

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

MATT DIFRANCESCO, ANGELA
MIZZONI, and LYNN MARRAPODI,
individually and on Behalf of All Others
Similarly Situated,

Plaintiffs,

v.

UTZ QUALITY FOODS, INC.

Defendant.

Case No. 1:14-CV-14744-DPW

**DECLARATION OF TINA WOLFSON IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND FOR AWARD OF
ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND SERVICE AWARDS**

I, Tina Wolfson, declare as follows:

1. I am an attorney licensed to practice in all courts in the State of California, and am admitted to practice *pro hac vice* in the District of Massachusetts in this case. I am a founding member of the law firm of Ahdoot & Wolfson, PC (“AW”). I submit this declaration in support of Plaintiffs’ Motions for Final Approval of Class Action Settlement and for Award of Attorneys’ Fees, Reimbursement of Expenses, and Service Awards. The matters stated herein are true of my own knowledge or, where indicated, I am informed and believe that they are true. If called upon as a witness, I could and would competently testify as follows.

2. Founded in 1998, AW is a California based law firm specializing in complex and class action litigation. For decades the attorneys at AW have vigorously litigated against wrong doers to vindicate the rights of millions of consumers in protracted, complex litigation, to successful results. AW has served as class counsel and in leadership position in a wide range of consumer protection class actions. My firm’s *curriculum vitae*, a true a correct copy of which is attached hereto as **Exhibit A**, demonstrates that AW and I are well qualified to serve as Plaintiffs’ Counsel in this action.

BACKGROUND AND WORK DONE BY AW

3. On December 30, 2014, AW filed a putative class action lawsuit on behalf of Matt DiFrancesco and Angela Mizzoni, and others similarly situated, against Utz Quality Foods, Inc. (“Utz” or “Defendant”), in the U.S. District Court for the District of Massachusetts, Case No. 1:14-CV-14744-DWP (D. Mass.), asserting causes of action for alleged violations of Massachusetts General Law ch. 266, § 91, as well as claims for breach of express warranty and unjust enrichment. (Dkt. No. 1.)

4. On February 23, 2015, Utz filed a Motion to Dismiss Plaintiffs’ complaint pursuant to Federal Rule of Civil Procedure 12(b)(6). (Dkt. No. 12.)

5. In response, on March 16, 2015, Plaintiffs filed a First Amended Class Action Complaint, thereby mooted Utz's Motion to Dismiss. (Dkt. No. 23) ("FACC"). The FACC added Plaintiff Lynn Marrapodi as a putative class representative, and asserted causes of action for alleged violations of Mass. Gen. Law ch. 93A and ch. 266, § 91 and New York Gen. Bus. Law ("GBL") §§ 349 and 350, as well as claims for breach of express warranty and unjust enrichment. (FACC ¶ 11.) The FACC alleges, *inter alia*, that that Utz manufactured, marketed, and sold various snack foods and that through a nationwide advertising campaign, Utz sold its products by advertising that they were "All Natural." Plaintiffs challenged these advertisements, asserting, *inter alia*, that Defendant's products are not "All Natural" in that they contain ingredients that are chemically derived, heavily processed, synthetic, and/or artificial, and/or ingredients containing and/or derived from Genetically Modified Organisms ("GMOs") (FACC ¶¶ 1-10).

6. Utz filed a Motion to Dismiss Plaintiffs' Amended Complaint on April 29, 2015. (Dkt. No. 26.) The Motion was fully briefed by the parties, including a reply by Utz and a surreply by Plaintiffs. (Dkt. Nos. 38, 41.) The Court denied Utz's Motion on July 23, 2015, and Utz filed an Answer to Plaintiffs' FACC on July 6, 2015. (Dkt. Nos. 43, 44.)

7. On September 24, 2015, the parties filed a Joint Motion to Stay the action pending mediation.

8. Before initiating these actions, AW investigated the underlying facts and analyzed the veracity of the claims. AW's (i) reviewed and analyzed Defendant's advertising and labeling, (ii) gathered any available substantiation and research relating to the claims made in the subject advertising, and (iii) conducted an independent investigation of the scientific and factual basis for the claims in the advertising of Defendant's snack foods. These efforts included

evaluation of the relevant law, facts, and allegations to assess the merits of the claims and potential claims and to determine the strength of anticipated defenses in the action.

9. AW continued these efforts after filing the action and before entering into the Settlement Agreement, and conducted a thorough examination, investigation, and evaluation of the relevant law and facts to assess the merits of the claims and defenses.

10. The Parties engaged in extensive discovery. Through negotiation, the Parties reached an agreement as to a schedule for discovery. On July 10, 2015, Plaintiff served on Utz a total of 117 requests for production and 30 interrogatories. On August 28, 2015, Plaintiffs served on Utz a total of 54 requests for admission. This resulted in Defendant's production of written responses and over 2,200 pages of documents in electronic form, which were thoroughly reviewed by Class Counsel. Similarly, On July 15, 2015, Utz served a total of 36 interrogatories, 69 requests for production and 27 requests for admission. Plaintiffs served written responses and produced a total of 879 pages of documents.

11. The parties began settlement discussions in or around September 2015, which resulted in a long series of arm's length negotiations. On or about November 16, 2015, after preparing and submitting a lengthy mediation brief, I attended a full-day in-person mediation session with the Honorable Peter D. Lichtman (Ret.) of JAMS.

12. In connection with the mediation, Plaintiffs requested substantial supplemental information from Defendant. Utz produced additional documents sufficient to permit Plaintiffs and Class Counsel to evaluate the claims and potential defenses and to meaningfully conduct informed settlement discussions. In connection with the Parties' mediation, Plaintiffs obtained discovery regarding: (i) product packaging and advertisements throughout the Class Period; (ii) information regarding product ingredients; (iii) the use of the phrases "Natural" and "All Natural" on product labels; and (iv) sales and retail sales data, including the total amount of

wholesale revenue, by product type, throughout the Class Period. Plaintiffs also produced to Utz additional information regarding Plaintiffs' purchases of the Products.

13. After reaching a settlement in principle, the parties commenced memorializing the full Settlement, which generated numerous additional rounds of comprehensive and often spirited negotiations. The parties extensively negotiated each specific aspect of the Settlement, including each of its eight exhibits. For example, counsel negotiated and meticulously refined the final Notice program and each document comprising the Notice (the Class Notice and Summary Settlement Notice), with the assistance of Angeion, a company that specializes in developing class action notice plans and the proposed Settlement Administrator in this case, to ensure that the information disseminated to Settlement Class Members is clear and concise.

14. Defendant revealed that, because the Eligible Products are most typically sold over the counter at retail stores, Defendant does not have mailing addresses for the overwhelming majority of the proposed Class Members. Defendant further revealed that while it knows the approximate number of units of the Eligible Products sold during the Class Period at the wholesale level, it does not know the number of total Class Members since most of its sales are on the wholesale level and many of the consumers of the products are repeat purchasers. Defendant also revealed that it has sold millions of units of the Eligible Products during the Class Period, and, as such, at the very least the size of the Class is comprised of hundreds of thousands of individuals.

15. After finalizing the Settlement, AW prepared and filed a motion for preliminary approval, which the Court denied without prejudice after a hearing on March 23, 2016.

16. Following the Court's ruling on March 23, 2016, AW, defense counsel, and the Settlement Administrator worked collaboratively to arrive at and agree upon amendments to the

Settlement Agreement filed as Dkt. No. 85, which were filed along with a Motion for Preliminary Review and Authorization of Notice of Class Action Settlement (Dkt. No. 86-87).

17. The Court held a hearing on March 23, 2016, at which the Court stated it was inclined to approve Notice, but stated concerns about the release and non-exhaustive list of Eligible Products. Accordingly, the court denied that motion without prejudice, and gave the parties additional time to address the Court's concerns. (Dkt. No. 90.)

18. Subsequently, the parties negotiated a fully amended Settlement Agreement. (Dkt. No. 93.) This Amended Settlement Agreement is referred to as the "Settlement" herein.

19. Plaintiffs' counsel prepared and filed a renewed Motion for Preliminary Review and Authorization of Notice of Class Action Settlement. (Dkt. Nos. 94-95.)

20. The Court held a status conference to address the Settlement and the then-pending motion for preliminary review on March 12, 2019. At that time, the Court granted the motion for preliminary review and issued its Order Authorizing Notice of Class Settlement And Notice of Final Fairness Hearing. (Dkt. No. 103.) In that Order, the Court *inter alia* appointed Robert Ahdoot and me Class Counsel.

