

91558/822209

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<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/06/2012	AJG	[Not Subject of Fee Application]	0.40	No Charge
06/06/2012	AP	Analyze potential arguments [redacted] research authority for missing citations in the draft brief in support of motion for summary judgment on fair use.	3.30	1,303.50
06/06/2012	AP	Analyze possible testimony on beneficial uses of the HathiTrust Digital Library and examples for the fair use brief.	0.60	237.00
06/06/2012	JP	Attention to expert issues.	1.10	605.00
06/06/2012	JP	Review court's order in connection with briefing schedule; prepare correspondence to client group regarding same.	0.20	110.00
06/06/2012	JP	Review Sunil Kulkarni's comments on the fair use brief.	0.30	165.00
06/06/2012	JP	Correspond with John Wilkin regarding declaration.	0.50	275.00
06/06/2012	JP	Draft/revise declaration from John Wilkin in support of summary judgment motion.	0.90	495.00
06/06/2012	RP	Review plaintiffs' expert's reports in Google Books litigation (.7); related teleconference with A. Pequignot (.2); review Authors Guild document production of Google settlement agreement (.2); related e-mail correspondence with J. Goldman, counsel for plaintiffs, regarding same (.1); prepare witness file and outline for deposition of John White, Salamanca's literary agent (3.1).	4.10	1,845.00
06/06/2012	ASR	Strategize regarding revisions to declaration of J. Wilkin (.3); conference call [redacted] facts to support arguments on summary judgment (1.1); strategize regarding fact collection and assessment (.6); conference call [redacted] regarding facts to support arguments on summary judgment(1.1).	3.10	1,162.50
06/07/2012	JB	Conferences regarding experts; conferences regarding likely Plaintiffs' opposition to Motion for Summary Judgment; review proforma for billing {DO NOT BILL 1.0 HOUR}.	2.00	1,500.00
06/07/2012	ASF	[Not Subject of Fee Application]	6.50	3,217.50
06/07/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/07/2012	AP	Analyze arguments made by the plaintiffs in the Google Book Search litigation, [REDACTED] [REDACTED] in connection with the motions for summary judgment on fair use; revise draft motion for summary judgment on fair use to fill in missing cites and arguments.	4.60	1,817.00
06/07/2012	JP	Draft/revise papers in support of summary judgment motion.	4.30	2,365.00
06/07/2012	JP	Draft/revise Wilkin declaration.	0.60	330.00
06/07/2012	JP	Telephone conference with potential expert Neil Smalheiser.	0.80	440.00
06/07/2012	JP	Review correspondence [REDACTED] [REDACTED].	0.10	55.00
06/07/2012	RP	E-mail correspondence with B. Levine, general counsel for the Brattle Group, regarding retention agreement for expert witness Joel Waldfogel (.5); revise draft agreement (.3); related e-mail correspondence and teleconference with J. Petersen (.6); related e-mail correspondence with clients (.3); prepare outline for deposition of J. White, agent of plaintiff J.R. Salamanca, and review all relevant documents and other exhibits (5.9); conference with J. Petersen regarding same (.5); e-mail correspondence with Brattle Group regarding HathiTrust data needed for expert analysis (.4); related e-mail correspondence with J. Wilkin regarding same (.2).	8.70	3,915.00
06/07/2012	ASR	Review and analyze [REDACTED] facts regarding HathiTrust and compile them together to support summary judgment arguments (2.0); conference with Dr. Smalheiser regarding preparation of expert declaration (.7); strategize regarding remaining depositions and taking of expert depositions during briefing schedule (1.1).	3.80	1,425.00
06/08/2012	JB	Billing (1.4 including evening time on June 7 -- DO NOT BILL); extensive conferences regarding experts for Authors Guild in Google case and regarding our potential experts and the logistics of expert depositions given Motion for Summary Judgment schedule; quick review of Salamanca's agents deposition; conference regarding need for Loukakis deposition.	3.80	2,850.00
06/08/2012	ASF	[Not Subject of Fee Application] [REDACTED] [REDACTED]	2.70	1,336.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/08/2012	AP	Analyze possible expert testimony and arguments that plaintiffs might submit in support of their motion for summary judgment on fair use; evaluate briefing schedule and the timing of possible depositions of experts; analyze declarations submitted by the Authors Guild in the Google case.	1.60	632.00
06/08/2012	AP	Research and revise draft brief in support of motion for summary judgment on fair use to incorporate missing arguments and citations; analyze comments to draft declaration from Mr. John Wilkin in support of motion for summary judgment on fair use.	2.90	1,145.50
06/08/2012	JP	Telephone conference with Ned Rosenthal regarding Loukakis deposition.	0.20	110.00
06/08/2012	JP	Draft/revise summary judgment motion.	2.00	1,100.00
06/08/2012	JP	Attention to expert selection; confer with Joe Beck regarding same; prepare correspondence to client group regarding Neil Smalheiser.	2.50	1,375.00
06/08/2012	JP	Confer with Rob Potter regarding Salamanca agent deposition.	0.30	165.00
06/08/2012	JP	Telephone conference with John Wilkin regarding declaration.	1.60	880.00
06/08/2012	RP	Take deposition of John White, literary agent for J.R. Salamanca; related conference with J. Petersen; review rough transcript of deposition; prepare e-mail summary of same for clients; related e-mail correspondence with J. Beck; e-mail correspondence with clients regarding retention of expert J. Waldfoegel.	5.50	2,475.00
06/08/2012	ASR	Draft and revise retainer letter for Dr. Smalheiser (.5); draft and revise shell expert declaration for Dr. Smalheiser (1.3); strategize regarding remaining depositions and regarding depositions of experts (1.0); strategize regarding expert reports provided by Google (1.0).	3.80	1,425.00
06/10/2012	AP	Analyze deposition transcripts from the Copyright Clearance Center witness and literary agent of Mr. Salamanca [REDACTED] [REDACTED] analyze the expert reports submitted by the Authors Guild in the Google case to prepare for possible arguments in this case.	2.00	790.00
06/10/2012	JP	Meet with Bob Bernstein and Peter Jaszi regarding expert selection, summary judgment motion.	1.00	550.00
06/10/2012	RLR	[Not Subject of Fee Application]	0.70	423.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/10/2012	ASR	Review and analyze final Courant HathiTrust deposition transcript for errors to be corrected on errata sheet.	0.60	225.00
06/11/2012	AP	Analyze comments from clients to draft declaration from Mr. John Wilkin.	0.30	118.50
06/11/2012	RP	Review Farley and Hirtle deposition transcripts to identify any errata (2.9); e-mail correspondence with P. Hirtle, L. Farley and H. Christenson regarding deposition transcripts and errata sheets for same (.8).	3.70	1,665.00
06/11/2012	ASR	Review Courant HathiTrust deposition transcript and record errors (1.5); identify confidential sections of Courant HathiTrust deposition (.8); draft and revise correspondence regarding errata in Courant deposition transcript (.8); review and revise draft retainer letter to Dr. Smalheiser and correspondence forwarding retainer letter to Dr. Smalheiser (.7).	3.80	1,425.00
06/12/2012	JB	Review comments to draft brief and followup.	1.50	1,125.00
06/12/2012	AP	Analyze correspondence from clients regarding the combined comments on the draft summary judgment brief, [REDACTED].	0.40	158.00
06/12/2012	JP	Prepare correspondence to Ned Rosenthal regarding Loukakis deposition.	0.10	55.00
06/12/2012	JP	Review Stan Katz materials in connection with evaluating Katz as possible expert; telephone conference with Stan Katz regarding possible declaration.	0.50	275.00
06/12/2012	JP	Telephone conference with Jack Bernard regarding experts, summary judgment briefing.	0.40	220.00
06/12/2012	JP	Draft/revise Wilkin declaration, summary judgment brief.	3.80	2,090.00
06/12/2012	JP	Call [REDACTED] possible expert.	0.10	55.00
06/12/2012	JP	Telephone conference with Jack Bernard regarding summary judgment issues.	0.30	165.00
06/12/2012	RP	E-mail correspondence with H. Christenson regarding deposition errata sheet (.3); e-mail correspondence with J. Bernard regarding [REDACTED] Brattle Group retainer agreement (.3); related e-mail correspondence with B. Levine, general counsel for Brattle Group (.3).	0.90	405.00
06/13/2012	JB	Review draft brief comments and conferences regarding next steps for brief; conferences and emails regarding experts; review compilation of research [REDACTED].	5.80	4,350.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/13/2012	AP	Analyze combined comments from clients to the draft brief in support of the motion for summary judgment on fair use; analyze strategy for incorporating comments, [REDACTED]	1.60	632.00
06/13/2012	AP	Analyze [REDACTED] HathiTrust digital library for [REDACTED] draft summary judgment brief.	0.30	118.50
06/13/2012	JP	Correspond with Jack Bernard regarding collecting declaration from Margaret Leary.	0.20	110.00
06/13/2012	JP	Telephone conference with potential expert Stan Katz; prepare follow up correspondence to Stan Katz and conference with Jack Bernard regarding same.	0.80	440.00
06/13/2012	JP	Call to potential expert [REDACTED]	0.20	110.00
06/13/2012	JP	Draft/revise Wilkin declaration; correspond with Jack Bernard regarding same.	7.50	4,125.00
06/13/2012	JP	Correspond with Sunil Kulkarni regarding additional declarations; review article regarding same.	0.20	110.00
06/13/2012	RP	E-mail correspondence with S. Herscovici of Brattle Group and J. Wilkin regarding [REDACTED] HathiTrust data (.4); related teleconference with S. Herscovici (.6); review client comments to draft summary judgment brief (1.4); related teleconference with J. Beck and J. Petersen (.4); revise draft introduction and fact section in summary judgment brief (4.2).	6.60	2,970.00
06/13/2012	ASR	Review Courant Google deposition transcript and annotate to identify errors (1.8); review Courant Google deposition transcript to identify highly confidential portions (.9); draft and revise correspondence to Mr. Courant regarding deposition transcripts and errata sheets (.6); strategize with R. Potter regarding revisions to introduction and fact section of draft motion for summary judgment (.5); draft and revise compilation of [REDACTED] facts collected supporting arguments regarding HathiTrust's public benefit (.5); conference [REDACTED] regarding HathiTrust's public benefit (1.0).	5.30	1,987.50
06/14/2012	JB	Telephone conference and email correspondence followup regarding new drafts of briefs and regarding experts reports.	2.30	1,725.00
06/14/2012	SLH	[REDACTED] [Not Subject of Fee Application]	4.00	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/14/2012	AP	Research and revise the legal section of the draft brief in support of summary judgment on fair use to incorporate client comments and to fill in missing citations and arguments.	4.50	1,777.50
06/14/2012	JP	Review draft expert report from Dr. Stan Katz; telephone conference with Dr. Katz regarding same.	0.30	165.00
06/14/2012	JP	Evaluate [REDACTED] potential expert.	0.30	165.00
06/14/2012	JP	Telephone conference with Dan Goldstein regarding fact declarations.	0.40	220.00
06/14/2012	JP	Prepare declaration from Neil Smalheiser.	1.10	605.00
06/14/2012	JP	Evaluate [REDACTED] beneficial uses of HathiTrust.	0.80	440.00
06/14/2012	JP	Draft/revise Wilkin declaration; conference call with John Wilkin and Jack Bernard regarding same.	6.30	3,465.00
06/14/2012	RP	E-mail correspondence with P. Hirtle regarding deposition errata sheet (.2); prepare errata sheet for execution (.2); review J. Bernard's draft introduction to summary judgment brief and introduce into working draft (1.6); related e-mail correspondence with J. Beck and J. Petersen (.3); e-mail correspondence with J. Bernard regarding draft retainer agreement with Brattle Group (.6); related e-mail and teleconference with B. Levine, general counsel for Brattle Group (.9); revise introduction and fact section in draft summary judgment brief (5.0).	8.80	3,960.00
06/14/2012	ASR	Online research [REDACTED] to identify further facts [REDACTED] (9); correspondence [REDACTED] regarding follow-up questions regarding research [REDACTED] (3); draft and revise shell Smalheiser expert declaration (1.3); correspondence with Dr. Smalheiser regarding draft expert declaration (.8).	3.30	1,237.50
06/15/2012	JB	Review Wilkin declaration draft and comments to Joe Petersen; followup on multiple other issues relating to the brief.	4.00	3,000.00
06/15/2012	SLH	[Not Subject of Fee Application] [REDACTED]	0.80	No Charge
