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12 [Additional Counsel listed on Signature Page]

14 **UNITED STATES DISTRICT COURT**
15 **CENTRAL DISTRICT OF CALIFORNIA**
16 **WESTERN DIVISION**

18 LESLEY CONTI, et al., on behalf of
19 themselves and all others similarly
20 situated,

21 Plaintiffs,

22 vs.

23 AMERICAN HONDA MOTOR CO.,
24 INC., a California corporation,

25 Defendants.

Case Number: 2:19-cv-2160-CJC-GJS

[*The Honorable Cormac J. Carney*]

**DECLARATION OF TODD B.
NAYLOR IN SUPPORT OF
PLAINTIFFS' MOTION FOR
ATTORNEYS' FEES, COSTS, AND
SERVICE AWARDS**

1 I, Todd B. Naylor, declare and state as follows:

2 1. I am a member of the bar of the State of Ohio and a partner of Goldenberg
3 Schneider, L.P.A. I serve as Class Counsel in the closely related actions of *Banh v.*
4 *American Honda Motor Co. Inc.*, Case No. 2:19-cv-05984 (C.D. Cal.) (“*Banh*”), and
5 *Conti v. American Honda Motor Co. Inc.*, Case No. 2:19-cv-02160-CJC-GJS (C.D.
6 Cal.) (“*Conti*”), and am admitted *pro hac vice* in both cases.

7 2. I submit this declaration in support of Plaintiffs’ Motion for Attorneys’
8 Fees, Costs, and Service Awards based upon personal knowledge of the following.

9 3. As Class Counsel, I have been intimately involved in every aspect of the
10 *Banh* and *Conti* litigation since their inception. My firm’s involvement included (as
11 relevant here): (1) investigating the claims; (2) meeting and communicating regularly
12 with Plaintiffs; (3) researching and drafting the complaint and amended complaint; (4)
13 drafting discovery requests and a protective order and issuing 11 third-party subpoenas;
14 (5) negotiating the production of extensive Electronically-Stored Information (“ESI”);
15 (6) reviewing more than 20,000 pages of documents; (7) preparing for and participating
16 in nine non-Class Representative depositions; (8) retaining and consulting with liability
17 and damages experts; (9) researching and responding to AHM’s motion to dismiss; (10)
18 drafting mediation statements and participating in contentious mediation sessions; (11)
19 assisting with drafting the Settlement Agreement and class notices; (12) researching and
20 drafting preliminary approval briefs; (13) working with the independent engineering
21 expert as necessary to provide relevant information related to the litigation and the
22 Infotainment System; (14) working to develop the Settlement website; (15) overseeing
23 administration of the Settlement; and (16) responding to contacts from Class Members
24 with questions about the Settlement.

25 6. Throughout this litigation, my firm endeavored to prosecute this case in an
26 efficient manner with an eye towards collaborating effectively with co-counsel to
27 marshal resources and to devise strategies to prosecute this case to a successful

1 conclusion. Duplication of effort was avoided by Class Counsel’s division of
2 responsibilities among themselves through effective and regular communication.

3 7. To date, Goldenberg Schneider has expended substantial resources to
4 litigate this case at the opportunity cost of working on other matters.

5 8. I have reviewed, and am familiar with, the documents produced in *Banh*
6 by Defendant American Honda Motor Company, Inc. (“AHM”) and its affiliated
7 companies Honda of America Manufacturing, Inc. (“HAM”) and Honda R&D
8 Americas, Inc (“R&D”).

9 9. Documents produced by AHM, HAM, and R&D show that all Settlement
10 Class Vehicles in both *Conti* and *Banh* operate on the MOST (Media Oriented Systems
11 Transport) network for infotainment system communication. The 2018 Odyssey, a class
12 vehicle in the *Conti* case, was the first Honda or Acura vehicle utilizing the MOST ring
13 system.

14 10. Because the MOST network is used in all Settlement Class Vehicles in both
15 cases, many of the technical documents produced in *Banh* contain information about
16 Settlement Class Vehicles in *Conti*. While the Settlement Class Vehicles in *Banh* and
17 *Conti* contain software and features that vary depending on trim level and vehicle make
18 and model, the documents indicate that issues identified by Defendant, and the
19 countermeasure efforts undertaken by Defendant, apply to all Settlement Class
20 Vehicles, both in *Banh* and in *Conti*.

21 11. Due to the confidential nature of AHM’s technical engineering documents,
22 plaintiffs in *Banh* previously filed under seal a Motion to Supplement the Fact Record,
23 with supporting exhibits, on July 27, 2020 (*see Bahn* Dkt. 145-147). The facts contained
24 in that Motion to Supplement, together with the supporting exhibits, further demonstrate
25 the overlap between the discovery in the two cases.

26 12. In addition to reviewing documents, I took depositions of employees of
27 AHM, HAM, and R&D in the *Banh* action. The questions that I asked of employees of

1 AHM, HAM, and R&D often concerned issues that Defendant has identified as affecting
2 Settlement Class Vehicles in both cases.

3 13. Because the *Banh* action was litigated pursuant to the more aggressive case
4 schedule, the vast majority of discovery was conducted as part of that litigation.
5 However, as noted, those discovery efforts included materials involving both *Banh* and
6 *Conti* Class Vehicles. This overlap allowed Plaintiffs to be well-informed about the
7 issues facing all Settlement Class Vehicles and was essential for the resolution of *Conti*.

8 14. Accordingly, some of Class Counsel’s time and expenses are fairly
9 allocable to both cases. *See, e.g., Prandini v. National Tea Co.*, 557 F.2d 1015, 1019 n.
10 3 (3d Cir. 1977) (where plaintiff sues the same defendant in two separate actions for
11 “nearly identical” claims, “double payment for the same effort should be avoided by
12 some apportionment of the fee between the two cases”).

