

EXHIBIT 12

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: NAVISTAR DIESEL ENGINE
PRODUCTS LIABILITY LITIGATION**

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**C.A. NO. 11-CV-2496
MDL NO. 2223**

DECLARATION OF MITCHELL A. TOUPS

I, Mitchell A. Toups, declare:

1. My name is Mitchell A. Toups. I am over 21 years of age, of sound mind, capable of executing this declaration, and have personal knowledge of the facts stated herein, and they are all true and correct.

2. I am one of the attorneys representing Custom Underground, Inc.; John Barrett; Scott and Heather Gray; Frank Brown Towing, Inc.; Cecil and Tressie Fulton; Karl Strong; Dinnono Enterprises, Inc. d/b/a Cutting Edge Concrete Cutting; Charles Clark; Georgean Vogt; John Prebish; Steve Santilli; Anthony Mawyer; Gena Boggero; Carl Atwell; Phillip Marcum; and James Hutton (collectively, the “Named Plaintiffs”); and the putative class of plaintiffs in the above-referenced proceeding. I am an attorney and a principal of the law firm of Weller, Green, Toups & Terrell, L.L.P. I submit this Declaration in support of Class Counsel’s Motion for an Award of Attorney’s Fees and Expenses.

3. Weller, Green, Toups & Terrell, L.L.P., (“WGTT”) is a four-lawyer firm with a strong support staff, has an outstanding record representing primarily plaintiffs in complex litigation across the United States. WGTT has several lawyers who have been named Texas Super Lawyers or Texas

Rising Stars. Declarant, Mitchell A. Toups has been named Texas Super Lawyer multiple times and a Top 100 Houston Region Attorney and Top Texas Attorney the last nine years.

4. WGTT's typical role in class action litigation is as either lead or co-lead counsel (or in another leadership position). For example, past cases in which WGTT and Mitchell A. Toups have served in such a role include *Wesley v. Colonial*; *City of San Juan v. CP&L*; *King v. City of Austin, Texas*; *White/Hernandez v Equifax* and *Williams A. Ambulance, Inc., et al v. Ford Motor Company*. (See Exhibit "A" attached hereto).

5. While WGTT's primary focus in the area of class actions has been as lead counsel for a putative or certified class, it has on occasion represented objectors with respect to proposed settlements that appeared abusive or defective. In several cases, WGTT was lead or co-lead counsel. Those cases include *In re Hyundai Litigation*, *In re Mass Mutual*, and *Clark v. Equifax*. (See Exhibit "A" attached hereto).

6. In *Clark v Equifax Information Services, Inc.*, a FCRA class action, the district court declined to approve a proposed settlement after a two-day contested hearing in which I presented and cross-examined witnesses, including an expert, advanced by the settlement proponents. Ultimately, after the settlement was modified with WGTT's participation and led by Caddell & Chapman, the court approved the modified settlement and noted "the involvement of Objectors' Counsel aided in improving the final settlement terms," "the value to the class has . . . clearly been improved through the modifications to the Stipulation[s] of Settlement," and "Objectors' Counsel. . . contributed to the final successful settlements."¹

7. Similarly, in *In re Hyundai and Kia Horsepower Litigation*, WGTT, joined by many firms across the country, successfully objected to a proposed coupon-settlement and convinced a

¹ *Franklin E. Clark, et al v. Equifax Information Services, Inc.*, No. 8:00-1218-22, U.S. District Court, South Carolina, Anderson Division

state district court in Texas to *withdraw* preliminary approval for that settlement.¹ Ultimately, WGTT, as Co-Lead Counsel with Caddell & Chapman and Girard Gibbs of San Francisco, obtained a vastly improved settlement which was submitted to and ultimately approved by the superior court in Orange County, California, Judge Stephen J. Sundvold, presiding. In approving the settlement, Judge Sundvold commented that it was “a tremendous accomplishment,” “you’ve done a terrific job,” and the settlement “is as fair and reasonable as could have been arrived at.”²

8. In December 2012, after resolving a high profile and complicated *qui tam* action (*United States of America, ex. Rel. Ivey Woodard v. DaVita Inc.*; United States District Court for the Eastern District of Texas, Civil Case No. 1:05-CV-00227-MAC-ZJH), the Department of Justice approved attorneys’ fees that were based on Weller, Green, Toups & Terrell’s rates, some of which are higher than the rates used in this action. In *DaVita*, the Department of Justice approved the entire requested fee, which was based on the following rates: Mitchell A. Toups (\$725.00); Steven C. Toups (\$575.00); Carrie Cody (\$400.00); Giles Kibbe (\$575.00); Janney Gordon (\$250.00); Lisa Lemke (\$150.00).

