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7 Conservator of the Person

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12 Co-Conservator of the Estate

14
15 SUPERIOR COURT OF THE STATE OF CALIFORNIA
16 FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT

17 In re the Conservatorship of the Estate of

19 BRITNEY JEAN SPEARS,
20 Conservator.

Case No. BP 108870

BY FAX

19 REDACTED THIRD ACCOUNT
CURRENT; REPORT OF JAMES P.
SPEARS AND ANDREW M. WALLER, CO-
CONSERVATORS OF THE ESTATE;
PETITION FOR ITS SETTLEMENT AND
FOR APPROVAL THEREOF

22
23 Date: October 11, 2012
24 Time: 8:30 a.m.
25 Dept.: 9
25 Judge: Hon. Reva Goetz

JAMES P. SPEARS ("Mr. Spears") and ANDREW M. WALLET ("Mr. Wallet") of Hinojosa & Wallet, as Co-Conservators of the Estate of Britney Jean Spears, Conservatee, (Collectively "Petitioners") respectfully present their Third Account Current; Report of Co-Conservators of the Estate; Petition for its Settlement and Approval Thereof, as follows:

INTRODUCTION

The Conservator has substantial assets held in various trusts which are not subject to this conservatorship proceeding and not included in this Account and Report. This Third Account covers only the Conservatorship assets.

REPORT OF CO-CONSERVATORS RE STATUS

1. Appointment of Temporary Co-Conservators of the Estate. On February 1, 2008, Petitioners were appointed Temporary Co-Conservators of the Estate of Britney Jean Spears, Conservatee ("Ms. Spears" or "Conservatee"). Letters of Temporary Conservatorship of the Estate were issued on the same day. Letters of Temporary Conservatorship were extended several times.

2. Appointment of Permanent Co-Conservators of the Estate. On October 28, 2008, the Court appointed Petitioners as Permanent Co-Conservators of the Estate of Conservatee. Permanent Letters of Conservatorship were issued on January 9, 2009.

3. Appointment of PVP Counsel. On February 1, 2008, the Court appointed Samuel D. Ingham, III ("Mr. Ingham") as the PVP attorney for the Conservatee. As of the date of the filing of this Petition, Mr. Ingham has not been discharged as the PVP attorney, and he will be served with a copy of this Petition.

4. Report of Account and Estate Administration. Petitioners' Third Account and Report covers the period of January 1, 2010, through and including December 31, 2010. Petitioners are chargeable with and are entitled to credits as set forth in Summary of Account and supporting schedules attached as Exhibit "I" and incorporated by this reference. Exhibit I is being filed conditionally under seal. A redacted version of Exhibit I will be filed with a supplement prior to the hearing.

SHORT TITLE: In re the Conservatorship of BRITNEY JEAN SPEARS,
Conservator.

CASE NUMBER:
BP108870

ATTACHMENT II

ADDITIONAL DISBURSEMENTS (not included in SCHEDULE C):

Reduction/Payment of Liabilities - SCHEDULE G \$

Net Distribution to SJB Trust - SCHEDULE H

TOTAL ADD'L DISBURSEMENTS 5

OUT OF STATE REAL PROPERTY:

Louisiana Residence PMV - SCHEDULE I \$ 657,000.00

*Schedule provided for informational purposes - SJB Trust is not a Conservatorship asset.

(Required for verified pleading) The items on this page state an intention and belief (specify item numbers, not line numbers):

This page may be used with any Judicial Council form or any other paper filed with this court.

Page 1

BRITNEY JEAN SPEARS
PROPERTY ON HAND AT BEGINNING OF ACCOUNT PERIOD
JANUARY 1, 2010

CASH ASSETS:

W123010

Bank of America Co-Conservator Checking Account	\$ -
Bank of America Money Market Account	\$ -
Bank of Greensburg Savings Account	\$ 7,132.18
Bank of Greensburg LA Personal Checking Account	\$ 5,591.25
City National Bank Co-Conservator Checking Account	\$ 175,091.35
Bank of Greensburg Certificate of Deposit	\$ 50,000.00
Southern Farm Bureau Annuity	\$ 257,006.74
Total Cash Assets	\$ 494,891.53

NON-CASH ASSETS:

US Savings Bonds	\$ 240,000.00
Jewelry, Furs & Antiques	\$ 204,968.00
Furniture & Equipment	\$ 1,551,025.91
Partner Equity Parklane Productions, Inc.	\$ -
Total Personal Non-Cash Assets	\$ 2,005,013.91

Investment in Business Assets

100% Interest in Entity No. 10	\$ 8,106,626.47
100% Interest in Entity No. 1	\$ 526,045.39
100% Interest in Entity No. 2	\$ 41,684.06
100% Interest in Entity No. 3	\$ 38,083.72
100% Interest in Entity No. 4	\$ 8,744.18
100% Interest in Entity No. 12	\$ 136,497.95
100% Interest in Denali March	-
100% Interest in Entity No. 5	\$ 185,835.83
100% Interest in Entity No. 11	\$ 2,211,365.92
100% Interest in Shilo Standing	\$ -
Interest in Lancer Partners, LP	TBD

Total Investment in Business Assets

**Total Non-Cash Assets at Beginning of Account*

S 13,504,826.07

Out-of-State Real Property

Kenwood, LA

- See SCHEDULE I.

*Due to the difficulties in valuing the Conservator's Intellectual Property, including without limitation, trademarks, royalties, copyrights, name and likeness, these assets are not valued at this time pursuant to Order of the Court (docket 9161201).

*This schedule reflects initial inventory values only. It does not reflect the actual balance of cash on hand at the beginning of the account period. See SCHEDULE F.

Britney J. Spahr
Summary Schedule A - Receipts During Period of Account

Name	Paid Amount
Interest Income	
A-1 Bank Of America	\$1,007.38
A-2 Bank of Greensburg	228.18
A-3 Stonebridge Investment Counsel	880.43
A-4 Southern Farm Bureau	8,434.73
A-5	8,748.11
A-6 Bureau of Public Debt	97,620.00
A-7	72.38
A-8 City National Bank	2.45
Total Interest Income	<u>124,558.67</u>
Other Income	
A-9 Various	115,511.91
A-10 Rental Income	72,000.00
Total Other Income	<u>187,511.91</u>
Total Receipts During Period of Account	<u>312,150.58</u>

Britney J. Spears
Summary of Schedules C-Disbursements

Jan 10 - Dec 10

C-2: Conservated's Residential Expense

Calabasas Residence	
Cable and Internet	2,932.39
Improvements - Calabasas	43,855.24
Insurance	7,540.00
Rent	209,000.00
Repairs & Maintenance	11,216.70
Security	6,479.00
Telephone	3,296.10
Utilities	76,050.57
Total Calabasas Residence Expenses	<u>360,390.00</u>

Louisiana Residence

Insurance-Homeowners & Hold	13,128.10
Professional Services	6,807.16
Property Taxes	6,758.16
Repairs & Maintenance	61,769.95
Telephone	2,176.42
Utilities	15,662.95
Total Louisiana Residence Expenses	<u>105,302.74</u>

Summit Circle Residence

Cable and Internet	1,809.71
Dues & Subscriptions	7,730.00
Insurance Expense	20,974.00
Landscaping & Groundkeeping	15,126.30
Legal Fees	49.50
Licenses & Fees	949.23
Mortgage Interest	304,550.85
Mortgage Principal Reduction	-
Professional Fees	500.40
Repairs & Maintenance	16,744.69
Security	540.00
Storage	1,647.04
Taxes-Property	92,041.67
Telephone	2,077.59
Utilities	8,353.67
Total Summit Circle Residence Expenses	<u>472,894.75</u>

Total Conservated's Residential Expense

939,587.48

Britney J. Spears
Summary of Schedules C-Disbursements

Jan 10 - Dec 10

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Mortgage Principal Reduction	-
Professional Fees	500.40
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Security	540.00
Storage	1,647.04
Taxes-Property	92,041.67
Telephone	2,077.59
Utilities	8,353.67
Total Summit Circle Residence Expenses	<u>472,894.75</u>
Total Conservated's Residential Expense	<u>939,587.48</u>

