

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

WILLIAM T. PAYNE, hereby declares and states:

1. I served as one of 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, para. 13, “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.**

2. I have examined my own records since January 1, 2001, and represent to the court that the following are true and correct:

3. I have billed and collected the following hourly rates and been awarded attorneys’ fees by courts at the hourly rates in the cases below (adjusted for inflation):

Year of Order granting fees	Case	Hourly Rate (plus 5% annual inflation)
2007	UAW & Hardwick v. Ford Motor Co.,	\$496
2008	UAW v. Chrysler LLC, 2008 U.S. Dist. LEXIS 92591 (E.D. Mich. July 31, 2008)	\$498
2007	UAW v. General Motors, 2006 WL 334283 (E.D. Mich. Feb. 13, 2006), later proceedings, 2006 WL 891151 (E.D. Mich. March 31, 2006) and 235 F.R.D. 383 (E.D. Mich. 2006), aff'd, 497 F.3d 615 (6th Cir. 2007)	\$496
2007	Asarco v. United Steelworkers of America, 2005 U.S. Dist. Lexis 20873 (D. Ariz. 2005)	\$496

4. My work in this case before 2001 was performed while I was a partner at Schwartz, Steinsapir, Doyle & Sommers, LLP, and I understand that that firm has submitted a declaration accounting for those hours. From January 1, 2001 to date, I have expended a total of 111.5 hours on all writers' cases through December 31, 2009. See table below for time detail.

Date	Timekeeper and Title	Hours
6/12/01	William T. Payne, Attorney	0.50
10/19/01	William T. Payne, Attorney	0.50
1/23/02	William T. Payne, Attorney	0.25
1/30/02	William T. Payne, Attorney	0.50
1/31/02	William T. Payne, Attorney	0.50

2/1/02	William T. Payne, Attorney	2.00
2/2/02	William T. Payne, Attorney	3.00
2/3/02	William T. Payne, Attorney	5.00
2/4/02	William T. Payne, Attorney	9.00
2/5/02	William T. Payne, Attorney	1.25
2/6/02	William T. Payne, Attorney	1.75
2/7/02	William T. Payne, Attorney	6.50
2/8/02	William T. Payne, Attorney	8.75
2/9/02	William T. Payne, Attorney	8.25
2/10/02	William T. Payne, Attorney	6.75
2/11/02	William T. Payne, Attorney	0.25
2/20/02	William T. Payne, Attorney	1.25
2/21/02	William T. Payne, Attorney	2.00
2/28/02	William T. Payne, Attorney	2.00
3/7/02	William T. Payne, Attorney	0.50
3/14/02	William T. Payne, Attorney	0.75
3/15/02	William T. Payne, Attorney	0.50
3/28/02	William T. Payne, Attorney	0.75
4/4/02	William T. Payne, Attorney	1.00
4/18/02	William T. Payne, Attorney	0.50
5/2/02	William T. Payne, Attorney	1.25
5/16/02	William T. Payne, Attorney	1.50
5/23/02	William T. Payne, Attorney	0.25
5/25/02	William T. Payne, Attorney	0.50
5/25/02	William T. Payne, Attorney	0.25

5/28/02	William T. Payne, Attorney	0.50
5/30/02	William T. Payne, Attorney	1.25
6/1/02	William T. Payne, Attorney	0.25
6/3/02	William T. Payne, Attorney	0.25
6/4/02	William T. Payne, Attorney	0.75
6/5/02	William T. Payne, Attorney	3.00
6/6/02	William T. Payne, Attorney	2.25
6/7/02	William T. Payne, Attorney	0.75
6/13/02	William T. Payne, Attorney	1.00
6/20/02	William T. Payne, Attorney	0.50
6/20/02	William T. Payne, Attorney	0.50
6/22/02	William T. Payne, Attorney	0.75
6/27/02	William T. Payne, Attorney	0.75
6/27/02	William T. Payne, Attorney	1.50
7/1/02	William T. Payne, Attorney	0.25
7/12/02	William T. Payne, Attorney	0.25
7/17/02	William T. Payne, Attorney	0.50
7/18/02	William T. Payne, Attorney	0.75
7/25/02	William T. Payne, Attorney	1.00
8/1/02	William T. Payne, Attorney	0.25
8/5/02	William T. Payne, Attorney	1.00
8/6/02	William T. Payne, Attorney	0.50
8/21/02	William T. Payne, Attorney	0.50
8/21/02	William T. Payne, Attorney	0.75
9/6/02	William T. Payne, Attorney	0.50

