

IN THE UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF LOUISIANA

ENTERTAINMENT SOFTWARE  
ASSOCIATION AND ENTERTAINMENT  
MERCHANTS ASSOCIATION,

Plaintiffs,

• vs.

CHARLES C. FOTI, JR., in his official  
capacity as Attorney General of the State of  
Louisiana; and DOUG MOREAU, in his  
official capacity on behalf of himself as  
District Attorney for the Parish of East  
Baton Rouge, and on behalf of a class of  
similarly situated individuals in their official  
capacities,

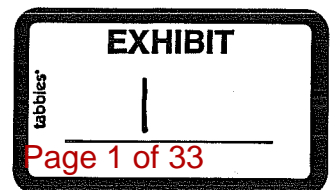
Defendants.

CIVIL ACTION NO. 06-431-JJB-CN

SECTION "D"

Judge James J. Brady

DECLARATION OF KATHERINE A. FALLOW IN SUPPORT OF  
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS



I, Katherine A. Fallow, declare as follows:

1. I am a partner in the Washington, DC office of Jenner & Block, and counsel for Plaintiffs in the above-captioned case. I am thoroughly familiar with the facts, legal issues, and proceedings in this case, and have knowledge of and am competent to testify concerning the matters set forth herein. I submit this declaration in support of Plaintiffs' Application for Attorneys' Fees and Costs, made pursuant to 42 U.S.C. § 1988, 28 U.S.C. § 1920, Fed. R. Civ. P. 54(d), and Local Rule 54.2 and 54.3.

2. Plaintiffs' counsel allocated litigation responsibility in this case among several different attorneys, according to the experience and expertise of each attorney. Throughout this litigation, for example, the Jenner & Block attorneys were primarily responsible for crafting and presenting Plaintiffs' legal briefs and oral argument. The extensive experience of the Jenner & Block attorneys, particularly in cases involving the First Amendment issues surrounding video game regulation, made them well-suited to these responsibilities. Local counsel duties, including primary responsibility for filings, certain logistical matters, as well as substantive comments and advice, were handled by James A. Brown and George Denegre, Jr., who have extensive experience litigating cases in this judicial district. Mr. Brown also presented oral argument in support of Plaintiffs' motion for a temporary restraining order.

3. As explained in more detail below, the Jenner & Block attorneys on this case have substantial First Amendment experience, including experience with cases involving the application of the First Amendment to relatively new media, such as the Internet and video games. In particular, the Jenner & Block attorneys on this case have represented video game companies and associations in each of the cases to date involving government restrictions on video games: *Interactive Digital Software Ass'n v. St. Louis County*, 329 F.3d 954 (8th Cir.

2003) (“*ISDA*”) (represented plaintiffs); *American Amusement Mach. Ass’n v. Kendrick*, 244 F.3d 572 (7th Cir. 2001) (“*AAMA*”) (filed amicus brief on behalf of video game trade association); *Entertainment Merchants Ass’n v. Henry*, No. 06-675, 2006 WL 2927884 (W.D. Okla. Oct. 11, 2006) (represented plaintiffs); *Entertainment Software Ass’n v. Hatch*, 443 F. Supp. 2d 1065 (D. Minn. 2006) (represented plaintiffs); *Entertainment Software Ass’n v. Granholm*, 426 F. Supp. 2d 646 (E.D. Mich. 2006) (represented plaintiffs); *Entertainment Software Association v. Blagojevich*, 404 F. Supp. 2d 1051 (N.D. Ill. 2005) (represented plaintiffs); *Video Software Dealers Ass’n v. Schwarzenegger*, 401 F. Supp. 2d 1034 (N.D. Cal. 2005) (representing plaintiffs); *Video Software Dealers Assn v. Maleng*, 325 F. Supp. 2d 1180 (W.D. Wash. 2004) (represented plaintiffs). Jenner & Block also represented defendant video game companies in *James v. Meow Media, Inc.*, 300 F.3d 683 (6th Cir. 2002).

4. Both the *Hatch* and *Henry* litigation were largely contemporaneous with the litigation in this case. And at the time this lawsuit was filed, litigation in the Illinois case had been completed, such that legal arguments and expert opinions had already been formed.

5. Due to the similarity of the issues presented in these cases, Jenner & Block attorneys were able to draw on the experience they developed in the other cases, including legal research, briefing, and the development of expert testimony. This allowed Jenner & Block attorneys to conduct this case far more efficiently than would otherwise have been the case.