06/15/2012	AP	Research and revise legal section of brief to incorporate client comments and to fill in missing citations and legal arguments, [REDACTED].	5.70	2,251.50
06/15/2012	JP	Review National Federation of the Blind draft declaration.	0.50	275.00
06/15/2012	JP	Draft/revise Wilkin declaration; correspond with client group regarding same.	5.00	2,750.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/15/2012	JP	Telephone conference with Neil Smalheiser regarding declaration.	0.70	385.00
06/15/2012	RP	E-mail correspondence with S. Herscovic of Brattle Group regarding [REDACTED] questions for J. Wilkin (.2); related e-mail correspondence with J. Wilkin (.3); revise introduction and fact section in draft summary judgment brief (5.9); related fact research (1.3).	7.70	3,465.00
06/15/2012	ASR	Conference with [REDACTED] University of Michigan regarding additional information to support research [REDACTED] (.7); review and revise annotated deposition transcript and draft and revise correspondence to Mr. Wilkin regarding identifying additional errata (.4); correspondence [REDACTED] regarding further information about [REDACTED] use of HathiTrust (.5); strategize regarding obtaining declaration [REDACTED] (.5); research regarding disclosure of expert witnesses (1.6).	3.70	1,387.50
06/17/2012	JP	Draft/revise Wilkin declaration.	2.20	1,210.00
06/18/2012	JB	Review new draft and review National Federation of the Blind's Kerscher declaration and comments, including time over the weekend; conference regarding Wilkin declaration; followup on new draft brief and Katz declaration.	4.20	3,150.00
06/18/2012	ASF	[REDACTED] [Not Subject of Fee Application]	0.30	148.50
06/18/2012	AP	Analyze and provide comments on consolidated draft brief incorporating revised introduction and factual background drafted by Mr. Rob Potter.	2.30	908.50
06/18/2012	AP	Analyze correspondence from Mr. Jason Schultz, Assistant Clinical Professor of Law at UC Berkeley School of Law, regarding possible amicus brief; call with Mr. Schultz to discuss; draft summary of call outlining possible topics and amici parties for Messrs. Beck and Petersen.	1.30	513.50
06/18/2012	AP	Analyze timing of expert disclosures in light of upcoming summary judgment motions.	0.20	79.00
06/18/2012	JP	Draft/revise Wilkin declaration in response to further comments from John Wilkin, Jack Bernard, National Federation of the Blind counsel.	6.50	3,575.00
06/18/2012	JP	Review Jack Bernard comments on draft National Federation of the Blind declaration.	0.40	220.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/18/2012	RP	E-mail correspondence and teleconference with S. Herscovici of Brattle Group regarding [REDACTED] questions concerning HathiTrust data (.8); review/revise draft retainer agreement per comments from Brattle Group's general counsel (.4); related e-mail correspondence with J. Bernard (.4).	1.60	720.00
06/18/2012	ASR	Review and analyze errata identified by Mr. Wilkin and draft and revise errata sheet (2.0); research [REDACTED] to support arguments being made in summary judgment brief (.8); research regarding disclosure obligations (both expert disclosures and initial disclosures) (1.7); correspondence [REDACTED] (.3); correspondence [REDACTED] (.4).	5.20	1,950.00
06/19/2012	JB	Followup on new draft of brief and declarations.	0.40	300.00
06/19/2012	ASF	[Not Subject of Fee Application]	2.80	1,386.00
06/19/2012	AP	Analyze order from the Court granting the American Library Association leave to file an amici brief.	0.20	79.00
06/19/2012	AP	Analyze chart prepared by summer associate summarizing print status of works identified in the First Amended Complaint; research print status of certain works in chart; communicate with summer associate regarding missing information; analyze deposition transcripts for material to incorporate into brief in support of motion for summary judgment.	3.60	1,422.00
06/19/2012	JP	Draft/revise summary judgment brief.	5.30	2,915.00
06/19/2012	JP	Review Wilkin errata sheet; confer with A. Roach regarding same.	0.50	275.00
06/19/2012	JP	Telephone conference with [REDACTED] Jack Bernard in connection with [REDACTED] research [REDACTED]	0.40	220.00
06/19/2012	JP	Draft/revise Wilkin declaration; review Jack Bernard's comments on same.	1.30	715.00
06/19/2012	RP	E-mail correspondence with John Wilkin regarding [REDACTED] questions from expert witness Joel Waldfogel (.4); e-mail correspondence with J. Petersen and A. Fonoroff regarding potential additions to draft Katz declaration (.2).	0.60	270.00
06/19/2012	ASR	Call [REDACTED]; review and analyze errata identified by P. Courant; prepare errata sheet.	2.40	900.00
06/19/2012	AKY	[Not Subject of Fee Application]	1.70	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/20/2012	JB	Email communications and telephone conferences regarding brief, declarants and amici briefs.	2.30	1,725.00
06/20/2012	ASF	[Not Subject of Fee Application]	7.30	3,613.50
06/20/2012	AP	Analyze whether the works identified in the First Amended Complaint are in print or out of print and fiction or non-fiction and evaluate [REDACTED] [REDACTED] in support of summary judgment on fair use; analyze correspondence from National Federation of the Blind's counsel on possible argument from the plaintiffs' [REDACTED]; research and revise first factor arguments based on comments from Mr. Joe Petersen.	4.70	1,856.50
06/20/2012	AP	Analyze possible testimony [REDACTED] [REDACTED] for possible inclusion in brief in support of motion for summary judgment.	0.70	276.50
06/20/2012	JP	Review Stanley Katz declaration; confer with A. Fonoroff regarding same.	0.50	275.00
06/20/2012	JP	Review/revise Smalheiser declaration.	0.40	220.00
06/20/2012	JP	Draft/revise brief in support of summary judgment motion.	6.40	3,520.00
06/20/2012	JP	Draft/revise Wilkin declaration; e-mail John Wilkin regarding same.	1.30	715.00
06/20/2012	RP	Revise draft declaration of J. Wilkin per client comments (4.8); related teleconference and e-mail correspondence with J. Petersen (.3); e-mail correspondence with J. Wilkin [REDACTED] regarding expert witness's [REDACTED] questions as to HathiTrust data (.7); related e-mail correspondence with S. Herscovici of Brattle Group (.2); e-mail correspondence with J. Bernard regarding proposed revisions to Brattle Group retainer agreement (.1).	6.10	2,745.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/20/2012	ASR	Correspondence with Mr. Wilkin regarding execution of errata pages (.8); correspondence with Dr. Smalheiser regarding declaration (.6); review and analyze Wilkin deposition transcript to identify Highly Confidential portions (1.3); research regarding [REDACTED] use of digital databases for research and strategize regarding use of same (1.0); review and analyze draft of motion for summary judgment on fair use grounds (.8); review and revise Smalheiser declaration (3.8); prepare Courant errata sheet based on errata identified by Paul Courant (.6).	8.90	3,337.50
06/21/2012	JB	Review/revise brief (4.8); followup on experts (1.0).	5.80	4,350.00
06/21/2012	ASF	[Not Subject of Fee Application] [REDACTED]	8.10	4,009.50
06/21/2012	AJG	[Not Subject of Fee Application] [REDACTED]	1.30	No Charge
06/21/2012	AP	Analyze draft expert report from expert economist Joel Waldfogel in connection with arguments to be made under the fourth fair use factor.	0.70	276.50
06/21/2012	AP	Research and draft revisions to the draft brief in support of summary judgment on fair use addressing the preservation uses and access to the blind under the first fair use factor; analyze strategy for arguments for uses facilitating access for the print disabled; research and draft revisions [REDACTED] under the third fair use factor; incorporate citations to the deposition testimony [REDACTED]; analyze revised draft prepared by Mr. Joe Petersen and provide comments on the same.	5.50	2,172.50
06/21/2012	JP	Draft/revise Smalheiser declaration.	0.30	165.00
06/21/2012	JP	Draft/revise summary judgment brief.	6.10	3,355.00
06/21/2012	JP	Draft/revise Waldfogel declaration.	0.40	220.00
06/21/2012	JP	Review John Wilkin comments on declaration; confer with R. Potter regarding same.	0.30	165.00
06/21/2012	JP	Correspond with Stanley Katz regarding his declaration.	0.60	330.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/21/2012	RP	Review/revise draft report from expert Joel Waldfogel (1.3); related e-mail correspondence with J. Beck and J. Petersen (.2); e-mail correspondence with B. Levine, general counsel for Brattle Group, regarding terms of expert retainer agreement (.4); teleconference with S. Herscovici of Brattle Group regarding draft expert report (.4); revise John Wilkin declaration per comments from John Wilkin (.9); related e-mail correspondence with J. Wilkin (.2); review A. Fonoroff's comments on draft Waldfogel brief (.5); related e-mail correspondence with A. Fonoroff (.1).	4.00	1,800.00
06/21/2012	ASR	Conference with A. Fonoroff and J. Petersen regarding draft Smalhesier declaration (1.0); conference with Dr. Smalheiser regarding proposed changes to draft declaration (.5); review and revise draft Smalheiser declaration (3.0); conference with J. Petersen regarding HathiTrust Research Center (.4); research regarding HathiTrust Research Center [REDACTED] (1.9); coordinate with John Wilkin to obtain executed errata and transcript pages (.5); review and analyze Waldfogel report (.5); correspondence with Dr. Smalheiser regarding revising draft declaration (.6).	9.40	3,525.00
06/22/2012	JB	Followup on brief, including conference call to review changes; followup on experts.	4.00	3,000.00
06/22/2012	ASF	[Not Subject of Fee Application] [REDACTED]	9.00	4,455.00
06/22/2012	AP	Revise draft brief in support of motion for summary judgment on fair use to incorporate comments from Mr. Joe Beck; analyze revised brief and provide comments on the same; analyze comments from Mr. Alex Fonoroff; analyze [REDACTED] strategy for certain arguments in the brief, including the strategy for addressing the Orphan Works Project; revise draft brief to incorporate further comments from Messrs. Beck, Petersen, and Fonoroff, as well as my own comments.	9.30	3,673.50
06/22/2012	JP	Telephone conference with Joe Gratz (Google counsel) regarding status; prepare memo regarding same.	0.20	110.00
06/22/2012	JP	Draft/revise brief in support of summary judgment motion; prepare correspondence to client group regarding same.	4.50	2,475.00
06/22/2012	JP	Correspond with Bryce Pilz regarding Lear declaration; revise declaration.	2.40	1,320.00
06/22/2012	JP	Draft/revise Smalheiser declaration.	1.60	880.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/22/2012	JP	Draft/revise Katz declaration.	0.70	385.00
06/22/2012	RP	E-mail correspondence with J. Wilkin regarding status of declaration (.2); related teleconference with J. Petersen (.2); revise and finalize draft declaration, and gather and prepare related exhibits (1.9); e-mail correspondence with B. Levine, General Counsel of Brattle Group, regarding retainer agreement (.3); related e-mail correspondence with clients (.4); draft/revise Notice of Motion to accompany summary judgment brief (.5); e-mail correspondence regarding executed errata sheets of L. Farley, H. Christenson and P. Hirtle (.4); prepare draft declaration [REDACTED] and related factual research (1.7).	5.60	2,520.00
06/22/2012	ASR	Review and revise draft Smalheiser declaration (1.0); research regarding timing for disclosing new fact witness (.9); correspondence with Nancy North regarding execution of errata sheets for Dr. Courant (.3); research for [REDACTED] Smalheiser declaration (1.4).	3.60	1,350.00
06/23/2012	JP	Correspond with Jack Bernard regarding Chafee amendment issue; telephone conference with Jack Bernard regarding same.	0.50	275.00
06/24/2012	JP	Review/revise Waldfogel declaration.	0.40	220.00
06/24/2012	ASR	Review and analyze Courant Google deposition transcript to identify highly confidential portions.	1.80	675.00
06/25/2012	JB	Review and comment on client comments and begin revisions; review Katz declaration; other follow up, including extensive time at home.	8.00	6,000.00
06/25/2012	ASF	[Not Subject of Fee Application] [REDACTED]	7.10	3,514.50
06/25/2012	SDJ	[Not Subject of Fee Application] [REDACTED]	0.50	105.00
06/25/2012	AP	Analyze draft paper [REDACTED] in connection with developing arguments for draft summary judgment brief; analyze strategy for addressing outstanding tasks needed to file the motion for summary judgment on Friday; analyze comments to the brief from Mr. Jack Bernard; revise draft brief to incorporate comments from Mr. Bernard; revise brief to incorporate further comments from Mr. Joe Beck.	5.30	2,093.50
06/25/2012	JP	Review/revise Smalheiser declaration.	2.40	1,320.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/25/2012	JP	Telephone conference with John Wilkin regarding draft declaration.	0.40	220.00
