

# EXHIBIT C

**OCTOBER 2011  
COSTS AND FEES**



Please Remit Payments Only To:  
 P.O. Box 945614  
 Atlanta, Georgia 30394  
 Telephone (866) 244-4934  
 www.kilpatricktownsend.com  
 Fed I.D. 58-0511774

November 10, 2011

BRYCE C. PILZ  
 ASSOCIATE GENERAL COUNSEL  
 UNIVERSITY OF MICHIGAN  
 OFFICE OF THE GENERAL COUNSEL  
 1600 HURON PARKWAY  
 2ND FLOOR  
 ANN ARBOR, MI 48109-2590

Client: 91558  
 Matter: 822209  
 Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
<b>Previous Balance Due:</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Current Invoice:</b>						
11/10/11	11228542	\$157,575.95	\$1,069.43	\$0.00		\$158,645.38

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN	63,458.18

Please return this page with payment  
 Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.



ATTORNEYS AT LAW

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1600 HURON PARKWAY
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Client: 91558
Matter: 822209
Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through October 31, 2011:

Table with 5 columns: Date, Initials, Description, Hours, Amount. Contains 8 rows of service entries, some with redacted descriptions.

Amounts are calculated per entry, rounding discrepancies may occur in summaries or totals as a result of prearranged discounts.

Other Charges include a reasonable allocation of related overhead expenses. Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/10/2011	ASF	[Not Subject of Fee Application]	1.40	665.00
10/10/2011	SMM	[Not Subject of Fee Application]	1.60	400.00
10/10/2011	AP	Strategize regarding personal jurisdiction and standing issues; research question of personal jurisdiction over state officers.	4.20	1,575.00
10/10/2011	JP	Review partial answer issue; prepare memo regarding same; begin mapping out strategy in connection with motion to dismiss and associated issues.	1.20	630.00
10/10/2011	ASR	Conference with Mr. Beck and team members regarding strategy and assignments for each team member for management of the case and preparation of documents, pleadings, and motions.	0.40	132.00
10/11/2011	JB	Review first Amended Complaint; preparation for and telephone conference with University attorneys regarding service and jurisdiction and motions and related issues; followup.	4.50	3,262.50
10/11/2011	ASF	[Not Subject of Fee Application]	1.80	855.00
10/11/2011	SDJ	[Not Subject of Fee Application]	1.00	No Charge
10/11/2011	AP	Research personal jurisdiction against the defendants; prepare for and participate in strategy call with clients.	3.20	1,200.00
10/11/2011	JP	Review complaint; begin mapping out bases for possible motion to dismiss; review personal jurisdiction issues.	1.10	577.50
10/11/2011	ASR	Conference with university representatives, Mr. Beck, and Mr. Pequignot regarding strategy regarding service, [redacted] and a proposed motion to dismiss on standing and ripeness grounds; legal research to identify cases addressing ripeness claims that would support a partial motion to dismiss on ripeness grounds; conference with Mr. Pequignot regarding strategy for a motion to dismiss on ripeness grounds.	3.40	1,122.00
10/12/2011	JB	Email communications and preparation and conferences regarding preliminary injunction defenses; telephone conference with opposing counsel.	7.00	5,075.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/12/2011	ASF	[Not Subject of Fee Application]	4.60	2,185.00
10/12/2011	SMM	[Not Subject of Fee Application]	1.50	No Charge
10/12/2011	AP	Strategize regarding possible preliminary injunction opposition brief; research in connection with "likelihood of success on the merits" section of possible preliminary injunction opposition brief.	2.80	1,050.00
10/12/2011	JP	Formulate response to potential motion for preliminary injunction; prepare for and participate in call with plaintiffs' counsel regarding scheduling, [REDACTED] review/revise correspondence to clients regarding same; prepare correspondence to plaintiffs' counsel regarding statement that trust included copyrighted work in public domain component of the project	3.60	1,890.00
10/12/2011	RP	E-mail correspondence and teleconference with J. Beck and litigation team regarding potential preliminary injunction and related division of labor; related teleconference with A. Pequignot and A. Scott; review complaint and correspondence between Plaintiffs' counsel and clients; develop theories of potential harm to Defendants sufficient to defeat a motion for preliminary injunction; review related e-mail correspondence from Jack Bernard.	2.90	1,232.50
10/12/2011	RLR	[Not Subject of Fee Application]	0.60	348.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/12/2011	ASR	Conference with Mr. Fonoroff regarding strategy for asserting ripeness arguments for a motion to dismiss some of Plaintiffs' claims; legal research to identify authority supporting motion to dismiss on ripeness grounds; conference with Mr. Beck and Mr. Petersen in advance of call with opposing counsel; conference with Mr. Beck, Mr. Petersen, and opposing counsel regarding service and answer timing issues as well as [REDACTED] preliminary injunction; conference with Mr. Potter and Mr. Pequignot regarding strategy for research to be conducted to support opposition to expected motion for preliminary injunction; draft and revise correspondence to university representatives regarding call with opposing counsel and recommendations regarding service; review and analyze correspondence and memorandum received from Mr. Bernard; conference with Mr. Beck and Mr. Petersen regarding correspondence to opposing counsel regarding [REDACTED] preliminary injunction; draft and revise proposed correspondence from Mr. Petersen to opposing counsel regarding allegedly non-public domain title referenced during conference call.	7.80	2,574.00
10/13/2011	JB	Multiple telephone conferences and email communications regarding strategy [REDACTED] and drafts of correspondence to opposing counsel.	2.50	1,812.50
10/13/2011	ASF	[Not Subject of Fee Application] [REDACTED]	5.70	2,707.50
10/13/2011	SMM	[Not Subject of Fee Application] [REDACTED]	0.70	No Charge
10/13/2011	AP	Research and draft sections of preliminary injunction opposition brief on likelihood of success on the merits and standing; analyze correspondence with client regarding letter to Plaintiff's counsel; review and revise pro hac vice application.	8.80	3,300.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/13/2011	JP	Review e-mail from Ned Rosenthal regarding alleged error in public domain component of the project; e-mail clients regarding same; review e-mail from Jack Bernard with Michigan position; prepare for and participate in call with clients regarding next steps, response to Ned Rosenthal's issues in connection with preliminary injunction; draft/revise letter to Ned Rosenthal regarding same; prepare correspondence to clients regarding same; review/revise Joint Defense Agreement.	6.90	3,622.50
10/13/2011	RP	Review e-mail correspondence from Jack Bernard and other clients regarding witness contact information and thoughts on possible preliminary injunction response; related fact research regarding orphan works project; teleconference with A. Pequignot and A. Roach regarding same; e-mail correspondence with clients to arrange telephone interviews with appropriate witnesses; teleconference with J. Beck, J. Petersen and clients regarding potential preliminary injunction and related issues; e-mail correspondence with Jack Bernard, Bryce Pilz, Paul Courant and John Wilkin to schedule a telephone call to discuss potential harm to the universities arising from entry of injunction; e-mail correspondence with D. Goldstein of National Federation for the Blind [REDACTED] teleconference with Jack Bernard, [REDACTED], and [REDACTED] regarding harms from potential injunction; e-mail correspondence with J. Beck [REDACTED]	7.60	3,230.00



