



2. Varnum was not retained by, and did not represent, the City of Detroit in connection with these bankruptcy proceedings.

3. On and after the Petition Date, Varnum rendered services to the City of Detroit for which it invoiced the City of Detroit, at agreed rates, the amount of \$143,178.05.

4. The invoices reflecting these amounts are attached hereto as **Exhibit A**.

5. Varnum's fees represent an "actual, necessary cost and expense of preserving the estate" as described in 11 U.S.C. §503(b)(1)(A).

WHEREFORE, Varnum respectfully prays for the entry of an order allowing, and directing the City of Detroit to pay, as an administrative expense under § 503 of the Code, \$143,178.05, together with any other or additional relief the Court deems just and equitable.

Dated: January 23, 2015

VARNUM LLP

/s/ Michael S. McElwee

Michael S. McElwee

BUSINESS ADDRESS AND TELEPHONE:

P.O. Box 352 / 333 Bridge Street, N.W.

Grand Rapids, MI 49501-0352

(616) 336-6000

E-mail: [msmcelwee@varnumlaw.com](mailto:msmcelwee@varnumlaw.com)

Bar number: Michigan P36088

9100281\_1.DOCX

## **INDEX OF EXHIBITS**

**Exhibit A – Proposed Order**

**Exhibit 1 – Redacted Copy of invoices for Post-Petition Work**

# EXHIBIT A

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

	x	
	:	
In re	:	Chapter 9
	:	
CITY OF DETROIT, MICHIGAN,	:	Case No. 13-53846
	:	
Debtor.	:	Hon. Steve W. Rhodes
	:	
	x	

**ORDER GRANTING VARNUM LLP'S REQUEST FOR  
PAYMENT OF ADMINISTRATIVE EXPENSE**

Varnum LLP timely filed a request payment of administrative expense in the amount of \$143,178.05. This Court finds that the post-petition work that Varnum performed was performed with the knowledge and permission of the legal department of the City of Detroit. The Court further finds that the \$143,178.05 requested by Varnum for its post-petition services rendered constitute actual, necessary costs and expenses of preserving the estate of the City of Detroit. This Court has reviewed Varnum LLP's Request for Payment of Administrative Expense and is fully advised in the premises.

NOW, THEREFORE, IT IS HEREBY ORDERED that Varnum LLP's Request for Payment of Administrative Expense in the amount of \$143,178.05 is hereby granted in its entirety.

IT IS FURTHER ORDERED that Varnum LLP is hereby granted an allowed administrative expense claim in the amount of \$143,178.05.

IT IS FURTHER ORDERED that the City of Detroit shall pay Varnum LLP the sum of \$143,178.05 within thirty (30) days after entry of this Order.

# **EXHIBIT 1**



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 905446  
Invoice Date: August 20, 2013

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
07/22/13	Telephone call with Lou Smith and follow up internally on receiving direction on continuing with Comcast case. John W. Pestle	0.30	72.00
07/23/13	Emails re Detroit bankruptcy and its not affecting on-going case against Comcast. John W. Pestle	0.25	60.00
07/24/13	Receive email by Attorney Neil Lehto re municipal officials stating bankruptcy judge has stayed Comcast litigation. Email to Lou Smith for confirmation re same is incorrect. John W. Pestle	0.30	72.00
07/25/13	Emails and phone calls with Lou Smith re erroneous information being distributed to state municipal officials that bankruptcy court has stayed Comcast litigation. John W. Pestle	0.30	72.00

August 20, 2013  
Invoice No. 905446  
Matter No. 056240  
Page 2

07/31/13	Review various orders and notices received from Sixth Circuit. Prepare appearances. Communication with co-counsel re status of case. Review communication to client re same. Aaron M. Phelps	0.90	216.00
07/31/13	Receive and review Sixth Circuit Order granting interlocutory appeal. Obtain initial information on process re same. Telephone call with Lewis Smith to make him aware of the preceding. Draft and revise letter to Edward Keelean and Lewis Smith summarizing and enclosing order and outlining next steps and other considerations. Receive, file, and forward documents from Sixth Circuit's Clerks Office starting appeal, requiring appearances, transcripts, and providing numbers and captions of cases. John W. Pestle	2.25	540.00

TOTAL FEES FOR SERVICES	\$1,032.00
TOTAL THIS INVOICE	\$1,032.00
PRIOR BALANCE AS OF August 20, 2013	139,067.39
TOTAL PAYMENT DUE	\$140,099.39 =====

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	.90	216.00
John W. Pestle	240.00	3.40	816.00
TOTALS		4.30	1,032.00





BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 905446  
Invoice Date: August 20, 2013

R E M I T T A N C E C O P Y

Services	1,032.00
<b>TOTAL THIS INVOICE</b>	<b>\$1,032.00</b>
Prior Balance as of 08/20/13	139,067.39
<b>TOTAL DUE</b>	<b>\$140,099.39</b> =====

TERMS: Payment of each of our invoices is due promptly upon receipt.  
Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 906819  
Invoice Date: September 13, 2013

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
08/05/13	Attend to various filings required by Sixth Circuit Court of Appeals. Aaron M. Phelps	0.20	48.00
08/06/13	Review statement of issues with associate and email communication re same. Aaron M. Phelps	0.30	72.00
08/06/13	Review appellate file and draft civil statement of parties and issues for appeal. Stephen F. MacGuidwin	1.20	288.00
08/12/13	Review various filings re Comcast appeal. Communication with colleagues re same. Aaron M. Phelps	0.70	168.00
08/12/13	Prepare for and participate in conference call with attorneys re strategy and filings in 6th Circuit appeal. Timothy J. Lundgren	0.50	120.00

September 13, 2013  
Invoice No. 906819  
Matter No. 056240  
Page 2

08/12/13	Telephone conference with partner re 6th circuit filing requirements. Telephone conference with partners re status of appeal and next steps. Stephen F. MacGuidwin	1.30	312.00
08/12/13	Review file. Several calls and conference call re Statement of Parties and Issues to be filed with Sixth Circuit and numerous issues related to appeal, filing fee, transcript, whether we need to be able to show bankruptcy court approval, style of case in light of bankruptcy and related issues. Two emails to Ed Keelean re the preceding to seek his comments and any input. Start review of pleadings to address statements and document to be filed with the court on Wednesday. John W. Pestle	2.50	600.00
08/13/13	Review, provide, and ask questions re AG's Statement of Parties of Issues and Transcript Order. John W. Pestle	0.35	84.00
08/14/13	Review multiple filings in 6th Circuit Appeal re Comcast. Communication with associate re same. Comment on next steps. Aaron M. Phelps	1.20	288.00
08/14/13	Receive, review, and question Attorney General's ordering of transcript for Rule 12(b) (6) hearing where it is not the subject of interlocutory appeal. Make arrangements to contact the Attorney General on same. John W. Pestle	0.50	120.00
08/16/13	Receive court notification of Attorney General's again ordering of transcript from hearing not subject to appeal. Emails and phone calls re same. John W. Pestle	0.25	60.00

