

91558/822209

Page 4

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/06/2012	JP	Schedule oral argument date in connection with motion on the pleadings; draft/revise stipulation setting out briefing schedule on the motion; correspond with Ned Rosenthal regarding same.	0.80	440.00
01/06/2012	RP	Draft/revise Wisconsin and California responses to interrogatories and requests to admit; related teleconference and e-mail correspondence with A. Scott [REDACTED] review/revise draft protective order proposed by Plaintiffs' counsel; related e-mail correspondence and conference with J. Petersen.	6.40	2,880.00
01/06/2012	ASR	Analysis regarding [REDACTED] [REDACTED] discovery responses (.5); conference with Mr. Potter regarding draft responses to Plaintiffs' discovery requests (.5).	1.00	375.00
01/08/2012	ASR	Draft and revise responses to discovery requests served by Plaintiffs.	1.10	412.50
01/09/2012	JB	Followup on Plaintiff responses to discovery.	0.60	450.00
01/09/2012	ASF	[REDACTED] [Not Subject of Fee Application]	1.60	792.00
01/09/2012	JP	E-mail client group regarding receipt of discovery responses; correspond with Jeremy Goldman regarding meet and confer.	0.20	110.00
01/09/2012	RP	Draft/revise Wisconsin and California responses to interrogatories and requests for admission; related e-mail correspondence and teleconference with A. Scott; review Plaintiffs' responses to interrogatories, document requests and requests for admission.	5.00	2,250.00
01/09/2012	ASR	Draft and revise responses to discovery requests served by Plaintiffs and conference with Mr. Potter regarding strategy for doing same.	4.70	1,762.50
01/10/2012	JB	Followup on review of Plaintiff's responses to discovery and related issues.	1.50	1,125.00
01/10/2012	AP	Analyze discovery responses and provide comments on the same; analyze summary of discovery call with opposing counsel [REDACTED] [REDACTED]; analyze letter to the court indicating that opposing counsel will not challenge the motion to intervene.	0.70	276.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/10/2012	JP	Prepare for and participate in meet and confer with plaintiffs' counsel in connection with discovery of associational plaintiffs; prepare memoranda regarding same; review "so ordered" stipulation regarding briefing schedule and send same to client group; telephone conference with chambers regarding oral argument; send Ned Rosenthal e-mail regarding same; review/revise protective order; prepare correspondence to Ned Rosenthal regarding status of plaintiffs' discovery responses.	3.60	1,980.00
01/10/2012	RP	Teleconference with N. Rosenthal and J. Goldman, counsel for Plaintiffs, and J. Petersen regarding Plaintiffs' anticipated responses to discovery requests; related teleconference with A. Pequignot [REDACTED]; draft/revise California and Wisconsin responses to interrogatories and requests for admission; related e-mail correspondence with [REDACTED] librarian for California; related teleconferences and e-mail correspondence with A. Roach [REDACTED]; conference with J. Petersen regarding revisions to Plaintiffs' proposed protective order; revise draft protective order; related e-mail correspondence with clients.	4.90	2,205.00
01/10/2012	ASR	Review and analyze information provided by clients for responding to Plaintiff's discovery requests (1.2); review and revise responses to discovery requests served by Plaintiffs (3.2); conference with Mr. Potter regarding strategy for responding to discovery requests (.3); correspondence [REDACTED] requesting additional information and clarification for preparing responses to discovery requests (1.9).	6.60	2,475.00
01/11/2012	JB	Followup regarding Plaintiff's responses to our discovery and theirs to ours and related discovery issues.	1.20	900.00
01/11/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
01/11/2012	JP	Correspond with client group regarding protective order; review summary of plaintiffs' discovery responses received to date; review memoranda from A. Roach [REDACTED]	0.70	385.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/11/2012	RP	Draft/revise California and Wisconsin responses to interrogatories and requests for admission; related teleconference and e-mail correspondence with A. Scott [REDACTED]; review the individual Plaintiffs' responses to Defendants' document requests, interrogatories and requests for admission; prepare related summary of same; related teleconference and e-mail correspondence with J. Beck.	6.60	2,970.00
01/11/2012	ASR	Review and analyze information provided by clients for responding to Plaintiff's discovery requests (.5); review and revise responses to discovery requests served by Plaintiffs (6.0); conference with Mr. Potter regarding strategy for responding to discovery requests (1.0); conference with Mr. Petersen regarding protective order and confidentiality [REDACTED]	8.10	3,037.50
01/12/2012	JB	Discovery issues including (1) quick review of Plaintiff's responses to our discovery and strategy going forward and (2) conference regarding our draft responses to Plaintiff's discovery of us; review and comment on correspondence to Plaintiff's attorneys regarding insufficient responses to interrogatories and requests to admit and document requests.	4.30	3,225.00
01/12/2012	JP	Review/revise discovery responses.	1.40	770.00
01/12/2012	RP	Review additional discovery responses (Weldon and Ronning) provided by Plaintiffs; related e-mail correspondence with J. Beck and J. Petersen; review/revise draft discovery responses for California and Wisconsin; related teleconference and e-mail correspondence with A. Roach; draft letter to Plaintiffs' counsel regarding untimely and insufficient responses to discovery requests; related teleconference and e-mail correspondence with J. Beck.	4.30	1,935.00
01/12/2012	ASR	Review and analyze information provided by clients for responding to Plaintiff's discovery requests (.7); review and revise responses to discovery requests served by Plaintiffs (2.0).	2.70	1,012.50
01/13/2012	JB	Followup regarding parties' respective responses to written discovery.	0.80	600.00
01/13/2012	AP	Analyze letter to opposing counsel regarding discovery deficiencies [REDACTED]	0.20	79.00
01/13/2012	JP	Review/revise discovery responses; send Ned Rosenthal our comments on protective order.	2.90	1,595.00
01/13/2012	RP	Review additional discovery responses produced by Plaintiffs; draft related summary for J. Beck and J. Petersen.	0.60	270.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/13/2012	ASR	Review and analyze information provided by client for responding to discovery requests (.3); correspondence [REDACTED] regarding additional information for responding to discovery requests (.4); conference with Mr. Potter regarding strategy for discovery requests (.3); review and revise responses to Plaintiffs' discovery requests (.6).	1.60	600.00
01/17/2012	JB	Followup on our Plaintiff's discovery.	0.80	600.00
01/17/2012	JP	Confer with A. Roach regarding defendants' responses to first set of discovery requests; correspond with Ned Rosenthal regarding deadline for defendants to serve their responses to plaintiffs' first set of requests.	2.20	1,210.00
01/17/2012	RP	E-mail correspondence with E. Rosenthal, counsel for Plaintiffs, regarding stipulated protective order; related e-mail correspondence with J. Petersen; review related documents.	0.30	135.00
01/17/2012	ASR	Conference with J. Petersen regarding revisions to draft responses to Plaintiffs' discovery requests (1.5); review and revise responses to Plaintiffs' discovery requests based on discussions with J. Petersen and additional information provided by clients (3.3).	4.80	1,800.00
01/18/2012	JB	Conference regarding draft response to certain of Plaintiff's requests to admit; developing strategy for more discovery/investigation of Plaintiff [REDACTED]; [REDACTED] case analysis.	4.80	3,600.00
01/18/2012	AJG	[Not Subject of Fee Application]	0.40	No Charge
01/18/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
01/18/2012	AP	Analyze [REDACTED] litigation hold.	0.20	79.00
01/18/2012	JP	Review/revise responses to plaintiffs' first set of discovery requests; telephone conference with Jack Bernard [REDACTED]; discuss same with Joe Beck; prepare memorandum to file regarding same; [REDACTED].	3.30	1,815.00
01/18/2012	RP	E-mail correspondence and conference with A. Garcia regarding submission of executed proposed protective order; related e-mail correspondence with opposing counsel and with clients; conference with J. Petersen and A. Roach regarding draft discovery responses; related e-mail correspondence with J. Beck; teleconference with J. Beck and J. Petersen regarding Plaintiffs' discovery responses [REDACTED].	1.20	540.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/18/2012	ASR	Analyze revisions to draft responses to discovery requests and conference with Mr. Petersen and Mr. Potter regarding same (1.8); review and analyze [REDACTED] article on application of 17 U.S.C. 108 (.2); review and analyze draft responses to discovery requests (1.3); analyze strategy for addressing discovery requests [REDACTED] with Mr. Petersen and Mr. Beck (.6).	3.90	1,462.50
01/19/2012	JB	Brief conference regarding Motion to Compel strategy; brief conference regarding our responses to Requests to Admit [REDACTED]; followup on [REDACTED] investigations, including time the evening of January 18 at home.	5.30	3,975.00
01/19/2012	ASF	[Not Subject of Fee Application]	3.20	1,584.00
01/19/2012	SLH	[Not Subject of Fee Application]	4.20	No Charge
01/19/2012	JP	Discuss [REDACTED] with Ron Raider; telephone conference with Jack Bernard regarding same; correspond with Jack Bernard regarding same; telephone conference with Bryce Pilz regarding [REDACTED] Section 108 defense.	1.30	715.00
01/19/2012	RP	E-mail correspondence and teleconference with N. Rosenthal and J. Goldman regarding deficiencies in Plaintiffs' discovery responses; related e-mail correspondence and teleconference with J. Beck and J. Petersen; related e-mail correspondence with clients.	2.80	1,260.00
01/19/2012	RLR	[Not Subject of Fee Application]	0.30	181.50
01/19/2012	ASR	Research regarding Section 108 of the Copyright Act (1.5); conference with Mr. Beck and Mr. Petersen regarding [REDACTED] Section 108 arguments (.7); call with Mr. Pilz and Mr. Petersen regarding [REDACTED] works identified in discovery responses (.4); conference with Ms. Hayes regarding preparing charts to serve as Exhibits to discovery responses (.6); conference with Mr. Raider regarding HathiTrust security issue (.3).	3.50	1,312.50
01/20/2012	JB	Conference regarding responses to Request to Admit; followup on meet and confer with Plaintiffs and [REDACTED]; Section 108 analysis.	4.40	3,300.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/20/2012	ASF	[Not Subject of Fee Application]	4.50	2,227.50
01/20/2012	SLH	[Not Subject of Fee Application]	3.70	No Charge
01/20/2012	AP	Analyze [redacted] decision [redacted]; analyze strategy for oral argument on motion for judgment on the pleadings.	0.60	237.00
01/20/2012	JP	Review correspondence from Bryce Pilz regarding library defense; confer with A. Roach regarding same; review/revise correspondence [redacted] regarding same.	1.20	660.00
01/20/2012	RP	E-mail correspondence with E. Rosenthal and J. Goldman, counsel for Plaintiffs, regarding deficient discovery responses; related teleconference with J. Beck.	0.30	135.00
01/20/2012	ASR	Correspondence with Mr. Bernard and Mr. Pilz regarding gathering additional information for discovery responses (.5); correspondence [redacted] gathering additional information for discovery responses (.4); analyze [redacted] discovery responses [redacted] and conference with Mr. Beck and Mr. Petersen regarding same (.5); review and revise draft responses to discovery requests (1.5); conference with Ms. Hayes regarding drafting exhibits of charts containing responses to discovery requests (.5); review and analyze 17 U.S.C. 108 and conference with Mr. Beck and Mr. Petersen regarding same (.5).	3.90	1,462.50
01/23/2012	JB	Followup on discovery issues [redacted], including weekend time; Section 108 analysis.	4.50	3,375.00
01/23/2012	JP	Draft/revise discovery responses; confer with A. Roach regarding same.	0.50	275.00
01/23/2012	RP	E-mail correspondence with J. Goldman, counsel for Plaintiffs, regarding Plaintiffs' initial document production; related teleconference with J. Beck; review documents produced by Plaintiffs; review revised draft discovery responses on behalf of Wisconsin and California; related teleconference with A. Roach.	1.10	495.00
01/23/2012	ASR	Review and revise responses to discovery requests served by Plaintiffs (2.9); conference with Mr. Potter regarding draft discovery responses and strategy for discovery responses (.5); correspondence with Mr. Bernard and Mr. Pilz regarding draft objections and responses to Plaintiffs' discovery requests (.3).	3.70	1,387.50
01/24/2012	JB	Section 108 analysis and followup.	2.30	1,725.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/24/2012	AP	Analyze legislative history of Section 108.	0.20	79.00
01/24/2012	RP	Review/revise draft discovery responses for California and Wisconsin; related teleconference and e-mail correspondence with A. Roach; related e-mail correspondence with K. Patruikas, M. MacDonald, C. Ashley and N. Lynch; review license agreements and other documents produced by Plaintiffs; draft summary of same; related e-mail correspondence with J. Beck.	6.30	2,835.00
01/24/2012	ASR	Review and analyze orders issued by the Court regarding intervention (.1); conference with Mr. Potter regarding draft discovery responses and strategy for responding to discovery requests (.5).	0.60	225.00
01/25/2012	JB	Section 108; review digital license discovery and conference with Rob Potter.	1.80	1,350.00
01/25/2012	AJG	[Not Subject of Fee Application]	0.40	No Charge
01/25/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
01/25/2012	AP	Analyze [REDACTED] associational standing [REDACTED]; analyze revised date for oral argument on motion for judgment on the pleadings; analyze correspondence to clients regarding the plaintiffs' digitization license agreements.	0.50	197.50
01/25/2012	JP	Correspond with Ned Rosenthal regarding oral argument scheduling.	0.20	110.00
01/25/2012	RP	Teleconference with J. Beck regarding analysis of Plaintiffs' digital license agreements and [REDACTED] fair use defense.	0.50	225.00
01/25/2012	ASR	Conference with Mr. Petersen regarding rescheduling oral argument on Motion for Judgment on the Pleadings (.2); correspondence with clients to report rescheduling of oral argument for Motion for Judgment on the Pleadings (.1); conference with Mr. Beck regarding security issue (.1).	0.40	150.00
01/26/2012	JB	Review new responses to discovery and conference with Rob Potter regarding [REDACTED] Motion to Dismiss argument.	1.50	1,125.00
01/26/2012	AP	Analyze the plaintiffs' discovery responses [REDACTED]	0.50	197.50
01/26/2012	RP	Review discovery responses from associational Plaintiffs The Authors Guild and SFF; related e-mail correspondence with J. Beck and J. Petersen; related teleconference with A. Pequignot; compare individual plaintiffs' document production against their discovery responses; prepare summary [REDACTED]	4.60	2,070.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/26/2012	ASR	Review and analyze draft HathiTrust security overview (.3); conference with Mr. Beck regarding HathiTrust security [REDACTED] (.5); conference with firm colleagues [REDACTED] (.5).	1.30	487.50
01/27/2012	JB	Section 108; preparation for and telephone conference with client counsel regarding digital licenses, investigation of Exhibit A books and security; followup; miscellaneous discovery issues.	3.40	2,550.00
01/27/2012	ASF	[Not Subject of Fee Application] [REDACTED]	3.10	1,534.50
01/27/2012	AP	Analyze legislative history of Section 108 of the Copyright Act; analyze possible arguments arising from the plaintiffs' discovery responses.	0.80	316.00
01/27/2012	RP	Review discovery responses from associational Plaintiffs NFFO (Norwegian Non-Fiction Writers and Translators Association) and The Authors League Fund; draft related summary of same; related e-mail correspondence with J. Beck and J. Petersen; teleconference with clients from Michigan, Indiana, Cornell, Wisconsin and California, and J. Beck and A. Fonoroff regarding Plaintiffs' discovery responses [REDACTED], etc.; related preparatory teleconference with A. Fonoroff; e-mail correspondence with J. Beck regarding summary of teleconference; related teleconference with A. Scott regarding [REDACTED] works listed in Plaintiffs' Amended Complaint.	3.60	1,620.00
01/27/2012	ASR	Correspondence with firm colleagues [REDACTED] [REDACTED] (.2); conference with Mr. Potter regarding discovery strategy (.4); correspondence with Mr. Pilz regarding draft discovery responses (.1).	0.70	262.50
01/30/2012	JB	Followup on newly received discovery; email communications regarding conference of Friday, January 27 [REDACTED]	1.60	1,200.00
01/30/2012	ASF	[Not Subject of Fee Application] [REDACTED]	0.30	148.50
01/30/2012	SDJ	[Not Subject of Fee Application] [REDACTED]	0.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/30/2012	RP	Review discovery responses from associational Plaintiffs Quebec Union of Writers and The Writers Union of Canada, and supplemental response from individual Plaintiff Andre Roy; related e-mail correspondence with J. Beck and J. Petersen.	1.20	540.00
01/30/2012	ASR	Correspondence with Mr. Pilz regarding [REDACTED] discovery responses [REDACTED] (1); correspondence with Michigan library staff regarding draft discovery responses [REDACTED] (4).	0.50	187.50
01/31/2012	JB	Followup on discovery.	0.50	375.00
01/31/2012	DD	[Not Subject of Fee Application]	1.50	No Charge
01/31/2012	SDJ	[Not Subject of Fee Application]	1.00	No Charge
01/31/2012	AP	Analyze plaintiffs' opposition to motion for judgment on the pleadings.	0.30	118.50
01/31/2012	JP	Discuss discovery issues with R. Potter; review Plaintiff's opposition to motion on the pleadings.	0.70	385.00
01/31/2012	RP	Review draft discovery responses on behalf of California and Wisconsin; related e-mail correspondence with [REDACTED] California and [REDACTED] Wisconsin; related conference with A. Roach.	0.50	225.00
01/31/2012	ASR	Correspondence with library employees regarding factual statements in discovery responses (4); review and analyze information provided by University of Michigan for preparing discovery responses (2); review and analyze opposition brief filed by Plaintiffs (4).	1.00	375.00
Fees				\$107,280.00
Less 12.5% Discount				(16,353.36)
Total Fees				\$90,926.64

