

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

ANIMAL WELFARE INSTITUTE, et al.,

Plaintiffs,

v.

FELD ENTERTAINMENT, INC.,

Defendant.







)
)
)
)
) **Case No: 03-2006 (EGS/JMF)**
)
)
)
)
)

**DEFENDANT FELD ENTERTAINMENT, INC.'S PETITION FOR
ATTORNEYS' AND EXPERT WITNESS FEES**

**JOHN SIMPSON DECLARATION
EXHIBIT 32**

(JS, Ex. 32)

**Key to Color Coding and Annotations in Fulbright Time Records and Invoices
(Exs. 31 & 32 to Simpson Declaration)**

	White Box = Redacted for Privilege (Attorney-Client & Work Product).
	Pink = Timekeeper whose time was never billed to FEI.
	Orange = Time spent on transition of the case between Fulbright and Covington.
	Blue = Time spent on the elephant veterinary records issue.
	Purple = Time billed by a timekeeper with fewer than 100 hours on the ESA Case.
	Yellow = Time spent on the motion to compel against Tom Rider (ECF No. 126).

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from July 1 through July 31, 2010 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/01/10	JM Simpson	.50	Review correspondence from L. Steel regarding revised term sheet. Conference with firm attorneys and telephone conference with client representatives regarding same.
07/01/10	JM Simpson	.25	Review redlined version of term sheet provided by L. Steel.
07/01/10	JT Small	.75	Review of settlement counteroffer.
07/01/10	JT Small	.50	Discussions among firm attorneys.
07/02/10	JM Simpson	.75	Further review and analysis of revised term sheet forwarded by L. Steel.
07/02/10	JM Simpson	.75	Prepare written analysis of issues raised in draft term sheet.
07/02/10	JM Simpson	.75	Prepare draft of joint status report on mediation.
07/02/10	JM Simpson	.25	Telephone conferences with client representative regarding mediation issues.
07/02/10	JT Small	.50	Discussions and preparation for continued mediation.
07/02/10	JT Small	.50	Review of relevant materials.
07/03/10	JM Simpson	.25	Correspondence regarding draft status report.
07/06/10	JM Simpson	.25	Review and revise draft of status report to be filed with court.
07/06/10	JM Simpson	.25	Correspondence with opposing counsel regarding status report to be filed with court.
07/06/10	JT Small	.50	Review of mediation materials.
07/06/10	JT Small	.50	Preparation for continued mediation.
07/07/10	JM Simpson	.25	Finalize and file joint status report regarding mediation. Correspondence regarding same.
07/07/10	JM Simpson	.25	Correspondence regarding status report for D.C. Circuit appeal.
07/07/10	JT Small	.25	Review of various court filings regarding mediation.
07/07/10	JT Small	.25	Review of opposing parties' term sheet.
07/07/10	JT Small	.25	Preparation for continued mediation.
07/08/10	JM Simpson	.50	Telephone conference with firm attorney regarding status of mediation.

60292343.1

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/08/10	JM Simpson	1.25	Further review and analysis of revised term sheet provided by opposing counsel and graph accepted and rejected changes.
07/08/10	JM Simpson	1.00	Work on further revised term sheet to be supplied to opposing counsel and correspondence regarding same.
07/08/10	JM Simpson	.25	Revise joint status report to D.C. Circuit with respect to mediation and correspondence with opposing counsel regarding same.
07/08/10	JM Simpson	.25	Review and circulate minute order entries regarding extension of mediation period.
07/08/10	JT Small	.75	Review of markup.
07/08/10	JT Small	.25	Preparation for continued mediation.
07/09/10	JM Simpson	.25	Conference with firm attorney regarding revised term sheet for mediation.
07/09/10	JM Simpson	.25	Review correspondence from client regarding revised term sheet for mediation.
07/09/10	JM Simpson	1.00	Finalize joint motion to continue to hold appeals in abeyance and execute electronic filing of same. Correspondence regarding same.
07/09/10	JM Simpson	.25	Further revisions to term sheet.
07/09/10	JT Small	1.25	Review of defendants' revised mediation/settlement terms sheet.
07/09/10	JT Small	.25	Discussion with John Simpson.
07/12/10	JM Simpson	.25	Conferences with firm attorneys regarding revisions to term sheet and strategy with respect to next steps in mediation process.
07/12/10	JM Simpson	.75	Review and analysis of client representative comments on response to ASPCA, et al., term sheet. Revisions to term sheet.
07/12/10	JM Simpson	.25	Telephone conference with client representative regarding revisions to term sheet and strategy with respect to next steps in mediation process.
07/12/10	JM Simpson	.75	Preparation of term sheet and pdf of accepted changes and rejected changes for distribution to counsel for ASPCA, et al.
07/12/10	JT Small	1.25	Review of revisions to proposed mediation term sheet.
07/12/10	JT Small	.25	Discussions with firm attorneys.
07/13/10	JM Simpson	.50	Telephone conference with client representative to finalize next version of term sheet. Prepare edits. Correspondence to ASPCA, et al., counsel regarding revised term sheet.
07/13/10	JT Small	.75	Review of revised term sheet and related e-mails.
07/13/10	JT Small	.25	Preparation for continued mediation.
07/14/10	JM Simpson	.25	Review and circulate D.C. Circuit order holding case in abeyance.
07/14/10	JT Small	.75	Review of various documents related to continued mediation, including multiple revisions of term sheet;
07/14/10	JT Small	.50	Review of related e-mails, including e-mails from H. Himmelman and clients.
07/15/10	JM Simpson	.50	Review case regarding public interest groups being allegedly exempt from the rules. Correspondence regarding same.
07/15/10	JM Simpson	.50	Telephone conference with client representatives and firm attorneys regarding meeting with mediator and next steps in process.
07/15/10	JM Simpson	.75	Review correspondence from mediator regarding next step. Travel to mediator's office for meeting. Meeting with mediator. Return to offices.

60292343.1

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/15/10	JT Small	.25	Review of e-mail from Harold Himmelman.
07/15/10	JT Small	.25	Telephone conference with Harold Himmelman.
07/15/10	JT Small	.25	Meeting with Harold Himmelman.
07/15/10	JT Small	.25	Calls to clients; discussions with John Simpson and Richard Smith.
07/15/10	JT Small	.25	Related travel.
07/16/10	JM Simpson	.25	Telephone conference with L. Joiner regarding mediation issues.
07/16/10	JM Simpson	.25	Conference with firm attorney regarding meeting yesterday with mediator and strategy regarding same.
07/16/10	JT Small	1.00	Preparation for continued mediation.
07/19/10	JM Simpson	1.25	Travel to mediator's office for meeting. Meet with mediator. Return to offices.
07/19/10	JM Simpson	.25	Telephone conference with client representatives and firm attorneys regarding meeting with mediator.
07/19/10	JT Small	.50	Preparation for meeting with Harold Himmelman regarding mediation.
07/19/10	JT Small	.50	Meeting with Harold Himmelman.
07/19/10	JT Small	.25	Discussions with firm attorneys and clients.
07/19/10	JT Small	.25	Preparation for continued mediation.
07/20/10	JT Small	.75	Review of mediation materials.
07/21/10	JM Simpson	.25	Conference with firm attorney regarding mediation status.
07/21/10	JM Simpson	.50	Review correspondence from counsel for ASPCA, et al., and attached joint statement. Conference with firm attorney regarding same.
			Telephone conference with client representatives regarding same.
			Correspondence regarding same.
07/21/10	JT Small	.75	Review of various documents and e-mails related to continued mediation.
07/21/10	JT Small	.25	Discussions with firm attorneys.
07/22/10	JM Simpson	.25	Correspondence with client regarding mediation issues.
07/22/10	JM Simpson	.25	Telephone conference with L. Joiner regarding mediation issues.
07/22/10	JM Simpson	.25	Conference with firm attorney regarding mediation issues.
07/22/10	JT Small	.25	Preparation for continued mediation;
07/22/10	JT Small	.25	Review of e-mails.
07/22/10	JT Small	.25	Review of proposed joint statement and various terms sheet.
07/23/10	JM Simpson	.25	Telephone conference with firm attorneys regarding status of mediation and mediation issues.
07/23/10	JM Simpson	1.00	Prepare alternative joint statement as counter to one provided by counsel for ASPCA, et al. Review and revise same.
07/23/10	JM Simpson	.25	Correspondence regarding alternative statement.
07/23/10	JM Simpson	.25	Conference with firm attorney regarding alternative statement.
07/23/10	JT Small	1.00	Preparation for continued mediation.
07/26/10	JT Small	.50	Preparation for continued mediation;
07/26/10	JT Small	.25	Review of various related documents and term sheet.
07/27/10	JT Small	.75	Preparation for continued mediation.
07/28/10	JT Small	.25	Discussions with firm attorneys.
07/28/10	JT Small	1.00	Preparation for continued mediation.
07/28/10	JT Small	.25	Related e-mails.
07/29/10	JM Simpson	.75	Review recent Supreme Court decision regarding standing to sue.

60292343 1

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>	
07/29/10	JT Small	1.00	Preparation for continued mediation on 8/2/2010.	
07/30/10	JT Small	1.50	Preparation for continued mediation on 8/2/2010.	
TOTAL CHARGEABLE HOURS				43.25
FEES.....				\$31,737.50
EXPENSES & SERVICES:				
F268S	Pacer		<u>6.08</u>	<u>\$6.08</u>
TOTAL AMOUNT DUE				<u>\$31,743.58</u>

60292343.1

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	23.25	\$750.00	17,437.50
John M. Simpson	20.00	\$715.00	14,300.00
TOTAL	43.25		31,737.50

60292343.1

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeller Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial
 Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from August 1 through August 31, 2010 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/02/10	JM Simpson	.50	Preparation for meeting with S. Braga and telephone conference with client representative regarding same.
08/02/10	JM Simpson	.75	Travel to S. Braga's offices for meeting regarding mediation. Attend meeting. Return to offices.
08/02/10	JM Simpson	.25	Telephone conference with client representatives and firm attorneys regarding meeting and issues arising in connection therewith.
08/02/10	JT Small	1.00	Preparation for continued mediation, including meeting with Stephen Braga.
08/02/10	JT Small	.25	Discussions with John Simpson.
08/02/10	JT Small	.25	Meeting with Steven Braga.
08/02/10	JT Small	.25	Related travel.
08/02/10	JT Small	.25	Teleconference with clients.
08/02/10	JT Small	.25	Review of certain related materials.
08/03/10	JM Simpson	.75	Prepare alternative joint press statement for use in mediation of claims with ASPCA, et al. Correspondence with client representatives and firm attorneys regarding same. Revisions to same.
08/03/10	JM Simpson	1.00	Analysis of settlement options with respect to ASPCA, et al., claims and demands for confidentiality and joint statement.
08/03/10	JM Simpson	1.00	Prepare written analysis and correspondence regarding same.
08/03/10	JM Simpson	.25	Review correspondence from mediator regarding status of discussions. Review correspondence from S. Braga regarding same.
08/03/10	JT Small	.50	Review of various term sheets.
08/03/10	JT Small	.25	Draft joint statements.
08/03/10	JT Small	.25	Related e-mails.
08/04/10	JM Simpson	.25	Review revised joint statement regarding settlement forwarded by L. Joiner and correspondence regarding same.

Feld Entertainment, Inc.

Invoice Number: 11162066

Invoice Date: February 28, 2011

Invoice Due Date: March 30, 2011

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/04/10	JM Simpson	.25	Review and revise draft of joint statement forwarded by S. Payne. Correspondence regarding same.
08/04/10	JM Simpson	.50	Telephone conference with L. Joiner regarding mediation issues.
08/04/10	JM Simpson	.25	Review correspondence from S. Braga regarding status report and telephone conference with L. Joiner regarding same.
08/04/10	JM Simpson	.25	Prepare Second Joint Status Report to the district court.
08/04/10	JM Simpson	.25	Prepare Second Joint Status Report to the D.C. Circuit.
08/04/10	JM Simpson	.25	Revisions to joint status reports. Telephone conference with L. Joiner regarding same.
08/04/10	JM Simpson	.25	Conference with firm attorney regarding draft joint statement and issues regarding same.
08/04/10	JM Simpson	.50	Finalize and file second joint status report with district court. Correspondence regarding same.
08/04/10	JM Simpson	.25	Finalize and file second joint motion to hold in abeyance with court of appeals. Correspondence regarding same.
08/04/10	JM Simpson	.25	Review and forward minute orders regarding extension of time for mediation.
08/04/10	JT Small	.25	Discussions and meetings with John Simpson.
08/04/10	JT Small	.25	Discussions with Lisa Joiner.
08/04/10	JT Small	.25	Review of related e-mails.
08/04/10	JT Small	.50	Review of various pleadings, terms sheets, status reports, and other materials.
08/05/10	JM Simpson	.25	Review D.C. Circuit order holding appeals in abeyance and correspondence regarding same.
08/05/10	JM Simpson	.25	Conference with firm attorney regarding mediation status.
08/05/10	JM Simpson	.50	Review and revise draft of contract with consultant. Correspondence regarding same.
08/05/10	JT Small	.25	Discussions with John Simpson.
08/05/10	JT Small	.25	Review of related e-mails.
08/05/10	JT Small	.25	Review of various court orders.
08/06/10	JT Small	.50	Preparation for continued mediation.
08/06/10	JT Small	.25	Discussions with firm attorneys.
08/06/10	JT Small	.25	Review of e-mails.
08/09/10	JM Simpson	.25	Conference with firm attorney regarding status of mediation.
08/09/10	JT Small	.50	Preparation for continued mediation.
08/10/10	JT Small	.75	Preparation for continued mediation.
08/11/10	JM Simpson	.25	Review and analysis of relevant 9 th Circuit opinion on attorneys fee issue.
08/11/10	JM Simpson	.25	Correspondence with S. Braga re mediation position of ASPCA, et al. Correspondence with client representatives regarding same.
08/11/10	JM Simpson	.25	Telephone conference with L. Joiner regarding status of mediation and related issues.
08/11/10	JM Simpson	.25	Privilege
08/11/10	JT Small	.25	Preparation for continued mediation.
08/11/10	JT Small	.25	Brief discussion with John Simpson.

Feld Entertainment, Inc.

Invoice Number: 11162066

Invoice Date: February 28, 2011

Invoice Due Date: March 30, 2011

Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/11/10	JT Small	.25	Review of related e-mails.
08/12/10	JM Simpson	.25	Telephone conference with L. Joiner regarding status of contact with consultant.
08/12/10	JT Small	.75	Preparation for continued mediation.
08/13/10	JT Small	.75	Preparation for continued mediation.
08/16/10	JM Simpson	.25	Review correspondence from S. Braga and correspondence with client representatives regarding same.
08/16/10	JT Small	.25	Discussions with John Simpson.
08/16/10	JT Small	.25	Review of e-mails from Stephen Braga.
08/16/10	JT Small	.25	Review of e-mails from client.
08/17/10	JM Simpson	.25	Telephone conferences with client representative regarding mediation strategy.
08/17/10	JT Small	.50	Review of relevant documents and e-mails;
08/17/10	JT Small	.25	Brief discussion with John Simpson.
08/18/10	JM Simpson	.25	Review draft of document potentially to be used as joint statement and correspondence regarding same.
08/18/10	JT Small	.75	Preparation for continued mediation and meeting with Steven Braga on 8/20/2010.
08/18/10	JT Small	.25	Brief discussion with John Simpson.
08/19/10	JM Simpson	.25	Conference with firm attorney regarding mediation strategy.
08/19/10	JT Small	.50	Preparation for continued mediation.
08/19/10	JT Small	.50	Meeting with Steven Braga on 8/20/2010.
08/20/10	JM Simpson	.75	Meeting with S. Braga regarding mediation. Telephone conference with L. Joiner regarding same.
08/20/10	JM Simpson	.75	Telephone conference with client representatives regarding meeting with S. Braga and strategy issues.
08/20/10	JM Simpson	.75	Further analysis of strategy regarding mediation.
08/20/10	JM Simpson	.25	Review and revise draft of potential joint statement and correspondence regarding same.
08/20/10	JT Small	.25	Preparation for meeting with Steven Braga in connection with continued mediation.
08/20/10	JT Small	.25	Meeting with Steven Braga.
08/20/10	JT Small	.25	Discussion with John Simpson.
08/20/10	JT Small	.25	Conference call with John Simpson and Lisa Joiner.
08/21/10	JM Simpson	.50	Review and analysis of further draft of potential joint statement for use in mediation discussions. Correspondence to and from client representatives regarding same.
08/21/10	JT Small	.25	Review of proposed joint statement.
08/21/10	JT Small	.25	Review of related e-mails.
08/22/10	JT Small	.25	Review of proposed joint statement and related e-mails.
08/23/10	JM Simpson	.75	Correspondence to client representatives regarding potential joint statement and contents thereof. Telephone conference with client representative regarding same. Review further version of revised joint statement. Conference with firm attorney regarding same.
08/23/10	JM Simpson	.50	Telephone conference with client representatives regarding mediation issues.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/23/10	JM Simpson	.25	Conference with firm attorneys regarding mediation issues.
08/23/10	JM Simpson	.25	Further review of and revisions to potential joint statement. Correspondence with client representative regarding same.
08/23/10	JM Simpson	.50	Review media statement by J. Poole. Correspondence with client representative regarding same.
08/23/10	JM Simpson	.50	Further review of media issues related to mediation outcomes and correspondence regarding same.
08/23/10	JT Small	1.25	Review of various drafts of joint statement.
08/23/10	JT Small	.50	Conference call with client and firm attorneys.
08/24/10	JM Simpson	.25	Review further version of draft joint statement. Correspondence regarding same.
08/24/10	JT Small	1.00	Preparation for continued mediation.
08/25/10	JM Simpson	.25	Review correspondence from S. Braga regarding response to request for firm number. Correspondence with client representatives regarding same.
08/25/10	JM Simpson	.25	Telephone conference with client representatives regarding next step in mediation process.
08/25/10	JM Simpson	.25	Telephone conference with client representatives regarding mediation issues.
08/25/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client regarding same.
08/25/10	JM Simpson	.25	Conference with firm attorney regarding mediation issues.
08/25/10	JM Simpson	1.00	Review and analysis of recent, pertinent decision on attorneys fees.
08/25/10	JT Small	1.00	Review of related e-mails from Steven Braga and Harold Himmelman.
08/25/10	JT Small	.50	Various consultations with clients and firm attorneys.
08/26/10	JM Simpson	.50	Analysis of terms and conditions for potential independent resolution of cases and preparation of outline of same. Review materials regarding plaintiff's counsel.
08/26/10	JM Simpson	.25	Telephone conference with plaintiff's counsel regarding potential settlement meeting. Telephone conference with client representatives regarding same.
08/26/10	JM Simpson	.25	Telephone conference with plaintiff's counsel regarding firm date for settlement meeting. Conference with firm attorney regarding same.
08/26/10	JT Small	.25	Discussions with clients.
08/26/10	JT Small	.25	Discussions among firm attorneys.
08/26/10	JT Small	.25	Discussions with counsel for plaintiff.
08/26/10	JT Small	.75	Review of related e-mails.
08/27/10	JT Small	.50	Discussions with firm attorneys.
08/27/10	JT Small	.50	Review of related e-mails.
08/28/10	JM Simpson	.25	Analysis of potential separate settlement terms with plaintiff.
08/30/10	JM Simpson	.75	Conference with firm attorney regarding issues to discuss with plaintiff's counsel.
08/30/10	JM Simpson	.25	Correspondence with client representative regarding meeting with plaintiff.
08/30/10	JT Small	.75	Preparation for meeting with plaintiff's counsel on 9/8/2010.
08/30/10	JT Small	.25	Meeting with John Simpson.

Feld Entertainment, Inc.

Invoice Number: 11162066

Invoice Date: February 28, 2011

Invoice Due Date: March 30, 2011

Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>	
08/31/10	JT Small	.50	Preparation for continued mediation.	
08/31/10	JT Small	.75	Preparation for settlement discussions.	
TOTAL CHARGEABLE HOURS				45.75
FEES.....				\$33,551.25
EXPENSES & SERVICES:				
E101S	Copy		9.00	
E105S	Telephone		<u>9.75</u>	
				<u>\$18.75</u>
TOTAL AMOUNT DUE				<u>\$33,570.00</u>

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	24.00	\$750.00	18,000.00
John M. Simpson	21.75	\$715.00	15,551.25
TOTAL	45.75		33,551.25

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from September 1 through September 30, 2010 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/01/10	JM Simpson	.25	Telephone conference with L. Joiner regarding mediation issues.
09/01/10	JM Simpson	.25	Telephone conference with firm attorney and client representatives regarding potential mediation meeting and strategy with respect to same.
09/01/10	JT Small	.25	Preparation for continued mediation.
09/01/10	JT Small	.25	Discussions among firm attorneys.
09/01/10	JT Small	.25	Review of related materials.
09/01/10	JT Small	.50	Conference call with Lisa Joiner, John Simpson, Kenneth Feld.
09/02/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client regarding same. Reply correspondence to mediator.
09/02/10	JM Simpson	.25	Review correspondence from counsel for HSUS defendants and telephone conference with firm attorney regarding same.
09/02/10	JT Small	.25	Preparation for continued mediation.
09/02/10	JT Small	.25	Preparation for settlement discussions with plaintiff.
09/02/10	JT Small	.25	Discussions among firm attorneys.
09/02/10	JT Small	.50	Review of e-mail from Harold Himmelman; review of e-mail Steven Braga; e-mail to Harold Himmelman and Steven Braga.
09/02/10	JT Small	.25	Consultations with client.
09/03/10	JM Simpson	.25	Conference with firm attorney regarding correspondence from counsel for HSUS defendants regarding mediation issues. Review correspondence from client representatives regarding same.
09/03/10	JT Small	1.00	Preparation for continued mediation, including review of relevant materials.
09/06/10	JT Small	1.00	Preparation for continued mediation, including review of relevant materials.
09/07/10	MC Pardo	.25	Review correspondence from opposing counsel and review and comment on status report filings.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/07/10	JM Simpson	.25	Review correspondence from S. Braga regarding status report. Correspondence with firm attorneys and client representatives regarding same. Respond to correspondence.
09/07/10	JM Simpson	.25	Review status report on mediation filed by appellants in D.C. Circuit. Correspondence regarding same.
09/07/10	JM Simpson	1.25	Preparation for mediation meeting on 9-8-10.
09/07/10	JM Simpson	.25	Telephone conference with opposing counsel regarding meeting set for 9-8-10. Correspondence with client representatives regarding same.
09/07/10	JM Simpson	1.25	Prepare status report on mediation for filing with D.C. Circuit. Review rules for filing of same. Telephone conference with client representative regarding same. Conference with firm attorney regarding same. Finalize and file report.
09/07/10	JT Small	.50	Review of various court filings and related e-mails.
09/07/10	JT Small	.25	Discussions among firm attorneys and with client.
09/07/10	JT Small	.25	Telephone conference with counsel for plaintiff.
09/07/10	JT Small	.25	Preparation for meeting with counsel for plaintiff.
09/08/10	MC Pardo	1.50	Attend settlement conference and participate on telephone conferences with clients to discuss strategy of same.
09/08/10	JM Simpson	.25	Conference with firm attorneys regarding results of mediation meeting.
09/08/10	JM Simpson	1.00	Preparation for meeting with representatives of ASPCA.
09/08/10	JM Simpson	.50	Telephone conferences with client representatives regarding mediation meeting.
09/08/10	JM Simpson	.75	Mediation meeting.
09/08/10	JM Simpson	1.25	Review and analysis of correspondence from S. Braga regarding best and final offer. Correspondence regarding same. Analysis of strategy in light of same.
09/08/10	JT Small	.25	Continued mediation activities.
09/08/10	JT Small	.50	Review of related e-mails and other materials.
09/08/10	JT Small	.25	Sending related e-mails
09/08/10	JT Small	.75	Preparation for and mediation meeting.
09/08/10	JT Small	.25	Various conference calls with client.
09/08/10	JT Small	.50	Numerous discussions among firm attorneys.
09/09/10	MC Pardo	.50	Review correspondence regarding mediation and discussion of settlement strategy with firm attorneys.
09/09/10	JM Simpson	.25	Review minute orders of district court for status report requirements.
09/09/10	JM Simpson	.75	Telephone conference with client representatives regarding next step in mediation process. Conference with firm attorneys regarding same.
09/09/10	JM Simpson	.25	Prepare analysis of issues regarding latest settlement proposal from ASPCA, et al.
09/09/10	JM Simpson	.75	Revisions to term sheet to reflect strategy.
09/09/10	JM Simpson	.25	Correspondence with firm attorneys and client representatives regarding same.
09/09/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client representatives regarding same.
09/09/10	JT Small	.50	Review of revised term sheet.
09/09/10	JT Small	.25	Discussions with firm attorneys.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/09/10	JT Small	.25	Review of numerous e-mails.
09/09/10	JT Small	.25	Teleconference with Lisa Joiner.
09/09/10	JT Small	.25	Teleconference with firm attorneys and client.
09/09/10	JT Small	.50	Preparation for continued settlement discussions with ASPCA.
09/10/10	JM Simpson	.25	Correspondence with client representatives regarding changes in revised term sheet.
09/10/10	JM Simpson	.75	Revisions to term sheet.
09/10/10	JM Simpson	.25	Conference with firm attorney regarding term sheet.
09/10/10	JM Simpson	.25	Conference with firm attorney regarding next steps in mediation.
09/10/10	JM Simpson	.50	Review prior minute orders and preparation of draft of third joint status report for district court.
09/10/10	JT Small	.50	Preparation for continued mediation.
09/10/10	JT Small	.25	Discussions with firm attorneys.
09/10/10	JT Small	.25	Review of e-mail from mediator.
09/10/10	JT Small	.50	Related e-mails.
09/11/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client representatives and firm attorneys regarding same.
09/11/10	JT Small	.25	Preparation for continued mediation.
09/11/10	JT Small	.25	Discussions with firm attorneys.
09/11/10	JT Small	.25	E-mail from mediator.
09/11/10	JT Small	.25	Related e-mails.
09/12/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client representatives and firm attorneys regarding same.
09/12/10	JT Small	.25	Preparation for continued mediation.
09/12/10	JT Small	.25	Discussions with firm attorneys.
09/12/10	JT Small	.25	E-mail from mediator.
09/12/10	JT Small	.25	Related e-mails.
09/13/10	MC Pardo	.75	Attend meeting with mediator and telephone conference with client regarding same.
09/13/10	JM Simpson	.25	Correspondence with mediator and preparation for meeting with mediator. Conference with firm attorney regarding same.
09/13/10	JM Simpson	.75	Travel to mediator's offices for meeting with mediator. Meeting with mediator. Return to offices.
09/13/10	JM Simpson	.50	Conferences with firm attorneys regarding meeting with mediator.
09/13/10	JM Simpson	.50	Telephone conference with client representative regarding meeting with mediator.
09/13/10	JM Simpson	.25	Telephone conference with counsel for plaintiff.
09/13/10	JM Simpson	.25	Conference telephone call with client representatives and firm attorneys regarding next steps to take in settlement process.
09/13/10	JM Simpson	.25	Conference with firm attorney regarding settlement issues.
09/13/10	JT Small	.50	Preparation for continued mediation.
09/13/10	JT Small	.25	Discussions with firm attorneys.
09/13/10	JT Small	.25	Conference call with client.
09/13/10	JT Small	.25	Related e-mails.
09/14/10	MC Pardo	.25	Review status report for filing with court.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/14/10	JM Simpson	2.50	Review materials from trial record and internet relevant to mediation issues.
09/14/10	JM Simpson	.25	Telephone conference with L. Joiner regarding 9-16-10 meeting.
09/14/10	JM Simpson	.25	Telephone conference with opposing counsel regarding 9-16-10 meeting.
09/14/10	JM Simpson	.25	Disseminate materials in preparation for meeting. Prepare for 9-16-10 meeting.
09/14/10	JM Simpson	.25	Review correspondence from mediator and correspondence with client representatives regarding same.
09/14/10	JM Simpson	.25	Correspondence with counsel for plaintiffs regarding status report. Finalize and file same. Correspondence with client representatives regarding same.
09/14/10	JT Small	.50	Review of pleadings regarding mediation.
09/14/10	JT Small	.25	Preparation for settlement discussions.
09/15/10	JM Marks	.50	Confer separately with J. Simpson and K. Feld re status of proceedings.
09/15/10	JM Simpson	2.50	Assembly of materials and preparation for mediation meeting.
09/15/10	JM Simpson	.25	Telephone conference with firm attorney regarding status of mediation.
09/15/10	JM Simpson	.25	Review of and correspondence concerning minute order from court regarding status hearing and joint motion to govern future proceedings.
09/15/10	JM Simpson	.25	Privilege
09/15/10	JT Small	1.00	Preparation for meeting with counsel for plaintiff.
09/15/10	JT Small	.25	Review of related materials and e-mails.
09/15/10	JT Small	.25	Review of related court orders.
09/16/10	MC Pardo	2.00	Prepare for mediation meeting.
09/16/10	MC Pardo	.25	Conference with client regarding strategy for settlement meeting and participate in same.
09/16/10	JM Simpson	1.00	Review correspondence from plaintiffs' counsel regarding settlement issues. Analysis of same.
09/16/10	JM Simpson	1.50	Preparation for meeting with plaintiffs' counsel. Meeting with plaintiffs' counsel.
09/16/10	JM Simpson	.25	Telephone conference with client representatives regarding mediation meeting.
09/16/10	JM Simpson	.25	Further conferences with firm attorneys and client representative regarding mediation meeting.
09/16/10	JM Simpson	.25	Telephone conference with L. Joiner regarding strategy in mediation meeting.
09/16/10	JT Small	1.25	Preparation for and meeting with counsel for plaintiff regarding potential settlement.
09/16/10	JT Small	.50	Discussions with firm attorneys and Lisa Joiner.
09/16/10	JT Small	.50	Conference call with Kenneth Feld and Jerry Sowalsky.
09/16/10	JT Small	.25	Related e-mails.
09/17/10	JM Simpson	.25	Telephone conference call with client representatives regarding settlement issues and strategy in connection therewith.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/17/10	JM Simpson	.25	Telephone conference with counsel for plaintiff regarding settlement issues. Telephone conference with client representative regarding same.
09/17/10	JM Simpson	.25	Telephone conference with client representative regarding case strategy and settlement issues.
09/17/10	JM Simpson	1.00	Conference with firm attorney regarding settlement strategy with plaintiff. Review correspondence regarding same. Preparation for telephone conference with client representatives regarding same.
09/17/10	JT Small	.25	Matters related to potential settlement, including review of notes and other materials.
09/17/10	JT Small	.25	Review of term sheet.
09/17/10	JT Small	.25	Discussions among firm attorneys.
09/17/10	JT Small	.25	Conference call with clients.
09/17/10	JT Small	.25	Conference call with opposing counsel.
09/20/10	JM Simpson	.25	Telephone conference with counsel for plaintiff regarding settlement issues.
09/20/10	JM Simpson	.25	Telephone conference with client representatives regarding settlement issues and case strategy.
09/20/10	JM Simpson	.25	Conference with firm attorney regarding case strategy.
09/20/10	JT Small	.25	Matters relating to potential settlement.
09/20/10	JT Small	.25	Review of notes and documents.
09/20/10	JT Small	.25	Discussions with firm attorneys.
09/20/10	JT Small	.25	Conference call with clients.
09/21/10	JM Simpson	.25	Conference with client representative regarding litigation strategy.
09/21/10	JT Small	.50	Review of various materials related to settlement.
09/22/10	JS Franklin	.75	Conference with J. Simpson regarding motions to be filed in D.C. Circuit.
09/22/10	JM Simpson	.50	Conference with firm attorney regarding appellate strategy.
09/22/10	JT Small	.25	Review of various materials.
09/22/10	JT Small	.25	Brief discussion with John Simpson.
09/23/10	JT Small	.25	Review of mediator evaluation forms.
09/27/10	JM Simpson	1.50	Review documentation and analysis of issues necessary for preparation of upcoming filings with court of appeals and district court.
09/28/10	JM Simpson	4.25	Work on draft of motion to govern future proceedings to be filed in D.C. Circuit.
09/28/10	JM Simpson	.50	Telephone conference with client representative regarding motion to be filed in district court and court of appeals regarding future course of proceedings.
09/28/10	JM Simpson	1.25	Review docket sheet to collect pleadings and orders necessary for cross-appeal on pre-Act exception and equitable defenses issues.
09/29/10	JS Franklin	4.75	Conference with J. Simpson regarding motion to D.C. Circuit; review and revise same; review summary judgment record in preparation for cross-appeal.
09/29/10	MC Pardo	.50	Review draft filings for D.C. Circuit and district court regarding case plan and conference with firm attorneys regarding same.
09/29/10	MC Pardo	.25	Review analysis of firm attorney regarding D.C. Circuit filing.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/29/10	JM Simpson	1.25	Review and revise motion to govern further proceedings to be filed in D.C. Circuit. Correspondence regarding same.
09/29/10	JM Simpson	.75	Prepare joint recommendation for further proceedings in district court. Correspondence regarding same.
09/29/10	JM Simpson	.75	Review and complete evaluation of mediator. Conference with firm attorney and correspondence regarding same.
09/29/10	JM Simpson	.50	Conference with firm attorney regarding appellate strategy.
09/30/10	JS Franklin	2.75	Review summary judgment record in preparation for cross-appeal.
09/30/10	MC Pardo	.25	Conference with firm attorney regarding strategy with respect to district court status report.
09/30/10	JM Simpson	.75	Analysis of issues surrounding proceeding with attorneys fee claim in district court.
09/30/10	JM Simpson	.25	Further revisions to mediator evaluation and correspondence regarding same.
09/30/10	JT Small	.25	Review of evaluation of Harold Himmelman as mediator and related e-mails.

TOTAL CHARGEABLE HOURS 80.25

FEES..... \$57,137.50

EXPENSES & SERVICES:

E101S	Copy	127.35	
E105S	Telephone	78.45	
E109	Local travel	45.00	
E111	Meals	393.80	
F268S	Pacer	16.56	
			<u>\$661.16</u>

TOTAL AMOUNT DUE \$57,798.66

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	23.75	\$750.00	17,812.50
Jeffrey M. Marks	0.50	\$750.00	375.00
John M. Simpson	41.25	\$715.00	29,493.75
Jonathan S. Franklin	8.25	\$705.00	5,816.25
Michelle C. Pardo	6.50	\$560.00	3,640.00
TOTAL	80.25		57,137.50

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from October 1 through October 31, 2010 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/01/10	JM Simpson	.75	Obtain additional briefing for review by firm attorney regarding appellate issues.
10/01/10	JM Simpson	.25	Telephone conference with client representative regarding filings to be made regarding further proceedings in district court and court of appeals.
10/01/10	JM Simpson	.25	Conference with firm attorney regarding appellate strategy.
10/01/10	JM Simpson	6.00	Review and analysis of case law under Fed. R. Civ. P. 52.
10/01/10	JM Simpson	.25	Finalize and submit evaluation on mediator to ADR office for the D.C. federal courts.
10/04/10	MC Pardo	.25	Review draft status report.
10/04/10	MC Pardo	.25	conferences with firm attorneys regarding strategy of same.
10/04/10	JM Simpson	.25	Review and revise draft of motion to govern future proceedings to be filed in D.C. Circuit. Correspondence regarding same.
10/04/10	JM Simpson	.25	Conferences with firm attorneys regarding joint recommendation for further proceedings in district court.
10/04/10	JM Simpson	1.00	Review and revise draft of joint recommendation for further proceedings to be filed in district court. Correspondence regarding same.
10/04/10	JT Small	.50	Review of various draft submissions.
10/04/10	JT Small	.25	Brief discussion with John Simpson.
10/05/10	JT Small	.25	Review of draft pleadings and other materials.
10/05/10	JT Small	.25	Preparation for conference call on 10/6/2010.
10/06/10	MC Pardo	1.00	Strategy call with client regarding attorney's fees issue and conferences with firm attorney regarding preparation of motion and strategy related to same.
10/06/10	JM Simpson	1.25	Preparation for conference call with client representatives regarding filings to be made with courts.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/06/10	JM Simpson	.50	Telephone conference with client representatives regarding filings to be made with courts and related issues.
10/06/10	JM Simpson	.25	Telephone conference with firm attorney regarding case strategy issues.
10/06/10	JM Simpson	.25	Telephone conference with client representative regarding litigation strategy issues.
10/06/10	JM Simpson	.25	Revisions to draft joint recommendation regarding further proceedings.
10/06/10	JT Small	.50	Review of pleadings.
10/06/10	JT Small	.50	Review of draft pleadings.
10/06/10	JT Small	.25	Review of notes.
10/06/10	JT Small	.25	Teleconference with Lisa Joiner, et al.
10/07/10	JS Franklin	1.75	Research regarding summary judgment issue in preparation for appeal.
10/07/10	MC Pardo	.25	Review client comments regarding status report.
10/07/10	MC Pardo	.50	Conference with firm attorney regarding status report.
10/07/10	MC Pardo	.25	Review draft of status filings and conference with firm attorney regarding same.
10/07/10	MC Pardo	.25	Review order by court and scheduling change regarding status conference in ASPCA.
10/07/10	MC Pardo	.25	Review and discuss plaintiff's proposed status filings and discuss with client the same.
10/07/10	JM Simpson	.50	Revisions to draft of joint submission transmitted by plaintiffs' counsel and correspondence regarding same.
10/07/10	JM Simpson	2.00	Review case law regarding standing to sue as element of plaintiff's case to be proven at trial.
10/07/10	JM Simpson	4.50	Review case law regarding Fed. R. Civ. P. 52 and issues arising in connection therewith.
10/07/10	JM Simpson	.75	Review draft of joint submission transmitted by plaintiffs' counsel. Conference with firm attorney regarding same. Telephone conference with client representatives regarding same.
10/07/10	JT Small	.75	Review of various pleadings.
10/08/10	MC Pardo	.50	Review article and complaint related to plaintiffs' expert's litigation.
10/08/10	MC Pardo	.50	Review drafts of status report for court and conference with firm attorney and correspond with client regarding same.
10/08/10	JM Simpson	1.50	Further research regarding Rule 52 cases.
10/08/10	JM Simpson	3.25	Review and analysis of various standing cases relevant to appeal.
10/08/10	JM Simpson	.50	Correspondence with plaintiff's counsel regarding finalization and filing of joint recommendation for further proceedings. Revisions to same.
10/08/10	JT Small	.50	Review of certain pleadings.
10/10/10	JM Simpson	1.50	Review and analysis of standing cases.
10/10/10	JM Simpson	.50	Preparation for 10-15-10 hearing.
10/11/10	MC Pardo	.25	Review ASPCA filings.
10/11/10	JM Simpson	.25	Telephone conference with appellate counsel for plaintiffs regarding upcoming filing in D.C. Circuit.
10/11/10	JM Simpson	.25	Correspondence with client representatives regarding finalization of D.C. Circuit motion regarding further proceedings.

Feld Entertainment, Inc.
 Invoice Number: 11162066
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/11/10	JM Simpson	8.25	Review and analysis of case law regarding standing issues in appeal.
10/12/10	JM Simpson	.50	Finalize motion to govern future proceedings in D.C. Circuit and correspondence regarding same.
10/12/10	JM Simpson	4.50	Further analysis of pertinent cases regarding standing to sue.
10/12/10	JM Simpson	.25	Review minute order regarding Rule 54.2 conference to be held on 10-15-10.
10/13/10	JS Franklin	.50	Review appellants' motion to govern proceedings; review relevant rules; E-mail to J. Simpson regarding same.
10/13/10	MC Pardo	.25	Discuss issues regarding appellate schedule with firm attorney.
10/13/10	MC Pardo	.25	Discussion of issues related to filings in D.C. Circuit.
10/13/10	JM Simpson	.75	Assemble and review materials for 10-15-10 hearing with district court.
10/13/10	JM Simpson	.25	Finalize and file motion to govern further proceedings in court of appeals. Correspondence regarding same.
10/13/10	JM Simpson	.25	Prepare and file notice of filing in district court regarding appellate scheduling motion. Correspondence regarding same.
10/13/10	JM Simpson	.25	Review appellate briefing schedule filed by counsel for plaintiffs. Correspondence regarding same.
10/13/10	JT Small	.25	Review of pleadings.
10/13/10	JT Small	.25	Review of related e-mails.
10/14/10	MC Pardo	.25	Review electronic filings by ASPCA et al. in district court regarding appeal.
10/14/10	JM Simpson	1.75	Preparation for hearing before district court on 10-15-10.
10/14/10	JM Simpson	.25	Correspondence with clerk of court regarding paper copies of motion to govern further proceedings.
10/14/10	JT Small	.25	Review of court orders.
10/14/10	JT Small	.25	Review of related e-mails.
10/15/10	MC Pardo	.50	Review DC Circuit filings and discuss appropriateness of appellant's proposals.
10/15/10	MC Pardo	1.50	Attend court status conference and communications with firm attorneys and client regarding client's position and outcome of same.
10/15/10	MC Pardo	.25	Review appellate scheduling issues.
10/15/10	JM Simpson	1.00	Attend status hearing.
10/15/10	JM Simpson	.25	Travel to courthouse for status hearing.
10/15/10	JM Simpson	.25	Telephone conference with client representative regarding status hearing.
10/15/10	JM Simpson	.50	Further preparation for status hearing in district court.
10/15/10	JM Simpson	2.25	Review of Rule 52 case law.
10/15/10	JT Small	.50	Meetings and discussions with Jeffrey Marks and Chip Palmer.
10/15/10	JT Small	.25	Teleconference with John Simpson.
10/15/10	JT Small	.25	Related notes.
10/18/10	JT Small	.50	Review of various pleadings.
10/19/10	JM Simpson	.25	Review court rules regarding timing for response to motions in D.C. Circuit.
10/19/10	JM Simpson	4.50	Review and analysis of Rule 52 case law relevant to issues on appeal.
10/19/10	JT Small	.50	Review of various pleadings, notes, and court orders.
10/19/10	JT Small	.25	Discussion with Jeffrey Marks regarding status.

