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Attorneys for Plaintiffs

21 UNITED STATES DISTRICT COURT
 22 NORTHERN DISTRICT
 23 SAN FRANCISCO DIVISION

24 HERBERT ANTHONY ADDERLEY, on
 25 behalf of himself and all others similarly
 26 situated,

Plaintiffs,

vs.

27 NATIONAL FOOTBALL LEAGUE
 28 PLAYERS ASSOCIATION, a Virginia
 corporation, and NATIONAL FOOTBALL
 LEAGUE PLAYERS INCORPORATED
 d/b/a PLAYERS INC, a Virginia
 corporation,

Defendants.

CIVIL ACTION NO. C07 0943 WHA

**DECLARATION OF RONALD S. KATZ IN
 SUPPORT OF CLASS COUNSELS'
 APPLICATION FOR FEES, EXPENSES,
 AND AN INCENTIVE PAYMENT FOR
 CLASS REPRESENTATIVE, HERBERT
 ADDERLEY**

1 I, Ronald S. Katz, declare as follows:

2 1. I am an attorney duly licensed to practice law before the Courts of the State of
3 California and am a counsel of record in this matter. I am a partner with the law firm of Manatt,
4 Phelps and Phillips, LLP (“Manatt”), co-counsel of record for the Plaintiff Class in this case. I
5 am submitting this Declaration in support of Plaintiffs’ Counsels’ application for an award of
6 attorneys’ fees in connection with services rendered in this action. The following declaration is
7 based upon my personal knowledge. If called as a witness I could and would competently testify
8 to the facts set forth herein.

9 2. I have been the Manatt billing attorney on this case at all times since it was filed
10 on February 14, 2007. Even though Manatt did not send any bills in this case, I have reviewed all
11 of the detailed billing records prepared by Manatt in connection with this matter and have applied
12 billing judgment. The billing records prepared in connection with this case were generated from
13 Manatt’s timekeeping systems and are maintained in the ordinary course of business.
14 Timekeepers at Manatt record their time contemporaneously. Time is recorded and billed in 1/10
15 of an hour increments.

16 3. Although the case has evolved through the filing of four separate complaints and
17 three motions to dismiss, all of that work was appropriate and necessary to develop this difficult
18 case to the point that it could be successfully tried and won. I have therefore not written off time
19 for the GLA class that might be related to one or more of the theories of the case that were not
20 ultimately pursued at trial (putting aside write-offs on the classes that were not certified, as
21 explained in paragraphs 250 and 258 below). However, even if such time were to be determined
22 not to be appropriately considered on a lodestar basis, the time actually and reasonably incurred
23 by Manatt on this matter would fully support the percentage of recovery sought in this fee
24 application.

25 4. Plaintiffs’ Counsel devoted thousands of hours of attorney and paralegal time in
26 connection with this matter, and incurred significant costs and expenses. This was a very difficult
27 case where we faced tenacious and aggressive defense counsel. Defendants’ counsel fought us
28 hard at every stage in the proceeding. Had Plaintiffs’ counsel not prevailed in this matter, they

1 would not have been able to recover the millions of dollars they incurred in legal fees or the
2 hundreds of thousands of dollars they incurred as costs and expenses.

3 Calculation of the Lodestar

4 5. The lodestar in this case for Manatt is \$3,762,245.70.¹ This includes a ten percent
5 discount to account for my best estimate of time devoted indirectly to the classes that were not
6 certified. See paragraph 250 below.

7 6. The monthly attorneys' fees incurred by Manatt during this matter are as follows:

Jan-07		\$4,687.50
Feb-07		\$64,466.00
Mar-07		\$33,705.00
Apr-07		\$37,577.00
May-07		\$107,636.50
Jun-07		\$97,832.50
Jul-07		\$121,900.00
Aug-07		\$168,071.50
Sep-07		\$173,840.00
Oct-07		\$88,768.00
Nov-07		\$55,384.50
Dec-07		\$55,373.50
Jan-08		\$75,602.50
Feb-08		\$311,681.00
Mar-08		\$283,845.00
Apr-08		\$166,011.00
May-08		\$189,331.00
Jun-08		\$219,777.50
Jul-08		\$334,215.00
Aug-08		\$262,658.50
Sep-08		\$297,414.00
Oct-08		\$764,533.00
Nov-08		\$265,962.50
TOTAL		\$4,180,273.00
TOTAL LESS 10%		\$3,762,245.70

27 _____
28 ¹ Petitioners will supplement their motion to include additional time spent on post-judgment motions at the time of the hearing on this motion.

1 The standard annual hourly rates and the total billings for each timekeeper are
 2 summarized in the following chart:

<u>Timekeeper</u>	<u>Position/Years of Attorney Experience</u>	<u>2007 Hours</u>	<u>2007 Rate</u>	<u>2008 Hours</u>	<u>2008 Rate</u>	<u>Total Billing</u>
R. Katz	Atty – 36 yrs.	404.4	\$690	830.1	\$700	\$860106
P. Parcher	Atty – 47 yrs.	2.3	\$785	390.5	\$850	\$333730.50
C. Hummel	Atty – 20 yrs.		\$650	483.6	\$700	\$338520
R. Hilbert	Atty – 8 yrs.	703.7	\$460	1604	\$505	\$1133722
N. Cohen	Atty – 7 yrs.	265.5	\$435	436.7	\$485	\$327292
B. Shatz	Atty – 16 yrs.	.8	\$570	125.9	\$580	\$73478
A. Fiero	Atty – 18 yrs.	638.1	\$415	231.6	\$440	\$366715.50
L. Franco	Atty – 13 yrs.		\$520	769.8	\$550	\$423390
D. Wishon	Sr. Paralegal	42.9	\$265	775.4	\$280	\$228480.50
K. Hunt	Paralegal	55.8	\$175	171.2	\$210	\$45717
K. Sloane	Paralegal	11	\$255	67.6	\$270	\$21057
D. Crim	Paralegal		N/A	151.7	\$185	\$28064.50
TOTAL						\$4,180,273.00
TOTAL						
LESS 10%						\$3,762,245.70

7. The experience and qualifications of each Manatt timekeeper is summarized below in paragraphs 8 through 19. The work done by Manatt and the hours billed by each timekeeper on a monthly basis are summarized in paragraphs 31 through 249 below.

8. I am the head of the litigation group in the Palo Alto office. I am a Rhodes Scholar and 1972 Harvard Law Graduate. I specialize in complex commercial dispute resolution with an emphasis on intellectual property, antitrust and technology matters. During my career, I have been involved in high-profile and novel cases for major clients both internationally and in Northern California. For example, in *Coscarart v. Major League Baseball*, I represented approximately 400 retired Major League Baseball Players and won a jury verdict in the California Superior Court for the County of Alameda. I have had numerous articles published, I speak at seminars once or twice a year on average, and I teach at Stanford and Santa Clara Law Schools. I have been the lead counsel in this case since its inception. I have been involved in nearly every aspect of this case, from discovery to motion practice to pre-trial matters. I took or defended many of the depositions in this case. I was also involved in the trial and was responsible for preparing and conducting the direct examination of our client, Herb Adderley, as well as for preparing and conducting the cross-examination of certain of Defendants' witnesses. I also

1 conducted the punitive damages phase of the trial on behalf of Plaintiffs.

2 9. Peter Parcher is a special senior partner in Manatt's New York office. He is a
3 nationally renowned trial lawyer, and is a Fellow of the American College of Trial Lawyers and
4 the International Academy of Trial Lawyers, two of the most prestigious organizations of trial
5 lawyers. In addition, Mr. Parcher has been the subject of feature articles in a number of
6 publications, including Forbes, The Wall Street Journal and The American Lawyer. Before
7 joining Manatt, Mr. Parcher was the founding partner of Parcher, Hayes & Snyder, one of the
8 nation's leading litigation firms. Mr. Parcher has been frequently identified as one of the best
9 lawyers in the country. Mr. Parcher was the lead trial counsel in this case and conducted both the
10 opening and closing statements. He also cross-examined one of Defendants' key witnesses, Doug
11 Allen.

12 10. Chad Hummel is a partner in Manatt's Los Angeles Office. He is Chair of
13 Manatt's Litigation Division, and is a member of Manatt's Board of Directors and Executive
14 Committee. Mr. Hummel represents clients in all phases of complex civil litigation, criminal
15 prosecutions, and government investigations. He has also advised numerous companies in
16 structuring and implementing corporate compliance programs which comply with Sarbanes-
17 Oxley and the Federal Sentencing Guidelines for Organizational defendants. Mr. Hummel was
18 heavily involved in pre-trial preparation and in the trial in this matter. Among other things, Mr.
19 Hummel prepared several of Plaintiffs' witnesses for trial, including Plaintiffs' experts. He also
20 prepared for and conducted the cross-examination of certain of Defendants' witnesses at trial,
21 including Defendants' experts and Joel Linzner from Electronic Arts.