<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	46.80	750.00	656.25	30,712.55
ASF	[REDACTED]	12.70	495.00	433.13	5,500.76
JP	Joe Petersen	22.10	550.00	481.25	10,635.66

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
RLR	[REDACTED]	0.30	605.00	529.38	158.81
SLH	[REDACTED]	7.90	285.00	249.38	No Charge
AP	Andrew Pequignot	5.00	395.00	345.63	1,728.17
RP	Robert Potter	53.40	450.00	393.75	21,026.30
ASR	Allie S. Roach	64.50	375.00	328.13	21,164.39
SDJ	[REDACTED]	3.00	210.00	183.75	No Charge
DD	[REDACTED]	1.50	150.00	131.25	No Charge
AJG	[REDACTED]	1.20	215.00	188.13	No Charge
Totals		218.40			\$90,926.64

Other Charges:

01/11/2012	US Document Retrieval Service-[REDACTED]				40.83
01/19/2012	PACER Service Center - Online document retrieval for period 10/01/11 - 12/31/11				60.40
01/20/2012	SDS , Inc.-Courier services on 12/29/11				10.50
	Document Reproduction				86.10
	Long Distance Charges				15.57
	Document Reproduction				0.15
Total Other Charges					\$213.55

TOTAL AMOUNT DUE THIS INVOICE**\$91,140.19**



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

February 25, 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 #: 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
Previous Balance Due:		290,307.95	2,852.47	0.00	249,186.36	43,974.06
Current Invoice:						
2/25/12	11258433	\$90,926.64	\$213.55	\$0.00		\$91,140.19

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	13,671.03

*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

February 25, 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 #: 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
Previous Balance Due:		290,307.95	2,852.47	0.00	249,186.36	43,974.06
Current Invoice:						
2/25/12	11258433	\$90,926.64	\$213.55	\$0.00		\$91,140.19

Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	13,671.03

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





ATTORNEYS AT LAW

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

February 25, 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 #: 11258433

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 2/25/12.

Payment Allocation

Table with 2 columns: Payor, Total. Row: UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS, 13,671.03

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 ID. 58-0511774

February 25, 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 #: 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
Previous Balance Due:		290,307.95	2,852.47	0.00	249,186.36	43,974.06
Current Invoice:						
2/25/12	11258433	\$90,926.64	\$213.55	\$0.00		\$91,140.19

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSIN-MADISON - NANCY K. LYNCH	13,671.03

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



**FEBRUARY 2012
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

March 30, 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 #: 11269578

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	0.00	91,140.19
Previous Balance Due:		470,367.59	3,242.92	0.00	314,292.84	159,317.67
Current Invoice:						
3/30/12	11269578	\$148,646.72	\$375.07	\$0.00		\$149,021.79

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN- BRYCE C. PILZ	59,608.71

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





ATTORNEYS AT LAW

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

March 30, 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 #: 11269578

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through February 29, 2012:

Table with 5 columns: Date, Initials, Description, Hours, Amount. Contains 4 rows of service entries, including descriptions like 'Analyze opposition to motion for judgment...' and '[Not Subject of Fee Application]'.

