	\$550	-0-	-0-	77.80	\$42,790.00
Gorman, Patrick R.	Associate; Member of England and Wales Bar since 2010	\$705	-0-	-0-	9.40	\$6,627.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Grossman, Steven M.	Associate; Member of New York Bar since 2011	-0-\$550 -0-\$660 -0-\$700	1.50 -0- -0- 314.00	-0- -0- -0- \$219,800.00	1.50 396.30 266.50 718.90	-0- \$217,965.00 \$175,890.00 \$503,230.00
Gruszczynski, Christopher R.	Associate; Member of New York Bar since 2009	\$760 \$775 \$825	-0- -0- 15.50	-0- -0- \$12,787.50	432.90 950.90 650.50	\$329,004.00 \$736,947.50 \$536,662.50
Gupta, Abhinav	Associate; Member of New York Bar since 2012	-0-\$395 -0-\$550	-0- -0- -0-	-0- -0- -0-	25.40 14.00 3.00	-0- \$5,530.00 \$1,650.00
Guzior, Dustin F.	Associate; Member of the New York Bar since 2011	\$550 \$660 \$700	-0- -0- 2.50	-0- -0- \$1,750.00	475.20 48.40 2.50	\$261,360.00 \$31,944.00 \$1,750.00
Hannah, Jonathon G.	Associate; Member of England and Wales Bar since 2006	\$870	-0-	-0-	0.20	\$174.00
Hardwick, Emma Louise	Associate; Member of England and Wales Bar since 2006	\$805 \$870	-0- 18.80	-0- \$16,356.00	11.60 48.40	\$9,338.00 \$42,108.00
Harris, Adam S.	Associate; Member of the New York Bar since 2012	\$395	-0-	-0-	28.10	\$11,099.50
He, Yilei	Associate; Member of the New York Bar since 2012	\$550 \$585	-0- -0-	-0- -0-	43.40 58.00	\$23,870.00 \$33,930.00
Heyden, Alison M.	Associate; Member of New York Bar since 2013	-0-\$395 -0-\$445	3.20 -0- 653.70	-0- -0- \$290,896.50	3.20 329.20 1,278.60	-0- \$130,034.00 \$568,977.00
Ho, Albert M.	Associate; Member of California Bar since 2012	\$395 \$445	-0- -0-	-0- -0-	144.60 15.80	\$57,117.00 \$7,031.00
Hu, James	Associate; Member of New York Bar since 2013	\$395 \$445	-0- 177.60	-0- \$79,032.00	380.30 214.20	\$150,218.50 \$95,319.00
Hurd, Jeffrey S.	Associate; Member of Colorado Bar 2008	\$660 \$760	-0- -0-	-0- -0-	24.70 10.00	\$16,302.00 \$7,600.00
Iyer, Vijay S.	Associate, Member of New York Bar since 2008	\$775	-0-	-0-	96.80	\$75,020.00
Jasilli, Matthew H.	Associate; Member of the New York Bar since 2012	\$550	-0-	-0-	355.40	\$195,470.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Jebb, Brian D.	Associate, Member of New York Bar since 2006	\$850	-0-	-0-	3.50	\$2,975.00
Katz, Malcolm G.	Associate; Member of the New York Bar since 2008	\$775	-0-	-0-	416.60	\$322,865.00
Katz, Noam B.	Associate; Member of New York Bar since 2009	\$660	-0-	-0-	557.80	\$368,148.00
		\$760	-0-	-0-	161.50	\$122,740.00
		\$800	-0-	-0-	13.70	\$10,960.00
Keranen, Kristin L.	Associate; Member of the New York Bar since 2008	\$850	1.40	\$1,190.00	1.40	\$1,190.00
Kranzley, Alexa J.	Associate; Member of New York Bar since 2009	-0-	10.00	-0-	10.00	-0-
		\$413	-0-	-0-	8.00	\$3,304.00
		\$760	-0-	-0-	333.80	\$253,688.00
		\$775	-0-	-0-	820.20	\$635,655.00
		\$825	478.10	\$394,432.00	959.90	\$791,917.50
Kravitz, Alan D.	Associate; Member of New Jersey Bar 2009	\$760	-0-	-0-	35.50	\$26,980.00
		\$800	6.80	\$5,440.00	89.00	\$71,200.00
Le Personnic, Isabelle	Associate; Member of Paris Bar since 2007	\$775	-0-	-0-	9.50	\$7,362.50
		\$825	92.20	\$76,065.00	276.80	\$228,360.00
LeBlanc-Lapointe, Brigitte	Associate; Member of the New York Bar since 2009	\$760	-0-	-0-	3.50	\$2,660.00
Lee, Rosita H.Y.	Associate; Member of New York Bar since 2011	\$550	-0-	-0-	584.50	\$321,475.00
		\$660	-0-	-0-	389.40	\$257,004.00
		\$700	-0-	-0-	7.80	\$5,460.00
Li, James M.	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	20.10	\$7,939.50
Liu, Kung-Wei	Associate; Member of Taiwan Bar since 2002	\$790	-0-	-0-	1.50	\$1,185.00
Ma, Chiansan	Associate; Member of New York Bar since 2012	-0-	6.80	-0-	6.80	-0-
		\$395	-0-	-0-	439.40	\$173,563.00
		\$550	-0-	-0-	712.10	\$391,655.00
		\$585	740.80	\$433,368.00	1,023.20	\$598,572.00
Maxwell, Adrienne D.	Associate; Member of the New York Bar since 2011	\$550	-0-	-0-	53.40	\$29,370.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
McCombs, Theodore A.B.	Associate; Member of the New York Bar since 2009	\$760	-0-	-0-	88.40	\$67,184.00
McInnes, Jason J.	Associate; Member of Texas Bar since 2008	-0-	3.20	-0-	3.20	-0-
		\$660	-0-	-0-	413.20	\$272,712.00
		\$760	-0-	-0-	402.70	\$306,052.00
		\$800	24.90	\$19,920.00	490.90	\$392,720.00
McLendon, Aliya M.	Associate; Member of New York Bar since 2007	\$775	-0-	-0-	54.60	\$42,315.00
Merle, Alexandre	Associate; Member of New York Bar since 2011	\$850	-0-	-0-	3.30	\$2,805.00
Monteiro, Guilherme O.	Associate; Member of Brazil Bar since 2007	\$290	-0-	-0-	0.30	\$87.00
Montgomery, Christopher D.	Associate; Member of New York Bar since 2013	-0-	4.30	-0-	4.30	-0-
		\$395	-0-	-0-	601.70	\$237,671.50
		\$445	583.20	\$259,524.00	1,131.40	\$503,473.00
Mortensen, Todd A.	Associate; Member of New York Bar since 2013	-0-	7.30	-0-	22.30	-0-
		\$395	-0-	-0-	413.50	\$163,332.50
		\$445	436.10	\$194,064.50	890.20	\$396,139.00
Murison, Lisa A.	Associate; Member of New York Bar since 2005	\$850	-0-	-0-	4.00	\$3,400.00
Naroz, Catherine	Associate; Member of Paris Bar since 2013	\$445	4.00	\$1,780.00	104.00	\$46,280.00
O'Flynn, Megan R.	Associate; Member of New York Bar since 2013	\$445	-0-	-0-	27.90	\$12,415.50
O'Neill, Rita-Anne	Associate; Member of Massachusetts Bar since 2004	\$850	-0-	-0-	67.20	\$57,120.00
Ostrager, Ann-Elizabeth	Associate; Member of the New York Bar since 2011	\$660	-0-	-0-	57.40	\$37,884.00
Park, Brenden	Associate; Member of the New York Bar since 2011	\$445	-0-	-0-	5.60	\$2,492.00
Parker, Christine Trent	Associate; Member of the New York Bar since 2007	\$825	0.50	\$412.50	0.50	\$412.50

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Peterseil, Yakob M.	Associate; Member of the New York Bar since 2010	\$660	-0-	-0-	36.60	\$24,156.00
Pollock, Todd I.	Associate; Member of New York Bar since 2011	\$550	-0-	-0-	0.20	\$110.00
Pratt, Stephen R.	Associate; Member of New York Bar since 2011	\$550	-0-	-0-	13.30	\$7,315.00
Quinn, John	Associate; Member of New York Bar since 2011	\$550	-0-	-0-	2.10	\$1,155.00
Rafalska, Agnieszka A.	Associate; Membership to New York Bar pending.	-0- \$395 \$445	2.00 -0- 448.80	-0- -0- \$199,716.00	2.00 614.40 777.50	-0- \$242,688.00 \$345,987.50
Ratner, Scott	Associate; Member of New York Bar since 2012	\$395 \$550	-0- -0-	-0- -0-	99.20 0.80	\$39,184.00 \$440.00
Ravi, Aniruddh	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	255.90	\$101,080.50
Roberts, Stanley A.	Associate; Member of the New York Bar since 2007	\$825	-0-	-0-	420.40	\$346,830.00
Rohr, Jonathan G.	Associate; Member of New York Bar since 2010	\$660 \$760 \$800	-0- -0- 2.30	-0- -0- \$1,840.00	36.60 2.80 2.30	\$24,156.00 \$2,128.00 \$1,840.00
Salinger, Kevin	Associate; Member of the New York Bar since 2010	\$800	0.40	\$320.00	0.40	\$320.00
Schillerstrom, R. Connor	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	359.60	\$142,042.00
Schneiderman, Mark U.	Associate; Member of New York Bar since 2006	-0- \$400 \$425 \$800 \$850	6.80 -0- -0- -0- 153.90	-0- -0- -0- -0- \$130,815.00	6.80 17.00 0.90 1,131.45 527.10	-0- \$6,800.00 \$382.50 \$905,000.00 \$448,035.00
Schwartz, Brian S.	Associate; Member of the New York Bar since 2012	\$395	-0-	-0-	109.50	\$43,252.50
Schwartz, Scott W.	Associate; Member of New York Bar since 2010	\$660	-0-	-0-	20.70	\$13,662.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Scott, Damien G.	Associate; Member of the New York Bar since 2010	\$660	-0-	-0-	8.60	\$5,676.00
		\$760	-0-	-0-	3.50	\$2,660.00
Selmouni, Kahina C.	Associate; Member of New York Bar since 2013	-0-	4.50	-0-	4.50	-0-
		\$198	-0-	-0-	12.00	\$2,376.00
		\$395	-0-	-0-	356.80	\$140,936.00
		\$445	175.40	\$78,053.00	422.40	\$187,968.00
Seraydarian, Tracey R.	Associate; Member of New York Bar since 2002	\$825	12.30	\$10,147.50	12.00	\$9,900.00
Shapiro, Adina E.	Associate; Member of the Israel Bar since 2007	\$290	-0-	-0-	8.50	\$2,465.00
Shapiro, Jonathan L.	Associate; Member of New York Bar since 2007	\$760	-0-	-0-	97.80	\$74,328.00
		\$775	-0-	-0-	7.60	\$5,890.00
		\$825	3.50	\$2,887.50	5.10	\$4,207.50
Sheffield, Kai D.	Associate; Member of New York Bar since 2013	-0-	4.30	-0-	4.30	-0-
		\$395	-0-	-0-	349.40	\$138,013.00
		\$445	278.50	\$123,932.50	648.60	\$288,627.00
Simoes Tuca, Bruno M.	Associate; Member of the Brazil Bar since 2005	\$290	-0-	-0-	94.30	\$27,347.00
Sofen, Adam A.	Associate; Member of California Bar since 2006	\$775	-0-	-0-	86.40	\$66,960.00
		\$800	-0-	-0-	8.00	\$6,400.00
		\$850	4.20	\$3,570.00	4.30	\$3,655.00
Spahn, Thomas M.	Associate; Member of California Bar since 2011	\$395	-0-	-0-	13.70	\$5,411.50
Stanton, Clea M.	Associate; Member of New York Bar since 2004	\$445	-0-	-0-	26.00	\$11,570.00
Surapaneni, Pavan C.	Associate; Member of New York Bar since 2010	\$660	-0-	-0-	3.00	\$1,980.00
Suydam, Katie E.	Associate; Member of New York Bar since 2013	\$395	-0-	-0-	605.60	\$239,212.00
		\$445	-0-	-0-	569.10	\$253,249.50
Thomson, Andrew K.	Associate; Member of England and Wales Bar since 2004	\$875	0.10	\$87.50	0.10	\$87.50
Toomey, Neil J.	Associate; Member of New York Bar since 2012	\$395	-0-	-0-	340.00	\$134,300.00
		\$550	-0-	-0-	397.70	\$218,735.00
		\$585	-0-	-0-	118.30	\$69,205.50

	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed During Fifth Interim Compensation Period	Total Compensation During Fifth Interim Compensation Period	Total Billed Hours During Retention Period	Total Compensation During Retention Period
Tucker, Tiffany J.	Associate; Member of the New York Bar since 2010	\$660	-0-	-0-	34.20	\$22,572.00
Wang, Jane Y.	Associate; Member of New York Bar since 2011	-0-	3.80	-0-	3.80	-0-
		\$550	-0-	-0-	595.50	\$327,525.00
		\$660	-0-	-0-	249.00	\$164,340.00
		\$700	339.00	\$237,300.00	615.30	\$430,710.00
Wesley, Gregory S.	Associate; Member of the California Bar since 2005	\$850	-0-	-0-	25.10	\$21,335.00
Wildt, John C.	Associate; Member of New York Bar since 2011	\$550	-0-	-0-	0.50	\$275.00
		\$700	13.10	\$9,170.00	9.90	\$6,930.00
Yeh, Ping Chi Bobby	Associate; Member of New York Bar since 2011	\$395	-0-	-0-	84.00	\$33,180.00
		\$550	-0-	-0-	22.60	\$12,430.00
Yevnin, Abigail M.	Associate; Member of New York Bar since 2011	-0-	-0-	-0-	11.00	-0-
		\$760	-0-	-0-	339.60	\$258,096.00
		\$800	266.90	\$213,520.00	445.50	\$356,400.00
Zahn, Andrew S.	Associate; Member of New York Bar since 2012	\$585	61.80	\$36,153.00	61.80	\$36,153.00
Zaluski, Oded	Associate; Member of New Jersey Bar since 2008	-0-	4.30	-0-	5.80	-0-
		\$760	-0-	-0-	802.30	\$609,748.00
		\$775	-0-	-0-	836.90	\$648,597.50
		\$825	231.30	\$190,822.50	744.60	\$614,295.00
Zenkner, Carlo	Associate; Member of the England & Wales Bar since 2009	\$705	-0-	-0-	10.60	\$7,473.00
Zilberberg, Eduardo	Associate; Member of the Brazil Bar since 2005	\$660	-0-	-0-	1.20	\$792.00
Zylberberg, David R.	Associate; Member of New York Bar since 2011	-0-	5.50	-0-	5.50	-0-
		\$550	-0-	-0-	1,024.00	\$563,200.00
		\$660	-0-	-0-	818.00	\$539,880.00
		\$700	519.90	\$363,930.00	879.70	\$615,790.00
<b>Associates Total:</b>			9,393.20	\$5,715,272.50	53,981.30	\$33,660,230.65
<b>Lawyers Total:</b>			13,087.40	\$9,439,644.00	79,465.25	\$59,581,866.15
<b>Non-Legal Personnel:</b>						
Angiulo, Thomas P.	Legal Assistant	\$290	-0-	-0-	39.30	\$11,397.00



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Atherton-Brown, Dianne M.	Legal Assistant	\$140	2.00	\$280.00	2.00	\$280.00
Azogui, Lydie	Legal Assistant	\$290	3.00	\$870.00	4.10	\$1,189.00
Castelli, Shari A.	Legal Assistant	\$290	-0-	-0-	4.00	\$1,160.00
Charbonnel, Elisa S.	Legal Assistant	\$210	-0-	-0-	1.00	\$210.00
		\$255	-0-	-0-	4.80	\$1,224.00
		\$270	41.10	\$11,097.00	129.00	\$34,830.00
		\$290	166.90	\$48,401.00	166.90	\$48,401.00
Chiles, Ryan M.	Legal Assistant	\$255	-0-	-0-	5.80	\$1,479.00
Chiu, Jeffrey H.	Legal Assistant	\$290	19.30	\$5,597.00	52.80	\$15,312.00
Coddington, Oliver	Legal Assistant	\$290	0.70	\$203.00	1.20	\$348.00
Cuddy, William V.	Legal Assistant	\$255	-0-	-0-	2.60	\$663.00
Doyle, Katherine B.	Legal Assistant	\$290	168.90	\$48,981.00	1,028.50	\$298,265.00
Ea, Choun F.	Legal Assistant	\$290	6.00	\$1,740.00	19.50	\$5,655.00
Farreaux, David A.	Legal Assistant	\$290	1.50	\$435.00	2.00	\$580.00
Fowler, Annabel E. G.	Legal Assistant	\$210	-0-	-0-	11.00	\$2,310.00
		\$255	-0-	-0-	0.50	\$127.50
Garbow, Brian S.	Legal Assistant	\$255	-0-	-0-	3.50	\$892.50
		\$290	1.00	\$290.00	21.50	\$6,235.00
Gentile, Ronald J.	Legal Assistant	\$290	-0-	-0-	2.80	\$812.00
Gosewehr, Kaitlyn	Legal Assistant	\$255	-0-	-0-	1.80	\$459.00
Guo, Wei	Legal Assistant	\$290	2.90	\$841.00	15.40	\$4,466.00
Hannah, Jessica L.	Legal Assistant	\$290	0.50	\$145.00	10.90	\$3,161.00
Henry, Christine P.	Legal Assistant	-0-	-0-	-0-	26.40	-0-
		\$255	-0-	-0-	256.50	\$65,407.50
		\$290	39.20	\$11,368.00	516.90	\$149,901.00
Hoo, Danielle M.	Legal Assistant	-0-	-0-	-0-	38.90	-0-
		\$255	-0-	-0-	346.50	\$88,357.50
		\$210	-0-	-0-	572.20	\$120,162.00
		\$270	-0-	-0-	155.30	\$41,931.00
		\$290	76.50	\$22,185.00	146.70	\$42,543.00
Hood, Cameron G.	Legal Assistant	\$255	-0-	-0-	1.20	\$306.00
		\$270	-0-	-0-	0.60	\$162.00
Hough, Sandra S.	Legal Assistant	\$255	-0-	-0-	102.10	\$26,035.50
		\$290	-0-	-0-	5.20	\$1,508.00
Howard, Ben	Legal Assistant	\$290	6.00	\$1,740.00	6.00	\$1,740.00
Irizarry, Nicole M.	Legal Assistant	\$290	2.50	\$725.00	8.50	\$2,465.00

	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed During Fifth Interim Compensation Period	Total Compensation During Fifth Interim Compensation Period	Total Billed Hours During Retention Period	Total Compensation During Retention Period		
Ji, Megan M.	Legal Assistant	\$210	-0-	-0-	56.50	\$11,865.00		
		\$255	-0-	-0-	27.70	\$7,063.50		
		\$270	1.10	\$297.00	44.70	\$12,069.00		
		\$290	12.80	\$3,712.00	7.30	\$2,117.00		
Kim, Daphne S.	Legal Assistant	-0-	-0-	-0-	33.90	-0-		
		\$210	-0-	-0-	296.40	\$62,244.00		
		\$255	-0-	-0-	299.10	\$76,270.50		
		\$270	79.00	\$21,330.00	336.60	\$90,882.00		
		\$290	243.60	\$70,644.00	243.60	\$70,644.00		
		Klapak, Jacqueline J.	Legal Assistant	\$290	7.60	\$2,204.00	25.70	\$7,453.00
		Kobb, Jordan A.	Legal Assistant	\$290	-0-	-0-	37.70	\$10,933.00
		LePore Jr., Alexander	Legal Assistant	\$270	-0-	-0-	4.10	\$1,107.00
\$210	-0-			-0-	1.80	\$378.00		
Liebolt, Cristina W.	Legal Assistant	\$290	-0-	-0-	442.90	\$128,441.00		
Maeng, Jae-Young	Legal Assistant	\$210	-0-	-0-	1.00	\$210.00		
		\$255	-0-	-0-	8.00	\$2,040.00		
		\$270	-0-	-0-	33.30	\$8,991.00		
		\$290	2.30	\$667.00	2.30	\$667.00		
Nguyen, Bach-Yen T.	Legal Assistant	\$290	2.60	\$754.00	141.00	\$40,890.00		
O'Connell, John M.	Legal Assistant	\$220	6.00	\$1,320.00	6.00	\$1,320.00		
Park, David J.	Legal Assistant	\$290	1.30	\$377.00	1.30	\$377.00		
Reiser, Mary C.	Legal Assistant	\$210	-0-	-0-	396.00	\$83,160.00		
		\$255	-0-	-0-	296.20	\$75,531.00		
		\$270	114.20	\$30,834.00	433.90	\$117,153.00		
		\$290	231.40	\$67,106.00	231.40	\$67,106.00		
Robinson, Kenneth W.	Legal Assistant	\$290	8.50	\$2,465.00	41.60	\$12,064.00		
Rosenthal, Nina E.	Legal Assistant	\$290	-0-	-0-	8.80	\$2,552.00		
Saltzman, David C.	Legal Assistant	\$210	-0-	-0-	8.00	\$1,680.00		
Smith-George, Jamie R.	Legal Assistant	\$290	-0-	-0-	28.10	\$8,149.00		
Song, Anna H.	Legal Assistant	\$255	-0-	-0-	561.20	\$143,106.00		
Su, Daniel	Legal Assistant	\$255	-0-	-0-	4.00	\$1,020.00		
Stern, Barbara S.	Legal Assistant	\$290.00	-0-	-0-	45.50	\$13,159.00		
Thomas, Kevin D.	Legal Assistant	\$210	-0-	-0-	8.00	\$1,680.00		
Viloria, Nestor A.	Legal Assistant	\$290	14.00	\$4,060.00	52.20	\$15,138.00		
Wolgammott, Kensington A.	Legal Assistant	\$290	-0-	-0-	0.80	\$232.00		
Yoshida, Kumiko	Legal Assistant	\$290	3.00	\$870.00	1.00	\$290.00		
Zweber, Zara E.	Legal Assistant	-0-	-0-	-0-	16.10	-0-		
		\$290	325.10	\$94,279.00	1,836.90	\$532,701.00		
Anthony, Rolisa C.	Legal Clerk	\$210	-0-	-0-	15.50	\$3,255.00		
Arena, Scott T.	Legal Analyst	\$290	-0-	-0-	3.00	\$870.00		

