

STATE OF MINNESOTA
SPECIAL REDISTRICTING PANEL
A11-152

OFFICE OF
APPELLATE COURTS

MAY 11 2012

FILED

Sara Hippert, Dave Greer, Linda
Markowitz, Dee Dee Larson, Ben Maas,
Gregg Peppin, Randy Penrod and Charles
Roulet, individually and on behalf of all
citizens and voting residents of Minnesota
similarly situated,

Plaintiffs,

and

Kenneth Martin, Lynn Wilson, Timothy
O'Brien, Irene Peralez, Josie Johnson, Jane
Krentz, Mark Altenburg and Debra
Hasskamp,
individually and on behalf of all citizens of
Minnesota similarly situated,

Intervenors,

and

Audrey Britton, David Bly, Cary Coop,
and John McIntosh, individually and on
behalf of all citizens of Minnesota
similarly situated,

Intervenors,

vs.

Mark Ritchie, Secretary of State of
Minnesota; and Robert Hiivala, Wright
County Auditor, individually and on behalf
of all Minnesota county chief election
officers,

Defendants.

**AFFIDAVIT OF MARC E. ELIAS
IN SUPPORT OF MARTIN
INTERVENORS' MOTION FOR
ATTORNEYS' FEES, COSTS, AND
DISBURSEMENTS**

<u>Attorney/Timekeeper</u>	<u>Rate Charged</u>
Marc Elias	\$650
Kevin Hamilton	\$535
William Stafford	\$330
Lori Dirks	\$140
Abha Khanna	\$330
Courtney Randall	\$140
Martha Vallely	\$165

Although Perkins Coie, LLP typically increases its rates for its timekeepers in January of each year, this matter was billed throughout at the firm's 2011 rates. Perkins Coie, LLP then applied a further 10% discount to all of the legal services provided in this case.


5. Each statement contained within Exhibit A also sets forth "a detailed itemization of all amounts sought for disbursements or expenses, including the rate for which any disbursements are charged" as required by Minn. Gen. R. Prac. 119.02(3). I verify that the amounts sought represent the actual costs for the disbursements sought.

6. I have reviewed the original time records for this case. I affirm that the work was actually performed for the benefit of the client and was necessary for the proper representation of the client and that charges for any unnecessary or duplicative work have been eliminated.

7. A summary calculation of the amounts reflected in Exhibit A is set forth below:

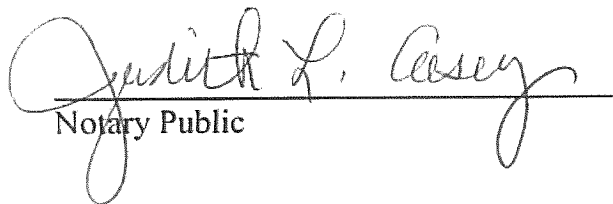
<u>Attorney/Timekeeper</u>	<u>Rate Charged</u>	<u>Hours Expended</u>	<u>Fees Requested</u>
Marc Elias	\$650	103.5	\$67,275.00
Kevin Hamilton	\$535	47.2	\$25,252.00
William Stafford	\$330	231.8	\$76,494.00
Lori Dirks	\$140	1.0	\$140.00
Abha Khanna	\$330	0.3	\$99.00
Courtney Randall	\$140	4.9	\$686.00
Martha Valley	\$165	1.2	\$198.00
(Downward Adjustment)			-\$17,014.40
Subtotal			\$153,129.60
Costs and Disbursements			\$4,605.16
Total – Perkins Coie, LLP			\$157,734.76

Further affiant says naught.



Marc E. Elias

Subscribed and sworn before me
this 11th day of May, 2012



Notary Public

5100602_2.DOC

JUDITH LEIGH CASEY
Notary Public, District of Columbia
My Commission Expires December 14, 2014

EXHIBIT A
TO AFFIDAVIT OF MARC E. ELIAS

Perkins Coie

ANCHORAGE • BEIJING • BELLEVUE • BOISE • CHICAGO • DALLAS • DENVER • LOS ANGELES • MADISON • NEW YORK • PALO ALTO • PHOENIX • PORTLAND • SAN DIEGO • SAN FRANCISCO • SEATTLE • SHANGHAI • TAIPEI • WASHINGTON, D.C.
 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 73876-0002

October 31, 2011

Invoice 4495332

Minnesota DFL Party
 Attn: Ken Martin
 255 E. Plato Boulevard
 St. Paul, MN 55107

INVOICE

FOR SERVICES THROUGH 09/30/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$25,879.05
Disbursements and Other Charges	\$106.26
TOTAL DUE THIS INVOICE	\$25,985.31

