

EXHIBIT “7”

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS

NATIONAL RIFLE ASSOCIATION OF
AMERICA, INC., et al.,

Plaintiffs,

v.

VILLAGE OF OAK PARK, et al.,

Defendants.

No. 08 C 3696

NATIONAL RIFLE ASSOCIATION OF
AMERICA, INC., et al.,

Plaintiffs,

v.

CITY OF CHICAGO,

Defendant.

No. 08 C 3697

AFFIDAVIT OF KEVIN P. MARTIN IN SUPPORT OF
NRA'S MOTION FOR REASONABLE ATTORNEYS FEES

AFFIDAVIT OF KEVIN P. MARTIN

1. I, Kevin P. Martin, am a partner in the Boston, Massachusetts office of the law firm of Goodwin Procter LLP ("Goodwin Procter"). I am admitted to practice in the Commonwealth of Massachusetts and in the following courts: the United States Supreme Court; the United States Courts of Appeal for the First Circuit, Fifth Circuit, District of Columbia Circuit, and Federal Circuit; and the United States District Courts for the District of Massachusetts, the Eastern District of Texas, and the Northern District of Illinois.

2. I, along with my colleagues at Goodwin Procter, represented the National Rifle Association of America ("NRA") in the United States Supreme Court in the above captioned action. I submit this affidavit in support of the NRA's application for fees.

3. I have included as Exhibits to this Affidavit a number of documents supporting our request for fees.

4. Attached as Exhibit A is a document entitled "Time Entries." This is a report compiled by Goodwin Procter's accounting department demonstrating the amount of time spent by Goodwin Procter attorneys on substantive legal work in this litigation. Each time entry provides the date on which the work was performed, the name of the attorney performing the work, a brief description of the work performed, and the dollar value of the work performed calculated using that attorney's standard billing rate as of the date in question. As shown on the final page of Exhibit A, the total dollar value of the substantive work performed by Goodwin Procter attorneys in this engagement was \$250,841.50. (Exhibit A does not include additional time spent on administrative matters in this litigation.)

5. While we believe that all of Goodwin Procter's work on this matter is reasonable and properly compensable under the prevailing legal standards, to be conservative the NRA is only seeking an award of fees for a portion of our work. Accordingly, attached as Exhibit B is a document entitled "Selected Time Entries For Which NRA is Seeking Fees." This document, which resembles Exhibit A, was created using Exhibit A as a starting point, and then removing work for which the NRA is not seeking the payment of attorney's fees. The total dollar value of the work performed by Goodwin Procter attorneys in this engagement for which fees are being sought is \$207,529.62. This represents a reduction of at least \$43,311.88, or 17.3%, from the value of the time actually spent.

6. As seen in Exhibits A and B, Goodwin Procter performed critical work in this litigation. Goodwin Procter was retained by the NRA after the Supreme Court granted certiorari. When we were retained it was with an understanding that we would handle this matter pro bono, in that we would not initially charge the NRA for our work, but that if our work enabled the NRA to obtain a favorable outcome entitling the NRA to an award of attorney's fees, that we would then work with the NRA in obtaining an award of fees with respect to our time. Our work included, *inter alia*, serving as Lead Counsel to the NRA in the United States Supreme Court, developing a briefing strategy for the NRA's opening brief as Respondent in Support of Petitioner; playing the lead role in writing the NRA's opening brief; coordinating with our client's in-house legal counsel as well as with co-counsel, experts, Petitioner and numerous amici in support of Petitioner; reviewing the Respondent's brief and the briefs of its dozens of amici; playing the lead role in writing the NRA's reply brief; and assisting in the preparation of co-counsel, Paul Clement, for oral argument.

7. Attached as Exhibit C is a true and correct listing, for the 12-month period commencing October 1, 2009, of the standard hourly rates of the Goodwin Procter attorneys whose work is reflected in Exhibits A and B. The rates shown on Exhibit C are competitive market rates consistent with rates charged by lawyers of similar experience and ability to their paying clients. Indeed, Goodwin Procter increased Mr. Poss's standard hourly rate from \$850 to \$880 on January 1, 2010. Notwithstanding this increase, the NRA is seeking fees at the lower rate.

8. Attached as Exhibit D is the biography of Stephen D. Poss, who was Lead Counsel for the NRA in the successful appeal in the United States Supreme Court. Mr. Poss is a senior partner at Goodwin Procter with extensive experience in appellate litigation, including constitutional litigation involving the Second Amendment. Mr. Poss has litigated Second Amendment issues and other legal issues relevant to the right of gun owners in several appellate matters. This experience includes representing the NRA in its amicus brief before the United States Supreme Court in *District of Columbia v. Heller*, as well as representing the NRA in amicus briefing before the Second Circuit Court of Appeals in *City of New York v. B.L. Jennings, Inc.*, No. 05-6942-CV. Mr. Poss also has prior experience in other appellate litigation of constitutional issues, including playing a key role in the preparation of Texaco's briefs in the United States Supreme Court in the landmark *Pennzoil* litigation. In addition, as a litigator with 29 years of experience in complex litigation, and as Co-Chair of Goodwin Procter's national Securities Litigation practice, Mr. Poss has decades of experience in the successful and efficient management of complex, high stakes litigation matters.

9. Attached as Exhibit E is my biography. As stated in the biography, I am a member of Goodwin Procter's Appellate Litigation practice with extensive experience in matters

before the United States Courts of Appeal and the United States Supreme Court. Prior to joining Goodwin Procter I clerked for the Honorable Laurence Silberman on the United States Court of Appeal for the District of Columbia Circuit and for Justice Antonin Scalia on the United States Supreme Court. Like Mr. Poss, I represented the NRA in the *Heller* and *City of New York* cases.

10. The experience Mr. Poss and I had working on the *Heller* case made our representation of the NRA in *McDonald* considerably more efficient. As one example, the principle question in the *McDonald* case was whether the Second Amendment applies to the states or only the federal government. We previously addressed this issue in the NRA's amicus brief in *Heller*, responding to an argument that the Second Amendment does not apply to the District of Columbia as a "local" government. Much of the argument we developed and research we performed in *Heller* was thus directly transferable to *McDonald*.

11. Attached as Exhibit F is the biography of Joshua S. Lipshutz. Mr. Lipshutz is also a member of Goodwin Procter's Appellate Litigation practice with extensive experience in matters before the United States Courts of Appeal and the United States Supreme Court. Prior to joining Goodwin Procter, Mr. Lipshutz clerked for the Honorable Alex Kozinski on the United States Court of Appeals for the Ninth Circuit and for Justice Antonin Scalia on the United States Supreme Court.

12. By having recently clerked on the Supreme Court, Mr. Lipshutz and I added substantial value to the NRA's briefing. For example, in determining which arguments to develop and emphasize, we brought to bear our professional knowledge of the Justices and extensive experience with their prior opinions and methods of reasoning, as well as having reviewed hundreds of briefs filed in the Supreme Court. This prior experience enabled us to be more efficient in developing and drafting arguments and ultimately more effective. It is notable

that the Supreme Court majority ultimately rested its opinion on the Due Process argument emphasized in the NRA brief.

13. Attached as Exhibit G is the biography of John Rich. Mr. Rich is member of Goodwin Procter's Appellate Litigation practice, working in the firm's DC office. Mr. Rich has nearly four decades of appellate experience and previously clerked for Justice Harry Blackmun on the United States Supreme Court. Mr. Rich is one of the Firm's experts on Supreme Court practice and procedure and provided valuable assistance in finalizing our briefing. With his considerable experience in Supreme Court practice he also provided a valuable substantive review of the briefs.

14. Attached as Exhibit H is the biography of Scott Nardi. Mr. Nardi is a former senior counsel at Goodwin Procter in the firm's D.C. office. He assisted in finalizing the briefs and in all of the logistics of filing and serving the briefs. He too was previously involved in our representation of the NRA in *Heller*.

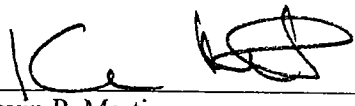
15. Attached as Exhibit I is the biography of Frank W. Washko. Mr. Washko is a former associate of Goodwin Procter who performed research on legal issues addressed by the briefs.

16. Attached as Exhibit J is the biography of Ryan Ferch. Mr. Ferch is a former associate of Goodwin Procter who performed research on legal issues addressed by the briefs.

I hereby certify under the pains and penalties of perjury that the forgoing is true and correct.

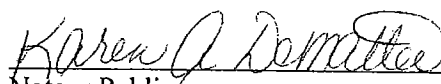
Executed on August __, 2011.

August 4, 2011



Kevin P. Martin

Sworn and signed before me this 4th day of August, 2011.



Notary Public

My commission expires: 7/19/13

LIBA/2196066.2

EXHIBIT “A”

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
10/2/2009	Lipshutz, Joshua S.	Research case law on recovering attorney's fees for writing NRA brief	0.9	\$427.50
10/3/2009	Poss, Stephen	Attention to communications regarding ideas for brief	0.8	\$680.00
10/4/2009	Poss, Stephen	Attention to communications regarding ideas for brief	0.4	\$340.00
10/5/2009	Lipshutz, Joshua S.	Compile case materials to create background binder for Mr. [] Poss and Mr. [] Martin	0.3	\$142.50
10/5/2009	Martin, Kevin	Discuss matter with Mr. [] Poss and Mr. [] Lipshutz	0.3	\$202.50
10/5/2009	Poss, Stephen	Telephone conference with Mr. [] Martin regarding ideas for brief; communications with Mr. [] Lipshutz regarding background binder	0.7	\$595.00
10/6/2009	Lipshutz, Joshua S.	Read background materials for NRA brief	2.3	\$1,092.50
10/7/2009	Martin, Kevin	Review decision and pleadings below	1.3	\$877.50
10/8/2009	Martin, Kevin	Review briefing below	0.7	\$472.50
10/9/2009	Poss, Stephen	Communications with Mr. [] Dowlut regarding moot schedule for argument	0.2	\$170.00
10/10/2009	Poss, Stephen	Communications regarding amicus conference scheduling	0.2	\$170.00
10/12/2009	Poss, Stephen	Attention to correspondence regarding brief planning	0.4	\$340.00
10/13/2009	Martin, Kevin	Discuss matter with Mr. [] Poss	0.1	\$67.50
10/14/2009	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin on NRA brief; verify procedural details of brief; discuss developments with Mr. [] Poss	2.3	\$1,092.50
10/14/2009	Martin, Kevin	Prepare for and attend meeting with Mr. [] Poss and Mr. [] Lipshutz to discuss case strategy; discuss matter with Mr. [] Poss	1.3	\$877.50
10/14/2009	Poss, Stephen	Conference with Mr. [] Martin and Mr. [] Lipshutz regarding strategy and issues for brief; communications with client (Mr. [] Dowlut) regarding schedule; communications with Mr. [] Gura regarding amici conference	3.3	\$2,805.00
10/15/2009	Lipshutz, Joshua S.	Review case background materials (0.9); prepare background materials for Mr. [] Poss and Mr. [] Martin	1.6	\$760.00
10/15/2009	Martin, Kevin	Draft consent letter; discuss matter with Mr. [] Poss and Mr. [] Lipshutz	0.4	\$270.00
10/15/2009	Poss, Stephen	Telephone conference with client regarding strategy; attention to same; communications with Mr. [] Halbrook; communications with Mr. [] Martin	1.4	\$1,190.00
10/16/2009	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin (0.5); revise draft outline of brief (1.0)	1.5	\$712.50
10/16/2009	Martin, Kevin	Draft outline for brief	0.8	\$540.00
10/16/2009	Poss, Stephen	Work on outline for brief; telephone conference with Mr. [] Martin regarding consent letter; attention to correspondence; arrange conference with Mr. [] Halbrook	1.8	\$1,530.00
10/18/2009	Poss, Stephen	Communications with Mr. [] Dowlut regarding representation; preparation for amici conference in DC	1.3	\$1,105.00
10/19/2009	Lipshutz, Joshua S.	Telephone conference with various amici brief writers	1.9	\$902.50