Feld Entertainment, Inc.

Invoice Number: 11162066

Invoice Date: February 28, 2011

Invoice Due Date: March 30, 2011

Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/20/10	JM Simpson	.25	Review and circulate minute order regarding district court decision with respect to attorneys fees and costs.
10/20/10	JM Simpson	.25	Telephone conference with counsel for appellants regarding briefing schedule in D.C. Circuit.
10/20/10	JM Simpson	5.00	Further analysis of case law relevant to Rule 52 issues on appeal.
10/20/10	JT Small	.50	Review of court orders, e-mails, and other materials.
10/21/10	JS Franklin	.50	Review new First Circuit case on ESA; E-mails regarding same.
10/21/10	MC Pardo	.50	Review and discuss standing opinions and appellate strategy regarding same.
10/21/10	JM Simpson	.25	Letter to clerk of court (D.C. Circuit) regarding response to motion for briefing schedule.
10/21/10	JM Simpson	1.50	Review and analysis of 1st Circuit decision regarding equitable remedies under ESA and related issues. Correspondence regarding same.
10/21/10	JM Simpson	.50	Prepare and file response to motion to set briefing schedule in D.C. Circuit.
10/21/10	JM Simpson	3.00	Further analysis of Rule 52 case law relevant to appeal.
10/21/10	JT Small	1.00	Review certain pleadings.
10/22/10	JT Small	.50	Review of various pleadings.
10/25/10	JM Simpson	6.25	Further analysis of Rule 52 case law relevant to appeal.
10/25/10	JT Small	.75	Review of certain pleadings and other materials.
10/26/10	JM Simpson	2.00	Further review of caselaw relevant to appeal.
10/26/10	JT Small	.75	Review of pleadings and other materials.
10/27/10	JM Simpson	3.50	Review and analysis of case law relevant to pending appeal.
10/27/10	JT Small	.50	Review of correspondence and other materials.
10/29/10	JM Simpson	3.00	Review case law relevant to pending appeal.

TOTAL CHARGEABLE HOURS 100.25

FEES..... \$70,843.75

EXPENSES & SERVICES:

E101S	Copy	231.75
E105S	Telephone	41.70
E115	Deposition transcripts	18.00
F254S	Online Research - Lexis	672.00
F268S	Pacer	21.76

\$985.21TOTAL AMOUNT DUE..... \$71,828.96

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	11.25	\$750.00	8,437.50
John M. Simpson	78.50	\$715.00	56,127.50
Jonathan S. Franklin	2.75	\$705.00	1,938.75
Michelle C. Pardo	7.75	\$560.00	4,340.00
TOTAL	100.25		70,843.75

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from November 1 through November 30, 2010 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/03/10	JM Simpson	4.50	Review case law relevant to issues likely to arise on appeal.
11/04/10	JT Small	.50	Review various court filings and other related materials.
11/05/10	MC Pardo	.25	Review briefing schedule issued by court of appeals.
11/05/10	JM Simpson	.25	Review and circulate briefing schedule order from D.C. Circuit.
11/08/10	JM Simpson	4.75	Review materials pertinent to forthcoming appeal.
11/10/10	JM Simpson	3.50	Review materials pertinent to forthcoming appeal.
11/11/10	JM Simpson	4.25	Review materials pertinent to forthcoming appeal.
11/12/10	JM Simpson	4.50	Review materials pertinent to forthcoming appeal.
11/12/10	JT Small	.75	Review various filings.
11/15/10	JS Franklin	.75	Conference with J. Simpson regarding work needed on appeal.
11/15/10	JS Franklin	.25	Review record pertaining to cross-appeal issues.
11/15/10	JS Franklin	.25	Conference with M. Emery regarding work needed on appeal.
11/15/10	JM Simpson	.75	Conference with firm attorney regarding appellate issues.
11/15/10	JM Simpson	.75	Review of evidentiary exhibit.
11/16/10	MC Pardo	.50	Review draft issues for cross appeal and discuss same with firm attorneys.
11/16/10	MC Pardo	.50	Prepare and file entry of appearance for DC Circuit appeal.
11/16/10	JM Simpson	.75	Work on docketing statement for D.C. Circuit cross-appeal.
11/16/10	JM Simpson	.25	Correspondence with client representatives regarding drafts of cross-appellant's statement of the issues and docketing statement for D.C. Circuit appeal.
11/16/10	JM Simpson	.25	Correspondence with firm attorneys regarding drafts of cross-appellant's statement of the issues and docketing statement for D.C. Circuit appeal.
11/16/10	JM Simpson	.25	Further revisions to cross-appellants' statement of issues.
11/16/10	JM Simpson	.75	Work on cross-appellant's statement of the issues for D.C. Circuit appeal.

Feld Entertainment, Inc.

Invoice Number: 11162066

Invoice Date: February 28, 2011

Invoice Due Date: March 30, 2011

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/17/10	JM Simpson	1.50	Analysis of potential appellate arguments regarding Rider's standing.
11/18/10	JM Simpson	.25	Telephone conference with firm attorney and client representative regarding mediation issues.
11/18/10	JM Simpson	.75	Work on exhibit relevant to case.
11/18/10	JM Simpson	.25	Telephone conference with M. Terry of district court mediation program.
11/18/10	JM Simpson	.25	Telephone conference with M. Terry regarding mediation issues.
11/18/10	JM Simpson	.25	Telephone conference with client representative regarding mediation issues.
11/18/10	JT Small	.50	Various discussions with J. Simpson and L. Joiner regarding mediation issues.
11/19/10	JM Simpson	1.00	Work on exhibits relevant to case.
11/20/10	JM Simpson	.75	Analysis of issues likely to be raised in appellants' opening brief.
11/22/10	JM Simpson	.25	Telephone conference with client representative regarding communication from M. Terry regarding mediation.
11/22/10	JM Simpson	.25	Finalize and electronically serve and file in D.C. Circuit docketing statement and cross-appellant's statement of issues.
11/23/10	MT Emery	2.00	Review summary judgment papers and other materials in preparation for briefing of cross-appeal.
11/24/10	MT Emery	2.50	Review summary judgment papers and other materials in preparation for briefing of cross-appeal.
11/24/10	JM Simpson	.25	Telephone conference with M. Terry regarding mediation.
11/24/10	JT Small	1.00	Review of various pleadings and related e-mails.
11/29/10	MT Emery	5.50	Review and analyze record in preparation for briefing of cross-appeal.

TOTAL CHARGEABLE HOURS 46.50

FEES..... \$29,887.50

EXPENSES & SERVICES:

E101S	Copy	16.95	
E107S	Delivery services/messengers	7.09	
F268S	Pacer	13.82	
			<u>\$37.86</u>

TOTAL AMOUNT DUE \$29,925.36

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	2.75	\$750.00	2,062.50
John M. Simpson	31.25	\$715.00	22,343.75
Jonathan S. Franklin	1.25	\$705.00	881.25
Michelle C. Pardo	1.25	\$560.00	700.00
Mark Thomas Emery	10.00	\$390.00	3,900.00
TOTAL	46.50		29,887.50

Invoice Number: 11162066
 Matter Number: 10513410
 Invoice Date: February 28, 2011
 Invoice Due Date: March 30, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from December 1 through December 31, 2010
 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

DATE	NAME	TIME	SERVICES
12/06/10	JM Simpson	.25	Work on case exhibit.
12/07/10	JT Small	2.00	Review of various pleadings, including motions to dismiss.
12/08/10	JT Small	1.50	Review of various pleadings, including multiple motions to dismiss.
12/21/10	JS Franklin	1.75	Research regarding cross-appeal issues.
12/27/10	MT Emery	5.50	Review record and prepare for briefing of cross-appeal issues.
12/28/10	MT Emery	2.50	Review record and prepare for briefing of cross-appeal issues.
12/29/10	JT Small	1.00	Privilege
12/30/10	JM Simpson	.50	Review standing decision.
TOTAL CHARGEABLE HOURS			15.00
FEES.....			\$8,265.00
EXPENSES & SERVICES:			
E101S	Copy	7.50	
F268S	Pacer	22.48	
			<u>\$29.98</u>
TOTAL AMOUNT DUE			<u>\$8,294.98</u>

Feld Entertainment, Inc.
Invoice Number: 11162066
Invoice Date: February 28, 2011
Invoice Due Date: March 30, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	4.50	\$750.00	3,375.00
John M. Simpson	0.75	\$715.00	536.25
Jonathan S. Franklin	1.75	\$705.00	1,233.75
Mark Thomas Emery	8.00	\$390.00	3,120.00
TOTAL	15.00		8,265.00

Invoice Number: 11171662
 Matter Number: 10513410
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from January 1, 2011 through January 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/07/11	JS Franklin	1.50	Work on arguments for cross-appeal brief.
01/20/11	MT Emery	2.50	Review record and relevant case law in preparation for drafting of Brief of Appellee and Cross-Appellants.
01/21/11	MT Emery	3.00	Review and analyze Appellants' Opening Brief.
01/21/11	JS Franklin	1.75	Review brief for appellants; conference with J. Simpson, M. Pardo regarding same.
01/21/11	MC Pardo	1.00	Conferences with firm attorney regarding record citations in Appellant's brief and opposition strategy.
01/21/11	MC Pardo	.50	Review Appellant's brief.
01/21/11	JM Simpson	.25	Correspondence regarding appellant's initial brief.
01/21/11	JM Simpson	.50	Conference with firm attorneys regarding appellants' initial brief.
01/21/11	JT Small	1.00	Review of ASPCA appellate brief.
01/23/11	JM Simpson	7.50	Review and analysis of appellants' initial brief in D.C. Circuit.
01/23/11	JT Small	1.00	Review of ASPCA appellate brief.
01/24/11	MT Emery	2.00	Review of Appellants' Brief and statutes and cases cited within brief.
01/24/11	MC Pardo	1.00	Review appellate brief and discuss same with firm attorneys to develop opposition strategy.
01/24/11	JM Simpson	2.50	Review materials relevant to Rule 52 arguments in appellants' initial brief.
01/24/11	JT Small	1.50	Review of ASPCA appellate brief; brief discussion with John Simpson.
01/25/11	JS Franklin	4.25	Research regarding brief for appellee.
01/25/11	JT Small	1.00	Review of ASPCA appellate brief; brief discussion with John Simpson.
01/26/11	JS Franklin	3.50	Research regarding brief for appellee.
01/26/11	JM Simpson	.75	Conference with firm attorney regarding appellate issues.
01/26/11	JT Small	1.00	Review of ASPCA appellate brief.
01/27/11	JS Franklin	1.00	Research regarding brief for appellee; E-mails regarding same.

Feld Entertainment, Inc.

Invoice Number: 11171662

Invoice Date: May 6, 2011

Invoice Due Date: June 5, 2011

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/27/11	JM Simpson	.50	Review caselaw relevant to appeal and correspondence regarding same.
01/27/11	JT Small	1.00	Review of ASPCA appellate brief.
01/28/11	JS Franklin	.75	Conference with J. Simpson regarding brief for appellee.
01/28/11	JS Franklin	.75	Conference with M. Emery regarding additional work needed.
01/28/11	JS Franklin	3.50	Research regarding same.
01/28/11	JM Simpson	.25	Privilege
01/28/11	JM Simpson	.75	Conference with firm attorney regarding appellate issues.
01/28/11	JT Small	1.00	Review of ASPCA appellate brief.
01/31/11	MT Emery	.75	Conference with J. Franklin regarding research issues in connection with brief on appeal.
01/31/11	JS Franklin	.75	Conference with M. Emery regarding work needed on brief for appellee.
01/31/11	JS Franklin	5.75	Research regarding same.
01/31/11	JT Small	1.00	Review of ASPCA appellate brief.
TOTAL CHARGEABLE HOURS			55.75
FES.....			\$38,177.50
EXPENSES & SERVICES:			
E101S	Copy	49.65	
E106S	Online research	10.00	
F254S	Online Research - Lexis	3.00	
F255S	Online Research - Westlaw	723.75	
F268S	Pacer	9.60	
			<u>\$796.00</u>
TOTAL AMOUNT DUE			<u>\$38,973.50</u>

Feld Entertainment, Inc.
Invoice Number: 11171662
Invoice Date: May 6, 2011
Invoice Due Date: June 5, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	8.50	\$800.00	6,800.00
Jonathan S. Franklin	23.50	\$740.00	17,390.00
John M. Simpson	13.00	\$715.00	9,295.00
Michelle C. Pardo	2.50	\$590.00	1,475.00
Mark Thomas Emery	8.25	\$390.00	3,217.50
TOTAL	55.75		38,177.50

Invoice Number: 11171662
 Matter Number: 10513410
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from February 1, 2011 through February 28, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/01/11	JT Small	1.00	Review of ASPCA appellate brief; brief discussion with John Simpson.
02/03/11	MT Emery	4.00	Research and review applicable case law in connection with issues on appeal.
02/03/11	JM Simpson	4.00	Work on issues related to opening brief.
02/04/11	MT Emery	6.50	Research and review applicable case law in connection with issues on appeal.
02/04/11	JS Franklin	4.50	Research regarding brief for appellees; draft same.
02/06/11	JM Simpson	2.50	Review and analysis of appellate issues.
02/07/11	MT Emery	4.00	Research and analyze applicable case law in connection with arguments on appeal.
02/07/11	JS Franklin	4.50	Research regarding brief for appellees; draft same.
02/08/11	MT Emery	2.00	Research and analyze applicable case law in connection with arguments on appeal.
02/08/11	JS Franklin	6.00	Research regarding brief for appellee; draft same.
02/09/11	JS Franklin	6.50	Research regarding brief for appellees; draft same.
02/10/11	JS Franklin	2.50	Draft brief for appellees; research regarding same.
02/10/11	JM Simpson	2.50	Background work regarding appellee's main brief.
02/11/11	MT Emery	7.00	Research and analyze applicable case law in connection with arguments on appeal.
02/11/11	JS Franklin	3.50	Research regarding brief for appellee; draft same.
02/11/11	JM Simpson	1.75	Review case law relevant to issues on appeal.
02/12/11	JM Simpson	2.50	Work on issues related to appellee's opening brief.
02/13/11	MT Emery	4.50	Research and analyze applicable case law in connection with arguments on appeal.
02/14/11	MT Emery	3.50	Research and analyze applicable case law and secondary sources in connection with arguments on appeal.
02/15/11	MT Emery	4.25	Prepare and revise research on resources standing.

Feld Entertainment, Inc.
 Invoice Number: 11171662
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/15/11	MT Emery	.25	Conference with J. Franklin regarding same to discuss draft section on resources standing.
02/15/11	JS Franklin	3.00	Research regarding brief for appellee.
02/16/11	JM Simpson	.50	Review draft of argument section for opening appellate brief.
02/18/11	MT Emery	3.00	Research applicable case law in connection with issues on appeal; prepare notes and draft sections of brief on informational standing.
02/18/11	JS Franklin	3.50	Draft brief for appellee; research regarding same.
02/19/11	MT Emery	7.50	Research and draft section of brief on informational standing issues.
02/22/11	MT Emery	.25	Conference with J. Franklin to discuss same.
02/22/11	MT Emery	3.25	Draft section of appellate brief on informational standing.
02/22/11	JS Franklin	5.50	Research regarding brief for appellees; draft same.
02/22/11	JM Simpson	6.25	Review case law relevant to appellate issues.
02/22/11	JM Simpson	.50	Conference with firm attorney regarding appellate issues.
02/23/11	JS Franklin	6.25	Draft brief for appellee; research regarding same.
02/23/11	JM Simpson	5.75	Review of materials relevant to appeal and appellate briefing.
02/24/11	JS Franklin	1.50	Review and revise brief for appellee.
02/24/11	JM Simpson	2.00	Further review of materials relevant to appellate issues.
02/25/11	MT Emery	2.50	Draft section of brief regarding permit conditions.
02/25/11	JM Simpson	3.00	Work on appellate brief.
02/26/11	JM Simpson	4.00	Work on appellate issues.
02/28/11	JM Simpson	.75	Work on appellate brief.

TOTAL CHARGEABLE HOURS 136.75

FEES..... \$81,980.00

EXPENSES & SERVICES:

E101S	Copy	58.35	
F254S	Online Research - Lexis	506.00	
F255S	Online Research - Westlaw	2,033.35	
F268S	Pacer	12.72	
			<u>\$2,610.42</u>

TOTAL AMOUNT DUE \$84,590.42

Feld Entertainment, Inc.
Invoice Number: 11171662
Invoice Date: May 6, 2011
Invoice Due Date: June 5, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	1.00	\$800.00	800.00
Jonathan S. Franklin	47.25	\$740.00	34,965.00
John M. Simpson	36.00	\$715.00	25,740.00
Mark Thomas Emery	52.50	\$390.00	20,475.00
TOTAL	136.75		81,980.00

Invoice Number: 11171662
 Matter Number: 10513410
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from March 1, 2011 through March 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/01/11	MT Emery	1.00	Draft section of appellate brief regarding enforcement of permit conditions.
03/01/11	JM Simpson	6.60	Work on initial appellate brief.
03/01/11	JM Simpson	.50	Conference with firm attorney regarding appellate brief.
03/02/11	MT Emery	5.50	Draft sections of appellate brief regarding enforcement of permit conditions and cross-appeal issues.
03/03/11	MT Emery	7.50	Draft sections of appellate brief regarding pre-Act exemption and unclean hands.
03/03/11	JS Franklin	2.00	Draft brief for appellee.
03/04/11	MT Emery	8.30	Draft sections of appellate brief regarding permit enforcement, the pre-Act exemption and unclean hands.
03/04/11	JM Simpson	4.80	Work on appellate brief.
03/05/11	MT Emery	4.00	Draft sections of appellate brief regarding pre-Act exemption and unclean hands.
03/05/11	JM Simpson	11.10	Work on initial D.C. Circuit brief.
03/06/11	MT Emery	7.50	Draft sections of appellate brief regarding pre-Act exemption and unclean hands.
03/06/11	JM Simpson	13.60	Work on initial brief for appellee in D.C. Circuit.
03/07/11	MT Emery	2.50	Revise sections of appellate brief regarding enforcement of permit conditions; pre-Act exemption, and the unclean hands defense.
03/07/11	JS Franklin	6.50	Draft, review and revise brief for appellee.
03/07/11	JM Simpson	10.50	Work on initial appellate brief for appellee.
03/08/11	JS Franklin	3.50	Draft, review and revise brief for appellee.
03/08/11	JS Franklin	.50	Review new D.C. Circuit opinion on organizational standing.
03/08/11	JS Franklin	.50	Conferences with J. Simpson, M. Emery regarding same.
03/08/11	JM Simpson	3.00	Further work on appellate brief.
03/09/11	MT Emery	2.50	Review and revise cross-appeal arguments.

Feld Entertainment, Inc.
 Invoice Number: 11171662
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/09/11	JS Franklin	2.30	Draft, review and revise brief for appellee.
03/09/11	JM Simpson	9.00	Work on initial appellate brief.
03/10/11	MT Emery	2.30	Revise section of appellate brief; integrate and edit statement of facts.
03/10/11	JS Franklin	3.50	Research regarding brief for appellee; draft same.
03/10/11	JM Simpson	13.10	Work on FEI's initial appellate brief in D.C. Circuit.
03/11/11	MT Emery	7.50	Integrate and edit statement of facts and section regarding Rider's standing in appellate brief; edit other sections of appellate brief.
03/11/11	JS Franklin	1.00	Review and revise J. Simpson draft section of brief.
03/11/11	JM Simpson	5.50	Work on main brief on appeal.
03/11/11	JM Simpson	.10	Conference with firm attorney regarding appellate issues.
03/13/11	MT Emery	6.50	Integrate and edit statement of facts and section regarding Rider's standing in appellate brief; edit other sections of appellate brief.
03/13/11	JM Simpson	5.00	Work on initial appellate brief.
03/14/11	MT Emery	7.50	Revise and edit appellate brief.
03/14/11	JS Franklin	3.20	Draft, review and revise brief for appellees; conferences with M. Emery, J. Simpson regarding same; research regarding same.
03/14/11	MC Pardo	.50	Discuss draft appellate brief and record citations to same.
03/14/11	JM Simpson	11.50	Work on initial appellate brief.
03/14/11	JM Simpson	.40	Conferences with firm attorney regarding initial appellate brief.
03/15/11	MT Emery	6.80	Revise and edit appellate brief; research follow-up issues in record and case law.
03/15/11	JS Franklin	6.00	Draft, review and revise brief for appellee.
03/15/11	JS Franklin	.50	Conferences with M. Emery, J. Simpson regarding same.
03/15/11	JS Franklin	2.00	Research regarding same.
03/15/11	MC Pardo	1.00	Review draft appellate brief and discuss same with firm attorney.
03/15/11	JM Simpson	4.30	Work on initial appellee/cross-appeal brief.
03/15/11	JM Simpson	.20	Conference with firm attorney regarding appellate brief.
03/15/11	JM Simpson	.30	Conference with firm attorney regarding appellate brief.
03/15/11	JM Simpson	.10	Correspondence regarding draft appellate brief.
03/16/11	MT Emery	4.50	Cite-check and edit appellate brief.
03/16/11	JM Simpson	.70	Conference with firm attorney regarding issues in appellate brief.
03/16/11	JM Simpson	.10	Conference with firm attorney regarding record citations in appellate brief.
03/16/11	JM Simpson	7.20	Continue working on joint appellee/cross-appeal brief.
03/17/11	RE Bazan	1.80	Review and check citations in appellate brief.
03/17/11	MT Emery	8.50	Cite-check and edit appellate brief.
03/17/11	JS Franklin	.50	Review and revise brief for appellee.
03/17/11	MC Pardo	1.80	Review and edit appellate brief and conference with firm attorney regarding edits.
03/17/11	MC Pardo	.50	Strategy conference with firm attorney regarding appellate arguments and edits to brief.
03/17/11	MC Pardo	.30	Conference with firm attorney regarding record cites to appellate brief.
03/17/11	JM Simpson	.10	Correspondence with client representatives regarding appellate brief.
03/17/11	JM Simpson	.10	Correspondence with firm attorneys regarding appellate brief.
03/17/11	JM Simpson	.10	Correspondence with firm attorneys regarding revisions to appellate brief.

Feld Entertainment, Inc.
 Invoice Number: 11171662
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/17/11	JM Simpson	.10	Conference with firm attorney regarding cite-checking of appellate brief.
03/17/11	JM Simpson	.10	Conference with firm attorney regarding revisions to appellate brief.
03/18/11	RE Bazan	4.10	Review and check citations in appellate brief.
03/18/11	MT Emery	6.50	Cite-check and edit appellate brief; incorporate comments from J. Simpson, M. Pardo and J. Franklin.
03/18/11	JS Franklin	1.60	Review and revise brief for appellees.
03/18/11	JS Franklin	1.00	Research regarding same.
03/18/11	JS Franklin	.20	Conferences with J. Simpson, M. Emery regarding same.
03/18/11	JM Simpson	2.10	Further work on final version of initial appellate brief.
03/18/11	JM Simpson	.20	Conference with firm attorney regarding appellate brief.
03/18/11	JM Simpson	.20	Conference with firm attorney regarding steps to finalize appellate brief.
03/20/11	MT Emery	6.50	Prepare addendum to appellate brief; continue cite-checking of brief.
03/21/11	MT Emery	8.50	Incorporate comments into appellate brief; additional cite-checking and proofreading of brief.
03/21/11	JS Franklin	1.50	Review and revise brief for appellee.
03/21/11	MC Pardo	.10	Conference with firm attorney regarding revisions to appellate brief.
03/21/11	JM Simpson	.10	Conference with firm attorney regarding finalization of appellate brief.
03/21/11	JM Simpson	.40	Telephone conference with client representative regarding appellate brief.
03/21/11	JM Simpson	.80	Review and locate materials for certain citations in appellate brief.
03/21/11	JM Simpson	.10	Conference with firm attorney regarding citations in appellate brief.
03/22/11	MT Emery	5.80	Incorporate client's comments into appellate brief; final proofreading and preparation for filing; assist with filing of brief; prepare and enter appearance in D.C. Circuit.
03/22/11	JM Simpson	.20	Review correspondence from client representative regarding appellate brief.
03/22/11	JM Simpson	3.50	Further work on appellate brief to finalize for filing.
03/22/11	JM Simpson	.10	File appellate brief electronically.
03/22/11	JM Simpson	.10	Correspondence to client representatives regarding filed appellate brief.
03/22/11	JT Small	1.00	Review of appellee's brief.
03/23/11	JM Simpson	2.20	Review and analysis of materials relevant to attorneys fee issue.
03/23/11	JM Simpson	.10	Correspondence with client representatives regarding materials relevant to attorneys fee issue.
03/23/11	JT Small	1.00	Review of appellee's brief.
03/25/11	JT Small	.50	Review of appellee's brief.
03/28/11	JM Simpson	.80	Review and analysis of case law relevant to issues in pending appeal.
03/28/11	JT Small	.50	Review of appellee's brief.
03/29/11	JM Simpson	.20	Telephone conference with firm attorney regarding contact by appellate mediator.
03/29/11	JT Small	.20	Brief discussion with John Simpson regarding mediation.
03/29/11	JT Small	.30	Review of appellee's brief.
03/30/11	JM Simpson	1.00	Telephone conference with client representative regarding contact from D.C. Circuit mediator and related issues.

Feld Entertainment, Inc.
 Invoice Number: 11171662
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/30/11	JM Simpson	.10	Telephone conference with Circuit Mediator.
03/30/11	JM Simpson	.10	Telephone conference with firm attorney regarding status of case.
03/30/11	JT Small	.30	Review of appellee's brief.
TOTAL CHARGEABLE HOURS			280.30
FEES.....			\$162,606.00
EXPENSES & SERVICES:			
E101S	Copy		221.85
E106S	Online research		30.00
E107S	Delivery services/messengers		9.54
E108S	Postage		1.90
F254S	Online Research - Lexis		287.00
F255S	Online Research - Westlaw		3,701.20
			<u>\$4,251.49</u>
TOTAL AMOUNT DUE			<u>\$166,857.49</u>

Feld Entertainment, Inc.
 Invoice Number: 11171662
 Invoice Date: May 6, 2011
 Invoice Due Date: June 5, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	3.80	\$800.00	3,040.00
Jonathan S. Franklin	36.30	\$740.00	26,862.00
John M. Simpson	120.40	\$715.00	86,086.00
Michelle C. Pardo	4.20	\$590.00	2,478.00
Mark Thomas Emery	109.70	\$390.00	42,783.00
Rebecca Eileen Bazan	5.90	\$230.00	1,357.00
TOTAL	280.30		162,606.00

Invoice Number: 11202668
 Matter Number: 10513410
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from April 1, 2011 through April 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
04/01/11	JT Small	.50	Review of cross-appeal.
04/04/11	JS Franklin	.30	Review new Supreme Court standing decision and E-mail to J. Simpson regarding same.
04/04/11	JM Simpson	1.50	Review and analysis of decision relevant to standing issues.
04/05/11	JT Small	.50	Review of appellate briefs.
04/12/11	JS Franklin	.30	Review new D.C. Circuit opinion on standing.
04/12/11	JM Simpson	.90	Review and analysis of case law relevant to pending appeal.
04/12/11	JM Simpson	.20	Telephone conference with Chief Circuit Mediator regarding potential for renewed mediation.
04/12/11	JM Simpson	.40	Conference with firm attorney regarding telephone contact by Chief Circuit Mediator and related issues.
04/12/11	JM Simpson	.20	Telephone conference with client representative regarding contact from Chief Circuit Mediator.
04/12/11	JT Small	.80	Meeting and discussion with John Simpson regarding continued mediation; brief review of related documents.
04/13/11	JT Small	.50	Review of appellate briefs; brief discussion with John Simpson; review of e-mails.
04/15/11	JM Simpson	.30	Conference with firm attorney regarding status of mediation issue.
04/15/11	JM Simpson	1.50	Review and analysis of case law relevant to pending appeal.
04/21/11	RE Bazan	2.60	Review FEI Opening and Appellant's Response and Reply Appellate briefs.
04/21/11	MT Emery	4.80	Review and analyze API and Rider's response and reply brief.
04/21/11	JS Franklin	.50	Review appellees' reply brief and cross-appeal response brief; E-mails regarding same.
04/21/11	MC Pardo	1.00	Review response and reply brief of appellants/cross appellees.
04/21/11	MC Pardo	.30	Discussion and analysis of appellants brief with firm attorney.
04/21/11	JM Simpson	.10	Correspondence regarding plaintiff's cross-appeal appellee brief and

Feld Entertainment, Inc.
 Invoice Number: 11202668
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			main reply brief.
04/21/11	JT Small	1.00	Review of appellate brief.
04/22/11	MC Pardo	.50	Review and analyze reply brief of appellants.
04/22/11	JT Small	.50	Review of appellate briefing.
04/25/11	JM Simpson	9.80	Review and analysis of ASPCA, et al., combined reply brief on main appeal and appellee brief on cross appeal.
04/25/11	JT Small	.50	Review of appellate briefs.
04/26/11	MT Emery	4.50	Review and analyze response and reply brief in preparation for drafting cross-reply.
04/26/11	MT Emery	1.50	Conference with J. Franklin and J. Simpson regarding issues to address in cross-reply brief.
04/26/11	JS Franklin	3.30	Review appellants' reply brief and authorities cited therein; meeting with J. Simpson, M. Emery regarding cross-appeal reply brief.
04/26/11	JM Simpson	2.00	Conference with firm attorneys regarding issues to address in reply brief in support of cross-appeal.
04/27/11	JM Simpson	.20	Telephone conference with client representative regarding recent letter from counsel for appellants.
04/27/11	JM Simpson	.20	Telephone conference with client representative regarding appellate issues.
04/27/11	JT Small	.50	Review of appellate briefs.
04/28/11	MT Emery	5.50	Research of record and case law in connection with preparation of reply brief.
04/28/11	JS Franklin	2.70	Research regarding cross-appeal reply.
04/29/11	MT Emery	3.00	Research record and applicable case law in preparation for drafting cross-reply brief.
04/29/11	JS Franklin	3.50	Draft reply in support of cross-appeal; research regarding same.
04/30/11	MT Emery	4.00	Research and draft sections of cross-reply brief.

TOTAL CHARGEABLE HOURS 60.40

FEES..... \$34,800.50

EXPENSES & SERVICES:

E101S	Copy	0.75
E124	Other	47.52
F254S	Online Research - Lexis	3.00
F255S	Online Research - Westlaw	47.49
F268S	Pacer	55.12

\$153.88

TOTAL AMOUNT DUE..... \$34,954.38

Feld Entertainment, Inc.
Invoice Number: 11202668
Invoice Date: July 20, 2011
Invoice Due Date: August 19, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	4.80	\$800.00	3,840.00
Jonathan S. Franklin	10.60	\$740.00	7,844.00
John M. Simpson	17.30	\$715.00	12,369.50
Michelle C. Pardo	1.80	\$590.00	1,062.00
Mark Thomas Emery	23.30	\$390.00	9,087.00
Rebecca Eileen Bazan	2.60	\$230.00	598.00
TOTAL	60.40		34,800.50

Invoice Number: 11202668

Matter Number: 10513410

Invoice Date: July 20, 2011

Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY AUGUST 19, 2011

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from April 1, 2011 through April 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$34,800.50
TOTAL EXPENSES & SERVICES	\$153.88
TOTAL AMOUNT DUE	\$34,954.38

Invoice Number: 11202668
 Matter Number: 10513410
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from May 1, 2011 through May 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/02/11	JS Franklin	2.50	Draft reply brief; research regarding same.
05/02/11	JM Simpson	.20	Conference with client representative regarding recent correspondence from Sidley & Austin.
05/03/11	JS Franklin	2.50	Draft reply brief; research regarding same.
05/03/11	JM Simpson	.50	Draft letter in response to letter from Sidley Austin.
05/04/11	JS Franklin	3.80	Research regarding reply brief; draft same.
05/05/11	JS Franklin	3.50	Research regarding reply brief; draft same.
05/09/11	JS Franklin	2.50	Draft reply brief.
05/10/11	JS Franklin	5.80	Research regarding reply brief; draft same.
05/11/11	MT Emery	3.80	Draft sections of cross-reply brief.
05/11/11	JS Franklin	5.50	Draft, review and revise reply brief.
05/11/11	MC Pardo	.50	Telephone conference with client and supplemental revisions to correspondence to Sidley & Austin.
05/11/11	MC Pardo	.10	Contact G. Jones at Sidley & Austin regarding matter.
05/12/11	MT Emery	6.50	Research, draft and revise sections of cross-reply.
05/12/11	JS Franklin	4.80	Research regarding reply brief; draft same.
05/12/11	LC Murphy	.50	For M. Emery - locate Congressional hearing materials.
05/13/11	MT Emery	3.30	Draft sections of cross-reply brief.
05/13/11	JS Franklin	3.80	Draft reply brief.
05/15/11	MT Emery	6.50	Draft sections of cross-reply brief.
05/16/11	MT Emery	4.00	Revise draft sections of cross-reply brief.
05/16/11	JS Franklin	3.80	Draft reply brief; research regarding same.
05/17/11	JS Franklin	3.80	Draft, review and revise reply brief; research regarding same.
05/17/11	JM Simpson	1.00	Review and revise draft of reply brief on cross appeal and correspondence regarding same.
05/18/11	JS Franklin	1.00	Review and revise reply brief; E-mails regarding same.

Feld Entertainment, Inc.
 Invoice Number: 11202668
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/19/11	MT Emery	1.80	Citecheck cross-reply brief.
05/20/11	MT Emery	3.50	Citecheck cross-reply brief.
05/20/11	JM Simpson	.30	Review reply in support of cross appeal and correspondence with firm attorney regarding same.
05/21/11	MT Emery	4.80	Citecheck cross-reply brief.
05/22/11	MT Emery	3.00	Citecheck and proofread cross-reply brief.
05/22/11	JM Simpson	1.10	Review and revise further draft of reply in support of cross appeal.
05/23/11	MT Emery	6.80	Final preparation of cross-reply brief for filing; complete electronic filing and filing of paper briefs in D.C. Circuit.
05/23/11	JS Franklin	2.00	Review and revise reply brief; finalize same.
05/23/11	JM Simpson	.10	Execute final version of reply in support of cross-appeal.
05/23/11	JM Simpson	.10	Review correspondence regarding reply in support of cross-appeal.
05/23/11	JT Small	.50	Review of appellate brief.
05/24/11	MC Pardo	.50	Review cross appeal reply brief.
05/25/11	JM Simpson	.10	Review correspondence from opposing counsel regarding joint deferred appendix.
05/25/11	JT Small	.50	Review of appellate brief.
05/26/11	MT Emery	5.50	Review entries in draft Index for Joint Appendix; prepare list of items not included; correspond with opposing counsel regarding additions to Joint Appendix.
05/26/11	JM Simpson	.10	Conference with firm attorney regarding additions to joint appendix on appeal.
05/27/11	MT Emery	1.00	Address issues in connection with preparation of Joint Appendix on appeal.
05/27/11	JM Simpson	.20	Review and respond to correspondence from opposing counsel regarding joint appendix materials designated confidential in discovery.
05/27/11	JT Small	.30	Review of appellate brief.
05/31/11	JM Simpson	.30	Telephone conference with client representative regarding certain elephants at issue in case.
05/31/11	JM Simpson	.10	Conference with firm attorney regarding status of certain elephants at issue in case.
05/31/11	JM Simpson	.10	Telephone conference with client representative regarding status of certain elephants at issue in case.
05/31/11	JT Small	.30	Review of appellate brief.

TOTAL CHARGEABLE HOURS 103.20

FEES..... \$58,274.00

EXPENSES & SERVICES:

E101S	Copy	127.20
E106S	Online research	10.00
E124	Other	86.92
F254S	Online Research - Lexis	400.00
F255S	Online Research - Westlaw	567.07

Feld Entertainment, Inc.
Invoice Number: 11202668
Invoice Date: July 20, 2011
Page 3

F268S	Pacer	<u>0.64</u>	<u>\$1,191.83</u>
TOTAL AMOUNT DUE			<u>\$59,465.83</u>

Feld Entertainment, Inc.
Invoice Number: 11202668
Invoice Date: July 20, 2011
Invoice Due Date: August 19, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	1.60	\$800.00	1,280.00
Jonathan S. Franklin	45.30	\$740.00	33,522.00
John M. Simpson	4.20	\$715.00	3,003.00
Michelle C. Pardo	1.10	\$590.00	649.00
Mark Thomas Emery	50.50	\$390.00	19,695.00
Lillie C. Murphy	0.50	\$250.00	125.00
TOTAL	103.20		58,274.00

Invoice Number: 11202668

Matter Number: 10513410

Invoice Date: July 20, 2011

Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY AUGUST 19, 2011

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from May 1, 2011 through May 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$58,274.00
TOTAL EXPENSES & SERVICES.....	\$1,191.83
TOTAL AMOUNT DUE.....	\$59,465.83

Invoice Number: 11202668
 Matter Number: 10513410
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from June 1, 2011 through June 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/01/11	JT Small	.30	Review of appellate brief.
06/02/11	JM Simpson	.10	Review and respond to correspondence regarding finalization of joint appendix on appeal.
06/03/11	MT Emery	1.30	Review draft index and correspond with opposing counsel regarding preparation of joint appendix.
06/03/11	JM Simpson	.10	Review correspondence regarding finalization of joint appendix.
06/06/11	JM Simpson	.10	Review notice of filing of joint appendix on appeal and correspondence regarding same.
06/06/11	JT Small	.50	Review of various appellate materials.
06/07/11	MT Emery	5.80	Prepare final Brief of Appellee and Reply Brief by proofing and adding joint appendix cites.
06/08/11	JT Small	.30	Review of various appellate filings.
06/09/11	MT Emery	2.80	Prepare final Brief of Appellee and Reply Brief by proofing and adding joint appendix cites.
06/09/11	JT Small	.30	Review of certain appellate materials.
06/10/11	MT Emery	9.00	Final proofreading and preparation for filing of Final Brief of Appellee/Cross-Appellant and Final Reply Brief of Appellee/Cross-Appellant.
06/11/11	MT Emery	1.80	Final proofreading and preparation for filing of Final Brief of Appellee/Cross-Appellant and Final Reply Brief of Appellee/Cross-Appellant.
06/13/11	MT Emery	5.00	Final proofreading and preparation for filing of Final Brief of Appellee/Cross-Appellant and Final Reply Brief of Appellee/Cross-Appellant; attend to electronic filing and filing of paper briefs.
06/13/11	MC Pardo	.20	Review electronic docket entries in appeal.
06/13/11	JM Simpson	.10	Execute final appellate briefs.
06/13/11	JT Small	1.00	Review of various appellate briefs.

Feld Entertainment, Inc.
 Invoice Number: 11202668
 Invoice Date: July 20, 2011
 Invoice Due Date: August 19, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/15/11	JS Franklin	1.20	Research regarding previous opinions on issues by panel members.
06/15/11	JS Franklin	.50	Conference with firm attorneys regarding D.C. Circuit panel.
06/15/11	JS Franklin	.10	Correspondence regarding panel.
06/15/11	MC Pardo	1.00	Strategy conferences with firm attorneys regarding appellate panel and oral argument scheduling.
06/15/11	JM Simpson	.10	Review order setting panel and argument date for appeal.
06/15/11	JM Simpson	.10	Correspondence with client regarding order setting panel and argument date for appeal.
06/15/11	JM Simpson	.50	Conference with firm attorneys regarding order setting panel and argument date for appeal.
06/15/11	JM Simpson	.30	Review recent standing decision by D.C. Circuit.
06/15/11	JT Small	1.00	Review of appellate briefs and related orders; review of related e-mails.
06/16/11	JS Franklin	.30	Review and comment on correspondence from firm attorney attaching prior opinion on standing by panel member.
06/16/11	JT Small	.50	Review of appellate briefs and other materials.
06/17/11	JT Small	1.00	Review of appellate briefs.
06/21/11	JT Small	1.00	Review of appellate briefs.
06/24/11	JM Simpson	.40	Check for case law developments.
06/30/11	JT Small	.50	Review of appellate materials.

