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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CHARLIE JAVICE, Plaintiff, v. JPMORGAN CHASE BANK, N.A., JPMORGAN CHASE & CO., and TAPD, LLC, Defendants.	)	C.A. No. 2022-1179-CDW **PUBLIC VERSION** **E-Filed: December 29, 2025**

DEFENDANTS' ANSWERING BRIEF IN OPPOSITION TO PLAINTIFF'S OPENING BRIEF IN SUPPORT OF HER RULE 88 MOTION FOR PAYMENT OF UNRESOLVED ADVANCEMENT AMOUNTS

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PRELIMINARY STATEMENT

At issue is whether ***$73.9 million*** (and counting) in legal fees and expenses for one individual to defend one criminal action is reasonable. Equity and the law both lead to the same answer: Javice's legal fees and expenses are not only unreasonable, but unconscionable. Javice should not be awarded further advancement.

For over 2.5 years, pursuant to orders that JPMC[1] advance ***reasonable*** fees and expenses, JPMC has been advancing Javice's fees and expenses for her criminal defense for the fraud she perpetrated and that led to her conviction ("DOJ Action"). Throughout this period JPMC maintained objections based on undeniable unreasonableness, but nonetheless advanced ***$61.8 million***[2] for Javice's ***five law firms*** and ***148 timekeepers***.

Despite JPMC having already advanced $61.8 million for Javice's criminal defense, she seeks more in her Rule 88 motion ("Motion") and Opening Brief ("Opening Brief" or "OB"), which contorts JPMC's valid objections to Javice's extraordinary advancement demands as a campaign to undermine her criminal defense. She opens with a blatant falsehood—that on the eve of trial, JPMC "began

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[1] "JPMC" refers to Defendants JPMorgan Chase Bank, N.A., JPMorgan Chase & Co., and TAPD, LLC.

[2] JPMC has advanced to Javice over $65.9 million for all covered proceedings.

refusing to advance nearly half of her defense costs."[3] In fact, through trial, JPMC advanced most of Javice's demands—86% of fees and expenses—and has continued to advance while maintaining objections to the increasingly unreasonable demands. JPMC has also advanced at least $141,890.91 for Javice's appeal to date, the briefing for which has not yet commenced. JPMC has advanced approximately $117 million collectively to Javice and her co-defendant in the DOJ Action to date. Javice nonetheless claims that $61.8 million, five law firms, and 148 timekeepers are insufficient to mount a defense.

To that end, two of Javice's trial firms—Quinn Emanuel ("Quinn") and Mintz Levin ("Mintz") seek to extract substantially more. JPMC has largely resolved the fee dispute (through July 2025) with Javice's lead trial firms—The Baez Law Firm ("Baez") and Ronald Sullivan Law ("Sullivan")—as well as Javice's chosen appellate counsel—Shapiro Arato Bach ("Shapiro"). $9.5 million (94%) of the fees at issue in Javice's Motion are sought by Quinn and Mintz, who were secondary to Baez and Sullivan, have already received tens of millions, and seek millions more for patently unreasonable fees and expenses that constitute clear abuse. In fact, Quinn represented it was significantly reducing its role a month before trial, suggesting some recognition that the fees were spiraling out of control as more firms

[3] OB at 1.

piled on. Instead, Quinn continued billing month after month, increasing its fees and exceeding or rivaling Javice's other firms. Mintz's timekeepers were peripheral and unnecessary, even during trial—often merely attending proceedings, reviewing materials, or communicating about strategy—and performed tasks duplicative of the other firms, all while expensing luxury hotel room upgrades, $900 and $710 meals, and alcohol purchases.

As detailed below, Javice's bloated advancement demands reflect clear abuse. The Court should sustain JPMC's justified objections to the patently unreasonable $10,161,160.39 in fees and expenses at issue in the Motion,[4] and JPMC is entitled to any additional relief that the Court deems appropriate, including, but not limited to, reimbursement of prior objected-to fees and expenses resulting from the cumulative unreasonable and improper fees and expenses leading up to and including trial and sentencing.

STATEMENT OF FACTS

A. Advancement in the Criminal Proceeding

In 2023, the Court ruled that Frank's bylaws entitled Javice to advancement for fees and expenses over JPMC's objections. On June 27, 2023, this Court entered

[4] JPMC objected to certain fees and expenses on multiple grounds, but de-duplicated to avoid double-counting withholdings. JPMC maintains all objections made to those certain fees and expenses.

the governing *Fitracks* Order, Dkt. 67 (the "*Fitracks* Order") and granted a stipulation that extended advancement to the DOJ Action.[5]

On March 28, 2025, Javice and her co-defendant, Oliver Amar, were convicted by a federal jury on various counts of fraud relating to Javice's sale to JPMC of her company Frank. She was sentenced on September 29 and has appealed to the Second Circuit.

B. Javice Retains Quinn and Mintz, Then Says They Will Play a Secondary Role

In 2022, Javice retained Quinn and Mintz. She later retained three additional firms for the DOJ Action—***five*** total—leading to redundancies and inefficiencies. None have been more egregious in their billing practices than Quinn and Mintz.

Quinn's and Mintz's overbilling was evident from the start. Javice demanded $3.3 million for fees incurred from September 2022 through May 2023.[6] From July 2023 through June 2024, Javice's lawyers billed an average of $1.4 million per month for the DOJ Action. By July 2024, Quinn had billed for *seventy* timekeepers on the matter.[7]

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[5] Dkt. 68.

[6] DX-3 ¶2. "DX-[#]" cited exhibits are attached to the Transmittal Affidavit of Lilianna Anh P. Townsend, filed contemporaneously herewith.

[7] DX-5 ¶24.

In August 2024, on the eve of the then-scheduled October 2024 trial, Javice hired Baez and Sullivan, bringing the total to four firms.[8] Javice requested and was granted a trial continuance based on her late retention of Baez and Sullivan.[9] Javice offered no explanation for why Quinn and Mintz, who had already billed for over $22 million in the DOJ Action and have robust litigation teams, could not serve as lead trial counsel.

Baez and Sullivan billed almost $1.5 million in August and September 2024,[10] mostly on "familiariz[ing] themselves with this action."[11] Quinn—now no longer Javice's lead counsel—billed over three times as much: *$5.2 million* for those months.[12] By November, Quinn had used 79 timekeepers; Baez and Sullivan added 14 timekeepers; and Mintz had 20 timekeepers, bringing Javice's total trial team to over 100 timekeepers.[13] By the end of 2024, Javice had requested advancement of over $37 million for the DOJ Action.

In January 2025, Quinn represented that it was transitioning its responsibilities to Mintz and anticipated a drastic reduction in force, except for a "limited" number

[8] DX-10 ¶25.

[9] DX-7 at 2 (emphasis added).

[10] DX-6 at 2; DX-11 at 2.

[11] DX-10 at 2.

[12] DX-6 at 1; DX-11 at 1.

[13] DX-12 ¶¶28-29, 34.

of Quinn timekeepers.[14] That was false. Instead, Quinn's fees skyrocketed. Quinn invoiced almost $2.8 million in January 2025[15]—an incredible amount given that Quinn was supposed to be stepping back and three other firms were aggressively billing. The two lead Quinn partners, Alex Spiro and Samuel Nitze, did not participate in trial—despite having previously billed close to $3 million.[16] Mintz also increased its billings, invoicing $1.9 million in January 2025.[17]

Counsel also billed for excessive expenses, including plainly non-legal personal items and luxurious meals and transportation. For example, Javice's lawyers expensed $530 on gummy bears, a $581 dinner for two (including a $161 seafood tower), and three first-class tickets between Boston and New York for over $3,000.[18]

JPMC objected to $5.4 million of the total $7.7 million in fees and expenses in January 2025 and nevertheless advanced over $6.5 million (withholding only $1.2 million).[19]

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[14]PX-1-B ¶35, hereinafter "PX-[#]" refer to exhibits attached to the Affidavit of Michael A. Barlow (Dkt. 145).

[15] *Id*.

[16] PX-3-B ¶90.

[17] PX-1-B ¶35.

[18] PX-1-B ¶12.

[19] PX-1-B ¶3.

C. Javice Bills $21.3 Million in February and March 2025

Javice's criminal trial began on February 18, 2025 and lasted six weeks, concluding with a unanimous jury verdict finding Javice (and Amar) guilty on all counts.[20]

During February and March 2025, Quinn and Mintz billed the most of Javice's firms, even though they were no longer lead counsel. Lead counsel Baez and Sullivan collectively billed $4 million in February[21] and $4.3 million in March—already significant amounts.[22] But Quinn and Mintz together billed $6 million in February[23] and nearly $7 million in March.[24] In total, Javice sought $21.3 million in fees and expenses over those two months, or about $360,000 a day.

