

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES  
LITIGATION

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§ Civil Action No. H-01-3624  
§ **(Consolidated)**

§  
§ CLASS ACTION

This Document Relates To:

MARK NEWBY, et al., Individually and On  
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

ENRON CORP., et al.,

Defendants.

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THE REGENTS OF THE UNIVERSITY OF  
CALIFORNIA, et al., Individually and On Behalf  
of All Others Similarly Situated,

Plaintiffs,

vs.

KENNETH L. LAY, et al.,

Defendants.

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**SUPPLEMENTAL DECLARATION OF HELEN J. HODGES IN SUPPORT OF LEAD  
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEY FEES  
(DOCKET NOS. 5815 & 5816)**

I, HELEN J. HODGES, declare as follows:

1. I am a member of Coughlin Stoia Geller Rudman & Robbins LLP (“Coughlin Stoia”), Lead Counsel for Lead Plaintiff in this action. I have been actively involved in the prosecution of this litigation, I am familiar with its proceedings, and have personal knowledge of the matters set forth herein based on my active supervision of and participation in all aspects of the case.

2. From the inception of the *Enron* litigation, I was the primary person charged with making staffing decisions on all of my firm’s securities cases. That is, from that time to the present, I assigned lawyers to securities cases as part of my administrative responsibilities with the firm. In that capacity, I identify staffing priorities and add or remove attorneys working on cases as needed. Because we are a plaintiffs’ firm paid only on a contingency basis – *i.e.*, only if we win – we have consistently maintained “lean” staffing. We simply can’t afford to over-staff cases. Nor can we afford to duplicate work. Unlike most defense firms, our billable hours do not necessarily result in getting paid. We are paid for getting results. And it is in our own self interest to get results with the least outlay of resources in terms of attorney time because we are paying our attorneys as we go.

3. In late 2001 only a few attorneys were assigned to the *Enron* case. As staffing needs escalated in November and December with the filing of a complaint for Amalgamated Bank and the motion to freeze insider trading proceeds, I added attorneys to the case to draft those pleadings. In December 2001 and January 2002 there was a flurry of briefing on the motion to freeze, then lead plaintiff briefing and the motion to preserve evidence held by Arthur Andersen LLP (“Andersen”). *See Amalgamated Bank’s Ex Parte Application for Particularized Expedited Discovery From Defendant Arthur Andersen LLP to Preserve Evidence (Docket No. 119)*. Five attorneys appear on the motion to appoint the lead plaintiff. After the appointment of The Regents of the University of California (“The Regents”) as the Lead Plaintiff, we had a very short time to draft and file the

Consolidated Complaint.<sup>1</sup> It was clear by then that the case would require increased staffing and lawyers were added to the team. Ten attorneys from San Diego appear on the Consolidated Complaint. Once an attorney was assigned to the *Enron* case, in most instances, she/he stayed on the case for the duration. Four of the five lawyers who appeared on the Lead Plaintiff briefing, and seven of the ten on the Consolidated Complaint, remained on the case through fact and expert discovery. In so doing, we had the advantage of “institutional” knowledge and we decreased the amount of time others spent getting up to speed on an ever-burgeoning case. Thus, a “core” group of attorneys worked almost exclusively on the case from the earlier of 2002 or the time they joined the firm. That is demonstrated by the fact that 14 lawyers billed over 6,000 hours each to the case.

4. Only with a solid team of lawyers were we able to draft the Consolidated Complaint in a compressed time period and respond to 41 motions to dismiss, some of which were over 100 pages each, in 30 days. We necessarily divided up the responses to motions to dismiss. We could not afford to have two people doing the same work. We simply had too much to do. The same was true throughout the litigation. As set forth in the Declaration of Helen J. Hodges in Support of Lead Counsel’s Motion for an Award of Attorneys Fees (Docket No. 5818) (“Hodges Declaration”), we were constantly briefing motions as we faced off against an army of defense lawyers.

5. Similarly, when it came to discovery, we divided up the defendants among the attorneys on the team. Here again, we had the benefit of “institutional” knowledge gained by each attorney focusing on a few defendants. Necessarily that meant that only one or two attorneys from our firm were litigating against law firms such as Paul Weiss and Cravath Swaine & Moore, where a large number of lawyers represented one defendant. Where possible and prudent, partners delegated

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<sup>1</sup> All references to the “Consolidated Complaint” refer to the Consolidated Complaint for Violation of the Securities Laws (Docket No. 441).

to associates. When it came to depositions, everyone, from the three partners who ran the case day-to-day to the newest associate, took some. As one would expect, the partners and senior lawyers focused on the senior personnel from the major defendants in depositions.

6. Some objectors complain that we included paralegals, forensic accountants and investigators in our lodestar. Each of these professionals contributed to the successful prosecution of the case. We did not include in lodestar time for secretaries, librarians or others who contributed, even though some of them, such as Paul Howes' assistant, who worked tirelessly to stay on top of the deposition schedule negotiated by the Deposition Scheduling Committee, were invaluable. In addition, we did not include in our lodestar the substantial time spent to code millions of pages of documents and prepare the majority of the deposition binders. We outsourced that work to a consulting firm and the bills for that time were expensed. This is just an example of how we did not "pad" the lodestar as some objectors suggest.

7. All of the professionals identified in the Hodges Declaration Exhibit 1 were essential and integral to the great result obtained. Objectors argue that the hours are "inflated" by contract attorney time. In the middle of intensive document review and depositions, but prior to expert depositions, ten of the contract attorneys, each of whom billed 1,900 or more hours, were added to the team prosecuting the case. They were hired and directly supervised by Coughlin Stoia partner Paul Howes in the Houston trial office. They performed the same tasks that firm associates with their level of experience did. They reviewed and analyzed documents to assist in fact depositions. They researched issues of law for briefs and trial preparation. They pulled documents requested by our experts. They gathered and reviewed information regarding defendants' experts. They took turns attending the Lay/Skilling criminal trial and researched evidentiary issues under the supervision of Roger Adelman, who is a very senior trial attorney brought in to assist in trial preparation. They researched and drafted portions of the pre-trial motions, including the *in limine*

motions. Throughout their time as contract attorneys, they responded to requests for assistance from Paul Howes and from the rest of the “core” team of attorneys who were in San Diego. In other words, they were not just sitting in a room robotically coding documents as some objectors imply. The only difference between them and regular associates with the firm was that they were hired for a limited time – specifically to prepare the *Enron* case for trial.