TOTAL CHARGEABLE HOURS 37.20

FEES..... \$18,692.00

EXPENSES & SERVICES:

E101S	Copy	347.40
E106S	Online research	10.00
F254S	Online Research - Lexis	1,118.00
F255S	Online Research - Westlaw	189.06
		<u>\$1,664.46</u>

TOTAL AMOUNT DUE \$20,356.46

Feld Entertainment, Inc.
Invoice Number: 11202668
Invoice Date: July 20, 2011
Invoice Due Date: August 19, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	6.40	\$800.00	5,120.00
Jonathan S. Franklin	2.10	\$740.00	1,554.00
John M. Simpson	1.80	\$715.00	1,287.00
Michelle C. Pardo	1.20	\$590.00	708.00
Mark Thomas Emery	25.70	\$390.00	10,023.00
TOTAL	37.20		18,692.00

Invoice Number: 11202668
Matter Number: 10513410

Invoice Date: July 20, 2011
Invoice Due Date: August 19, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY AUGUST 19, 2011

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from June 1, 2011 through June 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$18,692.00
TOTAL EXPENSES & SERVICES	\$1,664.46
TOTAL AMOUNT DUE	<u>\$20,356.46</u>

Invoice Number: 11211499
 Matter Number: 10513410
 Invoice Date: September 14, 2011
 Invoice Due Date: October 14, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from July 1, 2011 through July 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/01/11	JT Small	1.00	Review of various appellate submissions.
07/07/11	JM Simpson	1.50	Review recent standing cases potentially relevant to appellate issues.
07/07/11	JM Simpson	.50	Review authority potentially relevant to appellate issues.
07/07/11	JT Small	.80	Review of appellate materials.
07/08/11	JM Simpson	2.50	Review and analysis of recent case law potentially relevant to standing arguments.
07/08/11	JT Small	.50	Review of appellate materials.
07/12/11	JT Small	.50	Review of various appellate filings.
07/13/11	JM Simpson	.20	Conference with firm attorneys regarding status of litigation.
07/13/11	JM Simpson	1.50	Analysis of certain appellate issues.
07/13/11	JT Small	.50	Review of various appellate filings.
07/14/11	JM Simpson	1.50	Analysis of certain appellate issues.
07/14/11	JT Small	.50	Review of certain appellate materials.
07/15/11	JT Small	.30	Review of various appellate filings.
07/18/11	JT Small	.30	Review of appellate filings.
07/21/11	JM Simpson	.20	Conference with firm attorney regarding appellate issue.
07/22/11	JS Franklin	.80	Conference with J. Simpson regarding strategy for oral argument; review rules relating to same.
07/22/11	MC Pardo	.30	Conference with firm attorney regarding strategy for appellate argument.
07/22/11	JM Simpson	.90	Conference with firm attorney regarding oral argument strategy.
07/22/11	JM Simpson	.80	Conference with firm attorney regarding oral argument strategy and other issue.
07/22/11	JM Simpson	.30	Review rules concerning oral argument and time allotted for same.
07/22/11	JM Simpson	.50	Telephone conference with client representative regarding D.C. Circuit oral argument issues.
07/22/11	JT Small	.80	Brief meeting with John Simpson regarding appellate issues; brief

Feld Entertainment, Inc.

Invoice Number: 11211499

Invoice Date: September 14, 2011

Invoice Due Date: October 14, 2011

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/25/11	MC Pardo	.30	review of certain appellate materials.
			Conference with firm attorney regarding strategy for appellate argument.
07/25/11	JT Small	.80	Review of certain appellate materials.
07/26/11	JT Small	.50	Review of certain appellate materials.
07/28/11	JT Small	.50	Review of certain appellate filings and other materials.
07/29/11	JT Small	.50	Review of various appellate materials; brief discussion with John Simpson.
TOTAL CHARGEABLE HOURS			19.30
FEES.....			\$14,382.00
LESS DISCOUNT			\$(5,000.00)
TOTAL FEES.....			\$9,382.00
EXPENSES & SERVICES:			
	Copy	110.25	
	Delivery services/messengers	21.61	
	Pacer	45.68	
			<u>\$177.54</u>
TOTAL AMOUNT DUE			<u>\$9,559.54</u>

Feld Entertainment, Inc.

Invoice Number: 11211499

Invoice Date: September 14, 2011

Invoice Due Date: October 14, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Jonathan S. Franklin	0.80	\$740.00	592.00
John M. Simpson	10.40	\$715.00	7,436.00
Michelle C. Pardo	0.60	\$590.00	354.00
Joseph T. Small	7.50	\$800.00	6,000.00
TOTAL	19.30		14,382.00

Invoice Number: 11211499

Matter Number: 10513410

Invoice Date: September 14, 2011

Invoice Due Date: October 14, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY OCTOBER 14, 2011

OR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from July 1, 2011 through July 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$14,382.00
LESS DISCOUNT	\$(5,000.00)
TOTAL EXPENSES & SERVICES	\$177.54
TOTAL AMOUNT DUE	\$9,559.54

Invoice Number: 11227856
 Matter Number: 10513410
 Invoice Date: October 27, 2011
 Invoice Due Date: November 26, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through August 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/01/11	JM Simpson	3.50	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/01/11	JT Small	.50	Review of various appellate submissions.{NO CHARGE}
08/02/11	JM Simpson	2.50	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/02/11	JT Small	.80	Review of various appellate materials.
08/03/11	JM Simpson	3.00	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/03/11	JM Simpson	4.00	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/03/11	JT Small	.50	Review of various appellate materials.{NO CHARGE}
08/04/11	JM Simpson	8.00	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/04/11	JT Small	.30	Review of various appellate materials.
08/05/11	JS Franklin	2.30	Update research in preparation for oral argument.
08/05/11	JM Simpson	7.50	Review and analysis of various briefs, record entries, case law and other materials in preparation for appellate oral argument.
08/08/11	JM Simpson	8.00	Review and analysis of case law, record materials and other items in preparation for appellate oral argument.
08/08/11	JT Small	1.00	Review of appellate materials.{NO CHARGE}
08/09/11	JM Simpson	8.00	Review and analysis of case law, record materials and other items in preparation for appellate oral argument.
08/09/11	JT Small	.30	Review of various appellate filings.
08/10/11	JM Simpson	8.00	Review and analysis of case law, record materials and other items in preparation for appellate oral argument.
08/10/11	JT Small	.50	Review of various appellate materials.{NO CHARGE}
08/11/11	JM Simpson	8.00	Review and analysis of case law, record materials and other items in preparation for appellate oral argument.
08/11/11	JT Small	.50	Review of certain appellate materials. {NO CHARGE}
08/12/11	JM Simpson	8.00	Review and analysis of case law, record materials and other items in

Feld Entertainment, Inc.
 Invoice Number: 11227856
 Invoice Date: October 27, 2011
 Invoice Due Date: November 26, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			preparation for appellate oral argument.
08/12/11	JT Small	1.00	Review of certain appellate materials.
08/15/11	MC Pardo	.30	Conference with firm attorney regarding oral argument strategy.
08/15/11	JM Simpson	9.00	Review and analysis of case law and related materials in preparation for appellate argument.
08/16/11	JM Simpson	8.00	Further review and analysis of record materials and case law in preparation for oral argument in D.C. Circuit.
08/17/11	JM Simpson	8.00	Further review and analysis of record materials and case law in preparation for oral argument in D.C. Circuit.
08/18/11	JM Simpson	8.00	Further review and analysis of record materials and case law in preparation for oral argument in D.C. Circuit.
08/19/11	JM Simpson	7.70	Review and analysis of case law, record materials and other items in preparation for appellate oral argument.
08/19/11	JT Small	.30	Review of various appellate materials.
08/22/11	JM Simpson	9.50	Further review and analysis of appellate materials, case law and related items in preparation for argument on appeal.
08/22/11	JT Small	.30	Review of various appellate materials.
08/23/11	JM Simpson	6.30	Further review of case law, briefs and record materials in preparation for oral argument.
08/23/11	JT Small	.50	Brief review of certain appellate materials.
08/24/11	JM Simpson	8.50	Further review of case law, briefs and record materials in preparation for oral argument.
08/25/11	JS Franklin	1.50	Review briefs in connection with argument preparation.
08/25/11	JM Simpson	7.00	Further review of case law, briefs and record materials in preparation for oral argument.
08/26/11	JS Franklin	2.20	Conference with J. Simpson, M. Pardo regarding oral argument preparation.
08/26/11	MC Pardo	1.00	Conference with firm attorney regarding oral argument strategy and caselaw.
08/26/11	JM Simpson	2.00	Conference with firm attorneys regarding issues likely to come up in appellate argument.
08/26/11	JM Simpson	7.30	Further review of case law, briefs and other materials in preparation for oral argument.
08/29/11	MC Pardo	.30	Conference with firm attorney regarding oral argument.
08/29/11	JM Simpson	8.60	Further review of case law, briefs and record materials in preparation for oral argument in D.C. Circuit.
08/30/11	MT Emery	.30	Review and circulate rules and memoranda regarding oral argument in D.C. Circuit.
08/30/11	MC Pardo	.20	Conference regarding oral argument.
08/30/11	JM Simpson	.10	Review filing by opposing counsel designating counsel for oral argument.
08/30/11	JM Simpson	.10	Review materials from court regarding designation of counsel for oral argument.
08/30/11	JM Simpson	6.50	Further review of briefs, appendix, case law and other materials in preparation for oral argument.
08/30/11	JT Small	.50	Review of appellate pleadings.
08/31/11	JM Simpson	7.50	Further review of briefs, appendix, case law and other materials in

Feld Entertainment, Inc.
 Invoice Number: 11227856
 Invoice Date: October 27, 2011
 Invoice Due Date: November 26, 2011
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
08/31/11	JM Simpson	.10	preparation for oral argument. Review order from D.C. Circuit regarding oral argument time and correspondence regarding same.
08/31/11	JT Small	1.50	Review of appellate documents and relevant court orders; discussion with Jonathan Franklin.(NO CHARGE)
TOTAL CHARGEABLE HOURS			189.30
FEES.....			\$135,899.50
LESS: DISCOUNT FOR TIME BILLED AT NO CHARGE			\$(3,600.00)
TOTAL FEES			\$132,299.50
EXPENSES & SERVICES:			
	Copy	1.50	
	Online Research - Lexis	244.00	
			<u>\$245.50</u>
TOTAL AMOUNT DUE			<u>\$132,545.00</u>

Feld Entertainment, Inc.
Invoice Number: 11227856
Invoice Date: October 27, 2011
Invoice Due Date: November 26, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	8.50	\$800.00	6,800.00
Jonathan S. Franklin	6.00	\$740.00	4,440.00
John M. Simpson	172.70	\$715.00	123,480.50
Michelle C. Pardo	1.80	\$590.00	1,062.00
Mark Thomas Emery	0.30	\$390.00	117.00
TOTAL	189.30		135,899.50

Invoice Number: 11227856
Matter Number: 10513410

Invoice Date: October 27, 2011
Invoice Due Date: November 26, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY NOVEMBER 26, 2011

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through August 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$135,899.50
LESS: DISCOUNT FOR TIME BILLED AT NO CHARGE	\$(3,600.00)
TOTAL EXPENSES & SERVICES	\$245.50
TOTAL AMOUNT DUE	\$132,545.00

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:
Account Number:
Account Title:

Invoice Number: 11227888
 Matter Number: 10513410
 Invoice Date: October 27, 2011
 Invoice Due Date: November 26, 2011

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from September 1, 2011 through September 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/01/11	JS Franklin	.50	Update research in preparation for oral argument.
09/01/11	JM Simpson	.20	Prepare and submit Form 72 for oral argument in D.C. Circuit.
09/01/11	JM Simpson	5.10	Further review and analysis of materials in preparation for oral argument.
09/01/11	JT Small	.80	Review of appellate issues.{NO CHARGE}
09/02/11	JM Simpson	4.00	Further review of case law and record materials in preparation for oral argument.
09/02/11	JT Small	.50	Review of appellate materials.{NO CHARGE}
09/05/11	JM Simpson	4.50	Further preparation for oral argument on appeal.
09/06/11	MT Emery	.20	Communication with clerk's office in connection with Form 72 notice for oral argument.
09/06/11	JM Simpson	3.00	Further preparation for oral argument on appeal.
09/06/11	JT Small	1.30	Review of appellate briefs.{NO CHARGE}
09/07/11	JM Simpson	2.00	Further preparation for oral argument in D.C. Circuit appeal.
09/07/11	JT Small	1.00	Review of appellate briefs.
09/08/11	JM Simpson	.10	Review correspondence from clerk regarding Form 72.
09/08/11	JM Simpson	.50	Conference with firm attorney regarding oral argument issues.
09/08/11	JM Simpson	3.80	Further preparation for oral argument.
09/08/11	JT Small	1.00	Review of appellate briefs.
09/09/11	JM Simpson	3.50	Further preparation for oral argument in D.C. Circuit.
09/09/11	JT Small	.50	Review of appellate briefs.{NO CHARGE}
09/10/11	JM Simpson	2.00	Further preparation for D.C. Circuit oral argument.
09/11/11	JM Simpson	3.00	Further preparation for D.C. Circuit oral argument.
09/12/11	JS Franklin	6.50	Prepare for and attend oral argument; meeting with L. Joiner et al regarding same.
09/12/11	MC Pardo	4.00	Attend oral argument for appeal and meetings prior and afterward.
09/12/11	JM Simpson	4.00	Oral argument before court of appeals, including final preparation and

Feld Entertainment, Inc.
 Invoice Number: 11227888
 Invoice Date: October 27, 2011
 Invoice Due Date: November 26, 2011
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
09/12/11	JM Simpson	1.00	other logistical activities incidental thereto. Conference with client representatives regarding appellate oral argument.
09/14/11	JT Small	.50	Discussion regarding oral argument.
09/29/11	JT Small	.50	Review of certain appellate materials, including court orders.(NO CHARGE)
09/30/11	MT Emery	.50	Contact clerk and Deposition Services regarding copy of oral argument transcript.
09/30/11	JM Simpson	.10	Review notice of oral argument transcript availability and correspondence with firm attorney regarding same.
09/30/11	JT Small	.50	Review of appellate filings and various briefings.
TOTAL CHARGEABLE HOURS			55.10
FEES.....			\$39,405.00
LESS: DISCOUNT FOR TIME BILLED AT NO CHARGE			\$(2,880.00)
TOTAL FEES			\$36,525.00
EXPENSES & SERVICES:			
	Copy	86.85	
	Delivery services/messengers	31.10	
	Deposition transcripts	75.25	
	Online Research - Lexis	30.00	
	Pacer	2.72	
			<u>\$225.92</u>
TOTAL INVOICE AMOUNT DUE			<u>\$36,750.92</u>

Feld Entertainment, Inc.
Invoice Number: 11227888
Invoice Date: October 27, 2011
Invoice Due Date: November 26, 2011

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	6.60	\$800.00	5,280.00
Jonathan S. Franklin	7.00	\$740.00	5,180.00
John M. Simpson	36.80	\$715.00	26,312.00
Michelle C. Pardo	4.00	\$590.00	2,360.00
Mark Thomas Emery	0.70	\$390.00	273.00
TOTAL	55.10		39,405.00

Invoice Number: 11227888

Matter Number: 10513410

Invoice Date: October 27, 2011

Invoice Due Date: November 26, 2011

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY NOVEMBER 26, 2011

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from September 1, 2011 through September 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$39,405.00
LESS: DISCOUNT FOR TIME BILLED AT NO CHARGE	\$(2,880.00)
TOTAL EXPENSES & SERVICES	\$225.92
TOTAL INVOICE AMOUNT DUE	\$36,750.92

WIRE TRANSFER INSTRUCTIONS:

Financial Privacy

Invoice Number: 11240799
Matter Number: 10513410
Invoice Date: December 13, 2011
Invoice Due Date: January 12, 2012

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from October 1, 2011 through October 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/28/11	RE Bazan	4.00	Privilege
10/28/11	RE Bazan	1.50	Review and analyze circuit court opinion.
10/28/11	JS Franklin	1.00	Review D.C. Circuit opinion.
10/28/11	JS Franklin	.80	E-mails, internal discussions, and discussion with client regarding same and likelihood of further review.
10/28/11	MC Pardo	1.80	Privilege
10/28/11	MC Pardo	1.00	Review appellate decision and conferences with firm attorneys and client regarding same.
10/28/11	MC Pardo	4.00	Privilege
10/28/11	MC Pardo	1.00	Media interviews with firm attorney and consultant regarding appellate decision.
10/28/11	JM Simpson	1.00	Review and analysis of opinion of court of appeals.
10/28/11	JM Simpson	6.00	Various telephone conferences and meetings with client representatives, firm attorneys and consultants and review of materials regarding appellate decision, including media impact aspects of same.
10/31/11	JM Simpson	1.50	Review and analysis of court rules regarding rehearing and bill of costs procedures

TOTAL CHARGEABLE HOURS 23.60

FEES..... \$13,276.50

Feld Entertainment, Inc.

Invoice Number: 11240799

Matter Number: 10513410

Invoice Date: December 13, 2011

Invoice Due Date: January 12, 2012

Page 2

EXPENSES & SERVICES:

Copy	3.90	
Delivery services/messengers	<u>6.77</u>	<u>\$10.67</u>

TOTAL AMOUNT DUE \$13,287.17

Feld Entertainment, Inc.
Invoice Number: 11240799
Matter Number: 10513410
Invoice Date: December 13, 2011
Invoice Due Date: January 12, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Jonathan S. Franklin	1.80	\$740.00	1,332.00
John M. Simpson	8.50	\$715.00	6,077.50
Michelle C. Pardo	7.80	\$590.00	4,602.00
Rebecca Eileen Bazan	5.50	\$230.00	1,265.00
TOTAL	23.60		13,276.50

Invoice Number: 11240799
Matter Number: 10513410

Invoice Date: December 13, 2011
Invoice Due Date: January 12, 2012

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Privilege

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY JANUARY 12, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from October 1, 2011 through October 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$13,276.50
TOTAL EXPENSES & SERVICES.....	\$10.67
TOTAL AMOUNT DUE.....	\$13,287.17

WIRE TRANSFER INSTRUCTIONS:

Bank:

Privilege

ABA Routing #:
Account Number:
Account Title:

Invoice Number: 11240807
 Matter Number: 10513410
 Invoice Date: December 13, 2011
 Invoice Due Date: January 12, 2012

Lisa Zeiler Joiner
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from November 1, 2011 through November 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/01/11	MC Pardo	.30	Review media regarding DC Circuit decision.
11/01/11	JM Simpson	2.50	Review and analysis of 10-28-11 opinion for rehearing issues.
11/02/11	JS Franklin	.30	Review motion to intervene; correspondence regarding same.
11/02/11	MC Pardo	.30	Review proposed motion to intervene and discussion of same with firm attorneys.
11/02/11	MC Pardo	.10	Review client correspondence regarding proposed motion to intervene in appeal.
11/02/11	JM Simpson	.80	Review and analysis of intervenor filing and distribution of same.
11/02/11	JM Simpson	1.50	Review internet materials relevant to intervenor filing.
11/03/11	JM Simpson	.10	Conference with firm attorney regarding bill of costs.
11/03/11	JM Simpson	.20	Telephone conference with Clerk of Court of Appeals regarding intervenor filing and correspondence regarding same.
11/04/11	MT Emery	1.20	Review relevant rules and records in preparation of bill of costs to D.C. Circuit.
11/07/11	JM Simpson	.10	Conference with firm attorney regarding bill of costs in appellate court.
11/08/11	MT Emery	1.80	Prepare bill of costs; communicate with L. Joiner and J. Simpson regarding same; complete filing of bill of costs.
11/08/11	JM Simpson	.30	Correspondence with client representative and firm attorney regarding bill of costs.
11/14/11	JM Simpson	.90	Preparation for meeting with counsel for FFA.
11/14/11	JM Simpson	.40	Meeting with counsel for FFA.
11/14/11	JM Simpson	.30	Telephone conference with client representatives regarding meeting with counsel for FFA.
11/14/11	JM Simpson	.20	Telephone conference with client representative regarding issues as to potential settlement.
11/14/11	JM Simpson	.30	Review and analysis of insurance coverage letter from One Beacon to FFA.

Feld Entertainment, Inc.
 Invoice Number: 11240807
 Matter Number: 10513410
 Invoice Date: December 13, 2011
 Invoice Due Date: January 12, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/16/11	JM Simpson	.50	Analysis of potential settlement options and strategies.
11/17/11	JM Simpson	2.70	Analysis of potential settlement options and strategies and preparation of analysis and advice regarding same.
11/18/11	JM Simpson	.20	Telephone conference with counsel for FFA regarding settlement proposal concept.
11/18/11	JM Simpson	.30	Privilege
11/18/11	JM Simpson	.30	Telephone conference with client representatives regarding contact with FFA counsel as to settlement proposal concept.
11/18/11	JM Simpson	.10	Conference with firm attorney regarding issues raised by FFA attorney.
11/19/11	JM Simpson	1.00	Analysis of strategy regarding attorneys fee petition.
11/21/11	JM Simpson	.10	Telephone conference with counsel for FFA regarding settlement issues.
11/21/11	JM Simpson	.30	Telephone conference with client representative regarding telephone conference with counsel for FFA.
11/21/11	JM Simpson	.10	Further telephone conference with counsel for FFA regarding settlement issues.
11/21/11	JM Simpson	.10	Further telephone conference with client representative regarding second contact with counsel for FFA.
11/21/11	JM Simpson	.10	Telephone conference with client representative regarding settlement issues.
11/21/11	JM Simpson	.70	Conference with firm attorney regarding issues as to forthcoming attorneys fee petition.
11/21/11	JM Simpson	.50	Review and analysis of relevant district court decision and correspondence with client representatives regarding same.
11/22/11	MC Pardo	1.00	Review research regarding bill of costs and attorney's fees issues.
11/22/11	JM Simpson	2.00	Assemble and review materials related to bill of costs issues.
11/28/11	RE Bazan	3.00	Prepare Motion for Further Proceedings for Attorneys' Fees and Costs.
11/28/11	RE Bazan	1.40	Strategy conference with firm attorneys.
11/28/11	RE Bazan	1.20	Legal research for Motion for Attorneys' Fees.
11/28/11	MT Emery	.80	Review and analyze petition for rehearing.
11/28/11	JS Franklin	1.00	Review petition for rehearing; correspondence regarding same.
11/28/11	MC Pardo	1.50	Review petition for rehearing and discuss same with firm attorneys.
11/28/11	MC Pardo	1.00	Strategy conference regarding attorney's fees arguments and procedure.
11/28/11	JM Simpson	1.50	Review plaintiffs' petition for rehearing and correspondence with client representatives regarding same.
11/28/11	JM Simpson	1.60	Review and analysis of Bill of Costs and opposition thereto in preparation for commencement of post-appellate proceedings in district court.
11/28/11	JM Simpson	.40	Cross-check appellate appendix items against Bill of Costs.
11/28/11	JM Simpson	.80	Conference with firm attorneys regarding initiation of proceedings on bill of costs and attorneys fee petition.
11/28/11	JM Simpson	.10	Telephone conference with counsel for FFA.
11/28/11	JM Simpson	.10	Telephone conference with client representative regarding telephone conference with counsel for FFA.

Feld Entertainment, Inc.
 Invoice Number: 11240807
 Matter Number: 10513410
 Invoice Date: December 13, 2011
 Invoice Due Date: January 12, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/28/11	JM Simpson	1.80	Review prior research memorandum on bill of costs issues.
11/28/11	JM Simpson	.10	Correspondence with client representatives regarding contact by counsel for FFA.
11/28/11	JT Small	.80	Review of appellate filings. (NO CHARGE)
11/29/11	RE Bazan	.60	Strategy conference with firm attorneys regarding petition for rehearing.
11/29/11	MT Emery	7.30	Review and analyze petition for rehearing, and prior briefing and oral argument transcript; research D.C. Circuit law on submission of evidence in petitions for rehearing.
11/29/11	JS Franklin	.20	Correspondence regarding possible response to petition for rehearing.
11/29/11	MC Pardo	.50	Review decisions relating to rehearing by appellate court.
11/29/11	MC Pardo	.80	Strategy conferences with firm attorney regarding likelihood of court granting rehearing or requiring client briefing.
11/29/11	JM Simpson	4.80	Further review and analysis of plaintiffs' petition for rehearing in court of appeals and various conferences with firm attorneys regarding same.
11/29/11	JT Small	.50	Review of appellate filings.
11/30/11	MT Emery	3.50	Research on D.C. Circuit case law regarding submission of evidence in a petition for rehearing; analysis of petition for rehearing in light of research.
11/30/11	MC Pardo	2.00	Review attorneys fees decisions and memorandum of law briefing same.
11/30/11	JT Small	.30	Review of appellate filings; brief discussion with John Simpson.
TOTAL CHARGEABLE HOURS			59.20
FEES.....			\$33,812.00
LESS DISCOUNT FOR TIME BILLED AT NO CHARGE			(\$640.00)
EXPENSES & SERVICES:			
	Copy	4.50	
	Meals	30.53	
	Online Research - Lexis	65.00	
			<u>\$100.03</u>
TOTAL INVOICE AMOUNT DUE			<u>\$33,272.03</u>

Feld Entertainment, Inc.
 Invoice Number: 11240807
 Matter Number: 10513410
 Invoice Date: December 13, 2011
 Invoice Due Date: January 12, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	0.80	\$800.00	640.00
Jonathan S. Franklin	1.50	\$740.00	1,110.00
John M. Simpson	27.80	\$715.00	19,877.00
Michelle C. Pardo	7.50	\$590.00	4,425.00
Mark Thomas Emery	14.60	\$390.00	5,694.00
Rebecca Eileen Bazan	6.20	\$230.00	1,426.00
TOTAL	59.20		33,812.00

Invoice Number: 11240807
Matter Number: 10513410

Invoice Date: December 13, 2011
Invoice Due Date: January 12, 2012

Lisa Zeiler Joiner
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY JANUARY 12, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from November 1, 2011 through November 30, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$33,812.00
LESS DISCOUNT FOR TIME BILLED AT NO CHARGE	(\$640.00)
TOTAL EXPENSES & SERVICES	\$100.03
TOTAL INVOICE AMOUNT DUE	\$33,272.03

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:
Account Number:
Account Title:

Invoice Number: 11248757
 Matter Number: 10513410
 Invoice Date: January 12, 2012
 Invoice Due Date: February 11, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through December 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/01/11	MT Emery	.30	Communicate with opposing counsel regarding service copies of items filed with petition for rehearing.
12/01/11	JS Franklin	2.00	Review and analyze petition for rehearing and cited authorities.
12/02/11	MT Emery	1.80	Review service copies of petition for rehearing and attached cds; coordinate preparation of copies and circulate to group.
12/02/11	MC Pardo	.30	Review rehearing materials and analysis of firm attorneys.
12/02/11	JM Simpson	.10	Correspondence with firm attorney regarding electronically linked version of petition for rehearing.
12/05/11	JM Simpson	.50	Review materials regarding expert witness issues in connection with attorneys fee petition.
12/06/11	MT Emery	1.50	Organize and participate in meeting with J. Simpson, J. Franklin and M. Pardo regarding response to petition for rehearing in D.C. Circuit.
12/06/11	MT Emery	5.50	Research record, case law, and rules in preparation for response to petition for rehearing.
12/06/11	JS Franklin	2.00	Meeting with team regarding opposition to petition for rehearing.
12/06/11	MC Pardo	1.30	Strategy meetings regarding response to rehearing petition.
12/06/11	MC Pardo	.80	Review rehearing brief.
12/06/11	MC Pardo	.90	Review transcript and prior briefings to assist with response to rehearing petition.
12/06/11	JM Simpson	.20	Conference with firm attorneys regarding potential expert witnesses in connection with attorneys fee petition.
12/06/11	JM Simpson	.10	Review order regarding response to petition for rehearing.
12/06/11	JM Simpson	1.90	Conference with firm attorneys regarding issues to address in response to petition for rehearing.
12/06/11	JM Simpson	.50	Telephone conference with client representative regarding issues in petition for rehearing.
12/06/11	JM Simpson	.80	Review record materials for items relevant to response to petition for rehearing.
12/06/11	JT Small	.30	Review of appellate filings.
12/07/11	MT Emery	10.50	Research record, case law, and rules in preparation for response to

Feld Entertainment, Inc.

Invoice Number: 11248757

Matter Number: 10513410

Invoice Date: January 12, 2012

Invoice Due Date: February 11, 2012

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			petition for rehearing; draft response to petition for rehearing.
12/07/11	MC Pardo	.50	Research experts for attorney's fee process.
12/07/11	MC Pardo	.40	Discuss strategies for response to rehearing petition.
12/07/11	JM Simpson	6.00	Review record materials and analysis of certain issues in petition for rehearing with preparation of correspondence regarding same.
12/08/11	MT Emery	12.50	Research record, case law, and rules; draft response to petition for rehearing.
12/08/11	MC Pardo	.30	Review new DC Circuit case related to standing and analyze for reference in response to rehearing petition.
12/09/11	MT Emery	4.50	Draft response to petition for rehearing.
12/09/11	JS Franklin	4.50	Draft, review and revise opposition to petition for rehearing; research regarding same.
12/09/11	MC Pardo	.30	Discuss strategy regarding response to rehearing.
12/09/11	JM Simpson	.60	Review and analysis of appellate decision pertinent to case and correspondence regarding same.
12/09/11	JM Simpson	.10	Conference with firm attorney regarding response to petition for rehearing.
12/12/11	MT Emery	4.80	Review record and revise opposition to rehearing in light of comments from J. Simpson and M. Pardo; citecheck opposition.
12/12/11	JS Franklin	3.00	Review and revise opposition to petition for rehearing; research regarding same.
12/12/11	MC Pardo	1.00	Review rehearing brief and edit same.
12/12/11	MC Pardo	.20	Conference with firm attorney regarding edits to rehearing brief.
12/12/11	MC Pardo	1.00	Strategy conference with firm attorneys regarding opposition to rehearing.
12/12/11	JM Simpson	1.00	Review and analysis of electronically linked version of petition for rehearing.
12/12/11	JM Simpson	2.50	Review and revise draft of response to petition for rehearing and correspondence regarding same.
12/13/11	MT Emery	1.80	Revise opposition to petition for rehearing.
12/13/11	JS Franklin	1.50	Review and revise opposition to petition for rehearing.
12/13/11	JM Simpson	1.00	Further work on response to petition for rehearing and correspondence regarding same.
12/13/11	JM Simpson	.10	Conference with firm attorney regarding response to petition for rehearing.
12/15/11	MC Pardo	.30	Review new caselaw in connection with rehearing analysis.
12/16/11	MT Emery	4.50	Review opposition to petition for rehearing in light of client comments and new D.C. Circuit case; revise addendum and citecheck opposition.
12/16/11	JS Franklin	1.50	Review new D.C. Circuit opinion on organizational standing; E-mail regarding same; review and revise opposition to petition for rehearing.
12/16/11	LC Murphy	1.00	For M Emery - cite check, blue book, quote check, and shepardize "Opposition to Petition for Rehearing"
12/16/11	MC Pardo	.30	Review decision for rehearing briefing and review strategy of firm attorneys regarding same.
12/16/11	MC Pardo	.20	Review clients edits to rehearing briefing.
12/16/11	JM Simpson	1.00	Further review of and revisions to response to petition for rehearing.
12/16/11	JM Simpson	.30	Review comments by client representative on response to petition for

Feld Entertainment, Inc.

Invoice Number: 11248757

Matter Number: 10513410

Invoice Date: January 12, 2012

Invoice Due Date: February 11, 2012

Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/16/11	JM Simpson	1.30	rehearing. Review and analysis of D.C. Circuit opinion relevant to response to rehearing petition and correspondence with firm attorneys regarding same.
12/18/11	JM Simpson	1.00	Review further draft of response to petition for rehearing.
12/19/11	MT Emery	6.80	Further cite checking and revisions to opposition to petition for panel rehearing; integrate comments from reviewers; prepare and revise addendum to opposition; review relevant rules in preparation for filing.
12/19/11	MC Pardo	.50	Review draft of rehearing opposition.
12/19/11	JM Simpson	.10	Correspondence with client representatives regarding current draft of response to petition for rehearing.
12/20/11	MT Emery	1.80	Final revisions and review in preparation for filing of opposition to petition for panel rehearing.
12/21/11	MT Emery	2.50	Attend to final review and filing of electronic and paper copies of opposition to petition for panel rehearing.
12/21/11	JS Franklin	.50	Review and finalize opposition to petition for rehearing.
12/21/11	JM Simpson	.80	Final review of and revisions to response to petition for rehearing.
12/21/11	JM Simpson	.10	Conference with firm attorney regarding filing of petition for rehearing.
12/21/11	JM Simpson	.10	Review correspondence from clerk of court regarding paper copies of response to petition for rehearing.
12/21/11	JM Simpson	.10	Correspondence to client representatives regarding filing of response to petition for rehearing.
12/21/11	JM Simpson	1.10	Conference with firm attorneys regarding proceeding in district court on attorneys fee issue following conclusion of appellate proceeding.

TOTAL CHARGEABLE HOURS 104.70

FEES..... \$54,648.50

EXPENSES & SERVICES:

Copy	164.25
Other	65.77
Online Research - Lexis	533.00
Online Research - Westlaw	1,337.30
Pacer	36.88

\$2,137.20TOTAL AMOUNT DUE \$56,785.70

Feld Entertainment, Inc.
 Invoice Number: 11248757
 Matter Number: 10513410
 Invoice Date: January 12, 2012
 Invoice Due Date: February 11, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	0.30	\$800.00	240.00
Jonathan S. Franklin	15.00	\$740.00	11,100.00
John M. Simpson	21.30	\$715.00	15,229.50
Michelle C. Pardo	8.30	\$590.00	4,897.00
Mark Thomas Emery	58.80	\$390.00	22,932.00
Lillie C. Murphy	1.00	\$250.00	250.00
TOTAL	104.70		54,648.50

Invoice Number: 11248757
Matter Number: 10513410

Invoice Date: January 12, 2012
Invoice Due Date: February 11, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY FEBRUARY 11, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through December 31, 2011 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$54,648.50
TOTAL EXPENSES & SERVICES	\$2,137.20
TOTAL AMOUNT DUE	\$56,785.70

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

BA Routing #:
Account Number:
Account Title:

Invoice Number: 11259672
Matter Number: 10513410
Invoice Date: February 27, 2012
Invoice Due Date: March 28, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through January 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
1/03/12	MC Pardo	.80	Review information for attorneys fees process.
1/03/12	JM Simpson	.20	Telephone conference with client representative regarding status of pending matters.
01/03/12	JM Simpson	1.50	Analysis of attorneys fee issue.
01/04/12	JM Simpson	1.50	Analysis of attorneys fee issue.
01/09/12	JM Simpson	.50	Conference with client representatives regarding status of case and likely next events.
01/10/12	MC Pardo	4.00	Review prior attorney fee cases and filings in preparation for drafting of motion for attorneys fees.
01/10/12	MC Pardo	1.00	Strategy meeting regarding preparation of attorney's fees motion.
01/11/12	MC Pardo	.30	Privilege
01/11/12	MC Pardo	.30	Privilege
01/11/12	JM Simpson	.10	Review order denying petition for rehearing and correspondence regarding same.
01/11/12	JM Simpson	.50	Conference with firm attorney regarding order denying petition for rehearing and correspondence regarding same and next steps likely to occur in district court.
01/11/12	JM Simpson	.90	Telephone conference with client representatives regarding order denying petition for rehearing and correspondence regarding same and next steps likely to occur in district court.
01/11/12	JM Simpson	.80	Conference with firm attorneys regarding potential expert witnesses in conjunction with attorneys fee petition.
01/11/12	JM Simpson	.30	Privilege
01/11/12	JM Simpson	.30	Privilege
01/11/12	JT Small	1.00	Review of court order denying rehearing en banc; meetings with firm

Feld Entertainment, Inc.
 Invoice Number: 11259672
 Matter Number: 10513410
 Invoice Date: February 27, 2012
 Invoice Due Date: March 28, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			attorneys regarding attorneys fees issues and expert testimony relating thereto.
01/12/12	RE Bazan	1.00	Strategy conference with firm attorneys regarding attorneys' fees and costs.
01/12/12	MC Pardo	1.00	Review orders related to attorneys' fee schedule briefing and prepare strategy of motion requesting briefing schedule.
01/12/12	MC Pardo	3.00	Review and prepare invoices for attorneys fee procedure and related conferences with firm attorneys and support regarding same.
01/12/12	MC Pardo	1.00	Strategy conferences between firm attorney and client regarding R. Zuckerman contact related to settlement and attorney's fees.
01/12/12	KL Petteway	.50	Confer with firm attorneys regarding case status.
01/12/12	KL Petteway	2.00	Legal research regarding timing of litigation of attorney's fees petition.
01/12/12	JM Simpson	.10	Telephone conference with counsel for FFA regarding attorneys fee petition and timing of same.
01/12/12	JM Simpson	1.00	Telephone conference with client representative regarding contact from counsel for FFA on attorneys fee issue and other issues related to attorneys fee claim.
01/12/12	JM Simpson	1.50	Review prior spreadsheets and related materials pertaining to items to be claimed in attorneys fee petition.
01/12/12	JM Simpson	.60	Conference with firm attorney regarding prior spreadsheets and related materials pertaining to items to be claimed in attorneys fee petition.
01/12/12	JM Simpson	1.00	Conference with firm attorneys regarding attorneys fees issue and preparation of initial motions regarding same.
01/12/12	JM Simpson	2.50	Review case law pertinent to attorneys fee issue.
01/13/12	RE Bazan	1.00	Review recent cases regarding award of attorneys' fees.
01/13/12	RE Bazan	.20	Prepare Motion for Briefing Schedule and to Direct Clerk to Tax Costs.
01/13/12	MC Pardo	.50	Review and discuss research regarding potential cert petition and effect on stay of case.
01/13/12	MC Pardo	2.00	Review invoices and conference with firm attorney for strategy in compiling information for attorney's fee motion and supporting documentation.
01/13/12	KL Petteway	4.50	Legal research regarding timing of litigation of attorney's fees petition; prepare summary regarding same.
01/13/12	JM Simpson	4.50	Review case law relevant to petition for attorneys fees.
01/13/12	JM Simpson	.20	Conference with firm attorney regarding petition for attorneys fees.
01/13/12	JM Simpson	1.50	Review and analysis of research memoranda on attorneys fee issues.
01/17/12	RE Bazan	3.40	Prepare Motion for Briefing Schedule and to Direct Clerk to Tax Costs.
01/17/12	RE Bazan	1.10	Legal research for motion for attorneys' fees.
01/17/12	MC Pardo	1.50	Review documents and analyze for attorney's fees issue.
01/17/12	MC Pardo	.50	Conference with firm attorney regarding strategy related to motion to establish attorneys fees procedure and briefing schedule.
01/17/12	MC Pardo	.80	Review draft motion regarding attorney's fees and provide edits to same.
01/17/12	MC Pardo	.80	Conference with firm attorney regarding attorney's fees motion strategy.
01/17/12	MC Pardo	1.80	Review data regarding attorney's fee invoices and conference with firm

Feld Entertainment, Inc.
 Invoice Number: 11259672
 Matter Number: 10513410
 Invoice Date: February 27, 2012
 Invoice Due Date: March 28, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			attorney and support regarding same.
01/17/12	JM Simpson	1.00	Work on motion to establish further proceedings.
01/18/12	RE Bazan	1.70	Legal research for Motion for Attorneys' Fees.
01/18/12	MC Pardo	1.00	Review attorney's fee decisions and briefs in connection with application for attorney's fees.
01/18/12	JM Simpson	.10	Privilege
01/18/12	JM Simpson	.10	Telephone conference with media person regarding appellate outcome and denial of petition for rehearing.
01/18/12	JM Simpson	.30	Telephone conference with client representative regarding case status and related issues.
01/19/12	RE Bazan	.80	Legal research for Motion for Attorneys' Fees.
01/19/12	MC Pardo	4.50	Review and analyze caselaw and arguments related to attorneys fees motion and conference with firm attorney regarding results of same.
01/19/12	MC Pardo	3.00	Review invoice entries for inclusion in data supporting attorney's fee motion.
01/19/12	JM Simpson	.10	Correspondence with counsel for ASPCA regarding entry of appearance and correspondence with client representative regarding same.
01/19/12	JM Simpson	.60	Conference with firm attorney regarding issues as to attorneys fee petition.
01/20/12	RE Bazan	3.70	Legal research for Motion for Attorneys' Fees.
01/20/12	MC Pardo	.20	Review and discuss P. Tomlinson email with firm attorney.
01/20/12	MC Pardo	4.50	Research attorneys fees motions by plaintiffs and related caselaw.
01/20/12	MC Pardo	2.00	Review and analyze invoices for inclusion in attorneys fee motion and discuss same with firm attorney.
01/20/12	JM Simpson	1.50	Research docket entries regarding certain matters related to hourly rates pertinent to attorneys fee issue.
01/20/12	JM Simpson	.30	Conference with firm attorney regarding attorneys fee issue.
01/20/12	JM Simpson	.10	Correspondence with firm attorney regarding attorneys fee issue.
01/23/12	RE Bazan	.30	Review expert affidavit regarding attorneys' fees.
01/23/12	MC Pardo	.50	Strategy conference regarding motion for further proceedings and proposed briefing schedule regarding same.
01/23/12	MC Pardo	4.90	Review billings in preparation for attorney fee application and potential items to exclude.
01/23/12	JM Simpson	2.00	Review and analysis of filings in Miller v. Holzmann for examples of claim and supporting detail for attorneys fee claims.
01/23/12	JM Simpson	4.50	Review and analysis of D.C. district court case law relevant to amount of attorneys fees recoverable and arguments typically made to reduce said claims.
01/24/12	RE Bazan	1.40	Prepare Motion for Attorneys' Fees.
01/24/12	MC Pardo	6.70	Review caselaw and research regarding attorneys fees including compensable and non compensable items and analysis of same.
1/24/12	MC Pardo	.30	Conference with firm support regarding analysis of accounting of attorney's fees.
01/24/12	MC Pardo	.60	Review and discuss draft of motion requesting further proceedings.
01/25/12	RE Bazan	3.50	Legal research for Motion for Attorneys' Fees.

