IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, *et al.*, *on behalf of themselves and all individuals similarly situated*, Plaintiffs, v. JUSTIN MARTORELLO., *et al.*, Defendants.	Case No. 3:19-cv-00314-REP

PLAINTIFFS' MEMORANDUM IN SUPPORT OF MOTION FOR FINAL APPROVAL OF CLASS SETTLEMENT, SERVICE AWARDS, AND ATTORNEYS' FEES

Plaintiffs, by and through counsel, submit this Memorandum in Support of their Motion for Final Approval of Class Settlement, Service Awards, and Attorneys' Fees. At the onset, Plaintiffs note that the funding of the settlement is not completed because the shares of the third-party private company have not been sold as of the date of this filing. Under the terms of the settlement, the liquidation must be completed by October 21, 2024. As discussed during the telephonic hearing with the Court on September 24, 2024, it is unknown whether the funding will occur at any time, including by the October 21, 2024 deadline. Plaintiffs are filing this motion in hopes that the settlement is timely funded.

INTRODUCTION

Over the past seven years, this Court has presided over a series of related cases against Matthew Martorello, his family members, and companies. *See also Williams v. Big Picture Loans, LLC*, Case No. 3:17-cv-461 (E.D. Va.); *Galloway v. Big Picture Loans, LLC*, Case No. 4:18-cv-406 (E.D. Va.). These cases have resulted in extensive—even perhaps unprecedented—litigation related to online short-term loans that carry triple-digit interest rates. Collectively, these three cases have generated almost **3,000** docket entries, including more than two dozen opinions issued by this Court on a variety of different issues. In addition to the litigation before this Court, the proposed settlement also resolves the extensive litigation that has been ongoing in the United States District Court for the District of Massachusetts, the United States District Court for the District of Oregon, and the United States Bankruptcy Court for the Northern District of Texas. *Duggan v. Martorello*, 596 F. Supp. 3d 158, 165 (D. Mass. 2022); *Smith v. Martorello*, No. 3:18-CV-1651-AC, 2021 WL 981491, at *1 (D. Or. Mar. 16, 2021); *In Re: Eventide Credit Acquisitions, LLC*, Case No. 23-90007-mxm11 (N.D. Tex. Bankr.).

In December 2020, this Court approved a related settlement with the tribal entity, Big Picture Loans, LLC, as well as some of its other business partners. As a result of that settlement, the prior class members received: (1) a substantial reduction in the amounts owed on their loans; and (2) $8.7 million dollars. *See Galloway v. Williams*, No. 3:19-CV-470, 2020 WL 7482191, at *1 (E.D. Va. Dec. 18, 2020) (granting final approval of the class settlement) (hereafter "*Galloway III*"). Since that time, Plaintiffs and their counsel have continued to press litigation against Mr. Martorello, his company, and family members, who were not parties to the prior settlement. As a result of this effort, Plaintiffs have now obtained a second settlement, which is <u>7.5 times</u> the size of the prior settlement fund.[1] If approved by the Court, this settlement will result in the creation of a settlement fund in the amount of $65,000,000.00.

The proposed settlement is the second largest ever obtained against a participant in the tribal lending industry. And it surpasses the cash funds of multiple other settlements—in cases filed after this case—approved by this Court in other tribal lending cases. *See, e.g., Gibbs v. TCV,*

[1] Neither Mr. Martorello, nor his entities have the authority to cancel loans originated by Big Picture Loans, LLC. Thus, debt cancellation is not a component of this settlement.

V, LLP, No. 3:19-cv-00789, ECF 95 (E.D. Va. Mar. 29, 2021) (granting final approval of a class settlement resulting in the creation of a settlement fund in the amount of $50,050,000.00 by *three* separate contributors); *Gibbs v. Plain Green, LLC*, No. 3:17-cv-495, ECF 141 (E.D. Va. Dec. 13, 2019) (granting final approval of a class settlement resulting in the creation of a settlement fund in the amount of $53 million by *seven* separate contributors); *Gibbs v. Stinson*, Case No. 3:18-cv-676 (E.D. Va. Aug. 16, 2022) (approving settlement with cash fund of $44.5 million by multiple defendants); *Turner v. Zest Finance, Inc.*, Case No. 3:19-cv-00293 (E.D. Va.), ECF 114 (approving settlement with cash fund of $18.5 million by a single company); *Hengle v. Asner*, No. 3:19-cv-250-DJN (E.D. Va.), ECF 230 (approving settlement with cash fund of $39 million by multiple defendants); *Blackburn v. A.C. Israel Enterprises*, Case No. 3:22-cv-146 (E.D. Va. Mar. 2, 2024), ECF 228 (approving settlement with cash fund of $39 million by multiple defendants).

After years of litigation and unsuccessful mediation efforts, Plaintiffs, Matt Martorello, Rebecca Martorello, Bluetech Irrevocable Trust, and BWH Texas, LLC, entered into a Stipulation and Agreement of Settlement ("Settlement Agreement"). The proposed settlement affords significant relief, namely: (1) the creation of a $65,000,000.00 million common fund to be distributed to consumers who repaid unlawful amounts; and (2) Defendants' agreement "not to provide any services to Big Picture or its successors-in-interest in any form," including the collection of any loans. *See* ECF 649-1 at §§ 3.4, 3.15.[2] This relief builds on the significant relief already approved by this Court, and it mirrors similar relief approved by this Court in other tribal lending cases.

---

[2] Because the Stipulation and Agreement of Settlement (the "Settlement Agreement") has been previously filed, Plaintiffs cite to the ECF entry when citing its provisions.

On June 4, 2024, the Court granted preliminary approval of the class action settlement. Since that time, the feedback has been overwhelmingly positive. And for the reasons explained below, the proposed settlement satisfies Rule 23(e)(2)'s requirements that a class settlement be fair, reasonable, and adequate, and Plaintiffs respectfully request that the Court grant final approval of the Settlement—so long as it is timely funded.

KEY SETTLEMENT TERMS

A. Class Definition.

Under the Settlement Agreement, the parties agreed to resolve the claims of a nationwide class ("Settlement Class") defined as:

> All persons within the United States who executed loan agreements with Red Rock or Big Picture from June 22, 2013, through May 1, 2024.

ECF 649-1 at § 2.23. This is similar to the settlement class approved by the Court in the prior settlement except this definition accounts for consumers who took out loans after the approval of the last settlement. *Compare* 649-1 at § 2.23; *with Galloway III*, 2020 WL 7482191 at *2. There have been 626,171 class members identified through the loan-level data obtained from Big Picture Loans, LLC. Ex. 1, ALCS Decl. ¶ 4.

B. The Settlement Provides Significant and Meaningful Relief to Consumers.

The proposed class settlement provides significant cash payments to consumers who repaid more than the principal balance of their loans. Specifically, the Settlement Agreement creates a Settlement Fund of sixty-five million dollars ($65,000,000.00). Ex. 649-1 at § 2.25. As outlined in the Settlement Agreement, payments from the Fund will be allocated using a tiered formula after payment of service awards to Plaintiffs,[3] attorneys' fees, and costs, as approved by this Court:

---

[3] On six occasions, this Court has approved the use of this tiered formula. *Gibbs,* No. 3:19-cv-00789, ECF 95; *Gibbs*, No. 3:17-cv-495, ECF 141; *Gibbs*, Case No. 3:18-cv-676, ECF 141;

> Tier 1: The dollar amount of all payments made by each Settlement Class Member in Arizona, Arkansas, Colorado, Connecticut, Idaho, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Minnesota, Montana, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, South Dakota, Vermont, Virginia, and Wisconsin so long as the Settlement Class Member paid the principal amount of his or her loan.
>
> Tier 2: The dollar amount of payments made above the legal interest limits if the original principal amount was repaid and if the Settlement Class Member resided in Alabama, Alaska, California, Delaware, Florida, Georgia, Hawaii, Iowa, Louisiana, Maine, Maryland, Michigan, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Washington, Washington D.C., West Virginia, or Wyoming at the time the Settlement Class Member took out the loan; and
>
> Tier 3: Settlement Class Members in Nevada and Utah will not receive cash payments.

Id. at § 3.12(a). Settlement Class Members in Tier 1 or Tier 2 who repaid the principal amount borrowed will receive a cash award based on a *pro rata* calculation rounded down to the nearest cent. *Id*. at § 3.12(b)(1). In the event any Settlement Class Member took out more than one loan during the class period, his or her claim amount will be calculated by determining the claim amount for each loan and adding them together. *Id*. at § 3.12(b)(1).

The relief provided by the proposed class action settlement is significant. Most consumers will receive a cash payment (in addition to the cash payments made pursuant to the *Galloway III* settlement), and those with outstanding loan balances with benefit from Defendants' agreement "not to provide any services to Big Picture or its successors-in-interest in any form," including the collection of any loans. *Id*. at 3.15. Importantly, Class Members will receive payments without needing to submit a claim form, prove any harm, or take any affirmative action. By way of example, the estimated payments for each of the named plaintiffs is:

Turner, Case No. 3:19-cv-00293, ECF 114; *Hengle*, No. 3:19-cv-250-DJN, ECF 230; *Blackburn*, Case No. 3:22-cv-146, ECF 228.

Name	Estimated Amount
WILLIAMS, LULA	$87.95
TURNAGE, GLORIA	$14.57
HENGLE, GEORGE	$732.52
COFFY, DOWIN	$145.83
MARCELLA SINGH AS ADMINISTRATOR OF THE ESTATE OF FELIX GILLISON	$100.83
GALLOWAY, RENEE	$38.30
TURNER, DIANNE	$19.14
DELABAY, DOMINQUE SHERYL	$212.67
FITZGERALD, LORI	$41.49
SCARBOROUGH, ANDREA	$106.66
BROWNE, EARL	$32.23
BUCHERT, ROSE MARIE	$144.63
NOLTE, REGINA	$340.62
MINOR, KEVIN	$304.88
TITUS, TERESA	$168.87
POUGH JR, BURRY	$92.22
MARTINEZ, LISA	$79.97
GRANDY, SONJI	$238.97
SHERMAN, ANASTASIA	$218.18
AVENT, JERRY	$33.86
GRAY, LUCINDA	$96.35
GREEN, ANTHONY	$31.90
MADISON, LINDA	$0.00
GETER, DENNIS	$409.71
HAMM, KEISHA	$547.10
THOMAS, FAITH	$351.37
PAAVO, SHARON	$31.68
TARLETON, LATANYA	$306.70
SMITH, RICHARD	$121.42
DUGGAN, DANA	$49.36

Ex. 1, Kelly Decl. at ¶ 27. As reflected by this chart, class members who repaid more than the principal balances of their loans will receive meaningful cash payments.

C. Class Action Fairness Notice.

On May 31, 2024, the settlement administrator, American Legal Claims Services, LLC ("ALCS"), "mailed, via certified mail, a Notice of Proposed Class Action Settlement pursuant to 28 U.S.C. § 1715 (the "CAFA Notice") to Attorneys General of 49 states," the Attorney General of the United States, and Attorneys General for certain territories. ECF 664-1, ALCS Decl. at 1. ALCS also emailed the Attorney General's office for the state of Nevada. *Id*. None of these governmental agencies have sought to intervene or lodged any objections to the settlement.

D. The Settlement Administrator Provided Direct Notice to Settlement Class Members.

In its Preliminary Approval Order, the Court approved the proposed notice plan and ordered that the Class Notice be sent to Settlement Class Members by ALCS. ECF No. 216 ¶¶ 10-15. Consistent with the Settlement Agreement and Court's Preliminary Approval Order, ALCS obtained data from Big Picture Loans, LLC, and "processed the mailing list ("Class List") with two tabs of data containing 626,171 rows of member names and addresses in the first tab and 1,017,868 rows of loan information in the second tab." Ex. 1, ALCS Decl. ¶ 4. Through these records, ALCS identified and compiled a final class list that containing "626,171 class members." *Id*.

On July 3rd and 4th, 2022, ALCS commenced the process of emailing the Class Notice to "536,282 class members," whose emails were initially verified. Of the "536,282 emails sent, 9,429 were deemed undelivered, and were sent Notice by USPS First Class Mail." *Id*. In addition to those mailings, ALCS also mailed a Class Notice on July 3, 2024, to "1,404 class members that did not have an email address." *Id*. ¶ 5. And on July 5, 2024, "ALCS mailed the Notice to 88,485 class members that did not have a valid email address." *Id*. ¶ 5. To locate these class members, ALCS utilized several means of ensuring the most accurate mailing addressing for class members, including identifying addresses through "a nationally recognized location service to attempt to locate new addresses for these class members." *Id.* ¶ 6.

Altogether, ALCS "mailed a total of 99,318 Notices to class members (89,889 Initial Notices plus the 9,429 undeliverable emails)." *Id.* ¶ 6. "Of the 99,318 mailed Notices, 21,811 were returned by USPS" as of September 11, 2024. *Id.* ¶ 6. Of those, "14,376 were remailed to updated addresses," and "2,088" of those were returned. In sum, 616,648 notices are presumed delivered and only 9,523 notices remain undelivered, which results in a notice rate of 98.48%. *Id.* ¶ 7.

E. Objections and Exclusions.

Of the 626,171 class members, only 1 has objected to the settlement. A copy of that objection was filed with the Court on July 19, 2024. *See* ECF 672. In accordance with the Court's Preliminary Approval Order, a response to this objection is due 14 days before the Final Fairness Hearing. *See* June 4, 2024 Preliminary App. Order, ECF 662 at ¶ 29. As will be explained in Plaintiffs' response, this lone objection lacks merit.

Only 8 consumers excluded themselves from the Settlement. Ex. 1, ALCS Decl. ¶ 8.

F. Release of Claims

In return for this consideration, Settlement Class Members will provide a release to the "Released Parties," which the Settlement Agreement defines as Matt Martorello, Rebecca Martorello, Justin Martorello, Eventide, BWH Texas, Liont, LLC, Gallant Capital, LLC, the RLM 2018 Family Trust, the Martorello 2018 Children's Trust, Martorello Investments, LP, the RLM Management Trust, the Capstone Irrevocable Trust, the Bluetech Irrevocable Trust, Martorello 2023 Children's Trust, BVNT Children's Trust 1, BVNT Children's Trust 2, BVNT Children's, LLC, Vroom Trust, Obsidian LLC, Capstone Holdings, LLC, Capstone Opportunities, LLC, GFLP Entity 1, LP, GFGP Entity 1, LP, Kairos Holdings, LLC, Promovere Inc., Braviant, LLC ("Braviant"), Woodside Special Opportunity PE Fund, LP, Promus Ventures II, LP, GreenKey

Technologies, LLC, PV Rocket Labs I, LLC, Promus III, LP, PV Expansion Fund I, Dorado Analytics, LLC, and Lonnie Jeremy Davis, and any and all other persons, entities or trusts whether presently or previously in existence, that are directly or indirectly in any way now or heretofore owned by, controlled by, related to, or associated with the foregoing, together with any of their respective current, former or successor: parent companies, holding companies, subsidiaries, trusts, sub-trusts, trustees, beneficiaries, parents, guardians, children, estates, principals, protectors, grantors, settlors, officers, directors, agents, employees, attorneys, successors, affiliates, heirs, assignees, general partners, limited partners, managers, members, vendors, consultants, transferees, investors, creditors, accountants, insurers, and shareholders. ECF 649-1 at § 2.20.[4]

The "Released Claims" depend on whether a settlement class member receives a cash payment. *Id.* at § 2.18. For any "Settlement Class Member who is sent a payment from the Settlement Fund," they release "any and all claims, causes of action, suits, obligations, debts, demands, agreements, promises, liabilities, damages, losses, controversies, costs, expenses and attorneys' fees of any nature whatsoever, whether arising under federal law, state law, common

[4] All of the foregoing companies and trusts are affiliated with the Martorello's. Thus, other than the release for Lonnie Jeremy Davis (*i.e.*, a business partner who was previously a defendant), the release only applies to the Martorello's and their entities and trusts. And critically, the Settlement Agreement expressly defines "Non-Released Parties" as "Big Picture Loans, the Tribe, Tribal Economic Development, LLC, Tribal Acquisition Company, LLC, Duck Creek Tribal Financial, LLC, Ascension Technologies, LLC, Amlaur Resources, Columbia Pipe & Supply Co., Timothy Arenberg, Terrance Arenberg, and DTA Trinity Wealth Transfer Trust, and, to the extent that any such interpretation does not include any Released Parties, any and all other persons, entities, or trusts, whether presently or previously in existence, that are directly or indirectly in any way now or heretofore owned by, controlled by, related to, or associated with the foregoing, together with any of their respective current, former or successor: parent companies, holding companies, subsidiaries, trusts, sub-trusts, trustees, beneficiaries, parents, guardians, children, estates, principals, protectors, grantors, settlors, officers, directors, agents, employees, attorneys, successors, affiliates, heirs, assignees, general partners, limited partners, managers, members, vendors, consultants, transferees, investors, creditors, accountants, insurers, and shareholders." *Id.* at § 2.20. This means that Class Members retain their rights to challenge the legality of their loans with Big Picture or to seek damages from its non-tribal investor business partners.

law or equity, tribal law, foreign law, territorial law, contract, rule, regulation, any regulatory promulgation (including, but not limited to, any opinion or declaratory ruling), or any other law, including Unknown Claims, whether suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, liquidated or unliquidated, punitive or compensatory, as of the date of the Preliminary Approval Order, that relate to or arise out of loans made by and/or in the name of Red Rock or Big Picture from June 22, 2013 to May 1, 2024 (with the sole exception of claims to enforce the Settlement or the Judgment). For those who do not receive a payment, they release only their potential right "to bring a class action, collective action, or mass action against Released Parties based on any and all claims, causes of action, suits, obligations, debts, demands, agreements, promises, liabilities, damages, losses, controversies, costs, expenses, and attorneys' fees of any nature whatsoever, whether arising under federal law, state law, common law or equity, tribal law, foreign law, territorial law, contract, rule, regulation, any regulatory promulgation (including, without limitation, any opinion or declaratory ruling), or any other law, including Unknown Claims, whether suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, liquidated or unliquidated, punitive or compensatory, as of the date of the Preliminary Approval Order[.]" *Id.* at § 2.18.

ARGUMENT

I. The Notice Program Satisfied the Requirements of Rule 23(c)(2)(B).

When a class is "certified for purposes of settlement under Rule 23(b)(3)," a district court "must direct to class members the best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort." Fed. R. Civ. P. 23(c)(2)(B). This notice may be provided by "United States mail, electronic means, or other appropriate means." *Id.* The Rule also requires that the notice inform potential class members that: (1) they have an opportunity to opt out; (2) the judgment will bind all class members who do not opt out; (3) and any member who does not opt out may appear through counsel. *Id.* In assessing the sufficiency of the notice, the Court must consider both the method of delivery and the notice's content. *See* Federal Judicial Center, *Manual for Complex Litigation* § 21.312 (4th ed. 2004).

In the prior related case, *Galloway III,* this Court approved a similar notice plan and a very similar notice to the one here. *Galloway III*, Dec. 20, 2019 Preliminary Approval Order, ECF 65 at pg. 5-6. That plan and notice program resulted in a "successful delivery rate of 99.67%," and the Court found that "the notice provided to class members satisfies due process and that it was both reasonable, and the best notice practicable under the circumstances." *Galloway III*, 2020 WL 7482191 at *6.

In this case, just as in the *Galloway III* matter, Class Members were identified from the loan records, which contained the class members' names, addresses, and email addresses. Using this information, ALCS identified and compiled a final class list that containing 626,171 class members. Ex. 1, ALCS Decl. ¶ 4. After ALCS compiled the list, reasonable measures were taken to provide individual notice to those Members through the Notice Program previously approved by the Court. As detailed above, this Notice Program, which included both emailed and mailed notices, resulted in a 98.48% delivery success rate to the Class, which is on-par with the success rate in *Galloway III*. *Compare* Ex. 1, ALCS Decl. ¶ 7; *with Galloway III*, 2020 WL 7482191 at *6.

As this Court has previously explained, "[w]hat amounts to reasonable efforts under the circumstances is for the Court to determine after examining the available information and possible identification methods . . . 'In every case, reasonableness is a function of [the] anticipated results, costs, and amount involved.'" *Fisher v. Va. Elec. & Power Co.*, 217 F.R.D. 201, 227 (E.D. Va. 2003) (citations omitted).

Here, 616,648 notices (*i.e.*, 98.48%) are presumed delivered and only 9,523 notices remain undelivered. Ex. 1, ALCS Decl. ¶ 7. Courts—including this one and others within the Fourth Circuit—have approved mailed-notice programs that reached a much smaller percentage of class members than the success rate here. *See In re Serzone*, 231 F.R.D. 221, 236 (S.D. W. Va. 2005) (approving notice program where direct mail portion was estimated to have reached 80% of class members); *Martin v. United Auto Credit Corp.*, No. 3:05cv143 (E.D. Va. Aug. 29, 2006) (granting final approval where class notice had approximately 85% delivery success). And as noted above, this success rate is only 1.29% lower than the rate in *Galloway III*, in which this Court found that the same notice program was "both reasonable, and the best notice practicable under the circumstances." *Galloway III*, 2020 WL 7482191, at *6.

In sum, as in *Galloway III*, the parties here have complied fully with the Court's Preliminary Approval Order and have taken reasonable steps to ensure that the Class Members were notified—in the best and most direct manner possible—of the Settlement's terms and significant benefits, as well as their right to exclude themselves or object.

II. The Settlement Satisfies the Requirements of Rule 23(e)(2).

"Rule 23(e) of the Federal Rules of Civil Procedure obliges parties to seek approval from the district court before settling a class-action lawsuit." *In re: Lumber Liquidators Chinese-Manufactured Flooring Prod. Mktg., Sales Pracs. & Prod. Liab. Litig.*, 952 F.3d 471, 483 (4th Cir. 2020) (citing Fed. R. Civ. P. 23(e)). When a court "reviews a proposed class-action settlement, it acts as a fiduciary for the class." *1988 Tr. for Allen Child. Dated 8/8/88 v. Banner Life Ins. Co.*, 28 F.4th 513, 525 (4th Cir. 2022). "In fulfilling this role, the district court must conclude that a proposed settlement is 'fair, reasonable, and adequate.'" *Id*. (quoting Fed. R. Civ. P. 23(e)(2)). "In determining whether a settlement is fair, reasonable, and adequate," Rule 23(e)(2) requires the court to consider whether:

> (A) the class representatives and class counsel have adequately represented the class;
>
> (B) the proposal was negotiated at arm's length;
>
> (C) the relief provided for the class is adequate, taking into account:
>
> > (i) the costs, risks, and delay of trial and appeal;
> >
> > (ii) the effectiveness of any proposed method of distributing relief to the class, including the method of processing class-member claims;
> >
> > (iii) the terms of any proposed award of attorneys' fees, including timing of payments; and
> >
> > (iv) any agreement required to be identified under Rule 23(e)(3);
>
> (D) the proposal treats class members equitably relative to each other.

Galloway, 2020 WL 7482191 at *4 (quoting Fed. R. Civ. P. 23(e)(2)). In making this assessment, district courts are provided with "considerable deference" because "the court 'is exposed to the litigants, and their strategies, position[s], and proofs, and is on the firing line and can evaluate the action accordingly.'" *Lumber Liquidators*, 952 F.3d at 484 (citation omitted).[5]

---

[5] On December 1, 2018, "Rule 23(e)(2) was amended to specify factors for assessing the 'fairness, reasonableness, and adequacy' of a class-action settlement." *Lumber Liquidators*, 952 F.3d at 484, n.8. Prior to this, the Fourth Circuit developed and applied its "own multifactor standards" for fairness and adequacy. *See, e.g.*, *In re Jiffy Lube Sec. Litig.*, 927 F.2d 155, 159 (4th Cir. 1991). Because the Fourth Circuit's prior considerations "almost completely overlap with the new Rule 23(e)(2) factors," *Lumber Liquidators*, 952 F.3d at 484, n.8, decisions prior to the amendment to Rule 23(e)(2) continue to be relevant.

A. Plaintiffs and Class Counsel have adequately represented the Class.

Rule 23(e)(2)'s first factor examines whether "the class representatives and class counsel have adequately represented the class." Fed. R. Civ. P. 23(e)(2)(A). This assessment is "redundant of the requirements of Rule 23(a)(4) and Rule 23(g), respectively." *In re Flint Water Cases*, 571 F. Supp. 3d 746, 780 (E.D. Mich. 2021) (quoting Albert Conte & Herbert Newberg, *Newberg on Class Actions* § 13:48 (5th ed. June 2021 update)). Rule 23's adequacy requirements are met if: "(1) the named plaintiff[s] [have] interests common with, and not antagonistic to, the Class's interests; and (2) the plaintiff[s'] attorney is qualified, experienced and generally able to conduct the litigation." *Gibbs v. Stinson*, No. 3:18-cv-676, 2021 WL 4812451, at *16 (E.D. Va. Oct. 14, 2021) (Lauck, J.) (quoting *Milbourne v. JRK Residential Am., LLC*, No. 3:12-cv-861, 2014 WL 5529731, at *8 (E.D. Va. Oct. 31, 2014)).

This first factor is easily satisfied here. As to the named Plaintiffs, their interests and those of members of the proposed class are fully aligned, as they are all victims of the same alleged usurious lending scheme. *See, e.g.*, *Stinson*, 2021 WL 4812451, at *16 (finding that the plaintiffs were adequate in a comparable case because they had "no interests antagonistic to the class's interest" and shared "identical interest of establishing Defendants' liability based on the same questions of law and fact"); *Williams v. Big Picture Loans, LLC*, 339 F.R.D. 46, 59 (E.D. Va. 2021) (finding that the plaintiffs were adequate in a comparable case because the "Plaintiffs' interests are in line with those of the broader classes"); *MacDonald v. Cashcall, Inc.*, 333 F.R.D. 331, 345 (D.N.J. 2019) ("There is nothing in the record to suggest that either proposed class representative has a claim or interest antagonistic to the remainder of the class: both MacDonald and Spearman took out loans from Western Sky allegedly at usurious interest rates."); *Brice v. Haynes Invs., LLC.*, 2021 WL 1916466, at *6 (N.D. Cal. Apr. 23, 2021) (same). Indeed, in its

Preliminary Approval Order, the Court already found that "Plaintiffs have fairly and adequately represented the interest of the Settlement Class." ECF No. 216 ¶ 4. Nothing has changed since that time to warrant a different finding.

Plaintiffs' counsel is also the same team that was approved by this Court in *Galloway III* and *Williams*. *See, e.g., Williams*, 339 F.R.D. at 59 ("Proposed Class Counsel have extensive experience with class actions, consumer financial protection law, and tribal lending operations. . . . The Court has already found them competent in a related case, *Galloway III*, 2020 WL 7482191, at *8 (E.D. Va. Dec. 18, 2020), and the Court reaffirms that finding here."). In addition to these related matters, the Court has found Plaintiffs' counsel from Virginia, Kelly Guzzo, PLC, and Consumer Litigation Associates P.C., adequate in seven other tribal lending cases. *Gibbs*, No. 3:19-cv-00789, ECF 95; *Gibbs*, No. 3:17-cv-495, ECF 141; *Gibbs*, Case No. 3:18-cv-676; *Turner*, Case No. 3:19-cv-00293, ECF 114; *Hengle*, No. 3:19-cv-250, ECF 230; *Blackburn*, No. 3:22-cv-146, ECF 228.[6] Indeed, when recently assessing this factor in a comparable case, Judge Lauck noted that the "experience of the counsel in the specific area of litigation I think also pretty much goes without saying on all sides. This is a group of lawyers who have developed a level of expertise that I think is unsurpassed in the country." *Gibbs v. Stinson*, No. 3:18-cv-676, Trans. of Final Approval Hr'g at 25:19-23 (E.D. Va. Aug. 16, 2022).

B. Negotiations were arm's length and involved Judge Colombell.

The second factor examines whether the settlement "was negotiated at arm's length." Fed. R. Civ. P. 23(e)(2)(B); *see also Flint Water Cases*, 571 F. Supp. 3d at 780 (explaining that the

[6] The Court has approved counsel in other consumer-protection and complex class actions, typically as lead or co-lead counsel. *See, e.g.*, *Clark v. Trans Union, LLC*, No. 3:15-cv-391, 2017 WL 814252, at *13 (E.D. Va. Mar. 1, 2017); *Thomas v. FTS USA, LLC*, 312 F.R.D. 407, 420 (E.D. Va. 2016); *Dreher v. Experian Info. Sols., Inc.*, No. 3:11-cv-624, 2014 WL 2800766, at *2 (E.D. Va. June 19, 2014).

second factor requires courts to "consider whether the negotiations were conducted at arm's length with no evidence of collusion or fraud"). "Courts presume the absence of fraud or collusion unless there is evidence to the contrary." *Id.* (quoting *UAW v. Gen. Motors, Corp.*, 2006 WL 891151, at *21 (E.D. Mich. Mar. 31, 2006)). Here, there is no evidence suggesting the presence of collusion or fraud between the parties—as evidenced by the seven years of litigation and multiple failed mediation attempts during this time.

To help confirm that the negotiations were arm's length, courts have looked at several other factors, including the presence of a mediator. As the leading class action treatise explains: "There appears to be no better evidence of [a truly adversarial bargaining process] than the presence of a third-party mediator." Conte & Newberg, *supra*, § 13:48; *see also Flint Water Cases*, 571 F. Supp. 3d at 780 ("highly experienced mediators" provided "ample protections in their roles"). Here, Plaintiffs and Defendants had lengthy negotiations and worked with United States Magistrate Judge Mark Colombell to help finalize the terms of their agreement through multiple rounds of negotiations. *See* Ex. 2, Kelly Decl. ¶ 26. Judge Colombell has extensive experience in settling cases, and his involvement in this settlement further establishes that there was no collusion among the parties.

Additionally, "[c]onsidering the posture of the case at the time of settlement allows the Court to determine whether the case has progressed far enough to dispel any wariness of 'possible collusion among the settling parties.'" *Brown v. Transurban USA, Inc.*, 318 F.R.D. 560, 571 (E.D. Va. 2016). As reflected by the dockets, these cases have resulted in extensive litigation such that no one could seriously claim that there was collusion between the parties. Collectively, the three cases before this Court have generated almost **3,000** docket entries. In addition to the litigation before this Court, the proposed settlement also resolves the extensive litigation that has been ongoing in the United States District Court for the District of Massachusetts, the United States District Court for the District of Oregon, and the United States Bankruptcy Court for the Northern District of Texas. *Duggan v. Martorello*, 596 F. Supp. 3d 158, 165 (D. Mass. 2022); *Smith v. Martorello*, No. 3:18-CV-1651-AC, 2021 WL 981491, at *1 (D. Or. Mar. 16, 2021); *In Re: Eventide Credit Acquisitions, LLC*, Case No. 23-90007-mxm11 (N.D. Tex. Bankr.). The efforts undertaken demonstrate there has been no collusion between the parties.

C. The Relief Provided to the Class is Adequate.

Rule 23(e)(2)(C) requires the Court to consider whether the relief is adequate, considering:

> (i) the costs, risks, and delay of trial and appeal; (ii) the effectiveness of any proposed method of distributing relief to the class, including the method of processing class-member claims; (iii) the terms of any proposed award of attorney's fees, including timing of payment; and (iv) any agreement required to be identified under Rule 23(e)(3).

Fed. R. Civ. P. 23(e)(2)(C). These subfactors overlap with the factors that the Fourth Circuit has held are required to evaluate a class settlement's fairness, reasonableness, and adequacy. *Lumber Liquidators*, 952 F.3d at 484 n.8 (citing *In re Jiffy Lube Sec. Litig.*, 927 F.2d 155, 159 (4th Cir. 1991)). An analysis of each factor shows that this settlement is fair, reasonable, and adequate.

The first Rule 23(e)(2)(C) sub-factor requires the Court to evaluate the settlement against the costs, risks, and delay of trial and appeal. This factor strongly supports approval of the settlement. While Class Counsel strongly believes in the strength of this case, they also acknowledge that there are substantial risks associated with continued litigation. Defendants have disputed Plaintiffs' claims since the inception of this case and have raised several defenses, including factual disputes over the degree and nature of their alleged involvement in the lending enterprise and possible merits defenses, such as mistake of law. There is also lengthy and complicated questions of whether plaintiffs could collect against international and domestic trusts. *See, e.g., Williams*, ECF Nos. 1409 & 1491. As the history of this litigation demonstrates, Defendants would no doubt continue to exhaust all possible defenses, including appeals of the judgment in the *Williams* matter, and attempted delays through the automatic stay provided by the Bankruptcy Code. The Settlement avoids this significant cost, risk, and time by providing significant settlement benefits to the Class Members now.

Rule 23(e)(2)(C)'s second sub-factor requires the Court to evaluate the effectiveness of any proposed method of distributing relief to the class, including the method of processing class-member claims. Here, just as with multiple other similar settlements approved by this Court,[7] Class Members will receive the cash benefits based on the unlawful amount repaid on their loans—without having to submit a claim form or any proof of their damages. Thus, cash payments will be automatically distributed. This is important because "[t]he use of objective criteria to determine settlement distribution is a hallmark of fairness." *Flint Water Cases*, 571 F. Supp. 3d at 781. Because an automatic cash payment is based on objective criteria and does not require any action by Class Members, this factor weighs strongly in favor of approving the settlement.

Rule 23(e)(2)(C)'s third sub-factor requires the Court to evaluate the request for attorneys' fees, including the timing of the request. The focus of this analysis is whether there are signs that "counsel sold out the class's claims at a low value in return for [a] high fee." Conte & Newberg, *supra*, § 13:54. There are no such indications here as reflected by the seven-year history of this litigation, and there is no sign that Class Counsel left any money on the negotiating table. Instead, they have obtained $65 million settlement fund for automatic payments to Class Members who

[7] This tiered formula—which takes into account the differences in remedies available to borrowers in each state—has been approved by this Court in other tribal lending cases. *Gibbs,* No. 3:19-cv-00789, ECF 95; *Gibbs*, No. 3:17-cv-495, ECF 141; *Gibbs*, Case No. 3:18-cv-676, ECF 141; *Turner*, Case No. 3:19-cv-00293, ECF 114; *Hengle*, No. 3:19-cv-250-DJN, ECF 230; *Blackburn*, Case No. 3:22-cv-146, ECF 228.

meet objective criteria, which is in addition to the $8.7 million in payments and the cancelled debt obtained in *Galloway III*. This is significant consideration for the Class Members' claims.

It is also important to note that the attorneys' fee component of the settlement was negotiated under the supervision of Judge Colombell, who would notice if Class Counsel were compromising the class members' claims for their own benefit. *Flint Water Cases*, 571 F. Supp. 3d at 782. As to the timing of the attorney fee award request, "courts are to consider this to prevent situations in which the request for attorney fees is unknown and could upset the compensation to claimants at the time of final approval." *Id.* There is no such concern here as the proposed Notice to the Settlement Class identified the requested attorneys' fees. *See* ECF 665-3 at § 13 (explaining that the lawyers may ask the "for an award of attorneys' fees not to exceed one third of the amount paid by Defendants, which is $21,666,666.66.").

Finally, there are no agreements that need to be identified under Rule 23(e)(3).

D. The Settlement Treats Class Members Equitably Related to Each Other.

The final factor under Rule 23(e)(2) requires a court to consider whether "the proposal treats class members equitably relative to each other." Fed. R. Civ. P. 23(e)(2)(D) (emphasis added). This factor considers whether class members have been treated in a fair and impartial manner, but "[t]here is no requirement that all class members in a settlement be treated equally." *Swinton v. SquareTrade, Inc.*, 454 F. Supp. 3d 848, 876 (S.D. Iowa 2020) (emphasis in original) (citation omitted). And when considering this factor, a court "must balance the claims of those with potentially substantial damages with those with potentially minimal or insignificant damages." *Id.* (citation omitted).

The Settlement here achieves this balance. It limits payments to only those Members who made unlawful payments on their loans based on the legal protections of their respective states of residence. The Settlement further awards payments on a *pro rata* basis after considering the amount of each qualifying Class Member's payments above the lawful amount in their respective states. For example, each of the named plaintiffs will receive approximately the following amounts from the settlement:

Name	Estimated Amount
WILLIAMS, LULA	$87.95
TURNAGE, GLORIA	$14.57
HENGLE, GEORGE	$732.52
COFFY, DOWIN	$145.83
MARCELLA SINGH AS ADMINISTRATOR OF THE ESTATE OF FELIX GILLISON	$100.83
GALLOWAY, RENEE	$38.30
TURNER, DIANNE	$19.14
DELABAY, DOMINQUE SHERYL	$212.67
FITZGERALD, LORI	$41.49
SCARBOROUGH, ANDREA	$106.66
BROWNE, EARL	$32.23
BUCHERT, ROSE MARIE	$144.63
NOLTE, REGINA	$340.62
MINOR, KEVIN	$304.88
TITUS, TERESA	$168.87
POUGH JR, BURRY	$92.22
MARTINEZ, LISA	$79.97
GRANDY, SONJI	$238.97
SHERMAN, ANASTASIA	$218.18
AVENT, JERRY	$33.86
GRAY, LUCINDA	$96.35
GREEN, ANTHONY	$31.90
MADISON, LINDA	$0.00
GETER, DENNIS	$409.71
HAMM, KEISHA	$547.10
THOMAS, FAITH	$351.37
PAAVO, SHARON	$31.68
TARLETON, LATANYA	$306.70
SMITH, RICHARD	$121.42
DUGGAN, DANA	$49.36

Ex. 1, Kelly Decl. at ¶ 27.

The structure of the settlement balances the claims of those with more substantial damages and treats members equitably based those who have suffered actual monetary harm (*i.e.*, the unlawful amounts paid), while also obtaining important injunctive relief for those who do not receive payments. Moreover, Class Members who do not receive any payments will not provide a broad release, but instead, only their potential right "to bring a class action, collective action, or mass action against Released Parties[.]" ECF 649-1 at § 2.18. Class Members, therefore, will be treated equitably relative to each other and their damages.

* * *

Because all the Rule 23(e)(2) factors confirm that the Settlement is fair, reasonable, and adequate, Plaintiffs and Class Counsel respectfully request that the Court approve the Settlement.

II. The Service Awards are Reasonable.

Plaintiffs request——and none of the Defendants oppose—an award of $20,000 for the five named plaintiffs in *Williams* matter, as well as the two named plaintiffs in the *Duggan* and *Smith* matters. Plaintiffs further request an award of $15,000 to the remaining named 23 plaintiffs in this matter. If awarded, this would reduce the total settlement amount by $445,000, which equates to .68% of the total settlement amount. In other words, this award reduces each class member who is receiving a payment by a little more than one dollar.

To begin, Plaintiffs note that the requested service awards are consistent with the service awards in other tribal lending cases. *Gibbs*, No. 3:18-cv-676, ECF No. 346 ¶ 20 (awarding $20,000 service awards to each of the 13 class representatives); *Gibbs*, No. 3:19-cv-789, ECF No. 95

(approving a $7,500 service award);[8] *Blackburn*, Case No. 3:22-cv-146, ECF 228 (granting $15,000 to each named plaintiff, for a total of $120,000). And in other non-tribal lending cases where class representative involvement has been as rigorous as in this case, courts, including this one, have approved similar service awards than the $20,000 award sought here. For example, in another consumer class action, the Court awarded a $20,000 service award to a class representative who, like Plaintiffs here, remained engaged in a class-action case for several years, participated in discovery, and remained in regular communication with her counsel. *Soutter v. Equifax Info. Servs., LLC*, No. 3:10-cv-107, ECF No. 247 ¶ 11 (E.D. Va. Apr. 5, 2016).[9] This Court routinely awards service awards in consumer class actions[10] and should do so here, as they were amply earned.

---

[8]As part of the same global settlement, the Court approved an additional $7,500 to each of the named plaintiffs for service awards related to another defendant. *Gibbs v. Rees*, No. 3:20-cv-717, ECF No. 68 ¶ 21 (E.D. Va. Mar. 26, 2021). When considered together, the service awards for the plaintiffs in that settlement were $15,000, which are equal the amount requested here.

[6] *See also Loudermilk Servs., Inc. v. Marathon Petroleum Co. LLC*, 623 F. Supp. 2d 713, 727 (S.D. W. Va. 2009) (awarding each of the five class representatives a $25,000 service award); *Temp. Servs., Inc. v. Am. Int'l Grp., Inc.*, No. 3:08-cv-271, 2012 WL 4061537, at *6 (D.S.C. Sept. 14, 2012) (approving $20,000 service awards to each of the two class representatives); *In re Lorazepam & Clorazepate Antitrust Litig.*, 205 F.R.D. 369, 400 (D.D.C. 2002) (approving a service award of $25,000 to each of the three class representatives in the case); *Van Vranken v. Atl. Richfield Co.*, 901 F. Supp. 294, 299–300 (N.D. Cal. 1995) (awarding $50,000 to the named plaintiff); *In re Dunn & Bradstreet Credit Serv. Customer Litig.*, 130 F.R.D. 366, 374 (S.D. Ohio 1990) (awarding $55,000 each to two named plaintiffs); *In re Janney Montgomery Scott LLC Fin. Consultant Litig.*, No. 06-3202, 2009 WL 2137224, at *12 (E.D. Pa. July 16, 2009) (approving a service award of $20,000 to each of the three class representatives in the case); *Garett v. Morgan Stanley DW, Inc.*, Civ. A. No. 04–1858 (S.D. Cal. Sept. 12, 2006) (order granting final approval) (awarding named plaintiffs service awards of $20,000 each).

[10] *See, e.g.*, *Hayes v. Delbert Servs. Corp.*, 3:14-cv-258 (JAG) (E.D. Va.); *Manuel v. Wells Fargo Nat'l Ass'n*, No. 3:14cv238(DJN), 2016 WL 1070819, at *6 (E.D. Va. Mar. 15, 2016); *Beverly v. Wal-Mart Stores, Inc.*, No. 3:07-cv-469; *Williams v. Lexis Nexis Risk Mgmt.*, No. 3:06cv241; *Cappetta v. GC Servs. LP*, No. 3:08-cv-288- (E.D. Va.); *Makson v. Portfolio Recovery Assoc., Inc.*, No. 3:07cv982-HEH (E.D. Va. Feb. 9, 2009); *Daily v. NCO*, No. 3:09-cv-31; *Conley v. First Tenn.*, No. 1:10CV1247-TSE (E.D. Va.); *Lengrand v. Wellpoint*, No. 3:11-cv-333 (E.D. Va.);

The requested amounts are consistent with other cases and this, of course, was not the average case. Among other things, many of the named plaintiffs were the subject of sanctions motions and other litigation in the bankruptcy court in hopes to intimate them into withdrawing their claims. In that motion, one of Martorello's companies sought to hold the named plaintiffs "in contempt for failing to abide by the orders, injunctions, Bankruptcy Code or Rules," and to award it "damages as a result of Defendants' violation of the automatic stay." *See In Re Eventide Credit Acquisitions*, Case No. 23-90007-mxm11 (N.D. Tex. Bankr.), Motion to Enforce Automatic Stay, ECF 106 at pg. 16. Many of these same plaintiffs were also subject to sanctions threats in this case, including the filing of a Rule 11 motion against them, which was denied by the Court. *See* ECF 105. Such litigation tactics could lead a reasonable borrower to abandon ship, but the named plaintiffs stayed in the case for years despite such pressures from the defense.

The named plaintiffs not only stayed the course in the face of claims for damages against them, but they invested years of their time into this case. For example, the five named plaintiffs in the *Williams* matter were deposed, answered written discovery, participated in settlement discussions, but they also had to be extensively prepared for trial. Although they did not ultimately testify (because of the summary judgment rulings), their years of work and effort led to the entry of a judgment on the RICO claims in the amount of $43,401,817.47, plus interest. *Williams*, ECF 1407. Because the *Williams* plaintiffs filed the first action and saw it through the judgment, an award of $20,000 for the five named plaintiffs in *Williams* matter has been well earned. Similarly, Plaintiffs seek $20,000 for both Smith and Duggan—who were the sole plaintiffs in the Oregon

---

Henderson v. Verifications, Inc., No. 3:11-cv-514 (E.D. Va.); *Pitt v. K-Mart Corp.*, No. 3:11-cv-697 (E.D. Va.); *James v. Experian Info. Sols.*, No. 3:12-cv-902 (E.D. Va.); *Manuel v. Wittstadt*, No. 3:12-cv-450 (E.D. Va.).

and Massachusetts actions. As the declaration of Michael Caddell explains, both "Duggan and Smith have been very active in this litigation, including each being deposed twice, reviewing pleadings and discovery, serving on the creditors' committee of both Eventide bankruptcies," and refused to accept individual settlement offers as high as $50,000 so that they could obtain relief for this class. Ex. 3, Caddell Decl. at ¶¶ 42-43. Likewise, the named Plaintiffs in *Galloway* and *Galloway II* have been fully committed to this case for years with all Plaintiffs responding to discovery in *Galloway* and with some of those Plaintiffs sitting for deposition.

In short, Plaintiffs believe that the service awards are reasonable in light of: (1) the contentious nature of the case, including essentially counterclaim attacks lodged by Defendants; (2) the long duration of the cases; (3) the significant involvement of the plaintiffs, especially those who prepared for trial; (4) the foregoing of individual settlement offers, which eclipsed the service awards requested; (5) the results obtained as this is the second largest tribal related settlement; and (6) awards in similar cases. When considering each of these factors, an award of $20,000 for the five named plaintiffs in *Williams* matter, as well as the two named plaintiffs in the *Duggan* and *Smith* matters, and $15,000 to the remaining named 23 plaintiffs in this matter is reasonable. It is also reasonable given that the service awards will not significantly reduce any class members' recoveries when considering the consideration and size of the class.

III. The Requested Attorneys' Fees and Costs are Appropriate and Should Be Awarded.

The multi-firm team of Class Counsel collectively seek an award of $21,666,666.66 for their attorneys' fees and costs in these cases. This request represents one third of the Settlement Fund. And of course the percentage allocated just to fees, net of costs, would be even lower.

i. A percentage fee is appropriate and reasonable here.

Rule 23(h) gives the Court authority to "award reasonable attorney's fees and nontaxable costs that are authorized by law or by the parties' agreement" in class actions. Fed. R. Civ. P.

23(h). If the case results in a common fund for the class, the Court may award fees as a percentage of that common fund. The doctrine originates from the equitable principles of quantum meruit and unjust enrichment and aims to shift the expense of litigation from named plaintiffs, who obtained the fund's benefits, to the absent class members, who benefit from the fund but likely contributed little, or nothing, to the process. *Brundle ex rel. Constellis Employee Stock Ownership Plan v. Wilmington Tr., N.A.*, 919 F.3d 763, 785 (4th Cir. 2019), as amended (Mar. 22, 2019). As the Fourth Circuit has explained, awarding fees as a percentage of the common fund "hold[s] the beneficiaries of a judgment or settlement responsible for compensating the counsel who obtained the judgment or settlement for them." *Id.* at 786.[11]

The collective preference for the percentage method is common sense. It is easily administered and saves valuable court and party resources, which heeds the Supreme Court's mandate that a "request for attorney's fees . . . not result in a second major litigation." *Hensley v. Eckerhart*, 461 U.S. 424, 437 (1983). The percentage method also aligns the interests of class counsel and the class members because it both motivates class counsel to generate the largest possible recovery for the class and rewards efficient litigation. This is because their fee increases with the class's take, removing any incentive to run up their hours in order obtain a higher fee. A percentage fee also encourages early settlements because class counsel will not receive additional fees for unnecessary motions or discovery. *Johnson v. Metro-Goldwyn-Mayer Studios, Inc.*, 2018 WL 5013764, at *11 (W.D. Wash. 2018) ("the percentage-of-recovery method plays an important role in aligning the interests of the class and class counsel" and "[i]n such situations, class counsel

---

[11] Most circuits either permit or require the percentage method. 5 Newberg on Class Actions § 15:66 (5th ed. Dec. 2020 Update). For example, the Eleventh and the District of Columbia Circuits require the use of the percentage method. *Id.* at n.6 (citing cases). The Third Circuit prefers the percentage method. *Id.* at n.7. And the First, Second, Fifth, Sixth, Eight, Ninth, and Tenth Circuits allow district courts to use either method. *Id.* at n.5 (citing cases).

is motivated to obtain the largest tangible benefit possible, to provide for the best possible notice to the class, and to assure that the claims process is not overly burdensome"); *In re Anthem, Inc. Data Breach Litigation*, 2018 WL 3960068, at *5 (N.D. Cal. 2018) ("By tying the award to the recovery of the Class, Class Counsel's interests are aligned with the Class, and Class Counsel is incentivized to achieve the best possible result."); *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, 991 F. Supp. 2d 437, 440 (E.D.N.Y. 2014) ("The percentage method better aligns the incentives of plaintiffs' counsel with those of the class members because it bases the attorneys' fees on the results they achieve for their clients, rather than on the number of motions they file, documents they review, or hours they work."); *Swedish Hosp. Corp. v. Shalala*, 1 F.3d 1261, 1268–69 (D.C. Cir. 1993) ("using the lodestar approach in common fund cases encourages significant elements of inefficiency," while "if a percentage-of-the-fund calculation controls, inefficiently expended hours only serve to reduce the per hour compensation of the attorney expending them").

On the other hand, the lodestar method is time consuming and requires lawyers to submit voluminous records that courts must then review and scrutinize in detail. Furthermore, a lodestar fee motivates class counsel to increase the number of hours they spend on a case to maximize their fees, no matter if that time advances the case or class members' interests. *In re General Motors Corp. Pick-Up Truck Fuel Tank Products Liability Litigation*, 55 F.3d 768, 821 (3d Cir. 1995) ("[T]he lodestar method has been criticized as giving class counsel the incentive to delay settlement in order to run up fees while still failing to align the interests of the class"). Indeed, the lodestar method is used in only a fraction of class-action cases, usually those involving fee-shifting statutes or where the settlement provides injunctive relief that cannot be reliably calculated. *See, e.g.*, Theodore Eisenberg, *Attorneys' Fees in Class Actions: 2009-2013*, 92 N.Y.U. Law Review

937, 945 (2017) (finding that the lodestar method used only 6.29% of the time from 2009–2013, down from 13.6% from 1993–2002 and 9.6% from 2003–2008); Brian T. Fitzpatrick, *An Empirical Study of Class Action Settlements and Their Fee Awards*, 7 J. Empirical L. Stud. 811, 832 (2010) (finding that the lodestar method used in only 12% of settlements).

Although the Fourth Circuit has not explicitly required its use in class actions, the percentage method is overwhelmingly preferred by the district courts in this circuit. *See Galloway III* 2020 WL 7482191, at *5 (noting that "Nevertheless, over time, certain customs have developed, both in the Fourth Circuit and across the country; for example, the favored method for calculating attorneys' fees in common fund cases is the percentage of the fund method."); *Thomas v. FTS USA, LLC*, No. 3:13-cv-825, 2017 WL 1148283, at *3 (E.D. Va. Jan. 9, 2017) ("District Courts within this Circuit have also favored the percentage of the fund method." (citations omitted)), *report and recommendation adopted,* No. 3:13-cv-825, 2017 WL 1147460 (E.D. Va. Mar. 27, 2017); *see also Kelly v. Johns Hopkins Univ.*, No. 1:16-cv-2835, 2020 WL 434473, at *2 (D. Md. Jan. 28, 2020); *Seaman v. Duke Univ.*, No. 1:15-cv-462, 2019 WL 4674758, at *2 (M.D.N.C. Sept. 25, 2019); *Cox v. Branch Banking & Tr. Co.*, No. 5:16-cv-10501, 2019 WL 164814, at *5 (S.D. W. Va. Jan. 10, 2019) (collecting cases and stating, "In sum, there is a clear consensus among the federal and state courts, consistent with Supreme Court precedent, that the award of attorneys' fees in common fund cases should be based on a percentage of the recovery. This consensus derives from the recognition that the percentage of fund approach is the better-reasoned and more equitable method of determining attorneys' fees in such cases."); *Krakauer v. Dish Network, L.L.C.*, No. 14-333, 2018 WL 6305785, at *2 (M.D.N.C. Dec. 3, 2018); *Phillips v. Triad Guar. Inc.*, No. 1:09-cv-71, 2016 WL 2636289, at *2 (M.D.N.C. May 9, 2016); *Archbold v. Wells Fargo Bank, N.A.*, No. 13-24599, 2015 WL 4276295, at *5 (S.D. W. Va. July 14, 2015)

("[T]he Court concludes that there is a clear consensus . . . that the award of attorneys' fees in common fund cases should be based on a percentage of the recovery.").

The Fourth Circuit has not established a benchmark for fee awards in common-fund cases. Class Counsel is requesting one third of the settlement amount. This is well within the 25-to-40-percent range that courts within the Fourth Circuit have held appropriate.[12] It is also within the appropriate range found by the recent comprehensive study of attorneys' fees in class action cases. Theodore Eisenberg & Geoffrey P. Miller, *Attorney Fees in Class Action Settlements: An Empirical Study*, 1 J. Empirical Legal Studies 27, 31, 33 (2004) (noting "a remarkable uniformity in awards between roughly 30% to 33% of the settlement amount."). Indeed, several courts in this District approving tribal lending settlements have approved fees constituting one-third of the cash value of the settlement fund. *See Hengle*, ECF No. 230 ¶ 20 (approving $13 million in fees, representing one third of the settlement's $39 million cash value); *Gibbs*, No. 3:17-cv-495, ECF No. 141 ¶ 24 (awarding $5,248,227.93 in fees, representing one-third of fund value); *Gibbs*, No. 3:19-cv-789, ECF No. 95 ¶ 19 (awarding $11,677,165.50, representing one-third of fund value); *Gibbs*, No. 3:20-cv-717, ECF No. 68 at 9–11 (same); *Turner*, No. 3:19-cv-293, ECF No. 114 (same); *Gibbs*, No. 3:18-cv-676, ECF No. 346 ¶ 20 (same).

[12] Indeed, "empirical studies show that, regardless whether the percentage method or the lodestar method is used, fee awards in the class actions average around one-third of the recovery." 4 Newberg *on Class Actions* § 14:6 (4th ed.); *see also In re Rite Aid Corp. Sec. Litig.*, 146 F. Supp. 2d 706, 735 (E.D. Pa. 2001) (review of 289 class action settlements shows "average attorney's fees percentage [of] 31.31%" with a median value that "turns out to be one-third."). In an analysis of such historic patterns, Silber and Goodrich explained that empirical evidence does not necessarily establish what a court should do in any given case, but it does provide guidance to the court in determining whether a fee is reasonable. Reagan W. Silber & Frank E. Goodrick, *Common Funds and Common Problems: Fee Objections and Class Counsel's Response*, 17 Rev. Litig. 525, 545–46 (1998).

In addition, this Court awarded a 33-percent fee award in the prior *Galloway III* matter, holding: "A percentage award of 33% of a common fund is a bit on the high side for this circuit and in general, but it is certainly not outside of the realm of reasonable percentage awards, particularly given that the award will be inclusive of costs." *Galloway*, 2020 WL 7482191 at *11 (citing *In re Celebrex (Celecoxib) Antitrust Litig.*, No. 2:14-cv-361, 2018 WL 2382091, at *5 (E.D. Va. Apr. 18, 2018)).

As with any class case that they agree to take on and because the representation is on a contingent basis, Class Counsel lives by the result that they obtain for the Class Members. *See, e.g.*, Ex. 2, Kelly Decl. at ¶ 24; Ex. 3, Caddell Decl. at ¶ 45.In this case, given the recovery and significant risk of non-payment over years of litigation, the requested fee is reasonable.

ii. A cross-check against Class Counsel's lodestar confirms the requested fee is reasonable.

A cross-check is not required to determine the fairness of a fee when the percentage method is used. Courts, however, have at times used a lodestar estimate as a cross-check in assessing Class Counsel's fee request. *Manual for Complex Litigation (Fourth*) § 21.724. As this Court recently recognized, "where used as a mere cross-check, the hours documented by counsel need not be exhaustively scrutinized by the district court." *Galloway*, 2020 WL 7482191 at *11.

Here, the requested award includes both attorneys' fees and costs. For fees, the collective total lodestar is $17,305,742.60. *See* Ex. 2, Kelly Decl. at ¶ 22 (detailing Kelly Guzzo's hours, which resulted in a remaining unpaid lodestar of $4,800,075.00); *See* Ex. 3, Caddell Decl. at ¶ 51 (detailing: (1) Caddell & Chapman's hours, which resulted in a total lodestar of $5,307,407.10; and (2) the hours of its local and bankruptcy counsel, which amounts to an additional $568,377); Ex. 4, Bennett Decl. at ¶ 32 (detailing Consumer Litigation Associates' hours, which resulted in a total lodestar of $1,887,941.25); Ex. 5, Drake Decl. at ¶ 16 (detailing Berger Montague's hours, which resulted in a total lodestar of $1,870,284.79); Ex. 6, Terrell Decl. at ¶ 21 (detailing Terrell Marshall's hours, which resulted in a total lodestar of $1,277,095); Ex. 7, Wessler Decl. at ¶ 13 (detailing Gupta Wessler's hours, which resulted in a total lodestar of $1,594,562.50). Class Counsel also has unreimbursed costs in the amount of $547,393.14. *See* Ex. 2, Kelly Decl. at ¶ 23 (explaining that Kelly Guzzo has advanced $127,772.86); Ex. 3, Caddell Decl. at ¶ 54 (explaining that Caddell & Chapman and its local counsel have advanced $119,613.52); Ex. 4, Bennett Decl. at ¶ 33 (unpaid costs of $144,967.27); Ex. 5, Drake Decl. at ¶ 16 (unpaid costs of $148,430.15); Ex. 6, Terrell Decl. at ¶ 23 (detailing unpaid expenses of $6,609.34).

Altogether, Class Counsel has incurred a total of $17,853,135.70 in fees and costs. If the full requested fee is awarded, it would amount to a modest multiplier of 1.21—without even considering the post-approval hours that will be required. The benefits of the settlement, coupled with the seven years invested by counsel, reflect that a modest multiplier of 1.21 is reasonable. *Berry v. Schulman,* 807 F.3d 600, 617 n.9 (4th Cir. 2015) (noting that using the lodestar method, "the district court multiplies the number of hours worked by a reasonable hourly rate. And it can then "adjust the lodestar figure using a 'multiplier' derived from a number of factors, such as the benefit achieved for the class and the complexity of the case") This multiplier is well-within the range approved in other settlements both in the Fourth Circuit and nationally.

CONCLUSION

For the foregoing reasons, Plaintiffs respectfully request the Court to grant this Motion for Final Approval of the Class Action Settlement, as well as their request for reasonable service awards and attorneys' fees.

Respectfully submitted,
PLAINTIFFS

Date: September 27, 2024 ______________/s/______________

Kristi C. Kelly, Esq., VSB #72791
Andrew J. Guzzo, Esq., VSB #82170
KELLY GUZZO, PLC
3925 Chain Bridge Road, Suite 202
Fairfax, VA 22030
(703) 424-7572
(703) 591-0167 Facsimile
Email: kkelly@kellyguzzo.com
Email: aguzzo@kellyguzzo.com

Leonard A. Bennett, VSB #37523
CONSUMER LITIGATION ASSOCIATES, P.C.
763 J. Clyde Morris Blvd., Ste. 1-A
Newport News, VA 23601
Telephone: (757) 930-3660
Facsimile: (757) 930-3662
Email: lenbennett@clalegal.com

Class Counsel

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, et al., on behalf of themselves and all individuals similarly situated,

Plaintiffs,

v.

JUSTIN MARTORELLO., et al.,

Defendants.

Case No. 3:19-cv-00314-REP

DECLARATION OF AMERICAN LEGAL CLAIM SERVICES, LLC REGARDING DUE DILIGENCE IN NOTICING

I, Mark Unkefer, declare as follows:

1. I am a competent adult, over the age of eighteen, and this declaration is based on my personal knowledge.

2. I am a Case Manager for American Legal Claim Services, LLC ("ALCS").

3. **CAFA Noticing:** On May 31, 2024, ALCS mailed, via certified mail, a Notice Pursuant to the Class Action Fairness Act of 2005 (the "CAFA Notice", attached hereto as Exhibit A), to the Attorneys General of the 50 states and the territory of Puerto Rico, the Attorney General of the United States, the District of Columbia's Corporate Counsel, the Attorney General for Guam, the Attorney General for American Samoa, the Attorney General for the United States Virgin Islands, and the Attorney General for the Northern Mariana Islands. The CAFA Notice package contained a cover letter on behalf of the Defendant(s) (attached hereto as Exhibit A) as well as a CD-ROM that included all exhibits referenced in the letter.

4. **Class List Receipt and Processing:** On or about June 19, 2024, ALCS processed the mailing list ("Class List") with two tabs of data containing 626,171 rows of member names and addresses in the first tab and 1,017,868 rows of loan information in the second tab. ALCS reviewed and processed the data. After analysis, the final noticing list contained 626,171 class members. Throughout the noticing process, ALCS utilized several means of ensuring the most accurate mailing addresses for class members. These methods included National Change of Address through the USPS, skip-tracing, and manual updates from class members.

5. **Initial Class Notice:** Between July 3, 2024 and July 4, 2024, ALCS emailed the Notice of Class Action ("Notice") substantially in the form approved by the Court (attached hereto as Exhibit B) to 536,282 class members. Additionally, on July 3, 2024, ALCS mailed the Notice to 1,404 class members that did not have an email address. On July 5, 2024, ALCS mailed the Notice to 88,485 class members that did not have a valid email address, by USPS First Class Mail. Of the 536,282 emails sent, 9,429 were deemed undelivered, and were sent the Notice by USPS First Class Mail.

6. **Returned Mail Handling:** ALCS processed the Notices that were returned by USPS, through the objection and opt-out deadline of August 19, 2024. A minority of the mail included an updated address provided by USPS ("FOE"). For these, the class member addresses were updated, and the Class Notice was re-mailed to the updated address provided. The remainder of the mail returned by the USPS did not contain an updated address ("UAA"). For these, ALCS conducted address searches using a nationally recognized location service to attempt to locate new addresses for these class members. ALCS mailed a total of 99,318 Notices to class members (89,889 Initial Notices plus the 9,429 undeliverable emails). Of the 99,318 mailed Notices, 21,811 were returned by USPS as of the date of this declaration. Of those 21,811 returned, 14,376 were remailed to updated addresses. Of the 14,376 remailed Notices, 2,088 Notices were returned. 9,523 Notices were deemed undeliverable.

7. **Noticing Campaign Summary:** The following is a summary of the noticing, as of the date of this Declaration[1]:

- Total Class Members: 626,171
- Initial Notice of Class Action Settlement Successfully emailed: 526,853
- Initial Notice of Class Action Settlement mailed via USPS: 99,318
- Notice of Class Action Settlement returned by USPS: 21,811
- Notice of Class Action Settlement remailed via USPS: 14,376
- Notice of Class Action Settlement deemed undeliverable: 9,523
- Percentage of Notice of Class Action Settlement deemed delivered: **98.48%**

8. **Exclusions:** The Notice instructed those who wish to opt out of the proposed settlement to mail a request for exclusion to the Settlement Administrator. It further states that an opt out request must be postmarked no later than August 19, 2024. ALCS received 8 exclusion requests for this case. A copy of each exclusion is attached hereto as Exhibit C.

9. **Objections:** The Notice instructed those who wish to object to the proposed settlement to mail a written statement of objection to both the Clerk of Court and the Settlement Administrator, postmarked no later than the Objection Deadline of August 19, 2024. ALCS received 1 Objection for this case. A copy of the Objection is attached hereto as Exhibit D.

10. **Toll-Free Telephone/Email:** ALCS established a toll-free telephone line 800-641-9098 for Class members to contact with questions about the settlement or update their information. Class members could get additional information via an Interactive Voice Recording (IVR) message tree or request to be transferred to a live agent.

[1] ALCS continues to receive and process mail, for which no forwarding address is available. The number of pieces of this type of mail will likely increase and the presumed delivery rate will be reduced as processing continues.

11. **Website:** ALCS provided a case website https://www.bplsettlement.com/ that provided further information as stated in the Notice. The website contained a copy of the Notice of Class Action translated to Spanish along with sections for important Court documents, key dates, and answers to frequently asked questions. Class members also had an opportunity to update their address online and view the estimated amount of monetary consideration they might receive under the settlement.

I declare under penalty of perjury pursuant to the laws of the State of Florida that the foregoing is true and correct to the best of my knowledge. Executed on September 11, 2024, in Jacksonville, Florida.

Mark Unkefer

Exhibit A

May 31, 2024

VIA CERTIFIED MAIL

The United States Attorney General and
All State Attorneys General
Identified on the Attached Service List

Re: Notice Pursuant to the Class Action Fairness Act of 2005: *Renee Galloway, et al., ("Plaintiffs") v. Matt Martorello, et al., ("Defendants")*, United States District Court, Eastern District of Virginia, Richmond Division.

Dear Sir or Madam:

In accordance with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715(b) ("CAFA"), this letter provides notice of a proposed settlement in the above-captioned putative class action, designated No. 3:19-cv-314, and pending in the United States District Court, Eastern District of Virginia, Richmond Division. This class settlement will also resolve related litigation in *Williams v. Big Picture Loans LLC et al.*, No. 3:17-cv-461, and *Galloway v. Big Picture Loans LLC et al.*, No. 3:18-cv-406 (EDVA), in the Eastern District of Virginia, as well as *Duggan v. Big Picture Loans LLC et al.*, No. 1:18-cv-12277, in the District of Massachusetts, and *Smith v. Big Picture Loans LLC et al.*, No. 3:18-cv-1651, in the District of Oregon.

Section 1715 of the U.S. Code requires notice of a proposed class action settlement to be served upon appropriate federal and state officials. The required information under CAFA is set forth below. Also enclosed is a CD containing documents relating to the proposed settlement, as required by Section 1715. If you have any difficulty accessing any of the documents on the enclosed CD, please contact the undersigned.

> ***Item 1:*** *A copy of the complaint, any materials filed with the complaint, and any amended complaints. 28 U.S.C. § 1715(b)(1).*

On June 22, 2017, Plaintiffs Lula Williams, et al., as individuals and as class representatives, filed a Complaint in the United States District Court for the Eastern District of Virginia, Richmond Division. The Complaint alleged that there was a scheme to make online usurious short-term loans (commonly called "payday loans"). A copy of the Complaint is included on the enclosed CD as **Exhibit 01a**.

On June 11, 2018, Plaintiffs Renee Galloway, et al., as individuals and as class representatives, filed a Complaint in the United States District Court for the Eastern District of Virginia, Richmond Division. On August 23, 2018, Plaintiffs filed an Amended Complaint. The pleadings similarly alleged a scheme to make online usurious payday loans. Copies of the Complaints are included on the enclosed CD as **Exhibits 01b and 01c**.

On September 11, 2018, Plaintiff Richrd Smith, as an individual and as a class representative, filed a Complaint in the United States District Court for the District of Oregon, Portland Division. On January 17, 2020, and July 18, 2022, the Plaintiff filed an Amended Complaint and Second Amended Complaint, respectively. These pleadings similarly alleged a scheme to make online usurious payday loans. Copies of the Complaints are included on the enclosed CD as **Exhibits 01d, 01e, and 01f**.

