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11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
12 **FOR THE COUNTY OF LOS ANGELES**
13 **CENTRAL CIVIL WEST**

14 IN RE: TV WRITERS CASES,

[Assigned to Hon. Emilie H. Elias for
all purposes]

Case No. BC 268 836

15 THIS DOCUMENT RELATES TO:

**DECLARATION OF PAUL
SPRENGER STATING
QUALIFICATIONS AND
VERIFYING HOURLY RATES
AND HOURS RECORDED
PURSUANT TO ORDER
PRELIMINARILY APPROVING
SETTLEMENT**

16 Alch, et al., v. Time Warner Entertainment,
17 Company, et al., Case No. BC 268 836;
18 Neal, et al., v. Viacom Inc. and United Paramount,
19 Network, et al., Case No. BC 268 837;
20 Young, et al., v. DreamWorks SKG TV LLC ,
21 Case No. BC 268 838;
22 Bast, et al., v. Fox, Broadcasting Company, et al.,
23 Case No. BC 268 839;
24 Levy, et al., v. The Gersh Agency, Inc., Case No. BC
25 268 840;
26 Edwards, et al., v. The Carsey-Werner, Company,
27 et al., Case No. BC 268 841;
28 Wynn, et al., v. National Broadcasting Company,
Inc., et al., Case No. BC 268 842;
Brooks, et al., v. William Morris Agency,
Case No. BC 268 843;
Brett, et al., v. The Walt Disney Company, et al.,
Case No. BC 268 844;
DiStefano, et al., v. Columbia TriStar Television,
Inc., Case No. BC 268 845;
Eisenson, et al., v. Lucy Stille & Associates, Inc.,
d/b/a Paradigm Talent & Literary Agency, et
al., Case No. BC 268 847;
Lang, et al., v. Shapiro-Lichtman, Inc., d/b/a
Shapiro-Lichtman-Stein, Case No. BC 268
848;

1 Neal, et al., v. The Endeavor Agency, Inc., Case No.
2 BC 268 849;
3 Kinghorn, et al., v. Universal Studios, Inc., et al.,
4 Case No. BC 268 877;
5 Moriarty, et al., v. Viacom Inc., and Paramount,
6 Studios, Inc., et al., Case No. BC 268 878;
7 Yanok, et al., v. Agency for the Performing Arts,
8 Inc., Case No. BC 268 880;
9 Schwartz, et al., v. United Talent Agency, Inc., Case
10 No. BC 268 881;
11 Shayne, et al., v. Viacom Inc. and CBS
12 Broadcasting, Inc., Case No. BC 268 882,
13 Kalish, et al., v. Viacom Inc., et al., Case No. BC
14 268 883.

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16 **DECLARATION OF PAUL SPRENGER STATING QUALIFICATIONS AND
17 VERIFYING HOURLY RATES AND HOURS RECORDED PURSUANT
18 TO ORDER PRELIMINARILY APPROVING SETTLEMENT**

19 PAUL SPRENGER hereby declares and states:

20 1. I am Lead Class Counsel for plaintiffs in the “TV Writers Cases” and
21 submit this declaration as required by paragraph 13 of the Court’s Order Preliminarily
22 Approving Settlement, dated January 22, 2010, in support of Class Counsel’s common
23 request for reimbursement of expenses and a unified award from the Legal and
24 Administrative Expense portion of QSFII in the pending settlement of 19 of the “TV
25 Writers Cases”.

26 **BACKGROUND FOR THE CONSOLIDATED FEE AND EXPENSE MOTION**

27 2. Co-counsel Maia Caplan initially approached me about an age
28 discrimination lawsuit on behalf of older television writers in late 1999. After
discussions, I directed an industry-wide investigation of age discrimination against
television writers. In the course of this investigation, we (1) interviewed in person and by
telephone hundreds of television writers, talent agents and others associated with the
television industry; (2) reviewed hundreds of media articles and other publicly available
materials regarding the role of age in the hiring of television writers; and (3) researched
the corporate structure of the various defendants and identified key decision-makers.

1 3. We filed the first class charges of age discrimination against the Settling
2 Defendants with the United States Equal Employment Opportunity Commission and the
3 California Department of Fair Employment and Housing in the Summer of 2000. By
4 October 2000, we had filed class charges on behalf of about 50 writers.

5 4. Upon receiving "right to sue" notices for these clients, we prepared and
6 filed on their behalf a single class action lawsuit against the settling defendants and others
7 in the United States District Court for the Central District of California in October 2000.

