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5 Co-Lead Counsel for Plaintiffs
6 and the Certified Plaintiff Class

7 SUPERIOR COURT FOR THE STATE OF CALIFORNIA
8 COUNTY OF SAN FRANCISCO

9 JOEL I. ROOS and TOM SANTOS, on
10 behalf of themselves and all others similarly
11 situated,

12 Plaintiffs,

13 v.

14 HONEYWELL INTERNATIONAL, INC.
15 and DOES 1-100, inclusive,

16 Defendants.

Case No. CGC-04-436205

**DECLARATION OF CHRISTINE M.
CRAIG IN SUPPORT OF PLAINTIFFS'
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF COSTS**

Date: May 2, 2014

Time: 9:00 a.m.

Dept: 304

Judge: Hon. Curtis E.A. Karnow

1 I, Christine M. Craig, declare as follows:

2 1. I am an attorney at law duly admitted to practice in Massachusetts, New Hampshire
3 and Maine and a Shareholder of Shaheen & Gordon, P.A., counsel of record for Alfred Wright and
4 the Certified Class ("Plaintiffs" or "Class"). This declaration is submitted in support of Plaintiffs'
5 Motion for Attorneys' Fees and Reimbursement of Costs. I have personal knowledge of the facts
6 herein, and if called to do so, could and would competently testify thereto.

7 2. My firm has substantial experience in antitrust cases, including other types of class
8 action and complex litigation. We have litigated numerous indirect purchaser antitrust class actions
9 similar to this case. A copy of the firm's resume is attached hereto as Exhibit 1.

10 3. This firm has devoted extraordinary efforts and resources on behalf of the class
11 members over the course of this litigation.

12 4. My firm has participated in all aspects of the litigation since its inception in 2004.
13 The work performed in connection of this matter includes, initial client contacts, work with
14 plaintiffs' litigation team, factual and legal research prior to filing, drafting of complaints and
15 pleadings, post filing legal and factual research on motions, multi-district and removal
16 proceedings, class certification proceedings, document and deposition discovery, appellate
17 briefing and argument, settlement and mediation proceedings, negotiation and drafting of
18 settlement papers, preparation of class and settlement notices and publication plans, and drafting
19 and editing of papers in connection with settlement hearings.

20 5. In addition to the work described above, this firm thoroughly evaluated the
21 Settlement Agreement entered into with Defendant Honeywell International, Inc. We find it to be
22 fair, adequate and reasonable.

23 6. This firm kept files contemporaneously documenting all time spent, including tasks
24 performed and expense incurred, in this matter. All of the time and expenses reported were incurred
25 for the benefit of the Class. This firm represented Plaintiffs and the Class on a wholly contingent
26 basis, dependent on the success of the litigation. To date, this firm has not received any
27 compensation for its litigation efforts. Litigating this case over the course of nine years was time and
28 resource intensive. This firm was precluded from accepting and pursuing other legal work, including

1 hourly work for which it would have been compensated, while it devoted its time and resources to
2 this matter.

3 7. The total number of hours spent on this litigation, from inception, by attorneys and
4 paralegals associated with this firm is 2293.4. Time spent preparing the fee motion and related
5 documents is not included.

6 8. The total lodestar for this time, calculated at the firm's current hourly rates, is
7 \$591,408.30. These rates are the same as those rates charged to the firm's hourly clients.

8 9. Additionally, based on my 10 years of experience litigating antitrust and class action
9 lawsuits, the rates being charged by my firm reflect the market rate for litigating complex antitrust
10 cases. Similar hourly rates have been approved for my firm by several courts in connection with
11 prosecuting class action cases.

12 10. Attached as Exhibit 2 is a summary schedule showing the total time spent by each
13 attorney and paralegal at this firm during the course of the litigation, along with their hourly rates and
14 individual lodestar figures.

15 11. The total amount of expenses incurred by this firm in connection with the prosecution
16 of this litigation is \$161,792.46. To date, this firm has not been reimbursed for any of these costs.
17 Expense items are billed separately and are not duplicated in my firm's lodestar.

18 12. Attached as Exhibit 3 is a summary schedule showing the total expenses incurred by
19 category.

20 13. The figures presented in Exhibits 2 and 3 attached hereto exclude time and expenses
21 incurred litigating the New York, Maine and Massachusetts cases that was not useful or instrumental
22 in securing a benefit for the Vermont and/or California classes.

23 14. These expenses are reflected in the books and records of this firm that are maintained
24 in the ordinary course of business. The books and records are prepared from invoices, check records,
25 receipts, expense vouchers and similar items, and are an accurate record of the expenses incurred.

26 I declare under penalty of perjury under the laws of the State of California that the
27 foregoing is true and correct.

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Executed this 24th day of April, 2014, at Dover, NH.

