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*Attorneys for PLAINTIFF MICHAEL GARCIA and the Plaintiff Class*

16  
17 UNITED STATES DISTRICT COURT  
18 FOR THE CENTRAL DISTRICT OF CALIFORNIA

19 MICHAEL GARCIA on behalf of himself  
20 and others similarly situated,

21 Plaintiff,

22 vs.

23 LOS ANGELES COUNTY SHERIFF'S  
24 DEPARTMENT, a public entity, et al.,

25  
26 Defendants.  
27  
28

Case No.: CV09-08943 DMG (SHx)

DECLARATION OF SAMIR L.  
VORA IN SUPPORT OF  
PLAINTIFF'S NOTICE OF MOTION  
AND MOTION FOR AWARD OF  
ATTORNEYS' FEES AND  
EXPENSES RELATED TO CLASS  
ACTION SETTLEMENT WITH  
COUNTY OF LOS ANGELES

**DECLARATION OF SAMIR L. VORA**

1  
2 I, SAMIR L. VORA, declare that if called as a witness I would testify  
3 competently from first-hand knowledge as follows:

4 1. I am a member of the Bar of the State of California. I am a senior  
5 associate at Milbank, Tweed, Hadley & McCloy (“Milbank”) in the Litigation &  
6 Arbitration Group. I am one of the attorneys primarily responsible for Milbank’s  
7 representation of Lead Plaintiff Michael Garcia (“Plaintiff”) in this action. The  
8 following statements are based upon my personal knowledge, my review of  
9 documents prepared and/or maintained by Milbank in the ordinary course of  
10 business, and upon information provided to me by employees of Milbank’s co-  
11 counsel, Disability Rights Legal Center (“DRLC”)<sup>1</sup>. If called to testify, I could and  
12 would competently testify thereto.

**Settlement with County Defendants**

13  
14 2. Plaintiff obtained excellent results through the settlement reached with  
15 Defendants County of Los Angeles, Los Angeles County Sheriff’s Department,  
16 Sheriff Baca in his official capacity (collectively, “County Defendants”). Plaintiff  
17 described the terms of the settlement agreement in more detail in his Motion for  
18 Preliminary Approval of Class Action Settlement Agreement. (See Dkt. No. 424-  
19 1).

20 3. In my opinion, the \$200,000 total amount sought in fees and costs for  
21 DRLC and Milbank combined is a reasonable figure for fees and costs, particularly  
22 given the amount of work invested in this matter and the total recoverable lodestar  
23 amount for DRLC and Milbank of \$537,279.25. The amount sought by Plaintiff,  
24 only 37% of the lodestar, represents a fair and reasonable fees and costs award in  
25 this case.

26  
27  
28 <sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in Plaintiff’s accompanying Motion.

1 **Milbank's Lodestar Attributed to Class Claims Against County Defendants**

2 4. Six Milbank attorneys other than me have been primarily involved in  
3 this case at its various stages: Daniel Perry, a partner at the firm; Delilah Vinzon, a  
4 former special counsel and associate at the firm; Hannah Cannom, a former  
5 associate at the firm; Kate Eklund, a former associate at the firm; Revi-ruth  
6 Enriquez, a former associate at the firm; and Caitlin Hawks, a former associate at  
7 the firm.

8 5. Support staff, including paralegal Ricky Windom, substantially  
9 contributed work to this matter.

10 6. At least five other attorneys and support staff persons at Milbank  
11 worked on this matter, but in an exercise of billing discretion their fees are not  
12 being claimed. Those fees total \$327,824.05.

13 7. In addition to fees, Milbank incurred out-of-pocket costs, as  
14 apportioned to County Defendants, which it has not included in its request here.  
15 As with time records, costs are recorded in our system as contemporaneously as  
16 possible to when they are incurred or when Milbank is billed by a third party, and  
17 are submitted by Milbank staff in the regular course of business.

18 8. Milbank's lodestar reflects total fees incurred up to approximately  
19 October 2011, when the class action was primarily placed on hold while the courts  
20 considered LAUSD's appeal in the Related Case. The hours referenced herein do  
21 not reflect the hours expended on such appeal nor fees associated with reaching  
22 settlement after the California Supreme Court decision, which includes drafting the  
23 preliminary approval motion and the instant motion for attorneys' fees and costs.

24 9. Daniel Perry is a partner at Milbank. He received his J.D. from  
25 Cornell University in 1999 and his B.A. from the University of Wisconsin in 1996.  
26 He has practiced law for more than 15 years and is admitted to practice in both  
27 California and New York. The Milbank rate for a partner with his level of  
28 experience as of October 2011 was \$900/hour.

1           10. Delilah Vinzon received her J.D. from the University of California  
2 Hastings College of Law in 2002 and her B.A. from the University of California at  
3 Los Angeles in 1999. Ms. Vinzon is a former special counsel and associate at  
4 Milbank. The Milbank rate for an attorney with her level of experience in October  
5 2011 was \$695/hour. She is now a partner at the law firm of Liner LLP.

6           11. Hannah Cannom received her J.D. from the University of California at  
7 Los Angeles School of Law in 2006 and her B.A. from the University of  
8 Pennsylvania in 2000. Ms. Cannom is a former associate at Milbank. The  
9 Milbank rate for an associate with her level of experience in October 2011 was  
10 \$650/hour. Ms. Cannom was the primary Milbank attorney on this case from the  
11 commencement of proceedings against LAUSD through the California Supreme  
12 Court decision. She is now a partner at the law firm of Walker Stevens Cannom  
13 LLP in Los Angeles, California.

14           12. Kate Eklund received her J.D. from the University of Michigan Law  
15 School in 2009 and her B.A. from the University of Michigan in 2004. Ms. Eklund  
16 is a former associate at Milbank. The Milbank rate for an associate with her level  
17 of experience in October 2011 was \$550/hour. Ms. Eklund performed much of the  
18 legal research and background information that was necessary in this case. She  
19 now works in the Career Services Department of the University of California at  
20 Los Angeles School of Law.

21           13. Revi-ruth Enriquez received her J.D. from Georgetown University in  
22 2008 and her B.A. from Loyola Marymount University in 2002. The Milbank rate  
23 for an associate with her level of experience in October 2011 was \$600/hour. Ms.  
24 Enriquez was one of the primary Milbank attorneys working on this matter  
25 throughout the litigation against the County Defendants and worked diligently on  
26 all aspects of the case. She is now a senior attorney with Broadcast Music, Inc.

27           14. Caitlin Hawks received her J.D. from the University of California at  
28 Los Angeles School of Law in 2008 and her B.A. from the University of Puget

1 Sound in 2004. Ms. Hawks is a former Milbank associate. The Milbank rate for  
2 an associate with her level of experience in October 2011 was \$600/hour. Ms.  
3 Hawks helped support the team over the course of the litigation against LAUSD.  
4 Ms. Hawks now works at PETA in Seattle, Washington.

5 15. Ricky Windom has been a paralegal for over 9 years. Mr. Windom  
6 received his J.D. from Ohio State University in 2002 and his B.A. from Clark  
7 Atlanta University in 1998. The Milbank rate for a paralegal with his level of  
8 experience in October 2011 was \$195/hour.

9 16. It is the practice of all Milbank attorneys and support staff whose time  
10 is billed to the client to record the time expended and expenses incurred with  
11 respect to each litigation matter on which the firm is engaged. The firm  
12 maintained such time records and records of expenses for this matter.

13 17. Attached hereto as Exhibit A is a true and correct copy of a report of  
14 Milbank's time records and records of expenses for this matter up through October  
15 2011. The records have been altered from the original report generated to deduct  
16 certain time entries that Milbank, in exercise of its billing judgment, has elected  
17 not to claim. None of these redactions or alterations have increased the total of any  
18 fees or expenses claimed. As of October 2011, the time when this case stalled  
19 while LAUSD pursued its appeal of the Related Case, the total fees and expenses  
20 incurred by Milbank related to the claims against County Defendants, after  
21 adjustments for billing judgment, were \$327,824.05.

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1 18. Below is a table of the Milbank time-keepers on this matter, including  
2 hours and total fees attributed to its claims against the County Defendants at the  
3 time of settlement:

Attorney	Graduation	Hourly Rate	Total County Defendant Hours	Total
Daniel Perry	1999	\$900	5.25	\$4,725.50
Delilah Vinzon	2002	\$695	104	\$72,305.48
Hannah Cannom	2006	\$650	105.3	\$68,475.90
Revi-ruth Enriquez	2008	\$600	154	\$92,934.26
Kate Eklund	2009	\$550	80.9	\$44,487.45
Caitlin Hawks	2008	\$600	38.5	\$23,124.41
Ricky Windom	N/A	\$195	111.6	\$21,771.05
<b>Total Fees Attributed to County Defendants</b>				<b>\$327,824.05</b>

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15  
16 **Evidence that Milbank's Rates Are Reasonable**

17 19. On January 23, 2014, the *National Law Journal*, a legal industry trade  
18 publication, published the results of its annual survey of the billing rates of the 350  
19 largest law firms in the United States. A true and correct copy of this article is  
20 attached as Exhibit B. Milbank is one of the 350 largest law firms in the United  
21 States. For firms that have their largest office in New York, like Milbank, the  
22 highest average partner billing rate was \$882/hour and for associates it was  
23 \$520/hour.

24 20. The hourly rates charged in connection with the professional services  
25 rendered on behalf of Michael Garcia in this litigation are reasonable. The rates  
26 are comparable to the hourly rates of Milbank's peer firms, most of which are also  
27 New York-headquartered firms at the top end of the market. Thomson Reuters'  
28 Peer Monitor Public Rates program compiles attorney and support staff hourly

1 rates as publicly reported in court filings throughout the country. The high hourly  
2 rate for partners based in New York and California offices of Am Law 100 firms  
3 was \$1195/hour in 2012, for associates it was \$990/hour, and for legal assistants  
4 and paralegals it was \$665/hour. The data from this program confirms that the  
5 hourly rates charged by Milbank in this litigation are in line with those charged by  
6 other top-tier “Am Law 100” firms.

7 21. Attached hereto as Exhibit C is a true and correct copy of an  
8 application filed by Milbank before the United States Bankruptcy Court, District of  
9 Nevada in *In re Circus and Eldorado Joint Venture, et al.*, Case No. BK-12-51156.  
10 This application is entitled Debtors’ Application for an Order Pursuant to 11  
11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and 2016(b), and Local  
12 Rule 2014, Authorizing Employment and Retention of Milbank, Tweed, Hadley &  
13 McCloy LLP as Counsel for the Debtors.

14 22. Attached hereto as Exhibit D is a true and correct copy of an order of  
15 the United States Bankruptcy Court, District of Nevada in *In re Circus and*  
16 *Eldorado Joint Venture, et al.*, Case No. BK-12-51156. The order is entitled Order  
17 Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and  
18 2016(b), and Local Rule 2014, Authorizing Employment and Retention of  
19 Milbank, Tweed, Hadley & McCloy LLP as Counsel for the Debtors.

20 23. Courts routinely approve Milbank’s hourly rates in fee applications.  
21 (*E.g.*, Ex. C at 8; Ex. D at 3, ¶ 3).

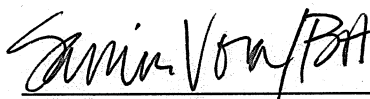
22 24. On March 31, 2010, in *LV v. New York City Department of Education*,  
23 Case No. 03 Civ. 9917, a district court awarded over \$1.2 million in attorneys’ fees  
24 to Milbank and Advocates for Children of New York for a case brought under  
25 U.S.C. § 1400—the Individuals with Disabilities in Education Act. The court  
26 awarded \$847,184.38 for work performed by Milbank attorneys on a pro bono  
27 basis and the remainder for work performed by Milbank’s co-counsel. The court  
28 found that \$600/hour was a reasonable rate for a Milbank partner, \$225/hour to

1 \$375/hour was a reasonable rate for a Milbank associate depending on the  
2 associate's experience and contributions to the case, and that \$150/hour was a  
3 reasonable rate for a Milbank paralegal. A true and correct copy of this  
4 memorandum and order is attached as Exhibit E.

5 25. In *Instrumentation Laboratory Co. v. Walter Binder*, a patent  
6 litigation case, the court awarded plaintiffs approximately \$3.6 million in  
7 attorneys' fees for work completed by attorneys in the Los Angeles and London  
8 offices of Milbank. The court found that \$842 and \$725 were reasonable rates for  
9 the two primary Milbank partners involved in the case. The court additionally  
10 found that \$475 was a reasonable rate to cover all the Milbank associates who  
11 worked on the case. The associates ranged from a third year to a ninth year. A  
12 true and correct copy of the order is attached as Exhibit F.

13  
14 I declare under penalty under the laws of the United States of America that  
15 the foregoing is true and correct.

16 Executed this 8th day of June, 2017 at Los Angeles, California

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20 SAMIR L. VORA  
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# Exhibit A

#12404

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/11/2009	Cannom	0.5	550	275	Drafting Garcia complaint; discussions with team re: same.	55			
11/13/2009	Cannom	3.5	550	1925	Editing and updating DRLC complaint for filing next week.	385			
11/15/2009	Cannom	2.2	550	1210	Updating and editing DRLC complaint after input from C. Hawks; update sections for anticipated order from OAH.	242			
11/17/2009	Cannom	0.8	550	440	Call with DRLC; meet and confer with LACOE; email to M. Wadlington; complaint to C. Hawks.	0			
11/18/2009	Cannom	1.5	550	825	Jail visit to client and discussion with R. Enriquez re: same; email to C. Munson re: same and next steps.	165			
11/19/2009	Cannom	1	550	550	Call with DRLC re: complaint; review of complaint; update, edit same.	110			
11/22/2009	Cannom	2	550	1100	Update, edit complaint with C. Munson edits.	220			
11/23/2009	Cannom	2.6	550	1430	Call with DRLC re: complaint; adding C. Munson edits to complaint; recirculating complaint to team; editing, updating complaint.	286			
11/25/2009	Cannom	0.5	550	275	DRLC-- meeting with team re: complaint and next steps.	55			
12/2/2009	Cannom	4.3	550	2365	Inputting C. Munson edits to complaint; drafting/reviewing notice of interested parties, notice of related cases; review of complaint, read through and provide edits; edit preliminary statement.	473			
12/3/2009	Cannom	2.8	550	1540	Email to DRLC re: complaint; meeting with team re: complaint; editing, updating notice of related cases.	308			
12/4/2009	Cannom	2.5	550	1375	Editing, finalizing complaint; filing same.	275			
12/8/2009	Cannom	0.5	550	275	Courtesy copy of Complaint to chambers.	55			
12/9/2009	Cannom	0.5	550	275	Service of complaint-- research re: Cal. Code Civ. Pro. service of process on individuals; email to team re: same.	55			
12/18/2009	Cannom	1.6	550	880	Review of position for Motion to Dismiss for LACOE; emails with team re: same; update notes from C. Hawks from call; meet and confer with LACOE	0			
12/21/2009	Cannom	0.5	550	275	Drafting, filing notice of appearance.	55			
12/22/2009	Cannom	0.8	550	440	Review of conflicts among defendants' counsel and legal research re: same.	0			
12/28/2009	Cannom	3.4	550	1870	Emails to team re: stipulation to extend time to respond; review of emails with opposing counsel re: same; drafting, updating stipulation based on conversations with D. Vinzon re: status of correspondence with opposing counsel	233.75			
12/29/2009	Cannom	3.2	550	1760	Coordination of filing of stipulations with CDE, HLP, and LACOE; review of stipulation; update and edit stipulation according to comments from D. Vinzon; supervising filing of same.	0			

#12405

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/30/2009	Cannom	4.4	550	2420	Oversee filing of stipulation to extend time to respond to the complaint; review, edit, and update motion for class certification; review and accept changes proposed by H. Maghakian; send comments to R. Enriquez for incorporation and to circulate to team.	484			
1/8/2010	Cannom	3.3	600	1980	Review of Class Certification Motion with C. Munson edits; update Class Certification motion with H. Cannom edits; review of Class Certification and addition of LAUSD language.	396			
1/10/2010	Cannom	1.7	600	1020	Review, draft, update class certification motion; send to C. Munson for review; emails with C. Munson re: call.	204			
1/11/2010	Cannom	2.3	600	1380	Update class certification motion; review of motions to dismiss, motions to stay, motions to strike filed by defendants.	276			
1/12/2010	Cannom	4.1	600	2460	Call with DRLC re: oppositions to motions to dismiss; meeting with S. Vora re: objection to motion to strike; outline re: same; legal research re: same; emails re: call to counsel re: mtd; review of county defendants motion to dismiss and outline re: same	2460			
1/13/2010	Cannom	4	600	2400	Drafting opposition to LACOE Motion to Dismiss; legal research re: same.	0			
1/14/2010	Cannom	3.3	600	1980	Drafting opposition to motion to stay; research re: consolidation; legal research re: LACOE brief.	0			
1/15/2010	Cannom	4.1	600	2460	Drafting res judicata, collateral estoppel sections-- edit input from C. Hawks; drafting opposition to motion to strike; review of same.	1230			
1/16/2010	Cannom	4.2	600	2520	Drafting preliminary statements for Motions to Dismiss and Factual/Procedural Background for same; review of DRLC sections and update, edit as appropriate. Assemble briefs and circulate.	831.6			
1/17/2010	Cannom	3.8	600	2280	Drafting factual background for CDE brief and County brief; update, edit preliminary statements for same with DRLC edits; assemble briefs and circulate.	1140			
1/18/2010	Cannom	5.5	600	3300	Edit, update oppositions to motions to dismiss, motion to strike, motion to stay, and evidentiary objections; review and circulate same; prepare for filing; drafting declarations ISO motions; checklist for filing; final edits re: same; update preliminary	1320			
1/19/2010	Cannom	9.5	600	5700	Review, edit, cite check briefs in opposition to motions to dismiss, motion to stay, motion to strike and evidentiary objections; prepare to file and filing of same; prepare courtesy copies for judge.	2280			

#12406

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
1/20/2010	Cannom	3.5	600	2100	Review of LAUSD brief ISO motion to stay; call with DRLC re: same; review of draft of opposition to same; providing courtesy copies to chambers; review of 26(f) report and edits to same.	0			
1/21/2010	Cannom	0.5	600	300	Letter to J. Clarke; update motion for class certification.	37.5			
1/22/2010	Cannom	2	600	1200	Call with A. Oxman re: meet and confer; meet and confer with LACOE and CDE; 26(f) conference statement; emails with team re: same; review of 26(f) conference statement.	240			
1/27/2010	Cannom	1.8	600	1080	Prepare for call with DRLC, review motions to dismiss and replies thereto.	356.4			
1/28/2010	Cannom	0.9	600	540	Call with DRLC re: oral arguments; call to J. Clarke re: meet and confer.	67.5			
1/29/2010	Cannom	1.6	600	960	Review 26(f) disclosures, provide comments re: same; PC to J. Clarke re: meet and confer; emails with group re: meet and confer and 26(f) disclosures.	192			
2/1/2010	Cannom	1.3	600	780	Meet and confer with J. Clarke re: motion for class certification; preparation for oral argument.	195			
2/2/2010	Cannom	3.5	600	2100	Preparation for oral argument; review of case binder; review of legal precedent; create outlines for arguments; review motion for class certification.	420			
2/4/2010	Cannom	4	600	2400	Meeting with team and DRLC to prepare for oral argument; moot session for oral argument; further preparation with D. Vinzon for motions hearing	792			
2/5/2010	Cannom	4.4	600	2640	Prepare for oral argument, create outlines re: same; drafting preliminary statement for oral argument; moot motion to strike and motion to stay.	871.2			
2/7/2010	Cannom	6.3	600	3780	Prepare for Oral Arguments re: motions to dismiss, motion to strike, motion to stay; legal research re: standing/ ripeness; preparation of arguments re: same.	1247.4			
2/8/2010	Cannom	6.4	600	3840	Prepare for oral arguments on motions to dismiss, motion to stay and motion to strike; transportation to hearings; hearings on motions and scheduling conference; meeting with team re: same and next steps; review of class certification motion; review CDE;	1267.2			
2/9/2010	Cannom	1.6	600	960	Update, edit motion for class certification; coordinate logistics for call with team to discuss next steps; legal research re: class certification.	192			
2/11/2010	Cannom	1.5	600	900	Class certification research re: class population and classification of same	180			
2/15/2010	Cannom	4.4	600	2640	Review, update and edit motion for class certification and declarations in support thereof, redo fact section and edit preliminary statement.	528			

#12407

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
2/16/2010	Cannom	3.3	600	1980	Drafting interrogatories for LACOE, LAUSD, CDE and Sheriff; circulate to group for review; discussion of same with team	495			
2/21/2010	Cannom	2.3	600	1380	Revise fact section with new declarations and update motion for class certification accordingly, send to team for review.	276			
2/22/2010	Cannom	7.6	600	4560	Editing, updating class certification motion; drafting compendium of exhibits for class certification motion; review, edit proposed order; gather exhibits and declarations; insert citations for declarations; update motion and file.	912			
2/23/2010	Cannom	2.1	600	1260	Review of letters to CDE, LAUSD, courtesy copies to chambers of Class Certification Motion; prepare next steps and timing for correspondence with defendants re: same.	126			
2/24/2010	Cannom	0.6	600	360	Review of correspondence with CDE, LASD re: client's IEP	180			
8/27/2010	Cannom	3.3	600	1980	Review of discovery for service on 8/30; edit and update Requests for Admission, Requests for Production of Documents and Interrogatories to all Defendants; meeting with R. Enriquez re: same.	396			
8/30/2010	Cannom	1.5	600	900	Edit, update discovery; meeting with R. Enriquez re: same; update and serve discovery, RFA, and interrogatories.	180			
8/31/2010	Cannom	1	600	600	Personally serving discovery (RFAs, Interrogatories, RFPs) in Garcia matter in coordination with R. Enriquez.	120			
9/3/2010	Cannom	2.2	600	1320	Meet and confer with HLP re: settlement and motion to dismiss; review of documents for County deposition.	660			
9/7/2010	Cannom	4	600	2400	Review LASD documents for Ibelle deposition.	2400			
9/8/2010	Cannom	1.5	600	900	Meeting with A. Oxman; deposition prep for Ibelle deposition.	900			
9/9/2010	Cannom	7	600	4200	Prepare for LASD deposition	4200			
9/13/2010	Cannom	0.2	600	120	HLP deposition notice (.2)	0			
9/16/2010	Cannom	1.1	600	660	Deposition prep for Christina Baker; discussions of county production with team.	660			
9/17/2010	Cannom	3.5	600	2100	Deposition prep for Christina Baker	2100			
9/18/2010	Cannom	2.5	600	1500	Christina Baker deposition prep and review of documents re: same.	1500			
9/19/2010	Cannom	3.4	600	2040	Deposition prep for C. Baker; review of documents re: same	2040			
9/20/2010	Cannom	3.5	600	2100	Garcia deposition prep; Baker deposition	2100			
9/30/2010	Cannom	3.5	600	2100	Deposition of B. Elkins; review of discovery, documents; next steps; review of discovery responses for service	0			

#12408

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
10/5/2010	Cannom	2.5	600	1500	Phone call with expert (1.2); review of expert report and edits re: same (1.3)	300			
10/27/2010	Cannom	0.8	600	480	Team meeting re: outstanding issues and next steps	96			
11/2/2010	Cannom	3.4	600	2040	Review of Lt. Ibelle deposition transcript for summary judgment motions; tagging of Ibelle deposition transcript for same.	408			
11/3/2010	Cannom	3.6	600	2160	Review of Sgt. Baker deposition transcript for summary judgment motions; tagging of Baker deposition transcript for same.	432			
11/8/2010	Cannom	2.4	600	1440	Review of R. Olson deposition transcript for SJ motions.	288			
11/15/2010	Cannom	1.1	600	660	Review, edit and update IDEA § of Brief; review of County Transcripts; meet with team re: MSJ.	660			
11/16/2010	Cannom	2.2	600	1320	Review, update and edit deposition notices for unretained experts and County expert; drafting document requests attendant thereto.	435.6			
11/18/2010	Cannom	3.6	600	2160	Review and edit motion for summary judgment; work with team re: declarations in support thereof.	432			
11/20/2010	Cannom	6.6	600	3960	Review, edit and update motion for summary judgment; emails re: Declaration of A. Oxman in support thereof; review draft of Declaration of A. Oxman in support thereof; review separate statement of facts and conclusions of law; edits re: same.	792			
11/21/2010	Cannom	2.6	600	1560	Prepare brief for filing; review, edit and update same; drafting, editing, updating declaration in support thereof and preparing exhibits; review of Application to File Under Seal and documents related thereto.	312			
11/22/2010	Cannom	8.6	600	5160	Filing of summary judgment motions; editing, updating and preparing for filing; review of declarations and other attached documents; review of filing.	1032			
11/23/2010	Cannom	2.4	600	1440	Courtesy copies to chambers; review of Defendants motions for summary judgment.	288			
11/24/2010	Cannom	3.3	600	1980	Meeting with team re: motions for summary judgment, motion to decertify; review of motions for summary judgment and motion to decertify; notes on same.	396			
11/28/2010	Cannom	2.1	600	1260	Draft opposition to motion to decertify.	0			
11/30/2010	Cannom	0	600	0	Riley deposition; draft interrogatory responses; review of motion to decertify class; discuss MSJ oppositions with team.	0			
12/1/2010	Cannom	4.4	600	2640	Draft motion to decertify, review of case law re: same.				



#12409

Milbank, Tweed, Hadley and McLoy LLP

Garcia v. LASD, et al. Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/3/2010	Cannom	4.6	600	2760	Draft, edit, update motion to decertify and send to D. Vinzon for review; review of LACOE MSJ; review of voluntary cessation argument.	276			
12/6/2010	Cannom	2.1	600	1260	Draft, edit, update oppositions to motions for summary judgment against County and Hacienda La Puente	630			
12/7/2010	Cannom	7.8	600	4680	Review of LACOE MSJ and opposition thereto; review of Hoenig; draft, edit, update Motion to Decertify; review and draft Hacienda La Puente contract argument and insert into brief; review Hacienda La Puente opposition and provide to DRLC with LACOE opposit	0			
12/8/2010	Cannom	8.8	600	5280	Draft, edit, update Hacienda La Puente Opposition to MSJ; review, edit, draft LACOE opposition to MSJ; review County opposition and provide comments; legal research re: Hacienda La Puente arguments re: contract and IDEA; review evidentiary objections, update and edit same.	1320			
12/9/2010	Cannom	5	600	3000	Attend S. Smith deposition and provide support to P. Torres re: same; draft, edit, update LACOE and HLPUSD oppositions; gather evidentiary support re: same; review opposition to LAUSD MSJ; edit, update Motion to Decertify and provide updates re: same; dra	750			
12/10/2010	Cannom	11.6	600	6960	Prepare and file oppositions to LAUSD, HLPUSD, LACOE, CDE, and County Defendants' Motions for Summary Judgment; draft, edit and review declarations of Andrea Oxman and Hannah Cannom ISO same; pull exhibits for Oxman/Cannom declarations; insert citations for brief.	1392			
12/13/2010	Cannom	7.9	600	4740	Team meeting re: replies ISO motion for summary judgment; call with R. Enriquez re genuine issues; draft section re: Hacienda La Puente and illegality of future contract; review of 1061 section and review of statements of genuine issues; drafting evidentiary objections for County defendants' declarations.	2370			
12/14/2010	Cannom	7.9	600	4740	Draft and revise MSJ reply and supporting documents; various correspondence and discussions re same; legal research re: public agency and liability under IDEA; review of case law re: same; meet with team re reply brief.	948			
12/16/2010	Cannom	7.8	600	4680	Review of evidentiary objections; draft evidentiary objections for Chad Hill; update and review draft reply and meet with team to discuss plan re: same.	702			

#12410

Milbank, Tweed, Hadley and McLoy LLP

Garcia v. LASD, et al. Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/17/2010	Cannom	6.8	600	4080	Draft, edit, and update reply ISO motion for summary judgment; review statements of genuine issues and evidentiary objections ISO same; review of Second Supplemental Oxman declaration ISO same.	816			
12/19/2010	Cannom	2.2	600	1320	Edit and prepare reply ISO motions for summary judgment for Monday filing.	264			
12/20/2010	Cannom	5.4	600	3240	Review, edit, and update reply ISO motion for summary judgment; oversee filing of same.	648			
12/21/2010	Cannom	1.3	600	780	Review of Defendants' Replies and notes re: same.	156			
1/15/2011	Cannom	3.2	650	2080	Prepare for Oral Argument on Motion to Decertify and evidentiary objections; notes re: same.	416			
1/18/2011	Cannom	6.5	650	4225	Prepare for oral arguments on motion to decertify; reading case law re: same; moot exercise for A. Oxman for motions for summary judgment and opposition to Defendants' motion for summary judgment; review of Court's tentative and meet with team re same	845			
1/19/2011	Cannom	4.7	650	3055	Prepare for oral arguments; oral arguments and status conference; discussion with team re: next steps; calls with DRLC in preparation for oral argument.	611			
1/21/2011	Cannom	1	650	1300	Organize trial prep meeting and next steps re: case; discuss AG letter with R. Enriquez	260			
1/24/2011	Cannom	0.5	650	4290	Emails with team re: trial prep	858			
1/25/2011	Cannom	2	650	1950	Letter to CDE; review documents for Thursday meeting, send update to A. Oxman re: same; emails re: filing and next steps.	0			
1/27/2011	Cannom	5	650	3250	Meeting with team and DRLC re: trial and settlement (2.3); drafting settlement letters to defendants (2.7)	650			
1/28/2011	Cannom	2	650	1950	Review document production letter; emails with C. Hawks re: same; draft, update County settlement letter, send to team for review.	390			
2/1/2011	Cannom	4	650	2600	Draft, edit, and revise settlement letters to defendants; send to team for review; edit, implement team's edits; send settlement letters; discussions with team re: same.	520			
2/2/2011	Cannom	1	650	650	Discussions with K. Eklund and R. Enriquez re: amended disclosures; discussions with team re settlement letters; review draft amended disclosures; emails with team re: same.	130			

#12411

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
2/3/2011	Cannom	4.9	650	3185	Draft, edit, update letter to AG; send to team for review and incorporate comments into letter; discuss with D.Vinzon and next steps re: same; review updated initial disclosures; meetings/Pcs with team re: next steps and strategic discussions re: same; discuss initial disclosures with R. Enriquez and D. Vinzon.	637			
2/4/2011	Cannom	2	650	1300	Edit, update letter to AG; send to DV for final review; send to DRLC for review; emails re: same.	0			
2/8/2011	Cannom	1.5	650	975	Letter to AG, edit, update, recirculate to team; phone call with CS re: settlement with CDE; phone call to G. Reager re: same.	0			
2/11/2011	Cannom	1	650	650	Correspondence re: settlement; edit, update AG letter re: same.	0			
2/23/2011	Cannom	1.8	650	1170	Review of case law; correspondence with team re: fees and potential fee award; call with DRLC re: fees and trial preparation.	292.5			
3/8/2011	Cannom	3	650	1950	Update, analyze fee spreadsheet for Garcia; discussions with DRLC and Milbank team re: same; calls with A. Oxman re: same	487.5			
3/9/2011	Cannom	2	650	1300	Review, edit and update fee table for MTHM attorneys; prepare for settlement meeting with LACOE; discuss pretrial filings and assignments related thereto; review of rules and local rules related to filings.	0			
3/10/2011	Cannom	2.2	650	1430	Meeting with LACOE re: settlement; meeting with team re: same and next steps; correspondence with DP, LDG re: same	0			
3/15/2011	Cannom	2.8	650	1820	Edit, update Garcia witness list; review Garcia fees and remove billers under >30 hours; discussions re: same with team.	455			
3/16/2011	Cannom	3.5	650	2275	Call with DRLC and R. Enriquez re: settlement, witness list and trial prep; edit, update witness list for review by team; call with G. Rieger of CDE re: settlement; discussions of witness list with D. Vinzon and update same accordingly.	568.75			
3/17/2011	Cannom	2.5	650	1625	Prepare for meeting of counsel and review and edit daynotes for fee application.	406.25			
3/21/2011	Cannom	3	650	1950	Prepare for meeting of counsel and meeting with team re: same; apportionment of daynotes based upon the task completed for defendants.	487.5			
3/22/2011	Cannom	4	650	2600	Prepare for pre-trial conference with counsel; pre-trial conference with counsel; discussions with team re: same; discussions of next steps with team; review of daynotes for apportionment to defendants.	650			

#12412

Milbank, Tweed, Hadley and McLoyle LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/24/2011	Cannom	2	650	1300	Review, edit and circulate papers for J. Hatter re: settlement; coordinate service of same; prepare for settlement conference; pulling documents and preparing notes for settlement conference.	325			
3/25/2011	Cannom	6	650	3900	Prepare for settlement conference with defendants; settlement conference with Judge Hatter; break out sessions with defendants; conversations with co-counsel re: settlement and service plan in LACJ; next steps re: same.	975			
3/28/2011	Cannom	1.8	650	1170	Preparation for call with expert, Dr. Young re: proposed settlement position; call with Dr. Young re: same; correspondence with team re: same and settlement opportunities.	292.5			
3/29/2011	Cannom	0.4	650	260	Review of correspondence with Defendants re: settlement; email to Defendants re: settlement; call to Judge Hatter re: settlement conference; internal discussions re: same.	65			
4/6/2011	Cannom	2.4	650	1560	Call with A. Oxman re: settlement conference (.4); emails with Judge Hatter's clerk and defendants re: settlement conference (1); prepare for settlement conference (1)	390			
4/7/2011	Cannom	4	650	2600	Settlement conference with Judge Hatter and follow-up re: same.	650			
4/19/2011	Cannom	3	650	1950	Review, edit, and update settlement agreement and provide comments of same to team; review and input D. Vinzon's changes re: same; call with team re: same.	487.5			
4/20/2011	Cannom	0.5	650	325	Review, edit, and update settlement agreement with changes from team and further edits from DRLC and recirculate for review.	81.25	68475.9	\$68,475.90	
2/22/2010	Dakin-Grimm	1.8	1025	1845	Revise and edit class cert. brief and Dakin-Grimm declaration (1.8).	369			
3/5/2010	Dakin-Grimm	0.5	1025	512.5	Edit settlement statement for Judge Hatter (.5).	102.5			
5/24/2010	Dakin-Grimm	1.5	1025	1537.5	Confer with team re certification issues, settlement conference and defendants' unilateral delays of depositions (1.5).	307.5			
7/12/2010	Dakin-Grimm	1.5	1025	1537.5	Call with Vinzon re LA Sherriff's department recalcitrance and second motion for reconsideration; review papers thereon and consider strategy (1.5).	1537.5			
7/13/2010	Dakin-Grimm	0.6	1025	615	Review latest motion for reconsideration and stay.	615			
7/16/2010	Dakin-Grimm	1.5	1025	1537.5	Emails to/from D. Perry, D. Vinzon and clients re expected document production and strategy issues.	307.5			
7/26/2010	Dakin-Grimm	0.5	1025	512.5	Review and approve settlement conference statements (.5).	102.5			

#12413

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
8/19/2010	Dakin-Grimm	0.5	1025	512.5	Edit and revise ex parte motion on depositions and document contempt; confer with Vinzon (.5).	512.5			
9/28/2010	Dakin-Grimm	0.5	1025	512.5	Meeting with Vinzon and Enriquez over strategy (.5).	102.5			
10/11/2010	Dakin-Grimm	1.5	1025	1537.5	Review expert declaration report of our expert; confer with team re approach of CDE re non-retained expert (1.5).	0			
1/18/2011	Dakin-Grimm	1.5	1075	1612.5	Review Judge Fairbank's tentative decision and confer with team on summary judgment arguments (1.5).	322.5			
1/19/2011	Dakin-Grimm	0.4	1075	430	Emails to/from Cannom re hearing on summary judgment (.4).	86	4365		0
2/4/2010	Eklund	6.3	450	2835	Review, edit and cite check motion for class certification.	567			
2/5/2010	Eklund	5.7	450	2565	Continue editing and cite checking motion for class certification. Confer with R.Enriquez re: same.	513			
2/16/2010	Eklund	0.2	450	90	Continue to review and cite check motion for class certification.	18			
10/25/2010	Eklund	0.2	450	90	Confer with R. Enriquez re: case background	18			
10/26/2010	Eklund	3.3	450	1485	Legal research re the Prison Litigation Reform Act.	0			
10/27/2010	Eklund	3.5	450	1575	Reviewed class complaint to prepare for drafting motions to dismiss (2.9); meeting with team re preparation of motions to dismiss and related filings (0.8); reviewed meet and confer letters from parties and prepared outlines of same (3.5).	315			
10/28/2010	Eklund	4.5	450	2025	Continue drafting meet and confer outline based on Plaintiff's Meet and Confer Letter. Added information to outline based on information in Plaintiff's Complaint; discussion of same with R. Enriquez.	405			
11/1/2010	Eklund	1.3	450	585	Analyzed Defendants' responses to Plaintiffs' interrogatories and RFAs and prepared list of admissions re same.	117			
11/2/2010	Eklund	3.5	450	1575	Continued reviewing and compiling a list of admissions contained in Defendants' responses to Plaintiffs' Interrogatories and RFAs to help prepare for MSJ.	315			
11/3/2010	Eklund	0.5	450	225	Analyzed Hacienda's meet and confer letter to identify admissions.	0			
11/4/2010	Eklund	1.9	450	855	Reviewed declarations from students in LACJ; met with R. Enriquez and E. Kilberg re visits to LACJ to meet with students re special education (1.4); continued preparation of list of defendants' admissions.	171			

#12414

Milbank, Tweed, Hadley and McLoe LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/5/2010	Eklund	3.6	450	1620	Reviewed declarations from students in LACJ; phone call with A. Oxman re visit to LACJ to meet with students re special education (1.0); finished drafting list of admissions contained in Defendants' responses to Interrogatories and RFAs (2.6); drafted Proposed Order re Stipulation re Trial Schedule (1.3). Call with co-counsel team re MSJ preparation and planning (1.2). Proposed Order re Stipulation re Trial Schedule (1.3). Call with co-counsel team re MSJ preparation and planning (1.2).	324			
11/8/2010	Eklund	4.9	450	2205	Prepared to visit LACJ to meet with students regarding special education (3.4); met with E. Kilberg re same (1.5).	441			
11/9/2010	Eklund	5.5	450	2475	Final preparation for meetings with students at LACJ re special education (.5); met with students at LACJ Twin Towers (4); reviewed declaration of student from LACJ (.5); emailed team re same.	495			
11/10/2010	Eklund	3.4	450	1530	Read Garcia Expert Report; finished reviewing Declaration of student taken at LACJ; prepared for additional LACJ visits; discussion with R. Enriquez re class criteria	306			
11/11/2010	Eklund	10.2	450	4590	Met with students at Men's Central Jail re special education (1.8); researched and met with team re standard for Application to File Under Seal in 9th Circuit (3.4); reviewed deposition transcripts in preparation for drafting motion for summary judgment (5.0).	918			
11/12/2010	Eklund	8.3	450	3735	Continue reviewing deposition transcripts and begin drafting fact application portion of IDEA County section of MSJ.	747			
11/13/2010	Eklund	4.2	450	1890	Continue reviewing deposition transcripts and continue drafting fact application portion of IDEA County section of MSJ.	1890			
11/14/2010	Eklund	4.1	450	1845	Finish drafting fact application portion of IDEA County section of MSJ (3.2). Continue drafting Application to file exhibits under seal (.9).	1845			
11/15/2010	Eklund	9.7	450	4365	Met with students at Men's Central Jail re special education (3.7); reviewed rules on Responses and Objections to Notice of Expert Deposition (1.7); added citations to County section of MSJ (1.7); drafted Hacienda section of MSJ (2.6).	654.75			
11/16/2010	Eklund	7.2	450	3240	Added cite to IDEA section of MSJ (.3); drafted California Constitution section of MSJ (1.8); continued drafting Application to file records under seal (3.2); began drafting responses and objections to Notice of Expert Deposition (1.9).	648			



