STATE OF WISCONSIN : CIRCUIT COURT : MILWAUKEE COUNTY : PROBATE

In the Matter of the

INSTITUTIONAL FUND CREATED BY THE WILLIAM V. BENJAMIN TRUST f/b/o THE SHOREWOOD FOUNDAT1ONS, INC. VILLAGE OF SHOREWOOD

File No.: 04 PR 1348

MOTION OF GEOFFREY DAVIDIAN FOR PERMISSION TO INTERVENE FOR THE LIMITED PURPOSE OF SEEKING RECONSIDERATION OF THE AMOUNT OF NECESSARY AND REASONABLE LEGAL FEES IN THE ABSENCE OF SPECIFICITY IN BILLING

Movant Geoffrey Davidian, pro se, petitions this Court for permission to intervene in the above titled case pursuant to:

a) Wis. Stat. § 803.09(1):

> (1) *Upon timely motion anyone shall be permitted to intervene in an action when the movant claims an interest relating to the property or transaction which is the subject of the action and the movant is so situated that the disposition of the action may as a practical matter impair or impede the movant's ability to protect that interest, unless the movant's interest is adequately represented by existing parties;*

b) And pursuant to the opinion of the Wisconsin Court of Appeals in Wolff v. Town of Jamestown, 229 Wis. 2d 738, 601 N.W.2d 301 (Ct. App. 1999), 98-2974:

Motions to intervene are evaluated practically, and not technically, with an eye toward disposing of lawsuits by involving as many apparently concerned persons as is compatible with efficiency and due process. There is no requirement that the intervenor's interest be judicially enforceable in a separate proceeding.

FACTS:

2. Movant Geoffrey Davidian [“DAVIDIAN”] is a 61-year-old resident of Milwaukee County, Wisconsin, residing at 4101 N. Prospect Ave., Shorewood, WI 53211, who meets the requirements of “senior” for the purposes of eligibility for services offered through the Shorewood Senior Resource Center, and has an interest in the uses of the funds available for use of the Center.
3. This matter came before the Court as Petition to Broaden Permissible Purposes of William V. Benjamin Institutional Fund, a trust administered by the Shorewood Foundation to benefit senior citizens in the Village of Shorewood.
4. The Shorewood Senior Resource Center (SRC) “promotes safe, healthy and enriching lifestyles for Shorewood residents age 60 and older through the presentation of programs and workshops that focus on education, health, and recreation. The Center also networks with other organizations in the Milwaukee area to link Shorewood seniors to other area resources where

appropriate."[1]

5. On March 25, 2005, the Court signed an Order Broadening Permissible Purposes of Institutional Fund.
6. On April 29, 2005, the Court ordered allowing reasonable attorney's fees and costs incurred by the Shorewood Foundation in this matter in the amount of $35,179.64 are properly payable from the Benjamin Fund.
7. Shorewood Village Attorney Raymond J. Pollen billed the Village of Shorewood $1,863.25 for his representation of the Village; one "interim" bill dated Dec. 31, 2004, for $575; and a "final" bill, dated May 26, 2005, for $1,288, showing that on April 1, 2005, Pollen billed 21 minutes for "Received and Reviewed the Proposed order and Proposed Attorney Fees," but he did not question the specificity, necessity and reasonableness of the bills.
8. On May 10, 2005, at a meeting of an ad hoc committee convened to discuss the use of the trust funds, Shorewood Foundation President Harvey Kurtz refused to allow public participation in the discussion, or to answer questions about the matter.[2]

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1 See Village of Shorewood Web site, http://www.villageofshorewood.org/seniorcenter.htm

2. See Attachment A, Attachment B, and entries in this case, Milwaukee County Case Number 2004PR001348, Court Record Events No. 52 and 53, dated June 9, 2005: "Not dated, Geoff Davidian to Actinf (sic) Chief of Police, Shorewood Police Department: RE: His fear for his safety at an upcoming Shorewood Foundation committee (sic) meeting due to past behaviors of Mr. Harvey Kurtz, a description of the behaviors and a request for police protection at a future meeting. - see letter**,,**

9. On June 23, 2005, Davidian received from the Shorewood Foundation the proposed "ORDER ALLOWING PAYMENT OF COSTS AND FEES FROM INSTITUTIONAL FUND," and the March 30, 2005 correspondence to the Court from attorney Jennifer R. D'Amato purporting to contain "detailed information" regarding her firm's (Reinhart, Boerner, Van Deuren') fees in this matter, as well as the billing statements.

10. The Shorewood Foundation has scheduled a meeting for July 12, 2005, to discuss disbursements of funds pursuant to the Court's order of April 29, 2005, permitting payment of reasonable legal fees.

ARGUMENT

11. Davidian's motion is timely because Davidian did not obtain Attorney D'Amato's billing statements until June 23, 2005, and because the Village of Shorewood withheld billing statements despite the Wisconsin Public Records Act. The case remains open and no funds have been disbursed.

12. Davidian's MOTION TO INTERVENE will not unduly delay or prejudice the adjudication of the rights of the original parties because this intervention asks only that the Court reconsider the AMOUNT OF NECESSARY AND REASONABLE LEGAL FEES IN THE ABSENCE OF SPECIFICITY IN BILLING.

13. It is in the interests of the Shorewood Foundation, the Shorewood Senior Resource Center, the Benjamin Institutional Fund and Davidian that only Necessary and Reasonable fees be paid, and Davidian sets forth in his **MOTION**

FOR RECONSIDERATION OF THE AMOUNT OF NECESSARY AND REASONABLE LEGAL FEES IN THE ABSENCE OF SPECIFICITY IN BILLING the grounds on which the reconsideration is necessary.

Respectfully submitted this 11th Day of July, 2005.

_____
GEOFFREY DAVIDIAN

Mailing address:

Geoffrey Davidian
4101 N. Prospect Ave.
Shorewood, WI 53211
Tel: (414) 964-8871

CERTIFICATE OF SERVICE: On July 11, 2005, I faxed true and exact copies of this **MOTION OF GEOFFREY DAVIDIAN FOR PERMISSION TO INTERVENE FOR THE LIMITED PURPOSE OF SEEKING RECONSIDERATION OF THE AMOUNT OF NECESSARY AND REASONABLE LEGAL FEES IN THE ABSENCE OF SPECIFICITY IN BILLING** to Shorewood Foundation attorney Jennifer D'Amato, of Reinhart, Boerner Van Deuren, SC, at 414 298-8097, and to attorney Raymond Pollen, representing the Village of Shorewood, at (414) 271-4438.

_____
Geoffrey Davidian

ATTACHMENT A

PUBLIC FORUM

Johnson, village deserve better

Public Forum:

Recently re-elected Shorewood Village Trustee, Guy Johnson, is Shorewood's Rodney Dangerfield — "no respect".

In the spring election, Guy was the clear victor in a strong field of four quality candidates. Guy served with honor and distinction for six prior years. For most of these, Guy served on the budget/finance committee, usually as chairman or de facto leader.