9. WGTT’s trial experience, which includes more than 100 jury trials and hundreds of evidentiary hearings, is critical in the handling of a class action. It is important for the Defendants to know that Plaintiffs’ Counsel has extensive trial experience and can competently try a case. Indeed, WGTT has tried numerous complex cases (and evidentiary hearings) against the nation’s top defense firms to a successful completion.

10. To further illustrate the depth of WGTT’s breadth of experience and versatility, Exhibit “A” contains some cases in which WGTT served as lead counsel and co-counsel. Issues in these cases include, but are not limited to class certification, *forum non conveniens* issues, breach of

² *Hermie Bundick, et al v. Hyundai Motor Am.*, Cause No. B-168,410, 60th Judicial District Court of Jefferson County, Texas

contract, tortious interference; choice of law; fraud; product liability; deaths; catastrophic injuries; breach of fiduciary duty; medical malpractice and nursing home abuse; industrial accidents; conspiracy; bailment; theft; price fixing; trade secrets; consumer fraud; insurance bad faith; eighteen-wheeler accidents; and others.

11. Further, since May 13, 1983, I have been, and presently am, a member in good standing of the Bar of the highest court of the State of Texas, where I regularly practice law. I have also been admitted to practice before and am presently a member in good standing of the Bars of the following courts:

Court:	Date Admitted:
United States Supreme Court	06/06/1994
United States Court of Appeals - Fifth Circuit	11/22/1983
United States Court of Appeals – Eleventh Circuit	05/14/2009
United States District Court - Southern District of Texas	12/31/1985
United States District Court - Eastern District of Texas	11/18/1983
United States District Court - Northern District of Texas	10/05/2004
United States Court of Federal Claims (Formerly United States Claims Court)	12/01/1990
Supreme Court of Texas	05/13/1983

12. Although my offices are located in Beaumont, Texas, I have a national practice and handle a wide variety of class action, products liability, and complex commercial and personal injury litigation, primarily on the plaintiffs' side, in jurisdictions across the country, such as Alabama, California, Connecticut, Florida, Georgia, Illinois, Louisiana, Michigan, Missouri, New Jersey, New Mexico, New York, Pennsylvania, South Carolina and Tennessee, where I have been admitted *pro hac vice*.

13. I have substantial experience in complex litigation, including nationwide class action cases, similar in size and scope to this litigation.

14. My firm's lodestar in the Ford 6.0L diesel engine litigation is as follows:

Timekeeper	Description	Total Hours	Billing Rate	Total Lodestar
Mitchell A. Toups	Attorney	1,406.45	\$725.00	\$1,019,676.25
Steven C. Toups	Attorney	81.20	\$575.00	\$46,690.00
Janney Gordon	Paralegal	152.30	\$250.00	\$38,075.00
Seth Reed	Paralegal	76.00	\$250.00	\$19,000.00
Peggy Dean	Paralegal	4.10	\$250.00	\$1,025.00
Monty Christopher	Paralegal	73.50	\$250.00	\$18,375.00
Gabrielle Henriquez	Paralegal	22.70	\$250.00	\$5,675.00
Sarah Myers	Paralegal	20.75	\$250.00	\$5,187.50
Tara Lewis	Paralegal	38.30	\$250.00	\$9,575.00
Total Hours		1,875.30		\$1,163,278.75

15. To understand my significant contribution in this case, one must first understand the history of the 6.0L diesel engine litigation. In November, 2006, I filed the first Ford 6.0L diesel engine case on behalf of ambulance owners in the Eastern District of Texas, which ultimately settled on behalf of approximately 20,000 ambulance owners. I was lead counsel, and then co-lead counsel with the Caddell and Chapman firm, in the settlement that was valued at approximately \$40 Million. Through the course of that litigation, the Caddell and Chapman firm and I realized that there was a much larger class on behalf of non-ambulance owners that were experiencing the same or similar problems with the 6.0L diesel engine as the ambulance owners experienced. Basically, we realized that the experience of the ambulance owners was not unique to those particular vehicles. Sometime after the settlement of the ambulance litigation, the Caddell and Chapman firm and Weller, Green,

Toups & Terrell, LLP, filed the current litigation in this very Court. My individual work included taking the lead or co-lead in depositions of the following individuals:

- Mike Berardi
- Rick Renwick
- Mont Wright
- John Koszewnik
- Jeffrey Eckoff
- Collin Corbal
- Scott Eeley
- David Emerson
- Enio Gomes
- Michael Frohman
- Karl Strong
- Frank Ligon
- Brian Fulton

My firm also participated in the deposition of an expert for the defense, Paul Taylor. I also participated as the co-chair lawyer in charge of the review of over seven million documents, approximately two million of those documents were reviewed in the ambulance litigation, but then because of additional custodians being deposed, those two million documents had to be reviewed again for purposes of preparation for the depositions of the custodians. I also participated in obtaining and working with all of the experts in the case, including an Expert Summit in Arizona, as well as eight days of mediation that culminated in the settlement of this class litigation. Suffice it to say that I was involved in every aspect of the case from the filing of the original complaint, discovery, and almost every deposition in the case, as well as the experts. The Caddell and Chapman firm and the Weller, Green, Toups & Terrell, LLP, firm had already filed a Motion for Class Certification in this case prior to the MDL be formed.

16. I have also attached an Affidavit from Assistant U.S. attorney Michael Lockhart, who was involved in the *DaVita* matter as our primary liaison with regard to the settlement of the *DaVita* matter referenced above. Mr. Lockhart confirms that the hourly rate of the individuals in my firm,

which were submitted in that case, were ultimately approved and paid, not only at the current hourly rate stated in this Declaration, but on a two times multiplier in the *DaVita* litigation in December, 2012.

17. My firm's expenses total \$ 135,100.49 at this time.

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

Signed this 5th day of April, 2013, in Beaumont, Jefferson County, Texas.

/s/ Mitchell A. Toups
Mitchell A. Toups

EXHIBIT A

MITCHELL A. TOUPS

WELLER, GREEN, TOUPS & TERRELL, L.L.P.

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(877) 453-5297
Fax: (409) 832-8577
E-mail: matoups@wgttlaw.com

Exhibit "A"

Mitchell A. Toups

Mitchell A. Toups has appeared as counsel through the United States and has tried hundreds of cases to verdict, judgment or arbitration award. Mr. Toups' accomplishments include:

- J.D., cum laude, in 1982 from Texas Tech University School of Law
- B.B.A. in Finance in 1980 from Lamar University
- Who's Who in American Colleges and Universities in 1978, 1979, and 1980
- Who's Who in American Law Schools in 1982
- Former Editor of the Texas Tech Law Review
- Author of "Admiralty, Fifth Circuit Survey: July 1981-June 1982," 14 Texas Tech Law Review 71 (1983).
- Member of the Order of the Coif and of Phi Kappa Phi Honor Society

- Board Certified – Civil Trial Law, Texas Board of Legal Specialization since 1990
- Board Certified – Personal Injury Law, Texas Board of Legal Specialization since 1989
- Board Certified – Civil Trial Law, National Board of Legal Specialization since 1990

- Law Dragon's Houston Region Top 100 Lawyers – 2007, 2009, 2010
- Texas Super Lawyer – 2003, 2004, 2006, 2007, 2008, 2009, 2010, 2011 and 2012
- Law Dragon's Top Trial Lawyers – 2007, 2009 and 2010
- Texas Super Lawyer Top 100 in the State of Texas – 2011 and 2012

- AV Peer Review Rating by Martindale Hubbell
- Memberships:
 - Jefferson County Bar Association
 - American Bar Association
 - State Bar of Texas
 - Texas Trial Lawyers Association
 - American Trial Lawyers Association.

WELLER, GREEN, TOUPS & TERRELL, L.L.P.

Founded in 1965 (originally named Weller, Wheelus & Green) and located in Beaumont, Texas, Weller, Green, Toups & Terrell, L.L.P. has a national litigation practice. The Firm specializes in complex litigation, including commercial, class action, products liability, catastrophic injury and mass tort litigation.

We work hard because we believe in our justice system and want to have a positive influence on people's lives who have been damaged or suffered irreparable harm. We focus on the needs of the client and represent them in a manner consistent with what they seek to achieve.

We are committed to spending the time and money necessary to fully develop our clients' cases so that their full value can be realized. The value of the firm's total recoveries is in excess of \$1 Billion.