22 11. Laura Franco is a partner in Manatt's Palo Alto Office. Her practice specializes in
23 representing technology-based, financial services and other clients in federal and state court
24 litigation and in ADR proceedings, including defense of patent and trademark infringement
25 claims and prosecution and defense of business tort disputes. Ms. Franco performed work in
26 connection with several motions in this matter, including Defendants' motions to dismiss,
27 Plaintiffs' motion for class certification and Defendants' motion for summary judgment. Ms.
28 Franco was also involved in pre-trial matters.

1 12. Benjamin G. Shatz is counsel in Manatt's Los Angeles Office. Mr. Shatz is a
2 member of Manatt's appellate group. He has briefed more than a hundred civil appeals, writs and
3 petitions to the U.S. Supreme Court, U.S. Courts of Appeals, California Supreme Court and
4 California Courts of Appeal, covering areas of law including entertainment, copyright, trademark,
5 employment, land use, banking, insurance, product liability, professional liability, wrongful
6 death, punitive damages, class actions, anti-SLAPP and unfair competition. Mr. Shatz worked on
7 the appellate-related aspects of this case, including Defendants' request to the Ninth Circuit to
8 appeal the Court's order granting certification.

9 13. Ryan Hilbert is an associate in Manatt's Palo Alto Office. His practice focuses on
10 litigation and counseling in the areas of sports law, trademark and unfair competition, copyright,
11 and other intellectual property and commercial matters. Mr. Hilbert has been involved in this
12 case since its inception. He worked on numerous discovery-related issues as well as in
13 connection with several motions in this matter, including Defendants' motions to dismiss,
14 Plaintiffs' motion for class certification and Defendants' motion for summary judgment. Mr.
15 Hilbert was also involved in pre-trial matters and participated in the trial itself.

16 14. Noel Cohen is an associate in Manatt's Los Angeles Office. Mr. Cohen also has
17 been involved in this case since its inception. He worked on numerous discovery-related issues
18 as well as in connection with several motions in this matter, including the motions to dismiss, the
19 sanctions motion, the motion to seek leave to amend, the class certification motion and the motion
20 for summary judgment. He helped to defend Mr. Adderley at his deposition and to prepare him
21 for his trial testimony. Mr. Cohen also participated in the trial in this matter.

22 15. Anne Fiero is a contract attorney with Manatt. She is a graduate of Duke
23 University and of University of Chicago Law School. Ms. Fiero performed work in connection
24 with several motions in this matter, including Defendants' motions to dismiss, the motion for
25 sanctions, the motion to seek leave to amend, and the class certification motion.

26 16. Donna Wishon is a senior paralegal with over 16 years of experience in litigation,
27 including the last 4 at Manatt. She has a paralegal certificate from Canada College, having
28 graduated with honors. She was the lead paralegal for Manatt on this case. Her responsibilities

1 included, but were not limited to: overseeing document productions; communicating and
2 coordinating with counsel regarding materials for use in hearings before the Court and at
3 depositions; overseeing the document database; and compiling and organizing trial exhibits,
4 deposition transcripts, and witness notebooks for use at trial.

5 17. Keysha Hunt is a paralegal with over 8 years of experience in litigation, including
6 the last 2.5 at Manatt. She was previously in Manatt's Palo Alto Office but now works in
7 Manatt's San Francisco Office. Her responsibilities included, but were not limited to: overseeing
8 document productions; communicating and coordinating with counsel regarding materials for use
9 in hearings before the Court and at depositions; and assisting in the set-up and maintenance of the
10 document database.

11 18. Karen Sloane is a paralegal in Manatt's Los Angeles office. She assisted Los
12 Angeles-based counsel with document productions and other discovery issues.

13 19. Daniel Crim is a junior paralegal in Manatt's Palo Alto office. He assisted Ms.
14 Wishon with overflow discovery and motion-related tasks.

15 20. I am familiar with each of the Manatt attorneys and paralegals who worked on this
16 matter. Based upon my knowledge and experience, the billing rates for the paralegals and
17 attorneys who worked on this matter are commensurate with their years of experience and skills,
18 and my firm is paid these rates by clients on a regular basis.

19 21. The lodestar amount for attorney and paralegal time billed by Manatt during the
20 litigation is \$3,762,245.70. According to the declaration of Lew LeClair filed concurrently
21 herewith, the lodestar amount for attorney and paralegal time billed by Mckool Smith PC during
22 the litigation is \$3,145,052.70. The combined lodestar amount for both Mckool Smith PC and
23 Manatt (collectively "Petitioners") at each firms' hourly rates during the litigation is
24 \$6,907,298.40.

25 22. Petitioners' requested fee award of 30%, or \$8,430,000.00, amounts to a multiplier
26 of approximately 1.22. Petitioners' request for 30% of the net common fund is lower than typical
27 contingency agreements in commercial cases of the magnitude of this case, which typically range
28 from 33% to 40%. Manatt devotes a small portion of its legal practice to contingency litigation.

1 Customary fees in such contingency cases are typically a percentage of the amounts recovered,
2 typically between 33% and 40%.

3 23. On behalf of the putative class, Herbert Adderley, as class representative, signed a
4 fee agreement with Manatt, acknowledging that his lawyers would seek a portion of any recovery
5 for expenses and fees. See fee agreement attached hereto as **Exhibit A**. The class notice that was
6 mailed to each prospective member of the class in June 2008 explained that counsel for Plaintiffs
7 would seek a percentage of funds as attorneys' fees in the event that Plaintiffs prevailed. See
8 class notice attached hereto as **Exhibit B**. In addition, Plaintiffs' counsel intend, with leave of the
9 Court, to notify each member of the class that they intend to seek 30% of the common fund as a
10 fee award and expenses. Plaintiffs' counsel's letter to the class will explain that each member of
11 the class has the right to object to the fee application.

12 24. Plaintiffs' counsel expended significant time and resources in connection with this
13 matter. Had Plaintiffs' counsel not prevailed in this matter, they would not have been able to
14 recover the millions of dollars they incurred in legal fees or the hundreds of thousands of dollars
15 they incurred as costs and expenses.

16 25. This action was fraught with novel and complex issues related to liability, damages
17 and class certification and involved factual and legal issues that were complex and highly
18 contested. Plaintiffs counsel vigorously litigated this dispute in the following ways:

- 19 • Preparation of multiple drafts of each of the four complaints in this action
20 along with motions for leave to amend;
- 21 • Review of documents produced by Plaintiffs' class representative and party
22 witnesses;
- 23 • Preparation of requests for production to Defendants;
- 24 • Preparation of requests for production to non-parties and preparation of non-
25 party subpoenas in connection with same;
- 26 • Review of Defendants' document production;
- 27 • Review of non-party document productions;
- 28 • Preparation of indexes and analysis of documents in preparation for
depositions, motions and trial;
- Extensive consultation with experts including (i) review and organization of

1 thousands of pages of financial documents produced by the Defendants and
2 their representatives; (ii) identification of additional materials to request; (iii)
3 preparation for financial-related depositions; (iv) analysis of relevant literature;
4 and (v) review of the expert reports submitted on behalf of Defendants;

- 5 • Numerous interviews of class members;
- 6 • Identification of witnesses to be deposed;
- 7 • Depositions, including those of the named Defendants, their current and former
8 employees and non-parties;
- 9 • Defending depositions of class witnesses and experts;
- 10 • Legal research under California Law, Virginia Law and the District of
11 Columbia law;
- 12 • Preparation of numerous motions and responses to motions including, but not
13 limited to: (i) Opposition to Motion for Sanctions, filed April 4, 2007 (Dkt.
14 No. 60-62); (ii) Opposition to Motion for Judgment on the Pleadings, filed
15 April 4, 2007 (Dkt. No. 55-56); (iii) Opposition to Motion to Change Venue,
16 filed April 4, 2007 (Dkt. No. 57-59); (iv) Opposition to Motion to Dismiss
17 Second Amended Complaint, filed July 6, 2007 (Dkt. No. 110-11); (v) letter
18 filings re: production of Defendants' financial statements, filed August 10,
19 2007 (Dkt. Nos. 112, 122); (vi) Letter filings re: Plaintiffs' payments of
20 NFLPA Dues, filed September 4, 2007 (Dkt. Nos. 130-132); (vii) Motion for
21 Leave to File a Third Amended Complaint, filed September 27, 2007 (Dkt.
22 Nos. 139, 141, 147, 169-170); (viii) Motion to Certify Class, filed March 14,
23 2008 (Dkt. Nos. 217-223, 253-54); (ix) Opposition to Motion to Strike the
24 Declaration of Marvin Miller, filed March 28, 2008 (Dkt. No. 229).
25 Opposition filing is found at Dkt. No. 246); (x) Letter filings re: document
26 requests and discovery responses, filed April 7, 2008 (Dkt. No. 258) (xi)
27 Opposition to Motion for Leave to File a Supplemental Memorandum on
28 Plaintiffs' Class Certification Motion, filed April 8, 2008 (Dkt. No. 268); (xii)
letter filings re: documents related to Gene Upshaw, filed June 4, 2008 (Dkt.
No. 285); (xiii) Opposition to Motion for Summary Judgment, filed June 13,
2008 (Dkt. No. 310-11) (xiv) Motion to Strike the Declarations of Linda
Castillon, Adam Sullins, Jason Brenner, Christine Finch, and Steve Byrd Filed
in Support of Defendants' Motion for Summary Judgment, filed July 1, 2008
(Dkt. Nos. 308-309, 326-327); (xv) letter filings re: scrambling of player
images by EA, as related to Defendants' summary judgment motion, filed July
30, 2008 (Dkt. Nos. 340-342, 347-348); (xvi) Motion to Dismiss Bernard
Parrish's individual claim, filed August 12, 2008 (Dkt. Nos. 358, 360); (xvii)
Opposition to Motion to Decertify class, filed August 15, 2008 (Dkt. No. 371-
372); (xviii) letter filings re: summary judgment arguments, filed August 22,
2008 (Dkt. Nos. 374-375); (ixx) motions in limine and oppositions thereto
(Dkt. Nos. 409, 411-414, 417-419, 423, 427-429, 433-434, 437-442, 444, 446-
448, 453, 455, 457, 474, 476); (xx) various trial briefs and oppositions thereto
(Dkt. Nos. 483-485, 502, 517, 520, 532, 534, 536, 539-540, 545, 548).
- Preparation of scheduling orders;
- Preparation of interrogatories, requests for admissions and responses to same;
and

- Preparation of countless letters to opposing counsel regarding (i) deposition scheduling, (ii) document discovery, and (iii) settlement.