Redistricting

Date	Attorney/Assistant	Hours	Amount	Description of Services
09/01/11	M. Elias	0.30	195.00	Email re redistricting strategy and re maps;
09/02/11	K. Hamilton	1.20	642.00	Conference with B. Stafford regarding court orders and related email; review email regarding pretrial stipulations and related issues; conference with B. Stafford and M. Elias regarding strategy, maps and preliminary discussion with Republican lawyers;
09/02/11	M. Elias	1.00	650.00	Telephone conference re redistricting strategy and next steps; email re same and re maps; review same;
09/02/11	W. Stafford	1.20	396.00	Conference with M. Elias and K. Hamilton regarding Republican-proposed stipulations; draft memorandum outlining court scheduling order and Republican and State positions;
09/04/11	M. Elias	1.00	650.00	Review stipulation proposals; review law re redistricting; email re same;
09/04/11	W. Stafford	2.60	858.00	Draft memorandum regarding response to Republican-proposed stipulations; exchange emails with M. Elias and K. Hamilton regarding the same;
09/05/11	K. Hamilton	1.60	856.00	Review memorandum from B. Stafford regarding Republican proposed stipulations; review related email exchange; prepare for and participate in telephone conference with M. Elias and B. Stafford regarding same; review edited memorandum and forward with redlines to M. Elias;
09/05/11	M. Elias	1.00	650.00	Telephone conference re redistricting approach, strategy and criteria; review same; review and revise memorandum re same;
09/05/11	W. Stafford	2.00	660.00	Prepare for and participate in conference call with M. Elias and K. Hamilton regarding redistricting stipulation; revise memorandum regarding decision points for responding to Republican proposals on stipulation;
09/06/11	K. Hamilton	1.00	535.00	Prepare for and participate in telephone conference with M. Elias, K. Martin, B. Stafford and others regarding

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.

DISBURSEMENTS NOT YET RECORDED WILL BE INCLUDED IN FUTURE INVOICES

PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE

AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE. SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.

PERKINS COIE LLP AND AFFILIATES

				response to proposed stipulations;
09/06/11	M. Elias	1.00	650.00	Telephone conference re redistricting litigation; review same;
09/06/11	W. Stafford	2.10	693.00	Participate in conference call regarding Republican-proposed stipulations; draft email to M. Elias summarizing call; research issues stemming from call; draft email to D. Lillehaug regarding the same;
09/08/11	W. Stafford	1.00	330.00	Draft letter to E. Magnuson regarding proposed stipulations;
09/09/11	K. Hamilton	1.20	642.00	Prepare for and participate in conference call; review court order and related correspondence;
09/09/11	M. Elias	1.30	845.00	Telephone conference with client re redistricting issues; telephone conference re A. Weinblatt re same;
09/09/11	W. Stafford	1.20	396.00	Participate in conference call regarding proposed stipulations and court order regarding public hearing; review order on public hearings; draft email to M. Elias regarding the same; revise letter to E. Magnuson regarding the same;
09/11/11	K. Hamilton	0.30	160.50	Review and comment on draft correspondence to E. Magnuson regarding proposed stipulations;
09/11/11	M. Elias	0.70	455.00	Review and revise letter to E. Magnuson;
09/11/11	A. Khanna	0.10	33.00	Review this week's filings; email same to B. Stafford and N. Purcell;
09/11/11	W. Stafford	0.20	66.00	Revise letter to E. Magnuson regarding proposed stipulations and exchange emails with M. Elias regarding same;
09/12/11	K. Hamilton	0.30	160.50	Prepare for conference call;
09/12/11	A. Khanna	0.10	33.00	Review Court's order denying amicus filing;
09/12/11	W. Stafford	0.30	99.00	Review A. Weinblatt proposed stipulations and provide comments on same to M. Elias and K. Hamilton;
09/13/11	K. Hamilton	1.50	802.50	Prepare for and participate in telephone conference with counsel for all parties; prepare for and participate in regular conference call;
09/13/11	M. Elias	2.00	1,300.00	Telephone conference re criteria and stipulation; review same; telephone conference with client re redistricting matters;
09/13/11	A. Khanna	0.10	33.00	Review filings regarding public hearings and questions regarding same;
09/13/11	W. Stafford	0.20	66.00	Review amended order regarding public hearings and draft email to K. Hamilton and M. Elias regarding same;
09/15/11	K. Hamilton	0.50	267.50	Review memorandum from B. Stafford regarding 2000 cycle redistricting and exchange email with M. Elias regarding same;
09/15/11	W. Stafford	1.20	396.00	Draft memorandum describing process in last redistricting cycle;
09/16/11	M. Elias	0.30	195.00	Telephone conference with A. Gilbert re stipulation issues;
09/19/11	K. Hamilton	0.80	428.00	Review and respond to email from M. Elias and B. Stafford regarding briefing and public hearings; review and revise draft "tip sheet" for public testimony; exchange email with M. Elias and B. Stafford regarding same;
09/19/11	M. Elias	0.20	130.00	Telephone conference with A. Weinblatt re case issues;
09/19/11	W. Stafford	0.60	198.00	Draft public hearing guidelines;
09/20/11	K. Hamilton	0.90	481.50	Prepare for and participate in telephone conference; review follow up email from D. Lillehaug; exchange emails with M. Elias regarding same; follow up email to D. Lillehaug;
09/20/11	M. Elias	0.80	520.00	Telephone conference re redistricting issues; review same;
09/20/11	W. Stafford	2.40	792.00	Prepare criteria brief; participate in conference call; finalize speaking tips for public hearings; exchange emails with J. Tinchler regarding conference call;
09/21/11	K. Hamilton	0.50	267.50	Review briefing and related email regarding proposed