In February 2025 alone, across the four law firms, 65 individual timekeepers billed 7,981 hours—285 hours per day, on average.[25] 1,212 hours ($1.3 million) were billed to exhibit work (on top of 2,235 hours billed to exhibit work in January).[26] 980 hours ($1.2 million) were billed to reviewing transcripts.[27] 2,955

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[20] DOJ Action, No. 1:23-cr-00251 (S.D.N.Y. Mar. 28, 2025).

[21] PX-2-A at 2. The February 2025 demand for the DOJ Action is 1,955 pages.

[22] PX-3-B ¶3.

[23] PX-2-B ¶1-3.

[24] PX-3-B ¶3.

[25] PX-2-B ¶50.

[26] PX-2-B ¶78; PX-1-B ¶43.

[27] PX-2-B ¶81.

hours ($3.9 million) were billed to internal meetings.[28] Sixty-five hours ($104,000) were billed to the "SEC Action,"[29] which had been stayed since June 2023.[30]

Across Javice's firms, 16 to 29 timekeepers attended trial every day in February, including 22 timekeepers attending the final day of jury selection and for opening statements.[31] For the eight trial days in February, Javice's firms billed over $1.6 million for trial *attendance* alone.[32] Javice's counsel even improperly billed for trial "attendance" on non-trial days.[33] In February, JPMC objected to over $8 million of the $9.9 million demanded, but nevertheless advanced nearly $6.3 million of the amount demanded.[34]

Javice's lawyers continued to bill for personal expenses, including a pet hair roller, stain remover, medication, nutritional supplements, tea strainer, face masks, a coffee maker, lamps, a kettle, "groceries for meal prep," bottles of wine, 29 room upgrades at $300/night, and meals at New York's finest restaurants.[35]

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[28] PX-2-B ¶85.

[29] *S.E.C. v. Javice*, No. 1:23-CV-02795 (S.D.N.Y.).

[30] PX-2-B ¶104.

[31] PX-2-B ¶61.

[32] PX-2-B ¶¶61-62.

[33] PX-2-B ¶¶61, n.11, 65.

[34] PX-2-B ¶3.

[35] PX-2-B ¶¶15, 19, 23.

In March 2025, 56 timekeepers at the four firms billed 8,761 hours (282 hours per day, on average).[36] Up to 29 timekeepers from Javice's firms attended trial in a single day, with an average daily attendance of 24 timekeepers; for the 17 trial days in March, Javice's firms billed $3.9 million solely for attending trial.[37] They billed 682 hours ($748,000) to review documents during trial.[38] They billed 1,592 hours ($1.6 million) to exhibit work (on top of the 3,447 hours in January and February).[39] They billed 3,999 hours ($5.5 million) to internal meetings[40] and 1,884 hours ($2.6 million) to reviewing trial transcripts.[41] 56 hours ($71,000) were *demonstrably wrong*, such as a March 26 entry for attending opening statements, which were on February 20, and a March 27 entry for preparing "trial and witness materials," when trial ended on March 26.[42] These false entries, which JPMC had to uncover at its own cost in order to object, never should have been certified in the first place.

This same month, Javice's lawyers submitted expenses spread across 2,377 pages of receipts, including patently improper personal expenses. For example: a

[36] PX-3-B ¶¶100, 110.

[37] PX-3-B ¶93.

[38] PX-3-B ¶125.

[39] PX-3-B ¶¶127-28; PX-2-B ¶78; PX-1-B ¶43.

[40] PX-3-B ¶132.

[41] PX-3-B ¶130.

[42] PX-3-B ¶¶64-69, 98.

Cookie Monster toddler toy; lavender and jasmine scented sachets; "cellulite butter"; glue; a plastic cup; transportation to the American Museum of Natural History on a Sunday; transportation to dinner after a walk across Central Park; food at an Ellis Island museum; excessive alcohol purchases; ground transportation from one bar or restaurant to another; a train ticket for Jose Baez's wife; $214 for "Italian inspired ice cream"; $347 for charcuterie boards; 57 room upgrades ($300/night); nearly $1,000 for one person's laundry services; a $900 meal at Kolomon; and a $710 bill at Eataly.[43] These receipts filled two 3.5 inch binders and weighed approximately 15.1 pounds, combined, which JPMC's counsel had to comb through at JPMC's expense.

For March, JPMC objected to $10.3 million of the total $11.3 million demanded and nevertheless advanced over $7 million of the amount demanded.[44] By the end of March 2025, Javice had sought advancement for over $66 million in the DOJ Action.

D. Javice's Excessive and Unchecked Billings Continue

In April 2025, the month after trial concluded in Javice's conviction, Javice's counsel invoiced over $2.8 million.[45] Javice also added a fifth firm, Shapiro, as

[43] PX-3-B ¶¶16, 25, 32.

[44] PX-3-B ¶3.

[45] PX-4-B ¶2.

appellate counsel.[46] Nonetheless, in April alone, twelve timekeepers across Quinn, Mintz, Baez, and Sullivan billed a combined 130 hours ($183,000) to appellate workstreams, even though no notice of appeal was filed until seven months later, in November 2025.[47] This 130 hours for purported appellate work was done before sentencing. It includes 64.8 hours combined for "discus[ions]," "call[s]," "e-mail[s]," and "confer[ences]" that a Mintz partner and Quinn counsel purportedly had with appellate counsel and includes duplicative sets of *trial* counsel conferring with each other about appellate issues.[48] Of the total $2.8 million demanded in April, JPMC objected to over $1.5 million but nonetheless advanced $1.4 million.[49]

From May through September 2025, Javice sought advancement for another $4.6 million and JPMC advanced over $2 million.[50] In the September 2025 demand alone, Javice sought advancement for 29 timekeepers across five

[46] PX-4-B ¶¶66, 74.

[47] PX-4-B ¶76; DOJ Action, No. 1:23-cr-00251 (S.D.N.Y.) Dkts. 461, 463. In November 2025, Javice filed a notice of appeal to appeal her conviction to the Second Circuit and has filed a second motion for a new trial.

[48] PX-4-B ¶77.

[49] PX-4-B ¶3.

[50] PX-5-B ¶3; PX-6-B ¶3; PX-7-B ¶3; PX-8-B ¶3; PX-9-B ¶3.

firms.[51] Of the total invoiced in May through September, JPMC objected to just under $3 million but nonetheless advanced over $2 million.[52]

To date, Javice has sought advancement of $73,969,468.87 in the DOJ Action alone, including for time of ***148 timekeepers***, and JPMC has advanced over $61.8 million (84%).

DX-1 shows the $36.4 million Javice has demanded and the over $23.4 million JPMC has advanced for January through September 2025.[53]

E. Sullivan, Baez, and Shapiro Have Been Paid Through July 2025; Quinn and Mintz Are Entitled to Nothing More

While Javice complains that JPMC has "refused to advance $10,161,160.39 for work done just before, during and after trial,"[54] she conveniently ignores that JPMC has paid over $61.8 million for her defense to date, including over $23 million for January to September this year, and largely resolved all disputes with lead trial counsel Baez and Sullivan and appellate counsel Shapiro.

These amounts are more than reasonable for one criminal defendant's defense, and she is not entitled to any additional advancement for counsel's excessive billing.

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[51] PX-9-B ¶115.

[52] PX-5-B ¶3; PX-6-B ¶3; PX-7-B ¶3; PX-8-B ¶3; PX-9-B ¶3.

[53] PX-1-B ¶1-3; PX-2-B ¶1-3; PX-3-B ¶1-3; PX-4-B ¶1-3; PX-5-B ¶1-3; PX-6-B ¶1-3; PX-7-B ¶1-3; PX-8-B ¶1-3; PX-9-B ¶1-3.

[54] OB at 4.

ARGUMENT

I. THE COUNSEL CERTIFICATIONS ARE UNRELIABLE AND THE COURT SHOULD ASSESS REASONABLENESS

Fitracks Order Paragraph 2 requires JPMC to advance only "***reasonably incurred***" fees and expenses. (Emphasis added). It is well settled that "[a] party making a fee application [for advancement] bears the burden of justifying the amounts sought." *Danenberg v. Fitracks, Inc.*, 58 A.3d 991, 995 (Del. Ch. 2012).

In determining whether fees are reasonable, courts consider the factors in Delaware Lawyers' Rules of Professional Conduct Rule 1.5(a), as well as "whether the number of hours devoted to litigation was excessive, redundant, duplicative or otherwise unnecessary." *Weil v. VEREIT Operating P'ship, L.P.*, 2018 WL 834428, at *11 (Del. Ch. Feb. 13, 2018); *White v. Curo Tex. Hldgs., LLC*, 2017 WL 1369332, at *4 (Del. Ch. Feb. 21, 2017).