13 15. Despite the substantial overlap between the two cases, Class Counsel has
14 meticulously avoided double billing by charging time and expenses to one case or the
15 other, but not both. *See, e.g., Camarillo v. City of Maywood*, No. 2:07-CV-03469-ODW
16 SH, 2015 WL 505886, at *7 (C.D. Cal. Feb. 4, 2015) (“A lawyer who spends four hours
17 of time on behalf of three clients has not earned twelve billable hours.... The practice
18 of billing several clients for the same time or work product, since it results in the earning
19 of an unreasonable fee, therefore is contrary to the mandate of the Model Rules.”),
20 *vacated and remanded sub nom. Gonzalez v. City of Maywood*, 671 F. App’x 564 (9th
21 Cir. 2016).

22 16. Because the discovery in *Banh* applies to *Conti* Settlement Class Vehicles
23 as discussed above, and because Plaintiffs utilized this discovery to negotiate the
24 settlement in *Conti*, Class Counsel believes it is appropriate to allocate a percentage of
25 the time and expense spent on discovery in *Banh* to *Conti*.

26 17. For instance, and as more fully stated below, because both actions were
27 mediated and ultimately settled together, Class Counsel endeavored to split all time and

1 expenses spent mediating and negotiating the settlements 50-50% between the two
2 cases.

3 18. To determine the proper allocation of time and expense between the two
4 cases for purposes of discovery, I first identified approximately 50 search terms chosen
5 to locate documents produced in *Banh* that also pertain to *Conti* Class Vehicles. Again,
6 because the search terms I selected include confidential and/or highly confidential
7 terminology as designated by Defendant, I will not include the list here. However, Class
8 Counsel will seek leave to produce the list to the Court *in camera* upon request.

9 19. Using the search terms, I caused a search to be performed of all documents
10 produced in *Banh* by Defendant and its affiliated companies to identify the documents
11 that related to *Conti* Class Vehicles.

12 20. The search results indicated that 31.9% of the documents contained one or
13 more of the *Conti* Class Vehicle search terms. A second search of documents with email
14 threads and attachments showed a 54.3% overlap. I selected the more conservative
15 result (31.9%) and performed an audit of the results by randomly reviewing
16 approximately 40% of the documents identified by the search as containing one or more
17 of the *Conti* Class Vehicle search terms to confirm that they were in fact applicable to
18 *Conti*. My audit confirmed that the search terms were highly effective at identifying
19 such documents, finding that 86% of the identified documents applied to *Conti*.

20 21. I then performed a simple mathematical calculation to determine that if
21 86% of 31.9% of the documents applied to *Conti*, then approximately 27% (86% of
22 31.9) of the document discovery in *Banh* applied to *Conti*. For the sake of simplicity, I
23 then rounded the 27% down to 25%.

24 22. My firm kept detailed records regarding the amount of time and expenses
25 spent by my firm on both cases. The contemporaneous, daily time records and expenses
26 records were regularly prepared and maintained by my firm in the usual course and
27 manner of my firm's regular daily business operations.

1 23. I personally examined all of my firm's bills from *Conti* and *Banh* to try and
2 identify time entries and expenses that were related to document discovery from
3 Defendant or its related entities. For each such entry, I made my best efforts to ensure
4 that 75% of the time and expenses were allocated to *Banh*, and 25% of the time and
5 expenses were allocated to *Conti*. Moreover, because I relied upon the common
6 documents to take the depositions of the employees of AHM, HAM, and R&D, and
7 because I asked questions of the witnesses that concerned *Conti* Class Vehicles or
8 technology common to *Conti* Class Vehicles, I also made my best efforts to allocate to
9 *Conti* 25% of the time and expense spent on deposition discovery of the witnesses
10 employed by Defendant or its affiliated companies. There is an inherent degree of
11 subjectivity to determining that a particular entry relates to document or deposition
12 discovery from Defendant or its related entities. However, at all times I acted in good
13 faith and did my best to allocate the time according to the standards set forth above.
14 Above all else, I ensured that no time was double billed – that is, no time was billed to
15 both *Banh* and to *Conti*. Some time entries were too small to move 25% of the time to
16 *Conti*, in which case I used my best judgment to allocate the time.

17 24. Additionally, I personally examined all of my firm's bills from *Conti* and
18 *Banh* to try and identify time entries and expenses that were related to mediation and
19 settlement. For each such entry, I allocated 50% of the time and expense to *Banh* and
20 50% to *Conti*. This process involved moving time and expenses originally billed solely
21 in *Banh* to *Conti*, and moving time and expenses originally billed solely in *Conti* to
22 *Banh*. There is an inherent degree of subjectivity to determining that a particular entry
23 relates to settlement. However, at all times I acted in good faith and did my best to
24 allocate the time according to the standards set forth above. And once again, I ensured
25 that no time was double billed.

26 25. Attached as Exhibit A to this Declaration is a summary chart that sets forth
27 the name of each attorney, paralegal, and legal assistant who worked on this litigation,
28

1 the amount of time spent by each of them on this litigation, their hourly rates, and the
2 dollar value of the services performed. Attached as Exhibit B is a placeholder for my
3 firm's detailed time entries for this case to be provided to the Court in camera. Attached
4 as Exhibit C is a summary chart breaking down my firm's lodestar for this case by
5 specific litigation tasks. Exhibit A, B, and C were prepared from the daily time records
6 routinely prepared and maintained by my firm in the ordinary course of business. I
7 personally reviewed my firm's time records and exercised billing judgment when
8 preparing these Exhibits. Exhibits A, B, and C include only that legal work which was
9 essential to the case and I omitted all time which is duplicative of other attorney time. I
10 also omitted time that was secretarial or administrative in nature, I reduced hours for
11 specific entries that I believed to be more than was necessary for the work completed,
12 and I omitted all time spent by me and others in reviewing and auditing the bills.
13 Therefore, I believe that the amount of time spent prosecuting this case, as reflected in
14 Exhibits A, B, and C and subject to the adjustments set forth herein, was necessary,
15 reasonable, and non-duplicative.

