

EXHIBIT "3"

DECLARATION OF NEWLIN

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

MAID OF THE MIST CORPORATION)
and MAID OF THE MIST)
STEAMBOAT COMPANY, LTD.,)

Plaintiffs,)

v.)

ALCATRAZ MEDIA, LLC,)
ALCATRAZ MEDIA, INC., and)
WILLIAM M. WINDSOR,)

Defendants.)

Civil Action No.

1:06-CV-0714-ODE

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

DECLARATION OF LAWRENCE E. NEWLIN

LAWRENCE E. NEWLIN states and declares that the following statements are true and correct and based upon his own personal knowledge, except where otherwise indicated:

1.

My name is Lawrence E. Newlin. I over the age of 21, and I am not suffering from any disability that would prevent me from voluntarily giving this

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Declaration.

2.

I am a resident of the State of Georgia, licensed to practice law in Georgia and have been so licensed since 1982. I have continuously engaged in the full-time private practice of law in Atlanta, Georgia since 1985, after spending two years with a large public accounting firm to obtain a Certified Public Accountant designation and certificate.

3.

I graduated from Valdosta State College (now University) in 1979, where I obtained a Bachelor of Business Administration Degree in Accounting, *magna cum laude*. I graduated from the University of Georgia Law School. I am admitted to practice in Georgia, the United States District Courts for the Northern and Middle Districts of Georgia, the United States Court of Appeals, Eleventh Circuit, the United States Supreme Court and have been admitted to practice before the United States Tax Court and before other federal and foreign state courts *pro hac vice*.

4.

I have never been sanctioned by any federal or state court in which I have been admitted to practice during the entire time I have been admitted to practice law in Georgia. My current hourly rate for cases of the type at issue is \$395 per

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hour. I have been or am a member of the Georgia Trial Lawyers Association, American Bar Association, American Associate for Justice, The Million Dollar Advocates Forum, and the Georgia Society of Certified Public Accountants (Member, Ethics Committee, 1988-1989; Litigation Services Committee, 1996-1997).

5.

My law practice is devoted almost exclusively to complex commercial and civil litigation, catastrophic injury, wrongful death, intellectual property litigation, environmental litigation, medical peer review, and securities litigation. Based on their respective peer review research, I have received Martindale-Hubbell's highest "AV" rating.

6.

I understand that William M. Windsor is presently involved in three matters in the United States District Court for the Northern District of Georgia — 1:06-CV-00714-ODE (the Underlying Action); 1:09-CV-01543-WSD (the Miscellaneous Action); and 1:09-CV-02027-WSD (the Independent Action). For the purpose of identifying the nature of this litigation and the work performed by Plaintiffs' counsel in this case, I have reviewed:

- (a) the PACER docket sheet as of January 4, 2010 in the Underlying

Action (a public record);

(b) the District Court's order, dated August 9, 2007 (a public record) [Underlying Action Docket No. 251];

(c) a draft of Plaintiffs' Motion(s) for Attorneys' Fees and Expenses, together with a draft of all supporting documentation (to be finalized and filed with the Court);

(d) the Plaintiffs counsels' time and billing records for fees and expenses (which, on information and belief, will be attached to the Declaration of Carl H. Anderson, Jr.) ;

(e) the Eleventh Circuit's Opinion, dated September 19, 2008 (a public record) [Underlying Action Docket No. 344];

(f) the Consent Final Order and Judgment, dated December 9, 2008 (a public record) [Underlying Action Docket No. 354];

(g) the District Court's order, dated May 22, 2009 (a public record) [Underlying Action Docket No. 390];

(h) the Eleventh Circuit's Order, dated September 9, 2009 (a public record) [Underlying Action Docket No. 545];

(i) the District Court's order, dated December 22, 2009 (a public record) [Underlying Action Docket No. 723];

(j) the PACER docket sheet as of January 4, 2010 in the Miscellaneous Action (a public record);

(k) the PACER docket sheet as of January 4, 2010 in the Independent Action(a public record);

(l) the Verified Complaint, filed in 1:09-CV-2027-WDS (a public record) [Independent Action Docket No. 1];

(m) the Affidavit and Declaration of Lawrence E. Newlin in this case filed on August 27, 2007 [Underlying Action Docket No. 253].

