UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

IN RE: REALPAGE, INC., RENTAL SOFTWARE ANTITRUST LITIGATION (NO. II)	Case No. 3:23-md-3071 MDL No. 3071 JURY DEMAND Judge Waverly D. Crenshaw, Jr. This Document Relates to: ALL CASES

PLAINTIFFS' MOTION FOR INTERIM ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION EXPENSES, FUTURE LITIGATION EXPENSE FUND, AND SERVICE AWARDS FOR NAMED PLAINTIFFS

Plaintiffs respectfully move the Court for entry of the attached Proposed Order, which would, among other things:

(1) Award Plaintiffs' Counsel attorneys' fees of $119,975,000 (one-third of the $359,925,000 Settlement Fund), plus earned interest, from the Settlement Fund;

(2) Award Plaintiffs' Counsel litigation expenses of $14,674,964.91, plus earned interest, from the Settlement Fund;

(3) Permit Plaintiffs' Counsel to set aside $3,500,000 of the Settlement Fund to create a fund for future litigation expenses incurred in this litigation for the common benefit of Plaintiffs and the proposed class; and

(4) Award each named Plaintiff (Jason Goldman, Jeffrey Weaver, Billie Jo White, Brandon Watters, Priscilla Parker, Patrick Parker, Barry Amar-Hoover, Joshua Kabisch, Meghan Cherry, and Maya Haynes) a service award of $10,000 from the Settlement Fund.

For the reasons set out in the accompanying Memorandum, Plaintiffs respectfully submit that these requests are justified. This Motion is also supported by the following contemporaneously filed declarations (with accompanying exhibits): (1) Joint Declaration of Interim Co-Lead Counsel;[1] (2) Declaration of Patrick Coughlin; (3) Declaration of Stacey Slaughter; (4) Declaration of Swathi Bojedla; and (5) Declaration of Tricia Herzfeld.

Defendants have not taken a position on the Motion.

[1] The Joint Declaration attaches, *inter alia*, declarations from the Plaintiffs' Steering Committee firms and several supporting firms concerning litigation expenses incurred for the common benefit by those firms for which Plaintiffs are seeking reimbursement.

Dated: July 28, 2026

/s/ Tricia R. Herzfeld
Tricia R. Herzfeld (#26014)
Anthony A. Orlandi (#33988)
HERZFELD SUETHOLZ GASTEL LENISKI AND WALL, PLLC
1920 Adelicia St., Suite 300
Nashville, TN 37212
Telephone: (615) 800-6225
tricia@hsglawgroup.com
tony@hsglawgroup.com

Liaison Counsel

Patrick J. Coughlin
Carmen A. Medici
Heidi B. Weaver
Bridget Gramme
SCOTT+SCOTT ATTORNEYS AT LAW LLP
600 West Broadway, Suite 3300
San Diego, CA 92101
Telephone: (619) 798-5325
Facsimile: (619) 233-0508
pcoughlin@scott-scott.com
cmedici@scott-scott.com
hweaver@scott-scott.com
bgramme@scott-scott.com

Patrick McGahan
Amanda F. Lawrence
Michael Srodoski
G. Dustin Foster
SCOTT+SCOTT ATTORNEYS AT LAW LLP
156 South Main Street
P.O. Box 192
Colchester, CT 06145
Telephone: (860) 537-5537
Facsimile: (860) 537-4432
pmcgahan@scott-scott.com
alawrence@scott-scott.com
msrodoski@scott-scott.com
gfoster@scott-scott.com

Matthew J. Perez
Daniel F. Loud
Fatima Brizuela
SCOTT+SCOTT ATTORNEYS AT LAW LLP

230 Park Ave., 24th Floor
New York, NY 10169
Telephone: (212) 223-6444
matt.perez@scott-scott.com
dloud@scott-scott.com
fbrizuela@scott-scott.com

Stacey Slaughter
Thomas J. Undlin
Geoffrey H. Kozen
J. Austin Hurt
Caitlin E. Keiper
Navy A. Thompson
Sam R. Black
ROBINS KAPLAN LLP
800 LaSalle Avenue, Suite 2800
Minneapolis, MN 55402
Telephone: (612) 349-8500
Facsimile: (612) 339-4181
sslaughter@robinskaplan.com
tundlin@robinskaplan.com
gkozen@robinskaplan.com
ahurt@robinskaplan.com
ckeiper@robinskaplan.com
nthompson@robinskaplan.com
sblack@robinskaplan.com