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Arogundade, Faridat A.	Legal Clerk	\$210	-0-	-0-	28.40	\$5,964.00
Baldwin, Kelsey A.	Legal Clerk	\$220	82.80	\$18,216.00	84.10	\$18,502.00
Basson, Damien	Legal Clerk	\$120	-0-	-0-	1.50	\$180.00
Bohlen, Avis A.	Legal Clerk	\$210	-0-	-0-	40.20	\$8,442.00
Brest, Philip A.	Legal Clerk	\$210	-0-	-0-	30.40	\$6,384.00
Camu, Sindy	Legal Clerk	\$120	22.00	\$2,640.00	22.00	\$2,640.00
Caprio-Lopez, Melissa	Legal Clerk	\$130	-0-	-0-	5.50	\$715.00
		\$140	1.80	\$252.00	1.80	\$252.00
Cazalet, Julie	Legal Clerk	\$110	-0-	-0-	149.30	\$16,423.00
Chassaing de Borredon, Astrid	Legal Clerk	\$120	-0-	-0-	7.00	\$840.00
Choe, Y. Angela	Legal Clerk	\$220	4.80	\$1,056.00	4.80	\$1,056.00
Council, Kimberly N.	Librarian	\$290	4.00	\$1,160.00	38.70	\$11,223.00
Counts, Lindsey V.	Legal Clerk	\$210	-0-	-0-	3.30	\$693.00
Cueto Masschelein, Laurelie	Legal Clerk	\$110	-0-	-0-	1.00	\$110.00
		\$120	-0-	-0-	10.50	\$1,260.00
Danzig, Matthew L.	Legal Clerk	\$210	-0-	-0-	40.10	\$8,421.00
Davis, Makeia K.	Legal Clerk	\$290	-0-	-0-	1.50	\$435.00
Demaret, Jean-Benoit	Legal Clerk	\$110	-0-	-0-	42.10	\$4,631.00
		\$120	4.00	\$480.00	82.20	\$9,864.00
Demina, Polina	Legal Clerk	\$220	34.00	\$7,480.00	44.10	\$9,702.00
Desir, Sadel J.	Legal Clerk	\$130	-0-	-0-	6.50	\$845.00
		\$140	1.50	\$210.00	4.00	\$560.00
Desrosiers, Ralph	Legal Clerk	\$210	-0-	-0-	1.00	\$210.00
Drapekin, Joshua M.	Legal Clerk	\$220	12.70	\$2,794.00	12.70	\$2,794.00
Duffy, Richard S.	Legal Clerk	\$220	44.90	\$9,878.00	58.30	\$12,826.00
Fleming, Benjamin I.	Legal Clerk	\$210	-0-	-0-	1.80	\$378.00
Flowers, Sarah C.	Legal Clerk	\$220	13.80	\$3,036.00	13.80	\$3,036.00
		\$210	-0-	-0-	13.30	\$2,793.00
Foushee, Hampton	Legal Clerk	\$220	26.70	\$5,874.00	26.70	\$5,874.00
Friedman, Elizabeth H.	Legal Clerk	\$220	11.80	\$2,596.00	11.80	\$2,596.00
Fujisaka, Scotti D.	Legal Clerk	\$290	-0-	-0-	0.70	\$203.00
Gai, Tian	Legal Clerk	\$220	18.00	\$3,960.00	18.00	\$3,960.00
Gorman, Teresa A.	Legal Librarian	\$290	6.10	\$1,769.00	44.60	\$12,934.00
Guynn, Stephen M.	Legal Clerk	\$220	14.80	\$3,256.00	14.80	\$3,256.00
Ha, Alice Y.N.	Legal Clerk	\$220	22.60	\$4,972.00	22.60	\$4,972.00
Hall, John S.	Legal Analyst	\$290	12.30	\$3,567.00	142.80	\$41,412.00
Hazaz, Nicole M.	Legal Clerk	\$290	3.10	\$899.00	3.10	\$899.00
Hubble, Paul E.	Legal Clerk	\$210	-0-	-0-	5.70	\$1,197.00
James, Dave N.	Legal Clerk	\$130	-0-	-0-	0.50	\$65.00
		\$140	-0-	-0-	1.00	\$140.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
James-Little, Keir V.	Legal Clerk	\$110	-0-	-0-	1.00	\$110.00
Jarrett, Julia E.	Legal Clerk	\$210	-0-	-0-	28.10	\$5,901.00
Jaw, Leslie	Legal Clerk	\$220	53.10	\$11,682.00	58.00	\$12,760.00
Josephs, Adam M.	Legal Clerk	\$220	15.70	\$3,454.00	15.70	\$3,454.00
Kahl, Allison N.	Legal Clerk	\$220	29.90	\$6,578.00	29.90	\$6,578.00
Kaplan, Jonathan W.	Legal Clerk	\$220	26.50	\$5,830.00	34.50	\$7,590.00
Kaseem, Kimberly Williams	Legal Librarian	\$290	3.90	\$1,131.00	18.20	\$5,278.00
Khalil, Hani Omar	Legal Analyst	\$290	-0-	-0-	75.20	\$21,808.00
Khawaja, Tariq	Legal Librarian	-0-	-0-	-0-	0.20	-0-
		\$290	5.70	\$1,653.00	35.60	\$10,324.00
King, Bradley S.	Legal Clerk	\$220	23.40	\$5,148.00	23.40	\$5,148.00
Knobel, Jeremy E.	Legal Clerk	\$220	1.10	\$242.00	4.20	\$924.00
Kordic, Alma	Legal Clerk	\$290	1.60	\$464.00	1.60	\$464.00
Kvandal, Jeffrey M.	Legal Clerk	\$290	7.80	\$2,262.00	7.80	\$2,262.00
Kwon, Sung-Hyuk	Legal Clerk	\$120	-0-	-0-	11.00	\$1,320.00
Lam, Connie Y.	Legal Clerk	\$210	-0-	-0-	40.00	\$8,400.00
Lampariello, Alla P.	Legal Clerk	\$290	-0-	-0-	3.30	\$957.00
Laskin, Aria S.K.	Legal Clerk	\$220	5.00	\$1,100.00	5.00	\$1,100.00
Le, Kelvin	Legal Clerk	\$220	41.80	\$9,196.00	49.00	\$10,780.00
Lee, Christian C.	Legal Clerk	\$290	-0-	-0-	9.20	\$2,668.00
Lerer, Tamar Y.	Legal Clerk	\$210	-0-	-0-	24.20	\$5,082.00
Limbeck, Kerri-Ann	Legal Clerk	\$210	-0-	-0-	15.80	\$3,318.00
Lopez, Nathaniel S.	Legal Clerk	\$290	-0-	-0-	15.50	\$4,495.00
Lorme, Daniel R.	Legal Clerk	\$220	8.20	\$1,804.00	8.20	\$1,804.00
Lott, Jonathan D.	Legal Clerk	\$220	10.90	\$2,398.00	10.90	\$2,398.00
Lozada, Marco A.	Legal Analyst	\$290	-0-	-0-	2.30	\$667.00
Lynch, Sheila A.	Legal Clerk	\$290	0.30	\$87.00	0.30	\$87.00
Ma, Mark	Legal Clerk	\$220	10.00	\$2,200.00	10.00	\$2,200.00
Maggipinto, Nicholas J.	Legal Clerk	\$290	-0-	-0-	59.40	\$17,226.00
Markarian, Zachary G.	Legal Clerk	\$210	-0-	-0-	4.50	\$945.00
Martinez-Sardinha, Ruth P.	Legal Analyst	\$290	-0-	-0-	14.20	\$4,118.00
McManis, Jason S.	Legal Clerk	\$210	-0-	-0-	7.90	\$1,659.00
Meade, Jason E.	Legal Clerk	\$220	27.80	\$6,116.00	27.80	\$6,116.00
Metz, Alexander J.F.	Legal Clerk	\$220	8.70	\$1,914.00	8.70	\$1,914.00
Mian, Ahmed A.	Legal Analyst	\$290	1.00	\$290.00	2.30	\$667.00
Michne, Jeffrey L.	Legal Clerk	\$290	-0-	-0-	0.70	\$203.00
Mirochnik, Michael N.	Legal Clerk	\$220	-0-	-0-	3.00	\$660.00
Mizerak, John F.	Legal Clerk	\$220	3.80	\$836.00	3.80	\$836.00
Msika, Sacha	Legal Clerk	\$120	-0-	-0-	6.00	\$720.00

	<b>Position of the Applicant and Year and Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed During Fifth Interim Compensation Period</b>	<b>Total Compensation During Fifth Interim Compensation Period</b>	<b>Total Billed Hours During Retention Period</b>	<b>Total Compensation During Retention Period</b>
Murray, Jonathan E.	Legal Clerk	\$210	-0-	-0-	75.90	\$15,939.00
Newman, Eric M.	Legal Clerk	\$290	-0-	-0-	10.50	\$3,045.00
Nolan, Brian J.	Legal Librarian	\$290	4.60	\$1,334.00	48.20	\$13,978.00
Noller, Denise J.	Legal Librarian	\$290	0.70	\$203.00	8.50	\$2,465.00
Normile, Michael R.	Legal Librarian	\$290	-0-	-0-	5.80	\$1,682.00
Pearson, Michael D.	Legal Librarian	\$290	12.60	\$3,654.00	50.10	\$14,529.00
Petit, Gregoire M.	Legal Librarian	\$290	0.30	\$87.00	7.70	\$2,233.00
Pickel Jr., James C.	Legal Clerk	\$210	-0-	-0-	118.20	\$24,822.00
Quigley, Robert J.	Legal Clerk	\$220	12.40	\$2,728.00	12.40	\$2,728.00
Redmond, Lucy A.	Legal Librarian	-0-	-0-	-0-	0.30	-0-
		\$290	1.30	\$377.00	32.60	\$9,454.00
Regis, Victoria	Legal Clerk	\$120	70.80	\$8,496.00	115.00	\$13,800.00
Rivera, Nestor I.	Legal Clerk	\$130	-0-	-0-	28.60	\$3,718.00
		\$140	1.40	\$196.00	42.90	\$6,006.00
Rodriguez, Ismael	Legal Clerk	\$290	0.50	\$145.00	5.20	\$1,508.00
Ros, Cristina M.	Legal Clerk	\$210	-0-	-0-	5.30	\$1,113.00
Rosenbaum, Tyler T.	Legal Clerk	\$220	5.00	\$1,100.00	14.70	\$3,234.00
Sam, Erick J.	Legal Clerk	\$220	48.90	\$10,758.00	48.90	\$10,758.00
Sam, Mili	Legal Analyst	\$290	-0-	-0-	8.20	\$2,378.00
Sarro, Douglas A.	Legal Clerk	\$210	-0-	-0-	9.30	\$1,953.00
Sauer, Jordan F.	Legal Clerk	-0-	3.90	-0-	3.90	-0-
		\$220	52.10	\$11,462.00	52.10	\$11,462.00
Saunders, Samuel E.	Legal Clerk	\$220	8.40	\$1,848.00	8.40	\$1,848.00
Seeger, Evelyn H.	Legal Librarian	\$290	5.80	\$1,682.00	49.10	\$14,239.00
Sheikh, Faisal M.	Legal Analyst	\$290	3.00	\$870.00	26.10	\$7,569.00
Shen, Chenjing	Legal Clerk	\$210	-0-	-0-	5.00	\$1,050.00
Shosfy, Lauren M.	Legal Clerk	\$210	-0-	-0-	16.00	\$3,360.00
Smorzewski, Alexander L.	Legal Clerk	\$220	4.00	\$880.00	5.80	\$1,276.00
Stern, Barbara S.	Legal Assistant	\$290	45.50	\$13,195.00	45.50	\$13,195.00
Stern, Dylan A.	Legal Clerk	\$220	24.10	\$5,302.00	25.80	\$5,676.00
Tafoya, Zachariah A.	Legal Clerk	\$220	3.00	\$660.00	9.30	\$2,046.00
Talpas, Charles A.	Legal Clerk	\$210	-0-	-0-	13.60	\$2,856.00
Thonfeld, Ina C.	Legal Clerk	\$290	-0-	-0-	2.60	\$754.00
Timmons, Penny H.	Legal Librarian	\$290	2.90	\$841.00	12.70	\$3,683.00
Toure-Farah, Isabelle	Legal Clerk	120	8.30	\$996.00	8.30	\$996.00
Tzipori, Yael R.	Legal Clerk	\$220	22.80	\$5,016.00	22.80	\$5,016.00
Voizard, Marshall R.	Legal Librarian	\$290	8.70	\$2,523.00	64.60	\$18,734.00
Vu Thien, Chloe T.	Legal Clerk	\$120	-0-	-0-	5.50	\$660.00
Walewski, Paul	Legal Clerk	\$290	-0-	-0-	6.50	\$1,885.00

	Position of the Applicant and Year and Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed During Fifth Interim Compensation Period	Total Compensation During Fifth Interim Compensation Period	Total Billed Hours During Retention Period	Total Compensation During Retention Period
Walther, Wayne M.	Legal Analyst	\$290	3.80	\$1,102.00	7.30	\$2,117.00
Wang, Kathy X.	Legal Clerk	\$220	7.80	\$1,716.00	15.80	\$3,476.00
Whalen, Sean S.	Legal Clerk	\$130	-0-	-0-	2.40	\$312.00
		\$140	0.20	\$28.00	2.80	\$392.00
White, Benjamin D.	Legal Clerk	\$210	-0-	-0-	4.60	\$966.00
Yamoah, Aba S.	Legal Clerk	\$210	-0-	-0-	11.80	\$2,478.00
Yim, Eileen Y. L.	Legal Clerk	\$290	1.00	\$290.00	1.00	\$290.00
Yu, Rachel	Legal Clerk	\$220	1.20	\$264.00	1.20	\$264.00
Zhang, Florence	Legal Clerk	\$220	5.80	\$1,276.00	8.80	\$1,936.00
<b>Non-Legal Personnel Total:</b>			2,589.20	\$217,509.00	12,521.20	\$619,632.00
<b>Total Compensation</b>				<b>\$10,112,970.00</b>		<b>\$62,781,171.65</b>
<b>Total Hours</b>			<b>15,676.60</b>		<b>91,986.45</b>	
<b>Blended Rate for Attorneys During Fifth Interim Compensation Period</b>		<b>\$721.28</b>				
<b>Blended Rate for Attorneys During Retention Period</b>		<b>\$749.79</b>				

# **EXHIBIT H**



KeyCite Red Flag - Severe Negative Treatment

Amended and Superseded by [Stop & Shop Supermarket Co. v. Vornado Realty Trust](#), N.Y.Sup., November 21, 2012

2012 WL 5877645 (N.Y.Sup.) (Trial Order)

Supreme Court, New York.

New York County

THE STOP & SHOP SUPERMARKET COMPANY, Plaintiff,

v.

VORNADO REALTY TRUST, Bensalem Holding Company LP, Bordentown VF LLC, Cherry Hill VF LLC, East Brunswick VF LLC, Hackensack VF LLC, Jersey City VF LLC, Manalapan VF LLC, Middletown VF LLC, Philadelphia Holding Company LP, Pike Holding Company LP, Two Guys-Mass., LLC, Turnerville VF LLC, Union VF LLC, and Woodbridge VF LLC, Defendants;

Vornado Realty Trust, Counterclaim-Plaintiff,

v.

The Stop & Shop Supermarket Company, Counterclaim-Defendant.

No. 105819/2003.

November 9, 2012.

**Special Referee Decision & Judgment**

Appearances.

For Plaintiff-Respondent, The Stop & Shop Company, White & Case LLP, [Glenn M. Kurtz](#), Esq., [Douglas F. Baumstein](#), Esq., 1155 Avenue of Americas, New York, NY 10036.

For Defendant-Movant, Vornado Realty Trust, Sullivan & Cromwell LLP, [David B. Tulchin](#), Esq., [Andrew E. Gelfand](#), Esq., 125 Broad Street, New York, NY 10004.

[Louis Crespo](#), Judge.

\*1 PART 85R

INDEX NO. NOV 09 2012

MOTION DATE \_\_\_\_\_

MOTION SEQ. NO. \_\_\_\_\_

[illegible text]for \_\_\_\_\_

[illegible text]\_\_\_\_\_

No(s)\_\_\_\_\_

Answering Affidavits -- Exhibits  
\_\_\_\_\_

No(s)\_\_\_\_\_

Replying Affidavits  
\_\_\_\_\_

No(s)\_\_\_\_\_



Upon the foregoing papers, it is ordered that this motion is

MATTER IS RESOLVED IN ACCORDANCE WITH THE ANNEXED DECISION/REPORT.

Dated: NOV 09 2012

<<signature>>

LOUIS CRESPO, J.S.C.

By decision and order by the Hon., Bernard Fried, dated November 4, 2011, the issue of reasonable attorneys' fees and costs to be awarded to defendant-movant Vornado Realty Trust ("VRT") against plaintiff-respondent The Stop & Shop Company ("S & S") was referred to the Special Referee to hear and determine.

This matter was initially set for a hearing on January 26, 2012, but adjourned. The matter was referred to the Special Referee on February 27, 2012, but adjourned to March 7, at which time it commenced. The hearing continued and was completed on May 10, 2012. The two-day transcript of the hearing was ordered. Designations are noted at "T1" and "T2" followed by page number. In addition, exhibits marked in evidence are noted herein.<sup>1</sup> The attorneys for the parties filed their legal memos of law on Friday, July 27, 2012 and the matter marked for report on Monday, July 30, 2012.

Upon review of the testimony and documents marked in evidence as well as consideration of the parties' legal arguments, the following constitutes the findings and conclusions and Judgment of the Court.

## ***FINDINGS OF FACT***

### ***General Background***

1. This action was commenced on or about March 27, 2003 (Dec., & Ord., 11/04/11, p 3), but within a week or two successfully removed by defendant to federal court (*discussed, infra [FINDINGS OF FACT, ¶ 6]*). The dispute centered on VRT's claim that it had the contract right to demand performance and obligate S&S to abide by certain terms and obligations under a master agreement and guaranty (Dx A). After, what appears to be a tortuous trail of seven (7) years of litigation, a non-jury trial before Justice Bernard Friend (Ret.,) took place on November 8 through 10, and 15 through 19, 2010, followed by submission of papers. Closing arguments were held on March 10, 2011. The parties submitted, among other things, their respective proposed findings of fact and conclusions of law.

\*2 2. On or about November 11, 2011, Justice Fried issued a decision and judgment (Dec., & Ord., entered, 11/11/11; *see also, Stop & Shop Supermarket Co. v Vornado Realty Trust*, 33 Misc3d 1219 [A] [Sup Ct NY 2011]; [2011 WL 5386290](#)), granting relief to the defendant VRT and awarded it attorneys' fees and costs. The issue of such fees was referred to the Special Referee to hear and determine.

3. The decision, running more than sixty-six pages, reveals complex issues addressed by the Court and that the result achieved required analysis of various factual issues as well as legal arguments raised by the parties (*id.*, p 1-66). There was extensive discovery pressed by the plaintiff (*discussed, infra*) coupled with various conferences with the Court relating to discovery as well as substantive motion practice (*discussed, infra*). Moreover, the material disputed facts required an

eight (8) day trial, with testimony by seventeen (17) witness, followed by submission of papers (*discussed, infra*). This was not a typical “run of the mill” disposition.

4. Although the trial of the material disputed issues took place in New York County Supreme Court, the subject litigation came about in 2002, some two years after December 2000, when plaintiff's predecessor (Bradlees) filed a bankruptcy petition in the Bankruptcy Court of the Southern District of New York<sup>2</sup> (*discussed, infra*). The federal litigation and motion practice that flowed from the bankruptcy was commenced by plaintiff and/or predecessor/affiliate. On or about February 6, 2002, the Bankruptcy Court issued a decision favorable to S&S as to the issue of allocation of rents among nineteen [19] store leases.

5. The litigation then made its way to the U.S. District Court of the Southern District of New York and upon VRT's motion, on or about February 13, 2003, the District Court modified the February 6, 2003-Order.

6. While further litigation continued in the federal court, plaintiff S&S commenced this contract/declaratory action/proceeding in March 2003 in New York County Supreme Court, with the filing of the instant complaint. However, on or about April 9, 2003, VRT removed this action to the federal court (*see*, County Clerk file [Notice of Filing of Notice of Removal, 04/10/03]) on the ground that subject matter jurisdiction (bankruptcy) was placed in the Bankruptcy Court.

\*3 7. After further litigation and motion practice, in or about January 2005, the District Court (Judge Baer) ceded jurisdiction as to the issues of the master agreement and guaranty to the New York courts. Litigation in this court followed (*see, Vornado Realty Trust v Stop & Shop Supermarket Cos., Inc. (In re Bradlees, Inc.)*, 2005 WL 106794 [SD NY, Jan 19, 2005, 04-Civ-5500, Baer, J.] [remanding case where “[d]espite a lot of dressing up, this is in essence, ... a contract dispute that is only tangentially related to the [debtor's] bankruptcy case”]).

8. Over the course of the 2005-Year, the parties engaged in summary judgment motion practice before Justice Fried. Both sides moved for summary relief.<sup>3</sup> In December 2005, Justice Fried denied the respective motions (*see*, County Clerk file, Dec., & Ord., 12/09/05; *see also, Stop & Shop Supermarket Co. v Vornado Realty Trust*, 10 Misc3d 1062 [A] [Sup Ct NY 2005]; 2005 WL 3487832 [S&S and affiliates/assignees brought action seeking declaration that rental increases were frozen to allocated leases and that landlord (VRT) could not reallocate them to other leases. VRT filed counterclaim seeking recovery of entire amount of rental increases. Justice Fried denied the motions on the ground of material disputed facts]).

9. The parties continued to litigate. They appealed the December 9, 2005-Decision and Order. In December 2006, the Appellate Division, First Department affirmed Justice Fried (*see, Stop & Shop Supermarket Co. v Vornado Realty Trust*, 35 AD3d 241 [1<sup>st</sup> Dept 2006] [Appellate Division affirming Justice Fried's denial of summary judgment, finding genuine issue of material fact as to whether the freezing of rent increases was attributable to actions taken by VRT, rather than plaintiff's bankruptcy proceeding thereby precluded summary judgment in action by S&S as assignee, who sought declaration that rental increases were frozen to allocated leases and VRT could not reallocate them to other leases]).

10. Thus, the parties found themselves in trial-preparation mode and further litigation, discovery, preparation, conferences, etc., followed, and as reflected in the record “time is money” (*discussed, infra*).

11. The parties were in litigation mode from January 2005 to the date of the non-jury trial before Justice Fried in November 2010 and up through March 2011, when closing arguments took place, followed by submission of post-trial papers. After years of litigation a final disposition was rendered on November 4, 2011, when Justice Fried found for the defendant and awarded it, among other things, reasonable attorneys' fees and costs relating to the litigation and severed the issue for a reference before the Special Referee to hear and determine.

\*4 12. On December 16, 2011, the Money Judgment was entered in favor of VRT and against S&S, consisting of: (1) \$39,504,970.14 for unpaid rent increases; (2) \$17,090,924.24 in interest; and \$1,075.00 for costs. The Money Judgment totaled \$56,596,969.38, and statutory interest of 9% (County Clerk file, Money Judgment, 12/16/11).

13. The salient facts that gave rise to the litigation are amplified in several decisions and/or orders of the federal and state courts, rather than repeat them, they are incorporated by reference (*but see, Stop & Shop Supermarket Co. v Vornado Realty Trust, supra* 10 Misc3d 1062 [A], *aff'd*, 35 AD3d 241; *see also, Vornado Realty Trust v Stop & Shop Supermarket Cos., Inc. (In re Bradlees, Inc.) supra*, 2005 WL 106794 [S&S's motion for abstention and remand was granted in part and denied in part and the matter (master agreement and guaranty) remanded to the New York County Supreme Court]; *In re Bradlees Stores, Inc.*, 311 BR 29 [Bkrtcy NY Dist 2004] [Lifland, J., held, regardless if the court were not required to abstain from hearing state law dispute between nondebtors regarding responsibilities of guarantor of leasehold obligations of Chapter 11 debtor whose case had closed, court would exercise its discretion to abstain; it denied VRT's motion for an interpretation (the "Interpretation Motion") of the court's order, dated February 6, 2002, as modified by the District Court's order, dated February 13, 2002; and granted S&S's cross motion for an order of abstention, arguing the dispute between non-debtors concerned state law issue of contract construction]).<sup>4</sup>

***Testimony by Robinson Lacy, Esq.,***

14. Robinson Lacy, Esq., ("Lacy") a partner of the law firm of Sullivan & Cromwell testified on behalf of VRT. Lacy, a graduate of Harvard Law School, was admitted to the New York Bar in 1977. He clerked for Judge Milton Pollack, U.S. District Court Judge of the Southern District. Lacy also clerked for Chief Justice Warren Burger of the U.S. Supreme Court. In 1979, he joins the law firm as an associate. He has practiced at the same law firm for the last thirty-three (33) years. His concentration is bankruptcy litigation. Lacy, clearly credentialed and experienced in litigation, testified to material aspects of the litigation in issue as well as his familiarity with VRT as a long term client of the law firm and the reputation of Sullivan and Cromwell in the legal community (T1, 7-10).

\*5 15. Lacy was the partner in charge of the litigation in both federal and state courts at the commencement of litigation and up to 2009, when he concluded he would be a trial witness in this action rather than the trial attorney. Thus, attorney David B. Tulchin, Esq., ("Tulchin") took on the lead role at Sullivan and Cromwell in 2009. For a short time, that is, 2009 to 2010, Lacy and Tulchin divided litigation responsibilities (management of the case). Once the matter was ready for trial, Lacy ceased doing litigation work and prepared to take on the role of witness (T1, 10-11).<sup>5</sup>

16. Initially, Lacy was responsible for the preparation of legal billings (T1, 11). There is no special fee agreement with the attorney and plaintiff. Lacy confirmed that Sullivan & Cromwell does not use hourly billing rates. Rather, the law firm determines the fee by applying what is generally known as a "lodestar" calculation of fees, which are amplified in quarterly, monthly or other dated billings (Dx B [Sullivan & Cromwell Billing Policies]; T1, 15-16).

17. It appears that Sullivan & Cromwell does not bill clients on an hourly rate basis but rather on the "value of the services rendered to the client" (Dx B). The law firm invoiced the plaintiff in accordance with its billing policies (Dx B), with the bill providing a short description of the service and in general terms of the work performed. Lacy summarized the factors used in determining the billing as, among others, the: (1) contribution made, amounts involved; (2) novelty, complexity and difficulty of the questions; (3) skill required; (4) extraordinary efforts to meet time constraints; (5) time and labor required and experience; and (6) fees customarily charged by similar firms for similar services (T1, 16-18).

18. Lacy confirmed that the litigation in issue arose after Bradlee's 2000-bankruptcy filing and VRT decision to reallocate rental payments on certain leases in late 2002, "which was the thing that triggered the litigation" (T1, 9). He recalled plaintiff's attorney informing him by letter in the Fall 2002 that S&S objected to the reallocation and what followed was the filing by plaintiff the instant complaint (*id.*).

19. Lacy provided a general summary of the litigation that commenced in this Court in 2003, but noted to the parallel federal litigation in both the bankruptcy and district courts before Judges McKenna, Lifland and Baer involving the same parties (T1, 18-24).

20. The federal action was referred to mediation in or about 2004 (before Mediator John Jerome), but was not successful. In the interim, Judge Lifland granted the motion to abstain (*discussed, supra*). Lacy reiterated the limited litigation that then took place before Judge Baer, who subsequently confirmed Judge Lifland's order and then remanded the issues of the master agreement and guaranty back to the state courts in 2005 (*discussed, supra*; T1, 24-26).

\*6 21. He confirmed the summary judgment practice in 2005 before Justice Fried, recalling a large submission and Justice Fried's comment on the size of the submission. As noted above, Justice Fried denied the parties' respective motions for summary relief; Lacy noted the appellate process that followed from such denial, the Appellate Division's affirming the decision and the discovery that followed (T1, 25-26; *discussed, supra*).

22. Lacy noted very little discovery predated the motion practice and, thus, the parties engaged in the long process of discovery from 2006 through 2009. He testified to the disputes, conferences, correspondences, motion practice, etc., between the parties and with the Court. Lacy testified that the major discovery dispute at or about commencement was the scope of discovery, particular, premised on S&S's claim that it needed discovery from VRT to defend against VRT's counterclaims. The plaintiff was successful in obtaining leave from Justice Fried to expand the discovery beyond the merits of plaintiff's complaint to include potential defenses against defendant's counterclaims. Lacy amplified the plaintiff's position that it had a "mitigation defense" with regard to any potential money damages claimed by VRT, such as, the claim that defendant engaged in conduct during the Bradlee's bankruptcy that interfered in S&S inability to find an assignee to take over certain leases; thereby causing S&S to pay rents that could have been secured by assignees as well as the claim that VRT caused S&S to pay more rents because of its acts (T1, 26-28).