8. The other contract attorneys with significant time are Jerrilyn Hardaway, Allen Hobbs, Shawn Hays and Ray Mandlekar. The firm hired Jerrilyn Hardaway in 2002 when Paul Howes opened the Houston trial office. Ms. Hardaway was at that time an experienced lawyer, having worked on, among others, the *In re Leasehold Antitrust* case. Ms. Hardaway worked under the direction of Mr. Howes and made significant contributions to the prosecution of the case. She had the idea for, and the know-how to set up, the Web site used for service in this case. She had to convince the other lawyers in the case that it could work and that there would be no risk that their firms’ computer systems would be harmed by using the ESL3624.com Web site. After getting over that hurdle, she convinced the parties to agree to use the Web site for service of briefs and other communications among counsel. The Court signed an order approving the Web site for service and countless trees were saved. Ms. Hardaway also spent numerous days drafting and negotiating what became the Document Depository Order. She, like the ten newer attorneys who came on board in 2005, worked with Mr. Howes and the rest of the attorneys on the team. She played a large role in document review and organization. In addition, she prepared for and took or defended depositions.

9. Shawn Hays and Ray Mandlekar are both senior lawyers and had previously been associates with the firm. Mr. Hays has significant trial experience and was added to the team primarily to take fact depositions. He took 33 fact depositions. *See* Hodges Decl., ¶169 (Deposition Chart on pp. 92-100). In addition, he prepared some of our experts for their depositions and took a number of the defendants’ experts’ depositions. Mr. Mandlekar, an attorney in practice for nine

years, had been an associate with the firm from September 2001 until August 2005 and then rejoined the firm on a contract basis to work on the *Enron* case. Prior to joining the firm initially, he was in solo practice, where he represented plaintiffs in several class action cases. In 2004, while at the firm, he participated in the jury trial of a class action securities fraud case against a Fortune 500 company. Thus, Mr. Mandlekar brought substantial experience in representing plaintiffs in class action cases, and in the trial of securities fraud matters, to the *Enron* team. While working on *Enron*, Mr. Mandlekar evaluated the claims against certain defendants for purposes of settlement discussions and performed substantial work in drafting oppositions to defendants' motions for summary judgment. He also interacted with Andrew Fastow, gathering information supporting Lead Plaintiff's claims. He moved to Houston and was an integral part of the team preparing the case for trial. He drafted the proposed jury instructions and other pre-trial filings.

10. Allen Hobbs was a contract attorney in the New York office of Milberg Weiss. Mr. Hobbs worked on the case in its early stages. He reviewed SEC filings, media reports, the Powers Report and Congressional hearing transcripts. Working with attorneys in San Diego and New York, he analyzed facts regarding the structure of the investment banks as well as anticipated legal issues. Based on his research, he drafted discovery requests to the investment banks and the Enron board of directors and prepared witness files for depositions. He assisted in researching and drafting oppositions to the motions to dismiss. He worked with Mr. Howes and Ms. Hardaway on a document database. He reviewed the record from the *JP Morgan Chase v. Liberty Mutual* case, also known as the "sureties" case, then pending before Judge Rakoff in New York and prepared analyses of the evidence from that case for use in the *Enron* case.

11. In short, each of the attorneys identified as a "contract" attorney was hired by the firm, was supervised by partners, performed tasks appropriate to his/her level of experience and was treated for most intents and purposes like an associate in the prosecution of the case.

12. Our in-house forensic accountants were instrumental in achieving the record recovery. These individuals, all Certified Public Accountants with years of experience in accounting and auditing, applied their knowledge and expertise to assist in drafting the accounting allegations in the Consolidated Complaint and subsequent complaints. They assisted the lawyers in drafting document requests, reviewing documents, analyzing the myriad transactions at issue and preparing for depositions of fact and expert witnesses. In addition, for purposes of settlement discussions, they analyzed the ability to pay of various defendants. Needless to say, the accounting and auditing issues were central to plaintiffs' case. Consequently, these in-house professionals were vital to our prosecution from start to finish.

13. These in-house accountants reviewed Enron's SEC filings and financial records and Andersen's audit workpapers. They explained the application of accounting rules to the complex facts in this case. They identified documents to be used in depositions of Andersen auditors. And they attended some of the depositions to further assist our lawyers. In sum, they were extremely involved in, and necessary for, the successful prosecution of the case.

14. Similar to the in-house accountants, our in-house economic analysts applied their knowledge and expertise for the benefit of the class. They assisted our lawyers in gathering and analyzing information about the numerous securities at issue in the case. Also, from early on, they analyzed the damages suffered by the class. While one objector proclaims that "it doesn't take a \$900 lawyer to figure out the damages were \$60 billion," the Court knows well that damages and related loss causation issues were far from simple in this case.

15. Our document clerks and in-house investigators perform tasks similar to paralegals. They gather and organize data for lawyers at rates that are generally lower than lawyers' rates. Our investigators worked under the direction of lawyers and coordinated efforts with the outside

investigation firm to locate and interview witnesses and review prior case court files for relevant information.

16. As discussed above, the case was not overstaffed with lawyers. That fact is demonstrated by the following examples. We brought in senior partners only as needed for their particular expertise. Patrick J. Coughlin is chief trial counsel for the firm. We consulted him throughout the case primarily on loss causation issues, as he had argued for the plaintiffs in the *Dura* case before the Supreme Court. However, his time and efforts picked up on the case only in the last two years as he focused primarily on trial preparation issues. He also oversaw summary judgment oppositions and briefing on the Rule 23(f) appeal. He presented plaintiffs' argument regarding class certification before the Fifth Circuit. Keith F. Park has specialized in documenting settlements and presenting them for approval for over 25 years. He was the primary drafter of all the settlement documentation in this case. Because of the unique issues raised here due to the PSLRA and other complications, only someone with his experience could represent plaintiffs so expertly. In addition, Mr. Park spent significant time writing and analyzing the plan of allocation that was submitted. Mr. Coughlin's and Mr. Park's biographical information is set forth below.