Britney J. Spears
Summary of Schedules C-Disbursements

Jan 10 - Dec 10

C-3: Fiduciary and Attorney Fees

Bond Payments:	37,290.00
Co-Conservator - Andrew Wallet	213,862.50
Co-Conservator - Jamie Spears	192,000.00
Co-Conservator's Legal Costs	406.98
Conservatee's Legal Expenses	208,000.62
Conservator's Legal Fees	2,640.00
Conservatorship Legal Fees	307,481.00
Conservator's Legal Fees	9,946.69
Conservatorship Legal Expenses	973,547.79

C-4: General Administration Expenses

Bank Service Charges	608.35
Safe Deposit Box Rental	60.00
Taxes - Prior Year Refunds	
Taxes - California Income Tax	
Taxes - CA Disability	
Taxes - FICA	
Taxes - Foreign	
Taxes - State Income	
Taxes - Federal Income Tax	
Other Expense	25.00

Total General Administration Expenses

C-5: Living Expenses

Dry Cleaning	408.58
Family Support	3,933.35
Household Supplies	58,029.50
Insurance-Personal Articles	11,580.00
Insurance-Life Policy	8,645.00
Meals and Entertainment	2,649.56
Payments (Cash) to Conservatee	900.00
Personal Items	18,146.15
Pet Care	4,260.02
Postage & Delivery	506.47
Professional Services	13,643.70
Travel - Personal	48,956.73
Total Living Expenses	179,663.06

C-6:

C-7:

Britney J. Spears
Summary of Schedules C-Disbursements

Jan 10 - Dec 10

C-8: Personal Grooming and Wardrobe	
Makeup and Hairdressing	2,595.80
Massages, Grooming and Nails	4,648.00
Wardrobe	54,051.32
Total Personal Grooming and Wardrobe	<u>61,295.12</u>
 C-9: Gifts	
Gifts	3,222.84
Total Gifts	<u>3,222.84</u>
 C-10: Personnel and Assistants	
Cleaning Services	27,265.00
Cleaning Supplies	1,641.65
Legal Expenses	704.62
Legal Fees-Employee Related	208,616.25
Licenses & Fees	2,217.49
Payroll Expenses	1,257.51
Professional Fees	9,533.26
Salaries & Wages	113,142.84
Taxes-Franchise & Excise	1,600.00
Taxes-Payroll	9,646.46
Travel Expense	60.00
Total Personnel and Assistants	<u>455,685.08</u>
 C-11: Automobile Expenses	
Automobile Expense	87.00
Bank Service Charges	17.00
Commissions-TBR	2,002.00
Dues & Subscriptions	330.48
Fuel	570.25
Insurance-Automobile	22,422.80
Lease Expense	10,205.93
Licenses & Fees	3,602.23
Repairs & Maintenance	12,713.23
Taxis-Franchise & Excise	1,800.00
Total Automobile Expenses	<u>59,351.92</u>