26. Plaintiffs' counsel devoted thousands of hours of attorney and paralegal time and effort pursuing, reviewing and utilizing the party and non-party documents produced in this Lawsuit. Plaintiffs were forced to wade through thousands of complex and often arcane accounting materials in order to identify the critical documents that substantiated Plaintiffs' claims. In addition, Plaintiffs were aggressive in pushing for additional documents in the face of repeated resistance from Defendants and third parties aligned with Defendants. Plaintiffs' preparation for trial required various members of Plaintiffs' team to devote nearly all of their time to this litigation for extended durations.

27. The deposition phase of the lawsuit was also time-consuming, hard-fought and intensive. The preparation required for these depositions was substantial. Databases were reviewed by paralegals to identify and pull the specific documents associated with each particular witness. Attorneys would then review those documents for relevance and usefulness. Furthermore, while Plaintiffs tried to be efficient and combine travel whenever possible, Plaintiffs were required to travel significant distances to conduct depositions in this matter. For example, depositions were held in California, New York, Maryland, Philadelphia, Texas and Washington D.C.

28. While preparing for trial, Plaintiffs also made efforts to settle the case including by participating in a settlement conference with Magistrate Judge James Larson of the Northern District of California. Despite Plaintiffs' settlement efforts, Defendants refused all such overtures and Plaintiffs were left with no choice but to proceed to trial. To date, Defendants have never offered anything to settle this case, despite the fact that (1) the key document in this case was described by the Court as a "masterpiece of obfuscation" and an "empty promise"; (2) Defendants lost each of their several motions to dismiss; (3) Plaintiffs' class was certified over Defendants' strenuous objection; (4) Defendants' attempt to appeal the Court's certification of the class to the Ninth Circuit was denied; (5) Defendants' subsequent motion to de-certify the class was also denied; and (6) Defendants' motion for summary judgment was summarily denied.

1 29. Trial of this matter, which is extremely rare in class action cases, lasted three
2 weeks during which witnesses were examined and dozens of documents were received into
3 evidence. Plaintiffs faced additional resistance by Defendants through their motions for JMOL
4 and heavily-contested jury instruction briefing and argument. Plaintiffs expect additional
5 resistance from Defendants in the form of another JMOL motion and appeal.

6 30. Based upon my knowledge and experience, given the nature and complexity of the
7 case, the skill of the attorneys on both sides of the case, and the result obtained, it is my opinion
8 that the time expended by Manatt was necessary and the fees billed are reasonable under the
9 circumstances of this case. Furthermore, the \$28.1 million verdict has been widely praised by the
10 Class members (including the class representative, Herbert Adderley). See articles collectively
11 attached hereto as **Exhibit C**.

12 MONTHLY DETAIL OF SERVICES PERFORMED BY MANATT

13 31. Services performed by Manatt on a monthly basis are summarized, along with
14 billing totals for each month in the paragraphs that follow.

15 32. As would be expected on a matter of this magnitude, some of the work performed
16 involved privileged communications, activities or work product. The services summarized below
17 do not include any references to the substance of such privileged attorney/client communications
18 or work product. The summaries are derived from Manatt's billing records, which contain
19 references to privileged communications and to the work product strategies of counsel. For this
20 reason the actual monthly bills are not attached as exhibits. However, plaintiff is willing to
21 provide copies of all invoices for *in-camera* inspection if deemed necessary under Local Rule 54-
22 6(b)(2).

23 33. The services performed by Manatt on a monthly basis are summarized, along with
24 billing totals for each month, in the paragraphs that follow.

25 Services Performed During January 2007

26 34. We began conferring with our clients and reviewing those documents in their
27 possession for use in drafting the complaint. We also conferred with our co-counsel from the
28 McKool Smith, P.C. law firm on the drafting of the complaint.

1 35. We prepared the first draft of the complaint. This draft was subsequently revised
2 several times.

3 36. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	1.10	\$435	\$478.50
R. Hilbert	3.00	\$460	\$1380
R. Katz	4.10	\$690	\$2829
TOTAL	8.20		\$4,687.50

9 Services Performed During February 2007

10 37. Plaintiffs' original complaint was filed on February 14, 2007.

11 38. In the days leading up to February 14, 2007, we continued to draft and revise the
12 original complaint. As part of this process, we continued to review those documents in the
13 possession of our clients as well as those that were publicly available. We also performed legal
14 research in connection with the causes of action in the complaint. In addition, we conferred with
15 our co-counsel and clients about the draft complaint and possible edits.

16 39. Because this was to be a class action, we researched, drafted and revised a motion
17 to be appointed interim class counsel. We also compiled the materials necessary to support such
18 a motion. As with the complaint, we conferred with our co-counsel about this motion, and
19 included their feedback into the draft.

20 40. We had discussions with the current class representatives and with potential
21 additional class representatives regarding the first amended complaint.

22 41. On February 23, 2007, we filed a first amended complaint. We spent a significant
23 amount of time during the period between approximately February 14 and February 23 drafting,
24 revising and finalizing the first amended complaint, and conferring with our clients and co-
25 counsel about it.

26 42. The total fees billed for work done during this month were:
27
28

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	8.10	\$435	\$3523.50
R. Hilbert	49.90	\$460	\$22954
K. Hunt	2.30	\$175	\$402.50
R. Katz	51.40	\$690	\$35466
D. Wishon	8.00	\$265	\$2120
TOTAL	119.70		\$64,466.00\$64,466.00

Services Performed During March 2007

43. In early March 2007, Defendants sent us a letter indicating that they intended to file a Rule 11 motion unless we agreed to withdraw our first amended complaint. We conducted significant legal research into the elements of a Rule 11 motion, investigated the facts, and considered our possible response. We also conferred with our co-counsel on several occasions about Defendants' Rule 11 letter. We drafted, discussed and revised a response to Defendants' letter.

44. We continued to review those documents in the possession of our clients as well as those that were publicly available.

45. We also performed legal research regarding some of the key legal issues in this case.

46. Sometime in March 2007, we realized that Defendants had altered their website after the filing of our initial complaint. We corresponded with opposing counsel on this issue and asked them to preserve all versions of their website going forward.

47. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	7.40	\$435	\$3219
A. Fiero	32.00	\$415	\$13280
R. Hilbert	11.00	\$460	\$5060
K. Hunt	.80	\$175	\$140

R. Katz	17.40	\$690	\$12006
TOTAL	68.60		\$33,705.00

Services Performed During April 2007

48. In April 2007, Defendants filed a motion for sanctions under Rule 11, a motion for judgment on the pleadings, and a motion to change venue.

49. We conferred on numerous occasions both internally and with co-counsel about Defendants' motions and our strategy for responding to them.

50. We conducted legal research regarding Defendants' motion for judgment on the pleadings and drafted an outline of our response to the motion. We subsequently drafted the opposition to this motion. This draft went through several iterations as a result of discussions both internally and with co-counsel.

51. We reviewed and provided comments to co-counsel regarding Defendants' motion for sanctions under Rule 11 and motion to change venue. Drafts of these motions also went through several iterations as a result of discussions both internally and with co-counsel.

52. We received and reviewed Defendants' opposition to our motion to be appointed interim class counsel. We also conducted legal research on the cases cited in Defendants' opposition, and researched cases favorable to us. We discussed the results of our research internally and with co-counsel.

53. We discussed with opposing counsel an appropriate date for the hearing on Defendants' motions, and on our motion to be appointed interim class counsel. Once we agreed on a specific date, we worked with opposing counsel on an appropriate stipulation to re-set certain dates.

54. In mid-April 2007, the Court issued an order regarding the joint case management statement. We considered and discussed an appropriate discovery plan in anticipation of the upcoming Case Management Conference. We conferred with co-counsel about the details of this discovery plan.

55. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	4.20	\$435	\$1827
A. Fiero	65.50	\$415	\$27182.50
R. Hilbert	3.20	\$460	\$1472
K. Hunt	2.30	\$175	\$402.50
R. Katz	9.70	\$690	\$6693
TOTAL	84.90		\$37,577.00

Services Performed During May 2007

56. We continued to review and revise our oppositions to Defendants' motion for sanctions under Rule 11, motion for judgment on the pleadings, and motion to change venue. We also conducted additional legal research regarding these motions, and continued to discuss the oppositions internally and with co-counsel. These documents were eventually finalized, cite-checked and e-filed with the Court.

57. We worked with our clients in drafting and finalizing declarations in support of our oppositions to Defendants' motions. This included numerous communications between us and our clients and between us and co-counsel.

58. We continued to conduct legal research regarding Defendants' opposition to our motion to be appointed interim class counsel, and to discuss the results of our research internally and with co-counsel. We drafted our reply in support of our motion, and discussed this draft both internally and with co-counsel. We also drafted and revised declarations in support of our reply.

59. We finalized our reply and supporting documents and e-filed them with the Court.

60. We further considered and discussed our discovery plan for this case. We scheduled and participated in a Rule 26 conference with opposing counsel. We discussed the results of this conference internally and with co-counsel.

61. We received and reviewed Defendants' reply briefs in support of their motion for sanctions under Rule 11, motion for judgment on the pleadings, and motion to change venue. We conducted legal research regarding these reply briefs, and discussed the briefs and the results of

1 our research internally and with co-counsel and our clients.

2 62. We worked with our clients and an outside computer forensic expert to make sure
3 that our clients' computer files were preserved for discovery.

4 63. We prepared for the upcoming hearing on Defendants' motion for sanctions under
5 Rule 11, motion for judgment on the pleadings, and motion to change venue by reviewing each of
6 the parties' filings in connection with these motions as well as all relevant case law.

7 64. We prepared an outline of the arguments we intended to make at the hearing, as
8 well as case binders related to the motions.

9 65. We attended the hearing on Defendants' motions and on our motion to be
10 appointed interim class counsel.

11 66. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	55.00	\$435	\$23925
A. Fiero	87.50	\$415	\$36312.50
R. Hilbert	30.40	\$460	\$13984
K. Hunt	4.00	\$175	\$700
R. Katz	45.80	\$690	\$31602
D. Wishon	4.20	\$265	\$1113
TOTAL			\$107,636.50

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20 Services Performed During June 2007

21 67. We received and reviewed the Court's order on Defendants' motions and on our
22 motion to be appointed interim class counsel. We discussed the impact of the Court's order
23 internally and with co-counsel.

24 68. We conducted legal research into those claims we were considering for our second
25 amended complaint in light of the Court's order. We discussed the results of that research
26 internally and with co-counsel. We drafted a second amended complaint, which we discussed
27 with co-counsel and revised.
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1 69. We had several communications with our clients and an outside computer forensic
2 expert to make sure that our clients' computer files were preserved for discovery.

3 70. We reviewed and revised our draft joint case management statement, as well as
4 our initial disclosures. We discussed these documents with co-counsel and with opposing
5 counsel.

6 71. We researched the requirements under the Court's rules regarding ADR. We
7 drafted and e-filed the appropriate certification forms.

8 72. We searched for, obtained and reviewed publicly-available documents – such as
9 Players Inc' agreement with the Topps Company – and analyzed their relation and helpfulness to
10 our case.

11 73. We drafted discovery requests and reviewed those discovery requests with co-
12 counsel. We served those requests on opposing counsel.

13 74. We received and reviewed Defendants' discovery requests and discussed those
14 requests, and our strategy for responding to those requests, with co-counsel. We also continued
15 to work with our clients and an outside computer forensic expert to make sure that our clients'
16 computer files were preserved for discovery. We reviewed document submitted by our clients in
17 response to Defendants' discovery requests.

18 75. We prepared for and attended the Case Management Conference.

19 76. We drafted a second amended complaint and discussed that draft with co-counsel.
20 We finalized the second amended complaint and e-filed it with the Court.

21 77. We drafted a summons for the NFLPA and oversaw the service of that summons
22 and a copy of the second amended complaint on the NFLPA.

23 78. We reviewed, revised and served our initial disclosures on opposing counsel, and
24 reviewed the initial disclosures we received from opposing counsel.

25 79. The total fees billed for work done during this month were:
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	33.60	\$435	\$14616
A. Fiero	72.80	\$415	\$30212
R. Hilbert	96.80	\$460	\$44528
K. Hunt	5.40	\$175	\$945
R. Katz	10.80	\$690	\$7452
D. Wishon	.30	\$265	\$79.50
TOTAL	219.70		\$97,832.50

Services Performed During July 2007

80. We continued to review documents submitted by our clients in response to Defendants' discovery requests.

81. We received and reviewed Defendants' motions to dismiss our second amended complaint and discussed those motions internally and with co-counsel. We conducted significant legal research regarding those motions and drafted, reviewed and revised our opposition to those motions.

82. We worked on identifying potential expert witnesses and conducted conference calls with proposed expert witnesses in the case.

83. We received and reviewed Defendants' responses to our discovery requests and exchanged meet and confer correspondence with opposing counsel to address deficiencies therein.

84. We received and reviewed additional discovery requests from Defendants and discussed those requests, and our strategy for responding to those requests, with co-counsel.

85. We drafted a protective order and discussed that draft with co-counsel and opposing counsel.

86. We discussed with opposing counsel an appropriate date for the hearing on Defendants' motions. Once we agreed on a specific date, we worked with opposing counsel on an appropriate stipulation to re-set certain dates. We also contacted opposing counsel about

1 stipulating to a consolidated opposition and prepared and e-filed the corresponding stipulation.

2 87. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	21.00	\$435	\$9135
A. Fiero	83.00	\$415	\$34445
R. Hilbert	90.00	\$460	\$41400
K. Hunt	4.70	\$175	\$822.50
R. Katz	52.20	\$690	\$36018
D. Wishon	.30	\$265	\$79.50
TOTAL	251.20		\$121,900.00

11 Services Performed During August 2007

12 88. We continued to review and revise our consolidated opposition to Defendants'
13 motions to dismiss our second amended complaint. That opposition was eventually finalized and
14 e-filed with the Court on August 9, 2008.

15 89. We continued to exchange meet and confer correspondence with opposing counsel
16 to address deficiencies in their discovery responses. Eventually we prepared and filed a letter
17 brief to the Court on these deficiencies. We prepared for and participated in a hearing on
18 discovery issues that took place on August 17, 2007.

19 90. We drafted a subpoena for third-party Doug Allen and oversaw service of that
20 subpoena. We also drafted, discussed and revised a 30(b)(6) notice to Defendants.

21 91. We drafted, reviewed and revised our written responses to Defendants' discovery
22 requests.

23 92. We received and reviewed documents submitted by Defendants in response to our
24 discovery requests.

25 93. We compiled documents and prepared outlines for the depositions of Doug Allen,
26 Gene Upshaw and Howard Skall. We exchanged correspondence with opposing counsel
27 regarding deposition scheduling.

1 94. We prepared for the hearing on Defendants' motions to dismiss by reviewing each
2 of the parties' filings in connection with the motions and all relevant case law. We also prepared
3 an outline of the arguments we intended to make at the hearing, as well as case binders related to
4 the motions.

5 95. We attended the hearing on Defendants' motions to dismiss and related items.

6 96. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	36.50	\$435	\$15877.50
A. Fiero	82.00	\$415	\$34030
R. Hilbert	134.50	\$460	\$61870
K. Hunt	18.90	\$175	\$3307.50
R. Katz	76.60	\$690	\$52854
D. Wishon	.50	\$265	\$132.50
TOTAL	349.00		\$168,071.50

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15 Services Performed During September 2007

16 97. We worked with our clients to prepare and e-file declarations required by the
17 Court.

18 98. We continued to review document submitted by our clients in response to
19 Defendants' discovery requests. We prepared those documents for production to opposing
20 counsel.

21 99. We received and reviewed the Court's order on Defendants' motions to dismiss.
22 We discussed the impact of the Court's order internally and with co-counsel.

23 100. We conducted legal research into those new/revised claims we were considering
24 for our third amended complaint in light of the Court's order. We discussed the results of that
25 research internally and with co-counsel. We drafted a third amended complaint, which we
26 discussed with co-counsel and revised.

27 101. We received and reviewed additional documents submitted by Defendants in
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1 response to our discovery requests. We oversaw the inclusion of those documents into an
2 electronic database that could be searched.

3 102. We communicated with opposing counsel and the Court regarding the status of
4 Doug Allen's deposition. We subsequently received and reviewed the deposition transcript of
5 Doug Allen. We discussed the impact of that deposition transcript on our third amended
6 complaint.

7 103. We drafted, reviewed and revised our motion for leave to file a third amended
8 complaint and supporting declarations. This motion, and our proposed third amended complaint,
9 was filed on September 27, 2007.

