

# EXHIBIT D

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

TRUSTEES of the CHICAGO REGIONAL	)	
COUNCIL OF CARPENTERS PENSION FUND,	)	
CHICAGO REGIONAL COUNCIL OF	)	
CARPENTERS WELFARE FUND, and CHICAGO	)	
REGIONAL COUNCIL OF CARPENTERS	)	
APPRENTICE & TRAINEE PROGRAM FUND	)	
	)	CIVIL ACTION
Plaintiffs,	)	
v.	)	07 C 6623
	)	
RITEWAY-HUGGINS CONSTRUCTION	)	
SERVICES, INC. d/b/a RITEWAY CONSTRUCTION	)	Judge Kennelly
SERVICES, INC.	)	
	)	
Defendant.	)	

**DECLARATION OF KAREN M. RIOUX**

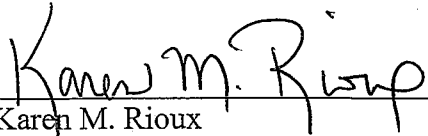
Pursuant to 28 U.S.C. Section 1746, Karen M. Rioux declares under penalty of perjury that the following are true and correct:

1. I am an associate with the law firm of Whitfield, McGann and Ketterman and one of the attorneys assigned to the above captioned case. I have personal knowledge of the facts contained in this Declaration and if called to testify, I would do so in accord with the representations made herein.

2. I am responsible for the preparation of the attorney fees detailed in Exhibit F attached to Plaintiffs' Motion for Entry of Final Judgment. Counsel for Plaintiffs expended the time and billed Plaintiffs the amounts of time which are itemized in Exhibit F. The total fees and costs billed to Plaintiffs for preparing the motions and attending the settlement conferences noted in Exhibit A are \$26,415.00. This amount is reasonable and necessary and has been paid in full

by Plaintiffs.

Dated this 16<sup>th</sup> Day of April, 2010

  
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Karen M. Rioux

**WHITFIELD, MCGANN & KETTERMAN****Billing - Carpenters vs. Riteway-Huggins Concnstruction Services, Inc., Case No. 07cv6623****N7540**

<b>Date</b>	<b>Description</b>	<b>Attorney</b>	<b>Units</b>	<b>Rate</b>	<b>Value</b>
11/06/07	Examine and review Riteway-Huggins audit. Conference with Terrance B. McGann regarding same	KMR	1.00	165.00	165.00
11/12/07	Reviewed the referral and audit report. Meeting with Karen M. Rioux. Prepared and faxed memo to Local 1, 10, 13, 141 and Dan McMahon requesting information	TBM	1.00	220.00	220.00
11/23/07	Draft Complaint for audit refusal and prepare for electronic filing	KMR	2.00	165.00	330.00
11/26/07	Filing Fee	CPW	1.00	350.00	350.00
12/17/07	Examine and review Defendants Answer to Fund's Complaint	KMR	0.75	165.00	123.75
01/17/08	Left message for opposing counsel regarding initiating discovery. Prepare draft of discovery requests	KMR	1.25	165.00	206.25
01/29/08	Examine and review Judge Kennelly's standing orders. Telephone call to opposing counsel to schedule Rule 26 conference.	KMR	0.50	165.00	82.50
02/13/08	Witness Fee	CPW	1.00	50.00	50.00
03/03/08	Conference with Amy Elizabeth Paluch Epton to prepare her for status hearing. Discussion of the case with Attorney Karen M. Rioux. Review of the case file in preparation for the status hearing on March 5, 2008.	KMR	0.25	165.00	41.25
03/04/08	Left message for opposing counsel regarding Plaintiffs' Request for Production of Documents.	AEPE	0.50	175.00	87.50
04/03/08	Correspondence to opposing counsel regarding their delinquent responses to Plaintiffs' Request for Production of Documents. Prepare third party subpoena to be served upon Larry Huggins for the records of Huggins Enterprises.	KMR	0.25	165.00	41.25
04/07/08		KMR	0.75	165.00	123.75

