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Fed ID. 58-0511774

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/18/2012	ASF	[Not Subject of Fee Application]	4.40	2,178.00
04/18/2012	AP	Revise draft opposition to the plaintiffs' motion for judgment on the pleadings to incorporate comments from Mr. Joe Beck and comments from clients; participate in call with clients to discuss comments to brief; revise brief to incorporate Bluebook edits; research [REDACTED]; draft correspondence to the clients enclosing the brief; coordinate with Resource Center regarding the insertion of a table of contents and table of authorities.	5.30	2,093.50
04/18/2012	JP	Prepare for deposition prep sessions with Paul Courant and John Wilkin; review transcripts of depositions taken to date in connection with same.	3.00	1,650.00
04/18/2012	JP	Telephone conference with client group regarding brief in opposition to plaintiff's motion for judgment on the pleadings.	1.20	660.00
04/18/2012	JP	Review comments on brief from clients; draft/revise same.	1.90	1,045.00
04/18/2012	RP	Defend deposition of P. Hirtle of Cornell (8.3); related teleconference with J. Petersen (.3); related summary e-mail correspondence with J. Beck and J. Petersen (.7).	9.30	4,185.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/18/2012	ASR	Review and revise draft opposition brief (4.0); conference with clients regarding revisions to draft brief (.6); review and analyze deposition transcripts from depositions of California witnesses in preparation to prepare Michigan witnesses for depositions (2.5); review and analyze [REDACTED] documents in preparation for preparing witnesses for upcoming depositions (2.5).	11.60	4,350.00
04/19/2012	JB	Email communications and telephone conferences and followup regarding (1) our opposition (2.5); (2) discovery [REDACTED] (.8); Hirtle deposition (.8); expert witness candidates (.6).	4.70	3,525.00
04/19/2012	ASF	[Not Subject of Fee Application] [REDACTED]	2.70	1,336.50
04/19/2012	AP	Analyze suggestions from clients as to possible experts in support of motion for summary judgment on fair use.	0.30	118.50
04/19/2012	JP	Participate in deposition prep session with John Wilkin; prepare for Paul Courant prep session.	9.20	5,060.00
04/19/2012	RP	Draft and revise Third Set of Document Requests and Second Set of Requests for Admission to Plaintiffs (2.1); related teleconference and e-mail correspondence with A. Fonoroff (.7); teleconferences with J. Gratz, counsel for Google, regarding [REDACTED] P. Courant's April 23 deposition (.2); related teleconference and e-mail correspondence with J. Petersen (.5); legal and factual research [REDACTED] deposition (1.5).	5.00	2,250.00
04/19/2012	ASR	Review and analyze publications and other documents to review with witnesses to prepare for deposition (1.6); prepare Mr. Wilkin for his deposition and strategize with Mr. Petersen regarding same (7.2).	8.80	3,300.00
04/20/2012	JB	Multiple email communications and followup regarding our National Federation for the Blind and amicus briefs and regarding discovery.	1.70	1,275.00

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04/20/2012	ASF	[Not Subject of Fee Application]	1.80	891.00
04/20/2012	AJG	[Not Subject of Fee Application]	1.30	No Charge
04/20/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
04/20/2012	JP	Prepare for and participate in deposition prep session with Paul Courant; telephone conference with Joe Gratz in connection with same.	8.30	4,565.00
04/20/2012	JP	Telephone conference with Pat McClary regarding opposition brief; confer with Jack Bernard regarding same.	0.40	220.00
04/20/2012	RP	Draft/revise interrogatories and document requests to each plaintiff (2.1); attention to service of same (.1); draft deposition notices for Cummings, Stiles, and Loukakis (.9); attention to service of same (.1); review/revise draft brief in opposition to Plaintiffs' motion for partial judgment in advance of filing (.8); attention to filing of same (.1); related teleconferences and e-mail correspondence with J. Beck and J. Petersen (.4); related e-mail correspondence with clients (.3).	4.80	2,160.00
04/20/2012	ASR	Review and analyze publications and other documents to review with witnesses to prepare for deposition (.8); prepare Mr. Courant for his depositions and strategize with Mr. Petersen regarding same (7.2).	8.00	3,000.00
04/21/2012	JP	Participate in deposition prep session with Paul Courant and Jack Bernard.	4.80	2,640.00

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/21/2012	ASR	Review and analyze publications and other documents to review with witnesses to prepare for deposition (1.6); prepare Mr. Courant for his depositions and strategize with Mr. Petersen regarding same (5.2).	6.80	2,550.00
04/21/2012	ASR	Review and analyze publications and other documents to review with witnesses to prepare for deposition (1.0).	1.00	375.00
04/22/2012	JP	Prepare for and participate in deposition prep session with John Wilkin and Jack Bernard.	5.00	2,750.00
04/22/2012	ASR	Review and analyze publications and other documents to review with witnesses to prepare for deposition (2.7); prepare Mr. Wilkin for his deposition and strategize with Mr. Petersen regarding same (4.5).	7.20	2,700.00
04/23/2012	JB	Followup on experts; review analysis of Plaintiffs' responses to interrogatories and conference with Rob Potter; email communications and followup on Courant deposition.	1.80	1,350.00
04/23/2012	ASF	[Not Subject of Fee Application]	1.20	594.00
04/23/2012	JP	Meet with Paul Courant in connection with deposition preparation.	2.70	1,485.00
04/23/2012	JP	Meet with John Wilkin in connection with deposition preparation.	1.70	935.00
04/23/2012	RP	Review association plaintiffs' responses to second set of discovery requests (.9); draft e-mail summary of same for J. Beck and J. Petersen (1.3); review documents produced by plaintiffs (.5); teleconference with J. Beck regarding discovery generally and deficiency letter to Plaintiffs (.2).	2.70	1,215.00

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

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/25/2012	ASF	[Not Subject of Fee Application]	6.70	3,316.50
04/25/2012	JP	Prepare for and participate in deposition of John Wilkin in Ann Arbor, Michigan; confer with Jack Bernard regarding same, develop strategy.	8.50	4,675.00
04/25/2012	RP	Teleconference with A. Fonoroff regarding depositions of individual Plaintiffs, and related scheduling and preparation issue (.5); review relevant fact documents in preparation for depositions (.6); finalize and send deficiency letter to Plaintiffs' counsel (.2); related e-mail correspondence with J. Beck (.1); research background information on eight potential expert witnesses (2.9); draft summary e-mail to clients and J. Beck regarding same (1.8).	6.10	2,745.00
04/25/2012	ASR	Attend and assist in defending deposition of John Wilkin.	8.00	3,000.00
04/26/2012	JB	Draft comments to 'Google' lawyers deposition of Courant (1.8); preparation for and telephone conference with National Federation of the Blind attorneys and Jack Bernard and Bryce Pilz regarding experts and possible [REDACTED] deposition and followup (1.6); quick review of Courant deposition by Plaintiff in our case (2.7).	6.10	4,575.00
04/26/2012	ASF	[Not Subject of Fee Application]	0.30	No Charge
04/26/2012	JP	Review materials in connection with expert selection.	0.60	330.00

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04/26/2012	JP	Review rough transcript from Wilkin deposition; prepare correspondence to client group regarding same.	0.80	440.00
04/26/2012	JP	Participate in conference call with Jack Bernard, Dan Goldstein and others concerning open issues including issues with possible [REDACTED] subpoena.	1.40	770.00
04/26/2012	JP	Correspond with Ned Rosenthal and intervenors regarding length of reply brief.	0.20	110.00
04/26/2012	RP	Review additional expert-witness candidates identified by Michigan and Indiana (1.3); related e-mail correspondence with J. Bernard and C. Ashley (.2); prepare related e-mail summary to clients (.7); review transcripts from depositions of P. Courant and J. Wilkin (1.7).	3.90	1,755.00
04/27/2012	JB	Email communications/preparations for and telephone conference with National Federation for the Blind regarding [REDACTED] deposition [REDACTED]; followup on [REDACTED] deposition [REDACTED]; draft comments to Courant deposition in our case; followup with team regarding use of discovery.	5.30	3,975.00
04/27/2012	SDJ	[Not Subject of Fee Application]	1.00	No Charge
04/27/2012	AP	Begin drafting outline for motion for summary judgment on fair use and collating previous research on fair use in preparation for drafting brief.	0.80	316.00
04/27/2012	AP	Analyze comments to rough transcript of deposition of Paul Courant; analyze strategy for using testimony in support of motion for summary judgment on fair use.	0.50	197.50
04/27/2012	AP	Analyze summary of possible experts prepared by Mr. Rob Potter.	0.30	118.50
04/27/2012	JP	Review Courant deposition transcript; respond to Joe Beck comments regarding same.	0.50	275.00