<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/13/2011	ASR	Review and analyze correspondence from opposing counsel regarding proceeding with service; conference with Mr. Fonoroff regarding correspondence from opposing counsel and regarding strategy for preliminary procedural steps; conference with Mr. Pequignot and Mr. Potter regarding strategy for contacting university representatives and employees to interview them to identify facts supporting arguments against an injunction; draft and revise correspondence to university contacts to set up interviews to identify facts for drafting declarations to support arguments made on the defendants' behalf; conference with [REDACTED] of the California Digital Library regarding the University of California's digitization projects and the harms to the University and the public that would be caused by a preliminary injunction; conference with university representatives and team members regarding strategy for negotiating with opposing counsel; conference with [REDACTED] regarding the University of California's digitization projects and the harms to the University and the public that would be caused by a preliminary injunction; conference with [REDACTED] regarding the University of California's digitization projects and the harms to the University and the public that would be caused by a preliminary injunction; review and analyze draft response to opposing counsel.	8.70	2,871.00
10/14/2011	MJB	[Not Subject of Fee Application] [REDACTED]	0.20	No Charge
10/14/2011	JB	Telephone conferences and email communications regarding strategy and correspondence to opposing counsel.	1.80	1,305.00
10/14/2011	ASF	[Not Subject of Fee Application] [REDACTED]	6.30	2,992.50
10/14/2011	SMM	[Not Subject of Fee Application] [REDACTED]	0.20	No Charge
10/14/2011	AP	Research and draft sections of preliminary injunction opposition brief on likelihood of success on the merits and standing; analyze correspondence with client regarding letter to Plaintiff's counsel; strategize regarding the same.	6.10	2,287.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/14/2011	JP	E-mail counsel regarding draft letter to Ned Rosenthal; draft/revise same in response to comments; telephone conference with clients regarding same; finalize letter to Rosenthal; review correspondence from Bryce Pilz regarding next steps, timetable, potential defenses; prepare correspondence to Bryce Pilz regarding same	5.90	3,097.50
10/14/2011	RP	Draft/revise declarations from client witnesses as to harm; teleconference with D. Goldstein, counsel to the National Federation of the Blind, [REDACTED]; related e-mail correspondence with J. Beck; review client's OWP Overview documents.	6.80	2,890.00
10/14/2011	ASR	Review and revise engagement letters to defendants; prepare for phone interview with [REDACTED] regarding University digitization projects and practices and harms to the University if such projects were enjoined; conference with [REDACTED] regarding University digitization projects and practices and harms to the University if such projects were enjoined; draft and revise declaration of [REDACTED]; conference with Mr. Potter regarding draft declarations; research regarding timing and waiver rules governing motions on various grounds; conference with Mr. Petersen regarding same.	6.50	2,145.00
10/16/2011	AP	Research and draft sections of preliminary injunction opposition brief on likelihood of success on the merits and standing.	2.30	862.50
10/16/2011	JP	Review/revise declaration [REDACTED].	1.20	630.00
10/16/2011	RP	Draft/revise proposed declarations in opposition to preliminary injunction on behalf of [REDACTED] of University of Michigan, [REDACTED] of Cornell, and [REDACTED] of Indiana University; e-mail correspondence with J. Petersen regarding draft declaration for [REDACTED] of University of Michigan.	6.20	2,635.00
10/16/2011	ASR	Research waiver of and timing for asserting defenses, including defenses of standing and ripeness; review and revise Mr. Petersen's revisions to Mr. Potter's draft declaration to use as general guide for drafting other declarations; draft and revise declaration [REDACTED].	4.00	1,320.00
10/17/2011	JB	Multiple conferences and email communications regarding gathering of evidence and status of work on likelihood of success and irreparable harm and harm to Defendants and public interest; review draft and declarations.	5.40	3,915.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/17/2011	ASF	[Not Subject of Fee Application]	6.50	3,087.50
10/17/2011	AP	Research and draft section of preliminary injunction opposition brief on likelihood of success on the merits; analyze correspondence with clients regarding strategy for accepting service.	8.80	3,300.00
10/17/2011	JP	Correspond with Ned Rosenthal and clients on service related issues; telephone conference with Jeremy Goldman regarding same; prepare papers in opposition to preliminary injunction motion.	5.90	3,097.50
10/17/2011	RP	Teleconference with J. Petersen regarding draft declarations and related revisions; related teleconference with A. Roach; draft/revise all declarations per comments from J. Beck and J. Petersen; related tasks.	4.90	2,082.50
10/17/2011	ASR	Review and revise declaration of [REDACTED]; conference with Mr. Potter regarding strategy for draft declarations for university librarians and other individual declarants; conference with Mr. Potter regarding revisions to draft declarations; conference with Mr. Beck and Mr. Petersen regarding strategy for declarations and draft brief; coordinate with Ms. Moore to prepare, serve, and file applications to admit attorneys pro hac vice in the Southern District of New York; draft and revise declaration of [REDACTED]; draft and revise declaration of [REDACTED].	7.20	2,376.00
10/18/2011	JB	Telephone conference with Michigan regarding communication and press and public; telephone conferences and email communications regarding service and scheduling and opposition to anticipated preliminary injunction motion and standing question; continue review of draft declarations.	3.80	2,755.00
10/18/2011	ASF	[Not Subject of Fee Application]	5.70	2,707.50
10/18/2011	AP	Research and draft section of preliminary injunction opposition brief on likelihood of success on the merits; analyze correspondence with clients regarding strategy for accepting service.	7.60	2,850.00
10/18/2011	JP	Call with Ned Rosenthal regarding service issues; e-mail group regarding same; correspond with Ned Rosenthal regarding same	3.40	1,785.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/18/2011	RP	Teleconference with J. Beck regarding draft briefs and declarations; draft public-harm insert for brief in opposition to anticipated preliminary injunction.	2.20	935.00
10/18/2011	ASR	Legal research to identify cases addressing the balance of harms factor of the preliminary injunction standard; conference with Mr. Pilz regarding participation of Kilpatrick team member in Michigan meeting regarding communications strategy; conference with Mr. Bernard, [REDACTED], and Mr. Beck regarding communications strategy; review and revise engagement letters to each university; finalize and send engagement letters to each university.	6.20	2,046.00
10/19/2011	JB	Complete review and draft extensive comments to draft declarations from Defendant librarians; quick review of [REDACTED] opinion and followup; begin review of draft sections of brief; coordination of legal research on injunction and on standing and of fact gathering from librarians.	7.50	5,437.50
10/19/2011	ASF	[Not Subject of Fee Application]	6.50	3,087.50
10/19/2011	SDJ	[Not Subject of Fee Application]	0.50	No Charge
10/19/2011	SMM	[Not Subject of Fee Application]	0.20	50.00
10/19/2011	AP	Research and draft section of preliminary injunction opposition brief on likelihood of success on the merits.	8.80	3,300.00
10/19/2011	JP	Draft/revise stipulation extending time; review [REDACTED] decision; evaluate potential motion to dismiss with respect to immunity, associational standing issues.	2.30	1,207.50
10/19/2011	RP	E-mail correspondence with J. Beck regarding draft declarations in support of opposition to preliminary injunction; related e-mail correspondence with declaration witnesses [REDACTED].	7.40	3,145.00
10/19/2011	RLR	[Not Subject of Fee Application]	0.20	116.00
10/19/2011	ASR	Legal research to identify legal authority supporting arguments for draft opposition to expected motion for preliminary injunction; drafting and revise section of draft opposition [REDACTED]; conference with team members regarding development of arguments.	8.40	2,772.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/20/2011	JB	Review draft of brief in opposition to anticipated preliminary injunction motion; telephone conference with Jack Bernard and Bryce Pilz regarding Orphan Works, [REDACTED] [REDACTED] telephone conference with all Defendants regarding [REDACTED] Motion to Dismiss on standing and [REDACTED] preliminary injunction.	7.30	5,292.50
10/20/2011	ASF	[Not Subject of Fee Application] [REDACTED]	4.20	1,995.00
10/20/2011	AJG	[Not Subject of Fee Application] [REDACTED]	0.40	No Charge
10/20/2011	SDJ	[Not Subject of Fee Application] [REDACTED]	0.50	No Charge
10/20/2011	AP	Research and draft section of draft opposition to possible preliminary injunction motion addressing likelihood of success on the merits; participate in call with clients to discuss strategy for possible motion to dismiss; research in connection with fact section of draft opposition to possible preliminary injunction motion.	6.10	2,287.50
10/20/2011	JP	Prepare correspondence to Ned Rosenthal regarding 26(f) conference; prepare correspondence to clients regarding next steps, deadlines; comment upon draft declarations in opposition to motion for preliminary injunctive relief.	1.50	787.50
10/20/2011	RP	Teleconference with [REDACTED] and J. Bernard of University of Michigan regarding specifics surrounding certain HathiTrust operations and related follow-up issues for draft declaration; teleconference with [REDACTED] of Cornell regarding same; teleconference with [REDACTED] of Indiana University regarding same; related teleconferences with J. Beck, J. Petersen and A. Roach; related factual research; revise draft declarations accordingly.	6.60	2,805.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/20/2011	ASR	Conference with Mr. Beck regarding revisions to draft brief section; review and revise section of draft opposition to expected motion for preliminary injunction, [REDACTED] [REDACTED] conference with [REDACTED] regarding University digitization projects and practices and specific examples of harms to the University if such projects were to be enjoined; conference with [REDACTED] regarding University digitization projects and practices and specific examples of harms to the University if such projects were to be enjoined; conference with [REDACTED] regarding University digitization projects and practices and specific examples of harms to the University if such projects were to be enjoined.	8.30	2,739.00
10/21/2011	JB	Review/comment on draft opposition to preliminary injunction, including time at home on the evening of October 20; email communications regarding motions strategy; multiple and varied email communications and telephone conferences with Librarians/fact gathering.	3.50	2,537.50
10/21/2011	ASF	[Not Subject of Fee Application] [REDACTED]	6.80	3,230.00
10/21/2011	NLH	[Not Subject of Fee Application]	0.20	No Charge
10/21/2011	AP	Strategize regarding motion to dismiss; research in connection with fact section for opposition to possible motion for preliminary injunction.	1.80	675.00
10/21/2011	JP	Review letter from Ned Rosenthal regarding court conference.	0.30	No Charge
10/21/2011	RP	Legal and factual research regarding public-interest component of draft opposition to anticipated motion for preliminary injunction; revise draft declarations.	4.60	No Charge
10/21/2011	RLR	[Not Subject of Fee Application] [REDACTED]	0.60	348.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/21/2011	ASR	Review document and information provided by Mr. Van Gemert; conference with Mr. Potter regarding interviews with University librarians and employees; draft and revise declarations in support of opposition to expected preliminary injunction motion; call with Mr. Goldstein and Mr. Beck regarding his proposal to move to intervene on the NFB's behalf; draft and revise correspondence to clients regarding call and regarding setting up a conference call to discuss the issue of intervention by the NFB, as well as communications by university employees and librarians regarding the case and issues related to it.	3.60	1,188.00
10/24/2011	JB	Preparation for conference call with all Defendants regarding National Federation for the Blind intervention and public statements by librarians and Motion for Summary Judgment; telephone conference with Dan Goldstein regarding intervention; email communications regarding [REDACTED] Standing and Summary Judgment.	5.60	4,060.00
10/24/2011	ASF	[Not Subject of Fee Application] [REDACTED]	5.70	2,707.50
10/24/2011	AP	Research and draft motion to dismiss on standing grounds.	3.60	1,350.00
10/24/2011	JP	Telephone conference with Ned Rosenthal regarding scheduling issues	0.20	105.00
10/24/2011	RP	Draft/revise insert for proposed opposition to anticipated preliminary injunction; related legal and factual research.	5.90	2,507.50
10/24/2011	RLR	[Not Subject of Fee Application] [REDACTED]	2.30	1,334.00
10/24/2011	ASR	Coordinate scheduling of conference call for all university representatives; review and revise section of opposition to expected preliminary injunction motion; conference with university representatives and Mr. Beck regarding issues related to service and expected preliminary injunction motion; conference with Mr. Beck and Mr. Goldstein regarding NFB's proposal to move to intervene; draft and revise correspondence to Kilpatrick team regarding [REDACTED] [REDACTED] standing motion; draft and revise correspondence to university representatives regarding conversation with Mr. Goldstein.	3.60	1,188.00
10/25/2011	JB	Coordination of standing issues; coordination of National Federation for the Blind response; followup on extension to answer and timetable for meeting with Plaintiff's attorneys.	1.70	1,232.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/25/2011	ASF	[Not Subject of Fee Application]	1.60	No Charge
10/25/2011	AJG	[Not Subject of Fee Application]	0.60	No Charge
10/25/2011	AP	Strategize regarding motion to dismiss; strategize regarding possible intervention by National Federation of the Blind; research and draft motion to dismiss on standing.	1.80	675.00
10/25/2011	JP	Finalize stipulation and prepare correspondence to Judge Baer regarding same; review Ned Rosenthal e-mail asking whether defendants intend to move to dismiss the complaint; prepare correspondence to clients regarding same.	0.70	367.50
10/25/2011	ASR	Review and analyze correspondence from Mr. Goldstein regarding his position on moving to intervene on behalf of the NFB; conference with Mr. Beck regarding same; draft and revise correspondence to clients regarding Mr. Goldstein's proposal and providing recommendation.	1.20	396.00
10/26/2011	JB	Followup on National Federation for the Blind role; on "standing" brief; and on communications with press/conferences.	1.40	1,015.00
10/26/2011	AP	Research and draft motion to dismiss on standing.	2.80	1,050.00
10/26/2011	RP	E-mail correspondence with J. Wilkin regarding [REDACTED]; related e-mail correspondence with J. Beck.	0.20	85.00
10/26/2011	ASR	Legal research regarding application of common interest doctrine [REDACTED]; conference with Mr. Beck regarding results of research; draft and revise correspondence responding to client question [REDACTED]; draft and revise correspondence to clients [REDACTED]	3.40	1,122.00
10/27/2011	JB	Review [REDACTED] articles for use in our fair use argument and followup with Andrew Pequignot; review and mark-up amended complaint for draft answer and followup with Allison Scott Roach on draft answer and on "ripeness" argument.	2.30	1,667.50