Total Disbursements During Period of Account

Britney L. Spears
Dress Schedules C - Disbursements

Schedule C-2: Disbursements - Conservatee's Residential Expense

Date	Paid To	Description	Amount
Calabasas Residence:			
Cable and Internet:			
01/31/2010	Time Warner Cable - 4968	Jan 2010 Internet	49.95
01/31/2010	Time Warner Cable - 4969	Internet Equipment	264.85
02/01/2010	DirectTV - 8887	Service Dates 01/23/10 - 01/30/10	168.80
02/01/2010	Time Warner Cable - 4969	Feb 2010 Internet	58.95
03/01/2010	Time Warner Cable - 4969	Mar 2010 Internet	58.95
03/03/2010	DirectTV - 8887	Service Dates 03/23/10 - 03/29/10	160.00
04/04/2010	Time Warner Cable - 4969	Apr 2010 Internet	58.95
04/05/2010	DirectTV - 8887	Service Dates 04/23/10 - 04/26/10	180.30
05/04/2010	Time Warner Cable - 4969	May 2010 Internet	58.95
05/06/2010	DirectTV - 8887	Service Dates 06/21/10 - 06/26/10	180.30
06/04/2010	Time Warner Cable - 4969	Jun 2010 Internet	58.95
06/07/2010	DirectTV - 8887	Private Dates 06/21/10 - 06/26/10	180.30
07/04/2010	Time Warner Cable - 4969	Jul 2010 Internet	58.95
07/06/2010	DirectTV - 8887	Service Dates 06/23/10 - 07/16/10	180.30
08/04/2010	Time Warner Cable - 4969	Aug 2010 Internet	58.95
08/05/2010	DirectTV - 8887	Service Dates 07/21/10 - 08/20/10	180.30
09/04/2010	Time Warner Cable - 4969	Sep 2010 Internet	58.95
09/05/2010	DirectTV - 8887	Service Dates 08/21/10 - 09/20/10	180.30
10/04/2010	Time Warner Cable - 4969	Oct 2010 Internet	58.95
10/06/2010	DirectTV - 8887	Service Dates 09/21/10 - 10/20/10	180.30
11/04/2010	Time Warner Cable - 4969	Nov 2010 Internet	58.95
11/08/2010	DirectTV - 8887	Service Dates 10/21/10 - 11/07/10	180.30
12/06/2010	Time Warner Cable - 4969	Dec 2010 Internet	58.95
12/07/2010	DirectTV - 8887	Service Dates 11/21/10 - 12/10/10	180.30
Total Cable and Internet:			2,352.35
Improvements - Calabasas			
01/15/2010		Plumbing Services	517.50
01/15/2010		Kacolor "Villa Rocca"	2,000.00
01/15/2010		Electrical Material and Grandfather Clock Repair	451.84
01/15/2010		Lighting Installation 12/23/09	382.30
01/15/2010		Lighting Installation 12/03/09-12/26/09	1,165.00
01/18/2010		Kitchen Cabinets Refacing	9,200.00
01/18/2010		Mopeds - 50% Bal Due on Amended Contract Items Installed	10,462.55
01/18/2010		Labor - 50% Bill Due on Amended Contracts Items Installed	6,200.50
01/18/2010		Furniture Delivery Expenses	2,070.00
01/19/2010		Credit Card Charge	633.00
01/21/2010		Credit Card Charge	399.18
01/21/2010		Cabinetry Upgrading	3,883.95
01/22/2010		Lighting Installation 1/12/10-1/20/10	1,490.00
01/22/2010		Designer Setup & Staging Fees	5,260.00
01/23/2010		Lighting Installation 01/15/10	295.30
01/23/2010		Paint Services	312.74
01/30/2010		Light Fixture	3,883.95
Total Improvements - Calabasas:			43,850.24
Insurance:			
01/08/2010		2009-2011 Rental Insurance Renewal	2,351.00
10/14/2010		2009-2011 Rental Insurance Endorsement	6,403.00
Total Insurance:			7,740.00
Food:			
02/01/2010		Feb 2010	19,000.00
03/01/2010		Mar 2010	19,000.00
04/01/2010		Apr 2010	19,000.00