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>
02/02/2012	SDJ	[Not Subject of Fee Application]	1.00	No Charge
02/02/2012	RP	Teleconference with A. Roach regarding Defendants' draft discovery responses and Michigan's comments on same; teleconference with A. Fonoroff regarding status of Plaintiffs' discovery responses and areas for follow-up [REDACTED]; related factual research; related teleconference with J. Petersen.	2.80	1,260.00
02/02/2012	ASR	Strategize regarding responses to discovery requests (.5); research [REDACTED] (1.5).	2.00	750.00
02/03/2012	AP	Analyze plaintiffs' discovery responses in light of arguments made in plaintiffs' opposition to motion for judgment on the pleadings.	0.30	118.50
02/03/2012	RP	Teleconference with A. Pequignot regarding associational standing requirements, supporting case law, [REDACTED]; related legal research [REDACTED]; e-mail correspondence with [REDACTED] Wisconsin librarian, and [REDACTED] California librarian, regarding follow-up information for discovery response.	0.70	315.00
02/03/2012	ASR	Legal research to identify authority supporting proposed objections to Plaintiffs' discovery requests (.7); review and analyze comments on discovery responses provided by client employees (.5); review and revise responses to Plaintiffs' discovery requests (1.0).	2.20	825.00
02/05/2012	ASR	Review and revise objections and responses to Plaintiffs' discovery requests.	1.90	712.50
02/06/2012	JB	Initial review and analysis of opposition to Motion to Dismiss and followup (2.8); followup on discovery from Plaintiff, especially regarding harm and market effect (1.6); followup on our responses to Plaintiff's discovery.	4.90	3,675.00
02/06/2012	ASF	[Not Subject of Fee Application] [REDACTED]	2.80	1,386.00
02/06/2012	SDJ	[Not Subject of Fee Application]	0.30	63.00
02/06/2012	AP	Analyze discovery responses [REDACTED] analyze plaintiff's response to motion for judgment on the pleadings and the categories of information that would be helpful for reply brief; analyze strategy for discovery [REDACTED].	1.30	513.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/06/2012	JP	Draft/revise discovery responses.	3.90	2,145.00
02/06/2012	RP	E-mail correspondence with J. Beck and A. Fonoroff regarding status of Plaintiffs' discovery responses thus far, and [REDACTED] arguments on association standing and/or fair use (.4); related teleconference with A. Fonoroff (.3); review follow-up information provided by California and Wisconsin libraries in connection with draft discovery responses, and revise draft responses accordingly (.9); related teleconference with A. Roach [REDACTED] (.3); e-mail correspondence with [REDACTED] California librarian, regarding additional follow-up information for discovery responses (.4); e-mail correspondence with counsel for Wisconsin and California regarding execution of verification forms for interrogatory responses (.2).	2.50	1,125.00
02/06/2012	ASR	Review and revise responses to Plaintiffs' requests for admission (3.3); review and revise responses to Plaintiffs' interrogatories (3.2); conference with Mr. Petersen regarding revisions to responses to requests for admission and interrogatories (1.0); draft and revise verifications for interrogatory responses (.5); correspondence with clients regarding revisions to discovery responses (1.2).	9.20	3,450.00
02/07/2012	JB	Quick review of email communications with clients regarding discovery issues and followup with Allison Roach and Joe Petersen (.4); review of Section 108 arguments (.6); multiple followup on using discovery from Plaintiffs including quick conference with Joe Petersen and voicemail to Alex Fonoroff.	1.80	1,350.00
02/07/2012	ASF	[Not Subject of Fee Application] [REDACTED]	3.30	1,633.50
02/07/2012	AP	Analyze responses to requests for admission [REDACTED] (0.8); analyze plaintiffs' opposition to motion for judgment on the pleadings and research and draft outline of arguments for reply brief (3.8).	4.60	1,817.00
02/07/2012	JP	Draft/revise reply brief.	1.50	825.00
02/07/2012	JP	Review/revise discovery responses; telephone conference with Jack Bernard and John Wilkin regarding same.	2.90	1,595.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/07/2012	RP	Review/revise draft discovery responses from Wisconsin and California [REDACTED] (2.7); teleconferences with A. Roach regarding same (.9); conference with J. Petersen regarding same (.4); related e-mail correspondence with counsel and librarians at California and Wisconsin to confirm accuracy of information (.6).	4.60	2,070.00
02/07/2012	ASR	Conference with Mr. Potter regarding strategy for responses and revisions to responses (1.8); conference with clients regarding revisions to verifications (.5); draft and revise verifications for interrogatory responses (.2); conference with Mr. Petersen and Mr. Pequignot regarding responding to request for admission (.8); correspondence with Mr. Wilkin regarding response request for admission (.8); conference with Mr. Petersen regarding strategy for discovery responses (.5); review and revise discovery responses (2.8).	7.90	2,962.50
02/08/2012	JB	Followup on multiple discovery issues [REDACTED] and on questions regarding our responses to Plaintiff's discovery due today.	2.70	2,025.00
02/08/2012	AP	Research and draft section of reply brief on associational standing.	2.40	948.00
02/08/2012	JP	Review/revise discovery responses.	2.60	1,430.00
02/08/2012	RP	Revise draft discovery responses for California based on client comments and additional information; related e-mail correspondence and teleconferences with J. Petersen and A. Roach; related e-mail correspondence with counsel for California and Wisconsin; review comments to individual responses provided by [REDACTED] California; teleconference with J. Beck and J. Petersen regarding status of Plaintiffs' discovery responses and additional discovery needed [REDACTED] [REDACTED] finalize discovery responses for service on Plaintiffs' counsel; related teleconference with A. Roach.	5.90	2,655.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/08/2012	ASR	Review and revise response to first interrogatory in responses to First Set of Interrogatories to the University of California and University of Wisconsin presidents (.2); review and revise response for all parties to request for admission [REDACTED] (.3); correspondence with Michigan attorneys about response to request regarding Google Cooperative Agreement (.1); review and revise verifications for interrogatory responses (.5); review and revise discovery responses (2.9); conference with Mr. Potter and Mr. Petersen regarding strategy for responding to discovery requests and regarding revisions to responses (1.0); revise, finalize, and serve discovery responses (2.0).	7.00	2,625.00
02/09/2012	JB	Coordination with team regarding coverage of depositions and new Plaintiff's written discovery (.7); continue analysis of opposition brief and conference with Allison Roach regarding Reply; begin analysis of [REDACTED] /fair use arguments and Section 108 argument (1.5).	2.20	1,650.00
02/09/2012	SDJ	[Not Subject of Fee Application]	0.80	No Charge
02/09/2012	AP	Research and draft section of reply brief on associational standing.	3.50	1,382.50
02/09/2012	JP	Review Plaintiffs' initial round of Notices of Deposition; correspond with client group regarding same.	0.70	385.00
02/09/2012	JP	Prepare correspondence to Ned Rosenthal regarding deposition dates.	0.20	110.00
02/09/2012	RP	Review additional discovery requests and deposition notices served by Plaintiffs; related e-mail correspondence with J. Beck, J. Petersen and A. Roach; review and summarize all of Plaintiffs' discovery responses [REDACTED]; e-mail correspondence with J. Goldman, counsel for Plaintiffs, regarding status of discovery responses from The Australian Society of Authors Limited and related issues.	6.60	2,970.00
02/09/2012	ASR	Review and analyze second set of discovery requests and deposition notices served by Plaintiffs (.5); review and analyze Plaintiffs' brief in opposition to Defendants' motion for judgment on the pleadings (.6); review and analyze cases cited by Plaintiffs in support of arguments asserted in their brief in opposition to Defendants' motion for judgment on the pleadings (3.0); prepare and analyze arguments in response to arguments asserted in Plaintiffs' brief in opposition to Defendants' motion for judgment on the pleadings (1.7).	5.80	2,175.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/10/2012	JB	Followup regarding Section 107 arguments [REDACTED] and on other fair use thoughts (1.4); miscellaneous email communications regarding discovery issues, deposition scheduling and security (.8).	2.20	1,650.00
02/10/2012	JP	Send client e-mail regarding request for admissions.	0.50	275.00
02/10/2012	RP	Review discovery responses from associational Plaintiff ASA; update discovery summary documents accordingly; prepare related e-mail summary for clients; related e-mail correspondence with J. Petersen; e-mail correspondence and teleconference with J. Beck and J. Petersen regarding deposition scheduling.	2.10	945.00
02/10/2012	RLR	[Not Subject of Fee Application]	1.00	605.00
02/10/2012	ASR	Research to identify authority supporting arguments in draft Reply brief (1.5) draft and revise sections of Reply brief addressing Plaintiffs' claims regarding the Orphan Works Project (2.4); conference with Mr. Bernard and internal team regarding security [REDACTED] (.5).	4.40	1,650.00
02/11/2012	ASR	Research to identify authority supporting arguments in draft Reply brief.	0.80	300.00
02/12/2012	AP	Research and draft section of reply brief in support of motion for judgment on the pleadings on the grounds that the plaintiffs have not established associational standing.	5.90	2,330.50
02/12/2012	RLR	[Not Subject of Fee Application]	1.20	726.00
02/12/2012	ASR	Research to identify authority supporting arguments in draft Reply brief (1.1) draft and revise sections of Reply brief addressing Plaintiffs' claims regarding the Orphan Works Project (4.0).	5.10	1,912.50
02/13/2012	JB	Email communications and conferences regarding deposition scheduling and preparation (.6); telephone conference and email communications regarding [REDACTED], including time on Friday, February 10 in the evening (NO CHARGE for .8 time); review Indiana letter [REDACTED] (NO CHARGE for 1.7); review draft of Orphan Works section of brief and preliminary comments (1.8).	2.40	1,800.00
02/13/2012	SDJ	[Not Subject of Fee Application]	0.40	No Charge
02/13/2012	AP	Strategize regarding reply brief in support of motion for judgment on the pleadings; research and draft section of reply brief on associational standing.	3.90	1,540.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/13/2012	JP	E-mail Ned Rosenthal regarding scheduling depositions; review discovery requests and related documents in preparation for call with clients regarding same; confer with A. Roach and R. Potter regarding same.	1.20	660.00
02/13/2012	RP	Teleconference and e-mail correspondence with J. Petersen and A. Roach regarding Plaintiffs' additional discovery requests and deposition notices (.5); e-mail correspondence with counsel at California and Cornell regarding availability for deposition and preparation (.4).	0.90	405.00
02/13/2012	ASR	Review and analyze authority cited by Plaintiffs in their opposition brief (2.0); conference with Mr. Raider regarding discovery requests and security [REDACTED] (.3); conference with Mr. Petersen and Mr. Potter regarding responses to discovery requests and strategy for responding to requests (1.0); correspondence with clients to schedule depositions noticed by Plaintiffs (.5); correspondence with John Wilkin regarding discovery requests and strategy for responding (.8); research to identify authority supporting arguments in draft Reply brief (1.5) draft and revise sections of Reply brief addressing Plaintiffs' claims regarding the Orphan Works Project (2.4).	8.50	3,187.50
02/14/2012	JB	Review and comment on Reply Brief (3.3); followup on [REDACTED] (NO CHARGE for .5); followup on Indiana letter (NO CHARGE for 1.2).	3.30	2,475.00
02/14/2012	SDJ	[REDACTED] [Not Subject of Fee Application]	0.40	No Charge
02/14/2012	AP	Research and draft section of reply brief in support of motion for judgment on the pleadings addressing associational standing; revise draft section based on comments from Mr. Joe Beck; analyze and revise consolidated draft of reply brief; draft cover email to clients enclosing the same.	9.10	3,594.50
02/14/2012	JP	Telephone conference with John Wilkin, Paul Courant, Jack Bernard and Bryce Pilz regarding discovery issues.	2.50	1,375.00
02/14/2012	JP	Review/revise reply in further support of motion on the pleadings.	0.50	275.00
02/14/2012	RP	E-mail correspondence with N. Roth of Cornell regarding available deposition dates (.2); teleconference with A. Pequignot regarding associational plaintiffs' discovery responses [REDACTED] (.4); review related discovery materials (.2); teleconference with A. Roach regarding strategy for responding to Plaintiffs' second set of interrogatories (.4).	1.20	540.00
02/14/2012	RLR	[REDACTED] [Not Subject of Fee Application]	1.20	726.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/14/2012	ASR	Call with Mr. Petersen, [REDACTED] Mr. Pilz, and Mr. Bernard [REDACTED] regarding discovery requests served by Plaintiffs (2.0); conference with Mr. Potter regarding set of discovery requests and strategy for collecting information and documents for responding to them (1.0); research to identify authority supporting arguments in draft Reply brief (1.5) draft and revise sections of Reply brief addressing Plaintiffs' claims regarding the Orphan Works Project (3.3).	7.80	2,925.00
02/15/2012	JB	Review offensive discovery and responses and followup regarding new offensive discovery on fair use including ideas for Plaintiff depositions [REDACTED] (2.8); correspondence to in-house attorneys regarding fees/expenses (NO CHARGE for .6); [REDACTED] (NO CHARGE for .2); conference regarding new discovery from Plaintiff and followup (.2).	3.00	2,250.00
02/15/2012	ASF	[REDACTED] [Not Subject of Fee Application]	1.80	891.00
02/15/2012	AP	Strategize regarding arguments for reply brief in support of motion for judgment on the pleadings.	0.70	276.50
02/15/2012	JP	Discuss National Federation of the Blind common interest issues with Rob Potter; National Federation of the Blind agreement; coordinate responses outstanding discovery requests; correspond with Jack Bernard regarding [REDACTED] [REDACTED] Requests for Admissions [REDACTED]	1.60	880.00
02/15/2012	JP	Prepare memorandum setting out options in connection with pursuing fair use related discovery.	2.90	1,595.00
02/15/2012	RP	E-mail correspondence with Jack Bernard regarding common interest agreement vis-a-vis National Federation of the Blind (.2); related e-mail correspondence with J. Beck and J. Petersen (.3); related legal research (.8); teleconference with J. Beck, J. Petersen and A. Fonoroff regarding offensive discovery on fair use and related issues (.3); draft additional discovery requests regarding fair use (.3).	1.90	855.00
02/15/2012	ASR	Review and analyze Plaintiffs' discovery requests (.7); research to identify authority supporting arguments in draft Reply brief (1.0).	1.70	637.50
02/16/2012	LVA	[REDACTED] [Not Subject of Fee Application]	1.30	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/16/2012	JB	Review/comment on and direct creation of new discovery plan on fair use; review client comments to Reply Brief; edit Reply Brief to meet 10 page rule.	3.50	2,625.00
02/16/2012	JAE	[Not Subject of Fee Application]	0.50	No Charge
02/16/2012	ASF	[Not Subject of Fee Application]	3.70	1,831.50
02/16/2012	SDJ	[Not Subject of Fee Application]	0.20	No Charge
02/16/2012	AP	Analyze client's comments to draft reply brief and revise brief in connection with the same; draft supporting declaration and analyze exhibits.	2.60	1,027.00
02/16/2012	JP	Send e-mail to client group regarding next steps with discovery.	0.20	110.00
02/16/2012	JP	Correspond with Ned Rosenthal in connection with scheduling deposition dates.	0.40	220.00
02/16/2012	RP	Teleconference with A. Roach regarding Plaintiffs' second set of interrogatories and document requests (1.0); e-mail correspondence with Karen Petrulakis and Laine Farley regarding deposition availability (.2); related e-mail correspondence with J. Petersen (.3); draft additional discovery requests to Plaintiffs regarding fair use (3.1); related e-mail correspondence with A. Fonoroff (.1).	4.70	2,115.00
02/16/2012	ASR	Research to identify authority supporting arguments in draft Reply brief (2.0); conference with clients to determine proposed schedules for depositions (.8); review and revise draft Reply brief and conference with Mr. Beck and Mr. Petersen regarding revisions (2.8); coordinate with Kilpatrick library to conduct citation check of draft brief (.3); coordinate with Ms. Jarrell and Mr. Garcia regarding filing Reply brief (.5).	6.40	2,400.00
02/17/2012	JB	Review Reply Brief and comments and followup regarding filing (1.2); review overview of new discovery and followup regarding finalization and filing (2.0).	3.20	2,400.00
02/17/2012	ASF	[Not Subject of Fee Application]	3.90	1,930.50
02/17/2012	SDJ	[Not Subject of Fee Application]	0.80	No Charge
02/17/2012	AP	Analyze second set of discovery requests and provide comments on the same.	0.30	118.50
02/17/2012	AP	Analyze and revise reply brief in support of motion for judgment on the pleadings in preparation for filing.	4.20	1,659.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/17/2012	JP	Prepare correspondence to Ned Rosenthal regarding witness availability.	0.30	165.00
02/17/2012	JP	Review/revise defendants' second set of discovery requests.	0.40	220.00
02/17/2012	JP	Review/revise declaration in further support of motion on the pleadings.	0.30	165.00
02/17/2012	JP	Draft/revise reply brief.	1.10	605.00
02/17/2012	JP	Correspond with Jack Bernard regarding discovery issues.	0.70	385.00
02/17/2012	RP	Teleconference with A. Fonoroff regarding draft second set of document requests and interrogatories to Plaintiffs (.8); revise draft discovery documents accordingly (1.3); related e-mail correspondence J. Beck and J. Petersen (.3).	3.50	1,575.00
02/17/2012	ASR	Review and analyze works on schedule to Plaintiffs' second set of discovery requests [REDACTED] (.6); conference with Mr. Potter regarding discovery requests and strategy for collecting information for responding to them (.4); review and analyze citation check of draft Reply brief performed by the Kilpatrick library and incorporate changes suggested by library (.5); revise and update tables for Reply brief to finalize brief for filing (.5); review and revise draft Reply brief to finalize it for filing (1.5); coordinate with Ms. Jarrell to file Reply brief and report same to clients (1.0).	4.50	1,687.50
02/18/2012	AP	Analyze brief filed by Google in support of motion to dismiss for lack of associational standing.	0.20	79.00
02/20/2012	JB	Followup on oral argument preparation.	0.50	375.00
02/20/2012	ASF	[Not Subject of Fee Application] [REDACTED]	4.90	No Charge
02/20/2012	AP	Analyze second set of discovery requests and provide comments on the same.	0.50	197.50
02/20/2012	AP	Strategize regarding oral argument on motion for judgment on the pleadings.	0.30	118.50
02/20/2012	ASR	Review and analyze Plaintiffs' discovery requests and draft objections to requests (1.3); correspondence with John Wilkin regarding collection of information and documents for discovery responses (.2).	1.50	562.50
02/21/2012	JB	Oral argument organization (.3); telephone conference with Google and followup regarding common interest privilege (.7); followup on new interrogatories and document requests (.7).	1.70	1,275.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/21/2012	ASF	[Not Subject of Fee Application]	4.30	2,128.50
02/21/2012	AP	Strategize regarding oral argument on motion for judgment on the pleadings.	1.00	395.00
02/21/2012	JP	Review correspondence from John Wilkin regarding discovery issues.	0.30	165.00
02/21/2012	JP	Confer with A. Pequignot and A. Roach in connection with upcoming argument.	0.40	220.00
02/21/2012	RP	Teleconference with A. Fonoroff regarding revisions to draft document requests and interrogatories (.3); related e-mail correspondence with A. Pequignot (.2); revise draft requests and interrogatories accordingly, and prepare service sets for each plaintiff (1.8); teleconference with J. Beck and A. Roach regarding common interest agreements with Google and National Federation for the Blind (.3); related e-mail correspondence with A. Roach (.1); review common interest rider with National Federation for the Blind (.5); compare list of works attached to Plaintiffs' second interrogatories (.6); related teleconference and e-mail correspondence with A. Roach (.4).	4.20	1,890.00
02/21/2012	ASR	Conference with Mr. Wilkin regarding Plaintiffs' discovery requests and strategy for responses (1.0); conference with Mr. Petersen regarding same (.5); conference with Mr. Potter regarding Plaintiffs' discovery requests and strategy for responses (.4); conference with Mr. Beck and Mr. Pequignot regarding oral argument (.4); conference with Mr. Potter regarding common interest agreement (.3).	2.60	975.00
02/22/2012	JB	Email communications and telephone conferences with clients and Google regarding Common Interest Agreement and review Google-Michigan Common Interest Agreement; followup on written discovery and depositions.	2.00	1,500.00
02/22/2012	LMC	[Not Subject of Fee Application]	1.70	No Charge
02/22/2012	AP	Analyze second set of discovery requests and provide comments on the same.	0.20	79.00
02/22/2012	AP	Analyze responses to discovery requests regarding copyrighted works allegedly owned by the associations.	0.50	197.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/22/2012	JP	Confer with R. Potter regarding discovery issues; review/revise correspondence to Ned Rosenthal regarding same.	0.60	330.00
02/22/2012	RP	Teleconference with A. Roach regarding responses to Plaintiffs' second set of interrogatories, [REDACTED] teleconference with A. Pequignot regarding pleading requirements for copyright infringement; draft letter to Plaintiffs' counsel regarding outstanding and open discovery issues; conference with J. Petersen regarding additional works identified in Plaintiffs' second interrogatories; related teleconference with A. Pequignot and A. Roach.	3.50	1,575.00
02/22/2012	ASR	Draft and revise objections to discovery requests (2.5); conference with Mr. Potter regarding strategy for discovery responses (.6); research [REDACTED] (1.5); draft and revise correspondence to Michigan clients confirming information about discovery responses (.6).	5.20	1,950.00
02/23/2012	JB	Followup on second interrogatories and on Plaintiff's failure to respond to certain of our discovery.	0.80	600.00
02/23/2012	SDJ	[Not Subject of Fee Application]	0.20	No Charge
02/23/2012	AP	Prepare for mooted oral argument on motion for judgment on the pleadings.	2.70	1,066.50
02/23/2012	RP	Revise draft discovery letter to Plaintiffs' counsel; related e-mail correspondence with J. Beck and J. Petersen; related e-mail correspondence with clients; review draft e-mails to clients regarding additional information needed for Plaintiffs' second interrogatories; related e-mail correspondence and teleconference with A. Roach; related e-mail correspondence with clients at California, Wisconsin and Cornell.	1.50	675.00
02/23/2012	ASR	Correspondence with individuals at the University of Michigan regarding [REDACTED] discovery requests (.2); review and analyze works listed in schedule attached to Plaintiffs' second set of discovery requests [REDACTED] (.8); draft and revise correspondence to various universities regarding collection of information for responding to Plaintiffs' discovery requests (1.4); draft and revise objections to Plaintiffs' second set of discovery requests (1.7).	4.10	1,537.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/24/2012	JB	Followup regarding oral argument including re-review of briefs and other preparation for moots (2.8); followup with Google on common interest agreements with clients (.3); followup on additional discovery (.2).	3.30	2,475.00
02/24/2012	WXB	[Not Subject of Fee Application]	4.00	No Charge
02/24/2012	AP	Prepare for oral argument on motion for judgment on the pleadings.	2.20	869.00
02/24/2012	JP	Prepare for oral argument including conference with Joe Beck and Andrew Pequignot regarding same.	0.90	No Charge
02/24/2012	JP	Correspond with Ned Rosenthal regarding deposition scheduling.	0.30	165.00
02/24/2012	RP	E-mail correspondence with C. Ashley and E. Van Gemert at Wisconsin regarding second set of discovery requests and specific information needed (.2); legal research regarding [redacted] common interest agreements. [redacted] (2.2); related e-mail correspondence with J. Beck and J. Petersen (.4); review, draft and revise proposed objections to Plaintiffs' second set of discovery requests (2.1); teleconferences with A. Roach regarding client information needed to respond to, and proposed objections against, Plaintiffs' second set of discovery (1.3).	6.40	2,880.00
02/24/2012	ASR	Conference with Mr. Potter regarding draft objections to discovery responses and regarding revisions to draft responses (.9); coordinate with Mr. Garcia to hand deliver courtesy copies of fully briefed Motion on the Pleadings to Judge Baer's chambers (.3); draft and revise correspondence to university employees and counsel regarding information needed to prepare discovery responses (1.2); conference with Mr. Petersen regarding status of discovery responses and strategy for crafting objections to scope of requests (.5).	2.90	1,087.50
02/25/2012	AP	Prepare for oral argument on motion for judgment on the pleadings.	4.70	1,856.50
02/26/2012	AP	Prepare for oral argument on motion for judgment on the pleadings.	3.30	1,303.50
02/26/2012	ASR	Prepare and revise remarks for oral argument, addressing issues of ripeness and standing regarding Plaintiffs' claims based on the orphan works project.	4.80	1,800.00
02/27/2012	MJA	[Not Subject of Fee Application]	0.80	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/27/2012	JB	Followup and conferences with Allison Scott Roach and with Joe Petersen and with Andrew Pequignot regarding oral argument and other preparations; conference with Andrew Pequignot; conference with Allison Scott Roach.	3.40	2,550.00
02/27/2012	AP	Prepare for oral argument on motion for judgment on the pleadings.	4.70	1,856.50
02/27/2012	JP	Correspond with opposing counsel regarding deposition scheduling	0.40	220.00
02/27/2012	ASR	Conference with Mr. Petersen and opposing counsel regarding scheduling of depositions for Michigan deponents (.6); review and analyze briefs on Motion for Judgment on the Pleadings in connection with preparation for oral argument and review and revise prepared remarks for oral argument (2.4).	3.00	1,125.00
02/27/2012	FW	[Not Subject of Fee Application]	3.10	No Charge
02/28/2012	JB	Mooting Motion to Dismiss argument and followup (3.7); followup on other discovery [REDACTED] (7).	4.40	3,300.00
02/28/2012	WXB	[Not Subject of Fee Application]	5.00	3,375.00
02/28/2012	ASF	[Not Subject of Fee Application]	6.20	3,069.00
02/28/2012	AP	Analyze motion for judgment on the pleadings filed by Plaintiffs arguing that the Defendants exceed the limitations provided by Section 108 and that Section 107 does not apply.	0.40	158.00
02/28/2012	AP	Prepare for oral argument on motion for judgment on the pleadings; participate in moot of argument.	10.90	4,305.50
02/28/2012	JP	Review correspondence from California counsel [REDACTED] telephone conference with [REDACTED] counsel regarding same; correspond with counsel regarding same.	0.80	440.00
02/28/2012	JP	Confer with A. Roach regarding discovery issues.	0.40	220.00
02/28/2012	JP	Prepare for and participate in moot court in connection with motion on the pleadings.	3.90	2,145.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/28/2012	ASR	Prepare and practice oral argument and discuss strategies for improving arguments and presentation with Mr. Beck, Mr. Petersen, Mr. Fonoroff, and other colleagues (3.3); review and analyze Complaint [REDACTED] [REDACTED] (.5); conference with Mr. Petersen regarding requesting an extension for responding to discovery requests (.5); review and analyze Plaintiffs' motion for judgment on the pleadings (.5) correspondence with clients regarding Plaintiffs' motion for judgment on the pleadings (.2).	5.00	1,875.00
02/28/2012	FW	[Not Subject of Fee Application]	3.60	2,556.00
02/29/2012	MJA	[Not Subject of Fee Application]	2.20	1,650.00
02/29/2012	JB	Continued preparation for oral argument on Motion to Dismiss (1.2); quick review of Motion for Judgment on Pleadings and followup (2.3); conferences regarding postponing request on oral argument and review/revise letter to the court (2.7).	6.20	4,650.00
02/29/2012	ASF	[Not Subject of Fee Application]	0.70	346.50
02/29/2012	AP	Prepare for oral argument on motion for judgment on the pleadings.	0.60	237.00
02/29/2012	AP	Analyze the plaintiffs' motion for judgment on the pleadings and request to suspend argument on the defendants' motion for judgment on the pleadings.	0.60	237.00
02/29/2012	JP	Review plaintiffs' motion on the pleadings and associated request to postpone argument; correspond with client group regarding same.	2.40	1,320.00
02/29/2012	JP	Draft/revise letter to Judge Baer regarding plaintiffs' request to postpone hearing on motion on the pleadings.	0.80	440.00
02/29/2012	JP	Prepare correspondence to Ned Rosenthal regarding discovery extension; review correspondence from Ned Rosenthal regarding same.	0.30	165.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/29/2012	ASR	Review and analyze information and documents provided by the University of Michigan for responding to Plaintiffs' discovery requests (.8); correspondence with counsel at Indiana, Wisconsin, and Cornell regarding confirming information for preparation of discovery responses (.8); conference with Mr. Petersen regarding strategy for responding to discovery requests (.5); draft and revise letter to Judge Baer regarding Plaintiffs' request for adjournment of argument and conference with Mr. Beck, Mr. Petersen, and clients regarding revisions to be incorporated into letter (2.8); review cases cited by Plaintiffs in preparation for oral argument (.6).	5.50	2,062.50

