

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SIOBHAN MORROW and ASHLEY
GENNOCK, on behalf of themselves and all
others similarly situated,

Plaintiffs,

v.

ANN INC., a Delaware corporation,

Defendant.

Civil Action No. 16-cv-3340(JPO)(SN)

**DECLARATION OF TODD D. CARPENTER IN SUPPORT OF CARLSON LYNCH
SWEET KILPELA & CARPENTER LLP'S APPLICATION FOR AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Todd D. Carpenter, pursuant to 28 U.S.C. §1746, declare as follows:

1. I am a partner at Carlson Lynch Sweet Kilpela & Carpenter ("Carlson Lynch") and submit this declaration in support of final approval of the Settlement and my firm's application for an award of attorneys' fees and for the reimbursement of expenses incurred in the prosecution of the above-captioned litigation (the "Action").

2. By Order dated December 14, 2017, Carlson Lynch was appointed Class Counsel in this Action.

3. The identification and background of my firm and the attorneys who were principally involved in this litigation was previously attached as Exhibit 3 to the Joint Declaration of Joseph P. Guglielmo and Gary F. Lynch In Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Class Settlement and Certification of Settlement Class. *See* ECF No. 61-2.

4. The statements and information in this Declaration are based on my review of the Pro-Law accounting records maintained in the ordinary course of business at Carlson Lynch and

from information provided to me from employees working under my supervision and control. The purpose of the review was to confirm the accuracy of the information, as well as the necessity for, and reasonableness of, the time and expenses committed to this Action. The time reflected in my firm's lodestar calculation was necessary to perform the pre-suit investigation and the litigation of this action to this favorable resolution. I believe that the time reflected in the firm's lodestar calculation and the expenses incurred were necessary for the resolution of the litigation.

5. Carlson Lynch has spent 465.8 hours litigating this Action and 1,073.5 hours investigating it. In preparing the lodestar chart below, I excluded any individual who billed less than 10 hours on this matter. The firm's lodestar totals \$403,862.50.

Partners:	Total Hours:	Hourly Rate:	Lodestar:
Gary Lynch	132.3	@ \$700.00	\$92,610.00
Todd Carpenter	189.4	@ \$650.00	\$123,110.00
Associates:	Total Hours:	Hourly Rate:	Lodestar:
Brittany Casola	68.3	@\$400.00	\$27,320.00
Kevin Abramowitz	44.6	@\$350.00	\$15,610.00
Elizabeth Pollock-Avery	31.2	@\$350.00	\$11,025.00
Paralegals:	Total Hours:	Hourly Rate:	Lodestar:
Jennifer Mule'	287.2	@\$125.00	\$35,900.00
Jessica Nava	364.6	@\$125.00	\$45,575.00
Deborah Ruffalo	421.7	@\$125.00	\$52,712.50
Total:	1539.3		\$403,862.50

6. Carlson Lynch has incurred out of pocket expenses in this Action that total \$ The firm seeks reimbursement for these expenses shown in the chart that follows:

Category	Cost:
Taxi/NY Mediation	528.20
Court Costs	455.00
Meals/NY Mediation	1,655.58
Airfare/NY Mediation	5,181.34
Airport Parking/NY Mediation	190.48
Hotels/NY Mediation	3,011.61
Total:	\$11,022.21

7. All of the time and expense incurred in prosecuting the Action are reflected in the accounting records of Carlson, Lynch, Sweet, Kilpela and Carpenter and in the records of my predecessor firm, Carpenter Law Group. This does not include any time that may be spent in further support of final approval of the Settlement and any time and the expenses which will be incurred in connection with preparing for and attending the Court's Final Approval Hearing on April 19, 2018.

I declare under penalty of perjury that the foregoing is true and correct. Executed February 2, 2018 at San Diego, California.

Todd D. Carpenter

Todd D. Carpenter