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11 Attorneys for Plaintiffs

12  
 13 **UNITED STATES DISTRICT COURT**  
 14 **NORTHERN DISTRICT OF CALIFORNIA**

15 DUANE WATERS, DEBRA TURNER )  
 16 and RUDY FAJARDO, on behalf of )  
 themselves, all others similarly situated )  
 17 and the general public, )  
 18 Plaintiffs, )  
 19 vs. )  
 20 AT&T SERVICES, INC. (formerly SBC )  
 Services, Inc.) and DOES 1 through 10; )  
 21 Defendants. )

Case No: CV 09-3983 BZ

**DECLARATION OF J.D. HENDERSON IN  
 SUPPORT OF MOTION FOR FINAL  
 APPROVAL OF CLASS ACTION  
 SETTLEMENT AND MOTION FOR  
 AWARD OF ATTORNEYS' FEES, COSTS,  
 CLAIMS ADMINISTRATION EXPENSES  
 AND CLASS REPRESENTATIVE  
 ENHANCEMENTS**

**Date: February 9, 2011  
 Time: 10:00 a.m.  
 Courtroom: G**

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1 I, J.D. Henderson, declare as follows:

- 2 1. I am an attorney duly licensed to practice law in the State of California. I am a member  
3 in good standing of the State Bar of California and the Northern District.
- 4 2. I am a partner in the Law Offices of Thomas W. Falvey, which I joined in 2007. Before  
5 that I was an associate with the law firm of Jampol, Zimet, Skane & Wilcox, working as  
6 a defense attorney in complex litigation. I have been practicing in the field of  
7 employment law since joining the Law Offices of Thomas W. Falvey, and have  
8 continuously represented employee-plaintiffs in wage and hour litigation since then.
- 9 3. I received my Juris Doctor degree in 2004 from U.C.L.A School of Law, passing the bar  
10 exam that July. During Law School I was elected the Student Bar Association President  
11 and earned the following honors: Distinguished Advocate; Moot Court Honors; Jessup  
12 International Moot Court Competition team; Best Oral Advocate, 2nd place, at the  
13 Jessup regional competition (the best performance in the history of UCLA School of  
14 Law); UCLA Affiliates Merit Scholarship for Academic Achievement; Law School  
15 Teaching Fellow; Supervisor with the HIV and Aids Legal Services Alliance; Law  
16 School Mentorship Fellow with the School of Law Academic Outreach Resource  
17 Center; helped found and served as Vice-Chair of UCLA School of Law's Veteran's  
18 Society. Prior to law school I served as an enlisted infantryman, non-commissioned  
19 officer (sergeant), and then as a commissioned officer in the US Army. I was one of the  
20 youngest drill sergeants in the Army, graduating from Drill Sergeant School with honors  
21 and named to the Commandant's List (top 20% of graduates). I was then selected for an  
22 officer commissioning program. I earned a B.A. in History and was named the 1993  
23 Distinguished Military Graduate from Clemson University, at which time I was  
24 commissioned an infantry officer. I then commanded a rifle platoon on the DMZ  
25 (border) facing North Korea, and later I led a motorized rifle company in the elite  
26 Opposing Forces ("OPFOR") at the National Training Center, the "Top Gun" facility for  
27 land warfare. I was then selected for the OPFOR Battle Staff, a position normally held

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1 by a much more senior officer, where I was repeatedly recognized and decorated for  
2 battlefield technical and tactical excellence.

3 4. The Law Offices of Thomas W. Falvey, consisting of two partners, your declarant and  
4 Thomas W. Falvey, as well as an Associate, Daniel O'Neil-Ortiz, specializes in class  
5 action litigation in federal and state court. A substantial portion of our cases are wage  
6 and hour class actions.

7 5. I have had extensive experience in class actions and other complex litigation, in  
8 particular, wage and hour class action litigation.

