

# **EXHIBIT G**

1 COOPER, WHITE & COOPER LLP  
WILLIAM H. G. NORMAN (SBN 49942)  
2 wnorman@cwclaw.com  
JILL B. ROWE (SBN 197713)  
3 jrowe@cwclaw.com  
SCOTT M. McLEOD (SBN 242035)  
4 smcleod@cwclaw.com  
201 California Street, 17<sup>th</sup> Floor  
5 San Francisco, California 94111  
Telephone: (415) 433-1900  
6 Facsimile: (415) 433-5530

7 Attorneys for NICHOLAS P. CLAINOS

8 UNITED STATES DISTRICT COURT

9 NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION

10 ALEXANDER GRAHAM-SULT, an  
individual, and DAVID GRAHAM, an  
11 individual,

12 Plaintiffs,

13 vs.

14 NICHOLAS P. CLAINOS, an individual,  
RICHARD L. GREENE, an individual,  
15 LINDA McCALL, an individual, GREENE  
RADOVSKY MALONEY SHARE &  
16 HENNINGH LLP, a limited liability  
partnership, BILL GRAHAM ARCHIVES  
17 LLC, d/b/a WOLFGANG'S VAULT, a  
limited liability company, NORTON LLC, a  
18 limited liability company, and WILLIAM E.  
SAGAN, an individual,

19 Defendants.  
20

CASE NO. CV 10 4877 CW

**DECLARATION OF WILLIAM H. G.  
NORMAN IN SUPPORT OF NICHOLAS  
P. CLAINOS' MOTION FOR AWARD OF  
ATTORNEYS FEES AND COSTS**

Date: September 22, 2011  
Time: 2:00 p.m.  
Crtrm.: 2, USDC—Oakland Division  
Honorable Claudia Wilken

21 1. I, William H. G. Norman, am an attorney at law licensed to practice in the State of  
22 California and all times material hereto have been a partner at Cooper, White & Cooper LLP and  
23 counsel for Defendant Nicholas P. Clainos. I have personal knowledge of the matters set forth  
24 below and if called upon as a witness, could testify thereto orally under oath as I do here in  
25 writing.

26 Overview

27 2. This case was from the beginning highly complex from both a legal and a factual  
28 standpoint. Over two decades of important and detailed historical events needed to be studied

1 from interviewing numerous witnesses and reviewing many hundreds of documents. Many  
 2 multifaceted relationships of persons and entities needed to be understood, several complicated  
 3 multi-million dollar acquisition transactions had to be analyzed, and one of the most complex  
 4 probate actions Marin County has ever seen needed review. My client, Nicholas P. Clainos,  
 5 served in at least four different capacities with alleged conflicts of interest that needed close  
 6 examination and the stakes were extremely high. This was not just because of the \$20 million the  
 7 Plaintiffs contend Mr. Clainos converted, but also because professional reputations were on the  
 8 line and there were serious potential consequences downstream of an adverse result in terms of  
 9 litigation for and against third parties now holding the extensive rights and profits which Plaintiffs  
 10 claim were taken from them. Very difficult legal issues were involved, not just in researching and  
 11 developing the prongs needed to succeed at the anti-SLAPP motion level but also as to duties  
 12 owed to and the various parties, as to the accrual and tolling of various statutes of limitations, as to  
 13 the nature and extent of various fiduciary duties, and as to difficult contract interpretation  
 14 questions that were anything but straightforward. While Mr. Clainos and his law firm are very  
 15 pleased with the result of the Court's recent Judgment in his favor, that result required an  
 16 enormous amount of work and the result was anything but a foregone conclusion until all of the  
 17 facts and the law were fully developed over sever months of time. The cost of legal services were  
 18 correspondingly significant and the size of them must be seen in a context of these circumstances.

19         3. This Declaration attempts to address and explain the work behind the legal services  
 20 by describing the team members' backgrounds and billing rates, the kinds of tasks involved, and  
 21 their allocation among the various timekeepers. Many details of the work are described in the  
 22 attached legal service invoices, and I offer the Court my views on the reasonableness and  
 23 efficiency of this work and its cost from the perspective of a senior attorney who successfully tried  
 24 many cases, has successfully made many anti-SLAPP motions, and who has practiced in  
 25 California for almost forty years. Anti-SLAPP motions in my experience are always time  
 26 consuming and expensive and caution should be exercised before choosing to make them because  
 27 of that cost. But once a decision is made to file such a motion, full attention must be devoted and  
 28 corners should not be cut. It may be easy for others to say that the significant victory achieved in

1 this case should and could have achieved at less cost but when so much is on the line, then the risk  
 2 of holding back is just too great, and so second-guessing is simply too convenient and  
 3 inappropriate. As detailed below, the legal services provided to by my law firm to this case so far  
 4 have been substantial but they have also been reasonable, efficient, necessary, and, of course,  
 5 successful. We respectfully ask that the Court approve our Application for Attorneys Fees in full.

6 The Cooper, White & Cooper Team Members

7         4. I am a senior partner at Cooper, White & Cooper (a law firm that was established  
 8 almost 100 years ago). I graduated from Williams College, the University of Virginia Law  
 9 School, and was a partner at Bronson, Bronson & McKinnon in San Francisco for 25 years before  
 10 joining Cooper, White & Cooper in 1999. I have tried over 70 cases to conclusion, am a member  
 11 of American Board of Trial Advocates, and have handled complex commercial and fiduciary-  
 12 related litigation for over 30 years. I have represented numerous professionals, including  
 13 attorneys, executors, doctors, investment professionals and brokers, directors and officers, and  
 14 even judges. I have successfully made and prevailed in numerous anti-SLAPP motions and have  
 15 in each case recovered 90% or more of all requested attorneys fees and costs. My billing rate is  
 16 \$450 per hour.

17         In this case, I headed Cooper's team, closely supervising all other timekeepers and a team  
 18 which routinely works with me on his matters. Major strategy was developed by me, I directed  
 19 (but usually did not perform) legal research, I was extensively involved in drafting key pleadings  
 20 and motions, and I made the major Court appearances, including the Motion in question. I was the  
 21 attorney directly in charge of client communications and billing, and had overall supervisory  
 22 responsibility on the case.