Swathi Bojedla
Daniel J. Walker
HAUSFELD LLP
1200 17th Street, Suite 600
Washington, DC 20036
Telephone: (202) 540-7200
sbojedla@hausfeld.com
dwalker@hausfeld.com

Gary I. Smith, Jr.
Samuel Maida
HAUSFELD LLP
580 California Street, 12th Floor
San Francisco, CA 94111
Tel: (415) 633-1908
gsmith@hausfeld.com
smaida@hausfeld.com

Mindee Reuben
HAUSFELD LLP

325 Chestnut Street, Suite 900
Philadelphia, PA 19106
Telephone: (215) 985-3270
mreuben@hausfeld.com

Shayla J. Harris
Jacob R. Leiken
Mary Frances Brown
HAUSFELD LLP
33 Whitehall St., 14th Fl.
New York, NY 10004
Telephone: (646) 357-1100
sharris@hausfeld.com
jleiken@hausfeld.com
mbrown@hausfeld.com

Interim Co-Lead Counsel

Eric L. Cramer
Michaela L. Wallin
Taylor Hollinger
BERGER MONTAGUE PC
1818 Market Street, Suite 3600
Philadelphia, PA 19103
Telephone: (215) 875-3000
ecramer@bm.net
mwallin@bm.net
thollinger@bergermontague.com

Brendan P. Glackin
Dean M. Harvey
Jules A. Ross
LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
275 Battery Street, Suite 2900
San Francisco, CA 94111
Telephone: 415-956-1000
bglackin@lchb.com
dharvey@lchb.com
jross@lchb.com

Mark P. Chalos
Hannah R. Lazarz
Kenneth S. Byrd
LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
222 2nd Avenue South, Ste. 1640
Nashville, TN 37201
(615) 313-9000
mchalos@lchb.com
hlazarz@lchb.com
kbyrd@lchb.com

Benjamin J. Widlanski
Robert J. Neary
Cameron A. Moody
Brandon M. Sadowsky
KOZYAK TROPIN & THROCKMORTON LLP
2525 Ponce de Leon Blvd., 9th Floor
Coral Gables, Florida 33134
Telephone: (305) 372-1800
bwidlanski@kttlaw.com
rn@kttlaw.com

Christian P. Levis
Vincent Briganti
Peter Demato
Radhika Gupta
Nicole A. Veno
LOWEY DANNENBERG, P.C.
44 South Broadway, Suite 1100
White Plains, NY 10601
Telephone: (914) 997-0500
Facsimile: (914) 997-0035
vbriganti@lowey.com
clevis@lowey.com
pdemato@lowey.com
rgupta@lowey.com
nveno@lowey.com

Christopher M. Burke
Yifan (Kate) Lv
Amelia F. Burroughs
Rachel Steyer
BURKE LLP
402 W. Broadway, Suite 1890
San Diego, CA 92101
Telephone: (619) 369-8244
Facsimile (314) 241-3525
cburke@burke.law
klv@burke.law
afb@burke.law
rsteyer@burke.law

Joseph R. Saveri
Cadio Zirpoli
Kevin E. Rayhill
Alexandra S. Fernandez
SAVERI LAW FIRM, LLP
550 California St., Ste. 910
San Francisco, CA 94104
Telephone: (415) 500-6800
jsaveri@saverilawfirm.com
czirpoli@saverilawfirm.com
krayhill@saverilawfirm.com
afernandez@saverilawfirm.com

Jennifer W. Sprengel
Daniel O. Herrera
Nyran Rose Rasche

cmoody@kttlaw.com
bsadowsky@kttlaw.com

Kaitlin Naughton
Mohammed A. Rathur
Christopher P. Dolotosky
CAFFERTY CLOBES MERIWETHER & SPRENGEL LLP
135 S. LaSalle, Suite 3210
Chicago, IL 60603
Telephone: 312-782-4880
Facsimile: 312-782-4485
jsprengel@caffertyclobes.com
dherrera@caffertyclobes.com
nrasch@caffertyclobes.com
knaughton@caffertyclobes.com
mrathur@caffertyclobes.com
cdolotosky@caffertyclobes.com

Plaintiffs' Steering Committee Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on July 28, 2026, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List.