21. In my view, the Settlement provides substantial benefits to the Class, especially when one considers the attendant expense, risks, delays, and uncertainties of litigation, trial and post-trial proceedings. Furthermore, this consideration is substantial in comparison to the other likely measure of damages — the difference between the purchase price for the product as represented and the value of the product received, if the product received is compared to regular snacks that are not labeled "All Natural."

CLASS REPRESENTATIVES' EFFORTS

22. From its inception in 2014 to present, Plaintiffs have actively participated in this litigation and dutifully served in their roles as class representatives. Plaintiffs assisted Class

Counsel with the initial, pre-filing investigation of this action, as well as gathering documents and information subsequent to the filing of the class action complaints as Counsel's investigation progressed. Plaintiffs reviewed all pleadings in this matter to provide helpful feedback and confirm their accuracy. Plaintiffs kept in routine contact with their counsel throughout the litigation to stay apprised of the status of litigation. Further, Plaintiffs reviewed and approved the parties' Settlement.

23. No Plaintiff claims to have lost income due to his or her involvement in this action.

24. Plaintiff Matt DiFrancesco is a firefighter for the City of Boston. He is not an hourly worker and has not lost any wages as a result of this litigation. He has no prior relationship with any of the attorneys representing Plaintiffs in this case, nor has he ever previously served a class representative.

25. Plaintiff Angela Mizzoni is an assistant manager at a call center. She is paid hourly but has not lost any wages as a result of this litigation. She has no prior relationship with any of the attorneys representing Plaintiffs in this case, nor has she ever previously served a class representative.

26. Plaintiff Lynn Marrapodi is a retired fine artist. She is not an hourly worker and has not lost any wages as a result of this litigation. She met Keith Custis, who was Of Counsel at AW, approximately two months before the initial complaint in this action was filed. She has no prior relationship with any other attorneys representing Plaintiffs in this case, nor has she ever previously served as a class representative.

ATTORNEYS' FEES, COSTS, AND EXPENSES

27. To date, Plaintiffs' Counsel have received no compensation for their efforts to investigate, bring, and prosecute this action since its inception in 2014, and has received no

reimbursement for the expenses they have incurred. Plaintiffs' Counsel oversaw the litigation and settlement of this action in an efficient and streamlined manner in an attempt to avoid duplication of work and employ effective collaboration.

28. Prior to preparing this declaration, I reviewed the billing rates of the attorneys working on this matter at AW. I did so to ensure that the rates reflected in the lodestar report were reasonable and reflective of the rates charged in similar matters.

29. A summary of rates and hours expended by AW's professionals (including Ms. Mirabella and Messrs. Custis and Suciu), as of May 15, 2019, is set forth as follows:

Professional	Title	Billable Rate	Billable Hours	Billable Fees
Tina Wolfson	Senior Partner	\$850	171.4	\$145,690.00
Robert Ahdoot	Senior Partner	\$850	159.8	\$135,830.00
Theodore Maya	Partner	\$720	122.6	\$88,272.00
Bradley King	Associate	\$450	21.3	\$9,585.00
Jessielle Fabian	Associate	\$250	4.9	\$1,225.00
Meredith Lierz	Associate	\$360	108.9	\$39,204.00
Keith Custis	Of Counsel	\$720	50.4	\$36,288.00
Erica Mirabella	Co-Counsel	\$575	87.3	\$50,197.50
Nick Suciu, III	Co-Counsel	\$608	13.7	\$8,329.60
Diana Kiem	Paralegal	\$125	6.6	\$825.00
TOTALS:			746.9	\$515,446.10

30. The summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and/or the attorneys listed above.

31. AW, Ms. Mirabella, Mr. Custis, and Mr. Suciu collectively expended 746.9 hours in this litigation through May 15, 2019. I expect that AW will incur significant additional hours of time to see this case through completion of the settlement, including: finalizing and filing these fee motion papers; continuing to supervise class notice and claims with the settlement administrator and defense counsel; responding to class member inquiries or challenges; responding to any requests for exclusion or objections; preparing and filing final approval papers; attending the final approval hearing; working with Defendants and the settlement

administrator on the distribution of awards to the Class; monitoring the award distributions to the Class; and reporting to the Court that the distribution of settlement funds has been completed; and ensuring that Defendants comply with the injunction requirements of the Settlement.

32. Working with me on this matter, on behalf of Plaintiffs were my partners Robert Ahdoot and Theodore Maya and AW associates Jessielle Fabian, Bradley K. Keith and Meredith Lierz. Also working with AW on this matter were Of Counsel attorney, Keith Custis, our co-counsels Nick Suciu, III from the law firm of Barbat, Mansur & Suciu PLLC and Erica Mirabella of Mirabella Law. For the purposes of efficiency and ease, I include the hours they worked on this matter as part of AW's hours and application.

33. I attended and graduated Harvard Law School cum laude in 1994. I began my civil litigation career at the Los Angeles office of Morrison & Foerster, LLP, where I defended major corporations in complex actions and represented indigent individuals in immigration and deportation trials as part of the firm's pro bono practice. I then gained further invaluable litigation and trial experience at a boutique firm, focusing on representing plaintiffs on a contingency basis in civil rights and employee rights cases. I frequently lecture on numerous topics related to class action litigation across the country.

34. Robert Ahdoot attended and graduated Pepperdine Law School cum laude in 1994, where I served as Literary Editor of the Pepperdine Law Review. He also clerked for the Honorable Paul Flynn at the California Court of Appeals, and began his career as a civil litigator at the Los Angeles office of Mendes & Mount, LLP, where he defended large corporations and insurance syndicates such as Lloyds of London in complex environmental and construction-related litigation as well as a variety of other matters. Robert Ahdoot has also lectured on numerous topics related to class action litigation across the country.

35. Robert Ahdoot and I founded AW in 1998. Since its inception, AW has been a law firm specializing in complex and class action litigation and public interest litigation. For decades, the attorneys at AW have vigorously litigated against large corporations and public entities vindicating the rights of millions of consumers, employees, and taxpayers in protracted, complex litigation, to successful results. AW has represented plaintiffs in employment, consumer rights, environmental and taxpayer rights litigation. AW partners have been named "Super Lawyers" by their peers in recognition of the results achieved by their work. Since its founding, AW has served as class counsel and in leadership positions in a wide range of consumer protection class actions. See **Exhibit A**, AW's *Curriculum Vitae*.

36. Theodore W. Maya is also a partner at AW and worked on this matter as detailed below. Mr. Maya graduated from UCLA Law School in 2002 after serving as Editor-in-Chief of the UCLA Law Review. From July 2003 to August 2004, Mr. Maya served as Law Clerk to the Honorable Gary Allen Feess in the United States District Court for the Central District of California. Mr. Maya was also a litigation associate in the Los Angeles offices of Kaye Scholer LLP for approximately eight years where he worked on a large variety of complex commercial litigation from inception through trial. Mr. Maya was named "Advocate of the Year" for 2007 by the Consumer Law Project of Public Counsel for successful pro bono representation of a victim of a large-scale equity fraud ring.

37. Jessielle Fabian is a first year associate at AW, a graduate of the USC School of Law, and was recently admitted to the bar of the State of California.

38. Bradley K. King is an associate at AW who worked on this matter as detailed below. Mr. King graduated from Pepperdine University School of Law in 2010, where he served as Associate Editor of the Pepperdine Law Review. He worked as a law clerk for the California Office of the Attorney General, Correctional Law Section in Los Angeles and was a certified law

clerk for the Ventura County District Attorney's Office. Mr. King began his legal career at a boutique civil rights law firm, gaining litigation experience in a wide variety of practice areas, including employment law, police misconduct, municipal contract, criminal defense, and premises liability cases.

39. Meredith S. Lierz was an associate at AW who worked on this matter as detailed below. Ms. Lierz graduated Southwestern University School of Law in 2013. Ms. Lierz also obtained a Master's in Business Administration from Claremont Graduate University. While at Southwestern University School of Law, Ms. Lierz was a Lead Articles Editor at Southwestern Law Review and a member of the Southwestern Law School Moot Court Honors Program. Ms. Lierz left her employment at Ahdoot & Wolfson, PC in April 2017 when she moved from Los Angeles.

40. Diana Kiem is a paralegal at AW who worked on this matter as detailed below. Ms. Kim graduated from Pasadena Community College in 2016 with a degree in Paralegal studies.

