

1 **CUNEO GILBERT & LADUCA, LLP**
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8 *Co-Lead Class Counsel*

9 **UNITED STATES DISTRICT COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA - WESTERN DIVISION**

11 **IN RE: TOLL ROADS LITIGATION**

12 _____
13 PENNY DAVIDI BORSUK; DAVID
14 COULTER; EBRAHIM E. MAHDA;
15 TODD QUARLES; TODD
16 CARPENTER; LORI MYERS; DAN
17 GOLKA; and JAMES WATKINS on
18 behalf of themselves and all others
19 similarly situated,

20 Plaintiffs,

21 vs.

22 Foothill/Eastern
23 Transportation Corridor
24 Agency; San Joaquin Hills
25 Transportation Corridor
26 Agency; Orange County
27 Transportation Authority;
28 3M Company; BRiC-TPS LLC;
Rhonda Reardon; Michael
Kraman; Craig Young; Scott
Schoeffel; Ross Chun;
Darrell Johnson; Lori
Donchak; COFIROUTE USA, LLC;
and DOES 3-10; inclusive,

Defendants.

Case No: 8:16-cv-00262-ODW(ADSx)

Hon. Otis D. Wright II

**DECLARATION OF MICHAEL J.
FLANNERY IN SUPPORT OF
PLAINTIFFS' MOTION FOR
ATTORNEYS' FEES, COSTS AND
SERVICE AWARDS**

Date: January 4, 2022

Time: 10:00 a.m.

Location: Judicate West
(Via Zoom)

**(Referred to Special Master: Hon.
Andrew J. Guilford (ret.))**

DECLARATION OF MICHAEL J. FLANNERY

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I, Michael J. Flannery, being first duly sworn, deposes and says:

1. I am a partner with the law firm of Cuneo, Gilbert & LaDuca, LLP. My firm is Co-Lead Class Counsel in this action, together with Schonbrun Seplow Harris Hoffman and Zeldes LLP, and Lindemann Law Firm. I submit this declaration in support of Co-Lead Class Counsel’s application for an award of attorneys’ fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by Plaintiffs’ counsel in connection with this litigation.

2. As one of the Co-Lead Class Counsel in this litigation, I oversaw and conducted the day-to-day activities in the above-entitled action. My firm provided extensive work on all facets of the litigation, including the following tasks: factual investigation; client communications; legal research; litigation strategy and analysis; initial and amended pleadings; opposition to multiple motions to dismiss; opposition to multiple motions for judgment on the pleadings; opposition to multiple motions for summary judgment; response to motion to decide key questions; all aspects of discovery, including interrogatories, requests for admission and document requests (both offensive and defensive); motions to compel discovery (both prosecution and opposition); e-discovery (including negotiations); taking and defending depositions; meet and confers with opposing counsel; working on protective order issues; document review; site visits (including preparation); researching, drafting and filing of class certification motion; work with experts and consultants; Ninth Circuit appeal regarding class certification; work relating to a parallel insurance coverage lawsuit brought against the lead plaintiffs; monitoring related lawsuits and potential intervenors; responding to legislative efforts concerning SB664 (legislation relating to Section 31490); court appearances (including preparation); settlement negotiations and appearance at five mediation sessions; negotiation and preparation of settlement agreements; and appearances before the Special Master regarding settlement approval.

1 3. The schedule attached hereto as Exhibit 1 is a detailed summary
2 indicating the amount of time spent by the partners, attorneys and professional support
3 staff of my firm who were involved in this litigation, and the lodestar calculation
4 based on my firm's current billing rates. The schedule was prepared from
5 contemporaneous, daily time records regularly prepared and maintained by my firm,
6 which are available at the request of the Court. Time expended in preparing this
7 application for fees and reimbursement of expenses has not been included in this
8 request.

9 4. The hourly rates for the partners, attorneys and professional support staff
10 in my firm included in Exhibit 1 are the same as the regular current rates charged for
11 their services in non-contingent matters and/or which have been accepted and
12 approved in other class litigation.

13 5. The total number of hours expended on this litigation by my firm is
14 4861.60 hours. The total lodestar for my firm is \$4,348,675.00, consisting of
15 \$4,332,248.75 for attorneys' time.

16 6. My firm's lodestar figures are based upon the firm's billing rates, which
17 rates do not include charges for expense items. Expense items are billed separately
18 and such charges are not duplicated in my firm's billing rates.

19 7. As detailed in Exhibit 2, my firm has incurred a total of \$167,374.69 in
20 unreimbursed expenses in connection with the prosecution of this litigation. In
21 addition to the other unreimbursed expenses incurred by my firm, my firm also
22 administered the Litigation Fund for Co-Lead Class Counsel in this matter, with all
23 three firms making contributions to that fund, which were used to pay certain common
24 litigation expenses. The total contributions to the Litigation Fund by Co-Lead Class
25 Counsel to date are \$266,149.03, which are in addition to my firm's other expenses,
26 bringing the total reported on Exhibit 2 to \$433,523.72. My firm's contributions to
27 the Litigation Fund were \$107,349.48. The litigation expenses paid from the
28 Litigation Fund included payments for maintenance of an electronic document

1 repository (which was used to review and analyze documents produced by
2 Defendants), payments to experts, payments to court reporters, payments to mediators
3 and payments to the Special Master.

4 8. The expenses incurred in this action are reflected on the books and
5 records of my firm. These books and records are prepared from expense vouchers,
6 check records and other source materials and represent an accurate recordation of the
7 expenses incurred.

8 9. Attached as Exhibit 3 is my firm's resume.

9 10. Attached as Exhibit 4 is the Declaration of Robert K. Shelquist, partner
10 at the law firm of Lockridge Grindal Nauen P.L.L.P., one of firms that acted as
11 Plaintiffs' counsel in this action.

12 11. Attached as Exhibit 5 is the Declaration of Michael McShane, partner at
13 the law firm of Audet & Partners, LLP, one of firms that acted as Plaintiffs' counsel
14 in this action.