CV OF MITCHELL A. TOUPS

Mr. Toups received his Doctorate of Jurisprudence, cum laude, from Texas Tech University School of Law in 1982. He has been licensed to practice law in the State of Texas since May, 1983. In addition, Mr. Toups is Board Certified in Civil Trial Law and Personal Injury Trial Law by the Texas Board of Legal Specialization; and Board Certified in Civil Trial Law by the National Board of Trial Advocacy. Mr. Toups is A-V rated by Martindale-Hubbell. Mr. Toups has practiced both Defense work and Plaintiffs work over the last 27 years.

Other memberships include the Jefferson County Bar Association; the American Bar Association; the State Bar of Texas; the Texas Trial Lawyers Association; and the American Trial Lawyers Association.

In addition, Mr. Toups has been admitted to practice before, and remains in good standing in the following courts:

COURT	DATE ADMITTED
United States Supreme Court	June 6, 1994
U.S. Court of Appeals – Fifth Circuit	November 22, 1983
U.S. Court of Appeals – Sixth Circuit	October 22, 2010
U.S. Court of Appeals – Seventh Circuit	December, 2008
U.S. District Court - Southern District of Texas	December 31, 1985
U.S. District Court - Eastern District of Texas	November 18, 1983
U.S. District Court - Northern District of Texas	October 5, 2004
United States Court of Federal Claims (Formerly United States Claims Court)	December 1, 1990
Supreme Court of Texas	May 13, 1983

Mr. Toups has also been admitted on a Pro Hac basis in Federal and State Courts around the U.S. and has never been denied admission.

COMPLEX / CLASS LITIGATION EXPERIENCE OF MITCHELL A. TOUPS

Experience involving mass tort litigation and class actions includes some of the following important cases:

Cook vs. Colonial - Lead Counsel for 5,000 Plaintiffs

Cook was a consolidation of 9,000 Plaintiffs pending in the State Court of Jefferson County, Texas regarding the pipeline ruptures in Houston, Texas, in 1994. Class allegations were involved in this case. The case was settled for a confidential amount. This was one of the largest ruptures and leaks of two of the nation's most important pipelines of fuel, oil and gasoline.

Albright v. Aeroquip - Lead Counsel for All Plaintiffs (approximately 100)

Albright was a consolidation of CASES in State Court in Jefferson County, Texas with over 100 Plaintiffs and Decedents regarding the Imperial Food Fire in North Carolina where 25 people died and 80 others were injured. This case involved over 40 defendants. Class allegations were involved in this case although the case was settled for a confidential amount as a mass tort. The Imperial Food Fire was one of the worst in American history.

Adams v. Wveth - Lead Counsel for all 1,200 Plaintiffs

Adams was a consolidated action of over 1,200 Plaintiffs pending in State Court in Jefferson County, Texas. This case settled for a confidential amount. The case involves the Norplant Contraceptive device.

VITEK TMJ LITIGATION - Lead Counsel for ~700 Plaintiffs Individually & Co-Lead Class Counsel

TMJ Litigation - This litigation involves over 10 years of action in State and Federal Court in Texas and Louisiana. Part of the cause of action includes the Methodist Hospital National Class Action which settled in Federal District Court for the Southern District of Texas, Houston Division. The other part of the litigation involves class actions in Louisiana and over 700 individual cases filed in the State of Louisiana and Texas. Over \$100 Million in settlements were achieved in the Class Action and individual cases.

Wesley v. Colonial - Co-Lead Counsel

Wesley v. Colonial - This national class action was pending in the United States District Court for the Middle District of Alabama, Northern Division. This case is settled for all property owners in thirteen (13) states which the Colonial Pipeline traverses. The settlements involved approximately \$500 Million to be spent over 10 years in improvements to the pipeline nationwide to bring the pipeline up to current DOT Guidelines.

HCA National Class Action - Co-Lead Counsel

HCA National Class Action - This action was pending in the United States District Court for the Middle District of Tennessee, Nashville Division. This case involved health care fraud and was settled by the U.S. Government for more than \$1 Billion.

Washington v. Smith-Kline - Co-Lead Counsel

Washington v. Smith-Kline - This national class action was pending in the United States District Court for the Northern District of Alabama, Western Division and then transferred to an MDL action in Connecticut. These cases have now settled on a national basis with millions of dollars returned to patients and healthcare funds that were overbilled for lab tests.

City of San Juan vs. CP&L - Co-Lead Class Counsel

City of San Juan vs. CP&L - Co-Lead counsel in the *City of San Juan vs. CP&L* class action pending in State District Court in Hidalgo County, Texas. This is a class action on behalf of approximately 200 cities in South Texas against a utility company for failure to pay franchise fee taxes. This case was certified as a litigation class and then settled.