<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/27/2011	AP	Research and draft motion to dismiss on standing.	5.20	1,950.00
10/27/2011	JP	E-mail Ned Rosenthal regarding discovery conference; prepare for scheduling call with Ned Rosenthal; prepare memorandum regarding pre-trial schedule order.	0.90	472.50
10/27/2011	ASR	Correspondence with clients regarding inquiries [REDACTED] conference with Mr. Beck and Mr. Raider regarding same; draft and revise correspondence responding to client's inquiries; legal research regarding application of ripeness doctrine to identify authority supporting arguments in proposed motion to dismiss; legal research [REDACTED].	4.10	1,353.00
10/28/2011	JB	Review/comment on draft "standing" brief and followup; followup on pretrial order and Rule 26(f) counterance including extensive comments to Joe Peterson draft.	2.70	1,957.50
10/28/2011	AJG	[Not Subject of Fee Application] [REDACTED]	0.30	No Charge
10/28/2011	AP	Strategize regarding motion to dismiss, including standing and ripeness arguments; conference [REDACTED].	0.80	300.00
10/28/2011	JP	Prepare for scheduling conference with Ned Rosenthal; prepare correspondence to clients summarizing issues to be discussed relating to pre-trial scheduling order, 26(f) conference.	3.50	1,837.50
10/28/2011	ASR	Legal research regarding application of the ripeness doctrine, [REDACTED]; factual online research regarding the Orphan Works Project and the statements issued by the HathiTrust and the University of Michigan regarding its process and timing; [REDACTED] conference with Mr. Beck and Mr. Petersen regarding proposed trial and discovery schedule; conference with Mr. Beck regarding proposed motion to dismiss on standing and ripeness grounds; conference with Mr. Raider and Mr. Beck regarding [REDACTED] litigation hold.	6.10	2,013.00
10/29/2011	RLR	Outline issues on defensive discovery to discuss during the 26(f) conference.	1.00	580.00
10/30/2011	ASR	Legal research to identify case law supporting ripeness arguments to include in motion to dismiss on standing and ripeness grounds.	4.10	1,353.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/31/2011	JB	Preparation for and telephone conference with client attorneys; followup with Allison Scott Roach on "ripeness" argument; followup with Joe Peterson on "poll" to client attorneys.	4.50	3,262.50
10/31/2011	ASF	[Not Subject of Fee Application]	3.20	1,520.00
10/31/2011	AP	Strategize regarding motion to dismiss on standing and ripeness grounds.	0.40	150.00
10/31/2011	JP	Prepare for and participate in call with clients regarding outstanding issues including NFB intervention, [REDACTED] pre-trial scheduling order and 26(f) conference; prepare correspondence to client group regarding same; review correspondence from Jack Bernard regarding sovereign immunity issues.	4.90	2,572.50
10/31/2011	ASR	Legal research regarding application of the ripeness doctrine, [REDACTED] factual online research regarding the Orphan Works Project and the statements issued by the HathiTrust and the University of Michigan regarding its process and timing; legal research regarding the actual or imminent injury prong of the standing analysis; draft and revise standing and ripeness sections of motion to dismiss regarding the Plaintiff's claims based on the Orphan Works Project; conference with Mr. Fonoroff and Mr. Beck regarding standing and ripeness arguments with respect to Plaintiffs' Orphan Works Project claims.	9.90	3,267.00

<b>Fees</b>	<b>\$190,689.00</b>
<b>Less Discount</b>	<b>(33,113.05)</b>
<b>Total Fees</b>	<b>\$157,575.95</b>

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>
JB	J. M. Beck	66.80	725.00	652.50
ASF	[REDACTED]	64.20	475.00	427.50
JP	Joe Petersen	43.50	525.00	472.50
RLR	[REDACTED]	5.00	580.00	522.00
AP	Andrew Pequignot	76.80	375.00	337.50

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>
RP	Robert Potter	55.30	425.00	382.50
ASR	Allie S. Roach	96.90	330.00	297.00
SDJ	██████████	2.00	200.00	180.00
SMM	██████████	4.20	250.00	225.00
AJG	██████████	1.30	200.00	180.00
MJB	██████████	0.20	135.00	121.50
NLH	██████████	0.20	50.00	45.00
<b>Totals</b>		<b>416.40</b>		