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16 I declare under penalty of perjury under the Laws of the United States that the
17 foregoing is true and correct.

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19 Executed this 25th day of October, 2021, at St. Louis, Missouri.

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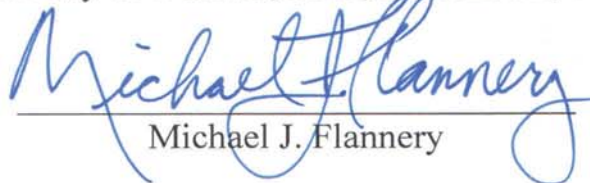
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Michael J. Flannery

EXHIBIT 1

Cuneo Gilbert & LaDuca, LLP Fees and Costs Summary

Timekeeper	Position	Hourly Rate	Hours	Lodestar
Pamela Gilbert	Partner	\$575	31.25	\$17,968.75
Charles LaDuca	Partner	\$895	94.00	\$84,130.00
Michael Flannery	Partner	\$950	4,101.75	\$3,896,662.50
Katie Van Dyck	Partner	\$800	55.25	\$44,200.00
Alexandra Warren	Partner	\$800	102.25	\$81,800.00
Matthew Prewitt	Associate	\$550	377.25	\$207,487.50
Aaron Zoellick	Law Clerk	\$325	23.85	\$7,751.25
Melisa Azak	Paralegal	\$175	39.00	\$6,825.00
Joe Flannery	Paralegal	\$50	37.00	\$1,850.00
Totals			4,861.60	\$4,348,675.00

EXHIBIT 2

Cuneo Gilbert & LaDuca, LLP
Additional Expenses Reasonably Necessary to Prosecute Action

	TOTAL
Litigation Fund	\$266,149.03
Court Reporters/Videos/Transcripts/Publications	\$97,483.57
Duplicating	\$336.94
Meals, Hotels and Transportation	\$62,722.13
Messenger.Express Mail, Postage	\$1,098.68
Telephone, Facsimile, Internet	\$452.54
Westlaw/Lexis-Nexis/PACER research	\$1,062.33
Filing Fees/Process Service	\$3,936.50
CourtCall	\$282.00
Total	\$433,523.72

EXHIBIT 3

CUNEO GILBERT & LADUCA, LLP

FIRM PROFILE

We specialize in civil litigation in federal and state courts, including general commercial practice, antitrust, civil rights, government relations, products liability, administrative, securities, labor, and consumer law.

With a proven track record of winning in court and in Congress, we have represented and served clients since 1988 on issues of broad significance. Neither a mega-firm with 200 plus attorneys, nor a small firm with limited expertise, we are instead a group of twenty plus lawyers who together have over 300 years of experience going to court to right wrongs. We specialize in representing individuals and businesses that have been victims of antitrust violations, faulty products, civil rights violations, and securities fraud.

TRIAL AND APPELLATE

Cuneo Gilbert & LaDuca attorneys are experienced advocates. Between them, our attorneys have:

- conducted numerous trials, the most recent of which resulted in a \$113 million verdict on behalf of our clients;
- argued scores of contested motions in state and federal court and conducted quasi-adjudicative, administrative, and arbitral proceedings resulting in a final adjudication;
- argued appeals in many federal circuit courts of appeal, including two *en banc* arguments;
- argued appeals in many states;
- testified before Congress, state legislatures or federal or state administrative bodies at least 60 times; and
- appeared in many cases before the United States Supreme Court.

GOVERNMENT SERVICE

Cuneo Gilbert & LaDuca attorneys have held positions of trust in state or federal governments, including:

- One was Solicitor to the House of Representatives and Assistant Counsel to the Senate;
- One was the Executive Director of a Federal agency, the highest staff position;
- Two were Section Chiefs of the United States Department of Justice;
- Three were Assistant US attorneys and one was a public defender; and
- Two were Counsel to Congressional Committees.

ACADEMIC ACHIEVEMENTS/CLERKSHIPS

Cuneo Gilbert & LaDuca attorneys have strong academic qualifications, and many were judicial clerks or interns. Of our attorneys:

- Eight were law review members or editors;
- Twelve served as judicial law clerks or interns;
- Three worked at the United States Court of Appeals;
- Five worked at United States District Courts; and
- Two worked for state courts.

SPEAK YOUR LANGUAGE

Cuneo Gilbert & LaDuca attorneys are diverse. Among our attorneys and staff, we speak:

- English
- Spanish
- French
- Mandarin
- Russian

COMMUNITY AND CHARITY

Cuneo Gilbert & LaDuca, LLP supports many charities in our community, both in the United States and abroad. Over the past five years, CGL has contributed to organizations supporting equal justice, centers for human rights, groups combatting hunger, medical centers and universities in Israel, cancer research efforts, cancer survivor support, legal programs, law schools, juvenile justice initiatives, better government, and wounded veterans of the Iraqi and Afghanistan wars. CGL has also made a major financial commitment to help indigent clients seek representation in the District of Columbia through the “Raising the Bar” campaign of the D.C. Access to Justice Project.