41. Keith Custis graduated from Boston College Law School in May 1997, magna cum laude. He was admitted to practice law in the Commonwealth of Massachusetts on December 15, 2007. His Massachusetts Board of Bar Overseers number is 636511, although he has been on "retired" status in Massachusetts for approximately 10 years. He was admitted to practice in the State of California on or about February 15, 2002.

42. Nick Suciu, III is a partner at the firm of Barbat, Mansour & Suciu PLLC and member in good standing of the bar of the state of Michigan. Mr. Suciu has practiced law for ten years and has been designated as Class Counsel in a number of class actions. Mr. Suciu specializes in consumer class actions.

43. Erica Mirabella is a partner at the firm of Mirabella Law, LLC and member in good standing of the bar of the state of Massachusetts. Ms. Mirabella is a graduate of the University of Virginia School of Law and has practiced law since 2009. Ms. Mirabella specializes in consumer class actions.

44. I believe that the attorney billing rates employed here are fully commensurate with the hourly rates of other nationally prominent firms performing similar work for both plaintiffs and defendants in the Boston marketplace. After considering all of these data points, I have determined that the rates are reasonable for each of the AW professionals who worked on this matter.

45. The bulk of AW's practice is contingent, and many of my firm's cases have been large and substantial in settlements or verdicts. In contingent risk cases, my firm and other firms doing this type of work frequently advance tens or hundreds of thousands of dollars in expenses and costs and defer all payment of our fees for several years, with no guarantee that any of the fees we incurred or costs we advanced would ever be recovered.

46. Courts have recently awarded these AW attorneys' fees at the rates sought here. *See, e.g., In re Experian Data Breach Litig.*, Case No. 8:15-cv-01592-AG-DFM, Dkt. No. 322 (C.D. Cal. May 10, 2019) (awarding \$10.5 million in fees); *Pantelyat v. Bank of Am., N.A.*, Case No. 1:16-cv-08964-AJN, Dkt. No. 116 (S.D.N.Y. Jan. 31, 2019) (awarding \$5.5 million in fees); *Williamson, et al. vs. McAfee, Inc.*, Case No. 5:14-cv-00158-EJD, Dkt. No. 118 (N.D. Cal. Feb. 15, 2017) (approving \$85 Million settlement in deceptive auto renewal case), *Smith v. Floor & Decor Outlets of Am., Inc.*, Case No. 1:15-cv-04316-ELR, (N.D. Ga. Jan. 10, 2017) (Dkt. No. 69; \$14.5 Million product liability settlement re: laminate flooring); *Chimeno-Buzzi v. Hollister Co.*, Case No. 1:14-cv-23120-MGC (S.D. Fla. April 11, 2016) (Dkt. No. 155; \$10 Million TCPA

Settlement); *West v. ExamSoft Worldwide Inc.*, Case No. 1:14-cv-22950-UU (S.D. Fla. October 9, 2015) (Dkt. No. 62; \$2.1 Million Settlement in Bar Exam Testing case).

47. Based on my experience, the rates of attorneys in my firm reflected here are in line with, or lower than, rates charged by other class action litigators with similar experience based in Los Angeles or Boston. Robert Ahdoot and Tina Wolfson, for example, each have over twenty years of experience in complex and class action litigation, and Theodore W. Maya over seventeen.

48. The rates charged by Plaintiffs' Counsel are reasonable and well within the range of rates charged by comparably qualifying attorneys for comparably complex work in the Boston area.

49. On January 5, 2015, the National Law Journal published an article about its then current rate survey entitled "Billing Rates Rise, Discounts Abound." A true and correct copy of the relevant excerpts from that article are attached hereto as **Exhibit B** (the entire article is contained in a file that is larger than what I'm informed and believe the ECF upload limit to be; of course it can be made available to the Court upon request). It contains the rates charged by law firms in Boston, MA handling comparably complex litigation. It shows that law firms in Boston have partner billing rates ranging from \$520-\$856, and associate billing rates ranging from \$300-\$450. Class Counsel's rates are well in line with those rates.

50. In December 2015, Thomson Reuters published its "Legal Billing Report," which surveys the rates approved for various law firms. A true and correct copy of the relevant excerpts of the Legal Billing Report are attached hereto as **Exhibit C** (the entire report is contained in a file that is larger than what I'm informed and believe the ECF upload limit to be; of course it can be made available to the Court upon request). It shows that Class Counsel's rates are within the range of (if not less than) the rates found reasonable for other law firms in

Massachusetts. The Legal Billing Report shows that law firms in Massachusetts have partner billing rates ranging from \$730-\$870, and associate billing rates ranging from \$350-\$730.

51. Further, I performed a detailed analysis of the work performed by each professional and the time spent on each particular task. To the extent that I believe any professional spent too much time on a particular task, I have made appropriate reductions. Further, I reviewed the time records for duplication, and deducted entries that appeared possibly duplicative. As such, based upon my analysis of the rates charged, and the time spent on this complex matter, I believe that the total lodestar incurred in a matter of complexity and magnitude is reasonable and appropriate. Also, based upon my experience with other class actions and complex matters, I believe that the time expended in connection with this litigation was reasonable in amount and contributed to the ultimate result achieved for the class.

52. AW seeks reimbursement of its reasonable out-of-pocket expenses incurred in this matter. It is my firm's practice to ensure that all costs and expenses are accurately assigned to the appropriate case. Below are the true and correct expenses my firm incurred in litigating this matter from inception through May 15, 2019 for which we are claiming reimbursement. My firm's total expenses in this matter through May 15, 2019 come to \$9,953.36. AW paid these expenses on a regular and timely basis as they were incurred, over the course of this litigation, without any guarantee of being reimbursed. I certify to the Court that the foregoing expenses are correct, and have been necessarily incurred in this case.

Description	Amount
Filing Fees & Attorney Service Fees	\$442.00
Initial Scheduling Conference (Tina Wolfson: PHV notary, travel/lodging, transcript fee)	\$1,649.62
Mediation Fees	\$3,594.50
Preliminary Approval Hearing (Theodore Maya: travel/lodging, transcript fee)	\$1,949.56
Postage	\$103.70

Hearing on Plaintiff's Motion for Preliminary Review and Authorize Notice of Settlement (Theodore Maya: travel/lodging, printing fee)	\$2,170.88
Printing	\$43.10
Total	\$9,953.36

53. The foregoing expenses were incurred solely in connection with this litigation.

These expenses are reflected in the books and records of my firm, which are kept in the ordinary course and prepared from expense vouchers, check records, and other documents.

54. AW has not listed its expenses incurred for in-house electronic research fees (Westlaw/LexisNexis), facsimile, telephone, *etc.* and, in an exercise of discretion, does not seek reimbursement for such expenses.

55. AW's costs and expenses are fully documented and reasonable.

56. Throughout this action, I have sought to reach consensus with my co-counsel to manage the administration and work division in this case in a systematic and efficient manner, coordinating work assignments through conference calls, working to avoid duplication of efforts or unnecessary work undertaken by any of the counsel for the Class in this case, and ensuring that the skills and talents of counsel were put to use in an efficient and effective manner that maximized what each firm and attorney could contribute in a non-redundant way.

57. The settlement achieved in this litigation is the product of the initiative, investigation, and hard work of skilled counsel. Because of Plaintiffs' Counsel's efforts, assuming the Court approves the settlement, the Class will receive significant benefits. Plaintiffs' Counsel overcame several obstacles, all while facing preeminent defense counsel, to achieve this settlement. I respectfully submit that the substantial benefits provided by the settlement would not have been possible without the combined efforts, skill, and efficiency of the attorneys and professionals involved in prosecuting this case.

58. Based upon AW's investigation, research, document and information review, interviews, as well as my personal knowledge and experience, I believe that the Settlement is in the best interests of the Class and that the Settlement is fair, reasonable, and adequate. The benefits afforded by the Settlement reflect a reasoned compromise which not only takes into consideration the risks inherent in all complex, class litigation, but also the various issues in this case specifically, which had the potential to completely eliminate recovery available to the Class.

59. While I believe that the claims asserted in this action have merit and that the evidence developed to date supports those claims, I also recognize and acknowledge, based on my experience, the expense and length of time necessary to prosecute this case to judgment. I have also have taken into account the uncertain outcome and the risk of any litigation, as well as the difficulties and delays inherent in such litigation.