8 5. Although, at the time of filing suit, we had about 50 clients, we continued
9 to be contacted by writers who had heard of the lawsuit. Eventually, we were retained by
10 r 188 writers who, at one time, were plaintiffs in the litigation. However, 23 of the
11 clients have since died and eight others were dismissed for various reasons, with the
12 result that the lawsuits collectively now have 157 living plaintiffs. All of the over 180
13 clients signed retainer agreements under which we agreed to work on a contingent basis
14 and advance all money for expenses, and they agreed that we would be entitled, out of
15 any recovery in the litigation, to receive 1/3 of the recovery as attorneys' fees and to be
16 reimbursed for our expenses incurred in the litigation.

17 6. In January 2002, Judge Stephen Wilson issued an order granting
18 defendants' motion to dismiss. Some claims were dismissed with prejudice, the
19 remainder were dismissed without prejudice to class actions being re-filed against
20 individual defendants. We did re-file the litigation as 23 separate class actions in the
21 Superior Court for the County of Los Angeles in February 2002.

22 7. Since then, we have obtained writ relief from the Court of Appeal on three
23 occasions: first, in connection with Judge McCoy's sustaining of a demurrer filed by the
24 employer defendants; second, in connection with Judge Mortimer's failure to abide by
25 peremptory strikes in two cases; and, more recently, in connection with Judge Mortimer's
26 ruling on privacy. We also prevailed on an appeal from Judge McCoy's order granting a
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1 demurrer filed by the talent agency defendants. Without the appellate victories on the
2 demurrers and on privacy, the class-wide litigation would have been largely over.

3 8. In addition to these appellate victories, we have vigorously prosecuted
4 these and the related actions in the trial court by, among other things: propounding
5 discovery requests upon the Settling Defendants and various third-parties; responding to
6 discovery requests propounded upon our clients, including cumulatively answering more
7 than 454,000 interrogatories (including subparts) and producing hundreds of thousands of
8 pages of documents; taking or defending 30 days of deposition testimony; negotiating
9 stipulations covering everything from discovery phasing to the issuance of a privacy
10 rights notice; briefing and arguing numerous legal issues; attending scores of status
11 conferences; contacting hundreds of potential third party witnesses; and engaging and
12 conferring with potential expert witnesses.

13 9. I commenced settlement discussions with the Settling Defendants in the
14 late fall of 2006. Beginning in 2007, two nationally renowned mediators, Hunter Hughes
15 of Rogers & Hardin in Atlanta and Linda Singer of JAMS in Washington, DC, facilitated
16 these discussions. In 2009, this Court also appointed The Honorable Anthony Mohr to
17 conduct mandatory settlement negotiations with one group of Settling Defendants. I led
18 our negotiating teams as we participated in countless in-person mediation sessions and
19 conference calls and email exchanges with the private mediators, Judge Mohr and the
20 Settling Defendants, including their respective outside litigation counsel, coverage
21 counsel and insurance representatives. Our settlement positions with respect to both
22 monetary and non-monetary relief were informed primarily by research into the industry
23 generally and the Settling Defendants in particular; information communicated by the
24 Settling Defendants prior to and during the mediation sessions; the information adduced
25 by named plaintiffs in responding to defendants' extensive discovery; and information
26 from Plaintiffs' Liaison Committee of six clients, all professional television writers. The
27 negotiations were very hard-fought; every word in every settlement document was
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1 negotiated. Finally, after almost 3 ½ years of intense negotiation, the Plaintiffs signed off
2 on a proposed Settlement Agreement in January, 2010.

3 10. Over 1,500 settlement class members have filed claim forms to date and
4 none has objected to either the fee award or the expense reimbursement. We intend to
5 provide the Court with any comments or objections that are received prior to the hearing
6 date on Class Counsel's fee application. The deadline for submitting comments and
7 objections is April 23, 2010.

8 11. The team representing plaintiffs and the settlement classes have included
9 several private law firms (principally Sprenger + Lang, PLLC ("S+L"), Kator, Parks &
10 Weiser, PLLC, and Schwartz, Steinsapir, Dohrmann & Sommers LLP), several private
11 lawyers not in formal firms (Daniel Wolf, Jane Lang and me), and AARP Foundation
12 Litigation. All have devoted substantial time in connection with the prosecution and
13 settlement of this litigation. Under the terms of our co-counsel agreement, each firm or
14 lawyer has been required "to keep detailed, contemporaneous records of all billable time
15 expended ... and Common and Individual Expenses (together "Expenses") incurred in
16 this case." Each party also has been required to submit the time and expense records
17 periodically (originally monthly and later changed to quarterly) to S+L, which compiled
18 the records and made them available to me and other members of the Steering
19 Committee, including at least one person from each of the firms or lawyers listed above.

