

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
Northern Division

CARMEN THOMPSON, *et al.*,

*

Plaintiffs,

*

v.

*

Civil Action No. MJG 95-309

UNITED STATES DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT,
et al.,

*

*

Defendants.

*

* * * * *

**PLAINTIFFS' UNOPPOSED MOTION FOR APPROVAL OF
SETTLEMENT OF ATTORNEYS' FEES AND EXPENSES**

Pursuant to a settlement agreement between the Plaintiffs and the Federal Defendants and Rules 54(d)(2) and 23(h) of the Federal Rules of Civil Procedure, Plaintiffs move this Court to (a) approve as reasonable the attorneys' fees and costs to Plaintiffs' counsel for non-PCD-related work in this case in the amount agreed to between the Plaintiffs and the Federal Defendants, as described further below, and (b) approve the manner and method of notice to the Plaintiff Class of the requested award. A proposed order is attached as Exhibit A. The Federal Defendants have authorized Plaintiffs to represent that the Federal Defendants do not oppose the approval of \$6.3 million as a reasonable settlement amount. In support of this motion, Plaintiffs state as follows:

1. This civil rights action was filed in January 1995. Plaintiffs alleged that the Defendants, including the U.S. Department of Housing and Urban Development (HUD), the Housing Authority of Baltimore City (HABC), and the City of Baltimore, created and continued a racially segregated system of public housing in Baltimore City that violated the United States

Constitution, the Fair Housing Act, and other civil rights laws. The Plaintiff Class of African-American past, present, and future residents of Baltimore City family public housing claimed that the Defendants discriminated on the basis of race by locating public housing units only in areas that were predominantly minority and where poverty and assisted housing were concentrated. *See* Am. Compl. (ECF No. 280). The Federal and Local Defendants denied those claims on multiple grounds.

2. Certain parts of the case were settled by the Parties through a Partial Consent Decree (PCD) that was approved by this Court on June 25, 1996 (ECF No. 55), and subsequently amended. In 2002, this Court approved an award of attorneys' fees to Plaintiffs' counsel for work related to the PCD. *See* Report & Recommendation of Mag. J. Grimm, *Thompson v. U.S. Dep't of Hous. & Urban Dev.*, MJG-95-209, 2001 WL 1636517, at *2 (D. Md. Dec. 12, 2001), adopted by Mem. & Order of Feb. 28, 2002 (ECF No. 318).

3. Following a trial on liability in December 2003, this Court ruled in January 2005 that HUD, but not Baltimore City or HABC, had violated the Fair Housing Act of 1968, 42 U.S.C. § 3608(e)(5), by failing to adequately consider regional approaches to desegregation of public housing in the Baltimore Region. *See Thompson v. U.S. Dep't of Hous. & Urban Dev.*, 348 F. Supp. 2d 398 (D. Md. 2005). In the spring of 2006, the Court held a second phase of the trial to consider additional evidence regarding the Fair Housing Act and constitutional claims against HUD, and to address any appropriate relief for these alleged violations of federal law in the event that the Court found HUD liable on either claim.

4. After the trial was completed, but before the Court entered a final judgment, the Parties commenced settlement discussions in September 2009. Settlement negotiations continued under the auspices of then-Magistrate Judge Paul W. Grimm, and a final Settlement

Agreement was executed by the Parties on August 13, 2012, and approved by this Court on November 20, 2012, after notice to the Class and a fairness hearing. (ECF No. 1249).

5. The Settlement Agreement covers all of Plaintiffs' claims and will continue the successful *Thompson* Voucher Mobility Program launched under the *Thompson* PCD by funding vouchers for up to 2,600 families to move to Communities of Opportunity (in addition to 1,800 vouchers previously provided under the *Thompson* PCD). The complete terms of the Settlement Agreement are summarized in the Notice of Proposed Class Action Settlement (ECF No. 1243-3) and the Memorandum of Points and Authorities in Support of Plaintiffs' Motion for Final Approval of Settlement Agreement (ECF No. 1245-2).

6. The attorneys representing Plaintiffs in this case are experienced in complex federal litigation, including class actions and civil rights cases. They practice law at private law firms in Baltimore and Washington, D.C., as well as two leading public interest organizations: the ACLU of Maryland; Brown, Goldstein & Levy, LLP; Jenner & Block LLP (Jenner); the NAACP Legal Defense and Educational Fund, Inc. (LDF); Levy Ratner, P.C.; and Morgan, Lewis & Bockius LLP (Morgan, Lewis). Jenner withdrew after the liability phase, having devoted millions of dollars of attorney hours and hundreds of thousands of dollars in expenses to the case. The ACLU of Maryland approached more than 30 firms and organizations as possible co-counsel to replace Jenner before recruiting LDF and Morgan, Lewis as co-counsel for the remedies phase of the litigation. The attorneys from those firms and organizations who were primarily responsible for the work on this case are set forth in Exhibit D.

7. Other than compensation for work related to the PCD, Plaintiffs' counsel have received no fee payments for the time invested in this case ó over 35,000 hours of attorney time for which Plaintiffs were prepared to seek a lodestar fee. Before adding up that time, Plaintiffs

eliminated time for most time keepers who billed fewer than 50 hours, for more than two attorneys attendance at any deposition, for more than one attorney per firm for any team meeting or conference call, or for less senior attorneys participation at trial on days they did not question witnesses. These eliminations and other exercises of discretion resulted in Plaintiffs writing off over 9,000 hours of work. Summaries of the work performed and time expended, after writing off those 9,000 hours, are set forth in the charts below.

Time Expended by Firm and Litigation Phase

Firm	Hours				
	Case Development	Pleadings	Written Discovery	Depositions	Motions Practice
ACLU - Liability	2,218.2	44.2	1,956.6	788.4	631.8
ACLU - Remedies	498.0	224.6	69.8	243.5	132.3
BGL - Liability	46.9	--	12.4	127.5	345.4
BGL - Remedies	381.0	9.9	15.1	51.8	43.3
Jenner	2,517.5	2.7	1620.1	1,406.8	1,802.2
LDF	1,393.0	6.2	106.5	770.4	366.1
Levy Ratner	--	--	--	--	--
MLB	741.8	91.6	291.9	687.5	310.3
TOTALS:	7,796.4	179.2	4,072.4	4,075.9	3,631.4

Firm	Hours				
	Court Hearings	Trial Preparation	Attending Trial	ADR	Fee Petition Preparation
ACLU - Liability	23.6	802.9	250.3	102.8	13.3
ACLU - Remedies	27.1	824.6	94.6	1,567.8	183.7
BGL - Liability	27.8	557.1	206.5	31.6	5.3
BGL - Remedies	29.2	272.8	79.1	888.3	523.9
Jenner	68.4	1,216.5	439.0	--	26.0
LDF	18.0	1,341.8	147.2	2,071.1	172.8
Levy Ratner	--	--	--	426.1	56.1
MLB	18.7	2,648.5	326.6	354.8	63.8
TOTALS:	212.8	7,664.2	1,543.3	5,442.5	1,044.9

Total Time Expended by Firm

Firm	Total Hours
ACLU - Liability	6,832.1
ACLU - Remedies	3,666.0
BGL - Liability	1,360.5
BGL - Remedies	2,294.4
Jenner	9,099.3
LDF	6,393.1
Levy Ratner	482.2
MLB	5,535.5
TOTALS:	35,663.1

8. Plaintiffs have also advanced over \$1.2 million in costs without reimbursement.

A summary of the costs incurred is set forth in the chart below.

