

explained in the accompanying Memorandum of Law and in the Memorandum of Law submitted in support of Plaintiffs' First Fee Motion (Doc. # 65), Plaintiffs are entitled to these fees and expenses as prevailing parties in an action brought pursuant to 42 U.S.C. § 1983 (1996).

3. My affidavit, submitted in support of the First Fee Motion a) supported Plaintiffs' motion and the accompanying Affidavit of Susan Buckley (the "Buckley Affidavit"), b) generally described the firm of Frost Brown Todd LLC, c) advised the Court of counsels' qualifications as Ohio counsel in this action, and d) set forth the work performed and the fees and expenses incurred by Frost Brown Todd LLC in this litigation prior to the appeal.

4. The purposes of this affidavit are a) to describe the work Frost Brown Todd attorneys performed since the filing of the First Fee Motion, and b) to set forth the total amount of fees, expenses and disbursements incurred by Frost Brown Todd since the filing of the First Fee Motion.

5. The work performed and expenses incurred in connection with the appeal in this case are detailed below. The contemporaneous line-item billing summaries setting forth attorney's daily time records in connection with this appeal are included as Exhibit A (reflecting work performed from January 1, 2007 through June 30, 2007).

TIMEKEEPER	HOURS	RATE*	AMOUNT
Richard M. Goehler (RMG) (partner)	20.8	\$350.00	\$7,280.00
Julie Pfeifer (J P) (paralegal)	.2	\$90.00	\$ 18.00
Total	30.0		\$7,298.00

(*reflects standard rates for Frost Brown Todd LLC which became effective on January 1, 2007)

6. The work performed and expenses incurred in connection with the preparation of this motion in this case are detailed below. The contemporaneous line-item billing summaries setting forth attorney's daily time records in connection with the preparation of this motion are included as Exhibit B (reflecting work performed from July 1, 2007 to date).

TIMEKEEPER	HOURS	RATE*	AMOUNT
Richard M. Goehler (RMG) (partner)	5.7	\$350.00	\$1,995.00
Julie Pfeifer (J P) (paralegal)	4.5	\$90.00	\$ 405.00
Total	10.2		\$2,400.00

(*reflects standard rates for Frost Brown Todd LLC which became effective on January 1, 2007)

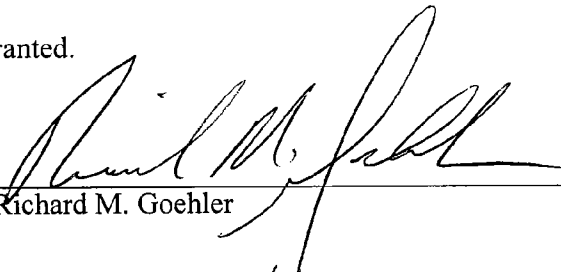
7. All of the fees sought in connection with this motion and the First Fee Motion have been billed to the clients in full with the exception of the fees and expenses incurred in connection with the preparation of this motion.

8. In my opinion, the sum of \$7,298.00 (January –June 2007), requested as the Frost Brown Todd LLC component of an attorneys' fees award, represents a reasonable fee for the services rendered by Frost Brown Todd LLC in the circumstances in the appeal in this case. In addition, the sum of \$2,400.00 (July 2007), represents a reasonable fee for the services rendered by Frost Brown Todd LLC in connection with the preparation of this motion.

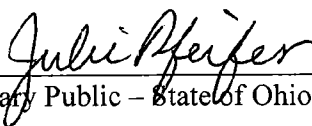
9. As set forth in the Second Buckley Affidavit, paragraph 20, the fee component for the attorneys at Cahill Gordon & Reindel LLP has been calculated using rates comparable to those prevailing in Cincinnati, Ohio for attorneys of like experience and expertise based on information supplied by me to Ms. Buckley. Specifically:

- Under FBT's 2007 rates, a comparable rate for a 20-year litigation partner would be in the range of \$390-\$400 per hour as applied to Ms. Buckley;
- Under FBT's 2007 rates, a comparable rate for a 7th year litigation associate would be \$225 per hour as applied to Brian Markley;
- Under FBT's 2007 rates, a comparable rate for a 4th year litigation associate would be in the range of \$205-\$215 per hour as applied to Kayvan Sadeghi.

WHEREFORE, I respectfully submit that Plaintiffs' second motion for an award of attorneys' fees and expenses in the amounts documented above, and in the Second Affidavit of Susan Buckley, submitted herewith, should be granted.


 Richard M. Goehler

Sworn to before me and subscribed in my presence this 20th day of July, 2007.


