

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
NORFOLK DIVISION**

**PROJECT VOTE/VOTING FOR
AMERICA, INC.**

737 ½ 8th St SE

Washington, DC 20003

Plaintiff,

v.

ELISA LONG,

*In Her Official Capacity as General Registrar
of Norfolk, VA*

City Hall Building, Room 808

810 Union Street

Norfolk, VA 23510

DONALD PALMER,

*In His Official Capacity as Secretary, State
Board of Elections,*

Washington Building, First Floor

1100 Bank Street

Richmond, VA 23219

Defendants.

CIVIL ACTION NO.: 2:10cv75

**MEMORANDUM OF LAW IN SUPPORT OF PLAINTIFF PROJECT VOTE'S
MOTION TO RECOVER ATTORNEYS' FEES AND COSTS**

As the prevailing party against Defendants Elisa Long and Donald Palmer in *Project Vote/Voting for Am., Inc. v. Long*, Plaintiff Project Vote submits this memorandum in support of its Motion to Recover Attorneys' Fees and Costs under the National Voter Registration Act ("NVRA"), 42 U.S.C. § 1973gg-9(c), and Federal Rule of Civil Procedure 54(d)(2). *Project Vote/Voting for Am., Inc. v. Long*, Op., No. 2:10cv75 (E.D. Va. July 20, 2011), ECF. No 63. After Defendants repeatedly denied Project Vote's request for access to voter registration

records, including completed voter registration applications, Project Vote filed this action seeking declaratory and injunctive relief. The Court granted such relief after Project Vote moved for summary judgment, and thus Project Vote is the prevailing party and entitled to fees and costs under the NVRA's attorney's fees provision. 42 U.S.C. § 1973gg-9(c). For the reasons described below and in the accompanying documentation, Plaintiff seeks an order awarding it \$224,161.30 in fees and \$657.00 in costs and expenses, including \$213,236.50 in fees and \$586.00 in costs and expenses incurred by outside counsel Ropes & Gray, and \$10,924.80 in fees and \$71.00 in costs and expenses incurred by Project Vote. *See infra*, Section IV; Exs. A-F.

Project Vote understands that Defendants have noticed their appeal of this matter, but, as the Advisory Committee Notes to the 1993 Amendments of Federal Rule of Civil Procedure 54(d)(2) state, Defendants' intention to appeal does not toll the 14-day deadline by which Project Vote must file this fees motion. Fed. R. Civ. P. 54(d)(2) 1993 advisory committee's notes. As such, Project Vote requests that the Court consider the motion timely filed but defer consideration on the matter until the appellate process is resolved, at which point Project Vote may supplement this motion as necessary.

BACKGROUND

Project Vote initiated this action to vindicate its rights under the NVRA on February 10, 2010, for the reasons summarized in the complaint. Compl., ECF No. 1. Defendants moved to dismiss the case on March 26, 2010, claiming that Project Vote lacked standing and failed to state a claim upon which relief could be granted. Defs.' Mot. to Dismiss, ECF. No. 8. In its October 29, 2010, opinion, the Court denied Defendants' motion, holding that Project Vote had standing to bring this suit and that the Requested Records fall within the purview of the NVRA's Public Disclosure Provision. *Project Vote/Voting for Am., Inc. v. Long*, 752 F. Supp. 2d 697,

706 (E.D. Va. 2010). On July 20, 2011, the Court granted summary judgment in Project Vote's favor, again concluding that the Public Disclosure Provision requires that the Requested Records be made available for inspection and copying, with the Social Security Numbers redacted. Op. 10, ECF. No 63.

I. PROJECT VOTE IS THE PREVAILING PARTY ENTITLED TO AN AWARD OF REASONABLE ATTORNEYS' FEES AND COSTS.

The NVRA provides for the recovery of reasonable attorneys' fees and costs to prevailing plaintiffs bringing suit under the statute. *See* 42 U.S.C. § 1973gg-9(c) ("In a civil action under this section, the court may allow the prevailing party (other than the United States) reasonable attorney fees, including litigation expenses, and costs."). This provision is nearly identical to the fee-shifting provisions of other federal civil-rights statutes.¹ Courts therefore recognize that the NVRA's language serves the same congressional purpose as these similar fee-shifting provisions and construe their language similarly, employing the same "reasonability" standard to adjudicate recovery of fees. *See Hensley v. Eckerhart*, 461 U.S. 424, 433 n.7 (1983) (setting forth the standard "generally applicable in all cases in which Congress has authorized an award of fees to a 'prevailing party'"); *Nigh v. Koons Buick Pontiac GMC, Inc.*, 478 F.3d 183, 188 (4th Cir. 2007) (analogizing Truth-In-Lending Act's fee-shifting provisions to 42 U.S.C. § 1988(b)), *cited with approval in JP ex rel. Peterson v. Cnty. Sch. Bd. of Hanover Cnty.*, 641 F. Supp. 2d 499, 510-11 (E.D. Va. 2009); *Project Vote v. Blackwell*, No. 1:06-cv-1628, 2009 WL 917737, at *4 (N.D. Ohio Mar. 31, 2009) (stating that authority addressing fees awarded under 42 U.S.C.

¹ *See* 42 U.S.C. § 1973l(e) ("In any action or proceeding to enforce the voting guarantees of the [F]ourteenth or [F]ifteenth Amendment[s], the court, in its discretion, may allow the prevailing party, other than the United States, a reasonable attorney's fee, reasonable expert fees, and other reasonable litigation expenses as part of the costs."); 42 U.S.C. § 1988(b) ("In any action or proceeding to enforce a provision of ... [42 U.S.C. § 1983], the court, in its discretion, may allow the prevailing party, other than the United States, a reasonable attorney's fee as part of the costs. . . .").

§1988 informs the analysis of fee awards under the NVRA); *Nat'l Coal. for Students with Disabilities v. Bush*, 173 F. Supp. 2d 1272, 1276 (N.D. Fla. 2001) (comparing the NVRA standard for recovery of fees to that of the civil rights statutes). Project Vote is thus entitled to an award of reasonable attorneys' fees and costs because it is the prevailing party and there are no special circumstances rendering an award unjust.

A. Project Vote is Entitled to Fees and Costs Because it is The Prevailing Party And No Special Circumstances Exist Rendering A Fee Award Unjust.

A prevailing plaintiff in a federal civil rights suit “should ordinarily recover an attorney’s fee unless special circumstances would render such an award unjust.” *Newman v. Piggie Park Enter.*, 390 U.S. 400, 402 (1968); *accord Hensley*, 461 U.S. at 429; *N.Y. Gaslight Club, Inc. v. Carey*, 447 U.S. 54, 68 (1980); *see Kissinger v. Bd. of Trs. of Ohio State Univ.*, 5 F.3d 177, 179 (6th Cir. 1993) (“Although the statute states that the award of attorneys’ fees is discretionary, they should normally be granted if a plaintiff prevails.” (citations omitted)). As courts have repeatedly recognized, “[a]wards of attorney fees are an integral part of the remedies necessary to obtain compliance with the civil rights laws.” *Price v. Pelka*, 690 F.2d 98, 101-02 (6th Cir. 1982) (citation omitted); *see also Alexander S. v. Boyd*, 929 F. Supp. 925, 932 (D.S.C. 1995) (award of attorneys’ fees “should comport with the underlying purpose of ... [fee statute,] which is to provide civil rights litigants effective access to the federal courts”) (citations omitted). Project Vote is thus entitled to fees under the NVRA because it is a prevailing party and no special circumstances render such an award unjust. Indeed, in cases of first impression — such as this case — it is especially appropriate to award fees because “[c]ases of first impression generally require more time and effort on the attorney’s part ... [and] he should be appropriately compensated for accepting the challenge.” *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 718 (5th Cir. 1974), *overruled on other grounds by Blanchard v. Bergeron*, 489 U.S. 87 (1989).

Parties are considered prevailing parties “if they succeed on any significant issue in litigation which achieves some of the benefit the parties sought in bringing suit.” *Hensley*, 461 U.S. 424, 433 (1983) (citation and footnote omitted) (quotation omitted); *see Tex. State Teachers Ass’n v. Garland Indep. Sch. Dist.*, 489 U.S. 782, 792 (1989) (stating that “to be considered a prevailing party within the meaning of § 1988, the plaintiff must be able to point to a resolution of the dispute which changes the legal relationship between itself and the defendant”) (citation omitted); *DiLaura v. Twp. of Ann Arbor*, 471 F.3d 666, 671 (6th Cir. 2006) (“[I]f the party points to success on a significant issue leading to a material legal alteration between the parties, then that party has crossed the ‘statutory threshold’ into prevailing party status.”); *see also Buckhannon Bd. & Care Home, Inc. v. W. Va. Dep’t of Health & Human Res.*, 532 U.S. 598, 604 (2001) (“[E]nforceable judgments on the merits and court-ordered consent decrees create the ‘material alteration of the legal relationship of the parties’ necessary to permit an award of attorney’s fees.” (quoting *Tex. State Teachers Ass’n*, 489 U.S. at 792-93)); *Farrar v. Hobby*, 506 U.S. 103, 111 (1992) (stating that “to qualify as a prevailing party [entitled to fees], a civil rights plaintiff must obtain at least some relief on the merits of his claim ... [and] obtain an enforceable judgment against the defendant from whom fees are sought”) (citation omitted).

The *Hensley* standard is “generous” to plaintiffs, 461 U.S. at 433, because it is designed to effectuate Congress’s intent “to ensure ‘effective access to the judicial process’ for persons with civil rights grievances.” *Id.* at 429 (quoting H.R. Rep. No. 94-1558, at 1 (1976)); *see also Dubay v. Wells*, 506 F.3d 422, 433 (6th Cir. 2007) (purpose of § 1988 “is to ensure that civil rights plaintiffs will not be financially deterred from vindicating their rights by the prospect of attorney costs which greatly exceed their potential recovery”) (citation omitted); *Louisville Black Police Officers Org. v. City of Louisville*, 700 F.2d 268, 278 (6th Cir. 1983) (purpose of fee

statute is “to make an award of fees which is adequate to attract competent counsel”) (internal quotation marks omitted); *Doe v. Busbee*, 684 F.2d 1375, 1379 (11th Cir. 1982) (“The congressional purpose in authorizing awards of attorney’s fees to plaintiffs as prevailing parties was to assist private attorneys general in vindicating civil rights.”). A plaintiff prevails even if he does not win on every single claim, as long as his “efforts contributed in a significant way to the change” he sought. *Bly v. McLeod*, 605 F.2d 134, 139 (4th Cir. 1979); see *Lilienthal v. City of Suffolk*, 322 F. Supp. 2d 667, 671 (E.D.Va. 2004) (holding that plaintiff had “achieved sufficient relief on his claims to merit the award of attorneys fees” despite the fact that the “dispute was resolved without deciding the merits of plaintiff’s constitutional claims”). Given the Court’s judgment entering declaratory and injunctive relief, there can be no dispute that this lawsuit has been resolved in favor of Project Vote in such a way as to change the legal relationship between the parties, thus rendering Project Vote the prevailing party under Section 1973gg-9(c).