10 104. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	51.20	\$435	\$22272
A. Fiero	102.50	\$415	\$42537.50
R. Hilbert	108.90	\$460	\$50094
K. Hunt	11.40	\$175	\$1995
R. Katz	70.40	\$690	\$48576
P. Parcher	2.30	\$785	\$1805.50
B. Shatz	.80	\$570	\$456
K. Sloane	9.70	\$255	\$2473.50
D. Wishon	13.70	\$265	\$3630.50
TOTAL	370.90		\$173,840.00

22 Services Performed During October 2007

23 105. We received and reviewed Defendants' opposition to our motion for leave to file a
24 third amended complaint and discussed that opposition with co-counsel.

25 106. We conducted significant legal research regarding Defendants' opposition and
26 reviewed numerous documents and third-party declarations submitted by Defendants in support
27 of their opposition. We drafted a reply in support of our motion and discussed that reply
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1 internally and with co-counsel. We also drafted, reviewed and revised declarations in support of
2 our reply.

3 107. We drafted, reviewed and revised a motion to strike the declaration of Doug Allen
4 Defendants submitted in support of their opposition.

5 108. We received and reviewed a letter submitted by Defendants' counsel in response
6 to our motion for leave to file a third amended complaint and prepared and e-filed a response.

7 109. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	30.10	\$435	\$13093.50
A. Fiero	58.00	\$415	\$24070
R. Hilbert	55.40	\$460	\$25484
K. Hunt	3.00	\$175	\$525
R. Katz	33.60	\$690	\$23184
D. Wishon	9.10	\$265	\$2411.50
TOTAL	189.20		\$88,768.00

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16 Services Performed During November 2007

17 110. We received and reviewed the Court's order on our motion for leave to file a third
18 amended complaint. We revised our proposed third amended complaint accordingly and e-filed it
19 with the Court.

20 111. We reviewed with co-counsel those discovery items that were outstanding at the
21 time the Court granted Defendants' motions to dismiss our second amended complaint. We
22 subsequently contacted opposing counsel and proposed a joint stipulation re-setting certain of
23 these deadlines. We also discussed and attempted to work through outstanding discovery
24 disputes with Defendants.

25 112. We drafted, reviewed and revised new discovery requests to Defendants.

26 113. We received, reviewed and discussed Defendants' answer to our third amended
27 complaint.
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114. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	8.70	\$435	\$3784.50
A. Fiero	41.00	\$415	\$17015
R. Hilbert	54.30	\$460	\$24978
K. Hunt	2.00	\$175	\$350
R. Katz	10.90	\$690	\$7521
K. Sloane	1.30	\$255	\$331.50
D. Wishon	5.30	\$265	\$1404.50
TOTAL	123.50		\$55,384.50

Services Performed During December 2007

115. We exchanged correspondence with opposing counsel about updating the schedule for our motion for class certification. This necessitated motion practice before the Court.

116. We participated in significant discovery efforts during December. We received additional documents submitted by Defendants in response to our discovery requests. We oversaw the inclusion of those documents into an electronic database that could be searched, and reviewed those documents. We also received and reviewed additional discovery responses from Defendants. We exchanged numerous meet and confer correspondence, and participated in several conference calls, with opposing counsel to address various discovery deficiencies.

117. We performed extensive work preparing additional discovery requests and subpoenas to third parties such as Electronic Arts. We also engaged in meet and confer efforts with these third parties about the scope of their responses to our subpoenas.

118. We drafted correspondence to opposing counsel regarding documents we intended to show our expert. We also had meetings and conference calls with our expert to discuss various damages theories.

119. We continued to collect and review documents from our clients, and to prepare those documents for production to opposing counsel.

120. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	8.60	\$435	\$3741
A. Fiero	13.80	\$415	\$5727
R. Hilbert	66.30	\$460	\$30498
K. Hunt	1.00	\$175	\$175
R. Katz	21.50	\$690	\$14835
D. Wishon	1.50	\$265	\$397.50
TOTAL	112.70		\$55,373.50

Services Performed During January 2008

121. January was also a substantial month for discovery issues. We received and reviewed additional documents submitted by Defendants. We also received and reviewed additional discovery responses from Defendants. We conducted legal research in connection with Defendants' discovery responses, drafted meet and confer correspondence, and participated in conference calls designed to cure Defendants' discovery deficiencies. We also worked on additional discovery matters including editing responses and objections to Defendants' discovery requests.

122. We reviewed, revised and sent new 30(b)(6) notices to opposing counsel and exchanged correspondence regarding the scope of our notice. We also exchanged correspondence on scheduling the deposition of Defendants' 30(b)(6) witness and related witnesses. We drafted and served on opposing counsel amended deposition notices and subpoenas for Pat Allen, Howard Skall, Dawn Ridley and Gene Upshaw.

123. We continued to exchange correspondence with Electronic Arts regarding our subpoena.

124. We drafted a settlement conference statement for a settlement conference that was to take place before Magistrate Judge James Larson in February 2008. We discussed this statement with our co-counsel and revised it accordingly.

1 125. We searched for and compiled documents in preparation for the deposition of our
2 client, Herb Adderley. We also searched for and compiled documents in preparation for our
3 deposition of Dawn Ridley, Howard Skall, Gene Upshaw and Defendants' designated 30(b)(6)
4 witness.

5 126. We began drafting the outline for the upcoming deposition of Gene Upshaw, a key
6 witness in this case.

7 127. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	32.30	\$485	\$15665.50
A. Fiero	26.60	\$440	\$11704
R. Hilbert	63.00	\$505	\$31815
K. Hunt	29.80	\$210	\$6258
R. Katz	8.90	\$700	\$6230
K. Sloane	13.00	\$270	\$3510
D. Wishon	1.50	\$280	\$420
TOTAL			\$75,602.50

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17 Services Performed During February 2008

18 128. We attended the settlement conference before Magistrate Judge Larson to discuss
19 potential settlement in the action.

20 129. February was another substantial month for discovery issues. We continued to
21 respond to discovery requests and to exchange meet and confer correspondence designed to
22 address various discovery disputes, including issues related to Defendants' document production,
23 the scope and timing of such document production, and related issues.

24 130. We received and reviewed Defendants' supplemental initial disclosures, and
25 discussed with co-counsel the impact such disclosures had on our deposition strategy and
26 schedule.

27 131. We exchanged communications with co-counsel and opposing counsel regarding
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1 scheduling depositions.

2 132. We prepared for the deposition of Joel Linzner of Electronic Arts by collecting and
3 reviewing relevant documents, speaking with co-counsel about suggested topics and questions,
4 and preparing a detailed outline. We deposed Joel Linzner in San Francisco on February 8, 2008.

5 133. We prepared for the deposition of Gene Upshaw by collecting and reviewing
6 relevant documents, speaking with co-counsel about suggested topics and questions, and
7 preparing a comprehensive outline. We deposed Gene Upshaw in Washington, D.C. on February
8 13, 2008.

9 134. We prepared for the deposition of Glenn Eyrich, Defendants' 30(b)(6) witness on
10 damages, by collecting and reviewing relevant documents, speaking with co-counsel and our
11 damages expert about suggested topics and questions, and preparing a detailed outline. We
12 deposed Glenn Eyrich in Washington, D.C. on February 12, 2008.

13 135. We prepared for the deposition of Howard Skall by collecting and reviewing
14 relevant documents, speaking with co-counsel about suggested topics and questions, and
15 preparing a detailed outline. We deposed Howard Skall in Rockville, Maryland on February 14,
16 2008.

17 136. We worked with our client, Herb Adderley, to prepare him for his deposition,
18 including in connection with responses to document requests and other issues relating to that
19 deposition. We also defended Mr. Adderley at his deposition in Philadelphia, Pennsylvania on
20 February 20, 2008.

21 137. We participated in conference calls with co-counsel to discuss the results of the
22 numerous key depositions we had taken, and their impact on our case.

23 138. We exchanged correspondence and participated in meetings with our damages
24 expert about our damages theories.

25 139. We reviewed and revised our draft motion for class certification, and discussed
26 this draft both internally and with co-counsel. We conducted significant legal research in
27 connection with this motion.

28 140. We prepared for the deposition of Pat Allen by collecting and reviewing relevant

1 documents, speaking internally and with co-counsel about suggested topics and questions, and
2 preparing a detailed outline. We deposed Pat Allen in Los Angeles, California on February 28,
3 2008.

4 141. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	91.30	\$485	\$44280.50
A. Fiero	99.00	\$440	\$43560
L. Franco	94.00	\$550	\$51700
R. Hilbert	152.50	\$505	\$77012.50
K. Hunt	68.80	\$210	\$14448
R. Katz	101.20	\$700	\$70840
P. Parcher	.40	\$850	\$340
K. Sloane	32.80	\$270	\$8856
D. Wishon	2.30	\$280	\$644
TOTAL	642.30		\$311,681.00

16 Services Performed During March 2008

17 142. We continued to work on the motion for class certification, including drafting
18 certain sections, reviewing and collecting deposition cites, reviewing and collecting important
19 documents and other publicly-available materials in support of the motion, conducting exhaustive
20 legal research, and discussing the motion and related documents internally and with co-counsel.

21 143. We drafted, reviewed and revised the declaration of Ronald S. Katz in support of
22 our motion for class certification. We also had several discussions with experts Marvin Miller
23 and Phil Rowley and helped draft and revise their declarations in support of the motions.

