

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

MAGDALYNE HILLIARD, *et al.*

Plaintiffs,

v.

DOMINION DENTAL USA, INC., *et al.*,

Defendants.

Civil Action No. 1:19-cv-01050-LMB-MSN

**DECLARATION OF KIM D. STEPHENS IN SUPPORT OF UNOPPOSED MOTION
FOR ATTORNEYS' FEES, COSTS, EXPENSES, AND FOR PLAINTIFF SERVICE
AWARDS**

I, Kim D. Stephens, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I am a principal at the law firm of Tousley Brain Stephens, PLLC in Seattle, Washington. I am one of the attorneys personally involved in the litigation of this matter and served as court-appointed Interim Lead Plaintiffs' Counsel and Settlement Class Counsel in this case. I submit this declaration in support of Plaintiffs' Unopposed Motion for an Award of Attorneys' Fees, Cost, Expenses, and For Plaintiff Service Awards.

2. This declaration addresses the following topics: Section I addresses the work that Plaintiffs performed in this case; Section II addresses the facts and negotiations leading up to the proposed settlement; Section III addresses the strengths of the proposed settlement; Section IV addresses the total attorneys' fees and expenses that Plaintiffs reasonably expended in litigating this case.

I. Work Performed by Plaintiffs in this Case

3. Tousley Brain Stephens, Stueve Siegel Hanson, and the other firms representing plaintiffs in this matter, vigorously and zealously represented the interests of the proposed class

from the inception of this litigation to the present. As described in more detail below, Plaintiffs' counsel researched, prepared, and filed a consolidated class action complaint; litigated two contemporaneously filed motions to dismiss; litigated a motion to compel discovery from Defendants; reviewed hundreds of documents; responded to discovery on behalf of plaintiffs; and fully briefed an appeal to the Fourth Circuit Court of Appeals. The proposed settlement is the result of Plaintiffs' significant litigation efforts over nearly two years of hard-fought litigation.

A. Coordination of Litigation Efforts.

4. As detailed in Plaintiffs' Consolidated Class Action Complaint (Dkt. 89), on or about June 21, 2015, Dominion National announced a data breach of its computer network, which compromised the confidential information of 2,964,778 individuals. Following Dominion National's announcement, three class action complaints were filed in this district and consolidated before this Court.

5. Counsel for each of the filing plaintiffs entered into discussions to see if it would be possible to agree to and propose interim lead counsel and a Plaintiffs' Steering Committee without the need to engage in a contentious and time consuming leadership battle before the Court. Counsel successfully coordinated a leadership slate with Barrett J. Vahle of Stueve Siegel Hanson and me as interim co-lead counsel; Bernard J. DiMuro as local, liaison counsel; and Swathi Bojedla, Thiago M. Coelho, Andrew N. Friedman, Mark S. Goldman, and Matthew D. Schultz as the Plaintiffs' Steering Committee ("PSC"). Together, this leadership team has considerable experience litigating complex class action, including other numerous privacy and data breach cases. Counsel filed an unopposed motion for appointment on October 14, 2019 (Dkt. 54). The Court granted the motion on November 1, 2019. (Dkt. 75).

6. Litigating this case to a successful resolution required substantial commitments of time and resources from Lead and Liaison Counsel, and Counsel on the PSC. We made every effort to litigate this complex case efficiently and effectively.

7. Following the leadership appointment, Mr. Vahle and I spearheaded collaborative efforts to prepare a Consolidated Complaint, begin discovery, and assign tasks to the PSC members. We instituted weekly telephonic status conferences with all PSC members. These weekly meetings continued from appointment until the case was stayed pending appeal to the Fourth Circuit. In advance of these meetings, my firm and Mr. Vahle's firm would coordinate to prepare an agenda which would be circulated prior to the call. These phone conferences allowed us an opportunity to update all PSC members efficiently on case developments, and provided a forum for us to discuss litigation strategy and to assign litigation tasks to PSC members. These meetings were crucial to streamlining litigation efforts and enabling Plaintiffs to move the case forward efficiently and diligently.