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04/27/2012	JP	Prepare for and participate in telephone conference with National Federation of the Blind's counsel regarding [REDACTED] subpoena [REDACTED]; prepare correspondence to client group regarding same; research [REDACTED] relating to leave to take depositions after close of fact discovery.	2.30	1,265.00
04/27/2012	JP	Correspond with Ned Rosenthal regarding Ronning, Salamanca depositions.	0.20	110.00
04/27/2012	RP	Teleconference and e-mail correspondence with J. Petersen regarding [REDACTED] discovery [REDACTED] (.3); review related discovery documents (.6); related teleconference with J. Beck, J. Petersen and D. Goldstein (.4); review Plaintiffs' document production and prepare related witness files in advance of depositions (.8).	2.10	945.00
04/30/2012	JB	Conference and email communications regarding National Federation for the Blind subpoena of CCC (.6); conference regarding responses to written discovery and depositions (.8); followup on brief (.4); extended review and analysis of team staffing (DO NOT BILL - 1.4).	1.80	1,350.00
04/30/2012	ASF	[Not Subject of Fee Application] [REDACTED]	5.10	2,524.50
04/30/2012	AP	Research and draft framework for brief in support of motion for summary judgment on fair use.	2.80	1,106.00
04/30/2012	JP	Review Ned Rosenthal letter to R. Potter regarding discovery issues.	0.20	110.00
04/30/2012	JP	Confer with Joe Beck regarding discovery; correspond with Ned Rosenthal regarding same; attention to status of plaintiffs' discovery responses.	1.20	660.00

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04/30/2012	JP	Prepare memorandum regarding Courant deposition; confer with Joe Beck regarding same.	0.90	495.00
04/30/2012	JP	Review draft National Federation of the Blind's subpoena to the Copyright Clearance Center and provide National Federation of the Blind's comments on same; prepare correspondence to client group regarding same; telephone conference with National Federation of the Blind's counsel regarding same; correspond with Jack Bernard regarding same; draft/revise topics and document requests included in Copyright Clearance Center's subpoena.	4.60	2,530.00
04/30/2012	RP	Review/revise Defendant-Interveners' draft subpoena on Copyright Clearance Center (3.4); related e-mail correspondence and telephone conference with J. Petersen and A. Fonoroff (1.6); review Plaintiff's document production and prepare relevant witness files in advance of individual author depositions (.4); teleconference and conference with J. Beck and J. Petersen regarding status of discovery responses thus far (.6); review correspondence from J. Goldman regarding discovery deficiencies. (Worked value \$2,880.00 - Billed \$1,200.00)	6.40	2,880.00

Fees	\$267,288.50
Less 12.5% Discount Plus Additional Discounts	(43,342.81)
Total Fees	\$223,945.69

Summary	Timekeeper Name	Hours	Standard Rate	Billed Rate	Amount
JB	J. M. Beck	72.10	750.00	656.25	47,315.68
JB	J. M. Beck	5.00	750.00	500.00	2,500.00
ASF	[REDACTED]	20.50	495.00	433.13	8,879.17
ASF	[REDACTED]	6.70	495.00	298.51	2,000.00
ASF	[REDACTED]	5.10	495.00	294.12	1,500.00

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<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
ASF	[REDACTED]	0.30	495.00	433.13	No Charge
JP	Joe Petersen	103.50	550.00	481.25	49,809.47
AP	Andrew Pequignot	58.50	395.00	345.63	20,219.39
RP	Robert Potter	108.80	450.00	393.75	42,840.04
RP	Robert Potter	4.10	450.00	292.68	1,200.00
RP	Robert Potter	4.60	450.00	260.87	1,200.00
RP	Robert Potter	6.40	450.00	187.50	1,200.00
RP	Robert Potter	8.70	450.00	393.75	No Charge
ASR	Allie S. Roach	138.00	375.00	328.13	45,281.94
SDJ	[REDACTED]	4.00	210.00	183.75	No Charge
AJG	[REDACTED]	1.60	215.00	188.13	No Charge
JAE	[REDACTED]	4.00	150.00	131.25	No Charge
NLH	[REDACTED]	1.80	50.00	43.75	No Charge
Totals		553.70			\$223,945.69

Other Charges:

04/06/2012	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Frankfurt Kurnit Klein & Selz (Edward H. Rosenthal) in NEW YORK CITY NY on 03/3 Tracking #798232422634	14.25
04/08/2012	Travel expense of Robert Potter on 08 Apr 2012 - 12 Apr 2012	133.00
04/08/2012	Hotel expense of Robert Potter for a trip to Oakland on 08 Apr 2012	1,188.07
04/09/2012	Train expense of Robert Potter for a trip to San Francisco, CA on 09 Apr 2012 - 10 Apr 2012	20.00
04/09/2012	Meal expense of Robert Potter on 09 Apr 2012 - 12 Apr 2012	210.85
04/12/2012	Airfare expense of Robert Potter for a trip to Oakland on 12 Apr 2012 - 13 Apr 2012	436.60

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Other Charges:

04/13/2012	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Brown, Goldstein & Levy, LLP (Ms. Laura Ginsberg Abelson) in BALTIMORE MD on 0 Tracking #798250346785	14.32
04/13/2012	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Frankfurt Kurnit Klein & Selz, (Mr. Edward H. Rosenthal) in NEW YORK CITY NY on Tracking #793434227361	15.07
04/16/2012	American Express - Airfare Andrew Pequignot ATL/LGA/ATL 03/04/12	229.60
04/16/2012	American Express - Airfare Allison Roach ATL/LGA/ATL 03/04/12	229.60
04/18/2012	SDS , Inc.-Courier service on 02/21/12	10.50
04/18/2012	Meal expense of Robert Potter on 18 Apr 2012	50.88
04/18/2012	Airfare expense of Joseph Petersen for a trip to Detroit on 18 Apr 2012 - 25 Apr 2012	263.60
04/18/2012	Travel expense of Joseph Petersen on 18 Apr 2012 - 25 Apr 2012	267.20
04/18/2012	Meal expense of Joseph Petersen on 18 Apr 2012 - 25 Apr 2012	241.95
04/20/2012	Federal Express from Kilpatrick Townsend LLP (Allie Roach) to Guest at Bell Tower Hotel (Allison Roach) in ANN ARBOR, MI on 04/17/12 Tracking #798296613945	45.49
04/22/2012	Hotel expense of Joseph Petersen for a trip to Detroit on 22 Apr 2012	1,142.69
	Document Reproduction	153.60
	Document Reproduction	129.90
	Long Distance Charges	24.93
	Document Reproduction	60.45
	Total Other Charges	\$4,882.55
	TOTAL AMOUNT DUE THIS INVOICE	\$228,828.24

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May 10, 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 #: 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>
CORENLL UNIVERSITY - NELSON E. ROTH	34,324.23

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May 10, 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 #: 11278570

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INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	34,324.23

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

Client: 91558
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UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	34,324.23
REMAINING CREDIT FROM OVERPAYMENT OF INVOICE 11249949	(17,831.51)
TOTAL DUE FROM UNIVERSITY OF CALIFORNIA, BERKELEY	16,492.72

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May 10, 2012

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

Client: 91558
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UNIVERSITY OF WISCONSON- MADISON - NANCY K. LYNCH	34,324.23

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**MAY 2012
COSTS AND FEES**



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June 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 #: 11290509

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>
02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	102,972.69	125,855.55
Previous Balance Due:		314,872.33	5,096.10	0.00	157,656.81	162,311.62
Current Invoice:						
6/21/12	11290509	\$212,753.28	\$6,900.13	\$0.00		\$219,653.41

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	87,861.37

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RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through May 31, 2012:

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/23/2012	JP	Defend Paul Courant during deposition in connection with Google case.	3.00	1,650.00
05/01/2012	JB	Emails communications and conferences regarding CCC subpoena (.4); telephone conference with Google in-house attorney, Amy Keating, regarding [REDACTED] 'standing' argument and followup (.8); followup on experts (2.8).	2.00	1,500.00
05/01/2012	ASF	[Not Subject of Fee Application] [REDACTED]	0.40	198.00
05/01/2012	SDJ	[Not Subject of Fee Application] [REDACTED]	0.50	No Charge
05/01/2012	AP	Prepare for call with Google's counsel to discuss strategy for oral argument on motions for lack of associational standing, including re-reading briefs filed in connection with the same; participate in call.	1.90	750.50