16 26. The hourly rates listed on in Exhibit A are similar to those normally
17 submitted by Goldenberg Schneider in fee petitions in comparable class action
18 litigation.

19 27. In addition to myself, the individuals from Goldenberg Schneider that
20 billed time to this case are my partner, Jeffrey Goldenberg, my associate, Robert
21 Sherwood, my paralegal, Stephanie Vaaler, and my legal assistant, Cheryl Pence.

22 28. The rate Mr. Goldenberg seeks in this litigation is \$775 an hour. He has
23 recently submitted fee applications that have been approved with his time billed at \$750
24 an hour (*see Sarah Hill et al v. Canidae Corporation*, Case No. 5:20-cv-01374-JGB-SP
25 (C.D. Cal) (doc. 79)) and \$775 an hour (*In Re: Mercedes-Benz Emission Litigation*,
26 Case No. 2:16-cv-00881-KM-ESK (doc. 312-2, Ex. 4)). Mr. Goldenberg graduated Phi
27 Beta Kappa from Indiana University, Bloomington, Indiana in 1988 (B.A. Biology) and

1 received his law degree from Indiana University in 1994. He is admitted to the practice
2 of law in the State of Ohio (1994), the United States Court of Appeals for the Sixth
3 Circuit, Second Circuit, and Ninth Circuit, and the United States District Court for the
4 Southern and Northern Districts of Ohio. A copy of Mr. Goldenberg's CV is attached
5 as Exhibit D hereto as part of Goldenberg Schneider's firm resume.

6 29. The rate I seek in this litigation is \$725 an hour. I have recently submitted
7 fee applications that have been approved with my time billed at \$700 an hour in *In Re:*
8 *Mercedes-Benz Emission Litigation*, Case No. 2:16-cv-00881-KM-ESK (doc. 312-2,
9 Ex. 4). I graduated with honors from Bradley University in 1994 (B.A. Political
10 Science) and received my law degree from the University of Colorado in 1997. I am
11 admitted to the practice of law in the State of Ohio (1997), the United States Supreme
12 Court, the Court of Appeals for the Sixth Circuit, and the United States District Court
13 for the Southern and Northern Districts of Ohio. A copy of my CV is attached as Exhibit
14 D hereto as part of Goldenberg Schneider's firm resume.

15 30. The rate Mr. Sherwood seeks in this litigation is \$650 an hour. Mr.
16 Sherwood recently submitted fee applications that have been approved with his time
17 billed at \$650 an hour in *In Re: Mercedes-Benz Emission Litigation*, Case No. 2:16-cv-
18 00881-KM-ESK (doc. 312-2, Ex. 4). He graduated from Bucknell University (B.A.
19 Political Science) magna cum laude with Phi Beta Kappa honors and received his law
20 degree from the University of Pennsylvania in 2002. He is admitted to practice in the
21 State of Ohio and the Commonwealth of Pennsylvania (2002), the United States District
22 Courts for the Southern District of Ohio and Eastern District of Pennsylvania. A copy
23 of Mr. Sherwood's CV is attached as Exhibit D hereto as part of Goldenberg Schneider's
24 firm resume.

25 31. The rate Ms. Vaaler seeks in this litigation is \$225 an hour. Ms. Vaaler has
26 previously been approved at \$175 an hour in *In Re Ford Spark Plug Litigation*, N.D.
27

1 Ohio Case No. 1:12-md-2316 ECF No. 122 at PAGEID # 5836). Ms. Vaaler is a
2 paralegal who has been at our firm since 2001 and has worked as a paralegal since 1984.

3 32. The rate Ms. Pence seeks in this litigation is \$150 an hour. Ms. Pence's
4 time was recently submitted at \$150 an hour in a fee application that was approved in
5 *Sarah Hill et al v. Canidae Corporation*, Case No. 5:20-cv-01374-JGB-SP (C.D. Cal)
6 (doc. 79) and *In Re: Mercedes-Benz Emission Litigation*, Case No. 2:16-cv-00881-KM-
7 ESK (doc. 312-2, Ex. 4). Ms. Pence is a full time legal assistant who has been at our
8 firm since 2001, and has worked as a legal assistant since 1987.

9 33. Goldenberg Schneider incurred out-of-pocket expenses on behalf of the
10 Class. My firm's expense records collected through October 29, 2021, and subject to
11 the adjustments set forth above, demonstrate Goldenberg Schneider spent \$9,514.88 on
12 expenses in prosecution of this case. Attached as Exhibit E to this Declaration is a chart
13 summarizing the expenses incurred by my firm, broken down by category. The expense
14 records used to create the chart are included in Exhibit E. I reviewed my firm's expense
15 records for this litigation, and I believe that these expenses were necessary, reasonable,
16 and directly related to this litigation. The expenses include those items for which the
17 firm ordinarily bills its clients, including computer research.

18 34. Before taking on this case, my firm negotiated a customary contingency
19 fee with the Plaintiffs, with the understanding that my firm would take on the financial
20 risks involved in the representation. My firm also agreed to advance all costs of this
21 litigation. In the event that Plaintiffs did not successfully resolve this matter or prevail
22 at trial and any related appeals, my firm would have been paid nothing.

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

24 Executed this 9th day of November, 2021.

25 /s/ Todd B. Naylor
26 Todd B. Naylor

NAYLOR DECLARATION EXHIBIT A

Conti, et al. v. American Honda Motor Company, Inc.