23         5. Scott McLeod has been a member of the California and Federal bar since 2006, and  
 24 is an associate with Cooper, White & Cooper LLP with litigation experience in various contexts,  
 25 in state and federal court, including commercial real estate disputes, employment litigation, and  
 26 commercial disputes. His billing rate is \$350 per hour. His role and function were to perform  
 27 legal research and analyze and evaluate legal questions; to review documents and files for factual  
 28

1 matters necessary for the motion; to obtain factual information from the client and co-defendants  
 2 for the motion; to prepare drafts of the necessary briefs and supporting documents.

3 6. Jill Rowe is a partner at Cooper, White & Cooper LLP. Her billing rate is \$375 per  
 4 hour. Her role and function were to evaluate facts and legal theories, and to assist in preparation  
 5 of documents.

6 7. Louise Fong is a paralegal at Cooper, White & Cooper LLP. Her billing rate is  
 7 \$190. Her role and function were to perform factual research regarding trademark registrations  
 8 and copyright registrations.

9 8. Other timekeepers include Richard J. Collier, who is a partner with extensive  
 10 experience with trust and probate proceedings. His hourly rate is \$450 and he was consulted to  
 11 develop probate-related defenses to satisfy prong two of the anti-SLAPP motion. Alan L  
 12 Silberman is a partner with extensive trust and probate experience. His hourly rate is \$475 and he  
 13 contributed by analyzing fee issues arising from probate action.

14 The Specific Tasks That Were Required and the Work Done

15 9. Upon first being retained in December, 2010, and to develop the facts necessary to  
 16 support an anti-SLAPP motion, it was obviously necessary to learn the detailed facts relating to  
 17 over two decades of major business activity. To this end, we had extensive interviews with our  
 18 client and other witnesses, we obtained extensive files from our client and from attorney Richard  
 19 Greene's office, we secured the Marin County Probate Court file, and we researched records at the  
 20 Federal Trademark office. We developed a detailed chronology and key document files, and we  
 21 conferred extensively with our client and other witnesses on key events, conversations and actions.

22 10. We researched the extremely complex relationships which Nicholas Clainos had  
 23 with others, including Richard Greene, the plaintiffs, Bill Graham, Bill Graham Enterprises, Bill  
 24 Graham Presents, SFX, Clear Channel Communications, William Sagan and his organizations, the  
 25 Estate of Bill Graham, and the Marin County Probate Court. We conducted legal research into the  
 26 duties and parameters of responsibilities for each of these persons to each other, together with  
 27 limitations, time and subject matter, we closely scrutinized the impact on the parameters of these  
 28 duties which key documents had. These key documents included appointing applications,

1 pleadings, and orders in the probate court, Wills and Trusts of Bill Graham, formation documents  
 2 of Bill Graham Presents and Bill Graham Enterprises, correspondence and contracts, agreements  
 3 and assignments, a wide variety of financial documents, publicity searches and public filing  
 4 searches and even personal background checks.

5 11. We researched the anti-SLAPP motion remedies, and we spent considerable time  
 6 developing legal theories, strategies and tactics, as the results of our research were applied to the  
 7 facts of our case.

8 12. We drafted an anti-SLAPP Motion, together with supporting declarations and  
 9 papers, we reviewed extensive declarations and pleadings filed by other defendants, we reviewed  
 10 oppositions from the Plaintiffs and replied to some other defendants and prepared a reply of our  
 11 own, we appeared at the anti-SLAPP hearing and argued the motion, and have reviewed the results  
 12 together with preparing this motion for an award of fees. In all of this, we have conferred  
 13 extensively with our client and other defense counsel, and we have coordinated our strategies and  
 14 tactics with theirs.

15 13. We analyzed rights of indemnity of our client against others, including Bill Graham  
 16 Presents, Bill Graham Enterprises, Live Nations, Clear Channel Communications, and others, and  
 17 we had extensive communications about rights of indemnity allegedly owed by our client to those  
 18 parties (though no party has yet agreed to indemnify Mr. Clainos).

19 14. We have conferred extensively with our client, keeping him closely posted on all  
 20 developments and have spent a considerable amount of time answering his questions and  
 21 providing guidance on a wide variety of issues relating to the motion.

22 15. Cooper, White & Cooper, LLP's timekeepers keep contemporaneous or near  
 23 contemporaneous time records. Each timekeeper is responsible to tracking his or her own time,  
 24 with a brief description of the services performed. The time entries are kept in an electronic  
 25 database, and those time entries are then used as the basis of the invoice that is sent to the client.  
 26 Attached hereto as Exhibit A is a true and correct copy of redacted and notated time entries for this  
 27 matter. Some privileged and/or work product information has been redacted. Also, for each time  
 28 entry, the timekeeper has provided a notation in the right hand margin of the percentage of the



1 time entry that was devoted to work on the anti-SLAPP motion, e.g. a notation of 25% next to a  
 2 one-hour time entry denotes that 15 minutes was devoted to issues involving the anti-SLAPP  
 3 motion. It should be noted that both Jill Rowe and I sometimes refer to the anti-SLAPP loosely as  
 4 a "motion to dismiss" in the time records; it is obvious that such references are to the anti-SLAPP  
 5 motion as Clainos did not bring a 12(b)(6) motion. All "motion to dismiss" entries relate to the  
 6 Anti-SLAPP motion which this Court granted.

7 16. We have worked extensively on this fee application. In addition to the time and  
 8 fees of \$3,510 for June (as shown on Exhibit A), we have also spent time in July in preparing this  
 9 motion. Specifically, in addition to all of the fees and costs on the attached invoices, in July,  
 10 Clainos has incurred an additional \$4,150 in fees, and we expect that in reviewing the Plaintiffs'  
 11 opposition and preparing a reply brief and attending at the hearing, he will incur another \$7,000.  
 12 The total of all fees for July through the September hearing is estimated to be \$11,150.

13 The Costs and Charges Were Necessary and Reasonable

14 17. Based upon of almost 40 years of law practice, including many years representing  
 15 professionals in complex commercial litigation as well as preparing numerous anti-SLAPP  
 16 motions, I assembled a team which I thought was competent and efficient. It was tested and  
 17 successful in many lawsuits in many years and, as was my practice, I closely supervised their  
 18 work and their billed time insofar as it was reflected on the invoices that I sent to the client. All of  
 19 the hourly rates are very reasonable and indeed based on my knowledge and experience in the  
 20 community well below market for similar timekeepers of similar experience levels. All the time  
 21 spent was necessary and reasonable, the work was efficient and supervised carefully, the quality of  
 22 the work was excellent. The results speak for themselves.