6. In my experience, this case was appropriately and leanly staffed with a senior partner, a junior partner, and a mid-level associate (assisted as necessary on discrete tasks by other associates), each of whom did work appropriate for their level of expertise. Through the date of this declaration, Plaintiffs seek a total of \$80,981.45 in attorneys’ fees and costs incurred by Plaintiffs for the services of Jenner & Block in this case. These fees pertain to work

performed by Plaintiffs' attorneys throughout the course of this litigation, which included, among other things: preparing and filing a complaint; preparing and filing a motion for a temporary restraining order; preparing and filing a motion for a preliminary injunction; preparing and presenting oral argument on the preliminary injunction; responding to Defendants' motion to dismiss; preparing and filing motions for class certification; preparing and filing a motion for summary judgment; preparing and presenting oral argument, and ultimately obtaining a favorable final judgment.

### **Experience of the Jenner & Block Attorneys**

7. I am a partner in the Washington, DC office of Jenner & Block. I specialize in, among other things, First Amendment and media law, and I am a member of the Firm's Media and First Amendment Practice and its Supreme Court and Appellate Practice. I have extensive experience litigating a wide array of First Amendment, new media, and traditional media cases. In particular, in addition to this case, I have been counsel on behalf of Plaintiffs in the Minnesota, Oklahoma, Michigan, Illinois and California lawsuits, all of which involved similar video game regulations. In addition, I was a member of the Firm's team in *United States v. American Library Association*, involving a First Amendment challenge in the Supreme Court to the Children's Internet Protection Act. I graduated *magna cum laude* from Harvard Law School in 1996, where I was an editor of the Harvard Civil Rights-Civil Liberties Law Review. I clerked for Judge Robert E. Keeton of the United States District Court for the District of Massachusetts and Judge Rosemary Barkett of the United States Court of Appeals for the Eleventh Circuit.

8. Lead counsel Paul M. Smith is a former Managing Partner of the Washington, DC office of Jenner & Block. In addition, he is Co-Chair of the Firm's Media and First Amendment

Practice and Co-Chair of its Supreme Court and Appellate Practice. He has had an active Supreme Court Practice for two decades, presenting oral arguments in twelve Supreme Court cases. He also has worked on a variety of First Amendment cases, including the *American Library Association* case mentioned above, which he argued to the Supreme Court in March 2003. In addition, he has worked extensively on several other First Amendment cases in the Supreme Court, including *Reno v. ACLU* (1997) and *Rubin v. Coors* (1995), as well as many First Amendment cases in other courts. He was lead counsel in several of the previous video game lawsuits, including *James v. Meow Media*, which he argued successfully to the Sixth Circuit in 2002; *ISDA* in the Eighth Circuit; *Video Software Dealers Association v. Maleng*, in the Western District of Washington; *Henry, Hatch, Granholm, Blagojevich and Schwarzenegger*; and *Sanders v. Acclaim Entertainment* in the District of Colorado. He currently is a member of the Board of Governors of the District of Columbia Bar. He graduated from Yale Law School in 1979, where he was Editor-in Chief of the Yale Law Journal. He clerked for Judge James L. Oakes on the United States Court of Appeals for the Second Circuit, and for Justice Lewis F. Powell, Jr. on the United States Supreme Court.

9. Duane Pozza is a mid-level associate in the Washington, DC office of Jenner & Block. He is a member of the Firm's Media and First Amendment Practice and has worked on constitutional challenges to video game laws in California, Louisiana, Michigan, Minnesota, and Oklahoma. He graduated with distinction from Stanford Law School in 2002, where he served as Submissions Editor on the Stanford Technology Law Review. He clerked for Judge Roslyn O. Silver in the District of Arizona. In addition to these attorneys, who played the lead role in the briefing of the case, the attorneys listed below also participated in the litigation by performing discrete tasks that were required as the case progressed to support lead counsel.

10. Cheryl L. Olson is the paralegal coordinator and Helder G. Agostinho was a project assistant at Jenner & Block during the course of this litigation.

11. Jenner & Block charges for the services of its attorneys and paralegal staff on the basis of hourly rates which reflect, among other things, their years of practice and experience. The hourly rates for the relevant attorneys and paralegal staff members are as follows:

<u>ATTORNEY</u>	<u>RATE</u>
Paul M. Smith	\$600
Katherine A. Fallow	\$450
Duane Pozza	\$325
Elizabeth Valentina	\$265
Matthew S. Hellman	\$325
<u>NON-ATTORNEY STAFF</u>	<u>RATE</u>
Cheryl L. Olson	\$225
Helder G. Agostinho	\$125

12. These hourly rates are the same rates customarily charged clients for services by the listed attorneys and paralegal staff at the time when these services were rendered on behalf of Plaintiffs in this case. These are also the same rates Jenner & Block charges Plaintiffs in other cases. To the best of my knowledge, these hourly rates are similar to the rates charged at that time by other comparable law firms in Washington, DC, for services by attorneys and paralegals with similar levels of experience.