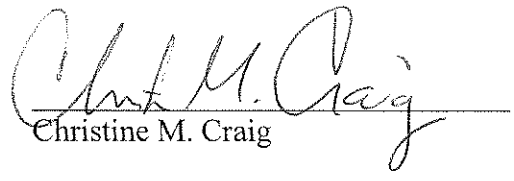

Christine M. Craig

Exhibit 1

SHAHEEN & GORDON P.A.

Shaheen & Gordon has ample resources and extensive experience in complex, document intensive litigation including class action litigation. Shaheen & Gordon has thirty three (33) lawyers with active litigation ongoing in state and federal Courts in the State of Vermont, Commonwealth of Massachusetts, the State of New Hampshire and State of Maine as well as elsewhere. Attorneys Michael Noonan and Christine M. Craig have extensive experience pursuing class action cases on behalf of New Hampshire, Maine, Vermont and Massachusetts Consumers. Several years ago Attorneys Craig and Noonan achieved an outstanding settlement in a New Hampshire Consumer Protection class action against U.S. Smokeless Tobacco Company. Attorney Noonan acted as Co-Lead Counsel in this ground breaking case which established in New Hampshire for the first time the right of New Hampshire Consumers to pursue indirect purchaser antitrust claims under the New Hampshire Consumer Protection Act. *LaChance v. US. Smokeless Tobacco*, 156 N.H. 88 (2007). Attorney Craig successfully handled both the appeal of the original dismissal of this matter and the appeal of the approval of the *LaChance* settlement.

Attorney Noonan has been approved by Massachusetts courts as Co-Lead counsel in recent years in several consumer class actions¹. These actions were all litigated and pursued to a successful conclusion and approved by the Superior Court. Attorney Noonan also argued in the Lowe's matter on behalf of the Plaintiff class at the Fairness Hearing on June 23, 2005. The class was certified and the settlement was approved. Attorney Craig has assisted in all of these cases and played a leading role in the Smokeless litigation and on-going class action consumer

¹ *Sullivan et al v Walgreen Eastern Co., Inc*, Suffolk Superior Court, 04-2524-BLS appointed by order dated 6/15/04 by Judge Van Gestel Senior Justice Business Litigation Session; *Morrissey eta/ v. Lowe's Home Center, Inc* Middlesex County Superior Court, docket number 03-3879-L2, appointed by order dated 4/28/05; *Sullivan et al v Target Corporation*, Suffolk County Superior Court, 04-0169 BLS, Appointed by order dated 12/21/04 by Judge Van Gestel.

protection cases against Honeywell International Inc. Attorney Noonan has been recognized each year since 1998 in The Best Lawyers In America for personal injury litigation based on an exhaustive search for the country's top attorneys performed by the esteemed national polling firm of Woodward-White. Also, 2009 Attorney Noonan has been recognized each year by Thomas Reuters as a Super Lawyer.

In addition, several other Shaheen & Gordon attorneys have extensive experience in complex litigation and class action work. Founding Partner Steven Gordon has been with the firm since its beginning in 1981. Since 1991 Attorney Gordon has been recognized each year in the Best Lawyers in America. Attorney Gordon has a very successful civil trial practice emphasizing complex business litigation. Successes include defending former all pro NFL quarterback Jim Kelly of the Buffalo Bills in a libel action brought by Kelly's former attorney and agent. The Favorable Jury verdict was affirmed on appeal to the First Circuit Court of Appeals. Attorney Gordon also successfully represented Jonathan Harr, author of the New York Times Bestseller, *A Civil Action*, and his Publisher, Random House, in a defamation suit. Attorney Gordon and Bill Christie, another Shaheen & Gordon lawyer, achieved a significant victory in the First Circuit Court of Appeals when the court reversed a lower court decision and reinstated the McIntyre family's wrongful death suit against the United States Government and the FBI for leaking confidential information to Whitey Bulger and other infamous mob figures resulting in the murder of Brian Halloran and John McIntyre. Shaheen & Gordon was lead discovery counsel for all consolidated cases dealing with the FBI's misconduct. Attorneys Gordon and Christie ultimately tried the case and secured a verdict of \$3.1 million for their clients.

In addition to acting as co-counsel with Attorney Gordon in the *Kelly* and *Harr* cases, Attorney Lucy Karl represented the former CFO of Cabletron/Enerasys in a regulatory enforcement action brought by the U.S. Securities and Exchange Commission, that was resolved through settlement, and currently is interim lead counsel in two consumer multi district class action cases pending in the United States District Court for the District of New Hampshire: *In re Colgate-Palmolive Antibacterial Soap Marketing and Sales Practices Litigation*, Case No. 12- MD-2320-PB

and *In re Dial Complete Marketing and Sales Practices Litigation*, Case No. II- MD-2263-SM.

Plaintiffs allege that Colgate and Dial both made false and misleading claims about the efficacy of their products to induce plaintiffs and class members to purchase the products.