I declare under penalty of perjury under the laws of California and of the United States that the foregoing is true and correct. Executed this 31st day of May, 2019 in Los Angeles, California.



Tina Wolfson

CERTIFICATE OF SERVICE

I hereby certify I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on May 31, 2019.

/s/ Tina Wolfson
Tina Wolfson

EXHIBIT A



AHDOOT & WOLFSON, PC

ATTORNEYS

In March 1998, Robert Ahdoot and Tina Wolfson founded Ahdoot & Wolfson, PC (“AW”). AW is a nationally recognized law firm that specializes in complex and class action litigation, with a focus on privacy rights, consumer fraud, anti-competitive business practices, employee rights, defective products, civil rights, and taxpayer rights and unfair practices by municipalities. The attorneys at AW are experienced litigators who have vindicated the rights of millions of class members in protracted, complex litigation, to successful results.

AW has served as plaintiffs’ counsel in numerous class actions and its attorneys have obtained extensive experience in prosecuting complex consumer class actions, with an emphasis on unfair business practices and false advertising, including food products. AW and its attorneys have been appointed lead counsel and achieved excellent results in numerous consumer class actions, conferring hundreds of millions of dollars in damages as well as meaningful change in corporate behavior.

In *Eck v. City of Los Angeles*, No. BC577028 (Cal. Super. Ct., Los Angeles (“LASC”)), AW was appointed class counsel in a \$295 million finally-approved settlement in a case alleging that an 8% surcharge on Los Angeles electricity rates was an illegal tax.

In *Kirby v. McAfee, Inc.*, No. 14-cv-02475-EJD (N.D. Cal.), AW was appointed co-lead class counsel in a case arising from McAfee’s auto renewal and discount practices; the settlement made \$80 million available to the class and required McAfee to notify customers regarding auto-renewals at an undiscounted subscription price and change its policy regarding the past pricing it lists as a reference to any current discount.

AW is currently serving as lead counsel in *Lavinsky v. City of Los Angeles*, No. BC542245 (LASC), a class action alleging the city unlawfully overcharged residents for utility taxes, in which a \$51 million class settlement, reached after class certification, was preliminarily approved.

In *Berman v. General Motors LLC*, No. 2:18-cv14371 (S.D. Fla.), AW is serving as co-lead counsel in a class action arising from allegations of a vehicle defect causing excessive oil consumption. The parties recently reached a settlement valued at approximately \$45 million that is pending preliminary approval.

In the *Lumber Liquidators Chinese-Manufactured Flooring Durability Marketing & Sales Practices Litigation*, No. 1:16-md-02743-AJT-TRJ (E.D. Va.), AW served as class counsel in a \$36 million, finally-approved settlement arising from alleged misrepresentations of laminate flooring durability, which was coordinated with MDL proceedings regarding formaldehyde emissions.

In *McKnight v. Uber Technologies, Inc.*, No. 3:14-cv-05615-JST (N.D. Cal.), AW is serving as plaintiffs' counsel arising from "safe ride" fees charged to Uber customers, in which final approval of a \$32.5 million settlement is pending.

In *Pantelyat v. Bank of America, N.A.*, No. 1:16-cv-08964-AJN (S.D.N.Y.), AW served as class counsel for plaintiffs in a class action arising from allegedly improper overdraft fees resulting in a \$22 million class settlement, representing approximately 80% of total revenues gleaned by the bank's alleged conduct.

In *Smith v. Floor & Decor Outlets of America, Inc.*, No. 1:15-cv-04316-ELR (N.D. Ga.), AW served as plaintiffs' counsel for a \$14 million class settlement arising from alleged toxic emissions from flooring.

In *Pappas v. Naked Juice Co. of Glendora, Inc.*, No. 2:11-cv-8276-JAK-PLA (C.D. Cal.), AW was appointed as co-lead counsel for the plaintiff class after contested leadership applications in a class action based on allegations of false advertising for "all natural" food products. AW achieved a \$9 million nationwide settlement, the largest non-reversionary settlement fund for a food false advertising settlement to date, with injunctive relief in the form of product labeling changes, and periodic audits to assure compliance with labeling representations.

In *Trammell v. Barbara's Bakery, Inc.*, No. 3:12-cv-02664-CRB (N.D. Cal.), AW served as class counsel in a \$4 million nationwide settlement of food false advertising case. When preliminarily approving the settlement, the Hon. Charles R. Breyer commented that the settlement was an "excellent settlement" and that both sides did "an excellent job of resolving the case," doing a "superb job" and presenting "a model of good lawyering on both sides"; when granting final approval to the settlement, Judge Breyer reiterated that the settlement was "very good" and that the case was "quite a successful class action."

In the *Kind LLC "All Natural" Litigation*, No. 1:15-md-02645-WHP (S.D.N.Y.), a class action arising from allegations of false advertising of food products, AW was appointed interim co-lead counsel for the plaintiff class by the MDL court after contested leadership applications.

AW's success as class counsel in many other matters include: *Skeen v. BMW of North*

America, LLC, No. 2:13-cv-01531-WHW-CLW (D.N.J.) (arising from MINI Coopers with allegedly defective timing chain; uncapped settlement fund for warranty extension, reimbursement for repairs, and compensation for sale at a loss); *In re: Uber FCRA Litig.*, No. 3:14-cv-05200-EMC (N.D. Cal.) (\$7.5 million settlement including injunctive relief guaranteeing Uber's compliance with FCRA background check requirements); *Cassidy v. Reebok International Ltd.*, No. 2:10-cv-09966-AHM (C.D. Cal.) (\$25 million nationwide settlement of apparel false advertising case); *Carey v. New Balance Athletic Shoe, Inc.*, Nos. 1:11-cv-10632-LTS & 1:11-cv-10001-LTS (D. Mass.) (\$3.7 million nationwide settlement of apparel false advertising case); *West v. ExamSoft Worldwide, Inc.*, No. 14-cv-22950-UU (S.D. Fla.) (\$2 million nationwide settlement arising from bar exam software error).

AW also is serving as lead and co-lead plaintiffs' counsel in several cases in which class settlements in principle have been reached and are in the process of memorialization. *Kaskorkis v. General Nutrition Centers, Inc.*, No. 3:16-cv-00990 (S.D. Cal.) (co-lead plaintiffs' counsel in a "false discount" class action involving products for sale on the GNC website); *Alvarez v. Sirius XM Radio Inc.*, No. 2:18-cv-8605-JVS-SS (C.D. Cal.) (lead plaintiffs' counsel in a breach of contract class action alleging that Sirius did not honor its lifetime subscriptions; class settlement reached while plaintiffs' appeal of trial court order granting Sirius's motion to compel arbitration was pending).

In the *Apple Inc. Device Performance Litigation*, No. 5:18-md-2827-EJD (N.D. Cal.), Tina Wolfson of AW is serving on the Plaintiffs' Executive Committee in a class action arising from Apple's alleged practice of deploying software updates to iPhones that deliberately degraded the devices' performance and battery life. This consolidated class action includes claims from named plaintiffs residing in all fifty states, as well as plaintiffs from U.S. Territories and numerous international countries.

Privacy Rights Class Actions

AW has been prosecuting cutting edge privacy cases on behalf of consumer classes since the late 1990's. They were among the first group of attorneys who successfully litigated the privacy rights of millions of consumers against major financial institutions (Chase Manhattan Bank, American Express, MBNA America Bank, Discover Bank, and Washington Mutual Bank, among others) based on the compilation and sale of detailed personal financial data to third party telemarketers without the consumers' consent. While such practices later became the subject of Gramm-Leach-Bliley Act regulation, at the time AW was prosecuting these cases before the Hon. Richard R. Kramer (Ret.) in the complex Litigation department of San Francisco Superior Court, such practices were hidden from public scrutiny.

AW has extensive experience in leadership roles prosecuting consumer data breach and privacy class actions, including consolidated multidistrict litigation. As co-lead counsel in the *Experian Data Breach Litigation*, No. 8:15-cv-01592-AG-DFM (C.D. Cal.), (Hon. Andrew J. Guilford), which affected nearly 15 million class members, AW achieved a settlement conservatively valued at over \$150 Million. Each class member is entitled to two years of additional premium credit monitoring and ID theft insurance (to begin whenever their current credit monitoring product, if any, expires) plus monetary relief (in the form of either documented losses or a default payment for non-documented claims). Experian is also providing robust injunctive relief. At the last case management conference, the Hon. Andrew J. Guilford praised counsel's efforts, commenting "You folks have truly done a great job, both sides. I commend you."