Britney J. Spears
Schedule C - Disbursements

Sched C-2: Disbursements - Conservator's Residential Expense

Date	Payer	Description	Amount
05/01/2010		May 2010	15,000.00
06/01/2010		Jun 2010	15,000.00
07/01/2010		Jul 2010	15,000.00
08/01/2010		Aug 2010	15,000.00
09/01/2010		Sep 2010	15,000.00
10/01/2010		Oct 2010	15,000.00
11/01/2010		Nov 2010	15,000.00
12/01/2010		Dec 2010	15,000.00
Total Reg:			180,000.00
Repairs and Maintenance			
02/12/2010		Wood Floor Buffing/Waxing	345.00
02/12/2010		Polymer Sink Repair	115.00
05/03/2010		Plasma TV Installation	364.38
06/01/2010		Credit Card Charge	123.15
05/26/2010		Credit Card Charge	25.81
05/28/2010		Credit Card Charge	58.56
07/17/2010		Credit Card Charge	8.58
07/28/2010		Credit Card Charge	32.76
07/24/2010		Credit Card Charge	39.31
08/06/2010		Credit Card Charge	9.00
08/11/2010		Credit Card Charge	179.38
08/13/2010		Dishwasher & Hot Water Heater Repair	300.00
08/21/2010		Washer/Dryer Repairs	237.32
08/04/2010		Sunbeam Rental	130.00
10/01/2010		Credit Card Charge	333.71
10/04/2010		Credit Card Charge	2.47
10/08/2010		Credit Card Charge	237.42
10/09/2010		Credit Card Charge	37.76
10/27/2010		Replaced Kitchen Glass	125.00
11/10/2010		Credit Card Charge	29.28
12/03/2010		Pass Tuning & Cleaning	180.00
12/17/2010		2010 Indoor & Outdoor Holiday lighting/Decoration	7,500.00
Total Repairs and Maintenance			11,256.70
Security			
03/16/2010		Alarm Monitoring Svc 03/01/10 - 05/31/10	125.00
03/17/2010		Alarm Monitoring Svc 06/01/10 - 08/31/10	125.00
03/17/2010		Alarm Monitoring Svc 05/01/10 - 21/30/10	125.00
10/05/2010		Installation of Motion Sensors - Phase 1 of 2	2,872.00
11/17/2010		Installation of Motion Sensors - Phase 2 of 2	2,872.00
12/17/2010		Alarm Check Service Call - 10/25/10	155.00
12/22/2010		Alarm Monitoring Svc 12/01/10 - 02/28/11	125.00
Total Security			6,479.00
Telephone			
01/14/2010	AT&T	Service Dates 12/30/09 - 01/14/10	238.29
02/05/2010	AT&T	Service Dates 01/30/10 - 02/05/10	269.07
03/15/2010	AT&T	Service Dates 02/28/10 - 03/15/10	271.89
04/13/2010	AT&T	Service Dates 03/30/10 - 04/13/10	268.89
05/12/2010	AT&T	Service Dates 04/30/10 - 05/12/10	164.06
06/11/2010	AT&T	Service Dates 05/20/10 - 06/15/10	263.90
07/13/2010	AT&T	Service Dates 06/20/10 - 07/13/10	262.22
08/16/2010	AT&T	Service Dates 07/20/10 - 08/15/10	262.80
09/13/2010	AT&T	Service Dates 08/20/10 - 09/13/10	261.28
10/13/2010	AT&T	Service Dates 09/20/10 - 10/13/10	259.59
11/15/2010	AT&T	Service Dates 10/20/10 - 11/15/10	252.94

Brittney L. Spears
Detail Schedule C - Disbursements

Schedule C-2: Disbursements - Conservator's Residential Expense

Date	Payer	Description	Amount
08/17/2010	LA Residence	Appraisal Fee - FMV as of 08/25/10	250.00
08/17/2010	LA Residence	Appraisal Fee - FMV as of 08/19/08	250.00
08/17/2010	LA Conservator	FMV Appraisal Deposit	3,000.00
08/24/2010	LA Conservator	FMV Appraisal Expense Reimbursements	50.00
08/24/2010	LA Conservator	FMV Appraisal Credit	-50.00
08/31/2010	LA Conservator	FMV Appraisal Expense Reimbursements	1,230.77
08/31/2010	LA Conservator	FMV Appraisal Payment	1,230.77
			6,829.19
Total Professional Services			
Property Taxes			
12/17/2010	Tangipahoa Parish Sheriff's Office	2010 Property Taxes	6,758.15
Total Property Taxes			6,758.15
Repairs & Maintenance			
01/04/2010	LA Residence	Computer Setup & Training	765.00
01/06/2010	Pet Food	34.32	
01/07/2010	Dec 2009 Services	550.00	
01/07/2010	Dec 2009 Reinforced Expenses	238.00	
01/15/2010	Jan 2010 Cleaning - Serenity House	340.00	
02/01/2010	Jan 2010 Landscaping Services	600.00	
02/01/2010	Pet Food	35.32	
02/16/2010	Feb 2010 Cleaning - Serenity House	340.00	
02/23/2010	Invoice 33155 - Pool Supplies	177.57	
02/25/2010	Marlin Home & Appl House	289.00	
02/25/2010	Feb 2010 Landscaping Services	800.00	
02/25/2010	LA Residence - Internet Programming & Research w/Hughes.net	510.00	
03/01/2010	Pet Food	35.32	
03/08/2010	Jan 2010 Services	740.00	
03/08/2010	Feb 2010 Services	510.00	
03/08/2010	Feb 2010 Reinforced Expenses	70.00	
03/15/2010	Mar 2010 Cleaning - Serenity House	425.00	
03/21/2010	Mar 2010 Landscaping Services	1,500.00	
03/21/2010	Hanels To-Change Color - Main & Pool House	2,926.05	
04/01/2010	Labor - Serenity Flooring	1,300.00	
04/01/2010	Materials - Serenity Flooring	311.13	
04/12/2010	Flower Bots - Spring Planting	500.00	
04/13/2010	Apr 2010 Landscaping Services	900.00	
04/12/2010	Pet Food	35.32	
05/01/2010	May 2010 Landscaping Services	900.00	
05/14/2010	Apr 2010 Services	1,293.00	
05/14/2010	Mar 2010 Services	540.00	
05/14/2010	Mar & Apr 2010 Reinforced Expenses	235.85	
05/14/2010	River Installation - Down Payment	1,427.00	
05/14/2010	Invoice 331555 - Pool Supplies	222.71	
05/20/2010	Labor - Serenity Dog Pen Repairs	250.00	
05/27/2010	LA Residence - Computer Repair	170.00	
06/01/2010	Jan 2010 Landscaping Services	900.00	
06/07/2010	Expense Rehabilitation - Jewelry Repair at Connia's Jewelry	400.50	
06/07/2010	Annual Inspection Service Date - 05/27/10	375.00	
06/29/2010	Material - Serenity Repairs	105.65	
06/29/2010	Labor - Serenity Repairs	150.00	
06/25/2010	May 2010 Services	1,913.50	
06/25/2010	May 2010 Reinforced Expenses	880.73	
06/25/2010	May 2010-Apr 2011 Annual Generator Service & Inspection Agent	859.15	
07/01/2010	Jul 2010 Landscaping Services	900.00	
07/05/2010	Service Date 05/21/10	582.99	
07/06/2010	LA Residence - Consultation and Supplies	3,102.82	