In his campaign literature and public forums he emphasized his experience, particularly his experience with the budget. He rightly touted his record on taxes and village services. Voter response was clear, especially since there was no secret of Village President Mark Kohlenberg's preference for other candidates.

Following each election, the village president reformulates standing committees which categorically deal with issues for the ensuing year.

Under long-standing tradition, the president solicits preferences of trustees in a sensible effort to match interests with committee assignments, as well as achieving balance and best serving the village.

Kohlenberg was the first president in memory to break this tradition in his first year in office, when he simply made appointments without asking. Subsequently, after criticism, he returned to the tradition of at least asking.

Although the work of no committee is unimportant, some are more important than others. Budget/finance tops the list. Streets/buildings usually goes to the newest trustee, because the learning curve is gentler; police/fire has become the least important, due to the North Shore Fire Department and significant authority held by the village's Police Commission.

Guy had one request — reappointment to budget/finance, commensurate with his experience and interest.

On May 11, appointments were announced. Guy was not appointed to budget/finance. Instead, he chairs police/fire.

Nearing the end of his presidential term, Kohlenberg has had three opportunities to make appointments. Each year, he has appointed the newest trustee to budget/finance. The cumulative result: aggregate trustee experience on the budget/finance committee is three years — Lang (2), Phinney (1), Maher (0). In contrast, aggregate experience on streets/buildings and police/fire is fifteen years — Johnson (6), O'Brien (5), Eckman (4).

The reader can draw his own conclusion. Any apparent disrespect by the village president, not just of Johnson and experience but also of Shorewood's voters and well-grounded traditions, is disservice to our community.

Rod Dow
Shorewood

Meetings should be open to all

Public Forum:

Shorewood citizens are denied participatory access to a number of public village meetings. This practice has got to stop. We as citizens will not be shut out of our own government.

As citizens in this community, we demand that our rights remain constant and demand a voice in what takes place in our local government. We will not be put off.

I've been a resident of Shorewood, probably longer than any elected or appointed official, and likely longer than any of our paid personnel, however, there are many others who have lived here longer than I have.

Being here a long time means that we have confidence and a vested interest in our community, perhaps not more than other residents but as much as anyone in our village government.

The arrogant behavior of some government officials, especially committee chairpersons and presiding officers doesn't seem to be changing for the better, given our most recent circumstance, the slamming of the door in a citizen's face at a committee meeting.

This type of pomposity must not be passed over lightly. There is no excuse for such domineering behavior. It cannot be overlooked especially now when it has come to a head.

Closed door policies at committee meetings with or without menacing words and gestures and door slamming need to be reviewed and revised in the interest of participating residents. There was no storming of the gates here, so why such aggressive reaction? Some of these actions, witnessed even by trustees were unpleasant and brought shame and humiliation to all those who were present.

This is an issue for a modern Tom Paine. He would urge citizens to battle for change. We cannot sit on this matter and let it ride. It is too important for our local democracy. Some of us who fought against dictatorships in previous wars deserve government at home that permits easy citizen participation. I shall join the battle in fighting against closed doors, and yes, even in slamming them shut.

Joe Manglamele
Shorewood

Thanks for help with the Deer Run

Public Forum:

The Deer Run sponsored by the Brown Deer Foundation made its inaugural run through our village on a recent blustery Saturday morning. Over 400 runners braved the elements on April 23.

Thanks to the generous spirit alive in our village, we were able to raise more than $4,000 for various community needs. In addition, the foundation was able to show off our lovely village to the runners and promote physical fitness for the entire family in an enjoyable way. We were truly fortunate to have such a successful event.

No list can be complete, but our heartfelt thanks go out to everyone who helped: From the planners who had to create everything this first year including logos, brochures, routes, and advertising; to the staff who developed the operations including the police, public works, health and fire departments; to the volunteers who brought it to life that chilly morning, including the parking monitors, National Honor Society members, all the way through to the Girls Scouts waiting at the finish line to greet the runners with nourishment.

We could not have had such a wonderful event without our sponsors, too. Badger Meter, Culver's, Concours Motors, Hodan, Doster & Ganzer, and Metavante all helped underwrite the event. Donations from Einstein Bagels, Pick 'n Save, Taher Inc., and Waste Management assisted our efforts. The professional skills provided by Bolder Graphics, Channel 6 – Fox TV, and Tri-City Bank were extraordinary. The crew from Larry's Market was out there with us that morning and they were troopers.

Last but not least, hometown heroes Nicole Julius and Julie Quirk took our idea of a local run and made it real on paper, shirts, and banners emblazoned with "The Deer Run 2005".

On behalf of the directors of the Brown Deer Foundation, thank you again to all the athletes, sponsors, volunteers and workers who all gave so much to make the first Deer Run such a success.

Jonas Edstrom
Deer Run chairman

More arts, less grass lawns

Public Forum:

I wish to comment on two letters which recently appeared in your newspaper.

I second Lisa-Morgen Barrientos' letter, which you published April 21. I concur with her that your coverage of sports and the arts is unbalanced, favoring the former over the latter. North Shore residents are known to be supporters of the arts. I hope that you will serve them better in the future.

I also agree with Nicole Bickham's letter, printed in your May 19 issue. I want to add a few facts and observa-

ATTACHMENT B

Kurtz gives his side of the story

Public Forum:

Now that my reputation as an anti-free speech bully is well established, if not well-deserved, I want to offer my view of what happened at an ad hoc committee meeting held on May 10 and chaired by me, having the goal of drafting a spending policy for the Benjamin Fund of the Shorewood Foundation.

The agenda did not provide for public participation. This was based on my judgment that the members needed the opportunity to master the background and issues first. (Public input was scheduled at the June 7 final meeting of this group.) State open meeting laws do not require the public to be heard at open meetings.

A Shorewood resident monitored this meeting from the hallway and, at a particularly difficult point of the group's serious and constructive discussion, began calling out challenges to my authority to run the meeting and questions that made no sense in the context of the discussion. It was clear that he was not following the discussion closely enough to make a useful contribution to it. I ruled these interruptions out of order and the resident persisted. I went to the conference room door, wagging my finger at the resident in the same way I would do if a child or pet were having trouble controlling itself. I didn't leave the conference room and the resident did not enter the conference room. If his nose was close to my wagging finger, that was where he chose to put it.

There was no screaming, no yelling, and no doors were slammed or even closed. Every reference you have read in these pages to those actions is a lie. I moved the door to a less wide-open position to stop the heckling from the hallway, saying out loud that to close it would violate the open meetings laws, and considered adjourning the meeting if the heckling did not stop. After the meeting, two members of the committee separately suggested that I arrange to have a police officer present at the next meeting to avoid similar disruptions. That's what actually happened. Three minutes of tension out of more than 24 hours of excellent volunteer work, wrestling with complex and emotionally charged issues for the long-term good of the community.