Expenses Incurred by Firm and Type

Expense	Firm						Total
	Jenner	LDF	MLB	ACLU	BGL	Levy Ratner	
Court Costs/ Publication	\$363	\$185	\$250	\$8	--	--	\$806
Deposition Transcripts	\$24,314	--	\$42,785	\$35,581	\$2,995	--	\$105,675
Hearing Transcripts	--	--	--	\$17,659	\$288	--	\$17,947
Copying	\$162,685	--	\$39,448	\$43,576	\$5,483	\$132	\$251,323
Postage	\$113	--	\$39	\$4	\$105	--	\$261
Courier	\$11,213	\$3,296	\$2,185	\$694	\$502	--	\$17,889
Travel	\$47,823	\$60,315	\$27,276	\$3,518	\$2,972	\$3,284	\$145,187
Experts/Prof ^d Services	\$16,965	--	\$194,349	\$362,465	--	--	\$573,779
Records	--	--	--	--	\$37	--	\$37
Research	\$12,188	\$1,247	\$9,866	\$18	\$3,272	\$1,892	\$28,483
Telephone/ Telecopier	\$2,603	--	\$1,318	\$424	\$883	\$88	\$5,315
Trial Expenses	--	--	\$6,817	--	--	--	\$6,817
Outside Litigation Support	\$32,514	--	--	\$17,656	--	--	\$50,170
Business Meals	\$7,500	--	\$3,815	--	--	--	\$11,316
Misc.	\$692	\$4,353	--	\$134	\$336	--	\$5,515
TOTALS:	\$318,972	\$69,396	\$328,194	\$481,736	\$17,512	\$5,396	\$1,221,206

9. This Court is familiar with the difficulty of the questions presented and the high level of skills required of counsel to obtain a successful result for their clients here. This is a historic case for Baltimore and the Baltimore Region, and the Settlement Agreement is monumental in terms of the benefit provided to class members and the Baltimore Region as a whole. As Chief Judge Deborah K. Chasanow stated at the fairness hearing, “[T]his case I think by any measure has taken on an importance beyond the typical, and for very good reason. The issues are obviously of great importance to a great number of people. And that means there’s been an awful lot of hard work that has gone into the litigation and [the] potential settlement of this case.” (Fairness Hr’g Tr. At 4 (Nov. 20, 2012); *see also* Decl. of Support of Hon. Elijah E. Cummings (ECF No. 1245-5) (“The Baltimore Housing Mobility Program is a sound investment. Its benefits are not limited to families who participate. Rather, the program strengthens the entire Baltimore Region.”); Decl. of Support of Robert C. Embry, Jr. (ECF No. 1245-6) (“As this Court recognized in its 2005 ruling, Baltimore can move forward only by taking a regional approach to housing opportunity.”); Decl. of Support of Mel Freeman (ECF No. 1245-7) (“This historic agreement will help to achieve the goals of housing choice and access to opportunity for all who live and work in the Baltimore Region.”)). The comments received from members of the Plaintiff Class, feedback from families participating in the *Thompson Voucher Mobility Program*, and research study of participants in the *Thompson Voucher Mobility Program* confirm the positive impact of the *Thompson Voucher Mobility Program*. *See generally* Memo. in Support of Settlement at 10-16 (ECF No. 1245-2).

10. When this Court provided notice to the class of the settlement agreement (ECF Nos. 887, 1243) and gave class members the opportunity to object to its terms, class members received notice of the provisions of Section XI of the Settlement Agreement, which included a

procedure for the Parties to attempt to reach a resolution of Plaintiffs' claim against Federal Defendants for attorneys' fees, costs, and expenses for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD). Specifically, the Agreement provided for a 60-day period of fee negotiations following the Effective Date of the Settlement Agreement (or such longer period to which the Plaintiffs and the Federal Defendants may agree). The Parties agreed to several extensions of the Fee Negotiation Period in an attempt to reach a resolution of Plaintiffs' claim for non-PCD-related fees and costs. *See* ECF Nos. 1253, 1255, 1257. In March 2013, Plaintiffs provided Federal Defendants with spreadsheets showing attorney time expended and costs advanced through 2012. Federal Defendants responded to Plaintiffs' demand in August 2013, and in September 2013, the Parties agreed to refer Plaintiffs' claim for non-PCD-related fees and costs to mediation.

11. Under the auspices of Judge Grimm, counsel for the Federal Defendants and Plaintiffs engaged in a day-long mediation session, and reached an agreement in principle regarding attorneys' fees and costs, subject to review of an itemized accounting of Plaintiffs' expenses. The proposed award of attorneys' fees and costs is the product of serious, informed, good-faith negotiation among experienced and informed counsel. Judge Grimm's participation in these negotiations provides further evidence that they were at arm's length. *See In re Currency Conversion Fee Antitrust Litig.*, MDL No. 01-1409, 2006 WL 3247396, at *5 (S.D.N.Y. Nov. 8, 2006).

12. On November 19, 2013, Plaintiffs' counsel provided an itemized accounting of their expenses to the Federal Defendants for review.

13. Federal Defendants have reviewed and discussed the information provided with Plaintiffs' counsel, and have agreed to pay \$6.3 million to Plaintiffs' counsel in exchange for

resolution of all of Plaintiffs' claims for attorneys' fees, costs, and expenses for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD).

14. The Parties negotiated the substantive terms of the Settlement Agreement first, and substantive negotiations regarding fees and expenses did not begin until after the Settlement Agreement received final approval from this Court and Defendants had begun to implement the remedies embodied in the Settlement Agreement.

15. The proposed fees and costs are to be paid wholly separate from, and in addition to, the remedies provided to the Plaintiff Class as a result of the Settlement Agreement approved by this Court. The remedies set forth in the Settlement Agreement will not be reduced, delayed, or otherwise affected in any way by the requested award of attorneys' fees and costs.

16. This settlement resolves Plaintiffs' claims for fees, costs, and expenses without either party having to undergo the risk, burden, and expense of further litigation.

17. Rule 23(h) of the Federal Rules of Civil Procedure provides that notice of a motion for an award of attorneys' fees and costs by class counsel must be "directed to class members in a reasonable manner." Here, notice of Plaintiffs' intent to negotiate fees with the Federal Defendants was included in Section XI of the Settlement Agreement (ECF No. 888), to which class members were directed by the notice mailed to them in September 2012 (ECF Nos. 1243-2, 1243-3). Plaintiffs' counsel have also consulted with the named plaintiffs and with members of the *Thompson* Client Advisory Council concerning this fee request, and found no opposition. Plaintiffs' counsel also propose to post notice of this motion, in the form attached as Exhibit C, together with a full copy of the motion, on the websites of LDF and the ACLU of Maryland.

Barbara A. Samuels, Bar No. 08681
American Civil Liberties Union
Foundation of Maryland
3600 Clipper Mill Road, Suite 350
Baltimore, Maryland 21211
(410) 889-8555

Robert H. Stroup
Levy, Ratner, P.C.
80 Eighth Avenue, 8th Floor
New York, NY 10011
(212) 627-8100

Ria Tabacco Mar
NAACP Legal Defense &
Educational Fund, Inc.
99 Hudson Street, Suite 1600
New York, NY 10013
(212) 965-2268

Joshua Civin, Bar No. 28772
NAACP Legal Defense &
Educational Fund, Inc.
1444 I Street, NW 10th Floor
Washington, D.C. 20005
(202) 682-1300

Peter Buscemi
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, D.C. 20004
(202) 739-5190

EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
Northern Division

CARMEN THOMPSON, *et al.*,

*

Plaintiffs,

*

v.