Feld Entertainment, Inc.

Invoice Number: 11259672

Matter Number: 10513410

Invoice Date: February 27, 2012

Invoice Due Date: March 28, 2012

Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/25/12	RE Bazan	.30	Review and revise Motion to Establish Further Proceedings and to Set Hearing.
01/25/12	MC Pardo	.50	Conference with firm attorney related to mandate, bill of costs, and fee application.
01/25/12	MC Pardo	6.00	Review statistical and billing data in preparation for fee application and analyze same in accordance with caselaw.
01/25/12	JM Simpson	.30	Review and revise draft of motion for further proceedings.
01/25/12	JM Simpson	.10	Correspondence with client regarding draft of motion for further proceedings.
01/25/12	JM Simpson	4.90	Review and analysis of DDC case law relevant to attorneys fees claim and issues as to amounts typically deducted or excluded in such proceedings.
01/26/12	MC Pardo	.50	Review and discuss pro hac and appearances and counsel of record in ASPCA matter and potential conflicts related to same.
01/26/12	MC Pardo	6.40	Review fee applications and decisions in District of Columbia and conference with firm attorneys regarding same.
01/26/12	MC Pardo	1.00	Research regarding fee applications submitted by Meyer Glitzenstein and Crystal.
1/26/12	JM Simpson	7.00	Review and analysis of DDC case law relevant to attorneys fees claim and issues as to amounts typically deducted or excluded in such proceedings.
01/26/12	JM Simpson	.70	Conference with firm attorney regarding issues as to presentation of defendant's attorneys fee claims on amount sought.
01/26/12	JM Simpson	.10	Review trial court ECF docket entry regarding issuance of appellate mandate.
01/26/12	JM Simpson	.10	Correspondence regarding trial court ECF docket entry regarding issuance of appellate mandate.
01/27/12	RE Bazan	7.00	Legal research for Motion for Attorneys' Fees.
01/27/12	MC Pardo	.20	Telephone conference with client regarding application for attorney's fees and issuance of mandate.
01/27/12	MC Pardo	.30	Conference with firm attorney related to plaintiffs' position on pursuit of attorney's fees and timetable related to same.
01/27/12	MC Pardo	5.80	Review caselaw and analysis law related to application for attorney's fees and issues related to compensable versus noncompensable items.
01/27/12	MC Pardo	.50	Conference with firm attorney regarding analysis of data related to ASPCA billings in connection with fee application.
01/27/12	MC Pardo	.30	Conference with firm support regarding ASPCA billings and fees.
01/27/12	MC Pardo	.20	Review material related to surveys of Washington DC billing rates in connection with fee application.
01/27/12	JM Simpson	.60	Further revisions to motion to establish further proceedings in district court.
01/27/12	JM Simpson	.40	Telephone conference with client representative regarding strategy on attorneys fee motion.
01/27/12	JM Simpson	.30	Telephonic and electronic correspondence with counsel for FFA regarding motion to establish further proceedings in district court.
01/27/12	JM Simpson	.30	Telephone conference with client representative regarding contact with

Feld Entertainment, Inc.

Invoice Number: 11259672

Matter Number: 10513410

Invoice Date: February 27, 2012

Invoice Due Date: March 28, 2012

Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			counsel for FFA regarding motion to establish further proceedings in district court.
01/27/12	JM Simpson	.20	Conference with accounting personnel regarding spreadsheets to be used in support of attorneys fee motion.
01/27/12	JM Simpson	.70	Review and analysis of draft spreadsheets to be used in support of attorneys fee motion.
01/27/12	JM Simpson	3.00	Review and analysis of D.C. district court case law relevant to amount of attorneys fees recoverable and arguments typically made to reduce said claims.
01/30/12	RE Bazan	7.70	Legal research for Motion for Attorneys' Fees.
01/30/12	MC Pardo	7.00	Review and prepare billing documents for attorney's fee motion and discussion of same with firm attorney.
01/30/12	MC Pardo	.20	Conference with accounting personnel regarding attorney billing data and statistics in connection with preparation of attorney's fee motion.
01/30/12	MC Pardo	.30	Conference with accounting personnel regarding attorney billing data and statistics in connection with preparation of attorney's fee motion.
01/30/12	MC Pardo	.10	Review notices of appearance by RICO attorneys to ASPCA matter.
01/30/12	KL Petteway	.30	Confer with M. Pardo regarding data in support of attorney's motion; compile same.
01/30/12	JM Simpson	.70	Review and analysis of recent opinion pertinent to issues potentially to be raised in attorneys fee briefing and correspondence regarding same.
01/30/12	JM Simpson	.10	Review correspondence from counsel for plaintiffs regarding motion to establish further proceedings.
01/30/12	JM Simpson	.10	Correspondence with client representatives regarding correspondence from counsel for plaintiffs regarding motion to establish further proceedings.
01/30/12	JM Simpson	.50	Finalize, serve and electronically file motion to establish further proceedings.
01/30/12	JM Simpson	.10	Review correspondence from firm attorney regarding issues as to categories of compensable work for attorneys fee claim.
01/30/12	JM Simpson	.40	Conference with firm attorney regarding issues as to categories of compensable work for attorneys fee claim.
01/30/12	JM Simpson	.10	Correspondence with client representatives regarding various electronic filings of the day.
01/30/12	JM Simpson	6.50	Review and analysis of docket sheets and entries in fee disputes in local and other district courts involving plaintiffs' counsel as to admissions and other relevant information.
01/31/12	RE Bazan	.50	Prepare and file Notice of Entry of Appearance.
01/31/12	RE Bazan	3.80	Legal research for Motion for Attorneys' fees.
01/31/12	MC Pardo	6.00	Review billing documents and analyze in preparation for attorneys fee application.
01/31/12	MC Pardo	.30	Review plaintiff's response to motion for further proceedings and discuss same with firm attorneys.
01/31/12	MC Pardo	.10	Review client correspondence related to motion for further proceedings and plaintiff's response thereto.
01/31/12	MC Pardo	.40	Discussion of case law cited in plaintiff's response to motion for further

Feld Entertainment, Inc.

Invoice Number: 11259672

Matter Number: 10513410

Invoice Date: February 27, 2012

Invoice Due Date: March 28, 2012

Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			proceedings and review of same.
01/31/12	KL Petteway	.50	Review case law regarding attorney's fee awards under section 1988.
01/31/12	JM Simpson	2.50	Research regarding enhancement/time value of money issues as they pertain to recovery of attorneys fees.
01/31/12	JM Simpson	.80	Conference with firm attorneys regarding issues and strategy in preparation of initial brief in first round of attorneys fee litigation.
01/31/12	JM Simpson	.50	Conference with firm attorneys regarding matters to address in spreadsheet exhibits and related exhibits to be used in connection with attorneys fee claim.
01/31/12	JM Simpson	3.60	Analysis of issues to be addressed in opening brief on attorneys fee claim and relationship of same to final decision by the court in 12-30-09.
01/31/12	JM Simpson	.10	Review additional filed notices of appearance and correspondence with client representatives regarding same.
01/31/12	JM Simpson	.20	Review plaintiffs' response to motion for further proceedings and correspondence with client representatives regarding same.

TOTAL CHARGEABLE HOURS 194.80

FEES..... \$118,889.00

EXPENSES & SERVICES:

Copy	114.00
Other - Records Retrieval fee	275.69
Online Research - Lexis	2,236.59
Pacer	121.20

\$2,747.48TOTAL AMOUNT DUE \$121,636.48

Feld Entertainment, Inc.
 Invoice Number: 11259672
 Matter Number: 10513410
 Invoice Date: February 27, 2012
 Invoice Due Date: March 28, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	1.00	\$860.00	860.00
John M. Simpson	65.00	\$800.00	52,000.00
Michelle C. Pardo	83.60	\$625.00	52,250.00
Kara Lynn Petteway	7.80	\$400.00	3,120.00
Rebecca Eileen Bazan	37.40	\$285.00	10,659.00
TOTAL	194.80		118,889.00

Invoice Number: 11259672
Matter Number: 10513410

Invoice Date: February 27, 2012
Invoice Due Date: March 28, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY MARCH 28, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through January 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$118,889.00
TOTAL EXPENSES & SERVICES.....	\$2,747.48
TOTAL AMOUNT DUE.....	\$121,636.48

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

BA Routing #:
Account Number:
Account Title:

Invoice Number: 11273816
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from February 1, 2012 through February 29, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/01/12	RE Bazan	6.10	Legal research for Motion for Attorneys' Fees.
02/01/12	MC Pardo	8.00	Review and analyze time entries in connection with application for attorney's fees and conference with firm attorney regarding entries.
02/01/12	J D Pilznienski	.70	Correspondence and conference with N. Raspa regarding hardcopy invoice blow back; prepare files for printing.
02/01/12	NA Raspa	.20	Confer and correspond with M. Pardo and J. Pilznienski regarding redaction of invoices in document review database; compile unredacted invoices from database.
02/01/12	JM Simpson	2.50	Review and analysis of Supreme Court case law cited by plaintiffs and written discussion of same.
02/01/12	JM Simpson	.30	Conference with firm attorney regarding potential redaction issues as to documents in support of attorneys fee claim.
02/01/12	JM Simpson	3.50	Analysis of issues likely to be raised by plaintiffs on opposition to fee recovery claim.
02/01/12	JT Small	.40	[NO CHARGE] Review of various pleadings and other filings.
02/02/12	RE Bazan	2.00	Conference with firm attorneys regarding forthcoming motions for attorneys' fees and strategy regarding same.
02/02/12	RE Bazan	2.60	Privilege
02/02/12	MC Pardo	2.00	Conference with firm attorneys to discuss caselaw regarding attorney's fee applications, strategy regarding same, and division of tasks related thereto.
02/02/12	MC Pardo	4.50	Review attorney bills and analyze same in connection with preparation of fee application.
02/02/12	MC Pardo	.20	Review caselaw cited in plaintiffs' response to motion for further proceedings and discussion of case analysis with firm attorneys.
02/02/12	KL Petteway	.30	Prepare list of attorney's fees research topics; confer with firm attorneys regarding same.
02/02/12	KL Petteway	1.20	Review caselaw regarding legal standards for attorney's fees awards.
02/02/12	KL Petteway	2.00	Confer with firm attorneys forthcoming attorney's fees motions;

Feld Entertainment, Inc.

Invoice Number: 11273816

Matter Number: 10513410

Invoice Date: April 18, 2012

Invoice Due Date: May 18, 2012

Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			strategize regarding same.
02/02/12	JM Simpson	2.00	Meeting with firm attorneys to discuss and consider strategy and issues as to forthcoming motions for recovery of attorneys fees.
02/02/12	JM Simpson	.40	Locate and forward to firm attorney certain decisions in case relevant to attorneys fee issues.
02/02/12	JM Simpson	4.70	Review and analysis of Supreme Court case law relevant to issues raised in entitlement phase of attorneys fee claim.
02/02/12	JT Small	.50	[NO CHARGE] Review of various pleadings.
02/03/12	RE Bazan	3.50	Review of District of Columbia cases regarding claim for entitlement to attorneys' fees.
02/03/12	LC Murphy	1.50	For K Petteway - compile legislative history of "Endangered Species Act"
02/03/12	MC Pardo	.10	Review client correspondence regarding payment of appellate costs.
02/03/12	MC Pardo	5.00	Review time entries in attorney bills and analyze each in connection with application for attorney's fees.
02/03/12	JM Simpson	.10	Correspondence from opposing counsel and with client regarding appellate costs.
02/03/12	JM Simpson	.60	Telephone conference with client representative regarding preparation of attorneys fee motion and likely course of proceedings in connection therewith.
02/03/12	JM Simpson	6.20	Research and review case law on fraud on the court issues in the context of awarding of attorneys fees.
02/03/12	JM Simpson	.80	Analysis of strategy in pursuing legal fees claim.
02/03/12	JT Small	.50	[NO CHARGE] Review of various pleadings and other materials.
02/04/12	RE Bazan	3.00	Review of District of Columbia cases regarding claim for entitlement to attorneys' fees.
02/06/12	RE Bazan	1.30	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/06/12	MC Pardo	5.00	Review and analyze attorney and paralegal billing entries and prepare initial redactions in connection with application for attorneys fees.
02/06/12	MC Pardo	1.00	Conferences with firm attorney regarding analysis of caselaw related to attorney's fees and legal arguments supporting same.
02/06/12	KL Petteway	.30	Prepare notice of appearance; file same.
02/06/12	JM Simpson	6.50	Review and analysis of case law pertinent to potential argument in attorneys fee motion that plaintiffs' conduct was vexatious, unreasonable and without foundation.
02/06/12	JT Small	.50	[NO CHARGE] Review of various pleadings and court orders.
02/07/12	RE Bazan	6.20	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/07/12	MC Pardo	1.70	Review and analyze attorneys fees issues and discuss same with firm attorneys.
02/07/12	MC Pardo	4.30	Review and analyze attorney invoices and prepare for fee application.
02/07/12	JM Simpson	7.00	Review and analysis of case law pertinent to potential argument in attorneys fee motion that plaintiffs' conduct was vexatious, unreasonable and without foundation.
02/07/12	JM Simpson	.40	Conference with firm attorney regarding strategy as to potential bases for claim for attorneys fees.

Feld Entertainment, Inc.
 Invoice Number: 11273816
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/07/12	JT Small	.50	[NO CHARGE] Review of various pleadings and submissions.
02/08/12	RE Bazan	4.70	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/08/12	MC Pardo	.70	Conference with firm attorney regarding fee application and strategy regarding same.
02/08/12	MC Pardo	4.00	Review billing entries and prepare preliminary redactions to same in connection with fee application.
02/08/12	JM Simpson	5.00	Review and analysis of case law pertinent to potential argument in attorneys fee motion that plaintiffs' conduct was vexatious, unreasonable and without foundation.
02/09/12	RE Bazan	2.20	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/09/12	MC Pardo	6.00	Review attorneys fee invoices and prepare for fee application.
02/09/12	MC Pardo	1.00	Review and discuss caselaw with firm attorney relating to entitlement to attorney's fees.
02/09/12	KL Petteway	2.00	Review ESA legislative history regarding award of attorney's fees.
02/09/12	KL Petteway	.50	Review caselaw regarding attorney's fee awards to "prevailing" parties.
02/09/12	JM Simpson	7.80	Research and analysis of case law relevant to issues connected with attorneys fee motion including attorneys fee cases involving plaintiffs, standing dismissals, and bad faith and fraud on the court issues.
02/09/12	JM Simpson	.30	Conference with firm attorney regarding strategy as to attorneys fee claims in the context of a dismissal for lack of standing.
02/10/12	RE Bazan	4.30	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees and preparation of written analysis regarding same.
02/10/12	MC Pardo	.30	Review and discuss with firm attorney minute orders regarding attorney's fees briefing schedule.
02/10/12	MC Pardo	2.60	Review caselaw regarding attorney's fees entitlement and discuss same with firm attorneys and strategy with respect to fee application.
02/10/12	KL Petteway	6.00	Review D.C. Circuit caselaw regarding 28 U.S.C. 1927.
02/10/12	KL Petteway	1.30	Review caselaw regarding attorney's fee awards to "prevailing" parties.
02/10/12	JM Simpson	1.20	Review and analysis of cases regarding jurisdictional issues as to attorneys fee claim.
02/10/12	JM Simpson	.20	Review minute orders issued by court.
02/10/12	JM Simpson	.10	Conference with firm attorneys regarding minute orders issued by court.
02/10/12	JT Small	.50	[NO CHARGE] Review of various rulings; brief discussion with JMS.
02/11/12	JM Simpson	1.20	Review and analysis of circuit court precedent regarding "prevailing party" determinations for purposes of fee-shifting
02/12/12	KL Petteway	2.50	Review D.C. Circuit caselaw regarding 28 U.S.C. 1927.
02/13/12	RE Bazan	7.10	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/13/12	MC Pardo	4.00	Review caselaw related to recovery of attorneys fees and discuss same with firm attorney.
02/13/12	KL Petteway	5.00	Review caselaw outside D.C. Circuit regarding 28 U.S.C. 1927.
02/13/12	KL Petteway	1.30	Review D.C. Circuit caselaw regarding 28 U.S.C. 1927.

Feld Entertainment, Inc.

Invoice Number: 11273816

Matter Number: 10513410

Invoice Date: April 18, 2012

Invoice Due Date: May 18, 2012

Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/13/12	JT Small	.20	[NO CHARGE] Review of various pleadings.
02/14/12	RE Bazan	4.70	Review of D.D.C. cases regarding claim for entitlement to attorneys' fees.
02/14/12	RE Bazan	3.10	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/14/12	MC Pardo	4.20	Review attorney invoices and analyze in connection with preparation of fee petition.
02/14/12	MC Pardo	.10	Review minute order issued by court.
02/14/12	KL Petteway	3.00	Prepare summary regarding 28 U.S.C. 1927 caselaw.
02/14/12	KL Petteway	2.80	Review caselaw outside D.C. Circuit regarding 28 U.S.C. 1927.
02/14/12	KL Petteway	1.80	Review Miller v. Holzman decision regarding attorney's fees award.
02/14/12	JM Simpson	.80	Review research analysis of section 1927 issues.
02/14/12	JM Simpson	6.80	Research, review and analysis of IRS Form 990's of organizational parties insofar as is relevant to potential ability to pay claims.
02/14/12	JT Small	.50	[NO CHARGE] Review of various motions, orders, and other pleadings.
02/15/12	RE Bazan	1.70	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
2/15/12	RE Bazan	2.70	Strategy conference with firm attorneys regarding bases for entitlement to attorneys' fees and case law regarding same for upcoming motion.
02/15/12	MC Pardo	7.20	Review attorney invoices and analyze same in connection with application for attorney's fees.
02/15/12	KL Petteway	.70	Review 3/23/10 status hearing transcript.
02/15/12	KL Petteway	2.50	Meet with firm attorneys regarding attorney's fees motion and strategy.
02/15/12	KL Petteway	2.80	Legal research regarding fraud on the court and sanctions for same.
02/15/12	KL Petteway	1.80	Review caselaw outside of D.C. Circuit regarding sanctions under 28 U.S.C. 1927.
02/15/12	JM Simpson	4.00	Review and collate information from publicly available tax return and other financial information regarding organizational plaintiffs' finances and information relevant to potential arguments regarding ability to pay an attorneys fee award.
02/15/12	JM Simpson	2.00	Conference with firm attorneys regarding issues in preparing opening brief on entitlement issue and strategy in advancing arguments in connection therewith.
02/15/12	JT Small	.40	[NO CHARGE] Brief review of pleadings.
02/16/12	RE Bazan	6.00	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/16/12	MC Pardo	5.00	Review and analyze invoice narratives in preparation for attorney's fee application.
02/16/12	MC Pardo	.30	Review research regarding legal avenues for recovery of attorney's fees.
02/16/12	KL Petteway	1.40	Review and summarize notes from 2/15/12 meeting of firm attorneys.
2/16/12	KL Petteway	6.10	Review non-D.C. Circuit caselaw regarding fraud on the court.
02/16/12	KL Petteway	1.00	Review 12/30/09 Memorandum Opinion.
02/16/12	JM Simpson	2.70	Research, review and analyze case law regarding recovery of attorneys fees in cases involving paid plaintiffs and similar

Feld Entertainment, Inc.
 Invoice Number: 11273816
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			circumstances.
02/16/12	JM Simpson	4.50	Further work on reviewing and collating information from publicly available tax return and other financial information regarding organizational plaintiffs' finances and information relevant to potential arguments regarding ability to pay an attorneys fee award.
02/16/12	JT Small	.30	[NO CHARGE] Brief review of pleadings.
02/17/12	RE Bazan	3.90	Review of Endangered Species Act cases nationwide regarding claim of entitlement to attorneys' fees.
02/17/12	RE Bazan	1.20	Review of D.C. Circuit cases regarding claim for entitlement to attorneys' fees.
02/17/12	MC Pardo	3.60	Review and analyze invoices in connection with attorney's fee application.
02/17/12	KL Petteway	7.50	Review D.C. Circuit and non-D.C. Circuit caselaw regarding fraud on the court.
02/17/12	JM Simpson	6.20	Review and analysis of case law on standards governing claims for attorneys fees under section 1927 as well as the inherent power of the court.
02/17/12	JT Small	.40	[NO CHARGE] Review of briefs.
2/18/12	JM Simpson	2.00	Identification and analysis of various defensive arguments likely to be raised by plaintiffs in opposing opening entitlement argument.
02/20/12	KL Petteway	.60	Review Rule 52(c) argument transcript.
02/21/12	RE Bazan	1.80	Prepare written analysis of cases in which environmental fee shifting statutes provided attorneys' fees to prevailing defendants.
02/21/12	RE Bazan	3.50	Review of other environmental statute attorneys' fees cases nationwide regarding claim of entitlement to attorneys' fees.
02/21/12	RE Bazan	2.60	Review of Endangered Species Act cases nationwide regarding claim of entitlement to attorneys' fees.
02/21/12	MC Pardo	3.50	Review and prepare draft redactions to attorney invoices in connection with preparation for fee application.
02/21/12	KL Petteway	5.00	Review caselaw regarding fraud on the court.
02/21/12	KL Petteway	1.00	Review 9/20/05 hearing transcript.
02/21/12	KL Petteway	1.00	Review Rule 52(c) hearing transcript.
02/21/12	JM Simpson	3.00	Work on spreadsheet as to information derived from plaintiffs' Form 990's relevant to attorneys fee issue.
02/21/12	JT Small	.80	Review various pleadings, court-ordered, and other submissions; brief discussion with Lisa Joiner.
02/22/12	RE Bazan	.50	Conference with firm attorney regarding strategy for Motion for Entitlement to Attorneys' Fees.
02/22/12	RE Bazan	1.00	Review D.C. Circuit opinions regarding entitlement to fees and prepare written analysis of same.
02/22/12	RE Bazan	5.30	Review case law and prepare written analysis of D.D.C. attorneys' fees opinions.
02/22/12	MC Pardo	5.30	Review and prepare draft redactions to attorney invoices in connection with preparation for fee application.
02/22/12	MC Pardo	.80	Review research regarding legal basis for pursuing attorney's fees and discuss issues related to each with firm attorney.
02/22/12	MC Pardo	.30	Review Judge Sullivan decision in connection with analysis of

Feld Entertainment, Inc.
 Invoice Number: 11273816
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			attorney's misconduct related to pursuit of attorneys fees.
02/22/12	KL Petteway	4.50	Review 2001 D.C. Circuit appellate briefs.
02/22/12	KL Petteway	2.50	Review caselaw regarding fraud on the court.
02/22/12	JM Simpson	2.50	Finalize spreadsheet regarding Form 990 information and draft and forward to client representatives written analysis of same.
02/22/12	JM Simpson	.30	Review analysis of Judge Sullivan's attorneys fee decisions.
02/22/12	JM Simpson	2.10	Review and analysis of case law potentially relevant to attorneys fee issues.
02/22/12	JT Small	.30	[NO CHARGE] Brief review of various submissions and court orders.
02/23/12	RE Bazan	1.60	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/23/12	RE Bazan	2.00	Review D.C. Circuit opinions regarding entitlement to fees and prepare written analysis of same.
02/23/12	RE Bazan	3.60	Review D.C. Circuit case law regarding "prevailing party" vs. "as appropriate" statutory interpretation and prepare written analysis of same.
02/23/12	RE Bazan	1.00	Strategy conference with firm attorney regarding case law and drafting Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/23/12	KL Petteway	8.50	Draft factual background section of attorneys' fees brief.
02/23/12	JM Simpson	.20	Review correspondence from firm attorney regarding prevailing party issue as to attorneys fees.
02/23/12	JM Simpson	.80	Conference with firm attorney regarding prevailing party issue as to attorneys fees.
02/23/12	JM Simpson	.10	Correspondence with firm attorneys regarding recent appellate case relevant to attorneys fee issue.
02/23/12	JT Small	.30	[NO CHARGE] Brief review of various filings.
02/24/12	RE Bazan	5.10	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/24/12	RE Bazan	2.90	Review legislative history of Endangered Species Act.
02/24/12	KL Petteway	7.50	Review caselaw re: inherent authority, bad faith and fraud on the court; prepare summary regarding same.
02/24/12	JT Small	.40	[NO CHARGE] Brief review of various materials.
02/25/12	MC Pardo	.40	Review prevailing party research.
02/27/12	RE Bazan	6.80	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/27/12	MC Pardo	5.00	Review caselaw regarding recovery of attorneys' fees and review and analyze attorney invoices as per same.
02/27/12	KL Petteway	6.80	Review caselaw regarding inherent authority, bad faith and fraud on the court; prepare summary regarding same.
02/27/12	JM Simpson	.40	Conference with firm attorney regarding redaction issues as to supporting documentation.
02/27/12	JM Simpson	.40	Telephone conference with client representative regarding pending issues and status of same.
02/27/12	JM Simpson	1.50	Work on list of themes and points to be included in attorneys fee motion.
02/28/12	RE Bazan	6.60	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/28/12	MC Pardo	1.00	Conference with firm attorneys regarding development of arguments related to recovery of attorneys' fees and factual development of same.
02/28/12	MC Pardo	.80	Research public statement by ASPCA plaintiffs in connection with

Feld Entertainment, Inc.

Invoice Number: 11273816

Matter Number: 10513410

Invoice Date: April 18, 2012

Invoice Due Date: May 18, 2012

Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/28/12	MC Pardo	5.20	preparation of factual section of attorneys fees brief.
02/28/12	MC Pardo	.30	Review and prepare proposed redactions to attorney invoices in connection with application for attorneys' fees.
02/28/12	KL Petteway	8.50	Conference with firm support regarding preparation of spreadsheet regarding attorney rates and time information.
02/28/12	JM Simpson	.80	Prepare factual summary section of attorneys' fees brief.
02/28/12	JM Simpson	.20	Review and analysis of research memorandum on inherent authority of court to sanction parties and attorneys.
02/28/12	JM Simpson	1.50	Correspondence with firm attorneys regarding issues as to inherent authority of court to sanction parties and attorneys.
02/28/12	JM Simpson	2.00	Internet research on matters pertinent to attorneys fee claim.
02/28/12	JM Simpson	2.30	Review and analysis of statements in 2006 symposium by plaintiffs' counsel as to standing and correspondence with firm attorneys regarding same.
02/29/12	RE Bazan	8.00	Prepare themes and points to be included in motion for attorneys fees.
02/29/12	MC Pardo	1.00	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
02/29/12	MC Pardo	3.70	Research regarding plaintiffs and public statements regarding case and staffing of same in connection with attorneys' fees motion.
02/29/12	KL Petteway	8.50	Review and analyze invoices in connection with application for attorneys fees and propose redactions to same.
02/29/12	JM Simpson	3.50	Draft factual background section of attorneys' fees brief.
02/29/12	JM Simpson	3.50	Further work on compilation of themes and points for attorneys fee motion.
02/29/12	JM Simpson	3.50	Review case law relevant to claim for attorneys fees under ESA.
02/29/12	JT Small	.30	[NO CHARGE] Brief review of various court submissions, pleadings, and orders.

TOTAL CHARGEABLE HOURS 433.00

FEES..... \$223,646.00

EXPENSES & SERVICES:

Copy	147.60
Delivery services/messengers	11.13
Online Research - Lexis	11,498.39
Online Research - Westlaw	26.00
Pacer	90.72

\$11,773.84TOTAL AMOUNT DUE..... \$235,419.84

Invoice Number: 11273816
Matter Number: 10513410

Invoice Date: April 18, 2012
Invoice Due Date: May 18, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY MAY 18, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from February 1, 2012 through February 29, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$223,646.00
TOTAL EXPENSES & SERVICES	\$11,773.84
TOTAL AMOUNT DUE	\$235,419.84

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:
Account Number:
Account Title:

Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from March 1, 2012 through March 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/01/12	RE Bazan	.30	Review memorandum regarding themes for Motion for Attorneys' Fees.
03/01/12	RE Bazan	2.00	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/01/12	MC Pardo	1.00	Review draft factual summary for entitlement briefing on attorneys' fees.
03/01/12	MC Pardo	1.00	Conference with firm attorneys regarding factual portions of entitlement section and case law regarding applicable legal standards.
03/01/12	MC Pardo	.50	Strategy conference with firm attorney regarding legal arguments related to attorneys' fees.
03/01/12	MC Pardo	1.30	Review hearing and trial transcripts in connection with preparation of attorneys fee briefings and discuss excerpts of same with firm attorney.
03/01/12	MC Pardo	1.30	Review memorandum of law and accompanying caselaw regarding attorneys fees arguments.
03/01/12	MC Pardo	3.00	Review, analyze and propose redactions for attorneys fee invoices in connection with fee application.
03/01/12	KL Petteway	9.00	Prepare factual background section of attorneys' fees motion.
03/01/12	JM Simpson	6.70	Prepare written analysis of points and themes to be covered in attorneys fee motion and correspondence with firm attorneys regarding same.
03/02/12	MC Pardo	2.40	Review and analyze case law and analysis on attorneys fee issues.
03/02/12	MC Pardo	4.00	Review and analyze attorney invoices in connection with preparation of fee application.
03/02/12	MC Pardo	1.00	Create spreadsheet regarding Covington attorney and support information in connection with analysis of attorney fee application.
03/02/12	MC Pardo	.60	Prepare outline of issues to discuss with client regarding attorney fees.
03/02/12	KL Petteway	7.00	Prepare factual background section of attorneys' fees brief.
03/02/12	JM Simpson	3.20	Prepare written analysis of various cases relevant to attorneys fee motion issues found in multiple Lexis searches and forward same to

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			firm attorneys.
03/05/12	RE Bazan	7.40	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/05/12	MC Pardo	6.50	Review and analyze invoices and prepare draft redactions in connection with pursuit of attorneys fees.
03/05/12	KL Petteway	8.50	Prepare factual background section of attorneys' fees brief.
03/05/12	JM Simpson	5.50	Review and analysis of courts' 12-30-09 decision to isolate parts to cite in briefing on attorneys fee claim.
03/06/12	RE Bazan	5.80	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/06/12	MC Pardo	5.80	Review invoices and analyze/prepare for attorneys fee application.
03/06/12	MC Pardo	.50	Conference with firm attorney regarding strategy of entitlement argument and supporting caselaw.
03/06/12	MC Pardo	.20	Conference with accounting support and review draft materials to assist in compiling information for attorneys fee petition.
03/06/12	KL Petteway	7.00	Prepare factual background section of attorneys' fees brief.
03/06/12	JM Simpson	1.50	Further collection of points and arguments to be included in attorneys fee motion.
03/06/12	JM Simpson	2.50	Review trial record for certain citations in support of fraud on the court argument in attorneys fee petition.
03/06/12	JM Simpson	.10	Review correspondence regarding certain Covington time entries.
03/07/12	RE Bazan	1.50	Conference with firm attorney regarding revisions to factual section of Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/07/12	RE Bazan	4.90	Prepare Brief in Support of Motion for Entitlement to Attorneys' fees.
03/07/12	RE Bazan	1.60	Review and revise factual background section of Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/07/12	MC Pardo	.30	Review and edit information compiled by accounting to assist in attorneys fee analysis and preparation of attorneys fee application.
03/07/12	MC Pardo	1.00	Conference with firm attorneys regarding research and analysis of caselaw in preparation for attorneys fee entitlement briefing.
03/07/12	MC Pardo	.70	Review caselaw regarding attorneys' fees.
03/07/12	MC Pardo	5.00	Review and analyze time entries in connection with preparation for attorneys fees petition.
03/07/12	MC Pardo	.30	Review transcripts of public statements made regarding standing by ASPCA plaintiffs.
03/07/12	KL Petteway	10.00	Prepare factual background section of attorneys' fees brief.
03/07/12	JM Simpson	.80	Review and analysis of spreadsheet prepared by accounting personnel regarding attorneys fees billed and collected in case.
03/07/12	JM Simpson	.30	Conference with firm attorney and accounting personnel regarding revisions to attorneys fee spreadsheet.
03/07/12	JM Simpson	.80	Review correspondence and accompanying case law regarding bad faith exception to American rule.
03/07/12	JM Simpson	1.00	Review trial record for certain citations relevant to fraud on the court argument.
03/08/12	RE Bazan	3.30	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/08/12	RE Bazan	4.70	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/08/12	KL Petteway	1.80	Prepare factual background section of attorneys' fees brief.
03/08/12	KL Petteway	.80	Review subject matter jurisdiction section of attorneys' fees brief; confer with firm attorney regarding same.

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/08/12	KL Petteway	7.00	Prepare inherent authority and 28 U.S.C. 1927 section of attorneys' fees brief.
03/08/12	JM Simpson	.10	Conference with accounting personnel regarding revisions to attorneys fee spreadsheet.
03/09/12	RE Bazan	6.10	Prepare Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/09/12	RE Bazan	1.00	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/09/12	JM Simpson	.50	Conference with firm attorney regarding jurisdictional issues presented by attorneys fee motion.
03/11/12	RE Bazan	2.00	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/11/12	RE Bazan	1.50	Cite check Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/11/12	KL Petteway	5.00	Review and edit attorneys' fees brief.
03/12/12	RE Bazan	3.40	Revise and cite check Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/12/12	MC Pardo	2.00	Review and discuss proposed arguments with firm attorneys and develop factual section of entitlement brief.
03/12/12	MC Pardo	4.00	Review invoices and prepare redactions for attorneys fee briefings.
03/12/12	MC Pardo	1.30	Prepare and revise chart regarding law firm rates and outline of issues to discuss with client regarding recoverability of attorneys fees/entries.
03/12/12	KL Petteway	3.50	Review and edit attorneys' fees brief.
03/12/12	JM Simpson	2.50	Review and analysis of draft memorandum in support of motion for entitlement to attorneys fees.
03/12/12	JM Simpson	.10	Correspondence with firm attorneys regarding draft memorandum in support of motion for entitlement to attorneys fees.
03/13/12	RE Bazan	2.10	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/13/12	RE Bazan	5.00	Strategy conference with firm attorneys regarding draft Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/13/12	MC Pardo	3.50	Meeting with firm attorneys to strategize, edit and discuss draft of entitlement brief for attorneys fees.
03/13/12	MC Pardo	1.80	Meeting with firm attorneys to strategize, edit and discuss draft of entitlement brief for attorneys fees.
03/13/12	MC Pardo	1.40	Review caselaw and edit arguments in entitlement brief for attorneys fees.
03/13/12	KL Petteway	5.00	Confer with firm attorneys regarding motion for attorneys' fees brief.
03/13/12	KL Petteway	2.30	Review notes from meeting with firm attorneys; review and edit entire attorneys' fees brief.
03/13/12	JM Simpson	5.00	Conference with firm attorneys regarding draft memorandum in support of motion for entitlement to attorneys fees, issues raised thereby and revisions to make.
03/13/12	JM Simpson	.70	Review and analysis of recent D.C. Circuit case potentially relevant to attorneys fee motion.
03/14/12	RE Bazan	1.30	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/14/12	MC Pardo	6.80	Review and prepare draft redactions to attorney invoices as per caselaw and strategy.
03/14/12	MC Pardo	.80	Conference regarding preparation of and revisions to attorneys fees entitlement briefing.
03/14/12	KL Petteway	6.50	Conduct additional research regarding inherent authority; review and

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			edit inherent authority section of attorneys' fees brief.
03/14/12	JM Simpson	3.50	Work on summary exhibit to be used in connection with attorneys fee motion and compile underlying data for same.
03/14/12	JM Simpson	1.00	Review of source materials regarding entries on IRS Form 990.
03/15/12	RE Bazan	8.50	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/15/12	MC Pardo	8.00	Review legal invoices and draft redactions for attorneys fees application and review supporting caselaw for same.
03/15/12	KL Petteway	3.50	Conduct additional research regarding fraud on the court; review and edit fraud on the court section of motion for attorneys' fees.
03/15/12	KL Petteway	5.50	Conduct additional research regarding 28 U.S.C. 1927; review and edit 28 U.S.C. 1927 section of motion for attorneys' fees.
03/15/12	KL Petteway	1.30	Conduct additional research regarding inherent authority; review and edit inherent authority section of motion for attorneys' fees.
03/15/12	JM Simpson	2.30	Review and analysis of various secondary sources regarding 501(c)(3) charities and tax treatment thereof, including items reported on in Form 990.
03/15/12	JM Simpson	.50	Conference with firm attorney regarding questions as to underlying documents on attorneys fee claim.
3/16/12	RE Bazan	6.60	Revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/16/12	MC Pardo	1.00	Conference regarding strategy of brief and caselaw regarding attorneys fees.
03/16/12	MC Pardo	4.00	Review legal invoices and prepare draft redactions related to experts.
03/16/12	MC Pardo	2.00	Review and edit and discuss suggested changes to attorney's fees entitlement brief.
03/16/12	KL Petteway	5.30	Review and edit factual background section of attorneys' fees brief.
03/16/12	KL Petteway	1.20	Review and edit ESA section of attorneys' fees brief.
03/16/12	KL Petteway	1.30	Review and edit inherent authority section of motion for attorneys' fees brief.
03/16/12	KL Petteway	1.00	Review and edit entire attorneys' fees brief.
03/16/12	JM Simpson	4.00	Work on draft of motion for entitlement to attorneys fees.
03/16/12	JM Simpson	.80	Review and analysis of recent case law relevant to motion for entitlement to attorneys fees.
03/18/12	RE Bazan	2.00	Incorporate edits into master Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/18/12	MC Pardo	1.30	Review and edit attorney's fee entitlement briefing. Review transcript and trial/brief exhibits for citation to same.
03/18/12	JM Simpson	3.50	Work on memorandum in support of motion to establish entitlement to attorneys fees.
03/19/12	RE Bazan	6.10	Revise, insert citations for, and compile exhibits for Brief in Support of Motion for Entitlement to Attorneys Fees.
03/19/12	MC Pardo	3.00	Review and edit attorney's fees entitlement brief and conferences related to same.
03/19/12	MC Pardo	3.20	Strategy conferences to review brief and work through sections and edits to same.
03/19/12	KL Petteway	3.50	Conduct additional legal research regarding the bad faith exception to the American rule.
03/19/12	KL Petteway	3.60	Review complete draft of attorneys' fees brief.

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/19/12	JM Simpson	7.00	Further work on attorneys fee brief, collection and analysis of authorities and record entries cited therein and other task related to development of arguments.
03/19/12	JT Small	.50	Brief review of pleadings and discussion with John Simpson.
03/20/12	RE Bazan	5.30	Conference with firm attorneys regarding preparation and revision of Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/20/12	RE Bazan	3.50	Revise and incorporate revisions of others into Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/20/12	MC Pardo	1.80	Review and edit entitlement briefing to attorney's fees.
03/20/12	MC Pardo	4.00	Meetings regarding substantive revisions to entitlement brief and discussion of caselaw and strategy regarding same.
03/20/12	MC Pardo	.30	Conference regarding development of argument in attorney's fee entitlement briefing.
03/20/12	KL Petteway	6.80	Review and edit attorneys' fees brief; confer with firm attorneys regarding same.
03/20/12	KL Petteway	2.30	Review and edit inherent authority and section 1927 sections of attorneys' fees brief.
03/20/12	JM Simpson	7.00	Meeting with firm attorneys to revise attorneys fee brief, identify further areas of research and analysis and related tasks.
03/20/12	JT Small	.40	Brief discussion with John Simpson regarding status and other issues; review of certain materials.
03/21/12	RE Bazan	4.10	Conference with firm attorneys regarding preparation and revision of Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/21/12	RE Bazan	2.90	Revise and incorporate revisions of others into Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/21/12	MC Pardo	1.40	Review and revise draft of entitlement motion.
03/21/12	MC Pardo	5.00	Conference regarding substantive and strategic revisions to entitlement brief on attorneys fees, exhibits and caselaw with firm attorneys.
03/21/12	KL Petteway	3.50	Review and edit attorneys' fees brief; confer with firm attorneys regarding same.
03/21/12	KL Petteway	4.50	Review and edit entire draft of attorneys' fees brief.
03/21/12	JM Simpson	8.00	Meeting with firm attorneys to revise attorneys fee brief, identify further areas of research and analysis and related tasks.
03/21/12	JT Small	.50	[NO CHARGE] Brief review of various court orders and other materials regarding attorneys fees issue.
03/22/12	RE Bazan	6.30	Revise, check citations, and prepare exhibits for Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/22/12	MC Pardo	1.00	Review and edit charts/exhibits for entitlement briefing on attorney's fees.
03/22/12	MC Pardo	.50	Conference with firm attorney regarding revisions to entitlement brief.
03/22/12	MC Pardo	2.00	Review caselaw and meeting with firm attorney regarding arguments in entitlement briefing.
3/22/12	MC Pardo	.30	Review and edit glossary to accompany attorney's fee briefing.
03/22/12	MC Pardo	2.00	Review and edit briefing on attorney's fees entitlement.
03/22/12	MC Pardo	.50	Review trial record for attorney's fees entitlement briefing.
03/22/12	KL Petteway	8.00	Review and edit factual background section of attorneys' fees brief.