*Other Charges:*

10/12/2011	State Bar of Georgia-Certificate of Good Standing-R Raider, A. Roach and A. Pequignot	45.00
10/13/2011	Clerk, USDC Southern District of New York-Fee for Pro Hac Vice Application	800.00
10/14/2011	State Bar of Georgia; fee for certificate of Good Standing request on behalf of Alex Fonoroff	15.00
10/17/2011	Expense of Joe Beck for Good Standing Certificate with the SDNY on 17 Oct 2011 regarding Letter of Good Standing	35.00
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Indiana University Bloomington Dorothy J Frapwell) in BLOOMINGTON IN on 10/18/ Tracking #797638997503	13.24
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Ron Raider) to Appellate Division, Second Dep (Attorney Matters Section) in BROOKLYN NY on 10/1 Tracking #797622873813	13.51
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to The University of California B (Karen J Petrulakis) in OAKLAND CA on 10/18/11 Tracking #797639035448	14.88
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to The University of Wisconsin M (Nancy K Lynch) in MADISON WI on 10/18/11 Tracking #797639062280	13.73
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to The University of Michigan (Bryce C Pilz) in ANN ARBOR MI on 10/18/11 Tracking #797639085957	13.24
10/21/2011	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Cornell University (Nelson E Roth) in ITHACA NY on 10/18/11 Tracking #795309149671	13.73

*Other Charges:*

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Document Reproduction	79.95
Document Reproduction	12.15
<b>Total Other Charges</b>	<b>\$1,069.43</b>
<b>TOTAL AMOUNT DUE THIS INVOICE</b>	<b>\$158,645.38</b>



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November 10, 2011

NELSON E. ROTH
DEPUTY UNIVERSITY COUNSEL & LITIGATION
SECTION HEAD
CORNELL UNIVERSITY, OFFICE OF THE GENERAL
COUNSEL
300 CCC BUILDING
GARDEN AVENUE
ITHACA, NY 14853

Client: 91558
Matter: 822209
Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include Previous Balance Due and Current Invoice details.

Payment Allocation

Table with 2 columns: Payor, Total. Row for CORNELL UNIVERSITY with total of 23,796.80.

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November 10, 2011

DOROTHY J. FRAPWELL
VICE PRESIDENT OF THE GENERAL COUNSEL
INDIANA UNIVERSITY BLOOMINGTON
OFFICE OF THE GENERAL COUNSEL
107 S. INDIANA AVENUE, 211 BRYAN HALL
BLOOMINGTON, IN 47405

Client: 91558
Matter: 822209
Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include Previous Balance Due and Current Invoice details for 11/10/11.

Payment Allocation

Table with 2 columns: Payor, Total. Row for INDIANA UNIVERSITY BLOOMINGTON with a total of 23,796.80.

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November 10, 2011

KAREN J. PETRULAKIS  
 UNIVERSITY OF CALIFORNIA, BERKELEY  
 OFFICE OF THE GENERAL COUNSEL  
 1111 FRANKLIN STREET  
 8TH FLOOR  
 OAKLAND, CA 94607

Client: 91558  
 Matter: 822209  
 Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
<b>Previous Balance Due:</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Current Invoice:</b>						
11/10/11	11228542	\$157,575.95	\$1,069.43	\$0.00		\$158,645.38

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA	23,796.80

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November 10, 2011

NANCY K. LYNCH
ASSOCIATE DIRECTOR, SENIOR UNIVERSITY
LEGAL COUNSEL
UNIVERSITY OF WISCONSIN-MADISON
ADMINISTRATIVE LEGAL SERVICES
361 BASCOM HALL
500 LINCOLN DRIVE
MADISON, WI 53706

Client: 91558
Matter: 822209
Invoice #: 11228542

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include Previous Balance Due and Current Invoice details for 11/10/11.

Payment Allocation

Table with 2 columns: Payor, Total. Row for UNIVERSITY OF WISCONSIN-MADISON with Total 23,796.80.

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**NOVEMBER 2011  
COSTS AND FEES**

December 14, 2011

BRYCE C. PILZ  
ASSOCIATE GENERAL COUNSEL  
UNIVERSITY OF MICHIGAN  
OFFICE OF THE GENERAL COUNSEL  
1600 HURON PARK WAY  
2ND FLOOR  
ANN ARBOR, MI 48109-2590

Client: 91558  
Matter: 822209  
Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	23,796.80	134,848.58
<b>Previous Balance Due:</b>		<b>157,575.95</b>	<b>1,069.43</b>	<b>0.00</b>	<b>23,796.80</b>	<b>134,848.58</b>
<b>Current Invoice:</b>						
12/14/11	11239302	\$132,732.00	\$1,783.04	\$0.00		\$134,515.04

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	53,806.00

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December 14, 2011

BRYCE C. PILZ  
 ASSOCIATE GENERAL COUNSEL  
 UNIVERSITY OF MICHIGAN  
 OFFICE OF THE GENERAL COUNSEL  
 1600 HURON PARKWAY  
 2ND FLOOR  
 ANN ARBOR, MI 48109-2590

Client: 91558  
 Matter: 822209  
 Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

**For Professional Services Through November 30, 2011:**

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/01/2011	JB	Followup on discovery needed for Motion to Dismiss and Motion for Summary Judgment; extensive comments on draft standing motion; email communications regarding Michigan librarian [REDACTED]	3.30	2,392.50
11/01/2011	ASF	[Not Subject of Fee Application] [REDACTED]	3.20	1,520.00
11/01/2011	AJG	[Not Subject of Fee Application] [REDACTED]	0.60	No Charge

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/01/2011	AP	[REDACTED] analyze draft section of motion to dismiss on ripeness; strategize regarding motion dismiss; strategize with team regarding offensive discovery needed for motion to dismiss and fair use arguments.	2.90	1,087.50
11/01/2011	JP	Correspond with clients regarding sovereign immunity research; review Cornell response to poll regarding bases for early motion; review correspondence from Ned Rosenthal regarding conference; prepare correspondence to client group regarding same	1.60	840.00
11/01/2011	RP	E-mail correspondence with J. Beck, A. Fonoroff, A. Pequignot and A. Roach regarding potential interrogatories related to standing and fair use; teleconferences with A. Fonoroff, A. Pequignot and A. Roach regarding same; prepare draft interrogatories and related document requests; teleconference with J. Petersen regarding common interest agreement; draft common interest agreement.	3.50	1,487.50
11/01/2011	ASR	Conference with Mr. Fonoroff regarding discovery needed for standing and ripeness motion; conference Mr. Fonoroff, Mr. Pequignot, and Mr. Potter regarding interrogatories and document requests needed for motion to dismiss; conference with Mr. Pequignot regarding revisions to draft motion to dismiss on standing and ripeness grounds and regarding strategy for asserting arguments therein; conference with Ms. MacDonald and Ms. Petrulakis regarding scope of litigation hold memorandum.	2.70	891.00
11/02/2011	JB	Preparation for and telephone conference General Counsel Suellyn Scarnecchia, Jack Bernard and Bryce Pilz and followup [REDACTED]	0.80	580.00
11/02/2011	JB	Followup regarding Standing brief and interrogatories and Rule 26(f) continuance.	1.20	870.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/02/2011	ASF	[Not Subject of Fee Application]	2.50	1,187.50
11/02/2011	SMM	[Not Subject of Fee Application]	1.10	275.00
11/02/2011	AP	Research and revise section of draft motion to dismiss on associational standing; strategize regarding standing and ripeness arguments with respect to the Orphan Works Project.	10.80	4,050.00
11/02/2011	JP	Telephone conference with Chris Ashely (Wisconsin) regarding status of finalizing retention; prepare memorandum regarding same; correspond with Ned Rosenthal regarding 26(f) conference; draft/revise common interest agreement	0.90	472.50
11/02/2011	RP	Draft/revise template interrogatories to associational plaintiffs on standing and fair use issues; related teleconference with A. Pequignot regarding standard for establishing standing; related e-mail correspondence and teleconferences with A. Fonoroff.	4.90	2,082.50
11/02/2011	RLR	[Not Subject of Fee Application]	0.30	174.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/04/2011	JP	Telephone conference with Chris Ashley regarding status of retention; prepare memo regarding same	0.30	157.50
11/04/2011	RP	Revise draft Common interest agreement per R. Raider comments; related e-mail correspondence with J. Beck and J. Petersen.	0.80	340.00
11/04/2011	ASR	Draft and revise proposed cover letter for University of California to send with litigation hold notice to former library employees.	0.80	264.00
11/06/2011	RLR	[Not Subject of Fee Application]	0.40	232.00
11/07/2011	JB	Re-review Motion to Dismiss draft; comments to Andrew Pequignot and Allison Scott Roach; preparation for telephone conference with Paul Courrant including public benefit question; followup on orphan works details.	3.30	2,392.50
11/07/2011	AJG	[Not Subject of Fee Application]	0.50	No Charge
11/07/2011	AP	Analyze comments on draft motion to dismiss; research and incorporate comments into draft motion to dismiss.	4.90	1,837.50
11/07/2011	JP	Prepare for Rule 26(f) conference with Ned Rosenthal	1.90	997.50