23 I declare under penalty of perjury under the laws of the State of California and under the  
 24 laws of the United States of America that the foregoing is true and correct.

25  
 26 DATED: July 11, 2011

/s/ William H. G. Norman  
 William H. G. Norman

# EXHIBIT A



## COOPER, WHITE &amp; COOPER LLP

A LIMITED LIABILITY  
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FACSIMILE (415) 433-5530  
FEDERAL I.D. #94-1591857

ATTORNEYS AT LAW  
201 CALIFORNIA STREET SEVENTEENTH FLOOR  
SAN FRANCISCO CALIFORNIA 94111-5002  
(415) 433-1900

CONTRA COSTA OFFICE  
1333 N CALIFORNIA BLVD  
WALNUT CREEK  
CALIFORNIA 94596  
(925) 935-0700

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Date 01/05/2011  
16144.05000.WHGN

Nicholas P. Clainos

Re: adv. Alex Graham-Sult & David Graham

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2010

		HOURS	
12/01/10	WHGN Conference with Greene attorney Ron Mallen; analysis of issues and plan further handling.	.20	100%
12/02/10	WHGN Begin review of documents supplied by client.	.30	100
12/03/10	WHGN Extensive review of written materials supplied by Mr. Clainos. Communication to and from plaintiff's counsel in regard to pleading issues. Several lengthy conference calls (including one on Saturday) with Mr. Clainos and subsequent review of his email correspondence.	4.10	100
12/03/10	JBR Meeting with W. Norman to discuss case background and strategy.	.90	100
12/03/10	LF Confer with William Norman and Jill Rowe regarding status of case.	.90	100
12/06/10	WHGN Begin preparation of chronology based upon analysis and comments from client.	1.00	100
12/07/10	WHGN Begin work on chronology. Extensive review of documents supplied by client. Correspondence to and from Greene attorney. Emails to and from Mr. Clainos. Plan further handling.	.90	100
12/08/10	WHGN Further review of documents received from client. Further work on chronology. Report to Mr. Clainos. Lengthy conference with Greene attorney in regard to documents. Motion to dismiss and other tactical matters. Report to Mr. Clainos. Conference regarding intellectual property ownership issues raised by Greene attorney.	3.50	100
12/09/10	WHGN Emails to and from Mallen's office.	3.20	100

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	Emails to and from Mr. Clainos. Further work on chronology. Review email from Mr. Clainos and respond. Comprehensive review of documents received from Mallen's office. Revise chronology. Direct further handling of research on anti-SLAPP defenses for Mr. Clainos as executor of petitioning estate.		
12/09/10 JBR	Meeting with S. McLeod regarding case background and motion to dismiss research issues.	.20	100 %
12/09/10 SXM	Search for cases involving probate/executor and Anti-SLAPP motions, with attention to cases involving client rather than attorney.	1.00	100
12/10/10 WHGN	Finalize chronology and full report to Mr. Clainos. Correspondence to Mallen office regarding motion to dismiss and associated pleadings we need. Review and coordinate further handling of possible parallel motion. Plan further handling.	2.80	100
12/13/10 WHGN	Review Mallen brief and analysis of issues; lengthy conference with client regarding status and strategies; staff meeting and direct further handling of our motion to dismiss.	1.80	100
12/13/10 JBR	Review R. Greene's draft motion to strike; review news articles detailing dispute history; meeting with W. Norman and S. McLeod to develop arguments for N. Clainos's motion to strike.	2.80	90 %
12/13/10 SXM	Review of factual and legal issues, including complaint, timeline, agreement and related documents, and Anti-SLAPP cases; conference with W. Norman and J. Rowe re: postential Anti-SLAPP motion.	3.20	100
12/13/10 LF	Review news article regarding Bill Graham's estate for background information and the chronology of events.	.70	100
12/14/10 WHGN	Lengthy conference with Mr. Clainos; direct further handling as to indemnity issues which Mr. Clainos wants research; correspondence to Greene attorney in regard to questions for Dick Greene and documents we need; further analysis of indemnity issues and plan strategy; direct further handling of research on trademark registration, review results and report to Mr. Clainos; review	5.10	50 %

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	correspondence from Greene's attorney and review updated brief on motion to dismiss; direct further handling of our motion to dismiss; status report to Mr. Clainos.		
12/15/10 JBR	Review D. Greene email regarding transaction documents; review trademark filing history; review complaint; review W. Norman chronology.	1.00	100 %
12/16/10 WHGN	Further attention to Fillmore Trademark issues; email correspondence to and from Greene's attorneys in regard to various issues, including duty and standards of care; emails to and from Mr. Clainos.	1.30	100
12/16/10 SXM	Attention to trademark issues.	.50	100
12/16/10 LF	Search United States Patent and Trademark Office regarding trademark information and compilation of same for Bill Norman's review; confer with Cyrus Wadia.	2.90	100
12/17/10 JBR	Work on Anti-Slapp motion.	.30	100
12/17/10 SXM	Outline legal and factual issues for Clainos Anti-SLAPP motion.	2.80	100
12/20/10 WHGN	Telephone conference with Greene's attorney; conference with staff regarding our motion to dismiss; review Norton motion; conference with client; direct further handling.	1.20	100
12/20/10 JBR	Receipt and review of Sagan defendant's motion to dismiss; continue work on N. Clainos's motion to dismiss.	1.10	100
12/20/10 SXM	Receipt and review of Sagan motion re: factual matters; meeting with W. Norman and J. Rowe re: anti-SLAPP mtion.	.80	100
12/21/10 SXM	Review binder of evidence from Greene re: same; lengthy call with N. Clainos re: factual matters and R. Greene motion; work on motion.	2.70	100
12/22/10 WHGN	Review co-defendants' motions to dismiss.	.40	100
12/22/10 JBR	Begin review N. Clainos email regarding facts to support motion to dismiss.	.10	100
12/28/10 WHGN	Comprehensive review of two motions to dismiss from co-defendants; analysis of issues and direct further handling of our motion and supporting declarations.	1.00	100
12/28/10 SXM	Work on Anti-SLAPP motion.	6.20	100
12/29/10 WHGN	Further work on motion to strike and write introduction; email to Mr. Clainos and review his response; emails to and from co-defendants counsel to coordinate	4.10	100