24 144. Eventually we finalized the motion for class certification and e-filed it with the
25 Court.

26 145. We continued to work on discovery issues, including issues related to Defendants'
27 document production and related issues.

1 146. We reviewed the deposition of Herb Adderley and worked with him to prepare and
2 send his errata. We also participated in a meet and confer call with opposing counsel on this
3 issue.

4 147. We met with expert Marvin Miller in New York to discuss his opinions on the
5 case. While there, we also met with our lead trial counsel, Peter Parcher, to discuss the status of
6 the case and our strategy for trial.

7 148. We received and reviewed Defendants' opposition to our motion for class
8 certification. We discussed Defendants' opposition internally and with co-counsel. We began
9 conducting legal research regarding Defendants' arguments and in support of our reply brief.

10 149. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	64.60	\$485	\$31331
A. Fiero	64.00	\$440	\$28160
L. Franco	100.20	\$550	\$55110
R. Hilbert	127.40	\$505	\$64337
K. Hunt	20.60	\$210	\$4326
R. Katz	69.70	\$700	\$48790
P. Parcher	13.40	\$850	\$11390
B. Shatz	48.20	\$580	\$27956
K. Sloane	18.30	\$270	\$4941
D. Wishon	26.80	\$280	\$7504
TOTAL	553.20		\$283,845.00

23 Services Performed During April 2008

24 150. We prepared for the depositions of witnesses for Topps and Upper Deck by
25 conferring with co-counsel and offering suggested topics and questions. We carefully reviewed
26 the transcripts of those depositions once they were completed.

27 151. We reviewed and commented on correspondence with opposing counsel regarding
28

1 the upcoming depositions of Joe Nahra and Richard Berthelsen. We assisted co-counsel in
2 preparing for those depositions by offering suggested topics and questions.

3 152. We continued to conduct legal research in connection with our reply in support of
4 our motion for class certification. We also drafted the reply and discussed the draft with co-
5 counsel.

6 153. We reviewed Defendants' motion to strike the declaration of Marvin Miller. We
7 conducted legal research regarding Defendants' motion. We also prepared a draft opposition to
8 Defendants' motion.

9 154. Eventually we finalized the opposition to Defendants' motion to strike the
10 declaration of Marvin Miller, and our reply in support of our motion for class certification, and e-
11 filed both with the Court.

12 155. We received an Order from the Court directing us to file certain previously-
13 confidential documents in the public domain. We collected and reviewed the documents that
14 were the subject of the Court's order and complied.

15 156. We received Defendants' request to file a supplemental memorandum on class
16 member information. We conducted legal research regarding Defendants' request, and drafted
17 and filed a response with the Court.

18 157. We also worked on various discovery disputes during this period, including in
19 connection with Defendants' responses to our requests for documents. The parties submitted
20 letter briefs to the Court on this issue and a discovery hearing was held on April 11, 2008.

21 158. We prepared for the hearing on class certification by reviewing each of the filings
22 associated with the motion, and by meeting with co-counsel in advance of the class certification
23 hearing. We attended the hearing on class certification on April 24, 2008.

24 159. We received and reviewed an Order from the Court certifying the class. We
25 discussed this Order with co-counsel and considered its impact on the case going forward. We
26 drafted and e-filed a statement agreeing to apply the law of D.C. or Virginia as required by the
27 Court.

28 160. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	30.30	\$485	\$14695.50
D. Crim	26.60	\$185	\$4921
A. Fiero	35.00	\$440	\$15400
L. Franco	43.00	\$550	\$23650
R. Hilbert	111.30	\$505	\$56206.50
K. Hunt	16.00	\$210	\$3360
R. Katz	53.30	\$700	\$37310
P. Parcher	.20	\$850	\$170
B. Shatz	.50	\$580	\$290
K. Sloane	1.60	\$270	\$432
D. Wishon	34.20	\$280	\$9576
TOTAL	352.00		\$166,011.00

Services Performed During May 2008

161. We met with co-counsel to discuss the status of the case and the additional discovery to be obtained prior to the close of discovery. We also discussed possibly deposing those additional witnesses identified by Defendants on their initial disclosures and contacted opposing counsel accordingly. We exchanged several communications on this issue.

162. As before, we continued to work on discovery issues, including Defendants' privilege log and the deficiencies inherent therein. We also continued to receive and review documents in response to our prior discovery requests, and to exchange meet and confer correspondence related thereto and in connection with various deposition issues. In addition, we reviewed and drafted revised responses to certain of our discovery responses.

163. We assisted in the drafting of the class notice and reviewed and revised the draft notice. We also exchanged correspondence with co-counsel and opposing counsel on posting the class notice on Defendants' website.

164. We prepared for the deposition of Richard Berthelsen by providing co-counsel

1 with suggested topics and questions.

2 165. We received and reviewed Defendants supplemental initial disclosures and
3 conferred with co-counsel about them and their impact on our need for additional depositions.

4 166. We received and reviewed Defendants' request to the Ninth Circuit to appeal the
5 Court's order granting certification. We conducted legal research in connection with Defendants'
6 request and discussed the request both internally and with co-counsel. We drafted and edited an
7 opposition to Defendants' request. We eventually finalized this opposition and submitted it to the
8 Ninth Circuit.

9 167. We had several conference calls and meetings with our damages expert, and with
10 our sports economics expert, in advance of our expert reports. We reviewed drafts of our expert
11 reports and provided our comments to our experts. Eventually we finalized the reports and served
12 them on opposing counsel. We also corresponded with opposing counsel on exchanging those
13 documents relied on by our experts, and on various deposition dates for our expert witnesses.

14 168. We reviewed documents produced by third-party Topps but not by Defendants and
15 discussed bringing this matter to Defendants' attention.

16 169. We drafted and sent Defendants a letter regarding their refusal to produce
17 documents related to Gene Upshaw and on their select production of certain multimedia
18 materials.

19 170. We participated in a conference call with a jury consultant regarding a proposed
20 mock trial in connection with the action. We discussed issues, themes, and other matters
21 associated with the mock trial.

22 171. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	16.60	\$485	\$8051
D. Crim	7.00	\$185	\$1295
A. Fiero	2.00	\$440	\$880
L. Franco	50.90	\$550	\$27995

1	R. Hilbert	142.80	\$505	\$72114
2	K. Hunt	33.20	\$210	\$6972
3	R. Katz	35.50	\$700	\$24850
4	P. Parcher	4.20	\$850	\$3570
5	B. Shatz	55.60	\$580	\$32248
6	K. Sloane	1.20	\$270	\$324
7	D. Wishon	39.40	\$280	\$11032
8	TOTAL	388.40		\$189,331.00

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10 Services Performed During June 2008

11 172. We exchanged meet and confer correspondence on Defendants' failure to produce
12 documents that were produced by third-party Topps.

13 173. We received and reviewed a letter from Defendants regarding their refusal to
14 produce documents related to Gene Upshaw and on their select production of certain multimedia
15 materials. We drafted and submitted a letter brief to the Court on this issue. We prepared for and
16 participated in discovery hearing on this issue on June 11, 2008.

17 174. We participated in additional conference calls and meetings with a jury consultant
18 and others regarding a proposed mock trial in connection with the action. Among the topics we
19 discussed was the details of an upcoming meeting on the mock trial and related issues.

20 175. We spent a significant amount of time preparing for the mock trial. More
21 specifically, we prepared outlines of each side's arguments and identified important documents.
22 We also drafted and discussed jury instructions and a special verdict form.

23 176. We drafted, edited and revised responses to certain of our written discovery
24 requests, including document requests and interrogatories.

25 177. We continued to work on issues associated with Defendants' request to the Ninth
26 Circuit to appeal the Court's order granting certification. Along these lines, we exchanged
27 communications with opposing counsel on revising the class definitions. Upon agreeing on a
28 revised definition, we notified the Ninth Circuit accordingly.

1 178. We exchanged additional meet and confer correspondence with Defendants
2 regarding their failure to produce certain documents in response to our discovery requests.

3 179. We received and reviewed Defendants' motion for summary judgment and
4 supporting documents. We had several communications internally and with co-counsel about
5 Defendants' motion and our strategy for responding to it. We worked with co-counsel on drafting
6 the opposition to Defendants' motion, including by reviewing and collecting deposition cites,
7 reviewing and collecting important documents and other materials, and conducting exhaustive
8 legal research.

9 180. We exchanged correspondence with opposing counsel regarding the deposition
10 schedules of both parties' experts.

11 181. In mid-June, we met with a jury consultant and our co-counsel to discuss issues,
12 themes, and other matters associated with the mock trial. We also discussed potential graphics.

13 182. Once Defendants' experts submitted their oppositions to our experts' reports, we
14 worked with our experts to get them appropriate documents and reviewed and provided
15 comments in connection with their draft rebuttal reports. We had several conference calls and
16 meetings with our experts on their rebuttal reports. We also suspected that Defendants might file
17 a Daubert motion and thus began conducting research into the standards for such motions.