*

Civil Action No. MJG 95-309

UNITED STATES DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT,
et al.,

*

*

Defendants.

*

* * * * *

[PROPOSED] ORDER APPROVING SETTLEMENT OF ATTORNEYS’ FEES AND COSTS AND APPROVING FORM AND MANNER OF CLASS NOTICE

This motion comes before the Court on Plaintiffs’ motion for approval of settlement of attorneys’ fees and costs (“Motion”). After consideration of the written submissions in support of the Motion, as well as the extensive history and record in this case, the Court hereby orders and finds as follows:

1. This class action involved extensive legal proceedings, including full trials on both liability and remedy and over two years of settlement negotiations, leading to a Settlement Agreement approved by the Court.

2. Plaintiffs are entitled to attorney’s fees, expenses, and costs by virtue of the parties’ attorney’s fees settlement agreement. *Cf.* Fed. R. Civ. P. 23(h) (“In a certified class action, the court may award reasonable attorney’s fees and nontaxable costs that are authorized by law or by the parties’ agreement.”).

3. Counsel for Plaintiffs have worked effectively and diligently, representing the Plaintiff Class during the 19 years that this hard-fought case has been pending.

4. Plaintiffs have obtained excellent results in this case, including obtaining a commitment from HUD to fund up to an additional 2,600 vouchers (in addition to 1,800 vouchers previously provided under the Partial Consent Decree), with accompanying mobility counseling, to allow families to move to communities of opportunity throughout the Baltimore Region; substantial programmatic relief, including civil rights reviews of significant HUD decisions related to the Baltimore Region, FHA incentives to encourage development of affordable units in communities of opportunity, and an on-line listing of housing opportunities.

5. The attorneys representing Plaintiffs in this case are an exemplary group experienced in complex federal litigation, including class actions and civil rights cases, from private law firms in Baltimore, Washington, D.C., and New York, as well as from two leading public interest organizations: the ACLU of Maryland; Brown, Goldstein & Levy, LLP; Jenner & Block LLP; the NAACP Legal Defense and Educational Fund, Inc. (LDF); Levy Ratner, P.C.; and Morgan, Lewis & Bockius LLP. From 1996 through 2013, Plaintiffs' counsel have invested over 35,000 hours of attorney time and have advanced over \$1,200,000 in costs for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD). Other than compensation for work related to the PCD, Plaintiffs' counsel have received no fee payments for the time invested in this case.

6. Pursuant to Section XI of the Settlement Agreement, and, later, under the auspices of Judge Grimm, the Parties have engaged in disclosures of information and extensive, contested, arm's length negotiations, which have resulted in Federal Defendants' agreement to pay \$6.3 million to Plaintiffs' counsel to resolve all of Plaintiffs' claims for attorneys' fees, costs, and expenses for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD). In light of the quality and quantity of

the work performed and the costs advanced in this case, as well as the outstanding results obtained, the Court finds that the fees and costs in the amounts agreed to between the Plaintiffs and Federal Defendants are reasonable and justified.

7. This action has been both vigorously prosecuted and zealously defended. The Parties negotiated the substantive terms of the Settlement Agreement first, and substantive negotiations regarding fees and expenses did not begin until after the Settlement Agreement received final approval from this Court and Defendants had begun to implement the remedies embodied in the Settlement Agreement. The proposed fees and costs are to be paid wholly separate from, and in addition to, the remedies, provided to the Plaintiff Class as a result of the Settlement Agreement approved by this Court.

8. The Court finds that there is no evidence of collusion or other impropriety in the Parties' negotiations regarding attorneys' fees and costs. Further, there will be no adverse impact on the Plaintiff Class from the award of attorneys' fees and costs to Plaintiffs' counsel.

9. This settlement reasonably saves the parties from the risk, burden, and expense of further litigation.

10. Accordingly, pursuant to Rules 23(h) and 54(d)(2) of the Federal Rules of Civil Procedure, this Court finds that the proposed awards of attorneys' fees and costs are fair and reasonable, and hereby approves the settlement in the amount of \$6.3 million.

11. The form of the class notice attached as Exhibit C to the Motion (ECF No. _____) is hereby approved.

12. By providing individual notice to the class of the procedure that would be employed to attempt to reach a resolution of Plaintiffs' claim for attorneys' fees and costs in September 2012; by posting notice of this Motion, together with a full copy of it, on the websites

of LDF and the ACLU of Maryland; and by consulting with the named plaintiffs and with members of the *Thompson* Client Advisory Council concerning this motion for attorneys' fees and costs, compliance with Rule 23(h) will have been achieved. Unless the Court receives an objection to the Motion, this approval of the settlement will become final and effective 30 days from the issuance of this Order, and final judgment will be entered accordingly. If the Court receives any objections, it will consider them and then take such action as it deems appropriate.

Dated: _____, 2013

THE HONORABLE MARVIN J. GARBIS
United States District Judge

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
Northern Division

CARMEN THOMPSON, *et al.*,

*

Plaintiffs,

*

v.

* Civil Action No. MJG 95-309

UNITED STATES DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT,
et al.,

*

*

Defendants.

*

* * * * *

[PROPOSED] FINAL JUDGMENT

Pursuant to this Court’s Order Approving Plaintiffs’ Motion for Approval of Settlement of Attorneys’ Fees and Expenses, dated _____, 2014 (ECF No. _____), which is hereby incorporated by reference, it is hereby ordered that final judgment in favor of Plaintiffs and against Defendant United States Department of Housing and Urban Development is entered in the amount of \$6,300,000.00 in attorneys’ fees, expenses, and costs for non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* Partial Consent Decree (PCD)) in accordance with the Order.

Dated: _____, 2014

THE HONORABLE MARVIN J. GARBIS
United States District Judge

EXHIBIT C

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
Northern Division

CARMEN THOMPSON, et al.,

*

Plaintiffs,

*

v.

*

Civil Action No. MJG 95-309

UNITED STATES DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT,
et al.,

*

*

Defendants.

*

* * * * *

**NOTICE OF MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND COSTS**

**TO: AFRICAN-AMERICAN RESIDENTS OF BALTIMORE CITY
FAMILY PUBLIC HOUSING WHO HAVE LIVED (OR MAY LIVE) IN
BALTIMORE CITY FAMILY PUBLIC HOUSING UNITS AT ANY TIME
BETWEEN JANUARY 31, 1995 AND JANUARY 1, 2027.**

If you are African-American and have lived in Baltimore City Family Public Housing at any time since January 31, 1995, or may live there at any time prior to January 1, 2027, you may be part of a Class Action civil rights lawsuit. The Defendants include the United States Department of Housing and Urban Development (“HUD”), the City of Baltimore, and the Housing Authority of Baltimore City (“HABC”). The parties to the lawsuit previously reached a settlement of the lawsuit, which was approved by the United States District Court as fair, adequate, and reasonable.

Plaintiffs’ counsel are now asking the District Court to award them reasonable attorneys’ fees and costs, to be paid by the Federal Government, for their work on this lawsuit. This Notice of Motion for an Award of Attorneys’ Fees and Costs (“Motion”) describes the request for attorneys’ fees and costs.

What is the case about?

This lawsuit is a civil rights class action that was filed in January 1995. It charged that the Defendants created and continued a racially segregated system of public housing in Baltimore City that violated the United States Constitution, the Fair Housing Act, and other civil rights laws. The Plaintiff Class of African-American past, present, and future residents of Baltimore City Family Public Housing claimed that the Defendants discriminated on the basis of race by locating public housing units only in areas that were predominantly minority and where poverty and assisted housing were concentrated.