Fees	\$185,950.00
Less 12.5% Discount	(37,303.28)
Total Fees	\$148,646.72

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
MJA	██████████	2.20	750.00	Flat Fee	1,000.00
MJA	██████████	0.80	750.00	656.25	No Charge
JB	J. M. Beck	51.50	750.00	656.25	33,796.91
WXB	██████████	5.00	675.00	Flat Fee	1,000.00
WXB	██████████	4.00	675.00	590.63	No Charge
ASF	██████████	22.10	495.00	433.13	9,572.17
ASF	██████████	6.20	495.00	Flat Fee	1,200.00
ASF	██████████	4.90	495.00	433.13	No Charge
JP	Joe Petersen	35.00	550.00	481.25	16,843.83
JP	Joe Petersen	0.90	550.00	481.25	No Charge
RLR	██████████	3.40	605.00	529.38	1,799.90
FW	██████████	3.60	710.00	Flat Fee	1,000.00
FW	██████████	3.10	710.00	621.25	No Charge
AP	Andrew Pequignot	72.30	395.00	345.63	24,989.09
RP	Robert Potter	53.00	450.00	393.75	20,868.80
ASR	Allie S. Roach	111.30	375.00	328.13	36,520.89
LMC	██████████████████	1.70	260.00	227.50	No Charge
SDJ	██████████	0.30	210.00	183.75	55.13

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
SDJ	██████████	3.80	210.00	183.75	No Charge
CES	██████████	1.60	180.00	157.50	No Charge
LVA	██████████	1.30	150.00	131.25	No Charge
JAE	██████████	0.50	150.00	131.25	No Charge
Totals		388.50			\$148,646.72

Other Charges:

02/17/2012	PACER Service Center-Online document retrieval services from 10/01/2011-12/31/2011				22.56
02/23/2012	PACER Service Center-Online document retrieval services from 10/01/2011-12/31/2011				14.96
02/23/2012	PACER Service Center-Online document retrieval services from 10/01/2011-12/31/2011				5.12
	Document Reproduction				317.55
	Long Distance Charges				13.08
	Document Reproduction				1.80
Total Other Charges					\$375.07

TOTAL AMOUNT DUE THIS INVOICE**\$149,021.79**



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

March 30, 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 #: 11269578

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	0.00	91,140.19
Previous Balance Due:		470,367.59	3,242.92	0.00	314,292.84	159,317.67
Current Invoice:						
3/30/12	11269578	\$148,646.72	\$375.07	\$0.00		\$149,021.79

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	22,353.27

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

March 30, 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 #: 11269578

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	0.00	91,140.19
Previous Balance Due:		470,367.59	3,242.92	0.00	314,292.84	159,317.67
Current Invoice:						
3/30/12	11269578	\$148,646.72	\$375.07	\$0.00		\$149,021.79

Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	22,353.27

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

March 30, 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 #: 11269578

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	0.00	91,140.19
Previous Balance Due:		470,367.59	3,242.92	0.00	314,292.84	159,317.67
Current Invoice:						
3/30/12	11269578	\$148,646.72	\$375.07	\$0.00		\$149,021.79

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA – BERKELEY - KAREN J. PETRULAKIS	22,353.27

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



ATTORNEYS AT LAW

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

March 30, 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 #: 11269578

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

Table with 7 columns: Date, Invoice Number, Fees, Disbursements, Interest/Other, Payments, Balance Due. Includes rows for historical invoices and a current invoice for 3/30/12.

Payment Allocation

Table with 2 columns: Payor, Total. Row for UNIVERSITY OF WISCONSIN-MADISON - NANCY K. LYNCH with total of 22,353.27.

