

the reasons set forth in greater detail below, the actual review of the discovery materials at issue was perhaps the most unique and challenging such effort with which I have been associated in my legal career.

4. In 2008 I was a partner in Troutman Sanders LLP, working out of that firm's Norfolk, Virginia office.

5. On January 25, 2008 Feld's counsel in the underlying case in the United District of Columbia, Fulbright & Jaworski L.L.P. ("Fulbright") retained Troutman Sanders generally and me personally as local counsel to represent Feld in connection with its Motion to Compel discovery by PeTA that it needed to file in federal court in Norfolk. My understanding was that Feld and Fulbright regarded obtaining PeTA's documents and videotapes as important to the defense of the matter. At the heart of Feld's motion was PeTA's refusal to produce copies of its inventory of videos of Feld's elephants. We were actively involved in the drafting and editing of that motion.

6. Rather than merely respond to Feld's Motion to Compel on its merits, PeTA initially sought to transfer the dispute to the federal court in the District of Columbia and also moved the Court for Protective Order that would preclude Feld from pursuing its Motion in the Eastern District of Virginia. We provided substantial assistance to Feld in successfully opposing each of those efforts. Having done so, Feld was then met with PeTA's motion to transfer the dispute to the Alexandria Division of the Eastern District of Virginia (despite PeTA's headquarters and the location of the videos at issue literally being within blocks of the federal courthouse in Norfolk) and its motion to stay the proceedings in the Eastern District of Virginia while PeTA attempted

to resolve the discovery issue in the District of Columbia. We were heavily involved in responding to each of those efforts by PeTA and each ultimately was defeated by Feld.

7. On March 14, 2008 the federal court in Norfolk held a hearing on Feld's Motion to Compel. We prepared Fulbright counsel working this case for that hearing and then I took the lead in arguing Feld's motion at the hearing itself. During the course of that hearing, PeTA's counsel advised the Court that there were hundreds of hours of video to review. In response, the Court advised PeTA that it needed to make preparations for producing those videos. During the hearing of March 14th, PeTA's counsel also suggested to the Court that the production issue before the Court had already been addressed by the District Court in D.C. As a consequence, the Court in Norfolk continued its hearing until April 8, 2008, to allow each party to provide it whatever orders of the D.C. District Court the respective parties felt bore on the Motion to Compel then pending before the court in Norfolk. We prepared and filed a supplemental brief of Feld's behalf prior to the April 8th session of the hearing.

8. Following the hearing on March 14th, I assumed the role of lead counsel for Feld's discovery dispute with PeTA. No Fulbright counsel appeared in Norfolk for any reason from that point forward.

9. The Norfolk District Court held its next session of its hearing on Feld's Motion to Compel on April 8, 2008. I argued Feld's position at that hearing. Although the Court took the matter under advisement, it alerted PeTA's counsel that it was likely to order PeTA's production of the materials at issue and asked how long PeTA would need to be prepared to produce them. PeTA's counsel indicated that twenty days would probably be enough time for it to do so.

10. On July 24, 2008 the parties received the Magistrate Judge's Order (which had been entered on July 22nd) granting in part and denying in part Feld's Motion to Compel. That Order directed PeTA to make the materials at issue (principally videos) available at its counsel's office within ten days' time. It also directed that Feld's viewing or copying of the videos be conducted at PeTA's counsel's office, that it occur during normal business hours (between 10 AM and 5 PM), that Feld must provide its own viewing equipment to conduct the review, and that PeTA must provide access to the videos for a reasonable duration, which the Court ordered would be at least 30 days. The next day (July 25, 2008) I corresponded with PeTA's counsel to arrange to begin the review process as soon as possible. In response, on July 30, 2008 PeTA's counsel advised me that there were more than 500 hours of videos to review and that they were in at least 8 different video formats. Although I asked PeTA's counsel to identify the various formats in which the videos existed—so we could arrange for appropriate viewing hardware—none were identified to me.