09/21/11	W. Stafford	2.60	858.00	stipulations and related strategy; Conference with J. Tincher and V. Thorstenson regarding redistricting criteria and public hearing testimony; draft criteria brief; review legislative and congressional maps;
09/22/11	W. Stafford	0.50	165.00	Review Republican-proposed stipulation, timetable, and letter; draft email to M. Elias regarding same;
09/23/11	K. Hamilton	0.50	267.50	Prepare for and telephone conference with B. Stafford and M. Elias regarding public hearings and criteria briefing;
09/23/11	M. Elias	0.50	325.00	Telephone conference re redistricting next steps;
09/23/11	W. Stafford	1.10	363.00	Conference with M. Elias and K. Hamilton regarding criteria brief; conference with expert witness regarding academic literature for use in criteria brief; research criteria brief;
09/24/11	M. Elias	0.50	325.00	Review documents re stipulation; email client re same;
09/25/11	W. Stafford	1.90	627.00	Research and draft statement of unresolved issues;
09/26/11	M. Elias	0.30	195.00	Email re redistricting and stipulation;
09/26/11	W. Stafford	2.00	660.00	Draft brief on Statement of Unresolved Issues;
09/27/11	K. Hamilton	1.50	802.50	Prepare for and participate in weekly legal strategy call; review and respond to email among parties; review statement of undisputed issues; conference with B. Stafford regarding same;
09/27/11	M. Elias	1.30	845.00	Telephone conference re redistricting; review papers re same;
09/27/11	W. Stafford	2.00	660.00	Finalize Statement of Unresolved Issues; exchange emails with M. Elias, J. Tincher, and K. Hamilton regarding Joint Statement of Unresolved Issues, criteria, and timetable; participate in weekly conference call;
09/28/11	K. Hamilton	0.80	428.00	Review and finalize statement of disputed issues; telephone conference with D. Lillehaug regarding same; review filings from other parties; conference with B. Stafford regarding same;
09/28/11	W. Stafford	2.80	924.00	Research and draft motion to adopt proposed redistricting criteria;
09/29/11	K. Hamilton	1.30	695.50	Prepare for and participate in conference call regarding redistricting, public hearings and upcoming deadlines and filings; follow up email with M. Elias; follow up discussion with B. Stafford on master schedule;
09/29/11	M. Elias	1.00	650.00	Telephone conference re redistricting issues; review same;
09/29/11	W. Stafford	9.10	3,003.00	Research and draft motion to adopt proposed redistricting criteria;
09/30/11	W. Stafford	1.30	429.00	Research and draft motion to adopt proposed redistricting criteria; prepare timetable of key dates for redistricting; exchange emails with E. McGann regarding same;

Grand Total For Services	\$28,754.50
Less 10.00% Fee Discount	\$(2,875.45)CR
Total For Services	\$25,879.05

~~Disbursements and Other Charges~~

Photocopying and printing expenses	9.80
Computer research	96.46

Disbursement and Other Charges Total	\$106.26
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Total This Invoice	\$25,985.31
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SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
K. Hamilton	13.90	535.00	7,436.50
M. Elias	13.20	650.00	8,580.00
A. Khanna	0.30	330.00	99.00
W. Stafford	38.30	330.00	12,639.00
Total	65.70	437.66	\$28,754.50
Less 10.00% Fee Discount			(2,875.45)CR
Discounted Total	65.70	393.90	\$25,879.05

MEE

This invoice is for current charges only.**Outstanding invoices from prior billing cycles will be summarized on a separate Statement of Account.****Late Charges Will Be Due If This Invoice Is Not Paid On Or Before NOVEMBER 30, 2011**

If payment is made by wire remittance, please direct to:

Perkins Coie

US Bank

Bank ABA # 125000105

Account # 1 535 5592 1235

Please reference your Perkins Coie Account No. 73876, Invoice 4495332

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT AND/OR ATTORNEY WORK PRODUCT PRIVILEGES

Perkins Coie

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 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 73876-0002

November 30, 2011

Invoice 4518354

Minnesota DFL Party
 Attn: Ken Martin
 255 E. Plato Boulevard
 St. Paul, MN 55107

INVOICE

FOR SERVICES THROUGH 10/31/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$28,461.15
Disbursements and Other Charges	\$1,480.53
TOTAL DUE THIS INVOICE	\$29,941.68

Redistricting

Date	Attorney/Assistant	Hours	Amount	Description of Services
09/24/11	K. Hamilton	0.30	160.50	Telephone conference with M. Elias regarding status, staffing and strategy; review and respond to email from D. Lillehaug;
10/02/11	M. Elias	2.00	1,300.00	Review and revise brief re redistricting criteria;
10/02/11	W. Stafford	0.20	66.00	Exchange emails with M. Elias regarding revisions to criteria brief; revise same;
10/04/11	K. Hamilton	0.80	428.00	Prepare for and participate in telephone conference with Minnesota legal team; follow up with B. Stafford regarding legal briefing; follow related email traffic;
10/04/11	M. Elias	2.00	1,300.00	Telephone conference re redistricting litigation; review issues re same; review revised brief; email re same;
10/04/11	W. Stafford	2.90	957.00	Prepare for and participate in conference call; exchange emails with D. Lillehaug regarding revisions to criteria brief; revise same;
10/05/11	K. Hamilton	0.20	107.00	Review and respond to email regarding upcoming papers; conference with B. Stafford regarding same;
10/06/11	K. Hamilton	0.60	321.00	Review and respond to email regarding public hearings and related issues;
10/06/11	M. Elias	1.00	650.00	Review court order; review court filings and briefs;
10/07/11	K. Hamilton	0.20	107.00	Review reports on public hearings and emails from M. Elias and D. Lillehaug regarding same;
10/07/11	W. Stafford	0.30	99.00	Review summary of public hearing testimony prepared by J. Tincher;
10/10/11	M. Elias	0.80	520.00	Email re GOP brief; review same;
10/10/11	W. Stafford	0.80	264.00	Review other parties' filings; draft emails to clients and M. Elias and K. Hamilton regarding same;
10/11/11	K. Hamilton	0.50	267.50	Review email and supplemental briefing on "redistricting criteria; exchange email with B. Stafford regarding same;
10/11/11	M. Elias	1.50	975.00	Telephone conference re redistricting; review issues re same;
10/11/11	W. Stafford	2.20	726.00	Participate in weekly conference call; draft response to other parties' motion to adopt redistricting criteria;