On October 31, 2018, Plaintiff Dana Duggan, as an individual and as a class representative, filed a Complaint in the United States District Court for the District of Massachusetts, Boston Division. On July 16, 2019, and January 15, 2020, the Plaintiff filed an Amended Complaint and Second Amended Complaint, respectively. These pleadings similarly alleged a scheme to make online usurious payday loans. Copies of the Complaints are included on the enclosed CD as **Exhibits 01g, 01h, and 01i**.

On April 24, 2019, Plaintiffs Renee Galloway, et al., as individuals and as class representatives, filed a Complaint in the United States District Court for the Eastern District of Virginia, Richmond Division. The Complaint similarly alleged a scheme to make online usurious payday loans. A copy of the Complaint is included on the enclosed CD as **Exhibit 01j**.

Item 2: *Notice of any scheduled judicial hearing in the class action 28 U.S.C. § 1715(b)(2).*

A copy of the order scheduling a hearing on the Motion for Preliminary Approval of Class Action Settlement is on the Enclosed CD as **Exhibit 02**.

Items 3 and 4: *Any proposed or final notification to the class members, 28 U.S.C. § 1715(b)(3); any proposed or final class action settlement. 28 U.S.C. § 1715(b)(4).*

The Plaintiff's Motion For Preliminary Approval of Class Settlement is included on the enclosed CD as **Exhibit 03**. The Plaintiff's Memorandum in Support of Motion For Preliminary Approval of Class Settlement is included on the enclosed CD as **Exhibit 04.** The Declarations of Kristi C. Kelly, Leonard A. Bennett, and Michael A. Caddell are included on the enclosed CD as **Exhibits 05, 06, and 07**. The Notice Regarding Proposed Preliminary Approval Order and Class Notice, the Proposed Preliminary Approval Order, and the Proposed Class Notice are included on the enclosed CD as **Exhibits 08, 09, and 10**.

On May 21, 2024, the Stipulation and Agreement of Settlement was filed with the Court and is included on the enclosed CD as **Exhibit 11.**

Item 5: *Any settlement or other agreement contemporaneously made between class counsel and counsel for the Defendant. 28 U.S.C. § 1715(b)(5).*

On May 21, 2024, the Stipulation and Agreement of Settlement was filed with the Court and is included on the enclosed CD as **Exhibit 11**. Portions of the version of the proposed settlement agreement filed on ECF have been redacted to protect the process by which the defendants are funding the settlement amount. The Motion to Seal, Notice of Filing Under Seal, and Memorandum in Support of Motion to Seal are included on the enclosed CD as **Exhibits 12, 13, and 14**.

Item 6: *Any final judgment or notice of dismissal. 28 U.S.C. § 1715(b)(6).*

The Final Judgement Order for *Williams v. Big Picture Loans LLC et al., No. 3:17-cv-461 (EDVA)—ECF No. 1407* is included on the enclosed CD as **Exhibit 15**. This is the final judgment for plaintiffs, and is against defendant Matt Martorello. The parties are seeking vacatur of this judgment, as explained in the settlement agreement (**Exhibit 11**).

Item 7: *Either (i) the names of class members who reside in each State and estimated proportionate share of such members to the entire settlement; or (ii) if not feasible, a reasonable estimate of the number of class members residing in each State and estimated proportionate share of such members to the entire settlement. 28 U.S.C. § 1715(a)(7)(A)-(B).*

This information is not currently available.

Item 8: *Any written judicial opinions relating to subparagraphs (3) through (6) under § 1715. 28 U.S.C. § 1715(b)(8).*

The Amended Memorandum Opinion for *Williams v. Big Picture Loans LLC et al., No. 3:17-cv-461 (EDVA)—ECF No. 1406* is included on the enclosed CD as **Exhibit 16**.

The table below provides an index of the materials that we have included on the enclosed CD.

	Description
1.	Exh01a-Class Action Complaint (Williams v Big Picture, ECF1)
2.	Exh01b-Class Action Complaint (Galloway v Big Picture, ECF1)
3.	Exh01c-First Amended Class Action Complaint (Galloway v Big Picture, ECF30)
4.	Exh01d-Class Action Complaint (Smith v Martorello, ECF1)
5.	Exh01e-First Amended Class Action Complaint (Smith v Martorello, ECF100)
6.	Exh01f-Second Amended Class Action Complaint (Smith v Martorello, ECF212)
7.	Exh01g-Class Action Complaint (Duggan v Martorello, ECF1)
8.	Exh01h-First Amended Class Action Complaint (Duggan v Martorello, ECF72)
9.	Exh01i-Second Amended Class Action Complaint (Duggan v Martorello, ECF118)
10.	Exh01j-Class Action Complaint (Galloway v JM, ECF1)
11.	Exh02-Notice of Scheduled Preliminary Approval Hearing
12.	Exh03-Plaintiffs Motion For Preliminary Approval of Class Settlement
13.	Exh04-Plaintiff's Memo in Support of Motion for Preliminary Approval of Settlement
14.	Exh05-Declaration of KRISTI C KELLY
15.	Exh06-Declaration of LEONARD A BENNETT
16.	Exh07-Declaration of MICHAEL A CADDELL
17.	Exh08-Notice Regarding Proposed Preliminary Approval Order and Class Notice
18.	Exh09-Proposed Preliminary Approval Order
19.	Exh10-Proposed Class Notice
20.	Exh11-Stipulation and Agreement of Settlement
21.	Exh12-Motion to Seal
22.	Exh13-Notice of Filing Under Seal
23.	Exh14-Memo in Support of Motion to Seal
24.	Exh15-Final Order (concerning Martorello)(Williams v BP, ECF1407)
25.	Exh16-Amended Memorandum Opinion (Williams v BP, ECF1406)

Sincerely,

R. Mark Unkefer
Case Manager
American Legal Claims Services, LLC

Providing Notification as Settlement Administrator
for Defendants Matt Martorello, et al.

Enclosures:
Attached Service List
CD

GALLOWAY V MATT MARTORELLO
CAFA NOTICE SERVICE LIST

Name	Department	Address	City	State	Zip
ATTORNEY GENERAL OF ALABAMA	CLASS ACTION FAIRNESS ACT NOTICES	501 WASHINGTON AVENUE	MONTGOMERY	AL	36104
ATTORNEY GENERAL OF ALASKA	CLASS ACTION FAIRNESS ACT NOTICES	1031 W 4TH AVENUE STE 200	ANCHORAGE	AK	99501-1994
ATTORNEY GENERAL OF AMERICAN SAMOA	CLASS ACTION FAIRNESS ACT NOTICES	AMERICAN SAMOA GOVT EXEC OFC BLDG	Pago Pago	AS	96799
ATTORNEY GENERAL OF ARIZONA	CLASS ACTION FAIRNESS ACT NOTICES	2005 N CENTRAL AVE	PHOENIX	AZ	85004-1592
ATTORNEY GENERAL OF ARKANSAS	CLASS ACTION FAIRNESS ACT NOTICES	323 CENTER ST STE 200	LITTLE ROCK	AR	72201-2610
ATTORNEY GENERAL OF CALIFORNIA	CLASS ACTION FAIRNESS ACT NOTICES	455 GOLDEN GATE AVENUE #11000	SAN FRANCISCO	CA	94102
ATTORNEY GENERAL OF COLORADO	CLASS ACTION FAIRNESS ACT NOTICES	RALPH L. CARR COLORADO JUDICIAL CENTER, 1300 N	DENVER	CO	80203-2104
ATTORNEY GENERAL OF CONNECTICUT	CLASS ACTION FAIRNESS ACT NOTICES	165 CAPITOL AVE	HARTFORD	CT	06106-1659
ATTORNEY GENERAL OF DC	CLASS ACTION FAIRNESS ACT NOTICES	400 6TH ST NW 10TH FL	WASHINGTON	DC	20001
ATTORNEY GENERAL OF DELAWARE	CLASS ACTION FAIRNESS ACT NOTICES	CARVEL ST OFFICE BLDG 820 N FRENCH ST	WILMINGTON	DE	19801
ATTORNEY GENERAL OF FLORIDA	CLASS ACTION FAIRNESS ACT NOTICES	THE CAPITAL PL 01	TALLAHASSEE	FL	32399-1050
ATTORNEY GENERAL OF GEORGIA	CLASS ACTION FAIRNESS ACT NOTICES	40 CAPITOL SQUARE SW	ATLANTA	GA	30334-1300
ATTORNEY GENERAL OF GUAM	CLASS ACTION FAIRNESS ACT NOTICES	590 S. MARINE CORPS DR STE. 706	TAMUNING	GU	96913-3537
ATTORNEY GENERAL OF HAWAII	CLASS ACTION FAIRNESS ACT NOTICES	425 QUEEN ST	HONOLULU	HI	96813-2903
ATTORNEY GENERAL OF IDAHO	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 83720	BOISE	ID	83720-0010
ATTORNEY GENERAL OF ILLINOIS	CLASS ACTION FAIRNESS ACT NOTICES	JAMES R THOMPSON CTR 100 W RANDOLPH ST	CHICAGO	IL	60601
ATTORNEY GENERAL OF INDIANA	CLASS ACTION FAIRNESS ACT NOTICES	INDIANA GOVERNMENT CENTER SOUTH, 302 W WAS	INDIANAPOLIS	IN	46204
ATTORNEY GENERAL OF IOWA	CLASS ACTION FAIRNESS ACT NOTICES	1305 E WALNUT ST HOOVER ST OFFICE BLDG	DES MOINES	IA	50319
ATTORNEY GENERAL OF KANSAS	CLASS ACTION FAIRNESS ACT NOTICES	120 SW 10TH AVE FL 2ND	TOPEKA	KS	66612-1597
ATTORNEY GENERAL OF KENTUCKY	CLASS ACTION FAIRNESS ACT NOTICES	700 Capital AVE	FRANKFORT	KY	40601-3410
ATTORNEY GENERAL OF LOUISIANA	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 94095	BATON ROUGE	LA	70804-9095
ATTORNEY GENERAL OF MAINE	CLASS ACTION FAIRNESS ACT NOTICES	STATE HOUSE STATION 6	AUGUSTA	ME	04333-0001
ATTORNEY GENERAL OF MASSACHUSETTS	CLASS ACTION FAIRNESS ACT NOTICES	1 ASHBURTON PL FL 20	BOSTON	MA	02108-1518
ATTORNEY GENERAL OF MARYLAND	CLASS ACTION FAIRNESS ACT NOTICES	200 Saint PAUL St Ste 1700	BALTIMORE	MD	21202-2029
ATTORNEY GENERAL OF MICHIGAN	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 30212	LANSING	MI	48909-7712
ATTORNEY GENERAL OF MINNESOTA	CLASS ACTION FAIRNESS ACT NOTICES	445 Minnesota Street Suite 1400	ST PAUL	MN	55101-2131
ATTORNEY GENERAL OF MISSISSIPPI	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 220	JACKSON	MS	39205-0220
ATTORNEY GENERAL OF MISSOURI	CLASS ACTION FAIRNESS ACT NOTICES	SUPREME COURT BLDG 207 W HIGH ST PO BOX 899	JEFFERSON CITY	MO	65101
ATTORNEY GENERAL OF MONTANA	CLASS ACTION FAIRNESS ACT NOTICES	215 N SANDERS ST	HELENA	MT	59601-4522
ATTORNEY GENERAL OF N. M. I.	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 10007	SAIPAN	MP	96950-8907
ATTORNEY GENERAL OF NEBRASKA	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 98920	LINCOLN	NE	68509
ATTORNEY GENERAL OF NEVADA	CLASS ACTION FAIRNESS ACT NOTICES	100 N CARSON ST OLD SUPREME CT BLDG	CARSON CITY	NV	89701
ATTORNEY GENERAL OF NEW HAMPSHIRE	CLASS ACTION FAIRNESS ACT NOTICES	33 CAPITOL STREET	CONCORD	NH	03301-6310
ATTORNEY GENERAL OF NEW JERSEY	CLASS ACTION FAIRNESS ACT NOTICES	25 MARKET ST	TRENTON	NJ	08611-2148
ATTORNEY GENERAL OF NEW MEXICO	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 1508	SANTA FE	NM	87504-1508
ATTORNEY GENERAL OF NEW YORK	CLASS ACTION FAIRNESS ACT NOTICES	LITIGATION BUREAU JUSTICE BLDG 2ND FL	ALBANY	NY	12224
ATTORNEY GENERAL OF NORTH CAROLINA	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 629	RALEIGH	NC	27602-0629
ATTORNEY GENERAL OF NORTH DAKOTA	CLASS ACTION FAIRNESS ACT NOTICES	STATE CAPITOL 600 E BLVD AVE	BISMARCK	ND	58505
ATTORNEY GENERAL OF OHIO	CLASS ACTION FAIRNESS ACT NOTICES	30 E BROAD ST FL 14TH	COLUMBUS	OH	43215-3414
ATTORNEY GENERAL OF OKLAHOMA	CLASS ACTION FAIRNESS ACT NOTICES	313 NE 21ST STREET	OKLAHOMA CITY	OK	73105-3207
ATTORNEY GENERAL OF OREGON	CLASS ACTION FAIRNESS ACT NOTICES	JUSTICE BLDG 1162 COURT ST NE	SALEM	OR	97301
ATTORNEY GENERAL OF PENNSYLVANIA	CLASS ACTION FAIRNESS ACT NOTICES	STRAWBERRY SQUARE 16TH FL	HARRISBURG	PA	17120-0001
ATTORNEY GENERAL OF PUERTO RICO	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 9020192	SAN JUAN	PR	00902-0192
ATTORNEY GENERAL OF RHODE ISLAND	CLASS ACTION FAIRNESS ACT NOTICES	4 HOWARD AVE	CRANSTON	RI	02920-3031
ATTORNEY GENERAL OF SOUTH CAROLINA	CLASS ACTION FAIRNESS ACT NOTICES	1000 ASSEMBLY ST STE 510	COLUMBIA	SC	29201-3117
ATTORNEY GENERAL OF SOUTH DAKOTA	CLASS ACTION FAIRNESS ACT NOTICES	1302 EAST HWY 14 STE 1	PIERRE	SD	57501-8501
ATTORNEY GENERAL OF TENNESSEE	CLASS ACTION FAIRNESS ACT NOTICES	500 DR MARTIN LUTHER KING BLVD	NASHVILLE	TN	37243-0001
ATTORNEY GENERAL OF TEXAS	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 12548	AUSTIN	TX	78711-2548
ATTORNEY GENERAL OF UNITED STATES	CLASS ACTION FAIRNESS ACT NOTICES	950 PENNSYLVANIA AVE NW	WASHINGTON	DC	20530-0001
ATTORNEY GENERAL OF US VIRGIN ISLAN	CLASS ACTION FAIRNESS ACT NOTICES	3438 KRONPRINDSENS GADE Ste 2ND	ST THOMAS	VI	00802-5751
ATTORNEY GENERAL OF UTAH	CLASS ACTION FAIRNESS ACT NOTICES	350 N State St STE 230	SALT LAKE CITY	UT	84114-0002
ATTORNEY GENERAL OF VERMONT	CLASS ACTION FAIRNESS ACT NOTICES	109 State St	MONTPELIER	VT	05609-1001
ATTORNEY GENERAL OF VIRGINIA	CLASS ACTION FAIRNESS ACT NOTICES	202 NORTH NINTH STREET	RICHMOND	VA	23219-3424
ATTORNEY GENERAL OF WASHINGTON	CLASS ACTION FAIRNESS ACT NOTICES	800 5TH AVE STE 2000	SEATTLE	WA	98104-3188
ATTORNEY GENERAL OF WEST VIRGINIA	CLASS ACTION FAIRNESS ACT NOTICES	STATE CAPITOL COMPLEX, BLDG. 1, RM E-26, 1900 K	CHARLESTON	WV	25305
ATTORNEY GENERAL OF WISCONSIN	CLASS ACTION FAIRNESS ACT NOTICES	PO BOX 7857	MADISON	WI	53707-7857
ATTORNEY GENERAL OF WYOMING	CLASS ACTION FAIRNESS ACT NOTICES	STATE CAPITOL BLDG	CHEYENNE	WY	82002-0001

Exhibit B

If You Obtained a Big Picture or Castle Payday Loan
You Could Get a Cash Payment.

A federal court ordered this notice. This is not a solicitation from a lawyer.

- Read this Notice. It states your rights and provides you with information regarding the settlement of a proposed nationwide Class Action ("Settlement") against individuals and entities involved with the making of online loans in the name of Big Picture Loans and Red Rock Tribal Lending d/b/a Castle Payday. The settling parties, listed below, are referred to here as "Defendants."
- This Notice is a summary of information about the Settlement and explains your legal rights and options because you are a member of the class of borrowers who will be affected if the Settlement is approved by the Court. The complete terms of the proposed Settlement are available at the Settlement website, www.bplsettlement.com. You may also contact Class Counsel for further details and advice.
- The Settlement covers all individuals who obtained a Big Picture or Castle Payday loan from June 22, 2013 to May, 1, 2024. The lawsuit claimed that Defendants participated in an enterprise to offer loans through these entities at annual interest rates greater than what is permitted by state laws and the Racketeer Influenced and Corrupt Organizations Act. Defendants deny all allegations in this lawsuit.
- The lawsuit follows an earlier suit that resulted in cancellation of the loans at issue and cash payments to some Class Members, except those Class Members who "opted out" of the earlier settlement.
- As part of the proposed Settlement, Defendants have agreed to pay into a settlement fund, which will be used to make cash payments to some Class Members who meet specific criteria. Defendants have also agreed not to provide support to Big Picture Loans, Red Rock Tribal Lending, or to assist with collection of any loans at issue in this lawsuit.
- The completion and final approval of this settlement is conditioned upon the Defendants successfully funding the payment by October 21, 2024. If the settlement is not funded, you will receive a separate notice and your claim will not be settled.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
DO NOTHING	You will remain a member of the Settlement Class and may be eligible for benefits, including cash payments. You will give up rights to ever sue Defendants and other, related parties about the legal claims that are in or could have been brought in this lawsuit.
EXCLUDE YOURSELF	You can opt out of the Settlement and you will not be eligible for any benefits, including any cash payments. This is the only option that allows you to keep any rights you have to bring, or to become part of, another lawsuit involving the claims being settled. There is no guarantee that another lawsuit would be successful or would lead to a larger or better recovery than this Settlement.
OBJECT TO THE SETTLEMENT	If you do not exclude yourself from the Settlement, you may write to the Court about why you don't like the Settlement or why the Court should not approve it.

1. WHY IS THERE A NOTICE?

This Notice is about a proposed nationwide Settlement that will be considered by the United States District Court in Richmond, Virginia (the "Court"). The Settlement must be approved by the Court.

The Plaintiffs' claims are being settled in the United States District Court for the Eastern District of Virginia in the case styled, *Galloway v. Martorello,* Case No. 3:19-cv-314.

2. WHAT IS THIS LAWSUIT ABOUT?

The claims involved in the Settlement arise out of loans made in the name of Red Rock Tribal Lending d/b/a/ Castle Payday and Big Picture Loans, which are owned by the Lac Vieux Desert Band of Lake Superior Chippewa Indians, a federally recognized Native American tribe (the "Tribe").

The Plaintiffs in this case claim that Defendants, who are non-Tribal individuals and entities, violated federal and state laws by making and collecting loans with annual interest rates in excess of the amount allowed by state laws.

Defendants vigorously deny any wrongdoing and Plaintiffs' claims. They assert that the loans are legal because, among other reasons, (1) the rates and terms were authorized under the respective laws of the Tribe, and (2) the borrowers each explicitly agreed that tribal laws governed the loan(s). Defendants also defend against the Plaintiffs' claims on numerous other grounds, including the expiration of the applicable statutes of limitation and that they were uninvolved in the operation or management of the lending enterprise. Notwithstanding the denials of liability and alleged unlawful conduct, Defendants have decided it is in their best interest to settle the Lawsuit to avoid the burden, expense, risk, and uncertainty of continuing in litigation.

Important case documents, including the Complaint, may be accessed at the Settlement Website, www.bplsettlement.com.

3. WHY IS THIS A CLASS ACTION?

In a class action or proceeding, one or more people, called class representatives, bring an action on behalf of people who have similar claims. All of the people who have claims similar to the class representatives are a class or class members, except for those who exclude themselves from the class. Here, the Plaintiffs have filed a lawsuit on behalf of the Class against the Defendants based on the Defendants' alleged involvement in, and support of, the lending scheme.

4. HOW DO I KNOW IF I AM INCLUDED IN THE SETTLEMENT?

You are a member of the Settlement Class and will be affected by the Settlement if you obtained a Big Picture or Castle Payday loan from June 22, 2013, to May 1, 2024.

If you received this Notice, we believe you are a member of the Settlement Class and you will be a Settlement Class Member unless you exclude yourself.

5. WHAT DOES THE SETTLEMENT PROVIDE?

Defendants have agreed to provide the following benefits and others more fully described at the Settlement website, www.bplsettlement.com:

Cash Payments: A $65,000,000 fund will be created from contributions by the Defendants to provide additional cash payments to Class Members. If the Court approves the Settlement, and if you are entitled to any payment, a check for your portion will be automatically mailed to you. The completion and final approval of this settlement is conditioned upon the Defendants successfully funding the payment by October 21, 2024. If the settlement is not funded, you will receive a separate notice and your claim will not be settled.

The amount of any cash payment to you will depend on what you paid in principal and/or what you paid in interest above your state's legal limits, as well as the amount of money available in the settlement fund. The list of rates by state used in this Settlement is available on the Settlement Website, www.bplsettlement.com. You will only get a proportionate share of the recovery because the total amount of the settlement funds available likely will not be enough to pay everyone the full amount paid on their loan. You may also go to the website to determine if you will receive a payment, and you can contact the Settlement Administrator using the contact information below to get an estimate of the amount you likely would receive if the Settlement is approved. The cash payments made as part of this Settlement are in addition to the cash payment(s), if any, that you may have received as part of the separate settlement of the earlier, related litigation in *Renee Galloway v. James Williams, et al.*, Civil Action No. 3:19-cv-470 (E.D. Va.), unless you excluded yourself from (or "opted out" of) that settlement.

The Settlement Administrator will mail a check with your cash payment, if any, to the same address as listed on this Notice, so please update your address if you move or it is incorrect.

You will **not** receive a cash payment, but will receive other benefits, if you:

- Did not make any payments on your loan with Big Picture or Castle Payday; or
- Lived in Arizona, Arkansas, Colorado, Connecticut, Idaho, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Minnesota, Montana, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Pennsylvania, Ohio, South Dakota, Vermont, Virginia, and Wisconsin and did not make payments above the full principal amount of your loan; or
- Lived in Alabama, Alaska, California, Delaware, Florida, Georgia, Hawaii, Iowa, Louisiana, Maine, Maryland, Michigan, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, Tennessee, Texas, Washington, West Virginia, Washington D.C., and Wyoming and did not pay interest above your state's legal limits; or
- Lived in Utah or Nevada (which had no interest rate restrictions).

Other Benefits: Defendants will agree not to provide capital, services, or assistance to Big Picture or Red Rock Tribal Lending, as well as their successors, and will not participate in the collection of any of the loans at issue in the lawsuit, regardless of whether you have made any payments on those loans.

6. WHAT DO I HAVE TO DO TO RECEIVE THE BENEFITS OF THE SETTLEMENT?

Nothing. If the Court approves the Settlement, the benefits described above will happen automatically. The Settlement Administrator will send an email after Final Approval to update you on what happened at the hearing. You can also check the website for an update or contact the Settlement Administrator or Class Counsel if you have additional questions.

7. WHAT AM I GIVING UP TO GET A BENEFIT AND STAY IN THE SETTLEMENT CLASS?

Unless you exclude yourself, you are a member of the Settlement Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants concerning the claims relating to your Big Picture or Castle Payday loans. This means that you will not be able to pursue or recover any additional money from the Defendants beyond the benefits of this Settlement. The Released Parties, including the Defendants, are: Matt Martorello, Rebecca Martorello, Justin Martorello, Eventide, BWH Texas, Liont, LLC, Gallant Capital, LLC, the RLM 2018 Family Trust, the Martorello 2018 Children's Trust, Martorello Investments, LP, the RLM Management Trust, the Capstone Irrevocable Trust, the Bluetech Irrevocable Trust, Martorello 2023 Children's Trust, BVNT Children's Trust 1, BVNT Children's Trust 2, BVNT Childrens, LLC, Vroom Trust, Obsidian LLC, Capstone Holdings, LLC, Capstone Opportunities, LLC, GFLP Entity 1, LP, GFGP Entity 1, LP, Kairos Holdings, LLC, Promovere Inc., Braviant, LLC, Woodside Special Opportunity PE Fund, LP, Promus Ventures II, LP, GreenKey Technologies, LLC, PV Rocket Labs I, LLC, Promus III, LP, PV Expansion Fund I, Dorado Analytics, LLC, and Lonnie Jeremy Davis, and any and all other persons, entities or trusts whether presently or previously in existence, that are directly or indirectly in any way now or heretofore owned by, controlled by, related to, or associated with the foregoing, together with any of their respective current, former or successor: parent companies, holding companies, subsidiaries, trusts, sub-trusts, trustees, beneficiaries, parents, guardians, children, estates, principals, protectors, grantors, settlors, officers, directors, agents, employees, attorneys, successors, affiliates, heirs, assignees, general partners, limited partners, managers, members, vendors, consultants, transferees, investors, creditors, accountants, insurers, and shareholders.

With respect to any and all Released Claims, the Parties have stipulated and agreed that, upon the Effective Date, the Releasing Plaintiffs shall expressly have, and by operation of the Judgment shall have, to the fullest extent permitted by law, expressly waived and relinquished any and all provisions, rights, and benefits conferred by any law or any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

> A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

Plaintiffs and each Settlement Class Member understand and acknowledge the significance of these waivers of California Civil Code Section 1542 and/or of any other applicable law relating to limitations on releases. In connection with such waivers and relinquishment, Plaintiffs and each Settlement Class Member acknowledge that they are aware that they may hereafter discover facts in addition to, or different from, those facts that they now know or believe to be true with respect to the subject matter of the Settlement Agreement, but that they release fully, finally, and forever all Released Claims, and in furtherance of such intention, the release will remain in effect notwithstanding the discovery or existence of any such additional or different facts. Plaintiffs and Defendants acknowledge, and other Settlement Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a material element of the Settlement. Plaintiffs and each Settlement Class Member further covenant and agree that they will not sue or bring any action or cause of action, including by way of third-party claim, crossclaim, or counterclaim, against any of the Released Parties in respect of any of the Released Claims; they will not initiate or participate in bringing or pursuing any class action against any of the Released Parties in respect of any of the Released Claims; if involuntarily included in any such class action, they will use their best efforts to withdraw therefrom; and they will not assist any third party in initiating or pursuing a class action suit in respect of any of the Released Claims.

Staying in the Class also means that any Court orders pertaining to this Settlement will apply to you and legally bind you

8. HOW DO I EXCLUDE MYSELF FROM THE SETTLEMENT?

To be excluded from (or to "opt out" of) this Settlement, you must send an "Exclusion Request" by mail. You may download a form to use from the Settlement website or you may send your own letter which must include:

- The name of this Action: "*Galloway v. Martorello,* No. 3:19-cv-314 (E.D. Va.)";
- Your name, address, and telephone number;
- Last four digits of your social security number, or your account number with Big Picture Loans or Castle Payday;
- A statement that you want to be excluded: "I request to be excluded from the class settlement in this case"; and
- Your Signature.

Your Exclusion Request must be **postmarked** no later than August 19, 2024, to:

Galloway Settlement
c/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

9. HOW DO I TELL THE COURT THAT I OBJECT TO AND DO NOT LIKE THE SETTLEMENT?

Objecting to the Settlement is different than Excluding yourself from the Settlement.

If you are a Settlement Class Member and you do not exclude yourself from the Settlement, you can object to the Settlement if you think the Settlement is not fair, reasonable, or adequate, and that the Court should not approve the Settlement. You also have the right to appear personally and be heard by the Court and the parties. The Court and Class Counsel will consider your views carefully.

To object, you must send a letter stating your views to each of the parties listed below:

COURT	**SETTLEMENT ADMINISTRATOR**
Clerk of the Court United States District Court Eastern District of Virginia 701 E. Broad St. Richmond, VA 23219	Galloway Settlement c/o Settlement Administrator P.O. Box 23489 Jacksonville, FL 32241

You should include the docket number on the front of the envelope and letter you file to the Court: "EDVA USDC Case No. 3:19-cv-314".

All objections must include:

- The name of this Action: "*Galloway v. Martorello,* No. 3:19-cv-314(E.D. Va.)";
- Your name, address, and telephone number;
- A sentence confirming that you are a Settlement Class Member;

- The factual basis and legal grounds for the objection to the Settlement; and
- Counsel representing an objecting Settlement Class Member must enter an appearance in these cases. If you or your counsel want to appear personally at the hearings, you must state that in your Objection.

Objections must be filed with the above Court no later than August 19, 2024, and served on the above parties so that they are postmarked no later than August 19, 2024.

10. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?

The Court will hold a hearing to decide whether to approve the Settlement.

The Eastern District of Virginia will hold a final hearing on the fairness of the Settlement on October 28, 2024 at 10:00 a.m. in the courtroom of Judge Robert E. Payne of the United States District Court for the Eastern District of Virginia, 701 E. Broad St., Richmond, VA 23219. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate.

If there are objections or comments, the Court will consider them at that time. The hearing may be moved to a different date or time without additional notice. Please check www.bplsettlement.com or call 1-800-641-9098 to be kept up-to-date on the date, time, and location of the hearing.

11. DO I HAVE TO COME TO THE HEARING?

No. But you are welcome to come at your own expense. As long as you mailed your written objection on time, the Court will consider it. You may also retain a lawyer to appear on your behalf at your own expense.

12. DO I HAVE A LAWYER IN THE CASE?

Yes. The Court has appointed these law firms in these cases as "Class Counsel" to represent you and all other members of the Settlement Class: Consumer Litigation Associates, P.C., Kelly Guzzo PLC, Terrell Marshall Law Group PLLC, Berger & Montague PC, Caddell & Chapman, and Gupta Wessler PLLC.

These lawyers will not separately charge you for their work on the case. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. HOW WILL THE LAWYERS BE PAID?

Class Counsel are permitted to ask the Court for an award of attorneys' fees not to exceed one third of the amount paid by Defendants, which is $21,666,666.66. The amount awarded by the Court will reduce the distributions to Class Members.

Class Counsel will ask the Court to approve payments for the Class Representatives. None of these awards will exceed $20,000 per Class Representative. The Class Representatives made substantial contributions in the prosecution of this lawsuit for the benefit of the Class. The Court will ultimately decide how much the individual Class Representatives will be paid.

14. HOW DO I GET MORE INFORMATION?

This Notice summarizes the proposed Settlement. You can get a copy of the Settlement Agreement and other relevant case-related documents by visiting www.bplsettlement.com or by contacting the Settlement Administrator at info@bplsettlement.com or 1-800-641-9098. You may also contact Class Counsel at 1-888-891-2289.

PLEASE DO NOT ADDRESS ANY QUESTIONS ABOUT THE SETTLEMENT OR THE LITIGATION TO THE CLERK OF THE COURT, THE JUDGE, THE DEFENDANTS OR THE DEFENDANTS' COUNSEL. THEY ARE NOT PERMITTED TO ANSWER YOUR QUESTIONS.

Exhibit C

"Exclusion Request"

I Choose to "Opt Out" of this Settlement:
"(Galloway v. Matorello, No. 3:19-cv-314 (E.D. Va.)";

Peter W. K. Lonoaeá
125 Lakeview Circle Apt. 104
Wahiawa, HI 96786
808-369-7997

Mr. PETER W. LONOAEA
125 Lakeview Cir. Apt. 104
Wahiawa, HI 96786

XXX.XX.6316

"I request to be excluded from the class settlement in this case.";

Peter W. K. Lonoaeá

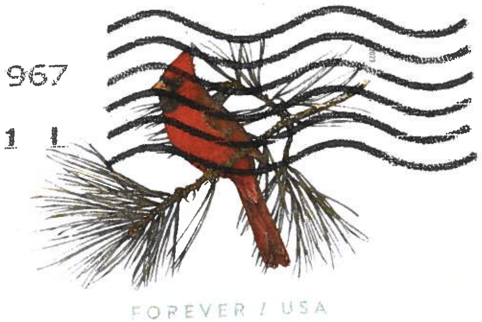
Galloway Settlement
c/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

744
GALLOWAY v JUSTIN
EXCLUSION 400001

JUL 13 2024

Mr. PETER W. LONOAEA
125 Lakeview Cir. Apt. 104
Wahiawa, HI 96786

HONOLULU HI 967
15 JUL 2024 PM 1 L



Station 1
RECEIVED
JUL 19 2024
American Legal
Claim Services

Galloway Settlement
c/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

32241-348989

Mr. PETER W. LONOAEA
125 Lakeview Cir. Apt. 104
Wahiawa, HI 96786

Mr. PETER W. LONOAEA
125 Lakeview Cir. Apt. 104
Wahiawa, HI 96786

Exclusion Request

Galloway v. Martorello, No. 3:19-cv-314 (E.D. Va.)";

Margaret Morrissey
1404 37 ave Dr.
Moline IL 61265

the notice ID: 27179178
Pin: 471 338 826

I do not give out my social security number, or the last 4 numbers.

I Request To be excluded From the class settlement in This Case.

Margaret Morrissey

744
GALLOWAY v JUSTIN
EXCLUSION 400002

JUL 29 2024

POSTMARK ABSENT

1404 37Th Ave DR
Moline, IL 61265

JUL 29 2024

GALLoway Settlement
c/o Settlement Administrator
P.O.BOX 23489
Jacksonville, Fl
32241

32241$3489

Exclusion Request

The name of this action:
"Galloway v. Martorello"
No. 3:19-cv-314 (E.D. Va)

Amy Bowden
1970 S. Garth Ave. Apt. 11
Los Angeles, CA 90034
310-435-1386
Last 4 of S.S.# 5988

RECEIVED
AUG 05 2024

I request to be excluded from the class settlement in this case.

Amy Bowden

Exclusion Request

The name of this action is
"Galloway v Martorello"
No 3:19-cv-314 (E D VA)

Amy Bowden
1930 S Garth Ave Apt 11
Los Angeles CA 90034
310-435-1328
Last 4 of SS # 5928

RECEIVED

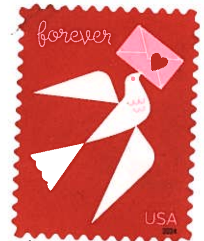
AUG 05 2024

[illegible] to be excluded
from the [illegible] settlement
in this [illegible]

744
GALLOWAY v JUSTIN
EXCLUSION 400003

Amy Bowden
1970 S. Garth Ave Apt#1
L.A. C.A. 90034

LOS ANGELES CA 900
23 JUL 2024 PM 8 L



AUG 05 2024

Galloway Settlement
C/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL
32241

32241-348989

Galloway v Martorello NO. 3:19-cv-314 (E.D. Va)

C/O Settlement Administrator
P.O. BOX 23489
Jacksonville, FL 32241

I Request to Be Excluded
From class settlement:

Patricia ANN W. Lawrence
SS 6012 703 963-6594 cell
6330 Maryview Street
Alex., VA 22310

Patricia Ann W. Lawrence
July 24, 2024

744
GALLOWAY v JUSTIN
EXCLUSION 400004

AUG 12 2024

POSTMARKED
JUL 29 2024
American Legal Claims

American Heart Association L Supporter
Patricia Lawrence
6330 Maryview St.
Alexandria, VA 22310-2928

NOVA 220
29 JUL 2024 PM 4 L

AUG 12 2024

Galloway Settlement
C/O Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

32241-34

Galloway V Martorello
NO. 3:19-CV-314 (E.D. Va);

C/O Settlement Administrator
P. O. BOX 23489
JACKSonville, FL 32241

I Request to Be Excluded From Class Settlement;

John Edward Lawrence
SS 6240 703 922-9095
6330 Maryview Street
Alex, VA 22310 7-29-24

John Edward Lawrence

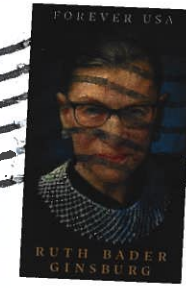
744
GALLOWAY v JUSTIN
EXCLUSION 400005

RECEIVED
AUG 14 2024
American Legal Claims

POSTMARKED
JUL 29 2024

Cpl John Lawrence
6330 Maryview St
Alexandria, VA 22310-2928

NOVA 220
29 JUL 2024 PM 2 L



AUG 14 2024

Galloway Settlement
C/O Settlement Administrator
P.O. BOX 23489
JACKSONVILLE, FL 32241

3224133489
32241-3[illegible]

TrudiE L. miller

920 10th AVE South

662.889-9916

4542

I WOULD LIKE TO bE A EXCLUDED

IN This SETTlEmENt.

TrudiE L. miller

GAllOWAY V. MArtorEllO

NO. 3:19-EV. 314 (E.D. VA)

744
GALLOWAY v JUSTIN
EXCLUSION 400006

AUG 19 2024

POSTMARKED
AUG 12 2024
American Legal Claims

Plaintiffs and each Settlement Class Member understand and acknowledge the significance of these waivers of California Civil Code Section 1542 and/or of any other applicable law relating to limitations on releases. In connection with such waivers and relinquishment, Plaintiffs and each Settlement Class Member acknowledge that they are aware that they may hereafter discover facts in addition to, or different from, those facts that they now know or believe to be true with respect to the subject matter of the Settlement Agreement, but that they release fully, finally, and forever all Released Claims, and in furtherance of such intention, the release will remain in effect notwithstanding the discovery or existence of any such additional or different facts. Plaintiffs and Defendants acknowledge, and other Settlement Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a material element of the Settlement. Plaintiffs and each Settlement Class Member further covenant and agree that they will not sue or bring any action or cause of action, including by way of third-party claim, crossclaim, or counterclaim, against any of the Released Parties in respect of any of the Released Claims; they will not initiate or participate in bringing or pursuing any class action against any of the Released Parties in respect of any of the Released Claims; if involuntarily included in any such class action, they will use their best efforts to withdraw therefrom; and they will not assist any third party in initiating or pursuing a class action suit in respect of any of the Released Claims.

Staying in the Class also means that any Court orders pertaining to this Settlement will apply to you and legally bind you

8. How do I exclude myself from the settlement?

To be excluded from (or to "opt out" of) this Settlement, you must send an "Exclusion Request" by mail. You may download a form to use from the Settlement website or you may send your own letter which must include:

- The name of this Action: "*Galloway v. Martorello,* No. 3:19-cv-314 (E.D. Va.)";
- Your name, address, and telephone number;
- Last four digits of your social security number, or your account number with Big Picture Loans or Castle Payday;
- A statement that you want to be excluded: "I request to be excluded from the class settlement in this case"; and
- Your Signature.

Your Exclusion Request must be **<u>postmarked</u>** no later than August 19, 2024, to:

Galloway Settlement
c/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

9. How do I tell the Court that I object to and do not like the settlement?

Objecting to the Settlement is different than Excluding yourself from the Settlement.

If you are a Settlement Class Member and you do not exclude yourself from the Settlement, you can object to the Settlement if you think the Settlement is not fair, reasonable, or adequate, and that the Court should not approve the Settlement. You also have the right to appear personally and be heard by the Court and the parties. The Court and Class Counsel will consider your views carefully.

To object, you must send a letter stating your views to each of the parties listed below:

COURT	**SETTLEMENT ADMINISTRATOR**
Clerk of the Court United States District Court Eastern District of Virginia 701 E. Broad St. Richmond, VA 23219	Galloway Settlement c/o Settlement Administrator P.O. Box 23489 Jacksonville, FL 32241

You should include the docket number on the front of the envelope and letter you file to the Court: "EDVA USDC Case No. 3:19-cv-314".

All objections must include:

- The name of this Action: "*Galloway v. Martorello,* No. 3:19-cv-314(E.D. Va.)";
- Your name, address, and telephone number;
- A sentence confirming that you are a Settlement Class Member;

of the separate settlement of the earlier, related litigation in *Renee Galloway v. James Williams, et al.*, Civil Action No. 3:19-cv-470 (E.D. Va.), unless you excluded yourself from (or "opted out" of) that settlement.

The Settlement Administrator will mail a check with your cash payment, if any, to the same address as listed on this Notice, so please update your address if you move or it is incorrect.

You will **not** receive a cash payment, but will receive other benefits, if you:

- Did not make any payments on your loan with Big Picture or Castle Payday; or
- Lived in Arizona, Arkansas, Colorado, Connecticut, Idaho, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Minnesota, Montana, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Pennsylvania, Ohio, South Dakota, Vermont, Virginia, and Wisconsin and did not make payments above the full principal amount of your loan; or
- Lived in Alabama, Alaska, California, Delaware, Florida, Georgia, Hawaii, Iowa, Louisiana, Maine, Maryland, Michigan, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, Tennessee, Texas, Washington, West Virginia, Washington D.C., and Wyoming and did not pay interest above your state's legal limits; or
- Lived in Utah or Nevada (which had no interest rate restrictions).

Other Benefits: Defendants will agree not to provide capital, services, or assistance to Big Picture or Red Rock Tribal Lending, as well as their successors, and will not participate in the collection of any of the loans at issue in the lawsuit, regardless of whether you have made any payments on those loans.

6. What do I have to do to receive the benefits of the Settlement?

Nothing. If the Court approves the Settlement, the benefits described above will happen automatically. The Settlement Administrator will send an email after Final Approval to update you on what happened at the hearing. You can also check the website for an update or contact the Settlement Administrator or Class Counsel if you have additional questions.

7. What am I giving up to get a benefit and stay in the Settlement Class?

Unless you exclude yourself, you are a member of the Settlement Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants concerning the claims relating to your Big Picture or Castle Payday loans. This means that you will not be able to pursue or recover any additional money from the Defendants beyond the benefits of this Settlement. The Released Parties, including the Defendants, are: Matt Martorello, Rebecca Martorello, Justin Martorello, Eventide, BWH Texas, Liont, LLC, Gallant Capital, LLC, the RLM 2018 Family Trust, the Martorello 2018 Children's Trust, Martorello Investments, LP, the RLM Management Trust, the Capstone Irrevocable Trust, the Bluetech Irrevocable Trust, Martorello 2023 Children's Trust, BVNT Children's Trust 1, BVNT Children's Trust 2, BVNT Childrens, LLC, Vroom Trust, Obsidian LLC, Capstone Holdings, LLC, Capstone Opportunities, LLC, GFLP Entity 1, LP, GFGP Entity 1, LP, Kairos Holdings, LLC, Promovere Inc., Braviant, LLC, Woodside Special Opportunity PE Fund, LP, Promus Ventures II, LP, GreenKey Technologies, LLC, PV Rocket Labs I, LLC, Promus III, LP, PV Expansion Fund I, Dorado Analytics, LLC, and Lonnie Jeremy Davis, and any and all other persons, entities or trusts whether presently or previously in existence, that are directly or indirectly in any way now or heretofore owned by, controlled by, related to, or associated with the foregoing, together with any of their respective current, former or successor: parent companies, holding companies, subsidiaries, trusts, sub-trusts, trustees, beneficiaries, parents, guardians, children, estates, principals, protectors, grantors, settlors, officers, directors, agents, employees, attorneys, successors, affiliates, heirs, assignees, general partners, limited partners, managers, members, vendors, consultants, transferees, investors, creditors, accountants, insurers, and shareholders.

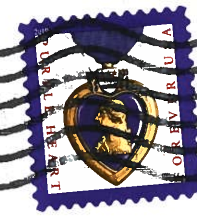
With respect to any and all Released Claims, the Parties have stipulated and agreed that, upon the Effective Date, the Releasing Plaintiffs shall expressly have, and by operation of the Judgment shall have, to the fullest extent permitted by law, expressly waived and relinquished any and all provisions, rights, and benefits conferred by any law or any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

> A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

Trudie miller
9120 10th AVE SO
Columbus, MS
39701

JACKSON MS 390
12 AUG 2024 PM 3 L

RECEIVED
AUG 19 2024



SETTLEMENT ADMINISTRATOR

GALLOWAY SETTLEMENT

C/O SETTLEMENT AdministrATor
P.O. BOX 28489 JACKSONVILLE FL
32241

32241-348989

To whom this may concern:

August 16, 2024

Galloway v. Martorelle, No. 3:19-ev-314 (E.D. Va.)

Name: Laquinta Renee Wright

Address: 214 Pepper Lane Henderson NC 27537

Telephone Number: 252 433-7530

SS#: 3039

To whom this may concern:

I request to be excluded from the class settlement in this case.

Laquinta R Wright 8/16/2024

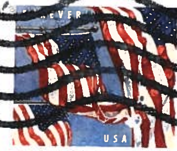
744
GALLOWAY v JUSTIN
EXCLUSION 400007

RECEIVED
AUG 22 2024

POSTMARKED
AUG 19 2024
American Legal Claims

Laquinta Wright
214 Pepper Lane
Henderson NC 27537

RALEIGH NC 275
Research Triangle Region
19 AUG 2024 PM 2 L



Galloway Settlement
C/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL 32241

AUG 22 2024

32241-348989

August 16, 2024

"Galloway v Martorello, NO. 3:19-cv-314(E.D.V.a)"

Bobby Earl Franklin Jr
3777 E McDowell RD Apt 1071
Phoenix AZ 85008 (623) 469-5216 (Home)
(602) 488-7741 (mobile)

SSN - #1748

I request to be excluded from the Class settlement in this Case.

Sincerely,

Bobby E Franklin Jr

Bobby E Franklin Jr

744
GALLOWAY v JUSTIN
EXCLUSION 400008

AUG 23 2024

POSTMARKED
AUG 16 2024
American Legal Claims

[redacted]

Name Bobby Franklin Jr
Address 3777 E McDowell Rd #1071
City Phoenix State AZ Zip 85008

☐ Please check box if address has changed

PHO... 85
16 AUG 2024 ... 5

AUG 23 2024

MESA AZ 85202 AUG 13 2024 USPS

MESA AZ 85202 AUG 13 2024 USPS

FOREVER / USA

Galloway Settlement
c/o Settlement Administrator
P.O Box 23489
Jacksonville, Florida
32241

32241-348989

Exhibit D

THE UNITED STATES DISTRICT IN COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, et al., on behalf of themselves and all others similarly situated,

Plaintiffs,

Case No: 3:19-cv-00314(E.D. Va.)

V.

JUSTIN MARTORELLO, et al.,

Defendants

OBJECTION TO SETTLEMENT

My given name is CURTIS HENRY JOHNSON. I am a Settlement Class Member. My address is 24988A, Highway 17, Bophumpa Creek, MS. 39095. Notice ID: 272662258 PIN: 421 972 573

1. My cell phone number 601-985-9031 and my email address is curtis9592@yahoo.com.
2. On or near July 11th, 2024, I received a mailpiece from Galloway v Martorella c/o Settlement Administrator. Inside the mailpiece was a "Notice" about a proposed nationwide Settlement in the above captioned case.
3. I, Curtis Henry Johnson, object to the proposed settlement for several reasons.
4. First, in light of the harm suffered by members of the class and the extent of the defendant's wrongdoings to me, the proposed settlement is not fair, reasonable, and/or adequate.
5. Second, I am aware of procedural flaws in the settlement process. As a "class member" to this proposed settlement my consent to any arm's length negotiations or exchange of information ever took place.
6. Third, the terms of the settlement and details are not readily available online, so that it's impossible for class members to understand what they're being asked to agree to.
7. Fourth, there are intra-class conflicts. The proposed settlement amount is farcically low. I have no personal knowledge of the fees awarded attached to this proposed settlement for the vagueness and non-transparency but from the face of the settlement those proposed awarded fees are extremely high. Not taking away from the hard work put in by those deserving such awarded fees.
8. Fifth, I, CURTIS HENRY JOHNSON, should be a named party/plaintiff to this class action lawsuit. Class representatives are not adequate as to deciding my fate in this proposed

744
GALLOWAY v JUSTIN MARTOR
OBJECTION 450001

JUL 22 2024

settlement. Schluad v. Synder 717 F.3d (6th Cir. 2013) speaks plainly in regards to intra-class conflicts.

9. Sixth, several Supreme Court Justices have agreed that class members have the same voice and rights as class representatives/plaintiffs/parties but this is not the case here.
10. Seventh, the defendants in this matter racially discriminated against class members, fraudulently made checks and withdrew funds from my account after a stop payment was put on my Regions Bank account for Big Picture Loans. Attached are proof of those fraudulent checks made by the defendants and emails sent to the defendants by me asking for full disclosure of the terms of the contract and the breach thereof.
11. Eighth, the wrongdoing by defendants have damaged me emotionally and financially to the point where I had to close that particular account and open a new account to changing financial institutions altogether. My credit is ruined. I had several insufficient funds causing other bills to be unpaid to having my vehicle being repossessed. This was life changing.

Please take these serious concerns into consideration. My evidence should be a part of the record.

Sincerely,

Curtis H. Johnson 9/16/24

CURTIS HENRY JOHNSON.

Curtis Henry Johnson

STATE OF MISSISSIPPI

COUNTY OF HOLMES

Sworn and subscribed to before me this 16 day of July, 2024

~~By~~_______________.

CHANCERY CLERK COMMISSION EXPIRES JANUARY 1, 2028 COUNTY, MISSISSIPPI

Charlie Luckett-Chancery Clerk
By Lillie Simmons DC

NOTARY PUBLIC

COMMISSION EXPIRES: MY COMMISSION EXPIRES JAN. 1, 2024

Exhibit 1

REGIONS

Regions Bank
Greenwood Park Ave
606 West Park Avenue
Greenwood, MS 38930

2

CURTIS H JOHNSON
24988 HIGHWAY 17
LEXINGTON MS 39095-5148

ACCOUNT # **0260984716**

	001
Cycle	09
Enclosures	0
Page	3 of 4

FEES (CONTINUED)

10/05	Paid Overdraft Item Fee	72.00
	Total Fees	$180.00

	Total For This Statement Period	Total Calendar Year-to-Date
Total Overdraft Fees (may include waived fees)	108.00	252.00
Total Returned Item Fees (may include waived fees)	0.00	0.00

CHECKS

Date	Check No.	Amount
10/03	9000	283.44

DAILY BALANCE SUMMARY

Date	Balance	Date	Balance	Date	Balance
09/20	341.60	09/30	812.10	10/11	49.28
09/21	61.60	10/03	8.39-	10/12	27.87
09/22	21.25	10/04	230.61	10/13	183.23
09/26	11.25	10/05	288.03-	10/14	280.66
09/29	1,416.25	10/06	116.03-	10/17	13.61

You may request account disclosures containing terms, fees, and rate information (if applicable) for your account by contacting any Regions office.

Exhibit 2

REGIONS

Regions Bank
Greenwood Park Ave
606 West Park Avenue
Greenwood, MS 38930

CURTIS H JOHNSON
24988 HIGHWAY 17
LEXINGTON MS 39095-5148

ACCOUNT # **0260984716**

	001
Cycle	09
Enclosures	0
Page	2 of 3

FEES

11/14	Paid Overdraft Item Fee	36.00
11/16	Monthly Fee	8.00
	Total Fees	$44.00

	Total For This Statement Period	Total Calendar Year-to-Date
Total Overdraft Fees (may include waived fees)	36.00	288.00
Total Returned Item Fees (may include waived fees)	0.00	0.00

CHECKS

Date	Check No.	Amount
11/01	953471	283.44

DAILY BALANCE SUMMARY

Date	Balance	Date	Balance	Date	Balance
10/25	85.61	11/01	10.05	11/16	83.94 -
10/31	34.89	11/14	75.94 -		

You may request account disclosures containing terms, fees, and rate information (if applicable) for your account by contacting any Regions office.

Curtis Johnson
24988 highway 17 North
Lexington MS 39095

Please direct any questions to
Customer Service
8005844880

REGIONS BANK
BIRMINGHAM AL 35201

DATE	CHECK NO.	AMOUNT
10/03/2022	9000	283.44

****Two Hundred Eighty Three Dollars and Forty Four Cents

PAY TO THE ORDER OF Big Picture Loans

Void after 180 days
Signature on file
This check has been authorized by your depositor

018033373 2651705

⑆065305436⑆ 260984716 ⑈9000

>091215558<
NorthAmericanBnkCo
NA
10/03/2022

DO NOT WRITE OR STAMP BELOW THIS LINE

For deposit to the account of
Big Picture Loans

Posting Date Oct 03 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3100782272 Business Unit Seq No 0000000000

Posting Date Oct 03 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3100782272 Business Unit Seq No 0000000000

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT AN ANGLE TO VIEW

Curtis Johnson
24988 highway 17 North
Lexington MS 39095

Please direct any questions to
Customer Service
888-408-0151

REGIONS BANK
BIRMINGHAM AL 35201

DATE	CHECK NO.	AMOUNT
10/31/2022	953471	283.44

***Two Hundred Eighty Three Dollars And Forty Four Cents

PAY TO THE ORDER OF Big Picture Loans

Void after 180 days
Signature on file
This check has been authorized by your depositor

18035758 45095837

⑈953471⑈ ⑆065305436⑆ 0260984716⑈

>096016930<
North American Banking Company
Roseville, MN
10/31/2022

DO NOT WRITE OR STAMP BELOW THIS LINE

For deposit to the account of
Big Picture Loans

THIS CHECK ALSO CONTAINS THE FOLLOWING SECURITY FEATURES

Posting Date Nov 01 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3200973360 Business Unit Seq No 0000000000

Posting Date Nov 01 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3200973360 Business Unit Seq No 0000000000

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT AN ANGLE TO VIEW

Curtis Johnson
24988 highway 17 North
Lexington MS 39095

Please direct any questions to
Customer Service
888-408-0151

REGIONS BANK
BIRMINGHAM AL 35201

DATE	CHECK NO	AMOUNT
11/30/2022	975937	283.44

****Two Hundred Eighty Three Dollars And Forty Four Cents

PAY TO THE ORDER OF Big Picture Loans

Void after 180 days
Signature on file
This check has been authorized by your depositor

18035758 45829034

⑈975937⑈ ⑆065305436⑆ 0260984716⑈

>096016930<
North American Banking Company
Roseville, MN
11/30/2022

DO NOT WRITE OR STAMP BELOW THIS LINE

For deposit to the account of
Big Picture Loans

THIS CHECK ALSO CONTAINS THE FOLLOWING SECURITY FEATURES

Posting Date Dec 01 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3500023428 Business Unit Seq No 0000000000

Posting Date Dec 01 2022 DB/CR D Amount $283.44 Item Bank 1 Account 260984716 Posting Seq No 3500023428 Business Unit Seq No 0000000000

Exhibit 3

Exhibit 4

REGIONS

Regions Bank
Greenwood Park Ave
606 West Park Avenue
Greenwood, MS 38930

CURTIS H JOHNSON
24988 HIGHWAY 17
LEXINGTON MS 39095-5148

ACCOUNT # 0260984716

	001
Cycle	09
Enclosures	0
Page	2 of 4

WITHDRAWALS (CONTINUED)

FEES

10/03	Paid Overdraft Item Fee	36.00
10/04	Stop Pay-Special Pay Inst Fee	72.00

3:55 5G+

4

Curtis Johnson 12/3/22

To: Big Picture Loans >

Exhibit 5

Re: Your Payment has been Processed

Stop

Sent from my iPhone

> On Dec 2, 2022, at 8:30 AM, Big Picture Loans <support@bigpictureloans.com> wrote:
>
> Your payment has been processed!
>
> Loan #70633702
>
> Dear Curtis,
>
> Thank you for your recent payment!
>
> Date Processed: 12/01/2022
>
> Amount: $283.44
>
> Confirmation #: 5116583
>
> Account Ending in: ******4716
>
> This is a confirmation that your payment was processed. We will contact you if there is a problem finalizing your payment.
>
> Thank you,

3:56 5G+

4

Curtis Johnson
To: Big Picture Loans

Exhibit 6

Re: Scheduled Payment Reminder

I was not given full disclosure of this contract which is a violation of the truth in lending disclosure. Cease and desist any and all communication with me regarding this loan. The contract has been breached.

Sent from my iPhone

> On Sep 23, 2022, at 8:18 AM, Big Picture Loans <support@bigpictureloans.com> wrote:
>
> **Your payment is due on 10/03/2022**
>
> Dear Curtis,
>
> Just a friendly reminder - your next scheduled payment is due on **10/03/2022** for $283.44.
>
> Loan Number: 70633702
> Payment Amount: $283.44*
> Payment Due On: 10/03/2022

CERTIFIED MAIL

7022 1670 0002 0954 5150

Retail

U.S. POSTAGE
FCM LG ENV
LEXINGTON, M
JUL 16, 2024

32241

$7.16

RDC 99

S2324A500577

FROM:
Curtis Johnson
24988A Highway 17
Bophumpa Creek, Bophumpa
[39095]

TO:
Galloway Settlement
c/o Settlement Administrator
P.O. Box 23489
Jacksonville, FL. 32241
case no: 3:19-cv-314 (E.D. Va.)

ReadyPo

Utility Mailer
10 1/2" x 16"

JUL 2024

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, *et. al.*,	)	
Plaintiffs,	)	
v.	)	Case No. 3:19-cv-314-REP
JUSTIN MARTORELLO, *et. al*.,	)	
Defendants.	)	

DECLARATION OF KRISTI C. KELLY

I, Kristi C. Kelly declare:

1. My name is Kristi C. Kelly. I am over 21 years of age, of sound mind, capable of executing this declaration, and have personal knowledge of the facts stated herein, and they are all true and correct.

2. I am one of the attorneys working on behalf of the Plaintiffs in the above-styled litigation, and I am a founder and a partner of Kelly Guzzo, PLC, a law firm located at 3925 Chain Bridge Road, Suite 202, Fairfax, Virginia 22030. Prior to January 15, 2014, I was an attorney and equity partner at Surovell Isaacs Petersen & Levy, PLC, a nineteen-attorney law firm with offices in Fairfax, Virginia. My primary office was 4010 University Drive, Suite 200, Fairfax, Virginia 22030. I also worked for Legal Services of Northern Virginia focusing exclusively on housing and consumer law for approximately three years prior to Surovell Isaacs Petersen & Levy, PLC.

3. Since 2006, I have been and presently am a member in good standing of the Bar of the highest court of the State of Virginia, where I regularly practice law. Since 2007, I have been and presently am a member in good standing of the Bar of the highest courts of the District of Columbia and since 2014 of Maryland. I am also admitted in the United States District Courts for

the District of Columbia and Maryland.

4. My law firm is committed to representing the most vulnerable – and often overlooked – consumers. We work with various legal aid organizations to help identify areas of need, where our firm can "step up" and meet those need through class action litigation or pro bono work. Many of these cases include seeking remedies for credit reporting errors or lending abuses. Kelly Guzzo was the co-recipient of the 2019 Frankie Muse Freeman Organizational Pro Bono Award by the Virginia State Bar Association.

5. I have taught numerous Continuing Legal Education programs for other attorneys and for various legal aid organizations, state and local bar associations, and other groups focused on consumer law, such as the National Consumer Law Center, the Consumer Federation of America, the National Council of Higher Education, and the National Association of Consumer Advocates. I have taught courses about mortgage servicing abuses, landlord tenant defense, dealing with debt collectors, credit reporting, defenses to foreclosure, discovery in federal court, resolving cases, and internet lending. I also served as a panelist for the Consumer Financial Protection Bureau and Federal Trade Commission on the issue of credit reporting. I have also served as an adjunct professor at George Mason University's Antonin Scalia School of Law, teaching a course on consumer rights litigation.

6. My peers have recognized me as a Super Lawyer and Rising Star consistently for the past twelve years, and I was selected as a Top 50 Women's Virginia Super Lawyer in 2023. Additionally, I was selected to be members of the Virginia Lawyers Weekly "Leader in the Law," class of 2014, and Influential Women in the Law, class of 2020. I serve on the Board of Directors for the Legal Aid Justice Center and Virginia Poverty Law Center. I am a former State Chair for Virginia of the National Association of Consumer Advocates and am currently a member of the

Partners' Council for the National Consumer Law Center and Board of Directors of the National Association of Consumer Advocates.

7. I have also been appointed to the Merit Selection Panel for recommendation of magistrate judge appointees for the United States District Court for the Eastern District of Virginia, in both the Richmond and Alexandria Divisions.

8. My firm has litigated hundreds of consumer protection lawsuits in courts across the country. Several courts have recognized Kelly Guzzo's skill in prosecuting class actions for various consumer protection violations. *See, e.g.*, *Campos-Carranza v. Credit Plus, Inc.*, Case No. 16-cv-120, Final Approval Hr'g Trans. at 5:3-7 (LMB/MSN) (E.D. Va. Feb. 17, 2017) ("I think this is an extremely, as I say, extremely fair, reasonable, and adequate settlement. Again, the claims – and I think being generous on the time limit for the claims was also appropriate. So I have no difficulty in signing this order."); *Ceccone v. Equifax Info. Servs. LLC*, No. 13-1314, 2016 WL 5107202, at *6 (D.D.C. Aug. 29, 2016) ("Given these qualifications, and in light of Class Counsel's conduct in court and throughout these proceeding, this Court concludes that Class Counsel is qualified to prosecute the interests of this class vigorously."); *Dreher v. Experian Info. Sols., Inc.*, No. 11-00624, 2014 WL 2800766, at *2 (E.D. Va. June 19, 2014) ("Dreher's counsel is well- experienced in the arena of FCRA class action litigation."); *Burke v. Seterus, Inc.*, No. 16-cv-785, Fairness Hr'g Tr. at 9:19-22 (E.D. Va. 2017) ("Experience of counsel on both sides in this case is extraordinary. Ms. Kelly and Ms. Nash and their colleagues are here in this court all the time with these kinds of cases and do a good job on them.").

9. In each of the class cases where I have represented plaintiffs in a consumer protection case, including cases like the instant case, the Court found me to be adequate class counsel. *See Tsvetovat, v. Segan, Mason, & Mason, PC,* No. 1:12-cv-510 (E.D. Va.); *Conley v. First Tennessee Bank*, No. 1:10-cv-1247 (E.D. Va.); *Dreher v. Experian Information Solutions*,

Inc., No. 3:11-cv-624 (E.D. Va.); *Shami v. Middle East Broadcast Network*, No. 1:13-cv-467 (E.D. Va.); *Goodrow v. Friedman & MacFadyen*, No. 3:11-cv-20 (E.D.Va.); *Kelly v. Nationstar*, Case No. 3:13-cv-311 (E.D. Va.); *Thomas v. Wittstadt*, No. 3:12-cv-450 (E.D. Va.); *Fariasantos v. Rosenberg & Associates, LLC*, No. 3:13-cv-543 (E.D. Va.); *Morgan v. McCabe Weisberg & Conway, LLC*, No. 3:14-cv-695 (E.D. Va.); *Burke v. Shapiro, Brown & Alt, LLP*, No. 3:14-cv-838 (E.D. Va.); *Bartlow, et al., v Medical Facilities of America, Inc.,* No. 3:16-cv-573 (E.D. Va.); *Blocker v. Marshalls of MA, Inc.,* No. 1:14-cv-1940 (D.D.C.); *Ceccone v. Equifax Info. Servs., LLC*, No. 1:13-cv-1314 (D.D.C.); *Jenkins v. Equifax Info. Servs., LLC*, No. 1:15-cv-443 (E.D. Va.); *Ridenour v. Multi-Color Corporation,* No. 2:15-cv-41 (E.D. Va.); *Hayes v. Delbert Services Corp.,* No. 3:14-cv-258 (E.D. Va.); *Campos-Carranza v. Credit Plus, Inc.,* No. 1:16-cv-120 (E.D. Va.); *Jenkins v. Realpage, Inc.*, No. 2:15-cv-1520 (E.D. Pa.); *Kelly v. First Advantage Background Services, Corp.*, No. 3:15-cv-5813 (D.N.J.); *Burke v. Seterus, Inc.,* No. 3:16-cv-785 (E.D. Va.); *Williams v. Corelogic Rental Property Solutions, LLC,* No. 8:16-cv-58 (D. Md.); *Clark v. Trans Union, LLC*, No. 3:15-cv-391 (E.D. Va.); *Clark v. Experian Information Solutions, Inc.*, No. 3:16-cv-32 (E.D. Va.); *Thomas v. Equifax Info. Servs., LLC*, No. 3:18-cv-684 (E.D. Va.); *Heath v. Trans Union, LLC*, No. 3:18-cv-720 (E.D. Va.); *Turner, v. ZestFinance, Inc.,* No. 3:19-cv-293 (E.D. Va.); *Galloway v. Williams*, No. 3:19-cv-470, 2020 WL 7482191, at *4 (E.D. Va. Dec. 18, 2020); *Gibbs v. TCV V, LP*, No. 3:19-cv-789 (E.D. Va.); *Gibbs v. Rees*, No. 3:20-cv-717 (E.D. Va.); *Pang v. Credit Plus, Inc.,* No. 1:20-cv-122 (D. Md.); *Brown v. RP On-Site, LLC,* No. 1:20-cv-482 (E.D. Va.); *Brown v. Corelogic Rental Property Solutions, LLC*, No. 3:20-cv-363 (E.D. Va.); *Hengle v. Asner,* No. 3:19-cv-250 (E.D. Va.); *Gibbs v. Stinson,* No. 3:18-cv-676 (E.D. Va.); *Stewart v. Lexis Nexis Risk Data Retrieval Services, LLC,* No. 3:20-cv-903 (E.D. Va.); *Hill-Green v. Experian Information Solutions, Inc.*, No. 3:19-cv-708 (E.D. Va.); *Blackburn v. A.C. Israel Enterprises*, No. 3:22-cv-146 (E.D. Va.); *Meeks v. Equifax Info. Servs., LLC*, No. 3:21-cv-7727 (N.D. Ca.); *McAfee* *v. CIC Mortgage Credit, Inc.*, No. 3:22-cv-0772 (E.D. Va.); *Meehan v. Capital One, N.A.,* No. 1:22-cv-1073 (E.D. Va.); *Steinberg v. CoreLogic Credco, LLC*, No. 3:22-cv-498 (S.D. Ca.); and *Meeks v. Consumer Adjustment Co., Inc.*, No. 3:21-cv-3266 (N.D. Ca.).

10. Most of my law firm's work is contingent or brought under a fee-shifting statute so we generally will not charge our clients a fee. For the past couple years, I have been regularly approved in this Court at a rate of $550.00 per hour. *See, e.g.*, *Brown v. RP On-Site, LLC*, No. 1:20-cv-482 (E.D. Va.); *Gibbs v. Plain Green, LLC*, No. 3:17-cv-495 (E.D. Va. Dec. 13, 2019); *Turner v. ZestFinance, Inc.*, No. 3:19-cv-293 (E.D. Va. June 30, 2020); *Galloway v. Williams*, No. 3:19-cv-470, 2020 WL 7482191, at *11-12 (E.D. Va. Dec. 18, 2020); *Gibbs v. TCV V, LP*, No. 3:19-cv-789 (E.D. Va.); Gibbs v. Rees, No. 3:20-cv-717 (E.D. Va.). These rates have even approved as reasonable in individual cases. *Garmer v. Easy Motors*, No. 1:20-cv-540 (E.D. Va. Nov. 23, 2020) (ECF 27 at 50); *Tsuchida v. Blackacre 1031 Exch. Services, LLC*, No. 2019-15803 (Fairfax County Circuit Court); *Rivera v. Blackacre 1031 Exch. Services, LLC*, No. 2019-15802 (Fairfax County Circuit Court); and most recently in *Vela Diaz v. Equifax Info. Servs.*, LLC, No. 1:23-cv-308 (E.D. Va. Aug. 29, 2023) (ECF No. 28 at 3) ("These hourly rates fall within the lower range of the Vienna Metro matrix and have been approved in numerous cases in this district.").

