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8 Class Counsel

9 [Additional counsel listed on signature page]

10 **UNITED STATES DISTRICT COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**

12 RYAN RODRIGUEZ, REENA B.
13 FRAILICH, LOREDANA NESCI,
14 JENNIFER BRAZEAL and LISA
15 GINTZ, on behalf of themselves and all
16 others similarly situated,

17 Plaintiffs,

18 vs.

19 WEST PUBLISHING CORPORATION,
20 a Minnesota Corporation dba BAR/BRI,
21 and KAPLAN, Inc., a Delaware
22 Corporation.

23 Defendants.

24 **AND CONSOLIDATED ACTION**

Case No. CV 05-3222 R(MCx)

**SUPPLEMENTAL DECLARATION
OF SIDNEY K. KANAZAWA IN
SUPPORT OF MCGUIREWOODS
LLP'S APPLICATION FOR
AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF
EXPENSES**

Date: November 2, 2009
Time: 10:00 a.m.
Place: Courtroom 8

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DECLARATION OF SIDNEY K. KANAZAWA

I, Sidney K. Kanazawa, declare as follows:

1. I am a partner at McGuire Woods LLP. I am submitting this Declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in the above action and the reimbursement of expenses incurred by my firm related to the prosecution of claims in the course of this litigation from October 1, 2004 through August 31, 2009. This declaration relates to both the work done by McGuireWoods LLP and that of the firm of Van Etten, Suzumoto & Becket LLP, predecessor in interest to McGuireWoods LLP.

2. My firm served as counsel for Ryan Rodriguez, Reena B. Frailich, Loredana Nesci, Jennifer Brazeal, and Lisa Gintz, plaintiffs and Lead Class Counsel in this action. My firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was wholly at risk.

3. McGuireWoods LLP was appointed as Class Counsel by the Court in May 2006, and acted as lead counsel during the entire course of the litigation, both before and after the appointment. My firm was the nerve center for the litigation, bearing the lion's share of the costs and risks as a whole. It has also been the public face of this litigation.

4. When it came time to put together a fee application in this matter, I instructed our billing department to create a separate billing number to be used for all work on the fee application. It was created as a "billable" number, meaning that timekeepers receive full credit toward their annual billing requirements by using the new billing number number, so that there would be no disincentive for segregating the work done on the fee application. I instructed all timekeepers at McGuireWoods LLP to carefully

1 segregate any time put into producing the fee application because it was my
2 intention to ensure that none of that time would be submitted to the Court as
3 part of any fee request. None of the fees and work generated under that
4 separate billing number is included in the McGuireWoods LLP fee request.

5 5. We also manually eliminated from our bills all work concerning
6 the issues with Mr. Disner or the incentive awards before calculating the fee
7 request. Either I or my associates reviewed each billing statement to ensure
8 that no such work was included in our fee request. McGuireWoods LLP
9 does not seek compensation here for this work. To the best of my
10 knowledge, no such work forms any part of the fee request.

11 I declare under penalty of perjury under the laws of the United States
12 that the foregoing is true and correct. Executed this 26th day of October,
13 2008 at Los Angeles, California.

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_____/s/_____
SIDNEY KANAZAWA