Harvey Kurtz
president,
Shorewood Foundation

Editor's note: The North Shore Herald stands by its accounts of the Benjamin Trust spending committee meeting where Mr. Kurtz confronted Shorewood resident Geoffrey Davidian.

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MOTION FOR RECONSIDERATION OF THE AMOUNT OF NECESSARY AND REASONABLE LEGAL FEES IN THE ABSENCE OF SPECIFICITY IN BILLING

1. Intervenes now Geoffrey Davidian, pro se, and moves this Court to reconsider its April 29, 2005 order that $35,179.64 is "reasonable attorney fees and costs incurred by the Shorewood Foundation in this matter," and that the Court restrain the Foundation from paying attorney fees from the Benjamin Fund until invoices are produced by the law firm Reinhart, Boerner, Van Deuren of sufficient specificity to determine whether the fees are reasonable and for necessary services.
2. The amount of necessary and reasonable legal fees cannot be determined in the absence of specificity in bills submitted by Jennifer R. D'Amato and the firm Reinhart, Boerner and Van Deuren S.C., the attorneys representing the Shorewood Foundation, Inc., and unnecessary and unreasonable fees disbursed in the absence of proof are funds unavailable for the older residents of Shorewood for whom the trust was intended.

JURISDICTION

3. It is established that courts have the inherent power to determine the reasonableness of attorney's fees and to refuse to enforce any contract that calls for clearly excessive or

unreasonable fees.[1] Such inherent power of the court may be exercised either during the action from which the charges for attorney's fees emanates or in subsequent suit on that contract for attorney's fees.[2]

FACTS

4. This matter came before the Court as Petition to Broaden Permissible Purposes of William V. Benjamin Institutional Fund, a trust administered by the Shorewood Foundation, Inc., to benefit senior citizens in the Village of Shorewood.

5. On March 31, 2005, the Court received correspondence from Shorewood Foundation's attorneys including "detailed information" regarding attorney fees and copies of billing statements.[3]

6. On April 29, 2005, with no objection from Shorewood Foundation, Inc., or the Village of Shorewood, the Court ordered that reasonable attorney's fees and costs incurred by the Shorewood Foundation in this matter be paid. The amount ordered paid from the Benjamin Fund was $35,179.64.[4]

7. The Shorewood Foundation has scheduled a meeting for July 12, 2005, to discuss disbursements of funds pursuant to the Court's order of April 29, 2005, permitting payment of reasonable legal fees.

THEORY AND CASE LAW REGARDING 'REASONABLE AND NECESSARY' FEES

8. Over the past three decades, federal and state courts have addressed the problem of determining the "reasonableness and necessity" of legal fees. While the cases cited ranged

[1] See Hennen v. Hennen (1972), 53 Wis.2d 600, 193 N.W.2d 717 (wherein the court refused to permit recovery of attorney's fees which the court found to be unreasonable).
[2] Ibid.
[3] See Court file, Event No. 50, March 31, 2005, correspondence from Jennifer R. D'Amato.
[4] See Court file, Event No. 51, April 29, 2005, Order Allowing Payment of Costs and Fees from Institutional Fund.

from municipal law to bankruptcy, their underlying thrust attempted to reduce unreasonable and unnecessary legal fees by demanding specificity in attorney billing as the underlying requirement. While the cases may not specifically apply to probate cases, the standards set forth are guides to attorneys and the courts seeking to determine fair and reasonable compensation for actual, necessary work. The standards, when applied to the probate case at issue, assure the trust will be protected.

9. For example, Wisconsin State Supreme Court Rules provide that "[a] lawyer's fee shall be reasonable." SCR Chapter 20, RULES OF PROFESSIONAL CONDUCT FOR ATTORNEYS, 20:1.5(a).

10. In American Booksellers, Inc., et al., v. William H. Hudnut, a U.S. District Court found that legal fees in a civil rights suit were "limited to court's estimate of counsel's specifically described time, and time expenditures which were not manifestly duplicative of plaintiff's other counsel." American Booksellers, Inc., et al., v. William H. Hudnut (650 F.Supp. 324) United States District Court, S.D. Indiana, Indianapolis Division, Aug. 29, 1986.

11. In a 1987 bankruptcy case,[5] the court reminded attorneys that billing must "list each activity, its date, attorney who performed work, description of nature and substance of work performed, and time spent on work." Citing *In re* Lindberg Products, Inc., 50 B.R. 220, 221-22 (Bankr.N.D.111.1985). "Records which give no explanation of activities performed are not compensable." Citing *In re* Affinito & Son, Inc., 63 B.R. 495, 498 (Bankr.W.D.Pa.1986). Furthermore,

    a. "[P]urpose and length" of telephone conversation and person called or calling must be clearly set out. *In re* NRG Resources, Inc., 64 B.R. 643, 653 (W.D.La.1986); *In re* DiDiorio & Sons, Inc., 46 B.R. 648, 651 (Bankr.N.D.111.1985)

[5] *In re* Pettibone Corporation, 74 B.R. 293, United States Bankruptcy Court, N.D. Illinois, Eastern Division, 1987

b. Fee applications by professionals should state the actual time spent on each item recorded; "small amounts of time should not be uniformly reported as minimum block of time. *In re* Four Star Terminals, Inc., 42 B.R.419, 426-27 n.1 (Bankr.D.Alaska 1984).

c. "Lumping" -- Neither services that have been lumped together, nor records which give no explanation of activities performed, are compensable in bankruptcy cases. *In re* Horn & Hardart Baking Co., 30 B.R. 938, 944 (Bankr.E.D.Pa.1983).

d. "It is the [bankruptcy] court, not the client, that ultimately determines the necessity of particular work." *In re* Liberal Market, Inc., 24 B.R.653 (Bankr.S.D.Ohio 1982).

e. "Whether services are rendered by professionals are actual, necessary and reasonable are factual issues which exist every time any professional presents a fee petition to a bankruptcy court." Pettibone, at 299.

f. "[The] court has the independent authority and responsibility to determine the reasonableness of all fee requests, REGARDLESS OF WHETHER OBJECTIONS ARE FILED. (Emphasis added). *In re* NRG Resources, Inc., 64 B.R. 643, 650 (W.D.La.1986); *In re* Esar Ventures, 62 B.R. 204, 205 (Bankr.D.Ha.1986); *In re* Jensen-Farley Pictures, Inc., 47 B.R. 557, 585 (Bankr.D.Utah 1985); In re Wilson Foods Corp, 36 B.R. 317, 320 (Bankr.W.D.Okla.1984). (All cited in Pettibone)

g. "[A]n entry of "**CONFERENCE**" or "meeting," "**CONFERENCE** with X," or "conversation with X" is insufficient. The entry should at the very least note the nature and purpose of the various meetings and **CONFERENCES** as well as the parties involved." *In re NRG Resources, Inc.,* 64 B.R. 643 (W.D. La 1986.)