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



**MARCH 2012
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

April 21, 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 #: 11273336

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	22,353.27	126,668.52
Previous Balance Due:		619,014.31	3,617.99	0.00	363,988.17	258,644.13

Current Invoice:

4/21/12	11273336	\$157,856.46	\$101.07	\$0.00		\$157,957.53
---------	----------	--------------	----------	--------	--	--------------

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	63,183.01

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 ID. 58-0511774

April 21, 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 #: 11273336

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through March 31, 2012:

Date	Initials	Description	Hours	Amount
03/01/2012	MJA	[Not Subject of Fee Application]	4.50	No Charge
03/01/2012	JB	Analysis of Plaintiffs' further letter to the Court (.2); preparation for and conferences in connection with moot court (5.5); Plaintiffs' Motion for judgment on pleadings, including time at home (2.0).	7.70	5,775.00
03/01/2012	ASF	[Not Subject of Fee Application]	0.70	No Charge
03/01/2012	AP	Prepare for oral argument on motion for judgment on the pleadings; participate in moot of argument.	9.40	3,713.00
03/01/2012	JP	Review Rosenthal's letter to Judge Baer in response to our letter; correspond with counsel regarding briefing schedule on plaintiffs' motion on the pleadings.	1.30	715.00
03/01/2012	JP	Review/analyze plaintiffs' motion for judgment on the pleadings.	0.50	275.00