Goldenberg Schneider, LPA

Lodestar through November 6, 2021

Name	Title	Rate	Hours	Lodestar
Goldenberg, Jeffrey	P	\$775	285.6	\$221,340
Naylor, Todd	P	\$725	308.8	\$223,880
Sherwood, Robert	A	\$650	123.3	\$80,145
Vaaler, Stephanie	PL	\$225	80.9	\$18,202.50
Pence, Cheryl	LA	\$150	14.6	\$2,190
			813.2	\$545,757.50

**NAYLOR DECLARATION EXHIBIT B
LEAVE TO FILE IN CAMERA REQUESTED**

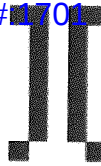
NAYLOR DECLARATION EXHIBIT C

GOLDENBERG SCHNEIDER, LPA

Litigation Code	Hours	Fees
A102: Research	23.9	\$11,702.50
A104: Review/Analyze	12	\$6,870.00
A105: Communicate (in firm)	18.4	\$12,337.50
A106: Communicate (with client)	54.5	\$21,460.00
A107: Communicate (with outside counsel)	10.3	\$7,442.50
A108: Communicate (other external)	3.3	\$2,537.50
A110: Manage data/files	6.8	\$1,207.50
L110: Fact Investigation/Development	61.1	\$34,510.00
L120: Analysis/Strategy	50.6	\$37,935.00
L130: Experts/Consultants	22.6	\$16,827.50
L140: Document/File Management	1.9	\$1,197.50
L160: Settlement/Non-Binding ADR	297	\$217,017.50
L210: Pleadings	63.2	\$45,662.50
L240: Dispositive Motions	99.7	\$66,842.50
L250: Other Written Motions and Submissions	0.2	\$145.00
L260: Class Action Certification & Notice	0.4	\$255.00
L310: Written Discovery	12.7	\$9,190.00
L320: Document Production	18.1	\$12,042.50
L330: Depositions	54.7	\$39,235.00
L340: Expert Discovery	1.8	\$1,340.00
TOTAL	813.2	\$545,757.50

CONFIDENTIAL SETTLEMENT COMMUNICATION - NOT ADMISSIBLE AS EVIDENCE PER RULE 408

NAYLOR DECLARATION EXHIBIT D



Goldenberg Schneider, LPA

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GOLDENBERG SCHNEIDER, L.P.A. was founded in 1996 and focuses on prosecuting actions primarily on behalf of plaintiffs in complex civil litigation and class actions. The subject matter of the Firm's past and current representations is broad, ranging from product defect consumer protection actions to privacy protection actions to employment and labor cases that include ERISA, FLSA, and discrimination, to actions for antitrust, and life and long-term care insurance. The firm's attorneys are experienced in every level of the state and federal judicial systems in Ohio and the country, including specialized courts.

The Firm has demonstrated its capability to successfully represent governmental entities, corporations, and individuals in the most complex of litigation. Founding partner Jeff Goldenberg served as special counsel to the Ohio Attorney General in prosecuting Ohio's Medicaid recoupment action against the tobacco industry and has served as lead or co-lead counsel on numerous nationwide class actions. The tobacco Medicaid recoupment litigation settled in 1999, resulting in a recovery to the State of Ohio of more than \$9.86 billion. Setting aside the substantial, if not immeasurable non-economic components of the settlement, which curb youth smoking and addiction, the settlement's financial proceeds are a multiple of twelve times larger than the prior largest Ohio-based settlement.

Class actions in which one or more of the Firm's attorneys currently serves or served as class counsel include the following:

- *In Re: Ford Motor Co. Spark Plug and 3-Valve Engine Products Liability Litigation* – Goldenberg Schneider served as co-lead counsel for a national class comprised of approximately 4 million Ford vehicle owners who purchased or leased vehicles containing a 5.4 liter 3-valve engine equipped with defective spark plugs and related engine defects. On January 26, 2016, after Plaintiffs had defeated Ford's motion for summary judgment, Judge Benita Pearson of the Northern District of Ohio granted final approval of a nationwide settlement that will provide reimbursement to class members for expenses related to spark plug replacement.

- *Daffin v. Ford Motor Company* – Goldenberg Schneider and its co-counsel successfully certified an Ohio statewide class on behalf of all Ohio purchasers or lessors of 1999 and 2000 model year Mercury Villager Minivans. The Sixth Circuit upheld the class certification, and the case was resolved through a settlement. The Sixth Circuit decision was one of the first to recognize diminished value as a viable damage model.
- *Ulyana Lynevykh v. Mercedes-Benz USA, LLC* – Goldenberg Schneider, serving as counsel for Plaintiffs, and working with co-counsel from Hagens Berman Sobol Shapiro, Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C. and SeegerWeiss, recently settled the Mercedes Blue-Tec Engines Diesel Emissions Fraud litigation. The settlement with Mercedes Benz is valued at more than \$700 million and provides substantial benefits to nearly 250,000 owners and lessees of affected diesel Mercedes vehicles. The lawsuit was originally brought in 2016 in the U.S. District Court for the District of New Jersey.
- *Meyer v. Nissan North America* – Goldenberg Schneider served as co-lead counsel on behalf of thousands of Nissan Quest minivan owners throughout the United States. The suit alleged that the Quest minivan developed dangerous levels of carbon deposits in the accelerator system causing the gas pedal to stick, resulting in a roadway safety hazard including documented accidents and injuries. The case was resolved by a nationwide settlement that included the application of the vehicle warranty to remedy the problem as well as a refund of prior repair costs.
- *City of Cincinnati Pension Litigation* – Goldenberg Schneider and its co-counsel, with the assistance of U.S. District Court Judge Michael Barrett, successfully resolved a series of cases relating to the City of Cincinnati Retirement System, known as the CRS. Judge Barrett granted final approval of the historic and landmark Settlement Agreement on October 5, 2015. The settlement comprehensively reforms the CRS, establishes a consistent level of City funding, and reinstates several key provisions that were eliminated in 2011 changes for employees who were vested in the plan at that time. The settlement benefits for the Current Employees Class members, for whom Goldenberg Schneider was approved as Class Counsel, are valued at approximately \$50 million.
- *In Re: Veterans' Administration Data Theft Litigation* – Goldenberg Schneider served as co-lead counsel for a nationwide class of approximately 20 million veterans and current members of the military who were impacted by the August 2006 theft of personal data.

Multiple actions were consolidated by the Panel on Multidistrict Litigation and sent to the Federal District Court in the District of Columbia. This action was successfully resolved with a \$20,000,000 settlement.