9/12/02	William T. Payne, Attorney	0.50
9/17/02	William T. Payne, Attorney	0.75
9/19/02	William T. Payne, Attorney	0.50
9/26/02	William T. Payne, Attorney	0.50
9/29/02	William T. Payne, Attorney	0.50
10/15/02	William T. Payne, Attorney	0.75
10/17/02	William T. Payne, Attorney	0.50
10/17/02	William T. Payne, Attorney	0.50
10/22/02	William T. Payne, Attorney	0.25
11/6/02	William T. Payne, Attorney	0.75
11/18/02	William T. Payne, Attorney	1.25
12/12/02	William T. Payne, Attorney	1.50
12/13/02	William T. Payne, Attorney	0.25
1/16/03	William T. Payne, Attorney	0.50
1/17/03	William T. Payne, Attorney	0.50
1/21/03	William T. Payne, Attorney	1.00
1/29/03	William T. Payne, Attorney	0.75
1/30/03	William T. Payne, Attorney	1.00
1/31/03	William T. Payne, Attorney	0.25
2/5/03	William T. Payne, Attorney	0.25
2/6/03	William T. Payne, Attorney	0.75
2/7/03	William T. Payne, Attorney	0.50
2/13/03	William T. Payne, Attorney	0.25
2/20/03	William T. Payne, Attorney	0.50
3/6/03	William T. Payne, Attorney	0.50

4/16/03	William T. Payne, Attorney	1.00
4/24/03	William T. Payne, Attorney	0.50
5/13/03	William T. Payne, Attorney	0.50
6/19/03	William T. Payne, Attorney	0.75
9/4/03	William T. Payne, Attorney	0.75
1/22/04	William T. Payne, Attorney	1.00
10/14/04	William T. Payne, Attorney	1.25
10/21/04	William T. Payne, Attorney	1.00
10/28/04	William T. Payne, Attorney	1.00
12/27/04	William T. Payne, Attorney	0.25
4/9/08	William T. Payne, Attorney	0.25
	Grand Total:	111.50

5. I have provided detailed billing records to a common database of Class Counsel and agree 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

6. I join in and support 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. I have agreed that expenses will be reimbursed and their fees will be paid from any such award. Accordingly, I make no

separate or additional requests for payments of fees or reimbursement of expenses. The time and expense information is furnished here as part of Class Counsel's fee and expense petition.

QUALIFICATIONS OF COUNSEL

7. I am an active member of both the California and Pennsylvania bars, as well as multiple federal jurisdictions, including the U. S. Supreme Court and the U. S. Court of Appeals for the First, Third, Fourth, Sixth, Seventh, Eighth, Ninth, Tenth and Eleventh Circuits. I am also a member of the United States District Courts for the Northern, Central, Southern and Eastern Districts of California, and the Western District of Pennsylvania, the Northern and Southern Districts of Ohio, and the Eastern District of Michigan.

8. I received my J.D. from the School of Law at the University of California--Berkeley (Boalt Hall) in 1979. During law school, I served as Associate Editor of the Industrial Relations Law Journal (now known as Berkeley Journal of Employment and Labor Law), and was recipient of the AmJur Award. I graduated summa cum laude from the University of Pittsburgh in 1975, and received my B.A. from that institution.

9. From 1979 to 1982, I practiced labor law in Washington, D.C., and in San Francisco. From 1982 to 1991, I served in the Legal Department of the United Steelworkers of America in Pittsburgh. From October 1984 until 1991, I was the Steelworkers' Assistant General Counsel with primary responsibility for ERISA litigation throughout the United States. During that time, I personally litigated numerous ERISA class actions on behalf of Steelworker members and retired members.