h. "[t]he requirement that attorneys and other professionals adequately explain time entries for which compensation is sought is not an overly burdensome task, especially in light of the fact that every dollar expended on legal fees results in a dollar less that is available for distribution . . . ." *In re* Hotel Associates, Inc. 15B.R. 487, 488 (Bankr.E.D.Pa.1981).

i. Under Section 330 of the Bankruptcy Code, professionals applying for fees must demonstrate *in writing* that their services were (1) actual; (2) necessary, and (3) reasonable.

j. "The commentators agree. As one stated, '. . . the court continues to retain the ultimate responsibility for ensuring that the compensation awarded professional persons falls within the parameters prescribed in section 330.'" *2 Collier on Bankruptcy*, Paragraph 329.02 at 328-8 (15th Ed. 1986), cited in Pettibone.

k. "Even if no party in interest objects . . . the court should review the application to make sure the compensation sought has been earned and is reasonable." R.E. Ginsburg, *Bankruptcy;* Paragraph 4501 (1985);

l. "The bankruptcy judge can and must apply his own expertise *sua sponte*, if necessary in order to be fair to both counsel and creditors because, in the final analysis, either excess generosity or extreme miserliness in allowing fees will reflect in the public perception of the system." Lavien, *Fees as seen from the Bankruptcy Bench*, 89 Com.L.J. 136, 138 (March 1984).

m. Bankruptcy Rule 2016 requires that all the necessary information be in the fee application itself. Applicants cannot rely on the fee petition hearing to "explain" the fee petition.

12. More recently and closer to home, U.S. District Judge Thomas J. Curran walks us through a challenge of excessive legal fees in Pfeifer v. Sentry Insurance, a civil rights action brought against the City of Brookfield. *Pfeifer v. Sentry Ins.*, 745 F. Supp. 1434 (E.D. Wis. 1990).

13. Judge Curran in Pfeifer recognized that courts have "the inherent power to determine the reasonableness of attorney fees and to refuse to enforce any contract that clearly excessive or unreasonable fees." Citing Herro, McAndrews & Porter v. Gerhardt, 62 Wis. 2d 179, 183, 214 N.W.2d 401 (1974).[6]

14. Curran wrote that, "In determining the reasonable value of attorney's fees for services rendered, the proper factors to be considered are: (1) the character and importance of the litigation; (2) the amount of money or value of the interest affected; (3) the professional skill and experience called for and the standing of the attorney in the profession; and (4) the amount and character of the services rendered, the labor, time and trouble involved." See Id. at 184, 214 N.W.2d at 403.

15. "When the amount of a fee is challenged, the burden of proof is upon the attorney to prove the reasonableness of the fee." See Standard Theaters, Inc. v. State Department of Transportation, Division of Highways, 118 Wis.2d 730, 748, 349 N.W.2d 661, 671 (1984). "A party who opposes requested fees has a responsibility to state objections with particularity and clarity. Ohio-Sealy Mattress Manufacturing Company v. Sealy, Inc., 776 F.2d 646, 664 (7th Cir.1985).

[6] The judiciary's inherent powers are those necessary for the judiciary to "accomplish its constitutionally or legislatively mandated functions." Friedrich, 192 Wis. 2d at 16 (quoting Holmes, 106 Wis. 2d at 44). "Such powers have been conceded because without them [the judiciary] could neither maintain [its] dignity, transact [its] business, nor accomplish the purposes of [its] existence." Friedrich, 192 Wis. 2d at 16-17, n.7 (citing State v. Cannon, 196 Wis. 534, 536, 221 N.W. 603 (1928)). The judiciary derives the "purpose of its existence" from the constitution. The judiciary exercises its inherent powers as necessary to preserve its constitutional duty to oversee the administration of justice. See Friedrich, 192 Wis. 2d at 19.

16. Concerning redundant time," or the use of several attorneys who may be billing for "churning," the court wrote: "In Ohio-Sealy Mattress Manufacturing Company v. Sealy, Inc., 776 F.2d 646, 664 (7th Cir.1985), the Seventh Circuit advised that: 'Counsel who seek fees have the duty to justify the fees with reasonable, organized, and understandable data so that the trial judge may fairly and expeditiously resolve the fee issue . . . . Miscellaneous fee data cannot just be dumped on the bench for the judge to sort through and resolve.' Judge Curran goes on to point out that in Pfeifer, "the City has pointed to no specific data justifying the payment of fees for more than one attorney to perform the same work. It has merely submitted its counsel's bill."
17. With regard to the "Character and Importance" of the Pfeifer case, Judge Curran points out that the City does not say what authority, if any, the police chief had to direct the tactics and time expenditure of legal counsel engaged to represent the City. Nevertheless, seeing the lawsuit as an "attack" on his department, the chief asked the firm von Briesen & Purtel "to represent the City in this matter, to prepare himself and his officers for their depositions, and to conduct an aggressive and exhaustive defense. Pfeifer at 1443.

THE LEGAL BILLS IN THE INSTANT CASE

18. As an example of the lack of specificity in billing and the corresponding problem caused in trying to justify the reasonableness and necessity of charges, a sample of invoices is attached.
19. On May 14, 2004, the Reinhart firm (hereinafter "Reinhart") submitted invoice No. 69353; $5,228.75 for services for the period March 16, 2004 through April 30, 2004, and $184.15 for expenses. See ATTACHMENT A.

20. The invoice lists 18 entries, many of them involving Shorewood Foundation directors Harvey Kurtz and Jeff Schmeckpeper, ALL UNDATED, under Trust Construction matter, including the following, with Davidian's emphasis and comments in **bold face**:

Telephone **CONFERENCES** regarding charitable bequest – **DOES NOT IDENTIFY WITH WHOM OR TIME ON EACH CALL. See §10 (a), (c) above**	0.50	JRD	150.00
CONFERENCE with J. **SCHMECKPEPER** regarding representing Foundation **See §16 above.**	0.50	JRD	150.00
Office **CONFERENCE**; prepare correspondence to Board – **WITH WHOM AND ABOUT WHAT?**	0.25	JRD	75.00
Office **CONFERENCE** regarding various issues; prepare for and attend meeting with H. **KURTZ** and J. **SCHMECKPEPER – OFFICE CONFERENCE WITH WHOM AND WHAT ARE THE 'VARIOUS' ISSUES? WHAT DID THE MEETING WITH KURTZ AND SCHMECKPEPER DEAL WITH? ARE THEY AUTHORIZED TO MEET AT WILL AND RUN UP CHARGES. See §16 above.**	2.25	JRD	675.00
Attend Board meeting; telephone **CONFERENCE** with E. Price **CONFERENCE REGARDING WHAT, AND FOR HOW LONG? SEE § 10 (g) ABOVE**	1.50	JRD	450.00
Telephone **CONFERENCE** with J. **SCHMECKPEPER** regarding necessary pleadings and outline time line for court proceeding. **See §16 above. SEE § 10 (g) ABOVE**	0.25	JRD	75.00
Begin **RESEARCH** on recent cy pres cases	1.75	JRD	525.00
RESEARCH regarding Wisconsin statutory law and direct **RESEARCH** on case law	1.00	JRD	300.00
RESEARCH and prepare discussion draft	2.25	JRD	675.00
Review and respond to e-mails from H. **KURTZ** as to discussion draft **See §16 above.**	0.50	JRD	150.00
Extended telephone **CONFERENCE** with E. Price regarding Senior Center facilities	0.50	JRD	150.00
Office **CONFERENCE** regarding bequest and procedural issue **WITH WHOM? WHAT ISSUE? SEE § 10 (g) ABOVE**	0.50	MRS	162.50
RESEARCH Wisconsin case law regarding	0.25	RAM	23.75