Certain parts of the case were settled by the parties through a Partial Consent Decree that was approved by the District Court on June 25, 1996. In January 2005, the District Court ruled that HUD, but not Baltimore City or HABC, had violated a provision of the Fair Housing Act by failing to consider regional desegregation and integration policies and by failing to take affirmative steps to promote fair housing. The District Court deferred judgment on the Plaintiffs' constitutional claims until a later phase of the case. The Court held an additional trial in the spring of 2006 to address the remaining issues in the case regarding HUD, including appropriate relief for these alleged violations of federal law. The District Court also reopened the record to consider additional evidence regarding the Fair Housing Act violation. After extensive negotiations among the parties, a settlement agreement was reached and presented to the District Court for its approval, and has now been approved. The settlement was a compromise of disputed claims, and all Defendants deny that they violated the law. This Notice of Motion for an Award of Attorneys' Fees and Costs is not an expression of any opinion by the Court about the merits of any part of the lawsuit.

What are the key elements of the settlement that the court approved?

HUD has agreed to take certain steps to increase residential housing choices for members of the Plaintiff Class, including:

- **Regional Housing Opportunities.** HUD will continue the successful mobility program launched under the *Thompson* Partial Consent Decree, which has provided Housing Choice Vouchers and high-quality housing counseling to assist more than 1,800 families who have voluntarily chosen to move from areas of concentrated poverty in Baltimore City to Communities of Opportunity (neighborhoods with better schools, lower crime, and more

jobs) in Baltimore City and throughout the Baltimore Region. The continued program will fund vouchers and counseling for up to 2,600 additional families over seven years, as described below.

- **Incentives for Affordable Housing Development.** HUD will seek to provide incentives for private housing developers who seek mortgage insurance offered by the Federal Housing Administration to produce affordable multifamily housing in Communities of Opportunity throughout the Baltimore Region.
- **On-line Housing Locator.** HUD will develop an online listing to provide assistance to families in locating public housing and other affordable housing opportunities throughout the Baltimore Region.
- **Regional Opportunity Study.** HUD will sponsor a study of housing opportunity throughout the Baltimore region.
- **Civil Rights Reviews.** For a period of at least three years, HUD will conduct civil rights reviews of particular proposals submitted to HUD for approval, involving certain federally funded housing and community development programs in the Baltimore Region. In these reviews, HUD will pay particular attention to the impact of the proposals, individually and collectively, on the creation of a broader geographic distribution of desegregative housing available to the Plaintiff Class.

In addition, the settlement provided for completion of the Defendants' remaining obligations to develop and/or provide housing opportunities as required by the *Thompson* Partial Consent Decree and related Court orders. Most of these housing opportunities have been completed, but a few projects are still in progress. For instance, the settlement provided for:

- the use of funds previously set aside for the Partial Consent Decree to develop approximately 120 project-based voucher units throughout the Baltimore Region;
- funding for approximately 15 additional *Thompson* homeownership units, and up to 55 homeownership units in total; and

- the development of approximately 100 units of scattered-site housing in Baltimore City intended to replace some of the units that were demolished in 2000 at the Hollander Ridge development operated by HABC.

What is this Motion about?

The attorneys representing Plaintiffs in this case are asking the District Court to award them reasonable attorneys' fees and costs for their work on this lawsuit from 1996 to 2013. The requested fees and costs are to be paid by HUD at no cost to Plaintiffs. The attorneys are not seeking any fees or costs from the Plaintiff Class.

The attorneys representing Plaintiffs are experienced in complex federal litigation, including class actions and civil rights cases, from private law firms in Baltimore, Washington, D.C., and New York, as well as from two leading public interest organizations. A list of the law firms, organizations, and attorneys representing the Plaintiff Class is included on the last page of this Notice. Other than compensation for work related to the Partial Consent Decree, Plaintiffs' counsel have received no fee payments for over 35,000 hours of attorney time invested in this case during the 19 years that this case has been pending. The Federal Government has agreed to pay Plaintiffs' counsel \$6.3 million in attorneys' fees, expenses, and costs.

What happens next?

Unless the Court receives an objection to this Motion, it will approve as reasonable the settlement of attorney's fees between Plaintiffs and the Federal Government in the amount listed above. If the Court receives any objections, it will consider them, and may award all, some, or none, of the requested fees and costs. An award of attorneys' fees and costs will not reduce, delay, or otherwise affect the *Thompson* Voucher Mobility Program or the other remedies provided to the Plaintiff Class described above.

How can I learn more about the case or the Motion?

This Notice is not meant to provide a complete description of the lawsuit, the settlement agreement, or the request for attorneys' fees and costs.

The entire Motion for Approval of Settlement of Attorneys' Fees and Expenses may be obtained on the following websites:

**www.naacpldf.org/case-issue/thompson-v-hud
www.aclu-md.org/our_work/fair_housing**

In addition, the entire settlement agreement is available on those websites.

If you have questions about the settlement or the Motion, you may contact the following civil rights organizations, which serve as counsel for the Plaintiff Class, by telephone or email:

- the ACLU of Maryland (Barbara Samuels, (410) 889-8550 ext. 122, or samuels@aclu-md.org); or
- the NAACP Legal Defense & Educational Fund, Inc. (Joshua Civin, 202-682-1300 or jcivin@naacpldf.org).

You may, of course, seek the advice and guidance of your own attorney if you desire.

Who are the attorneys representing the class?

The attorneys representing the members of the Plaintiff Class include:

Barbara A. Samuels
ACLU of Maryland
3600 Clipper Mill Rd, Suite 350
Baltimore, MD 21211

Andrew D. Freeman
Brown, Goldstein & Levy, LLP
120 E. Baltimore Street, Suite 1700
Baltimore, MD 21202

Joshua Civin
NAACP Legal Defense &
Educational Fund, Inc.
1444 I Street, NW, 10th floor
Washington, DC 20005

Peter Buscemi
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

Robert H. Stroup
Levy Ratner, P.C.
80 Eighth Avenue, 8th floor
New York, NY 10011

Ria Tabacco Mar
NAACP Legal Defense &
Educational Fund, Inc.
99 Hudson Street, 16th floor
New York, NY 10013

EXHIBIT D

NAACP LEGAL DEFENSE AND EDUCATIONAL FUND, INC.

John Payton served as President and Director-Counsel of the NAACP Legal Defense and Educational Fund, Inc. (LDF) from March 2008 until his death in March 2012. As the sixth Director-Counsel of LDF, he had overall management responsibility for the activities and programs of LDF and its staff of approximately twenty lawyers, as well as community organizers and other professionals, who advocate for civil rights primarily in the areas of economic justice, educational opportunities, criminal justice, and political participation. Mr. Payton oversaw LDF's involvement and presented oral argument before the U.S. Supreme Court in *Lewis v. City of Chicago*, 560 U.S. 205 (2010), which vindicated the rights of over 6,000 applicants who sought to become firefighters in the City of Chicago. Before joining LDF, Mr. Payton was a litigator and subsequently elected as a partner in the global law firm now known as Wilmer, Cutler, Hale, and Dorr from 1978 through 1991 and from 1994 through 2008. He headed Wilmer's litigation department from 1998 through 2000. Mr. Payton's practice at Wilmer ranged from complex commercial matters to the most challenging of civil rights matters. For example, he was the lead counsel for the University of Michigan in *Gratz v. Bollinger*, 539 U.S. 244 (2003), and *Grutter v. Bollinger*, 539 U.S. 306 (2003), which held that universities may constitutionally use narrowly-tailored, race-conscious admissions policies to obtain the educational benefits of a diverse student body. He litigated both cases in the trial court and before the Sixth Circuit, and he argued *Gratz* in the U.S. Supreme Court. Mr. Payton also represented the City of Richmond, Virginia and presented oral argument before the U.S. Supreme Court in *City of Richmond v. J.A. Croson Co.*, 488 U.S. 469 (1989). From 1991 to 1994, he served as the Corporation Counsel of the District of Columbia, where he was the District's chief legal officer responsible for managing legal representation for its agencies, officers, and employees. Mr. Payton clerked for Judge Cecil Poole of the U.S. District Court for the Northern District of California after graduating from Harvard Law School in 1977.

