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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 ROBERT TAYLOR-
MANNING 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, Robert Taylor-Manning, declare as follows:

2 1. I am an attorney at law duly admitted to practice in Washington. I am the principal
3 and sole partner at The Law Offices of Robert Taylor-Manning. This declaration is submitted in
4 support of Plaintiffs' Motion for Attorneys' Fees and Reimbursement of Costs. I have personal
5 knowledge of the facts herein, and if called to do so, could and would competently testify thereto.

6 2. My firm has substantial experience in antitrust cases, as well as other types of class
7 action and complex litigation. We have litigated numerous direct and indirect purchaser antitrust
8 class actions similar to this case. Substantially all my work since 1994 has been related to class
9 action litigation or class action notice and claims administration. A copy of the firm's resume is
10 attached hereto as Exhibit 1.

11 3. This firm has devoted substantial effort and resources on behalf of the class members
12 over the course of this litigation.

13 4. The following summarizes the work performed in connection with litigating this
14 matter: My firm was extensively involved in negotiations related to selection of the notice and claims
15 administrator, drafting and revising the Settlement Agreement and Preliminary Approval Papers;
16 Revising the Preliminary Approval Papers for resubmission; Working with the notice and claims
17 administrator to implement the publication program, the internet advertising program, and the
18 website; and other tasks and requested by Lead Counsel.

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

22 6. This firm kept files contemporaneously documenting all time spent, including tasks
23 performed and expense incurred, in this matter. All of the time and expenses reported were incurred
24 for the benefit of the Class. This firm represented Plaintiffs and the Class on a wholly contingent
25 basis, dependent on the success of the litigation. To date, this firm has not received any
26 compensation for its litigation efforts. Litigating this case over the course of nine years was time and
27 resource intensive. This firm was precluded from accepting and pursuing other legal work, including
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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 at this firm is 249.8 hours. Time spent preparing the fee motion and related documents is
5 not included.

6 8. The total lodestar for this time, calculated at the firm's current hourly rates, is
7 \$99,920. These rates are the same as those rates charged to the firm's hourly clients.

8 9. Additionally, based on my 22 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 me
13 during the course of the litigation, along with my hourly rate.

14 11. The total amount of expenses incurred by this firm in connection with the prosecution
15 of this litigation is \$14,500. To date, this firm has not been reimbursed for any of these costs.
16 Expense items are billed separately and are not duplicated in my firm's lodestar.

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

19 13. The figures presented in Exhibits 2 and 3 attached hereto exclude time and expenses
20 incurred litigating the New York, Maine and Massachusetts cases.

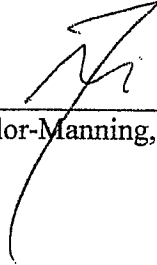
21 14. These expenses are reflected in the books and records of this firm that are maintained
22 in the ordinary course of business. The books and records are prepared from invoices, check records,
23 receipts, expense vouchers and similar items, and are an accurate record of the expenses incurred.

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

26 Executed this 24th day of April, 2014, at Seattle, Washington.

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Robert Taylor-Manning, WSBA #21890

**DECLARATION OF TAYLOR-MANNING IN SUPPORT OF PLAINTIFFS'
MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF COSTS**

EXHIBIT 1

Law Offices of Robert Taylor-Manning

ROBERT TAYLOR-MANNING has had a varied complex litigation practice since passing the bar in 1992. Since 1994 his practice has largely involved class action litigation, with an emphasis on antitrust, securities, and consumer class actions. He has extensive practical expertise in the administration of class action settlements, having written and lectured on administration issues in the United States and Canada. He has been a consultant for several of the leading claims administration firms in the US.

Mr. Taylor-Manning's prior experience includes PaineWebber Securities Litigation, No. 94cv8547 (S.D.N.Y.), In re High Fructose Corn Syrup Antitrust Litigation, MDL 1087 (C.D. Ill), In re Medical X-Ray Film Antitrust Litigation, CV-93-5904 (E.D.N.Y.), In Re Visa Check/Mastermoney Antitrust Litigation, CV-96-5238 (E.D.N.Y.), Microsoft Private Class Action Litigation (multiple jurisdictions), In re Dynamic Random Access Memory Antitrust Litigation, MDL 1486 (N.D. Cal).