#12415

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/17/2010	Eklund	7.6	450	3420	Continued drafting California Constitution section of MSJ (.4); drafted fact sections of MSJ for Hacienda and County Defendants (.8); drafted Deposition Notices and Requests for Production for three non-retained expert witnesses of defendants (5.4); continued drafting Responses and Objections to Young expert subpoena (1.0).	684			
11/18/2010	Eklund	7.3	450	3285	Continued drafting and adding citations to fact section of MSJ (6.8); met with team re preparation of MSJ (.9); prepared under seal exhibits for filing (.5).	657			
11/19/2010	Eklund	8.8	450	3960	Drafted and added exhibits to Declaration of Andrea Oxman ISO MSJ (6.8); edited MSJ (1.5); met with team re MSJ (1.0); continued drafting Application to File Under Seal (3.5); added citations to Statement of Uncontested Facts (.4); continued drafting Responses and Objections to Expert Depo Notice (.1).	792			
11/20/2010	Eklund	4	450	1800	Added fact cites to Statement of Uncontested facts (1.8); continued revising and drafting Oxman Declaration ISO MSJ (2.2).	360			
11/21/2010	Eklund	14.4	450	6480	Continued revising Application to file Exhibits Under Seal (.7); prepared under seal exhibits (4.1); added citations to and proofread Statement of Uncontested Facts (4.2); continued revising and adding to Oxman Declaration ISO MSJ (2.9); continued drafting Responses and Objections to Deposition of Young (2.5).	1296			
11/22/2010	Eklund	11.6	450	5220	Finished Drafting Responses and Objections to Subpoena for Deposition of Dr. Young and RFPs (2.1); proofread MSJ (1.2); proofread and edited SUF (3.0); finished Application to File Under Seal and organized filing (1.9); finished revising and drafting Declaration of Andrea Oxman (3.4).	1044			
11/23/2010	Eklund	6.9	450	3105	Reviewed CDE MSJ brief and briefs from all Defendants to identify and obtain cited cases (1.6); collected fact declarations from all Defendants (.6); drafted Riley Deposition Notice (1.7); drafted Deposition Notices for Karen Dalton and Steve Smith (.5);	1552.5			
11/24/2010	Eklund	3.9	450	1755	Drafted outline of Hacienda MSJ brief (1.7); met with team re oppositions to defendants' MSJs (1.3); obtained California Attorney General opinions cited in County's MSJ brief (.1); began drafting Opposition to County Defendants' MSJ (.7), sent draft of Price subpoena to A. Oxman (.1).	351			

#12416

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/27/2010	Eklund	0.5	450	225	Continued drafting Opposition to County Defendants' MSJ.	225			
11/28/2010	Eklund	3.3	450	1485	Continued drafting outline of Opposition to County Defendants' MSJ (3.0); read California Attorney General Opinions cited in County Defendants' MSJ brief (.3).	1485			
11/29/2010	Eklund	6.6	450	2970	Research to prepare for Opposition to County Defendants' MSJ (read Attorney General Opinions cited in County's brief) (1.4); continue drafting Opposition to County Defendants' MSJ (3.9), call with team re opposition motions (1.3).	2970			
11/30/2010	Eklund	2.7	450	1215	Drafted skeleton for LACOE Opposition (2.0), Drafted section 1061 drop in for Opposition to County Defendants (.7).	303.75			
12/1/2010	Eklund	4.4	450	1980	Continued drafting section 1061 drop in for Opposition to County's MSJ , drafted LACOE and LAUSD Genuine Issues of Dispute; discussion with R. Enriquez re compliance report.	514.8			
12/2/2010	Eklund	7.6	450	3420	Continued drafting Genuine Issues of Dispute for LACOE, LAUSD and Hacienda.	0			
12/3/2010	Eklund	5.5	450	2475	Continued drafting Genuine Issues of Dispute for LAUSD, LACOE, and Hacienda; discuss with C. Hawks; discuss Hacienda SUF with R. Enriquez	0			
12/5/2010	Eklund	4.3	450	1935	Continued revising and drafting Genuine Issues of Dispute for Hacienda, LACOE, and LAUSD.	0			
12/6/2010	Eklund	7.3	450	3285	Continued drafting and revising Genuine Issues of Dispute (1.7), research and drafting of drop-in legal sections for County brief (3.0), input changes to briefs from DRLC (1.4); revise legal standards section of briefs (1.2).	657			
12/7/2010	Eklund	9.5	450	4275	Legal research for and drafting of drop-ins for County Opposition (8.5); Garcia team meeting (.5); Send under seal exhibit PDFs to DRLC (.2); revise summary judgment standard in all briefs (.3).	3847.5			
12/8/2010	Eklund	12.2	450	5490	Continue researching and drafting drop-in sections for Objection to County's MSJ (3.3); research and outline the injunction issued in the Handberry case (1.9), pull transcripts to attach to supplemental SUF (1.5), draft RJN (4.0), locate cites for Cannom declaration (1.3), edit to Oxman supplemental declaration (.2).	3294			
12/9/2010	Eklund	15.1	450	6795	Continue reviewing Handberry decisions and outlining injunction (2.1), found citations for Supplemental SUF (5.9), edited Supplemental SUF (3.0), researched issue re eligible students (2.6); updated edits to briefs (1.5).	1359			

#12417

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/10/2010	Eklund	12.5	450	5625	Filing preparation: requested corrections to document TOAs and formatting (.2); collected Cannon declaration exhibits (1.1); edited information in Genuine Issues of Dispute re OAH case numbers (1.2); shephardized and cite checked collateral estoppel section of CDE brief (4.6); final edits to documents being filed (3.7). Also continued research re eligible students in the LACJ (1.7).	843.75			
12/12/2010	Eklund	2	450	900	Continued research re methods of identifying eligible students in LACJ.	180			
12/13/2010	Eklund	6.9	450	3240	Continued research re methods of identifying eligible students in LACJ (1.5); prepared courtesy copies of filing re Objections to Defendants' MSJs (1.1); Prepared summary of LAUSD's Opposition (2.3); Attended team meeting re preparation of Reply (.7); gathered and sent Defendants' Genuine Issues of Dispute and Declarations to Word Processing, wrote email explaining how to prepare these documents for our use (1.3).	648			
12/14/2010	Eklund	4.7	450	2115	Proofread shells for evidentiary objections prepared by word processing (1.0). Drafted evidentiary objections (3.5). Attended team meeting re preparation of Reply Brief (0.2).	423			
12/15/2010	Eklund	0.8	450	360	Continued drafting Evidentiary Objection to declaration of Glenda Reager.	0			
12/16/2010	Eklund	2.2	450	990	Continued drafting Evidentiary Objections to declarations (.2); attended team meeting re preparation of Reply Brief (1.0); Began reviewing Defendants' briefs to ensure that all points were responded to in our Reply Brief (1.0).	198			
12/17/2010	Eklund	9.3	450	4185	Finished checking that Defendants' Opposition briefs were fully responded to in our Reply Brief.	837			
12/18/2010	Eklund	0.9	450	405	Communicated with word processing to have a declaration typed and proofread declaration.	81			
12/19/2010	Eklund	8.9	450	4005	Created a redline of two versions of the Reply Brief (.3); Saved and accepted edits on incoming briefs and sections of the brief from DRLC (.4); filled in missing cites in Reply Brief (6.1); legal research to fill in new law in brief (2.1).	801			
12/20/2010	Eklund	9.2	450	4140	Finished filling in missing citations in Reply brief (3.3). Checked and prepared logistics for application to file an exhibit under seal (1.0). Made edits to documents being filed (2.5). Final preparation of brief, final edits (1.1); assistance with filing brief (1.3).	828			

#12418

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/21/2010	Eklund	0.7	450	315	Helped prepare and check courtesy copies of Reply brief and supporting documents.	63			
1/18/2011	Eklund	3	550	1650	Prepared binders for District Court hearing containing all MSJ related pleadings (3.0); Prepared to moot hearing by reviewing filings and creating a list of questions to ask counsel during moot (1.75); Read tentative ruling of court (1.0); attended moot of hearing (2.75).	330			
1/19/2011	Eklund	0	550	0	Attended phone meeting with DRLC re preparation for hearing (1.0); finished preparing binders for hearing containing all MSJ related filings (.5); Researched pre-trial timeline and requirements (2.0); attended MSJ hearing (1.8).	0			
1/28/2011	Eklund	12.4	550	6820	Gathered and organized final set of documents needed for SER (2.7); Prepared a list of documents needed for filing (.6); Finalized Addendum and SER, including finding correct citations and pulling necessary statute and code sections, and creating PDFs containing correct sections of the record (9.1).	0			
2/1/2011	Eklund	1	550	2200	Draft Amended Witness Disclosures (1.0).	440			
2/2/2011	Eklund	0	550	0	Continue research re rules for Amended Disclosures, and drafting amended disclosures.	0			
2/3/2011	Eklund	0.4	550	220	Filled in citations to statutes in letter to AG	0			
2/7/2011	Eklund	3.6	550	1980	Calculate dates for trial preparation and pretrial deadlines based on trial and final pretrial conference dates; call with DRLC re: same	396			
2/8/2011	Eklund	2.2	550	1210	Finished calculating trial and pretrial deadlines based on trial date; conferred with A. Oxman at DRLC re same.	242			
2/9/2011	Eklund	0.2	550	110	Additional research re pretrial and trial deadlines.	22			
2/23/2011	Eklund	0.1	550	55	Reviewed caselaw cited by the County in an email re settlement.				
2/28/2011	Eklund	3.8	550	2090	Drafted letter to defendants to request a meet and confer meeting (.5); phone call with DRLC re trial prep and settlement (.8); Research re attorneys' fees (2.5).	522.5			
3/1/2011	Eklund	4.1	550	2255	Continued drafting Meet and Confer Letter to Defendants, incorporated edits from Milbank team and DRLC (1.4); Continued research re attorneys' fees (2.7).	563.75			
3/2/2011	Eklund	0.9	550	495	Finished drafting Meet and Confer Letter to Defendants, incorporated edits from Milbank team and DRLC (4); Continued research re attorneys' fees (.5).	123.75			

#12419

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/3/2011	Eklund	2.1	550	1155	Finished research re attorneys' fees.	288.75			
3/7/2011	Eklund	0.3	550	165	Read LACOE settlement response (.1); send emails to DRLC re trial preparation (.2).	26.4			
3/8/2011	Eklund	4.2	550	2310	Legal research re costs; discussion with team re same.	577.5			
3/9/2011	Eklund	5	550	2750	Review Garcia expenses (4.4); check trial preparation deadlines (.2); review LACOE settlement meeting notes (.4).	550			
3/10/2011	Eklund	2.3	550	1265	Attended Garcia settlement meeting with LACOE (1.5); follow-up meeting with DRLC and Milbank team (.3); Type meeting notes (.7); meeting re case preparation (.3); preparation for meeting (.1); Began drafting witness list (2.3).	253			
3/11/2011	Eklund	1.1	550	605	Continued drafting witness list.	151.25			
3/14/2011	Eklund	4.1	550	2255	Continued drafting witness list (3.3); reviewed MSJ hearing transcript to determine whether it contained any confidential information that required a request that information be redacted (.8).	563.75			
3/15/2011	Eklund	2.7	550	1485	Continue drafting Witness List; prepare list of declarants.	371.25			
3/16/2011	Eklund	2.6	550	1430	Continue preparing list of class members who have filed declarations in the case.	357.5			
3/17/2011	Eklund	2.5	550	1375	Prepared Garcia's deposition transcript for trial by locating portions of transcript cited in Plaintiffs' court filings (2.0); update witness list (.5).	343.75			
3/18/2011	Eklund	0.8	550	440	Prepare list of all sections of Garcia Transcript cited in filings to prepare to use at trial (.7); update Garcia witness list (.1).	110			
3/20/2011	Eklund	0.3	550	165	Prepared Witness List for disclosure at meet and confer.	41.25			
3/21/2011	Eklund	0	550	0	Team meeting re preparation for meet and confer (.7); gather statements of undisputed facts and genuine issues of dispute filed by Plaintiff in this matter (.5); compare statements of undisputed facts to genuine issues to identify potential stipulations (2.5).	0			
3/24/2011	Eklund	0.9	550	495	Prepare exhibits for submission with settlement conference statement by placing all in one PDF (.7); update settlement statement to include FRE 408 statement (.2).	123.75			
4/6/2011	Eklund	1	550	550	Began drafting memorandum of contentions of fact and law.	137.5			

#12420

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
4/7/2011	Eklund	1.5	550	825	Continued drafting memorandum of contentions of fact and law (1.2); research re deadlines related to new trial date (.3).	206.25			
4/12/2011	Eklund	0.2	550	110	Continue research re trial deadlines triggered by new trial date and put dates on calendar.	27.5			
4/13/2011	Eklund	0.1	550	55	Continue research re trial deadlines triggered by new trial date and put dates on calendar.	13.75			
4/18/2011	Eklund	2	550	1100	Proofread proposed settlement agreement and suggest edits.	275			
4/19/2011	Eklund	0	550	0	Incorporate edits to settlement agreement (.4); phone meeting with DRLC re proposed settlement agreement (1.3).	0			
4/20/2011	Eklund	1.1	550	605	Review settlement agreement, notes from meeting with DRLC, and A. Oxman's notes from meeting with DRLC to ensure that all necessary comments were incorporated into proposed settlement agreement.	151.25			
4/21/2011	Eklund	2	550	1100	Final proofread of and edits to proposed settlement agreement.	275	44487.45	\$44,487.45	
11/6/2009	Enriquez	4.3	440	1892	Research re class certification and mootness. Discussion with DVinzon re same. Email re class certification and next steps on Consent Decree issue	378.4			
11/9/2009	Enriquez	1	440	440	Research re mootness and class certification	88			
11/10/2009	Enriquez	2.2	440	968	Review and Edit Class Certification Motion for new filing.	193.6			
11/11/2009	Enriquez	1.4	440	616	Review and revise Class Certification Motion; discussions of same with team	123.2			
11/17/2009	Enriquez	0	440	0	Meet and Confer (.5), discussion re same and visit to jail for MGarcia (.3)	0			
11/18/2009	Enriquez	1.3	440	572	Client visit at MCJ, discussion with HCannom, DVinzon re same	114.4			
11/25/2009	Enriquez	0.5	440	220	Meeting, call with DRLC re Complaint	44			
12/1/2009	Enriquez	0.3	440	132	Edit, review, update complaint, review Email from CoCounsel	26.4			
12/2/2009	Enriquez	2.1	440	924	Draft Notice of Interested Parties (2.1)	184.8			
12/3/2009	Enriquez	5.8	440	2552	Draft notice of related cases, emails and discussion re same, review complaint for edits, discussion re complaint filing with HCannom, DVinzon, CHawks, Review meet and confer letter, final review of draft of complaint	510.4			



#12421

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al. Fee Breakdown*

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/4/2009	Enriquez	2.1	440	924	Prepare Complaint for filing, Final edits to complaint and notice of related case, email to clerk of courtesy copies.	184.8			
12/10/2009	Enriquez	1.3	440	572	Prepared Notice to Counsel to be sent to defendants and counsel.	114.4			
12/11/2009	Enriquez	0.3	440	132	Notice to Counsel, prep for service.	26.4			
12/18/2009	Enriquez	1.2	440	528	Meet and Confer with LACOE, discussion re same	0			
12/23/2009	Enriquez	1.2	440	528	Review emails and prepare Standing Orders for Service on opposing counsel	105.6			
12/28/2009	Enriquez	0.7	440	308	Review emails re stipulations, Review scheduling order and update calendars	61.6			
1/3/2010	Enriquez	0.6	525	315	Review Class Certification Motion, update ages of potential declarants, email to DVinzon re same.	63			
1/13/2010	Enriquez	1.5	525	787.5	Review research re declaratory relief (.75), Service of Scheduling order with secretarial support (.75)	157.5			
1/28/2010	Enriquez	0.8	525	420	Call with DRLC re issues to be argued in hearing and discovery prior to hearing	138.6			
2/1/2010	Enriquez	1.5	525	787.5	Draft and revise Class Certification Motion (1.5)	157.5			
2/2/2010	Enriquez	5	525	2625	Draft and revise class certification motion (5)	525			
2/4/2010	Enriquez	0	525	0	Moot session and meeting with DRLC re hearing (2.2)	0			
2/5/2010	Enriquez	0.8	525	420	Discussions with KEklund re case citations for Motion for Class Certification	84			
2/10/2010	Enriquez	0.8	525	420	Call with DRLC re Motions to Dismiss and next steps	138.6			
2/16/2010	Enriquez	1.8	525	945	Review Class Certification Motion; email discussion re same with DVinzon and HCannom	189			
2/18/2010	Enriquez	6.2	525	3255	Draft and revise Motion for Class certification, research into IDEA class action case law	651			
2/21/2010	Enriquez	3.2	525	1680	Draft and revise Perry Declaration, Vinzon and Dakin Grimm Declarations, draft and edit Motion for class certification	336			
2/22/2010	Enriquez	7.5	525	3937.5	Prepared Motion for Class Certification for filing, prepared declarations, final read-through.	787.5			
3/19/2010	Enriquez	0.2	525	105	Class Cert Reply discussion	21			
3/24/2010	Enriquez	6	525	3150	Review oppositions to class certification motion filed. Review emails from DVinzon and CHawks re outline of motion.	630			
3/25/2010	Enriquez	3.8	525	1995	Review and Revise Class Certification Reply	399			
3/26/2010	Enriquez	5.2	525	2730	Reply on class certification motion, review and discuss next steps with DVinzon.	546			

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Milbank, Tweed, Hadley and McLoyle LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/29/2010	Enriquez	7.8	525	4095	Draft and Revise Reply on Class Certification Motion, Draft and revise responses to evidentiary objections, email to DWalters re same, email to cocounsel re same. Chart on Arguments made in Class Cert Motion. Draft and Revise Reply ISO Class Cert	819			
3/30/2010	Enriquez	7.8	525	4095	Draft and revise Reply ISO Class Certification Motion.	819			
3/31/2010	Enriquez	10.1	525	5302.5	Research re class cert, review oppositions to class cert motions, draft and revise reply, emails to and from cocounsel	1060.5			
4/1/2010	Enriquez	7.1	525	3727.5	Research re reply, discussion and email with Cocounsel re same, draft and revise, input changes into draft of Reply for Class Cert.	745.5			
4/2/2010	Enriquez	8.5	525	4462.5	Draft and Revise Class Certification Reply, discussion with team; DVinzon and CHawks re same; Draft Evidentiary Objections to Hill and Baker Declarations, discussion with DVinzon re same	1561.875			
4/3/2010	Enriquez	1.2	525	630	Review and revise Reply ISO Motion for Class Cert	126			
4/5/2010	Enriquez	11	525	5775	Draft, revise, prepare for filing Reply on Motion for Class Certification, discussions, emails and calls with DVinzon, DPerry, Chawks and co-counsel re same.	1155			
4/6/2010	Enriquez	2	525	1050	Email re courtesy copies to Judges Chambers; Review Appeal brief; review interrogatories from Defendants	210			
4/7/2010	Enriquez	2.1	525	1102.5	Review documents filed for settlement conference preparation.	220.5			
4/8/2010	Enriquez	4.5	525	2362.5	Preparation for Settlement Conference, Review all filings, create list of admissions of liability.	472.5			
4/9/2010	Enriquez	3.5	525	1837.5	Jails Settlement conference and preparation.	367.5			
4/14/2010	Enriquez	6.6	525	3465	Prepare Responses to evidentiary objections to Supplemental Leone declaration, prepare documents for hearing prep, research and review pleadings for hearing preparation	693			
4/15/2010	Enriquez	6.2	525	3255	Jails, research and review cases, prepare for class certification hearing: binders and compilations of filings and cases	651			
4/16/2010	Enriquez	6.8	525	3570	Jails hearing prep, prepare documents, research cases, discussion with DVinzon re same.	714			
4/20/2010	Enriquez	13.8	525	7245	Preparation for Class Certification hearing, research re subclasses, liability, review cases and case history. Prepare and file notice of supplemental authority.	1449			

#12423

Milbank, Tweed, Hadley and McLoey LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
4/21/2010	Enriquez	8	525	4200	Preparation for Class Certification Hearing, meeting with cocounsel re: same, review cases and research, Hearing on Class Certification issue before Baker Fairbank.	840			
4/22/2010	Enriquez	2.1	525	1102.5	Discovery Responses for County Requests; call with cocounsel re: responding to requests for production	1102.5			
4/23/2010	Enriquez	0.5	525	262.5	Review emails re settlement conference with Judge Hatter, review discovery requests	52.5			
4/27/2010	Enriquez	0.5	525	262.5	Review emails re settlement conference with Defendants, review emails re discovery	52.5			
4/29/2010	Enriquez	0.3	525	157.5	Review Order on Motion for Class Certification, discussion with Dvinzon re same.	31.5			
5/1/2010	Enriquez	0.8	525	420	Review County Interrogatories and Requests for Admissions.	420			
5/2/2010	Enriquez	3.8	525	1995	Draft and revise Responses to County Interrogatories and Requests for Admissions.	1995			
5/3/2010	Enriquez	1	525	525	Edits to Interrogatories, RFA's, email to cocounsel re same, coordinate call re appeal. Review changes to the same from cocounsel, discussions re same	525			
5/4/2010	Enriquez	2.8	525	1470	Review DRLC changes to rfAs and interrogatories (.6), Call with DRLC (1), edit and revise RFAs and Interrogatories, emails re same (1.2)	294			
5/5/2010	Enriquez	2.8	525	1470	Finalize RFA's and Rogs for service, coordinate with cocounsel on finalizing and obtaining client's signature, review and discuss privilege log for RFP's.	294			
5/8/2010	Enriquez	1	525	525	Draft and Revise 30(b)(6) for CD, review pleadings for reference as to topics.	0			
5/10/2010	Enriquez	1.2	525	630	Draft Subpoena for Matt Hill, Draft 30(b)(6) notice for CDE	0			
5/11/2010	Enriquez	1.2	525	630	finalize 30(b)(6) and Matt Hill Subpoena, send to Dvinzon for review, to DRLC for review, input changes from DRLC, emails re same.	0			
5/12/2010	Enriquez	1	525	525	Finalize notices of depositions for service (.6), draft Matt Hill Notice of Deposition (.4).	0			
5/13/2010	Enriquez	0.4	525	210	Retrieve and email pdf copies of discovery docs to cocounsel (.5), review and research Petition to Appeal under 23(f) in CTA9 (3.8)	42			
5/14/2010	Enriquez	3.2	525	1680	retrieve and review CDE petition for appeal, discussion with Dvinzon re same.	0			
5/18/2010	Enriquez	3.2	525	1680	Discussion re case management, draft and revise answer to petition for review and update, discussion with Dvinzon re same	336			
5/19/2010	Enriquez	0.5	525	262.5	Garcia: Review email re Settlement and Email re Protective order from County	262.5			

#12424

Milbank, Tweed, Hadley and McLoey LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
5/20/2010	Enriquez	4.6	525	2415	Draft and revise answer to petition for permission to appeal (4.5), Review emails re document production from County (.1)	48.3			
5/24/2010	Enriquez	2	525	1050	Garcia: Review email re Settlement and Email re Protective order from County; discussions with team re: same.	210			
5/25/2010	Enriquez	8.8	525	4620	Review interrogatory responses from Defendants for Declaratory Relief Motion (1), draft and revise Answer to Petition for Review (7.8)	115.5			
5/26/2010	Enriquez	9.9	525	5197.5	draft and finalize Answer to Petition for Permission to Appeal for filing, Draft Settlement letter	649.6875			
5/27/2010	Enriquez	0.3	525	157.5	Review Motion to Compel	157.5			
5/28/2010	Enriquez	1.2	525	630	Email re Declaratory Relief Motion, Draft and finalize settlement demand letter, email to DPerry, DVinzon re same.	126			
6/1/2010	Enriquez	0.2	525	105	Email to and from DVinzon and PTorres re Motion for Declaratory Relief	21			
6/2/2010	Enriquez	5.8	525	3045	Review, draft and revise Motion for Declaratory relief, calls with CoCounsel, Calls with Carly Munson re settlement letter, discussion with DPerry and DVinzon re same, review settlement demand letter and flow chart. Call with DPerry, CMunson and SParks	609			
6/3/2010	Enriquez	1.3	525	682.5	Review edits to and Finalize settlement demand letter with DPerry. Review Settlement Brief, edits to same, email to DPerry and DVinzon re same	136.5			
6/4/2010	Enriquez	2.5	525	1312.5	Finalize and review settlement brief, prepare for fling with the Court, discussion with D Vinzon and secretarial support re same, email to Group re final brief delivery	262.5			
6/7/2010	Enriquez	0	525	0	Call with the DRLC re settlement conference (0.7), Settlement Conference (4)	0			
6/8/2010	Enriquez	0.2	525	105	Review emails re settlement conference, scheduling and next steps	21			
6/14/2010	Enriquez	1.8	525	945	Review Draft of Settlement Points, discussion with DPerry and DRLC re same	189			
6/30/2010	Enriquez	2.8	525	1470	Review emails re Discovery Requests, email from DVinzon re same, Edits to same, and email to local counsel with edits. Review emails, discussion with DVinzon re same	294			
7/1/2010	Enriquez	2.2	525	1155	Review deposition notices, email to co-counsel re same, t/c with Andy Oxman re schedule, research fee question, email to DVinzon and CHawks re same. Scheduling depositions for LAUSD and HLP.	0			

#12425

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
7/2/2010	Enriquez	1.1	525	577.5	Review emails re Denial of County's Motion for Reconsideration, review Stipulation to extend deadline for Motion to Compel, edits to same, email same to cocounsel, t/c with cocounsel re scheduling depositions, review email from cocounsel re: client	577.5			
7/6/2010	Enriquez	0.5	525	262.5	Calendar and review deposition notices, review stipulation re motion to compel	262.5			
7/9/2010	Enriquez	2.5	525	1312.5	Review CDE Rog's and RFP's, draft responses, email to DRLC re same.	0			
7/13/2010	Enriquez	2	525	1050	Review emails from DVinzon, prepare for settlement meeting tomorrow, deposition notices and actions against named Plaintiff.	525			
7/14/2010	Enriquez	3.4	525	1785	Prep for Settlement Conference, Settlement Conference with CoCounsel and Defendants; meeting with cocounsel re: same	357			
7/15/2010	Enriquez	1.7	525	892.5	Email correspondence with DRLC re clients school attendance, email to co counsel re pleading and settlement conference, review settlement conference order	178.5			
7/16/2010	Enriquez	1.2	525	0	Email to Ninth Circuit Mediator re call participants, gather prep docs for settlement conference, review documents	0			
7/19/2010	Enriquez	2.8	525	1470	Edit and revise Opposition to County's Motion for Reconsideration, email and discussion with DVinzon, secretarial support re same.	1470			
7/20/2010	Enriquez	0.8	525	787.5	Call to BLOper re documents received from County, prep and email re settlement conference on Friday, review emails re depositions and client status (.8)	157.5			
7/22/2010	Enriquez	0	0	0	Prep for settlement conference, review joint status report and proposed agenda	0			
7/23/2010	Enriquez	2.3	525	1207.5	Settlement Conference with co-counsel and Defendants, prep for same	241.5			
7/26/2010	Enriquez	5.2	525	2730	Finalize Joint and Confidential Status Reports from parties Settlement Conference, prepare for filing re same, t/c to Judges Clerk, review Interrogatories and RFP's from CDE, call with cocounsel re same	341.25			
7/27/2010	Enriquez	0.6	525	315	T/c with Andy Oxman at cocounsel re interrogatories and visit to client, and County deposition, discussion re interrogatories with team review and draft response to interrogatories and send to team , review emails re denial of 23f appeal.	63			

#12426

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
7/28/2010	Enriquez	1.2	525	630	Coordinate document upload to system, discussion with cocounsel re same; emails re settlement and Haciendas cancellation of contract; email correspondence re Michael's assault while in the LACJ	126			
7/29/2010	Enriquez	3.2	525	1680	Review and incorporate DRLC comments to Interrogatory responses, discussion with DVinzon re same; discussion re cancellation of HLP contract in jails and potential settlement, review emails re scheduling of depositions, review email re clients sentencing	336			
7/30/2010	Enriquez	2.8	525	1470	Review minute order re rescheduling settlement conference, review various emails from and to co counsel and defendants re depositions and settlement, draft and revise interrogatory responses from the CDE	183.75			
8/2/2010	Enriquez	6.2	525	3255	Call with co counsel re document system, Draft and Revise Interrogatory Response for CDE, Review emails re scheduling of Settlement Conference and various Depositions.	406.875			
8/3/2010	Enriquez	3.4	525	1785	Finalize, draft and revise responses for RFP's and Interrogatories, email to cocounsel re same.	357			
8/4/2010	Enriquez	5.8	525	3045	Email correspondence re scheduling depositions with CDE and LACOE, Review documents for responses to CDE's requests for production; Draft and revise responses to CDE Interrogatories, discussion with DVinzon re same, send to DRLC for clients signature	1004.85			
8/5/2010	Enriquez	4.2	525	2205	Draft and revise responses to interrogatories, review verification signature page from client, various discussion re discovery responses with DVinzon and cocounsel, Draft demand letter to Sheriff, discussion re same	1102.5			
8/9/2010	Enriquez	4.7	525	2467.5	Finalize interrogatories from CDE, discussion with DVinzon and cocounsel re same, review and revise demand letter, email to DPerry and cocounsel re same, review documents for CDE Production, prep interrogatories for service, discussion with secretarial support re same.	0			
8/10/2010	Enriquez	6.2	525	3255	Draft and revise amended notices of deposition for CDE, email re depositions, discussion with cocounsel re same. Attend LACOE deposition at DRLC offices, discussion re same with DVinzon, finalize and prepare for service amended notices of deposition for	0			

#12427

Milbank, Tweed, Hadley and McLoyle LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
8/11/2010	Enriquez	3.5	525	1837.5	finalize and review responses to RFP's from CDE, review documents, discussion with cocounsel and DVinzon re same	0			
8/12/2010	Enriquez	7.6	525	3990	Finalize production of documents for CDE, finalize responses, email and discussion with BLooper, and cocounsel re same, prep for service., discussion with DVinzon re same, draft transfer letters with production, review and revise privilege log; corresponde	0			
8/13/2010	Enriquez	2.2	525	1155	Email re discovery and documents from cocounsel, review documents, email to opposing counsel re discovery, email with cocounsel re discovery and database; discussion of student services with team.	231			
8/16/2010	Enriquez	8.6	525	4515	Review documents, prepare deposition outline, prepare for deposition, review pleadings, discussions re same with DVinzon and DRLC	0			
8/17/2010	Enriquez	10.5	525	5512.5	Review documents, prep for deposition, create deposition outlines, discussions re same with DVinzon	0			
8/18/2010	Enriquez	9.3	525	4882.5	Prepare for and take deposition of CDE 30 b 6 witnesses. Discussion re same with cocounsel, team.	0			
8/23/2010	Enriquez	6.3	525	3307.5	Review papers on CDE/LAUSD hearing, Attend hearing at Spring Street court house, email DRLC re deposition and ex parte, email with LAUSD re deposition	0			
8/24/2010	Enriquez	3.5	525	1837.5	Deposition with County, correspondence with cocounsel re same	1837.5			
8/25/2010	Enriquez	2.1	525	1102.5	email review from DRLC and Milbank internal, email to and from defendants re discovery and depositions. review discovery responses	220.5			
8/26/2010	Enriquez	6.3	525	3307.5	Draft and Revise RFP's and Interrogatories to Defendants, calls with D. Perry re: next steps; email to JGenova, email drafts of RFP's and Interrogatories to Milbank team.	826.875			
8/27/2010	Enriquez	5.8	525	3045	Review emails and review discovery from Defendants, email to cocounsel, strategy re MSJ, discussion with HCannom re same, Draft 4 sets of RFA's, email correspondence with HCannom re same.	609			
8/30/2010	Enriquez	6.4	525	3360	Draft and revise additional discovery to Defendants, emails and t/c to cocounsel and Milbank team re same; meeting with Milbank team re: same.	672			
8/31/2010	Enriquez	3.4	525	1785	Final review of discovery requests, coordinate with HCannom and cocounsel, review emails from cocounsel, review task list from cocounsel.	357			



#12428

Milbank, Tweed, Hadley and McLoey LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
9/1/2010	Enriquez	2.1	525	1102.5	Review cocounsel correspondence, Draft and Revise Settlement Conference Statement	220.5			
9/2/2010	Enriquez	3.8	525	1995	Research on experts in field, correspondence re expert discovery and stipulation to extend discovery period, draft and revise Settlement Conference Statement	399			
9/3/2010	Enriquez	5.2	525	2730	Draft and Revise Settlement Statement, review comments from LDG and HCannom, Meet and Confer with Hacienda Counsel, Call with potential expert Jane Young	273			
9/6/2010	Enriquez	3.2	525	1680	Draft and Revise Settlement Conference Statement and Incorporate comments from cocounsel. Draft Responses to Interrogatories from Hacienda La Puente and LAUSD	100.8			
9/7/2010	Enriquez	7.2	525	3780	Draft and finalize Settlement Statement for service to Judge Hatter, email with DVinzon and HCannom, cocounsel re same; draft and revise responses and objections to interrogatories and RFP's from defendants	756			
9/8/2010	Enriquez	3.8	525	1995	Email re records of exhibits from depositions, gather docs for expert, email to team re same, review emails re Deposition of Plaintiff, draft and revise responses to latest discovery	399			
9/9/2010	Enriquez	2.3	525	1207.5	Email and review of deposition files and transcripts in prep of deposition of lbelle, review records for update.	1207.5			
9/12/2010	Enriquez	0.2	525	105	Emails re Settlement Conference Prep	21			
9/13/2010	Enriquez	5.2	525	2730	Draft and revise Amended Notice of Depo to Hacienda , Settlement conference with Judge Hatter, email and research re Garcia depositions, timing of depositions	0			
9/14/2010	Enriquez	4	525	2100	Deposition of lbelle, County Witness, discussion re same, emails re discovery responses	2100			
9/15/2010	Enriquez	2.8	525	1470	Prep for Garcia Deposition, draft and revise responses to HLP and LAUSD discovery, email to team re same	147			
9/16/2010	Enriquez	4.1	525	2152.5	Correspondence re deposition schedule and transcripts, client deposition, email and review Deposition notice to Baker and Olson, review documents from County production, email and discussion re same with BLOper, DVinzon and HCannom	2152.5			
9/17/2010	Enriquez	6.8	525	3570	Prep pleading documents to expert, email with DVinzon re same, document review of county documents, email re discovery to cocounsel, confirm upcoming depositions	714			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
9/19/2010	Enriquez	3.1	525	1627.5	Review of County Documents, email to Hannah and CoCounsel re same.	1627.5			
9/20/2010	Enriquez	0	525	0	Draft notice of site inspection, prep for filing, email to DVinzon re same. draft and finalize amended notice of deposition to Bill Elkins, deposition support research, draft responses to interrogatories, discussion with DVinzon re same, email to cocounsel	0			
9/21/2010	Enriquez	4	525	2205	prep and assistance for HLPUSD depo, finalize discovery for verification from client	275.625			
9/22/2010	Enriquez	3.8	525	1995	HLPUSD deposition and discussions of same with D. Vinzon; review verifications for discovery this weekend. email to cocounsel re same	249.375			
9/23/2010	Enriquez	0.9	525	472.5	Finalize discovery due on the 30th, review verification from co counsel	94.5			
9/27/2010	Enriquez	13.9	525	7297.5	Draft and revise Ex Parte Motion to Compel, review emails from DVinzon, draft supporting declaration and proposed order, prep and email transcripts to expert, email with cocounsel re transcripts, Garcia deposition, travel for same	2919			
9/28/2010	Enriquez	4.6	525	2415	Deposition support, research for sanctions on motion to compel, review emails on motion to compel, gather documents for past motions to compel, discussions re same with DVinzon and LDakinGrimm	2415			
9/29/2010	Enriquez	1.1	525	577.5	Prep and finalize discovery for service, pro bono reception (draft opening), coordinate upload of transcripts	115.5			
9/30/2010	Enriquez	1	525	525	Prep and finalize discovery responses for service	0			
10/7/2010	Enriquez	4.5	525	2362.5	Gather transcripts, coordinate with court reporter and cocounsel (.8), Review expert report (1.2), call with expert re report (1.7), Cite check and gather documents in expert report (.8)	472.5			
10/8/2010	Enriquez	3.1	525	1627.5	Email to expert with transcripts and and video footage, Assist expert in downloading videos of jail from FTP site , coordinate transcripts from Hopko and Petrocelli with cocounsel, court reporter and Lit Tech, gather other transcripts; Review video clips	1302			
10/9/2010	Enriquez	6.5	525	3412.5	Assist expert in downloading videos of jail from FTP site (1.2), Run changes, formatting, and nits to expert report (5.3)				
10/11/2010	Enriquez	6.2	525	3255	Calls with expert witness, prep and finalize expert report, discussions with team re same; prep report for filing. Review email and research assignment re non-retained experts and discussions with team re: same.	651			