18 183. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	6.00	\$485	\$2910
D. Crim	16.20	\$185	\$2997
A. Fiero	5.00	\$440	\$2200
L. Franco	115.10	\$550	\$63305
R. Hilbert	117.10	\$505	\$59135.50
C. Hummel	22.40	\$700	\$15680
K. Hunt	2.80	\$210	\$588
R. Katz	66.00	\$700	\$46200

1	P. Parcher	11.50	\$850	\$9775
2	B. Shatz	5.30	\$580	\$3074
3	K. Sloane	.30	\$270	\$81
4	D. Wishon	49.40	\$280	\$13832
5	TOTAL	417.10		\$219,777.50

6 Services Performed During July 2008

7
8 184. On July 1, 2008, we finalized our opposition to Defendants' motion for summary
9 judgment and e-filed it and supporting documents with the Court.

10 185. We continued to exchange correspondence with opposing counsel regarding the
11 deposition schedules of both parties' experts.

12 186. We prepared for the depositions of Defendants' experts, Steve Jizmagian and
13 Roger Noll, by collecting and reviewing relevant documents, speaking with co-counsel about
14 suggested topics and questions, and preparing a detailed outline. We deposed Dr. Jizmagian on
15 July 8 and Dr. Noll on July 9.

16 187. On July 10, we received Defendants' reply in support of their motion for summary
17 judgment. We had several conference calls with co-counsel about Defendants' reply and the
18 upcoming summary judgment hearing.

19 188. We conducted a mock trial on July 17, 2008. Leading up to the mock trial, we
20 drafted and discussed internally and with co-counsel opening argument scripts for Plaintiffs' and
21 Defendants' counsel. We also reviewed and collected deposition cites and reviewed and
22 collected important documents and other materials. We worked exhaustively with the jury
23 consultant and others to prepare these materials for use at the mock trial, and did a comprehensive
24 walk-through the day before.

25 189. We also exchanged numerous correspondence and participated in several meetings
26 with the jury consultant and co-counsel to discuss the details of the mock trial. During these
27 meetings, we also discussed preparations for trial of the action, including identification of
28 witnesses, preparation of witness outlines, preparation for exhibit indexes, and other matters

1 associated with trial.

2 190. On the day of the mock trial, we played the role of one side while co-counsel
3 played the role of the other side. Once the openings had been completed, we observed mock jury
4 deliberations and discussed the results of the mock trial with the jury consultant.

5 191. Following the mock trial, we began preparing for the summary judgment hearing
6 by reviewing each of the parties' filings in connection with the motion. We discussed the hearing
7 with co-counsel and conducted additional legal research in connection therewith.

8 192. We met with our damages expert, Phil Rowley, about his upcoming deposition and
9 prepared him. We defended Mr. Rowley at his deposition on July 22, 2008.

10 193. We participated in the summary judgment hearing on July 24, 2008.

11 194. We met with our sports economic expert, Dan Rascher, about his upcoming
12 deposition and prepared him. We defended Dr. Rascher at his deposition on July 25, 2008.

13 195. We worked on an exhibit to the Court showing those retired player class members
14 who we claimed were featured in the popular Madden video games. We corresponded with Peter
15 Rhee and co-counsel on this project. Pursuant to Court order, we prepared a supplemental letter
16 brief providing this information to the Court. We finalized and oversaw the filing of these
17 documents with the Court.

18 196. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	5.60	\$485	\$2716
D. Crim	32.90	\$185	\$6086.50
L. Franco	176.60	\$550	\$97130
R. Hilbert	159.30	\$505	\$80446.50
C. Hummel	29.00	\$700	\$20300
R. Katz	124.10	\$700	\$86870
P. Parcher	22.60	\$850	\$19210
B. Shatz	6.00	\$580	\$3480

1	D. Wishon	64.20	\$280	\$17976
2	TOTAL	620.30		\$334,215.00

3 Services Performed During August 2008

4 197. On August 1, 2008, we prepared and filed a motion for leave to file a supplemental
5 declaration in support of our Court-ordered July 30 supplemental letter brief.

6 198. We received and reviewed the Court's order denying Defendants' motion for
7 summary judgment on August 6, 2008. We discussed the impact of this order internally and with
8 co-counsel.

9 199. We prepared for and met with retired player and potential class witness Jeff Nixon
10 in Buffalo, New York. We also participated in conference calls with and about other potential
11 class witnesses located around the country.

12 200. We began exhaustive preparations for the trial in this matter. Along these lines,
13 we exchanged communications with our jury consultant on proposed voir dire questions. We also
14 exchanged communications and participated in several conference calls with co-counsel on pre-
15 trial issues such as our proposed witness list, stipulated facts, and other pre-trial filings.

16 201. We conducted legal research in connection with the draft jury instructions for use
17 in this case and discussed those instructions internally and with co-counsel. We had several
18 conference calls with opposing counsel and co-counsel on these issues and revised the draft jury
19 instructions accordingly.

20 202. We exchanged correspondence with opposing counsel on voir dire and a draft jury
21 questionnaire. We also exchanged correspondence with the jury consultant on these issues.

22 203. We reviewed the deposition transcripts of Phil Rowley and Dan Rascher and
23 worked with them on their errata sheets.

24 204. We procured Madden games for various consoles for each year during the statute
25 of limitations period. We prepared a list summarizing these games for use at trial.

26 205. We received and reviewed Defendants' motion for de-certification. We discussed
27 this motion internally and with co-counsel. We drafted, reviewed and revised our opposition to
28

1 this motion.

2 206. We drafted motions in limine and reviewed and revised those motions in limine
3 drafted by co-counsel.

4 207. We conducted legal research regarding trial subpoenas to third-party Electronic
5 Arts. We also prepared and served those subpoenas on EA.

6 208. We had several conference calls with co-counsel and our jury consultant regarding
7 the death of Gene Upshaw. We also discussed a possible continuance of the case in light of Mr.
8 Upshaw's death, and received and reviewed Defendants' motion for continuance.

9 209. Upon receiving Defendants' motions in limine, we proceed to draft oppositions to
10 these motions – including oppositions to Defendants' Daubert motions – and reviewed and
11 revised those oppositions to Defendants' motions in limine that were drafted by co-counsel.

12 210. We worked with co-counsel and opposing counsel to finalize and coordinate the
13 exchange of pre-trial documents.

14 211. We met with co-counsel and our client, Herb Adderley, in Philadelphia,
15 Pennsylvania to discuss the status of trial and to prepare him for his role at trial.

16 212. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	3.60	\$485	\$1746
D. Crim	20.40	\$185	\$3774
L. Franco	119.10	\$550	\$65505
R. Hilbert	180.10	\$505	\$90950.50
C. Hummel	35.40	\$700	\$24780
R. Katz	72.90	\$700	\$51030
P. Parcher	2.90	\$850	\$2465
B. Shatz	3.20	\$580	\$1856
D. Wishon	73.40	\$280	\$20552
TOTAL	511.00		\$262,658.50

1 Services Performed During September 2008

2 213. We received and reviewed the Court's order denying Defendants' motion to
3 decertify the class. We discussed this order with co-counsel.

4 214. We investigated the possibility of calling individual witnesses at Electronic Arts at
5 trial. We also exchanged correspondence with Electronic Arts about those EA employees whom
6 we intended to call at trial.

7 215. We continued to work exhaustively in preparation for the trial in this matter. We
8 exchanged additional communications with our jury consultant and opposing counsel on proposed
9 voir dire questions and a draft jury questionnaire. We also exchanged additional communications
10 and participated in several conference calls internally and with co-counsel on pre-trial issues such
11 as our proposed witness list, stipulated facts, and other pre-trial filings.

12 216. We continued to have several calls with co-counsel and opposing counsel
13 regarding our draft jury instructions and continued to revise them accordingly.

14 217. We discussed internally and with co-counsel authentication issues concerning
15 certain documents to be used at trial and negotiated the admissibility of such documents with
16 opposing counsel.

17 218. We had numerous calls internally and with co-counsel regarding various pre-trial
18 issues, including trial strategy, anticipated witness lists, expected exhibits, and related issues.

19 219. We received and reviewed the deposition transcript of Walter Beach in preparation
20 for his role as a witness at trial.

21 220. We exchanged numerous correspondence and had meetings with our experts to
22 determine which exhibits they would need at trial and the nature of their anticipated testimony.

23 221. We met with co-counsel and our jury consultant in New York to discuss our
24 strategy for the upcoming trial, including witness order, exhibits to be used at trial, and related
25 matters.

26 222. We worked extensively on trial exhibits showing those retired player class
27 members who we claimed were featured in the popular Madden video games. We had numerous
28 communications with Peter Rhee and co-counsel on this project.

1 223. We conducted legal research into the relative advantages and disadvantages of
2 D.C. versus Virginia law, and discussed the results of that research with co-counsel. We
3 contacted opposing counsel about stipulating to which law would apply in this case and drafted a
4 stipulation memorializing the parties' decision.

5 224. We discussed internally and with co-counsel and opposing counsel the date on
6 which we would like Doug Allen to testify at trial.

7 225. We received and reviewed additional motions in limine from Defendants. We
8 drafted oppositions to those motions, and discussed our draft oppositions with co-counsel.

9 226. We drafted additional motions in limine and reviewed and revised those additional
10 motions in limine prepared by co-counsel.