Javice contends that the Delaware counsel certifications "should end the [reasonableness] inquiry."[55] Not so. As a general matter, it is entirely appropriate to engage in a "reasonableness inquiry at the advancement stage." *Kaung v. Cole Nat'l Corp.*, 2004 WL 1921249, at *5-6 (Del. Ch. Aug. 27, 2004) (deeming certain excessive fees unreasonable), *aff'd in relevant part, rev'd on other grounds*, 884 A.2d 500 (Del. 2005). It is particularly true here, where counsel has certified as

[55] OB at 7.

"reasonable" a number of fees and expenses that are plainly unreasonable, such as admittedly false time entries, "cellulite butter," personal tourism, and travel fare for a lawyer's wife. In these circumstances, counsel's certification as to reasonableness has no weight, and Javice fails otherwise to carry her burden of showing that the 148 timekeepers across five law firms at $73.9 million for the DOJ Action is reasonable. Moreover, JPMC is not seeking a "granular review," as Javice contends.[56] Rather, the fees and expenses sought are "unmistakably unreasonable" and constitute "clear abuse" because the amounts sought for advancement are extraordinary while counsel certified that false entries and absurd expenses are reasonable (among other pervasive issues in Javice's demands), which casts doubt on all Javice's demands. *Horne v. OptimisCorp*, 2017 WL 838814, at *5 (Del. Ch. Mar. 3, 2017).

This Court has cautioned advancement claimants not to "play fast and loose with [their] requests or treat the advancement right as a blank check." *Weil*, 2018 WL 834428, at *12. That is what Javice has done. The fees and expenses for which she seeks advancement are unmistakably unreasonable.

[56] OB at 6.

II. THE ADVANCEMENT DEMANDS REFLECT CLEAR ABUSE

A. Engaging Five Firms for a Single Criminal Defense is Clear Abuse

Javice argues that engaging five firms simultaneously for a single criminal defense was reasonable. Her resulting astronomical fees—and what JPMC has advanced—significantly exceed those of any comparably situated indemnitee identified by the parties. Javice's authorities are distinguishable. *O'Brien v. IAC/Interactive Corp.*, 2010 WL 3385798, at *9 (Del. Ch. Aug. 27, 2010), *aff'd*, 26 A.3d 174 (Del. 2011) (approving of "multiple law firms *at different stages* of this protracted process" in "an eight-year saga") (emphasis added); *Aveta Inc. v. Bengoa*, 2010 WL 3221823, at *6 (Del. Ch. Aug. 13, 2010) (expenses awarded "as a contempt sanction," with $700,000 of fees over ten months found to be reasonable); *Tafeen v. Homestore, Inc.*, 2005 WL 789065, at *7 (Del. Ch. Mar. 29, 2005) (indemnitee represented by only two firms at a time), *aff'd*, 888 A.2d 204 (Del. 2005).

Public data in comparable high-profile cases demonstrate that Javice's fees and expenses are inflated and excessive because someone else is paying her bills.[57] For example, Baez itself represented Harvey Weinstein (together with co-counsel

[57] Those precedent cases are described in JPMC's objections. *See, e.g.*, PX-9-B ¶¶56-59; PX-8-B ¶¶25-29; PX-7-B ¶¶32-36.

Ronald Sullivan) in exchange for $2,000,000 when it did not have JPMC footing the bill.[58]

Javice's comparisons to the number of JPMC's law firms fails. Javice misleadingly inflates the number by including firms working on matters other than the DOJ Action.[59] In the *DOJ Action*, Javice used five law firms at the same time. JPMC, though, used only *one firm at a time* for two total. Hogan Lovells represented JPMC in the DOJ Action until February 2024. Because lead counsel at Hogan departed, JPMC replaced it with Davis Polk. Vinson & Elkins was involved only because James McGovern moved from Hogan to V&E, and V&E represented certain current and former JPMC employees, who were witnesses at trial; V&E did not represent JPMC.[60] Potter Anderson, Greenberg Traurig, and Nagy Wolfe Appleton LLP never represented JPMC in the DOJ Action. Potter Anderson and Greenberg Traurig represent JPMC in this advancement proceeding, and Nagy Wolfe represents JPMC in other civil matters.[61]

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[58] PX-9-B ¶55.

[59] OB at 21.

[60] Jim McGovern attended many trial days because he represented witnesses.

[61] Javice's arguments about the billing rates of JPMC's counsel being comparable to Javice's counsel's rates is another red herring. JPMC does not withhold Javice's counsel's rates wholesale. JPMC only withheld for ***the portion of rate increases*** over 10%. Javice does not challenge the Rate Increases objection, and JPMC's counsel's rates are irrelevant to this dispute.

Javice has the burden to justify her demands' reasonableness. *Fitracks*, 58 A.3d at 995. But, she cannot explain why she needed five firms and 148 timekeepers, including 35 partners, of counsel, or senior attorneys, when her counsel each self-describe as highly accomplished and capable.[62]

Javice never presented evidence that she or anyone directed counsel to coordinate or control staffing within or among the firms to avoid inefficiencies and duplicative work. JPMC repeatedly requested an explanation of the division of labor.[63] They were stiff-armed. Now, for the first time in the Opening Brief, Javice attempts to justify the staffing. By withholding this information until briefing, Javice waived this argument.[64]

Javice's contention that the firms apportioned work is contradicted by the record, which evidences egregious overlap. Examples abound: all four trial firms billed to the loss analysis workstream (despite counsel having also retained several experts for this);[65] and Baez, Quinn, and Mintz all billed to preparing presentencing report objections.[66] All four firms billed to preparing or generally reviewing

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[62] OB at 14-17.

[63] *See* DX-12 ¶36; PX-4-B ¶78; PX-9-B ¶76.

[64] *Fitracks* Order at ¶ 12 ("The parties shall not raise arguments not previously raised with the other side in the applicable demand, response, reply, or meet and confer…").

[65] PX-7-B ¶73.

[66] PX-6-B ¶63.

exhibits,[67] document review work,[68] and excessive trial transcript review.[69] The trial firms also duplicated Shapiro's appellate work.[70] This overstaffing was compounded by peripheral timekeepers who billed for passive "review" tasks.[71] The overlapping work resulted in both "excessive [and] duplicative fees" that are unreasonable. *O'Brien*, 2010 WL 3385798, at *9.

B. Quinn Used Excessive Timekeepers

Contrary to arguments in the Opening Brief, Javice previously conceded that Quinn's number of timekeepers is excessive. During a January 2025 meet and confer, Quinn represented and the parties discussed that Mintz would take over Quinn's role. In Javice's reply to JPMC's objections to the December 2024 demand (which was served following the meet and confer) Javice conceded that "Defendants correctly noted that 'Quinn[] has begun transitioning its responsibilities to Mintz[].'"[72] In every monthly objection after the January 2025 meet and confer, JPMC objected to Quinn's continued participation in the DOJ Action. Not until the

[67] PX-3-B ¶127.

[68] PX-3-B ¶125.

[69] PX-3-B ¶130.

[70] *Infra* II.D.7.vi.(4).

[71] *Infra* II.D.7.iii.

[72] DX-13 ¶¶58-60.

Opening Brief did Javice claim she "never advised [JPMC] that Quinn would ***cease*** to perform substantive work on the case,"[73] and this argument is waived.[74]

Moreover, Quinn not only did not transition out as it said it would, but *escalated* its billings. Month after month, its invoices rivaled or exceeded all Javice's other firms—often by hundreds of thousands or even millions.[75] Nor did Quinn reduce its timekeepers, with 26-28 timekeepers billing through trial (January through March demands). Through September 2025, solely in the DOJ Action, *Quinn alone* deployed 85 timekeepers—13 partners or counsel, 34 associates, and 38 non-attorneys—incurring approximately $43.8 million and receiving $35.7 million in advancement.[76]

Javice cites *Horne* to justify Quinn's participation as "indispensable due to its deep knowledge of the case" and having "too many timekeepers is really a consequence of an ongoing complex, life-altering criminal case."[77] The fees at issue in *Horne* totaled just $1,797,820.22, a mere 2% of the fees Javice has incurred in the DOJ Action. *Horne*, 2017 WL 838814, at *5.

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[73] OB at 33.

[74] *Fitracks* Order at ¶ 12 ("The parties shall not raise arguments not previously raised with the other side in the applicable demand, response, reply, or meet and confer…").

[75] *See* PX-2-B ¶¶14-17, 22-25; PX-3-B ¶¶20-35.

