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William Heaton  
Heaton and Moore, P.C.  
44 North Second Street  
Suite 1200  
Memphis, TN 38103

*Class Counsel for Indirect Purchaser Plaintiffs*

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**IN RE: CAPACITORS ANTITRUST  
LITIGATION**

**THIS DOCUMENT RELATES TO:  
ALL INDIRECT PURCHASER ACTIONS**

**MASTER FILE NO. 14-cv-03264-JD**

**DECLARATION OF WILLIAM W.  
HEATON IN SUPPORT OF CLASS  
COUNSEL’S APPLICATION FOR  
ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES  
SUBMITTED ON BEHALF OF HEATON  
AND MOORE, P.C.**

**Date: July 6, 2017  
Time: 10:00 a.m.  
Place: Courtroom 11, 19<sup>th</sup> Floor**

Judge: Hon. James Donato

1 I, William W. Heaton declare and state as follows:

2 1. I am a Partner of Heaton and Moore, P.C., Counsel for Indirect Purchaser Plaintiffs  
3 (“IPPs” or “Plaintiffs”) in this action. I submit this declaration in support of Class Counsel’s  
4 interim application for attorneys’ fees and reimbursement of expenses reasonably incurred in  
5 connection with the services rendered in this litigation on behalf of the class. I make this  
6 declaration based on my personal knowledge and if called as a witness, I could and would  
7 competently testify to the matters stated herein. The time expended preparing this Declaration is  
8 not included.

9 2. I have reviewed the Court’s October 31, 2014 Order Appointing Interim Lead Class  
10 Counsel (Dkt. 319) (“Order”), including in particular the Order’s provisions regarding fees, costs  
11 and expenses. The Firm has adhered to those provisions.

12 3. During the pendency of the litigation, Heaton and Moore, P.C. acted as class  
13 counsel to IPPs. Heaton and Moore, P.C., has prosecuted this litigation solely on a contingent-fee  
14 basis, and has been at risk that it would not receive any compensation for prosecuting claims  
15 against the defendants. While Heaton and Moore, P.C., devoted its time and resources to this  
16 matter, it has foregone other legal work for which it would have been compensated.

17 4. During the course of this litigation, Heaton and Moore, P.C., has been involved in  
18 the following activities on behalf of IPPs at the request and under the direction of Lead Counsel:

19 - Communicated with clients Cetacea Sound, Inc.; Craig E. Swarthout; John E. Walker;  
20 John McDowell; Marang, Inc.; Mid-South Investors, Inc.; and Robert F. Chejlava, Jr., to  
21 gather information and documentation regarding client information and products purchased  
22 for to prepare responses to questionnaires, which were submitted to lead counsel on or  
23 about November 7, 2014;

24 - Communicated with clients Cetacea Sound, Inc.; Craig E. Swarthout; John E. Walker;  
25 John McDowell; Marang, Inc.; Mid-South Investors, Inc.; and Robert F. Chejlava, Jr.,  
26 regarding information needed for Rule 26 disclosures and preparation of memorandum for  
27 each client regarding client’s information for Rule 26 disclosures submitted to lead counsel  
28 on or about January 30, 2015;

- 1 - Communicated with lead counsel regarding need for additional information for Rule 26
- 2 disclosures; communicated with clients to obtain additional information requested by lead
- 3 counsel; preparation and transmission of supplemental information to lead counsel on or
- 4 about February 11, 2015;
- 5 - Review of initial discovery requests to clients and conferences with clients regarding
- 6 information necessary for response to discovery requests
- 7 - Communications with lead counsel regarding assisting with subpoena to Capacitors Plus
- 8 in Tennessee; telephone conference with Cathy Sawyer of Capacitors Plus regarding
- 9 subpoena served on Capacitors Plus

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11  
12 5. Attached hereto as **Exhibit A** is my firm's total hours and lodestar, computed at  
13 historical rates, from November 1, 2014 through September 30, 2016. This period reflects the time  
14 spent after the appointment of Interim Lead Counsel in this litigation. The total number of hours  
15 spent by Heaton and Moore, P.C. during this period of time was 36.7, with a corresponding  
16 historical lodestar of \$5,910.00. This summary was prepared from contemporaneous, daily time  
17 records regularly prepared and maintained by Heaton and Moore, P.C. The lodestar amount  
18 reflected in Exhibit A is for work assigned by Lead Counsel, and was performed by professional  
19 staff at my law firm for the benefit of the IPP Class.

