

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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BARBARA KEILER, MONA GAY THOMAS,
and LINDA BARRETT, on behalf of
themselves and all others similarly situated,

12 Civ. 5558(WHP)

Plaintiffs,

v.

HARLEQUIN ENTERPRISES LIMITED, a
Canadian corporation; HARLEQUIN BOOKS
S.A., a Swiss company; and HARLEQUIN
ENTERPRISES B.V., a Dutch company,

Defendants.
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**DECLARATION OF MICHAEL J. BONI IN SUPPORT OF CLASS COUNSEL’S
APPLICATION FOR AN AWARD OF ATTORNEYS’ FEES,
SERVICE AWARDS, AND REIMBURSEMENT OF EXPENSES**

I, Michael J. Boni, Esquire, of Boni & Zack LLC, hereby declare and state as follows:

1. I am a founding member of the law firm Boni & Zack LLC. I submit this declaration in support of Class Counsel’s application for an award of attorneys’ fees, service awards, and reimbursement of expenses in connection with services rendered and expenses incurred by my firm in this litigation.

2. My firm has acted as one of the lead counsel for Plaintiffs and the Class in this action. During the pendency of this litigation, my firm has been involved in most or all of the activities on behalf of Plaintiffs and the Class, including: Working with co-lead counsel in preparing the complaint and amended complaint; assisting in briefing the response to the motion to dismiss; drafting Plaintiff/Appellant’s opening brief and reply brief appealing before the Second Circuit the decision dismissing the amended complaint; conducting legal research

regarding Plaintiffs' claims, responding to Defendants' defenses and discovery issues; briefing the original motion for class certification and compiling the evidence used in support of that motion; participating in the Court status conference after the Second Circuit appeal; drafting and negotiating a stipulated class certification order; preparing a notice plan for the class certification order; drafting a proposed form of class notice; preparing the memorandum of law in support of the class notice proposal; working with co-counsel in drafting document requests and interrogatories to be served on Defendants; working with co-counsel in drafting responses and objections to Defendants' discovery requests; reviewing and analyzing Defendants' document productions; reviewing documents produced in response to third-party subpoenas; working with co-counsel in meeting-and-conferring with defense counsel to resolve discovery disputes; working with co-counsel in searching the class representatives' electronic files and reviewing class representative documents for production; compiling exhibits for the depositions of Defendants' witnesses; assisting co-counsel with the depositions of Defendants' witnesses; working with co-counsel in searching for, retaining, and working with expert witnesses; participating in an in-person settlement meeting with defense counsel; preparing preliminary damages analyses for use in settlement negotiations and mediation; preparing, with the assistance of co-counsel, Plaintiffs' mediation statement and the compilation of documentary evidence submitted in support of that statement; participating in the in-person mediation session; participating in subsequent telephonic mediation sessions; negotiating and drafting the settlement agreement and exhibits thereto, including the preliminary approval order, form of settlement class notice, and final approval order; drafting the memorandum of law in support of the preliminary approval motion; arguing the preliminary approval motion; retaining and working with the claims administrator in disseminating class notice; and responding to inquiries by class

members. Further, in the near future, we will prepare, file and argue Plaintiffs' motion for final settlement approval and supporting papers (for which, along with other tasks associated with the finalization of the settlement, we do not seek nor expect further payment).

3. Attached as Exhibit 1 is a summary indicating the number of hours spent by the lawyers of my firm on this litigation, their current hourly rates, and the resulting lodestar calculation, from inception to April 30, 2016. The schedules were prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. Neither the time spent in preparing Class Counsel's application for an award of attorneys' fees nor in preparing this declaration is included in the chart.

4. The hourly rates for the attorneys in my firm included in Exhibit 1 are the same as the usual and customary hourly rates charged for their services in non-contingent billable matters and/or that have been accepted and approved by courts in other class action litigation.

5. The total number of hours expended on this litigation by my firm from inception through April 30, 2016 is 1,456.50 hours. The total lodestar for my firm at historical rates is \$809,306.25. The total lodestar for my firm at current rates is \$827,150.00.

6. As detailed in Exhibit 2 hereto, my firm has incurred a total of \$13,628.36 in unreimbursed expenses since inception in connection with the prosecution of this litigation.

7. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

8. A copy of my firm's biography is attached as Exhibit 3 hereto.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 5th day of May, 2016, in Bala Cynwyd, Pennsylvania.

/s/Michael J. Boni

Michael J. Boni

EXHIBIT 1

KEILER, et al. v. HARLEQUIN ENTERPRISES LIMITED, et al.
U.S.D.C., S.D.N.Y., No. 12 Civ. 5558(WHP)

BONI & ZACK, LLC

Inception through April 30, 2016

Name	Total Hours	Historic Hourly Rate	Current Hourly Rate	Historic Cumulative Lodestar	Current Cumulative Lodestar
Attorneys					
Michael J. Boni	394.00	\$700-750	\$750.00	\$290,075.00	\$295,500.00
Joshua D. Snyder	4.00	\$525-600	\$600.00	\$2,375.00	\$2,400.00
John E. Sindoni	1058.50	\$475-500	\$500.00	\$516,856.25	\$529,250.00
Totals	1456.50			\$809,306.25	\$827,150.00

EXHIBIT 2**KEILER, et al. v. HARLEQUIN ENTERPRISES LIMITED, et al.****U.S.D.C., S.D.N.Y., No. 12 Civ. 5558(WHP)****BONI & ZACK, LLC****EXPENSES****Inception through April 30, 2016**

Description	Amount
Internal Reproduction/Copies	\$1,227.00
Commerical Copies	\$569.40
Court Fees (filing, etc.)	\$641.00
Computer Research	\$1,653.22
Telephone/Fax/E-mail	\$30.80
Postage/Express/Delivery/Messenger	\$587.86
Professional Fees (expert, investigator, accountant, etc.)	\$3,961.41
Mediation Fee	\$2,687.50
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$2,270.17
TOTAL	\$13,628.36

EXHIBIT 3

BONI & ZACK LLC

ATTORNEYS AT LAW

Firm Resume

Boni & Zack LLC is a law firm in Bala Cynwyd, Pennsylvania. Boni & Zack focuses on class action and complex litigation under antitrust, consumer protection, intellectual property, and securities laws. Our attorneys have experience in litigating, among other things, antitrust cases alleging price fixing, monopolization, and other restraints of trade; copyright and other intellectual property claims (representing both plaintiffs and defendants) involving publisher agreements, publishing and infringement in the digital age, and fair use; consumer protection claims (representing both plaintiffs and a defendant) involving defective products and website violations; and securities cases involving corporate abuse of shareholders. We are committed to obtaining the best litigation outcome for each client, whether by motion, trial, or settlement.

Boni & Zack has served as lead counsel or on plaintiffs' Executive Committee in the following cases: *Authors Guild, et al. v. Google Inc.*, No. 05-CV-8136 (S.D.N.Y.), *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, MDL No. 1720, *In re Freelance Works in Literary Databases Copyright Litig.*, MDL No. 1379 (S.D.N.Y.), *In re Apple In-App Purchase Litig.*, No. 11-CV-1758-EJD (N.D. Cal.), *In re Yahoo! Litig.*, CV06-2737-CAS (C.D. Cal.), No. 11-CV-1758-EJD (N.D. Cal.).

In addition, Boni & Zack represents plaintiffs in the following actions, among others: *In re: Domestic Drywall Antitrust Litig.*, MDL No. 2437, 13-MD-2437 (E.D. Pa.); *In re: Foreign Exchange Benchmark Rates Antitrust Litig.*, No. 1:13-cv-07789-LGS (S.D.N.Y.); *In re: Lithium Ion Batteries Antitrust Litig.*, MDL No. 2420, Case No.: 13-MD-02420 (YGR) (N.D. Cal.); *Garber, et al. v. Office of the Commissioner of Baseball, et al.*, No. 12-cv-3704 (SAS) (S.D.N.Y.); *In re LIBOR Based Financial Instruments Antitrust Litig.*, No. 11-MD-2262 (NRB) (S.D.N.Y.).