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	document review; conference with Mr. Scott to monitor status; further work on Clainos declaration.		
12/29/10 SXM	Go to Greene's office for review of probate and estate files; further work on declaration.	3.80	100%
12/30/10 WHGN	Further review of Richard Greene declaration and supporting documentation; conference with Mr. McLeod in regard to his document review of Greene records; review memo from Mr. McLeod in regard to further information provided by Mr. Clainos for his declaration; comprehensive revision to Clainos declaration; direct further handling; secure further time for submission of response to complaint.	4.10	100%
12/30/10 SXM	Work on motion and research "arising from" cases; call with N. Clainos re: factual matters for declaration.	3.10	100%
TOTAL HOURS		70.00	
TOTAL SERVICES			\$ 26,837.50
TOTAL EXPENSES			\$ .00
TOTAL THIS INVOICE			\$ 26,837.50
TRUST BALANCE			-\$ 10,000.00
TOTAL AMOUNT DUE			\$ 16,837.50

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201 CALIFORNIA STREET SEVENTEENTH FLOOR  
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CONTRA COSTA OFFICE  
1333 N CALIFORNIA BLVD  
WALNUT CREEK  
CALIFORNIA 94596  
(925) 935-0700

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Date 02/04/2011  
16144.05000.WHGN

Nicholas P. Clainos

Re: adv. Alex Graham-Sult &amp; David Graham

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY 31, 2011

		HOURS	
1/03/11	WHGN Revise brief on motion to dismiss; conference with Ms. Rowe and Mr. McLeod in regard to briefing issues, analysis of same and direct further handling; emails to and from Mr. Clainos; emails to and from opposing counsel; emails to and from Mr. Greene in regard to scheduling date for hearing; conference with Mr. Collier in regard to indemnity claims of Mr. Clainos against estate, trust, BGE, BGP, SFX, and Norton; review Kasperbauer decision on indemnity issues and prepare detailed memorandum on strategies in regard to tender of defense and indemnity.	3.60	80%
1/03/11	JBR Review, revise and edit special motion to strike; conference with W. Norman and S. McLeod regarding same.	1.30	100%
1/03/11	SXM Research re: notice by recordation of copyrights and trademarks; review SFX transactional documents re: Assignment; research re: statutes of limitation for various claims; more work on motion; meeting with W. Norman and J. Rowe re: factual and legal issues for motion.	2.90	100%
1/03/11	RJC Meeting with W. Norman to revisit issue of indemnity for executors; research Probate Code re same.	.40	0%
1/03/11	LF Compilation of Bill Graham's will, Clainos employment and severance agreement and BGE's Bylaws in preparation for Bill Norman's and Richard Collier's meeting.	.80	100
1/04/11	WHGN Further review of updated brief on	2.70	100

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	motion to strike; conference with Mr. McLeod regarding status and further handling; confirm extension of time to file motion; emails to and from various counsel in regard to new dates as continued by Court of status conferences and motions; review order from clerk regarding continued dates; revise and update memorandum on rights of indemnity and direct further handling; lengthy conference with Mr. Clainos and Mr. McLeod in regard to Mr. Clainos' declaration ISO motion to strike; further emails to and from Mr. Greene's attorneys in regard to Mr. Pompili and report to Mr. Clainos on results.		
1/04/11 JBR	Continue work on anti-SLAPP motion.	.60	100 %
1/04/11 SXM	Call Greene firm to check status of copy job; research stay of discovery in federal court by filing Anti-SLAPP; further work on motion and declaration; call with N. Clainos re: facts for same; attempts to contact	3.00	100
1/05/11 SXM	Lengthy conversation with N. Clainos re: declaration and further work on motion; further review of Trademark files and sales agreements.	3.00	100
1/05/11 RJC	Review material re indemnification from W. Norman; study complaint; research re probate court jurisdiction issues, res judicata effect of order of distribution of estate.	2.80	90 %
1/05/11 LF	Locate Trademark searches for Scott McLeod's review.	.10	100
1/06/11 WHGN	Extensive review and comments on Clainos declaration; review memorandum of points and authorities and supply comments; emails to and from Mr. Clainos in regard to status and further handling; conference with Mr. McLeod to discuss briefing issues, including the points of Probate Court preemption/jurisdiction and how to weave it into the brief; coordinate further handling of Judge Dufficy opinion retrieval; emails to and from other counsel in regard to documents requested by Mr. Clainos; coordinate further handling of briefing issues and report to client.	5.10	100
1/06/11 JBR	Continue work on anti-SLAPP motion.	.50	100
1/06/11 SXM	Work on motion including attention to	5.90	100



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	res judicata issues and declaration language; attention to documents from Greene firm and Dufficy order; evaluation of transfer of intellectual property rights/copyrights by virtue of transfer of physical posters and correspondence with client re: same; attention to N. Clainos's refusal to accept executor or trustee fees and draft language re: same.		
1/06/11 RJC	Meeting with S. McLeod to review issues related to Final Distribution Order in estate proceedings; jurisdictional issue; further research re "extrinsic fraud" basis for attaining Distribution Order.	1.30	100
1/07/11 WHGN	Further work on Clainos Declaration; further work on res judicata section of brief on motion to strike; conference with Ms. Rowe and Mr. McLeod to direct further handling of the rest of the briefing; emails to and from opposing counsel in regard to documents and indemnity issues as requested by Mr. Clainos; plan further handling.	3.60	100
1/07/11 JBR	Continue work on motion to dismiss.	1.00	100
1/07/11 SXM	Lengthy phone call with N. Clainos re: declaration and revise accordingly; extensive work on motion, including supporting documents, notice, and request for judicial notice; review judge's calendaring procedure and local rules and standing orders.	7.80	100
1/07/11 RJC	Further research re "extrinsic fraud" requirements for setting aside final Order of Distribution in probate proceedings; memo re same; further research re indemnity/attorney litigation fees issue.	2.70	50%
1/08/11 WHGN	Work on brief on motion to strike.	4.10	100
1/08/11 SXM	Further work on motion.	.90	100
1/09/11 JBR	Continue work on motion to dismiss.	2.90	100
1/10/11 WHGN	Finalize brief and supporting documentation; report to Mr. Clainos; review court filing from parties from court; analysis of indemnity issues and direct further handling; report to Mr. Clainos.	1.60	80%
1/10/11 JBR	Continue work on motion to dismiss.	.40	100
1/10/11 SXM	Finalize all papers for filing, including exhibits and request for	2.40	100