September 13, 2013  
Invoice No. 906819  
Matter No. 056240  
Page 3

08/22/13	Attention to email communication with the Attorney for PROTEC and MML re need for amicus filing supporting Detroit at the Sixth Circuit. Timothy J. Lundgren	0.25	60.00
08/26/13	Email and attempted phone call with Lou Smith re amicus brief and related points. John W. Pestle	0.25	60.00

TOTAL FEES FOR SERVICES	\$2,280.00
-------------------------	------------

DISBURSEMENTS:

08/16/13	Appeal Fee - - VENDOR: U S DISTRICT COURT	455.00
08/16/13	Transcript - - VENDOR: RENE TWEDT, CSR, RPR, CRR	31.50

TOTAL DISBURSEMENTS	\$486.50
---------------------	----------

TOTAL THIS INVOICE	\$2,766.50
PRIOR BALANCE AS OF September 13, 2013	140,099.39

TOTAL PAYMENT DUE	\$142,865.89
-------------------	--------------

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	2.40	576.00
Timothy J. Lundgren	240.00	.75	180.00
Stephen F. MacGuidwin	240.00	2.50	600.00
John W. Pestle	240.00	3.85	924.00
TOTALS		9.50	2,280.00



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 906819  
Invoice Date: September 13, 2013

R E M I T T A N C E C O P Y

Services	2,280.00
Disbursements	486.50
<b>TOTAL THIS INVOICE</b>	<b>\$2,766.50</b>
Prior Balance as of 09/13/13	140,099.39
<b>TOTAL DUE</b>	<b>\$142,865.89</b>

TERMS: Payment of each of our invoices is due promptly upon receipt.

Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 910119  
Invoice Date: October 22, 2013

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
08/13/13	Review Attorney General's transcript order. Review statement of issues and parties on appeal. Review pleadings to determine whether Attorney General raised same issues in Rule 12(b)(6) hearing. Draft our transcript order. Stephen F. MacGuidwin	1.30	312.00
08/14/13	Telephone conference with partner re appeal requirements. Revise transcript order re same. Stephen F. MacGuidwin	0.80	192.00
08/16/13	Telephone conference with attorney Spencer Sattler at Michigan Attorney General's office regarding reasons for ordering transcript from motion to dismiss hearing for appeal purposes. Exchange e-mails with partners re same. Telephone conference with Sixth Circuit clerk's office regarding issue with filing fees. Stephen F. MacGuidwin	0.60	144.00
09/03/13	Telephone call with Lou Smith on amicus briefs on appeal and related matters. John W. Pestle	0.25	60.00

October 22, 2013  
Invoice No. 910119  
Matter No. 056240  
Page 2

09/05/13	Office conference with partner to discuss status of Sixth Circuit Appeal (awaiting transcripts before Court can enter schedule). Stephen F. MacGuidwin	0.20	48.00
09/09/13	Telephone call with Lou Smith. Telephone call with Bill Mathewson at Michigan Municipal League re the League providing an amicus brief supporting Detroit in the Sixth Circuit Appeal of Judge Lawson's favorable decision. John W. Pestle	0.50	120.00
09/10/13	Review communications re amicus brief. Aaron M. Phelps	0.20	48.00
09/10/13	Emails and phone calls re amicus briefs, requesting same, and answering questions and responding to the Michigan Municipal League and Michigan Townships Association. Phone calls with people at each institution. John W. Pestle	2.40	576.00
09/11/13	Emails with Executive Director of Michigan Townships Association re potential amicus briefs support on Sixth Circuit Appeal. John W. Pestle	0.20	48.00
09/12/13	Phone and email communication re amicus filing in the Sixth Circuit appeal. Timothy J. Lundgren	0.25	60.00
09/12/13	Emails and phone calls with Michigan Municipal and Michigan Townships Association re amicus briefs supporting Detroit. Internal calls on same. John W. Pestle	0.35	84.00
09/13/13	Multiple communications concerning status of appeal. Review various filings re same. Telephone conference with Attorney Pestle re same. Aaron M. Phelps	1.10	264.00

October 22, 2013  
Invoice No. 910119  
Matter No. 056240  
Page 3

09/13/13	Several emails and phone conversations with Lou Smith and attorneys for likely amicus brief on issues to be presented and the like. John W. Pestle	1.25	300.00
09/16/13	Multiple communications re amicus brief and initial work on appeal. Aaron M. Phelps	0.50	120.00
09/17/13	Emails to amicus counsel with statements of parties and issues for Sixth Circuit Appeal. Provide additional information and summaries to aid in getting funding from potential amicus parties. John W. Pestle	0.70	168.00
09/20/13	Receive notification from Court of filing of trial court transcripts. Email to potential amicus parties to the City of Detroit and to potential amicus parties on same. John W. Pestle	0.40	96.00

TOTAL FEES FOR SERVICES	\$2,640.00
-------------------------	------------

TOTAL THIS INVOICE	\$2,640.00
PRIOR BALANCE AS OF October 22, 2013	142,865.89

TOTAL PAYMENT DUE	\$145,505.89
-------------------	--------------

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	1.80	432.00
Timothy J. Lundgren	240.00	.25	60.00
Stephen F. MacGuidwin	240.00	2.90	696.00
John W. Pestle	240.00	6.05	1,452.00
TOTALS		11.00	2,640.00





BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 910119  
Invoice Date: October 22, 2013

R E M I T T A N C E C O P Y

Services	2,640.00
<b>TOTAL THIS INVOICE</b>	<b>\$2,640.00</b>
Prior Balance as of 10/22/13	142,865.89
<b>TOTAL DUE</b>	<b>\$145,505.89</b> =====

TERMS: Payment of each of our invoices is due promptly upon receipt.  
Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 912084  
Invoice Date: November 24, 2013

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
10/05/13	Review briefing letter received from Court. Aaron M. Phelps	0.20	48.00
10/07/13	Multiple communications concerning briefing schedule and amicus briefs. Aaron M. Phelps	0.30	72.00
10/07/13	Initiate audit letter response for the City of Detroit. Nikki L. Cushman	0.50	60.00
10/07/13	Several emails re briefing schedule just received from Sixth Circuit to Lewis Smith, amicus parties, and others. Emails with Michigan Municipal League and compose request for amicus brief in support of City to the League. Send same to Director of the League's Legal Defense Fund, and arrange to participate in a conference call with the Legal Defense Fund to support the request for the amicus brief. John W. Pestle	1.50	360.00

