

settling this case,¹ which is before the Court for final approval at the Fairness Hearing currently scheduled for December 12, 2011, at 3 p.m. This Declaration describes the work performed by BLH and GSAS in representing plaintiffs,² our hourly rates, and the relevant background, qualifications and experience of the attorneys and paralegals who performed the work. The detailed and contemporaneous time records of BLH and GSAS, with some redactions to protect protected work product and attorney-client privilege, are being submitted to the Court *in camera*.³

2. I was asked by Rosalind S. Fink, Esq. to join her in representing Adrienne Cronas in July 2006. We subsequently moved to intervene in the case of *Hnot, et al. v. Willis Group Holdings, et al.*, No. 01-6558. In denying our motion, Judge Lynch observed that we could commence this separate action, which we promptly did, in December 2006.

3. My background, relevant qualifications and experience is contained in the biography annexed hereto as Ex. 1.

4. With respect to the background, relevant qualifications and experience of the

¹ Adrienne Cronas filed the initial complaint. Linda Pasichnyk and Thersa Reardon were named as additional class representatives in the First Amended Complaint. Plaintiff Reardon's claims were compelled to arbitration and dismissed from this lawsuit on November 20, 2008. She is therefore no longer a class representative, but her individual claims are being resolved separately along with this action. Ms. Pasichnyk's individual claims are also being resolved in the separate state court action being settled along with this case.

² The Brill & Meisel and Cohen Milstein time and expenses are described in the Declarations of Rosalind S. Fink, Esq. and Christine E. Webber, Esq., submitted herewith.

³ Our time records being submitted reflect all work done on behalf of the class and the three individual plaintiffs. Only the time and expenses allocated to the class claims and to Ms. Cronas's individual claims are being sought in this fee application. The fees for the time and expenses allocated to the Pasichnyk and Reardon claims are being settled separately in the Pasichnyk state court and Reardon arbitration proceedings. Accordingly, the time summarized in this Declaration does not include work performed in connection with the Pasichnyk and Reardon individual claims and therefore constitutes less than the total time reflected in our time records.

lawyers from BLH and GSAS who assisted me in the representation of the named plaintiffs and the putative class, their biographies are annexed hereto as Exhibits 2 and 3 respectively.

5. The lodestar calculation herein is made for time expended up to and including October 18, 2011, the date the Court granted preliminary approval of the Consent Decree and Settlement. It is based on first-half 2011 billing rates.⁴ The tables below for BLH and GSAS

⁴ The basis for the hourly rates sought for the three former BLH associates who worked on this case is as follows:

It has been the practice of BLH periodically to review and increase associate attorneys' billing rates in light of their years of experience, market conditions and comparable rates charged by similar firms. As a general matter, there has been an approximate \$10-15 difference in the hourly rate associates based on each year of experience. The firm also periodically reviews partners' billing rates.

Sofia Yakren's lodestar rate calculated at the end of 2010 was \$315/hr. Ms. Yakren is a 2004 law school graduate, and was a firm associate from 2006 through 2010. Her historic hourly rates were \$240 in 2006 through early 2008, and \$265 from mid-2008 through early 2010, when the hourly rate was raised to \$315. Ms. Yakren left the firm in mid-2010 to teach at American University. Thus, over a four-year period, her hourly rate increased by \$75. Similarly, the hourly billing rate for Jenn Borchetta, a 2004 law graduate and current firm associate was \$315 at the end of 2010. By way of comparison, the firm's hourly rates for Rachel Kleinman, an associate and 2005 law school graduate, were at \$230 in 2006 and were similarly raised incrementally to \$300 in 2010. Ms. Kleinman's hourly rate was \$325 from the beginning of 2011 through May, when she left to work with the NAACP LDF.

The firm believes that Sean Murray's lodestar hourly rate at the end of 2010 would have been \$270 had he stayed with the firm; Mr. Murray left the firm in mid-2009 to clerk in the Eastern District of New York. Mr. Murray's hourly rate was \$200 from 2007 through mid-2009. Mr. Murray is a 2007 law school graduate. These rates are consistent with those of other associates for 2010. Given the three-year difference in graduation years between Mr. Murray and Ms. Yakren and Ms. Borchetta, the \$45 per hour difference in their hourly rates would have been consistent with the firm's usual increments in hourly rates between associates. Similarly, Mr. Murray's expected 2010 rate would have been \$30 per hour less than Ms. Kleinman's rate of \$300, which was consistent with the firm's practice, given the two-year difference in their graduation years.