8. All work in this case was performed in coordination with Lead Counsel. Plaintiffs' counsel collectively spent 2,257.7 hours litigating this case, with the vast majority of all work performed by my firm and Mr. Vahle's firm (see ¶ 45 below).

9. As Interim Lead Counsel, Mr. Vahle and I set express time and expense guidelines for PSC members reporting common benefit time. We required all firms to keep contemporaneous billing records and to submit time and expense records on a monthly basis. We also carefully defined the time and expenses that firms could bill in a detailed letter which was sent to all PSC Counsel. We strictly enforced these guidelines to ensure that any hours Plaintiffs' counsel billed were solely for efforts spent on matters common to all claimants, and to minimize duplicative work or billing. Lead Counsel reviewed the bills and hourly reports to ensure that any

hours billed were solely for efforts spent on authorized tasks and to minimize duplicative work or billing.

B. Overview of the Litigation.

10. Plaintiffs filed a First Amended Consolidated Class Action Complaint on November 22, 2019 (Dkt. 89). It asserted various claims against Defendants alleging breach of their duties by, *inter alia*: (a) failing to implement and maintain adequate data security practices; (b) failing to detect the data breach in a timely manner; and (c) failing to disclose that its data security practices were inadequate to safeguard class members' sensitive personal information. Plaintiffs asserted several state law claims, including negligence, breach of contract, and violation of Virginia's Consumer Protection Act.

11. From the very inception of this case, Defendants fiercely contested every phase of litigation. Defendants denied Plaintiffs' core allegations, challenged Plaintiffs' legal theories, and opposed Plaintiffs' early discovery efforts.

12. Class Counsel's experience litigating other data breach cases allowed us to prepare and serve targeted discovery requests regarding Defendants' data security and computer systems early in the case. On November 14, 2019, Plaintiffs' counsel served interrogatories and requests for production on Defendants. Although Defendants produced many documents in response to the requests, Defendants refused to produce a copy of a report prepared by its data security consultant, FireEye Mandiant. Defendants alleged that the report was privileged and work-product because Mandiant had been retained by counsel.

13. After conducting an over two-hour meet and confer with opposing counsel, Plaintiffs were forced to file a motion to compel the Mandiant report. Plaintiffs' motion outlined the applicable standards governing the invocation of work-product privilege in the Fourth Circuit

and explained that under governing law, because the report contained factual information regarding the cause and scope of the data breach, which Defendants would have needed to prepare regardless of the potential for litigation, it was not entitled to work product protection. Further, Plaintiffs pointed out that Defendants had informed the public that they had retained and that Mandiant was assisting it with its investigation. Following a hearing before Magistrate Judge Michael S. Nachmanoff, the motion was granted and Defendants were ordered to produce the Mandiant Report and all underlying documents. Obtaining the Mandiant report was a substantial victory for Plaintiffs because it allowed counsel to evaluate the deficiencies in Defendants' data security systems economically without the need to retain Plaintiffs' own expert to conduct the same investigation and analysis from scratch.

14. Defendants served discovery responses on the named Plaintiffs in the Consolidated Complaint on November 27, 2019. PSC members were tasked with coordinating with specific plaintiffs to answer all interrogatories and to gather any responsive documents.

15. Class Counsel also reviewed and analyzed the documents produced by Defendants in preparation for depositions and expert development. Class Counsel also retained a consulting cybersecurity expert to assist with our analysis and review of the documents.

16. On December 13, 2019, Defendants filed motions to dismiss under Federal Rule of Civil Procedure 12(b)(1) and 12(b)(6). Interim lead counsel coordinated researching and drafting the responses to these motions with the assistance and input of PSC counsel. The Dominion and Capital Defendants filed a joint motion to dismiss, and Providence Health Plan filed a separate motion asserting similar arguments regarding standing and additional arguments regarding the negligence, contract, and consumer protection claims asserted against it. (Dkts. 105, 109).