17. Mr. Patrick J. Coughlin has extensive trial experience, including his well-known work to help end the Joe Camel ad campaign, securing \$12.5 billion for the Cities and Counties of California in a settlement with the tobacco companies. In the 1980s, Mr. Coughlin was an Assistant United States Attorney in the District of Columbia and the Southern District of California, trying dozens of felony cases and a number of complex white-collar fraud matters. During this time, Mr. Coughlin helped try one of the largest criminal RICO cases ever prosecuted by the United States, *United States v. Brown*, Case No. 86-3056-SWR, as well as an oil fraud scheme resulting in a complex murder-for-hire trial, *United States v. Boeckman*, Case No. 87-0676-K. Subsequently, Mr. Coughlin tried a large insurance fraud case against Nationwide and one of the first big securities

cases to go to trial against Apple Computer. More recent trials against California Amplifier and Wells Fargo settled in trial. In the *Enron* matter Mr. Coughlin billed 1,610 hours at a rate of \$750/hour.

18. Mr. Keith F. Park graduated from the University of California at Santa Barbara in 1968 and from Hastings College of Law of the University of California in 1972. He is responsible for the recoveries in more than 1,000 securities class actions, including many where the firm obtained important governance enhancements, including creation of independent directors, the expensing of stock options and mandatory rotation of audit firms, among other successes. In the *Enron* matter Mr. Park billed 3,325 hours at a rate of \$675/hour.

19. Following is a brief description of the work and biographical information on the 14 lawyers, each of whom billed over 6,000 hours to the *Enron* prosecution.

20. William S. Lerach.

(a) Mr. Lerach took a lead role in the prosecution of the *Enron* matter. From the case's inception, Mr. Lerach took a "hand's-on" role, unusual for a lawyer of his seniority and status. Mr. Lerach developed the plan to move for a temporary restraining order ("TRO") to freeze insider trading proceeds, and worked on each of the pleadings filed on that issue. He also provided significant guidance in the lead plaintiff briefing. Critically, it was Mr. Lerach who put pen to paper and drafted, almost entirely on his own, the Consolidated Complaint filed on April 8, 2002. Mr. Lerach directed the investigation, suggested research leads and developed the theory of liability pleaded in the complaint.

(b) Soon after the Consolidated Complaint was filed, he began to write the oppositions to the banks' anticipated motions to dismiss. His argument regarding primary liability, which was supported by the SEC and 33 Attorneys General in *amicus* briefs, was the genesis of the record recovery in this case.

(c) He led all settlement negotiations and mediations for the class. He spent many hours in significant, protracted meetings with defendants. His negotiation skills, coupled with The Regents' direction and input, led to the more than \$7.2 billion in settlements achieved.

(d) Mr. Lerach presented plaintiffs' arguments at the class certification hearing and in a number of other court hearings. He also took an active role in the summary judgment briefing.

(e) Throughout the case Mr. Lerach drafted many of the briefs addressing primary liability under §10(b) of the Securities Exchange Act of 1934 and loss causation-related arguments raised by defendants. Mr. Lerach also worked extensively on the opposition to the Rule 23(f) petition as well as the certiorari petition filed with the Supreme Court.

(f) Mr. Lerach billed 8,513.60 hours in the *Enron* matter at a rate of \$900/hour.

21. Helen J. Hodges.

(a) Beginning in December 2001, I oversaw the operation of the litigation in the San Diego office, attended nearly all court hearings, and reviewed virtually all pleadings prior to filing. I participated in most of the settlement negotiations that took place in the litigation. From July 2002 until the present, I hosted the weekly conference call with lawyers from The Regents' Office of General Counsel and their consultants to discuss the status of the litigation and implement strategy.

(b) I was responsible for matters relating to the bankruptcy case, serving as the primary contact with bankruptcy counsel. I also monitored the MDL docket and appeared before the MDL Panel during the early stages of the litigation. I sought to be on top of what was going on in the various courts so that we were consistent and effective in all venues in representing the class.

(c) I worked on the complaint filed on behalf of The Washington State Investment Board and the class of persons who bought Enron securities during the period from

September 9, 1997 to October 18, 1998, and on later-filed complaints against the Royal Bank of Scotland (“RBS”), the Royal Bank of Canada (“RBC”) and Toronto-Dominion (“TD”). I assisted in documenting the various settlements achieved, often drafting settlement documents and conferring with other partners regarding the terms of the agreements.

(d) I drafted and argued the motion to compel that ultimately resulted in the class having access to the sworn statements bank employees provided to Enron’s bankruptcy examiner.

(e) I coordinated with Paul Howes the assignments of lawyers taking the hundreds of depositions conducted in the case and ran team meetings throughout the litigation. I worked with some of our experts as they prepared their reports and assisted in the preparation of some of our experts for their depositions.

(f) I participated in drafting briefs on class certification and reviewed the voluminous briefs and evidence submitted regarding class certification in preparation for the evidentiary hearing. I also worked on the opposition to the Rule 23(f) petition as well as the certiorari petition filed with the Supreme Court.

(g) As part of my work on the plan of allocation, in July 2007, I sent the proposed plan of allocation to everyone who had objected to prior settlements or expense reimbursement motions, and I sent it to those who had previously indicated an interest in the plan of allocation.

(h) I received a Bachelor of Science degree in accounting from Oklahoma State University in 1979, became a Certified Public Accountant in 1982 and received my Juris Doctor degree from the University of Oklahoma in 1983. Thereafter, I was a staff accountant with Arthur Andersen & Co. and served as the law clerk for the *Penn Square* cases in the Western District of Oklahoma. Since 1987, I have been litigating securities cases, including: *Knapp v. Gomez*, Civ. No. 87-0067-H(M) (S.D. Cal.), in which a plaintiffs’ verdict was returned in a Rule 10b-5 class action; *Nat’l Health Labs*, which was settled for \$64 million; *Thurber v. Mattel*, which was settled for \$122

million; and *Dynegy*, which settled for \$474 million. I billed 11,218.25 hours to the *Enron* matter at \$600/hour.