ATTORNEYS

Jonathan W. Cuneo, born New York, New York, September 10, 1952. Admitted to the District of Columbia Bar, 1977; New York Bar, 2006. Admitted to practice before the United States Supreme Court, 1994; United States Court of Appeals for the First Circuit, 2006; United States Court of Appeals for the Second Circuit, 2007; United States Court of Appeals for the Third Circuit, 2004; United States Court of Appeals for the Fourth Circuit, 2005; United States Court of Appeals for the Fifth Circuit, 2009; United States Court of Appeals for the Ninth Circuit, 2007; United States Court of Appeals for the Tenth Circuit, 2011; United States Court of Appeals for Eleventh Circuit, 2012; United States Court of Appeals for the District of Columbia Circuit, 1978; United States District Court for the Eastern District of Michigan; United States District Court for the Eastern District of New York, 2006; United States District Court for the Southern District of New York, 2006; United States District Court for the Northern District of New York, 2002; United States District Court for the District of Columbia, 1978. Education: Columbia University (A.B., 1974); Cornell University (J.D., 1977). Experience: Law clerk to the Honorable Edward Tamm, United States Court of Appeals, District of Columbia Circuit (1977-1978); Attorney, Office of the General Counsel, Federal Trade Commission (1978-1981); Assistant Counsel and Counsel, Subcommittee on Monopolies and Commercial Law, House Committee on the Judiciary (1981-1986); General Counsel, Committee to Support the Antitrust Laws (1986 - 2004); Legislative Counsel, National Association of Shareholder and Consumer Attorneys (1988-2004); Legislative Counsel, National Coalition of Petroleum Retailers and Service Station Dealers of America (1988-1994). Activities: Arlington County Democratic Committee (1983-1987); Board Member, Juvenile Law Center (2009-2015); Board Member, American Antitrust Institute (1998-2009); Board Member, Violence Policy Center (1999-2009); Board Member, Appleseed Legal Foundation (1999-2005). Honors: Alfred E. Kahn Award for Antitrust Achievement (2017); Rated by Martindale-Hubbell as AV[®] Preeminent[™]; Listed in Marquis “Who’s Who in America”; Dean’s Board of Advisors, The George Washington University Law School (2012-2015); Finalist, 2006 Trial Lawyer of the Year, Public Justice. Publications: *Judge Tamm and the Evolution of Administrative Law: The Art of Judging*, 74 GEORGETOWN L.J. 1595 (1986); *Pulling the Plug on Antitrust Law* (with Jerry Cohen), THE NATION (1987); *House Takes Up Cause of Discounters*, LEGAL TIMES, Vol X, No. 30 (1987); *Supreme Court’s “Sharp” Ruling Means Higher Prices, Fewer Choices for Consumers*, MANHATTAN LAWYER (1988); Chapter, *Consumer Protection -- Federal Trade Commission*, CHANGING AMERICA: BLUEPRINTS FOR THE NEW ADMINISTRATION (edited by Mark Green) (1992); *Antitrust and Clinton: Changes on the Horizon*, THE CALIFORNIA LAWYER (1993); *Action on Class Actions*, THE RECORDER (1997); *The Gold Train Case: Successfully Suing the United States on Behalf of a Class of Holocaust Era Victims* (with Professor Charles Tiefer), 27 CLASS ACTION REPORTS 139 (2006); THE INTERNATIONAL HANDBOOK OF PRIVATE ENFORCEMENT OF COMPETITION LAW (with Albert A. Foer) (Edward Elgar Publishing Inc., 2010). *Remediation and Deterrence: The Real Requirements of the Vindication Doctrine*, 82 Geo. Wash. L. Rev. Arguendo 59 (2013). Guest Lecturer: Southwestern Law School, 1997 and 1998; numerous appearances in CLE programs in the United States and Canada; District of Columbia Judicial Conference (2007). Member: American Bar Association; District of Columbia Bar Association; American Association for Justice.

Pamela B. Gilbert, born New Brunswick, New Jersey, October 3, 1958. Admitted to the New York Bar, 1985 (inactive); District of Columbia Bar 1986. Admitted to practice in D.C. Education: Tufts University (B.A., magna cum laude, 1980); New York University (J.D., 1984). Experience:

Consumer Program Director, United States Public Interest Research Group (1984-1989); Legislative Director, Executive Director, Public Citizen's Congress Watch (1990-1992; 1992-1994); Attorney, M+R Strategic Services (1995); Executive Director, Consumer Product Safety Commission (1996-2001); Chief Operating Officer, M+R Strategic Services (2001-2002). Honors and Activities: Board Chair, American Antitrust Institute (2010 -); Board Member, Project on Government Oversight (2016 -); Past member of the Board of Directors, National Environmental Law Center (2006 - 2016); Past member of Board of Directors, Equal Justice Works (2004 - 2012). Publications: PRIVATE ENFORCEMENT OF THE ANTITRUST LAWS IN THE UNITED STATES (edited by Albert A. Foer and Randy M. Stutz), "Proposals for Reform," written with Victoria Romanenko. Member: New York Bar Association; District of Columbia Bar Association; American Bar Association; American Association for Justice; Public Justice; Consumer Attorneys of California.

Charles J. LaDuca, born Buffalo, New York, September 30, 1974. Admitted to the New York State Bar, 2001; District of Columbia Bar, 2002; United States Supreme Court, 2009; United States Court of Appeals for the Second Circuit, 2007; United States Court of Appeals for the Third Circuit, 2004; United States Court of Appeals for the Sixth Circuit, 2012; United States Court of Appeals for the Ninth Circuit, 2011; United States Court of Appeals for the District of Columbia Circuit, 2013; United States District Court for the Northern District of New York, 2002; United States District Court for the Western District of New York, 2004; United States District Court for the Southern District of New York, 2013; United States District Court for the District of Columbia, 2002; United States District Court for the Central District of Illinois, 2009; United States District Court for the District of Colorado, 2008; United States District Court for the Western District of Michigan, 2010. Education: George Washington University (B.A., 1996); Catholic University of America (J.D., 2000). Member: District of Columbia Bar Association (Corporation, Finance and Securities Law Section); New York State Bar Association; New York State Society.

