

**UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
ANDERSON DIVISION**

Thrift Development Corporation,

Plaintiff,

v.

American International Group, Inc.;
Chartis, Inc., and American Home Assurance
Co.,

Defendants.

Civil Action No. 8:12-cv-00861-BHH

**DECLARATION OF JAMES C. BRADLEY IN SUPPORT OF PLAINTIFF'S PETITION
FOR AWARD OF ATTORNEYS' FEES AND EXPENSES AND SERVICE AWARD**

I, James C. Bradley, declare:

1. I am a Member of the law firm Richardson, Patrick, Westbrook & Brickman, L.L.C. ("RPWB"), and I am one of the attorneys appointed as Class Counsel in this case.
2. I submit this declaration in support of Plaintiff's Petition for Award of Attorneys' Fees and Expenses and Service Award. I have personal knowledge of the matters set forth herein and could competently testify thereto.
3. RPWB has been involved in all aspects of the litigation and settlement of this case. I am the primary RPWB attorney who worked on this case, and Lisa Dominick is the primary paralegal who worked on this case. Other attorneys who billed time on this case are Michael Brickman, Nina Fields Britt, and Chrissie Ormand. Other staff who billed time on this case are Peggy Rosier, Linda Hambleton, and Ensley Parkinson. One law clerk, Steven Buse, also billed time on this case.
4. RPWB has extensive experience in sophisticated litigation brought locally,

nationally, and internationally. The firm is focused on the representation of individuals, corporations, and governments in complex disputes across a diverse range of practice areas. The firm also has extensive experience in handling class actions, multidistrict litigations, and other cases with challenging and cutting-edge legal issues. Since the firm's inception, RPWB has recovered in excess of \$1 billion in judgments and settlement for its clients, including in excess of \$250 million in class settlements. The qualifications and professional backgrounds of the RPWB attorneys involved in this litigation, including myself, are set forth in the firm's resume, which is available at www.rpwb.com. See <http://www.rpwb.com/wp-content/uploads/2014/06/RPWB-Firm-Resume-Updated-April-2015.pdf> at pp. 36, 37, 41, 43, and 47. Class actions and multidistrict cases in which RPWB's attorneys have taken a leadership role are also set forth in the attached resume. See *id.* at pp. 20-24 and 30-33.

5. Class Counsel conducted significant discovery and an extensive investigation regarding the issues in this case both before and after filing the complaint. Prior to filing the complaint, Class Counsel conducted a thorough investigation, including reviewing and analyzing Defendants' insurance contracts and applicable state regulations, governing rules promulgated by the National Council on Compensation Insurance ("NCCI"), and insureds' billing histories. After the lawsuit was filed in 2012, Class Counsel conducted extensive ongoing factual investigation and legal research regarding the issues in the case.

6. Class Counsel conducted extensive discovery in this case, including (1) reviewing nearly 90,000 documents (consisting of over 800,000 pages) produced by Defendants, NCCI, and the South Carolina Second Injury Fund ("SCSIF"); (2) analyzing voluminous data regarding third-party recoveries and unit statistical information; and (3) deposing 12 senior AIG executives and employees, 2 senior personnel at the SCSIF, and one senior personnel at NCCI. Class

Counsel also worked extensively with their experts on both liability and class damages issues and took the depositions of Defendants' designated expert.

7. Class Counsel litigated several motions in this case, including a Rule 12(b)(6) motion to dismiss, several motions to compel, a motion for class certification, a motion for summary judgment, and a motion to exclude one of Plaintiff's experts. Some of these motions, on their own, could have defeated Plaintiff's claims or restricted the scope of the Class. Together, the motions presented a daunting task and risky challenge to Class Counsel, raising numerous challenging issues. Class Counsel spent significant time researching, analyzing, and briefing the issues raised by these motions, as well as strategizing and preparing for argument.