Mr. Taylor-Manning is counsel in two ongoing matters, In re Packaged Ice Antitrust Litigation, MDL 1952 (E.D. Mich) (Indirect Purchaser track), and In re Vehicle Carrier Services Antitrust Litigation, MDL 2471 (D.N.J.) (Indirect Purchaser track).

Mr. Taylor-Manning earned a B.A. with Honors in English Literature from the University of Oregon in 1985. He earned a J.D. with Honors from the University of Washington Law School in 1992. He was a member of the Law Review and the Moot Court Honor Board. While in law school, he externed for the Hon. Barbara Rothstein of the Western District of Washington.

Published Decisions: United States of America, Plaintiff-Appellee, v. One 1985 Mercedes-Benz, 300 SD, VIN WDBC20C6FA177831, 14 F.3d 465 (1994)

EXHIBIT 2

Time Report

Matter Roos v. Honeywell

TKR	Date	Description	Time	Rate
RTM	8/27/13	TC D. Mogin re: Roos v. Honeywell	.5	400
RTM	8/28/13	Review corresp. Re: Honeywell litigation	.5	400
RTM	8/29/13	Review draft long form notice, draft settlement agreement, notes of conference call; Conference Call with co-counsel, Rust Consulting, and Kinsella Media re: administration and notice issues; Review and analyze preliminary approval draft papers; Review and Analyze CA and VT sales figures for 1994-2012.	6.3	400
RTM	8/30/13	Review Kinsella Media materials re: claims stimulation program; Analyze preliminary approval papers	1.8	400
RTM	9/2/13	Draft and revise preliminary approval papers	6.5	400
RTM	9/3/13	Revise preliminary approval papers	7.5	400
RTM	9/4/13	Draft preliminary approval order; Analyze California class cert order; TC with D. Mogin	5.7	400
RTM	9/5/13	Analyze Vermont Notice of Pendency; Circulate revised preliminary approval papers; Draft Final Judgment	7	400
RTM	9/6/13	Corresp. With D. Mogin re: service awards; Corresp. With S. Rodd and C. Craig re: Vermont Notice and Class definition issues; Corresp. With D. Mogin re Fee issues; Revise stipulation of settlement and circulate draft papers; Research service awards and circulate memo re same to counsel; Corresp. With Rust Consulting and Kinsella Media re: notice and administration issues.	10	400
RTM	9/10/13	Corresp. With D. Mogin re: Settlement Agreement terms; Corresp. With Kinsella Media re: Notice drafts; Draft memo to Co-counsel re: Preliminary Approval papers.	6	400
RTM	9/11/13	Correp. With counsel and coordinate	4.5	400

		revisions to preliminary approval papers.		
RTM	9/12/13	Revise notice papers and Draft plan of allocation.	3.5	
RTM	9/13/13	Revise Notice papers and coordinate changes from Lead Counsel; Correspondence with counsel.	7	400
RTM	9/15/13	Corresp. With Kinsella Media and D. Mogin re: Notice issues; Revise Notices.	2.5	400
RTM	9/16/13	Conf. Call with Kinsella Media re: Notice; Revise Notice; Revise memoranda of Points and Authorities.	6.5	400
RTM	9/17/13	Revise and Circulate Notice documents; Corresp. With VT counsel re: domain ownership and Vermont court issues; Revise Settlement Agreement and Preliminary Approval Order; Revise memo of Points and Authorities.	8.5	400
RTM	9/18/13	Revise supporting declarations; TC Escrow providers and solicit proposals; Revise Settlement Agreement and Preliminary Approval papers.	6.3	400
RTM	9/27/13	Review Defendant's proposed changes to Settlement Agreement, Corresp. With counsel re: same.	2.5	400
RTM	10/1/13	Corresp. With counsel re: meet and confer with Defendants regarding Settlement Agreement; Corresp. With Kinsella Media re same.	1.2	400
RTM	10/2/13	Corresp. With D. Mogin re: preparation for meet and confer with Defendant.	.6	400
RTM	10/3/13	Analyze 3 rd Circuit decision circulate by counsel re proof of claim issues.	.8	400
RTM	10/4/13	Prepare for meet and confer call with Defendant; Conference call with Defendant, Rust Consulting and Kinsella Media re Notice and Administration issues; Corresp. With counsel re same; Research and circulate authority re no-proof claims.	6.8	400
RTM	10/16/13	Conf. Call with D. Mogin and M. Tubach re Notice and Administration issues, proposals, and pricing.	1.2	400
RTM	10/17/13	Corresp. With D. Mogin re notice plan proposals and pricing.	.4	400
RTM	10/18/13	Conf. Call with Kinsella Media re: Notice	3.5	400

