

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE: LIQUID ALUMINUM SULFATE
ANTITRUST LITIGATION

Civil Action No.: 16-md-2687 (JLL) (JAD)

**DECLARATION OF ROBERT S. KITCHENOFF IN
SUPPORT OF PLAINTIFFS' MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND LITIGATION EXPENSES**

I, Robert S. Kitchenoff, declare as follows:

1. I submit this declaration in support of Direct Purchaser Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses incurred by my firm in connection with in *In re Liquid Aluminum Sulfate Antitrust Litigation* (the "Action").

2. I am the Managing Member of Weinstein Kitchenoff & Asher LLC ("Weinstein Kitchenoff" or the "Firm"). The Firm is co-counsel for the City of Greensboro, North Carolina, which entity is one of the named plaintiffs in the Action. In the Judgement Approving Class Action Settlement Between Direct Purchaser Class Plaintiffs and GEO Settling Parties, dated December 3, 2018, the Court appointed the City of Greensboro as a class representative for the GEO Settlement Class. ECF No. 1172, ¶ 4.¹

3. My firm has served as one of Plaintiffs' counsel in the Action, working under the direction of Plaintiffs' Lead Counsel, Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C. and the members of the Plaintiffs' Steering Committee.

¹ In the Order Granting Preliminary Approval of Proposed Settlement Between Direct Purchaser Class Plaintiffs and the GEO Settling Parties, dated July 19, 2018, the Court appointed City of Greensboro as a representative of the GEO Direct Purchaser Settlement Class, subject to final approval of the settlement. ECF No. 985, ¶ 5.

4. The facts contained herein are based upon my personal knowledge of the work performed by Weinstein Kitchenoff, and the books and records kept in the ordinary course of the Firm's business. If called to testify thereto I would and could do so competently.

5. The schedule attached as Exhibit 1 sets forth my firm's total hours and lodestar, computed at current hourly rates, for the period from the appointment of Plaintiffs' Steering Committee (ECF No. 136, dated April 5, 2016) through and including March 20, 2019. The total numbers of hours spent by my firm during this period was 664.80, with a corresponding lodestar (at current rates) of \$454,107.50 This schedule was prepared from contemporaneous, daily time records prepared and maintained by my firm, which records 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.

6. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular rates that would be charged for their services in non-contingent matters and which have been accepted in other class action settlements.

7. Weinstein Kitchenoff, along with Tuggle Duggins PA and various employees of the City of Greensboro, began an initial investigation of Greensboro's bids and purchases of Liquid Aluminum Sulfate ("Alum"), which lead to the Firm preparing and filing Greensboro's complaint in this matter. Following the consolidation of the cases and the appointment of the Plaintiffs' Steering Committee, Weinstein Kitchenoff worked with co-counsel, Tuggle Duggins, and members of the Steering Committee to vet Greensboro as a representative of the Direct Purchaser Class. At the request of members of the Steering Committee, the Firm edited the Consolidated Amended Complaint, reviewed it with the City Attorney, and reviewed and edited plaintiffs' oppositions to de-

defendants' motion to dismiss. At the request of the Steering Committee, Weinstein Kitchenoff researched, drafted, and edited a separate Complaint against the American Securities defendants in which Complaint Greensboro was the sole Class Plaintiff. Weinstein Kitchenoff worked with the City Attorney for Greensboro and key staff members of the City's Water Department City to research, review, catalogue, and preserve the City's purchases of Liquid Aluminum Sulfate ("Alum") and related documents and electronic records, including bid, award, and delivery documents; prepare for and review with the City Attorney and members of the Legal Department the consolidated amended complaint, the protective order, and the Securities America Complaint; worked with Steering Committee members to research and draft responses to discovery on behalf of Greensboro. The Firm has continued to work with Steering Committee members and with Greensboro to respond to specific questions and requests for additional information by defendants from Greensboro. At the request of the Steering Committee, Weinstein Kitchenoff reviewed all available documents and information regarding Greensboro's bids and purchases of Alum and non-Alum water chemicals, and prepared spreadsheets of Greensboro's Alum and non-Alum water chemical purchases to be produced to defendants. The Firm has provided periodic status reports to City Attorney regarding the status of the litigation consistent with the City's duties as a representative of the Plaintiff class.

8. At the request of the Steering Committee, the Firm worked on the review of Plaintiffs' documents, including documents being produced to defendants by plaintiffs other than Greensboro, to ensure the preservation of attorney-client privilege, attorney work product, and confidentiality. The Firm also worked with Greensboro's City Attorney, members of the Water Department, and members of the City's purchasing staff to identify custodians. That involved, among other work, interviews in Greensboro. The Firm was also involved in the updating the City

on settlements and obtaining the City's consent to submission of them to the Court for preliminary approval.

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

10. My firm has expended a total of \$1,612.62 in unreimbursed costs and expenses in connection with the prosecution of the Action from inception of the case through and including March 20, 2019. These costs are set forth in the Schedule attached as Exhibit 2 and are reflected on the books and records of my firm. They were incurred on behalf of Plaintiffs by my firm and have not been reimbursed.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on March 22, 2019, at Philadelphia, Pennsylvania.



ROBERT S. KITCHENOFF
WEINSTEIN KITCHENOFF & ASHER LLC

EXHIBIT 1

In Re: Liquid Aluminum Sulfate Antitrust Litigation
Civil Action No. 16-md-2687 (JLL) (JAD)

WEINSTEIN KITCHENOFF & ASHER LLC
TIME REPORT

April 5, 2016 through March 20, 2019

NAME	HOURS	HOURLY RATE	LODESTAR
Members			
Kitchenoff, Robert S.	286.40	\$825.00	\$236,362.50
Associates/Counsel			
Henson, Theresa J.	346.50	\$610.00	\$211,365.00
Paralegals			
Kitchenoff, Rachel S.	31.90	\$200.00	\$6,380.00
Total	664.80		\$454,107.50

EXHIBIT 2

In Re: Liquid Aluminum Sulfate Antitrust Litigation
Civil Action No. 16-md-2687 (JLL) (JAD)

WEINSTEIN KITCHENOFF & ASHER LLC
EXPENSE REPORT

CATEGORY	AMOUNT
Filing Fees	
Litigation Fund Contributions	
Meals, Hotels & Transportation	\$1,161.55
Postage	
Delivery Services	
Internal Reproduction Costs	\$388.40
External Reproduction Costs	
Legal Research	\$59.39
Expert Fees	
Telephone	\$3.28
TOTAL	\$1,612.62