

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

ENTERTAINMENT SOFTWARE
ASSOCIATION, VIDEO SOFTWARE
DEALERS ASSOCIATION, and
MICHIGAN RETAILERS
ASSOCIATION,

Plaintiffs,

vs.

JENNIFER M. GRANHOLM, in her
official capacity as Governor of the State
of Michigan; MICHAEL A. COX, in his
official capacity as Attorney General of
the State of Michigan; and KYM L.
WORTHY in her official capacity as
Wayne County Prosecuting Attorney,

Defendants.

Case No: 05-73634

Hon. George Caram Steeh

Magistrate Judge Steven D. Pepe

**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 28 U.S.C. § 1920, 42 U.S.C. § 1988, and Fed. R. Civ. P. 54(d).

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 Dennis Levasseur of Bodman LLP, who has eighteen years of experience litigating cases in this judicial district.

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 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 *Blagojevich* and *Schwarzenegger* litigation were largely contemporaneous with the litigation in this case. Indeed, at the time this lawsuit was filed, litigation in the Illinois case was well underway, so that much of Plaintiffs’ 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 borrow substantially in this case from work already performed in the Illinois litigation, such as 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, a midlevel associate, and a junior associate, each of whom did work appropriate for their level of expertise. Through the date of this declaration, Plaintiffs seek a total of \$184,980.64 in attorneys’ fees and costs incurred by Plaintiffs for the services of Jenner & Block in this case. These fees and costs pertain to the 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 preliminary injunction; preparing and presenting oral argument on the preliminary injunction; responding to Defendants’ motion to dismiss;

preparing and filing a motion for summary judgment; responding to Defendants' cross-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, I have been counsel on behalf of Plaintiffs in the Illinois and California lawsuits, both 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; *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. Amy L. Tenney is a senior associate in the Washington, DC office of Jenner & Block. She was a midlevel associate at the time most of her work on this case was conducted. She is a member of the Firm's Litigation Practice, and she has worked on several First Amendment matters, including in her four years' prior work with the American Civil Liberties Union. She graduated magna cum laude from New York Law School in 2000, where she was supervising editor of the New York Law School Law Review. She clerked for Judge Leonie M. Brinkema of the United States District Court for the Eastern District of Virginia and Judge Frank M. Coffin of the United States Court of Appeals in Portland, Maine.

10. 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 Practice. 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.

11. 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.

12. Cheryl L. Olson is the paralegal coordinator and Juva J. Hepburn is a paralegal in the Washington, DC office of Jenner & Block. Tricia J. Peavler is a librarian at Jenner & Block. Christopher A. Carrillo and Helder G. Agostinho are project assistants at Jenner & Block.

13. 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 historical hourly rates for the relevant attorneys and paralegal staff members are as follows:

<u>ATTORNEY</u>	<u>RATE (2005)</u>	<u>RATE (2006)</u>
Paul M. Smith	\$585	\$600
Katherine A. Fallow	\$425	\$450
Amy L. Tenney	\$340	\$385
Kathleen R. Hartnett	\$340	N/A
Matthew S. Hellman	\$275	\$325
Duane Pozza	\$275	\$325

<u>NON-ATTORNEY STAFF</u>	<u>RATE (2005)</u>	<u>RATE (2006)</u>
Cheryl L. Olson	\$210	\$225
Helder G. Agostinho	\$110	\$125
Juva J. Hepburn	\$210	\$225
Christopher C. Carrillo	\$110	\$120
Tricia J. Peavler	\$210	N/A

14. 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. These hourly rates are at or below 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.

15. I prepared Attachment A to this fee application along with Luke C. Platzer, a junior associate at Jenner & Block, 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.

16. 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. The time entries for August 2005 have also been edited to exclude work conducted for Plaintiffs on other matters, as Jenner & Block attorneys provided some services to Plaintiffs related to this case in August 2005 before this litigation had been assigned a discrete number in Jenner & Block's timekeeping system.

17. 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 have not sought any compensation for activity that, although necessary for client relations, did not directly contribute to the case itself. Plaintiffs also do not seek a fee enhancement based on Jenner & Block's considerable expertise in this area. Plaintiffs 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.

18. The following table summarizes the hours spent by each Jenner & Block attorney, paralegal, and project assistant on this case:

<u>ATTORNEYS</u>	<u>HRS (2005)</u>	<u>HRS (2006)</u>
Paul M. Smith	37.75	21.25
Katherine A. Fallow	92.25	13.75
Amy L. Tenney	165.25	0.25
Kathleen R. Hartnett	25.75	0
Matthew S. Hellman	43	52.75
Duane Pozza	27	0.5
<u>NON-ATTORNEY STAFF</u>	<u>HRS</u>	<u>HRS</u>
Cheryl L. Olson	12.5	4.5
Helder G. Agostinho	17	0
Juva J. Hepburn	6	0
Christopher C. Carrillo	0	1
Tricia J. Peavler	0.25	0

19. 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. Luke C. Platzer and I have reviewed the costs and expenses listed as disbursements in Attachment A, and have verified their accuracy.

20. 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 17 Day of April, 2006



Katherine A. Fallow

ATTACHMENT A

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

CLIENT NUMBER 40507-000
MATTER NUMBER 10021

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

SEPTEMBER 22, 2005
INVOICE # 8994856

GENERAL COUNSELING

FOR PROFESSIONAL SERVICES RENDERED
THROUGH AUGUST 31, 2005

\$3,673.75

DISBURSEMENTS

139.11

TOTAL INVOICE

\$3,812.86

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ENTERTAINMENT SOFTWARE ASSOCIATION
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22ND FLOOR
NEW YORK, NY 10017

INVOICE # 8994856

SEPTEMBER 22, 2005

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
THROUGH AUGUST 31, 2005

GENERAL COUNSELING

MATTER NUMBER - 10021

8/25/05	KAF	1.00	Reviewed Michigan law; conferred with S. Jefferson re same; conferred with P. Smith re challenge to MI law.
8/25/05	KRH	.50	Reviewed new Michigan "violent" video games bill and correspondence from S. Jefferson and K. Fallow re same; reviewed Michigan state websites for
8/26/05	KAF	1.00	Reviewed MI legislation; conferred with P. Smith re same; reviewed MI "harmful to minors" law; drafted email to G. Markels outlining litigation strategy for MI.
8/27/05	KRH	3.00	Reviewed new Michigan bill surrounding statutory provisions and prior legal opinions re drafted email memo to K. Fallow re applicability of E.D. Michigan opinion and other legal issues raised by Michigan bill; corresponded with P. Smith and K. Fallow re substance and logistics of challenge to Michigan law.
8/30/05	KAF	.50	Met with A. Tenney re case background for MI litigation and preparing draft complaint in MI; telephone conference with G. Markels re MI case strategy.
8/30/05	ALT	.50	Meeting with K. Fallow re drafting complaint; reviewed file.
8/31/05	PMS	.25	Reviewed materials re Michigan bills.