Additionally, no special circumstances exist rendering a fee award unjust in this case. Indeed, the special circumstances exception is narrowly construed so as not to interfere with the purposes of the fee statutes: to encourage civil rights enforcement, penalize obstructive litigation by civil rights defendants, and to deter civil rights violations. See *Pruett v. Harris Cnty. Bail Bond Bd.*, 499 F.3d 403, 417 (5th Cir. 2007); *Hatfield v. Hayes*, 877 F.2d 717, 720 (8th Cir. 1989). Project Vote has brought this litigation to further all of those statutory objectives. Moreover, the party opposing the fee request bears the difficult burden of establishing the existence of special circumstances that would render an award unjust. See *Pruett*, 499 F.3d at 417 (requiring Defendants to make an “‘extremely strong showing’ of special circumstances to avoid paying attorneys’ fees”) (footnote omitted); *Deja vu of Nashville, Inc. v. Metro. Gov’t*, 421

F.3d 417, 422 (6th Cir. 2005) (defendant must make a “strong showing that special circumstances warrant a denial of fees”) (citation omitted). Importantly, courts have consistently rejected arguments by state defendants that an award would “fall on the taxpayers,” *Johnson v. Mississippi*, 606 F.2d 635, 637 (5th Cir. 1979), that defendants “were merely performing their duty by enforcing the statute,” *id.*; that the law was uncertain, *Gomez-Arauz v. McNary*, 779 F. Supp. 1308, 1312 (W.D. Okla. 1991), or that a defendant acted in “good faith,” *Morscott, Inc. v. City of Cleveland*, 936 F.2d 271, 273 (6th Cir. 1991).

No special circumstances exist in this case that would render an award unjust. Project Vote’s request is not excessive, but is well-documented, accurate, and reasonable. Indeed, this fee request is already substantially lower than an amount recently awarded to Project Vote by a federal court in another case under the NVRA. *See Project Vote*, 2009 WL 917737, at *1 (awarding Project Vote \$312,925.00 in fees and \$8,560.28 in costs incurred during litigation against Ohio state defendants). Nor does the fact that Defendants are state officials, that the State would be responsible for paying the fees, or that Defendants still claim that their actions are justified under their interpretation of the NVRA present circumstances justifying withholding a fee award here. *See Johnson*, 606 F.2d at 637; *Gomez-Arauz*, 779 F. Supp. at 1312; *Morscott*, 936 F.2d at 273. Accordingly, Project Vote is entitled to the fees requested.

II. THE REQUESTED FEE AWARD IS REASONABLE.

A. The Lodestar Method is the Appropriate Manner of Calculating Fees.

The Supreme Court has endorsed the “readily administrable” lodestar method as meeting the reasonableness standard set forth by the civil rights fee-shifting statutes. *Perdue v. Kenny*, 130 S. Ct. 1662, 1669-71 (2010) (“[T]here is a ‘strong presumption’ that the lodestar ... [is] sufficient...” (citation omitted)). The Fourth Circuit has also regularly applied the lodestar

method. *See, e.g., Robinson v. Equifax Info. Servs., LLC*, 560 F.3d 235, 243 (4th Cir. 2009); *Grissom v. Mills Corp.*, 549 F.3d 313, 320 (4th Cir. 2008). The lodestar approach determines the amount of fees a prevailing party is entitled to by multiplying the number of hours reasonably spent on the litigation by the prevailing market rates. *Perdue*, 130 S. Ct. at 1672; *Robinson*, 560 F.3d at 243 (citation omitted). The resulting amount, the “lodestar,” is “presumed to be the reasonable fee.” *Blum v. Stenson*, 465 U.S. 886, 897 (1984); *see also Imwalle v. Reliance Med. Prods., Inc.*, 515 F.3d 531, 552 (6th Cir. 2008) (“Where the party seeking the attorney fees has established that the number of hours and the rate claimed are reasonable, the lodestar is presumed to be the reasonable fee to which counsel is entitled.” (citation omitted)); *Bldg. Serv. Local 47 Cleaning Contractors Pension Plan v. Grandview Raceway*, 46 F.3d 1392, 1401 (6th Cir. 1995) (“There is a strong presumption that this lodestar figure represents a reasonable fee.” (citations omitted) (internal quotation marks omitted)). It includes hours worked by paralegals and law clerks, as well as by lawyers. *Missouri v. Jenkins*, 491 U.S. 274, 285-289 (1989).

B. Counsel Spent a Reasonable Number of Hours at Reasonable Hourly Rates.

Project Vote seeks compensation for time reasonably expended in prosecuting and prevailing in this lawsuit—a total of 614.75 hours. *See infra*, Section IV; Exs. C-E. Counsel have submitted declarations and exhibits documenting the tasks they performed and the time devoted to each task, based on contemporaneous time records.² *See id.*; Ex. A (“Malone Decl.”); Ex. B (“Mellor Decl.”). These records are ““of sufficient detail and probative value to enable the court to determine with a high degree of certainty that such hours were actually and

² In considering whether the amount of time spent was reasonable, counsel’s sworn testimony that they actually expended the time for which compensation is sought is given considerable weight. *See Perkins v. Mobile Hous. Bd.*, 847 F.2d 735, 738 (11th Cir. 1988) (“Sworn testimony that, in fact, it took the time claimed is evidence of considerable weight on the issue of the time required in the usual case. . . .”).

reasonably expended in the prosecution of the litigation.” *Imwalle*, 515 F.3d at 553 (6th Cir. 2008) (citation omitted) (internal quotations omitted) (noting that “counsel need not record in great detail each minute he or she spent on an item,” but indicating that “the general subject matter should be identified”). Moreover, the novel and previously undecided legal issues that Project Vote’s attorneys pursued further demonstrate the reasonableness of this fee request because such cases are often more labor-intensive. *See Johnson*, 488 F.2d at 718.

The reasonableness of a claimed hourly rate is determined by reference to the prevailing rate in the relevant market—*i.e.*, the rate that is customarily paid in the community to attorneys of reasonably comparable skill, experience, and reputation. *See Blum*, 465 U.S. at 895-96 (footnote omitted); *Perdue*, 130 S. Ct. at 1672; *Rum Creek Coal Sales, Inc. v. Caperton*, 31 F.3d 169, 175 (4th Cir. 1994). Indeed, Congress intended the amount of fees under the fee-shifting statutes to be “governed by the same standards which prevail in other types of equally complex Federal litigation.” *Blum*, 465 U.S. at 893 (citation omitted). Thus, the reasonable hourly rate is determined by examining the rate that lawyers of similar skill, reputation, and experience would charge fee-paying clients in similarly complex litigation in the relevant community. *Id.* at 895-96 & n.11; *see also Missouri*, 491 U.S. at 286; *Geier v. Sundquist*, 372 F.3d 784, 791 (6th Cir. 2004); *Fuhr v. Sch. Dist. Of Hazel Park*, 364 F.3d 753, 762 (6th Cir. 2004).

As a general rule, the relevant community for determining appropriate fee levels is the district where the case was tried, *Rum Creek*, 31 F.3d at 175 (citation omitted), but “courts are free to look to a national market, an area of specialization market or any other market they believe appropriate to fairly compensate particular attorneys in individual cases.” *Louisville Black Police Officers Org.*, 700 F.2d at 278 (citation omitted) (“Focusing on the fair market value of the attorney's services will best achieve” the statutory goal of attracting competent

counsel). Courts generally find it reasonable to award fees at rates determined by the community in which Plaintiff's counsel resides, if different than that of the district court, if the plaintiff acted reasonably in choosing counsel from elsewhere. *Nat'l Wildlife Fed'n v. Hanson*, 859 F.2d 313, 317 (4th Cir. 1988) (“[L]ocal counsel in Raleigh, North Carolina, was unable to take this case; ... efforts to retain the Sierra Club Defense Fund were unsuccessful; and ... the nearest counsel with the requisite expertise in complex environmental litigation and the willingness to forgo compensation temporarily and perhaps permanently, was in Washington, D.C.”). In this case — as in *Nat'l Wildlife Fed'n* — Project Vote acted reasonably by retaining counsel in Washington, D.C., whose office was located in close proximity to theirs, who had specific civil rights and constitutional law expertise, and who were willing to take on a case of first impression. See Mellor Decl. ¶ 13.

Reasonable market rates in Washington, D.C., where both Plaintiff and its outside counsel are located, are determined by the Laffey Matrix. See *Laffey v. Nw. Airlines, Inc.*, 572 F. Supp. 354 (D.D.C. 1983) (establishing the “Laffey Matrix,” now frequently used to determine presumptively reasonable fees in Washington, D.C.), *aff'd in part* by 746 F.2d 4 (D.C. Cir. 1984), *overruled in part on other grounds* by *Save Our Cumberland Mountains, Inc. v. Hodel*, 857 F.2d 1516, 1525 (D.C. Cir. 1988) (*en banc*); see *See the Matrix*, [laffeymatrix.com](http://www.laffeymatrix.com), <http://www.laffeymatrix.com> (last visited Aug. 2, 2011) (containing the current “Adjusted Laffey Matrix”); see also *Salazar v. Dist. of Col.*, 123 F. Supp. 2d 8, 14-15 (D.D.C. 2000) (approving use of the updated Laffey Matrix as sufficient evidence of prevailing rates); *Newport News Shipbuilding and Dry Dock Co. v. Holiday*, 591 F.3d 219, 229 (4th Cir. 2009) (“the Laffey matrix is a useful starting point to determine fees”) (citation omitted); *U.S. ex rel. Thyssenkrupp Safway, Inc. v. Tessa Structures, LLC*, No. 1:10cv512, 2011 WL 2633902, at *6 n. 2 (E.D. Va. July 5,

2011) (“The Laffey Matrix is used as a guideline for reasonable attorney fees in the Washington/Baltimore area.” (citation omitted)); *Bd. of Trs., Sheet Metal Workers' Nat'l Pension Fund v. E. Sign Tech, LLC*, No. 1:05cv-410 (JCC), 2006 U.S. Dist. LEXIS 72345, at *7 (E.D.Va. Oct. 4, 2006) (using the *Laffey* matrix as evidence of reasonableness). Because Project Vote acted reasonably in choosing outside counsel in Washington D.C., it requests fees at the rates set out in the Laffey Matrix. *See* Section IV, *infra.*; Ex. D.