11. Other attorneys from my firm that have worked on this case include Andrew Guzzo, Casey Nash, J. Patrick McNichol, Matthew Rosendahl and Paisly Bender. We were also assisted by paralegals Natalie Cahoon, Ada Beltran and Jenn Doughton.

12. Andrew Guzzo was an associate at Surovell Isaacs Petersen & Levy, PLC and is currently is a partner at Kelly Guzzo, PLC. He has been approved by this Court at a rate of $550.00 per hour. He graduated from law school at Washington & Lee University in 2011. The entire time he has been practicing law, he has practiced exclusively in the field of consumer protection litigation; litigating more than 500 hundred cases in federal court, including dozens of class

actions. He is licensed to practice law in Virginia and Hawaii. He is the State Chair for Hawaii of the National Association of Consumer Advocates. He has also taught and trained lawyers, including class action and internet lending training sessions, as well as trainings for the annual Virginia Legal Aid Conference and the Consumer Federation of America. He has been named a Super Lawyer Rising Star for the past several years. He received the National Consumer Law Center's Rising Star Award in 2019.

13. Casey Nash was an associate at Consumer Litigation Associates, PC and is currently an associate at Kelly Guzzo, PLC. I supervise and work closely with Casey. She graduated from law school at the Catholic University of America in 2012. The entire time she has been practicing law, she has practiced exclusively in the field of consumer protection litigation. She has significant federal litigation experience, including litigation of over 250 federal cases and dozens of complex class actions. She is licensed to practice law in Virginia and Washington, D.C. She has been named a Super Lawyers' Rising Star in Virginia and Washington, D.C. for the past several years. She has also taught and trained lawyers, including providing training about the FCRA and other consumer protection statutes to legal aid organizations and the National Consumer Law Center and National Association of Consumer Advocates. She has been approved as class counsel in numerous class actions, including some of the cases listed above, as well as several others that she litigated during her time at Consumer Litigation Associates. *See, e.g.*, *Soutter v. Equifax Information Services, LLC*, No. 3:10-cv-107 (E.D. Va.); *James v. Experian Information Solutions, Inc.*, No. 3:12-cv-908 (E.D. Va.); *Manuel v. Wells Fargo Nat'l Bank, N.A.*, No. 3:14-cv-00238 (E.D. Va.); *Milbourne v. JRK Residential Am., LLC*, No. 3:12-cv-00861 (E.D. Va.); *Thomas v. FTS USA, LLC*, No. 3:13-cv-825- REP (E.D. Va.).

14. J. Patrick McNichol is a lawyer at Kelly Guzzo, PLC. Prior to joining Kelly Guzzo, Pat practiced law at McGuireWoods LLP, where he handled hundreds of credit card, banking, and

auto finance matters for large financial institutions. Before that, Pat completed two federal clerkships: first, for the Honorable Joseph R. Goodwin of the United States District Court for the Southern District of West Virginia; and then, for the Honorable M. Hannah Lauck of the United States District Court for the Eastern District of Virginia. Pat has been named one of *The Best Lawyers in America: Ones to Watch for Banking and Finance Law* three times (2021 through present), and he twice co-authored the Virginia chapter in the ABA's *The Law of Class Action: Fifty-State Survey* (2020 and 2021). In the past year, he has spoken on defense perspectives at the national conference for the National Association of Consumer Advocates and drafted and edited a section of the *Consumer Banking and Payments Law* treatise published by the National Consumer Law Center.

15. Matthew Rosendahl is also a lawyer at Kelly Guzzo, PLC. Prior to joining Kelly Guzzo, Matt practiced law for three years at McGuireWoods LLP, where he worked on complex intellectual property litigation, including patent, trademark, copyright, and trade secrets cases in federal courts across the country. Matt was recognized as a Rising Star in Intellectual Property (Virginia) in 2023. Matt graduated from William & Mary Law School in 2018, after which he clerked for two years for the Honorable David J. Novak of the United States District Court for the Eastern District of Virginia. Matt has been published in the *William & Mary Law Review*, receiving nationwide recognition as a top-15 law student author. He has also published articles in the *William & Mary Environmental Law and Policy Review* and the *Creighton International and Comparative Law Journal*.

16. Paisly Bender is also a lawyer at Kelly Guzzo, PLC. Prior to joining the firm, she clerked for the Honorable Richard W. Pollack of the Hawaii Supreme Court for two years. Ms. Bender attended George Mason University School of Law where she served as the Senior Research Editor for the *George Mason Law Review*. Following law school, Ms. Bender was a Law Fellow

for the National Education Association's Office of General Counsel. Ms. Bender has been practicing law since she graduated law school in 2012.

17. Natalie Cahoon is a paralegal at Kelly Guzzo, PLC, with over eight years of experience in the legal field. She graduated from the University of Maine. Her hourly rate is $225.00.

18. Ada Beltran is a paralegal at Kelly Guzzo, PLC, with ten years of experience in the legal field. She is a graduate of George Mason University. Her hourly rate is $225.00.

19. Jennifer Doughton was a paralegal at Kelly Guzzo, PLC, with over five years of experience in the legal field. She graduated from Marymount University. She has been approved by this Court at a rate of $200.00 per hour.

20. Generally, if a task does not take more than .1 (or six minutes), attorneys and paralegals at Kelly Guzzo, PLC will not bill for that task. This includes reviewing PACER ECFs, fielding brief telephone calls, responding to quick emails, etc.

21. My office staff took the amount of time expended by each individual in this lawsuit and categorized it in a chart as best as practicable by the categories listed in what is attached as Exhibits A and B. This time was taken from my law firm's billing software.

22. The total amount of our unpaid attorney's fees in these matters is $4,800,075.00. To arrive at this amount, my office staff took the amount of time expended by each individual in this lawsuit and categorized it in the chart below:

Williams

Time Keeper	**Position**	**Hours**	**Rate**	**Total Amount Billed**
Andrew Guzzo	Partner	3214.8	$ 650.00	$ 2,089,620.00
Casey Nash	Attorney	755	$ 575.00	$ 434,125.00
Kristi Kelly	Partner	1466.9	$ 700.00	$ 1,026,830.00
Ada Beltran	Paralegal	40.5	$ 225.00	$ 9,112.50

Jennifer Doughton	Paralegal	47.6	$ 225.00	$ 10,710.00
Julie Fitzgerald	Paralegal	118.5	$ 225.00	$ 26,662.50
Natalie Cahoon	Paralegal	767.2	$ 225.00	$ 172,620.00
Aimee Solano	Law Clerk	4.5	$ 150.00	$ 675.00
Kelly Guzzo, PLC				**$ 3,770,355.00**

Galloway

Time Keeper	**Position**	**Hours**	**Rate**	**Total Amount Billed**
Andrew Guzzo	Partner	554	$ 650.00	$ 360,100.00
Casey Nash	Attorney	192	$ 575.00	$ 110,400.00
Kristi Kelly	Partner	534.6	$ 700.00	$ 374,220.00
Matthew Rosendahl	Attorney	59.8	$ 525.00	$ 31,395.00
Paisly Bender	Attorney	62.2	$ 575.00	$ 35,765.00
Patrick McNichol	Attorney	89.5	$ 525.00	$ 46,987.50
Ada Beltran	Paralegal	12.1	$ 225.00	$ 2,722.50
Jennifer Doughton	Paralegal	45.3	$ 225.00	$ 10,192.50
Natalie Cahoon	Paralegal	257.5	$ 225.00	$ 57,937.50
Kelly Guzzo, PLC				**$ 1,029,720.00**

My law firm has also advanced $126,772.86 in unpaid expenses. These costs include filing fees, deposition costs, eDiscovery costs, travel expenses for the mediation and court appearances, federal express charges, research fees, and copying fees.

23. I am familiar with the fees charged for attorneys with my experience and expertise and believe the rates of my law firm are consistent, if not low, compared with the prevailing market rates in Virginia and for national class action work. Moreover, given the complexity of these cases and that they have been litigated in multiple venues across the country, it is my considered opinion that a higher hourly rate is more appropriate. Specifically, it is my considered opinion that the "LSI Adjusted Laffey Matrix" rates (http://www.laffeymatrix.com/) would be a fair reflection of a reasonable rate here for Class Counsel, particularly in light of the hourly rates of defense counsel and the particularized knowledge and skill Class Counsel has developed in litigating RICO predatory tribal lending cases

24. Further, the time spent on this matter kept our firm from taking on other work. We accepted this case on a contingent fee basis, bearing all the risk that Plaintiffs would lose a vital motion or issue.

25. These cases were aggressively litigated by the Plaintiffs. As the Court is aware, these cases have resulted in extensive—even perhaps unprecedented—litigation related to online short-term loans that carry triple-digit interest rates. Collectively, these three cases have generated almost **3,000** docket entries, including more than two dozen opinions issued by this Court on a variety of different issues. One of the cases also resulted in the entry of a judgment on the RICO claims in the amount of $43,401,817.47, plus interest. *Williams*, Dkt. 1407. Suffice to say, Plaintiffs and Defendants were sufficiently able to assess the strengths and weaknesses of their positions prior to the settlement.

26. Further, the settlement did not occur until after extensive mediation efforts with three different mediators, including a private mediator, then Magistrate Judge David Novak, and Magistrate Judge Colombell. During these settlement negotiations, the parties thoroughly discussed the claims and defenses at issue prior to reaching a resolution.

27. The settlement provides meaningful relief for class members, including significant monetary and injunctive relief. By way of example, the named plaintiffs in the pending cases are estimated to receive the following amounts (according to the class administrator):

Name	Estimated Amount
WILLIAMS, LULA	$87.95
TURNAGE, GLORIA	$14.57
HENGLE, GEORGE	$732.52
COFFY, DOWIN	$145.83
MARCELLA SINGH AS ADMINISTRATOR OF THE ESTATE OF FELIX GILLISON	$100.83
GALLOWAY, RENEE	$38.30

TURNER, DIANNE	$19.14
DELABAY, DOMINQUE SHERYL	$212.67
FITZGERALD, LORI	$41.49
SCARBOROUGH, ANDREA	$106.66
BROWNE, EARL	$32.23
BUCHERT, ROSE MARIE	$144.63
NOLTE, REGINA	$340.62
MINOR, KEVIN	$304.88
TITUS, TERESA	$168.87
POUGH JR, BURRY	$92.22
MARTINEZ, LISA	$79.97
GRANDY, SONJI	$238.97
SHERMAN, ANASTASIA	$218.18
AVENT, JERRY	$33.86
GRAY, LUCINDA	$96.35
GREEN, ANTHONY	$31.90
MADISON, LINDA	$0.00
GETER, DENNIS	$409.71
HAMM, KEISHA	$547.10
THOMAS, FAITH	$351.37
PAAVO, SHARON	$31.68
TARLETON, LATANYA	$306.70
SMITH, RICHARD	$121.42
DUGGAN, DANA	$49.36

28. These amounts are meaningful to consumers who take out small dollar loans at high-interest rates. While Plaintiffs believed fully in the strength of their claims, the biggest impediment was the risk that they could recover nothing. As the Court is aware, despite the entry of judgment in the *Williams* matter, much of Mr. Martorello and his family's assets had been transferred overseas or to trusts. At the time of the settlement, plaintiffs were attempting to unwind these transfers through a Motion to Repatriate Foreign Assets (ECF 1409), a Motion to Set Aside Transfers and Conveyances to the Martorello 2018 Children's Trust and the RLM 2018 Family Trust (ECF1491, and a Motion for Entry of Proposed Asset Freeze Order (ECF 1456). These were complicated legal issues, some of which involved foreign jurisdictions to hide assets, which

created a significant amount of uncertainty. The settlement avoids these uncertainties and provides the class members with immediate, meaningful, and certain monetary and injunctive relief.

29. The Defendants are paying $65,000,000.00 to the Settlement Fund. The Settlement Fund will be distributed to class members using the same tiered structure that was used (and approved by this Court) in several other similar cases. *See, e.g.*, *Blackburn v A.C. Israel Enterprises, Inc., et al.,* No. 3:22-cv-146 (E.D. Va. March 7. 2024); *Hengle v. Asner*, No. 3:19-cv-250, ECF No. 230 (E.D. Va. Oct. 25, 2022); *Gibbs v. TCV, V, LLP*, No. 3:19-cv-789, ECF No. 95 (E.D. Va. Mar. 29, 2021) (Final Approval Order); *Gibbs v. Plain Green, LLC*, No. 3:17-cv-495, ECF No. 141 (E.D. Va. Dec. 13, 2019) (Final Approval Order).

30. To my knowledge, the proposed settlement is the second largest ever obtained against a participant in the tribal lending industry. And it surpasses the cash funds of multiple other settlements—in cases filed after this case—approved by this Court in other tribal lending cases. *See, e.g., Gibbs v. TCV, V, LLP*, No. 3:19-cv-00789, Dkt. 95 (E.D. Va. Mar. 29, 2021) (granting final approval of a class settlement resulting in the creation of a settlement fund in the amount of $50,050,000.00 by *three* separate contributors); *Gibbs v. Plain Green, LLC*, No. 3:17-cv-495, Dkt. 141 (E.D. Va. Dec. 13, 2019) (granting final approval of a class settlement resulting in the creation of a settlement fund in the amount of $53 million by *seven* separate contributors); *Gibbs v. Stinson*, Case No. 3:18-cv-676 (E.D. Va. Aug. 16, 2022) (approving settlement with cash fund of $44.5 million by multiple defendants); *Turner v. Zest Finance, Inc.*, Case No. 3:19-cv-00293 (E.D. Va.), Dkt. 114 (approving settlement with cash fund of $18.5 million by a single company); *Hengle v. Asner*, No. 3:19-cv-250-DJN (E.D. Va.), Dkt. 230 (approving settlement with cash fund of $39 million by multiple defendants); *Blackburn v. A.C. Israel Enterprises*, Case No. 3:22-cv-146 (E.D. Va. Mar. 2, 2024), Dkt. 228 (approving settlement with cash fund of $39 million by multiple defendants).

31. Given these circumstances, including the continued depletion of Martorello's assets, bankruptcies, and substantial attorneys' fees spent by Martorello (which continued to reduce the amount that could be paid to class members), I endorse the settlement as fair and adequate.

32. As part of the settlement, Class Counsel has created a designated email account for class members to contact us. So far, we have corresponded with numerous consumers about the Settlement, and the response has been overwhelmingly positive. Class Counsel has also fielded numerous of phone calls to answer any questions about the settlement and explained the process moving forward. As mentioned above, Class Counsel has also fielded many questions about the status of loans, third-party debt collection efforts and credit reporting.

33. I have no doubt that Class Counsel will spend a significant amount of additional time after final approval to help administer the settlement, continue to respond to class member inquiries, and assist the settlement administrator with disbursement issues.

34. Lastly, each of the Plaintiffs in these cases were committed to litigating this case as a class action and securing relief for all of the class members affected by Defendants' conduct.

35. Throughout the course of this litigation, each of the Plaintiffs regularly communicated with counsel to stay updated on the case's status, reviewed the copies of pleadings that we sent to them, and stayed informed of settlement negotiations. They were also available for consultation for several of the mediation sessions and reviewed and approved the settlement agreement in this case.

36. Each Plaintiff put their reputation and privacy on the line by agreeing to participate in this hard-fought litigation. They spent significant time and effort to help Class Counsel prosecute the claims on behalf on the class.

37. The settlement in this case was reached after class certification in *Williams* and

multiple all-day mediations and extensive follow up conferences between the parties. Kelly Guzzo, PLC was familiar with the claims, parties and evidence in this enterprise as we had been informally investigating these entities for a significant amount of time prior to filing this case.

38. Additionally, the Plaintiffs that I represent who seek to be class representatives have stayed aware of what is going on in this case so they can adequately protect the interests of absent class members.

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

Signed this 26th day of September, 2024.

/s/ Kristi C. Kelly
Kristi C. Kelly

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

RENEE GALLOWAY, *et al.*,

Plaintiffs,

v. **Civil Action No. 3:19-cv-00314-REP**

JUSTIN MARTORELLO., *et al.*,

Defendants.

DECLARATION OF MICHAEL A. CADDELL

I, Michael A. Caddell, hereby declare as follows:

1. I am a competent adult, over the age of eighteen, and this Declaration is based on my personal knowledge. All statements in this Declaration are true and correct to the best of my knowledge.

2. I am an attorney and principal of the law firm of Caddell & Chapman. I am lead counsel for Plaintiffs and the putative classes in *Dana Duggan v. Matt Martorello*, *et al*., No. 1:18-cv-12277 (D. Mass.) ("*Duggan*") and *Richard Lee Smith, Jr. v. Matt Martorello, et al*., No. 3:18-cv-01651 (D. Or.) ("*Smith*"). I am also co-counsel for the plaintiffs in this case and also in *Williams v. Big Picture Loans, LLC, et al*., No. 3:17-cv-00461-REP (E.D. Va.) ("*Williams*"), as well as co-counsel in the settled case against Big Picture Loans, LLC and other defendants in *Galloway v. Williams*, No. 3:19-cv-00470-REP (E.D. Va.) ("*Galloway III*") and also co-counsel for all Virginia Class Action Plaintiffs in the *In re: Eventide Credit Acquisitions, LLC* bankruptcy action, No. 23-900007-mxm11 (Bankr. N.D. Tex.).

Caddell & Chapman

3. Caddell & Chapman has an outstanding record representing primarily plaintiffs in complex litigation across the United States. I am a past co-recipient of the Public Interest Award from The Trial Lawyers for Public Justice Foundation and have been named "Impact Lawyer of the Year" by *Texas Lawyer* magazine. Caddell & Chapman's other named partner, Cynthia Chapman, who is also working on behalf of the Class in this matter, has been named by the *National Law Journal* as one of the "Top 40 Lawyers under 40 in America" and one of the "Top 50 Women Litigators in America." Both Cynthia Chapman and I have been named by *LawDragon* as two of the "500 Leading Plaintiffs' Lawyers in America."

4. Caddell & Chapman has worked hard to attain a strong reputation for integrity and excellence,[1] even while pursuing difficult and sometimes controversial cases. As Federal District Judge W. Royal Furgeson, Jr. noted during a remand hearing in 2002, "Mr. Caddell, you and your office have a gold-plated reputation as good and thorough and thoughtful lawyers."[2] As United States Bankruptcy Judge Alan H. W. Shiff in Connecticut noted in 2003 during a contested motion to appoint Michael Caddell as Special Counsel to the Britestar Bankruptcy Estate, "I think he's got a national reputation he's competent …. Mr. Caddell appeared before the Court and my recollection is that he comported himself very well."[3] Steven Mackey, from the Office of the United States Trustee, Region 2, for the District of Connecticut commented in the same hearing, "Mr. Caddell is more than competent, he is a pugnacious bulldog and where there is

[1] Texas Monthly has named all of Caddell & Chapman's lawyers either Texas Super Lawyers or Texas Rising Stars. Both Cynthia Chapman and I have been named Texas Super Lawyers every year from 2003 to 2024.

[2] *Bellorin v. Bridgestone/Firestone, Inc.*, Cause No. P-01-CA-034 (W.D. Tex.), Transcript of March 5, 2002 at 9, ll. 22–23. Instead of burdening the Court with copies of the transcripts and orders referenced in this personal statement, copies or excerpts of these documents will be provided upon request.

[3] *In re: Britestarr Homes, Inc.*, Cause No. 02-50811, (Bankr. D. Conn.), Transcript of June 3, 2003 at 9, 14.

[sic] grounds to make a recovery he usually does."[4] "Where the fire is the hottest people tend to get scorched once in a while, and Mr. Caddell takes cases where the fire is as hot as it gets."[5]

5. Even while representing their clients zealously, however, Caddell & Chapman have maintained an excellent reputation as ethical lawyers. Ethics author and Professor Geoffrey Hazard noted, having "worked with lawyers" at "Caddell & Chapman … over the years in various matters," that Caddell & Chapman's lawyers "have consistently demonstrated the most proper ethical standards, including those applicable in class suit litigation," and that their conduct "exemplifies … high ethical concern."[6]

6. Harvard Professor William Rubenstein, frequent class-action commentator and sole author of Newberg on Class Actions, characterized Caddell & Chapman as "experienced" and "skilled class action attorneys," and acknowledged me as a "nationally-known plaintiffs' attorney,"[7] when he was serving as an expert for Toshiba in another of Caddell & Chapman's numerous national class action recoveries.

7. Prominent class-action expert Professor Geoffrey Miller, in commenting on Caddell & Chapman's work in *In Re: Trans Union Corp. Privacy Litigation*, the largest FCRA Settlement in history (where I served as Co-Lead Settlement Counsel and Cynthia Chapman was the principal author of the settlement structure), stated "[h]aving worked closely with [Caddell & Chapman], I can also attest that they are among the finest class action attorneys I have been privileged to know during my two decades of experience in this field of law. They not only possess excellent analytical and rhetorical skills, but—more importantly—displayed remarkable qualities of judgment, imagination and persistence."

---

[4] *Id*. at 12–13.

[5] *Id*. at 12.

[6] Hazard Declaration, filed in *White v. Experian Info. Solutions, Inc.*, Case No. 05-CV-1070 DOC, Dkt. 605-6 (C.D. Ca. Jan. 4, 2010).

[7] Rubenstein Declaration, Dec. 4, 2009, *Elihu v. Toshiba Am. Info. Sys., Inc.*, Case No. BC328556 (Super. Ct. of Los Angeles County, Cal.).

8. Similarly, in May of 2013, in conjunction with his analysis of the work done by Caddell & Chapman in the *In Re: Navistar Diesel Engine Products Liability Litigation*, MDL No. 2223 in Chicago (where I served as Lead Counsel and Cynthia Chapman chaired the Law Committee), Professor Miller attested: "I am familiar with the Lead Counsel, Caddell & Chapman, and consider the attorneys at that firm to be among the finest class action attorneys I have encountered in more than a quarter century of work in this area," "I know Counsel to be highly ethical attorneys," and "Lead Counsel, with the assistance of the Court, performed admirably."

9. Attorney John B. Scofield, Jr. has also worked on behalf of the Class in this litigation. Mr. Scofield first joined Caddell & Chapman in 2001. Mr. Scofield is a trial attorney with 32 years of experience, including years of experience handling complex class action litigation. Mr. Scofield is a 1992 graduate of the Southern Methodist University School of Law. He earned his B.A. from Vanderbilt University, *magna cum laude*, in 1989. He is licensed to practice in Texas and in multiple federal courts, and he has been granted leave to practice in the state and/or federal courts of approximately 15 states. In a 2017 settlement hearing, <u>opposing</u> counsel informed a court that Mr. Scofield was "the most conscientious and diligent attorney" he had worked with or against in his 33-year career, and noted "what we agreed to pay in this case is a multiple of what I thought the case was worth and frankly that's in large part due to the work John did."[8] Mr. Scofield has been rated by other lawyers as having attained "the highest level of professional excellence," based on his rating as "AV Preeminent®" by Martindale-Hubbell. Among his honors and distinctions, Mr. Scofield was named as a "Texas Super Lawyer" by Texas Monthly magazine from 2004 to 2007.

10. Attorney Amy E. Tabor has also worked on behalf of the Class in this litigation. Ms. Tabor joined Caddell & Chapman in 2013. Ms. Tabor is a trial attorney with over 20 years of

[8] Settlement Hearing, *Edwards v. Womack Land & Cattle Co.*, No. 14-10-77145-A (24th Judicial Dist. Ct. of Victoria County, Tex. Feb. 28, 2017).

experience, including years of experience with complex class action litigation. Ms. Tabor is a 2003 graduate of the University of Texas School of Law with high honors, where she was a member of the Texas Law Review and the Order of the Coif. She earned her B.A. from Brown University, *magna cum laude*, in 1995. She is licensed to practice in Texas and California and in multiple federal courts. She was named a "Texas Rising Star" by Texas Monthly magazine in 2006–2009. Ms. Tabor serves as a member of the Board of Directors of the National Association of Consumer Advocates (NACA). She has also been invited to speak at class action CLE seminars. In November 2015, she presented "The ABCs of Class Actions" at the National Consumer Law Center's ("NCLC") 24th Annual Consumer Rights Litigation Conference in San Antonio. In September 2016, she presented on "FCRA Class Action Litigation: Overview and Recent Developments" as part of the National Association of Consumer Advocates' CLE webinar series. She also presented on class definition as part of NACA's 2024 class action e-course and was a speaker at NACA/NCLC's 2024 Class Action Workshop on surviving pleadings challenges in class actions.

Caddell & Chapman's Class Action Experience

11. Caddell & Chapman's typical role in class action litigation is as either lead or co-lead counsel (or in another leadership position). For example, past cases in which Caddell & Chapman and I have served in such a role include (1) *In re Navistar Diesel Engine Products Liability Litigation*, an MDL proceeding (Case No. MDL-2223), consolidating some 35 cases from around the country (I was Lead Counsel), in which a settlement was approved on July 2, 2013, by Judge Matthew J. Kennelly in U.S. District Court for the Northern District of Illinois, which provided partial reimbursement for post-warranty engine repair costs incurred by a class of over one million current and former owners of Ford vehicles equipped with 6.0-liter PowerStroke diesel engines (Judge Kennelly: "the settlement can be viewed as paying roughly 50% of the full value of the class members' claims, were they to succeed" and is "clearly fair."); (2) the Polybutylene National Class Action Litigation in Tennessee, Texas, and California (*Cox v.*

Shell),[9] in which over $1 billion was recovered for the class (I was Co-Lead Counsel and served throughout the settlement process as Chairman of the Board of the Consumer Plumbing Recovery Center, the entity responsible for administering the settlement, which completely replumbed over 320,000 homes across America at no cost to individual homeowners); (3) *In re: Sulzer Hip Prosthesis and Knee Prosthesis Liability Litigations*[10] in Ohio, another $1 billion recovery for a national class (I was Special Counsel to the Plaintiffs' Steering Committee and part of the six-lawyer team which negotiated the initial $750 million class settlement with Sulzer); (4) *Hotchkiss v. Little Caesar Enterprises*, [11] a national class action in Texas and Michigan which resulted in a settlement valued at $350 million and the complete restructuring of the Little Caesar's franchise (I was Lead Counsel); and (5) *In re Hyundai and Kia Horsepower Litigation*, [12] a national class action in California that made available to the class roughly $125 million in cash and/or debit cards (I was Co-Lead Counsel).

12. The firm's more recent successes with my service as Lead or Co-Lead Counsel include, *inter alia*: (1) *Elihu, et al. v. Toshiba*, a national class action settlement in California which provided extended warranties and other relief for over 860,000 purchasers of Toshiba laptop computers; (2) *Hooker v. Sirius XM Radio Inc*., No. 13-cv-00003, a nationwide Telephone Consumer Protection Act settlement for three months of free access to Sirius XM's satellite radio service, $35 million in cash, and injunctive relief, which Judge Arenda Wright Allen of the Eastern District of Virginia finally approved on December 22, 2016; (3) *Smith v. Harbor Freight Tools USA, Inc*., No. 2:13-cv-062620-JFW-VBK (C.D. Cal.), in which Judge John F. Walter granted final approval of a settlement in 2015, and the settlement of the FCRA action provided more than 12,000 consumers cash or gift-card relief, at the class member's choice, for alleged violations of the FCRA (Notably, that settlement garnered no objections from class members and

[9] Civil No. 18,844 (Obion County Chancery Ct., Tenn.).

[10] Cause No. 1:01-CV-9000 (MDL Docket No. 1401) (N.D. Ohio).

[11] C.A. No. 99-CI-16042 (District Ct. of Bexar County, Tex.).

[12] Case No. 02CC00287 (Super. Ct. of Orange County, Cal.).

a lone opt-out.); (4) *Henderson v. Acxiom*, a $20.8 million nationwide FCRA settlement given final approval on August 7, 2015 in this Court; (5) a class action settlement against Farmers Insurance regarding alleged improper subtraction of deductibles from payments for losses exceeding policy limits to Farmers insureds in Arizona, approved on January 13, 2014 by Judge Jesus G. Bernal with class members receiving compensation for 100% of the alleged underpayments, plus interest; (6) *Berry v. LexisNexis*, a nationwide settlement for injunctive relief on behalf of a class of over 200 million consumers, as well as a $13.5 million fund recovered for a smaller damages class, finally approved by Judge James R. Spencer of the Eastern District of Virginia on September 5, 2014 and affirmed by the Fourth Circuit in *Berry v. Schulman*, 807 F.3d 600 (4th Cir. 2015), cert. denied *sub nom. Schulman v. LexisNexis Risk & Info. Analytics Grp., Inc.*, No. 15-1420, 2016 WL 2962583 (U.S. Oct. 3, 2016); (7) *Hawkins v. S2Verify, LLC*, No. 15-cv-03502-WHA (N.D. Cal.), an FCRA action that received final approval in the Northern District of California, which paid each of approximately 4,295 class members a cash payment of more than $176; (8) *Zakskorn v. Am. Honda Motor Co.*, a nationwide class action settlement given final approval on June 9, 2015 by Judge Kimberly J. Mueller of the U.S. District for the Eastern District of California; (9) *Teagle v. LexisNexis Screening Solutions, Inc*. (formerly "Choicepoint"), a nationwide FCRA Settlement given final approval on July 31, 2013, by Judge Richard Story of the U.S. District Court for the Northern District of Georgia; (10) *Williams v. LexisNexis Risk Management*, a $22 million FCRA Settlement approved June 25, 2008, by this Court; (11) *Hardy v. Hartford*, a settlement providing injunctive and monetary relief to a nationwide class of Hartford insureds with respect to the payment of General Contractors' overhead and profit on property damage claims, approved by Judge Bury of the U.S. District Court for the District of Arizona on June 18, 2008; (12) *In re Trans Union Corp. Privacy Litigation*, Case 1:00-cv-04729, MDL Docket No. 1350, U.S. District Court for the Northern District of Illinois, at $75 million, the largest FCRA Settlement in history and one of the largest class actions in history including more than 190 million class members, where the settlement was approved by Judge Robert Gettleman on September 17, 2008; and (13) *Williams Ambulance, et* *al. v. Ford Motor Co.*, a settlement that obtained final approval from Judge Marcia Crone on July 2, 2009 in the U.S. District Court for the Eastern District of Texas, in which the owners of some 20,000 defective ambulances—utilizing the same diesel engine at issue in the *In re Navistar* case—were eligible to obtain substantial compensation from Ford in the form of extended warranties, reimbursements for repairs, and enhanced service. I also served as Lead Counsel in *In re Ford Motor Co. Speed Control Deactivation Switch Products Liability Litigation*, an MDL proceeding (Case No. MDL-1718) pending in the U.S. District Court for the Eastern District of Michigan, where my firm took the lead role in facilitating a double-tracked, multi-party mediation that resulted in more than 100 settlements of individual cases involving vehicle fires.

13. My partner Cynthia Chapman also served on the Plaintiffs' Steering Committee and as a Co-Chair Liaison of the Law Committee in *In re: Medtronic, Inc., Implantable Defibrillators Products Liability Litigation*, an MDL proceeding (Case No. MDL-1726) in the U.S. District Court for the District of Minnesota, in which a settlement of over $100 million was approved. Ms. Chapman also was named as Co-Lead Counsel in a national class action settlement in California involving some 80,000 purchasers of Nissan's 350Z.

14. Cynthia Chapman and I also serve as lead or co-lead counsel in numerous other pending national or state class actions in venues around the United States. In most cases, Caddell & Chapman is either Lead or Co-Lead Counsel. For example, Caddell & Chapman is Co-Lead Counsel in *White v. Experian*, No. 05-cv-1070 (C.D. Cal.), a consolidated class action against all three major credit reporting bureaus regarding the inaccurate reporting of debts discharged in bankruptcy, in which the court approved a $44.2 million settlement, the second-largest FCRA settlement in history, which also secured "groundbreaking" injunctive relief on behalf of a nationwide class of consumers. The firm is Lead Counsel in several class actions against companies who shared consumers' private video viewing information without consent in violation of the Video Privacy Protection Act, 18 U.S.C. § 2710. Caddell & Chapman is also Co-Lead Counsel in several privacy class actions against hospitals who used online tracking software to disclose their patients' private medical information without their consent. Caddell &

Chapman is also Lead Counsel in a class action pending in the Central District of California against a doctor and his companies who misrepresented the safety, effectiveness, and FDA-approval status of a medical device. Finally, the firm represents women student athletes in a Title IX class action against a university.

15. Caddell & Chapman has a track record of succeeding in contested class certifications that have been affirmed on appeal. Caddell & Chapman was Co-Lead Counsel for a class in the *In Re: Checking Account Overdraft Litigation*, MDL No. 2036, pending before Judge James King of the U.S. District Court for the Southern District of Florida. In that case, Caddell & Chapman, with its co-counsel, prevailed in its efforts to certify a class of bank account holders in a case against Comerica Bank; we were successful in defeating a subsequent Rule 23(f) interlocutory appeal to the Eleventh Circuit; and Judge King approved a $14.58 million settlement of the class litigation. Caddell & Chapman also was appointed Co-Lead counsel in an automotive defect case against Honda, in which a national class settlement for over 1.2 million class members was finally approved, after Caddell & Chapman achieved a contested certification before Judge Margaret Morrow of the U.S. District Court for the Central District of California and prevailed in a Rule 23(f) interlocutory appeal to the Ninth Circuit.

16. While Caddell & Chapman's primary focus in the area of class actions has been as lead counsel for a putative or certified class, it has on occasion represented objectors with respect to proposed settlements that appeared abusive or defective. Since 2001, Caddell & Chapman has represented objectors in nine matters with respect to proposed settlements. In several cases, Caddell & Chapman was lead or co-lead counsel for most or all of the objectors' counsel. In *Clark v. Equifax Information Services, Inc.*,[13] concerning a proposed national FCRA settlement with the three largest credit reporting agencies, the district court refused to approve a proposed settlement after a two-day contested hearing in which I presented an expert and cross-examined

[13] *Franklin E. Clark, et al. v. Equifax Information Services, Inc.*, No.8:00-1218-22 (D. S.C.). There were two other related cases as well, Case Nos. 8:00-1217-22 and 8:00-1219-22.

several witnesses, including experts, advanced by the settlement proponents. Ultimately, after the settlement was modified with Caddell & Chapman's participation and assistance, the court approved the modified settlement and noted that "the involvement of Objectors' Counsel [which were led by Caddell & Chapman] aided in improving the final settlement terms," "the value to the class has … clearly been improved through the modifications to the Stipulation[s] of Settlement," and "Objectors' Counsel [for whom I served as Lead Counsel] … contributed to the final successful settlements."[14]

17. Similarly, in *In re Hyundai and Kia Horsepower Litigation*, Caddell & Chapman, joined by many firms across the country, successfully objected to a proposed coupon settlement and convinced a state district court in Texas to *withdraw* preliminary approval for that settlement.[15] Ultimately, Caddell & Chapman, as Co-Lead Counsel, obtained a vastly improved settlement which was submitted to and ultimately approved by the Superior Court in Orange County, California, Judge Stephen J. Sundvold, presiding. In approving the settlement, Judge Sundvold commented that it was "a tremendous accomplishment," "you've done a terrific job," and the settlement "is as fair and reasonable as could have been arrived at."[16] In four of the other cases in which Caddell & Chapman has represented objectors, settlement modifications were ultimately approved by the trial court and either affirmed on appeal or became final without appeal. In several of those as well, the court or opposing counsel specifically noted the contributions of the objectors led or represented by Caddell & Chapman.[17]

[14] *Id*., Order of April 20, 2004, at 33 n.34–35; 34.

[15] *Hermie Bundick, et al. v. Hyundai Motor Am*., Cause No. B-168,410 (60th Judicial Dist. of Jefferson County, Tex.).

[16] *In re Hyundai and Kia Horsepower Litigation*, Case No. 02CC00287 (Super. Court of Orange County, Cal.), Transcript of June 16, 2004 at 33–34, 43. The court's comments were premised on a claims rate of 15% to 20%, and the final claims rate was 19.2%.

[17] See, e.g., *In re Wireless Tel. Federal Cost Recovery Fees Litig*., Case No. MDL 1559, Master Case No. 4:03-md-01559, (W.D. Mo.), Order dated July 8, 2004 at 4 (objectors represented by Michael Caddell and Ken Nelson "contributed significantly more to the settlement [than another group of objectors] and several of the suggestions [they] made were incorporated into the final settlement."); *Terri Shields, on Behalf of Herself and All Others Similarly Situated v.*

18. In addition to my leadership roles in various class actions, I have also written about class action issues and have been invited to speak at class action and other CLE seminars. For example, I co-authored: "Issues Particular to Consumer Finance Class-Action Settlements," in *The Review of Banking & Financial Services*, Vol. 25, No. 9, September 2009; "Effective Approaches to Class Action Settlements," in the 14th Annual Consumer Financial Services Litigation Institute PLI Course Handbook Series Number B 1728, March 2009; and "Recent Developments in Class Action Certification and Settlement," in the 15th Annual Consumer Financial Services Litigation Institute PLI Course Handbook Series Number B-1789, February 2010, and I served as a panelist on class action issues at the 2014 ABA Annual Institute on Class Actions in Chicago and at both the 14th and 15th Annual Consumer Financial Services Institutes sponsored by the Practicing Law Institute in New York and Chicago in 2009 and 2010.

Caddell & Chapman's Trial Experience

19. Caddell & Chapman's trial and other complex litigation experience, which includes more than 50 jury trials and hundreds of evidentiary hearings, is germane to the appointment of Class Counsel in this matter. It is important for the Defendants to know that Plaintiffs' Counsel has extensive trial experience and can competently try a case. Indeed, Caddell & Chapman has tried numerous complex cases (and evidentiary hearings) against the Nation's top defense firms to a successful conclusion.

20. In 2016, after a four-day jury trial, Caddell & Chapman obtained a unanimous jury verdict totaling $11.9 million that resulted in a judgment in excess of $3 million in Hidalgo

---

Bridgestone/Firestone, Inc., Cause No. B-170,462 (172nd Judicial Dist. Ct. of Jefferson County, Tex.), Plaintiff's Unopposed Motion for Entry of Order Supplementing Record, dated March 31, 2005, at 2 ("Plaintiff recognizes that the resolution of the objections to the original settlement is due to the efforts of many counsel for objectors, including, but not limited to, Mitchell A. Toups, Mike Caddell … Many objectors' counsel, including the aforementioned, worked constructively with class counsel and counsel for Defendants to achieve the above-stated results." Caddell & Chapman's fees in *Shields* were all donated to charity.

County, Texas. Caddell & Chapman's client was a block and brick manufacturer whose competitor's defamatory statements put the company out of business.

21. In 2012, Caddell & Chapman led a group of four firms pursuing False Claims Act claims in a *qui tam* case against DaVita, the nation's second-largest dialysis-treatment provider. During the course of the case, Caddell & Chapman took more than 40 depositions (I took more than 35), reviewed hundreds of thousands of pages of documents, briefed dozens of motions—from discovery to four dispositive motions—and handled several fiercely contested hearings, and was victorious every time. The case settled for $55 million paid to the United States and a confidential amount for attorneys' fees (which was disclosed to and approved by the U.S. Department of Justice).

22. In 2011, Caddell & Chapman settled claims against the soils engineer for a $100 million, 31-story condominium tower on South Padre Island that earned the unenviable world record for the tallest reinforced-concrete structure ever imploded when, shortly after the building was "topped-out," it began differentially settling into the sand, causing columns to blow out, severe structural cracking, and enormous floor deflection.[18] The settlement occurred after Cynthia Chapman's successful appellate briefing at the Texas Supreme Court and my voir dire and jury selection at trial.[19]

23. In 2009, I served as lead counsel for the Park Memorial Homeowners' Association against Lexington Insurance Company, seeking compensation for a 105-unit condominium project that had been declared uninhabitable by the City of Houston due to structural concerns. The case settled for a confidential amount—but only after we had successfully argued and

---

[18] *Ocean Tower, L.P., et al. v. Raba-Kistner Consultants, Inc. et al.*; Cause No.2008-06-3619-E (357th Dist. Ct. of Cameron County, Tex.).

[19] While the terms of various settlements are confidential, public records reflect there has been a complete release of $75 million in lenders' liens on the property, and Caddell & Chapman's client retained ownership of the property after the demolished tower had been removed.

prevailed over some 15 motions for summary judgment, *Daubert* motions, and motions *in limine*, and only one day before jury selection was to commence.[20]

24. In 2008, we recovered $9 million in consent judgments after trial commenced in federal district court in McAllen, Texas, which judgments were paid in full plus interest at 8.25% following a contested evidentiary bankruptcy hearing in Jackson, Mississippi, in January 2010 (the total paid recovery was $10,084,000).[21]

25. In March 2006, Cynthia Chapman and I completed a complex, hotly contested five-week trial against ExxonMobil in which the jury awarded Caddell & Chapman's client $33.6 million[22] —ultimately, rather than pursuing an appeal, Exxon Mobil settled the matter. Notably, ExxonMobil's trial counsel at the time of trial was President-Elect of the American College of Trial Lawyers.

26. In July 1999, Caddell & Chapman recovered $30 million for the families of 14 Maquiladora workers killed in a bus accident in Mexico after two weeks of trial and three unsuccessful mandamus efforts at the Texas Supreme Court brought by the victims' employer, which was represented by two former Texas Supreme Court Justices and four different law firms.[23]

27. In November 1998, we obtained a $14.9 million verdict against Little Caesar Enterprises after a two-week trial in federal district court before Judge Ricardo Hinojosa, where our opponent was the lead name partner in Susman Godfrey, in a commercial case in which the pre-trial offer was zero, and defense counsel had the case on a reverse contingency (they worked

---

[20] *Park Memorial Condominium Ass'n, Inc. v. Lexington Ins. Co*.; Cause No. 2007-38187 (133rd Dist. Ct. of Harris County, Tex.).

[21] *Ezequiel Reyna, et al. v. Michael J. Miller, et al.*., Case No. M-05-006 (S.D. Tex, McAllen Division).

[22] *Tetco v. ExxonMobil Corp*., Cause No. 2003-Cl-04424 (73rd Dist. Ct. of Bexar County, Texas).

[23] *Rodriguez-Olvera v. Salant Corp*., CA-1998-CI-17169, State District Court, Maverick County, Texas.

for free if we recovered more than $50,000). The case settled after trial for a confidential amount.[24]

Past Recoveries

28. Since 1996, Caddell & Chapman has obtained more than 90 recoveries valued at $1 million or more, and more than 30 recoveries that exceeded $10 million. The value of the Firm's total recoveries in that time total more than $3.0 billion. To further illustrate the depth and breadth of Caddell & Chapman's experience and versatility, the following is a list of some of the cases in which Caddell & Chapman served as lead counsel and the recoveries made in each of these cases (some of which are identified by case type and others of which are identified by case style): (1) C.A. No. MDL 2223, *In re Navistar Diesel Engine Products Liability Litigation*, multi-million dollar settlement on behalf of a nationwide class of over 1 million current and former owners of Ford vehicles equipped with 6.0-liter diesel engines; (2) C.A. No. 05-0227, *United States ex rel. Woodard v. Fresenius Medical Care*, $55 million settlement (plus confidential recovery of attorneys fees)—*qui tam*—non-intervened case (one of the largest recoveries in history in a non-intervened *qui tam* case); (3) C.A. No. 2000-CI-17169; *Maria Dolores Rodriguez-Olvera v. Salant Corporation, et al*., $30 million settlement during trial—negligence—*forum non conveniens*—choice of law—federal jurisdiction—bankruptcy—bus accident in Mexico—14 deaths—Maquiladora workers; (4) C.A. No. 2003-CI-04424; *Tetco, et al. v. ExxonMobil, et al.*, $33.6 million jury verdict—breach of contract, fraud; (5) C.A. No.—95-245; *Anthony R. Alvarez, et al. v. Little Caesar Enterprises, Inc., et al*., $14.9 million jury verdict—breach of contract, tortious interference—restaurant franchisee versus national franchisor; (6) No. 95-27280; *Douglas E. Moore & Toyota Town, Inc. v. Gulf States Toyota, Inc., et al.*, $7.5 million verdict—fraud, breach of contract/franchise agreement—automobile dealership; (7) $23.4 million—product liability—*forum non conveniens*; (8) No. 93-062030; *Thomas E. Meadors, et al. v. Gen. Motors, et al.*, $7 million—product liability—motor vehicle—

[24] *Anthony R. Alvarez v. Little Caesar Enters*., C.A. No.-95-245 (S.D. Tex., McAllen Division).

death, personal injury; (9) *Sierra Club v. Crown Central Petroleum*, $2.5 million—first private citizen suit in Texas under Clean Air Act; settlement achieved after successful appeal to Fifth Circuit Court of Appeals; (10) *PB/Class*, $1.091 billion—national class action—products liability—DTPA—polybutylene pipe and fittings; (10) *Dow Chemical Co., et al. v. Miller Pipeline Services*, successfully defended Miller Pipeline Services Co. at jury trial against a $7 million suit filed by Dow Chemical Co. and Dow Pipeline Co. that alleged price-fixing, patent misuse and attempted monopolization; (12) $14.0 million—breach of fiduciary duty and legal malpractice—major New York law firm; (13) $15.7 million—industrial accident—injured workers; (14) $78.4 million subordination of secured debt plus $3.8 million in payments—special counsel to bankruptcy trustee—fraud, lender liability, equitable subordination—conspiracy—international bank; (15) $18.2 million debt/claims withdrawn and released plus $500,00 payment—special counsel to bankruptcy trustee—breach of contract, bailment, theft—oil terminal facility; (16) $20 million subordination of secured debt plus payments totaling $1.0 million—special counsel to bankruptcy trustee—fraud, lender liability, breach of fiduciary duty, director's liability, D&O coverage—foreign bank, director, D&O insurer; (17) $1.7 million—national class action—price fixing conspiracy—metal building insulation industry; (18) $22.5 million subordination of secured debt plus $8.0 million payment—breach of fiduciary duty, director's liability—oil company; (19) $107.5 million subordination of secured debt plus $2.5 million payment—fraud, lender liability—conspiracy—foreign banks; (20) $2.0 million—product liability—helicopter crash—Mexico; (21) $8.0 million elimination of priority debt plus 40% of Texas corporation—national class action—securities fraud, breach of fiduciary duty; (22) $2.6 million—trade secrets—commercial defamation; (23) $5 million—toxic tort—sulphur dioxide, asbestos; (24) $13.1 million-products liability—DTPA—1500 homes—polybutylene pipe and fittings; (25) $6.25 million—product liability—motor vehicle—single death; (26) $2.85 million—breach of contract—account mismanagement—national banks; (27) $4.3 million—commercial litigation—intellectual property—fraud, trade secrets, misappropriation; (28) $12.1 million—national class action—consumer fraud; (29) $22.5 million—insurance bad faith—CGL policy; (30) $7 million—insurance bad faith—crime bond; (31) $12 million—insurance bad faith—CGL policies—(underlying case: toxic exposure); (32) $5 million—insurance bad faith—CGL policies—(underlying case: toxic exposure); (33) $10.0 million—breach of fiduciary duty, director's liability, family trusts; (34) $5.1 million—trucking accident; (35) $2.125 million—toxic exposure—2,4-d, dioxins; (36) $5.05 million (including $1.05 million in post-judgment interest) after $4.0 million jury verdict upheld on appeal—closed head injury; (37) $3.5 million—trucking accident; (38) $6 million—toxic exposure—chlordane; (39) $2.5 million—national class action—consumer fraud; (40) $4.15 million—product liability—vehicle fire; (41) $1.5 million—Trident submarine base—government contracts claim; (42) $4 million settlement one day after $6.25 million jury verdict—commercial litigation—deceptive trade practices; and (43) $3.25 million claim successfully defended at trial—take-nothing judgment entered—$600,000 judgment awarded firm's client on counterclaim—commercial litigation—lender liability.

***Pro Bono* Litigation**

29. Cynthia Chapman and I are also proud of our pro bono litigation efforts, including class litigation. For example, on a *pro bono* basis, Caddell & Chapman represented, as Lead Counsel for a coalition of public interest groups, Hurricanes Katrina and Rita victims in a national class action lawsuit against the Federal Emergency Management Agency (FEMA). The lawsuit, in federal district court in Houston, alleged that FEMA's mishandling of its housing assistance programs violated federal laws and regulations. In a contested evidentiary hearing involving several witnesses, other lawyers from Caddell & Chapman and I persuaded the court to issue a preliminary injunction against FEMA compelling the agency to provide assistance with hurricane victims' utilities as well as base rent. In what lawyers from the Public Interest Law Project of Oakland, California, termed "a significant victory for evacuees," the district court found a "clear entitlement" that FEMA was required to provide assistance with utilities under applicable statutes and regulations, and FEMA's failure to comply with these mandates

endangered the victims' ability to remain in livable housing. While the district court's injunction was subsequently overturned by the Fifth Circuit Court of Appeals, FEMA made several concessions to the Hurricane victims in the interim, essentially conceding the relief sought by the lawsuit, as noted by Houston's then-Mayor, Bill White, who stated that Caddell & Chapman "was of tremendous help to the Katrina evacuees in battling with FEMA."[25]

30. For further information concerning our firm's experience and expertise, the Court is referred to our website (www.caddellchapman.com).

The Settlement Achieved Here

A. The Settlement Is an Excellent Result for the Class.

31. After six years of litigating the *Smith* and *Duggan* cases and over seven years of heavily contested litigation in related cases in this Court (as well as two bankruptcies of Eventide Credit Acquisitions, LLC ("Eventide")), counsel for the parties have reached the proposed settlement of claims against Matt Martorello, Eventide, and other affiliated persons and entities ("Settling Defendants") following contentious motion practice and protracted, arm's-length negotiations. Based on my experience as Lead Counsel in numerous nationwide consumer class actions, I believe the settlement reached here is fair, reasonable, and adequate, and an excellent result for the Class.

32. This proposed settlement comes after the 2019 settlement in this Court with Big Picture Loans, LLC ("Big Picture"), Ascension Technologies, LLC ("Ascension"), and other Tribe-affiliated persons and entities for $8.7 million and significant debt cancellation and interest rate reductions. *See Galloway v. Williams*, No. 3:19-cv-00470-REP, Dkts. 114, 115 (E.D. Va. Dec. 18, 2020).

33. Leading up to the initial settlement and over the five years since then, Plaintiffs diligently and efficiently pursued discovery on behalf of the Class in several courts across the

[25] October 22, 2009 email from Mayor Bill White to Michael A. Caddell and Houston City Attorney Arturo Michel.

country and in particular in this Court, taking or defending in excess of 30 depositions, including the depositions of Matt Martorello as well as corporate representative depositions of Big Picture, Ascension, and Eventide. Counsel for the class representatives were involved in extensive discovery (and related disputes), served hundreds of written discovery requests and numerous third-party subpoenas, reviewed hundreds of thousands of pages of documents produced in response to these requests, opposed motions to dismiss (as well as numerous other motions) in three courts, and pursued certification of classes of borrowers in three courts. Ultimately, counsel for the Class took a judgment in *Williams* against Martorello for $43,401,817[26] and commenced protracted collection efforts. Additionally, Class Counsel briefed multiple appeals to the Fourth Circuit Court of Appeals, including a successful appeal of class certification in *Williams* and a pending appeal of the *Williams* judgment.

34. Caddell & Chapman and its co-counsel in Massachusetts and Oregon have worked diligently, efficiently, and cooperatively with Class Counsel in this Court, all of whom are experienced litigators familiar with the prosecution of national class action cases. I participated in several mediations along with other Class Counsel in the negotiation of a nationwide settlement. Lawyers for the Class have vigorously prosecuted the claims at issue and have well-represented and served the best interest of the Class.

35. The settlement was reached only after years of good-faith, contentious, arm's-length negotiations. All settlement discussions took place under the direction of Judge Mark R. Colombell, Judge David J. Novak, or Nancy Lesser of PAX ADR Dispute Resolution & Mediation Services, all of whom are experienced and well-respected mediators familiar with negotiation and resolution of large class-action cases. At the conclusion of the negotiations, the plaintiffs and Settling Defendants signed a Stipulation and Agreement of Settlement agreeing to settle the litigation.

[26] *Williams*, No. 3:17-cv-00461-REP, Dkts. 1406, 1407 (E.D. Va. Sept. 22, 2023).

36. Under section 3.15 of the Settlement Agreement ("Injunctive Relief"), as of the Effective Date of the Settlement, the Settling Defendants have agreed not to provide any services to Big Picture or its successors-in-interest, including investment and capital management services, management, operations, or marketing consulting. Settling Defendants also have agreed not to participate or assist in the marketing, origination, or collection of any loans made by Big Picture, including collection efforts by third parties. These are nationwide benefits to the entire Class.

37. Also, under the terms of the settlement, the Settling Defendants are establishing a fund of $65 million that will result in distributions to qualifying Settlement Class Members for the excessive interest that they paid on their loans, as well as the costs of the settlement, the reimbursement of litigation expenses, and the payment of attorneys' fees and service awards to class representatives. (Settlement Agreement, §§ 3.4, 3.12.) If residual amounts remain in the Settlement Fund, the Parties to the Settlement have agreed and proposed that a *cy pres* payment of the residual amounts should be paid to the Legal Aid Justice Center which serves to protect the rights of consumers. (Settlement Agreement § 3.12(b)(3).)

38. Based on the size of the fund, the number of Class members, and Class Counsel's experience with claims rates in similar settlements, the $65 million cash common fund alone is an outstanding result. If this settlement is granted final approval, Settlement Class Members who would never have pursued usury and RICO claims on their own will be compensated from the cash fund. The addition of the injunctive relief provides significant, substantive relief to all Class members.

39. I believe strongly in this case. I nevertheless recognize that continued litigation would present the Class with a number of challenges. For example, I appreciate the risk that the Settling Defendants might prevail at the district court or the court of appeals on one of their asserted defenses to class certification or liability. In regard to the collection of the judgment in *Williams* or the prosecution of the class action claims in *Duggan* and *Smith*, I also recognize that there are

challenges and limits on the amounts recoverable from the Settling Defendants, including issues related to Eventide's bankruptcy.

40. If this case were to continue, preparation of the Oregon and Massachusetts actions for class certification and trial would be time consuming and costly with risks of unfavorable decisions from bankruptcy court, the district courts of Oregon and Massachusetts, or the courts of appeals. In the pending bankruptcy action, the consumer borrowers would need to persuade the court to dismiss the bankruptcy or alternatively undertake the certification of classes and allow for class claims to be resolved through that court. If the bankruptcy were dismissed or the stay lifted, Duggan and/or Smith would need to prevail in Massachusetts or Oregon on pending motions to certify certain classes, undertake discovery on liability and damages, and engage in considerable work with their witnesses, including their experts, to prepare the case for trial. In addition, further motion practice, including motions for summary judgment and/or *Daubert* motions, is likely and expected. Considering the likelihood that Settling Defendants would appeal class certification and any judgment in favor of the Class, the outcome of the litigation is uncertain, and it could easily be years before this case would be finally resolved.

41. Especially given the complexity of this litigation and the significant risks and delay that the Class would face if the relevant claims were to proceed, I believe that the settlement represents an excellent result for the Class.

B. Significant Service Awards Are Warranted Based on Class Representatives' Efforts and Their Rejection of Individual Settlement Offers.

42. As previously noted, we represent Dana Duggan in the Massachusetts class action against Matt Martorello and Eventide, and we also represent Richard Smith in the Oregon class action against Martorello and Eventide. Duggan and Smith have been very active in this litigation, including each being deposed twice, reviewing pleadings and discovery, serving on the creditors' committee of both Eventide bankruptcies, and staying abreast of the case as well as settlement efforts. Duggan and Smith are familiar with the terms of the settlement and support that the settlement is fair, reasonable, and adequate.

43. Separate from their approval of the settlement as fair and reasonable, we request that the Court approve incentive awards to the Plaintiffs, particularly Duggan and Smith, commensurate with their efforts and commitment for the benefit of the Class. During the course of our prosecution of the case, Settling Defendants made multiple offers to Duggan and Smith in an attempt to resolve their claims individually and put an end to the class litigation. On April 14, 2022, Settling Defendants offered Duggan $15,000 to resolve her individual claims, and nine months later, on January 23, 2023, Settling Defendants offered Duggan $25,000 to resolve her individual claims. Regarding the *Smith* case, the Settling Defendants offered him $50,000 to dismiss claims for him and the Class on January 27, 2022, and they made an offer for the individual settlement of his case for $25,000 on April 13, 2022. Our clients elected to reject the individual settlement offers and instead pursued a fair and reasonable outcome for the benefit of the entire Class with no assurance that the case would end more favorably for them. Because Duggan and Smith could have abandoned the Class to expeditiously receive an individual recovery earlier in the litigation and instead rejected individual settlements of $25,000, we request and recommend that Duggan, Smith, and perhaps other Plaintiffs receive service awards of $20,000 each. (Settlement Agreement, § 3.13.)

C. Counsel's Lodestar and Expenses Support the Fee Award for This Settlement.

44. In regard to the 2019 settlement with Big Picture, Ascension, and other Tribal parties (*supra*, ¶ 32), the Class and its counsel achieved an $8.7 million settlement fund along with significant debt cancellation and interest rate reductions. Attorneys for the Class in *Galloway III* supported their $2,871,000 fee award with a lodestar of $4,238,589 (a de-multiplier of 0.67 on the value of time spent). For the resolution of *Galloway III* in 2020, Caddell & Chapman ultimately received a fee award of $506,975.40 based on a lodestar, discounted by 40%, of $1,188,777; the full lodestar for the period from 2018 through December 20, 2019 was $1,981,295. (*Galloway III*, Dkt. 105-5, ¶ 40.) Thus, Caddell & Chapman had uncompensated time of **$1,474,319.60**, which was incurred in furtherance of the case against, and the recovery from, the Settled Parties in this case.

45. For the past five years (since the settlement with the Tribe-affiliated parties), Caddell & Chapman has continued to work with no guarantee of being compensated for its time and continued efforts. Payment of the firm's fee has always been contingent on successfully obtaining relief for the class representatives and the Class. As a result, there was a substantial risk of non-payment. Also, work on this case has necessarily been to the exclusion of work on other matters that likely would have generated fees.

46. John Scofield and I reviewed Caddell & Chapman's time entries for this case and wrote off any time that reflected purely clerical work. The table below identifies the attorneys and staff members from Caddell & Chapman who worked on this case and for whom the recovery of fees is sought.

NAME, POSITION, AND YEARS OF EXPERIENCE	**HOURLY RATE**	**HOURS BILLED**	**TOTAL**
Michael A. Caddell Senior Partner (45 years)	$1,075	932.2	$1,002,115
Cynthia B. Chapman Senior Partner (34 years)	$850	165.70	$140,845
John B. Scofield, Jr. Junior Partner (32 years)	$800	2,209.7	$1,767,760
Amy E. Tabor Junior Partner (20 years)	$750	448	$336,000
Kathy E. Kersh Senior Paralegal (33 years)	$325	1,769.1	$574,957.50

NAME, POSITION, AND YEARS OF EXPERIENCE	HOURLY RATE	HOURS BILLED	TOTAL
Felicia Labbe Junior Paralegal (13 years)	$175	65.2	$11,410
SUBTOTAL NEW TIME **12/20/19 TO 9/5/24**	--	5,589.9	$3,833,087.50
SUBTOTAL UNCOMPENSATED TIME **2018 TO 12/20/19**	--	--	$1,474,319.60
TOTAL LODESTAR	--	--	**$5,307,407.10**

47. The chart above represents Caddell & Chapman's time through September 5, 2024. Caddell & Chapman will incur additional time, which I estimate at approximately $30,000, and additional expenses, which I estimate at approximately $3,000, in assisting with the motion for final approval, dealing with any objections, traveling to and attending the final fairness hearing, and overseeing the distribution of the settlement funds. Should there be any appeal, I estimate Caddell & Chapman would incur another $50,000 in fees to brief and argue the appeal.

48. Caddell & Chapman has associated with the law firm of Bailey & Glasser, LLP ("Bailey & Glasser") in Massachusetts as our local counsel to further the interests of the Class. A true and correct copy of the declaration of Elizabeth Ryan of Bailey & Glasser is attached as Exhibit 1. The Ryan declaration illustrates Bailey Glasser's expertise in class litigation and identifies the time that Bailey & Glasser devoted to the Class on a contingent basis. Bailey & Glasser's assistance has been essential to the prosecution of claims in the *Duggan* litigation.

49. Caddell & Chapman has associated with the law firm of Stoll Stoll Berne Lokting & Shlachter, P.C. ("Stoll Berne") as our local counsel in Oregon to further the interests of the Class. A true and correct copy of the declaration of Steve D. Larson of Stoll Berne is attached as

Exhibit 2. The Larson declaration demonstrates Stoll Berne's expertise in class litigation and identifies the time that Stoll Berne devoted to the Class on a contingent basis. Stoll Berne's assistance has been essential to the prosecution of the claims in the *Smith* litigation.

50. Caddell & Chapman, in conjunction with our co-counsel in the *Williams* and *Galloway* litigation, has associated with Neligan, LLP to counter the Defendants' efforts to undermine this litigation through bankruptcy actions in the Northern District of Texas. The declaration of Patrick Neligan, Jr., a true and correct copy of which is attached as Exhibit 3, addresses the assistance that Neligan, LLP provided in successfully dismissing the first Eventide bankruptcy and their efforts in the pending Eventide bankruptcy. The Neligan declaration illustrates his firm's expertise in bankruptcy litigation and the time that Neligan, LLP devoted to the Class on a contingent basis. Neligan, LLP's assistance has been essential to the prosecution of claims for the Class outside of the bankruptcy court.

51. Based on the Ryan Declaration (Exhibit 1, ¶ 15), the Larson Declaration (Exhibit 2, ¶ 15), and the Neligan Declaration (Exhibit 3, ¶¶ 11-13), as well as the lodestar for Caddell & Chapman (*supra*, ¶ 46), the total lodestar for the litigation team is as follows:

LAW FIRM	**LODESTAR**
Caddell & Chapman	$5,307,407.10
Bailey & Glasser, LLP	$148,235.00
Stoll Stoll Berne Lokting & Shlachter, P.C.	$68,827.00
Neligan, LLP	$351,315.00
TOTAL	**$5,875,784.10**

52. Caddell & Chapman's lodestar calculations are based on our 2024 rates, which are consistent with market rates for complex class action and bankruptcy litigation. While Caddell & Chapman usually works on a contingent-fee basis, we also sometimes accept engagements from hourly fee-paying clients. The rates in the table above are the same rates currently paid by our

settlement with the Tribe-affiliated entities as expenses incurred prior to the date of preliminary approval.

54. In addition to our firm's expenses, the other firms in the litigation team had expenses as well that were incurred on a contingency basis for the benefit of the Class. (*See* Exhibit 1, ¶ 13; Exhibit 2, ¶ 13; Exhibit 3, ¶ 14.) The total expenses incurred are as follows:

LAW FIRM	LITIGATION EXPENSES
Caddell & Chapman	$114,608.06
Bailey & Glasser, LLP	$1,266.30
Stoll, Stoll, Berne, Lokting, & Shlachter, P.C.	$1,629.85
Neligan, LLP	$2,109.31
TOTAL EXPENSES	**$119,613.52**

55. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct.

Dated: September 20, 2024

Michael A. Caddell

Michael A. Caddell

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

RENEE GALLOWAY, *et al.*,

Plaintiffs,

v. **Civil Action No. 3:19-cv-00314-REP**

JUSTIN MARTORELLO., *et al.*,

Defendants.

DECLARATION OF ELIZABETH RYAN

I, Elizabeth Ryan, hereby declare as follows:

1. I am a competent adult, over the age of eighteen, and this Declaration is based on my personal knowledge. All statements in this Declaration are true and correct to the best of my knowledge, and I could testify to these facts if called to do so under oath.

2. I am an attorney and partner at the law firm of Bailey & Glasser, LLP ("Bailey & Glasser"). I am co-counsel for Plaintiff and the putative class in *Dana Duggan v. Matt Martorello, et al*., No. 1:18-cv-12277 (D. Mass.) ("*Duggan*").

A. Background of Elizabeth Ryan

3. I have been admitted to practice before the Massachusetts Supreme Judicial Court since 1987, the U.S. District Court for the District of Massachusetts since 1996, and the First Circuit Court of Appeals since 1997.

4. I am a graduate of Catholic University Law School (J.D., 1985) and the College of the Holy Cross (B.A., 1981).

EXHIBIT 1

5. I have been in private practice since 1995, and virtually all of my practice has involved litigation on behalf of consumers, representing individuals and classes injured by predatory lending, abusive debt collection and other unfair and deceptive business practices.

6. I am a member of the National Association of Consumer Advocates and a former Consumer Law Fellow, National Consumer Law Center (1993). I am a contributing author of Repossession & Foreclosures (National Consumer Law Center, 4th ed.), and of Consumer Credit Law Manual (National Consumer Law Center and Matthew Bender).

7. I have been a panelist on consumer law trainings conducted by the National Consumer Law Center, Massachusetts Continuing Legal Education, the Boston Bar Association, and the Florida State Bar. I co-wrote several amicus curiae briefs submitted by the National Association of Consumer Advocates ("NACA"), in cases including *Botelho v. Citicorp*, CA No. 96-12279-EFH, *Beach v. Great Western Bank*, United States Supreme Court, No. 97-5310.

8. Until December 2011, I was a partner in the firm Roddy Klein & Ryan ("RKR"), which primarily represented consumers in class actions. I am currently a partner in the firm Bailey & Glasser LLP and have continued to practice in the area of consumer class actions. A true and correct copy of the firm resume for Bailey & Glasser is attached as Exhibit 1.

B. Background of John Roddy

9. John Roddy, my law partner, has been admitted to practice before the Massachusetts Supreme Judicial Court since 1980 and the U.S. District Court for the District of Massachusetts and the First Circuit Court of Appeals since 1981. He is a graduate of Boston College Law School (J.D., cum laude, 1980) and the University of Massachusetts at Amherst (B.A., magna cum laude, 1976). Mr. Roddy is a partner at Bailey & Glasser. He has been in private practice since 1988, and virtually all of his practice has involved litigation on behalf of consumers, representing individuals and classes injured by predatory lending, abusive debt collection and other unfair and deceptive business practices.

10. From 1980-1987, John Roddy served as an Assistant Attorney General in the Massachusetts Attorney General's Office. From 1980-1985, as an attorney in the Consumer

Protection Division, he enforced state and federal consumer protection laws on behalf of affected Massachusetts consumers. During his tenure in the Consumer Protection Division, he litigated approximately thirty class action type lawsuits to successful conclusion. These lawsuits challenged unfair and deceptive business practices which harmed hundreds and sometimes thousands of consumers. From 1986-1987, Mr. Roddy was Legislative Counsel to the Attorney General, in the office's Executive Bureau.