/s/ Tricia R. Herzfeld
Tricia R. Herzfeld

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

IN RE: REALPAGE, INC., RENTAL SOFTWARE ANTITRUST LITIGATION (NO. II)	)	**Case No. 3:23-md-3071** **MDL No. 3071** **Hon. Waverly D. Crenshaw, Jr.** **This Document Relates to:** **ALL CASES**

[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR INTERIM ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION EXPENSES, FUTURE LITIGATION EXPENSE FUND, AND SERVICE AWARDS FOR NAMED PLAINTIFFS

The Court, having reviewed Plaintiffs' Motion for Interim Attorneys' Fees, Reimbursement of Litigation Expenses, Future Litigation Expense Fund, and Service Awards for Named Plaintiffs and other papers on file in this Action, hereby finds that:

1. The Plaintiffs' Motion for Interim Attorneys' Fees, Reimbursement of Litigation Expenses, Future Litigation Expense Fund, and Service Awards for Named Plaintiffs is **GRANTED**.

2. The Court has considered the relevant case law and authority and finds that awards of attorneys' fees and reimbursement of expenses to Plaintiffs and their counsel are appropriate under Fed. R. Civ. P. 23(h) and Fed. R. Civ. P. 54(d)(2). Notice of the request for fees and reimbursement of expenses was provided to the potential class members via direct and published notice and a settlement website that includes relevant documents and pleadings.

3. The Court will award fees to Plaintiffs' Counsel using the percentage of the fund approach. When plaintiffs' counsel recovers a common fund for the benefit of class, courts have long recognized that an award of attorneys' fees and other costs of the litigation should be recovered from that common fund. *See Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980).

4. The percentage of the fund approach is the preferred method where, as here, "a substantial common fund has been established for the benefit of class members through the efforts of class counsel." *In re Se. Milk Antitrust Litig.*, 2013 WL 2155387, at *2 (E.D. Tenn. May 17, 2013) ("*Milk*"). The requested fee of one-third of the fund "is certainly within the range often awarded in common fund cases, both nationwide and in the Sixth Circuit." *Id.* at *3. The requested award is warranted given the exceptional result Plaintiffs' Counsel achieved in the face of substantial risk. *Id.*

5. The requested fee award satisfies all the factors the Sixth Circuit articulated in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974):

a. The non-reversionary cash benefit provided by the Settlement Agreements, totaling $359,925,000, along with the fundamental change in behavior of owners and property managers in the multi-family residential property industry, is an excellent outcome for the Class;

b. Society has a strong interest in compensating plaintiffs' counsel for bringing a class action where, as here, it is unlikely that an individual could obtain the same relief, thereby encouraging other counsel to bring similar litigation in the future, *see Milk*, 2013 WL 2155387, at *5;

c. Fees and reimbursement of litigation expenses in this case were entirely contingent upon the success of Plaintiffs' Counsel, creating a serious risk that they would not receive any compensation in the absence of settlement or victory at trial, *see Lonardo v. Travelers Indem. Co.*, 706 F. Supp. 2d 766, 795 (N.D. Ohio 2010);

d. Co-Lead and Liaison Counsel have devoted over a hundred thousand hours to vigorously litigating this case, and the significance and extent of their contributions to the case are substantial;

e. This antitrust case is inherently complex, *see In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459, at *3 (E.D. Tenn. 2014), involving over 50 Defendants with demanding questions of fact and liability arising from the alleged use of algorithmic pricing software to coordinate rents across the multifamily rental properties in the United States. Moreover, prosecution of the case required exceptional coordination and collaboration among Plaintiffs' Counsel to meet the demands of this heavily contested litigation and mediation obligations; and

f. Plaintiffs' Counsel, who are among the most experienced and successful class action and antitrust practitioners in the country, have litigated the case with exceptional skill and professionalism.