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
10/19/2009	Martin, Kevin	Discuss matter with Mr. [] Poss; discuss matter with Mr. [] Lipshutz; participate in amicus conference call	1.6	\$1,080.00
10/19/2009	Poss, Stephen	Conference with co-counsel, Mr. [] Halbrook, in Fairfax VA; conference with client in DC; conference with amici in DC	13	\$11,050.00
10/21/2009	Lipshutz, Joshua S.	Read case materials to prepare for drafting	0.8	\$380.00
10/21/2009	Poss, Stephen	Communications with Mr. [] Martin regarding brief	0.6	\$510.00
10/22/2009	Martin, Kevin	Discuss matter with Mr. [] Poss	0.1	\$67.50
10/22/2009	Lipshutz, Joshua S.	Research cases before drafting	0.5	\$237.50
10/22/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding brief	0.4	\$340.00
10/23/2009	Poss, Stephen	Communications with Mr. [] Lipshutz, Mr. [] Martin	0.6	\$510.00
10/26/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; draft brief	0.6	\$405.00
10/26/2009	Poss, Stephen	Attention to numerous emails regarding ideas for brief	2	\$1,700.00
10/27/2009	Lipshutz, Joshua S.	Research case law before drafting NRA brief	0.9	\$427.50
10/27/2009	Legal Research Ana	Obtained case pulls from Hein online for Mr. [] Lipshutz	0.7	\$133.00
10/28/2009	Martin, Kevin	Draft merits brief	4.5	\$3,037.50
10/28/2009	Lipshutz, Joshua S.	Analyze case law on incorporation	2.5	\$1,187.50
10/29/2009	Martin, Kevin	Draft brief; discuss matter with Mr. [] Lipshutz	4.1	\$2,767.50
10/29/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding brief	0.1	\$85.00
10/30/2009	Lipshutz, Joshua S.	Review incorporation cases and current draft of brief; begin drafting my section of brief	6	\$2,850.00
10/30/2009	Martin, Kevin	Discuss privileges and immunities question with Mr. [] Lipshutz	0.2	\$135.00
10/30/2009	Nardi, Scott	Calls with Mr. Martin and outside vendor to coordinate filing of brief with Supreme Court	0.4	\$214.00
10/31/2009	Lipshutz, Joshua S.	Draft my section of NRA brief	6	\$2,850.00
10/31/2009	Martin, Kevin	Draft brief	5	\$3,375.00
11/1/2009	Martin, Kevin	Revise draft brief; discuss matter with Mr. [] Poss	0.5	\$337.50
11/1/2009	Poss, Stephen	Numerous communications with Mr. [] Martin regarding preparation of brief; review and revise draft	2.8	\$2,380.00
11/2/2009	Lipshutz, Joshua S.	Draft P&I clause section of NRA brief	2.2	\$1,045.00
11/2/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; revise draft brief; circulate revised draft	3.1	\$2,092.50
11/3/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	5.1	\$2,422.50
11/3/2009	Martin, Kevin	Revise and circulate draft brief; discuss matter with Mr. [] Poss	5.8	\$3,915.00
11/3/2009	Poss, Stephen	Work on brief; send draft to client	1.5	\$1,275.00
11/4/2009	Lipshutz, Joshua S.	Analyze merits of Mr. [] Martin's P&I clause argument	1	\$475.00
11/4/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	4.5	\$2,137.50
11/4/2009	Martin, Kimberly	Conduct a search to locate books for Mr. [] Washko	0.5	\$162.50
11/4/2009	Martin, Kevin	Review material from Mr. [] Halbrook	0.2	\$135.00
11/4/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding draft brief; review his insert; attention to Mr. [] Dowlut's comments	1.6	\$1,360.00
11/5/2009	Lipshutz, Joshua S.	Edit NRA merits brief	4	\$1,900.00
11/5/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	4.2	\$1,995.00
11/5/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; revise draft brief	4.5	\$3,037.50

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
11/5/2009	Poss, Stephen	Communications with Mr. [] Halbrook et al. regarding draft brief	1.8	\$1,530.00
11/6/2009	Lipshutz, Joshua S.	Edit NRA merits brief; telephone conference with Supreme Court clerk's office	2	\$950.00
11/6/2009	Martin, Kevin	Review revised draft brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz	0.3	\$202.50
11/6/2009	Poss, Stephen	Work on brief	2	\$1,700.00
11/9/2009	Rich, John	Exchange e-mails with Mr. [] Martin regarding Supreme Court brief; obtain and review decision of Seventh Circuit	0.5	\$307.50
11/9/2009	Martin, Kevin	Revise and circulate draft brief; discuss matter with Mr. [] Poss	3.5	\$2,362.50
11/9/2009	Poss, Stephen	Communications with Mr. [] Martin regarding brief; attention to client comments	1.2	\$1,020.00
11/10/2009	Martin, Kevin	Review comments on draft brief from Mr. [] Halbrook	1.4	\$945.00
11/10/2009	Poss, Stephen	Numerous emails with client, team, and amici	1.3	\$1,105.00
11/11/2009	Martin, Kevin	Revise draft brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz; review and respond to comments on draft brief from various sources	4.2	\$2,835.00
11/11/2009	Poss, Stephen	Communications with Mr. [] Martin	1	\$850.00
11/12/2009	Martin, Kevin	Discuss matter with Mr. [] Poss, Mr. [] Lipshutz; revise draft brief; review draft petitioners' brief; draft letter to court concerning extension request; send email to Mr. [] Lehman concerning draft	6	\$4,050.00
11/12/2009	Lipshutz, Joshua S.	Edit NRA brief; draft correspondence to Court opposing motion for extension of time; conferences with Mr. [] Poss and Mr. [] Martin; analyze law review article for argument	5.6	\$2,660.00
11/12/2009	Rich, John	Confer with Mr. [] Martin regarding schedule for brief and e-mail Mr. [] Nardi regarding procedure; confer with Mr. [] Nardi regarding filing issues and research filing requirement	0.8	\$492.00
11/12/2009	Poss, Stephen	Attention to Chicago's request for extension; preparation of objection; file same; numerous telephone calls/communications with client, Mr. [] Martin, Mr. [] Gura regarding same; attention to client comments regarding brief	5	\$4,250.00
11/12/2009	Nardi, Scott	Review draft brief and coordinate with vendor to file brief with Supreme Court	1.6	\$856.00
11/13/2009	Martin, Kevin	Discuss matter with Mr. [] Poss; discuss matter with Mr. [] Dowlut; revise draft brief; review email from Mr. [] Lehman; discuss comments with Mr. [] Rich	3	\$2,025.00
11/13/2009	Lipshutz, Joshua S.	Draft correspondence to Mr. [] Gura; create table of contents and table of authorities for brief	4	\$1,900.00
11/13/2009	Rich, John	Review draft brief and send comments; confer with Mr. [] Martin regarding draft	3.7	\$2,275.50
11/13/2009	Diaz, Silvia	Review and revise cities in table of authorities for the McDonald brief	2.1	\$882.00

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
11/13/2009	Poss, Stephen	Work on brief	1	\$850.00
11/13/2009	Nardi, Scott	Follow-up with vendor to coordinate printing and preparation of brief to file with Supreme Court	0.3	\$160.50
11/14/2009	Martin, Kevin	Revise draft brief; discuss draft with team and client; discuss Petitioners' brief with team and client	1.2	\$810.00
11/14/2009	Lipshutz, Joshua S.	Edit draft of NRA brief	1	\$475.00
11/14/2009	Poss, Stephen	Work on brief; communications with Mr. [] Gura	2.7	\$2,295.00
11/15/2009	Martin, Kevin	Revise draft brief; discuss draft brief with Mr. [] Poss and Mr. [] Lipshutz; coordinate printing	7.5	\$5,062.50
11/15/2009	Lipshutz, Joshua S.	Finalize NRA brief	1	\$475.00
11/15/2009	Poss, Stephen	Review draft Supreme Court brief; telephone conferences with Mr. [] Martin; communications with client	8.4	\$7,140.00
11/16/2009	Rich, John	Confer with Mr. [] Nardi regarding service issues	0.7	\$430.50
11/16/2009	Poss, Stephen	Communications and activities regarding filing of Respondent's brief; communications with amici	6	\$5,100.00
11/16/2009	Martin, Kevin	Coordinate service and filing of brief; review Petitioners' brief and Rutherford Institute Brief	2.7	\$1,822.50
11/16/2009	Powers, Mary Kell	File brief with Supreme Court	0.8	\$216.00
11/16/2009	Nardi, Scott	Review brief to finalize for filing with Supreme Court; review dockets to prepare service lists and finalize and coordinate filing and service of Supreme Court brief	7.1	\$3,798.50
11/17/2009	Poss, Stephen	Communications with client and amici; attention to briefs	1.8	\$1,530.00
11/17/2009	Martin, Kevin	Discuss press coverage with team; circulate brief to press; discuss matter with team	1.7	\$1,147.50
11/17/2009	Powers, Mary Kell	Assist with service of Supreme Court brief	0.9	\$243.00
11/17/2009	Nardi, Scott	Review docket to follow-up and confirm filing of Supreme Court brief and information with amici	0.3	\$160.50
11/18/2009	Martin, Kevin	Review press on brief	0.9	\$607.50
11/19/2009	Poss, Stephen	Attention to amicus briefs	1	\$850.00
11/19/2009	Martin, Kevin	Review amicus briefs	0.3	\$202.50
11/20/2009	Martin, Kevin	Review amicus briefs; discuss service issue with Mr. [] Poss	0.5	\$337.50
11/20/2009	Poss, Stephen	Communications with Chicago counsel regarding briefs; communications with amici; communications with Mr. [] Nardi regarding service issues	0.8	\$680.00
11/20/2009	Nardi, Scott	Follow-up with opposing counsel to ensure delivery of additional copies of brief; prepare and serve same	0.5	\$267.50
11/21/2009	Martin, Kevin	Review amicus briefs	0.5	\$337.50
11/21/2009	Poss, Stephen	Communications with client regarding amicus issues	0.3	\$255.00
11/23/2009	Martin, Kevin	Review amicus briefs	1.2	\$810.00
11/24/2009	Poss, Stephen	Forward amicus briefs; conference with Mr. [] Martin regarding amici issues; communications with Mr. [] Kopel regarding 1st Freedom article	1.4	\$1,190.00
11/24/2009	Rich, John	Begin review of NRA amicus briefs	0.1	\$61.50
11/24/2009	Rich, John	Further review of amicus briefs	0.9	\$553.50
11/25/2009	Rich, John	Review additional amicus brief	0.3	\$184.50