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>
05/01/2012	AP	Research arguments in support of motion for summary judgment on fair use and draft framework of brief in support of motion.	4.00	1,580.00
05/01/2012	JP	Telephone conference with Dan Goldstein; prepare correspondence to client group providing update on CCC subpoena.	0.50	275.00
05/01/2012	JP	Correspond with Ned Rosenthal regarding discovery issues.	0.40	220.00
05/01/2012	JP	Prepare for and participate in telephone conference with Google in connection with associational standing motion.	0.70	385.00
05/01/2012	JP	Confer with Joe Beck regarding expert selection.	0.40	220.00
05/01/2012	RP	Revise draft subpoena to the Copyright Clearance Center (evening of 4/30, .6); related teleconference and/or e-mail correspondence with J. Bernard, Michigan; P. Jaszi and D. Goldstein, counsel for Intervenor, and J. Petersen (evening of 4/30, .8); prepare summary chart of all of Plaintiffs' fair-use discovery responses (2.4); review Plaintiffs' document production to isolate licenses and other market-related documents (2.6); e-mail correspondence with D. Goldstein, J. Beck and A. Fonoroff regarding potential experts (.3); related teleconferences with J. Beck and J. Petersen (.8).	7.50	3,375.00
05/02/2012	JB	Email communications regarding experts and followup (1.4); review proforma (1.4 -- NO CHARGE).	1.40	1,050.00
05/02/2012	ASF	[Not Subject of Fee Application]	2.10	1,039.50
05/02/2012	AP	Research arguments in support of motion for summary judgment on fair use and draft framework of brief in support of motion.	4.10	1,619.50
05/02/2012	JP	Correspond with Ned Rosenthal regarding discovery.	0.30	No Charge
05/02/2012	JP	Review defendants' discovery responses in connection with market harm; confer with R. Potter regarding same.	0.80	No Charge
05/02/2012	JP	Review materials relating to potential experts; correspond with potential experts.	2.00	1,100.00
05/02/2012	RP	Draft/revise summary of all market-harm discovery (2.6); review Plaintiffs' production for all related documents (.8); conferences with J. Petersen regarding discovery and related expert witnesses (.5); draft related letter to Plaintiff's counsel confirming status of document production (.6); related e-mail correspondence with J. Beck (.2).	4.70	2,115.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/03/2012	JB	Email communications and conferences regarding experts, 'Google' standing hearing and depositions of Plaintiffs; review and comment on discovery summary.	2.40	1,800.00
05/03/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use.	7.40	2,923.00
05/03/2012	AP	Analyze results of hearing in Google litigation on motion for associational standing.	0.40	158.00
05/03/2012	JP	Begin drafting fact witness declarations.	1.40	770.00
05/03/2012	JP	Attend hearing in Google case before Judge Chin to observe associational standing component of the argument; prepare memorandum to client group regarding same.	2.90	1,595.00
05/03/2012	RP	Review Plaintiffs' document production in advance of preparing witness files for deposition.	2.10	945.00
05/04/2012	JB	Multiple email communications and conferences regarding experts and Motion for Summary Judgment issue; conference with National Federation of the Blind regarding briefing and hearing.	4.70	3,525.00
05/04/2012	AP	Analyze timing of summary judgment briefing; participate in call with counsel for the National Federation of the Blind regarding strategy for summary judgment briefing and [REDACTED] raising the briefing schedule with the court.	0.80	316.00
05/04/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use.	3.20	1,264.00
05/04/2012	AP	Analyze expert testimony needed for fair use arguments; participate in call with [REDACTED] economist [REDACTED] regarding possible expert testimony; participate in call [REDACTED] regarding possible experts on [REDACTED] fourth fair use factor.	2.20	869.00
05/04/2012	JP	Telephone conference with Dan Goldstein regarding summary judgment briefing issues.	1.00	550.00
05/04/2012	JP	Telephone conferences with potential expert [REDACTED]; confer with Jack Bernard regarding expert issues [REDACTED].	2.30	1,265.00
05/04/2012	JP	Telephone conferences with Google counsel regarding [REDACTED] expert issues.	0.50	275.00
05/04/2012	JP	Correspond with Plaintiffs' counsel regarding discovery issues.	0.20	110.00
05/04/2012	JP	Review plaintiff subpoena to Google and correspond with client group regarding same.	0.20	110.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/04/2012	JP	Draft/revise documents in support of summary judgment motion.	1.00	550.00
05/04/2012	RP	Research and assess potential economic expert witness candidates (1.2); related e-mail correspondence with J. Beck and J. Petersen (.3); related teleconference with J. Petersen (.2); teleconference and e-mail correspondence with [REDACTED] regarding potential expert witnesses (.5); e-mail correspondence with [REDACTED] potential expert (.2).	2.40	1,080.00
05/06/2012	AP	Coordinate the scheduling of calls [REDACTED] to discuss possible experts.	0.40	158.00
05/06/2012	JP	Draft/revise letter to Judge Baer regarding scheduling issues.	0.80	440.00
05/07/2012	JB	Review/comment on draft 'fair use' brief, including weekend time; arrange for/call-in [REDACTED] regarding experts; email communications [REDACTED] regarding experts; other communications regarding experts.	5.80	4,350.00
05/07/2012	ASF	Review amended discovery information from several of the plaintiffs (0.6); research [REDACTED] (2.0); correspondence with Mr. Petersen regarding [REDACTED] potential counter-arguments (0.3).	2.90	1,435.50
05/07/2012	AP	Analyze possible expert testimony in support of motion for summary judgment on the fair use; coordinate scheduling of calls [REDACTED] regarding possible experts; coordinate call [REDACTED] regarding the possibility of submitting expert testimony; participate in call with [REDACTED]; participate in call with [REDACTED]; research and communicate with [REDACTED] regarding possible expert testimony.	4.80	1,896.00
05/07/2012	AP	Research materials for Mr. Joe Petersen in preparation for oral argument on motions for judgment on the pleadings; prepare for oral argument on associational standing by reviewing and revising outline for argument.	1.90	750.50
05/07/2012	AP	Research and revise draft memorandum in support of motion for judgment on fair use to incorporate additional authority [REDACTED].	0.70	276.50
05/07/2012	JP	Prepare for and participate in interview with [REDACTED] regarding potential economics experts.	0.80	440.00
05/07/2012	JP	Prepare for oral argument in connection with plaintiffs' motion for judgment on the pleadings.	3.50	1,925.00
05/07/2012	JP	Review Salamanca letter from physician.	0.10	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/07/2012	JP	Prepare for and participate in call with Ned Rosenthal and Jeremy Goldman regarding discovery disputes; memorandum to file.	1.10	605.00
05/07/2012	JP	Telephone conference with potential expert, [REDACTED].	0.60	330.00
05/07/2012	RP	Teleconference and e-mail correspondence with potential expert [REDACTED] (.9); teleconference and e-mail correspondence with potential experts Joel Waldfogel and [REDACTED] (1.1); related teleconference with J. Petersen (.3); e-mail correspondence and teleconferences with J. Petersen and A. Fonoroff regarding potential deposition of Salamanca's literary agent (.7); review amended discovery responses from Plaintiffs Salamanca, Robinson and Authors League Fund (.3); related e-mail correspondence with J. Beck and J. Petersen (.2).	3.50	1,575.00
05/07/2012	ASR	Review and analyze correspondence received from Mr. Bernard regarding strategy for oral argument (.2); strategize and prepare for oral argument (1.1).	1.30	487.50
05/08/2012	JB	Followup email communications, conferences and research regarding experts and hearing.	1.50	1,125.00
05/08/2012	NLH	Research, prepare, and compile documents.	0.20	No Charge
05/08/2012	AP	Coordinate conference calls with potential experts; participate in conference call with [REDACTED] regarding potential experts; participate in conference call with [REDACTED] regarding potential experts; summarize results of conference calls and leads for possible experts; research these potential experts and make contact; analyze materials [REDACTED] in connection with identifying potential experts; participate in conference call with [REDACTED] regarding potential experts; analyze admissibility of expert testimony [REDACTED].	5.60	2,212.00
05/08/2012	AP	Research [REDACTED] legislative reports in connection with oral argument on the plaintiffs' motion for judgment on the pleadings.	0.40	158.00
05/08/2012	JP	Prepare for oral argument.	1.00	550.00
05/08/2012	JP	Analyze background materials of potential experts.	0.40	No Charge
05/08/2012	JP	Confer with R. Potter regarding potential experts.	0.30	No Charge
05/08/2012	RP	Teleconference with J. Petersen regarding potential experts [REDACTED], J. Waldfogel [REDACTED]; related e-mail correspondence with [REDACTED]; review and catalog Plaintiffs' existing production of documents in advance of preparing witness files for deposition.	3.30	1,485.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/08/2012	ASR	Strategize and prepare for upcoming oral argument (1.2); strategize regarding potential expert witnesses and research regarding rules applicable to admissibility and required disclosures (.8); factual research regarding text mining and non-consumptive research projects as fair use (.8).	2.80	1,050.00
05/09/2012	JB	Preparation for and telephone conference with potential economics expert; followup on experts issues and fair use and depositions.	2.40	1,800.00
05/09/2012	AP	Prepare for and participate in call with [REDACTED] regarding potential expert testimony on fourth factor economics; prepare for and participate in call with [REDACTED] regarding the same.	1.70	671.50
05/09/2012	AP	Prepare for oral argument on the defendants' motion for judgment on the pleadings for lack of associational standing, including researching and drafting possible arguments.	3.10	1,224.50
05/09/2012	JP	Telephone conference with potential expert [REDACTED].	0.30	165.00
05/09/2012	JP	Expert selection.	0.90	No Charge
05/09/2012	JP	Prepare for oral argument.	4.60	2,530.00
05/09/2012	JP	Correspond with Bryce Pilz regarding issues relating to upcoming hearing on the outstanding motions.	0.20	No Charge
05/09/2012	JP	Call with potential expert [REDACTED].	0.90	495.00
05/09/2012	RP	Review and summarize publishers' responses to subpoenas from National Federation of the Blind regarding digital publication for the blind and otherwise (.9); compare same to digital licenses produced by Plaintiffs (.3); conference with J. Petersen regarding potential expert witnesses (.2); related teleconference with A. Pequignot regarding potential expert witness [REDACTED] (.2).	1.40	630.00