11. John Roddy has written and spoken extensively on consumer law and specifically on consumer class action litigation. For the past twenty-five years, he has co-chaired the Practising Law Institute's conference on consumer credit class action litigation, the Annual Consumer Financial Services Institute, held yearly. In conjunction with the National Consumer Law Center and the Massachusetts Bar Association, Mr. Roddy has prepared written materials for and trained legal services and private attorneys in consumer credit law and litigation, focusing on consumer finance litigation. He has written and spoken on the substantive and practical applications of state consumer protection laws and their conjunction with the federal consumer credit protection act, both locally and nationally. Mr. Roddy is a Fellow of the American College of Consumer Financial Services Lawyers, a member of the National Consumer Law Center's Partner's Council, and a member of the Editorial Board of Advisors of the "Consumer Financial Services Law Report."

C. Firms' Recoveries for Consumers

12. In the past twenty-six years, in conjunction with my law partners, including John Roddy, we have obtained more than one billion dollars in restitution and debt forgiveness for consumers by successfully asserting state and federal consumer credit law claims on their behalf. A partial listing of cases in which I and my firm (including my former firm, RKR) have been appointed class counsel includes the following:

> *In re: Columbia Gas Cases,* Case No. 1877-cv-01343G (Essex Super. Ct., Mass. 2020) ($143 million settlement for class of Merrimack Valley residents and businesses injured by natural gas explosions and fires);

Torliatt v. Ocwen Loan Servicing, LLC, Case No. 3:19-cv-04303-WHO (N.D. Cal.) ($7 million settlement for class of borrowers with property located in California who were charged convenience fees for making loan payments by telephone, interactive voice response ("IVR"), or the internet);

Caldwell v. Freedom Mortgage Corp., Case No. 3:19-cv-02193-N (N.D. Tex.) ($2.25 million settlement for nationwide class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Elbert v. Roundpoint Mortgage Servicing, Corp., Case No. 3:20-cv-00250-MMC (N.D. Cal.) ($1.6 million settlement for nationwide class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Poff v. PHH Mortgage Corp., Case No. 4:20-cv-04018 (S.D. Tex.) ($1.3 million settlement for class of borrowers with property located in Texas who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Fernandez v. Rushmore Loan Servicing, Case No. 8:21-cv-00621-DOC (C.D. Cal.) ($1.645 million settlement for nationwide class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Lembeck v. Arvest Central Mortgage Co., Case No. 3:20-cv-03277-VC (N.D. Cal.) ($1.474 million settlement for class of borrowers with property located in Florida, Texas, or California, who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Phillips v. Caliber Home Loans, Case No. 0:19-cv-02711 (D. Minn.) ($5 million settlement for nationwide class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Pierce v. Statebridge Co., Case No.1:20-cv-117 (M.D.N.C.) ($40,380 settlement for nationwide class of borrowers (100% refund of fees collected over a one year period) who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Silveira v. M&T Bank, Case No. 2:19-cv-06958-ODW (C.D. Cal.) ($3.325 million settlement for nationwide class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Alexander v. Carrington Mortgage Services, LLC, Case No. 1:20-cv-2369-TEB (D. Md.) ($18.181 million settlement for class of borrowers who were charged convenience fees for making loan payments by telephone, IVR, or the internet);

Montesi v. Seterus, Inc., Case No. 50-2015-CA-010910-XXXX-MB (Fla. Cir. Ct. Palm Beach Cty.) ($1.75 million settlement for class of borrowers who were charged convenience fees with property located in Florida);

Vannest v. Nationstar Mortgage, LLC, 5:21-cv-00086 (N.D. W.Va.) ($2.34 million settlement for class of borrowers who were charged convenience fees with property located in West Virginia);

Thacker v. PHH Mortgage Corp., No. 5:21-cv-00174-JPB (N.D. W.Va.)($800,000 settlement for class of borrowers who were charged convenience fees with property located in West Virginia);

Prettyman v. U.S. Bank, N.A., 5:22cv293-JPB (N.D. W.Va.) ($910,000 settlement for class of borrowers who were charged convenience fees with property located in West Virginia);

Six v. LoanCare, LLC, 2022 WL 16747291, at *4 (S.D. W. Va. Nov. 7, 2022) ($4.25 million settlement for class of borrowers who were charged convenience fees with property located in West Virginia);

Cullinane v. Uber Technologies, Inc., Case No. 1:14-cv-14750-DPW (D. Mass.) ($3 million settlement for class of Massachusetts Uber riders charged “Massport fees” which Uber did not pay to Massport; obtained consumer friendly First Circuit and SJC decisions on Uber’s arbitration clause);

Henderson v. BNY Mellon, Case No. 1:15-cv-10599-PBS (D. Mass.) (certified nationwide class, leading to $10.6 million nationwide class settlement on eve of trial, refunding “tax preparation” fees charged by a corporate trustee);

Williams v. American Honda Finance Corp., Case No. 1:14-CV-12859-LTS (D. Mass.) ($22 million settlement for Massachusetts consumers deprived of post-default rights; obtained consumer friendly First Circuit and SJC decisions on Uber’s arbitration clause);

Krakauer v. Dish Network., Case No. 1:14-cv-00333-CCE (M.D.N.C.) ($61 million jury verdict for certified nationwide class of Do Not Call Registrants who were nevertheless repeatedly called by Dish marketing agents; court trebled the $20M+ verdict);

White v. Ally Fin., Inc., Case No. 3:18-cv-30143-MGM (D. Mass.) ($5 million settlement for Massachusetts consumers deprived of post-default rights);

Connolly v. Umpqua Bank, Case No. 2:15-cv-00517-TSZ (W.D. Wash.) (class action settlement involving background and credit checks under the Fair Credit Reporting Act);

Szafarz v. United Parcel Service, Inc., Case No. SUCV2016-2094-BLS2 (Mass. Super. May 8, 2018) (state-wide class action settlement for failure to pay a minimum of three hours of reporting pay);

DeVito v. Longwood Security Services, Inc., Case No. 1384CV1724-BLS1 (Mass. Super. Nov. 6, 2018) (class action settlement for failure to pay all hours worked);

Mauthe v. Versa Cardio, LLC, Case No. 5:16-cv-00570-JLS (E.D. Pa. 2019) (class action settlement involving unsolicited fax advertisements under the Telephone Consumer Protection Act);
Tadepalli v. Uber Technologies, Inc., Case No. 3:15-cv-04348 (N.D. Cal.) (100% refunds made in class action settlement for California Uber riders charged approximately $2.2 million in "airport fee tolls" which Uber did not pay to California airports);

Curry v. Fairbanks Capital Corp., Case No. 1:03-cv-10875-DPW (D. Mass.) ($55 million settlement of nationwide class action based on predatory loan servicing practices);

In re Household Lending Litig., Case No. C 02-1240 CW (N.D. Cal.) ($172 million settlement of nationwide class action based on predatory mortgage lending practices);

North Shore Auto Financing, Inc., DBA CNAC v. Block, Case No. CV-01-42793 (Cuyahoga County, Ohio) (summary judgment obtained on behalf of two certified classes of consumer car loan borrowers: for 100% refunds of usurious amounts charged by auto lender and voiding of entire amount owed by consumers for lender's violation of retail installment sales act, approximate value of $5.5 million);

In re Ameriquest Mortgage Co. Mortgage Lending Practices Litig., Case No. 1:05-cv-07097, MDL No. 1715 (N.D. Ill.) ($22 million class action settlement in favor of nationwide class of Ameriquest mortgage borrowers alleging predatory lending practices);

Montesi v. Seterus, Inc., Case No. 50-2015-CA-010910-XXXX-MB (Fla. Cir. Ct. Palm Beach Cty.) (final approval of class settlement of Florida borrowers who paid Pay-to-Pay fees for $1.75 million);

Bacardi v. Select Portfolio Servicing, Inc., Case No. 1:16-cv-23381-RNS (class counsel for settlement of case involving loan servicer's improper reinstatement quotes, resulting in $380,000 recovery for borrowers);

Blake v. Seterus, Inc., Case No. 16-cv-21225-JLK (S.D. Fla. (2018 class action settlement of case involving loan servicer's improper reinstatement quotes, resulting in $527,000 recovery for borrowers);

Paneque v. Bank of America, N.A., Case No. 1:16-cv-21212-DPG (S.D. Fla.) (2018 class action settlement of case involving challenge to reinstatement quotes, resulting in $625,000 recovery for borrowers);

Shore v. JP Morgan Chase Bank, N.A., Case No. 16-cv-60125-JIC (S.D. Fla.) ($400,000 recovery for borrowers as a result of reinstatement quotes);

Pirillo v. PNC Mortgage Corp., Case No. 1l-C-751 (Circuit Court of Monongalia County, West Virginia) (consumer class action settlement);

Jessop v. Bankers Trust Co., Case No. 2:14-cv-00916 (D. Utah) ($19.8 million settlement recovery in 2017 on behalf of employee stock ownership plan participants for ERISA claims);

Navelski v. Int'l Paper Co., Case No. 3:14-cv-445 MCR/CJK (N.D. Fla.) (certified class on behalf of homeowners of 317 homes in a neighborhood alleged to be flooded by Defendant's dam breaking);

Roberts v. Walgreen Co., Case No. 12-C-337 (Circuit Court of Mercer County, West Virginia) (wage payment class settlement);

Triplett v. NationStar Mortgage, LLC, Case No. 3:11-cv-238 (S.D. W. Va.) (loan servicing case settled for $1.5 million);

Morris v. Merck Sharp & Dahme Corp., Case No. 3:11-cv-00882 (S.D. W. Va.) (wage payment class action settlement totaling $750,000);

Griffin v. American Gen. Fin., Case No. CV 09 685562 (Cuyahoga County, Ohio) (class action settlement for Ohio borrowers regarding refunds of unearned credit insurance premiums);

Conley v. Sears, Roebuck & Co., Case No. 1:97-cv-11149-PBS (D. Mass.) and *Brioso v. Sears, Roebuck & Co.*, Case No. 1:97-ap-01222-CJK (Bankr. Mass.), MDL No. 1185 (100% refunds to class members in settlement in favor of nationwide class of bankruptcy debtors, $165 million in cash and more than $300 million in debt relief provided);

Mazola v. The May Dep't Stores Co., Case No. 1:97-cv-10872-NG (D. Mass.) (100% refunds to class members class action settlement in favor of nationwide class of bankruptcy debtors, $17 million in cash and more than $50 million in debt relief provided);

Fisher v. Gen. Electric Capital Corp., Case No. 1:97-cv-03065 (N.D. Ill.), MDL No. 1192 (100% refunds to class members class action settlement in favor of nationwide class of bankruptcy debtors, $30 million in cash and more than $40 million in debt relief provided);

Spence v. Cavalry Portfolio Services, LLC, Case No. 1:14-cv-12655-PBS (D. Mass.) (class action settlement for interest charged on purchased credit card debt);

Glover v. Bank of America, N.A., Case No. 4:13-cv-40042-TSH (D. Mass.) (class action settlement for Massachusetts borrowers regarding late fees);

Wieland v. Bring Care Home, Inc., Case No. ESCV2013-01380 (Essex County, Mass.) (class action settlement for failure to pay all hours worked);

Powers v. Santander Consumer USA, Inc., Case No. 4:12-cv-11932-TSH (D. Mass.) (class action settlement on behalf of Massachusetts auto loan borrowers);

Ross v. Citifinancial Auto Ltd., Case No. 12-1173-TJC (M.D. Fla.) (class action settlement in favor of state-wide class of borrowers denied consumer rights disclosures);

Thomas v. Home Credit Corp., Inc., Case No. 11-CVS-1116 (Vance County, N.C.) (class action settlement in favor of state-wide class of borrowers denied consumer rights disclosures);

Desai v. Charvat, Case No. 1:11-cv-1925 (N.D. Ill.) ($15 million TCPA class settlement);

Deem v. Ames True Temper, Inc., Case No. 6:10-cv-01339 (S.D. W. Va.) ($405,000 class action settlement in an ERISA action);

Hall v. Capital One Auto Fin., Inc., Case No. 08-1181 (N.D. Ohio) ($37 million state-wide settlement on behalf of Ohio consumers deprived of rights under retail installment sales act);

Shonk v. SG Sales Co., Case No. 07-C-1800 (Circuit Court of Kanawha County, West Virginia) ($2.4 million nationwide settlement of class action brought under the Telephone Consumer Protection Act);

Muhammad v. National City Mortgage, Inc., Case No. 2:07-cv-00423 (S.D. W. Va.) ($700,000 settlement of West Virginia loan servicing class action alleging National City Bank charged late loan-payment fees in violation of state law);

Brailsford v. Jackson Hewitt, Case No. C 06-00700 CW (N.D. Cal.) (state-wide class action settlement on behalf of California purchasers of tax refund anticipation loans, coordinated with a complementary settlement obtained by the California Attorney General, encompassing broader claims concerning Jackson Hewitt's business practices);

Mitchell v. Prestige Fin. Services, Case No. CV2010-090395 (Maricopa County, Ariz.) (class action settlement in favor of state-wide class of borrowers denied consumer rights disclosures under Arizona UCC);

Aponte v. Empresas Berrios, Case No. 06-01865-ADC (D. P.R.) (class action settlement in favor of consumers subject to debt collection tactics prohibited by federal Fair Debt Collection Practices Act);

Sanders v. NCO, Case No. 1:06-cv-11059-NMG (D. Mass.) (class action settlement in favor of consumers contacted by debt collector in violation of state and federal law);

Jackson v. SAFCo, Case No. 06-04561 (Broward County Ct., Fla.) (class action settlement in favor of state-wide class of borrowers whose cars were illegally repossessed);

Hardwick v. Rent-A-Center, Inc., Case No. 3:06-0901 (S.D. W. Va.) (class action settlement worth more than $5 million, alleging violations of state Consumer Goods Rental Protection Act);

Grace v. Affiliated Fin., Case No. 05-017194 (Broward County Ct., Fla.) (class action settlement in favor of state-wide class of borrowers whose cars were illegally repossessed);

Dunlap v. Wells Fargo Financial West Virginia, Inc., Case No. 04-C-101 (Lincoln County, W. Va.) (predatory lending class action for over 100 West Virginia mortgage borrowers, settled for just over $9 million, including more than $4.9 million write down in mortgage balances, $4.15 million in cash, and credit repair);

Anderson v. Provident Bank, Case No. 04-C-199 (Circuit Court of Mercer County, West Virginia) (predatory mortgage lending class action settled for $8.1 million on behalf of 140 class members);

Cummins v. H & R Block, Inc., Case No. 03-C-134 (Kanawha County Ct., W. Va.) ($62.5 million nationwide class action settlement on behalf of purchasers of tax refund anticipation loans);

Stein, Stafford v. Schering-Plough Corp., Case No. 1:01-cv-11923-MLW (D. Mass.) ($56 million paid to settle civil portion of qui tam claims that Schering-Plough marketed drugs off-label for uses that had not been approved by the Food & Drug Administration);

Clague v. FirstMerit Bank, Case No. 03 CVF 27720 (Cuyahoga County, Ohio) ($18 million settlement on behalf of state-wide class of car owners subject to flawed repossession practices).

Claudio v. Lance Acceptance Corp., Case No. 04 CVF 137406 (Lorain County, Ohio) (settlement on behalf of state-wide class of car owners subject to flawed repossession practices);

Sanborn v. Nicholas Fin., Inc., Case No. 04 CVI 6969 (Cleveland Municipal Ct., Ohio) (settlement on behalf of state-wide class of car owners subject to flawed repossession practices);

Lowe v. Ford Motor Credit, Case No. 99 CVF 15806 (Cuyahoga County, Ohio) ($22 million class action settlement on behalf of state-wide class of borrowers whose cars were illegally repossessed);

Cooley v. F.N.B. Corp., Case No. 10010 of 2003, C.A. (Lawrence County, Penn.) (certified class of consumers deprived of post-default rights, settlement for state-wide class);

Malacky v. Huntington Nat'l Bank, Case No. CV 03 491420 (Cuyahoga County Ct., Ohio) (class action settlement in favor of state-wide class of borrowers whose cars were illegally repossessed);

Dillon v. Chase, Case No. 03-C-164-W (Circuit Court of Hancock County, West Virginia) ($3.3 million consumer class action settlement);

United States ex rel. Constance Conrad v. Eon Labs, Inc., Case No. 1:02–cv-11738–NG (D. Mass.) ($3.48 million qui tam settlement resolving claims that Eon misrepresented the Medicaid eligibility of its oral nitroglycerin products);

United States ex rel. Constance Conrad v. Forest Pharmaceuticals, Inc., Case No. 1:02–cv-11738–NG (D. Mass.) ($24.5 million paid to settle civil portion of qui tam claims that Forest sold unapproved thyroid drug);

United States ex rel. Constance Conrad v. Schwarz Pharma Inc., Case No. 1:02–cv-11738–NG (D. Mass.) ($22 million settlement resolving qui tam allegations that Schwarz and others submitted false quarterly reports to the government related to a pair of drugs);

Mendez v. Island Fin. Corp., Case No. 03-1075-JAF (D. P.R.) (settlement of class action alleging violations of the Truth in Lending Act);

Kent v. Western Massachusetts Electric Co., Case No. HAMPCV 2001-00232 (Mass. Super. Ct.) (settlement of consumer claims related to utility overcharge based on misclassification of billing rate);

Dwyer v. NSTAR, Inc., Case No. SUCV2001-01817 (Mass. Super. Ct.) (settlement of consumer claims related to utility overcharge based on misclassification of billing rate);

Mey v. Herbalife Int'l, Inc., Case No. 01-C-263 (Circuit Court of Ohio County, West Virginia) ($7 million nationwide class action settlement alleging violations of the federal Telephone Consumer Protection Act);

Brown v. Gibraltar Savings Bank, Case No. L-710-99 (Superior Court of New Jersey, Law Division, Cumberland County) and *Carrasco v. Parkway Mortgage and Fidelity Security Life Ins. Co.*, No. No. L-00-4815-99, Superior Court of New Jersey, Law Division, Camden County (consolidated class action settlement in favor of statewide class of credit insurance purchasers refunding unearned premiums);

Lewis v. Nat'l Grid [USA], Inc., Case No. 01-0232 (Hampshire Super. Court, Mass.) (class action settlement in favor of regional class of utility customers);

Torres v. Associates Fin. Services, Case No. 03-cv-01135 (D. P.R.) (class action settlement in favor of statewide class of Puerto Rico homeowners who received truth in lending disclosures which understated the cost of the loan);

Heist v. Chase Manhattan Bank, Case No. C-02-2380 (Frederick County Ct., Md.) (class action settlement in favor of statewide class of Chase borrowers assessed challenged inspection fees);

Horowitz v. Boch Motor, Inc., Case No. 01-659 (Norfolk Super. Ct., Mass.) (settlement on behalf of statewide class of consumer car buyers for violations of law prohibiting certain practices in sale of ancillary theft deterrent products);

Patton v. JB Robinson Jewelers, Inc., Case No. 97-C-4151 (N.D. Ill.) and *York v. Weisfields Jewelers, Inc.*, CA No. 98-C-5227 (N.D. Ill.) (class action settlement in favor of nationwide class of financed jewelry purchasers);

Migut v. Tandy Corp., Case No. 97-C-4800 (N.D. Ill.) (class action settlement in favor of nationwide class of bankruptcy debtors);

Donlevy v. First Commercial Mortgage Co., Inc., Case No. 1:96-cv-11401-GAO (D. Mass.) (class action settlement in favor of nationwide class of consumer mortgage borrowers);

Coppola v. Wendover Funding, Inc., Case No. 1:96-cv-11458-PBS (D. Mass.) (class action settlement in favor of nationwide class of consumer mortgage borrowers);

McKay v. ContiMortgage Corp., Case No. 1:96-cv-10717-EFH (D. Mass.) (class action settlement in favor of nationwide class of consumer mortgage borrowers);

Mogavero v. Matrix Fin. Services, Corp., Case No. 1:96-cv-11149-GAO (D. Mass.) and [consolidated] *Limper v. Matrix Fin. Services, Corp.*, Case No. 96-CVH-022 (C.P., Ottawa County Ct., Ohio) (class action settlement in favor of national class of consumer mortgage borrowers);

Davis v. GE Capital Mortgage Services, Inc., Case No. 95-cv-2043 (D. N.J.) (class action settlement in favor of national class of consumer mortgage borrowers);

Dunmire v. Domestic Loan and Investment Bank, et al., Case No. 1:95—cv-12617-JLT, (D. Mass.) (class action settlement in favor of regional class of consumer mortgage borrowers);

Dwyer v. Barco Auto Leasing Corp., Barron Chevrolet, Inc., and Bernardi, Inc., Case No. 1:95-cv-10888-WGY (D. Mass.) (class action settlement as to the defendants Barron and Bernardi in favor of statewide class of consumer lessees of motor vehicles);

Black v. Mitsubishi Motors Credit of America, Inc., Case No. 94C-3055, (N.D. Ill.) (class action settlement in favor of national class of consumer lessees of Mitsubishi motor vehicles);

Roach v. Colonial Nat'l Bank and Advanta Mortgage Corp., USA, Case No. 93-3542 (Suffolk Super. Ct., Mass.) (class action settlement in favor of statewide class of consumer mortgage borrowers);

Coley v. Guarantee Trust Life Ins. Co., Case No. 99-006680 (Cir. Ct. of Cook County Ill., Chancery Div.) (class certified in favor of statewide class of credit insurance purchasers refunding unearned premiums);

Hodo v. Fin. Enterprises Corp., Case No. 93-2861 (Suffolk Super. Ct., Mass.) (multi-plaintiff settlement in favor of elderly eastern Massachusetts consumer mortgage borrowers).

D. Bailey & Glasser's Lodestar and Expenses.

13. While assisting as co-counsel in the Massachusetts litigation ("*Duggan*"), the law firm of Bailey & Glasser incurred **$1,266.30** in filing, research, and courier fees.

14. In regard to the firm's lodestar, Bailey & Glasser charges the prevailing rates of its region, which are consistent with local market rates for complex class action litigation. Bailey & Glasser's lodestar calculations are based on our 2024 rates.

15. I reviewed Bailey & Glasser's time entries for this case and wrote off any time that reflected purely clerical work. The table below identifies the attorneys and staff members from Bailey & Glasser who worked on the *Duggan v. Martorello* case and for whom the recovery of fees is sought.

NAME AND POSITION	HOURLY RATE	HOURS BILLED	SUBTOTAL
John Roddy Partner	$1,075	118.3	$127,172.50
Elizabeth Ryan Partner	$1,075	3.9	$4,192.50
Mary McClay Senior Paralegal	$350	48.2	$16,870

TOTAL			**$148,235**

16. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct.

Dated: September 20, 2024

/s/ Elizabeth Ryan
Elizabeth Ryan

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

RENEE GALLOWAY, *et al.*,

Plaintiffs,

v.

Civil Action No. 3:19-cv-00314-REP

JUSTIN MARTORELLO., *et al.*,

Defendants.

DECLARATION OF STEVE D. LARSON

I, Steve D. Larson, hereby declare under penalty of perjury as follows:

1. I am a competent adult, over the age of eighteen, and this Declaration is based on my personal knowledge. All statements in this Declaration are true and correct to the best of my knowledge.

2. I am an attorney and shareholder at the law firm of Stoll Stoll Berne Lokting & Shlachter, P.C. ("Stoll Berne"). I am co-counsel for the plaintiff, Richard Smith, and the putative classes in *Richard Lee Smith, Jr. v. Matt Martorello, et al.*, No. 3:18-cv-01651 (D. Or.) ("*Smith*").

3. I graduated from the University of Oregon Law School, as Order of the Coif and first in my class, in 1986. I have practiced law in Portland, Oregon since graduation. I was an associate at Lindsay Hart Neil & Wagler LLP from 1986 through 1990. In 1990, I joined Stoll Berne as an associate. I became a shareholder at Stoll Berne in 1995.

4. At Stoll Berne, my practice has focused primarily on plaintiff-side representation in class actions, as well as complex business litigation. I have litigated extensively before the United States District Court in Oregon, as well as in Oregon state courts.

EXHIBIT 2

5. The U.S. District Court in Oregon, and other federal district courts, previously have appointed me as lead counsel or class counsel, in a number of class actions, including the following:

- *Rausch v. Hartford Fin. Servs. Grp. Inc.*, No. 3:01-cv-01529-BR (D. Or.) (lead counsel in a nationwide consumer class action alleging violations of the Fair Credit Reporting Act, $85 million settlement);
- *Razilov v. Nationwide Mut. Ins. Co.*, No. 3:01-cv-01466-BR (D. Or.) (lead counsel in a nationwide consumer class action alleging violations of the Fair Credit Reporting Act, $19 million settlement);
- *Chehalem Physical Therapy, Inc. v. Coventry Health Care, Inc.*, No. 3:09-cv-00320-HU (D. Or.) (lead counsel in a nationwide breach of contract class action for healthcare providers against the largest Preferred Provider Organization in the country, $11.3 million settlement);
- *Slayman v. FedEx Ground Pkg. Sys. Inc.*, No. 3:05-cv-01127-HZ (D. Or.) (class counsel for the Oregon class in an employment misclassification case that was transferred back to Oregon for trial after MDL pretrial proceedings, $15 million settlement);
- *Cedano v. Rite Aid Corp.*, No. 2:10-cv-00237-HZ (D. Or.) (class counsel for Oregon and Washington in nationwide overtime class action, $20.9 million settlement); and
- *In re Louisiana-Pacific Corp. Sec. Litig.*, No. 3:95-cv-00707-JO (D. Or.) (class counsel in nationwide securities fraud case, $65 million settlement).

6. In addition to the foregoing cases, I was appointed as co-liaison counsel in *In Re: Intel Corp. CPU Marketing, Sales Practices and Products Liability Litigation*, No. 3:18-md-2828-SI (multidistrict class-action litigation relating to alleged security vulnerabilities in Intel's microprocessors).

7. I also have been appointed or acted as lead or co-lead counsel in numerous state court class actions in Oregon, including:

- *Wilson v. Smurfit Newsprint Corp*., No. 9912-13689 (Cir. Ct. Or. Multnomah Cty.) (co-lead counsel in Oregon wage and hour class action);
- *Barlean v. Black & Co., et al*., No. 9012-07865 (Cir. Ct. Or. Multnomah Cty.) (class counsel in securities class action on behalf of investors against auditors, Deloitte & Touche; jury verdict in favor of plaintiffs resulted in total recovery for the class in excess of $6 million);
- *Batiste v. Quantum Residential, Inc*., No. 1102-02645 (Cir. Ct. Or. Multnomah Cty.) (lead counsel in landlord-tenant excessive fee class action); and,
- *Perez-Marcos v. Bottomley Evergreens*, No. 1202-02639 (Cir. Ct. Or. Multnomah Cty.) (co-lead counsel in overtime class action).

8. Stoll Berne is well-recognized as one of the premiere plaintiff-side class action litigation firms in Oregon and the Pacific Northwest. As Judge Hubel wrote in his Final Order Approving Class Action Settlement (Dkt. 259) in *Chehalem Physical Therapy, Inc. v. Coventry Health Care, Inc*., a class action discussed above where Stoll Berne was lead counsel: "Class counsel are highly experienced in representing clients in class action lawsuits, and the result achieved for the plaintiffs in this case is excellent."

9. The U.S. District Court in Oregon has previously appointed Stoll Berne lead counsel, or co-lead counsel, in the following class actions, among others: *Ciuffitelli, et al. v. Deloitte & Touche, LLP*, et al. No. 3:16-cv-00580-AC (D. Or.) (co-lead counsel in securities fraud case resulting in $234.6 million settlement); *McKenzie Law Firm, P.A. and Oliver Law Offices, Inc. v. Ruby Receptionists, Inc*., No. 3:18-cv-01921-SI (D. Or.) (co-lead counsel in consumer protection case resulting in settlement valued at $8 million); *Victorio, et al v. Stahlbush Island Farms*, No. 6:10-cv-06061-AA (D. Or.) (lead counsel in wage and hour class action); *In Re Assisted Living Concepts*, No. 6:99-cv-00167-AA (D. Or.) (lead counsel in nationwide securities fraud case, $43.5 million settlement); *Flecker v. Hollywood Entertainment Corp*., No. 3:95-cv-01926-MA (D. Or.) co-lead counsel in nationwide securities fraud case, $15 million settlement); *In Re Melridge Sec. Litig*., No. No. 3:87-cv-01426-FR (D. Or.) (co-lead and liaison counsel in

nationwide securities fraud, $88 million verdict). The District Court also appointed Stoll Berne as Liaison Counsel and to serve on the Plaintiffs' Steering Committee in *In re Farmers Insurance Exchange Claims Representatives' Overtime Pay Litigation*, MDL Docket No. 1439 (D. Or.).

10. Aside from my work on class actions, I have handled hundreds of cases that I would characterize as "complex litigation." I characterize much of my work as "complex," among other reasons, because of the amounts at issue and the potential consequences flowing from the disputes, the procedural issues presented, the complexity of strategy decisions and the impact those decisions have on other issues, the scale of discovery involved, and the complexity of the legal issues presented. In the course of my over thirty-eight-year career, I have been counsel in nearly every conceivable type of complex litigation matter, including but not limited to, securities litigation, employment litigation, intellectual property disputes, unfair competition claims, and disputes involving family wealth. Such cases have involved multiple districts and multiple parties. I have also tried to verdict multiple cases in state court and federal court.

11. Steven Berman, a former shareholder at Stoll Berne, worked with me on this matter. Mr. Berman is a 1994 graduate of Harvard Law School. After graduation, he clerked for Justice Susan P. Graber on the Oregon Supreme Court. Mr. Berman worked at Stoll Berne from 2001-2008 and returned to the firm in 2010. He became a shareholder in 2014 and left the firm in 2024. He has over twenty-five years of litigation experience, appearing frequently in Oregon state and federal courts, as well as courts in other jurisdictions. Mr. Berman has significant complex litigation experience, including in the areas of consumer, business and securities litigation. He worked extensively on the *Rausch v. Hartford Fin. Servs. Grp. Inc*. case (discussed above), and on numerous other cases in which the firm has been appointed class counsel.

12. True and correct copies of biographies from the Stoll Berne website for me and Mr. Berman are attached hereto as Exhibits A and B. Attached as Exhibit C hereto is a true and correct copy of a description of our firm's practice with a summary of some of our class action experience.

13. The law firm of Stoll Berne assisted in the Oregon litigation ("*Smith*") and had **$1,629.85** in filing, research, and courier fees.

14. Stoll Berne charges the prevailing rates of its region, which are consistent with local market rates for complex class action litigation. Stoll Berne's lodestar calculations are based on our 2024 rates.

15. I reviewed Stoll Berne's time entries for this case and wrote off any time that reflected purely clerical work. The table below identifies the attorneys and staff members from Stoll Berne who worked on the *Smith v. Martorello* case and for whom the recovery of fees is sought.

NAME AND POSITION	HOURLY RATE	HOURS BILLED	SUBTOTAL
Steve Larson Partner	$715	64.2	$45,903
Steve Berman Partner	$585	38.9	$22,756.50
Angel Falconer Senior Paralegal	$335	0.5	$167.50
TOTAL			**$68,827**

16. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct.

Dated: September 20, 2024

Steve D. Larson

Stoll Berne

Steve Larson

Attorney

Telephone: (503) 227-1600
Fax: (503) 227-6840
209 SW Oak Street, Suite 500
Portland, Oregon 97204
slarson@stollberne.com
Download Vcard
LinkedIn

An experienced trial lawyer who handles both hourly and contingent fee cases, Steve has expertise in class actions, antitrust litigation, securities litigation, corporate disputes, intellectual property disputes, unfair competition claims, and disputes involving family wealth. Steve regularly represents individuals and businesses in federal and state court and has obtained class-wide recovery in multiple class actions. A veteran practitioner, Steve's clients value his creative approach to resolving complex litigation matters.

EDUCATION

University of Oregon Law School, J.D., Order of the Coif, graduating first in his class, 1986
Recipient of the American Jurisprudence Awards for Evidence, Contracts, Damages, and Trusts and Estates

University of Minnesota, B.A., 1981

ADMITTED TO PRACTICE

Oregon State Bar, 1986

U.S. District Court, Oregon

U.S. Court of Appeals, Ninth Circuit

U.S. Court of Appeals, Eleventh Circuit

U.S. Supreme Court

PROFESSIONAL EXPERIENCE

Stoll Berne
Shareholder, 1995-present
Associate, 1990-1994

Lindsay Hart Neil & Weigler LLP
Associate, 1986-1990

PROFESSIONAL ACTIVITIES

Oregon State Bar
Board of Governors, 2009-2012; Vice President, 2012
Litigation Section Executive Committee, 2007-2008
Consumer Law Section Executive Committee, 2007-2008
Business Litigation Section Executive Committee, 2000-2004; Chairman, 2004
Securities Regulation Section Executive Committee, 1999-2003; Chairman, 2003
Uniform Trial Court Rules Committee, 1998-2000
Oregon Practice and Procedure Committee, 1996-1998

Multnomah Bar Association
Board of Directors, 2016-2018
Judicial Screening Committee, 2015-2016
CLE Committee, 2007-2008
Committee on Judiciary, 2002

American Bar Association
Litigation Section
Class Actions and Derivative Suits Committee
Antitrust Section

Oregon Trial Lawyers Association
Board of Governors, 1994-1998
Consumer Protection Section Co-Chair, 2001-2006
Business Litigation Section Chair, 1999

National Consumer Law Center
Partners Council, 2008-present

COMMUNITY ACTIVITIES

Bud Clark Commons
Volunteer, 2011-present

Oregon Law Foundation
Board Member, 2006-2008

Senior Law Project
Volunteer, 1986-2008

Campaign for Equal Justice
Advisory Board, 2000-present

AWARDS

American Board of Trial Advocates
Inductee, 2016

Benchmark Litigation
2012-2021

Chambers USA
2009-2021

Martindale-Hubbell
AV* Rated

Oregon Super Lawyers
2006-2020

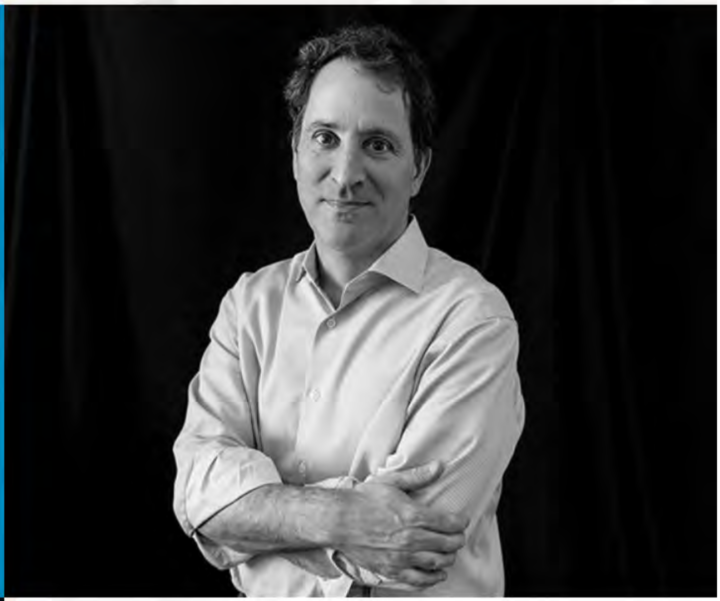
The Best Lawyers in America®
2010-2022
Lawyer of the Year, Portland: Mass Tort Litigation / Class Actions – Plaintiffs, 2021
Lawyer of the Year, Portland: Litigation – Securities, 2020

Stoll Berne

Steven Berman

Attorney

Telephone: (503) 227-1600
Fax: (503) 227-6840
209 SW Oak Street, Suite 500
Portland, Oregon 97204
sberman@stollberne.com
Download Vcard
LinkedIn



Steve provides clients with responsive, effective, and efficient solutions to complicated problems. Steve's litigation practice focuses on complex business, securities, insurance coverage, and consumer disputes. He also regularly provides counsel to progressive causes and candidates regarding Oregon and local elections law.

Steve represents both individuals and institutions, predominantly as plaintiffs, in state and federal trial courts, before the Financial Industry Regulatory Authority (FINRA), and before other arbitration and regulatory bodies. He has briefed and argued appellate matters before the Oregon Court of Appeals, the Oregon Supreme Court, the Third Circuit Court of Appeals, and the Ninth Circuit Court of Appeals. Steve has also served as an arbitrator the past several years. His clients value his straightforward but strategic approach to resolving disputes both in and out of the courtroom, and his special expertise in navigating politically sensitive matters.

EDUCATION

Harvard Law School, J.D., *cum laude*, 1994

Amherst College, B.A., *magna cum laude*, 1989

ADMITTED TO PRACTICE

Oregon State Bar, 1995

U.S. District Court, Oregon

U.S. Court of Appeals, Third Circuit

U.S. Court of Appeals, Ninth Circuit

U.S. Supreme Court

PROFESSIONAL EXPERIENCE

Stoll Berne
Shareholder, 2014-present
Of Counsel, 2001-2008; 2010-2013

Our Oregon
Counsel and Research Director, 2008-2010

Steven C. Berman, Attorney
Sole Practitioner, 1999-2001

Ball Janik LLP
Associate, 1997-1999

Hon. Susan P. Graber (Oregon Supreme Court)
Judicial Law Clerk, 1994-1996

PROFESSIONAL ACTIVITIES

Oregon State Bar
House of Delegates, Region 5, 2018-2020
Procedure and Practice Committee, 2012-2015; Chair, 2015

Oregon Trial Lawyers Association
Board of Governors, 2016-present
Business Litigation Committee, Co-Chair, 2012-2015
Amicus Committee, 2002-2004
New Lawyers' Committee, 2001-2002

COMMUNITY ACTIVITIES

Oregon Lawyers Against Hunger
Board of Directors, 2002-2005

Oregon League of Conservation Voters
Board of Directors, 2009-2015

WaterWatch of Oregon
Board of Directors, 2005-2010

PUBLICATIONS

"Pretrial and ORCP 21 Motions," author, *Oregon Civil Pleading and Litigation*, 2020 Edition

AWARDS

Martindale-Hubbell
AV* Rated

Oregon Super Lawyers
2012-2020

Oregon Trial Lawyers Association
Arthur H. Bryant Public Justice Award, 2005

The Best Lawyers in America®
2015-2022

Lawyer of the Year, Portland: Litigation – Insurance, 2019

Stoll Berne

WHO WE ARE

Deeply rooted in the Northwest and nationally recognized for over 40 years, Stoll Berne has produced extraordinary results through practical, strategic and tenacious representation. We are proud that more than half of our client list originates from referrals by satisfied clients and peers. We keep our firm small in order to provide efficient services in specialized areas in which we have significant experience.

A BELIEF IN SOCIAL RESPONSIBILITY

Stoll Berne gives back to its community. Every year, the firm donates a generous percentage of gross revenues to charitable causes. We are a major contributor to the Lawyers' Campaign for Equal Justice, which provides legal services funding to low-income Oregonians. Many of our lawyers donate their time to pro bono legal work, including representing seniors, indigent clients and migrant workers. Our community partners include Self Enhancement, Inc., Community Cycling Center, Ronald McDonald House of Oregon and Southwest Washington, Hoyt Arboretum Friends, CASA, Hands on Portland and Oregon Food Bank. We also participate in charitable fundraising and coach high school mock trial teams.

PERSONAL INTEGRITY AND PROFESSIONAL EXCELLENCE

Our attorneys are selected for their personal integrity, sound judgment and superior academic achievement. Many of our lawyers finished at or near the top of their class at the nation's premier law schools and continue to receive professional honors and accolades. We are consistently peer-rated as among the best lawyers in Oregon, and frequently cited for our publishing in professional journals. Our lawyers are regularly invited to professional speaking engagements.

A PRACTICAL ATTITUDE TOWARD PREVENTING AND RESOLVING DISPUTES

Stoll Berne represents individuals, small and large corporations, financial institutions, and government entities. Our clients, from individuals and closely held corporations to Fortune 500 companies, all have one thing in common – they seek exceptional legal representation. By choosing to concentrate our practice on focused areas of expertise, we offer our clients the opportunity for continued success.

AREAS OF PRACTICE

Antitrust Litigation

We represent United States and international companies and consumers in all aspects of antitrust litigation, including price-fixing, customer allocation, market division, price discrimination, and unfair or deceptive trade practices.

Appellate

Stoll Berne's attorney provide expert advice to clients on appellate issues at every stage of our representation. The firm's attorneys have appeared before federal circuit courts of appeal throughout the United States and the Oregon appellate courts.

Business Litigation

From everyday contract disputes to bet-the-company litigation, our litigation team works to understand each party's priorities and to create a solution that best serves you.

Business Organizations & Transactions

We act as general and special counsel to businesses engaged in a wide variety of industries, including real estate, finance, securities, technology, sports apparel, agriculture, and health care.

Class Actions

As Oregon's leading plaintiffs'-side class actions firm, we help our clients to level the playing field and find justice. We have earned our reputation and work hard for our clients.

Elections & Government Law

We provide advice and counsel to political campaigns, candidates, and individuals involved in state and local political or governmental processes.

Employment

From wage and hour class actions to advising employers and employees on noncompetition and severance issues, our lawyers handle many aspects of employment law.

Environmental

We have experience litigating environmental issues including mass environmental torts, consumer products contamination, and state and federal natural resource damage recovery.

Healthcare Litigation

We've litigated nearly every type of healthcare dispute, ranging from complex antitrust matters to medical practice break-ups. Our clients range from small group practices to major regional integrated delivery systems and a prominent medical school.

Intellectual Property Litigation

We represent parties in patent, trade secret, trademark, copyright, false advertising, unfair competition, defamation, medical research practice, and related intellectual property matters.

Internal Investigations

We specialize in complex independent investigations of public bodies and private companies. Our deep experience representing both plaintiffs and defendants enables us to approach investigations without bias.

Lawyer, Accountant & Professional Malpractice

We represent clients in disputes with attorneys, accountants, auditors, insurance brokers, stock brokers, real estate professionals, and many other professionals.

Real Estate

We represent real estate developers, investors, and financial institutions with real estate matters from purchase and sale, construction and financing, to commercial leasing and development, and tax matters.

Securities Compliance & Defense

We represent a number of select national, regional, and local securities broker-dealers and brokers in disputes with customers, with other broker-dealers, and before regulators.

Securities Litigation

Stoll Berne is Oregon's premier securities litigation firm. We have represented as many or more investors in securities and stockbroker fraud cases than any other firm in Oregon and have recovered hundreds of millions of dollars for our clients.

Trust & Estate Litigation

We represent clients involved in trust and estate litigation in a wide range of disputes including self-dealing and mismanagement of assets, business dealings and investment strategies, undue influence and lack of capacity, and accountings.

POWER IN OUR PEOPLE

Lydia Anderson-Dana

Lydia is an associate in the firm's litigation group where she focuses on securities and class actions litigation. Prior to joining Stoll Berne, Lydia served as a law clerk for the Honorable Judge Morgan B. Christen (U.S. Court of Appeals for the Ninth Circuit), and for the Honorable Chief Judge Michael W. Mosman (District of Oregon).

Elizabeth Bailey

Elizabeth is an associate in the firm's litigation group where she focuses on complex litigation matters. Prior to joining Stoll Berne, Elizabeth served as a law clerk for the Honorable Judge David W. Christel (U.S. District Court, Western District of Washington) as well as a judicial extern to the Honorable Jolie A. Russo (U.S. District Court of Oregon).

Steven Berman

Steve provides clients with responsive, effective, and efficient solutions to complicated problems. Steve's litigation practice focuses on complex business, securities, insurance coverage, and consumer disputes. He also regularly provides counsel to progressive causes and candidates regarding Oregon and local elections law.

Cody Berne

Cody's practice focuses on representing investors who lost money because of fraud and other misconduct, class actions, and business litigation. Before joining Stoll Berne, Cody was a deputy district attorney with the Multnomah County District Attorney's Office and was an associate with the Portland office of Miller Nash Graham & Dunn LLP.

Gary Berne

A founding member of the firm, Gary represents clients in a variety of matters ranging from investment fraud, ERISA, and lawyer and accountant malpractice to insurance coverage claims, will contests, trust disputes, and class actions. He represents clients in both state and federal courts, and many of his cases involve securities, shareholder, partnership, antitrust, or elder abuse claims. Gary also serves as a mediator and arbitrator.

Andrew Davis

As an expert in the areas of commercial real estate and related business transactions, including development, investment, and finance, Andy has earned a loyal client base that relies on him, deal after deal, to move high-profile development projects across the finish line. He advises clients in a wide range of transactions and matters, including the purchase and sale, development, investment, leasing, financing, management, and ownership of commercial properties.

Timothy DeJong

As a tenacious and passionate litigator who focuses on intellectual property, securities, and complex business disputes, Tim regularly handles litigation matters involving patent infringement, trademark infringement, trade secrets, class actions, violations of state and federal securities statutes, financial fraud, and stockbroker malpractice.

Keith Dubanevich

Keith is an accomplished trial, appellate, and healthcare lawyer with over 30 years of experience in more than a dozen different jurisdictions around the country. With a focus on complex dispute resolution, with particular emphasis in the healthcare industry, Keith is adept at handling multi-state and international antitrust cases, consumer litigation, and securities disputes. In healthcare, he has handled peer review disputes, partnership and incorporation matters, and billing investigations. He has also lead internal investigations for publish entities as well as for not-for-profit organizations.

Maddie Holmes

Maddie is an associate attorney and focuses her practice on complex litigation matters. Prior to joining Stoll Berne, Maddie was a judicial law clerk to the Honorable Scott Shorr (Oregon Court of Appeals) where she researched and drafted appellate opinions. As a certified law student, she represented clients in misdemeanor criminal cases for the Metropolitan Public Defender's office.

Meg Houlihan

Meg is an associate in the firm's litigation group where she focuses on complex litigation matters. Prior to joining Stoll Berne, Meg was an associate in another Portland law firm and also had served as a judicial law clerk for the Honorable Morgan Christen (U.S. Court of Appeals, Ninth Circuit) and the Honorable Michael Simon (U.S. District Court, District of Oregon). In those clerkships, Meg was able to provide legal research for both civil and criminal matters and worked on several trials.

Emily Johnson

Emily is an associate in the firm's litigation group where she focuses on complex litigation matters. Prior to joining Stoll Berne, Emily was an associate attorney for another Portland law firm where she practiced personal injury litigation. She served as a law clerk in the Civil Enforcement Division – Financial Fraud & Consumer Protection for the Oregon Department of Justice.

Keith Ketterling

Keith is the firm's managing shareholder and is an experienced trial lawyer who represents institutional and individual investors in securities and financial fraud litigation. Additionally, he handles matters involving real estate litigation, securities class actions, trade secret and noncompetition litigation, and other complex business litigation.

Steve Larson

An experienced trial lawyer who handles both hourly and contingent fee cases, Steve has expertise in class actions, consumer cases, antitrust litigation, securities litigation, corporate disputes, intellectual property disputes, unfair competition claims, employment matters, and disputes involving family wealth. Steve regularly represents individuals and businesses in federal and state court and has obtained class-wide recovery in multiple class actions.

Benjamin Leedy

As a shareholder in the firm's real estate and business group, Ben focuses his practice in the areas of commercial real estate acquisitions and dispositions, real estate finance, leasing, and real estate development. He frequently advises clients in connection with purchase and sale transactions, office, retail and industrial leases, and secured lending transactions.

David Lokting

As one of the cornerstones of the firm for over 25 years, David represents clients in a wide range of business and real estate transactions, including forming business organizations (corporations, partnerships, and limited liability companies), buying and selling businesses, equity buy-ins and buy-outs (including business "divorces"), development, acquisition, sale, and financing of all types of commercial and investment real estate, structuring and completing forward and reverse Section 1031 exchanges, and representing developers and lenders in affordable housing projects.

Keil Mueller

Keil is a trial lawyer who regularly represents individual and corporate clients in state and federal court, as well as in arbitration proceedings. His practice focuses on all aspects of complex business litigation, including shareholder and partnership disputes, class actions, securities and financial fraud litigation, contract disputes, and trade secrets litigation.

Joshua Ross

Josh represents clients in a wide variety of civil matters, including complex business disputes, trust and estate litigation, shareholder disputes, consumer and securities fraud actions, class actions, breach of professional and fiduciary duty, and property and contract disputes. In his trust and estate litigation practice, Josh handles matters involving misconduct by trustees or personal representatives, mismanagement of assets by those owing fiduciary obligations, claims concerning capacity to amend estate plans, and undue influence by interested parties.

Robert Shlachter

Rob is an accomplished mediator, arbitrator, and trial lawyer who handles cases in state and federal courts, as well as before arbitration panels, emphasizing all types of complex business litigation. He concentrates on intellectual property, unfair competition, and real estate litigation.

Jen Wagner

As a trial lawyer who practices in the areas of complex business, securities, financial fraud, employment, and class action litigation, Jen regularly represents clients in state and federal court and in private arbitrations. Jen advocates for her clients with intelligence and integrity and is particularly adept at navigating the unique strategic and procedural challenges of complex business and class action litigation.

To learn more about our areas of practice, our people, and our representative cases, please visit us at stollberne.com.

Stoll Berne

CLASS ACTIONS REPRESENTATIVE CASES

Oregon Labor Day Fires

Stoll Berne, along with co-counsel, filed a proposed class action complaint against PacifiCorp, a massive electric utility, for the catastrophic damages to homes, businesses, schools, and entire communities allegedly caused by the power companies' negligence and downed power lines during the devastating fires that ignited in Oregon during the Labor Day weekend of 2020. The fires destroyed thousands of homes and burned over 1 million acres.

CenturyLink Sales Practices and Securities Litigation

This securities fraud class action against CenturyLink, Inc. And six of its senior officers arose out of defendants" years-long practice of routinely and systematically "cramming" customer accounts – misquoting prices and improperly billing customers fees and services they did not authorize – in order to create a false image of financial success. A settlement was reached in 2021.

Receptionist Services Suit

Keith Dubanevich and Cody Berne represented, along with co-counsel, a certified class of thousands of current and former customers of Ruby Receptionists, Inc. In *McKenzie Law Firm P.A. et al. V. Ruby Receptionists, Inc.*, Case No. 3:18-cv-01921-SI (D. Or.). The complaint alleged breach of contract, unjust enrichment, and other claims arising from Ruby Receptionists allegedly charging for receptionist time not actually used. After more than three years of litigation in this, and the related case, *Maiden Insurance LLC v. Ruby Receptionists, Inc.*, Multnomah County Circuit Court Case No. 17cv48545, the lawsuit settled a few weeks before trial.

Securities Class Action

Stoll Berne attorney Cody Berne represented a publicly traded company that provided human resources services and workers compensation coverage to businesses across the country in a federal court class action for securities fraud, a state court shareholder derivative suit, and an investigation by the SEC. The claims arose in connection with how the company calculated and accounted for workers compensation liability. The litigation was favorably resolved.

Aequitas Securities Litigation

A team of Stoll Berne attorneys are currently representing investors in the various Aequitas companies in a proposed securities class action asserting Oregon Securities Law claims against parties who participated or aided in Aequitas' sales of securities. Among the defendants are Aequitas' accounting firms, Deloitte & Touche and EisnerAmper; Aequitas' law firms, Tonkon Torp and Sidley Austin; TD Ameritrade and Duff & Phelps.

Intel Corp. CPU Marketing, Sales Practices and Products Liability

Stoll Berne was appointed as Plaintiffs' Co-Liaison Counsel. Plaintiffs seek to certify a nationwide class of all persons or entities that purchased or leased Intel Corp. CPUs or devices containing Intel CPUs from January 1, 2006, to the present. Plaintiffs assert numerous claims arising out of Intel's false and misleading statements and conduct relation to the security of its CPUs.

Public Accommodations Law re Airbnb

Together with the Law Office of Nick Kahl, Stoll Berne attorney Josh Ross filed a class action against Airbnb on behalf of black Oregonians who have been denied access to equal public accommodations under the Oregon Public Accommodations Law. The lawsuit seeks injunctive relief in the form of an Airbnb platform that does not result in measurable discrimination against blacks seeking to rent lodgings through Airbnb's website.

Premera Blue Cross Data Breach

Keith Dubanevich represented plaintiffs from multiple states in a proposed class action against a health insurer for harm resulting from a massive breach of its data systems, permitting hackers access to the personal, medical, and financial information of more than 11 million Premera subscribers and employees. A settlement was reached in 2019.

Sony Antitrust Class Action

Steve Larson filed a federal class action against Sony Corporation, Hitachi Ltd., LG Electronics, Inc., Toshiba Corporation, and others on behalf of Oregon consumers who purchased optical disk drive products (such as CD, DVD or Blu-ray players, or computers containing such devices). The complaint alleges that defendants conspired to fix, raise, maintain, and stabilize the price of optical disk drive products sold in Oregon, in violation of state and federal antitrust laws, and that Oregon consumers have paid supracompetitive prices for these products as a result. The lawsuit, which has been consolidated into multidistrict litigation, seeks treble damages and injunctive relief on behalf of Oregon consumers harmed by defendants' conduct.

Auto Parts Antitrust Litigation

Steve Larson and Keil Mueller are currently representing Oregon purchasers of automobiles in over 38 putative class actions alleging that the manufacturers of a wide variety of automotive parts fixed prices for those parts. Many of the claims have been settled, and the settlement proceeds for all of the nationwide class actions currently exceed $250 million.

"Pay for Delay" Class Action

The firm recently concluded a "pay for delay" class action against pharmaceutical companies that manufacture Aggrenox, a stroke medication. The complaint alleges that the manufacturer paid generic manufacturers to delay the introduction of a generic form of the medication, resulting in harm to stroke patients. Class counsel, including Keith Dubanevich, obtained a $54 million settlement on behalf of the class.

A.F., et al., vs. Providence Health Plans

Keith Dubanevich and Josh Ross represented children with autism in a class action against Providence Health Plan. The lawsuit alleged that Providence wrongfully denied claims for reimbursement of expenses related to Applied Behavioral Analysis therapy ("ABA"). A federal judge approved the case as a class action and then ruled that Providence's behavior violated both federal and state law. Shortly thereafter, the Oregon Insurance Division wrote bulletins requiring coverage of ABA. As a result, health insurance companies in Oregon and large corporations with self-insured plans began covering ABA for their employees. After years of litigation, the Court approved a settlement under which Providence agreed to never use the Developmental Disability Exclusion to deny coverage of ABA, paid a confidential sum to the families that led the case, and paid attorneys' fees.

Villanueva vs. Liberty Acquisitions Servicing, LLC

Stoll Berne represented former debtors of U.S. Bank in a consumer class action brought against a debt collection firm alleging violations of the Fair Debt Collection Practices Act. The lawsuit alleged that the defendant collected more money from debtors than it was legally entitled to collect through lawsuits seeking to collect "contractual interest" at rates as high as 21.9%. Plaintiffs alleged that Liberty was not entitled to seek interest because the agreement between the debtors and U.S. Bank did not provide for recovery of any interest. A federal District Court approved the case as a class action and appointed Josh Ross, Keil Mueller, and co-counsel Kelly Jones as class counsel. The case settled for $2.3 million and over 18,000 class members received settlement payments.

Consumer Class Action Before the U.S. Supreme Court

Steve Larson and former Stoll Berne attorney Scott Shorr (now an Oregon Court of Appeals judge) appeared before the U.S. Supreme Court in two cases brought by consumers alleging that their insurers had not provided them with notice that the insurers were charging them higher premiums because of their credit scores, notice that is required under the Fair Credit Reporting Act. The Supreme Court agreed with the consumers' arguments that a lower recklessness standard is sufficient to prove willfulness under the Fair Credit Reporting Act and rejected the arguments of the insurance industry that a higher "knowing" standard was necessary to prove a willful violation. The Supreme Court's opinion can be found at *Safeco Ins. Co. of America v. Burr*, 127 S.Ct. 2201 (2007), and is frequently cited in cases arising under the Fair Credit Reporting Act.

Representation of Victims of Financial Fraud

Gary Berne has represented victims of financial fraud in individual cases and class actions, ranging from claims against brokerage firms to matters involving derivative securities, real estate, TICs, annuities, tax shelters, and offshore scams. Individual cases have involved claims against national and local stockbrokers and investment advisors and many types of investments, including stocks, bonds, ETFs, mutual funds, life settlement trusts, untraded REITS, and partnerships. Class actions and multi-investor cases include claims against corporations, accounting and law firms in many of types of businesses, including technology, real estate, securitized mortgage companies, assisted living, and manufacturing.

In re JPMorgan Chase & Co. Securities Litigation

A team of Stoll Berne attorneys served as Special Assistant Attorneys General to the State of Oregon in its role as co-lead plaintiff in a securities fraud class action lawsuit against JPMorgan Chase. Plaintiffs alleged that JPMorgan misled investors about the severity of the over $2 billion loss suffered by the company in the “London Whale” trading scandal. When the truth came out, JPMorgan’s stock price dropped. Working closely with co-class counsel Bernstein Litowitz Berger & Grossmann LLP, Grant & Eisenhofer, P.A., and Kessler Topaz Meltzer & Check, LLP, Stoll Berne attorneys Keith Ketterling, Keith Dubanevich, and Keil Mueller helped to obtain a $150 million settlement on behalf of JPMorgan investors.

FedEx Ground Class Action

Stoll Berne attorneys Steve Larson and Keil Mueller represented Oregon drivers for FedEx Ground in a class action alleging that FedEx Ground misclassified the drivers as independent contractors but treated them like employees. The initial complaint was filed in 2005. The trial court certified the case to proceed as a class action in 2008. In 2010, the trial court granted a motion for summary judgment in favor of FedEx Ground finding that the drivers were not misclassified. In 2014, the Ninth Circuit appellate court reversed the trial court’s decision and ruled as a matter of law that the drivers were employees. The ruling made way for drivers to proceed to trial to recover overtime and improperly deducted business expenses. In 2016, the case settled for $15.45 million. Several drivers received settlement checks in excess of $100,000. The Ninth Circuit’s opinion can be found at *Slayman v. FedEx Ground*, 765 F.3d 1033 (9th Cr. 2014).

Telephone Consumer Protection Act Class Action

Keith Dubanevich prosecuted a Telephone Consumer Protection Act class action claim against a national food marketing company. The case settled on favorable terms pending motions to dismiss.

Cable Services Class Action

Keith Dubanevich prosecuted a class action in New Jersey challenging a cable company’s unlawful bundling of cable services with set top boxes. While a motion for class certification was pending, the case settled, resulting in a change to the company’s policies and refunds to customers.

Farmers Insurance – Overtime Class Action

Stoll Berne served on the Steering Committee and as liaison counsel in a nationwide class and collective action under federal and state laws brought on behalf of approximately 2,800 claims adjusters working in states across the country. The claims adjusters alleged that Farmers Insurance wrongfully failed to pay them overtime wages. Stoll Berne attorneys Robert Stoll (Retired), Jen Wagner and Josh Ross represented the class, and Stoll and Wagner served as co-trial counsel in a three-week liability phase trial.

Stahlbush Farms Class Action

Steve Larson represented agricultural employees in an employment class action against Stahlbush Island Farms for failure to pay overtime wages under the federal Fair Labor Standards Act and the Oregon Wage and Hour Law. Class members received settlements from Stahlbush, who had misclassified processing plant and other employees as exempt from overtime.

Bank of New York Mellon Securities Class Action

Keith Ketterling, Keith Dubanevich, and Keil Mueller obtained a $180 million settlement on behalf of Bank of New York Mellon investors in a lawsuit alleging that the bank operated a deceptive foreign currency exchange program. The lawsuit further alleged that the bank had misled its investors about the profitability and viability of this line of business. Stoll Berne served as Special Assistant Attorneys General to lead plaintiff the State of Oregon and worked closely with class counsel Bernstein Litowitz Berger & Grossmann LLP to bring the lawsuit to a successful resolution.

BP Unpaid Dividends Suit Following Deepwater Horizon Disaster

A team of Stoll Berne attorneys represented the named plaintiff in a multidistrict litigation class action against BP p.l.c. seeking to collect on behalf of U.S. investors the dividends that BP declared, but never paid, following the Deepwater Horizon disaster. Keith Ketterling, Steve Larson, and Jen Wagner pursued the action through multiple motions to dismiss and an appeal to the Fifth Circuit Court of Appeals.

Bank of America Flood Insurance Litigation

Stoll Berne attorney Tim DeJong recovered $31 million on behalf of a nationwide class of homeowners forced by Bank of America to purchase overpriced and excessive flood insurance.

Chehalem Physical Therapy, et al. vs. Coventry Health Care, Inc.

In a national class action against Coventry Health Care, Steve Larson and Josh Ross, along with counsel from Oregon and Louisiana, represented health care providers (such as doctors and physical therapists) who provide medical services in the workers' compensation system. The lawsuit alleged that Coventry improperly calculated the amount of reimbursements paid to plaintiffs for medical services. A federal judge certified an injunctive class aimed at stopping the alleged practice and named Larson as lead class counsel and Ross as liaison counsel for the class. The case ultimately settled, with a settlement value in excess of $5 million. In his opinion approving the settlement, the District Court remarked that "Class counsel are highly experienced in representing clients in class action lawsuits, and the result achieved for the plaintiffs in this case is excellent."

Bottomley Evergreens Class Action

Stoll Berne attorneys Steve Larson and Jen Wagner obtained a settlement from Bottomley Evergreens in a wage and hour class action in Oregon state court on behalf of over 400 seasonal workers that made Christmas wreaths at an Oregon facility. Over 80 percent of the class members filed claims. Workers received penalties, full reimbursement of overtime, and attorney fees.

Rite Aid Class Action

Rite Aid assistant store managers sued the national pharmacy giant in federal court, alleging that they had been improperly misclassified as exempt from overtime when they performed no managerial tasks. Stoll Berne attorney Steve Larson, who had filed cases in Oregon and Washington, helped obtain a $20.9 million settlement on behalf of the nationwide class.

Quantum Residential Class Action

Stoll Berne represented a class of over 2,000 current and former tenants on claims against property manager Quantum Residential for charging illegal nonrefundable bond fees. Steve Larson and Jen Wagner successfully negotiated a settlement which allowed current tenants to obtain a refund of the entire fee, and also provided a significant refund to former tenants.

Portland School District – Custodian Class Action

Stoll Berne attorney Jen Wagner negotiated a $14.5 million settlement in a federal civil rights class action against the Portland Public School District (the "District"). Plaintiffs, on behalf of a class of 280 former custodians, alleged that they were illegally terminated by the District in 2002 as the result of the District's decision to contract for custodial services. Wagner joined the trial team and negotiated a precedent-setting settlement for the class. As reported by The Oregonian, at the time, it was the largest settlement ever paid by the District.

Nationwide Automobile Insurance Class Action

Over a span of five years, Steve Larson represented consumers who had purchased automobile insurance from Nationwide and alleged that the insurer had failed to adequately inform policy holders that they had been charged higher premiums because of their credit scores, as required by the Fair Credit Reporting Act. The trial court granted summary judgment in favor of Nationwide. However, while the Nationwide appeal was pending, the Ninth Circuit issued an opinion in favor of consumers in similar circumstances in *Reynolds v. Hartford Financial Services Group*, 435 F. 3d 1081 (9th Cir. 2006). In 2006, before oral argument in the Nationwide appeal, and prior to the settlement in *Reynolds v. Hartford Financial Services Group*, Nationwide agreed to settle the claims of 65,000 class members for $19.25 million. The class members did not have to file claims, and were simply mailed checks.

Reynolds vs. Hartford Financial Services Group

Stoll Berne attorney Steve Larson represented consumers that had purchased automobile insurance policies from Hartford in a class action alleging that Hartford failed to inform policyholders that they had been charged higher premiums because of their credit scores, as required by the Fair Credit Reporting Act. The trial court granted summary judgment in favor of Hartford. On appeal, the Ninth Circuit reversed the trial court, sending the case back to trial. The Ninth Circuit's opinion can be found at *Reynolds vs. Hartford Financial Services Group*, 435 F. 3d 1081 (9th Cr. 2006). Shortly after the Ninth Circuit's ruling, the case settled on a claims made basis, in which each class member had to file a claim in order to obtain any recovery. The participation rate by class members was outstanding, perhaps because all class members purchased their insurance through an AARP affinity program. Over 75% of the class members filed claims, resulting in 340,000 class members receiving checks. The total settlement value was in excess of $85 million.

Smurfit Newsprint Class Action

Steve Larson represented former employees of Smurfit Newsprint who filed a class action against their former employer to recover statutory penalties for the alleged late payment of wages after the plant was sold. After a trial court ruling that was in favor of some employees on some claims, and in favor of the employer on other claims, the Oregon Court of Appeals ruled in favor of all the employees on all claims. The Court of Appeals held that an employer "willfully" fails to pay wages owed at termination if it acts with full knowledge that circumstances triggering the obligation have occurred. This was a ground-breaking ruling, and it is still the standard followed by the Oregon courts today. The Court of Appeals opinion can be found at *Wilson v. Smurfit*, 197 Or App 648, 107 P.3d 61 (2005). After the ruling, the case settled for an amount in excess of $1.8 million.

In re Assisted Living Concepts Securities Litigation

The firm recovered $43.5 million on behalf of investors in Assisted Living Concepts in a nationwide securities class action arising out of accounting for related party transactions. The recovery obtained by Gary Berne and Tim DeJong included $13.5 million from the company's auditor, KPMG, which was at the time was one of the largest recoveries against an accounting firm in Oregon history.

In re Southern Pacific Funding Corp. Securities

Stoll Berne attorneys Gary Berne and Tim DeJong obtained more than $20 million in total settlements on behalf of shareholders of Southern Pacific Funding Corp. (SPFC) in a securities class action arising out of the mortgage securitization company's accounting for residual securities interests.

Louisiana-Pacific Corp. Securities Class Action

In a securities class action against Louisiana-Pacific Corp., Steve Larson and Tim DeJong helped to obtain a $65 million settlement as one of the lead attorneys for the shareholders. The lawsuit arose out of the defendant's misrepresentations regarding its oriented-strandboard siding. *Louisiana-Pacific Corp. Securities Litigation*, USDC Case No. CV 95-707-JO.

Barlean vs. Black & Co.

Stoll Berne attorney Steve Larson settled a securities class action on behalf of investors in Hanna Car Wash bonds. After settling with the lawyers for Hanna Car Wash and the broker that sold the bonds, Stoll Berne obtained a jury verdict in favor of the investors against the auditors of Hanna Car Wash, Deloitte & Touche, and that claim was then settled. The settlements totaled over $6 million.

To learn more about our areas of practice, our people, and our representative cases, please visit us at stollberne.com.

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

RENEE GALLOWAY, *et al.*,

Plaintiffs,

v.

Civil Action No. 3:19-cv-00314-REP

JUSTIN MARTORELLO., *et al.*,

Defendants.

DECLARATION OF PATRICK J. NELIGAN, JR.

I, Patrick J. Neligan, Jr., hereby declare as follows:

1. I am a competent adult, over the age of eighteen, and this Declaration is based on my personal knowledge. All statements in this Declaration are true and correct to the best of my knowledge.

2. I am an attorney and principal of the law firm of Neligan, LLP. I served and continue to serve as co-counsel for consumer borrowers, particularly Dana Duggan and Richard Smith, in two bankruptcy actions and related adversarial suits relevant to the above-captioned matter: *In re: Eventide Credit Acquisitions, LLC*, No. 20-40349-ELM and No. 23-900007-mxm11 (Bankr. N.D. Tex.).