06/25/2012	JP	Draft/revise declaration [REDACTED] regarding flooding of Wisconsin library.	2.50	1,375.00
06/25/2012	JP	Review NFB Chafee amendment argument; correspond with NFB counsel regarding same.	1.40	770.00
06/25/2012	JP	Review Jack Bernard comments on brief; review/revise same; confer with J. Beck regarding same.	2.20	1,210.00
06/25/2012	RP	Review/revise Joel Waldfogel's draft expert declaration, and assimilate client and attorney comments into same (7.4); related e-mail correspondence with J. Bernard (.2); related teleconference with S. Herscovici of Brattle Group (.6); teleconference with J. Petersen and rest of team regarding timing of all pending drafts for summary judgment motion (.3); e-mail correspondence with C. Ashley regarding potential declaration [REDACTED] (.3).	8.80	3,960.00
06/25/2012	ASR	Review and revise Smalheiser declaration (.8); conference with team regarding strategy for finalizing documents for filing (.5); review and revise Katz declaration (.8); review Courant Google deposition transcript to identify highly confidential portions (1.6); prepare letters to counsel in Google litigation and to opposing counsel in HathiTrust litigation enclosing final executed errata sheets and identifying highly confidential portions of each transcript (1.0); research regarding [REDACTED] disclosure of new fact witness upon filing of motion for summary judgment (2.0); draft and revise letter to Judge Baer regarding filing of motion for summary judgment (.6).	7.30	2,737.50
06/26/2012	JB	Preparation for, including review of further comments and drafts, and participate in conference call with each University's counsel; followup on additional revisions to brief and to draft declarations.	5.50	4,125.00
06/26/2012	ASF	[Not Subject of Fee Application] [REDACTED]	8.90	4,405.50
06/26/2012	SDJ	[Not Subject of Fee Application] [REDACTED]	0.50	No Charge
06/26/2012	AP	Prepare for and participate in call with clients to discuss current version of brief and open issues.	1.10	434.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/26/2012	AP	Revise draft brief in support of motion for summary judgment on fair use to incorporate further comments from Mr. Joe Beck; draft correspondence to clients enclosing latest version in preparation for call to discuss open issues; analyze comments to the brief from Mr. Alex Fonoroff; revise brief to incorporate Mr. Fonoroff's comments; revise brief to incorporate declaration testimony; draft correspondence [REDACTED] brief; draft correspondence to NFB regarding current iteration of brief; communicate with Google regarding [REDACTED] briefs.	9.70	3,831.50
06/26/2012	JP	Draft/revise Smalhesier declaration.	0.50	275.00
06/26/2012	JP	Draft/revise letter to Court regarding summary judgment motion in accordance with court's rules of practice.	0.80	440.00
06/26/2012	JP	Telephone conference with Ned Rosenthal regarding page limitation.	0.10	55.00
06/26/2012	JP	Draft/revise Katz declaration.	0.20	110.00
06/26/2012	JP	Prepare for and participate in conference call with clients regarding summary judgment motion, brief; review/revise same in response to call.	1.70	935.00
06/26/2012	JP	Draft/revise summary judgment brief.	2.40	1,320.00
06/26/2012	RP	Revise draft expert report of Joel Waldfogel and integrate client comments (.5); related e-mail correspondence with S. Herscovici of Brattle Group (.3); review draft declaration of N. Smalheiser regarding text mining (.3); related teleconference with J. Petersen and A. Roach (.5); revise draft declaration [REDACTED] regarding flooding at UW-Superior library, per J. Petersen comments (.4); related e-mail correspondence with C. Ashley (.2); revise draft declaration of J. Wilkin per J. Petersen comments (.3); related e-mail correspondence and teleconference with J. Petersen (.3).	6.90	3,105.00
06/26/2012	ASR	Review and revise expert declaration of Dr. Smalheiser to finalize it for execution (2.4); draft and revise letter to Judge Baer regarding motion for summary judgment (.5); correspondence with Dr. Smalheiser regarding final declaration and execution (.5); correspondence to clients regarding Smalheiser declaration and attaching draft for review (.3).	3.70	1,387.50
06/27/2012	JB	Review/comment on Declarations; review/comment on continued ideas and changes for the brief; followup with Joe Petersen on Statement of Facts Not in Dispute; billing issues (1.4 -- DO NOT BILL 1.4); further review of Declarations and Emails regarding use in the Brief.	6.00	4,500.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/27/2012	ASF	[Not Subject of Fee Application]	5.10	2,524.50
06/27/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
06/27/2012	AP	Communicate [redacted] regarding [redacted] brief and the possibility of securing [redacted] testimony; analyze comments from NFB and Jonathan Band regarding current draft of brief; analyze comments from Mr. Jack Bernard to current draft of brief; analyze and provide comments on the most recent draft of the expert declaration from Joel Waldfoegel; revise brief to incorporate comments from NFB lawyers; revise brief to incorporate further comments from Mr. Joe Beck and material from the declarations.	10.20	4,029.00
06/27/2012	JP	Review NFB draft brief.	0.90	495.00
06/27/2012	JP	Call with court regarding confidentiality issue; review draft letter to court regarding same; correspond with Bob Bernstein and Ned Rosenthal regarding same.	0.30	165.00
06/27/2012	JP	Finalize Smalheiser declaration.	0.20	110.00
06/27/2012	JP	Review/revise declaration from Faith Hensrud regarding Wisconsin flooding; confer with R. Potter regarding same.	0.50	275.00
06/27/2012	JP	Telephone conference with Joe Gratz regarding brief.	0.40	220.00
06/27/2012	JP	Review client comments on brief; draft/revise brief; telephone conference with Bob Bernstein regarding same.	1.10	605.00
06/27/2012	JP	Review finalized Leary declaration; correspond with Bryce Pilz regarding same.	0.30	165.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/27/2012	RP	E-mail correspondence with C. Ashley regarding draft declaration for D. Norgren (.1); review/revise amended draft report of expert Joel Waldfogel (2.7); related e-mail correspondence with J. Waldfogel and Brattle Group (.3); related e-mail correspondence with A. Fonoroff (.2); review A. Fonoroff's comments to draft Waldfogel declaration (.3); e-mail correspondence and teleconference with A. Roach regarding draft statement of material facts not in dispute (.5); revise draft UW-Superior declaration for Faith Hensrud's signature (.6); related teleconference and e-mail correspondence with F. Hensrud (.5); related e-mail correspondence with C. Ashley and J. Petersen (.4); review/revise J. Wilkin declaration in advance of execution (1.9); related e-mail correspondence with J. Wilkin (.2); teleconferences with J. Beck, A. Fonoroff and A. Pequignot regarding draft Waldfogel declaration (.9); review proposed final agreement with Brattle Group to ensure all revisions are included (.4); related e-mail correspondence with C. Bazelon of Brattle Group (.2).	9.20	4,140.00
06/27/2012	ASR	Revise and finalize Smalheiser declaration and exhibits (.4); review and analyze draft motion for summary judgment (.6); propose revisions to draft brief (.6); draft and revise Statement of Material Facts (2.0).	3.60	1,350.00
06/28/2012	JB	drafting and related work throughout the day on the brief; begin review of Statement of Facts Not in Dispute.	8.00	6,000.00
06/28/2012	ASF	[Not Subject of Fee Application]	6.70	3,316.50
06/28/2012	SDJ	[Not Subject of Fee Application]	0.50	105.00
06/28/2012	AP	Revise brief in support of motion for summary judgment to incorporate material from declarations, including quotes that support our arguments; draft correspondence to the clients enclosing the most recent draft and a summary of open issues; revise brief to incorporate comments from Mr. Alex Fonoroff; revise brief to incorporate further comments from clients; draft new section [REDACTED]; analyze and incorporate further comments from Mr. Jack Bernard; analyze strategy for incorporating helpful admissions in interrogatory responses; revise brief to incorporate further comments from Mr. Joe Beck.	11.70	4,621.50
06/28/2012	JP	Draft/revise Wilkin declaration; correspond with John Wilkin regarding same.	1.00	550.00
06/28/2012	JP	Review Waldfogel declaration.	0.50	275.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/28/2012	JP	Telephone conference with Jack Bernard regarding brief; confer with A. Pequignot regarding same.	0.30	165.00
06/28/2012	JP	Draft/revise summary judgment brief.	1.50	825.00
06/28/2012	JP	Draft/revise statement of undisputed facts.	6.90	3,795.00
06/28/2012	RP	Teleconference and e-mail correspondence with J. Petersen regarding revisions to J. Wilkin declaration (.7); revise same (.5); teleconference and e-mail correspondence with A. Pequignot regarding revisions to draft Waldfogel expert declaration (night before) (.7); e-mail correspondence and teleconference with F. Hensrud, Provost of UW-Superior, regarding draft declaration (1.3); revise draft Hensrud declaration (1.9); review/revise draft Waldofogel expert report (2.1); related e-mail correspondence and teleconference with J. Waldfogel and S. Herscovici of Brattle Group (1.5); teleconference with A. Roach regarding Plaintiffs' discovery responses in connection with summary judgment brief (.2); e-mail correspondence with J. Bernard regarding terms of Brattle Group agreement (.2)	9.10	4,095.00
06/28/2012	ASR	Draft and revise Petersen Declaration and prepare associated exhibits A - V (5.9); coordinate with A. Garcia to prepare and revise Notice of Motion (.3); revise and circulate strategy for finalizing and filing documents supporting brief (.8).	7.00	2,625.00
06/29/2012	JB	Complete review of Statement of Undisputed Facts and comments (including time last night at home); multiple emails and telephone conferences regarding motion for summary judgment brief.	7.50	5,625.00
06/29/2012	JAE	[Not Subject of Fee Application]	2.50	No Charge
06/29/2012	ASF	[Not Subject of Fee Application]	2.20	1,089.00
06/29/2012	AJG	[Not Subject of Fee Application]	3.80	No Charge
06/29/2012	SDJ	[Not Subject of Fee Application]	0.50	No Charge
06/29/2012	AP	Revise [redacted] fair use argument [redacted]; revise brief to incorporate comments received by the NFB lawyers and clients; revise brief to incorporate further comments from Messrs. Joe Beck and Joe Petersen; revise brief [redacted] revise brief to correct citations and Bluebook errors; finalize brief and coordinate filing; analyze draft digital humanities amicus brief; pull Plaintiffs' pleadings from PACER and begin to analyze.	9.90	3,910.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/29/2012	JP	Review additional evidence [REDACTED] forwarded by Sunil Kulkarni; correspond with Sunil Kulkarni regarding same.	1.00	550.00
06/29/2012	JP	Finalize summary judgment motion and coordinate filing.	2.90	1,595.00
06/29/2012	JP	Review/revise Petersen declaration in support of the motion.	0.40	220.00
06/29/2012	JP	Draft/revise summary judgment brief.	2.30	1,265.00
06/29/2012	JP	Review papers in support of plaintiffs' motion.	1.00	550.00
06/29/2012	JP	Draft/revise Statement of Undisputed Material Facts.	0.40	220.00
06/29/2012	RP	Review/revise amended draft of Waldfoegel expert declaration (.9); related e-mail correspondence with S. Herscovici of Brattle Group (.3); e-mail correspondence with J. Petersen regarding draft documents for filing generally (.2); prepare Waldfoegel report for redacted and unredacted filing (1.6); revise and finalize all documents in advance of filing (1.0); attention to and oversight of finalizing and filing all documents in support of motion for summary judgment (2.2).	6.20	2,790.00
06/29/2012	ASR	Review and revise Statement of Material facts (3.1); review and confirm accurateness of exhibits to Petersen Declaration (1.0); review and revise Petersen Declaration (.6); review and analyze factual citations in brief and coordinate with A. Pequignot to enter revisions to citations (2.0); review and analyze documents filed by Plaintiffs (1.5).	8.20	3,075.00
06/30/2012	AP	Analyze the plaintiffs' memorandum of law in support of their motion for summary judgment; communicate with clients regarding overview of the plaintiffs' declaration filings.	1.30	513.50
06/30/2012	ASR	Review and analyze documents filed by Plaintiffs in support of their Motion for Summary Judgment and summarize contents of each filing.	2.00	750.00
Fees				\$336,165.50
Less 12.5% Discount Plus Additional Courtesy Discounts				(47,078.00)
Total Fees				\$289,087.50