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
12/4/2009	Rich, John	Review amicus briefs supporting petitioner and cited cases	0.9	\$553.50
12/7/2009	Poss, Stephen	Numerous communications regarding amici	0.3	\$255.00
12/8/2009	Poss, Stephen	Correspondence regarding amici requests	0.3	\$255.00
12/9/2009	Poss, Stephen	communications with client regarding background of Respondents' counsel; communications with Respondents' counsel regarding motion to file single brief	0.4	\$340.00
12/17/2009	Martin, Kevin	Discuss motion by Texas with Mr. [] Poss	0.1	\$67.50
12/17/2009	Poss, Stephen	Attention to Texas motion for divided argument; communications regarding same	0.7	\$595.00
12/18/2009	Poss, Stephen	Telephone conferences with client	0.4	\$340.00
12/21/2009	Poss, Stephen	Numerous communications with client	0.8	\$680.00
12/22/2009	Martin, Kevin	Discuss matter with Mr. [] Poss	0.2	\$135.00
12/22/2009	Poss, Stephen	Numerous communications regarding oral argument issues	1.3	\$1,105.00
12/23/2009	Poss, Stephen	Attention to correspondence regarding Texas motion	0.3	\$255.00
12/29/2009	Poss, Stephen	Communications regarding reply brief	0.4	\$340.00
12/30/2009	Martin, Kevin	Review respondents' brief; discuss same with Mr. [] Poss and Mr. [] Lipshutz	0.6	\$405.00
12/30/2009	Poss, Stephen	Communications regarding Reply Brief; preliminary review of respondents' brief	1.4	\$1,190.00
12/31/2009	Poss, Stephen	Communications with Mr. [] Hardy, et al. regarding Reply Brief issues	0.4	\$340.00
1/4/2010	Poss, Stephen	Attention to Clement papers regarding divided argument; communications with client regarding same	0.8	\$704.00
1/4/2010	Lipshutz, Joshua S.	Read respondents' brief in NRA case; telephone conference with Mr. [] Martin regarding reply; gather materials in preparation for drafting reply brief	1	\$505.00
1/5/2010	Poss, Stephen	Work on Reply Brief	0.4	\$352.00
1/5/2010	Lipshutz, Joshua S.	Outline arguments for NRA reply brief	2.3	\$1,161.50
1/6/2010	Poss, Stephen	Telephone conference with Mr. [] Clement; conference with Mr. [] Martin regarding reply brief outline	1.6	\$1,408.00
1/6/2010	Martin, Kevin	Discuss matter with Mr. [] Poss; review Chicago brief; discuss matter with Mr. [] Lipshutz	1.6	\$1,080.00
1/6/2010	Lipshutz, Joshua S.	Begin drafting NRA reply brief; conference call with Mr. [] Martin regarding brief	1.6	\$808.00
1/7/2010	Lipshutz, Joshua S.	Draft NRA reply brief outline for client	2.6	\$1,313.00
1/7/2010	Martin, Kevin	Revise draft outline	0.7	\$472.50
1/7/2010	Rich, John	Obtain and review respondents' brief	1	\$615.00
1/7/2010	Poss, Stephen	Communications regarding brief	0.2	\$176.00
1/8/2010	Lipshutz, Joshua S.	Draft NRA reply brief	5	\$2,525.00
1/8/2010	Martin, Kevin	Review opposition to motion for divided time	0.2	\$135.00
1/8/2010	Poss, Stephen	Numerous communications regarding briefing	0.7	\$616.00
1/9/2010	Poss, Stephen	Communications with client regarding argument motion	0.2	\$176.00
1/11/2010	Martin, Kevin	Review briefs of amici supporting respondents	0.8	\$540.00
1/11/2010	Poss, Stephen	Communications with client and Mr. [] Gura regarding motion for divided argument	1	\$880.00

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
1/12/2010	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin regarding reply outline; revise outline; draft reply	6	\$3,030.00
1/12/2010	Poss, Stephen	Work on Reply Brief and outline; conference with team	1.6	\$1,408.00
1/12/2010	Martin, Kevin	Prepare for and attend meeting with Mr. [] Poss and Mr. [] Lipshutz to discuss reply brief	1.1	\$742.50
1/13/2010	Poss, Stephen	Work on Reply Brief; numerous emails	1.1	\$968.00
1/13/2010	Lipshutz, Joshua S.	Draft NRA reply brief	1.3	\$656.50
1/13/2010	Martin, Kevin	Review briefing on request for leave to file amicus brief	0.1	\$67.50
1/14/2010	Lipshutz, Joshua S.	Draft NRA reply brief	3.4	\$1,717.00
1/15/2010	Martin, Kevin	Review brief inserts received from Mr. [] Halbrook	0.7	\$472.50
1/19/2010	Martin, Kevin	Revise draft reply brief	1	\$675.00
1/20/2010	Lipshutz, Joshua S.	Research case law to support our historical interpretation of 14th Amendment; review current draft of our reply brief for edits	1.3	\$656.50
1/20/2010	Martin, Kevin	Revise draft reply brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz	5.6	\$3,780.00
1/21/2010	Martin, Kevin	Discuss matter with Mr. [] Poss; circulate reply brief to client	0.2	\$135.00
1/22/2010	Poss, Stephen	Communications with client regarding reply brief	0.4	\$352.00
1/25/2010	Rich, John	Respond to Mr. [] Martin's query regarding help	0.1	\$61.50
1/25/2010	Martin, Kevin	Review order on divided argument; discuss matter with Mr. [] Lipshutz; discuss matter with Mr. [] Clement; review proposed revisions from Mr. [] Halbrook, Mr. [] Lehman, and Mr. [] Clement; revise reply brief	3.2	\$2,160.00
1/25/2010	Poss, Stephen	Numerous communications with client regarding brief	0.3	\$264.00
1/26/2010	Rich, John	Respond to Mr. [] Martin's query regarding brief format	0.2	\$123.00
1/26/2010	Martin, Kevin	Revise draft reply brief; discuss reply brief with Mr. [] Poss, client and co-counsel	3.4	\$2,295.00
1/26/2010	Poss, Stephen	Communications with client regarding draft Reply Brief	1.7	\$1,496.00
1/26/2010	Ferch, Ryan E.	Assist in drafting Reply Brief for Respondents National Rifle Association of America in Support of Petitions in United States Supreme Court	0.9	\$387.00
1/27/2010	Poss, Stephen	Communications regarding draft reply brief	0.3	\$264.00
1/27/2010	Rich, John	Review e-mails from Mr. [] Martin and respond to same; e-mail Balmar regarding printing; e-mail Mr. [] Martin regarding schedule; review reply brief and draft comments	1.3	\$799.50
1/27/2010	Rich, John	Review reply brief and draft comments	0.7	\$430.50
1/27/2010	Martin, Kevin	Revise and circulate draft reply brief; discuss matter with co-counsel; review correspondence on oral argument issue	4.4	\$2,970.00
1/27/2010	Ferch, Ryan E.	Assist in drafting Reply Brief for Respondents National Rifle Association of America in Support of Petitions in United States Supreme Court	8.6	\$3,698.00
1/28/2010	Poss, Stephen	Attention to final draft of brief; emails regarding same	0.8	\$704.00
1/28/2010	Rich, John	E-mail Mr. [] Martin regarding brief; review rules, process brief for printing, filing, and service	3.5	\$2,152.50

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
1/28/2010	Martin, Kevin	Revise and circulate draft reply brief; coordinate service and filing	4	\$2,700.00
1/29/2010	Lipshutz, Joshua S.	Finalize reply brief; review for errors	0.8	\$404.00
1/29/2010	Poss, Stephen	Attention to filing of reply brief; communications with client regarding same; communications with client regarding moot session for Clement	0.6	\$528.00
1/29/2010	Rich, John	Work on filing and service papers; confer with Mr. [] Lipshutz regarding reprinting issue; finish up filing and service, including electronic service; follow-up e-mails	2.4	\$1,476.00
1/29/2010	Martin, Kevin	Coordinate service and filing of brief; review Petitioners' brief; review press and correspondence concerning briefs	2.1	\$1,417.50
1/29/2010	Court Procedures Sp	Filing a reply brief at the Supreme Court for Mr. [] Rich	0.5	\$82.50
1/30/2010	Poss, Stephen	Numerous emails regarding reply brief	0.7	\$616.00
1/30/2010	Martin, Kevin	Review press and correspondence concerning briefs	1.2	\$810.00
1/31/2010	Martin, Kevin	Review press and correspondence concerning briefs	0.9	\$607.50
2/1/2010	Rich, John	Review petitioners' reply brief	0.4	\$246.00
2/1/2010	Martin, Kevin	Review press and correspondence on reply briefs; discuss matter with Mr. [] Lipshutz	0.9	\$607.50
2/1/2010	Poss, Stephen	Preparation and logistics regarding moot session for Mr. [] Clement	0.2	\$176.00
2/2/2010	Martin, Kevin	Review press and correspondence concerning reply brief; discuss moot court with Mr. [] Poss	0.4	\$270.00
2/2/2010	Poss, Stephen	Telephone conference with Mr. [] Martin regarding preparation for moot session; communications with client regarding same	0.4	\$352.00
2/3/2010	Poss, Stephen	Communications with Chicago counsel regarding service issues	0.2	\$176.00
2/8/2010	Martin, Kevin	Coordinate service of briefs on Chicago	0.2	\$135.00
2/8/2010	Martin, Kimberly	Conduct research to locate a trial transcript for Ms. [] DeMatteo	0.3	\$97.50
2/8/2010	Poss, Stephen	Communications regarding Chicago's request for additional service copies	0.1	\$88.00
2/9/2010	Lipshutz, Joshua S.	Prepare Mr. [] Martin for moot oral argument; email Mr. [] Clement regarding reply brief	0.8	\$404.00
2/9/2010	Martin, Kevin	Discuss matter with Mr. [] Lipshutz and Mr. [] Clement	0.4	\$270.00
2/9/2010	Court Procedures Sp	Check the availability of a transcript for Oral Argument in the 7th Circuit Court of Appeals; telephone conference with Clerk's office regarding availability; provide Ms. [] Gersh and Mr. [] Lipshutz with a link to the audio recording of Oral Argument posted on the 7th Circuit's website	0.5	\$82.50
2/9/2010	Poss, Stephen	Communications with Mr. [] Martin regarding issue regarding reply brief	0.2	\$176.00
2/10/2010	Ferch, Ryan E.	Gather hard copies of all available filings for Mr. [] Clement	1.3	\$559.00
2/11/2010	Martin, Kevin	Coordinate oral argument preparation	0.3	\$202.50