#12430

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
10/12/2010	Enriquez	4.8	525	2520	Research on Non - retained experts, send Expert Report to Dr. Young, review meet and confer letter, send same to co-counsel, discuss transcript of M. Garcia with court reporter, coordinate with BAalberts for payment.	831.6			
10/13/2010	Enriquez	4.2	525	2205	Research re defense expert witnesses, draft email to DPerry, LDG, Dvinzon	727.65			
10/15/2010	Enriquez	1	525	525	Email correspondence with cocounsel re CD of video clips of MCJ, email correspondence with cocounsel re Plaintiff transcript deposition.	105			
10/18/2010	Enriquez	0.8	525	420	Review emails from cocounsel re scheduling meet and confer, scheduled meet and confer, call from cocounsel re MSJ and Livenote, email to BLOper re same; disucssion with team re: experts	138.6			
10/19/2010	Enriquez	2.2	525	1155	Discussion with DRLC and Dvinzon re expert reports, motions to require expert report, review orders of court re transfer of discovery issues to Magistrate Judge, draft letters for meet and confer. Research to cocounsel re expert witnesses.	381.15			
10/20/2010	Enriquez	6.7	525	3517.5	Follow up on research re expert reports, email to Dvinzon CHawks and HCannom re same, review memo from DRLC, research and review caselaw on expert reports and expert testimony.	1160.775			
10/21/2010	Enriquez	5.5	525	2887.5	Call with DRLC and Meet and Confer, discuss caselaw re expert reports with Dvinzon, research issue of expert disclosure, research issue of expert opinion on ultimate issues of law, conclusions for fact finder, discussion with Dvinzon re expert reports and next steps	750.75			
10/22/2010	Enriquez	1.5	525	787.5	Review transcript of deposition of Michael Garcia	157.5			
10/25/2010	Enriquez	4.5	525	2362.5	Review and discuss letters from CDE and County Defendants re expert reports, draft responses re same, discussions with Dvinzon and K. Eklund re same.	1181.25			
10/26/2010	Enriquez	6.3	525	3307.5	Review letter to Glenda Reager re expert deposition, discussion with Dvinzon re same, review transcript of depo of Michael Garcia, and create errata sheet for same, travel to and from Chino Prison for meeting with MGarcia, draft letter of errata for cocounsel	661.5			
10/27/2010	Enriquez	4.2	525	2205	Meeting with team re Summary Judgment, review emails re same, organize and update files of documents, gather meet and confer letters, discuss same with Keklund, review timeline of MSJ briefing. Finalize and prep letter to Court Reporter and Defendants re same.	441			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
10/28/2010	Enriquez	3.8	525	1995	Review emails re expert discovery/depositions, summary judgment status. meeting with KEklund re outlines for summary judgment meet and confers, review outlines, create tags for live note review.	399			
10/29/2010	Enriquez	0.5	525	262.5	Review letter from DVinzon in reply to Justin Clark.	262.5			
11/1/2010	Enriquez	5.6	525	2940	Draft and finalize letter to Justin Clark re expert witnesses, draft and finalize letter to Wadlington confirming expert witness agreement, Review initial disclosures for LACOE, obtain Disclosures from DRLC, review disclosures from County Defendants, and discussion with team re: same.	1470			
11/2/2010	Enriquez	6.7	525	3517.5	Review discovery responses with KEklund, contact DRLC for discovery responses, review Joliff Declaration and objections to declaration, Meet and Confer with Justin Clark, discussion with DVinzon re same, draft letters confirming conversation with Justin Clark.	703.5			
11/3/2010	Enriquez	1.6	525	840	Review meet and confer letter from HLP, review joint stipulation re pushing pre trial conference date and motions for summary judgment, discussion with DVinzon re same, review email from cocounsel re possible declaration the jails, various emails from cocounsel re: same.	168			
11/4/2010	Enriquez	1	525	525	Review emails re Stipulation and Status report, call to DVinzon re stipulation on MSJs, discussion with Keklund and Ekilberg re jail visits, coordinate with co counsel on jail visits, arrange call for logistics.	105			
11/5/2010	Enriquez	0	525	0	Call with the DRLC re jail visits, Call with the DRLC re Motion for Summary Judgment	0			
11/8/2010	Enriquez	1.2	525	630	Review of outline from cocounsel, discussion with KEklund and EKilberg re visits to jail	126			
11/9/2010	Enriquez	1	525	525	discussion with KEklund re jail visits, review email re jail visits, email from and make copy for DVinzon of expert report, review email request from cocounsel for extension of rebuttal expert reports and discussions with cocounsel re: same	105			
11/10/2010	Enriquez	1.7	525	892.5	Discussion with KEklund re qualification for class members, research re same, call with DRLC re same, review draft of MSJ and email from DVinzon re same. Issue tag Ralph Scott deposition	178.5			
11/11/2010	Enriquez	3.7	525	1942.5	Discussion with Dvinzon and HCannom re annotations of transcripts and undisputed facts section of MSJ, email re visits to jail for declarations. Discussion with KEklund and DVinzon re motion to file under seal. Draft statement of facts.	388.5			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/12/2010	Enriquez	5.2	525	2730	Review annotations, and draft facts for annotations in Hill and Scott deposition transcripts, discussion with KEklund re LEAs and Hacienda program, discussion with DVinzon re same, review MSJ, drafting CDE section.	0			
11/13/2010	Enriquez	1	525	525	Review draft of MSJ, organize facts for CDE, review email correspondence re CDE arguments.	0			
11/14/2010	Enriquez	3.4	525	1785	Draft CDE/IDEA section of MSJ, email to DVinzon re same.	0			
11/15/2010	Enriquez	4.1	525	2152.5	Discussion with DVinzon, HCannom, Chawks re MSJ, draft MSJ, review emails re discovery from CDE and review discovery responses re same, discussions with DVinzon and cocounsel re same.	322.875			
11/16/2010	Enriquez	8	525	4200	Draft due process section, review application to file under seal, review Petrocelli transcript, discussion with cocounsel re notice of procedural safeguards, review Cal Ed Code and and IDEA for procedural rights research, emails re production of documents from the CDE and LAUSD, review emails re expert depositions	840			
11/17/2010	Enriquez	0.6	525	315	Review MSJ, emails from team and cocounsel re same, review CDE fact section				
11/18/2010	Enriquez	8	525	4200	Review Riley Notice of Deposition, review email correspondence with CDE counsel re discovery, review brief, draft CDE section, review MSJ, draft same, review emails re discovery, review emails re services in LACJ.	420			
11/19/2010	Enriquez	7.8	525	4095	Draft Statement of Undisputed Facts, correspondence and calls with team re same, review facts and evidence, review emails re discovery, review draft of statement of uncontroverted facts, review brief, organize exhibits, met with team re brief	819			
11/20/2010	Enriquez	7	525	3675	Draft and Revise Separate Statement of Uncontroverted facts, Review Motion for Summary Judgment, Review Oxman Declaration.	735			
11/21/2010	Enriquez	13.8	525	7245	Review Motion for Summary Judgment, Draft and Revise Serparate Statement of Uncontroverted Facts, Prep Exhibits for filing, gather exhibits, revise and review Oxman Declaration, various emails and correspondence re same with cocounsel and team. Draft and and Revise Motion for Summary Judgment, Draft and Revise Separate Statement of Decision.	1449			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/22/2010	Enriquez	13.6	525	7140	Draft and review MSJ, Separate Statement of Facts, Request for Judicial Notice, Separate Statement of Decision, Finalize same, prep exhibits re same, prepare for filing re same, prep for deposition of Jane Young, finalize and prepare for service Discovery Responses for Request for Production of Documents and Notice of Deposition of Jane Young.	1428			
11/23/2010	Enriquez	8.5	525	4462.5	Deposition of Dr. Jane Young and travel thereto	892.5			
11/24/2010	Enriquez	6.8	525	3570	Outline of LACOE MSJ, review LACOE MSJ, meeting with DVinzon, HCannom, Keklund, Chawks re oppositions and next steps, review CDE MSJ and supporting documents. email to PTorres with briefing, email to RWindom re same	357			
11/28/2010	Enriquez	3	525	1575	Review CDE MSJ and Declarations supporting, draft and revise Opposition to CDE Motion				
11/29/2010	Enriquez	11.5	525	6037.5	Revise and draft CDE Opposition, email to cocounsel re oppositions and outlines, call with team re strategy on oppositions, prep for Riley deposition, review transcripts for Elkins and Hopko depositions, gather documents, correspondence with HCannom re deposition outline.				
11/30/2010	Enriquez	4	525	2100	Review and revise deposition outline for Gerald Riley (1) Take deposition of Gerald Riley (2.2), discussion and call with team re oppositions to MSJ, next steps with co counsel (.5), review emails and drafts of supplementary interrogatory responses/objections (.3)	210			
12/1/2010	Enriquez	0.9	525	472.5	Errata sheet (.4), email to DVinzon (.1), discussion with KEklund re CDE Compliance Report (.3), review emails re MSJ (.1)	94.5			
12/3/2010	Enriquez	0.5	525	262.5	discussion with KEklund re Hacienda SUF and Sheriff Defendants; email with Young transcript	196.875			
12/5/2010	Enriquez	3.8	525	1995	Review and draft Plaintiffs' Statement of Genuine Issues of Fact in Opposition to CDE's SUF's.				
12/6/2010	Enriquez	5.8	525	3045	Review emails re Oppositions and next steps, draft and revise Hacienda Opposition, email correspondence re same, draft and revise opposition to CDE's Statement of Facts, discussion with PTorres re Evidentiary Objections, draft and revise Hacienda Statement of Genuine issues of fact, meeting re next steps	304.5			
12/7/2010	Enriquez	4.2	525	2205	Discussion with KEklund re dropins for County brief; redlines to DVinzon of cocounsel's changes to Opposition Briefs; draft and revise Opposition briefs for CDE, and Hacienda, assist CHawks and Keklund with argument in county brief.	727.65			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/8/2010	Enriquez	12.1	525	6352.5	Assist P.Torres with prep for Steve Smith Depo, and exhibits, research, draft and revise EP/DP section for County's opposition, email to team re same, draft Oxman Declaration, prep exhibits for same, draft and revise Statements of Genuine Issues of Fact and Law, review Standing Order for Same; updates to Supp Statement of Uncontroverted Facts	3176.25			
12/9/2010	Enriquez	11.8	525	6195	Draft and Revise Oppositions to Motions to Summary Judgment, Evidentiary Objections, RJN, Cannom and Oxman Declarations, Statements of Genuine Issues, Supp. Statement of Uncontroverted Facts, prep exhibits re same, prep for filing, Draft DP/EP section and provide to team for review.	823.935			
12/10/2010	Enriquez	9.2	525	4830	Edits and finalizing Oppositions to Motions to Summary Judgment, Evidentiary Objections, RJN, Cannom and Oxman Declarations, Statements of Genuine Issues, Supp. Statement of Uncontroverted Facts, prep exhibits re same, prep and filing of documents	966			
12/13/2010	Enriquez	7.2	525	3780	Review Hacienda and CDE Oppositions, outline for same, Research Hacienda argument re Statement of Genuine issues and Orr, discussion with HCannom re same, call with team, email to team re next steps.	0			
12/14/2010	Enriquez	8.9	525	4672.5	create searchable version of Young Report for DRLC, draft and revise statements of genuine issues for CDE, County, LAUSD and LACOE, research responses. Gather documents for Oxman Declaration, prep responses for Statements of Genuine issues.	1051.3125			
12/15/2010	Enriquez	8.8	525	4620	prep and draft response to statement of uncontroverted facts, discussion with DPerry, HCannom and DVinzon re same, draft and revise four statements of genuine issues	924			
12/16/2010	Enriquez	5.8	525	3045	Research and draft and revise section on CDE Statutory authorities section, draft and revise statements of genuine issues, review reply brief and meet with team re same. draft and revise sections for footnotes on Rule 26, evidentiary objections.	0			
12/17/2010	Enriquez	4.8	525	2520	Email to DWalters re declarations, email from cocounsel re same, draft and revise statements of genuine issues, draft and revise MSJ, prep exhibits for Oxman Declaration	504			



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Milbank, Tweed, Hadley and McLoe LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/18/2010	Enriquez	5.2	525	2730	Review changes to Statement of Genuine Issues for LAUSD, Draft Oxman Declaration, Request for Judicial Notice, Application to File Under Seal, Proposed Order, finalize supporting declarations of eligible students for filing, various emails to team re same	546			
12/19/2010	Enriquez	4.3	525	2257.5	Draft and revise Oxman Declaration and demonstratives for declaration. Revise statement of genuine issues for each of the defendants, draft and revise Response for Hacienda Defendants, email re same, various correspondence re reply, prep for filing	338.625			
12/20/2010	Enriquez	9	525	4725	Finalize for filing Reply on Motion for Summary Judgment and additional documents including: Oxman Declaration and Exhibits, demonstratives, declarations from eligible students, evidentiary objections and statements of genuine issues and request for judicial notice	945			
12/21/2010	Enriquez	2	525	1050	Email from Andy re briefing, email to team re briefing and replies, discussion re same. Email to Bloper re Transcripts, correspondence with cocounsel re: various outstanding issues, review filings	210			
12/22/2010	Enriquez	0.8	525	420	Email re document discovery and Michael's test results, review Young transcript for errata	84			
12/27/2010	Enriquez	0.5	525	262.5	Send documents to expert, email re same	52.5			
12/28/2010	Enriquez	4.2	525	2205	Review Transcript of Deposition of Dr. Jane Young	441			
12/29/2010	Enriquez	4.5	525	2362.5	Finalize and send out errata for Dr. Young's Transcript, review and research email from Defendants re lodging transcripts, review emails re same and begin marking of transcript citations	472.5			
12/30/2010	Enriquez	0.2	525	105	Review emails re Hacienda's Lodging of Transcripts	0			
1/3/2011	Enriquez	0.6	600	360	Emails re Young depo costs, emails re filings on 20th	72			
1/14/2011	Enriquez	0	600	0	Review Ninth Circuit Brief from cocounsel	0			
1/18/2011	Enriquez	0	600	0	Moot of MSJ argument, review tentative, and discussion with team re same	0			
1/19/2011	Enriquez	0	600	0	Review Tentative decision by judge, calls with cocounsel and team re hearing, Prep for hearing and hearing on Motions to Dismiss	0			
1/21/2011	Enriquez	2.2	600	1320	review and revise letter to Attorney General re potential settlement, discussion with HCannom re same, discussion re pre-trial prep and meeting	132			
1/27/2011	Enriquez	1.3	600	780	Meeting with team for trial prep (2.2), review emails re settlement and review past settlement letters (.8), review LAUSD brief to prep for filing (.5)	156			

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Milbank, Tweed, Hadley and McLoey LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
2/2/2011	Enriquez	2.8	600	1680	Review filing emails from Clerk, prep paper copies, draft certificate for paper copies, coordinate with BAalberts, discussion with KEklund re initial disclosures, review rules and standing orders re initial disclosures	336			
2/3/2011	Enriquez	3.2	600	1920	Review Amended disclosures from KEklund, research disclosure requirements under Rule 26, discussion re same with HCannom and DVinzon.	384			
2/8/2011	Enriquez	0.3	600	180	Review date time line of trial dates and emails re same	36			
2/23/2011	Enriquez	2.9	600	1740	Review emails re evidence of Student's eligibility, and settlement re fees (.6), Edits to time chart, emails to HCannom and CHawks re same (2.3)	435			
3/1/2011	Enriquez	0.5	600	300	Email order with court reporter re transcript, email to JGenova re same (.2), review meet and confer letters to Defendants and emails re same (.3)	75			
3/3/2011	Enriquez	0.5	600	300	Emails re transcript from MSJ and to and from co counsel re same and re educations records of class members, email to BLooper for upload to database.	75			
3/8/2011	Enriquez	0.5	600	300	Review letters re settlement and fee statement, discussion and emails re same with team (.5)	75			
3/10/2011	Enriquez	0.4	600	240	Meeting re next steps for Trial prep.	60			
3/15/2011	Enriquez	4.5	600	2700	Draft and revise exhibit list in prep for pre-trial conference	675			
3/16/2011	Enriquez	0	600	0	Settlement Call with CDE (.3), Call with Cocounsel re exhibit list and settlement (.3)	0			
3/17/2011	Enriquez	0.7	600	420	Settlement meeting with DRLC and LACOE and County Defendants, review and discussions with cocounsel re exhibit list	210			
3/18/2011	Enriquez	1.5	600	900	Review of rules re meet and confer , discussion with co counsel and RWindom re exhibit list; Draft and revise witness list.	225			
3/21/2011	Enriquez	4.9	600	2940	Meeting with team re meeting of counsel, review orders on MSJ and draft established facts, Email re settlement agreement and review draft, Prep for settlement conference and review exhibit list and witness lists re same	735			
3/22/2011	Enriquez	3.3	600	1980	Research re voluntary dismissals (.2), Review order from Hatter (.1) Support for Meet and Confer (.2) Discussion with DVinzon re settlement position paper (.2), draft settlement position paper and email to DVinzon re same (2.6)	495			
3/23/2011	Enriquez	1.2	600	720	Review Settlement Conference Statement and discussion with DVinzon re same, discussion with HCannom re same and email to co counsel	180			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/28/2011	Enriquez	0	600	0	Call with Dr. Young re settlement issues, emails re same with DVinzon	0			
3/30/2011	Enriquez	0.7	600	420	Draft email re settlement counter proposal, discussion re same with HCannom	105			
4/4/2011	Enriquez	2.1	600	1260	Discussions re evidence and supplemental production for Garcia matter, correspondence re same, prep supplemental production and coordinate with Williams Lea re same	315			
4/5/2011	Enriquez	0.5	600	300	Update Exhibit list, email to co counsel and HCannom re same	75			
4/11/2011	Enriquez	0.3	600	180	Correspondence with BLooper and co counsel re supplemental production, draft transmittal letter for production.	45			
4/12/2011	Enriquez	0	600	0	Correspondence re supplemental production	0			
4/13/2011	Enriquez	0.5	600	300	Email to and from cocounsel re formatting settlement agreement, revise and format settlement agreement, and email to Word Processing re same.	75	92934.26	\$92,934.26	
11/6/2009	Hawks	3.5	440	1540	Researching re declaratory relief	308			
11/9/2009	Hawks	2.5	440	1100	Drafting federal complaint	220			
11/10/2009	Hawks	3.5	440	1540	Drafting federal complaint	308			
11/10/2009	Hawks	0.4	440	176	Revising meet & confer letter	35.2			
11/12/2009	Hawks	1	440	440	Drafting federal complaint	88			
11/13/2009	Hawks	1.5	440	660	Revising federal complaint	132			
11/17/2009	Hawks	1.5	440	660	Meet & confer regarding class certification motion and discussions of same with team (0.8); inputting and editing Andy Oxman's changes to complaint (1.2)	132			
11/24/2009	Hawks	0.5	440	220	Reviewing regarding ADA/504 claims against LAUSD	44			
12/2/2009	Hawks	7.4	440	3256	Revising federal complaint	651.2			
12/3/2009	Hawks	7.6	440	3344	Revising federal complaint; discussion of same with team	668.8			
12/4/2009	Hawks	4.1	440	1804	Revising federal complaint	360.8			
12/21/2009	Hawks	0.6	440	264	Drafting stipulation extending time to respond	52.8			
12/29/2009	Hawks	1.8	440	792	Revising and filing stipulations extending time to respond.	261.36			
1/13/2010	Hawks	3	525	1575	Researching and drafting Younger section for opposition to CDE motion to dismiss.	0			
1/14/2010	Hawks	3.4	525	1785	Researching and drafting res judicata and collateral estoppel sections for opposition to LACOE motion to dismiss	0			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
1/15/2010	Hawks	2.1	525	1102.5	Revising res judicata and collateral estoppel section for opposition to LACOE motion to dismiss; drafting 1983 and supplemental jurisdiction sections for opposition to LACOE motion to dismiss	551.25			
1/16/2010	Hawks	1	525	525	Drafting Younger section in CDE motion to dismiss	0			
2/4/2010	Hawks	0	525	0	Preparatory meeting with DRLC re hearings on motions to dismiss	0			
2/8/2010	Hawks	0	525	0	Attending hearing on motions to dismiss	0			
3/22/2010	Hawks	2.5	525	1312.5	Drafting notice of non-opposition (0.5); drafting standing section of class certification motion (2.0)	262.5			
3/23/2010	Hawks	4	525	2100	Drafting standing section of class certification motion	420			
3/25/2010	Hawks	1.5	525	787.5	Drafting standing section for class cert reply	157.5			
4/2/2010	Hawks	3	525	1575	Reviewing and editing responses to evidentiary objections; discussion of same and reply with team.	315			
4/5/2010	Hawks	1.5	525	787.5	Revising evidentiary objections (0.25); reviewing and inputting final edits to class cert reply and discussions of same with team(1.0); drafting Vinzon declaration (0.25)	157.5			
4/20/2010	Hawks	1	525	525	Drafting sub-class definition for LAUSD (0.25); reviewing and distinguishing cases cited in class cert briefing in preparation for hearing (0.5); call with DRLC regarding class cert hearing (0.7)	105			
4/21/2010	Hawks	1	525	525	Reviewing County's RFPs	525			
4/23/2010	Hawks	0.3	525	157.5	Drafting list of documents for C. Munson to provide to Michael Garcia	31.5			
4/30/2010	Hawks	1.3	525	682.5	Drafting objections to County's Requests for Production (1.3)	682.5			
5/2/2010	Hawks	2.7	525	1417.5	Drafting objections to County's Requests for Production	1417.5			
5/3/2010	Hawks	2.1	525	1102.5	Reviewing documents for production to County and discussions of same with team and B. Loper.	1102.5			
5/5/2010	Hawks	3.8	525	1995	Revising and serving RFPs (1.5); coordinating production of documents with B.Loper (2.3)	399			
5/13/2010	Hawks	1.1	525	577.5	Organizing document production database (1.1);	115.5			
5/14/2010	Hawks	0.2	525	105	Coordinating upload of paper documents to database	21			
5/17/2010	Hawks	0.7	525	367.5	Call with DRLC regarding CDE's appeal	0			
5/24/2010	Hawks	2.5	525	1312.5	Drafting standing section of opposition to CDE's class cert appeal petition; discussion of same with R. Enriquez	0			
5/25/2010	Hawks	2.5	525	1312.5	Revising standing section of opposition to CDE's class cert appeal petition (2.5); discussions re: production with B. Loper	0			
5/26/2010	Hawks	2.4	525	1260	Editing opposition to CDE's appeal petition	0			

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total
6/1/2010	Hawks	3	525	1575	Revising and inserting citations to draft PI motion	315		
9/1/2010	Hawks	2.5	525	1312.5	Reviewing LAUSD and County documents	656.25		
9/5/2010	Hawks	2.1	525	1102.5	Reviewing documents in preparation for LAUSD 30(b)(6) deposition	0		
9/6/2010	Hawks	7.2	525	3780	Reviewing documents in preparation for LAUSD 30(b)(6) deposition	0		
9/7/2010	Hawks	3.4	525	1785	Reviewing documents in preparation for LAUSD 30(b)(6) deposition	0		
9/9/2010	Hawks	4	525	2100	Preparing for LAUSD 30(b)(6) deposition	0		
9/10/2010	Hawks	5.8	525	3045	Preparing for LAUSD deposition (2.8); LAUSD deposition (3.0)	0		
9/15/2010	Hawks	0.9	525	472.5	Drafting deposition notices for Sue Spears and LAUSD 30(b)(6)	0		
9/16/2010	Hawks	0.4	525	210	Drafting letter to Barrett Green regarding Sue Spears and 30(b)(6) depo of LAUSD	0		
9/29/2010	Hawks	2.5	525	1312.5	Sue Spears deposition	0		
11/4/2010	Hawks	2.4	525	1260	Reviewing Sharon Jarrett transcript	252		
11/15/2010	Hawks	1.2	525	630	Inserting facts into LAUSD section of MSJ; meet with team re MSJ	0		
11/17/2010	Hawks	2	525	1050	Revising constitutional law sections of MSJ	210		
11/19/2010	Hawks	5.2	525	2730	Revising statement of undisputed facts; revising MSJ sections; working with R. Windom to gather exhibits; met with team re MSJ	546		
11/21/2010	Hawks	10.8	525	5670	Revising MSJ and preparing exhibits for filing	1134		
11/22/2010	Hawks	7.4	525	3885	Revising and filing MSJ and supporting documentation	777		
11/23/2010	Hawks	0.3	525	157.5	Outlining LAUSD's MSJ	0		
12/2/2010	Hawks	2.5	525	1312.5	Reviewing opp to motion to decertify class (0.3); drafting statement of genuine issues of material fact for County (2.2)	1181.25		
12/3/2010	Hawks	4.3	525	2257.5	Drafting statement of genuine issues of material fact for County (3.8); discussing LAUSD and LACOE statements of general issues with K. Eklund (0.5)	1806		
12/6/2010	Hawks	7.7	525	4042.5	Working with K. Eklund to draft statements of genuine issues; revising oppositions to MSJ	808.5		
12/7/2010	Hawks	5.6	525	2940	Drafting supplemental statement of undisputed facts (3.4); revising oppositions to MSJs (2.2)	588		
12/8/2010	Hawks	7.5	525	3937.5	Revising separate statement of undisputed fact (2.4); revising oppositions to MSJs (5.1)	787.5		
12/9/2010	Hawks	8.3	525	4357.5	Revising oppositions to MSJs and supporting documents	871.5		
12/10/2010	Hawks	8.1	525	4252.5	Revising and preparing for filing oppositions to MSJs and supporting documents	850.5		
12/13/2010	Hawks	2	525	1050	Summarizing CDE's opposition to MSJ; meeting with Garcia case team; drafting drop-in sections for reply ISO MSJ	157.5		

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/14/2010	Hawks	3.8	525	1995	Researching and drafting drop-ins for reply ISO MSJ; meet with team re same.	399			
12/17/2010	Hawks	5	525	2625	Revising reply and supporting documents ISO MSJ	525			
12/20/2010	Hawks	6.6	525	3465	Revising and filing reply ISO MSJ	693			
1/18/2011	Hawks	0	600	0	Moot exercise in preparation for summary judgment oral argument (2.0); reviewing and discussing tentative ruling with team (2.5)	0			
1/19/2011	Hawks	0	600	0	Preparing for and attending MSJ hearing; discussing next steps with team	0			
1/27/2011	Hawks	0	600	0	Garcia trial prep meeting	0			
1/28/2011	Hawks	0.5	600	300	Drafting discovery letters	60			
1/31/2011	Hawks	0.8	600	480	Drafting discovery letters	96			
3/1/2011	Hawks	0.3	600	180	Drafting meet and confer letter with K. Eklund	45			
3/10/2011	Hawks	0	600	0	Settlement meeting with V. Andrade of LACOE	0			
3/15/2011	Hawks	2.8	600	1680	Revise LACOE settlement agreement	0			
3/21/2011	Hawks	4.2	600	2520	Drafting list of facts on which to seek stipulation at pre-trial M&C; team meeting re same	630			
3/24/2011	Hawks	1.4	600	840	Updating list of settlement points	210			
3/28/2011	Hawks	0	600	0	Call with Dr. Young and discussion with team re same (0.4); draft summary of call topics (0.2)	0	23124.41	\$23,124.41	
11/3/2010	Kilberg	0.4	575	230	Meet with D. Vinzon re summary judgment motions in the case.	46			
11/4/2010	Kilberg	2.8	575	1610	Review prior court filings and other case materials for background information about case (2.3); meet with K. Eklund and R. Enriquez re meeting with students at LACJ re special education services (0.5).	322			
11/8/2010	Kilberg	4.3	575	2472.5	Call with K. Eklund and R. Enriquez to discuss preparation for meeting with students at LACJ; review summaries of plaintiff's and defendants' arguments as background information for case; meet with K. Eklund to prepare for meeting with students at the LACJ; meetings with team re: same.	494.5			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/9/2010	Kilberg	6	575	3450	Meet with students at Twin Towers jail with K. Eklund (4); meet with D. Vinzon re meetings with jail inmates (0.2); meet with K. Eklund to go over information from meetings with Twin Towers inmates and to discuss preparing summary re: same (1.8)	690			
11/10/2010	Kilberg	8.6	575	4945	Research mootness and voluntary cessation issues. E-mail correspondence with K. Eklund re meetings with inmates at Men's Central Jail.	989			
11/11/2010	Kilberg	0.4	575	230	Meet with D. Vinzon to discuss progress of research re voluntary cessation and mootness.	46			
11/18/2010	Kilberg	6.3	575	3622.5	Review and organize cases re voluntary cessation exception to the mootness doctrine and related procedural issues (4); research exhaustion of remedies under PLRA (2); review of cases and preparing a section in opposition and reply brief	724.5			
11/29/2010	Kilberg	0.5	575	287.5	Meet with D. Vinzon re drafting section re voluntary cessation and mootness for oppositions to Defendants' motions for summary judgment (0.5).	57.5			
11/30/2010	Kilberg	6.8	575	3910	Draft argument re mootness and voluntary cessation for opposition to defendants' motion for summary judgment (6); cite-check draft of voluntary cessation argument (0.8).	782			
12/1/2010	Kilberg	1.5	575	862.5	Proofread and finalize draft of legal section re voluntary cessation and mootness and send to D. Vinzon (1.5).	172.5	4324		0
1/4/2010	Loper	0.1	295	29.5	Load documents to database per request of R. Windom.	5.9			
1/11/2010	Loper	0.2	295	59	Load documents to database per request of R. Windom	11.8			
1/28/2010	Loper	0.2	295	59	Load documents to database per request of R. Windom.	11.8			
3/10/2010	Loper	0.1	295	29.5	Load documents to database per request of R. Windom	5.9			
3/24/2010	Loper	0.2	295	59	Load documents to database per request of R. Windom; exchange emails with D. Vinzon re defendants production and review.	11.8			
3/25/2010	Loper	0.1	295	29.5	Respond to request from R. Windom re transcript database.	5.9			
4/28/2010	Loper	0.1	295	29.5	Exchange email with C. Hawks re document production.	5.9			
5/3/2010	Loper	1	295	295	Load documents to database per request of C. Hawks; conference with C. Hawks re document production.	59			
5/4/2010	Loper	0.7	295	206.5	Load documents to database for legal team review; respond to request from C. Hawks re redaction of documents.	41.3			



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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
5/5/2010	Loper	1	295	295	Prepare documents for production; conference with C. Hawks re production	59			
5/6/2010	Loper	0.3	295	88.5	Load production documents to database for legal team review.	17.7			
5/12/2010	Loper	0.5	295	147.5	Respond to request from C. Hawks re external access to document review database; draft email to J. Nolasco re approval for external access.	29.5			
5/12/2010	Loper	0.2	295	59	Respond to request from C. Hawks re providing access to document database to co-counsel; draft email to J. Nolasco re approval for external access to Relativity database.	11.8			
5/17/2010	Loper	0.8	295	236	Load production documents to database for legal team review; prepare documents for processing by outside vendor.	47.2			
5/18/2010	Loper	0.5	295	147.5	Prepare documents for processing by outside vendor.	29.5			
5/19/2010	Loper	1	295	295	Load production documents to database for legal team review.	59			
5/20/2010	Loper	0.5	295	147.5	Prepare document database for review by external counsel.	29.5			
5/21/2010	Loper	1.5	295	442.5	Prepare document database for review by external users; load document production to database per request of C. Hawks.	88.5			
5/25/2010	Loper	0.6	295	177	Load production document to database for legal team review; conference with C. Hawks re outside counsel's access to document database.	35.4			
5/26/2010	Loper	0.7	295	206.5	Telephone conference with A. Oxman re review of document database.	41.3			
6/4/2010	Loper	0.1	295	29.5	Load and organize deposition transcripts in database per R. Windom.	5.9			
7/22/2010	Loper	1.5	295	442.5	Process and organize incoming document production for legal team review.	88.5			
7/29/2010	Loper	1.3	295	383.5	Prepare and organize production documents for legal team review.	76.7			
8/4/2010	Loper	0.8	295	236	Load production documents to database for legal team review.	47.2			
8/6/2010	Loper	0.5	295	147.5	Prepare and organize production documents for legal team review.	29.5			
8/10/2010	Loper	0.7	295	206.5	Prepare and organize client documents for legal team review.	41.3			
8/12/2010	Loper	2	295	590	Prepare and organize client documents for legal team review; conference with R. Enriquez re client document production; prepare and organize client documents for production.	118			
8/18/2010	Loper	0.7	295	206.5	Prepare and organize County production documents for legal team review; load deposition transcripts to database for legal team review.	41.3			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
8/20/2010	Loper	0.7	295	206.5	Edit and update document database for external users; prepare specialized search queries at request of co-counsel.	41.3			
8/26/2010	Loper	0.5	295	147.5	Prepare and organize County production documents for legal team review.	147.5			
9/7/2010	Loper	0.5	295	147.5	Prepare and organize deposition transcripts and exhibits for legal team review.	29.5			
9/9/2010	Loper	0.2	295	59	Respond to document request from R. Windom re deposition transcripts.	11.8			
9/14/2010	Loper	0.2	295	59	Prepare incoming production materials for processing for legal team review.	11.8			
9/16/2010	Loper	0.8	295	236	Prepare and organize County production documents for legal team review and discussions with team re: same; prepare deposition transcript for legal team review.	47.2			
9/20/2010	Loper	0.1	295	29.5	Prepare and organize deposition transcript database for legal team review.	5.9			
9/22/2010	Loper	0.2	295	59	Prepare and organize deposition transcripts for legal team review.	11.8			
9/27/2010	Loper	0.2	295	59	Load and organize deposition transcripts for legal team review; conference with R. Windom re deposition transcripts.	11.8			
9/29/2010	Loper	0.2	295	59	Prepare and organize deposition transcripts for legal team review.	11.8			
10/5/2010	Loper	0.2	295	59	Load and organize deposition transcripts for legal team review.	11.8			
10/7/2010	Loper	0.1	295	29.5	Prepare and organize deposition transcripts per R. Enriquez	5.9			
10/8/2010	Loper	0.5	295	147.5	Prepare video files for expert review per D. Vinzon; prepare and organize deposition transcripts for legal team review.	88.5			
10/11/2010	Loper	0.5	295	147.5	Prepare documents for use as exhibits to expert report per R. Enriquez; prepare and organize deposition transcripts for legal team review.	29.5			
10/12/2010	Loper	0.3	295	88.5	Load deposition transcripts to database for legal team review; conference with R. Windome re deposition transcript database.	17.7			
10/18/2010	Loper	0.1	295	29.5	Respond to request from R. Enriquez re access to deposition database for external counsel.	5.9			
11/1/2010	Loper	0.1	295	29.5	Respond to request from R. Enriquez re preparing issue topics for deposition transcript review.	5.9			
11/10/2010	Loper	0.7	295	206.5	Respond to request from C. Hawks re review of deposition transcript database; prepare and organize production documents from the County for legal team review.	41.3			
11/15/2010	Loper	0.2	295	59	Respond to request from K. Eklund re review of deposition transcripts.	11.8			

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**Milbank, Tweed, Hadley and McLoy LLP**  
**Garcia v. LASD, et al. Fee Breakdown**

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/18/2010	Loper	0.7	295	206.5	Draft email re processing of expert documents for review; respond to document request from K. Eklund re deposition exhibits for legal team review; conference with R. Windom re deposition exhibits.	41.3			
11/19/2010	Loper	1.5	295	442.5	Prepare and organize deposition transcript exhibits for legal team review; update deposition transcript database.	88.5			
11/22/2010	Loper	0.5	295	147.5	Prepare and organize deposition exhibits for legal team review.	29.5			
11/23/2010	Loper	1.5	295	442.5	Prepare and organize expert production documents for legal team review.	88.5			
12/10/2010	Loper	0.2	295	59	Load transcript to deposition database for legal team review.	11.8			
12/13/2010	Loper	0.6	295	177	Load deposition transcript to database for legal team review; prepare and organize court paper files for legal team review per R. Windom.	35.4			
12/21/2010	Loper	0.1	295	29.5	Prepare and load deposition transcript to database for legal team review.	5.9			
1/6/2011	Loper	0.2	295	59	Prepare and organize deposition transcript database for legal team review.	11.8			
1/18/2011	Loper	0.5	295	147.5	Prepare and organize pleadings files for legal team review per R. Windom.	29.5			
3/3/2011	Loper	1.5	295	442.5	Load and organize hearing transcript for legal team review; prepare and organize document production for legal team review.	110.625			
3/4/2011	Loper	2.5	295	737.5	Prepare and organize client document production for legal team review per R. Enriquez.	184.375			
3/14/2011	Loper	0.5	295	147.5	Respond to request from R. Windom re creation of deposition designation reports.	36.875			
3/15/2011	Loper	0.2	295	59	Respond to request from R. Enriquez re deposition exhibits.	14.75			
4/4/2011	Loper	1.5	295	442.5	Prepare and organize client documents for production per R. Enriquez; conference with R. Enriquez re production of documents.	110.625			
4/11/2011	Loper	0.7	295	206.5	Prepare and organize client documents for legal team review; prepare and organize documents for production per R. Enriquez.	51.625			
4/11/2011	Loper	1.5	295	442.5	Prepare and organize client documents for production per R. Enriquez; conference with R. Enriquez re document production.	110.625	2566.5		0
12/4/2009	Perry	1	775	775	Review and comment on Draft Complaint.	155			
2/22/2010	Perry	0.5	825	412.5	Review and finalize declaration.	82.5			
4/5/2010	Perry	3.4	825	2805	Review reply brief in support of class certification motion.	561			
5/14/2010	Perry	0.6	825	495	Attention to appeal issues.	0			
6/1/2010	Perry	1	825	825	Review and comment on settlement demand.	165			

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
6/2/2010	Perry	2.2	825	1815	Attention to settlement demand; attention to strategy for settlement conference; meetings re: same.	363			
6/3/2010	Perry	2.5	825	2062.5	Review and comment re: settlement demand letter; emails re: same; review appeal papers; meeting with team R.Enriquez re: same.	412.5			
6/4/2010	Perry	2.1	825	1732.5	Review and comment on settlement statement; review transmission to Hatter.	346.5			
6/7/2010	Perry	4	825	3300	Prepare for and participate in Settlement Conference; preliminary call with DRLC.	660			
6/14/2010	Perry	0.5	825	412.5	Attention to settlement demand and meeting with R. Enriquez re: same.	82.5			
7/14/2010	Perry	1.5	825	1237.5	Review and comment on motion brief.	247.5			
7/29/2010	Perry	2	825	1650	Emails re: various settlement issues; call with D. Vinzon.	330			
7/30/2010	Perry	0.5	825	412.5	Attention to emails re: settlement conference.	82.5			
8/12/2010	Perry	1	825	825	Attention to emails; coordinate with team re: discovery schedule.	165			
8/26/2010	Perry	1.5	825	1237.5	Call with R. Enriquez re: strategy; emails re: same.	247.5			
9/7/2010	Perry	1	825	825	Attention to retention of expert	165			
10/8/2010	Perry	1	825	825	Review draft expert declaration.	165			
10/11/2010	Perry	1.5	825	1237.5	Attention to expert discovery issues and discussion with team re: same; review expert report.	247.5			
12/20/2010	Perry	1.5	825	1237.5	Attention to Summary Judgment motion.	247.5	4725.5	\$4,725.50	
5/21/2010	Torres	3	625	1875	Research re FRCP 57 and procedure for permanent injunction.	375			
5/24/2010	Torres	8.3	625	5187.5	Review background documents; begin drafting motion for declaratory judgment under rule 57.	1037.5			
5/25/2010	Torres	8.3	625	5187.5	draft declaratory relief and PI brief.	1037.5			
5/26/2010	Torres	8	625	5000	draft declaratory judgment and PI brief.	1000			
5/27/2010	Torres	2	625	1250	edit and revise declaratory judgment brief.	250			
6/1/2010	Torres	2.5	625	1562.5	Edit / Revise speedy declaration brief.	312.5			
9/7/2010	Torres	0.5	625	312.5	Review Case relevant to litigation.	62.5			
11/28/2010	Torres	4.3	625	2687.5	Review MSJ and other briefing; prepare skeleton outline of responsive brief.	537.5			
11/30/2010	Torres	5	625	3125	Prepare draft opposition to Hacienda brief; review expert reports.	312.5			
12/2/2010	Torres	4	625	2500	Review expert reports and deposition transcripts.	500			
12/6/2010	Torres	6	625	3750	Prepare evidentiary objections and discuss with R. Enriquez; prepare for deposition.	2250			
12/8/2010	Torres	7	625	4375	Prepare deposition outline; work on evidentiary objections.	4375			
12/9/2010	Torres	5	625	3125	Prepare for and depose Steve Smith; discuss same with D. Vinzon; work on evidentiary objections.	3125			
12/10/2010	Torres	2	625	1250	Edit and revise evidentiary objections.	250	15425	0	