17. Plaintiffs filed responses to these motions which analyzed the complex and evolving issue of Article III standing in the context of a data breach. Additionally, the responses argued that Plaintiffs had adequately pleaded their claims. (Dkts. 120–21). After the motions were fully briefed, the Court set oral argument. On January 17, 2020, Mr. Vahle and I participated in oral argument before the Court. The Court granted the motions under Rule 12(b)(1) as to the Plaintiffs that had not personally experienced identity theft following the data breach, and denied the motions as to the remaining Plaintiffs.

18. Class Counsel filed notices of appeal on behalf of the dismissed Plaintiffs and proceeded with preparing a brief on appeal. Counsel devoted considerable time and effort to the Fourth Circuit appeal. On June 20, 2020, Plaintiffs filed their Opening Brief, which contained a comprehensive analysis of standing for data breach claims in the Fourth Circuit, the district courts within the Fourth Circuit, and other Circuits. Similar effort was expended preparing the reply brief, which was filed August 3, 2020. These briefs were drafted by Mr. Vahle’s and my law firms without the need to retain separate appellate counsel. The Fourth Circuit set oral argument for March 11, 2021. My partner, Jason Dennett, was assigned to argue the case before the panel and, with the assistance of our colleague, Rebecca Solomon, devoted a substantial amount of time reviewing the briefing and case law in preparation for argument.

19. On March 8, 2021 (as discussed below), the parties executed a term sheet with the material, substantive terms of a settlement. The parties promptly informed the Fourth Circuit and requested that the Court cancel the oral argument and remand the case to the district court for consideration of the settlement under Rule 23. The Fourth Circuit cancelled oral argument, remanded to the district court for the limited purpose of reviewing the settlement, and instructed the parties to file status reports every 30 days.

20. Class Counsel continues to file joint status reports before the Fourth Circuit on a monthly basis.

C. Efforts of Individual Plaintiffs

21. Each of the Plaintiffs did everything required of him or her to represent the best interests of the class in this Litigation. In addition to the efforts Plaintiffs undertook in retaining their respective counsel, and investigating and preparing their initial complaints, each Plaintiff went through a vetting process with Class Counsel before Class Counsel selected them as representatives in the Consolidated Complaint.

22. During the case, Plaintiffs assisted Plaintiffs' counsel in responding to requests for production and interrogatories from Defendants.

23. Each of the Plaintiffs also communicated with Plaintiffs' counsel regarding the terms of the settlement and reviewed the Settlement Agreement. Their efforts throughout this litigation were essential to bringing about the settlement.

II. Settlement Negotiations

24. Following the Court's ruling on the motions to dismiss, the parties began discussions regarding settlement. These discussions continued from February 2020 through March 2021. In February 2020, Plaintiffs prepared and sent Defendants the first draft of a term sheet. Pursuant to the Fourth Circuit's rules, a mediator was appointed to assist the parties regarding potential resolution of their dispute. Cynthia Mabry-King was appointed by the Fourth Circuit for this purpose in March 2020. Between March and June 2020, Ms. Mabry-King facilitated the exchange of revised versions of the term sheet and discussed terms with the parties

in phone conferences. Due to COVID-19, it was not possible to conduct an in-person mediation. When settlement discussions stalled, the parties moved forward with filing their appellate briefs.

25. Although mediation with Ms. Mabry-King was not successful, in late summer 2020, the parties resumed discussions about a possible global resolution and made additional revisions to the term sheet. These discussions included extensive negotiations of prospective commitments by Defendants regarding their data security practices, with multiple rounds of review by Plaintiffs' consulting cybersecurity expert. On February 26, 2021, the parties reached an agreement on relief to the class and turned to negotiating attorneys' fees and costs, and service awards. Class Counsel negotiated all consideration for the class before negotiating fees, costs and service awards, which will be paid separately by Dominion upon this Court's approval and will not diminish in any way the consideration available to the class.