11. Time was of the essence in viewing the videos because trial of the underlying case was scheduled to commence in the D.C. District Court on October 20, 2008. Feld anticipated wanting to introduce certain of the videos into evidence and, as such, needed to be in a position to timely identify them on its evidence list in advance of trial. My clear impression was that PeTA strongly desired that none of the videos be introduced into evidence by Feld and, as a consequence, was determined to delay and otherwise frustrate their timely and complete production in discovery so as to keep them from being introduced by Feld at trial.

12. Having received no word from PeTA's counsel concerning arrangements for viewing the videos, on July 31, 2008 I advised PeTA's counsel that, as the requisite 10 days would have passed by August 4, 2008, I would be at PeTA's counsel's office that morning to commence reviewing the videos. In response, I was told not to bother appearing for that purpose, as PeTA was going to object to the Order by the Magistrate Judge and appeal his ruling to the District Judge to whom this matter was assigned. I took the lead role in opposing PeTA's appeal to the District Judge. In the meantime, on August 12, 2008, PeTA filed yet another Motion for Protective Order in the Norfolk District Court. I was lead counsel in opposing that motion on Feld's behalf.

13. On September 8, 2008 the District Judge overruled all of PeTA's objections to as much of the Magistrate Judge's July 22, 2008 Order as granted Feld's Motion to Compel. The parties received the District Judge's Opinion and Order on September 10, 2008. The District Court ordered PeTA to produce the materials at issue, complying with all provisions of the Magistrate Judge's Opinion and Order of July 22nd and to respond to Feld's Requests for Production "forthwith, and in no case later than the close of business Tuesday, September 23, 2008." On September 11, 2008, the District Court denied PeTA's most recent Motion for Protective Order, finally clearing the way for Feld's review of the videos to commence. As a consequence, on September 11, 2008 I promptly began attempts to coordinate that review with PeTA's counsel, noting that I would be there at 1 PM that same day to commence the process. PeTA's counsel indicated that it would not be prepared to begin production then. Although I once again asked PeTA's counsel to identify the formats in which the videos existed, no answer was given.

14. On September 15, 2008, I was finally permitted by PeTA's counsel to begin the review process. As a result, I appeared at PeTA's counsel's office in Virginia Beach at 10 AM that morning with an associate of mine in order to assess the number and formats of the videos to be produced and to actually begin the review process itself. After being required to wait for some time, I was advised by PeTA's counsel that we would only be allowed to view the videos in a single room (approximately 10' by 10' in size) in their office, that a PeTA monitor would be assigned to observe our review of each video produced, and that the monitor would also keep us from viewing those portions of each video that PeTA determined to be "non-responsive" to Feld's production request. Such monitoring and withholding were not acceptable to Feld, nor did they comport with the Court's order compelling discovery. An unsuccessful attempt was made to work the dispute out informally with PeTA's counsel. As a result, before the production process was more than a few hours old, we were compelled to conduct a telephonic hearing with the Court, which ordered that our video review was not to be subject to PeTA's monitoring. As a result, PeTA's counsel advised us that a monitor would be stationed outside of the room in its office where we were permitted to review the videos and our reviewing timekeepers would be required to check individual videos in and out from the monitor for review. Because of the barriers placed in our way, only a few hours of video time was able to be reviewed that first day.

15. Our inventory of the videos being produced by PeTA pursuant to the Court's Order compelling discovery revealed that there were 551 different videos, 63 of which had what PeTA contended to be "nonresponsive" material redacted from them. Of the 551 videos produced, 412 were in the MiniDV format, 71 were in VHS format, 29

were in DVD format, 19 were in Beta format, 14 were in MicroDV format, 2 were in Hi-8 format, 2 were in VHSC format, 1 was in BetaCam format, and the rest were contained on a single hard drive. Each video needed to be reviewed in its entirety, in real time (no fast-forwarding would do), owing to the need to listen to the soundtrack of each. To make that possible, I was required to obtain video equipment capable of playing each of the formats produced and to provide that equipment in numbers sufficient to permit multiple timekeepers to view and listen to a number of videos simultaneously, given the time constraints under which we were operating. We then initiated the process of reviewing each video and recording the reviewer's observation of each in a way that would be useful to the Fulbright counsel preparing for trial in the underlying case. In addition to reporting to trial counsel daily on the progress being made in reviewing the mass of videos produced, each day we would send to trial counsel summaries of the videos reviewed that day. For its part, trial counsel would then identify those videos that it wanted to have copied. In all, more than 270 videos were copied, and PeTA's counsel had to be apprised of each of those videos from which copies were made.