- *Estep v. J. Kenneth Blackwell, Ohio Secretary of State* – Goldenberg Schneider served as co-lead counsel on this class action against former Ohio Secretary of State, Ken Blackwell, based upon a violation of privacy rights when personal information was unlawfully disclosed in public records accessible through the Secretary’s website. The settlement required the Secretary of State to dramatically improve the protection of social security numbers.
- *Bower v. MetLife* – Goldenberg Schneider served as co-lead class counsel on behalf of a nationwide class of beneficiaries of the Federal Employees Group Life Insurance (FEGLI) Policy, the world’s largest group life insurance program. Following the Court’s Order certifying the nationwide Class, the case was settled in 2012 for \$11,500,000.
- *In Re: OSB Antitrust Litigation* – Goldenberg Schneider served on the trial team in a case that alleged illegal collusion and cooperation among the oriented strand board industry. The case was resolved through a series of settlements that collectively exceeded \$120,000,000.
- *Parker v. Berkeley Premium Nutraceuticals* – Goldenberg Schneider served as co-lead counsel and certified three nationwide classes in a consumer fraud class action on behalf of purchasers of herbal supplements for false and unproven claims and deceptive credit card practices. This case was successfully resolved with a settlement valued in the millions of dollars. Moreover, class members retained all rights to recover a portion of the nearly \$30 million that the U.S. Attorney General seized in a civil forfeiture action. Goldenberg Schneider then recovered an additional \$24,000,000 for the victims by prosecuting a successful Petition for Remission through the forfeiture proceedings.
- *Cates v. Cooper Tire & Rubber Company/ Johnson v. Cooper Tire & Rubber Company* – Goldenberg Schneider served as co-lead counsel for a class of more than a thousand Cooper Tire retirees who claimed that they were entitled to lifetime health care benefits. Goldenberg Schneider secured a judgment on the pleadings, certified the class, and ultimately resolved the case through a settlement valued at over \$50,000,000.

- *In Re: Consolidated Mortgage Satisfaction Cases* – Goldenberg Schneider served as lead counsel on behalf of Ohio homeowners against some of the largest national and Ohio banking and lending institutions for their failure to timely record mortgage loan payoffs. The Firm was able to consolidate all twenty actions before one trial judge and successfully upheld all the class certifications before the Ohio Supreme Court. These cases were resolved through multiple settlements valued at millions of dollars.
- *In re: Verizon Wireless Data Charges Litigation* – Goldenberg Schneider filed the first nationwide class action challenging Verizon Wireless’ improper \$1.99 data usage charges to certain pay-as-you-go customers. Goldenberg Schneider, as a member of the Plaintiffs Advisory Committee, played an active role in this litigation which resulted in benefits to the Class in excess of \$50,000,000 in refunds and reimbursement payments.
- *Continental Casualty Long Term Care Insurance Litigation* (“Pavlov Settlement”) - Goldenberg Schneider served as Lead Class Counsel in this litigation on behalf of certain CNA long term care policyholders nationwide whose claims for stays at certain facilities were wrongly denied based upon a non-existent 24/7 on-site nursing requirement. The Federal District Court in the Northern District of Ohio granted final approval to a nationwide class action settlement negotiated by Goldenberg Schneider that provided damages to those whose claims were improperly denied and expanded the types of facilities now covered by these policies. The settlement value exceeded \$25 million.
- *Carnevale FLSA Class Action* – Goldenberg Schneider served as co-lead counsel on behalf of employees working for a large industrial company that alleged violations of federal and state labor laws through the systematic misclassification of managers and other employees as salaried professionals. This case successfully resolved with a common fund settlement in excess of \$5 million.

JEFFREY S. GOLDENBERG

Goldenberg Schneider, LPA
4445 Lake Forest Drive, Suite 490
Cincinnati, Ohio 45242
(513) 345-8291
www.gs-legal.com

LEGAL EXPERIENCE

FOUNDING PARTNER, GOLDENBERG SCHNEIDER, L.P.A. (1998-present) - Civil trial and appellate practice in state and federal courts. Areas of practice include: class actions, consumer protection, product defect, long-term care insurance litigation, state attorney general cost recoupment including tobacco and pharmaceutical average wholesale price litigation, employment litigation including wage and hour (FLSA), toxic torts, lead poisoning, antitrust, environmental, data breach and personal privacy protection, personal injury, and commercial disputes.

ATTORNEY, DINSMORE & SHOHL (1994-1998) - General litigation practice with an emphasis on environmental litigation and compliance.

Bar Admissions/Licenses

State of Ohio (admitted since 1994)
United States Court of Appeals for the Second Circuit
United States Court of Appeals for the Sixth Circuit
United States Court of Appeals for the Ninth Circuit
United States District Court for the Southern District of Ohio
United States District Court for the Northern District of Ohio

Activities/Memberships

Ohio Association for Justice
American Association for Justice
American Bar Association
Ohio State Bar Association
Cincinnati Bar Association
The Cincinnati Academy of Leadership for Lawyers
Volunteer Attorney for the Ohio Foreclosure Mediation Project
Supreme Court of Ohio Lawyer to Lawyer Mentoring Program
Pro Seniors Legal Volunteer
Board of Directors, University of Cincinnati Hillel Jewish Student Center
Board of Directors, Ohio Valley Region, Jewish National Fund

EDUCATION

Indiana University School of Law, Bloomington, Indiana, J.D. 1994
Indiana University School of Public and Environmental Affairs, M.S.E.S. 1994
Indiana University, B.A. Biology, 1988 (Phi Beta Kappa)

JEFFREY S. GOLDENBERG
FOUNDING PARTNER, GOLDENBERG SCHNEIDER, LPA
www.gs-legal.com

Mr. Goldenberg's practice includes class action and complex civil litigation with an emphasis on consumer protection. His practice areas include consumer fraud, defective products, insurance coverage (including long-term care insurance), overtime and wage and hour, personal privacy and data breach, antitrust, personal injury, toxic torts, and commercial disputes.