Debo Adegbile served as Acting President and Director-Counsel of LDF from 2012-2013 following the untimely passing of John Payton in March 2012. He previously served as LDF's Director of Litigation from 2007-2012 and Associate Director-Counsel and Director of Litigation from 2010-2012. Between 2007-2012, Mr. Adegbile directly oversaw LDF's national civil rights litigation practice in the trial and appellate courts and presented oral argument in defense of the Voting Rights Act before the U.S. Supreme Court in *Shelby County v. Holder*, 133 S. Ct. 2612 (2013). After graduating from New York University School of Law in 1994, he worked as a litigation associate at Paul, Weiss, Rifkind, Wharton & Garrison LLP for seven years. In 2001, Mr. Adegbile joined LDF as an Assistant Counsel in the Political Participation Project, where he worked on a variety of voting and rights related matters. Among other cases, Mr. Adegbile successfully argued against a constitutional challenge to the core federal preclearance provision of the Voting Rights Act of 1965 before the United States Supreme Court in *Northwest Austin Municipal Utility District Number One v. Holder*, 129 S. Ct. 2504 (2009). Mr. Adegbile is currently Senior Counsel to U.S. Senator Patrick Leahy, Chairman of the Committee on the Judiciary.

Jeffrey Robinson is Associate Director-Counsel for Programs and Administration who helps supervise operations at LDF and is active in a range of civil rights matters through legislative and policy advocacy as well as litigation. Prior to joining LDF, Mr. Robinson was a founding

partner of Baach Robinson & Lewis, PLLC. His practice at Baach Robinson included civil litigation, civil rights matters, white collar criminal defense, and public policy advocacy. Among other cases, Mr. Robinson was one of the attorneys for Vice President Gore in the litigation over the results of the 2000 presidential election in Florida. He was also counsel in the leading case in the District of Columbia establishing that targeting African Americans for predatory mortgages is a violation of the Fair Housing Act. During the first term of the Clinton Administration, Mr. Robinson served as Deputy Assistant Attorney General, Office of Legislative Affairs, United States Department of Justice (“OLA”). Mr. Robinson also served as Principal Deputy Corporation Counsel (now “Attorney General”) for the District of Columbia from 1992-1993 and as Minority Chief Counsel, United States Senate Judiciary Committee, Subcommittee on the Constitution from 1987-1988. Mr. Robinson received his J.D. from Yale Law School in 1983.

Robert Stroup joined LDF in 2000 and served as Director of LDF’s Economic Justice Project from 2004 through 2008. Mr. Stroup graduated from the University of Pennsylvania School of Law in 1974 and received an L.L.M. from Emory University in 1988. Prior to his tenure at LDF, Mr. Stroup was in private practice in Atlanta, Georgia from 1974 to 1992 and a trial judge in Atlanta from 1993 to 1997. He then joined Vladeck, Waldman, Elias & Engelhard, a New York City employment law firm, from 1997 until he came to LDF. Currently, Mr. Stroup is a partner at Levy Ratner, P.C., representing unions and employees. Before, during, and after his time at LDF, Mr. Stroup litigated a large number of class action employment discrimination cases and other civil rights matters, including *United States v. City of New York*, 717 F.3d 72 (2d Cir. 2013) (affirming extensive injunctive relief ordered against New York City for hiring discrimination against a class of African-American firefighter applicants); and *Wright v. Stern*, 553 F. Supp. 2d 337 (S.D.N.Y. 2008) (approving \$21 million settlement and significant injunctive relief in class action challenging the failure to promote African-American and Latino employees to supervisory and managerial positions in the New York City Parks Department). He is a former member of the Governor’s New York State Commission on Increasing Diversity in State Employment and a former member of the Board and Executive Committee of the New York Chapter of the National Employment Lawyers Association. He was named one of New York City’s “Super Lawyers” in Employment Litigation in 2012 & 2013 and was recently named by American Lawyer Media and Martindale-Hubbell a 2013 Top Rated Lawyer in Labor & Employment.

Melissa Woods was an Assistant Counsel of LDF’s Economic Justice Project from 1999-2007. While at LDF, Ms. Woods litigated more than a dozen complex class action and individual lawsuits around the country – at the trial and appellate levels – in the areas of affirmative action, school desegregation, fair housing, and employment discrimination. After leaving LDF in 2007, Ms. Woods then served as a Section Chief in the Civil Rights Bureau of the New York State Office of the Attorney General (“OAG”) where she enforced federal, state and local antidiscrimination laws in a variety of areas including employment. Since October 2008, Ms. Woods is Of Counsel to Meyer, Suozzi, English & Klein, P.C., where she represents individuals, unions and union members in all aspects of federal and state litigation, arbitrations and administrative hearings. Ms. Woods received her J.D. from George Washington University School of Law in 1998.

Matthew Colangelo was LDF’s Director of the Economic Justice Project from 2008 through 2010. Mr. Colangelo graduated from Harvard Law School in 2002, where he served as

managing editor of the Harvard Law Review and received the Gary Bellow Award for Public Service. After law school, he clerked for then-Judge Sonia Sotomayor of the U.S. Court of Appeals for the Second Circuit. Mr. Colangelo joined LDF as a Skadden Fellow in 2003. His LDF practice included trial and appellate-level litigation involving employment discrimination, housing discrimination, school desegregation, and environmental justice. Mr. Colangelo left LDF in March 2010 to join the Civil Rights Division of the U.S. Department of Justice and rose to Deputy Assistant Attorney General for Civil Rights. He now serves as Chief of Staff to U.S. Secretary of Labor Thomas Perez.

Melanca Clark joined LDF as Skadden Fellow in 2004. While at LDF, her practice included trial and appellate-level employment and housing discrimination. Prior to joining LDF, Ms. Clark was an associate at Paul, Weiss, Rifkind and Garrison and clerked for Judge Joseph A. Greenway, Jr. of the U.S. District Court for the District of New Jersey. Ms. Clark now serves as Senior Counsel with the Access to Justice Initiative in the U.S. Department of Justice and is currently on assignment as Senior Policy Counsel to the White House Domestic Policy Council. Ms. Clark graduated from Harvard Law School in 2002.

Joshua Civin is Counsel to the Director of Litigation at LDF. While maintaining a trial-level litigation docket in matters involving educational equity, fair housing, and economic justice, Mr. Civin actively participates in LDF's appellate and Supreme Court practice. Previously, Mr. Civin worked at Hogan & Hartson (now Hogan Lovells) from 2006-2009, where he represented public school districts, colleges, and universities in federal and state courts and before government agencies. Mr. Civin graduated from Yale Law School in 2003, studied history at Oxford University as a Rhodes Scholar, and then clerked for Judge Stephen Reinhardt of the U.S. Court of Appeals for the Ninth Circuit and Justice Ruth Bader Ginsburg of the U.S. Supreme Court. In 1994-1997, Mr. Civin represented the First Ward on New Haven, Connecticut's Board of Aldermen.