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8/31/05	KRH	.75	Conferred with A. Tenney re Michigan "violent" video games bill and background from previous cases; sent A. Tenney background materials re Washington and St. Louis challenges.	
8/31/05	ALT	2.50	Meeting with K. Hartnett re litigation strategy; reviewed documentation filed in previous cases; monitored progress of Michigan legislation.	
		10.00	PROFESSIONAL SERVICES	3,673.75

DISBURSEMENTS

Westlaw Research	139.11
TOTAL DISBURSEMENTS	139.11

INVOICE TOTAL \$ 3,812.86

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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

ENTERTAINMENT SOFTWARE ASSOCIATION (ESA)
575 7TH STREET, N.W.
SUITE 300
WASHINGTON, DC 20004

OCTOBER 24, 2005
INVOICE # 8998379

ATTN: EDWARD M. DESMOND, ESQ.

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH SEPTEMBER 30, 2005

\$67,887.50

DISBURSEMENTS

398.09

TOTAL INVOICE

\$68,285.59

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ATTN: EDWARD M. DESMOND, ESQ.

OCTOBER 24, 2005

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH SEPTEMBER 30, 2005

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

9/06/05	ALT	.25	Reviewed current draft of Michigan legislation.
9/07/05	PMS	1.50	Prepared for Michigan case.
9/07/05	ALT	2.50	Communications with P. Smith and K. Hartnett re strategy for Michigan litigation; reviewed Michigan litigation; researched ; conference call with G. Markels and P. Smith re strategy for Michigan litigation.
9/08/05	PMS	1.00	Prepared for Michigan case.
9/08/05	ALT	.50	Communications with D. Buyer and P. Smith re declaration procedures; reviewed correspondence pertaining to litigation strategy; reviewed enrolled legislation.
9/09/05	PMS	1.50	Prepared for Michigan case.
9/09/05	KRH	.25	Conferred with A. Tenney re Michigan law and reviewed correspondence re same.
9/09/05	ALT	7.25	Drafted complaint for Michigan litigation; multiple communications with D. Buyer and ESA members re affidavits in support of Michigan Preliminary Injunction motion; multiple communications with K. Hartnett and P. Smith re status of legislation and litigation strategy.

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9/10/05	PMS	1.00	Prepared for Michigan case and talked with potential local counsel.
9/10/05	KRH	.25	Reviewed draft of Michigan complaint.
9/10/05	ALT	7.50	Communications with K. Hartnett re drafting complaint; drafted complaint for Michigan; communications with team re same; drafted gameplay affidavits.
9/12/05	PMS	.25	Reviewed new draft of Michigan complaint.
9/12/05	ALT	8.50	Drafted and edited Michigan complaint; drafted and edited memo in support of preliminary injunction; multiple communications with team re same.
9/13/05	ALT	6.75	Drafted and edited complaint; drafted and edited memorandum in support of preliminary injunction; multiple conferences with team re same.
9/14/05	KAF	1.50	Reviewed and edited draft complaint; reviewed emails re case status and exhibits to PI motion.
9/14/05	KRH	2.50	Participated in call re Michigan complaint and injunction motion with D. Buyer and A. Tenney; assisted A. Tenney with organization of games and videos to accompany preliminary injunction motion; reviewed videotaped gameplay.
9/14/05	ALT	9.50	Drafted and edited complaint; drafted and edited memorandum in support of preliminary injunction; conferred with team re same; telephone conference with D. Buyer and S. Jefferson re litigation strategy; conferred with B. Carraway (THQ) re declaration and game affidavits; reviewed gameplay videotapes; telephone conferences with local counsel re litigation strategy; drafted motion for preliminary injunction.
9/15/05	PMS	1.50	Conferred re status with K. Fallow and A. Tenney.
9/15/05	KAF	4.00	Met with P. Smith re status of case; reviewed draft complaint and edited same; telephone conference with B. Andersen, S. Bersell re draft Andersen declaration; reviewed and edited same; conferred with A. Tenney re case status and draft complaint, draft PI motion, and supporting declarations.

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9/15/05	ALT	9.25	Telephone conferences with declarants re strategy for preliminary injunction motion; telephone conferences with D. Buyer and G. Markels re litigation strategy; telephone conferences with S. Bersell and B. Anderson re preliminary injunction strategy; reviewed gameplay videotapes; drafted preliminary injunction motion; conferred with K. Fallow, P. Smith, and K. Hartnett re litigation strategy; telephone conferences with local counsel re litigation plan.
9/15/05	HGA	1.00	Assisted A. Tenney re: reviewed VHS tapes of video game footage; arranged for copying of tapes.
9/16/05	KAF	2.00	Reviewed and revised MI complaint; reviewed comments on complaint from G. Markels, D Lownstein, and D Buyer; revised and edited MI complaint; conferred w/ A Tenney re same.
9/17/05	ALT	.50	Drafted preliminary injunction memorandum; conferred with team re litigation strategy.
9/18/05	PMS	1.50	Reviewed draft complaint and PI brief; e-mailed re
9/18/05	KAF	.25	Reviewed draft D. Lowenstein declaration and sent comments on same to E. Tenney; reviewed emails from G Markels re draft complaint.
9/18/05	ALT	5.50	Drafted preliminary injunction memorandum; drafted preliminary injunction motion; drafted Lowenstein declaration.
9/19/05	KAF	9.00	Reviewed and revised draft declaration for D. Lowenstein; telephone conferenc with S. Jefferson re same; reviewed comments on draft complaint and conferred with A. Tenney re same; conferred with A. Tenney re corporate disclosure requirement; telephone conference with T. Price re declaration; conferred with A. Tenney re draft complaint and edits thereto; reviewed and revised PI motion and memorandum of law; conferred with P. Smith re corporate disclosure statement; reviewed and revised draft complaint in light of ; revised D. Lowenstein draft declaration in light of comments from D. Buyer and S. Jefferson; reviewed legal research of 6th Circuit law; reviewed and revised draft complaint and emailed

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			revised version to G. Markels and D. Buyer.
9/19/05	KRH	.50	Reviewed Michigan filings, including Lowenstein declaration and conferred with K. Fallow re same.
9/19/05	ALT	6.50	Edited complaint; conferred with team re litigation strategy; researched re corporate disclosure statement; conferred with H. Agostinho re gathered information for affidavits for preliminary injunction motions; telephone conferences with MRA and VSDA re litigation strategy.
9/19/05	HGA	2.00	Assisted A. Tenney re: researched of various companies.
9/20/05	PMS	2.50	Worked on complaint.
9/20/05	KAF	5.25	Emailed outline of changes to complaint to G. Markels, D. Buyer; reviewed and revised draft complaint; reviewed emails from G. Markels re draft complaint; responded to G. Markels re changes to draft complaint; reviewed edits from D. Buyer and responded re same; reviewed revised complaint; conferred with A Tenney re filing of complaint; conferred with P. Smith re legal theories; reviewed cases for same; telephone conference with P. Vance, D. Buyer re deposition; conferred with P. Smith re same; reviewed and revised Michigan complaint; emailed revised version to G. Markels, D. Buyer.
9/20/05	ALT	4.00	Edited complaint; conferred with team re litigation strategy; conferred with H. Agostinho re of member companies; gathered information for affidavits for preliminary injunction motions; conferred with MRA and VSDA re litigation strategy.
9/20/05	HGA	1.50	Assisted A. Tenney re: researched of additional companies and contacted re: sale of video games.
9/21/05	PMS	1.00	Worked on getting ready to sue.
9/21/05	KAF	8.00	Reviewed D. Buyer's additional comments on draft complaint and responded to same; conferred with A. Tenney re revising complaint; reviewed draft corporate