Spencer Freedman is a 2000 law school graduate. When he began working on this matter in 2006, his hourly rate was \$280. It was raised to \$290 in 2007. Mr. Freedman left the firm in February 2007 to work for New York State, first with the New York State Division of Human Rights and now with the Attorney General's Office, where he supervises

show the total time and lodestar expended on the class claims and the Cronas individual claims, broken out separately.

BELDOCK LEVINE & HOFFMAN LLP

Name	Position	Rate	Class Hours	Class lodestar	Cronas Hours	Cronas Lodestar	Total Hours	Total Lodestar
Robert Herbst	Partner	\$725	372.4	\$ 270,019.00	133.9	\$ 97,077.50	506.3	\$ 367,096.50
Spencer Freedman	Associate	\$375	58.1	21,787.50	60.2	22,575.00	118.3	44,362.50
Sofia Yakren	Associate	\$315	717.5	226,006.20	189.0	59,535.00	906.5	285,541.20
Sean Murray	Associate	\$270	1093.0	295,096.50	7.8	2,106.00	1100.8	297,202.50
TOTAL			2,241.0	\$ 812,909.20	390.9	\$ 181,293.50	2,631.9	\$ 994,202.70

GISKAN SOLOTAROFF ANDERSON & STEWART LLP

Name	Position	Rate	Class Hours	Class lodestar	Cronas Hours	Cronas Lodestar	Total Hours	Total Lodestar
Robert L. Herbst	Senior Counsel	\$725	769.8	\$ 558,068.75	22.3	\$ 16,160.25	792.0	\$ 574,229.00
Darnley Stewart	Partner	\$585	82.1	48,028.50	--	--	82.1	48,028.50
Oren Giskan	Partner	\$585	66.3	38,785.50	0.4	234.00	66.7	39,019.50
Amanda Masters	Of Counsel	\$415	303.4	125,898.55	--	--	303.4	125,898.55
O. Iliana Konidaris	Associate	\$285	753.8	214,833.00	58.9	16,786.50	812.7	231,619.50
Diana Wong	Paralegal	\$175	57.2	10,010.00	--	--	57.2	10,010.00
Dustin J. Brockner	Paralegal	\$175	704.4	123,277.00	32.2	5,631.50	736.6	128,908.50
Shira R. Burton	Paralegal	\$175	147.2	25,765.25	5.1	899.50	152.4	26,664.75
Kate R. Redburn	Paralegal	\$160	4.9	784.00	--	--	4.9	784.00
Rahul D'Sa	Paralegal	\$150	436.0	65,400.00	16.1	2,415.00	452.1	67,815.00
Carla Hung	Paralegal	\$140	180.5	25,270.00	--	--	180.5	25,270.00
Kevin A. Crystal	Paralegal	\$140	52.8	7,392.00	--	--	52.8	7,392.00
Martin R. Rouse	Paralegal	\$140	598.1	83,727.00	7.3	1,015.00	605.3	84,742.00
TOTAL			4,156.4	\$1,327,239.55	142.3	\$ 43,141.75	4,298.7	\$1,370,381.30

civil rights cases. The firm believes that if he were still with the firm, his hourly rate at the end of 2010 would have been \$375 an hour. This is based on the fact that Mr. Freedman had four more years of experience than Ms. Yakren and Ms. Borchetta, whose 2010 rate was \$315, indicating an incremental difference between the firm's associates' hourly rate of \$15 based on each year of experience. The expected rate for Mr. Freedman is in keeping with the firm's hourly rate for a more senior associate and 1997 law school graduate who has worked part-time for the past several years, Jody Yetzer. Ms. Yetzer's 2010 hourly rate was \$400. Mr. Freedman's 2010 hourly rate would have been consistent with Ms. Yetzer's at \$25 less per hour than Ms. Yetzer's rate.

6. In this application for approval of attorneys' fees and expenses, we excluded from our lodestar calculation hours billed by attorneys and paralegals who spent fewer than 10 hours on this case. We also excluded some hours billed by paralegals that included activities which could have been completed by clerical staff. All of these reductions were based on a line by line, item by item review of our time records. I respectfully submit that, with those reductions, the remaining time was reasonably and necessarily expended in the prosecution of this action.

7. The hourly rates set forth on this chart are consistent with the usual and customary hourly rates for the Firms' work performed for non-contingency fee clients. Those Firms' hourly rates have been paid by hourly clients.

8. Our compensation for the services rendered and reimbursement of expenses by BLH and GSAS in this case have been and are wholly contingent on the outcome.

9. Throughout this proceeding, we have endeavored to represent the interests of the named plaintiffs and the putative class in the fullest and most efficient way possible. The time summarized in this Declaration was actually expended, in the exercise of professional judgment, by me and the other attorneys and paralegals involved. We have avoided any unnecessary duplication of effort. The time for which BLH and GSAS claims compensation is described below in paragraphs 13-15 and was reasonably and necessarily expended.