Ryan Downer joined LDF as a Skadden Fellow from 2009-2011 and also served as an Assistant Counsel from 2011-2012. His practice at LDF included federal trial and appellate-level matters involving employment discrimination, housing discrimination, and environmental justice. Mr. Downer graduated from New York University School of Law in 2008, where he was a Root-Tilden-Kern Scholar. Prior to joining LDF, Mr. Downer clerked for Judge Martha Craig Daughtrey of the U.S. Court of Appeals for the Sixth Circuit. He is currently an associate at Relman, Dane & Colfax PLLC, where he practices primarily in civil rights litigation.

Ria Tabacco Mar joined LDF as Assistant Counsel in the Economic Justice Project in December 2011. She practices primarily in the areas of employment and housing discrimination. Prior to joining LDF, she served as a law clerk to the Honorable Victor Marrero, U.S. District Court for the Southern District of New York, and to the Honorable Julia Smith Gibbons, U.S. Court of Appeals for the Sixth Circuit. Ms. Tabacco Mar also worked as a litigation associate at Cravath, Swaine & Moore LLP. Ms. Tabacco Mar received her J.D. from New York University School of Law in 2008, where she was a Root-Tilden-Kern Scholar.

JENNER & BLOCK

Donald B. Verrilli, Jr. was the managing partner of the D.C. office of Jenner & Block, where he co-chaired the firm's Supreme Court practice. His practice at Jenner concentrated on Supreme Court and appellate practice, First Amendment litigation, telecommunications, and redistricting law. He handled numerous cases in the Supreme Court and the courts of appeals, including *MGM Studios, Inc. v. Grokster*, which established that companies building businesses based on the unauthorized distribution of copyrighted works can be liable for inducing infringement; and *Wiggins v. Smith*, which established principles governing the right to effective assistance of counsel at capital sentencing. Mr. Verrilli maintained an active pro bono practice throughout his career in private practice, and received several awards for his efforts. He also taught First Amendment law as an adjunct professor at Georgetown University Law School from 1992 through 2008. During 1994, he served as Special Counsel to the President, assisting on the confirmation of Justice Stephen Breyer. After leaving Jenner, Mr. Verrilli served as Deputy Counsel to President Obama and as an Associate Deputy Attorney General in the U.S. Department of Justice. Mr. Verrilli was sworn in as the 46th Solicitor General of the United States on June 9, 2011. Mr. Verrilli graduated from Columbia Law School in 1983 and clerked for Judge J. Skelly Wright of the U.S. Court of Appeals for the D.C. Circuit and for Justice William J. Brennan, Jr. of the U.S. Supreme Court.

Susan R. Podolsky was partner at Jenner & Block from 1993-2005 and, prior to her election as partner, an associate at Jenner from 1988-1993. At Jenner, Ms. Podolsky maintained a national practice and was involved in a broad variety of litigation matters ranging from high technology patent cases to simple contract disputed. She has been involved in cases involving telephone technology, environmental and employment issues, as well as construction and design of radio towers, cable company disputes and other telecommunication issues. In addition to her commercial practice, Ms. Podolsky also maintained an active pro bono practice and worked on numerous criminal defense matters as well as cases involving political asylum. After graduating from the University of Virginia School of Law in 1996, she served as a law clerk to Judge Albert V. Bryan, Jr., then-Chief Judge of the Eastern District of Virginia from 1986-1988. Ms. Podolsky currently practices in the Law Offices of Susan R. Podolsky in Alexandria, Virginia.

Brian Hauck was elected partner at Jenner & Block's Washington, D.C. office in 2009, where his practice focused on telecommunications, copyright, and First Amendment law. Mr. Hauck also maintained an active pro bono practice. Previously, he was an associate at Jenner. Mr. Hauck left Jenner to serve as Senior Counsel and Chief of Staff in the Office of the Associate Attorney General, United States Department of Justice. In 2012, he was named the Deputy Assistant Attorney General, Torts Branch, in the Civil Division. Mr. Hauck received his J.D. from Harvard Law School in 2001 and clerked for Judge Karen Nelson Moore of the U.S. Court of Appeals for the Sixth Circuit.

Jared O. Freedman is a partner at Jenner & Block, where he is also a member of the Media and First Amendment and Content, Media & Entertainment Practices. He has represented the record industry and recording artists in a series of proceedings before the United States Copyright Royalty Board. His appellate practice has included drafting several briefs in copyright cases on behalf of the recording industry in the United States Supreme Court and federal courts of

appeals. He has also obtained a victory for major media clients in a Seventh Circuit defamation appeal. Mr. Freedman has an active pro bono practice, including representing a foreign national seeking asylum as a result of persecution in his own country and a death-row inmate in habeas corpus proceedings. He has also successfully represented a petitioner seeking a stay of deportation pending appeal in the United States Supreme Court and has drafted amicus briefs to the Supreme Court on issues such as the constitutionality of federal legislation regulating speech on the Internet. After graduating from Yale Law School in 1997, Mr. Freedman clerked for Judge Michael A. Ponsor, U.S. District Court for the District of Massachusetts, and for Judge Dana Fabe, Alaska Supreme Court.

Jessie K. Liu is a partner at Jenner & Block and a member of the firm's White Collar Defense and Investigations Practice. She began her career with Jenner & Block and returned to the Firm in 2009 after holding a number of significant positions at the Department of Justice. While an Assistant United States Attorney for the District of Columbia, she served as lead counsel in twelve jury trials and argued numerous appeals on behalf of the government. As Deputy Chief of Staff in the National Security Division of the Department of Justice and Counsel to the Deputy Attorney General, she advised the Department's leaders on a wide range of issues, including the national security implications of foreign investment, economic and trade sanctions, export controls, and national security-related civil litigation. Just prior to her return to the firm, she served as Deputy Assistant Attorney General in the Department's Civil Rights Division, where she supervised approximately 100 attorneys in three litigating sections. Ms. Liu received her J.D. from Yale Law School in 1998 and clerked for Judge Carolyn Dineen Kind of the U.S. Court of Appeals for the Fifth Circuit.

Thomas J. Perrelli re-joined Jenner & Block as a partner in 2012 and is the founder and chair of Jenner's Government Controversies and Public Policy Litigation Practice. He represents businesses, governmental entities and their leaders at the intersection of law, business and government regulation, drawing upon a wealth of experience in government service, the Washington, DC political environment and private practice, to provide clients with high-level strategic advice, both litigation and transactional, as well as regulatory compliance guidance and public policy counsel. Mr. Perrelli began practicing law as an associate at Jenner & Block in 1992. He left Jenner in 1997 to serve as counsel to then U.S. Attorney General Janet Reno, rising to the position of Deputy Assistant Attorney General before returning to Jenner & Block in 2001. Over the next eight years, he concentrated his practice in copyright, media and constitutional litigation, as well as complex litigation with a public policy or regulatory component. In 2009, he was nominated by the President and confirmed by the Senate to the position of Associate Attorney General of the United States, the third highest-ranking official in the U.S. Department of Justice. In that capacity, Mr. Perrelli was responsible for the Department's Civil, Antitrust, Civil Rights, Environment and Natural Resources, and Tax Divisions, the United States Trustee Program, the Office of Justice Programs and the Office on Violence Against Women, among others. Among numerous high-level, multi-party negotiations, he led the Government's efforts to negotiate a \$25 billion settlement to resolve claims against financial institutions for servicing of mortgages and negotiated the creation of a \$20 billion fund to compensate victims of the Deepwater Horizon oil spill. Mr. Perrelli graduated from Harvard Law School in 1991 and clerked for Judge Royce C. Lamberth of the U.S. District Court for the District of Columbia.