8. Prior to the Court ruling on the pending motions for class certification, summary judgment, and the exclusion of Plaintiff's expert, the parties settled the case. The settlement was the result of extensive arm's-length and hard fought negotiations. On July 14, 2014, the parties engaged in a full-day mediation session with experienced and well-respected mediator David M. Brodsky of Brodsky ADR LLC. While the parties did not reach an agreement during this session, the parties continued to negotiate a potential resolution through Mr. Brodsky, and were ultimately able, with the assistance of Mr. Brodsky, to reach an agreement in principle regarding the terms of a class-wide settlement. After an agreement in principle was reached on the merits, the parties, with the assistance of Mr. Brodsky, reached an agreement in principle regarding Class Counsel's request for attorneys' fees and expenses. Thereafter, the parties worked extensively on memorializing their agreement in a final written settlement agreement and on preparing the class notice, plan of allocation, and other exhibits to the Settlement. Throughout the process, negotiations have been arms-length and hard-fought.

9. At all times, Plaintiff and Defendants were represented by well-qualified counsel

with significant experience litigating and settling class actions and other complex cases. Class Counsel made every reasonable effort to prevent the duplication of work or inefficiencies that might have resulted from having multiple firms working on this matter. Assignments were made for specific tasks and activities so that it was clear which firm and personnel had primary responsibility for each task.

10. RPWB was involved in every aspect of this case, including research, drafting the complaint, drafting briefs, developing case strategy, developing discovery plans, propounding written discovery, reviewing documents, conducting depositions, meeting and conferring with defense counsel, arguing motions and preparing for same, presenting Plaintiff's positions before the Court, and working on the class settlement. With respect to the responsibilities and tasks undertaken by RPWB in this case, RPWB took every reasonable effort to avoid inefficiencies or duplication of work. Appropriate attorneys and staff were assigned to specific tasks and activities with clear instruction regarding who was responsible for each task.

11. I personally rendered the vast majority of RPWB's hours of legal services in this case, and I am knowledgeable of additional staffing and activity conducted on Plaintiff's and the Class's behalf by RPWB. Based on my activities and oversight in this case, as well as my review of billing records maintained in this case, I have personal knowledge of the time attorneys and support professionals at RPWB spent rendering services on behalf of Plaintiff and the Class, the hourly rates charged for those services, and the necessary costs incurred in the normal course of this litigation.

12. The considerable time and resources spent by RPWB working on this case could have been spent on other matters. Throughout the litigation, the active prosecution of this case has consumed a significant percentage of my own billable time that could otherwise have been

spent on other fee-generating work. In addition to a substantial percentage of my time, this case has also required considerable work by other lawyers, paralegals, and staff at RPWB that could have otherwise been spent on other fee-generating work. Moreover, the time that RPWB has spent on this litigation has been completely contingent on the outcome. RPWB has not been paid for any of its time spent on this litigation, nor has it been reimbursed for any of its expenses incurred in this litigation.

13. RPWB's billing records are based on routine, contemporaneous timekeeping in increments of one-tenth hour. The rates and time of RPWB professionals who billed time on this case are as follows:

Timekeeper	Position	Total Hours	Rate/Hour	Total
Michael J. Brickman	Member	18.3	\$850	\$15,555.00
James C. Bradley	Member	1471.2	\$600	\$882,720.00
Nina Fields Britt	Member	32.9	\$550	\$18,095.00
Chrissie Ormand	Contract Attorney	17.0	\$250	\$4,250.00
Lisa Dominick	Paralegal	444.8	\$150	\$66,720.00
Peggy Rosier	Paralegal	1.0	\$150	\$150.00
Linda Hambleton	Paralegal	5.3	\$120	\$636.00
Ensley Parkinson	Paralegal	17.0	\$95	\$1,615.00
Steven Buse	Law Clerk	13.5	\$75	\$1,012.50
Total		2021.0		\$990,753.50

14. I spent time investigating the case, developing strategy, reviewing documents, conducting legal research, drafting pleadings, learning NCCI's rules and other regulations, analyzing data, preparing for and taking depositions, preparing for and attending court hearings and conferences, working with consultants and experts, consulting with the client, and mediating and settling the case. Michael J. Brickman spent time investigating the case, developing strategy, and mediating and settling the case. Nina Fields spent time investigating the case, developing strategy, conducting legal research, drafting pleadings, and consulting with the client. Lisa