3. I am a 1979 graduate of Yale University and a 1983 graduate of the University of Chicago Law School, and I founded Neligan LLP ("the firm") in 1995. Neligan, LLP is a boutique commercial bankruptcy firm that focuses on bankruptcy reorganizations and bankruptcy-related litigation. The firm has represented large publicly traded companies as well as privately held small and mid-sized companies in a variety of industries including retail, hotels/hospitality, health care, energy/oil and gas, real estate, skilled care facilities, steel

EXHIBIT 3

manufacturers and financial services companies. Located in Dallas, Texas, the firm has had significant roles in cases throughout the United States. Neligan LLP's client base includes financially distressed corporate clients, SEC receivers, foreign receivers and liquidators, bankruptcy trustees, trade creditors and tort claimants as well as tort claimant committees.

4. A sampling of the firm's chapter 11 clients includes J. Hilburn, Inc. (men's clothing manufacturer/Dallas, Tx); Golden County Foods (food manufacturing company/ Wilmington, De.); Eiger BioPharmaceuticals, Inc. (life sciences/Dallas, Tx.); Curtis Jackson III (Hip Hop entertainer/Hartford, Ct.); New Louisiana Holdings LLC (skilled nursing facilities/ Lafayette, La.); Ageless Serums, LLC (cosmetics distribution/Houston, Tx.); All Saints Episcopal Church (non-profit/Fort Worth, Tx.); M Waikiki LLC (luxury resort/Honolulu, Hi.); Sagecrest LLC et.al. (Greenwich, Ct. based hedge fund/Bridgeport, Ct.); Panaco, Inc. (oil and gas/Houston, Tx.); Equity Media Holdings Corporation et.al. (numerous television stations throughout the United States/Little Rock, Ark.); and ISR Group, Inc. (defense contractor/Jackson, Tn.); Braun's Fashions Inc. (retail/Wilmington De.). The firm has also represented asset purchasers, such as Four West Holdings, Inc. (skilled nursing/Dallas, Tx.) and FC Background LLC (construction security/ Dallas, Tx.).

5. The firm's committee representations include Mayflower Communities, Inc. (residents' committee/Dallas Tx), US Brass, Inc. (tort claimants' committee/Plano, Tx), Unit Corp. (ad hoc tort claimants/Houston, Tx.); Gulfport Energy Corporation (Class Action plaintiffs); and Eventide Credit Acquisitions LLC (ad hoc tort claimants group/Fort Worth, Tx.). Neligan LLP has also assisted plaintiff's counsel in structuring a significant litigation settlement when the defendant corporation was viewed as likely to file for bankruptcy in the near future.

6. The firm's major vendor clients include TAG Ltd. (JC Penney/Houston, Tx.), National Energy Group Inc. (Enron/New York, NY/Member Creditors Committee), and RSR Corp. (Remington Co./Wilmington, De.). Also, the firm has represented litigation clients in significant actions, such as the SEC receiver and investors committee in the Stanford Financial

EXHIBIT 3

Group receivership (Dallas, Tx.) and the bankruptcy trustee and Cayman Island Liquidator in the Inverworld Ltd. Chapter 11 bankruptcy (San Antonio, Tx.).

7. For further information concerning our firm's experience and expertise, the Court is referred to our website (www.neliganlaw.com).

8. In the Eventide bankruptcy litigation related to the above-captioned suit, Neligan, LLP was brought on board in late January 2020 to counter efforts by the Settling Parties to side-track the ongoing litigation (in this Court as well as in the U.S. District Courts for the Districts of Massachusetts and Oregon) through Eventide's filing for bankruptcy in the Northern District of Texas. Neligan, LLP, in conjunction primarily with Caddell & Chapman and Kelly Guzzo, PLC, represented consumer borrowers in efforts to demonstrate that the Eventide bankruptcy was brought in bad faith. The firm's lawyers participated in developing strategy to oppose Eventide's effort to eliminate claims arising from Eventide's prebankruptcy lending practices, which included opposing Eventide's attempt to shorten the bar date to file borrower's claims, Eventide's effort to limit the notice to borrowers whose claims were represented in the class actions, and Eventide's attempt to insulate Martorello and others from claims in the pending class actions through Eventide's proposed debtor in possession financing. Through the bankruptcy, Eventide attempted to insulate insiders such as Martorello from liability and to use the bankruptcy process to eliminate the vast bulk of claims arising from Eventide's pre-bankruptcy lending practices. That strategy created significant risk to the claimants in the pending class actions. Notwithstanding the financial risk to the firm, Neligan LLP devoted significant time to this representation to ensure the rights of the class action plaintiffs were protected. After several depositions, document review, extensive briefing, and several lengthy hearings, we were successful on a motion to dismiss the bankruptcy action in May 2020. The firm took the lead in the hearing on the motion to dismiss the Eventide bankruptcy. The successful dismissal of the first bankruptcy action made it possible for Virginia counsel, as well as co-counsel in Massachusetts and Oregon, to proceed with claims and causes of action against Eventide and its principal, Matt Martorello. If Eventide had been successful in its efforts to

EXHIBIT 3

prosecute and resolve the class actions in bankruptcy court, the plaintiffs in Virginia, Massachusetts, and Oregon would have faced a substantial threat of the dismissal and/or limitation of their claims in the Northern District of Texas.

9. In September 2023, Eventide again filed for bankruptcy in the Northern District of Texas. Neligan, LLP re-joined the litigation team to contest the propriety of the second bankruptcy action. The firm, in conjunction with co-counsel, moved for transfer of the second bankruptcy action to the judge who presided over the first bankruptcy. When efforts to transfer the case were unsuccessful, we worked with co-counsel and filed a motion to lift the stay so that the U.S. District Courts for the Districts of Massachusetts and Oregon could proceed with class certification. As we prepared to move forward with efforts to dismiss the second bankruptcy action, Eventide, Martorello, and the class plaintiffs reached the underlying settlement. In March 2024 (with several extensions thereafter), the parties negotiated a stay of briefing and hearings in the bankruptcy court pending final approval of the settlement.

10. For the past four years, Neligan, LLP has worked with no guarantee of being compensated for its time and continued efforts. Payment of the firm's fee has been contingent on successfully obtaining relief for the class representatives and the Class. As a result, there was a substantial risk of non-payment. Also, work on this case has necessarily been to the exclusion of work on other matters that likely would have generated fees.

11. I reviewed Neligan, LLP's time entries for the work performed in the two bankruptcy actions and wrote off any time that reflected purely clerical work. The table below identifies the attorneys and staff members from Neligan, LLP who worked on the first bankruptcy action in 2020 and for whom the recovery of fees is sought. The work performed in the first Eventide bankruptcy was performed at the firm's billing rates for 2020, which were at or below market rates for complex class action and bankruptcy litigation in the Northern District of Texas and less than the rates charged by the counsel for the Official Committee of Unsecured Creditors and opposing bankruptcy counsel.

NAME AND POSITION	HOURLY RATE	HOURS BILLED	TOTAL
Patrick Neligan Senior Partner	$675	149.9	$101,182.50
Douglas Buncher Partner	$625	27.6	$17,250.00
James Muenker Partner	$475	324.5	$154,137.50
John Gaither Junior Partner	$375	105.8	$39,675.00
Ruth Clark Paralegal	$150	76.1	$11,415.00
SUBTOTAL RELATED TO 2020 BANKRUPTCY	--	683.9	**$323,660.00**

12. The table below identifies the attorneys from Neligan, LLP who worked on the second bankruptcy action in 2023-24 and for whom the recovery of fees is sought. The work performed in the second Eventide bankruptcy was performed at the firm's billing rates for 2023-24, which were at or below market rates for complex class action and bankruptcy litigation in the Northern District of Texas and less than the rates charged by the opposing bankruptcy counsel.

NAME AND POSITION	HOURLY RATE	HOURS BILLED	TOTAL
Patrick Neligan Senior Partner	$775	17.7	$13,717.50
John Gaither Junior Partner	$625	22.3	$13,937.50
SUBTOTAL RELATED TO 2023 BANKRUPTCY	--	40	**$27,655.00**

EXHIBIT 3

13. The firm's fees for the work that it performed in the 2020 and 2023 Eventide bankruptcy actions are a total of **$351,315.00**.

ATTORNEY FEES – 2020 BANKRUPTCY	$323,660.00
ATTORNEY FEES – 2023 BANKRUPTCY	$27,655.00
TOTAL ATTORNEY FEES	**$351,315.00**

14. Neligan, LLP has incurred **$2,109.31** in unreimbursed out-of-pocket expenses in the two bankruptcy actions. These expenses include filing fees, legal research, Pacer fees, filing fees, and administrative costs such as copying, delivery fees, and postage, all of which are generally charged to fee-paying clients.

15. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct.

Dated: September 20, 2024

Patrick J. Neligan, Jr.

EXHIBIT 3

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY,
et al

Plaintiffs,

v. **CIVIL ACTION NO. 3:19cv314**

JUSTIN MARTORELLO,
et al

Defendants

DECLARATION OF LEONARD A. BENNETT IN SUPPORT OF PLAINITFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT

I, Leonard A. Bennett, hereby declare the following:

1. My name is Leonard A. Bennett. I am over 21 years of age, of sound mind, capable of executing this Declaration, and have personal knowledge of the facts stated herein, and they are all true and correct.

2. I am one of the attorneys working on behalf of the Plaintiffs and the Class in the above-styled litigation, and I am an attorney and principal of the law firm of Consumer Litigation Associates, P.C., a nine-attorney law firm with offices in Hampton Roads, Richmond, Harrisonburg, Virginia and Maryland. My primary office is at 763 J. Clyde Morris Boulevard, Suite 1-A, Newport News, Virginia 23601.

3. Since 1994, I have been and presently am a member in good standing of the Bar of the highest court of the Commonwealth of Virginia, where I regularly practice law. Additionally, since 1995, I have been a member in good standing of the Bar of the highest court of the State of North Carolina.

4. I have also been admitted to practice before and am presently admitted to numerous other federal courts. I have also been admitted to or by *pro hac vice* in United States District Courts including Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Virginia, Washington, West Virginia, Wisconsin, Wyoming, and the District of Columbia.

5. I was selected as the 2017 Consumer Lawyer of the Year by the National Association of Consumer Advocates.

6. In both 2019 and 2020, my firm earned the National Law Journal's Elite Trial Lawyers Award for top firm in Financial Products class action litigation.

7. In 2019, CLA was selected as the co-recipient of the Frankie Muse Freeman Organizational Award – the year's top Pro Bono law firm – by the Virginia State Bar.

8. Public interest leaders in the consumer protection field have also offered substantial praise for our law firm. Paul Bland, Executive Director of Public Justice, wrote, "CLA is an elite consumer protection law firm. They are at the pinnacle of their field, one of the very most successful law firms in the country at representing individual consumers or classes of consumers, particularly those who've suffered from privacy injuries."

9. Ira Rheingold, Executive Director, National Association of Consumer Advocates joined, "The work they do is on the cutting edge of consumer law and is guided by a unique passion and desire to achieve real justice for their clients and for consumers in general."

10. And Stuart Rossman, Director of Litigation of the National Consumer Law Center

offered, "Consumer Litigation Associates is one of the most innovative, and successful, consumer advocacy practices in the United States. CLA attorneys are recognized as the leading experts in their field whose legal acumen is highly respected and appreciated within our consumer advocacy community."

11. Since before 2001, I have spoken at numerous CLE programs, seminars, and events in the area of Consumer Protection litigation.[1]

[1] Florida NACA Consumer Law Training January 2024; NCLC 2023 Consumer Rights Litigation Conference, Arbitration in FCRA Cases, November 2023; NACA Spring Training 2022, Arizona, National Trends in FCRA Litigation, April 2022;; NCLC 2021 Mortgage Conference, Credit Reporting Issues in Mortgage Cases, June 25, 2021; NACA Online Spring Training 2021, COVID and Post-COVID Issues in FCRA Litigation, April 30, 2021; NCLC 2020 Consumer Rights Litigation Conference, Discovery in FCRA Cases, November 18, 2020; NACA Webinar, Understanding the Metro 2 Reporting Format, September 24, 2020; NCLC 2021 Mortgage Conference, Credit Reporting Issues in Mortgage Cases, June 25, 2021; NACA Online Spring Training 2020, Dealing with FCRA Paradigm Shifts: New Equifax Defense and COVID-19 Challenges, May 11, 2020; NACA Webinar, Virtual Depositions, March 31, 2020; National Consumer Law Center, Consumer Rights Conference, Denver, Colorado (November 2018); Military U.S. Navy Legal Assistance, Consumer Awareness, Buying, Financing and Owning an Automobile (July 2018); Practicing Law Institute (PLI), 23rd Annual Consumer Financial Services Institute, April 2018; National Consumer Law Center, Consumer Rights Conference, Washington, D.C., Speaker (November 2017); National Consumer Law Center, Consumer Rights Conference, Anaheim, California, Speaker for Multiple Sessions (October 2016); Fair Debt Collection Practices Act/Fair Credit Reporting Act, Norfolk and Portsmouth, VA Bar Association (October 29, 2015); National Consumer Law Center, Consumer Rights Conference, Washington, D.C., Speaker for Multiple Sessions (November 2013); National Consumer Law Center, Fair Debt Collection Practices Act Conference, Fair Credit Reporting Act Claims Against Debt Buyers, March 2013; National Association of Consumer Advocates, Webinar CLE: FCRA Dispute Process, December 2012; Rossdale CLE, Fair Credit Reporting Act (August 2012); Virginia Trial Lawyers Association, Advocacy Seminar - October, 2011; National Association of Consumer Advocates, Fair Credit Reporting Act National Conference - Memphis, TN, May 2011; Stafford Publications CLE, National Webinar, "FCRA and FACTA Class Actions: Leveraging New Developments in Certification, Damages and Preemption" (April 2011); National Consumer Law Center, National Consumer Rights Conference, Boston, Speaker for Multiple Sessions, November, 2010; Virginia State Bar, Telephone and Webinar Course, Virginia, 2009; "What's Going On Here? Surging Consumer Litigation - Including Class Actions in State and Federal Court"; National Association of Consumer Advocates, Fair Credit Reporting Act National Conference, Chicago, IL, May 2009; National Consumer Law Center, National Consumer Rights Conference, Philadelphia, Speaker for Multiple Sessions, November 2009; National Consumer Law Center, National Consumer Rights Conference, Portland, OR, Speaker for Multiple Sessions, November 2008; Washington State Bar, Consumer Law CLE, Speaker, September 2008; Washington State Bar, Consumer Law CLE, Speaker, July 2007; House Financial Services Committee, June 2007; National Consumer Law Center, National Consumer Rights Conference, Washington, D.C., Speaker for Multiple Sessions, November 2007; National Association of Consumer Advocates, Fair Credit Reporting Act National Conference; Denver, Colorado, Multiple Panels, May 2007; U.S. Army JAG School, Charlottesville, Virginia, Consumer Law Course Instructor, May 2007; Georgia State Bar, Consumer Law CLE, Speaker, March 2007; Contributing Author, Fair Credit Reporting Act, Sixth Edition, National Consumer Law Center, 2006; National Consumer Law Center, National Consumer Rights Conference, Miami, FL, Speaker for Multiple Sessions, November 2006; Texas State Bar, Consumer Law CLE, Speaker, October 2006 Federal Claims in Auto fraud Litigation; Santa Clara University Law School, Course, March 2006; Fair Credit Reporting Act; Widener University Law School, Course, March 2006 Fair Credit Reporting Act; United States Navy, Navy Legal Services, Norfolk, Virginia, April 2006 Auto Fraud; Missouri State Bar CLE, Oklahoma City, Oklahoma; Identity Theft; National Consumer Law

12. I testified before the United States House Financial Services Committee on multiple occasions. In 2014, I spoke before the Consumer Financial Protection Bureau Consumer Advisory Board.

13. I have also served on a Federal Trade Commission Round Table and Governor Kaine's Virginia Protecting Consumer Privacy Working Group all within this field. I was recently on the Board of Directors of the National Association of Consumer Advocates and am on the Partners Council of the National Consumer Law Center, on the Board of Directors for Public Justice and the Advisory Council of the Virginia Poverty Law Center.

14. I have been named as a multi-year Super Lawyer, a Law Dragon Top 500 Plaintiffs' Attorney, to Best Lawyers in America and a Virginia Leader in the Law.

15. Our firm has been selected by U.S. NEWS & WORLD REPORT Best Law Firm, First Tier Nationwide.

16. I was and am one of the contributing authors of the leading and comprehensive treatises published by National Consumer Law Center and used by judges and advocates nationally, including the leading treatise in the case field, FAIR CREDIT REPORTING.

17. I have substantial experience in complex litigation, including class action cases, prosecuted in federal court.

18. I have litigated scores of class action cases based on consumer protection claims in

---

Center, National Consumer Rights Conference, Boston, Mass, Multiple panels; National Association of Consumer Advocates, Fair Credit Reporting Act National Conference, New Orleans, Louisiana (May 2005), Multiple Panels; United States Navy, Naval Justice School (JAG Training), Newport , Rhode Island, Consumer Law; American Bar Association, Telephone Seminar; Changing Faces of Consumer Law, National Consumer Law Center, National Consumer Rights Conference, Boston, Mass; Fair Credit Reporting Act Experts Panel; and ABCs of the Fair Credit Reporting Act; National Association of Consumer Advocates, Fair Credit Reporting Act National Conference, Chicago, Illinois; Multiple Panels; Oklahoma State Bar CLE, Oklahoma City, Oklahoma, Identity Theft; Virginia State Bar, Telephone Seminar, Identity Theft; United States Navy, Naval Justice School (JAG Training), Newport, Rhode Island, Consumer Law; United States Navy, Navy Legal Services, Norfolk, Virginia, Auto Fraud; Virginia State Bar, Richmond and Fairfax, Virginia, Consumer Protection Law; Michigan State Bar, Consumer Law Section, Ann Arbor, Michigan, *Keynote Speaker.*

the past decade. In each of the class cases, when asked to do so by either contested or uncontested motion, the court found me to be adequate class counsel. In each of these, I served in a lead or executive committee counsel role. Just a few of comparable cases include, by example only: *Pitt v. K-Mart Corp*, 3:11-cv-697 (E.D. Va.); *Ryals v. HireRight Sols., Inc.*, 3:09-cv-625 (E.D. Va.); *White v. Experian Info. Sols. Inc.,* 8:05-cv-01070 (C.D. Cal.); *Teagle v. LexisNexis Screening Sols., Inc.*, 1:11-cv-1280 (N.D. Ga.); *Roe v. Intellicorp*, 1:12-cv-02288 (N.D. Ohio); *White v. CRST*, 1:11-cv-2615 (N.D. Ohio); *Williams v. LexisNexis Risk Mgmt.*, 3:06-cv-241 (E.D. Va.); *Goode v. LexisNexis*, 11-cv-2950 (E.D. Pa.); *Beverly v. Wal-Mart Stores, Inc.*, 3:07-cv-469 (E.D. Va.); *Berry v. LexisNexis Risk & Info. Analytical Grp.*, 3:11-cv-754 (E.D. Va.); *Stinson v. Advance Auto Parts, Inc.,* (W.D. Va.); *Black v. Winn-Dixie Stores, Inc.*, 3:09-cv-502 (M.D. Fla.); *Cappetta v. GC Servs. LP*, 3:08-cv-288-JRS (E.D. Va.); *Henderson v. Verifications, Inc.*, 3:11-cv-514 (E.D. Va.); *Harris v. US Physical Therapy, Inc.*, 2:10-cv-1508 (D. Nev.); *Domonoske v. Bank of Am., N.A.*, 5:08-cv-66 (W.D. Va.); *Smith v. Telecris Biotherapeutics, Inc.*, 1:09-cv-153 (M.D.N.C.); *Daily v. NCO Fin.*, 3:09-cv-31 (E.D. Va.); *Lengrand v. Wellpoint*, 3:11-cv-333 (E.D. Va.); *Burke v. Shapiro, Brown & Alt, LLP*, No. 3:14-cv-838 (DJN) (E.D. Va.); *Ridenour v. Multi-Color Corp.*, No. 2:15-cv-41-MSD-DEM (E.D. Va.); *Manuel v. Wells Fargo Nat'l Ass'n*, No. 3:14-cv-238 (E.D. Va.); *Thomas v. FTS USA, LLC*, No. 3:13-cv-825-REP (E.D. Va.); *Milbourne v. JRK Residential Am., Inc.*, No. 3:12-cv-861-REP (E.D. Va.); *Hall v. Vitran Express, Inc.*, No. 1:09- cv-00800 (N.D. Ohio); *Anderson v. Signix, Inc.*, No. 3:08-CV-570 (E.D. Va.); *Reardon v. Closetmaid,* No. 2:08-cv-1730 (W.D. Pa.); *Bell v. U.S. Express, Inc.*, 1:11-CV- 181 (E.D. Tenn.); *Goode v. First Advantage LNS Screening Sols., Inc.*, 2:11-cv-2950 (E.D. Pa.); *Ellis v. Swift Transp. Co. of Az.*, 3:13-cv-473 (E.D. Va.); *Edwards v. Horizon Staffing, Inc.*, No. 1:13-cv-3002 (N.D. Ga.); *Shami v. Middle E. Broad., Inc.,* 1:13-cv-467 (E.D. Va.); *Marcum v. Dolgencorp*, 3:12-cv-108 (E.D. Va.);

Wyatt v. SunTrust Bank, 3:13-cv-662 (E.D. Va.); *Henderson v. HRPlus*, No. 3:14-cv-82 (E.D. Va.); *Henderson v. Backgroundchecks.com*, 3:13-cv- 29 (E.D. Va.); *Henderson v. Acxiom Risk Sols.*, 3:12-cv-589 (E.D. Va.); *Ryals v. Strategic Screening Sols., Inc.*, 3:14-cv-00643-REP (E.D. Va.); *Thomas v. First Advantage Screening Sols., Inc.*, 1:13-cv-04161-CC-LTW (N.D. Ga.); *Smith v. Harbor Freight Tools USA, Inc.*, No. 2:13-cv-06262-JFW-VBK (C.D. Cal.); *Smith v. Rescare*, 3:13-cv-5211 (S.D. W. Va.); *Oliver v. FirstPoint, Inc.*, No. 1:14-cv-517 (M.D.N.C.); *Blocker v. Marshalls of MA, Inc.*, No. 1:14-cv-01940-ABJ; *Brown v. Lowe's Cos., Inc.*, 5:13-cv-79 (W.D.N.C); *Reese v. Stern & Eisenberg Mid-Atlantic*, 3:16-cv-496-REP (E.D. Va.); *Hayes v. Delbert Servs. Corp.*, No. 3:14-cv-258-JAG (E.D. Va.); *Soutter v. Equifax Info. Servs., LLC*, 3:10-cv-107 (E.D. Va.); *Fariasantos v. Rosenberg & Assocs., LLC*, 3:13-cv-543 (E.D. Va.); *James v. Experian Info. Sols., Inc.*, 3:12-cv-902 (E.D. Va.); *Goodrow v. Friedman & MacFadyen, P.A.*, 3:11-cv-20 (E.D. Va.); *Witt v. CoreLogic SafeRent, LLC*, 3:15-cv-386 (E.D. Va.); *Henderson v. CoreLogic Nat'l Background Data, LLC*, 3:12-cv-97 (E.D. Va.); *Smith v. Sterling Infosystems, Inc.*, 1:16-cv-714 (N.D. Ohio).

19. I have extensive experience litigating class actions in the Eastern District of Virginia, one which requires an intimate knowledge of the rules and procedures unique to the district commonly known as the Rocket Docket because of the speed with which cases are typically brought to resolution. The ABA's Committee on Commercial and Business Litigation advises that the "'Rocket Docket' is a potential trap for the uninitiated" and recommends that "visiting litigants and lawyers alike would be well advised to retain experienced lead or local counsel to help them safely navigate the Rocket Docket." *A Winning Motions Practice in the Rocket Docket*, Vol. 10, No. 4 (Summer 2009). Having practiced in that division and district for over 20 years and having appeared in over 900 cases in that district, I am well versed in the rules and procedures unique to

the district. In addition to the sheer volume of cases I have handled, I have also appeared in numerous complex class action cases brought there. *See, e.g.*, *Witt v. CoreLogic SafeRent, LLC*, 3:15-cv-386 (E.D. Va.); *Henderson v. CoreLogic Nat'l Background Data, LLC*, 3:12-cv-97 (E.D. Va.); *Hayes v. Delbert Servs. Corp.*, No. 3:14-cv-258-JAG (E.D. Va.); *Soutter v. Equifax Info. Servs., LLC*, 3:10-cv-107 (E.D. Va.); *Ridenour v. Multi-Color Corp.*, No. 2:15-cv-41-MSD-DEM (E.D. Va.). Regarding the particular claims and area of law at issue here, I have additional, focused expertise. I have been co-lead in multiple successful actions brought against tribal payday lending schemes as in this case. For example, I was Co-Lead Counsel, and appointed Class Counsel by the Eastern District of Virginia in *Hayes v. Delbert Services Corp.*, No. 3:14-cv-259-JAG (E.D. Va.). That case, in which the Attorney General of Virginia intervened, alleged similar claims against a group of payday lenders structured in much the same way as Defendants here. Together with the Attorney General, we resolved the claims of 17,000 Virginia consumers who, like Plaintiffs and Class Members here, were victimized by an illegal tribal-lending scheme. The settlement in *Hayes* (1) eliminated all outstanding loans for class members, (2) required the defendants to create a $9.4 million settlement fund for the benefit of class members (attorneys' fees were separately paid by defendants), (3) required the defendants to cease reporting to the Big 3 credit reporting agencies the status of any loans, (4) released judgments and provide other relief relating to class members' loans, (5) stopped defendants from charging more than 12% interest (the legal limit for interest under Virginia law without a license to lend in the Commonwealth), and (6) initiated new lending practices defendants for loans made to Virginians. (*See Hayes* Doc. 186 at 4–5.) In other words, the settlement was a near-total victory for class members.

20. I have also been co-lead in multiple successful actions brought against other major players in the tribal payday lending industry. *See Turnage, et al. v. Clarity Services, Inc.*, Case

No. 3:14-cv-760 (E.D. Va.); *Pettus, et al. v. The Servicing Company, LLC*, et al., Case No. 3:15-cv-00479 (E.D. Va.); *Jensen, et al. v. Clarity Services, Inc.*, et al., Case No. 3:16-cv-00312 (E.D. Va.); *Gibbs v. Plain Green, LLC*, 3:17-cv-495 (E.D. Va.); *Gibbs v. Haynes Investments, LLC*, 3:18-cv-48 (E.D. Va.); *Gibbs v. Rees*, 3:17-cv-386 (E.D. Va.) (transferred to N.D. Tex.); *Galloway v. Plain Green, LLC*, 3:18-cv-540 (E.D. Va.); *In re Think Finance, LLC*, 17-33964 (Bankr. N.D. Texas) (filed in the Eastern District of Virginia but transferred after several defendants filed for bankruptcy); *Gillison v. Lead Express, Inc.*, 3:16-cv-41 (E.D. Va.).

21. In each of the above cases brought against major players in the tribal payday lending industry, my firm has been responsible for researching and briefing numerous motions typically brought by defendants in these cases. Such motions include motions to dismiss for lack of jurisdiction, asserting the doctrine of tribal exhaustion, to arbitrate, to transfer, and to stay. (*See, e.g. Hayes*, Doc. 6; *Gibbs v. Plain Green, LLC*, Docs. 16, 18.)

Consumer Litigation Associates' Involvement in This Litigation

22. My firm assisted in each phase of the litigation of this case since the inception. We were involved in the discovery, pre-trial motions work, class identification and then negotiation of the Settlement. We approached settlement negotiations as we always do, focusing on achieving the best benefit possible for our clients and the Class. The Settlement here represents an excellent result for the class, and I am pleased with the outcome we were able to obtain for the Class in this case.

23. I have been heavily involved in settlement negotiations. Our settlement negotiations with defense counsel were complex and extensive.

24. Taken as a whole, there is little doubt that the decision to settle was as informed as it possibly could have been. This action has been appropriately litigated by the Parties and sufficient knowledge of the claims and defenses has been obtained by both Plaintiffs and

Defendant to assess the strength of their respective claims and defenses. I endorse the Settlement as fair and adequate under the circumstances. Our two firms forced the discovery of nearly all discoverable documents available, spent many hundreds of hours reviewing the documents, researching the relationships between all parties there, and the Defendants in the present case, and becoming fully informed of the same facts and law necessary to consider the strength and value of the claims of the class resolved here.

25. At the level of complexity of the litigation in which my firm, but also co-counsel, are engaged, we are almost always opposite experienced and skilled defense attorneys, and defendants with practically unlimited litigation resources. That was the case here. Opposing Counsel were experienced in both complex litigation, as well as in handling the matters litigated here and regarding tribal lending.

26. I feel strongly that settlements like the one achieved here are significant and meaningful to Class Members because there is significant monetary relief, and in this matter particularly, the deterrent effect on other claimed "passive" investors is substantial and important.

27. Craig C. Marchiando, a senior attorney at my Firm, also practices exclusively in the field of consumer protection litigation. Mr. Marchiando graduated from South Texas College of Law *cum laude* in 2004, served a one-year appellate clerkship before moving to private practice and was named a Texas Super Lawyer Rising Star in class action and mass tort litigation in 2013 and 2014. He is licensed to practice in California, Texas, New York and Virginia.

28. Mr. Marchiando joined Consumer Litigation Associates in 2015. Since joining CLA, Mr. Marchiando has focused his practice on federal consumer protection law and class actions, representing consumers in cases against banks, mortgage companies, consumer reporting agencies, and debt collectors. He is a member of the National Association of Consumer Advocates

and a member in good standing of the bars of multiple federal district and appellate courts. He has represented consumers in more than 200 federal cases, including more than twenty class actions.

29. Another former attorney in my firm who worked extensively on this case was Elizabeth W. Hanes. Ms. Hanes, prior to leaving our firm to become a United States District Court Magistrate Judge for the Eastern District of Virginia on June 12, 2020. While at our firm, her practice was limited to consumer-protection litigation. She was an experienced trial attorney, with extensive experience in federal court. Ms. Hanes graduated from the University of Richmond summa cum laude in 2007, and served two one-year federal clerkships at the appellate and trial levels before joining the Federal Public Defender's Office for the Eastern District of Virginia. Ms. Hanes joined Consumer Litigation Associates in 2016, and focused her practice on federal consumer protection law and class actions, representing consumers in cases against payday lenders, banks, consumer reporting agencies and debt collectors. She has practiced law in Virginia since 2009 and is admitted to practice in the United States District Court for the Eastern District of Virginia and the United States Court of Appeals for the Fourth Circuit. She has represented hundreds of individuals in federal court, and has served as an adjunct professor at Virginia Commonwealth University and the University of Richmond School of Law. She is a member of the National Association of Consumer Advocates, the Richmond Bar Association, and serves on the Executive Board of the Metropolitan Richmond Women's Bar Association.

30. The primary paralegals that work for our firm in this case are experienced in the field of consumer protection and the legal field generally. Donna Winters and Vicki Crissman have been legal assistants and then paralegals for more than thirty years each. Both have been with me practically since I began my practice and have deep understanding of class action litigation. Both are well-versed in the area of class action litigation.

31. My firm has handled substantive and major parts of the Virginia litigation in these cases. For example, I and my firm were lead in prosecuting the "misrepresentation" component of the *Williams* case. I deposed Matt Martorello and his brother. Together with Kelly Guzzo, I shared responsibility for the pre-trial work prior to Settlement. And while Kelly Guzzo were clearly the most active and critical attorneys in these cases, our firm was their secondary team working along side.

32. In this case and this litigation, my firm incurred by records and estimate at least 2,642.7 billable hours for a total fee of at least $1,887,941.25. The breakdown summary of our firm's rates and time are shown on the attached Exhibit "A".

33. My firm has also incurred at least $144,967.27 in costs in litigation of this matter. This includes costs for:

Court Reporters (Court): $11,303.67

Court Reporters (Depositions, etc): $32,257.04

e-Discovery (RICOH/Everlaw): $10,400.48

Courier Services: $300.77

Services on Secretary of Commonwealth: $84.00

Travel: $2,183.58

Mediation (PAX ADR, LLC): $1,800.00

Federal Express: $3,823.10

American Legal Claim Services: $8,174.57

Expert (Nathalie Martin): $67,625.00

Prep of Binders: $1,077.56

KJE Computer Solutions: $5,937.50

We do not typically charge other ordinary incidential expenses such as copying, supplies and mileage.

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

DATED: _September 26, 2024______________________

____
LEONARD A. BENNETT

EXHIBIT "A"

GALLOWAY v. MARTORELLO
Case No. 3:19-cv-00314-REP

TIME REPORT

CLASS COUNSEL:
Consumer Litigation Associates, P.C.

Timekeeper Description: **(A) Attorney**
(P) Paralegal

TASK	Leonard A. Bennett (A)	Craig C. Marchiando (A)	Elizabeth Hanes (A)	Donna Winters (P)	Vicki Crissman (P)	Ashleigh Hudson (P)
Telephone	21		5.1			
Drafting	365					
Attendance	575		40			
Review	240	22	2.7			
Research	32		2			
Preparation of Pleadings, etc.	150	24.75		12.75	230.1	3.9
Edits	75					
Correspondence/Administrative work	25	15.5	2	87.5	387.5	1.3
Discovery (includes meet & confer efforts, doc review, analysis)	175	32.4		8.5	150.5	19.8
Travel	15		9.2			
Preparation of Settlement Docs, including Motion for Preliminary Approval		5.2	20.5	1.5		
TOTAL HOURS:	**1,648**	**99.85**	**81.5**	**110.25**	**768.1**	**25**
HOURLY RATE:	**$950.00**	**$750.00**	**$550.00**	**$225**	**$225**	**$200**
Individual Total Lodestar:	**$1,565,600**	**$74,887.50**	**$44,825**	**$24,806.25**	**$172,822.50**	**$5,000**

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, *et al., on behalf of themselves and all others similarly situated*,

Plaintiffs,

v.

JUSTIN MARTORELLO, *et al.*,

Defendants.

No. 3:19-cv-00314-REP

I, E. Michelle Drake, hereby declare as follows:

1. I am one of Plaintiffs' Counsel in the above-captioned matter.

2. I submit this Declaration in support of Plaintiffs' Motion for Attorneys' Fees, Costs, and Class Representative Awards.

3. I am an Executive Shareholder at Berger Montague PC. I have been practicing law since 2001 and am a graduate of Harvard College, Oxford University, and Harvard Law School. In 2016, I joined Berger Montague as a Shareholder, prior to that I was a partner at Nichols Kaster, PLLP, and ran that firm's consumer protection group.

4. Berger Montague specializes in class action litigation and is one of the preeminent class action law firms in the United States. The firm currently consists of over 70 attorneys who primarily represent plaintiffs in complex civil litigation, and class action litigation, in federal and state courts. Berger Montague has played lead roles in major class action cases for over 50 years, and has obtained settlement and recoveries totaling well over $30 billion for its clients and the classes they have represented. A copy of the firm's resume is attached hereto as **Exhibit A**.

5. I serve as co-chair of the firm's Consumer Protection & Mass Tort Department, and as chair of the Background Checks and Credit Reporting Department. My practice focuses on protecting consumers' rights when they are injured by improper credit reporting, and other illegal business practices. I currently serve as lead or co-lead counsel in dozens of class action consumer protection cases in federal and state courts across the country, including numerous cases brought pursuant to the Fair Credit Reporting Act.

6. I serve on the Board of the Southern Center for Human Rights, am a member of the Partner's Council of the National Consumer Law Center, and am a former Co-Chair of the Consumer Litigation Section for the Minnesota State Bar Association, and a former Board Member of the National Association of Consumer Advocates. I have previously served as a member of the Ethics Committee for the National Association of Consumer Advocates, and as Treasurer and At-Large Council Member for the Consumer Litigation Section of the Minnesota State Bar Association. I was also an appointee to the Federal Practice Committee in 2010 by the U.S. District Court for the District of Minnesota.

7. I was named to the LawDragon 500 Leading Plaintiff Financial Lawyers List for 2019, and a 2020 Elite Woman of the Plaintiffs Bar by the National Law Journal. I am consistently named to the annual lists of The Best Lawyers of America, Top 50 Women Minnesota Super Lawyers, and Super Lawyers. I have been quoted in the New York Times, and the National Law Journal, and have had prior cases named as "Lawsuits of the Year" by Minnesota Law & Politics.

8. I present frequently at national and local conferences on class actions, consumer protection, and Fair Credit Reporting Act-related topics, and I co-authored a book chapter on background checks and related issues, "Financial and Criminal Background Checks," Job Applicant Screening: A Practice Guide, Minnesota Continuing Legal Education Publication, May

2014, and the forthcoming 2d. ed. I was a contributing author to "Consumer Law," The Complete Lawyer's Quick Answer Book, Minnesota Continuing Legal Education Publication, 2d. ed., 2019, and "Chapter 1: Case and Claims Selection, Other First Considerations," Consumer Class Actions, National Consumer Law Center, 10th ed., 2019. My recent speaking engagements have included:

- "National FCRA Landscape," National Association of Consumer Advocates Spring Training, May 2022.
- "Sealing, Expungement and FCRA: Criminal Records Reporting in a New Era," Equal Justice Conference, May 2022.
- "Evidentiary Challenges in Certifying Class Actions," Class Action Symposium, Consumer Rights Litigation Conference, National Consumer Law Center, December 2021.
- "COVID and Post-COVID Issues in FCRA Litigation," National Association of Consumer Advocates Spring Training, Virtual, April 2021.
- "Consumer Law: Overview of the Fair Credit Reporting Act," Minnesota Continuing Legal Education, Virtual, December 2020.
- "The Role of the Lawyer in Class Actions," Panel Chair, Global Class Actions Symposium 2020, Virtual, November 2020.
- "Hunting the Snark: Finding & Effectively Using Data to Certify Classes," Class Action Symposium, National Consumer Law Center Consumer Rights Litigation Conference, Virtual, November 2020.
- "Specialty CRAs Part 1: Conviction Histories, Expungement, and FCRA: Keeping up with Developments in a Changing Legal Landscape," National

Consumer Law Center Consumer Rights Litigation Conference, Virtual, November 2020.

- "Conducting Financial & Criminal Background Checks – Applicant Rights and Employer Best Practices," Minnesota Continuing Legal Education, Minneapolis, MN, October 2020.

9. I litigate cases throughout the United States and have been admitted to, and am a member in good standing with, the following courts:

- United States Supreme Court, 2017
- State Bar of Georgia, 2001
- Georgia Supreme Court, 2006
- Minnesota Supreme Court, 2007
- U.S. Court of Appeals for the Eighth Circuit, 2010
- U.S. Court of Appeals for the First Circuit, 2011
- U.S. Court of Appeals for the Seventh Circuit, 2014
- U.S. Court of Appeals for the Ninth Circuit, 2015
- U.S. Court of Appeals for the Tenth Circuit, 2018
- U.S. Court of Appeals for the Third Circuit, 2019
- U.S. District Court for the Northern District of Georgia, 2007
- U.S. District Court for the District of Minnesota, 2007
- U.S. District Court for the Eastern District of Wisconsin, 2011
- U.S. District Court for the Western District of Texas, 2011
- U.S. District Court for the Western District of Wisconsin, 2015
- U.S. District Court for the Eastern District of Michigan, 2015

- U.S. District Court for the Central District of Illinois, 2016
- U.S. District Court for the Southern District of Texas, 2017
- U.S. District Court for the Western District of New York, 2017
- U.S. District Court for the Western District of Michigan, 2018
- U.S. District Court for the Northern District of Illinois, 2020

10. I have served as lead, or co-lead, class counsel in numerous notable consumer protection matters, including, but not limited to, the following:

In re GEICO Customer Data Breach Litig., No. 21-cv-2210 (E.D.N.Y.) Appointed as Interim Co-Lead Counsel on behalf of putative class in data disclosure action.

Gambles v. Sterling Infosystems, Inc., No. 15-cv-9746 (S.D.N.Y.) FCRA class action, alleging violations by consumer reporting agency, resulting in a gross settlement of $15 million, one of the largest FCRA settlements to date.

Turner v. ZestFinance, Inc., No. 19-cv-293 (E.D. Va.). Class action alleging illegal payday lending scheme, resulting in settlement providing for monetary relief for claimants, as well as important injunctive relief, including the cancellation of over $170 million in outstanding loans originated by the defendants.

In re: JUUL Labs, Inc. Mktg., Sales Practices, & Prod. Liab. Litig., No. 19-md-2913 (N.D. Cal.). Appointed to Plaintiffs' Steering Committee in multi-district litigation consolidated class action, regarding the marketing and sales practices of dangerous e-cigarettes to consumers.

In re: American Medical Collection Agency, Inc. Customer Data Security Breach Litig., No. 19-md-2904 (D.N.J.). Appointed to the Plaintiff's Quest Track Steering Committee in multi-district litigation consolidated class action, regarding the breach of consumers' medical information.

In re: TransUnion Rental Screening Sols., Inc. FCRA Litig., No. 1:20-md-02933-JPB (N.D. Ga.). Appointed as Interim Lead Counsel for the classes in multi-district litigation consolidated class action, regarding violations of the Fair Credit Reporting Act.

Thomas v. Equifax Info. Services, LLC, No. 18-cv-684 (E.D. Va.). FCRA class action, alleging violations by credit bureau, providing nationwide resolution of class action claims asserted across multiple jurisdictions, including injunctive relief, and an uncapped mediation program for millions of consumers.

Clark v. Experian Info. Sols., Inc., No. 16-cv-32 (E.D. Va.). FCRA class action, alleging violations by credit bureau, providing a nationwide resolution of class action claims asserted by 32 plaintiffs in 16 jurisdictions, including injunctive relief and an uncapped mediation program, for millions of consumers.

Clark/Anderson v. Trans Union, LLC, No. 15-cv-391 & No. 16-cv-558 (E.D. Va.). FCRA consolidated class action, alleging violations by credit bureau, providing groundbreaking injunctive relief, and an opportunity to recover monetary relief, for millions of consumers.

Rilley v. MoneyMutual, LLC, No. 16-cv-4001 (D. Minn.). Court certified a litigation class of over 20,000 Minnesota consumers alleging that MoneyMutual violated Minnesota payday lending regulations, resulting in $2,000,000 settlement with notable injunctive relief.

Lee v. The Hertz Corp., No. CGC-15-547520 (Cal. Super. Ct., San Fran. Cnty.). FCRA class action, alleging violations by employer, resulting in $1.619 million settlement.

Rubio-Delgado v. Aerotek, Inc., No. 16-cv-1066 (S.D. Ohio). FCRA class action, alleging violations by employer, resulting in a $15 million settlement.

Knights v. Publix Super Markets, Inc., No. 14-cv-720 (M.D. Tenn.). FCRA class action, alleging violations by employer, resulting in a $6.75 million settlement.

Hillson v. Kelly Services, Inc., No. 15-cv-10803 (E.D. Mich.). FCRA class action, alleging violations by employer, resulting in a $6.749 million settlement.

Ernst v. DISH Network, LLC & Sterling Infosystems, Inc., No. 12-cv-8794 (S.D.N.Y.). FCRA class action, alleging violations by employer and consumer reporting agency, resulting in a $4.75 million settlement with consumer reporting agency, and a $1.75 million settlement with employer.

Howell v. Checkr, Inc., No. 17-cv-4305 (N.D. Cal.). FCRA class action, alleging violations by consumer reporting agency, resulting in a $4.46 million settlement.

Brown v. Delhaize America, LLC, No. 14-cv-195 (M.D.N.C.). FCRA class action, alleging violations by employer, resulting in $2.99 million settlement.

Nesbitt v. Postmates, Inc., No. CGC-15-547146 (Cal. Super. Ct., San Fran. Cnty.). FCRA class action, alleging violations by employer, resulting in a $2.5 million settlement.

Singleton v. Domino's Pizza, LLC, No. 11-cv-1823 (D. Md.). FCRA class action, alleging violations by employer, resulting in a $2.5 million settlement.

Heaton v. Social Finance, Inc., No. 14-cv-5191 (N.D. Cal.). FCRA class action, alleging violations by lender, resulting in a $2.5 million settlement.

Terrell v. Costco Wholesale Corp., No. 10-2-33915-9 (Wash. Super. Ct., King Cnty.). FCRA class action, alleging violations by employer, resulting in a $2.49 million settlement.

Halvorson v. TalentBin, Inc., No. 15-cv-5166 (N.D. Cal.). FCRA class action, alleging violations by online data aggregator, resulting in a $1.15 million settlement.

Legrand v. IntelliCorp Records, Inc., No. 15-cv-2091 (N.D. Ohio). FCRA class action, alleging violations by consumer reporting agency, resulting in a $1.1 million settlement.

In re Target Corp. Customer Data Security Breach Litig., MDL No. 14-2522 (D. Minn.). Data security breach class action, resulting in a $10 million settlement for consumers.

11. My litigation efforts and experience have received judicial acknowledgement and praise throughout the years of my practice. Examples of such recognition include:

From Judge Paul A. Engelmayer, United States District Court, Southern District of New York:

I know the diligence of counsel and dedication of counsel to the class…Thank you, Ms. Drake. As always I appreciate the—your extraordinary dedication to your – to the class and the very obvious backwards and forwards familiarity you have with the case and level of preparation and articulateness today. It's a pleasure always to have you before me…Class counsel [] generated this case on their own initiative and at their own risk. Counsel's enterprise and ingenuity merits significant compensation…Counsel here are justifiably proud of the important result that they achieved.

Sept. 22, 2020, Final Approval Hearing, *Gambles v. Sterling Info., Inc.*, No. 15-cv-9746.

From Judge Harold E. Kahn, Dep't 302, Superior Court of Cal., San Fran. Cnty.:

You're very articulate on this issue. … Obviously, you're very thoughtful and you have given it a great deal of thought. … And I appreciate your ability to respond to my questions off the cuff. … It shows that you have given these issues a lot of thought ... I have to say that your thoughtfulness this morning has somewhat diminished my concerns [regarding high multiplier on attorney fees]… You're demonstrating credibility by a mile as you go….You are extraordinarily impressive. And I thank you for being here, and for your candid, noninvasive [sic] response to every question I have. I was extremely skeptical at the outset this morning. You have allayed all of my concerns and have persuaded me that this is an important issue, and that you have done a great service to the class. And for that reason, I am going to approve your settlement in all respects… And I congratulate you on your excellent work.

Nov. 7, 2017, Final Approval Hearing, *Nesbitt v. Postmates, Inc.*, No. CGC-15-547146.

From Judge Laurie J. Michelson, United States District Court, E.D. Mich.:

Counsel's quality of work in this case was high. The Court has been impressed with counsel's in-court arguments. And counsel has provided the Court with quality briefing as well.

Aug. 11, 2017, Opinion & Order on Mtn. for Atty. Fees, and Mtn. for Final Approval, *Hillson v. Kelly Services, Inc.*, No. 15-cv-10803.

From Magistrate Judge Terence P. Kemp, United States District Court, S.D. Ohio:

The parties in this case are represented by counsel with substantial experience in class action litigation, and FCRA cases in particular. … Class Counsel are experienced and knowledgeable in FCRA litigation, are skilled, and are in good standing.

June 30, 2017, Report & Recomm'n. on Final Approval, *Rubio-Delgado v. Aerotek, Inc.*, No. 16-cv-1066.

From Judge Paul A. Magnuson, United States District Court, D. Minn.:

[T]he class representatives and their counsel more than adequately protected the class's interests. … [T]he comprehensive nature of the settlement in turn, reflects the adequacy, indeed the superiority, of the representation the class received from its named Plaintiffs and from class counsel.

May 17, 2017, Mem. & Order on Mtn. to Certify Class, *In re Target Corp. Customer Data Sec. Breach Litig.*, MDL No. 14-2522.

From Judge Paul A. Engelmayer, United States District Court, S.D.N.Y.:

The high quality of [plaintiffs' counsel]'s representation strongly supports approval of the requested fees. The Court has previously commended counsel for their excellent lawyering. …The point is worth reiterating here. [Plaintiffs' counsel] was energetic, effective, and creative throughout this long litigation. The Court found [Plaintiffs' counsel]'s briefs and arguments first-rate. And the documents and deposition transcripts which the Court reviewed in the course of resolving motions revealed the firm's far-sighted and strategic approach to discovery. … Further, unlike in many class actions, plaintiffs' counsel did not build their case by piggybacking on regulatory investigation or settlement. … The lawyers [] can genuinely claim to have been the authors of their clients' success.

Sept. 22, 2015, Final Approval Order, *Hart v. RCI Hospitality Holdings, Inc.*, No. 09-cv-3043.

From Magistrate Judge Laurel Beeler, United States District Court, N.D. Cal.:

Counsel have worked vigorously to identify and investigate the claims in this case, and, as this litigation has revealed, understand the applicable law and have represented their clients vigorously and effectively.

June 13, 2014, Order Granting Mtn. for Class Cert., *Ellsworth v. U.S. Bank, N.A.*, No. 12-cv-2506.

From Judge Richard H. Kyle, United States District Court, D. Minn.:

Well, I think you did a great job on this. I mean, I really do. … it seems to me you folks have gotten it done the right way.

Jan. 6, 2014, Prelim. Approval Hearing, *Bible v. General Revenue Corp.*, No. 12-cv-1236.

From Judge Deborah Chasanow, United States District Court, D. Md.:

[plaintiffs' counsel] are qualified, experienced, and competent, as evidenced by their background in litigating class-action cases involving FCRA violations. … As noted above, Plaintiffs' attorneys are experienced and skilled consumer class action litigators who achieved a favorable result for the Settlement Classes.

Oct. 2, 2013, Final Approval Order, *Singleton v. Domino's Pizza, LLC*, No. 11-cv1823.

From Judge Lorna G. Schofield, United States District Court, S.D.N.Y.:

[Plaintiffs' Counsel] has demonstrated it is able fairly and adequately to represent the interests of the putative class.

July 23, 2013, Order Appointing Interim Lead Counsel, *Ernst v. DISH Network, LLC*, No. 12-cv-8794.

From Judge Susan M. Robiner, Minnesota District Court, Henn. Cnty.:

Plaintiffs' counsel are adequate legal representatives for the class. They have done work identifying and investigating potential claims, have handled class actions in

> the past, know the applicable law, and have the resources necessary to represent the class. The class will be fairly and adequately represented.
>
> Oct. 16, 2012, Order Granting Mtn. for Class Cert., *Spar v. Cedar Towing & Auction, Inc.*, No. 27-CV-411-24993.

12. My colleague John Albanese and I have been litigating claims regarding online lending since 2014. In 2017, we began investigating potential claims against purportedly tribal online lenders who made loans over the internet with interest rates that often exceeded 400%. Our investigation thoroughly canvassed the industry and the legal landscape for such claims, and we became highly familiar with the factual and legal issues involved in tribal lending schemes. In the course of investigating this litigation, our firm spent hundreds of hours talking to consumers who had been victimized by online lending.

13. Our firm has been the primary point of contact with the majority of the non-Virginia Class Representatives in this case. The Class Representatives have been fully committed to this litigation and have provided documents and information that were key parts of achieving the Settlement in this case. All of the Class Representatives were fully prepared to do whatever was necessary to prosecute their cases and represent the claims of Class members. Many Class Representatives took out these loans in very challenging periods of their lives and it is upsetting for them to have to relive those circumstances. Many had never been involved in a complex lawsuit before which can be a very daunting experience for even those with extensive legal training. All of them, however, were willing disclose their circumstances in a public forum to attempt to obtain relief not only for themselves, but for the Class.

14. The Settlement in this case represents an excellent result for Class members, providing automatic payments to many and obtaining substantial and meaningful non-monetary relief.

15. Absent the Settlement, there would have been potentially years of additional litigation and a significant risk of no recovery whatsoever. The cases are time-intensive and can be hotly and bitterly contested as the core of a lucrative business model is being challenged.

16. My firm has spent a significant amount of time investigating, researching, and litigating the matters that are being resolved by the Settlement. Additionally, my firm handled responding to the inquiries from Class members that were submitted to Class Counsel. The total number of hours spent by Berger Montague which has been billed to the matters at issue here through today is 2,811,30 hours, with a corresponding lodestar of $1,870,284.79 billed at current hourly rates.

Timekeeper	Position	Current Hourly Rate	Hours Worked	Lodestar
Albanese, John	Shareholder	$865	785.60	$679,544.00
Hibray, Jean	Paralegal	$450	552	$248,400.00
Drake, Eleanor Michelle	Executive Shareholder	$1180	429.1	$506,338.00
Bitoni, Daniel J	Counsel	$650	320.8	$208,520.00
Boorse, Aimee	Counsel	$315	199.5	$62,842.50
Gebo, Rachel	Legal Project Team Manager	$445	89	$39,605.00
Fena, Jocelyn Cornell	Legal Assistant	$280	84.1	$23,548.00
Gionnette, Julie	Legal Assistant	$285	60.7	$17,299.50
Kiener, Ariana	Associate	$610	56.6	$34,526.00
Peterson, Elizabeth Woolford	Staff Attorney	$400	49	$19,600.00
Xiong, Mai	Paralegal	$310	35.5	$11,005.00
McCollum, Sandy	Litigation Support	$57.50	33.8	$1,943.50
Avery, Ekene	Counsel	$54.95	31.5	$1,730.93
Fox, Barry J.	Litigation Support	$83.49	21.3	$1,778.34
Rajendran, Arun	Litigation Support	$43	20	$860.00

Fox, Trevor X	Litigation Support	$60	18.4	$1,104.00
DeSanto, Mark	Senior Counsel	$615	7.7	$5,698.00
McCollum, Christina	Paralegal	$425	4.9	$2,082.50
York, Mary	Paralegal	$50	4.1	$1,845.00
Berger, Jonathan	Legal Supportl	$96.15	3.5	$336.53
Albanese, Anthony	Legal Project Analyst	$175	2.2	$385.00
Hashmall, Joseph	Senior Counsel	$770	1.4	$1,078.00
Brooks, Rachel K	Legal Project Analyst	$325	0.4	$130
Klipa , Stefana	Paralegal	$425	0.2	$85.00
Totals			2,811.30	$1,870,284.79

17. Berger Montague's lodestar in paragraph 16 above does not include charges for out-of-pocket expense items as expenses are recoded separately. Berger Montague has expended a total of $148,430.15 in out-of-pocket expenses to date in connection with litigation that is resolved by the Settlement in this matter. These expenses include travel, legal research, printing and copying, FedEx, document hosting, mediation, and other costs that are generally charged to paying clients. These expenses were incurred on behalf of Plaintiffs and the Settlement Class on a contingent basis, and have not been reimbursed.

The foregoing statement is made under penalty of perjury, and is true and correct to the best of my knowledge and belief.

Date: September 24, 2024

/s/*E. Michelle Drake*
E. Michelle Drake

EXHIBIT A

BERGER | MONTAGUE

1818 Market Street | Suite 3600 | Philadelphia, PA 19103
info@bm.net
bergermontague.com
800-424-6690

About Berger Montague

Berger Montague is a full-spectrum class action and complex civil litigation firm, with nationally known attorneys highly sought after for their legal skills. The firm has been recognized by courts throughout the country for its ability and experience in handling major complex litigation, particularly in the fields of antitrust, securities, mass torts, civil and human rights, whistleblower cases, employment, and consumer litigation. In numerous precedent-setting cases, the firm has played a principal or lead role.

The *National Law Journal* selected Berger Montague in 12 out of 14 years (2003-2005, 2007-2013, 2015-2016) for its "Hot List" of top plaintiffs-oriented litigation firms in the United States. The select group of law firms recognized each year had done "exemplary, cutting-edge work on the plaintiffs' side." The *National Law Journal* ended its "Hot List" award in 2017 and replaced it with "Elite Trial Lawyers," which Berger Montague has won from 2018-2021. The firm has also achieved the highest possible rating by its peers and opponents as reported in *Martindale-Hubbell* and was ranked as a 2021 "Best Law Firm" by *U.S. News - Best Lawyers*.

Currently, the firm consists of over 90 lawyers; 18 paralegals; and an experienced support staff. Few firms in the United States have our breadth of practice and match our successful track record in such a broad array of complex litigation.

History of the Firm

Berger Montague was founded in 1970 by the late David Berger to concentrate on the representation of plaintiffs in a series of antitrust class actions. David Berger helped pioneer the use of class actions in antitrust litigation and was instrumental in extending the use of the class action procedure to other litigation areas, including securities, employment discrimination, civil and human rights, and mass torts. The firm's complement of nationally recognized lawyers has represented both plaintiffs and defendants in these and other areas and has recovered billions of dollars for its clients. In complex litigation, particularly in areas of class action litigation, Berger Montague has established new law and forged the path for recovery.

The firm has been involved in a series of notable cases, some of them among the most important in the last 50 years of civil litigation. For example, the firm was one of the principal counsel for plaintiffs in the *Drexel Burnham Lambert/Michael Milken* securities and bankruptcy litigation. Claimants in these cases recovered approximately $2 billion in the aftermath of the collapse of the junk bond market and the bankruptcy of *Drexel* in the late 1980's. The firm was also among the principal trial counsel in the *Exxon Valdez Oil Spill* litigation in Anchorage, Alaska, a trial resulting in a record jury award of $5 billion against Exxon, later reduced by the U.S. Supreme Court to $507.5 million. Berger Montague was lead counsel in the *School Asbestos Litigation*, in which a national class of secondary and elementary schools recovered in excess of $200 million to defray the costs of asbestos abatement. The case was the first mass tort property damage class action certified on a national basis. Berger Montague was also lead class counsel and lead trial counsel in the *Cook v. Rockwell International Corporation* litigation arising out of a serious incident at the Rocky Flats nuclear weapons facility in Colorado.

Additionally, in the human rights area, the firm, through its membership on the executive committee in the *Holocaust Victim Assets Litigation*, helped to achieve a $1.25 billion settlement with the largest Swiss banks on behalf of victims of Nazi aggression whose deposits were not returned after the Second World War. The firm also played an instrumental role in bringing about a $4.37 billion settlement with German industry and government for the use of slave and forced labor during the Holocaust.

Diversity, Equity and Inclusion Initiatives

Berger Montague not only supports the idea of its Diversity, Equity and Inclusion ("DEI") initiatives, it is a part of the DNA and fabric of the firm—internally amongst the Berger Montague family and in the way we practice law with co-counsel, opposing counsel, the courts, and with our clients. Through our DEI initiatives, Berger Montague actively works to increase diversity at all levels of our firm and to ensure that professionals of all races, religions, national origins, gender identities, ethnicities, sexual orientations, and physical abilities feel supported and respected in the workplace.

Berger Montague has a DEI Task Force with the leadership of the DEI Coordinator, Camille Fundora Rodriguez, and including, Candice J. Enders, Caitlin G. Coslett, Sophia Rios. Berger Montague has enacted a broad range of diversity and inclusion projects, including successful efforts to hire and retain attorneys and non-attorneys from diverse backgrounds and to foster an inclusive work environment, including through firmwide trainings on implicit bias issues that may impact the workplace.

Additionally, at Berger Montague women lead. Women comprise over 30% of Berger Montague's shareholders, well above the national average as reported by the National Association of Women Lawyers. Moreover, women at the firm are encouraged and have taken advantage of professional development support to bolster their trajectories into key participation and leadership roles, both within and outside the firm, including mentoring, networking, and educational opportunities for women across all career levels. As a result of these intentional policies and initiatives, women attorneys at Berger Montague are managing departments, running offices, overseeing major administrative programs, generating new business, serving as first chair in trials, handling large matters, and holding numerous other leadership positions firmwide.

Berger Montague's commitment to DEI activities extends beyond our firm. For example, DEI Task Force members are involved in numerous community and professional activities outside of the firm. Representative activities include membership in and/or board or leadership positions with the Hispanic Bar Association, the Barristers' Association of Philadelphia, the Philadelphia Public School Board of Education, Court Appointed Special Advocates (CASA) of Philadelphia, Philadelphia Bar Association's Business Law Section's Antitrust Committee, Community Legal Services of Philadelphia, the Greater Philadelphia Chapter of the Pennsylvania ACLU, AccessMatters, After School Activities Partnerships, and Leadership Council on Legal Diversity. As such, Berger Montague's commitment to DEI has created an atmosphere in which the attorneys can share their gifts with the legal and greater communities from which they come.

Commitment to *Pro Bono*

Berger Montague attorneys commit their most valuable resource, their time, to charities, nonprofit organizations, and *pro bono* legal work. For over 50 years, Berger Montague has encouraged its attorneys to support charitable causes and volunteer in the community. Our lawyers understand that participating in *pro bono* representation is an essential component of their professional and ethical responsibilities.

Berger Montague is strongly committed to numerous charitable causes. Over his lengthy career, David Berger, the firm's founding partner, was prominent in a great many philanthropic and charitable enterprises, including serving as Honorary Chairman of the American Heart Association; a Trustee of the American Cancer Society; and a member of the Board of Directors of the American Red Cross. This tradition continues to the present.

Community Legal Services of Philadelphia, an organization that provides free legal advice and representation to low-income residents of Philadelphia, honored Berger Montague with its 2021 Champion of Justice Award for the firm's work leading a case against the IRS that succeeded in getting unemployed people their rightful benefits during the COVID-19 pandemic.

In prior years, Berger Montague received the Chancellor's Award presented by the Philadelphia Volunteers for the Indigent Program ("VIP"), which provides crucial legal services to more than 1,000 low-income Philadelphia residents each year. VIP relies on volunteer attorneys to provide *pro bono* representation for families and individuals. In 2009 and 2010, Berger Montague also received an award for our volunteer work with the VIP Mortgage Foreclosure Program.

Today, Berger Montague attorneys engage in *pro bono* work for many organizations, including:

- Public Interest Law Center of Philadelphia ("PILCOP")
- Community Legal Services of Philadelphia ("CLS")
- Philadelphia Legal Assistance
- Education Law Center

- Legal Clinic for the Disabled
- Support Center for Child Advocates
- Veterans Pro Bono Consortium
- AIDS Law Project of Philadelphia
- Center for Literacy
- National Liberty Museum
- Philadelphia Volunteers for the Indigent Program
- Philadelphia Mortgage Foreclosure Program

We are proud of our written *pro bono* policy that encourages and strongly supports our attorneys to get involved in this important and rewarding work. Many attorneys at Berger Montague have been named to the First District of Pennsylvania's Pro Bono Honor Roll.

Berger Montague also makes annual contributions to the Philadelphia Bar Foundation, an umbrella charitable organization dedicated to promoting access to justice for all people in the community, particularly those struggling with poverty, abuse, and discrimination.

The firm also has held numerous clothing drives, toy drives, food drives, and blood drives. Through these efforts, Berger Montague professional and support staff have donated thousands of items of clothing, toys, and food to local charities including the Salvation Army, Toys for Tots, and Philabundance, a local food bank. Blood donations are made to the American Red Cross. Berger Montague attorneys also volunteer on an annual basis at MANNA, which prepares and delivers nourishing meals to those suffering with serious illnesses.

Practice Areas and Case Profiles

Antitrust

In antitrust litigation, the firm has served as lead, co-lead or co-trial counsel on many of the most significant civil antitrust cases over the last 50 years, including *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (settlement of approximately $5.6 billion*), In re Namenda Direct Purchaser Antitrust Litigation* (recovery of $750 million), *In re Loestrin 24 Fe Antitrust Litigation* (recovery of $120 million), and *In re Domestic Drywall Antitrust Litigation* (settlements totaling $190.7 million).

Once again, Berger Montague has been selected by *Chambers and Partners* for its 2021 *Chambers USA* Guide as one of Pennsylvania's top antitrust firms. *Chambers USA 2021* states that Berger Montague's antitrust practice group is "a preeminent force in the Pennsylvania antitrust market, offering expert counsel to clients from a broad range of industries."

The Legal 500, a guide to worldwide legal services providers, ranked Berger Montague as a Top Tier Law Firm for Antitrust: Civil Litigation/Class Actions: Plaintiff in the United States in its 2021 guide and states that Berger Montague's antitrust department "has a flair for handling high-stakes plaintiff-side cases, regularly winning high-value settlements for clients following antitrust law violations."

- ***In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation:*** Berger Montague served as co-lead counsel for a national class including millions of merchants in the *Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* against Visa, MasterCard, and several of the largest banks in the U.S. (*e.g.*, Chase, Bank of America, and Citi). The lawsuit alleged that merchants paid excessive fees to accept Visa and MasterCard cards because the payment cards, individually and together with their respective member banks, violated the antitrust laws. The challenged conduct included, *inter alia*, the collective fixing of interchange fees and adoption of rules that hindered any competitive pressure by merchants to reduce those fees. The lawsuit further alleged that defendants maintained their conspiracy even after both Visa and MasterCard changed their corporate forms from joint ventures owned by member banks to publicly-owned corporations following commencement of this litigation. On September 18, 2018, after thirteen years of hard-fought litigation, Visa and MasterCard agreed to pay as much as approximately $6.26 billion, but no less than approximately $5.56 billion, to settle the case. This result is the largest-ever class action settlement of an antitrust case. The settlement received preliminary approval on January 24, 2019. The settlement received final approval on December 16, 2019, for approximately $5.6 billion.

- ***Contant, et al. v. Bank of America Corp., et al.:*** Berger Montague served as lead class counsel in the multistate indirect purchaser antitrust class action *Contant, et al. v. Bank of America Corp., et al.*, against 16 of the world's largest dealer banks. Plaintiffs alleged that the defendants colluded to manipulate prices on foreign currency ("FX") instruments, using a number of methods to carry out their conspiracies, including sharing confidential price and order information through electronic chat rooms, thereby enabling the defendants to coordinate pricing and eliminate price competition. As with prior bank rigging scandals involving conspiracies to manipulate prices on other financial instruments, the defendants' alleged conspiracy to manipulate FX prices was the subject of numerous governmental investigations as well as direct purchaser class actions brought under antitrust federal law. However, the *Contant* action was the first of such cases to bring claims under state indirect purchaser antitrust laws on behalf of state-wide classes of retail investors of those financial instruments and whose claims have never been redressed. On July 29, 2019, U.S. District Judge Lorna G. Schofield granted preliminary approval of a $10 million settlement with Citigroup and a $985,000 settlement with MUFG Bank Ltd. On July 17, 2020, the Court granted preliminary approval of three settlements with all remaining defendants for a combined $12.695 million. Each of the five settlements, totaling $23.63 million, received final approval on November 19, 2020.

- ***In re Dental Supplies Antitrust Litigation:*** Berger Montague served as co-lead counsel for a class of dental practices and dental laboratories in *In re Dental Supplies Antitrust Litigation*, a suit brought against Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Company, the three largest distributors of dental supplies in the United States. On September 7, 2018, co-lead counsel announced that they agreed with defendants to settle on a classwide basis for $80 million. The settlement received final approval on June 24, 2019. The suit alleged that the defendants, who collectively control close to 90 percent of the dental supplies and equipment distribution market, conspired to restrain trade and fix prices at anticompetitive levels, in violation of the Sherman Act. In furtherance of the alleged conspiracy, plaintiffs claimed that the defendants colluded to boycott and pressure dental manufacturers, dental distributors, and state dental associations that did business with or considered doing business with the defendants' lower-priced rivals. The suit claimed that, because of the defendants' anticompetitive conduct, members of the class were overcharged on dental supplies and equipment. In the 2019 Fairness Hearing, Judge Brian M. Cogan of the U.S. District Court for the Eastern District of New York said: "This is a substantial recovery that has the deterrent effect that class actions are supposed to have, and I think it was done because we had really good Plaintiffs' lawyers in this case who were running it."