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/5/2009	Vinzon	2.5	650	1625	Call with DRLC re: strategy and next steps; review consent decree; discuss same with Milbank team; drafting of complaint	325			
11/6/2009	Vinzon	0.5	650	325	Discuss status and strategy with team.	65			
11/10/2009	Vinzon	0.8	650	520	Review and edit meet and confer letter; correspondence re same.	104			
11/11/2009	Vinzon	1	650	650	Review and edit meet and confer letter; correspondence re: class cert.	130			
12/3/2009	Vinzon	2	650	1300	Review and edit complaint and supporting documents and discussions with team re: same.	260			
12/21/2009	Vinzon	0.8	650	520	Various correspondence re: extensions to defendants' responsive paper deadlines	104			
12/22/2009	Vinzon	0.8	650	520	Various correspondence re: extensions to defendants' responsive paper deadlines	104			
12/28/2009	Vinzon	1.3	650	845	Various correspondence to opposing counsel re: stipulations and related issues.	169			
2/4/2010	Vinzon	1.5	695	1042.5	Meeting with team to prepare for hearing; discuss issues with H. Cannom.	344.025			
2/7/2010	Vinzon	0.8	695	556	Review preliminary statement and correspondence with H. Cannom re: hearing prep.	183.48			
2/8/2010	Vinzon	1.5	695	1042.5	Prepare for and attend hearing.	344.025			
2/16/2010	Vinzon	0.8	695	556	Edit interrogatories, discuss same with H. Cannom, R. Enriquez	111.2			
2/21/2010	Vinzon	1.5	695	1042.5	Review and edit class certification motion and supporting papers.	208.5			
2/22/2010	Vinzon	2	695	1390	Review and edit class certification motion and supporting papers.	278			
3/3/2010	Vinzon	3	695	2085	Edit interrogatories; correspondence with DRLC re: same; prepare interrogatories for service.	417			
3/4/2010	Vinzon	7	695	4865	Review/edit/draft position statement for settlement judge; correspondence with DRLC re same.	973			
3/5/2010	Vinzon	3	695	2085	Review/edit position statement for settlement judge; correspondence with DRLC re same; prepare for filing; call with AG office re settlement statements; edit/draft LAUSD answer; various tasks re: admin record.	417			
3/10/2010	Vinzon	0.8	695	556	Discuss consolidation and case strategy with D. Perry.	111.2			
3/19/2010	Vinzon	2	695	1390	Review CDE opposition to class certification motion; review class certification motion and complaint; correspondence with C. Munson re same; correspondence with team re reply brief.	0			
3/22/2010	Vinzon	7.5	695	5212.5	Correspondence re: stipulation for omnibus reply; draft stipulation; draft/edit notice of non-opposition; review opposition briefs to class certification motion.	1042.5			

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Milbank, Tweed, Hadley and McLoey LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/23/2010	Vinzon	7.5	695	5212.5	Correspondence re: stipulation for omnibus reply; review opposition briefs to class certification motion; call with DRLC re: class certification reply and LAUSD appeal response.	1042.5			
3/24/2010	Vinzon	5	695	3475	Research and draft reply on class certification motions; discuss same with C. Hawks and R. Enriquez; correspondence with B. Loper re: document maintenance with DRLC.	695			
3/25/2010	Vinzon	5	695	3475	Research and draft reply on class certification motions.	695			
3/26/2010	Vinzon	3	695	2085	Research and draft reply on class certification motions; discuss various issues with R. Enriquez	417			
4/1/2010	Vinzon	3.5	695	2432.5	Edit and draft class cert reply and supporting documents.	486.5			
4/2/2010	Vinzon	3	695	2085	Edit and draft class cert reply and supporting documents; meeting with team re: same	417			
4/3/2010	Vinzon	2.5	695	1737.5	Edit and draft class cert reply and supporting documents.	347.5			
4/5/2010	Vinzon	3	695	2085	Edit and prepare class certification reply brief; call with DRLC and discussions with team re: CDE screening and Hill declaration ISO opposition to class cert.	417			
4/9/2010	Vinzon	3.5	695	2432.5	Prepare for and attend settlement conference	486.5			
4/15/2010	Vinzon	1.8	695	1251	Call with DRLC; review caselaw for class cert hearing.	250.2			
4/16/2010	Vinzon	3	695	2085	Review and edit response to evidentiary objections; prepare same for filing; prepare for class cert hearing; discussion with R. Enriquez re: same.	417			
4/19/2010	Vinzon	6.5	695	4517.5	Research, review papers and prepare for class cert hearing.	903.5			
4/20/2010	Vinzon	8	695	5560	Research, review papers and prepare for class cert hearing; call with DRLC re same.	1112			
4/21/2010	Vinzon	8	695	5560	Prepare for and attend class cert hearing; meeting with cocounsel re: same; call to G. Reager; discuss same with team.	556			
4/23/2010	Vinzon	0.8	695	556	Call to Judge Hatter clerk re: settlement; correspondence to opposing counsel re: same.	111.2			
4/26/2010	Vinzon	1.5	695	1042.5	Review caselaw re class cert; correspondence re discovery.	208.5			
4/27/2010	Vinzon	1	695	695	Correspondence re discovery; correspondence re settlement conference.	139			
4/28/2010	Vinzon	0.5	695	347.5	Correspondence re LAUSD discovery.	0			
4/29/2010	Vinzon	0.8	695	556	Review class cert order; follow-up with team re: same.	111.2			
5/3/2010	Vinzon	1	695	695	Review and edit draft discovery responses; correspondence re same.	695			

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Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
5/5/2010	Vinzon	1	695	695	Review order on LAUSD appeal; prepare discovery responses; correspondence re same.	139			
5/6/2010	Vinzon	0.3	695	208.5	Correspondence re settlement conference.	41.7			
5/13/2010	Vinzon	1.3	695	903.5	Research and correspondence re: CDE petition to appeal.	0			
5/14/2010	Vinzon	1.5	695	1042.5	Research and correspondence re: appeal; review petition for appeal; correspondence re same; and discussions with team re: same	0			
5/17/2010	Vinzon	0.7	695	486.5	Call with DRLC re appeal and next steps.	0			
5/18/2010	Vinzon	0.5	695	347.5	Correspondence to DRLC re settlement and next steps; discussions with team re: same; draft appellate response.	69.5			
5/23/2010	Vinzon	0	0	0	Draft appellate brief.	0			
5/24/2010	Vinzon	0.5	695	347.5	Correspondence with G. Reager.	0			
5/28/2010	Vinzon	1	695	695	Review settlement letter.	139			
6/1/2010	Vinzon	0.3	695	208.5	Correspondence re settlement demand letter.	41.7			
6/2/2010	Vinzon	1.8	695	1251	Correspondence re settlement demand; call with DRLC re: same; meeting with team re: same.	250.2			
6/4/2010	Vinzon	0.8	695	556	Prepare settlement papers; discussion with team re: same.	111.2			
6/7/2010	Vinzon	4	695	2780	Call in preparation for settlement conference; prepare for and attend settlement conference.	556			
6/29/2010	Vinzon	0.8	695	556	Review settlement correspondence; correspondence re same.	111.2			
6/30/2010	Vinzon	0.8	695	556	Review/edit discovery documents; correspondence, discussions with team re same.	111.2			
7/7/2010	Vinzon	0.8	695	556	Correspondence re settlement meet and confer.	111.2			
7/8/2010	Vinzon	1	695	695	Correspondence re settlement conference; prepare filings.	139			
7/12/2010	Vinzon	0.5	695	347.5	Correspondence with team re settlement meet and confer.	69.5			
7/14/2010	Vinzon	3	695	2085	Prepare for and attend settlement conference; meeting with cocounsel re: same	417			
7/19/2010	Vinzon	1	695	695	Review/edit opposition to motion for reconsideration and discussion with R. Enriquez re: same.	695			
7/20/2010	Vinzon	0.8	695	556	Correspondence re settlement conference.	111.2			
7/21/2010	Vinzon	0	0	0	Ninth Circuit mediation call with P. Sherwood and LAUSD; review/edit joint status report.	0			
7/23/2010	Vinzon	2.3	695	1598.5	Prepare for and attend settlement conference, meet and confer.	319.7			
7/26/2010	Vinzon	3.5	695	2432.5	Review edit, prepare for service joint status report to Judge Hatter; correspondence re same.	486.5			
7/27/2010	Vinzon	0.5	695	347.5	Review order; correspondence re same; discussions with team re: same.	69.5			
7/28/2010	Vinzon	1	695	695	Various correspondence with team and defendants re settlement and discovery.	139			



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Milbank, Tweed, Hadley and McLoey LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
7/29/2010	Vinzon	3	695	2085	Correspondence with defendants re various issues; correspondence/discussion with Milbank and DRLC team re same.	417			
8/2/2010	Vinzon	1	695	695	Correspondence with defendants re depo scheduling; correspondence with team and DRLC re discovery.	139			
8/4/2010	Vinzon	0.5	695	347.5	Correspondence re discovery; discussions of same with team.	69.5			
8/5/2010	Vinzon	0.5	695	347.5	Correspondence re discovery; Hacienda settlement.	0			
8/9/2010	Vinzon	2.5	695	1737.5	Discuss Hacienda's departure from jails with R. Enriquez; correspondence re demand letter to jails; review and edit discovery responses; prepare for service.	868.75			
8/10/2010	Vinzon	1.5	695	1042.5	Correspondence with LAUSD and CDE re depositions; discuss LACOE depo with R. Enriquez.	0			
8/11/2010	Vinzon	2	695	1390	Review/edit demand letter re Hacienda departure; correspondence re same; discuss discovery responses with R. Enriquez and DRLC	695			
8/12/2010	Vinzon	3.5	695	2432.5	Strategy call with DRLC; correspondence re same; discuss discovery responses with R. Enriquez; review outgoing production and related documents; various correspondence with DRLC and defendants re discovery.	486.5			
8/13/2010	Vinzon	1.3	695	903.5	Various correspondence re preliminary injunction; demand letter re Hacienda cancellation; correspondence re: services to students in jail; discuss same with team.	180.7			
8/16/2010	Vinzon	2.3	695	1598.5	Review and edit Hacienda cancellation letter; discuss CDE depo with R. Enriquez and DRLC	399.625			
8/17/2010	Vinzon	2	695	1390	Correspondence re Hacienda; prepare with R. Enriquez for depo.	0			
8/18/2010	Vinzon	8	695	5560	Prepare for and attend CDE depo; discuss same with team.	0			
8/19/2010	Vinzon	3.5	695	2432.5	Review and edit motion to compel; correspondence with LAUSD re depo scheduling; discussion of exparte with L. Dakin-Grimm	2432.5			
9/1/2010	Vinzon	0.8	695	556	Correspondence to S. Emerson re depo dates; correspondence with DRLC re experts and various other issues.	69.5			
9/7/2010	Vinzon	1	695	695	Edit settlement conference statement.	139			
9/8/2010	Vinzon	1	695	695	Correspondence re retaining expert; edit retention letter.	139			
9/10/2010	Vinzon	4.5	695	3127.5	Prepare for and attend LAUSD depo; call to Dr. Young.	0			

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Milbank, Tweed, Hadley and McLoey LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
9/13/2010	Vinzon	3.5	695	2432.5	Prepare for and attend settlement conference with Judge Hatter; review and edit depo notices; correspondence re deposition schedule; correspondence with Dr. Young re retainer; correspondence with team re same.	486.5			
9/14/2010	Vinzon	4	695	2780	Prepare for and attend lbelle depo; discussion with team re: same.	2780			
9/16/2010	Vinzon	1	695	695	Review and edit depo notices; review and edit letter to Green re depositions; discussions with team re: county production.	0			
9/20/2010	Vinzon	3.5	695	2432.5	Prepare for and attend depo of C. Baker; discuss same with team; discussions re: site inspection.	2432.5			
9/22/2010	Vinzon	3.5	695	2432.5	Prepare for and attend depo of Hacienda La Puente 30b6 witness; discuss same with team.	0			
9/27/2010	Vinzon	2.5	695	1737.5	Review and discuss objection to site inspection and strategy; discuss Garcia depo; correspondence re meet and confer with J. Clark; research and discuss motion to compel; call with DRLC re: same	868.75			
9/28/2010	Vinzon	7	695	4865	Research and discuss motion to compel; prepare for and attend depo of R. Olson; meet and confer with J. Clark; discuss site inspection agreement with team and DRLC; call to Dr. Young re site inspection; correspondence with J. Clark re agreement on site inspection; discussions with team re: same	4865			
9/29/2010	Vinzon	3	695	2085	Correspondence with J. Clark re agreement on site inspection; prepare for an attend depo of LAUSD.	417			
10/4/2010	Vinzon	0.5	695	347.5	Various correspondence re expert and videos.	69.5			
10/5/2010	Vinzon	2.5	695	1737.5	Preliminary call with Dr. Young re expert report; various correspondence re Michael Garcia and MSJ.	347.5			
10/7/2010	Vinzon	2	695	1390	Review Expert report; prepare for and attend call with Dr. Young; correspondence re video.	278			
10/8/2010	Vinzon	1.5	695	1042.5	Review Expert report; various issues re supporting documents; review videos from Sherriff's department.	625.5			
10/10/2010	Vinzon	0.8	695	556	Review/edit typos and format in expert report; correspondence re same.	111.2			
10/11/2010	Vinzon	3.5	695	2432.5	Call with Dr. Young; review and edit report for typos; finalize report for service; discuss same with Dr. Young; review notices from other parties; discussions re: non-retained experts with team.	486.5			
10/18/2010	Vinzon	3	695	2085	Discuss motions re experts; review correspondence re MSJ's .	417			

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Milbank, Tweed, Hadley and McLoey LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
10/19/2010	Vinzon	5	695	3475	Review research on non-retained experts; discuss same with team; correspondence with DRLC re same; correspondence re transcripts; review correspondence re MSJ's.	1146.75			
10/20/2010	Vinzon	4.5	695	3127.5	Prepare for meet and confer on MSJ's; discuss same with DRLC.	625.5			
10/21/2010	Vinzon	7	695	4865	Prepare for and attend meet and confer on MSJ's; discuss same with team; review research and prepare letters re non-retained expert disclosures; discussions of same with team.	1264.9			
10/22/2010	Vinzon	1	695	695	Review and edit letters to counsel re experts.	229.35			
10/25/2010	Vinzon	4	695	2780	Review correspondence; draft confirming letter; draft responsive letters to J. Clark, G. Reager, and M. Waddington; discussions with team re: expert reports	917.4			
10/26/2010	Vinzon	2	695	1390	Prepare for and attend meet and confer with G. Reager; draft confirming letter; correspondence to team re MSJ's.				
10/27/2010	Vinzon	3	695	2085	Review MSJ meet and confer letters; team meeting re MSJ's; correspondence to DRLC and team re MSJ's.	417			
10/28/2010	Vinzon	2.5	695	1737.5	Correspondence to J. Clark and M. Waddington re meet and confer; review MSJ and prior motions in prep for MSJ's.	347.5			
10/29/2010	Vinzon	1	695	695	Review correspondence with J. Clark; call with J. Clark; prepare for and attend meet and confer with M. Waddington.	556			
11/1/2010	Vinzon	2.5	695	1737.5	Review correspondence with J. Clark re non-retained experts; letters to LACOE and County re same; correspondence re MSJ with team; review pro bono submission; review meet and confer outline in preparation for MSJ's.	608.125			
11/2/2010	Vinzon	1.5	695	1042.5	Meet and confer with J. Clark; review and edit stip on briefing; correspondence re same; confirming letter to J. Clark.	208.5			
11/3/2010	Vinzon	4.5	695	3127.5	Review meet and confer letter from Hacienda; review cases in preparation for MSJ; mark transcripts in preparation for MSJ.	625.5			
11/4/2010	Vinzon	1	695	695	Edit stipulation; correspondence with team re same; correspondence with opposing counsel re same; review cases in preparation for MSJ; mark transcripts in preparation for MSJ.	139			
11/5/2010	Vinzon	4	695	2780	Call with DRLC re strategy; edit stipulation and correspondence to defendants re same; mark transcripts in preparation for MSJ.	556			

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Milbank, Tweed, Hadley and McLoe LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/8/2010	Vinzon	6.5	695	4517.5	Correspondence re stipulation re briefing; review status report; various correspondence re interviews at jail; review transcripts for MSJ preparation.	903.5			
11/9/2010	Vinzon	3	695	2085	Correspondence with J. Clark re expert disclosures; review amended expert disclosures; review transcripts for MSJ preparation.	2085			
11/10/2010	Vinzon	1.5	695	1042.5	Review transcripts.	208.5			
11/11/2010	Vinzon	1.5	695	1042.5	Review transcript designations; draft annotations for transcript experts; various correspondence re MSJ; draft portion of MSJ brief; meet with team re motion to file under seal; meet with E. Kilberg re voluntary cessation sections.	208.5			
11/12/2010	Vinzon	3	695	2085	Review transcript designations; draft annotations for transcript experts; draft portion of MSJ brief; review rebuttal witness designations; call with J. Young re depo prep and rebuttal expert.	417			
11/15/2010	Vinzon	2.5	695	1737.5	Prepare documents for Dr. Young production; meet with team, review and edit MSJ drafts.	347.5			
11/16/2010	Vinzon	5	695	3475	Review and edit MSJ drafts; discussion with R. Enriquez re same.	695			
11/17/2010	Vinzon	4.5	695	3127.5	Review and edit MSJ drafts; review Dr. Price rebuttal report; correspondence re defendants' expert depositions.	625.5			
11/18/2010	Vinzon	7	695	4865	Review and edit MSJ drafts and supporting documents; review Dr. Young report; review Dr. Price report; prepare for depo prep of Dr. Young; various correspondence re discovery and facts analysis.	973			
11/21/2010	Vinzon	2.5	695	1737.5	Review and edit MSJ drafts and supporting documents.	347.5			
11/22/2010	Vinzon	9.5	695	6602.5	Review and edit MSJ and supporting documents; various discussions re same; meet with Dr. Young and A. Oxman re prep for depo; finalize and file MSJ.	1320.5			
11/23/2010	Vinzon	9.5	695	6602.5	Prepare for and attend depo of Dr. Young; review defendants' MSJs.	1320.5			
11/24/2010	Vinzon	3.3	695	2293.5	Review defendants' MSJs; discuss outlines, research, and next steps with team; various correspondence re T. Price depo.	458.7			
11/29/2010	Vinzon	1.5	695	1042.5	Call with team re drafting opposition papers; discuss evidentiary objections; discuss various research projects; review MSJs.	208.5			
11/30/2010	Vinzon	2	695	0	Prepare for an attend depo of Riley; review MSJs; review and edit skeletons for opposition briefs; review correspondence re withdrawal of Dalton as expert.	0			

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Milbank, Tweed, Hadley and McLoey LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/1/2010	Vinzon	2	695	1390	Correspondence with team separate statements; review MSJs; review and edit skeletons for opposition briefs.	278			
12/2/2010	Vinzon	0.5	695	347.5	Review and edit stipulation re Price depo.	69.5			
12/6/2010	Vinzon	7	695	4865	Review and edit drafts of oppositions to defendant's MSJs and supporting papers; correspondence re same.	973			
12/7/2010	Vinzon	7	695	4865	Review and edit drafts of oppositions to defendant's MSJs and supporting papers; correspondence re same.	973			
12/8/2010	Vinzon	8.5	695	5907.5	Review and edit drafts of oppositions to defendant's MSJs and supporting papers; correspondence re same; discuss Steve smith depo with P. Torres.	1181.5			
12/9/2010	Vinzon	9	695	6255	Review and edit drafts of oppositions to defendant's MSJs and supporting papers; correspondence re same; discuss Steve Smith depo with P. Torres.	1251			
12/10/2010	Vinzon	12	695	8340	Review and edit drafts of oppositions to defendant's MSJs and supporting papers; correspondence re same; finalize all for filing.	1668			
12/16/2010	Vinzon	0.5	695	347.5	Review MSJ briefs.	69.5			
12/19/2010	Vinzon	1	695	695	Edit reply brief; correspondence re filings.	139			
12/20/2010	Vinzon	3.5	695	2432.5	Review, edit, and finalize brief and all supporting papers on MSJ	486.5			
1/18/2011	Vinzon	4.5	715	3217.5	Preparation for hearing; review tentative order; discuss with team.	643.5			
1/19/2011	Vinzon	4.7	715	3360.5	Call with team re tentative; prepare for and attend MSJ hearing and CMC.	672.1			
1/27/2011	Vinzon	2.3	715	929.5	Meeting re settlement and trial prep.	185.9			
2/3/2011	Vinzon	0.5	715	357.5	Review and edit AG letter; discussion with H. Cannom re same; discuss initial disclosures with R. Enriquez.	0			
2/8/2011	Vinzon	0.3	715	214.5	Various correspondence re scheduling and upcoming deadlines.	42.9			
3/7/2011	Vinzon	0.7	715	500.5	review settlement correspondence and correspondence re same	125.125			
3/8/2011	Vinzon	0.8	715	572	Review, edit, discuss fees for settlement and fee applications; various correspondence re settlement negotiations	143			
3/9/2011	Vinzon	1.3	715	929.5	Review, edit, discuss fees for settlement and fee applications; review pretrial calendar and deadlines	232.375			
3/16/2011	Vinzon	0.3	715	214.5	Prepare for and attend call re settlement with CDE.	0			
3/17/2011	Vinzon	0.7	715	500.5	Settlement meeting and discussion re same.	250.25			

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/21/2011	Vinzon	4.3	715	3074.5	Correspondence with Dr. Young re trial; research and prepare for meeting of counsel; review and edit witness and exhibit lists; review time and draft email re settlement.	768.625			
3/22/2011	Vinzon	3.3	715	2359.5	Meeting of counsel; meeting with team re: same; review time and draft email re settlement.	589.875			
3/23/2011	Vinzon	1.5	715	1072.5	Review and edit settlement statement; discussion with R. Enriquez and correspondence re same.	268.125			
3/25/2011	Vinzon	5.8	715	4147	Prepare for and attend settlement conference; correspondence re same.	1036.75			
3/28/2011	Vinzon	0.9	715	643.5	Review correspondence re settlement; correspondence with team re same; call with Dr. Young re: settlement and discussions with team re: same	160.875			
4/7/2011	Vinzon	4	715	2860	Prepare for and attend settlement conference; follow up correspondence.	715			
4/18/2011	Vinzon	2.8	715	2002	Review and edit draft settlement agreement.	500.5			
4/19/2011	Vinzon	4.5	715	3217.5	Review and edit draft settlement agreement; call with team re same.	804.375			
4/20/2011	Vinzon	2.5	715	1787.5	Review and edit updated draft settlement agreement and correspondence re same.	446.875			
4/21/2011	Vinzon	1.5	715	1072.5	Review and edit updated settlement agreement, correspondence re same, prepare for circulation to defendants, correspondence re same.	268.125			
5/18/2011	Vinzon	0.3	715	214.5	Correspondence with DRLC re status of draft settlement agreement.	53.625	72305.48	\$72,305.48	
1/12/2010	Vora	5	575	2875	Meeting with H.Cannom re Opposition to Motion to Strike; Review of Source Material; Research	2875			
1/13/2010	Vora	6	575	3450	Researching/Drafting Opposition to Defendants' Motion to Strike	3450			
1/14/2010	Vora	6	575	3450	Researching/Drafting Opposition to Defendants' Motion to Strike	3450			
1/15/2010	Vora	3.5	575	2012.5	Researching/Drafting Opposition to Defendants' Motion to Strike.	2012.5			
1/16/2010	Vora	2.6	575	1495	Research re Sheriff's (non) opposition to removal order; Prelim incorporation of DPerry suggestions/edits.	1495			

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Milbank, Tweed, Hadley and McLoey LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
1/17/2010	Vora	7	575	4025	Incorporation of DPerry suggestions/edits to Opp to Motion to Strike; drafting of evidentiary objections; Cannom Declaration; Exhibits	4025			
1/18/2010	Vora	1.5	575	862.5	Finalization of Evidentiary Objections	862.5			
1/19/2010	Vora	8	575	4600	Filing of Opp to Motion to Strike, 3 Oppositions to Motion to Dismiss, + ancillary documents	1840			
1/25/2010	Vora	1	575	575	Analysis of Defendant's Motion to Strike Reply. Creation of chart refuting each of their points.	575			
2/4/2010	Vora	0	575	0	Moot Court for Monday hearing	0			
2/8/2010	Vora	0	575	0	Review of Temp Order	0	20585		0
12/1/2009	Windom	2	185	370	Update client pleadings and correspondence database.	74			
12/2/2009	Windom	1	185	185	Upload and update pleadings in relativity database.	37			
12/11/2009	Windom	1	185	185	Update of client pleadings and correspondence databases.	37			
12/14/2009	Windom	1	185	185	Update correspondence and pleadings database.	37			
12/16/2009	Windom	2.5	185	462.5	Update and review client pleadings and correspondence database.	92.5			
12/17/2009	Windom	2.3	185	425.5	Update and review client pleadings and correspondence database.	85.1			
12/18/2009	Windom	0.5	185	92.5	Update client pleadings database.	18.5			
12/21/2009	Windom	3	185	555	Update and review client pleadings and correspondence including data entry of document information.	111			
12/29/2009	Windom	0.5	185	92.5	Update of client pleadings.	18.5			
12/30/2009	Windom	2.5	185	462.5	Update client pleadings and correspondence database.	92.5			
1/4/2010	Windom	3	185	555	Update and review of client pleadings database, including data entry of document information.	111			
1/5/2010	Windom	5	185	925	Update and review of client pleadings database, including data entry of document information.	185			
1/6/2010	Windom	2.5	185	462.5	Data entry of newly uploaded documents in client pleadings database.	92.5			
1/7/2010	Windom	1.5	185	277.5	Review of pleadings and correspondence files for updating purposes.	55.5			
1/11/2010	Windom	3	185	555	Update client pleadings and correspondence database; Pull documents from Pacer document and upload onto Relativity for review by Garcia Pro Bono Team.	111			
1/12/2010	Windom	0.5	185	92.5	Pull documents from client database for review by team.	92.5			

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Milbank, Tweed, Hadley and McLoy LLP  
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Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
1/19/2010	Windom	4.5	185	832.5	Aide in preparation of opposition brief, including preparation of declaration and gathering and organizing of exhibits to be used in the opposition.	274.725			
1/20/2010	Windom	2.5	185	462.5	Preparation of exhibits and help in drafting of Declaration of H. Cannom in support of plaintiff's opposition to motion to strike.	462.5			
1/21/2010	Windom	2	185	370	Review pleadings database and perform document search for Notice of Motion and Motion to Certify Class; update of client pleadings database.	74			
1/22/2010	Windom	3	185	555	Update client pleadings and correspondence database, including uploading of documents from pacer and data entry of document information.	111			
1/25/2010	Windom	1	185	185	Update client pleadings and correspondence database, including uploading of documents from pacer and data entry of document information.	37			
1/27/2010	Windom	3.5	185	647.5	Review of Pacer and uploading of pleadings and correspondence into relativity database for review; pulling of documents for creation of motion to dismiss spiral binders.	129.5			
1/28/2010	Windom	3.5	185	647.5	Review of Pacer and uploading of pleadings and correspondence into relativity database for review; pulling of documents for creation of motion to dismiss spiral binders.	213.675			
1/29/2010	Windom	4	185	740	Creation of motion binder with specified documents for review; document search for specified pleadings as requested by C. Hawks.	244.2			
2/1/2010	Windom	5	185	925	Pull, print and organize cases into a case binder for review.	185			
2/2/2010	Windom	3	185	555	Creation of case binder for review by Hannah Cannom; shepardize cases and statutes for review by R. Enriquez	111			
2/3/2010	Windom	0.5	185	92.5	Update case binder and Index with additional cases.	18.5			
2/4/2010	Windom	1	185	185	Update of client pleadings and correspondence databases and update of case binder for review by H. Cannom.	61.05			
2/5/2010	Windom	1.5	185	277.5	Update case binder for review by H. Cannom and update client databases with newly received documents.	55.5			
2/9/2010	Windom	1	185	185	Update client pleadings database with documents from Pacer.	37			
2/10/2010	Windom	1.5	185	277.5	Update pleadings and correspondence files with newly received documents, including data entry.	55.5			
2/12/2010	Windom	0.5	185	92.5	Update of client pleadings database.	18.5			
2/16/2010	Windom	0.5	185	92.5	Update client pleadings database.	18.5			



#12457

Milbank, Tweed, Hadley and McLoy LLP

Garcia v. LASD, et al. Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
2/18/2010	Windom	2	185	370	Update client pleadings by uploading and naming documents to be added to relativity database.	74			
2/19/2010	Windom	1.5	185	277.5	Update client pleadings by uploading and naming documents to be added to relativity database; Calendar of events re Defendants' Answer.	55.5			
3/1/2010	Windom	3	185	555	Upload and update client pleadings, correspondence and discovery database with newly received documents; review of Pacer database for update of database purposes.	111			
3/2/2010	Windom	2	185	370	Update and upload of documents into client pleadings and correspondence database.	74			
3/3/2010	Windom	0.5	185	92.5	Review of database for requested documents; performed document search.	18.5			
3/4/2010	Windom	3	185	555	Creation of cd's including scanning and uploading of documents into relativity.	111			
3/5/2010	Windom	1.5	185	277.5	Creation of cd's including scanning and uploading of documents into relativity.	55.5			
3/10/2010	Windom	1	185	185	Upload client pleadings into relativity database.	37			
3/11/2010	Windom	2.5	185	462.5	Review of Pacer docket and upload of documents for the purpose of updating client pleadings database; forwarding of all answers filed on 3-10-10 to team.	92.5			
3/12/2010	Windom	2	185	370	Update docket with newly received documents, including data entry of document information.	74			
3/15/2010	Windom	3	185	555	Update client pleadings including data entry of document information.	111			
3/16/2010	Windom	1.5	185	277.5	Update client pleadings database including data entry of document information; Scanning and organization of pre-hearing and status conference hearing transcripts.	55.5			
3/18/2010	Windom	1	185	185	Upload documents including data entry.	37			
3/19/2010	Windom	2.5	185	462.5	Upload documents including data entry.	92.5			
3/22/2010	Windom	7	185	1295	Update client pleadings database with a focus on the data entry of document information from documents that have been uploaded in pdf. format.	259			
3/23/2010	Windom	6.5	185	1202.5	Update client pleadings database with a focus on the data entry of document information from documents that have been uploaded in pdf. format.	240.5			
3/24/2010	Windom	6.5	185	1202.5	Update client pleadings database with a focus on the data entry of document information from documents that have been uploaded in pdf. format; review pacer docket for specific documents and upload and organization of documents for review by Team.	240.5			

#12458

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/25/2010	Windom	4.5	185	832.5	Update client pleadings database with a focus on the data entry of document information from documents that have been uploaded in pdf. format; review livenote for hearing transcript.	166.5			
3/26/2010	Windom	3	185	555	Upload and update of newly received documents including data entry of document information; review docket and pull and organization of documents for review.	111			
3/29/2010	Windom	3	185	555	Upload and update of newly received documents including data entry of document information; review docket and pull and organization of documents for review.	111			
3/30/2010	Windom	3.5	185	647.5	Upload and update of newly received documents including data entry of document information; review docket and pull and organization of documents for review.	129.5			
3/31/2010	Windom	4	185	740	Preparation of chart consisting of evidentiary objections to testimony for review by R. Enriquez.	148			
4/1/2010	Windom	0.5	185	92.5	Organization and placement in records of box of hard copy pleadings reviewed by C. Hawks.	18.5			
4/2/2010	Windom	1	185	185	Review of hearing transcript for specific quotation to be used by R. Enriquez; review of client pleadings database for updating purposes of newly received documents.	37			
4/5/2010	Windom	1	185	185	Update of client pleadings database including data entry of document information.	37			
4/6/2010	Windom	0.5	185	92.5	Update client pleadings database with newly received documents.	18.5			
4/7/2010	Windom	2	185	370	Update and review of client pleadings database including data entry of document information.	74			
4/15/2010	Windom	2	185	370	Review docket and upload of client pleadings; review of hard copy files for deadline re defendant's response to Plaintiff's request for production of documents also review of compulaw calendar regarding any upcoming due dates regarding discovery requests	74			
4/20/2010	Windom	2	185	370	Update pleadings and correspondence database with newly received filings.	74			
4/20/2010	Windom	0.5	185	92.5	Update pleadings and correspondence database with newly received filings.	18.5			
4/21/2010	Windom	2	185	370	Update client pleading database with newly received documents.	74			
4/22/2010	Windom	2	185	370	Uploading and update of client pleadings database.	74			
4/23/2010	Windom	0.5	185	92.5	Update of client pleadings database.	18.5			

#12459

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al. Fee Breakdown*

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
4/27/2010	Windom	2.5	185	462.5	Update of client pleadings database including data entry of document information.	92.5			
4/28/2010	Windom	4	185	740	Update client pleadings including data entry of document information.	148			
4/29/2010	Windom	2.5	185	462.5	Upload and update client pleadings database including data entry of document information.	92.5			
4/30/2010	Windom	2	185	370	Upload documents and update client pleadings database, including data entry of documents.	74			
5/3/2010	Windom	5.5	185	1017.5	Preparation of exhibits for document production; update of relativity database with newly received documents.	203.5			
5/4/2010	Windom	1	185	185	Review and organization of documents for production.	37			
5/5/2010	Windom	1.5	185	277.5	Review and organization of documents for production.	55.5			
5/6/2010	Windom	2	185	370	Update client pleadings and correspondence database.	74			
5/7/2010	Windom	1	185	185	Uploading of documents for the purpose of updating clients correspondence and pleadings database.	37			
5/17/2010	Windom	1	185	185	Review and obtain specified documents from pleadings and correspondence database for review by R. Enriquez.	37			
5/20/2010	Windom	0.5	185	92.5	Review and organization of HLPUSD files and review of LAUSD files; sent files to records.	0			
5/25/2010	Windom	2	185	370	Update client pleadings database; creation of Responses to Interrogatories binders for review by C. Hawks.	74			
5/26/2010	Windom	0.5	185	92.5	Update client pleadings database.	18.5			
6/1/2010	Windom	1.5	185	277.5	Update of client pleadings and correspondence databases.	55.5			
6/2/2010	Windom	0.5	185	92.5	Update client pleadings database with newly filed documents.	18.5			
6/4/2010	Windom	0.5	185	92.5	Update of transcripts by placing them onto livenote and also uploading into relativity database.	18.5			
6/7/2010	Windom	0.5	185	92.5	Update client pleadings database.	18.5			
6/9/2010	Windom	0.5	185	92.5	Update of client pleadings database.	18.5			
6/16/2010	Windom	4	185	740	Update client pleadings with recently filed documents; Review billing statements regarding work performed by Milbank Attorneys in connection with LAUSD related work.	0			
6/17/2010	Windom	3	185	555	Review billing statements regarding work performed by Milbank Attorneys in connection with LAUSD related work.	0			

#12460

Milbank, Tweed, Hadley and McLoe LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
6/23/2010	Windom	2.5	185	462.5	Update pleadings and correspondence database with newly received documents.	92.5			
6/24/2010	Windom	0.5	185	92.5	Review of client pleadings database.	18.5			
6/25/2010	Windom	0.5	185	92.5	Review of client pleadings and correspondence.	18.5			
6/30/2010	Windom	0.5	185	92.5	Update of client pleadings with newly received Electronically filed pleadings.	18.5			
7/1/2010	Windom	0.5	185	92.5	Review and organization of client pleadings and correspondence for update purposes.	18.5			
7/2/2010	Windom	0.5	185	92.5	Review and update of newly received client pleadings.	18.5			
7/6/2010	Windom	2	185	370	Update client pleadings database.	74			
7/8/2010	Windom	2.5	185	462.5	Review of database for the purpose of updating and data entry of document information.	92.5			
7/9/2010	Windom	1.8	185	333	Update and review of client pleadings and correspondence database.	66.6			
7/12/2010	Windom	0.5	185	92.5	Update and review of client pleadings database.	18.5			
7/16/2010	Windom	0.5	185	92.5	Review of docket and pull documents for review by R. Enriquez.	18.5			
8/3/2010	Windom	0.5	185	92.5	Review and update of clients pleadings database with newly received filings.	18.5			
8/4/2010	Windom	0.5	185	92.5	Review of client pleadings database of newly updated filings of pleadings.	18.5			
8/5/2010	Windom	0.5	185	92.5	Update of clients pleadings database.	18.5			
8/11/2010	Windom	0.5	185	92.5	Review of client files for updating purposes.	18.5			
8/12/2010	Windom	2	185	370	Review and update of client pleadings database; update livenote depo transcript database with newly received depo. transcript.	74			
8/13/2010	Windom	2	185	370	Update client pleadings and correspondence database.	74			
8/16/2010	Windom	3.5	185	647.5	Update of client pleadings and correspondence database including data entry.	129.5			
8/18/2010	Windom	0.5	185	92.5	Update and review of client pleadings database, including uploading of transcripts.	18.5			
8/19/2010	Windom	3.5	185	647.5	Update client pleadings database including data entry of information and upload of transcripts into livenote.	129.5			
8/20/2010	Windom	2	185	370	Update of client pleadings including data entry of document information.	74			
8/23/2010	Windom	4	185	740	Update of client pleadings and correspondence including data entry of document information.	148			

#12461

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
8/24/2010	Windom	0.5	185	92.5	Review and update of client pleadings and correspondence.	18.5			
8/26/2010	Windom	1	185	185	Update client pleadings and correspondence database, including data entry of document information; coordinate uploading of transcripts into livenote.	37			
8/27/2010	Windom	0.5	185	92.5	Update client correspondence and pleadings database.	18.5			
8/30/2010	Windom	0.3	185	55.5	Update of client pleadings database with newly filed pleadings.	11.1			
9/7/2010	Windom	4	185	740	Update client pleadings and correspondence database with newly received documents, including data entry of information; Coordinate update of livenote database with final transcripts and exhibits.	148			
9/8/2010	Windom	7.3	185	1350.5	Review and pull requested deposition transcripts and deposition exhibits; research status of individual's status of incarceration and creation of chart of Sheriff's Letters information.	270.1			
9/9/2010	Windom	8	185	1480	Review and pull requested deposition transcripts and deposition exhibits; research status of individual's status of incarceration and creation of chart of Sheriff's Letters information; update client pleadings and correspondence database; preparation of s	0			
9/10/2010	Windom	5	185	925	Update client pleadings and correspondence database including data entry of document information.	185			
9/13/2010	Windom	5	185	925	Update client pleadings and correspondence database including data entry of document information; search and obtain key pleadings for deposition preparation.	185			
9/14/2010	Windom	2	185	370	Update client pleadings database.	74			
9/15/2010	Windom	3	185	555	Update client pleadings database with recently filed documents.	111			
9/16/2010	Windom	1	185	185	Update client pleadings database and coordinate upload of deposition transcript of Lt. Ibelle.	185			
9/17/2010	Windom	1.5	185	277.5	Update client pleadings database.	55.5			
9/20/2010	Windom	5	185	925	Update client pleadings and correspondence database, including data entry of document information; coordinate with B. Loper for the updating of livenote deposition transcript database.	185			
9/21/2010	Windom	2.5	185	462.5	Update of client pleadings, including data entry of newly received documents.	92.5			
9/22/2010	Windom	3.5	185	647.5	Uploading of newly filed documents, updating of client pleadings and correspondence databases, including data entry of document information.	129.5			