Wisconsin Statutes section 112.10(7)(b) regarding release of restrictions on use or investment			
Review materials received from E. Price and S. Spelt as to Senior Resource Center **WHAT MATERIALS?**	0.50	JRD	150.00
Office **CONFERENCE** regarding preparation of draft Petition; prepare for and attend listening session **WITH WHOM? SEE § 10 (g) ABOVE**	3.00	JRD	900.00
Begin preparation of Court Petition regarding bequest of Mr. Benjamin	3.25	NKJ	422.50
Continue preparation of Court Petition regarding bequest of Mr. Benjamin	0.75	NKJ	97.50
Continue work on Petition	0.75	NKJ	97.50

21. The invoice No. 69353 does not state with specificity the time spent on preparing the petition, or the time spent specifically on research, but rather, lumps the tasks together. Correspondingly, the "OTHER CHARGES" lumps Lexis and Westlaw research costs with "copier," "fax" and "printing" so that it is impossible to discern whether the research charge is reasonable.

22. In invoice No. 71106, dated June 1, 2004, the same lumping of tasks makes a determination of necessity and reasonableness difficult. See ATTACHMENT B.

NEW BILL: Invoice No. 71106, June 1, 2004 – services May 1-31, 2004			
Review and revise Petition	2.75	JRD	825.00
Revise Petition; exchange e-mails with Elizabeth Price **Regarding what? SEE § 10 (a) ABOVE**	1.50	JRD	450.00
Telephone **CONFERENCE** with Milwaukee Court Deputy Registrer regarding Probate, Dick Baker and Commissioner Rosemary Thornton regarding proper venue for Petition **See §10 (a), (c) above**	0.50	ARD	150.00
CONFERENCE with R. Knoll, Registrar in Probate as to venue issues; revise Petition to bolster argument that Petition should be heard in Probate Court **See §10 (a), (c) above**	1.75	JRD	525.00
Revise Petition	2.50	JRD	750.00
Review e-mail from E. Price with "wish list" and respond to same	0.25	JRD	75.00

Review e-mails and revised document; telephone **CONFERENCE** J. **SCHMECKPEPER** **See §16 above.** **See §10 (a), (c) above. SEE § 10 (g) ABOVE**	1.00	JRD	300.00
E-mails and voicemails regarding Petition; prepare e-mail to E. Price and S. Spelt with draft Petition **E-Mails and voicemails from whom, regarding what? See §10 (a), (c) above**	0.50	JRD	150.00
Prepare for and attend ESAB meeting; review and revise redlined Petition **See §16 above. Who is relining petition?**	2.25	JRD	675.00
Telephone **CONFERENCE** with H. **KURTZ**; compare versions of Petition in preparation for meeting **See §16 above.** **See §10 (a), (c) above. SEE § 10 (g) ABOVE**	0.25	JRD	75.00
Prepare for and attend Board meeting approving Petition on William Benjamin Trust	1.50	JRD	450.00
File Petition; prepare Notice of Hearing and correspondence circulating same; prepare proposed Court Order	1.00	JRD	300.00
Prepare correspondence; send affidavit of mailing to Probate court **Correspondence to whom; regarding what?**	0.50	JRD	150.00

23. The invoice No. 75425 (Partially included as ATTACHMENT C), dated August 5, 2004, shows attorney NKJ was used for a messenger task: “Retrieve all filings from the Probate Count regarding the July 28, 2004 hearing on the Institutional Fund f/b/o The Shorewood Foundation” despite Attorney D’Amato’s letter of April 14, 2004, which reads in the middle of page 2: “Whenever possible, we will use individuals who will generate the appropriately lowest cost to you.” See ATTACHMENT D.

Billing for July 1- 30, 2004, Invoice No. 75425, dated August 5, 2004			
E-mails to committee, E. Price, S. Spelt to coordinate attendance at hearing **What committee? How many emails? Why coordinate?**	0.75	JRD	225.00
Extended telephone **CONFERENCE** with E. Price regarding Dr. Kircher's concerns	0.50	JRD	150.00
Various e-mails to/from committee members regarding Dr. Kircher's objections to Petition. **How many e-mails? To whom?**	0.50	JRD	150.00
Review Petition; extended telephone **CONFERENCE** with H. **KURTZ** **See §16 above.**	0.50	JRD	150.00
Review file; outline strategy for hearing	1.00	JRD	300.00
Review Petition; review Dr. Kircher letters to Shorewood residents; numerous telephone **CONFERENCES** with Foundation Board members and Shirley Spelt, and e-mails regarding Dr. Kircher position. **Telephone CONFERENCES with whom? How many? Regarding what? See §10 (a), (c) above**	2.25	JRD	675.00
Retrieve all filings from the Probate Count regarding the July 28,2004 hearing on the Institutional Fund f/b/o The Shorewood Foundation **USE OF ATTORNEY FOR MESSENGER TASK**	1.00	NKJ	165.00
Meeting with Harvey **KURTZ**, Jeffrey **SCHMECKPEPER**; extended telephone **CONFERENCE** with S. Spelt; review Petition, statutes; outline testimony; various e-mails; prepare hearing data sheets and finalize proposed Order **See §16 above.** **Telephone CONFERENCE regarding what? How long? 'Various" e-mails regarding what?** **See §10(c) above (Lumping)**	4.25	JRD	1,275.00
Prepare for and attend hearing	3.25	JRD	975.00
Office **CONFERENCE** regarding strategy; prepare e-mail; prepare Order **CONFERENCE WITH WHOM? SEE § 10 (g)**	1.00	JRD	300.00

ABOVE. **E-MAIL TO WHOM**			
Revise Order; prepare letter regarding submitting Order for 5-Day Rule	0.25	JRD	75.00

24. Invoice No. 80153, dated Oct. 13, 2004, bills $10,008 for services provided between Sept. 1, 2004 and Oct. 11, 2004, including $750 for a 2 ½-hour block that included a "conference" with an unnamed party and preparation for and attendance of an unnamed meeting.

