

**DECLARATION OF THOMAS W. OSBORNE VERIFYING EXPENSES INCURRED,
HOURLY RATES AND HOURS EXPENDED PURSUANT TO ORDER PRELIMINARILY
APPROVING SETTLEMENT, JANUARY 22, 2010, PARA. 13 AND STATING
QUALIFICATIONS**

THOMAS W. OSBORNE, hereby declares and states:

1. I am National Class Counsel for plaintiffs in the "TV Writers Cases" and submit this declaration as required by paragraph 13 of the Court's Order Preliminarily Approving Settlement, dated January 22, 2010, "providing verification of (a) out-of-pocket expenses and (b) hours expended and rates regularly charged and paid by clients or awarded by a court." in support of Class Counsel's common request for reimbursement of expenses and a unified award from the Legal and Administrative Expense portion of QSFII in the pending settlement of 19 of the "TV Writers Cases".

VERIFICATION OF TIME EXPENDED, HOURLY RATES, AND EXPENSES ADVANCED

I have examined the records of AARP FOUNDATION LITIGATION and represent to the court that the following are true and correct:

2. The AARP Foundation is a nonprofit organization qualified under Section 501(c)(3) of the Internal Revenue Code (IRC). In addition, the AARP Foundation is a public charity as defined by Section 509(a)(1) of the IRC. AARP Foundation Litigation operates as a non-profit public interest law organization dedicated to advancing the rights of older persons.
3. AFL's primary areas of legal advocacy include health and long-term care, discrimination in employment and employee benefits against older workers on grounds of age and/or disability, consumer fraud and lending discrimination, and discrimination on grounds of disability in affording access to public facilities or public accommodations.
4. In all areas of its legal advocacy on behalf of the interests of older persons, AFL focuses on class action impact litigation.
5. AFL generally handles cases in which the client or clients cannot afford to retain a law firm or where other lawyers will not handle the matter. Our clients do not pay for our services. AFL

receives no government funding. Although AFL is funded in part by AARP, many AFL activities are not. The continued vitality of AFL, including its ability to engage expert witnesses and contribute to expenses in large litigation matters, is largely dependent upon court awarded fees in the cases in which AFL is successful.

6. In addition to engaging in complex litigation work, AFL engages in public service work that is not fee-generating. These activities include providing free legal advice, conducting national and international advocacy, publishing articles on the legal needs of older Americans, and participating in other training activities that educate AARP members, legal advocates, and members of the public about the rights and legal needs of older persons.
7. AFL generally is acknowledged to be one of the leading public interest firms in the country in its areas of specialization. Senior attorneys in the firm regularly speak to local, state, and national legal and professional organizations on the law applicable to issues important to older Americans. Because of its reputation and the expertise of its legal staff, AFL attracts very high caliber employees, including student law clerks (i.e., “summer associates” or school-year “legal externs”) from high-ranking law schools.
8. During the time AFL handled this litigation, AFL received a great many requests to handle various other cases. Because of the demands of this litigation, AFL had to turn down many such cases. A great many of these matters were far less risky than this litigation and might have yielded substantial fees.
9. AFL does not charge client fees. Instead, AFL seeks fees at the end of a case under statutes that allow prevailing parties to claim reasonable fees and costs. If AFL’s client is not the prevailing party, AFL does not recover any fees.
10. AARP FOUNDATION LITIGATION has expended a total of 2103.43 hours on these cases through December 31, 2009 of which 1607.68 were recorded by attorneys and 495.75 by law clerks. See table below for time detail by timekeeper.

11. AARP FOUNDATION LITIGATION has advanced expenses on these cases through December 31, 2009 as follows:

\$118,000 as a contribution toward expenses incurred by Sprenger + Lang, \$2,126.44 for Court Filing, Pro Hac, Witness and Service Fees, and \$646.22 for Travel (Transportation/Parking/Lodging/Meals Away). The Trustees of QSF II have advised AARP FOUNDATION LITIGATION that the amount due will be reimbursed directly to it subject to court approval of itemized expenses submitted in camera for the court's review.

12. AARP FOUNDATION LITIGATION has provided its detailed billing records to a common database of Class Counsel and agrees those records are available for in camera review by the Court.

CONFIRMATION OF AGREEMENT OF PLAINTIFFS' COUNSEL TO FILE
COMMON FEE AND COST REIMBURSEMENT APPLICATION

13. AARP FOUNDATION LITIGATION joins in and supports the common fee and expense petition filed by Class Counsel requesting the Court award an agreed one-third contingent fee to and reimburse expenses of Class Counsel from the Legal and Administrative Expense portion of QSFII to be directed to the accounts of the appropriate firms and/or attorneys from QSFII by its Trustees. AARP FOUNDATION LITIGATION has agreed that its expenses will be reimbursed and its fees will be paid from any such award. Accordingly, AAARP FOUNDATION LITIGATION makes no separate or additional requests for payments of fees or reimbursements of expenses. The time and expense information is furnished here as part of Class Counsel's fee and expense petition.