20 6. All of the services performed by Heaton and Moore, P.C., in connection with this  
21 litigation were reasonably necessary in the prosecution of this case. There has been no unnecessary  
22 duplication of services for which now seeks compensation. The lodestar calculations exclude time  
23 spent reading or reviewing work prepared by others or other information relating to the case unless  
24 related to preparation for or work on a matter specifically assigned to Heaton and Moore, P.C., by  
25 Lead Counsel. The hourly rates for the attorneys and professional support staff in my firm included  
26 in Exhibit A are the usual and customary hourly rates charged by Heaton and Moore, P.C.

1           7. Heaton and Moore, P.C., has expended a total of \$0.00 in unreimbursed costs and  
2 expenses in connection with the prosecution of this litigation from November 1, 2014 through  
3 September 30, 2016. These costs and expenses are broken down in the chart attached hereto as  
4 **Exhibit B**. They were incurred on behalf of IPPs by Heaton and Moore, P.C., on a contingent  
5 basis and have not been reimbursed. The expenses incurred in this action are reflected on the books  
6 and records of my firm. These books and records are prepared from expense vouchers, check  
7 records and other source materials and represent an accurate recordation of the expenses incurred.  
8 Expense documentation has been provided to Lead Counsel for review.

9           8. I have reviewed the time and expenses reported by my firm in this case which are  
10 included in this declaration, and I affirm that they are true and accurate to the best of my  
11 knowledge.

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

14  
15 Executed on May 10, 2017 at Memphis, Tennessee.

16  
17 */s/ William W. Heaton*  
WILLIAM W. HEATON

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**ATTESTATION**

I, Steven N. Williams, hereby attest, pursuant to United States District Court, Northern District of California Civil Local Rule 5-1(i)(3), that concurrence to the filing of this document has been obtained from the signatory hereto.

By: /s/ Steven N. Williams  
Steven N. Williams

*In re Capacitors Antitrust Litigation*

Case No. 14-cv-03264-JD

**EXHIBIT A****HEATON AND MOORE, P.C.**

Hours Reported and Lodestar on a Historical Basis

November 1, 2014 – September 30, 2016

<b>Timekeeper</b>	<b>Professional Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Lodestar</b>
William W. Heaton, Partner	Attorney	7.8	\$300.00	\$2,340.00
Robert L. Moore, Partner	Attorney	3.4	\$300.00	\$1,020.00
Partner Name			\$	\$
Of Counsel Name			\$	\$
Senior Associate Name			\$	\$
Senior Associate Name			\$	\$
Senior Associate Name			\$	\$
Associate Name			\$	\$
Associate Name			\$	\$
Associate Name			\$	\$
Nancy Morrow, Senior Paralegal	Paralegal	25.5	\$100.00	\$2,550.00
Senior Paralegal Name			\$	\$
Paralegal Name			\$	\$
Paralegal Name			\$	\$
Paralegal Name			\$	\$
<b>Grand Total:</b>		<b>36.7</b>		<b>\$5,910.00</b>

*In re Capacitors Antitrust Litigation*

Case No. 14-cv-03264-JD

**EXHIBIT B****HEATON AND MOORE, P.C.**

Expenses Incurred

November 1, 2014 – September 30, 2016

<b>EXPENSE CATEGORY</b>	<b>AMOUNT INCURRED</b>
Assessments	\$
Court Costs / Filing Fees	\$
Experts / Consultants	\$
Federal Express / UPS / Ontrac	\$
Postage / U.S. Mail	\$
Service of Process	\$
Messenger / Delivery	\$
Hearing Transcripts	\$
Investigation	\$
Lexis / Westlaw	\$
Photocopies – In House	\$
Photocopies – Outside	\$
Telephone / Telecopier	\$
Travel – Transportation	\$
Travel - Hotels	\$
Travel – Meals	\$
<b>TOTAL:</b>	\$0.00