22. G. Paul Howes.

(a) Mr. Howes led Lead Counsel's investigation into the Enron implosion, spending months interviewing witnesses across the country during the early days of the case. He provided highlights of substantive interviews and specific details to Mr. Lerach and other lawyers for use in the asset-freeze briefing and hearing, as well as for the Consolidated Complaint filed in April 2002. Mr. Howes participated in the deposition of engagement-team leader David Duncan regarding Andersen's document destruction, followed on successive days by a number of other former Andersen witnesses.

(b) He was responsible for opening and managing the day-to-day operations of the Houston trial office. He defended over 20 proposed class representatives at their depositions and spent extensive time with each representative, educating them about the case and its particulars. Mr. Howes also spent considerable time as a member of the Deposition Scheduling Committee, handling all matters relating to the scheduling and logistics of two deposition centers and hundreds of depositions. He played a key role in the development of a deposition protocol, which governed the deposition process as well as a cost-sharing plan between plaintiffs and defendants.

(c) Mr. Howes also coordinated our ongoing massive document review and coding process. He oversaw coding teams who were tasked with reviewing the documents for each witness and creating a binder that was prepared for each examining attorney. Mr. Howes took dozens of depositions in the case, participated in all court hearings and spent considerable time keeping The Regents up to speed on all aspects of the litigation. He worked on certain matters related to settlement and had extensive responsibility for plaintiffs' experts, including experts on disclosure and investment banking, among others. Mr. Howes cross-examined defendants' expert

during the class certification hearing and worked on all matters related to pre-trial efforts, including overseeing the preparation of trial segment binders and managing the large team in Houston's document review, analysis and subsequent reports.

(d) After Marine Corps service in Vietnam, Mr. Howes received his Bachelor of Arts degree with distinction from the University of New Mexico, and was elected to Phi Beta Kappa and Phi Kappa Phi. He received his Juris Doctor degree and Masters in Public Administration from the University of Virginia. He served as a Special Assistant to the Director of the FBI, Judge William H. Webster and then as a law clerk to Judge Roger Robb, United States Circuit Court of Appeals for the District of Columbia Circuit. He is a member of the New Mexico, District of Columbia and California Bars. Mr. Howes billed 14,920.25 hours to the *Enron* matter at a rate of \$650/hour.

23. James I. Jaconette.

(a) Mr. Jaconette has been on the *Enron* case since October 2001, even prior to the Company's bankruptcy. His work touched on nearly all aspects of the litigation. His fullest supervisory and primary working responsibilities were in the following areas: (i) briefing, (ii) advancement of all aspects of the action against JP Morgan Chase & Co. ("JPMC"), (iii) advancement of the action against Merrill Lynch, including preparation for trial, (iv) audit- and Andersen-related issues, including discovery, trial preparation, and the impact of such issues on advancement of the case against the bank defendants, and (v) the drafting of initial and amended complaint allegations against certain bank defendants and law firm defendants.

(b) He had a lead role in moving to freeze insider trading proceeds of Enron insiders, and had primary responsibility for much of the briefing related to the appointment of Lead Plaintiff. Mr. Jaconette worked closely with Mr. Lerach and others on the Consolidated Complaint and subsequent briefing related to defendants' various motions to dismiss.

(c) In terms of discovery, Mr. Jaconette led much of the bank-related paper discovery, participating in the drafting of interrogatories and document requests. He worked on all major discovery-related motions, including motions to compel. Mr. Jaconette was the primary attorney charged with leading the case against JPMC. To that end, he took a number of depositions of key bankers and developed much of the strategy in relation to that defendant. After the settlement between JPMC and Lead Plaintiff, Mr. Jaconette took a central role in the case against Merrill Lynch, taking a number of depositions and outlining the firm's strategy in terms of that defendant.

(d) Additionally, Mr. Jaconette was the primary partner overseeing and drafting many of the briefs filed throughout the litigation, including summary judgment motions. As the case neared trial, Mr. Jaconette focused his efforts on expert discovery, taking a number of expert depositions and assisting in the preparation of plaintiffs' expert reports and depositions. He also worked on various motions *in limine* and participated in nearly all major litigation decisions.

(e) Mr. Jaconette has litigated securities class actions and corporate governance/merger and acquisition-related actions since 1995. Mr. Jaconette attended San Diego State University, receiving his Bachelor of Arts degree with honors and distinction in 1989 and his M.B.A. in 1992. In 1995, Mr. Jaconette received his Juris Doctor degree, *cum laude*, from Hastings College of the Law, University of California, San Francisco. Mr. Jaconette was the Mortar Board Vice President from 1988-89, a member of the *Hastings Law Journal* from 1993-94, and Associate Articles Editor for same from 1994-95. Mr. Jaconette authored *The Fraud-on-the-Market Theory in State Law Securities Fraud Suits*, *Hastings L. J.*, Vol. 46, Aug. 1995. In 1993, Mr. Jaconette served as law clerk to the Honorable Barbara J. Gamer, and in 1994 as extern to the Honorable William H. Orrick, Jr., District Judge. In the *Enron* matter he billed 14,433.01 hours at a rate of \$515/hr.

24. Anne L. Box.

(a) Ms. Box began working on the *Enron* case in November 2003 when she joined the firm. She engaged in numerous meetings with the bank defendants regarding all aspects of discovery and had significant responsibility for ensuring documents were produced in response to Lead Plaintiff's requests. She also was the point person in handling requests for admission that were served on Canadian Imperial Bank of Commerce ("CIBC") and wrote a motion to compel regarding CIBC's failure to properly respond. Ms. Box worked on a variety of pleadings, including various oppositions to motions to dismiss, class certification and motions to intervene.

(b) She took a lead role in more than a dozen depositions, including witnesses from Citigroup, Merrill Lynch, CIBC, Vinson & Elkins ("V&E"), JPMC and others. She also was the primary attorney responsible for pursuing the case against RBS and RBC.

(c) As the case neared trial, Ms. Box worked compiling materials for trial against Merrill Lynch, Jeffrey Skilling, Richard Causey and Richard Buy. Ms. Box also assisted our rating-agency expert, Professor Hill, and our accounting expert, Charlie Drott, in preparing their reports. Ms. Box deposed a number of experts, including Robert Comment, Lee Dewey, Michael Barclay and Christopher Kearns. She also assisted Patrick Coughlin in drafting the Trial Plan. Ms. Box was later assigned the task of preparing the case against Barclays for trial, which involved a comprehensive review of all Barclays-related or relevant documents and deposition testimony.