05/09/2012	ASR	Strategize and prepare for oral argument (1.2); research in preparation for oral argument (.9); strategize regarding potential expert witnesses and research regarding rules applicable to admissibility and required disclosures (.8); factual research regarding text mining and non-consumptive research projects as fair use (.8).	3.70	1,387.50
05/10/2012	JB	Preparation for and telephone conference with potential economics expert (1.2); followup on upcoming hearing (.5); research on 'text mining' and fair use implications (1.0).	2.70	2,025.00
05/10/2012	AP	Prepare for and participate in conference call with potential economist expert, Joel Waldfogel; research in connection with the same, including published articles [REDACTED]; research [REDACTED] to evaluate other possible expert testimony and possible experts.	3.00	1,185.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/10/2012	AP	Review and revise draft argument for oral argument on associational standing; research case law on [REDACTED] in connection with possible argument.	1.90	750.50
05/10/2012	AP	Analyze [REDACTED] research [REDACTED] for possible arguments under the second factor of the fair use analysis; evaluate possible market harm [REDACTED].	2.40	948.00
05/10/2012	JP	Prepare for oral argument.	4.50	2,475.00
05/10/2012	JP	Draft/revise letter to court in connection with discovery dispute, scheduling issue; confer with Joe Beck regarding same.	1.70	No Charge
05/10/2012	JP	Telephone conference with potential expert Joel Waldfogel.	0.90	495.00
05/10/2012	ASR	Strategize and prepare for oral argument (.5); correspondence to witnesses regarding deposition transcripts and completing errata sheets and strategize with team regarding same (.6); correspondence to schedule call between Mr. Jaszi and Mr. Wilkin regarding factual matters about HathiTrust Digital Library files (.5).	1.70	637.50
05/11/2012	JB	Multiple email communications, telephone conferences and conferences regarding upcoming moots, hearing and depositions (3.3); review bills/accounts receivables (2.2 -- DO NOT BILL); followup on Reply Brief (.6).	3.00	2,250.00
05/11/2012	ASF	[Not Subject of Fee Application]	1.10	544.50
05/11/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use, focusing particularly on the second and fourth factor analysis to incorporate discovery obtained from the plaintiffs and [REDACTED] based on comments from Mr. Joe Beck; analyze decision in [REDACTED] case for possible application to the motion for summary judgment on fair use in this case.	8.10	3,199.50
05/11/2012	AP	Analyze letter to judge in preparation for oral argument on motions for judgment on the pleadings; analyze correspondence from the clients regarding the same; analyze reply in support of the plaintiffs' motion for judgment on the pleadings.	0.50	197.50
05/11/2012	JP	Review reply brief and new material cited within reply; correspond with National Federation of the Blind counsel regarding same.	1.20	660.00
05/11/2012	JP	Expert selection; telephone conference with potential expert [REDACTED].	0.90	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/11/2012	JP	Prepare for argument.	4.60	No Charge
05/11/2012	RP	Review documents produced by Plaintiffs relevant to deposition of CCC (.3); related e-mail correspondence with J. Beck and J. Petersen (.5); review [REDACTED] documents in connection with oral argument on fair use (.6); related teleconference and e-mail correspondence with A. Pequignot (.4).	1.80	810.00
05/11/2012	ASR	Review and analyze briefs filed regarding both parties 12(c) motions in preparation for oral argument (.5); review and analyze cases cited in briefing for 12(c) motions in preparation for oral argument (1.0).	1.50	562.50
05/12/2012	JB	Re-review Plaintiffs' Motion, our opposition and Plaintiffs' Reply.	2.70	2,025.00
05/12/2012	AP	Research and prepare arguments for oral argument on motions for judgment on the pleadings.	3.10	1,224.50
05/12/2012	JP	Confer with Joe Beck regarding reply brief; prepare for argument in response to plaintiffs' [REDACTED] reply.	1.20	660.00
05/12/2012	ASR	Review and analyze briefs filed regarding both parties 12(c) motions in preparation for oral argument (.5); review and analyze cases cited in briefing for 12(c) motions in preparation for oral argument (1.0); review, revise, and practice oral argument presentation (1.0); conference with Mr. Beck regarding Reply filed by Plaintiffs in support of Plaintiffs' motion for partial judgment on the pleadings (.3).	2.80	1,050.00
05/13/2012	JB	Review Plaintiffs' Motion and Reply; draft comments; telephone conference with Joe Petersen regarding ideas for oral argument.	3.30	2,475.00
05/13/2012	ASF	[Not Subject of Fee Application] [REDACTED]	2.30	No Charge
05/13/2012	AP	Research and prepare arguments for oral argument on motions for judgment on the pleadings.	2.40	948.00
05/13/2012	JP	Review correspondence from potential expert [REDACTED]; prepare memorandum regarding same.	0.50	275.00
05/13/2012	JP	Prepare for argument in response to plaintiffs' [REDACTED] [REDACTED] reply; review legislative history provided by Michigan law clerk.	1.90	1,045.00
05/13/2012	ASR	Review and analyze cases cited in briefing for 12(c) motions in preparation for oral argument (.5); review, revise, and practice oral argument presentation (1.5).	2.00	750.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/14/2012	JB	Preparation for moots today with Joe Petersen, Andrew Pequignot and Allison Roach; moots with Joe Petersen, Andrew Pequignot and Allison Roach; review information regarding [REDACTED] case; other preparation for upcoming hearings; followup on Order regarding depositions.	7.00	5,250.00
05/14/2012	AP	Analyze the plaintiffs' reply in support of their motion for judgment on the pleadings in preparation for oral argument; research and prepare for oral argument on motions for judgment on the pleadings; participate in moot with team to prepare for oral argument.	8.20	3,239.00
05/14/2012	AP	Prepare for and participate in call with [REDACTED] to discuss [REDACTED] possible arguments in support of fair use.	1.00	395.00
05/14/2012	JP	Review summary of position prepared by potential expert, Joel Waldfogel.	0.30	165.00
05/14/2012	JP	Prepare for argument; participate in moot regarding same.	5.00	2,750.00
05/14/2012	RP	Teleconferences with L. Abelson, counsel for interveners, regarding scheduling of, and potentially relevant documents for, CCC deposition; teleconference with J. Gratz, counsel for Google, regarding status of subpoena served on Google by Plaintiffs; related teleconferences with J. Petersen; review Court order regarding Plaintiffs' depositions; related teleconference and e-mail correspondence with J. Petersen; gather and review relevant documents for Pat Cummings' witness file in advance of scheduled deposition.	1.90	855.00
05/14/2012	ASR	Review and analyze cases cited in briefing for 12(c) motions in preparation for oral argument (.5); review, revise, and practice oral argument presentation (3.0); participate in moot argument with team members (2.5).	5.00	1,875.00
05/15/2012	JB	Moot courts for Andrew Pequignot, Allison Roach and Joe Petersen; email communications and other followup on hearing, [REDACTED] case, National Federation for the Blind subpoena, depositions and expert Waldfogel; review bills and accounts receivables issues (1.5 -- DO NOT BILL).	6.00	4,500.00
05/15/2012	AP	Prepare for oral argument on motion for judgment on the pleadings; participate in moot with the clients; revise draft argument based on comments from clients and Messrs. Beck and Petersen.	8.10	3,199.50
05/15/2012	JP	Telephone conference with Dan Goldstein regarding Copyright Clearance Center; telephone conference with Bob Bernstein regarding same.	0.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/15/2012	JP	Prepare for oral argument including participation in moot with client group.	5.00	2,750.00
05/15/2012	JP	Review Ned Rosenthal letter to Judge Baer in connection with deposition issue; communicate with client group regarding same; draft/revise response to Judge Baer in connection with deposition issue.	1.50	825.00
05/15/2012	JP	Telephone conference with Ned Rosenthal regarding deposition scheduling.	0.30	165.00
05/15/2012	RP	Teleconference with J. Petersen and D. Goldstein, counsel for Intervenor, regarding Copyright Clearance Center deposition and oral argument (.5); teleconference with J. Petersen and B. Bernstein, counsel for Intervenor, regarding Copyright Clearance Center deposition (.4); draft letter to the Court responding to endorsed memorandum and Plaintiffs' letter of May 15 (1.6); related teleconference and e-mail correspondence with J. Petersen (.9); prepare witness file and deposition outline for Pat Cummings (.7); review Christensen deposition transcript for errata (.8).	4.90	2,205.00
05/15/2012	ASR	Review, revise, and practice oral argument presentation in preparation for moot argument with clients (6.0); participate in moot argument with clients and other team members (2.5).	5.00	1,875.00
05/16/2012	JB	Preparation for hearing and travel to New York City (5.7 -- NO CHARGE).	5.70	No Charge
05/16/2012	AP	Prepare for oral argument on motions for judgment on the pleadings; travel to New York for oral argument (2 hours of non-working travel time NO CHARGE).	8.00	3,160.00
05/16/2012	JP	Draft/revise brief in support of summary judgment motion.	0.60	No Charge
05/16/2012	JP	Review correspondence in connection with Copyright Clearance Center subpoena.	0.10	No Charge
05/16/2012	JP	Review National Federation of the Blind correspondence with court.	0.10	No Charge
05/16/2012	JP	Prepare for argument.	1.00	550.00
05/16/2012	JP	Telephone conference with Court regarding hearing on Rule 12 motions.	0.20	No Charge
05/16/2012	RP	E-mail correspondence ██████████ regarding potential expert witnesses (.2); related e-mail correspondence with J. Beck (.2); prepare summary for J. Petersen of reasons for selecting noticed deponents, in advance of oral argument (.8); review deposition transcript of H. Christenson for errata (.7).	1.90	855.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/16/2012	ASR	Conference with Mr. Wilkin and Mr. Kerscher regarding facts relevant to access by students with certified print disabilities (.8); review and analyze authority cited in briefs in preparation for oral argument (3.1); prepare for and practice oral argument presentation (1.5); (2 hours of non-working travel time NO CHARGE).	5.40	2,025.00
05/17/2012	JB	Preparation for hearing (1.5); attend hearing and followup (4.5 -- NO CHARGE).	6.00	No Charge
05/17/2012	ASF	[Not Subject of Fee Application]	0.40	198.00