Dominick spent time maintaining RPWB's files, document depositories, and databases in this case as well as on other administrative tasks. Linda Hambleton and Peggy Rosier, spent time on administrative tasks. Chrissie Ormand and Ensley Parkinson traveled to the client's office, reviewed Plaintiff's files, and gathered, copied, and organized documents for production. Steven Buse spent time conducting legal research. Two additional members of RPWB, Daniel Haltiwanger and Kimberly Keevers Palmer, also spent time investigating the case and developing strategy, and Daniel Haltiwanger worked on Plaintiff's response to Defendants' motion to dismiss and argued Plaintiff's position before the court; however, their time was not recorded and therefore is not included in the table above.

15. My law firm's billing rates have been utilized in approved class action fee petitions in the District of South Carolina. *See, e.g.,* MDL No. 1865, *In re Household Goods Movers Antitrust Litigation*, Case No.: 2:08-cv-486-DCN; *The Church of Christ at Azalea Drive v. Forest River, Inc., et al.*, Case No.: 2:11-cv-03371-PMD.

16. In addition to this case, Michael Brickman and myself are counsel of record in another case against the same defendants involving the same course of conduct pending in the District of Massachusetts captioned *Composite Co. v. American Int'l. Group, Inc.*, No. 1:13-10491-FDS (D. Mass.). We also rendered legal services in that case. Some of the work we performed in this case also benefited the Massachusetts case and vice-versa. Where the work benefited both cases, I have allocated our time between the two cases based on my best judgment. The hours set forth in the table above exclude any hours allocated to the Massachusetts case. In addition, because the interests of the Class were not directly advanced by the fee petition process, I have excluded the time spent on that activity from the hours above.

17. RPWB is not filing its actual time records with this motion nor posting them on

its website. However, RPWB is prepared to provide the records to the Court for in camera review upon request.

18. In my judgment, and based on my years of experience, the number of hours expended and the services performed by the attorneys and support professionals at my firm were reasonable and expended for the benefit of Plaintiff and the class in this case.

19. RPWB also incurred expenses in the amount of \$244,398.28, as of September 25, 2015. These expenses are costs that commonly benefitted the class, including filing fees, court reporters, service of process, witness fees, consulting and expert services, reference materials and research, traveling and meeting expenses, postage and delivery charges, and document handling costs such as copying, scanning and facsimile transmissions. Based on my knowledge and experience, all of these expenses were necessary and reasonable and incurred for the benefit of Plaintiff and the class in this case. The following table sets forth RPWB's expenses by category:

Filing Fees	\$600.00
Court Reporter/Videographer/Service of Process/Witness Fees	\$18,801.83 ¹
Consulting and Expert Services	\$180,718.00
Reference Materials and Research	\$18,997.96
Traveling and Meeting Expenses	\$14,426.40
Postage and Delivery Charges	\$975.85
Copying, Scanning, and Facsimile	\$9,878.24
Total	\$244,398.28

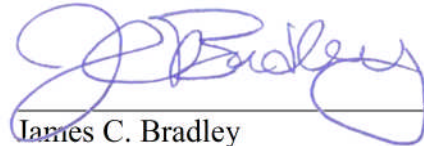
20. The foregoing expenses were incurred solely in connection with this litigation and

¹ Of this amount, \$16,332.59 represents charges that have been invoiced but have not yet been paid. They will be paid out of any award of attorneys' fees and expenses. All other charges have already been paid.

are reflected on RPWB's books and records as maintained in the ordinary course of business. These books and records are prepared from invoices, receipts, expense vouchers, check records and other records, and are an accurate record of the expenses incurred in this case. The rates charged for all internal expenses incurred by my firm (e.g., photocopying and scanning) are the same irrespective of whether the case is billable or contingent. At the Court's request, RPWB can provide a detailed report itemizing each expense item charged to the case.

I declare under penalty of perjury under the laws of the state of South Carolina that the foregoing is true and correct.

Respectfully submitted,



James C. Bradley

September 25, 2015
Mount Pleasant, South Carolina