20 12. Employment discrimination class action lawsuits carry significant
21 financial risk for plaintiffs' lawyers. No named plaintiffs can individually afford to pay
22 the out-of-pocket costs for plaintiffs' lawyers in these types of cases that typically run
23 into the millions of dollars. At least partly because of those risks, very few firms across
24 the country are willing to take on this type of litigation.

25 13. We realized before we filed this lawsuit that the unique hiring process for
26 television writers in Hollywood made this case even more difficult than most
27 employment discrimination class actions. This hiring process contributed to the creation
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1 of numerous legal issues of first impression, as shown by the two published decisions of
2 the California Court of Appeal resolving several issues never previously addressed under
3 California law. This unique process also, we believed, made it necessary to sue
4 simultaneously television networks and studios and talent agencies. There is no
5 precedent in employment law for suing virtually all major companies in an industry. The
6 magnitude of the litigation required a commensurate level of work effort and the ability
7 to sustain the litigation for these 10 years.

8 **VERIFICATION OF HOURLY RATES AND TIME RECORDED**

9 14. Jane Lang and I have billed and collected the following hourly rates and/or
10 been awarded attorneys fees by courts at these hourly rates, adjusted for inflation, in
11 *Jenson v. Eveleth Taconite Co.*, Civ. No. 5-88-163 (D. Minn. Mar. 14, 2000) (Tunheim,
12 J) and *Kosen et al v. American Express Financial Advisors*, Civ. No. 1:02-cv-00082
13 (D.D.C. June 16, 2002) (Kennedy, J): Paul Sprenger, \$750 and Jane Lang, \$675. These
14 rates are supported as well by an analysis of market rates performed by an expert in legal
15 fees, Roger E. Warin. His declaration accompanies this declaration.

16 15. Jane Lang and I recorded a combined total of 10,350.75 hours on the
17 settling cases over a period of ten years through December 31, 2009. Additionally, we
18 assigned 12 legal assistants and law clerks to this case, including 11 hired exclusively for
19 the purposes of responding to discovery in this litigation, who worked under the direction
20 of Sprenger + Lang, LLP. These legal assistants and law clerks recorded 9,433 hours on
21 the settling cases. Their rates (six at \$155 and six at \$195 per hour) are based on the
22 Annual Compensation Survey for Paralegals/Legal Assistants and Managers (2009
23 Edition). Paul Sprenger and Jane Lang, and their legal assistants and law clerks
24 combined, have recorded a total of 19,323.5 hours on these cases through December 31,
25 2009.¹ These hours were contemporaneously recorded and submitted to Sprenger +

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27 ¹ We have provided detailed billing records to a common database of Class Counsel and agree those
28 records are available for in camera review by the Court. My records in this case are documented by
extensive and detailed emailed descriptions of actual work performed. As noted below, these totals were

1 Lang, which included them in the summary of all hours recorded on these cases. In
2 addition, I retain all of my sent and received emails, which create a voluminous backup
3 record of my work. During January 2009 alone, for example, they comprise over 1,000
4 pages (about eight inches high).

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

7 16. Jane Lang and I join in and support the common fee and expense petition
8 filed by Class Counsel requesting that the Court award an agreed one-third contingent fee
9 to Class Counsel, and reimburse their case expenses from the Legal and Administrative
10 Expense portion of QSFII. All payments from this portion of the QSFII shall be directed
11 to the accounts of the appropriate firms and/or attorneys QSFII by its Trustees. Jane Lang
12 and I have agreed that our expenses will be reimbursed and our fees will be paid from
13 any such award. Accordingly, we make no separate or additional requests for payments
14 of fees or reimbursement of expenses. The time and expense information is furnished
15 here in support of Class Counsel's petition.²

16 17. All of the expenses we have advanced and incurred in these settling cases
17 have been consolidated with the expense records submitted by Sprenger + Lang, PLLC. I
18 verify that those expenses were incurred as litigation, notice and claims administration
19 costs in these settling cases. In addition, I anticipate that Sprenger + Lang, PLLC, Jane
20 Lang and I will continue to accrue expenses relating to claims administration through the
21 summer of 2010.

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25 compiled after Jane Lang personally reviewed the records for her and me and eliminated 1,300 hours that,
26 although they were recorded on the case, in her billing judgment should not be charged in this fee petition.

27 ² In the course of the litigation, I twice consulted with a senior California litigator Max Blecher (Law
28 School Class of 1955) about appellate procedures in California and about discovery management in these
cases. He recorded a total of 10.2 hours to the matter at an hourly rate of \$600 which is on the low end of
market rates for an attorney of his experience and caliber. I can verify that those hours were spent to
respond to my requests for advice in this case.