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disclosure statement and conferred with A. Tenney re local rules on same; reviewed D Lowenstein's edits to draft declaration; conferred with D. Buyer re same; telephone conference with T Price re declaration in Michigan; conferred with D. Buyer re case status; reviewed ; conferred with A. Tenney re B Andersen declaration; conferred with P. Smith re discovery; reviewed and revised PI motion; emailed revised draft to P. Smith.

9/21/05	KRH	.50	Participated in call with T. Price re declaration; read/responded to email re case status and conferred with team re same.
9/21/05	ALT	7.25	Finalized complaint and prepared for filing; drafted corporate disclosure statement; conferred with team re litigation strategy; telephone conference with T. Price, K. Fallow, and K. Hartnett re litigation strategy; telephone conference with local counsel re litigation strategy.
9/21/05	HGA	1.00	Assisted A. Tenney re: researched of various companies.
9/22/05	KAF	5.25	Revised draft motion for PI; legal research on cases; conferred with P. Smith re same; emailed draft to G. Markels and D. Buyer; conferred with D. Buyer re same; conferred with local counsel re motion for expedited briefing schedule and PI motion; conferred with local counsel re State printing error and need to file amended complaint; reviewed and revised D. Lowenstein declaration and sent to D. Buyer; conferred with D. Buyer re filing PI motion on Monday.
9/22/05	ALT	6.50	Communications with team re litigation strategy; edited draft preliminary injunction memo; edited Lowenstein and Andersen affidavits.
9/22/05	HGA	1.00	Assisted A. Tenney re: reviewed copies of video game footage VHS tapes.
9/23/05	PMS	1.50	Reviewed filings.
9/23/05	KAF	3.75	Revised and edited PI motion; telephone conference with T. Price re declaration; conferred with local counsel re motion for expedited briefing; reviewed motion for expedited briefing and revised same; telephone

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			conference with D. Buyer re D. Lowenstein declaration; telephone conference with B. Anderson re declaration and PI motion; coordinated filing of PI motion.
9/23/05	KRH	1.25	Participated in call with T. Price re declaration; read/responded to correspondence re preliminary injunction motion and supporting documents.
9/23/05	ALT	6.50	Prepared and finalized exhibits to motion for preliminary injunction; multiple communications with team re same; telephone conference with T. Price, K. Fallow and K. Hartnett re litigation strategy; multiple communications with local counsel re preliminary injunction strategy.
9/23/05	HGA	4.25	Assisted A. Tenney re: reviewed copies of video game footage on VHS tapes; labeled and prepared exhibits for filing.
9/24/05	KAF	4.25	Reviewed and declarations of B Andersen and T Price; emailed versions to B Andersen and T Price; telephone conference with P Smith re experts; conferred with K Hartnett re Price declaration and experts; incorporated edits from D Buyer, B Andersen into PI brief; revised and edited brief; telephone conference with T Price re changes to declaration; revised PI motion.
9/24/05	ALT	.75	Multiple communications with local counsel and team re litigation strategy.
9/25/05	CLO	3.25	Cite checked motion for preliminary injunction; reviewed and revised table of authorities.
9/25/05	KAF	.50	Reviewed and revised PI motion; telephone conference with A Tenney re same.
9/25/05	ALT	2.75	Multiple communications with team re litigation strategy; edited and researched preliminary injunction memo.
9/26/05	PMS	.50	Corresponded with D. Lowenstein re experts.
9/26/05	CLO	1.00	Met with A. Tenney to finalize brief; reviewed and revised brief.
9/26/05	KAF	1.50	Reviewed PI motion; conferred with D Levasseur (local counsel) re filing; conferred with A Tenney, P Smith re

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same; telephone conference with P Smith re experts; reviewed and revised PI motion; conferred with A Tenney re same.

9/26/05	ALT	7.00	Edited and finalized preliminary injunction motion and memo; reviewed pleadings; multiple communications with team re litigation strategy; multiple communications with local counsel re filing; multiple communications with D. Buyer re edits to preliminary injunction motion and memo.	
9/27/05	PMS	.75	Reviewed response to expedition motion; telephone calls re status conference.	
9/27/05	KAF	.50	Reviewed AG's opposition to motion for expedited briefing; conferred with P Smith, local counsel re need to file reply; reviewed emails re status hearing before judge on October 3.	
9/27/05	ALT	4.50	Multiple communications with team re litigation strategy; reviewed State's response to motion for expedited briefing schedule; reviewed correspondence and pleadings re pending litigation; reviewed studies on effects of video games on children; reviewed correspondence re experts.	
9/28/05	ALT	.50	Communications with team re litigation strategy.	
9/29/05	PMS	.25	E-mailed Gail Markels re status conference, experts, etc.	
9/29/05	ALT	.75	Compiled information for admission to EDM I for P. Smith, K. Fallow and A. Tenney; multiple communications with team re status of litigation; reviewed correspondence and pleadings re pending litigation.	
9/30/05	ALT	.75	Conferred with team re status of PI motion and hearing; reviewed correspondence and pleadings re pending litigation.	
		186.50	PROFESSIONAL SERVICES	67,887.50

DISBURSEMENTS

LAW OFFICES

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Long Distance Telephone	1.95
Photocopy	3.69
Postage	1.06
Westlaw Research	391.39
TOTAL DISBURSEMENTS	398.09

INVOICE TOTAL \$ 68,285.59

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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

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575 7TH STREET, N.W.
SUITE 300
WASHINGTON, DC 20004

NOVEMBER 16, 2005
INVOICE # 9002328

ATTN: EDWARD M. DESMOND, ESQ.

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH OCTOBER 31, 2005

\$53,675.00

DISBURSEMENTS

3,010.12

TOTAL INVOICE

\$56,685.12

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INVOICE # 9002328

ATTN: EDWARD M. DESMOND, ESQ.