(d) She graduated from the University of Tulsa with a Bachelor of Science degree in Economics in 1985, and received a Juris Doctor degree in 1988. While in law school, she was the Articles Editor for the *Energy Law Journal* and won the Scribes Award for her article *Mississippi's Ratable-Take Rule Preempted: Transcontinental Gas Pipeline Corp. v. State Oil and Gas Bd.*, 7 Energy L.J. 361 (1986). From 1988-91 she was an Associate Attorney in the Energy Section of Jenkins & Gilchrist, P.C. in Dallas, Texas. In 1991 she became an Assistant District Attorney in Tarrant County, Texas, where she tried over 80 felony cases to verdict. Ms. Box was elevated to

Chief Prosecutor in 1998. Ms. Box was admitted to the State Bar of Texas in 1989 and the State Bar of California in 2003. Ms. Box billed 7,867 hours in the *Enron* matter at a rate of \$600/hr.

25. John A. Lowther.

(a) Mr. Lowther has been involved in the case since its inception. He played a central role in the decision to seek a TRO to freeze more than \$1+ billion in insider-trading proceeds. Mr. Lowther had primary responsibility for drafting several briefs to halt further evidence spoliation by Andersen. He played an important role in researching and writing oppositions to defendants' myriad motions to dismiss.

(b) Mr. Lowther was responsible for drafting document-discovery requests and conducted many meet-and-confers with the banks. Mr. Lowther also worked closely with named plaintiffs and assisted them in responding to defendants' discovery and aided in preparing some proposed representatives for deposition. He worked on a number of important pleadings, including a motion to compel against Citigroup. Mr. Lowther spent significant time in Houston coordinating with the coding staff and reviewing the sufficiency of the document-production responses.

(c) Mr. Lowther was tasked with working on the case against CIBC and Credit Suisse First Boston ("CSFB"). He took a lead role in numerous depositions of various high-level bank employees. He was also directly involved in drafting several summary-judgment oppositions, starting with our opposition to V&E's motion. As the trial date neared, Mr. Lowther was tasked with writing several motions *in limine* and assisted with our omnibus *Daubert* challenge to defendants' experts.

(d) Mr. Lowther earned his undergraduate degree from the State University of New York at Stony Brook in 1995 and his law degree from the University of San Diego School of Law in 1999. Mr. Lowther was Executive Editor of the *San Diego Law Review*, authored *Personal Jurisdiction and the Internet Quagmire: Amputating Judicially Created Long-Arms*, 35 San Diego L.

Rev. 619 (1998), and interned for the Honorable Leo S. Papas, United States Magistrate Judge, Southern District of California. Mr. Lowther is admitted to the California Bar. Mr. Lowther billed 10,183.25 hours in the *Enron* matter at a rate of \$485/hr.

26. James R. Hail.

(a) Mr. Hail began work on the *Enron* matter in November 2001. He took part in early briefing that sought to freeze defendants' insider trading proceeds. He also assisted in drafting portions of the Consolidated Complaint and investigated the various Enron-related securities offerings, such as Yosemite, Marlin, and Osprey, their connection to Enron, their amounts and terms, and prospective defendants. Mr. Hail worked on numerous oppositions to motions to dismiss and reconsideration motions as well as taking the lead role in responding to defendants' requests for document production and interrogatories. He worked with The Regents and named plaintiffs to prepare for depositions and document production. Mr. Hail also drafted our mediation-statement sections on JPMC and CSFB, and reviewed documents and testimony from the congressional hearings on Enron and the JPMC-Mahonia trial in New York, conferring with counsel for the sureties about producing deposition transcripts of their employees.

(b) Mr. Hail took or participated in numerous depositions, including those of former Enron board members, various bankers and ratings agencies. He also worked with Lead Plaintiff's expert witnesses in the creation of their reports and assisted in preparing the case against certain former Enron directors. He also took the deposition of certain defense experts.

(c) Mr. Hail later worked extensively in preparing the case against CSFB for trial. He took a lead role in drafting a response to CSFB's summary-judgment motion and spent significant time gathering and analyzing materials for use in possible trial against CSFB.

(d) Mr. Hail received his Bachelor of Arts degree from UCLA in 1992 and his Juris Doctor degree, *cum laude*, from Southern Methodist University in 1997. Mr. Hail is a member

of the California and Texas Bars. Mr. Hail billed 10,903.75 hours to the *Enron* matter at a rate of \$505/hour.

27. Alexandra S. Bernay.

(a) Ms. Bernay began working on the *Enron* matter in December 2001. She worked on various aspects of motions intended to freeze insider trading proceeds of a number of Enron insiders and several *ex parte* applications seeking particularized expedited discovery from Andersen to preserve evidence. She also worked extensively on the lead plaintiff briefing as well as on the Consolidated Complaint and subsequent oppositions to defendants' motions to dismiss. She also worked on later-filed actions against TD and Goldman Sachs & Co. ("Goldman"), with the primary drafting responsibility for the opposition to dismiss Goldman and Milbank Tweed.

(b) Ms. Bernay was the primary attorney tasked with litigating the case against Barclays. She reviewed hundreds of thousands of pages of documents produced by Barclays and was lead lawyer from Lead Counsel's firm on the vast majority of the Barclays depositions. Ms. Bernay took more than a dozen depositions of other non-Barclays witnesses as well. She also had primary responsibility for all briefing related to Barclays, including summary judgment and responding to Barclays' motion for judgment on the pleadings, among other pleadings

(c) She also had responsibility for litigating the plaintiffs' §11 claims against Goldman, which included extensive motion practice and a number of depositions. Ms. Bernay was charged with handling certain issues related to the Foreign Debt Securities. She responded to several motions filed by the Conseco plaintiffs and was responsible for drafting several motions to intervene plaintiffs who had purchased various Foreign Debt Securities. Ms. Bernay was the primary attorney assigned to draft Lead Plaintiff's response to the various oppositions to class certification both in 2002 and later in 2006. She also took a number of expert depositions and drafted several motions *in limine*.