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
2/11/2010	Poss, Stephen	Communications with Mr. [] Martin regarding request from Mr. [] Clement for briefs	0.1	\$88.00
2/12/2010	Martin, Kevin	Discuss reprint issue with Mr. [] Lipshutz; email Mr. [] Poss and Mr. [] Clement concerning reprint	0.6	\$405.00
2/12/2010	Poss, Stephen	Communications with client regarding preparation for moot session	0.2	\$176.00
2/16/2010	Lipshutz, Joshua S.	Revise reply brief; arrange for printing and filing of corrected reply brief	0.6	\$303.00
2/16/2010	Rich, John	E-mails from and to Mr. [] Lipshutz, Ms. [] Goens, and Mr. [] Sheehan regarding filing of reprinted reply brief	1	\$615.00
2/16/2010	Martin, Kevin	Coordinate service and filing of reprinted reply brief	0.2	\$135.00
2/16/2010	Poss, Stephen	Telephone conference with Mr. [] Martin regarding hearing logistics	0.2	\$176.00
2/17/2010	Martin, Kevin	Coordinate service and filing of reprint	0.1	\$67.50
2/17/2010	Groarke, Jack	Organizing copies of brief to be filed at the US Supreme Court; Filing the brief at the US Supreme Court for Mr. [] Sheehan	1.5	\$247.50
2/18/2010	Rich, John	Confer with Mr. [] Sheehan regarding filing; e-mail Mr. [] Martin regarding filing	0.2	\$123.00
2/18/2010	Martin, Kevin	Discuss moot court with Mr. [] Poss; review recent press concerning case	0.2	\$135.00
2/18/2010	Poss, Stephen	Communications with Mr. [] Lipshutz, Mr. [] Martin regarding hearing	0.3	\$264.00
2/19/2010	Lipshutz, Joshua S.	Draft moot court questions for Mr. [] Poss to use with Mr. [] Clement	3	\$1,515.00
2/19/2010	Martin, Kevin	Review Washington state incorporation decision; listen to Seventh Circuit argument	0.8	\$540.00
2/21/2010	Poss, Stephen	Preparation to serve as Justice at Clement moot session in DC on 2/22	1.2	\$1,056.00
2/22/2010	Lipshutz, Joshua S.	Prepare for and attend moot court session in Washington, DC	8	\$4,040.00
2/22/2010	Poss, Stephen	Moot court of Mr. [] Clement in DC; conferences; preparation regarding same	12.7	\$11,176.00
2/23/2010	Poss, Stephen	Communications with Mr. [] Lehman regarding moot session and reimbursement for expenses	0.2	\$176.00
2/26/2010	Poss, Stephen	Communications with Chicago counsel	0.1	\$88.00
2/27/2010	Poss, Stephen	Communications with Mr. [] Gura regarding Supreme Court argument	0.1	\$88.00
2/28/2010	Martin, Kevin	Review video of moot court	0.5	\$337.50
3/1/2010	Lipshutz, Joshua S.	Travel to Washington DC for Supreme Court oral argument	3	\$1,515.00
3/1/2010	Martin, Kevin	Travel to Washington DC for oral argument; discuss oral argument with Mr. [] Poss and Mr. [] Lipshutz	1.2	\$810.00
3/1/2010	Poss, Stephen	Attend argument in DC	3	\$2,640.00
3/2/2010	Lipshutz, Joshua S.	Attend Supreme Court oral arguments; conference with NRA to discuss case; travel back to Boston	6	\$3,030.00
3/2/2010	Rich, John	Review transcript of oral argument	0.7	\$430.50
3/2/2010	Martin, Kevin	Attend oral argument; review press on argument	4.4	\$2,970.00

Exhibit A
Time Entries

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
3/2/2010	Poss, Stephen	Hearing in DC; conferences regarding same	5	\$4,400.00
6/24/2010	Poss, Stephen	Conference with Mr. [] Lipshutz regarding opinion issues; communications with Mr. [] Martin regarding same	0.9	\$792.00
6/25/2010	Poss, Stephen	Telephone conference with Mr. [] Dowlut regarding McDonald decision logistics	0.4	\$352.00
6/28/2010	Lipshutz, Joshua S.	Read Supreme Court's opinion	0.5	\$252.50
				\$250,841.50

EXHIBIT “B”

Exhibit B
Selected Time Entries For Which NRA Is Seeking Fees

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
10/2/2009	Lipshutz, Joshua S.	Research case law on recovering attorney's fees for writing NRA brief	0.9	\$427.50
10/3/2009	Poss, Stephen	Attention to communications regarding ideas for brief	0.8	\$680.00
10/4/2009	Poss, Stephen	Attention to communications regarding ideas for brief	0.4	\$340.00
10/5/2009	Lipshutz, Joshua S.	Compile case materials to create background binder for Mr. [] Poss and Mr. [] Martin	0.3	\$142.50
10/5/2009	Martin, Kevin	Discuss matter with Mr. [] Poss and Mr. [] Lipschutz	0.3	\$202.50
10/5/2009	Poss, Stephen	Telephone conference with Mr. [] Martin regarding ideas for brief; communications with Mr. [] Lipshutz regarding background binder	0.7	\$595.00
10/6/2009	Lipshutz, Joshua S.	Read background materials for NRA	2.3	\$1,092.50
10/7/2009	Martin, Kevin	Review decision and pleadings below	1.3	\$877.50
10/8/2009	Martin, Kevin	Review briefing below	0.7	\$472.50
10/9/2009	Poss, Stephen	Communications with Mr. [] Dowlut regarding moot schedule for argument	0.2	\$170.00
10/10/2009	Poss, Stephen	Communications regarding amicus conference scheduling	0.2	\$170.00
10/12/2009	Poss, Stephen	Attention to correspondence regarding brief planning	0.4	\$340.00
10/13/2009	Martin, Kevin	Discuss matter with Mr. [] Poss		\$67.50
10/14/2009	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin on NRA brief; verify procedural details of brief; discuss developments with Mr. [] Poss		\$1,092.50
10/14/2009	Martin, Kevin	Prepare for and attend meeting with Mr. [] Poss and Mr. [] Lipshutz to discuss case strategy; discuss matter with Mr. [] Poss	1.3	\$877.50
10/14/2009	Poss, Stephen	Conference with Mr. [] Martin and Mr. [] Lipshutz regarding strategy and issues for brief; communications with client (Mr. [] Dowlut) regarding schedule	2.8	\$2,380.00
10/15/2009	Lipshutz, Joshua S.	Review case background materials; prepare background materials for Mr. [] Poss and Mr. [] Martin	1.6	\$760.00
10/15/2009	Poss, Stephen	Telephone conference with client regarding strategy; attention to same; communications with Mr. [] Halbrook; communications with Mr. [] Martin	1.4	\$1,190.00
10/16/2009	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin; revise draft outline of brief	1.5	\$712.50
10/16/2009	Martin, Kevin	Draft outline for brief	0.8	\$540.00
10/16/2009	Poss, Stephen	Work on outline for brief; conference with Mr. [] Halbrook	1	\$850.00
10/21/2009	Lipshutz, Joshua S.	Read case materials to prepare for drafting	0.8	\$380.00
10/21/2009	Poss, Stephen	Communications with Mr. [] Martin regarding brief	0.6	\$510.00
10/22/2009	Martin, Kevin	Discuss matter with Mr. [] Poss	0.1	\$67.50
10/22/2009	Lipshutz, Joshua S.	Research cases before drafting	0.5	\$237.50
10/22/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding brief	0.4	\$340.00
10/23/2009	Poss, Stephen	Communications with Mr. [] Lipshutz, Mr. [] Martin	0.6	\$510.00
10/26/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; draft brief	0.6	\$405.00
10/26/2009	Poss, Stephen	Attention to numerous emails regarding ideas for brief	2	\$1,700.00
10/27/2009	Lipshutz, Joshua S.	Research case law before drafting NRA brief	0.9	\$427.50
10/28/2009	Martin, Kevin	Draft merits brief	4.5	\$3,037.50
10/28/2009	Lipshutz, Joshua S.	Analyze case law on incorporation	2.5	\$1,187.50
10/28/2009	Poss, Stephen	Work on brief	2.9	\$2,465.00
10/29/2009	Martin, Kevin	Draft brief; discuss matter with Mr. [] Lipshutz	4.1	\$2,767.50
10/29/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding brief	0.1	\$85.00
10/30/2009	Lipshutz, Joshua S.	Review incorporation cases and current draft of brief; begin drafting my section of brief	6	\$2,850.00
10/30/2009	Martin, Kevin	Discuss privileges and immunities question with Mr. [] Lipshutz	0.2	\$135.00
10/31/2009	Lipshutz, Joshua S.	Draft my section of NRA brief	6	\$2,850.00

Exhibit B
Selected Time Entries For Which NRA Is Seeking Fees

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
10/31/2009	Martin, Kevin	Draft brief	5	\$3,375.00
11/1/2009	Martin, Kevin	Revise draft brief; discuss matter with Mr. [] Poss	0.5	\$337.50
11/1/2009	Poss, Stephen	Numerous communications with Mr. [] Martin regarding preparation of brief; review and revise draft	2.8	\$2,380.00
11/2/2009	Lipshutz, Joshua S.	Draft P&I clause section of NRA brief	2.2	\$1,045.00
11/2/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; revise draft brief; circulate revised draft	3.1	\$2,092.50
11/3/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	5.1	\$2,422.50
11/3/2009	Martin, Kevin	Revise and circulate draft brief; discuss matter with Mr. [] Poss	5.8	\$3,915.00
11/3/2009	Poss, Stephen	Work on brief; send draft to client	1.5	\$1,275.00
11/4/2009	Lipshutz, Joshua S.	Analyze merits of Mr. [] Martin's P&I clause argument	1	\$475.00
11/4/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	4.5	\$2,137.50
11/4/2009	Martin, Kevin	Review material from Mr. [] Halbrook	0.2	\$135.00
11/4/2009	Poss, Stephen	Communications with Mr. [] Halbrook regarding draft brief; review his insert; attention to Mr. [] Dowlut's comments	1.6	\$1,360.00
11/5/2009	Lipshutz, Joshua S.	Edit NRA merits brief	4	\$1,900.00
11/5/2009	Washko, Frank M.	Research and analyze Establishment Clause argument	4.2	\$1,995.00
11/5/2009	Martin, Kevin	Discuss matter with Mr. [] Lipshutz; revise draft brief	4.5	\$3,037.50
11/5/2009	Poss, Stephen	Communications with Mr. [] Halbrook et al. regarding draft brief	1.8	\$1,530.00
11/6/2009	Lipshutz, Joshua S.	Edit NRA merits brief; telephone conference with Supreme Court clerk's office	2	\$950.00
11/6/2009	Martin, Kevin	Review revised draft brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz	0.3	\$202.50
11/6/2009	Poss, Stephen	Work on brief	2	\$1,700.00
11/9/2009	Rich, John	Exchange e-mails with Mr. [] Martin regarding Supreme Court brief; obtain and review decision of Seventh Circuit	0.5	\$307.50
11/9/2009	Martin, Kevin	Revise and circulate draft brief; discuss matter with Mr. [] Poss	3.5	\$2,362.50
11/9/2009	Poss, Stephen	Communications with Mr. [] Martin regarding brief; attention to client comments	1.2	\$1,020.00
11/10/2009	Martin, Kevin	Review comments on draft brief from Mr. [] Halbrook	1.4	\$945.00
11/10/2009	Poss, Stephen	Numerous emails with client, team	1	\$850.00
11/11/2009	Martin, Kevin	Revise draft brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz; review and respond to comments on draft brief from various sources	4.2	\$2,835.00
11/11/2009	Poss, Stephen	Communications with Mr. [] Martin	1	\$850.00
11/12/2009	Martin, Kevin	Discuss matter with Mr. [] Poss, Mr. [] Lipshutz; revise draft brief; review draft petitioners' brief; draft letter to court concerning extension request; send email to Mr. [] Lehman concerning draft	6	\$4,050.00
11/12/2009	Lipshutz, Joshua S.	Edit NRA brief; draft correspondence to Court opposing motion for extension of time; conferences with Mr. [] Poss and Mr. [] Martin; analyze law review article for argument	5.6	\$2,660.00
11/12/2009	Poss, Stephen	Attention to Chicago's request for extension; preparation of objection; file same; numerous telephone calls/communications with client, Mr. [] Martin, Mr. [] Gura regarding same; attention to client comments regarding brief	5	\$4,250.00
11/12/2009	Nardi, Scott	Review draft brief and coordinate with vendor to file brief with Supreme Court	1.6	\$856.00
11/13/2009	Martin, Kevin	Discuss matter with Mr. [] Poss; discuss matter with Mr. [] Dowlut; revise draft brief; review email from Mr. [] Lehman; discuss comments with Mr. [] Rich	3	\$2,025.00
11/13/2009	Rich, John	Review draft brief and send comments; confer with Mr. [] Martin regarding draft	3.7	\$2,275.50
11/13/2009	Poss, Stephen	Work on brief	1	\$850.00

