

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA

ANGELO R. RESCIGNO, SR.,
Executor of the Estate of CHERYL B.
CANFIELD,

Plaintiff,

vs.

STATOIL USA ONSHORE
PROPERTIES INC., STATOIL
NATURAL GAS LLC and STATOIL
ASA,

Defendants.

) Case No. 3:16-cv-00085-MEM

)
) DECLARATION OF JOHN F.
) HARNES IN SUPPORT OF
) APPLICATION FOR AWARD OF
) ATTORNEYS' FEES AND
) EXPENSES

John F. Harnes, being duly admitted to the practice of law in the State of New York, and admitted *pro hac vice* in this action, hereby declares under penalty of perjury:

1. I am a member of the firm Law Offices of John F. Harnes PLLC, having previously been a member of Chitwood Harley Harnes LLP. I am, together with Douglas A. Clark of the Clark Law Firm and Francis P. Karam of the law

firm Robbins Geller Rudman & Dowd LLP, counsel for Plaintiff Angelo R. Rescigno Sr., Executor of the Estate of Cheryl B. Canfield (“Plaintiff”).

2. I submit this Declaration in support of my firm’s application for an award of attorneys’ fees and expenses/charges (“expenses”) in connection with services rendered in the above-entitled action.

3. Annexed hereto as Exhibit A is the lodestar chart reflecting the hours that my firm devoted in connection with the litigation of this case. The information set forth in that chart is taken from diaries by which I personally record my hours on a daily basis, and was thereafter transferred into electronic format.

4. The number of hours spent on this litigation by my firm is 1,262.75. The lodestar amount for attorney time based on the firm’s current rates is \$1,325,887.50. The hourly rate shown in Exhibit A is the rate I currently charge.

5. My firm seeks an award of \$ 1.897.93 in expenses and charges in connection with the prosecution of the litigation. Those expenses and charges are summarized by category in Exhibit B, annexed hereto.

6. The following is additional information regarding certain of these expenses:

a. Computer Research: This research consists of searches and downloading of filings from court dockets on PACER, and it reflects no subscription fees but only out-of-pocket payments to download specific filings.

b. Other Computer research: This research consists of searches and downloading of filings from a Secretary of State website, and it reflects out-of-pocket payments to download specific filings.

c. Other Research: This research consists of the downloading of treatises related to the oil and gas industry, including, *inter alia*, treatises cited by Defendants in their motions.

d. Travel Expenses: This figure includes hotel and gasoline costs incurred in connection with meetings with Defendants counsel and their experts, and to attend the settlement hearing.

e. Court Costs: This figure reflects a filing fee charged by the Middle District of Pennsylvania.

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from receipts and other documents and are an accurate record of the expenses.

8. A copy of my firm's resume is annexed hereto as Exhibit C.

Executed this 23rd day of September, 2020, at Pawling, New York.


JOHN F. HARNES

CERTIFICATE OF SERVICE

The undersigned counsel does hereby certify that he has this day caused to be served a true and correct copy of the above and foregoing via electronic mail on all counsel of record registered to receive filings via ECF.

/s/ Francis P. Karam

FRANCIS P. KARAM
Pennsylvania Bar # 77910

EXHIBIT A

LAW OFFICES OF JOHN F. HARNES PLLC LODESTAR SUMMARY

Date	Attorney	Hours	Rate	Lodestar
2015	JFH	219.5	\$1050	\$230,475.00
2016	JFH	328.0	\$1050	\$344,400.00
2017	JFH	223.75	\$1050	\$234,937.50
2018	JFH	128.75	\$1050	\$135,187.50
2019	JFH	11.75	\$1050	\$12,337.50
2020	JFH	351.0	\$1050	\$368,550.00
TOTAL				\$1,325,887.50

EXHIBIT B

**Law Offices of John F. Harnes PLLC
Statoil Expenses
As of September 20, 2020**

<u>Case Expenses</u>	<u>Statoil</u>
Computer Research (PACER)	\$282.70
Other Computer Research	\$3.08
Other Research	\$195.98
Office Supplies	\$112.43
Court Costs	\$50.00
Travel Expenses	\$1,253.74
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Total Case Expenses	\$1,897.93