13. Along with Matthew S. Hellman, a mid-level associate at Jenner & Block, I prepared Attachment A to this fee application, which includes an itemized list of the time expended and services rendered in this case. Attachment A is derived from the Accounting Department records of Jenner & Block.

14. The time entries listed in Attachment A were recorded by the listed attorneys and paralegal staff on or near the date on which the services were rendered in this proceeding, and submitted contemporaneously for entry into Jenner & Block's timekeeping systems. A substantial number of hours were then excluded as inappropriate to be included in billing to our clients. The time entries have more recently been edited to protect privileged communications with the client, or to protect aspects of litigation strategy or attorney mental impressions that are protected by the attorney work product doctrine.

15. I have reviewed the time records summarized above and reprinted in Attachment A, and have excluded additional hours to ensure that compensation is not sought for work that might properly be excluded from a court-ordered fee award. For example, we do not request compensation for activity that, although necessary for client relations, did not directly contribute to the litigation itself. Nor do we seek compensation for the considerable effort they expended in briefing the Louisiana Legislature on the unconstitutionality of the Act, or for time devoted to crafting press statements. We also do not seek a fee enhancement based on Jenner & Block's considerable expertise and experience in this area. In addition, we do not seek fees for the work of in-house counsel for the ESA, who was involved extensively in all aspects of this case, including the crafting of Plaintiffs' legal arguments and review of all briefs and papers filed in this Court. The hours that remain after the attorneys' review of the time records were reasonably expended to accomplish the tasks necessary for this litigation. The following table summarizes the hours spent by each Jenner & Block attorney, paralegal, and project assistant on this case:

<u>ATTORNEYS</u>	<u>HOURS</u>
Paul M. Smith	17.5
Katherine A. Fallow	74.5
Duane Pozza	55.0
Elizabeth Valentina	33.75
Matthew S. Hellman	15.0

<u>NON-ATTORNEY STAFF</u>	<u>HOURS</u>
Cheryl L. Olson	3.25
Helder G. Agostinho	4.5

16. Attachment A to this fee application also contains a summary report from the Accounting Department of Jenner & Block of all disbursements that Jenner & Block made in furtherance of this case. Matthew S. Hellman and I have reviewed the costs and expenses listed as disbursements in Attachment A, and have verified their accuracy.

17. Based on my prior experience with attorneys' fee petitions in civil rights cases (including First Amendment and other constitutional law cases) and my familiarity with the facts and issues in this litigation, I believe that the hours and expenses itemized in Attachment A were reasonably and necessarily incurred on behalf of Plaintiffs.



**I declare under penalty of perjury that the foregoing is true and correct.**

EXECUTED this 15th Day of December, 2006



Katherine A. Fallow

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

JUNE 19, 2006  
INVOICE # 9031099

ATTN: GAIL MARKELS

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH MAY 31, 2006

\$3,351.25

DISBURSEMENTS

0.00

**TOTAL INVOICE**

**\$3,351.25**

**Attachment  
A**

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9031099

ATTN: GAIL MARKELS

JUNE 19, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH MAY 31, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

5/30/06	KAF	.50	Reviewed proposed Louisiana legislation; conferred with P. Smith re same; reviewed information re potential local counsel; emails with clients re same.
5/30/06	EV	2.75	Louisiana case: Correspondence with K. Fallow and M. Hellman re pending bill in Louisiana; reviewed bill; conducted preliminary research under Louisiana Constitution and Code of Criminal Procedure; [REDACTED]
5/31/06	KAF	2.00	Emails with P. Smith re case strategy and retaining local counsel in Louisiana case; reviewed emails from G. Markels re same; reviewed and revised draft complaint and emailed same to M. Hellman for further revisions.
5/31/06	EV	9.25	Louisiana case: Conferred with M. Hellman re [REDACTED]; reviewed controlling [REDACTED] case; researched and reviewed statutes [REDACTED]; researched cases annotating constitutional and statutory sections [REDACTED]; prepared report of research and conclusion to M. Hellman; drafted sections for complaint pertaining to governor, attorney general and district attorney.