<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	94.20	750.00	656.25	61,818.79
ASF	[REDACTED]	69.40	495.00	433.13	30,059.23
JP	Joe Petersen	153.80	550.00	481.25	74,016.54
RLR	[REDACTED]	0.70	605.00	529.38	370.57

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
SLH	██████████	4.80	285.00	249.38	No Charge
AP	Andrew Pequignot	125.10	395.00	345.63	43,238.36
RP	Robert Potter	116.40	450.00	393.75	45,832.56
ASR	Allie S. Roach	102.30	375.00	328.13	33,567.69
ASR	Allie S. Roach	5.00	375.00	328.13	No Charge
AKY	██████████	1.70	235.00	205.63	No Charge
SDJ	██████████	1.00	210.00	183.75	183.76
SDJ	██████████	2.00	210.00	183.75	No Charge
CES	██████████	0.90	180.00	157.50	No Charge
AJG	██████████	5.50	215.00	188.13	No Charge
JAE	██████████	2.50	150.00	131.25	No Charge
Totals		685.30			\$289,087.50

Other Charges:

05/16/2012	Meal expense of Allison S. Roach on 16 May 2012	4.32
05/17/2012	Meal expense of Joseph Petersen on 17 May 2012	110.63
05/17/2012	Hotel expense of Allison S. Roach for a trip to New York - Manhattan on 17 May 2012	702.33
05/17/2012	Travel expense of Allison S. Roach on 17 May 2012	32.00
05/30/2012	Meal expense of Robert Potter on 30 May 2012	33.68
06/01/2012	Westlaw On-Line Legal Research	No Charge
06/03/2012	Airfare expense of Robert Potter for a trip to Boston on 03 Jun 2012	493.80
06/04/2012	Train expense of Robert Potter for a trip to NYC on 04 Jun 2012	98.00
06/04/2012	Travel expense of Robert Potter on 04 Jun 2012	32.68
06/06/2012	PACER Service Center - Online document retrieval services from 01/01/12-03/31/12	13.04
06/07/2012	Southern District Reporters, P.C.-05/17/12 The Authors Guild v Hathitrust, et al	134.16
06/07/2012	TSG Reporting, Inc.-Deposition of Paul Courant	1,069.20
06/07/2012	TSG Reporting, Inc.-Deposition of John Wilkin	1,251.40
06/07/2012	Westlaw On-Line Legal Research	No Charge
06/08/2012	TSG Reporting, Inc.-Deposition of Peter Hirtle	1,236.75

Other Charges:

06/08/2012	Westlaw On-Line Legal Research	No Charge
06/12/2012	Westlaw On-Line Legal Research	No Charge
06/14/2012	Westlaw On-Line Legal Research	No Charge
06/15/2012	Shea Court Reporting Services-Deposition of Frederic L. Haber	305.55
06/15/2012	Westlaw On-Line Legal Research	No Charge
06/18/2012	American Express - Airfare W A Pequignot ATL/LGA/ATL 05/16/12	407.60
06/18/2012	American Express - Airfare Allison Roach no dates (no matter/gl# given)	506.00
06/20/2012	Westlaw On-Line Legal Research	No Charge
06/25/2012	TSG Reporting, Inc.-Deposition of Pat Cummings	1,114.45
06/29/2012	TSG Reporting, Inc.-Deposition of Helge Ronning	1,205.45
06/29/2012	Westlaw On-Line Legal Research	No Charge
06/29/2012	Lexis On-line Legal Research	224.75
	Document Reproduction	221.40
	Document Reproduction	7.20
Total Other Charges		\$9,204.39

TOTAL AMOUNT DUE THIS INVOICE**\$298,291.89**



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

July 6, 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 #: 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>
CORNELL UNIVERSITY - NELSON E. ROTH	44,743.79

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Fed I.D. 58-0511774

July 6, 2012

JACQUELINE A. SIMMONS
VICE PRESIDENT AND GENERAL COUNSEL
INDIANA UNIVERSITY
107 S. INDIANA AVENUE
BRYAN HALL #211
BLOOMINGTON, IN 47405

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>
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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>
INDIANA UNIVERSITY BLOOMINGTON – JACQUELINE A. SIMMONS	44,743.79

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Fed I.D. 58-0511774

July 6, 2012

KAREN J. PETRULAKIS
UNIVERSITY OF CALIFORNIA, BERKELEY
OFFICE OF THE GENERAL COUNSEL
1111 FRANKLIN STREET
8TH FLOOR
OAKLAND, CA 94607FLOOR
ANN ARBOR, MI 48104-2592

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 CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	44,743.79

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July 6, 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 #: 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 WISCONSIN-MADISON - NANCY K. LYNCH	44,743.79

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JULY 2012
COSTS AND FEES



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August 16, 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 #: 11306579

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>
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	153,757.39	65,896.02
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
Previous Balance Due:		725,786.47	20,987.07	0.00	527,236.56	219,536.98
Current Invoice:						
8/16/12	11306579	\$290,504.07	\$9,171.31	\$0.00		\$299,675.38

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	119,870.18

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 Fed I.D. 58-0511774

August 16, 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 #: 11306579

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through July 31, 2012:

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/01/2012	ASF	[Not Subject of Fee Application]	2.90	1,435.50
07/01/2012	AP	Communicate with Mr. Jonathan Band regarding as-filed briefs; communicate with Mr. Jason Schultz at Berkeley regarding amicus brief; communicate with Google's counsel regarding as-filed pleadings and deposition transcripts [redacted]; analyze Plaintiffs' brief in support of their motion for summary judgment.	1.70	671.50
07/01/2012	ASR	Review and analyze documents filed by Plaintiffs in support of their motion for summary judgment (.7); draft and revise summary of documents filed by Plaintiffs (1.5).	2.20	825.00
07/02/2012	JB	Review Plaintiff's Motion for Summary Judgment (including time over the weekend) and develop approaches to our opposition.	5.80	4,350.00
07/02/2012	ASF	[Not Subject of Fee Application]	1.00	495.00