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/22/12	JM Simpson	.30	Conference with firm attorney regarding attorneys fee entitlement brief.
03/22/12	JM Simpson	3.30	Work on exhibits and related charts to be used to support attorneys fee entitlement motion.
03/22/12	JT Small	.60	[NO CHARGE] Brief review of various materials relating to attorneys' fees.
03/23/12	RE Bazan	.20	Conference with firm attorneys regarding revisions to Brief in Support of Motion for Entitlement to Attorneys' Fees and preparation of charts as exhibits to same.
03/23/12	RE Bazan	1.00	Incorporate revisions into master draft of Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/23/12	RE Bazan	.90	Prepare chart as exhibit for Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/23/12	MC Pardo	3.00	Review and edit drafts of attorneys fee entitlement brief.
03/23/12	MC Pardo	1.50	Conference with firm attorney regarding revisions to entitlement briefing.
03/23/12	MC Pardo	1.50	Review and edit draft exhibits to attorneys fee briefing.
03/23/12	MC Pardo	1.50	Research regarding requests for attorneys fees in D.D.C.
03/23/12	KL Petteway	5.00	Prepare Rider credibility chart.
3/23/12	KL Petteway	1.00	Confer with firm attorneys regarding Rider credibility chart.
03/23/12	JM Simpson	2.50	Further review of and revisions to attorneys fee entitlement brief.
03/23/12	JM Simpson	.70	Review draft of chart to support attorneys fee entitlement argument and conference with attorneys regarding same.
03/23/12	JM Simpson	2.40	Update D. C. federal case law developments relevant to attorneys fee entitlement motion.
03/23/12	JT Small	.50	[NO CHARGE] Review of certain materials related to attorneys fees motions.
03/24/12	RE Bazan	.60	Prepare chart as exhibit for Motion for Entitlement to Attorneys' Fees.
03/24/12	KL Petteway	1.00	Prepare Rider credibility chart.
03/25/12	RE Bazan	3.70	Prepare chart as exhibit for Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/25/12	KL Petteway	4.00	Prepare Rider credibility chart.
03/26/12	RE Bazan	1.20	Conference with firm attorneys regarding chart exhibit to Motion for Entitlement to Attorneys' Fees.
03/26/12	RE Bazan	1.20	Incorporate revisions into master Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/26/12	RE Bazan	.60	Review chart exhibit to Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/26/12	RE Bazan	3.10	Prepare chart as exhibit to Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/26/12	RE Bazan	.80	Prepare exhibits for Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/26/12	RE Bazan	.60	Incorporate revisions into Brief in Support of Motion for Entitlement to Attorneys' Fees.
3/26/12	MC Pardo	1.30	Review and edit charts for use as exhibits to attorney's fees entitlement brief and conference regarding such edits with firm attorney.
03/26/12	MC Pardo	.60	Conference regarding strategy and edits to entitlement brief.

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/26/12	MC Pardo	1.80	Review drafts of sections to entitlement briefing and propose edits to same.
03/26/12	KL Petteway	5.00	Review and revise chart of Rider credibility evidence.
03/26/12	KL Petteway	2.10	Review and revise motion for attorneys' fees.
03/26/12	JM Simpson	6.40	Further work on brief in support of motion for entitlement to attorneys fees.
03/26/12	JM Simpson	.90	Review and analysis of chart listing court findings that support arguments and conference with firm attorney regarding same.
03/26/12	JM Simpson	.50	Review relevant new district court decision regarding court's inherent authority to sanction counsel and parties and correspondence regarding same.
03/26/12	JT Small	.50	[NO CHARGE] Brief review of various pleadings and court orders relating to attorneys fees issues.
03/27/12	RE Bazan	.70	Review and revise chart exhibit to Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/27/12	RE Bazan	1.00	Incorporate revisions into master Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/27/12	MC Pardo	.50	Review draft of chart regarding Tom Rider testimony and propose edits to same.
03/27/12	KL Petteway	4.00	Review and revise chart regarding Rider credibility evidence.
03/27/12	KL Petteway	2.00	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
03/27/12	KL Petteway	1.50	Review and revise attorneys' fees brief.
03/27/12	JM Simpson	6.20	Further work on draft of brief in support of motion to establish entitlement to attorneys fees.
03/27/12	JM Simpson	1.20	Review and revise draft of chart regarding pre-filing and pre-trial evidence available to plaintiffs of Rider's falsehoods and correspondence regarding same.
03/28/12	RE Bazan	2.90	Work on brief in support of attorneys' fee motion.
03/28/12	RE Bazan	2.10	Revise chart as exhibit to Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/28/12	RE Bazan	1.10	Incorporate revisions into master Brief in Support of Motion for Entitlement for Attorneys' Fees.
03/28/12	MC Pardo	2.70	Review drafts of entitlement sections of brief and edit same.
03/28/12	MC Pardo	.40	Review of caselaw for inclusion in entitlement briefing.
03/28/12	MC Pardo	1.00	Discussions with firm attorney regarding edits and exhibits to entitlement brief.
03/28/12	MC Pardo	1.40	Review revised entitlement briefing draft and edit same.
03/28/12	KL Petteway	1.50	Review and revise motion for attorneys' fees.
03/28/12	KL Petteway	4.00	Conduct additional legal research regarding the bad faith exception to the American rule.
03/28/12	KL Petteway	2.00	Review and revise chart of Rider credibility evidence.
03/28/12	KL Petteway	3.00	Confer with firm attorneys regarding charts to be attached to motion for attorneys' fees.
03/28/12	JM Simpson	1.50	Review and analysis of recently issued caselaw relevant to arguments in brief supporting motion for entitlement to attorneys fees and correspondence regarding same.

Feld Entertainment, Inc.
 Invoice Number: 11273819
 Matter Number: 10513410
 Invoice Date: April 18, 2012
 Invoice Due Date: May 18, 2012
 Page 8

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/28/12	JM Simpson	.10	Conference with firm attorneys regarding exhibits to motion to establish entitlement to attorneys fees.
03/28/12	JM Simpson	.10	Conference with firm attorney regarding attorneys fee entitlement brief.
03/28/12	JM Simpson	2.00	Conference with firm attorneys regarding charts to be submitted in support of motion for entitlement to attorneys fees, revisions thereto and strategy in connection therewith.
03/28/12	JM Simpson	2.70	Further revisions to brief in support of motion for entitlement to attorneys fees and correspondence regarding same.
03/28/12	JT Small	.50	[NO CHARGE] Review of various pleadings related to attorney's fees issue.
03/29/12	RE Bazan	5.80	Revise chart and Brief in Support of Motion for Entitlement to Attorneys' Fees, and incorporate revisions regarding same.
03/29/12	MC Pardo	1.00	Review Covington correspondence and production letters for sequence of productions in connection with preparation of entitlement briefing.
03/29/12	MC Pardo	.60	Conference with firm attorney regarding preparation and editing of exhibits to entitlement briefing.
03/29/12	MC Pardo	.80	Conference regarding strategy with respect to entitlement arguments and exhibits.
03/29/12	MC Pardo	4.30	Review multiple drafts of entitlement briefing and exhibits and prepare edits to same.
03/29/12	MC Pardo	.40	Review caselaw in connection with edits to parentheticals in entitlement briefing.
03/29/12	KL Petteway	1.60	Review and revise chart regarding Rider credibility evidence.
03/29/12	KL Petteway	6.40	Review and revise inherent authority and section 1927 sections of motion for attorneys' fees.
03/29/12	KL Petteway	1.50	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
03/29/12	JM Simpson	3.20	Further work on brief in support of motion for entitlement to attorneys fees.
03/29/12	JM Simpson	1.50	Prepare motion for entitlement to attorneys fees, revisions to same and correspondence regarding same..
03/29/12	JM Simpson	.20	Telephone conference with client representative regarding cases status and related issues.
03/30/12	RE Bazan	3.70	Prepare exhibits for Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/30/12	RE Bazan	.50	Incorporate revisions into master Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/30/12	RE Bazan	.50	Review and revise Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/30/12	RE Bazan	1.30	Strategy conference with firm attorneys regarding revisions to Brief in Support of Motion for Entitlement to Attorneys' Fees.
03/30/12	MC Pardo	1.60	Conference with firm attorneys regarding edits to entitlement brief and exhibits and strategy regarding same.
03/30/12	MC Pardo	3.50	Review multiple versions of entitlement brief and exhibits and propose edits to each with discussion regarding same.
03/30/12	KL Petteway	7.50	Review and revise attorneys' fees brief.

Feld Entertainment, Inc.

Invoice Number: 11273819

Matter Number: 10513410

Invoice Date: April 18, 2012

Invoice Due Date: May 18, 2012

Page 9

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/30/12	KL Petteway	1.50	Review and revise motion for attorneys' fees; confer with firm attorneys regarding same.
03/30/12	JM Simpson	4.00	Further work on draft of brief in support of motion for entitlement to attorneys fees.
03/30/12	JM Simpson	2.00	Conference with firm attorneys regarding various issues in connection with brief in support of motion for entitlement to attorneys fees.
03/30/12	JT Small	.50	[NO CHARGE] Review of various materials related to the attorneys' fees request.

TOTAL CHARGEABLE HOURS 552.20

FEES..... \$279,231.00

EXPENSES & SERVICES:

Online Research - Lexis

3,772.94\$3,772.94

TOTAL INVOICE AMOUNT DUE \$283,003.94

Feld Entertainment, Inc.

Invoice Number: 11273819

Matter Number: 10513410

Invoice Date: April 18, 2012

Invoice Due Date: May 18, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	0.90	\$860.00	774.00
John M. Simpson	110.60	\$800.00	88,480.00
Michelle C. Pardo	128.70	\$625.00	80,437.50
Kara Lynn Petteway	179.30	\$400.00	71,720.00
Rebecca Eileen Bazan	132.70	\$285.00	37,819.50
TOTAL	552.20		279,231.00

Invoice Number: 11273819
Matter Number: 10513410

Invoice Date: April 18, 2012
Invoice Due Date: May 18, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY MAY 18, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from March 1, 2012 through March 31, 2012
as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$279,231.00
TOTAL EXPENSES & SERVICES	\$3,772.94
<hr/>	
TOTAL INVOICE AMOUNT DUE	\$283,003.94

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

BA Routing #:
Account Number:
Account Title:

Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through April 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
4/01/12	RE Bazan	1.50	Incorporate revisions into master Motion for Entitlement to Attorneys' Fees.
04/01/12	RE Bazan	4.40	Revise Motion for Entitlement to Attorneys' Fees.
04/01/12	KL Petteway	2.30	Review various filings regarding plaintiffs' request for injunctive relief.
04/01/12	KL Petteway	3.00	Conduct additional legal research regarding fraud on the court.
04/01/12	JM Simpson	.10	Review correspondence regarding further draft of brief in support of attorneys fee entitlement motion.
04/02/12	RE Bazan	.50	Incorporate edits into master Motion for Entitlement to Attorneys' Fees.
04/02/12	RE Bazan	3.10	Review and revise Motion for Entitlement to Attorneys' Fees.
04/02/12	RE Bazan	1.00	Incorporate revisions to master Motion for Entitlement to Attorneys' Fees.
04/02/12	MC Pardo	5.00	Work on multiple versions of entitlement briefing and edit same.
04/02/12	MC Pardo	.80	Conference with firm attorney regarding edits to entitlement brief.
04/02/12	KL Petteway	7.00	Review and revise inherent authority and section 1927 sections of motion for attorneys' fees.
04/02/12	KL Petteway	1.50	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
04/02/12	KL Petteway	.80	Review and revise entire motion for attorneys' fees.
04/02/12	JM Simpson	5.30	Further work on brief in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
04/02/12	JM Simpson	.30	Conference with firm attorney regarding attorneys fee brief and issues related to same.
04/02/12	JT Small	.30	[No charge.] Brief review of certain materials related to attorneys' fees petition.
04/03/12	RE Bazan	4.70	Review and revise Motion for Entitlement to Attorneys' Fees, incorporate revisions into master draft, review and revise chart exhibits to motion.
04/03/12	MC Pardo	5.50	Review drafts of entitlement briefing and exhibits charts, make edits to same, and discuss edits with firm attorneys.

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
04/03/12	KL Petteway	1.50	Review Rider Carbondale lecture videotape for additional information in support of attorneys fee claim.
04/03/12	KL Petteway	4.30	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
04/03/12	JM Simpson	3.60	Further work on brief in support of motion for entitlement to attorneys fees.
04/03/12	JM Simpson	.60	Review and revise credibility chart to be used in connection with brief in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
04/03/12	JM Simpson	.70	Review and revise chart of findings of fact and conclusions of law to be used in connection with brief in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
04/03/12	JM Simpson	.60	Work on Form 990 exhibit for use in connection with attorneys fee motion.
04/03/12	JM Simpson	.10	Correspondence with client representatives regarding drafts of attorneys fee motion (entitlement) and supporting papers.
04/03/12	JT Small	.30	[No charge.] Brief review of various materials relating to attorneys' fees issue.
04/04/12	RE Bazan	1.80	Cite check Motion for Entitlement to Attorneys' Fees.
04/04/12	MC Pardo	1.50	Meetings regarding revisions to exhibits to entitlement briefing and review of sources for same.
04/04/12	MC Pardo	3.40	Review and comments on subsequent drafts of entitlement brief and exhibits.
04/04/12	MC Pardo	.50	Conference regarding development of arguments and exhibits for entitlement brief.
04/04/12	KL Petteway	5.00	Review and revise Rider credibility chart.
04/04/12	KL Petteway	1.30	Review Rider Carbondale lecture videotape.
04/04/12	JM Simpson	.20	Correspondence with firm attorneys regarding exhibits for attorneys fee motion.
04/05/12	RE Bazan	.80	Incorporate revisions into chart exhibit.
04/05/12	RE Bazan	4.50	Cite check Motion for Entitlement to Attorneys' Fees.
04/05/12	RE Bazan	1.00	Revise Motion for Entitlement to Attorneys' Fees to include newly filed case.
04/05/12	MC Pardo	3.60	Conferences with attorneys regarding edits to entitlement brief, review and prepare additional edits to brief and exhibits.
04/05/12	MC Pardo	1.00	Review docket in D. Maryland for citation of environmental case in attorneys fee entitlement briefing and strategy discussion regarding same.
04/05/12	KL Petteway	3.00	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
04/05/12	KL Petteway	3.80	Review and revise Rider credibility chart.
04/05/12	JM Simpson	3.50	Review and analysis of HSUS cases in D.D.C. regarding attorneys fee issues.
04/05/12	JM Simpson	.50	Review and analysis of ruling in D. Md. Clean Water Act case as to relevance to attorneys fee motion and correspondence with firm attorneys regarding same.

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
04/05/12	JT Small	.30	[No charge.] Brief review of materials relating to attorneys' fees issues.
04/06/12	RE Bazan	2.00	Incorporate revisions into master Motion for Entitlement to Attorneys' Fees.
04/06/12	RE Bazan	3.80	Cite check Motion for Entitlement to Attorneys' Fees.
04/06/12	RE Bazan	1.10	Cross reference Motion for Entitlement to Attorneys' Fees with supporting chart exhibit and revise same.
04/06/12	MC Pardo	4.50	Review, edit and discuss with firm attorneys edits to entitlement brief and exhibits.
04/06/12	MC Pardo	.50	Review revisions to entitlement briefing and local ECF rules.
04/06/12	KL Petteway	2.30	Review and revise Rider credibility chart.
04/06/12	KL Petteway	3.50	Cite check motion for attorneys' fees.
04/06/12	JM Simpson	.30	Review additional edits to brief in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
04/06/12	JM Simpson	.10	Correspondence with client representative regarding most recent draft of brief in support of motion for entitlement to attorneys fees.
04/06/12	JM Simpson	2.50	Further work on draft of memorandum in support of motion for entitlement to attorneys fees.
04/06/12	JM Simpson	.20	Conference with firm attorney regarding finalization of brief in support of motion for entitlement to attorneys fees and related issues.
04/06/12	JM Simpson	.10	Correspondence regarding evidence chart in support of motion for entitlement to attorneys fees.
04/06/12	JT Small	.30	[No charge.] Review of various materials relating to attorneys' fees motions.
04/08/12	KL Petteway	3.00	Cite check motion for attorneys' fees.
04/09/12	RE Bazan	.60	Incorporate revisions into chart exhibit to Motion for Entitlement to Attorneys' Fees.
04/09/12	RE Bazan	1.60	Revise brief for cuts.
04/09/12	RE Bazan	1.20	Incorporate revisions into Motion for Entitlement to Attorneys' Fees.
04/09/12	RE Bazan	1.00	Strategy conference with firm attorneys regarding revisions to Motion for Entitlement to Attorneys' Fees.
04/09/12	RE Bazan	.40	Review and analyze client-suggested changes.
04/09/12	RE Bazan	1.90	Make revisions, incorporate changes, meet with K. Petteway regarding changes, organize exhibits.
04/09/12	MC Pardo	1.00	Review client edits to motion for attorneys fees and correspondence between and among client and firm attorneys regarding same.
04/09/12	KL Petteway	1.20	Review and revise Rider credibility chart.
04/09/12	KL Petteway	2.00	Review and revise chart listing FOFs/COLs supporting bases for inherent authority and section 1927 attorney fee awards.
04/09/12	KL Petteway	1.00	Confer with firm attorneys regarding client comments on motion for attorneys' fees.
04/09/12	KL Petteway	5.00	Review record citations in factual background section of motion for attorneys' fees.
04/09/12	JM Simpson	1.00	Review additional client comments brief in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
04/09/12	JM Simpson	4.80	Further review of and revisions to brief in support of motion for

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			entitlement to attorneys fees.
04/09/12	JM Simpson	.50	Review client representative comments on draft of brief in support of motion for entitlement to attorneys fees.
04/09/12	JM Simpson	1.50	Conference with firm attorneys regarding implementation of client representative comments on draft of brief in support of motion for entitlement to attorneys fees.
04/09/12	JT Small	.30	[No charge.] Review of various materials relating to attorneys' fees motion.
04/10/12	RE Bazan	.50	Telephone conference with client and firm attorneys regarding Motion for Entitlement to Attorneys' Fees.
04/10/12	RE Bazan	3.00	Strategy conference with firm attorneys regarding revisions to Motion for Entitlement to Attorneys' Fees.
04/10/12	RE Bazan	5.50	Review, revise, prepare table of authorities, prepare for filing and file Motion for Entitlement to Attorneys' Fees.
04/10/12	MC Pardo	.30	Conference with firm attorney regarding service issues related to motion for attorneys fees.
04/10/12	KL Petteway	2.50	Confer with firm attorneys regarding client comments on motion for attorneys' fees; confer with client regarding same.
11/10/12	KL Petteway	6.20	Prepare motion for attorneys' fees for filing; file same.
04/10/12	JM Simpson	.70	Review additional client representative comments on attorney fee filing and correspondence regarding same.
04/10/12	JM Simpson	1.80	Miscellaneous tasks related to finalization and electronic filing of motion for entitlement to attorneys fees and supporting brief and documents.
04/10/12	JM Simpson	4.00	Conference with firm attorneys regarding implementation of client representatives' additional comments on draft of brief in support of motion for entitlement to attorneys fees and related finalization issues.
04/10/12	JM Simpson	.50	Telephone conference with client representative regarding finalization of brief in support of motion for entitlement to attorneys fees and supporting papers.
04/10/12	JM Simpson	.10	Review draft of correspondence to court and opposing counsel regarding exhibits to brief in support of motion for entitlement to attorneys fees.
04/10/12	JM Simpson	.30	Conference with firm attorneys regarding finalization of brief in support of motion for entitlement to attorneys fees.
04/10/12	JM Simpson	.10	Correspondence with client representative regarding exhibits to brief in support of motion for entitlement to attorneys fees.
04/10/12	JT Small	1.00	[No charge.] Review of various materials relating to Attorneys' fees motion.
04/11/12	RE Bazan	2.00	Coordinate preparation of hard copies of Motion for Entitlement to Attorneys' Fees, Memorandum in Support, and Exhibits for client and interested non-party.
04/11/12	RE Bazan	.30	Prepare correspondence to D. Winders regarding filing of Motion for Entitlement to Attorneys' Fees.
4/11/12	RE Bazan	.50	Prepare Notice of Service and Certificate of Service for D. Winders.
04/11/12	RE Bazan	.50	Prepare for filing and file Notice of Service of Motion for Entitlement to Attorneys' Fees.
04/11/12	RE Bazan	.30	Prepare correspondence to accompany client copies of Motion for

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
04/11/12	MC Pardo	.30	Entitlement to Attorneys' Fees, Memorandum in Support, and Exhibits. Review correspondence regarding Legal Times inquiry related to motion for attorney's fees and article regarding same.
04/11/12	KL Petteway	.80	Prepare correspondence regarding Exhibit 19 to attorney's fees motion, and review mailing of same, to Court, clerk's office and opposing counsel.
04/11/12	JM Simpson	.10	Conference with firm attorney regarding service of papers issues.
04/11/12	JM Simpson	.10	Review drafts of papers regarding service of attorneys fee motion on D. Winders.
04/11/12	JM Simpson	.60	Respond to press inquiries regarding motion and correspondence regarding same and review of resulting publication regarding same.
04/11/12	JM Simpson	3.50	Post-filing review of final papers.
04/11/12	JT Small	1.30	Review of motion for attorneys' fees; brief discussion with John Simpson; review of other ministerial filings.
04/12/12	JT Small	1.00	Review of motion for attorneys' fees; brief discussion with John Simpson.
04/13/12	JT Small	1.00	Review of motion for attorneys' fees and other materials.
04/16/12	MC Pardo	.40	Review prevailing party new caselaw and analysis by firm attorney of same.
04/16/12	MC Pardo	.30	Telephone conference with client regarding motion for attorney fees strategy.
04/16/12	MC Pardo	.40	Review press and internet activity in response to filing of attorney fee motion.
04/16/12	MC Pardo	.20	Correspond with potential attorney's fee expert.
04/16/12	MC Pardo	.70	Discuss mechanics of presenting supporting material for attorney's fees motion.
04/16/12	KL Petteway	.30	Review recent caselaw interpreting Christiansburg.
04/16/12	JM Simpson	.50	Review and analysis of recent district court decision relevant to attorneys fee claim and correspondence regarding same.
04/16/12	JT Small	.50	[No charge.] Brief review of motion for attorneys' fees.
04/17/12	RE Bazan	3.00	Strategy conference with firm attorneys regarding research for reply brief in support of Motion for Entitlement to Attorneys' Fees.
04/17/12	RE Bazan	.10	Review jurisdiction-specific case regarding prevailing party status for purposes of attorneys' fees.
04/17/12	MC Pardo	.50	Review record in anticipation for reply brief.
04/17/12	MC Pardo	.50	Review attorney's fees decisions/bad faith.
04/17/12	MC Pardo	4.00	Strategy conference and discussion of tasks and additional research in connection with reply brief and response to plaintiffs regarding attorneys fees motion.
04/17/12	MC Pardo	1.00	Review transcripts for selected quotes for possible use in reply briefing to attorneys fees motion.
04/17/12	MC Pardo	.30	Review prevailing party new caselaw and analysis by firm attorney of same.
4/17/12	KL Petteway	3.00	Confer with firm attorneys regarding research topics for reply in support of motion for attorneys' fees.
04/17/12	KL Petteway	.30	Summarize notes from meeting with firm attorneys regarding research topics for reply in support of motion for attorneys' fees; confer with R.

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			Bazan regarding same.
04/17/12	KL Petteway	1.20	Prepare map of attorney involvement in ASPCA case.
04/17/12	JM Simpson	3.00	Conference with firm attorneys regarding follow-up projects to be completed in anticipation of arguments to be made in response to attorneys fee motion.
04/17/12	JM Simpson	.50	Review and analysis of recent D.C. Circuit decision relevant to attorneys fee claim and correspondence regarding same.
04/17/12	JT Small	.50	[No charge.] Review of motion for attorneys' fees and related exhibits.
04/18/12	MC Pardo	1.50	Review ASPCA docket for individual attorney references and create chart regarding same.
04/18/12	JM Simpson	.30	Review correspondence and response to same from firm attorney regarding various docket entries in case relevant to attorneys fee motion.
04/18/12	JT Small	1.00	[No charge.] Brief discussion with John Simpson; review of various pleadings relating to motion for attorneys' fees.
04/19/12	MC Pardo	5.50	Review ASPCA docket and filings for individual attorney references and create chart regarding same.
04/19/12	KL Petteway	1.50	Confer with firm attorneys regarding correspondence from opposing counsel; prepare response to same.
04/19/12	JM Simpson	.10	Review correspondence from S. Saltzburg regarding briefing on motion for attorneys fees.
04/19/12	JM Simpson	.40	Conference with firm attorneys regarding strategy as to piecemeal responses raised by S. Saltzburg correspondence.
04/19/12	JM Simpson	.20	Telephone conference with client representative regarding strategy as to piecemeal responses raised by S. Saltzburg correspondence.
04/19/12	JM Simpson	1.70	Compile citation references to S. Saltzburg in published decisions in case and correspondence regarding same.
04/19/12	JM Simpson	.10	Review draft of correspondence to S. Saltzburg and correspondence regarding same.
04/19/12	JT Small	.80	[No charge.] Brief discussion with John Simpson; review of motion for attorneys' fees; review of other related motions.
04/20/12	MC Pardo	.40	Telephone conference with client regarding motion for attorneys fees strategy.
04/20/12	MC Pardo	.50	Strategy meeting regarding response to S. Saltzburg request for additional briefing.
04/20/12	MC Pardo	.30	Review and discuss correspondence from S. Saltzburg regarding attorneys fees motion.
04/20/12	MC Pardo	3.00	Review ASPCA docket for individual attorney references and create chart regarding same.
04/20/12	MC Pardo	1.00	Strategy meeting regarding reply tasks to entitlement briefing.
04/20/12	KL Petteway	.30	Prepare correspondence to opposing counsel; review same.
04/20/12	JM Simpson	3.80	Research legal and other materials relevant to attorneys fee claims as to S. Saltzburg and issues related to his potential arguments.
1/20/12	JM Simpson	.20	Review correspondence from S. Saltzburg and conference with firm attorney regarding same.
04/20/12	JM Simpson	1.30	Telephone conference with client representative regarding miscellaneous issues of strategy regarding attorneys fee motion and

Feld Entertainment, Inc.
 Invoice Number: 11284474
 Matter Number: 10513410
 Invoice Date: June 6, 2012
 Invoice Due Date: July 6, 2012
 Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			likely course of action in connection therewith.
04/20/12	JT Small	1.00	[No charge.] Review of motion for attorneys' and e-mails related thereto; brief discussion with John Simpson.
04/23/12	MC Pardo	2.50	Review final version of briefing on entitlement in preparation for outline of reply brief issues and need for additional research/assignments.
04/23/12	JT Small	.80	[No charge.] Review of motion for attorneys' fees; review of related e-mails and other materials.
04/24/12	RE Bazan	.60	Legal research for reply brief in support of motion for entitlement to attorneys' fees (duty to mitigate).
04/24/12	KL Petteway	1.30	Legal research regarding 28 USC 1927 sanctions.
04/24/12	JT Small	.70	[No charge.] Review of motion for attorneys' fees.
04/25/12	RE Bazan	.40	Legal research for reply brief in support of motion for entitlement to attorneys' fees (mitigation).
04/25/12	KL Petteway	2.00	Legal research regarding 28 USC 1927 sanctions.
04/25/12	JT Small	.70	[No charge.] Brief review of motion for attorneys' fees and other materials.
04/26/12	KL Petteway	1.00	Review various filings for false/misleading statements.
04/26/12	JT Small	.50	[No charge.] Review of various exhibits to motion for attorneys' fees.
04/27/12	KL Petteway	1.30	Review various case filings for false/misleading statements.
04/27/12	JM Simpson	.30	Review and analysis of recent decision sanctioning attorneys for misrepresentations to tribunal.
04/27/12	JT Small	.50	[No charge.] Review of various pleadings.
04/30/12	KL Petteway	3.00	Legal research regarding 28 U.S.C. 1927 sanctions.
04/30/12	KL Petteway	1.30	Review various filings for false/misleading statements.
04/30/12	JT Small	.50	[No charge.] Review of various motions.

TOTAL CHARGEABLE HOURS 236.00

FEES \$121,486.50

EXPENSES & SERVICES:

Delivery services/messengers	13.25	
Online Research - Lexis	5,158.65	
Pacer	221.72	
		<u>\$5,393.62</u>

TOTAL AMOUNT DUE \$126,880.12

Feld Entertainment, Inc.
Invoice Number: 11284474
Matter Number: 10513410
Invoice Date: June 6, 2012
Invoice Due Date: July 6, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	3.30	\$860.00	2,838.00
John M. Simpson	50.70	\$800.00	40,560.00
Michelle C. Pardo	50.90	\$625.00	31,812.50
Kara Lynn Petteway	77.50	\$400.00	31,000.00
Rebecca Eileen Bazan	53.60	\$285.00	15,276.00
TOTAL	236.00		121,486.50

Invoice Number: 11284474
Matter Number: 10513410

Invoice Date: June 6, 2012
Invoice Due Date: July 6, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY JULY 6, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through April 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$121,486.50
TOTAL EXPENSES & SERVICES	\$5,393.62
<hr/>	
TOTAL AMOUNT DUE	\$126,880.12

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:
Account Number:
Account Title:

Invoice Number: 11297990
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012

Lisa Zeiler Joiner
 Sr. Vice President and General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from May 1, 2012 through May 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/01/12	MC Pardo	.50	Review bad faith/sanctions caselaw and discussion of same with associate for citation in reply brief on entitlement.
05/01/12	KL Petteway	1.50	Legal research regarding 28 U.S.C. 1927 sanctions.
05/02/12	RE Bazan	1.00	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/03/12	RE Bazan	4.50	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/03/12	MC Pardo	.40	Conference with firm attorney regarding preparation of research for reply brief on entitlement issue.
05/03/12	KL Petteway	7.20	Legal research regarding 28 USC 1927 sanctions.
05/03/12	JM Simpson	.30	Review and analysis of W.D. Washington decision in ESA orca case.
05/03/12	JM Simpson	.20	Telephone call with client representative regarding W.D. Washington decision in ESA orca case.
05/03/12	JT Small	.50	[No charge] Review of various pleadings relating to attorneys' fees issue.
05/04/12	RE Bazan	3.80	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/04/12	KL Petteway	6.00	Legal research regarding inherent authority sanctions.
05/04/12	KL Petteway	1.50	Legal research regarding 28 USC 1927 sanctions.
05/04/12	JM Simpson	.10	Follow-up telephone call with respect to factual issue raised by pleading in ESA orca case.
05/04/12	JM Simpson	.10	Correspondence with client representative with respect to factual issue raised by pleading in ESA orca case.
05/04/12	JT Small	.50	[No charge] Brief review of pleadings relating to attorneys' fees issues.
05/07/12	RE Bazan	5.00	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/07/12	KL Petteway	6.00	Legal research regarding 28 U.S.C. 1927 sanctions.

Feld Entertainment, Inc.
 Invoice Number: 11297990
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/07/12	JT Small	.50	[No charge] Review of various pleadings relating to attorneys' fees.
05/08/12	RE Bazan	4.80	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/08/12	KL Petteway	6.00	Legal research regarding 28 U.S.C. 1927 sanctions.
05/08/12	JT Small	.40	[No charge] Review of various pleadings.
05/09/12	RE Bazan	4.10	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
05/09/12	MC Pardo	.20	Review anti-SLAPP case and analysis of same.
05/09/12	MC Pardo	.30	Review attorney's fee caselaw update.
05/09/12	KL Petteway	8.00	Legal research regarding inherent authority and 28 U.S.C. 1927 sanctions and due process.
05/09/12	JM Simpson	.10	Review correspondence regarding update to EEOC attorneys fee case relevant to pending motion.
05/09/12	JT Small	.40	[No charge] Brief review of various pleadings.
05/10/12	KL Petteway	7.50	Legal research regarding inherent authority and 28 U.S.C. 1927 sanctions and due process.
05/10/12	JT Small	.40	[No charge] Review of pleadings.
05/11/12	KL Petteway	3.50	Legal research regarding inherent authority and 28 U.S.C. 1927 sanctions and due process.
05/11/12	KL Petteway	3.70	Review various filings; create timeline of FEL's arguments regarding standing and payments.
05/11/12	JT Small	1.00	[No charge] Review of various pleadings.
05/14/12	KL Petteway	3.00	Legal research regarding inherent authority sanctions.
05/14/12	JM Simpson	.20	Review media item regarding case and correspondence regarding same.
05/14/12	JT Small	1.00	[No charge] Review of various pleadings.
05/15/12	MC Pardo	.20	Conference with firm attorney regarding status of bill of costs and reply arguments for entitlement motion.
05/15/12	JM Simpson	.30	Telephone call with client representative regarding bill of costs and related issues.
05/15/12	JM Simpson	.20	Telephone call with office of clerk of court regarding status of bill of costs.
05/15/12	JM Simpson	.10	Correspondence regarding status of bill of costs.
05/15/12	JT Small	.60	[No charge] Review of various pleadings.
05/16/12	JT Small	.40	[No charge] Brief review of pleadings.
05/17/12	MC Pardo	.40	Review and discuss new cases on litigation sanctions and due process.
05/17/12	KL Petteway	.70	Legal research regarding litigation sanctions and due process.
05/17/12	JM Simpson	.80	Review and analysis of memorandum and case law regarding hearing requirements with respect to sanctions motions and correspondence regarding same.
05/17/12	JT Small	.80	[No charge] Review of various pleadings.
05/18/12	MC Pardo	.30	Review updated spreadsheet regarding attorneys fees by timekeeper.
05/18/12	JT Small	.50	[No charge] Review of various pleadings.
05/21/12	MC Pardo	.40	Review multiple correspondence regarding ASPCA plaintiffs' requests for extension of time for opposition to entitlement briefing and

Feld Entertainment, Inc.
 Invoice Number: 11297990
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			conference with firm attorney regarding same.
05/21/12	KL Petteway	.50	Assign research project regarding the duty to mitigate damages and fee awards under the court's inherent authority and 28 U.S.C. 1927.
05/21/12	JM Simpson	.60	Telephone conferences and correspondence with plaintiffs' counsel regarding request for additional time to respond to attorneys fee motion and filing of additional responses.
05/21/12	JM Simpson	.80	Correspondence with client representatives and firm attorneys regarding plaintiffs' request for additional time to respond to attorneys fee motion and filing of additional responses and strategy with respect thereto.
05/21/12	IB Sinkin	1.60	[No charge] Conference with Kara Petteway regarding research on duty to mitigate damages and association with recovering attorneys fees under § 1927 and the court's inherent authority; receive and review Motion for Entitlement to Attorney's Fees.
05/21/12	JT Small	.50	[No charge] Review of pleadings.
05/22/12	RE Bazan	2.80	Legal research regarding effect of corporate combination on parties to litigation.
05/22/12	MC Pardo	.30	Review draft notice of supplemental authority and comments regarding same.
05/22/12	MC Pardo	.30	Conferences with firm attorneys regarding request of plaintiffs' counsel to expand briefing schedule and client's response thereto.
05/22/12	MC Pardo	.30	Discuss strategy of response to HSUS's plans to file motion to strike itself from attorney's fee entitlement briefing.
05/22/12	MC Pardo	.20	Review email correspondence string regarding plaintiffs' requests for changes to briefing schedule and HSUS planned motion and client's response to same.
05/22/12	MC Pardo	.30	Conference with firm attorney regarding response to R. Zuckerman regarding briefing schedule and separate briefing for opposition to entitlement to attorney's fees.
05/22/12	KL Petteway	.20	Review correspondence regarding extension for time to respond to motion for attorneys' fees and request for multiple filings.
05/22/12	JM Simpson	.40	Analysis of motion to strike issue raised by correspondence from HSUS.
05/22/12	JM Simpson	.80	Review and respond to various correspondence with plaintiffs' counsel regarding requests for extension of time to respond to attorneys fee motion and requests for additional responses.
05/22/12	JM Simpson	.80	Correspondence and conference with firm attorney regarding plaintiffs' requests for extension of time to respond to attorneys fee motion and requests for additional responses.
05/22/12	IB Sinkin	4.40	[No charge] Legal research regarding whether there is a duty to mitigate damages in order to obtain attorneys' fees under section 1927 or the court's inherent power.
05/22/12	JT Small	.40	[No charge] Review of pleadings.
05/23/12	MC Pardo	.30	Review status of plaintiffs' request for extension of time and additional briefing with firm attorney and strategy related to same.
05/23/12	JM Simpson	.30	Telephone conference with client representative regarding recent developments in correspondence with counsel for plaintiffs regarding response to attorneys fee motion.

Feld Entertainment, Inc.
 Invoice Number: 11297990
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/23/12	JM Simpson	.20	Conference with firm attorney regarding potential substitution of party issue as to HSUS and FFA.
05/23/12	JM Simpson	1.10	Finalize and transmit to plaintiffs' counsel correspondence regarding requests for additional time and responses as to defendants' motion for attorneys fees and correspondence with client representatives regarding same.
05/23/12	IB Sinkin	5.70	[No charge] Legal research regarding counsel's duty to mitigate expenses in order to recover attorney's fees
05/23/12	JT Small	.50	[No charge] Review of pleadings.
05/24/12	MC Pardo	.20	Conference with firm attorney regarding R. Zuckerman response regarding briefing on attorneys' fees.
05/24/12	KL Petteway	.30	Confer with I. Sinkin regarding duty to mitigate damages research.
05/24/12	JM Simpson	.10	Telephone conference with client representative regarding status of contacts with plaintiffs' counsel regarding recent request for extensions.
05/24/12	IB Sinkin	6.20	[No charge] Prepare correspondence to Kara Petteway regarding legal research on duty to mitigate expenses for entitlement of attorneys fees; telephone conference with Lexis representative regarding narrowing legal research; review cases regarding the duty to mitigate costs when seeking attorneys fees; conference with Kara Petteway regarding research; prepare notes on duty to mitigate costs.
05/24/12	JT Small	.80	Review of pleadings; brief discussion with John Simpson.
05/25/12	IB Sinkin	.80	[No charge] Legal research regarding duty to mitigate damages under court's inherent authority to award attorney's fees.
05/25/12	JT Small	.80	Review of various pleadings; brief discussion with Lisa Joiner.
05/29/12	MC Pardo	.20	Review revisions to notice of supplemental authority and update opinion of same.
05/29/12	JM Simpson	1.20	Review and analysis of draft chart regarding attorney involvement for plaintiffs in case as it pertains to attorneys fee claim and conference with firm attorney regarding same.
05/30/12	RE Bazan	3.30	Legal research regarding effect of corporate merger on pending litigation.
05/30/12	MC Pardo	2.00	Review docket items for individual attorney signatures on each item and prepare chart of attorney involvement tracking same in connection with response to entitlement motion.
05/30/12	JM Simpson	2.20	Review and analysis of case law regarding relative culpability among attorneys with respect to false statement to court.
05/30/12	JT Small	.50	Brief review of pleadings and brief discussion with John Simpson.
05/31/12	RE Bazan	2.80	Prepare written analysis regarding effect of merger of a party on ongoing litigation.
05/31/12	JM Simpson	.30	Review analysis of Fed. R. Civ. P. 25 as it pertains to potential substitution issue pertaining to FFA and HSUS.
05/31/12	JM Simpson	.20	Telephone conference with client representative regarding status of plaintiffs' requests for more time and/or briefs.
05/31/12	JM Simpson	.10	Conference with firm attorney regarding draft chart regarding attorney involvement for plaintiffs in case as it pertains to attorneys fee claim.
05/31/12	IB Sinkin	2.50	[No charge] Legal research regarding the duty to mitigate damages when seeking sanctions under the court's inherent authority.

Feld Entertainment, Inc.