Some of the firm's notable clients include the City of Philadelphia, Chester, Berks and Bucks Counties, PA, Sealy Mattress Co. (now Tempur-Sealy), Parkway Corporation, RosettaBooks, Open Road Integrated Media, noted authors Jim Bouton and Joseph Goulden, and the Authors Guild.

Michael J. Boni founded Boni & Zack LLC in March 2007 after practicing complex commercial litigation for nearly 26 years. He specializes in antitrust, copyright, consumer, shareholder, and class action litigation.

Mr. Boni graduated from the University of Pennsylvania Law School, received an M.A. degree in psychology from the University of Connecticut, and received an A.B. degree from Albright College.

Mr. Boni has served as lead counsel in a number of complex matters, including *Authors Guild, et al. v. Google Inc.*, No. 05-CV-8136 (S.D.N.Y.) (copyright class action challenging Google's digitization of books); *In re Literary Works in Electronic Databases Copyright Litig.*, MDL No. 1379 (S.D.N.Y.) (copyright class action settlement); *Random House, Inc. v. Rosetta Books, LLC, et al.*, No. 01-Civ-1728 (S.D.N.Y.) (successful defense against copyright

infringement claims brought by Random House against e-book publisher Rosetta Books); *RF Tags Antitrust Litig.*, No. 02-CV-3730 (D. N.J.) (Irenas, J.) (antitrust class action settlement); *In re Pillar Point Partners Antitrust & Patent Litig.*, MDL No. 1202 (D. Ariz.) (antitrust class action settlement); *In re Western States Wholesale Natural Gas Antitrust Litig.*, MDL No. 1566 (D. Nev.) (antitrust class action settlement). Mr. Boni served on the Executive Committee in *In re OSB Antitrust Litig.*, Master File No. 06-CV-00826 (E.D. Pa.) (antitrust class action settlement), and has played an integral role in the presentation of other complex matters, including: *In re Relafen Antitrust Litig.*, Master File No. 01-12239 (D. Mass.) (antitrust class action settlement); *In re Disposable Contact Lens Antitrust Litig.*, MDL Docket No. 1030 (M.D. Fla.) (antitrust class action settlement); *Schwab v. America Online, Inc.*, No. 96 CH 13732 (Cook County, Ill.) (consumer class action settlement); *In re Intelligent Electronics, Inc. Securities Litig.*, Master File No. 92-CV-1905 (E.D. Pa.) (securities class action settlement); *In re Lockheed Securities Litig.*, Master File No. CV89-6745-TJH (Bx) (C.D. Ca.) (securities class action settlement); *In re Orion Securities Litig.*, Civil Action No. 91-3304 DT (JRx) (E.D.N.Y.); *In re Budd Pension Plan Litig.*, Master File No. 91-4082 (E.D. Pa.) (ERISA class action settled); and *In re Toys "R" Us Antitrust Litig.*, MDL No. 1211 (E.D.N.Y.) (antitrust class action settlement).

Joshua D. Snyder has been with Boni & Zack LLC since it opened in March 2007 and became a partner in 2008. His practice focuses on complex litigation, including antitrust, consumer protection, copyright, ERISA, and securities class actions.

Mr. Snyder is participating or has participated in the following cases, among others: *In re Apple In-App Purchase Litig.*, No. 11-CV-1758-EJD (N.D. Cal.) (co-lead counsel); *Authors Guild, et al. v. Google Inc.*, No. 05-CV-8136 (S.D.N.Y.); *In re: Foreign Exchange Benchmark Rates Antitrust Litig.* No. 1:13-cv-07789-LGS (S.D.N.Y.); *Garber, et al. v. Office of the Commissioner of Baseball, et al.*, No. 12-cv-3704 (SAS) (S.D.N.Y.); *Laumann, et al. v. National Hockey League, et al.*, No. 12-cv-1817 (SAS) (S.D.N.Y.); *In re LIBOR Based Financial Instruments Antitrust Litig.*, No. 11-MD-2262 (NRB)(S.D.N.Y.); *In re OSB Antitrust Litig.*, Civ. A. No. 06-0826 (E.D. Pa.); *In re Payment Card Interchange Fee & Merchant Discount Antitrust Litig.*, No. 05-md-17204 (E.D.N.Y.); and *In re Rail Freight Fuel Surcharge Antitrust Litig.*, MDL No. 1869 (D.D.C.).