D. Project Vote’s Fee Request is Especially Reasonable In Light Of the Johnson Factors.

The fee award Project Vote seeks is especially reasonable in light of the *Johnson* factors, which inform the calculation of the lodestar in the Fourth Circuit. *See Johnson*, 488 F.2d at 717-19 (setting forth a subjective method of determining reasonable fees based on twelve factors). *See also Robinson*, 560 F.3d at 243-44 (applying the *Johnson* factors to the calculation of the reasonable number of hours and hourly rates used to determine the lodestar amount); *accord Rum Creek*, 31 F.3d at 175; *Daly v. Hill*, 790 F.2d 1071, 1078 (4th Cir. 1986). These twelve *Johnson* factors include:

(1) time and labor expended; (2) novelty and difficulty of the questions raised; (3) the skill required to properly perform the legal services rendered; (4) the attorneys’ opportunity costs in pressing the litigation; (5) the customary fee for similar work; (6) the attorneys’ expectations at the outset of litigation; (7) time limitations imposed by the client or circumstances; (8) the amount in controversy and the results obtained; (9) experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the attorney-client relationship; and (12) fee awards in similar cases.

Johnson, 488 F.2d at 717-19.

The *Johnson* factors weigh in favor of the requested fee award in this case.

Courts are more likely to award fees in an issue of first impression because the second *Johnson* factor indicates that “cases of first impression generally require more time and effort on the

attorney's part ... [and that] ... he should be appropriately compensated for accepting the challenge." *Johnson*, 488 F.2d at 718. The ninth *Johnson* factor, which considers the "experience, reputation and ability" of the attorneys, further supports the requested award.

Project Vote also undeniably achieved favorable results in this litigation, as contemplated in the eighth *Johnson* factor. Of the twelve *Johnson* factors, the "results obtained" factor is "highly important." *Adcock-Ladd v. Sec'y of Treasury*, 227 F.3d 343, 349 (6th Cir. 2000) (citing *Hensley*, 461 U.S. at 435-36). In fact, "[w]here a plaintiff has obtained excellent results, his attorney should recover a fully compensatory fee." *Hensley*, 461 U.S. at 435. Here, Project Vote received both a declaratory judgment in its favor as well as prospective injunctive relief. This alone suggests that Plaintiffs' counsel should recover their requested fee.

Finally, the Laffey Matrix rates are substantially lower than the rates Ropes & Gray charges other clients. Ropes & Gray is representing Project Vote pro bono in this matter. *See Blanchard*, 489 U.S. at 95 ("That a nonprofit legal services organization may contractually have agreed not to charge *any* fee of a civil rights plaintiff does not preclude the award of a reasonable fee to a prevailing party..."); *Blum*, 465 U.S. at 894 ("Congress did not intend the calculation of fee awards to vary depending on whether plaintiff was represented by private counsel or by a nonprofit legal services organization."). The requested fees are reasonable and the Court should grant Project Vote's motion.

III. PROJECT VOTE IS ENTITLED TO RECOVER COSTS AND EXPENSES IN ADDITION TO FEES.

The "court's authority to award reasonable attorney's fees includes the authority to award those reasonable out-of-pocket expenses incurred by the attorney which are normally charged to a fee-paying client, in the course of providing legal services." *Citizens Against Pollution v. Ohio Power Co.*, 484 F. Supp. 2d 800, 815 (S.D. Ohio 2007) (internal quotation marks omitted);

Brooks v. Ga. State Bd. of Elections, 997 F.2d 857, 861 n.3 (11th Cir. 1993) (“The fee statutes provide for the reimbursement of reasonable costs incurred as well as the award of attorney's fees.”); *Dowdell v. City of Apopka*, 698 F.2d 1181, 1190 (11th Cir. 1983) (“Reasonable attorneys’ fees under the Act must include reasonable expenses because attorneys’ fees and expenses are inseparably intertwined as equally vital components of the costs of litigation”); *Ramos v. Lamm*, 713 F.2d 546, 559 (10th Cir. 1983) (“Items that are normally itemized and billed in addition to the hourly rate should be included in fee allowances in civil rights cases if reasonable in amount.”), *overruled on other grounds* by *Pennsylvania v. Delaware Valley Citizens' Council for Clean Air*, 483 U.S. 711 (1987); *Pinkham v. Camex, Inc.*, 84 F.3d 292, 294-95 (8th Cir. 1996) (stating that “reasonable out-of-pocket expenses of the kind normally charged to clients by attorneys ... should have been included as part of the reasonable attorney’s fees awarded”) (citation omitted). In this case, Project Vote seeks to recover very limited costs and expenses—just court costs incurred and the cost of a client representative with settlement authority to travel to Norfolk, Virginia from Washington, D.C. for a status conference in the Court’s chambers. The costs incurred are documented in the attorneys’ declarations and in the supporting exhibits. *See* Malone Decl.; Mellor Decl.; Ex. F.

IV. PROJECT VOTE HAS PROVIDED PROPER DOCUMENTATION SUPPORTING ITS REQUEST.

Project Vote requests a total award of \$224,161.30 in fees and \$657.00 in costs and expenses. For ease of the Court’s consideration and demonstration of fees incurred, Project Vote has divided litigation into five distinct phases: (1) assembling the complaint; (2) response to Defendants’ motion to dismiss; (3) oral argument; (4) pre-trial conferences; and (5) summary judgment proceedings. Each of these phases is described in more detail below. Project Vote provides documentation reflecting the time incurred by each attorney or paralegal during each of

these phases in Exhibit E—a spreadsheet listing the attorney’s or paralegal’s name, hours billed in connection with these proceedings, and the rate at which the fees were calculated. *Id.* A summary aggregating the totals is presented in Exhibit C. *Id.* Exhibit D provides a legend of the hourly rates requested for each attorney or paralegal, as determined by the Laffey Matrix. *Id.* Exhibit F provides an itemization of the costs and expenses sought. *Id.*

Phase 1: Assembling the Complaint

In this phase of the litigation, counsel undertook a detailed analysis of the NVRA, including studying its legislative history and treatment in case law, and identified a statutory basis for the lawsuit. Counsel performed substantial research on the key legal and factual issues, such as Supremacy Clause doctrine, Project Vote’s standing to challenge Defendants’ actions, constitutionality of the NVRA, and interpretation of the Public Disclosure Provision. Following this analysis, counsel drafted the Complaint to initiate the lawsuit against Defendants. As part of this process, counsel worked with Project Vote to revise and finalize the Complaint. Counsel also researched applicable rules regarding filing of the Complaint and service of process and coordinated those procedures.

Phase 1 Hours: 123.85

Phase 1 Fees Sought: \$42,081.65

Phase 2: Response to Defendants’ Motion to Dismiss

In this phase, counsel reviewed Defendants’ motion to dismiss the case, analyzed their legal arguments, and formulated a strategy for challenging their position. Counsel performed detailed research on the applicable case law, reviewing those cases cited by Defendants and researching cases supporting the opposite stance. Counsel drafted a brief opposing Defendants’ motion, laying forth the pertinent legal precedent and incorporating legal and factual arguments.

Phase 2 Hours: 125.60

Phase 2 Fees Sought: \$41,000.20

Phase 3: Oral Argument

This phase of the lawsuit involved the preparation for and presentation at a hearing before the court on Defendants' motion to dismiss. In preparation for the hearing, counsel reviewed the pleadings and supporting case law in great depth and met with team members to practice for oral argument. Counsel traveled to Norfolk, VA for the hearing, where they presented arguments in support of their position to the Court.

Phase 3 Hours: 83.00

Phase 3 Fees Sought: \$33,184.75

Phase 4: Pre-Trial Conferences

During this phase, counsel formulated and implemented a pre-trial strategy in light of the Court's order denying Defendants' motion to dismiss. This strategy included such steps as drafting a consent decree proposal, researching civil discovery rules and mapping out a discovery schedule, preparing for Rule 26(f) and Rule 16(b) conferences, attending such conferences, and drafting and serving disclosures. Counsel for Plaintiffs conferred with Defendants' counsel on the necessity of preparing such pretrial materials under the Court's scheduling order, and Defendants' counsel agreed that parties were obliged to proceed until hearing otherwise from the Court.

Phase 4 Hours: 118.85

Phase 4 Fees Sought: \$47,524.40

Phase 5: Summary Judgment Proceedings

The final stage of litigation involved researching and drafting a motion for summary judgment, as well as supplemental pleadings responding to Defendants' counter-arguments and the Court's concerns. Counsel carefully researched case law pertaining to the standard for summary judgment, reviewed sample filings, and thoroughly edited and revised the motion for summary judgment. Upon receiving Defendants' response pleading, counsel discussed a

strategy for responding to Defendants' arguments regarding HAVA and MOVE, researched the legislative history of those statutes and case law analyzing their provisions and scope, and drafted a reply brief. Counsel prepared for a settlement conference and oral argument on the summary judgment motion and traveled to Norfolk for a status conference. After the Court's June 10 Order, counsel drafted and filed a supplemental memorandum.

Phase 5 Hours: 163.45

Phase 5 Fees Sought: \$60,370.30

CONCLUSION

In sum, based on the foregoing and as the prevailing party in this action, Plaintiff Project Vote respectfully requests that this Court award attorneys' fees in the amount of \$224,161.30 and costs and expenses in the amount of \$657.00 as set out in the attached exhibits. Project Vote acknowledges that this issue is best decided after the conclusion of the appellate process, and requests that the court defer a decision until that time, at which point Project Vote may supplement its request as necessary.

Dated: August 3, 2011

Respectfully submitted,

/s/

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Counsel for Plaintiff
Project Vote/Voting for America, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on the 3rd day of August, 2011, I electronically filed the foregoing pleading with the Clerk of Court using the CM/ECF system, which will send a notification of such filing to all counsel of record.

/s/

Ryan M. Malone

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
NORFOLK DIVISION**

**PROJECT VOTE/VOTING FOR
AMERICA, INC.**
737 ½ 8th St SE
Washington, DC 20003

Plaintiff,

v.

ELISA LONG,
*In Her Official Capacity as General Registrar
of Norfolk, VA*
City Hall Building, Room 808
810 Union Street
Norfolk, VA 23510

DONALD PALMER,
*In His Official Capacity as Secretary, State
Board of Elections,*
Washington Building, First Floor
1100 Bank Street
Richmond, VA 23219

Defendants.