23. He also noted the discovery involved plaintiff's claim of a reduction or offset against any monetary award to VRT based on "favorable economics" that benefitted the defendant when new tenants took over stores that Bradlees vacated when it rejected certain leases. Lacy testified this involved a claw back of a history of documents, such as, leases and the like. He noted a third contention pressed by S&S was its discovery request for documents to support the claim that VRT did not act promptly or reasonably as it could have in placing new tenants in stores vacated by Bradlees (T1, 28-29).

24. The consequence of allowing for this discovery was described by Lacy as massive production of documents, and many more documents produce with respect to plaintiff's claim defense then documents based on the merits of plaintiff's complaint or direct claims. Lacy testified the majority of document productions, disputes, correspondences, conferences, motion practice, depositions, expert retentions, and the like were tied to plaintiff's mitigation claims. Lacy noted there was no equivalent onus on the plaintiff with respect to discovery, that is, S&S did not have to produce the equivalent concerning "mitigation [that] was all discovery that [VRT] had to produce" (T1, 29-30).

25. Lacy noted that more than nineteen (19) factual witnesses were deposed, the bulk (about twelve [12]) were plaintiff's witnesses. The depositions took place between 2008 and 2009. They were followed by five (5) expert deposition between the parties (T1, 31-35).

\*7 26. Three (3) of the depositions centered on negotiations over the master agreement and guaranty, of which one was of S&S's general counsel (Mandell<sup>6</sup>); the second of VRT's chief financial officer (Macnow); and the third of VRT's leasing person (Rowan<sup>7</sup>). Lacy testified some of the depositions centered on plaintiff's allegation of interference by VRT. The other depositions related to the complaint (Matjucha; Mathrani<sup>8</sup>; Birnbaum<sup>9</sup>; Lauria<sup>10</sup>; Ostrowsky; Zeigler; Zucker<sup>11</sup>, etc.) as well as other nonparty or party witnesses (Lyons; Lehmann; Hippler<sup>12</sup>; Picareillo). Lacy testified

the deposition of Mandell and Lauria were exclusively related to VRT's counter claims, whereas the balance of the other depositions related to plaintiff's claims/defenses in the litigation. Expert depositions centered on plaintiff's mitigation claims (T1, 35-40).

27. The experts' depositions were contentious. The Court granted plaintiff's application to preclude the deposition of Prof., Barry Adler (retained by defendant) relating to bankruptcy law and the master agreement and guaranty, but a report by Prof., Adler, generated in response to a report by plaintiff's expert, one Michael Miller, was not precluded by the Court. Depositions of plaintiff experts, Michael Miller and Paula Konikoff<sup>13</sup> as well as defendant's expert, Marchitelli, went forward and reports generated as well as the report of one Melanie Cygamourski, in reply to Miller's expert report (T1, 40-42).

28. Lacy testified the depositions for each witness took up most of the day and they were followed by further discovery demands and interrogatories, letters, conferences, etc., through part of 2010 (T1, 42-43).

29. In or about 2010, plaintiff moved to amend its complaint to include additional damages of about \$10 million. Lacy understood at that time that the claim was premised on plaintiff's mitigation allegations. VRT opposed the same because it would complicate the trial and make it longer. Justice Fried denied plaintiff's motion to amend without prejudice to move to conform the pleadings to the proof at the conclusion of a trial. VRT understood at that time that the ruling required it to prepare its case as if the plaintiff's motion to amend had been granted (T1, 43-44).

30. Before the trial, motions-in-limine followed, with VRT moving to preclude expert witnesses Miller and Konikoff on grounds of reliability and in turn, plaintiff's similar motion to preclude introduction of any evidence of Bradlee's attorneys' action in the second Bradlees bankruptcy as well as evidence of expenses allegedly incurred by VRT in finding new tenants for certain stores (T1, 44-45).

\*8 31. Lacy testified to the time it took to prepare for the trial, which took place in November 2010. He noted to the conferences with the court and plaintiff's attorneys on proposed exhibit lists as well as resolving objections; submission of direct testimony on paper per Commercial Part Rules, interviewing witnesses and preparing them for cross examination as well as pre-trial memoranda. Finally, time and expense for preparing trial exhibits and designating deposition testimony - as required by Justice Fried (T1, 45-47).<sup>14</sup>

32. The trial before Justice Fried lasted about eight days, followed months later by submission of papers and then another court appearance to make closing arguments in March 2011. This was followed by post-trial submission of papers. Lacy noted S&S called ten (10) witnesses on its case and VRT called about seven (7)<sup>15</sup>; there were more than 400 exhibits and 2,000 pages of trial transcript. Lacy also testified at the trial, which was handled by Tulchin. His testimony centered on liability. Two other attorneys testified at the hearing on behalf of VRT (Shenker<sup>16</sup>; Mandell) (T1, 47-50).

33. In November 2011, Justice Fried issued his decision finding in favor of VRT and awarded it, among other things, attorneys' fees (Dx C [Dec. & Ord., 11/07/11]). Lacy testified the defendant obtained the result it sought in this action against the plaintiff (T1, 51-52).

34. Two judgments were entered, the Money Judgment with interest and a Declaratory Judgment, entered December 16, 2011 (*discussed, supra*; Dx D and Dx E), the latter is with respect to the parties' prospective rights under the subject master agreement and guaranty (T1, 52-55).

35. Lacy noted the Court awarded defendant more than \$56 million, subject to 9% statutory interest until paid. In addition, under the Declaratory Judgment the defendant was entitled to prospective rental increases in accordance with the terms of the master agreement and guaranty, dependent on renewal options of the two remaining store leases

(Marlton and Broomal), due to expire in or about 2021. Lacy testified the future rents (not discounted to present value) would exceed \$54 million (T1, 55-59, 65-66).

36. Lacy testified that a third quarter report of S&S's parent company, Ahold, pulled directly from an online website reveals a reference to a \$124 million reserve that he understood to cover the cost of the judgment and S&S's prospective obligations should the renewal options under the master agreement and guaranty be triggered (T1, 66-70).<sup>17</sup>

\*9 37. Lacy identified Sullivan & Cromwell's legal bills (Dx G) covering the period of January 2003 to end of December 2011 in the subject litigation. The invoices consist of twenty (20) billings, all prepared by Lacy in accordance with the law firm's billing policies (Dx A). The consist of long entries without segmented time allocations. As testified earlier, no strict hourly rate was billed. Lacy reiterated the lodestar method was used in generating the twenty billings (T1, 70-75).<sup>18</sup>

38. He testified the issues presented were novel, *e.g.*, master agreement and guaranty, and that it was a complex case, parallel with the bankruptcy litigation, coupled with the obligations under the master agreement and guaranty. In addition, there was the issue of mitigation, its application to the master agreement and guaranty, and the application of New Jersey law that governed the master agreement and guaranty (Dx A, p 8) with respect to commercial landlords and mitigation (T, 75-76).

39. Lacy also testified the litigation was contentious and plaintiff's attorneys advocating zealously for S&S required attention and time (T1, 76-77).

40. Lacy identified time entries generated during the litigation period (Dx H), which he reviewed in generating the billings (Dx G). These time entries are not segmented by time and task; they are really "block billings" (*discussed, infra*). Lacy noted the time entries contained more information than the billings sent to VRT. He summarized the total fees and expenses on the twenty billings, noting they totaled about \$14,452,000 in legal fees and about \$414,038.99 in expenses (T1, 77-81).

41. Lacy also summarized the hours billed by attorneys and legal staff of the law firm. The hours are detailed in the time entries (Dx H). He testified the time entries were inputted in the ordinary course of business by attorneys and legal staff at or about the time the work was recorded, which he noted was on a daily basis (T1, 81-82).

42. The information that is inputted by the attorneys and staff is collected and stored by the law firm's billing department. Lacy testified this was the law firm's billing system and the information is accessible from the billing department, that is, can be extrapolated from the billing system. He noted the total hours reflected for the work in this litigation ending December 2011 was 22,344 hours (over a nine-year period) (T1, 82-83).

\*10 43. The law firm also assigns a plan rate for each time keeper (attorney or legal staff billing on the case), and that the plan rate is applied to all client matters, not only VRT (Dx I).<sup>19</sup> The plan rates simply assign a multiple for each time keeper, that is, an hourly rate (T1, 83-87). One can access the total hours by category of time keeper for each of the twenty bills (T1, 82-83).

44. The plan rates are changed time to time by Sullivan & Cromwell. Lacy testified that the law firm generally follows the market rates of other law firms and use publically available information of such hourly rates billed by other law firms to adjust the plan rates (T 1, 87-88).

45. He noted that the hourly rates in issue range as high as \$1,290 an hour, particularly the hourly rates that both Tulchin and he billed on this matter. He testified such hourly rates of other law firms are also reflected in publically filed Bankruptcy Court fee filings.<sup>20</sup>

46. Lacy also testified to specific attorneys who billed in this litigation from his law firm other than Tulchin and himself (Dx I) and identified from the billings, such as, special counsel Farris, partner Shenker; and an associate Michael Cheah, who formed the core group of attorneys in the litigation (Shenker negotiated the master agreement and guaranty). He testified to his qualifications as well as the other attorneys, but noted their credentials were accessible directly from the law firm's web site (Dx O) (T1, 94-97).

47. Lacy also testified about the expenses paid/incurred in the litigation, such as, expert fees, deposition transcripts, postage, copying, legal research, etc., as reflected on the billings and time entries (Dx G and Dx H), which are further amplified in the law firm's disbursement memos (Dx M). The expenses were more than \$400,000 (*discussed, supra*; T1, 97-99).

48. Lacy provided a summary of fees and expenses billed to VRT (Dx Q) that he testified directly relate to the litigation. The total legal fees and expenses are \$15,249,387.13 as of December 31, 2011, but that addition fees and expenses have been billed since December 31, 2011 and for which VRT will be seeking to recover from S&S (T1, 99-101).

49. Being a large law firm, Sullivan & Cromwell did not have to turn down work to take on the representation (Dx O) (T1, 102).

50. Lacy testified the issues of mitigation and commercial nature of the master agreement and guaranty made the litigation complex because New Jersey law (governed the subject agreement) was unsettled as to mitigation of commercial leases (T1, 103-104).

\*11 51. The fact that there were attorneys of his law firm with skills and expertise in this area did not mean that Sullivan and Cromwell should give VRT a discount on its rates (T1, 104).<sup>21</sup>

52. Lacy testified plaintiff's mitigation theory was extraordinarily difficult to make sense of, and - given S&S's attorneys were asserting them in good faith, required Lacy and the other attorneys to spend a great deal of study researching the claims pressed by S&S, *e.g.*, researching the effect of related contracts on another for a period of years. Lacy testified there was little New Jersey case law in commercial lease litigation, although there was a twenty-year history to mine from; he noted research revealed about dozen cases (T1, 104-107).

53. Lacy testified he does not believe the plaintiff should have asserted some of the mitigation claims asserted, but defendant did not move for summary relief on the mitigation issues interposed by S&S (T1, 107-108).

54. Lacy noted the litigation effort by VRT to move venue from New Jersey to New York because of lack of diversity was voluntarily conceded by the plaintiff after VRT moved on motion; Lacy could not recall whether he contacted S&S's attorney beforehand to attempt to get S&S to consent, rather than move on motion. The New Jersey action was voluntarily dismissed on April 4, 2003 (T1, 110-112).

55. Defendant had the action removed to New York federal court on the ground that it was a bankruptcy matter over which the federal court had jurisdiction under (28 USC § 1334 [a]). Defendant requested assignment to Judge McKenna of the U.S. District Court of the Southern District of New York, who had familiarity from prior litigation. However, Judge McKenna declined and the matter was assigned to Judge Baer. On April 10, 2003, VRT made a motion in the Bankruptcy Court to "interpret" the original bankruptcy order of February 6, 2003. At the same time, VRT filed a motion to withdraw the former motion on the ground it would be more efficient to have the District Court rule on the motion in the first instance. Thereafter, VRT also filed a motion for summary judgment (T1, 114-115).

56. In response, S&S moved before the District Court (Judge Baer) to have it abstain from hearing the motions and to remand the case to the New York courts. S&S also crossed moved for summary judgment. Thereafter, S&S consented to VRT's motion to withdraw, but on June 25, 2003, Judge Baer denied the motion to withdraw (Px 10), thus, the motion to interpret would remain with Judge Lifland. Judge Baer held in abeyance the parties' summary judgment motions as well as S&S's motion to remand to the New York courts (T1, 115-117).<sup>22</sup>

\*12 57. Judge Lifland decided the motion to abstain in favor of S&S; his Honor would not entertain VRT's motion to interpret. In short, by granting S&S's motion, VRT's motion to interpret was moot (T1, 117-120; Px 11, p 12 ["For all reasons set forth above, Vornado's interpret motion is declined"]).<sup>23</sup>

58. VRT sought reconsideration of Judge Lifland's decision before Judge Baer, which was denied (Px 12). Judge Baer criticized VRT's position as an "attempt to manufacture bankruptcy jurisdiction in a case that was once properly before the New York State Supreme Court" and that S&S "argue[d] persuasively [VRT's] forum shopping should not be rewarded" (T1, 120-126).<sup>24</sup>

59. Nevertheless, Judge Baer noted VRT's motion practice made some sense, and although "excessive- had a semblance of logic" (T1, 125; Px 12, p 10).<sup>25</sup>

60. Judge Baer followed with his decision granting S&S's motion to remand the litigation to the New York courts (Px 13). VRT's filed a motion to rehear the same, which was opposed by S&S. Judge Baer denied the motion to rehear (Px 14; Dx H [Tab 3 [02/02/051), noting VRT's motion was "for the most part sound and fury signifying nothing" (T1, 126-129).

61. The mediation in federal court spanned more than nine (9) months during 2007, but it too was unsuccessful, although Lacy testified the defendant was close to settling the case (T1, 129).

62. VRT seeks to recover fees and expenses in connection with the above motion practice and mediation in the federal courts, though aware the federal courts characterization of defendant's motion practice. The federal court litigation covered about two and half years (2 ½) of the litigation in issue (T1, 129-130; Px 62 to Px 64).

63. VRT seeks to also recover fees and expenses with respect to the summary judgment motion practice in this action and appeal that followed (where both parties were unsuccessful) (T1, 130) as well as VRT's unsuccessful January 16, 2007- motion for a rehearing before the Appellate Division or leave to appeal to the Court of Appeals, denied on March 13, 2007 (Px 62 to Px 69). The record reflects approximately \$1,855,000 in fees was billed for this branch of the litigation (T1, 130-135).

\*13 64. Lacy noted to the time and expense incurred or paid with regard to the drafting of a second summary judgment motion that was never filed, but "rolled into the pretrial memoranda." He noted that the second motion would have required leave of court. Lacy testified VRT seeks to recover the fees and expenses incurred or paid for the same because "all that work went into the pre-trial memoranda of law" described by Lacy as a "25-page document" (T1, 135-135).

65. Lacy noted the pre-trial memoranda covered the same subjects that had been covered in the prior summary judgment papers with some extra work. Here, too, VRT seeks to recover fees and expenses as to this branch of the litigation (T1, 136-137), that included the work on the unfiled summary judgment motion. Lacy estimated the time billed for this work was about fifty-seven (57) hours for partners; seven hundred and fifty-six (756) hours for associates and counsel; and three hundred and four (340) hours for legal staff (Px 12 through Px 14), with additional time billed for the pre-trial memoranda (T1, 135-137).



66. Lacy noted the discovery requested by S&S included documents on all of the nineteen (19) leases with respect to plaintiff's mitigation claim (Px 22). He conceded the Court directed discovery to go forward relating to plaintiff's demand and thus production and depositions followed. VRT seeks to recover fees and expenses with respect to this branch of the litigation. Lacy concedes that under New Jersey law, the landlord had the burden of proof of demonstrating mitigation. However, Lacy testified that VRT's proof would have consisted of a half hour of testimony to satisfy its burden (T1, 137-141), and not the mass of documents demanded by the plaintiff.

67. Revisiting the Picariello's deposition (Px 84), Lacy reiterated that it centered on the issue of mitigation. The deposition took place on June 20, 2008 (T1, 156). Lacy noted this witness testified that he had little to do with the negotiation of the master agreement and guaranty (T1, 142-153).

68. Lacy testified that in the end all of the discovery pressed and obtained by S&S was had because S&S called it "mitigation" discovery. But, he also testified in the end Justice Fried reasoned (as amplified in the decision of November 11, 2011) that the plaintiff's mitigation claims were really "tortious interference" and time barred (T1, 153-154; Dec., & Ord., 11/04/11, p 48 [S&S's [argument is really a claim of interference and has nothing to do with any alleged failure to mitigate. [S&S]'s interference claim is an independent tort which arose in 2001, when [S&S] suffered its alleged injury. However, [S&S] is not assert this claim until October 2009, when it sought leave to amend the complaint]).

69. Revisiting the deposition of Rowan (Px 60), Lacy recalled his testimony centered on the master agreement and guaranty, particularly allocation under the master agreement and guaranty, but also testified about mitigation and the bankruptcy proceeding (T1, 154-159).

\*14 70. Lacy noted more than 18,000 pages of documents were produced, about 2,950 documents. He viewed this as a large production (T 1,160).

71. As to defendant's expert discovery, Prof., Adler was paid \$660 an hour. Sullivan & Cromwell also billed for time in connection with Prof., Adler, including the report, dated March 11, 2009. However, S&S successfully moved to preclude the report and Prof., Adler's testimony, noting Justice Fried granted S&S's motion and rejected VRT's opposition - which had been submitted on April 28, 2009. On July 20, 2009, Justice Fried granted S&S motion (Px 31) finding that the report included improper legal conclusions, which were reserved for the Court. Lacy noted that there was an attempt to redact the report, but the parties could not reach an agreement (T1, 161-164).

72. Lacy noted VRT's also retained Prof., Adler to generate a rebuttal report to plaintiff's expert witness (Miller). However, Prof, Adler's rebuttal testimony was not required because VRT's was successful in precluding Miller's expert testimony (T1, 164-167, 169; Px 31). VRT seeks to recover fees and expenses in relation to this branch of the litigation (T1, 167-169).

73. VRT's other expert, Marchitelli, was retained to opine on estimated market rents for each lease property for years 2007/2008. The work was not completed nor was it used at the trial. Lacy testified Marchitelli was deposed and at that time testified that he did not believe the above was needed. Marchitelli was designated as a rebuttal witness against plaintiff's expert, Konikoff. However, he was never called as rebuttal. S&S also moved to preclude Konikoff's expert testimony, which was denied by the Court. Here, too, VRT's seeks to recover fees and expenses in connection with this branch of the litigation (T1, 169-171; T2, 37-38).<sup>26</sup>

74. With respect to the result achieved, Justice Fried ruled VRT was not entitled to receive damages regarding rental increases allocated for two leases (Bensalem; Turnersville) after expiration on February 28, 2011. Lacy testified that was correct, but VRT then moved after the hearing to reopen the record to introduce evidence that would reveal VRT had

reallocated rents relating to two other leases (Marlton and Broomal). However, Justice Fried denied VRT's motion to reopen the case (T1, 171-173; *see also*, Dec., & Ord., 11/17/11).

75. As to the plan rates, the rates increased from 2003 to 2011. Lacy agreed the average blended hourly rate over the nine-year period was about \$647<sup>27</sup>. Lacy testified the expenses incurred or paid was just as much as the expenses incurred or paid in trying the case, that is, he denied the notion that the bulk of the fees and expenses centered on discovery and document review (T1, 173-175).

\*15 76. Lacy concedes about 30% of the work billed in the litigation was legal staff. Lacy noted his law firm's bills at 15-minute increments, even if the task is less than 15-minutes (Px 83A), but it is his practice not to bill 15-minutes for a telephone call that took less than a minute. He does bill at 15-minutes intervals most of the time, even if the task does not take 15-minutes to complete (T1, 175-180).

77. He further testified that where he just leaves a message, he will not bill the time. However, where he leaves a "substantive voice mail" described by Lacy as "some sort of speech over the telephone" he will record the time at 15-minute increment or above (T2, 43).

78. Lacy testified that VRT requires the law firm to respond to its accountants' inquiries for audit purposes and that the law firm bills time for doing the same; he described this process as an "audit procedure" (T1, 180-181). The law firm also bills time it incurs for preparing the very invoice (T1, 182). Here, too, VRT seeks to recover fees and expenses as to this branch of the litigation (T1, 182).

79. Lacy testified he reviewed bills to remove duplication, but had no specific recollection whether he had to remove entries in the subject bills; he could not recall seeing duplications. He also noted there are 149-time keepers who record time, but that procedure counts a librarian who did one task throughout the nine-years or another time keeper who has done multiple tasks over the same period (T1, 182-184).

80. As to the number of time keepers (Px 61H), Lacy testified that over the nine-year period of litigation there was a core of attorneys who were on the case from commencement, such as, Tulchin, Shenker, John Warren and himself (T2, 40-42).

81. With respect to staffing, Lacy testified at first there was a light staff on the case, at least, up to 2007. However, once discovery was underway and preparing for trial, more attorneys and legal staff worked on the file. It was noted that attorneys who did not actually examine a witness or conduct the trial or did not materially assist attorneys at depositions or at the trial, *e.g.*, an attorney present in court room and likely advised, billed on the file (Px 82C through Px 821; T2, 184-188).

82. There is reference in the billing by attorney Gelfand, who bills at \$780 an hour, for "cleaning up post trial" (Px 82E; Dx I), and also billed time for dinner (11/22/10). Lacy testified the practice for billing dinner is appropriate where issues of post-trial preparation are discussed. However, Lacy does not have personal knowledge what Gelfand discussed. Nevertheless, the time billed is sought as part of VRT's fees and expenses in this litigation (T2, 2-4).

83. As to closing arguments, Tulchin made the closing argument on behalf of VRT, although there were other attorneys present in the courtroom accompanying Tulchin. Lacy noted multiple attorneys billed services at the closing argument (T2, 4-5).

\*16 84. Multiple attorneys also billed for attending depositions (Px 52), *e.g.*, the deposition of one, Roth.<sup>28</sup> Both attorneys Ward and Tulchin were at the deposition; at the deposition of Shenker (Px 3), two attorneys were at the deposition. The practice of more than one attorney defending a deposition was not uncommon (Dx 8 [Matjucha

Deposition]; Px 9 [Ostrowski<sup>29</sup> Deposition]; Px 60 [Rowan Deposition]). VRT seeks to recover all fees and expenses with regard to all depositions (T1, 4-6).

85. From time to time, new attorneys and legal staff came onto the file and they had to become familiar with the case. Sullivan & Cromwell billed for the time attorneys and staff incurred to learn the file and seeks to collect such fees and expense in this action (T2, 6-7).

86. Lacy reviewed one particular billing by legal assistant, M., Luqman (Px 82-W), who billed over 530 hours. His entries indicate copying, copy checking, and chronicling documents. Lacy noted Mr. Luqman had a law degree (but there is no indication he is a license attorney). Lacy had no personal knowledge of any other work billed by Mr. Luqman other than what is described in the billing. Mr. Luqman's hourly rate ranged between \$310 and \$335, and billed more than \$150,000 during the period (T2, 7-10).

87. Lacy noted that multiple attorneys at the trial did not bill unless they provided some form of legal services; he testified no attorney or legal staff member was in the court room to simply observe. Lacy noted he prepared the billings and was familiar with the attorneys and legal staff who billed for the same. He confirmed the trial entries as related to legal services. He noted that one attorney, John Warren, billed for his time although not in the court room well. Lacy testified the billing was proper because Mr. Warren provided advice to the client (Mr. Roth) who was in the court room (T2, 38-40).

88. Lacy noted time billed by attorney Farris, a member of the law firm, for preparing internal summaries (2/4/10 to 2/5/10). Both Lacy and Shenker also testified at the trial as fact witnesses. There two attorneys billed VRT's for the time spent testifying at the trial before Justice Fried (Px 61-H). Shenker also billed time for other legal services (T2, 12-18).

89. Lacy noted that VRT has from commencement claimed attorneys' fees and expenses as damages (Px 44) and S&S served interrogatories as to the damages interposed by VRT (Px 45), which were responded by VRT (Px 46), asserting, among other things, attorneys' fees, subject to further supplementals (T2, 18-20).

90. The record reveals that after Justice Fried's decision referring the issue of fees and expenses to the Special Referee to hear and determine, defendant did not "supplement" its discover as to fees and expenses, although VRT did give documents to S&S as to the same on or about February 27, 2012.<sup>30</sup>

\*17 91. Indeed, although not by a formal notice or demand for production, S&S's attorney requested the same by letter, dated February 15, 2012 (Px 49) and the same was provided on February 27, 2012 (following further correspondence between the attorneys for the parties [Px 56; Px 61; Px 82]) (T2, 21-22, 25).

92. Attorneys for S&S, although very familiar with this litigation since 2003 and beforehand, also requested by letter, depositions of VRT's attorneys on the issue of fees and expenses (Px 57). The request to depose was apparently rejected by defendant (Px 50). Defendant's attorney reiterated that plaintiff never made a motion to compel with respect to the claimed discovery and/or depositions during the period the case was before Justice Fried (T2, 23-27).<sup>31</sup>

93. Lacy testified Sullivan & Cromwell has been paid fees and expenses; he recalled there was more than one payment before Justice Fried rendered his decision and one payment after. Lacy does not know what amount of the bills remains unpaid post-judgment (T2, 30-33).

