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Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

LINCOLN ADVENTURES, LLC, a	)	No. 2:08-cv-00235-CCC-JAD
Delaware Limited Liability Company,)	
and MICHIGAN MULTI-KING, INC., a	)	CLASS ACTION
Michigan Corporation, on Behalf of)	
Themselves and All Those Similarly	)	DECLARATION OF ROBERT
Situated,	)	FOOTE FILED ON BEHALF OF
	)	FOOTE, MIELKE, CHAVEZ &
Plaintiffs,	)	O'NEIL LLC, IN SUPPORT OF
	)	PLAINTIFFS' APPLICATION FOR
vs.	)	AWARD OF ATTORNEYS' FEES
	)	AND EXPENSES/CHARGES AND
THOSE CERTAIN UNDERWRITERS	)	SERVICE AWARDS
AT LLOYD'S, LONDON MEMBERS)	
OF SYNDICATES, et al.)	
)	
Defendants.)	

I, Robert Foote, declare as follows:

1. I am a partner of the firm of FOOTE, MIELKE, CHAVEZ & O'NEIL, LLC. I am submitting this declaration in support of Plaintiffs' application for an award of attorneys' fees and expenses/charges ("expenses") and service awards in connection with services rendered in the above-entitled action.

2. This firm is counsel of record for Plaintiffs.

3. The information in this declaration regarding the firm's time and expenses is taken from time and expense printouts and supporting documentation prepared and/or maintained by the firm in the ordinary course of business. I am the partner who oversaw and/or conducted the day-to-day activities in the litigation and I reviewed these printouts (and backup documentation where necessary or appropriate) in connection with the preparation of this declaration. The purpose of this review was to confirm both the accuracy of the entries on the printouts as well as the necessity for, and reasonableness of, the time and expenses committed to the litigation. As a result of this review, reductions were made to both time and expenses in the exercise of billing judgment. As a result of this review and the adjustments made, I believe that the time reflected in the firm's lodestar calculation and the expenses for which payment is sought as set forth in this declaration are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation. In addition, I believe that the expenses are all of a type

that would normally be charged to a fee-paying client in the private legal marketplace.

4. The number of hours spent on this litigation from inception through May 31, 2019 by my firm is 2709.2. A breakdown of the lodestar is provided in Exhibit A. The lodestar amount for attorney time based on the firm's current rates is \$1,152,110.00. The hourly rates shown in Exhibit A are the usual and customary rates set by the firm for each individual.

5. From inception through May 31, 2019 my firm's total expenses/charges in connection with the prosecution of the litigation are \$211,838.94. Those expenses are summarized by category in Exhibit B. Examples of such expenses are:

(a) Filing, Witness and Other Fees: \$670.00. These expenses have been paid to the Court for filings fees and to attorney service firms or individuals for witness fees and service of process. The vendors who were paid for these services are set forth in Exhibit C.

(b) Transportation, Hotels & Meals: \$53,856.77. In connection with the prosecution of this case, the firm has paid for travel expenses to, among other things, attend court hearings, mediations, meet with co-counsel and opposing counsel and take or defend depositions. The date, destination and purpose of each trip is set forth in Exhibit D.

(c) Photocopies: 1,349.42. In connection with this case, my firm also paid \$1,349.42 to outside copy vendors.

(d) Online Legal and Financial Research: \$12.35. This category includes vendors such as Westlaw. These resources were used to obtain access to legal research. This expense represents the expense incurred by my firm for use of these services in connection with this litigation. The charges for these vendors vary depending upon the type of services requested.

6. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from receipts, expense vouchers, check records and other documents and are an accurate record of the expenses.

7. The identification and background of my firm and its partners is attached hereto as Exhibit E.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 25th day of July, 2019, at Geneva, Illinois



ROBERT M. FOOTE

EXHIBIT A

EXHIBIT A

***Lincoln Adventures, LLC, et al. v. Those Certain Underwriters at Lloyd's
London Members of Syndicates, et al.,
No. 2:08-cv-00235-CCC-JAD***

**FOOTE, MIELKE, CHAVEZ & O'NEIL, LLC
Inception through 5/31/2019**

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Robert Foote	(P)	211.1	850.00	\$179,435.00
Kathleen Chavez	(P)	183.2	850.00	\$155,720.00
Matt Herman	(A)	33.7	550.00	\$18,535.00
Alex Caron	(A)	212.2	350.00	\$74,270.00
Alex Dravillas	(A)	1888.7	350.00	\$661,045.00
Kevin Noll	(A)	3	350.00	\$1,050.00
Omar Salguero	(A)	177.3	350.00	\$62,055.00
		2709.2		1,152,110.00

(P) Partner

(A) Associate

EXHIBIT B

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**FOOTE, MIELKE, CHAVEZ & O'NEIL, LLC
Inception through 5/31/2019**