<input checked="" type="checkbox"/> CONSERVATORSHIP	<input type="checkbox"/> GUARDIANSHIP OF (Name): BRITNEY JEAN SPEARS	CASE NUMBER BP108870	
		<input type="checkbox"/> Conservator	<input type="checkbox"/> Minor

SUMMARY OF ACCOUNT—STANDARD AND SIMPLIFIED ACCOUNTS

THIRD (Check if 1st or 2nd) and Final Account (Check if Interim) Account Current

Account number (First, etc.)

January 1, 2010 through December 31, 2010
Opening date of account Closing date of account

CHARGES*

Property on Hand at Beginning of Account Period, consisting of:			
1a	Cash Assets	\$ 494,821.53	
1b	Non-Cash Assets (carry value)	13,310,003.54	
1c	Total Property on Hand at Beginning of Account Period (add 1a and 1b)	\$ 13,804,825.07	
2 Additional Property Received During Period of Account — Schedule			
3 Receipts During Period of Account	— Schedule A		
4 Gains on Sales During Period of Account	— Schedule B	N/A	
5 Other Charges (describe): and Prior Period Adjustments	— Schedule D		
6 Cash Net Income From Trade or Business During Period of Account	— Schedule F		
7	TOTAL CHARGES (add 1c, 2, 3, 4, 5, and 6)	\$ 32,326,140.90	

CREDITS*

8 Disbursements During Period of Account — Schedule C \$ 4,761,246.55			
9 Losses on Sales During Period of Account	— Schedule D	N/A	
10 Distributions to Conservatee or Ward	— Schedule	N/A	
11 Other Credits (describe): See ATTACHMENT 12 for description of Credits	— Schedule G/H		
12 Net Loss From Trade or Business During Period of Account	— Schedule	N/A	
13 Property on Hand at End of Account Period — Schedule E, consisting of:			
13a	Cash Assets	\$ 14,740,566.71	
13b	Non-Cash Assets (carry value)	12,837,206.71	
13c	Total Property on Hand at End of Account Period (add 13a and 13b)	\$ 22,577,803.42	
14	TOTAL CREDITS (add 8, 9, 10, 11, 12, and 13c)	\$ 32,326,140.90	

* (Enter "0" for all categories of charges or credits for which you have no entries. Do not include schedules for these categories, but do not re-label or redesignate the schedules that are included.)

Page 1 of 1