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STATE OF TEXAS

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COUNTY OF JEFFERSON

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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 affidavit, and have personal knowledge of the facts stated herein and they are all true and correct.

2. I am an attorney and a member of the law firm of Weller, Green, Toups & Terrell, L.L.P., with offices at 2615 Calder, Suite 400, Beaumont, Jefferson County, Texas 77002, telephone number 409-838-0101.

3. 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.

4. I have been admitted to practice before the following courts:

Court:	Date Admitted:
United States Supreme Court	6/6/94
United States Court of Appeals - Fifth Circuit	11/22/83
United States District Court - Southern District of Texas	12/31/85
United States District Court - Eastern District of Texas	11/18/83
United States Court of Federal Claims (Formerly United States Claims Court)	12/1/90
Supreme Court of Texas	5/13/83

I am presently a member in good standing of the Bars of those courts listed above.

5. Attached hereto as Tab "A" to this Affidavit is the Resume' of Mitchell A. Toups which lists some of my experience as well as my class action experience.

6a. In arriving at the opinions expressed in this affidavit, I consider my experience in class action litigation and in making attorneys' fees petitions myself. I have made several fee applications in the last three years as well as served as an expert on class fees. In the Equifax litigation, I have served as co-lead of the Coordinated Objector's Group along with Mike Caddell and English McCutchen. With regard to the Court's Order regarding fee applications, I have served as the coordinator for obtaining the time and expenses for purposes of submission to the Court. I have personally, along with my staff, audited each timekeeper's time records for accuracy. The purpose of my audit was to submit the most accurate and correct time records to the Court possible and to insure that there were no discrepancies or duplicate entries. I believe, after my personal review of these time records, and based on the Affidavits of my co-counsel attached as Tab B, that they are accurate and correct.

For purposes of the Court's analysis, the most hours submitted by any timekeeper is 237 hours. These hours cover a five month period (September 2003 - January 2004). This averages 47.4 hours per month or 11.3 hours per week for the highest timekeeper. Considering the condensed schedule the Coordinated Objectors have worked under since September, 2003, this is remarkably low considering the complexity of the issues. I have also cross-checked each timekeeper's time to that of other timekeepers to insure accuracy and correctness. I believe the time is in line for each timekeeper based on their assignments/tasks as part of the Coordinated Objector's Group. In addition, each hourly rate appears to be in line with the experience level of the timekeeper listed based on my experience and personal knowledge of them.

As the Court has requested, I have prepared summaries of all time into the four categories (Tabs C, D, E and F respectively per the Court's Order) as well as a summary of all time for all Coordinated Objectors (Tab G). In addition, additional objectors have now joined in this fee application and their summary is included (Tab H1-H4). I have also prepared a summary of expenses for all Coordinated Objectors and Additional Objectors and these expenses are also in line with what I understand each firm did or was asked to do in this case (Tab I). Finally, I have attached an overall summary of all Coordinated Objectors and Additional Objectors (Tab J). The individual time records of the Coordinated Objectors and Additional Objectors are attached (Tabs L and M respectively).

For the Court's information, all time for each timekeeper has been put on the Weller, Green, Toups & Terrell time program and any cross-check can be performed by timekeeper or date. Again, this was done to insure accuracy, the least amount of errors and for the Court's convenience if any other information is needed.

It is my opinion, as co-lead for the Coordinated Objectors, that the Court's Order appointing Mr. Caddell as Lead Counsel for the Coordinated Objectors has reduced any duplicate efforts by the Objectors and has reduced the overall number of hours that may have been billed had this coordination not been undertaken. This opinion is based on my personal review of the hours billed by each timekeeper and my personal knowledge of the tasks requested of each objector in the group. In addition, the blended hourly rate for all Coordinated Objectors is \$314.20/hour. This includes attorneys and paralegals. The blended hourly rate for all attorney timekeepers in the Coordinated Objector Group is \$332.20. This, too, is in line with a reasonable hourly rate for the work performed in this case. In fact, Mr. Caddell's normal rate is \$650 per hour, which is in line with a recent