November 24, 2013  
Invoice No. 912084  
Matter No. 056240  
Page 2

10/08/13	Review and respond to various emails re briefing schedule, amicus brief and next steps. Aaron M. Phelps	0.20	48.00
10/08/13	Several emails to City advising potential amicus parties of revised briefing schedule from Sixth Circuit Court of Appeals and respond to questions on same. John W. Pestle	0.50	120.00
10/09/13	Emails and phone calls re amicus briefs. John W. Pestle	0.15	36.00
10/10/13	Emails with Michigan Municipal League re amicus brief. John W. Pestle	0.15	36.00
10/13/13	Emails with counsel for amicus parties. John W. Pestle	0.15	36.00
10/16/13	Prepare for and make presentation to answer questions from Michigan Municipal League on their participating in amicus brief in the Sixth Circuit in support of the City. Receive news later in the day that the Michigan Municipal League will participate and provide same to Lou Smith at the City. John W. Pestle	1.15	276.00
10/17/13	Phone calls and emails on amicus brief, coordinating same, and Michigan Municipal League participation. John W. Pestle	0.35	84.00
10/28/13	Finalize audit letter response for the City of Detroit. Nikki L. Cushman	0.50	60.00

November 24, 2013  
Invoice No. 912084  
Matter No. 056240  
Page 3

10/28/13	Review and address questions for response to Detroit audit letter request. Complete and finalize same. John W. Pestle	0.50	120.00
----------	--	------	--------

TOTAL FEES FOR SERVICES	<u>\$1,356.00</u>
-------------------------	-------------------

TOTAL THIS INVOICE	\$1,356.00
PRIOR BALANCE AS OF November 24, 2013	46,178.28

TOTAL PAYMENT DUE	<u>\$47,534.28</u>
	=====

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	.70	168.00
Nikki L. Cushman	120.00	1.00	120.00
John W. Pestle	240.00	4.45	1,068.00
TOTALS		6.15	1,356.00



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 912084  
Invoice Date: November 24, 2013

R E M I T T A N C E C O P Y

Services	1,356.00
<b>TOTAL THIS INVOICE</b>	<b>\$1,356.00</b>
Prior Balance as of 11/24/13	46,178.28
<b>TOTAL DUE</b>	<b>\$47,534.28</b>
	=====

TERMS: Payment of each of our invoices is due promptly upon receipt.  
Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 914171  
Invoice Date: December 19, 2013

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
11/01/13	Telephone call with Ed Keelean re for audit letter. Do memo on same. John W. Pestle	0.10	24.00
11/18/13	Phone call with attorney for Michigan Cable and Telecom Association re filing of amicus in support of Comcast at Sixth Circuit. Follow up phone conversations with Comcast attorneys re amicus filings at the 6th Circuit. Timothy J. Lundgren	0.50	120.00
11/18/13	Emails re amicus brief and our approving Comcast getting an amicus brief in exchange for their allowing one for us. John W. Pestle	0.50	120.00
11/19/13	Initial review and analysis of appeal brief filed by Comcast. Aaron M. Phelps	1.70	408.00

December 19, 2013  
Invoice No. 914171  
Matter No. 056240  
Page 2

11/19/13	Phone conference with Comcast attorney re amicus filings. Follow-up with amicus attorney re same. Attention to Comcast's brief at the Sixth Circuit. Timothy J. Lundgren	1.00	240.00
11/19/13	Begin reviewing First Brief submitted by Comcast. Stephen F. MacGuidwin	0.50	120.00
11/20/13	Continue review and analysis of appeal brief filed by Comcast. Telephone conference with partner re same. Continue review and analysis of brief and begin outlining topics for upcoming conference call to outline response. Aaron M. Phelps	3.60	864.00
11/20/13	Review Comcast's first brief to Sixth Circuit. Note key points on same. Telephone call with Aaron Phelps on same and set-up internal meeting tomorrow on our response. Do summary of same and provide same to Ed Keelean and Louis Smith at City. John W. Pestle	2.00	480.00
11/21/13	Complete review and analysis of appeal brief. Conference with associate re issues spotting and overall strategy for response to same. Preparation for call with partners. Attend call with partners re response and begin initial outline. Aaron M. Phelps	2.90	696.00
11/21/13	Continue review of Comcast's brief and participate in conference call re same. Timothy J. Lundgren	2.00	480.00
11/21/13	Continue reviewing Comcast's First Brief. Office conference with partner re same. Strategy session with appellate team re our Second Brief. Stephen F. MacGuidwin	5.10	1,224.00

December 19, 2013  
Invoice No. 914171  
Matter No. 056240  
Page 3

11/21/13	Complete review of brief filed by Comcast. Prepare for and long conference on response to same substantively and procedurally. Do notes on the preceding. John W. Pestle	1.65	396.00
11/22/13	Continue work on response brief. Review and analysis of summary judgment opinion. Conference with associate to outline response. Aaron M. Phelps	3.10	744.00
11/22/13	Further review of First Brief. Office conference with partner to outline arguments for Second Brief. Stephen F. MacGuidwin	3.10	744.00
11/24/13	Review summary judgment briefing in connection with outlining our Second Brief (our motion for summary judgment; Comcast's counter-motion for summary judgment and response to our motion; and Attorney General's counter-motion for summary judgment and response to our motion). Stephen F. MacGuidwin	4.10	984.00
11/25/13	Continue work on analysis of response brief and outline. Conference with associate re same. Aaron M. Phelps	1.80	432.00
11/25/13	Conduct research re federal preemption --  Continue drafting Second Brief. Stephen F. MacGuidwin	5.40	1,296.00
11/26/13	Preparation for conference call with partners. Review comments from partner re brief. Conference with associate re brief. Attend telephone conference with team members re revisions to brief outline and next steps. Aaron M. Phelps	2.40	576.00



December 19, 2013  
Invoice No. 914171  
Matter No. 056240  
Page 4

11/26/13	Continue review of Comcast's brief and the District Court order. Review draft outline for City's brief and other documents circulated by email. Prepare for and participate in office conference re strategy of and shape for brief. Attention to amicus filings by MCTA and AT&T. Timothy J. Lundgren	3.00	720.00
11/26/13	Update partner on status of outline. Continue drafting outline and circulate to partners for review. Telephone conference with partners to discuss additional edits to outline and dividing tasks. Stephen F. MacGuidwin	4.40	1,056.00
11/26/13	Review lease outline in detail. Skim portions of Comcast brief and review notes of last meeting. Draft outline of points for consideration in our brief. Conference on outline of brief, timing, and how to proceed re two amicus briefs just filed supporting Comcast. Do notes on the preceding. John W. Pestle	3.00	720.00
11/27/13	Work on response appeal brief. Conference with associate re same. Aaron M. Phelps	1.60	384.00
11/27/13	Strategy session with partner re drafting of brief and outline. Stephen F. MacGuidwin	0.50	120.00
11/27/13	Start review of amicus briefs. John W. Pestle	0.50	120.00

TOTAL FEES FOR SERVICES

\$13,068.00



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Ms. Portia Roberson  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 914171  
Invoice Date: December 19, 2013

R E M I T T A N C E C O P Y

Services	13,068.00
<b>TOTAL THIS INVOICE</b>	<b>\$13,068.00</b>
Prior Balance as of 12/19/13	47,534.28
<b>TOTAL DUE</b>	<b>\$60,602.28</b> =====

TERMS: Payment of each of our invoices is due promptly upon receipt.

Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Mr. Melvin Hollowell  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 916296  
Invoice Date: January 23, 2014

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
12/01/13	Draft factual background section within the statement of the case in the Second Brief. Stephen F. MacGuidwin	3.60	864.00
12/02/13	Further review and analysis of prior briefing. Incorporation of same into appeal brief. Conference with associate re same. Aaron M. Phelps	2.30	552.00
12/02/13	Office conference with partner re Second Brief. Continue drafting Second Brief (statement of the case - background facts and procedural history). Stephen F. MacGuidwin	3.90	936.00
12/02/13	Review weekend emails on issues for amicus brief. John W. Pestle	0.15	36.00
12/03/13	Review and analysis of multiple communications concerning amicus briefs and attend to scheduling conference re same. Continue working on appeal brief. Aaron M. Phelps	2.30	552.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 2

12/03/13	Continue drafting Second Brief (sections re City as "franchising authority" under the Cable Act and federal preemption). Stephen F. MacGuidwin	6.40	1,536.00
12/03/13	Emails and phone calls to set up conference call with attorneys for Michigan Municipal League tomorrow on amicus brief and related matters. Review and summarize amicus briefs filed in support of Comcast and provide same and short summary to Ed Keelean and Louis Smith. John W. Pestle	2.00	480.00
12/04/13	Telephone conference with partners and counsel for amici re amicus briefs. Discuss strategy re filing of same. Extended strategy conference with associate re review of outline. Draft additional sections to outline. Discuss various issues raised by amici and Comcast. Decisionmaking re what to include in brief and what to leave to amici counsel. Aaron M. Phelps	3.90	936.00
12/04/13	Office conference re amicus filings. Review law review article on the 1908 Constitution and circulate for consideration with respect to arguments in the brief. Timothy J. Lundgren	1.00	240.00
12/04/13	Complete review of documents. Preliminary phone calls with Tim Lundgren and others on points for amicus brief discussion. Participate in lengthy conference call with Joe Van Eaton, Mike Watza, and several others on legal theories in case, amicus brief, timing, procedures, and other points. Do file memo on the preceding. John W. Pestle	2.50	600.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 3

12/05/13	Continue drafting of Sixth Circuit response brief. Conference with associate re same. Preparation for team telephone conference. Attend telephone conference with partners re status of brief outline and delegation of various sections to other associates and completion of next draft. Aaron M. Phelps	2.80	672.00
12/05/13	Participate in conference call re structure of brief to Sixth Circuit. Timothy J. Lundgren	1.00	240.00
12/05/13	Continue drafting outline for Second Brief and circulate same to team. Office conference with partners re revisions to outline and strategy for work going forward. Stephen F. MacGuidwin	3.50	840.00
12/05/13	Proof and edit memo on call yesterday with amicus attorney and note key points. Go through current draft of brief and mark same up and note key points. Participate in long conference call re the preceding and schedule for receiving and commenting on next draft of brief. John W. Pestle	3.00	720.00
12/06/13	Continue work on Sixth Circuit Appeal Brief in response to Comcast's brief. Work with associate re same. Follow up with counsel re additional legal research issues. Aaron M. Phelps	3.30	792.00
12/06/13	Office conference with counsel re research assignment	1.40	336.00

Continue drafting Second Brief.  
Stephen F. MacGuidwin

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 4

12/06/13	Office conference with S. MacGuidwin re research project. Conor B. Dugan	0.25	60.00
12/10/13	Detailed review and analysis of latest draft of appeal brief. Draft memo re comments and suggested edits. Aaron M. Phelps	2.70	648.00
12/10/13	Continue drafting second brief (sections re background of federal cable act and unconstitutionality of State Act). Stephen F. MacGuidwin	5.10	1,224.00
12/10/13	Research question regarding certification of question to State Supreme Court that was not raised. Continue researching question of certification to Michigan courts. Conor B. Dugan	1.00	240.00
12/10/13	Emails and phone calls re brief and conference call tomorrow. Start review of brief. John W. Pestle	0.40	96.00
12/11/13	Prepare for conference call re revisions to appeal brief. Review comments from partners. Attend conference call with team and discuss next steps for revisions to brief. Aaron M. Phelps	3.00	720.00
12/11/13	Review draft brief for Sixth Circuit and provide comments on same. Office conference with Attorneys Pestle, Phelps, and McGuidwin on revisions to brief. Timothy J. Lundgren	4.00	960.00
12/11/13	Continue drafting Second Brief (statement of issues for review, background sections re Michigan constitution and State Act, introduction to preemption section; anti-redlining section). Conduct additional research re Telephone conference with partners re	8.20	1,968.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 5

revisions to latest draft of brief.  
Stephen F. MacGuidwin

12/11/13	Research and analyze case law with respect to certification of questions to Michigan Supreme Court. Office conference with S. MacGuidwin to discuss research findings. Research Michigan case law for Michigan practice regarding certified questions from Federal Courts. Conor B. Dugan	2.00	480.00
12/11/13	Extensively review and mark-up Tuesday draft of brief, and then Wednesday draft with detailed comments. Reschedule meeting today to better time for all involved. Conference with attorneys to go through structure of brief and major issues, and then go through brief page-by-page with various attorneys' suggested revisions and set schedule for next series of briefs and exchanging same with Michigan Municipal League Amicus Counsel. Email to Michigan Municipal League and their amicus counsel re schedule and exchange of briefs. John W. Pestle	7.50	1,800.00
12/12/13	Research history of statewide utility franchising in Michigan. Timothy J. Lundgren	1.25	300.00
12/12/13	Research case law re express preemption.	6.75	1,620.00
	Analyze whether those cases are applicable to this situation. Benjamin A. Anderson		
12/12/13	Case law research in all federal courts re federal common laws re Cable Act. Check previous briefing in two Northern District of California cases, Walnut Creek and Santa Cruz,	3.50	840.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 6