NOVEMBER 16, 2005

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
THROUGH OCTOBER 31, 2005

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

10/02/05	PMS	1.00	Prepared for status conference.
10/03/05	PMS	6.00	Prepared for status conference while traveling to Detroit; attended status conference; attended conference with local counsel; telephone call with G. Markels and D. Buyer.
10/03/05	ALT	.25	Communications with P. Smith re _____ in preparation for status hearing; communications with P. Smith re hearing.
10/05/05	ALT	.50	Reviewed court order re discovery and denial of expedited briefing; communications with team re same; meeting with L. Green re litigation files for Michigan case.
10/06/05	TJP	.25	Researched statistics on _____ for H. Agostinho.
10/11/05	ALT	.50	Communications with S. Bersell re upcoming deadlines; reviewed correspondence and pleadings re pending litigation.
10/13/05	ALT	.25	Reviewed correspondence and pleadings re pending litigation.
10/14/05	DP	.50	Reviewed pleadings and cases for preliminary injunction briefing.
10/16/05	DP	4.00	Reviewed and analyzed previous filings, Michigan

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statute, case law and past successful cases in preparation for preliminary injunction briefing.

10/17/05	PMS	.50	Reviewed motions to dismiss and to change venue.
10/17/05	KAF	3.00	Conferred with local counsel re filing rules; reviewed State's motion to dismiss; conferred with D. Pozza re same; reviewed State's motion to transfer venue; conferred with A. Tenney re same; reviewed State's opposition to motion for preliminary injunction; conferred with D. Pozza and K. Hartnett re same; emailed State's filings to Plaintiffs along with analyses of same.
10/17/05	KRH	1.00	Reviewed State's motions and response to PI motion; conferred with K. Fallow, A. Tenney and D. Pozza re same and drafted responsive briefs.
10/17/05	ALT	1.00	Reviewed motions filed by Government; multiple communications with team re litigation strategy.
10/17/05	DP	.50	Reviewed motion to dismiss and response to preliminary injunction motion.
10/18/05	PMS	1.00	Reviewed PI response.
10/18/05	KAF	1.00	Conferred with local counsel re exhibits to State's opposition to motion for a PI; conferred with D. Pozza, K. Hartnett re reply brief.
10/18/05	KRH	2.25	Reviewed Michigan PI brief, state opposition and supporting materials in preparation for drafting reply brief; conferred with K. Fallow re reply brief; reviewed and other legal authorities.
10/18/05	ALT	.50	Reviewed correspondence and pleadings re pending litigation.
10/19/05	KAF	2.50	Conferred with K. Hartnett re page limit for reply brief; conferred with P. Smith re same; conferred with local counsel re same; reviewed and revised draft motion for extension of page limit for reply brief; reviewed and edited reply brief.
10/19/05	KRH	8.25	Researched and drafted portion of reply brief in support of motion for preliminary injunction, including

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			;	conferred with K. Fallow and D. Pozza re same; incorporated D. Pozza section into reply brief and revised same; sent draft reply brief to K. Fallow.
10/20/05	PMS	1.00		Reviewed and edited PI reply brief; corresponded by e-mail with D. Lowenstein re same.
10/20/05	CLO	1.50		Cite checked reply brief.
10/20/05	KAF	4.50		Reviewed and revised draft reply brief in support of PI; incorporated edits from P. Smith and emailed same to G. Markels, et al., and B. Andersen; conferred with local counsel re order granting motion to extend page limits.
10/20/05	KRH	.25		Reviewed revised draft of reply brief in support of motion for preliminary injunction and corresponded re same.
10/20/05	ALT	.50		Communications with team re litigation strategy; reviewed draft reply brief.
10/20/05	DP	3.50		Drafted response to motion to dismiss; research for same.
10/21/05	KAF	1.50		Reviewed and edited reply brief; incorporated edits from clients into reply brief; responded to questions re same.
10/21/05	KRH	2.00		Corresponded and conferred with K. Fallow and A. Tenney re status and organization of Michigan preliminary injunction pleadings and exhibits; organized same and distributed to team; conferred with D. Pozza re response to State's motion to dismiss; read/responded to correspondence re reply in support of PI motion.
10/21/05	ALT	2.50		Reviewed correspondence and pleadings re pending litigation; multiple communications with team re pending litigation strategy; researched Sixth Circuit law regarding
10/21/05	DP	5.50		Drafted response to Defendants' motion to dismiss; additional research for same.
10/22/05	ALT	4.25		Researched Sixth Circuit law regarding drafted Plaintiffs' Opposition to State's motion to transfer venue.
10/23/05	CLO	1.25		Cite checked reply brief; reviewed and revised table of

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			authorities.
10/23/05	ALT	8.00	Researched Sixth Circuit law regarding ; drafted Plaintiffs' Opposition to State's motion to transfer venue.
10/23/05	DP	4.50	Drafted response to Defendants' motion to dismiss and forwarded to K. Fallow.
10/24/05	PMS	.50	Reviewed reply brief.
10/24/05	CLO	.75	Met with A. Tenney re revising table of authorities.
10/24/05	KAF	8.50	Revised and edited reply brief; coordinated filing of same; revised and edited opposition to motion to dismiss; legal research re revised and edited opposition to motion to transfer venue; sent revised draft to P. Smith; circulated copies of as-filed reply brief to clients.
10/24/05	KRH	.50	Read/responded to correspondence re preliminary injunction filing and reviewed same; reviewed draft opposition to motion to transfer venue.
10/24/05	ALT	8.00	Researched Sixth Circuit law regarding ; drafted Plaintiffs' Opposition to State's motion to transfer venue; multiple communications with team re litigation strategy; edited and finalized reply memo to State's opposition to preliminary injunction motion.
10/24/05	DP	2.75	Revised response to motion to dismiss; additional research for same.
10/25/05	KAF	2.50	Revised and edited oppositions to motion to dismiss, transfer venue; sent drafts to ESA and VSDA; conferred with D. Buyer re same.
10/25/05	KRH	.50	Reviewed draft opposition to State's motion to dismiss and proposed revisions to same.
10/25/05	ALT	5.50	Research draft opposition to venue transfer motion; multiple communications with team re litigation strategy; researched motion.

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10/26/05	CLO	3.00	Cite-checked opposition for transfer of venue and opposition to motion to dismiss.
10/26/05	KAF	2.50	Revised and edited opposition to motion to dismiss; corresponded with G. Markels, D. Buyer re edits to same; conferred with D. Pozza re follow-up research; research re
10/26/05	KRH	.50	Created redline of comments on motion to dismiss opposition and sent same to K. Fallow; read/responded to correspondence re edits to oppositions to venue motion and motion to dismiss.
10/26/05	ALT	6.50	Edited opposition to venue transfer motion; multiple communications with team re litigation strategy; edited opposition to motion to dismiss; reviewed correspondence and pleadings re pending litigation.
10/26/05	DP	4.75	Additional research for response to motion to dismiss; drafted edits to motion to dismiss.
10/27/05	PMS	.25	Telephone call with G. Markels re PI argument.
10/27/05	KAF	4.25	Revised and edited oppositions to motion to dismiss and motion to transfer venue; research re same; conferred with D. Pozza re follow-up research for same; conferred with A Tenney re filing of same.
10/27/05	ALT	2.00	Edited and finalized opposition to venue transfer motion; edited and finalized opposition to motion to dismiss; multiple communications with team re litigation strategy.
10/27/05	DP	1.00	Additional research and edits to motion to dismiss response.
10/28/05	ALT	.25	Multiple communications with team re litigation strategy.
10/30/05	PMS	3.00	Prepared for PI hearing.
10/31/05	PMS	8.50	Prepared for and participated in preliminary injunction hearing.
10/31/05	KAF	.50	Conferred with P. Smith re report from oral argument; emailed clients re same.
10/31/05	ALT	.25	Communications with team re litigation strategy.