04/29/08	Examine and review Defendant's written response to Plaintiffs' document request. Left telephone message for opposing counsel to set a time to view and copy the requested documents and to inquire as to third party subpoena served upon Larry Huggins for the same documents.	KMR	0.75	165.00	123.75
04/29/08	Telephone conference with opposing counsel setting a date to view records of Riteway-Huggins.	KMR	0.25	165.00	41.25
04/30/08	Correspondence with opposing counsel confirming telephone conversation regarding production of documents. Telephone conference with Egan & Associates to determine documents necessary to complete the audit. Briefly review narrative of audit.	KMR	1.00	165.00	165.00
05/29/08	Examine and review file. Telephone conference with opposing counsel regarding response to subpoena. Begin to draft Rule to Show Cause.	KMR	1.00	165.00	165.00
06/17/08	Appearance before Judge Kennelly for status hearing.	KMR	1.25	165.00	206.25
06/20/08	Fee for copying bank records	CPW	1.00	100.00	100.00
06/30/08	Telephone conference with Larry Huggins. Examine and review Motion for Protective Order filed by Defendant.	KMR	0.75	165.00	123.75
07/03/08	Correspondence with ShoreBank regarding the scop of the subpoena. Telephone conference with attorney for ShoreBank regarding same.	KMR	0.75	165.00	123.75
07/09/08	Examine and review new preliminary audit report including subcontracting work to Huggins Enterprises.	KMR	1.00	165.00	165.00
07/09/08	Correspondence with Egan & Associates regarding Employer's version of the audit.	KMR	0.50	165.00	82.50
07/10/08	Examine and review Rule 34 Document request by Defendants.	KMR	0.75	165.00	123.75
07/14/08	Draft response to Defendants' Rule 34 Document Request. Prepare documents responsive to request.	KMR	2.00	165.00	330.00

07/14/08	Telephone conference with Easter Ingram, former Riteway-Huttins employee to inquire whether she encountered Huggins Enterprises on any jobsites during the audit period	KMR	0.50	165.00	82.50
07/14/08	Examine and review Defendants' Motion for Protective Order	KMR	0.50	165.00	82.50
07/28/08	Telephone conference with opposing counsel regarding scheduling depositions obtaining documents.	KMR	0.25	165.00	41.25
07/30/08	Telephone conference and correspondence to ShoreBank investigatory, Kathy Chorak, to request copies of several checks pursuant to the subpoena. Examine and review bank statement from the various accounts of Riteway-Huggins.	KMR	2.00	165.00	330.00
08/05/08	Draft Motion to Compel Production of Documents. Prepare exhibits, declaration and motion for electronic filing.	KMR	1.25	165.00	206.25
08/06/08	Examine and review Rule 34 Document Request. Prepare for hearing on Motion to Compel Production of Documents.	KMR	0.50	165.00	82.50
08/07/08	Appearance before Judge Kennelly for Motion to Compel. Motion to Compel granted. Defendant to produce the requested documents by August 14, 2008. Conference with Terrance B. McGann regarding same.	KMR	1.25	165.00	206.25
08/27/08	Several telephone calls with opposing counsel. Draft Rule to Show Cause related to Defendant's failure to produce documents. Prepare exhibits and motion for electronic filing.	KMR	1.50	165.00	247.50
09/02/08	Examine and review Rule to Show Cause in preparation for hearing on September 3, 2008.	KMR	0.25	165.00	41.25
09/03/08	Appearance before Judge Kennelly for Rule to Show Cause.	KMR	1.50	165.00	247.50
09/15/08	Examine and review documents produced by Riteway-Huggins to determine whether they have complied with the Rule to Show Cause.	KMR	1.00	165.00	165.00