16. By the second day of the review process (September 16, 2008) I had increased the number of reviewing timekeepers to eight, and arranged for additional video monitoring equipment for each of them to be installed at PeTA's counsel's office. Because there was no way that all of those reviewers could fit into the single room we had been permitted to use, I had to argue with PeTA's counsel about the need for additional space being made available to us. Eventually, we were given a vacant attorney's office into which we jammed four reviewers and the equipment they needed to use.

17. Because of the press of time and the huge volume of video to be reviewed, I had to arrange for a variety of local Troutman Sanders attorneys and paralegals to join the review team. I also used paralegals from other Troutman Sanders offices who traveled to Virginia Beach to assist in the effort. Finally, we supplemented the Troutman Sanders timekeepers devoted to the effort with several paralegals hired temporarily for this project from a local legal staffing service. As each new timekeeper reported for duty, he or she had to be briefed on the case giving rise to the review effort, instructed on the review and reporting protocol they were to follow, alerted to the content we were looking for in particular, and trained on how to use the video viewing equipment to which they were assigned.

18. On September 18, 2008 we had to have yet another telephonic hearing with the Court because of certain videos still improperly being withheld from production by PeTA.

19. Given the onerous restrictions placed on our ability to review the videos by PeTA's counsel, on September 19, 2008 I was able to negotiate a one-week extension of the time period allowed for us to complete it.

20. On September 23, 2008, the situation had once again become sufficiently intolerable that yet another telephonic hearing with the Court was required. As a result of that hearing, the Court ordered the parties to meet and confer in an attempt to craft a mutually agreeable protective order concerning the safeguarding and disclosure of the videos' content and addressing PeTA's determination to redact certain portions of that same content. The Court ordered that, in the event that the parties could not craft an agreed draft, then each was to submit their own draft to the Court by the close of business

September 25, 2008. Despite attempts to come to an agreed draft order, none could be crafted. As a result, I prepared and filed with the Court a draft protective order that the Court ultimately entered, in substantially the same form as submitted, on September 30, 2008.

21. During the telephonic hearing of September 23rd PeTA was directed to stop redacting “nonresponsive” content from the videos produced to Feld. More importantly, the Court permitted us to continue the review process at our firm’s own Virginia Beach office just a few blocks away from the office of PeTA’s counsel. The price for making that move was my agreeing that Feld would pay the hourly rate for a single monitor from the office of PeTA’s counsel to accompany each day’s video production to our own firm’s office and to remain outside the conference room where they were being reviewed until the end of each day, when the PeTA monitor would take the videos back to PeTA’s counsel’s office. We were also permitted to extend the hours of viewing by a few hours each day.

22. The move of the review process to the Troutman Sanders office in Virginia Beach and the extension of the viewing time into the evening hours greatly accelerated the pace of the review process. Whereas in the preceding week at PeTA’s counsel’s office we were able to average approximately 75 hours of time pertaining to video viewing per day, on the first day in our own office (September 24, 2008), we had twelve different timekeepers working at the task and were able to log more than 125 hours of time on the project. Owing to the increased efficiency of the operation, the vast majority of the reviewing effort was completed by the end of the following week (by October 3, 2008).

23. Eventually, all 551 videos were reviewed and their content reported on a standard form. In the aggregate, more than 325 hours of actual video running time was reviewed and reported to trial counsel.

24. Even after the review effort itself was complete, it was necessary to engage with PeTA's counsel in regard to PeTA's allegation that certain videos were missing or damaged during the review process. Likewise, additional time had to be devoted to responding to PeTA's unreasonable attempt to bill Feld for all of the time PeTA's outside counsel and paralegals devoted to opposing Feld's production effort. Ultimately, I was able to resolve each of those disputes favorably for Feld.