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142.25	PROFESSIONAL SERVICES	53,675.00
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DISBURSEMENTS

Lexis Research	181.27
Long Distance Telephone	3.38
Network Printing	123.39
Out of Town Travel for PMS on 10/3/05 to New York, NY - attended status conference	828.40
Photocopy	69.84
Special Messenger Service	167.08
Westlaw Research	1,636.76
TOTAL DISBURSEMENTS	3,010.12

INVOICE TOTAL	\$ 56,685.12
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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

ENTERTAINMENT SOFTWARE ASSOCIATION (ESA)
575 7TH STREET, N.W.
SUITE 300
WASHINGTON, DC 20004

DECEMBER 7, 2005
INVOICE # 9006024

ATTN: EDWARD M. DESMOND, ESQ.

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH NOVEMBER 30, 2005

\$6,995.00

DISBURSEMENTS

722.71

TOTAL INVOICE

\$7,717.71

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DECEMBER 7, 2005

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH NOVEMBER 30, 2005

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

11/09/05	PMS	.50	Reviewed PI ruling and e-mailed re same.
11/09/05	KAF	.25	Reviewed MI order granting PI; telephone conference with K. Hartnett re same.
11/09/05	ALT	1.00	Reviewed J. Steeh's order re preliminary injunction; reviewed correspondence and pleadings re pending litigation; communications with team and clients re litigation strategy.
11/10/05	ALT	1.25	Reviewed correspondence and pleadings re pending litigation.
11/11/05	ALT	.50	Telephone conference with D. Levasseur re post-PI strategy; communications with team re same.
11/12/05	ALT	.25	Reviewed correspondence and pleadings re pending litigation; communications with team re litigation strategy.
11/21/05	PMS	.50	Office conference with K. Fallow re summary judgment.
11/21/05	KAF	.25	Conferred with P. Smith re summary judgment brief in Michigan; emailed G. Markels and D. Buyer re proposed SJ strategy.
11/21/05	ALT	1.50	Meeting with K. Hartnett and H. Agostinho re AG's request for documents; reviewed requested documents; communications with P. Smith and K. Fallow re same;

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			reviewed correspondence and pleadings re pending litigation.
11/21/05	HGA	2.75	Met with K. Hartnett and A. Tenney re: discovery; organized and burned PDF's of articles relied upon by experts to CD's; scanned newly-received articles; identified missing articles for library search.
11/22/05	KAF	.25	Reviewed and revised draft letter to D. Barton of MI AG office re producing materials relied upon by Goldstein and Nusbaum.
11/22/05	KRH	1.00	Organized expert references for H. Nusbaum and J. Goldstein for production to State; conferred with A. Tenney and H. Agostinho re same.
11/23/05	ALT	1.00	Drafted correspondence to D. Barton enclosing articles relied upon by Nusbaum and Goldstein; reviewed correspondence and pleadings re pending litigation; conferred with K. Fallow re litigation strategy.
11/28/05	KAF	.50	Telephone conference with P. Smith re motion for SJ in MI; research re same; telephone conference with G. Markels re same.
11/28/05	MSH	1.50	Reviewed Michigan preliminary injunction filings to prepare for work on summary judgment motion.
11/28/05	HGA	.50	Assisted A. Tenney re: identified missing Goldstein declaration articles and sent search request to library.
11/29/05	KAF	1.25	Conferred with P. Smith re summary judgment motion; reviewed pleadings in case to outline draft summary judgment motion; met with A. Tenney, M. Hellman re draft summary judgment motion and outline.
11/29/05	ALT	1.00	Reviewed correspondence and pleadings re pending litigation; conferred with local counsel re litigation strategy; met with M. Hellman and K. Fallow re summary judgment motion.
11/29/05	MSH	1.50	Met with K. Fallow and A. Tenney to plan summary judgment motion; reviewed court's local rules and researched

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11/30/05	KAF	.50	Telephone conference with G. Markels re SJ motion in Michigan; conferred with M. Hellman, A. Tenney re drafting same; conferred with P. Smith re SJ strategy.	
11/30/05	MSH	4.50	Reviewed Michigan filings and legislative history re summary judgment motion drafting; outlined summary judgment motion.	
11/30/05	HGA	1.50	Assisted M. Hellman re: copied and scanned Appendices.	
		23.75	PROFESSIONAL SERVICES	6,995.00

DISBURSEMENTS

Long Distance Telephone	1.19
Out of Town Travel for PMS on 10/31/05 to Detroit, MI - to argue PI motion	438.40
Special Messenger Service	6.50
Westlaw Research	276.62
TOTAL DISBURSEMENTS	722.71

INVOICE TOTAL \$ 7,717.71

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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

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575 7TH STREET, N.W.
SUITE 300
WASHINGTON, DC 20004

JANUARY 13, 2006
INVOICE # 9010397

ATTN: EDWARD M. DESMOND, ESQ.

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH DECEMBER 31, 2005

\$19,056.25

DISBURSEMENTS

1,944.24

TOTAL INVOICE

\$21,000.49

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ATTN: EDWARD M. DESMOND, ESQ.

JANUARY 13, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH DECEMBER 31, 2005

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

12/01/05	MSH	6.00	Drafted sections of brief:
12/02/05	ALT	.50	Researched background for section of summary judgment motion; communications with D. Levasseur re same.
12/02/05	MSH	1.00	Revised section of brief:
12/03/05	ALT	2.50	Drafted section of summary judgment brief; communications with M. Hellman re same.
12/03/05	MSH	2.50	Drafted First Amendment arguments; reviewed Illinois decision; incorporated Illinois decision in Michigan summary judgment motion.
12/04/05	ALT	2.25	Communications with K. Fallow re summary judgment brief; reviewed correspondence and pleadings re pending litigation; edited summary judgment brief; communications with M. Hellman re same; reviewed expert reports from prior litigation to determine litigation strategy.
12/04/05	MSH	2.00	Drafted reviewed Illinois decision; incorporated Illinois decision in Michigan summary judgment motion.
12/05/05	ALT	1.75	Edited section of brief; reviewed