94. Lacy reiterated VRT seeks fees and expenses from January 2003 through December 2011 as well as fees and expenses from January 2012 to date (T2, 34-35).

95. He testified VRT found this action to be a very important case, in terms of money, and Sullivan & Cromwell was instructed to do “everything necessary to win the case.” Lacy noted that there are cases where the client views expenses as a consideration that prevents the law firm “from doing everything possible” to win the case (T2, 43-46).

96. Lacy testified the hours billed and expenses paid were appropriate, necessary and reasonable in view of the amount that was in issue and the importance to the client in obtaining a favorable result (T1, 101).

*Testimony by Joseph Macnow*

97. Joseph Macnow (“Macnow”) testified at the hearing; he is vice-president and Chief Financial Officer with VRT and has been employed with defendant for more than thirty years. He reports to VRT’s Chief Executive Officer Roth. He testified to his familiarity with the litigation and the law firm (T2, 49-52).

98. He was also familiar with the invoices provided by Sullivan & Cromwell as well as the client/attorney history and VRT’s satisfaction with the legal services. Macnow noted that attorney Shenker was the attorney who had first hand knowledge about the master agreement and guaranty as well as Lacy, who had handled aspects of the bankruptcy work and subsequent litigation. Macnow testified the client instructed Sullivan & Cromwell to “win the case” as VRT viewed the master agreement and guaranty very valuable, based on his understanding that the tenants who occupied store spaces will likely renew their option in the future, thus, paying prospective rents estimated at more than \$60 million over the years (T2, 54-56).

\*18 99. Macnow testified VRT paid on invoices as provided by Sullivan & Cromwell (Dx G; Dx M). He testified the invoices are reasonable and that VRT was satisfied with the services that were rendered. He noted VRT has no formal retainer agreement with the law firm. The client relationship with the law firms spans years and only requires Sullivan & Cromwell to present an invoice periodically based upon the work performed (T2, 56-59).

100. Macnow also noted that Sullivan & Cromwell is “about as expensive as other law firms” VRT has dealt with over the years (Simpson Thatcher; Proskauer Rose; Weil Gotshal). He testified VRT has paid less than \$8 million out of the approximate \$14 million in fees billed. He testified VRT intends to pay the entire bill once the matter has concluded. He also noted that regardless if the entire sum sought herein is awarded in full or in part, VRT intends to pay the bills and expenses charged (T2, 59-60, 72-73, 81-82).

101. Macnow also testified that VRT paid expenses, such as, transcripts and professional fees (Dx N) and confirmed the total fees (\$14,452,000) and expenses (\$414,000) have been billed. He testified VRT deems the same reasonable given VRT’s recovery in this action as well as prospective rental payments anticipated under the master agreement and guaranty. But, he concedes future rents are dependent on extensions by tenants of the store spaces, and the same is not expected until years hereafter (T2, 60-66).

102. As to the relationship with Sullivan & Cromwell, VRT has in the past, based on individual cases, been given a discount between 10% to 20%, from Sullivan & Cromwell. But, he noted discounts are not given on litigation cases and denied VRT was given a discount on fees and expenses for this litigation. He denies he told S&S’s agent (Hippler) that Sullivan & Cromwell was giving VRT such a discount, that is, fees of only \$12 million. Macnow testified the \$12 million number is what VRT was willing to take from S&S to resolve the fee/expense dispute (T2, 67-68).

103. S&S sought to have its attorneys testify at this hearing on services rendered and fees billed. The premise for such testimony and evidence was to demonstrate that S&S paid less in fees and expenses for services rendered by its attorney in this action in comparison to the fees and expenses sought by VRT. S&S amplified its proffer on the record (T2, 87-93; Px 61F - 61G; Px 83).

104. The Special Referee denied the proffer on the ground that it is of no factual or legal moment what plaintiff's is willing to pay its attorney for fees and expenses as well as the services rendered by its attorney as to whether defendant's attorneys' fees and expenses are unreasonable and excessive (T2, 87-89).

## CONCLUSIONS OF LAW

### General Principles

1. This reference is limited to the award of reasonable attorneys' fees and expenses to be awarded to VRT (*Marshall v Pappas*, 143 AD2d 979 [2d Dept 1988]) and was referred to "hear and determine" (CPLR § 4301). Thus, the Special Referee has "all the powers of the court in performing a like function" (*Muri v Cuneo*, 267 AD2d 439, 440 [2d Dept 1999]).

\*19 2. As the fact finder, I have considered the witness' character, demeanor, and interest. I determine whether or not their testimony is colored intentionally or unintentionally by those factors (*Lauria v Lauria*, 187 AD2d 888, 889 [3d Dept 1992]). Thus, where the witness has an interest in the outcome of the litigation (*Coleman v New York City Tr. Auth.*, 41 AD2d 812 [1<sup>st</sup> Dept 1973], *affirmed* 37 NY2d 137 [1975]), that fact is material to the assessment of the witness' credibility (65 NYJur., Witnesses, §71, pp. 233-234).

3. But, that fact does not necessarily mean the witness has not told the truth (*Calandra v Norwood*, 81 AD2d 650 [2d Dept 1981]; *Dobro v Village of Sloan*, 48 AD2d 243, 247-248 [4<sup>th</sup> Dept 1975], *appeal dismissed* 37 NY2d 804 [1975]). However, I have the liberty to disbelieve the testimony of such a witness even though it is not otherwise impeached or contradicted (*see, Dominguez v Manhattan & Bronx Surface Tr. Operating Auth.*, 46 NY2d 528, 534 [1979] [issues of credibility are for the trier of fact]).

4. Here, I have weighed the character, demeanor, and interest of both Lacy, attorney for VRT, and Macnow, a longtime employee of VRT and determine that their testimony with regard to reasonable fees and expense was colored by the interest they both seek (*Lauria v Lauria*, 187 AD2d 888, 889 [3d Dept 1992]; 65 NYJur., Witnesses, §71, pp. 233-234).

5. They both wish to have VRT recover more than \$15 million in fees and expenses. I have weighed Macnow's testimony that regardless of the amount recovered from S&S, VRT intends to pay all fees and expenses. But, nonetheless, I find that his testimony was colored by is long-term affiliation with VRT. The same is my conclusion as to Sullivan & Cromwell, attorney for VRT on many matters, who has a long term relationship, both corporate and litigation, with VRT (*FINDINGS OF FACT*, ¶¶ 97, 99-100).

6. Nevertheless, I do credit parts of their testimony with respect to the issue referred as well as ancillary issues that are related to the reasonableness of the fees and expenses. Thus, there are instances where I find their testimony credible and at times where I give no weight to their testimony (*discussed, infra*).

7. I take judicial notice of the file on this matter. The file includes, among other things, the decisions, motion papers, and other documents referred to by the attorneys in this litigation (*Sam and Mary Housing Corp. v JolSal Market Corp.*, 100 AD2d 901, 903 [2d Dept 1984], *affd.* 64 NY2d 1107 [1985]; *Roszbach v Rosenblum*, 260 App Div 206 [1<sup>st</sup> Dept 1940], *affd.* 284 NY 745 [1940]).

\*20 8. Here, S&S's liability has already been determined by Justice Fried; it is liable for attorneys' fees and expenses in the litigation (*FINDINGS OF FACT*, ¶¶1-2). The defendant demonstrated S&S's liability and the only issue following the award of fees and expenses is the reasonableness of these fees and expenses.

9. plaintiff's contention as to Sullivan & Cromwell's failure to produce documents upon letter demand or that it was in some way prejudiced or surprised by the claimed "late production," is rejected (*see*, Plf., Memo of Law, pp 43-47).

10. plaintiff's attorneys are very familiar with this litigation; they were active participants in all aspects of motion practice, disputes, conferences, appearances, depositions, document production and the like in both the federal and state litigation, to argue otherwise would be disingenuous (*FINDINGS OF FACT*. ¶ 92 and foot notes 18 and 31).

11. Furthermore, the defendant provided plaintiff billings and invoices approximately a week before the hearing and as revealed at the hearing, during S&S's cross examination of the witnesses, plaintiff's attorney displayed both knowledge of the underlying facts with respect to the services rendered and queried defendant's witnesses with respect to both the weaknesses and strengths of the litigation.

12. Plaintiff has not demonstrated any prejudice or surprise and the proof reveals it had ample opportunity to move by formal demand for document production or deposition before Justice Fried; to do so on the eve of the hearing before the Special Referee is nothing short of a delay tactic. In fact, in post-trial papers submitted to Justice Fried, S&S pressed its failed position that VRT was barred from seeking any fees or costs because it failed to submit such proof at that hearing and failed to move to bifurcate. Justice Fried rejected the argument and permitted VRT "to submit evidence of its attorneys' fees in this action, and the calculation will be sent to the Special Referee" (Dec., & Ord., 11/04/11, p 65; *see also*, Def., Memo of Law, pp 35-38).<sup>32</sup>

13. As to plaintiff's application to call its own attorneys to testify and present proof of their billings and services as a comparison to defendant's attorneys' fees and billings, the proffer was properly rejected (*FINDINGS OF FACT*. ¶¶ 103-104). Comparing billings and services of the adversary's attorneys as a measurement of the reasonableness of the fees and expenses of the other is of no factual or legal moment to the fact finder.

14. The criteria for determining reasonable fees and expenses does not include comparing the other attorneys' fees and expenses where there is ample evidence in the record to weigh the time reasonably required to perform services, the quality of performance rendered by the attorney, the amount at issue in the case, the qualifications of counsel, the results of performance, etc., (*discussed, infra*).

\*21 15. Comparing plaintiff's attorneys' billings or time sheets have no bearing on any of the above factors. plaintiff's attorneys' billings will not provide a mirror image of what are reasonable attorneys' fees. plaintiff's attorneys' billings will only show what plaintiff's counsel performed on behalf of its client in pressing a failed litigation claim, a claim that had its own burden, a different onus of proof and varied defenses as to defendant's counterclaims, defenses that failed.

16. Furthermore, I am to determine the reasonableness of the attorneys' time by what that particular attorney was required to do in order to press the client's position, that is, the actions of Sullivan & Cromwell and the strategy employed or services engaged in and whether the same and the time billed to do the same was reasonable. The analysis does not encompass a comparison of how much time was spent on seemingly similar tasks by plaintiff's attorney, *e.g.*, the opposition to the summary judgment motion; opposition to preclude expert testimony, etc. Pressing or opposing a position are not the same, each requires different tasks and different strategies that encompassing researching different positions and different arguments. plaintiff's contentions to the contrary are rejected.

17. Lastly, there is no need to compare plaintiff's attorneys' fees and services because there is no absence of proof of fees and expenses by the defendant (*compare, Match v Match*. 168 AD2d 226, 227 [1<sup>st</sup> Dept 1990] [although plaintiff's attorney's records were deplorable relative to time expended in action, it did not justify requiring defendant's counsel to produce time records to assist in determining reasonableness of plaintiff's attorney's fee request where there was ample evidence upon which reasonable fee could be established]).

18. Finally, defendant directed Sullivan & Cromwell to “win the case.” The testimony reveals that VRT wanted its attorney to take all necessary steps to win the case as it viewed the master agreement and guaranty as a valuable asset (*FINDINGS OF FACT*, ¶¶ 95, 98).

19. As to the issue of payment of fees and expenses, “paid” and “incurred” are not synonymous. The former means “[t]o give money to in return for goods or services rendered,” while the latter means “[t]o become liable or subject to” (American Heritage Dictionary, at 653 [2d College ed. 1985]). Case law recognizes that a party “incurs” legal fees when services are rendered for which the party is liable to pay (*see, Waltuch v Conticommodity Services, Inc.*, 833 F Supp 302, 315-316 [SD NY 1993]; *Parker 72nd Associates v Isaacs*, 109 Misc2d 57 [Civ Ct NY 1980]; *Rubin v Empire Mutual Insurance Company*, 25 NY2d 426 [1969]). Thus, payment is not required, the proof unequivocally reveals that the fees and expenses were incurred and that VRT intends to pay the fees and expenses billed regardless of the result reached herein (*FINDINGS OF FACT*, ¶ 100).

\*22 20. As to the burden a proof, the defendant has been awarded fees and expenses and thus it has the burden of demonstrating the presumption of the reasonable amount of fees and expenses. The “burden shall be on the attorney to prove the reasonableness of the fee by a preponderance of the evidence and to present documentation of the work performed and the billing history” (*Sand v Lammers*, 150 AD2d 355, 356 [2d Dept 1989]; Prince, Richardson on Evidence §3-210 [Farrell, 1 th ed.]; *St. Andrassy v Mooney*, 237 App Div 859[2d Dept 1932], *affirmed* 262 NY 368 [1933]).

21. VRT also has the burden to present documentary evidence and/or witnesses to demonstrate the fees and expenses they seek are reasonable (*see, 57 NYJur 2d, Evidence and Witnesses, § 164*; Richardson, Evidence § 100 [*supra*]).

22. However, I find the record does not demonstrate all of the fees and expenses sought by VRT are reasonable (*Bazar & Martin v U.S. Ice Cream Corp.*, 228 AD2d 588,589 [2d Dept 1996]; *Baye v Grindlinger*, 78 AD2d 690 [2d Dept 1980]; *cf., Malamut v Sassower*, 171 AD2d 780, 781-782 [2d Dept 1991]; *Shaw v Mfrs. Hanover Trust Co.*, 68 NY2d 172, 176 [1986]). Therefore, downward adjustments are warranted (*discussed, infra*).

### ***Reasonable Hourly Rates***

23. The amount of fees billed and paid by VRT does not demonstrate that the fees and expenses are reasonable. Although VRT maintains the fees and expenses billed are reasonable in comparison to fees it has paid other attorneys for other legal matters (*FINDINGS OF FACT*, ¶ 100), it is, without more, of little weight. The “profession of law ‘is not a business’ for ‘it impos[es]’ on its members, *inter alia*, ‘a code of ethics imposing standards qualitatively and extensively beyond those that prevail or are tolerated in the marketplace’ ” (*Matter of Freeman*, 34 NY2d 1, 7 [1974]).

24. The billings, coupled with the time entries constitute credible proof of the services rendered in this action (*FINDINGS OF FACT*, ¶¶ 16, 37, 40-41, 47, 99). Lacy was credible as to his legal credentials, experience, admission to the Bar and supervision of attorneys. Moreover, I credit his testimony as to the attorneys under his supervision as well as the other partners of the law firm who worked on the file, *e.g.* Shenker, Tulchin, etc., (*FINDINGS OF FACT*, ¶¶ 14-15, 32, 45-46, 82-83, 87-88, 99; *see also, Dx O*).

\*23 25. As to fees, an award of reasonable attorneys' fees is within the sound discretion of the court (*Juste v New York City Tr. Auth.*, 5 AD3d 736 [2d Dept 2004]). I do “possess sufficient information upon which to make an informed assessment of the reasonable value of the legal services rendered” (*Bankers Fed. Sav. Bank v Off W. Broadway Developers*, 224 AD2d 376, 378 [1<sup>st</sup> Dept 1996]) and, as a matter of sound discretion, may reduce them (*DeCabrera v Cabrera-Rosete*, 70 NY2d 879 [1987]; *Lefkowitz v Van Ess*, 166 AD2d 556 [2d Dept 1990]; *Shrauger v Shrauger*, 146 AD2d 955 [3d Dept 1989]; *Matter of Ury*, 108 AD2d 816 [2d Dept 1985], *lv denied* 64 NY2d 611 [1985]).

26. In doing so, I have considered twelve factors, also known as the “lodestar” method: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal services properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the ‘undesirability’ of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases (*Hensley v Eckerhart*, 461 US 424, 430 [1983]; see also, *McGrath v Toys “R” Us Inc.*, 3 NY3d 421 [2004]; *Matter of Karp*, 145 AD2d 208 [1<sup>st</sup> Dept 1989]; *Jordan v Freeman*, 40 AD2d 656 [1<sup>st</sup> Dept 1972]; *Matter of Burk*, 6 AD2d 429 [1<sup>st</sup> Dept 1958]; see also, *FINDINGS OF FACT*, ¶ 17).

27. First, as to hourly rates billed by Sullivan & Cromwell, I find that the reasonable hourly rates billed are competitive and generally charged in the community in which Sullivan & Cromwell practices. It goes without saying, Sullivan & Cromwell is one of the nation's most reputable law firms and one of a small few that can command high hourly rates (see, *Oreck Direct, LLC v Dyson, Inc.*, 2009 WL 961276 [ED La, April 7, 2009, No., 07-Civ-2744]).

28. The federal courts follow an “in district” fee analysis as part of the “lodestar” test, that is, what a client would be “willing to pay” in the market (see, *Arbor Hill Concerned Citizens Neighborhood Ass'n v County of Albany*, 493 F3d 110, 117 [2d Cir 2007] [district court may use out-of-district hourly rate in calculating lodestar amount, *i.e.* presumptively reasonable attorney fee award, if it is clear that reasonable, paying client would have paid higher rate. The other component is the rate a client would be “willing to pay,” bearing in mind “all of the case-specific variables that ... other courts have identified as relevant to the reasonableness of attorney's fees in setting a reasonable hourly rate”], *op., amended and superceded*, 522 F3d 182 [2d Cir 2008]).

\*24 29. The court in *Oreck Direct LLC (supra)*, familiar with the local legal market, noted the top rate for partner-level attorneys in the district was between \$400 and \$450 per hour. Hence, the rates were lower than the 2007-Sullivan & Cromwell hourly rates of \$1075 for the senior partner and \$460 for lowest-level associates. The District Court reasoned that although Sullivan & Cromwell was identified as a reputable law firm and one of a small few that could command high rates (\$1075 an hour for senior partner; \$460 for associates) it applied a lower in district rate (*supra* at 6). The District Court found that Sullivan & Cromwell failed to provide evidence that its fees were similar to those charged in the New Orleans legal market.

30. The New York courts do not generally weigh what a client “is willing to pay” as part of a reasonable fee analysis. In this matter, the proof reveals that the hourly rates for the partners who billed on the litigation ranged between \$810 to \$965 an hour in 2003/2004 and \$1290 an hour ending 2011. The law firm's Counsel, Special Counsel and Associates' hour rates for the same time period ranged from \$390 to \$700 in 2003/2004 and \$660 to \$990 ending 2011. Finally, legal staff (managing clerks, librarians, legal assistants), for the same period, ranged \$70 to \$240 an hour in 2003/2004 and \$110 to \$345 an hour ending 2011 (Dx 1).<sup>33</sup>

31. The Special Referee takes note of the federal case titled: *AFP Imaging Corp. v Philips Medizin Sys.*, (1994 WL 698322 [SD NY, Dec., 13, 1994, No., 92-Civ-6211]), wherein United States Magistrate Judge Katz, employing the “lodestar” method of calculation, determined that Sullivan & Cromwell had “ably represented its client throughout [the] action and [the Court had] no question as to their ability to command hourly rates such as those cited. Nevertheless, because the matters in issue in [the] application were not complex and the Court [had to] determine what costs [were] fair to impose on an adversary, the lodestar award [would] be based upon hourly rates at the lower end of the range ...” (*id.*, at 3).

32. But, here, the above findings reveal the litigation between the parties raised complex issues as clearly and unequivocally amplified in Justice Friend's sixty-six (66) page decision (see also, *FINDINGS OF FACT*, ¶ 3, 21-33, 66, 68).



33. I have considered the services rendered, taking into consideration the complexity of issues presented to Justice Friend as well as the litigation preparation, followed by the crediting of certain testimony that revealed the novelty pressed by the plaintiff with respect to commercial mitigation. But, after much discovery, testimony, and submission after trial, Justice Fried determined - after searching the voluminous record - that S&S's mitigation claim was in fact a contract interference claim, and barred by the applicable statute of limitations. Justice Fried's reasoning, encompassing sixty-six (66) pages, is indicative of the complexity and novelty of the issues and questions posed (*McGrath v Toys "R" Us, Inc.*, *supra*).

\*25 34. Furthermore, the services rendered to achieve the result obtained, *i.e.*, money judgment of more than \$56 million and prospective and contemplated future rents of more than \$50 million (*FINDINGS OF FACT*, ¶¶ 35-37, 98, 101) as well as the level of skill involved, support the conclusion that the attorney hourly rates are reasonable when one factors the novel and complex issues and questions presented to Justice Fried.

35. Finally, the going rate in the community for services of the kind performed by Sullivan & Cromwell compare with attorneys of comparable skills (*Solow v Wellner*, 150 Misc2d 642, 652 [Civ Ct NY 1991], *affd.*, *as mod.*, 154 Misc2d 737 [App Term 1<sup>st</sup> Dept 1992], *mod. on other grounds*, 86 NY2d 582 [1995]), further supports the conclusion that the attorney hourly rates are reasonable (*Rahmey v Blum*, 95 AD2d 294 [2d Dept 1983]).

36. Lacy's credible testimony and documentary proof demonstrate the attorneys' respective educational, professional and credentials. As concluded above, the reputation and experience of the attorneys of Sullivan & Cromwell is well known (*Oreck Direct, LLC v Dyson, Inc.*, *supra*; *AFP Imaging Corp. v Philips Medizin Sys.*, *supra*).

37. The law firm comprises approximately 800 lawyers and serve clients around the world through twelve (12) offices, located in Asia, Australia, Europe and the United States. It is headquartered in New York (*see*, [http://en.wikipedia.org/wiki/Sullivan\\_Cromwell](http://en.wikipedia.org/wiki/Sullivan_Cromwell); *see also*, *United States v Bazaldua*, 506 F3d 671, 673 fn 2 [8th Cir 2007] [judicial notice of article in Wikipedia, the online encyclopedia]; *see also*, Dx O).

38. Firm size matters as there is a difference in costs and overhead (*Chambless v Masters, Mates & Pilots Pension Plan*, 885 F2d 1053 [2d Cir 1989]; *Murray ex rel Murray v Mills*, 354 FSupp2d 231, 236 [ED NY 2005] [hourly rates tend to be higher at large firms to compensate for higher overhead costs]).

39. I find based on a review of the record and guided by a plethora of cases as to reasonable hourly rates spanning several years (1994 through 2009) as well as the Court's own knowledge of prevailing market hourly rates (*Oreck Direct, LLC v Dyson, Inc.*, *supra*; *AFP Imaging Corp. v Philips Medizin Sys.*, *supra*; *Vilkhu v City of N. Y.*, 2009 WL 1851019 at 6, 9 [ED NY, June 26, 2009, No., 06-Civ-2095] [\$450 is a reasonable rate for New York City firm partner with 13 years of experience]; *Verizon Directories Corp. v AMCAR Transp. Corp.*, 2008 WL 4891244 at 5 [SD NY, Nov 12, 2008, No., 08-Civ-08867] [\$300 is a reasonable rate for New York City firm associate with 'several years' of experience of 'commercial litigation' and \$425 and \$525 are reasonable rates for New York City firm partners with 'extensive experience in commercial litigation']; *Rozell v Ross-Holst*, 576 FSupp2d 527 [SD NY 2008] [awarding an hourly rate of \$350 to a 2001 law school graduate]; *Morris v Eversley*, 343 FSupp2d 234 [SD NY 2004] [finding a rate of between \$230 and 250 for attorneys with seven to nine years of experience to be reasonable]. *M.L. v Bd. of Educ.*, 2003 WL 1057476 at 3 [SD NY, Mar 10, 2003, No., 02-Civ-4288] [\$350 to \$375 hourly rate for lawyer with eighteen years experience]; *Ousmane v City of New York*, 22 Misc3d 1136(A) [Sup Ct NY 2009] [1981 law school graduate practicing law for more than twenty-five years and significant experience and supervisory level, coupled with the type of litigation, the success of the claim, \$425 was a reasonable hourly rate]), that the attorney hourly rates charged by Sullivan & Cromwell are competitive with similar and comparable large law firms and, therefore, reasonable and customary (*Rahmey v Blum*, *supra*). These rates are not unreasonable in the comparable market (*see generally*, Special Referee Report & Recommendation, 09/02/2008: *TAG 380 LLC v Ronson*, Index No., 101396/2004). The Special Referee will not reduce the attorney hourly rates.<sup>34</sup>

\*26 40. As to legal staff hourly rates, Lacy's testimony does not reveal knowledge of the credentials of the legal staff, although the hourly rates for managing clerks, librarians, legal assistants range between \$70 to \$240 an hour in 2003/2004 and \$110 to \$345 an hour ending 2011 (*CONCLUSIONS OF LAW*, ¶ 30). Lacy testified that the legal staff fees represent approximately 30% of the billed work (*FINDINGS OF FACT*, ¶ 76).