CIVIL ACTION NO.: 2:10cv75

DECLARATION OF BRIAN MELLOR

I, Brian Mellor, declare as follows:

1. I submit this declaration in support of plaintiff's Motion to Recover Attorneys' Fees and Costs in connection with the successful resolution of this action. I make this declaration of my own personal knowledge.

2. I am Senior Counsel for Project Vote. I am a member of the bar of the Commonwealth of Massachusetts (admitted 1983) and District of Columbia (admitted 1983) and was admitted *pro hac vice* to participate as an attorney for the plaintiffs in this case.
3. I earned my B.A. *cum laude* from Williams College in 1978 and my J.D. from Boston University in 1983.
4. I worked as a union representative for the National Treasury Employees Union from 1983 to 1988. In that capacity I handled arbitrations and administrative hearings before the Merit Systems Protection Board and the Federal Labor Relations Authority.
5. From 1988 to 1994 I was the junior partner in the Law Office of Mark D. Stern in Somerville Massachusetts. I litigated cases before the Massachusetts District and Superior Court and the Federal District Court for the District of Massachusetts in areas concerning employment discrimination, rent control and lead paint.
6. From 1994 until 2004 I was counsel for the Union Neighborhood Assistance Corporation and its successor organization the Neighborhood Assistance Corporation of America. In that capacity I assisted a Massachusetts law firm that represented victims of predatory lending challenge a proposed class action settlement with a major lender.

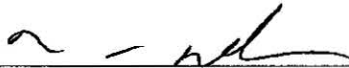
7. From 2004 to the present I have been counsel for Project Vote. I have worked on a number of voter registration cases including *ACORN v Cox* (2006) and *Project Vote v. Blackwell*; (2006), *ACORN v Corbett* (2009), *FL NAACP v Browning*, *ACORN v Scott* (2008)
8. Exhibits C and E are a true and correct statement of the hours and services which I have rendered in this case. I prepared the information provided therein based upon a review of my contemporaneous time records. It is my practice to keep regular records of the time I spend on litigation matters on a time sheet upon the completion of the task that I have rendered that I intend to bill.
9. I believe the hours, costs and expenses claimed are reasonable.
10. The hourly rate I am seeking is reflected in Exhibit D, which is consistent with the rate for attorneys in the Washington DC area with comparable education, experience.
11. Yolanda Sheffield was the Director of Project Vote's Election Administration Program from January 2009 to June 2010. She began work with Project Vote as an Election Counsel in August 2008. I supervised her. In that capacity she performed legal work related to three voter rights cases. She graduated from the Vanderbilt School of Law in 2005 and is a member of the District of Columbia Bar. Exhibits C and E contain true and correct statements of the hours and services Yolanda Sheffield rendered in this case. Exhibit D reflects the hourly rate sought for her services, which is consistent with the rate for attorneys in the Washington DC area

with comparable education, experience.

12. Niyati Shah has been an Election Counsel at Project Vote since July 2010. She traveled to Norfolk, Virginia from Washington, D.C. to attend the status conference in the Court's chambers on June 10, 2011, as a representative of Project Vote with settlement authority. The costs associated with this travel are reflected in Exhibit F.

13. Project Vote sought the outside counsel of Ropes & Gray LLP in this matter because of their expertise in constitutional and civil rights issues, willingness to take on a case of first impression, and because the firm has a Washington, D.C. office in close proximity to Project Vote.

Executed at Boston Massachusetts on August 21, 2011



Brian W. Mellor

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
NORFOLK DIVISION**

**PROJECT VOTE/VOTING FOR
AMERICA, INC.**

737 ½ 8th St SE

Washington, DC 20003

Plaintiff,

v.

ELISA LONG,

*In Her Official Capacity as General Registrar
of Norfolk, VA*

City Hall Building, Room 808

810 Union Street

Norfolk, VA 23510

DONALD PALMER,

*In His Official Capacity as Secretary, State
Board of Elections,*

Washington Building, First Floor

1100 Bank Street

Richmond, VA 23219

Defendants.

CIVIL ACTION NO.: 2:10cv75

DECLARATION OF RYAN MALONE

I, Ryan Malone, hereby declare as follows:

1. I submit this declaration in support of Project Vote's Motion to Recover Attorneys' Fees and Costs in connection with the successful resolution of this action. I make this declaration of my own personal knowledge.

2. I am an Associate with Ropes & Gray LLP, which was retained by Plaintiff Project Vote in this case. I serve as lead counsel in this matter.

3. I am a member of the bar of the Commonwealth of Virginia, admitted in 2002. I graduated from the University of Virginia School of Law in 2002.

4. I have worked as an associate in the litigation department of Ropes & Gray from 2002 to the present. In that capacity I have handled criminal and complex civil litigation, constitutional litigation, internal investigations, and appellate issues, including matters before the United States Supreme Court.

5. Exhibit F includes the costs incurred by Ropes & Gray in representing Project Vote in this case. I have reviewed these entries, and they are accurate to the best of my knowledge and belief.

6. Exhibits C and E reflect the hours and fees incurred by Ropes & Gray in this matter. Project Vote has divided the case into five distinct phases for purposes of the Motion to Recover Attorneys' Fees and Costs. To assist in the Court's review of the pending Motion, the time entries for each phase for each attorney or paralegal, including time spent, the fee amount, and a narrative summary of each task, have been included in Exhibit E. This information has been aggregated into a summary in Exhibit C.

7. With the exception of the time entries compiled by the legal staff of Project Vote, the information listed in Exhibits C and E have been prepared from the books and records of Ropes & Gray. It is Ropes & Gray's practice to keep regular records of the time each attorney or paralegal spends on litigation matters in a computerized time system as those tasks are completed. These exhibits represent a true and correct statement of the hours and services which I, and the other attorneys involved in this matter, have rendered in this case and are the basis of this Motion. I have reviewed the time entries and narrative summaries relating to legal services performed by Ropes & Gray and they are accurate to the best of my knowledge and belief.

8. I believe the hours and expenses Ropes & Gray is claiming are reasonable.

9. I have reviewed the hourly rates claimed in Exhibit D and they are consistent with the Laffey Matrix rates corresponding to the experience level of each attorney and the relevant time frame of the recorded hours. They are also consistent with the rate for attorneys in the Washington, D.C. area with comparable education, skill, and experience.

10. The total fees requested are \$224,161.30 and the total costs and expenses requested are \$657.00.

11. A summary of the relevant experience of timekeepers at Ropes & Gray who billed time to this matter is as follows:

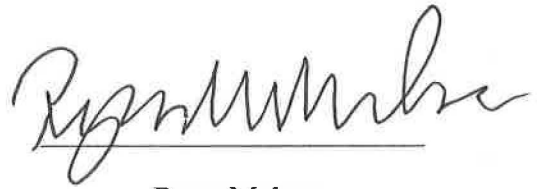
12. Douglas Hallward-Driemeier has been a Partner at Ropes & Gray since 2010. Previously, he worked for the Department of Justice and the Office of the Solicitor General. He graduated from Harvard Law School in 1994 and is a member of the Massachusetts Bar and District of Columbia Bar.

13. David O. Stewart joined Ropes & Gray as a Partner in 1989 and become Counsel in 2005. He graduated from Yale Law School in 1978, clerked for Justice Lewis Powell, and is a member of the Maryland Bar and District of Columbia Bar.

14. Augustine Ripa joined Ropes & Gray as an Associate in 2008. He graduated from The George Washington University Law School in 2008 and is a member of the Virginia Bar and District of Columbia Bar.

15. Jason Idilbi joined Ropes & Gray as an Associate in 2008. He graduated from University of North Carolina Law School in 2008 and is a member of the Virginia Bar and District of Columbia Bar.

16. Sheryl Beauregard joined Ropes & Gray in 2007 as a Senior Litigation Paralegal.

A handwritten signature in black ink, appearing to read "Ryan Malone", is written over a horizontal line.

Ryan Malone

Executed on August 3, 2011

EXHIBIT C

Timekeeper Hours Totals

Timekeeper	Employer	Position	Phase 1 Hours	Phase 2 Hours	Phase 3 Hours	Phase 4 Hours	Phase 5 Hours	Total Hours
Hallward-Driemeier, Doug	Ropes & Gray	Partner	0.00	2.75	0.00	0.00	2.25	5.00
Stewart, David	Ropes & Gray	Counsel	0.50	0.00	0.00	0.00	0.00	0.50
Malone, Ryan	Ropes & Gray	Associate	27.00	15.75	39.25	46.00	37.25	165.25
Ripa, Augustine	Ropes & Gray	Associate	57.25	61.25	20.00	41.00	69.50	249.00
Idilbi, Jason	Ropes & Gray	Associate	25.25	38.25	22.50	29.25	34.00	149.25
Beauregard, Sheryl	Ropes & Gray	Paralegal	1.25	0.00	1.25	1.50	16.75	20.75
Sheffield, Yolanda	Project Vote	Attorney	12.60	6.20	0.00	0.00	0.00	18.80
Mellor, Brian	Project Vote	Attorney	0.00	1.40	0.00	1.10	3.70	6.20
Total Hours			123.85	125.60	83.00	118.85	163.45	614.75

Fee Totals

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
Hours	123.85	125.60	83.00	118.85	163.45
Total Fees	\$42,081.65	\$41,000.20	\$33,184.75	\$47,524.40	\$60,370.30

Fee Request Total

	Ropes & Gray	Project Vote
Hours	589.75	25.00
Total Fees	\$213,236.50	\$10,924.80

EXHIBIT D

Timekeeper and Fee Legend

Timekeeper	Employer	Position	Laffey Rate 6/1/09-5/31/10	Laffey Rate 6/1/10-5/31/11	Laffey Rate 6/1/11-7/1/11
Hallward-Driemeier, Doug	Ropes & Gray	Partner	\$569.00	\$589.00	\$609.00
Stewart, David	Ropes & Gray	Counsel	\$686.00	\$709.00	\$734.00
Malone, Ryan	Ropes & Gray	Associate	\$505.00	\$522.00	\$540.00
Ripa, Augustine	Ropes & Gray	Associate	\$285.00	\$294.00	\$374.00
Idilbi, Jason	Ropes & Gray	Associate	\$285.00	\$294.00	\$374.00
Beauregard, Sheryl	Ropes & Gray	Paralegal	\$155.00	\$161.00	\$166.00
Sheffield, Yolanda	Project Vote	Attorney	\$349.00	\$361.00	\$374.00
Mellor, Brian	Project Vote	Attorney	\$686.00	\$709.00	\$734.00