Office **CONFERENCE** regarding strategy; prepare for and attend meeting. WITH WHOM? HOW LONG? **SEE § 10 (b), (c) AND(g) ABOVE**	2.50	JRD	750.00
Review discovery request and outline course of action	1.25	JRD	375.00
Review and begin responding to interrogatories; e-mails to and from committee members; extended telephone **CONFERENCE** with Leeann of Village and D. Fondrie, Treasurer of Foundation; prepare motion; review e-mail from S Spelt as to uni-comm invoice **SEE § 10 (c) ABOVE**	2.00	JRD	600
Prepare e-mail correspondence and telephone **CONFERENCE** regarding discovery request. E-MAIL TO WHOM, FROM WHOM? CONFERENCE WITH WHOM. WHICH REQUEST? **SEE § 10 (c) ABOVE**	0.25	JRD	75.00
Office **CONFERENCE** regarding matters to be done **SEE § 10 (g) ABOVE**	0.25	MRS	85.00
Review materials received from D. Fondrie; telephone **CONFERENCES** with Bank One representatives; telephone **CONFERENCE** with P. Pollen; prepare correspondence to R. Pollen; telephone **CONFERENCE** with Diane at Village; review facsimile of meeting minutes; prepare response to interrogatories; extended office **CONFERENCE** regarding strategy; prepare draft correspondence to Judge regarding motion as to standing. **SEE § 10 (g) ABOVE, SEE § 10 (c) ABOVE.**	4.75	JRD	1,425.00
Telephone **CONFERENCE** with J. Geske regarding schedule; telephone **CONFERENCE** with Bank One representative Pam Canter; prepare response to	2.25	JRD	675

interrogatories; respond to e-mails from committee members, prepare correspondence to Judge and organize document request **SEE § 10 (c) ABOVE**			
Finalize interrogatories and document requests; prepare correspondence; e-mails to drafting committee **E-mails to whom? Correspondence to whom?** **SEE §§ 10 (a), (b) AND (c) ABOVE**	2.00	JRD	600
Review and revise correspondence to Judge Donald regarding status **See §15 above**	2.00	MRS	680

25. Invoice No. 92065, dated March 16, 2005 and covering services provided between Feb. 1 and 28, 2005, includes three entries dealing with correcting an error on the Wisconsin Circuit Court's online CCAP docket program, which is not an official record. See ATTACHMENT E.

Review and respond to email; **review CCAP online docket program**; prepare correspondence to Judge Donald	0.75	JRD	225.00
Review and respond to emails from clients as to status, certain items in **CCAP, etc.**	0.50	JRD	150.00
Review court file and have copies made; extended office **CONFERENCE** with clerk and oversee edit of CCAP problem on docket system; have "denied" order expunged from record. **Extended office conference with WHICH CLERK? Why? IS IT REASONABLE AND NECESSARY FOR AN ATTORNEY TO CHARGE AS MUCH AS $900 TO HAVE A CLERICAL ERROR CORRECTED?**	1.75	JRD	525.00

26. In short, Davidian asks the court to reconsider the reasonableness and necessity of the attorney fees in this matter, based on this small sample, by requiring Reinhart to provide

invoices setting forth with specificity the exact tasks that were performed, by whom, with whom, for whom, for how long and for what purpose.

27. Although the rules of bankruptcy court and other guidelines for billing may not apply in Wisconsin probate court, the glaring disregard for specificity in the instant case requires further attention if the Benjamin Trust is to be managed with respect for the beneficiaries, the law firm and the Shorewood Foundation.

28. Davidian asks for a hearing on this motion within 10 days, as provided

Respectfully submitted this 11th day of July, 2005,

_____
GEOFFREY DAVIDIAN

Mailing address:

Geoff Davidian
4101 N. Prospect Ave.
Shorewood, WI 53211
(414) 964-8871

CERTIFICATE OF SERVICE: On July 11, 2005, I faxed true and exact copies of this motion to Shorewood Foundation attorney Jennifer D'Amato, of Reinhart, Boerner Van Deuren, SC, at 414 298-8097, and to attorney Raymond Pollen, representing the Village of Shorewood, at (414) 271-4438.

_____
Geoffrey Davidian

ATTACHMENT A.

REINHART
BOERNER VAN DEUREN s.c.
ATTORNEYS AT LAW

1000 North Water Street, Suite 2100 P.O. Box 2965 Milwaukee, WI 53201-2965
Telephone: 414-298-1000 Fed Tax ID: 39-1126909

IN ACCOUNT WITH:

Shorewood Foundation
Attn: Mr. Jeff Schmeckpeper
3930 North Murray Avenue
Shorewood, WI 53211

INVOICE #: 69353

DATE: 14-May-04

CLIENT: 085493

OUTSTANDING BALANCE ON PREVIOUS INVOICES AS OF 14-May-04 . . . . **$0.00**

PROFESSIONAL SERVICES FOR 16-Mar-04 **THRU** 30-Apr-04

MATTER NAME	FEES	EXPENSES	TOTAL
Trust Construction Matter	5,228.75	184.15	$5,412.90
	$5,228.75	**$184.15**	**$5,412.90**

TOTAL DUE FOR THE CURRENT PERIOD	**$5,412.90**
(10.00)% DISCOUNT	**($522.88)**
TOTAL DUE	**$4,890.02**

INVOICES ARE DUE AND PAYABLE UPON RECEIPT

REINHART
BOERNER VAN DEUREN s.c.
ATTORNEYS AT LAW

1000 North Water Street, Suite 2100 P.O. Box 2965 Milwaukee, WI 53201-2965
Telephone: 414-298-1000 Fed Tax ID: 39-1126909

IN ACCOUNT WITH:

Shorewood Foundation
Attn: Mr. Jeff Schmeckpeper
3930 North Murray Avenue
Shorewood, WI 53211

INVOICE #: 69353

DATE: 14-May-04

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OUTSTANDING BALANCE ON PREVIOUS INVOICES AS OF 14-May-04 . . . . **$0.00**

PROFESSIONAL SERVICES FOR 16-Mar-04 **THRU** 30-Apr-04

MATTER NAME	FEES	EXPENSES	TOTAL
Trust Construction Matter	5,228.75	184.15	$5,412.90
	$5,228.75	**$184.15**	**$5,412.90**

TOTAL DUE FOR THE CURRENT PERIOD	**$5,412.90**
(10.00)% DISCOUNT	**($522.88)**
TOTAL DUE	**$4,890.02**

INVOICES ARE DUE AND PAYABLE UPON RECEIPT

Trust Construction Matter

Telephone conferences regarding charitable bequest	0.50	JRD	150.00
Conference with J. Schmeckpeper regarding representing Foundation	0.50	JRD	150.00
Office conference; prepare correspondence to Board	0.25	JRD	75.00
Office conference regarding various issues; prepare for and attend meeting with H. Kurtz and J. Schmeckpeper	2.25	JRD	675.00
Attend Board meeting; telephone conference with E. Price	1.50	JRD	450.00
Telephone conference with J. Schmeckpeper regarding necessary pleadings and outline time line for court proceeding	0.25	JRD	75.00
Begin research on recent cy pres cases	1.75	JRD	525.00
Research regarding Wisconsin statutory law and direct research on case law	1.00	JRD	300.00
Research and prepare discussion draft	2.25	JRD	675.00
Review and respond to e-mails from H. Kurtz as to discussion draft	0.50	JRD	150.00
Extended telephone conference with E. Price regarding Senior Center facilities	0.50	JRD	150.00
Office conference regarding bequest and procedural issue	0.50	MRS	162.50
Research Wisconsin case law regarding Wisconsin Statutes section 112.10(7)(b) regarding release of restrictions on use or investment	0.25	RAM	23.75
Review materials received from E. Price and S. Spelt as to Senior Resource Center	0.50	JRD	150.00
Office conference regarding preparation of draft Petition; prepare for and attend listening session	3.00	JRD	900.00
Begin preparation of Court Petition regarding bequest of Mr. Benjamin	3.25	NKJ	422.50
Continue preparation of Court Petition regarding bequest of Mr. Benjamin	0.75	NKJ	97.50
Continue work on Petition	0.75	NKJ	97.50

