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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

AMANDA FRLEKIN, AARON GREGOROFF, SETH DOWLING, DEBRA SPEICHER; AND TAYLOR KALIN, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

APPLE INC.,

Defendant.

Case No. C 13-cv-03451 WHA (lead)
Case No. 13-cv-3775 (consolidated)
Case No. 12-cv-4727 (consolidated)

JOINT DECLARATION OF LEE SHALOV AND KIMBERLY A. KRALOWEC IN SUPPORT OF MOTION FOR AWARD OF ATTORNEYS' FEES AND LITIGATION COSTS

Date: July 7, 2022
Time: 8:00 a.m.
Place: Ctrm. 12, 19th Floor
Judge: Hon. William Alsup

Lee S. Shalov and Kimberly A. Kralowec hereby affirm under penalty of perjury as follows:

1. By Order dated July 16, 2015, our firms, McLaughlin & Stern, LLP ("M&S") and Kralowec Law, P.C. ("Kralowec Law") were appointed Class Counsel for Plaintiffs Amanda Frlekin, Seth Dowling, Aaron Gregoroff, Taylor Kalin, and Debra Speicher and the certified class. We respectfully submit this joint declaration in support of Plaintiffs' motion for an award of attorneys' fees and litigation costs, and, in particular, a proposed allocation of attorneys' fees (subject to Court approval) as between the five law firms that prosecuted the action since 2013.

2. On July 25, 2013, plaintiffs Amanda Frlekin and Dean Pelle commenced an individual and proposed class action against Apple Inc. ("Apple") on behalf of themselves and other hourly paid employees who worked at Apple retail stores (the "*Frlekin* Action"). On October 10, 2013, a Complaint with similar allegations and claims against Apple was filed in this Court by Plaintiff Taylor Kalin (the "*Kalin* Action"). By Order dated October 28, 2013, the Court related the *Frlekin* Action and the *Kalin* Action pursuant to Civil Local Rule 3-12 and thereafter consolidated the *Frlekin* Action and the *Kalin* Action for all purposes pursuant to Federal Rule 42(a). *See* Dkt. No. 214. Unless otherwise indicated, the *Frlekin* Action and the *Kalin* Action are collectively referred to as the "Action."

3. Plaintiffs in the *Frlekin* Action are represented by the law firms of M&S, Kralowec Law and the Law Firm of Louis Ginsberg, P.C. ("Ginsberg P.C.") (collectively "*Frlekin* Counsel"). Plaintiff Taylor Kalin in the *Kalin* Action is represented by the Blanchard Law Group, APC ("Blanchard Law") and the Peter R. Dion-Kindem, P.C. ("Dion-Kindem" and, together with Blanchard Law, "*Kalin* Counsel").

4. The allocation of attorneys' fees as between the five law firms representing plaintiffs and the class is to be made by the Court, unless otherwise directed. In making that determination, Class Counsel wish to make the following proposal that may assist the Court in making an appropriate allocation. The proposal is based on the lodestar figures of the five firms up through a date just prior to the final approval hearing presently scheduled for July 7, 2022

(which will be provided to the Court in a supplemental declaration submitted prior the final hearing), subject to possible reallocation at a subsequent date if Class Counsel perform appellate work or other significant post-final-approval work for the benefit of the class.

a. First, allocate the gross attorneys' fee awarded by the Court between *Frlekin* Counsel on the one hand, and *Kalin* Counsel on the other hand, based on a proportionate lodestar split of each group's respective lodestars.

b. Second, allocate the attorneys' fees awarded to *Kalin* Counsel proportionately between them based on the respective proportionate lodestars of Blanchard Law and Dion-Kindem.

c. Third, make a further allocation of the attorneys' fees awarded to *Frlekin* Counsel to M&S and Kralowec Law based a proportionate split of the two firms' respective lodestars. The lodestar of Ginsberg P.C. is not included in this calculation. The shares resulting from this further allocation are referred to as the "M&S Share" and the "Kralowec Share."

d. Fourth, allocate 12.5% of the M&S Share to Ginsberg P.C. and subtract that amount from the M&S Share.

e. Fifth, allocate 5% of the Kralowec Share to Ginsberg P.C. (up to a maximum sum of $200,000) and subtract that amount from the Kralowec Share.

f. Sixth, cap the total allocation to Ginsberg P.C. at $725,000 such that, if the total allocated to Ginsberg P.C. pursuant to subparagraphs (4)(d) and (4)(e) above exceeds $725,000, the amount allocated to Ginsberg P.C. from the Kralowec Share is reduced accordingly.

5. Class Counsel respectfully submit that the allocation structure proposed above is fair and reasonable and properly compensates the five law firms that worked on the case for their contributions, efforts and results they achieved on behalf of plaintiffs and the class. Class Counsel

will, however, defer to such other allocation as the Court may consider reasonable in its discretion.

Dated: March 25, 2022

/s/ Lee S. Shalov
Lee S. Shalov

/s/ Kimberly A. Kralowec
Kimberly A. Kralowec