41. S&S relies on federal cases to support its argument that where there is an absence of testimony as to the level of experience for legal staff then a \$100 hourly rate is most appropriate (Plf., Memo of Law, pp 11-12; citing *Robins v City of New York*, 2009 WL 3109846 at 5 [SD NY, Sept 29, 2009, 05-Civ-9545] [petition sought, pursuant to 42 USC § 1988, an award of attorneys' fees and expenses in connection with an employment discrimination action]; *Torres v City of New York*, 2008 WL 419306 at 2 [SD NY, Feb 14, 2008, 07-Civ-3473] [determining a "presumptively reasonable fee," a court must determine "what a reasonable, paying client would be willing to pay" for the legal services, in other words, the appropriate market rate for counsel over the course of the number of hours appropriately worked]; see also *Arbor Hill Concerned Citizens Neighborhood Ass'n v. County of Albany*, supra, 493 F3d at 112), those cases are premised on a fee-shifting statute (see also, *In re Fibermark, Inc.* 2004 WL 2418317, at 7 [Bankr Ct Vt, Oct 27, 2004, No., 04-Civ-10463] [award of fees from a bankruptcy estate]; *In re Merrill Lynch & Co., Inc. Research Reports Securities Litigation*, 246 FRD 156, 177 [SD NY 2007] [fees awarded as a percentage of a common fund]; see also, *Norman v Salomon Smith Barney Inc.*, US Dist Ct, SD NY, May 12, 2006, Lynch, J.] [approval of class action settlement]).

42. But, the cases are inapposite because the legal basis for the a fee award in this instance is breach of a contract that provides for an award of attorneys' fees. The measurement should be what is a reasonable legal staff rate (*Rahmey v Blum*, supra, 302). The reasonable hourly rate should be at the low end of the average for the "legal assistant" staff rates (excluding the other categories, E-Discovery Clerk; Librarian, etc.,) for years 2003 through 2011 (Dx I; *Ousmane v City of New York*, 22 Misc3d 1136 A). Thus, a downward adjustment is addressed hereafter (*discussed, infra*).

#### ***Reasonable Attorneys Fees and Expenses***

43. As discussed with respect to the reasonable hourly rates, I find the case indeed involved novel and/or complex issues because plaintiff pressed the claim of both competing interpretation of the reallocation provision as well as commercial mitigation stemming from the subject leases, the latter placed the onus on defendant to defend against and also produce documents and witnesses for depositions as well as retain experts in defense of the same.

\*27 44. I credit the testimony by Lacy, that Vornado simply intended to present testimony on the issue, but plaintiff was successful in expanding the scope of discovery from a mere breach of contract claim to include document production relating to the leases and mitigation (*FINDINGS OF FACT*, ¶ 22, 24, 27, 29, 38, 50, 52-53, 66-69).

45. The question is not whether the New Jersey law on commercial landlord and mediation of damages is complex or novel (*but see, Sommer v Kridel*, 74 NJ 446, 454[NJ Sup Ct 1977]), but whether the facts and case law amplified and/or disputed by the plaintiff and defendant presented to the Court novel and difficult questions. Here, the master agreement, controlled the outcome, but what made the case complex or novel was the competing interpretations pressed by S&S and VRT as well as S&S's various defenses as to the validity and uncertainty of the allocation provision of the subject agreement (*see, Dec., & Ord., 11/04/1 1*, pp 14-33).<sup>35</sup>

46. What followed from the above was motion practice, depositions, and voluminous document production that in the end, after an exhaustive review of the trial record, Justice Fried determined was not a mitigation claim, but a claim of contract interference that was time barred (*FINDINGS OF FACT*, ¶i 68). S&S's contentions to the contrary are rejected (Plf., Memo of Law, pp 12-14).

47. Without repeating, the record reveals defendant's attorneys have the skill requisites to perform the legal services properly and were successful as a whole in defeating plaintiff's declaration stance as well as recovering a substantial amount of damages from S&S as well as potential, prospective future rents (*CONCLUSIONS OF LAW*, ¶34).<sup>36</sup>

48. There are minor factors, such as the preclusion of employment by Sullivan & Cromwell due to acceptance of the case and the customary fee. The law firm had ample staff to handle this case (*CONCLUSIONS OF LAW*, ¶37), and Lacy testified the law firm did not have to turn away work because it was litigation this action (*FINDINGS OF FACT*, ¶ 49).  
49. As to the issue of a fixed or contingent fee, it is plain that Sullivan & Cromwell does not take on contingency cases (Dx B ["The firm does not accept matters on a contingent fee basis"]). Its fees are straight forward and although discounts are provided, I credit Macnow's testimony that in this instance, where the case was being litigated, no discount was provided. I also credit his testimony that he never represented to plaintiff that there was indeed a discount provided by Sullivan & Cromwell, that he then offered to S&S to resolve their dispute (*FINDINGS OF FACT*, ¶102).

\*28 50. However, as the fact finder, I am mindful of the time limitations or the circumstances imposed by VRT on Sullivan & Cromwell, that is, the circumstance that Sullivan & Cromwell do everything necessary to win the case (no matter the cost). The fact finder infers that no matter the billing, no matter the time incurred or fees paid, Sullivan & Cromwell was expected to do whatever it needed to do to win the case (*FINDINGS OF FACT*, ¶¶ 95, 98; *CONCLUSIONS OF LAW*, 118 ).

51. Lacy concedes that in other instances, such is not the case, for example, where the client views expenses as a consideration, then the circumstance prevents the law firm "from doing everything possible" to win the case (*FINDINGS OF FACT*, ¶ 95).

52. Accordingly, as fact finder, I have weighed the time entries with the above finding and conclusion in mind, that is, entries that appear seemingly superfluous or which suggest "over kill" - regardless if they are paid or incurred - should not be awarded (*discussed, infra*).

53. As noted by the undersigned in the Report and Recommendation of *TAG 380 LLC v Ronson*, Index No., 101396/2004 (Special Referee Report & Recommendation, 09/02/208), the amount a client is willing to pay counsel (and to win at any cost) and to staff the case with many attorneys does not necessarily mean the time entries are reasonable (*see*, Plf., Memo of Law, p 19).

54. With respect to the experience, reputation, and ability of Sullivan & Cromwell attorneys as well as the nature and length of the professional relationship with VRT, both are demonstrated by the record. It goes without saying that Lacy, Tulchin, and the rest of the legal staff of the law firm are experienced, reputable, and apt to take on the legal tasks that were presented (*FINDINGS OF FACT*, ¶¶ 15-16, 27,32-36, 47, 100; *see also*, Def., Memo of Law, p 34).

55. Furthermore, VRT and Sullivan & Cromwell have had a long attorney-client relationship, spanning years. They are so much in sync that their respective billing and audit protocol work in tangent (*FINDINGS OF FACT*, ¶¶ 78, 100).<sup>37</sup>

56. Nevertheless, although the above findings and conclusions are favorable for VRT, all of the hours billed by Sullivan & Cromwell, and thus, the fees and expenses sought to be awarded, are not reasonable. They are subject to a downward adjustment for various reasons.

57. First, as to the time and labor required for the federal litigation, upon review of the record, I find none of the time and expenses incurred or paid is of any real moment as to the result achieved in the state litigation.

\*29 58. The federal litigation had no material relationship with respect to the result achieved in this action. As noted by Judge Baer, the federal litigation was basically VRT's "attempt to manufacture bankruptcy jurisdiction in a case that was once properly before the New York State Supreme Court" and that S&S "argue[d] persuasively [VRT's] forum shopping should not be rewarded" (*FINDINGS OF FACT*, ¶ 58).

59. The record reveals substantial, if not all, time entries from January 2003 and through February 2, 2005 relate to the federal litigation<sup>38</sup> (Dx G; Dx H [Tabs 1-2]). But, the record reveals, if anything, the litigation in federal court - either defended or pressed by VRT - was unsuccessful, found by Judge Baer to be at the most manufactured, and akin to forum shopping. Lacy's testimony reveals that at each turn in the federal litigation, VRT was not successful other than convincing the Court not to award S&S fees and expenses (*FINDINGS OF FACT*, ¶¶ 55-63).

60. In short, VRT did not prevail on any aspect of the federal litigation<sup>39</sup> that, arguably, has some nexus to the success in this litigation (*Sperling v 145 E. 15<sup>th</sup> Street Tenants' Corp.*, 174 AD2d 498, 499 [1<sup>st</sup> Dept 1991]).

61. The time and labor billed by defendant's attorney and for which VRT paid or intends to pay, it of no moment. Accordingly, the time entries covering the period of the federal litigation (Dx H [Tab 1 and 2]) are denied as they are not reasonable because they have no material connection to the recovery had in the New York litigation. Accordingly, the fees of \$430,000 and \$225,000 as well as expenses of \$13,822.22 and \$21,655.94 (Dx G) are denied.

62. With regard to the balance of the entries (Dx G [Tab 3 through Tab 20]), they are voluminous and consist of more than 500-pages of entries. The time entries number more than 1,000. Where the fee applications are voluminous, it is widely recognized that it is unrealistic to expect the trial judge to "evaluate and rule on every entry in an application" (*New York State Ass'n for Retarded Children v Carey*, 711 F2d 1136, 1146 [2d Cir 1983]), especially, where as here, there is block billing. The Court, instead, will "look at the big picture to see if the total time expended for each portion of the case was reasonable" (*McIntyre v Manhattan Ford, Lincoln--Mercury* 176 Misc2d 325, 329 [Sup Ct NY 1997]).

\*30 63. Here, it is beyond cavil that defendant recovered a substantial sum of money damages as well as the potential for prospective future rents. The potential for future rents has been demonstrated, although not discounted to present value, the evidence is sufficient to conclude that the result reach was very beneficial to the plaintiff (*FINDINGS OF FACT*, ¶¶ 2, 34-35, 98-100).

64. Although defendant was not granted damages as to two leases by Justice Fried (Bensalem; Turnerville) and failed in its attempt to reopen the record to introduce damage evidence (*FINDINGS OF FACT*, ¶ 74) as well as giving no consideration to any testimony or proof as to S&S's parent company (Ahold) allocation of a money reserve (*see, FINDINGS OF FACT*, ¶ 36 and foot note 17), the above conclusions are supported by the record.

65. But, I have also given consideration of the true scope of the dispute litigated, followed by comparison of the amount actually sought, as determined by both plaintiff and defendant's pleadings, offers of proof, or other means, and the actual recovery had (*Solow v Wellner, supra* 205 AD2d 339; *Excelsior 57th Corp. v Winters*, 227 AD2d 146 [1<sup>st</sup> Dept 1996]).

66. I have reviewed the entries and find the bulk of them to be reasonable to the extent that they do not reveal duplication of work or unreasonable charges. The services relate to the litigation in this action and the limited, but unsuccessful summary judgment motion practice.

67. It is only after February 2005, following remand from Judge Baer, that there was extensive discovery practice and depositions relating to the complaint in this action. Plaintiff cannot dispute that the focus of discovery was centered on its declaration claim as well as the issue of defendant's failure to mitigate under the commercial leases. The very discovery and depositions also created the need to retain experts with respect to the same, and although in the end, the experts

were not really used and/or their testimony precluded, the fact remains that before preclusion, costs and expenses were incurred by the defendant (*FINDINGS OF FACT*, ¶¶ 27-28, 30-31, 71-74).

68. However, the defendant failed on its motion for summary judgment.<sup>40</sup> It should not be awarded fees or expenses paid or incurred on failed motion practice because the result that was reached had no connection whatsoever to the summary judgment motion other than demonstrating to Justice Fried that there were material disputed facts (*FINDINGS OF FACT*, ¶¶ 55-56, 63-65).

69. However, VRT was successful in defeating S&S's motion to amend to include damages of about \$10 million (*FINDINGS OF FACT*, ¶ 29), but it too was only a partial success as the trial was not shorten, Lacy conceded that the ruling did not lift the onus upon VRT, it had to prepare to trial as if the amendment had been granted (motion was denied without prejudice to S&S moving to conform the pleadings to the proof at the conclusion of a trial) (Def., Memo of Law, pp 7-10).

\*31 70. But, it is also plain that in view of its trial preparation as well as trial strategy. VRT was successful in the result achieved (*FINDINGS OF FACT*, ¶¶ 11, 16,30-32, 81-82). However, it also must be weighed that preparing defendant's experts was of no material moment as Justice Fried barred a particular branch of the defendant's expert's testimony and VRT did not call its expert as a rebuttal witness because there was no need to do so (*FINDINGS OF FACT*, ¶¶ 71, 73 and foot note 26).

71. As to duplication or redundancy, there are numerous entries throughout the 500-pages of time entries (Dx H) where multiple attorneys bill for the same tasks, e.g., conferencing an issue; emailing to counsel and reading same; multiple revisions by numerous attorneys of a particular document or pleading; travel; correcting transcripts, e-discovery review; up dating and tagging transcripts; chronological recording; photo copying; management internal items; maintenance and clean-up; providing comments; attention to emails; discussing a particular court decision or motion; review of federal court or federal appeal court decision; conferences between attorney within the law firm; review and revision of particular memos of law or memorandum or pleadings or discovery demands or discovery response or deposition preparation, attendance, digesting; legal research and drafting; legal research and editing, and so on.<sup>41</sup>

72. Multiple entries for the same tasks, but billed by several attorneys should not be awarded. In addition, there are numerous entries that are vague as to the task performed, whether it related to the instant litigation or the federal litigation or whether it was an ancillary matter that had no material value to the strategy employed in this action. A time entry is vague if it lacks "sufficient specificity for the Court to assess the reasonableness of the amount charged in relation to the work performed" (e.g., see, *Mautner v Hirsch*, 831 FSupp1058, 1077 [SD NY 19931, *affd in part, reversed in part*, 32 F3d 37 [2d Cir 1994]).

73. Furthermore, there is merit to plaintiff's objections that such entries are unnecessary and excessive. Indeed, the same reflects the presumption of inefficiency or duplication of services or hours, which will be reduced or not awarded. It also follows that the contention that VRT should not be awarded for failed motion practice and/or proof at the hearing, e.g., failing reopen the hearing (*CONCLUSIONS OF LAW*, ¶¶ 64, 68), has merit.

74. In addition, the fact that VRT directed its attorney to zealously "win the case," left no room for discretion per se, that is, what ever was necessary, regardless of costs, was acceptable to the plaintiff. But, as noted above, what may be reasonable to VRT is not necessarily reasonable to the fact finder (*CONCLUSIONS OF LAW*, ¶¶ 18, 51-52, 53).

\*32 75. Moreover, there is the issue of the reasonable hourly rate for legal staff other than attorneys. Which should be reduced to reflect the absence of proof as to the credentials of the legal staff who billed approximately 30% of the total fees sought (*CONCLUSIONS OF LAW*, ¶ 40).

76. Finally, there is the issue of “block billing” (*FINDINGS OF FACT*, ¶ 40; *CONCLUSIONS OF LAW*, ¶ 62), that as the finder of fact I weigh in awarding fees. Block billing is the assignment of one time charge to multiple tasks and allows an attorney to claim compensation for a large time entry that includes small, minor tasks not truly compensable if the tasks were reported individually.

77. “Block billing” prevents the determination of the costs for individual tasks because it is impossible to separate the various tasks relating to litigation separate from the tasks not related to the litigation. Thus, whether VRT approved such a format is of no real moment to the fact finder, who is duty bound to award fees and disbursements that are “reasonable” (*Bazar & Martin v U.S. Ice Cream Corp.*, *supra*; *Baye v Grindlinger*, *supra*).

78. There is no reported State case that specifically addresses the validity of “block billing” (*but see*, *CONCLUSIONS OF LAW*, ¶ 62). But, federal cases indicate fees may be reduced when a attorneys engage in “block billing,” combine multiple tasks into one entry thereby “imped[ing] the court's efforts to evaluate the reasonableness of any of the listed activities” (*Bobrow Palumbo Sales. Inc. v Broan-Nutone, LLC*, 549 FSupp2d 274, 283 [ED NY 2008]).

79. There is persuasive New York federal case law that reveals “block billing” entries are generally reduced (*see*, *Green v City of New York*, 2010 WL 148128 [ED NY, Jan 14, 2010, No., 05-Civ-429] [district court cut billable hours up to 15% for block billing, determining 15% reduction to be entirely reasonable]).

80. Federal courts have routinely used across the board percentage cuts as a penalty for block billing (*Skold v Am. Int'l Group, Inc.*, 1999 WL 672546 [SD NY, Aug 25, 1999, No., 96-Civ-7197] [10% reduction for block billing]; *Commission Express Nat'l v Rikhy*, 2006 WL 385323 [ED NY, Feb 7, 2006, No., 03-Civ-40501 [10% reduction for block billing]; *Gonzalez v Bratton*, 147 FSupp2d 180, 213 [SD NY 2001] [12% reduction for block billing]).

81. In those instances where block billing occurred, the federal courts reduced legal fees in varying percentages ranging from 5% to 100%<sup>42</sup> (*see, e.g.*, *In re Charis Hosp., LLC*, 360 BR 190, 200 [Bankr MD La, 2007] [court disallowed 50% of block billed time entries]; *In re Teraforce Technology Corp.*, 347 BR 838,857 [Bankr ND Tex 2006] [court disallowed 50% of block billed time entries]; *Gundlach v Nat'l Ass'n for Advancement of Colored People, Inc.*, 2005 WL 2012738 [MD Fla, Aug 16, 2005, 303-Civ-1003J32] [court utilized a 30% reduction of the total legal fees claimed due to use of block billing]).

\*33 82. Some courts have ordered across-the-board reductions based entirely on the “inherent difficulties the Court would encounter in attempting to parse out whether the number of hours spent on the work performed was reasonable” (*Aiello v Town of Brookhaven*, 2005 WL 1397202, at \*3 [ED NY, June 13, 2005, 94-Civ-2622] [ordering reduction of 10%]; *see also* *Sea Spray Holdings, Ltd. v Pali Financial Group, Inc.*, 277 FSupp2d 323,326 [SD NY 2003] [ordering 15% reduction]). Court will order such reductions for block-billing only where there is evidence that the hours billed are independently unreasonable or that the block-billing was mixed together with tasks that are not all compensable or not all compensable at the same rate (*Molefi v Oppenheimer Trust*, 2007 WL 538547, at \*7 [ED NY, Feb 15, 2007, 03-Civ-5631 ] [reduction of 15% for block-billing where “total number of hours billed, on the whole, [could not] withstand the test of reasonableness”]; *Williams v New York City Housing Authority*, 975 FSupp317, 328 [SD NY 1997] [reduction for “vague and clustered entries” where entries contained items to be compensated at different rates]).

83. Upon review of the record, particularly the unsuccessful summary judgment motion practice, but extensive discovery, and bench trial as well as post-hearing submission before Justice Fried, I find there is proof in the record to support the conclusion that there are entries that are not necessary, and some excessive (*see also*, Plf, Memo of Law, pp 18-40). Moreover, there is also support in the record that the “block billing” makes it difficult to carve out with reasonable precision those entries that are found to fall outside the ambit of reasonable fees.

84. Furthermore, there are numerous billed tasks throughout the more than 500-pages of the time entries that support the conclusion that those time entries are either independently unreasonable or that the block-billing is so mixed with tasks that are not all compensable or not all compensable at the same rate.

85. Based on all of the above (*CONCLUSIONS OF LAW*, ¶ 43-83), weighing the testimony and the documentary proof as well as the relevant case law, coupled with the “block billing” and the findings regarding unnecessary, excessive, and unreasonable entries, I find it appropriate to reduce the fees sought by defendant an additional thirty percent (30%) as to those time entries dated from October 2004 through December 2011 (Dx G; Dx H) (*see, Perez v Heckler*, 1984 WL 62847 [SD NY, March 1, 1984, No., 82-Civ-8627] [finding it reasonable to reduce the requested attorneys' fee award by fifty(50%) percent]; *see also, Continental Bldg. Co., Inc. v Town of North Salem*, 150 Misc2d 145, 155 [Sup Ct NY 1991]; *Ousmane v City of New York*, *supra* 22 Misc3d 1136 [A] [finding reasonable to reduce the requested attorneys' fee award by fifteen (15%) percent]).

\*34 86. The thirty percent (30%) deduction considers, weighs and reflects a reasonable estimation of entries that are unreasonable, excessive, and/or not necessary (*TAG, LLC v ComMet 380, Inc.*, 82 AD3d 673 [1<sup>st</sup> Dept 2011] [the special referee did not abuse his discretion in his award of attorneys' fees, including fifty percent of the fees in connection with time entries that reflected both legal work in this matter and a related matter for which fees were not recoverable. This split allocation was reasonable and the entries were supported by adequate documentation]; *see also Matter of Spingarn*, 164 Misc2d 891, 898 [Sup Ct NY 1995] [reducing attorneys' fees due to duplicative and unnecessary legal billing]).

87. The thirty percent (30%) deduction does not now require the Court to misuse its time “set[ting] forth item-by-item findings concerning what maybe countless objections to individual billing items” (*see, McDonald v Pension Plan of NYSA-ILA Pension Trust Fund*, 450 F3d 91, 96 [2d Cir 2006]; *Williamsburg Fair Housing Committee v The New York City Housing Authority*, 2007 WL 486610 [SD NY, Feb 14, 2007, No., 76-Civ-2125]). It also follows that disbursements are reduced by thirty percent (30%) for the same period.

88. Accordingly, I find and determine the defendant is entitled to recover the balance of the fees and expenses covering the period of October 2004 through December 2011 (Dx G; Dx H), that is, VRT is awarded (after deducting \$430,000 and \$225,000 as well as expenses of \$13,822.22 and \$21,655.94 [*CONCLUSIONS OF LAW* ¶ 61]), 70% of \$13,797,000 in billed fees, to wit: \$9,657,900.00, and 70% of the balance of the expenses of \$378,560.84, to wit: \$264,992.58, for a total fees and disbursement award of \$9,922,892.58. The fees and expenses awarded are reasonable and related to the litigation.

89. In conclusion, the fees and expenses awarded to VRT, to the extent noted above, are reasonable and not excessive, nor redundant or otherwise unnecessary. Finally, the hourly rates awarded are reasonable in light of the prevailing rates in the community for similar services and the experience, skill and reputation as that of the defendant's attorneys.

#### ***Entitlement to Interest, Date and Rate***

90. Furthermore, I also find and award VRT statutory interest at nine percent (9%) on the above damages and to be calculated from the date of entry of Justice Fried's November 4, 2011-53 Decision and Order. Such statutory interest of nine percent is a fair and reasonable (*see, CPLR* §§ 5001, 5004).

91. I have considered the parties' remaining contentions and find them to be without moment.

#### ***CONCLUSION***

\*35 Accordingly, the presentment of the above proof supports an award to the defendant VORNADO REALTY TRUST, against the plaintiff THE STOP & SHOP SUPERMARKET COMPANY, the sum of NINE MILLION, NINE-HUNDRED AND TWENTY-TWO THOUSAND, EIGHT-HUNDRED AND NINETY-TWO DOLLARS AND FIFTY-EIGHT CENTS (\$9,922,892.58) representing reasonable legal fees and costs in this action. The defendant VORNADO REALTY TRUST is entitled to statutory interest of 9% on the \$9,922,892.58 to be calculated from November 4, 2011, by the Clerk of the Court, with disbursements to be taxed by the Clerk of the Court.

ORDERED and ADJUDGED that defendant VORNADO REALTY TRUST, shall have judgment against the plaintiff THE STOP & SHOP SUPERMARKET COMPANY, in the sum of \$9,922,892.58 with interest of 9% from November 4, 2011, to the date of Judgment entered and thereafter. The interest shall be calculated by the Clerk of the Court, with disbursements to be taxed by the Clerk of the Court, it is further

ORDERED that defendant's counsel or authorized representative shall file a certificate requesting entry of Judgment with a copy of this Decision and Judgment attached, and it is further

ORDERED that the Clerk of the Court is directed to enter Judgment forthwith together with costs and disbursements.

DATED: November 9, 2012

ENTER

<<signature>>

LOUIS CRESPO

SPECIAL REFEREE

#### Footnotes

- 1 The two-volume transcript can be E-Filed by either party. Most, if not all, of the documents marked in evidence or marked for identification (*see also*, Def., Memo of Law, pp vi-vii [exhibit list]) were E-filed before the hearing. It appears that the bulk of the exhibits marked in evidence or for identification have been E-filed (motion papers, correspondences, filings, etc.). To the extent exhibits have not been filed (marked in evidence or identification) they can be E-Filed by the respective party. The original hard copies shall be collected from the Special Referee by the respective party that marked the exhibits within a reasonable time, otherwise the exhibits will be discarded by the Court.
- 2 On December 26, 2000, plaintiff's predecessor Bradlees, with the intention of liquidating its business, commenced a proceeding in the United States Bankruptcy Court for the Southern District of New York, entitled *In re Bradlees Stores, Inc.*, Nos. 00-16033(BRL), 00-16035(BRL), and 00-16036(BRL) (the "Bradlees Bankruptcy").
- 3 Defendant's move for summary judgment dismissing the complaint and judgment on its counterclaims; plaintiff cross moved for summary judgment.
- 4 In brief, VRT originally had an contract right to take back stores leases from S&S if ever the tenant for such lease was no longer an affiliate of S&S. Apparently, because of some restructuring that would deem some of the lessees as non-affiliates, S&S and VRT entered into the master agreement and guaranty (Dx A [Master Agreement & Guaranty 1992]; T1, 15) that allowed for S&S to restructure without losing any store lease, but on condition that VRT have the right to reallocate increased rents from one lease to another lease under certain conditions. A dispute arose between S&S and VRT after Bradlees filed for a second bankruptcy in 2002, when S&S and Bradlees moved for further relief in the Bankruptcy Court that removed from VRT the contractual right to reallocate rent increases and assigned such right to S&S (*see also*, T1, 11-15).
- 5 The record reveals reference to a conference with the attorneys and Justice Fried wherein, among other things, the issue arose as to whether plaintiff could or may move to disqualify Lacy as trial counsel in this action (*see*, Px 26 and Px 27). But, there is no formal order in the County Clerk file.