Joel Davidow, born Trenton, New Jersey, July 24, 1938. Admitted to the Bar in the District of Columbia, 1965; New York Bar, 1981; Court Admissions: U.S. Supreme Court, U.S. Court of Appeals (D.C., Ninth, First and Federal Circuits), U.S. District Court, S.D. N.Y., U.S. District Court, E.D. N.Y. Education: Columbia University School of Law (LLB, *cum laude*, 1963); Princeton University, Woodrow Wilson School of Public Affairs (B.A., *summa cum laude*, 1960). Experience: Notes editor of the Columbia Law Review and the winner of the National Jessup Moot Court Competition; Two years in the U.S. Federal Trade Commission; Fifteen years in Antitrust Division of the Department of Justice, where he eventually served as Chief of the Foreign Commerce Section and then Director of Policy and Planning; Senior antitrust partner in major New York City and Washington, D.C. law firms, representing clients from Japan, Europe, and the United States, as both plaintiffs and defendants, in antitrust, patent, and trade litigation matters; Counsel of record in numerous antitrust class actions and has briefed and argued multi-million dollar appeals before the First, Second, Seventh, Ninth and Federal Circuit courts of appeal. Publications: ANTITRUST GUIDE FOR INTERNATIONAL BUSINESS ACTIVITIES (BNA, 4th ed. 2011); PATENT-RELATED MISCONDUCT ISSUES IN U.S. LITIGATION (OUP, 2010); and numerous articles dealing with international antitrust and patent litigation topics. Adjunct Professor: George Washington University School of Law, Columbia Law School, Georgetown Law Center, American University Law School, and George Mason University Law School, where he has taught courses in antitrust, regulation, and international competition policy.

Daniel M. Cohen, born Detroit, Michigan, January 24, 1958. Admitted to the Florida Bar, 1989; District of Columbia Bar, 2001; Maryland State Bar, 2003; Virginia State Bar, 2010. Admitted to practice before the United States District Court for Maryland, 2002; United States District Court for the Middle District of Florida, 2003; United States District Court of District of Columbia, 2008; Eastern District of Virginia, 2010; Western District of Virginia, 2010; Southern District of Florida, 2013. Education: Ithaca College (B.A., 1981); Western New England School of Law (J.D., 1988). Experience: Criminal Defense Trial Attorney, Public Defenders Office, tried 70 jury trials, Jacksonville Florida, 1989-1999. Member: District of Columbia Bar Association (Antitrust and Consumer Law Section); Florida State Bar Association.

Michael J. Flannery, born January 22, 1963. Admitted to the Virginia Bar, 1991; District of Columbia Bar, 1992; California Bar, 1998; Missouri Bar, 2001. Admitted to practice before the United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Ninth Circuit; United States District Court for the Eastern District of Missouri, United States District Court for the Western District of Missouri, United States District Court for the Southern District of Illinois, United States District Court for the Northern District of Illinois, United States District Court for the Northern District of California, United States District Court for the Southern District of California, United States District Court for the Central District of California, United States District Court for the Eastern District of California, and the United States District Court for the District of Columbia. Education: University of Notre Dame (B.A., 1985); College of William and Mary Marshall-Wythe School of Law (J.D., 1991). Honors and Awards: William and Mary Law Review (1989-91); Publication of Student Note: "Abridged Too Far: Anticipatory Search Warrants and the Fourth Amendment," 32 WM. & MARY L. REV. 781 (1991) (reprinted in 14 Criminal Law Review (1992)); Teaching Assistant, William and Mary Legal Skills Program; Chief Justice, William and Mary Honor Council; Notre Dame Scholar/Edward W. Krause Academic Scholarship. Experience: Cohen, Milstein, Hausfeld & Toll, Washington, DC, 1994-1997; Milberg Weiss Bershad Hynes & Lerach, San Diego, CA, 1997-2000; Carey, Danis & Lowe, St. Louis, MO, 2000-2012.

Monica Miller, born Queens, New York, May 16, 1966. Admitted to the Bar of the Commonwealth of Massachusetts, 1992; Louisiana Bar, 1993; District of Columbia Bar, 1994. Admitted to practice before the United States Courts of Appeals for the First Circuit, 1998, Fourth Circuit, 2010, Ninth Circuit, 2010, Tenth Circuit, 2011, D.C. Circuit, 2012; United States District Court for the District of Massachusetts, 1994; United States District Court for the District of the District of Columbia, 2008. Education: Tufts University (B.A., *magna cum laude*, 1988); University of Virginia (J.D., 1991). Experience: Law Clerk to the Honorable Edith Brown Clement, United States District Court for the District of Louisiana, 1991-1993; Berman, DeValerio & Pease, Boston, MA 1994-1999; sole practitioner, 1999-2008. Languages: French, Spanish.

Mark H. Dubester, born Washington, DC, May 17, 1955. Admitted to the District of Columbia Bar, 1980; Member of the United States District Court for the District of Columbia. Education: Tufts University (B.A., *magna cum laude*, 1977); New York University School of Law (J.D., 1980). Experience: Trial Attorney, United States Department of Justice, Antitrust Division (*AT&T* case) (1980-1983); Assistant United States Attorney, United States Attorneys Office for the District of Columbia (60 jury trials) (1983-2007); Counsel for the Committee and Special Impeachment Counsel, House Committee on the Judiciary (2007-2010); Deputy Chief Investigative Counsel, Special Inspector General for the Troubled Asset Relief Program

(SIGTARP) (2011-2012); Associate General Counsel/Prosecutor, Special Inspector General for Afghanistan Reconstruction (SIGAR) (2012-2017).

Alexandra C. Warren, born Bucharest, Romania, October 9, 1977. Admitted to the Florida Bar, 2016; New York Bar, 2003 (retired); Massachusetts Bar, 2003 (retired); Pennsylvania Bar, 2004 (retired); District of Columbia Bar, 2007 (retired). Admitted to practice before the United States District Court for the Eastern District of Pennsylvania, 2005; United States District Court for the Western District of Pennsylvania, 2007; United States District Court for the District of Columbia, 2007; United States District Court for the Middle District of Pennsylvania, 2009; United States District Court for the Western District of Michigan, 2010; United States District Court for the District of Massachusetts, 2012; United States Court of Appeals for the Third Circuit, 2009; United States Court of Appeals for the Fifth Circuit, 2009; United States Court of Appeals for the Ninth Circuit, 2011; United States Supreme Court, 2009. Education: Brandeis University (B.A., *cum laude*, 1999); Fordham University Law School (J.D., 2002) (Fordham Environmental Law Journal, Staff). Honors: Archibald R. Murray Public Service Award (2002); Addison M. Metcalf Labor Law Prize (2002). Experience: Law Clerk to the Honorable John E. Jones III, United States District Court for the Middle District of Pennsylvania (2002-2004); Associate, MacElree Harvey, Ltd. (2004-2006). Member: Florida Bar Association.