Pamela Cothran Marsh was an associate at Jenner & Block's Washington, D.C. office. After leaving Jenner, she practiced in Tampa, Florida, before joining the U.S. Attorney's Office in the Middle District of Florida, Tampa Division, where she served approximately 7 years. There, she handled a wide range of cases including international narcotics trafficking, health care and insurance fraud, child exploitation crimes, money laundering, and defense contracting fraud. From 2006-2010, Mrs. Marsh litigated in the Akerman Senterfitt law firm in Tallahassee, where she practiced in the Appellate and White Collar Criminal practice groups. In 2010, she was nominated by President Barack Obama and confirmed by the Senate as the 40th United States Attorney for the Northern District of Florida. Mrs. Marsh received her law degree from Georgetown University Law Center in 1994 and clerked for Judge Jane R. Roth of the U.S. Court of Appeals for the Third Circuit.

Christopher Bracey was an associate at Jenner & Block, where he litigated a variety of civil and criminal matters. He left Jenner to enter academia and taught at Northwestern University School of Law and Washington University School of Law before joining the George Washington University School of Law faculty in 2008, where he is Senior Associate Dean for Academic Affairs and Professor of Law. Professor Bracey is an internationally recognized expert in the fields of U.S. race relations, individual rights, and criminal procedure. He teaches and researches in the areas of the legal history of U.S. race relations, constitutional law, criminal procedure, civil procedure, and civil rights. He graduated from Harvard Law School in 1995 and clerked for Judge Royce C. Lamberth of the U.S. District Court for the District of Columbia.

MORGAN, LEWIS & BOCKIUS

Peter Buscemi is a partner in the Litigation Practice Group in the Washington Office of Morgan, Lewis & Bockius LLP. Mr. Buscemi is the senior member of the Firm's appellate practice. He has argued 15 cases in the Supreme Court of the United States and more than 70 additional cases in other federal and state appellate courts. Mr. Buscemi received his law degree from Columbia in 1976. He served as Writing and Research Editor of the Columbia Law Review. Before law school, Mr. Buscemi received his undergraduate degree from Columbia in 1969, with majors in Government and Mathematics, and a master's degree in Soviet Politics from Princeton in 1971. Immediately after law school, Mr. Buscemi served for a year as a law clerk to Judge Carl McGowan of the U.S. Court of Appeals for the D.C. Circuit. Thereafter, from 1977 to 1981, he was an Assistant to the Solicitor General in the U.S. Department of Justice. During his tenure at the Justice Department, Mr. Buscemi served for five months, from May to October 1980, as a Special Assistant U.S. Attorney in the Eastern District of Virginia. Since leaving the government in 1981, Mr. Buscemi has litigated in private practice. He joined Morgan, Lewis & Bockius LLP in 1986 and became a partner in the Firm's Litigation Practice Group in 1987. Mr. Buscemi's practice has focused on complex civil and appellate litigation. He is a co-author of the "Class Actions" chapter in the West treatise Business and Commercial Litigation in Federal Courts. From 1998 through 2001, Mr. Buscemi served as co-chair of the Appellate Practice Committee of the Section of Litigation of the American Bar Association and as a member of the ABA's Standing Committee on Amicus Curiae Briefs. He also has served two three-year terms as co-chair of the Section of Litigation's Amicus Briefs Committee and two three-year terms as a court-appointed member of the Advisory Committee on Procedures of the

U.S. Court of Appeals for the D.C. Circuit. He is a Fellow of the American Bar Foundation and a member of the American Law Institute.

E. Andrew Southerling is an associate in the Litigation Practice Group in the Washington Office of Morgan, Lewis & Bockius LLP. Mr. Southerling joined Morgan Lewis in 2005. Mr. Southerling's practice concentrates on the representation of corporate and individual clients in major securities and financial litigation, regulatory inquiries, and enforcement investigations and proceedings. He has represented clients before the Department of Justice, the U.S. Securities and Exchange Commission (SEC), the National Association of Securities Dealers, the New York Stock Exchange, and other federal and state regulators. Mr. Southerling has a comprehensive background in securities regulation and enforcement. Prior to joining Morgan Lewis, Mr. Southerling was an enforcement attorney in the Philadelphia District Office of the SEC. During his six-year tenure in that Office, he conducted informal and formal investigations and instituted civil and administrative enforcement actions related to many SEC program areas, including municipal securities, accounting, financial reporting, broker-dealer and investment adviser fraud, and insider trading. He also conducted parallel civil and criminal investigations with the United States Attorney's Office for the Eastern and Western Districts of Pennsylvania and other federal, state, and local agencies. Before his service with the SEC, Mr. Southerling was a litigation associate with the Marshall Dennehey firm in Philadelphia. Mr. Southerling received his law degree from Columbus School of Law at Catholic University in 1994 and his undergraduate degree from Villanova University in 1990. Mr. Southerling's academic background also includes advanced academic coursework at the University of Hamburg and the Goethe Institute.

Edward S. Keefe was an associate in the Litigation Practice Group in the Washington Office of Morgan, Lewis & Bockius LLP from December 2004 through June 2012. Mr. Keefe received his law degree from the University of Pennsylvania Law School in 2000 and his undergraduate degree from Holy Cross in 1993. Prior to joining Morgan Lewis, Mr. Keefe was a trial attorney for several years in the Honors Program of the U.S. Department of Justice, Civil Rights Division. In this role, he served as trial counsel in major voting rights cases in federal courts across the country. Additionally, he served as a special assistant U.S. attorney prosecuting local criminal matters for the U.S. Attorney's Office for the District of Columbia. In private practice, Mr. Keefe represented organizations and individuals in the context of federal and state criminal and civil enforcement matters and litigation involving claims of fraud and abuse. He is experienced in conducting internal investigations involving complex securities fraud and accounting related issues. He also counseled clients on a wide variety of corporate compliance matters. Mr. Keefe has represented clients before both the Department of Justice and the Securities and Exchange Commission. Currently, Mr. Keefe is serving as an enforcement attorney with the recently-created Consumer Financial Protection Bureau in Washington, D.C.

AMERICAN CIVIL LIBERTIES UNION OF MARYLAND

Susan Goering has been Executive Director of the American Civil Liberties Union of Maryland since July 1996. Before that she was the Legal Director of the ACLU of Maryland for nine years (1987-1996), during which time she brought and supervised numerous civil liberties cases, including the *Thompson v. HUD* public housing desegregation class action and the Bradford v. State school finance reform case. Ms. Goering started her career in 1980 as an honors attorney with the U.S. Department of Transportation, before practicing civil litigation with the firm of Benson & McKay in Kansas City, Missouri (1982-1984), where she was involved in a major metropolitan school desegregation case, *Jenkins v. Missouri*, and Allan Kanner and Associates in Philadelphia, Pennsylvania (1984-1986). She speaks frequently on civil liberties and civil rights topics. Ms. Goering received her J.D. from the University of Kansas School of Law, where she was a member of the law review, in 1980.