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.

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PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE

AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE. SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.

PERKINS COIE LLP AND AFFILIATES

10/12/11	K. Hamilton	0.30	160.50	Review and respond to email from B. Stafford;
10/12/11	W. Stafford	5.20	1,716.00	Research and draft response to other parties' motion to adopt redistricting criteria;
10/15/11	K. Hamilton	0.50	267.50	Review draft criteria brief; exchange email with M. Elias and B. Stafford;
10/15/11	M. Elias	0.70	455.00	Review reply brief; email edits re same;
10/15/11	W. Stafford	1.00	330.00	Research and revise response to other parties' motions to adopt redistricting criteria; exchange emails with K. Hamilton and M. Elias regarding same;
10/16/11	K. Hamilton	1.10	588.50	Review and revise draft memorandum on redistricting criteria; circulate with comments to M. Elias and B. Stafford; review related email;
10/16/11	M. Elias	1.30	845.00	Review and revise brief; email re same;
10/16/11	W. Stafford	1.80	594.00	Revise response to other parties' redistricting criteria; exchange emails with M. Elias and K. Hamilton regarding the same;
10/17/11	K. Hamilton	0.40	214.00	Review emails on redistricting criteria briefing and public hearings; exchange email with B. Stafford regarding same;
10/17/11	M. Elias	1.00	650.00	Email re edits to brief; review same;
10/17/11	W. Stafford	1.20	396.00	Finalize draft response to other parties' redistricting criteria briefs;
10/18/11	K. Hamilton	0.80	428.00	Prepare for and participate in weekly redistricting call; review revised brief and related email with B. Stafford and M. Elias;
10/18/11	M. Elias	2.00	1,300.00	Telephone conference re redistricting issues; review materials re court hearing; review brief; email re same;
10/18/11	W. Stafford	1.80	594.00	Participate in weekly conference call; revise response to other parties' redistricting criteria briefs;
10/19/11	K. Hamilton	0.90	481.50	Review parties' briefing on redistricting criteria;
10/19/11	M. Elias	2.00	1,300.00	Review briefs re redistricting criteria; email re same;
10/19/11	W. Stafford	0.10	33.00	exchange emails with D. Lillehaug regarding filing of response to other parties' redistricting criteria;
10/20/11	W. Stafford	1.20	396.00	Prepare M. Elias notebook for oral argument on redistricting criteria;
10/23/11	K. Hamilton	1.10	588.50	Review and revise draft memorandum on redistricting criteria; circulate with comments to M. Elias and B. Stafford; review related email;
10/24/11	K. Hamilton	0.40	214.00	Review papers filed in connection with redistricting criteria decisions;
10/24/11	M. Elias	2.50	1,625.00	Prepare for hearing;
10/25/11	K. Hamilton	2.20	1,177.00	Review opposition memorandum filed by Republicans; conference with B. Stafford regarding same; draft responsive outline for M. Elias; exchange email regarding same; conference with B. Stafford regarding same; review consolidated material;
10/25/11	M. Elias	5.00	3,250.00	Prepare for hearing; travel re same;
10/25/11	W. Stafford	1.90	627.00	Participate in weekly conference call; prepare for conference call and conference with J. Tincher and V. Thorstenson regarding use of public testimony in brief supporting maps;
10/26/11	K. Hamilton	0.80	428.00	Review and respond to report on court hearing; review and comment on order from Minnesota three-judge panel; review and follow up on 7-county area email issues from M. Elias;
10/26/11	M. Elias	5.00	3,250.00	Prepare for and attend court hearing; meeting with client re same; review letter to court re metro counties; email re same;
10/26/11	W. Stafford	1.40	462.00	Review letters regarding seven-county versus eleven-county definition; draft letter regarding same; exchange emails with D. Lillehaug and M. Elias regarding same; exchange emails with D. Lillehaug and M. Elias

10/27/11	K. Hamilton	0.80	428.00	regarding hearing on redistricting criteria; Email with M. Elias regarding hearing and outcome; review order; conference with B. Stafford regarding same;
10/27/11	W. Stafford	0.20	66.00	Exchange emails with J. Tincher and V. Thorsterson regarding conference call concerning public hearings;
10/28/11	K. Hamilton	0.40	214.00	Review order on redistricting criteria; conference with M. Elias regarding same; follow related email;
10/31/11	W. Stafford	0.90	297.00	Prepare for and conference with J. Tincher and Vic Thorstensen;

Grand Total For Services	\$31,623.50
Less 10.00% Fee Discount	\$(3,162.35)CR
Total For Services	\$28,461.15