1 **ROLE OF PAUL SPRENGER IN THIS LITIGATION**

2 18. As Lead Counsel for Plaintiffs in the Television Writers Cases, I have
3 personal knowledge of the litigation and negotiation history of these cases recited above,
4 and the work performed on the cases, based on my personal observations and
5 responsibilities over the past 10 years as Chairman of the Steering Committee of
6 plaintiffs' counsel. In that role, I conducted virtually all Steering Committee meetings,
7 save one, preparing the agendas and reviewing the minutes, and made all assignments of
8 work performed in the cases. In addition, I acted as chair of Plaintiffs' Liaison
9 committee of six plaintiffs which met regularly and provided invaluable information on
10 industry and individual defendant practices especially helpful in formulating settlement
11 positions.

12 20. This was a case of first impression in most respects; the level of
13 complexity and magnitude of coordination of the prosecution (and defense) are
14 unparalleled in employment cases in my 45 years of experience. None of the class issues
15 in the context of the TV industry employment practices had ever been presented and
16 decided in any court. In some instances multiple employment discrimination cases
17 against a single defendant or family of defendants and the various union bargaining
18 agents have been consolidated in a single proceeding, but none to my knowledge against
19 23 employer "families" and three tiers of an industry, *i.e.*, studios, networks and agencies.
20 Addressing the multitude of issues that arose in this context over ten years entailed
21 extensive briefing and motion practice, as the docket attests, and thousands of hours of
22 legal research and writing.

23 21. I decided how to handle the legal and strategic issues in the litigation, after
24 consulting co-counsel. These decisions determined the scope and magnitude of the work
25 effort necessary to invest in the case. For example, the decisions to name multiple
26 defendants and multiple plaintiffs, driven by the nature of the industry, required that
27 counsel spend thousands of hours over ten years mastering the facts, acquiring
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1 information, and responding to tens of thousands of interrogatories and document
2 requests. Likewise, the decisions to appeal trial court Judge McCoy's grant of demurrers
3 in 2003 on the death knell theory resulting in reversal and remand, and to seek appellate
4 review and mandamus on trial court Judge Mortimer's discovery limitations preventing
5 access to statistical data in hands of third parties such as payroll companies and plaintiffs'
6 union, the WGA, required extensive time in briefing and argument, but enabled plaintiffs
7 to sustain their cases. The decision to establish the Plaintiffs' Liaison Committee of six
8 of the most informed and dedicated named plaintiffs to assist in discovery entailed many
9 hours of regular meetings and correspondence but provided invaluable sources of
10 information. For example, during the settlement negotiations I conceived and developed
11 with substantial input from members of the Liaison Committee and Jane Lang the
12 concept of the Fund for the Future.

13 22. I directed all of the settlement negotiations in this case. During the years
14 2008-2009, these negotiations were particularly demanding and occupied hundreds of
15 hours by our most experienced counsel in addition to me. It is fair to say that, together
16 with Michael Lieder, Maia Caplan, Jane Lang, and Defendants' Liaison Counsel, I have
17 negotiated, drafted and reviewed every word of every settlement document in this case

18 **ROLE OF JANE LANG IN THIS LITIGATION**

19 23. Apart from some earlier brief writing, Jane Lang's major work on the case
20 occurred during the period from October 2008 to the present. I asked her to work on the
21 Writers Case because of her extensive experience and expertise in employment
22 discrimination class actions, and in particular because of her drafting and negotiating
23 skills.

24 24. Over approximately a year, she worked with Defendants' Liaison Counsel
25 and, at various times, with me and co-counsel Maia Caplan and Michael Lieder, to
26 negotiate the terms and draft the documents that incorporate the settlement in this case.
27 She also participated directly in negotiating a settlement with NBCU and the talent
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1 agencies. Settlement negotiation was an arduous process because of the number and
2 tenacity of defendants and the range of issues. She states that it was beyond doubt the
3 most intense and protracted negotiating experience in her 40 year legal career and called
4 for extra measures of skill, perseverance and creative problem-solving.

5 25. Since preliminary approval of the settlement on January 22, 2010,
6 Michael Lieder, Jane Lang and I have been responsible on Plaintiffs' side for propelling
7 this case towards final approval, including regular communications with Defendants'
8 Liaison Counsel, co-trustee of the Settlement Fund II and the Claims Administrator
9 (Garden City Group); oversight of claims administration; developing a formula for
10 awards; working with Plaintiffs' Liaison Committee members; responding to hundreds
11 and hundreds of inquiries with the assistance of four legal assistants; and preparing
12 materials for final approval of the settlement and the formula. I estimate that Class
13 Counsel, primarily the same lawyers and legal assistants who have been performing the
14 bulk of the work for the past three months, will spend more than 2,000 additional hours
15 after March 31, 2010 on similar tasks, including the distribution of awards.