Exhibit B
Selected Time Entries For Which NRA Is Seeking Fees

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
11/14/2009	Martin, Kevin	Revise draft brief; discuss draft with team and client; discuss Petitioners' brief with team and client	1.2	\$810.00
11/14/2009	Lipshutz, Joshua S.	Edit draft of NRA brief	1	\$475.00
11/14/2009	Poss, Stephen	Work on brief; communications with Mr. [] Gura	2.7	\$2,295.00
11/15/2009	Martin, Kevin	Revise draft brief; discuss draft brief with Mr. [] Poss and Mr. [] Lipshutz; coordinate printing	7.5	\$5,062.50
11/15/2009	Lipshutz, Joshua S.	Finalize NRA brief	1	\$475.00
11/15/2009	Poss, Stephen	Review draft Supreme Court brief; telephone conferences with Mr. [] Martin; communications with client	8.4	\$7,140.00
11/16/2009	Poss, Stephen	Communications and activities regarding filing of Respondent's brief	0.6	\$510.00
11/16/2009	Martin, Kevin	Coordinate service and filing of brief; review Petitioners' brief and Rutherford Institute Brief	2.7	\$1,822.50
11/16/2009	Nardi, Scott	Review brief to finalize for filing with Supreme Court; review dockets to prepare service lists and finalize and coordinate filing and service of Supreme Court brief	7.1	\$3,798.50
11/17/2009	Poss, Stephen	Communications with client; attention to briefs	1.5	\$1,275.00
11/19/2009	Poss, Stephen	Attention to amicus briefs	1	\$850.00
11/19/2009	Martin, Kevin	Review amicus briefs	0.3	\$202.50
11/20/2009	Martin, Kevin	Review amicus briefs; discuss service issue with Mr. [] Poss	0.5	\$337.50
11/20/2009	Poss, Stephen	Communications with Chicago counsel regarding briefs	0.5	\$425.00
11/21/2009	Martin, Kevin	Review amicus briefs	0.5	\$337.50
11/21/2009	Poss, Stephen	Communications with client regarding amicus issues	0.3	\$255.00
11/23/2009	Martin, Kevin	Review amicus briefs	1.2	\$810.00
11/24/2009	Poss, Stephen	Forward amicus briefs; conference with Mr. [] Martin regarding amici issues	1.1	\$935.00
11/24/2009	Rich, John	Begin review of NRA amicus briefs	0.1	\$61.50
11/24/2009	Rich, John	Further review of amicus briefs	0.9	\$553.50
11/25/2009	Rich, John	Review additional amicus brief	0.3	\$184.50
12/4/2009	Rich, John	Review amicus briefs supporting petitioner and cited cases	0.9	\$553.50
12/7/2009	Poss, Stephen	Numerous communications regarding amici	0.3	\$255.00
12/8/2009	Poss, Stephen	Correspondence regarding amici requests	0.3	\$255.00
12/29/2009	Poss, Stephen	Communications regarding reply brief	0.4	\$340.00
12/30/2009	Martin, Kevin	Review respondents' brief; discuss same with Mr. [] Poss and Mr. [] Lipshutz	0.6	\$405.00
12/30/2009	Poss, Stephen	Communications regarding Reply Brief; preliminary review of respondents' brief	1.4	\$1,190.00
12/31/2009	Poss, Stephen	Communications with Mr. [] Hardy, et al. regarding Reply Brief issues	0.4	\$340.00
1/4/2010	Lipshutz, Joshua S.	Read respondents' brief in NRA case; telephone conference with Mr. [] Martin regarding reply; gather materials in preparation for drafting reply brief	1	\$505.00
1/5/2010	Poss, Stephen	Work on Reply Brief	0.4	\$352.00
1/5/2010	Lipshutz, Joshua S.	Outline arguments for NRA reply brief	2.3	\$1,161.50
1/6/2010	Poss, Stephen	Telephone conference with Mr. [] Clement; conference with Mr. [] Martin regarding reply brief outline	1.6	\$1,408.00
1/6/2010	Martin, Kevin	Discuss matter with Mr. [] Poss; review Chicago brief; discuss matter with Mr. [] Lipshutz	1.6	\$1,080.00
1/6/2010	Lipshutz, Joshua S.	Begin drafting NRA reply brief; conference call with Mr. [] Martin regarding brief	1.6	\$808.00
1/7/2010	Lipshutz, Joshua S.	Draft NRA reply brief outline for client	2.6	\$1,313.00
1/7/2010	Martin, Kevin	Revise draft outline	0.7	\$472.50
1/7/2010	Rich, John	Obtain and review respondents' brief	1	\$615.00
1/7/2010	Poss, Stephen	Communications regarding brief	0.2	\$176.00

Exhibit B
Selected Time Entries For Which NRA Is Seeking Fees

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
1/8/2010	Lipshutz, Joshua S.	Draft NRA reply brief	5	\$2,525.00
1/8/2010	Poss, Stephen	Numerous communications regarding briefing	0.7	\$616.00
1/11/2010	Martin, Kevin	Review briefs of amici supporting respondents	0.8	\$540.00
1/12/2010	Lipshutz, Joshua S.	Conference with Mr. [] Poss and Mr. [] Martin regarding reply outline; revise outline; draft reply	6	\$3,030.00
1/12/2010	Poss, Stephen	Work on Reply Brief and outline; conference with team	1.6	\$1,408.00
1/12/2010	Martin, Kevin	Prepare for and attend meeting with Mr. [] Poss and Mr. [] Lipshutz to discuss reply brief	1.1	\$742.50
1/13/2010	Poss, Stephen	Work on Reply Brief; numerous emails	1.1	\$968.00
1/13/2010	Lipshutz, Joshua S.	Draft NRA reply brief	1.3	\$656.50
1/14/2010	Lipshutz, Joshua S.	Draft NRA reply brief	3.4	\$1,717.00
1/15/2010	Martin, Kevin	Review brief inserts received from Mr. [] Halbrook	0.7	\$472.50
1/19/2010	Martin, Kevin	Revise draft reply brief	1	\$675.00
1/20/2010	Lipshutz, Joshua S.	Research case law to support our historical interpretation of 14th Amendment; review current draft of our reply brief for edits	1.3	\$656.50
1/20/2010	Martin, Kevin	Revise draft reply brief; discuss matter with Mr. [] Poss and Mr. [] Lipshutz	5.6	\$3,780.00
1/21/2010	Martin, Kevin	Discuss matter with Mr. [] Poss; circulate reply brief to client	0.2	\$135.00
1/22/2010	Poss, Stephen	Communications with client regarding reply brief	0.4	\$352.00
1/25/2010	Martin, Kevin	Review order on divided argument; discuss matter with Mr. [] Lipshutz; discuss matter with Mr. [] Clement; review proposed revisions from Mr. [] Halbrook, Mr. [] Lehman, and Mr. [] Clement; revise reply brief	3.2	\$2,160.00
1/25/2010	Poss, Stephen	Numerous communications with client regarding brief	0.3	\$264.00
1/26/2010	Martin, Kevin	Revise draft reply brief; discuss reply brief with Mr. [] Poss, client and co-counsel	3.4	\$2,295.00
1/26/2010	Poss, Stephen	Communications with client regarding draft Reply Brief	1.7	\$1,496.00
1/26/2010	Ferch, Ryan E.	Assist in drafting Reply Brief for Respondents National Rifle Association of America in Support of Petitions in United States Supreme Court	0.9	\$387.00
1/27/2010	Poss, Stephen	Communications regarding draft reply brief	0.3	\$264.00
1/27/2010	Rich, John	Review reply brief and draft comments	0.6	\$369.00
1/27/2010	Rich, John	Review reply brief and draft comments	0.7	\$430.50
1/27/2010	Martin, Kevin	Revise and circulate draft reply brief; discuss matter with co-counsel	4	\$2,700.00
1/27/2010	Ferch, Ryan E.	Assist in drafting Reply Brief for Respondents National Rifle Association of America in Support of Petitions in United States Supreme Court	8.6	\$3,698.00
1/28/2010	Poss, Stephen	Attention to final draft of brief; emails regarding same	0.8	\$704.00
1/28/2010	Rich, John	E-mail Mr. [] Martin regarding brief	2.5	\$1,537.12
1/28/2010	Martin, Kevin	Revise and circulate draft reply brief; coordinate service and filing	4	\$2,700.00
1/29/2010	Lipshutz, Joshua S.	Finalize reply brief; review for errors	0.8	\$404.00
1/29/2010	Poss, Stephen	Attention to filing of reply brief; communications with client regarding same; communications with client regarding moot session for Clement	0.6	\$528.00
1/29/2010	Martin, Kevin	Coordinate service and filing of brief; review Petitioners' brief; review press and correspondence concerning briefs	2.1	\$1,417.50
1/30/2010	Poss, Stephen	Numerous emails regarding reply brief	0.7	\$616.00
2/1/2010	Rich, John	Review petitioners' reply brief	0.4	\$246.00
2/1/2010	Poss, Stephen	Preparation and logistics regarding moot session for Mr. [] Clement	0.2	\$176.00
2/2/2010	Poss, Stephen	Telephone conference with Mr. [] Martin regarding preparation for moot session; communications with client regarding same	0.4	\$352.00

Exhibit B
Selected Time Entries For Which NRA Is Seeking Fees

Date	TKPR Name	Narrative	Bs Hrs	Std Amt
2/9/2010	Lipshutz, Joshua S.	Prepare Mr. [] Martin for moot oral argument; email Mr. [] Clement regarding reply brief	0.8	\$404.00
2/9/2010	Martin, Kevin	Discuss matter with Mr. [] Lipshutz and Mr. [] Clement	0.4	\$270.00
2/9/2010	Poss, Stephen	Communications with Mr. [] Martin regarding issue regarding reply brief	0.2	\$176.00
2/11/2010	Martin, Kevin	Coordinate oral argument preparation	0.3	\$202.50
2/11/2010	Poss, Stephen	Communications with Mr. [] Martin regarding request from Mr. [] Clement for briefs	0.1	\$88.00
2/12/2010	Poss, Stephen	Communications with client regarding preparation for moot session	0.2	\$176.00
2/16/2010	Poss, Stephen	Telephone conference with Mr. [] Martin regarding hearing logistics	0.2	\$176.00
2/18/2010	Poss, Stephen	Communications with Mr. [] Lipshutz, Mr. [] Martin regarding hearing	0.3	\$264.00
2/19/2010	Lipshutz, Joshua S.	Draft moot court questions for Mr. [] Poss to use with Mr. [] Clement	3	\$1,515.00
2/19/2010	Martin, Kevin	Review Washington state incorporation decision; listen to Seventh Circuit argument	0.8	\$540.00
2/21/2010	Poss, Stephen	Preparation to serve as Justice at Clement moot session in DC on 2/22	1.2	\$1,056.00
2/22/2010	Lipshutz, Joshua S.	Prepare for and attend moot court session in Washington, DC	8	\$4,040.00
2/22/2010	Poss, Stephen	Moot court of Mr. [] Clement in DC; conferences; preparation regarding same	12.7	\$11,176.00
2/26/2010	Poss, Stephen	Communications with Chicago counsel	0.1	\$88.00
2/27/2010	Poss, Stephen	Communications with Mr. [] Gura regarding Supreme Court argument	0.1	\$88.00
2/28/2010	Martin, Kevin	Review video of moot court	0.5	\$337.50
3/1/2010	Lipshutz, Joshua S.	Travel to Washington DC for Supreme Court oral argument	3	\$1,515.00
3/1/2010	Martin, Kevin	Travel to Washington DC for oral argument; discuss oral argument with Mr. [] Poss and Mr. [] Lipshutz	1.2	\$810.00
3/1/2010	Poss, Stephen	Attend argument in DC	3	\$2,640.00
3/2/2010	Lipshutz, Joshua S.	Attend Supreme Court oral arguments; conference with NRA to discuss case; travel back to Boston	6	\$3,030.00
3/2/2010	Rich, John	Review transcript of oral argument	0.7	\$430.50
3/2/2010	Martin, Kevin	Attend oral argument	4	\$2,700.00
3/2/2010	Poss, Stephen	Hearing in DC; conferences regarding same	5	\$4,400.00
				\$207,529.62

