

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.

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CIVIL ACTION NO. 06-431-JJB-CN

SECTION "D"

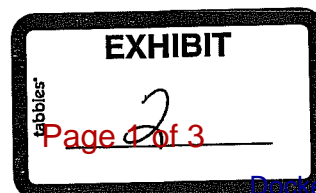
Judge James J. Brady

**SECOND SUPPLEMENTAL 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 second supplemental declaration in support of Plaintiffs' Application for Attorneys' Fees and Costs.

2. Plaintiffs' counsel allocated litigation responsibility in this case among several different attorneys, according to the experience and expertise of each attorney. The attorneys I described in my declaration accompanying Plaintiffs' fee petition performed the bulk of the work




in this matter. In addition to those attorneys, the following Jenner & Block attorneys also worked on the case.

3. Matthew S. Hellman is a mid-level associate in the Washington, DC office of Jenner & Block. He is a member of the Firm's Litigation and First Amendment and Media Practices. He graduated magna cum laude from Harvard Law School in 2002, where he served as President of the Harvard Law Review. He clerked for Judge Michael Boudin on the United States Court of Appeals for the First Circuit, and for Justice David H. Souter on the United States Supreme Court. He has worked extensively on litigation challenging laws similar to Louisiana's in California, Illinois, Michigan, Minnesota, and Oklahoma.

4. Elizabeth Valentina is a mid-level associate in the New York, NY office of Jenner & Block. She is a member of the Firm's Litigation and First Amendment and Media Practices. She graduated from Osgoode Hall Law School of York University in 1998 where she was a John W. Graham Fellow. Her practice includes extensive work in media law and intellectual property matters.

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

EXECUTED this 31st Day of January, 2007

A handwritten signature in black ink, appearing to read 'Katherine A. Fallow', written over a horizontal line.

Katherine A. Fallow