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>
07/02/2012	SDJ	[Not Subject of Fee Application]	2.50	No Charge
07/02/2012	AP	Analyze Plaintiffs' brief and declarations in support of their motion for summary judgment; analyze strategy for opposition brief; analyze correspondence with the National Federation of the Blind's lawyers regarding opposition.	4.40	1,738.00
07/02/2012	JP	Review summary judgment submissions; begin mapping out opposition; conferences with Joe Beck regarding same.	6.60	3,630.00
07/02/2012	JP	Telephone conference with Joe Gratz regarding [REDACTED]; review background material on potential experts.	1.50	825.00
07/02/2012	RP	Teleconference and e-mail correspondence with J. Beck regarding Plaintiffs' damage assertions in summary judgment brief as compared to admissions made in discovery responses (.3); related review of Plaintiffs' summary judgment brief and relevant declarations (2.7 - NO CHARGE); related review of Plaintiffs' discovery responses and relevant deposition transcripts (2.2); prepare summary overview of claimed harms versus contrary discovery evidence (2.9).	5.60	2,520.00
07/02/2012	ASR	Review and analyze Memorandum in Support of Plaintiffs' Motion for Summary Judgment (.6); review and analyze exhibits to declarations filed by Plaintiffs (.7); review and compare Edelman Declaration filed in support of Plaintiffs' motion [REDACTED] (.7); strategize regarding arguments attacking Plaintiffs' motion for summary judgment (.5); correspondence with Mr. Bernard and Mr. Wilkin [REDACTED] (.3).	2.80	1,050.00
07/03/2012	JB	Follow up on multiple tasks to opposing plaintiffs' Motion for Summary Judgment; review/comment on table comprising plaintiff's brief/discovery responses; conference regarding Garvais & Edelman.	2.70	2,025.00
07/03/2012	ASF	[Not Subject of Fee Application]	1.70	841.50
07/03/2012	AJG	[Not Subject of Fee Application]	1.00	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/03/2012	SDJ	[Not Subject of Fee Application]	1.50	No Charge
07/03/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	2.50	987.50
07/03/2012	JP	Review Gervais deposition transcript, background documents; begin mapping out opposition.	6.10	3,355.00
07/03/2012	RP	Draft/revise summary of plaintiffs' alleged harms versus contrary discovery evidence (1.1); review related deposition transcripts and discovery responses (.9); related e-mail correspondence with J. Beck and A. Fonoroff (.4).	2.40	1,080.00
07/03/2012	ASR	Conference [redacted] regarding [redacted] security issues [redacted] (.3); review and analyze exhibits filed by Plaintiffs in support of their claims of ownership and registration of copyrights (2.7); review and analyze Edelman declaration [redacted] (.3); strategize regarding addressing Section 108 arguments in opposition brief (1.0).	4.30	1,612.50
07/04/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	1.50	592.50
07/05/2012	JB	Emails and follow up regarding 4th Factor and Section 108 analysis; work on new budget; follow up on issues for brief.	4.00	3,000.00
07/05/2012	ASF	[Not Subject of Fee Application]	0.70	No Charge
07/05/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	1.00	395.00
07/05/2012	JP	Summary judgment opposition.	5.90	3,245.00
07/05/2012	RP	Draft insert for opposition brief highlight discovery evidence contrary to Plaintiffs' assertions of alleged harm (3.5); e-mail correspondence with J. Beck regarding strategy for opposing Section 108 arguments and Gervais declaration (.5); related e-mail correspondence with expert witness J. Waldfoegel [redacted] (.2).	4.20	1,890.00
07/05/2012	ASR	Review and analyze transcript of deposition [redacted]	0.50	187.50
07/06/2012	JB	Email communications regarding Section 108, security and Gervais Declaration and followup (1.8); billing and budget (2.0 DO NOT BILL).	1.80	1,350.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/06/2012	ASF	[Not Subject of Fee Application]	0.40	No Charge
07/06/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	2.50	987.50
07/06/2012	JP	Prepare for and participate in call [redacted] regarding security issues.	1.60	880.00
07/06/2012	JP	Protective order issue.	0.50	275.00
07/06/2012	JP	Correspond with Pat McLary regarding Hirtle deposition transcript.	0.30	165.00
07/06/2012	JP	Review library amicus brief.	0.40	220.00
07/06/2012	JP	Review correspondence to Corey Snavely; confer with A. Roach regarding same.	0.30	165.00
07/06/2012	RP	Draft/revise insert for opposition brief regarding fourth-factor harms (2.0); related e-mail correspondence with J. Beck (.2); review transcripts filed by Plaintiffs to confirm they have been redacted appropriately (.3); related e-mail correspondence with J. Petersen (.1).	2.60	1,170.00
07/06/2012	ASR	Conference [redacted] regarding response to security arguments in Plaintiffs' filings (.7); review and analyze transcript of Edelman deposition in Google case (1.5); conference with Mr. Petersen, Mr. Bernard, and others regarding inadequate redaction by Plaintiffs (.9); draft and revise correspondence to opposing counsel regarding inadequate redaction (.7); correspondence with Mr. Snavely regarding preparation of declaration to respond to Plaintiffs' security expert (.9).	4.70	1,762.50
07/07/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	2.50	987.50
07/08/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment.	7.30	2,883.50
07/09/2012	JB	Review brief by American Library Association et. al. amici; begin review of our opposition; followup and email communications regarding experts, security and Gervais.	6.00	4,500.00
07/09/2012	ASF	[Not Subject of Fee Application]	1.40	693.00
07/09/2012	SDJ	[Not Subject of Fee Application].	0.50	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/09/2012	AP	Research and draft brief in opposition to Plaintiffs' motion for summary judgment; circulate the amici briefs filed in support of the Libraries' motion to clients; analyze correspondence with opposing counsel regarding issue with their improper redaction of confidential information.	11.10	4,384.50
07/09/2012	JP	Review/revise opposition brief; confer with A. Pequignot regarding same.	4.70	2,585.00
07/09/2012	JP	Confer with A. Roach regarding protective order issue.	0.40	220.00
07/09/2012	RP	Review amici briefs from Jonathan Band and Charles Colman (1.4); review ██████████ article identified by P. Jaszi regarding HathiTrust and Google lawsuits (.3); related e-mail correspondence with J. Beck and J. Petersen (.2); teleconference with A. Pequignot regarding arguments against Plaintiffs' alleged harms and related briefing (.3).	2.20	990.00
07/09/2012	ASR	Draft and revise Section 108 argument for opposition to Plaintiffs' summary judgment motion (3.0); review and analyze Plaintiffs' 56.1 statement for preparing response to Plaintiffs' 56.1 statement (2.3); conference with opposing counsel regarding inadequate redaction issue (.4); correspondence with Mr. Bernard and ██████████ regarding redaction issue (.5).	6.20	2,325.00
07/10/2012	JB	Complete review and comments to our opposition draft addressing Section 107 and to Digital Humanities brief; dictate arguments addressing Gervais' 'collective licensing' argument and ██████████	5.50	4,125.00
07/10/2012	ASF	██████████ [Not Subject of Fee Application] ██████████	0.50	247.50
07/10/2012	AP	Analyze dates for oral argument on summary judgment motions; revise draft opposition brief in response to comments from Mr. Joe Petersen; analyze and comment on issues raised by the National Federation of the Blind lawyers; fill in missing citations for the draft opposition brief; communicate with Mr. Matthew Sag, ██████████ of the digital humanities amici brief, regarding Plaintiffs' record citations for a licensing market for text mining.	2.20	869.00
07/10/2012	JP	Correspond with Jeremy Goldman regarding protective order issue.	0.50	275.00
07/10/2012	JP	Draft/revise opposition papers.	6.50	3,575.00
07/10/2012	ASR	Coordinate with Resource Center to prepare template for responding to Plaintiffs' 56.1 Statement (.5); conference with opposing counsel and internal team regarding resolution of Plaintiffs' inadequate redaction problem (.7).	1.20	450.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/11/2012	JB	Preparation for and conference regarding opposition draft; preparation for and conference with National Federation of the Blind team; preparation for and conference with clients; followup from these conferences and from opposition draft.	6.30	4,725.00
07/11/2012	ASF	[Not Subject of Fee Application]	0.20	99.00
07/11/2012	AJG	[Not Subject of Fee Application]	1.30	No Charge
07/11/2012	AP	Analyze comments from Messrs. Joe Beck and Joe Petersen to the draft brief in opposition to Plaintiffs' motion for summary judgment and revise brief in connection with the same; prepare for and participate in conference calls with the National Federation of the Blind lawyers and the clients to discuss the opposition brief.	7.20	2,844.00
07/11/2012	JP	Draft/revise opposition papers.	3.10	1,705.00
07/11/2012	JP	Prepare for and participate in call with National Federation of the Blind counsel regarding opposition papers.	1.20	660.00
07/11/2012	JP	Communicate with Ned Rosenthal regarding oral argument date.	0.30	165.00
07/11/2012	JP	Prepare for and participate in call with clients regarding opposition to plaintiffs' motion for summary judgment.	1.40	770.00
07/11/2012	RP	Prepare courtesy copy set of all summary judgment filings for the Court and confirm accuracy of same (1.3); draft related cover letter to the Court (.5); related teleconferences with J. Petersen and A. Garcia (.3); teleconference with S. Herscovici of Brattle Group regarding Joel Waldfogel's thoughts' on Gervais Declaration in support Plaintiffs' motion for summary judgment (.4).	2.50	1,125.00
07/11/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify facts regarding ownership that Plaintiffs have not established (2.5); Draft and revise responses to Plaintiffs' 56.1 statement (1.0); draft and revise section for Opposition brief regarding Section 108 (3.2).	6.70	2,512.50
07/12/2012	JB	Followup on Declaration in opposition to Gervais; followup on letter from the Judge to Plaintiffs' attorneys; review and edit/comment on drafts of Section 108 and Orphan Works Project, and draft rebuttals of Gervais [REDACTED]	4.50	3,375.00
07/12/2012	ASF	[Not Subject of Fee Application]	0.30	148.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/12/2012	AP	Research and draft additional sections to draft brief in opposition to Plaintiffs' motion for summary judgment, including [REDACTED] on the Orphan Works Project, and revise based on comments from Messrs. Joe Beck and Joe Petersen; analyze letter from Judge Baer regarding additional briefing on the associational standing issue.	8.90	3,515.50
07/12/2012	JP	Prepare for and participate in call with Cory Snavelly regarding security issues.	1.80	990.00
07/12/2012	JP	Call to court regarding scheduling oral argument; e-mail to client group regarding same.	0.30	165.00
07/12/2012	JP	Telephone conferences with Bernt Hugenholts (possible rebuttal expert); prepare correspondence to Hugenholts regarding same.	1.60	880.00
07/12/2012	JP	Review correspondence from Judge Baer regarding associational standing; communicate with Joe Beck regarding same.	0.40	220.00
07/12/2012	JP	Draft/revise opposition papers.	1.10	605.00
07/12/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify facts regarding ownership that Plaintiffs have not established (2.0); draft and revise response to Plaintiffs 56.1 statement (1.2); review and revise Opposition brief (3.0); strategize with Mr. Beck regarding revisions to draft Opposition brief (.6); conference with Mr. Snavelly regarding preparation of his declaration (.9).	7.70	2,887.50
07/13/2012	MJA	[Not Subject of Fee Application] [REDACTED]	0.10	No Charge
07/13/2012	JB	Followup telephone conferences and email communications regarding expert to counter Gervais and regarding new draft opposition and regarding letter to Judge regarding standing motion; develop arguments [REDACTED] [REDACTED]	4.80	3,600.00
07/13/2012	AP	Research and draft additional sections to draft brief in opposition to Plaintiffs' motion for summary judgment, including [REDACTED] on the Orphan Works Project, and revise based on comments from Messrs. Joe Beck and Joe Petersen; analyze other suggestions for addressing Plaintiffs' [REDACTED] argument [REDACTED]; analyze letter from Judge Baer regarding additional briefing on the associational standing issue.	9.10	3,594.50
07/13/2012	JP	Correspond with potential expert Bernt Hogenholtz; correspond with client group regarding same.	0.60	330.00
07/13/2012	JP	Draft/revise opposition papers.	1.10	605.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/13/2012	JP	Review Ned Rosenthal's correspondence to court regarding standing issue; prepare correspondence to client group regarding same; review Hugenholtz writings.	1.50	825.00
07/13/2012	JP	Review Snavelly response to Edelman declaration.	0.50	275.00
07/13/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify facts regarding ownership that Plaintiffs have not established (1.5); draft and revise response to Plaintiffs 56.1 statement (2.0); review and revise Opposition brief (1.0); strategize with Mr. Beck regarding revisions to draft Opposition brief (.8).	5.30	1,987.50
07/15/2012	JP	Draft/revise Snavelly declaration.	2.80	1,540.00
07/15/2012	JP	Correspond with potential expert Bernt Hugenholtz regarding rebuttal to Gervais declaration.	0.30	165.00
07/15/2012	ASR	Draft and revise response to Plaintiffs' 56.1 statement.	3.00	1,125.00
07/16/2012	JB	Review/revise opposition, including time over the weekend.	5.80	4,350.00
07/16/2012	ASF	[Not Subject of Fee Application]	5.70	2,821.50
07/16/2012	AP	Analyze [redacted] flaws in Plaintiffs' allegations of copyright ownership for use in the brief; revise draft opposition brief to fill in missing citations and arguments; revise opposition brief to incorporate comments from Messrs. Joe Beck and Alex Fonoroff; draft correspondence to clients regarding draft opposition brief; draft correspondence to National Federation of the Blind team regarding draft opposition brief.	7.30	2,883.50
07/16/2012	JP	Draft/revise Snavelly declaration.	6.80	3,740.00
07/16/2012	JP	Review/revise statement of undisputed facts.	0.40	220.00
07/16/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify failures in their ownership proof (3.0); draft and revise response to Plaintiffs' 56.1 statement (4.5); correspondence with opposing counsel regarding documents produced in response to subpoena to Google (.5).	8.00	3,000.00
07/17/2012	JB	Review and begin incorporating comments; telephone conference with Jack Bernard; email communications to team regarding things to do; review/comment on National Federation of the Blind draft.	4.50	3,375.00
07/17/2012	ASF	[Not Subject of Fee Application]	5.90	2,920.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/17/2012	AP	Analyze comments to draft brief in opposition to Plaintiffs' motion for summary judgment; analyze [REDACTED] deficiencies in Plaintiffs' prima facie case; revise draft opposition brief to incorporate comments from Messrs. Beck and Fonoroff; revise brief to incorporate comments from clients.	9.30	3,673.50
07/17/2012	JP	Draft/revise Hugenholtz declaration; telephone conference with Dr. Hugenholtz regarding same.	4.50	2,475.00
07/17/2012	JP	Draft/revise response to plaintiffs' statement of undisputed facts.	0.50	275.00
07/17/2012	RP	Draft insert to opposition to Plaintiffs' Statement of Undisputed Facts regarding alleged market harm, and identify relevant evidentiary citations (8.2); related teleconference with J. Petersen and A. Roach (.2); related teleconferences and e-mail correspondence with A. Pequignot and A. Roach (.4); review draft opposition brief to confirm all discovery-based assertions are factually accurate (.5).	9.30	4,185.00
07/17/2012	RLR	[Not Subject of Fee Application]	1.20	726.00
07/17/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify failures in their ownership proof (1.0); draft and revise response to Plaintiffs' 56.1 statement (8.0); conference with Mr. Beck and Mr. Petersen regarding revisions to draft Opposition brief (1.0); conference [REDACTED] to confirm facts to response to Plaintiffs' 56.1 statement (.8).	10.80	4,050.00