Draft brief insert re same and send same to  
Attorney MacGuidwin for review.  
Kyle P. Konwinski

12/12/13	Phone calls and emails on brief. John W. Pestle	0.35	84.00
12/13/13	Continue extensive research re express preemption with statutes that have "inconsistent with" language. Research case law re implied preemption where the state statute is an obstacle to the Federal statute. Research the same re cases where the Federal law gives a right and the state law purports to take it away. Analyze for applicability to this case. Benjamin A. Anderson	4.50	1,080.00
12/13/13	Draft footnote concerning certification for brief; e-mail same to S. MacGuidwin. Conor B. Dugan	0.50	120.00
12/14/13	Make revisions proposed during 12/11 conference call. Review research from associates re federal preemption and re federal common law (holdover tenant remedy). Incorporate research into Second Brief. Make additional edits to Second Brief. Stephen F. MacGuidwin	11.10	2,664.00
12/14/13	Start review and extensive mark-up of latest draft of brief. John W. Pestle	4.00	960.00
12/15/13	Begin review of revised brief and incorporate additional comments on same. Timothy J. Lundgren	0.50	120.00



January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 7

12/16/13	Review and analysis of latest edition of appeal brief. Edits to same. Conference with associate re same. Additional revisions to same. Review new case law. Preparation for team telephone conference. Attend telephone conference with partners re draft brief and strategize re next steps. Aaron M. Phelps	6.20	1,488.00
12/16/13	Review latest version of brief and mark up same in preparation for conference call. Circulate markup. Participate in conference call. Timothy J. Lundgren	4.50	1,080.00
12/16/13	Complete detailed revisions to latest draft of our brief, go through Comcast brief in detail and note major points we need to address. Prepare for and long conference call well into the evening to go over our draft, Comcast's brief, changes needed for next draft of brief. John W. Pestle	6.50	1,560.00
12/17/13	Continue work on Detroit appeal brief, including conference with associate re most recent revisions to same. Follow up work on preemption analysis. Review notes from Tim Lundgren and cross reference to brief. Further review of Comcast brief to identify additional issues to be addressed in second brief. Aaron M. Phelps	4.00	960.00
12/17/13	Research additional legislative history and franchise issues, and draft memo to attorneys working on the brief. Timothy J. Lundgren	2.50	600.00
12/17/13	Review Comcast's brief for references to motion for reconsideration. Laura J. Harner	2.00	480.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 8

12/17/13	Emails and phone calls re conference call tomorrow, results of the research on legislative history of renewal provisions, and other items. John W. Pestle	0.75	180.00
12/18/13	Review and analysis of proposed amicus brief to be filed by MML. Conference with partner re provisions in franchise. Review and analysis of franchise agreement. Conference re potential impact of provision in light of Comcast litigation and City's bankruptcy filing. Conference call with corporation counsel re same. Continue review and analysis of amicus brief. Telephone conference with Joe Van Eaton and other attorneys for amici to discuss critiques of both Detroit and amicus brief. Additional conference with partner and associate re potential changes and modifications to Detroit brief. Work on same. Aaron M. Phelps	6.30	1,512.00
12/18/13	Review draft amicus brief from MML, MTA, et al. Participate in phone conferences re amicus brief and contents of City's brief. Timothy J. Lundgren	3.50	840.00
12/18/13	Extensive research re statutes in other states that allow a state-wide franchising authority. Benjamin A. Anderson	3.00	720.00
12/18/13	Further research regarding Detroit United case. Continue drafting Second Brief. Review amicus brief and office conference with junior associate re same. Participate in conference call with attorneys for amici Michigan Municipal League re amicus brief. Participate in internal conference call re Second Brief. Continue drafting Second Brief. Stephen F. MacGuidwin	9.30	2,232.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 9

12/18/13	Confer with office attorneys at length on Section 19 of franchise	6.70	1,608.00
	Phone with Ed Keelean, Deputy Corporation Counsel, and receive direction on how to proceed on same. Review amicus brief in detail and note key points. Phone calls with Tim Lundgren re same. Long conference call with Joe VanEaton, Mike Watza, Bill Mathewson, and firm attorneys to get Joe's comments on our brief and our suggestions on their amicus brief. Follow-up call re the preceding brief. Schedule call tomorrow and items to be done. John W. Pestle		
12/19/13	Detailed review and analysis of latest version of appeal brief. Preparation for partner conference re same. Detailed review with associate of brief. Strategy conference with partners re latest revisions to brief. Begin additional review of Comcast brief and other amici briefs to identify any final issues to be included. Aaron M. Phelps	4.70	1,128.00
12/19/13	Review and provide comments on latest draft of brief for 6th Circuit. Participate in conference call re draft brief. Research federal act legislative history issues. Follow up on drafting and research issues. Timothy J. Lundgren	2.50	600.00
12/19/13	Continue drafting Second Brief and circulate revised draft to partners for comments. Review revisions from partners and participate in conference call re same. Make additional revisions re same. Stephen F. MacGuidwin	8.60	2,064.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 10

12/19/13	Review latest draft of lease in detail and notes. Do redline with some suggested changes. Prepare for and long conference call with attorneys re next draft of brief, schedule for completing same, and conference call re same on Sunday. John W. Pestle	4.00	960.00
12/20/13	Continue work on second appeal brief. Continue review and issue spotting from other briefs. Conference with associate for detail brief review and editing. Continue same. Aaron M. Phelps	4.70	1,128.00
12/20/13	Review franchise requirements related to redlining, complaint reporting, and reports to the City. Draft revisions to discussion of redlining and forward to Attorney MacGuidwin. Timothy J. Lundgren	0.50	120.00
12/20/13	Office conference with partner to make revisions to Second Brief. Additional revisions to same. Stephen F. MacGuidwin	4.30	1,032.00
12/21/13	Continue review and comment on Second Brief. Conference with associate re same. Aaron M. Phelps	4.00	960.00
12/21/13	Continue revising brief with partner using collaborative tools (sections re preemption and michigan constitution). Make additional revisions to same. Stephen F. MacGuidwin	4.90	1,176.00
12/21/13	Review amicus briefs and other briefs in preparation for call tomorrow. John W. Pestle	2.00	480.00
12/22/13	Review Second Brief comments from partners. Review latest draft. Conference with team re final reviews, edits and additions to same. Work with associate re same. Aaron M. Phelps	3.60	864.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 11