Disbursements and Other Charges

Photocopying and printing expenses	84.30
Computer research	505.53
Airfare - M. Elias, Minneapolis Seattle Syracuse, 2011-10-25; Ticket#8682160227	890.70
Disbursement and Other Charges Total	\$1,480.53
Total This Invoice	\$29,941.68

SUMMARY OF SERVICES:

<u>Attorney/Assistant</u>	<u>Hours Worked</u>	<u>Billing Rate</u>	<u>Total</u>
K. Hamilton	12.30	535.00	6,580.50
M. Elias	26.80	650.00	17,420.00
W. Stafford	23.10	330.00	7,623.00
Total	62.20	508.42	\$31,623.50
Less 10.00% Fee Discount			(3,162.35)CR
Discounted Total	62.20	457.57	\$28,461.15

MEE

This invoice is for current charges only.***Outstanding invoices from prior billing cycles will be summarized on a separate Statement of Account.******Late Charges Will Be Due If This Invoice Is Not Paid On Or Before DECEMBER 30, 2011***

If payment is made by wire remittance, please direct to:

Perkins Coie
 US Bank
 Bank ABA # 125000105
 Account # 1 535 5592 1235
 Please reference your Perkins Coie Account No. 73876, Invoice 4518354

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT AND/OR ATTORNEY WORK PRODUCT PRIVILEGES

Perkins Coie

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 CENTRALIZED ACCOUNTING DEPARTMENT
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 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 73876-0002

May 10, 2012

Invoice 4642539

Minnesota DFL Party
 Attn: Ken Martin
 255 E. Plato Boulevard
 St. Paul, MN 55107

INVOICE

This invoice replaces invoice 4540843, dated 12/19/11. Please discard the prior invoice and pay the amount listed on this revised invoice. Thank you.

FOR SERVICES THROUGH 11/30/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$36,706.50
Disbursements and Other Charges	\$1,484.73
TOTAL DUE THIS INVOICE	\$38,191.23

Redistricting

Date	Attorney/Assistant	Hours	Amount	Description of Services
11/01/11	M. Elias	1.00	650.00	Telephone conference re redistricting; review issues re same;
11/01/11	W. Stafford	0.60	198.00	Participate in weekly conference call; review written submissions;
11/04/11	M. Elias	0.30	195.00	Review court order; email re same;
11/04/11	W. Stafford	0.40	132.00	Review Panel order on redistricting criteria; exchange emails with M. Elias and K. Hamilton regarding same;
11/05/11	K. Hamilton	0.50	267.50	Review and respond to email regarding initial order on redistricting criteria;
11/07/11	M. Elias	0.30	195.00	Email re maps; review issues re same;
11/08/11	K. Hamilton	1.00	535.00	Prepare for and attend telephone conference call regarding maps, briefing and related legal strategy; follow up with B. Stafford regarding same;
11/08/11	M. Elias	1.70	1,105.00	Telephone conference re redistricting issues; review same; review NCEC scoring of map; email re same; review Common Cause motion to file amicus brief;
11/09/11	K. Hamilton	0.40	214.00	Conference with B. Stafford regarding briefing on maps;
11/09/11	M. Elias	0.50	325.00	Review opposition to Common Cause brief;
11/10/11	M. Elias	0.80	520.00	Telephone conference re map submission and press issues; review same; email re same;
11/11/11	W. Stafford	8.90	2,937.00	Research and draft memorandum in support of legislative maps; exchange emails with V. Thorstenson regarding the same;
11/12/11	W. Stafford	4.40	1,452.00	Draft memoranda in support of congressional and legislative maps;
11/13/11	M. Elias	1.00	650.00	Review draft memorandum in support of Congressional map; email re same;
11/13/11	W. Stafford	7.40	2,442.00	Draft memoranda in support of congressional and

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.
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 PAYMENT DUE IN U. S. DOLLARS UPON RECEIPT OF INVOICE.

AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE.
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PERKINS COIE LLP AND AFFILIATES