6. Although not required, courts may apply a lodestar "cross-check" on the reasonableness of the fee calculated as a percentage of the fund. The Court has confirmed the reasonableness of the requested fee award request by conducting a lodestar cross-check. "To determine the lodestar figure, the court multiplies the number of hours 'reasonably expended' on the litigation by a 'reasonable hourly rate.'" *See Gascho v. Global Fitness Holdings, LLC*, 822 F.3d 269, 279 (6th Cir. 2016) (quoting *Bldg. Serv. Local 47 Cleaning Contractors Pension Plan v. Grandview Raceway,* 46 F.3d 1392, 1401 (6th Cir. 1995)). The "sum may then be increased by a 'multiplier' to account for the costs and risks involved in the litigation, as well as the complexities of the case and the size of the recovery." *In re Sulzer Hip Prosthesis & Knee Prosthesis Liab. Litig.*, 268 F. Supp. 2d 907, 922 (N.D. Ohio 2003).

7. A cross-check of the lodestar incurred by Co-Lead and Liaison Counsel indicates that the fee requested constitutes fair and reasonable compensation for the risks assumed, the work done, and the benefits achieved for the members of the settlement class. The lodestar currently totals $105,063,090.50 when using Co-Lead and Liaison Counsel's current billing rates for complex class action litigation.

8. Using the lodestar cross-check methodology and reviewing the total fees awarded with the lodestar generated on these cases from the inception of the litigation to March 31, 2026, the requested fee implies in a lodestar multiplier of at most 1.1 even without accounting for

additional attorneys' fees reasonably incurred by the Plaintiffs' Steering Committee firms and other supporting firms. This multiplier falls within the range regularly accepted in this Circuit. *See Milk*, 2013 WL 2155387, at *4 (citing cases with multipliers from 1.3 to 4.5); *Skelaxin*, 2014 WL 2946459, at *2 (citing cases with multipliers between 3.04 and 5.9); *Hosp. Auth. of Metro. Gov't of Nashville v. Momenta Pharms., Inc.*, No. 3:15-CV-01100, 2020 WL 3053468, at *1 (M.D. Tenn. May 29, 2020) (finding 3.12 "within an acceptable range" and identifying cases awarding multipliers up to 6.0). Plaintiffs' Counsel's submitted time reflects their most recent (2026) billing rates, which courts have recognized is appropriate to "compensate for the delay in payment during the pendency of the litigation." *In re UnumProvident Corp. Deriv. Litig.*, 2010 WL 289179, at *9 (E.D. Tenn. Jan. 20, 2010).

9. The requested fee award of $ 119,975,000, plus earned interest, is **GRANTED**.

10. Co-Lead Counsel are authorized to allocate the attorneys' fees awarded herein among counsel who performed work on behalf of the Settlement Class in accordance with Co-Lead Counsel's assessment of each firm's contribution to the prosecution of this litigation.

11. Plaintiffs' Counsel reasonably incurred a total of $14,674,964.91 in litigation expenses in prosecuting this case. As detailed in the supporting declarations submitted with the motion, the expenses incurred by each firm were reviewed to ensure that they were for the common benefit of the Class. *Id.* Such expenses and costs include, *inter alia*: filing fees, assessments, mailing and courier charges, photocopying, legal research tools, travel, deposition-related costs and transcripts, mediator fees, and expert and witness fees. Such expenses are "routinely charged" by attorneys with hourly clients and "should be reimbursed out of the Settlement Fund." *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 535 (E.D. Mich. 2003); *see also Momenta*, 2020

WL 3053468, at *3 (granting reimbursement). The past litigation expenses incurred in the prosecution of this case and awarded in this Order shall be reimbursed from the Settlement Fund.

12. The requested expense reimbursement of $14,674,964.91, plus earned interest, for litigation expenses incurred through June 2026 is **GRANTED**.

13. The Court **GRANTS** Plaintiffs' request for interest earned on the above award of attorneys' fees and reimbursement of past litigation expenses from the date the funds were deposited in the Escrow Account until payment of such attorneys' fees plus expenses, at the rate earned by the Settlement Fund.