10. I joined the Los Angeles law firm of Schwartz, Steinsapir, Dohrmann & Sommers LLP, in 1991. The firm is a widely respected labor and employment law firm, known for representing employees, retirees, trust funds, labor organizations, and nonprofit corporations. Until the end of 1995, I practiced in the firm's L.A. office. I opened the firm's Pittsburgh office at the

end of 1995. Through the end of 2000, I served as a partner in the Schwartz Steinsapir firm, and served as Of Counsel to the firm through 2006.

11. I am now a partner in the Pittsburgh-based firm of Stember Feinstein Doyle & Payne, LLC, and I specialize in class action lawsuits that seek to protect retirement benefits of employees and retirees.

12. I am a Charter Fellow of the American College of Employee Benefits Counsel. To become a Fellow of the College, an attorney must have practiced in the field of employee benefits for at least 20 years, must have engaged in writing and speaking activities in the field, and must have provided exceptionally high-quality professional services to clients, bar and public.

13. I am rated "AV" by Martindale-Hubbell. The "AV" rating is the highest rating obtainable. It indicates very high legal ability and faithful adherence to ethical standards, and is given to attorneys upon recommendation by their peers.

14. I have authored numerous papers relating to labor and employment law, such as "Lawsuits Challenging Termination or Modification of Retiree Welfare Benefits," 10 *The Labor Lawyer* 91 (1994); "Enjoining Employers Pending Arbitration," 3 *Ind.Rel.L.J.* 169 (1979); "Retiree Health Benefits: Sixth Circuit Deals the Retirees Out," 14 *The Labor Lawyer* 475 (1999) (with Steven J. Sacher); and "Protecting Rights to Early Retirement Benefits," 2 *Employee Rights Quarterly* 58 (2001).

15. I frequently lecture on these subjects at educational conferences. Among these conferences are the ABA's ERISA Basics and ERISA Litigation conferences, and annual meetings of the Lawyers Coordinating Committee ("LCC") of the AFL-CIO. I presently serve as a Chairperson of the Subcommittee for Benefit Claims and Individual Rights within the American Bar Association's ("ABA") Labor and Employment Law Section's Benefits Committee. My activities with that ABA Committee have included serving as both a Contributing Author and

Chapter Editor of the work, Employee Benefits Law, 2nd Edition (BNA 2000). I have also served on the Board of the L.A. County Bar Association, and I am a member of both the LCC and the National Employment Lawyers Association (“NELA”).

16. The cases listed below include only those in which courts have issued reported opinions, and in which I have served as counsel for parties. I have served as counsel for parties in many other cases that were settled or otherwise resolved without reported opinions. In still other cases not listed, I served as counsel for amicus curiae or as a consulting attorney.

