

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

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PAUL D. CEGLIA,

Plaintiff,

v.

MARK ELLIOT ZUCKERBERG and
FACEBOOK, INC.,

Defendants.
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Civil Action No. 1:10-cv-00569-RJA

**DECLARATION OF
ALEXANDER H. SOUTHWELL**

I, ALEXANDER H. SOUTHWELL, hereby declare under penalty of perjury that the following is true and correct:

1. I am an attorney licensed to practice law in the State of New York and admitted to practice before this Court. I am a partner in the New York office of the law firm of Gibson, Dunn & Crutcher LLP (“Gibson Dunn”), counsel of record for Mark Elliot Zuckerberg and Facebook, Inc. (“Facebook”) in the above-captioned matter. I make this Declaration in Support of Defendants’ Supplemental Fee Application (“the Supplemental Fee Application”) for payment of fees reasonably expended in connection with preparing and defending Defendants’ Fee Application. I have personal knowledge of the information set forth herein based upon my direct involvement in the matters at issue and upon my review of the documents referenced below.

2. The attorneys for whose time fees are requested, and their claimed billing rates remain the same as in Defendants’ Fee Application. *See* Doc. No. 285. Accordingly, the fees Defendants have actually paid or are obligated to pay to Gibson Dunn for its legal services related to preparing and defending Defendants’ Fee Application are more than those requested in this Supplemental Fee Application.

3. Defendants' Fee Application included time spent preparing the Fee Application up through approximately January 18, 2012 except for some time for Orin Snyder, Thomas H. Dupree, and Alexander H. Southwell for January 17 and 18, which is included in this supplement. At the time of filing, Defendants reserved the right to supplement the original Fee Application with work pertaining to the preparation and defense of its Application not included in the initial Application.

4. From January 17 to January 20, 2012, Defendants' counsel continued to draft, discuss, finalize, and file their Fee Application and supporting declaration of Alexander H. Southwell, as well as conduct targeted research.

5. On January 30, 2012, Ceglia filed his opposition to Defendants' Fee Application. Between January 30 and February 1, 2012, Defendants' counsel reviewed, analyzed, and discussed Ceglia's opposition, as well as conducted targeted research, drafted and filed Defendants' Reply in support of its Fee Application.

6. On February 14, 2012, this Court granted Defendants' Fee Application in large part, awarding Defendants \$75,776.70 of the requested \$84,196.33 in attorneys' fees and further ordering Defendants to file within ten days "affidavits of attorney's fees and costs incurred preparing and defending the Fee Application."

7. Attached hereto as Exhibit A is a true and correct copy of the narrative descriptions of legal services rendered by Gibson Dunn attorneys, reflecting additional time expended by them in connection with preparing and defending Defendants' Fee Application. On some days, attorneys rendered services that were related to both the Fee Application as well as other work relating to the matter. To the extent that a particular time entry pertained to both the Fee Application and other work, the attached compilation reflects only time entries pertaining to

the Fee Application. These entries reflect conservative allocations of time, ensuring that the total time claimed for the Fee Application is less than the actual time incurred on such work. This allocation is based on the time entries themselves and upon my personal experience with the case. This approach is the same as the one taken in the Defendants' Fee Application, which was subsequently endorsed by this Court in its February 14 Order granting Defendants' request for attorneys' fees. *See* Doc. No. 292 at 394.

8. The total amount requested as attorneys' fees for Gibson Dunn's legal services related to preparing and defending Defendants' Fee Application is \$ 42,460.31, for 83.00 hours of services rendered. This sum includes all fees incurred during the sixteen-day period from January 17, 2010 to February 1, 2012 that relate to the Fee Application. For the Court's convenience, I also show the total amount requested with a 10% discount, as the Court applied in the Court's February 14 Order. *See* Doc. No. 292 at 34.

9. Below is a true and correct chart summarizing the time spent on legal services relating to the preparation and defense of Defendants' Fee Application, as well as their claimed billing rates.

Attorney	Total Hours	Claimed Rate	Total Fees
Orin Snyder	3.00	\$716.25	\$2,148.75
Thomas H. Dupree, Jr.	8.00	\$637.50	\$5,100.00
Alexander H. Southwell	23.25	\$618.75	\$14,385.94
Matthew J. Benjamin	26.50	\$502.50	\$13,316.25
Amanda M. Aycock	22.25	\$337.50	\$7,509.37
TOTAL	83.00		\$42,460.31
TOTAL with 10% add'l discount			\$38,214.27

10. The total amount requested excludes the same fees and costs incurred or billed as had been excluded in Defendants' Fee Application.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this
24th day of February, 2012 at New York, New York.



Alexander H. Southwell