EXHIBIT E

Phase 1 - Assembling the Complaint

Phase	Date	Name	Hours	Rate	Fee	Description
1	11/10/2009	Augustine Ripa	1.00	285.00	285.00	Call with R.Malone, B.Heard and Y.SHeffield on initiating litigation under the NVRA; discussion with R.Malone on the same; analyze legal arguments to facilitate the same
1	11/16/09	Augustine Ripa	2.75	285.00	783.75	Analyze legal issues such as standing, application of the supremacy clause and application of the NVRA in preparation for drafting the complaint
1	11/17/2009	Augustine Ripa	0.50	285.00	142.50	Analyze legal issues necessary to inform proper drafting of the complaint, particularly standing, NVRA and constitutional claims
1	11/24/2009	Augustine Ripa	1.50	285.00	427.50	Analyze applicable legal issues, such as standing and possible NVRA or constitutional claims, to inform proper drafting of the complaint; confer with R.Malone on the same;
1	11/30/2009	Augustine Ripa	6.50	285.00	1,852.50	Analyze standing issues, supremacy clause and statutory interrelation issues and possible constitutional claims
1	12/1/2009	Augustine Ripa	0.50	285.00	142.50	Analyze standing issues and potential constitutional claims to inform proper drafting of the complaint
1	12/4/2009	Augustine Ripa	2.50	285.00	712.50	Analyze case law applicable to standing issues and potential claims to inform the drafting of the complaint; discuss the same and strategies for drafting the complaint with J.Idilbi and R.Malone;
1	12/7/2009	Augustine Ripa	3.50	285.00	997.50	Conference call with case team; draft and revise complaint
1	12/8/2009	Augustine Ripa	1.00	285.00	285.00	Draft and revise complaint
1	12/9/2009	Augustine Ripa	3.00	285.00	855.00	Draft and revise the complaint alleging NVRA violations; confer with J.Idilbi on the same
1	12/10/2009	Augustine Ripa	6.00	285.00	1,710.00	Draft and revise complaint; coordinate with J.Idilbi on the same
1	12/11/2009	Augustine Ripa	3.25	285.00	926.25	Revise complaint, coordinate with R.Malone and J.Idilbi on the same

Phase 1 - Assembling the Complaint

1	12/14/2009	Augustine Ripa	3.75	285.00	1,068.75	Revise and edit complaint; coordinate with D.Stewart, J.Idilbi and R.Malone on the same;
			5.50			Revise complaint; coordinate with D.Stewart, R.Malone and J.Idilbi on the same; analyze whether a claim under 42 USC 1983 is advantageous in this instance
1	12/15/2009	Augustine Ripa		285.00	1,567.50	
			4.50			Revise and finalize complaint; coordinate with J.Idilbi on the same; analyze the applicability of a 42 USC 1983 claim and its possible advantages / disadvantages; coordinate with the client on the same; research the proper methods of service of the named defendants;
1	12/16/2009	Augustine Ripa		285.00	1,282.50	
			3.00			Finalize revisions to complaint and send to client; coordinate logistics of filing and methods of serving the named defendants in their official capacities
1	12/18/2009	Augustine Ripa		285.00	855.00	
1	1/5/2010	Augustine Ripa	0.25	285.00	71.25	Analyze client comments to the complaint and possible substitution of another plaintiff
			1.00			Coordinate complaint filing strategies and procedures
1	2/4/2010	Augustine Ripa		285.00	285.00	
1	2/10/2010	Augustine Ripa	1.00	285.00	285.00	Refine complaint and incorporate edits
1	2/12/2010	Augustine Ripa	2.00	285.00	570.00	Finalize complaint and materials for filing
			1.50			File complaint and initial materials in the case; confer with R.Malone and B.Heard on the same
1	2/16/2010	Augustine Ripa		285.00	427.50	
1	2/18/2010	Augustine Ripa	0.25	285.00	71.25	Review initial case filings
			1.75			Pursue acknowledgement of service and waiver of service on defendants; draft email and send complaint and summons packet regarding the same;
1	2/26/2010	Augustine Ripa		285.00	498.75	
1	3/1/2010	Augustine Ripa	0.75	285.00	213.75	Coordinate and strategize service of defendants
Phase 1 Totals			57.25		16,316.25	

Phase 1 - Assembling the Complaint

1	11/11/2009	David O. Stewart	0.50	\$686.00	343.00	Conf. w/ R. Malone re lawsuit issues, and with Slater and Mellor of Project Vote re same.
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Phase 1 Totals		0.50		343.00
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1	11/18/2009	Jason Idilbi	5.00	285.00	1,425.00	Reviewed background materials (Advancement Project / Project Vote letters) and background law (NVRA); attended conference call with R. Malone and A. Ripa; researched and read legislative history materials
1	11/19/2009	Jason Idilbi	0.75	285.00	213.75	Reviewed legal treatises and case law regarding NVRA
1	11/23/2009	Jason Idilbi	0.75	285.00	213.75	Researched and read cases regarding section (i) of NVRA
1	12/4/2009	Jason Idilbi	2.00	285.00	570.00	Researched statutes and case law to determine whom to sue and where; conferred with R. Malone and A. Ripa regarding case and litigation strategy
1	12/7/2009	Jason Idilbi	1.25	285.00	356.25	Attended conference call with client to discuss outstanding questions and to plan next steps
1	12/9/2009	Jason Idilbi	3.75	285.00	1,068.75	Drafted first draft of complaint
1	12/10/2009	Jason Idilbi	1.50	285.00	427.50	Conferred with A. Ripa regarding edits to complaint draft; incorporated further edits
1	12/11/2009	Jason Idilbi	3.25	285.00	926.25	Met w/R. Malone and A. Ripa to discuss case and draft of complaint; edited complaint to incorporate R. Malone edits
1	12/21/2009	Jason Idilbi	0.25	285.00	71.25	Reviewed B. Heard response regarding draft complaint
1	2/1/2010	Jason Idilbi	1.25	285.00	356.25	Reviewed client edits to complaint and met with A. Ripa and R. Malone to discuss edits
1	2/1/2010	Jason Idilbi	1.25	285.00	356.25	Revised complaint and incorporated client edits
1	2/4/2010	Jason Idilbi	1.00	285.00	285.00	Attended conference call with client to discuss revisions to complaint and next steps in litigation

Phase 1 - Assembling the Complaint

1	2/9/2010	Jason Idilbi	0.75	285.00	213.75	Reviewed client edits to complaint and conferred w/R. Malone and A. Ripa regarding same
1	2/25/2010	Jason Idilbi	2.00	285.00	570.00	Reviewed emails and filed documents; conferred w/A. Ripa regarding service on defendants
1	3/2/2010	Jason Idilbi	0.50	285.00	142.50	Attended conference call with A. Ripa and clients

Phase 1 Totals	25.25	7,196.25
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1	11/5/2009	Ryan Malone	1.00	\$505.00	505.00	Review pleadings and attorney general opinion; outline discussion for talk with client.
1	11/6/2009	Ryan Malone	2.00	\$505.00	1,010.00	Strategy meeting regarding EDVA complaint; read cases on Supremacy Clause; analyze standing and equal-protection issues.
1	11/10/2009	Ryan Malone	2.50	\$505.00	1,262.50	Read cases and materials; discuss strategy with team; telephone call with client.
1	11/11/2009	Ryan Malone	1.00	\$505.00	505.00	Read cases and materials on NVRA.
1	11/12/2009	Ryan Malone	1.00	\$505.00	505.00	Read cases and materials on NVRA.
1	11/15/2009	Ryan Malone	1.00	\$505.00	505.00	Review prior Ropes materials on NVRA case.
1	11/16/2009	Ryan Malone	1.00	\$505.00	505.00	Review materials and discuss with A. Ripa strategy of complaint.
1	11/17/2009	Ryan Malone	1.00	\$505.00	505.00	Research equal protection question.
1	11/18/2009	Ryan Malone	2.00	\$505.00	1,010.00	Read cases and outline complaint.
1	11/23/2009	Ryan Malone	2.00	\$505.00	1,010.00	Read NVRA cases and discuss standing issues with A. Ripa.
1	12/4/2009	Ryan Malone	3.00	\$505.00	1,515.00	Review research and discuss issues with team.
1	12/11/2009	Ryan Malone	3.00	\$505.00	1,515.00	Read cases and discuss strategy; analyze standing and other issues.
1	2/1/2010	Ryan Malone	1.00	\$505.00	505.00	Revise complaint and discuss with team.
1	2/8/2010	Ryan Malone	1.50	\$505.00	757.50	Revise complaint and research service and procedural issues.
1	2/9/2010	Ryan Malone	1.50	\$505.00	757.50	Revise complaint and research service and procedural issues.
1	2/16/2010	Ryan Malone	1.50	\$505.00	757.50	Revise complaint and research service and procedural issues.

Phase 1 - Assembling the Complaint

1	3/2/2010	Ryan Malone	1.00	\$505.00	505.00	Respond to questions regarding service issues.
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Phase 1 Totals		27.00		13,635.00
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1	2/4/2010	Sheryl Beauregard	1.25	\$155.00	193.75	Research rules regarding filing complaint. Attend teleconference regarding filing and serving complaint.
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Phase 1 Totals		1.25		193.75
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1	8/13/2009	Yolanda Sheffield	1.00	\$349.00	349.00	Attend strategy session with B. Heard, email information for conflicts check to DLA Piper, identify all potential clients and defendants for the lawsuit.
1	10/7/2009	Yolanda Sheffield	0.20	\$349.00	69.80	Send correspondence to B. Heard regarding lack of pro-bono counsel, continue discussions on next steps.
1	10/8/2009	Yolanda Sheffield	0.60	\$349.00	209.40	Reach out to local pro-bono counsel that may be interested in participating in lawsuit.
1	10/14/2009	Yolanda Sheffield	0.90	\$349.00	314.10	Review information in preparation of meeting with Ropes and Gray, attend meeting
1	11/9/2009	Yolanda Sheffield	0.80	\$349.00	279.20	Arrange strategy meeting; speak to W. Hagens regarding being a representative; and speak to B. Heard regarding plaintiff's concerns.
1	11/10/2009	Yolanda Sheffield	1.20	\$349.00	418.80	Attend strategy call, review correspondence from potential plaintiff, and prep for meeting.
1	12/14/2009	Yolanda Sheffield	0.50	\$349.00	174.50	Discuss impact of other litigation on this lawsuit. Discuss changes to retainer agreement, send email to R and G about representation letter.