09/16/08	Appearance before Judge Kennelly for Rule to Show Cause.	KMR	1.50	165.00	247.50
10/03/08	Draft first set of Interrogatories to Defendant. Draft correspondence to opposing counsel regarding dates for the Defendants' depositions.	KMR	2.00	165.00	330.00
10/14/08	Research and analysis of case law regarding shifting the burden of proof to defendant and company's obligation to maintain certain records pursuant to ERISA.	KMR	2.00	165.00	330.00
10/14/08	Examine and review check register produced by Riteway Construction Services. Make notes of all payments to nonsignatory Huggins Enterprises for subcontracting. Prepare notes of all the jobs noted in check register in preparation for deposition of Defendants.	KMR	1.50	165.00	247.50
10/14/08	Examine and review documents produced by Defendants in preparation to conduct depositions.	KMR	1.50	165.00	247.50
10/17/08	Draft outline of questions for Riteway depositions.	KMR	1.50	165.00	247.50
10/21/08	Research regarding sole proprietorships. Research of court docket regarding other ERISA suits filed against Riteway Construction.	KMR	1.50	165.00	247.50
10/22/08	Continue to examine and review documents produced by Defendants to prepare for depositions. Correspondence with opposing counsel regarding depositions.	KMR	1.50	165.00	247.50
10/27/08	Telephone conference with Jim Bormes regarding the depositions of Defendants.	KMR	0.25	165.00	41.25
10/28/08	Revise Motion to Compel. Prepare exhibits and Declaration for electronic filing. Telephone conference with opposing counsel regarding the depositions of Defendant.	KMR	1.00	165.00	165.00
10/28/08	Research and analysis of case law regarding penalties for Defendant's failure to cooperate in discovery.	KMR	1.00	165.00	165.00
10/28/08	Computer Research Fees/CD ROM	CPW	1.00	130.00	130.00

10/29/08	Telephone conference with Jim Rosemeyer regarding Defendant's delinquent reports and the status of the case.	KMR	0.25	165.00	41.25
11/04/08	Draft summary of issues related to Riteway Huggins audit for John Libby in preparation for settlement conference. Examine and review documents produced by Defendant.	KMR	1.00	180.00	165.00
11/04/08	Appearance before Judge Kennelly for Plaintiffs' Motion to Compel. Conference with John Libby regarding a date for an informal settlement conference. Telephone conference with opposing counsel regarding same.	KMR	1.50	180.00	270.00
11/05/08	Correspondence with John Libby regarding issues related to Riteway audit.	KMR	0.50	180.00	90.00
11/06/08	Prepare for and conduct settlement conference with John Libby, Jim Rosemeyer, Larry Huggins and James Bormes. Correspondence to all parties regarding the outcome of the meeting.	KMR	1.50	180.00	270.00
11/13/08	Examine and review correspondence from Earl Oliver regarding payment made by Riteway. Telephone conference with John Libby regarding the same.	KMR	0.50	180.00	90.00
11/17/08	Telephone conference with opposing counsel regarding informal settlement conference. Defendant was unable to obtain the necessary documents to prepare for the meeting. Telephone conference with John Libby regarding the same. Examine and review F&H invoices for contact information to determine whether they performed installation work on Riteway jobs.	KMR	2.00	180.00	360.00
11/19/08	Examine and review correspondence from John Libby regarding delinquent contributions owed by Riteway.	KMR	0.25	180.00	45.00



11/19/08	Telephone conference with Carolyn Santoro, John Libby and opposing counsel regarding documents produced by Huggins related to the audit.	KMR	0.50	180.00	90.00
11/25/08	Telephone conference with Jeff Isaacson regarding 12 E. Erie lease. Begin reviewing lease to determine the responsibilities of the parties.	KMR	0.75	180.00	135.00
11/26/08	Telephone conference with opposing counsel regarding setting up deposition dates for owner of company. Examine and review documents in preparation for conducting the depositions of Larry Huggins and the comptroller of Riteway Huggins Construction. Prepare outline of topics for the deposition.	KMR	0.25	180.00	45.00
12/02/08	Conduct depositions of Larry Huggins and Antonette Coburn. Conference with opposing counsel regarding production of documents and upcoming status hearing before Judge Kennelly.	KMR	2.50	180.00	450.00
12/03/08	Appearance before Judge Kennelly for status. Case has been referred to Magistrate Judge Mason for Settlement Conference.	KMR	4.00	180.00	720.00
12/09/08	Court Reporting Service Fee, Laura L. Kooy	KMR	1.75	180.00	315.00
01/12/09	Prepare rough draft outline for settlement demand.	CPW	1.00	395.25	395.25
01/30/09	Prepare draft of Settlement Demand Letter citing case law in support of Fund's position and a detailed history of the progression of the case.	KMR	1.00	180.00	180.00
02/16/09	Prepare final draft of settlement demand. Prepare exhibit and submit same to opposing counsel.	KMR	1.50	180.00	270.00
02/17/09	Telephone conference with opposing counsel regarding Defendant's response to Plaintiffs' demand. Draft correspondence to Judge Mason regarding settlement conference.	KMR	0.50	180.00	90.00
03/05/09		KMR	0.75	180.00	135.00