C. William Frick, born in Silver Spring, Maryland. Admitted to the District of Columbia Bar; Maryland Bar; United States District Court for the District of Maryland; United States District Court for the District of Columbia. Education: Northwestern University (B.A. 1997); Harvard Law School (J.D., 2000). Experience: Counsel, Akin Gump; State Legislator, House Parliamentarian, and House Majority Leader, Maryland General Assembly. Affiliations: Maryland Bar Association; District of Columbia Bar Association.

Katherine W. Van Dyck, born Corpus Christi, Texas, July 4, 1979. Admitted to the Texas Bar, 2004; District of Columbia Bar, 2008. Admitted to practice before the United States District Court for the Northern District of Texas, 2006; United States District Court for the District of Columbia, 2008; United States District Court for the District of Colorado, 2014; United States District Court for the Central District of Illinois, 2018; United States Court of Appeals for the Fourth Circuit, 2009; United States Court of Appeals for the Tenth Circuit, 2015; United States Court of Appeals for the Seventh Circuit, 2016. Education: Texas Christian University (B.A. 2001); Texas Tech University Law School (J.D., 2004). Texas Tech Law Review - Articles Editor, Outstanding Third Year Editor, Outstanding Second Year Editor (2002-2004) Experience: Law Clerk to the Honorable Hayden W. Head, Jr., United States District Court for the Southern District of Texas (2004-2006); Associate, Fee, Smith, Sharp & Vitullo, LLP (2006-2007); Associate, Griffith & Wheat, LLP (2008-2012). Affiliations: Member, Texas Christian University DC Alumni Board; American Association for Justice Seminar Faculty Member, Trying the Class Action: Practical Tips from the Pros.

Jennifer E. Kelly, born Elmira, New York, July 7, 1975. Admitted to the Maryland Bar, 2007, District of Columbia Bar, 2008, U.S. District Court for the District of Columbia, 2012. Education: Boston University (B.A., *cum laude*, 1997), American University (J.D., *cum laude*, 2007; highest grade designation, Wills, Trusts, & Estates). Experience: Internship, Parliament of Great Britain (1995); Internship, District of Columbia Corporation Counsel (1996); Legislative Assistant, Office of Senator Robert C. Byrd (1998-2002); American University Civil Practice Clinic (Oral Argument before the Maryland Court of Special Appeals and Maryland District Court Small Claims Trial)

(2006); Associate, Bracewell & Giuliani, LLP (2007-2009) (Paralegal, 2003-2007); Volunteer Attorney, American Red Cross (2010-2011). Member: American Bar Association.

Brendan S. Thompson, born Buffalo, New York, February 21, 1974. Admitted to the Maryland Bar, 2008; Admitted to practice before the United States District Court for the District of Colorado, 2008; United States District Court for the Central District of Illinois, 2008; United States Court of Appeals for the Ninth Circuit, 2011. Education: University of Detroit (B.S., 1997); visiting student, George Mason Law School; University of Baltimore Law School (J.D., 2008). Experience: Student Internships: Congressman Brian Higgins (D-NY) (2007); Chambers of the Honorable LeRoy F. Millett Jr., Circuit Court for the 31st Judicial Circuit of Virginia (2006); The Commonwealth's Attorney's Office for Prince William County, Virginia (2005). Member: Maryland State Bar Association, Bar Association of Baltimore City, American Bar Association; New York State Society.

Victoria R. Sims, born Kiev, Ukraine, April 8, 1983. Admitted to the Maryland Bar, 2009; the District of Columbia Bar, 2012. Education: Catholic University, Columbus School of Law (J.D., 2009); Brandeis University (B.A., with honors, 2006). Experience: Worked at a Washington D.C. firm engaging in antitrust and telecommunications litigation (2009-2011). Law Clerk at U.S. International Trade Commission (2009) (antidumping, countervailing duties, Section 337). Law Clerk at Department of Labor (2008) (Occupation Safety and Health Division). Law Clerk at District of Columbia Office of the Attorney General (2007) (Civil Enforcement Section). Ms. Sims was also nominated for the 2009 Jan Jancin award upon her completion of law school. This nomination is given to the student with the highest Intellectual Property GPA in the graduating class. Ms. Sims is the recipient of the American Antitrust Institute's Outstanding Litigation Achievement by a Junior Lawyer Award (2017), for her work in the *Automotive Parts Antitrust Litigation*, 12-md-02311. Publications: *Remediation and Deterrence: The Real Requirements of the Vindication Doctrine*, 82 Geo. Wash. L. Rev. Arguendo 59 (2013); PRIVATE ENFORCEMENT OF THE ANTITRUST LAW IN THE UNITED STATES (edited by Albert A. Foer and Randy M. Stutz) (2012), Chapter, *Proposals for Reform*, co-authored with Pamela Gilbert. Ms. Sims has a working knowledge of Russian and French.

Yifei Li, born Wuhan, China, February 15, 1988. Admitted to the New York State Bar, 2013; United States Court of Appeals for the Second Circuit, 2013; United States Court of Appeals for the District of Columbia Circuit, 2013; United States Court of Federal Claims, 2013; United States District Court for the Eastern District of Michigan, 2013; United States District Court for the Eastern District of New York, 2013; United States District Court for the Southern District of New York, 2013. Education: The George Washington University Law School (LL.M., 2011); Beijing Foreign Studies University Law School (LL.B., B.A., Scholarship Recipient, 2010). Experience: Judicial Intern to the Honorable Chief Judge Randall R. Rader at U.S. Court of Appeals for the Federal Circuit (2012-2013). Legal Intern at Federal Circuit Bar Association (2011-2012). Law Clerk at Jingtian & Gongcheng Attorneys At Law (2009). Judicial Intern at People's Court of Jiang'An District (2007). Member: New York State Bar Association; American Bar Association. Ms. Li is a native speaker of Chinese (Mandarin).