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/10/2011	JP	Review correspondence from Ned Rosenthal regarding alleged erroneous public domain title; prepare correspondence to client group regarding same; e-mail Ned re same; prepare for scheduling conference before Judge Baer	2.50	1,312.50
11/10/2011	ASR	Review and analyze correspondence from opposing counsel regarding purportedly in copyright works available in full text as public domain works through the HathiTrust digital library; correspondence with Mr. Bernard regarding common interest agreement; draft and revise correspondence [REDACTED] review and analyze proposed interrogatories to support motion to dismiss.	1.40	462.00
11/11/2011	JB	Followup on multiple items including preparation of "hypothetical" schedule for Pre-trial scheduling conference.	1.40	1,015.00
11/11/2011	ASF	[Not Subject of Fee Application] [REDACTED]	1.00	475.00
11/11/2011	SDJ	[Not Subject of Fee Application] [REDACTED]	10.00	No Charge
11/11/2011	JP	Review correspondence from client regarding document retention issue; prepare for court conference including preparation of memorandum; prepare correspondence to Ned Rosenthal regarding substitution proposal	3.90	2,047.50
11/11/2011	ASR	Conference with Ms. Moore, Ms. Jarrell, and Mr. Fonoroff regarding issues related to e-discovery and planning a strategy for collecting, reviewing, and producing documents.	1.00	330.00
11/14/2011	JB	Followup on Pre-trial scheduling conference.	1.40	1,015.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/17/2011	RLR	[Not Subject of Fee Application]	0.30	174.00
11/17/2011	ASR	Review and revise draft Joint Answer and Affirmative Defenses; conference with Mr. Pequignot regarding strategy for responding to First Amended Complaint and regarding affirmative defenses; conference with Mr. Petersen regarding strategy for responding to First Amended Complaint; conference with Mr. Beck and Mr. Petersen regarding stipulation to substitute defendants.	7.60	2,508.00
11/18/2011	RAA	[Not Subject of Fee Application]	0.30	No Charge
11/18/2011	JB	Preparation for and attendance at pre-trial conference with Judge [Baer]; followup including with final versions of interrogatories and with new document requests and requests to admit.	8.50	6,162.50
11/18/2011	ASF	[Not Subject of Fee Application]	1.50	712.50
11/18/2011	SDJ	[Not Subject of Fee Application]	1.00	200.00
11/18/2011	AP	Review and revise draft answer to first amended complaint; review correspondence regarding outcome of court hearing.	6.50	2,437.50
11/18/2011	JP	Prepare for and participate in scheduling conference before Judge Baer; correspond with clients re same; correspond with Ned Rosenthal regarding stipulation concerning interrogatories; review/revise first set of discovery requests	6.10	3,202.50

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/18/2011	RP	Finalize and serve first sets of document requests and interrogatories on Plaintiffs; related teleconference with J. Petersen; draft Requests for Admission for each named Plaintiff, and finalize and serve same; related conferences with J. Beck; draft stipulation regarding number and scope of acceptable interrogatories; related conference with J. Beck.	4.80	2,040.00
11/18/2011	ASR	Review and revise draft Joint Answer and Affirmative Defenses; conference with Mr. Fonoroff and Mr. Pequignot regarding affirmative defenses; conference with Mr. Pequignot regarding revisions to draft Joint Answer and Affirmative Defenses; draft and revise correspondence to clients regarding draft Joint Answer and Affirmative Defenses; conference with Mr. Beck regarding conference with judge and opposing counsel; draft and revise response to Ms. Petrulakis's inquiry regarding motion to dismiss.	4.80	1,584.00
11/21/2011	JB	Review of draft Answer and prepare comments and revisions; review of draft Motion to Dismiss and of comments of University counsel and prepare comments and revisions; followup on issues relating to discovery served on the Plaintiffs; followup on issues relating to substitution of individuals for Regents (including time at home).	7.50	5,437.50
11/21/2011	SDJ	[Not Subject of Fee Application]	3.50	700.00
11/21/2011	AP	Strategize regarding motion to dismiss and answer.	1.00	375.00
11/21/2011	JP	Correspond with opposing counsel regarding initial disclosures deadline; review correspondence from Jack Bernard regarding interrogatories; draft/revise stipulation regarding substitution; review initial disclosures	1.20	630.00
11/21/2011	RP	Revise draft common interest agreement; related e-mail correspondence with clients; e-mail correspondence with clients regarding discovery served on Plaintiffs; related e-mail correspondence with J. Beck.	0.60	255.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/22/2011	JP	Draft/revise stipulation regarding substitution issue; common interest issue; prepare for and participate in call with client group regarding outstanding issues; correspond with Ned Rosenthal regarding same; review so ordered stip regarding discovery; prepare correspondence to client group regarding same	4.40	2,310.00
11/22/2011	RP	E-mail correspondence with clients regarding draft Common Interest Agreement; revise same per client comments; related e-mail correspondence with J. Beck and J. Petersen; e-mail correspondence with J. Goldman, counsel for Plaintiffs, regarding PDF versions of Defendant's offensive discovery; teleconference with J. Petersen regarding [REDACTED] stipulation governing parties' discovery.	1.10	467.50
11/22/2011	ASR	Conference with Mr. Petersen regarding [REDACTED] stipulation; conference with Mr. Pequignot regarding draft answer and draft motion to dismiss; call with university representatives, Mr. Beck, Mr. Pequignot, and Mr. Petersen to discuss stipulation to substitute defendants; draft answer; and strategy for the motion to dismiss and the answer; draft and revise summary of substance of conference call for circulation to clients; draft and revise correspondence to Ms. Petrulakis regarding comments on draft answer provided by Ms. MacDonald; conference with Mr. Petersen regarding revisions to draft initial disclosures; review and revise initial disclosures; conference with Mr. Beck and Mr. Petersen regarding draft initial disclosures [REDACTED]	3.90	1,287.00
11/23/2011	JB	Follow up on multiple projects in mailing discover, Hathitrust issues, motion to dismiss and answer.	3.30	2,392.50
11/23/2011	AP	Strategize regarding motion to dismiss and answer.	0.50	187.50
11/23/2011	RP	Revise common interest agreement per client comments; related e-mail correspondence with C. Ashley, counsel for University of Wisconsin System.	0.20	85.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/28/2011	ASR	Review and revise draft Joint Answer and Defenses to incorporate clients' suggested revisions; conference with Mr. Petersen regarding draft initial disclosures; review and revise draft initial disclosures; conference with Mr. Petersen regarding revisions made to draft initial disclosures; conference with Mr. Pequignot and Mr. Beck regarding revisions to draft Joint Answer and Defenses; correspondence with client representatives regarding suggested revisions to draft Joint Answer and Defenses; conference call with client representatives and Mr. Beck regarding draft answer, draft initial disclosures, and strategy matters; conference with Mr. Beck and Mr. Potter regarding revisions to draft Common Interest Agreement.	9.60	3,168.00
11/29/2011	JB	Multiple conferences regarding draft answer; telephone conference with Jack Bernard [REDACTED]; followup on multiple issues.	6.40	4,640.00
11/29/2011	ASF	[Not Subject of Fee Application]	0.40	190.00
11/29/2011	AP	Analyze correspondence with client regarding draft answer to complaint.	0.20	75.00
11/29/2011	JP	Telephone conference with Jack Bernard regarding [REDACTED] Hathitrust	0.70	367.50
11/29/2011	ASR	Review and revise Joint Answer and Defenses; conference with representatives at various universities regarding revisions to draft Joint Answer and Defenses; conference with Mr. Beck regarding revisions to Joint Answer and Defenses; conference with university representatives, Mr. Beck, and Mr. Petersen regarding factual issues relevant to the case; draft and revise correspondence to clients regarding revised Joint Answer and Defenses and revisions made to it.	9.60	3,168.00
11/29/2011	CWS	[REDACTED] [Not Subject of Fee Application]	1.60	1,136.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/30/2011	JB	Multiple email communications and conferences regarding Answer, Intervention, Substitution Stipulation for Regents and Motion to Dismiss.	6.40	4,640.00
11/30/2011	AP	Analyze revisions to draft answer and provide comments on the same; analyze draft motion to intervene.	1.50	562.50
11/30/2011	JP	Review/revise answer; review correspondence from opposing counsel regarding stipulation regarding substitution	3.80	1,995.00
11/30/2011	ASR	Conference with Mr. Petersen regarding revisions to draft Joint Answer and Defenses; review and revise draft Joint Answer and Defenses; conference with Mr. Beck and Mr. Petersen regarding revisions to draft Joint Answer and Defenses; review and analyze comments and suggested revisions to Joint Answer and Defenses received from clients; review and analyze comments and suggested revisions to draft Initial Disclosures received from clients; conference with Mr. Pequignot regarding revisions to Joint Answer and Defenses; correspondence with client representatives regarding finalizing draft Joint Answer and Defenses and Initial Disclosures; conference with Ms. Spangenberg regarding [REDACTED] insurance policies.	9.00	2,970.00
<b>Fees</b>				<b>\$153,685.50</b>
<b>Less Discount</b>				<b>(20,953.50)</b>
<b>Total Fees</b>				<b>\$132,732.00</b>