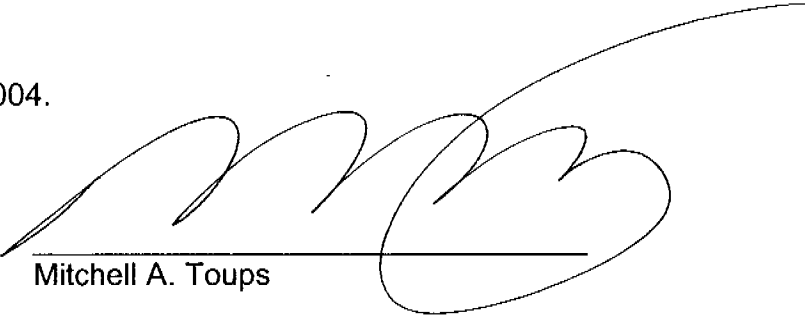
survey by the *National Law Journal* (Tab K). However, the highest hourly rate for any attorney who has submitted time herein is \$475/hour with the lowest hourly rate at \$125/hour. Again, my review of the hourly rates for each attorney is more than reasonable based upon my knowledge of their experience level and contribution to this case.

The total lodestar submitted by the Coordinated Objectors is \$1,079,075.00 (Tab G). The total lodestar submitted by the Additional Objectors is \$87,633.75 (Tab H5). The grand total of all Objectors included in this fee petition is \$1,166,708.75 (Tab J).

It is my opinion based on my experience as class counsel and as an expert with regard to testifying in fee applications that the contributions made by these Objectors warrants a \$7,500,000 fee, which is fair, reasonable and consistent with the contributions made by these Objectors. It is also more than reasonable based on a percentage of the recovery obtained for the class by these Objectors. Further, if the Court performs a lodestar analysis, the average multiplier applied nationwide is in the range of three to six times the lodestar. The Court can also look to the *Sulzer* litigation as a further guide to lodestar analysis wherein the Court awarded as little as 1.25 times the lodestar and as much as 10 times the lodestar to the leadership group. Therefore, it is my opinion that even under a lodestar analysis, an award of \$7,500,000 in fees to these Objectors is more than fair and reasonable for the contribution made by them to the class.

If the Court desires any other information from these time records or any cross references/checks, I will be happy to provide them to the Court.

DATED this 29th day of January, 2004.



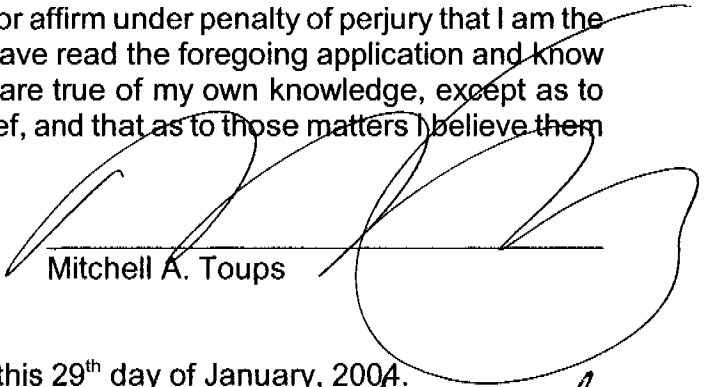
Mitchell A. Toups

STATE OF TEXAS

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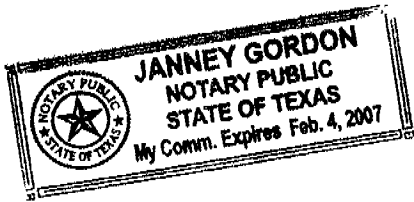
COUNTY OF JEFFERSON

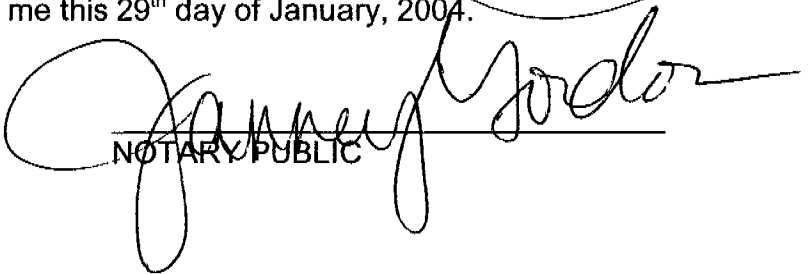
I, Mitchell A. Toups, do hereby swear or affirm under penalty of perjury that I am the applicant in the above-styled matter; that I have read the foregoing application and know the contents thereof; and that the contents are true of my own knowledge, except as to those matters stated on information and belief, and that as to those matters I believe them to be true.



Mitchell A. Toups

Subscribed and Sworn to before me this 29th day of January, 2004.





NOTARY PUBLIC