16 26. Jane Lang also reviewed my time records since 2000 (ten years of work),
17 herself and legal assistant Laura VanDruff (301 hours) in this case. (No time was
18 charged for this review work, which cumulatively entailed well over 100 hours.) In this
19 process, she applied billing judgment to eliminate 1,327 hours of my time (about 13% of
20 my hours).

21 **PAUL SPRENGER'S EXPERIENCE, REPUTATION AND ABILITY**

22 27. My experience and qualifications in the field of employment and class
23 action litigation spans over 40 years, beginning in 1968 when the class action rules were
24 initially applied to private enforcement of our state and federal employment
25 discrimination laws by the courts. I have been a trial lawyer for 45 years. I have
26 concentrated on class actions since 1968, exclusively in the employment field for the past
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1 25 years. Jane Lang and I established the firm of Sprenger & Lang in 1989. The
2 predecessor firms' employment class action representation goes back to the early 1970's.

3 a. The history of Sprenger & Lang and its class action work has been
4 reported in various popular and professional publications. See David Carr,
5 "The Little Firm on the Hill," *Minnesota Lawyer*, June 1991; Tony
6 Munroe, "Taking Employers to Task," *The Washington Times*, August 7,
7 1994; John Greenya, "A Passion for Class Action," *The Washington*
8 *Lawyer*, The official Journal of the District of Columbia Bar, March/April
9 1995; David Phelps, "From Eveleth to Hollywood," *Minneapolis Star*
10 *Tribune*, April 21, 2002, Marc Conklin, "Sprenger & Lang Raises the
11 Bar," *Law and Politics*, April/May 2003 and, Bingham and Gansler,
12 "Class Action, The Story of the Landmark Case that changed the Sexual
13 Harassment Law", Doubleday, 2003, the film rights to which were the
14 basis for the Academy Award nominated WB movie "North Country"
15 2005, starring Charlize Theron and Frances McDormand as my clients
16 and Woody Harrelson as me, their attorney.

17 b. I commenced trial and reached judgment after trial in the prosecution of
18 more employment class actions than any other plaintiffs' attorney. Most
19 often the parties and opposing counsel were civil and the litigation
20 resolved. As described by Chief Judge Donald Alsop in the 1991
21 settlement of a race discrimination class action with several thousand
22 class members against Northwest Airlines: "These things [are] complex.
23 ... [and can become] bitter ... [and create] a lot of bad feelings among the
24 lawyers. And, in this case . . . they have been tough negotiators, but they
25 have been ladies and gentlemen in the way they have addressed the
26 problem ... with a common goal it really is quite incredible that it
27 should come to this stage in such a short time." Aburime, et al. v.
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1 Northwest Airlines, Inc., et al., Civ. No. 3-89-402 (D.Minn.). Transcript
2 of Fairness Hearing, Aug. 16, 1991, p. 42. The *Northwest Airlines* case
3 was filed in 1989 and settled in 1991 with a Consent Decree that the *Wall*
4 *Street Journal* described as “one of the most comprehensive ever crafted
5 in a race discrimination case.” “Race Discrimination Suit Against
6 Northwest Airlines is Settled,” *Wall Street Journal*, August 19, 1991.

7 c. I have been regularly named to the *National Law Journal*’s list of the
8 “Best Litigators in Employment Law” and *The Washingtonian*’s list of
9 “Washington’s 50 Best Lawyers” over the past 20 years. For the past 25
10 years, I was named a “Super Lawyer” by the Minnesota Journal of Law
11 and Politics and/or The Washington Post and/or The Washingtonian. For
12 the 23 years since its inception in 1987, I have been voted into Naifeh and
13 Smith’s Best Lawyers in America in employment litigation both in
14 Minnesota and Washington, DC.

15 d. In 2006, I was honored by the National Partnership for Women and
16 Families for my career long representation of women in gender-based
17 class actions with its Trail Blazer award.