6 Samuel Mandell, General Counsel of S&S and Senior Vice President.  
7 Richard Rowan, former Executive Vice President of the Retail Real Estate Division/VRT.  
8 Sandeep Mathrani, President, Retail Division for Vornado.  
9 John Birnbaum, Senior Vice President/Retail Counsel for Vornado.  
10 Thomas Lauria, Global Practice Head of the Financial Restructuring and Insolvency Group at White & Case LLP and lead  
bankruptcy attorney for S&S in connection with the 2001 Bradlees bankruptcy.  
11 Michael Zucker, Vice President/Leasing in the Retail Division of Vornado.  
12 Thomas Hippler, General Counsel of S&S.  
13 Paula Konikoff was the real estate valuation consultant.  
14 Lacy noted the pre-trial memoranda was actually work product generated initially as another summary judgment motion,  
which was never made. Instead, the attorneys used some of the material to generate the pre-trial memorandum (T1, 46-47).  
15 Lacy had it reversed. In fact, defendant called ten (10) out of the seventeen (17) witnesses who testified before Justice Fried  
(Dec., & Ord., 11/04/11, pp 5-6).  
16 Joseph Shenker, Sullivan & Cromwell LLP;  
17 Plaintiff objected to the admission of the document on evidentiary grounds. The objection was overruled, without prejudice  
to revisiting the issue on post-trial submission (T1, 68; *but see*, *CONCLUSIONS OF LAW*, ¶ 26).  
18 VRT's attorney represented on the record that the billings were provided to plaintiff's counsel on February 23, 2012. The  
hearing commenced on March 7, 2012. plaintiff's attorney raised the objection that the billings, invoices, etc., were not  
produced during the litigation, although plaintiff demanded the production during the litigation. It was conceded that Justice  
Fried referred only the issue of attorneys fees and costs for a hearing without further discovery (T1, 70-72). It is also noted  
the attorneys for plaintiff are very familiar with the entire litigation as they have been counsel on this matter from date of  
commencement. A point noted at the hearing (T, 124).  
19 Plaintiff continued its objection to the entry of documents regarding the fee and expense incurred/paid on the ground the  
same was not produced during discovery. Defendant's attorney represented on the record that the plan rate information was  
provided to S&S on February 28, 2012 (T1, 93).  
20 Plaintiff objected to the entry in evidence of publically filed fee applications with the Bankruptcy Court of the Southern  
District. The objection was sustained without prejudice seeking re-consideration in post-trial memorandum (T1, 89-92).  
21 As fact finder, it is noted lawyers do not discount their fees simply because they are competent and experience in their practice  
or familiar with the subject area.  
22 Judge Baer noted "a waste of an unbelievable number of trees or a relatively simple issue that has been made far more  
complicated than necessary and ought not proliferate further" (Px 10, p 1).  
23 Judge Lifland concurred with Judge Baer's assessment, i.e., foot note 12 (T1, 126).  
24 Defendant stipulated to entering in evidence plaintiff's exhibits Px 37 through Px84. There was a dispute as to the entry of  
exhibits Px 51, 55, 56 and 61, relating to letter requests for certain documents, but no formal discovery demands served upon  
defendant's counsel. After colloquy on the record, these exhibits were marked in evidence (T1, 121-127). Defendant's attorney  
represented on record that S&S never made a formal demand for productions of law firm invoices, billings, etc., and that the  
documents were provided to S&S on February 27, 2012, and the hearing began on March 7, 2012.  
25 Indeed, it was on that very ground that Judge Baer denied to award attorneys' fees and expenses to S&S in the federal litigation  
(Px 12 ["I therefore decline to award fees and costs in this matter"]).  
26 Lacy recalled that Konikoff's testimony was basically calculations and that once plaintiff's expert reviewed Prof., Adler's  
rebuttal report, she supplemented her initial calculations with corrections. Lacy testified VRT was satisfied with the corrections  
and, thus, there was no need to call Prof, Adler as rebuttal (T2, 37-38).  
27 plaintiff's counsel represented on the record the blended rate was premised on 22,000 hours divided by the billed fees, not  
including expenses (T1, 173-174).  
28 Steven Roth, VRT Chief Executive Officer.  
29 John Ostrowski, Vice President of Retail at Vornado.  
30 In fact, the hearing was adjourned to provide plaintiff's counsel time to review the documents that were provided on February  
27, 2012 (T2, 30-34).  
31 As to depositions, *assuming arguendo*, S&S moved to compel depositions before the Special Referee, the motion would have  
been denied given the unequivocal facts that plaintiff's attorneys were very familiar with the litigation between the parties  
since 2003 (as clearly demonstrated by plaintiff's attorney's cross-examination of the defendant's witnesses at this hearing).  
Indeed, plaintiff's attorney were either movants or respondents in the various motions, applications, correspondences, etc.

Furthermore, unfettered depositions would have unnecessarily prolonged a case that need not be prolonged. The request to depose defendant's attorneys - aware of the limitations imposed due to attorney-client privilege, etc., - is also indicative of plaintiff's litigiousness in this action.

32 S&S had ample opportunity to formally move before Justice Fried, after his November 4, 2011-Decision and Order, to compel additional discovery and depositions premised on its claim that the same was necessary discovery of potentially material and relevant information to "flush out" the facts as to the amount of fees and expenses and the reasonableness of the same. S&S failed to do so.

33 There is an issue as to credentials of the non-attorney legal staff. Lacy's testimony revealed no knowledge of the credentials of the legal staff who billed on the file, which he concedes was about 30% of the work billed in the litigation (*FINDINGS OF FACT*, ¶ 76).

34 plaintiff's post-trial submission reference numerous cases (Plf., Memo of Law, pp 6-11) to support the position that the hourly rates billed by Sullivan & Cromwell should be reduced as they are unreasonably high. But, the bulk of the cases involve fee-shifting statutes and federal litigation as well as the application of the "in district" rule (*Arbor Hill Concerned Citizens Neighborhood Ass'n v County of Albany, supra*, 493 F3d 110). For example, a majority of the cases cited by plaintiff involve federal laws that provide for an award of attorney fees for a prevailing parties in anti-trust, class action, civil rights, copy right action. These statutes provide for the reduction of fees as a matter of course irrespective of the lodestar methodology (*see generally, Pickett v Sheridan Health Carecenter*, 664 F3d 632 [7<sup>th</sup> Cir 2011]). For example, in a civil rights case, the federal court may, in its discretion, award a reasonable attorney's fee" to a prevailing party" (42 USC §1988(b); *see also Grant v Martinez*, 973 F2d 96, 99 [2d Cir 1992] ["[T]he district court has wide discretion in determining the amount of an attorney's fee award]). The Special Referee is not persuaded by plaintiff's argument that lower attorney hourly rates are warranted in this instance.

35 Although the "primary issue in this action [was] whether [VRT] retained the right to reallocate the Rental Increase to unexpired Leases despite the Bankruptcy Court's February 6 Order ..." (Dec., & Ord., 11/04/11, p 36), in order to reach the result sought by VRT and reject the claims pressed by S&S, required Justice Fried to search the record, weigh evidence, consider the parties' respective legal arguments. The result reached was not a simple task.

36 True, VRT failed to reopen the record with respect to two other leases (*FINDINGS OF FACT*, ¶ 74). But, it nevertheless recovered a substantial amount of money damages.

37 Here, too, it is plain the case was desirable, that is, Sullivan & Cromwell did not take the case with reluctance. As to the issue of comparing the award in this case with other commercial landlord breach cases, *i.e.*, awards in similar cases, it is plain that the recovery of more than \$56 million (with potential, prospective and contemplated future rents of more than \$50 million) is not the typical "run-of-the-mill" breach of lease case (*see also*, Def., Memo of Law, p 35).

38 Including the failed motion before Judge Baer for a "rehearing" (*FINDINGS OF FACT*, ¶ 60).

39 To be considered a "prevailing party," one must simply prevail on the central claims advanced, and receive substantial relief in consequence thereof (*Board of Mgrs. of 55 Walker St. Condominium v Walker St.*, 6 AD3d 279 [1<sup>st</sup> Dept 2004]).

40 It also expended an inordinate time on a second summary judgment that was never filed and to roll it into "pretrial memoranda," which was a "25-page document" (*FINDINGS OF FACT*, ¶ 64) is also of no real moment. VRT should not be awarded fees or expenses as to that branch of the litigation.

41 There are several (numerous) entries that consist of "management tasks" that are not compensable, *e.g.*, billing for complying with VRT's audit requirements or billing for generating the billing! (*FINDINGS OF FACT*, 78).

42 *In re Dimas, LLC*, (357 BR 563 [Bkrcty ND Cal 2006]), the court disallowed 100% of block billed time entries without prejudice to resubmit in view of the finding that counsel sought compensation for services only vaguely described in its time entries as "attention to," tasks not sufficiently identified to permit the court to determine what work the applicant had done. However, upon reconsideration and submission of billings that amplified the tasks (*see, In re Dimas, LLC*, 2008 WL 564805 [ND Cal, Feb 8, 2008, No., 02-Civ 51420]), the Bankruptcy Court approved \$60,724.00 of the \$76,132.50 fees initially rejected.

# **EXHIBIT I**

Hearing Date: April 7, 2014 at 2:00 p.m. (ET)  
Objection Deadline: April 2, 2014 at 4:00 p.m. (ET)

James H.M. Sprayregen, P.C.  
Edward O. Sassower, P.C.  
Nicole L. Greenblatt  
David S. Meyer  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
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Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
SBARRO LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 14-10557 (MG)
	)	
Debtors.	)	Jointly Administered
	)	

**DEBTORS’ APPLICATION FOR ENTRY OF AN  
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF KIRKLAND & ELLIS LLP AS ATTORNEYS FOR THE DEBTORS AND  
DEBTORS IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

Sbarro LLC (“*Sbarro*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”) file this application (this “*Application*”) for the entry of an order (the “*Order*”), substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sbarro LLC (1939); Carmela’s, LLC (8088); Carmela’s of Kirkman LLC (7703); Carmela’s of Kirkman Operating, LLC (1182); Corest Management, Inc. (9134); Cucinova Easton LLC (4874); Cucinova Holdings LLC (2698); Cucinova Kenwood LLC (9558); Cucinova Olentangy LLC (8264); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); New Sbarro Finance Inc. (6440); New Sbarro Intermediate Holdings, Inc. (9105); Sbarro America, Inc. (9130); Sbarro America Properties, Inc. (9540); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro Holdings, Inc. (7352); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro’s of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors’ service address is: 401 Broadhollow Road, Melville, New York 11747.

retain and employ Kirkland & Ellis LLP (“**K&E**”) as their attorneys effective *nunc pro tunc* to the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Nicole L. Greenblatt, a partner at K&E (the “**Greenblatt Declaration**”), which is attached hereto as **Exhibit B**, and the declaration of Stuart Steinberg, the General Counsel of Sbarro, which is attached hereto as **Exhibit C** (the “**Steinberg Declaration**”). In further support of this Application, the Debtors respectfully state as follows.

### **Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rules 2016-1 and 2016-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”).

### **Background<sup>2</sup>**

4. On the date hereof (the “**Petition Date**”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of

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<sup>2</sup> A detailed description of the Debtors’ businesses, the reasons for commencing these chapter 11 cases and the relief sought from this Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Carolyn Spatafora, Chief Financial Officer of Sbarro LLC, (I) in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 10] (the “**Spatafora Declaration**”).

the Bankruptcy Code. On March 12, 2014, the Court entered an order [Docket No. 39] authorizing the joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated. On March 26, 2014, the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”) will hold an organizational meeting to appoint an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “*Committee*”).

5. On March 5, 2014, the Debtors commenced solicitation of the *Proposed Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates* (the “*Plan*”). As of the March 8, 2014 voting deadline, all Holders of Prepetition Secured Lender Claims submitted ballots (as such terms are defined in the Plan). The Plan received near unanimous support from the Debtors’ prepetition secured lenders, with Holders of approximately 98% of the outstanding Prepetition Secured Lender Claims in dollar amount voting to accept the Plan. A hearing to consider confirmation of the Plan is currently scheduled for April 25, 2014 (the “*Confirmation Hearing*”).<sup>3</sup>

### **Relief Requested**

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of K&E as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and K&E, dated as of December 30, 2013 (the “*Engagement Letter*”), a copy of which is attached hereto as **Exhibit 1** to **Exhibit A** and incorporated herein by reference.

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<sup>3</sup> As further described in the Spatafora Declaration, the Plan is subject to an overbid process and the Debtors are in the midst of marketing their assets for sale. To the extent there is third party interest in the Debtors’ assets that would result in improved creditor recoveries, the Debtors may adjourn the Confirmation Hearing to accommodate the overbid process.

### K&E's Qualifications

7. The Debtors seek to retain K&E because of K&E's recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. K&E has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Fisker Automotive Holdings, Inc.*, No. 13-13087 (KG) (Bankr. D. Del. Jan. 10, 2014); *In re Physiotherapy Holdings, Inc.*, No. 13-12965 (KG) (Bankr. D. Del. Dec. 18, 2013); *In re Cengage Learning, Inc.*, No. 12-44106 (ESS) (Bankr. E.D.N.Y. July 24, 2013); *In re Conexant Sys., Inc.*, No. 13-10367 (MFW) (Bankr. D. Del. April 11, 2013); *In re Edison Mission Energy*, No. 12-49219 (JPC) (Bankr. N.D. Ill. Jan. 17, 2013); *In re AMF Bowling Worldwide, Inc.*, No. 12-36495 (KRH) (Bankr. E.D.Va. Dec. 17, 2012); *In re Hawker Beechcraft, Inc.*, No. 12-11873 (SMB) (Bankr. S.D.N.Y. May 31, 2012); *In re Global Aviation Holdings Inc.*, No. 12-40783 (CEC) (Bankr. E.D.N.Y. March 9, 2012); *In re United Retail Group, Inc.*, No. 12-10405 (SMB) (Bankr. S.D.N.Y. Feb. 23, 2012); *In re Friendly Ice Cream Corp.*, No. 11-13167 (Bankr. D. Del. Nov. 1, 2011); *In re Nebraska Book Co.*, No. 11-12005 (PJW) (Bankr. D. Del. July 21, 2011); *In re Sbarro, Inc.*, No. 11-11527 (Bankr. S.D.N.Y. May 3, 2011); *In re MSR Resort Golf Course LLC*, No. 11-10372 (Bankr. S.D.N.Y. March 2, 2011); *In re Great Atlantic & Pacific Tea Co.*, No. 10-24549 (RDD) (Bankr. S.D.N.Y. Dec. 12, 2010); *In re Local Insight Media Holdings, Inc.*, No. 10-13677 (KG) (Bankr. D. Del. Nov. 17, 2010); *In re FGIC Corp.*, No. 10-14215 (SMB) (Bankr. S.D.N.Y. Aug. 25, 2010); *In re Innkeepers USA Trust*, No. 10-13800 (SCC) (Bankr. S.D.N.Y. Aug. 12, 2010); *In re North American Petroleum Corp.*, No. 10-11707 (CSS) (Bankr. D. Del. June 21, 2010); *In re South Bay Expressway, L.P.*, No. 10-04516 (LDA) (Bankr. S. D. Cal. June 11, 2010); *In re Neff Corp.*, No. 10-12610 (SCC) (Bankr. S.D.N.Y. June 9, 2010); *In re U.S. Concrete, Inc.*, No. 10-11407 (PJW)

(Bankr. D. Del. May 21, 2010); *In re Citadel Broadcasting Corp.*, No. 09-17442 (BRL) (Bankr. S.D.N.Y. Feb. 3, 2010).<sup>4</sup>

9. In preparing for its representation of the Debtors in these chapter 11 cases, K&E has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that K&E is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

### **Services to be Provided**

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of K&E to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;

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<sup>4</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request of Debtors' proposed counsel.



- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

11. K&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure K&E will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that K&E uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. K&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. K&E's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>5</sup>

<u>Billing Category</u>	<u>U.S. Range</u>
Partners	\$665-\$1,225
Of Counsel	\$415-\$1,195
Associates	\$450-\$835
Paraprofessionals	\$170-\$355

14. The following professionals presently are expected to have primary responsibility for providing services to the Debtors: Nicole L. Greenblatt (\$895) and David S. Meyer (\$775). In addition, as necessary, other K&E professionals and paraprofessionals will provide services to the Debtors.<sup>6</sup>

15. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

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<sup>5</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein.

<sup>6</sup> Although K&E does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, K&E will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by K&E will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>7</sup> For example, like many of its peer law firms, K&E increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 2, 2013*). As set forth in the Order, K&E will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

16. K&E represented the Debtors during the three-month period before the Petition Date using the same hourly billing rates and material financial terms as the engagement proposed herein, subject to the periodic adjustments described above. Moreover, these hourly rates are consistent with the rates that K&E charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

17. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the Engagement Letter, which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. K&E currently charges the Debtors \$0.13 per page for standard duplication in its offices in the United States. K&E does not charge its clients for incoming facsimile transmissions. K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer-assisted legal research) techniques.

### **Compensation Received by K&E from the Debtors**

20. As set forth in the Greenblatt Declaration, on January 24, 2014, the Debtors paid \$350,000 to K&E as a classic retainer and the Debtors subsequently made an additional classic retainer payment to K&E of \$400,000 on March 7, 2014. The foregoing retainers constitute “classic retainer[s]” as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990). Moreover, pursuant to the Engagement Letter, the classic retainers are property of K&E and are not held in a separate account. As such, K&E earned the classic retainers upon receipt, and, consequently, K&E placed the amounts into its general cash account. The amounts K&E has invoiced the Debtors against the classic retainer for professional services and for the reimbursement of reasonable and necessary expenses incurred in connection therewith are set forth in the Greenblatt Declaration.

21. Pursuant to Bankruptcy Rule 2016(b), K&E has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors did not owe K&E any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to K&E’s classic retainer, such amounts, if any, would be less than the balance of K&E’s classic retainer as of the Petition Date.

### **K&E’s Disinterestedness**

22. To the best of the Debtors’ knowledge and as disclosed herein and in the Greenblatt Declaration, (a) K&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) K&E has no connection

to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Greenblatt Declaration.

23. K&E will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

### **Supporting Authority**

24. The Debtors seek retention of K&E as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

25. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

26. The Debtors submit that for all the reasons stated above and in the Greenblatt Declaration, the retention and employment of K&E as counsel to the Debtors is warranted. Further, as stated in the Greenblatt Declaration, K&E is a "disinterested person" within the

meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Greenblatt Declaration.

**Notice**

27. The Debtors have provided notice of this Application to the following parties: (a) the Office of the U.S. Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agent for the Debtors' prepetition secured lenders and postpetition secured lenders; (d) the agent for the Debtors' prepetition secured lenders and postpetition secured lenders; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; and (g) those parties who have requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <http://cases.primeclerk.com/sbarro>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

**No Prior Request**

28. No prior request for the relief sought in this Application has been made to this or any other court.

*[Remainder of Page Intentionally Left Blank.]*

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: March 24, 2014  
New York, New York

/s/ Carolyn Spatafora  
Carolyn Spatafora  
Sbarro LLC  
Chief Financial Officer

# **EXHIBIT J**



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
In re: : Chapter 11  
: :  
TUSCANY INTERNATIONAL HOLDINGS : Case No. 14-10193 (KG)  
(U.S.A.) LTD., et al., : :  
: Jointly Administered  
Debtors.<sup>1</sup> : :  
----- X

DECLARATION OF MITCHELL A. SEIDER AND  
DISCLOSURE STATEMENT OF LATHAM & WATKINS LLP PURSUANT TO  
BANKRUPTCY CODE SECTIONS 327, 329, AND 504, BANKRUPTCY RULES  
2014(a) AND 2016(b), AND LOCAL RULES 2014-1(a) AND 2016-1

I, Mitchell A. Seider, declare as follows:

1. I am a partner in the law firm of Latham & Watkins LLP ("L&W"), an international law firm with offices across the United States, Europe, and Asia. I am admitted in, practicing in, and a member in good standing of the bars of the State of New York and the State of Texas.

2. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, information supplied to me by other L&W professionals or paraprofessionals, or learned from my review of relevant documents. To the extent any information disclosed herein requires amendment or modification as additional party in interest information becomes available to L&W, a supplemental declaration will be submitted to this Court reflecting such amended or modified information.

3. I submit this Declaration to provide disclosure in connection with the application, dated February 10, 2014 (the "Application"),<sup>2</sup> to retain L&W as bankruptcy co-counsel for

<sup>1</sup> The Debtors in these cases are Tuscany International Holdings (U.S.A.) Ltd. and Tuscany International Drilling Inc. The last four digits of Tuscany International Holdings (U.S.A.) Ltd.'s U.S. federal tax identification number are 8192. The last four digits of Tuscany International Drilling Inc.'s Canadian tax identification number are 4278. The address for the Debtors is 1950, 140 – 4 Avenue S.W. Calgary, Alberta, Canada T2P 3N3.

Tuscany International Drilling Inc. and Tuscany International Holdings (U.S.A.) Ltd., as debtors and debtors in possession (collectively, the “**Debtors**”), *nunc pro tunc* to the Petition Date, as required by Bankruptcy Code Sections 327(a), 329, 504, and 1107, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1(a) and 2016-1.

### **Qualification of Professionals**

4. On November 21, 2013, the Debtors retained L&W in connection with their restructuring efforts. Since that time, the Debtors and L&W have worked closely in an effort to respond to the Debtors’ financial circumstances, including by engaging in negotiations concerning the Debtors’ restructuring options with the Debtors’ major creditors and potential strategic partners, preparing documents related to the Chapter 11 Cases, and other related matters. In all of these regards, L&W has become uniquely familiar with the Debtors’ business affairs and many of the potential legal issues that might arise in the context of the Chapter 11 Cases. L&W has provided advice and assisted the Debtors in all aspects of their restructuring efforts.

5. The Debtors selected L&W as their restructuring counsel based upon, among other things, L&W’s knowledge of the Debtors’ businesses and financial affairs and L&W’s recognized expertise in the field of business reorganizations and restructurings. L&W possesses extensive experience and knowledge practicing before bankruptcy courts in large and complex chapter 11 cases. L&W and its partners have previously represented numerous debtors in their bankruptcy matters, including Accuride Corporation, American Classic Voyages, Assisted Living Concepts, Inc., AT&T Latin America, Bally Total Fitness Corporation, B456 Systems, Inc. (f/k/a A123 Systems, Inc.), Boston Generating, LLC, Btf Cfi Inc., Consolidated

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Freightways, Cricket Communications, Inc., Dayton Superior Corporation, DVI, Inc., Eddie Bauer Holdings, Inc., Freedom Communications Holdings, Inc., Graceway Pharmaceuticals, LLC, Green Field Energy Services, Inc., Leap Wireless International, Inc., OnCure Holdings, Inc., NEC Holdings Corp., Regent Communications, Inc., RHI Entertainment, Inc., Spansion Inc., Spectrum Brands Inc., Spring Air Partners—North America, and United Australia Pacific, Inc.

6. I am one of the principal L&W attorneys working on this engagement. I have extensive experience in corporate restructurings and related matters, including leading roles in the complex chapter 11 cases of, among others, Adelphia Business Solutions, Arcapita Bank B.S.C., Bethlehem Steel, Buffets, Bosque Power, Centaur Gaming, the Dallas Stars, Delphi, Dubai World, Extended Stay, Gate Gourmet, Global Safety Textiles, Lear Automotive, Meridian Automotive Supply, and the Texas Rangers. I have represented debtors, committees, investors, bank groups, secured lenders, and other parties in both in-court and out-of-court restructurings, and in related litigation.

7. Other professionals and paraprofessionals in L&W's insolvency practice and in other practice areas, many of whom also have extensive experience in corporate restructurings generally, and debtor representations in chapter 11 cases specifically, will participate in the representation of the Debtors in the Chapter 11 Cases.

8. Due to L&W's experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, I believe that L&W is well-qualified to act on the Debtors' behalf. The retention of L&W will contribute greatly to the efficient administration of the estates, thereby minimizing expense to the estates and facilitating the progress of the Chapter 11 Cases. Accordingly, subject to this Court's

approval of the Application, L&W has agreed to perform the services requested by the Debtors as set forth herein.

**Services to be Provided**

9. In connection with the Chapter 11 Cases, the Debtors have requested court authorization to retain L&W as attorneys for the Debtors. The Debtors require L&W to render legal services relating to the day-to-day administration of the Chapter 11 Cases and the myriad issues that may arise in these cases, including, among other things:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- b. attending meetings and negotiating with representatives of creditors and other parties in interest;
- c. analyzing proofs of claim filed against the Debtors and potential objections to such claims;
- d. analyzing executory contracts and unexpired leases and potential assumptions, assignments, or rejections of such contracts and leases;
- e. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the estates;
- f. preparing motions, applications, answers, orders, reports, and papers necessary to the administration of the Debtors' estates;
- g. taking necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a plan of reorganization;
- h. advising the Debtors in connection with any potential sale of assets and taking necessary action to guide the Debtors through such potential sale;
- i. appearing before this Court or any Appellate Courts and protecting the interests of the Debtors' estates before those Courts and the U.S. Trustee;
- j. advising on corporate, litigation, environmental, finance, tax, employee benefits, and other legal matters; and

- k. performing all other necessary legal services for the Debtors in connection with the Chapter 11 Cases.

