

HON. BETH ANDRUS  
Noted for: February 11, 2013  
Without Oral Argument

IN THE SUPERIOR COURT OF WASHINGTON  
FOR KING COUNTY

SANDY JUDD, TARA HERIVEL, and  
COLUMBIA LEGAL SERVICES, for  
themselves, and on behalf of all similarly  
situated persons,

Plaintiffs,

v.

AMERICAN TELEPHONE AND  
TELEGRAPH COMPANY and  
T-NETIX, INC.,

Defendants.

NO. 00-2-17565-5 SEA  
CLASS ACTION

DECLARATION OF RICHARD E.  
SPOONEMORE IN SUPPORT OF  
INTERLATA AND INTRALATA  
CLASSES UNOPPOSED MOTION FOR:

- (1) PRELIMINARY APPROVAL OF  
SETTLEMENT AGREEMENT;
- (2) PRELIMINARY APPROVAL OF PLAN  
OF ALLOCATION;
- (3) DIRECTIVE TO SEND NOTICE; AND
- (4) ESTABLISHMENT OF FINAL  
APPROVAL HEARING

Richard E. Spoonemore declares under penalty of perjury as follows:

1. I am one of the attorneys representing plaintiffs and the classes in this matter. The facts stated in this declaration are based on my personal knowledge.

2. The Settlement Agreement between the AT&T Call Classes and AT&T was only arrived at after lengthy and protracted negotiations. Class Counsel and AT&T participated in mediation in Boston on August 29, 2012 with Professor Eric D. Green, a mediator with a national reputation. Those discussions were unproductive, with the parties far apart. At the time of that mediation, there were a number of motions pending by both parties and it became clear that the respective

1 sides had sharply different perspectives about the merits of the motions. After those  
2 motions were resolved, Class Counsel broached the subject of returning to mediation  
3 with AT&T's counsel. On January 4, 2013, after a hearing on motions *in limine*, AT&T's  
4 counsel asked to speak with Class Counsel. In a hallway meeting, AT&T's counsel  
5 suggested that AT&T was willing to talk, but wanted to do so directly without a  
6 mediator. Numbers were exchanged early the following week, but the discussions  
7 again stalled and the parties spoke about enlisting the assistance of a neutral. Professor  
8 Green had limited availability to become reengaged in the process - just two hours on  
9 the Tuesday before trial - but Judge Edward Infante (ret.), a mediator based in  
10 California with a nationwide reputation for resolving difficult disputes, had a last-  
11 minute cancellation. The parties flew to Los Angeles for a mediation on January 14,  
12 2013. Although that mediation failed as well, some progress was made. Judge Infante  
13 re-engaged the parties on January 18, 2013 with no success. Finally, on January 21 - the  
14 day before trial - Judge Infante made a mediator's proposal at \$45,000,000. It was  
15 accepted by both parties late in the day on January 21. Trial was pushed back a day  
16 while the parties discussed the other terms of the agreement. A CR 2A agreement  
17 signed on January 22, 2013.

18 3. The settlement amount falls midway between the damage analysis  
19 prepared by the Classes' expert (\$57M) and AT&T's experts (\$33M). Given the size of  
20 the settlement amount, the number of class members and the time span, we expect that  
21 all class members submitting claims will receive the maximum amount of their  
22 entitlement even after the payment of attorney fees, expenses, and case contribution  
23 awards to Sandy Judd, Tara Herivel and Columbia Legal Services. (In fact, we  
24 anticipate that substantial funds will be available as "residual funds" for *cy pres*  
25 distribution.).

26 4. I have practiced in the class action field for nearly 20 years. I am  
"AV" rated by Martindale-Hubbell and was named a "Super Lawyer" by WASHINGTON

1 LAW AND POLITICS in 2005, 2006, 2007, 2008, 2009, 2010, 2011 and 2012. I was on the  
2 "WASHINGTON TOP 100" "Super Lawyer" list in 2011 with respect to total votes  
3 received. Over the just the past ten years, I have been designated as lead class counsel  
4 in class actions involving more than one million class members. My class action work  
5 has been noted by a number of courts across the country. *See, e.g., McCluskey v. Trustees*  
6 *of Red Dot Corp.*, 268 F.R.D. 670, 678 (W.D. Wash. 2010) (noting my extensive experience  
7 in class actions, and stating that it was "confident" in my ability to fairly and  
8 adequately represent the class); *Stanford v. Foamex*, 263 F.R.D. 156, 171 (E.D. Penn. 2009)  
9 (Mr. Spoonemore as class counsel: "the court finds ... that plaintiff's attorneys are  
10 qualified, experienced, and able to pursue the legal interest of the entire proposed class  
11 .... Plaintiff's counsel have ample experience and have enjoyed considerable success in  
12 ERISA litigation [and] class action litigation ..."). I believe that the settlement is an  
13 exceptional result for the class, and strongly recommend that it be approved.

14 DATED: February 1, 2013, at Seattle, Washington.

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16 /s/ Richard E. Spoonemore  
Richard E. Spoonemore (WSBA #21833)

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**CERTIFICATE OF SERVICE**

I certify, under penalty of perjury and in accordance with the laws of the State of Washington, that on February 1, 2013, I caused a copy of the foregoing document to be served on all counsel of record in the manner shown and at the addresses listed below:

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DATED: February 1, 2013, at Seattle, Washington.

/s/ Chris R. Youtz

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