[76] PX-9-B ¶¶60, 67.

[77] OB at 34 (citing *Horne*, 2017 WL 838814, at *5).

C. The Nature of Javice's Trial Does Not Justify Her Excessive Demands

Javice's argument that her criminal trial's complexity justified excessive fees is unavailing.

First, the length of trial and number of witnesses and prospective witnesses was not unusual. As discussed in JPMC's objections, other criminal defendants in high-profile cases with longer proceedings incurred far less than Javice's $73.9 million in fees.[78]

Second, Javice argues that she had to defend against both the Government and Amar.[79] But an antagonistic co-defendant does *not* justify having 16 to 29 passive timekeepers attending trial every day.[80] Of the 24 trial witnesses, Javice sought to re-cross only three after an alleged antagonistic cross-examination by Amar.[81]

Third, Javice argues that she filed numerous motions during trial. Nearly all of those over-lawyered motions failed—of her 31 motions, 24 were denied in full and four in part.[82]

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[78] *See supra* n.57.

[79] OB at 18.

[80] The number of attorneys attending trial was particularly unnecessary given that they had real-time access to the trial transcript.

[81] DX-15 at 417:13-15, 1816:17-21; DX-16.

[82] Javice asserts "the *parties* filed at least 50 motions during trial alone." (OB at 19 (emphasis added)). She is counting motions filed by Amar, the Government, and third parties. Javice herself only filed 31 motions, either by herself or with Amar.

Fourth, Javice disingenuously asserts that her defense costs were excessive because the Government produced 13,000 documents "[o]n the eve of trial." This is false. As the Government told Judge Hellerstein, only 3,000 of those documents were not previously produced to Javice, and the Government was not planning to use *any* of those 3,000 at trial.[83]

Finally, Javice falsely accuses JPMC of "obstructing discovery."[84] JPMC did no such thing (not to mention such purported issues pre-date the demands for January through September 2025 at issue here). Javice's two lead examples of supposed obstruction involved motions where JPMC *prevailed*. While JPMC re-reviewed its privilege log, Javice fails to explain how that re-review justifies her $73.9 million in fees, especially given the court's comments that privilege logs are iterative and that JPMC acted in good faith.[85]

Javice's assertion that her discovery efforts as to JPMC "forced" her counsel to "spend hundreds, if not thousands, of hours on subpoenas, motions and arguments"[86] is misleading: the trial court repeatedly ruled against her wasteful and frivolous motions. Her argument that discovery on JPMC "contributed to a

[83] DX-14 at 91:4-92:14.

[84] OB at 19.

[85] DX-4 at 4:5-12, 44:6-13, 49:8-11, 57:24-58:4; DX-9 at 1; DX-8 at11:23-12:2.

[86] OB at 20.

continuance of trial, … which caused further expense," is equally unavailing: Javice told the court that she "seeks an adjournment, first and foremost, so that her [new] lead trial counsel," Baez and Sullivan, "can fully prepare for trial."[87]

D. JPMC's Objections Are Justified

Javice's clear abuse resulted in JPMC withholding the over $10 million at issue in the Motion under 22 objections, which JPMC summarizes below. Javice's arguments challenging these objections all fail.

1. Juror contact

Post-trial, Javice's counsel contacted jurors, about which jurors complained and reported to the U.S. Marshal Service. Counsel's conduct drew a warning from Judge Hellerstein.[88] The fees incurred for outreach to jurors that caused jurors such distress and a warning from the court are unreasonable. *See DeLucca v. KKAT Mgmt., L.L.C.*, 2006 WL 224058, at *16 n.42 (Del. Ch. Jan. 23, 2006).

2. Demonstrably false entries

Javice attempts to downplay Quinn's demonstrably false and improper time entries that should not have been certified as reasonable, which total to $25,669.35. These include entries for preparing trial witness materials after all witness

[87] DX-7 at 2.

[88] *U.S. v. Javice*, 23-cr-00251-AKH, at 1 (S.D.N.Y. Apr. 7, 2025) (Order Regulating Contact with Jurors).

examinations had concluded and attending opening statements over a month after opening statements occurred.[89] Javice concedes the entries were false,[90] but she wants the Court to overlook those errors because Quinn made corrections after *JPMC* objected. Javice cannot shift to JPMC the burden of policing the accuracy of Quinn's entries. Not only should the Court sustain JPMC's objection to admittedly false entries, the fact that counsel certified them in the first place further shows the certifications are unreliable.

3. Vague descriptions and unnecessary redactions

Javice claims that JPMC's objections to excessively vague and unnecessarily redacted time entries are contrary to Delaware law.[91] Not so.

In fact, Javice's comparison time entry in *TransPerfect* underscores the vagueness of her own. In *In re TransPerfect Global, Inc.*, the Court approved of a 0.2-hour entry of "confer with B. Pincus re: Cypress subpoena and follow up re: subpoena." 2021 WL 1711797, at *32 n.313 (Del. Ch. Apr. 30, 2021). That is significantly more detailed than Javice's exemplar: "Confer with team and conduct legal research re post trial strategy," which is used to describe four entries that were

[89] PX-3-B ¶¶64-67.

[90] Quinn's false entries in March included a time entry that was incorrectly billed to the Javice matter.

[91] OB at 36.

billed for 1.5, 4.4, 4.7, and 8.3 hours.[92] Dozens of Mintz's or Quinn's entries are even more vague: "emails regarding strategy"; "TCs and emails re trial prep"; "discussion re strategy"; "calls"; and "trial support."[93]

Javice contends that excessive redactions do not impede JPMC's reasonableness assessment.[94] Entries with descriptions that are excessively and unnecessarily redacted, however, make it impracticable to determine whether the work allegedly performed, or time expended is reasonable. *See Pontone v. Milso Indus. Corp.*, 2014 WL 2439973, at *17 (Del. Ch. May 29, 2014) (holding heavily redacted entries lacked meaningful information). Javice asserts that "[w]hen the invoices and entries are read as a whole, the narrative supplies the necessary context[.]"[95] But entries containing little detail cannot be matched to context, and the *Fitracks* process should not be a guessing game.

4. Fees incurred reviewing the news

Javice seeks advancement for Quinn and Mintz to read the news. Javice argues that "[u]nderstanding public perception informs trial strategy and how evidence is presented to the jury" and "could reveal witnesses unknown to the

[92] PX-4-B ¶99; April 2025 Objections Exhibit A, tab "Vague."

[93] PX-1-B ¶70; PX-2-B ¶102; PX-3-B ¶144.

[94] OB at 37.

[95] OB at 37.

defense," but fails to explain how the media's perspective is representative of the jury.[96] A Mintz timekeeper reading the news on March 31 (three days after the jury verdict) cannot "inform trial strategy and how evidence is presented to the jury."[97] This is clear abuse.

5. Clerical work

Javice seeks 100% advancement for clerical work, including signing up for docket alerts, making vendor payments, file management, delivering briefs, managing account access, coordinating shredding, and breaking down a war room.[98] "[P]urely clerical or secretarial tasks should not [even] be billed at a paralegal rate, regardless of who performs them." *TransPerfect*, 2021 WL 1711797, at *32 (cleaned up). Javice's authorities do not support her position: *McMackin v. McMackin*, 651 A.2d 778, 779 (Del. Fam. Ct. 1993) (concerning paralegal services); *Missouri v. Jenkins by Agyei*, 491 U.S. 274, 288 n.10 (1989) (not advancement context).

6. The stayed SEC Action

The SEC Action has been stayed since June 2023. The parties in the SEC Action file a short joint status update (several sentences) every few months on SEC

[96] OB at 39; PX-3-B ¶74; March 2025 Objections Exhibit A, tab "News Articles."

[97] *Id.*

[98] PX-3-B ¶59; PX-4-B ¶50; PX-5-B ¶33; PX-7-B ¶27; PX-8-B ¶19.

letterhead. Besides these periodic updates, the SEC Action is inactive. Nevertheless, Javice has billed $413,155.89 for the SEC Action while it has been stayed. This is unreasonable and clear abuse. *See Horne* 2017 WL 838814, at *5.

7. JPMC's 16 "Excessive and Unreasonable Time in the Aggregate" objections

JPMC's 16 objections involving "Excessive and Unreasonable Time in the Aggregate" are valid, and the Court should reject Javice's arguments to the contrary. Javice incorrectly reduces these 16 specific objections to being an "Overstaffing" objection that is "based entirely on [JPMC's] subjective belief that the amount sought is too big."[99] JPMC, however, did not withhold any portion of the demands at issue in the Motion because of a subjective view of "overstaffing." Instead, JPMC's 16 specific objections are each supported by extensive analysis of the time entries implicated and why they are unreasonable. DX-2 sets forth the withholdings in dispute for each objection. JPMC refers the Court to its detailed monthly objections for each objection (as cited) and summarizes these objections below for the Court's convenience.[100]

[99] OB at 12.