(d) Ms. Bernay received her Juris Doctor degree in 2000 from the University of San Diego School of Law, where she graduated *magna cum laude* and Order of the Coif. While at the University of San Diego, Ms. Bernay served as a Comments Editor for the *San Diego Law Review*. Ms. Bernay's practice focuses primarily on the prosecution of complex securities cases. Ms. Bernay billed 10,781.50 hours to the *Enron* matter at a rate of \$460/hr.

28. Matthew P. Siben.

(a) Mr. Siben began work on the *Enron* matter in the Spring of 2002, drafting sections of the Consolidated Complaint. He worked on numerous oppositions to defendants' motions to dismiss, including conducting important research regarding primary liability under §10(b). Mr. Siben also wrote the motion to keep this case open to the public – the successful Public Proceedings Brief. Mr. Siben was tasked with significant drafting responsibility for many pleadings, including the original motion for class certification, oppositions to numerous motions to dismiss, and various oppositions to motions for reconsideration, among others. He wrote our opposition to TD's and RBS's dismissal motions and our January 2006 opposition to TD's supplemental memorandum of law.

(b) In terms of discovery, Mr. Siben was responsible for pursuing discovery from ratings agencies as well as conferring with both Deutsche Bank and Citigroup concerning their discovery responses. Mr. Siben was primarily tasked with the case against Citigroup. He took numerous depositions of Citigroup's bankers. When the case against Citigroup settled, he turned to running the case against Deutsche Bank, taking more than a dozen depositions. The case against Deutsche Bank resulted in tremendous motion practice, where the issue of Deutsche Bank's primary liability under §10(b) was briefed in several rounds spanning four years. Mr. Siben assisted in all class certification briefing as well as in briefing related to various defendants' motions for judgment on the pleadings.

(c) Mr. Siben worked with plaintiffs' experts in preparing their reports and took the depositions of several of the defendants' experts. Because of the tax issues raised by the Deutsche Bank transactions, Mr. Siben became versed in the various intricacies of tax law. He also assisted in researching, drafting and preparing for the oral argument on the class certification appeal.

(d) Mr. Siben graduated *summa cum laude* from the University of California, Santa Barbara, in 1996 with a Bachelor of Arts degree in Environmental Studies. Mr. Siben received a Juris Doctor degree from Harvard Law School, *cum laude*, in 2000. Mr. Siben billed 7,784 hours to the *Enron* matter at a rate of \$460/hr.

29. Robert R. Henssler, Jr.

(a) Mr. Henssler began working on the *Enron* case in February 2002. He conducted significant research and assisted in responding to defendants' initial motions to dismiss in 2002. He assisted in drafting plaintiffs' oppositions to their motions for reconsideration and for 1292(b) certification and worked on various discovery-related matters. Mr. Henssler was responsible for drafting the opposition to defendants' motion to strike the Washington State Investment Board ("WSIB") complaint, which was filed after the enactment of Sarbanes-Oxley. He assisted in drafting the reply to defendants' opposition to class certification and had primary responsibility for drafting the opposition to the bank defendants' motion to dismiss the WSIB complaint. Mr. Henssler also worked extensively on the cases against TD, RBS and RBC.

(b) When depositions began, Mr. Henssler primarily focused on the case against Merrill Lynch. He took more than a dozen depositions of Merrill Lynch personnel and was also responsible for taking depositions of a number of other Enron-related witnesses. He also drafted Lead Plaintiff's motion for partial summary judgment against Merrill Lynch. Later, Mr. Henssler was part of the small team that litigated the case against Goldman, taking depositions, conducting meet-and-confers and reviewing voluminous materials defendants produced. While drafting our

opposition to Merrill Lynch's summary-judgment motion, he drafted a motion to compel Goldman to respond to interrogatories, which the Court granted. Mr. Henssler had significant responsibility for the pre-trial organization and management of the Merrill Lynch case. He spent significant time reviewing documents and testimony and organizing it for trial, reviewing depositions and testimony from the various criminal trials, and finalizing our exhibit and witness lists. He also drafted several motions *in limine* and drafted oppositions to four motions *in limine* filed by the banks.

(c) Mr. Henssler is a member of the California Bar and is admitted to practice before the United States District Courts for the Northern, Central and Southern Districts of California. He received his Bachelor of Arts degree in Communications from the University of New Hampshire in 1997. He received his Juris Doctor degree from the University of San Diego in 2001. Mr. Henssler left the firm in May 2007. He billed 10,624.85 hours to the *Enron* matter at a rate of \$445/hour.

30. Regina M. Ames.

(a) Ms. Ames joined the litigation team in January 2004. Ms. Ames primarily focused on the case against Barclays. She reviewed thousands of documents and prepared for and participated in a number of depositions of Barclays' current and former employees. She also participated in depositions of former Enron employees, directors, and an officer of the Company, Andersen engagement-team members, V&E attorneys, an equity analyst, and a McKinsey consultant.

(b) Ms. Ames was involved in various discovery tasks, including meet-and-confers with bank and individual defendants, document review and analysis and the drafting of various motions to compel. She also worked on a number of pleadings, including oppositions to TD's and RBS's motions to dismiss, and the reply to Deutsche Bank's reconsideration motion. She also assisted in drafting the opposition to Barclays' judgment-on-the-pleadings motion and

supplemental responses to defendants' oppositions to class certification. Ms. Ames was also responsible for drafting various research memos and drafting the internal Barclays key evidence binder, selecting the corroborating hot documents and deposition excerpts. She also worked to prepare certain of plaintiffs' experts for deposition, assisted in the interview process of Mr. Fastow and drafted various motions *in limine* and responses.

(c) Ms. Ames earned her Bachelor of Arts degree in Political Science at the University of California at Berkeley where she graduated with distinction. She received her Juris Doctor degree from U.C. Hastings College of the Law. While in law school, Ms. Ames was awarded a Certificate of Excellence in Moot Court and was a Public Interest Law Scholar. Ms. Ames was also on the *Dynegy* litigation team which recovered \$474 million for the company's investors. She is a member of the California Bar and is admitted to practice in the Central and Southern Districts of California and the U.S. Court of Appeals for the Ninth Circuit. Ms. Ames billed 6,172.50 hours to the *Enron* matter, at a billing rate of \$385/hour.