07/18/2012	JB	Addressing multiple comments to 2 drafts of brief by several clients and National Federation of the Blind and multiple telephone conferences and email communications and revisions throughout the day in connection there with; followup on new 'security' declaration [REDACTED] (including time at home on July 17).	10.00	7,500.00
07/18/2012	ASF	[Not Subject of Fee Application] [REDACTED]	6.60	3,267.00
07/18/2012	AP	Revise draft opposition brief to incorporate comments from Mr. Joe Beck, clients, and National Federation of the Blind team.	12.30	4,858.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/18/2012	JP	Draft/revise response to plaintiffs' statement of undisputed material facts.	3.90	2,145.00
07/18/2012	JP	Prepare for and participate in call with Cory Snavely regarding declaration; draft/revise Snavely declaration.	3.20	1,760.00
07/18/2012	JP	Draft/revise Hugenholtz declaration and correspond with Bernt Hugenholtz regarding same.	1.20	660.00
07/18/2012	RP	Draft responses to Plaintiffs' statement of undisputed material facts (6.1); related teleconferences and e-mail correspondence with A. Roach (.6); e-mail correspondence with B. Bernstein and D. Goldstein, counsel for Intervenors, regarding same and related discovery evidence (.4).	7.10	3,195.00
07/18/2012	ASR	Review and analyze exhibits to declarations filed by Plaintiffs to identify failures in their ownership proof (1.0); draft and revise response to Plaintiffs' 56.1 statement (6.4); conference with Mr. Pequignot and Mr. Beck regarding [REDACTED] opposition brief (1.0); draft and revise footnote [REDACTED] (1.0); conference with Mr. Wilkin regarding facts [REDACTED] for responding to Plaintiffs' 56.1 statement (.8); conference [REDACTED] to clarify facts for responding to Plaintiffs' 56.1 statement (1.0).	11.20	4,200.00
07/19/2012	JB	Continued revisions to the opposition brief, including evening time at home on July 18; followup [REDACTED] on remaining declaration incorporation.	10.50	7,875.00
07/19/2012	ASF	[Not Subject of Fee Application] [REDACTED]	0.50	247.50
07/19/2012	AP	Revise opposition brief to incorporate comments from Messrs. Beck, Petersen, and Fonoroff, clients, and National Federation of the Blind team; revise brief to incorporate Snavely and Hugenholtz declarations.	10.30	4,068.50
07/19/2012	JP	Draft/revise Hugenholtz declaration.	1.10	605.00
07/19/2012	JP	Draft/revise opposition brief.	2.90	1,595.00
07/19/2012	JP	Draft/revise Snavely declaration.	3.80	2,090.00
07/19/2012	JP	Draft/revise response to plaintiffs' statement of material facts.	1.50	825.00
07/19/2012	RP	Draft/revise counter-statement to Plaintiffs' statement of undisputed facts (1.2); related e-mail correspondence and teleconference with J. Petersen and A. Roach (.6); review draft declarations of C. Snively and P. Hugenholtz (.9); related e-mail correspondence with J. Petersen (.5); teleconference with A. Pequignot regarding draft opposition brief (.4); review draft opposition brief (.8).	4.40	1,980.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/19/2012	RLR	[Not Subject of Fee Application]	2.10	1,270.50
07/19/2012	ASR	Draft and revise Response to Plaintiffs' 56.1 Statement (7.1); conference with Mr. Snavely regarding draft declaration (1.0); review and revise Snavely declaration to finalize it for execution (.8); strategize regarding finalizing draft opposition brief (1.2).	10.10	3,787.50
07/20/2012	JB	Wrap up/revisions to brief and related tasks (6 hours -- only bill for 4 hours).	4.00	3,000.00
07/20/2012	JAE	[Not Subject of Fee Application]	2.00	No Charge
07/20/2012	AJG	[Not Subject of Fee Application]	2.50	No Charge
07/20/2012	AP	Revise opposition brief to incorporate comments from Mr. Beck and clients; conference with Mr. Jack Bernard regarding proposed changes to brief; coordinate finalizing brief and preparing for filing.	7.70	3,041.50
07/20/2012	JP	Finalize opposition papers.	6.60	3,630.00
07/20/2012	JP	Review Plaintiffs' opposition papers.	1.50	825.00
07/20/2012	RP	Review, revise and finalize for filing Snavely and Huegenholtz declarations (1.4); related e-mail correspondence with J. Petersen (.3); review/revise all relevant citations and formatting in counter-statement of undisputed facts (1.4); related tasks in connection with filing of opposition papers (.5).	3.60	1,620.00
07/20/2012	ASR	Review, revise, and finalize for filing Response to Plaintiffs' 56.1 Statement (5.0); draft and revise Petersen Declaration and exhibits to Petersen Declaration and finalize same for filing (3.3); correspondence to opposing counsel attaching unredacted versions of documents as filed (.3).	8.60	3,225.00
07/21/2012	AP	Analyze Plaintiffs' brief in opposition to the Libraries' motion for summary judgment.	1.70	671.50
07/22/2012	ASR	Review and analyze opposition papers filed by Plaintiffs.	1.70	637.50
07/23/2012	A4B	[Not Subject of Fee Application]	0.60	No Charge
07/23/2012	JB	Review and related work, including over the weekend, on Plaintiffs' Opposition; begin work on Reply and consideration of letter to [Judge Baer]	6.30	4,725.00
07/23/2012	ASF	[Not Subject of Fee Application]	4.60	2,277.00
07/23/2012	AJG	[Not Subject of Fee Application]	1.00	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/23/2012	JLG	[Not Subject of Fee Application]	0.20	No Charge
07/23/2012	AP	Research and draft reply memorandum in support of motion for summary judgment; analyze strategy for letter to the Court regarding associational standing.	11.20	4,424.00
07/23/2012	JP	Telephone conference with Ned Rosenthal regarding judge letter; review/revise letter to court requesting extension; correspond with client group regarding same.	0.50	275.00
07/23/2012	JP	Confer with A. Pequignot regarding Reply papers.	0.50	275.00
07/23/2012	JP	Correspond with Bernt Hugenholtz as a follow up to submission of report.	0.30	165.00
07/23/2012	JP	Draft/revise Associational standing letter to Court.	2.70	1,485.00
07/23/2012	RP	Review Plaintiffs' and Intervenors' briefs in opposition to summary judgment (.9); related e-mail correspondence with KTS team (.3); review all counter-statements of material fact to identify material issues in dispute (3.8); related e-mail correspondence with J. Beck (.3); related teleconference with A. Roach (.2); draft cover letter to Judge Baer enclosing courtesy copies of opposition filings (.3); review courtesy copies in advance of submission (.3); related e-mail correspondence with opposing counsel (.1).	6.20	2,790.00
07/23/2012	ASR	Draft and revise chart of Plaintiffs' arguments identified by clients and internal team and proposed arguments in response (3.0); conference with Mr. Wilkin and Mr. Bernard to clarify facts relevant to reply brief (1.0); conference call with National Federation of the Blind team regarding response to Plaintiffs' arguments in their opposition brief (1.0); research to identify support for arguments regarding Chafee Amendment for reply brief (2.6).	7.60	2,850.00
07/24/2012	RAA	Upload recent pleadings to desksite database.	2.50	No Charge
07/24/2012	JB	Multiple conferences and comments regarding letter to Judge regarding standing argument; review/revise draft reply brief.	6.40	4,800.00
07/24/2012	SDJ	Update pleadings and docket.	0.50	No Charge
07/24/2012	AP	Research and draft reply memorandum in support of motion for summary judgment; revise draft reply to incorporate comments from Mr. Joe Beck; analyze strategy for letter to the Court regarding associational standing; analyze draft letter and provide comments on the same; analyze strategy for supplemental declaration from Mr. John Wilkin.	9.70	3,831.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/24/2012	JP	Confer with A. Pequignot regarding reply submission, additional Wilkin declaration.	0.40	220.00
07/24/2012	JP	Prepare for oral argument.	1.50	825.00
07/24/2012	JP	Draft/revise letter to Judge Baer regarding associational standing; correspond with client group regarding same; telephone conference with Jack Bernard regarding same.	4.70	2,585.00
07/24/2012	RP	Review [REDACTED] related cases [REDACTED] (1.2); draft related insert for potential response to related arguments from Plaintiffs (1.0); related teleconferences and e-mail correspondence with J. Beck, J. Petersen and A. Pequignot (1.5).	3.70	1,665.00
07/24/2012	ASR	Draft and revise Chafee Amendment and security sections of reply brief (4.9); conference with Mr. Wilkin regarding facts to support arguments in brief (.6); conference [REDACTED] regarding facts to support arguments in brief (.4); strategize regarding additional Wilkin declaration (.5).	6.40	2,400.00
07/25/2012	MJA	[REDACTED] [Not Subject of Fee Application]	0.10	No Charge
07/25/2012	JB	Review/revise second draft on the evening of July 24 at my home; followup on comments to draft and on oral argument preparation and in-court demonstration and on letter to Judge [Baer]	7.00	5,250.00
07/25/2012	ASC	[REDACTED] [Not Subject of Fee Application]	0.20	141.00
07/25/2012	ASF	[REDACTED] [Not Subject of Fee Application]	4.10	2,029.50
07/25/2012	SDJ	[REDACTED] [Not Subject of Fee Application]	5.00	No Charge
07/25/2012	AP	Revise draft reply memorandum in support of motion for summary judgment based on comments from Mr. Joe Beck; analyze comments from Mr. Alex Fonoroff and the National Federation of the Blind team; analyze draft supplemental declaration from Mr. John Wilkin and provide comments on the same; analyze Plaintiffs' letter to the Court regarding associational standing.	3.50	1,382.50
07/25/2012	JP	Review/revise Jon Wilkin supplemental declaration; confer with A. Roach regarding same.	0.70	385.00
07/25/2012	JP	Prepare for oral argument.	3.80	2,090.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/25/2012	JP	Finalize correspondence to Court regarding associational standing; correspond with Ned Rosenthal regarding coordinating submission of same; telephone conference with Jack Bernard regarding same.	0.90	495.00
07/25/2012	JP	Review Ned Rosenthal letter to court regarding associational standing; correspond with client group regarding same.	0.90	495.00
07/25/2012	RP	Shepardize and cite check cases cited in letter to Judge Baer regarding standing (.9); related teleconference and e-mail correspondence with J. Petersen (.2).	1.10	495.00
07/25/2012	ASR	Review and revise draft reply brief in support of the Libraries' motion for summary judgment (2.0); conference with John Wilkin and Jack Bernard regarding proposed supplemental declaration of John Wilkin (.1); draft and revise draft of supplemental Wilkin declaration (3.0); strategize regarding demonstration for oral argument (1.0).	6.70	2,512.50
07/26/2012	MJA	[Not Subject of Fee Application]	0.30	No Charge
07/26/2012	A4B	[Not Subject of Fee Application]	0.50	No Charge
07/26/2012	JB	Revisions to brief; outline of case for moot court participants.	5.50	4,125.00
07/26/2012	ASF	[Not Subject of Fee Application]	4.20	2,079.00
07/26/2012	SDJ	[Not Subject of Fee Application]	6.50	No Charge
07/26/2012	AP	Revise draft reply brief in support of motion for summary judgment to incorporate comments from clients and Messrs. Joe Beck and Alex Fonoroff; analyze strategy for oral argument; analyze draft reply brief by National Federation of the BLind.	8.40	3,318.00
07/26/2012	JP	Review/revise reply brief.	0.70	385.00
07/26/2012	JP	Prepare for oral argument.	7.70	4,235.00
07/26/2012	JP	Review/revise reply declaration.	0.50	275.00
07/26/2012	RP	Prepare summary of material facts still in dispute and related evidence relied upon by the parties and related memorandum (3.1); review related evidentiary materials relied upon by Plaintiffs (.7); e-mail correspondence and teleconference with A. Roach (.2); e-mail correspondence with J. Beck and J. Petersen (.4).	4.40	1,980.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/26/2012	ASR	Meet with litigation support and graphics team regarding preparation of demonstrative aid for oral hearing on summary judgment motions (2.0); review and analyze draft summary of Plaintiffs' response to the Libraries 56.1 statement (.8); conference with Mr. Wilkin regarding execution and delivery of finalized draft declaration (.5); draft and revise Petersen declaration and exhibits and finalize it for execution and filing (2.0); assist with revising and finalizing brief (1.0); conference with NFB team regarding [REDACTED] Chafee Amendment arguments (.5).	6.80	2,550.00
07/27/2012	MJA	[Not Subject of Fee Application]	0.80	600.00
07/27/2012	JB	Reviewing/commenting on draft changes; attending to filing.	3.30	2,475.00
07/27/2012	ASF	[Not Subject of Fee Application]	3.50	1,732.50
07/27/2012	AP	Revise reply memorandum in support of summary judgment motion based on comments from Messrs. Beck and Fonoroff; communicate with Mr. Jack Bernard regarding 'authorized entity' argument; communicate with National Federation of the Blind team regarding the same; draft correspondence to opposing counsel enclosing confidential documents; draft correspondence to clients enclosing filings.	6.40	2,528.00
07/27/2012	JP	Prepare for oral argument.	3.90	2,145.00
07/27/2012	JP	Correspond with Ned Rosenthal regarding filing of reply papers; attention to filing papers.	0.50	275.00
07/27/2012	RP	Attention to execution and filing of all reply documents (.3); related teleconference and e-mail correspondence with J. Petersen, A. Roach and A. Garcia (.4).	0.70	315.00
07/27/2012	ASR	Review and revise draft reply brief to assist with finalizing it for filing (1.5); coordinate with litigation support team to prepare demonstrative aid for oral argument (2.8); strategize with Mr. Petersen regarding oral argument presentation (.5); strategize with counsel for National Federation of the Blind regarding reply briefs (.5).	5.30	1,987.50
07/28/2012	JP	Prepare for oral argument.	1.50	825.00
07/29/2012	ASC	[Not Subject of Fee Application]	1.30	916.50
07/29/2012	JP	Prepare for oral argument.	2.50	1,375.00
07/30/2012	MJA	[Not Subject of Fee Application]	1.50	1,125.00
07/30/2012	JB	Review Plaintiffs' brief and Google brief over the weekend; draft responses to National Federation of the Blind comments and to Joe Petersen's oral argument outline.	6.80	5,100.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/30/2012	ASC	[Not Subject of Fee Application]	2.80	1,974.00
07/30/2012	ASF	[Not Subject of Fee Application]	2.20	1,089.00
07/30/2012	LP	[Not Subject of Fee Application]	2.50	1,687.50
07/30/2012	AP	Analyze strategy for oral argument on motion for summary judgment.	0.50	197.50
07/30/2012	JP	Prepare for oral argument.	6.20	3,410.00
07/30/2012	RP	Prepare and submit courtesy copies of reply papers.	0.70	315.00
07/30/2012	ASR	Strategize regarding oral argument and demonstrative exhibits to use during argument (.6); review and analyze Plaintiffs' Reply brief (1.0); review and analyze Court rules regarding use of computerized exhibits during argument and draft and revise letter to Judge Baer in accordance with governing rules (.6); draft and revise letter to Judge Baer and standard form order (.3).	2.50	937.50
07/31/2012	JB	Comments to National Federation of the Blind et. al. regarding Plaintiffs' argument; comments to Joe Petersen regarding oral argument outline; miscellaneous other telephone conferences and email communications.	4.80	3,600.00
07/31/2012	ASC	[Not Subject of Fee Application]	3.30	2,326.50
07/31/2012	ASF	[Not Subject of Fee Application]	5.70	2,821.50
07/31/2012	LP	[Not Subject of Fee Application]	2.50	1,687.50
07/31/2012	AP	Analyze strategy for oral argument on motion for summary judgment; moot Mr. Joe Petersen for oral argument.	1.50	592.50
07/31/2012	JP	Prepare for oral argument.	8.70	4,785.00
07/31/2012	RP	E-mail correspondence [redacted] regarding J. Wilkin transcript (.1); related e-mail correspondence with J. Bernard and S. Kularni (.2); review relevant filings in advance of moot oral argument (1.2).	1.50	675.00
07/31/2012	ASR	Coordinate with litigation support team to revise demonstrative aid for oral argument (1.0); prepare for moot argument (1.0); revise order requesting permission to bring computer into courtroom for oral argument (.5); strategize with Mr. Petersen regarding oral argument (.6).	3.10	1,162.50