18 e. I am a 1962 graduate of the University of Michigan School of Business
19 Administration and a 1965 graduate of the University of Michigan Law
20 School. I filed my first class action in 1968, the year the class action rule
21 was effective in Minnesota courts, as plaintiff’s counsel for a deceased
22 building contractor’s estate. Soon after, I represented the Attorneys
23 General of Minnesota and Wisconsin and other corporate and business
24 entities in commercial class actions. My first employment discrimination
25 class action began in 1972 when I represented the National Organization
26 for Women (NOW) against the 3M Company in a series of class cases.
27 The *NOW* cases were, I believe, the first Title VII class actions in the
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1 Eighth Circuit. In 1977, I started my own law firm concentrating in
2 employment class actions. In 1989, my firm merged with Ms. Lang's firm
3 to form Sprenger & Lang.

4 f. I am admitted to practice law before the United States Supreme Court and
5 in the District of Columbia and Minnesota. I am a member of the Bars of
6 the United States Courts of Appeal for the District of Columbia, First,
7 Third, Fourth, Sixth, Seventh, Eighth, and Tenth Circuits. I have appeared
8 for purposes of pending litigation in United States District Courts and state
9 trial courts in Alabama, California, Colorado, Florida, Illinois, Iowa,
10 Massachusetts, Michigan, Minnesota, Missouri, Montana, New York,
11 North Dakota, Ohio, Pennsylvania, South Dakota, Texas, Virginia,
12 Washington, West Virginia, Wisconsin, and Wyoming.

13 28. I have always been a litigator and have tried and/or commenced trial, in
14 more than 350 civil cases over 45 years, involving diverse subject matters ranging from
15 insurance subrogation in individual tort cases to complex liability and damages trial
16 phases in employment class actions. A partial list includes:

17 a. *Multi-District Litigation.* I served as plaintiffs' lead counsel or liaison
18 counsel in federal multi-district proceedings involving collectively more
19 than 250 class actions: In Re: Ford Motor Company Employment
20 Practices Litigation, MDL 1044 (Lead Counsel/All Cases)(E.D. Mich.
21 1995); In Re: Burlington Northern Employment Practices Litigation, MDL
22 374 (Lead Counsel/All Cases) (N.D. Ill. 1980); In Re: Coordinated
23 Pretrial Proceedings in Antibiotic Antitrust Actions, MDL 10 (Liaison
24 Counsel/All Cases: Lead Counsel, German Governmental Entities and
25 Health Insurance classes, 1975–1981, Lord, J./ E.D.Pa., Weiner, J); In Re:
26 Sugar Antitrust Litigation, MDL 201, MDL 201A (Lead Counsel States of
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1 Minnesota and Wisconsin governmental entities classes, 1975-
2 1980)(N.D.Cal.Boldt, Sr.J. by assignment)(E.D.Pa. Cahn, J.).

3 *b. Landmark Employment Decisions and Resolutions.* I have served as lead
4 counsel in establishing significant legal precedents in litigating the
5 following employment class actions.

6 i. In Re: Burlington Northern Employment Practices Litigation, MDL
7 374 (N.D.Ill.) (D.Minn) 810 F.2d 601 (7th Cir. 1987), 679 F.2d 762
8 (8th Cir. 1982) (then the largest race class action settlement on
9 record);

10 ii. In Re: Ford Motor Company Employment Practices Litigation
11 (E.D.Mich. 1995) (race class actions litigated to completion of over
12 140 mini-trials and ADR procedures);

13 iii. National Organization for Women (NOW), et al. v. Minnesota
14 Mining and Manufacturing Company, 73 F.R.D. 467 (D.Minn. 1977)
15 (includes nine related gender class actions) (established principle that
16 company-wide computer readable data were discoverable regardless
17 of limited scope of plaintiffs' claims or availability of hardcopy
18 data);

19 iv. Rajender, et al. v. University of Minnesota, 546 F. Supp. 158 (D.
20 Minn. 1982) (first class of female academic employees; first private
21 employment class action tried under rule 23; set standards for award
22 of fees and costs in employment class action);

23 v. Holden, et al. v. Burlington Northern, Inc. et al., 665 F. Supp. 1398
24 (D.Minn. 1987) (company wide gender discrimination; set standards
25 for court review of class-wide Consent Decree in view of objections
26 from two of 13 class representatives following five months of trial);