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			correspondence and pleadings re pending litigation; multiple communications with team re litigation strategy.
12/05/05	MSH	9.50	Revised and proofed all sections of brief; incorporated arguments; reviewed studies submitted by state to determine
12/05/05	HGA	1.50	Assisted A. Tenney re: scanned and organized newly-received Goldstein references list articles.
12/06/05	KAF	5.00	Revised and edited draft motion for summary judgment; emailed draft to P. Smith for review and comment.
12/07/05	KAF	1.00	Reviewed and revised draft SJ motion and emailed same to G. Markels and D. Buyer; conferred with P. Smith re same.
12/07/05	MSH	3.50	Researched ; revised motion for summary judgment; researched E.D.Mich. summary judgment practice.
12/08/05	ALT	.25	Communications with team re litigation strategy.
12/09/05	ALT	.25	Communications with team re litigation strategy.
12/09/05	MSH	2.00	Reviewed evidence submitted by State for researched case law on
12/12/05	KAF	.25	Checked docket for notice of appeal of PI hearing; emailed local counsel re same; responded to inquiries re same; telephone conference with G. Markels re same.
12/13/05	KAF	.25	Emailed Michigan Retailers Assn re draft motion for summary judgment; conferred with P. Smith, M. Hellman re filing summary judgment motion.
12/13/05	ALT	.25	Communications with team re litigation strategy.
12/14/05	KAF	1.25	Conferred with M. Hellman re exhibits to summary judgment motion; reviewed and revised motion.
12/14/05	JYH	1.50	Began citation check of Motion for Summary Judgment by request of M. Hellman.
12/15/05	KAF	.50	Conferred with M. Hellman re exhibits to SJ motion and

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			legal research re same; reviewed and revised draft motion; telephone conference with G. Markels re motion.	
12/15/05	MSH	2.50	Revised summary judgment motion to include exhibits, additional citations to N.D.Ill opinion.	
12/15/05	JYH	4.50	Continued and complete citation check on Motion for Summary Judgment; ran WestCheck report for negative case history for cases cited in brief and provide copy of same to M. Hellman by request.	
12/16/05	MSH	1.50	Reviewed _____ for inclusion in motion for summary judgment.	
12/17/05	ALT	.75	Reviewed Anderson studies re video game violence.	
12/19/05	MSH	2.50	Drafted motion for summary judgment to accompany memo in support of summary judgment.	
12/20/05	KAF	.50	Reviewed and edited motion for summary judgment; emailed G. Markels and D. Buyer re filing motion and memorandum in support of motion.	
12/20/05	MSH	1.00	Edited motion for summary judgment; prepared summary judgment motion for filing.	
12/21/05	KAF	1.50	Revised and edited near-final draft of motion for summary judgment; emailed G. Markels, D. Buyer re same; emailed B Andersen, S. Bersell re same; conferred with P. Smith re same; reviewed and edited summary judgment motion; conferred with M. Hellman re same.	
12/21/05	ALT	.75	Multiple communications with team re litigation strategy; reviewed draft materials re motion for summary judgment.	
12/21/05	MSH	1.50	Prepared exhibits for summary judgment; reviewed filing requirements; prepared motion for filing.	
12/22/05	CLO	1.75	Met with M. Hellman to review and revise table of authorities; reviewed and organized exhibits to summary judgment motion per M. Hellman.	
		64.25	PROFESSIONAL SERVICES	19,056.25

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DISBURSEMENTS

Lexis Research	140.75
Long Distance Telephone	2.08
Network Printing	43.02
Photocopy	1.98
Publication Charges	193.20
Westlaw Research	1,563.21
TOTAL DISBURSEMENTS	1,944.24

INVOICE TOTAL \$ 21,000.49

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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

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

FEBRUARY 15, 2006
INVOICE # 9016517

ATTN: GAIL MARKELS

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH JANUARY 31, 2006

\$13,922.50

DISBURSEMENTS

37.07

TOTAL INVOICE

\$13,959.57

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 NEW YORK, NY 10017

INVOICE # 9016517

ATTN: GAIL MARKELS

FEBRUARY 15, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH JANUARY 31, 2006

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

1/04/06	KAF	.25	Conferred with local counsel re timing of summary judgment response; telephone conference with G. Markels re same.
1/04/06	ALT	.25	Reviewed communications with team re litigation strategy.
1/13/06	CXC	1.00	Assisted J. Hepburn with compiling table of authorities.
1/20/06	KAF	.25	Reviewed judge's ruling on venue motion and emailed same to clients; conferred with P. Smith re summary judgment filings and case strategy.
1/23/06	PMS	1.50	Reviewed Michigan's response to summary judgment and talked to K. Fallow re same.
1/23/06	KAF	1.25	Reviewed State's opposition to ESA's summary judgment motion and exhibits thereto; telephone conference with P. Smith re MI SJ reply brief; telephone conference with G. Markels re same; conferred with local counsel re filing requirements.
1/23/06	MSH	2.00	Reviewed state's motion for summary judgment and response; prepared to draft reply brief.
1/24/06	PMS	.25	Telephone call to Michigan Attorney General re timing of response to cross-motion for summary judgment; e-mailed re same.

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1/24/06	KAF	1.50	Reviewed State's opposition to SJ motion and cross-motion for SJ and devised outline for response; conferred with P. Smith re timing of response; met with M. Hellman re consolidated response and reply on the parties' cross-motions for SJ; telephone conference with D. Buyer and S. Jefferson re State's opposition and cross-motion.	
1/24/06	MSH	3.00	Reviewed state's motion; met with K. Fallow re response strategy; began outlining response.	
1/25/06	MSH	4.50	Researched and began drafting summary judgment reply.	
1/25/06	DP	.50	Reviewed and analyzed State's response to summary judgment and cross-motion for summary judgment.	
1/26/06	KAF	.25	Conferred with D. Barton of AG's office re consolidated reply/response on cross-motions for summary judgment; conferred with P. Smith, M. Hellman re same.	
1/26/06	MSH	8.25	Drafted summary judgment reply.	
1/27/06	MSH	7.50	Drafted summary judgment reply/cross response re	
1/30/06	KAF	.25	Conferred with local counsel re motion to file consolidated reply/opposition brief; reviewed same.	
1/30/06	MSH	5.00	Phone call with A. Blumenfield re filing requirements; drafted arguments.	
1/31/06	MSH	3.00	Revised summary judgment brief.	
		40.50	PROFESSIONAL SERVICES	13,922.50

DISBURSEMENTS

Long Distance Telephone	3.64
Network Printing	3.24
Photocopy-NQue	0.18
Westlaw Research	30.01
TOTAL DISBURSEMENTS	37.07

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CHICAGO, ILLINOIS 60611
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INVOICE TOTAL

\$ 13,959.57

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CLIENT NUMBER 40507-000
MATTER NUMBER 10080

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

MARCH 13, 2006
INVOICE # 9019735

ATTN: GAIL MARKELS

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH FEBRUARY 28, 2006

\$12,450.00

DISBURSEMENTS

1,069.30

TOTAL INVOICE

\$13,519.30

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 NEW YORK, NY 10017

INVOICE # 9019735

ATTN: GAIL MARKELS

MARCH 13, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH FEBRUARY 28, 2006

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

2/02/06	MSH	2.00	Edited summary judgment Reply/Response Brief.
2/04/06	MSH	1.00	Revised summary judgment motion.
2/07/06	MSH	3.00	Drafted arguments for summary judgment motion.
2/08/06	KAF	.50	Reviewed M. Hellman draft SJ response/reply; conferred with M. Hellman re same.
2/08/06	MSH	2.50	Drafted and revised brief; met with K. Fallow re brief.
2/09/06	MSH	.75	Revised brief per K. Fallow's instructions.
2/12/06	PMS	1.00	Reviewed Michigan draft reply brief.
2/12/06	KAF	5.75	Reviewed and revised draft response/reply brief on summary judgment motions; reviewed and revised draft SJ response/reply brief.
2/13/06	KAF	.25	Reviewed P. Smith's edits to brief; conferred with M. Hellman re revisions to draft brief.
2/13/06	MSH	2.00	Revised summary judgment brief per P. Smith's and K. Fallow's comments.
2/14/06	KAF	1.50	Reviewed and revised draft MI summary judgment response and emailed same to clients.