31. Katherine C. Splan.

(a) Ms. Splan first began work on the *Enron* matter in the summer of 2003, as a summer associate. After law school graduation, she resumed her work on the *Enron* case in September 2004, focusing primarily on JPMC. She assisted in the depositions of more than a dozen JPMC witnesses, reviewing voluminous materials related to the witnesses, including prior testimony. She was also charged with drafting deposition questions. She also prepared a summary of each deposition attended, which highlighted key testimony.

(b) As part of her work litigating the case against JPMC, she prepared third-party document subpoenas to several pipeline companies that JPMC used to execute the prepay transactions, and assisted in drafting document requests to Mourant du Feu & Jeune, the overseas law firm that helped the bank effectuate the prepays.

(c) She was also tasked with various research and writing tasks, including helping to draft parts of the Merrill Lynch and CIBC summary judgment motions, the reply to the banks' opposition to Frankfurt Trust's motion to intervene, and other related briefing. She also participated in depositions of a number of former Enron employees.

(d) Ms. Splan also worked to prepare the trial-segment binder outlining the case against JPMC, and gathered evidence that linked Skilling and Lay to the fraudulent JPMC prepay transactions. She was also charged with preparing discovery for RBC, RBS and TD. She created, for each bank, a potential witness list and hot-docs chronology for use in deposition preparation and began summarizing the Examiner's sworn statements from RBC and TD employees, incorporating key testimony and exhibits into her hot-docs chronology. She participated in expert discovery, helping to prepare senior attorneys to take a number of critical depositions.

(e) Ms. Splan earned her Bachelor of Arts degree in Business Administration from the University of Utah in 2000, and her Juris Doctor degree in the Business Law Program from the University of California at Los Angeles School of Law in 2004. Ms. Splan billed 6,123.20 hours to the *Enron* matter at a rate of \$270/hour.

32. Shawn M. Hays.

(a) Mr. Hays was assigned to assist in the *Enron* litigation in late 2003. He worked on certain motion to dismiss oppositions and created summaries of the evidence for use in further discovery. Mr. Hays took dozens of depositions in the *Enron* matter, including some of the primary bankers at Merrill Lynch, CSFB and other bank defendants. He also drafted many of the questions used at depositions where the witness asserted the Fifth Amendment. In order to prepare for these depositions, Mr. Hays studied voluminous documents and evidence produced in the litigation.

(b) To prepare for trial, colossal amounts of material were first summarized, then simplified, and finally selected for use. Mr. Hays was very active in reviewing the fact-discovery material and producing summaries and analyses for use in expert-witness discovery and trial preparation.

(c) Mr. Hays worked extensively with a number of plaintiffs' experts and prepared for and defended the depositions of our expert witnesses Joel Finard and Dr. Blaine Nye. He also prepared for and attended the defense expert depositions of Frank Graves, Richard Leisner and William Schwert.

(d) Once expert discovery was completed, he began working on trial preparation and preparing for depositions involving RBC in July and August 2006. He was also involved in the preparation for Mr. Fastow's deposition in October 2006.

(e) As trial neared, Mr. Hays focused on final trial preparation, primarily working on the case against CSFB. He reviewed deposition transcripts and exhibits and selected portions of the deposition testimony to be designated for trial use and selected our exhibits.

(f) Mr. Hays graduated from Kearney State College in 1985, *summa cum laude*, and graduated from Harvard Law School in 1988. Now in his 20th year of practice, Mr. Hays has conducted more than 20 jury trials. He was lead trial counsel for two class action cases that went to jury verdict. During the *Enron* matter, Mr. Hayes billed 6,109.75 hours at a rate of \$500/hour.

33. Jerrilyn Hardaway.

(a) Ms. Hardaway was hired to work on the *Enron* case in March 2002. Ms. Hardaway worked in the Houston trial office and was primarily responsible for matters related to the massive amount of data produced in the litigation. She worked to estimate the amount of data for review and proposed a plan to house that data. She worked with vendors and counsel for other parties in the litigation to establish a document depository, which would have to be capable of

handling millions of pages of paper or multiple terabytes of data. She also had a lead role in drafting an order detailing procedures for document production. The Order Establishing Document Depository was entered October 31, 2002, as a result of many months' work.

(b) Ms. Hardaway created and maintained the ESL Web site, which allowed for a common repository of all documents filed with the Court, as well as additional communications among the parties that were not filed with the Court. Once documents were uploaded, a notification email was forwarded to all registered parties, which served as substituted service. As of August 21, 2006, there had been more than 16,670 documents posted. Ms. Hardaway also constructed databases for review by teams of forensic accountants and attorneys. After the databases were constructed, searches for specific transactions and parties and personnel involved in those transactions were performed and the forensic accountants, attorneys and a number of experts were able to analyze the details of the transactions and determine the role of the individuals involved. Armed with this information, attorneys and consultants would construct binders for each of the depositions. Ms. Hardaway supervised two teams of data entry and coding staff, in addition to her other duties. She also created a file-transfer-protocol (FTP) site where documents for each deposition could be uploaded by the questioning party before the deposition. Counsel who chose to provide documents via the FTP site did not have to provide paper copies of those documents to counsel who were present at the deposition.

(c) She also assisted in the preparation of numerous depositions of fact witnesses and class representatives, took a number of depositions and worked with plaintiffs' experts on their various reports.

(d) Ms. Hardaway graduated from Texas A&M with three undergraduate degrees in English, Psychology and Applied Mathematics. She was a Fulbright Scholar, studying Italian architecture and writing a prize-winning article on international trade relations. She graduated in

1993 from the University of Houston Law Center, where she was a member of the *Houston Journal of International Law*. After law school Ms. Hardaway worked on several complex antitrust cases, including *In re: Lease Oil Antitrust Litigation*, MDL No. 1206, in the Southern District of Texas, Corpus Christi Division. Ms. Hardaway billed 12,316.75 hours to the *Enron* matter at a rate of \$425/hour.

34. Several experienced attorneys – James Baskin, John Pierce and Roger Adelman – were brought onto the litigation team as trial approached. They worked primarily in the Houston trial office and helped guide the litigation strategy with an eye towards trial.

35. James Baskin.

(a) Mr. Baskin primarily worked on the case against Merrill Lynch, but also took a lead role in unraveling certain of Enron’s most complex transactions, including the Raptor deals. Mr. Baskin directed a number of pre-trial projects all aimed at simplifying the case for the jury. Mr. Baskin assisted plaintiffs’ experts in the preparation of their reports and took and defended a number of depositions.