Phase 1 - Assembling the Complaint

1	12/16/2009	Yolanda Sheffield	0.60	\$349.00	209.40	Call B. Heard about changing lawsuit to include 1983 claim. Discuss changes and implications of 1983 claim with B. Heard.
1	12/18/2009	Yolanda Sheffield	0.90	\$349.00	314.10	Review complaint in Know case that may have similar claims NVRA lawsuit.
1	12/21/2009	Yolanda Sheffield	0.70	\$349.00	244.30	Discuss standing issue with B. Heard, discuss standing with B. Mellor.
1	1/4/2010	Yolanda Sheffield	0.50	\$349.00	174.50	Review and make final edits to complaint.
1	1/5/2010	Yolanda Sheffield	0.50	\$349.00	174.50	Discuss change in plaintiff with B. Heard. Send email to Ropes and Gray identifying change in status to plaintiffs.
1	1/8/2010	Yolanda Sheffield	0.30	\$349.00	104.70	Contact B.H. to assess if Advancement Project will be the plaintiff for the lawsuit; 2. Discuss plaintiff issue with B. Mellor and Brad H.
1	1/27/2010	Yolanda Sheffield	0.40	\$349.00	139.60	Discuss plaintiffs, review edits to complaint.
1	2/1/2010	Yolanda Sheffield	1.00	\$349.00	349.00	Make revisions to complaint identifying Project Vote as the plaintiff; Continue to make revisions to VA complaint and send to opposing counsel.
1	2/8/2010	Yolanda Sheffield	0.20	\$349.00	69.80	Review correspondence from B. Heard and respond.
1	2/9/2010	Yolanda Sheffield	0.50	\$349.00	174.50	Review revisions to complaint; Continue revisions to complaint, send to co-counsel.
1	2/16/2010	Yolanda Sheffield	0.30	\$349.00	104.70	Reviewed final edits to complaint, send email authorizing sending email.
1	3/1/2010	Yolanda Sheffield	0.40	\$349.00	139.60	Review emails, follow up with B. Heard on status of service; review email correspondence from A. Ripa on status of service; respond to B. Heard regarding status

Phase 1 - Assembling the Complaint

1	3/2/2010	Yolanda Sheffield	1.10	\$349.00	383.90	Review and respond to B. Heard regarding service. Review emails from Augie and counsel for defendants, arrange time to discuss; Review Virginia local rules on service; review email from R. Malone; review email from A. Ripa; review correspondence regarding opposing counsel, agree to next steps
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Phase 1 Totals	12.60	4,397.40
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	Total Hours	Total Fee
Phase 1	123.85	42,081.65

Phase 2 - Response to Defendants' Motion to Dismiss

Phase	Date	Name	Hours	Rate	Fee	Description
2	3/26/2010	Augustine Ripa	1.00	\$285.00	\$285.00	Analyze Defendants' motion to dismiss and appropriate response strategy
2	3/29/2010	Augustine Ripa	3.50	\$285.00	\$997.50	Analyze applicable case law and draft opposition to Defendants' motion to dismiss
2	3/30/2010	Augustine Ripa	8.00	\$285.00	\$2,280.00	Analyze applicable case law and draft opposition to Defendants' motion to dismiss; draft joint notice to court regarding date of service; confer with opposing counsel on the same
2	3/31/2010	Augustine Ripa	4.75	\$285.00	\$1,353.75	Analyze applicable case law and draft opposition to Defendants' motion to dismiss
2	4/1/2010	Augustine Ripa	8.00	\$285.00	\$2,280.00	Draft opposition to defendants' motion to dismiss; analyze pertinent legal precedent supporting this opposition and incorporate those arguments into the draft
2	4/2/2010	Augustine Ripa	9.00	\$285.00	\$2,565.00	Draft opposition to defendants' motion to dismiss; analyze pertinent legal precedent supporting this opposition and incorporate those arguments into the draft
2	4/4/2010	Augustine Ripa	1.50	\$285.00	\$427.50	Revise and edit opposition to defendants' motion to dismiss
2	4/5/2010	Augustine Ripa	8.00	\$285.00	\$2,280.00	Revise and edit opposition to defendants' motion to dismiss; research and analyze precedent affecting the arguments made and incorporate such precedent into the opposition
2	4/6/2010	Augustine Ripa	5.50	\$285.00	\$1,567.50	Revise and edit opposition to defendants' motion to dismiss; research and analyze precedent affecting the arguments made and incorporate such precedent into the opposition
2	4/7/2010	Augustine Ripa	5.00	\$285.00	\$1,425.00	Revise and edit opposition to defendants' motion to dismiss; research and analyze precedent affecting the arguments made and incorporate such precedent into the opposition
2	4/8/2010	Augustine Ripa	2.00	\$285.00	\$570.00	Revise and edit opposition to defendants' motion to dismiss; research and analyze precedent affecting the arguments made and incorporate such precedent into the opposition
2	4/9/2010	Augustine Ripa	4.00	\$285.00	\$1,140.00	Revise and edit opposition to defendants' motion to dismiss; research and analyze precedent affecting the arguments made and incorporate such precedent into the opposition
2	4/15/2010	Augustine Ripa	1.00	\$285.00	\$285.00	Analyze reply brief of defendants

Phase 2 Totals	61.25	\$17,456.25
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2	2/1/2010	Brian Mellor	0.20	\$686.00	\$137.20	Review Complaint
2	3/30/2010	Brian Mellor	0.80	\$686.00	\$548.80	Call with Yolanda: Re Mtn to Dismiss and send Harkless documents
2	4/6/2010	Brian Mellor	0.40	\$686.00	\$274.40	Review Draft Opp to Mtn to Dismiss

Phase 2 - Response to Defendants' Motion to Dismiss

Phase 2 Totals		1.40	\$960.40
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2	4/4/2010	Doug Hallward-Driemeier	1.25	\$569.00	\$711.25	Review complaint and motion to dismiss, prepare comments for response.
2	4/6/2010	Doug Hallward-Driemeier	1.50	\$569.00	\$853.50	Review and comment on draft brief; discuss comments with Jason and Augie.

Phase 2 Totals		2.75	\$1,564.75
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2	3/26/2010	Jason Idilbi	3.50	\$285.00	\$997.50	reviewed Defendants' motion to dismiss; conferred w/A. Ripa; contacted clients to set up meeting
2	3/30/2010	Jason Idilbi	8.50	\$285.00	\$2,422.50	attended team meeting w/R. Malone and A. Ripa; conferred w/clients by phone regarding next steps; began drafting response to motion to dismiss
2	3/31/2010	Jason Idilbi	8.50	\$285.00	\$2,422.50	researched legislative history and continued drafting response to motion to dismiss
2	4/1/2010	Jason Idilbi	3.50	\$285.00	\$997.50	drafted factual background introductory section for opposition brief; reviewed legislative history of NVRA
2	4/2/2010	Jason Idilbi	3.00	\$285.00	\$855.00	continued reviewing legislative history and drafting opposition brief; reviewed edits with A. Ripa
2	4/5/2010	Jason Idilbi	1.25	\$285.00	\$356.25	reviewed A. Ripa edits to opposition brief
2	4/6/2010	Jason Idilbi	4.00	\$285.00	\$1,140.00	researched other cases re: informational injury and incorporated into opposition brief
2	4/7/2010	Jason Idilbi	1.75	\$285.00	\$498.75	research EPA v. Mink and incorporate into memo; incorporated edits per A. Ripa
2	4/8/2010	Jason Idilbi	2.00	\$285.00	\$570.00	incorporate document processing edits, J. McCarthy edits and sent opposition brief to client
2	4/9/2010	Jason Idilbi	1.75	\$285.00	\$498.75	incorporated final revisions; prepared notice request; filed documents
2	4/15/2010	Jason Idilbi	0.50	\$285.00	\$142.50	reviewed Defendants' Reply to our opposition to the motion to dismiss

Phase 2 Totals		38.25	\$10,901.25
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2	3/29/2010	Ryan Malone	2.00	\$505.00	\$1,010.00	Analyze and outline response to motion to dismiss.
2	3/31/2010	Ryan Malone	2.00	\$505.00	\$1,010.00	Research NVRA and standing issues.
2	4/1/2010	Ryan Malone	2.00	\$505.00	\$1,010.00	Revise and outline response to motion to dismiss.

Phase 2 - Response to Defendants' Motion to Dismiss

2	4/5/2010	Ryan Malone	3.25	\$505.00	\$1,641.25	Revise opposition to motion to dismiss; read cases and analyze standing argument.
2	4/6/2010	Ryan Malone	4.50	\$505.00	\$2,272.50	Edit draft response.
2	4/7/2010	Ryan Malone	2.00	\$505.00	\$1,010.00	Discuss exhibits and other issues with team; read VA Supreme Court cases.

Phase 2 Totals	15.75	\$7,953.75
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2	3/26/2010	Yolanda Sheffield	0.2	\$349.00	\$69.80	Review email correspondence regarding motion to dismiss; schedule time to discuss response; and print out relevant documents.
2	3/29/2010	Yolanda Sheffield	0.8	\$349.00	\$279.20	Review documents filed by opposing counsel on motion to dismiss.
2	3/30/2010	Yolanda Sheffield	1.5	\$349.00	\$523.50	Review motion to dismiss pleadings and discuss strategy for response with B. Mellor, review Harkless opinion, attend meeting with co-counsel.
2	4/6/2010	Yolanda Sheffield	1.6	\$349.00	\$558.40	Review correspondence and draft response to Virginia motion to dismiss.
2	4/9/2010	Yolanda Sheffield	0.5	\$349.00	\$174.50	Review edits to opposition on motion to dismiss.
2	4/15/2010	Yolanda Sheffield	1.1	\$349.00	\$383.90	Review response to Plaintiff's reply regarding the motion to dismiss; review correspondence regarding motion; review docket and case law on Jenkins v. Ousse.
2	4/16/2010	Yolanda Sheffield	0.5	\$349.00	\$174.50	Respond to correspondence regarding potential need for surreply; discussed amending lawsuit to include claim regarding reasonableness of request for voter registration list and decided against it.