03/06/09	Examine and review Defendants' response to the Fund's demand. Prepare correspondence to Judge Mason regarding settlement conference scheduled for March 12, 2009. Correspondence with John Libby and Caroly Santoro regarding same. Prepare notes and documents for settlement conference with Judge Mason.	KMR	0.75	180.00	135.00
03/11/09		KMR	1.00	180.00	180.00
03/15/09	Examine and review revised audit prepared by John Libby based upon documents submitted by Defendant after the first settlement conference.	KMR	0.50	180.00	90.00
03/25/09	Appear before Judge Kennelly on status. Report that case did not settle. Ask for date to file dispositive motion. Advise court that discovery motions are forthcoming. Telephone conference with Karen M. Rioux regarding court's order.	GNF	1.00	210.00	210.00
04/08/09	Computer Research Fees/CD ROM	CPW	1.25	130.00	162.50
04/08/09	Research and analysis of case law regarding defendant's failure to provide documents and discovery. Research regarding burden shifting in audit cases.	KMR	1.00	180.00	180.00
04/09/09	Computer Research Fees/CD ROM	CPW	0.50	130.00	65.00
04/09/09	Research regarding motion for default as a sanction for failure to provide discovery	KMR	1.50	180.00	270.00
04/09/09	Computer Research Fees/CD ROM	CPW	1.00	130.00	130.00
04/09/09	Research regarding non compliance with third party subpoena and Rule 11 Sanctions. Examine and review documents produced by Defendant after discovery to assess the effect this had on the audit findings. Begin rpreparing discovery motion and motion for summary judgment.	KMR	1.50	180.00	270.00
04/13/09	Examine and review file. Prepare rough draft of motion for default judgment. Prepare exhibits.	KMR	1.00	180.00	180.00
04/14/09	Continue do draft motion for default judgment.	KMR	1.00	180.00	180.00

04/14/09	Examine and review case law regarding motion for default as sanction for discovery violation. Continue to draft Motion for Default.	KMR	1.25	180.00	225.00
04/15/09	Prepare final draft of Motion for Default. Conference with Gregory N. Freerksen regarding same. Prepare motion and exhibits for electronic filing	KMR	1.75	180.00	315.00
04/21/09	Appearance before Judge Kennelly for Motion for Default. Conference with opposing counsel regarding settlement.	KMR	1.25	180.00	225.00
05/05/09	Appearance before Judge Kennelly on Defendant's Motion for an Extension of time to file response to Plaintiffs' Motion for Default. Extension granted, Defendant to respond by 05/12/09, Plaintiff to reply by 05/19/09.	KMR	1.25	180.00	225.00
05/12/09	Telephone conference with opposing counsel denying their request for an extension of time to respond to Plaintiffs' Motion for Default.	KMR	0.25	180.00	45.00
05/14/09	Examine and review Defendant's response to Plaintiffs; Motion for Default. Brief research regarding custody and control of documents in preparation to reply to Defendant's argument that they did not possess the documents at issue. Begin to draft Reply in Support of Motion for Default, due 05/19/09. Discuss case with Gregory N. Freerksen who will cover the 05/19/09 motion for leave to file Response one day late, by Defendant.	KMR	2.00	180.00	360.00
05/15/09	Prepare draft Reply in Support of Motion for Default Judgment. Address Defendant's claim that they did not possess the documents during discovery and that Larry Huggins had sole control over all of the documents requested pursuant to Rule 34 and Rule 45 of the Federal Rules of Civil Procedure.	KMR	2.00	180.00	360.00