05/17/2012	AP	Prepare for and attend oral argument on motions for judgment on the pleadings; analyze strategy for addressing judge's comments in connection with upcoming motion for summary judgment on the fair use; travel back from New York (6.5 hours of non-working travel time NO CHARGE).	10.50	4,147.50
05/17/2012	JP	Prepare for and participate in hearing before Judge Baer in connection with Rule 12 motions and discovery issues.	5.90	3,245.00
05/17/2012	JP	Telephone conference with Ned Rosenthal regarding summary judgment briefing schedule; prepare memorandum regarding same.	0.40	No Charge
05/17/2012	JP	Review Copyright Clearance Center motion to quash.	0.30	No Charge
05/17/2012	JP	Correspond with Jack Bernard and National Federation of the Blind counsel regarding [REDACTED] issue.	0.10	No Charge
05/17/2012	JP	Review correspondence from Ned Rosenthal regarding open discovery issues.	0.30	No Charge
05/17/2012	RP	Review documents produced by CCC in response to intervenors' subpoena (.6); review related e-mail correspondence between B. Bernstein and counsel for CCC (.3); prepare outline and exhibits for Pat Cummings deposition (.5); review deposition transcripts for errata (.9); conference with J. Beck, J. Petersen, A. Pequignot and A. Roach regarding oral argument, motion for summary judgment, and related case strategy (.8); e-mail correspondence [REDACTED] regarding Dr. Waldfogel's proposal for expert testimony (.2).	3.30	1,485.00
05/17/2012	ASR	Review, revise, and practice oral argument presentation (2.0); strategize and prepare for oral argument (3.5); attend and participate in oral argument (1.8); discuss oral argument and strategize regarding next steps (2.0); (6.5 hours of non-working travel time NO CHARGE).	8.00	3,000.00
05/18/2012	JB	Followup from hearing.	0.70	525.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/18/2012	ASF	[Not Subject of Fee Application]	0.20	No Charge
05/18/2012	AP	Analyze [redacted] oral argument on motions for judgment on the pleadings; analyze proposed briefing schedule for summary judgment and provide comments on the same.	0.40	158.00
05/18/2012	JP	Correspond with client group regarding Motion for Summary Judgment briefing schedule.	0.20	No Charge
05/18/2012	JP	Copyright Clearance Center subpoena; correspond with clients regarding same.	0.20	No Charge
05/18/2012	JP	Prepare for and participate in telephone conference [redacted] regarding expert selection.	0.70	385.00
05/18/2012	JP	Review Copyright Clearance Center motion for reconsideration; forward same to client.	0.20	110.00
05/18/2012	RP	Prepare outline for deposition of Pat Cummings (1.4); review related royalty reports and background documents (3.1); related fact research (1.2); teleconference with J. Petersen and P. Courant regarding expert witnesses (.5); related e-mail correspondence [redacted] (.2).	6.40	2,880.00
05/18/2012	ASR	Conference regarding oral hearing and regarding strategy for asserting arguments going forward.	0.30	112.50
05/19/2012	JB	Return from New York (3.5 -- NO CHARGE).	3.50	No Charge
05/20/2012	JP	Prepare for Pat Cummings deposition.	1.70	935.00
05/20/2012	RP	Draft/revise outline and prepare exhibits for Pat Cummings deposition (4.7); related fact research (.7); related e-mail correspondence with J. Petersen (.3).	5.70	2,565.00
05/21/2012	JB	Followup/email communication to client attorneys [redacted] (3.0 -- NO CHARGE); followup on experts and draft comments to Motion for Summary Judgment draft brief (3.0).	3.00	2,250.00
05/21/2012	ASF	[Not Subject of Fee Application]	0.40	No Charge
05/21/2012	AP	Analyze outcome of oral argument on motions for judgment on the pleading and takeaways for fair use briefing; analyze next steps for preparing declarations in support of fair use briefing.	0.90	355.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/21/2012	AP	Analyze ██████████ ██████████ in connection with possible arguments to be made by plaintiffs on the fourth factor of the fair use analysis; analyze comments from Mr. Joe Beck to draft summary judgment brief.	0.90	355.50
05/21/2012	JP	Telephone conference with potential expert, ██████████.	0.60	330.00
05/21/2012	JP	Confer with Joe Beck regarding next steps.	0.50	275.00
05/21/2012	JP	Prepare for Pat Cummings deposition.	5.00	2,750.00
05/21/2012	JP	Correspond with Ned Rosenthal regarding deposition scheduling.	0.70	385.00
05/21/2012	RP	Review/revise draft outline for Pat Cummings deposition per J. Petersen comments (2.8); finalize all exhibits for same (1.3); related conferences with J. Petersen (.9); teleconference with J. Petersen and ██████████ ██████████ regarding potential expert witnesses (.4); related conference with J. Petersen (.2).	5.60	2,520.00
05/21/2012	ASR	Strategize and research regarding development of factual record and declarations for supporting motion for summary judgment (1.7); strategize regarding depositions of individual Plaintiffs (.4).	2.10	787.50
05/22/2012	JB	Telephone conference and email communications regarding National Federation of the Blind subpoena compromise with Copyright Clearance Center (.8); telephone conference and email communications regarding Plaintiffs objections to latest discovery and consideration of compromise (.8); followup on Motion for Summary Judgment draft and on experts (1.4); followup on depositions (.8) additional followup on using discovered facts in Motion for Summary Judgment brief (.4).	4.20	3,150.00
05/22/2012	ASF	██████████ [Not Subject of Fee Application] ██████████	0.20	99.00
05/22/2012	AP	Research and revise draft motion for summary judgment on fair use to address comments from Mr. Joe Beck.	4.70	1,856.50
05/22/2012	AP	Coordinate scheduling of depositions of authors; analyze summary of deposition of Plaintiff Pat Cummings.	0.30	118.50
05/22/2012	AP	Analyze documents and references forwarded by possible expert in connection with evaluating possible expert testimony in support of motion for summary judgment on fair use.	1.20	474.00
05/22/2012	JP	Prepare for and participate in deposition of Authors Guild secretary Pat Cummings.	4.50	2,475.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/22/2012	JP	Review Cummings deposition transcript and forward same to client group.	0.90	495.00
05/22/2012	JP	Review correspondence regarding Copyright Clearance Center subpoena.	0.40	No Charge
05/22/2012	JP	Prepare correspondence to client group regarding the Cummings deposition.	0.50	275.00
05/22/2012	JP	Prepare memorandum to Joe Beck regarding next steps, strategy.	0.80	440.00
05/22/2012	RP	Conferences with J. Petersen regarding deposition of Pat Cummings and related areas of inquiry (.9); prepare witness file in advance of deposition of Helge Ronning (.2); e-mail correspondence with J. Petersen regarding scheduling of Salamanca's agent's deposition (.2); related tasks (.3); review Plaintiffs' responses to third set of discovery requests (.3); related teleconference with J. Beck and J. Petersen (.5).	2.40	1,080.00
05/22/2012	ASR	Research regarding various potential expert witnesses (2.0); strategize regarding deposition of T.J. Stiles (.5); review and analyze summary and transcript regarding deposition of Pat Cummings (.5).	3.00	1,125.00
05/23/2012	JB	Conferences and email communications regarding experts (1.4); followup on Motion for Summary Judgment (.6); conferences regarding depositions (.8).	2.80	2,100.00
05/23/2012	HFF	[Not Subject of Fee Application]	0.90	No Charge
05/23/2012	ASF	[Not Subject of Fee Application]	0.70	346.50
05/23/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use [redacted] based on comments from Mr. Joe Beck.	6.60	2,607.00
05/23/2012	JP	Prepare for Ronning deposition; correspond with Jack Bernard regarding same.	1.90	1,045.00
05/23/2012	JP	Correspond with client group regarding Cummings deposition.	0.10	No Charge
05/23/2012	JP	Prepare documents in support of summary judgment motion; e-mail correspondence to Jack Bernard regarding same; confer with A. Pequignot regarding summary judgment brief.	2.60	1,430.00
05/23/2012	JP	Attention to expert selection.	1.90	1,045.00
05/23/2012	JP	Correspond with Ned Rosenthal regarding deposition scheduling issues.	0.60	330.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/23/2012	ASR	Correspondence with clients and librarians regarding gathering facts about use of HathiTrust and [REDACTED] for use in supporting arguments in motion for summary judgment (1.7); research regarding T.J. Stiles and his publications and writing relevant to matters involved in the case in preparation for deposition (2.0); review and analyze transcript of deposition of Ms. Cummings in preparation for developing strategy for deposition of T.J. Stiles (1.0).	4.70	1,762.50
05/24/2012	JB	Followup email communications and conferences regarding developing factual support for Motion for Summary Judgment and regarding Motion for Summary Judgment strategies.	2.70	2,025.00
05/24/2012	HFH	Conducting research on deposition witness and compiling relevant quotes and information in accessible format.	3.00	No Charge
05/24/2012	HFH	Continued compiling information on witness for deposition.	1.00	No Charge
05/24/2012	AP	Analyze materials concerning possible experts on non-consumptive research; analyze correspondence with possible expert economist Joel Waldfogel.	0.30	118.50
05/24/2012	AP	Analyze correspondence with National Federation of the Blind lawyers regarding [REDACTED] reply brief in support of motion for summary judgment on fair use.	0.20	79.00
05/24/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use [REDACTED] based on comments from Mr. Joe Beck.	4.10	1,619.50
05/24/2012	JP	Correspond with the intervenors regarding the briefing schedule; telephone conference with Dan Goldstein regarding same.	1.00	550.00
05/24/2012	JP	Prepare correspondence to Jack Bernard regarding Motion for Summary Judgment briefing issues.	0.60	330.00
05/24/2012	JP	Call to Court regarding Motion for Summary Judgment briefing schedule; review draft letter to court regarding same.	0.20	No Charge
05/24/2012	JP	Draft/revise papers in support of summary judgment motion.	4.60	2,530.00
05/24/2012	JP	Correspond with Paul Courant regarding identifying possible declarants on summary judgment.	0.10	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/24/2012	RP	Teleconference and e-mail correspondence with C. Bazelon, head of Brattle Group experts, regarding retention of Joel Waldfogel (.4); related teleconference with J. Petersen (.1); teleconference with A. Pequignot and e-mail correspondence with J. Beck regarding discovery-related information necessary for summary judgment motion (.8); related conference with A. Yankovsky, summer associate, regarding preparation of discovery summary document (.3); draft letter to N. Rosenthal and J. Goldman regarding deficiencies in third set of discovery responses and confirmation that all responsive documents have been produced (1.2); related conference with J. Petersen (.2); gather and prepare witness file for Helge Ronning (.3).	3.30	1,485.00