[100] Javice's argument that JPMC makes arbitrary "objections to entries that merely reference" key terms is addressed *infra*, II.E.2. (OB at 11-12).

(i) February Trial Work[101]

JPMC applied a percentage withholding to February trial work to address pervasive redundancy, duplication, and unreasonable billing. Over eight trial days in February, Javice had between 16 and 29 timekeepers attend trial in-person daily—despite only two to four attorneys having a speaking role on a given day.[102] Quinn's attendance was particularly egregious given prior assurances of its "diminished role"—as many as five associates attended on multiple days.[103] Mintz had four to eight attendees daily after jury selection.[104] Trial attendance for February alone cost $1,627,645.50.[105]

The duplication extended beyond the courtroom. All four firms billed 980.6 hours ($1,273,536) for transcript review and 1,212 hours ($1,328,886.80) for exhibit preparation involving 28 timekeepers.[106] Quinn alone had nine timekeepers billing to exhibits, despite its supposed reduced role.[107]

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[101] PX-2-B ¶¶61-66 (Trial Attendance); *id.* ¶¶67-69 (Additional Staffing); *id.* ¶¶76-77 (Document Review); *id.* ¶¶78-80 (Exhibits); *id.* ¶¶81-82 (Hearing and Trial Transcript Review); *id.* ¶¶83-84 (Peripheral Work); *id.* ¶¶85-89 (Meetings).

[102] PX-2-B ¶61.

[103] PX-2-B ¶63.

[104] *Id.*

[105] PX-2-B ¶61.

[106] PX-2-B ¶78.

[107] *Id.*

Counsel also billed an extraordinary 2,954.7 hours ($3,906,058.65) for "meetings" in February, averaging 11.4 timekeepers billing to attending meetings per day and peaking at 21 attendees for an "all hands meeting" on February 28.[108] Meetings with 17 to 19 attendees occurred on multiple days.[109]

(ii) March Trial Work[110]

JPMC also applied a percentage withholding to March trial work because of pervasive redundancy, duplication, and unreasonable billing. Over 17 March trial days, Javice had between 18 and 29 timekeepers present daily (24 on average), despite only two to four attorneys having a speaking role.[111] Prior assurances of its "diminished role" notwithstanding, Quinn had five associates appearing on multiple days.[112] Mintz had six to eight attendees daily.[113]

Further duplication occurred in transcript review, meetings, document review, and exhibit preparation. All four trial firms billed 1,884.8 hours ($2,592,599.85) for

[108] PX-2-B ¶85-86.

[109] PX-2-B ¶86.

[110] PX-3-B ¶¶93-99 (Trial Attendance); *id.* ¶¶100-102 (Additional Staffing); *id.* ¶¶103-107 (Peripheral Timekeepers); *id.* ¶¶112-113 (Mintz Overbilling); *id.* ¶¶114-117 (Baez Overbilling); *id.* ¶¶118-123 (Quinn Overbilling); *id.* ¶¶125-126 (Document Review); *id.* ¶¶127-129 (Exhibits); *id.* ¶¶130-131 (Trial Transcript Review); *id.* ¶¶132-135 (Meetings).

[111] PX-3-B ¶¶93-94. There are three outlier days when either one or five attorneys spoke.

[112] PX-3-B ¶95.

[113] *Id.*

transcript review, representing 21.4% of all time billed in March.[114] Twenty-four timekeepers billed to this workstream, averaging six per day, *in addition to* the egregious number of daily trial attendees.[115] Counsel also billed 3,999 hours (5,536,127.25)—or 45.3% of all March time—for "meetings," often with vague descriptions and inconsistent durations.[116]

The pattern of excess extends to individual timekeepers. A Quinn trial specialist billed 407.6 hours (13.1 hours per day), and multiple associates billed over 320 hours, topping out at 394.5 hours.[117] March billing totaled 8,761.6 hours—282.6 hours per day on average—across 56 timekeepers, including 34 attorneys.[118]

(iii) Peripheral Timekeepers[119]

JPMC objects to fees billed by peripheral timekeepers whose work was non-substantive and unnecessary. Javice reframes this as JPMC objecting to timekeepers billing "too little." Not so. They should not have billed at all.

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[114] PX-3-B ¶130.

[115] *Id.*

[116] PX-3-B ¶132. Taking a conservative approach, JPMC endeavored to exclude external meetings from these figures.

[117] PX-3-B ¶109.

[118] Quinn trial specialist, Portia Pullen, billed over 17 hours per day in three separate three-day stretches, and between those stretches, she billed an average of 15.1 hours per day. *See* PX-3-B ¶120. Pullen billed 1,200.9 hours from January 1 to March 31, 2025—400.3 hours per month or 13.5 hours per day, every day, for three months. *Id.*

[119] PX-2-B ¶¶70-74; PX-3-B ¶¶103-107; PX-4-B ¶¶90-94; PX-5-B ¶¶84-88; PX-6-B ¶¶68-72; PX-7-B ¶¶76-79; PX-8-B ¶¶66-69; PX-9-B ¶¶101-104.

For example, in the September 2025 demand, Baez partner Michelle Medina billed 13.8 hours—mostly for "review[ing]" emails, drafts, and "court filing[s]."[120] In April, three Quinn timekeepers billed only to "confer[ring]" with the team, "discuss[ing]" strategy, or "review[ing]" correspondence.[121] Mintz partner John Koss billed 0.2 hours in April for "[c]orrespondence regarding forensic and data hosting."[122] In March, Mintz's Andrew Bernstein (whose role in the DOJ Action is unclear) billed 36 hours largely to "attend[] trial," and did not bill at all to the DOJ Action after trial.[123] These entries serve no purpose other than inflating Javice's advancement demand. *See Mahani v. EDIX Media Gp., Inc.,* 935 A.2d 242, 247-48 (Del. 2007).

(iv) Additional Staffing[124]

Javice's contention that new timekeepers represent a "tiny fraction" of monthly billing ignores the core issue: an endless expansion of an already bloated team.[125] For example, in March, in the midst of trial, Quinn added another new

[120] PX-9-B ¶102.

[121] PX-5-B ¶86.

[122] PX-4-B ¶92.

[123] PX-3-B ¶104.

[124] PX-1-B ¶¶58-60; PX-3-B ¶¶100-102; PX-4-B ¶¶68-72; PX-7-B ¶¶55-59.

[125] OB at 34.

timekeeper and Mintz added two (a partner and associate).[126] In April 2025, post-trial, Quinn added two more new timekeepers (an associate and paralegal).[127] Then, in July 2025—four months after trial concluded—Alan Dershowitz was inexplicably added to the team and billed to "review complaint" and "review media coverage."[128] By then, Javice had sought advancement of $76.6 million for five firms and 145 timekeepers, including 35 partners. [129]

(v) Quinn Emanuel Overbilling[130]

Quinn's continued heavy staffing despite its representation that it would be stepping back underscores the clear abuse, as discussed in Section II.B.

(vi) Pre-trial, sentencing, post-trial, and appellate objections

Defendant's remaining objections are categorized and summarized in the below tables.

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[126] PX-3-B ¶100.

[127] PX-4-B ¶71.

[128] PX-7-B ¶56.

[129] *Id.*

[130] PX-1-B ¶¶30-37; PX-5-B ¶¶48-51; PX-6-B ¶¶49-52; PX-7-B ¶¶44-47; PX-8-B ¶¶41-43; PX-9-B ¶¶67-70.

(1) Pre-trial

Objection	Summary
January Exhibits[131]	• Javice's counsel incurred fees of over $4.9 million for over 4,800 hours preparing or reviewing exhibits.[132] • Quinn and Mintz seek an additional $112,569.48 and $88,671.35, respectively, that JPMC withheld for exhibit work in January 2025.
January Document Review[133]	• Javice's law firms billed a staggering $14.1 million in fees for over 21,000 hours for document review.[134] • Quinn and Mintz seek an additional $115,670.88 and $17,571.20, respectively, that JPMC withheld for exhibit work in January 2025.

[131] PX-1-B ¶¶43-44; PX-2-B ¶¶78-80; PX-3-B ¶¶127-129.

[132] PX-3-B ¶¶127-28. This figure includes amounts billed in February and March for this workstream. JPMC, however, did not specifically withhold payments on this basis during those months and instead incorporated this objection into general withholdings.