		program and budget; Correp. With D. Mogin re: same.		
RTM	10/21/13	Conf. Call with counsel; Corresp. With Defendant counsel re: Notice expenses.	.5	400
RTM	10/23/13	Corresp. With D. Mogin re CMC conference.	.4	400
RTM	10/25/13	Corresp. With D. Mogin and Defense counsel re notice proposals and plan expenses; Review and Analyze defense proposal.	2.5	400
RTM	10/29/13	Corresp. With D. Mogin and Defense Counsel re Notice proposal and budget; Compare and Analyze Notice and Administration proposals.	3.5	400
RTM	10/30/13	Corresp. With D. Mogin re notice proposals; Corresp. With co-counsel re: Preliminary Approval papers.	1.2	400
RTM	10/31/13	Corresp. With counsel re approval papers; Corresp. With D. Mogin re: Notice and Administration program negotiations.	1.8	400
RTM	11/1/13	Corresp. With D. Mogin re: Defendant's proposed changes to Settlement Agreement; Corresp. With counsel re preliminary approval hearing, briefing schedule, and papers.	2.5	400
RTM	11/3/13	Revise Settlement Agreement; Harmonize preliminary approval papers.	6.5	400
RTM	11/4/13	Revision of Preliminary approval papers; Corresp. and TC with counsel re: same; Corresp. with Kinsella Media re: Declaration in support.	7.5	400
RTM	11/5/13	Revision of Preliminary approval papers; Corresp. and TC with counsel re: same;	6.5	400
RTM	11/6/13	Revision of Preliminary approval papers; Corresp. and TC with counsel re: same; Corresp. and TC with Kinsella Media re: Declaration in support.	8.2	400
RTM	11/7/13	Revision of Preliminary approval papers; Corresp. and TC with counsel re: same; Corresp. with Kinsella Media re: Declaration in support.	6.8	400
RTM	11/8/13	Finalize and file preliminary approval papers.	5.5	400
RTM	11/18/13	Corresp. with counsel and Huntington	1.5	400

		Bank re Escrow issues.		
RTM	11/19/13	Corresp. with counsel re Vermont notice issues; Corresp. with counsel and Huntington Bank re Escrow issues.	3.2	400
RTM	11/20/13	Corresp. with counsel and Huntington Bank re Escrow issues.	1.8	400
RTM	11/22/13	Corresp. with counsel and Huntington Bank re Escrow issues.	.7	400
RTM	11/25/13	Corresp. with counsel and Huntington Bank re Escrow issues.	1.3	400
RTM	11/26/13	Corresp. with counsel and Huntington Bank re Escrow issues.	.8	400
RTM	11/27/13	Corresp. with counsel and Huntington Bank re Escrow issues.	1.2	400
RTM	12/2/13	Corresp. with counsel and Huntington Bank re Escrow issues.	1.4	400
RTM	12/3/13	Confirm wire transfer of escrow funds and corresp. with counsel re same.	1.1	400
RTM	12/9/13	Review order denying preliminary approval; Corresp. with counsel re same.	.8	400
RTM	12/10/13	TC with Kinsella Media re: Notice program revisions; Corresp. with counsel re same.	1.5	400
RTM	12/11/13	TC with Rust Consulting re fraud concerns; Corresp. with counsel re same.	2.2	400
RTM	12/12/13	TC with Rust Consulting re fraud concerns; Corresp. with counsel re same	1.6	400
RTM	12/16/13	TC with Kinsella Media re: foreign language notice and California demographics.	1.8	400
RTM	12/17/13	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.3	400
RTM	12/18/13	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	2.2	400
RTM	12/19/13	Research fraud in claims issues.	4.2	400
RTM	12/20/13	Work with Rust Consulting and Kinsella Media re: declarations in support of preliminary approval.	2.2	400
RTM	12/23/13	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.3	400
RTM	12/24/13	Work with Rust Consulting and Kinsella Media on fraud and notice issues;	2.1	400

