

**UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF PENNSYLVANIA**

BRADBURN PARENT TEACHER)	
STORE, INC.,)	
)	
On behalf of itself and)	
others similarly situated)	CIVIL ACTION
)	NO. 02-7676 (JP)
Plaintiff,)	
)	
v.)	
)	
3M (MINNESOTA MINING AND)	
MANUFACTURING COMPANY),)	
)	
Defendant.)	

DECLARATION OF GREGORY BARUCH
IN SUPPORT OF APPLICATION FOR
ATTORNEYS' FEES AND EXPENSES

Pursuant to 28 U.S.C. § 1746, Gregory Baruch declares as follows:

1. I am a member of the firm Berry & Leftwich, am one of the Class Counsel in this action, and am an attorney admitted to practice in the State of New York and the District of Columbia. This Declaration is submitted in support of Class Counsel's Application for Attorneys' Fees and Expenses.

2. Class Counsel has expended the following hours in prosecuting the claims in this case:

<u>Attorney</u>	<u>Total Hours</u>	<u>Current Rate</u>	<u>Fees</u>
R. Stephen Berry	2,897.50	\$725.00	\$2,100,687.50
J. Daniel Leftwich	3,646.00	\$500.00	\$1,823,000.00
Gregory Baruch	2,545.75	\$500.00	\$1,272,875.00
Paralegals	1,868.25	\$150.00	\$ 280,237.50
Totals:	10,957.50		\$5,476,800.00

3. Mr. Berry has practiced law for thirty-two years, Mr. Leftwich has done so for eighteen years, and I have practiced law for nineteen years. All of us have extensive experience with class actions and complex litigation (further detail about our qualifications is contained in the Declarations appended to Plaintiff's Motion for Class Certification in this case).

4. In addition, significant time by senior counsel was also expended in this matter that is not reflected in the chart above. Significant time was spent on this case by another lawyer designated as Class Counsel, Charles M. Jones of Jones, Osteen & Jones, who was listed in Best Lawyers in America and a fellow of the American College of Trial Lawyers; however, he is now in very poor health and it has therefore not been possible to obtain records of or to otherwise reconstruct the time he spent. Billy N. Jones, who is Charles M. Jones's partner (but is not otherwise related), has practiced for 35 years, is a former president of the Georgia Trial Lawyers Association, and is a member of the American College of Trial Lawyers. Billy N. Jones has spent several hundred hours on this case, but did not keep time records and his time is therefore not included above. In addition, the above chart reflects only work performed to date. We anticipate that we will continue to expend significant time in the future in connection with the settlement approval hearing and (if approval is granted) the administration of the distribution of proceeds to class members.

5. As the above chart reflects, total attorney hours expended thus far (apart from the unrecorded time expended by Jones, Osteen & Jones) are 9,089.25, and total hours including both attorney and paralegal time are 10,957.50. This time is recorded in the business records of Berry & Leftwich maintained in the ordinary course of business since this case began and is prepared from contemporaneous time records. Time records for all of the above are maintained as business records at the offices of Berry & Leftwich.

6. Since the beginning of this matter, Class Counsel has expended a total of \$952,751.54 in expenses. These expenses are as follows:

Expert Fees	\$687,149.26
Travel	\$60,068.48
Document Reproduction	\$72,491.61
Depositions and Transcripts	\$66,981.46
Class Notice - 2004	\$2,905.11
Settlement Administration	\$33,875.50
Telephone Conference Calls	\$517.80
Couriers	\$595.72
Court Document Retrieval	\$3,107.77
Document Storage	\$6,600.42
Telecopy	\$387.00
Mediation	\$8,497.39
Overnight Delivery	\$4,991.56
Postage	\$50.00
Witness Fees	\$405.00
On-Line Research	\$3,246.76
Pro Hac Vice Admission Costs	\$410.00
Filing Fees	\$150.00
Investigations/Process Service	<u>\$320.70</u>
Total:	\$952,751.54

Apart from \$517.80 for conference calls, we are not seeking reimbursement of long-distance telephone calls, because of the difficulty of separating out the proportion of the firm's bills that are properly attributable to the *Bradburn* case.

7. These expenses are reflected in the books and records of Berry & Leftwich as maintained in the ordinary course of business. These books and records are prepared from expense vouchers, receipts, and check records, are an accurate record of the expenses incurred, and reflect Berry & Leftwich's normal charges. Upon request by the Court, we will promptly provide further backup documentation for everything listed above.

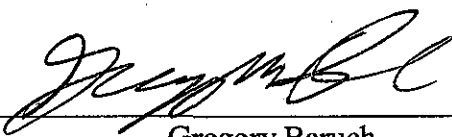
8. In addition, Class Counsel expect to incur approximately the following in additional costs:

Claims Administration	\$23,662.00
Travel Expenses - April 18, 2006 Hearing	\$3500.00
Off-Site Document Storage through June 2007	\$750.00
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	\$27,912.00

The firm will provide further information regarding these anticipated expenses as it becomes available.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 18th day of January, 2007.



Gregory Baruch