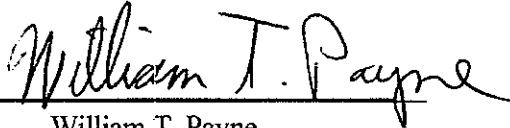
- ACF Industries v. Chapman, 2004 U.S. Dist. LEXIS 27245 (E.D. Mo. 2004) (retiree health class action)
- Adams v. Bowater Inc., 313 F.3d 611 (1st Cir. 2002), reversing, 27 E.B.C. 1245 (D. Maine 2001), related decision, 26 E.B.C. 1746 (D. Maine 2000) (action under ERISA § 204(g), alleging improper elimination of accrued benefits);
- Armistead v. Vernitron Corp., 944 F.2d 1287 (6th Cir. 1991) (retiree health class action);
- Asarco v. United Steelworkers of America, 2005 U.S. Dist. Lexis 20873 (D. Ariz. 2005) (retiree health class action)
- Beck v. Reliance Steel Products Co., 860 F.2d 576 (3d Cir. 1988) (severance pay dispute);
- Bellas v. CBS, 73 F.Supp.2d 500 (W.D.Pa. 1999), related decision, 73 F.Supp.2d 493 (W.D.Pa. 1999), aff'd, 221 F.3d 517 (3d Cir. 2000), cert. denied, 531 U.S. 1104, 121 S.Ct. 843 (2001), on remand, 201 F.R.D. 411 (W.D.Pa. 2000) (class action under ERISA § 204(g), alleging improper elimination of accrued benefits);
- Bower v. Bunker Hill Co., 725 F.2d 1221 (9th Cir. 1984), on remand, 114 F.R.D. 587, 675 F. Supp. 1254 (E.D. Wash. 1986) (retiree health class action);
- Brytus v. Spang & Co., 79 F.3d 1137 (not for publication) (3d Cir. 1996), cert. denied, 519 U.S. 818 (1996), (recovery of \$12.5 million in surplus pension assets for class of pensioners), later proceedings, 151 F.3d 112 (3d Cir. 1998), later proceedings, 203 F.3d 238 (3d Cir. 2000);
- Deeming v. American Standard, Inc., 905 F.2d 1124 (7th Cir. 1990) (pension lawsuit);
- Delgrosso v. Spang & Co., 769 F.2d 928 (3d Cir. 1985), cert. denied, 476 U.S. 1140 (1986), later proceedings, 903 F.2d 234 (3d Cir.), cert. denied, 498 U.S. 967 (1990), and 776 F. Supp. 1065 (W.D. Pa. 1991) (recovery of surplus pension assets for pensioners);

- Dennis v. Sawbrook Steel Castings Co., 792 F. Supp. 552, 119 Lab. Cas. (CCH) P10,785, 13 E.B.C. 1950 (S.D. Ohio 1991) (pension lawsuit);
- Faiola v. Youngstown Steel Door Company, 112 Lab.Cas. P 11,346 (N.D. Ohio 1989), subsequent decision, 137 L.R.R.M. 2999 (1990)) (pension lawsuit);
- Gavalik v. Continental Can Co., 812 F.2d 834 (3d Cir.), cert. denied, 484 U.S. 979 (1987) (ERISA § 510 class action, ultimately resolved as part of \$415 million settlement);
- Gillott v. Westinghouse Elec. Corp., 23 E.B.C. 1500, 1999 U.S. Dist. LEXIS 14111 (W.D. Pa. 1999), aff'd without op., 229 F.3d 1138, 2000 U.S. App. LEXIS 20601, 25 E.B.C. 1572 (3d Cir. Pa. 2000) (pension lawsuit under ERISA);
- Gritzer v. CBS, Inc., 275 F.3d 291 (3d Cir. 2002) (pension lawsuit)
- Haytcher v. ABS Industries, Inc., 889 F.2d 64 (6th Cir. 1989) (recovery of shutdown pensions);
- IUE-CWA v. GM, 238 F.R.D. 583 (E.D. Mich. 2006) (retiree health settlement worth billions of dollars)
- Keffer v. H. K. Porter Co., 872 F.2d 60 (4th Cir. 1989), affirming, 110 CCH Lab. Cases ¶10,878 (S.D.W.Va., April 19, 1988) (retiree health class action);
- Knollwood Cemetery Association v. United Steelworkers Of America, 789 F.2d 367 (6th Cir. 1986) (lawsuit confirming arbitration award);
- Leonard v. SWB, 341 F.3d 696, 704-06 (8th Cir. 2003) (ERISA long-term disability benefit case);
- Libby, McNeil & Libby, California Cannery & Growers v. United Steelworkers of America, AFL-CIO, 809 F.2d 1432 (9th Cir. 1987) (recovery of shutdown pensions);
- Magliulo v. Metropolitan Life Ins. Co., 208 F.R.D. 55, 27 E.B.C. 1804 (S.D.N.Y.2002) (retiree health class action alleging overcharging of Medicare participants);
- Mamula v. Satralloy, 578 F. Supp. 563 (S.D. Ohio 1983) (retiree health class action);
- McLendon v. Continental Group, 749 F.Supp. 582 (D.N.J. 1989), aff'd, 908 F.2d 1171 (3d Cir. 1990) (ERISA § 510 class action, resolved as part of \$415 million settlement);
- Mioni v. Bessemer Cement Co., 4 E.B.C. 2390 (W.D. Pa. 1983), later decision, 120 LRRM 2818 (W.D.Pa. 1984), and 6 E.B.C. 2677, 123 LRRM 2492 (W.D.Pa. 1985) (retiree health class action), later decision, 700 F. Supp. 267 (W.D.Pa. 1988);
- NLRB v. Ensign Electric Division Of Harvey Hubble, Inc., 767 F.2d 1100 (4th Cir. 1985), later proceedings, 783 F.2d 1121 (4th Cir. 1985);