Mr. Goldenberg served as lead and/or co-counsel in numerous multi-million dollar complex civil cases throughout the United States, including Continental Casualty Long Term Care Insurance Litigation, City of Cincinnati Pension Litigation, Ford Spark Plug Litigation, Enzyte Consumer Fraud Litigation, GEAE FLSA Litigation, Veterans Data Theft Litigation, Styrene Railway Car Litigation, Ford and Nissan Auto Defect litigation, Clayton Home Sales Tax Litigation, MetLife FEGLI Litigation, Mercedes Diesel Emissions Fraud Litigation, MetLife Reduced Pay at 65 Litigation, Vitamix Blender Litigation, and Oriented Strand Board Antitrust Litigation. Jeff also served as Special Counsel representing the State of Ohio against the Tobacco industry and was part of the litigation team that achieved an unprecedented \$9.86 billion settlement for Ohio taxpayers. He also served as lead counsel with John Murdock on the In re Consolidated Mortgage Satisfaction Cases involving twenty separate class actions. That litigation resulted in a significant Ohio Supreme Court decision defining key aspects of Ohio class action law.

Mr. Goldenberg earned three degrees from Indiana University: a Bachelor of Arts in Biology in 1988 (Phi Beta Kappa); a Master of Science in Environmental Science in 1994; and his Juris Doctor in 1994. Jeff has practiced in all levels of Ohio trial and appellate courts as well as other courts across the nation, and is admitted to practice in the State of Ohio and the United States District Court for the Southern and Northern Districts of Ohio and the United States Second, Sixth & Ninth Circuit Courts of Appeal. Jeff is a member of the American Association for Justice, the Ohio State Bar Association, and the Cincinnati Bar Association.

TODD B. NAYLOR

Goldenberg, Schneider, LPA
4445 Lake Forest Drive, Suite 490
Cincinnati, OH 45242
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LEGAL EXPERIENCE

PARTNER, GOLDENBERG SCHNEIDER, L.P.A. (2003-present) Civil trial practice in state and federal courts, trial and appellate level, in insurance litigation, products liability, securities, antitrust, toxic torts, consumer protection, and employment litigation including the Fair Labor Standards Act, with a focus on complex litigation and class actions.

ATTORNEY, MANLEY BURKE, L.P.A. (1998-2003) Civil trial practice in state and federal courts, trial and appellate level, in toxic torts, products liability, employment intentional torts, medical malpractice, wrongful death, with an emphasis on representation of workers injured or killed by toxic minerals or chemicals.

ATTORNEY, HERMANIES, MAJOR, CASTELLI & GOODMAN (1997-1998) General civil trial practice with an emphasis on personal injury and products liability.

Bar Admissions/ Licenses

State of Ohio Trial and Appellate Courts (since 1997)
Supreme Court of the United States
United States Court of Appeals for the Sixth Circuit
United States District Court for the Southern District of Ohio
United States District Court for the Northern District of Ohio
Admitted Pro Hac Vice in other Non-Ohio State and Federal Courts

Activities/ Honors

Attorney Mediator- Southern District of Ohio
Arbitrator, Clermont County Court of Common Pleas
Arbitrator, Cincinnati Bar Association Fee Arbitration Committee
Fellow, Cincinnati Academy of Leadership for Lawyers, Class XII
Ohio Association for Justice, Trustee/ Chair Section on Environmental Torts (2000-2004)
American Association for Justice
Cincinnati Bar Association
Ohio Bar Association, Member Antitrust Law Section

EDUCATION

University of Colorado School of Law, J.D. 1997
Trial advocacy scholarship winner
Legal Aid and Defender Program Award
Bradley University, B.A. 1994 (with honors)

TODD B. NAYLOR
PARTNER, GOLDENBERG SCHNEIDER, LPA
www.gs-legal.com

Mr. Naylor's practice areas primarily include class actions, insurance litigation, products liability, antitrust litigation, toxic and environmental torts, personal injury, and wrongful death. He has appeared as lead counsel in courts across the United States representing clients at all stages of litigation and has lectured on various aspects of the legal profession at numerous seminars and at the University of Cincinnati College of Law.

Mr. Naylor frequently represents large classes and entities. He represented the State of Ohio in a securities lawsuit relating to the merger of Exxon and Mobil. He has also represented multiple states, including Connecticut, in pharmaceutical pricing litigation. Mr. Naylor served on the trial team in antitrust litigation involving the oriented strand board industry that resulted in an aggregate settlement of over \$120,000,000. Additionally, Mr. Naylor has served as lead counsel in multiple life insurance cases in which he has obtained contested class certification, ultimately resolving the cases for millions of dollars. One such case was filed on behalf of beneficiaries of the Federal Employees Group Life Insurance (FEGLI) Policy, the world's largest group life insurance program. Mr. Naylor presently serves as lead and/or co-counsel in numerous multi-million dollar complex civil litigation cases throughout the State of Ohio and nationwide.

Mr. Naylor has also represented individuals in high-value litigation involving severe personal injuries and wrongful death. He recently acted as lead counsel in a case against the Montgomery County, Ohio dog warden for the warden's alleged failure to act to prevent the fatal mauling of a Dayton resident. The settlement of that case, following Plaintiff's defeat of the Dog Warden's motion for summary judgment, is believed to be the largest settlement ever against an animal control agency. Mr. Naylor also recently obtained a \$10.3 million verdict against Ethicon for the alleged failure of one its surgical staplers to function as intended during a bowel resection.

Mr. Naylor is admitted to practice in the State of Ohio, the United States Supreme Court, the United States Court of Appeals for the Sixth Circuit, and the United States District Court for the Southern and Northern Districts of Ohio. He serves as an Attorney Mediator for the Southern District of Ohio, and an Arbitrator for the Clermont County Common Pleas Court and the Cincinnati Bar Association Fee Arbitration Committee. Mr. Naylor is a Fellow with the Cincinnati Academy of Leadership for Lawyers.