EXHIBIT C

LAW OFFICES OF JOHN F. HARNES PLLC

John F. Harnes is an attorney who has engaged in complex civil litigation for almost forty years, on behalf of both plaintiffs and defendants. More specifically, since his admission to the Bar in 1982, he has specialized almost exclusively in securities and corporate litigation at both the trial and appellate level in Federal court and in state courts throughout the country, from Delaware to Hawaii. His experience in these areas encompasses virtually every area of securities litigation and state corporate law. With respect to the former, he has litigated matters arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, the Investment Advisors Act of 1940, and the related Commodities Exchange Act of 1936. With respect to the latter, he has litigated matters involving a wide array of corporate (and limited partnership) transactions, including, *inter alia*, cases involving corporate freeze-outs, cases involving self-dealing transactions between a majority shareholder or director and the corporation, cases involving interference with the corporate franchise and the enactment of improper by-laws, proxy contests, statutory appraisals, and cases involving corporate reorganizations.

His litigation experience is not only broad, but also deep. He has actively participated, as either lead counsel or second chair, in over two dozen lengthy and complex trials involving all of the areas of corporate law described above, and involving virtually all areas of securities law, including cases under the 1934 Act, the 1933 Act, the Investment Company Act, and the Commodities Exchange Act. Mr. Harnes has argued more than a dozen appeals before appellate courts, including the Supreme Court of Delaware, the New York Court of Appeals, and the First, Second, and Eleventh Circuits. In doing so, he has set, or helped to set, several important precedents, particularly in the area of Delaware corporate law.

Such precedents include:

Kahn v. Lynch Communication Systems, Inc., 638 A.2d 1110 (Del. 1994), a case, recognized as “seminal” by commentators,¹ that established that entire fairness was the applicable standard of review for all controlling shareholder freeze-out mergers;

¹ Knuepfler, *2010 Mergers and Acquisitions Law*, 2010 WL 543735; Levy, *Freeze-Out Transactions the Pure Way*, 106 W.Va. L. Rev. 305 (2004)

Kahn v. Tremont Corp., 694 A.2d 422 (Del. 1997), a decision that clarified that the entire fairness standard, articulated in *Lynch Communication*, was the applicable standard in all transactions where a controlling shareholder stands on both sides of the transaction, and articulated the need of special committees to simulate arm's length bargaining;

Parnes v. Bally Entertainment, 722 A.2d 1243 (Del. 1999), another decision characterized by commentators as "landmark,"² that established the standard for differentiating between a direct and derivative claim in the merger context;

Kahn v. Seaboard Corp., 625 A.2d 269 (Del. Ch. 1993), a decision "often cited as the seminal case for the Delaware Chancery Court's treatment of the statute of limitations in shareholder actions,"³ that established where wrongful self-dealing is alleged against a fiduciary in a derivative action, the statute of limitations does not run against the plaintiff until he or she knew or had reason to know the facts alleged to give rise to the wrong, even absent any affirmative misrepresentation by the fiduciary.

While involved in *Lynch Communications* and *Tremont*, Mr. Harnes was sole lead counsel for the *Seaboard* and *Parnes* decisions.

More recently, Mr. Harnes has been focusing primarily on securities litigation, and was the senior attorney on several cases settling for hundreds of millions of dollars in the past several years, including, *inter alia*, *In re Diamond Foods, Inc. Securities Litigation*, No. 11-cv-05386-WHA (N.D. Cal.) (\$130 million recovery), *In re ArthroCare Corp. Sec. Litig.*, No. 08-cv-00574 (W.D. Tex.), (\$74 million recovery), and in *In re Tycom Ltd. Sec. Litig.*, No. 03-03540 (D.N.J.) (\$79 million recovery).

Mr. Harnes is currently lead counsel in lawsuits involving the tax exemption of federal credit unions.

Bar Admissions: States: New York; U.S. District Courts: SDNY, EDNY, AZ, WI; U.S. Courts of Appeal: 1st, 2nd, 7th, and 11th Circuits.

² Donaldson, *Mapping Delaware's Elusive Divide: Clarification and Further Movement Toward a Merits-based Analysis For Distinguishing Derivative and Direct Claims*, 30 Del. J. Corp. L. 389 (2005)

³ Miello, *In Re MAXXAM—Putting The Plaintiff And Defendant On Even Ground: Defining Standards For Settlement Review And The Statute Of Limitations In Shareholder Actions*, 21 Del. J. Corp. L. 525 (1996). Mr. Harnes was also trial counsel in the MAXXAM case.