25. In subparagraphs (a) through (o), below, I provide the background and qualifications of the thirteen Troutman Sanders attorneys and eleven non-attorney professionals who assisted in performing the work described in this Declaration. The biographical descriptions provided are based on my own knowledge of the individuals named, the records provided me by Troutman Sanders, and the curriculum vitae or professional biographies for those individuals for whom Troutman Sanders did not have resumes available. The CVs and professional biographies available to me for these timekeepers are attached to this Declaration, collectively, as Exhibit 1. The complete daily activities conducted by each of the timekeepers identified is set forth in the billing statements bearing Bates No.'s TS00000001 through TS00000066, and attached to this Declaration, collectively, as Exhibit 2.

a. **Christopher Abel** – Partner. I am a 1979 honors graduate of the United States Coast Guard Academy with a Master of Arts degree in International Studies awarded by Old Dominion University in 1985. While on active duty in

the Coast Guard I spent six years at sea and commanded two ships. I am a 1990 graduate of the Marshall Wythe School of Law at the College of William and Mary, where I served on the Law Review and was a member of the Order of the Coif. Following graduation, I spent five years as a Coast Guard Law Specialist performing litigation duties almost exclusively. At one point I spent nearly two years serving with the United States Navy as the Acting Senior Trial Counsel for the Naval Legal Services Office in Norfolk, Virginia, where I supervised approximately ten subordinate prosecutors. After leaving the service in 1995, I was a litigator and partner in Crenshaw, Ware & Martin, PLC, in Williams Mullen, in Troutman Sanders LLP, and most recently in Willcox & Savage, PC. At Troutman Sanders I headed the firm's Maritime Law and Government Contracts Practice Group and at Willcox & Savage I similarly head up this firm's Maritime Law and International Trade Section. I am admitted to practice before all the courts of the Commonwealth of Virginia, before the United States Supreme Court, the First and Fourth Circuit Courts of Appeal, the Court of Appeals for the Armed Forces, the Court of Appeals for the Federal Circuit, the United States District Courts for the Eastern District of Virginia, the Western District of Virginia, and the Western District of Michigan, and the United States Court of Federal Claims. I have litigated cases in many areas of the country, and have tried more than fifty jury trials and more than a hundred bench trials. Over the past ten years, I have taught three different courses (typically teaching every semester) as adjunct faculty at the law school at William & Mary, where I served as the St. George-Tucker Adjunct Professor of Law during the 2011-2012 School

Year. I have been recognized a number of times by Best Lawyers, Virginia Super Lawyers, and Virginia Legal Elite. For many years I served as a member (and former chair) of the Sixth District Committee of the Virginia State Bar. A true copy of my current professional biography is attached to this Declaration in Exhibit 1.

b. **David Sump** – Partner. Dave is a 1979 graduate of the United States Coast Guard Academy who also holds a Masters in Business Administration degree awarded by Cleveland State University in 1985. He is a 1988 graduate of the Marshall-Wythe School of Law at the College of William & Mary. After serving for five years as Coast Guard Law Specialist, Dave went into private practice with the Norfolk law firm of Crenshaw, Ware & Martin, PLC. Dave eventually served for eight years as the managing partner of that firm before moving his practice to Troutman Sanders in 2008. Dave is a widely-respected litigator in maritime and environmental law matters, has been named as a Virginia Super Lawyer, a Best Lawyer, and one of Virginia’s “Legal Elite”, and he also teaches as adjunct faculty at the law school at William & Mary. A true copy of Dave’s current professional biography is attached to this Declaration in Exhibit 1.

c. **Dawn Serafine** – Associate. Dawn is a 1989 graduate of Old Dominion University and a 2002 graduate of the Marshall-Wythe School of Law at the College of William and Mary, where she was a member of the Order of the Coif. Dawn spent two years as a litigation associate at Jones, Blechman, Woltz & Kelly in Newport News, Virginia before joining Troutman Sanders in 2004. In 2008 Dawn was a fifth-year associate and the senior associate with whom I

worked most closely in my Practice Group. She has since left Troutman Sanders to take an in-house position as the Associate General Counsel for Skanska USA Civil's Southeastern Division.