12/22/13	Review latest draft of brief, provide comments on same, and participate in conference call re finalizing the brief. Timothy J. Lundgren	3.00	720.00
12/22/13	Prepare for and attend conference call with partners re further brief revisions. Make same and make additional revisions to Second Brief. Stephen F. MacGuidwin	8.10	1,944.00
12/22/13	Review latest draft brief closely and go through line-by-line making revisions and shortening same to stay within word limit. Add additional points and research on right-of-way provisions and City of Lansing unique facts. Prepare for and participate in long conference call to go over brief and suggested changes and logistics for filing tomorrow. Work out logistics for review of Attorney General's brief determining our comments and providing same to the Michigan Municipal League amicus attorney. John W. Pestle	9.50	2,280.00
12/23/13	Final review and analysis of Second Appeal Brief. Multiple conferences with associate re same. Follow up re final editing, cite checking and preparation for filing. Confirm filing of same. Aaron M. Phelps	3.30	792.00
12/23/13	Attention to brief filed by the Attorney General. Timothy J. Lundgren	0.50	120.00
12/23/13	Continue drafting Second Brief. Incorporate final revisions from partners. Compile indexes and applicable statutes. Conduct final proofreading and bluebooking. Prepare Brief for filing. Review Michigan Attorney General's Second Brief. Stephen F. MacGuidwin	13.10	3,144.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 12

12/23/13	Review and edit draft of brief. Conor B. Dugan	1.25	300.00
12/23/13	Emails and phone calls early in the day on additional point on relief to add to brief. Receive and start review of AG brief for key points; emails and phone calls re City brief and receive same and file. John W. Pestle	1.00	240.00
12/24/13	Review and analysis of Attorney General brief. Prepare for conference call re same. Attend conference call re same. Outline additional issues to be addressed later. Telephone call to Joe Van Eaton re issues he might address in his brief. Aaron M. Phelps	2.70	648.00
12/24/13	Finish reviewing Second Brief from Michigan Attorney General. Conference call with partners re same and brainstorming potential areas where Amicus Michigan Municipal League could address arguments from the AG. Stephen F. MacGuidwin	0.90	216.00
12/24/13	Review Attorney General brief for key items that might be addressed by Michigan Municipal League, et. al, amicus brief. Schedule call on same. Conference call with Aaron Phelps and Steve MacGuidwin on overall reaction to brief and items to relay to amicus counsel. John W. Pestle	2.00	480.00
12/25/13	Obtain information on California Public Utilities Commission ruling on attempting to reconcile conflicting provisions of Federal Cable Act renewal with state act comparable to Michigan statute. Email to amicus counsel re same. John W. Pestle	0.50	120.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 13

12/26/13	Respond to partner e-mail re proposed topics for Amici MML to cover in brief in response to Second Brief from Michigan Attorney General. Respond to question from Amici MML re word limit for amicus brief. Stephen F. MacGuidwin	1.20	288.00
12/28/13	Review amicus brief draft in detail. Note key changes. Do redline and send same out in advance of internal conference call tomorrow. John W. Pestle	1.75	420.00
12/29/13	Review and analysis of revised amicus brief received from Joe Van Eaton. Telephone conference with counsel re same. Review email communication to Mr. Van Eaton. Aaron M. Phelps	1.60	384.00
12/29/13	Review draft brief from amicus filers and participate in conference call re same. Timothy J. Lundgren	1.00	240.00
12/29/13	Review draft of MML's proposed amici brief. Participate in conference call re same. Stephen F. MacGuidwin	1.00	240.00
12/29/13	Outline items and prepare for and participate in conference call with amicus counsel. Go over amicus brief and provide additional comments. Do redline. Receive final comments later from Aaron Phelps; make changes corresponding to same; draft cover email; and send redline with suggested changes and explanations to amicus counsel. John W. Pestle	2.50	600.00
12/30/13	Review amicus brief filed by Michigan Municipal League and note job well done. Phone calls re it being filed with the Sixth Circuit with the wrong name description. John W. Pestle	0.60	144.00

January 23, 2014  
Invoice No. 916296  
Matter No. 056240  
Page 14

12/31/13	Emails re amicus brief. Send copy of brief and summary to Ed Keelean and Lewis Smith. John W. Pestle	0.25	60.00
----------	---	------	-------

TOTAL FEES FOR SERVICES	\$63,468.00
-------------------------	-------------

OTHER CHARGES:		
Westlaw Computer Legal Research		270.00

TOTAL OTHER CHARGES	\$270.00
---------------------	----------

TOTAL THIS INVOICE	\$63,738.00
PRIOR BALANCE AS OF January 23, 2014	60,602.28

TOTAL PAYMENT DUE	\$124,340.28
	=====

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	61.40	14,736.00
Timothy J. Lundgren	240.00	25.75	6,180.00
Benjamin A. Anderson	240.00	14.25	3,420.00
Kyle P. Konwinski	240.00	3.50	840.00
Stephen F. MacGuidwin	240.00	94.60	22,704.00
Laura J. Harner	240.00	2.00	480.00
Conor B. Dugan	240.00	5.00	1,200.00
John W. Pestle	240.00	57.95	13,908.00
TOTALS		264.45	63,468.00





BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Mr. Melvin Hollowell  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 916296  
Invoice Date: January 23, 2014

R E M I T T A N C E C O P Y

Services	63,468.00
Other Charges	270.00
<b>TOTAL THIS INVOICE</b>	<b>\$63,738.00</b>
Prior Balance as of 01/23/14	60,602.28
<b>TOTAL DUE</b>	<b>\$124,340.28</b>
	=====

TERMS: Payment of each of our invoices is due promptly upon receipt.  
Please make check payable to Varnum LLP and return this page with your payment.



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Mr. Melvin Hollowell  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 919929  
Invoice Date: March 20, 2014

LEGAL SERVICES RENDERED:

<u>Date</u>	<u>Description/Services Rendered By</u>	<u>Hours</u>	<u>Amount</u>
12/04/13	Continue drafting outline of Second Brief. Stephen F. MacGuidwin	3.20	768.00
12/09/13	Continue drafting second brief (work on sections re constitutionality of State Act under Michigan Constitution and remedies). Stephen F. MacGuidwin	7.20	1,728.00
12/12/13	Assist in research re pre-1900 grants of franchises by the Michigan Legislature. Continue drafting second brief by incorporating partner's edits. Stephen F. MacGuidwin	3.10	744.00
12/13/13	Continue drafting second brief. Review and revise footnote re certification of state law issues to state supreme court as part of Sixth Circuit appeal (when not requested below). Stephen F. MacGuidwin	1.80	432.00
12/16/13	Office conference with partner re second brief. Review comments and revisions from partners. Telephone conference to discuss same and plan strategy going forward. Make substantial revisions to second brief re same.	9.10	2,184.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 2