***** TRUSTS AND ESTATES** **$5,228.75**

TOTAL FEES **$5,228.75**

OTHER CHARGES

Computerized Research - Lexis
Computerized Research - Westlaw
Copier
Fax
Printing

TOTAL OTHER CHARGES **$184.15**

TOTAL FEES AND OTHER CHARGES **$5,412.90**

Reinhart Boerner Van Deuren s.c.

PAGE: 3 INVOICE #: 69353

DATE: 14-May-04 CLIENT: 085493

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

REINHART
BOERNER VAN DEUREN s.c.
ATTORNEYS AT LAW

ATTACHMENT B

1000 North Water Street, Suite 2100 P.O. Box 2965 Milwaukee, WI 53201-2965
Telephone: 414-298-1000 Fed Tax ID: 39-1126909

IN ACCOUNT WITH:

Shorewood Foundation
Attn: Mr. Jeff Schmeckpeper
3930 North Murray Avenue
Shorewood, WI 53211

INVOICE #: 71106

DATE: 1-Jun-04

CLIENT: 085493

OUTSTANDING BALANCE ON PREVIOUS INVOICES AS OF 1-Jun-04 . . . . **$4,890.02**

PROFESSIONAL SERVICES FOR 1-May-04 **THRU** 31-May-04

MATTER NAME	FEES	EXPENSES	TOTAL
Trust Construction Matter	3,300.00	36.20	$3,336.20
	$3,300.00	**$36.20**	**$3,336.20**

TOTAL DUE FOR THE CURRENT PERIOD	**$3,336.20**
(10.00)% DISCOUNT	**($330.00)**
TOTAL DUE	**$7,896.22**

INVOICES ARE DUE AND PAYABLE UPON RECEIPT

Reinhart Boerner Van Deuren s.c.

Trust Construction Matter

Review and revise Petition	2.75	JRD	825.00
Revise Petition; exchange e-mails with Elizabeth Price	1.50	JRD	450.00
Telephone conference with Milwaukee Court Deputy Registrer regarding Probate, Dick Baker and Commissioner Rosemary Thornton regarding proper venue for Petition	0.50	JRD	150.00
Conference with R. Knoll, Registrar in Probate as to venue issues; revise Petition to bolster argument that Petition should be heard in Probate Court	1.75	JRD	525.00
Revise Petition	2.50	JRD	750.00
Review e-mail from E. Price with "wish list" and respond to same	0.25	JRD	75.00
Review e-mails and revised document; telephone conference J. Schmeckpeper	1.00	JRD	300.00
Review and revise Petition; prepare facsimile to J. Mangiamele	0.75	JRD	225.00

***** TRUSTS AND ESTATES** **$3,300.00**

TOTAL FEES **$3,300.00**

OTHER CHARGES

Fax
Printing

TOTAL OTHER CHARGES **$36.20**

TOTAL FEES AND OTHER CHARGES **$3,336.20**

Reinhart Boerner Van Deuren s.c.

PAGE: 3 INVOICE #: 71106

DATE: 1-Jun-04 CLIENT: 085493

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

REINHART
BOERNER▪VAN DEUREN s.c.
ATTORNEYS AT LAW

ATTACHMENT C

1000 North Water Street, Suite 2100 P.O. Box 2965 Milwaukee, WI 53201-2965
Telephone: 414-298-1000 Fed Tax ID: 39-1126909

IN ACCOUNT WITH:

Shorewood Foundation
Attn: Mr. Jeff Schmeckpeper
3930 North Murray Avenue
Shorewood, WI 53211

INVOICE #: 75425

DATE: 5-Aug-04

CLIENT: 085493

OUTSTANDING BALANCE ON PREVIOUS INVOICES AS OF 5-Aug-04 . . . . **$9,659.22**

PROFESSIONAL SERVICES FOR 1-Jul-04 **THRU** 31-Jul-04

MATTER NAME	FEES	EXPENSES	TOTAL
Trust Construction Matter	4,440.00	1.50	$4,441.50
	$4,440.00	**$1.50**	**$4,441.50**

TOTAL DUE FOR THE CURRENT PERIOD	**$4,441.50**
(10.00)% DISCOUNT	**($444.00)**
TOTAL DUE	**$13,656.72**

INVOICES ARE DUE AND PAYABLE UPON RECEIPT

Reinhart Boerner Van Deuren s.c.

Trust Construction Matter

E-mails to committee, E. Price, S. Spelt to coordinate attendance at hearing	0.75	JRD	225.00
Extended telephone conference with E. Price regarding Dr. Kircher's concerns	0.50	JRD	150.00
Various e-mails to/from committee members regarding Dr. Kircher's objections to Petition	0.50	JRD	150.00
Review Petition; extended telephone conference with H. Kurtz	0.50	JRD	150.00
Review file; outline strategy for hearing	1.00	JRD	300.00
Review Petition; review Dr. Kircher letters to Shorewood residents; numerous telephone conferences with Foundation Board members and Shirley Spelt, and e-mails regarding Dr. Kircher position	2.25	JRD	675.00
Retrieve all filings from the Probate Court regarding the July 28, 2004 hearing on the Institutional Fund f/b/o The Shorewood Foundation	1.00	NKJ	165.00
Meeting with Harvey Kurtz, Jeffrey Schmeckpeper; extended telephone conference with S. Spelt; review Petition, statutes; outline testimony; various e-mails; prepare hearing data sheets and finalize proposed Order	4.25	JRD	1,275.00
Prepare for and attend hearing	3.25	JRD	975.00
Office conference regarding strategy; prepare e-mail; prepare Order	1.00	JRD	300.00
Revise Order; prepare letter regarding submitting Order for 5-Day Rule	0.25	JRD	75.00

***** TRUSTS AND ESTATES** **$4,440.00**

TOTAL FEES **$4,440.00**

OTHER CHARGES

Printing

TOTAL OTHER CHARGES **$1.50**

TOTAL FEES AND OTHER CHARGES **$4,441.50**

Reinhart Boerner Van Deuren s.c.