QUALIFICATIONS OF COUNSEL AND AARP FOUNDATION LITIGATION

14. I am admitted to practice law before the United States Supreme Court and in the District of Columbia and Virginia. I am a member of the Bars of the United States Courts of Appeal for the

Second, Third, Fourth, Sixth, and Eleventh Circuits. I have been a trial and appellate lawyer for 33 years and have practiced employment law exclusively since 1992. I have served as co-counsel for plaintiffs in several class or collective actions, including *Williams, et al. v.*

Sprint/United Mgt. Co., USDC D KANSAS CA No. 03-2200-JWL, *Feltman, et al. v. Capital One Services, Inc.*, USDC ED VA No. 3:02CV894, *Siegel, et al. v. Ford Motor Co.*, Superior Ct. Wayne County Michigan Case No. 01-102583-CL, *Romero, et al. v. Allstate Ins. Co., et al.*, USDC ED PA No. 2:01-cv-3894, *Merritt v. Wellpoint, Inc.* USDC ED VA No. 3:08-cv-272, *Peterson, et al. v. Seagate US LLC, et al.*, USDC D MN No. 0:07-cv-2502, *Whitaker and Mucci, et al. v. 3M Co.*, District Court Ramsey County Minnesota Case No. 62-C4-04-012239, and *Garcia, et al. v. 3M Co.*, USDC D MN 0:09-cv-03495.

15. Laurie McCann, a member of the bar since 1993, and Daniel Kohrman, a member of the bar since 1985, have participated as co-counsel for plaintiffs in all of the above-named cases except for *Romero, et al. v. Allstate Ins. Co., et al.* Ms. McCann was also co-counsel for plaintiffs in *Morris, et al. v. Caterpillar, Inc.*, USDC CD IL PEORIA DIV. Case No. 1:02-CV-1412, and *Jones, et al. v. The Goodyear Tire & Rubber Co.*, Summit County Ohio Court of Common Pleas Case No. 2002-09-5090. Mr. Kohrman was also co-counsel for plaintiffs in *Californians for Disability Rights (CDR), et al. v. California Dept. of Transportation, et al.*, USDC ND CA No. C-06-5125, and the related state action in the Superior Court of the State of California, County of Alameda, *CDR, et al. v. California Department of Transportation, et al.*, No. RG08376549. Barbara Jones has been a member of the California Bar since 1979. The class or large group (over 100 plaintiffs) cases in which she was co-counsel for plaintiffs include *United Farm Workers of America, AFL-CIO, et al. v. Alan Nelson, et al.*, USDC ND CA Case No. C82-4937, *Cota v. Maxwell-Jolly*, USDC ND CA No. C09-03798, and *People, et al. v. Highland Federal Bank, et al.*, Los Angeles County, California Superior Court Case No. C718828.

AARP FOUNDATION LITIGATION

16. The AARP Foundation is a nonprofit organization qualified under Section 501(c)(3) of the Internal Revenue Code (IRC). In addition, the AARP Foundation is a public charity as defined by Section 509(a)(1) of the IRC. AARP FOUNDATION LITIGATION operates as a non-profit public interest law organization dedicated to advancing the rights of older persons.
17. AARP FOUNDATION LITIGATION's primary areas of legal advocacy include health and long-term care, discrimination in employment and employee benefits against older workers on grounds of age and/or disability, consumer fraud and lending discrimination, and discrimination on grounds of disability in affording access to public facilities or public accommodations.
18. In all areas of its legal advocacy on behalf of the interests of older persons, AARP FOUNDATION LITIGATION focuses on class action impact litigation.
19. AARP FOUNDATION LITIGATION generally handles cases in which the client or clients cannot afford to retain a law firm or where other lawyers will not handle the matter. Our clients do not pay for our services. AARP FOUNDATION LITIGATION receives no government funding. Although AARP FOUNDATION LITIGATION is funded in part by AARP, many AARP FOUNDATION LITIGATION activities are not. The continued vitality of AARP FOUNDATION LITIGATION, including its ability to engage expert witnesses and contribute to expenses in large litigation matters, is largely dependent upon court awarded fees in the cases in which AARP FOUNDATION LITIGATION is successful.
20. In addition to engaging in complex litigation work, AARP FOUNDATION LITIGATION engages in public service work that is not fee-generating. These activities include providing free legal advice, conducting national and international advocacy, publishing articles on the legal needs of older Americans, and participating in other

training activities that educate AARP members, legal advocates, and members of the public about the rights and legal needs of older persons.

21. AARP FOUNDATION LITIGATION generally is acknowledged to be one of the leading public interest firms in the country in its areas of specialization. Senior attorneys in the firm regularly speak to local, state, and national legal and professional organizations on the law applicable to issues important to older Americans. Because of its reputation and the expertise of its legal staff, AARP FOUNDATION LITIGATION attracts very high caliber employees, including student law clerks (i.e., “summer associates” or school-year “legal externs”) from high-ranking law school.

PREVAILING MARKET RATES

The following table sets out hourly rates charged by comparable attorneys to those employed by AARP FOUNDATION LITIGATION and represent “prevailing market rates in the Los Angeles area” which would be charged by attorneys with similar experience., together with the number of hours billed through December 31, 2009, itemized by timekeeper:

Firm	Timekeeper	Position	Bar Admission Date	Total Hours	Prevailing Market Rates in Los Angeles
AARP Litigation	Tom Osborne	Attorney	1976	792	\$550
AARP Litigation	Barbara Jones	Attorney	1979	718.50	\$550
AARP Litigation	Dan Kahrman	Attorney	1985	84.50	\$550
AARP Litigation	Laurie McCann	Attorney	1993	12.68	\$520
AARP Litigation	Julianne Lapham	Law Clerk		80.50	\$195
AARP Litigation	Elissa Bretz	Law Clerk		26.00	\$115
AARP Litigation	Jessica Muto	Law Clerk		18.00	\$125

AARP Litigation	Rubin Medina	Law Clerk		42.00	\$125	
AARP Litigation	Brue Shin	Law Clerk		329.25	\$125	

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct, and that this declaration was executed on March 13, 2010, in Washington, DC.

s/Thomas W. Osborne
Thomas W. Osborne