Barbara Samuels joined the ACLU of Maryland in 1993 as the Managing Attorney for Fair Housing. Ms. Samuels has been the lead ACLU counsel in the *Thompson v. HUD* class action litigation from its inception in 1995. From 1983-1993, she was a staff attorney in the Housing Law Center of the Maryland Legal Aid Bureau, where she represented low income tenants and resident organizations in matters involving federal housing rights, fair housing and landlord-tenant law, including *Dorsey v. Housing Authority of Baltimore City* (984 F.2d 622 (4th Cir. 1993)), *Richmond Tenants' Organization v. Kemp*, 956 F.2d 1300 (4th Cir. 1991), and *Golt v. Phillips*, 308 Md. 1 (1986). Ms. Samuels began practicing law as a legal services staff attorney in Southwest Virginia from 1980 to 1983. Ms. Samuels is a member of the National Housing Law Project's national board of advisors and the board of directors of the Inclusive Communities Project in Dallas, Texas, and previously served on the boards of the Women's Housing Coalition (Pres. 1988-1991), the Baltimore City Mayor's Task Force on Gay and Lesbian Issues (Chair 1992-1995), the Maryland Low Income Housing Coalition, and the Johns Hopkins Hospital AIDS/HIV Community Advisory Board. She received her J.D. with honors from the George Washington University School of Law in 1980.

From 1997 to 2003, when he was called to active duty in the United States Marine Corps, **Dwight Sullivan** was an attorney with the American Civil Liberties Union of Maryland where he litigated a wide range of civil rights and civil liberties cases, including the *Thompson v. HUD* public housing desegregation class action. Mr. Sullivan is currently a civilian Senior Appellate Defense Counsel for the United States Air Force, a judge advocate in the Marine Corps Reserve, in which he holds the rank of Colonel, and an adjunct lecturer at the George Washington University Law School. From 2005 to 2007, Mr. Sullivan served as the Chief Defense Counsel in Office of Military Commissions of the United States Department of Defense, representing Guantanamo Bay detainees. From 2004-2005, he served as an attorney advisor to Chief Judge Gierke of the United States Court of Appeals for the Armed Forces. In 2003, he was mobilized to represent two military death row inmates, ultimately winning reversals of both of their sentences. Mr. Sullivan came to the ACLU of Maryland from ten years of active duty, including assignments as a member of the faculty of the Naval Justice School and with United States Marine Corps Judge Advocate General Corps. Mr. Sullivan has served as a member of the U.S. Court of Appeals for the Armed Forces Rules Advisory Committee, the MSBA Special Committee on Anti-Discrimination Matters, and the Governors' Task Force to Study HIV

Exposure in Maryland Correctional Facilities. He received his J.D. from the University of Virginia in School of Law in 1986 and holds an L.L.M. from the Judge Advocates General School, United States Army.

Eleanor Montgomery is an attorney with Children's Legal Services of Baltimore, where she represents children in all aspects of the child welfare system, including abuse and neglect and termination of parental rights proceedings. She has been employed there from 2006 to the present, and from 1995 to 2001. From November 1994 to December 1995, and again from September 2001 to June 2005, Ms. Montgomery was a staff attorney for the ACLU of Maryland's Fair Housing Project, where she worked on the *Thompson v. HUD* public housing desegregation case. Prior to joining the ACLU of Maryland, Ms. Montgomery practiced a wide range of disability rights law in federal and state courts and administrative proceedings as an attorney with the Maryland Disability Law, where she was employed from 1980 to 1994. Ms. Montgomery is also the founder of 901 Arts, a community arts program for children in the Better Waverly neighborhood of Baltimore City, and has served as co-chair, treasurer and in numerous other capacities for the Better Waverly Community Organization. She received her J.D. from New York University Law School in 1977.

Therese Staudenmaier is the Program Officer for Health and Human Services at the Abell Foundation, where she oversees a portfolio of grants valued at over \$2.8 million across a variety of programmatic areas, including: health care for the uninsured; homeless services; teen pregnancy prevention; mental health; child welfare; and youth development. Prior to joining the Abell Foundation in September 2000, Ms. Staudenmaier was a staff attorney for ACLU of Maryland's Fair Housing Project from 1998 until 2000, where she worked on the class action lawsuit, *Thompson v. HUD*. From 1991 until 1998 she was an associate at the law firm Brown, Goldstein & Levy in Baltimore, where she handled a broad range of cases in state and federal courts. Ms. Staudenmaier received her J.D., with honors, in 1991 from New York University School of Law, where she was an Arthur Garfield Hays Civil Liberties Fellow. She has served on the boards of directors of Baltimore HealthCare Access, the Maryland Citizens' Health Initiative, the Women's Housing Coalition, the Baltimore City Commission on HIV and AIDS, and the Baltimore City Health Department's Health Improvement Planning Council.

Malissa Ruffner is currently a self-employed researcher and archivist, with a focus on historic documents and genealogy. From 2008 to 2012 she was a University Archives Coordinator for the University of Maryland College Park University Libraries and was also a principal in InfoProjects, LLC, a research and information science firm. From 1991 to 1997, Ms. Ruffner was a staff attorney with the ACLU of Maryland, where she worked on major litigation involving school finance (*Bradford v. State of Maryland*) and public housing desegregation (*Thompson v. HUD*). Ms. Ruffner was a founder of the GreenMount School, a parent-run elementary school in Baltimore City, and served as its first director from 1992 until 2000. Ms. Ruffner received her J.D. with honors from the University of Maryland School of Law in 1985, and her M.L.S. from the University of Maryland College of Information Studies in 2002.

BROWN, GOLDSTEIN & LEVY

C. Christopher Brown is a founding partner of Brown, Goldstein & Levy. He is recognized as one of the leading civil rights attorneys in Maryland. In addition to an active litigation practice focused on civil rights, Mr. Brown was also a Professor of Law at University of Maryland School of Law from 1975-2005 and has continued as Professor of Law Emeritus from 2006 to present. He received a J.D. degree in 1968 from Georgetown University Law Center, where he was Editor in Chief of the Georgetown Law Journal. Following his graduation from Law School, Mr. Brown was Motions Clerk for the United States Court of Appeals for the District of Columbia Circuit in 1968-69, and then worked for Legal Aid in D.C. and then Baltimore. As a Legal Aid attorney, he argued three cases before the U.S. Supreme Court. Among the recognition he has received, Mr. Brown is a Fellow of the American College of Trial Lawyers; he has been selected for inclusion in Best Lawyers in America's First Amendment Litigation and Employment Law (Individuals) categories, for Maryland "Top 100 Super Lawyers," and for The Daily Record's Leadership in Law Award; in 2012, the American Civil Liberties Union of Maryland awarded Mr. Brown the Elisabeth Gilman Award for his commitment and impact as General Counsel of the ACLU and his lifetime of legal service to civil liberties, and Baltimore Neighborhoods, Inc. awarded him the inaugural Dickens Warfield Fair Housing Award for successfully advancing fair housing litigation.

Andrew D. Freeman is a partner at Brown, Goldstein & Levy. His law practice focuses on civil and appellate litigation, including civil rights, personal injury, class actions, and commercial litigation. Mr. Freeman has won numerous judgments, trials, and appeals in civil rights and other cases, resulting in numerous awards of millions and tens-of-millions of dollars for his clients. After graduating from Stanford Law School in 1986, he clerked for the Hon. Norman P. Ramsey of the United States District Court for the District of Maryland. Mr. Freeman has been recognized by the Maryland Association for Justice as the state's Trial Lawyer of the Year, by The Daily Record with its "Leadership in Law Award," and included in Best Lawyers in America for mass tort litigation and plaintiffs' class actions. He has served on and chaired numerous boards, including The Family Tree and the Family League of Baltimore City.