EXHIBIT “C”

Exhibit C
Attorneys' Rates

<u>Rate</u> <u>10/1/2009</u>	<u>Work Type Description</u>	<u>grad yr</u>	<u>comp yr</u>	<u>office</u>	<u>Attorney</u>	<u>Effective date</u>
675	Partners - Income	1999	1999	Boston	Martin, Kevin	10/1/2009
535		1999	1999	Washington D.C.	Nardi, Scott	10/1/2009
615	Partners - Contract	1969		Washington D.C.	Rich, John	10/1/2009
430		2007	2007	Boston	Ferch, Ryan E.	10/1/2009
505		2005	2005	San Francisco	Lipshutz, Joshua S.	10/1/2009
475		2007	2006	Silicon Valley	Washko, Frank M.	10/1/2009
850	Partners - Equity	1981		Boston	Poss, Stephen	10/1/2009
1/1/2010						
675	Partners - Income	1999	1999	Boston	Martin, Kevin	1/1/2010
535		1999	1999	Washington D.C.	Nardi, Scott	1/1/2010
615	Partners - Contract	1969		Washington D.C.	Rich, John	1/1/2010
430		2007	2007	Boston	Ferch, Ryan E.	1/1/2010
505		2005	2005	San Francisco	Lipshutz, Joshua S.	1/1/2010
475		2007	2006	Silicon Valley	Washko, Frank M.	1/1/2010
880	Partners - Equity	1981		Boston	Poss, Stephen	1/1/2010

EXHIBIT “D”

GOODWIN PROCTER



STEPHEN D. POSS

Partner
617.570.1886

sposs@goodwinprocter.com

Areas of Practice

Steve Poss is a senior partner in the Litigation Department of Goodwin Procter LLP. He is co-chair of the firm's Securities Litigation & SEC Enforcement Practice, and is also a member of the firm's White Collar Crime, Financial Services, M&A, Private Equity and ERISA Litigation Practices.

Mr. Poss has a national business litigation and corporate counseling practice, particularly in the areas of securities class action defense, SEC investigations and enforcement actions, SEC disclosure issues, corporate governance, internal investigations, complex business litigation and arbitration, mergers and acquisitions, private equity and venture capital disputes, post-closing disputes, contests for corporate control and intellectual property disputes.

Mr. Poss also has extensive experience in appellate litigation on constitutional issues in support of civil rights under the Second Amendment. He has represented the National Rifle Association in several cases of national importance, including the *Heller* and *McDonald* cases in the United States Supreme Court.

Work for Clients

Mr. Poss has represented a broad range of clients in defending securities class action suits, SEC Enforcement investigations, conducting internal investigations and other special committee work, and complex business litigation and arbitrations, including at both the trial court and appellate levels. He spends much of his time representing both domestic and internationally-based corporations, corporate officers and directors, and special board committees in crisis situations. He also counsels clients and presents training sessions for corporate officers and directors and the accounting community on disclosure, corporate governance and internal control issues, particularly compliance with Sarbanes-Oxley. Mr. Poss has represented corporations and their directors across the country in litigation and other matters involving tens of billions of dollars in merger and acquisition transactions. He also represents REITS, hedge funds, venture capital and private equity firms, as well as their portfolio companies, in connection with deal protection, IPO issues, corporate governance issues, shareholder disputes and transactional litigation.

Professional Activities

Mr. Poss served the maximum number of terms as the Vice-Chair and then the Co-Chair of the Securities Litigation Subcommittee of the American Bar Association Section of Business Law from 2000-2007. He is a member of the National Advisory Board of The SEC Institute, Inc. Mr. Poss is a former Vice Chairperson of the Massachusetts Bar Association Business

Litigation Committee and a former member of the Civil Litigation Curriculum Committee of Massachusetts Continuing Legal Education.

Media and Presentations

Mr. Poss is an active lecturer. He has spoken across the country and in Europe and written on topics such as "Practical Tips for Adopting Sarbanes-Oxley," "Boardroom Dangers for Private Equity Partners," "Corporate Governance in the Post-Enron Era," "Internal Investigations – Dealing with the Aftermath," "Defusing Website Time Bombs," "Internal Control Over Financial Reporting," "Shareholder Disputes," "The Ultimate Trial Notebook," "Mergers and Acquisitions – How to Avoid Litigation," "What the New Securities Litigation Reform Act Means for Institutional Investors," and "Going Public – the Morning After." The AICPA has invited him to speak on its quarterly live national continuing professional education webcasts on SEC issues for CFOs and CPAs. NASDAQ has asked him to speak to senior executives of NASDAQ-listed companies on disclosure, corporate governance and securities litigation issues at NASDAQ educational forums across the country. He served for many years on the faculty of the annual Massachusetts Continuing Legal Education seminar on Civil Motion Practice. He has been quoted widely in leading publications such as *The National Law Journal* and *CFO Magazine*. A representative list of his articles and speeches is attached.

Bar and Court Admissions

Mr. Poss is a member of the Massachusetts and New York bars, as well as the bars of the U.S. Supreme Court; the U.S. Courts of Appeals for the First, Second, Fourth, Fifth, Sixth, Ninth and Federal Circuits; and the U.S. District Courts for the District of Massachusetts and the Southern and Eastern Districts of New York. He has appeared *pro hac vice* in numerous state and federal jurisdictions across the country.

Recognition

Mr. Poss has been selected by a peer-review survey to appear since 2001 in each edition of *The Best Lawyers in America* as one of the best business litigators in the country, and has been selected by Chambers & Partners to appear in its research-based guide, *Chambers USA: America's Leading Business Lawyers* each year since the guide began publication. *Chambers USA* ranks Mr. Poss as a leading business lawyer in both Securities Litigation and General Commercial Litigation. He has been named each year by *Boston Magazine* as one of Massachusetts' "Super Lawyers," based on a peer-review survey.

Education

J.D., University of Chicago Law School, 1981
B.A., Amherst College, 1978 (*magna cum laude*)

At Amherst College, Mr. Poss raced on the ski team, was an editor of the college paper and served as teaching assistant to Professor Henry Steele Commager. The college awarded Mr. Poss a John Woodruff Simpson Fellowship for Graduate Study in Law.

Stephen D. Poss – SELECTED ARTICLES AND SPEECHES

14th Annual National Firearms Law Seminar, Pittsburgh, PA, April 29, 2011,
“Making History – How Appellate Advocacy Helped Shape the *Heller* and *McDonald*
Decisions”

25th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 21-22, 2010,
“Staying Out Of Trouble: SEC Enforcement and Class-Action Litigation Update”

KPMG Audit Committee Institute Spring Roundtables, Boston, MA, June 17, 2010, Panelist,
“Preparing for Growth: Focusing on Controls, Transparency, and Financial Communications”

KPMG Audit Committee Institute, Boston, MA, December 3, 2009, Panelist, “Going
Forward: Risk, Reform, and Recovery – Implications for Audit Committee Oversight”

Mid-Cap Board Committee Peer Exchange, Corporate Board Member Magazine, Chicago,
IL, April 6, 2009, Chair: Audit Committee Peer Exchange Session

24th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC,
November 20-21, 2008, “Staying Out Of Trouble In Dangerous Times: SEC Enforcement
and Litigation Update”

24th Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA,
November 17-18, 2008, “Staying Out Of Trouble In Dangerous Times: SEC Enforcement
and Litigation Update”

American Bar Association, Section of Business Law, Spring Meeting, Dallas, TX,
April 10-11, 2008, Committee Forum Presentation on M&A Litigation: “Everything Old is
New Again - MAC Litigation Returns”

23rd Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA,
November 29-30, 2007, “Staying Out Of Trouble: SEC Enforcement and Class-Action
Litigation Update”

2007 NACD Corporate Governance Conference, The Empowered Board: Taking Charge in
an Era of Accountability, Washington, DC, October 15-16, 2007, “Anticipating the
Unexpected – Securities and Shareholder Liability Risk and How to Minimize It: Process,
Prudence, Insurance and Indemnification”

22nd Midyear SEC Reporting Forum, The SEC Institute, San Francisco, CA, June 28-29,
2007, “Staying Out Of Trouble: SEC Enforcement and Class-Action Litigation Update”

ISACA Silicon Valley Chapter 2007 Spring Conference, Redwood City, CA, May 17-18,
2007, “What’s Risk Got To Do With It – How to Stay Off the Target List of the Plaintiffs’
Lawyers, the SEC and the Prosecutors”

Mid-Cap Board Committee Peer Exchange, Corporate Board Member Magazine,
Washington, DC, March 1, 2007, Chair: Audit Committee Peer Exchange Session

22nd Annual National SEC Reporting Conference, The SEC Institute, San Francisco, CA, December 18-19, 2006, "Navigating a More Dangerous World, Minimizing the Risk of Securities Law Liability in the Current Environment"

21st Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 26-27, 2006, "New Trends in SEC Enforcement and Class-Action Litigation"

21st Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 25-26, 2006, "New Trends in SEC Enforcement and Class-Action Litigation"

The Corporate Board, March/April 2006, "Boardroom Dangers for Private Equity Partners"

21st Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 21-22, 2005, "New Trends in SEC Investigations and Class-Action Litigation"

20th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 27-28, 2005, "Sarbanes-Oxley Section 404: Here We Go Again"

20th Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 26-27, 2005, "Sarbanes-Oxley Section 404: Here We Go Again"

Sirius Consulting Group 2005 Annual Conference on Implications of US Regulations on European Companies, Paris, France, May 11-12, 2005, "Recent Litigations and Patterns Condemned by the SEC," "Private Securities Litigation," "Whistleblower, Attorney and Auditor Conduct Rules," and "Listing in the US and Corporate Governance Practices"

American Bar Association, Section of Business Law, Spring Meeting, Nashville, TN, March 2005, "Corporate Crisis" Panel, "Annual Update on Securities Litigation"

AICPA (American Institute of Certified Public Accountants) National Conference on Current SEC and PCAOB Developments, Washington, DC, December 6-8, 2004, panelist, "Fighting Corporate Fraud"

20th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 1-2, 2004, "Section 404: Roles of Board of Directors and Senior Management, Relation Between Section 404 and Quarterly Certification"

Executive Enterprise Institute, Advanced SEC Reporting and Sarbanes-Oxley Compliance, New York, NY, October 20-21, 2004, "Sarbanes-Oxley Certification: What's New and Frightening?"