- ***In re Domestic Drywall Antitrust Litigation:*** Berger Montague served as co-lead counsel on behalf of a class of direct purchasers of drywall, in a case alleging that the dominant manufacturers of drywall engaged in a conspiracy to fix drywall prices in the U.S. and to abolish the industry's long-standing practice of limiting price increases for the duration of a construction project through "job quotes." Berger Montague represented a class of direct purchasers of drywall from defendants for the period from January 1, 2012 to January 31, 2013. USG Corporation and United States Gypsum Company (collectively, "USG"), New NGC, Inc., Lafarge North America Inc., Eagle Materials, Inc., American Gypsum Company LLC, TIN Inc. d/b/a Temple-Inland Inc., and PABCO Building Products, LLC were named as defendants in this action. On August 20, 2015, the district court granted final approval of two settlements—one with USG and the other with TIN Inc.—totaling $44.5 million. On December 8, 2016, the district court granted final approval of a $21.2 million settlement with Lafarge North America, Inc. On February 18, 2016, the district court denied the motions for summary judgment filed by American Gypsum Company, New NGC, Inc., Lafarge North America, Inc., and PABCO Building Products. On August 23, 2017, the district court granted direct purchaser plaintiffs' motion for class certification. On January 29, 2018, the district court granted preliminary approval of a joint settlement with the remaining defendants, New NGC, Inc., Eagle Materials, Inc., American Gypsum Company LLC, and PABCO Building Products, LLC, for $125 million. The settlement received final approval on July 17, 2018, bringing the total amount of settlements for the class to $190.7 million.

- ***In re Currency Conversion Fee Antitrust Litigation:*** Berger Montague, as one of two co-lead counsel, spearheaded a class action lawsuit alleging that the major credit cards had conspired to fix prices for foreign currency conversion fees imposed on credit card transactions. After eight years of litigation, a settlement of $336 million was approved in October 2009, with a Final Judgment entered in November 2009. Following the resolution of eleven appeals, the District Court, on October 5, 2011, directed distribution of the settlement funds to more than 10 million timely filed claimants, among the largest class of claimants in an antitrust consumer class action. A subsequent settlement with American Express increased the settlement amount to $386 million. (MDL No. 1409 (S.D.N.Y)).

- ***In re Marchbanks Truck Service Inc., et al. v. Comdata Network, Inc.:*** Berger Montague was co-lead counsel in this antitrust class action brought on behalf of a class of thousands of Independent Truck Stops. The lawsuit alleged that defendant Comdata Network, Inc. had monopolized the market for specialized Fleet Cards used by long-haul truckers. Comdata imposed anticompetitive provisions in its agreements with Independent Truck Stops that artificially inflated the fees Independents paid when accepting the Comdata's Fleet Card for payment. These contractual provisions, commonly referred to as anti-steering provisions or merchant restraints, barred Independents from taking various competitive steps that could have been used to steer fleets to rival payment cards. The settlement for $130 million and valuable prospective relief was preliminary approved on March 17, 2014, and finally approved on July 14, 2014. In its July 14, 2014 order approving Class Counsel's fee request, entered contemporaneously with its order finally approving the settlement, the Court described this outcome as "substantial, both in absolute terms, and when assessed in light of the risks of establishing liability and damages in this case."

- ***Ross, et al. v. Bank of America (USA) N.A., et al.:*** Berger Montague, as lead counsel for the cardholder classes, obtained final approval of settlements reached with Chase, Bank of America, Capital One and HSBC, on claims that the defendant banks unlawfully acted in concert to require cardholders to arbitrate disputes, including debt collections, and to preclude cardholders from participating in any class actions. The case was brought for injunctive relief only. The settlements remove arbitration clauses nationwide for 3.5 years from the so-called "cardholder agreements" for over 100 million credit card holders. This victory for consumers and small businesses came after nearly five years of hard-fought litigation, including obtaining a decision by the Court of Appeals reversing the order dismissing the case, and will aid consumers and small businesses in their ability to resist unfair and abusive credit card practices. In June 2009, the National Arbitration Forum (or "NAF") was added as a defendant. Berger Montague also reached a settlement with NAF. Under that agreement, NAF ceased administering arbitration proceedings involving business cards for a period of three and one-half (3.5) years, which relief is in addition to the requirements of a Consent Judgment with the State of Minnesota, entered into by the NAF on July 24, 2009.

- ***Johnson, et al. v AzHHA, et al.:*** Berger Montague was co-lead counsel in this litigation on behalf of a class of temporary nursing personnel, against the Arizona Hospital and Healthcare Association, and its member hospitals, for agreeing and conspiring to fix the rates and wages for temporary nursing personnel, causing class members to be underpaid. The court approved $24 million in settlements on behalf of this class of nurses. (Case No. 07-1292 (D. Ariz.)).

The firm has also played a leading role in cases in the pharmaceutical arena, especially in cases involving the delayed entry of generic competition, having achieved over $2 billion in settlements in such cases over the past decade, including:

- ***In re: Namenda Direct Purchaser Antitrust Litigation:*** Berger Montague is co-lead counsel for the class in this antitrust action brought on behalf of a class of direct purchasers of branded and/or generic Namenda IR and/or branded Namenda XR. It settled for $750 million on the very eve of trial. The $750 million settlement received final approval on May 27, 2020, and is the largest single-defendant settlement ever for a case alleging delayed generic competition. (Case No. 15-cv-7488 (S.D.N.Y.)).

- ***King Drug Co. v. Cephalon, Inc.:*** Berger Montague played a major role (serving on the executive committee) in this antitrust class action on behalf of direct purchasers of the prescription drug Provigil (modafinil). After nine years of hard-fought litigation, the court approved a $512 million partial settlement, then the largest settlement ever for a case alleging delayed generic competition. (Case No. 2:06-cv-01797 (E.D. Pa.)). Subsequent non-class settlements pushed the total settlement figure even higher.

- ***In re Aggrenox Antitrust Litigation:*** Berger Montague represented a class of direct purchasers of Aggrenox in in an action alleging that defendants delayed the availability of less expensive generic Aggrenox through, *inter alia*, unlawful reverse payment agreements. The case settled for $146 million. (Case No. 14-02516 (D. Conn.)).

- ***In re Asacol Antitrust Litigation:*** The firm served as class counsel for direct purchasers of Asacol HS and Delzicol in a case alleging that defendants participated in a scheme to block generic competition for the ulcerative colitis drug Asacol. The case settled for $15 million. (Case No. 15-cv-12730-DJC (D. Mass.)).

- ***In re Celebrex (Celecoxib) Antitrust Litigation***: The firm represented a class of direct purchasers of brand and generic Celebrex (celecoxib) in an action alleging that Pfizer, in violation of the Sherman Act, improperly obtained a patent for Celebrex from the U.S. Patent and Trademark Office in a scheme to unlawfully extend patent protection and delay market entry of generic versions of Celebrex. The case settled for $94 million. (Case No. 14-cv-00361 (E.D. VA.)).

- ***In re DDAVP Direct Purchaser Antitrust Litigation:*** Berger Montague served as co-lead counsel in a case that charged defendants with using sham litigation and a fraudulently obtained patent to delay the entry of generic versions of the prescription drug DDAVP. Berger Montague achieved a $20.25 million settlement only after winning a precedent-setting victory before the United States Court of Appeals for the Second Circuit that ruled that direct purchasers had standing to recover overcharges arising from a patent-holder's misuse of an allegedly fraudulently obtained patent. (Case No. 05-2237 (S.D.N.Y.)).

- ***In re K-Dur Antitrust Litigation:*** Berger Montague served as co-lead counsel for the class in this long-running antitrust litigation. Berger Montague litigated the case before the Court of Appeals and won a precedent-setting victory and continued the fight before the Supreme Court. On remand, the case settled for $60.2 million. (Case No. 01-1652 (D.N.J.)).

- ***In re Loestrin 24 Fe Antitrust Litigation:*** Berger Montague served as co-lead counsel for the class of direct purchasers of brand Loestrin, generic Loestrin, and/or brand Minastrin. The direct purchaser class alleged that defendants violated federal antitrust laws by unlawfully impairing the introduction of generic versions of the prescription drug Loestrin 24 Fe. The case settled shortly before trial for $120 million (Case No. 13-md-2472) (D.R.I.).

- ***Meijer, Inc., et al. v. Abbott Laboratories:*** Berger Montague served as co-lead counsel in a class action on behalf of pharmaceutical wholesalers and pharmacies charging Abbott Laboratories with illegally maintaining monopoly power and overcharging purchasers in violation of the federal antitrust laws. Plaintiffs alleged that Abbott had used its monopoly with respect to its anti-HIV medicine Norvir (ritonavir) to protect its monopoly power for another highly profitable Abbott HIV drug, Kaletra. This antitrust class action settled for $52 million after four days of a jury trial in federal court in Oakland, California. (Case No. 07-5985 (N.D. Cal.)).

- ***Mylan Pharmaceuticals, Inc. v. Warner Chilcott Public Ltd. Co.:*** Berger Montague served as co-lead counsel in a case challenging Warner Chilcott's alleged anticompetitive practices with respect to the branded drug Doryx. The case settled for $15 million. (Case No. 2:12-cv-03824 (E.D. Pa.)).

- ***In re Oxycontin Antitrust Litigation:*** Berger Montague served as co-lead counsel on behalf of direct purchasers of the prescription drug Oxycontin. The case settled in 2011 for $16 million. (Case No. 1:04-md-01603 (S.D.N.Y)).

- ***In re Prandin Direct Purchaser Antitrust Litigation:*** Berger Montague served as co-lead counsel and recovered $19 million on behalf of direct purchasers of the diabetes medication Prandin. (Case No. 2:10-cv-12141 (E.D. Mich.)).

- ***Rochester Drug Co-Operative, Inc. v. Braintree Labs., Inc.*****:** Berger Montague served as co-lead counsel on behalf of direct purchasers alleging sham litigation led to the delay of generic forms of the brand drug Miralax. The case settled for $17.25 million. (Case No. 07-142 (D. Del.)).

- ***In re Skelaxin Antitrust Litigation:*** Berger Montague was among a small group of firms litigating on behalf of direct purchasers of the drug Skelaxin. The case settled for $73 million. (Case No. 2:12-cv-83 / 1:12-md-02343) (E.D. Tenn.)).

- ***In re Solodyn Antitrust Litigation:*** Berger Montague served as co-lead counsel representing a class of direct purchasers of brand and generic Solodyn (extended-release minocycline hydrochloride tablets) alleging that defendants entered into agreements not to compete in the market for extended-release minocycline hydrochloride tablets in violation of the Sherman Act. With a final settlement on the eve of trial, the case settled for a total of more than $76 million. (Case No. 14-MD-2503-DJC (D. Mass.)).

- ***In re Tricor Antitrust Litigation:*** Berger Montague was one of a small group of counsel in a case alleging that the manufacturer of this drug was paying its competitors to refrain from introducing less expensive generic versions of Tricor. The case settled for $250 million. (No. 05-340 (D. Del.)).

- ***In re Wellbutrin XL Antitrust Litigation:*** Berger Montague served as co-lead counsel for a class of direct purchasers of the antidepressant Wellbutrin XL. A settlement of $37.5 million was reached with Valeant Pharmaceuticals (formerly Biovail), one of two defendants in the case. (Case No. 08-cv-2431 (E.D. Pa.)).

Commercial Litigation
Berger Montague helps business clients achieve extraordinary successes in a wide variety of complex commercial litigation matters. Our attorneys appear regularly on behalf of clients in high stakes federal and state court commercial litigation across the United States. We work with our clients to develop a comprehensive and detailed litigation plan, and then organize, allocate and deploy whatever resources are necessary to successfully prosecute or defend the case.

- ***Robert S. Spencer, et al. v. The Arden Group, Inc., et al.*:** Berger Montague represented an owner of limited partnership interests in several commercial real estate partnerships in a lawsuit against the partnerships' general partner. The terms of the settlement are subject to a confidentiality agreement. (Aug. Term, 2007, No. 02066 (Pa. Ct. Com. Pl., Phila. Cty. - Commerce Program)).

- ***Forbes v. GMH:*** Berger Montague represented a private real estate developer/investor who sold a valuable apartment complex to GMH for cash and publicly-held securities. The case which claimed securities fraud in connection with the transaction settled for a confidential sum which represented a significant portion of the losses experienced. (No. 07-cv-00979 (E.D. Pa.)).

Commodities & Financial Instruments
Berger Montague ranks among the country's preeminent firms for managing and trying complex Commodities & Financial Instruments related cases on behalf of individuals and as class actions. The firm's commodities clients include individual hedge and speculation traders, hedge funds, energy firms, investment funds, and precious metals clients.

- ***In re Peregrine Financial Group Customer Litigation:*** Berger Montague served as co-lead counsel in a class action which helped deliver settlements worth more than $75 million on behalf of former customers of Peregrine Financial Group, Inc., in litigation against U.S. Bank, N.A., and JPMorgan Chase Bank, N.A., arising from Peregrine's collapse in July 2012. The lawsuit alleges that both banks breached legal duties by allowing Peregrine's owner to withdraw and put millions of dollars in customer funds to non-customer use. (No. 1:12-cv-5546)

- ***In re MF Global Holdings Ltd. Investment Litigation*****:** Berger Montague is one of two co-lead counsel that represented thousands of commodities account holders who fell victim to the alleged massive theft and misappropriation of client funds at the former major global commodities brokerage firm MF Global. Berger Montague reached a variety of settlements, including with JPMorgan Chase Bank, the MF Global SIPA Trustee, and the CME Group, that collectively helped to return approximately $1.6 billion to the class. Ultimately, class members received more than 100% of the funds allegedly misappropriated by MF Global even after all fees and expenses. (No. 11-cv-07866 (S.D.N.Y.).

- ***In re Commodity Exchange, Inc., Gold Futures and Options Trading Litigation*****:** Berger Montague is one of two co-lead counsel representing traders of traders of gold-based derivative contracts, physical gold, and gold-based securities against The Bank of Nova Scotia, Barclays Bank plc, Deutsche Bank AG, HSBC Bank plc, Société Générale and the London Gold Market Fixing Limited. Plaintiffs allege that the defendants, members of the London Gold Market Fixing Limited, which sets an important benchmark price for gold, conspired to manipulate this benchmark for their collective benefit. (1:14-md-02548 (S.D.N.Y.)).

- ***In re Libor-Based Financial Instruments Antitrust Litigation*****:** Berger Montague represents exchange-based investors in this sprawling litigation alleging a conspiracy among many of the world's largest banks to manipulate the key LIBOR benchmark rate. LIBOR plays an important role in valuing trillions of dollars of financial instruments worldwide. The case, filed in 2011, alleges that the banks colluded to misreport and manipulate LIBOR rates for their own benefit. The banks' conduct damaged, among others, exchange-based investors who transacted in Eurodollar futures and options on the CME between 2005 and 2010. Eurodollar futures and options are keyed to LIBOR and are the world's most heavily traded short-term interest rate contracts. Following years of hotly contested litigation on behalf of these exchange-based investors, Berger Montague and its co-counsel achieved settlements with seven banks totaling more than $180 million. In September 2019, the Court granted preliminary approval of a plan of distribution for these settlement funds. A final approval hearing on the settlement is scheduled in September 2020. (No. 1:11-md-02262-NRB (S.D.N.Y.)).

Consumer Protection
Berger Montague's Consumer Protection Group protects consumers when they are injured by false or misleading advertising, defective products, data privacy breaches, and various other unfair trade practices. Consumers too often suffer the brunt of corporate wrongdoing, particularly in the area of false or misleading advertising, defective products, and data or privacy breaches.

- ***In re Public Records Fair Credit Reporting Act Litigation***: Berger Montague is class counsel in three class action settlements involving how the big three credit bureaus, Experian, TransUnion, and Equifax, report public records, including tax liens and civil judgments. The settlements provide groundbreaking injunctive relief valued at over $100 billion and provide a streamlined process for consumers to receive uncapped monetary payments for claims related to inaccurate reporting of public records.

- ***In re: CertainTeed Fiber Cement Siding Litigation***: The firm, as one of two Co-Lead Counsel firms obtained a settlement of more than $103 million in this multidistrict products liability litigation concerning CertainTeed Corporation's fiber cement siding, on behalf of a nationwide class. (MDL No. 2270 (E.D. Pa.)).

- ***Countrywide Predatory Lending Enforcement Action:*** Berger Montague advised the Ohio Attorney General (and several other state attorneys general) regarding predatory lending in a landmark law enforcement proceeding against *Countrywide* (and its parent, Bank of America) culminating in 2008 in mortgage-related modifications and other relief for borrowers across the country valued at some $8.6 billion.

- ***In re Experian Data Breach Litigation***: Berger Montague served on the Executive Committee of this class action lawsuit that arose from a 2015 data breach at Experian in which computer hackers stole personal information including Social Security numbers and other sensitive personal information for approximately 15 million consumers. The settlement is valued at over $170 million. It consisted of $22 million for a non-reversionary cash Settlement Fund; $11.7 million for Experian's remedial measures implemented in connection with the lawsuit; and two years of free credit monitoring and identity theft insurance. The aggregate value of credit monitoring claimed by class members during the claims submission process exceeded $138 million, based on a $19.99 per month retail value of the service.

- ***In re Pet Foods Product Liability Litigation***: The firm served as one of plaintiffs' co-lead counsel in this multidistrict class action suit seeking to redress the harm resulting from the manufacture and sale of contaminated dog and cat food. The case settled for $24 million. Many terms of the settlement are unique and highly beneficial to the class, including allowing class members to recover up to 100% of their economic damages without any limitation on the types of economic damages they may recover. (1:07-cv-02867 (D.N.J.), MDL Docket No. 1850 (D.N.J.)).

- ***In re TJX Companies Retail Security Breach Litigation***: The firm served as co-lead counsel in this multidistrict litigation brought on behalf of individuals whose personal and financial data was compromised in the then-largest theft of personal data in history. The breach involved more than 45 million credit and debit card numbers and 450,000 customers' driver's license numbers. The case was settled for benefits valued at over $200 million. Class members whose driver's license numbers were at risk were entitled to 3 years of credit monitoring and identity theft insurance (a value of $390 per person based on the retail cost for this service), reimbursement of actual identity theft losses, and reimbursement of driver's license replacement costs. Class members whose credit and debit card numbers were at risk were entitled to cash of $15-$30 or store vouchers of $30-$60. (No. 1:07-cv-10162-WGY, (D. Mass.)).

- ***In re: Heartland Payment Systems, Inc. Customer Data Security Breach Litigation:*** The firm served on the Executive Committee of this multidistrict litigation and obtained a settlement of cash and injunctive relief for a class of 130 million credit card holders whose credit card information was stolen by computer hackers. The breach was the largest known theft of credit card information in history. (No. 4:09-MD-2046 (S.D. Tex. 2009)).

- ***In re: Countrywide Financial Corp. Customer Data Security Breach Litigation***: The firm served on the Executive Committee of this multidistrict litigation and obtained a settlement for a class of 17 million individuals whose personal information was at risk when a rogue employee sold their information to unauthorized third parties. Settlement benefits included: (i) reimbursement of several categories of out-of-pocket costs; (ii) credit monitoring and identity theft insurance for 2 years for consumers who did not accept Countrywide's prior offer of credit monitoring; and (iii) injunctive relief. The settlement was approved by the court in 2010. (3:08-md-01998-TBR (W.D. Ky. 2008)).

- ***In re Educational Testing Service Praxis Principles of Learning and Teaching: Grades 7-12 Litigation***: The firm served on the plaintiffs' steering committee and obtained an $11.1 million settlement in 2006 on behalf of persons who were incorrectly scored on a teacher's licensing exam. (MDL No. 1643 (E.D. La.)).

- ***Salvucci v. Volkswagen of America, Inc. d/b/a Audi of America, Inc.***: The firm served as co-lead counsel in litigation brought on behalf of a nationwide class alleging that defendants failed to disclose that its vehicles contained defectively designed timing belt tensioners and associated parts and that defendants misrepresented the appropriate service interval for replacement of the timing belt tensioner system. After extensive discovery, a settlement was reached. (Docket No. ATL-1461-03 (N.J. Sup. Ct. 2007)).

Corporate Governance and Shareholder Rights

Berger Montague protects the interests of individual and institutional investors in shareholder derivative actions in state and federal courts across the United States. Our attorneys help individual and institutional investors reform poor corporate governance, as well as represent them in litigation against directors of a company for violating their fiduciary duty or provide guidance on shareholder rights.

- ***Emil Rossdeutscher and Dennis Kelly v. Viacom:*** The firm, as lead counsel, obtained a settlement resulting in a fund of $14.25 million for the class. (C.A. No. 98C-03-091 (JEB) (Del. Super. Ct.)).

- ***Fox v. Riverview Realty Partners, f/k/a Prime Group Realty Trust, et al.:*** The firm, as lead counsel, obtained a settlement resulting in a fund of $8.25 million for the class.

Employee Benefits & ERISA

Berger Montague represents employees who have claims under the federal Employee Retirement Income Security Act. We litigate cases on behalf of employees whose 401(k) and pension investments have suffered losses as a result of the breach of fiduciary duties by plan administrators and the companies they represent. Berger Montague has recovered hundreds of millions of dollars in lost retirement benefits for American workers and retirees, and also gained favorable changes to their retirement plans.

- ***Diebold v. Northern Trust Investments, N.A.*****:** As co-lead counsel in this ERISA breach of fiduciary duty case, the firm secured a $36 million settlement on behalf of participants in retirement plans who participated in Northern Trust's securities lending program. Plaintiffs alleged that defendants breached their ERISA fiduciary duties by failing to manage properly two collateral pools that held cash collateral received from the securities lending program. The settlement represented a recovery of more than 25% of alleged class member losses. (No. 1:09-cv-01934 (N.D. Ill.)).

- ***Glass Dimensions, Inc. v. State Street Bank & Trust Co.***: The firm served as co-lead counsel in this ERISA case that alleged that defendants breached their fiduciary duties to the retirement plans it managed by taking unreasonable compensation for managing the securities lending program in which the plans participated. After the court certified a class of the plans that participated in the securities lending program at issue, the case settled for $10 million on behalf of 1,500 retirement plans that invested in defendants' collective investment funds. (No. 1:10-cv-10588-DPW (D. Mass)).

- ***In re Eastman Kodak ERISA Litigation*****:** The firm served as class counsel in this ERISA breach of fiduciary duty class action which alleged that defendants breached their fiduciary duties to Kodak retirement plan participants by allowing plan investments in Kodak common stock. The case settled for $9.7 million. (Master File No. 6:12-cv-06051-DGL (W.D.N.Y.)).

- ***Lequita Dennard v. Transamerica Corp. et al.*****:** The firm served as counsel to plan participants who alleged that they suffered losses when plan fiduciaries failed to act solely in participants' interests, as ERISA requires, when they selected, removed and monitored plan investment options. The case settled for structural changes to the plan and $3.8 million monetary payment to the class. (Civil Action No. 1:15-cv-00030-EJM (N.D. Iowa)).

Employment & Unpaid Wages

The Berger Montague Employment & Unpaid Wages Department works tirelessly to safeguard the rights of employees and devotes all of their energies to helping the firm's clients achieve their goals. Our attorneys' understanding of federal and state wage and hour laws, federal and state civil rights and discrimination laws, ERISA, the WARN Act, laws protecting whistleblowers, such as federal and state False Claims Acts, and other employment laws, allows us to develop creative strategies to vindicate our clients' rights and help them secure the compensation to which they are entitled.

Berger Montague is at the forefront of class action litigation, seeking remedies for employees under the Fair Labor Standards Act, state wage and hour law, breach of contract, unjust enrichment, and other state common law causes of action.

Berger Montague's Employment & Unpaid Wages Group, which is chaired by Executive Shareholder Shanon Carson, is repeatedly recognized for outstanding success in effectively representing its clients. In 2015, *The National Law Journal* selected Berger Montague as the top plaintiffs' law firm in the Employment Law category at the Elite Trial Lawyers awards ceremony. Portfolio Media, which publishes *Law360*, also recognized Berger Montague as one of the eight Top Employment Plaintiffs' Firms in 2009.

Representative cases include the following:

- ***Fenley v. Wood Group Mustang, Inc*****:** The firm served as lead counsel and obtained a settlement of $6.25 million on behalf of a class of oil and gas inspectors who allegedly did not receive overtime compensation for hours worked in excess of 40 per week. (Civil Action No. 2:15-cv-326 (S.D. Ohio)).

- ***Sanders v. The CJS Solutions Group, LLC*****:** The firm served as co-lead counsel and obtained a settlement of $3.24 million on behalf of a class of IT healthcare consultants who allegedly did not receive overtime premiums for hours worked in excess of 40 per week. (Civil Action No. 17-3809 (S.D.N.Y.)).

- ***Gundrum v.* Cleveland Integrity Services, Inc.:** The firm served as lead counsel and obtained a settlement of $4.5 million on behalf of a class of oil and gas inspectors who allegedly did not receive overtime compensation for hours worked in excess of 40 per week. (Civil Action No. 4:17-cv-55 (N.D. Okl.)).

- ***Fenley v.* Applied Consultants, Inc.:** The firm served as lead counsel and obtained a settlement of $9.25 million on behalf of a class of oil and gas inspectors who allegedly did not receive overtime compensation for hours worked in excess of 40 per week. (Civil Action No. 2:15-cv-259 (W.D. Pa.)).

- ***Acevedo v. Brightview Landscapes, LLC*****:** The firm served as co-lead counsel and obtained a settlement of $6.95 million on behalf of a class of landscaping crew members who allegedly did not receive proper overtime premiums for hours worked in excess of 40 per week. (Civil Action No. 3:13-cv-02529 (M.D. Pa.)).

- ***Jantz v. Social Security Administration:*** The firm served as co-lead counsel and obtained a settlement on behalf of employees with targeted disabilities ("TDEs") alleged that SSA discriminated against TDEs by denying them promotional and other career advancement opportunities. The settlement was reached after more than ten years of litigation, and the Class withstood challenges to class certification on four separate occasions. The settlement includes a monetary fund of $9.98 million and an unprecedented package of extensive programmatic changes valued at approximately $20 million. (EEOC No. 531-2006-00276X (2015)).

- ***Ciamillo v. Baker Hughes, Incorporated:*** The firm served as lead counsel and obtained a settlement of $5 million on behalf of a class of oil and gas workers who allegedly did not receive any overtime compensation for working hours in excess of 40 per week. (Civil Action No. 14-cv-81 (D. Alaska)).

- ***Salcido v. Cargill Meat Solutions Corp.:*** The firm served as co-lead counsel and obtained a settlement of $7.5 million on behalf of a class of thousands of employees of Cargill Meat Solutions Corp. alleging that they were forced to work off-the-clock and during their breaks. This is one of the largest settlements of this type of case involving a single plant in U.S. history. (Civil Action Nos. 1:07-cv-01347-LJO-GSA and 1:08-cv-00605-LJO-GSA (E.D. Cal.)).

- ***Chabrier v. Wilmington Finance, Inc.:*** The firm served as co-lead counsel and obtained a settlement of $2,925,000 on behalf of loan officers who worked in four offices to resolve claims for unpaid overtime wages. A significant opinion issued in the case is *Chabrier v. Wilmington Finance, Inc.*, 2008 WL 938872 (E.D. Pa. April 04, 2008) (denying the defendant's motion to decertify the class). (No. 06-4176 (E.D. Pa.)).

- ***Bonnette v. Rochester Gas & Electric Co.:*** The firm served as co-lead counsel and obtained a settlement of $2 million on behalf of a class of African American employees of Rochester Gas & Electric Co. to resolve charges of racial discrimination in hiring, job assignments, compensation, promotions, discipline, terminations, retaliation, and a hostile work environment. (No. 07-6635 (W.D.N.Y.)).

Environment & Public Health

Berger Montague lawyers are trailblazers in the fields of environmental class action litigation and mass torts. Our attorneys have earned their reputation in the fields of environmental litigation and mass torts by successfully prosecuting some of the largest, most well-known cases of our time. Our Environment & Public Health Group also prosecutes significant claims for personal injury, commercial losses, property damage, and environmental response costs. In 2016, Berger Montague was named an Elite Trial Lawyer Finalist in special litigation (environmental) by *The National Law Journal*.

- ***Cook v. Rockwell International Corporation:*** In February 2006, the firm won a $554 million jury verdict on behalf of thousands of property owners whose homes were exposed to plutonium from the former Rocky Flats nuclear weapons site northwest of Denver, Colorado. Judgment in the case was entered by the court in June 2008 which, with interest, totaled $926 million. Recognizing this tremendous achievement, the Public Justice Foundation bestowed its prestigious Trial Lawyer of the Year Award for 2009 on Merrill G. Davidoff, David F. Sorensen, and the entire trial team for their "long and hard-fought" victory against "formidable corporate and government defendants." (No. 90-cv-00181-JLK (D. Colo.)). The jury verdict in that case was vacated on appeal in 2010, but on a second trip to the Tenth Circuit, Plaintiffs secured a victory in 2015, with the case then being sent back to the district court. A $375 million settlement was reached in May 2016, and final approval by the district court was obtained in April 2017.

- ***In re Exxon Valdez Oil Spill Litigation*:** On September 16, 1994, a jury trial of several months duration resulted in a record punitive damages award of $5 billion against the Exxon defendants as a consequence of one of the largest oil spills in U.S. history. The award was reduced to $507.5 million pursuant to a Supreme Court decision. David Berger was co-chair of the plaintiffs' discovery committee (appointed by both the federal and state courts). Harold Berger served as a member of the organizing case management committee. H. Laddie Montague was specifically appointed by the federal court as one of the four designated trial counsel. Both Mr. Montague and Peter Kahana shared (with the entire trial team) the 1995 "Trial Lawyer of the Year Award" given by the Trial Lawyers for Public Justice. (No. A89-0095-CVCHRH (D. Alaska)).

- ***Drayton v. Pilgrim's Pride Corp.:*** The firm served as counsel in a consolidation of wrongful death and other catastrophic injury cases brought against two manufacturers of turkey products, arising out of a 2002 outbreak of Listeria Monocytogenes in the Northeastern United States, which resulted in the recall of over 32 million pounds of turkey – the second largest meat recall in U.S. history at that time. A significant opinion issued in the case is *Drayton v. Pilgrim's Pride Corp.*, 472 F. Supp. 2d 638 (E.D. Pa. 2006) (denying the defendants' motions for summary judgment and applying the alternative liability doctrine). All of the cases settled on confidential terms in 2006. (No. 03-2334 (E.D. Pa.)).

- ***In re Three Mile Island Litigation:*** As lead/liaison counsel, the firm successfully litigated the case and reached a settlement in 1981 of $25 million in favor of individuals, corporations and other entities suffering property damage as a result of the nuclear incident involved. (C.A. No. 79-0432 (M.D. Pa.)).

Insurance Fraud

When insurance companies and affiliated financial services entities engage in fraudulent, deceptive or unfair practices, Berger Montague helps injured parties recover their losses. We focus on fraudulent, deceptive and unfair business practices across all lines of insurance and financial products and services sold by insurers and their affiliates, which include annuities, securities and other investment vehicles.

- ***Spencer v. Hartford Financial Services Group, Inc.:*** The firm, together with co-counsel, prosecuted this national class action against The Hartford Financial Services Group, Inc. and its affiliates in the United States District Court for the District of Connecticut (*Spencer* *v. Hartford Financial Services Group, Inc.*, Case No. 05-cv-1681) on behalf of approximately 22,000 claimants, each of whom entered into structured settlements with Hartford property and casualty insurers to settle personal injury and workers' compensation claims. To fund these structured settlements, the Hartford property and casualty insurers purchased annuities from their affiliate, Hartford Life. By purchasing the annuity from Hartford Life, The Hartford companies allegedly were able to retain up to 15% of the structured amount of the settlement in the form of undisclosed costs, commissions and profit - all of which was concealed from the settling claimants. On March 10, 2009, the U.S. District Court certified for trial claims on behalf of two national subclasses for civil RICO and fraud (256 F.R.D. 284 (D. Conn. 2009)). On October 14, 2009, the Second Circuit Court of Appeals denied The Hartford's petition for interlocutory appeal under Federal Rule of Civil Procedure 23(f). On September 21, 2010, the U.S. District Court entered judgment granting final approval of a $72.5 million cash settlement.

- ***Nationwide Mutual Insurance Company v. O'Dell:*** The firm, together with co-counsel, prosecuted this class action against Nationwide Mutual Insurance Company in West Virginia Circuit Court, Roane County (*Nationwide Mutual Insurance Company v. O'Dell*, Case No. 00-C-37), on behalf of current and former West Virginia automobile insurance policyholders, which arose out of Nationwide's failure, dating back to 1993, to offer policyholders the ability to purchase statutorily-required optional levels of underinsured ("UIM") and uninsured ("UM") motorist coverage in accordance with West Virginia Code 33-6-31. The court certified a trial class seeking monetary damages, alleging that the failure to offer these optional levels of coverage, and the failure to provide increased first party benefits to personal injury claimants, breached Nationwide's insurance policies and its duty of good faith and fair dealing, and violated the West Virginia Unfair Trade Practices Act. On June 25, 2009, the court issued final approval of a settlement that provided a minimum estimated value of $75 million to Nationwide auto policyholders and their passengers who were injured in an accident or who suffered property damage.

Predatory Lending and Borrowers' Rights

Berger Montague's attorneys fight vigorously to protect the rights of borrowers when they are injured by the practices of banks and other financial institutions that lend money or service borrowers' loans. Berger Montague has successfully obtained multi-million-dollar class action settlements for nationwide classes of borrowers against banks and financial institutions and works tirelessly to protect the rights of borrowers suffering from these and other deceptive and unfair lending practices.

- ***Coonan v. Citibank, N.A.***: The firm, as Co-Lead Counsel, prosecuted this national class action against Citibank and its affiliates in the United States District Court for the Northern District of New York concerning alleged kickbacks Citibank received in connection with its force-placed insurance programs. The firm obtained a settlement of $122 million on behalf of a class of hundreds of thousands of borrowers.

- ***Arnett v. Bank of America, N.A.***: The firm, as Co-Lead Counsel, prosecuted this national class action against Bank of America and its affiliates in the United States District Court for the District of Oregon concerning alleged kickbacks received in connection with its force-placed flood insurance program. The firm obtained a settlement of $31 million on behalf of a class of hundreds of thousands of borrowers.

- ***Clements v. JPMorgan Chase Bank, N.A.***: The firm, as Co-Lead Counsel, prosecuted this national class action against JPMorgan Chase and its affiliates in the United States District Court for the Northern District of California concerning alleged kickbacks received in connection with its force-placed flood insurance program. The firm obtained a settlement of $22,125,000 on behalf of a class of thousands of borrowers.

- ***Holmes v. Bank of America, N.A.***: The firm, as Co-Lead Counsel, prosecuted this national class action against Bank of America and its affiliates in the United States District Court for the Western District of North Carolina concerning alleged kickbacks received in connection with its force-placed wind insurance program. The firm obtained a settlement of $5.05 million on behalf of a class of thousands of borrowers.

Securities & Investor Protection

In the area of securities litigation, the firm has represented public institutional investors – such as the retirement funds for the States of Pennsylvania, Connecticut, New Hampshire, New Jersey, Louisiana and Ohio, as well as the City of Philadelphia and numerous individual investors and private institutional investors. The firm was co-lead counsel in the *Melridge Securities Litigation* in the Federal District Court in Oregon, in which jury verdicts of $88.2 million and a RICO judgment of $239 million were obtained. Berger Montague has served as lead or co-lead counsel in numerous other major securities class action cases where substantial settlements were achieved on behalf of investors.

- ***In re Merrill Lynch Securities Litigation:*** Berger Montague, as co-lead counsel, obtained a recovery of $475 million for the benefit of the class in one of the largest recoveries among the recent financial crisis cases. (No. 07-cv-09633 (S.D.N.Y.)).

- ***In re: Oppenheimer Rochester Funds Group Securities Litigation:*** The firm, as co-lead counsel, obtained a $89.5 million settlement on behalf of investors in six tax-exempt bond mutual funds managed by OppenheimerFunds, Inc. (No. 09-md-02063-JLK (D. Col.)).

- ***In re KLA Tencor Securities Litigation:*** The firm, as a member of Plaintiffs' Counsel's Executive Committee, obtained a cash settlement of $65 million in an action on behalf of investors against KLA-Tencor and certain of its officers and directors. (No. 06-cv-04065 (N.D. Cal.)).

- ***In re NetBank, Inc. Securities Litigation:*** The firm served as lead counsel in this certified class action on behalf of the former common shareholders of NetBank, Inc. The $12.5

million settlement, which occurred after class certification proceedings and substantial discovery, is particularly noteworthy because it is one of the few successful securities fraud class actions litigated against a subprime lender and bank in the wake of the financial crisis. (No. 07-cv-2298-TCB (N.D. Ga.)).

- ***The City Of Hialeah Employees' Retirement System v. Toll Brothers, Inc.:*** The firm, as co-lead counsel, obtained a class settlement of $25 million against Home Builder Toll Brothers, Inc. (No. 07-cv-1513 (E.D. Pa.)).

- ***In re Alcatel Alsthom Securities Litigation:*** The firm, as co-lead counsel, obtained a class settlement for investors of $75 million cash. (MDL Docket No. 1263 (PNB) (E.D. Tex.)).

- ***Qwest Securities Action:*** The firm represented New Jersey in an opt-out case against Qwest and certain officers, which was settled for $45 million. (C.A. No. L-3838-02 (Superior Court New Jersey, Law Division)).

Whistleblower, *Qui Tam*, and False Claims Act
Berger Montague has represented whistleblowers in matters involving healthcare fraud, defense contracting fraud, IRS fraud, securities fraud, and commodities fraud, helping to return more than $3 billion to federal and state governments. In return, whistleblower clients retaining Berger Montague to represent them in state and federal courts have received more than $500 million in rewards. Berger Montague's time-tested approach in whistleblower/*qui tam* representation involves cultivating close, productive attorney-client relationships with the maximum degree of confidentiality for our clients.

Judicial Praise for Berger Montague Attorneys

Berger Montague's record of successful prosecution of class actions and other complex litigation has been recognized and commended by judges and arbitrators across the country. Some remarks on the skill, efficiency, and expertise of the firm's attorneys are excerpted below.

Antitrust Cases

From **Judge Lorna G. Schofield**, of the U.S. District Court for the Southern District of New York:

> "I'm not sure I've ever seen a case without a single objection or opt-out, so congratulations on that."

Transcript of the November 19, 2020 Hearing in ***Contant, et al. v. Bank of America Corp., et al.***, No. 1:17-cv-03139 (S.D.N.Y.).

From **Judge William E. Smith,** of the U.S. District Court for the District of Rhode Island:

> "The degree to which you all litigated the case is – you know, I can't imagine attorneys litigating a case more rigorously than you all did in this case. It seems like every conceivable, legitimate, substantive dispute that could have been fought over was fought over to the max. So you, both sides, I think litigated the case as vigorously as any group of attorneys could. The level of representation of all parties in terms of the sophistication of counsel was, in my view, of the highest levels. I can't imagine a case in which there was really a higher quality of representation across the board than this one."

Transcript of the August 27, 2020 Hearing in ***In re Loestrin 24 Fe Antitrust Litigation***, No. 13-md-02472 (D.R.I.).

From **Judge Margo K. Brodie,** of the U.S. District Court for the Eastern District of New York:

> "Class counsel has without question done a tremendous job in litigating this case. They represent some of the best plaintiff-side antitrust groups in the country, and the size and skill of the defense they litigated against cannot be overstated. They have also demonstrated the utmost professionalism despite the demands of the extreme perseverance that this case has required…"

In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, No. 1:05-md-01720 (E.D.N.Y. 2019) (Mem. & Order).

From **Judge Brian M. Cogan**, of the U.S. District Court of the Eastern District of New York:

> "This is a substantial recovery that has the deterrent effect that class actions are supposed to have, and I think it was done because we had really good Plaintiffs' lawyers in this case who were running it."

Transcript of the June 24, 2019 Fairness Hearing in ***In re Dental Supplies Antitrust Litigation***, No. 16-cv-696 (E.D.N.Y.).

From **Judge Michael M. Baylson**, of the U.S. District Court of the Eastern District of Pennsylvania:

> "[C]ounsel…for direct action plaintiffs have done an outstanding job here with representing the class, and I thought your briefing was always very on point. I thought the presentation of the very contentious issues on the class action motion was very well done, it was very well briefed, it was well argued."

Transcript of the June 28, 2018 Hearing in ***In re Domestic Drywall Antitrust Litigation***, No. MD-13-2437 at 11:6-11.

From **Judge Madeline Cox Arleo,** of the U.S. District Court for the District of New Jersey praising the efforts of all counsel:

> "I just want to thank you for an outstanding presentation. I don't say that lightly . . . it's not lost on me at all when lawyers come very, very prepared. And really, your clients should be very proud to have such fine lawyering. I don't see lawyering like this every day in the federal courts, and I am very grateful. And I appreciate the time and the effort you put in, not only to the merits, but the respect you've shown for each other, the respect you've shown for the Court, the staff, and the time constraints. And as I tell my law clerks all the time, good lawyers don't fight, good lawyers advocate. And I really appreciate that more than I can express."

Transcript of the September 9 to 11, 2015 Daubert Hearing in ***Castro v. Sanofi Pasteur***, No. 11-cv-07178 (D.N.J.) at 658:14-659:4.

From **Judge William H. Pauley, III**, of the U.S. District Court of the Southern District of New York:

> "Class Counsel did their work on their own with enormous attention to detail and unflagging devotion to the cause. Many of the issues in this litigation . . . were unique and issues of first impression."

* * *

> "Class Counsel provided extraordinarily high-quality representation. This case raised a number of unique and complex legal issues …. The law firms of Berger Montague and Coughlin Stoia were indefatigable. They represented the Class with a high degree of professionalism, and vigorously litigated every issue against some of the ablest lawyers in the antitrust defense bar."

In re Currency Conversion Fee Antitrust Litigation, 263 F.R.D. 110, 129 (2009).

From **Judge Faith S. Hochberg,** of the United States District court for the District of New Jersey:

> "[W]e sitting here don't always get to see such fine lawyering, and it's really wonderful for me both to have tough issues and smart lawyers … I want to congratulate all of you for the really hard work you put into this, the way you presented the issues, … On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do."

In re Remeron Antitrust Litig., Civ. No. 02-2007 (Nov. 2, 2005).

From U.S. District **Judge Jan DuBois**, of the U.S. District Court of the Eastern District of Pennsylvania:

> "[T]he size of the settlements in absolute terms and expressed as a percentage of total damages evidence a high level of skill by petitioners … The Court has repeatedly stated that the lawyering in the case at every stage was superb, and does so again."

In re Linerboard Antitrust Litig., 2004 WL 1221350, at *5-*6 (E.D. Pa. 2004).

From **Judge Nancy G. Edmunds**, of the U.S. District Court of the Eastern District of Michigan:

> "[T]his represents an excellent settlement for the Class and reflects the outstanding effort on the part of highly experienced, skilled, and hard working Class Counsel….[T]heir efforts were not only successful, but were highly organized and efficient in addressing numerous complex issues raised in this litigation[.]"

In re Cardizem CD Antitrust Litig., MDL No. 1278 (E.D. Mich., Nov. 26, 2002).

From **Judge Charles P. Kocoras,** of the U.S. District Court for the Northern District of Illinois:

> "The stakes were high here, with the result that most matters of consequence were contested. There were numerous trips to the courthouse, and the path to the trial court and the Court of Appeals frequently traveled. The efforts of counsel for the class has [sic] produced a substantial recovery, and it is represented that the cash settlement alone is the second largest in the history of class action litigation. . . .There is no question that the results achieved by class counsel were extraordinary [.]"

Regarding the work of Berger Montague in achieving more than $700 million in settlements with some of the defendants in ***In Re Brand Name Prescription Drugs Antitrust Litigation***, 2000 U.S. Dist. LEXIS 1734, at *3-*6 (N.D. Ill. Feb. 9, 2000).

From **Judge Peter J. Messitte,** of the U.S. District Court for the District of Maryland:

"The experience and ability of the attorneys I have mentioned earlier, in my view in reviewing the documents, which I have no reason to doubt, the plaintiffs' counsel are at the top of the profession in this regard and certainly have used their expertise to craft an extremely favorable settlement for their clients, and to that extent they deserve to be rewarded."

Settlement Approval Hearing, Oct. 28, 1994, in ***Spawd, Inc. and General Generics v. Bolar Pharmaceutical Co., Inc.***, CA No. PJM-92-3624 (D. Md.).

From **Judge Donald W. Van Artsdalen,** of the U.S. District Court for the Eastern District of Pennsylvania:

> "As to the quality of the work performed, although that would normally be reflected in the not immodest hourly rates of all attorneys, for which one would expect to obtain excellent quality work at all times, the results of the settlements speak for themselves. Despite the extreme uncertainties of trial, plaintiffs' counsel were able to negotiate a cash settlement of a not insubstantial sum, and in addition, by way of equitable relief, substantial concessions by the defendants which, subject to various condition, will afford the right, at least, to lessee-dealers to obtain gasoline supply product from major oil companies and suppliers other than from their respective lessors. The additional benefits obtained for the classes by way of equitable relief would, in and of itself, justify some upward adjustment of the lodestar figure."

Bogosian v. Gulf Oil Corp., 621 F. Supp. 27, 31 (E.D. Pa. 1985).

From **Judge Krupansky**, who had been elevated to the Sixth Circuit Court of Appeals:

> "Finally, the court unhesitatingly concludes that the quality of the representation rendered by counsel was uniformly high. The attorneys involved in this litigation are extremely experienced and skilled in their prosecution of antitrust litigation and other complex actions. Their services have been rendered in an efficient and expeditious manner, but have nevertheless been productive of highly favorable result."

In re Art Materials Antitrust Litigation, 1984 CCH Trade Cases ¶65,815 (N.D. Ohio 1983).

From **Judge Joseph Blumenfeld,** of the U.S. District Court for the District of Connecticut:

> "The work of the Berger firm showed a high degree of efficiency and imagination, particularly in the maintenance and management of the national class actions."

In re Master Key Antitrust Litigation, 1977 U.S. Dist. LEXIS 12948, at *35 (Nov. 4, 1977).

Securities & Investor Protection Cases

From **Judge Brantley Starr** of the U.S. District Court for the Northern District of Texas, Dallas Division:

> "I think y'all have been a model on how to handle a case like this. So I appreciate the diligence y'all have put in separating the fee negotiations until after the main event is resolved…Everything I see here is in great shape, and really a testament to y'all's diligence and professionalism. So hats off to y'all…So thanks again for your professionalism in handling this case and handling the stipulated settlement. Y'all are model citizens, and so I wish I could send everyone to y'all's school of litigation management."

Howell Family Trust DTD 1/27/2004 v. Hollis Greenlaw, et al., No. 3:18-cv-02864-X (N.D. Tex., March 25, 2021).

From **Judge Jed Rakoff** of the U.S. District Court for the Southern District of New York:

> Court stated that lead counsel had made "very full and well-crafted" and "excellent submissions"; that there was a "very fine job done by plaintiffs' counsel in this case"; and that this was "surely a very good result under all the facts and circumstances."

In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation, Master File No. 07-cv-9633(JSR)(DFE) (S.D.N.Y., July 27, 2009).

From **Judge Michael M. Baylson** of the U.S. District Court for the Eastern District of Pennsylvania:

> "The Court is aware of and attests to the skill and efficiency of class counsel: they have been diligent in every respect, and their briefs and arguments before the Court were of the highest quality. The firm of Berger Montague took the lead in the Court proceedings; its attorneys were well prepared, articulate and persuasive."

In re CIGNA Corp. Sec. Litig., 2007 U.S. Dist. LEXIS 51089, at *17-*18 (E.D. Pa. July 13, 2007).

From **Judge Stewart Dalzell** of the U.S. District Court for the Eastern District of Pennsylvania:

> "The quality of lawyering on both sides, but I am going to stress now on the plaintiffs' side, simply has not been exceeded in any case, and we have had some marvelous counsel appear before us and make superb arguments, but they really don't come any better than Mrs. Savett… [A]nd the arguments we had on the motion to dismiss [Mrs. Savett argued the motion], both sides were fabulous, but plaintiffs' counsel were as good as they come."

In re U.S. Bioscience Secs. Litig., No. 92-0678 (E.D. Pa. April 4, 1994).

From **Judge Wayne Andersen** of the U.S. District Court for the Northern District of Illinois:

> "[Y]ou have acted the way lawyers at their best ought to act. And I have had a lot of cases…in 15 years now as a judge and I cannot recall a significant case where I felt people were better represented than they are here…I would say this has been the best representation that I have seen."

In re: Waste Management, Inc. Secs. Litig., No. 97-C 7709 (N.D. Ill. 1999).

From **Chancellor William Chandler, III** of the Delaware Chancery Court:

> "All I can tell you, from someone who has only been doing this for roughly 22 years, is that I have yet to see a more fiercely and intensely litigated case than this case. Never in 22 years have I seen counsel going at it, hammer and tong, like they have gone at it in this case. And I think that's a testimony – Mr. Valihura correctly says that's what they are supposed to do. I recognize that; that is their job, and they were doing it professionally."

Ginsburg v. Philadelphia Stock Exchange, Inc., No. 2202 (Del. Ch., Oct. 22, 2007).

From **Judge Stewart Dalzell** of the U.S. District Court for the Eastern District of Pennsylvania:

> "Thanks to the nimble class counsel, this sum, which once included securities worth $149.5 million is now all cash. Seizing on an opportunity Rite Aid presented, class counsel first renegotiated what had been stock consideration into Rite Aid Notes and then this year monetized those Notes. Thus, on February 11, 2003, Rite Aid redeemed those Notes from the class, which then received $145,754,922.00. The class also received $14,435,104 in interest on the Notes."
>
> "Co-lead counsel ... here were extraordinarily deft and efficient in handling this most complex matter... they were at least eighteen months ahead of the United States Department of Justice in ferreting out the conduct that ultimately resulted in the write down of over $1.6 billion in previously reported Rite Aid earnings. In short, it would be hard to equal the skill class counsel demonstrated here."

In re Rite Aid Corp. Securities Litigation, 269 F. Supp. 2d 603, 605, n.1, 611 (E.D. Pa. 2003).

From **Judge Helen J. Frye**, United States District Judge for the U.S. District Court for the District of Oregon:

> "In order to bring about this result [partial settlements then totaling $54.25 million], Class Counsel were required to devote an unusual amount of time and effort over more than eight years of intense legal litigation which included a four-month long jury trial and full briefing and argument of an appeal before the Ninth Circuit Court of Appeals, and which produced one of the most voluminous case files in the history of this District."

* * *

> "Throughout the course of their representation, the attorneys at Berger Montague and Stoll, Stoll, Berne, Lokting & Shlachter who have worked on this case have exhibited an unusual degree of skill and diligence, and have had to contend with opposing counsel who also displayed unusual skill and diligence."

In Re Melridge, Inc. Securities Litigation, No. CV 87-1426-FR (D. Ore. April 15, 1996).

From **Judge Marvin Katz** of the U.S. District Court for the Eastern District of Pennsylvania:

> "[T]he co-lead attorneys have extensive experience in large class actions, experience that has enabled this case to proceed efficiently and professionally even under short deadlines and the pressure of handling thousands of documents in a large multi-district action... These counsel have also acted vigorously in their clients' interests...."

* * *

> "The management of the case was also of extremely high quality.... [C]lass counsel is of high caliber and has extensive experience in similar class action litigation.... The submissions were of consistently high quality, and class counsel has been notably diligent in preparing filings in a timely manner even when under tight deadlines."

Commenting on class counsel, where the firm served as both co-lead and liaison counsel in ***In re Ikon Office Solutions, Inc. Securities Litigation***, 194 F.R.D. 166, 177, 195 (E.D. Pa. 2000).

From **Judge William K. Thomas,** Senior District Judge for the United States District Court for the Northern District of Ohio:

> "In the proceedings it has presided over, this court has become directly familiar with the specialized, highly competent, and effective quality of the legal services performed by Merrill G. Davidoff, Esq. and Martin I. Twersky, Esq. of Berger Montague...."

* * *

> "Examination of the experience-studded biographies of the attorneys primarily involved in this litigation and review of their pioneering prosecution of many class actions in antitrust, securities, toxic tort matters and some defense representation in antitrust and other litigation, this court has no difficulty in approving and adopting the hourly rates fixed by Judge Aldrich."

Commenting in ***In re Revco Securities Litigation***, Case No. 1:89CV0593, Order (N.D. Oh. September 14, 1993).

Consumer Protection Cases

From **Judge Paul A. Engelmayer** of the U.S. District Court for the Southern District of New York:

> "I know the diligence of counsel and dedication of counsel to the class…Thank you, Ms. Drake. As always I appreciate the – your extraordinary dedication to your – to the class and the very obvious backwards and forwards familiarity you have with the case and level of preparation and articulateness today. It's a pleasure always to have you before me…Class Counsel [] generated this case on their own initiative and at their own risk. Counsel's enterprise and ingenuity merits significant compensation…Counsel here are justifiably proud of the important result that they achieved."

Sept. 22, 2020, Final Approval Hearing, ***Gambles v. Sterling Info., Inc.***, No. 15-cv-9746.

From **Judge Joel Schneider** of the U.S. District Court for the District of New Jersey:

> "I do want to compliment all counsel for how they litigated this case in a thoroughly professional manner. All parties were zealously represented in the highest ideals of the profession, legitimately and professionally, and not the usual acrimony we see in these cases…I commend the parties and their counsel for a very workmanlike professional effort."

Transcript of the September 10, 2020 Final Fairness Hearing in ***Somogyi, et al. v. Freedom Mortgage Corp.***

From **Judge Harold E. Kahn** of the Superior Court of California County of San Francisco:

> "You are extraordinarily impressive. And I thank you for being here, and for your candid, non-evasive response to every question I have. I was extremely skeptical at the outset of this morning. You have allayed all of my concerns and have persuaded me that this is an important issue, and that you have done a great service to the class. And for that reason, I am going to approve your settlement in all respects, including the motion for attorneys' fees. And I congratulate you on your excellent work."

Transcript of the November 7, 2017 Hearing in ***Loretta Nesbitt v. Postmates, Inc.***, No. CGC-15-547146

Civil/Human Rights Cases

From **Deputy Treasury Secretary Stuart E. Eizenstat**:

> "We must be frank. It was the American lawyers, through the lawsuits they brought in U.S. courts, who placed the long-forgotten wrongs by German companies during the Nazi era on the international agenda. It was their research and their work which highlighted these old injustices and forced us to confront them. Without question, we would not be here without them.... For this dedication and commitment to the victims, we should always be grateful to these lawyers."

In his remarks at the July 17, 2000, signing ceremony for the international agreements which established the German Foundation to act as a funding vehicle for the payment of claims to Holocaust survivors.

Insurance Litigation

From **Judge Janet C. Hall**, of the U.S. District Court of the District of Connecticut:

> Noting the "very significant risk in pursuing this action" given its uniqueness in that "there was no prior investigation to rely on in establishing the facts or a legal basis for the case….[and] no other prior or even now similar case involving parties like these plaintiffs and a party like these defendants." Further, "the quality of the representation provided to the plaintiffs ... in this case has been consistently excellent…. [T]he defendant[s] ... mounted throughout the course of the five years the case pended, an extremely vigorous defense…. [B]ut for counsel's outstanding work in this case and substantial effort over five years, no member of the class would have recovered a penny…. [I]t was an extremely complex and substantial class ... case ... [with an] outstanding result."

Regarding the work of Berger Montague attorneys Peter R. Kahana and Steven L. Bloch, among other co-class counsel, in ***Spencer, et al. v. The Hartford Financial Services Group, Inc., et al.****,* in the Order approving the $72.5 million final settlement of this action, dated September 21, 2010 (No. 3:05-cv-1681, D. Conn.).

Customer/Broker Arbitrations

From **Robert E. Conner**, Public Arbitrator with the National Association of Securities Dealers, Inc.:

"[H]aving participated over the last 17 years in 400 arbitrations and trials in various settings, ... the professionalism and the detail and generally the civility of everyone involved has been not just a cause for commentary at the end of these proceedings but between ourselves [the arbitration panel] during the course of them, and ... the detail and the intellectual rigor that went into the documents was fully reflective of the effort that was made in general. I wanted to make that known to everyone and to express my particular respect and admiration."

About the efforts of Berger Montague shareholders Merrill G. Davidoff and Eric L. Cramer, who achieved a $1.1 million award for their client, in ***Steinman v. LMP Hedge Fund, et al.***, NASD Case No. 98-04152, at Closing Argument, June 13, 2000.

Employment & Unpaid Wages Cases

From **Judge Timothy R. Rice**, United States Magistrate Judge for the U.S. District Court for the Eastern District of Pennsylvania:

Describing Berger Montague as "some of the finest legal representation in the nation," who are "ethical, talented, and motivated to help hard working men and women."

Regarding the work of Berger Montague attorney Camille F. Rodriguez in ***Gonzalez v. Veritas Consultant Group, LLC, d/b/a Moravia Health Network***, No. 2:17-cv-1319-TR (E.D. Pa. March 13, 2019).

From **Judge Malachy E. Mannion**, United States District Judge for the U.S. District Court for the Middle District of Pennsylvania:

"At the final approval hearing, class counsel reiterated in detail the arguments set forth in the named plaintiffs' briefing. … The court lauded the parties for their extensive work in reaching a settlement the court deemed fair and reasonable.

* * *

"The court is confident that [class counsel] are highly skilled in FLSA collective and hybrid actions, as seen by their dealings with the court and the results achieved in both negotiating and handling the settlement to date."

Acevedo v. Brightview Landscapes, LLC, No. 3:13-cv-2529, 2017 WL 4354809 (M.D. Pa. Oct. 2, 2017).

From **Judge Joseph F. Bataillon**, United States District Judge for the U.S. District Court for the District of Nebraska:

> [P]laintiffs' counsel succeeded in vindicating important rights. … The court is familiar with "donning and doffing" cases and based on the court's experience, defendant meat packing companies' litigation conduct generally reflects "what can only be described as a deeply-entrenched resistance to changing their compensation practices to comply with the requirements of FLSA." (citation omitted). Plaintiffs' counsel perform a recognized public service in prosecuting these actions as a 'private Attorney General' to protect the rights of underrepresented workers.
>
> The plaintiffs have demonstrated that counsel's services have benefitted the class. … The fundamental policies of the FLSA were vindicated and the rights of the workers were protected.

Regarding the work of Berger Montague among other co-counsel in ***Morales v. Farmland Foods**, Inc.*, No. 8:08-cv-504, 2013 WL 1704722 (D. Neb. Apr. 18, 2013).

From **Judge Jonathan W. Feldman**, United States Magistrate Judge for the U.S. District Court for the Western District of New York:

> "The nature of the instant application obliges the Court to make this point clear: In my fifteen years on the bench, no case has been litigated with more skill, tenacity and legal professionalism than this case. The clients, corporate and individual, should be proud of the manner in which their legal interests were brought before and presented to the Court by their lawyers and law firms."
>
> and
>
> "…the Court would be remiss if it did not commend class counsel and all those who worked for firms representing the thousands of current and former employees of Kodak for the outstanding job they did in representing the interests of their clients. For the last several years, lead counsel responsibilities were shared by Shanon Carson …. Their legal work in an extraordinarily complex case was exemplary, their tireless commitment to seeking justice for their clients was unparalleled and their conduct as officers of the court was beyond reproach."

Employees Committed For Justice v. Eastman Kodak, (W.D.N.Y. 2010) ($21.4 million settlement).

Other Cases

From **Stephen M. Feiler, Ph.D.,** Director of Judicial Education, Supreme Court of Pennsylvania, Administrative Office of Pennsylvania Courts, Mechanicsburg, PA *on behalf of the Common Pleas Court Judges (trial judges) of Pennsylvania*:

> "On behalf of the Supreme Court of Pennsylvania and AOPC's Judicial Education Department, thank you for your extraordinary commitment to the *Dealing with Complexities in Civil Litigation* symposia. We appreciate the considerable time you spent preparing and delivering this important course across the state. It is no surprise to me that the judges rated this among the best programs they have attended in recent years."

About the efforts of Berger Montague attorneys Merrill G. Davidoff, Peter Nordberg and David F. Sorensen in planning and presenting a CLE Program to trial judges in the Commonwealth of Pennsylvania.

Our Founding Partner and Attorneys

Founding Partner

David Berger – *1912-2007*
David Berger was the founder and the Chairman of Berger Montague. He received his A.B. *cum laude* in 1932 and his LL.B. *cum laude* in 1936, both from the University of Pennsylvania. He was a member of The Order of the Coif and was an editor of the *University of Pennsylvania Law Review*. He had a distinguished scholastic career including being Assistant to Professor Francis H. Bohlen and Dr. William Draper Lewis, Director of the American Law Institute, participating in the drafting of the first Restatement of Torts. He also served as a Special Assistant Dean of the University of Pennsylvania Law School. He was a member of the Board of Overseers of the Law School and Associate Trustee of the University of Pennsylvania. In honor of his many contributions, the Law School established the David Berger Chair of Law for the Improvement of the Administration of Justice.

David Berger was a law clerk for the Pennsylvania Supreme Court. He served as a deputy assistant to Director of Enemy Alien Identification Program of the United States Justice Department during World War II.

Thereafter he was appointed Lt.j.g. in the U.S. Naval Reserve and he served in the South Pacific aboard three aircraft carriers during World War II. He was a survivor of the sinking of the U.S.S. Hornet in the Battle of Santa Cruz, October 26, 1942. After the sinking of the Hornet, Admiral Halsey appointed him a member of his personal staff when the Admiral became Commander of the South Pacific. Mr. Berger was ultimately promoted to Commander. He was awarded the Silver Star and Presidential Unit Citation.

After World War II, he was a law clerk in the United States Court of Appeals. The United States Supreme Court appointed David Berger a member of the committee to draft the Federal Rules of Evidence, the basic evidentiary rules employed in federal courts throughout the United States.

David Berger was a fellow of the American College of Trial Lawyers, the International Society of Barristers, and the International Academy of Trial Lawyers, of which he was a former Dean. He was a Life Member of the Judicial Conference of the Third Circuit and the American Law Institute.

A former Chancellor (President) of the Philadelphia Bar Association, he served on numerous committees of the American Bar Association and was a lecturer and author on various legal subjects, particularly in the areas of antitrust, securities litigation, and evidence.

David Berger served as a member of President John F. Kennedy's committee which designed high speed rail lines between Washington and Boston. He drafted and activated legislation in the Congress of the United States which resulted in the use of federal funds to assure the continuance of freight and passenger lines throughout the United States. When the merger of the Pennsylvania Railroad and the New York Central Railroad, which created the Penn Central Transportation Company, crashed into Chapter 11, David Berger was counsel for Penn Central and a proponent of its reorganization. Through this work, Mr. Berger ensured the survival of the major railroads in the Northeastern section of the United States including Penn Central, New Jersey Central, and others.

Mr. Berger's private practice included clients in London, Paris, Dusseldorf, as well as in Philadelphia, Washington, New York City, Florida, and other parts of the United States. David Berger instituted the first class action in the antitrust field, and for over 30 years he and the Berger firm were lead counsel and/or co-lead counsel in countless class actions brought to successful conclusions, including antitrust, securities, toxic tort and other cases. He served as one of the chief counsel in the litigation surrounding the demise of Drexel Burnham Lambert, in which over $2.6 billion was recovered for various violations of the securities laws during the 1980s. The recoveries benefitted such federal entities as the FDIC and RTC, as well as thousands of victimized investors.

In addition, Mr. Berger was principal counsel in a case regarding the Three Mile Island accident near Harrisburg, Pennsylvania, achieving the first legal recovery of millions of dollars for economic harm caused by the nation's most serious nuclear accident. As part of the award in the case, David Berger established a committee of internationally renowned scientists to determine the effects on human beings of emissions of low-level radiation.

In addition, as lead counsel in *In re Asbestos School Litigation*, he brought about settlement of this long and vigorously fought action spanning over 13 years for an amount in excess of $200 million.

David Berger was active in Democratic politics. President Clinton appointed David Berger a member of the United States Holocaust Memorial Council, in which capacity he served from 1994-2004. In addition to his having served for seven years as the chief legal officer of Philadelphia, he was a candidate for District Attorney of Philadelphia, and was a Carter delegate in the Convention which nominated President Carter.

Over his lengthy career David Berger was prominent in a great many philanthropic and charitable enterprises some of which are as follows: He was the Chairman of the David Berger Foundation and a long time honorary member of the National Commission of the Anti-Defamation League. He was on the Board of the Jewish Federation of Philadelphia and, at his last place of residence, Palm Beach, as Honorary Chairman of the American Heart Association, Trustee of the American Cancer Society, a member of the Board of Directors of the American Red Cross, and active in the Jewish Federation of Palm Beach County.

David Berger's principal hobby was tennis, a sport in which he competed for over 60 years. He was a member of the Board of Directors of the International Tennis Hall of Fame and other related organizations for assisting young people in tennis on a world-wide basis.

Firm Chair

Eric L. Cramer – Chairman

Eric L. Cramer is Chairman of Berger Montague and Co-Chair of its antitrust department. He has a national practice in the field of complex litigation, primarily in the area of antitrust class actions. He is currently co-lead counsel in multiple significant antitrust class actions across the country in a variety of industries and is responsible for winning numerous significant settlements for his clients totaling well over $3 billion. Most recently, he has focused on representing workers claiming that anticompetitive practices have suppressed their pay, including cases on behalf of mixed-martial-arts fighters, healthcare and luxury retail workers, and chicken growers. Further, in late 2021, Mr. Cramer served as one of the main trial counsel in an antitrust class action relating to an alleged international cartel of capacitors' suppliers, which was tried to a jury and settled after nearly three weeks of trial.

In 2020, Law360 named Mr. Cramer a Titan of the Plaintiffs Bar, and Who's Who Legal identified him as a Global Elite Thought Leader, stating that he "comes recommended by peers as a top name for antitrust class action proceedings." In 2019, The National Law Journal awarded Mr. Cramer the Keith Givens Visionary Award, which was developed to honor an outstanding trial lawyer who has moved the industry forward through his or her work within the legal industry ecosystem, demonstrating excellence in all aspects of work from client advocacy to peer education and mentoring. In 2018, he was named Philadelphia antitrust "Lawyer of the Year" by Best Lawyers, and in 2017, he won the American Antitrust Institute's Antitrust Enforcement Award for Outstanding Antitrust Litigation Achievement in Private Law Practice for his work in *Castro v. Sanofi Pasteur Inc.*, No. 11-cv-07178 (D.N.J.). In that case, Mr. Cramer represented a national class of physicians challenging Sanofi Pasteur with anticompetitive conduct in the market for meningitis vaccines, resulting in a settlement of more than $60 million for the class. He has also been identified as a top tier antitrust lawyer by Chambers & Partners in Pennsylvania and nationally. In 2020, Chambers & Partners observed that Mr. Cramer is "a fantastic lawyer…He has real trial experience and is very capable and super smart." He has been highlighted annually since 2011 by The Legal 500 as one of the country's top lawyers in the field of complex antitrust litigation and repeatedly deemed one of the "Best Lawyers in America," including for 2021.