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	judicial notice.		
1/10/11 RJC	Review anti-SLAPP motion and supporting papers.	.60	100%
1/11/11 WHGN	Direct further handling of indemnity issues.	.20	0%
1/13/11 WHGN	Further analysis and review of indemnity issues; conference with Mr. McLeod regarding the same and prepare for conference with Mr. Clainos.	.60	0%
1/13/11 SXM	Research indemnity, accrual of cause of action, indemnity provision in BGP agreement, scope of release in SFX severance agreement, and prepare memorandum re: same; correspondence re: same.	3.60	0%
1/13/11 LF	Review employment agreement for definition of closing date; confer with Scott McLeod.	.30	0%
1/14/11 WHGN	Lengthy conference with Mr. Clainos regarding numerous issues including indemnity; further research and review of tax issues and probate fee reimbursement issues and report to client; prepare comprehensive letter to BGE/BGP and to Norton in regard to indemnity and defense costs report to client.	2.50	20%
1/14/11 SXM	Calls with N. Clainos re: indemnity; review and evaluation of all potential indemnity provisions; research re: which BG entities are still active.	2.50	0%
1/14/11 RJC	Respond to W. Norman request for statutory authority for executor indemnification.	.30	0%
1/18/11 ALS	Conference with W. Norman re deduction for legal fees; research fee deductions for defending claims against individual as an employee/officer and executor.	1.00	0%
1/18/11 WHGN	Review and finalize draft letter to BGE/BGP; review client's comments and finalize; review and review tender letter to Norton and forward to client for comment; review various emails from various parties in regard to hearing date for motions.	1.60	30%
1/18/11 SXM	Review and revise indemnity letters; attention to code section and cases for probate indemnity.	.90	0%
1/19/11 ALS	Advise W. Norman of preliminary conclusions re deduction of legal fees; telephone call with N. Clainos to	1.00	0%

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	discuss additional background facts and analysis; advise W. Norman of conclusions.		
1/19/11 WHGN	Conference with Mr. Silberman to provide him information for tax strategy evaluation purposes; conference with Mr. McLeod and review and finalize letter to BGE./BGP; correspondence to Mr. Clainos in regard to status and further handling; review and respond to various emails from attorneys in the case in regard to hearing dates issues.	1.20	60%
1/19/11 SXM	Attention to indemnity letters; call with N. Clainos re: indemnity letters; revise accordingly and evaluation of issues re: Norton and Live Nation.	1.00	0
1/20/11 WHGN	Review and approve correspondence to BGP/BGE and Norton; review Mr. Clainos' comments; conferences with opposing counsel in litigation in regard to motion practice and joint strategies.	.70	80%
1/20/11 SXM	Draft correspondence to Live Nation attorneys; attention to tender letters to BGP/Norton and correspondence with client re: signature pages.	.50	0
1/21/11 SXM	Direct staff re: delivery of tender letters and return address for same.	.10	0
1/24/11 WHGN	Status review in regard to 12B(f) case management conference statement due; emails to and from opposing counsel in regard to briefing date and hearing date.	.30	50%
1/24/11 JBR	Review case management orders; email to W. Norman regarding same.	.30	0
1/25/11 WHGN	Review correspondence and report to Mr. Clainos.	.10	100
1/25/11 SXM	Check local rules and and docket and confirm all calendar deadlines; correspondence with Live Nation attorneys; attention to substance of initial disclosures.	.90	0
1/26/11 WHGN	Correspondence in regard to possible continuation of court dates, including hearing date.	.10	100

TOTAL HOURS

81.70

TOTAL SERVICES

\$ 31,553.00

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Inv# 1055283  
Date 02/04/2011  
16144.05000.WHGN

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Federal Express 01/10/11 Inv.#7-359-77504 46.71

TOTAL EXPENSES \$ 46.71

TOTAL THIS INVOICE \$ 31,599.71

## COOPER, WHITE &amp; COOPER LLP

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PARTNERSHIP INCLUDING  
PROFESSIONAL CORPORATIONS  
FACSIMILE (415) 433-5530  
FEDERAL I.D. #94-1591857

ATTORNEYS AT LAW

201 CALIFORNIA STREET SEVENTEENTH FLOOR  
SAN FRANCISCO CALIFORNIA 94111-5002  
(415) 433-1900

CONTRA COSTA OFFICE  
1333 N CALIFORNIA BLVD  
WALNUT CREEK  
CALIFORNIA 94596  
(925) 935-0700

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Inv# 1055868  
Date 03/04/2011  
16144.05000.WHGN

Nicholas P. Clainos

Re: adv. Alex Graham-Sult &amp; David Graham

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2011

## HOURS

2/01/11 JBR	Review proposed stipulations regarding continuance of motions and related court deadlines; exchange emails with all counsel regarding same.	.20	100
2/02/11 WHGN	Review and respond to various emails from client representatives in regard to new briefing and CMC dates.	.10	70%
2/02/11 JBR	Exchange emails with all counsel regarding further revisions to stipulation regarding motions and related court dates.	.10	100
2/02/11 SXM	Attention to stipulation and revised deadlines.	.20	100
2/03/11 WHGN	Review emails from client and respond; numerous efforts to satisfy his requests for information; further report to Mr. Clainos with SFX purchase agreement; plan further handling.	.70	100
2/03/11 JBR	Calendar new deadlines associated with motions to dismiss, case management and initial disclosures.	.10	0%
2/03/11 SXM	Review file re: issues for York.	.20	100
2/04/11 WHGN	Correspondence to Live Nation in regard to indemnity issues; receive their response, analysis of issues, and report to Mr. Clainos.	.40	0%
2/07/11 WHGN	Review indemnity issues, conference with Mr. McLeod and attend conference call with Mr. Clainos; direct further handling in regard to indemnity attack on Live Nation.	1.20	0
2/07/11 SXM	Call with N. Clainos re: indemnity; review correspondence from Munisteri and referenced documents.	1.20	0