d. **Jessica Martyn** – Associate. Jessica is a 2002 graduate of Catholic University and a 2007 graduate of the Catholic University School of law. Prior to attending law school, Jessica worked for two years as a Special Agent for the Defense Security Service of the United States Department of Defense. Jessica joined Troutman Sanders as a litigation associate in August of 2007. In 2008 she was a first-year associate assigned to my Practice Group. She recently left Troutman Sanders to move to Philadelphia with her spouse, who entered law school himself this fall. A true copy of Jessica's current professional biography is attached to this Declaration in Exhibit 1.

e. **Robert Beaman** – Associate. Rob is a 2003 graduate of the University of Virginia who worked for a year as a title examiner before attending law school. Rob graduated from the Marshall-Wythe School of Law at the College of William & Mary in 2007. While in law school Rob was an editorial board member of the William & Mary Law Review and was a member of the Order of the Coif. Rob joined Troutman Sanders as a transactional associate in 2007. In 2008 he was first-year associate with the firm. A true copy of Rob's current professional biography is attached to this Declaration in Exhibit 1.

f. **George Booker** – Associate. George is a graduate of both the undergraduate college and the law school at the College of William & Mary. I believe he joined Troutman Sanders as a transactional associate in 2002 or 2003.

In 2008 he would have been either a fourth or fifth-year associate assigned to my Practice Group. He has since left the firm to serve as Associate General Counsel for General Dynamics NASSCO Shipyard.

g. **Alyssa Embree** – Associate. Alyssa is 2003 Boston College graduate and a 2006 graduate of the Tulane University School of Law. She joined Troutman Sanders as a transactional associate in 2006. In 2008 she was a second-year associate with the firm. She has since moved her practice to Williams Mullen. A true copy of her current professional biography is attached to this Declaration in Exhibit 1.

h. **Lisa Raines** – Associate. Lisa is a 2004 graduate of the College of William & Mary and a 2007 graduate of the Marshall-Wythe School of Law at the College of William & Mary. She joined Troutman Sanders as a transactional associate in 2007. In 2008 Lisa was a first-year associate with the firm. A true copy of her current professional biography is attached to this Declaration in Exhibit 1.

i. **Jason Manning** – Associate. Jason received his Bachelor's degree from Vanderbilt University and graduated from Notre Dame School of Law in 2003, where he served as an editor of the Notre Dame Law Review. Following graduation from law school, Jason worked as an associate at Kirkland & Ellis in New York City before joining Troutman Sanders as a litigation associate in 2006. In 2008, Jason was a sixth-year associate. He has since become a partner in the firm. A true copy of Jason's current professional biography is attached to this Declaration in Exhibit 1.

j. **Erin Quinn** – Associate. Erin is a 1992 graduate of Virginia Polytechnic Institute and State University and a 2006 graduate of the Washington & Lee School of Law. I believe she joined Troutman Sanders as a transactional associate in either 2006 or 2007. In 2008 she would have been either a first or second-year associate with the firm. She currently practices with the firm of Glasser & Glasser, PLC.

k. **Derek Redmond** – Associate. Derek is a 1998 graduate of the College of William & Mary who worked in banking for two years before entering law school. Derek graduated from the Marshall-Wythe School of Law at the College of William & Mary in 2003, where he was an editor for the William & Mary Environmental Law and Policy Review. Following graduation from law school, Derek worked as an associate for firms in Fairfax and Richmond, Virginia, before joining Troutman Sanders as a transactional associate in 2007. In 2008 Derek was a fourth-year associate with the firm. He has since left Troutman Sanders to serve as an Associate General Counsel for Hamilton Beach. A true copy of his professional biography as of 2011 is attached to this Declaration in Exhibit 1.

l. **Kristen Robinson** – Associate. Kristen is a 1987 University of Virginia graduate who worked in the accounting industry for several years before attending law school at Duquesne University, from which she graduated in 1994 and where she was a member of the Duquesne University Law Review. Kristen practiced as an associate for four years with Crenshaw, Ware & Martin (when I was a partner there) and then later with Midgett & Rack, PC for another five years

before joining Troutman Sanders in 2004. In 2008 I believe Kristen was regarded as a seventh-year transactional associate with the firm.