10. I understand that the Debtors anticipate filing an application to retain (a) Young Conaway Stargatt & Taylor, LLP (“YCST”) as their bankruptcy co-counsel and conflicts counsel and (b) McCarthy Tétrault LLP (“MT”) as Canadian counsel to assist in various Canadian aspects of the Chapter 11 Cases and to provide services in connection with an ancillary filing in Canada under the Companies’ Creditors Arrangement Act. Because L&W, YCST, and MT each will have a well-defined role, each counsel will not duplicate the services the other provides to the Debtors. L&W will coordinate with YCST and MT and any other counsel the Debtors retain in the Chapter 11 Cases to ensure that the legal services each firm provides to the Debtors are not duplicative.

11. The Debtors also intend to file applications to employ other professionals in the Chapter 11 Cases. L&W intends to monitor carefully the efforts of all other professionals the Debtors retain in the Chapter 11 Cases and to coordinate with such professionals to clearly delineate their respective duties in order to prevent duplication of effort, whenever possible.

### Disinterestedness

12. L&W and certain of its partners, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors. Except as set forth below, all such representations have been in matters unrelated to the Debtors and these Chapter 11 Cases. L&W has searched its electronic database for its connections to the entities listed on Appendix 1 hereto (collectively, the “Potential Parties in Interest”).<sup>3</sup> The information listed on Appendix 1 may have changed without my knowledge

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<sup>3</sup> The entities described in (a) – (o) on the list of Potential Parties in Interest (and the categories contained therein) was provided by the Debtors to L&W for purposes of a conflict check only and should not be relied upon by any party as a list of creditors or for any other purpose.

and may change during the pendency of these Chapter 11 Cases. L&W will update this Declaration, as described below, when L&W becomes aware of new material information. The following is a list of the categories of Potential Parties in Interest that L&W has searched thus far:

- a. company and affiliated entities;
- b. formerly affiliated entities and previous names;
- c. restructuring and other significant professionals of company and affiliated entities;
- d. major secured lenders (including current and former administrative agents);
- e. counsel/professionals to major secured lenders;
- f. holders of 1% or more of outstanding common equity securities of the company;
- g. current and former officers and directors;
- h. potential major unsecured creditors;
- i. major suppliers, vendors, and other parties;
- j. potential investors and their counsel/advisors;
- k. counterparties to major executory contracts and other agreements;
- l. counterparties to major real property and personal property leases;
- m. parties to material pending litigation;
- n. insurers;
- o. taxing and other significant governmental authorities;
- p. United States Bankruptcy Judges in the District of Delaware;
- q. staff for the Honorable Kevin Gross;
- r. United States Trustee for the District of Delaware (and key staff members); and
- s. Clerk of Court and Deputy for the District of Delaware.

13. L&W entered the names of the Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning such clients of L&W. This inquiry revealed that certain of the Potential Parties in Interest are current, or were

former, L&W clients. Attached as Appendix 2 to this Declaration is a list of Potential Parties in Interest that are current or former clients of L&W or of L&W attorneys while such attorneys were at a prior firm. Through the information generated from this computer inquiry, and through follow-up inquiries with L&W attorneys as necessary, it was determined that, except as described below, the representation of the Potential Parties in Interest disclosed on Appendix 2 hereto concerned matters in which such clients were not adverse to the Debtors or the Debtors' estates. Of the clients listed on Appendix 2, only the following parties, including affiliates, represented 1% or more of L&W's total client billings for the twelve-month period beginning in January 2013 and ending in December 2013 (on a consolidated basis): Credit Suisse AG, Cayman Islands Branch and Citibank N.A. Neither of these parties represented more than 2% of L&W's total client billings for such period.

14. Without obtaining appropriate waivers where necessary or appropriate, L&W will not represent the Debtors in an adversary proceeding commenced against any client of L&W. To the extent that a waiver does not exist or is not obtained from such client and it is necessary for the Debtors to commence a cause of action against a client, the Debtors will employ YCST or retain separate conflicts counsel to represent it in that particular matter. In addition, L&W will not represent any client on any matter involving the Debtors or these Chapter 11 Cases while retained as the Debtors' counsel in these Chapter 11 Cases.

15. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither L&W, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, the United States Trustee, or any person employed in the office of the United States Trustee, except as disclosed or otherwise described herein.

16. L&W will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, L&W will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a). In that regard, L&W intends to disclose clients in the capacity that they first appear in a conflicts search. For example, if a client has already been disclosed in this Declaration in one capacity (*i.e.*, a bank), and the client appears in a subsequent conflicts search in a different capacity (*i.e.*, a bondholder), then L&W does not intend to disclose the same client again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

17. As of the Petition Date, and except as disclosed below, I am unaware of any L&W attorneys who own any equity securities issued by the Debtors or any note or other debt instrument issued by the Debtors. On the Petition Date, a memorandum was sent to all L&W attorneys requiring that all attorneys who own any equity securities issued by the Debtors or any note or other debt instrument issued by the Debtors provide the details of such ownership. I will supplement this Declaration, as necessary, based on any affirmative responses to the memorandum that are received as soon as reasonably practicable.

18. Except as set forth herein, and based upon the information available to me, neither I, nor L&W, nor any partner or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which L&W is to be employed in this bankruptcy case. Based on the foregoing and to the best of my knowledge, I believe that: (a) L&W is a “disinterested person” within the meaning of Bankruptcy Code Section 101(14), as required by Bankruptcy Code Section 327(a), and does not



hold or represent an interest adverse to the Debtors' estates; and (b) L&W has no connection to the Debtors, their creditors or their related parties except as may be disclosed in this Declaration (as supplemented from time-to-time). The proposed engagement of L&W is not prohibited by or improper under Bankruptcy Rule 5002(a).

### Specific Disclosures

19. As specifically set forth below and in the attached appendices, L&W represents or has represented certain of the Debtors' creditors, equity security holders, professionals or other Potential Parties in Interest in matters unrelated to the Debtors (except as set forth below) and these Chapter 11 Cases. None of the representations described herein are adverse to the interests of the Debtors' estates. Moreover, pursuant to Bankruptcy Code Section 327(c), L&W is not disqualified from acting as the Debtors' counsel merely because it represents or has represented the Debtors' creditors, equity security holders, professionals or other Potential Parties in Interest in matters unrelated to the Debtors or these Chapter 11 Cases. I do not believe that L&W's current and prior representations described herein preclude L&W from being a disinterested party under the Bankruptcy Code.

20. The Debtors have also chosen to retain YCST to act as its bankruptcy co-counsel and conflicts counsel in these Chapter 11 Cases. The Debtors have submitted a separate application to retain YCST, and L&W has assured the Debtors that it will take care not to duplicate the efforts of YCST or any other counsel of the Debtors retained in these Chapter 11 Cases. YCST or conflicts counsel will also handle matters where L&W is prohibited from assisting the Debtors due to the existence of a conflict of interest.

### Relationships with Certain Secured Lenders

21. As disclosed in Appendix 2 attached hereto, L&W currently represents Credit Suisse AG, Cayman Islands Branch and several of its affiliates and subsidiaries (collectively, “CS”) in a number of different matters unrelated to the Debtors and the Chapter 11 Cases. CS is currently the administrative agent, collateral agent, and a holder of bank debt under the Credit Agreement with the Debtors.<sup>4</sup>

22. In addition, L&W currently represents BNY Mellon Serviços Financeiros DTVM, Export Development Canada, Federated Project and Trade Finance Core Fund, HSBC Custody Services, Jefferies Mortgage Funding LLC, Monarch Master Funding Ltd., The Bank of New York Mellon, and several of their respective affiliates (collectively, the “Lender Entities”) in a number of different matters unrelated to the Debtors and the Chapter 11 Cases. Each of the Lender Entities is a holder of bank debt under the Credit Agreement with the Debtors.

23. I do not believe that L&W’s past or current representation of any of these parties in interest in matters unrelated to the Debtors or the Chapter 11 Cases precludes L&W from being a disinterested party under the Bankruptcy Code. In the event that the Debtors and any of these parties become directly adverse to one another in an adversary proceeding in the Chapter 11 Cases, the Debtors will employ conflicts counsel to handle the matter as necessary.

### Relationships with Other Professionals

24. As disclosed in Appendix 2, L&W currently represents Citibank N.A. and several of its affiliates and subsidiaries (collectively, “Citibank”) in a number of different matters unrelated to these Chapter 11 Cases. Citibank served as a financial advisor to the Debtors in

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<sup>4</sup> The “Credit Agreement” means that certain *Fourth Amended and Restated Credit Agreement* among the Debtors, as borrowers, certain affiliates of the Debtors, as guarantors, Credit Suisse AG, as Administrative Agent, Credit Suisse AG, Cayman Islands Branch, as Special Collateral Agent, The Bank of New York Mellon, as Global Collateral Agent, BNY Mellon Servicos Financeiros DTVM S.A., as Brazilian Collateral Agent, and the lenders party thereto.

connection with the Debtors' prepetition investigation of potential strategic alternatives. In addition, L&W currently represents, and has formerly represented, certain affiliates, subsidiaries and entities associated with various professionals that the Debtors seek to retain in connection with these Chapter 11 Cases. All prior and current L&W representations of these professionals have been in matters unrelated to the Debtors and these Chapter 11 Cases. Furthermore, L&W has not represented and will not represent any such professionals in connection with any matter in these Chapter 11 Cases.

#### **Other Investigation and Disclosure Matters**

25. L&W's investigation and research of the Potential Parties in Interest has thus far failed to eliminate the possibility that Potential Parties in Interest other than those listed on Appendix 2 hereto may be current or former clients of L&W because: (a) the names of the Potential Parties in Interest are similar to, but not identical to, current or former L&W clients; or (b) the names of the Potential Parties in Interest are common names that appeared on our conflict search results, but do not appear to be the same individuals or entities that are parties in interest herein.

26. Although L&W has undertaken, and continues to undertake, extensive efforts to identify connections with the Debtors and other Potential Parties in Interest, it is possible that connections with some Potential Parties in Interest have not yet been identified. Should L&W, through its continuing efforts, learn of any new connections of the nature discussed herein, L&W will so advise the Court in a timely manner as soon as reasonably practicable.

27. L&W will not, while employed by the Debtors, represent any other entity having an adverse interest to the Debtors with respect to matters upon which the Debtors seek to retain L&W during the pendency of these Chapter 11 Cases.

28. Finally, certain interrelationships exist among the Debtors and their non-debtor affiliates. Nevertheless, the Debtors have advised L&W that the Debtors' relationships to its non-debtor affiliates do not pose any conflict of interest, based upon the general unity of their interest with the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude L&W's representation of the Debtors in these Chapter 11 Cases.

**L&W's Rates, Retainer, and Billing Practices**

29. L&W intends to charge the Debtors for services rendered in the Chapter 11 Cases at L&W's normal hourly rates in effect at the time the services are provided. L&W operates in a complicated, international marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved, and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, L&W does not have one rate that applies to an individual biller for all matters for all clients. L&W's rates for an individual biller may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various other factors.

30. L&W's hourly rates are set at a level designed to compensate L&W fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first L&W fee application following such adjustments) and are consistent with the rates charged in other debtor representations. In particular, L&W hourly rates for matters related to the Chapter 11 Cases range as follows: \$395 to \$855 for associates, \$850 to \$1,295 for counsel, \$875 to \$1,275 for partners, and \$175 to \$810 for paraprofessionals.

31. Consistent with L&W's policy with respect to its other clients, L&W will continue to charge the Debtors for all services provided and for other charges and disbursements incurred in the rendition of services. It is L&W's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also L&W's policy to charge its clients only the amount actually incurred by L&W in connection with such items. These charges and disbursements include (without limitation) costs for photocopying, electronic data management services, including scanning and document imaging, travel, travel-related expenses, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings. In addition, L&W utilizes the services of overtime secretaries and bills the Debtors for related overtime secretarial charges. L&W professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices. L&W will charge the Debtors \$0.10 per page for standard duplication in accordance with the rules of the Bankruptcy Court.

32. The Application requests approval of the retention of L&W on rates, terms, and conditions consistent with what L&W charges non-chapter 11 debtors. Subject to these terms and conditions, L&W will apply to the Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in the Chapter 11 Cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders entered in the Chapter 11 Cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred. Such applications will constitute a request for interim payment against L&W's reasonable fees and expenses to be determined at the conclusion of the Chapter 11 Cases.

33. As indicated above, L&W has advised the Debtors with respect to restructuring matters since November 2013. Other than the periodic adjustments described above, L&W's hourly rates and financial terms of the prepetition engagement are consistent with the hourly rates and financial terms of the engagement proposed herein. These hourly rates are consistent with the rates that L&W charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case. As described in the Helkaa Retention Declaration, the Debtors have reviewed and approved L&W's standard rate structure and determined that it is appropriate and is not significantly different from (a) the rates that L&W charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals. L&W and the Debtors have not agreed to any variations from, or alternatives to, L&W's standard billing arrangements for this engagement.

34. In connection with the Debtors' postpetition secured financing facility, L&W provided the Debtors with a prospective budget (the "**Budget**") setting forth the aggregate fees and expenses it expects to incur during the 15-week period following the Petition Date. L&W's Budget, which is included as a line item in Exhibit 2 to the Interim DIP Order,<sup>5</sup> has been approved by the Debtors.

35. The Debtors paid L&W a total of \$1,114,382.33<sup>6</sup> during the 90-day period prior to the Debtors' bankruptcy filing. A summary of all prepetition payments made by the Debtors to L&W is below:

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<sup>5</sup> The "**Interim DIP Order**" means the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (1) Approving Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, (5) Modifying Automatic Stay, (6) Authorizing the Roll-Up of Certain Prepetition Obligations, (7) Scheduling a Final Hearing and (8) Granting Related Relief* [Docket No. 54].

<sup>6</sup> This amount includes the full \$375,000 Retainer received by L&W from the Debtors. The Debtors are still in the process of reconciling the exact amount of the Retainer that remained as of the Petition Date, but in no event will the amount paid to L&W in the 90 days prior to the Petition Date exceed \$1,114,382.33.

- On December 16, 2013, the Debtors provided L&W with a retainer for the advance payment of subsequent invoices (the “Retainer”) in the amount of \$250,000.
- On December 31, 2013, L&W provided the Debtors with an invoice for services performed and expenses incurred in the aggregate amount of \$280,539.04, which the Debtors paid in full on January 21, 2014.
- On January 15, 2014, L&W provided the Debtors with an invoice for services performed and expenses incurred in the aggregate amount of \$180,447.06, which the Debtors paid in full on January 21, 2014.
- On January 21, 2014, the Debtors increased the Retainer by \$125,000 to a total of \$375,000.
- On January 24, 2014, L&W provided the Debtors with an invoice for services performed and expenses incurred in the aggregate amount of \$278,396.23, which the Debtors paid in full on January 28, 2014.
- On February 2, 2014, prior to the commencement of the Chapter 11 Cases, L&W applied the balance of the Retainer against L&W’s fees and expenses that remained unpaid as of that time.

36. L&W is still in the process of reconciling the exact amount of the Retainer that remained as of the Petition Date and will file a supplement with the Court once this information is ascertained. L&W will seek the approval of this Court prior to applying any portion of the remaining retainer to postpetition fees and expenses.

37. As of the Petition Date, the Debtors did not owe L&W any amounts for legal services rendered before the Petition Date. During the one year prior to the Petition Date, L&W received \$1,114,382.33<sup>7</sup> in total compensation from the Debtors for fees and expenses. In the 90 days prior to the Petition Date, L&W received the same amount, \$1,114,382.33, in total compensation from the Debtors for fees and expenses.

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<sup>7</sup> As noted above, this amount includes the full \$375,000 Retainer received by L&W from the Debtors. The Debtors are still in the process of reconciling the exact amount of the Retainer that remained as of the Petition Date, but in no event will the amount paid to L&W exceed \$1,114,382.33.

38. L&W is not a creditor of the Debtors. L&W seeks to treat its retainer as an evergreen retainer and to hold it as security throughout the Chapter 11 Cases until L&W's fees and expenses are awarded and payable to L&W on a final basis.

39. No promises have been received by L&W, or any partner, counsel, or associate thereof, as to payment or compensation in connection with the Chapter 11 Cases other than in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Except for sharing arrangements among L&W, its affiliated law practice entities, and their respective members, in accordance with Bankruptcy Code Sections 329 and 504 and Bankruptcy Rule 2016(b), L&W has not entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in the Chapter 11 Cases for (a) the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (b) payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (c) payment of compensation in connection with the Chapter 11 Cases other than in accordance with the applicable provisions of the Bankruptcy Code.

40. The foregoing constitutes the statement of L&W pursuant to Bankruptcy Code Sections 327(a), 329, and 504 and Bankruptcy Rules 2014(a) and 2016(b).

To the best of my knowledge, information and belief, and after reasonable inquiry, I declare under penalty of perjury that the foregoing is true and correct.

/s/ Mitchell A. Seider  
Mitchell A. Seider



# **EXHIBIT K**

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
Jay M. Goffman  
Mark A. McDermott  
Shana A. Elberg  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Counsel for Debtors and  
Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
EXCEL MARITIME CARRIERS LTD., et	:	Case No. 13-23060 (RDD)
al.,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**CERTIFICATION IN SUPPORT OF FIRST INTERIM FEE APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP, COUNSEL FOR THE DEBTORS, FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM JULY 2, 2013 THROUGH AND INCLUDING OCTOBER 31, 2013**

I, Mark A. McDermott, acting on behalf of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden" or the "Firm") as counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") hereby certify, pursuant to General Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "Local Guidelines") that:

1. I am a member of the Firm.
2. I have read the First Interim Fee Application of Skadden, Arps, Slate,

Meagher & Flom LLP, Counsel for the Debtors, for Allowance and Payment of Compensation

for Services Rendered and Reimbursement of Expenses Incurred from July 2, 2013 through and Including October 31, 2013 (the "Interim Application").

3. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and expense reimbursement sought by Skadden in the Interim Application conform with the Local Guidelines, except as specifically noted in the Interim Application.

4. Except to the extent that fees or disbursements are prohibited by the Local Guidelines, the fees and expenses sought are billed at rates and in accordance with the practice customarily employed by Skadden and generally accepted by Skadden's clients.

5. In providing a reimbursable service, Skadden does not make a profit on the service, regardless of whether the service is performed by Skadden or by a third party. In seeking reimbursement for any service that Skadden justifiably purchased or contracted from a third party, Skadden is requesting reimbursement only for the amount billed to Skadden by the third party and paid by Skadden to such third party.

6. In accordance with the Local Guidelines, the Debtors and the Creditors' Committee have been provided, not later than 21 days after the end of each month, with a monthly statement of the fees and disbursements accrued during such month.<sup>4</sup>

7. Skadden will provide a copy of the Interim Application prior to the filing thereof to the Debtors and the Creditors' Committee, among other notice parties, and each party in interest will have at least 14 days to review Interim Application before the objection deadline with respect thereto. Skadden submits that any deviation from the Local Guidelines, which

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<sup>4</sup> Pursuant to the Interim Compensation Order, professionals were afforded until September 20, 2013 to file monthly fee statements for the month of July 2013.

require copies of fee applications be provided to the Debtors and the Creditors' Committee 14 days before filing, is not material in this case as (a) all parties in interest have received copies of the Monthly Fee Statements and (b) all parties in interest will receive copies of the Interim Application significantly in advance of the objection deadline.

Dated: New York, New York  
December 16, 2013

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ Mark A. McDermott

Jay M. Goffman

Mark A. McDermott

Shana A. Elberg

Four Times Square

New York, New York 10036

(212) 735-3000

Counsel for Debtors and  
Debtors in Possession

**Exhibit B**

**COMPENSATION BY PROFESSIONAL PERSON  
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 FOR THE PERIOD JULY 2, 2013 THROUGH OCTOBER 31, 2013**

<b>NAME OF PROFESSIONAL PARTNERS AND COUNSELS:</b>	<b>DEPARTMENT</b>	<b>YEAR ADMITTED</b>	<b>EFFECTIVE HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Lauren E. Aguiar	Litigation-General	1996	\$1,075.00	44.70	\$48,052.50
Jonathan Frank	Litigation-General	1984	\$1,075.00	402.30	\$432,472.50
Jay M. Goffman	Corporate Restructuring	1984	\$1,150.00	272.00	\$312,800.00
Laura A. Kaufmann Belkhat	Corporate Finance	2003	\$830.00	13.80	\$11,454.00
Mark A. McDermott	Corporate Restructuring	1992	\$1,045.00	323.70	\$338,266.50
George A. Zimmerman	Litigation-General	1980	\$1,150.00	352.60	\$405,490.00
Steven J. Kolleeny	Litigation-General	1980	\$875.00	295.90	\$258,912.50
Shana A. Elberg	Corporate Restructuring	2002	\$795.00	376.40	\$302,091.00
Chris Mallon	Corporate Restructuring		\$1,079.51 – 1,910.63 <sup>1</sup>	443.40	\$554,464.56
<b>Subtotal:</b>				2524.80	\$2,664,003.56

<sup>1</sup> Range in hourly rates reflects daily conversion from British Pound Rate of £725.00

**COMPENSATION BY PROFESSIONAL PERSON  
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 FOR THE PERIOD JULY 2, 2013 THROUGH OCTOBER 31, 2013**

<b>NAME OF PROFESSIONAL ASSOCIATES:</b>	<b>DEPARTMENT</b>	<b>YEAR ADMITTED</b>	<b>EFFECTIVE HOURLY RATE</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION</b>
Carel Ale	Litigation-General		\$495.00	27.00	\$13,365.00
Kathiana Aurelien	Labor	2011	\$570.00	14.00	\$7,980.00
Rotem Bar-Kokhva	Tax	2006	\$755.00	43.00	\$32,465.00
Julie E. Cohen	Litigation-General	2009	\$675.00	750.70	\$506,722.50
Elliott M. Davis	Litigation-General	2008	\$695.00	26.00	\$18,070.00
James D. Falconer	Corporate Restructuring	2006	\$640.26 – 694.00 <sup>2</sup>	90.10	\$60,094.90
Adi Habbu	Corporate Restructuring	2011	\$630.00	375.70	\$236,691.00
Thomas D. Haley	Litigation-General	2011	\$570.00	7.30	\$4,161.00
Benjamin S. Halperin	Litigation-General	2013	\$425.00	401.20	\$170,510.00
Miranda C. Harrison	Corporate Finance	2012	\$630.00	14.10	\$8,883.00
Raquelle L. Kaye	Corporate Restructuring		\$755.00	12.80	\$9,664.00
Anna Heimbichner	Litigation-General	2012	\$481.38 – 485.66 <sup>3</sup>	12.60	\$6,111.54
Mollie Kornreich	Litigation-General	2010	\$570.00	461.50	\$263,397.00
Julie Lanz	Corporate Restructuring	2010	\$675.00	465.10	\$313,942.50
Heather A. Lohman	Litigation-General		\$755.00	79.50	\$60,022.50
Suzanne D.T. Lovett	Corporate Restructuring	1992	\$755.00	153.50	\$115,892.50
Christine A. Okike	Corporate Restructuring	2009	\$675.00	414.00	\$279,450.00

<sup>2</sup> Range in hourly rates reflects daily conversion from British Pound Rate of £430.00

<sup>3</sup> Range in hourly rates reflects daily conversion from British Pound Rate of £310.00

Cecilia Poon	Corporate Finance	2008	\$630.00	11.00	\$6,930.00
Jason C. Putter	Corporate Restructuring	2007	\$725.00	106.70	\$77,357.50
Abigail Sheehan	Litigation-General	2013	\$425.00	673.20	\$286,110.00
Spencer R. Short	Mass Tort/Insurance	2008	\$695.00	76.30	\$53,028.50
Daniel M. Smith	Antitrust		\$395.00	69.30	\$27,373.50
Melissa M. Tiarks	Banking	2009	\$695.00	18.30	\$12,718.50
Vivian Wong	Corporate Restructuring	2012	\$461.58 – 500.32 <sup>3</sup>	47.30	\$22,426.76
Ian Aldridge	Litigation-General		\$147.29-150.82 <sup>4</sup>	244.10	\$36,194.19
Samuel Barrett	Litigation-General		\$150.20-150.89 <sup>4</sup>	39.90	\$6,007.78
Natasha Caldwell	Litigation-General		\$149.30-150.90 <sup>4</sup>	49.00	\$7,347.13
Hitesh Chowdhry	Litigation-General		\$147.29-150.91 <sup>4</sup>	172.60	\$25,563.60
Bindya Hindocha	Litigation-General		\$148.25-150.88 <sup>4</sup>	121.80	\$18,193.57
Zachariah Judge	Litigation-General		\$147.29-150.89 <sup>4</sup>	212.50	\$31,570.10
Nilufar Kasimova	Litigation-General		\$147.29-150.88 <sup>4</sup>	266.90	\$39,636.26
Thomas Kew	Litigation-General		\$147.29-151.01 <sup>4</sup>	213.50	\$31,658.75
Andrew Kollington	Litigation-General		\$147.29-148.82 <sup>4</sup>	214.20	\$31,709.71
Ivor D. McGurk	Litigation-General		\$147.29-150.92 <sup>4</sup>	189.00	\$28,069.87
Ruby Moreea	Litigation-General		\$147.29-150.88 <sup>4</sup>	257.20	\$38,192.33
Christopher O'Connor	Litigation-General		\$147.29-148.13 <sup>4</sup>	151.40	\$22,367.63
Brianna Parbury	Litigation-General		\$147.29-148.13 <sup>4</sup>	61.60	\$9,105.33
Romina Rivero	Litigation-General		\$147.29-150.89 <sup>4</sup>	262.60	\$38,989.03

<sup>4</sup> Range in hourly rates reflects daily conversion from British Pound Rate of £95.00



Michail Thomas	Litigation-General		\$147.29-150.90 <sup>4</sup>	234.80	\$34,847.04
Haseeb Ur-Rehman	Litigation-General		\$147.29-150.89 <sup>4</sup>	255.30	\$37,918.94
Nataliya Walker-Haworth	Litigation-General		\$147.29-150.89 <sup>4</sup>	239.10	\$35,498.21
Natalie Zwar	Litigation-General		\$147.29-150.21 <sup>4</sup>	192.30	\$28,511.35
<b>Subtotal:</b>				7,728.00	\$3,094,748.02

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15 *Attorneys for Plaintiffs*

16  
17 **UNITED STATES DISTRICT COURT**  
18 **CENTRAL DISTRICT OF CALIFORNIA**  
19 **WESTERN DIVISION (LOS ANGELES)**  
20

21 ANDREW MASON DVASH-  
BANKS and E.J. D.-B., )

22 Plaintiffs, )

23 v. )

24 THE UNITED STATES )  
25 DEPARTMENT OF STATE, and )  
26 THE HONORABLE MICHAEL )  
R. POMPEO, Secretary of State, )

27 Defendants. )  
28

Case No. 2:18-cv-00523-JFW-(JCx)

**DECLARATION OF AARON C. MORRIS IN SUPPORT OF PLAINTIFFS' MOTION FOR FEES AND COSTS**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Hearing Time: 1:30 p.m.  
Courtroom: 7A

I, Aaron C. Morris, Esq. hereby declare:

1. I am the Executive Director of Immigration Equality, a national non-profit created in 1994 to protect and empower refugees and immigrants who are lesbian, gay, bisexual, transgender, queer (LGBTQ), or HIV-positive. Over the last 24 years, Immigration Equality and its pro bono partners have represented more than 1,200 immigrants before government agencies, immigration courts, and in federal district and circuit courts. Currently, the organization represents 647 clients across the United States.
2. Immigration Equality's legal services are delivered to clients free of charge. As such, I do not have an hourly rate that is passed along to my clients. However, based upon my experience and my unique position as an expert on law and policy for LGBTQ immigration issues, I assess my rate to be \$685 per hour. This amount is consistent with the rate at which other decisions in the Central District of California have found for similarly situated attorneys working in the public interest.