Ms. Wolfson was recently appointed as co-lead interim class counsel in the *Google Location History Litigation*, No. 5:18-cv-5062-EJD (N.D. Cal.), a consumer class action arising from Google's allegedly unlawful collection and use of mobile device location information on all Android and iPhone devices.

Ms. Wolfson also is currently serving on the Plaintiffs' Executive Leadership Committee in the *Premiera Blue Cross Customer Data Sec. Breach Litigation*, No. 3:15-cv-2633-SI (D. Or.), arising from a data breach disclosing the sensitive personal and medical information of 11 million Premiera Blue Cross members. In *The Home Depot, Inc., Customer Data Sec. Breach Litigation*, No. 1:14-md-02583-TWT (N.D. Ga.), Ms. Wolfson served on the consumer PSC, which resulted in a \$29 million settlement fund and robust injunctive relief to the consumer class.

In *Remijas v. Neiman Marcus Group, LLC*, 794 N.E.3d 688 (7th Cir. 2015), AW was responsible for briefing and arguing the groundbreaking appeal from the trial court's order granting the Motion to Dismiss on the pleadings based on lack of Article III standing. The Seventh Circuit's landmark opinion was the first appellate decision issued after the Supreme Court's decision in *Clapper v. Amnesty Intern. USA*, 133 S.Ct. 1138 (2013). The defense bar has aggressively advocated that *Clapper* set a more rigorous standard for Article III standing inquiries and required a finding of no standing on behalf of plaintiffs in a data breach case unless plaintiffs were able to show that they suffered unreimbursed fraudulent charges. The *Remijas* opinion was the first appellate court to reject this view of *Clapper* and, adopting the plaintiff's reasoning, established, among other things, that data breach victims have standing to pursue claims based on the increased risk of identity theft and fraud, even before that theft or fraud materializes.

AW also is serving in leadership and executive committee roles in numerous other

class actions arising from data breaches. *Gordon v. Chipotle Mexican Grill, Inc.*, No. 1:17-cv-01415-CMA-MLC (D. Colo.) (co-lead counsel for putative consumer class arising from nationwide restaurant data breach; recently reached class action settlement in principle); *Adlouni v. UCLA Health Sys. Auxiliary*, No. BC589243 (LASC) (serving on PSC for plaintiff class allegedly impacted by university medical data breach; settlement providing two years of credit monitoring, \$2 million fund, and robust injunctive relief recently granted preliminary approval); *S.A. v. Wash. State Univ.*, No. 17-2-23244-1 SEA (Wash. Super. Ct., King Cty.) (co-lead counsel in consolidated class action arising from data breach of personal information from state research storage facility; class settlement preliminarily approved providing up to \$3.25 monetary compensation, credit monitoring and insurance valued at approx. \$240/year per claimant, and robust injunctive relief); *L.D. v. Torrance Mem'l Med. Ctr.*, No. BC670591 (LASC) (co-lead counsel in consolidated class action arising from private hospital's medical data breach); *In re: Brinker Data Incident Litig.*, No. 3:18-cv-686-TJC-MCR (M.D. Fla.) (plaintiffs' counsel in class action arising from data breach of payment card data from Chili's restaurants).

AW secured a class settlement in the *YapStone Data Breach* case, No. 4:15-cv-04429-JSW (N.D. Cal.), which included credit monitoring and identity theft services valued at approximately \$4.5 million annually in perpetuity, a non-reversionary fund to non-profit organizations, and injunctive relief requiring YapStone to implement substantial data security measures. AW also contributed considerable effort to vetting hundreds of potential class representatives, legal research involving the different state laws in play, the consolidated complaint, and significant discovery efforts in the *Target Corp. Customer Data Sec. Breach Litigation*, No. 0:14-md-02522-PAM (D. Minn.), where final approval of a revised settlement agreement was affirmed by the Eighth Circuit. In the *U.S. Office of Pers. Mgmt. Data Sec. Breach Litigation*, No. 1:15-mc-01394-ABJ (D.D.C.), Ms. Wolfson is currently serving on the PSC; the court's order of dismissal is on appeal to the D.C. Circuit. AW also served on the Executive Committees in consolidated class actions claiming violations of the California Confidentiality of Medical Information Act ("CMIA"). *Whitaker v. Health Net*, No. 2:11-cv-00910-KJM (E.D. Cal.); *Sutter Medical Information Cases*, No. JCCP 4698 (Cal. Super. Ct., Sacramento Cty.).

AW also are serving as plaintiffs' counsel in consumer privacy rights cases involving the right to control the collection and use of biometric information, successfully opposing motions to dismiss based on lack of standing. See, e.g., *Rivera v. Google, Inc.*, No. 1:16-cv-02714 (N.D. Ill.) (order granting summary judgment currently on appeal to the Seventh Circuit). In addition, AW has served or is serving as plaintiffs' counsel in class actions enforcing

consumer rights under the Telephone Consumer Protection Act of 1991 (“TCPA”). *Chimeno-Buzzi v. Hollister Co.*, No. 1:14-cv-23120-MGC (S.D. Fla.) (class counsel in \$10 Million nationwide finally approved settlement); *Melito v. American Eagle Outfitters, Inc.*, No. 1:14-cv-02440-VEC (S.D.N.Y.) (\$14.5 million nationwide settlement; final approval currently under appeal); *Soukhaphonh v. Hot Topic, Inc.*, No. 2:16-cv-05124-DMG-AGR (C.D. Cal.) (recently reached class settlement in principle with class certification motion pending).

Civil Rights Cases

AW also serves as plaintiffs’ counsel in important civil rights cases. *Novoa v. The Geo Group, Inc.*, No. 5:17-cv-2514-JGB-SHK (C.D. Cal.) (challenging private prison’s alleged practices of forced labor against immigration detainees); *Williams v. City of New York*, No. 1:17-cv-2303-RJD-SM (E.D.N.Y.) (challenging allegedly unconstitutional prison conditions at Rikers Island and other facilities in New York State).

Attorneys at Ahdoot & Wolfson

Tina Wolfson

Ms. Wolfson is a principal and co-founder of AW. She attended Columbia College and graduated *cum laude*. She then attended and graduated Harvard Law School *cum laude* in 1994. Ms. Wolfson began her civil litigation career at the Los Angeles office of Morrison & Foerster, LLP, where she defended major corporations in complex actions and represented indigent individuals in immigration and deportation trials as part of the firm’s *pro bono* practice. She then gained further invaluable litigation and trial experience at a boutique firm, focusing on representing plaintiffs on a contingency basis in civil rights and employee rights cases.

Ms. Wolfson frequently lectures on numerous class action topics across the country. Her notable speaking engagements include:

- Class Action Mastery Forum at the University of San Diego School of Law (Data Breach/Privacy Class Action Panel), January 2019;
- HarrisMartin: “‘Just the Facts’: The Equifax Breach – Pre-Breach Events and Post-Breach Responses,” November 2017, Atlanta (Co-Chair);
- Association of Business Trial Lawyers: “Navigating Class Action Settlement Negotiations and Court Approval: A Discussion with the Experts,” Los Angeles May 2017, featuring Hon. Philip S. Gutierrez and Hon. Jay C. Gandhi;
- American Conference Institute: “2nd Cross-Industry and Interdisciplinary

Summit on Defending and Managing Complex Class Actions,” April 2017, New York: Class Action Mock Settlement Exercise featuring the Hon. Anthony J. Mohr;

- CalBar Privacy Panel: “Privacy Law Symposium: Insider Views on Emerging Trends in Privacy Law Litigation and Enforcement Actions in California,” Los Angeles Mar. 2017 (Moderator), featuring Hon. Kim Dunning;
- Federal Bar Association: N.D. Cal. Chapter “2016 Class Action Symposium,” San Francisco Dec. 2016 (Co-Chair), featuring Hon. Joseph F. Anderson, Jr. and Hon. Susan Y. Illston;
- Federal Bar Association: “The Future of Class Actions: Cutting Edge Topics in Class Action Litigation,” San Francisco Nov. 2015 (Co-Chair & Faculty), featuring Hon. Jon S. Tigar and Hon. Laurel Beeler; an
- HarrisMartin: Data Breach Litigation Conference: The Coming of Age – “The First Hurdles: Standing and Other Motion to Dismiss Arguments,” March 2015, San Diego.