Phase 2 Totals	6.20	\$2,163.80
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Phase 2	Total Hours	Total Fee
	125.60	\$41,000.20

Phase 3 - Oral Argument

Phase	Date	Name	Hours	Rate	Fee	Description
3	7/27/2010	Augustine Ripa	3.50	\$294.00	\$1,029.00	Strategize and prepare for hearing on motion to dismiss in Norfolk, VA
			2.00			Prepare for hearing on defendants' motion to dismiss in Norfolk Virginia, meet with the client, R.Malone and J.Idilbi regarding the same;
3	7/28/2010	Augustine Ripa		\$294.00	\$588.00	
			7.00			Prepare for hearing on defendants' motion to dismiss in Norfolk Virginia, travel to the Norfolk for the same
3	7/29/2010	Augustine Ripa		\$294.00	\$2,058.00	
			7.50			Prepare for and attend hearing in the Eastern District of Virginia, Norfolk Division; travel from Norfolk back to Washington, DC
3	7/30/2010	Augustine Ripa		\$294.00	\$2,205.00	

Phase 3 Totals	20.00	\$5,880.00
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3	7/27/2010	Jason Idilbi	4.50	\$294.00	\$1,323.00	Reviewed pleadings and cases; attended team meeting to discuss preparation for hearing
			2.75			Attended meeting and conference call to discuss hearing preparation with client; researched Greidinger case
3	7/28/2010	Jason Idilbi		\$294.00	\$808.50	
			6.00			Finalized preparation for departure to hearing, traveled to Norfolk; attended team strategy discussions to prepare for hearing
3	7/29/2010	Jason Idilbi		\$294.00	\$1,764.00	
3	7/30/2010	Jason Idilbi	8.00	\$294.00	\$2,352.00	Attended hearing on Plaintiff's MTD
			0.75			Prepared PV response to Defendants' submission
3	8/2/2010	Jason Idilbi		\$294.00	\$220.50	
			0.50			Incorporated revisions to response to Defendants' submission; circulated to team
3	8/4/2010	Jason Idilbi		\$294.00	\$147.00	

Phase 3 Totals	22.50	\$6,615.00
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3	7/18/2010	Ryan Malone	6.00	\$522.00	\$3,132.00	Begin preparation for oral argument in EDVA.
3	7/25/2010	Ryan Malone	3.00	\$522.00	\$1,566.00	Preparation for oral argument.

Phase 3 - Oral Argument

3	7/28/2010	Ryan Malone	5.00	\$522.00	\$2,610.00	Prepare for hearing; meet with D. Hallward-Driemeier.
3	7/29/2010	Ryan Malone	14.50	\$522.00	\$7,569.00	Travel from Washington to Norfolk; prepare for hearing.
3	7/30/2010	Ryan Malone	9.50	\$522.00	\$4,959.00	Prepare for and attend motions hearing; travel from Norfolk to Washington.
3	8/2/2010	Ryan Malone	1.25	\$522.00	\$652.50	Attention to e-mails and prepare response to Commonwealth.

Phase 3 Totals	39.25	\$20,488.50
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3	7/27/2010	Sheryl Beauregard	0.75	\$161.00	\$120.75	Review docket for material needed for upcoming hearing, discuss same with A. Ripa. Contact company to discuss location of documents, and timing of retrieval. Discuss retrieval timing with team.
3	7/29/2010	Sheryl Beauregard	0.50	\$161.00	\$80.50	Correspond with retrieval company and team regarding status of document retrieval, and options for retrieving documents. Receipt and review requested documents, forward to team.

Phase 3 Totals	1.25	\$201.25
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Total Hours	Total Fee
83.00	\$33,184.75

Phase 3

Phase 4 - Pre-trial Conferences

Phase	Date	Name	Hours	Rate	Fee	Description
4	11/8/2010	Augustine Ripa	3.00	\$294.00	\$882.00	Calls with client to discuss next steps in light of court's 10/29/10 order; discuss the same with R.Malone an J.Idilbi; review the court's order re: the same; draft consent decree for proposal to the defendants;
4	11/9/2010	Augustine Ripa	1.00	\$294.00	\$294.00	Call with client to discuss next steps in light of court's 10/29/10 order; finalize strategy re: the same with R.Malone an J.Idilbi; revise consent decree for proposal to the defendants;
4	11/16/2010	Augustine Ripa	1.50	\$294.00	\$441.00	Review and research civil discovery rules in preparation for call on scheduling order; coordinate schedule of the same
4	11/19/2010	Augustine Ripa	1.00	\$294.00	\$294.00	Call with clients in preparation for 26(f) conference on 11/22; prepare for the same and the conference
4	11/22/2010	Augustine Ripa	1.75	\$294.00	\$514.50	26(f) conference with counsel for the defendants; prepare for the same; follow up with clients re: the outcome of the same
4	11/29/2010	Augustine Ripa	8.00	\$294.00	\$2,352.00	Travel to and prepare for 16(b) conference in Norfolk, Virginia at the U.S. District Court for the EDVA
4	11/30/2010	Augustine Ripa	13.50	\$294.00	\$3,969.00	Prepare for 16(b) conference in Norfolk, Virginia at the U.S. District Court for the EDVA; attend and conduct the same; travel back to Washington, DC from the same
5	12/2/2010	Augustine Ripa	0.25	\$294.00	\$73.50	Emails with opposing counsel re: initial disclosures and court's scheduling order
4	4/6/2011	Augustine Ripa	1.00	\$294.00	\$294.00	Prepare for scheduling conference; confer re: scheduling of the same
4	4/12/2011	Augustine Ripa	4.00	\$294.00	\$1,176.00	Draft, revise and file pretrial disclosures
4	4/17/2011	Augustine Ripa	0.75	\$294.00	\$220.50	Draft and revise objections to Defendants pretrial disclosures

Phase 4 - Pre-trial Conferences

4	4/19/2011	Augustine Ripa	1.50	\$294.00	\$441.00	Draft, revise and file objections to pretrial disclosures; correspondence with opposing counsel re: the same; prepare for upcoming attorney's conference
4	4/20/2011	Augustine Ripa	0.50	\$294.00	\$147.00	File documents cited in pretrial disclosures with opposing counsel
4	4/21/2011	Augustine Ripa	0.50	\$294.00	\$147.00	Discuss settlement conference with the clerk; coordinate with R. Malone re: the same
4	4/26/2011	Augustine Ripa	1.50	\$294.00	\$441.00	Draft, revise and circulate draft pretrial order
			1.25			Call re: status/settlement conference; coordinate on the same with R. Malone and schedule with the court
4	5/11/2011	Augustine Ripa		\$294.00	\$367.50	

Phase 4 Totals	41.00	\$12,054.00
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4	12/7/2010	Brian Mellor	0.70	\$709.00	\$496.30	Review Disclosures and call with Lit Team.
4	12/14/2010	Brian Mellor	0.40	\$709.00	\$283.60	Review Disclosure email and call Jenny Lawson Re: discoverable information

Phase 4 Totals	1.10	\$779.90
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4	10/29/2010	Jason Idilbi	1.00	\$294.00	\$294.00	Reviewed RBS opinion denying motion to dismiss
4	11/8/2010	Jason Idilbi	2.75	\$294.00	\$808.50	Attended conference call with client; revised motion to withdraw documents
4	11/9/2010	Jason Idilbi	1.00	\$294.00	\$294.00	Attended conference call with client
			2.25			Revised motion to withdraw documents; e-filed; sent to all parties for endorsement; reviewed answers to complaint to determine which allegations were admitted/denied by each defendant
4	11/10/2010	Jason Idilbi		\$294.00	\$661.50	
			1.50			Reviewed A. Ripa email re: federal rules; attended conference call with clients; prepared bullet-point list of admitted allegations
4	11/19/2010	Jason Idilbi		\$294.00	\$441.00	
4	11/22/2010	Jason Idilbi	0.75	\$294.00	\$220.50	Attended Rule 26(f) conference

Phase 4 - Pre-trial Conferences

4	11/29/2010	Jason Idilbi	7.00	\$294.00	\$2,058.00	Prepared materials for conference and traveled to Norfolk
4	11/30/2010	Jason Idilbi	13.00	\$294.00	\$3,822.00	Attended Rule 16(b) conference and travel back to DC
5	12/6/2010	Jason Idilbi	0.75	\$294.00	\$220.50	Emailed client regarding initial disclosures and potential government intervention
5	12/7/2010	Jason Idilbi	0.50	\$294.00	\$147.00	Attended teleconference with client to discuss initial disclosures and potential government intervention
5	12/13/2010	Jason Idilbi	1.00	\$294.00	\$294.00	Drafted initial disclosures and sent to A. Ripa for review
5	12/14/2010	Jason Idilbi	3.00	\$294.00	\$882.00	Revised initial disclosures per R. Malone edits and sent to client for review and then filed on opposing counsel
5	1/27/2011	Jason Idilbi	1.00	\$294.00	\$294.00	Prepared draft proposed scheduling order and proposed joint motion re: same

Phase 4 Totals	29.25	\$10,437.00
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4	10/29/2010	Ryan Malone	5.00	\$522.00	\$2,610.00	Analyze opinion and prospective litigation options.
4	11/1/2010	Ryan Malone	3.00	\$522.00	\$1,566.00	Review and analyze court's opinion; discuss same with team.
4	11/3/2010	Ryan Malone	0.75	\$522.00	\$391.50	Plan strategy for discovery period; discuss consent order with team.
4	11/15/2010	Ryan Malone	2.00	\$522.00	\$1,044.00	Map out discovery schedule; call with team regarding summary judgment analysis.
4	11/16/2010	Ryan Malone	2.50	\$522.00	\$1,305.00	Analyze answer; conference calls with team; plan strategy for 26(f) conference and discovery.
4	11/22/2010	Ryan Malone	3.00	\$522.00	\$1,566.00	Attend 26(f) conference; begin plan for summary judgment motion; research local rules and privacy issues; meet with team regarding strategy.

Phase 4 - Pre-trial Conferences

4	11/29/2010	Ryan Malone	7.00	\$522.00	\$3,654.00	Travel from Washington to Norfolk, VA for hearing.
4	11/30/2010	Ryan Malone	14.00	\$522.00	\$7,308.00	Prep for hearing, attend hearing, discuss strategy w/ team, travel from Norfolk to DC.
5	12/7/2010	Ryan Malone	0.25	\$522.00	\$130.50	Review initial disclosures.
4	4/12/2011	Ryan Malone	2.00	\$522.00	\$1,044.00	Prepare pretrial disclosures.
4	4/19/2011	Ryan Malone	2.00	\$522.00	\$1,044.00	Prepare pretrial materials and preparation for attorney conference.
4	4/21/2011	Ryan Malone	3.00	\$522.00	\$1,566.00	Conference with counsel; draft and revise pretrial order; plan strategy for summary judgment/trial plan. Discuss potential witnesses with A. Ripa.
4	5/11/2011	Ryan Malone	1.50	\$522.00	\$783.00	Plan strategy for status/settlement hearing; call with client regarding same.

Phase 4 Totals	46.00	\$24,012.00
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4	11/8/2010	Sheryl Beauregard	0.75	\$161.00	\$120.75	Research document required along with Motion to Withdrawal, discuss Agreed Order with Clerk. Research examples of filings, forward to J. Idilbi for review.
4	11/10/2010	Sheryl Beauregard	0.75	\$161.00	\$120.75	Discuss process for Agreed Order with the Court; update memo, motion and Order; finalize, file with court, forward copy to J. Idilbi.