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

14.50	PROFESSIONAL SERVICES	3,351.25
-------	-----------------------	----------

INVOICE TOTAL \$ 3,351.25

---

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

JULY 26, 2006  
INVOICE # 9032794

ATTN: GAIL MARKELS

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2006	\$36,676.25
DISBURSEMENTS	981.92
<b>TOTAL INVOICE</b>	<b>\$37,658.17</b>

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9032794

ATTN: GAIL MARKELS

JULY 26, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH JUNE 30, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

6/01/06	KAF	1.00	Conferred with M. Hellman, E. Valentina re complaint and drafting TRO; teleconference with G. Markels re same; conferred with P. Smith re local counsel issues; reviewed draft complaint and emailed same to clients for review.
6/01/06	MSH	1.50	Researched [REDACTED].
6/01/06	DP	.50	Meeting with K. Fallow re strategy for filing case and TRO in Louisiana.
6/01/06	EV	3.75	Louisiana: Researched the district attorneys responsible for districts at issue and parish populations; conferred with M. Hellman and K. Fallow re district attorney powers [REDACTED]; reviewed additional cases citing the Criminal Procedure Code sections provided by M. Hellman; conferred with M. Hellman re [REDACTED]; telephone conference with the team to discuss strategy and work allocation; preliminary review of preliminary injunction documents for temporary restraining order brief.
6/02/06	EV	1.50	Conducted research re Louisiana District Court local civil rules re procedure to bring temporary restraining order on notice or ex parte; reviewed outlines of TRO motions; reviewed Federal Court Rules re TROs.

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

6/04/06	EV	10.25	Conducted research re factors for injunctive relief, namely TROs, in the 5th Circuit and Louisiana District Courts; conducted research re public interest and irreparable harm factors in the 1st Amendment context; reviewed preliminary injunction materials and case law; drafted memorandum in support of TRO application and application and notice of TRO.
6/05/06	MSH	1.00	Reviewed TRO motion; edited motion.
6/06/06	KAF	1.50	Reviewed and revised draft motion for a TRO; teleconference with G. Markels, D. Buyer re case; emailed clients re draft complaint; reviewed emails re legislative activity.
6/06/06	EV	1.50	Revised Authorities and checked cites in Louisiana TRO memorandum; corresponded with K. Fallow re revisions and additional Louisiana District Court cases re TRO and injunctive relief in the 1st Amendment context <span style="background-color: black; color: black;">[REDACTED]</span> ; corresponded re status of bill.
6/07/06	KAF	2.00	Reviewed and revised draft TRO motion and emailed to P. Smith for review and comment; teleconference with G. Markels and D. Buyer re local counsel; conferred with P. Smith re same.
6/08/06	KAF	1.00	Incorporated P. Smith's edits to TRO motion; teleconference with J. Brown re filing complaint and TRO; emailed draft TRO motion to clients for review and comment; reviewed research re proper defendants and emailed same to J. Brown for input.
6/08/06	EV	.25	Collected research <span style="background-color: black; color: black;">[REDACTED]</span> <span style="background-color: black; color: black;">[REDACTED]</span> for local counsel review.
6/09/06	KAF	1.00	Emails with G. Markels re Louisiana bill; revised TRO brief in light of comments received from D. Buyer and S. Bersell.
6/12/06	KAF	1.50	Revised motion for TRO/PI and complaint in light of comments received from clients and emailed same to clients for further review and sign-off; teleconference with local counsel re filing requirements and issues relating to proper defendants; conferred with D. Pozza re defendant class action.

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

6/13/06	CLO	1.75	Cite checked temporary restraining order motion per K. Fallow.
6/13/06	KAF	1.50	Reviewed research [REDACTED]; conferred with A. Unikowsky re same; conferred with P. Smith re same; conferred with colleague re [REDACTED]; reviewed motion for TRO in light of comments from S. Jefferson; reviewed and revised corporate disclosure statement and proposed order and emailed same to local counsel.
6/14/06	CLO	1.50	Cite checked temporary restraining order motion per K. Fallow.
6/14/06	KAF	1.00	Reviewed research [REDACTED]; conferred with M. Hellman re same; emails with clients re filing complaint and TRO; emails with G. Denegre re same.
6/14/06	MSH	3.50	Met with K. Fallow re plan for filing TRO; researched [REDACTED]; researched [REDACTED]; edited TRO motion.
6/14/06	EV	.25	Reviewed status of bill and temporary restraining order and proper defendant.
6/15/06	KAF	1.00	Reviewed [REDACTED]; conferred with M. Hellman re same; conferred with A. Unikowsky re same; reviewed and revised complaint.
6/15/06	DP	.50	Meeting with K. Fallow and M. Hellman re [REDACTED] defendant class allegations [REDACTED]; reviewed prior research re [REDACTED].
6/16/06	KAF	5.25	Reviewed near-final drafts of filings; conferred with M. Hellman re filing requirements; teleconference with local counsel re verification of complaint; teleconference with G. Markels re same; coordinated preparation of complaint and TRO for filing; checked on whether Bill had been passed; emails to clients re same; emailed B. Andersen, S. Bersell re defendant class action; reviewed and edited complaint; conferred with local counsel re filing, judge, and TRO; conferred with P. Smith re



LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

schedule; teleconference with G. Markels re TRO and schedule; teleconference with B. Andersen re same; teleconference with T. Price re declaration; emails with B. Andersen re same; emailed D. Lowenstein re declaration; conferred with D. Pozza re same; reviewed TRO and emailed same to clients; conferred with M. Hellman re drafting PI motion.