Stephen F. MacGuidwin

12/17/13	Continue drafting second brief. Stephen F. MacGuidwin	0.50	120.00
01/22/14	Answer question from Lou Smith on oral argument being requested and status of case. Set up call on Monday to review and decide how to respond to Comcast brief due on January 24. John W. Pestle	0.25	60.00
01/24/14	Receive and briefly scan Comcast's Third Brief in Sixth Circuit Appeal. John W. Pestle	0.35	84.00
01/26/14	Initial review and analysis of Comcast's Third Appeal Brief. Begin outlining issues for response. Aaron M. Phelps	2.10	504.00
01/26/14	Review Comcast's Third Brief in detail and note key points. Review portions of our Second Brief and Attorney General Brief. Draft outline of initial points and thoughts for our response. Email same to other attorneys in preparation for meeting tomorrow. John W. Pestle	3.50	840.00
01/27/14	Review and analysis of outline received from partner. Additional review and analysis of appeal brief. Conference with appeal team re impressions of brief and issues to be addressed. Work on outline with associate. Conference with associate re same. Begin review of other briefs, including lower court record. Aaron M. Phelps	6.80	1,632.00
01/27/14	Review brief filed by Comcast in preparation for discussion. Office conference re Comcast's latest filing and preparation for response. Timothy J. Lundgren	2.50	600.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 3

01/27/14	Review Comcast's Third Brief. Telephone conference with partners re same. Begin outlining arguments for our Fourth Brief. Stephen F. MacGuidwin	4.40	1,056.00
01/27/14	Review key portions of Comcast and Attorney General briefs. Prepare for and long conference call with attorneys on general reaction to Comcast brief, timing, and major issues that need to be addressed. Set up schedule in general for briefing to meet filing deadline of two weeks from today. Do summary on Comcast brief and email same to City. Do similar summary and email same to Michigan Municipal League and Amicus Counsel thanking them for their assistance. John W. Pestle	1.75	420.00
01/28/14	Preparation for strategy conference call with litigation team re outline for appeal brief. Conference call re same. Continue work drafting brief. Review and analysis of district court record, including review of multiple summary judgment motions and briefs to identify prior statements by parties and inconsistencies. Begin review of appeal briefs. Conference with associate re status of drafting of fourth brief. Aaron M. Phelps	7.10	1,704.00
01/28/14	Participate in phone conference re preparation of City's Reply Brief to Sixth Circuit. Timothy J. Lundgren	1.50	360.00
01/28/14	Conference call with partners to discuss Fourth Brief outline. Begin substantive drafting of brief based on outline. Stephen F. MacGuidwin	8.40	2,016.00
01/28/14	Review draft outline of City's last brief to Sixth Circuit. Revise outline and draft memo with comments. Prepare for and participate in long conference call on outline and structure of brief, research needed, and timing of next draft. Do	2.75	660.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 4

memo with notes re call.  
John W. Pestle

01/29/14	Continue review of prior briefs, including most recent appeal briefs. Update outline re same. Draft additional sections to brief. Conference with associate re status. Review transcripts from prior hearings to identify additional evidence to be included in brief. Aaron M. Phelps	6.70	1,608.00
01/29/14	Continue drafting Brief from outline. Stephen F. MacGuidwin	7.50	1,800.00
01/30/14	Continue drafting fourth brief. Revisions and edits to same. Revise and edit draft sections of brief from associate. Follow up re status of various legal research issues. Continue drafting. Aaron M. Phelps	9.70	2,328.00
01/30/14	Continue drafting Second Brief (sections concerning non-approval of Comcast's proposed franchise; unconstitutionality of State Act, and holdover tenancy). Stephen F. MacGuidwin	6.80	1,632.00
01/31/14	Continue work on appeal brief. Review communication from Tim Lundgren re FCC order. Conference with associate re revisions to brief and re-writing of same. Aaron M. Phelps	4.60	1,104.00
01/31/14	Review FCC 2007 franchising orders. Draft inserts for brief on applicability of shot clocks to incumbent renewal processes. Review revised brief and provide comments. Timothy J. Lundgren	4.00	960.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 5

01/31/14	Shepardize and check all cases cited by Comcast in third brief to ensure that each case stood for proposition for which the case was cited. Kyle P. Konwinski	1.50	360.00
01/31/14	Continue drafting Brief (sections concerning non-approval of Comcast's proposed franchise; unconstitutionality of State Act, and holdover tenancy). Revise brief with partner. Stephen F. MacGuidwin	4.80	1,152.00
02/01/14	Conference call with team re revisions to appeal brief. Continue work re same. Aaron M. Phelps	2.60	624.00
02/01/14	Participate in phone conference discussing draft brief. Timothy J. Lundgren	2.00	480.00
02/01/14	Telephone conference with partners re Fourth Brief. Incorporate suggestions and continue drafting Brief. Stephen F. MacGuidwin	3.30	792.00
02/01/14	Review initial draft of Fourth Brief. Type memo with major organizational and logical points on same and send same out. Do minor revisions to Fourth Draft itself. Participate in long conference call with other attorneys on changes to Fourth Draft, timing, and schedule for next revision and call on same. Do memo on the preceding. John W. Pestle	5.00	1,200.00
02/02/14	Draft pre-emption section of brief with focus on renewal and modification provisions. Email communications with team re multiple issues concerning brief. Continue drafting same. Aaron M. Phelps	5.00	1,200.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 6

02/02/14	Draft revised language for the draft brief for three inserts and circulate for review. Review and provide comments on additional inserts. Review City's Charter with respect to cable franchise approval authorities. Timothy J. Lundgren	2.50	600.00
02/02/14	Continue drafting Fourth Brief. Stephen F. MacGuidwin	5.50	1,320.00
02/03/14	Continue work on appeal brief, the focus on renewal and modification preemption sections. Work on customer service preemption service sections. Conference with associate re same. Review and edit brief in preparation for team meeting. Aaron M. Phelps	9.80	2,352.00
02/03/14	Continue drafting Fourth Brief. Review draft with partner. Stephen F. MacGuidwin	10.80	2,592.00
02/03/14	Review latest draft of brief in detail and make extensive changes. Proof copies and prepare for conference call tomorrow morning on same. John W. Pestle	3.00	720.00
02/04/14	Continue working on brief and preparation for conference call. Conference call with team re status of brief, revisions to be made and next steps in preparation. Aaron M. Phelps	2.60	624.00
02/04/14	Review revised Fourth Brief for the 6th Circuit in preparation for conference call. Participate in call re same and provide revisions to brief. Timothy J. Lundgren	2.50	600.00
02/04/14	Telephone conference with partners re revisions to Fourth Brief and implement same. Stephen F. MacGuidwin	1.90	456.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 7

