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Attorneys for Plaintiffs

**UNITED STATES DISTRICT COURT
DISTRICT OF ALASKA**

**AMERICAN BOOKSELLERS FOUNDATION FOR FREE
EXPRESSION, et al.**

Plaintiffs,

v.

**JOHN BURNS, in his official capacity as ATTORNEY
GENERAL OF THE STATE OF ALASKA,**

Defendant.

Civil No. 3:10-cv-00193-RRB

DECLARATION OF STEPHEN E. JENKINS

STEPHEN E. JENKINS declares as follows:

1. I am the president of Ashby & Geddes, P.A., a law firm in Wilmington, Delaware.

I was admitted to the bar of the Supreme Court of the State of Delaware in 1982, and am also a member of the bars of the United States District Court for the District of Delaware, the United

States Courts of Appeals for the Third Circuit and District of Columbia Circuit as well as the United States Supreme Court.

2. My regular practice includes a broad range of complex corporate litigation in the Delaware state courts and a variety of federal courts. In pro bono representations, I have concentrated on First Amendment matters, including the free speech rights of professors and the free exercise rights of religious organizations.

3. For many years, I have known and worked with Richard M. Zuckerman, Esq., of the firm of SNR Denton US LLP (formerly known as Sonnenschein Nath & Rosenthal LLP), in complex litigation, in the United States Court of Appeals for the Second Circuit, the United States District Court for the Southern District of New York (on an appeal from the United States Bankruptcy Court for the Southern District of New York), the Court of Chancery of the State of Delaware, and the Delaware Supreme Court.

4. Mr. Zuckerman is a seasoned, and in my view, excellent trial and appellate lawyer. On the matters where I have had an opportunity to observe his work first-hand, I have found Mr. Zuckerman to have a penetrating analytical mind and excellent writing skills. Among other things, Mr. Zuckerman is one of the best lawyers I have ever met at being able to untangle complex legal problems and present them to a court in a logical, lucid and orderly way.

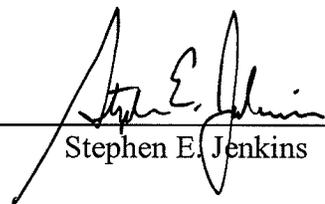
5. Because many corporations select Delaware as their state of incorporation, I have had the pleasure of working with (and against) highly skilled counsel from across the United States throughout my career. I am generally familiar with the billing rates of law firms engaged in complex trial and appellate litigation, both in the Delaware courts, and in the federal appeals courts. In addition, I have been appointed as a Special Master to assess the reasonableness of legal fees in three different cases in the Delaware Court of Chancery and by the Chancery

Division in Chicago, Illinois in a fourth. All involved legal fees that former directors were receiving pursuant to their statutory rights to advancement and indemnification; I was charged by the various courts with reviewing those fees for reasonableness. In that connection, I have reviewed probably hundreds of contested bill submitted by lawyers in Los Angeles, San Francisco, Chicago, New York, Washington D.C. and London as well as many other cities. As a result, I believe that I am generally familiar with the hourly rates charged by lawyers in those cities.

6. Based upon that experience, the billing rate of \$550 per hour for Mr. Zuckerman (the requested rate in this application, which I understand is less than Mr. Zuckerman's regular billing rate) is *greatly* below what one would reasonably expect for an attorney of his status, capabilities and experience in New York (where I would expect a billing rate of over \$800 per hour for him), and still quite a bit below what one would expect in most other large cities. Most litigation attorneys with comparable expertise and experience and with national practices, command a billing rate significantly higher than that being charged by Mr. Zuckerman here.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: July 20, 2011



Stephen E. Jenkins