Following law school, Mr. Snyder served as a law clerk to the Honorable Berle M. Schiller of the United States District Court for the Eastern District of Pennsylvania and to the Honorable Thomas L. Ambro of the United States Court of Appeals for the Third Circuit. Mr. Snyder is a graduate of the Pennsylvania State University (B.A., History, B.A. Philosophy 1998) and the Harvard Law School (J.D. 2001).

John E. Sindoni, a partner, joined the firm in 2012. He has extensive experience in commercial litigation, including cases involving the antitrust laws, breach of contract, business torts, and intellectual property. He has also advised clients on compliance with antitrust and trade regulation laws. Mr. Sindoni is a graduate of the University of Pennsylvania Law School (J.D., *cum laude* 2003, Order of the Coif), where he served as Executive Editor of the Law Review and a member of the Moot Court Board, and a graduate of the University of Pennsylvania School of Arts and Sciences (B.A., *cum laude* 2000).

Mr. Sindoni is participating or has participated in the following cases, among others: *American Express Travel Related Services, Inc. v. Visa U.S.A., Inc.*, No. 04-CV-08967-BSJ-DFE

(S.D.N.Y.); *Authors Guild, et al. v. Google Inc.*, No. 05-CV-8136 (S.D.N.Y.); *In re: Domestic Drywall Antitrust Litig.*, MDL No. 2437, 13-MD-2437 (E.D. Pa.); *In re: Foreign Exchange Benchmark Rates Antitrust Litig.* No. 1:13-cv-07789-LGS (S.D.N.Y.); *In re LIBOR Based Financial Instruments Antitrust Litig.*, No. 11-MD-2262 (NRB)(S.D.N.Y.).

Prior to joining Boni & Zack, Mr. Sindoni was an associate at Duane Morris LLP and served as a Staff Attorney for the United States Court of Appeals for the Third Circuit.

Joanne G. Noble is counsel to the firm. Prior to joining Boni & Zack, Ms. Noble was an associate at Schnader Harrison Segal & Lewis, LLP, as well as its Director of Pro Bono Services. She has extensive experience in complex litigation at both the trial and appellate levels.

At Boni & Zack, Ms. Noble has participated in the following cases: *In re Rail Freight Fuel Surcharge Antitrust Litig.*, MDL No. 1869 (D.D.C.); *In re Urethane Antitrust Litig. (Polyether Polyols)*, MDL No. 1616 (D. Kan.); *The Authors Guild, et al. v. Google Inc.*, No. 05-CV-8136 (S.D.N.Y.); and *In re Yahoo Litig.*, No. 06-2737-CAS (C.D. Cal.).

Ms. Noble is a graduate of Cornell University (with distinction in all areas) and Georgetown University Law Center (cum laude), where she was a member of The Tax Lawyer. She is admitted to practice in the courts of Pennsylvania, the Eastern and Western District of Pennsylvania, and the Third Circuit Court of Appeals.

Julie Fuchs is counsel to the firm and is a graduate of George Washington University and Widener University School of Law.

Ms. Fuchs has participated in the following cases: *Harris, et al v. Experian Information Solutions Inc., Equifax Information Services LLC, TransUnion LLC*, Nos.: 6:06-CV-01808, 01810 and 01811 (D.S.C.); *Clark, et al v. Experian Information Solutions, Inc., Equifax Inc. and Equifax Information Services, Inc., Trans Union Corp. and Trans Union L.L.C.*, No. 8:00-1217-24; No. 8:00-1218-24 and No. 8:00-1219-24 (D.S.C.); *In re Blood Reagents Antitrust Litigation*, MDL No. 2081 (E.D. Pa.); *In re Packaged Ice Antitrust Litigation*, MDL No. 1952 (E.D. Mi.); *In re Payment Card Interchange Fee And Merchant Discount Antitrust Litigation*, MDL No. 1720(JG)(JO) (E.D.N.Y.).

Prior to joining Boni & Zack, Ms. Fuchs worked independently on antitrust and consumer class actions. She was also an associate at Klehr Harrison Harvey Branzburg LLP, where her practice focused on commercial litigation.