#12462

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
9/23/2010	Windom	3	185	555	Update of client pleadings database with the data entry of document information and review of uploaded documents in relativity for quality checking purposes.	111			
9/24/2010	Windom	2	185	370	Review and update of client correspondence database, including data entry of document information.	74			
9/27/2010	Windom	3.5	185	647.5	Upload documents and update client pleadings database and livenote transcripts database.	129.5			
9/28/2010	Windom	3.5	185	647.5	Review and organization of documents to be used in preparation of deposition.	647.5			
9/29/2010	Windom	1	185	185	Upload and update of client databases including livenote transcript database.	37			
9/29/2010	Windom	1	185	185	Upload and update of client databases including livenote transcript database.	37			
10/5/2010	Windom	2	185	370	Review and update client pleadings database with newly filed documents; coordinate uploading of newly received deposition transcripts with B. Loper.	74			
10/6/2010	Windom	2	185	370	Review expert report and pull documents for review by D. Vinzon.	74			
10/7/2010	Windom	2.5	185	462.5	Review of Expert Report and aid in the pulling and organization of documents cited in the Expert Report for review by D. Vinzon.	92.5			
10/8/2010	Windom	2.5	185	462.5	Review of Expert Report and aid in the pulling and organization of documents cited in the Expert Report for review by D. Vinzon.	92.5			
11/1/2010	Windom	0.5	185	92.5	Update of client pleadings database.	18.5			
11/4/2010	Windom	0.5	185	92.5	Update of client pleadings database.	18.5			
11/5/2010	Windom	0.5	185	92.5	Update client pleadings and correspondence database; review of client's transcript database for specified transcripts.	18.5			
11/8/2010	Windom	1	185	185	Update of client pleadings database, including data entry of document information.	37			
11/17/2010	Windom	1	185	185	Update client pleadings and correspondence database.	37			
11/18/2010	Windom	5	185	925	Update client pleadings and correspondence database with newly received documents, including data entry of document information; review livenote database for specific transcripts and exhibits for use in filing the plaintiffs' motion and notice of motion for summary judgment	185			
11/19/2010	Windom	8	185	1480	Update client pleadings and correspondence database with newly received documents, including data entry of document information; review livenote database for specific transcripts and exhibits for use in filing the plaintiffs' motion and notice of motion for summary judgment	296			

#12463

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
11/22/2010	Windom	7.5	185	1387.5	Preparation of documents for the filing of Plaintiff's Notice of Motion and Motion for Summary Judgment.	277.5			
11/23/2010	Windom	6	185	1110	Update of client pleadings and correspondence including data entry of newly filed and received documents.	222			
11/24/2010	Windom	2.5	185	462.5	Preparation of summary judgment motion binders; update of client pleadings database with newly filed documents and review of docket.	92.5			
11/29/2010	Windom	4	185	740	Update of client pleadings database with newly filed documents.	148			
11/30/2010	Windom	4	185	740	Update of client pleadings and correspondence files with newly received documents, including the data entry of document information.	148			
12/1/2010	Windom	3.5	185	647.5	Update and organization of client pleadings and newly filed documents, including data entry of document information.	129.5			
12/2/2010	Windom	3	185	555	Update client pleadings and correspondence including data entry of document information.	111			
12/3/2010	Windom	4	185	740	Update client pleadings and correspondence including data entry of document information; review of pleadings for specific OAH case files for review by K. Eklund.	148			
12/6/2010	Windom	1	185	185	Update client pleadings database.	37			
12/7/2010	Windom	3	185	555	Update client pleadings database.	111			
12/8/2010	Windom	0.5	185	92.5	Pulled and organization of document and attached exhibits for review by R. Ruth Enriquez and K. Eklund.	18.5			
12/9/2010	Windom	7	185	1295	Preparation of documents for the filing of Plaintiffs' Opposition documents, including pulling documents from pleadings database; update of client pleadings database with newly filed documents, including data entry of document information.	259			
12/10/2010	Windom	7	185	1295	Preparation of documents for filing of Opposition and Responses, including pulling of documents from database; update of client pleadings with newly filed documents including data entry of document information.	259			
12/13/2010	Windom	6	185	1110	Review of docket and pulling of newly filed documents from docket for the purposes of updating client pleadings database, including data entry of document information; coordinate with B. Loper for the updating of deposition transcripts.	222			
12/14/2010	Windom	4.5	185	832.5	Update client pleadings database with newly filed pleadings, including data entry of document information; Coordinate uploading of deposition transcripts in to livenote with B. Loper.	166.5			

#12464

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
12/15/2010	Windom	3.5	185	647.5	Update of client pleadings database, including data entry of document information.	129.5			
12/16/2010	Windom	2.5	185	462.5	Update of client correspondence database including data entry of document information.	92.5			
12/17/2010	Windom	7	185	1295	Update of client correspondence database, including data entry of document information; pulling of specified documents for review by K. Eklund.	259			
12/20/2010	Windom	3.5	185	647.5	Update of client pleadings databases including data entry of document information.	129.5			
12/21/2010	Windom	3.5	185	647.5	Update of client pleadings databases with newly filed pleadings, including data entry of document information; Coordinate updating of deposition transcript with B. Loper.	129.5			
12/22/2010	Windom	4	185	740	Update of client pleadings and correspondence databases, including data entry of document information.	148			
1/3/2011	Windom	7	195	1365	Update client pleadings and correspondence databases including data entry of document information; review of docket and pulling of specified documents for review by R. Ruth Enriquez.	273			
1/4/2011	Windom	2	195	390	Update of client pleadings and correspondence databases including data entry of document information.	78			
1/5/2011	Windom	1	195	195	Update of client pleadings and correspondence databases including data entry of document information.	39			
1/6/2011	Windom	3	195	585	Update of client pleadings and correspondence databases including data entry of document information.	117			
1/7/2011	Windom	1.5	195	292.5	Update of client pleadings including data entry of document information.	58.5			
1/10/2011	Windom	3	195	585	Update of client pleadings and correspondence database; sending out of appointment reminders for Rescheduled Management conference, and Hearings.	117			
1/11/2011	Windom	2	195	390	Update client pleadings and correspondence database.	78			
1/12/2011	Windom	1.5	195	292.5	Update client pleadings and correspondence databases.	58.5			
1/13/2011	Windom	2	195	390	Update of client pleadings database; search of client pleadings database for specific documents to be used in the compilation of decertification binder.	78			
1/14/2011	Windom	3	195	585	Update of client pleadings and correspondence databases.	117			
1/18/2011	Windom	12	195	2340	Preparation of specified motion documents and creation and organization of binders for use in motion hearing.	468			



#12465

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
1/19/2011	Windom	7	195	1365	Update of client pleadings database; Organization and preparation of binders to be used in motion hearing.	273			
1/20/2011	Windom	5	195	975	Update of client pleadings with newly received documents, including data entry of document data.	195			
1/21/2011	Windom	5	195	975	Review of hard copy files regarding administrative record of OAH and location of documents to be reviewed by K. Eklund.	195			
1/24/2011	Windom	7	195	1365	Update of client pleadings and correspondence databases.	273			
1/25/2011	Windom	4.5	195	877.5	Update of client pleadings and correspondence databases, including data entry of document information.	175.5			
1/26/2011	Windom	4.5	195	877.5	Update client pleadings database, including data entry of document information.	175.5			
1/27/2011	Windom	2	195	390	Update of client pleadings database including data entry of document information.	78			
1/28/2011	Windom	3.5	195	682.5	Update of client pleadings and correspondence, including data entry of document information.	136.5			
1/31/2011	Windom	1.5	195	292.5	Update of client pleadings.	58.5			
2/2/2011	Windom	2	195	390	Update of client pleadings and correspondence.	78			
2/3/2011	Windom	2	195	390	Update of client pleadings and correspondence.	78			
2/15/2011	Windom	1.5	195	292.5	Update of client pleading files.	58.5			
2/23/2011	Windom	0.3	195	58.5	Forwarding of document to H. Cannom per request; review of docket for the purpose of updating client pleadings.	14.625			
2/24/2011	Windom	1.5	195	292.5	Update of client pleadings database.	73.125			
2/28/2011	Windom	1	195	195	Update of client pleadings files.	48.75			
3/1/2011	Windom	0.5	195	97.5	Update of client pleadings and correspondence files.	24.375			
3/2/2011	Windom	1	195	195	Review of client pleadings and correspondence and update of client pleadings and correspondence including data entry of document information.	48.75			
3/3/2011	Windom	1	195	195	Update of client pleadings and correspondence files.	48.75			
3/7/2011	Windom	1.5	195	292.5	Update client pleading files and correspondence, including data entry of document information; review of the docket for the purpose of updating client files.	73.125			
3/8/2011	Windom	1	195	195	Update client correspondence files, including data entry of document information.	48.75			
3/14/2011	Windom	4	195	780	Review of west's livenote program for M. Garcia deposition transcript, including creation of M. Garcia testimony report with B. Loper for review by K. Eklund; quality check of deposition testimony to make sure that the report was complete.	195			

#12466

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
3/15/2011	Windom	1	195	195	Update of client pleadings and correspondence databases.	48.75			
3/16/2011	Windom	1.5	195	292.5	Update of client pleadings and correspondence including data entry of document information.	73.125			
3/17/2011	Windom	1.5	195	292.5	Update of client pleadings and correspondence and review of docket for the updating purposes.	73.125			
3/18/2011	Windom	7.5	195	1462.5	Updating of exhibit list with newly received documents, bates numbers as they correspond with the cited documents and other corrections as instructed by R. Enriquez for her review.	365.625			
3/23/2011	Windom	2.5	195	487.5	Update of client pleadings and correspondence files, including data entry of document information.	121.875			
3/24/2011	Windom	1	195	195	Update of client pleadings and correspondence database including data entry of document information.	48.75			
3/24/2011	Windom	3.5	195	682.5	Updating of joint exhibit list as requested by R. Ruth Enriquez and D. Vinzon.	170.625			
3/25/2011	Windom	4.5	195	877.5	Review and update of joint exhibit list with additional information as requested by R. Enriquez and D. Vinzon.	219.375			
4/8/2011	Windom	1	195	195	Review of docket and update of client pleadings database.	48.75			
4/12/2011	Windom	1	195	195	Review of docket for the purpose of updating client pleadings.	48.75			
4/13/2011	Windom	0.5	195	97.5	Review of docket for the purpose of updating client pleadings database.	24.375			
4/14/2011	Windom	2	195	390	Update client pleadings and correspondence databases.	97.5			
4/15/2011	Windom	2	195	390	Update of client pleadings and correspondence including data entry of document information.	97.5			
4/18/2011	Windom	2	195	390	Pulling of document from the docket for the purpose of updating client pleadings database.	97.5			
4/19/2011	Windom	2	195	390	Update of client pleadings including data entry of document information.	97.5			
4/20/2011	Windom	2	195	390	Update of client pleadings.	97.5			

#12467

Milbank, Tweed, Hadley and McLoy LLP  
*Garcia v. LASD, et al.* Fee Breakdown

Work Date	Last Name	Hours	Rate	Dollars	Narrative	County	Attorney Total	Adjusted Total	
4/21/2011	Windom	1.5	195	292.5	Update of client pleadings database including the data entry of document information.	73.125			
4/22/2011	Windom	0.5	195	97.5	Update of client pleadings.	24.375			
4/25/2011	Windom	2	195	390	Update of client pleadings database with documents received from the docket including data entry of document information.	97.5			
4/26/2011	Windom	3	195	585	Update and upload of client pleadings and data entry of document information.	146.25			
4/27/2011	Windom	2	195	390	Review of client pleadings and correspondence for the purpose of updating and data entry.	97.5			
4/28/2011	Windom	2	195	390	Review of docket and relativity database for updating purposes, including uploading documents from docket and data entry of document information.	97.5			
5/10/2011	Windom	1	195	195	Review of client pleadings and correspondence for updating purposes.	48.75			
5/11/2011	Windom	1	195	195	Review of client pleadings and correspondence for updating purposes.	48.75			
5/12/2011	Windom	0.5	195	97.5	Review of database for updating purposes.	24.375			
5/16/2011	Windom	1	195	195	Review of client pleadings and correspondence documents for updating purposes.	48.75			
5/17/2011	Windom	1	195	195	Review of client pleadings for updating purposes including data entry of document information.	48.75	21771.05	\$21,771.05	
<b>TOTAL:</b>						375089.55	375089.55	<b>\$327,824.05</b>	

# Exhibit B

**blow.**

The National Law Journal

January 13, 2014 Monday

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THE NATIONAL  
**LAW JOURNAL**

**Section:** NLJ'S BILLING SURVEY; Pg. 1; Vol. 36; No. 20

**Length:** 1860 words

**Byline:** KAREN SLOAN

**Body**

As recently as five years ago, law partners charging \$1,000 an hour were outliers. Today, four-figure hourly rates for in-demand partners at the most prestigious firms don't raise eyebrows-and a few top earners are closing in on \$2,000 an hour.

These rate increases come despite hand-wringing over price pressures from clients amid a tough economy. But ever-rising standard billing rates also obscure the growing practice of discounts, falling collection rates, and slow march toward alternative fee arrangements.

Nearly 20 percent of the firms included in The National Law Journal's annual survey of large law firm billing rates this year had at least one partner charging more than \$1,000 an hour. Gibson, Dunn & Crutcher partner Theodore Olson had the highest rate recorded in our survey, billing \$1,800 per hour while representing mobile satellite service provider LightSquared Inc. in Chapter 11 proceedings.

Of course, few law firm partners claim Olson's star power. His rate in that case is nearly the twice the \$980 per hour average charged by Gibson Dunn partners and three times the average \$604 hourly rate among partners at NLJ 350 firms. Gibson Dunn chairman and managing partner Ken Doran said Olson's rate is "substantially" above that of other partners at the firm, and that the firm's standard rates are in line with its peers.

"While the majority of Ted Olson's work is done under alternative billing arrangements, his hourly rate reflects his stature in the legal community, the high demand for his services and the unique value that he offers to clients given his extraordinary experience as a former solicitor general of the United States who has argued more than 60 cases before the U.S. Supreme Court and has counseled several presidents," Doran said.

In reviewing billing data this year, we took a new approach, asking each firm on the NLJ 350-our survey of the nation's 350 largest firms by attorney headcount-to provide their highest, lowest and average billing rates for associates and partners. We supplemented those data through public records. All together, this year's survey includes information for 159 of the country's largest law firms and reflects billing rates as of October.

The figures show that, even in a down economy, hiring a large law firm remains a pricey prospect. The median among the highest partner billing rates reported at each firm is \$775 an hour, while the median low partner rate is \$405. For associates, the median high stands at \$510 and the low at \$235. The average associate rate is \$370.

Multiple industry studies show that law firm billing rates continued to climb during 2013 despite efforts by corporate counsel to rein them in. TyMetrix's 2013 Real Rate Report Snapshot found that the average law firm billing rate increased by 4.8 percent compared with 2012. Similarly, the Center for the Study of the Legal Profession at the Georgetown University Law Center and Thomson Reuters Peer Monitor found that law firms increased their rates by an average 3.5 percent during 2013.

Of course, rates charged by firms on paper don't necessarily reflect what clients actually pay. Billing realization rates-which reflect the percentage of work billed at firms' standard rates- have fallen from 89 percent in 2010 to nearly 87 percent in 2013 on average, according to the Georgetown study. When accounting for billed hours actually collected by firms, the realization rate falls to 83.5 percent.

"What this means, of course, is that- on average-law firms are collecting only 83.5 cents for every \$1.00 of standard time they record," the Georgetown report reads. "To understand the full impact, one need only consider that at the end of 2007, the collected realization rate was at the 92 percent level."

In other words, law firms set rates with the understanding that they aren't likely to collect the full amount, said Mark Medice, who oversees the Peer Monitor Index. That index gauges the strength of the legal market according to economic indicators including demand for legal services, productivity, rates and expenses. "Firms start out with the

\$1,000 Per Hour Isn't Rare Anymore; Nominal billing levels rise, but discounts ease blow.

idea of, 'I want to achieve a certain rate, but it's likely that my client will ask for discounts whether or not I increase my rate,'" Medice said.

Indeed, firms bill nearly all hourly work at discounts ranging from 5 percent to 20 percent off standard rates, said Peter Zeughauser, a consultant with the Zeughauser Group. Discounts can run as high as 50 percent for matters billed under a hybrid system, wherein a law firm can earn a premium for keeping costs under a set level or for obtaining a certain outcome, he added. "Most firms have gone to a two-tier system, with what is essentially an aspirational rate that they occasionally get and a lower rate that they actually budget for," he said.

Most of the discounting happens at the front end, when firms and clients negotiate rates, Medice said. But additional discounting happens at the billing and collections stages. Handling alternative fee arrangements and discounts has become so complex that more than half of the law firms on the Am Law 100-NLJ affiliate The American Lawyer's ranking of firms by gross revenue-have created new positions for pricing directors, Zeughauser said.

**THE ROLE OF GEOGRAPHY**

Unsurprisingly, rates vary by location. Firms with their largest office in New York had the highest average partner and associate billing rates, at \$882 and \$520, respectively. Similarly, TyMetrix has reported that more than 25 percent of partners at large New York firms charge \$1,000 per hour or more for contracts and commercial work.

Washington was the next priciest city on our survey, with partners charging an average \$748 and associates \$429. Partners charge an average \$691 in Chicago and associates \$427. In Los Angeles, partners charge an average \$665 while the average associate rate is \$401.

Pricing also depends heavily on practice area, Zeughauser and Medice said. Bet-the-company patent litigation and white-collar litigation largely remain at premium prices, while practices including labor and employment have come under huge pressure to reduce prices.

"If there was a way for law firms to hold rates, they would do it. They recognize how sensitive clients are to price increases," Zeughauser said. But declining profit margins-due in part to higher technology costs and the expensive lateral hiring market-mean that firms simply lack the option to keep rates flat, he said.

**BILLING SURVEY METHODOLOGY**

The National Law Journal's survey of billing rates of the largest U.S. law firms provides the high, low and average rates for partners and associates.

The NLJ asked respondents to its annual survey of the nation's largest law firms (the NLJ 350) to provide a range of hourly billing rates for partners and associates as of October 2013.

For firms that did not supply data to us, in many cases we were able to supplement billing-rate data derived from public records.

In total, we have rates for 159 of the nation's 350 largest firms.

Rates data include averages, highs and low rates for partners and associates. Information also includes the average full-time equivalent (FTE) attorneys at the firm and the city of the firm's principal or largest office.

We used these data to calculate averages for the nation as a whole and for selected cities.

**Billing Rates at the Country's Priciest Law Firms**

Here are the 50 firms that charge the highest average hourly rates for partners.

**Billing Rates at the Country's Priciest Law Firms**

FIRM NAME	LARGEST U.S. OFFICE*	AVERAGE FULL-TIME EQUIVALENT ATTORNEYS*	PARTNER ASSOCIATE HOURLY HOURLY RATES		AVERAGE	HIGH	LOW	AVERAGE	HIGH	LOW
			RATES	RATES						
Debevoise & Plimpton	New York	615	\$1,055	\$1,075	\$955	\$490	\$760	\$120		
Paul, Weiss, Rifkind, Wharton & Garrison	New York	803	\$1,040	\$1,120	\$760	\$600	\$760	\$250		
Skadden, Arps, Slate, Meagher & Flom	New York	1,735	\$1,035	\$1,150	\$845	\$620	\$845	\$340		
Fried, Frank, Harris, Shriver & Jacobson	New York	476	\$1,000	\$1,100	\$930	\$595	\$760	\$375		

\$1,000 Per Hour Isn't Rare Anymore; Nominal billing levels rise, but discounts ease blow.

FIRM NAME	LARGEST U.S. OFFICE*	AVERAGE FULL-TIME EQUIVALENT ATTORNEYS*	PARTNER ASSOCIATE HOURLY RATES					
			AVERAGE	HIGH	LOW	AVERAGE	HIGH	LOW
Latham & Watkins	New York	2,033	\$990	\$1,110	\$895	\$605	\$725	\$465
Gibson, Dunn & Crutcher	New York	1,086	\$980	\$1,800	\$765	\$590	\$930	\$175
Davis Polk & Wardwell	New York	787	\$975	\$985	\$850	\$615	\$975	\$130
Willkie Farr & Gallagher	New York	540	\$950	\$1,090	\$790	\$580	\$790	\$350
Cadwalader, Wickersham & Taft	New York	435	\$930	\$1,050	\$800	\$605	\$750	\$395
Weil, Gotshal & Manges	New York	1,201	\$930	\$1,075	\$625	\$600	\$790	\$300
Quinn Emanuel Urquhart & Sullivan	New York	697	\$915	\$1,075	\$810	\$410	\$675	\$320
Wilmer Cutler Pickering Hale and Dorr	Washington	961	\$905	\$1,250	\$735	\$290	\$695	\$75
Dechert	New York	803	\$900	\$1,095	\$670	\$530	\$735	\$395
Andrews Kurth	Houston	348	\$890	\$1,090	\$745	\$528	\$785	\$265
Hughes Hubbard & Reed	New York	344	\$890	\$995	\$725	\$555	\$675	\$365
Irell & Manella	Los Angeles	164	\$890	\$975	\$800	\$535	\$750	\$395
Proskauer Rose	New York	746	\$880	\$950	\$725	\$465	\$675	\$295
White & Case	New York	1,900	\$875	\$1,050	\$700	\$525	\$1,050	\$220
Morrison & Foerster	San Francisco	1,010	\$865	\$1,195	\$595	\$525	\$725	\$230
Pillsbury Winthrop Shaw Pittman	Washington	609	\$865	\$1,070	\$615	\$520	\$860	\$375
Kaye Scholer	New York	414	\$860	\$1,080	\$715	\$510	\$680	\$320
Kramer Levin Naftalis & Frankel	New York	320	\$845	\$1,025	\$740	\$590	\$750	\$400
Hogan Lovells	Washington	2,280	\$835	\$1,000	\$705	-	-	-
Kasowitz, Benson, Torres & Friedman	New York	365	\$835	\$1,195	\$600	\$340	\$625	\$200
Kirkland & Ellis	Chicago	1,517	\$825	\$995	\$590	\$540	\$715	\$235
Cooley	Palo Alto	632	\$820	\$990	\$660	\$525	\$630	\$160
Arnold & Porter	Washington	748	\$815	\$950	\$670	\$500	\$610	\$345
Paul Hastings	New York	899	\$815	\$900	\$750	\$540	\$755	\$335
Curtis, Mallet-Prevost, Colt & Mosle	New York	322	\$800	\$860	\$730	\$480	\$785	\$345
Winston & Strawn	Chicago	842	\$800	\$995	\$650	\$520	\$590	\$425
Bingham McCutchen	Boston	900	\$795	\$1,080	\$220	\$450	\$605	\$185
Akin Gump Strauss Hauer & Feld	Washington	806	\$785	\$1,220	\$615	\$525	\$660	\$365
Covington & Burling	Washington	738	\$780	\$890	\$605	\$415	\$565	\$320

\$1,000 Per Hour Isn't Rare Anymore; Nominal billing levels rise, but discounts ease blow.

FIRM NAME	LARGEST U.S. OFFICE*	AVERAGE FULL-TIME EQUIVALENT ATTORNEYS*	PARTNER ASSOCIATE HOURLY RATES					
			AVERAGE	HIGH	LOW	AVERAGE	HIGH	LOW
King & Spalding	Atlanta	838	\$775	\$995	\$545	\$460	\$735	\$125
Norton Rose Fulbright	N/A**	N/A**	\$775	\$900	\$525	\$400	\$515	\$300
DLA Piper	New York	4,036	\$765	\$1,025	\$450	\$510	\$750	\$250
Bracewell & Giuliani	Houston	432	\$760	\$1,125	\$575	\$440	\$700	\$275
Baker & McKenzie	Chicago	4,004	\$755	\$1,130	\$260	\$395	\$925	\$100
Dickstein Shapiro	Washington	308	\$750	\$1,250	\$590	\$475	\$585	\$310
Jenner & Block	Chicago	432	\$745	\$925	\$565	\$465	\$550	\$380
Jones Day	New York	2,363	\$745	\$975	\$445	\$435	\$775	\$205
Manatt, Phelps & Phillips	Los Angeles	325	\$740	\$795	\$640	-	-	-
Seward & Kissel	New York	152	\$735	\$850	\$625	\$400	\$600	\$290
O'Melveny & Myers	Los Angeles	738	\$715	\$950	\$615	-	-	-
McDermott Will & Emery	Chicago	1,024	\$710	\$835	\$525	-	-	-
Reed Smith	Pittsburgh	1,468	\$710	\$945	\$545	\$420	\$530	\$295
Dentons	N/A**	N/A**	\$700	\$1,050	\$345	\$425	\$685	\$210
Jeffer Mangels Butler & Mitchell	Los Angeles	126	\$690	\$875	\$560	-	-	-
Sheppard, Mullin, Richter & Hampton	Los Angeles	521	\$685	\$875	\$490	\$415	\$535	\$275
Alston & Bird	Atlanta	805	\$675	\$875	\$495	\$425	\$575	\$280

**THE FOUR-FIGURE CLUB**

These 10 firms posted the highest partner billing rates.

**THE FOUR-FIGURE CLUB**

Gibson, Dunn & Crutcher	\$1,800
Dickstein Shapiro	\$1,250
Wilmer Cutler Pickering Hale and Dorr	\$1,250
Akin Gump Strauss Hauer & Feld	\$1,220
Kasowitz, Benson, Torres & Friedman	\$1,195
Morrison & Foerster	\$1,195
Skadden, Arps, Slate, Meagher & Flom	\$1,150
Baker & McKenzie	\$1,130
Bracewell & Giuliani	\$1,125
Paul, Weiss, Rifkind, Wharton & Garrison	\$1,120

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**Company:** GIBSON DUNN & CRUTCHER LLP (93%); LIGHTSQUARED INC (83%)



\$1,000 Per Hour Isn't Rare Anymore; Nominal billing levels rise, but discounts ease blow.

**Industry:** NAICS541110 OFFICES OF LAWYERS (93%); SIC8111 LEGAL SERVICES (93%); NAICS517410 SATELLITE TELECOMMUNICATIONS (83%); NAICS334220 RADIO & TELEVISION BROADCASTING & WIRELESS COMMUNICATIONS EQUIPMENT MANUFACTURING (83%)

**Geographic:** UNITED STATES (92%)

**Load-Date:** January 13, 2014

# Exhibit C

#12965

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5 Proposed Reorganization Counsel for  
 6 Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
 Debtors and Debtors in Possession

7  
 8 **UNITED STATES BANKRUPTCY COURT**  
 9 **DISTRICT OF NEVADA**

10  
11 In re:

12 CIRCUS AND ELDORADO JOINT  
 13 VENTURE, *et al.*,

- 14  Affects this Debtor
- 15  Affects all Debtors
- 16  Affects Silver Legacy Capital Corp.

17 Debtors.

Chapter 11

Case No. BK-12-51156

(Jointly Administered)

**DEBTORS' APPLICATION FOR AN  
 ORDER, PURSUANT TO 11 U.S.C. §§  
 327(a) AND 328(a), FED. R. BANKR. P.  
 2014(a), AND 2016(b), AND LOCAL  
 RULE 2014, AUTHORIZING  
 EMPLOYMENT AND RETENTION  
 OF MILBANK, TWEED, HADLEY &  
 McCLOY LLP AS COUNSEL FOR  
 THE DEBTORS**

Hearing Date: June 25, 2012  
 Hearing Time: 2:00 p.m. Pacific Time  
 Place: 300 Booth Street  
 Reno, NV 89509



1 TO THE HONORABLE BRUCE T. BEESLEY, UNITED STATES BANKRUPTCY JUDGE,  
2 THE OFFICE OF THE UNITED STATES TRUSTEE AND ALL PARTIES IN INTEREST:

3 1. The above captioned debtors and debtors in possession (collectively, the  
4 “Debtors,” or the “Company”) hereby submit this application (the “Application”) for an order  
5 pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014(a) and  
6 2016(b), and Local Rule 2014 authorizing the retention and employment of Milbank, Tweed,  
7 Hadley & McCloy LLP (“Milbank”), as the Debtors’ attorney in these chapter 11 cases *nunc pro*  
8 *tunc* to the Petition Date (as defined below).

9 2. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157  
10 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these  
11 proceedings and this Application is proper before this Court pursuant to 28 U.S.C. §§ 1408 and  
12 1409.

13 3. In support of the Application, the Debtors submit the *Declaration of Paul*  
14 *S. Aronzon*, dated May 23, 2012 (the “Supporting Declaration”), to be filed simultaneously  
15 herewith.

16 4. As required by Bankruptcy Rule 2014(a), this Application, together with  
17 the Supporting Declaration, sets forth (i) the specific facts showing the necessity for Milbank’s  
18 employment, (ii) the reasons for the selection of Milbank as the Debtors’ lead reorganization  
19 counsel, (iii) to the best of the Debtors’ knowledge, all of Milbank’s connections, if any, to  
20 certain parties in interest in these chapter 11 cases, (iv) the professional services to be rendered  
21 by Milbank, and (v) the proposed arrangement between the Debtors and Milbank for Milbank’s  
22 compensation. *See* Fed. R. Bankr. P. 2014(a).

23 **I. BACKGROUND**

24 1. On dated May 17, 2012 (the “Petition Date”), the Debtors filed voluntary petitions  
25 for relief under chapter 11 of the Bankruptcy Code.

26 2. Debtor Circus and Eldorado Joint Venture (the “Joint Venture”) is a general  
27 partnership that owns and operates the Silver Legacy Resort Casino, a premier nineteenth  
28 century silver mining themed hotel, casino and entertainment complex in downtown Reno,

1 Nevada. The Debtors' property includes an approximately 87,300 square-foot casino with 1,399  
2 slot machines, 63 table games, including blackjack, craps, roulette, and a race and sports book.  
3 Also located on the property are (i) a 37-story hotel tower with 1,711 guest rooms, including  
4 many high-end suites, (ii) six dining venues, and (iii) approximately 50,000 square feet of in-  
5 house exhibit and convention space. The casino and entertainment areas at Silver Legacy are  
6 connected by skyway corridors to the Eldorado Hotel & Casino and the Circus Circus Hotel and  
7 Casino, each of which are owned by affiliates of the Debtors.<sup>1</sup> Together, the three properties  
8 comprise the heart of the Reno market's prime gaming area and room base.

9           5. Debtor Silver Legacy Capital Corp. ("SLCC") is a wholly owned  
10 subsidiary of the Joint Venture and was created and exists for the sole purpose of serving as a co-  
11 issuer of the Debtors' mortgage notes due 2012. SLCC has no operations, assets or revenues.

12           6. Additional information regarding the Debtors and the events leading up to  
13 these chapter 11 cases can be found in the *Declaration of Stephanie D. Lepori in Support of*  
14 *Debtors' First Day Motions*, dated May 17, 2012.

## 15 **II. RELIEF REQUESTED**

16           7. By this Application, the Debtors request that this Court enter an order,  
17 pursuant to Bankruptcy Code sections 327(a) and 328(a) and Bankruptcy Rules 2014(a) and  
18 2016(b), and Local Rule 2014, authorizing and approving the Debtors' employment and  
19 retention of Milbank, as counsel for the Debtors *nunc pro tunc* to the Petition Date, to perform  
20 the extensive legal services that will be necessary in all phases of the Debtors' chapter 11 cases,  
21 in accordance with Milbank's normal hourly rates in effect when services are rendered and  
22 normal reimbursement policies.

## 23 **III. APPLICATION**

24           8. Given the size and complexity of the Debtors' chapter 11 cases, the  
25 Debtors require reorganization counsel that is intimately familiar with the Debtors' business and  
26 prepetition restructuring efforts, as well as counsel that can bring to bear nationally and  
27 internationally leading attorneys specializing in bankruptcy, corporate law, finance, tax and

28 <sup>1</sup> Eldorado Hotel & Casino and Circus Circus Hotel and Casino are not debtors in these chapter 11 cases.

1 litigation. In light of the foregoing, Milbank is uniquely suited to represent the Debtors as lead  
2 reorganization counsel. Milbank has significant past experience with the Debtors and their  
3 business, including representing the Debtors in 2002 in connection with the Debtors' entry into a  
4 secured revolving credit facility and the 2012 mortgage notes, and in connection with various  
5 general corporate and securities matters since such time. Moreover, in August 2011, Milbank  
6 was engaged by the Debtors in connection with the Debtors' prepetition restructuring efforts,  
7 namely the Debtors' negotiations with certain holders of the 2012 notes regarding the Debtors'  
8 anticipated default under the notes and the potential for a broader consensual restructuring in  
9 connection therewith. Since then, as the necessity for a bankruptcy filing became clear, Milbank  
10 worked extensively with the Debtors and their other advisors to prepare for these chapter 11  
11 cases, including preparing the "first-day" pleadings, draft orders and other documents that have  
12 been or will soon be filed by the Debtors. Through this extensive prepetition representation of  
13 the Debtors, Milbank has acquired substantial and valuable institutional knowledge that makes  
14 Milbank uniquely qualified to represent the Debtors as lead restructuring counsel.

15 9. Milbank is also qualified to represent the Debtors because Milbank is one  
16 of the largest law firms in the United States, with a national and international practice and has  
17 experience in all aspects of the law that may arise in these chapter 11 cases including, among  
18 others, bankruptcy, finance, corporate and tax law, and litigation matters.

19 10. Milbank has practiced in insolvency and reorganization areas for more than  
20 50 years. Milbank's Financial Restructuring Group currently comprises approximately 50  
21 attorneys practicing nationwide. Milbank's attorneys have played significant roles in many  
22 gaming and hospitality bankruptcy cases, including: *In re Station Casinos, Inc., et al.*, Case No.  
23 09-52477 (GWZ) (Bankr. D. Nev. 2009) (Debtors); *In re MSR Resort Golf Course, LLC, et al.*,  
24 Case No. 11-10372 (SHL) (Bankr. S.D.N.Y. 2011) (Special Servicer of Mortgage Loan); *In re*  
25 *Zante, Inc. et al.*, Case No. 09-50746 (GWZ) (Bankr. D. Nev. 2009) (Administrative Agent).  
26 Milbank also has significant experience representing parties in many of the largest and most  
27 complex bankruptcy cases, including, *inter alia*: *In re William Lyons Home*, Case No. 11-14019  
28 (CSS) (Bankr. Del. 2011) (Ad Hoc Noteholders Group); *In re Real Mex Restaurants, Inc., et al.*,

1 Case No. 11-13122 (BLS) (Bankr. Del. 2011) (Debtor); *In re Pegasus Rural Broadband, LLC, et*  
2 *al.*, Case No. 11-11772 (PJW) (Bankr. Del. 2011) (Agent for the Holders of Secured Notes); *In*  
3 *re South Edge, LLC*, Case No. 10-32968 (BAM) (Bankr. D. Nev. 2010) (Chapter 11 Trustee); *In*  
4 *re Local Insight Media Holdings, Inc.*, Case No. 10-13677 (KG) (Bankr. D. Del. 2010) (Official  
5 Creditors' Committee); *In re BB Liquidating, Inc. (f/k/a Blockbuster)*, Case No. 10-14997 (BRL)  
6 (Bankr. S.D.N.Y. 2010) (Lenders and Stalking Horse); *In re Goldcoast Liquidating, LLC et al.*  
7 *(f/k/a Claim Jumper Restaurants)*, Case No. 10-12819 (KG) (Bankr. D. Del. 2010) (Debtors); *In*  
8 *re J.L. French Automotive Castings, Inc.*, Case No. 09-12445 (KG) (Bankr. Del. 2009)  
9 (Debtors); *In re Young Broadcasting, Inc.*, Case No. 09-10645 (AJG) (Bankr. S.D.N.Y. 2009)  
10 (Agent to Prepetition Secured Lenders); *In re Midway Games, Inc.*, Case No. 09-10465 (KG)  
11 (Bankr. D. Del. 2009) (Ad Hoc Committee of Noteholders); *In re Lehman Brothers Holdings,*  
12 *Inc.*, Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. 2008) (Official Creditors' Committee); *In re*  
13 *Intermet Corporation*, Case No. 08-11859 (KG) (Bankr. D. Del. 2008) (Debtor); *In re Pierre*  
14 *Foods, Inc.*, Case No. 08-11480 (KG) (Bankr. D. Del. 2008) (Agent to Prepetition Secured  
15 Lenders); *VI Acquisition Corp.*, Case No. 08-10623 (KG) (Bankr. D. Del. 2007) (Official  
16 Creditors' Committee); *Charys Holding Company, Inc.*, Case No. 08-10289 (BLS) (Bankr. D.  
17 Del. 2008) (Official Creditors' Committee); *In re Alper Holdings USA, Inc.*, Case No. 07-12148  
18 (Bankr. S.D.N.Y. 2007) (Debtor); *In re Satélites Mexicanos, S.A. de C.V.*, Case No. 06-11868  
19 (Bankr. S.D.N.Y. 2006) (Debtor); *In re 10000 Millenium Plaza, LLC*, Case No. 05-50021 (GM)  
20 (Bankr. C.D. Cal. 2005) (Debtor); *In re Refco Inc., et al.*, Case No. 05-60006 (Bankr. S.D.N.Y.  
21 2005) (Official Creditors' Committee); *In re Winn-Dixie Stores, Inc., et al.*, Case No. 05-03817  
22 (Bankr. S.D.N.Y. 2005) (Official Creditors' Committee); *In re American Restaurant Group, Inc.*,  
23 Case No. 04-30732 (TD) (Bankr. C.D. Cal. 2004) (Debtors); *In re Illuminations.com, Inc.*, Case  
24 No. 04-10427 (SB) (Bankr. C.D. Cal. 2004) (Debtor); *In re Sun World International, Inc.*, Case  
25 No. 03-11370 (DN) (Bankr. C.D. Cal. 2003) (Official Creditors' Committee); *In re Dairy Mart*  
26 *Convenience Stores, Inc., et al.*, Case No. 01-42400 (Bankr. S.D.N.Y. 2001) (Debtors); *In re*  
27 *Enron Corp., et al.*, Case No. 01-16034 (Bankr. S.D.N.Y. 2001) (Official Creditors' Committee  
28 and Reorganized Debtors); *In re Pacific Gas and Electric Co.*, Case No. 01-30923(DM) (Bankr.

1 C.D. Cal. 2001) (Official Creditors' Committee); *In re Lernout & Hauspie Speech Products*  
2 *N.V., et al.*, Case No. 00-04397 (Bankr. D. Del. 2000) (Debtors); *In re Safety Components*  
3 *International, Inc.*, Case No. 00-01644 (Bankr. D. Del. 2000) (Debtor); *In re Fruit of the Loom,*  
4 *Inc., et al.*, Case No. 99-04497 (Bankr. D. Del. 1999) (Debtors); *In re MedPartners Provider*  
5 *Network, Inc.*, Case No. 99-19256 (Bankr. C.D. Cal. 1999) (Debtor); and *In re HomePlace*  
6 *Stores, Inc.*, Case No. 98-00008 (Bankr. D. Del. 1998) (Debtor).

7 **IV. MILBANK'S DISINTERESTEDNESS**

8 11. Paragraphs 8 to 19 of the Supporting Declaration describe (a) Milbank's  
9 efforts to identify any connections with parties involved in these cases, and (b) the nature and  
10 extent of any such connections that may exist. To the best of the Debtors' knowledge,  
11 information and belief, other than as set forth herein or in the Supporting Declaration, Milbank  
12 has no connection with the Debtors, their creditors, the United States Trustee for the District of  
13 Nevada (the "U.S. Trustee"), or any other party with an actual or potential interest in the  
14 Debtors' chapter 11 cases or their attorneys or accountants.