6/16/06	MSH	2.00	Drafted class allegations for complaint; assisted with filing of TRO.
6/16/06	DP	2.00	Drafted [REDACTED] for PI motion.
6/16/06	EV	.25	Reviewed temporary restraining order materials as filed and tasks re preliminary injunction to prepare.
6/17/06	KAF	.50	Reviewed and revised draft Lowenstein declaration and emailed to clients for review.
6/17/06	MSH	1.50	Drafted preliminary injunction motion.
6/18/06	KAF	.25	Emails re Lowenstein declaration; emails with M. Hellman re draft PI brief.
6/19/06	KAF	4.00	Emails with local counsel re scheduling issues; reviewed and revised draft [REDACTED]; teleconference with T. Price re same; reviewed and revised draft [REDACTED]; emails with B. Andersen, S. Bersell re Andersen declaration; reviewed and revised draft PI brief and emailed to M. Hellman for review and cite-checking; emails with local counsel re rescheduling hearing.
6/19/06	MSH	1.00	Prepared declarations and exhibits for preliminary injunction motion.
6/19/06	EV	3.50	Reviewed statute re [REDACTED] for preliminary injunction motion and declarations; researched and reviewed harmful to minors law and reviewed and reported re all cases citing the law for preliminary injunction argument.
6/19/06	HGA	4.50	Assisted M. Hellman re: reviewed VHS tapes of video game footage; labeled and shipped VHS and video game exhibits.

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

6/20/06	KAF	3.25	Finalized PI brief for filing; met with B. Andersen re declaration; reviewed and revised Andersen declaration; finalized declarations for filing; coordinated filing of PI motion and exhibits; teleconference with local counsel re same; met with T. Wilson re research into legislative history; reviewed findings re same.
6/20/06	MSH	3.00	Assisted with filing of preliminary injunction motion; revised declarations; reviewed and revised preliminary injunction motion.
6/21/06	KAF	.50	Emails with local counsel re briefing and argument schedule.
6/27/06	PMS	1.00	Reviewed State PI brief and motion to dismiss; telephone call with K. Fallow re replies to same.
6/27/06	KAF	2.00	Reviewed AG's motion to dismiss and opposition to motion for a PI; teleconference with P. Smith re same; teleconference with local counsel re same; conferred with D. Pozza re drafting reply brief; analyzed legal theories; emailed filings to clients with cover email explaining strategy; met with A. Unikowsky re research on Pullman abstention.
6/27/06	DP	5.75	Reviewed and analyzed opposition to PI motion; drafted reply in support of PI motion; legal research for same.
6/27/06	EV	.50	Conducted research re [REDACTED] for response to Motion to Dismiss.
6/28/06	KAF	2.00	Reviewed and revised draft reply brief; met with A. Unikowsky re drafting language for section on Pullman abstention; revised and edited draft reply brief.
6/28/06	KAF	1.00	Revised and edited draft reply brief.
6/28/06	DP	1.75	Edited reply in support of P1 motion; additional legal research for same.
6/29/06	PMS	6.50	Prepared for preliminary injunction hearing; reviewed papers and cases; reviewed legislative history video and documents; conference with J. Brown, G. Denegre, et al.
6/29/06	DP	1.25	Edited reply in support of PI motion; coordinated edits with client and filing with local counsel.

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

6/30/06	PMS	5.50	Prepared for and participated in preliminary injunction hearing.	
		98.00	PROFESSIONAL SERVICES	36,676.25

**DISBURSEMENTS**

Lexis Research	512.73
Network Printing	2.34
Photocopy-NQue	0.54
Telephone(ID: 1429824)	2.55
Telephone(ID: 1429825)	0.75
Telephone(ID: 1434640)	1.05
Telephone(ID: 1434641)	0.60
Telephone(ID: 1434699)	0.60
Telephone(ID: 1434700)	0.45
Telephone(ID: 1434701)	0.30
Telephone(ID: 1434709)	0.60
Telephone(ID: 1434710)	0.45
Telephone(ID: 1434711)	0.75
Telephone(ID: 1441148)	0.45
Telephone(ID: 1446709)	0.90
Telephone(ID: 1474910)	0.90
Telephone(ID: 1484740)	0.60
Westlaw Research	455.36
<b>TOTAL DISBURSEMENTS</b>	<b>981.92</b>