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
JB	J. M. Beck	77.70	725.00	652.50	50,699.25
RC	[REDACTED]	0.50	525.00	472.50	236.25
ASF	[REDACTED]	13.40	475.00	427.50	5,728.50
ASF	[REDACTED]	1.20	475.00	427.50	No Charge

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Summary	Timekeeper Name	Hours	Standard Rate	Billed Rate	Amount
JP	Joe Petersen	40.50	525.00	472.50	19,136.25
RLR	[REDACTED]	1.30	580.00	522.00	678.60
CWS	[REDACTED]	1.60	710.00	639.00	1,022.40
AP	Andrew Pequignot	51.20	375.00	337.50	17,280.00
RP	Robert Potter	24.30	425.00	382.50	9,294.75
ASR	Allie S. Roach	90.50	330.00	297.00	26,878.50
RAA	[REDACTED]	0.30	250.00	225.00	No Charge
SDJ	[REDACTED]	7.00	200.00	180.00	1,260.00
SDJ	[REDACTED]	26.50	200.00	180.00	No Charge
SMM	[REDACTED]	2.30	250.00	225.00	517.50
AJG	[REDACTED]	1.10	200.00	180.00	No Charge
MJB	[REDACTED]	0.30	135.00	121.50	No Charge
<b>Totals</b>		<b>339.70</b>			<b>\$132,732.00</b>

*Other Charges:*

10/20/2011	Messenger service from Kilpatrick, Townsend & Stockton to State Bar of Georgia on 10/14/2011	7.26
10/20/2011	Messenger service from State Bar of Georgia to Kilpatrick, Townsend & Stockton on 10/14/2011	7.26
11/02/2011	Messenger service from State Bar of Georgia to Kilpatrick, Townsend & Stockton on 10/17/2011	17.99
11/04/2011	Clerk, SDNY-Fee for Ronald L. Raider's Application for Admission Pro Hac Vice	200.00
11/14/2011	SDS, Inc.-Courier services on 10/18/11	21.00
11/15/2011	Meal expense of Joe Beck on 15 Nov 2011	45.97

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*Other Charges:*

11/17/2011	Airfare expense of Joe Beck for a trip to New York - Manhattan on 17 Nov 2011 - 19 Nov 2011	637.40
11/17/2011	Hotel expense of Joe Beck for a trip to New York - Manhattan on 17 Nov 2011	390.78
11/17/2011	Travel expense of Joe Beck on 17 Nov 2011 - 19 Nov 2011	73.35
11/21/2011	SDS , Inc. - Courier services 11/07/11	21.00
	Document Reproduction	288.75
	Long Distance Charges	70.48
	Document Reproduction	1.80
	<b>Total Other Charges</b>	<b>\$1,783.04</b>

**TOTAL AMOUNT DUE THIS INVOICE** **\$134,515.04**

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 Fed I.D. 58-0511774

December 14, 2011

NELSON E. ROTH  
 DEPUTY UNIVERSITY COUNSEL & LITIGATION  
 SECTION HEAD  
 CORNELL UNIVERSITY, OFFICE OF THE GENERAL  
 COUNSEL  
 300 CCC BUILDING  
 GARDEN AVENUE  
 ITHACA, NY 14853

Client: 91558  
 Matter: 822209  
 Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	23,796.80	134,848.58
<b>Previous Balance Due:</b>		<b>157,575.95</b>	<b>1,069.43</b>	<b>0.00</b>	<b>23,796.80</b>	<b>134,848.58</b>
<b>Current Invoice:</b>						
12/14/11	11239302	\$132,732.00	\$1,783.04	\$0.00		\$134,515.04

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY – NELSON ROTH	20,177.26

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December 14, 2011

DOROTHY J. FRAPWELL  
 VICE PRESIDENT OF THE GENERAL COUNSEL  
 INDIANA UNIVERSITY BLOOMINGTON  
 OFFICE OF THE GENERAL COUNSEL  
 107 S. INDIANA AVENUE  
 211 BRYAN HALL  
 BLOOMINGTON, IN. 47405

Client: 91558  
 Matter: 822209  
 Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	23,796.80	134,848.58
<b>Previous Balance Due:</b>		<b>157,575.95</b>	<b>1,069.43</b>	<b>0.00</b>	<b>23,796.80</b>	<b>134,848.58</b>
<b>Current Invoice:</b>						
12/14/11	11239302	\$132,732.00	\$1,783.04	\$0.00		\$134,515.04

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	20,177.26

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December 14, 2011

KAREN J. PETRULAKIS
UNIVERSITY OF CALIFORNIA, BERKELEY
OFFICE OF THE GENERAL COUNSEL
1111 FRANKLIN STREET
8TH FLOOR
OAKLAND, CA 94607

Client: 91558
Matter: 822209
Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include 11/10/11 invoice, Previous Balance Due, and Current Invoice for 12/14/11.

Payment Allocation

Table with 2 columns: Payor, Total. Row: UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS, 20,177.26

Please return this page with payment
Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.



December 14, 2011

NANCY K. LYNCH  
ASSOCIATE DIRECTOR, SENIOR UNIVERSITY  
LEGAL COUNSEL  
UNIVERSITY OF WISCONSIN-MADISON  
ADMINISTRATIVE LEGAL SERVICES  
361 BASCOM HALL  
500 LINCOLN DRIVE  
MADISON, WI 53706

Client: 91558  
Matter: 822209  
Invoice #: 11239302

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	23,796.80	134,848.58
<b>Previous Balance Due:</b>		<b>157,575.95</b>	<b>1,069.43</b>	<b>0.00</b>	<b>23,796.80</b>	<b>134,848.58</b>
<b>Current Invoice:</b>						
12/14/11	11239302	\$132,732.00	\$1,783.04	\$0.00		\$134,515.04

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSIN-MADISON – NANCY K. LYNCH	20,177.26

*Please return this page with payment  
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**DECEMBER 2011  
COSTS AND FEES**



ATTORNEYS AT LAW

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January 31, 2012

BRYCE C. PILZ
ASSOCIATE GENERAL COUNSEL
UNIVERSITY OF MICHIGAN
OFFICE OF THE GENERAL COUNSEL
1600 HURON PARKWAY
2ND FLOOR
ANN ARBOR, MI 48109-2590

Client: 91558
Matter: 822209
Invoice #: 11249949

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include historical invoices from 11/10/11 and 12/14/11, a previous balance due, and a current invoice for 1/31/12.

Payment Allocation

Table with 2 columns: Payor, Total. Rows show UNIVERSITY OF MICHIGAN - BRYCE C. PILZ, LESS CREDIT FOR INVOICES 11228542 & 11239302 (Originally Billed With 10% Discount), and AMOUNT DUE THIS INVOICE.

Please return this page with payment
Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.

January 31, 2012

BRYCE C. PILZ  
ASSOCIATE GENERAL COUNSEL  
UNIVERSITY OF MICHIGAN  
OFFICE OF THE GENERAL COUNSEL  
1600 HURON PARKWAY  
2ND FLOOR  
ANN ARBOR, MI 48109-2590

Client: 91558  
Matter: 822209  
Invoice #: 11249949

RE: AUTHORS GUILD, ET AL. V.

**For Professional Services Through December 31, 2011:**

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
12/01/2011	JB	Followup on Answer and substitution issue; revise fact section of Motion to Dismiss; numerous conferences regarding insurance and intervention.	5.70	4,132.50
12/01/2011	SDJ	[Not Subject of Fee Application]	1.00	No Charge
12/01/2011	AP	Analyze answer [redacted] analyze defenses asserted in answer. [redacted]	0.80	300.00
12/01/2011	JP	Review/revise answer and initial disclosures; correspond with client group regarding substitution issue [redacted]	4.90	2,572.50

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for ASR, CWS, JB, ASF, AJG, SDJ, AP, and JP with various descriptions of legal work and hours billed.