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>
03/01/2012	ASR	Finalize letter to Judge Baer and coordinate with Ms. Batista to have letter signed and faxed to Judge Baer's chambers (.6); review and analyze arguments and cited authority in Plaintiffs' briefs in preparation for oral argument (.8); prepare and revise remarks for oral argument (5.0) rehearse remarks for oral argument (2.5); review and analyze correspondence from opposing counsel regarding oral argument and discuss same with Mr. Petersen and Mr. Beck (.4); draft and revise correspondence to clients regarding opposing counsel's letter (.2); Practice oral argument and discuss strategies for improving arguments and presentation with Mr. Beck, Mr. Pequignot, and other firm colleagues (3.2).	12.70	4,762.50
03/01/2012	FW	[Not Subject of Fee Application]	2.40	No Charge
03/02/2012	JB	Analysis throughout the day of Motion to Dismiss/Plaintiffs' Motion for Judgment [REDACTED], including conferences with team and with clients in-house counsel and with Google attorneys.	8.00	6,000.00
03/02/2012	AP	Analyze plaintiffs' motion for judgment on the pleadings and strategy for arguing motion on Monday, March 5 in preparation for strategy call with client; participate in call with client to discuss strategy.	1.70	671.50
03/02/2012	AP	Prepare for and participate in call with client to discuss strategy for offensive and defensive discovery [REDACTED]	1.20	474.00
03/02/2012	JP	Call with Chambers regarding scheduling hearing; telephone conference with client group regarding same.	1.30	715.00
03/02/2012	ASR	Prepare and revise remarks for oral argument (2.0); rehearse remarks for oral argument (1.4); conference with clients regarding strategy for responding to Plaintiffs' motion and whether to postpone oral argument (.6); conference with clients regarding discovery [REDACTED] (1.0).	5.00	1,875.00
03/05/2012	JB	Consideration of multiple options for opposing Plaintiffs' Motion [REDACTED] (4.5); email communications and telephone conferences with Pam Samuelson (.5); followup on discovery (1.0).	6.00	4,500.00
03/05/2012	ASF	[Not Subject of Fee Application] [REDACTED]	0.80	396.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/05/2012	AP	Analyze strategy [REDACTED] response to plaintiffs' motion for judgment on the pleadings and motion for summary judgment; analyze strategy for arguments in response to plaintiffs' motion for judgment on the pleadings, [REDACTED] [REDACTED]	2.10	829.50
03/05/2012	AP	Participate in conference call [REDACTED] regarding procedural posture of case [REDACTED] [REDACTED]	0.70	276.50
03/05/2012	AP	Analyze discovery produced to date by plaintiffs and strategize regarding additional discovery that may be needed for fair use arguments.	0.40	158.00
03/05/2012	JP	Prepare for and participate in call with Ned Rosenthal regarding scheduling issues; attention to discovery.	1.80	990.00
03/05/2012	ASR	Review and analyze Plaintiffs' Motion for Judgment on the Pleadings and authority cited therein (1.8); conference with Mr. Petersen and Mr. Rosenthal regarding scheduling for briefing on Plaintiffs' motion as well as discovery and preparation for conversation in advance (.5); strategize regarding strategy for preparing to respond to Plaintiffs' motion (2.3); correspondence with Mr. Pilz regarding scheduling depositions for Michigan deponents (.5); review and analyze publishing agreements produced by Plaintiffs (.6).	5.70	2,137.50
03/06/2012	JB	Preparation for and telephone conference with the National Federation for the Blind attorneys (1.8); followup conferences on opposition strategy (2.2); followup on discovery needs for Motion for Summary Judgment (.6).	4.60	3,450.00
03/06/2012	ASF	[Not Subject of Fee Application] [REDACTED] [REDACTED]	3.50	1,732.50
03/06/2012	AP	Participate in call with National Federation of the Blind to discuss strategy for responding to motion for judgment on the pleadings.	0.50	197.50
03/06/2012	AP	Analyze [REDACTED] article [REDACTED] [REDACTED] develop strategy for responding to plaintiffs' motion for judgment on the pleadings, and in particular, the intersection of the 108 and 107 arguments.	1.40	553.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/06/2012	JP	Attention to discovery including conferences with Joe Beck regarding same.	0.90	495.00
03/06/2012	JP	Telephone conference with Dan Goldstein and Bob Bernstein regarding scheduling issues, opposition to motion on the pleadings.	0.90	495.00
03/06/2012	RP	Teleconference with A. Fonoroff regarding additional discovery and potential depositions to assist with fair use and/or standing arguments (1.5); related teleconference and e-mail correspondence with J. Beck (.2); review Plaintiffs' motion for judgment on the pleadings to assess discovery needed to oppose same (.7); e-mail correspondence with N. Roth and P. Hirtle regarding deposition scheduling (.2).	2.60	1,170.00
03/06/2012	ASR	Strategize regarding opposition to Plaintiffs' Motion; finalize common interest agreement with National Federation of the Blind; conference with Mr. Petersen regarding initial disclosures filed by Defendants [REDACTED]	1.90	712.50
03/07/2012	JB	Email communications and conferences regarding Opposition to Plaintiffs' Motion, discovery and time to respond.	5.50	4,125.00
03/07/2012	ASF	[Not Subject of Fee Application] [REDACTED]	2.20	1,089.00
03/07/2012	AP	Research and draft outline of arguments for opposition to plaintiffs' motion for judgment on the pleadings; analyze correspondence from team regarding [REDACTED] motion and the need for discovery in connection with summary judgment motion of fair use.	4.20	1,659.00
03/07/2012	JP	Formulate strategy in connection with Plaintiffs' motion on the pleadings; prepare e-mail to Ned regarding scheduling.	0.90	495.00
03/07/2012	JP	Correspond with Ned Rosenthal on discovery issues; correspond with client group regarding same.	0.50	275.00
03/07/2012	JP	Correspond with Dan Goldstein regarding initial disclosures, common interest agreement.	0.30	165.00
03/07/2012	JP	Telephone conference with Jeremy Goldman regarding briefing schedule.	0.20	110.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/07/2012	RP	E-mail correspondence with N. Roth and P. Hirtle regarding deposition scheduling (.3); related teleconference with J. Petersen (.2); related e-mail correspondence with E. Rosenthal, counsel for Plaintiffs (.2); draft summary e-mail regarding merits of potential Plaintiff depositions [REDACTED] (1.8); related e-mail correspondence with A. Fonoroff (.4); related teleconference and e-mail correspondence with J. Beck (1.0); review member lists and licensing information produced by associational Plaintiffs (.6); teleconference with A. Roach regarding draft responses to Plaintiffs' second set of discovery (.3); e-mail correspondence with J. Beck regarding [REDACTED] response to Plaintiffs' pending motion for judgment on the pleadings (.5).	5.10	2,295.00
03/07/2012	ASR	Conference with Mr. Pilz regarding scheduling depositions of University of Michigan deponents (.4); coordinate with opposing counsel regarding scheduling depositions (.2); draft and revise outline of 108 arguments for opposition to Plaintiffs' motion (4.1); conference with Mr. Pequignot and Mr. Beck regarding same (.4).	5.10	1,912.50
03/08/2012	JB	Followup/comment on "outline" of Opposition to Plaintiff's Motion, including time at home on the evening of March 7, 2012.	1.60	1,200.00
03/08/2012	JP	Deposition scheduling.	0.20	110.00
03/08/2012	JP	Draft/revise correspondence to Judge Baer regarding scheduling issues.	1.70	935.00
03/08/2012	TTP	[Not Subject of Fee Application]	0.90	No Charge
03/08/2012	RP	Review Plaintiffs' proposed deposition schedule in connection with necessity and availability of California witnesses (.3); related teleconference with J. Petersen (.3); related e-mail correspondence with counsel and librarian at California (.7); related e-mail correspondence with opposing counsel to confirm deposition dates (.2).	1.50	675.00
03/08/2012	ASR	Correspondence with opposing counsel regarding proposed deposition dates for University of Michigan witnesses (.3); work with Mr. Petersen [REDACTED] (3); review and analyze information collected by clients to respond to discovery requests (1.2).	1.80	675.00
03/08/2012	CES	[Not Subject of Fee Application]	0.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/09/2012	JB	Preparation for and telephone conference with clients regarding opposition and discovery strategies; followup.	4.80	3,600.00
03/09/2012	AP	Prepare for and participate in conference call with clients to discuss strategy for opposition to plaintiffs' motion for judgment on the pleadings.	0.90	355.50
03/09/2012	JP	Prepare letter to Judge Baer regarding briefing schedule on motion on the pleadings.	0.60	330.00
03/09/2012	JP	Call with Nelson Roth and Pat McClary regarding Peter Hirtle deposition.	0.50	275.00
03/09/2012	JP	Prepare for and participate in telephone conference with client group regarding next steps.	1.70	935.00
03/09/2012	JP	Correspond with Ned Rosenthal regarding briefing schedule on plaintiffs' motion to dismiss.	0.30	165.00
03/09/2012	RP	Teleconference with clients, J. Beck and J. Petersen regarding response to pending motion, [REDACTED] and open discovery issues (1.0); teleconference with P. McClary and N. Roth of Cornell and J. Petersen regarding scheduled deposition of P. Hirtle (.4); related e-mail correspondence with J. Beck and J. Petersen (.3); related teleconference with J. Petersen and A. Roach regarding witness research generally (.2).	1.90	855.00
03/09/2012	ASR	Preparation for call, including research regarding arguments for opposition to Plaintiffs' motion (.6); conference call with clients and internal team members regarding strategy for responding to Plaintiffs' motion on the pleadings (1.5); draft and revise email to clients summarizing substance of conference call and strategy for responding to Plaintiffs' motion (.6); strategize regarding responding to Plaintiffs' motion on the pleadings (.6).	3.30	1,237.50
03/12/2012	JB	Preparation for and telephone conference with 1) John Band (for amicus) and 2) Dan Goldstein (for National Federation for the Blind); conferences with Andrew Pequignot and Allison Roach; followup on fair use and discovery issues.	5.50	4,125.00
03/12/2012	AP	Participate in call with Mr. Jonathan Band to discuss strategy for opposition to plaintiffs' motion for judgment on the pleadings.	1.10	434.50
03/12/2012	AP	Research, analyze, and draft opposition to plaintiffs' motion for judgment on the pleadings.	2.50	987.50
03/12/2012	JP	Confer with Joe Beck and Rob Potter regarding possible deponents; correspond with Dan Goldstein regarding scheduling issues.	0.60	330.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/12/2012	JP	Review Goldstein correspondence regarding National Federation for the Blind opposition to motion on the pleadings.	0.20	110.00
03/12/2012	RP	Teleconferences with J. Petersen regarding identification of plaintiffs targeted for deposition and related discovery issues; related teleconference with A. Roach.	0.40	180.00
03/12/2012	ASR	Conference with Mr. Beck and Mr. Pequignot regarding [REDACTED] (.3); conference with Mr. Beck, Mr. Pequignot, and Mr. Band regarding strategy for arguments in response to Plaintiffs' motion (1.2); conference with Mr. Beck, Mr. Pequignot, and Mr. Band regarding strategy for arguments in response to Plaintiffs' motion (1.3); review and analyze documents provided by clients for discovery responses (1.6).	4.40	1,650.00
03/13/2012	JB	Review [REDACTED] article [REDACTED] (1.4); conferences regarding status of our opposition to Plaintiffs' Motion (.6); review possible witness lists and email communications and conferences regarding witness selections (1.2); conferences regarding case management (1.4 - DO NOT BILL); review/revise bill for February (1.4 - DO NOT BILL).	3.20	2,400.00
03/13/2012	SDJ	[REDACTED] [Not Subject of Fee Application]	2.00	No Charge
03/13/2012	AP	Research, analyze, and draft opposition to plaintiffs' motion for judgment on the pleadings.	4.70	1,856.50
03/13/2012	JP	Identify potential named witnesses to depose; review/revise correspondence to client group regarding same.	1.90	1,045.00
03/13/2012	RP	Collect and prepare summary of discovery documents for D. Goldstein and B. Bernstein, counsel for National Federation of the Blind (.4); related e-mail correspondence with D. Goldstein and B. Bernstein (.3); e-mail correspondence with counsel and librarians at California regarding discovery requests and [REDACTED] deposition (.6); related conference with J. Petersen (.2); teleconference with A. Roach regarding status of discovery responses and related issues (.6); fact research regarding [REDACTED] deposition (1.9); related conference with J. Petersen (.4); prepare related draft e-mail correspondence to clients (.9).	5.30	2,385.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/13/2012	ASR	Correspondence with Ms. Adams regarding information and documents provided for discovery responses (.9); review and analyze information and documents provided by clients for responding to discovery requests (3.1); strategize with Mr. Potter regarding information obtained for discovery responses, information needed for discovery responses, and strategy for finalizing discovery responses (2.0).	6.00	2,250.00
03/14/2012	JB	Developing strategy ideas for defending [REDACTED], including followup regarding possible witnesses (1.4); telephone conferences regarding [REDACTED] including telephone conferences with JoAnne Zack, with Jack Bernard and telephone exchanges/voicemails with Joe Gratz (Google Class Action attorney) (1.8); billing and issues related to billing and accounts receivable (1.1-- DO NOT BILL); conference regarding Section 108 argument (.4).	3.60	2,700.00
03/14/2012	AP	Research, analyze, and draft opposition to plaintiffs' motion for judgment on the pleadings.	4.40	1,738.00
03/14/2012	JP	Correspond with Ned Rosenthal regarding scheduling; telephone conference with Ned Rosenthal regarding same; prepare memorandum to client regarding same; telephone conference with National Federation of the Blind counsel regarding same; review correspondence from Ned Rosenthal and National Federation of the Blind counsel regarding same.	1.80	990.00
03/14/2012	RP	E-mail correspondence with J. Beck and clients regarding [REDACTED] discovery issues.	0.30	135.00
03/14/2012	ASR	Legal research to identify case law to support arguments asserted in draft opposition to Plaintiffs' motion (2.0); conference with Mr. Snavelly regarding security documents provided by Michigan for discovery responses (.3); correspondence with Ms. Adams regarding documents and information provided by Indiana for discovery responses (.5); draft and revise argument sections of draft opposition to Plaintiffs' motion (1.8).	4.60	1,725.00
03/15/2012	JB	Review witness lists and email communications and followup regarding depositions; telephone conference with Joann Zack (Authors Guild lawyer in Google); conferences regarding [REDACTED] article.	2.70	2,025.00
03/15/2012	ASF	[Not Subject of Fee Application] [REDACTED]	2.20	1,089.00
03/15/2012	AP	Research, analyze, and draft opposition to plaintiffs' motion for judgment on the pleadings.	7.00	2,765.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/15/2012	JP	Correspond with Ned Rosenthal regarding schedule.	0.50	275.00
03/15/2012	RP	Draft stipulation extending opposition date for judgment on the pleadings to April 20 with related conditions (.4); review related documents (.2); related e-mail correspondence with J. Petersen and A. Roach (.3); related e-mail correspondence with E. Rosenthal, counsel for Plaintiffs, and D. Goldstein, counsel for Interveners (.2); e-mail correspondence with N. Lynch of Wisconsin regarding potential deponents ██████████ (2).	1.30	585.00
03/15/2012	ASR	Research regarding Sec. 108 and its interpretation in treatises, statutory history, etc. (1.8); draft and revise sections of draft brief opposing Plaintiffs' motion for partial judgment regarding application of Sec. 108 (3.8); conference with Mr. Beck and Mr. Pequignot regarding same (.4).	6.00	2,250.00
03/16/2012	JB	Telephone conference with Google lawyers and Jack Bernard and followup on Paul Courant deposition; followup on other witnesses.	1.50	1,125.00
03/16/2012	ASF	██████████ [Not Subject of Fee Application] ██████████	2.80	1,386.00
03/16/2012	AP	Research, analyze, and draft opposition to plaintiffs' motion for judgment on the pleadings.	4.10	1,619.50
03/16/2012	RP	Revise draft proposed stipulation to extend Defendants' time to respond to Plaintiffs' motion for partial judgment on pleadings (.2); related e-mail correspondence with Plaintiffs' counsel (.2); related conference with A. Garcia, managing clerk (.1); e-mail correspondence with L. Farley regarding information needed to respond to discovery requests (.4).	0.90	405.00
03/16/2012	ASR	Research regarding standard applicable to 12(c) motions and to 12(f) motions (2.0); draft and revise sections of draft brief opposing Plaintiffs' motion for partial judgment regarding application of Sec. 108 (4.5); conference with Mr. Beck and Mr. Pequignot regarding same (.4).	6.90	2,587.50
03/19/2012	JB	Review/comment on draft Opposition to Plaintiffs' Motion, including time over the weekend.	3.00	2,250.00
03/19/2012	AP	Analyze draft opposition to motion for judgment on the pleadings and standard of review under Fed. R. Civ. P. 12(c).	0.50	197.50
03/19/2012	JP	Confer with R. Potter regarding deposition scheduling.	0.10	55.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/19/2012	RP	Prepare and serve deposition notices for H. Ronning and J.R. Salamanca (.4); related e-mail correspondence with clients, opposing counsel and J. Beck and J. Petersen (.2); e-mail correspondence with L. Farley of California regarding scope of interrogatory responses (.2); related e-mail correspondence with J. Petersen (.1).	0.90	405.00
03/19/2012	ASR	Review and analyze documents provided by clients for responding to discovery responses (2.0); research [REDACTED] (1.0); analyze revisions to draft brief in opposition to Plaintiffs' Partial Motion for Judgment on the Pleadings (.4).	3.40	1,275.00
03/20/2012	JB	Telephone conference with Authors Guild attorney in Google case and schedule Paul Courant deposition; followup regarding Opposition Brief draft.	1.00	750.00
03/20/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
03/20/2012	AP	Analyze draft opposition to plaintiffs' motion for judgment on the pleadings.	0.30	118.50
03/20/2012	JP	Confer with R. Potter regarding scope of discovery [REDACTED]	0.20	110.00
03/20/2012	RP	Conference with J. Petersen regarding scope of Plaintiff's interrogatories; related e-mail correspondence with L. Farley of California; e-mail correspondence with Plaintiffs' counsel and J. Petersen regarding deposition scheduling.	0.40	180.00
03/20/2012	ASR	Correspondence with opposing counsel regarding scheduling depositions (.5); conference with Ms. Adams regarding documents for responding to Plaintiffs' discovery requests (.5); correspondence with Mr. Van Gemert regarding documents needed to respond to Plaintiffs' discovery requests (.5); review and analyze documents provided by clients for discovery responses (1.5); draft and revise objections and discovery responses (1.0).	4.00	1,500.00
03/21/2012	JB	Email communications regarding amicus filing; email communications and telephone conferences to Joe Gratz; followup regarding discovery from clients; followup regarding Opposition Brief; conferences regarding [REDACTED] information being provided to Plaintiffs.	2.70	2,025.00
03/21/2012	ASF	[Not Subject of Fee Application]	0.90	No Charge
03/21/2012	AP	Analyze draft opposition to plaintiffs' motion for judgment on the pleadings in light of comments from Mr. Joe Beck.	0.40	158.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/21/2012	AP	Analyze client documents regarding [REDACTED] formulating discovery responses.	0.70	276.50
03/21/2012	JP	Prepare for and participate in call with John Wilkin, Jack Bernard and Bryce Pilz [REDACTED]	1.10	605.00
03/21/2012	JP	Correspond with Plaintiffs' counsel regarding deposition scheduling issue.	0.20	110.00
03/21/2012	JP	Confer with R. Potter and A. Roach regarding discovery issues.	0.40	220.00
03/21/2012	RP	Teleconference with A. Roach regarding draft discovery responses and related issues (.9); related teleconference with J. Petersen (.2); draft/revise responses to interrogatories and discovery requests (1.6); related teleconference with J. Beck (.2); teleconference with J. Bernard, J. Wilkin, J. Petersen and A. Roach [REDACTED] (.7) [REDACTED]	3.60	1,620.00
03/21/2012	ASR	Conference with Mr. Petersen, Mr. Potter, Mr. Wilkin, Mr. Bernard, and Mr. Bryce regarding [REDACTED] responding to discovery requests [REDACTED].	1.00	375.00
03/21/2012	ASR	Correspondence to Ms. Adams at the University of Indiana regarding documents and information for discovery responses (.8); review and analyze documents provided by clients for responding to discovery requests (2.5); analyze discovery responses and strategy for responses and logistics for completing responses (.8); conference with Mr. Pilz regarding scheduling of depositions (.5); conference [REDACTED] regarding gathering additional documents for discovery responses (1.0); correspondence with Wisconsin counsel regarding additional documents needed for discovery responses (.4).	6.00	2,250.00
03/22/2012	RP	Draft/revise responses to Plaintiffs' second set of interrogatories.	0.80	360.00
03/22/2012	ASR	Correspondence with clients to obtain executed versions of HathiTrust agreements (.4); review and analyze information provided by clients for responding to discovery requests (.3).	0.70	262.50
03/23/2012	AP	Revise draft opposition to motion for judgment on the pleadings to incorporate comments from Mr. Joe Beck.	0.50	197.50
03/23/2012	JP	Correspond with Ned Rosenthal regarding deposition scheduling	0.30	165.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/23/2012	RP	E-mail correspondence with J. Wilkin [REDACTED] (1); conference with J. Petersen regarding format of discovery responses (.2); related e-mail correspondence with A. Roach (.2); draft/revise interrogatory responses.	1.70	765.00
03/23/2012	CES	[Not Subject of Fee Application]	0.60	No Charge
03/24/2012	RP	Draft/revise responses to Plaintiffs' Second Set of Interrogatories and Document Requests; related e-mail correspondence with A. Roach.	2.20	990.00
03/25/2012	RP	Review/revise draft discovery responses and related verifications (.4); related e-mail correspondence and teleconference with A. Roach (1.1).	1.50	675.00
03/25/2012	ASR	Review and analyze draft responses to Plaintiffs' second set of discovery requests (2.2); draft and revise draft responses to Plaintiffs' second set of discovery requests (4.5).	6.70	2,512.50
03/26/2012	JB	Followup conferences regarding [REDACTED] "Orphan Works" allegations; conference regarding scheduling Paul Courant for HathiTrust and "Book Search" cases.	2.30	1,725.00
03/26/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
03/26/2012	AP	Revise draft opposition to plaintiffs' motion for judgment on the pleadings based on comments from Mr. Joe Beck.	3.10	1,224.50
03/26/2012	JP	Telephone conference with Bryce Pilz regarding deposition; telephone conference with Ned Rosenthal regarding same.	0.60	330.00
03/26/2012	JP	Draft/revise responses to Authors Guild's second set of discovery requests; confer with R. Potter and A. Roach regarding same.	2.90	1,595.00
03/26/2012	JP	Review/revise opposition brief.	0.60	330.00
03/26/2012	RP	Conference with J. Petersen and A. Roach regarding draft responses to Plaintiffs' second set of discovery (1.3); review/revise related drafts (.4); related teleconference with A. Roach (.2); related teleconference with S. Jarrell, paralegal, regarding Bates-stamping documents (left voicemail) (.1).	2.20	990.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/26/2012	ASR	Correspondence with clients regarding documents needed for discovery responses (.2); review, analyze, and categorize documents provided by clients to produce in response to Plaintiffs' discovery requests (1.5); strategize regarding deposition scheduling (.3); conference with Mr. Petersen and Mr. Potter regarding revisions to discovery requests (1.2); review and revise draft responses to discovery requests (3.3); finalize and send to clients for review draft responses to discovery requests (.3); draft and revise verification documents (.5).	7.30	2,737.50
03/27/2012	RAA	[Not Subject of Fee Application]	1.50	No Charge
03/27/2012	JB	Multiple conferences and email communications regarding Paul Courant's deposition, including evening time from March 26 (1.7); review [REDACTED] cases and followup (2.5); followup on multiple issues (.6).	4.80	3,600.00
03/27/2012	SDJ	[Not Subject of Fee Application]	6.00	No Charge
03/27/2012	AP	Communicate with Mr. Joe Beck regarding [REDACTED] fair use arguments.	0.30	118.50
03/27/2012	JP	Review/revise responses to document requests; multiple communications with Jack Bernard, Paul Courant and John Wilkin regarding same.	3.70	2,035.00
03/27/2012	JP	Review/revise brief in opposition to [108] motion.	1.30	715.00
03/27/2012	JP	Telephone conferences with Google counsel and Author's Guild counsel in connection with scheduling Paul Courant deposition pursuant to subpoena in the Google case; telephone conferences with Jack Bernard regarding same.	1.40	770.00
03/27/2012	RP	E-mail correspondence with J. Petersen, A. Roach and J. Wilkin regarding potential confidentiality [REDACTED] (.3); related teleconference with A. Roach regarding discovery responses generally (.9); related teleconference with J. Petersen and A. Roach (.5); teleconference and e-mail correspondence with [REDACTED] IT at Indiana, regarding budget documents produced (.4).	2.10	945.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/27/2012	ASR	Correspondence with clients regarding documents needed to respond to discovery requests (.6); review and analyze documents provided by clients to respond to discovery requests (3.0); conference with Mr. Petersen and Mr. Potter regarding revisions to draft discovery responses (1.2); conference with Mr. Wilkin, Mr. Courant, Mr. Bernard, and Mr. Pilz regarding draft discovery responses (.5); correspondence with Mr. Wilkin regarding revisions to draft discovery responses (1.5); review and revise discovery responses per client comments (3.0); correlate documents with interrogatory responses and draft and revise correspondence to Mr. Courant and Mr. Wilkin [REDACTED] summarizing documents that will be produced in response to document requests (3.0).	12.70	4,762.50
03/28/2012	JB	Analysis of briefing and oral argument strategies and followup (2.3); very quick monitoring of our progress in responding to Plaintiffs' discovery, including time on March 28 (.4); attending to Google/Paul Courant scheduling, including time on March 27 (.4).	3.10	2,325.00
03/28/2012	SLH	[Not Subject of Fee Application] [REDACTED]	1.00	No Charge
03/28/2012	SDJ	[Not Subject of Fee Application] [REDACTED]	5.00	No Charge
03/28/2012	AP	Analyze [REDACTED] oral arguments on the motions for judgment on the pleadings and strategy [REDACTED].	0.60	237.00
03/28/2012	AP	Analyze [REDACTED] fair use arguments.	0.30	118.50
03/28/2012	JP	Review/revise responses to plaintiffs' second set of discovery requests to reflect comments from John Wilkin; correspond with John Wilkin regarding same; review documents prepared for production; analyze privilege issues [REDACTED].	3.60	1,980.00
03/28/2012	JP	Review correspondence from Ned Rosenthal regarding early argument date on pending motions on the pleadings; confer with Joe Beck regarding same; prepare memorandum to client outlining [REDACTED] proposal.	1.30	715.00
03/28/2012	JP	Draft/revise opposition brief.	1.60	880.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/28/2012	RP	Review draft discovery responses and related document production (2.9); related teleconferences with J. Petersen and A. Roach regarding privilege and related issues (.9); related e-mail correspondence with J. Wilkin, P. Courant, J. Bernard and B. Pilz (.4); e-mail correspondence with [REDACTED] Indiana regarding budget documents in connection with production (.2); review revised budget documents (.3); related teleconference with A. Roach (.3); e-mail correspondence and teleconference with P. McClarey of Cornell and A. Roach regarding [REDACTED] proposed responses (.3); related teleconference with A. Roach (.2); draft cover letter to accompany discovery responses and document production (.2); related teleconference and e-mail correspondence with A. Roach (.2).	6.00	2,700.00
03/28/2012	ASR	Review and revise discovery responses and finalize them for serving (6.0); conference and correspondence with clients regarding same (2.0); conference with Mr. Petersen and Mr. Potter regarding strategy for revising discovery responses (2.0); finalize bates labels on documents and review and analyze labeled documents to confirm appropriate labeling for confidentiality (3.0); finalize cover letter, discovery responses, and disc of documents for mailing to opposing counsel (.8).	13.80	5,175.00
03/28/2012	CES	[Not Subject of Fee Application] [REDACTED]	0.50	No Charge
03/29/2012	JB	Email communications regarding Paul Courant deposition (.4); analysis of [REDACTED] arguments (1.4); discovery (.3).	2.10	1,575.00
03/29/2012	SDJ	[Not Subject of Fee Application]	5.50	1,155.00
03/29/2012	AP	Analyze comments from Mr. Joe Petersen on draft opposition to plaintiffs' motion for judgment on the pleadings.	0.60	237.00
03/29/2012	JP	Review [REDACTED] documents; review privilege issues associated with same.	1.00	550.00
03/29/2012	JP	Correspond with Google counsel regarding subpoena; review subpoena.	0.40	220.00
03/29/2012	JP	Review/revise opposition brief.	2.30	1,265.00
03/29/2012	RP	Conference and e-mail correspondence with J. Petersen regarding supplemental discovery responses and related issues; related teleconference with A. Roach.	0.80	360.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/29/2012	ASR	Online research regarding penetration test and risk assessments of HathiTrust security (.4); legal research regarding [REDACTED] risk assessment reports [REDACTED] (.4); strategize with Mr. Petersen and Mr. Potter regarding [REDACTED] penetration test and risk assessment reports (.5); review and confirm revised Bates labels and correlation with discovery responses (1.0); draft and revise supplemental responses to first set of interrogatories to HathiTrust and Mary Sue Coleman (1.0); draft and revise cover letter to opposing counsel enclosing replacement disc of corrected bates-labeled documents (.8).	4.10	1,537.50
03/30/2012	JB	Conference regarding [REDACTED]/fair use (.7); analysis/memorandum regarding use of experts (1.0); telephone conference [REDACTED] (.3).	2.00	1,500.00
03/30/2012	AP	Participate in call [REDACTED] discuss plaintiffs' motion for judgment on the pleadings.	0.40	158.00
03/30/2012	AP	Analyze [REDACTED] possible arguments on fair use; analyze possible uses of expert testimony in support of motion for summary judgment on fair use.	1.80	711.00
03/30/2012	JP	Correspond with Jack Bernard and Bryce Pilz regarding Paul Courant deposition.	0.20	110.00
03/30/2012	JP	Prepare for upcoming depositions of Paul Courant and John Wilkin.	1.20	660.00
03/30/2012	JP	Review [REDACTED] cases and discuss same with Joe Beck.	1.90	1,045.00
03/30/2012	JP	Review correspondence from Bryce Pilz regarding oral argument on pending motions; correspond with client group and Ned Rosenthal regarding same.	0.80	440.00
03/30/2012	JP	Review of security documents; prepare for and participate in call with Jack Bernard and John Wilkin regarding same.	1.60	880.00
03/30/2012	RP	E-mail correspondence with clients regarding [REDACTED] security documents and supplemental discovery responses (.8); review related materials (.6); related e-mail correspondence with J. Beck, J. Petersen and A. Roach (.5); related teleconference with J. Bernard, J. Wilkin, J. Petersen and A. Roach (.8); e-mail correspondence with J. Beck regarding expert witness [REDACTED] (.4).	3.10	1,395.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/30/2012	ASR	Review and revise draft correspondence to clients regarding potentially privileged documents and supplemental interrogatories (.8); draft and revise memorandum to file [REDACTED] (1.5); research [REDACTED] (1.0); conference with Mr. Petersen, Mr. Potter, Mr. Wilkin, Mr. Bernard, and Mr. Pilz regarding potentially privileged documents and supplemental interrogatories (.8); revise and finalize letter to opposing counsel regarding replacement disc of documents and regarding discovery responses (.8); review and confirm accuracy of bates labels and confidentiality labels on replacement disc of documents (1.5).	5.60	2,100.00
03/31/2012	AP	Analyze possible experts in support of motion for summary judgment on fair use.	1.00	395.00