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 16144.05000.WHGN

2/08/11	WHGN	Review email from client and respond; work on indemnity issues and letter.	.30	0%
2/10/11	SXM	Work on indemnity letter; review documents re: same and correspondence with N. Clainos re: Prose v. Norton documents.	1.40	0
2/11/11	SXM	Correspondence with client re: Norton agreement.	.10	0
2/14/11	WHGN	Short conference with Mr. Clainos in regard to strategies.	.30	100
2/14/11	SXM	Work on letter refuting BGE's claim that N. Clainos owes it indemnity, including review of specific representations made the agreement.	1.30	0
2/16/11	WHGN	Attention to analysis of indemnity issues.	.70	0
2/17/11	WHGN	Analysis of issues; review and revise indemnity letters; full report to Mr. Clainos.	1.60	50%
2/18/11	WHGN	Attention to substantive review of claims against Mr. Clainos and indemnity claims to and from Mr. Clainos for purposes of evaluation conference with Mr. Clainos.	1.50	40%
2/18/11	SXM	Lengthy call with N. Clainos re: indemnity and further work on letter re: same.	1.50	0
2/20/11	WHGN	Further review of materials to develop information for purposes of evaluation conference with Mr. Clainos.	1.00	100
2/22/11	WHGN	Further analysis of issues, offensive and defensive, in regard to vulnerabilities as requested by Mr. Clainos; prepare memorandum for Mr. Clainos; direct further handling of indemnity issues.	2.40	70%
2/23/11	WHGN	Coordinate further handling of indemnity issues; complete memorandum to Mr. Clainos in regard to potential vulnerabilities at his request.	.60	50%
2/24/11	WHGN	Finalize memorandum to client in regard to potential vulnerabilities; conference with Mr. McLeod in regard to indemnity issues and approve final letter to Mr. Munisteri; report to Mr. Clainos; further conference with Mr. McLeod in regard to indemnity issues and in regard to defenses to offensive claims.	1.70	30%
2/24/11	SXM	Lengthy telephone conference with N. Clainos re: indemnity letter; further revisions; evaluation of extent of	2.50	0



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2/25/11 WHGN	indemnity provided by 1995 Assignment.	.70	0%
2/28/11 WHGN	Finalize memorandum to Mr. Clainos in regard to counter-arguments; review and respond to numerous emails from plaintiffs' counsel in regard to hearing date scheduling changes, direct further handling; report to Mr. Clainos.	.60	100
2/28/11 JBR	Review plaintiff's proposed stipulation for additional time to file opposition to motion to dismiss; email to W. Norman regarding same.	.10	100
TOTAL HOURS		22.70	
TOTAL SERVICES			\$ 9,347.50
Computerized Legal Research - 01/06/11			31.09
Westlaw Inv.#822248737			
Computerized Legal Research - 01/07/11			10.36
Westlaw Inv.#822248737			
Computerized Legal Research - 01/13/11			153.84
Westlaw Inv.#822248737			
Duplicating/Document Production			54.00
TOTAL EXPENSES			\$ 249.29
TOTAL THIS INVOICE			\$ 9,596.79



Nicholas P. Clainos

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Inv# 1056241  
Date 04/05/2011  
16144.05000.WHGN

Re: adv. Alex Graham-Sult & David Graham

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2011

		HOURS	
3/01/11	WHGN Review documents requested by Mr. Clainos; meeting with Mr. McLeod to discuss indemnity issues; comprehensive review of underlying documentation, including new documents requested by Mr. Clainos and prepare for conference call with Mr. Clainos.	3.50	60%
3/01/11	SXM Call with N. Clainos re: indemnity; evaluation of indemnity and liability issues; obtain documents for N. Clainos; begin research re: whether indemnity is a question for jury or judge.	3.20	30%
3/02/11	WHGN Prepare for conference call with client and conference call with Mr. Clainos; research on points raised by Mr. Clainos; review e-filings by opposing parties in regard to briefing scheduling dates on motions to dismiss; direct further handling.	5.10	100%
3/02/11	SXM Lengthy phone call with N. Clainos re: indemnity issues; further research re: same; forward copies of exhibits to N. Clainos.	5.10	30%
3/03/11	WHGN Review request from Mr. Clainos; research on cases requested by Mr. Clainos	1.10	0%
	review Mr. McLeod's memo on attorneys fees ---		
	review correspondence from Mr. Clainos; full report to Mr. Clainos.		
3/03/11	SXM Research tort of another and recovery of fees in _____ prepare memorandum re: same; receipt of court	1.40	10%

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	order re: briefing schedule and calendar same.		
3/08/11	WHGN Begin review of oppositions to motions.	.60	100%
3/09/11	WHGN Review of oppositions and supporting declaration and exhibits to four motions to dismiss; emails to and from Mr. Clainos; conference with Mr. McLeod.	3.50	100%
3/09/11	SXM Receipt and review of oppositions filed by Plaintiffs; evaluation of same.	1.70	100
3/10/11	WHGN Further review of oppositions and preparation for conference call with Mr. Clainos.	2.40	100
3/10/11	SXM Evaluation of opposition and reply.	1.00	100
3/11/11	WHGN Conference with Mr. Clainos on reply brief issues; work on draft reply brief; review and respond to emails from client.	4.40	100
3/14/11	WHGN Review and revise reply brief; direct further handling of research on Marin County Court file.	3.30	100
3/14/11	RJC Study Opposition to Motion to Strike.	.60	100
3/15/11	SXM Review outline of reply brief; review probate proceedings, Dufficy order and client documents re: judicial oversight of sale of company; evaluate terms of sale to key employee document as establishing knowledge; attention to proposed stipulation and motion for page limit extension.	1.70	100
3/16/11	WHGN Review response from client and reply; review and respond to numerous emails throughout the day from various parties regarding briefing page limits and defendants' efforts to obtain a greater limit; coordinate possible brokered solution; review court pleadings re same; direct further handling of case management conference issues, including document discovery and depositions, including Mr. Clainos' deposition; report to client.	1.60	80%
3/16/11	SXM Call with opposing counsel Cannata re: joint case management statement/discovery plan; correspondence with defendants' counsel re: same and review local rules re: twenty issues that must be covered; draft brief status update for client; correspondence with defendants' counsel re: application for page limit extension and Plaintiff's attorney changing her mind on	.70	20%