In addition to her class action work, Ms. Karl has represented two of the defendants in the MTBE groundwater contamination case filed by the State of New Hampshire against numerous oil companies, *State of New Hampshire v. Hess*, No. 03-C-0550, pending in Merrimack County Superior Court. This past spring Ms. Karl, together with Mr. Gordon, negotiated the successful resolution on behalf of a former chief financial officer in a securities enforcement action brought by the United States Securities and Exchange Commission, *United States Securities and Exchange Commission v. Patel, et al*, Civ. No. 01:07-00039, which was approved by this Court by Order dated June 24, 2011.

In the October 2003 New Hampshire Magazine listing the "ideal" New Hampshire Attorneys in various areas as voted by lawyers throughout the state, Steve Gordon was recognized in two categories - Complex Litigation and Criminal Law².

Founding Partner William H. Shaheen started the firm in 1981 with Steve Gordon. Attorney Shaheen was appointed by President Jimmy Carter as the U.S. Attorney for the State of New Hampshire and served in that post from 1977 to 1981. When he left the U.S. Attorney's office Attorney Shaheen was appointed by NH Governor Hugh Gallen to serve as District Court Judge in Durham, New Hampshire. Attorney Shaheen and his wife United States Senator Jeanne Shaheen were named in 2005 to Business NH Magazine's list of The 10 Most Powerful People in New Hampshire."

² Attorney Gordon was also selected by his peers to appear in a London based publication entitled "The International Who's Who of Business Crime Lawyers 2003" and has been selected again in 2004 and 2005. The International Who's Who List identifies the foremost legal practitioners in over 20 distinct areas of the International legal marketplace. The list is generated by Law Business Research Limited, an independent London Based publishing group which provides research, analysis and reporting on the international legal services marketplace.

Like Attorney Noonan, Attorney Shaheen and Attorney Gordon along with Attorneys Lucky Karl and Ed Stewart have been recognized by Best Lawyers in America.

Exhibit 2

LODESTAR REPORT FOR SHAHEEN & GORDON

Name*	Time Category										Total Hours	Hourly Rate	Lodestar
	1	2	3	4	5	6	7	8	9	10			
Christine M. Craig P		194.7	847.2		574.3		37.8	66			1720	\$ 301.99	\$ 519,422.80
D. Michael Noonan P		25.4	68.3		57.8		18	2			171.5	\$ 375.20	\$ 64,346.80
William H. Shaheen P					1.5						1.5	\$ 375.00	\$ 562.50
Timothy P. Beaupre P				4.6							4.6	\$ 187.76	\$ 863.70
Jocelyn Stachowske A.		3	27.5		5						35.5	\$ 175.00	\$ 6,212.50
Jamie Platkin A				5.5							8.3	\$ 175.00	\$ 1,452.50
Scott M. Fogg A.				3.2							32.1	\$ 250.00	\$ 8,025.00
Kurt DeVlyder A											3.1	\$ 200.00	\$ 620.00
Charles Holoubek A				6.1							6.6	\$ 175.00	\$ 1,155.00
Stacey Bellabona A				5.3							6.7	\$ 175.00	\$ 1,172.50
Conrad Cascadden A	40.7	35.8	2.5		42.9						121.9	\$ 175.00	\$ 21,332.50
Arend Tensen A				16.3	9.5						110.6	\$ 250.00	\$ 27,650.00
Patti Kretschmar PL				7.8	11.4			4.8			24.6	\$ 95.00	\$ 2,337.00
Joanne Paquette PL											0.3	\$ 95.00	\$ 28.50
Kate Crossan PL				0.9	34.2						46.1	\$ 95.00	\$ 4,379.50
TOTALS											2293.4		\$ 591,408.30

* P – Partner; A – Associate; LC – Law Clerk; PL – Paralegal)

Time Categories:

1. Factual Investigation
2. Discovery
3. Pleadings and Motions
4. Settlement
5. Litigation Strategy/ Analysis
6. Experts
7. Court Appearances
8. Appeals and Writs
9. Trial Preparation
9. Miscellaneous

Exhibit 3

Roos, et al. v. Honeywell International, Inc., et al.
San Francisco Superior Court Case No. CGC-04-436205

EXPENSE REPORT FOR SHAHEEN & GORDON

Category	Amount
Appeals and Writs	
Court Costs	\$ 2,325.00
Depositions and Transcripts	\$ 1,000.55
Experts/Consultants	
Hearing Transcripts	\$ 127.00
Investigation	
Online Research	\$ 14,028.64
Litigation Fund Input	\$ 115,000.00
Messenger/Delivery Service	\$ 1,972.85
Photocopies - In House	\$ 578.70
Photocopies - Outside	\$ 952.81
Postage	\$ 122.01
Service of Process	\$ 225.00
Telephone/Facsimile Charges	\$ 79.04
Travel	\$ 8,772.29
Misc - Data Hosting/Summation	\$ 16,608.57
TOTAL	\$ 161,792.46