[133] PX-1-B ¶¶41-42; PX-2-B ¶¶76-77; PX-3-B ¶¶125-126.

[134] PX-3-B ¶125. This figure includes amounts billed in February and March for this workstream. JPMC, however, did not specifically withhold payments on this basis during those months and instead incorporated this objection into general withholdings.

Focus Group[135]	• JPMC advanced *all* fees for a focus group in 2024, but objected to 463.3 hours across four firms for a *second*, duplicative focus group in January 2025.[136]

(2) Post-trial

Objection	Summary
Post-Trial Hearing Preparation[137]	• Ronald Sullivan and Kirsten Nelson argued the post-trial motions.[138] Yet ten attorneys across four trial firms billed to preparing for that hearing.[139] JPMC advanced for Sullivan's and Nelson's time.
Post-Trial Hearing Attendance[140]	• At least nine attorneys (including six partners or counsel) attended post-trial argument.[141] JPMC advanced for Sullivan and Nelson (who made the argument), one senior attorney, and two associates.[142]

[135] PX-1-B ¶¶39-40.

[136] PX-1-B ¶39.

[137] PX-5-B ¶¶77-78.

[138] PX-5-B ¶77.

[139] *Id.*

[140] PX-5-B ¶¶79-83.

[141] PX-5-B ¶79.

[142] PX-5-B ¶¶81-82.

Brief Work[143]	• For the 55-page Rule 29/33 brief due May 1, Javice billed an average of 13.9 hours to preparing each page.[144] The 31-page reply consumed 9.1 hours per page.[145] • 24 timekeepers billed to this workstream.[146] • Nine timekeepers billed 124.2 hours to *meetings* about briefing.[147]
Mintz's Non-Substantive Work[148]	• In May 2025, five Mintz timekeepers billed 84.3 hours ($108,302.00) for passive tasks such as reviewing materials, preparing for arguments they did not make, and conferring with other counsel.[149] For example, the day ***after*** post-trial briefs were filed, a Mintz partner billed 2.9 hours to "[r]eview post-trial briefs."[150]

[143] PX-4-B ¶¶85-89; PX-5-B ¶¶72-76.

[144] PX-5-B ¶73.

[145] *Id.*

[146] PX-5-B ¶74.

[147] *Id.*

[148] PX-5-B ¶¶52-55.

[149] PX-5-B ¶ 52.

[150] PX-5-B ¶ 53.

(3) Sentencing

Objection	Summary
Sentencing Preparation[151]	• For the April and May 2025 demands and the July through September 2025 demands, JPMC objected to excessive hours billed for sentencing submissions and "strategy." • In September alone, 24 timekeepers—including 12 partners or counsel—across five firms billed 537.92 hours ($726,959.90) for this workstream.[152] Of those hours, 304.8 were spent on "[m]eeting[s]," "[c]alls," and "[c]onfer[ences]."[153]
PSR Objection Preparation[154]	• JPMC objected to excessive and duplicative time spent on Javice's Presentence Report ("PSR") in June and July. • In July, ten attorneys across four firms billed 83.4

[151] PX-4-B ¶¶81-84; PX-5-B ¶¶66-71; PX-7-B ¶¶63-66; PX-8-B ¶¶54-56; PX-9-B ¶¶81-83.

[152] PX-9-B ¶81. These figures do not include time spent preparing for the sentencing hearing and considering the loss analysis. Nor do they include attendance at the sentencing hearing—they include only entries for sentencing submissions and "strategy" and similarly described work.

[153] PX-9-B ¶81.

[154] PX-6-B ¶¶60-67; PX-7-B ¶¶67-70.

	hours ($115,222.20) on top of 442.6 hours ($619,110.65) previously billed for the same workstream.[155] • This work included redundant inter-firm communications. On July 7, Sullivan conferred separately with two different Quinn attorneys and then again with Baez, while David Siegal of Mintz exchanged "several emails and comms among team members" on the same topic.[156]
Loss Analysis[157]	• JPMC objected to pervasive duplication in the loss analysis workstream from July through September 2025. Javice billed 466.65 hours and $733,929.88 in fees for loss analysis.[158] • Time entries across the five firms were virtually indistinguishable. Mintz billed for "legal research regarding loss amount," Quinn for "research in

[155] PX-7-B ¶67.

[156] PX-7-B ¶68.

[157] PX-7-B ¶¶71-75; PX-8-B ¶¶60-65; PX-9-B ¶¶84-89.

[158] PX-9-B ¶¶84-85.

	support of restitution arguments," and Shapiro for "loss calculation and legal research re same."[159] Baez billed: "review of lion tree subpoena for loss"; and Sullivan billed: "review lion tree subpoena for loss calculation hearing."[160] • Sixteen timekeepers billed to this workstream in September alone.[161] • Despite hiring three experts to handle loss analysis, all five firms continued billing for these duplicative tasks.[162]
Sentencing Hearing Preparation[163]	• JPMC objected to the unreasonable time and fees incurred preparing for the sentencing hearing. • In September, timekeepers billed 147.65 hours ($319,559.15) for hearing preparation.[164] Of those hours, 108.7 were billed by Jose Baez and Ronald

[159] PX-9-B ¶87.

[160] *Id.*

[161] PX-9-B ¶85.

[162] PX-9-B ¶¶85-88.

[163] PX-8-B ¶¶57-59; PX-9-B ¶¶90-95.

[164] PX-9-B ¶90.

	Sullivan, who collectively charged $102,000.00 solely for 40.8 hours meeting with each other. That was in addition to 60.9 hours ($152,125.00) billed in August for the same pair to meet solely with each other.[165] Baez and Sullivan *each* spent nearly 51 hours over two months "preparing" together for one argument that Sullivan handled. [166]
Sentencing Hearing Attendance[167]	• JPMC objected to excessive attendance at the September 29 sentencing. • Five attorneys had speaking roles, but at least eight ***additional*** attorneys attended in-person, including four Quinn timekeepers.[168] • JPMC advanced fees for the five attorneys who had a speaking role.

[165] PX-9-B ¶92; PX-8-B ¶57.

[166] PX-9-B ¶92. JPMC understands Baez twice spoke briefly at the sentencing hearing—once to seek permission to approach the bench about a "private matter" and another to answer a question about the money judgment amount.

[167] PX-9-B ¶¶96-100.

[168] PX-9-B ¶¶96-97.

(4) Appellate

Objection	Summary
Appellate Work[169]	• JPMC objected to duplicative and overlapping work Javice's trial firms performed on appellate tasks and appellate counsel performed on trial tasks. • In April 2025, Javice added Shapiro as "appellate counsel," despite having four other firms and no appeal having been filed. • All five firms billed to appellate workstreams,[170] and Shapiro billed for tasks already performed by Quinn, Mintz, and Sullivan. [171]

E. Javice's Argument That Percentage Withholdings Were Not Tailored to the Circumstances is Unavailing

Javice incorrectly argues that JPMC's percentage withholdings for certain objections are arbitrary and constitute self-help. To the contrary, JPMC considered relevant factors and made appropriate determinations about withholdings each

[169] PX-4-B ¶¶73-79; PX-5-B ¶¶56-62; PX-6-B ¶¶53-59; PX-7-B ¶¶48-54; PX-8-B ¶¶44-50; PX-9-B ¶¶71-77.

[170] PX-4-B ¶76.

[171] PX-9-B ¶74.

month, consistent with the *Fitracks* Order and Delaware law and having reviewed, line-by-line, demands of thousands of pages.

1. JPMC tailored percentage withholdings during trial

Javice contends that JPMC's withholdings for trial months, February and March 2025 reflect "arbitrary" percentage withholdings that were not calculated for each specific objection.[172] Far from arbitrary, for both February and March, JPMC explained the bases for the withholdings percentages in JPMC's objections.[173]

Unlike *In re TransPerfect Glob., Inc.* where no "reasoned explanation" existed for the applied discount, JPMC provided numerous reasoned explanations and analyses in its objections that justify the percentage withholdings that were applied. 2021 WL 1711797, at *42 (Del. Ch. Apr. 30, 2021), *aff'd sub nom. TransPerfect Glob., Inc. v. Pincus*, 278 A.3d 630 (Del. 2022). Based upon those reasons and analyses, JPMC assigned conservative withholdings percentages.[174]

Javice complains that JPMC did not "explain why different law firms received different discounts."[175] But JPMC did so extensively in its 55 and 88 pages of objections for February and March, respectively. That JPMC applied different

[172] OB at 24.

[173] *See* PX-2-B ¶111; PX-3-B ¶149.

[174] *See* DX-17 at 2.

[175] OB at 24.

percentage withholdings to the four different trial firms demonstrates that the percentage withholdings are not arbitrary.