Mr. Cramer is also a frequent speaker at antitrust and litigation related conferences and a leader of multiple non-profit advocacy groups. He is a past President of the Board of Directors of Public Justice, a national public interest advocacy group and law firm; a former Vice President of the Board of Directors of the American Antitrust Institute; a past President of COSAL (Committee to

Support the Antitrust Laws), a leading industry group; and a member of the Advisory Board of the Institute of Consumer Antitrust Studies of the Loyola University Chicago School of Law.

He has written widely in the fields of class certification and antitrust law. Among other writings, Mr. Cramer has co-authored *Antitrust as Antiracism: Antitrust as a Partial Cure for Systemic Racism* (*and Other Systemic "Isms"*), Vol. 66(3) The Antitrust Bulletin 359-393 (2021) and *Antitrust, Class Certification, and the Politics of Procedure*, 17 George Mason Law Review 4 (2010), the latter of which was cited by both the First Circuit in *In re Nexium Antitrust Litig.*, 777 F.3d 9, 27 (1st Cir. 2015), and the Third Circuit in *Behrend v. Comcast Corp.*, 655 F.3d 182, 200, n.10 (3d Cir. 2011), *rev'd on other grounds*, 133 S. Ct. 1426 (2013). He has also co-written a number of other pieces, including: *Of Vulnerable Monopolists?: Questionable Innovation in the Standard for Class Certification in Antitrust Cases*, 41 Rutgers Law Journal 355 (2009-2010); *A Questionable New Standard for Class Certification in Antitrust Cases*, published in the ABA's Antitrust Magazine, Vol. 26, No. 1 (Fall 2011); a Chapter of American Antitrust Institute's Private International Enforcement Handbook (2010), entitled "Who May Pursue a Private Claim?;" and a chapter of the American Bar Association's Pharmaceutical Industry Handbook (July 2009), entitled "Assessing Market Power in the Prescription Pharmaceutical Industry."

Mr. Cramer is a *summa cum laude* graduate of Princeton University (1989), where he earned membership in Phi Beta Kappa. He graduated *cum laude* from Harvard Law School with a J.D. in 1993.

Executive Shareholders

Sherrie R. Savett – Executive Shareholder, Chair *Emeritus*

Sherrie R. Savett, Chair *Emeritus* of the Firm, Co-Chair of the Securities Litigation Department and *Qui Tam*/False Claims Act Department, and member of the Firm's Management Committee, has practiced in the areas of securities litigation, class actions, and commercial litigation since 1975.

Ms. Savett serves or has served as lead or co-lead counsel or as a member of the executive committee in a large number of important securities and consumer class actions in federal and state courts across the country, including:

- ***In re Alcatel Alsthom Securities Litigation:*** The firm, as co-lead counsel, obtained a class settlement for investors of $75 million cash. (MDL Docket No. 1263 (PNB) (E.D. Tex.));
- ***In re CIGNA Corp. Securities Litigation:*** The firm, as co-lead counsel, obtained a settlement of $93 million for the benefit of the class. (Master File No. 2:02-cv-8088 (E.D. Pa.));
- ***In re Fleming Companies, Inc. Securities Litigation:*** The firm, as lead counsel, obtained a class settlement of $94 million for the benefit of the class. (No. 5-03-MD-1530 (TJW) (E.D. Tex.));
- ***In re KLA Tencor Securities Litigation*:** The firm, as a member of Plaintiffs' Counsel's Executive Committee, obtained a cash settlement of $65 million in an action on behalf of

investors against KLA-Tencor and certain of its officers and directors. (No. 06-cv-04065 (N.D. Cal.));

- ***Medaphis/Deloitte & Touche*** (class settlement of $96.5 million) (No. 1:96-CV-2088-FMH (N.D. GA));
- ***In re Rite Aid Corp. Securities Litigation:*** The firm, as co-lead counsel, obtained settlements totaling $334 million against Rite Aid's outside accounting firm and certain of the company's former officers. (No. 99-cv-1349) (E.D. Pa.));
- ***In re Sotheby's Holding, Inc. Securities Litigation:*** The firm, as lead counsel, obtained a $70 million settlement, of which $30 million was contributed, personally, by an individual defendant (No. 00-cv-1041 (DLC) (S.D.N.Y.));
- ***In re Waste Management, Inc. Securities Litigation:*** In 1999, the firm, as co-lead counsel, obtained a class settlement for investors of $220 million cash, which included a settlement against Waste Management's outside accountants. (No. 97-cv-7709 (N.D. Ill.)); and
- ***In re Xcel Inc. Securities, Derivative & "ERISA" Litigation***: The firm, as co-lead counsel in the securities actions, obtained a cash settlement of $80 million on behalf of investors against Xcel Energy and certain of its officers and directors. (No. 02-cv-2677 (DSD/FLN) (D. Minn.)).

Ms. Savett has helped establish several significant precedents. Among them is the holding (the first ever in a federal appellate court) that municipalities are subject to the anti-fraud provisions of SEC Rule 10b-5 under § 10(b) of the Securities Exchange Act of 1934, and that municipalities that issue bonds are not acting as an arm of the state and therefore are not entitled to immunity from suit in the federal courts under the Eleventh Amendment. *Sonnenfeld v. City and County of Denver*, 100 F.3d 744 (10th Cir. 1996).

In the *U.S. Bioscience* securities class action, a biotechnology case where critical discovery was needed from the federal Food and Drug Administration, the court ruled that the FDA may not automatically assert its administrative privilege to block a subpoena and may be subject to discovery depending on the facts of the case. *In re U.S. Bioscience Secur. Litig.*, 150 F.R.D. 80 (E.D. Pa. 1993).

In the *CIGNA Corp. Securities Litigation*, the Court denied defendants' motion for summary judgment, holding that a plaintiff has a right to recover for losses on shares held at the time of a corrective disclosure and his gains on a stock should not offset his losses in determining legally recoverable damages. *In re CIGNA Corp. Securities Litigation*, 459 F. Supp. 2d 338 (E.D. Pa. 2006).

Additionally, Ms. Savett has become increasingly well-known in the area of consumer litigation, achieving a groundbreaking $24 million settlement in 2008 in the *Menu Foods* case brought by pet owners against manufacturers of allegedly contaminated pet food. *(In re Pet Food Products Liability Litigation*, MDL Docket No. 1850 (D.N.J. 2007).

In the data breach area, she was co-lead counsel in *In re TJX Retail Securities Breach Litigation*, MDL Docket No. 1838 (D. Mass.), the first very large data breach case where hackers stole personal information from 45 million consumers. The settlement, which became the template for future data breach cases, consisted of providing identity theft insurance to those whose social security or driver's license numbers were stolen, a cash fund for actual damages and time spent mitigating the situation, and injunctive relief.

Ms. Savett also litigated a case on behalf of the City of Philadelphia titled *City of Philadelphia v. Wells Fargo & Co.*, No. 17-cv-02203 (E.D. Pa.), involving alleged violations of the Fair Housing Act. The case was resolved in 2019 with a settlement providing $10 million to go to citizens of Philadelphia for down payment assistance, to local agencies to assist homeowners in foreclosure, and for greening and cleaning foreclosed properties in Philadelphia which blight neighborhoods.

In the past decade, she has also actively worked in the False Claims Act arena. She was part of the team that litigated over more than a decade and settled the Average Wholesale Price *qui tam* cases, which collectively settled for more than $1 billion.

Ms. Savett speaks and writes frequently on securities litigation, consumer class actions and False Claims Act litigation. She is a lecturer and panelist at the University of Pennsylvania Law School on the subjects of Securities Law and the False Claims Act/*Qui Tam* practice from the whistleblower's perspective. She has also lectured at the Wharton School of the University of Pennsylvania and at the Stanford Law School on prosecuting shareholder class actions and on False Claims Act Litigation. She is frequently invited to present and serve as a panelist in American Bar Association, American Law Institute/American Bar Association and Practicing Law Institute (PLI) conferences on securities class action litigation and the use of class actions in consumer litigation. She has been a presenter and panelist at PLI's Securities Litigation and Enforcement Institute annually from 1995 to 2010. She has also spoken at major institutional investor and insurance industry conferences, and DRI – the Voice of the Defense Bar. In February 2009, she was a member of a six-person panel who presented an analysis of the current state of securities litigation before more than 1,000 underwriters and insurance executives at the PLUS (Professional Liability Underwriting Society) Conference in New York City. She has presented at the Cyber-Risk Conference in 2009, as well as the PLUS Conference in Chicago on November 16, 2009 on the subject of litigation involving security breaches and theft of personal information.

Most recently, in April 2019, she spoke as a panelist at PLI's Securities Litigation 2019: From Investigation to Trial program. Her panel was titled "Commencement of a Civil Action: Filing the Complaint, Preparing the Motion to Dismiss, Coordinating Multiple Securities Litigation Actions." Ms. Savett also co-authored an article for the program that was published in PLI's *Corporate Law and Practice Court Handbook Series*. The article is titled "After the Fall—A Plaintiff's Perspective."

In 2015 and 2016, she served as a panelist in American Law Institute programs held in New York City called "Securities and Shareholder Litigation: Cutting-Edge Developments, Planning and Strategy." Ms. Savett also spoke at the 2013 ABA Litigation Section Annual Conference in Chicago on two panels. One program on securities litigation was entitled "The Good, The Bad, and The Ugly: Ethical Issues in Class Action Settlements and Opt Outs." The other program focused on consumer class actions in the real estate area and was entitled "The Foreclosure Crisis Puzzle: Navigating the Changing Landscape of Foreclosure."

In May 2007, Ms. Savett spoke in Rome, Italy at the conference presented by the Litigation Committee of the Dispute Resolution Section of the International Bar Association and the Section of International Law of the American Bar Association on class certification. Ms. Savett participated in a mock hearing before a United States Court on whether to certify a worldwide class action that includes large numbers of European class members.

Ms. Savett has written numerous articles on securities and complex litigation issues in professional publications, including:

- "After the Fall – A Plaintiff's Perspective," with Phyllis M. Parker, *PLI Corporate Law and Practice Course Handbook Series No. B-2475*, pg. 73-105, April 2019
- "Plaintiffs' Vision of Securities Litigation: Current Trends and Strategies," 1762 *PLL* October 2009
- "Primary Liability of 'Secondary' Actors Under the PSLRA," I *Securities Litigation Report*, (Glasser) November 2004
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," 1442 *PLI! Corp.13*, September – October 2004
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SJ084 ALI-ABA 399, May 13-14, 2004
- "The 'Indispensable Tool' of Shareholder Suits," *Directors & Boards*, Vol. 28, February 18, 2004
- "Plaintiffs Perspective on How to Obtain Class Certification in Federal Court in a Non-Federal Question Case," 679 *PLI*, August 2002
- "Hurdles in Securities Class Actions: The Impact of Sarbanes-Oxley From a Plaintiffs Perspective," 9 *Securities Litigation and Regulation Reporter* (Andrews), December 23, 2003
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SG091 ALI-ABA, May 2-3, 2002
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SF86 ALI-ABA 1023, May 10, 2001
- "Greetings From the Plaintiffs' Class Action Bar: We'll be Watching," SE082 ALI-ABA739, May 11, 2000
- "Preventing Financial Fraud," B0-00E3 *PLJB0-00E3* April – May 1999
- "Shareholders Class Actions in the Post Reform Act Era," SD79 ALI-ABA 893, April 30, 1999
- "What to Plead and How to Plead the Defendant's State of Mind in a Federal Securities Class Action," with Arthur Stock, *PLI*, ALI/ABA 7239, November 1998
- "The Merits Matter Most: Observations on a Changing Landscape Under the Private Securities Litigation Reform Act of 1995," 39 *Arizona Law Review* 525, 1997

- "Everything David Needs to Know to Battle Goliath," ABA Tort & Insurance Practice Section, The Brief, Vol. 20, No.3, Spring 1991
- "The Derivative Action: An Important Shareholder Vehicle for Insuring Corporate Accountability in Jeopardy," *PLIH4-0528*, September 1, 1987
- "Prosecution of Derivative Actions: A Plaintiffs Perspective," *PLIH4-5003*, September 1, 1986

Ms. Savett is widely recognized as a leading litigator and a top female leader in the profession by local and national legal rating organizations.

In 2019, *The Legal Intelligencer* named Ms. Savett a "Distinguished Leader," and in 2018 she was named to the *Philadelphia Business Journal*'s 2018 Best of the Bar: Philadelphia's Top Lawyers.

The Legal Intelligencer and *Pennsylvania Law Weekly* named her one of the "56 Women Leaders in the Profession" in 2004.

In 2003-2005, 2007-2013, and 2015-2016, Berger Montague was named to the *National Law Journal's* "Hot List" of 12-20 law firms nationally "who specialize in plaintiffs' side litigation and have excelled in their achievements." The firm is on the *National Law Journal*'s "Hall of Fame," and Ms. Savett's achievements were mentioned in many of these awards.

Ms. Savett was named a "Pennsylvania Top 50 Female Super Lawyer" and/or a "Pennsylvania Super Lawyer" from 2004 through 2021 by Thomson Reuters after an extensive nomination and polling process among Pennsylvania lawyers.

In 2006 and 2007, she was named one of the "500 Leading Litigators" and "500 Leading Plaintiffs' Litigators" in the United States by *Lawdragon*. In 2008, Ms. Savett was named as one of the "500 Leading Lawyers in America." Also in 2008, she was named one of 25 "Women of the Year" in Pennsylvania by *The Legal Intelligencer* and *Pennsylvania Law Weekly,* which stated on May 19, 2008 in the *Women in the Profession* in *The Legal Intelligencer* that she "has been a prominent figure nationally in securities class actions for years, and some of her recent cases have only raised her stature." In June 2008, Ms. Savett was named by *Lawdragon* as one of the "100 Lawyers You Need to Know in Securities Litigation."

Unquestionably, it is because of Ms. Savett, who for decades has been in the top leadership of the firm, that the firm has a remarkably high proportion of women lawyers and shareholders.

Ms. Savett has aggressively sought to hire women, without regard to age or whether they are "right out of law school." Several of the women who have children are able to continue working at the firm because Ms. Savett has instituted a policy of flexible work time and fosters an atmosphere of cooperation, teamwork and mutual respect. As a result, the women attorneys stay on and have long and productive careers while still maintaining a balanced life. Ms. Savett has a personal understanding of the challenges and satisfactions that women experience in practicing law while raising a family. Ms. Savett has three children and five grandchildren. One of her daughters and her daughter-in-law are lawyers.

Ms. Savett has taught those around her more than good lawyering. She places great emphasis in her own life on devotion to family, community service and involvement in charitable organizations. She teaches others by her example and her obvious interest in their efforts and achievements.

Ms. Savett is a well-known leader of the Philadelphia legal, business, cultural and Jewish community. She is an exemplary citizen who spends endless hours of her after-work time helping others in the community.

From 2011 – 2014, Ms. Savett served as President and Board Chair of the Jewish Federation of Greater Philadelphia (JFGP), a community of over 215,000 Jewish people. She is only the third woman to serve as the President, the top lay leader of the Federation, in the 117 years of its existence.

Ms. Savett also serves on the Board of the National Liberty Museum, The National Museum of American Jewish History, and the local and national boards of American Associates of Ben Gurion University of the Negev. She had previously served as Chairperson of the Southeastern Pennsylvania State of Israel Bonds Campaign and has served as a member of the National Cabinet of State of Israel Bonds. In 2005, Ms. Savett received The Spirit of Jerusalem Medallion, the State of Israel Bonds' highest honor.

Ms. Savett has used her positions of leadership in the community to identify and help promote women as volunteer leaders. Ms. Savett has selected a few worthy causes to which she tirelessly dedicates herself. According to leaders of The Jewish Federation of Greater Philadelphia, Ms. Savett is viewed by many women in the philanthropic world as a role model.

Ms. Savett earned her J.D. from the University of Pennsylvania Law School and a B.A. *summa cum laude* from the University of Pennsylvania. She is a member of Phi Beta Kappa.

Ms. Savett has three married children, four grandsons, and two granddaughters. She enjoys tennis, biking, physical training, travel, and collecting art, especially glass and sculpture.

Daniel Berger – Executive Shareholder

Daniel Berger graduated with honors from Princeton University and Columbia Law School, where he was a Harlan Fiske Stone academic scholar. He is a senior member and Executive Shareholder. Over the last two decades, he has been involved in complicated commercial litigation including class action securities, antitrust, consumer protection and bankruptcy cases. In addition, he has prosecuted important environmental, mass tort and civil rights cases during this period. He has led the Firm's practice involving improprieties in the marketing of prescription drugs and the abuse of marketing exclusivities in the pharmaceutical industry, including handling landmark cases involving the suppression of generic competition in the pharmaceutical industry. For this work, he has been recognized by the *Law360* publication as a "titan" of the plaintiffs' Bar ("Titan of the Plaintiffs Bar: Daniel Berger" *Law360*, September 23, 2014).

In the civil rights area, he has been counsel in informed consent cases involving biomedical research and human experimentation by federal and state governmental entities. He also leads the firm's representation of states and other public bodies and agencies.

Mr. Berger has frequently represented public institutional investors in securities litigation, including representing the state pension funds of Pennsylvania, Ohio and New Jersey in both individual and class action litigation. He also represents Pennsylvania and New Jersey on important environmental litigation involving contamination of groundwater by gasoline manufacturers and marketers.

Mr. Berger has a background in the study of economics, having done graduate level work in applied microeconomics and macroeconomic theory, the business cycle, and economic history. He has published law review articles in the *Yale Law Journal*, the *Duke University Journal of Law and Contemporary Problems*, the *University of San Francisco Law Review* and the *New York Law School Law Review*. Mr. Berger is also an author and journalist who has been published in *The Nation* magazine, reviewed books for *The Philadelphia Inquirer* and authored a number of political blogs, including in *The Huffington Post* and the Roosevelt Institute's *New Deal 2.0*. He has also appeared on MSNBC as a political commentator.

Mr. Berger has been active in city government in Philadelphia and was a member of the Mayor's Cultural Advisory Council, advising the Mayor of Philadelphia on arts policy, and the Philadelphia Cultural Fund, which was responsible for all City grants to arts organizations. Mr. Berger was also a member of the Pennsylvania Humanities Council, one of the State organizations through which the NEA makes grants. Mr. Berger also serves on the board of the Wilma Theater, Philadelphia's pre-eminent theater for new plays and playwrights.

Shanon J. Carson – Executive Shareholder

Shanon J. Carson is an Executive Shareholder of the firm. He Co-Chairs the Employment & Unpaid Wages, Consumer Protection, Defective Products, and Defective Drugs and Medical Devices Departments and is a member of the Firm's Commercial Litigation, Employee Benefits & ERISA, Environment & Public Health, Insurance Fraud, Predatory Lending and Borrowers' Rights, and Technology, Privacy & Data Breach Departments.

Mr. Carson has achieved the highest peer-review rating, "AV," in Martindale-Hubbell, and has received honors and awards from numerous publications. In 2009, Mr. Carson was selected as one of 30 "Lawyers on the Fast Track" in Pennsylvania under the age of 40. In both 2015 and 2016, Mr. Carson was selected as one of the top 100 lawyers in Pennsylvania, as reported by Thomson Reuters. In 2018, Mr. Carson was named to the *Philadelphia Business Journal*'s "2018 Best of the Bar: Philadelphia's Top Lawyers."

Mr. Carson is often retained to represent plaintiffs in employment cases, wage and hour cases for minimum wage violations and unpaid overtime, ERISA cases, consumer cases, insurance cases, construction cases, automobile defect cases, defective drug and medical device cases, product liability cases, breach of contract cases, invasion of privacy cases, false advertising cases, excessive fee cases, and cases involving the violation of state and federal statutes. Mr. Carson represents plaintiffs in all types of litigation including class actions, collective actions, multiple plaintiff litigations, and single plaintiff litigation. Mr. Carson is regularly appointed by federal courts to serve as lead counsel and on executive committees in class actions and mass torts.

Mr. Carson is frequently asked to speak at continuing legal education seminars and other engagements and is active in nonprofit and professional organizations. Mr. Carson currently serves on the Board of Directors of the Philadelphia Trial Lawyers Association (PTLA) and as a Co-Chair of the PTLA Class Action/Mass Tort Committee. Mr. Carson is also a member of the American Association for Justice, the American Bar Foundation, Litigation Counsel of America, the National Trial Lawyers - Top 100, and the Pennsylvania Association for Justice.

While attending the Dickinson School of Law of the Pennsylvania State University, Mr. Carson was senior editor of the Dickinson Law Review and clerked for a U.S. District Court Judge. Mr. Carson currently serves on the Board of Trustees of the Dickinson School of Law of the Pennsylvania State University.

Michael Dell'Angelo – Executive Shareholder

Michael Dell'Angelo is an Executive Shareholder in the Antitrust, Commercial Litigation, Commodities & Financial Instruments practice groups, and Co- Chair of the Securities department. He serves as co-lead counsel in a variety of complex antitrust cases, including Le, et al. v. Zuffa, LLC, No. 15-1045 (D. Nev.) (alleging the Ultimate Fighting Championship ("UFC") obtained illegal monopoly power of the market for Mixed Martial Arts promotions and suppressed the compensation of MMA fighters).

Mr. Dell'Angelo is responsible for winning numerous significant settlements for his clients and class members. Mr. Dell'Angelo helped to reach settlements totaling more than $190 million in the multidistrict litigation In re Domestic Drywall Antitrust Litig., No. 13-md-2437 (E.D. Pa.). There, in granting final approval to the last settlement, the court observed about Mr. Dell'Angelo and his colleagues that "Plaintiffs' counsel are experienced antitrust lawyers who have been working in this field of law for many years and have brought with them a sophisticated and highly professional approach to gathering persuasive evidence on the topic of price-fixing." In re Domestic Drywall Antitrust Litig., No. 13-md-2437, 2018 WL 3439454, at *18 (E.D. Pa. July 17, 2018). "[I]t bears repeating," the court emphasized, "that the result attained is directly attributable to having highly skilled and experienced lawyers represent the class in these cases." Id.

Mr. Dell'Angelo also serves or has recently served as co-lead counsel or class counsel in numerous cases alleging price-fixing or other wrongdoing affecting a variety of financial instruments, including In re Commodity Exchange, Inc., Gold Futures and Options Trading Litig., 1:14-MD-2548-VEC (S.D.N.Y) ($152 million settlements); In re Platinum and Palladium Antitrust Litig., No. 14-cv-09391-GHW (S.D.N.Y.); Contant, et al. v. Bank of America Corp., et al., 1:17-cv-03139-LGS (S.D.N.Y.) ($23.6 million in settlements); In re Libor-Based Financial Instruments Antitrust Litig., No. 11-md-2262 (S.D.N.Y.) ($187 million in settlements pending final approval); Alaska Elec. Pension Fund, et al. v. Bank of Am. Corp., et al., No. 14 Civ. 7126-JMF (S.D.N.Y.) ($504.5 million in settlements); In re Crude Oil Commodity Futures Litig., No. 11-cv-3600 (S.D.N.Y.); and In re London Silver Fixing, Ltd. Antitrust Litig., No. 14-md-2573 (S.D.N.Y.) ($38 million partial settlement).

Mr. Dell'Angelo also serves as lead counsel in numerous individual antitrust cases on behalf of purchasers of rail freight services from the four major rail carriers in the United States.

The National Law Journal featured Mr. Dell'Angelo in its profile of Berger Montague for a special annual report entitled "Plaintiffs' Hot List." The National Law Journal's Hot List identifies the top plaintiff practices in the country. The Hot List profile focused on Mr. Dell'Angelo's role in the MF Global litigation (In re MF Global Holding Ltd. Inv. Litig., No. 12-MD-2338-VM (S.D.N.Y.)). In MF Global, Mr. Dell'Angelo represented former commodity account holders seeking to recover approximately $1.6 billion of secured customer funds after the highly publicized collapse of MF Global, a major commodities brokerage. At the outset of this high-risk litigation, the odds appeared grim: MF Global had declared bankruptcy, leaving the corporate officers, a bank, and a commodity exchange as the only prospect for the recovery of class's misappropriated funds. Nonetheless, four years later, a result few would have believed possible was achieved. Through a series of settlements, the former commodity account holders recovered more than 100 percent of their missing funds, totaling over $1.6 billion.

Mr. Dell'Angelo has been recognized consistently as a Pennsylvania Super Lawyer, a distinction conferred upon him annually since 2007. He is regularly invited to speak at Continuing Legal Education (CLE) and other seminars and conferences, both locally and abroad. In response to his recent CLE, "How to Deal with the Rambo Litigator," Mr. Dell'Angelo was singled out as "One of the best CLE speakers [attendees] have had the pleasure to see."

E. Michelle Drake – Executive Shareholder

E. Michelle Drake is an Executive Shareholder in the Firm's Minneapolis office. With career settlements and verdicts valued at more than $150 million, Michelle has had great success in a wide variety of cases.

Michelle focuses her practice primarily on consumer protection, improper credit reporting, and financial services class actions. Michelle is empathetic towards her clients and unyielding in her desire to win. Possessing a rare combination of an elite academic pedigree and real-world trial skills, Michelle has successfully gone toe-to-toe with some of the world's most powerful companies.

Michelle helped achieve one of the largest class action settlements in a case involving improper mortgage servicing practices associated with force-placed insurance, resulting in a settlement valued at $110 million for a nationwide class of borrowers who were improperly force-placed with overpriced insurance. Michelle also served as liaison counsel and part of the Plaintiffs' Steering Committee on behalf of consumers harmed in the Target data breach, a case she helped successfully resolve on behalf of over ninety million consumers whose data was affected by the breach. In 2015, Michelle resolved a federal class action on behalf of a group of adult entertainers in New York for $15 million. Most recently, Michelle has been successful in litigating numerous cases protecting consumers' federal privacy rights under the Fair Credit Reporting Act, securing settlements valued at over $10 million on behalf of tens of thousands of consumers harmed by improper background checks and inaccurate credit reports in the last two years alone.

Michelle was admitted to the bar in 2001 and has since served as lead class counsel in over fifty class and collective actions alleging violations of the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, the Fair Labor Standards Act, various states' unfair and deceptive trade practices acts, breach of contract and numerous other pro-consumer and pro-employee causes of action.

Michelle serves on the Board of the National Association of Consumer Advocates, is a member of the Partner's Council of the National Consumer Law Center, and is an At-Large Council Member for the Consumer Litigation Section for the Minnesota State Bar Association. She was named as a Super Lawyer in 2013-2018 and was named as a Rising Star prior to that. Michelle was also appointed to the Federal Practice Committee in 2010 by the United States District Court for the District of Minnesota. She has been quoted in the New York Times and the National Law Journal, and her cases were named as "Lawsuits of the Year" by Minnesota Law & Politics in both 2008 and 2009.

Michelle began her practice of law by defending high stakes criminal cases as a public defender in Atlanta. Michelle has never lost her desire to litigate on the side of the "little guy."

David F. Sorensen – Executive Shareholder

David Sorensen is an Executive Shareholder and Co-Chair of the Firm’s antitrust department. He graduated from Duke University (A.B. 1983) and Yale Law School (J.D. 1989), and clerked for the Hon. Norma L. Shapiro (E.D. Pa.). He concentrates his practice on antitrust and environmental class actions.

Mr. Sorensen co-tried *Cook v. Rockwell Int'l Corp.*, No. 90-181 (D. Colo.) and received, along with the entire trial team, the "Trial Lawyer of the Year" award in 2009 from the Public Justice Foundation for their work on the case, which resulted in a jury verdict of $554 million in February 2006, after a four-month trial, on behalf of thousands of property owners near the former Rocky Flats nuclear weapons plant located outside Denver, Colorado. The jury verdict was then the largest in Colorado history, and was the first time a jury has awarded damages to property owners living near one of the nation's nuclear weapons sites. In 2008, after extensive post-trial motions, the District Court entered a $926 million judgment for the plaintiffs. The jury verdict in the case was vacated on appeal in 2010. In 2015, on a second trip to the Tenth Circuit Court of Appeals, Plaintiffs secured a victory with the case being sent back to the district court. In 2016, the parties reached a $375 million settlement, which received final approval in 2017.

Mr. Sorensen played a major role in the Firm's representation of the State of Connecticut in *State of Connecticut v. Philip Morris, Inc., et al.*, in which Connecticut recovered approximately $3.6 billion (excluding interest) from certain manufacturers of tobacco products. And he served as co-lead class counsel in *Johnson v. AzHHA, et al.*, No. 07-1292 (D. Ariz.), representing a class of temporary nursing personnel who had been underpaid because of an alleged conspiracy among Arizona hospitals. The case settled for $24 million.

Mr. Sorensen also has played a leading role in numerous antitrust cases representing direct purchasers of prescription drugs. Many of these cases have alleged that pharmaceutical manufacturers have wrongfully kept less expensive generic drugs off the market, in violation of the antitrust laws. Many of these cases have resulted in substantial cash settlements, including *In re: Namenda Direct Purchaser Antitrust Litigation*, (S.D.N.Y.) ($750 million settlement – largest single-defendant settlement ever for a case alleging delayed generic competition); King *Drug Co. v. Cephalon, Inc.*, (E.D. Pa.) ($512 million partial settlement); *In re: Aggrenox Antitrust Litigation* ($146 million settlement); *In re Loestrin 24 Fe Antitrust Litigation* ($120 million); *In re: K-Dur Antitrust Litigation* ($60.2 million); *In re: Prandin Direct Purchaser Antitrust Litigation* ($19 million); *In re: Doryx Antitrust Litigation* ($15 million); *In re: Skelaxin Antitrust Litigation* ($73 million); *In re: Wellbutrin XL Antitrust Litigation* ($37.50 million); *In re: Oxycontin Antitrust Litigation* ($16 million); *In re: DDAVP Direct Purchaser Antitrust Litigation* ($20.25 million settlement following precedent-setting victory in the Second Circuit, which Mr. Sorensen argued, see 585 F.3d 677 (2d Cir. 2009)); *In re: Nifedipine Antitrust Litigation* ($35 million); *In re: Terazosin Hydrochloride Antitrust Litigation*, MDL 1317 (S.D. Fla.) ($74.5 million); and *In re: Remeron Antitrust Litigation* ($75 million). Mr. Sorensen is serving as co-lead counsel or on the executive committee of numerous similar, pending cases.

In 2017, the American Antitrust Institute presented its Antitrust Enforcement Award to Mr. Sorensen and others for their work on the *K-Dur* case. In 2019, Mr. Sorensen and others were recognized again by the AAI for their work on the *King Drug* case, being awarded the Outstanding Antitrust Litigation Achievement in Private Law Practice. Mr. Sorensen and his team received the same award in 2020 for their work on the *Namenda* case. Also in 2020, *Law360* named Mr. Sorensen a Competition MVP of the Year.

Shareholders

John G. Albanese – Shareholder
John Albanese is a Shareholder in the Minneapolis office. Mr. Albanese concentrates his practice on consumer protection with a focus on Fair Credit Reporting Act violations related to criminal background checks. Mr. Albanese has also prosecuted class actions related to illegal online lending, unfair debt collection, privacy breaches, and other consumer law issues. Mr. Albanese is

regularly invited to speak on consumer law and litigation issues. Mr. Albanese has obtained favorable decisions for consumers in state and federal courts all over the country. He also frequently represents consumer advocacy groups as *amici curiae* at the appellate level.

Mr. Albanese is a graduate of Columbia Law School and Georgetown University. At Columbia, he was a managing editor of the Columbia Law Review and was elected to speak at graduation by his classmates. Mr. Albanese clerked for Magistrate Judge Geraldine Brown in the Northern District of Illinois.

Zachary Caplan – Shareholder
Zach Caplan is a Shareholder at Berger Montague. Recently, Zach was in service with the U.S. Department of Justice Antitrust Division in Washington, DC. While at the Justice Department, he led teams investigating anticompetitive conduct in the healthcare space, engaged with senior Division leadership on a statement of interest arguing that the American Red Cross is subject to antitrust law, and assisted with fast-paced monopolization litigation against a major tech company. He also served on the Division-wide Discovery and Technology Working Group where he contributed to guidelines for all attorneys on cutting-edge issues such as technology assisted review and ephemeral messaging. Prior to his work at the Justice Department, Zach was an attorney in the Antitrust Department at Berger Montague for a decade.

Joy P. Clairmont – Shareholder
Joy Clairmont is a Shareholder in the Whistleblower, *Qui Tam* & False Claims Act Group, which has recovered more than $3 billion for federal and state governments, as well as over $500 million for the firm's whistleblower clients. Ms. Clairmont also has experience practicing in the area of securities fraud litigation.

Ms. Clairmont has been investigating and litigating whistleblower cases for over fifteen years and has successfully represented whistleblower clients in federal and state courts throughout the United States. On behalf of her whistleblower clients, Ms. Clairmont has pursued fraud cases involving a diverse array of companies: behavioral health facilities, a national retail pharmacy chain, a research institution, pharmaceutical manufacturers, skilled nursing facilities, a national dental chain, mortgage lenders, hospitals and medical device manufacturers.

Most notably, Ms. Clairmont has participated in several significant and groundbreaking cases involving fraudulent drug pricing:

> ***United States ex rel. Streck v. AstraZeneca, LP, et al.*, C.A. No. 08-5135 (E.D. Pa.):** a Medicaid rebate fraud case which settled in 2015 for a total of $55.5 million against three pharmaceutical manufacturers, AstraZeneca, Cephalon, and Biogen. The case alleged that the defendants did not properly account for millions of dollars of payments to wholesalers for drug distribution and other services. As a result, the defendants underpaid the government in rebates owed under the Medicaid Drug Rebate Program.

***United States ex rel. Kieff and LaCorte v. Wyeth and Pfizer, Inc.*, Nos. 03-12366 and 06-11724-DPW (D. Mass.):** a Medicaid rebate fraud case involving Wyeth's acid-reflux drug, Protonix, which settled for $784.6 million in April 2016.

***"AWP"* Cases:** a series of cases in federal and state courts against many of the largest pharmaceutical manufacturers, including Bristol-Myers Squibb, Boehringer Ingelheim, and GlaxoSmithKline, for defrauding the government through false and inflated price reports for their drugs, which resulted in more than $2 billion in recoveries for the government.

Earlier in her career, Ms. Clairmont gained experience litigating securities fraud class actions including, most notably, *In Re Sunbeam Securities Litigation*, a class action which led to the recovery of over $142 million for the class of plaintiffs in 2002.

Ms. Clairmont graduated in 1995 with a B.A. *cum laude* from George Washington University and in 1998 with a J.D. from George Washington University Law School.

Caitlin G. Coslett – Shareholder
Caitlin G. Coslett is a Shareholder and Co-Chair of the Firm's Antitrust Department. She also serves on the Firm's Diversity, Equity, and Inclusion Task Force and as the Work Assignment Coordinator. Ms. Coslett concentrates her practice on complex litigation, including antitrust and mass tort litigation.

Ms. Coslett represents classes of direct purchasers of pharmaceutical drugs who allege that drug manufacturers have violated federal antitrust law by wrongfully keeping less-expensive generic drugs off the market and/or by wrongfully impeding generic competition. Her work on generic suppression cases has contributed to significant settlements totaling hundreds of millions of dollars, including in the cases of In re Solodyn (Minocycline Hydrochloride) Antitrust Litigation (for which Ms. Coslett served as Co-Lead Counsel), In re Lidoderm Antitrust Litigation, and In re Skelaxin (Metaxalone) Antitrust Litigation. Ms. Coslett is currently litigating several similar antitrust pharmaceutical cases, such as In re Effexor XR Antitrust Litigation, In re Bystolic Antitrust Litigation, In re Intuniv Antitrust Litigation, In re Lamictal Antitrust Litigation, In re Novartis and Par Antitrust Litigation, In re Opana ER Antitrust Litigation, and In re Suboxone (Buprenorphine Hydrochloride and Naloxone) Antitrust Litigation. She was honored for "Outstanding Antitrust Litigation Achievement by a Young Lawyer" for her work in In re Lidoderm Antitrust Litigation.

Ms. Coslett's experience litigating antitrust class actions also includes In re CRT Antitrust Litigation, In re Domestic Drywall Antitrust Litigation, In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, In re Steel Antitrust Litigation, and In re Urethane [Polyether Polyols] Antitrust Litigation.

Ms. Coslett also played a significant role in the post-trial litigation in Cook v. Rockwell International Corporation, a mass tort class action brought on behalf of thousands of property owners near the Rocky Flats nuclear plant in Colorado. The case settled for $375 million following a successful appeal to the Tenth Circuit and, in ruling for the plaintiffs on appeal, then-Judge Neil Gorsuch (who is now a Supreme Court Justice) praised Class Counsel's successful "judicial jiu jitsu" in litigating the case through the second appeal.

Ms. Coslett was named a "Next Generation Lawyer" by The Legal 500 United States 2019 in the Civil Litigation/Class Actions: Plaintiff category and was selected as a Rising Star by Super Lawyers every year from 2014 – 2021. She has served as pro bono counsel for clients referred by the AIDS Law Project of Pennsylvania and Philly VIP and is a member of the National LGBT Bar Association.

A Philadelphia native, Ms. Coslett graduated magna cum laude from Haverford College with a B.S. in mathematics and economics and graduated cum laude from New York University School of Law. At NYU Law, Ms. Coslett was a Lederman/Milbank Fellow in Law and Economics and an articles selection editor for the NYU Review of Law and Social Change. Prior to law school, she was an economics research assistant at the Federal Reserve Board in Washington, D.C. Ms. Coslett was formerly one of the top 75 rated female chess players in the U.S.

Andrew C. Curley – Shareholder
Andrew C. Curley is a Shareholder in the Antitrust practice group. He concentrates his practice in the area of complex antitrust litigation.

Mr. Curley served as Co-Lead Class Counsel on behalf of a class of independent truck stops and other retail merchants in *Marchbanks Truck Service, Inc. v. Comdata Network, Inc.*, Case No. 07-1078 (E.D. Pa.). The *Marchbanks* litigation settled in January 2014 for $130 million and significant prospective relief in the form of, among other things, meaningful and enforceable commitments by the largest over-the-road trucker fleet card issuer in the United States to modify or not to enforce those portions of its merchant services agreements that plaintiffs challenged as anticompetitive, and that an expert economist has determined to be worth an additional $260 million to $491 million (bringing the total value of the settlement to between $390 and $621 million).

Mr. Curley is also involved in a number of antitrust cases representing direct purchasers of prescription drugs. These cases have alleged that pharmaceutical manufacturers have wrongfully kept less expensive generic drugs off the market, in violation of the antitrust laws. Those cases include: *In re Solodyn Antitrust Litig.*, 14 MD 2503 (D. Mass.) ($76 million settlements); and *In re Aggrenox Antitrust Litig.*, No. 3:14-md-02516 (D. Conn.) ($146 million settlement); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-MD-2343 (E.D. Tenn.) ($73 million settlement); *In re Wellbutrin XL Antitrust Litig.*, No. 08-2431 (E.D. Pa.) ($37.5 million settlement with one of two defendants); *In re Opana ER Antitrust Litig.*, No. 14-cv-10150 (N.D. Ill.) and *In re Niaspan Antitrust Litig.*, No. 12-MD-2460 (E.D. Pa.).

Prior to joining the firm, Mr. Curley practiced in the litigation department of a large Philadelphia law firm where he represented clients in a variety of industries in complex commercial litigation in both state and federal court.

Josh P. Davis – Shareholder
Josh supervises the Firm's San Francisco Bay Area Office. He focuses his practice on antitrust, appeals, class certification, and class action and complex litigation ethics. He is one of the leading scholars in the nation on antitrust procedure, class certification, and ethics in class actions and complex litigation.

Josh is currently a Research Professor at the University of California, Hastings College of the Law, where he is associated with the Center for Litigation and Courts, and the Director of the Center for Law and Ethics at the University of San Francisco School of Law. He has also taught at the Willamette University College of Law and the Georgetown University Law Center. He has testified before Congress on matters related to civil procedure and presented on matters related to private antitrust enforcement before the U.S. Department of Justice and the Federal Trade Commission.

Josh received a CLAY California Attorney of the Year Award in Antitrust in 2016. His law review article, "Defying Conventional Wisdom: The Case for Private Antitrust Enforcement," 48 Ga. L. Rev. 1 (2013), won the 2014 award for best academic article from George Washington University School of Law and Institute on Competition Law. His scholarship has been cited by multiple federal appellate and trial courts. He has published dozens of articles and book chapters on antitrust, civil procedure, class certification, legal ethics, and legal philosophy, among other topics. He regularly presents throughout the country and the world at scholarly and professional conferences and symposia on aggregate litigation, civil procedure, and ethics. Recently, he has written various articles and book chapters on artificial intelligence (AI) and the law and is completing his first book, "Unnatural Law: AI, Consciousness, Ethics, and Legal Theory" (forthcoming in Cambridge University Press 2022/23).

Josh graduated from N.Y.U. School of Law in 1993, where he won the Frank H. Sommer Memorial Award for top general scholarship and achievement in his class, served as the Articles Editor for the N.Y.U. Law Review, and was admitted to the Order of the Coif. After law school, he was a law clerk for Patrick E. Higginbotham of the U.S. Court of Appeals for the Fifth Circuit. He was a partner at Lieff, Cabraser, Heimann & Bernstein, LLP, until 2000, when he entered full-time legal academia until joining the Firm in 2022.

Lawrence Deutsch – Shareholder
Mr. Deutsch has been involved in numerous major shareholder class action cases. He served as lead counsel in the Delaware Chancery Court on behalf of shareholders in a corporate governance litigation concerning the rights and valuation of their shareholdings. Defendants in the case were the Philadelphia Stock Exchange, the Exchange's Board of Trustees, and six major Wall Street investment firms. The case settled for $99 million and also included significant corporate governance provisions. Chancellor Chandler, when approving the settlement allocation and fee awards on July 2, 2008, complimented counsel's effort and results, stating, "Counsel, again, I want to thank you for your extraordinary efforts in obtaining this result for the class." The Chancellor had previously described the intensity of the litigation when he had approved the settlement, "All I can tell you, from someone who has only been doing this for roughly 22 years,

is that I have yet to see a more fiercely and intensely litigated case than this case. Never in 22 years have I seen counsel going at it, hammer and tong like they have gone at it in this case."

Mr. Deutsch was one of principal trial counsel for plaintiffs in *Fred Potok v. Floorgraphics, Inc., et al.* (Phila Co. CCP 080200944 and Phila Co. CCP 090303768) resulting in an $8 million judgment against the directors and officers of the company for breach of fiduciary duty.

Over his 25 years working in securities litigation, Mr. Deutsch has been a lead attorney on many substantial matters. Mr. Deutsch served as one of lead counsel in the *In Re Sunbeam Securities Litigation* class action concerning "Chainsaw" Al Dunlap (recovery of over $142 million for the class in 2002). As counsel on behalf of the City of Philadelphia he served on the Executive Committee for the securities litigation regarding *Frank A. Dusek, et al. v. Mattel Inc., et al.* (recovery of $122 million for the class in 2006).

Mr. Deutsch served as lead counsel for a class of investors in Scudder/Deutsche Bank mutual funds in the nationwide *Mutual Funds Market Timing* cases. Mr. Deutsch served on the Plaintiffs' Omnibus Steering Committee for the consortium of all cases. These cases recovered over $300 million in 2010 for mutual fund purchasers and holders against various participants in widespread schemes to "market time" and late trade mutual funds, including $14 million recovered for Scudder/Deutsche Bank mutual fund shareholders.

Mr. Deutsch has been court-appointed Lead or a primary attorney in numerous complex litigation cases: *NECA-IBEW Pension Trust Fund, et al. v. Precision Castparts Corp., et al.* (Civil Case No. 3:16-cv-01756-YY); *Fox et al. v. Prime Group Realty Trust, et al.* United States District Court Northern District of Illinois (Civil Case No. 1:12-cv-09350) ($8.25 million settlement pending); served as court-appointed lead counsel in *In Re Inergy LP Unitholder Litigation* (Del. Ch. No. 5816-VCP) ($8 million settlement).

Mr. Deutsch served on a team of lead counsel in *In Re: CertainTeed Fiber Cement Siding Litigation*, E.D.Pa. MDL NO. 11-2270 ($103.9 million settlement); *Tim George v. Uponor, Inc., et al.*, United States District Court, District of Minnesota, Case No. 12-CV-249 (ADM/JJK) ($21 million settlement); *Batista, et al. v. Nissan North America, Inc.*, United States District Court, Southern District of Florida, Miami Division, Case No 1;14-cv-24728 (settlement valued at $65,335,970.00).

In addition to his litigation work, Mr. Deutsch has been a member of the firm's Executive Committee and also manages the firm's paralegals. He has also regularly represented indigent parties through the Bar Association's VIP Program, including the Bar's highly acclaimed representation of homeowners facing mortgage foreclosure.

Prior to joining the firm, Mr. Deutsch served in the Peace Corps from 1973-1976, serving in Costa Rica, the Dominican Republic, and Belize. He then worked for ten years at the United States General Services Administration.

Mr. Deutsch is a graduate of Boston University (B.A. 1973), George Washington University's School of Government and Business Administration (M.S.A. 1979), and Temple University's School of Law (J.D. 1985). He became a member of the Pennsylvania Bar in 1986 and the New Jersey Bar in 1987. He has also been admitted to practice in Eastern District of Pennsylvania, the First Circuit Court of Appeals, the Second Circuit Court of Appeals, the Third Circuit Court of Appeals, the Fourth Circuit Court of Appeals, Eleventh Circuit Court of Appeals and the U.S. Court of Federal Claims as well as various jurisdictions across the country for specific cases.

William H. Ellerbe – Shareholder
William H. Ellerbe is a Shareholder in the Philadelphia office and practices in the firm's Whistleblower, *Qui Tam* & False Claims Act group, which has collectively recovered more than $3 billion for federal and state governments, as well as over $500 million for the firm's whistleblower clients. Mr. Ellerbe represents whistleblowers in litigation across the country and also actively assists in investigating and evaluating potential whistleblower claims before a lawsuit is filed.

Mr. Ellerbe received an A.B. in English from Princeton University. He graduated *magna cum laude* from the University of Michigan Law School and also received a certificate in Science, Technology, and Public Policy from the Ford School of Public Policy. During law school, Mr. Ellerbe was an Associate Editor of the *Michigan Telecommunications and Technology Law Review* and an active member of both the Environmental Law Society and the Native American Law Students Association.

Prior to joining the firm, Mr. Ellerbe clerked for the Honorable Anne E. Thompson of the United States District Court for the District of New Jersey. He also worked as a white collar and commercial litigation associate at two large corporate defense firms.

Mr. Ellerbe is admitted to practice in the state courts of Pennsylvania, New Jersey, and New York, as well as the Third and Fourth Circuit Courts of Appeals and the United State District Courts for the Eastern District of Pennsylvania, the Middle District of Pennsylvania, the District of New Jersey, the Southern District of New York, and the Eastern District of New York.

Candice J. Enders – Shareholder
Candice J. Enders is a Shareholder in the Antitrust practice group. She concentrates her practice in complex antitrust litigation.

Ms. Enders has significant experience investigating and developing antitrust cases, navigating complex legal and factual issues, negotiating discovery, designing large-scale document reviews, synthesizing and distilling conspiracy evidence, and working with economic experts to develop models of antitrust impact and damages. Her work on antitrust conspiracy cases has contributed to significant settlements totaling hundreds of millions of dollars, including in *In re Domestic Drywall Antitrust Litigation*, No. 13-2437 (E.D. Pa.) ($190 million in total settlements); *In re Commodity Exchange, Inc. Gold Futures & Options Trading Litigation*, No. 14-2548 (S.D.N.Y.) ($60 million settlement with Deutsche Bank preliminarily approved; preliminary approval of $42 million settlement with Defendant HSBC pending; litigation continuing against remaining defendants); *In re Microcrystalline Cellulose Antitrust Litigation, No. 01-111* (E.D. Pa.) ($50 million settlement achieved shortly before trial).

In addition to her case work, Ms. Enders contributes to the administration of the firm by serving as the firm's Attorney Recruitment Coordinator, Paralegal Coordinator, and a member of the Diversity, Equity & Inclusion Task Force.

Michael T. Fantini – Shareholder
Michael T. Fantini is a Shareholder in the Consumer Protection and Commercial Litigation practice groups. Mr. Fantini concentrates his practice on consumer class action litigation.

Mr. Fantini has considerable experience in notable consumer cases such as: *In re TJX Companies Retail Security Breach Litigation*, Master Docket No. 07-10162 (D. Mass) (class action brought on behalf of persons whose personal and financial data were compromised in the largest computer theft of personal data in history - settled for various benefits valued at over $200 million); *In re Educational Testing Service Praxis Principles of Learning and Teaching: Grade 7-12 Litigation*, MDL No. 1643 (E.D. La. 2006) (settlement of $11.1 million on behalf of persons who were incorrectly scored on a teachers' licensing exam); *Block v. McDonald's Corporation*, No: 01CH9137 (Cir. Ct. Of Cook County, Ill.) (settlement of $12.5 million where McDonald's failed to disclose beef fat in french fries); *Fitz, Inc. v. Ralph Wilson Plastics Co.*, No. 1-94-CV-06017 (D. N.J.) (claims-made settlement whereby fabricators fully recovered their losses resulting from defective contact adhesives); *Parker v. American Isuzu Motors, Inc.*; No: 3476 (CCP, Philadelphia County) (claims-made settlement whereby class members recovered $500 each for their economic damages caused by faulty brakes); *Crawford v. Philadelphia Hotel Operating Co.*, No: 04030070 (CCP Phila. Cty. 2005) (claims-made settlement whereby persons with food poisoning recovered $1,500 each); *Melfi v. The Coca-Cola Company* (settlement reached in case involving alleged misleading advertising of Enviga drink); *Vaughn v. L.A. Fitness International LLC*, No. 10-cv-2326 (E.D. Pa.) (claims made settlement in class action relating to failure to cancel gym memberships and improper billing); *In re Chickie's & Pete's Wage and Hour Litigation*, Master File No. 12-cv-6820 (E.D. Pa.) (settled class action relating to failure to pay proper wage and overtime under FLSA).

Notable security fraud cases in which Mr. Fantini was principally involved include: *In re PSINet Securities Litigation*, No: 00-1850-A (E.D. Va.) (settlement in excess of $17 million); *Ahearn v. Credit Suisse First Boston, LLC*, No: 03-10956 (D. Mass.) (settlement of $8 million); and *In re Nesco Securities Litigation*, 4:0l-CV-0827 (N.D. Okla.).

Mr. Fantini has represented the City of Chicago in an action against certain online travel companies, such as Expedia, Hotels.com, and others, for their alleged failure to pay hotel taxes. He also represented the City of Philadelphia in a similar matter.

Prior to joining the firm, Mr. Fantini was a litigation associate with Dechert LLP. At George Washington University Law School, he was a member of the Moot Court Board. From 2017 - 2021, Mr. Fantini was named a Pennsylvania Super Lawyer by Thomson Reuters.

Michael J. Kane – Shareholder

Michael J. Kane, a Shareholder of the firm, is a graduate of Rutgers University and Ohio Northern University School of Law, with distinction, where he was a member of the Law Review. Mr. Kane is admitted to practice in Pennsylvania and various federal courts.

Mr. Kane joined the antitrust practice in 2005. Prior to joining the firm, Mr. Kane was affiliated with Mager, White & Goldstein, LLP where he represented clients in complex commercial litigation involving alleged unlawful business practices including: violations of federal and state antitrust and securities laws, breach of contract and other unfair and deceptive trade practices. Mr. Kane has extensive experience working with experts on economic issues in antitrust cases, including impact and damages. Mr. Kane has served in prominent roles in high profile antitrust, securities, and unfair trade practice cases filed in courts around the country.

Currently, Mr. Kane is one the lead attorneys actively litigating and participating in all aspects of the *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (E.D.N.Y.) alleging, *inter alia*, that certain of Visa and MasterCard rules, including anti-steering restraints and default interchange fees, working in tandem have caused artificially inflated interchange fees paid by Merchants on credit and debit card transactions. After over a decade of litigation, a settlement of as much as $6.24 billion and no less than $5.54 billion was preliminary approved in January 2019. He is also one of the lead counsel in *Contant, et al. v. Bank of America Corp., et al.*, 1:17-cv-03139-LGS (S.D.N.Y.) alleging a conspiracy among horizontal competitors to fix the prices of foreign currencies and certain foreign currency instruments to recover damages caused by defendants on behalf of plaintiffs and members of a proposed class of indirect purchasers of FX instruments from defendants.

Mr. Kane was also one of the lead lawyers in *Castro v. Sanofi Pasteur, Inc.*, No. 2:11-cv-07178-JMV-MAH (D.N.J.), a certified class action of over 26,000 physician practices, other healthcare providers, and vaccine distributors direct purchasers, alleging that defendant Sanofi engaged in anticompetitive conduct to maintain its monopoly in the market for MCV4 vaccines resulting in artificially inflated prices for Sanofi's MCV4 vaccine Menactra and the MCV4 vaccine Menveo. In October 2017 the court granted final approval the $61.5 million settlement.

Mr. Kane also had a leading role in *Ross v. American Express Company* (S.D.N.Y.) ($49.5 million settlement achieved after more than 7 years of litigation and after summary judgment was denied). In the related matter *Ross v. Bank of America* (S.D.N.Y.) involving claims that the defendant banks and American Express unlawfully acted in concert to require cardholders to arbitrate disputes, including debt collections, and to preclude cardholders from participating in any class actions, Mr. Kane was one of the primary trial counsel in the five week bench trial. Mr. Kane also has had a prominent role in several antitrust cases against pharmaceutical companies challenging so-called pay for delay agreements wherein the brand drug company allegedly seeks to delay competition from generic equivalents to the brand drug through payments by the brand drug company to the generic drug company. Mr. Kane served as co-lead counsel in *In re Microsoft Corporation Massachusetts Consumer Protection Litigation* (Mass. Super. Ct., Middlesex Cty.), in which plaintiffs alleged that as a result of Microsoft Corporation's anticompetitive practices, Massachusetts consumers paid more than they should have for Microsoft's operating systems and software. The case was settled for $34 million. Other cases in which Mr. Kane has had a prominent role include: *In re Currency Conversion Fee Antitrust Litig.* (S.D.N.Y.) (settlement for $336 million and injunctive relief); *In re Nasdaq Market Makers Antitrust Litig*. (S.D.N.Y); *In re Compact Disc Antitrust Litig.* (C.D. Cal.); *In re WorldCom, Inc. Securities Litig.* (S.D.N.Y); *In re Lucent Technologies, Inc. Securities Litig*. (D.N.J.); *City Closets LLC v. Self Storage Assoc., Inc.* (S.D.N.Y.); *Rolite, Inc. v. Wheelabrator Environmental Sys. Inc.*, (E.D. Pa.); and *Amin v. Warren Hospital* (N.J. Super.).

Robert Litan – Shareholder
Robert Litan is a Shareholder in the Antitrust practice group. Litan is one of the few practicing lawyers (in any field, including antitrust) with a PhD in economics and an extensive research and testimonial career in economics. During his legal career, Litan has specialized in administrative and antitrust litigation, concentrating on economic issues, working closely with economic experts (having been a testimonial witness in more than 20 legal and administrative proceedings himself). He previously was a partner with Powell, Goldstein, Frazier and Murphy (Washington, D.C and Atlanta) and Korein Tillery (St. Louis Chicago). He began his legal career as an Associate at Arnold & Porter (Washington, D.C.)

Litan has directed economic research at three leading national organizations: the Brookings Institution, the Kauffman Foundation and Bloomberg Government.

Litan has held several appointed positions in the federal government. In 1993, he was appointed Principal Deputy Assistant Attorney General in the Antitrust Division of the Justice Department, where he oversaw civil non-merger litigation and the Department's positions on regulatory matters, primarily in telecommunications. During his tenure, he settled the Department's antitrust lawsuit against the Ivy League and MIT for fixing financial aid awards, oversaw the Department's first monopolization case against Microsoft (resulting in 1994 consent decree) and the initial stages of the Antitrust Division's price fixing case against Nasdaq (also resulting in a consent decree). In 1995, Litan was appointed Associate Director of the Office of Management and Budget, where he oversaw the budgets of five cabinet level agencies.

Litan has co- chaired two panels of studies for the National Academy of Sciences (Measuring Innovation and Disaster Loan Estimation), has served on one other NAS Committee (Use of Scientific Evidence), and consulted for NAS (on energy modeling). He has also been a member of the Presidential-Congressional Commission on the Causes of the Savings and Loan Crisis (1991-93).

Litan has consulted for a broad range of private and governmental organizations, including the U.S. Justice Department (antitrust division), the U.S. Treasury Department, the Federal Reserve

Bank of New York, the Federal Home Loan Bank of San Francisco, and the Financial Institutions Subcommittee of the House Banking Committee, the Monetary Authority of Singapore and the World Bank.

Litan has been adjunct professor teaching banking law at the Yale Law School and a Lecturer in Economics at Yale University. He also has taught economics and counter-insurgency at the U.S. Army Command General Staff College, Ft. Leavenworth

Hans Lodge – Shareholder
Hans Lodge is a zealous advocate and is dedicated to protecting the rights of consumers in and out of court. Hans assists consumers who have been denied jobs or housing due to inaccurate criminal history information reporting in their employment/tenant background check reports. Hans also assists consumers who have been denied credit due to inaccurate information reporting in their credit reports and have suffered harm due to unlawful debt collection behavior.

Hans is an aggressive and strategic litigator who has a reputation of working tirelessly to get favorable outcomes for his clients. Hans understands how frustrating it can be trying to deal with background check companies, credit reporting agencies, credit bureaus, and debt collectors, and has a passion for helping clients navigate these areas of the law during their times of need.

Prior to joining the firm, Hans combined his passions for fighting for the little guy and oral advocacy by representing consumers in individual and class action litigation where he held businesses, banks, background check companies, credit bureaus, and debt collectors accountable for illegal practices. As an Associate Attorney at a consumer rights law firm, Hans represented consumers who had trouble paying their bills and were abused and harassed by debt collection agencies, some of whom had their motor vehicles wrongfully repossessed, bringing numerous individual and class action claims under the Fair Debt Collection Practices Act (FDCPA).

Hans also represented consumers who had trouble obtaining credit, employment, and housing due to inaccuracies in their credit reports and background check reports, bringing numerous individual and class action claims under the Fair Credit Reporting Act (FCRA). As an Associate Attorney at a national employment and consumer protection law firm, Hans represented consumers who purchased defective products and employees misclassified as independent contractors, bringing class action claims under consumer protection statues and the Fair Labor Standards Act (FLSA).

Hans grew up in the Twin Cities and received his Bachelor's Degree from Gustavus Adolphus College in St. Peter, Minnesota, where he double-majored in Political Science and Communication Studies and graduated with honors. His first experience resolving quasi-legal disputes began as a Student Representative on the Campus Judicial Board, where he served for three years and resolved numerous complex disputes between students and the College. His interests in sports and ethics took him to New Zealand, Australia, and Fiji, where he studied Sports Ethics.

During his time at Marquette University Law School, Hans concentrated his legal studies on civil litigation and sports law. As a second-year law student, Hans gained valuable experience working as a law clerk for the Honorable Joan F. Kessler at the Wisconsin Court of Appeals. He also served as a member of the Marquette Sports Law Review where he wrote and edited articles about legal issues impacting the sports industry.

As a member of Marquette Law's moot court team, his brief writing and oral advocacy skills earned him a regional championship and an appearance in the national competition at the New York City Bar Association. Hans was also a member of Marquette's mock trial team, finishing in third place at the regional competition at the Daley Center in Chicago, Illinois.

Mr. Lodge is admitted to practice law in the United States District Court, District of Minnesota; United States District Court, Western District of Wisconsin; and both Minnesota and Wisconsin state courts.

In addition to practicing law, Hans is an Adjunct Professor at Concordia University, St. Paul, where he teaches a sports law course in the Master of Arts in Sports Management program.

Patrick F. Madden – Shareholder

Patrick F. Madden is a Shareholder in the Antitrust, Consumer Protection, Insurance Fraud, and Predatory Lending and Borrowers' Rights practice groups. His practice principally focuses on class actions concerning antitrust violations, financial practices, and insurance products.

Mr. Madden has served in key roles in multiple nationwide consumer class actions. For example, he represented homeowners whose mortgage loan servicers force-placed extraordinarily high-priced insurance on them and allegedly received a kickback from the insurer in exchange. Collectively, Mr. Madden's force-placed insurance settlements have made more than $175 million in recoveries available to class members.

He has also represented plaintiffs in antitrust class actions. For example, Mr. Madden represents a proposed class of elite mixed martial arts fighters in an antitrust lawsuit against the Ultimate Fighting Championship. *Le, et al. v. Zuffa, LLC*, No. 15-cv-1045 (D. Nev.). Mr. Madden also represents a proposed class of broiler chicken farmers in an antitrust suit against the major chicken processing companies for colluding to suppress compensation to the farmers.

Prior to attending law school, Mr. Madden worked at the United States Department of Labor, Office of Labor-Management Standards as an investigator during which time he investigated allegations of officer election fraud and financial crimes by union officers and employees.
While at Temple Law School, Mr. Madden was the Executive Editor of Publications for the Temple Journal of Science, Technology & Environmental Law.

Ellen T. Noteware – Shareholder

Ms. Noteware has successfully represented investors, retirement plan participants, employees, consumers, and direct purchasers of prescription drug products in a variety of class action cases. She currently chairs the firm's Pro Bono Committee.

Ms. Noteware served on the trial team for *Cook v. Rockwell Int'l Corp.* No. 90-181 (D. Colo.) and received, along with the entire trial team, the "Trial Lawyer of the Year" award in 2009 from the Public Justice Foundation for their work on the case, which resulted in a jury verdict of $554 million in February 2006, after a four-month trial, on behalf of thousands of property owners near the former Rocky Flats nuclear weapons plant located outside Denver, Colorado. The jury verdict was then the largest in Colorado history, and was the first time a jury has awarded damages to property owners living near one of the nation's nuclear weapons sites. In 2008, after extensive post-trial motions, the District Court entered a $926 million judgment for the plaintiffs. The jury verdict in the case was vacated on appeal in 2010. In 2015, on a second trip to the Tenth Circuit Court of Appeals, Plaintiffs secured a victory with the case being sent back to the district court. In 2016, the parties reached a $375 million settlement, which received final approval in 2017.

Ms. Noteware also has played a leading role in numerous antitrust cases representing direct purchasers of prescription drugs. Many of these cases have alleged that pharmaceutical manufacturers have wrongfully kept less expensive generic drugs off the market, in violation of the antitrust laws. Many of these cases have resulted in substantial cash settlements, including *In re: Namenda Direct Purchaser Antitrust Litigation*, (S.D.N.Y.) ($750 million settlement – largest single-defendant settlement ever for a case alleging delayed generic competition); *In re Loestrin 24 Fe Antitrust Litigation*, (D.R.I.) ($120 million settlement 3 weeks before trial was set to begin); *In re Ovcon Antitrust Litigation*, (D.D.C.) ($22 million settlement); *In re Tricor Direct Purchaser Antitrust Litigation*, (D. Del.) ($250 million settlement); *Meijer, Inc. v. Abbott Laboratories*, (N.D. Cal.) (Norvir) ($52 million); and *In re Celebrex*, No. 14-cv-00361 (E.D. Va.) ($95 million).

Ms. Noteware is also extensively involved in litigating breach of fiduciary duty class action cases under the Employee Retirement Income Securities Act ("ERISA"). Her ERISA settlements include: *In re Nortel Networks Corp. ERISA Litigation* (M.D. Tenn.) ($21 million settlement); *In re Lucent Technologies, Inc. ERISA Litigation* (D.N.J.) ($69 million settlement); *In re SPX Corporation ERISA Litigation* (W.D.N.C.) ($3.6 million settlement); *Short v. Brown University*, (D.R.I.) ($3.5M settlement plus requirement that independent adviser for ERISA plans be retained); *Dougherty v. The University of Chicago*, No. 1:17-cv-03736 (N.D. Ill.) ($6.5M settlement); and *Nicolas v. The Trustees of Princeton University*, No. 3:17-cv-03695 (D.N.J.) (settlement announced).

Ms. Noteware is a graduate of Cornell University (B.S. 1989) and the University of Wisconsin-Madison Law School (J.D. *cum laude* 1993) where she won the Daniel H. Grady Prize for the highest grade point average in her class, served as Managing Editor of the Law Review, and earned Order of the Coif honors. She is currently a member of the Pennsylvania, New York, and District of Columbia bars.

Russell D. Paul – Shareholder

Russell Paul is a Shareholder in the Consumer Protection, Qui Tam/Whistleblower, and Securities/Governance/Shareholder Rights practice groups and heads the Automobile Defect practice area. He concentrates his practice on consumer class actions, securities class actions and derivative suits, complex securities, and commercial litigation matters, and False Claims Act suits.

Mr. Paul has successfully litigated and led consumer protection and product defect actions in the automotive, pet food, soft drink, and home products industries. He has been appointed to a leadership position in several automotive defect cases. See Francis v. General Motors, LLC, No. 2:19-cv-11044-DML-DRG (E.D. Mich.), ECF No. 40 (appointed as member of Plaintiffs' Steering Committee); Weston v. Subaru of America, Inc., No. 1:20-cv-05876 (D.N.J.), ECF No. 49 (appointed as Interim Co-Lead Counsel); Miller v. Ford Motor Co., No. 2:20-cv-01796 (E.D. Cal.) ECF No. 60 (appointed to Interim Class Counsel Executive Committee) and Powell v. Subaru of America, Inc., No. 1:19-cv-19114 (D.N.J.), ECF No. 26 (appointed as Interim Co-Lead Counsel). Mr. Paul has litigated securities class actions against Tyco International Ltd., Baxter Healthcare Corp., ALSTOM S.A., Able Laboratories, Inc., Refco Inc., Toll Brothers and the Federal National Mortgage Association (Fannie Mae). He has also litigated derivative actions in various state courts around the country, including in the Delaware Court of Chancery. Mr. Paul has also briefed and argued several federal appeals, including in the Third, Sixth and Ninth Circuits.

In addition to securities litigation, Mr. Paul has broad corporate law experience, including mergers and acquisitions, venture capital financing, proxy contests, and general corporate matters. He began his legal career in the New York office of Skadden, Arps, Slate, Meagher & Flom.

Mr. Paul has been designated a "Pennsylvania Super Lawyer" and a "Top Attorney in Pennsylvania."

Mr. Paul graduated from the Columbia University School of Law (J.D. 1989) where he was a Harlan Fiske Stone Scholar, served on the Moot Court Review Board, was an editor of Pegasus (the law school's catalog) and interned at the United States Attorneys' Office for the Southern District of New York. He completed his undergraduate studies at the University of Pennsylvania, earning a B.S. in Economics from the Wharton School (1986) and a B.A. in History from the College of Arts and Sciences (1986). He was elected to the Beta Gamma Sigma Honors Society.

Alexandra Koropey Piazza – Shareholder
Alexandra Koropey Piazza, Shareholder, is a member of the firm's Employment Law, Consumer Protection and Lending Practices & Borrowers' Rights practice groups. In the Employment Law practice group, Ms. Piazza primarily focuses on wage and hour class and collective actions arising under state and federal law. Ms. Piazza's work in the Consumer Protection and Lending Practices & Borrowers' Rights practice groups involves consumer class actions concerning financial practices.