Please return this page with payment
Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
12/02/2011	ASR	Review and analyze comments and suggested revisions to Joint Answer and Defenses received from clients; review and analyze comments and suggested revisions to draft Initial Disclosures received from clients; conference with Mr. Petersen regarding revisions to draft Joint Answer and Defenses and draft Initial Disclosures; review and revise draft Joint Answer and Defenses; conference with Mr. Beck and Mr. Petersen regarding revisions to draft Joint Answer and Defenses; correspondence with client representatives regarding finalizing draft Joint Answer and Defenses and Initial Disclosures; review and revise draft Initial Disclosures; draft and revise correspondence to clients regarding draft Joint Answer and Defenses and draft Initial Disclosures; review and analyze revisions to fact section of motion to dismiss.	4.50	1,485.00
12/02/2011	CWS	[Not Subject of Fee Application]	0.60	426.00
12/05/2011	JB	Revise "fact" section of Motion to Dismiss, including weekend time; followup on status of written discovery/service question and on substitution motion [REDACTED]	3.50	2,537.50
12/05/2011	LLL	[Not Subject of Fee Application]	0.50	No Charge
12/05/2011	AP	Communicate with Library Services to attempt to acquire [REDACTED] case; analyze briefs communicate with Mr. Beck and Ms. Roach regarding draft motion to dismiss.	0.50	187.50
12/05/2011	ASR	Review and analyze revisions to introduction and fact sections of draft Motion to Dismiss; research [REDACTED] Rule 12(c); review and revise introduction and fact sections of draft Motion to Dismiss; conference with Mr. Beck regarding same.	2.10	693.00

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for JB, LLL, AP, JP, RP, ASR, and AP with various descriptions of legal work and associated costs.

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
12/07/2011	JP	Prepare correspondence to Ned Rosenthal and Jeremy Goldman regarding stipulation of substitution; telephone conference with Ned Rosenthal regarding dismissal with prejudice.	1.20	630.00
12/07/2011	ASR	Conference with Mr. Pequignot regarding draft Motion to Dismiss; conference with Mr. Beck and Mr. Pequignot regarding revisions to draft Motion to Dismiss; review and revise draft Motion to Dismiss.	1.20	396.00
12/08/2011	JB	Followup on Motion to Dismiss, [REDACTED] and on Motion to Dismiss remaining revisions and on intervention.	1.40	1,015.00
12/08/2011	LLL	[REDACTED] [Not Subject of Fee Application] [REDACTED]	0.30	No Charge
12/08/2011	AP	Review [REDACTED] case [REDACTED]; review comments from clients to earlier draft of motion to dismiss and evaluate incorporation of comments into draft motion for judgment on the pleadings.	1.50	562.50
12/08/2011	ASR	Conference with Mr. Pequignot regarding draft Motion to Dismiss; review and revise draft Motion to Dismiss to incorporate comments and revisions requested by clients.	2.40	792.00
12/09/2011	JB	Followup on Motion to Dismiss and Intervention and on Substitution issue.	2.40	1,740.00
12/09/2011	AP	Analyze and revise draft of motion for judgment on the pleadings incorporating previous comments from clients; draft correspondence to client enclosing the same.	2.30	862.50
12/09/2011	ASR	Research to identify cases to cite in support of arguments in Motion to Dismiss; review and revise draft Motion to Dismiss; conference with Mr. Pequignot regarding revisions to draft Motion to Dismiss; draft and revise Common Interest Agreement.	3.80	1,254.00

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for 12/12/2011 and 12/13/2011 with various descriptions of legal work and associated costs.

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Contains 5 rows of legal work entries with redacted text in some descriptions.

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for JB, AP, JP, ASR, and LLM with various descriptions of legal work and associated costs.

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for ASR, JP, JB, RP, and AP with detailed descriptions of legal work and associated costs.

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
12/21/2011	AJG	[Not Subject of Fee Application]	0.50	100.00
12/21/2011	AP	Analyze discovery requests analyze revisions to draft motion for judgment on the pleadings.	0.80	300.00
12/21/2011	JP	Review settlement correspondence from Ned Rosenthal; confer with Joe Beck regarding same; review finalized stipulation of substitution; prepare correspondence to client group regarding same.	1.10	577.50
12/21/2011	RP	E-mail correspondence with [redacted] of California and [redacted] of Wisconsin regarding information needed to respond to interrogatories and requests for admission.	0.40	170.00
12/21/2011	ASR	Correspondence with Mr. Goldstein regarding Common Interest Agreement between Defendants and Proposed Interveners; conference [redacted] regarding information being collected for responses to discovery requests; coordinate with Mr. Garcia and Mr. Petersen to file Rule 7.1 Disclosure Statement for Cornell; correspondence with Mr. Roth and Ms. McClary reporting filing of Rule 7.1 Disclosure Statement; review and revise draft Motion to Dismiss [redacted]; conference with Mr. Pequignot regarding same; draft and revise Declaration of Joseph Petersen to support revised draft Motion to Dismiss; research to identify legal support for assertions in draft Motion to Dismiss; conference with Mr. Pequignot regarding same.	8.60	2,838.00
12/21/2011	ASR	Research to identify legal support for assertions in draft Motion to Dismiss.	0.10	33.00
12/22/2011	MJB	[Not Subject of Fee Application]	0.40	No Charge

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for 12/22/2011 (JB, AP, JP, RP, ASR) and 12/23/2011 (SMM) with various legal descriptions and redacted areas.

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Date	Initials	Description	Hours	Amount
12/23/2011	AP	Draft correspondence to clients regarding [REDACTED] standing.	0.20	75.00
12/27/2011	LVA	[Not Subject of Fee Application]	2.00	No Charge
12/27/2011	AP	Communicate with clients [REDACTED]; review and revise current draft of motion for judgment on the pleadings in preparation for filing.	1.60	600.00
12/27/2011	ASR	Legal research to identify support for arguments in draft Motion to Dismiss; review and revise draft Motion to Dismiss; review and analyze [REDACTED] arguments or legal support to incorporate into draft Motion to Dismiss; coordinate with library staff to conduct cite check of draft Motion to Dismiss to prepare it for filing.	4.60	1,518.00
12/28/2011	JB	Follow up on Brief in Support of Motion to Dismiss; follow up on discovery extension and intervention issues (including time on December 27).	1.70	1,232.50
12/28/2011	SDJ	[REDACTED] [Not Subject of Fee Application]	0.50	No Charge
12/28/2011	AP	Analyze motion for judgment on the pleadings and supporting documents in preparation for filing.	0.70	262.50
12/28/2011	JP	Finalize motion on the pleadings; review/revise letter to Judge Baer regarding same.	1.00	525.00
12/28/2011	RP	E-mail correspondence with [REDACTED] Wisconsin regarding responses to interrogatories and requests for admission.	0.30	127.50

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Table with 5 columns: Date, Initials, Description, Hours, Amount. Rows include entries for 12/28/2011 (ASR), 12/28/2011 (TR), 12/29/2011 (ASF), 12/29/2011 (SDJ), 12/29/2011 (AP), 12/29/2011 (JP), 12/29/2011 (ASR), 12/30/2011 (SDJ), and 12/30/2011 (ASR).

Fees \$103,367.00
Less 12.5% Discount (12,920.88)
Less Additional Courtesy Discount (1,313.12)

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Total Fees

\$89,133.00

Table with columns: Summary, Timekeeper Name, Hours, Standard Rate, Billed Rate, Amount. Rows include JB, ASF, JP, CWS, AP, RP, ASR, SDJ, LLM, SMM, AJG, MJB, LVA, LLL, TR, and a Totals row.

Other Charges:

Table with columns: Date, Description, Amount. Rows include 12/07/2011 SDS, Inc. - Courier services on 11/18/11 (15.50), Document Reproduction (144.30), Document Reproduction (17.10).