26. On March 8, 2021, the Parties executed a term sheet which contained the material, substantive provisions of the agreed settlement.

27. On April 2, 2021, counsel for Defendants circulated a proposed settlement agreement. Between April 2, 2021 and May 13, 2021, counsel exchanged multiple drafts of the settlement agreement to finetune issues related to notice, release, and claims administration, including the selection of an appropriate claims administrator. Meanwhile, Class Counsel prepared and circulated drafts of the exhibits to the settlement, which included the parameters of injunctive relief, the draft claim form, short and long form notices, a proposed order on preliminary approval, and a proposed final judgment.

28. Class Counsel, along with Defendants' counsel solicited bids from potential claims administrators, ultimately agreeing on offering Angeion Group for appointment as the claims administrator.

29. On May 18, 2021, the parties agreed to final versions of the settlement agreement and exhibits. A copy of the final, executed Settlement Agreement, along with the exhibits thereto, was previously filed with the Court. (Dkt. 146-1).

30. Contemporaneously, Class Counsel prepared a motion for preliminary approval and for issuance of notice. (Dkt. 144). The motion was filed on May 18, 2021 and approved by the Court on May 20, 2021. (Dkt. 149).

31. Class Counsel worked closely with Angeion before and following Preliminary Approval to finalize the various notice and claim forms to make sure they were legally sufficient and easy for class members to understand. Since this Court granted Preliminary Approval of the Settlement, Class Counsel has worked with the claims administrator, Angeion, to ensure that notice and claims processes proceeded smoothly. We are in regular communication with Angeion regarding the claims process and assist with issues such as updating the settlement website. We will continue to expend time and effort to ensure that class members are able to file claims and receive benefits from the settlement.

32. On July 2, 2021, Angeion sent notice to class members with known email addresses by email. The postcard notice was mailed to claimants on July 19, 2021. The notice informed class members of the terms of the settlement, including that Class Counsel intended to file a motion for attorneys' fees of up to \$1 million and costs of up to \$75,000, and that Class Counsel would seek service awards for each Plaintiff in the amount of \$1,500.

III. The Proposed Settlement Is Favorable to the Class.

33. I believe that the proposed settlement provides extraordinary benefit to the class. By settling now, the class can take advantage of remedies that, as a practical matter, would not

be available or would potentially be worth less if the case had to be litigated through trial to a final judgment.

34. The injunctive relief provides substantial relief to the class. Because Defendants still retain databases containing all of the same sensitive class member data as at the time of the breach, ensuring Dominion adequately protect this data going forward was a principal part of the negotiated relief for the class. Because Class Counsel engaged a liability expert early in the case to review Dominion's security systems, documents, and the Mandiant report, we were able to specifically negotiate enhanced security measures that seek to protect specific relevant areas in Dominion's IT security systems. These injunctive measures are designed to prevent another breach from happening and thereby directly benefit the class. The cost to Dominion to implement these measures is \$2,679,500.

35. When compared to other similar data breach cases, this settlement is an excellent result for class members. The settlement provides up to \$2 million cash to pay claims for out-of-pocket losses and time spent dealing with issues related to the data breach.

36. Further, the relief provided allows class members to submit claims for time spent addressing issues related to the data breach, up to 5 hours at \$20 per hour. Class members are not required to provide supporting documentation and need only provide a written explanation of the time spent with an attestation. This is significant because many class members who spent time addressing issues related to the data breach may not have records supporting their claim or such records would be difficult to locate (e.g., internet search history and telephone records).