		Corresp. with counsel re: same.		
RTM	1/2/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	2.5	400
RTM	1/3/14	Revise notice forms and corresp. with counsel re same.	2.4	400
RTM	1/6/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.3	400
RTM	1/7/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.6	400
RTM	1/8/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	2	400
RTM	1/10/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.3	400
RTM	1/13/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	1.2	400
RTM	1/17/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Revise declarations of S. Wheatman and K. Schmidt; Corresp. with counsel re: same.	3.5	400
RTM	1/19/14	Revise preliminary approval paper and corresp. with counsel re same.	2.4	400
RTM	1/20/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same; Corresp. with counsel re preliminary approval papers.	6.5	400
RTM	1/21/14	Work with Rust Consulting and Kinsella Media on fraud and notice issues; Corresp. with counsel re: same.	2.3	400
RTM	1/22/14	Finalize motion for preliminary approval papers and declarations from Rust Consulting and Kinsella Media.	4.5	400
RTM	1/24/14	Corresp. with counsel re filing.	.4	400
RTM	2/5/14	Review publication proofs and approve.	.8	400
RTM	2/6/14	Review publication proofs, internet banner ad proofs, and approve.	1.1	400
RTM	2/7/14	Review publication proofs and approve.	.6	400
RTM	2/12/14	Review call center texts; Revise same.	2.2	400
RTM	2/13/14	Review publication proofs, internet	1.3	400

		banner ad proofs and approve.		
RTM	2/17/14	Review website text and Revise.	2.4	400
RTM	2/18/14	Review publication proofs and approve	.4	400
RTM	2/19/14	Review call center text and approve.	1.2	400
RTM	2/20/14	Review and approve website text.	2.2	400
RTM	2/21/14	Review publication proofs and approve	.4	400
RTM	2/24/14	Review website test version.	1.8	400
RTM	2/25/14	Test administration online claims tool; Perform validation checks.	4.5	400
RTM	2/26/14	Complete validation checks; Sign off on website.	1.4	400
RTM	3/27/14	Corresp. with Rust Consulting and Counsel re retention letter issue.	.6	400
RTM	4/1/14	Corresp. with Rust Consulting and Counsel re retention letter issue.	.4	400
RTM	4/8/14	Correp. With counsel re: Kinsella Media final approval declaration.	.8	400
RTM	4/9/14	Correp. With counsel re: Kinsella Media final approval declaration.	.6	400
		Total to date	249.8	\$99,920

EXHIBIT 3

Expense Summary

Law Offices of Robert Taylor-Manning

Matter

Roos v. Honeywell

Date	Expense	Quantity	Cost	Extended Cost
8/28/2013	Copies	47	\$0.10	\$4.70
10/3/2013	Copies	12	\$0.10	\$1.20
10/21/2013	Copies	18	\$0.10	\$1.80
12/9/2013	Copies	6	\$0.10	\$0.60
2/5/2014	Copies	4	\$0.10	\$0.40
2/6/2014	Copies	2	\$0.10	\$0.20
2/7/2014	Copies	5	\$0.10	\$0.50
2/12/2014	Copies	4	\$0.10	\$0.40
2/13/2014	Copies	4	\$0.10	\$0.40
2/17/2014	Copies	12	\$0.10	\$1.20
2/18/2014	Copies	6	\$0.10	\$0.60
2/19/2014	Copies	15	\$0.10	\$1.50
2/20/2014	Copies	4	\$0.10	\$0.40
2/21/2014	Copies	6	\$0.10	\$0.60
		Total		\$14.50