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*Other Charges:*

---

**Total Other Charges** **\$176.90**

**TOTAL AMOUNT DUE THIS INVOICE** **\$89,309.90**

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January 31, 2012

NELSON E. ROTH  
 DEPUTY UNIVERSITY COUNSEL & LITIGATION  
 SECTION HEAD  
 CORNELL UNIVERSITY, OFFICE OF THE GENERAL  
 COUNSEL  
 300 CCC BUILDING  
 GARDEN AVENUE  
 ITHACA, NY 14853

Client: 91558  
 Matter: 822209  
 Invoice #: 11249949

RE: AUTHORS GUILD, ET AL., V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	134,848.58	23,796.80
12/14/11	11239302	132,732.00	1,783.04	0.00	114,337.78	20,177.26
<b>Previous Balance Due:</b>		<b>290,307.95</b>	<b>2,852.47</b>	<b>0.00</b>	<b>249,186.36</b>	<b>43,974.06</b>
<b>Current Invoice:</b>						
1/31/12	11249949	\$89,133.00	\$176.90	\$0.00		\$89,309.90

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	13,396.49
LESS CREDIT FOR INVOICES 11228542 & 11239302 (Originally Billed With 10% Discount)	(1,294.78)
<b>AMOUNT DUE THIS INVOICE</b>	<b>12,101.71</b>

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January 31, 2012

DOROTHY J. FRAPWELL
VICE PRESIDENT OF THE GENERAL COUNSEL
INDIANA UNIVERSITY BLOOMINGTON
OFFICE OF THE GENERAL COUNSEL
107 S. INDIANA AVENUE
211 BRYAN HALL
BLOOMINGTON, IN. 47405

Client: 91558
Matter: 822209
Invoice #: 11249949

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Rows include historical invoices and a current invoice for 1/31/12.

Payment Allocation

Table with 2 columns: Payor, Total. Rows show allocation for Indiana University Bloomington and a discount adjustment.

Please return this page with payment
Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.





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January 31, 2012

KAREN J. PETRULAKIS  
 UNIVERSITY OF CALIFORNIA, BERKELEY  
 OFFICE OF THE GENERAL COUNSEL  
 1111 FRANKLIN STREET  
 8TH FLOOR  
 OAKLAND, CA 94607

Client: 91558  
 Matter: 822209  
 Invoice #: 11249949

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	134,848.58	23,796.80
12/14/11	11239302	132,732.00	1,783.04	0.00	114,337.78	20,177.26
<b>Previous Balance Due:</b>		<b>290,307.95</b>	<b>2,852.47</b>	<b>0.00</b>	<b>249,186.36</b>	<b>43,974.06</b>

**Current Invoice:**

1/31/12	11249949	\$89,133.00	\$176.90	\$0.00		\$89,309.90
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**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	13,396.49
LESS CREDIT FOR INVOICES 11228542 & 11239302 (Originally Billed With 10% Discount)	(1,294.78)
<b>AMOUNT DUE THIS INVOICE</b>	<b>12,101.71</b>

*Please return this page with payment  
 Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.*



Please Remit Payments Only To:  
 P.O. Box 945614  
 Atlanta, Georgia 30394  
 Telephone (866) 244-4934  
 www.kilpatricktownsend.com  
 Fed I.D. 58-0511774

January 31, 2012

NANCY K. LYNCH  
 ASSOCIATE DIRECTOR, SENIOR UNIVERSITY  
 LEGAL COUNSEL  
 UNIVERSITY OF WISCONSIN-MADISON  
 ADMINISTRATIVE LEGAL SERVICES  
 361 BASCOM HALL  
 500 LINCOLN DRIVE  
 MADISON, WI 53706

Client: 91558  
 Matter: 822209  
 Invoice #: 11249949

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	134,848.58	23,796.80
12/14/11	11239302	132,732.00	1,783.04	0.00	114,337.78	20,177.26
<b>Previous Balance Due:</b>		<b>290,307.95</b>	<b>2,852.47</b>	<b>0.00</b>	<b>249,186.36</b>	<b>43,974.06</b>
<b>Current Invoice:</b>						
1/31/12	11249949	\$89,133.00	\$176.90	\$0.00		\$89,309.90

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSIN-MADISON – NANCY K. LYNCH	13,396.49
LESS CREDIT FOR INVOICES 11228542 & 11239302 (Originally Billed With 10% Discount)	(1,294.78)
<b>AMOUNT DUE THIS INVOICE</b>	<b>12,101.71</b>

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**JANUARY 2012  
COSTS AND FEES**



February 25, 2012

BRYCE C. PILZ  
ASSOCIATE GENERAL COUNSEL  
UNIVERSITY OF MICHIGAN  
OFFICE OF THE GENERAL COUNSEL  
1600 HURON PARKWAY  
2ND FLOOR  
ANN ARBOR, MI 48109-2590

Client: 91558  
Matter: 822209  
Invoice #: 11258433

RE: AUTHORS GUILD, ET AL. V.

**REMITTANCE PAGE**

<i>Date</i>	<i>Invoice Number</i>	<i>Fees</i>	<i>Disbursements</i>	<i>Interest/ Other</i>	<i>Payments</i>	<i>Balance Due</i>
11/10/11	11228542	157,575.95	1,069.43	0.00	134,848.58	23,796.80
12/14/11	11239302	132,732.00	1,783.04	0.00	114,337.78	20,177.26
<b>Previous Balance Due:</b>		<b>290,307.95</b>	<b>2,852.47</b>	<b>0.00</b>	<b>249,186.36</b>	<b>43,974.06</b>
<b>Current Invoice:</b>						
2/25/12	11258433	\$90,926.64	\$213.55	\$0.00		\$91,140.19

**Payment Allocation**

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	36,456.07

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February 25, 2012

BRYCE C. PILZ  
ASSOCIATE GENERAL COUNSEL  
UNIVERSITY OF MICHIGAN  
OFFICE OF THE GENERAL COUNSEL  
1600 HURON PARKWAY  
2ND FLOOR  
ANN ARBOR, MI 48109-2590

Client: 91558  
Matter: 822209  
Invoice #: 11258433

RE: AUTHORS GUILD, ET AL. V.

**For Professional Services Through January 31, 2012:**

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/03/2012	JB	Multiple email communications and conferences regarding status of discovery from us to Plaintiffs and from Plaintiffs to us.	1.50	1,125.00
01/03/2012	JP	Telephone conference with Ned Rosenthal regarding discovery, motion on the pleadings; prepare memorandum regarding same.	1.50	825.00
01/03/2012	RP	E-mail correspondence with counsel and librarians at California regarding interrogatory and requests for admissions; related teleconference with A. Roach; related e-mail correspondence with J. Beck and J. Petersen.	0.70	315.00
01/03/2012	ASR	Review and analyze information provided by clients to respond to discovery requests (.8); draft and revise responses to discovery requests and conference with Mr. Potter regarding same (1.0).	1.80	675.00
01/04/2012	JB	Email communications regarding Plaintiff's discovery to us and ours to them [REDACTED] and related response issues and regarding Plaintiff's response to Motion to Dismiss.	2.70	2,025.00

*Amounts are calculated per entry, rounding discrepancies may occur in summaries or totals as a result of prearranged discounts.*

*Other Charges include a reasonable allocation of related overhead expenses.  
Due and Payable upon receipt. 1% interest per month charged on balances after 30 days.*

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/04/2012	AP	Coordinate scheduling of oral argument on motion to dismiss.	0.30	118.50
01/04/2012	JP	Prepare correspondence to client group regarding discovery issues; correspond with Ned Rosenthal regarding briefing schedule on motion on the pleadings.	0.80	440.00
01/04/2012	RP	Teleconference with J. Beck and A. Roach regarding draft responses to interrogatories and requests for admission.	0.30	135.00
01/04/2012	ASR	Draft and revise objections and responses to discovery requests served by Plaintiffs.	1.50	562.50
01/04/2012	ASR	Review and analyze information provided by clients for responding to discovery requests (.6); correspondence with clients regarding information gathered for responding to discovery requests and requesting clarification of information (.4); draft and revise responses to discovery requests served by Plaintiffs (2.0).	3.00	1,125.00
01/05/2012	JB	Conference regarding possible depositions and experts; multiple conferences and email communications regarding Motion to Dismiss oral argument.	1.50	1,125.00
01/05/2012	AP	Analyze discovery responses [REDACTED] [REDACTED] strategize regarding oral argument on motion for judgment on the pleadings.	0.70	276.50
01/05/2012	JP	Schedule oral argument with court; correspond with opposing counsel regarding same; confer with J. Beck regarding discovery issues [REDACTED].	0.80	440.00
01/05/2012	RP	Prepare draft responses to interrogatories and requests to admit served on California and Wisconsin; review related documents and notes from teleconferences with relevant librarians; related teleconference and e-mail correspondence with A. Scott [REDACTED].	2.20	990.00
01/05/2012	ASR	Review and analyze information provided by clients for responding to discovery requests served by Plaintiffs (2.0); draft and revise responses to discovery requests served by Plaintiffs (2.6); draft and revise [REDACTED] response to discovery requests served by Plaintiff (2.8); analyze strategy for oral argument on Motion to Dismiss (.7).	8.10	3,037.50
01/06/2012	JB	Followup/email communications regarding discovery, oral argument and security issues, including evening time on January 8, 2012.	1.80	1,350.00
01/06/2012	AJG	[REDACTED] [Not Subject of Fee Application] [REDACTED]	0.40	No Charge