

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE: RAILWAY INDUSTRY)	Master Docket Misc. No. 18-798
EMPLOYEE NO-POACH ANTITRUST)	
LITIGATION)	MDL No. 2850
)	
This Document Relates to:)	
ALL ACTIONS)	

**DECLARATION OF BENJAMIN H. CARNEY IN SUPPORT OF
CLASS COUNSEL’S MOTION FOR ATTORNEY’S FEES, COSTS,
AND SERVICE AWARDS**

I, Benjamin H. Carney, declare as follows:

1. I am a Principal of Gordon, Wolf & Carney CHTD (the “Firm”). I submit this declaration in support of Class Counsel’s motion for attorneys’ fees, costs, and service awards. The time expended in preparing this declaration is not included in the motion for attorneys’ fees.

2. I received my J.D. from the University of Maryland School of Law in 2004, where I was the recipient of the Ward & Kershaw Clinical Advocacy Prize. I received my B.A. from the Johns Hopkins University in 1999. I am past Vice-President of the Board of Directors of the Public Justice Center, Inc., a board member of Civil Justice, Inc., and a fellow of the Maryland Bar Foundation. I am a member of the state and federal bars of Maryland, and also a member of the bars of the United States Supreme Court, the United States Court of Appeals for the Fourth Circuit, the United States Court of Appeals for the Ninth Circuit, and the United States District Court for the Northern District of Ohio. I have been certified as Class Counsel, including lead counsel, in numerous class actions, including *Hale v. Mariner Finance, LLC*, Case No. 24C18000053 (Cir. Ct. Balt. City); *Lendmark Financial Services, LLC v. Cruz*, Case No. 24C17000109 (Cir. Ct. Balt. City); *Alewine v. Click Notices, Inc.*, Case No. 24C17005375 (Cir.

Ct. Balt. City); *Guy v. Apartment Services, Inc.*, Case No. 03C17006385 (Cir. Ct. Balt. County); *Yang v. G&C Gulf, Inc.*, Case No. 403885V (Cir. Ct. Mont. Co.); *Bogdan v. Rams Head at Baltimore, LLC*, Case No. 24-C-14-001369 (Cir. Ct. Balt. City); *Decohen v. Abbassi, LLC*, 299 F.R.D. 469 (D.Md. 2014); *Smith v. Ace Motor Acceptance Corp.*, Case No. 1:12-cv-02149-JKS (D.Md.); *Baker v. Antwerpen Motorcars Ltd., et al.*, Case No. 03-C-12-004806 (Cir. Ct. Baltimore Co.); *Rogers v. Criswell Chevrolet, Inc., et al.*, Case No. 356716V (Cir. Ct. Mont. Co.); *Schmidt, et al. v. Redwood Capital, Inc.*, Case No. 03-C-11010442 (Cir. Ct. Balt. Co.); *Ripple, et al. v. First United Bank & Trust*, Case No. 354631V (Cir. Ct. Mont. Co.); *Wuerstlin v. Sandy Spring Bank*, Case No. 335030V (Cir. Ct. Mont. Co.); *Jones v. Pohanka Auto North, Inc., et al.*, Case No. 316574V (Cir. Ct. Mont. Co.); *Butler v. C&F Finance Co.*, Case No. 03-C-09002127 (Cir. Ct. Balt. Co.); *Cooper v. United Auto Credit Corp.*, Case No. 03-C-09-000477 (Cir. Ct. Balt. Co.); *Brittingham v. Wells Fargo Home Mortgage*, Civil No. 1:09-cv-00826-WMN (D. Md.); *Watts v. Capital One Auto Finance, Inc.*, Civil Action No. 09-CV-826-WMN (D. Md.); *Shelton v. Crescent Bank & Trust*, Civil No. 1:08-cv-01799-RDB (D. Md.); *Hankins v. CarMax, Inc.*, Case No. 03-C-07-005893 (Cir. Ct. Balt. Co.); *Langley v. Triad Financial Corp.*, Case No. 24-C-06-007959 (Cir. Ct. Balt. City); *Triad Capital Corp. v. Madden*, Case No. 24-C-06006310 (Cir. Ct. Balt. City); *Crowder v. Americredit Financial Services, Inc.*, Civil No. 1:06-cv707-JFM (D. Md.); *Benway v. Resource Real Estate Services, LLC, et al.*, Civil Action No. 1:05-cv-3250-WMN (D. Md.); *Ferrell v. JK III*, Case No. 13-C-03-56836 (Cir. Ct. How. Co.); *Robinson v. Fountainhead Title Group Corp.*, Civil No. 03-cv-03106-WMN (D. Md.); and *Taylor v. Wells Fargo Home Mortgage*, Case No. 24-C-02-001635 (Cir. Ct. Balt. City).

3. I have reviewed the Court's November 6, 2018 Order Appointing Interim Lead Class Counsel (Dkt. 106) ("Order"), including in particular the Order's provisions regarding fees, costs, and expenses. The Firm has adhered to those provisions and to guidance received throughout the litigation from Class Counsel regarding timekeeping and expense reporting.

4. During the course of this litigation, the Firm drafted and finalized pleadings and other filings in collaboration with Co-Lead Counsel for the benefit of the Settlement Class.

5. Summary of Time and Expenses. During the course of this litigation, performed 6 hours of work on behalf of the Firm. Based upon the Firm's current hourly rate of \$500 for my work, the lodestar value of the time is \$3,000. This information is based on contemporaneous, daily time records regularly prepared and maintained by the Firm, as provided to, reviewed and approved by Lead Counsel.

6. All of the services performed by the Firm in connection with this litigation and described above were reasonably necessary in the prosecution of this case. There has been no unnecessary duplication of services for which the Firm now seeks compensation. The lodestar calculations exclude time spent reading or reviewing work prepared by others or other information concerning this case unless related to preparation for, or work on, a matter specifically assigned to the Firm by Class Counsel. The rates at which the Firm seeks compensation are its usual and customary hourly rates charged for similar work.

7. During the course of this litigation, the Firm incurred expenses in the sum of \$2,200. These expenses were reasonably and necessarily incurred in connection with this litigation and are summarized in the chart below. Expense documentation has been provided to Lead Counsel for audit and review.

DESCRIPTION	CUMULATIVE
	TOTAL
Court Fees (Filing costs, etc.)	\$ 2,200.00
TOTAL EXPENSES	\$2,200.00

8. The expenses incurred are reflected on the books and records of the Firm. These books and records are prepared from checks and expense vouchers that are regularly kept and maintained by the Firm and accurately reflect the expenses incurred.

9. This Firm has not received any compensation for the services rendered on behalf of the Class, and any such compensation is wholly contingent on the Court's approval of Class Counsel's motion for attorney's fees. My firm has devoted substantial time and resources to this matter, and for that reason has foregone other legal work for which it would have been compensated.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, and that this declaration was executed in Maryland on May 1, 2020.

By: /s/ Benjamin H. Carney

Benjamin H. Carney