37. To date, neither we nor Angeion have received any objections to the settlement.

38. Tousley Brain Stephens is very proud of this settlement and I recommend its approval to the Court and the class.

IV. Plaintiffs' Attorneys' Fees and Expenses

39. As Co-Lead counsel Tousley Brain Stephens and Stueve Siegel Hanson undertook the following tasks in this litigation: act as co-lead counsel; participate in many telephone calls with co-counsel and opposing counsel; fact investigation; legal research and writing; draft, review, and revise of draft briefs to this Court and the Fourth Circuit; respond to discovery requests; review document productions; work with expert; prepare for and provide oral argument to the Court; review, edit and comment on monthly time and expense reports; negotiate with defense counsel regarding discovery and case settlement; work with co-counsel on development of case plan and strategy; participate in mediation; and coordinate and assign tasks to co-counsel. These tasks are typical in litigation and were necessary to the successful prosecution and resolution of the claims.

40. Barrett Vahle and I oversaw and directed the work of all Plaintiffs' counsel (including the work performed by firms serving on the court-appointed PSC). We performed this task by assigning specific tasks and projects to specific attorneys involved in the litigation, taking care to eliminate overlap and catch-up work as much as possible. We divided discovery tasks among Plaintiffs' firms to ensure efficiency, lack of duplication, and to minimize lodestar and expenses as much as possible.

41. Co-Lead Counsel issued a memorandum to all PSC members with a time and expense reporting protocol. The protocol requires all attorneys and staff to keep contemporaneous records of time spent in connection with work on the litigation, including a full description of the work performed. It required that hourly fees and expenses be provided to Interim Class Counsel on a monthly basis for review to determine whether the time and expenses were reasonable, related to assigned work, and not excessive or duplicative. When submitting

time for review, PSC members and counsel were required to include an attorney certification that the reports submitted were true and accurate.

42. The tables below summarize the time spent by the partners, attorneys and other professional support staff of at my firm, Stueve Siegel Hanson, and other Plaintiffs' counsel using current billing rates from inception of the case through August 31, 2021. These schedules were prepared from contemporaneous, daily time records prepared and maintained by each firm pursuant to the billing guidelines established by Co-Lead Counsel. The hourly rates are the same as the usual and customary hourly rates charged for services in other actions by each of the firms. Should the Court desire, we will provide detailed time entries to the Court for an *in camera* review as they contain details about legal strategy and are protected by the work product and attorney client privileges and should remain confidential.

43. The current billing rates of my firm, Stueve Siegel Hanson, and other Plaintiffs' counsel reflect the market rate for attorneys with similar skill, knowledge, and experience litigating nationwide class actions. My firm's rates have been approved by other courts such as: *In re Navistarr MaxxForce Engines Marketing, Sales Practices and Products Liability Litigation*, Master Case No. 1:14-cv-10318, N.D. Illinois (Dkt. 746) (filed January 21, 2020) (approving requested fees including fees including TBS fees); *Armon et al. v. Washington State University*, a data breach lawsuit brought in Washington State Court (King County Superior Court Case No. 17-2-23244-1 SEA) (approving our then-current rates as "reasonable and in line with the prevailing rates in the community for complex class action litigation.") (November 8, 2019 Final Approval Order at 10); *Glenn v. Hyundai*, U.S. District Court for the Central District of California, Case Number 8:15-cv-02052, (approving rates after finding "Class Counsel's

hourly rates are reasonable and in line with the prevailing rates in the community for complex class action litigation.”)

44. The tables below also summarize the requested expenses which Tousley Brain Stephens, Stueve Siegel Hanson, Liaison Counsel and the other Plaintiffs’ counsel necessarily incurred to prosecute this litigation.

45. In total, Plaintiffs’ counsel has spent 2257.70 hours on this litigation through August 31, 2021, with a total lodestar at current standard rates of \$1,693,424.00. Plaintiffs are seeking expenses totaling \$65,875.73.