05/24/2012	ASR	Strategize regarding depositions of T.J. Stiles and Google in California (.5); correspondence with [REDACTED] Michigan regarding collecting facts and information to support arguments in motion for summary judgment (.3); strategize regarding collecting and organizing supporting facts for summary judgment brief (.5).	1.30	487.50
05/24/2012	AKY	[Not Subject of Fee Application]	0.50	No Charge
05/25/2012	JB	Followup on Motion for Summary Judgment brief and experts (.8); telephone conference with [REDACTED] and memorandum (.8); conference regarding Reply Brief strategy and regarding National Federation for the Blind deposition of Copyright Clearance Center (1.2).	2.80	2,100.00
05/25/2012	HFF	[Not Subject of Fee Application]	1.00	No Charge
05/25/2012	AP	Research and draft memorandum in support of motion for summary judgment on fair use [REDACTED] based on comments from Mr. Joe Beck.	5.50	2,172.50
05/25/2012	JP	Review summary of Helge Ronning articles prepared by University of Michigan law clerk.	0.60	330.00
05/25/2012	JP	Review correspondence from National Federation of the Blind counsel regarding Copyright Clearance Center deposition; conference with Joe Beck regarding same; correspond with National Federation of the Blind counsel regarding same; prepare correspondence to client group regarding same.	0.60	330.00
05/25/2012	JP	Correspond with National Federation of the Blind counsel regarding briefing schedule; confer with Ned Rosenthal regarding same.	0.40	220.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/25/2012	JP	Correspond with client group regarding transcript from hearing.	0.10	No Charge
05/25/2012	JP	Review/revise discovery [REDACTED] letter; confer with R. Potter regarding same.	0.60	330.00
05/25/2012	JP	Prepare for deposition of Helge Ronning.	0.60	330.00
05/25/2012	JP	Draft/revise papers in support of summary judgment motion.	3.10	No Charge
05/25/2012	JP	Telephone conference with expert witness Joel Waldfogel.	0.60	330.00
05/25/2012	RP	Prepare witness file for Helge Ronning and related Internet research, and prepare exhibits for deposition (.9); related e-mail correspondence and teleconference with J. Petersen (.3); revise deficiency letter to Plaintiffs' counsel (.3); related teleconference with J. Petersen (.3); teleconference and e-mail correspondence with expert witness Joel Waldfogel and J. Petersen (.9); related e-mail correspondence with J. Wilkin regarding [REDACTED] works in Trust (.2); conference with A. Yankovsky, summer associate, regarding summary chart of discovery for summary judgment motion (.3).	3.20	1,440.00
05/25/2012	ASR	Review and analyze deposition transcript of Paul Courant to identify errors to be corrected on errata sheet (.5); review and analyze discovery documents and deposition transcripts in preparation for deposition of T.J. Stiles (.3).	0.80	300.00
05/25/2012	AKY	[REDACTED] [Not Subject of Fee Application]	6.10	No Charge
05/28/2012	JP	Prepare for deposition of named plaintiff Helge Ronning.	4.90	2,695.00
05/28/2012	JP	Review of proposed agreement with Joel Waldfogel, expert.	0.30	165.00
05/28/2012	ASR	Review and analyze discovery documents in preparation for deposition of T.J. Stiles.	0.90	337.50
05/29/2012	JB	Review email communications regarding security issue and followup (.3); multiple email communications and conferences regarding experts (2.7); billing issues (.2 -- NO CHARGE).	3.00	2,250.00
05/29/2012	ASF	[REDACTED] [Not Subject of Fee Application]	2.90	1,435.50
05/29/2012	SDJ	[REDACTED] [Not Subject of Fee Application]	1.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/29/2012	AP	Communicate with Mr. Alex Fonoroff regarding his comments to the draft memorandum in support of motion for summary judgment on fair use; analyze documents produced by the Copyright Clearance Center [REDACTED]	0.60	237.00
05/29/2012	AP	Analyze comments concerning [REDACTED] deposition of the Copyright Clearance Center; communicate with Mr. Joe Petersen regarding deposition testimony of Plaintiff Helge Ronning; analyze and develop strategy for deposition of T.J. Stiles.	1.00	395.00
05/29/2012	AP	Analyze expert reports filed by Google in its case against the Authors Guild.	0.20	79.00
05/29/2012	JP	Attention to developing expert testimony from Joel Waldfogel; confer with R. Potter regarding same.	0.30	No Charge
05/29/2012	JP	Correspond with clients regarding Copyright Clearance Center deposition, [REDACTED].	0.50	275.00
05/29/2012	JP	Draft/revise declaration from John Wilkin in support of summary judgment motion; review correspondence from Jack Bernard regarding same.	0.60	330.00
05/29/2012	JP	Telephone conference with Joe Gratz regarding expert reports, Google deposition.	0.20	110.00
05/29/2012	JP	Prepare for and take the deposition of named plaintiff Helge Ronning.	5.00	2,750.00
05/29/2012	JP	Review expert reports filed in the Google action.	0.90	495.00
05/29/2012	RP	Teleconference and e-mail correspondence with expert witness J. Waldfogel regarding initial analysis [REDACTED] (6); related teleconference and e-mail correspondence with J. Beck and J. Petersen (.4); e-mail correspondence with Paul Courant and John Wilkin regarding [REDACTED] information from HathiTrust libraries (.6); revise draft expert retainer agreement (.3); related e-mail correspondence with J. Petersen (.2); review transcript of Helge Ronning deposition (1.1).	3.20	1,440.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/29/2012	ASR	Review and analyze discovery documents in preparation for deposition of T.J. Stiles (1.0); research T.J. Stiles and his writing and publications online in preparation for deposition (.7); conference with [REDACTED] the University of Michigan regarding [REDACTED] that would support our Motion for Summary Judgment (.7); correspondence with Mr. Bernard regarding [REDACTED] (.3); review and analyze deposition transcripts of depositions taken of other Plaintiffs in this case in preparation for deposition of Plaintiff T.J. Stiles (2.0); draft and revise deposition outline and prepare deposition exhibits for deposition of T.J. Stiles (3.1).	7.80	2,925.00
05/29/2012	AKY	[REDACTED] [Not Subject of Fee Application]	0.30	No Charge
05/30/2012	JB	Quick review of amici brief on standing (.5); quick review of Ronning deposition and followup (.6); [REDACTED] (1.7); extensive conferences and email communications regarding experts (3.7).	6.50	4,875.00
05/30/2012	ASF	[REDACTED] [Not Subject of Fee Application]	3.40	1,683.00
05/30/2012	AP	Revise brief in support of motion for summary judgment on fair use [REDACTED]; analyze strategy for addressing Orphan Works Project, [REDACTED]	2.10	829.50
05/30/2012	JP	Telephone conference [REDACTED] and Joe Beck regarding next steps, [REDACTED].	0.80	440.00
05/30/2012	JP	Expert selection; confer with A. Fonoroff regarding same.	0.40	No Charge
05/30/2012	JP	Telephone conference [REDACTED]; call with Jack Bernard regarding same, outstanding issues.	0.90	495.00
05/30/2012	JP	Correspond with Bryce Pilz regarding strategy.	0.50	275.00
05/30/2012	JP	Draft/revise declaration of John Wilkin in support of summary judgment motion.	2.60	1,430.00
05/30/2012	JP	Telephone conference with Jack Bernard regarding open issues [REDACTED]	0.70	385.00
05/30/2012	JP	Review Ronning deposition transcript; prepare correspondence to client group regarding same.	1.40	770.00
05/30/2012	TTP	[REDACTED] [Not Subject of Fee Application]	1.60	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/30/2012	RP	Teleconference with Coleman Bazleon, principal of Brattle Group, regarding terms of retention for expert witness Joel Waldfogel (.4); related teleconference and e-mail correspondence with J. Petersen (.2); teleconference with expert witness Joel Waldfogel regarding scope of report and necessary data to perform analysis (1.2); review documents produced by Copyright Clearance Center in advance of June 4 deposition (1.8); e-mail correspondence with D. Goldstein and L. Abelson, counsel for Intervenors, regarding [REDACTED] HathiTrust (.6); related e-mail correspondence with J. Wilkin (.4).	4.60	2,070.00
05/30/2012	ASR	Conference with [REDACTED] Mr. Bernard regarding [REDACTED] (.9); review documents in preparation for deposition of T.J. Stiles (1.1); review and analyze deposition transcripts for depositions of other Plaintiffs in preparation for taking deposition of Plaintiff T.J. Stiles (2.5); prepare and revise deposition outline and deposition exhibits for deposition of T.J. Stiles (2.0); (3.5 hours non-working travel time traveling to San Francisco for deposition of T.J. Stiles NO CHARGE).	6.50	2,437.50
05/31/2012	JB	Followup on experts, Plaintiffs' response to third round of written discovery and deposition; review and conference regarding Google opinion on standing; [REDACTED]	3.50	2,625.00
05/31/2012	ASF	[Not Subject of Fee Application] [REDACTED]	4.00	1,980.00
05/31/2012	AP	Analyze order from Judge Chin in the Google case denying Google's motion to dismiss on associational standing grounds and granting the plaintiffs motion for class certification.	0.30	118.50
05/31/2012	AP	Analyze strategy for [REDACTED] motion for summary judgment.	0.30	118.50
05/31/2012	JP	Telephone conference with Bob Bernstein regarding Copyright Clearance Center deposition.	0.20	110.00
05/31/2012	JP	Attention to expert witness issues; confer with A. Fonoroff regarding same.	0.60	No Charge
05/31/2012	JP	Draft/revise brief in support of summary judgment motion.	1.00	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/31/2012	JP	Telephone conference with Jack Bernard [REDACTED]; confer with Joe Beck regarding same.	0.60	330.00
05/31/2012	JP	Draft/revise declaration from John Wilkin in support of summary judgment motion.	3.90	2,145.00
05/31/2012	JP	Review/analysis of Judge Chin's decision in Google on associational standing.	0.30	165.00
05/31/2012	RP	Teleconference with J. Wilkin and D. Goldstein, P. Jaszi and L. Abelson, counsel for Intervenor, regarding certain specific aspects of the HathiTrust (.7); related e-mail correspondence with J. Wilkin (.5); teleconference with expert witness J. Waldfogel regarding scope of report and related data sets necessary for analysis (1.4); review documents produced by Copyright Clearance Center in advance of deposition on June 4 (1.4).	4.00	1,800.00
05/31/2012	ASR	Review notes and revise outline in preparation for deposition of Plaintiff, T.J. Stiles (2.1); discovery deposition of Plaintiff, T.J. Stiles (6.0).	8.10	3,037.50
05/31/2012	ASR	Call with Mr. Gratz regarding deposition of Google, Inc. (.5); conference with Ms. Abelson regarding coordinating National Federation of the Blind participation in Google, Inc. deposition (.2); review and analyze rough transcript of Stiles deposition to prepare report regarding deposition to send to clients and team (1.5).	2.20	825.00