02/04/14	Prepare for and participate in long conference call to go over and make extensive changes to latest draft of brief and set timing for next brief. Do notes on the preceding. Email to Lewis Smith and Ed Keelean with schedule update and question re Fourth Brief. John W. Pestle	2.75	660.00
02/05/14	Continue work on appeal brief. Multiple conferences concerning same. Additional review of underlying briefs and transcripts. Incorporate references into footnotes and body of brief. Aaron M. Phelps	5.20	1,248.00
02/05/14	Continue drafting Fourth Brief. Stephen F. MacGuidwin	7.30	1,752.00
02/05/14	Draft insert for today's next revision of City's Fourth Brief to Sixth Circuit. Receive and start initial review of latest draft of brief. John W. Pestle	2.00	480.00
02/06/14	Conference with Steve MacGuidwin to continue review and edits to fourth appeal brief. Communication with team re same. Review comments received from partner. Review additional comments received from partner. Litigation team meeting to review latest version of brief. Continue drafting/editing. Aaron M. Phelps	6.00	1,440.00
02/06/14	Review and provide markup on draft of Fourth Brief in 6th Circuit. Participate in office conference reviewing and discussing proposed changes to the brief. Timothy J. Lundgren	3.50	840.00
02/06/14	Continue making revisions to Fourth Brief (sections re standing and Michigan constitution). Telephone conference with partners to discuss and implement further revisions re same. Stephen F. MacGuidwin	6.00	1,440.00



March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 8

02/06/14	Review latest draft of brief further and note key points and concerns on same. Mark up brief with suggested changes and send same out in advance of conference call. Long conference call to go through changes and strategies one by one and provide direction for next draft of brief and call over the weekend to discuss same. Send current draft of brief to Ed Keelean and Lewis Smith at Detroit for their review and comments. John W. Pestle	4.25	1,020.00
02/07/14	Continue final revisions and edits to appeal brief. Aaron M. Phelps	3.30	792.00
02/07/14	Continue revising Fourth Brief. Stephen F. MacGuidwin	5.40	1,296.00
02/08/14	Review and analysis of latest draft of brief. Aaron M. Phelps	1.70	408.00
02/08/14	Revise Fourth Brief and circulate to partners. Stephen F. MacGuidwin	2.70	648.00
02/08/14	Receive and do initial review of Detroit brief and note areas for further work. John W. Pestle	1.00	240.00
02/09/14	Preparation for telephone conference and review of additional proposed edits and revisions from Attorney Pestle. Telephone conference with Team re latest version of brief and next steps. Aaron M. Phelps	2.00	480.00
02/09/14	Review latest changes to the draft brief in preparation for phone conference. Participate in conference call re revisions to draft brief. Timothy J. Lundgren	1.50	360.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 9

02/09/14	Conference call with partners to implement final revisions to Fourth Brief. Stephen F. MacGuidwin	1.00	240.00
02/09/14	Go through brief in detail, mark-up brief with suggested changes, and send same out in advance of call. Conference call to go over brief, do near-final changes, and discuss timing of filing in light of Attorney General's concurrently filing tomorrow. John W. Pestle	2.25	540.00
02/10/14	Work with associate re finalizing brief, final proofreading and edits. Provide same to associate. Review attorney brief filed by Michigan Attorney General. Conference call with Team re additional edits to brief based on Attorney General filing. Subsequent telephone conference re review of additional revisions. Proof brief for filing. Aaron M. Phelps	3.80	912.00
02/10/14	Incorporate revisions from 2/9 conference. Cite check and shepardize brief. Make additional revisions to trim down within the Court's word limit. Review Michigan Attorney General's Fourth Brief. Office conference with partners re same. Draft revisions to address best arguments re same. Final proofreading and file Fourth Brief. Stephen F. MacGuidwin	11.20	2,688.00
02/10/14	Review Attorney General's brief filed this afternoon and latest draft of our brief. Conference call to discuss changes to our brief to respond to points in Attorney General's Fourth Brief. Emails into the evening refining such changes to our brief and approving same for filing. John W. Pestle	1.25	300.00

March 20, 2014  
Invoice No. 919929  
Matter No. 056240  
Page 10

02/11/14	Follow up conference with associate re completion of briefing and draft additional notes re post-judgment thoughts for oral argument. Aaron M. Phelps	0.80	192.00
02/11/14	Post-mortem re Fourth Briefs filed by us and the Michigan Attorney General. Stephen F. MacGuidwin	0.40	96.00
02/11/14	Email final briefs of City and Attorney General to the City with brief explanations. Provide copies to amicus counsel and parties. John W. Pestle	0.35	84.00

TOTAL FEES FOR SERVICES	\$58,572.00
-------------------------	-------------

OTHER CHARGES:		
	Copy Charges	5.55

TOTAL OTHER CHARGES	\$5.55
---------------------	--------

TOTAL THIS INVOICE	\$58,577.55
PRIOR BALANCE AS OF March 20, 2014	124,340.28

TOTAL PAYMENT DUE	\$182,917.83
-------------------	--------------

<u>Time Summary</u>	<u>Avg. Rate</u>	<u>Hours</u>	<u>Amount</u>
Aaron M. Phelps	240.00	79.80	19,152.00
Timothy J. Lundgren	240.00	20.00	4,800.00
Kyle P. Konwinski	240.00	1.50	360.00
Stephen F. MacGuidwin	240.00	112.30	26,952.00
John W. Pestle	240.00	30.45	7,308.00
TOTALS		244.05	58,572.00



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

EIN 38-1294924 • TELEPHONE 616 / 336-6000 • FAX 616 / 336-7000

JOHN W. PESTLE

JWPESTLE@VARNUMLAW.COM

DIRECT DIAL 616/336-6725

City of Detroit Law Department  
Attn: Mr. Melvin Hollowell  
Corporation Counsel  
Coleman A. Young Municipal Center  
2 Woodward Avenue, Suite 500  
Detroit, MI 48226

RE: CONTRACT # 2836774  
Matter Number: 056240  
Invoice Number: 919929  
Invoice Date: March 20, 2014

R E M I T T A N C E C O P Y

Services	58,572.00
Other Charges	5.55
<b>TOTAL THIS INVOICE</b>	<b>\$58,577.55</b>
Prior Balance as of 03/20/14	124,340.28
<b>TOTAL DUE</b>	<b>\$182,917.83</b>
	=====

TERMS: Payment of each of our invoices is due promptly upon receipt.

Please make check payable to Varnum LLP and return this page with your payment.