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	stipulating to same; review application drafted by Greene's counsel and approve for filing.		
3/17/11 WHGN	Prepare for conference call and conference call with Mr. Clainos to discuss numerous issues (no charge for time spent on billing); review numerous emails back and forth between other parties' counsel in regard to case management conference issues, discovery, and briefing issues; prepare memo to file in regard to directions received from client and forward to Mr. McLeod for his use in completing further work on reply brief.	1.80	80%
3/17/11 SXM	Conference call with all defense counsel re: joint case management statement and trial scheduling.	.60	0
3/18/11 WHGN	Direct further handling of conference call with all counsel in regard to case management conference statement and discovery; analysis of strategy in regard to discovery, cross-complaints and points raised by plaintiff's counsel in regard to waiver of attorney-client privileges between Mr. Clainos and Mr. Greene; review memo on cross-complaint issue and report to Mr. Clainos.	.80	100
3/18/11 SXM	Conference call with all counsel re: case management; research regarding whether or not claims might be compulsory or permissive under federal rules; further review of probate files and correspondence with Greene's attorneys re: obtaining files from Greene; begin review of cases cited in Plaintiffs' motion.	2.10	60
3/18/11 RJC	Study Handelman Declaration and Exhibit for analysis of fiduciary duty, probate res judicata issues.	1.60	100
3/21/11 WHGN	Further work on reply brief issues and development of strategy for hearing.	.80	100
3/21/11 SXM	Prepare short summary of status of case management conference; further correspondence with Greene firm re: locating documents that had been separated from probate file; short call with N. Clainos re: substantive issues for reply brief	3.00	90

further review and interpretation of

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	case law cited by plaintiff; begin draft of reply brief; review and evaluation of utility of declaration drafted by N. Clainos, and compare against documents for factual accuracy.		
3/21/11 RJC	Complete review of Handelman declaration and exhibits.	.80	100
3/22/11 WHGN	Further work on reply brief and supply basic guidance to Mr. McLeod; review Mr. Clainos' Declaration as drafted by him and revise in accordance to discretion provided by client and both tactical and strategic objectives.	1.10	100
3/22/11 SXM	Draft reply brief including sections on res judicata, statute of limitations and protected activity for Anti-SLAPP purposes.	6.30	100
3/23/11 WHGN	Review, provide guidance, and revise reply brief; review, supply guidance and revise declaration of Mr. Clainos; review and respond to various emails from various parties, including Mr. Clainos and opposing counsel.	1.70	100
3/23/11 SXM	Further work on reply brief; draft N. Clainos declaration in support of reply and evaluation of language regarding recollection of plaintiffs being given posters; draft request for judicial notice in support of reply and attention to exhibits therefor; call with C. Chivers re: strategy for defenses and evidence.	6.80	100
3/23/11 RJC	Research re standard of care for personal representatives, particularly with respect to continuing to conduct decedent's business.	2.70	100
3/23/11 LF	Redact Objections to Final Accounting and Report of Personnel Report and Petition for its Settlement etc., exhibit D; search United States Patent and Trademark website to determine when website came online in preparation for motion; prepare email to Trademark office; confer with Scott McLeod regarding same.	.60	100
3/24/11 WHGN	Review, supply guidance on and finalize reply brief for our motions; review reply briefs received from Greene and Norton.	3.20	100
3/24/11 SXM	Finalize Clainos reply brief, declaration, request for judicial	4.20	100

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	notice, and exhibits, and direct filing and service of same.		
3/24/11	RJC Meeting with W. Norman to review issues related to personal representative duties, standard of care when continuing decedent's wholly-owned business.	.30	100
3/24/11	LF Telephone conferences (3) with United States Patent and Trademark office regarding date website went online.	.30	100
3/25/11	WHGN Review numerous pleadings submitted by other parties to begin preparation for hearing on anti-SLAPP motion.	.90	100
3/25/11	SXM Receipt and review of Greene and Norton reply briefs.	.40	100
3/29/11	WHGN Review and supply comments for case management conference statement.	.30	0
3/29/11	SXM Draft insert for joint case management conference statement; call Plaintiff's counsel re: status of joint statement.	.50	0
3/30/11	WHGN Review draft proposal from plaintiff's counsel in regard to Joint Case Management Conference Statement; spot new issues and direct further handling' review and respond to numerous emails from counsel for various parties in the case.	.80	20%
3/30/11	SXM Review and evaluate Plaintiffs' version of facts for joint case management statement, including new allegations; correspondence with all counsel re: same.	.20	0
3/31/11	WHGN Review and comment on numerous emails and draft joint case management conference inserts from various parties; direct further handling.	1.10	0
3/31/11	SXM Finalize joint case management conference statement with all opposing counsel.	.60	0
TOTAL HOURS		84.40	
TOTAL SERVICES			\$ 33,796.00



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Duplicating/Document Production	297.40
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TOTAL EXPENSES	\$ 297.40
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TOTAL THIS INVOICE	\$ 34,093.40
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Nicholas P. Clainos

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Inv# 1057044  
Date 05/04/2011  
16144.05000.WHGN

Re: adv. Alex Graham-Sult & David Graham

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 30, 2011

		HOURS	
4/01/11	WHGN	Prepare for case management conference and hearing on anti-SLAPP motion.	.70 90
4/01/11	SXM	Review prior declaration and brief re: relative ownership of BGP in response to inquiry from client; receipt and review of objections to evidence filed by Plaintiffs.	.20 100
4/04/11	WHGN	Further preparation for hearing on anti-SLAPP motion and preparation for case management conference.	1.10 90
4/04/11	SXM	Research whether defense must be tendered	.40 0
4/06/11	WHGN	Detailed review of pleadings; detailed review of key case authorities and legal citations; detailed review of just-received (late) submissions by plaintiffs' attorney in regard to new case authorities and objections to evidence; prepare for case management conference hearing.	5.30 90
4/07/11	WHGN	Final preparation for hearing; attend hearing; lengthy conferences with counsel regarding results and further handling' lengthy report to Mr. Clainos.	7.70 100
4/07/11	SXM	Evaluation of arguments for Anti-SLAPP motion; receipt and review of cases Plaintiffs submitted to court post hearing.	1.00 100
4/08/11	WHGN	Review new court order; review letter from Jerry Falk on plaintiffs' leave to amend.	.40 100
4/08/11	SXM	Review and evaluation of recent res judicata/probate case for possible fling with court; attention to docket entry	.40 100