Ms. Wolfson currently serves as a Lawyer Representative for the Ninth Circuit (Central District of California), on the Federal Litigation Section of the Federal Bar Association, and on the Board of Public Justice. She has been selected to Super Lawyers as a top-rated class action attorney and is named in Benchmark Litigation’s “Top 250 Women in Litigation.”

Robert Ahdoot

Mr. Ahdoot is a principal and co-founder of AW. He graduated from Pepperdine Law School *cum laude* in 1994, where he served as Literary Editor of the Pepperdine Law Review. Mr. Ahdoot clerked for the Honorable Paul Flynn at the California Court of Appeals, and then began his career as a civil litigator at the Los Angeles office of Mendes & Mount, LLP, where he defended large corporations and syndicates such as Lloyds of London in complex environmental and construction-related litigation as well as a variety of other matters. Since co-founding AW in 1998, Mr. Ahdoot had led numerous class actions to successful results.

Recognized for his deep class action experience, Mr. Ahdoot frequently lectures on numerous class action topics across the country. His notable speaking engagements include:

- MassTorts Made Perfect: Speaker Conference, April 2019, Las Vegas: “Llegal Fees: How Companies and Governments Charge The Public, and How You Can Fight Back.”
- HarrisMartin: Lumber Liquidators Flooring Litigation Conference, May 2015, Minneapolis: “Best Legal Claims and Defenses.”
- Bridgeport: 15th Annual Class Action Litigation Conference, September 2014, San Francisco: “The Scourge of the System: Serial Objectors.”
- Strafford Webinars: Crafting Class Settlement Notice Programs: Due Process, Reach, Claims Rates and More, February 2014: “Minimizing Court Scrutiny and Overcoming Objector Challenges.”
- Pincus: Wage & Hour and Consumer Class Actions for Newer Attorneys: The Do’s and Don’ts, January 2014, Los Angeles: “Current Uses for the 17200, the CLRA an PAGA.”
- Bridgeport: 2013 Class Action Litigation & Management Conference, August 2013, San Francisco: “Settlement Mechanics and Strategy.”

Theodore W. Maya

Mr. Maya has been representing clients and consumers since 2002. He graduated from UCLA Law School, where he served as the Editor-in-Chief of the UCLA Law Review. After law school, Mr. Maya was a Law Clerk for the Honorable Gary Allen Feess in the United States District Court, Central District of California. He then worked as a litigation associate in the Los Angeles offices of Kaye Scholer, LLP for approximately eight years. He actively litigated a large variety of complex commercial cases from inception to trial.

Mr. Maya received the 2011 President’s Award from Public Counsel for his pro bono efforts. Additional recognitions include being named the “Advocate of the Year” for 2007 by the Consumer Law Project of Public Counsel for successful pro bono representation of a victim of a large-scale equity fraud ring. He also successfully tried several criminal cases before juries as a volunteer City Attorney while participating in the Los Angeles City Attorney’s Trial Advocacy Project (TAP). At Ahdoot & Wolfson, Mr. Maya focuses on consumer class actions, complex litigation, and intellectual property matters.

Alex R. Straus

Mr. Straus earned a Master of Public Administration degree from Columbia University and a Juris Doctorate degree from Roger Williams University School of Law,

where he was awarded the Kathleen Brit Memorial Prize for Alternative Dispute Resolution. His legal career began working with the General Counsel of the New England Patriots and New England Revolution. He went on to represent municipalities and institutional investors in complex antitrust and securities litigation, authoring legal briefs filed in numerous state supreme courts and the Supreme Court of the United States. Mr. Straus has contributed to more than \$250 million in antitrust and securities litigation settlements, and was named a Super Lawyers New York Metro Rising Star. He is a certified mediator by the American Arbitration Association. Alex serves as an Executive Board Member of the Gary Forbes Foundation, a nonprofit organization supporting diabetes research and education. At Ahdoot & Wolfson, Mr. Straus focuses on antitrust, consumer class actions, complex litigation, and intellectual property matters.

Bradley K. King

Mr. King is a senior associate at Ahdoot & Wolfson, PC with experience in employment, civil rights, consumer protection, and personal injury law. He graduated from Pepperdine University School of Law, where he served as Associate Editor of the Pepperdine Law Review. He worked as a law clerk for the California Office of the Attorney General, Correctional Law Section in Los Angeles and was a certified law clerk for the Ventura County District Attorney's Office. Mr. King has been admitted to practice by the State Bars of California, New York, New Jersey, as well as the District of Columbia. He began his legal career at a boutique civil rights law firm, gaining litigation experience in a wide variety of practice areas, including employment law, police misconduct, municipal contract, criminal defense, and premises liability cases. At Ahdoot & Wolfson, Brad focuses on consumer class actions.

EXHIBIT B

THE NATIONAL LAW JOURNAL

NOT FOR REPRINT

 [Click to Print](#) or Select 'Print' in your browser menu to print this document.

Page printed from: [National Law Journal](#)

Billing Rates Rise, Discounts Abound

A 10 percent increase is offset by price cuts.

Ketelyn Polantz, The National Law Journal

January 5, 2015

The price of a billable hour has risen by more than 10 percent in four years, as large corporate law firms focused on their most expensive work and saved clients' money elsewhere.

"The question is: Is anybody paying that?" Maurice Watson, chairman at Husch Blackwell, said, looking back at hourly rates charged last year for lawyers. Husch's average rate for partners is about \$449 per hour, the firm told The National Law Journal in response to our 2014 billing survey. But \$407 is closer to what the firm collects for its work.

The former number represents the "rack rate," Watson said, while the lower price factors in discounts given to clients on the billable hour and in alternative billing arrangements.

Husch's fees are indicative of the pricier billable hour and complementary cost cuts that law firms find for clients. The Kansas City, Mo.-founded firm was among the firms that have reported their rates to The National Law Journal since 2010. Almost all of the highest- and lowest-charging partners among the firms increased rates since 2010.

Partners' hourly prices at the 40 firms that reported their numbers in 2014 now hover around \$500 an hour on average. The highest-billing partner among the survey came from Kaye Scholer, with a \$1,250 rate. The lowest-billing partner, from Frost Brown Todd, made \$220, the firms told the NLJ.

See chart: [Billing Rates at the Nation's Priciest Law Firms](#)

The NLJ billing data also includes rates collected from public records — mostly bankruptcy filings — for 128 additional firms during the past three years.

Although the rates charged have gone up in recent years, the amounts that clients pay have not kept pace with inflation, legal industry leaders say.

"I think the story of billing rates is no longer as full or clear as it once was," Watson said.

Lawyers often give discounts on their stated rates, or firms arrange alternative fee plans with clients, including caps on fees, retainers or other flat rates for legal work. Still, firms lean on hourly pricing more than any other model. Generally, 15 percent to 20 percent of work comes from alternative fee structures, according to Steve Nelson of the McCormick Group Inc., a legal consulting firm in Northern Virginia.

Dinsmore & Shohl, a Cincinnati-based firm, has changed the way it sets rates instead of ditching the billable model.

"The billable hour is still very important. There's probably 100 reasons for that," firm chairman George Vincent said.

Dinsmore opened an office in Washington in 2011, so billing rates for lawyers in the nation's capital notched higher than at the rest of the firm. At the same time, associates faced a shift away from rates that rise in lockstep to individualized pricing, Vincent said. Dinsmore also has added nonpartner-track associates to cut some fees. The firm's lawyers charged between \$590 and \$175 in 2010, but they ranged between \$850 and \$160 in 2014.

The spread shows a rate expansion that mimics the decisions made by other firms — increases for top earners while squeezing value where they can.

Associates, on average, charged \$306 an hour at 28 firms in the NLJ study in 2014, an increase of 12 percent from those firms' average rate four years previously. The most expensive associates' rates pushed up at about the same pace, while a number of firms increased their lowest-paid associates' rates by only \$15 or less an hour.

The deleveraging of lawyers in the industry may account for this. Many clients now refuse to pay for legal work performed by first-year associates, Nelson said. Associates instead train during their first year, or work on pro bono or the equivalent of clerk and paralegal tasks. Outsourcing some work to cheaper consultants and firms plays into the pricing models more every year.