10. Throughout the time we worked on this matter, our attorneys and paralegals at both BLH and GSAS were required to keep daily time-records, providing both amounts of

time spent on discrete tasks and descriptions of that work. These records were entered into a computer database and maintained in computer-readable format. The chart above provides a summary of those databases for each firm.

11. As lead counsel, I was responsible for supervision of the work of both firms and our colleagues in the two other firms on the entire case, which included the prosecution of the individual claims of the named plaintiffs as well as the class claims. I have overseen the coordination of work by the several firms and attorneys representing the class. In doing so, I have endeavored to represent the interests of the plaintiffs in the fullest and most efficient way possible. I believe we have been able to litigate this case efficiently and avoid duplication of efforts while leveraging the varying skills and expertise each firm and attorney brought to the representation team. Additionally, we tailored our discovery plan to ensure that time spent in reviewing the enormous document production and deposing 16 defense fact and expert witnesses was targeted to the information needed to support class certification and to prove liability and damages.

12. Prior to January 2010, when we asked Christine E. Webber, Esq. to take a more active role in assisting us with the class claims, Ms. Fink and her firm's work was largely on the individual claims, while BLH -- and then GSAS when I changed firms -- did almost all of the work on the class claims, thereby avoiding duplication of effort.

13. This BLH and GSAS work prior to January 2010 included, without limitation, (1) researching, preparing and litigating the motion to intervene, which involved, *inter alia*, the difficult issues of (a) mandatory arbitration under the named plaintiff's employment agreement and arbitration clause, and (b) the applicability of the *Hnot* plaintiffs' EEOC charge and determination to our named plaintiff under the single-filing rule; (2) researching

and preparing the appeal of the denial of leave to intervene; (3) researching, preparing and filing the class complaint; (4) interfacing and, where appropriate, coordinating with Ms. Webber and other attorneys for the class in the related *Hnot* litigation, which was ongoing for the first 18 months of this case, and consulting with Ms. Webber from time to time thereafter; (5) researching and briefing our opposition to defendants' motion to dismiss the complaint, which involved, *inter alia*, the issue of whether a complainant in a new action could take advantage of the single-filing rule; (6) researching, briefing and opposing defendants' motion for interlocutory appeal of the denial of their motion to dismiss; (7) researching the extent to which we could gain access to the confidential discovery exchanged in *Hnot*; (8) gathering, reviewing, analyzing and integrating all the documents, briefs, decisions, depositions, expert statistical and other information and expert reports and depositions generated in the *Hnot* litigation and determining what might be applicable and how to apply it in our case; (9) researching the structural, compensation, promotion and decision-making process changes at Willis after 2001, when the relevant period in *Hnot* ended; (10) selecting, retaining and working with our statistical expert and his data analyses; (11) conducting all settlement discussions with defense counsel; (11) obtaining statistical information for settlement purposes; (12) preparing and negotiating a discovery and case management plan; (13) reviewing defendants' initial disclosures, gathering documents and information and preparing responses to defendants' interrogatories and document demands, and preparing and negotiating numerous and extensive sets of interrogatories and document demands served upon defendants; (14) preparing and negotiating stipulations of confidentiality governing discovery; (15) preparing for and attending all conferences with the Court in person and, with respect to certain discovery issues before the Magistrate Judge, by telephone; (16) reviewing,

preparing objections to and discussing the *Hnot* Consent Decree with *Hnot* counsel and the Court; (17) obtaining and reviewing WNY statistical database and personnel files and inspecting documents at defendants' or defense counsel's offices; (18) reviewing documents and information received from defendants in discovery; (19) formulating electronic discovery requests; (20) attempting to and locating additional named plaintiffs and putative class representatives; (21) consulting with EEOC officials and researching, preparing and filing new EEOC charge and amendment thereto; (22) preparing and filing the amended complaint; (23) researching, preparing and filing new initial disclosures; (24) researching and briefing the motion for nationwide or Northeast regional discovery; (25) researching class certification issues under 23(a), (b)(2) and (b)(3); (26) preparing for and taking Rule 30(b)(6) depositions of defendants' witnesses and preparing for and defending depositions of the named plaintiffs; (27) researching liability and damages issues relevant to the individual claims of named plaintiff Cronas; (28) consulting with our statistical expert about preliminary liability and damages findings and determining what additional data and parameters, if any, to include in his statistical analyses including, without limitation, education and job groupings; and (29) researching, briefing and litigating motions to compel documentary and electronic discovery, including the search terms to be used to capture emails, the email accounts of Willis officers to be searched, and the imposition of costs upon defendants. This extensive motion practice was in progress when I moved from BLH to GSAS in late Spring 2009.