Phase 4 Totals	1.50	\$241.50
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Phase 4	Total Hours	Total Fee
	118.85	\$47,524.40

Phase 5 - Summary Judgment Proceedings

Phase	Date	Name	Hours	Rate	Fee	Description
5	1/4/2011	Augustine Ripa	1.25	\$294.00	\$367.50	Review, revise and draft portions of draft motion for summary judgment
5	1/7/2011	Augustine Ripa	3.50	\$294.00	\$1,029.00	Review, revise and draft portions of draft motion for summary judgment
5	3/1/2011	Augustine Ripa	1.00	\$294.00	\$294.00	Review defendant's motion for summary judgment; begin to formulate response to the same; coordinate with J.Lewis, R.Malone, and D.Hallward Dreimeier re: the same
5	3/2/2011	Augustine Ripa	2.50	\$294.00	\$735.00	Review defendants' motion for summary judgment; begin to formulate response to the same; coordinate with J.Lewis re: the same;
5	3/3/2011	Augustine Ripa	3.25	\$294.00	\$955.50	Continue to formulate response to the Defendants' opposition to motion for summary judgment; coordinate with J.Lewis and R.Malone re: the same
5	3/4/2011	Augustine Ripa	3.00	\$294.00	\$882.00	Continue to formulate response to the Defendants' opposition to motion for summary judgment; coordinate with J.Lewis and R.Malone re: the same
5	3/24/2011	Augustine Ripa	3.50	\$294.00	\$1,029.00	Prepare for settlement conference and possible oral argument re: motion for summary judgment
5	3/25/2011	Augustine Ripa	2.50	\$294.00	\$735.00	Prepare for settlement conference and possible oral argument re: motion for summary judgment
5	3/29/2011	Augustine Ripa	1.50	\$294.00	\$441.00	Prepare for settlement conference and possible oral argument re: motion for summary judgment
5	3/30/2011	Augustine Ripa	3.75	\$294.00	\$1,102.50	Prepare for settlement conference and possible oral argument re: motion for summary judgment
5	6/6/2011	Augustine Ripa	6.50	\$374.00	\$2,431.00	Prepare for summary judgment hearing and status conference;
5	6/7/2011	Augustine Ripa	3.50	\$374.00	\$1,309.00	Prepare for summary judgment hearing and status conference; attend the same; travel from Norfolk VA to Washington DC from the same;

Phase 5 - Summary Judgment Proceedings

5	6/8/2011	Augustine Ripa	4.50		\$374.00	\$1,683.00	Meet with D.Hallward-Dreimier and R.Malone re: hearing; continue to prepare for summary judgment hearing and status conference;
5	6/9/2011	Augustine Ripa	17.00		\$374.00	\$6,358.00	Prepare for summary judgment hearing and status conference; travel to Norfolk VA for the same;
5	6/10/2011	Augustine Ripa	8.25		\$374.00	\$3,085.50	Prepare for summary judgment hearing and status conference; attend the same; travel from Norfolk VA to Washington DC from the same;
5	6/16/2011	Augustine Ripa	0.50		\$374.00	\$187.00	Call with clients to discuss next steps and upcoming court filing
5	6/23/2011	Augustine Ripa	2.00		\$374.00	\$748.00	Draft and revise filing in response to Court's Jun 10 order
5	6/29/2011	Augustine Ripa	1.00		\$374.00	\$374.00	Revise filing in response to Court's Jun 10 order
5	6/30/2011	Augustine Ripa	0.50		\$374.00	\$187.00	Revise filing in response to Court's Jun 10 order

Phase 5 Totals	69.50	\$23,933.00
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5	1/27/2011	Brian Mellor	0.30		\$709.00	\$212.70	Review Memo in support of Mtn for Summary Judgment
5	3/2/2011	Brian Mellor	0.40		\$709.00	\$283.60	Review Def Opp to SJ and SJ
5	4/29/2011	Brian Mellor	3.00		\$709.00	\$2,127.00	Review Def SJ Memo and Exhibits

Phase 5 Totals	3.70	\$2,623.30
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5	1/26/2011	Doug Hallward-Driemeier	0.75		\$589.00	\$441.75	Review of summary judgment motion.
5	3/1/2011	Doug Hallward-Driemeier	0.25		\$589.00	\$147.25	Review of opposition to summary judgment motion.
5	3/16/2011	Doug Hallward-Driemeier	1.25		\$589.00	\$736.25	Review and revise reply brief in support of summary judgment.

Phase 5 Totals	2.25	\$1,325.25
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5	12/1/2010	Jason Idilbi	0.75		\$294.00	\$220.50	Emailed client regarding summary of 16(b) conference and began SJ research
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Phase 5 - Summary Judgment Proceedings

5	12/15/10	Jason Idilbi	1.75	\$294.00	\$514.50	Researched case law pertaining to standard for summary judgment
	12/16/10		1.25			Researched case law pertaining to standard for summary judgment and searched for sample filings
5		Jason Idilbi		\$294.00	\$367.50	
5	12/20/10	Jason Idilbi	7.00	\$294.00	\$2,058.00	Drafted PV motion for SJ
5	12/21/10	Jason Idilbi	5.75	\$294.00	\$1,690.50	Drafted PV motion for SJ
5	12/22/10	Jason Idilbi	2.00	\$294.00	\$588.00	Drafted PV motion for SJ
5	12/27/10	Jason Idilbi	2.00	\$294.00	\$588.00	Finalized draft PV motion for SJ
	12/28/10		2.00			Finalized draft PV motion for SJ and sent to A. Ripa for review
5		Jason Idilbi		\$294.00	\$588.00	
5	1/7/2011	Jason Idilbi	5.25	\$294.00	\$1,543.50	Revise memorandum and send to R. Malone
5	1/13/2011	Jason Idilbi	1.50	\$294.00	\$441.00	Revise memorandum per R. Malone edits
			4.75			Revised memorandum per R. Malone edits; sent to D. H.
5	1/18/2011	Jason Idilbi		\$294.00	\$1,396.50	D and client for review

Phase 5 Totals	34.00	\$9,996.00
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5	12/2/2010	Ryan Malone	3.00	\$522.00	\$1,566.00	Review pleadings and begin outline of summary judgment motion.
5	1/12/2011	Ryan Malone	3.50	\$522.00	\$1,827.00	Edit summary judgment motion.
5	3/4/2011	Ryan Malone	1.00	\$522.00	\$522.00	Analyze reply and discuss with team.
			2.00			Outline reply and meet with team regarding same.
5	3/8/2011	Ryan Malone		\$522.00	\$1,044.00	
5	3/10/2011	Ryan Malone	2.00	\$522.00	\$1,044.00	Revise draft reply.
5	3/14/2011	Ryan Malone	3.00	\$522.00	\$1,566.00	Revise and edit reply.
			2.00			Outline plan for settlement discussions; review cases.
5	3/22/2011	Ryan Malone		\$522.00	\$1,044.00	
			1.50			Outline potential testimony and analyze strategy for possible settlement, summary judgment, trial issues.
5	4/29/2011	Ryan Malone		\$522.00	\$783.00	
5	6/9/2011	Ryan Malone	8.00	\$540.00	\$4,320.00	Travel to Norfolk; prepare for status conference with A. Ripa.
			9.25			Preparation for and attend status conference; travel from Norfolk to DC.
5	6/10/2011	Ryan Malone		\$540.00	\$4,995.00	

Phase 5 - Summary Judgment Proceedings

5	6/20/2011	Ryan Malone	1.00	\$540.00	\$540.00	Outline supplemental memorandum.
			1.00			Review research on fees; read cases; revise supplemental memorandum and analyze state affidavit.
5	6/27/2011	Ryan Malone		\$540.00	\$540.00	

Phase 5 Totals	37.25	\$19,791.00
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5	1/18/2011	Sheryl Beauregard	1.50	\$161.00	\$241.50	Cite check and reformat citations for Summary Judgment Memo.
5	1/19/2011	Sheryl Beauregard	0.75	\$161.00	\$120.75	Draft letter to Clerk, prepare Pro Hac motion for filing. Prepare associated documents; forward Pro Hac to Court for processing.
5	1/21/2011	Sheryl Beauregard	0.25	\$161.00	\$40.25	Receipt and review filed Pro Hac, forward for file.
5	1/27/2011	Sheryl Beauregard	2.25	\$161.00	\$362.25	Proofread, citecheck, quote check, and Shepardize Summary Judgment documents.
			3.75			Review and update draft withdrawal documents. Review summary judgment document for plaintiff and defendant, begin to gather referenced documents in advance of oral argument.
5	3/23/2011	Sheryl Beauregard		\$161.00	\$603.75	Pull all authorities and documents cited in plaintiff and defendant summary judgment briefs, prepare reference binders in preparation for oral argument.
5	3/24/2011	Sheryl Beauregard		\$161.00	\$1,167.25	
5	6/29/2011	Sheryl Beauregard	1.00	\$166.00	\$166.00	Cite check Supplemental Memorandum, log onto ECF and verify credentials for filing. Arrange for filing of documents.

Phase 5 Totals	16.75	\$2,701.75
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	Total Hours	Total Fee
Phase 5	163.45	\$60,370.30

EXHIBIT F

Costs & Expenses

Date	Description	Amount
2/3/2010	Filing Fee - Paid to: Clerk - U.S. District, Court-Filing Fee	\$350.00
3/19/2010	Miscellaneous - Paid to: Clerk - U.S. District, Court-Pro Hac Vice Application Fee	\$100.00
4/8/2010	Court Fees - Paid to: Clerk, U.S. District, Court, E. District of VA-Pro Hac Vice, Application Fee	\$50.00
4/29/2010	Court Fees - Paid to: Clerk of Court-Pro Hac, Vic Fee	\$50.00
4/30/2010	Filing Fee - Paid to: City of Norfolk Sheriff's, Office; Civil Service Fee.	\$12.00
4/30/2010	Civil Service fee - Paid to: C.T. Woody Jr.-, Sheriff of City of Richmond	\$12.00
4/30/2010	Service of Process - Paid to: C.T. Woody Jr.-, Sheriff of City of Richmond	\$12.00
6/9/2011	Car to Norfolk, VA - Niyati Shah	\$48.02
6/9/2011	Gas - Niyati Shah	\$22.98
Total Costs & Expenses		\$657.00

Project Vote Costs & Expenses	\$71.00
Ropes & Gray Costs & Expenses	\$586.00