Invoice Number: 11297990

Matter Number: 10513410

Invoice Date: July 26, 2012

Invoice Due Date: August 25, 2012

Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
05/31/12	JT Small	1.00	Review of brief and supplemental authorities; brief discussion with John Simpson and Lisa Joiner.
TOTAL CHARGEABLE HOURS			138.70
FEES.....			\$47,504.50
EXPENSES & SERVICES:			
	Copy	38.55	
	Online Research - Lexis	3,337.29	
	Pacer	33.80	
			<u>\$3,409.64</u>
TOTAL AMOUNT DUE.....			<u>\$50,914.14</u>

Feld Entertainment, Inc.
 Invoice Number: 11297990
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	3.10	\$860.00	2,666.00
John M. Simpson	11.50	\$800.00	9,200.00
Michelle C. Pardo	6.80	\$625.00	4,250.00
Kara Lynn Petteway	55.60	\$400.00	22,240.00
Rebecca Eileen Bazan	32.10	\$285.00	9,148.50
Joseph T. Small	8.40	\$0.00	0.00
Ilana Beth Sinkin	21.20	\$0.00	0.00
TOTAL	138.70		47,504.50

Invoice Number: 11297990

Matter Number: 10513410

Invoice Date: July 26, 2012

Invoice Due Date: August 25, 2012

Lisa Zeiler Joiner
Sr. Vice President and General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY AUGUST 25, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from May 1, 2012 through May 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$47,504.50
TOTAL EXPENSES & SERVICES.....	\$3,409.64
TOTAL AMOUNT DUE.....	\$50,914.14

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:

Account Number:

Account Title:

Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012

Lisa Zeiler Joiner
 Sr. Vice President and General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from June 1, 2012 through June 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/01/12	RE Bazan	1.00	Legal research for reply brief in support of motion for attorneys' fees.
06/01/12	MC Pardo	.20	Review and discuss research regarding substitution of parties.
06/01/12	JM Simpson	3.50	Review and analysis of cases pertinent to potential Rule 25 arguments as to HSUS/FFA successor in interest issue.
06/01/12	IB Sinkin	7.10	[No charge] Legal research regarding the duty to mitigate damages under the court's inherent authority to award attorney's fees; Prepare memorandum regarding the research to firm attorney.
06/01/12	JT Small	1.00	[No charge] Review of various pleadings.
06/04/12	JM Simpson	.10	Telephone conference with client representative regarding status of plaintiffs' requests for additional time and briefs.
06/04/12	JT Small	.50	Brief review of pleadings; brief meeting with Michelle Pardo and John Simpson.
06/05/12	MC Pardo	2.00	Review individual docket filings and prepare chart of attorney involvement.
06/05/12	KL Petteway	.30	Confer with I. Sinkin regarding legal research regarding duty to mitigate damages under the court's inherent authority and 28 U.S.C 1927.
06/05/12	JM Simpson	.80	Review and analysis of attorney involvement chart for use in reply brief on attorneys fee motion. Correspondence regarding same.
06/05/12	JM Simpson	.10	Telephone conference with client representative regarding attorneys fee motion.
06/05/12	JM Simpson	1.50	Analysis of plaintiffs' likely responses to motion for determination of defendant's entitlement to attorneys fees.
06/05/12	IB Sinkin	6.70	[No charge] Review and revise legal memorandum regarding duty to mitigate under 28 USC 1927 and court's inherent authority; conference with firm attorney regarding the memorandum; review and revise memorandum adding case summaries, headers, and a summary of legal research.
06/05/12	JT Small	.40	[No charge] Brief review of pleadings.

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/06/12	IB Sinkin	6.90	[No charge] Review and revise memorandum regarding duty to mitigate damages under court's inherent authority and section 1927 pursuant to revisions discussed in conference with firm attorney on 6/5.
06/06/12	JT Small	.50	[No charge] Review of pleadings.
06/07/12	RE Bazan	2.70	Legal research for reply brief in support of motion for entitlement to attorneys' fees.
06/07/12	KL Petteway	2.00	Review research regarding duty to mitigate damages.
06/07/12	JM Simpson	.10	Review entry of appearance by counsel for T. Rider.
06/07/12	JM Simpson	.40	Correspondence with client representative and others regarding new counsel for T. Rider and issues relating thereto.
06/07/12	JM Simpson	.10	Conference with firm attorney regarding planning for work to be done in preparing reply in support of motion for entitlement to attorneys fees.
06/07/12	IB Sinkin	1.60	[No charge] Review and finalize memorandum regarding duty to mitigate damages under 28 USC 1927 and court's inherent authority; send memorandum to firm attorney.
06/07/12	JT Small	.80	Brief review of various pleadings, including appearance of new counsel; related discussions and e-mails with Lisa Joiner and firm attorneys.
06/08/12	RE Bazan	1.30	Strategy conference regarding upcoming reply in support of motion for entitlement to attorneys' fees.
06/08/12	MC Pardo	.80	Motion to strike caselaw review and conference regarding procedural error by HSUS in seeking to file same.
06/08/12	MC Pardo	.20	Confer with firm attorney regarding attorney involvement in docket filings.
06/08/12	MC Pardo	1.30	Conference regarding strategy related to reply brief for ASPCA motion, discussion of caselaw to be raised in reply and plaintiffs' diversions from briefing schedule.
06/08/12	KL Petteway	1.30	Confer with firm attorneys regarding motion for entitlement to attorneys' fees and plaintiffs' opposition to same.
06/08/12	KL Petteway	.70	Review motion for entitlement to attorneys' fees.
06/08/12	JM Simpson	2.00	Review previously filed motion for entitlement to attorneys fees and attachments to prepare for work on reply in support of motion.
06/08/12	JM Simpson	1.50	Conference with firm attorneys regarding work to be done in responding to oppositions likely to be filed to motion for entitlement to attorneys fees.
06/08/12	JM Simpson	.10	Telephone conference with counsel for HSUS regarding HSUS forthcoming motion to strike.
06/08/12	JM Simpson	.10	Correspondence with client representatives regarding HSUS contact as to forthcoming motion to strike.
06/08/12	JM Simpson	2.20	Review and analysis of D.D.C. cases on Rule 12(f) motions to strike and correspondence with firm attorneys regarding same.
3/08/12	JT Small	.50	Meeting and discussion with John Simpson; view of pleadings.
06/11/12	RE Bazan	.40	Review and analyze HSUS's Motion to Strike.
06/11/12	RE Bazan	.30	Review legal research regarding motions to strike.
06/11/12	RE Bazan	1.20	Strategy conference regarding HSUS's motion to strike and

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			preparation of opposition to same.
06/11/12	RE Bazan	1.00	Review plaintiffs' opposition to FEI's motion for entitlement to attorneys' fees.
06/11/12	MC Pardo	.80	Review opposition to motion for attorney's fees.
06/11/12	MC Pardo	1.30	Review motion to strike filed by HSUS and discuss opposition to same with firm attorneys.
06/11/12	MC Pardo	.30	Review notices of appearance for new counsel in ASPCA case and discussion of same with case team.
06/11/12	KL Petteway	1.00	Review HSUS's motion to strike FEI's motion for attorneys' fees.
06/11/12	KL Petteway	.70	Confer with firm attorneys regarding HSUS's motion to strike FEI's motion for attorneys' fees.
06/11/12	KL Petteway	1.00	Review plaintiffs' opposition to FEI's motion for attorneys' fees.
06/11/12	JM Simpson	2.00	Review virtual representation and related case law relevant to anticipated motion by HSUS to strike.
06/11/12	JM Simpson	.40	Review and analysis of HSUS motion to strike and accompanying memorandum.
06/11/12	JM Simpson	1.00	Conference with firm attorneys regarding HSUS motion to strike and accompanying memorandum and strategy for responding to same.
3/11/12	JM Simpson	.10	Review notice of appearance filed by counsel for HSUS and correspondence regarding same.
06/11/12	JM Simpson	.10	Review notice of appearance filed by counsel for J. Lovvorn and K. Ockene and correspondence regarding same.
06/11/12	JT Small	1.00	[No charge] Review of ASPCA et al. pleadings.
06/12/12	RE Bazan	4.20	Review and analyze Plaintiffs' opposition to FEI's motion for entitlement to attorneys' fees and accompanying exhibits.
06/12/12	MC Pardo	1.00	Conference with firm attorneys regarding opposition to attorneys fees motion.
06/12/12	MC Pardo	1.50	Conference regarding caselaw, opposition to attorney's fees and declarations.
06/12/12	MC Pardo	5.00	Review ASPCA opposition to motion for attorney's fees and attachments to same.
06/12/12	MC Pardo	.50	Confer with firm attorneys regarding attorney's fee opposition.
06/12/12	MC Pardo	.10	Review client comments related to attorneys fees and HSUS motion.
06/12/12	KL Petteway	12.00	Review plaintiffs' opposition to FEI's motion for attorneys' fees and caselaw cited therein.
06/12/12	JM Simpson	9.40	Review and analysis of plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto, including various separate inquiries to verify, refute or establish certain legal and factual assertions made in such papers.
06/12/12	JM Simpson	1.90	Various conferences with firm attorneys regarding strategy in responding to plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto, including content of response.
06/12/12	JM Simpson	.10	Review K. Meyer, et al., withdrawal and correspondence with client representatives regarding same.
06/12/12	JM Simpson	.50	Telephone conference with client representative regarding plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto.

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/12/12	JT Small	1.00	[No charge] Review of various pleadings.
06/13/12	RE Bazan	4.90	Review and analyze plaintiffs' opposition to motion for entitlement to attorneys' fees and exhibits to same.
06/13/12	MC Pardo	6.60	Review caselaw and arguments in plaintiffs' opposition to attorneys fee motion and outline responses for reply.
06/13/12	MC Pardo	1.20	Conferences with firm attorneys regarding plaintiff's opposition brief and caselaw cited therein.
06/13/12	KL Petteway	9.60	Review plaintiffs' opposition to FEI's motion for attorneys' fees and caselaw cited therein.
06/13/12	JM Simpson	8.00	Further review and analysis of plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto, including various separate inquiries to verify, refute or establish certain legal and factual assertions made in such papers.
06/13/12	JM Simpson	.20	Conference with firm attorney regarding plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto.
06/13/12	JT Small	2.00	[No charge] Review of various pleadings, including plaintiffs' opposition to Feld's motion for attorneys fees and supporting affidavits; review of motion to strike; brief discussion with John Simpson.
06/14/12	RE Bazan	5.50	Strategy conference with firm attorneys regarding opposition to FEI's motion for entitlement to attorneys' fees and reply brief.
06/14/12	MC Pardo	7.00	Strategy meetings regarding reply brief and plaintiff's opposition on attorneys fees.
06/14/12	MC Pardo	1.20	Review plaintiff's opposition and attachments to brief and outline notes on same.
06/14/12	KL Petteway	7.00	Confer with firm attorneys regarding plaintiffs' opposition to FEI's motion for attorneys' fees.
06/14/12	KL Petteway	3.70	Review plaintiffs' opposition to FEI's motion for attorneys' fees and caselaw cited therein.
06/14/12	JM Simpson	7.20	Conference with firm attorneys to discuss arguments in plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto and strategy and work to be performed in replying to same.
06/14/12	JM Simpson	.20	Telephone conference with client representative regarding plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto.
06/14/12	JM Simpson	.10	Review correspondence from plaintiffs' counsel regarding electronic exhibit to plaintiffs' opposition to motion for entitlement to attorneys fees.
06/14/12	JM Simpson	2.80	Further review and analysis of plaintiffs' opposition to motion for entitlement to attorneys fees and attachments thereto, including various separate inquiries to verify, refute or establish certain legal and factual assertions made in such papers.
06/14/12	JT Small	2.00	[No charge] Review of briefs in opposition to motion for attorneys' fees; review of supporting affidavits; discussions with firm attorneys; review of HSUS motion to strike.
06/15/12	SS August	.50	Meet with K. Petteway regarding applicability of ethics rules to witness payments.
06/15/12	RE Bazan	2.80	Legal research for opposition to motion to strike.
06/15/12	MC Pardo	5.10	Review and analyze arguments for reply brief and caselaw related to

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			same.
06/15/12	MC Pardo	.20	Strategy conference with firm attorney regarding opposition to motion to strike.
06/15/12	KL Petteway	2.00	Review notes from 6/14/12 meeting regarding plaintiffs' opposition to FEI's motion for attorneys' fees.
06/15/12	KL Petteway	1.00	Legal research regarding D.C. ethics Rules 1.8(d) and 3.4(b).
06/15/12	KL Petteway	.30	Discuss research regarding D.C. ethics Rules 1.8(d) and 3.4(b) with S. August.
06/15/12	KL Petteway	1.00	Legal research regarding preclusion against non-party HSUS.
06/15/12	KL Petteway	4.30	Prepare reply in support of FEI's motion for attorneys' fees.
06/15/12	JM Simpson	.80	Review written analysis of fact witness payment case law and cases appended thereto.
06/15/12	JM Simpson	1.50	Review and analysis of Rider video trial exhibits and excerpts for potential use in reply on motion for entitlement to attorneys fees.
06/15/12	JM Simpson	4.80	Research, review and analysis of case law and other authorities relevant to plaintiffs' arguments based upon D.C. Rule 1.8(d) and related points.
06/15/12	JM Simpson	.10	Conference with firm attorney regarding D.C. Rule 1.8 research.
3/15/12	JT Small	2.00	[No charge] Review of various pleadings, including plaintiffs' opposition to defendant's motion for attorneys fees, supporting affidavits, and HSUS' motion to strike; brief discussion with firm attorneys.
06/16/12	KL Petteway	1.50	Review 7/14/09 hearing transcript.
06/16/12	KL Petteway	1.00	Review 3/18/09 trial transcript.
06/18/12	SS August	4.00	Research D.C. Bar Ethics Opinions; Research ABA Model Rules; Research ABA Opinions; Review case law regarding witness payments.
06/18/12	RE Bazan	2.80	Legal research for opposition to HSUS's motion to strike and prepare opposition.
06/18/12	CE Dammer	2.30	Pull and file cases at request of Bazan/Petteway.
06/18/12	MC Pardo	.30	Conference regarding research for HSUS opposition to motion to strike.
06/18/12	MC Pardo	1.90	Review arguments and attachments/declarations and strategy conference regarding same.
06/18/12	JM Simpson	6.30	Review and analysis of declarations filed with plaintiffs' opposition to motion for entitlement to attorneys fees, including investigation and verification of factual points made in declarations.
06/18/12	JM Simpson	.20	Conference with firm attorney regarding declarations filed by plaintiffs and issues related to same.
06/18/12	JM Simpson	.40	Conference with firm attorney regarding scheduling for drafts of reply in support of motion for entitlement to attorneys fees and opposition to HSUS motion to strike.
06/18/12	JT Small	1.30	[No charge] Review of various pleadings, including defendants' opposition to Feld's motion for attorneys' fees, supporting affidavits, and HSUS' motion to strike.
06/19/12	SS August	1.00	Prepare analysis for K. Petteway regarding witness payments and ethics rules.

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
06/19/12	RE Bazan	6.70	Legal research for opposition to HSUS's motion to strike and prepare opposition.
06/19/12	MC Pardo	5.30	Analysis of reply brief arguments, caselaw, exhibits to plaintiffs' opposition and record citations.
06/19/12	KL Petteway	6.00	Legal research regarding attorneys' fees awards under the court's inherent authority and 28 U.S.C. 1927.
06/19/12	JM Simpson	.10	Conference with firm attorney regarding declarations filed with plaintiffs' opposition to motion for entitlement to attorneys fees.
06/19/12	JM Simpson	.10	Review correspondence relevant to opposition to HSUS motion to strike.
06/19/12	JM Simpson	6.80	Further review and analysis of declarations filed with plaintiffs' opposition to motion for entitlement to attorneys fees, including investigation and verification of factual points made in declarations.
06/19/12	JT Small	1.00	[No charge] Review of various pleadings, including plaintiffs' opposition to Feld's motion for attorneys fees; review of supporting affidavits; review of motion to strike.
06/20/12	RE Bazan	8.00	Legal research for opposition to HSUS's motion to strike and prepare opposition.
06/20/12	MC Pardo	.70	Strategy conference to discuss caselaw for opposition to HSUS motion to strike and review research regarding same.
06/20/12	MC Pardo	.40	Prepare and discuss reply brief arguments for motion for attorneys fees.
06/20/12	KL Petteway	11.50	Prepare reply in support of FEI's motion for attorneys' fees.
06/20/12	JM Simpson	2.20	Review firm attorney's written analysis of evidentiary and procedural issues with imposition of sanction and cases attached.
06/20/12	JM Simpson	3.40	Review transcript of contempt hearing and exhibits submitted in connection with hearing for material relevant to HSUS motion to strike.
06/20/12	JM Simpson	2.30	Research regarding counsel's alleged good faith belief in witness credibility as a defense to sanctions.
06/20/12	JM Simpson	.10	Telephone conference with firm attorneys regarding scheduling of completion of draft response to HSUS motion to strike.
06/20/12	JM Simpson	.10	Conference with firm attorney regarding scheduling of completion of draft reply in support of motion for entitlement to attorneys fees.
06/20/12	JT Small	1.00	[No charge] Review of plaintiffs' opposition to defendant's motion for attorneys fees, including supporting affidavits; review of HSUS motion to strike.
06/21/12	SS August	1.50	Prepare analysis for K. Petteway containing summaries of case law cited in D.C. ethics opinion.
06/21/12	RE Bazan	5.30	Legal research for opposition to HSUS's motion to strike and prepare opposition.
06/21/12	MC Pardo	4.00	Review and analyze brief and attachments and conference regarding response to same for reply brief.
06/21/12	MC Pardo	.30	Review caselaw and analysis regarding Rule 11 parallels for attorneys fee reply brief.
06/21/12	KL Petteway	9.80	Prepare reply in support of FEI's motion for attorneys' fees.
06/21/12	JM Simpson	4.00	Research and analysis of D.C. Court of Appeals and Board on Professional Responsibility decisions regarding lawfulness of financial assistance to client in litigation and preparation of written analysis of

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			same.
06/21/12	JM Simpson	.40	Review written analysis prepared by firm attorney regarding significance in sanctions of context of summary judgment denial based upon fabricated evidence and correspondence regarding same.
06/21/12	JM Simpson	3.30	Analysis and outline of issues to be addressed in reply brief on attorneys fee entitlement motion raised by declarations submitted by plaintiffs.
06/21/12	JT Small	1.00	[No charge] Review of various pleadings, including plaintiffs' opposition to defendant's motion for attorneys fees, supporting affidavit, and plaintiff HSUS' motion to strike.
06/22/12	RE Bazan	2.00	Legal research for opposition to HSUS's motion to strike and prepare opposition.
06/22/12	MC Pardo	1.00	Review and prepare arguments for reply brief and confer with firm attorney regarding same.
06/22/12	MC Pardo	1.50	Review record, declarations and exhibits and conference regarding same in connection with drafting of reply brief in support of motion for attorneys fees.
06/22/12	KL Petteway	9.00	Prepare reply in support of FEI's motion for attorneys' fees.
6/22/12	JM Simpson	6.60	Research and analysis of rules and related cases pertinent to issues as to lawfulness of attorney payments to Rider.
06/22/12	JM Simpson	.80	Review newly decided appellate decision relevant to section 1927 and inherent authority arguments and correspondence regarding same.
06/22/12	JT Small	.80	[No charge] Review of various pleadings.
06/23/12	RE Bazan	6.20	Prepare opposition to HSUS's motion to strike.
06/23/12	KL Petteway	4.00	Prepare reply in support of FEI's motion for attorneys' fees.
06/24/12	RE Bazan	6.00	Prepare opposition to HSUS's motion to strike.
06/24/12	KL Petteway	5.20	Prepare reply in support of FEI's motion for attorneys' fees.
06/25/12	RE Bazan	1.50	Strategy conference with firm attorneys regarding revisions to opposition to HSUS's motion to strike.
06/25/12	RE Bazan	1.60	Revise opposition to HSUS's motion to strike.
06/25/12	MC Pardo	2.00	Conference with firm attorneys to discuss edits and additions to opposition to motion to strike.
06/25/12	MC Pardo	.50	Conferences regarding reply brief to attorneys fees motion and attachments to same.
06/25/12	MC Pardo	4.10	Review draft HSUS Opposition to Motion to Strike and edit same.
06/25/12	MC Pardo	.30	Conference with firm attorney regarding edits to opposition to motion to strike.
06/25/12	MC Pardo	.50	Confer with firm attorneys regarding HSUS Opposition brief and exhibits to same.
06/25/12	KL Petteway	12.50	Prepare reply in support of FEI's motion for attorneys' fees.
06/25/12	JM Simpson	6.70	Review and revise draft of opposition to HSUS motion to strike.
06/25/12	JM Simpson	1.50	Conference with firm attorneys regarding revisions to be made in draft opposition to HSUS motion to strike.
6/25/12	JM Simpson	.10	Review correspondence regarding transcript of 2002 D.C. oral argument.
06/25/12	JT Small	1.00	Brief discussion with firm attorneys; review of plaintiffs' opposition to defendant's motion for attorneys fees and supporting affidavits; review

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 8

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			of motion to strike.
06/26/12	SS August	2.80	Research issues regarding notices of appearance, signature blocks, and section 1927 sanctions; prepare analysis for K. Petteway summarizing findings.
06/26/12	RE Bazan	4.70	Revise opposition to HSUS's motion to strike.
06/26/12	MC Pardo	2.50	Review drafts and prepare additional edits to opposition to HSUS's motion to strike.
06/26/12	MC Pardo	5.70	Review brief, caselaw, exhibits and record in preparation for reply brief on attorney's fees and prepare arguments for same.
06/26/12	KL Petteway	13.30	Prepare reply in support of FEI's motion for attorneys' fees.
06/26/12	JM Simpson	.60	Telephone conference with client representatives regarding issues to be addressed in reply in support of motion for attorneys fees.
06/26/12	JM Simpson	7.80	Further work on further drafts of opposition to HSUS motion to strike.
06/26/12	JM Simpson	.10	Correspondence with client representatives regarding draft of opposition to HSUS motion to strike.
06/26/12	JT Small	1.00	[No charge] Review of draft opposition to HSUS' motion to strike.
06/27/12	RE Bazan	5.00	Revise opposition to HSUS's motion to strike, prepare for filing, and file same.
3/27/12	RE Bazan	1.10	Strategy conference with firm attorneys regarding revisions to opposition to HSUS's motion to strike.
06/27/12	MC Pardo	6.50	Analyze and prepare arguments for reply on attorney's fees entitlement and discuss same with firm attorneys.
06/27/12	MC Pardo	1.70	Review revised drafts of opposition to HSUS motion to strike, edit same, and confer with firm attorney regarding further edits and exhibits.
06/27/12	KL Petteway	5.00	Confer with firm attorneys regarding reply in support of FEI's motion for attorneys' fees.
06/27/12	KL Petteway	1.30	Prepare reply in support of FEI's motion for attorneys' fees.
06/27/12	KL Petteway	.80	Review opposition to HSUS motion to strike.
06/27/12	JM Simpson	1.20	Record research for various citations needed for arguments in opposition to motion of HSUS to strike and correspondence regarding same.
06/27/12	JM Simpson	.60	Conferences with firm attorneys regarding finalization, filing and service of opposition to HSUS motion to strike.
06/27/12	JM Simpson	.20	Prepare correspondence and attachments regarding filed version of opposition to HSUS motion to strike.
06/27/12	JM Simpson	1.90	Review and analysis of draft of reply in support of motion for entitlement to attorneys fees.
06/27/12	JM Simpson	2.70	Conference with firm attorneys regarding further arguments and points to develop with respect to reply in support of motion for entitlement to attorneys fees.
06/27/12	JM Simpson	1.20	Conference with firm attorneys regarding implementation of various revisions to draft of opposition to motion of HSUS to strike.
3/27/12	JT Small	1.30	[No charge] Review of the draft opposition to HSUS' motion to strike; brief discussion with John Simpson; preliminary review of final opposition.
06/28/12	RE Bazan	1.80	Review and analyze plaintiffs' opposition to FEI's motion for

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012
 Page 9

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			entitlement to attorneys' fee subject matter jurisdiction argument.
06/28/12	MC Pardo	.80	Review record for reply brief citations.
06/28/12	MC Pardo	4.50	Review record, caselaw and reply arguments and confer with firm attorneys regarding strategy of same.
06/28/12	KL Petteway	12.00	Prepare reply in support of FEI's motion for attorneys' fees.
06/28/12	JM Simpson	.10	Conference with firm attorney regarding preparation of reply in support of motion for entitlement to attorneys fees.
06/28/12	JM Simpson	1.30	Record research and analysis of documents relevant to certain statements in plaintiffs' declarations and to be used in reply in support of motion for entitlement to attorneys fees and correspondence regarding same.
06/28/12	JM Simpson	4.30	Further analysis of issues and outline of same to be addressed in reply in support of motion for entitlement to attorneys fees.
06/28/12	JM Simpson	1.10	Review case law relevant to plaintiffs' first amendment point in opposition to motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same.
06/28/12	JT Small	1.20	[No charge] Review of various pleadings and other materials relating to attorneys fees issue.
06/29/12	RE Bazan	.30	Strategy conference with firm attorney regarding reply in support of FEI's motion for entitlement to attorneys' fees.
06/29/12	RE Bazan	6.70	Prepare reply brief section regarding prevailing party status.
06/29/12	MC Pardo	3.60	Analyze and prepare arguments for reply brief and discuss strategy of same with firm attorneys.
06/29/12	KL Petteway	10.50	Prepare reply in support of FEI's motion for attorneys' fees.
06/29/12	JM Simpson	5.20	Further analysis and outline of issues to be included in reply in support of motion for entitlement to attorneys fees.
06/29/12	JM Simpson	.10	Correspondence with firm attorneys regarding evidentiary point in reply in support of motion for entitlement to attorneys fees.
06/29/12	JT Small	1.00	[No charge] Review of various pleadings.
06/30/12	RE Bazan	5.90	Prepare subject matter jurisdiction section of reply brief in support of FEI's motion for entitlement to attorneys' fees.
06/30/12	KL Petteway	8.50	Prepare reply in support of FEI's motion for attorneys' fees.
TOTAL CHARGEABLE HOURS			519.30
FEES.....			\$249,831.00

Feld Entertainment, Inc.
Invoice Number: 11298045
Matter Number: 10513410
Invoice Date: July 26, 2012
Invoice Due Date: August 25, 2012
Page 10

EXPENSES & SERVICES:

Copy	534.15	
Delivery services/messengers	38.76	
Meals	56.45	
Online Research - Lexis	9,967.57	
Online Research - Westlaw	195.00	
Pacer	<u>3.10</u>	
		<u>\$10,795.03</u>

TOTAL INVOICE AMOUNT DUE \$260,626.03

Feld Entertainment, Inc.
 Invoice Number: 11298045
 Matter Number: 10513410
 Invoice Date: July 26, 2012
 Invoice Due Date: August 25, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	2.80	\$860.00	2,408.00
John M. Simpson	127.50	\$800.00	102,000.00
Michelle C. Pardo	84.40	\$625.00	52,750.00
Kara Lynn Petteway	159.80	\$400.00	63,920.00
Rebecca Eileen Bazan	90.90	\$285.00	25,906.50
Samuel Shang-Yi August	9.80	\$240.00	2,352.00
Christen Elizabeth Dammer	2.30	\$215.00	494.50
Joseph T. Small	19.50	\$0.00	0.00
Ilana Beth Sinkin	22.30	\$0.00	0.00
TOTAL	519.30		249,831.00

Invoice Number: 11298045
Matter Number: 10513410

Invoice Date: July 26, 2012
Invoice Due Date: August 25, 2012

Lisa Zeiler Joiner
Sr. Vice President and General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY AUGUST 25, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from June 1, 2012 through June 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$249,831.00
TOTAL EXPENSES & SERVICES.....	\$10,795.03
TOTAL INVOICE AMOUNT DUE.....	\$260,626.03

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

BA Routing #:
Account Number:
Account Title:

Invoice Number: 11304714
 Matter Number: 10513410
 Invoice Date: August 20, 2012
 Invoice Due Date: September 19, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through July 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
7/01/12	RE Bazan	2.00	Review and revise subject matter jurisdiction and prevailing party sections of reply brief in support of motion for entitlement to attorneys' fees.
07/01/12	KL Petteway	9.50	Prepare reply in support of FEI's motion for attorneys' fees.
07/02/12	RE Bazan	1.50	Strategy conference with firm attorneys regarding draft reply brief in support of motion for entitlement to attorneys' fees.
07/02/12	RE Bazan	1.00	Review and revise draft reply brief in support of motion for entitlement to attorneys' fees.
07/02/12	RE Bazan	1.80	Revise subject matter jurisdiction and prevailing party sections of reply brief in support of motion for entitlement to attorneys' fees.
07/02/12	MC Pardo	1.50	Strategy meeting with firm attorneys regarding preparation and editing of reply brief on entitlement issue.
07/02/12	MC Pardo	1.50	Review draft reply brief.
07/02/12	MC Pardo	5.30	Edit reply brief on entitlement issues and discuss same with firm attorneys.
07/02/12	KL Petteway	9.30	Prepare reply in support of FEI's motion for attorneys' fees.
07/02/12	KL Petteway	1.50	Confer with firm attorneys regarding reply in support of FEI's motion for attorneys' fees.
07/02/12	JM Simpson	3.00	Review draft of reply in support of motion for entitlement to attorneys' fees.
07/02/12	JM Simpson	2.00	Conference with firm attorneys regarding global revisions to draft of reply in support of motion for entitlement to attorneys' fees and related issues.
07/02/12	JT Small	.80	[No charge.] Review of various pleadings.
07/03/12	RE Bazan	1.60	Strategy conference with firm attorneys regarding revisions to reply brief in support of motion for entitlement to attorneys' fees.
07/03/12	RE Bazan	3.20	Review and revise draft reply brief in support of motion for entitlement to attorneys' fees.
07/03/12	MC Pardo	1.40	Strategy conference with firm attorneys regarding edits to attorney's fee reply brief.

Feld Entertainment, Inc.
 Invoice Number: 11304714
 Matter Number: 10513410
 Invoice Date: August 20, 2012
 Invoice Due Date: September 19, 2012
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/03/12	MC Pardo	.70	Review caselaw regarding attorney's fees and DC ethics rules.
07/03/12	MC Pardo	6.70	Review multiple versions of reply brief on entitlement and edit same.
07/03/12	MC Pardo	.30	Review internet research for reply brief points on attorneys actions in ASPCA case.
07/03/12	KL Petteway	9.50	Prepare reply in support of FEI's motion for attorneys' fees.
07/03/12	JM Simpson	7.20	Further review of and revisions to additional draft of reply in support of motion for entitlement to attorneys fees, including record research on various points to be included.
07/03/12	JM Simpson	2.00	Conference with firm attorneys regarding editing to and condensation of current draft of reply in support of motion for entitlement to attorneys fees, including record research on various points to be included.
07/03/12	JT Small	.50	[No charge.] Brief review of pleadings.
07/04/12	RE Bazan	.50	Prepare revision for draft reply brief in support of motion for entitlement to attorneys' fees.
07/04/12	MC Pardo	1.00	Review edits to reply to entitlement brief and prepare same.
07/04/12	KL Petteway	3.80	Prepare reply in support of FEI's motion for attorneys' fees.
07/04/12	JM Simpson	6.00	Review and revise further draft of reply in support of motion for entitlement to attorneys fees.
7/04/12	JM Simpson	.10	Correspondence with firm attorneys regarding further draft of reply in support of motion for entitlement to attorneys fees.
07/04/12	JM Simpson	1.60	Review and analysis of jurisdictional cases cited in plaintiffs' opposition to motion for entitlement to attorneys fees.
07/05/12	RE Bazan	1.00	Review and revise draft reply brief in support of motion for entitlement to attorneys' fees.
07/05/12	RE Bazan	2.20	Strategy conference with firm attorneys regarding revisions to draft reply brief in support of motion for entitlement to attorneys' fees.
07/05/12	MC Pardo	6.00	Review, edit and discuss edits to entitlement brief reply.
07/05/12	KL Petteway	7.50	Prepare reply in support of FEI's motion for attorneys' fees.
07/05/12	KL Petteway	1.50	Confer with firm attorneys regarding reply in support of FEI's motion for attorneys' fees.
07/05/12	JM Simpson	1.50	Review and revise further draft of reply in support of motion for entitlement to attorneys fees.
07/05/12	JM Simpson	1.90	Conference with firm attorneys regarding changes to further draft of reply in support of motion for entitlement to attorneys fees and issues connected therewith.
07/05/12	JM Simpson	1.90	Review and revise further revised draft of reply in support of motion for entitlement to attorneys fees.
07/05/12	JM Simpson	.40	Conference with firm attorney regarding issues as to further revised draft of reply in support of motion for entitlement to attorneys fees.
07/05/12	JM Simpson	.30	Conference with firm attorney regarding issues as to further revised draft of reply in support of motion for entitlement to attorneys fees.
07/05/12	JT Small	1.00	[No charge.] Review various pleadings.
07/06/12	MC Pardo	3.50	Review and edit multiple versions of reply brief on entitlement.
7/06/12	MC Pardo	.70	Review record for exhibits and citations in support of reply brief on attorneys fees.
07/06/12	MC Pardo	2.40	Review attorneys fee decisions in DDC for format of exhibits and declarations to support award and discuss same with firm attorney.

Feld Entertainment, Inc.
 Invoice Number: 11304714
 Matter Number: 10513410
 Invoice Date: August 20, 2012
 Invoice Due Date: September 19, 2012
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/06/12	MC Pardo	.30	Review attorney involvement on pleadings/docket in connection with reply brief.
07/06/12	KL Petteway	9.00	Prepare reply in support of FEI's motion for attorneys' fees.
07/06/12	JM Simpson	3.40	Further review of and revisions to additional drafts of reply brief in support of motion for entitlement to attorneys fees.
07/06/12	JM Simpson	.90	Review notes on declarations for points to include in reply in support of motion for entitlement to attorneys fees.
07/06/12	JM Simpson	1.20	Conference with firm attorneys regarding additional points to be included in reply in support of motion for entitlement to attorneys fees.
07/06/12	JM Simpson	.30	Conference with firm attorney regarding overall issues to address in the event attorneys fee matter moves to quantum stage.
07/06/12	JM Simpson	.10	Correspondence with client representatives regarding draft of reply brief in support of motion for entitlement to attorneys fees.
07/06/12	JT Small	1.00	[No charge.] Review of various pleadings.
07/07/12	JT Small	.50	[No charge.] Brief review of draft reply to opposition to motion for attorneys fees.
07/08/12	JM Simpson	1.00	Review and revise current draft of reply in support of motion for entitlement to attorneys fees.
7/08/12	JT Small	.50	[No charge.] Review of draft reply to opposition to motion for attorneys fees.
07/09/12	RE Bazan	.40	Review HSUS's reply brief in support of motion to strike.
07/09/12	RE Bazan	3.00	Prepare exhibits for reply in support of motion for entitlement to attorneys' fees.
07/09/12	RE Bazan	2.30	Cite check portions of reply brief in support of motion for entitlement to attorneys' fees.
07/09/12	SM McNabb	1.00	Privilege
07/09/12	MC Pardo	.20	Review additional caselaw for entitlement reply brief.
07/09/12	MC Pardo	1.00	Review HSUS reply brief to motion to strike and discussion with firm attorney regarding same and exhibit.
07/09/12	KL Petteway	9.30	Prepare reply in support of FEI's motion for attorneys' fees.
07/09/12	KL Petteway	.40	Review HSUS reply in support of motion to strike.
07/09/12	JM Simpson	1.40	Further work on draft of reply in support of motion for entitlement to attorneys fees.
07/09/12	JM Simpson	1.20	Conference with firm attorneys regarding further revisions to draft of reply in support of motion for entitlement to attorneys fees.
07/09/12	JM Simpson	.60	Review recently issued sanctions case for relevance to reply in support of motion for entitlement to attorneys fees and correspondence with firm attorneys regarding same..
07/09/12	JM Simpson	.10	Conference with firm attorney regarding status of finalization of draft reply in support of motion for entitlement to attorneys fees.
07/09/12	JT Small	1.50	Review of draft reply to opposition to motion for attorneys fees; discussion with John Simpson.
07/10/12	RE Bazan	2.80	Cite check reply brief in support of motion for entitlement to attorneys' fees, prepare exhibits, and file reply brief.
07/10/12	MC Pardo	1.20	Review HSUS reply brief and exhibit and discuss same.
07/10/12	MC Pardo	4.00	Analyze, review and discuss drafts of attorneys fee reply briefing in preparation for filing.

Feld Entertainment, Inc.
 Invoice Number: 11304714
 Matter Number: 10513410
 Invoice Date: August 20, 2012
 Invoice Due Date: September 19, 2012
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
07/10/12	MC Pardo	.80	Review client comments to draft entitlement reply and discuss same with firm attorney.
07/10/12	KL Petteway	8.30	Prepare reply in support of FEI's motion for attorneys' fees.
07/10/12	JM Simpson	1.40	Final review of and revisions to reply in support of motion for entitlement to attorneys fees.
07/10/12	JM Simpson	1.40	Review and analysis of HSUS reply in support of motion to strike.
07/10/12	JM Simpson	.50	Correspondence with client representatives regarding filing of reply in support of motion for entitlement to attorneys fees and exhibits.
07/10/12	JM Simpson	.20	Conference with firm attorneys regarding HSUS reply in support of motion to strike.
07/10/12	JM Simpson	.10	Telephone conference with client representative regarding HSUS reply in support of motion to strike.
07/10/12	JT Small	1.00	[No charge.] Review of various pleadings.
07/11/12	SM McNabb	2.00	Conference with attorneys regarding strategy; e-mail among attorneys regarding strategy.
07/11/12	MC Pardo	.70	Final edits to reply and confer with firm attorney regarding same.
07/11/12	KL Petteway	.50	Prepare correspondence to prior counsel enclosing service copies of reply in support of motion for entitlement to attorneys' fees.
7/11/12	JT Small	1.00	[No charge.] Review of various pleadings.
07/13/12	MC Pardo	.50	Confer with firm attorney regarding necessary steps for attorneys fees beyond entitlement phase, securing of expert and other issues.
07/16/12	MC Pardo	.30	Confer regarding legal research on DC partnership issue.
07/18/12	SM McNabb	.50	Privilege
07/19/12	SM McNabb	5.00	Privilege
07/20/12	SM McNabb	5.00	Privilege
07/25/12	SM McNabb	.50	Conference with J. Simpson and M. Pardo regarding strategy.
07/31/12	JM Simpson	.20	Telephone conference with client representatives regarding attorneys fee motion and likely next steps in quantum phase.

TOTAL CHARGEABLE HOURS 197.10

FEES..... \$105,690.50

EXPENSES & SERVICES:

Copy	104.70
Delivery services/messengers	19.30
Other	139.10
Online Research - Lexis	1,146.00
Online Research - Westlaw	13.00

\$1,422.10

TOTAL INVOICE AMOUNT DUE \$107,112.60

Feld Entertainment, Inc.
 Invoice Number: 11304714
 Matter Number: 10513410
 Invoice Date: August 20, 2012
 Invoice Due Date: September 19, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Joseph T. Small	1.50	\$860.00	1,290.00
Stephen M. McNabb	14.00	\$800.00	11,200.00
John M. Simpson	41.90	\$800.00	33,520.00
Michelle C. Pardo	40.00	\$625.00	25,000.00
Kara Lynn Petteway	70.10	\$400.00	28,040.00
Rebecca Eileen Bazan	23.30	\$285.00	6,640.50
Joseph T. Small	6.30	\$0.00	0.00
TOTAL	197.10		105,690.50

Invoice Number: 11304714

Matter Number: 10513410

Invoice Date: August 20, 2012

Invoice Due Date: September 19, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

PLEASE RETURN WITH REMITTANCE
 TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY SEPTEMBER 19, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through July 31, 2012 as follows:

SPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....		\$105,690.50
TOTAL EXPENSES & SERVICES		\$1,422.10
TOTAL INVOICE AMOUNT DUE		\$107,112.60 **
PREVIOUS BALANCE:		
<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
7/26/12	11297990	\$50,914.14
7/26/12	11298045	\$260,626.03
		<u>\$311,540.17</u>
TOTAL AMOUNT DUE		\$418,652.77

WIRE TRANSFER INSTRUCTIONS:

Bank:

Financial Privacy

ABA Routing #:

Account Number:

Account Title:

IMPORTANT NOTICE:

CHANGE IN REMITTANCE ADDRESS

Effective September 1, 2012, Fulbright & Jaworski L.L.P. will have implemented a new payment processing system to enhance the security and operation of our payment processing system. **Please assist us by sending future payments to the Fulbright remittance address identified below.** All other correspondence should be directed to our regular mailing address (as found on the attached invoice and as listed below).

If you have any questions, please contact our Fulbright Revenue and Accounting Center at 713-651-5252 or via email to FRACHouston@fulbright.com. Your cooperation is appreciated.