				legislative maps;
11/14/11	K. Hamilton	0.60	321.00	Review draft memorandum regarding maps and related emails; conference with B. Stafford regarding same;
11/14/11	M. Elias	1.00	650.00	Email and telephone conference re map and re brief in support of maps;
11/14/11	W. Stafford	0.30	99.00	Exchange emails regarding memoranda in support of legislative and congressional maps; revise memorandum in support of legislative map;
11/15/11	K. Hamilton	1.30	695.50	Review memoranda regarding proposed maps; prepare for and participate in conference call regarding same;
11/15/11	M. Elias	2.50	1,625.00	Telephone conference re redistricting litigation; review materials re same;
11/15/11	W. Stafford	4.20	1,386.00	Conference with D. Lillehaug regarding memoranda in support of legislative and congressional maps; participate in weekly conference call; revise memoranda in support of legislative and congressional maps; exchange emails with V. Thorsterson and J. Tincher regarding same;
11/16/11	K. Hamilton	2.90	1,551.50	Review draft briefing on legislative and congressional maps; prepare for and participate in telephone conference with client representatives, M. Elias, D. Lillehaug and B. Stafford; follow up call regarding briefing and legal strategy;
11/16/11	M. Elias	4.30	2,795.00	Review legislative briefs;
11/16/11	W. Stafford	7.40	2,442.00	Exchange emails regarding memoranda in support of legislative and congressional maps; revise same; exchange emails regarding same; review congressional delegation-proposed map and draft comments regarding same to M. Elias and K. Hamilton;
11/17/11	K. Hamilton	1.10	588.50	Follow up discussion with B. Stafford regarding alternative maps and related briefing; conference with D. Lillehaug regarding same; exchange email with M. Elias regarding same;
11/17/11	M. Elias	2.50	1,625.00	Telephone conference and email re map and briefs; review briefs; email re same; review documents re same;
11/17/11	W. Stafford	8.60	2,838.00	Exchange emails regarding memoranda in support of legislative and congressional maps; draft memoranda in support of legislative and congressional redistricting maps;
11/18/11	K. Hamilton	0.90	481.50	Conference with B. Stafford regarding final maps and briefing; review related email; review Republican briefing; review related email from D. Lillehaug;
11/18/11	M. Elias	3.50	2,275.00	Telephone conference and email re briefs and maps; review and revise same;
11/18/11	M. Valley	1.20	198.00	Review and edit part of memorandum regarding congressional plan;
11/18/11	W. Stafford	4.80	1,584.00	Participate in conference call regarding congressional map; draft and finalize memoranda in support of legislative and congressional maps; conference with J. Tincher, D. Lillehaug, and C. Stafford regarding same; exchange emails regarding same;
11/18/11	L. Dirks	1.00	140.00	Review and edit part of memorandum regarding congressional plan;
11/20/11	K. Hamilton	0.40	214.00	Review briefing and related email on criteria and proposed maps;
11/21/11	K. Hamilton	0.40	214.00	Review and respond to email regarding public commentary on proposed maps; exchange emails with D. Lillehaug regarding same; conference with B. Stafford regarding same;
11/21/11	M. Elias	2.00	1,300.00	Telephone conference re redistricting issues; review same; review other court briefs; email re same;
11/22/11	K. Hamilton	1.10	588.50	Review email from D. Lillehaug and related attachments; review briefing on Congressional and Legislative

				redistricting; conference with B. Stafford regarding same; review Republican briefing regarding same;
11/22/11	M. Elias	0.30	195.00	Telephone conference re redistricting issues; review same;
11/22/11	W. Stafford	0.30	99.00	Review Hippert Plaintiffs' memorandum in support of maps; review D. Lillehaug-prepared comparison of maps;
11/23/11	W. Stafford	0.10	33.00	Review analysis of congressional districts provided by D. Lillehaug;
11/25/11	W. Stafford	3.90	1,287.00	Research and draft responses to other parties' congressional maps;
11/26/11	W. Stafford	5.00	1,650.00	Research and draft response to other parties' congressional maps;
11/29/11	K. Hamilton	0.70	374.50	Prepare for and participate in telephone conference with redistricting team; review email exchange regarding map analyses;
11/29/11	M. Elias	1.00	650.00	Telephone conference re redistricting; email re same;
11/29/11	W. Stafford	2.10	693.00	Participate in weekly conference call; draft response to other party's congressional maps;
11/30/11	K. Hamilton	0.70	374.50	Review email regarding proposed maps; exchange email with D. Lillehaug regarding same;

Grand Total For Services	\$40,785.00
Less 10.00% Fee Discount	\$(4,078.50)CR
Total For Services	\$36,706.50

Disbursements and Other Charges

Computer research	34.34
Travel expense - M. Elias, Minneapolis, 10/25-26	260.99
Airfare - M. Elias, Minneapolis, 2012-01-03; Ticket#8713413359	1,189.40
Disbursement and Other Charges Total	\$1,484.73
Total This Invoice	\$38,191.23

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
K. Hamilton	12.00	535.00	6,420.00
M. Elias	22.70	650.00	14,755.00
W. Stafford	58.40	330.00	19,272.00
M. Valley	1.20	165.00	198.00
L. Dirks	1.00	140.00	140.00
Total	95.30	427.96	\$40,785.00
Less 10.00% Fee Discount			(4,078.50)CR
Discounted Total	95.30	385.17	\$36,706.50

MEE

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Account.
Late Charges Will Be Due If This Invoice Is Not Paid On Or Before JUNE 9, 2012

If payment is made by wire remittance, please direct to:

Perkins Coie
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Please reference your Perkins Coie Account No. 73876, Invoice 4642539

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Perkins Coie

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 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 73876-0002

May 10, 2012

Invoice 4642542

Minnesota DFL Party
 Attn: Ken Martin
 255 E. Plato Boulevard
 St. Paul, MN 55107

INVOICE

This invoice replaces invoice 4554882, dated 01/31/12. Please discard the prior invoice and pay the amount listed on this revised invoice. Thank you.