A. Blaine Finley, born Houston, Texas, January 15, 1988. Admitted to the New Jersey Bar, 2014; New York Bar 2015; District of Columbia Bar, 2017. Admitted to practice before the United States

District Court for the District of New Jersey, 2014; United States District Court for the Eastern District of New York, 2015; United States District Court for the Southern District of New York, 2015. Education: Columbia Law School (J.D., 2014); Princeton University (A.B., 2011). Experience: Associate, Brower Piven, A Professional Corporation (2014-2016).

Peter Gil-Montllor, born Manhasset, New York, October 11, 1987. Admitted to the New York Bar, 2014. Admitted to practice before the United States District Court for the Eastern District of New York, 2015; United States District Court for the Southern District of New York, 2015. Education: Georgetown University (J.D., magna cum laude, 2013); University of Chicago (A.B., with honors, 2009). Experience: Law clerk to the Honorable Allyne R. Ross, United States District Court for the Eastern District of New York (2015-2016). Member: Federal Bar Council. Mr. Gil-Montllor is a native speaker of Spanish.

Christian Hudson, born Southampton, New York, July 26, 1985. Admitted to the New York Bar, 2013. Admitted to practice before the United States District Court for the Southern District of New York, 2013; Eastern District of Texas, 2014; Eastern District of New York, 2018. Education: New York University (J.D., 2012); Yale University (B.A., with distinction, 2007). Experience: Associate, Gibson, Dunn & Crutcher LLP (2012-2018). Member: The Sedona Conference; LeGaL, the LGBT Bar Association of New York; American Bar Association.

SPECIAL COUNSEL

Robert J. Cynkar, born Chicago, Illinois, April 22, 1952. Admitted to the Illinois Bar, 1977; District of Columbia Bar, 1978; Virginia Bar, 1984. Admitted to practice before the United States Supreme Court and before the United States Courts of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Eighth, Eleventh, District of Columbia Circuit, and Federal Circuits. Education: Princeton University (A.B., magna cum laude, 1974); New York University School of Law (J.D., 1977) (Staff, Law Review). Experience: Associate, Fried, Frank, Harris, Shriver & Kampelman, Washington, D.C. (1977-1979); Counsel to Chairman Bob Dole, Subcommittee on Improvements in Judicial Machinery, United States Senate Committee on the Judiciary (1979-1981); General Counsel to Chairman Paul Laxalt, Subcommittee on Regulatory Reform, United States Senate Committee on the Judiciary (1981-1983); Assistant United States Attorney, Eastern District of Virginia (Criminal Division) (1983-1985); Special Assistant to Attorney General Edwin Meese (1985); Deputy Assistant Attorney General, Civil Division, United States Department of Justice (1985-1988); Associate, Shaw, Pittman, Potts & Trowbridge, Washington, D.C. (1988-1991); Partner, Shaw, Pittman, Potts & Trowbridge, Washington, D.C. (1991-1996); Founding Partner, Cooper & Kirk, Washington, D.C. (1996-2003); Partner, Egan, Fitzpatrick, Malsch & Cynkar, Vienna, Virginia (2004-2006); has tried over 25 cases in federal and state courts; has briefed numerous appeals in the majority of Federal Circuits and in State Supreme Courts, and in the U. S. Supreme Court, and personally argued many of those appeals. Sample Noteworthy Cases: *U.S. v. Fleming* (E.D. Va. 1984) (successful prosecution of a drunk driver who killed a mother of 11 for second-degree murder); *U.S. v. Winstar* (U.S. Sup. Ct. 1996) (holding that even the requirements of a broad change in regulatory policy by Congress cannot excuse the federal government's breach of contract); *U.S. ex rel. Ubl v. IIF Data Solutions* (E.D. Va. 2009) (successful defense of a government contractor accused of violating the False Claims Act in a bet-the-company case); *Livingston v. Virginia Dept. of Transportation* (Va. Sup. Ct. 2012) (establishing that a damaging for public use does not need to rise

to the level of a taking to qualify for just compensation under the Virginia Constitution); *Settle v. RGR*, (Prince William Cir. Ct. 2012)(over \$3 million jury award for the widow of a truck driver killed in a collision with a train). Publications: *Dumping on Federalism*, 75 U. COLO. L. REV. 1261 (2004); *The Changing Vocabulary of Administrative Law*, 43 FOOD DRUG COSM. L.J. 681 (1988); “*Buck v. Bell: ‘Felt Necessities’ v. Fundamental Values?*” 81 COLUM. L. REV. 1418 (1981). Member: District of Columbia Bar Association; Virginia Bar Association; Fairfax County Bar Association; Federalist Society.

OF COUNSEL TO THE FIRM

Charles Tiefer, born January 21, 1954. Admitted to the District of Columbia Bar. Admitted to practice before the United States Supreme Court; United States Court of Federal Claims. Education: Columbia University (B.A., *summa cum laude*, 1974), Harvard Law School (J.D., *magna cum laude*, 1977) (Member, Harvard Law Review). Experience: Law clerk, United States Court of Appeals for the D.C. Circuit (1977-1978); Trial Attorney, United States Department of Justice, Civil Rights Division (1978-1979); Assistant Senate Legal Counsel, United States Senate (1979-1984); Solicitor and Deputy General Counsel, United States House of Representatives (1984-1995); Professor of Law, University of Baltimore School of Law (1995 -). Publications: VEERING RIGHT: HOW THE BUSH ADMINISTRATION SUBVERTS THE LAW FOR CONSERVATIVE CAUSES (U. Cal. Berkeley, 2004); GOVERNMENT CONTRACT LAW: CASES AND MATERIALS (co-author) (Carolina Academic Press, 2d ed., 2004); THE SEMI-SOVEREIGN PRESIDENCY (Westview, 1994); CONGRESSIONAL PRACTICE AND PROCEDURE (Greenwood Press, 1989); *Congress’s Transformative “Republican Revolution” in 2001-2006 and the Future of One-Party Rule*, J. L. & POL. OF U. VA. (2008); *The Iran Debacle: The Rise and Fall of Procurement-Aided Unilateralism as a Paradigm of Foreign War*, UNIV. PENN. J. INT’L ECON. LAW (2008); *Can Appropriation Riders Speed Our Exit From Iraq?* 42 STAN. J. INT’L L. 291 (2006); *The Gold Train Case: Successfully Suing the United States on Behalf of a Class of Holocaust-Era Victims*, 27 CLASS ACTION REP. 136 (2006); *Cancellation and Termination Without Forfeiture*, 54 MERCER L. REV. 1031 (2003). Member: District of Columbia Bar Association.