05/22/09	Prepare final draft of Reply in Support of Motion for Default. Electronically file with court. Draft correspondence to Judge Kennelly for courtesy copy.	KMR	1.50	180.00	270.00
05/28/09	Appearance before Judge Kennelly for ruling on Plaintiffs' Motion for Default. Order entered by Judge Kennelly setting 06/15/09 as the new status date and date for ruling on Motion for Default.	KMR	1.00	180.00	180.00
06/03/09	Telephone conference with opposing counsel regarding rescheduling status hearing.	KMR	0.25	180.00	45.00
06/22/09	Appearance before Judge Kennelly for status. Ruling on Motion for Default to be issued this week. Dispositive motions due by 07/28/09.	KMR	1.00	180.00	180.00
07/07/09	Examine and review Memorandum Opinion and Order issued by Judge Kennelly ordering sanctions against Larry Huggins for discovery violations.	KMR	0.25	180.00	45.00
07/10/09	Draft Motion for Extension of Time. Prepare same for electronic filing with Federal District Court.	KMR	1.25	180.00	225.00
07/16/09	Draft and electronically file Petition for attorney Fees against Defendant as sanctions for discovery violations.	KMR	1.00	180.00	180.00
07/16/09	Appearance before Judge Kennelly on Motion to Extend Time for filing of Dispositive Motions.	KMR	1.25	180.00	225.00
07/20/09	Examine and review banking records of Huggins Enterprises. Research contact information for several payees from that account to determine whether they performed bargaining unit work.	KMR	1.50	180.00	270.00
07/24/09	Continue to examine and review cancelled checks from Huggins Enterprise account. Draft correspondence to opposing counsel requesting information on certain payees.	KMR	1.50	180.00	270.00
07/28/09	Witness Fee	CPW	1.00	26.00	21.00

08/05/09	Appearance before Judge Kennelly for status. Dispositive motions due September 14, 2009	KMR	1.25	180.00	225.00
08/17/09	Correspondence with opposing counsel regarding subcontractor information requested. Review file and prepare documents for meeting with Carolyn Santoro. Telephone conference with Jones and Cleary Roofing to obtain documents.	KMR	1.00	180.00	180.00
08/18/09	Examine and review documents and file in preparation for meeting with Carolyn Santoro and preparing for Motion for Summary Judgment.	KMR	1.50	180.00	270.00
08/19/09	Prepare for and conduct meeting with Carolyn Santoro to review documents subpoenaed from a roofing subcontractor and to prepare case for summary judgment.	KMR	2.00	180.00	360.00
08/19/09	Examine and review documents received from roofing subcontractor, Jones & Cleary.	KMR	0.50	180.00	90.00
08/19/09	Prepare additional subpoenas for service on Riteway subcontractors.	KMR	0.75	180.00	135.00
08/20/09	Examine and review records regarding F&H Doors. Telephone conference with representative from F&H to obtain contract. Examine and review contract. Draft detailed account of all discrepancies and records related to each subcontractor in the audit; draft same for payroll discrepancies for use in Motion for Summary Judgment. Telephone conference with Dena Rice regarding obtaining the auditor's notes related to the subcontractor, Busy Hands & Feet.	KMR	2.00	180.00	360.00
08/26/09	Begin to draft Rule 56.1 Statement of Facts in Support of Motion for Summary Judgment.	KMR	1.75	180.00	315.00
08/27/09	Continue to prepare outline for Memorandum in Support of Motion for Summary Judgment and draft Statement of Facts.	KMR	1.75	180.00	315.00
08/31/09	Examine and review subcontracting documents in preparation for motion for summary judgment.	KMR	1.00	180.00	180.00

08/31/09	Telephone conference with Windee Jenkins regarding the rescheduling of the deposition and documents to be produced.	KMR	0.25	180.00	45.00
09/03/09	Prepare for meeting and meet with John Libby regarding Riteway-Huggins Motion for Summary Judgment.	KMR	1.00	180.00	180.00
09/07/09	Prepare rough draft of Plaintiffs' Rule 56.1 Statement of Facts.	KMR	2.00	180.00	360.00
09/08/09	Continue to draft Statement of Facts. Conference with Terrance B. McGann and review bank statements of Huggins Enterprise pursuant to conversation with John Libby regarding accounting for all of the deposits and withdrawals.	KMR	1.50	180.00	270.00
09/09/09	Continue to draft Statement of Facts for Motion for Summary Judgment. Telephone conference with Carolyn Santoro regarding agreed upon procedures. Telephone conference with Dena Rice regarding payroll calculations.	KMR	3.00	180.00	540.00
09/10/09	Prepare rough draft of Dena Rice Declaration. Telephone conference with Mark Maher regarding 3.5 letter sent to Defendant. Telephone call with Carmen to obtain a copy of the 3.5 letter for use in the Motion for Summary Judgment.	KMR	0.75	180.00	135.00
09/10/09	Draft Declaration of Bob Lid regarding non-union carpentry subcontractors. Prepare invoices of subs and send to Bob Lid for his review.	KMR	0.75	180.00	135.00
09/10/09	Continue to draft memorandum of law in support of Motion for Summary Judgment.	KMR	2.00	180.00	360.00
09/11/09	Continue to draft memorandum of law and statement of facts in support of Motion for Summary Judgment.	KMR	2.50	180.00	450.00