FOR SERVICES THROUGH 01/06/12, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$62,082.90
Disbursements and Other Charges	\$485.70
TOTAL DUE THIS INVOICE	\$62,568.60

Redistricting

Date	Attorney/Assistant	Hours	Amount	Description of Services
11/08/11	W. Stafford	4.80	1,584.00	Participate in weekly conference call; research and draft memoranda in support of redistricting plans;
11/09/11	W. Stafford	4.60	1,518.00	Exchange emails and conference with V. Thorsterson and J. Tincher regarding memoranda in support of redistricting plans; research and draft the same;
11/10/11	W. Stafford	9.60	3,168.00	Exchange emails with J. Tincher, V. Thorsterson, and M. Elias regarding memoranda in support of redistricting plans; research and draft the same;
11/21/11	W. Stafford	0.20	66.00	Draft email to V. Thorsterson and J. Tincher regarding response to other parties' memoranda regarding redistricting plans;
11/30/11	W. Stafford	2.80	924.00	Draft response to congressional plans;
12/01/11	W. Stafford	9.90	3,267.00	Draft responses to other parties' proposed congressional and legislative plans;
12/02/11	K. Hamilton	1.10	588.50	Review and revise draft memorandum regarding congressional lines; conference with B. Stafford regarding same;
12/02/11	W. Stafford	7.30	2,409.00	Draft responses to other parties' proposed congressional and legislative plans; conference with K. Hamilton regarding same; revise response regarding congressional plans to reflect K. Hamilton revisions; draft email to Redistricting Group providing draft response regarding congressional plans;
12/03/11	W. Stafford	4.70	1,551.00	Draft response regarding legislative plans;
12/04/11	M. Elias	1.30	845.00	Review draft brief; email re same;
12/04/11	W. Stafford	2.80	924.00	Draft response regarding legislative plans;
12/05/11	K. Hamilton	0.90	481.50	Review and respond to email regarding news stories on redistricting; conference with B. Stafford regarding briefing

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PERKINS COIE LLP AND AFFILIATES

				on legislative map; review the same;
12/05/11	M. Elias	1.00	650.00	Review draft legislative brief;
12/05/11	W. Stafford	4.00	1,320.00	Draft response regarding legislative plans; draft email to redistricting group regarding the same; conference with D. Lillehaug regarding congressional response brief;
12/06/11	K. Hamilton	1.40	749.00	Prepare for and participate in weekly legal strategy call; review and revise draft legislative brief;
12/06/11	M. Elias	0.50	325.00	Telephone conference redistricting litigation; prepare for same;
12/06/11	W. Stafford	0.60	198.00	Participate in weekly conference call;
12/07/11	W. Stafford	5.10	1,683.00	Revise responses regarding legislative and congressional plans; conference with D. Lillehaug regarding the same;
12/08/11	C. Randall	2.50	350.00	Review and edit Response to Other Parties' Proposed Congressional Plans;
12/08/11	C. Randall	2.40	336.00	Review and edit Response to Other Parties' Legislative Plans;
12/08/11	W. Stafford	3.80	1,254.00	Finalize two response briefs; draft emails transmitting the same; draft supporting affidavit and gather exhibits; exchange emails with C. Stafford regarding the same; conference with D. Lillehaug regarding briefs; revise the same;
12/09/11	K. Hamilton	0.30	160.50	Review incoming briefs; conference with B. Stafford regarding same;
12/09/11	M. Elias	2.50	1,625.00	Review redistricting briefs;
12/09/11	W. Stafford	1.90	627.00	Make final revisions to response briefs regarding congressional and legislative plans; exchange emails with C. Stafford regarding the same; review other parties' responses to legislative and congressional plans;
12/10/11	W. Stafford	0.10	33.00	Review other parties' response briefs;
12/11/11	K. Hamilton	0.50	267.50	Telephone conference with M. Elias regarding oral argument; review related order from Minnesota Redistricting Panel; exchange further email regarding same;
12/11/11	M. Elias	0.50	325.00	Review materials re redistricting hearing in preparation for same;
12/13/11	W. Stafford	0.10	33.00	Exchange emails regarding Hippert Plaintiffs' response brief;
12/14/11	K. Hamilton	0.50	267.50	Review order on hearing in January; conference with B. Stafford regarding same;
12/14/11	M. Elias	1.00	650.00	Telephone conference regarding redistricting hearing; review materials regarding same;
12/14/11	W. Stafford	1.00	330.00	Participate in conference call with redistricting working group;
12/19/11	K. Hamilton	0.80	428.00	Draft, revise and circulate email regarding powerpoint presentation for argument; conference with B. Stafford regarding same;
12/19/11	W. Stafford	0.20	66.00	Conference with D. Lillehaug regarding January 4 oral argument;
12/20/11	K. Hamilton	0.90	481.50	Prepare for and participate in telephone conference with B. Stafford and M. Elias regarding graphics for presentation; follow up discussion with B. Stafford regarding same;
12/20/11	M. Elias	1.00	650.00	Telephone conference regarding preparation for hearing; review materials regarding same;
12/20/11	W. Stafford	5.30	1,749.00	Conference with M. Elias, K. Hamilton and D. Lillehaug regarding January 4 oral argument and PowerPoint presentations; outline slides and potential graphics for PowerPoint presentation;
12/21/11	W. Stafford	4.00	1,320.00	Conference with C. Knowlden regarding PowerPoint presentation for January 4 oral argument; outline PowerPoint presentation and potential graphics;
12/22/11	W. Stafford	2.40	792.00	Conference with C. Knowlden regarding PowerPoint