Tousley Brain Stephens PLLC Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Chase Alvord	P	\$745.00	2.10	\$1,564.50
Melissa Andrzejewski	PL	\$225.00	3.70	\$832.50
Jason Dennett	P	\$710.00	192.30	\$136,533.00
Janet Peterson	PL	\$330.00	2.70	\$891.00
Kaleigh Powell	A	\$350.00	2.50	\$875.00
Eve Rashby	PL	\$330.00	1.10	\$363.00
Cecily Shiel	A	\$400.00	0.80	\$320.00
Rebecca Solomon	P	\$500.00	299.80	\$149,900.00
Kim Stephens	P	\$925.00	235.20	\$217,560.00
TOTAL			740.20	\$508,839.00

*Title Key:
Partner (P)
Of Counsel (OC)
Associate (A)
Law Clerk (LC)
Paralegal (PL)
Contract/Staff Attorney (CA)

Tousley Brain Stephens PLLC Expenses

Category	Expense Amount
Air Travel	\$4,644.00
Court Fees	\$449.00
Electronic Research	\$5,576.86
Federal Express/Local Courier	\$2.60
Ground Transportation	\$432.56
Hotels	\$1,378.69
Meals	\$424.29
Miscellaneous	\$6,566.96
Pacer/Bloomberg	\$1,083.74
TOTAL	\$20,558.70

Stueve Siegel Hanson LLP Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Katrina Cervantes	PL	\$275.00	2.40	\$660.00

Jillian Dent	A	\$595.00	186.70	\$111,086.50
Tanner Edwards	A	\$475.00	142.60	\$67,735.00
Mary Rose Marquart	PL	\$315.00	20.90	\$6,583.50
Ross Merrill	A	\$525.00	11.00	\$5,775.00
Austin Moore	P	\$745.00	40.40	\$30,098.00
Cheri Perez	PL	\$275.00	4.20	\$1,155.00
Lindsay Perkins	P	\$745.00	156.00	\$116,220.00
Norman Siegel	P	\$1025.00	17.50	\$17,937.50
Barrett Vahle	P	\$875.00	463.20	\$405,300.00
Stephanie Walters	A	\$725.00	94.00	\$68,150.00
Sheri Williams	PL	\$250.00	22.70	\$5,675.00
TOTAL			1,161.60	\$836,375.50

Stueve Siegel Hanson LLP Expenses

Category	Expense Amount
Air Travel	\$3,062.07
Electronic Research	\$23,236.43
ESI and Document Review Platform	\$191.95
Federal Express/Local Courier	\$443.37
Ground Transportation	\$750.90
Hotels	\$1,738.93
Meals	\$456.64
Mileage	\$62.68
Miscellaneous	\$1,597.84

Pacer/Bloomberg	\$36.30
Witness and Expert Expenses	\$10,000.00
TOTAL	\$41,577.11

DiMuroGinsberg Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Bernard DiMuro	P	\$500.00	48.40	\$24,200.00
Colette Fontenot	PL	\$150.00	4.0	\$600.00
Jayna Genti	A	\$350.00	15.10	\$5,285.00
TOTAL			67.50	\$30,085.00

DiMuroGinsberg Expenses

Category	Expense Amount
Court Fees	\$400.00
Federal Express/Local Courier	\$394.95
Hearing and Trial Transcripts	\$337.40
Meals	\$137.66
Miscellaneous	\$102.78
Pacer/Bloomberg	\$103.30
TOTAL	\$1,476.09

Cohen Milstein Sellers & Toll PLLC

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Andrew Friedman	P	\$1025.00	81.20	\$83,230.00
Jennifer Horowitz	PL	\$325.00	1.70	\$552.50

Jennifer Kim	PL	\$325.00	1.90	\$617.50
Paul Stephan	A	\$480.00	17.00	\$8,160.00
TOTAL			101.80	\$92,560.00

Cohen Milstein Sellers & Toll PLLC

Category	Expense Amount
Court Fees	\$225.00
Mileage	\$22.85
Miscellaneous	\$0.50
TOTAL	\$248.35

Goldman Scarlato Penny, P.C. Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Mark Goldman	P	\$725.00	36.30	\$26,317.50
TOTAL			36.30	\$26,317.50