Fees	\$190,301.50
Less 12.5% Discount Plus Additional Mark Downs	(32,445.04)
Total Fees	\$157,856.46

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
MJA	[REDACTED]	4.50	750.00	656.25	No Charge
JB	J. M. Beck	75.70	750.00	656.25	49,678.17
ASF	[REDACTED]	11.50	495.00	433.13	4,981.00
ASF	[REDACTED]	1.60	495.00	433.13	No Charge
JP	Joe Petersen	47.30	550.00	481.25	22,763.24
FW	[REDACTED]	2.40	710.00	621.25	No Charge
SLH	[REDACTED]	1.00	285.00	249.38	No Charge
AP	Andrew Pequignot	56.80	395.00	345.63	19,631.79
RP	Robert Potter	44.60	450.00	393.75	17,561.31
ASR	Allie S. Roach	128.70	375.00	328.13	42,230.32
RAA	[REDACTED]	1.50	260.00	227.50	No Charge
SDJ	[REDACTED]	5.50	210.00	183.75	1,010.63
SDJ	[REDACTED]	14.00	210.00	183.75	No Charge
TTP	[REDACTED]	0.90	135.00	118.13	No Charge
CES	[REDACTED]	1.60	180.00	157.50	No Charge
Totals		397.60			\$157,856.46

Other Charges:

03/29/2012	Express Mail charges from Kilpatrick to Bryan Hagedorn(EV577080454US)	17.75
	Document Reproduction	27.30
	Long Distance Charges	51.22
	Document Reproduction	4.80
	Total Other Charges	\$101.07

TOTAL AMOUNT DUE THIS INVOICE **\$157,957.53**



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

April 21, 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 #: 11273336

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	22,353.27	126,668.52
Previous Balance Due:		619,014.31	3,617.99	0.00	363,988.17	258,644.13
Current Invoice:						
4/21/12	11273336	\$157,856.46	\$101.07	\$0.00		\$157,957.53

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	23,352.38

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

April 21, 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 #: 11273336

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	22,353.27	126,668.52
Previous Balance Due:		619,014.31	3,617.99	0.00	363,988.17	258,644.13
Current Invoice:						
4/21/12	11273336	\$157,856.46	\$101.07	\$0.00		\$157,957.53

Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	23,352.38

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

April 21, 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 #: 11273336

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	22,353.27	126,668.52
Previous Balance Due:		619,014.31	3,617.99	0.00	363,988.17	258,644.13

Current Invoice:

4/21/12	11273336	\$157,856.46	\$101.07	\$0.00		\$157,957.53
---------	----------	--------------	----------	--------	--	--------------

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	23,352.38

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

April 21, 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 #: 11273336

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	22,353.27	126,668.52
Previous Balance Due:		619,014.31	3,617.99	0.00	363,988.17	258,644.13

Current Invoice:

4/21/12	11273336	\$157,856.46	\$101.07	\$0.00		\$157,957.53
---------	----------	--------------	----------	--------	--	--------------

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSON- MADISON - NANCY K. LYNCH	23,352.38

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

**APRIL 2012
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

May 10, 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 #: 11278570

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
01/31/12	11249949	89,133.00	176.90	0.00	65,106.48	24,203.42
02/25/12	11258433	90,926.64	213.55	0.00	27,342.06	63,798.13
03/30/12	11269578	148,646.72	375.07	0.00	44,706.54	104,315.25
04/21/12	11273336	157,856.46	101.07	0.00	46,704.76	111,252.77
Previous Balance Due:		776,870.77	3,719.06	0.00	433,046.20	347,543.63

Current Invoice:

5/10/12	11278570	\$223,945.69	\$4,882.55	\$0.00		\$228,828.24
---------	----------	--------------	------------	--------	--	--------------

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	91,531.32

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

May 10, 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 #: 11278570

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through April 30, 2012:

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/02/2012	JB	Followup on our Opposition to Plaintiffs' Motion for Pretrial Judgment on Pleadings; various other issues.	1.20	900.00
04/02/2012	AP	Research and revise draft opposition to plaintiffs' motion for judgment on the pleadings based on comments from Messrs. Joe Beck and Joe Petersen.	7.30	2,883.50
04/02/2012	JP	Prepare for upcoming depositions of Paul Courant and John Wilkin.	1.20	660.00
04/02/2012	RP	Teleconference with A. Roach regarding supplemental responses to Plaintiffs' First Set of Interrogatories (.5); e-mail correspondence with L. Abelson, counsel for amicus parties, regarding existing discovery production (.2); related teleconference with A. Roach (.2); conference with J. Petersen regarding strategy and related materials for preparing California witnesses for deposition (.5); e-mail correspondence with J. Petersen regarding [REDACTED] protective order (.2); related e-mail correspondence with clients (.2).	1.80	No Charge

*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>
04/02/2012	ASR	Draft and revise draft supplemental response to First Set of Interrogatories to Mary Sue Coleman (2.5); correspondence with Mr. Bernard and Mr. Pilz regarding deposition preparation of Michigan witnesses (.2); prepare copy of responses and copy of produced documents for sending to counsel for intervenors (.3); strategize with Mr. Beck and Mr. Pequignot regarding revisions to and structure of draft opposition to Plaintiffs' motion (.8).	3.80	1,425.00
04/03/2012	JB	Multiple conferences/followup regarding Section 108 argument.	1.40	1,050.00
04/03/2012	AP	Analyze Mr. Rob Potter's summary of plaintiffs' amended discovery responses.	0.20	79.00
04/03/2012	AP	Research and revise draft opposition to plaintiffs' motion for judgment on the pleadings [REDACTED].	3.00	1,185.00
04/03/2012	JP	Draft/revise opposition brief.	0.50	275.00
04/03/2012	JP	Review/revise amended interrogatory responses.	0.50	275.00
04/03/2012	RP	E-mail correspondence with amicus counsel D. Goldstein and L. Abelson regarding protective order and transmission of the parties' discovery responses (.2); related e-mail correspondence with clients (.2); review/revise draft supplemental discovery responses (1.4); related e-mail correspondence and teleconference with A. Roach (.6); review Plaintiffs' amended discovery responses to identify differences from earlier responses (.9); prepare related e-mail summary to J. Beck and J. Petersen (1.3).	4.60	2,070.00
04/03/2012	ASR	Review and revise supplemental interrogatory response (.6); strategize regarding revisions to opposition brief (.5); research regarding Section [108] in connection with arguments in opposition brief (1.5); correspondence with University of Michigan employees regarding documents for supplemental production (.6); research regarding publications by witnesses in preparation for depositions (.5).	3.70	1,387.50

*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>
04/04/2012	JB	Followup on Section 108 arguments in opposition brief (.8); conferences regarding oral argument (.3); preliminary analysis of new second factor argument (1.0).	2.10	1,575.00
04/04/2012	NLH	[Not Subject of Fee Application]	1.50	No Charge
04/04/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
04/04/2012	AP	Research and revise draft opposition to plaintiffs' motion for judgment on the pleadings [REDACTED]	5.10	2,014.50
04/04/2012	AP	Analyze timing of oral argument on pending motions for judgment on the pleadings.	0.20	79.00
04/04/2012	JP	Draft/revise amended interrogatory response.	2.50	1,375.00
04/04/2012	JP	Telephone conference with chambers regarding scheduling of oral argument on pending motions; prepare correspondence to client group regarding same.	0.60	330.00
04/04/2012	JP	Prepare for John Wilkin deposition prep session.	1.80	990.00
04/04/2012	RP	Conferences and teleconferences with J. Petersen and A. Roach regarding draft supplemental discovery responses [REDACTED] (1.3); related teleconference with A. Roach (.5); review/revise draft supplemental responses (.5); e-mail correspondence with J. Wilkin of Michigan regarding same (.5); e-mail correspondence with S. Kulkarni regarding scheduled deposition preparation for California witnesses (.5); related e-mail correspondence with opposing counsel (.2); e-mail correspondence with L. Abelson, counsel for interveners, regarding sharing parties' discovery, and related tasks (.4); teleconference with A. Pequignot regarding Plaintiffs' fair-use discovery (.2). (Worked value \$1,845.00 - Billed \$1,200.00)	4.10	1,845.00

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



**KILPATRICK
TOWNSEND**

ATTORNEYS AT LAW

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

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/04/2012	ASR	Draft and revise supplemental interrogatory response (3.0); draft and revise opposition brief (7.0); draft and revise correspondence to Ms. Abelson regarding discovery responses and documents produced to Plaintiffs (.5); coordinate with library staff to identify publications by John Wilkin to review for preparation for Mr. Wilkin's deposition (.5).	11.00	4,125.00
04/05/2012	JB	Followup regarding deposition issues and opposition.	1.20	900.00
04/05/2012	NLH	[Not Subject of Fee Application]	0.30	No Charge
04/05/2012	AP	Research and revise draft opposition to plaintiffs' motion for judgment on the pleadings [REDACTED]; analyze comments from Mr. Joe Petersen regarding draft opposition.	5.10	2,014.50
04/05/2012	JP	Draft/revise brief in opposition to plaintiffs' motion on the pleadings; confer with A. Pequignot and A. Roach regarding same.	3.20	1,760.00
04/05/2012	JP	Review correspondence from Jeremy Goldman regarding noticed depositions; confer with Joe Beck regarding same	0.40	220.00
04/05/2012	JP	Prepare for Wilkin and Courant depositions.	1.70	935.00
04/05/2012	RP	E-mail correspondence with J. Wilkin, J. Petersen and A. Roach regarding draft supplemental disclosures (.5); related teleconference with J. Wilkin and A. Roach (.7); review J. Wilkin notes in advance of same (.2); e-mail correspondence with S. Kulkarni and J. Goldman, plaintiffs' counsel, regarding deposition scheduling (.3); e-mail correspondence with L. Farley and H. Christenson of California in advance of scheduled deposition preparation (.3); prepare outline and review relevant materials in advance of deposition preparation (2.6). (Worked value \$2,070.00 - Billed \$1,200.00)	4.60	2,070.00