New remittance address:

FULBRIGHT & JAWORSKI L.L.P.
P.O. Box 844284
Dallas, Texas 75284-4284

Wire or ACH instructions:

Account Name:	<div style="border: 1px solid black; padding: 10px; min-height: 100px;">Financial Privacy</div>
Bank Name:	
Bank Address:	
Wire Routing Number:	
ACH Routing Number:	
SWIFT Number:	
Account Number:	
Attention:	
References:	

Our mailing address remains the same:

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Invoice Number: 11311588
Matter Number: 10513410
Invoice Date: September 19, 2012
Invoice Due Date: October 19, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED August 1, 2012 through August 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>	
08/14/12	JM Simpson	.70	Review and analysis of Ninth Circuit attorneys fee decision potentially relevant to issues raised in attorneys fee motion.	
TOTAL CHARGEABLE HOURS				0.70
FEES.....				\$560.00
EXPENSES & SERVICES:				
	Copy		65.55	
	Pacer		31.90	
				<u>\$97.45</u>
TOTAL INVOICE AMOUNT DUE				<u>\$657.45</u>

Feld Entertainment, Inc.
Invoice Number: 11311588
Matter Number: 10513410
Invoice Date: September 19, 2012
Invoice Due Date: October 19, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	0.70	\$800.00	560.00
TOTAL	0.70		560.00

Invoice Number: 11311588
 Matter Number: 10513410

Invoice Date: September 19, 2012
 Invoice Due Date: October 19, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

PLEASE RETURN WITH REMITTANCE
 TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY OCTOBER 19, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED August 1, 2012 through August 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$560.00
TOTAL EXPENSES & SERVICES	\$97.45
TOTAL INVOICE AMOUNT DUE	\$657.45 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
7/26/12	11297990	\$50,914.14
7/26/12	11298045	\$260,626.03
8/20/12	11304714	\$107,112.60
		<u>\$418,652.77</u>
TOTAL AMOUNT DUE		<u>\$419,310.22</u>

Feld Entertainment, Inc.
Invoice Number: 11311588
Matter Number: 10513410
Invoice Date: September 19, 2012
Invoice Due Date: October 19, 2012

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

Invoice Number: 11318079
 Matter Number: 10513410
 Invoice Date: October 19, 2012
 Invoice Due Date: November 18, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through September 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

DATE	NAME	TIME	SERVICES
09/05/12	JT Small	1.20	[No charge] Review of filings.
09/25/12	RE Bazan	.90	Review and analysis of opinions regarding petitions for attorneys' fees pursuant to fee shifting statutes and accompanying PACER filings.
09/25/12	MC Pardo	.50	Confer with firm attorney regarding attorney's fee issue and privilege.
09/26/12	RE Bazan	6.70	Continue review and analysis of opinions regarding petitions for attorneys' fees pursuant to fee shifting statutes and accompanying PACER filings.
09/26/12	MC Pardo	.40	Review materials regarding fee petitions in D. D.C.
09/27/12	JM Marks	.50	Review file and confer with Firm attorneys regarding Firm invoices.
09/27/12	JM Simpson	1.00	Review correspondence and caselaw provided by firm attorney regarding billing detail required in this district for fee claims.

TOTAL CHARGEABLE HOURS 11.20

FEES..... \$3,941.00

EXPENSES & SERVICES:

Copy	1.05	
Witness fees	(40.00)	
Online Research - Lexis	39.00	
		<u>\$0.05</u>

TOTAL INVOICE AMOUNT DUE \$3,941.05

Feld Entertainment, Inc.

Invoice Number: 11318079

Matter Number: 10513410

Invoice Date: October 19, 2012

Invoice Due Date: November 18, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
Jeffrey M. Marks	0.50	\$825.00	412.50
John M. Simpson	1.00	\$800.00	800.00
Michelle C. Pardo	0.90	\$625.00	562.50
Rebecca Eileen Bazan	7.60	\$285.00	2,166.00
Joseph T. Small	1.20	\$0.00	0.00
TOTAL	11.20		3,941.00

Invoice Number: 11318079

Matter Number: 10513410

Invoice Date: October 19, 2012

Invoice Due Date: November 18, 2012

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

PLEASE RETURN WITH REMITTANCE
 TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY NOVEMBER 18, 2012

OR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through September 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES	\$3,941.00
TOTAL EXPENSES & SERVICES	\$0.05
TOTAL INVOICE AMOUNT DUE	\$3,941.05 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
8/20/12	11304714	\$107,112.60
9/19/12	11311588	\$657.45
		<u>\$107,770.05</u>
TOTAL AMOUNT DUE		<u>\$111,711.10</u>

Invoice Number: 11327488
Matter Number: 10513410
Invoice Date: November 30, 2012
Invoice Due Date: December 30, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through October 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
10/09/12	MC Pardo	.40	Discuss bill of costs issue with firm attorney and review summary of inquiry regarding same.
10/09/12	JM Simpson	.90	Check on status of bill of costs with clerk's office and logistical activity related thereto.
10/09/12	JM Simpson	.10	Telephone conference with client representative regarding status of bill of costs.
TOTAL CHARGEABLE HOURS			1.40
FEES			\$1,050.00
EXPENSES & SERVICES:			
	Pacer		39.00
			\$39.00
TOTAL INVOICE AMOUNT DUE			\$1,089.00

Feld Entertainment, Inc.
Invoice Number: 11327488
Matter Number: 10513410
Invoice Date: November 30, 2012
Invoice Due Date: December 30, 2012

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

* * * * *

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	1.00	\$800.00	800.00
Michelle C. Pardo	0.40	\$625.00	250.00
TOTAL	1.40		1,050.00

IMPORTANT NOTICE:

CHANGE IN REMITTANCE ADDRESS

Effective September 1, 2012, Fulbright & Jaworski L.L.P. will have implemented a new payment processing system to enhance the security and operation of our payment processing system. **Please assist us by sending future payments to the Fulbright remittance address identified below.** All other correspondence should be directed to our regular mailing address (as found on the attached invoice and as listed below).

If you have any questions, please contact our Fulbright Revenue and Accounting Center at 713-651-5252 or via email to FRACHouston@fulbright.com. Your cooperation is appreciated.

New remittance address:

FULBRIGHT & JAWORSKI L.L.P.
P.O. Box 844284
Dallas, Texas 75284-4284

Wire or ACH instructions:

Account Name:

Bank Name:

Bank Address:

Wire Routing Number:

ACH Routing Number:

SWIFT Number:

Account Number:

Attention:

References:

Financial Privacy

Our mailing address remains the same:

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Invoice Number: 11327488
Matter Number: 10513410

Invoice Date: November 30, 2012
Invoice Due Date: December 30, 2012

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY DECEMBER 30, 2012

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through October 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$1,050.00
TOTAL EXPENSES & SERVICES.....	\$39.00
TOTAL INVOICE AMOUNT DUE.....	\$1,089.00 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>	
10/19/12	11318079	\$3,941.05	
			<u>\$3,941.05</u>
TOTAL AMOUNT DUE.....			<u>\$5,030.05</u>

Feld Entertainment, Inc.
Invoice Number: 11327488
Matter Number: 10513410
Invoice Date: November 30, 2012
Invoice Due Date: December 30, 2012

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

Invoice Number: 11332248
 Matter Number: 10513410
 Invoice Date: December 17, 2012
 Invoice Due Date: January 16, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through November 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/14/12	JM Simpson	.10	Telephone call with counsel for ASPCA.
11/14/12	JM Simpson	.50	Telephone call with client representatives regarding telephone call with counsel for ASPCA and strategy and other issues in connection with responding thereto.
11/14/12	JM Simpson	.50	Gather financial data relevant to discussions as to telephone call with counsel for ASPCA.
11/14/12	JM Simpson	.80	Analysis of settlement issues.
11/16/12	JM Simpson	.10	Preparation for call with counsel for ASPCA.
11/16/12	JM Simpson	.20	Telephone call with counsel for ASPCA and conference with firm attorney regarding same.
11/16/12	JM Simpson	.30	Telephone conference call with client representatives regarding telephone call with counsel for ASPCA.
11/16/12	JM Simpson	.20	Telephone call with client representative regarding developments as to call with counsel for ASPCA.
11/16/12	JM Simpson	.20	Conference with firm attorney regarding strategy as to ASPCA.
11/19/12	JM Simpson	1.20	Review and analysis of relevant recent circuit decision on recovery of attorney's fees under ESA.
11/21/12	MC Pardo	.50	Conference with client regarding potential settlement with ASPCA.
11/21/12	MC Pardo	.20	Conference with firm attorney regarding settlement strategy.
11/21/12	MC Pardo	.30	Review and prepare draft settlement agreement.
11/21/12	MC Pardo	.30	Conference with L. Joiner regarding potential ASPCA settlement.
11/21/12	MC Pardo	.10	Review correspondence regarding settlement.
11/21/12	JM Simpson	.10	Telephone conference with counsel for ASPCA.
11/21/12	JM Simpson	.40	Telephone conference with firm attorney and client representatives regarding telephone conference with counsel for ASPCA.
11/21/12	JM Simpson	.30	Further telephone conference with firm attorney and client representative regarding telephone conference with counsel for ASPCA.

Feld Entertainment, Inc.
 Invoice Number: 11332248
 Matter Number: 10513410
 Invoice Date: December 17, 2012
 Invoice Due Date: January 16, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/21/12	JM Simpson	.10	Telephone conference with firm attorney regarding developments as to ASPCA contacts.
11/26/12	MC Pardo	.40	Conference with firm attorney regarding settlement strategy and conference with P. Tomlinson.
11/26/12	MC Pardo	.30	Review and edit term sheet for potential settlement with ASPCA.
11/26/12	MC Pardo	.20	Participate in conference call with P. Tomlinson regarding proposed counter to settlement offer.
11/26/12	MC Pardo	.50	Confer with firm attorney regarding preparation of settlement agreement and various terms and provisions.
11/26/12	MC Pardo	.40	Telephone conference with client regarding settlement proposal from ASPCA.
11/26/12	MC Pardo	.80	Conference with firm attorney regarding research related to settlement and dismissal and strategy regarding same.
11/26/12	JM Simpson	1.10	Analysis of options regarding ASPCA and preparation for telephone conference with counsel for ASPCA.
11/26/12	JM Simpson	.10	Telephone conference with counsel for ASPCA.
11/26/12	JM Simpson	.40	Telephone conference with client representatives regarding telephone contact with counsel for ASPCA.
11/26/12	JM Simpson	1.70	Preparation of potential term sheet to be used with ASPCA and correspondence with client representatives regarding same.
11/27/12	MC Pardo	1.50	Prepare and edit draft settlement agreement.
11/27/12	MC Pardo	.30	Incorporate edits to term sheet into settlement agreement.
11/27/12	JM Simpson	2.50	Further work on potential term sheet for use with ASPCA, revisions thereto and conferences with firm attorney regarding same.
11/27/12	JM Simpson	.60	Review and revise initial draft of settlement agreement for use with ASPCA.
11/28/12	MC Pardo	1.50	Review and edit draft settlement agreement and accompanying documents.
11/28/12	MC Pardo	.50	Confer with firm attorney regarding settlement issues and edits to agreement and term sheet.
11/28/12	JM Simpson	.30	Conference with firm attorney regarding recent contacts with counsel for ASPCA and strategy as to same.
11/28/12	JM Simpson	2.20	Further work on drafts of potential settlement agreement with ASPCA, including comparisons with prior examples and conferences with firm attorney regarding issues as to same.
11/29/12	MC Pardo	.50	Confer with firm attorney regarding settlement issues.
11/29/12	MC Pardo	1.40	Review and edit settlement agreement.
11/29/12	MC Pardo	.70	Prepare draft stipulation of dismissal and review caselaw related to same.
11/29/12	MC Pardo	.50	Conference regarding ASPCA's response regarding settlement and strategy regarding counteroffer to same.
11/29/12	JM Simpson	.10	Correspondence with counsel for ASPCA regarding scheduling of call.
11/29/12	JM Simpson	.10	Locate and forward to firm attorney examples of stipulated dismissals.
11/29/12	JM Simpson	.60	Further analysis of issues as to potential resolution with ASPCA and in preparation for next step.
11/30/12	MC Pardo	.80	Conference with firm attorney regarding settlement counteroffer and strategy.

Feld Entertainment, Inc.
 Invoice Number: 11332248
 Matter Number: 10513410
 Invoice Date: December 17, 2012
 Invoice Due Date: January 16, 2013
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
11/30/12	MC Pardo	1.50	Review and edit settlement agreement and confer with firm attorney regarding same.
11/30/12	MC Pardo	.30	Telephone conference with client regarding settlement with ASPCA.
11/30/12	MC Pardo	.20	Review revised term sheet and discussion of edits to same with firm attorney.
11/30/12	MC Pardo	.50	Confer with firm attorney regarding media issues and specific terms regarding press releases and strategy of same and review prior press release and materials.
11/30/12	JM Simpson	1.00	Review and analysis of Code of Judicial Conduct provisions and related interpretive case law relevant to potential issue in case.
11/30/12	JM Simpson	.10	Telephone conference with counsel for ASPCA.
11/30/12	JM Simpson	.40	Telephone conference with client representatives regarding telephone contact with counsel for ASPCA and issues and strategy in responding thereto.
11/30/12	JM Simpson	.90	Further work on draft of ASPCA term sheet and conference with firm attorney regarding same.
11/30/12	JM Simpson	.90	Further work on draft of ASPCA settlement agreement.
11/30/12	JM Simpson	.40	Telephone conference regarding timing, media and other issues as to potential resolution with ASPCA.
11/30/12	JM Simpson	.20	Conference with firm attorney regarding timing, media and other issues as to potential resolution with ASPCA.
11/30/12	JM Simpson	.10	Review draft of stipulation of dismissal and conference with firm attorney regarding same.
TOTAL CHARGEABLE HOURS			32.90
FEES			\$23,835.00
EXPENSES & SERVICES:			
	Telephone	32.49	\$32.49
TOTAL INVOICE AMOUNT DUE			\$23,867.49

Feld Entertainment, Inc.
Invoice Number: 11332248
Matter Number: 10513410
Invoice Date: December 17, 2012
Invoice Due Date: January 16, 2013

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	18.70	\$800.00	14,960.00
Michelle C. Pardo	14.20	\$625.00	8,875.00
TOTAL	32.90		23,835.00

Invoice Number: 11332248

Matter Number: 10513410

Invoice Date: December 17, 2012

Invoice Due Date: January 16, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

PLEASE RETURN WITH REMITTANCE
 TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY JANUARY 16, 2013

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through November 30, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$23,835.00
TOTAL EXPENSES & SERVICES.....	\$32.49
TOTAL INVOICE AMOUNT DUE.....	\$23,867.49 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
10/19/12	11318079	\$412.50
11/30/12	11327488	\$1,089.00
		<u>\$1,501.50</u>
TOTAL AMOUNT DUE.....		<u>\$25,368.99</u>

Feld Entertainment, Inc.
Invoice Number: 11332248
Matter Number: 10513410
Invoice Date: December 17, 2012
Invoice Due Date: January 16, 2013

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Tax Identification Number

Requesting Attorney: John M. Simpson

Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from December 1, 2012 through December 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/01/12	JM Simpson	.30	Analysis of strategy in, and preparation for telephone call with, counsel for ASPCA.
12/03/12	MC Pardo	1.00	Review caselaw regarding stipulations under Rule 41 and prepare same.
12/03/12	MC Pardo	2.00	Conference with firm attorneys regarding research relating to settlement of claim for less than all parties, contribution and joint and several liability and settlement strategy.
12/03/12	MC Pardo	1.00	Review caselaw regarding dismissal of less than all parties.
12/03/12	MC Pardo	.10	Review clients edits to term sheet.
12/03/12	MC Pardo	.50	Edit settlement agreement.
12/03/12	MC Pardo	.10	Review client's questions regarding terms of proposed settlement.
12/03/12	KL Petteway	1.60	Review recent caselaw regarding fraud on the court; summarize same.
12/03/12	KL Petteway	.20	Legal research regarding dismissal pursuant to Fed. R. Civ. P. 41(a)(2).
12/03/12	KL Petteway	.70	Confer with firm attorneys regarding potential settlement and related legal research.
12/03/12	JM Simpson	.20	Telephone conference with client representative and firm attorney regarding telephone call with counsel for ASPCA.
12/03/12	JM Simpson	.70	Review and analysis of recent district court decision regarding attorneys fees and sanctions in the context of fraud on the court and correspondence with client representatives and firm attorneys regarding same.
12/03/12	JM Simpson	.10	Telephone call with counsel for ASPCA.
12/03/12	JM Simpson	2.30	Review and analysis of case law and other materials regarding joint and several liability as it concerns releases, dismissals and potential claims for contribution.
12/03/12	JM Simpson	.10	Review correspondence from client representative regarding draft ASPCA Term Sheet.

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/03/12	JM Simpson	.20	Further revisions to draft ASPCA Term Sheet.
12/03/12	JM Simpson	.80	Conference with firm attorneys regarding research and related issues as to joint and several liability and releases and dismissals of claims against fewer than all parties.
12/04/12	MC Pardo	2.40	Review research and caselaw regarding form and strategy of dismissal.
12/04/12	MC Pardo	.60	Conferences regarding settlement strategy and progress.
12/04/12	MC Pardo	.30	Privilege
12/04/12	KL Petteway	3.40	Legal research regarding release of joint tortfeasors, contribution among joint tortfeasors, and dismissal pursuant to Fed. R. Civ. P. 41(a)(2).
12/04/12	KL Petteway	.30	Confer with firm attorneys regarding legal research regarding potential settlement.
12/04/12	JM Simpson	.30	Conference with firm attorneys regarding issues relating to contribution, dismissal and other matters as to potential resolution with ASPCA.
12/04/12	JM Simpson	.30	Review written analysis prepared by firm attorney regarding releases of liability in multi-defendant cases and contribution issues with respect to RICO and intentional tort claims.
12/04/12	JM Simpson	1.70	Review cases on Rule 41 stipulations of dismissal of fewer than all parties and issues potentially related thereto.
12/04/12	JM Simpson	.20	Telephone call with client representative regarding contact yesterday with counsel for ASPCA.
12/05/12	MC Pardo	.40	Discuss settlement strategy and contact with opposing counsel.
12/05/12	MC Pardo	.50	Review and revise draft press release and discuss same with firm attorney.
12/05/12	KL Petteway	3.40	Legal research regarding federal jurisdiction over enforcement of settlement agreement.
12/05/12	JM Simpson	.30	Review of and revisions to draft of press statement.
12/05/12	JM Simpson	.10	Conference with firm attorney regarding draft of press statement.
12/05/12	JM Simpson	.10	Telephone call with client representative regarding consultant's contract for case.
12/05/12	JM Simpson	.20	Review consultant's contract for case and correspondence regarding same.
12/05/12	JM Simpson	.30	Review written analysis by firm attorney of federal jurisdiction over settlement agreements and implementation issues in connection therewith and correspondence with firm attorney regarding same.
12/05/12	JM Simpson	.10	Correspondence with client representatives regarding draft press statement.
12/05/12	JM Simpson	.40	Analysis of issues and preparation for likely next steps with counsel for ASPCA.
12/06/12	MC Pardo	.20	Review correspondence and edits to draft press release from client.
12/06/12	MC Pardo	.20	Review correspondence regarding settlement.
12/06/12	MC Pardo	.30	Edit draft settlement documents.
12/06/12	KL Petteway	2.50	Legal research regarding Fed. R. Civ. P. 41(a)(2).
12/06/12	KL Petteway	1.80	Prepare stipulation of dismissal.

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/06/12	JM Simpson	1.20	Review written analysis and supporting case law regarding issues as to dismissal for fewer than all defendants and potential objections thereto.
12/06/12	JM Simpson	.70	Work on draft of stipulation of dismissal.
12/06/12	JM Simpson	.20	Telephone conferences with counsel for ASPCA regarding resolution of claims.
12/06/12	JM Simpson	1.20	Telephone conferences with client representatives regarding contacts with counsel for ASPCA and course of action regarding same.
12/06/12	JM Simpson	.60	Analysis of strategy regarding next steps as to ASPCA.
12/07/12	MC Pardo	1.00	Review and edit settlement documents.
12/07/12	MC Pardo	.20	Review correspondence with opposing counsel regarding settlement.
12/07/12	MC Pardo	.50	Conference with client and firm attorney regarding settlement strategy.
12/07/12	MC Pardo	.50	Strategy conference regarding settlement structure and court filings.
12/07/12	MC Pardo	.40	Review research regarding multi-defendant cases with partial settlements.
12/07/12	MC Pardo	.30	Conference regarding edits to settlement documents.
12/07/12	JM Simpson	.80	Review written analysis and case law regarding Rule 41(a)(2) dismissals and related issues and conferences with firm attorney regarding same.
12/07/12	JM Simpson	.20	Telephone calls with counsel for ASPCA regarding resolution of claims as to ASPCA.
12/07/12	JM Simpson	.40	Telephone calls with client representatives regarding contacts with counsel for ASPCA.
12/07/12	JM Simpson	.70	Further work on draft of Term Sheet.
12/07/12	JM Simpson	.10	Telephone call with client representative regarding current version of Term Sheet.
12/07/12	JM Simpson	.10	Correspondence with counsel for ASPCA regarding draft Term Sheet.
12/07/12	JM Simpson	.30	Conference with firm attorney regarding terms of resolutions with ASPCA.
12/07/12	JM Simpson	.10	Conference with firm attorney regarding schedule of week of 12-10-12 for finalizing Term Sheet.
12/07/12	JM Simpson	.20	Review correspondence from client regarding media issues as to ASPCA resolution.
12/07/12	JM Simpson	.10	Conference with firm attorney regarding media issues as to ASPCA resolution.
12/07/12	JM Simpson	.40	Internet research on issue relevant to resolution with ASPCA.
12/10/12	MC Pardo	.80	Telephone conference with P. Tomlinson regarding settlement, discuss same and settlement strategy with firm attorney and client.
12/10/12	MC Pardo	1.00	Review drafts of settlement documents and make edits to same.
12/10/12	MC Pardo	.40	Discuss strategy of settlement and media statements with firm attorney.
12/10/12	JM Simpson	.10	Conference with firm attorney regarding further changes to draft stipulation of dismissal.
12/10/12	JM Simpson	.20	Telephone call with client representative regarding results of meeting as to media issues related to potential resolution with ASPCA.
12/10/12	JM Simpson	.10	Telephone call with counsel for ASPCA regarding logistics of agreement approval and issues as to Term Sheet.

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/10/12	JM Simpson	.10	Conference with firm attorney regarding telephone call with counsel for ASPCA as to logistics of agreement approval and issues as to Term Sheet.
12/10/12	JM Simpson	.20	Telephone conference calls with client representatives regarding telephone call with counsel for ASPCA as to logistics of agreement approval and issues as to Term Sheet.
12/10/12	JM Simpson	.80	Further revisions to draft of settlement agreement and correspondence with firm attorneys regarding same.
12/10/12	JM Simpson	.10	Correspondence with counsel for ASPCA regarding Term Sheet.
12/10/12	JM Simpson	.30	Review correspondence and attachment from counsel for ASPCA regarding Term Sheet.
12/10/12	JM Simpson	.10	Correspondence with client representatives regarding correspondence and attachment from counsel for ASPCA regarding Term Sheet.
12/10/12	JM Simpson	.10	Review correspondence from client representative regarding ASPCA revisions to term sheet.
12/11/12	RE Bazan	.50	Revise ASPCA settlement agreement.
12/11/12	MC Pardo	.40	Conference regarding settlement strategy and response to ASPCA's edits to settlement documents.
12/11/12	MC Pardo	.20	Conference with client regarding settlement logistics.
12/11/12	MC Pardo	.10	Conference with client regarding settlement issues and logistics/timing.
12/11/12	JM Simpson	.10	Telephone call with counsel for ASPCA regarding settlement terms.
12/11/12	JM Simpson	.30	Discussions with client representatives and firm attorney regarding contacts with ASPCA counsel and response thereto.
12/11/12	JM Simpson	.20	Telephone call with client representative regarding matters arising from 12-10-12 contact with ASPCA counsel.
12/11/12	JM Simpson	.10	Correspondence with firm attorney regarding revisions to settlement agreement.
12/12/12	MC Pardo	.50	Review settlement documents and conference with firm attorney regarding same.
12/12/12	MC Pardo	.60	Review and comment on drafts of settlement documents.
12/12/12	MC Pardo	.30	Review correspondence related to settlement.
12/12/12	JM Simpson	1.30	Further revisions to settlement agreement and exhibits thereto.
12/12/12	JM Simpson	.10	Telephone call with counsel for ASPCA regarding drafts of settlement agreement and exhibits thereto and related issues.
12/12/12	JM Simpson	.10	Telephone call with client representatives regarding communication with ASPCA counsel.
12/12/12	JM Simpson	.10	Correspondence with counsel for ASPCA regarding draft settlement documents.
12/12/12	JM Simpson	.20	Conference with firm attorney regarding finalization steps as to settlement documents.
12/12/12	JM Simpson	.10	Telephone conference with client representative regarding finalization steps as to settlement documents.
12/13/12	MC Pardo	.10	Correspond with P. Tomlinson regarding settlement documents.
12/13/12	MC Pardo	.50	Review revised settlement documents.
12/13/12	MC Pardo	.40	Conference with client regarding settlement and media issues related to same.

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/13/12	MC Pardo	.40	Review comments to draft press release related to settlement.
12/13/12	MC Pardo	.40	Conference with client and firm attorney regarding settlement.
12/13/12	JM Simpson	.50	Various communications with firm attorney and client representatives regarding issues as to finalization of settlement agreement and stipulations of dismissal as to resolution of claims with ASPCA.
12/14/12	MC Pardo	.50	Draft messages for potential media response to ASPCA settlement.
12/14/12	MC Pardo	2.30	Review settlement documents and stipulations, make edits to same, and correspond with client and opposing counsel regarding same.
12/14/12	MC Pardo	.50	Review draft press release regarding settlement and correspond with client regarding same.
12/14/12	MC Pardo	.30	Confer with firm attorney regarding revisions to ASPCA settlement documents.
12/14/12	KL Petteway	2.00	Prepare settlement documents.
12/14/12	JM Simpson	.50	Various communications with firm attorney and client representatives regarding issues as to finalization of settlement agreement and stipulations of dismissal as to resolution of claims with ASPCA.
12/17/12	MC Pardo	.20	Review email and correspondence from client regarding reporting of settlement to employees.
12/17/12	MC Pardo	.30	Privilege
12/17/12	MC Pardo	.50	Privilege
12/17/12	MC Pardo	.20	Telephone conference with J. Hatch regarding stipulations and signature pages.
12/17/12	MC Pardo	.50	Review and edit press release and conference with firm attorney regarding same.
12/17/12	MC Pardo	.30	Confer with firm attorney regarding timeline of events prior to settlement announcement.
12/17/12	JM Simpson	.50	Review of final version of settlement agreement and stipulations of dismissal.
12/17/12	JM Simpson	.10	Conference with firm attorney regarding revised stipulations of dismissal and correspondence regarding same.
12/17/12	JM Simpson	1.30	Review of financial information and analysis of strategy with respect to potential resolution of matter with remaining defendants.
12/17/12	JM Simpson	.20	Review information and convey same to client representatives regarding press issues as to ASPCA settlement.
12/17/12	JM Simpson	.50	Telephone conference call with client representatives and firm attorney regarding press and related issues as to ASPCA settlement.
12/17/12	JM Simpson	.10	Review revised draft press statement as to ASPCA resolutions.
12/17/12	JM Simpson	.40	Conference with firm attorney regarding steps of previous week as to finalization of ASPCA settlement and related issues.
12/17/12	JM Simpson	.10	Review draft of internal company statement regarding resolution with ASPCA.
12/18/12	MC Pardo	2.50	Privilege
12/18/12	MC Pardo	.50	Privilege

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/18/12	MC Pardo	.30	Review additional documents in connection with preparation of packet to be provided to media.
12/18/12	MC Pardo	.30	Edit email to company regarding settlement and send comments to client regarding same.
12/18/12	MC Pardo	.30	Conference regarding settlement strategy for other remaining defendants.
12/18/12	KL Petteway	2.00	Prepare case history and list of parties in connection with ASPCA settlement.
12/18/12	JM Simpson	.10	Review chart prepared by client representative and conference with firm attorneys regarding completion of same.
12/18/12	JM Simpson	.20	Conference with firm attorney regarding revisions to internal message regarding ASPCA settlement.
12/18/12	JM Simpson	1.30	Review and compile relevant documents for use in connection with ASPCA settlement and related events.
12/18/12	JM Simpson	.20	Conference with firm attorneys regarding relevant documents for use in connection with ASPCA settlement and related events.
12/18/12	JM Simpson	.10	Correspondence with client representative regarding relevant documents for use in connection with ASPCA settlement and related events.
12/18/12	JM Simpson	.80	Privilege
12/18/12	JM Simpson	1.10	Privilege
12/19/12	MC Pardo	.20	Privilege
12/19/12	MC Pardo	.20	Privilege
12/19/12	MC Pardo	.50	Privilege
12/19/12	MC Pardo	.50	Strategy meeting regarding settlement logistics and possible settlement scenarios with other parties.
12/19/12	KL Petteway	2.00	Prepare case history and list of parties in connection with ASPCA settlement.
12/19/12	KL Petteway	.20	Confer with firm attorneys regarding documents to be made publicly available in connection with ASPCA settlement.
12/19/12	KL Petteway	.40	Review documents to be made publicly available in connection with ASPCA settlement.
12/19/12	JM Simpson	2.20	Analysis of scenarios and financial options and development of strategy as to resolution of claims against remaining defendants.
12/19/12	JM Simpson	.10	Review correspondence from counsel for ASPCA regarding signature pages for settlement agreement and conference with firm attorney regarding same.
12/19/12	JM Simpson	.50	Review draft of charts for use in aftermath of ASPCA settlement and correspondence with firm attorneys regarding same.
12/19/12	JM Simpson	.20	Privilege
12/19/12	JM Simpson	.10	Privilege

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/19/12	JM Simpson	.10	Privilege
12/19/12	JM Simpson	.10	Confirm accuracy of wire transfer instructions and correspondence with counsel for ASPCA regarding same.
12/20/12	MC Pardo	.20	Conference regarding logistics and timing of settlement activities and filings.
12/20/12	JM Simpson	1.30	Revisions and changes to document compilation to be used in communications regarding dismissal of claims regarding ASPCA and correspondence regarding same.
12/20/12	JM Simpson	.70	Review federal court decision in Maryland relevant to attorneys' fee motion and correspondence with client representatives and firm attorneys regarding same.
12/20/12	JM Simpson	.60	Review and analysis of D.C. Circuit decision relevant to attorneys fee claim in case.
12/21/12	MC Pardo	.50	Telephone conference with client regarding settlement logistics and draft media statements.
12/21/12	JM Simpson	2.70	Prepare memorandum of strategy considerations in addressing potential resolution of case with remainder of opposing parties and revisions to same.
12/21/12	JM Simpson	.10	Review revised internal company communication regarding ASPCA settlement and correspondence regarding same.
12/21/12	JM Simpson	.30	Privilege
12/21/12	JM Simpson	.50	Privilege
12/22/12	JM Simpson	.20	Privilege
12/24/12	JM Simpson	.10	Privilege
12/24/12	JM Simpson	.10	Correspondence with counsel for ASPCA and with client representatives regarding scheduling of wire transfer of settlement funds.
12/26/12	MC Pardo	.40	Review client email and drafts of press release related to settlement.
12/26/12	MC Pardo	.20	Review client email, correspondence with defendant ASPCA's counsel and draft press release edit regarding settlement with ASPCA.
12/26/12	JM Simpson	1.30	Further review of and revisions to memorandum regarding settlement strategy as to remaining defendants.
12/26/12	JM Simpson	.10	Correspondence with client representatives regarding receipt of settlement payment from ASPCA.
12/26/12	JM Simpson	.10	Telephone conference with client representative regarding ASPCA settlement payment and finalization steps for settlement press release.
12/26/12	JM Simpson	.10	Privilege
12/26/12	JM Simpson	.80	Privilege

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 8

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/26/12	JM Simpson	.20	Review most recent version of draft press release for use in connection with ASPCA settlement.
12/26/12	JM Simpson	.10	Review ASPCA settlement agreement to confirm remaining steps in performance of same.
12/26/12	JM Simpson	.10	Review and respond to correspondence from client representative regarding final press release as to settlement for distribution to ASPCA.
12/26/12	JM Simpson	.10	Review draft of venue message regarding ASPCA settlement and correspondence with client representative regarding same.
12/27/12	MC Pardo	.50	Privilege
12/27/12	MC Pardo	.50	Confer with firm attorney regarding plan for settlement logistics and media announcements regarding settlement.
12/27/12	MC Pardo	.50	Conference regarding potential settlement scenarios for other parties.
12/27/12	JM Simpson	.20	Review final press release regarding settlement and correspondence to counsel for ASPCA regarding same.
12/27/12	JM Simpson	.20	Conference with firm attorney regarding update on tasks associated with ASPCA settlement for today and tomorrow.
12/27/12	JM Simpson	.20	Telephone conference with firm client representatives regarding update on tasks associated with ASPCA settlement for today and tomorrow.
12/27/12	JM Simpson	.30	Privilege
12/27/12	JM Simpson	.10	Review correspondence from client representatives regarding venue communication and related matters in connection with ASPCA settlement.
12/27/12	JM Simpson	.10	Review correspondence from client representatives regarding steps as to media issues in aftermath of filing of stipulation of dismissal with prejudice as to ASPCA.
12/27/12	JM Simpson	.20	Conference call with client representatives regarding issues as to potential media coverage of ASPCA settlement.
12/27/12	JM Simpson	.10	Review ASPCA press release on forthcoming settlement and correspondence with ASPCA counsel regarding same.
12/27/12	JM Simpson	.10	Correspondence with client representatives regarding ASPCA press release on forthcoming settlement.
12/27/12	JM Simpson	.10	Privilege
12/27/12	JM Simpson	.30	Conference call with client representatives regarding steps to be taken on 12/28/12 regarding implementation of ASPCA settlement.
12/27/12	JM Simpson	.10	Conference with firm attorney regarding plans regarding filing of stipulation of dismissal on 12/28/12.
12/27/12	JM Simpson	.20	Check court calendar and recent opinion lists regarding recent decisional activity by presiding judge in case.
12/27/12	JM Simpson	1.10	Further writing of memorandum regarding subsequent settlement strategy with remaining defendants and collection of cases and other data for inclusion in memorandum.
12/28/12	MC Pardo	.20	Confer with firm attorney regarding location of expert quotes for media citation.

Feld Entertainment, Inc.
 Invoice Number: 11341122
 Matter Number: 10513410
 Invoice Date: January 30, 2013
 Invoice Due Date: March 1, 2013
 Page 9

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
12/28/12	MC Pardo	.50	Confer and handle filing and circulation of same to client.
12/28/12	MC Pardo	1.00	Review and respond to various client contacts related to stipulations, settlement and public statements regarding same.
12/28/12	MC Pardo	1.00	Review media response and provide information to media related to settlement.
12/28/12	MC Pardo	.20	Review ASPCA press release and media relating to settlement.
12/28/12	MC Pardo	.20	Conference with firm attorneys regarding bill of costs and related order.
12/28/12	MC Pardo	.50	Review media commentary on settlement by ASPCA.
12/28/12	KL Petteway	.30	Locate citations in connection with press release regarding ASPCA settlement.
12/28/12	JM Simpson	.20	Final steps to finalize and electronically file stipulation of dismissal.
12/28/12	JM Simpson	.10	Correspondence with client representatives regarding electronically filed stipulation of dismissal.
12/28/12	JM Simpson	.40	Finalize and transmit to client settlement strategy memorandum.
12/28/12	JM Simpson	3.20	Monitoring of various media pieces on settlement with ASPCA and correspondence with client representatives regarding same.
12/28/12	JM Simpson	.10	Telephone media interview regarding ASPCA settlement.
12/28/12	JM Simpson	.10	Telephone conference with client representatives regarding final steps in ASPCA settlement.
12/28/12	JM Simpson	.10	Review document regarding ASPCA settlement and correspondence with client representatives regarding same.
12/29/12	MC Pardo	.70	Review media articles and media monitoring report related to ASPCA settlement.
12/29/12	JM Simpson	.20	Review document regarding ASPCA settlement and correspondence with client representatives regarding same.
12/30/12	MC Pardo	.60	Privilege
12/30/12	JM Simpson	.20	Review document regarding ASPCA settlement and correspondence with client representatives regarding same.
12/31/12	MC Pardo	1.30	Review correspondence related to media coverage of ASPCA settlement including emails from public, client and consultant.
12/31/12	MC Pardo	.50	Review settlement strategy document and discuss same with firm attorney.
12/31/12	MC Pardo	.30	Review correspondence from client related to ASPCA settlement and media coverage of same.
12/31/12	JM Simpson	1.20	Review various media materials related to ASPCA settlement and correspondence with firm attorney regarding same.
12/31/12	JM Simpson	.10	Media telephone interview regarding ASPCA settlement.
12/31/12	JM Simpson	.10	Correspondence with client representatives and firm attorney regarding media telephone interview regarding ASPCA settlement.

TOTAL CHARGEABLE HOURS111.40

FEES\$73,665.00

Feld Entertainment, Inc.
Invoice Number: 11341122
Matter Number: 10513410
Invoice Date: January 30, 2013
Invoice Due Date: March 1, 2013
Page 10

EXPENSES & SERVICES:

Telephone	18.45	
Postage	<u>2.50</u>	<u>\$20.95</u>
TOTAL AMOUNT DUE.....		<u>\$73,685.95</u>

Feld Entertainment, Inc.
Invoice Number: 11341122
Matter Number: 10513410
Invoice Date: January 30, 2013
Invoice Due Date: March 1, 2013

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	50.80	\$800.00	40,640.00
Michelle C. Pardo	39.30	\$625.00	24,562.50
Kara Lynn Petteway	20.80	\$400.00	8,320.00
Rebecca Eileen Bazan	0.50	\$285.00	142.50
TOTAL	111.40		73,665.00

Invoice Number: 11341122
Matter Number: 10513410

Invoice Date: January 30, 2013
Invoice Due Date: March 1, 2013

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY MARCH 1, 2013

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED from December 1, 2012 through December 31, 2012 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$73,665.00
TOTAL EXPENSES & SERVICES.....	\$20.95
TOTAL AMOUNT DUE.....	\$73,685.95

Feld Entertainment, Inc.
Invoice Number: 11341122
Matter Number: 10513410
Invoice Date: January 30, 2013
Invoice Due Date: March 1, 2013

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

Invoice Number: 11345425
 Matter Number: 10513410
 Invoice Date: February 14, 2013
 Invoice Due Date: March 16, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through January 31, 2013 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/01/13	JM Simpson	.10	Further review and analysis of media materials regarding ASPCA settlement.
01/02/13	MC Pardo	.10	Prepare correspondence to J. Hatch regarding original signature pages to settlement documents.
01/02/13	MC Pardo	.10	Review J. Hatch correspondence regarding settlement documents.
01/02/13	MC Pardo	2.50	Review media coverage of ASPCA settlement, comments to same, and correspondence from media seeking input to stories.
01/02/13	MC Pardo	.50	Discussion of strategy regarding media event regarding ASPCA settlement with client and firm attorney.
01/02/13	MC Pardo	.20	Review media requests regarding ASPCA settlement.
01/02/13	MC Pardo	.30	Review correspondence related to content of media stories related to ASPCA settlement.
01/02/13	JM Simpson	1.10	Further analysis of strategy to pursue with remaining opposing parties after settlement with ASPCA.
01/02/13	JM Simpson	2.50	Further review and analysis of media materials regarding ASPCA settlement.
01/03/13	MC Pardo	1.00	Strategy meeting regarding media event regarding ASPCA settlement.
01/03/13	MC Pardo	1.20	Prepare outline of discussion points for media event regarding ASPCA settlement.
01/03/13	MC Pardo	2.50	Review media stories covering ASPCA settlement, comments thereto, and correspondence from FEI regarding same.
01/03/13	MC Pardo	.50	Strategy conference with client and firm attorney regarding media event regarding ASPCA settlement.
01/03/13	JM Simpson	.10	Review court order on stipulation of dismissal.
01/03/13	JM Simpson	.10	Correspondence with client representatives regarding court order on stipulation of dismissal.
01/03/13	JM Simpson	.10	Review correspondence from firm attorney regarding materials in

Feld Entertainment, Inc.
 Invoice Number: 11345425
 Matter Number: 10513410
 Invoice Date: February 14, 2013
 Invoice Due Date: March 16, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			preparation for media event regarding ASPCA settlement.
01/03/13	JM Simpson	.50	Telephone interview with writer regarding ASPCA settlement.
01/03/13	JM Simpson	.10	Correspondence with client representatives regarding telephone interview with writer regarding ASPCA settlement.
01/03/13	JM Simpson	.10	Telephone conference with client representative regarding issues as to media event regarding ASPCA settlement.
01/03/13	JM Simpson	.20	Conference with firm attorney regarding issues as to forthcoming media event related to ASPCA settlement and preparations therefor.
01/03/13	JM Simpson	1.70	Further review and analysis of media materials regarding ASPCA settlement.
01/03/13	JM Simpson	.20	Telephone conference with client representative regarding actions to take with remaining parties in light of approval by court of ASPCA dismissal.
01/04/13	MC Pardo	.50	Privilege
01/04/13	MC Pardo	.20	Review message forwarded from client and conference with firm attorney regarding potential response to same.
01/04/13	MC Pardo	.50	Privilege
01/04/13	MC Pardo	.30	Conference with client regarding response to media interview.
01/04/13	MC Pardo	2.30	Privilege
01/04/13	MC Pardo	.50	Privilege
01/04/13	JM Simpson	.20	Telephone conference with client representative regarding preparations for next week's media activity as to ASPCA settlement.
01/04/13	JM Simpson	.10	Correspondence with client representatives regarding preparations for next week's media activity as to ASPCA settlement.
01/04/13	JM Simpson	1.10	Review and analysis of additional media activity with respect to ASPCA settlement and correspondence with client representatives regarding same.
01/04/13	JM Simpson	.30	Review document regarding issues as to next week's media activity as to ASPCA settlement and conference with firm attorney regarding same.
01/04/13	JM Simpson	.30	Conference call with client representatives regarding issues as to next week's media activity as to ASPCA settlement.
01/04/13	JM Simpson	.20	Additional conference call with client representative regarding issues as to next week's media activity as to ASPCA settlement.
01/04/13	JM Simpson	.20	Conference with firm attorney regarding meeting with client on Monday in preparation for media event regarding ASPCA settlement and issues pertaining thereto.
01/04/13	JM Simpson	.30	Conference with firm attorney regarding points to cover in meeting with client representatives 01-07-12.
01/05/13	JM Simpson	.20	Review and analysis of W. Pacelle statement regarding case and correspondence with client representatives regarding same.
01/05/13	JM Simpson	.50	Privilege

Feld Entertainment, Inc.
 Invoice Number: 11345425
 Matter Number: 10513410
 Invoice Date: February 14, 2013
 Invoice Due Date: March 16, 2013
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/06/13	MC Pardo	.30	Privileged Conference with client regarding preparation for meeting to discuss media response to ASPCA settlement.
01/06/13	JM Simpson	.10	Correspondence with client representatives and firm attorney regarding draft of response to W. Pacelle statement regarding case.
01/06/13	JM Simpson	.20	Review correspondence and telephone call with firm attorney regarding preparation for meeting with client representatives on legal and other issues as to media event regarding ASPCA settlement scheduled for 1-8-13.
01/07/13	MC Pardo	3.00	Privileged
01/07/13	MC Pardo	.40	Privileged
01/07/13	MC Pardo	.50	Privileged
01/07/13	MC Pardo	.40	Review media coverage on settlement in preparation for media event regarding ASPCA settlement.
01/07/13	JM Simpson	2.00	Conference with client representative regarding legal and other issues as to media event regarding ASPCA settlement scheduled for 1-8-13 and activities incidental thereto.
01/07/13	JM Simpson	.20	Conference with client representative and firm attorney regarding issues as to recent contact from purported witness.
01/07/13	JM Simpson	.40	Review of further draft of response to W. Pacelle statement regarding case and correspondence with client representatives and firm attorney regarding same.
01/07/13	JM Simpson	.20	Review additional media discussion of ASPCA settlement.
01/08/13	MC Pardo	6.50	Privileged
01/08/13	KL Petteway	.70	Prepare motion for a status conference.
01/08/13	JM Simpson	1.00	Review and analysis of decision potentially relevant to attorneys' fee claims.
01/08/13	JM Simpson	.10	Correspondence with firm attorneys regarding preparation of motion for status conference.
01/08/13	JM Simpson	.50	Review recording of radio broadcast regarding ASPCA settlement and related issues.
01/08/13	JM Simpson	.10	Correspondence with client representatives regarding radio broadcast regarding ASPCA settlement and related issues.
01/09/13	MC Pardo	.50	Review topics as to media event regarding ASPCA settlement and confer with firm attorney about necessity of clarification regarding same.
01/09/13	MC Pardo	.20	Review media articles and client commentary regarding ASPCA settlement.
01/09/13	MC Pardo	.30	Review draft motion regarding bill of cost issue and confer with firm attorney regarding same.
01/09/13	JM Simpson	.10	Correspondence with client representative regarding motion for status conference.
01/09/13	JM Simpson	.10	Review draft of motion for status conference and correspondence with firm attorney regarding same.