Many large firms are shedding lower-end practices, which fueled partners' lateral moves in 2014, Nelson added. Large firms now often mandate that partners meet or exceed certain rates. Some practices become priced out, so the lawyers move to less strict or lower-tiered firms to keep their clients. Practices that work on large corporate mergers or high-stakes litigation saw less lateral movement because of rate pressure. Gibson, Dunn & Crutcher, with an \$1,800 hourly rate for Theodore Olson, an outlier, had the highest rate the NLJ could find in public records.

The billing rate story was different in bankruptcy matters. Those numbers showed that the practice area, which runs countercyclical to the U.S. economy, suffered as companies recovered from the economic recession. Partners and associates working with clients in bankruptcy often must report their hourly rates in court.

Those partners averaged \$452 per hour in 2014, compared with an average rate of \$480 in 2012. The NLJ found fewer partners mentioned in new bankruptcy filings in 2014 compared with the previous years. On average over three years, bankruptcy partners charged about \$475 an hour, according to records from more than 2,300 firm shareholders.

In 2012, when rates were higher, elite New York firms told courts their partners earned \$1,000 an hour or more on the work. This \$1,000-an-hour club included three partners from Paul, Weiss, Rifkind, Wharton & Garrison and two partners from Weil, Gotshal & Manges.

It also included a team of nine Sullivan & Cromwell partners who charged \$1,150 an hour each to represent Eastman Kodak Co. in its bankruptcy.

In 2014, the rates for bankruptcy work topped out at about \$900 an hour, according to the data. Two partners from Pachulski Stang Ziehl & Jones, a Los Angeles corporate restructuring boutique, charged \$875 and \$895 each for their work on the bankruptcy of staffing company Ablest Inc.

Copyright 2015. ALM Media Properties, LLC. All rights reserved.

2014 Arnold & Porter	Washington, DC	720	\$650.00	\$670.00	\$815.00	\$610.00	\$345.00	\$500.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Arnstein & Lehr	Chicago, IL	144	\$695.00	\$650.00	\$465.00	\$350.00	\$175.00	\$250.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Baker & Hostetler	Cleveland, OH	788	\$670.00	\$275.00	\$449.00	\$350.00	\$210.00	\$272.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Baker & McKenzie	Chicago, IL	4057	\$1130.00	\$260.00	\$755.00	\$925.00	\$100.00	\$395.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Eaker, Donelson, Bearman, Caldwell & Berkowitz	Memphis, TN	598	\$495.00	\$340.00	\$400.00	\$465.00	\$245.00	\$295.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Ballard Spahr	Philadelphia, PA	483	\$550.00	\$395.00	\$475.00	\$495.00	\$235.00	\$315.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Barnes & Thornburg	Indianapolis, IN	522	\$580.00	\$330.00	\$480.00	\$370.00	\$280.00	\$320.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bonesch, Friedlander, Caplan & Aromoff	Cleveland, OH	150	\$635.00	\$280.00	\$465.00	\$475.00	\$165.00	\$280.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Best Best & Krieger	Riverside, CA	176	\$655.00	\$340.00	\$455.00	\$385.00	\$235.00	\$280.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bingham McChughan	Boston, MA	795	\$1080.00	\$220.00	\$795.00	\$605.00	\$165.00	\$450.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report

2014 Blank Rome	Philadelphia, PA	447	\$540.00	\$445.00	\$540.00	\$595.00	\$175.00	\$350.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bond, Schoenack & King	Syracuse, NY	198	\$520.00	\$240.00	\$355.00	\$310.00	\$160.00	\$225.00	\$485.00 National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bowfas Rice	Charleston, WV	140	\$285.00	\$165.00	\$230.00	\$180.00	\$115.00	\$135.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bracewell & Giuliani	Houston, TX	441	\$1125.00	\$575.00	\$760.00	\$700.00	\$275.00	\$440.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bradley Arant Boult Cummings	Birmingham, AL	413	\$605.00	\$325.00	\$430.00	\$340.00	\$200.00	\$280.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Broad and Cassel	Olando, FL	150	\$465.00	\$295.00	\$360.00				National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Brown Rudnick	Boston, MA	187	\$1045.00	\$550.00	\$666.00				National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Brownstein Hyatt Farber Schreck	Denver, CO	214	\$700.00	\$370.00	\$520.00	\$345.00	\$265.00	\$305.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Bryan Cave	St. Louis, MO	985	\$900.00	\$410.00	\$620.00	\$565.00	\$220.00	\$405.00	\$665.00 National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Buchalter Nimmer	Los Angeles, CA	139	\$695.00	\$475.00	\$605.00	\$375.00	\$350.00	\$385.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report

2014 Edwards Wildman Palmer	Boston, MA	540	\$765.00	\$210.00	\$535.00	\$415.00	\$245.00	\$325.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Faegre Baker Daniels	Minneapolis, MN	673	\$580.00	\$355.00	\$260.00	\$315.00	\$110.00	\$260.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Foley & Lardner	Milwaukee, WI	844	\$890.00	\$405.00	\$535.00	\$470.00	\$210.00	\$535.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Foley Hoag	Boston, MA	221	\$775.00	\$590.00	\$325.00	\$385.00	\$290.00	\$325.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Fox Rothschild	Philadelphia, PA	531	\$750.00	\$335.00	\$510.00	\$500.00	\$245.00	\$510.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Fried, Frank, Harris, Shriver & Jacobson	New York, NY	450	\$1100.00	\$930.00	\$595.00	\$760.00	\$375.00	\$595.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Frost Brown Todd	Cincinnati, OH	414	\$900.00	\$220.00	\$234.00	\$315.00	\$150.00	\$234.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Gardere Wynne Sewell	Dallas, TX	218	\$775.00	\$430.00	\$303.00	\$330.00	\$290.00	\$303.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Gibbons	Newark, NJ	201	\$665.00	\$440.00	\$350.00	\$475.00	\$295.00	\$350.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Gibson, Dunn & Crutcher	New York, NY	1154	\$1800.00	\$765.00	\$590.00	\$930.00	\$175.00	\$590.00	National Law Journal, December 2014	Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report

2014 McGuireWoods	Richmond, VA	991	\$725.00	\$450.00	\$595.00	\$525.00	\$285.00	\$360.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 McKenna Long & Aldridge	Atlanta, GA	518	\$650.00	\$480.00	\$630.00	\$425.00	\$375.00	\$395.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Michewi, Best & Friedrich	Milwaukee, WI	189	\$650.00	\$235.00	\$445.00	\$425.00	\$200.00	\$283.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Miles & Stockbridge	Baltimore, MD	228	\$740.00	\$340.00	\$478.00	\$425.00	\$230.00	\$230.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Moore & Van Allen	Charlotte, NC	274	\$870.00	\$315.00	\$460.00	\$430.00	\$190.00	\$280.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Morgan, Lewis & Bockius	Philadelphia, PA	1363	\$765.00	\$430.00	\$620.00	\$565.00	\$270.00	\$330.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Morris, Manning & Martin	Atlanta, GA	148	\$575.00	\$400.00	\$480.00				National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Morrison & Foerster	San Francisco, CA	1020	\$1195.00	\$395.00	\$695.00	\$725.00	\$230.00	\$625.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Nelson Mullins	Columbia, SC	466	\$800.00	\$250.00	\$444.00	\$385.00	\$215.00	\$271.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report
2014 Nixon Peabody	Boston, MA	594	\$650.00	\$255.00	\$620.00	\$550.00	\$180.00	\$300.00	National Law Journal, December 2014 Full-time equivalent (FTE) attorneys at the firm and the city of the firm's largest U.S. office as listed in the 2014 NLJ 350 report

EXHIBIT C

New England Region

Firm **Bracewell & Giuliani LLP**

Firm Size: 422 Firm Rank 103

Court Name Delaware
 Case Name Optim Energy, LLC, et al,
 Case Number 14-10262 (BLS)

For fee applications
 2/12/2014 through 10/15/2015

Name	Title	State	Graduated	Admitted	Rate	Hours	Fees
David L. Lawton	Associate	CT	2006	2006	\$654	120.50	\$78,907.02
David L. Lawton	Associate	CT	2006	2006	\$650	20.80	\$13,520.00
Mark E. Dendinger	Associate	CT	2007	2008	\$625	505.60	\$316,000.00
Mark E. Dendinger	Associate	CT	2007	2008	\$612	2830.80	\$1,734,063.16
Mark E. Dendinger	Associate	CT	2007	2008	\$585	68.50	\$40,072.50
Shannon Wolf	Associate	CT	2009	2009	\$550	2.30	\$1,265.00
Total:						<u>3548.50</u>	<u>\$2,183,827.67</u>