Goldman Scarlato Penny, P.C. Expenses

Category	Expense Amount
Miscellaneous	\$29.00
TOTAL	\$29.00

Hausfeld Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Suzanne McPhail	PL	\$300.00	4.10	\$1,230.00
James Mitchell	PL	\$300.00	1.0	\$300.00

Steven Nathan	A	\$650.00	12.20	\$7,930.00
Jamie Pizzirusso	P	\$840.00	34.30	\$28,812.00
TOTAL			51.60	\$38,272.00

Hausfeld Expenses

Category	Expense Amount
Court Fees	\$225.00
Federal Express/Local Courier	\$25.91
Miscellaneous	\$5.45
Pacer/Bloomberg	\$128.80
TOTAL	\$385.16

Kazerouni Law Group, APC Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Nicholas Barthel	A	\$300.00	4.10	\$1,230.00
Jason Ibey	A	\$395.00	12.40	\$4,898.00
Abbas Kazerounian	P	\$710.00	1.70	\$1,207.00
TOTAL			18.20	\$7,335.00

Kazerouni Law Group, APC Expenses

Category	Expense Amount
Court Fees	\$550.00
Federal Express/Local Courier	\$2.00
TOTAL	\$552.00

Kehoe Law Firm Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Michael Yarnoff	P	\$850.00	88.60	\$75,310.00
TOTAL			88.60	\$75,310.00

Levin Papantonio Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
William Cash	P	\$800.00	4.40	\$3,520.00
Matthew Schultz	P	\$900.00	75.40	\$67,860.00
TOTAL			79.80	\$71,380.00

Levin Papantonio Expenses

Category	Expense Amount
Electronic Research	\$1,041.61
Miscellaneous	\$7.71
Pacer/Bloomberg	\$28.60
TOTAL	\$1,049.32

Wilshire Law Firm Hours and Lodestar

Name	Title*	Hourly Rate	Total Hours	Total Lodestar
Thiago Coelho	P	\$500.00	13.90	\$6,950.00
TOTAL			13.90	\$6,950.00

46. Additional work will be required before this litigation is complete. Class Counsel must still: (1) prepare for and attend the final approval hearing, including completing the final

approval papers and responding to objections (if any); (2) respond to inquiries from class members; (3) oversee the settlement through final approval, final judgement, and distribution of the settlement proceeds; (4) oversee the claims administration process, including addressing any claim review issues; and (5) handle any appeals. None of this is reflected in the current lodestar figures listed above and Plaintiffs' counsel will not seek additional fees for this work.

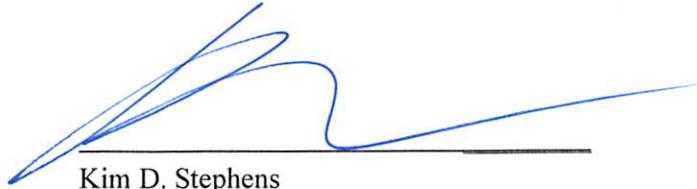
47. Based on my review of the materials noted above, and my extensive experience with comparable class action cases, the number of hours expended by Lead Counsel, Liaison Counsel, and other Plaintiffs' counsel are commensurate for a case of this broad scope, extreme complexity, and duration. Counsel received no compensation for their efforts during the course of this litigation.

48. The total lodestar supporting this fee application is 160 percent of the requested fee. In other words, Plaintiffs' requested fee award of \$1 million results in a negative multiplier of 0.625 of their total submitted lodestar, with significant work left to be performed.

49. Based on my review of the time and expense submissions of the Lead Counsel, Liaison Counsel, the PSC firms, and other Plaintiffs' firms, the expense submissions presented here are consistent with expenses I would expect given the duration, complexity, and intensity of this case and the tasks that were performed and were reasonably necessary for the continued prosecution and resolution of this litigation. Such expenses are of the type Counsel would normally charge a fee-paying client.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

DATED this 10 th day of September 2021 in Seattle, Washington.



A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right, positioned above a solid black horizontal line.

Kim D. Stephens