15 12. To the best of the Debtors' knowledge, information and belief, based on  
16 (and other than as set forth in) the Supporting Declaration, Milbank does not hold or represent  
17 any interest adverse to the Debtors' estates. The Debtors believe that Milbank is a "disinterested  
18 person," as defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of  
19 the Bankruptcy Code and that the employment of Milbank is necessary and in the best interests  
20 of the Debtors, their estates, and their creditors.

21 **V. SERVICES TO BE PROVIDED BY MILBANK**

22 13. In these chapter 11 cases, the Debtors anticipate that Milbank will render  
23 general legal services as needed, including with respect to bankruptcy, corporate, tax and  
24 securities law matters and litigation tasks, if necessary. Milbank will provide, among others,  
25 some or all of the following legal services:

- 26 a. advise the Debtors of their rights, powers, and duties as debtors and  
27 debtors in possession in the continued management of their business and  
28 properties;



- 1           b.     assist the Debtors in reviewing and consummating any transactions
- 2                     contemplated during these cases;
- 3           c.     assist the Debtors in reviewing, estimating, and resolving claims asserted
- 4                     against their estates;
- 5           d.     commence and conduct any and all litigation necessary or appropriate to
- 6                     assert rights held by the Debtors or to defend the Debtors, protect assets of
- 7                     their estates, or otherwise further the goal of completing a successful
- 8                     reorganization;
- 9           e.     advise the Debtors concerning actions that they might take to collect and
- 10                    recover property for the benefit of their estates;
- 11           f.     prepare on behalf of the Debtors all necessary and appropriate
- 12                    applications, motions, draft orders, other pleadings, notices, schedules, and
- 13                    other documents, and review all financial and other reports to be filed in
- 14                    the Debtors' chapter 11 cases;
- 15           g.     advise the Debtors concerning, and prepare responses to, applications,
- 16                    motions, other pleadings, notices, and other papers that may be filed and
- 17                    served in the Debtors' chapter 11 cases;
- 18           h.     review the nature and validity of any liens asserted against the Debtors'
- 19                    property and advise the Debtors concerning the enforceability of such
- 20                    liens;
- 21           i.     advise and assist the Debtors in connection with any potential asset
- 22                    dispositions;
- 23           j.     advise the Debtors concerning executory contract and unexpired lease
- 24                    assumptions, assignments and rejections;
- 25           k.     advise and assist the Debtors in connection with the formulation and
- 26                    confirmation of a plan of reorganization and related documents; and
- 27           l.     perform all other necessary legal services in connection with the Debtors'
- 28                    chapter 11 cases and other general corporate and litigation matters.

14.     The Debtors may, from time to time, request that Milbank undertake specific matters beyond the scope of the responsibilities set forth above. Should Milbank agree, in its sole discretion, to undertake any such specific matters, the Debtors seek authority herein to employ Milbank for such matters, in addition to those set forth above, without further order of this Court.

15.     The Debtors require knowledgeable counsel to render these essential professional services. As described above, Milbank has substantial expertise in each of these

1 areas. In addition, Milbank has significant institutional knowledge regarding the Debtors'  
2 business and capital structure based on its prior and current representations of the Debtors. As a  
3 result, Milbank is well-qualified to perform these services and represent the Debtors' interests in  
4 these chapter 11 cases. Subject to this Court's approval of this Application, Milbank is willing to  
5 serve as the Debtors' counsel and to perform the services described above.

6 **VI. MILBANK'S COMPENSATION**

7 16. According to Milbank's books and records, prior to the Petition Date,  
8 Milbank received payments from the Debtors in the approximate amount of \$2,257,781.59 in the  
9 twelve (12) months prior to the Petition Date, including approximately \$400,000 in advance  
10 payment to a retainer to pay for legal services rendered or to be rendered in connection with the  
11 Debtors' restructuring efforts. Subject to a final accounting, Milbank held a retainer of  
12 approximately \$407,106.50 as of the Petition Date (the "Retainer"). The Retainer is held by  
13 Milbank according to its standard internal procedures in the same manner as Milbank holds  
14 retainers received from each of its other clients. Milbank intends to hold the Retainer for the  
15 duration of the chapter 11 cases and apply the Retainer against fees and expenses allowed, at  
16 Milbank's option, after submission of Milbank's final fee application with any balance to be  
17 returned to the Debtors.

18 17. Milbank proposes to be compensated at its standard hourly rates, which  
19 are based on each professional's level of experience. At present, the standard hourly rates  
20 charged by Milbank range from \$825 to \$1,140 for partners, \$795 to \$995 for of counsel, \$295 to  
21 \$750 for associates and senior attorneys and \$130 to \$290 for legal assistants. These hourly rates  
22 are subject to periodic, firm-wide adjustments in the ordinary course of Milbank's business.  
23 Milbank will maintain detailed, contemporaneous records of time and any necessary expenses  
24 incurred in connection with the rendering of the legal services described above.

25 18. Milbank intends to apply to the Court for interim payment of fees and  
26 reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code,  
27 Bankruptcy Rules, Local Rules, guidelines promulgated by the U.S. Trustee, and Orders of this  
28

1 Court that may establish additional procedures relating to professional compensation and  
2 reimbursement.

3 ///

4 **VII. BASIS FOR RELIEF**

5 19. Section 327(a) of the Bankruptcy Code provides, in pertinent part, that a  
6 debtor in possession is authorized, with the court’s approval, to employ “attorneys... that do not  
7 hold or represent an interest adverse to the estates, and that are disinterested persons, to represent  
8 or assist [the debtor in possession] in carrying out [its] duties under [the Bankruptcy Code].” 11  
9 U.S.C. § 327(a). Section 328(a) of the Bankruptcy Code provides, in pertinent part, that a debtor  
10 in possession, with the court’s approval, “may employ or authorize the employment of a  
11 professional person under section 327... on any reasonable terms and conditions of employment,  
12 including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent  
13 fee basis....” 11 U.S.C. § 328(a). Here, the Court should approve the Debtors’ retention of  
14 Milbank as lead reorganization counsel because these large and complex chapter 11 cases require  
15 experienced bankruptcy counsel that can effectively and efficiently provide the range of  
16 necessary legal services central to the administration of these cases. Milbank is uniquely able to  
17 meet this need, with leading bankruptcy, corporate, finance, and litigation attorneys, and  
18 extensive institutional knowledge of the Debtors’ business and prepetition restructuring efforts.  
19 Accordingly, the Court should grant the relief requested by this Application.

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1 **VIII. CONCLUSION**

2 **WHEREFORE**, the Debtors respectfully request that this Court enter an order  
3 substantially in the form attached hereto (i) authorizing and approving the Debtors' retention and  
4 employment of Milbank as their counsel in these chapter 11 cases and (ii) granting the Debtors  
5 such other relief as is just and proper.

6 Dated: May 23, 2012

7 Circus and Eldorado Joint Venture  
8 Silver Legacy Capital Corp.

9 By: Stephanie Lepori  
10 Stephanie D. Lepori  
11 Chief Financial Officer

12 **SUBMITTED BY:**

13 Paul S. Aronzon, CA State Bar No. 88781  
14 Thomas R. Kreller, CA State Bar No. 161922  
15 MILBANK, TWEED, HADLEY & McCLOY LLP  
16 601 South Figueroa Street, 30th Floor  
17 Los Angeles, California 90017

18 Proposed Reorganization Counsel for  
19 Debtors and Debtors in Possession

20 Sallie B. Armstrong, NV State Bar No. 1243  
21 DOWNEY BRAND LLP  
22 427 West Plumb Lane  
23 Reno, Nevada 89509  
24 Telephone: (775) 329-5900  
25 Facsimile: (775) 786-5443  
26 Email: sarmstrong@downeybrand.com

27 Proposed Local Reorganization Counsel  
28 for Debtors and Debtors in Possession

**EXHIBIT 1**

**EXHIBIT 1**

1 Paul S. Aronzon (CA State Bar No. 88781)  
2 Thomas R. Kreller (CA State Bar No. 161922)  
3 MILBANK, TWEED, HADLEY & McCLOY LLP  
4 601 South Figueroa Street, 30<sup>th</sup> Floor  
5 Los Angeles, California 90017  
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5 Proposed Reorganization Counsel for  
6 Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**  
9 **DISTRICT OF NEVADA**

10 In re:

11 CIRCUS AND ELDORADO JOINT  
12 VENTURE, *et al.*,

- 13  Affects this Debtor  
14  Affects all Debtors  
15  Affects Silver Legacy Capital Corp.

16 Debtors.

Chapter 11

Case No. BK-12-51156

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a), FED. R. BANKR. P. 2014(a), AND 2016(b), AND LOCAL RULE 2014, AUTHORIZING EMPLOYMENT AND RETENTION OF MILBANK, TWEED, HADLEY & McCLOY LLP AS COUNSEL FOR THE DEBTORS**

Hearing Date: June 25, 2012  
Hearing Time: 2:00 p.m. Pacific Time  
Place: 300 Booth Street  
Reno, NV 89509

1           Upon the application (the “Application”)<sup>1</sup> of the debtors and debtors in possession  
2 (collectively, the “Debtors”) in the above-captioned chapter 11 cases, for an entry of an order,  
3 pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014(a) and  
4 2016(b), and Local Rule 2014, authorizing the employment and retention of Milbank, Tweed,  
5 Hadley & McCloy LLP (“Milbank”), as the Debtors’ lead reorganization counsel in these chapter  
6 11 cases, *nunc pro tunc* to the Petition Date; and this Court having considered the Declaration of  
7 Paul S. Aronzon in support of the Application (the “Supporting Declaration”); and after due  
8 deliberation and sufficient cause appearing therefor:

9           THE COURT HEREBY FINDS AND CONCLUDES AS FOLLOWS:

10           A.       This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157  
11 and 1334, to consider the Application. Consideration of the Application constitutes a core  
12 proceeding under 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C.  
13 §§ 1408 and 1409.

14           B.       Under the circumstances, the Court concludes that the notice of the  
15 Application given by the Debtors constitutes due, sufficient and appropriate (i) notice of the  
16 Application and (ii) opportunity for a hearing on the Application, and the notice requirements of  
17 Bankruptcy Rules 2002 and 2014 are deemed satisfied.

18           C.       Based upon the representations made in the Application and the  
19 Supporting Declaration, Milbank represents or holds no interest adverse to the Debtors or their  
20 estates with respect to the matters upon which Milbank is to be engaged and is a “disinterested  
21 person” as that term is defined in Bankruptcy Code section 101(14) as modified by Bankruptcy  
22 Code section 1107(b).

23           D.       The Debtors have demonstrated sufficient cause to approve the  
24 Application as set forth in this Order.

25           E.       Based on the foregoing and upon the record made before this Court at the  
26 hearing on the Motion, and good and sufficient cause appearing therefor;

27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

1 IT IS HEREBY ORDERED THAT:

2 1. The Application is granted *nunc pro tunc* to the Petition Date.

3 2. Pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy  
4 Rules 2014(a), 2016(b) and 5002, and Local Rule 2014, the Debtors' are authorized to employ  
5 and retain Milbank as their attorneys in these chapter 11 cases.

6 3. Milbank shall be (a) compensated at the normal hourly rates charged by  
7 Milbank at the time that the applicable services are rendered, and (b) reimbursed in accordance  
8 with Milbank's reimbursement policies as set forth in the Supporting Declaration, *nunc pro tunc*  
9 to the Petition Date.

10 4. Milbank shall apply for compensation and reimbursement in accordance  
11 with the procedures set forth in Bankruptcy Code sections 330 and 331, the Federal Rules of  
12 Bankruptcy Procedure, the Local Bankruptcy Rules for the District of Nevada, the guidelines  
13 established by the Office of the United States Trustee for the District of Nevada, and such other  
14 procedures as may be fixed by Order of this Court.

15 5. The Debtors are hereby authorized and empowered to take such steps and  
16 perform such acts as may be necessary to implement and effectuate the terms of this Order.

17 6. The terms and conditions of this order shall be immediately effective and  
18 enforceable upon its entry.

19 7. This Court retains jurisdiction with respect to all matters arising from or  
20 related to the implementation and interpretation of this Order.

21 SUBMITTED BY:

22 Circus and Eldorado Joint Venture  
23 Silver Legacy Capital Corp.

24 # # #



# Exhibit D

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*Bruce T. Beesley*



Honorable Bruce T. Beesley  
United States Bankruptcy Judge

Entered on Docket  
July 06, 2012

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
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Reno, Nevada 89509  
Telephone: (775) 329-5900  
Facsimile: (775) 786-5443  
Email: sarmstrong@downeybrand.com

Proposed Reorganization Counsel for  
Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
  
CIRCUS AND ELDORADO JOINT  
VENTURE, *et al.*,  
  
 Affects this Debtor  
 Affects all Debtors  
 Affects Silver Legacy Capital Corp.  
  
Debtors.

Chapter 11  
Case No. BK-12-51156  
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§  
327(a) AND 328(a), FED. R. BANKR. P.  
2014(a), AND 2016(b), AND LOCAL  
RULE 2014, AUTHORIZING  
EMPLOYMENT AND RETENTION  
OF MILBANK, TWEED, HADLEY &  
McCLOY LLP AS COUNSEL FOR  
THE DEBTORS**

Hearing Date: June 25, 2012  
Hearing Time: 2:00 p.m. Pacific Time  
Place: 300 Booth Street  
Reno, NV 89509



1 Upon the application (the "Application")<sup>1</sup> of the debtors and debtors in possession  
2 (collectively, the "Debtors") in the above-captioned chapter 11 cases, for an entry of an order,  
3 pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014(a) and  
4 2016(b), and Local Rule 2014, authorizing the employment and retention of Milbank, Tweed,  
5 Hadley & McCloy LLP ("Milbank"), as the Debtors' lead reorganization counsel in these chapter  
6 11 cases, *nunc pro tunc* to the Petition Date; and this Court having considered the Declaration of  
7 Paul S. Aronzon in support of the Application (the "Supporting Declaration"); and after due  
8 deliberation and sufficient cause appearing therefor:

9 THE COURT HEREBY FINDS AND CONCLUDES AS FOLLOWS:

10 A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157  
11 and 1334, to consider the Application. Consideration of the Application constitutes a core  
12 proceeding under 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C.  
13 §§ 1408 and 1409.

14 B. Under the circumstances, the Court concludes that the notice of the  
15 Application given by the Debtors constitutes due, sufficient and appropriate (i) notice of the  
16 Application and (ii) opportunity for a hearing on the Application, and the notice requirements of  
17 Bankruptcy Rules 2002 and 2014 are deemed satisfied.

18 C. Based upon the representations made in the Application and the  
19 Supporting Declaration, Milbank represents or holds no interest adverse to the Debtors or their  
20 estates with respect to the matters upon which Milbank is to be engaged and is a "disinterested  
21 person" as that term is defined in Bankruptcy Code section 101(14) as modified by Bankruptcy  
22 Code section 1107(b).

23 D. The Debtors have demonstrated sufficient cause to approve the  
24 Application as set forth in this Order.

25 E. Based on the foregoing and upon the record made before this Court at the  
26 hearing on the Motion, and good and sufficient cause appearing therefor;

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28 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

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IT IS HEREBY ORDERED THAT:

1. The Application is granted *nunc pro tunc* to the Petition Date.

2. Pursuant to Bankruptcy Code section 327(a) and, with respect solely to Milbank’s hourly rates, Bankruptcy Code section 328(a), Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014, the Debtors’ are authorized to employ and retain Milbank as their attorneys in these chapter 11 cases.

3. Milbank shall be (a) compensated at the normal hourly rates charged by Milbank at the time that the applicable services are rendered, and (b) reimbursed in accordance with Milbank’s reimbursement policies as set forth in the Supporting Declaration, *nunc pro tunc* to the Petition Date.

4. Milbank shall apply for compensation and reimbursement in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the District of Nevada, the guidelines established by the Office of the United States Trustee for the District of Nevada, and such other procedures as may be fixed by Order of this Court.

5. The Debtors are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

6. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

SUBMITTED BY:

Circus and Eldorado Joint Venture  
Silver Legacy Capital Corp.

###

1 In accordance with LR 9021, counsel submitting this document certifies as follows  
(check one):

2  The court has waived the requirements set forth in LR 9021.

3  
4  This is a Chapter 7 or 13 case, and either with the motion, or at the hearing, I have  
5 delivered a copy of this proposed order to all counsel who appeared at the hearing, any  
6 unrepresented parties who appeared at the hearing, and any trustee appointed in this case,  
and each has approved or disapproved the order, or failed to respond, as indicated below  
(list each party and whether the party has approved, disapproved, or failed to respond to  
the document).

7  This is a Chapter 9, 11, or 15 case, and I have delivered a copy of this proposed  
8 order to the Trial Attorney for Acting United States Trustee (all counsel who appeared at  
9 the hearing waived signature), he has approved the Order as indicated below (list each  
party and whether the party has approved, disapproved, or failed to respond to the  
document):

10 Trial Attorney for Acting United States Trustee: **Approved**

11  I certify that I have served a copy of this order with the motion, and no parties  
12 appeared or filed written objections.

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# Exhibit E

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

LV, et al.,

Plaintiffs,  
-against-NEW YORK CITY DEPARTMENT OF  
EDUCATION, et al.,

Defendants.

03 Civ. 9917 (RJH)

**MEMORANDUM OPINION**  
**AND ORDER**

Richard J. Holwell, District Judge:

Before the Court is plaintiffs' motion for an award of attorneys' fees and expenses incurred in connection with a civil rights class action. The class action resulted in a settlement that this Court approved. Defendants argue that the fees and costs requested are excessive. For the reasons below, the Court awards attorneys' fees to plaintiffs in the amount of \$1,238,403.09 and costs in the amount of \$123,964.45.

**BACKGROUND**

The Individuals with Disabilities in Education Act ("IDEA") seeks to "ensure that all children with disabilities have available to them a free appropriate public education that emphasizes special education and related services designed to meet their unique needs and prepare them for employment and independent living." 20 U.S.C. § 1400(d)(1)(A). Among other things, it requires "school officials and parents of a disabled child to design an Individualized Education Program ('IEP') for each year of the child's education." *LV v. New*

*York City Dept. of Educ.*, No. 03-9917, 2005 WL 2298173, at \*1 (S.D.N.Y. Sept. 20, 2005) (citing 20 U.S.C. §§ 1401(11), 1414(d)). Under the IDEA, states must also “offer parents and disabled students procedural safeguards to challenge the decisions of local educational agencies” with respect to a child’s IEP. *Id.* at \*1 (citing *Murphy v. Arlington Central School Dist. Bd. of Educ.*, 297 F.3d 195, 197 (2d Cir. 2002)). New York’s procedural safeguards entitle parents to a review of their child’s IEP before an impartial hearing officer (“IHO”), as well as an administrative appeal of the IHO’s decision (“IHO order”). *See* N.Y. Educ. Law § 4404.

In 2003, plaintiffs brought this class action claiming that their rights had been violated by the failure of the New York City Department of Education (“DOE”) to timely implement IHO orders. They were represented by the non-profit organization Advocates for Children of New York (“AFC”) and the law firm Milbank, Tweed, Hadley & McCloy LLP (“Milbank”). The Court granted plaintiffs’ request for class certification. Later it amended the class definition to include an “injunctive relief subclass” and a “compensatory relief subclass.” After protracted discovery and extensive negotiations, the parties agreed to a settlement on December 11, 2007 that provided compensatory and injunctive relief for the two subclasses. Following a fairness hearing on April 10, 2008, the Court approved the Stipulation and Agreement of Settlement (the “Stipulation”) between the class and the defendants. The injunctive relief included a provision for the appointment of an independent auditor to monitor DOE’s success in improving the implementation of IHO orders. On March 26, 2008, the Court appointed Daylight Forensic and Advisory LLC (“Daylight”) to serve as the independent auditor.

The parties agreed in the Stipulation that defendants deserve reasonable attorneys’ fees and reimbursement of their expenses, and they agreed to try to negotiate a fee. (*See* Henkin Decl. Ex. A ¶¶ 41, 42.) In the event that negotiations proved fruitless, however, the Stipulation



allowed the plaintiffs to seek an award from this Court. (*Id.*) After unsuccessful negotiations on this issue, the plaintiffs filed this motion for \$1,590,625.25 in attorneys' fees and \$132,705.93 in expenses. They seek \$1,072,724.00<sup>1</sup> for work performed by Milbank and \$517,901.25 for work performed by AFC, and \$130,133.29 for expenses incurred by Milbank and \$2,572.64 for expenses incurred by AFC.

## DISCUSSION

The parties have agreed that plaintiffs are entitled to reasonable attorneys' fees and costs. (*See* Stip. ¶¶ 41, 42.) It is plaintiffs' burden to establish "with satisfactory evidence—in addition to the attorney's own affidavits"—why their requested fee is appropriate. *Chambless v. Masters, Mates & Pilots Pension Plan*, 885 F.2d 1053, 1059 (2d Cir. 1989). The "starting point" for calculating a reasonable attorneys' fee is "the number of hours reasonably expended on the litigation multiplied by a reasonable hourly rate." *Imbeault v. Rick's Cabaret Int'l Inc., RCI*, No. 08-5458, 2009 WL 2482134, at \*1 (S.D.N.Y. Aug. 13, 2009) (Lynch, J.) (quoting *Hensley v. Eckerhard*, 461 U.S. 424, 433 (1983)). The resulting figure is the "presumptively reasonable fee," *Arbor Hill Concerned Citizens Neighborhood Ass'n v. County of Albany*, 522 F.3d 182, 183 (2d Cir. 2008), although it evidently "can be further adjusted as circumstances warrant," *McDow v. Rosado*, 657 F. Supp. 2d 463, 467 (S.D.N.Y. 2009).<sup>2</sup> Here, the defendants challenge plaintiffs' rates and hours and raise a few other miscellaneous objections.

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<sup>1</sup> There is a minor discrepancy between Milbank's numbers and the Court's. Multiplying Milbank's requested rates (as found on pages 11 and 15 of the Henkin Declaration) by its hours (as found in Exhibit D of the Henkin Declaration) yields a fee of \$1,072,807.00 for Milbank. Milbank requests \$1,072,724.00, which is \$83.00 lower than that. The Court will apply its reductions to Milbank's number—the lower amount.

<sup>2</sup> This Court has discussed elsewhere the Second Circuit's recent departure from use of the term "lodestar" in favor of the "presumptively reasonable fee." *See McDow v. Rosado*, 657 F. Supp. 2d 463, 467–69 (S.D.N.Y. 2009).

## I. Rates

A reasonable hourly rate is the rate a “paying client would be willing to pay.”<sup>3</sup> *Arbor Hill*, 522 F.3d at 190. In determining the rate, courts should consider, among other things, the factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717–19 (5th Cir. 1974), *abrogated on other grounds by Blanchard v. Bergeron*, 489 U.S. 87, 92–93 (1989).<sup>4</sup> *See Arbor Hill*, 522 F.3d at 187. They should take into account the reality that “a paying client wishes to spend the least amount possible to litigate the case in an effective manner.” *Kahlil v. Original Old Homestead Restaurant, Inc.*, 657 F. Supp. 2d 470, 475 (S.D.N.Y. 2009). Courts may also rely on their “own knowledge of comparable rates charged by lawyers in the district.” *Robinson v. City of New York*, No. 05-9545, 2009 WL 3109846, at \*4 (S.D.N.Y. Sept. 29, 2009) (Lynch, J.) (internal quotation marks and citation omitted). “[C]urrent rates, rather than historical rates, should be applied in order to compensate for the delay in payment . . . .” *LeBlanc-Sternberg v. Fletcher*, 143 F.3d 748, 764 (2d Cir. 1998).<sup>5</sup> Those rates, however, should still take into consideration “the varying level of experience of the lawyers over the course of the litigation.” *Davis v. New York City Hous. Authority*, Nos. 90-628, 92-4873, 2002 WL 31748586,

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<sup>3</sup> It bears noting that this metric is inherently inexact, and particularly so when applied to class actions, where each class member’s stake is relatively small and would never be thought to justify the rates or hours class counsel actually receive for their services.

<sup>4</sup> The *Johnson* factors are: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the level of skill required to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the attorney’s customary hourly rate; (6) whether the fee is fixed or contingent; (7) the time limitations imposed by the client or the circumstances; (8) the amount involved in the case and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the “undesirability” of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717–19.

<sup>5</sup> Plaintiffs ask that the rates the Court awards “be increased by 5% on January 1 of each year while the Stipulation is in effect.” (Johnson Decl. ¶ 28.) The Court declines that invitation. Plaintiffs will of course be entitled to reasonable fees, at current rates, for work they perform in connection with this litigation in the future. But while as a general matter “billing rates continue to increase over time,” *Wise v. Kelly*, 620 F. Supp. 2d 435, 448 (S.D.N.Y. 2008), it would be a mistake to think rates will increase each year in the way plaintiffs assume. Market forces work in sometimes unpredictable ways. *See, e.g., Nathan Koppel & Ashby Jones, “Billable Hour” Under Attack*, Wall St. J., Aug. 24, 2009, at A1 (describing recent pressure from in-house counsel for large firms to shift to alternative fee arrangements).

at \*2 (S.D.N.Y. Dec. 6, 2002); *Marisol A. v. Giuliani*, 111 F. Supp. 2d 381, 387 n.2 (S.D.N.Y. 2000) (“Each attorney should receive fees based on the average of his or her level of experience over the course of the litigation, as opposed to their current level of experience.”).<sup>6</sup>

The reasonable hourly rate is determined “by reference to prevailing rates in the community for similar services by lawyers of reasonably comparable skill, expertise, and reputation.” *McDonald ex rel Prendergast v. Pension Plan of the NYSA-ILA Pension*, 450 F.3d 91, 97 n.6 (2d Cir. 2006) (citations and alterations omitted). The Second Circuit has said that “[t]o define markets simply by geography is too simplistic. Sometimes, legal markets may be defined by practice area.” *Arbor Hill*, 522 F.3d at 192. Even according to that principle, however, determining the relevant market for the legal services provided in this case is far from simple. To be sure, this was a civil rights lawsuit, which counsels in favor of awarding rates of the sort lawyers generally garner in that substantive area of practice. But civil rights lawyers, like lawyers in other areas of practice, do not all perform similar services and are not all of comparable skill, expertise, and reputation. Milbank and AFC represented a class of plaintiffs in a class action alleging systemic violations of state and federal statutes and federal constitutional

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<sup>6</sup> Without citation to any authority, plaintiffs suggest that this rule may not have survived *Arbor Hill* and that their lawyers should be entitled to current rates at current levels of experience, even if they only worked on this case as much less experienced lawyers. The Court sees no reason the rule would have died with *Arbor Hill*; nor do plaintiffs supply one. As the court put it in *Davis v. New York City Housing Authority*, “an attorney who starts a litigation as a first-year associate and continues with that litigation over the course of a decade, should not then be entitled to be billed out as a tenth-year associate (or lower-level partner) for the entire span of the litigation.” *Davis v. New York City Hous. Authority*, Nos. 90-628, 92-4873, 2002 WL 31748586, at \*2 n.4 (S.D.N.Y. Dec. 6, 2002). Plaintiffs also argue that defendants’ method should not be used because “[d]efendants do not explain who they think is deserving of lower rates, why, or how such rates would be determined.” (Pltfs.’ Reply 10 n.49.) To the contrary, defendants state—presumably based on the records that plaintiffs provided to them—each attorney’s level (or levels) of experience when working on this case. (See Defs.’ Br. 21–23.) Plaintiffs do not dispute the veracity of that information. The Court will simply use the average of each attorney’s experience levels while working on the case. Where a lawyer worked on the case as a first-, second-, and third-year associate, for example, his or her level of experience will be deemed that of a second-year.

law.<sup>7</sup> The matter was factually and logistically challenging to say the least. It involved a substantial amount of discovery, particularly because DOE had no centralized system for documenting its implementation of IHO orders. (*See* Defs.’ Br. 20.) It required plaintiffs’ lawyers to collect, organize, and analyze a very large number of documents to assess how well DOE had implemented IHO orders. And it occasioned the use of statistical analysis, because during discovery defendants proposed using statistical sampling to retrieve certain representative documents without having to produce them all. In short, viewed on the spectrum of civil rights cases, this case was much more complex than the ordinary single-plaintiff lawsuit.

As the particular challenges of this litigation underscore, there are at least two overlapping markets here—one for the provision of complex class action legal services, the other for the provision of civil rights legal services. In measuring the reasonableness of plaintiffs’ hourly rates, it would be a mistake to seek guidance from one of these markets to the exclusion of the other. Accordingly, the Court finds it appropriate to look to rates courts in this district have awarded in similarly complex civil rights cases, remembering that lawyers with the skills and resources necessary to litigate this case generally command higher rates. *Cf. Arbor Hill*, 522 F.3d at 184 (in determining reasonable hourly rates, district court may consider, among other things, “the complexity and difficulty of the case, the available expertise and capacity of the client’s other counsel (if any), [and] the resources required to prosecute the case effectively”). With these observations in mind, the Court turns to the alleged deficiencies in Milbank’s and AFC’s requested rates.

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<sup>7</sup> The action was brought pursuant to the due process clause of the Fourteenth Amendment; IDEA; 42 U.S.C. § 1983; Section 504 of the Rehabilitation Act of 1972, 29 U.S.C. § 794; and New York State Education Law §§ 4401, *et seq.*

**A. Milbank Lawyers**

Defendants contend that Milbank's fees should be reduced because none of its attorneys working on this case has professed to have any experience in civil rights or education law. (Defs.' Br. 6.) Even if that is true, however, experience in the substantive field of law is only one way to assess lawyers' skill and expertise. A class action like this one requires a large number of skills, many of them unrelated to intimate knowledge of the relevant law. *See Simmonds v. New York City Dept. of Corrections*, No. 06-5298, 2008 WL 4303474, at \*4 (S.D.N.Y. Sept. 16, 2008) (although putative civil rights plaintiffs might be unwilling to pay a large law firm its usual rates, they might well pay a reduced rate to take advantage of the firm's "expertise in federal litigation and trial practice"). On this point *Robinson v. City of New York*, No. 05-9545, 2009 WL 3109846 (S.D.N.Y. Sept. 29, 2009), is instructive. There, Judge Lynch found that employment discrimination lawyers' experience was "wholly transferable and relevant" to a civil rights case. *Id.* at \*5. The case involved no "difficult or novel issues in employment law, but rather was proved through an assiduous review of numerous records"; the skills required were "investigative and trial-oriented, not conceptual or based in expertise in substantive law." *Id.* So too here, where the case's particular complexity stemmed more from "logistical and factual" concerns, *id.*, than from difficult legal issues. *See Wise v. Kelly*, 620 F. Supp. 2d 435, 446 (S.D.N.Y. 2008) (stating that the large law firm Skadden, Arps, Slate, Meagher and Flom LLP, litigating a civil rights case pro bono, was entitled to higher rates than a small civil rights firm by virtue of its "skills and experience").

The defendants also object to Milbank's use of the rates other large Manhattan firms charge their paying clients in calculating its own rates for this case.<sup>8</sup> Milbank argues that these

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<sup>8</sup> Defendants separately argue that Milbank's fees should be reduced to account for the fact it represented plaintiffs pro bono. (Defs.' Br. 12-14.) But although *Arbor Hill* said that "whether [an] attorney was initially acting pro

rates are of some relevance to show what a paying client would pay for large-firm services of the sort they provided in this litigation—that is, representation of clients in a complex class action. (Pltfs.’ Reply 12 n.59.) This is one guidepost for the Court in assessing rates in a class action like this one, but it should not be untethered entirely from the civil rights litigation market. *See Arbor Hill*, 522 F.3d at 184 n.2 (quoting *Cohen v. W. Haven Bd. of Police Comm’rs*, 638 F.2d 496, 506 (2d Cir. 1980) (“The fees that would be charged for similar work by attorneys of like skill in the area [is] the starting point for determination of a reasonable fee award.”)); *Morris v. Eversley*, 343 F. Supp. 2d 234, 247 (S.D.N.Y. 2004) (Chin, J.) (“Although one could debate whether substantially higher rates are warranted for a corporate lawyer with the same number of years experience as a civil rights lawyer, the fact is the markets and billing considerations are different.”). Though the services Milbank provided in this action are in many ways comparable to the services plaintiffs’ lawyers provide in litigating securities class actions, the Court must also take into account the particularities of the civil rights litigation market. *See Heng Chan v. Sung Yue Tung Corp.*, No. 03-6048, 2007 WL 1373118, at \*3 (S.D.N.Y. May 8, 2007) (“[A] discount in fees is appropriate insofar as the market rate for civil rights litigation services is lower than the market rate for services provided to high-profile corporate clients.”). Milbank

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bono” is a factor courts should take into account in determining what a paying client would pay, *Arbor Hill*, 522 F.3d at 184, it also emphasized that attorneys representing clients pro bono are “not excluded from the usual approach to determining attorneys’ fees” and that a reasonable fee “does not depend on whether the attorney works at a private law firm or a public interest organization.” *Id.* at 184 n.2. Put differently, law firms working on a case pro bono are likely to be doing so in a market for legal services with lower rates, and courts should take that fact into account in deciding what the market is. *See Simmonds*, 2008 WL 4303474, at \*3 (“*Arbor Hill* merely directs the district courts to examine all of the case-specific factors relevant to evaluating the market rate for comparable legal services.”). *Reiter v. MTA New York City Transit Authority*, 457 F.3d 224, 233 (2d Cir. 2006) (“courts ‘must avoid . . . decreasing reasonable fees because the attorneys conducted the litigation more as an act of pro bono publico than as an effort at securing a large monetary return’”) (quoting *Blum v. Stenson*, 465 U.S. 886, 895 (1984)). But, as the court in *Heng Chan* said, in a passage the defendants quote, “the fact that an attorney is willing to take a case pro bono is not itself a basis for reducing fees.” (Defs.’ Br. 13 (quoting *Heng Chan v. Sung Yue Tung Corp.*, No. 03-6048, 2007 WL 1373118, at \*3 (S.D.N.Y. May 8, 2007))). In the same vein, that one of Milbank’s lawyers garnered an award for his pro bono service (*see* Defs.’ Br. 14) is not in itself a basis for reducing fees. The fact that the market for pro bono litigation services is different from that for private litigation services is important, but Milbank has already accounted for it by discounting its rates. (*See* Pltfs.’ Br. 18.)

candidly recognizes this distinction and has itself proposed a rate structure that is markedly below that charged to its normal fee-paying clients.

Defendants, however, contend that Milbank's rates are still too high, and that rates charged in other civil rights cases are the only useful points of comparison regardless of their level of complexity or the kinds of skills and resources required to litigate them.<sup>9</sup> As defendants have recognized, this was a "complex class action"<sup>10</sup> (Henkin Decl. Ex. 2 at 2), and Milbank was able to supply "superior resources," "larger staff," and "experience with class actions" (Defs.' Br. 6). The need for such resources and experience reflects the difficulty of this case relative to many other civil rights cases defendants cite in their brief. *Compare Yea Kim v. 167 Nail Plaza, Inc.*, No. 05-8560, 2009 WL 77876 (S.D.N.Y. Jan. 12, 2009) ("procedurally simple" case), and *Reiter v. Metro. Transportation Authority*, No. 01-2762, 2007 WL 2775144 (S.D.N.Y. Sept. 25, 2007) (case brought by single plaintiff, only one of whose claims survived summary judgment) (Gorenstein, M.J.), with *Adorno v. Port Authority of New York and New Jersey*, --- F. Supp. 2d ---, 2010 WL 582045, at \*4 (S.D.N.Y. Feb. 19, 2010) (Chin, J.) (awarding lead partner \$550 per hour where the "case was a complex and difficult one, involving alleged discrimination and retaliation in the Port Authority Police Department, and a high level of skill was required"), and *Wise*, 620 F. Supp. 2d at 445 (awarding partner \$425 per hour in a putative class action because the "case has been considerably more difficult and complex than the average civil rights case. . . . [It] has always been a putative class—with a *Morell* claim—challenging city-wide enforcement practices"). Complex cases may require more resources and different skills than civil rights

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<sup>9</sup> Defendants rely, for example, on *Yea Kim v. 167 Nail Plaza, Inc.*, No. 05-8560, 2009 WL 77876 (S.D.N.Y. Jan. 12, 2009), which the court described as "procedurally simple in comparison with many wage or employment cases." *Id.* at \*1.

<sup>10</sup> Now defendants attempt to frame the case as presenting a "rather straightforward" issue. But they admit that a considerable amount of discovery was involved in the case. (Defs.' Br. 20.) Contrary to defendants' contention, the amount of time to prosecute a case, and in particular the sheer resources required to do so, may be taken into account in setting hourly rates. *See Arbor Hill*, 522 F.3d at 190 ("In determining what rate a paying client would be willing to pay, the district court should consider, among others, the *Johnson* factors . . .").



lawyers working in solo practice, small firms, or non-profit organizations can feasibly supply. (See Johnson Decl. ¶ 15 (“It is unlikely that a small firm or sole practitioner could have provided AFC with the support it needed to litigate this case on behalf of Plaintiffs and the Class.”).) These kinds of services must be factored into the rate. See *Heng Chan*, 2007 WL 1373118, at \*3 (“it is appropriate to award a relatively high hourly rate that reflects the institutional resources that made it possible for the attorneys to take on the case”); cf. *Kahlil*, 657 F. Supp. 2d at 476 (“[T]he fact that the wage and hour issues in this case were not particularly complex or unusual supports application of the unexceptional rate of \$400 per hour for a senior lawyer with 25 years’ experience.”).<sup>11</sup> Similarly, courts may look to rates charged by firms that are “similarly situated, including the rates of firms that are comparably sized,” *Simmonds*, 2008 WL 4303474, at \*2 (internal quotation marks and citation omitted), although large firms’ higher overhead should not be a basis for automatically increasing the rate, *McDonald*, 450 F.3d at 97 n.6.<sup>12</sup>

Here, considering all the factors, the Court concludes that Milbank’s proposed rates should be subject to a further discount. The firm deserves credit for discounting those rates to reflect that civil rights lawyers charge less and that it has litigated this case pro bono; still, some of its discounted rates are notably higher than other rates courts have set for complex civil rights actions in this district. Plaintiffs cite *Vilkhu v. City of New York*, No. 06-2095, 2009 WL 1851019 (E.D.N.Y. June 26, 2009) for the proposition that in “non-class action cases, courts in [the Southern] [D]istrict have awarded fees of up to \$600 per hour for partner time, \$350 for senior associates, and \$250-300 for junior and mid-level associates.” (See Pltfs.’ Br. 19.) But the rates they request for Milbank are substantially higher, between \$640 and \$650 an hour for

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<sup>11</sup> In *Heng Chan*, a Fair Labor Standards Act (“FLSA”) action brought by eleven restaurant workers against their employer, the court found that the action’s “size and complexity” justified a fee that was “quite high” compared to the market of Manhattan civil rights litigators. 2007 WL 1373118, at \*3.

<sup>12</sup> Defendants concede that “it is clear that the size of the firm is a valid consideration in setting the hourly rate,” and that “courts typically award lower fees to smaller firms than those awarded to larger firms.” (Defs.’ Br. 10.)



partners, and up to \$425 an hour for associates. Although some disparity may be justified because this is a class action and other cases cited were not, several of the “non-class action cases” to which Milbank refers were quite complicated in their own right. In *Heng Chan*, for example, the court awarded \$450 an hour to lead counsel in an FLSA non-class action that was “unusually difficult and complex, the resources required to prosecute it immense.” 2007 WL 1373118, at \*2. The case “involve[ed] a host of witnesses and parties, numerous boxes of documents, and depositions and investigations conducted in four languages.” *Id.* at \*3.