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>
04/05/2012	ASR	Draft and revise memorandum regarding potential topics for Mr. Wilkin's deposition (.6); review and revise draft opposition brief (2.5); conference with Mr. Wilkin, Mr. Bernard, Mr. Pilz, and Mr. Potter regarding revisions to draft supplemental interrogatory response (.5); research [REDACTED] for preparing arguments for draft brief; draft and revise supplemental interrogatory response (1.1); draft and revise correspondence to clients regarding supplemental interrogatory response and supplemental document production (.6).	5.30	1,987.50
04/06/2012	JB	Multiple conferences and email communications regarding discovery by and of Plaintiffs (1.4); billing for February and related issues (.7 - No Charge).	1.40	1,050.00
04/06/2012	AJG	[Not Subject of Fee Application]	0.30	No Charge
04/06/2012	SDJ	[Not Subject of Fee Application]	1.00	No Charge
04/06/2012	AP	Revise draft opposition to plaintiffs' motion for judgment on the pleadings based on further comments from Mr. Joe Petersen.	7.00	2,765.00
04/06/2012	AP	Analyze strategy for responding to Plaintiffs' recent disclosures regarding the limited availability of their witnesses.	0.30	118.50
04/06/2012	JP	Prepare correspondence to client group regarding Plaintiffs' refusal to make named plaintiffs Ronning and Salamanca available for deposition; review follow up correspondence from plaintiffs' counsel regarding same; prepare correspondence to plaintiffs' counsel objecting to same.	1.20	660.00
04/06/2012	JP	Review/revise supplemental interrogatory response; confer with A. Roach and R. Potter regarding same.	0.30	165.00
04/06/2012	JP	Prepare for and participate in first deposition prep session with John Wilkin; prepare for upcoming depositions.	1.90	1,045.00

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>
04/06/2012	RP	Legal research regarding appropriate objections to notices of deposition (No Charge); related e-mail correspondence and teleconference with J. Petersen (No Charge); review and summarize discovery requests served on Plaintiffs by Defendant-Interveners (No Charge); related e-mail correspondence with clients (No Charge); prepare outline and review related materials in advance of preparing California witnesses for deposition (No Charge); related teleconference and e-mail correspondence with J. Petersen (No Charge); teleconference and e-mail correspondence with J. Petersen and A. Roach regarding production of supplemental discovery (No Charge).	6.90	No Charge
04/06/2012	ASR	Conference with Mr. Bernard, Mr. Pilz, Mr. Petersen, and Mr. Wilkin regarding preparation for deposition (1.6); review and revise opposition brief (6.2).	7.80	2,925.00
04/07/2012	ASR	Research to identify support for arguments in opposition brief (1.5); review and revise opposition brief (.3).	1.80	675.00
04/08/2012	RP	Revise outline and review relevant materials in advance of preparing L. Farley and H. Christianson for deposition (4.5).	4.50	2,025.00
04/08/2012	ASR	Review and analyze document requests served by Plaintiffs and conference with Mr. Potter regarding same.	0.50	187.50
04/09/2012	JB	Review/revise/conference regarding Opposition Brief, including time over the past weekend (5.8); conference regarding confidentiality [REDACTED] (.2); email communications regarding Salamanca deposition (3.).	6.30	4,725.00
04/09/2012	AP	Analyze Mr. Rob Potter's summary of additional amended discovery responses served by plaintiffs.	0.20	79.00
04/09/2012	AP	Communicate with Mr. Joe Beck regarding his comments to the draft opposition to the plaintiffs' motion for judgment on the pleadings; revise draft opposition to incorporate Mr. Beck's comments.	1.30	513.50

*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>
04/09/2012	RP	Prepare L. Farley and H. Christianson of California for deposition (6.0); revise outline and review relevant materials (2.0); review amended discovery responses from J.R. Salamanca (.3); related e-mail correspondence with J. Beck and J. Petersen (.3); teleconference with A. Roach regarding general strategy (.4).	9.00	4,050.00
04/09/2012	ASR	Strategize regarding revisions to draft opposition brief (1.0); draft and revise correspondence to Plaintiffs' counsel enclosing supplemental interrogatory responses and supplemental document production (.3); finalize supplemental interrogatory responses and documents for sending to Plaintiffs' counsel.	2.70	1,012.50
04/10/2012	JB	Email communications, including evening time on April 9, and followup on discovery/depositions and opposition brief (1.7); conferences and followup on National Federation for the Blind and amici (.3); conferences with Rob Potter and email communications regarding Google conference; common interest/ confidentiality agreement and depositions of Plaintiffs (.5); conference regarding economics expert, [REDACTED] article and Orphan Works issues (1.2).	3.70	2,775.00
04/10/2012	AP	Analyze and revise draft opposition to plaintiffs' motion for judgment on the pleadings to harmonize comments from Mr. Joe Beck to different sections of the brief.	1.20	474.00
04/10/2012	AP	Analyze strategy for expert testimony in support of the defendants' motion for summary judgment on fair use and strategy for responding to the plaintiffs' objections to the defendants' notices of deposition.	1.00	395.00
04/10/2012	AP	Analyze strategy for responding to the plaintiffs' objections and responses to the defendants' second set of interrogatories and requests for production of documents.	0.30	118.50

*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>
04/10/2012	RP	Prepare L. Farley and H. Christianson of California for deposition (6.0); review relevant documents in advance of same (1.5); e-mail correspondence and teleconference with J. Gratz, counsel for Google, regarding confidentiality issues (.2); teleconference with J. Beck regarding strategy and deposition issues (.4); review Plaintiffs' second set of discovery responses (1.0); draft related e-mail summary to J. Beck and J. Petersen (1.3).	10.40	4,680.00
04/10/2012	ASR	Strategize regarding revisions to draft opposition brief (1.1); review and revise draft opposition brief (3.2); draft and revise correspondence to clients regarding draft opposition brief (.3).	4.60	1,725.00
04/11/2012	JB	Review/comment on Heather Christianson deposition summary (.7); review/comment on amicus draft (.8); conference regarding Farley deposition and our draft brief (.7).	2.20	1,650.00
04/11/2012	AP	Analyze articles [REDACTED] in [REDACTED] connection with [REDACTED] motion for summary judgment on fair use.	0.80	316.00
04/11/2012	AP	Analyze the draft amicus brief prepared by Jonathan Band in opposition to the plaintiffs' motion for judgment on the pleadings.	0.50	197.50
04/11/2012	RP	Defend H. Christianson's deposition and travel to and from same (7.8); related summary e-mail correspondence with J. Beck and J. Petersen (.4); related e-mail correspondence with L. Farley in advance of her deposition (.2); e-mail correspondence with P. McClary of Cornell regarding P. Hirtle's deposition and related preparation (.2).	8.60	3,870.00
04/11/2012	ASR	Review and analyze articles published by Mr. Wilkin in preparation for his deposition (1.0); review and analyze articles published by Mr. Courant in preparation for his deposition (.2).	1.20	450.00

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>
04/12/2012	JB	Email communications and followup regarding discovery, including deposition, issues and oral argument (1.0); quick review of amicus brief and followup (1.5).	2.50	1,875.00
04/12/2012	AP	Analyze draft amicus brief from Jonathan Band on behalf of the American Library Association and other amicus parties.	0.70	276.50
04/12/2012	RP	Defend deposition of L. Farley of California (5.5); e-mail correspondence with J. Beck and J. Petersen summarizing same (.7); prepare outline for deposition preparation of P. Hirtle of Cornell (.5); review related documents (2.5).	9.20	4,140.00
04/12/2012	ASR	Analyze topics addressed in deposition of Heather Christenson and how they affect case strategy (.5); research to identify case law to support statements of the applicable legal standard in the draft oppositon to Plaintiffs' Motion for Partial Judgment on the Pleadings (.5); review and analyze articles published by Mr. Hirtle in preparation for his deposition (.2).	1.20	450.00
04/13/2012	JB	Email communications and followup on discovery needs; review of parts of Farley deposition and followup regarding preparation for Michigan.	4.70	3,525.00
04/13/2012	AP	Analyze [REDACTED] Section 107 and 108 arguments.	0.20	79.00
04/13/2012	AP	Analyze the legal standard for the opposition to plaintiffs' motion for judgment on the pleadings and [REDACTED] arguments [REDACTED] in connection with defendants' opposition brief.	0.60	237.00
04/13/2012	ASR	Review and analyze deposition transcripts from depositions of California witnesses in preparation for depositions of Michigan witnesses (1.5); correspondence with Mr. Wilkin regarding his publications potentially relevant to his deposition (.5); prepare documents and information for preparation of witnesses for depositions (.8).	2.80	1,050.00

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>
04/14/2012	ASR	Research to identify support for arguments in opposition brief (1.0); review and analyze comments from clients regarding draft opposition brief (.4).	1.40	525.00
04/15/2012	JP	Draft/revise opposition brief; discuss same with Joe Beck.	2.70	1,485.00
04/15/2012	RP	Prepare/revise outline for deposition preparation of Peter Hirtle deposition and review related factual and background materials (4.8).	4.80	2,160.00
04/15/2012	ASR	Research to identify support for arguments in opposition brief (1.5); review and revise draft brief based on client comments (1.5).	3.00	1,125.00
04/16/2012	JB	Review/analyze comments to brief and coordinate response/revisions, including time over the weekend (5.5); review and conference with Jonathan Band regarding his brief and followup (1.5); multiple email communications and conferences regarding depositions and discovery (1.5); miscellaneous email communications and telephone conference with attorney for National Federation of the Blind (.3).	8.80	6,600.00
04/16/2012	ASF	[Not Subject of Fee Application]	3.20	1,584.00
04/16/2012	AP	Revise draft opposition to plaintiffs' motion for judgment on the pleadings based on comments from clients; analyze arguments	7.00	2,765.00
04/16/2012	JP	Draft/revise opposition brief; correspond with Dan Goldstein regarding same.	10.50	5,775.00

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>
04/16/2012	RP	Review/revise P. Hirtle deposition preparation outline and related background materials (1.8); prepare P. Hirtle for deposition (6.0); conference with J. Petersen regarding deposition strategy generally [REDACTED] (.5); teleconferences with J. Beck and A. Fonoroff regarding additional discovery (.8); related e-mail counsel with internal and Interveners' counsel (.3); teleconference with A. Fonoroff regarding additional witnesses to depose and additional document requests (1.7).	11.10	4,995.00
04/16/2012	ASR	Research to identify support for arguments in opposition brief (3.0); review and revise draft brief based on client comments (7.0); strategize regarding revisions to draft brief (2.0); draft and revise correspondence to clients regarding revised draft brief (.2).	12.20	4,575.00
04/17/2012	JB	Email communications and followup on further discovery and depositions of others [REDACTED], including evening time at home on April 17 (2.0); review/revise new opposition, including evening time at home on April 17 (5.0); review National Federation of the Blind draft and telephone conference with National Federation of the Blind team regarding draft and regarding discovery and followup (1.5).	8.50	6,375.00
04/17/2012	JAE	[Not Subject of Fee Application]	4.00	No Charge
04/17/2012	ASF	[REDACTED] [Not Subject of Fee Application]	4.30	2,128.50
04/17/2012	SDJ	[REDACTED] [Not Subject of Fee Application]	0.50	No Charge

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>
04/17/2012	AP	Analyze draft brief from the National Federation of the Blind.	0.50	197.50
04/17/2012	AP	Analyze need for additional discovery for fair use arguments.	0.50	197.50
04/17/2012	AP	Analyze client comments to draft opposition to plaintiffs' motion for judgment on the pleadings; analyze comments from Mr. Joe Beck to draft opposition brief; revise draft brief to incorporate comments.	5.50	2,172.50
04/17/2012	JP	Prepare for and participate in meet and confer with Ned Rosenthal regarding Salamanca and Ronning depositions; prepare memorandum to file regarding same.	0.50	275.00
04/17/2012	JP	Draft/revise opposition brief; review client comments on same.	4.90	2,695.00
04/17/2012	JP	Prepare for upcoming depositions of John Wilkin and Paul Courant.	1.00	550.00
04/17/2012	RP	Revise deposition preparation outline and review related background materials (1.2); with P. McClary and N. Roth, prepare P. Hirtle for deposition (6.5); related conference with J. Petersen (.3); teleconferences with A. Fonoroff and A. Pequignot regarding additional fact discovery and depositions (.7); e-mail correspondence with B. Bernstein, D. Goldstein and P. Jaszi, counsel for Defendant-Interveners, regarding recent discovery responses from individual Plaintiffs (.4).	9.10	4,095.00
04/17/2012	ASR	Research to identify support for arguments in opposition brief (1.0); review and revise opposition brief (3.9); collect and prepare documents to send to Ann Arbor for preparation for depositions (3.0); strategize with Mr. Petersen regarding preparation for depositions (1.0); draft and revise correspondence sending revised draft brief to clients (.4).	9.30	3,487.50
04/18/2012	JB	Preparation for and telephone conference with University counsel regarding comments to new draft opposition, depositions and expert witnesses (1.8); followup on expert witness and additional deposition issues (1.4); followup on preparation for meetings with Courant and Wilkin (1.0); followup on additional changes by clients to draft brief (1.5).	5.70	4,275.00

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