In re Hyundai - Co-Lead Counsel

In re Hyundai - This is a consumer class involving approximately 2 Million automobile owners whose horsepower was misrepresented over a period of ten years. This case involves 17 state class actions. The case settled and valued at \$100 Million.

King v City of Austin, Texas - Co-Lead Counsel

King v City of Austin, Texas - This class was certified as a litigation class for 900 police officers for back pay owed to them and a Summary Judgment was entered on both liability and damages for the Plaintiffs. The case was settled.

In re: Mass Mutual (Santa Fe, New Mexico) - Co-Lead Counsel of Objector Group

In re: Mass Mutual - This class was attempted to be settled for no compensation to the class and \$10 Million in attorney's fees to class counsel. After objections were made, the case settled for more than \$180 Million in cash to the class.

In re Blockbuster - Expert regarding Attorney's Fees

Counsel herein recently served as an expert on attorney's fees in the settlement of *In re Blockbuster* in Jefferson County, Texas, which was a consolidation of other actions from around the country. The attorney's fees of \$9 Million were recently approved by the trial court and upheld on appeal.

Clark v. Equifax, Clark v. Transunion, and Clark v. Experian - Co-Lead Objector Counsel

Clark v. Equifax, Clark v. Transunion and Clark v. Experian - Counsel herein was appointed co-lead counsel for a coordinated group of objecting class members who opposed the approval of proposed nationwide class settlements that would have provided only illusory benefits to the class members and would have allowed the defendants to continue to improperly report bankruptcies for consumers who had not actually filed for bankruptcy themselves (but were joint account holders with others who had filed for bankruptcy). Counsel herein was instrumental in ensuring approval of revised settlements that will provide significant relief (valued in the hundreds of millions of dollars) to many consumers nationwide by requiring the defendants to discontinue their improper bankruptcy reporting practices and providing favorable resolution provisions for breaches of the settlement by the Defendants.

In re Cosmetics - US. District Court, Oakland, California

In re Cosmetics - Counsel herein was co-lead for the coordinated objector's group. Counsel was instrumental in making substantial changes to the settlement. Due to the objections, the Court did not approve the original settlement. After substantial changes were made to the settlement the Court approved the settlement on March 8, 2005. The settlement was valued at \$175 Million.

White/Hernandez v Equifax - US District Court, Central District of California

White/Hernandez v Equifax - Counsel herein is one of the counsel for the class in a nationwide class action in the Central District of California regarding an FCRA case against all three credit reporting agencies for failure to accurately report whether a debt has been discharged in bankruptcy. The case settled for \$45 Million cash and injunctive relief worth hundreds of millions and is currently on Appeal to the 9th Circuit.

Jowers v TransUnion - US District Court, Northern District of Illinois

Jowers v TransUnion - Co-Counsel herein is one of the counsel for the class in a nationwide class action in the Northern District of Illinois regarding an FCRA case against credit reporting agency TransUnion for failure to confidential consumer credit information has been sold, leased and/or improperly disclosed by TransUnion in the form of target marketing lists. The case settled for \$75 Million and additional relief making the settlement in excess of \$100 Million. This is the largest FCRA settlement in U.S. history.

Ford EMS Litigation – US District Court, Eastern District of Texas

Williams A. Ambulance v Ford - Co-Counsel herein is one of the counsel for the class in a nationwide class action in the Eastern District of Texas involving ambulance owners with 6.0L diesel engines for breach of warranty on the engines. The case settled and valued at approximately \$40 Million.

Charles vs. Kings Park – Harris County, Texas

Charles vs. Kings Park – Co-counsel for over 250 tenants in a mass tort involving the improper application of Chlordane at an apartment complex, which exposed tenants to harmful levels of this pesticide. The case culminated in a confidential settlement.

In re Hurricane Ike Litigation – Galveston, Texas

In re Hurricane Ike Litigation – Lead Counsel. This case settled with over 1,000 individual cases and a class action with remaining class members. The total settlement is expected to be at least \$189 Million.

U.S.A. ex rel. Ivey Woodard v DaVita Inc. – US District Court, Eastern District of Texas

DaVita Qui Tam – Co-Lead Counsel for Relator, Ivey Woodard. The Government declined intervention and the high profile and complicated *qui tam* ultimately settled for \$55 Million.