<i>CATEGORY</i>		<i>AMOUNT</i>
Filing, Witness and Other Fees		\$670.00
Transportation, Hotels & Meals		\$53,856.77
Messenger, Overnight Delivery		\$350.40
Experts/Consultants/Investigators		\$600.00
Photocopies		
Outside:	\$1,349.42	\$1,349.42
In-House Black and White Copies: (____ copies at \$0.____ per page)		
In-House Color Copies: (____ copies at \$0.____ per page)		
Online Legal and Financial Research		\$12.35
Litigation Fund Contribution		[*]\$155,000.00
<i>TOTAL</i>		<i>\$211,838.94</i>

[Litigation Fund Contribution is \$155,000 through May 31, 2019]

EXHIBIT C

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***Lincoln Adventures, LLC, et al. v. Those Certain Underwriters at Lloyd's
London Members of Syndicates, et al.,
No. 2:08-cv-00235-CCC-JAD***

FOOTE, MIELKE, CHAVEZ & O'NEIL, LLC

Filing, Witness and Other Fees: \$670.00

<i>DATE</i>	<i>VENDOR</i>	<i>PURPOSE</i>
07/20/2012	Charles Ruofl	Subpoena witness fee
07/20/2012	Frank Withun	Subpoena witness fee
07/20/2012	David Zuatcher	Subpoena witness fee
07/20/2012	Kevin Conboy	Subpoena witness fee
07/20/2012	Blackhawk Legal	Process server – Frank Withun
07/23/2012	J&K Investigative Services	Service on Kevin Conboy
07/23/2012	Del London Legal Services	Service on David Zuatcher
08/02/2012	Private Legal Process	Subpoena witness fee - Frank Withun
08/10/2012	Private Legal Process	Service on Frank Withun

EXHIBIT D

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***Lincoln Adventures, LLC, et al. v. Those Certain Underwriters at Lloyd's
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No. 2:08-cv-00235-CCC-JAD***

FOOTE, MIELKE, CHAVEZ & O'NEIL, LLC

Transportation, Hotels and Meals: \$53,856.77

<i>NAME</i>	<i>DATE</i>	<i>DESTINATION</i>	<i>PURPOSE</i>
Alex Caron	9/7/12- 9/11/12	New York	Depositions
Craig Mielke	9/7/12 – 9/11/12	New York	Depositions
Robert Foote	9/11/12	New York	Depositions
Craig Mielke	9/17/12	New York	Depositions
Alex Dravillas	9/17/12	New York	Depositions
Robert Foote	10/7/12- 10/9/12	New York	Mediation
Robert Foote	10/17/12	Washington D.C.	Depositions
Robert Foote	10/23/12- 10/26/12	New York	Meetings and MDL Hearing
Kathleen Chavez	11/15/12	New York	Mediation
Robert Foote	11/15/12	New York	Mediation
Alex Dravillas	12/3/12	London	Depositions
Kathleen Chavez	1/20/13 – 1/25/13	London	Depositions
Kathleen Chavez	3/21/13	San Diego	Depositions
Alex Dravillas	3/21/13	San Diego	Depositions
Alex Dravillas	3/28/13	London	Depositions
Kathleen Chavez	3/28/13	London	Depositions
Robert Foote	4/12/13 – 4/17/13	New York	Meeting
Robert Foote	7/21/13 – 7/26/13	London	Depositions

Robert Foote	9/5/13 – 9/9/13	Geneva, IL	Meetings at FMCO (Meal provided)
Robert Foote	9/23/13 – 9/25/13	London	Mediation
Robert Foote	6/16/14 – 6/17/14	New York	Mediation
Robert Foote	11/16/15 – 11/18/15	New York	Mediation
Kathleen Chavez	5/16/16 - 5/17/16	New York	Mediation
Robert Foote	4/22/18	New York	Mediation

EXHIBIT E

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FOOTE, MIELKE CHAVEZ & O'NEIL, LLC

Foote, Mielke, Chavez & O'Neil, LLC is a nationally known and well-respected firm that is qualified, experienced, and thoroughly familiar with complex and class action litigation. Our firm has litigated and/or participated in many class actions throughout the country and have served as lead counsel and/or in the leadership role (as a member of the Management Committee and/or Steering Committee) in many cases. The following cases are some examples:

- *In Re: Blue Cross Blue Shield Antitrust Litigation*
Civil Action No.: MDL 2406
United States District Court for the Northern District of Alabama;
- *Westgate Ford Truck Sales v. Ford Motor Company;*
Civil Action No.: 02-CV-483526
Ohio Circuit Court;
- *In Re: U.S. Foodservice, Inc.*
Civil Action No.: 3:07-MD-01894
United States District Court, District of Connecticut;
- *Havlish v. bin Laden*
Civil Action No.: 03-MDL-1570
United States District Court for the Southern District of New York;
- *In Re: Lupron Marketing and Sales Practices Litigation*
Civil Action No.: MDL 1430
United States District Court, District of Massachusetts;
- *In re: Managed Care Litigation*
Civil Action No.: MDL 1334
United States District Court for the Southern District of Florida;
- *Nash et al. v. CVS Corporation*
Civil Action No.: 1:09-CV-00079
United States District Court, District of Rhode Island.