27 vi. Franklin, et al. v. Metropolitan Waste Control Commission, C.A. No.
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- 3-88-784 (D.Minn.) (Consent Decree including provisions for racial harassment prevention);
- vii. Miller, et al. v. The Meredith Relocation Corp. et al., Civ. 89-745-B (S.D. Iowa, 1990) (federal government employee class; approved standing for government employees under RICO to sue relocation company hired by government);
- viii. Ulvin, et al. v. Northwestern National Life Insurance Company, C.A. No. 3-88-730 (D.Minn.) and Steinbeck, et al. v. Northwestern National Life Insurance Company, 728 F. Supp. 1389 (D.Minn. 1990) (age class actions; first age class notice in District; age plaintiff can try defamation, slander and libel claims to jury with ADEA motivation for discriminatory discharge);
- ix. Mabone, et al. v. Pillsbury Co., C.A. No. 4-89-386 (D. Minn., Consent Decree, October 11, 1990) (largest race class settlement in Minnesota at the time);
- x. Aburime, et al. v. Northwest Airlines, Inc., et al., C.A. No. 3-89-402 (D. Minn.) (largest race class settlement in Minnesota involving rewrite of human resources policies at Northwest and mini-trials on damages for 1,200 claimants);
- xi. Severtson, et al. v. Phillips Beverage Co., 141 F.R.D. 274 (D.Minn. 1992); 137 F.R.D. 264 (D.Minn. 1991) (age class; court established standards for notice to class in age discrimination cases);
- xii. In Re: Pepco Employment Litigation, C.A. No. 86-0603 (D.D.C., Consent Decree, March 22, 1993) (race and gender classes; \$38.4 million was then largest settlement of any kind in D.C. Circuit history; court established principle in D.C. Circuit that there is no “self critical” privilege in employment cases; court established

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- standards for use of statistical evidence in hiring class claims);
- xiii. Hyman, et al. v. First Union and companion case against First American Bank, C.A. No. 94-1043 (D.D.C. 1997) (age class; \$59.5 million settlement was largest ever judgment in D.C. Circuit and is presently the largest age settlement in nation);
- xiv. Burns, et al. v. Control Data Corporation, C.A. No. M.D. 4-96-41 (D. Minn. 1997) (largest settlement of pattern and practice age case to reach trial in nation – second largest at time and now third largest age settlement in nation);
- xv. In Re: Department of Labor/ETA Employment Practices Litigation, EEOC No. 033-91-1185A, Tomas, A.J., (Joe Sellers and Paul Sprenger appointed class representatives) (Consent Decree 1997) and related race class actions in Sealy, et al. v. Brock, Sec. Of Labor, Civ. 86-3028 (D.D.C. 1996) (largest discrimination judgment against United States);
- xvi. In Re: Maytag Corporation/Dixie Narco Plant Closing Litigation (Jefferson County, West Virginia Circuit Court, 92-C-417) (displaced worker class; settled for \$18 million during trial in first successful plant closing case in nation, pursued on contract and tort/fraud theories); and
- xvii. Jenson v. Eveleth Taconite Co., 130 F.3d 1287 (8th Cir. 1997) (five months of trial and several appeals in landmark 11 year litigation establishing the nation’s first sexual harassment class action and numerous other precedents, including the principle that defendant is liable for “litigation stress” brought on by trial and trial preparation in proving plaintiff’s psychological and emotional damages).

1 **JANE LANG'S EXPERIENCE, REPUTATION AND ABILITY**

2 29. Jane Lang is a 1967 Phi Beta Kappa graduate of Swarthmore College,
3 With Distinction, and a 1970 graduation of the Law School of the University of
4 Pennsylvania, where she was on the Law Review. She was admitted to the bar in
5 Washington, DC in 1970 and subsequently in Minnesota. She has been admitted to
6 practice before the federal Courts of Appeals for the Third, Fourth, Fifth, Eighth and D.C.
7 Circuits and the U.S. Supreme Court, and has been admitted *pro hoc vice* to several
8 courts, including the Superior Court for the State of California.

9 30. Her experience and qualifications in the field of employment and class
10 action litigation spans four decades, beginning at the firm of Steptoe & Johnson in 1970,
11 where she became a partner in January 1977. Beginning in 1971, she worked with
12 leading employment expert Thompson Powers in the gender class action brought by the
13 FCC against AT&T. Following the resolution of the administrative proceedings in that
14 case, Mr. Powers and she successfully defended the affirmative action measures
15 incorporated in that landmark settlement before the District Court and Third Circuit Court
16 of Appeals. Subsequently, she briefed a second precedent-setting case in defense of
17 affirmative action in *Steelworkers v. Weber*, 443 U.S. 193 (1979), before being confirmed
18 as General Counsel of the United States Department of Housing and Urban Development
19 in 1979 under President Jimmy Carter. As General Counsel, she oversaw the work of
20 over 500 lawyers and represented HUD in several housing discrimination cases,
21 producing landmark settlements in the Whitman Park Case in Philadelphia and the
22 Gautreaux Case in Chicago.