COMMERCIAL TRANSPORTATION CASES

Commercial Transportation Cases - I have handled several bus crash cases against companies such as the Coach companies, Greyhound and several independent companies. These cases have included various sizes and types of buses. In addition, I have handled numerous other public transportation/common carrier transportation accident cases, including buses, airplanes, boats/ships, and helicopters. As a result of handling these cases and the accident reconstruction issues that they involve over the course of the past twenty-seven years, I have developed a specialized expertise in the unique areas of laws and regulations that apply, particularly in this case the complex rules and regulations promulgated by the United States Department of Transportation. As a result of the expertise I have developed, over the past five years alone I have been hired in this type of public transportation/common carrier accident cases by clients (typically on the recommendation of their local attorneys) in Texas, New York, New Jersey, Alabama, Connecticut, Canada, the Dominican Republic, Venezuela and Mexico.

CATASTROPHIC CASES

Catastrophic Cases - Over the last 25 years, I have handled hundreds of cases involving explosions; premises liability; brain damage caused by medical negligence or accident; as well as death cases from various accidents and medical negligence cases. These cases are too numerous to list.

COMMERCIAL LITIGATION / CONTRACT DISPUTES

HeatEx Industries v Vardell - Jefferson County, Texas (Contract Dispute)

HeatEx Industries v. Vardell - Counsel herein is lead counsel for HeatEx for a contract dispute in excess of \$5 Million. The dispute involves a contract between two companies concerning the sale of one company to the other company and tortious interference claims.

Revna v. Miller - U.S. District Court, Southern District of Texas (Contract Dispute)

Revna v. Miller - This case involves a contract dispute concerning in excess of \$55 Million in fees between four law firms in Federal Court. The case is still pending.

Naidu v Brask - Louisiana

Naidu v Brask - This case involved a minority shareholder being frozen out by the majority shareholder in Louisiana. The case settled for a confidential amount.

HURRICANE LITIGATION

I have handled over 1,000 individual Hurricane Ike and Rita cases over the last four years, as well as the class action listed above.

INTERNATIONAL LITIGATION

Firestone Tire/Ford Litigation - Lead Counsel (Product Liability)

Firestone Tire/Ford Litigation - Co-Lead Counsel in more than 30 death cases in Mexico and Venezuela. This case settled for a confidential amount.

Valdez - Co-Lead Counsel

Valdez - Lead Counsel in case wherein Venezuelan flagged ship sank in the Gulf of Mexico. All Plaintiffs (11 families) were Venezuelan nationals. This case settled for a confidential amount.

Venezuela Fireman Litigation - Lead Counsel

Fireman Litigation - Lead Counsel in case involving the death of four Venezuelan fireman and the catastrophic injuries of a fifth fireman involving not only personal injuries, but contractual disputes with Leasing/Rental company in the U.S. This case settled for a confidential amount.

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE: NAVISTAR DIESEL ENGINE
PRODUCTS LIABILITY LITIGATION

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§

C.A. NO. 11-CV-2496
MDL NO. 2223

DECLARATION OF MICHAEL WAYNE LOCKHART

I, Michael Wayne Lockhart, declare:

1. My name is Michael Wayne Lockhart. I am over 21 years of age, of sound mind, capable of executing this declaration, and have personal knowledge of the facts stated herein, and they are all true and correct.

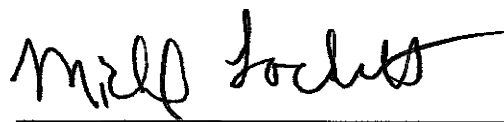
2. I am an Assistant United States Attorney for the Eastern District of Texas. I was the primary liaison attorney for the U.S. Government in a complex *qui tam* action (*United States of America, ex. Rel. Ivey Woodard v. DaVita Inc.*; United States District Court for the Eastern District of Texas, Civil Case No. 1:05-CV-00227-MAC-ZJH).

3. The Department of Justice approved attorneys' fees in the *DaVita qui tam* litigation based on Weller, Green, Toups & Terrell's rates as follows: Mitchell A. Toups (\$725.00); Steven C. Toups (\$575.00); Carrie Cody (\$400.00); Giles Kibbe (\$575.00); Janney Gordon (\$250.00); Lisa Lemke (\$150.00).

4. In *DaVita*, the Department of Justice approved the entire requested fee, which was approximately a two times multiplier due to the complexity of the litigation.

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

Signed this 5th day of April, 2013, in Beaumont, Jefferson County, Texas.

A handwritten signature in black ink, appearing to read "Michael Lockhart", written over a horizontal line.

Michael Wayne Lockhart