(b) Mr. Baskin has practiced trial law for 30 years, with a special focus on complex business, corporate and securities cases. He earned his law degree from the University of Texas in 1978 and was admitted to practice in California that same year. He is also admitted to practice in Texas. Mr. Baskin has tried cases involving, among other things, federal securities claims, corporate governance and finance, fiduciary duty issues, banking, oil and gas, partnership issues and electronic commerce.

(c) He has acted as senior trial counsel in a number of complex business matters, including most prominently securities and ERISA class actions and shareholder derivative cases. He has also frequently been asked by other attorneys to associate into cases to help prepare and try them. In addition to his role in the *Enron* litigation, he previously was involved in a leadership role

in cases such as *In re Dynegy Inc. Securities Litigation* (settled shortly before trial for \$474.5 million); *In re Global Crossing ERISA Litigation* (settled for approximately \$78 million); *Long v. Wells Fargo* (private securities action – sealed multimillion dollar settlement during trial); and *In re Broadwing ERISA Litigation* (settled for \$12 million). Mr. Baskin billed 4,906.75 hours in the *Enron* matter at a rate of \$625/hour.

36. John Pierce.

(a) Mr. Pierce took a lead role in prosecuting the case against V&E. He worked extensively opposing the summary judgment motion filed by the law firm and took the depositions of the majority of V&E's experts. Mr. Pierce was also tasked with assisting in readying the case against Barclays for trial. He provided significant guidance and direction to the litigation team, directing the attorneys assigned to that bank on various evidentiary and trial-specific matters.

(b) Mr. Pierce received his Bachelors of Science in Economics, with distinction, from Purdue University in 1980, and his Juris Doctor from the University of Texas School of Law in 1984. Mr. Pierce is admitted to practice in Maryland (2002), the District of Columbia (2001), Virginia (1999), Illinois (1986), and California (1985). He is a member of the William B. Bryant American Inn of Court, served as editor of *The White Collar Crime Committee Report* for the Criminal Justice Section of the American Bar Association, and a member of The American Society of International Law. Prior to opening The Pierce Law Group, Mr. Pierce served as Assistant United States Attorney for 14 years in San Diego, California, Washington, D.C. and Alexandria, Virginia, handling a wide variety of prosecutions from healthcare and other complex frauds to organized crime to homicides. As an Assistant United States Attorney he conducted more than 70 trials in several jurisdictions, coordinated international investigations and extraditions, presented hundreds of investigations to grand juries, and briefed and argued appeals. Mr. Pierce billed 3,316.65 hours in the *Enron* matter at a rate of \$650/hour.

37. Roger Adelman.

(a) Mr. Adelman was added to the *Enron* trial team to oversee and manage all evidentiary issues and to assist in formulating trial strategy. Mr. Adelman directed numerous evidentiary projects in preparation for motions *in limine* and reviewed and commented on all evidentiary motions. He attended the Lay/Skilling trial on a daily basis and reviewed and edited daily summaries prepared for the litigation team. Mr. Adelman has tried more than 280 jury trials in a wide variety of matters. He served as an Assistant U.S. Attorney in Washington, D.C., specializing in trial litigation. During his 18-year tenure as an Assistant U.S. Attorney, he was lead trial prosecutor in a wide variety of cases, including the ABSCAM case involving a U.S. Congressman, white collar offenses, conspiracy cases, RICO prosecutions and others. He was the chief trial prosecutor in the trial of John W. Hinckley, Jr., who shot President Reagan and three others. He has worked with Lead Counsel's firm on a number of cases as trial counsel, including the class action cases brought against the tobacco industry and securities cases against AT&T, HealthSouth and others.

(b) Mr. Adelman is a Fellow of the American College of Trial Lawyers. From 1975 to 1998 he served as an adjunct professor at the Georgetown University Law Center where he taught evidence, trial practice and criminal law. He has lectured frequently, on trial practice, litigation and evidence before professional, academic and law enforcement audiences, and has taught in the Trial Advocacy Program at Harvard Law School. He is the co-founder of the William B. Bryant American Inn of Court in Washington, D.C. and is Master of the Bench of the Inn, and was its President in 2005-2006. Mr. Adelman billed 1,724.30 hours in the *Enron* matter at a rate of \$700/hour.

38. Byron Georgiou.

(a) Mr. Georgiou has served “of counsel” to the firm since August 2000. Mr. Georgiou played an integral role in the lead plaintiff process working with The Regents and on various motion papers. Mr. Georgiou played a role in early settlements with Andersen Worldwide and others and was part of the negotiating team for all major settlements achieved. He was one of the leaders in the firm’s efforts to garner *amicus* support. To that end, Mr. Georgiou was instrumental in securing the support of the National Association of Attorneys General and the North American Securities Administrators Association in the trial court in 2002 and the Fifth Circuit in 2006 in support of the theory of primary §10(b) liability pleaded in the case.

(b) Mr. Georgiou received his undergraduate degree with Great Distinction from Stanford University, and his Juris Doctor *magna cum laude* from Harvard Law School. He is a former law clerk to Judge Robert F. Peckham, Chief Judge of the United States District Court for the Northern District of California. Mr. Georgiou served as Legal Affairs Secretary to California Governor Edmund G. Brown Jr. from 1980 until 1983. He co-founded the San Diego law firm of Georgiou, Tosdal, Levine and Smith, and from 1994 until his association with the firm, Mr. Georgiou served as President of American Partners Capital Group. In the *Enron* matter Mr. Georgiou billed 1,483.75 hours at a rate of \$650/hour.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 22nd day of February, 2008, at San Diego, California.

  
\_\_\_\_\_  
HELEN J. HODGES

## CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Supplemental Declaration of Helen J. Hodges in Support of Lead Counsel's Motion for an Award of Attorney Fees (Docket Nos. 5815 & 5816) document has been served by sending a copy via electronic mail to [serve@ESL3624.com](mailto:serve@ESL3624.com) on February 22, 2008.

I also certify that a copy of the above-mentioned document has been served via overnight mail on the parties listed on the attached "Additional Service List" on this 22nd day of February, 2008.



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Mo Maloney

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