2. JPMC tailored percentage withholdings pre- and post-trial

Javice's complaints that JPMC applied arbitrary percentage withholding to objection categories pre- and post-trial ignore JPMC's objections and the explanations and analyses therein.[176] In setting percentage withholdings for objections, JPMC accounts for the specific circumstances.

For example, Javice takes issue with the January 2025 withholding percentages because they differentiate between Quinn and the three other firms.[177] But this differentiation exemplifies non-arbitrary withholdings. Javice represented that Mintz was stepping in for Quinn.[178] Yet, Quinn invoiced ***more*** in January 2025 than in December 2024 and November 2024 combined.[179] JPMC applied a higher withholding percentage to Quinn because Quinn failed to step back as it represented it would. Likewise, the other percentage withholdings are all backed up by lengthy monthly objections that set forth JPMC's painstaking analysis of each objection

[176] OB at 26.

[177] OB at 26-27.

[178] PX-1-B ¶35.

[179] *Id.*

category. JPMC's reasoned explanations for the discounts for specific objection categories are identified in JPMC's objections and summarized *supra*, II.D.7.[180]

None of Javice's complaints about JPMC's analysis are meritorious. *First*, Javice's gripe with JPMC's use of keyword searches to identify entries potentially applicable to an objection category, which entries are then reviewed individually, is nonsensical. Ultimately, JPMC assesses the reasonableness of each entry and objection category even if searches are used initially against the voluminous invoices. Javice fails to demonstrate otherwise, and her critique of JPMC's transparent disclosure of key terms is ill-founded. Moreover, Javice cannot complain that JPMC was unable to divine the precise amounts billed to specific tasks in block billed entries.[181]

Second, JPMC has identified significant duplication between Javice's five law firms, and *Tafeen v. Homestore, Inc.* is inapposite. 2005 WL 789065, at *3 (permitting duplication because "it resulted from Friese's supervision of *both cases*[,]" not because duplication of *same* workstreams in *same* action is permitted).

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[180] Javice cites *TransPerfect*, 2021 WL 1711797 and *Weichert Co. of Pennsylvania v. Young*, 2008 WL 1914309 (Del. Ch. May 1, 2008) for the proposition that the Court has previously rejected objections based on staffing and time commitments. (OB at 28-29.) In each case, however, the Court made determinations about the reasonableness of the fees in the context of the case-specific situation, just as JPMC has done in its monthly objections.

[181] OB at 29.

Third, Javice's suggestion that four law firms are needed for a single workstream—bail—illustrates counsel's abusive billing practices.[182] It is clear abuse for appellate counsel to wade into bail workstreams when three trial firms were already performing this work (and duplicating each other's work).

3. JPMC continues to comply with the Advancement Orders

Javice's complaint that JPMC has engaged in self-help is incorrect. One of the underlying purposes of a *Fitracks* order is to permit the withholding of objectionable fees and expenses, and the *Fitracks* Order proscribes no minimum payment amount. Indeed, Javice's assertion that JPMC is attempting to dissuade her from taking an appeal is demonstrably false considering JPMC has advanced over $141,000 of her fees to her appellate counsel of choice for an appeal in which nothing has occurred except the filing of Javice's notice of appeal.[183]

Javice complains about JPMC limiting advancement for the sentencing hearing to the ***five*** attorneys who had a speaking role rather than the 13 total attendees.[184] Javice does not explain why ***five*** attorneys at one hearing is insufficient. And Javice's reference to JPMC's advancement for the May hearing as

[182] OB at 30; *see also* PX-8-B ¶49; PX-9-B ¶75.

[183] OB at 32.

[184] *Id.*

an example of JPMC's purported unreasonableness misrepresents the record—JPMC advanced for five attorneys to attend the May hearing.[185]

F. JPMC Did Not Waive Its Objections

Javice asserts that JPMC has waived its objections by failing to provide its own billing records. But Delaware law does not "require parties to provide their own billing as part of determining reasonableness in advancement disputes."[186] Javice's cited authorities are not *advancement* cases. Indeed, in *Orlando v. Digital World Acquisition Corp.*, this Court rejected the "argument that [a] defendant must provide its own counsel's invoices if it is challenging the reasonableness of rates." 2025 WL 2748405, at *6 (Del Ch. Sept. 24, 2025). Moreover, comparing each side's fees would be an apples to oranges comparison here. JPMC is not a party to the DOJ Action, where the government was litigating against Javice.

III. EXPENSES SOUGHT FOR ADVANCEMENT REFLECT CLEAR ABUSE

Javice's counsel billed for expenses that no direct-pay client would tolerate, including luxury hotel room upgrades, personal hygiene products, alcohol, tourism, and spousal travel. But, Javice's audacity does not stop at patently unreasonable

[185] OB at 32; PX-5-B ¶¶81-83.

[186] OB at 9.

expenses. Javice seeks advancement for expenses that she concedes were untimely or were submitted in violation of the *Fitracks* Order.

A. Untimely Expenses Are Waived

The *Fitracks* Order states:

> ***Any fees and expenses incurred*** *….* ***and not included by the relevant deadline in the [ ] Demand are deemed waived***, except to the extent [Javice] ***has not*** then received a vendor or third-party invoice.[187]

18 of Javice's 20 most recent demands (dating back to March 2024) include untimely submissions. The April 2025 demand illustrates Javice's abusive untimely submissions. Javice demanded advancement for 60 untimely expenses, totaling $828,888.65.[188] Many of those were for food, travel, Uber, or shipping—items for which receipts are available contemporaneously or within minutes after the expense is incurred. Quinn and Mintz alone made untimely submissions totaling $1,021,851.82 between January and September 2025, for which they seek full advancement.

Javice does not (because she cannot) dispute that the submissions at issue are untimely. Rather, Javice makes meritless excuses to justify the untimeliness.

First, Javice seeks to excuse missing submission deadlines because timekeepers were preoccupied. But, Javice's attempt to justify untimely expenses

[187] ¶5 (emphasis added).

[188] PX-4-B ¶¶8-10.

because of long trial days rings hollow. Quinn and Mintz submitted hundreds of thousands of dollars in untimely expenses both before and after the trial months—more than $120,000 (through January 2025) and $58,787.47 (May 2025 through September 2025).

Javice's untimeliness extended to submissions of revised Quinn and Mintz *invoices* after the monthly deadline to serve the demand. For the April and September demands, Javice submitted two belated revised invoices that totaled an additional $78,145.70.[189] JPMC explained the detailed bases for rejecting these belated invoices in detail in the monthly objections.[190] And Javice did not seek an extension of the submission deadlines from the Court or JPMC.

Second, even if Javice's counsel "bills her in accordance with her engagement letter," the terms of the engagement letter (which, to this day, she refuses to produce) do not supplant the Court-ordered strictures of the *Fitracks* Order.[191] Javice's accusation that JPMC's objection to untimely submissions are "repeated attempts to dictate or renegotiate the terms of [her] engagement letter" is nonsensical given the *Fitracks* Order controls. [192]

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[189] PX-4-B ¶¶21-26; PX-9-B ¶¶29-32.

[190] *Id.*

[191] OB at 42.

[192] *Id.*

Third, JPMC need not show prejudice or grapple with the merits of the untimely submissions. The *Fitracks* Order is clear that untimely submissions are waived.[193]

Javice's cited authorities do not support her position. *Krauss v. 180 Life Scis. Corp.*, 2023 WL 3271835, at *1 (Del. Ch. May 3, 2023) (applying *Fitracks* order stating that fees inadvertently omitted from a timely demand were not waived); *In re TransPerfect Glob., Inc.*, 2023 WL 5017248, at *2 (Del. Ch. Aug. 7, 2023) (considering *objections* that were untimely, not demands that were untimely).[194]

B. Unreasonable Expenses Were Properly Withheld

Javice's counsel certified plainly unreasonable expenses month after month.

1. February and March Unreasonable Expenses

Javice complains about JPMC's percentage withholdings for the February and March expenses, asserting that JPMC did not "dispute specific expenses."[195] Javice misrepresents JPMC's objection.

JPMC paid expense items that it could determine were reasonable, such as secretarial overtime, court reporting, document hosting, Lexis and research fees,

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[193] *Fitracks* Order at ¶5.

[194] Javice argues that JPMC's delayed payments excuses Javice's untimeliness. Not so. JPMC has repeatedly explained that Javice's astronomical demands were not foreseeable and triggers various additional internal controls for JPMC, a regulated financial institution. JPMC has never failed to make payments agreed to, and Javice does not argue otherwise.