David W. Stanley, born St. Louis, Missouri, May 30, 1944. Admitted to the District of Columbia Bar, 1973; Virginia State Bar, 1972. Admitted to practice before the United States Supreme Court, 1980; United States Court of Appeals for the District of Columbia Circuit, 1978; United States District Court for the District of Columbia, 1974. Education: University of Virginia (B.A., 1966); University of Virginia School of Law (J.D., 1972). Experience: Law clerk to Honorable Gerard D. Reilly, Chief Judge, District of Columbia Court of Appeals (1972-1973). Assistant U.S. Attorney, U.S. Attorney's Office for the District of Columbia, 1973-1984 (Fraud Division, 1981-1984); Assistant Chief Trial Attorney, Division of Enforcement, U.S. Securities and Exchange Commission (1984-1987); Of Counsel, Swidler & Berlin, Chartered (1987-1992). Member: District of Columbia Bar Association (Corporation, Finance and Securities Law Section; Litigation Section); Assistant U.S. Attorneys Association (President, 1994-1995); Association of Securities and Exchange Commission Alumni; The Barristers.

Bradford E. Kile. Admitted to the District of Columbia Bar. Admitted to practice before the United States Supreme Court, United States Court of Appeals for the Federal, Fourth, and DC Circuits, United States District Court for the District of Columbia and Eastern District of Virginia. Registered to practice before the United States Patent and Trademark Office – Reg. No. 25,223. Education: The

Ohio State University (B. Mech. Engr., 1966); The George Washington University (J.D., 1970; LL.M. 1978). Publications: *Legal 'X-Games' Risk: Officer and Director Passive Retention of Personal Liability for Patent Infringement*, 7 IP Litigator 11 (2001); "Lotus v. Borland-Copyright Protection of Computer Software in a State of Transition," Copyright World, 1995. Member: American Bar Association; Fellow of the Inn – Giles S. Rich American Inn of Court; American Intellectual Property Law Association; Federal Circuit Historical Society.

EXHIBIT 4

LOCKRIDGE GRINDAL NAUEN P.L.L.P.

ROBERT K. SHELQUIST
REBECCA A. PETERSON (241858)
100 Washington Ave. S., Suite 2200
Minneapolis, MN 55401
Telephone: (612) 339-6900
Facsimile: (612) 339-0981
rkshelquist@locklaw.com
rapeterson@locklaw.com

Attorneys for Plaintiffs Penny Davidi Borsuk, et al.

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA - WESTERN DIVISION**

In re TOLL ROADS LITIGATION

PENNY DAVIDI BORSUK, *et al.*,

Plaintiffs,

vs.

FOOTHILL/EASTERN
TRANSPORTATION CORRIDOR
AGENCY, *et al.*,

Defendants.

Case No: 8:16-cv-00262 ODW (ADSx)

District Court Judge: Otis D. Wright II
Magistrate Judge: Autumn D. Spaeth

**DECLARATION OF ROBERT K.
SHELQUIST IN SUPPORT OF
PLAINTIFFS' MOTION FOR
ATTORNEY'S FEES, COSTS AND
SERVICE AWARDS**

Date: January 4, 2022
Time: 10:00 a.m.
Location: Judicate West
(Via Zoom)

**(Referred to Special Master: Hon.
Andrew J. Guilford (ret.))**

DECLARATION OF ROBERT K. SHELQUIST

I, ROBERT K. SHELQUIST, being first duly sworn, deposes and says:

1. I am a partner with the law firm of Lockridge Grindal Nauen P.L.L.P. I submit this declaration in support of my firm’s application for an award of attorneys’ fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this litigation.

2. My firm acted as one of plaintiffs’ counsel in this class action. The tasks undertaken by my firm can be summarized as follows: researching legislative issues, researching class notice issues, research and drafting for motion practice, including class certification and opposition to summary judgment, preparation for expert deposition, preparation for trial, and collaborating with other plaintiffs’ counsel on the litigation of this case.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by the partners, attorneys and professional support staff of my firm who were involved in this litigation, and the lodestar calculation based on my firm’s current billing rates. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the partners, attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates charged for

1 their services in contingent class action and complex litigation matters and have been
2 accepted and approved in other class litigation.

3 5. The total number of hours expended on this litigation by my firm is 547.70
4 hours. The total lodestar for my firm is \$454,140.00, consisting of \$429,333.75 for
5 attorneys' time.
6

7 6. My firm's lodestar figures are based upon the firm's billing rates, which
8 rates do not include charges for expense items. Expense items are billed separately as a
9 pass through with no mark up and such charges are not duplicated in our firm's billing
10 rates.
11

12 7. As detailed in Exhibit 2, our firm has incurred a total of \$24,669.44 in un-
13 reimbursed expenses in connection with the prosecution of this litigation.
14

15 8. The expenses incurred in this action are reflected on the books and records
16 of my firm. These books and records are prepared from expense vouchers, check records
17 and other source materials and represent an accurate recordation of the expenses
18 incurred.
19

20
21 I declare under penalty of perjury that the foregoing is true and correct.