Fees	\$270,359.50
Less 12.5% Discount Plus Additional Courtesy Discounts	(57,606.22)
Total Fees	\$212,753.28

<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	74.10	750.00	656.25	48,628.17
JB	J. M. Beck	15.20	750.00	656.25	No Charge
ASF	[REDACTED]	18.10	495.00	433.13	7,839.65
ASF	[REDACTED]	2.90	495.00	433.13	No Charge
JP	Joe Petersen	116.30	550.00	481.25	55,969.55
JP	Joe Petersen	19.50	550.00	481.25	No Charge
AP	Andrew Pequignot	129.40	395.00	345.63	44,724.54
RP	Robert Potter	77.10	450.00	393.75	30,358.18
ASR	Allie S. Roach	76.90	375.00	328.13	25,233.19

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
HFF	██████████	5.90	235.00	205.63	No Charge
AKY	██████████	6.90	235.00	205.63	No Charge
SDJ	██████████	2.00	210.00	183.75	No Charge
TTP	██████████	1.60	135.00	118.13	No Charge
NLH	██████████	0.20	50.00	43.75	No Charge
Totals		546.10			\$212,753.28

Other Charges:

04/18/2012	Travel expense of Allison S. Roach on 18 Apr 2012				2.50
04/18/2012	Meal expense of Allison S. Roach on 18 Apr 2012 - 24 Apr 2012				167.05
04/18/2012	Hotel expense of Allison S. Roach for a trip to Ann Arbor on 18 Apr 2012				1,243.20
05/02/2012	Westlaw On-Line Legal Research				41.07
05/03/2012	PACER Service Center - Online document retrieval services from 01/01/12-03/31/12				14.96
05/03/2012	Travel expense of Joseph Petersen on 03 May 2012				15.98
05/08/2012	04/10/12-Meal- Fuzio- Rob Potter/Susan Kanhai- Depo Authors Guild				43.81
05/11/2012	Westlaw On-Line Legal Research				39.45
05/14/2012	Sunny's Worldwide Chauffeured Transportation - Transportation for period 04/16/12-04/30/12 (Joe Peterson)				249.91
05/14/2012	SDS , Inc. - Courier services on 04/25/12				10.50
05/14/2012	Cafe Metro-Rob Potter/Depo Prep				34.45
05/14/2012	Cafe Metro-Rob Potter/Depo Prep				37.18
05/14/2012	SDS , Inc.-04/20/12 To Frankfurt Kurnit-Madison Ave, NY				15.50
05/15/2012	Sunny's Worldwide Chauffeured Transportation-04/13/12 Robert Potter From JFK to Home				89.25
05/16/2012	American Express - Airfare Allison Roach ATL/DTW/ATL 04/18/12				237.00
05/16/2012	Hotel expense of Andrew Pequignot for a trip to New York - Manhattan on 16 May 2012				702.33
05/16/2012	Meal expense of Andrew Pequignot on 16 May 2012 - 17 May 2012				24.67
05/16/2012	Hotel expense of Joe Beck for a trip to New York - Manhattan on 16 May 2012				729.00
05/16/2012	Airfare expense of Joe Beck for a trip to New York - Manhattan on 16 May 2012 - 19 May 2012				219.60

Other Charges:

05/16/2012	Travel expense of Joe Beck on 16 May 2012 - 19 May 2012	114.80
05/17/2012	Travel expense of Andrew Pequignot on 17 May 2012	56.50
05/17/2012	Meal expense of Joe Beck on 17 May 2012	38.05
05/18/2012	TSG Reporting, Inc.-Deposition of Heather Christenson	844.75
05/18/2012	TSG Reporting, Inc.-Deposition of Laine Farley	713.55
05/22/2012	Westlaw On-Line Legal Research	11.79
05/29/2012	Veritext/New York Reporting Co.-Deposition of Paul Courant	749.72
04/20/2012	Copy expense of Allison S. Roach regarding Photocopy expenses on 20 Apr 2012	81.58
04/21/2012	Copy expense of Allison S. Roach regarding Photocopy expenses on 21 Apr 2012	72.03
04/22/2012	Copy expense of Allison S. Roach regarding Photocopy expenses on 22 Apr 2012	111.21
04/22/2012	Copy expense of Allison S. Roach regarding Photocopy expenses on 22 Apr 2012	25.42
	Document Reproduction	137.85
	Long Distance Charges	23.67
	Document Reproduction	1.80
	Total Other Charges	\$6,900.13
	TOTAL AMOUNT DUE THIS INVOICE	\$219,653.41



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 www.kilpatricktownsend.com
 Fed I.D. 58-0511774

June 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 #: 11290509

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>
02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	102,972.69	125,855.55
Previous Balance Due:		314,872.33	5,096.10	0.00	157,656.81	162,311.62
Current Invoice:						
6/21/12	11290509	\$212,753.28	\$6,900.13	\$0.00		\$219,653.41

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	32,948.01

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 Fed I.D. 58-0511774

June 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 #: 11290509

RE: AUTHORS GUILD, ET AL. V.