14. At BLH the case was leanly staffed, with one or two associates doing most of the legal work under my supervision. Spencer Freedman was the sole associate on the case until he left the firm in February 2007. Thereafter, Sofia Yakren was the associate on the

case, assisted, beginning in late November 2007, by Sean Murray, a junior associate. On June 1, 2009, the case and I moved to GSAS,⁵ where two associates, Amanda Masters and Iliana Konidaris, have worked on the matter, and where, once the disputes about electronic discovery were resolved by the Magistrate Judge, our paralegals, assisted by other paralegals specifically contracted for this purpose, were pressed into service to help review the huge quantity of emails, compensation spreadsheets and other documentation with which we were deluged. Because of time constraints set by the Court for (a) the review of these materials, (b) the completion of depositions and expert discovery, and (c) the briefing of the summary judgment and class certification motions, two other partners in the firm, Darnley Stewart and Oren Giskan, assisted me in doing and supervising some of this work. Because of the large quantity of work to be done, however, there was hardly any duplication of tasks within the firm.

15. Even after Ms. Webber appeared in the action to assist us in early 2010, the division of responsibilities was designed to avoid such duplication. Ms. Webber took on a leading role on the statistical issues in the case. She also took some of the depositions of fact witnesses, helped brief the class certification motion, and participated in the mediation and subsequent negotiations on the particular terms of the Consent Decree.⁶ Before and after Ms. Webber's appearance, GSAS continued to do the great bulk of work on the case, including, without limitation, (1) continuing to handle the extensive motion practice that defined the

⁵ BLH declined a continuing co-counseling role in the case, Mr. Murray left BLH in August 2009, and Ms. Yakren assisted in transitioning the case by kindly responding to GSAS inquiries and sharing her invaluable knowledge of the matter through early 2010, as reflected in the BLH time record submitted *in camera*, at 64-65.

⁶ Because of Ms. Webber's familiarity with Willis from her involvement in the *Hnot* case, and her consulting role with us prior to her actual appearance, virtually no time was wasted in bringing her up to speed when she did appear as co-counsel.

electronic discovery that would be produced by defendants in this case and which imposed the costs thereof on defendants; (2) reviewing and analyzing the extensive discovery actually produced by defendants, including but not limited to (a) almost a quarter-million emails, (b) spreadsheets and other documents relating to compensation and promotion, and (c) personnel files for the 798 men and women employed by WNY during the relevant six-year period; (3) locating, interviewing and preparing affidavits for class members who provided critical anecdotal evidence of gender discrimination which supported the statistical evidence thereof; (4) culling the documentary and electronic discovery, and our analysis thereof, for use in all depositions of current and former Willis officials, most notably in the deposition of former WNY CEO Leslie Nylund, which produced perhaps the most critical admissions of gender discrimination in the case; (5) preparing for and taking the deposition of Ms. Nylund and other current and former Willis officers, and attending others; (6) working with and meeting with our statistical expert on the individual and class claims in conjunction with co-counsel, attending to his expert reports and revisions thereof and to reports of defendants' statistical expert, and attending the depositions of both statistical experts; (7) reviewing, digesting and analyzing the depositions and culling the relevant portions thereof, along with the relevant documentary and anecdotal evidence, for use in briefing the class certification and summary judgment motions; (8) preparing the affidavits and legal memoranda in support of class certification and in opposition to defendants' motions for summary judgment; (9) opposing defendants' application to stay Court's resolution of the class certification motion pending the Supreme Court's determination of the Wal-Mart class certification appeal; (10) preparing for and attending all discovery, status and settlement conferences with the Court; (11) engaging in settlement discussions and leading the mediation efforts which ultimately

resulted in the settlement of the case; (12) meeting with and assessing the proposed Monitor of the injunctive relief provisions of the proposed Consent Decree and attending to the negotiation of the specific provisions of the Consent Decree and Class Notice; (13) researching, preparing and filing the motion for preliminary approval of the settlement, Consent Decree and Class Notice; (14) attending to the agreements settling the Cronas individual claims; (15) revising the Consent Decree and Class Notice in response to the Court's concerns and requests and preparing revised motion papers in support of preliminary approval in light of intervening legal developments; and (16) researching, preparing and filing this motion for approval of attorneys fees and expenses.