American Bar Association, Annual Meeting, Atlanta, August 2004, program/committee forum Chair and Program Moderator, co-sponsored program presented by the ABA Business and Corporate Litigation Committee and the ABA Federal Regulation of Securities Committee, "Securities Litigation and Enforcement in a New & More Dangerous World"

19th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 2004, "Coping with the Sarbanes-Oxley Act in its Third Year"

19th Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 2004, Panel Co-Chair, "Coping with the Sarbanes-Oxley Act in its Third Year" and Panelist, "Sarbanes-Oxley 404: Implementing the New Internal Control Requirements"

Chief Legal Executive Magazine Symposium, Managing Difficult Financial Reporting Matters, Boston, MA, April 28, 2004, Moderator, "Internal Investigations: Dealing with the Aftermath"

Coping with Sarbanes-Oxley/Staying Out Of Trouble, The SEC Institute, Boston, MA, April 27, 2004, "Internal Control Over Financial Reporting: Sarbanes-Oxley §404"

CFO.com/AICPA (American Institute of Certified Public Accountants), December 17, 2003, national live webcast, "SEC Quarterly Update, 4th Quarter 2003"

19th Annual National SEC Reporting Conference, The SEC Institute, New York, NY, December 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"

19th Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA, November 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"

FindLaw 2003 Corporate Counsel Year in Review articles, November 2003, "'No Pushing or Shoving' – SEC Rules Prohibiting Improper Influence on Auditors" and "'Please Sign Here' – Preparing For Those CEO/CFO Certifications"

19th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"

American Bar Association, Annual Meeting, San Francisco, August 2003, faculty, two-day program presented by the ABA Business and Corporate Litigation Committee, "When The Going Gets Tough: Advising A Company In Crisis"

WBIX-1060AM (Fox) Boston, "On The Money with Steve Bailey and Charlie Stein" radio broadcast, July 28, 2003, discussion of one year anniversary of Sarbanes-Oxley

AICPA (American Institute of Certified Public Accountants), July 17, 2003, national live webcast, "Internal Control Reporting for Public Companies – Sarbanes-Oxley §404"

CFO.com/AICPA (American Institute of Certified Public Accountants), June 19, 2003, national live webcast, "SEC Quarterly Update"; presentations on SEC Sarbanes-Oxley Rules on "Management's Assessment of Internal Controls" and "Improper Influence on Conduct of Audits"

FindLaw Corporate Counsel Center/Glasser LegalWorks, Corporate Governance conference, New York, NY, May 14, 2003, "Counseling the Audit Committee," and "Securities Litigation Exposure"

American Bar Association Section of Business Law, Spring Meeting, Los Angeles, April 2003, "Corporate Crisis" Panel, "Annual Update on Securities Litigation"

Chief Legal Executive Magazine, Corporate Transparency Symposium, New York, NY, December, 2002, "Navigating the Path to Transparency – One Goal, Multiple Perspectives"

National SEC Reporting Conference, The SEC Institute, New York, NY, December 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"

18th Annual SEC Reporting Forum, The SEC Institute, San Francisco CA, December 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"

18th Annual SEC Reporting Forum, The SEC Institute, Washington DC, November 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"

American Bar Association Committee on Business and Corporate Litigation, "Annual Review of Developments in Business and Corporate Litigation", 2002 Edition, "Annual Review of Developments in Securities Litigation," with Lisa Klein Wager

Corporate Board Member Magazine Annual M&A Conference, Scottsdale, April 2002, "Public Buying Private: Structuring The Deal To Your Advantage – A Buyer's Perspective"

American Bar Association, Section of Business Law Spring Meeting, Boston, April 2002, "Annual Update on Securities Litigation"

16th Midyear SEC Reporting Forum, The SEC Institute, Dallas, May 2001, "Putting It All Together: How Recent SEC Rules and Regulations Combine to Create a New Disclosure Environment"

Moderator, ABA Connection National Continuing Legal Education Teleconference, "New Developments in Securities Law," April, 2001

American Bar Association Section of Business Law, Philadelphia, March 2001, "Annual Review of Developments in Securities Litigation."

Nasdaq Investor Relations Conference, Dallas, February 2001, "IR and FD: What You Need to Know about SEC Regulation FD and Other Current Disclosure Issues"

16th Annual Reporting Forum, The SEC Institute, San Francisco, December 2000, "Regulation FD: Practical Tips on Living with the SEC's Newest Rule"; "Defusing Website Time Bombs: Don't Let Your Website Create Securities Law Liability"

The Metropolitan Corporate Counsel, December 2000 and January 2001, "O Brave New World: Practical Tips For Surviving The New Era of Bold SEC Rulemaking" (Two Part Series)

National SEC Reporting Conference, The SEC Institute, New York, December 2000, "Regulation FD: Practical Tips on Living with the SEC's Newest Rule"; "Defusing Website Time Bombs: Don't Let Your Website Create Securities Law Liability"

National SEC Reporting Conference, The SEC Institute, San Francisco and Washington, D.C., June 2000, "Avoiding Website Worries: Steering Clear of Internet Liability"; "The SEC and the Internet"

Boston Business Journal, May 2000, "Comply With New Economy Standards, Avoid Legal Woes"

Seminar Co-Chair, Massachusetts Continuing Legal Education (MCLE), March 2000, "Busted Deals -- How to Litigate and Counsel Clients in Failed Mergers, Acquisitions and Other Business Transactions"

15th Annual SEC Reporting Forum, The SEC Institute, San Francisco, December 1999, "Internet Tricks and Traps: How to Protect Your Company Website from Securities Law Liability"; "Disclosure, Disclosure, Disclosure: How to Communicate With Wall Street Analysts"

Morgan Stanley Dean Witter/Goodwin Procter REIT Director M&A Forum, New York, December 1999, "Duties of Directors in Friendly Deals, Hostile Takeovers, and Management Buy-Outs"

15th Annual SEC Reporting Forum, The SEC Institute, Washington, November 1999, "Internet Tricks and Traps -- How to Protect Your Company Website from Securities Law Liability"; "Disclosure, Disclosure, Disclosure: How to Communicate with Wall Street Analysts"

Going Public: The Morning After, The SEC Institute, Las Vegas, October 1999, "Corporate Governance and the New Audit Committee Rules"

US Bancorp/Piper Jaffray, The New England CEO Roundtable, Boston, September 1999, "Going Private Transactions"

14th Midyear SEC Reporting Forum, The SEC Institute, San Diego and New York, June 1999, "Ethics of Earnings Management: The Financial Officer's Dilemma"; "MD&A Checklist: A Guide to Disclosure"; "Telling Your Story To The Street"

Conference Chair, "Going Public: The Morning After", The SEC Institute, Orlando, December 1998

14th Annual SEC Reporting Forum, The SEC Institute, Washington, D.C., November 1998, "Telling Your Story to the Street -- How to Communicate With Securities Analysts"

Conference Chair, "Going Public: The Morning After", The SEC Institute, New York, October 1998

Nasdaq Investor Relations Conference, Boston, July 1998, "Avoiding Shareholder Litigation"

13th Mid-Year SEC Reporting Forum, The SEC Institute, New York, June 1998, "Telling Your Story to the Street"

Nasdaq Legal and Disclosure Issues Forum, Boston, June 1998, "Developing an Insider Trading Policy"

Nasdaq Legal and Disclosure Issues Forum, Denver, June 1998, "Developing an Insider Trading Policy"

Nasdaq Legal and Disclosure Issues Forum, Minneapolis, June 1998, "Avoiding Shareholder Litigation"

Practising Law Institute (PLI), Going Public: The Morning After, Boston, May 1998, "Corporate Governance for the New Public Company"; "Takeover Defenses"

Insights: The Corporate and Securities Law Advisor, May 1998, "Klein v. Boyd: Holding Lawyers Liable Under Rule 10b-5"

Practising Law Institute (PLI), Going Public: The Morning After, Orlando, February 1998, "Corporate Governance for the New Public Company"; "Takeover Defenses"

Investment Company Institute and International Bar Association, 7th Annual Seminar: Globalization of Mutual Funds, Bermuda, April 1996, "What the Private Securities Litigation Reform Act Means for Institutional Investors"

Massachusetts Continuing Legal Education (MCLE), 1994, "The Ultimate Trial Notebook"

Massachusetts Bar Association Professional Education, Shareholder Disputes in Closely-held Corporations, Boston, April 1993, "Freeze-Outs and Appraisal Rights"

Massachusetts Bar Association Educational Seminars, Recent Developments in Laws Affecting the Biotechnology Industry, Boston, June 1990, "Emerging Issues of Conflict Among Scientists, Universities and Corporations"

EXHIBIT “E”

GOODWIN PROCTER



KEVIN P. MARTIN

Partner
617.570.1186

kmartin@goodwinprocter.com

Areas of Practice

Kevin Martin is a partner in the firm's Litigation Department. His work focuses on appellate matters and complex civil litigation.

Work for Clients

Mr. Martin represents clients in complex civil matters and government and internal investigations. Recent examples of such work include representing a company in raising federal preemption defenses to state regulatory proceedings in Vermont; representing companies in shareholder and partnership actions brought under Delaware, Massachusetts and Nevada law; representing both plaintiffs and defendants in patent infringement litigation; representing defendant in a multi-party breach of contract action in Indiana; and representing a company in smoking and health litigation in Massachusetts. He regularly participates in efforts at alternative dispute resolution including mediations and arbitrations, and has substantial experience negotiating patent license agreements.

As a member of the firm's Appellate Litigation Practice, Mr. Martin recently argued before the Massachusetts Supreme Judicial Court in *In The Matter of the Probation Department of the Trial Court*. He has represented clients in merits briefing before the U.S. Supreme Court and in cases before numerous federal and state courts of appeal. Mr. Martin also has extensive experience submitting amicus briefs and petitions for certiorari to the U.S. Supreme Court. His appellate experience stretches across a number of substantive areas, including constitutional law, patent law, environmental law, securities law, products liability law and consumer protection law. He regularly counsels clients concerning appellate strategies in the United States and in Canada.

In 2010 Mr. Martin was named Deputy Independent Counsel by the Supreme Judicial Court to investigate patronage hiring and related wrongdoing within the Massachusetts Probation Department. The investigation culminated in a 308-page report that led the entire senior leadership of the Department to resign and triggered discussions of other sweeping changes in state government.

Professional Activities

Mr. Martin is a member of the Boston Bar Association. He is presently serving as a member of an advisory committee formed to assist the U.S. District Court for the District of Massachusetts in reforming its Local Rules of Civil Procedure.

Media and Presentations

Mr. Martin is the author of "Stranger in a Strange Land: The Use of Overbreadth in Abortion Jurisprudence," 99 *Colum. L. Rev.* 173 (1999), an article frequently cited in legal briefs and other law review articles on the subject.

Professional Experience

Before joining Goodwin Procter, Mr. Martin served as a law clerk to Judge Laurence H. Silberman of the U.S. Court of Appeals for the District of Columbia Circuit and for Justice Antonin Scalia of the U.S. Supreme Court. From 2004-2005 he also served as a Special Assistant District Attorney for Middlesex County (MA).

Bar and Court Admissions

Mr. Martin is admitted to the bars of the Commonwealth of Massachusetts, the U.S. Supreme Court, the U.S. Courts of Appeal for the First, Fifth, D.C. and Federal Circuits, and the U.S. District Courts for the District of Massachusetts, the Eastern District of Texas and the Northern District of Illinois.

Recognition

While attending law school, he served as articles editor for the *Columbia Law Review* and the *Columbia Journal of European Law*.