ROBERT B. SHERWOOD
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LEGAL EXPERIENCE

ASSOCIATE, GOLDENBERG SCHNEIDER, L.P.A. (2011-present) - Civil trial practice in state and federal courts, trial and appellate level, in data breach, securities, antitrust, products liability, toxic torts, and consumer protection, with a focus on complex litigation and class actions.

ASSOCIATE, SQUIRE, SANDERS & DEMPSEY, LLP (2007–2010) – Civil trial practice in firm’s commercial litigation, complex litigation and class action practice groups.

ASSOCIATE, MEREDITH COHEN GREENFOGEL & SKIRNICK, Philadelphia, PA (2003-2007) Civil trial practice focusing on complex multi-defendant antitrust and securities class actions.

SUPERIOR COURT OF DELAWARE LAW CLERK, HON. JEROME O. HERLIHY (2002-2003)

Bar Admissions/Licenses

Supreme Court of Ohio
Supreme Court of Pennsylvania
United States District Court for the Southern District of Ohio
United States District Court for the Eastern District of Pennsylvania

Activities/Memberships

Cincinnati Bar Association
Ohio State Bar Association
American Bar Association

EDUCATION

University of Pennsylvania Law School, Philadelphia, PA, J.D. 2002
Bucknell University, Lewisburg, PA, B.A., Political Science, 1999
Honors: *Phi Beta Kappa, magna cum laude*

ROBERT B. SHERWOOD
ASSOCIATE, GOLDENBERG SCHNEIDER, LPA
www.gs-legal.com

Robert's practice focuses on complex civil and class action litigation. He represents clients in trial and appellate courts on the state and federal level and has experience representing both plaintiffs and defendants in multi-party disputes involving consumer protection, defective products, data breach and personal privacy protection, antitrust, securities, civil conspiracy, qui tam, insurance coverage, and breach of contract claims.

Prior to joining Goldenberg Schneider, LPA, Robert was an associate with a large Cleveland-based corporate law firm and, prior to that, a small Philadelphia-based boutique firm specializing in antitrust class actions. Robert has served as a member of legal teams prosecuting multi-million dollar antitrust class actions, including *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No.M-02-1486 (N.D. Cal.); *In re Carbon Black Antitrust Litigation*, MDL No. 1543 (D. Mass.); *In re OSB Antitrust Litigation*, No. 06-826 (E.D. Pa.); and *In re Mercedes Benz Antitrust Litigation*, No. 99-4311 (D. N.J.).

Robert received his Bachelor of Arts in 1999 from Bucknell University, from which he graduated *magna cum laude* with *Phi Beta Kappa* honors. After earning his Juris Doctor from the University of Pennsylvania in 2002, he subsequently served as law clerk to the Honorable Jerome O. Herlihy of the Superior Court of Delaware. Robert is admitted to practice in the State of Ohio and the Commonwealth of Pennsylvania, the United States District Courts for the Southern District of Ohio and Eastern District of Pennsylvania.

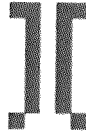
NAYLOR DECLARATION EXHIBIT E

Conti, et al. v. American Honda Motor Company, Inc.

Goldenberg Schneider, LPA

Expenses through November 6, 2021

DESCRIPTION	AMOUNT
Postage/Overnight Shipping	\$6.60
In-House Photocopies	\$301.36
Legal Research	\$1,537.22
Travel	\$963.78
Court Reporter/Videographer	\$2,300.92
JAMS (mediation)	\$4,405
TOTAL:	\$9,514.88



Goldenberg Schneider, LPA

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November 8, 2021

Invoice submitted to:
Honda Odyssey Infotainment

In Reference To:

Invoice No.: 16734

Expense Charges:

	<u>Qty/Price</u>	
1/1/2019-MSD Legal Research (Pacer) 3/31/2019	1 \$0.40	\$0.40
3/1/2019-MSD Westlaw on-line legal research database cost 3/31/2019	1 \$5.74	\$5.74
CP Photocopy cost: printed pages for March 1-31, 2019 (56 pages @ .15)	56 \$0.15	\$8.40
MSD Postage Cost	1 \$6.60	\$6.60
4/1/2019-CP Photocopy cost: printed pages for April 1-30, 2019 4/30/2019 (36 pages @ .15)	36 \$0.15	\$5.40
MSD Photocopy cost	5 \$0.15	\$0.75
4/1/2019-MSD Legal Research (Pacer) 6/30/2019	1 \$11.00	\$11.00

Honda Odyssey Infotainment

Page 2

		<u>Qty/Price</u>	<u>Amount</u>
6/1/2019-CP 6/30/2019	Photocopy cost: printed pages for June 1-30, 2019 (166 pages at .15)	166 \$0.15	\$24.90
7/1/2019-JBM 9/30/2019	Pacer expense	1 \$33.80	\$33.80
7/1/2019-CP 7/31/2019	Photocopy cost: Printed pages for July 1-31, 2019 (65 pages @ .15)	65 \$0.15	\$9.75
7/9/2019-JBM 10/8/2019	Photocopy cost	1 \$26.75	\$26.75
8/1/2019-CP 8/31/2019	Photocopy cost: printed pages for August 1-31, 2019 (120 pages @ .15)	120 \$0.15	\$18.00
JBM	Westlaw on-line legal research database cost	1 \$578.18	\$578.18
9/1/2019-JBM 9/30/2019	Westlaw on-line legal research database cost	1 \$259.35	\$259.35
CP	Photocopy cost: printed pages for September 1-30, 2019 (61 pages @ .15)	61 \$0.15	\$9.15
10/1/2019-JBM 12/31/2019	Pacer research	1 \$5.60	\$5.60
10/1/2019-CP 10/31/2019	Printed pages for October 1-31, 2019 (50 pages @ .15)	50 \$0.15	\$7.50
MSD	Westlaw on-line legal research database cost	1 \$196.09	\$196.09
JBM	Photocopy cost	83 \$0.15	\$12.45
10/9/2019-MSD 1/8/2020	Photocopy cost	1 \$24.52	\$24.52