09/14/09	Make final revisions to Memorandum of Law and Statement of Facts. Prepare motion and exhibits for electronic filing. Several telephone calls to Mark Maher and Bob Lid regarding their affidavits.	KMR	1.50	180.00	270.00
09/21/09	Correspondence with opposing counsel regarding sanctions owed to the Funds.	KMR	0.50	180.00	90.00
10/19/09	Review Motion for Extension of Time filed by opposing counsel.	KMR	0.25	180.00	45.00
11/03/09	Appearance before Judge Kennelly for hearing on Defendant's Motion for an Extension of Time to File Its Response to Motion for Summary Judgment.	KMR	1.00	180.00	180.00
11/06/09	Research of case law regarding motion to strike a non-movant's untimely response brief on a motion for summary judgment.	KMR	1.00	180.00	180.00
11/06/09	Computer Research Fees/CD ROM	CPW	1.00	130.00	130.00
11/09/09	Examine and review Defendant's Response to Plaintiffs' Statement of Facts, Defendant's Additional Facts, Defendant's Response to Motion for Summary Judgment and Defendant's Affidavit submitted in support of its Response to Summary Judgment.	KMR	1.00	180.00	180.00
11/09/09	Begin drafting outline for reply brief. Review research regarding striking untimely response briefs. Conference with Terrance B. McGann regarding the same.	KMR	1.50	180.00	270.00
11/10/09	Continue to draft Motion to Strike Response to Motion for Summary Judgment.	KMR	1.00	180.00	180.00
11/10/09	Review Response filed by opposing counsel. Continue to draft outline and arguments for Reply.	KMR	0.50	180.00	90.00
11/11/09	Examine and review exhibits submitted in support of Motion for Summary Judgment. Continue to draft motion to strike portion of Reply Brief.	KMR	1.00	180.00	180.00

11/12/09	Correspondence to John Libby regarding payment from Riteway Huggins for sanctions. Follow up telephone call with John Libby regarding Riteway's Response to our Motion for Summary Judgment.	KMR	0.50	180.00	90.00
11/12/09	Continue to draft Reply in Support of Motion for Summary Judgment.	KMR	1.00	180.00	180.00
11/16/09	Review Defendant's Response to Fund's Motion for Summary Judgment. Begin outline and rough draft of Fund's reply in Support of Summary Judgment on Liability.	KMR	1.00	180.00	180.00
11/17/09	Prepare draft responses to Defendant Rule 56.1 Statement of Facts. Confer with Terrance B. McGann regarding the denial of certain facts.	KMR	1.50	180.00	270.00
11/17/09	Draft introduction and motion to strike portion of Reply Brief. Provide judge with detailed account of categories of payments that Defendant conceded that it owes contributions for.	KMR	1.50	180.00	270.00
11/18/09	Finalize argument section of Reply Memorandum and Response to Defendant's Rule 56.1 Statement of Facts.	KMR	1.00	180.00	180.00
11/18/09	Research and analysis of case law regarding conclusory statements and affidavits used in defendanse of motion for summary judgment.	KMR	1.00	180.00	180.00
11/19/09	Edit and review final version of Reply Brief, Motion to Strike and Response to Defendant's Rule 56.1 Statement of Facts. Prepare same for electronic filing.	KMR	1.00	180.00	180.00
05/15/10	Examine and review Judge Kennelly's ruling on Plaintiffs' Motion for Summary Judgment. Conference with John Libby regarding the same. Review amounts claimed in the motion in order to calculate damages.	KMR	1.00	180.00	180.00
03/29/10	Appearance before Judge Kennelly for status to set date for prove up of damages.	KMR	1.00	180.00	180.00
	TOTALS		151.25	23686.25	\$26,415.00