A consideration of the totality of the circumstances leads the Court to reduce certain of Milbank’s rates, but to a lesser degree than defendants propose in their brief (Defs.’ Br. 21–23). Milbank requests that its two partners who worked on the case, Joseph Genova and Douglas Henkin, be billed at \$640 and \$650 per hour, respectively. (Henkin Decl. ¶ 27.) Henkin has more than sixteen years of experience as a litigator and is experienced in trying securities and complex commercial disputes. (*Id.* ¶ 31.) He served as supervising partner during the discovery, pre-trial, and settlement stages of this case. (*Id.*) Genova has been a lawyer for 33 years and a Milbank litigation partner since 1986. (*Id.* ¶ 32.) Along with Henkin, he served as supervising partner during the “initial stages” of this case. (*Id.*) Both partners request rates higher than the highest rate quoted in plaintiffs’ papers, \$600 per hour. *See Rozell v. Ross-Holst*, 576 F. Supp. 2d 527, 546 (S.D.N.Y. 2008) (Francis, M.J.). The award in *Rozell* cuts in both directions: on one hand, that case was “relatively straightforward” and “did not involve multiple parties, class allegations, unique claims, or other characteristics that would tend to require counsel to charge premium rates in order to take the case on,” whereas this action did. *Id.* On the other, the court in *Rozell* awarded \$600 to two attorneys each of whom had several decades of civil rights law experience; Genova and Henkin, while seasoned litigators, have less experience in this area of

the law and overall. But defendants' requests—\$400 per hour for Genova, and \$350 per hour for Henkin (Defs.' Br. 21)—are low in light of the difficulty of this matter and low when compared to rates awarded to senior lawyers in recent complex civil rights cases in this district. *See Vilkuh*, 2009 WL 1851019, at \*6, \*9 (awarding \$525 to a 1990 law school graduate with considerable civil rights experience); *Robinson*, 2009 WL 3109846, at \*4-\*5 (awarding rates as high as \$500 and \$450); *Adorno*, 2010 WL 582045, at \*4 (awarding \$550 to an “experienced civil rights lawyer[]” and \$500 to a seasoned litigator without civil rights experience who had not appeared before the court in the case); *Wise*, 620 F. Supp. 2d at 447 (awarding \$425 for lead counsel in an action “considerably more difficult and complex than the average civil rights case”); *Rahman v. The Smith & Wollensky Restaurant Group, Inc.*, No. 06-6198, 2009 US. Dist. LEXIS 3510, at \*4 (S.D.N.Y. Jan. 7, 2009) (Francis, M.J.) (in employment class action, awarding \$535 per hour to lawyer with thirty years of employment law experience); *Heng Chan*, 2007 WL 1373118, at \*2-\*3 (awarding \$450 to lead counsel in “unusually difficult and complex” case); *cf. Imbeault*, 2009 WL 2482134, at \*4 (awarding \$400 to litigator with 13 years' experience for work in a straightforward, less complex wage-and-hour case). Given these two senior lawyers' considerable experience, the value of their firm's resources, and the complexity of this lawsuit,<sup>13</sup> the Court finds that \$600 is a reasonable rate for both.

Milbank requests that Jeffrey Nagel, a former associate and 1994 law school graduate, be awarded a rate of \$425. (Henkin Decl. ¶¶ 27, 35.) Nagel's work on this case included coordinating discovery and drafting submissions to opposing counsel and the Court. (*Id.* ¶ 35.) Although plaintiffs do not specify which years he worked on the case, he was certainly a senior associate at the time (according to defendants, a “ninth and tenth year associate”). The Court

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<sup>13</sup> Plaintiffs proposed that, in light of his greater experience litigating class actions, Henkin receive \$650 per hour compared to \$640 for Genova. (Pltfs.' Reply 13.) In the Court's view, this cuts too fine.

finds that, given Nagel's seniority and substantive contributions, he is entitled to the rate of \$375, which is consistent with rates recently awarded to comparably experienced lawyers in this district. *See Vilku*, 2009 WL 1851019, at \*4, \*6, \*9 (describing associate rates as ranging from \$200 to \$350 in the Southern District, and awarding a 2001 law school graduate \$400 per hour and 1997 law school graduates \$450 per hour); *Rozell*, 576 F. Supp. 2d at 546 (awarding \$350 to senior associates); *Heng Chan*, 2007 WL 1373118, at \*4 (awarding \$300 to current sixth-year associate for work performed during the previous few years); *Torres v. City of New York*, No. 07-3473, 2008 WL 419306, at \*1 (S.D.N.Y. Feb. 14, 2008) ("The rate of \$350 is not unreasonable for a lawyer of ten years' experience."); *Simmonds*, 2008 WL 4303474, at \*5 (awarding \$325 to 1998 law school graduate); *Rahman*, 2008 WL 1899938, at \*4 (\$350 for attorney with ten years' experience); *cf. Imbeault*, 2009 WL 2482134, at \*4 (\$325 to eighth-year associate in straightforward wage-and-hour case).

Milbank requests a rate of \$350 for several other associates: Nicole Capuano Ball, Maanit Zemel, and Matthew Gagnon, who graduated from law school in 2003; Grace Gilligan and Patricia Quilizapa, who graduated in 2004; and Paul Torres, Joshua Del Castillo, and Rachel Penski, who graduated in 2005. Plaintiffs do not contest that Ball, Gilligan, Penski, and Quilizapa performed all their work on the case as, first-, second- or third-year associates. (*See* Defs.' Br. 22–23.) As a junior associate who worked on all stages of the pre-trial proceedings, and who took a deposition and assisted in taking six others, Penski is entitled to the reasonable rate of \$275. *See Vilku*, 2009 WL 1851019, at \*6, \*9 (awarding \$275 to junior associate at a well-regarded civil rights firm); *Rozell*, 576 F. Supp. 2d at 546 (awarding \$250 to junior associates in mid-size firm specializing in civil rights employment law); *Simmonds*, 2008 WL 4303474, at \*5 (awarding \$250 to 2003 and 2004 law school graduates). As for Ball, Gilligan,

and Quilizapa, plaintiffs provide no information about their work on the case beyond their class year. Though the Court is confident these lawyers worked ably on the case, they were less involved than Penski was (she billed close to 600 hours on the matter) and took on less responsibility (she took a deposition herself, among other things). Accordingly, Ball, Gilligan, and Quilizapa are entitled to the reasonable rate of \$ 250. Torres, Del Castillo, and Zemel worked on the case only as first-years (Defs.' Br. 22–23) and in recognition of their inexperience are awarded the lower rate of \$225. *See Adorno*, 2010 WL 582045, at \*5 (awarding \$200 to 2008 law school graduate who was a “first-year lawyer during the bulk of this case”); *Torres*, 2008 WL 419306, at \*2 (stating that “courts have awarded amounts ranging from \$125 to \$200 per hour for attorneys with less than three years’ experience”); *Heng Chan*, 2007 WL 1373118, at \*4 (\$200 for work a junior associate performed after admission to the bar). Gagnon played a much more extensive role in the case, working on it from his first through fifth years as an associate. (Defs.' Br. 22.) He took two depositions, assisting in taking many others, and drafted a number of submissions to the Court and to opposing counsel. (Henkin Decl. ¶ 34.) Gagnon’s work entitles him to a rate of \$300, which is in line with what junior and mid-level associates have received for their work in complex civil rights cases in this district. *Vilkhu*, 2009 WL 1851019, at \*6, \*9 (awarding \$400 to 2001 law school graduate); *Adorno*, 2010 WL 582045, at \*5 (\$200 to junior associate).

Finally, Milbank requests that Andrew Hood and Jonathan Petts be awarded the rate of \$250. (Henkin Decl. ¶ 27.) The lower rate reflects Hood’s and Petts’s inexperience; Hood graduated from law school in 2006, Petts in 2007. Neither performed any work on the case after admission to the bar, according to the defendants, and plaintiffs do not argue to the contrary. (Defs.' Br. 22.) Accordingly, these two lawyers will be awarded the rate of \$100 per hour for

their work. *See Heng Chan*, 2007 WL 1373118, at \*4 (awarding \$100 hour for work performed pre-admission to the bar); *Torres*, 2008 WL 419306, at \*2 (same).<sup>14</sup>

## **B. AFC Lawyers**

While defendants acknowledge that AFC “as an institution” was experienced in education law and in particular the IDEA (Defs.’ Br. 6), they want the Court to reduce AFC’s rates because plaintiffs have not explained how much experience each AFC attorney had in these practice areas. (*Id.* 9.) They observe that some AFC attorneys “worked in large, corporate law firms or practiced in other areas prior to joining AFC.” (*Id.*) But as the Court has said, extensive knowledge of the relevant law is only one branch of experience; there are many others. *See* discussion *supra* Part I.A; *cf. Torres*, 2008 WL 419306, at \*1 (finding that a lawyer’s experience in criminal law was “certainly transferable” to civil litigation for the purpose of determining her reasonable hourly rate). AFC attorneys’ prior experience in commercial litigation is easily transferable to civil rights litigation. Moreover, having examined the biographies of these attorneys, the Court notes that the AFC lawyers who worked at large firms before coming to AFC were practicing civil rights litigation on a pro bono basis while at those firms. (*See* Johnson Decl. ¶¶ 31, 32.) Finally, plaintiffs have now submitted additional information about the significant experience of certain AFC attorneys, including Hyman, Morehead, Waldman, and Hechtman, in education and civil rights law. (*See* Reply Johnson Decl. ¶¶ 6–10.) Defendants’ arguments on this point are therefore unpersuasive.

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<sup>14</sup> Defendants argue briefly that some of the work performed by Milbank attorneys—in particular, Del Castillo, Gagnon, Hood, Penski, Petts, Quilizapa, and Torres—was so simple it should be billed at paralegal rates. They cite tasks like “reviewing and coding orders, quality assurance of data entry and training regarding data entry.” (Defs.’ Br. 19.) But defendants provide no authority for billing such work at paralegal rates, and the Court’s experience is that these tasks require legal judgment that lawyers are particularly equipped to provide. That these tasks are less complex than other types of legal work is what makes them well-suited for junior associates, whose billable rates reflect their comparative inexperience.

Defendants also contend that AFC's requested rates are higher than is justified for an organization of its size. (Defs.' Br. 10–11.) Plaintiffs respond that AFC set its rates by “look[ing] to the rates of other nonprofit organizations as well as small private legal practices.” (Pltfs.' Reply 19; Shore Decl. ¶ 5.)<sup>15</sup> But it is plaintiffs' burden to offer evidence to the Court “in addition to the attorney's own affidavits” why its requested fee is appropriate. *Chambless*, 885 F.2d at 1059; *see Imbeault*, 2009 WL 2482134, at \*3 (plaintiffs' counsel submitted affidavit from partner of well-regarded civil rights firm that supported their requested rates). Here, plaintiffs have supplied only an affidavit to the effect that AFC checked with other organizations to be sure its rates were consistent with theirs. (Shore Decl. ¶ 5.) That affidavit does not cite any concrete rates charged by another organization. The Court, then, will rely on the decisional law and its own experience in assessing the reasonableness of AFC's requested rates. *See Farbotko v. Clinton County of New York*, 433 F.3d 204, 209 (2d Cir. 2005) (courts may take “judicial notice of the rates awarded in prior cases and [rely on their] own familiarity with the rates prevailing in the district”).

Many of the rates AFC requests are reasonable. It requests a rate of \$375 for Elisa Hyman, a former executive director at AFC who graduated from law school in 1991 and has substantial experience as lead counsel in federal class action lawsuits. (Johnson Decl. ¶ 29; Reply Johnson Decl. ¶ 7.) Hyman made significant contributions to this case; she filed the complaint, drafted and argued several substantive motions, took three depositions and second-chaired others, and oversaw strategy. (Johnson Decl. ¶ 33.) Given her extensive experience and the value she added to this litigation, Hyman's requested rate is entirely in line with recently

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<sup>15</sup> Quoting *Arbor Hill*, plaintiffs claim that AFC would have been justified in requesting the same rates Milbank did. (Pltfs.' Reply 19 n.73 (quoting *Arbor Hill*, 522 F.3d at 184 n.2 (stating that the decision does not exclude “attorneys from non-profit organizations or attorneys from private law firms engaged in pro bono work . . . from the usual approach to determining attorneys' fees”).) But that does not explain why AFC should be treated as a large law firm rather than a firm more comparable to it in size.

awarded rates in this district. *See Vilkuh*, 2009 WL 1851019, at \*6, \*9 (awarding \$400 to 2001 law school graduate and \$450 to 1997 law school graduates); *Rozell*, 576 F. Supp. 2d at 546 (\$350 for senior associates); *Heng Chan*, 2007 WL 1373118, at \*4 (\$400 was reasonable rate for lawyer with fifteen years' legal experience and significant experience in complex civil rights litigation). The requested rate of \$350 is reasonable for Matthew Lenaghan, a 1999 law school graduate and long-time member of AFC who drafted supporting documents relating to plaintiffs' submissions and assisted with depositions. The same is true for Sarah Hechtman, a 1993 law school graduate with several years of experience in federal class action civil rights lawsuits. (Johnson Decl. ¶ 36.) She will be awarded her requested rate of \$350. Miranda Johnson, a 2006 law school graduate, has worked on two other federal class action lawsuits while at AFC and worked throughout the settlement portion of this matter. (*Id.* ¶ 37.) She is entitled to her requested rate of \$275. *See Vilkuh*, 2009 WL 1851019, at \*6, \*9 (awarding \$275 to junior associate at a well-regarded civil rights firm); *Rozell*, 576 F. Supp. 2d at 546 (\$250 to junior associates in mid-size firm specializing in civil rights). The plaintiffs request the rate of \$225 for Maggie Moroff (law school class of 1990); defendants propose that she be awarded a rate of \$50 because all she did was "return[] telephone calls." (Defs.' Br. 23.) As plaintiffs describe it, Moroff's work entailed responding to class member inquiries regarding settlement and compensatory relief—work that likely required a lawyer's skills. (Johnson Decl. ¶ 17.) In recognition of the lesser complexity of this task, they ask for a reduced rate despite the fact that Moroff has been an admitted lawyer for 19 years. The court believes Moroff's usual rates have already been sufficiently discounted, and will award her a rate of \$225. Plaintiffs also request \$175 for Alice Rosenthal and Marcia Del Rios, both 2007 law school graduates. (*Id.* ¶ 29.) Both attorneys' work on the case occurred just after they were admitted to the bar and entailed

“responding to class member inquiries.” (Johnson Decl. ¶¶ 46, 47.) Although defendants argue that the work consisted mainly of telephone calls and thus should be discounted, these telephone calls “advise[d] claimants on more complex issues” that paralegals were less equipped to discuss. (Reply Johnson Decl. ¶ 13.) The Court believes that \$175 is appropriate in light of recent decisions in this district. *See Adorno*, 2010 WL 582045, at \*5; *Torres*, 2008 WL 419306, at \*2 (stating that “courts have awarded amounts ranging from \$125 to \$200 per hour for attorneys with less than three years’ experience”); *Heng Chan*, 2007 WL 1373118, at \*4 (\$200 for work a first-year associate performed after admission to the bar).

The plaintiffs are also reasonable in proposing a rate of \$225 for Robyn Grodner (law school class of 1999), Chris Tan (2000), Jennifer Pringle (2000), Gisela Alvarez (2001), Jana Kosberg (2001), and Erika Palmer (2004). Defendants contend that all the work billed by Grodner, Tan, Pringle, Alvarez, Kosberg, and Palmer, along with some of the work billed by Randee Waldman, should be at paralegal rates because it involved the “review and ‘coding’ of impartial hearing orders.” (Defs.’ Br. 17–18.) While this work is undoubtedly less complex than other work that lawyers often perform, it entails the use of legal judgment and, in the Court’s experience, is often suited for associates, who can perform the work faster and with less supervision than paralegals. Here, moreover, the plaintiffs have requested lower rates for Grodner, Tan, Pringle, Alvarez, Kosberg, and Palmer, in recognition of the lesser complexity of their work. Thus the Court finds that paralegal rates are not warranted and \$225 is appropriate.

The other rates plaintiffs request for AFC attorneys, however, require some reduction. Plaintiffs seek a rate of \$375 for Rebecca Shore, who graduated from law school in 1999, and since joining AFC in late 2008 has “overseen Plaintiffs’ monitoring and enforcement” of the injunctive relief defendants stipulated to. (Johnson Decl. ¶ 31.) Shore has the same level of



experience as a senior associate at a large firm—indeed, that was her position before joining AFC just over a year ago—and so her rate will be adjusted to \$350, in keeping with rates similarly experienced lawyers have received. *Rozell*, 576 F. Supp. 2d at 546 (awarding \$350 to senior associates); *Heng Chan*, 2007 WL 1373118, at \*4 (300 for sixth-year associate); *Torres*, 2008 WL 419306, at \*1 (“The rate of \$350 is not unreasonable for a lawyer of ten years’ experience.”); *Simmonds*, 2008 WL 4303474, at \*5 (\$325 to 1998 law school graduate); *Rahman*, 2008 WL 1899938, at \*4 (\$350 to attorney with eleven years’ experience). Shawn Morehead, whose requested rate is \$375, has excellent experience in federal class action civil rights litigation but has only been a practicing lawyer since 2000. (Johnson Decl. ¶¶ 29, 32.) She worked on this case mainly in 2005, 2006, and 2007, as a mid-level associate. (Defs.’ Br. 23.) Accordingly, her rate will be reduced to \$325. *Heng Chan*, 2007 WL 1373118, at \*4 (\$300 to sixth-year associate). Randee Waldman will be awarded the same rate; although she graduated from law school earlier than Morehead, in 1997, she worked on this case mainly in 2004, as a mid-level associate. (Johnson Decl. ¶ 29; Defs.’ Br. 23.)

### **C. Paralegals and Support Staff**

Plaintiffs request a rate of \$150 per hour for Milbank’s paralegal and managing attorneys’ office staff, and \$240 an hour for the head of its managing attorneys’ office. (Pltfs.’ Reply 15–16.) Plaintiffs also request \$125 for AFC paralegals’ work, and \$50 for AFCL paralegals’ work that was secretarial in nature. (*Id.* at 16.) Defendants seek to have these rates reduced. First, they argue that work performed by Milbank’s managing attorneys’ office should be rejected entirely. (Defs.’ Br. 14.) That office performed tasks like serving, filing, and docketing papers (*id.*), which are “normally subsumed into an attorney’s overhead expenses” and “not generally considered recoverable.” *Bridges v. Eastman Kodak Co.*, No. 91-7985, 1996 WL

47304, at \*7 (S.D.N.Y. Feb. 6, 1996); *see Marisol A.*, 111 F. Supp. 2d at 390–91 (“time spent serving and filing papers . . . is not usually considered recoverable”). Accordingly, plaintiffs’ hours will be reduced by the time spent on these tasks, which yields a reduction of \$11,569.50.<sup>16</sup> Second, defendants contend that the rates requested for Milbank and AFC paralegals are excessive. But \$150 is within the range of rates recently awarded for such work. *See Adorno*, 2010 WL 582045, at \*4-\*5 (awarding rate of \$150); *Vilkhu*, 2009 WL 1851019, at \*9 (awarding \$125); *Heng Chan*, 2007 WL 1373118, at \*5 (awarding fees from \$50 to \$150 per hour for paralegal services). If plaintiffs had provided no information about the paralegals’ levels of experience, an award at the lower end of the range might be appropriate. *See Robinson*, 2009 WL 3109846, at \*5 (a rate at the low end of the range, \$100, is justified if plaintiffs failed to provide information about paralegals’ experience); *Torres*, 2008 WL 419306, at \*2 (with “no evidence regarding the skills, qualifications, or experience of the paralegal,” “compensation must be made near the lower end of the market range”). Here, however, plaintiffs have provided biographical information about each of AFC’s paralegals and have stated that each Milbank paralegal has a four-year college degree. (Johnson Decl. ¶¶ 52–59; Henkin Decl. ¶ 38; Genova Decl. ¶ 3.) This information, together with the prevailing rates of paralegals in the community, suffices to establish the reasonableness of the rates requested.

#### **D. Billing Work at Paralegal Rates**

Recognizing that some of the work Milbank partner Genova performed in this litigation was essentially paralegal work, plaintiffs have proposed that much of his time be billed at paralegal rates. (Henkin Decl. 11 n.10.) Claiming that many of Genova’s entries for work billed at paralegal rates are indistinguishable from entries for work billed at normal rates (*see Danowitz*

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<sup>16</sup> This includes work performed by Marion Turner (10.25 hours), Icsom Jones (8.8 hours), and Thomas Bivona (36.30 hours). (Danowitz Decl. Ex. A.)

Decl. Exs. B and C), defendants want even more of Genova's time to be billed at those reduced rates. (Defs.' Br. 17.) This argument is overblown, but defendants are right that some tasks for which plaintiffs request Genova's higher rate include "QC'ing" (i.e., performing quality control on) IHO orders and "work[ing] on database issues"—tasks that are elsewhere charged at paralegal rates. After reviewing the disputed entries, the Court finds that 25 percent of Genova's hours for which normal rates are requested should be billed at paralegal rates.<sup>17</sup>

## II. Hours

The second prong of the presumptively reasonable fee is the number of hours reasonably expended on the action. *Arbor Hill*, 522 F.3d at 189–90. This is defined as the hours actually expended less "excessive, redundant, or otherwise unnecessary time." *Hensley*, 461 U.S. at 434. To this end, plaintiffs' counsel should submit contemporaneous time records that "specify, for each [timekeeper], the date, the hours expended, and the nature of the work done." *New York State Ass'n for Retarded Children, Inc. v. Carey*, 711 F.2d 1136, 1148 (2d Cir. 1983). It is not necessary to report "the exact number of minutes spent on each activity." *McDow*, 657 F. Supp. 2d at 467. Here, plaintiffs kept such records and have submitted their daynotes to the Court.<sup>18</sup> With the qualifications given below, these records generally contain enough specificity to enable the Court to determine their reasonableness. Defendants raise three objections to the hours submitted: (1) they are excessive because of overstaffing and duplicative work; (2) block billing and vague time entries preclude them, and the Court, from properly assessing entries' reasonableness; and (3) travel time should be discounted by 50 percent, as is customary in this district.

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<sup>17</sup> Twenty-five percent of Genova's hours for which normal rates are sought comes to 63.06 hours.

<sup>18</sup> Certain secretarial work is not contained in the daynotes. Although secretaries do keep contemporaneous records of their work, they do not submit daynotes as attorneys and paralegals do. (Henkin Decl. ¶ 48.)

**A. Overstaffing and Duplicative Work**

District courts have “ample discretion” in “assessing the extent of staffing and background research appropriate for a given case.” *New York State Ass’n for Retarded Children, Inc.*, 711 F.2d at 1146 (quoting *Seigal v. Merrick*, 619 F.2d 160, 164 (2d Cir. 1980)). While “[t]he use of multiple attorneys . . . is not unreasonable *per se*,” *Simmonds*, 2008 WL 4303474, at \*6 (quoting *Williamsburg Fair Housing Comm. v. Ross-Rodney Hous.*, 599 F. Supp. 509, 518 (S.D.N.Y. 1984)), courts should reduce the hours actually expended to account for “duplicative or repetitive work.” *Simmonds*, 2008 WL 4303474, at \*6. Here, given AFC and Milbank’s arrangement as co-counsel both intimately involved in the case, duplication of effort was inevitable, if unintentional. Defendants observe that during this litigation, plaintiffs used 29 attorneys, including two Milbank partners, and 19 non-legal staff. (Defs.’ Br. 26.) The staffing was certainly large, though not unjustified for a class action that involved a large number of documents and lasted several years. But the staffing led to certain inefficiencies, as, for example, that three or more plaintiffs’ attorneys often attended depositions. (Defs.’ Br. 27.) The duplication is also in evidence in the time plaintiffs’ attorneys spent in team meetings and conferences together conferring about strategy. (*See id.*) Milbank has already factored potential inefficiencies into its hours, cutting 359.05 hours of time for which Milbank lawyers actually billed, and writing off 209 hours of work performed by Milbank attorneys and paralegals who billed less than 20 hours on the case through June 30, 2008. (Pltfs.’ Br. 12; Henkin Decl. ¶ 24.) Milbank has also chosen to bill 132.75 hours of Genova’s time at paralegal rates despite the fact he is a seasoned Milbank litigator, because his work was similar to that later performed by paralegals in the case. (Pltfs.’ Br. 12.) Plaintiffs’ use of billing judgment recommends against another large deduction here; the Court will simply reduce plaintiffs’ hours across the board by

an additional five percent. *See Kirsch v. Fleet Street, Ltd.*, 148 F.3d 149, 173 (2d Cir. 1998) (“In reducing the number of hours claimed, a court may, in its discretion, apply an across-the-board percentage reduction ‘as a practical means of trimming fat from a fee application.’”) (quoting *New York Ass’n. for Retarded Children*, 711 F.2d at 1146); *Kahlil*, 657 F. Supp. 2d at 476 (“It is well established that across-the-board reductions are appropriate when ‘billings records are voluminous’ and numerous billings entries are in dispute.”).

The defendants also object to unspecified “excessive billing” in Gagnon’s time entries and contend that the number of hours Milbank billed for deposition-related tasks (496, or 27.56 hours per deposition) was excessive. (Defs.’ Br. 27.) “Without specific references to disputed entries to guide it, this Court declines to review the voluminous record to determine which non-attorney time entries are vague, excessive, or unrelated to the litigation.” *Vilkhu*, 2009 WL 1851019, at \*15.<sup>19</sup> In addition, the amount of time spent preparing for depositions is unremarkable in a case where depositions routinely lasted a day and careful preparation was required.

## **B. Block Billing and Time Entries**

Block-billing, the practice “of aggregating multiple tasks into one billing entry,” is “not prohibited.” *Wise*, 620 F. Supp. 2d at 450 (quoting *Molefi v. Oppenheimer Trust*, No. 03-5631, 2007 WL 538547, at \*7 (E.D.N.Y. 2007)). Still, block-billing can make it “exceedingly difficult for courts to assess the reasonableness of the hours billed.” *Id.* In such circumstances courts have found it appropriate to cut hours across the board by some percentage. *See Sea Spray Holdings, Ltd. v. Pali Fin. Group, Inc.*, 277 F. Supp. 2d 323, 325–26 (S.D.N.Y. 2003); *Kirsch v.*

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<sup>19</sup> Defendants cite *Rozell*, 576 F. Supp. 2d 527, as an example of a case where the court reduced excessive hours billed for team conferences, but there the defendants identified the amount of time they felt was excessive. *Id.* at 541. Here, defendants do not; they merely attach as an exhibit almost all of Gagnon’s daynotes, without any indication of which ones they find problematic. (*See Danowitz Decl. Ex. E.*)

*Fleet Street, Ltd.*, 148 F.3d 149, 173 (2d Cir. 1998) (a court may reduce a fee award because of “vagueness, inconsistencies, and other deficiencies in the billing records.”). Here, defendants ask for a reduction in hours because of what they see as pervasive block-billing and vague entries in plaintiffs’ daynotes. (Defs.’ Br. 28–30.) Although they do not itemize these problematic entries, based on the Court’s independent perusal of the daynotes, defendants’ contentions are partly justified. Many of AFC’s entries are stated in the sparest of terms—“meeting w/co-counsel,” “conference w/ c-counsel,” and so on. (See Johnson Decl. Ex. C.) These kinds of entries omit information about the subject matter of the work and have justified reductions in hours in the past. See *Kirsch*, 148 F.3d at 172 (upholding reduction for entries such as “letter to court,” “staff conference,” and “work on motion”); *Spalluto v. Trump Int’l Hotel & Tower*, No. 04-7497, 2008 WL 4525372, at \*8 (S.D.N.Y. Oct. 2, 2008) (reducing hours for vague entries like “phone call(s) with client,” “prepare correspondence to co-counsel,” “prepare correspondence to client,” “conference with client,” and “prepare letter to court”); *Soler v. G & U, Inc.*, 658 F. Supp. 1093, 1098–99 (S.D.N.Y. 1987) (reducing hours for time entries like “outline,” “writing,” “research,” “travel & research,” and “fee application”). These deficiencies justify an across-the-board cut of 12 percent in AFC’s<sup>20</sup> hours. See *Kirsch*, 148 F.3d at 172–73 (upholding 20 percent reduction in billed time for vague entries, among other things); *Spalluto*, 2008 WL 4525372, at \*9 (reducing hours by 15 percent for block billing and vague entries). As for the plaintiffs’ block-billing, the Court for the most part does not find it unreasonable, with one exception: plaintiffs’ block-billing of travel time. That issue is addressed below.

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<sup>20</sup> The Court does not reduce Milbank’s hours on this basis because its daynotes entries were generally specific as to the subject matter of the task performed.

### C. Travel Time

Courts in this Circuit regularly reduce attorneys' fees by 50 percent for travel time. See *Wilder v. Bernstein*, 975 F. Supp. 276, 283–84 (S.D.N.Y. 1997); *Lilly v. County of Orange*, 910 F. Supp. 945, 951 (S.D.N.Y. 1996). Here, defendants challenge certain of plaintiffs' entries that seek to bill travel time at full rates. The Court agrees that these amounts should be reduced by 50 percent. This includes travel time that is included in block-billed entries. See *Robinson*, 2009 WL 3109846, at \*6 ("it is not appropriate to lump travel time together with fully compensable time"). For block-billed entries, the Court will allocate one hour to travel time. One hour is reasonable in light of the circumstances. (See Pltfs.' Reply 6 ("The time to travel from AFC's office to the courthouse, Milbank's offices, and Defendants' offices is approximately 30 minutes each way."); Reply Johnson Decl. ¶ 15.) Calculating AFC attorneys' time in this way, according to the attorneys' awarded rates, yields a reduction of \$1,812.50.<sup>21</sup> Calculating Milbank attorneys' time in the same way yields a reduction of \$9,213.75.<sup>22</sup>

### III. Fees Incurred in Connection with This Application

Plaintiffs request fees in connection with the preparation of their fee application. The law is clear that prevailing plaintiffs—which, here, defendants acknowledge that plaintiffs are (Defs.' Br. 33)—are entitled to such fees. See *Baird v. Boies, Schiller & Flexner LLP*, 219 F. Supp. 2d 510, 525 (S.D.N.Y. 2002); *Colbert v. Furumoto Realty, Inc.*, 144 F. Supp. 2d 251, 262 (S.D.N.Y. 2001) ("A prevailing party is entitled to reimbursement for the time expended in the preparation of the fee application."); *Natural Res. Def. Council, Inc. v. Fox*, 129 F. Supp. 2d 666, 675 (S.D.N.Y. 2001) ("[T]he fee application is a necessary part of the award of attorney's fees."

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<sup>21</sup> This includes 4.7 hours of travel time for Morehead; 4.9 for Hyman; 21 for Waldman; 10 for Hechtman; and 11.7 for Johnson. (See Reply Johnson Decl. Ex. A.)

<sup>22</sup> Ball, Henkin, and Penski block-billed travel time with other tasks. The Court finds it appropriate to allocate one of Ball's hours to travel, two of Henkin's, and 4.5 of Penski's. (See Dantowitz Decl. Ex. F.)

(internal quotation marks and citation omitted)). Nevertheless, defendants assert that if the Court reduces plaintiffs' total requested fee, it should also deny plaintiffs' fees relating to the application. Defendants' rationale is that plaintiffs proposed unreasonable rates during negotiations and, unless they have to pay for this fee application, future plaintiffs will have no incentive to negotiate in good faith prior to applying to a court for fees. That is not the law, and, even if it were, defendants' argument suffers from a logical flaw. The assumption that plaintiffs' fee requests were unreasonable, but that defendants' were not, does not follow from the Court's award of a reduced fee—particularly here, where many of defendants' own requests have been denied. Because plaintiffs prevailed, they are entitled to fees on their application. *See Mugavero v. Arms Acres, Inc.*, No. 03-5724, 2010 WL 451045, at \*11 & n.12 (S.D.N.Y. Feb. 9, 2010) (awarding application fees to plaintiff even though the total fee award was less than plaintiff had requested).

#### **IV. Presumptively Reasonable Fee**

Multiplying the reasonable hourly rates for plaintiffs' lawyers by the reasonable hours expended yields a presumptively reasonable fee of \$1,238,403.09. No adjustments are required, although a few words should be said about the degree of plaintiffs' success. Defendants argue in passing that that success has been overstated (they do not go so far as to say it was in fact limited). To the extent defendants mean to request a reduction in the fee award for plaintiffs' relative lack of success, the Court denies that request. According to plaintiffs, as of May 2009, the independent auditor had approved 213 vouchers for educational services for class claimants. (Johnson Decl. ¶ 9; Pltfs.' Br. 4.) The vouchers were variable in amount; the majority of claimants were given \$8,000 vouchers, some were given \$15,000 vouchers, and a few were given vouchers for amounts less than that. (Johnson Decl. ¶ 9.) The vouchers approved so far



total \$2,106,000. (*Id.*) An additional \$52,146.60 in reimbursements to parents has been approved. (*Id.*) Defendants note, however, that the claims received so far comprise less than 2.5 percent of the entire class. (Defs.’ Br. 20.) Presumably this results partly from the nature of the case, which concerned educational issues relating to minors and stretching back to 2000. Many children may have grown up, changed school systems, or moved since then. (*See* Pltfs.’ Reply 8.) In any event, the injunctive relief plaintiffs secured cannot be underestimated. *See Morris v. Eversley*, 343 F. Supp. 2d 234, 246–47 (S.D.N.Y. 2004) (Chin, J.) (stating that “the degree of monetary success (or lack thereof) is only one factor to be considered. Courts must also consider whether the plaintiff has achieved some other measure of success” and refusing to reduce attorneys’ fees based on “limited monetary value” of recovery, where a “significant victory” with “non-monetary value” was obtained). As plaintiffs observe, the relief here includes a streamlined ability to enforce orders that have not been timely implemented. In the 2008–2009 year alone, the independent auditor identified 585 unimplemented orders and directed DOE to send non-implementation notices relating to those orders. (Pltfs.’ Reply 7–8.) For these reasons, the Court finds that no adjustment is warranted and the reasonable adjusted fee is \$1,276,537.75.

## **V. Costs**

A court will generally award “those reasonable out-of-pocket expenses incurred by attorneys and ordinarily charged to their clients.” *LeBlanc-Sternberg*, 143 F.3d at 763. Defendants object to the costs plaintiffs have submitted for reimbursement because the records supporting them seem excessive and are too vague. (Defs.’ Br. 34.) In general the Court does not find these charges excessive. The charges that defendants highlight—a photocopy charge on April 30, 2004 of \$2,775.80 and one on June 15, 2005 of \$3,707.60, for example—are reasonable in light of the sheer number of documents necessary to the case. Because this lawsuit

concerned whether DOE was timely implementing IHO orders, defendants, who did not maintain a central repository of documents relating to orders, produced during discovery “about 7,292 Orders, varying in length from a page or two to tens of pages, in no particular order.” (Genova Decl. 3.) Such a production generated the need for significant paper. (*Id.* 5.) As for the charge of vagueness, plaintiffs’ records specify the date of each expense, the lawyer responsible for incurring it, a succinct description of the expense (such as “airfreight,” photocopies,” or “printing”), the amount, and the category. (*See* Henkin Decl. Ex. G.) Plaintiffs’ costs should still be reduced slightly, however, because Milbank’s records are unspecific about, for example, “what[] documents were copied,” *Lucky Brand Dungarees, Inc. v. Ally Apparel Resources, LLC*, No. , 2009 WL 466136, at \* 6 (S.D.N.Y. Feb. 25, 2009) (Dolinger, M.J.), why certain secretaries worked overtime on some days, and what messengers delivered. *See United States for Use and Benefit of Evergreen Pipeline Const. Co. v. Merritt-Meridian Const. Corp.*, 95 F.3d 153, 173 (2d Cir. 1996) (denying recovery for lack of documentation of what was copied and the numbers of copies made). The Court will reduce Milbank’s costs by five percent on this basis. Defendants also rightly note that meals and hand deliveries are not compensable. *See Lucky Brand Dungarees, Inc. v. Ally Apparel Resources, LLC*, No. 05-6757, 2009 WL 466136, at \* 6 (S.D.N.Y. Feb. 25, 2009) (Dolinger, M.J.) (“meals that are not required by out-of-town travel are not compensable”); *Rozell*, 576 F. Supp. 2d at 547 (same); *V-Formation, Inc. v. Benetton Group SpA*, No. 01-610, 2003 U.S. Dist. LEXIS 10223, at \*6 (S.D.N.Y. June 15, 2003) (collecting Southern District cases “show[ing] that courts have generally disallowed recovery of costs for delivery expenses”). Meal expenses (\$1,811.65) and messenger deliveries (\$423.17) will be reduced from plaintiffs’ award.

The Court denies defendants' request that secretarial costs and computerized research costs be excluded from plaintiffs' award. Plaintiffs have averred that they ordinarily charge such costs to clients (*see* Henkin Decl. ¶ 41) and there is authority in this Circuit that both kinds of costs are recoverable. *Marisol A.*, 111 F. Supp. 2d at 390 ("the work performed in furtherance of organizing the countless number of documents in this case and maintaining a litigation-related database is fully compensable"); *Insinga v. Cooperatieve Centrale Raiffeisen Boerenleenbank B.A.*, 478 F. Supp. 2d 508, 512–13 (S.D.N.Y. 2007) ("The Second Circuit has made clear . . . that 'charges for such online research may properly be included in a fee award.'") (quoting *Arbor Hill Concerned Citizens Neighborhood Ass'n v. County of Albany*, 369 F.3d 91, 98 (2d Cir. 2004), *superseded and amended on other grounds by* 522 F.3d 182 (2d Cir. 2008)).

One remaining dispute must be addressed. During discovery, the defendants proposed to use statistical sampling as an alternative to fully producing all the documents relating to their implementation of IHO orders in the regions within DOE. (Henkin Decl. 6.) In response, plaintiffs hired an expert on statistical sampling to review and respond to defendants' sampling proposal. (*Id.* 7; Pltfs.' Reply 18.) Defendants acknowledge that the Court rejected their proposal, but argue that plaintiffs should not be able to recover costs for this expert because the Court also rejected their counter-proposal. (Defs.' Br. 35.) A "court should not disallow fees for every motion that a prevailing party did not win," however, and lawyers may be compensated "for advancing plausible though ultimately unsuccessful arguments." *Rozell*, 576 F. Supp. 2d at 538. The Court finds that expert costs were justified in this circumstance and declines to reduce plaintiffs' award on that ground.

**CONCLUSION**

For the reasons stated above, the Court grants plaintiff's motion for attorneys' fees [126] in the amount of \$1,238,403.09 (\$847,184.38 for the work performed by Milbank and \$391,218.71 for the work performed by AFC) and costs in the amount of \$123,964.45 (\$121,391.81 for expenses incurred by Milbank and \$2,572.64 for expenses incurred by AFC).

SO ORDERED.

Dated: New York, New York  
March 31, 2010



Richard J. Holwell  
United States District Judge

# Exhibit F

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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA**

INSTRUMENTATION LABORATORY  
CO.,  
  
Plaintiff,  
  
vs.  
  