Education

J.D., Columbia Law School, 1999

B.S.F.S., Georgetown University, 1996 (*magna cum laude*)

EXHIBIT “F”

GOODWIN PROCTER



JOSHUA S. LIPSHUTZ

Associate
415.733.6006

jlipshutz@goodwinprocter.com

Areas of Practice

Joshua Lipshutz is an associate in the firm's Litigation Department. He concentrates his practice on appellate and securities litigation. Mr. Lipshutz joined Goodwin Procter in 2009.

Work for Clients

Mr. Lipshutz represents clients in complex civil matters, as well as government and internal investigations. Recent examples of such work include representing financial services firms in shareholder and investor actions under Delaware, New York and California law, the federal Securities Act of 1933, and the Investment Company Act of 1940; representing issuers of mortgage-backed securities in litigation against various monoline insurance companies; and conducting internal investigations on behalf of corporations on matters concerning accounting irregularities, lending practices, insider trading, and other potential employee criminal activities.

As a member of the firm's Appellate Litigation Practice, Mr. Lipshutz has represented clients in merits briefing before the U.S. Supreme Court and in cases before numerous federal and state courts of appeal. His appellate experience stretches across a range of substantive areas, including constitutional law, federal securities law, and various procedural and jurisdictional issues. Recent examples of such work include briefing before U.S. Supreme Court regarding the constitutionality of state and local handgun bans, briefing before the California Supreme Court regarding the concurrent jurisdiction of state courts under the Securities Litigation Uniform Standards Act, and briefing before the Ninth Circuit Court of Appeals regarding post-merger shareholder derivative standing.

Joshua Lipshutz Professional Experience

Prior to joining Goodwin Procter, Mr. Lipshutz served as a law clerk to the Honorable Antonin Scalia of the U.S. Supreme Court and the Honorable Alex Kozinski of the U.S. Court of Appeals for the Ninth Circuit. He additionally worked as a principal investment professional at Silver Lake Partners and as an investment banking associate at Goldman, Sachs & Co.

Bar and Court Admissions

Mr. Lipshutz is admitted to practice in Massachusetts and California, and before the U.S. Supreme Court, the U.S. Court of Appeals for the Ninth Circuit, and U.S. District Courts for the Central District of California, the Northern District of California and the District of Massachusetts.

Recognition

While attending law school, Mr. Lipshutz was the senior articles editor for the *Stanford Law Review*.

Education

J.D., Stanford Law School, 2005 (Order of the Coif)
B.S., University of Pennsylvania, 1999 (*summa cum laude*)

EXHIBIT “G”

GOODWIN PROCTER



JOHN TOWNSEND RICH

Partner
202.346.4249

jrich@goodwinprocter.com

Areas of Practice

John Townsend Rich practices primarily in the areas of antitrust, administrative law, ocean shipping regulation, international commercial ventures, appellate and district court litigation, governmental relations (including compliance with the federal Lobbying Disclosure Act), and professional responsibility. He has written numerous appellate briefs in federal and state courts and in the Supreme Court, including numerous Supreme Court and court of appeals *amicus* briefs on issues related to civil commitment, discrimination and treatment of the disabled on behalf of various groups. In recent years, he has litigated two major Freedom of Information Act cases, filed *amicus* briefs in Alien Tort Statute cases against corporations on behalf of the Chamber of Commerce of the United States, and represented law firms on ethics issues. He has counseled U.S. corporations with operations abroad about suits under the Alien Tort Statute, potential liability under treaties and customary international law, and issues of state sovereign immunity and arbitration.

Professional Activities

Mr. Rich served as secretary of the D.C. Bar and on the steering committees of the Sections on D.C. Affairs and on Courts, Lawyers, and the Administration of Justice. He is a member of the board of directors of the Washington Lawyers' Committee for Civil Rights and Urban Affairs from 2000 to 2009 and continues as a trustee. He works as a volunteer at the D.C. Bar's Landlord Tenant Resource Center. He is a member of the American Bar Association (including the sections on Antitrust, International Law, Litigation and Natural Resources, Energy, and Environmental Law) and the American Society of International Law.

Media and Presentations

Mr. Rich's publications include "When Talking Taxes, What Is Lobbying?" (with Collette C. Goodman), *Legal Times* (Mar. 21, 1994) at S25, reprinted as "Costly Contacts," *The Recorder* (Bay Area, California) (Mar. 28, 1994) at 9, and "The Laker Amicus Report: An Introduction" (with Stephen J. Pollak), 1 *International Business & Trade Law Reporter* 7 (No. 5, Nov. 1985) (accompanying publication of the Report of *Amicus Curiae* in *Laker Airways, Ltd. v. Pan American World Airways, Inc.*, Nos. 82-3362, -0416, & -2719 (D.D.C. Feb. 28, 1984).

Professional Experience

Mr. Rich was a partner at Shea & Gardner prior to its combination with Goodwin Procter in 2004. He has been a special master in an employment discrimination class action against a government agency, an adjunct professor at the Georgetown University Law Center, and an associate independent counsel. After law school, Mr. Rich spent a year at University College, Oxford, served as law clerk to Chief Judge David L. Bazelon of the U.S. Court of Appeals for the D.C. Circuit, and served as law clerk to Justice Harry A. Blackmun in the October 1971 Term of the U.S. Supreme Court.

Bar and Court Admissions

Mr. Rich is admitted to the bars of the District of Columbia and New York and is admitted to practice before the U.S. Supreme Court, the U.S. Courts of Appeals for the Third, Fourth, Fifth, Sixth, Ninth, Tenth, Eleventh, Federal, and District of Columbia Circuits, and the U.S. District Courts of the District of Columbia and Maryland.

Recognition

While in law school, Mr. Rich served as Editor-in-Chief of the *Yale Law Journal*.

Education

J.D., Yale University, 1969

B.A., Harvard University, 1965 (*magna cum laude*)

EXHIBIT “H”

GOODWIN PROCTER



SCOTT B. NARDI

Senior Counsel
202.346.4117

snardi@goodwinprocter.com

Areas of Practice

Scott Nardi, a senior counsel in the firm's Litigation Department, focuses his practice on a wide range of complex litigation. Mr. Nardi has particular experience with mortgage banking litigation, the defense of consumer class actions, and products liability and toxic torts. He joined Goodwin Procter in 2001.

Work for Clients

As a member of the firm's Consumer Financial Services Litigation Practice, Mr. Nardi has defended a variety of putative nationwide class actions arising under the Bankruptcy Code, the Fair Debt Collections Practices Act, state unfair and deceptive trade practices acts, and other consumer lending statutes and regulations. As part of his products liability practice, Mr. Nardi has defended a variety of individual and mass actions alleging exposure to asbestos and asbestos-containing products.

Professional Activities

Mr. Nardi is a member of the District of Columbia, Minnesota, and American Bar Associations, as well as the National Republican Lawyers Association.

Professional Experience

Prior to joining Goodwin Procter, Mr. Nardi worked in the International Trade and Litigation Departments at Skadden, Arps, Slate, Meagher & Flom.

Bar and Court Admissions

Mr. Nardi is admitted to the District of Columbia and Minnesota bars, and is also admitted to practice before the U.S. Supreme Court; the U.S. Courts of Appeals for the Third, Federal, and District of Columbia Circuits; the U.S. District Courts for the Districts of Maryland and the District of Columbia; and the U.S. Court of International Trade. He has also been specially admitted to practice *pro hac vice* before a number of state and federal courts.

Education

J.D., University of Minnesota College of Law, 1999 (*magna cum laude*)
B.S., University of Wyoming, 1995

EXHIBIT “I”

GOODWIN PROCTER

FRANK M. WASHKO, PH.D.

Associate
650.752.3204

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Areas of Practice

Frank Washko is an associate in the firm's Litigation Department and a member of its Intellectual Property Group. He joined Goodwin Procter in 2009.

Work for Clients

Dr. Washko has represented clients in patent infringement litigation in diverse technologies, such as memory products, semiconductor processes, wireless technologies, hard drives, automotive products and media writing software. He has also worked on trade secret and contracts litigation, and represented a pro bono client in his employment discrimination claim against the U.S. Government.

Professional Activities

Dr. Washko is a member of the American Bar Association, California Bar Association, District of Columbia Bar Association, the American Society of Mechanical Engineers, and the Institute of Electrical and Electronics Engineers.

Media and Presentations

Mr. Washko's publications and presentations include:

- "Experimental and Simulation Analysis of PFI-SI Engine for Fuel Economy Improvement, SAE Powertrain & Fluid Systems Conference & Exhibition," 05FFL-96 (2005)
- "Fuel Economy Improvement Potential of a PFI Gasoline Engine Using VVT/VCR, ASME," Fall ICE Conf., ICEF2004-941 (2004)
- "A Microfluidic Artificial Retina Prosthesis, Association for Research in Vision and Optics." (ARVO) Conference (2003)
- "Development of a Microfluidic Drug Delivery Neural Stimulating Device for Vision," *Investigative Ophthalmology and Visual Science* 44 (2003)

Professional Experience

Prior to joining Goodwin Procter, Dr. Washko was an associate at Kirkland & Ellis. During law school, Dr. Washko worked at Skadden, Arps, Slate, Meagher & Flom and for Justice Marilyn Kelley of the Michigan Supreme Court.

Prior to practicing law, Dr. Washko worked as an engineer and managed automotive project teams from concept through production. He also worked in research labs on advanced engine systems, hybrid powertrains, and hydrogen systems, and worked with the Defense Advanced Research Projects Agency on advanced energy generation. Dr. Washko also worked on orthopaedic implant designs and injury biomechanics. During his doctorate, he researched the biomedical applications of MEMS devices and microfluidics, and worked in microfabrication labs to fabricate and test BioMEMS and sensors. Dr. Washko was an adjunct professor of engineering at Wayne State University and Lawrence Technological University.

Bar and Court Admissions

Dr. Washko is admitted to practice in California, the District of Columbia and before the U.S. Patent and Trademark Office.

Recognition

While attending law school, Dr. Washko was a member of the *Georgetown Journal of Legal Ethics*, for which he wrote "Should Ethics Play a Special Role In Patent Law?," 19 *Geo. J. Legal Ethics* 1027 (2006).

Education

J.D., Georgetown University Law Center, 2007

Ph.D., Major - Mechanical Engineering, Minor - Electrical Engineering, Wayne State University, 2003

M.B.A., Wayne State University, 2001

M.S., Biomechanical Engineering, Wayne State University, 1995

B.S., Mechanical Engineering, Wayne State University, 1995

EXHIBIT “J”

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Areas of Practice

Ryan Ferch is an associate in the Litigation Department. He joined Goodwin Procter in 2008.

Professional Activities

Mr. Ferch is a member of the Boston and American Bar Associations.

Media and Presentations

Mr. Ferch is the author of "Helping the Jury: An Argument for Sending Summary Demonstrative Evidence into the Jury Room," which appeared in the *Journal of Court Innovation* (Fall 2008).

Professional Experience

Following law school, Mr. Ferch served as a law clerk to Justice Robert L. Eastaugh of the Alaska Supreme Court.

Bar and Court Admissions

Mr. Ferch is admitted to practice in Massachusetts, and before the U.S. District Court for the District of Massachusetts.

Recognition

While attending law school, Mr. Ferch was a membership editor for the *Northwestern University Law Review*.

Education

J.D., Northwestern University School of Law, 2007 (*cum laude*)
B.S., University of California, San Diego, 2002 (*cum laude*)