7.

I have testified as to the reasonableness and necessity of attorney's fees and expenses in both state and federal courts. I have personal experience handling cases presenting professional demands, legal complexity and factual complexity, and case management considerations comparable to the instant case. On information and belief, the instant litigation was initiated in Gwinnett County Superior Court, and removed to the United States District Court, Northern District of Georgia. I am also aware that litigation involving *pro se* individuals may increase the cost of litigation. In addition to the litigation in the Gwinnett County Superior Court, where the case began, and the United States District Court, Northern District of Georgia, on information and belief, there were also

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proceedings in the United States District Court, Western District of New York. I understand that there is also litigation in Ontario, Canada and Albany County, New York that is related, but I have not reviewed any filings in those matters.

8.

As a result of my law practice experience, my access to information in the discharge of management responsibilities at my law firm, and my interactions with other lawyers and law firms, I regularly receive comprehensive information regarding billing rates, billing practices, and collection results actually achieved by lawyers practicing in Atlanta, Georgia. In the course of my practice, I also frequently encounter sworn testimony and itemized billing statements for fees and expenses submitted by lawyers in connection with: (a) civil litigation involving claims for the recovery of legal fees and expenses; (b) applications for the payment of legal fees and expenses; (c) services rendered by lawyers in other firms where I am charged with professional responsibility for supervision of other counsel; and (d) services rendered by other lawyers as consultants or expert witnesses.

9.

As a result of my long and continuing professional exposure to the foregoing information, my experience in the private practice of law, and my general familiarity with the legal profession in Georgia, I am personally familiar with the

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hourly billing and collection rates and practices of Atlanta's lawyers in cases comparable to this one.

10.

It is my experience and my opinion that the hourly rates sought by Plaintiffs' counsel in their motion for attorneys' fees are comfortably within the ranges currently being billed and collected under similar circumstances in cases demanding comparable legal services and presenting complexity comparable to this case in Atlanta, Georgia. In my opinion, the hourly rates sought in the motion for fees are reasonable and consistent with market rates in effect, charged and collected in 2009.

11.

It is my experience and opinion that the quantity of time worked by Plaintiffs' counsel for which compensation is sought is reasonable and consistent with the requirements of this case and the billing judgment exercised in comparable cases in the Atlanta market for comparable legal services. The staffing on these cases and the time charges resulting from these staffing decisions appear, in my judgment, to be reasonable, necessary, and consistent with the prevailing market conditions in 2009 for the delivery of comparable legal services in comparable cases.

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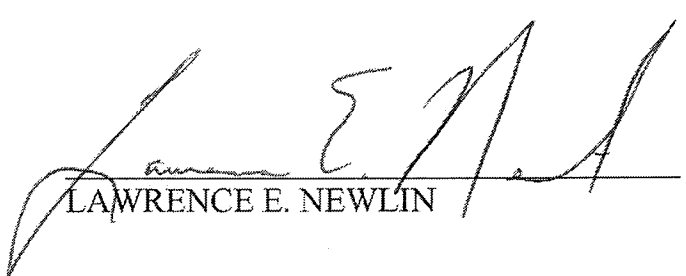
12.

Based on my review of the record in the Underlying Action and the Miscellaneous Action and my experience, my opinion is that the filings in this case made after the May 22, 2009 Order, if not before, do not appear to be reasonable and consistent with the requirements of this case. In my opinion, the filings of Mr. Windsor appear designed to unreasonably and vexatiously harass and oppress and to unnecessarily expand the proceedings in a closed case, and appear to have been filed in bad faith to cause unnecessary trouble and expense. In my career as an attorney, I have never seen anyone engage in the type of conduct William M. Windsor has engaged in these cases.

13.

I declare under penalty of perjury pursuant to 28 U.S.C. 1746 that the foregoing is true and correct.

Executed in Atlanta, Georgia this 6th day of January, 2010.


LAWRENCE E. NEWLIN

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