9 6. Those cases included, among others, the following:

10 *Elkin v. Six Flags, Inc.*, Case No BC 342633, \$14,225,000 settlement in wage and hour  
11 class action involving California Labor Code violations;

12 *Tong/Chau v. CVS RX Services, Inc.*, Case No. BC349224, a \$19,750,000  
13 settlement in wage and hour class action involving California Labor Code  
14 violations.

15 *Shoff, et al v. AT&T, et al*, Case No. CV 07-3289 DSF (AGRX) (C.D. Cal.), \$16,000,000  
16 settlement in wage and hour class action involving California Labor Code violations.

17 *Silva, et al v. Getronics, et al*, Case No. No. BC 368 049 (Los Angeles County  
18 Superior Court) \$1,550,000 settlement in wage and hour class action involving  
19 California Labor Code violations.

20 *Henderson, et al v. Raytheon, et al*, Case No. BC 381 868 (Los Angeles County  
21 Superior Court) \$1,450,000 settlement in wage and hour class action involving  
22 California Labor Code violations.

23 *Doyle, et al v. AT&T*, Case No. 08 CV 1275 JAH WMC (S.D. Cal.) \$10,500,000  
24 settlement in wage and hour class action involving California Labor Code  
25 violations.

26 7. In the case of *Elkin v. Six Flags, Inc.*, LASC Case No. BC342633, plaintiffs' counsel  
27 were awarded approximately 30% attorney fees in a case involving over 30,000 possible  
28 class members, in which approximately 8,000 class members made claims.

- 1 8. Plaintiffs' counsel conducted significant pre-litigation investigation and engaged in  
2 substantial discovery and legal analysis during the prosecution of this action, and also in  
3 preparation for mediation.
- 4 9. I was involved in speaking with numerous class members and reviewing hundreds of  
5 pages of documents throughout this action. I helped formulate the survey sent to the  
6 class members, reviewed the responses, and analyzed the information obtained. I also  
7 helped draft and review the mediation brief, stipulation of settlement, and motion for  
8 preliminary approval, including the notice and claim forms. I also created the joint  
9 spreadsheets used by plaintiffs' counsel to capture and then analyze the information  
10 obtained from all sources, including from numerous documents, information obtained  
11 directly from defendant, and information from class members in this and other actions  
12 against AT&T.
- 13 10. From the beginning of this action, we were approached by class members almost on a  
14 weekly basis, and were in continuing contact with class members or individuals who  
15 were inquiring whether they might be class members.
- 16 11. Due to frequent job title changes, many felt they might be entitled to be class members in  
17 this litigation. By the time the mediation took place, we had been in contact with over  
18 100 individuals concerning this possibility.
- 19 12. A great deal of time and money was spent in contacting the class and encouraging them  
20 to either submit their claim forms or opt out before the deadline. Our firm always does  
21 this in order to ensure maximum recovery for all class members, not just for class  
22 counsel. We have contacted class members in various class actions that were in Iraq,  
23 China, Afghanistan, India, Iraq, Costa Rica, and throughout the United States, in order to  
24 make sure they received the class notice and could make a choice whether to participate.
- 25 13. Throughout the process of this case, I was personally involved in understanding and  
26 winnowing the information we obtained. I reviewed and/or participated in more than  
27 3,000 emails and phone calls. I conferred repeatedly with co-counsel. It was because of  
28 this constant effort that we were able to obtain this significant result.

1 14. In prosecuting this case, your declarant has expended over 220 hours as of this date. My  
2 billable rate is \$450 per hour. If the court is so inclined, I will provide my time records  
3 for this case for *in camera* review, attesting to the time incurred, review of  
4 documentation, research, conferences, telephone calls, conversations, and meetings.  
5

6 I declare under penalty of perjury that the foregoing is true and correct and based on my  
7 personal knowledge.  
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9 Executed December 21, 2010, in Pasadena, California.

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11 J.D. Henderson