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2/14/06	MSH	.50	Revised summary judgment brief per P. Smith's and K. Fallow's comments.	
2/15/06	CLO	1.25	Cite checked reply brief.	
2/15/06	MSH	1.00	Revised summary judgment brief per P. Smith's and K. Fallow's comments; oversaw process of finalizing brief for filing.	
2/16/06	CLO	2.50	Cite checked reply brief.	
2/16/06	MSH	1.50	Oversaw process of finalizing brief for filing.	
2/17/06	MSH	1.50	Oversaw process of finalizing summary judgment reply brief for filing, including ensuring compliance with local rules and accuracy of citations.	
2/20/06	KAF	.50	Reviewed and revised draft reply brief in support of motion for summary judgment; conferred with M. Hellman re filing response brief.	
2/20/06	MSH	1.75	Drafted reply in support of summary judgment motion. Revised draft for filing.	
2/21/06	CLO	.75	Met with M. Hellman re reviewing and revising brief; reviewed and revised brief.	
2/21/06	KAF	1.50	Revised and edited draft response brief on summary judgment motion; reviewed transcript in Illinois for citations to Anderson and Kronenberger testimony; conferred with M. Hellman re finalizing and filing brief and attachments.	
2/21/06	MSH	2.00	Oversaw process of filing summary judgment reply brief; ensured compliance with local rules and accuracy of citations.	
		35.00	PROFESSIONAL SERVICES	12,450.00

DISBURSEMENTS

Pacer Charges	5.92
Telephone(ID: 883831)	0.45
Telephone(ID: 948636)	0.30

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

Telephone(ID: 966449)	0.30
Westlaw Research	1,062.33
TOTAL DISBURSEMENTS	1,069.30

INVOICE TOTAL \$ 13,519.30

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

CLIENT NUMBER 40507-000
MATTER NUMBER 10080

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

APRIL 12, 2006
INVOICE # 9023141

ATTN: GAIL MARKELS

MICHIGAN VIDEO GAME CHALLENGE

FOR PROFESSIONAL SERVICES RENDERED
THROUGH MARCH 31, 2006

\$11,100.00

DISBURSEMENTS

127.30

TOTAL INVOICE

\$11,227.30

LAW OFFICES
JENNER & BLOCK LLP
ONE IBM PLAZA
CHICAGO, ILLINOIS 60611
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317 MADISON AVENUE
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APRIL 12, 2006

CLIENT NUMBER - 40507-000

FOR PROFESSIONAL SERVICES RENDERED
THROUGH MARCH 31, 2006

MICHIGAN VIDEO GAME CHALLENGE

MATTER NUMBER - 10080

3/16/06	PMS	1.75	Prepared for summary judgment argument.	
3/20/06	PMS	2.00	Prepared for summary judgment argument.	
3/21/06	PMS	2.75	Prepared for summary judgment argument.	
3/22/06	PMS	12.00	Prepared for, delivered and returned from summary judgment argument.	
		18.50	PROFESSIONAL SERVICES	11,100.00

DISBURSEMENTS

Lexis Research	70.51
Photocopy-NQue	2.97
Publication Charges	52.77
Telephone(ID: 1024199)	0.30
Telephone(ID: 1024966)	0.15
Telephone(ID: 1101006)	0.60
TOTAL DISBURSEMENTS	127.30

INVOICE TOTAL \$ 11,227.30

REPORT ID: JACQUELYNE STUBBS
 DATE/TIME: 4/11/06 - 10:11:33

JENNER & BLOCK
 CLIENT DETAIL TIME & EXPENSE REPORT

PROGRAM: RP509

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Time Date Range 1/01/1901 to 1/01/1901 -- Disb Date Range 1/01/1901 to 12/31/2999

Client: 4050700 ENTERTAINMENT SOFTWARE ASSOCIA BILL: 0291 PAUL M SMITH
 Matter: 10080 MICHIGAN VIDEO GAME CHALLENGE Resp: 0291 PAUL M SMITH
 Orig: 0291 PAUL M SMITH Matter Last Bldd Date: 3/13/2006

ATTY	Date	Payee	Amount	Status	Description of Disbursement	Group-Item
9902	10/06/2005	EOTRRC:	.45	B	Photocopy	41106-02359
9902	10/10/2005	EOTRRC:	65.43	B	Photocopy	41165-00520
9901	10/12/2005	NOUE	7.65	B	Network Printing	41457-08803
9901	10/14/2005	NOUE	22.50	B	Network Printing	41342-15012
9901	10/14/2005	NOUE	14.85	B	Network Printing	41459-06283
9901	10/18/2005	NOUE	17.55	B	Network Printing	41461-05585
9902	10/19/2005	EQUITRAC	.13	B	Long Distance Telephone	41381-00361
9902	10/19/2005	EQUITRAC	1.30	B	Long Distance Telephone	41381-00418
9901	10/21/2005	NOUE	57.96	B	Network Printing	41463-06768
9902	10/24/2005	EQUITRAC	.78	B	Long Distance Telephone	41429-00278
9902	10/25/2005	EQUITRAC	.65	B	Long Distance Telephone	41471-00326
9902	10/26/2005	EQUITRAC	.26	B	Long Distance Telephone	41471-00699
9902	10/26/2005	EOTRRC:	.45	B	Photocopy	41471-00889
9902	10/30/2005	EOTRRC:	3.51	B	Photocopy	41536-00060
9901	10/31/2005	NOUE	181.27	B	Network Printing	41602-03575
9901	10/31/2005	EQUITRAC	1,636.76	B	Lexis Research	41618-00087
9902	10/31/2005	EQUITRAC	.26	B	Westlaw Research	41618-00374
9999	10/31/2005	PAUL M. SMITH	438.40	B	Out of Town Travel for PMS on 10/31/05 to Detroit, MI - to argue PI motion	41600-00535
9901	11/03/2005	EQUITRAC	.15	B	Long Distance Telephone	41646-01481
9902	11/03/2005	EQUITRAC	.13	B	Long Distance Telephone	41646-01717
9902	11/08/2005	EQUITRAC	.26	B	Long Distance Telephone	41743-00493
9902	11/11/2005	EQUITRAC	.13	B	Long Distance Telephone	41853-00226
9902	11/14/2005	EQUITRAC	.13	B	Long Distance Telephone	41884-00320
9902	11/28/2005	EQUITRAC	.13	B	Long Distance Telephone	42108-00592