23 31. In 1981, she returned to Steptoe & Johnson, again as a partner, and
24 resumed work in class action employment discrimination cases. In 1986, she left Steptoe
25 to start her own law firm and in 1989, co-founded the firm of Sprenger & Lang, with me.
26 Together, and with others in our firm, we litigated gender, age and race discrimination
27 class actions on behalf of thousands of workers nationwide, as well as a unique employee
28

1 relocation class action and plant closure case. The history of Sprenger & Lang and its
2 class action work has been reported in various popular and professional publications. See
3 David Carr, "The Little Firm on the Hill," *Minnesota Lawyer*, June 1991; Tony Munroe,
4 "Taking Employers to Task," *The Washington Times*, August 7, 1994; John Greenya, "A
5 Passion for Class Action," *The Washington Lawyer*, The official Journal of the District of
6 Columbia Bar, March/April 1995; David Phelps, "From Eveleth to Hollywood,"
7 *Minneapolis Star Tribune*, April 21, 2002, Marc Conklin, "Sprenger & Lang Raises the
8 Bar," *Law and Politics*, April/May 2003 and, Bingham and Gansler, "Class Action, The
9 Story of the Landmark Case that changed the Sexual Harassment Law" (Doubleday,
10 2003), which was adapted as WB movie "North Country" in 2005.

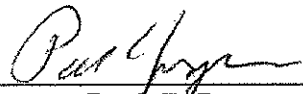
11 32. Jane Lang has been co-counsel with Paul Sprenger in numerous class
12 action cases, many of which have set new precedents in the field of employment
13 discrimination and achieved settlement milestones. These cases include Aburime, et al. v.
14 Northwest Airlines, Inc., et al., Civ. No. 3-89-402 (D.Minn.) (race class action);³ In Re:
15 Ford Motor Company Employment Practices Litigation (E.D.Mich. 1995)(race class
16 action); Franklin, et al. v. Metropolitan Waste Control Commission, C.A. No. 3-88-784
17 (D.Minn.)(race class action); Miller, et al. v. The Meredith Relocation Corp. et al., Civ. 89-
18 745-B (S.D. Iowa, 1990) (federal government employee class action under RICO brought
19 against a relocation company); Ulvin, et al. v. Northwestern National Life Insurance
20 Company, C.A. No. 3-88-730 (D.Minn.) and Steinbeck, et al. v. Northwestern National Life
21 Insurance Company, 728 F. Supp. 1389 (D.Minn. 1990) (age class actions); Mabone, et al.
22 v. Pillsbury Co., C.A. No. 4-89-386 (D. Minn., Consent Decree, October 11, 1990) (race
23 class action); In Re: Pepco Employment Litigation, C.A. No. 86-0603 (D.D.C., Consent
24 Decree, March 22, 1993) (race and gender classes; \$38.4 million settlement); Hyman, et al.

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26 ³ The *Northwest Airlines* case was filed in 1989 and settled in 1991 with a Consent Decree that the *Wall*
27 *Street Journal* described as "one of the most comprehensive ever crafted in a race discrimination case."
28 "Race Discrimination Suit Against Northwest Airlines is Settled," *Wall Street Journal*, August 19, 1991.

1 v. First Union/First American, C.A. No. 94-1043 (D.D.C. 1997) (age class; \$60 million
2 settlements); Burns, et al. v. Control Data Corporation, C.A. No. M.D. 4-96-41 (D. Minn.
3 1997) (age class action; \$30 million settlement); In Re: Department of Labor/ETA
4 Employment Practices Litigation, EEOC No. 033-91-1185A, Tomas, A.J., (Consent Decree
5 1997) and related race class actions in Sealy, et al. v. Brock, Sec. Of Labor, Civ. 86-3028
6 (D.D.C. 1996); In Re: Maytag Corporation/Dixie Narco Plant Closing Litigation (Jefferson
7 County, West Virginia Circuit Court, 92-C-417) (\$18 million in first successful plant
8 closing class action); and Jenson v. Eveleth Taconite Co., 130 F.3d 1287 (8th Cir.
9 1997)(landmark sexual harassment class action).

10 33. It is my belief, as Lead Counsel, that the assembled team of Class Counsel
11 in these cases brought together a unique body of litigation experience and case
12 knowledge, and devoted a work effort commensurate with the demands of the litigation,
13 that was essential to the effective, vigorous and persistent prosecution of these cases that
14 culminated in the proposed settlement.

15
16 I declare under penalty of perjury under the laws of the State of California that the
17 foregoing is true and correct, and that this declaration was executed on April 14, 2010, in
18 Washington, DC.

19
20 
21 _____
22 Paul C. Sprenger
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