### **Experience**

3. I first began working with Immigration Equality as an intern in law school in 2004. I have been a full-time staff member since 2008, and I have been the Executive Director since the beginning of 2016.
4. I am a member of the Bar of the state of New York and have been since 2006. I was admitted to the Bar of the Commonwealth of Massachusetts, but I have since retired from that Bar. I am admitted to practice before the Southern District of New York and the Courts of Appeals for the First, Third, Fourth, and Ninth Circuits, and I have brought immigration cases

before all of these courts. I have also brought immigration cases before several other district and circuit courts appearing *pro hac vice*.

5. My Curriculum vitae is attached as exhibit A.
6. In 2005, I graduated from the American University's Washington College of Law. Following the New York bar exam, I became an immigration staff attorney in the Office of Legal Affairs of the United States Court of Appeals for the Second Circuit. For two years, I reviewed immigration appeals, prepared bench memoranda for circuit judges, and drafted summary orders for approximately 500 immigrations cases.
7. In 2007, I became an associate attorney at Masliah & Soloway in New York, an immigration law firm. The founding partners of the law firm, Noemi Masliah and Lavi Soloway, were also founding members of Immigration Equality. At the firm, my practice was focused almost exclusively on representing immigrants in federal appeals.
8. In 2008, I became a staff attorney at Immigration Equality, where I handled a heavy docket of various immigration matters, including many family immigration cases. I also mentored hundreds of pro bono attorneys as part of Immigration Equality's legal services program. In 2010 I was promoted to Senior Staff Attorney, taking on a greater role in the management of the legal department. In 2013, I became the organization's Legal Director, heading up both the law and policy teams. I served in that role until I became the Executive Director of the organization in early 2016. In my various roles, I have supervised Immigration Equality's legal services, federal court litigation, executive branch policy initiatives, and Congressional advocacy.
9. As a national leader in LGBTQ immigration law, I was invited in 2015 by the non-profit Public Counsel to provide oral arguments as amicus counsel

before the Ninth Circuit Court of Appeals in *Godoy-Ramirez v. Holder*, No. 12-71930 (9th Cir. 2015) (unpublished). As amicus, I explained to the Court that the immigration judge's decision in the case reflected a fundamental misunderstanding of what it means to be a transgender person by concluding that transgender women were safe in Mexico because that nation's capital had recognized marriages for same-sex couples. The Ninth Circuit agreed, and ruled in favor of the petitioner.

10. I have also been frequently invited by members of Congress to weigh in on proposed legislation. As such, I have submitted written testimony to Congress, testified at Congressional briefings, and provided Congressional staff with my proposed edits to several bills on immigration, including the Dignity for All Detained Immigrants Act, the Reuniting Families Act, and the Uniting American Families Act.
11. In addition, I am the co-editor of the LGBT module of the Refugee, Asylum, and International Operations (RAIO) Directorate Training program of the Department of Homeland Security. Since 2014, I have been one of only two trainers in the nation of the RAIO program who teach the LGBT module. This is a mandatory course for every new asylum and refugee officer employed by the United States, which is offered to seven or eight classes of new officers each year. As a conservative estimate, I have personally trained at least 900 individual officers.
12. I am the co-author of *The Gay Bar: The Effect of the One-Year Filing Deadline on Lesbian, Gay, Bisexual, Transgender, and HIV-Positive Foreign Nationals Seeking Asylum or Withholding of Removal*. 8 N.Y. CITY L. REV. 233 (2006).
13. As an expert in LGBTQ rights and immigration, I have lectured extensively at academic institutions throughout the United States, including at Columbia

University, Fordham University, New York University, the University of Maine, the University of Minnesota, the University of Washington and many more. Most recently, on March 9, 2019, I gave the closing keynote speech at Harvard University's LGBTQ Conference, a collaboration of Harvard Law School and five of Harvard's other graduate programs.

14. I have also lectured at the invitation of international human rights conferences and festivals sponsored by the European Union and the Canadian Government in Mexico, Jamaica, and Russia.
15. From 2006 to 2011, I was a member of the New York City Bar Association's Special Committee on AIDS, serving for several years as the Committee's secretary. From 2012 to 2014, I also served as a member of the New York City Bar Association's LGBT Rights Committee.
16. I have been a member of the American Immigration Lawyers Association since 2007, and I served on the group's National LGBT Committee for two years. I am a member of the LGBT Bar Association, which named me one of the Best LGBT Lawyers Under 40 in 2014. In 2017, I was honored with the Peter M. Cicchinio Award for Outstanding Advocacy in the Public Interest by the Washington College of Law.
17. Given the depth and focus of my experience in immigration law for LGBTQ people, I would assess my fees to be equivalent to that of a lawyer at a major law firm in Los Angeles with 14 years of experience. This assessment is consistent with the court's allocation of fees in other cases, such as *Manuel Vasquez et al. v. Tony Rackauckas et al.*, No. 09-01090 (C.D. Cal. Nov. 5, 2014) (minute order granting attorneys' fees), attached here as Exhibit B. In *Vasquez*, the court allocated \$640 per hour to an attorney with 12 years of experience. In that case, an attorney for the ACLU of Southern California named Peter Bibring noted in an affidavit to the court that, like Immigration

Equality, the ACLU does not pass on hourly rates to its clients. Accordingly, it conducts annual surveys of prevailing rates for attorneys in Southern California based on years of experience. The ACLU then uses those rates as its own standard in seeking to recover attorneys' fees.

18. Using a similar standard that was utilized by the ACLU of Southern California five years ago, I assess my fees to be \$685 per hour. This credits a slight increase in the fee allocated to Mr. Bibring for the two additional years of experience I have and to adjust for inflation.

### **The Present Case**

19. On the *Dvash-Banks v. Pompeo* matter, I have co-counseled with Sullivan & Cromwell LLP ("S&C") since the inception of the case. My expertise in LGBTQ immigration law and 14 years of experience with immigration litigation complemented the complex litigation and other skills that the S&C team members brought to the representation. Because the S&C team so comprehensively handled the various work that went into this action, I was able to work on this matter without substantially engaging any other lawyers or paralegals at Immigration Equality. As such, I am not seeking fees for any timekeepers at Immigration Equality other than myself.

20. I was involved, alongside the S&C team, in preparing the complaint, reviewing all briefing, engaging in settlement negotiations, engaging in mediation, participating in all strategy decisions, preparing for and participating in the 30(b)(6) deposition of the State Department's appointed representative, and participating via video-conference and telephone, respectively, in the deposition preparation and deposition of Andrew Dvash-Banks held in Los Angeles. I also participated in the review of certain discovery requests and in some of the many meet and confer calls that took

place in support of the S&C team's efforts to obtain discovery from the defendants in this action.

21. In addition, I was involved in providing the Dvash-Banks family with immigration law information and advice related to this action. Altogether, I actively worked on this matter from September 20, 2017 to the present.

#### Time and Expenses

22. Reports from our timekeeping system reflect that I spent 104.75 hours on the legal components of the *Dvash-Banks* matter. However, 3.5 of these hours were spent on compiling and filing an application for permanent residence for E.J. in case his citizenship had not been recognized. (That application remained pending throughout the litigation and has not been granted or denied.) While those hours are reflected in Immigration Equality's timekeeping system, we have excluded them from the hours for which we seek attorneys' fees. In addition, as the matter's point person on media and public education, I spent many additional hours on work related to this case that is not reflected here. Hours related to media and public education work were tracked using a different timekeeping code. Similarly, time spent crafting this declaration is also not included in this fee request. As such, for attorneys' fees purposes, I ask that Immigration Equality be reimbursed for 101.25 hours. At the proposed rate of \$685 per hour, this totals \$69,356.25.

23. Immigration Equality employees track their time by the quarter hour on an electronic time sheet program offered by our Professional Employer Organization, TriNet USA Inc. Our internal policies require that timekeeper entries be made before the end of each pay period, which occurs every two weeks. We also must have all timesheets completed on the last day of the month regardless of the pay period schedule. Immigration Equality's Office



Manager reviews the timesheets every two weeks, and I review them on a monthly basis. This matter was assigned an individual code to make reporting time spent on the case easy and accurate. We do not generally keep narrative entries as no costs we incur are ever passed to our clients.

Nevertheless, all of the time reported herein was for the work described in paragraphs 19 and 20 above. A report of my timesheets is included below.

24. In addition to time spent, Immigration Equality incurred \$1,197 in expenses for travel costs. This includes a trip from New York to Washington, D.C. for the 30(b)(6) deposition, consisting of costs for one roundtrip train ticket, one night in a hotel, ride-share transit, one metro transit ticket, and meals. The expense amount also reflects a cancelled flight and hotel from New York to Los Angeles that was booked to appear for a hearing that was cancelled. While we recuperated most of the fees spent on the cancelled trip, we nevertheless incurred some costs. A report of my expenses related to this matter is included below the report on my timesheets.



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Aaron C. Morris

Time Sheets for Aaron Morris, Esq. from September 9, 2017 to March 1, 2019

<u>Last Name</u>	<u>First Name</u>	<u>Date</u>	<u>In Time</u>	<u>Out Time</u>	<u>Project</u>	<u>Regular</u>	<u>OT</u>	<u>Total Paid</u>
Morris	Aaron	01/02/2019	09:30 AM	03:30 PM	396	6.00	0.00	6.00
Morris	Aaron	01/03/2019	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	01/09/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	01/09/2019	04:30 PM	05:00 PM	396	0.50	0.00	0.50
Morris	Aaron	01/12/2019	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	01/13/2019	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	01/14/2019	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	01/16/2019	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	01/17/2019	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	01/18/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	01/23/2019	05:30 PM	06:30 PM	396	1.00	0.00	1.00
Morris	Aaron	01/24/2018	05:30 PM	06:00 PM	396	0.50	0.00	0.50
Morris	Aaron	01/29/2018	11:00 AM	11:30 AM	396	0.50	0.00	0.50
Morris	Aaron	01/30/2018	11:00 AM	01:00 PM	396	2.00	0.00	2.00
Morris	Aaron	02/01/2018	09:30 AM	12:30 PM	396	3.00	0.00	3.00
Morris	Aaron	02/22/2019	07:00 PM	07:30 PM	396	0.50	0.00	0.50
Morris	Aaron	03/01/2019	09:30 AM	10:00 AM	396	0.00	0.50	0.50
Morris	Aaron	03/19/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	03/21/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	05/22/2018	07:30 PM	08:30 PM	396	1.00	0.00	1.00
Morris	Aaron	07/02/2018	09:45 AM	10:00 AM	396	0.25	0.00	0.25
Morris	Aaron	07/10/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	07/11/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	07/30/2018	10:00 AM	10:30 AM	396	0.50	0.00	0.50
Morris	Aaron	07/31/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	08/01/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	08/06/2018	06:30 PM	07:00 PM	396	0.50	0.00	0.50
Morris	Aaron	08/10/2018	03:30 PM	05:30 PM	396	0.00	2.00	2.00
Morris	Aaron	08/15/2018	04:30 PM	05:30 PM	396	1.00	0.00	1.00
Morris	Aaron	08/16/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	08/29/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	09/11/2018	05:30 PM	06:00 PM	396	0.50	0.00	0.50
Morris	Aaron	09/20/2017	06:00 PM	07:00 PM	396	1.00	0.00	1.00
Morris	Aaron	09/20/2018	06:30 PM	07:30 PM	396	1.00	0.00	1.00
Morris	Aaron	09/22/2017	06:30 PM	07:00 PM	396	0.00	0.50	0.50
Morris	Aaron	09/24/2018	06:30 PM	07:00 PM	396	0.50	0.00	0.50
Morris	Aaron	09/25/2017	06:30 PM	07:00 PM	396	0.50	0.00	0.50
Morris	Aaron	09/25/2018	06:30 PM	07:30 PM	396	1.00	0.00	1.00
Morris	Aaron	09/26/2017	07:00 PM	07:30 PM	396	0.50	0.00	0.50

Morris	Aaron	09/27/2017	07:00 PM	07:30 PM	396	0.50	0.00	0.50
Morris	Aaron	09/28/2017	08:00 PM	08:30 PM	396	0.50	0.00	0.50
Morris	Aaron	09/29/2017	07:00 PM	07:30 PM	396	0.00	0.50	0.50
Morris	Aaron	10/01/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	10/02/2017	07:00 PM	07:30 PM	396	0.50	0.00	0.50
Morris	Aaron	10/02/2018	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	10/05/2017	07:30 PM	08:00 PM	396	0.50	0.00	0.50
Morris	Aaron	10/09/2018	09:30 AM	12:30 PM	396	3.00	0.00	3.00
Morris	Aaron	10/13/2017	05:30 PM	06:30 PM	396	1.00	0.00	1.00
Morris	Aaron	10/18/2017	06:30 AM	07:30 AM	396	1.00	0.00	1.00
Morris	Aaron	10/21/2017	09:30 AM	10:00 AM	396	0.00	0.50	0.50
Morris	Aaron	10/22/2017	09:30 AM	10:00 AM	396	0.00	0.50	0.50
Morris	Aaron	10/22/2018	06:30 PM	07:00 PM	396	0.50	0.00	0.50
Morris	Aaron	10/24/2017	06:00 PM	06:30 PM	396	0.50	0.00	0.50
Morris	Aaron	10/30/2018	08:00 PM	08:30 PM	396	0.50	0.00	0.50
Morris	Aaron	10/31/2018	06:30 PM	07:00 PM	396	0.50	0.00	0.50
Morris	Aaron	11/04/2017	09:30 AM	12:00 PM	396	2.50	0.00	2.50
Morris	Aaron	11/07/2017	06:00 PM	06:15 PM	396	0.25	0.00	0.25
Morris	Aaron	11/07/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	11/08/2017	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	11/13/2017	05:15 PM	05:30 PM	396	0.25	0.00	0.25
Morris	Aaron	11/15/2017	05:30 PM	09:30 PM	396	4.00	0.00	4.00
Morris	Aaron	11/15/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	11/18/2017	09:30 AM	12:30 PM	396	0.00	3.00	3.00
Morris	Aaron	11/19/2017	09:30 AM	01:30 PM	396	0.00	4.00	4.00
Morris	Aaron	11/21/2017	10:00 AM	10:30 AM	396	0.50	0.00	0.50
Morris	Aaron	11/22/2017	09:30 AM	09:45 AM	396	0.25	0.00	0.25
Morris	Aaron	11/22/2017	10:00 AM	10:15 AM	396	0.25	0.00	0.25
Morris	Aaron	11/26/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	11/29/2017	09:30 AM	10:00 AM	396	0.50	0.00	0.50
Morris	Aaron	11/29/2018	09:30 AM	07:30 PM	396	10.00	0.00	10.00
Morris	Aaron	11/30/2018	09:30 AM	11:30 AM	396	0.00	2.00	2.00
Morris	Aaron	12/01/2017	05:30 PM	06:00 PM	396	0.00	0.50	0.50
Morris	Aaron	12/04/2018	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	12/06/2018	09:30 AM	07:30 PM	396	10.00	0.00	10.00
Morris	Aaron	12/08/2017	09:30 AM	10:30 AM	396	1.00	0.00	1.00
Morris	Aaron	12/10/2018	09:30 AM	03:00 PM	396	5.50	0.00	5.50
Morris	Aaron	12/12/2018	09:30 AM	02:00 PM	396	4.50	0.00	4.50
Morris	Aaron	12/18/2018	09:30 AM	12:30 PM	396	3.00	0.00	3.00
<b>Total:</b>						<b>90.75</b>	<b>14.00</b>	<b>104.75</b>

<b>Aaron Morris Legal Direct Expense for Dvash Banks Case</b>	<b>Amount</b>
8/31/2018 EXPEDIA 737216297398EXPEDIA.COM: Refund for cancelled ACM trip to Los Angeles	-93.84
8/31/2018 EXPEDIA 737216297398EXPEDIA.COM: Refund for cancelled ACM trip to Los Angeles	-373.14
8/31/2018 EXPEDIA.COM BELLEVUE WA: ACM Travel to Los Angeles	286.2
8/31/2018 EXPEDIA.COM BELLEVUE WA: ACM Travel to Los Angeles	316.2
8/31/2018 EXPEDIA 737216297398EXPEDIA.COM: ACM Flight to Los Angeles	466.98
12/31/2018 MARRIOTT AT METRO CEWASHINGTON	28.2
12/31/2018 LYFT *RIDE FRI 5PMSAN FRANCISCO: Cab back to station for trip back to NYC.	13.49
12/31/2018 COSI 303 WASHINGTON DC: Deposition	2.52
12/31/2018 AMTRAK POS F&B 0095 WASHINGTON	13.5
12/31/2018 LYFT *RIDE WED 5PMSAN FRANCISCO: Deposition with State Department	13.72
12/31/2018 TRAVEL INSURANCE POLRICHMOND VA: Travel insurance for ACM trip to DC	15.34
12/31/2018 AMTRAK INT WASHINGTON DC: \$92 charge for change ticket	92
12/31/2018 METRO 024-UNION STN WASHINGTON: Train to hotel for deposition	12
12/31/2018 AMTRAK INT WASHINGTON DC: Train tickets to DC for ACM	227.5
12/31/2018 LYFT *RIDE WED 3PMSAN FRANCISCO: Deposition with State Department	13.55
12/31/2018 HOTELS.COM1542251604HOTELS.COM: Dvash-Banks, for the deposition of State dep't	255.2
12/31/2018 Amtrak: Voucher used for ACM travel to DC	-92
<b>Total:</b>	<b>\$1,197.42</b>

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14

15 *Attorneys for Plaintiffs*

16  
17 **UNITED STATES DISTRICT COURT**  
18 **CENTRAL DISTRICT OF CALIFORNIA**  
19 **WESTERN DIVISION (LOS ANGELES)**  
20

21 ANDREW MASON DVASH-  
BANKS AND E.J. D.-B.,  
22  
23 Plaintiffs,  
24 v.

25 THE UNITED STATES  
DEPARTMENT OF STATE,  
and THE HONORABLE  
26 MICHAEL R. POMPEO,  
Secretary of State,  
27  
28 Defendants.

Case No. 2:18-cv-00523-JFW-(JCx)

**DECLARATION OF ANDREW  
DVASH-BANKS IN SUPPORT OF  
PLAINTIFFS' MOTION FOR  
ATTORNEYS' FEES AND COSTS**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Courtroom: 7A

1 I, ANDREW DVASH-BANKS, declare as follows:

2 1. I am one of the Plaintiffs in the above-captioned action and  
3 submit this declaration in support of *Plaintiffs' Motion for Attorneys' Fees and*  
4 *Costs*. I have personal knowledge of the facts set forth in this declaration. If  
5 called to testify, I would and could testify competently as to the facts described  
6 herein.

7 2. My spouse, Elad Dvash-Banks, and my net worth, and that of  
8 the other plaintiff in this action (my two-year-old son E.J.), are modest and  
9 certainly collectively only a small fraction of the \$2 million referenced in the Equal  
10 Access to Justice Act. That was the case at the time that we initiated this litigation  
11 as well.

12 3. In June 2017, I moved back to the United States from Canada  
13 along with Elad and our twin sons and we took up full-time residence in Los  
14 Angeles, California. I entered on my U.S. passport and Elad entered on the basis  
15 of his green card. Our son A.J. also entered on his U.S. passport, but his twin  
16 brother, E.J., was compelled to enter on a tourist visa. Over the course of July,  
17 August, and September 2017, we spoke to approximately a dozen lawyers who  
18 expressed sympathy for our situation, but declined to represent us in a lawsuit  
19 against the State Department unless we committed to pay them a substantial  
20 amount of money that we could not afford.

21 4. By late September 2017, E.J.'s six-month tourist visa had three  
22 months left until its expiration and Elad and I were becoming desperate. We were  
23 particularly concerned that E.J. might not be permitted to remain in the U.S.  
24 Around the same time, someone whom Elad knew through his work encouraged us  
25 to contact Immigration Equality. In late September 2017, Immigration Equality  
26 conducted an intake interview with Elad and me via videoconference. During that  
27 week, Immigration Equality offered to represent us on a *pro bono* basis, and soon  
28

1 thereafter, Sullivan & Cromwell LLP agreed to do so as well, as co-counsel or the  
2 case.

3 5. Based on my experience speaking with approximately a dozen  
4 lawyers, I believe that we likely would have been left without experienced and  
5 appropriate counsel to bring a lawsuit against the State Department had  
6 Immigration Equality and Sullivan & Cromwell LLP not done so.

7  
8 I declare under penalty of perjury under the laws of the State of  
9 California and the United States of America that the foregoing is true and correct.

10 Executed on the 20th day of March, 2019, at Fremont, California.

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13 Andrew Dvash-Banks  
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**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION (LOS ANGELES)**

ANDREW MASON DVASH-  
BANKS AND E.J. D.-B.,

Plaintiffs,

v.

THE UNITED STATES  
DEPARTMENT OF STATE,  
and THE HONORABLE  
MICHAEL R. POMPEO,  
Secretary of State,

Defendants.

Case No. 2:18-cv-00523-JFW-(JCx)

**[PROPOSED] ORDER GRANTING  
PLAINTIFFS' MOTION FOR  
AWARD OF ATTORNEYS' FEES  
AND COSTS**

Judge: Hon. John F. Walter  
Hearing Date: April 22, 2019  
Hearing Time: 1:30 PM  
Courtroom: 7A



1 Plaintiffs Andrew Dvash-Banks and, by and through his guardian *ad*  
2 *litem*, E.J. D.-B. (“E.J.” and collectively, “Plaintiffs”) have moved for attorneys’  
3 fees and costs pursuant to the Equal Access to Justice Act, 28 U.S.C. § 2412(d)  
4 (“EAJA”). The Court, having considered all submissions, documents and  
5 evidence, and having considered the arguments of counsel relevant to the motion  
6 (“Motion”), and good cause appearing therefore, GRANTS the Motion and  
7 ORDERS as follows:

8 Plaintiffs are prevailing parties under the EAJA and are hereby  
9 awarded reasonable attorneys’ fees and costs. Defendants’ position in this action  
10 was not “substantially justified” for the purposes of determining Plaintiffs’  
11 eligibility for attorneys’ fees pursuant to the EAJA. The Court finds that Plaintiffs’  
12 requested rates and hours for counsel in this action are reasonable, and that  
13 Sullivan & Cromwell LLP attorneys Theodore Edelman, Jessica Klein, Alexa  
14 Lawson-Remer, and Lauren Goldsmith; and Immigration Equality attorney Aaron  
15 Morris are entitled to the enhanced rates requested in the Motion.

16 Accordingly, Defendants are ORDERED to pay Plaintiffs’ attorneys’  
17 fees in the amount of \$1,276,500.25. This award shall be apportioned among the  
18 counsel organizations as follows:

19 \$1,207,144 for Sullivan & Cromwell LLP.

20 \$69,356.25 for Immigration Equality.

21 Defendants are further ORDERED to pay Plaintiffs’ costs in the  
22 amount of \$31,283.75. This award shall be apportioned among the counsel  
23 organizations as follows:

24 \$30,086.75 for Sullivan & Cromwell LLP.

25 \$1,197.00 for Immigration Equality.

26 IT IS SO ORDERED.

27 Date: \_\_\_\_\_

28 \_\_\_\_\_  
The Honorable John F. Walter  
United States District Judge

1 Respectfully submitted,

2 By: /s/ Alexa M. Lawson-Remer

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