REMITTANCE PAGE

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02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	102,972.69	125,855.55
Previous Balance Due:		314,872.33	5,096.10	0.00	157,656.81	162,311.62
Current Invoice:						
6/21/12	11290509	\$212,753.28	\$6,900.13	\$0.00		\$219,653.41

Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - DOROTHY J. FRAPWELL	32,948.01

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Fed I.D. 58-0511774

June 21, 2012

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Client: 91558
Matter: 822209
Invoice #: 11290509

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>
02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	102,972.69	125,855.55
Previous Balance Due:		314,872.33	5,096.10	0.00	157,656.81	162,311.62
Current Invoice:						
6/21/12	11290509	\$212,753.28	\$6,900.13	\$0.00		\$219,653.41

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	32,948.01

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 I.D. 58-0511774

June 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 #: 11290509

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>
02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	102,972.69	125,855.55
Previous Balance Due:		314,872.33	5,096.10	0.00	157,656.81	162,311.62
Current Invoice:						
6/21/12	11290509	\$212,753.28	\$6,900.13	\$0.00		\$219,653.41

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSIN - NANCY K. LYNCH	32,948.01

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JUNE 2012
COSTS AND FEES



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July 6, 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 #: 11295476

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>
02/25/12	11258433	90,926.64	213.55	0.00	54,684.12	36,456.07
05/10/12	11278570	223,945.69	4,882.55	0.00	194,504.01	34,324.23
06/21/12	11290509	212,753.28	6,900.13	0.00	0.00	219,653.41
Previous Balance Due:		527,625.61	11,996.23	0.00	249,188.13	290,433.71
Current Invoice:						
7/6/12	11295476	\$289,087.50	\$9,204.39	\$0.00		\$298,291.89

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	119,316.73

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 Fed I.D. 58-0511774

July 6, 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 #: 11295476

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through June 30, 2012:

Date	Initials	Description	Hours	Amount
05/29/2012	CES	[Not Subject of Fee Application]	0.50	No Charge
05/31/2012	CES	[Not Subject of Fee Application]	0.40	No Charge
06/01/2012	JB	Conference with Jack Bernard, et. al. regarding need for experts [redacted] and followup (.8); conference regarding Motion for Summary Judgment draft (.8); review summary of Copyright Clearance Center documents and telephone conference with National Federation of the Blind counsel regarding [redacted] and Copyright Clearance Center deposition strategies and followup (1.4); telephone conference with National Federation of the Blind regarding issues [redacted] (.3); miscellaneous followup (.8).	4.10	3,075.00
06/01/2012	ASF	[Not Subject of Fee Application]	1.50	742.50

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>
06/01/2012	AP	Analyze comments from Mr. Joe Petersen to draft brief in support of motion for summary judgment on fair use; revise brief to incorporate comments.	1.50	592.50
06/01/2012	JP	Review memorandum from Rob Potter regarding relevant Copyright Clearance Center documents; confer with National Federation of the Blind counsel regarding Copyright Clearance Center deposition.	0.90	495.00
06/01/2012	JP	Draft/revise John Wilkin declaration.	4.30	2,365.00
06/01/2012	JP	Conference call with client group [REDACTED].	0.90	495.00
06/01/2012	JP	Draft/revise summary judgment brief.	1.10	605.00
06/01/2012	RP	Review documents produced by Copyright Clearance Center in advance of deposition (1.2); related e-mail correspondence with J. Beck and J. Petersen (.8); related teleconference with B. Bernstein, counsel for National Federation for the Blind, and J. Beck and J. Petersen (.7); e-mail correspondence with J. Goldman, counsel for Plaintiffs, regarding response to discovery deficiency letter (.2).	2.90	1,305.00
06/01/2012	ASR	(Non-working travel time.)	5.00	No Charge
06/01/2012	ASR	Deposition of Google Inc. (4.5); draft and revise correspondence summarizing deposition of T.J. Stiles for client group and team (1.3).	5.80	2,175.00
06/02/2012	AP	Revise draft brief in support of motion for summary judgment on fair use [REDACTED]	7.00	2,765.00
06/03/2012	JB	Review/revise draft Motion for Summary Judgment brief.	5.50	4,125.00
06/03/2012	AP	Revise draft brief in support of motion for summary judgment on fair use [REDACTED]; incorporate additional revisions from Mr. Joe Petersen.	2.50	987.50
06/03/2012	JP	Draft/revise memorandum in support of summary judgment motion.	3.20	1,760.00
06/03/2012	JP	Review [REDACTED] t evidence concerning benefits of HathiTrust.	0.50	275.00
06/04/2012	JB	Review/revise Motion for Summary Judgment brief; draft letter to Judge Baer responding to Plaintiffs' letter regarding Google case; followup on experts.	7.00	5,250.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/04/2012	AP	Revise draft brief in support of motion for summary judgment on fair use to incorporate comments from Mr. Joe Beck; draft correspondence to the clients enclosing the preliminary working draft.	5.00	1,975.00
06/04/2012	AP	Analyze letter to the Court from plaintiffs' counsel regarding Judge Chin's decision on associational standing; analyze draft response.	0.50	197.50
06/04/2012	JP	Draft/revise John Wilkin declaration in support of summary judgment motion.	5.90	3,245.00
06/04/2012	JP	Telephone conference with potential expert Dr. Neil Smalheiser regarding benefits of digital search; confer with J. Beck regarding same.	0.70	385.00
06/04/2012	JP	Telephone conference with Jon Band regarding amicus brief.	0.30	165.00
06/04/2012	JP	Review materials collected by Jonathan Band regarding benefits of Google book search.	0.20	110.00
06/04/2012	JP	Review letter from Ned Rosenthal to Judge Baer regarding Google associational standing letter.	0.40	220.00
06/04/2012	JP	Draft/revise letter to Judge Baer concerning Judge Chin letter; prepare correspondence to client group regarding same.	1.00	550.00
06/04/2012	JP	Prepare memorandum regarding [REDACTED] declaration testimony regarding benefits of HathiTrust service.	0.30	165.00
06/04/2012	RP	Attend Copyright Clearance Center deposition in Boston (2.5); review transcript of same and prepare summary for clients (2.0); related e-mail correspondence with clients and with B. Bernstein, counsel for National Federation of the Blind (.3); e-mail correspondence with S. Herscovici, principal at Brattle Group (litigation support firm for expert witness Joel Waldfogel) regarding status of expert report and related issues (.3); e-mail correspondence with Plaintiffs' counsel regarding meet-and-confer over discovery issues (.2).	5.30	2,385.00
06/04/2012	ASR	Provide information regarding case to potential expert witnesses in preparation for obtaining their expert testimony (0.10); draft and revise draft Wilkin declaration (1.80); call with Lisa Macklin at Emory University to gather facts in support of arguments to be made in Motion for Summary Judgment (1.10).	3.00	1,125.00
06/05/2012	JB	Followup on experts including review and comment on draft Wilkin declaration; followup on discovery issues; review/comment on new reply to Judge Baer; billing (1.0 DO NOT BILL).	3.50	2,625.00
06/05/2012	ASF	[REDACTED] [Not Subject of Fee Application]	1.20	594.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/05/2012	AP	Analyze helpful testimony from the deposition of the Copyright Clearance Center.	0.40	158.00
06/05/2012	AP	Analyze draft declaration of John Wilkin in support of Defendants' motion for summary judgment on fair use and provide comments on the same.	1.30	513.50
06/05/2012	AP	Analyze Plaintiffs' second letter to the Court regarding Judge Chin's decision on associational standing in the Google case; draft letter to the Court in response to Plaintiffs' second letter.	1.40	553.00
06/05/2012	JP	Draft/revise Wilkin declaration; correspond with client group regarding same.	6.80	3,740.00
06/05/2012	JP	Review follow up correspondence to court from Ned Rosenthal.	0.20	110.00
06/05/2012	JP	Review/revise correspondence to Judge Baer in response to follow up correspondence from Ned Rosenthal.	0.30	165.00
06/05/2012	JP	Experts.	0.40	220.00
06/05/2012	JP	Correspond with client group regarding open discovery issues.	0.30	165.00
06/05/2012	JP	Finalize correspondence to Judge Baer concerning Google decision and correspond with client group regarding same.	0.50	275.00
06/05/2012	RP	Teleconference with N. Rosenthal and J. Goldman, counsel for plaintiffs, regarding insufficient discovery responses (.5); related e-mail correspondence with J. Beck and J. Petersen (.4); teleconference with expert witness J. Waldfogel and J. Wilkin regarding library statistics and purchase data (.5); related teleconference with J. Waldfogel (.8); related e-mail correspondence with J. Wilkin (.4); review transcript from Google deposition [REDACTED] (7); related e-mail correspondence with J. Waldfogel (.3); e-mail correspondence with general counsel for Brattle Group (expert's litigation support company) regarding terms of expert retainer agreement (.5).	4.10	1,845.00
06/05/2012	ASR	Review and revise draft Wilkin declaration (1.5); correspondence with potential expert witnesses (.5); strategize regarding gathering facts and identifying expert witnesses (.7); correspondence [REDACTED] regarding gathering facts supporting the value of the HathiTrust as a research tool (.3).	3.00	1,125.00
06/06/2012	JB	Followup regarding new letter to Judge Baer; followup regarding experts; followup regarding discovery issue; followup regarding [REDACTED] case for Motion for Summary Judgment brief.	3.00	2,250.00