- Pieseski v. Northrop Grumman Corp., ___ F.Supp.2d ____, 27 E.B.C. 2663 (W.D.Pa. 2002) (class action under ERISA § 204(g), alleging improper elimination of accrued benefits);
- Policy v. Powell Pressed Steel Co., 770 F.2d 609 (6th Cir. 1985), cert. denied, 475 U.S. 1017 (1986) (retiree health class action);
- Pollak v. Freightcar Am., Inc., 2007 U.S. Dist. LEXIS 61337 (W. D. Pa. 2007) (ERISA § 510);
- Pringle v. Continental Tire North America, 2007 U.S. Dist. LEXIS 55337, 2007 WL 2236880 (N.D. Ohio. July 31, 2007) (retiree health);
- Rexam, Inc. v. United Steelworkers of America, 31 E.B.C. 2562 (D. Minn. 2003), later proceedings, 2005 WL 2318957 (D. Minn. 2005) (retiree health class action);
- Rinard v. Eastern Co., 978 F.2d 265 (6th Cir. 1992), cert. denied, 507 U.S. 1029 (1993) (lawsuit for recovery of surplus pension assets);
- Senn v. United Dominion, 951 F.2d 806 (7th Cir. 1992), petition for rehearing denied, 962 F.2d 655 (1992), cert. denied, 509 U.S. 903 (1993) (retiree health class action);
- Shaver v. Siemens Corp., 2007 U.S. Dist. LEXIS 23578 (D. Pa. 2007) (pension action);
- Shawley v. Bethlehem Steel Corp., 989 F.2d 652 (3d Cir. 1993) (ERISA § 510 class action);
- Shultz v. Teledyne, 657 F. Supp. 289 (W.D. Pa. 1987) (retiree health class action);
- Smith v. ABS Industries, 890 F.2d 841 (6th Cir. 1989) (retiree health class action);
- Steelworkers v. Connors Steel Co., 855 F.2d 1499 (11th Cir. 1988) (retiree health class action);
- Steelworkers v. Textron, Inc., 836 F.2d 6 (1st Cir. 1987) (retiree health class action);
- UAW v. Ford Motor Co., 2006 U.S. Dist. LEXIS 70471 (E.D. Mich. July 13, 2006), aff'd, 497 F.3d 615 (6th Cir. 2007) (retiree health case worth billions of dollars)
- UAW v. GM, 2006 WL 334283 (E.D. Mich. Feb. 13, 2006), later proceedings, 2006 WL 891151 (E.D. Mich. March 31, 2006) and 235 F.R.D. 383 (E.D. Mich. 2006), aff'd, 497 F.3d 615 (6th Cir. 2007) (retiree health case worth billions of dollars);
- United Food & Commer. Workers Unions v. DeBuono, 101 F. Supp. 2d 74 (N.D.N.Y. 2000) (health care suit under Commerce Clause);
- Viggiano v. Shenango China Div. of Anchor Hocking Corp., 750 F.2d 276 (3d Cir. 1984) (active employees' insurance case);
- Walther v. Pension Plan for Salaried Employees of the Dayton-Walther Corp., 880 F. Supp. 1170 (S.D. Ohio 1994) (pension lawsuit);

•Young v. UAW-Labor Employment And Training Corp., 95 F.3d 992 (10th Cir. 1996).

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 26, 2010, in Pittsburgh, PA.



William T. Payne