Firm **Brown Rudnick LLP**

Firm Size: 184 Firm Rank 211

Court Name Delaware
 Case Name Corinthian Colleges Inc
 Case Number 15-10952 (KJC)

For fee applications
 5/4/2015 through 9/21/2015

Name	Title	State	Graduated	Admitted	Rate	Hours	Fees
Andreas andromalos	Partner	MA	2000	2000	\$825	34.70	\$28,627.50
Mary D. Bucci	Partner	MA	1999	1999	\$825	0.80	\$660.00
Jeffrey L. Vigliotti	Associate	MA	2009	2009	\$605	0.80	\$484.00
Priya F. selvam	Associate	MA	2012	2012	\$525	42.10	\$22,102.50
Tia Wallach	Associate	MA	2013	2013	\$470	72.10	\$33,887.00
Cailin M. Harris	Associate	MA	2014	2014	\$420	14.10	\$5,922.00
Total:						<u>164.60</u>	<u>\$91,683.00</u>

New England Region

Firm **Brown Rudnick LLP**

Firm Size: 184 Firm Rank 211

Court Name Delaware

For fee applications

Case Name F-Squared Investment Management, LL

7/15/2015 through 10/31/2015

Case Number 15-11469 (LSS)

Name	Title	State	Graduated	Admitted	Rate	Hours	Fees
Edward J. Naughton	Partner	MA	1995	1995	\$870	1.80	\$1,566.00
Sunni P. Beville	Partner	MA	1998	1998	\$820	47.40	\$38,868.00
Amanda B. Varella	Partner	MA	1998	1998	\$730	1.00	\$730.00
R. Benjamin Chapman	Associate	MA	2009	2009	\$635	109.80	\$69,723.00
Jesse Garfinkle	Associate	MA	2012	2012	\$525	1.90	\$997.50
Jessica T. Lu	Associate	MA	2012	2012	\$525	4.80	\$2,520.00
Jill C. Wexler	Associate	MA	2014	2014	\$420	88.00	\$36,960.00
shari I. Dwoskin	Associate	MA	2014	2014	\$420	26.30	\$11,046.00
Total:						<u>281.00</u>	<u>\$162,410.50</u>

New England Region

Firm **Mintz Levin Cohn Ferris Glovsky & Popeo**

Firm Size: 412 Firm Rank 109

Court Name Delaware
Case Name ALSIP ACQUISITION, LLC
Case Number 14-12596 (KJC)For fee applications
11/20/2014 through 8/25/2015

Name	Title	State	Graduated	Admitted	Rate	Hours	Fees
Richard E. Mikels	Member	MA	1972	1972	\$895	216.30	\$193,588.50
Michael J Lieberman	Member	MA	1972	1996	\$850	2.10	\$1,785.00
Alden J. Bianchi	Member	MA	1979	1979	\$795	0.60	\$477.00
Daniel H. Follansbee	Member	MA	1997	1997	\$765	10.90	\$8,338.50
Kevin J Walsh	Associate	MA	1995	1995	\$730	170.70	\$124,611.00
Anthony E Hubbard	Member	MA	1986	1986	\$725	26.10	\$18,922.50
Donald W. Schroeder	Member	MA	2000	2000	\$725	1.40	\$1,015.00
Allan Caggiano	Member	MA	2002	2002	\$640	33.70	\$21,568.00
Colin G. Van Dyke	Associate	MA	2005	2005	\$600	0.30	\$180.00
Brenton Leone- Quick	Member	MA	2002	2002	\$595	18.20	\$10,829.00
Charles Azano	Associate	MA	2002	2002	\$595	449.50	\$267,452.50
Paula Valencia Galbraith	Associate	MA	2002	2002	\$585	1.30	\$760.50
Margaret M. Pasulka	Attorney	MA	1995	1995	\$525	7.50	\$3,937.50
Eric R. Blythe	Associate	MA	2011	2011	\$480	47.00	\$22,560.00
Adam B. Coffin	Associate	MA	2012	2012	\$445	0.70	\$311.50
Amanda M. Blaske	Associate	MA	2013	2013	\$350	51.90	\$18,165.00
Total:						<u>1038.20</u>	<u>\$694,501.50</u>

New England Region

Title	Professional	Firm	Graduated	Admitted	State	Rate	Hours	Total
Associate	David L. Lawton	Bracewell & Giuliani LLP	2006	2006	CT	\$654	120.5	\$78,907.02
Associate	David L. Lawton	Bracewell & Giuliani LLP	2006	2006	CT	\$650	20.8	\$13,520.00
Associate	Mark E. Dendinger	Bracewell & Giuliani LLP	2008	2007	CT	\$625	505.6	\$316,000.00
Associate	Mark E. Dendinger	Bracewell & Giuliani LLP	2008	2007	CT	\$612	2830.8	\$1,734,063.16
Associate	Mark E. Dendinger	Bracewell & Giuliani LLP	2008	2007	CT	\$585	68.5	\$40,072.50
Associate	Shannon Wolf	Bracewell & Giuliani LLP	2009	2009	CT	\$550	2.3	\$1,265.00
Member	Richard E. Mikels	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1972	1972	MA	\$895	216.3	\$193,588.50
Partner	Edward J. Naughton	Brown Rudnick LLP	1995	1995	MA	\$870	1.8	\$1,566.00
Member	Michael J. Lieberman	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1996	1972	MA	\$850	2.1	\$1,785.00
Partner	Andreas andromalos	Brown Rudnick LLP	2000	2000	MA	\$825	34.7	\$28,627.50
Partner	Mary D. Bucci	Brown Rudnick LLP	1999	1999	MA	\$825	0.8	\$660.00
Partner	Sunni P. Beville	Brown Rudnick LLP	1998	1998	MA	\$820	47.4	\$38,868.00
Member	Alden J. Bianchi	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1979	1979	MA	\$795	0.6	\$477.00
Member	Daniel H. Follansbee	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1997	1997	MA	\$765	10.9	\$8,338.50
Partner	Amanda B. Varella	Brown Rudnick LLP	1998	1998	MA	\$730	1	\$730.00
Associate	Kevin J Walsh	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1995	1995	MA	\$730	170.7	\$124,611.00
Member	Anthony E Hubbard	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1986	1986	MA	\$725	26.1	\$18,922.50
Member	Donald W. Schroeder	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2000	2000	MA	\$725	1.4	\$1,015.00
Member	Allan Caggiano	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2002	2002	MA	\$640	33.7	\$21,568.00
Associate	R. Benjamin Chapman	Brown Rudnick LLP	2009	2009	MA	\$635	109.8	\$69,723.00
Associate	Jeffrey L. Vigliotti	Brown Rudnick LLP	2009	2009	MA	\$605	0.8	\$484.00
Associate	Colin G. Van Dyke	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2005	2005	MA	\$600	0.3	\$180.00
Member	Brenton Leone- Quick	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2002	2002	MA	\$595	18.2	\$10,829.00
Associate	Charles Azano	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2002	2002	MA	\$595	449.5	\$267,452.50
Associate	Paula Valencia Galbraith	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2002	2002	MA	\$585	1.3	\$760.50
Associate	Jesse Garfinkle	Brown Rudnick LLP	2012	2012	MA	\$525	1.9	\$997.50
Associate	Jessica T. Lu	Brown Rudnick LLP	2012	2012	MA	\$525	4.8	\$2,520.00
Attorney	Margaret M. Pasulka	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	1995	1995	MA	\$525	7.5	\$3,937.50
Associate	Priya F. selvam	Brown Rudnick LLP	2012	2012	MA	\$525	42.1	\$22,102.50
Associate	Eric R. Blythe	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2011	2011	MA	\$480	47	\$22,560.00
Associate	Tia Wallach	Brown Rudnick LLP	2013	2013	MA	\$470	72.1	\$33,887.00
Associate	Adam B. Coffin	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2012	2012	MA	\$445	0.7	\$311.50
Associate	Cailin M. Harris	Brown Rudnick LLP	2014	2014	MA	\$420	14.1	\$5,922.00
Associate	Jill C. Wexler	Brown Rudnick LLP	2014	2014	MA	\$420	88	\$36,960.00
Associate	shari I. Dwoskin	Brown Rudnick LLP	2014	2014	MA	\$420	26.3	\$11,046.00
Associate	Amanda M. Blaske	Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.	2013	2013	MA	\$350	51.9	\$18,165.00