[195] OB at 44.

document reproduction, catering, hearing transcripts, word processing, travel, and subpoena service.[196] Of the remaining expenses, JPMC applied a percentage withholding. Percentage withholdings are appropriate. *See, e.g.*, *Pulier v. CSC Agility Platform, Inc.*, 2018 WL 648089, at *1 (Del. Ch. Jan. 30, 2018) (ORDER) (estimating reduction of advancement obligation by 20% where three of fifteen counts were "non-covered").[197]

In the February and March 2025 Objections, JPMC devoted 8 and 21 pages, respectively, to Quinn's and Mintz's unreasonable expense submissions.[198] Those 29 pages include specific, egregious expenses upon which JPMC based the percentage withholding that was applied to each law firm's unreasonable expenses. JPMC identified numerous plainly improper charges.[199] Incredibly, Javice argues these personal and inappropriate expenses—including cellulite butter and excessive alcoholic beverages—are trial-related expenses.[200]

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[196] PX-3-B ¶¶18 n.6, 28 n.11, 34 n.14.

[197] Quinn's and Mintz's argument that JPMC needed to specify each expense entry being withheld is a masterclass in hypocrisy. Month after month, JPMC raised that Quinn's and Mintz's expense submissions are improper under the *Fitracks* Order. Yet, month after month, Quinn and Mintz submitted their expenses grouped into broad expense categories, without specifying each specific expense. The numerous other issues are detailed in JPMC's objections. *See* PX-2-B ¶¶14-17, 22-25, PX-3-B ¶¶20-35.

[198] PX-2-B ¶¶8-25; PX-3-B ¶¶ 8-37.

[199] *See supra* Statement of Facts, Section D; PX-2-B ¶¶15, 19, 23; PX-3-B ¶¶16, 25, 32.

[200] OB at 45.

Javice asserts that JPMC maintained its objections even after Quinn and Mintz organized their expenses in the February 2025 demand.[201] But these "organized expenses" were still riddled with inconsistencies and problems. For example, the receipt category entitled "other" spanned 124 pages and included items like Instacart charges, a desktop stapler and plastic forks (which Javice claims were for a "war room," despite having a separate war room category). Mintz's expenses were similarly problematic, with overlapping categories such as "out-town travel," "air-train travel," and "out-town [*sic*] taxi and ground transportation." The latter confusingly included receipts for New York City travel by New York-based timekeepers. Mintz also submitted a 25-page PDF titled "Eoin Beirne Credit Card Statements (all categories)," comprising un-itemized and unexplained American Express charges, including $370.18 and $329.33 at BestBuy.

For all these reasons, JPMC's use of percentage withholdings for unreasonable expenses in February and March was proper.

2. Unreasonable Expenses in Non-Trial Months

Javice also seeks advancement for indefensibly unreasonable expenses in non-trial months.

[201] *Id.*

January. Javice billed for personal and luxury items such as a portable heater, a Tide pen, a $581 dinner for two (featuring a "seafood tower," martini, and bourbon), three first-class flights between Boston and New York City totaling $3,307.70, and $529.35 in *gummy bears*.[202] Remarkably, Javice contends these plainly improper expenses are trial expenses and demands JPMC cite authority "that supports withholding these amounts."[203] The *Fitracks* Order and related stipulation require advancement only for reasonable expenses incurred in defense of the specified matters.[204]

April and May. After trial, Javice continued to submit unreasonable expenses. For April, Javice sought advancement for black car services, a hotel "no show" fee, and mailings to and from the same physical address.[205] The May 2025 demand included expenses for black car services, first-class airfare, and a hotel mini bar.[206] Javice's argument that the date of the charge, its nature, and the amount incurred were identified ignores that the *Fitracks* Order requires expenses to be reasonable.

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[202] PX-1-B ¶12.

[203] OB at 45-46.

[204] *Fitracks* Order at ¶2.

[205] PX-4-B ¶16.

[206] PX-5-B ¶16.

Just because expenses were incurred by case team members does not make them reasonable.[207]

The April 2025 demand also included a $245,785.83 invoice from DOAR Inc. to which JPMC objected as facially unreasonable.[208] DOAR billed for tasks such as a daily review of trial transcript, "observed [witness] testimony," "[c]reated closing deck," "developed list of key themes," "sourc[ed] sturdy easels," "coordinated printing of photos," and "develop[ed] closing demonstratives"—work that overlaps with attorneys, paralegals, and vendors already engaged, including Legal Graphicworks, for which JPMC has already advanced $178,341.23 to Baez.[209] Javice contends the DOAR expense is justified because Legal Graphicworks purportedly supported Baez only.[210] That only underscores Javice's excessive overstaffing and duplicative efforts, resulting in multiple vendors being utilized when one is sufficient.

[207] OB at 46.

[208] PX-4-B ¶¶21-23.

[209] During a meet and confer, Javice's counsel represented that Legal Graphicworks provided "hot seat" services for trial, and Javice's reply to JPMC's objections represented that "Legal Graphicworks provided onsite graphics support for trial, to help prepare demonstratives and to assist with trial work."

[210] OB at 47.

June and July. Javice seeks advancement for two separate Relativity databases—one for Mintz and another for Quinn.[211] It is patently unreasonable for Javice's counsel to have two databases for a single case for the same client rather than share and coordinate use of one master database. Javice's disregard for reasonableness is on full display in her argument that expenses less than $3,000 cannot be excessive.[212]

September. For September, Javice sought expenses including black car services, "studio" hotel rooms in excess of $1,000 per night, hotel rooms for New York City-based timekeepers, and lobby bar tabs as high as $342.56.[213] These are not reasonable expenses.

Additionally, JPMC advanced for the timely and reasonable expenses of the five timekeepers who had a speaking role at the September hearing but objected to the expenses of non-speakers.[214] JPMC's approach is reasonable.

JPMC also objected to excessive expert fees. The September 2025 demand seeks advancement of fees of two additional experts, totaling $132,250, despite

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[211] PX-6-B ¶16; PX-7-B ¶12.

[212] OB at 47.

[213] PX-9-B ¶16.

[214] Javice's reliance on *TransPerfect*, 2021 WL 1711797, at *33 is misplaced. There, the Court overruled counsel's objection to the attendance of four timekeepers where both parties had four timekeepers attend. Here, approximately *six* government attorneys worked on the DOJ Action *in total*. *See* PX-9-B ¶117 n.21.

Javice having retained and received advancement for AlixPartners for the same analysis.[215] Javice cannot explain why she needed Robert Cell, Evan Bailyn, and AlixPartners. JPMC's 50% reduction for expert charges for September was reasonable.

C. Expenses Lacking Detail

Fitracks Order Paragraph 6(a) provides: "For each expense, the invoices shall identify ***with detail*** the date of the charge, its nature, and the amount incurred." (Emphasis added.) Javice repeatedly violated this requirement by submitting receipts that are illegible or omit critical information such as the date or nature of the charge. In many instances, descriptions are so vague that it is difficult—if not impossible—to determine whether the expense even relates to Javice's defense. For example, Javice submitted a receipt for a $900 meal where only the restaurant name and total charged is legible, making it impossible for JPMC to assess reasonableness.[216]

Furthermore, Javice submitted an invoice from DOAR that contains only one $43,614.00 entry billed by a "Consultant," Upstream Intelligence, Inc., described as: "Performing social media and background searches [REDACTED]."[217] The

[215] PX-5-C ¶33; PX-5-B ¶20; PX-9-B ¶¶25-28.

[216] PX-3-A at 2201-02.

[217] PX-6-B ¶20.

redactions prevented JPMC from assessing the "nature" of the expense, including its purpose or necessity. Nor could JPMC assess reasonableness of the lump sum third-party expense.

Javice uses a September Lexis receipt to argue that JPMC "does not explain what additional detail it needs,"[218] but Javice ignores the obvious deficiencies of her example. While this receipt contains "Total charge" and date, it contains numerous "NOT A BILL" watermarks, spans multiple pages (each cut off), lacks a clear description of the expense, and includes unexplained red markings. Such deficiencies are commonplace across the expenses lacking detail to which JPMC has objected.

IV. FEES-ON-FEES AND INTEREST ARE NOT WARRANTED

Javice should not be awarded either fees-on-fees or interest for this Motion. The counsel certifications should be given no weight and the demands constitute clear abuse. As to interest, Javice could have filed a Rule 88 application in early March 2025, after the parties met and conferred about the January 2025 demand.[219] JPMC should not be responsible for interest arising from Javice's delay, particularly in view of the offensive amounts demanded and myriad violations of the *Fitracks* Order.

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[218] OB at 49.

[219] Dkt. 80.

CONCLUSION

For all the foregoing reasons, the Court should deny the Motion.

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