PAGE: 3 INVOICE #: 75425

DATE: 5-Aug-04 CLIENT: 085493

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

ATTACHMENT D

REINHART
BOERNER▪VAN DEUREN s.c.
ATTORNEYS AT LAW

April 14, 2004

Jennifer R. D'Amato
Direct Dial: 414-298-8319
jdamato@reinhartlaw.com

The Shorewood Foundation, Inc.
3930 North Murray Avenue
Shorewood, WI 53211

Ladies and Gentlemen: Re: William V. Benjamin Revocable Trust

The purpose of this letter is to allow us to assure compliance with the Rules of Ethics governing our practice. We have established the policy of sending engagement letters to all new clients. You have asked us to petition the Court in Milwaukee County to clarify issues you have as beneficiary of a charitable distribution in the above-referenced trust.

In representing the Shorewood Foundation, Inc., we will prepare and file all court pleadings required to obtain court approval of a modification of the restrictions on the distribution to you under the William V. Benjamin Revocable Trust ("Trust") from the Milwaukee County, Wisconsin, Probate Court. Specifically, the pleadings will request authorization to use the distribution to support programming for the Shorewood Senior Resource Center and other appropriate guidance.

In this matter, we shall represent and counsel the Shorewood Foundation, Inc. as beneficiary of the Trust. That representation and counseling will necessarily preclude us from serving certain others as clients in relation to the same or a related transaction. Unless and until further discussion and agreement on the identity of our clients, we are not representing any other parties.

Our representation of you shall include the following actions: advice regarding modification of the Trust's restrictions on its distribution to the Foundation, advice concerning your duties, potential liability, and appropriate responses to construction and restriction modification issues surrounding the Trust; legal research as necessary to ascertain your legal position; preparing for and attending Foundation meetings (current dates include April 22, April 27 and May 4); preparation of court pleadings relating to

the construction of the Trust; and correspondence or communication with other interested parties, their counsel, or other persons with knowledge of or an interest in the matter for purposes of the construction action.

We believe our fees and disbursements are properly reimbursable directly from the William V. Benjamin distribution. Under certain circumstances, it may be necessary to petition the Court to have the fees paid from the distribution. For various possible reasons, the Court may deny your Petition in whole or in part. If this occurs, then the Foundation, nonetheless, will be responsible for our fees and costs.

The undersigned, Jennifer R. D'Amato, will substantially perform the work required by this engagement and will supervise work performed by other members of our firm on your behalf. We bill primarily on the basis of time expended. Jennifer's standard billing rate is $300 per hour, but Jennifer agrees to a reduced billing rate of $270 for this matter. In order to provide you expert and economical services, from time to time we may involve attorneys and paralegals possessing the knowledge and experience appropriate for your matter, following consultation with you for any significant amount of work. Wherever possible, we will use individuals who will generate the appropriately lowest cost to you. It is impossible at this point to give a firm fee estimate. If all interested parties can agree on a proposed plan for the Benjamin distribution, the time spent will be significantly less than if an agreement cannot be reached. In such event, our estimate for this project is approximately $10,000 to $15,000, depending in large part on the number of meetings for which Jennifer will need to prepare and participate.

Please examine carefully the accompanying firm policy statement on fees and disbursements, which we will follow in our activities on your behalf and our billing for them. If you have any questions or comments regarding those policies, please contact the undersigned or our Credit Manager at your earliest convenience.

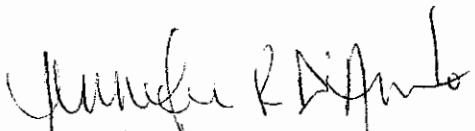
We will submit our invoices monthly or at other intervals as agreed throughout this matter. At your request, we will forward the invoices directly to you. Our invoices are net and payable thirty days after presentation, or if later, upon final consideration by the Court of any necessary fee petition.

If the arrangement described by this letter and its enclosure accurately describes your engagement of us and is acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We very much appreciate the confidence you have shown in us and look forward to completing this project expeditiously.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY 
Jennifer R. D'Amato

MW/1077190JRD:LKC

Encs.

REINHART
BOERNER▪VAN DEUREN s.c.
ATTORNEYS AT LAW

ATTACHMENT E

1000 North Water Street, Suite 2100 P.O. Box 2965 Milwaukee, WI 53201-2965
Telephone: 414-298-1000 Fed Tax ID: 39-1126909

IN ACCOUNT WITH:

Shorewood Foundation
Attn: Mr. Jeff Schmeckpeper
3930 North Murray Avenue
Shorewood, WI 53211

INVOICE #: 92065

DATE: 16-Mar-05

CLIENT: 085493

OUTSTANDING BALANCE ON PREVIOUS INVOICES AS OF 16-Mar-05 . . . . **$36,603.91**

PROFESSIONAL SERVICES FOR 1-Feb-05 **THRU** 28-Feb-05

MATTER NAME	FEES	EXPENSES	TOTAL
Trust Construction Matter	1,805.00	20.45	$1,825.45
Audit Letter Response	98.75	3.00	$101.75
	$1,903.75	**$23.45**	**$1,927.20**

TOTAL DUE FOR THE CURRENT PERIOD	**$1,927.20**
(10.00)% DISCOUNT	**($190.38)**
TOTAL DUE	**$38,340.73**

INVOICES ARE DUE AND PAYABLE UPON RECEIPT

Reinhart Boerner Van Deuren s.c.

Trust Construction Matter

Prepare fee application and order as to standing	0.75	JRD	225.00
Prepare correspondence to Judge Donald; revise proposed Order	0.50	JRD	150.00
Revise proposed Order as to modification of trust	0.50	JRD	150.00
Review and respond to email; review CCAP online docket program; prepare correspondence to Judge Donald	0.75	JRD	225.00
Extended office conference regarding proposed order and fee application	0.75	JRD	225.00
Review and respond to emails from clients as to status, certain items in CCAP, etc.	0.50	JRD	150.00
Review court file and have copies made; extended office conference with clerk and oversee edit of CCAP problem on docket system; have "denied" order expunged from record	1.75	JRD	525.00
***** TRUSTS AND ESTATES**			**$1,650.00**
Meeting to create draft order on petition	0.50	FWD	155.00
***** LITIGATION**			**$155.00**
TOTAL FEES			**$1,805.00**

OTHER CHARGES

Printing
Travel

TOTAL OTHER CHARGES	**$20.45**
TOTAL FEES AND OTHER CHARGES	**$1,825.45**

Reinhart Boerner Van Deuren s.c.

INVOICE #: 92065

DATE: 16-Mar-05

CLIENT/MATTER: 085493-0002

Audit Letter Response

Prepare audit letter	0.25	EPH	53.75
Research and prepare audit correspondence	0.75	CEW	45.00

*** **GENERAL BUSINESS CONSULTATIVE** **$98.75**

TOTAL FEES **$98.75**

OTHER CHARGES

Printing

TOTAL OTHER CHARGES **$3.00**

TOTAL FEES AND OTHER CHARGES **$101.75**