				presentation for January 4 oral argument; review and revise draft PowerPoint slides;
12/23/11	W. Stafford	1.00	330.00	Conference with J. Neuberger regarding PowerPoint presentation for January 4 oral argument; review and revise draft PowerPoint slides;
12/24/11	W. Stafford	0.90	297.00	Revise PowerPoint presentation for January 4 oral argument;
12/27/11	K. Hamilton	0.50	267.50	Review and comment on draft slide deck for hearing on proposed maps;
12/27/11	W. Stafford	2.00	660.00	Conference with C. Knowlden regarding PowerPoint presentation for oral argument; prepare PowerPoint presentation and outline of oral argument;
12/28/11	K. Hamilton	0.90	481.50	Review and comment on proposed slides for hearing before special redistricting panel; exchange email with B. Stafford and M. Elias regarding same;
12/28/11	M. Elias	1.70	1,105.00	Review and revise PowerPoint for Court presentation; prepare for same;
12/28/11	W. Stafford	4.30	1,419.00	Exchange emails with M. Elias, K. Hamilton, C. Knowlden, and C. Stafford regarding PowerPoint presentations and oral argument; prepare and revise materials for oral argument;
12/29/11	K. Hamilton	0.90	481.50	Review and comment on proposed slides for presentation; conference with B. Stafford regarding same;
12/29/11	M. Elias	0.50	325.00	Review and revise PowerPoint for Court presentation;
12/29/11	W. Stafford	3.50	1,155.00	Exchange emails with M. Elias, K. Hamilton, C. Stafford, and C. Knowlden regarding PowerPoint for January 4 hearing; prepare materials for January 4 hearing;
12/30/11	W. Stafford	1.60	528.00	create potential rebuttal deck for January 4 hearing; draft outline of initial argument for January 4 hearing;
12/31/11	K. Hamilton	0.30	160.50	Review revised final slides for presentation; email to B. Stafford and M. Elias regarding same;
12/31/11	M. Elias	0.80	520.00	Review materials in preparation for hearing;
01/02/12	M. Elias	7.00	4,550.00	Prepare for oral hearing; review materials re same; review and revise powerpoint re same;
01/02/12	W. Stafford	6.50	2,145.00	Exchange emails with M. Elias regarding January 4 hearing, PowerPoint presentation, rebuttal slides, backup materials; revise PowerPoint and outline of presentation;
01/03/12	M. Elias	10.00	6,500.00	Prepare for oral hearing; review materials re same; review and revise powerpoint re same; travel re same;
01/03/12	W. Stafford	9.00	2,970.00	Prepare for January 4 oral argument with M. Elias, D. Lillehaug, and C. Stafford; finalize PowerPoint presentation; prepare potential rebuttal slides; runthrough presentation;
01/04/12	M. Elias	8.00	5,200.00	Prepare for and conduct oral hearing re redistricting maps;
01/04/12	W. Stafford	8.00	2,640.00	Prepare for January 4 hearing; attend January 4 hearing; conference with M. Elias, C. Stafford, and D. Lillehaug regarding hearing; prepare rebuttal presentation;
01/05/12	M. Elias	5.00	3,250.00	Meeting with working group re hearing; travel re same;

Grand Total For Services	\$68,981.00
Less 10.00% Fee Discount	\$(6,898.10)CR
Total For Services	\$62,082.90

Disbursements and Other Charges

Photocopying and printing expenses	199.80
Computer research	23.29
Air express charge	62.61
Airfare - M. Elias, Minneapolis, 1/3 - 5	200.00

Disbursements and Other Charges

Disbursement and Other Charges Total \$485.70

Total This Invoice \$62,568.60**SUMMARY OF SERVICES:**

Attorney/Assistant	Hours Worked	Billing Rate	Total
K. Hamilton	9.00	535.00	4,815.00
M. Elias	40.80	650.00	26,520.00
W. Stafford	112.00	330.00	36,960.00
C. Randall	4.90	140.00	686.00
Total	166.70	413.80	\$68,981.00
Less 10.00% Fee Discount			(6,898.10)CR
Discounted Total	166.70	372.42	\$62,082.90

MEE

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Late Charges Will Be Due If This Invoice Is Not Paid On Or Before JUNE 9, 2012

If payment is made by wire remittance, please direct to:

Perkins Coie
 US Bank
 Bank ABA # 125000105
 Account # 1 535 5592 1235
 Please reference your Perkins Coie Account No. 73876, Invoice 4642542

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Perkins Coie

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CENTRALIZED ACCOUNTING DEPARTMENT
1201 THIRD AVENUE, 40TH FLOOR
SEATTLE, WASHINGTON 98101-3099
MAIN TELEPHONE NUMBER: (206) 359-8000
ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 73876-0002

February 29, 2012

Invoice 4568172

Minnesota DFL Party
Attn: Ken Martin
255 E. Plato Boulevard
St. Paul, MN 55107

INVOICE

FOR SERVICES THROUGH 01/31/12, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$0.00
Disbursements and Other Charges	\$1,047.94
TOTAL DUE THIS INVOICE	\$1,047.94

Redistricting

Disbursements and Other Charges

Computer research	131.04
Staff overtime	105.00
Airfare -	
M. Elias, Minneapolis, 2012-01-03; Ticket#8726736764	21.50
B. Stafford, Minneapolis, 2012-01-03; Ticket#8729067640	790.40
Disbursement and Other Charges Total	\$1,047.94
Total This Invoice	\$1,047.94

MEE

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Late Charges Will Be Due If This Invoice Is Not Paid On Or Before MARCH 30, 2012

If payment is made by wire remittance, please direct to:

Perkins Coie
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Please reference your Perkins Coie Account No. 73876, Invoice 4568172

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PERKINS COIE LLP AND AFFILIATES