m. **Christina Vaquera** – Associate. Christina is a 1995 graduate of the University of Miami and a 1998 graduate of the American University School of Law. Following graduation from law school Christina was a litigation associate with McGuire Woods LLP. I believe she would have joined Troutman Sanders as a litigation associate around 2002. In 2008 I believe she would have been regarded as a seventh or eighth-year associate with the firm. She currently is a partner at Jackson Lewis. A true copy of her current professional biography is attached to this Declaration in Exhibit 1.

n. **Lacey Newman** – Paralegal. Lacey has a Bachelor's degree in Government and Politics from George Mason University, which she earned in 1997 and a master's degree in International Commerce and Policy, also from George Mason, that she earned in 2003. In 2008 Lacey had been employed by Troutman Sanders as a paralegal for three years, having earned her paralegal certificate from Old Dominion University in 2006. Lacey was the principal litigation paralegal assigned to my Practice Group and on whom I chiefly relied for assistance with my cases. A copy of Lacey's resume is attached to this Declaration in Exhibit 1.

o. The following paralegals also worked on and billed time to this project. To my knowledge, none of them is employed by Troutman Sanders any longer and I have only been able to obtain biographical information for three of them (Andrew Lask, Anissa Krick, and Jacqueline Taylor), which I am attaching

to this Declaration, collectively, in Exhibit 1. As the billing partner who staffed this matter, selected the timekeepers to work on it, and who supervised the work of each of these paralegals, I can represent that each of them was fully qualified to handle the tasks to which they were assigned and which are detailed in the time narratives for them in the firm's billing invoices for this matter: Hazel Giantempo, Madeline Harrison, Rima Karaa, Anissa Krick, Andrew Lask, James Maciel, Jacqueline Stubbs, Teresa Young, Annis, Ms. Bowling (first name unknown).

26. I have been a civilian litigator in Southeastern Virginia for nearly twenty years. In that time I have been a partner in (and, thus, privy to the billing rates associated with) a twelve-lawyer local firm, a two hundred fifty lawyer regional firm, a sixty-five lawyer local firm, and Troutman Sanders, which in 2008 was an international firm with approximately 650 attorneys. I have hired counsel for my clients and I have moved for and been awarded attorney's fees on several occasions. As a result, I believe I am reasonably familiar with the prevailing market rate for legal services in the Southeastern Virginia market. Based on my experience, the fees charged by Troutman Sanders for this work reflect the prevailing market rate for attorneys and paralegals of comparable background and experience employed by large firms in our area. Although near the high end of the spectrum for all litigation firms in our market, the rates charged by Troutman Sanders for its attorneys in Southeastern Virginia are well within the range one would expect for a large firm in our market and are less than what I would expect to see locally for firms such as Hunton & Williams or McGuire Woods. Within Troutman Sanders' rate structure, my own hourly rate of \$375 was on the low side for partners with my level

of experience. Finally, as noted below, with one exception, all of the associate time billed to this matter was charged at the lowest associate rate charged by Troutman Sanders in this market and all paralegal time was billed at the firm's lowest local rate.

27. As the billing attorney for the work described above, in order to keep our fees as reasonable as possible, I made the following decisions:

a. I reduced the hourly rate for all paralegals billing time to this matter to \$130, which was the lowest hourly rate for any of the paralegals performing this work.

b. Although Anissa Krick was trained as and had considerable experience as a paralegal, at the time of the video review being conducted by our firm she was assigned to duties as a legal secretary. Accordingly, rather than bill her time devoted to viewing videos for this project at the full paralegal rate of \$130, I discounted her rate down to \$120.

c. With the exception of Dawn Serafine's time (which I decided to bill at her regular hourly rate, owing to her role principally being one of supervision, coordination, and management of the viewing and copying operation), I reduced the hourly rate for all of the associates working on this matter to our firm's lowest hourly associate rate of \$215.

d. I decided not to charge for the considerable amount of time Troutman Sanders' Information Technology department devoted to handling the mechanics of setting up the viewing and copying operation (twice: first at PeTA's counsel's office and then at Troutman Sanders' Virginia Beach office)

and in actually performing much of the video copying work associated with this case.