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 16144.05000.WHGN

4/11/11	SXM	from court terminating deadlines. Receipt and review of late-filed Feldman declaration.	.10	100
4/12/11	WHGN	Review motion and supporting declarations from plaintiffs' counsel; analysis of issues and draft response; further review of Court filings and pleadings; conference with Mr. Clainos; review Green declaration, and prepare follow up letter to Judge Wilken; report to client; review Court filings and direct further handling.	3.70	100
4/12/11	SXM	Evaluation of response to Feldman declaration; draft letter to court objecting to same, including review of law and rules re: late filing and evidence that Feldman knew about trademarks and copyrights; direct filing of letters with court; attention to court's order striking the Feldman declaration and attention to rules allowing Plaintiffs to seek leave to file declaration and defendants' opportunity to respond.	1.20	100
4/13/11	WHGN	Review order from court; analysis of issues and report to Mr. Clainos; review correspondence and proposed pleadings submitted by plaintiffs' attorney; analysis of issues as to strategy; report to Mr. Clainos; plan strategy for further handling, including conferences with co-defendant counsel as to briefing and timing issues; report to Mr. Clainos.	.90	100
4/13/11	SXM	Review docket to ensure declaration is stricken (because declaration was filed twice); evaluate Canatta's request for a stipulation in light of local rules and correspondence among defendants re: timing of response to request.	.30	100
4/14/11	SXM	Draft opposition to anticipated motion by Plaintiffs for leave to amend the record by filing Feldman declaration; correspondence with defendants' counsel regarding timing of responses.	.80	100
4/15/11	WHGN	Review emails from numerous attorneys in regard to court order and supplementing the record; direct further handling; review and respond to numerous inquiries from Mr. Clainos.	.90	100
4/15/11	SXM	Correspondence with Plaintiffs' counsel	.10	100

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 16144.05000.WHGN

	re: their request that Defendants' stipulate to filing of Feldman Declaration.		
4/19/11 WHGN	Review supplemental and amended declaration of Mr. Feldman; review correspondence and associated pleadings just filed by plaintiffs; direct further handling of suggested responses; review and revise proposed opposition.	.90	100
4/19/11 SXM	Receipt and review of Plaintiff's administrative motion, including review of case law re: discretion to consider late filed declarations, changes to Feldman declaration, new declaration from Feldman's paralegal, and Plaintiff's brief regarding leave to amend if Anti-SLAPP motion is granted; respond to client's inquiry re: transfer of name and likeness, transfer of the Fillmore trademark and charging party with knowledge of referenced material; attention to status of initial disclosure deadlines; draft opposition to Plaintiff's administrative motion.	2.70	100
4/20/11 WHGN	Review and refine opposition brief re motion to supplement, including client comments.	.50	100
4/20/11 SXM	Further work on opposition; revise per client's suggestions; respond to inquiry from client.	.80	100
4/21/11 WHGN	Finalize opposition brief and supporting declarations, and report to client.	.30	100
4/21/11 SXM	Finalize opposition, declaration, and exhibits, and direct filing of same.	.40	100
4/22/11 WHGN	Review opposition filed by Greene, including reference to argument transcript; attention to ordering copy of same at no charge to client.	.30	100
4/22/11 SXM	Receipt and review of Greene's opposition; call with C. Chivers to obtain transcript.	.20	100
4/27/11 WHGN	Direct further handling of court-required "initial disclosure" information.	.20	0
4/28/11 SXM	Correspondence to client re: initial disclosure obligations.	.10	0
4/29/11 WHGN	Further attention to issue conference matters.	.10	0

TOTAL HOURS

31.70

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Inv# 1057044  
Date : 05/04/2011  
16144.05000.WHGN

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TOTAL SERVICES \$ 13,395.00

Computerized Legal Research - 03/23/11	21.19
Westlaw Inv.#822592515	
Computerized Legal Research - 03/23/11	236.60
Westlaw Inv.#822592515	
Messenger/Courier Service	37.88
WHEELS OF JUSTICE, I Check # - 000098159	110.00
Legal Service/Court Filing - 03/25/11	
Duplicating/Document Production	36.40

TOTAL EXPENSES \$ 442.07

TOTAL THIS INVOICE \$ 13,837.07



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Inv# 1057638  
Date 06/03/2011  
16144.05000.WHGN

Nicholas P. Clainos

Re: adv. Alex Graham-Sult & David Graham

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FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2011

HOURS

5/05/11 WHGN Review transcript of hearing and report to client.	.20	100
TOTAL HOURS	.20	
TOTAL SERVICES		\$ 90.00
Computerized Legal Research - 04/19/11		26.00
Westlaw Inv.#822776535		
Admin Overtime		25.00
Federal Express - 04/21/11 Inv.#7-478-00812		21.66
TOTAL EXPENSES		\$ 72.66
TOTAL THIS INVOICE		\$ 162.66





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 Date 07/05/2011  
 16144.05000.WHGN

Nicholas P. Clainos

Re: adv. Alex Graham-Sult & David Graham

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FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2011

		HOURS	
6/24/11	WHGN Receipt and review of lengthy order granting Mr. Clainos full relief on his anti-SLAPP motion together with an award of attorneys fees; report to Mr. Clainos and review his response; direct further handling of attorney fee application.	.50	100%
6/24/11	SXM Receipt and review of order granting motion to strike; check local rules re: deadlines for moving for attorneys' fees.	.20	100
6/27/11	WHGN Conference with client regarding status and further handling; direct further handling of attorneys fees application issues and begin review of supporting materials; emails to and from co-defense counsel in regard to their strategies and joint approaches.	.70	100
6/28/11	WHGN Further attention to Norman declaration in support of application for fees.	.60	100
6/28/11	SXM Research attorneys' fees under anti-SLAPP, including fees for related or intertwined issues, lodestar method, application of federal or state attorneys fee law in federal court.	1.00	100
6/29/11	WHGN Further work on Norman declaration supporting application for attorneys fees; review research received on another SLAPP case where \$119,000 in fees were awarded; direct further handling; report to Mr. Clainos.	1.90	100
6/30/11	WHGN Further work on motion for attorneys fees.	.60	100
6/30/11	SXM Research re: differing conflicting federal and state cases regarding	3.30	100

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16144.05000.WHGN

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compensability of fees for non-SLAPP  
issues; attempts to locate public  
sources of information to establish  
prevailing rates in geographic area,  
including contacting state bar and  
westlaw; review billing records and  
apportion work between SLAPP motion and  
other issues; begin work on motion.

TOTAL HOURS	8.80
TOTAL SERVICES	\$ 3,510.00
TOTAL EXPENSES	\$ .00
TOTAL THIS INVOICE	\$ 3,510.00