16. All of this work is detailed in the time records of both BLH and GSAS. The combined BLH/GSAS lodestar fee, based upon the time expended and rates identified in paragraph 3 above is \$2,140,148.75 for the class claims, \$224,435.25 for the Cronas individual claims, for a total of \$2,364,584.00.

17. BLH's and GSAS's lodestar figures are based upon those Firms' billing rates, which do not include charges for expenses items. Expense items are billed separately and such charges are not duplicated in my Firms' billing rates. Paragraph 19 contains a summary of the costs reasonably incurred by BLH and GSAS during the years each performed work on this case.

18. A true copy of the National Law Journal's survey of billing rates in December 2010 is annexed hereto as Exhibit 4. A true copy of the Laffey Matrix is annexed hereto as Exhibit 5. They are referred to in Plaintiffs' Memorandum of Law in support of this fee petition.

19. As detailed below in paragraph 20, my Firms have incurred a total of

\$284,550.98 in expenses in connection with the prosecution of this litigation. The expenses incurred were reasonable and necessary under the circumstances of this litigation. The expenses incurred in this action are reflected on the books and records of the Firms. These books and records are prepared from invoices, expense vouchers, and other source materials and are an accurate record of the expenses incurred. The underlying invoices and receipts are available for inspection if the Court requests.

20. The expenses incurred by our Firms can be divided into the following categories:

BELDOCK LEVINE & HOFFMAN LLP

Category	Amount
Delivery/Messenger	\$95.50
Transportation	56.00
Overnight Courier	206.80
Filing Fees	805.00
Photocopies	2,553.25
Professional Services	15,975.00
Postage	69.66
Computer-Assisted Research	5,956.14
Telephone	81.84
Witness Fees	88.00
Transcript	12,140.80
Facsimile Reproduction	\$34.00
Document Reproduction	6,203.51
Working Food/Drink	389.85
Audio/Visual	1,798.43
TOTAL	\$46,453.78

GISKAN SOLOTAROFF ANDERSON & STEWART LLP

Category	Amount
Airfare	\$5,289.34
Cab Fare	478.06
Car Rental	361.90

Copying	5,920.41
Deposition Fees	31,697.95
Expert Fees	176,236.08
FedEx	280.39
Filing Fees	665.00
Hotel	2,952.44
LexisNexis	1,992.60
Meal	1,041.51
Mediation Fees	9,877.25
Messenger Service	292.81
Parking	25.00
Postage	8.36
Transportation	413.17
Other (Moving documents, binding documents, and skip trace)	564.93
TOTAL	\$238,097.20

21. The lodestar of the four firms, BLH, GSAS, Brill and Meisel and Cohen Milstein, through October 18, 2011 totals \$2,699,787.50 for the class claims and \$397,242.75 for the Cronas individual claims, for a total lodestar of \$3,097,030.⁷ The total expenses of the four firms through October 18, 2011, total \$301,814.88. The total lodestar and expenses for the four firms are \$3,398,845.13, almost \$200,000 more than the \$3,200,896.91 for fees and expenses agreed to in the Consent Decree and sought herein. Moreover, under that Consent Decree, plaintiffs' counsel will have continuing work to do, not just in connection with further proceedings prior to final approval, but also in the next three years in monitoring the injunctive relief agreed to therein. Excluding expenses, the total (reduced) lodestar fee sought herein by the four firms through October 18, 2011 for work done on the class and Cronas individual claims is \$2,899,082.03, \$2,510,342.16 on the class claims and \$388,739.87 on the Cronas individual claims. The fees sought on the class claims constitute

⁷ Hours expended by the four firms on the class and Cronas claims through October 18, 2011 total 8395.7, 7488.6 hours on the class claims alone.

21.7% of the total settlement, and 22.3% of the total settlement minus the \$325,771.06 Cronas individual claims settlement.⁸ For the reasons set forth in Plaintiff's Memorandum of Law, submitted herewith, these percentages are well within the range of similar settlements in employment discrimination class action settlements, FLSA settlements and other class action settlements in this Circuit, and the (negative) lodestar cross-check makes clear that the attorneys fee award is moderate, reasonable and appropriate.

WHEREFORE, for the foregoing reasons and those set forth in our legal memorandum, it is respectfully requested that the attorneys fees and expenses agreed to in the Consent Decree in the amount of \$3,200,896.91 be approved by the Court, together with such other and further relief that seems just and proper.

s/ Robert L. Herbst

Robert L. Herbst

Dated: New York, New York
October 31, 2011

⁸ Although the Cronas individual claims are being settled along with the class claims in this action, the class claims lodestar percentage(s) of the total settlement (either with or without the Cronas individual claims settlement) probably constitute the most appropriate percentage(s) to review for common fund purposes.