 Notary Public - State of Ohio

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JULIE PFEIFER
 Notary Public, State of Ohio
 My Commission Expires February 26, 2012

Exhibit A

ITEMIZED SERVICES

DATE	DESCRIPTION	TMKR	HOURS
01/10/07	(L100.L140) Contact Clerk of Courts for the 6th Circuit Court of Appeals re if Blackwell's appellate brief was filed and follow ups re same.	J P	0.20
01/10/07	(L100.L190) Review Secretary of State's proof brief on the merits in Sixth Circuit appeal; e-mails and follow-ups with S. Buckley re same.	RMG	1.60
01/12/07	(L100.L190) Attention to briefing issues and follow-ups with S. Buckley re same.	RMG	0.90
01/18/07	(L100.L190) Review appellant's brief for discussion with S. Buckley and follow-ups re response to same.	RMG	1.00
01/28/07	(L100.L190) Preparation for proof brief and 6th Circuit schedule re same; follow ups - S. Buckley re same.	RMG	0.90
01/29/07	(L100.L110) E-mails and follow ups with S. Buckley re 6th Circuit briefing issues; follow ups re same.	RMG	1.00
01/30/07	(L100.L120) Follow ups re 6th Circuit briefing procedures re filing final brief in CD-ROM; e-mails with S. Buckley re procedural issues.	RMG	0.90
TOTAL			6.50

ITEMIZED SERVICES

DATE	DESCRIPTION	TMKR	HOURS
02/10/07	(L100.L190) Attention to draft 6th Circuit Brief; e-mails and follow-ups with S. Buckley re same.	RMG	2.50
02/12/07	(L200.L250) Attention to filing of 6th Circuit proof brief.	RMG	1.50
02/17/07	(L100.L190) E-mails with S. Buckley re option to file brief in CD-Rom format; follow-ups re procedural issues.	RMG	0.80
02/22/07	(L100.L120) Attention to motion to withdraw cross-appeal and e-mails with S. Buckley re same.	RMG	1.60
02/23/07	(L100.L190) Attention to Sixth Circuit procedural posture and follow-ups re motion to withdraw cross-appeal.	RMG	0.90
02/27/07	(L100.L190) Attention to notice of appearance re secretary's new counsel from Ohio Attorney General's office; attention to procedural issues re withdrawal of cross-appeal.	RMG	1.00
02/28/07	(L100.L190) Further attention to procedural issues and follow-ups re same.	RMG	0.70
TOTAL			9.00

ITEMIZED SERVICES

DATE	DESCRIPTION	TMKR	HOURS
03/03/07	(L100.L190) Review motion to withdraw filed by attorney Langdon and attention to impact on status of case re same.	RMG	1.00
03/05/07	(L100.L190) Review court's electronic filings re scheduling and procedural posture.	RMG	0.50
03/10/07	(L100.L190) Attention to remaining briefing schedule in Sixth Circuit and issues re same.	RMG	0.90
03/15/07	(L100.L120) Attention to potential strategies re Ohio AG's office and posture of appeal; e-mails with S. Buckley re same.	RMG	1.00
03/30/07	(L100.L120) Telephone conference with S. Buckley re appellate status and strategies re next steps.	RMG	0.30
TOTAL			3.70

ITEMIZED SERVICES

DATE	DESCRIPTION	TMKR	HOURS
04/17/07	(L100.L190) Attention to appellate brief filed on behalf of the Secretary of State.	RMG	0.90
06/28/07	(L100.L110) Attention to Secretary of State's "notice of dismissal" of 6th Circuit appeal; telephone conference with S. Buckley re next steps and procedural issues.	RMG	0.90
TOTAL			1.80

Exhibit B

Time Entry Report

Name Goehler, Richard M.

Report Date 7/19/2007

Report Period 7/1/2007 to 7/18/2007

Date Worked	Client Number	Client Name	Matter Number	Matter Description	Task	Worked Hours
Date : 7/10/2007						
7/10/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L190	1.00
Review Sixth Circuit order dismissing appeal; e-mails and follow-ups with S. Buckley re procedural posture and next steps to renew motion for fees.						
Daily Total						1.00
Date : 7/15/2007						
7/15/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L190	2.30
Review backup information for inclusion in second affidavit in support of motion for fees; review prior pending motion for fees; e-mails with S. Buckley re same and re next steps for filing of second motion for fees; review draft of memorandum in support; follow-ups re same.						
Daily Total						2.30
Date : 7/16/2007						
7/16/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L190	2.40
Draft second motion for attorneys' fees; draft second affidavit in support of same; follow-ups with J. Pfeifer re fee information for affidavit; e-mails with S. Buckley re same.						
Daily Total						2.40
Final Total						5.70

Time Entry Report

Name Pfeifer, Julie

Report Date 7/19/2007

Report Period 7/1/2007 to 7/18/2007

Date Worked	Client Number	Client Name	Matter Number	Matter Description	Task	Worked Hours
Date : 7/13/2007						
7/13/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L110	1.70
Work with accounting department to get invoices for the Goehler affidavit in support of Motion for an award of attorney's fees; Update pleading board and review of prior motion and affidavit filed.						
Daily Total						1.70
Date : 7/16/2007						
7/16/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L110	2.10
Review second motion for an award of attorney's fees and R. Goehler's affidavit; Work with accounting to obtain invoices for relevant time period; Begin calculating attorney's fees from January 2007 until July 2007 for affidavit.						
Daily Total						2.10
Date : 7/17/2007						
7/17/2007	0106684	ABC, Associated Press, CNN, CBS, Fox News, & NBC	0528998	Ohio Exit Polling Litigation	L110	0.70
Work on calculations for the Goehler affidavit, supporting the 2nd motion for award of attorneys fees.						
Daily Total						0.70
Final Total						4.50