Fees	\$346,802.50
Less 12.5% Discount Plus Additional Courtesy Discounts	(56,298.43)
Total Fees	\$290,504.07

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
MJA	██████████	2.30	750.00	656.25	1,509.38
MJA	██████████	0.50	750.00	656.25	No Charge
JB	J. M. Beck	116.30	750.00	656.25	76,321.92
ASC	██████████	7.60	705.00	616.88	4,688.28
ASF	██████████	51.00	495.00	433.13	22,089.66
ASF	██████████	1.10	495.00	433.13	No Charge
LP	██████████	5.00	675.00	590.63	2,953.16
JP	Joe Petersen	140.30	550.00	481.25	67,519.58
RLR	██████████	3.30	605.00	529.38	1,746.96
AP	Andrew Pequignot	151.70	395.00	345.63	52,432.11
RP	Robert Potter	62.20	450.00	393.75	24,491.29
ASR	Allie S. Roach	133.40	375.00	328.13	43,772.55
RAA	██████████	2.50	260.00	227.50	No Charge
SDJ	██████████	16.50	210.00	183.75	No Charge
AJG	██████████	5.80	215.00	188.13	No Charge
A4B	██████████	1.10	150.00	131.25	No Charge
JAE	██████████	2.00	150.00	131.25	No Charge
JLG	██████████	0.20	150.00	131.25	No Charge
Totals		702.80			\$297,524.89

Other Charges:

05/30/2012	Hotel expense of Allison S. Roach for a trip to San Francisco on 30 May 2012	516.15
05/30/2012	Meal expense of Allison S. Roach on 30 May 2012 - 01 Jun 2012	125.67
07/05/2012	Patrick Gordis (UDI) - Services for invoice period May 2012	20.00
07/12/2012	TSG Reporting, Inc.-Deposition of T.J. Stiles	1,706.00
07/12/2012	TSG Reporting, Inc.-Deposition of Daniel Clancy	790.15
07/16/2012	TSG Reporting, Inc.-Copy of Transcript	686.30

Other Charges:

07/16/2012	PACER Service Center - Online document retrieval services from 04/01/12 - 06/30/12	60.40
07/17/2012	American Express - Airfare Allison Roach ATL/SFO/ATL 05/30/12	858.60
07/19/2012	US Document Retrieval Service-At SDNY filed letter with clerk	81.66
07/31/2012	Expense of Joseph Petersen on 31 Jul 2012	13.99
08/13/2012	Prof. P. Bernt Hugenholtz: Invoice No. 1208.01, 13-AUG-12, Legal opinion in THE AUTHORS GUILD, INC., ET AL. v. HATHITRUST, ET AL.	4,047.81
	Document Reproduction	23.40
	Long Distance Charges	231.58
	Document Reproduction	9.60
	Total Other Charges	\$9,171.31
	TOTAL AMOUNT DUE THIS INVOICE	\$299,675.38



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

August 16, 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 #: 11306579

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>
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	153,757.39	65,896.02
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
Previous Balance Due:		725,786.47	20,987.07	0.00	527,236.56	219,536.98
Current Invoice:						
8/16/12	11306579	\$290,504.07	\$9,171.31	\$0.00		\$299,675.38

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	44,951.30

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August 16, 2012

JACQUELINE A. SIMMONS
 VICE PRESIDENT AND GENERAL COUNSEL
 INDIANA UNIVERSITY
 107 S. INDIANA AVENUE
 BRYAN HALL #211
 BLOOMINGTON, IN 47405

Client: 91558
 Matter: 822209
 Invoice #: 11306579

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>
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	153,757.39	65,896.02
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
Previous Balance Due:		725,786.47	20,987.07	0.00	527,236.56	219,536.98
Current Invoice:						
8/16/12	11306579	\$290,504.07	\$9,171.31	\$0.00		\$299,675.38

Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - JACQUELINE A. SIMMONS	44,951.30

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August 16, 2012

KAREN J. PETRULAKIS
UNIVERSITY OF CALIFORNIA, BERKELEY
OFFICE OF THE GENERAL COUNSEL
1111 FRANKLIN STREET
8TH FLOOR
OAKLAND, CA 94607FLOOR
ANN ARBOR, MI 48104-2592

Client: 91558
Matter: 822209
Invoice #: 11306579

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>
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	153,757.39	65,896.02
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
Previous Balance Due:		725,786.47	20,987.07	0.00	527,236.56	219,536.98
Current Invoice:						
8/16/12	11306579	\$290,504.07	\$9,171.31	\$0.00		\$299,675.38

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	44,951.30

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August 16, 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 #: 11306579

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>
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	153,757.39	65,896.02
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
Previous Balance Due:		725,786.47	20,987.07	0.00	527,236.56	219,536.98
Current Invoice:						
8/16/12	11306579	\$290,504.07	\$9,171.31	\$0.00		\$299,675.38

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF WISCONSIN-MADISON - NANCY K. LYNCH	44,951.30

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**AUGUST 2012
COSTS AND FEES**



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September 17, 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 #: 11315842

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>
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	186,705.40	32,948.01
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
08/16/12	11306579	290,504.07	9,171.31	0.00	89,902.60	209,772.78
Previous Balance Due:		1,016,290.54	30,158.38	0.00	650,087.17	396,361.75
Current Invoice:						
9/17/12	11315842	\$67,378.64	\$6,001.05	\$0.00		\$73,379.69

Payment Allocation

<i>Payor</i>	<i>Total</i>
UNIVERSITY OF MICHIGAN - BRYCE C. PILZ	29,351.89

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 Fed ID. 58-0511774

September 17, 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 #: 11315842

RE: AUTHORS GUILD, ET AL. V.

For Professional Services Through August 31, 2012:

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
08/01/2012	MJA	[Not Subject of Fee Application]	3.80	No Charge
08/01/2012	JB	Preparation for and participation in moot oral argument.	5.50	4,125.00
08/01/2012	ASF	[Not Subject of Fee Application]	5.10	2,524.50
08/01/2012	AJG	[Not Subject of Fee Application]	1.30	No Charge
08/01/2012	LP	[Not Subject of Fee Application]	3.40	2,295.00
08/01/2012	AP	Prepare for and participate in moot of Mr. Joe Petersen in preparation for oral argument on summary judgment; analyze and provide comments on argument and research follow-up points.	4.40	1,738.00