REPORT ID: JACQUELYNE STUBBS
 DATE/TIME: 4/11/06 - 10:11:33

JENNER & BLOCK
 CLIENT DETAIL TIME & EXPENSE REPORT

PROGRAM: RP509
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Time Date Range 1/01/1901 to 1/01/1901 -- Disb Date Range 1/01/1901 to 12/31/2999

Client: 4050700 ENTERTAINMENT SOFTWARE ASSOCIA Bill: 0291 PAUL M SMITH
 Matter: 10080 MICHIGAN VIDEO GAME CHALLENGE Resp: 0291 PAUL M SMITH
 Orig: 0291 PAUL M SMITH Matter Last Bld Date: 3/13/2006

ATTY	Date	Payee	Amount	Status	Description of Disbursement	Group-Item
9902	11/29/2005	EQUITRAC	.26	B	Long Distance Telephone	42134-00420
9902	11/29/2005	EQUITRAC	.26	B	Long Distance Telephone	42328-00451
9901	11/30/2005	NOUE	276.62	B	Westlaw Research	42177-00325
9901	12/02/2005	NOUE	4.23	B	Network Printing	42267-04704
9901	12/06/2005	NOUE	38.79	B	Network Printing	42270-06480
9902	12/07/2005	EQUITRAC	1.17	B	Long Distance Telephone	42328-00791
9902	12/08/2005	EQUITRAC	1.18	B	Photocopy	42328-01435
9999	12/08/2005	GEORGE WASHINGTON UN	193.20	B	Publication Charges	42683-00007
9902	12/15/2005	EQUITRAC	.26	B	Long Distance Telephone	42502-00859
9902	12/15/2005	EQUITRAC	1.80	B	Photocopy	42502-01435
9902	12/22/2005	EQUITRAC	.39	B	Long Distance Telephone	42720-02412
9901	12/31/2005	NOUE	140.75	B	Lexis Research	42777-00067
9901	12/31/2005	EQUITRAC	1,563.21	B	Westlaw Research	42777-00317
9902	1/05/2006	EQUITRAC	.26	B	Long Distance Telephone	42903-01179
9999	1/06/2006	PACER SERVICE CENTER	5.92	B	Long Distance Telephone	43421-00020
9902	1/23/2006	EQUITRAC	1.17	B	Long Distance Telephone	43151-02959
9901	1/24/2006	NOUE	3.24	B	Network Printing	43156-03630
9902	1/24/2006	EQUITRAC	1.69	B	Photocopy-NOUE	43151-03446
9902	1/25/2006	EQUITRAC	.26	B	Long Distance Telephone	43192-00351
9902	1/30/2006	EQUITRAC	.26	B	Long Distance Telephone	43310-00149
9901	1/31/2006	NOUE	30.01	B	Westlaw Research	43349-00338
9901	2/02/2006	NOUE	.45	B	Telephone(ID: 883831)	43657-03626
9999	2/10/2006	CAPITOL DISTRICT INF	52.77	B	Publication Charges	43859-00007
9901	2/16/2006	NOUE	.30	B	Telephone(ID: 948636)	43762-01777
9901	2/28/2006	NOUE	.30	B	Telephone(ID: 968449)	43773-03159
9901	3/07/2006	NOUE	1,062.33	B	Westlaw Research	43859-00345
9901	3/07/2006	NOUE	.15	B	Telephone(ID: 1024966)	43957-00843
9901	3/21/2006	NOUE	.30	B	Telephone(ID: 1024199)	43957-01572
9999	3/22/2006	PAUL M. SMITH	1.89	B	Photocopy-NOUE	44225-03577
			932.60	B	MI - attend summary judgment hearing	44225-00003
9902	3/24/2006	NOUE	.60	B	Out of Town Travel for PMS on 3/22/06 to Detroit	44338-01310
9902	3/24/2006	NOUE	.45	B	Telephone(ID: 1101006)	44338-01806
9902	3/27/2006	NOUE	.63	B	Photocopy-NOUE	44364-04093
9901	3/31/2006	NOUE	70.51	B	Photocopy-NOUE	44490-00087
9902	4/03/2006	NOUE	.15	B	Lexis Research	44516-01158
9902	4/03/2006	NOUE	.30	B	Telephone(ID: 1138020)	44516-02197
9902	4/03/2006	NOUE	1.35	B	Telephone(ID: 1138049)	44516-02237
9902	4/05/2006	NOUE	1.65	B	Telephone(ID: 1138737)	44519-01143
9902	4/06/2006	NOUE	.30	B	Telephone(ID: 1149482)	44545-01224
				B	Telephone(ID: 1155360)	

Disbursements Total 8,245.18

REPORT ID: JACQUELYNE STUBBS
 DATE/TIME: 4/11/06 - 10:11:33

JENNER & BLOCK
 CLIENT DETAIL TIME & EXPENSE REPORT

PROGRAM: RP509
 PAGE: 3

Time Date Range 1/01/1901 to 1/01/1901 -- Disb Date Range 1/01/1901 to 12/31/2999

Client: 4050700 ENTERTAINMENT SOFTWARE ASSOCIA BILL: 0291 PAUL M SMITH Client Last Pymnt Date: 3/03/2006
 Matter: 10080 MICHIGAN VIDEO GAME CHALLENGE Resp: 0291 PAUL M SMITH Matter Last Bld Date: 3/13/2006
 Orig: 0291 PAUL M SMITH

Working Attorney Summary Section

Atty Init	CHRGD	DISBURSEMENTS	Time	Amount	Rate	Per Hour	Disb Amount
9901	CHI.	DISBURSEMENTS	.00		.00	.00	5,524.33
9902	D.C.	WASHINGTON DISBURSEMENTS	.00		.00	.00	95.98
9999	FRM	FIRM ATTORNEY	.00		.00	.00	2,624.87
Total			.00		.00	.00	8,245.18

Disbursement Code Summary Section

Code Description	Amount
00006 Long Distance Telephone	12.24
00010 Photocopy Expense	75.51
00011 Postage Expense	1.06
00012 Special Messenger Service	173.58
00017 Lexis Research	392.53
00018 Westlaw Research	4,960.32
00080 Publication Charges	245.97
00096 Out of Town Travel	2,199.40
00103 Pacer Charges	5.92
00108 NETWORK PRINTING	169.65
00110 Nque Photocopy Expense	3.15
00116 Long Distance Telephone	5.85
Disbursements Summary Total	8,245.18

Aged Unbilled Time and Disbursement Section (Aged as of 20/06/0410)

Time Worked	0 to 30	31 to 60	61 to 90	91 to 120	Over 120 days	Total
Matter Value	21.00	3.50	.00	.00	.00	24.50
Disbursements	12,300.00	1,137.50	.00	.00	.00	13,437.50
	1,010.43	53.22	.00	.00	.00	1,063.65