14. Plaintiffs' Counsel's request for $3,500,000 to establish a fund for future reasonable litigation expenses incurred in this litigation for the common benefit of Plaintiffs and the proposed class is **GRANTED**. Allowing a portion of class settlement funds to be set aside for prospective litigation expenses is a well-accepted practice in this Circuit. *See, e.g.*, *In re Auto. Parts Antitrust Litig.*, 2018 WL 7108072, at *2 (E.D. Mich. Nov. 5, 2018) (approving request to set aside $3,455,423.97 for use in future litigation); *In re Auto Parts Antitrust Litig.*, 2016 WL 9459355, at *2 (E.D. Mich. Nov. 29, 2016) (approving request to set aside nearly $10 million for use in future litigation); *In re Auto Parts Antitrust Litig.*, 2015 WL 13715591, at *2 (E.D. Mich. Dec. 7, 2015) (approving request to set aside $2,947,395 for use in future litigation); *see also* Manual for Complex Litigation (Fourth), §13.21 ("[P]artial settlements may provide funds needed to pursue the litigation . . . . ").

15. Following entry of an order by the Court granting final approval to the material terms of the Settlement (even if such order is subject to appeal), the attorneys' fees and past and future litigation expenses awarded by the Court shall be payable from the Settlement Fund immediately upon entry by the Court of an order awarding such amounts, notwithstanding the

existence of any timely filed objections thereto, or potential for appeal or collateral attack on the Settlements or any part thereof. However, if and when, as a result of any appeal and/or further proceedings on remand, or successful collateral attack, any attorneys' fees and expense award is overturned or reduced, or if the Settlements are terminated or not approved by the Court, or if there is an appeal and any order approving the Settlements do not become final and binding upon the Settlement Class, then, within 30 business days after receiving such an order from a court of appropriate jurisdiction, each Plaintiffs' Counsel that has received any fees or expenses shall refund to the Settlement Fund such funds previously paid to it, plus interest thereon at the same rate as earned on the Settlement Fund, in an amount consistent with such reversal or reduction. Each law firm that serves as Plaintiffs' Counsel, as a condition of receiving a portion of the attorneys' fees and expense award, on behalf of itself and each partner, shareholder, or member of it, agrees that the law firm and its partners, shareholders, and/or members are subject to the jurisdiction of this Court for purposes of enforcing the provisions of this paragraph.

16. The request for a service award of $10,000 for each Named Plaintiff, Jason Goldman, Jeffrey Weaver, Billie Jo White, Brandon Watters, Priscilla Parker, Patrick Parker, Barry Amar-Hoover, Joshua Kabisch, Meghan Cherry, and Maya Haynes, is **GRANTED**.

17. These service awards are justified by the significant time and resources they invested into supervising and prosecuting this case. *See Lonardo*, 706 F. Supp. 2d at 787; *UnumProvident*, 2010 WL 289179, at *9. The service awards are also justified as an economic incentive to spur individuals and entities to bring antitrust litigation even though their own claims may not be sizable. *See In re Polyurethane Foam Antitrust Litig*., 168 F. Supp. 3d 985, 1000 (N.D. Ohio 2016) (noting that "courts have stressed that incentive awards are efficacious ways of encouraging members of a class to become class representatives" (internal citation omitted)).

18. Co-Lead Counsel are authorized to pay from the Settlement Fund $10,000 to each Plaintiff.

Accordingly, it is hereby **ORDERED** that:

19. Plaintiffs' Counsel are awarded attorneys' fees of $119,975,000 (one-third of the $359,925,000 Settlement Fund), plus earned interest;

20. Plaintiffs' Counsel are awarded litigation expenses of $14,674,964.91, plus earned interest;

21. Plaintiffs' Counsel are permitted to set aside $3,500,000 of the Settlement Fund to create a fund for future litigation expenses incurred in this litigation for the common benefit of Plaintiffs and the proposed class; and

22. Named Plaintiffs Jason Goldman, Jeffrey Weaver, Billie Jo White, Brandon Watters, Priscilla Parker, Patrick Parker, Barry Amar-Hoover, Joshua Kabisch, Meghan Cherry, and Maya Haynes are granted service awards of $10,000 each for their contributions to the litigation.

23. These amounts shall all be immediately paid payable from the Settlement Fund, subject to the conditions for attorneys' fees and expenses described in paragraph 15 above.

IT IS SO ORDERED.

Dated: *\/s\/*

HON. WAVERLY D. CRENSHAW, JR.
UNITED STATES DISTRICT JUDGE