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>
08/01/2012	JP	Telephone conference with Dan Goldstein regarding oral argument.	0.40	220.00
08/01/2012	JP	Prepare for oral argument including participation in moot court before Joe Beck, Miles Alexander, Steve Clay and Lisa Pearson; confer with Joe Beck following moot court.	9.70	5,335.00
08/01/2012	RP	Attend moot oral argument (1.4); prepare for same (.5); review [REDACTED] presentation regarding orphan works [REDACTED] (.7); related e-mail correspondence with J. Petersen.	2.60	1,170.00
08/01/2012	ASR	Participate in run-through for oral argument (1.5); coordinate with litigation services to make revisions to demonstrative aid (1.5); participate in moot argument and provide feedback to J. Petersen regarding oral argument (3.5).	6.50	2,437.50
08/02/2012	JB	Preparation for and participation in moot court.	4.50	3,375.00
08/02/2012	ASF	[Not Subject of Fee Application]	3.30	No Charge
08/02/2012	AP	Research [REDACTED] fourth fair use factor in preparation for oral argument; analyze list of moot questions prepared by Mr. Miles Alexander and walk through potential responses with Mr. Joe Petersen; prepare for and participate in moot of Mr. Petersen with clients in preparation for oral argument on summary judgment; analyze and provide comments on argument and research follow-up points.	7.30	2,883.50
08/02/2012	JP	Prepare for oral argument; participate in moot court before client group; confer with Joe Beck and client group following moot.	8.80	4,840.00
08/02/2012	ASR	Strategize regarding oral argument on summary judgment motions (1.5); email [REDACTED] to confirm facts in advance of oral argument (1.4); participate in moot argument and give feedback to J. Petersen regarding oral argument (3.0); review and revise oral argument presentation (2.0).	7.90	2,962.50
08/03/2012	JB	Preparation for and telephone conference with colleagues regarding oral argument and followup (2.8); trip planning and followup regarding the bill for Brattle/Waldfoegel (1.6 -- DO NOT BILL).	2.80	2,100.00
08/03/2012	AJG	[Not Subject of Fee Application]	0.60	No Charge
08/03/2012	OAG	[Not Subject of Fee Application]	1.90	No Charge
08/03/2012	AP	Analyze further comments to moot argument by Mr. Joe Petersen and develop strategy for responses.	1.90	750.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
08/03/2012	JP	Prepare for oral argument.	6.90	3,795.00
08/03/2012	ASR	Strategize regarding oral argument on summary judgment motions (1.3); email John Wilkin to confirm facts in advance of oral argument (.8); review and revise oral argument presentation (2.2).	4.30	1,612.50
08/04/2012	JB	Preparation for hearing.	2.00	1,500.00
08/04/2012	JP	Prepare for oral argument.	0.90	495.00
08/04/2012	ASR	Prepare exhibits and print-outs of courtroom presentation for use during oral argument.	1.30	No Charge
08/05/2012	JB	Review Authors Guild and Digital Humanities briefs in Google case (3.4); billable time on trip to New York (2.0); additional unbillable time (3.0).	8.40	6,300.00
08/05/2012	AP	Travel to New York to attend oral argument on motion for summary judgment (5 hours of non-working travel time); prepare for oral argument.	6.00	2,370.00
08/05/2012	JP	Prepare for oral argument.	5.90	3,245.00
08/05/2012	ASR	Non-working travel time.	5.00	No Charge
08/06/2012	MJA	[Not Subject of Fee Application]	0.60	No Charge
08/06/2012	JB	Conferences, preparation and attend hearing.	7.00	5,250.00
08/06/2012	AP	Research in connection with oral argument on motions for summary judgment; prepare for and attend oral argument; analyze outcome of hearing.	7.00	2,765.00
08/06/2012	JP	Prepare for and attend oral argument before Judge Baer.	7.10	3,905.00
08/06/2012	RP	Attend oral argument on summary judgment and take detailed notes on same.	2.50	No Charge
08/06/2012	ASR	Prepare exhibits for oral argument (1.9); conference with Mr. Beck and Mr. Petersen regarding strategy for oral argument (1.0); coordinate with litigation support team to revise presentation for oral argument (1.5); attend oral argument and assist with video presentation (3.0).	7.40	2,775.00
08/06/2012	ASR	(Non-working travel time.)	6.00	No Charge
08/07/2012	JP	[Not Subject of Fee Application]	0.10	55.00
08/08/2012	JB	[Redacted]	2.80	2,100.00

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
08/08/2012	AP	[Not Subject of Fee Application]	0.20	79.00
08/08/2012	JP		0.30	165.00
08/08/2012	JP		0.50	275.00
08/09/2012	AP		0.40	158.00
08/09/2012	JP		0.30	165.00
08/09/2012	ASR		0.60	225.00
08/13/2012	JB		2.80	2,100.00
08/13/2012	AP		0.20	79.00
08/13/2012	JP		0.40	220.00
08/13/2012	ASR		0.70	262.50
08/14/2012	JB		0.80	No Charge
08/14/2012	AP		0.60	237.00
08/14/2012	JP		0.20	110.00
08/15/2012	JB		2.70	No Charge
08/15/2012	OAG		1.80	No Charge

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
08/16/2012	JB	[Not Subject of Fee Application]	1.40	1,050.00
08/16/2012	AJG		0.80	No Charge
08/16/2012	OAG		1.30	No Charge
08/16/2012	JP		0.50	275.00
08/16/2012	ASR		0.60	225.00
08/17/2012	RAA		1.00	No Charge
08/17/2012	JB		1.80	1,350.00
08/17/2012	OAG		1.30	No Charge
08/17/2012	AP		2.40	948.00
08/21/2012	JB		0.80	No Charge
08/21/2012	RP		0.70	315.00
08/22/2012	JB		0.80	No Charge
08/22/2012	RP		0.70	315.00
08/23/2012	JB		0.30	No Charge
08/24/2012	JB		0.50	No Charge
08/26/2012	AP		0.50	197.50

<i>Date</i>	<i>Initials</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
08/27/2012	JB	[Not Subject of Fee Application]	2.30	1,725.00
08/27/2012	AP		3.40	1,343.00
08/27/2012	RP		0.70	315.00
08/27/2012	ASR		2.10	787.50
08/29/2012	JB		0.50	375.00
08/29/2012	AP		0.20	79.00
08/30/2012	JB		1.40	1,050.00
08/30/2012	AP		0.30	118.50
08/30/2012	AP		0.70	276.50
08/30/2012	JP		0.40	220.00
08/30/2012	ASR		0.30	112.50
08/31/2012	JB		0.70	No Charge
Fees				\$105,924.50
Less 12.5% Discount Plus Additional Courtesy Discounts				(38,545.86)
Total Fees				\$67,378.64

<i>Summary</i>	<i>Timekeeper Name</i>	<i>Hours</i>	<i>Standard Rate</i>	<i>Billed Rate</i>	<i>Amount</i>
MJA		4.40	750.00	656.25	No Charge
JB	J. M. Beck	7.00	750.00	Flat Fee	4,800.00
JB	J. M. Beck	27.80	750.00	656.25	18,243.77
JB	J. M. Beck	8.40	750.00	Flat Fee	1,400.00
JB	J. M. Beck	6.60	750.00	656.25	No Charge
ASF		5.10	495.00	433.13	2,208.96
ASF		3.30	495.00	433.13	No Charge
LP		3.40	675.00	Flat Fee	590.00
JP	Joe Petersen	42.40	550.00	481.25	20,405.05
AP	Andrew Pequignot	29.50	395.00	345.63	10,196.10
AP	Andrew Pequignot	6.00	395.00	Flat Fee	345.00
RP	Robert Potter	4.70	450.00	393.75	1,850.64
RP	Robert Potter	2.50	450.00	393.75	No Charge
ASR	Allie S. Roach	11.70	375.00	328.13	3,839.12
ASR	Allie S. Roach	6.50	375.00	Flat Fee	1,500.00
ASR	Allie S. Roach	4.30	375.00	Flat Fee	800.00
ASR	Allie S. Roach	7.90	375.00	Flat Fee	1,200.00
ASR	Allie S. Roach	12.30	375.00	328.13	No Charge
RAA		1.00	260.00	227.50	No Charge
OAG		6.30	220.00	192.50	No Charge
AJG		2.70	215.00	188.13	No Charge
Totals		203.80			\$67,378.64

Other Charges:

08/03/2012	Federal Express from Kilpatrick Townsend LLP (Sherri Jarrell) to Kilpatrick Townsend & Stockt (Joe Peterson) in NEW YORK CITY NY on 07/27/12 Tracking #793840386017	33.54
08/03/2012	Federal Express from Kilpatrick Townsend LLP (Sherri Jarrell) to Kilpatrick Townsend & Stockt (Joe Peterson) in NEW YORK CITY NY on 07/27/12 Tracking #798670975850	47.94
08/05/2012	Hotel expense of Andrew Pequignot for a trip to New York - Manhattan on 05 Aug 2012	277.76
08/05/2012	Travel expense of Andrew Pequignot on 05 Aug 2012 - 07 Aug 2012	45.10

Other Charges:

08/05/2012	Hotel expense of Joe Beck for a trip to New York - Manhattan on 05 Aug 2012	381.05
08/05/2012	Airfare expense of Joe Beck for a trip to New York - Manhattan on 05 Aug 2012 - 07 Aug 2012	851.60
08/05/2012	Travel expense of Joe Beck on 05 Aug 2012 - 07 Aug 2012	119.30
08/06/2012	Meal expense of Andrew Pequignot on 06 Aug 2012	10.02
08/06/2012	Train expense of Allison S. Roach for a trip to Courthouse on 06 Aug 2012	10.70
08/06/2012	Travel expense of Joseph Petersen on 06 Aug 2012	18.77
08/10/2012	Federal Express from Kilpatrick Townsend LLP (David Melancon) to Kilpatrick Townsend & Stockton (Joe Petersen) in NEW YORK CITY NY on 08/03/12 Tracking #798697099106	17.61
08/10/2012	Federal Express from Kilpatrick Townsend LLP (Sherri Jarrell) to Kilpatrick Townsend & Stockt (Alberto Garcia) in NEW YORK CITY NY on 08/06/12 Tracking #793871715908	9.47
08/13/2012	SDS , Inc.-Courier service on 07/11/12	15.50
08/14/2012	SDS , Inc.-Courier service on 07/23/12	10.50
08/15/2012	Southern District Reporters, P.C.-The Authors Guild V Hathitrust, et al	235.80
08/17/2012	Federal Express from Kilpatrick Townsend LLP (Joe Petersen) to UGA Library (David Melancon) in ATHENS GA on 08/08/12 Tracking #793881471083	21.73
08/17/2012	Federal Express from Kilpatrick Townsend LLP (Joe Petersen) to University of Wisconsin Madiso (Edward V Van Gemert) in MADISON WI on 08/08/12 Tracking #798712142397	20.05
08/20/2012	SDS , Inc.-Courier services on 07/30-31/12	21.00
08/29/2012	Neil R. Smalheiser-Invoice for HathiTrust	3,770.13
	Document Reproduction	2.70
	Long Distance Charges	78.68
	Document Reproduction	2.10
Total Other Charges		\$6,001.05
TOTAL AMOUNT DUE THIS INVOICE		\$73,379.69



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

September 17, 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 #: 11315842

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>
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	186,705.40	32,948.01
07/06/12	11295476	289,087.50	9,204.39	0.00	178,975.16	119,316.73
08/16/12	11306579	290,504.07	9,171.31	0.00	89,902.60	209,772.78
Previous Balance Due:		1,016,290.54	30,158.38	0.00	650,087.17	396,361.75
Current Invoice:						
9/17/12	11315842	\$67,378.64	\$6,001.05	\$0.00		\$73,379.69

Payment Allocation

<i>Payor</i>	<i>Total</i>
CORNELL UNIVERSITY - NELSON E. ROTH	11,006.95

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September 17, 2012

JACQUELINE A. SIMMONS
VICE PRESIDENT AND GENERAL COUNSEL
INDIANA UNIVERSITY
107 S. INDIANA AVENUE
BRYAN HALL #211
BLOOMINGTON, IN 47405

Client: 91558
Matter: 822209
Invoice #: 11315842

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Payment Allocation

<i>Payor</i>	<i>Total</i>
INDIANA UNIVERSITY BLOOMINGTON - JACQUELINE A. SIMMONS	11,006.95

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September 17, 2012

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OFFICE OF THE GENERAL COUNSEL
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OAKLAND, CA 94607 FLOOR
ANN ARBOR, MI 48104-2592

Client: 91558
Matter: 822209
Invoice #: 11315842

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<i>Payor</i>	<i>Total</i>
UNIVERSITY OF CALIFORNIA, BERKELEY - KAREN J. PETRULAKIS	11,006.95

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September 17, 2012

NANCY K. LYNCH
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 LEGAL COUNSEL
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 ADMINISTRATIVE LEGAL SERVICES
 361 BASCOM HALL
 500 LINCOLN DRIVE
 MADISON, WI 53706

Client: 91558
 Matter: 822209
 Invoice #: 11315842

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UNIVERSITY OF WISCONSIN-MADISON - NANCY K. LYNCH	11,006.95

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