28. Notwithstanding the many challenges placed before us and the significant hurdles that had to be overcome, I worked hard to staff this work appropriately and to avoid any unnecessary duplication of effort by those assigned to this project. It is my opinion that I was successful in that effort. In the end, we were able to review more than five hundred fifty discrete video recordings in a very compressed timeframe under trying physical circumstances and to produce detailed reports on each in a timely fashion. As a result, I understand that the video evidence Feld needed was able to be introduced and used effectively in the trial of the underlying case. In the end, it is my opinion that the total amount Feld was charged for Troutman Sanders' work in prosecuting Feld's Motion to Compel against PeTA and in reviewing and reporting on the information eventually produced by PeTA was fair and reasonable under the circumstances.

29. The Troutman Sanders invoices for the foregoing work we performed for Feld bear Bates No.'s TS00000001 through TS00000066, and include invoices dated March 18, 2008; April 10, 2008; May 12, 2008; June 12, 2008; July 8, 2008; August 12, 2008, September 16, 2008, October 22, 2008, November 11, 2008, December 9, 2008, January 13, 2009, and February 12, 2009. True and accurate copies of the foregoing invoices are attached to this Declaration, collectively, as Exhibit 2. I was the billing attorney responsible for each of the foregoing invoices being sent to Feld and I am able to authenticate each as being a true and correct copy of the invoices Feld was sent for this work (with the exception of the several minor redactions, addressed below). I have

confirmed with Troutman Sanders LLP that each of the foregoing invoices has been paid in full.

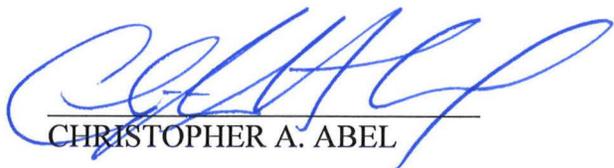
30. The redactions in the invoices attached as Exhibit 2 are those being made to protect the financial privacy of Troutman Sanders LLP (removing bank account and tax identification numbers from each), and those made to protect privileged attorney-client communication in the narrative portion of the bills. In the latter case, Feld is not seeking to recover for the time entry that has been redacted to protect attorney-client privilege.

31. The invoices (Ex. 2) reflect that 1,333.6 hours were billed to the file for total fees of \$273,172.50. In addition to the timekeeper rates being reasonable (see paragraph 26), in my experience, and given the particular circumstances of the litigation, the total hours and fees expended are reasonable. Fulbright has advised me that Feld is voluntarily excluding 3.8 of those hours (valued at \$690.00) from its claim. Therefore, it follows that the total amount being claimed for the work done on the ESA Case by Troutman of **1,329.80 hours** (valued at **\$272,482.50**) is also reasonable. I am informed that caselaw permits attorneys' fees to be awarded on the basis of current rates. Because almost all of the ESA Case timekeepers are no longer at Troutman, and a number of them are no longer working in a law firm setting with set hourly fees assigned to their time, determining the "current rates" for such persons would be complex. Therefore, the hours claimed for Troutman timekeepers are at the actual billed value.

32. Exhibit 3 to this Declaration includes three (3) charts that set forth the Troutman data in various forms. The charts were compiled with the information contained in the Troutman invoices (Ex. 2). The first chart, titled "Amounts Excluded

from Fees Billed by Troutman Sanders LLP” lists individually each exclusion of time from Feld’s attorneys’ fee claim. The total excluded hours (3.8) have a value of \$690.00. The second chart, titled “Total Fees Billed by Troutman Sanders LLP” includes data from all Troutman invoices for the matter from March 2008 through February 2009. The chart lists each individual invoice by date, and included the “total billed hours” and “total fees” per invoice. The chart totals the amount of hours billed on the matter (1333.60) and the total fees (\$273.172.50). The last chart on Ex. 3 is titled “Lodestar Calculation for Troutman Sanders LLP”. The lodestar calculation is a computation of the reasonable hours expended multiplied by the applicable reasonable hourly rate of each timekeeper. The lodestar amount for the Troutman timekeepers, and the amount being claimed by Feld, is **\$272,482.50**. This total amount reflects 1,333.60 hours, minus the 3.8 hours of exclusions detailed in Exhibit 3.

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


CHRISTOPHER A. ABEL

October 14, 2013