Honda Odyssey Infotainment

Page 3

		<u>Qty/Price</u>	<u>Amount</u>
1/1/2020-CP 1/31/2020	Photocopy cost: printed pages for January 1-31, 2020 (23 pages @ .15)	23 \$0.15	\$3.45
1/1/2020-JBM 3/31/2020	PACER expense	1 \$3.00	\$3.00
1/9/2020-JBM 4/8/2020	Photocopy cost	1 \$26.97	\$26.97
2/24/2020-JSG 2/26/2020	Mileage expense at 0.575 cents/mile to/from airport (Split Entry)	13 \$0.58	\$7.48
TBN	Mileage expense at 0.575 cents/mile to/from airport (Split Entry)	18 \$0.58	\$10.35
TBN	Miscellaneous expenses (food, drinks, tips, tolls, transportation, etc.) (Split Entry)	1 \$1.00	\$1.00
TBN	Parking cost during travel at airport (Split Entry)	1 \$7.50	\$7.50
JSG	Miscellaneous expenses (tips, etc.) (Split Entry)	1 \$7.50	\$7.50
2/24/2020 TBN	Total meal expenses (Split Entry)	1 \$8.50	\$8.50
2/24/2020-JSG 2/26/2020	Parking cost during travel at airport (Split Entry)	1 \$13.50	\$13.50
JSG	Miscellaneous expenses (food, drinks) (Split Entry)	1 \$16.81	\$16.81
JSG	Uber expenses (Split Entry)	1 \$28.62	\$28.62

Honda Odyssey Infotainment

Page 4

		<u>Qty/Price</u>	<u>Amount</u>
2/24/2020-JSG 2/26/2020	Roundtrip airfare cost to/from LAX (Split Entry)	1 \$148.90	\$148.90
	TBN Roundtrip airfare cost to/from LAX (Split Entry)	1 \$148.90	\$148.90
	JSG Lodging expense (Split Entry)	1 \$500.50	\$500.50
2/25/2020 JSG	Total meal expenses (Split Entry)	1 \$19.40	\$19.40
2/26/2020 TBN	Total meal expenses (Split Entry)	1 \$28.41	\$28.41
	JSG Total meal expenses (Split Entry)	1 \$16.41	\$16.41
3/10/2020 JSG	JAMS (mediation) (Split Entry)	1 \$2,725.00	\$2,725.00
3/24/2020 TBN	Veritext expense (witness: T. Scott Whitten) (Split Entry %)	1 \$173.75	\$173.75
4/1/2020-JBM 6/30/2020	Pacer - Legal Research	1 \$1.70	\$1.70
4/6/2020 TBN	Veritext expense (witness: T. Scott Whitten) (Split Entry)	1 \$58.75	\$58.75
	TBN Veritext expense (witness: T. Scott Whitten) (Split Entry)	1 \$618.67	\$618.67
4/9/2020-JBM 7/8/2020	Photocopy cost	1 \$26.97	\$26.97
6/1/2020-JBM 8/31/2020	Photocopy cost	4 \$0.15	\$0.60

Honda Odyssey Infotainment

Page 5

		<u>Qty/Price</u>	<u>Amount</u>
7/1/2020-JBM 9/30/2020	Pacer - Legal Research	1 \$41.40	\$41.40
7/9/2020-JBM 9/2/2020	Photocopy cost	1 \$26.97	\$26.97
7/9/2020 JSG	Veritext (Michael Pilgirm) (Split Entry)	1 \$220.22	\$220.22
8/1/2020-JBM 8/31/2020	Westlaw on-line legal research database cost	1 \$188.88	\$188.88
	CP Photocopy cost: printed pages for August 1-31, 2020 (10 pages @ .15)	10 \$0.15	\$1.50
8/11/2020 JSG	Payment to HBSS re: JAMS Inv No. 5350064, dated 8/10/20) (Split Entry)	1 \$1,400.00	\$1,400.00
8/18/2020 JSG	Veritext (Christopher Volk, Michael Pilgirm, Duncan MacRae) (Split Entry)	1 \$859.66	\$859.66
8/27/2020 JSG	Veritext (Christopher Volk, T. Scott Whitten (x2)) (Split Entry)	1 \$369.87	\$369.87
9/1/2020-JBM 9/30/2020	Westlaw on-line legal research database cost	1 \$16.58	\$16.58
10/1/2020-JBM 12/31/2020	Legal Research - Pacer	1 \$15.10	\$15.10
10/9/2020-JBM 1/8/2021	Photocopy cost	1 \$29.64	\$29.64
10/15/2020 JSG	JAMS (Split Entry)	1 \$280.00	\$280.00
12/18/2020 JSG	Westlaw on-line legal research database cost (Oct 2020)	1 \$43.74	\$43.74

Honda Odyssey Infotainment

Page 6

		<u>Qty/Price</u>	<u>Amount</u>
1/1/2021-JBM 3/31/2021	Pacer Legal Research	1 \$6.70	\$6.70
2/1/2021-JBM 2/28/2021	Westlaw on-line legal research database cost	1 \$7.80	\$7.80
4/1/2021-JBM 4/30/2021	Westlaw on-line legal research database cost	1 \$83.26	\$83.26
5/19/2021 JBM	Photocopy cost	1 \$29.89	\$29.89
6/1/2021-CP 6/30/2021	Photocopy cost: printed pages for June 1-30, 2021 (18 pages @ .15)	18 \$0.15	\$2.70
8/1/2021-CP 8/31/2021	Photocopy cost: printed pages for August 1-31, 2021 (34 pages @ .15)	34 \$0.15	\$5.10
9/7/2021 JBM	Pacer expense (4/1/21 - 6/30/21)	1 \$38.90	\$38.90
Expenses Due:			\$9,514.88