WALTER BINDER (INDIVIDUALLY AND  
AS TRUSTEE OF THE 1998 BINDER  
FAMILY LIVING TRUST DATED JUNE 1,  
1998) *et al.*,  
  
Defendants.

Case No. 11cv965 DMS (KSC)

**ORDER GRANTING IN PART  
AND DENYING IN PART  
PLAINTIFF’S MOTION FOR  
ATTORNEYS’ FEES AND  
LITIGATION EXPENSES**

Plaintiff Instrumentation Laboratory Co. (“ILC”) filed this action alleging Defendants’ breach of indemnity contract. Judgment in ILC’s favor was entered on April 26, 2013. Pending before the Court is ILC’s motion for attorneys’ fees and related expenses pursuant to Federal Rule of Civil Procedure 54(d), requesting approximately \$5.4 million in attorneys’ fees and costs incurred from 2008 through June 2013, any further attorneys’ fees and costs incurred in this action, including on appeal, and more than \$420,000 in prejudgment interest on the award. Defendants filed an opposition<sup>1</sup> and ILC replied. Following briefing on Defendants’ motion to alter or amend judgment, ILC filed a supplemental declaration with a supplemental request for fees and costs incurred in June 2013. Defendants objected to the supplemental request and ILC responded. Defendants’ objection is

<sup>1</sup> Defendants’ evidentiary objections, included in the opposition briefing, are overruled.

1 overruled. ILC's motion is granted to the extent \$4,420,982.90 is awarded for attorneys' fees and  
2 costs.

### 3 **Background**

4 This action arises from a Stock Purchase Agreement ("SPA") whereby Werfen Life Group, S.A.  
5 ("Werfen") acquired all shares of Inova Diagnostics, Inc. ("Inova") from Defendants. Defendants are  
6 Inova founders and the family trusts created by them to hold Inova shares. In connection with the  
7 closing, Werfen assigned to ILC all rights it acquired under the SPA, and Inova became ILC's  
8 wholly-owned subsidiary. The SPA included a number of representations and warranties, including  
9 representations regarding the absence of litigation threats against Inova, and an indemnity clause, in  
10 case any representations or warranties proved to be inaccurate. Less than two weeks after the sale  
11 closed, Inova's key supplier sued Inova for patent infringement in Germany. Shortly thereafter, the  
12 same supplier and another licensee of the same technology issued cease and desist letters threatening  
13 patent infringement litigation against Inova in the United States. Inova defended the patent  
14 infringement action in Germany and filed a lawsuit in California seeking a declaration that the patent  
15 was invalid and not infringed. Both patent actions were settled.

16 From the inception of the patent litigation, ILC sought indemnity under the SPA from  
17 Defendants. Faced with Defendants' refusal, Plaintiff filed this action on May 4, 2011, seeking  
18 indemnification for expenses incurred in the underlying patent litigation. After two sets of cross-  
19 motions for summary judgment, a judgment in ILC's favor was entered on April 26, 2013, awarding  
20 ILC approximately \$5.3 million for the underlying patent litigation expenses and settlement, the right  
21 to receive reimbursement for any future settlement payments up to a total of \$5.25 million, and  
22 approximately \$1.9 million in prejudgment interest. Pursuant to Section 6.1 of the SPA, ILC now  
23 seeks an award of attorneys' fees and costs incurred in prosecuting this action.

### 24 **Attorneys' Fees**

25 In a diversity case such as this, "the law of the state in which the district court sits determines  
26 whether a party is entitled to attorney fees, and the procedure for requesting an award of attorney fees  
27 is governed by federal law." *Carnes v. Zamani*, 488 F.3d 1057, 1059 (9th Cir. 2007). Accordingly,  
28 Rule 54(d) governs the procedure. As noted in the March 28, 2013 Order, because ILC prevailed on

1 its indemnity claim, it is also entitled to recover the attorneys' fees and costs incurred in enforcing the  
2 indemnity provision. (Docket no. 104 (Order Denying Defendants' Motion for Summary Judgment  
3 and Granting in Part and Denying in Part Plaintiff's Motion for Partial Summary Judgment ("March  
4 28, 2013 Order") at 32.) Under these circumstances, California Civil Code Section 1717 governs the  
5 substance of ILC's request. *See Baldwin Builders v. Coast Plastering Corp.*, 125 Cal. App. 4th 1339  
6 (2005). ILC's motion is supported by declarations describing attorney work and costs, together with  
7 supporting documentation, including numerous itemized invoices. ILC seeks \$131,488.98 for fees  
8 billed by attorneys at Fried Frank (Peterson Decl. at 3-4 & n. 2), and \$4,595,596.95<sup>2</sup> for attorney and  
9 paralegal fees billed by Milbank, Tweed, Hadley & McCloy LLP ("Milbank"), for a total of  
10 \$4,727,085.93 in fees.

11 State substantive law determines the amount of recoverable attorneys' fees. *Mangold v. Cal.*  
12 *Pub. Util. Comm'n*, 67 F.3d 1470, 1478 (9th Cir. 1995). The parties agree that *PLCM Group v.*  
13 *Drexler*, 22 Cal.4th 1084 (2000), governs the determination of recoverable fees. (Pl.'s Mem. of P.&A.  
14 at 7; Opp'n at 2.) The fee award is based on the "lodestar," *i.e.*, the number of hours reasonably  
15 expended multiplied by the reasonable hourly rate. ... The lodestar figure may then be adjusted, based  
16 on consideration of factors specific to the case, in order to fix the fee at the fair market value for the  
17 legal services provided." *PLCM Group*, 22 Cal.4th at 1095. The burden to show the requested fees  
18 are reasonable is on the requesting party. *Ajaxo Inc. v. E\*Trade Group, Inc.*, 135 Cal. App. 4th 21,  
19 65 (2005).

20 To calculate the lodestar, the Court must determine the reasonable hourly rate. *PLCM Group*,  
21 22 Cal.4th at 1095. Milbank billed approximately 7,527.8<sup>3</sup> hours from March 2011 through June 2013  
22 to enforce the indemnity provision. The primary partner on the case, Jerry Marks, billed over 80%  
23 of all partner time and approximately 16% of all attorney time on the case; he has over 25 years of

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25 <sup>2</sup> The amount of Milbank's fees is calculated as follows: the \$4,463,601.53 total of all  
26 invoices through April 2013 (Pl.'s App. 1) is reduced by \$133,918.62 for Fried Frank invoices (*id.*)  
27 and \$229,477.86 for Milbank's in-house costs (Pl.'s App. 5), for a total of \$4,100,205.05 for fees  
incurrd through April 2013. Added to this sum is \$235,673.15 for May 2013 fees (Marks Reply  
Decl. Ex. B) and \$259,718.75 for June 2013 fees (Marks Supp. Decl. Ex. A).

28 <sup>3</sup> The number of Milbank's hours is calculated by adding 6,762.55 for total hours  
through April 2013 (Pl.'s App. 4), 372 hours billed in May 2013 (Marks Reply Decl. Ex. B), and  
393.25 hours billed in June 2013 (Marks Supp. Decl. Ex. A).



1 experience in business litigation and corporate matters, including investigations. His hourly rate over  
2 the life of the case ranged from \$995 to \$1,160 per hour. The other two partners on the case were  
3 Timothy Peterson, with over 25 years of corporate transaction experience, and Robert Liubicic, with  
4 13 years of complex business litigation experience. Mr. Peterson, located at Milbank's London office,  
5 was Werfen's lead counsel in the Inova stock acquisition. He participated in the litigation by  
6 providing familiarity with the underlying Inova acquisition, and billed at a rate of \$950 to \$1,030 per  
7 hour. Mr. Liubicic was involved mainly to assist with expert discovery and summary judgment  
8 briefing. His hourly rate was \$900. The primary associate on the case was Elizabeth Koenig. Her  
9 work represented almost 70% of all associate time on the case and approximately one third of all time  
10 billed. She has seven years of complex business litigation experience, and billed at a rate of \$650 to  
11 \$740 per hour. The other associates on the case were James Whooley, Ashlee Lin and Miguel Ruiz,  
12 all of whom work in the complex business litigation area. Mr. Whooley, a ninth-year associate, billed  
13 at a rate of \$735 to \$780 per hour; Mr. Ruiz, a seventh-year associate, billed at a rate of \$650 per hour;  
14 and Ms. Lin, a third-year associate, billed at a rate of \$345 to \$570 per hour. In addition, Milbank  
15 employed three paralegals, who collectively billed approximately 33% of the time logged to this case  
16 and billed at an hourly rate ranging from \$210 to \$310. (Marks Decl. at 18-20 & Pl.'s App. 4.)

17         The reasonable hourly rate to calculate the lodestar is the rate "prevailing in the community  
18 for similar work." *PLCM Group*, 22 Cal.4th at 1095. The parties disagree whether the pertinent  
19 community is San Diego, where the case is pending, or Los Angeles, where ILC's attorneys are  
20 located. ILC points to *PLCM*, where the court noted the fees awarded were at "the prevailing market  
21 rate ... where counsel is located." *PLCM*, 22 Cal.4th at 1096. However, the issue presented here was  
22 not presented in *PLCM*, and the court did not address it. In *Ketchum v. Moses*, the standard for the  
23 applicable rate was refined and articulated as "the general *local* hourly rate for a fee-bearing case."  
24 24 Cal.4th 1122, 1138 (2001) (emphasis added). In subsequent California Court of Appeal decisions,  
25 this standard has been interpreted as referring to the local community of the court rather than the local  
26 community of out-of-town counsel. *Nichols v. City of Taft*, 155 Cal.App.4th 1233, 1242-43 (2007);  
27 *Rey v. Madera Unif. Sch. Dist.*, 203 Cal. App. 4th 1223, 1241 (2012); *Ctr for Biological Diversity v.*  
28 *County of San Bernardino*, 188 Cal. App. 4th 603, 617-19 (2010).

1 A higher rate of non-local attorneys may be found reasonable if the requesting party shows that  
2 hiring local counsel was impracticable. *Nichols*, 155 Cal. App. 4th at 1244. Milbank was retained  
3 in this case because Mr. Peterson, formerly with Fried Frank, was lead counsel for Werfen in the  
4 underlying acquisition of Inova. (Peterson Decl. at 2.) He was subsequently involved in Fried Frank’s  
5 efforts to negotiate a settlement of ILC’s indemnity claim prior to filing this action. (*Id.* at 2-3.)  
6 When Mr. Peterson left Fried Frank for Milbank, ILC retained Milbank for further representation on  
7 the indemnity issue because of Mr. Peterson’s prior experience with the case, which enabled Milbank  
8 to efficiently gain an understanding of the underlying transaction, including the terms of the SPA and  
9 the due diligence process, both of which were critical to the liability stage of the case. (Marks Reply  
10 Decl. at 14-15; Peterson Reply Decl. at 2-3.) In addition, ILC retained Milbank and Mr. Marks  
11 because of Milbank’s litigation reputation and Mr. Marks’ good reputation in the legal community,  
12 strong background with mergers and acquisitions litigation, and experience in San Diego courts.  
13 (Peterson Reply Decl. at 3.) The burden of showing that retaining counsel local to the court was  
14 impracticable is not onerous. *Ctr for Biological Diversity*, 188 Cal. App. 4th at 618. ILC has  
15 presented “sufficient and competent evidence that [it] acted in good faith and hiring qualified counsel  
16 in the [San Diego] area would be impracticable,” as it would serve to increase the number of hours  
17 necessary for adequate representation. *Id.* at 618-19. The Court shall therefore apply the prevailing  
18 rates in the local community of ILC’s counsel as the appropriate benchmark.<sup>4</sup>

19 As the relevant reference point for reasonable hourly rates, ILC offers (a) the rates the Court  
20 approved in the March 28 Order for Irell & Manella to indemnify ILC for the patent litigation fees;  
21 and (b) the Thompson Reuters Public Rates report for 2012 and 2013 for the one hundred largest  
22 national law firms (Marks Decl. Ex. G). Neither reference point is relevant in this case. This is not  
23 a patent case, although patent litigation formed a part of relevant facts. Because Irell & Manella’s

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27 <sup>4</sup> Defendants’ Exhibits 2, 3 & 5 are reports of attorneys’ fees charged by law firms with  
28 offices in San Diego. Accordingly, these exhibits are not helpful in arriving at a reasonable rate in this  
case.

1 rates were charged for patent litigation, they are not relevant.<sup>5</sup> For the most part, the Public Rates  
2 Report includes the rates charged nation-wide, while the relevant reference points are the rates charged  
3 in the attorneys' local community. However, the report includes a few references to the rates charged  
4 by California attorneys and paralegals who represent clients in California's Central and Northern  
5 Districts.<sup>6</sup> The rates charged by Milbank substantially exceed those rates.

6 To find an appropriate reference point, the Court looks to the CEB and TyMetrix Real Rate  
7 Report of 2012 attorneys' fee rates in Los Angeles for partners and associates in the comparable areas  
8 of practice.<sup>7</sup> (Defs' Ex. 6.) The rates are presented by quartile. Based on Milbank's high national  
9 ranking (*see* Pl.'s Ex. F), the Court applies rates in the highest quartile. The nature of this case spans  
10 two practice areas covered in the report – “non-insurance company litigation” and “corporate and  
11 general.” (*Id.* at 59-63 (description of categories).) Given Mr. Marks' background in representing  
12 corporations, directors, and officers in investigations and mergers and acquisition litigation, in  
13 addition to contract disputes and complex business litigation (Marks Decl. at 18-19), the higher  
14 partner fee in the area of corporate work is warranted, as the factual background of the case called for  
15 experience in this area. Accordingly, the reasonable rate for Mr. Marks is \$842. (Defs' Ex. 6 at 38.)  
16 On the other hand, Mr. Liubicic and all associates practice in the complex business litigation area.  
17 (Marks Decl. at 19-20.) Generally, the nature of this case was breach of contract with a complex  
18 factual background. Accordingly, the more appropriate reference point for Mr. Liubicic and the  
19 associates is for work in non-insurance company litigation. The third quartile hourly rate is \$725 for  
20 partners and \$475 for associates, which the Court finds to be reasonable for this case. (Defs' Ex. 6  
21 at 50.) The foregoing rates, including the reasonable rate for Mr. Marks, are comparable to the rates  
22 in the Public Rates Report of the top one hundred nationally ranked firms for the fees charged by

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24 <sup>5</sup> Defendants' Exhibit 7 includes only intellectual property practice fees for 2010, and  
is therefore not relevant for the same reason.

25 <sup>6</sup> The report does not disclose the law firms' locations within California.

26 <sup>7</sup> No comparable report was provided for 2011 and 2013 rates. The report of 2012 rates  
27 is adequate, however, as approximately 76% of Milbank's fees and approximately 78% of the hours  
28 charged in this case were charged in 2012, while approximately 8% of the fees and hours were  
charged in 2011, and 16% of the fees and 14% of the hours were charged in 2013.

1 attorneys located in California representing clients in California courts in 2012 and 2013. (Marks  
2 Decl. Ex. G.)

3 With respect to Mr. Peterson, who charged a total of 35.75 hours to the case, the Court finds  
4 the rates charged to be reasonable. Mr. Peterson is located in London. Neither side has presented any  
5 information for prevailing rates in London. Given that the client was informed about his rates in  
6 advance and paid them (Peterson Reply Decl. at 3), the Court finds the rates as charged to be  
7 reasonable. *See Cintas Corp. v. Perry*, 517 F.3d 459, 469 (7th Cir. 2008).

8 Finally, in a general manner Defendants appear to object to awarding any “staff fees.” (Opp’n  
9 at 16.) Their reference to “legal assistant” and “case manager,” and the general argument that only  
10 “legal work” is compensable (*id.* at 16-17), suggest they object to awarding any fees for the work  
11 performed by Jennifer Gibbs, Ricky Windom and Bryan Loper, who provided various types of support  
12 to the case. Ms. Gibbs is a certified paralegal in civil litigation with over 20 years of experience, Mr.  
13 Windom has a J.D. from Ohio State University, and Mr. Loper has 20 years of experience as a  
14 litigation paralegal. (Marks Decl. at 20.) Their work was primarily related to document discovery  
15 and coordinating voluminous court filings. (*Id.* at 8, 10 & 20.)

16 Under California law, paralegal fees may be recovered as attorneys’ fees. *Gorman v.*  
17 *Tessajara Dev. Corp.*, 178 Cal. App. 4th 44, 92 (2009); *Guinn v. Dotson*, 23 Cal. App. 4th 262, 268-69  
18 (1994). *See also Richlin Security Serv. Co. v. Chertoff*, 553 U.S. 571 (2008) (under the Equal Access  
19 to Justice Act, the prevailing party entitled to reasonable attorneys’ fees may also recover paralegal  
20 fees at prevailing market rates). Whether paralegal fees are recoverable depends on the prevailing  
21 practice in the relevant community. *See Guinn*, 23 Cal. App. 4th at 269-70. The fees are recoverable  
22 where the prevailing practice is to bill separately for paralegal services at a reasonable market rate.  
23 *Id.* Moreover, where, as here, “a contract provides for payment of costs and attorney fees, a court may  
24 allow as attorney fees any expenses ordinarily billed to a client which are not included in the overhead  
25 component of the attorney’s hourly rate.” *Id.* at 268.

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1 Milbank’s practice was to separately charge for paralegal services on an hourly basis. (*See*  
2 Pl.’s Ex. A.) This is consistent with the Court’s understanding of the prevailing practice in the legal  
3 community. Accordingly, Defendants’ argument that no paralegal fees may be awarded is rejected.

4 Defendants do not object to the hourly rates charged by Milbank’s paralegals. The Court notes  
5 that the rates charged are consistent with paralegal rates reflected in the Public Rates Report for the  
6 fees charged by attorneys located in California representing clients in California courts in 2012 and  
7 2013. (*see* Marks Decl. Ex. G.) The rates are therefore reasonable.

8 To arrive at the lodestar, the Court must also determine a reasonable amount of hours. *PLCM*  
9 *Group*, 22 Cal.4th at 1095. ILC seeks payment for 7,527.8 hours billed by Milbank attorneys and  
10 paralegals on this case. Defendants dispute the reasonableness of Milbank’s time.

11 As an initial matter, the Court notes that the high number of hours Milbank attorneys worked  
12 on this case is not surprising, given the complex factual background, which involved an investigation  
13 into the due diligence performed in the underlying acquisition of Inova’s stock, and a damages  
14 analysis that involved evaluation of international patent litigation and a license agreement. In  
15 addition, the action was defended with extreme vigor, and nearly every factual and legal issue was  
16 aggressively disputed. To the extent the number of hours Milbank’s attorneys worked on the case was  
17 needed to meet Defendants’ efforts, this is not a reason to find the hours unreasonable. “A defendant  
18 cannot litigate tenaciously and then be heard to complain about the time necessarily spent by the  
19 plaintiff in response.” *Peak-Las Positas Partners v. Bollag*, 172 Cal. App. 4th 101, 114 (2009)  
20 (internal quotation marks and citations omitted).

21 Defendants assert that attorney time spent on discovery was excessive and/or duplicative.  
22 Milbank attorneys billed 871.5 hours for written discovery and document production (72.25 hours by  
23 Mr. Marks, 589.5 hours by Ms. Koenig, and 209.75 hours by Ms. Lin) and 781.75 hours for fact  
24 witness depositions not including Mr. Guerrero (335.5 hours by Mr. Marks, 426.5 hours by Ms.  
25 Koenig, and 19.75 hours by Ms. Lin). (Defs’ Ex. 23 at 232 & 239.) Defendants neither point to any  
26 particular billing that was excessive or duplicative, nor explain why the time was excessive or  
27 duplicative. The case included 62 requests for production, 47 interrogatories and 17 requests for  
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1 admissions propounded by Defendants, as well as 20 fact witness depositions, which were evenly  
2 divided between ILC and Defendants. In addition to the large number of witnesses and Defendants'  
3 discovery requests, the case was document-intensive, because it included due diligence documents  
4 from Inova's acquisition and the files in the underlying patent litigation, among other things, resulting  
5 in over 250,000 pages of documents produced by ILC to Defendants.<sup>8</sup> (Marks Decl. at 7; Tyrell Decl.  
6 at 5-9.) Moreover, the work was appropriately staffed with as much work delegated to associates and  
7 paralegals as possible.<sup>9</sup> (Marks Decl. at 7-11& 15-16.) The Court finds the number of hours worked  
8 on fact discovery reasonable.

9 Defendants next contend that attorneys' fees charged for expert discovery were excessive  
10 because two attorneys worked together on preparing for depositions of three experts -- Messrs.  
11 Smegal, Weinstein and Daly. According to Defendants, Mr. Liubicic and Ms. Lin worked 24 and 13  
12 hours, respectively, in preparing for Mr. Smegal's deposition; they worked 20 and 15 hours,  
13 respectively, in preparing Mr. Weinstein for deposition; and they worked 12 and 9 hours, respectively,  
14 in preparing Mr. Daly for deposition. (Defs' Memo. of P.&A. at 14-15.) Given the document-  
15 intensive nature of the case, and the breadth of issues raised by the case, the Court does not find it  
16 excessive that associates sometimes assisted in expert preparations, especially when, as here, the  
17 amount of hours expended was modest. The suggestion that the fees incurred in preparing Mr.  
18 Weinstein for deposition were excessive because the deposition did not take place after Defendants  
19 withdrew their subpoena (*see* Marks Reply Decl. at 7) is rejected.

20 Defendants also challenge the number of attorney hours expended on preparing expert reports.  
21 ILC retained three experts who issued reports of their opinions, as well as reports in rebuttal to

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23 <sup>8</sup> Because Inova was acquired by ILC, the majority of the transaction-related documents  
24 were out of Defendants' possession. It was therefore incumbent on ILC to produce them. (Tyrell  
25 Decl. at 4 & 5.) Due to the highly contentious nature of the case, it is understandable why ILC did  
26 not accept Defendants' offer to let them sort through Inova's computer records. (*See id.* at 5-6.)  
27 Furthermore, Defendants complain about delay in producing some of the documents to them. (*Id.* at  
28 7-9.) As they do not show that the delay resulted in any increase in the number of hours spent by  
Milbank on the document production, this is irrelevant to determining the reasonable number of hours.

<sup>9</sup> Overall, partners billed approximately 19% of all hours on the case, associates billed  
approximately 48%, and paralegals billed approximately 33%.

1 Defendants' four experts. (Marks Decl. at 11 & Marks Reply Decl. at 6-7.) According to Defendants,  
2 Messrs. Marks and Liubicic and Ms. Koenig collectively spent 107 hours working on expert reports.  
3 (Opp'n at 15.) Considering that a least six expert reports exist, the Court does not find the amount of  
4 time excessive or duplicative.

5 Furthermore, Defendants assert that attorney time billed on two sets of cross-motions for  
6 summary judgment was excessive and duplicative. The first set of cross-motions involved  
7 approximately 2,500 pages of filings, and the second set involved approximately 4,000 pages,  
8 including voluminous exhibits, declarations, and evidentiary objections. In their briefing, Defendants  
9 vigorously defended this action, raising every conceivable legal and factual issue and objecting to  
10 nearly every piece of evidence submitted by ILC. According to Defendants, Milbank attorneys billed  
11 approximately 737 hours drafting their summary judgment motion, responding to Defendants' motion  
12 and replying to Defendants' opposition. (Opp'n at 13-14.) With respect to the second set of cross-  
13 motions, ILC's attorneys billed 414 hours. (*Id.* at 14.) Although the number of hours billed is high  
14 and at times as many as five attorneys worked on the same filing, the Court finds the time billed  
15 reasonable, considering that (a) the briefing on the first set of cross-motions occurred simultaneously  
16 with fact and expert discovery, (*see* Marks Decl. at 10 & 12), (b) in the context of concurrent cross-  
17 motions the time schedule for filing of responsive papers was very compressed, (c) a large number of  
18 legal and factual issues were raised, and (d) the filings themselves were extremely voluminous.

19 Defendants also object to the time billed for discovery related to Mr. Guerrero. In its  
20 opposition to Defendants' first set of cross-motions for summary judgment, ILC filed Mr. Guerrero's  
21 declaration. Mr. Guerrero had not previously been disclosed as a potential witness. Accordingly,  
22 Defendants were given an opportunity to depose him and seek a related production of documents.  
23 (Docket no. 73 (Order (1) Denying Defs' Mot. for Summ. J.; (2) Granting in Part and Denying in Part  
24 Pl.'s Mot. for Summ. J.; and (3) Denying Defs' Mot. for Partial Summ. J.) at 6 & 14.) Defendants  
25 argue that they should not have to pay any of ILC's attorneys' fees incurred for this discovery,  
26 claiming that such fees were incurred as a result of the untimely disclosure. (Opp'n at 15-16.)

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1 Defendants have presented no reason to conclude that the same fees would not have been incurred had  
2 the discovery been taken in the normal schedule. Accordingly, their argument is rejected.

3 Next, Defendants contend that the time billed to file the instant motion and respond to  
4 Defendants' opposition and to oppose Defendants' motion to amend judgment "is excessive and  
5 should be reduced." (Opp'n at 16; *see also* Obj. to Supp. Marks Decl.) General assertions such as  
6 this, "unaccompanied by any citation to the record or any explanation of which fees were unreasonable  
7 or duplicative" provides no basis to deny a properly supported request. *See Tuchscher Development*  
8 *Enters, Inc. v. San Diego Unif. Port Dist.*, 106 Cal. App. 4th 1219, 1248 (2003).

9 Based on the foregoing, Milbank's fees shall be based on the actual number of hours billed and  
10 the hourly rates as adjusted above. Based on the September 5, 2013 Marks declaration, the total  
11 reduction is \$1,010,920.65.<sup>10</sup> Accordingly, the lodestar for Milbank's fees is \$3,584,676.30.<sup>11</sup>

12 Finally, ILC seeks reimbursement for \$131,488.98 for the fees billed by attorneys at Fried  
13 Frank's London office.<sup>12</sup> (Peterson Decl. at 3-4 & n. 2). Fried Frank's London office employed two  
14 partners and three associates on the case, who billed 260.9 hours on the attempts to enforce the  
15 indemnity clause without litigation, and whose average billing rate was \$637.61 per hour. (*Id.* at 4-5  
16 & Pl.'s Ex. B.) The request is supported by a detailed declaration describing the work and supporting  
17 documentation, which demonstrate that the requested fee is reasonable. Defendants' entire opposition  
18 to this request is that Fried Frank invoices warrant close scrutiny because they may overlap with the  
19 underlying patent litigation and contain duplication due to Mr. Peterson's transition to Milbank.  
20 (Opp'n at 11 n.10.) A similar argument that billings require "careful review" by the court was rejected  
21 in *Tuchscher Development* for failure to support the bare assertion with any explanation of which fees  
22 were unreasonable or duplicative, or citation to the relevant record. 106 Cal. App. 3d at 1248.

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24 <sup>10</sup> This amount consists of adjustments of \$311,564.40 for Mr. Marks' fees, \$42,437.50  
25 for Mr. Liubicic's fees, \$556,523.75 for Ms. Koenig's fees, \$58,185 for Mr. Wholley's fees,  
26 \$30,353.75 for Ms. Lin's fees, and \$11,856.25 for Mr. Ruiz' fees. The calculation of each of the  
foregoing is included in the Appendix at the end of this order.

27 <sup>11</sup> The request for \$4,595,596.95 less \$1,010,920.65.

28 <sup>12</sup> The client is located in Europe. (Peterson Decl. at 5.)



1 Defendants' argument is therefore rejected. The Court finds the lodestar for Fried Frank fees is  
2 \$131,488.98.

3 After calculating the lodestar, the court considers whether the total award so calculated is  
4 reasonable. *PLCM Group*, 22 Cal.4th at 1095-96. In adjusting the lodestar, the court may consider:  
5 "the nature of the litigation, its difficulty, the amount involved, the skill required in its handling, the  
6 skill employed, the attention given, the success or failure, and other circumstances in the case." *Id.*  
7 at 1096 (internal quotation marks and citation omitted). Under the circumstances of this case, the  
8 lodestar award is reasonable without further adjustment, in light of the highly disputed nature of this  
9 litigation, complexity of the evidence, and success. The attorneys' fee award is therefore  
10 \$3,716,165.27.<sup>13</sup>

### 11 Costs

12 In addition to attorneys' fees, ILC also seeks reimbursement of its costs. Rule 54(d)  
13 contains two separate provisions for costs. To request taxable costs, the prevailing party must file a  
14 bill of costs with the clerk. Civ. Local Rule 54.1(a). Taxable costs are taxed by the clerk rather than  
15 the court. Fed. R. Civ. Proc. 54(d)(1); Civ. Local Rule 54.1. The categories of taxable costs are  
16 circumscribed by 28 U.S.C. Section 1920. *Crawford Fitting Co. v. J.T. Gibbons, Inc.*, 482 U.S. 437  
17 (1987); *see also* Civ. Loc. Rule 54.1. For example, some of ILC's costs which fall in this category  
18 are \$350 for the court filing fee and \$2,067.25 for service of process. (Pl's App. 5.) *See* 28 U.S.C.  
19 § 1920(1) & Civ. Loc. Rule 54.1(b).

20 ILC has not filed a bill of costs and has not obtained prior leave of Court to forego the  
21 procedure set forth in Rule 54(d)(1) and Civil Local Rule 54.1(a).<sup>14</sup> Defendants object to ILC's  
22 request for taxable costs solely on this basis and do not claim to be prejudiced. Although Defendants  
23 are correct that ILC should have timely filed a bill of costs with the Clerk, ILC's request is granted  
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25 <sup>13</sup> \$3,584,676.30 for Milbank's fees and \$131,488.98 for Fried Frank's fees.

26 <sup>14</sup> Instead, ILC offered to file a Bill of Costs if the Court held ILC could not recover  
27 taxable costs by a Rule 54(d)(2) motion. (Mem. of P.&A. at 18 n.16.) The Court does not approve  
28 this procedure, as Rule 54(d)(1) contemplates seeking leave of Court before filing a Rule 54(d)(2)  
motion.

1 notwithstanding failure to follow proper procedure. Had ILC filed a bill of costs, its taxable costs  
2 would be awarded. *See* Civ. Loc. Rule 54.1(a). ILC could have sought and obtained leave of Court  
3 to include taxable costs in its motion for attorneys' fees. (*See* Fed. R. Civ. Proc. 54(d)(1)).  
4 Furthermore, because the SPA provides for recovery of all reasonable litigation expenses, the Court  
5 will not deny ILC's request based solely on a point of procedure that does not prejudice Defendants  
6 in any way. *See Arntz Contracting Co. v. St. Paul Fire and Marine Ins. Co.*, 47 Cal. App. 4th 464,  
7 491-92 (1996). ILC's request for taxable costs is therefore granted.

8 ILC also requests non-taxable costs. The total amount of ILC's request for costs is  
9 \$704,817.63.<sup>15</sup> In contrast to taxable costs, nontaxable costs are recoverable on a motion to the court  
10 under Rule 54(d)(2) along with attorney's fees. Fed. R. Civ. Proc. 54(d)(2) ("claim for attorney's fees  
11 and related nontaxable expenses"). Federal law provides the procedure for recovery of nontaxable  
12 costs and California law determines whether they are recoverable. *See MRO Commc'ns, Inc. v. Am.*  
13 *Tel. & Tel. Co.*, 197 F.3d 1276, 1281-82 (9th Cir. 1999). ILC's request for nontaxable costs includes  
14 supporting documentation. (Marks Decl. at 22-26; Peterson Decl. at 5 & Pl.'s Exs B-E.)

15 Defendants' challenge to the nontaxable costs is not based on California Code of Civil  
16 Procedure 1033.5. Because the SPA provides for a broader recovery than allowed by Section 1033.5.  
17 (SPA ¶¶ 6.1 & 6.5(d)), the Court's review is not limited by section 1033.5. *See Arntz Contracting*,  
18 47 Cal. App. 4th at 491-92 ("While it is reasonable to interpret general contractual cost provision by  
19 reference to an established statutory definition of costs," where sophisticated parties freely choose to  
20 provide "a broader standard authorizing recovery of reasonable litigation charges and expenses," that  
21 standard may be enforced.).

22 Defendants object to the expert fees charged by Gilbert Matthews and Michelle Patterson of  
23 Sutter Securities, who prepared a report regarding due diligence in the Inova acquisition. Mr.  
24 Matthews also gave deposition testimony regarding the report. ILC seeks reimbursement of  
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26 <sup>15</sup> This amount is comprised of \$229,477.86 for Milbank in-house costs through April  
27 2013 (Pl.'s App. 5), \$5,005.26 for Milbank May 2013 in-house costs (Marks Reply Decl. Ex. B),  
28 \$12,562.08 for Milbank June 2013 in-house costs (Marks Suppl. Decl. Ex. A), \$2,429.65 for Fried  
Frank in-house costs (Peterson Decl. at 5), \$420,284.08 for expert fees (Pl.'s App. 2), and \$35,058.70  
for document processing vendors. (Pl.'s App. 3).

1 \$102,141.81 for the fees paid Sutter Securities for these services. (*See* Pl.’s App. 2.)<sup>16</sup> Defendants’  
2 main complaint is that Mr. Matthews and Ms. Patterson attended a conference in London and  
3 continued on to family vacations in England while they were writing the report, suggesting “run-amok  
4 billing.” (Opp’n at 20.) According to Mr. Matthews’ deposition testimony, he and Ms. Patterson  
5 worked long hours during their respective family vacations to prepare the report, foregoing spending  
6 time with their families. (Defs’ Ex. 19.) Defendants’ suggestion that the experts billed for time when  
7 they were not working is contradicted by the evidence. (*Id.*) Their argument to reduce the fees  
8 charged by Sutter Securities as unreasonable is therefore rejected.

9 Defendants argue that expenses for travel are recoverable only if the party made a good faith  
10 attempt, but was unable to locate a competent local attorney to take the case. Based on the broad  
11 wording of the SPA, and the discussion about local counsel in the context of hourly rates, this  
12 argument is rejected. ILC requests \$18,549.39 mostly for travel between Los Angeles and San Diego  
13 to attend depositions and court hearings. Upon review of the supporting documentation together with  
14 the testimony about the timing, staffing, and location of depositions, the Court finds the travel charges  
15 reasonable. (*See* Pl.’s Ex. Eat 436-38; Marks Decl. at 23; *see also id.* at 9-11, 13, 15-16.)

16 Defendants object to ILC’s \$86,714.48 request for Lexis, Westlaw, Pacer and other  
17 computerized research. (*Cf.* Pl.’s App. 5 & Pl.’s Ex. E at 491-504.) Defendants note that not all  
18 courts award computerized legal research costs; however, in this case, the broad wording of the SPA  
19 allows for any type of reasonable expense. Furthermore, given the large number of disputed legal and  
20 factual issues in this case, and upon review of the itemized legal research entries, the requested amount  
21 is reasonable.

22 Finally. Defendants object to a \$1,758.18 charge for word processing. (*See* Pl.’s App. 5.) The  
23 word processing charges appear reasonable given the large volume of filings in this case. Because  
24 it appears these charges were passed on to the client (*cf.* Pl.’s Ex. E at 553-54 & Pl.’s Ex. A), and  
25 based on the broad wording of the SPA, ILC’s request for this item is granted.

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28 <sup>16</sup> ILC paid \$50,097.04 less than the amount billed by Sutter Securities. (*Cf.* Pl.’s Ex. C at 338-341.)

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**Prejudgment Interest**

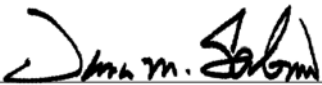
Finally, ILC requests \$421,906.24 in prejudgment interest on the award of attorneys’ fees and costs. In diversity cases, state law applies to the issues whether prejudgment interest should be awarded and the rate of interest. *Oak Harbor Freight Lines, Inc. v. Sears Roebuck & Co.*, 513 F.3d 949, 961 (9th Cir. 2008); *Citicorp Real Estate, Inc. v. Smith*, 155 F.3d 1097, 1107-08 (9th Cir. 1998). California Civil Code Section 3287(a) provides for prejudgment interest when a person “is entitled to recover damages certain, or capable of being made certain by calculation, and the right to recover which is vested in him upon a particular day ... .” Such prejudgment interest is therefore calculated on the amount recovered as damages, and “is an element of compensatory damages, not a court cost.” *Bodell Constr. Co. v. Trustees of the Cal. State University*, 62 Cal. App. 4th 1508, 1526 (1998). Recovery of prejudgment interest on attorneys’ fees and costs therefore depends on whether ILC’s recovery is an element of compensatory damages. As stated in the March 28 Order, because the attorneys’ fee clause in the SPA contemplates an action to enforce the indemnity obligation, such fees and costs are not damages, but are recoverable as prevailing party fees. (March 28, 2013 Order at 33, citing *Baldwin Builders v. Coast Plastering Corp.*, 125 Cal. App. 4th 1339 (2005).) *See also Berkla v. Corel Corp.*, 302 F.3d 909, 919 (9th Cir. 2002) (applying Cal. law). ILC’s request for prejudgment interest on its award of attorneys’ fees and costs is therefore denied.

**Conclusion**

For the foregoing reasons, ILC’s motion is granted to the extent of \$3,716,165.27 for attorneys’ fees and \$704,817.63 for costs. The motion is denied in all other respects. The request for any future attorneys’ fees and costs incurred in this action, including on appeal, is denied without prejudice.

**IT IS SO ORDERED.**

DATED: September 18, 2013

  
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HON. DANA M. SABRAW  
United States District Judge

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**APPENDIX**

Milbank Hourly Rate Adjustments

Jerry Marks				Robert Liubicic			
	Rate	Hours	Total		Rate	Hours	Total
2011	\$995	67.50	\$67,162.50	2011		0.00	0.00
2012	1,100	971.30	1,068,430.00	2012	\$900	220.50	\$198,450.00
2013	1,160	159.25	184,730.00	2013	1,000	14.00	14,000.00
Total		1,198.05	\$1,320,322.50	Total		234.50	\$212,450.00
Adj. Rate	\$842	1,198.05	\$1,008,758.10	Adj. Rate	\$725	234.50	\$170,012.50
Decrease			<b>\$311,564.40</b>	Decrease			<b>\$42,437.50</b>

Elizabeth Koenig				James Whooley			
	Rate	Hours	Total		Rate	Hours	Total
2011	\$650	291.25	\$189,312.50	2011		0.00	0.00
2012	695	1,986.00	1,380,270.00	2012	\$735	305.50	\$114,542.50
2013	740	259.00	191,660.00	2013	780	291.00	226,980.00
Total		2,536.25	\$1,761,242.50	Total		596.50	\$341,522.50
Adj. Rate	\$475	2,536.25	\$1,204,718.75	Adj. Rate	\$475	596.50	\$283,337.50
Decrease			<b>\$556,523.75</b>	Decrease			<b>\$58,185.00</b>

Ashlee Lin				Miguel Ruiz			
	Rate	Hours	Total		Rate	Hours	Total
2011	\$460	118.00	\$54,280.00	2011	\$650	67.75	\$44,037.50
2012	570	269.25	153,472.50	2012		0.00	0.00
2013	645	38.50	24,832.50	2013		0.00	0.00
Total		425.75	\$232,585.00	Total		67.75	\$44,037.50
Adj. Rate	\$475	425.75	\$202,231.25	Adj. Rate	\$475	67.75	\$32,181.25
Decrease			<b>\$30,353.75</b>	Decrease			<b>\$11,856.25</b>