11 227. We prepared retired player and potential witness Bruce Laird for his deposition.
12 We defended Bruce Laird at his deposition in New York on September 24, 2008.

13 228. We reviewed numerous deposition transcripts and identified deposition excerpts to
14 be used at trial. We also reviewed numerous deposition transcripts for those instances in which
15 witnesses were instructed by Defendants not to answer, and compiled a list of such instances for
16 use at trial.

17 229. We continued to review, collect and organize documents that we intended to use at
18 trial.

19 230. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	10.50	\$485	\$5092.50
D. Crim	17.70	\$185	\$3274.50
L. Franco	70.40	\$550	\$38720
R. Hilbert	146.20	\$505	\$73831
C. Hummel	95.20	\$700	\$66640
R. Katz	54.60	\$700	\$38220
P. Parcher	54.20	\$850	\$46070

1	B. Shatz	2.90	\$580	\$1682
2	D. Wishon	85.30	\$280	\$23884
3	TOTAL	537.00		\$297,414.00

4 Services Performed During October 2008

5 231. We revised and finalized our oppositions to Defendants' new motions in limine.
6 We also collected Plaintiffs' motions in limine and Defendants' responses and prepared those
7 documents for filing with the Court.

8 232. We continued to exchange numerous correspondence and to meet both internally
9 and with co-counsel and our jury consultant on our strategy for the upcoming trial, including
10 witness order, exhibits to be used at trial, and related matters.

11 233. We reviewed the deposition transcripts from Steve Saxon and Clifton McNeil.

12 234. We continued reviewing numerous deposition transcripts and identifying
13 deposition excerpts to be used at trial.

14 235. We continued to exchange communications with opposing counsel on various pre-
15 trial matters, including voir dire questions, a proposed jury questionnaire, draft jury instructions
16 and related issues. We oversaw the collection and filing of these documents with the Court.

17 236. We prepared for and attended the pre-trial conference. We worked with co-
18 counsel and opposing counsel to draft and revise a summary of the Court's rulings on the parties'
19 motions in limine.

20 237. We finalized preparations for trial, including our witness and exhibits lists. We
21 also drafted, reviewed and revised witness outlines for use at trial.

22 238. We drafted, discussed, reviewed and revised miscellaneous pre-trial briefing,
23 including, for example, on statements made by Gene Upshaw on whether he worked on behalf of
24 retired players.

25 239. The trial in this matter commenced on October 20. We attended and participated
26 extensively. Among other things, we prepared and conducted the opening statement at trial and
27 the cross-exam of certain of Defendants' witnesses, including Doug Allen.
28

1 240. We had daily meetings and exchanged numerous e-mails on our trial strategy and
2 anticipated witnesses and exhibits.

3 241. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	126.60	\$485	\$61401
D. Crim	30.90	\$185	\$5716.50
L. Franco	.50	\$550	\$275
R. Hilbert	320.30	\$505	\$161751.50
C. Hummel	226.10	\$700	\$158270
R. Katz	159.90	\$700	\$111930
P. Parcher	211.10	\$850	\$179435
B. Shatz	3.90	\$580	\$2262
K. Sloane	.40	\$270	\$108
D. Wishon	297.80	\$280	\$83384
TOTAL	1,377.50		\$764,533.00

16 Services Performed During November 2008

17 242. We continued to prepare for and attend the trial on this matter. We also continued
18 to hold daily meetings and exchange numerous e-mails on our trial strategy and anticipated
19 witnesses and exhibits.

20 243. We continued to draft, discuss, review and revise miscellaneous pre-trial briefing
21 in connection with various issues that arose during trial.

22 244. We continued to prepare for the cross-exam of certain of Defendants' witnesses,
23 including Defendants' expert witnesses, and to prepare certain of our witnesses for testifying at
24 trial.

25 245. We received and reviewed draft jury instructions proposed by the Court and
26 worked with co-counsel on the briefs associated with those instructions. We also prepared for
27 and attended the charging conference.

1 246. We prepared the closing arguments and identified those exhibits we intended to
2 use in closing. We also worked with a graphics consultant to prepare and finalize various exhibits
3 and demonstratives.

4 247. We discussed strategy for a possible punitive damages award and identified and
5 collected documents that we could use during a possible hearing on punitive damages.

6 248. We received the jury verdict and discussed various post-trial issues.

7 249. The total fees billed for work done during this month were:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
N. Cohen	49.30	\$485	\$23910.50
R. Hilbert	84.00	\$505	\$42420
C. Hummel	75.5	\$700	\$52850
R. Katz	84.00	\$700	\$58800
P. Parcher	70.00	\$850	\$59500
B. Shatz	.30	\$580	\$174
D. Wishon	101.10	\$280	\$28308
TOTAL	464.20		\$265,962.50

17 250. I have exercised billing judgment on fees in the following ways: 1) I have deleted
18 entries for billers who billed less than \$20,000.00 on this matter; 2) I have deleted entries relating
19 to travel time; 3) I have deleted entries directly related to the classes that were not certified; and
20 4) I have deleted 10% of the resulting fees to account for my best estimate of time devoted
21 indirectly to the classes that were not certified.

22 OTHER DISBURSEMENTS AND EXPENSES INCURRED IN THIS ACTION

23 251. Concurrently with this motion, Plaintiffs have filed a cost bill seeking recovery of
24 \$92,120.10 in ordinary litigation costs under Fed. R. Civ. Pro. 54(d).

25 252. Manatt incurred additional expenses and disbursements in successfully prosecuting
26 this case, other than those items included in the cost bill. Manatt is prepared to submit the back-
27 up materials for these additional expenses and disbursements upon request by the Court. A
28

1 summary of those other expenses reasonably incurred, are as follows²:

2	Expense Category	Total Amount
3	Computer Research	93,699.38
4	Copying	18,462.22
5	Document Production	7,642.35
6	Experts/Consultants	346,613.33
7	Fax Charges	692.00
8	Federal Express	6,621.13
9	Messenger	17,938.27
10	Mileage/Parking	2,337.45
11	Miscellaneous (meals, rental for deposition rooms, assistant to class rep., etc.)	30,322.33
12	Mock Trial	61,077.57
13	Postage	455.88
14	Reproduction	35,738.00
15	Supplies (includes purchase of Madden games for research and supplies for war room)	1,057.25
16	Tabs	454.00
17	Telephone charges	1,193.71
18	Travel expenses (airfare and hotel)	91,516.84
19	Trial Expense – hotel and incidentals for Manatt personnel, Trial support personnel, and witnesses	89,009.77
20	Trial Expenses (TrialGraphix)	42,924.38
21	TOTAL	\$847,755.86

22 253. True and correct copies of the bills submitted by Plaintiff's expert Daniel Rascher
23 are attached hereto as **Exhibit D**.

24 254. True and correct copies of the bills submitted by Plaintiffs' expert Phil Rowley are
25 attached hereto as **Exhibit E**.

26 255. Most of the items listed in the chart above are self-explanatory. The photocopying
27 charges in this case were substantial due to the number of documents produced and number of
28 exhibits used at depositions and at trial. Travel included travel and lodging costs incurred by

² Manatt is still receiving invoices and bills in connection with its work on this matter. Manatt reserves its right to supplement its request and/or to make any appropriate adjustments as additional information becomes available to it.

1 Manatt timekeepers to attend court hearings, depositions, meetings, and trial. Computer research
2 is the cost of performing on-line legal research for motion practice and for trial and post-trial
3 briefs.

4 256. In addition, to the extent any costs included in the cost bill are disallowed or
5 deemed not recoverable, Plaintiffs alternatively seeks recovery of any such items by this motion.

6 257. The expenses incurred in connection with this case are reflected on Manatt's books
7 and records that are maintained in the ordinary course of business. These books and records are
8 prepared from expense vouchers and check records and are an accurate record of expenses
9 incurred.

10 258. I have exercised billing judgment on non-taxable costs in the following ways: 1) I
11 have deleted any costs directly related to the classes that were not certified; 2) I have made a good
12 faith effort to the best of my ability to substitute refundable coach airfares for first-class fares.

13 EFFORTS OF CLASS REPRESENTATIVE HERBERT ANTHONY ADDERLEY

14 259. Class representative, Herbert Anthony Adderley, made significant contributions to
15 the prosecution of this case by devoting his time, effort and reputation to this matter. Mr.
16 Adderley was deposed in the case and attended every day at trial, with some physical discomfort.
17 Additionally, Mr. Adderley assisted with the production of documents and in responding to
18 interrogatories. Based on my discussions with Mr. Adderley, I believe he spent over 550 hours
19 on this matter.

20 SUMMARY

21 260. Plaintiffs seeks recovery of \$4,610,001.56 for the attorneys' fees, costs, and other
22 disbursements of Manatt, broken down as follows:

23	Attorneys' Fees	\$3,762,245.70
24	Other Expenses and Disbursements	\$847,755.86

25 261. Counsel for the parties met and conferred on November 25th in an attempt to
26 resolve any disputes.

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I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct to the best of my knowledge.

Signed this 26th day of November, 2008, at Palo Alto, California.

/s/ Ronald S. Katz
Ronald S. Katz