22 Executed this 22nd day of October, 2021, at Minneapolis, Minnesota.
23

24
25 s/ Robert K. Shelquist
26 Robert K. Shelquist
27
28

EXHIBIT 1

Timekeeper	Position	Hourly Rate	Total Hours	Total Amount
Richard Lockridge	Partner	1050	14.00	\$14,700.00
Robert Shelquist	Partner	950	314.20	\$298,490.00
Rebecca Peterson	Associate	800	117.50	\$94,000.00
Craig Davis	Associate	725	28.75	\$20,843.75
Freier, Krista	Associate	650	2.00	\$1,300.00
Kelly LeRoy	Paralegal	325	65.25	\$21,206.25
Peter Glessing	Government Relations	600	6.00	\$3,600.00
Total Hours			547.70	
Total Fees				\$454,140.00

EXHIBIT 2

Lockridge Grindal Nauen P.L.L.P.

10/22/2021

Additional Expenses Reasonably Necessary to Prosecute Action

Description	Amount
Copying	1,173.45
Postage & Courier	23.41
Mediation	
Courier/Filing Fees	46.97
Lexis/Westlaw Research	16,868.62
Meals, Hotel, Transportatin & Travel Expenses	6,397.28
Experts and Counsultants	
Depositions	
Telephone - Long Distance	6.32
Misc.	153.39
Total Expenses	24,669.44

EXHIBIT 5

1 **SCHONBRUN SEPLOW HARRIS**
2 **HOFFMAN & ZELDES, LLP**

3 HELEN I. ZELDES (220051)

4 hzeldes@sshzlaw.com

5 BEN TRAVIS (305641)

6 btravis@sshzlaw.com

7 501 W. Broadway, Suite 800

8 San Diego, CA 92101

9 Telephone: (619) 400-4990

10 Facsimile: (310) 399-7040

11 *Co-Lead Class Counsel*

12 **UNITED STATES DISTRICT COURT**

13 **CENTRAL DISTRICT OF CALIFORNIA - WESTERN DIVISION**

14 In re TOLL ROADS LITIGATION

Case No: 8:16-cv-00262 ODW (ADSx)

District Court Judge: Otis D. Wright II

Magistrate Judge: Autumn D. Spaeth

15 PENNY DAVIDI BORSUK, *et al.*,

16 Plaintiffs,

17 **DECLARATION OF MICHAEL**
18 **MCSHANE IN SUPPORT OF**
19 **PLAINTIFFS' MOTION FOR**
20 **ATTORNEYS' FEES, COSTS AND**
21 **SERVICE AWARDS**

22 vs.

23 Foothill/Eastern
24 TRANSPORTATION CORRIDOR
25 AGENCY, *et al.*,

26 Defendants.

Date: January 4, 2022

Time: 10:00 a.m.

Location: Judicate West

(Via Zoom)

27 **(Referred to Special Master: Hon.**
28 **Andrew J. Guilford (ret.))**

1 **DECLARATION OF MICHAEL MCSHANE**

2 I, Michael McShane being first duly sworn, deposes and says:

3 1. I am a partner in the law firm of Audet & Partners, LLP. I submit this declaration in
4 support of my firm's application for an award of attorneys' fees and costs in connection with services
5 rendered in this case. I am an attorney in good standing licensed by the State of California, admitted to
6 practice law by the California Supreme Court and admitted to the United States Supreme Court and
7 numerous federal District Courts throughout the United States. Since 1988 my practice has been
8 devoted exclusively to representing Plaintiffs in Class Action litigation all types, including consumer
9 fraud, product defect, antitrust and securities litigation. During this time I have been appointed as Lead
10 Class Counsel, a Steering/Executive Committee member and general Class Counsel in dozens of cases
11 litigated in Federal Courts throughout the United States.

12 2. My firm and I personally acted as one of Plaintiffs' Class Counsel in this action. The
13 tasks undertaken by my firm include investigating and research the original claims, communicating
14 with actual and potential clients, reviewing client documents, researching claims in the original action
15 and those that developed later in the case, reviewing documents produced by the defendant, working
16 on written discovery requests and responses, briefing related to law and motion practice including class
17 certification, motions to dismiss and summary judgement, and extensive document review and analysis
18 related to settlement and participation in settlement discussions including mediations.

19 3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount
20 of time spent by the partners, attorneys and professional support staff of my firm who were involved
21 in this litigation, and the lodestar calculation based on my firm's current billing rates. The schedule
22 was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm,
23 which are available at the request of the Court. Time expended in preparing this application for fees
24 and reimbursement of expenses has not been included in this request.

25 4. The hourly rates for the partners, attorneys and professional support staff in my firm
26 included in Exhibit 1 are appropriate for the jurisdiction in which our offices and have been accepted
27 and approved in other class litigation.

28

1 5. The total number of hours expended on this litigation by my firm is 1,509.25. The total
2 lodestar for my firm is \$971,462.50.

3 6. My firm's lodestar figures are based upon the firm's billing rates, which rates do not
4 include charges for expense items. Expense items are billed separately and such charges are not
5 duplicated in my firm's billing rates.

6 7. As detailed in Exhibit 2, my firm has incurred a total of \$12,521.70 in un-reimbursed
7 expenses in connection with the prosecution of this litigation.

8 8. The expenses incurred in this action are reflected on the books and records of my firm.
9 These books and records are prepared from expense vouchers, check records and other source materials
10 and represent an accurate recordation of the expenses incurred.

11

12 I declare under penalty of perjury that the foregoing is true and correct.

13

14 Executed this 22nd day of October, 2021, at San Francisco, California.

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EXHIBIT 1

Toll Roads Litigation			
Lodestar Analysis			
Inception through September 30, 2021			
Timekeeper Attorney	Hours	Hourly Rate	Lodestar
Ling (David) Kuang	183.50	\$375/hr	\$68,812.50
Michael McShane	677.00	\$950/hr	\$643,150.00
Clint Woods	648.75	\$400/hr	\$259,500.00
TOTAL	1509.25		\$971,462.50

EXHIBIT 2

**Audet & Partners, LLP
Cost Report - Toll Roads
As of October 21, 2021**

Description	Amount
Court Reporter	750.00
Copy/Scan/Fax	187.50
Express Mail	185.52
Filing	3,103.03
Research	114.56
Telephone	220.96
Travel	7,960.13
Toal Costs Advanced	12,521.70