INVOICE TOTAL \$ 37,658.17

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

AUGUST 9, 2006  
INVOICE # 9035790

ATTN: GAIL MARKELS

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2006	\$5,962.50
DISBURSEMENTS	1,447.52
<b>TOTAL INVOICE</b>	<b>\$7,410.02</b>

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9035790

ATTN: GAIL MARKELS

AUGUST 9, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH JULY 31, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

7/10/06	KAF	1.75	Reviewed proposed filing from J. Thompson; conferred with local counsel re same; conferred with P. Smith re same; emails with clients re [REDACTED]; teleconference with G. Markels re communications with AG Foti.
7/11/06	KAF	1.50	Conferred with clients re [REDACTED]; teleconference with local counsel re local rules and grounds for opposing Thompson's motion; emailed clients re same; reviewed emails from J. Thompson; reviewed Alabama Supreme Court ruling; conferred further with clients and local counsel re Thompson.
7/11/06	MSH	1.50	Reviewed Jack Thompson amicus filing; researched Jack Thompson's previous pro hac vice cases.
7/13/06	KAF	.50	Reviewed discovery requests received from AG; conferred with local counsel re same; emailed requests to clients with recommendation on how to proceed.
7/17/06	KAF	.50	Reviewed motion for leave to file amicus brief filed by J. Thompson; conferred with local counsel re same; emailed clients re same.
7/18/06	KAF	1.00	Conferred with local counsel re motion to strike; reviewed draft motion; telephone conference with G. Markels re motion to strike; emailed clients re proposed

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

motion to strike.

7/18/06	DP	2.00	Reviewed and edited motion to strike Thompson amicus motion; coordinated filing and client approval of same; reviewed and analyzed Thompson motion and prior Thompson proceedings to draft opposition; reviewed legal research for same.	
7/19/06	KAF	1.25	Telephone conference with J. Brown re opposition to motion for leave to file amicus brief; telephone conference with G. Markels re same; conferred with D. Pozza re drafting opposition; reviewed order denying amicus brief; emailed same to clients.	
7/19/06	DP	5.50	Drafted opposition to Thompson amicus motion; legal research for same; conferred with local counsel and K. Fallow re same.	
7/21/06	KAF	.25	Emails with clients re denial of Thompson's amicus motion; conferred with local counsel re AG's discovery requests; reviewed letter to AG re discovery requests.	
		15.75	PROFESSIONAL SERVICES	5,962.50

**DISBURSEMENTS**

In-City Transportation	9.00
Lexis Research	58.51
Out of Town Travel for PMS on 6/29-30/06 to New Orleans, LA - attended preliminary injunction hearing	1,223.04
Photocopy-NQue	5.94
Special Messenger Service	54.81
Telephone(ID: 1515846)	0.15
Telephone(ID: 1515902)	0.15
Telephone(ID: 1521202)	0.45
Telephone(ID: 1521203)	0.90
Telephone(ID: 1521265)	0.30
Telephone(ID: 1521279)	1.95
Telephone(ID: 1528870)	0.15
Telephone(ID: 1528939)	0.30
Telephone(ID: 1528940)	0.30
Telephone(ID: 1528941)	0.30

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

Telephone(ID: 1528942)	1.05
Telephone(ID: 1543657)	2.70
Telephone(ID: 1543658)	0.75
Telephone(ID: 1543659)	0.30
Telephone(ID: 1543660)	0.60
Telephone(ID: 1543926)	0.30
Telephone(ID: 1543927)	0.30
Telephone(ID: 1543928)	0.30
Telephone(ID: 1543929)	0.15
Telephone(ID: 1543930)	0.75
Westlaw Research	84.07
<b>TOTAL DISBURSEMENTS</b>	<b>1,447.52</b>

---

INVOICE TOTAL

\$ 7,410.02

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

SEPTEMBER 14, 2006  
INVOICE # 9039183

ATTN: GAIL MARKELS

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2006	\$15,343.75
DISBURSEMENTS	961.52
<b>TOTAL INVOICE</b>	<b>\$16,305.27</b>



LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9039183

ATTN: GAIL MARKELS

SEPTEMBER 14, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH AUGUST 31, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