Feld Entertainment, Inc.
 Invoice Number: 11345425
 Matter Number: 10513410
 Invoice Date: February 14, 2013
 Invoice Due Date: March 16, 2013
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
01/09/13	JM Simpson	.50	Telephone conference with client representative as to media event regarding ASPCA settlement.
01/09/13	JM Simpson	.50	Conference with firm attorney regarding media event regarding ASPCA settlement.
01/10/13	MC Pardo	.50	Review media coverage of ASPCA settlement and client emails related to same.
01/10/13	MC Pardo	.60	Review recent analogous case regarding attorney fees under Clean Water Act and confer with firm attorney regarding same.
01/10/13	JM Simpson	.20	Telephone conference with client representative regarding various issues as to media coverage following ASPCA settlement.
01/10/13	JM Simpson	.20	Privilege
01/10/13	JM Simpson	.20	Telephone conference with media representative to respond to questions about ASPCA settlement.
01/10/13	JM Simpson	.10	Telephone conference with client representative regarding contact with media representative to respond to questions about ASPCA settlement.
01/10/13	JM Simpson	.10	Correspondence with firm attorney regarding contact with media representative to respond to questions about ASPCA settlement.
01/10/13	JM Simpson	.10	Telephone call with client representative regarding motion for status conference, revisions to same and strategy in filing same.
01/10/13	JM Simpson	.10	Revisions to motion for status conference.
01/10/13	JM Simpson	.10	Correspondence with opposing counsel regarding Rule 7(m) position on motion for status conference.
01/10/13	JM Simpson	.50	Review and analysis of attorneys' fee motion and related documents in case with analogous attorneys' fee claim and correspondence with client representatives regarding same.
01/11/13	MC Pardo	.50	Review media and commentary regarding ASPCA settlement.
01/11/13	JM Simpson	.10	Correspondence with counsel for FFA regarding motion for status conference.
01/11/13	JM Simpson	.10	Review and revise motion for status conference.
01/11/13	JM Simpson	.10	Correspondence with client representatives regarding motion for status conference.
01/11/13	JM Simpson	.20	Review information regarding media as to ASPCA settlement.
01/11/13	JM Simpson	.10	Review media materials regarding ASPCA settlement and correspondence with client representatives and firm attorney regarding same.
01/14/13	JM Simpson	.30	Review and analysis of media items concerning ASPCA settlement.
01/14/13	JM Simpson	.10	Telephone conference with client representative regarding media follow-up in Miami related to ASPCA settlement in case.
01/14/13	JM Simpson	.10	Privilege
01/15/13	MC Pardo	.30	Review correspondence and comments related to media coverage of ASPCA settlement.
01/15/13	JM Simpson	.20	Privilege
01/16/13	MC Pardo	.80	Conference with firm attorney regarding media response and

Feld Entertainment, Inc.
 Invoice Number: 11345425
 Matter Number: 10513410
 Invoice Date: February 14, 2013
 Invoice Due Date: March 16, 2013
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
			comments to coverage of ASPCA settlement.
01/16/13	MC Pardo	.50	Prepare edits to company letter in response to W. Pacelle comments on settlement and lawsuit.
01/16/13	JM Simpson	1.50	Review media item regarding ASPCA settlement and various telephone conferences with client representatives and firm attorney regarding same.
01/16/13	JM Simpson	.80	Review and revise document related to media attention as to ASPCA settlement and correspondence with client representatives regarding same.
01/22/13	MC Pardo	.30	Review correspondence and coverage related to ASPCA's settlement.
01/22/13	JM Simpson	.20	Review and respond to correspondence from client representatives regarding additional media items with respect to ASPCA settlement.
01/24/13	MC Pardo	.30	Review media coverage and public commentary on ASPCA settlement.
01/24/13	JM Simpson	.10	Review correspondence from client representatives regarding media item as to ASPCA settlement.
01/25/13	JM Simpson	.10	Review correspondence from client representatives regarding media item as to ASPCA settlement.
01/28/13	JM Simpson	.10	Telephone calls with counsel for ASPCA and correspondence with client representatives regarding caption reformation issue.
01/29/13	MC Pardo	.10	Conference with firm attorney regarding ASPCA desire to remove party name from caption of cases.
01/29/13	KL Petteway	.70	Prepare reply in support of motion for status conference.
01/29/13	KL Petteway	.20	Confer with firm attorneys regarding reply in support of motion for status conference.
01/29/13	JM Simpson	.20	Conference with firm attorneys regarding reply in support of motion for status hearing in light of plaintiffs' default.
01/29/13	JM Simpson	.10	Review and revise draft of reply in support of motion for status hearing.
01/29/13	JM Simpson	.10	Correspondence with client representatives regarding reply in support of motion for status hearing.
01/31/13	MC Pardo	.20	Review and comment on draft reply brief in support of status conference.
01/31/13	JM Simpson	.10	Telephone call with client representative regarding reply in support of motion for status hearing.
01/31/13	JM Simpson	.40	Further revisions to reply in support of motion for status hearing and correspondence with firm attorneys regarding same.
01/31/13	JM Simpson	2.30	Review DDC case law regarding sanctions relevant to pending motion for entitlement to attorneys' fees.
TOTAL CHARGEABLE HOURS			56.10
FEES			\$40,470.50

Feld Entertainment, Inc.
Invoice Number: 11345425
Matter Number: 10513410
Invoice Date: February 14, 2013
Invoice Due Date: March 16, 2013
Page 6

EXPENSES & SERVICES:

Telephone	12.72	
Out-of-town travel	<u>385.54</u>	<u>\$398.26</u>

TOTAL INVOICE AMOUNT DUE	<u><u>\$40,868.76</u></u>
--------------------------------	---------------------------

Feld Entertainment, Inc.
Invoice Number: 11345425
Matter Number: 10513410
Invoice Date: February 14, 2013
Invoice Due Date: March 16, 2013

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	25.10	\$825.00	20,707.50
Michelle C. Pardo	29.40	\$645.00	18,963.00
Kara Lynn Petteway	1.60	\$500.00	800.00
TOTAL	56.10		40,470.50

Invoice Number: 11345425
Matter Number: 10513410

Invoice Date: February 14, 2013
Invoice Due Date: March 16, 2013

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial Privacy

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY MARCH 16, 2013

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through January 31, 2013 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$40,470.50
TOTAL EXPENSES & SERVICES.....	\$398.26
TOTAL INVOICE AMOUNT DUE.....	\$40,868.76 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
1/30/13	11341122	\$73,685.95
		<u>\$73,685.95</u>
TOTAL AMOUNT DUE.....		\$114,554.71

Feld Entertainment, Inc.
Invoice Number: 11345425
Matter Number: 10513410
Invoice Date: February 14, 2013
Invoice Due Date: March 16, 2013

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

IMPORTANT NOTICE:

CHANGE IN REMITTANCE ADDRESS

Effective September 1, 2012, Fulbright & Jaworski L.L.P. will have implemented a new payment processing system to enhance the security and operation of our payment processing system. **Please assist us by sending future payments to the Fulbright remittance address identified below.** All other correspondence should be directed to our regular mailing address (as found on the attached invoice and as listed below).

If you have any questions, please contact our Fulbright Revenue and Accounting Center at 713-651-5252 or via email to FRACHouston@fulbright.com. Your cooperation is appreciated.

New remittance address:

FULBRIGHT & JAWORSKI L.L.P.
P.O. Box 844284
Dallas, Texas 75284-4284

Wire or ACH instructions:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
Attention:
References:

Financial Privacy

Our mailing address remains the same:

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Invoice Number: 11354749
 Matter Number: 10513410
 Invoice Date: March 21, 2013
 Invoice Due Date: April 20, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
 801 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004-2623
 (202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through February 28, 2013 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/01/13	KL Petteway	.20	Prepare reply in support of motion for status conference.
02/01/13	JM Simpson	.10	Review final version of reply in support of motion for status hearing, conference with firm attorney regarding same and correspondence with client representatives regarding same.
02/05/13	MC Pardo	1.00	Review analogous case developments regarding pursuit of attorney's fees for prevailing defendant.
02/08/13	JM Simpson	2.20	Review and analysis of attorneys fee briefing in analogous case in federal court involving prevailing defendant under environmental fee-shifting statute.
02/19/13	RE Bazan	.50	Strategy conference with firm attorneys regarding taxation of costs.
02/19/13	MC Pardo	5.60	Review taxable costs ordered by clerk, FEI's bill of costs and attachments and plaintiffs' opposition to same to analyze available arguments on a motion to retax.
02/19/13	MC Pardo	.30	Telephone conference with client regarding taxed costs and motion to retax.
02/19/13	MC Pardo	.50	Conference with firm attorney regarding taxed costs, procedure for payment, availability of post judgment interest and strategy of filing motion to retax.
02/19/13	MC Pardo	.30	Review research on exhaustion relating to taxation of costs.
02/19/13	KL Petteway	1.00	Review clerk's taxation of costs.
02/19/13	KL Petteway	.30	Confer with M. Pardo regarding legal research regarding appellate review of taxation of costs.
02/19/13	KL Petteway	1.30	Legal research regarding appellate review of taxation of costs.
02/19/13	JM Simpson	.40	Review and analysis of Clerk's order on bill of costs.
02/19/13	JM Simpson	.10	Correspondence with client representatives regarding Clerk's order on bill of costs.
02/19/13	JM Simpson	.20	Review local and federal rules regarding procedure as to regarding Clerk's order on bill of costs.

Feld Entertainment, Inc.
 Invoice Number: 11354749
 Matter Number: 10513410
 Invoice Date: March 21, 2013
 Invoice Due Date: April 20, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/19/13	JM Simpson	.40	Telephone conference with client representatives regarding Clerk's order on bill of costs.
02/19/13	JM Simpson	.40	Conference with firm attorneys regarding procedural issues as to Bill of Costs to be researched.
02/19/13	JM Simpson	.30	Correspondence with client representatives regarding procedural steps as to judicial review of Clerk's order on Bill of Costs.
02/19/13	JM Simpson	2.30	Conferences with firm attorney regarding potential issues in a motion by client to retax costs and issues likely to be raised by plaintiffs in motion to retax costs.
02/19/13	JM Simpson	.20	Telephone conference with client representative regarding procedural steps as to judicial review of Clerk's order on Bill of Costs.
02/20/13	MC Pardo	1.50	Review research on potential avenues for challenging taxation of costs and motion to retax.
02/20/13	MC Pardo	.50	Conference with firm attorney regarding case law relating to taxation of costs and strategy with respect to motion to retax.
02/20/13	JM Simpson	.50	Locate and review prior research memoranda on bill of costs issues and conference with firm attorney regarding same.
02/20/13	JM Simpson	.30	Telephone conference with client representatives regarding bill of costs and caption issues.
02/21/13	MC Pardo	.10	Review P. Tomlinson correspondence regarding motion to change case caption.
02/25/13	MC Pardo	.20	Review motion filed by ASPCA to modify case caption.
02/26/13	JM Simpson	2.00	Review and analysis of newly issued case law regarding costs and Article III standing and correspondence with firm attorneys and client representatives regarding same.
02/27/13	MC Pardo	.30	Conference regarding motion to retax and time allotted by rules.
02/27/13	JM Simpson	.20	Telephone call with client representatives regarding settlement issues.
02/27/13	JM Simpson	.20	Conference with firm attorney regarding settlement issues.

TOTAL CHARGEABLE HOURS23.40

FEES\$16,298.50

EXPENSES & SERVICES:

Online Research - Lexis

312.23

\$312.23

TOTAL INVOICE AMOUNT DUE\$16,610.73

Feld Entertainment, Inc.
 Invoice Number: 11354749
 Matter Number: 10513410
 Invoice Date: March 21, 2013
 Invoice Due Date: April 20, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
02/19/13	JM Simpson	.40	Telephone conference with client representatives regarding Clerk's order on bill of costs.
02/19/13	JM Simpson	.40	Conference with firm attorneys regarding procedural issues as to Bill of Costs to be researched.
02/19/13	JM Simpson	.30	Correspondence with client representatives regarding procedural steps as to judicial review of Clerk's order on Bill of Costs.
02/19/13	JM Simpson	2.30	Conferences with firm attorney regarding potential issues in a motion by client to retax costs and issues likely to be raised by plaintiffs in motion to retax costs.
02/19/13	JM Simpson	.20	Telephone conference with client representative regarding procedural steps as to judicial review of Clerk's order on Bill of Costs.
02/20/13	MC Pardo	1.50	Review research on potential avenues for challenging taxation of costs and motion to retax.
02/20/13	MC Pardo	.50	Conference with firm attorney regarding case law relating to taxation of costs and strategy with respect to motion to retax.
02/20/13	JM Simpson	.50	Locate and review prior research memoranda on bill of costs issues and conference with firm attorney regarding same.
02/20/13	JM Simpson	.30	Telephone conference with client representatives regarding bill of costs and caption issues.
02/21/13	MC Pardo	.10	Review P. Tomlinson correspondence regarding motion to change case caption.
02/25/13	MC Pardo	.20	Review motion filed by ASPCA to modify case caption.
02/26/13	JM Simpson	2.00	Review and analysis of newly issued case law regarding costs and Article III standing and correspondence with firm attorneys and client representatives regarding same.
02/27/13	MC Pardo	.30	Conference regarding motion to retax and time allotted by rules.
02/27/13	JM Simpson	.20	Telephone call with client representatives regarding settlement issues:
02/27/13	JM Simpson	.20	Conference with firm attorney regarding settlement issues.

TOTAL CHARGEABLE HOURS23.40

FEES\$16,298.50

EXPENSES & SERVICES:

Online Research - Lexis

312.23

\$312.23

TOTAL INVOICE AMOUNT DUE\$16,610.73

Feld Entertainment, Inc.
Invoice Number: 11354749
Matter Number: 10513410
Invoice Date: March 21, 2013
Invoice Due Date: April 20, 2013

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	9.80	\$825.00	8,085.00
Michelle C. Pardo	10.30	\$645.00	6,643.50
Kara Lynn Petteway	2.80	\$500.00	1,400.00
Rebecca Eileen Bazan	0.50	\$340.00	170.00
TOTAL	23.40		16,298.50

Invoice Number: 11354749
Matter Number: 10513410

Invoice Date: March 21, 2013
Invoice Due Date: April 20, 2013

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number
Financial

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY APRIL 20, 2013

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED through February 28, 2013 as follows:

ASPCA et al. vs. FELD ENTERTAINMENT INC. et al

TOTAL FEES.....	\$16,298.50
TOTAL EXPENSES & SERVICES.....	\$312.23
TOTAL INVOICE AMOUNT DUE.....	\$16,610.73 **

PREVIOUS BALANCE:

<u>DATE</u>	<u>INVOICE</u>	<u>BALANCE DUE</u>
2/14/13	11345425	\$40,868.76
		<u>\$40,868.76</u>
TOTAL AMOUNT DUE.....		\$57,479.49

Feld Entertainment, Inc.
Invoice Number: 11354749
Matter Number: 10513410
Invoice Date: March 21, 2013
Invoice Due Date: April 20, 2013

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
References:

Financial Privacy

Invoice Number: 11364345
Matter Number: 10513410

Invoice Date: May 3, 2013
Invoice Due Date: June 2, 2013

Lisa Zeiler Joiner
Senior Vice President & General Counsel
Feld Entertainment, Inc.
8607 Westwood Center Drive
Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
P.O. Box 844284
Dallas, Texas 75284-4284

Requesting Attorney: John M. Simpson

Tax Identification Number

Financial

PLEASE RETURN WITH REMITTANCE
TOTAL AMOUNT (PAYABLE IN U.S. DOLLARS) DUE BY JUNE 2, 2013

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED March 1, 2013 through March 31, 2013 as follows:

AWI, et al. vs. Feld Entertainment, Inc., et al.

TOTAL FEES.....	\$99,110.50
TOTAL EXPENSES & SERVICES.....	\$3,225.85
TOTAL AMOUNT DUE.....	<u>\$102,336.35</u>

Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013

Lisa Zeiler Joiner
 Senior Vice President & General Counsel
 Feld Entertainment, Inc.
 8607 Westwood Center Drive
 Vienna, Virginia 22182

FULBRIGHT & JAWORSKI L.L.P.
A Registered Limited Liability Partnership
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2623
(202) 662-0200

Requesting Attorney: John M. Simpson

Tax Identification Number
 Financial Privacy

FOR PREVIOUSLY UNBILLED PROFESSIONAL SERVICES RENDERED March 1, 2013 through March 31, 2013 as follows:

AWI, et al. vs. Feld Entertainment, Inc., et al.

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/01/13	MC Pardo	.30	Conference with firm attorney regarding collection of taxed costs and correspondence to plaintiffs regarding same.
03/01/13	JM Simpson	.80	Review prior memoranda and material on settlement issues in preparation for conference call with client representatives.
03/01/13	JM Simpson	.70	Conference call with client representatives regarding settlement issues.
03/01/13	JM Simpson	.20	Conference with firm attorney regarding settlement issues.
03/01/13	JM Simpson	.10	Review and revise report language on case status.
03/01/13	JM Simpson	.50	Review and analysis of settlement strategy with HSUS and FFA.
03/04/13	MC Pardo	.20	Review and revise draft correspondence to counsel for record for plaintiffs regarding payment of taxed costs.
03/04/13	MC Pardo	.10	Review Logan Smith filing on ECF.
03/04/13	MC Pardo	.20	Privilege
03/04/13	MC Pardo	.10	Privilege
03/04/13	MC Pardo	.70	Privilege
03/04/13	JM Simpson	.20	Privilege
03/04/13	JM Simpson	.80	Privilege
03/04/13	JM Simpson	2.50	Review rules and other legal background information regarding finality of bill of costs and action to be taken as to writ of execution as to bill of costs.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 2

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/04/13	JM Simpson	.10	Draft of correspondence to plaintiffs' counsel regarding payment of taxed costs and correspondence with client representative regarding same.
03/04/13	JM Simpson	.10	Correspondence with counsel for plaintiffs regarding payment of taxed costs.
03/05/13	MC Pardo	.70	Conference regarding various avenues of enforcement of taxed costs.
03/05/13	MC Pardo	4.50	Research rules and law regarding enforcement of judgments, limitations, exclusions and procedure.
03/05/13	JM Simpson	.50	Telephone call with client representative regarding issues as to payment of litigation costs taxed by the clerk.
03/05/13	JM Simpson	3.50	Review materials relevant to collection actions in the District of Columbia and conferences with firm attorney regarding same.
03/06/13	MC Pardo	3.00	Review research and prepare interrogatories to aid in execution of judgment.
03/06/13	MC Pardo	1.00	Review code provision and background regarding D.C.'s version of the Uniform Fraudulent Transfer Act.
03/06/13	JM Simpson	.10	Review correspondence from FFA and AWI counsel regarding taxed litigation costs.
03/06/13	JM Simpson	.10	Correspondence with firm attorney and client representative as to correspondence from FFA and AWI counsel regarding taxed litigation costs.
03/06/13	JM Simpson	.40	Conference call with firm attorney and client representative regarding response to counsel for plaintiffs regarding payment of taxed litigation costs.
03/06/13	JM Simpson	.40	Prepare and send correspondence to counsel for plaintiffs regarding payment of taxed litigation costs.
03/07/13	MC Pardo	.30	Discussion of telephone call from R. Zuckerman regarding payment of taxed costs.
03/07/13	MC Pardo	.40	Conference with client regarding R. Zuckerman's position regarding payment of taxed costs and request that such payment be without prejudice.
03/07/13	MC Pardo	.70	Strategy conference regarding enforcement of judgment in various jurisdictions.
03/07/13	JM Simpson	.10	Telephone call with counsel for FFA regarding payment of taxed costs.
03/07/13	JM Simpson	.30	Telephone call with client representative and firm attorney regarding telephone call with counsel for FFA regarding payment of taxed costs.
03/07/13	JM Simpson	.10	Additional telephone call with counsel for FFA regarding payment of taxed costs.
03/07/13	JM Simpson	.40	Telephone call with client representative and firm attorney regarding additional telephone call with counsel for FFA regarding payment of taxed costs.
03/07/13	JM Simpson	3.50	Review and analysis of case law regarding single recovery rule as applied to RICO and related damage claims.
03/07/13	JM Simpson	.30	Conference with firm attorney regarding readiness as to quantum phase of attorneys fee dispute in the event of entitlement ruling.
03/08/13	MC Pardo	1.50	Research regarding property held by ESA plaintiffs in DC, recorder of deeds, and liens on property.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 3

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/08/13	MC Pardo	.20	Telephone conference with clerk of court regarding certified copies of taxed costs for recording lien.
03/08/13	MC Pardo	5.00	Prepare discovery in aid of execution of judgment.
03/08/13	MC Pardo	.30	Telephone conference with client regarding conditions ESA plaintiffs propose to place on payment of taxed costs.
03/08/13	MC Pardo	.10	Telephone conference with client regarding conditions ESA plaintiffs propose to place on payment of taxed costs.
03/08/13	MC Pardo	.30	Conference with firm attorney regarding enforcement strategy of taxed costs.
03/08/13	JM Simpson	.10	Review correspondence from counsel for FFA as to taxation of costs issues.
03/08/13	JM Simpson	.10	Correspondence with client representatives as to correspondence from counsel for FFA as to taxation of costs issues.
03/08/13	JM Simpson	.10	Review second communication from counsel for plaintiffs as to purported conditions on payment of taxed costs.
03/08/13	JM Simpson	.30	Telephone conference with client representative and firm attorney as to second communication from counsel for plaintiffs as to purported conditions on payment of taxed costs.
03/08/13	JM Simpson	.30	Review and transmit response to second communication from counsel for plaintiffs as to purported conditions on payment of taxed costs.
03/08/13	JM Simpson	6.50	Review and analysis of case law regarding joint and several liability for attorneys fees under federal fee-shifting statutes as well as costs under Rule 54 and effect of settlement by a single defendant upon same.
03/08/13	JM Simpson	.20	Conversation with firm attorney regarding collection procedures for taxed costs and discovery in aid thereof.
03/11/13	MC Pardo	3.00	Prepare discovery in aid of execution and review caselaw on choice of law related to same.
03/11/13	MC Pardo	.20	Review correspondence from R. Zuckerman regarding set off arguments.
03/11/13	MC Pardo	.50	Telephone conference with L. Joiner regarding response to ASPCA plaintiffs regarding set off argument.
03/11/13	MC Pardo	.40	Strategy conference regarding discovery in aid of execution.
03/11/13	MC Pardo	.30	Research regarding Black Beauty ranch for attachment purposes.
03/11/13	MC Pardo	1.00	Research regarding discovery in aid of execution.
03/11/13	MC Pardo	.40	Conference regarding response to correspondence related to ASPCA litigants failure to pay taxed costs.
03/11/13	MC Pardo	.30	Review and discuss client edits to correspondence related to payment of taxed costs.
03/11/13	MC Pardo	.50	Conference with firm attorney regarding set off arguments.
03/11/13	KL Petteway	.30	Review correspondence regarding bill of costs.
03/11/13	JM Simpson	.10	Review correspondence from counsel for plaintiffs regarding alleged set-off for bill of costs.
03/11/13	JM Simpson	.30	Telephone conference with client representative and firm attorney regarding issues raised by communication from counsel for plaintiffs regarding alleged set-off for bill of costs.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 4

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/11/13	JM Simpson	.40	Prepare and transmit response to communication from counsel for plaintiffs regarding alleged set-off for bill of costs.
03/11/13	JM Simpson	.30	Conference with firm attorney regarding issues as to execution on bill of costs judgment.
03/11/13	JM Simpson	.50	Review and revise draft of FFA interrogatories to be used in discovery in aid of execution on bill of costs judgment.
03/11/13	JM Simpson	5.40	Research and analysis of case law relevant to issues posed by plaintiffs' claim of set-off with respect to liability under bill of costs judgment and waiver of same argument in district court.
03/12/13	JM Simpson	1.50	Further research and analysis of case law relevant to issues posed by plaintiffs' claim of set-off with respect to liability under bill of costs judgment and waiver of same argument in district court.
03/12/13	JM Simpson	.10	Review correspondence from counsel for AWI regarding plaintiffs' waiver of arguments on amount of costs taxed by clerk.
03/12/13	JM Simpson	.30	Telephone call with client representative regarding correspondence from counsel for AWI regarding plaintiffs' waiver of arguments on amount of costs taxed by clerk and other matters related to case.
03/12/13	JM Simpson	.20	Draft and transmit response to counsel for AWI regarding plaintiffs' waiver of arguments on amount of costs taxed by clerk.
03/13/13	MC Pardo	2.50	Prepare and revise discovery in aid of execution.
03/13/13	MC Pardo	1.00	Research options for execution outside of DC jurisdiction.
03/13/13	JM Simpson	.10	Review and respond to correspondence from counsel for AWI and correspondence with client representatives regarding same.
03/14/13	MC Pardo	1.80	Prepare discovery in aid of execution of costs judgment.
03/14/13	MC Pardo	.50	Conference regarding form and scope of response to AWI's opposition to removal of ASPCA from caption and discussion of settlement set off.
03/14/13	MC Pardo	.50	Review and comment on reply brief in support of ASPCA motion regarding caption revision.
03/14/13	KL Petteway	.20	Review AWI's opposition to ASPCA's motion to amend caption.
03/14/13	KL Petteway	.40	Review reply in support of motion to amend case caption.
03/14/13	JM Simpson	1.80	Draft reply in support of motion of ASPCA to change case caption addressing points made in AWI opposition; revisions to same.
03/14/13	JM Simpson	1.30	Review and analysis of cases relevant to argument made in AWI opposition to ASPCA motion to change case caption.
03/14/13	JM Simpson	.20	Review and analysis of AWI opposition to ASPCA motion to change case caption.
03/14/13	JM Simpson	.10	Conference with firm attorney regarding AWI opposition to ASPCA motion to change case caption.
03/14/13	JM Simpson	.20	Telephone conference with client representative regarding AWI opposition to ASPCA motion to change case caption.
03/14/13	JM Simpson	.30	Draft additional interrogatory in aid of execution and correspondence with firm attorney regarding same.
03/14/13	JM Simpson	.10	Conference with firm attorney regarding finalization of interrogatories in aid of execution.
03/15/13	MC Pardo	.30	Telephone conference with client regarding discovery in aid of execution and reply brief in support of motion to amend caption.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 5

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/15/13	MC Pardo	1.80	Review and revise discovery in aid of execution.
03/15/13	JM Simpson	1.20	Further work on reply in support of motion to change case caption to finalize same.
03/15/13	JM Simpson	.10	Telephone conference with counsel for ASPCA regarding replies in support of motion to change case caption.
03/15/13	JM Simpson	.10	Correspondence with client representatives regarding draft of reply in support of motion to change case caption.
03/15/13	JM Simpson	.80	Further revisions to reply in support of motion to change case caption, finalization and electronic filing of same and correspondence with client representatives regarding same.
03/15/13	JM Simpson	.30	Review draft of interrogatories to T. Rider in aid of execution on cost judgment and correspondence with firm attorney regarding same.
03/15/13	JM Simpson	.40	Conference with firm attorney regarding issues and strategy as to execution on costs judgment.
03/15/13	JM Simpson	.40	Telephone conference with client representative regarding issues and strategy as to execution on costs judgment.
03/15/13	JM Simpson	.50	Review submission in parallel attorneys' fees case applying Christiansburg standard.
03/18/13	MC Pardo	.50	Conference regarding strategy regarding discovery in aid of execution.
03/18/13	MC Pardo	.50	Conference with firm attorney regarding strategy related to discovery in aid of execution.
03/18/13	MC Pardo	.80	Prepare additional discovery requests in aid of execution.
03/18/13	JM Simpson	.40	Draft correspondence to opposing counsel regarding deadline for payment of litigation costs, conference with firm attorney regarding same, and finalize and transmit correspondence.
03/18/13	JM Simpson	.40	Review drafts of interrogatories in aid of execution and correspondence with firm attorney regarding same.
03/18/13	JM Simpson	2.40	Review case law, rules and statutes regarding recovery of post-judgment costs related to execution on judgment.
03/19/13	MC Pardo	2.50	Review and finalize interrogatories to AWI, Born Free, FFA and Rider in aid of execution of judgment.
03/19/13	JM Simpson	.50	Prepare and transmit separate correspondence to counsel for each plaintiff regarding service of interrogatories in aid of execution on costs judgment.
03/19/13	JM Simpson	.10	Correspondence with client representatives regarding interrogatories to plaintiffs in aid of execution on costs judgment.
03/20/13	MC Pardo	.70	Strategy regarding options related to recording of judgment and necessity to reform caption of same.
03/20/13	MC Pardo	.20	Telephone conference with client regarding discovery in aid of execution.
03/20/13	MC Pardo	2.30	Perform research regarding property held by ASPCA plaintiffs in the District of Columbia at the Recorder of Deeds and consult with Recorder of Deeds supervisor regarding recording of judgment.
03/20/13	JM Simpson	.10	Telephone call with firm attorney regarding issues as to filing taxed costs judgment with Recorder of Deeds.
03/20/13	JM Simpson	.30	Conference with firm attorney regarding issues as to filing taxed costs judgment with Recorder of Deeds.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 6

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/20/13	JM Simpson	.10	Telephone conference with client representative regarding issues as to filing taxed costs judgment with Recorder of Deeds.
03/21/13	MC Pardo	.20	Conference with Texas firm attorney regarding recording of judgment in Henderson County, TX.
03/21/13	MC Pardo	.30	Review reply by ASPCA to motion to amend caption.
03/21/13	JM Simpson	.10	Review ASPCA reply in support of motion to change caption and correspondence with client representatives regarding same.
03/25/13	MC Pardo	.30	Review court's minute order regarding ASPCA caption motion and discuss same with firm attorney.
03/25/13	JM Simpson	.10	Review minute order on caption motion and correspondence with client representatives regarding same.
03/26/13	MC Pardo	1.00	Strategy meeting and discussion of research regarding set off and accord and satisfaction regarding taxable costs proposed payment.
03/26/13	KL Petteway	.70	Confer with firm attorneys regarding legal research regarding impact of ASPCA settlement on award of attorneys' fees and costs.
03/26/13	KL Petteway	5.00	Legal research regarding impact of ASPCA settlement on award of attorneys' fees and costs.
03/26/13	JM Simpson	.50	Review and analysis of correspondence from counsel for FFA regarding proposal as to set off issue as to taxation of costs.
03/26/13	JM Simpson	.20	Correspondence with client representatives regarding proposal from counsel for FFA regarding set off issue as to taxation of costs.
03/26/13	JM Simpson	.10	Correspondence with counsel for FFA regarding set off issue as to taxation of costs.
03/26/13	JM Simpson	1.00	Conference with firm attorneys regarding issues to be researched as to set-off and related issues raised by counsel for plaintiffs.
03/27/13	RE Bazan	1.50	Legal research regarding modification of judgments due to clerical error.
03/27/13	MC Pardo	1.00	Conferences with firm attorney regarding motion to amend judgment and execution options.
03/27/13	MC Pardo	2.30	Prepare motion to amend and supporting declaration, including Recorder of Deeds research on filing rules.
03/27/13	MC Pardo	1.00	Conference with firm attorney regarding set off arguments and responses to same.
03/27/13	KL Petteway	1.00	Confer with firm attorneys regarding collection of costs judgment.
03/27/13	JM Simpson	.40	Conferences with firm attorneys regarding error in docket sheet by clerk of court and actions to correct same.
03/27/13	JM Simpson	.40	Conferences with firm attorneys regarding strategy in responding collection of taxed costs.
03/27/13	JM Simpson	.20	Conference with firm attorney regarding Rule 60(a) motion to modify caption for purposes of recording judgment in land records.
03/27/13	JM Simpson	.20	Review draft revised judgment for purposes of recording judgment in land records and correspondence with firm attorney regarding same.
03/28/13	RE Bazan	.60	Review and revise motion to amend judgment caption.
03/28/13	MC Pardo	.50	Research docket citations in preparation for meeting with clerk's office to revise inaccurate caption.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 7

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/28/13	MC Pardo	.80	Conference with clerk's office regarding errors made to docket in interpreting Judge Sullivan's minute order granting ASPCA's motion to edit caption.
03/28/13	MC Pardo	.80	Conference with Recorder of Deeds supervisor regarding amended judgment format and recording of judgment against property holders in DC.
03/28/13	MC Pardo	.60	Strategy conference with firm attorney regarding motion to change caption and potential responses by defendants to same.
03/28/13	MC Pardo	3.00	Prepare motion to revise caption, amended judgment and declaration.
03/28/13	KL Petteway	6.30	Legal research regarding impact of ASPCA settlement on award of attorneys' fees and costs.
03/28/13	JM Simpson	.20	Telephone conference with client representative regarding status of taxation of costs issue.
03/28/13	JM Simpson	.10	Review and revise draft of Rule 60(a) motion to correct judgment caption.
03/28/13	JM Simpson	.10	Review proposed judgment for Rule 60(a) motion to correct judgment caption.
03/28/13	JM Simpson	.10	Review draft declaration in support of Rule 60(a) motion to correct judgment caption.
03/28/13	JM Simpson	1.50	Further work on issues as to proposal from counsel for plaintiffs on set off issue.
03/28/13	JM Simpson	.70	Review AWI and FFA land records in D.C. and conference with firm attorney regarding same.
03/28/13	JM Simpson	.10	Correspondence with firm attorney regarding correction of clerk caption error and conversation with D.C. Recorder of Deeds.
03/28/13	JM Simpson	.80	Research regarding tenants in D.C. property owned by AWI and HSUS/FFA and related issues.
03/29/13	MC Pardo	.50	Review and edit motion to change caption and additional caselaw.
03/29/13	MC Pardo	1.20	Review research regarding effect of ASPCA settlement on set off of taxed costs by other defendants and memorandum of law related thereto.
03/29/13	KL Petteway	6.00	Legal research regarding impact of ASPCA settlement on award of attorneys' fees and costs.
03/29/13	KL Petteway	.70	Review 3-29-13 memorandum opinion granting FEI's motion for entitlement to attorneys' fees under the ESA and sanctioning counsel under 28 U.S.C. 1927.
03/29/13	JM Simpson	1.40	Draft letter to counsel for plaintiffs regarding proposal as to payment of costs, review and revise same and incorporate revisions to same from others.
03/29/13	JM Simpson	.50	Review written analysis by firm attorney regarding set off arguments likely to arise on cost issue.
03/29/13	JM Simpson	.20	Review revisions to Rule 60(a) motion on judgment caption and papers in support thereof.
03/29/13	JM Simpson	.30	Telephone call with client representative regarding status of cost issue and related matters.
03/30/13	RE Bazan	1.00	Review and analyze memorandum opinion granting FEI's motion for entitlement to attorneys' fees.

Feld Entertainment, Inc.
 Invoice Number: 11364345
 Matter Number: 10513410
 Invoice Date: May 3, 2013
 Invoice Due Date: June 2, 2013
 Page 8

<u>DATE</u>	<u>NAME</u>	<u>TIME</u>	<u>SERVICES</u>
03/30/13	MC Pardo	1.00	Conference with firm attorney regarding entitlement opinion on attorney's fees.
03/30/13	KL Petteway	3.00	Legal research regarding immediate appeal of 3-29-13 memorandum opinion granting FEI's motion for entitlement to attorneys' fees under the ESA and sanctioning counsel under 28 U.S.C. 1927.
03/30/13	KL Petteway	4.00	Review 3-29-13 memorandum opinion granting FEI's motion for entitlement to attorneys' fees under the ESA and sanctioning counsel under 28 U.S.C. 1927.
03/30/13	JM Simpson	2.00	Review and analysis of court's decision granting defendant's motion for entitlement to attorneys' fees.
03/30/13	JM Simpson	.50	Telephone conference with firm attorney regarding court's decision granting defendant's motion for entitlement to attorneys' fees.
03/30/13	JM Simpson	.50	Correspondence with client representatives regarding court's decision granting defendant's motion for entitlement to attorneys' fees.
03/30/13	JM Simpson	1.00	Analysis of issues as to next steps in recovering attorneys' fees in light of court's 03-29-13 decision granting defendant's motion for entitlement to attorneys' fees.
TOTAL CHARGEABLE HOURS			145.20
FEES			\$99,110.50
EXPENSES & SERVICES:			
E108S	Postage	9.60	
E112	Court fees	57.00	
F254S	Online Research - Lexis	3,126.55	
F268S	Pacer	32.70	
			<u>\$3,225.85</u>
TOTAL AMOUNT DUE			<u>\$102,336.35</u>

Feld Entertainment, Inc.
Invoice Number: 11364345
Matter Number: 10513410
Invoice Date: May 3, 2013
Invoice Due Date: June 2, 2013

AWI, et al. vs. Feld Entertainment, Inc., et al.

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
John M. Simpson	57.80	\$825.00	47,685.00
Michelle C. Pardo	56.70	\$645.00	36,571.50
Kara Lynn Petteway	27.60	\$500.00	13,800.00
Rebecca Eileen Bazan	3.10	\$340.00	1,054.00
TOTAL	145.20		99,110.50

Feld Entertainment, Inc.
Invoice Number: 11364345
Matter Number: 10513410
Invoice Date: May 3, 2013
Invoice Due Date: June 2, 2013

PLEASE MAKE WIRE TRANSFER OR ACH PAYMENTS TO:

Account Name:
Bank Name:
Bank Address:
Wire Routing Number:
ACH Routing Number:
SWIFT Number:
Account Number:
References:

Privilege