8/01/06	KAF	.25	Reviewed and edited notice of supplemental authority; emailed notice to local counsel for filing.
8/08/06	KAF	.25	Reviewed proposed objection to discovery requests; conferred with P. Smith re same; emailed clients re same.
8/15/06	PMS	2.50	Prepared for and called into status conference; sent e-mails re same; telephone conference with J. Brown re same.
8/15/06	KAF	.75	Telephone conference with P. Smith re conference with judge; telephone conference with G. Markels re case status; telephone conference with local counsel re drafting brief on motion to certify class; reviewed research re same; conferred with D. Pozza re drafting brief and drafting summary judgment motion.
8/15/06	DP	2.00	Reviewed research re defendant classes for supplemental filing; additional legal research for same; email summary to P. Smith, K. Fallow, and local counsel re same.
8/16/06	KAF	1.00	Reviewed draft supplemental brief re defendant class action; reviewed research re same; conferred with P. Smith and D. Pozza re same; emails and telephone conference with J. Brown re brief.
8/16/06	DP	.50	Reviewed and proposed edits to defendant class action supplemental memorandum; conferred with P. Smith and K. Fallow re same.

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

8/17/06	KAF	2.50	Reviewed and revised supplemental brief on defendant class action; emailed draft to P. Smith for review and comment; emailed draft brief to clients for review; incorporated client comments into brief; coordinated filing of brief.
8/17/06	DP	1.00	Revised and edited supplemental filing re defendant classes; coordinated filing of same with local counsel.
8/21/06	DP	2.75	Drafted summary judgment memorandum and statement of facts in support of same.
8/22/06	KAF	.25	Reviewed Defendants' opposition to defendant class action motion; conferred with P. Smith re same; emailed copy of opposition to clients with recommendation.
8/22/06	DP	3.00	Drafted memorandum in support of summary judgment; additional legal research for same; reviewed AG's defendant class supplemental memorandum and email to P. Smith and K. Fallow re analysis of same.
8/23/06	KAF	3.00	Reviewed and revised draft motion for summary judgment and statement of undisputed facts; conferred with D. Pozza re same.
8/23/06	DP	4.50	Drafted memorandum in support of summary judgment; drafted statement of facts for summary judgment motion.
8/24/06	KAF	1.75	Reviewed and revised draft motion for summary judgment; conferred with P. Smith re same; sent draft to D. Pozza for further revision; reviewed court's decision granting PI.
8/24/06	DP	6.00	Revised and edited summary judgment motion and statement of facts; reviewed and analyzed preliminary injunction order; conferred with P. Smith re same; emails to client re summary judgment and PI order and [REDACTED]; drafted revised summary judgment motion based on PI Order.
8/25/06	DP	1.75	Revised and forwarded revised summary judgment motion to clients; email with clients re same; additional research for class certification motion.
8/26/06	DP	2.00	Drafted motion for class certification.
8/28/06	DP	1.50	Revised and edited class certification pleadings; revised

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

			and edited summary judgment pleadings; reviewed draft order re preliminary injunction.	
8/29/06	DP	2.00	Revised and edited class certification pleadings; revised and edited summary judgment pleadings; emails with local counsel re same.	
8/30/06	DP	1.25	Edited and finalized summary judgment and class certification papers for filing; coordinated filing of same with local counsel.	
		40.50	PROFESSIONAL SERVICES	15,343.75

**DISBURSEMENTS**

In-City Transportation	8.00
Outside Professional Services	176.66
Printing Expense	676.80
Special Messenger Service	6.50
Telephone(ID: 1644030)	0.75
Telephone(ID: 1658672)	0.30
Telephone(ID: 1658673)	0.30
Telephone(ID: 1658674)	0.30
Telephone(ID: 1662203)	0.60
Telephone(ID: 1663142)	0.60
Telephone(ID: 1689319)	1.05
Telephone(ID: 1694230)	0.45
Westlaw Research	89.21
<b>TOTAL DISBURSEMENTS</b>	<b>961.52</b>

INVOICE TOTAL \$ 16,305.27

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

OCTOBER 12, 2006  
INVOICE # 9042297

ATTN: GAIL MARKELS

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2006	\$4,912.50
DISBURSEMENTS	8.88
<b>TOTAL INVOICE</b>	<b>\$4,921.38</b>

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9042297

ATTN: GAIL MARKELS

OCTOBER 12, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH SEPTEMBER 30, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

9/05/06	KAF	1.00	Reviewed motion for class certification and order granting PI motion; reviewed SJ motion; reviewed emails re case status; conferred with P. Smith re timing of oral argument on motion for class certification and SJ motion.
9/05/06	DP	.25	Meeting with K. Fallow re summary judgment and class certification filings and schedule.
9/06/06	PMS	1.25	Conferred with K. Fallow, J. Brown and G. Markels re issue of seeking change in 11/29 hearing date.
9/06/06	KAF	1.00	Telephone conference with J. Brown re timing of decision on SJ and class certification; conferred with P. Smith re same; emailed clients re same; telephone conference with G. Markels re same.
9/07/06	PMS	.50	Telephone call with EMA re [REDACTED].
9/12/06	KAF	.25	Conferred with local counsel re joint scheduling order.
9/12/06	DP	3.50	Drafted status report for submission to magistrate judge; conferred with K. Fallow re same.
9/14/06	KAF	.25	Reviewed draft scheduling order; telephone conference with local counsel re same.
9/15/06	KAF	.50	Prepared for Rule 26(f) conference with B. Guidry; telephone conference with B. Guidry re joint status

LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

			report; conferred with local counsel re same; telephone conference with G. Markels re same.	
9/18/06	DP	.25	Conferred with K. Fallow re discovery schedule and status report.	
9/20/06	KAF	.75	Telephone conference with G. Markels and D. Buyer re [REDACTED]; reviewed and revised draft scheduling order.	
9/21/06	KAF	.50	Reviewed and revised draft joint scheduling order; conferred with local counsel re same.	
9/21/06	DP	1.75	Revised and edited joint status report; email to local counsel re same; emails to/from local counsel re edits to same; conferred with K. Fallow re same.	
9/27/06	DP	.25	Reviewed and coordinated filing of status report.	
		12.00	PROFESSIONAL SERVICES	4,912.50

**DISBURSEMENTS**

Telephone(ID: 1740123)	1.05
Telephone(ID: 1757980)	0.30
Telephone(ID: 1774339)	0.90
Telephone(ID: 1789552)	3.00
Westlaw Research	3.63
<b>TOTAL DISBURSEMENTS</b>	<b>8.88</b>

INVOICE TOTAL \$ 4,921.38

LAW OFFICES  
**JENNER & BLOCK LLP**  
ONE IBM PLAZA  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

CLIENT NUMBER 40507-000  
MATTER NUMBER 10145

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

DECEMBER 13, 2006  
INVOICE # 9048966

ATTN: GAIL MARKELS

.....

**LOUISIANA VIDEO GAME LAW**

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2006	\$10,250.00
DISBURSEMENTS	569.11
<b>TOTAL INVOICE</b>	<b>\$10,819.11</b>

.....

LAW OFFICES  
**JENNER & BLOCK LLP**  
330 N. WABASH AVENUE  
CHICAGO, ILLINOIS 60611  
(312) 222-9350

ENTERTAINMENT SOFTWARE ASSOCIATION  
317 MADISON AVENUE  
22ND FLOOR  
NEW YORK, NY 10017

INVOICE # 9048966

ATTN: GAIL MARKELS

DECEMBER 13, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH NOVEMBER 30, 2006

LOUISIANA VIDEO GAME LAW

MATTER NUMBER - 10145

10/05/06	DP	.25	Reviewed magistrate order re scheduling conference; email to clients re same.
11/15/06	KAF	.50	Reviewed docket; emails with local counsel re November 29 hearing; conferred with P. Smith re same.
11/19/06	KAF	1.00	Reviewed briefs re class certification.
11/20/06	PMS	.25	Office conference with K. Fallow re 11/29 hearing and sent e-mail to G. Markels, et al. re same.
11/22/06	DP	1.00	Reviewed and organized pleadings and key cases for K. Fallow for summary judgment/class certification argument.
11/25/06	KAF	1.50	Reviewed briefs and cases in preparation for oral argument; emailed local counsel re oral argument and class certification issues.
11/26/06	KAF	5.50	Reviewed cases re class certification; reviewed declarations in preparation for oral argument; prepared for oral argument; reviewed materials on class certification; legal research re class certification.
11/27/06	KAF	4.50	Legal research re class certification issues; prepared for oral argument; reviewed record; reviewed legislative history and studies submitted to Court.
11/28/06	KAF	3.00	Traveled to New Orleans for oral argument; prepared for oral argument; reviewed cases re First Amendment and



LAW OFFICES  
**JENNER & BLOCK LLP**  
 ONE IBM PLAZA  
 CHICAGO, ILLINOIS 60611  
 (312) 222-9350

video games; reviewed Court's PI order; prepared outline.

11/29/06 KAF 5.00

Traveled to Baton Rouge from New Orleans for oral argument on summary judgment and class certification motions; appeared on plaintiff's behalf at oral argument; returned to New Orleans; traveled back from Louisiana.

11/29/06 DP .25

Conferred with K. Fallow and drafted update email to clients re summary judgment hearing result



22.75 PROFESSIONAL SERVICES 10,250.00

**DISBURSEMENTS**

Photocopy-NQue	14.58
Westlaw Research	554.53
<b>TOTAL DISBURSEMENTS</b>	<b>569.11</b>

INVOICE TOTAL \$ 10,819.11