Ms. Piazza is a graduate of the University of Pennsylvania and Villanova University School of Law. During law school, Ms. Piazza served as a managing editor of the Villanova Sports and Entertainment Law Journal and as president of the Labor and Employment Law Society. Ms. Piazza also interned at the United States Attorney's Office and served as a summer law clerk for the Honorable Eduardo C. Robreno of the United States District Court for the Eastern District of Pennsylvania.

Barbara A. Podell – Shareholder
Barbara A. Podell is a Shareholder in the Securities practice group at the firm. She concentrates her practice on securities class action litigation.

Ms. Podell graduated from the University of Pennsylvania (*cum laude*) and the Temple University School of Law (*magna cum laude*), where she was Editor-in-Chief of the Temple Law Quarterly.

Ms. Podell was one of the firm's senior attorneys representing the Pennsylvania State Employees' Retirement System ("SERS") as the lead plaintiff in the *In re CIGNA Corp. Sec. Litig.*, No. 02-CV-8088 (E.D. Pa.), a federal securities fraud class action in which SERS moved for, and was appointed, lead plaintiff. CIGNA allegedly concealed crucial operational problems, which, once revealed, caused the company's stock price to fall precipitously. The firm obtained a $93 million settlement. This was a remarkable recovery because there were no accounting restatements, government investigations, typical indicators of financial fraud, or insider trading. Moreover, the case was settled on the eve of trial (22.7% of losses recovered).

Before joining the firm, Ms. Podell was a founding member of Savett Frutkin Podell & Ryan, P.C., and before that, a shareholder at Kohn, Savett, Klein & Graf and an associate at Dechert LLP, all in Philadelphia.

Camille Fundora Rodriguez – Shareholder
Ms. Rodriguez is a Shareholder in the firm's Employment & Unpaid Wages, Consumer Protection, and Lending Practices & Borrowers' Rights practice groups. Ms. Rodriguez primarily focuses on wage and hour class and collective actions arising under the Fair Labor Standards Act and state laws. She is also the Diversity, Equity, and Inclusion Coordinator and leads the Firm's DEI Task Force, which enacts a broad range of diversity efforts, including efforts to hire and retain attorneys and non-attorneys from diverse backgrounds and to foster an inclusive work environment, including through Firmwide trainings on implicit bias issues that may impact the workplace.

Prior to joining the firm, Ms. Rodriguez practiced in the litigation department at a boutique Philadelphia law firm where she represented clients in a variety of personal injury, disability, and employment discrimination matters. Ms. Rodriguez is a graduate of Widener University School of Law.

Ms. Rodriguez was recently named a 2023 The Best Lawyers in America: Ones to Watch. She was also a Pennsylvania Super Lawyer "Rising Star" in 2022. In 2021, Ms. Rodriguez was named a "Rising Star" by *Law360*, a "Rising Star of the Plaintiffs Bar" by the *National Law Journal*, and

"Lawyer on the Fast Track" by *The Legal Intelligencer*. She also has been a Pennsylvania Super Lawyer "Rising Star" between 2017 and 2021.

Ms. Rodriguez is an active member of the Pennsylvania, Philadelphia, and Hispanic Bar Associations.

Y. Michael Twersky – Shareholder
Y. Michael Twersky concentrates his practice primarily on representing plaintiffs in complex litigation, including on insurance, antitrust, and environmental matters.

In the past, Mr. Twersky has worked on a wide variety of insurance matters including an insurance case in which a Federal District Court found on Summary Judgement that a large insurance company had breached its policy when it denied benefits under an accidental death insurance plan. Mr. Twersky has also worked on a number of antitrust class actions alleging that pharmaceutical manufacturers wrongfully kept less expensive generic drugs off the market, in violation of the antitrust laws, including: *In re Skelaxin (Metaxalone) Antitrust Litigation*, 1:12-md-02343 (E.D. Tenn.) ($73 million settlement in 2014), and *In re Solodyn Antitrust Litig.*, 14 MD 2503 (D. Mass.) (combined settlements in excess of $76 million in 2018). Mr. Twersky has also represented inmates in connection with allegations that various inmate calling services charged unreasonable rates and fees in violation of the Federal Communication Act.

Currently, Mr. Twersky is litigating a number of complex class actions related to insurance products, including proposed class actions in multiple forums against a workers' compensation insurance company alleging that the company deceptively sold illegal workers' compensation programs that were not properly filed with state regulators. *E.g.*, *Shasta Linen Supply, Inc. v Applied Underwriters et al.*, No. 2:16-cv-0158 (N.D. Cal.). Mr. Twersky is also involved in a proposed class action in Federal Court brought on behalf of Alaska-enrolled Medicaid Healthcare Providers against the developers of the Alaska Medicaid Management Information System Company alleging that providers were harmed as a result of the negligent and faulty design and implementation of the MMIS system. *See South Peninsula Hospital et al v. Xerox State Healthcare, LLC*, 3:15-cv-00177 (D. Alaska). Mr. Twersky is also involved in environmental litigation on behalf of various states to recover the costs of remediation for contamination to groundwater resources.

Mr. Twersky graduated from Temple University Beasley School of Law in 2011, where he was a member of the Rubin Public Interest Law Honors Society and a Class Senator. In addition, Mr. Twersky advised various clients in business matters as part of Temple University's Business Law Clinic.

Daniel J. Walker – Shareholder
Dan Walker is a Shareholder of the firm, which he rejoined in July 2017 after serving three years in the Health Care Division at the Federal Trade Commission. Mr. Walker practices in the firm's Washington, D.C. office.

While at the Federal Trade Commission, Mr. Walker investigated and litigated antitrust matters in the health care industry. In addition to leading various nonpublic investigations in the pharmaceutical and health information technology sectors, Mr. Walker litigated *Federal Trade Commission v. AbbVie Inc., et al.*, a case alleging that a brand pharmaceutical manufacturer engaged in sham patent litigation to delay generic competition, and *Federal Trade Commission v. Cephalon Inc.*, a "pay-for-delay" lawsuit over a brand pharmaceutical manufacturer's payment to four generic competitors in return for the generics' agreement to delay entry into the market. The Cephalon case settled shortly before trial for $1.2 billion-the largest equitable monetary relief ever secured by the Federal Trade Commission-as well as significant injunctive relief.

During his time in private practice, Mr. Walker has litigated cases on behalf of plaintiffs and defendants in many areas of law, including antitrust, financial fraud, breach of contract, bankruptcy, and intellectual property. Mr. Walker has helped recover hundreds of millions of dollars on behalf of plaintiffs, including in *In re Titanium Dioxide Antitrust Litigation* (with settlements totaling $163.5 million for purchasers of titanium dioxide), *In re High Tech Employee Antitrust Litigation* (with settlements totaling $435 million for workers in the high tech industry), and *Adriana Castro, M.D., P.A., et al. v. Sanofi Pasteur Inc.*, No. 11-cv-07178 (D.N.J.) (with a $61.5 million settlement pending court approval for purchasers of pediatric vaccines). Mr. Walker was also a member of the team that recovered the funds lost by account holders during MF Global's collapse and a member of the trial team that successfully represented the Washington Mutual stockholders seeking to recover investments lost in the bankruptcy.

In addition, Mr. Walker has spoken frequently on antitrust issues, including on the intersection of antitrust and intellectual property in the health care industry.

Mr. Walker is a *magna cum laude* graduate of Amherst College and Cornell University Law School, where he was an Articles Editor for the Cornell Law Review. Before entering private practice, Mr. Walker clerked for the Honorable Richard C. Wesley of the United States Court of Appeals for the Second Circuit.

Michaela Wallin – Shareholder
Michaela Wallin is a Shareholder in the Antitrust and Employment Law practice groups. Ms. Wallin's work in the Antitrust group involves complex class actions, including those alleging that pharmaceutical manufacturers have wrongfully kept less expensive drugs off the market, in violation of the antitrust laws. In the Employment Law Group, Ms. Wallin focuses on wage and hour class and collective actions arising under federal and state law.

Prior to joining the firm, Ms. Wallin served as a law clerk for the Honorable James L. Cott of the United States District Court of the Southern District of New York. She also completed an Equal Justice Works Fellowship at the ACLU Women's Rights Project, where she worked to challenge local laws that target domestic violence survivors for eviction and impede tenants' ability to call the police.

Ms. Wallin is a graduate of Columbia Law School, where she was a Harlan Fiske Stone Scholar. Ms. Wallin graduated *magna cum laude* from Bowdoin College, where she was Phi Beta Kappa and a Sarah and James Bowdoin Scholar.

Alfred W. Zaher – Shareholder
Alfred Zaher is a Shareholder with the firm's Intellectual Property Department and he focuses his practice on patent, trademark, and trade secret litigation, licensing, and counseling. He has experience representing clients before the U.S. Patent and Trademark Office and the U.S. Copyright Office. He counsels companies in the biotechnology, pharmaceuticals, medical devices, electronics, and software industries. Having close relationships with Chinese officials and law firms, Alfred has a particular focus on managing clients' patent and trademark portfolios in China, including securing and prosecuting infringers in the Chinese court system. In his role as the firm's Chief Diversity & Inclusion Officer, Alfred is responsible for overseeing, implementing, and providing leadership to Montgomery McCracken's diversity initiatives. Prior to his legal career, Alfred was a research engineer and electrical engineer with more than 10 years of technical experience with companies like The Boeing Company and Litton Industries.

Senior Counsel

Andrew Abramowitz – Senior Counsel
Andrew Abramowitz, Senior Counsel in the Securities Department, concentrates his practice in shareholder litigation, representing investors in matters under the federal securities laws and state law governing breach of fiduciary duty. Prior to joining the firm, Mr. Abramowitz was a partner with a prominent Philadelphia law firm where he practiced for more than twenty years.

Mr. Abramowitz has served as one of the lead counsel in numerous cases, including, of note, *In re Parmalat Securities Litigation* (S.D.N.Y.), often referred to as "the Enron of Europe," which was a worldwide securities fraud involving an international dairy conglomerate; *In re SCOR Holding (Switzerland) AG Litigation* (S.D.N.Y.), the first case ever to secure recovery for investors in both a U.S. jurisdiction and a foreign forum; and *In re Abbott Depakote Shareholder Derivative Litigation* (N.D. Ill.), involving the off-label marketing of an anti-seizure drug.

Other notable cases in which Mr. Abramowitz played a significant role include: *Howard v. Liquidity Services, Inc.* (D.D.C.); *In re The Bancorp, Inc. Securities Litigation* (D. Del.); *In re Life Partners Holdings, Inc. Derivative Litigation* (W.D. Tex.); *In re Synthes Inc. Shareholder Litigation* (Del. Ch.); *In re Atheros Communications, Inc. Shareholder Litigation* (Del. Ch.); *Utah Retirement Systems v. Strauss* (American Home Mortgage) (E.D.N.Y.); *In re PSINet, Inc. Securities Litigation* (E.D. Va.); *Penn Federation BMWE v. Norfolk Southern Corp.* (E.D. Pa.); *Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters v. Cybersource Corp.* (Del. Ch.).

He previously served as Legal Counsel to Tradeoffs, a popular health policy podcast launched by a prominent Philadelphia journalist.

Mr. Abramowitz graduated *cum laude* from Franklin & Marshall College (1993) where he earned membership in Phi Beta Kappa. He earned a J.D. from the University of Maryland School of Law (1996), where he was Assistant Editor for *The Business Lawyer*, published jointly with the American Bar Association.

He was a long-standing member of the Corporate Advisory Board of the Pennsylvania Association of Public Employee Retirement Systems (PAPERS), an organization dedicated to educating trustees and fiduciaries of public pension funds throughout Pennsylvania. He has also participated for more than fifteen years in the University of Pennsylvania School of Law's Mentoring Program, in which he mentors international students in the L.L.M. program about the practice of law in the U.S. He has written and spoken extensively on matters relating to securities litigation and corporate governance.

Mr. Abramowitz is also the author of two novels, *A Beginner's Guide to Free Fall* (Lake Union Publishing, 2019), and *Thank You, Goodnight* (Touchstone/Simon & Schuster, 2015).

Natisha Aviles – Senior Counsel
Natisha Aviles is Senior Counsel in the firm's Antitrust practice group. She concentrates her practice on complex antitrust litigation.

Stephanie K. Benecchi – Senior Counsel
Stephanie K. Benecchi is Senior Counsel with the firm's Intellectual Property Department in Philadelphia. Prior to joining Berger Montague, Stephanie was a partner at Montgomery McCracken Walker & Rhoads in their Philadelphia and Cherry Hill, NJ offices, where she focused her practice on commercial litigation, including class action defense, as well as white collar defense and government investigations. Prior to her time at MMWR, Stephanie was an associate at Kasowitz Benson Torres in New York.

Stephanie manages an interdisciplinary litigation team representing a medical device manufacturer in multiple patent infringement suits. Stephanie's experience focuses on health care, where she represents both entities and individuals from health systems, medical practices, and medical device and pharmaceutical manufacturers in conjunction with government investigations including billing, labeling and monitoring of medical devices, and pharmaceutical sales practices.

Stephanie is a member of the Legal Ethics and Professional Responsibility committee for the Pennsylvania Bar Association, and has devoted time to speaking and writing on legal ethics issues. Her presentations have yielded "wow" reviews from attendees impressed with her ability to tackle difficult issues like mental health services on campus. Her publications regarding the ethics of representing clients at risk of suicide provided valuable guidance to the bar. Stephanie co-wrote articles on the merits of removing "zeal" from the ABA model rules of professional conduct, published by the ABA Section of Litigation Ethics and Professionalism ("Exploring the Bounds of Professionalism: Is it Time to Remove 'Zeal' from the ABA Model Rules of Professional

Conduct?") and the Pennsylvania Lawyer ("The Pennsylvania Supreme Court Should Remove the 'Z' Words from the Rules of Professional Conduct").

Stephanie is a graduate of Fordham Law School, where she served as a staff member on the Fordham Journal of Corporate & Financial Law, and received the Archibald R. Murray Public Service Award for externing at the NYSE. Stephanie also graduated from Columbia University with a B.A. in Psychology, where she was a member of the Varsity Women's Swim Team.

Mark DeSanto – Senior Counsel
Mark B. DeSanto is Senior Counsel in the Firm's Consumer Protection department in Philadelphia. Prior to joining Berger Montague, Mark was an associate at Sauder Schelkopf where he litigated various consumer class actions with a particular emphasis on automotive defect cases, Chimicles Schwartz Kriner & Donaldson-Smith where he litigated various consumer, data breach, and ERISA class actions that helped recover over $82 million for aggrieved class members and was a member of the firm's securities financial institution marketing committee, and Kessler Topaz Meltzer & Check where he worked as an associate in the securities department and helped secure over $220 million for investors in securities fraud class actions. In April 2023, Mark was selected by the Legal Intelligencer as a "Lawyer on the Fast Track."

Mark graduated from the University of Miami School of Law, cum laude, in 2013, where he was a member of the National Security and Armed Conflict Law Review and earned President's Honor Roll and Dean's List distinction in multiple semesters. Mark also earned his Bachelor of Business Administration in Finance from the University of Miami in 2009. Mark is admitted to practice law in Florida, Pennsylvania, and New Jersey.

Jennifer Elwell – Senior Counsel
Jennifer Elwell is Senior Counsel in the firm's Consumer Protection group. She concentrates her practice in complex civil litigation involving actions brought on behalf of consumers for corporate wrongdoing and consumer fraud.

Patrick J. Farley – Senior Counsel
Patrick J. Farley is Senior Counsel in the firm's Intellectual Property Department. Mr. Farley has over 20 years of international experience in intellectual property law and concentrates his practice on all aspects of intellectual property, including patent drafting, patent prosecution, patent litigation, patent and trademark portfolio management, and licensing. Patrick counsels companies in the biotechnology and pharmaceuticals industries with a particular focus on patent and trademark portfolios, agreements, and due diligence. Prior to joining Berger Montague, Patrick was a partner at a Philadelphia law firm.

Abigail J. Gertner – Senior Counsel
Abigail J. Gertner is an attorney in the firm's Philadelphia office and practices in the firm's Consumer Protection and ERISA Litigation practice groups.

Before joining the firm, Ms. Gertner worked at both plaintiff and defense firms, where she gained experience in complex litigation, including consumer fraud, ERISA, toxic tort, and antitrust matters. She concentrates her current practice on automotive defect, consumer fraud, and ERISA class actions.

Ms. Gertner graduated from Santa Clara University School of Law in 2003, where she interned for the Santa Clara County District Attorney's Office in the Child and Elder Abuse Unit. She completed her undergraduate studies at Tulane University in 2000, earning a B.S. in Psychology and a B.A. in Classics.

She is also active in her community, formerly serving as a Youth Aid Panel chairperson for Upland in Delaware County. She now serves on the Upland Borough Council, beginning her four-year term in January 2020.

Ms. Gertner is admitted to practice in state courts in Pennsylvania and New Jersey; and the United States District Courts for the Eastern District of Pennsylvania, the District of New Jersey, and the Eastern District of Michigan.

Aaron Haleva – Senior Counsel
Aaron Haleva is Senior Counsel in the firm's Intellectual Property Department where he focuses his practice on intellectual property litigation, trademarks, and patent preparation and prosecution in various industries including healthcare, pharmaceuticals and immunology, chemical preparations and manufacture, computing systems and architectures, digital technology and coding, memory devices and interfaces, large data mining and artificial intelligence. Aaron has developed on-board interactive vision systems for mobile autonomous robots, created big data analytical tools for immunology-based patient data to predict onset of disease and severity of conditions, and has navigated the patent procurement process both as an inventor and as an attorney. Prior to joining Berger Montague, Aaron was an attorney at a national law firm.

Karen L. Handorf – Senior Counsel
Karen L. Handorf is Senior Counsel at Berger Montague and a member of the firm's Employee Benefits & ERISA practice group, where she represents the interests of employees, retirees, plan sponsors, plan participants and beneficiaries in employee benefit and ERISA cases in the district court and on appeal. Ms. Handorf brings four decades of ERISA knowledge to Berger Montague's practice, where she will focus on emergent issues in health care, with a particular focus on the actions of insurance carrier TPAs that exercise fiduciary duties under ERISA-covered health plans. Ms. Handorf also advises employers and other plan sponsors on the provisions in their administrative service agreements that might cause them to unwittingly violate ERISA or other employee benefit laws. Ms. Handorf is also focused on other legal violations related to patient health care under other (non-ERISA) federal statutes and state consumer statutes in her efforts to address the exorbitant health care costs facing most Americans.

Prior to joining Berger Montague, Ms. Handorf was a partner at another prominent plaintiffs' class action firm and the immediate-past chair and then co-chair of that firm's Employee Benefits/ERISA practice group, where she led efforts in identifying, litigating, and when necessary, appealing often novel employee benefits issues. In that role, Ms. Handorf was one of the pioneers of the church plan litigation against organizations claiming to be exempt from ERISA due to their affiliation with or status as religious organizations.

Prior to that, Ms. Handorf had a distinguished career in government service. She spent 25 years at the Department of Labor, where, among other senior positions, she was the Deputy Associate Solicitor in the Plan Benefits Security Division. During her tenure at the Department of Labor, Ms. Handorf played a major role in formulating and litigating the Government's position on a wide variety of ERISA issues, from conception through expression in amicus briefs filed by the United States Solicitor General in the United States Supreme Court.

Matthew Hartman – Senior Counsel
Matthew Hartman is Senior Counsel in the firm's San Diego office. He primarily practices in complex litigation.

Joseph C. Hashmall – Senior Counsel
Joe Hashmall, Senior Counsel, is a member of the firm's Consumer Protection practice group. In that practice group, Mr. Hashmall primarily focuses on consumer class actions concerning financial and credit reporting practices.

Mr. Hashmall is a graduate of the Grinnell College and the Cornell University School of Law. During law school, Mr. Hashmall served as the Executive Editor of the Cornell Legal Information Institute's Supreme Court Bulletin and as an Editor for the Cornell International Law Journal. Mr. Hashmall has also worked as law clerk for President Judge Bonnie B. Leadbetter of the Pennsylvania Commonwealth Court and for the Honorable David J. Ten Eyck of the Minnesota District Court.

Mariyam Hussain – Senior Counsel
Mariyam Hussain is Senior Counsel with the Firm's Employment department. Before joining Berger Montague, Mariyam was counsel at Justice Catalyst Law, where she developed interdisciplinary impact litigation cases and legal strategies to advance economic and social justice. Prior to that, Mariyam served as a supervising attorney with Legal Aid Chicago's Immigrant and Workers' Rights Practice Group, managing a team of attorneys and paralegals in complex multi-plaintiff litigation on behalf of migrant farmworkers in Illinois. During her time with Legal Aid Chicago, Mariyam played a leading role in the filing of a federal complaint in U.S. Bankruptcy Court alleging racketeering, human trafficking, forced labor, and FLSA violations and other wrongful conduct against H-2A employers doing business under various names. Mariyam also previously worked as a senior associate doing class-action and wage-and-hour litigation at a plaintiff side law firm in New York, and as staff attorney with the New York City Commission on Human Rights.

Mariyam received her Juris Doctorate and undergraduate degrees from DePaul University and a Masters in Comparative Literature from the University of London.

J. Quinn Kerrigan – Senior Counsel
J. Quinn Kerrigan is Senior Counsel in the firm's Consumer Protection practice group. He concentrates his practice in the area of complex consumer litigation, prosecuting actions against corporate defendants and other institutions for violations of state and federal law, including state causes of action challenging unfair and deceptive practices.

Before joining the firm, Mr. Kerrigan gained notable experience litigating antitrust and consumer class actions, corporate mergers, derivative claims, and insurance coverage disputes.

Mr. Kerrigan is admitted to practice in state courts in Pennsylvania and New Jersey, the United States District Courts for the Eastern District of Pennsylvania, the Middle District of Pennsylvania, and the District of New Jersey.

Mr. Kerrigan is a graduate of Temple University's Beasley School of Law and John Hopkins University.

Joseph P. Klein – Senior Counsel
Joseph Klein is Senior Counsel in the Antitrust practice group and focuses his work on complex antitrust litigation.

David A. Langer – Senior Counsel
David A. Langer is Senior Counsel in the Antitrust practice group. He concentrates his practice in complex antitrust litigation.

Mr. Langer has had a primary role in the prosecution of the following antitrust class actions: *In re Currency Conversion Fee Antitrust Litigation* (S.D.N.Y.) (after 5½ years of litigation, through the close of fact and expert discovery, achieved a settlement consisting of $336 million and injunctive relief for a class of U.S. Visa and MasterCard cardholders; extraordinary settlement participation from class members drawing more than 10 million claimants in one of the largest consumer antitrust class actions); *Ross and Wachsmuth v. American Express Co., et al.* (S.D.N.Y.) ($49.5 million settlement achieved after more than 7 years of litigation and after summary judgment was denied); *Ross, et al. v. Bank of America, N.A. (USA), et al.* (S.D.N.Y.) (obtained settlements with four of the nations' largest card issuers (Bank of America, Capital One, Chase and HSBC) to drop their arbitration clauses for their credit cards for 3.5 years, and a settlement with the non-bank defendant arbitration provider (NAF), who agreed to cease administering arbitration proceedings involving business cards for 3.5 years); and *In re Linerboard Antitrust Litigation* (E.D. Pa.) (helped obtain settlements of more than $200 million dollars).

Mr. Langer was one of the trial team chairs in the 5-week consolidated bench trial of arbitration antitrust claims in *Ross v. American Express* and *Ross v. Bank of America*, where the Honorable William H. Pauley, III of the United States District Court for the Southern District of New York, commended the "extraordinary talents of Plaintiffs' counsel."

Mr. Langer has also had a primary role in appellate proceedings, obtaining relief for his clients in a number of matters, including *Ross, et al. v. American Express Co., et al.*, 547 F.3d 137 (S.D.N.Y. 2008) (precluding an alleged co-conspirator from relying on the doctrine of equitable estoppel to invoke arbitration clauses imposed by its competitor co-conspirators); *Ross, et al. v. Bank of America, N.A. (USA), et al.*, 524 F.3d 217 (S.D.N.Y. 2008) (holding that antitrust plaintiffs possess Article III standing to challenge the defendants' collusive imposition of arbitration clauses barring participation in class actions); *In re Pharmacy Benefit Managers Antitrust Litig.*, 700 F.3d 109 (3d Cir. 2012) (finding opposing party waived the right to compel arbitration and reversing district court).

While at Vermont Law School, Mr. Langer was Managing Editor and a member of the Vermont Law Review.

Natalie Lesser – Senior Counsel
Natalie Lesser is Senior Counsel in the firm's Consumer Protection and Employee Benefits & ERISA practice groups. She concentrates her practice on automotive defect, consumer fraud, and ERISA class actions.

Before joining the firm, Ms. Lesser gained experience at both plaintiff and defense firms, litigating complex matters involving consumer fraud, securities fraud, and managed care disputes.

Ms. Lesser is admitted to practice in state courts in Pennsylvania and New Jersey, the United States District Courts for the Eastern District of Pennsylvania, the District of New Jersey, and the Eastern District of Michigan, and the United States Courts of Appeals for the Third Circuit and the Ninth Circuit.

Ms. Lesser received her law degree from the University of Pittsburgh School of Law in 2010 and her undergraduate degree in English from the State University of New York at Albany in 2007. While attending the University of Pittsburgh School of Law, Ms. Lesser was Editor in Chief of the University of Pittsburgh Law Review.

Shawn S. Li – Senior Counsel
Dr. Shawn Li is Senior Counsel in the firm's Intellectual Property Department. Dr. Li has developed global protection strategies, drafted, and prosecuted U.S. and international patent applications, prosecuted patent reexaminations, and negotiated and prepared complex licenses and related agreements. Relying on his education in the medical sciences, he provides counsel to clients in biotechnology, pharmaceutical, chemical, medical device, and other technology related industries. He also advises U.S. and multinational clients on issues related to protecting intellectual property in China, including patent, trademark, and trade secret enforcement actions, as well as cross border technology transfers and joint ventures. Prior to joining Berger Montague, Shawn gained experience working for nationally recognized law firms in Philadelphia. He has conducted patent infringement, validity, and inequitable conduct analysis and assisted in preparation for expert reports and prepared expert witnesses. Shawn worked as a postdoctoral research fellow in the department of physiology at the University of Pennsylvania School of

Medicine and as a graduate research assistant at the Skirball Institute of Biomolecular Medicine at the New York University School of Medicine.

James Maro – Senior Counsel
James Maro is Senior Counsel with the Firm's Securities department in Philadelphia. Prior to joining Berger Montague, Jim was a partner at Kessler Topaz Meltzer & Check, LLP, where he focused his practice on securities fraud and consumer protection class action litigation. Jim also represented investors in derivative, as well as mergers and acquisitions litigation. Most recently, Jim managed Kessler Topaz's "startup" department where he developed policies and practices regarding the firm's marketing efforts, potential investor and client communications, and client retention.

Jim graduated from Villanova University School of Law and received his undergraduate degree from the Johns Hopkins University.

Richard L. Moss – Senior Counsel
Richard L. Moss is Senior Counsel in the firm's Intellectual Property Department. He focuses his practice on U.S. and foreign patent prosecution matters in electrical, electromechanical, general mechanical, medical device, computer software, and process technology areas. Richard also represents and counsels clients in intellectual property litigation matters and post-grant proceedings before the U.S. Patent and Trademark Office Patent Trial and Appeal Board, as well as in business transactions involving intellectual property assets, including licensing and corporate due diligence matters.

Prior to joining Berger Montague, Richard was a Partner at a Philadelphia law firm and, before that, a Special Counsel at a prominent New York City based international law firm.

Jeffrey L. Osterwise – Senior Counsel
Mr. Osterwise pursues relief for consumers and businesses in a broad array of matters.

Mr. Osterwise litigates class actions on behalf of consumers who have been damaged by automobile manufacturers that conceal known defects in their vehicles and refuse to fulfill their warranty obligations. His experience includes actions against General Motors, Nissan North America, American Honda Motor Company, among others.

Mr. Osterwise also has substantial experience advising consumers and businesses of their rights with respect to a variety of other defective products. He has helped injured parties pursue their claims arising from defects in pharmaceuticals, solar panels, riding lawn tractors, and HVAC and plumbing products.

In addition to defective product claims, Mr. Osterwise has fought to protect consumers from unfair business practices. For example, he has represented clients deceived by their auto insurance carriers and consumers improperly billed by a national health club chain.

Mr. Osterwise also has significant experience representing the interests of shareholders in securities fraud and corporate governance matters. And, he represented the City of Philadelphia and the City of Chicago in separate actions against certain online travel companies for their failure to pay hotel taxes.

Kerri Petty – Senior Counsel
Kerri Petty is Senior Counsel for the firm and concentrates her practice on complex litigation.

Jacob M. Polakoff – Senior Counsel
Since joining the firm in 2006, Mr. Polakoff has concentrated his practice on the prosecution of class actions and other complex litigation, including the representation of plaintiffs in consumer protection, securities, and commercial cases.

Mr. Polakoff currently represents homeowners throughout the country in various product liability actions concerning defective construction products, including plumbing and roofing. He served on the teams of co-lead counsel in two nationwide class action plumbing lawsuits: (i) against NIBCO, Inc., claiming that NIBCO's cross-linked polyethylene (PEX) plumbing tubes and component parts were defective and prematurely failed ($43.5 million settlement), and (ii) in *George v. Uponor, Inc., et al.*, a class action about Uponor's high zinc yellow brass PEX plumbing fittings ($21 million settlement).

He represented the shareholders of the Philadelphia Stock Exchange in *Ginsburg v. Philadelphia Stock Exchange, Inc., et al.*, in the Delaware Court of Chancery, which settled for in excess of $99 million in addition to significant corporate governance provisions. He also is on the team of co-lead counsel representing the shareholders of Patriot National, Inc., and helped secure a $6.5 million settlement with the bankrupt company's directors and officers.

Mr. Polakoff's experience also includes representing entrepreneurs and small businesses in actions against Fortune 500 companies.

Mr. Polakoff was selected as a Pennsylvania Super Lawyer in 2021, an honor conferred upon only the top 5% of attorneys in Pennsylvania. He was previously selected as a Pennsylvania Super Lawyer – Rising Star in 2010 and 2013-2019.

Mr. Polakoff is a 2006 graduate of the joint J.D./M.B.A. program at the University of Miami, where he was the recipient of the Dean's Certificate of Achievement in Legal Research & Writing, was awarded a Graduate Assistantship and was honored with the Award for Academic Excellence in Graduate Studies.

He holds a 2002 B.S.B.A. from Boston University's School of Management, where he concentrated in finance.

Mr. Polakoff is the Judge of Election for Philadelphia's 30th Ward, 1st Division. He was also a member of the planning committee and the sponsorship sub-committee for the Justice for All 5K from its inception. The event benefited Community Legal Services of Philadelphia, which provides free legal services, in civil matters, to low-income Philadelphians.

Geoffrey C. Price – Senior Counsel
Geoffrey C. Price is Senior Counsel in the firm's antitrust division, specializing in complex litigation related to pharmaceuticals, investment fraud, and general anti-competitive business practices.

Richard Schwartz – Senior Counsel
Richard Schwartz is Senior Counsel in the Antitrust practice group. Mr. Schwartz concentrates his practice in the area of complex antitrust litigation with a focus on representation of direct purchasers of prescription drugs.

Prior to joining the firm, Mr. Schwartz was an attorney in the New York and Philadelphia offices of a firm where he represented plaintiffs in a variety of matters before trial and appellate courts with a focus on antitrust and shareholder class actions.

Mr. Schwartz is a member of the teams prosecuting a number of antitrust class actions on behalf of direct purchasers of prescription drugs in which the purchasers allege that generic drugs have been illegally kept off the market. Those cases include *In re Opana ER Antitrust Litigation*, No. 14-cv-10151 (N.D. Ill.); *In re Suboxone*, No. 13-MD-2445 (E.D. Pa.); *In re Solodyn*, No. 14-MD-2503 (D. Mass.) and *In re Celebrex*, No. 14-cv-00361 (E.D. Va.).

Mr. Schwartz is admitted to practice in New York, Pennsylvania, and Illinois.

Julie Selesnick – Senior Counsel
Julie S. Selesnick is Senior Counsel at Berger Montague and a member of the firm's Employee Benefits & ERISA practice group, where she represents the interests of employees, retirees, plan sponsors, plan participants and beneficiaries in employee benefit and ERISA cases in the district court and on appeal. Ms. Selesnick' s practice is focused on health care, where she brings more than a decade of insurance coverage experience to good use focusing on the behaviors of insurance carrier TPAs that exercise fiduciary duties under ERISA-covered health plans and counseling employers and other plan sponsors on provisions in their administrative service agreements that might cause them to unwittingly violate ERISA or other employee benefit laws. Ms. Selesnick is also focused on other legal violations related to patient health care under various federal statutes and state consumer statutes to help everyday American's bring down the out-of-control health care costs they face.

Prior to joining Berger Montague, Ms. Selesnick was of counsel at another prominent plaintiffs' class action firm, where she practiced primarily in the ERISA group representing plaintiffs in class cases related to 401K excessive fee disputes, actuarial equivalence pension issues, church plan litigation, and cases against third-party administrators for breach of fiduciary duty in connection with their administration of ERISA-covered group health plans. Ms. Selesnick also worked in that firm's Consumer Protection group litigating consumer class action lawsuits and policyholder insurance coverage actions on behalf of individual and class plaintiffs.

Prior to that, Ms. Selesnick was a partner at a Washington D.C. law firm in both the insurance coverage and employment law groups, where she represented carriers in insurance coverage litigation and subrogation litigation in state and federal courts throughout the United States, and represented both employers and employees in employment litigation, as well as negotiating severance agreements and reviewing and updating employee handbooks. Ms. Selesnick has first chair trial experience in jury and bench trials and has experience with arbitration and mediation of complex disputes.

Ms. Selesnick is an accomplished writer and has written numerous legal and non-legal articles and blog posts. She has also contributed to ERISA Litigation textbooks and cumulative supplements, and written materials for use in health-care litigation conferences.

Ms. Selesnick graduated with a B.A., cum laude, from the San Diego State University and was elected Phi Beta Kappa and Pi Sigma Alpha, and she received her J.D., from the George Washington University School of Law, where she was a member of the George Washington University Law Review and was inducted into the Order of the Coif.

John Timmer – Senior Counsel
John Timmer is senior counsel in the Firm's Commercial Litigation Department. Prior to joining Berger Montague, John was a partner at Schnader Harrison Segal & Lewis LLP where he focused on commercial litigation matters. John represented a manufacturer of roofing shingles and a truck manufacturer in numerous matters involving product defect claims, and also represented the School District of Philadelphia in various matters alleging breaches of contract. John also successfully represented the Philadelphia District Attorney's Office in litigation relating to an alleged "Do Not Call" list that went to trial in June 2023 in which a nonsuit was entered at the close of plaintiff's case.

Prior to working at Schnader Harrison, John worked at the Hoyle Law Firm, where he represented defendants in class actions involving defective roofing shingles and violations of the Driver's Privacy Protection Act, and where he was counsel for a receiver charged with recovering money for defrauded investors in a Ponzi scheme. John started his career at Pepper Hamilton (now Troutman Pepper) where he represented pharmaceutical and medical device companies.

John has represented numerous pro bono clients, including on behalf of incarcerated individuals asserting civil rights claims and on behalf of tenants in landlord-tenant court. John graduated from Wake Forest University and Vanderbilt Law School.

Zachary M. Vaughan – Senior Counsel
Zach Vaughan is Senior Counsel who works with the Firm’s consumer department remotely from New York. Prior to joining Berger Montague, Zach was an associate at Scott+Scott Attorneys at Law LLP in New York, where he represented institutional and retail investors in securities class actions under the ’33 and ’34 Acts. Prior to that, Zach

was a general commercial litigator at Patterson Belknap Webb & Tyler LLP, also in New York.

Zach graduated from the Georgetown University Law Center in 2011. Before beginning his career as a litigator, he served as a law clerk to Judge D. Michael Fisher of the U.S. Court of Appeals for the Third Circuit in Pittsburgh and to Judge Colleen McMahon of the U.S. District Court for the Southern District of New York.

Lane L. Vines – Senior Counsel
Lane L. Vines's practice is concentrated in the areas of securities/investor fraud, consumer and *qui tam* litigation. For more than 17 years, Mr. Vines has prosecuted both class action and individual opt-out securities cases for state government entities, public pension funds, and other large investors. Mr. Vines also represents consumers in class actions involving unlawful and deceptive practices, as well as relators in *qui tam*, whistleblower and False Claims Act litigations. Mr. Vines is admitted to practice law in Pennsylvania, New Jersey and numerous federal courts.

Mr. Vines also has experience in the defense of securities and commercial cases. For example, he was one of the firm's principal attorneys defending a public company which obtained a pre-trial dismissal in full of a proposed securities fraud class action against a gold mining company based in South Africa. See *In re DRDGold Ltd. Securities Litigation*, 05-cv-5542 (VM), 2007 U.S. Dist. LEXIS 7180 (S.D.N.Y. Jan. 31, 2007).

During law school, Mr. Vines was a member of the Villanova Law Review and served as a Managing Editor of Outside Works. In that role, he selected outside academic articles for publication and oversaw the editorial process through publication.

Prior to law school, Mr. Vines worked as an auditor for a Big 4 public accounting firm and a property controller for a commercial real estate development firm, and served as the Legislative Assistant to the Minority Leader of the Philadelphia City Council.

Mr. Vines has achieved the highest peer rating, "AV Preeminent" in Martindale-Hubbell for legal abilities and ethical standards. Mr. Vines is admitted to practice law in Pennsylvania, New Jersey and several federal courts.

William Walsh – Senior Counsel
William Walsh is Senior Counsel within the Environmental Department. Prior to joining Berger Montague, he was part of the environmental team at Weitz & Luxenberg for 16 years. There, Will played a significant role representing several states and municipal water providers in actions against polluters for groundwater contamination. He was also directly involved in PFOA/PFOS litigation and the Roundup litigation, representing individuals who developed non-Hodgkin's lymphoma from their exposure to glyphosate.

Will graduated from Haverford College with a degree in political science and worked as a legislative assistant on a Senate staff for two years before attending law school. At the University of Minnesota Law School, Will assisted in the rewriting of the law school's Honor Code and was a member of the Minnesota Law Review and served as a moot court director.

Dena Young – Senior Counsel

Dena Young is Senior Counsel in the firm's Consumer Protection practice group. She concentrates her practice in the area of complex consumer litigation, prosecuting actions against pharmaceutical and product manufacturers for violations of state and federal law.

Before joining the firm, Dena worked for prominent law firms in the Philadelphia region where she worked on personal injury and mass tort cases involving dangerous and defective medical devices, pharmaceutical, and consumer products including Talcum Powder, Transvaginal Mesh, Roundup, Risperdal, Viagra, Zofran, and Xarelto. She also assisted in the prosecution of cases on behalf of the U.S. Government and other government entities for violations of federal and state false claims acts and anti-kickback statutes.

Recently, the Honorable Brian R. Martinotti appointed Dena to serve on the plaintiffs' steering committee (PSC) of MDL 2921 in the *Allergan BIOCELL Textured Breast Implant Products Liability Litigation*, situated in the United States District Court for the District of New Jersey. In this case, Dena represents plaintiffs diagnosed with breast implant associated anaplastic large cell lymphoma (BIA-ALCL), a deadly form of cancer caused by Allergan's textured breast implants.

Early in her legal career, Dena represented clients diagnosed with devastating asbestos-related diseases, including mesothelioma and lung cancer. Cases she handled resulted in millions of dollars in settlements for her clients.

During law school, Dena represented defendants in preliminary hearings and misdemeanor trials while working for the Defender Association of Philadelphia. She also clerked for the Animal Protection Litigation section of the United States Humane Society. In 2008-2009, Young worked for the Honorable Renee Cardwell Hughes of Philadelphia's Court of Common Pleas.

In 2010, she received her Juris Doctor degree, with honors, from Drexel University's Thomas R. Kline School of Law where she founded the School's Student Animal Legal Defense Fund chapter.

Dena is admitted to practice in state courts in Pennsylvania and New Jersey, the U.S. District Court for the Eastern District of Pennsylvania, and the U.S. District Court for the District of New Jersey.

Associates

Michael Anderson – Associate

Michael Anderson is an Associate in the Wage and Hour department based out of the Firm's Philadelphia office. Michael graduated cum laude from William & Mary Law School and was recognized for his work in public service. Michael represented his third-year class on the Student Bar Association, participated in the Leadership Institute, and served as a member of the William & Mary Journal of Race, Gender, and Social Justice.

During law school, Michael completed two federal judicial externships with the Hon. Raymond A. Jackson and the Hon. John A. Gibney in the Eastern District of Virginia. In his final year, Michael spent much of his time advocating for students with disabilities through William & Mary's Special Education Advocacy Clinic. In the clinic, Michael counseled families, represented clients at special education meetings, and negotiated with school districts to provide appropriate special education services under the Individuals with Disabilities Education Act (IDEA). Michael also worked as a law clerk at Victor M. Glasberg & Associates, where he assisted the firm with litigating complex civil rights cases involving law enforcement misconduct, police brutality, and employment discrimination under federal laws.

Prior to law school, Michael worked as the Director of Auxiliary Programs and taught a high school philosophy course at a nationally recognized charter school in southern Arizona.

Robert Berry – Associate*
*****_not yet admitted, pending admission_

Robert Berry is with the Firm's Antitrust department in Philadelphia. Robert graduated Magna Cum Laude from the University of Pennsylvania Carey Law School in May 2022. At Penn, Robert served on the editorial board of the University of Pennsylvania Journal of Law and Public Affairs as Research Editor. Robert was heavily engaged in clinic programs, directly representing clients in landlord-tenant disputes, social security matters, and asylum-seeking matters with the Civil Practice Clinic and the Transnational Legal Clinic. Robert also worked heavily with Professor Herbert Hovenkamp on antitrust matters, taking two separate antitrust classes from the professor, serving as the professor's antitrust TA during the summer of 2021, and working with the professor on an independent study project examining the current state of horizontal merger law.

Prior to law school, Robert graduated from Cornell University with a bachelor's degree in history with a minor in classical civilizations. While at Cornell Robert was inducted into the Phi Beta Kappa honor society for academic excellence.

Laurel Boman – Associate
Laurel Boman is an associate with the Firm's antitrust department in Philadelphia. Laurel returned to Berger Montague after being a summer associate at the Firm in 2020. Upon graduating from NYU School of Law in 2021, Laurel clerked for the Honorable Richard G. Andrews in the District of Delaware and the Honorable Timothy B. Dyk at the U.S. Court of Appeals for the Federal Circuit.

At NYU, Laurel was involved in the Law Review as an Executive Editor, the Herman Biggs Society (a health policy lecture series), and the Technology Law & Policy Clinic. With the Clinic, Laurel co-authored the white paper Clinical Trial Cost Transparency at the National Institutes of Health: Law and Policy Recommendations, which sets forth recommendations to achieve greater transparency into the costs of pharmaceutical research and development. During law school, Laurel also worked as a research assistant for Rhochelle Dreyfuss and interned with Knowledge Ecology International in Washington, D.C. At NYU, Laurel was a Pomeroy Scholar, a Florence Allen Scholar, and graduated magna cum laude.

Laurel received her Bachelor's degree in Classics from Gustavus Adolphus College in St. Peter, MN.

Grace Ann Brew – Associate
Grace Ann Brew is an Associate in the Antitrust group at the Firm's Philadelphia office. Before joining the Firm, Grace Ann clerked for the Honorable Maryellen Noreika in the United States District Court for the District of Delaware. Grace Ann is a graduate of Stanford Law School, where she received high pro bono distinction for her work with various organizations including Legal Aid at Work and the ACLU of Pennsylvania. She earned the Judge Thelton E. Henderson Prize for Outstanding Performance for her work in Stanford's Juelsgaard Intellectual Property and Innovation Clinic. While in law school, Grace Ann worked as a summer associate at a civil rights litigation firm specializing in prisoners' rights class actions and interned for the Los Angeles City Attorney's Civil Litigation Branch. Grace Ann served as a member of the Stanford Law Review and a managing editor of the Stanford Journal of Civil Rights & Civil Liberties.

Grace Ann completed her undergraduate degree at Pomona College, where she studied English and Classics.

Hope Brinn – Associate
Hope Brinn is an Associate in the firm's Antitrust group. Prior to joining the firm, Ms. Brinn clerked for the Honorable Janet Bond Arterton in the District of Connecticut. Ms. Brinn graduated from the University of Michigan Law School, where she was a senior editor for the Michigan Law Review, and the executive notes editor for the Michigan Journal of Race & the Law.

Prior to law school, Ms. Brinn worked at The Philadelphia School and Breakthrough of Greater Philadelphia.

William H. Fedullo – Associate
William H. Fedullo is an Associate in the firm's Philadelphia office, practicing in the Whistleblower, *Qui Tam* & False Claims Act group, which has collectively recovered more than $3 billion for federal and state governments, as well as over $500 million for the firm's whistleblower clients. Mr. Fedullo represents whistleblowers in active litigation throughout the country. He also assists in the pre-litigation investigation and evaluation of potential whistleblower claims.

Prior to joining the firm, Mr. Fedullo was a commercial litigation associate at a large full-service Philadelphia law firm. His practice there focused on protecting small businesses that had been the victims of usurious "merchant cash advance" lending practices. He also took an active role in franchisee rights litigation in the hospitality industry. He served as lead associate in numerous state and federal litigations as well as AAA and JAMS arbitrations. His accomplishments included primarily authoring briefs that obtained critical injunctive relief in bet-the-business arbitration; primarily authoring dispositive and appellate briefs in parallel state and federal actions against one of the largest debt collection companies in the world, resulting in a federal court denying a motion to dismiss a consumer's Fair Debt Collections Practices Act claims; and authoring a complaint brought by over ninety hotel franchisees against a prominent international hotel franchisor. Additionally, Mr. Fedullo played key roles in several other cases that resulted in favorable verdicts or settlements for his clients.

Mr. Fedullo received a Bachelor of Arts from Swarthmore College with High Honors, with a major in Philosophy and minor in English Literature. He graduated from the University of Pennsylvania Law School *cum laude*. In law school, he was an executive editor of the Penn Law Journal of Constitutional Law, where he published a Comment, "Classless and Uncivil." He also worked as a research assistant for the reporter for the forthcoming Restatement (Third) of Conflicts of Law, and as a teaching assistant at the Wharton School of Business for the undergraduate class "Constitutional Law and Free Enterprise." He was the recipient of the 2019 Penn Law Fred G. Leebron Memorial Prize for Best Paper in Constitutional Law for his paper "Original Public Meaning Originalism and Women Presidents." Finally, he received honors from both the Philadelphia Bar Association and Penn Law for his involvement in pro bono activities, which included serving as a board member for the Custody and Support Assistance Clinic, a student-run organization that provides legal assistance to low-income Philadelphians facing family law issues; working on low-income housing and utility issues at Community Legal Services; and working as a certified legal intern in the Civil Practice Clinic, litigating several cases for low-income Philadelphians before the Philadelphia Court of Common Pleas.

Mr. Fedullo is admitted to practice law in the state courts of the Commonwealth of Pennsylvania as well as the United States District Court for the Eastern District of Pennsylvania.

Jeremy Gradwohl – Associate
Jeremy is an Associate in the Antitrust group at the Firm's Philadelphia office.

Before joining the Firm, Jeremy clerked for Judge Harvey Bartle III of the United States District Court for the Eastern District of Pennsylvania.

Jeremy is a graduate of Temple University Beasley School of Law's evening program. During law school, he served as an intern with the American Civil Liberties Union of Pennsylvania as well as for Judges Michael A. Shipp of the United States District Court for the District of New Jersey and Cheryl Ann Krause of the United States Court of Appeals for the Third Circuit. He represented noncitizens in Third Circuit immigration appeals through the Federal Appellate Litigation Clinic. He was also a member of the Temple Law Review editorial board.

Before law school, Jeremy worked as a constituent services representative for a member of Philadelphia City Council.

Taylor Hollinger – Associate*
*****_not yet admitted, pending admission_

Taylor is in the Firm's Antitrust group in the Philadelphia office. Taylor is a recent graduate of Georgetown Law. There, Taylor was an Articles Editor with The Georgetown Law Journal and Treasurer for the First Generation Student Union. During her time as a law student in D.C., Taylor externed with the Division of Enforcement of the CFTC, the Bureau of Competition of the FTC, and the Antitrust Division of the DOJ. Taylor received her undergraduate degree from Pitzer College in Claremont, California, with a major in Creative Writing.

Najah Jacobs – Associate
Ms. Jacobs is an Associate in the firm's Consumer Protection & ERISA Departments.

Prior to joining Berger Montague, Najah Jacobs was an associate at Stevens & Lee, P.C., where she focused her practice on commercial litigation matters with an emphasis on litigation involving financial products and representation of broker-dealers in FINRA arbitration matters related to the purchase and sale of securities and insurance products. Prior to that, Najah was an associate at a large New Jersey law firm, where she defended large oil companies in complex statewide environmental litigation. During her time there, Najah played a major role in formulating a defense strategy and obtaining a favorable disposition for the City of Philadelphia in a constitutional rights case brought by the Fraternal Order of Police over an alleged "do not call list."

Najah graduated from Drexel University Thomas R. Kline School of Law, where she was an active leader. Najah served as the President of the Black Law Students Association, a Law School Ambassador, a Diversity and Inclusion Fellow, and as a Marshall Brennan Constitutional Literacy Fellow, where she taught high school students about their constitutional rights. Najah was also the Executive Symposium Editor of the Drexel Law Review and a competitor on Drexel's nationally recognized Trial Team, leading the group to back-to-back victories in national mock trial competitions against some of the nation's top law schools. During law school, Najah served as a judicial extern for the Honorable Robert B. Kugler of the United States District Court for the District of New Jersey and also served as an intern for the Philadelphia District Attorney's Office. At graduation, Najah received the Faculty Award for Contributions to the Intellectual Life of the Law School and the Thomas R. Kline School of Law Trial Team Award for Outstanding Advocacy.

Najah is currently an adjunct faculty member at the Kline School of Law, serving as a coach and mentor for teams competing in national trial advocacy competitions. In her spare time, Najah enjoys playing basketball, mentoring high school and college students, and hosting events for her non-profit organization, which focuses on giving back to underserved communities.

Ariana B. Kiener – Associate

Ariana B. Kiener is an Associate in the firm's Minneapolis office and practices in the firm's Consumer Protection group.

Before joining the firm, Ms. Kiener worked for several years in education, first as a classroom teacher (through a Fulbright Scholarship in Northeastern Thailand) and eventually as the communications director for an education advocacy nonprofit organization. While in law school, she clerked at the Firm and served as a Certified Student Attorney and Student Director with the Mitchell Hamline Employment Discrimination Mediation Representation Clinic.

Olivia Lanctot – Associate

Olivia Lanctot is an Associate with the Firm's Wage and Hour department in Philadelphia. Prior to joining Berger Montague, she was an associate at Comegno Law Group in Moorestown, NJ, where she focused her practice on education and employment law.

Olivia received her law degree from William & Mary Law School and her B.A. from Gettysburg College.

During law school, she was heavily involved with William & Mary's Special Education Advocacy Clinic, where she negotiated with school districts to provide students with the appropriate accommodations and services necessary to access their education. During her final year, Olivia also worked as a law clerk for a plaintiffs' employment litigation firm, assisting with employee rights violations and discrimination cases before the Equal Employment Opportunity Commission (EEOC) and the Merit Systems Protection Board (MSPB).

Julia McGrath – Associate

Julia McGrath is an Associate in the firm's Antitrust practice group. She represents consumers, businesses, and public entities in complex class action litigation, prosecuting anticompetitive conduct such as price-fixing, bid-rigging, and illegal monopolization.

Ms. McGrath has challenged anticompetitive conduct in a variety of industries, including the single-serve coffee industry in *In Re Keurig Green Mountain Single-Serve Antitrust Litigation*; the pharmaceutical industry in *In Re: Ranbaxy Generic Drug Application Antitrust Litigation* (D. Mass) and *In Re: Generic Pharmaceuticals Pricing Antitrust Litigation* (E.D. Pa.); and the financial industry in *In re London Silver Fixing Ltd. Antitrust Litigation* (S.D.N.Y.) and *In re: GSE Bonds Antitrust Litigation* (S.D.N.Y.).

Prior to law school, Ms. McGrath had a successful career in government and politics. She worked on political campaigns at the local, state, and federal level. She's advised top-tier congressional, gubernatorial, and U.S. Senate candidates in Pennsylvania and New Jersey and served as the Finance Director for U.S. Senator Bob Casey. In 2013, she was appointed by President Obama to serve as Special Assistant to the Mid-Atlantic Regional Administrator of the U.S. General Services Administration.

Ms. McGrath earned her J.D., *cum laude*, from Temple University Beasley School of Law and her B.A. in History from Boston University.

Marika O'Connor Grant – Associate

Marika O'Connor Grant is an Associate with the Firm's consumer department in its Minneapolis office. Prior to joining Berger Montague, Marika worked as an Associate at Tycko & Zavareei LLP, where she focused on consumer, appellate, and False Claims Act cases. Most notably, while at TZ, Marika worked on a class-action suit against Facebook for tracking users' location without their consent; a case brought by the District of Columbia against major oil companies for deceiving DC consumers regarding the existence of climate change and for misrepresenting the environmental friendliness of the companies' products; and a case against USC for misrepresenting its online graduate program. Prior to joining TZ, Marika served as a Law Clerk for the Honorable Wilhelmina M. Wright on the United States District Court for the District of Minnesota, worked as an Associate in Cooley LLP's general litigation practice group, and served as a Vetting Attorney for the Biden-Harris Administration's Transition Team.

Marika graduated from Stanford Law School with high pro bono distinction. While at Stanford, Marika worked in the Immigrants' Rights Clinic and volunteered with the Economic Advancement Pro Bono Project. While at SLS, Marika also served as a Research Assistant to Professor Michelle Wilde Anderson, analyzing local governments' novel efforts to address poverty, and as a Teaching Assistant to Professor Keith Hennessey at the Stanford Graduate School of Business. While in law school, Marika served as a board member of Women of Stanford Law and as the Technical Managing Editor of the Stanford Journal of Civil Rights and Civil Liberties. Marika spent her 2L summer working at Debevoise & Plimpton LLP, where she contributed to abortion impact litigation cases, assisted on data-privacy and cybersecurity matters, and first-chaired the appeal of the Social Security Administration's denial of disability benefits for a pro bono client. Marika spent her 1L summer as the Janet D. Steiger Fellow in the Consumer Protection Division at the Massachusetts Attorney General's Office, where she worked on data-breach enforcement actions and investigations; fair-lending investigations; enforcement actions against for-profit schools; and the MA AGO's response to the Department of Education's Borrower Defense rulemaking.

Before law school, Marika worked as a paralegal for three years. Marika first worked as a paralegal for two years at the civil rights impact litigation firm Relman Colfax PLLC and then spent another year working as a paralegal at what was then Harvard Law School's Project on Predatory Student Lending. Marika earned her undergraduate degree at Carleton College.

Amey J. Park – Associate

Amey J. Park is an Associate in the firm's Philadelphia office and practices in the firm's Consumer Protection and Commercial Litigation practice groups.

Before joining the firm, Ms. Park was an associate in the litigation department of a large corporate defense firm. She represented corporate and individual clients in complex commercial litigation, product liability, and personal injury matters in a wide variety of industries, including financial services, insurance, trust administration, and real estate. Ms. Park also represented clients *pro* *bono*, serving as first-chair counsel in a federal jury trial for violations of an inmate's constitutional rights by law enforcement officers and assisting a young refugee seeking asylum in federal immigration court.

Ms. Park is admitted to practice in state courts in Pennsylvania and New Jersey; the United States District Courts for the Eastern District of Pennsylvania, the Middle District of Pennsylvania, and the District of New Jersey; and the United States Court of Appeals for the Third Circuit.

Julie Pollock – Associate*
Julie Pollock is part of the Firm's San Francisco Bay Area office in the Antitrust Department.

Julie graduated summa cum laude from USF School of Law. While in law school, Julie clerked in the Firm's Antitrust Department, and served as a judicial extern to Chief Justice Cantil-Sakauye of the California Supreme Court. Julie also served on the Board of Directors for the Legal Aid Association of California, advocating to expand access to critical legal services for low-income Californians.

Julie is passionate about social and economic justice. Prior to joining the firm, she earned a Master's Degree in Social Welfare from UCLA, and started her career doing policy work to improve healthcare and housing access for low-income older adults. Julie believes in aggressive antitrust enforcement as a tool to combat the excessive concentration of economic power and its resulting structural inequities.

Radha Raghavan – Associate
Radha Raghavan is an associate with the Firm's Consumer Department. Prior to joining Berger Montague, Radha was an associate at Wolf Popper LLP, where she focused her practice on consumer fraud, healthcare and securities class action litigation representing clients in state and federal courts across the country. Prior to that, Radha worked with well-respected dispute resolution firms in India and New York focusing on international disputes. At these firms, she represented clients in both international commercial and investor-state arbitrations under the ICC and UNCITRAL rules respectively.

Radha graduated from University Law College, Bangalore University with a law degree (BA.L., LL.B.) in 2014, where she was valedictorian for the Bachelor of Academic Law (BA.L.) program. Subsequently, Radha received her masters of law degree (LL.M.) from NYU in 2015. After her LL.M., Radha served as a judicial extern for Judge Gerald Lebovits at the New York State Supreme Court.

Sophia Rios – Associate
Sophia Rios is an associate in the firm's San Diego office and practices in the Consumer Protection and Antitrust practice groups.

Before joining the firm, Sophia was an associate in the litigation department of a large international law firm. She represented corporate and individual clients in consumer protection, complex commercial litigation, securities, and Americans with Disabilities Act (ADA) matters. In her pro bono practice, Sophia assisted refugees seeking asylum in the United States.

Sophia is committed to furthering diversity and inclusion in law firms. She serves on the firm's Diversity, Equity & Inclusion Task Force. Sophia has also participated in the Leadership Council on Legal Diversity's Pathfinder Program.

While at Stanford Law School, Sophia served as an extern Legal Adviser in the Office of Commissioner Julie Brill at the Federal Trade Commission in Washington, DC. Sophia co-founded the Stanford Critical Law Society, which serves as a student forum for the discussion of the relationship between law and race. Sophia was a Lead Article Editor for the Stanford Environmental Law Journal.

Before beginning law school, Sophia attended UC Berkeley and served as an intern on the White House Council of Environmental Quality. She is a first-generation college student and a San Diego native.

Joseph Samuel – Associate
Joseph Samuel is an Associate in the Intellectual Property department, where he focuses his practice on patent, trademark, copyright, and trade secret litigation.

Joe is licensed to practice in Pennsylvania and California. He earned his J.D. degree, magna cum laude, from Villanova University Charles Widger School of Law, where he was elected to the Order of the Coif. Joe served as an editor and staff writer of the Villanova Law Review and as a judicial extern to the Honorable Elizabeth T. Hey in the Eastern District of Pennsylvania. He also worked in Villanova's Federal Tax Clinic, where he represented low-income taxpayers in IRS assessment and collections matters before the United States Tax Court.

Before becoming a lawyer, Joe worked as a political consultant for campaigns at the federal, state, and local level. He has experience advising clients on Pennsylvania election law issues.

Counsel

Zubair Ahmad – Counsel
Zubair Ahmad is Counsel with the Antitrust department in the Philadelphia office. He has extensive experience with e-discovery in large scale litigation and has also spent time as associate in-house counsel with a developer of ambulatory surgical centers as well as a large regional hospital.

Mr. Ahmad graduated from the University of Michigan Law School where he was a member of the Journal of Law Reform. He received his undergraduate degree from Franklin & Marshall College where he was pre-med with a physics and sociology double major.

Caitlin Adorni – Counsel
Caitlin works at the Firm as Counsel. Prior to joining the team at Berger Montague, her professional experience included work at JP Morgan Chase as well as CBS/Showtime Networks in New York City. Her professional background is focused on corporate and securities litigation. Additionally, with the rise in AI technology being utilized within the legal profession, she recently completed a professional certification in Artificial Intelligence (AI) Strategy and utilizes this education and knowledge with the Firm's Antitrust group.

Alexandra Antoniou – Counsel
Alexandra Antoniou is an attorney in the firm's Philadelphia office, and works in the firm's Auto Defect practice area.

David Catherine – Counsel
David M. Catherine is Counsel with the Firm's Antitrust department in Philadelphia. Prior to joining Berger Montague, David was an Attorney in a boutique law firm, representing numerous plaintiffs in class-action pharmaceutical antitrust litigation, specializing in electronic discovery as well as legal research and deposition preparation. Prior to that, David was a Project Attorney at a large American multinational firm, representing clients in pharmaceutical products liability multi-district litigation, specializing in discovery and evidentiary preparation. Before that, David spent several years assisting several firms throughout the Philadelphia region with various aspects of discovery, legal research and litigation preparation.

David graduated from Syracuse University College of Law, where he also served in the Criminal Law Clinic, representing indigent clients in Syracuse City Court. David also graduated from Duquesne University, earning a Bachelor of Arts with a major in English while also serving in the Student Government Association and as an Officer in the National Service Fraternity, Alpha Phi Omega.

James Christensen – Counsel
James Christensen is Counsel in the Firm's Antitrust department. He possesses expertise across various legal domains, with a particular focus on eDiscovery. In this capacity, he offers solutions for complex managed reviews and litigation preparation, with a specific emphasis on antitrust/M&A, financial and securities regulations, internal investigations, and FTC/DOJ 2nd Requests.

Previously, during his tenure as Enforcement Counsel at the Chicago Stock Exchange (CSE), Jim conducted investigations into potential violations of federal securities laws, prosecuted disciplinary matters, and oversaw the arbitration program, which included the issuance of Wells Notices. Before his time at the CSE, Jim served as an Associate Attorney at a mid-sized firm, where his practice revolved around general civil litigation.

Jim obtained his Juris Doctor from the John Marshall Law School in Chicago, Illinois, and during his time there, he served as a Staff Editor on the Journal of Information Technology & Privacy Law. He also holds a Bachelor of Arts in Economics and English from the University of Wisconsin-Madison.

Carl Copenhaver – Counsel
Carl Copenhaver is Counsel in the Firm's Antitrust Department. Carl has almost 18 years of experience in complex securities and antitrust class action litigation as a discovery specialist. Over that span, he has worked independently, and later through his own discovery firm, with a wide variety of firms on a range of cases assisting in discovery and evidentiary-related matters.

Mr. Copenhaver received his Bachelor of Arts with Scholastic Distinction in History and a concentration in African American Studies from Carleton College, graduating magna cum laude. He was a member of the Mortar Board National Honor Society and was a nationally ranked member of the tennis team while winning multiple All-Conference Awards.

Mr. Copenhaver attended The George Washington University Law School where he was a Murray Snyder Public Interest Fellow and worked with local and national civil rights organizations on Fair Housing issues.

Cate Crowe – Counsel
Cate Crowe is Counsel in the Firm's antitrust department. She joined Berger Montague from Lockridge Grindal Nauen P.L.L.P. where her practice focused on private enforcement of antitrust laws against price fixing cartels and pay-for-delay schemes. Cate has supported plaintiff-side discovery and trial teams in complex consumer fraud, data breach, and antitrust litigations. She has experience identifying and vetting damages experts, mining evidence from document databases and phone records, and synthesizing evidence to develop narratives of overarching conspiracies for depositions and trial.

Cate also managed large-scale document reviews and is comfortable drafting coding instructions, administering document databases, and supervising coders. Before that, she operated a general litigation practice in Iowa where she practiced family law, juvenile law, and criminal defense.

Cate is active in Complex Litigation E-Discovery Forum and with the Committee to Support the Antitrust Laws.

Stephen Farese – Counsel
Stephen Farese is Counsel in the Firm's Antitrust Department.

Stephen has over eighteen years of solid e-discovery experience and has developed significant technical skills on various e-discovery software platforms. Since 2004, he has helped large and small firms with their e-discovery needs including document productions, witness preparation, and quality control. He has interfaced with and assisted partners and associates in finding optimal ways to cull large document collections and has assisted them in the development of protocols setting the rules upon which the remaining documents are to be coded by reviewers.

Stephen has significant document review experience and is fully capable of handling a review from its initial stage (raw document collection) through to the use of legally supportable search terms to cull the initial population of documents into a subset to be reviewed by reviewers for responsiveness and privilege. He has an in-depth knowledge of attorney-client privilege and work product rules and has been instrumental in 2nd level (QC) and privilege reviews including privilege log creation.

Stephen has been hired as an E-discovery Subject Matter Expert on the document review side of the e-discovery equation. He is proficient in dealing with clients in answering their questions and presenting PowerPoint presentations illustrating costs and workflow. His legal background also positions him in a unique position of being able to assist in the writing of substantive review protocols and have the technical expertise to design and implement the necessary review coding panels.

Stephen Received his JD from Widener University School of Law in 1998. He is actively licensed in the Commonwealth of Pennsylvania and the State of New York.

Stephen Federbusch – Counsel

Stephen Federbusch is counsel in the Antitrust department, with a focus on eDiscovery. Prior to joining Berger Montague, Stephen was a Staff Attorney at Simpson Thacher & Bartlett, LLP, where he worked in Discovery on numerous high-profile cases, specifically on shareholder class action suits and DOJ Second Requests. Prior to that, Stephen worked as a Family Law and Real Estate Attorney at Federbusch & Weinstein in New Jersey. Additionally, he has been an attorney for various independent production companies, writers, and actors, having negotiated licensing agreements, partnership agreements, option agreements and other entertainment related contracts.

Stephen graduated from Yeshiva University's Cardozo School of law. During law school, Stephen interned at the Legal Department for BBC American, and worked as a Contract Analyst for Universal Music Group, where he reviewed recording agreements and producer agreements, specifically focusing on Universal's rights in new digital formats.

Stephen graduated from New York University's Tisch School of the Arts, with a degree in Film/Theater.

Dominic Gallucci – Counsel

Dominic Gallucci is Counsel with the Firm's Antitrust Department. Prior to joining Berger Montague, Dominic worked contractually on many discovery matters, serving in leadership and fact development roles; these included several 2nd Request merger productions and complex antitrust litigations. Prior to that, Dominic conducted research for and edited two books for Judge Scott Hempling, pertaining to public utility mergers and regulation. Before that, Dominic worked with a small DC-based practice, gaining experience with class action and consumer protection matters.

At Georgetown University Law Center, Dominic co-founded and served as Treasurer for Georgetown Law Students for Democratic Reform, and contributed to the American Constitutional Society and National Lawyers Guild. There he also took significant antitrust coursework, including: Antitrust Economics and Law, International Antitrust Law, Advanced Antitrust Economics and Law Seminar, and Hot Topics in Antitrust Seminar.

Dominic is currently providing pro bono assistance to U-visa applicants with the Northwest Immigration Rights Project, and detained asylum-seekers with the Immigration Justice Project.

Clare Kirui – Counsel
Clare Kirui is Counsel practicing in the Firm's Antitrust practice group. Clare has extensive experience working in eDiscovery. Prior to joining Berger Montague, she worked on eDiscovery reviews and managed complex review projects. Clare has extensive experience conducting fact development for large-scale litigations, culling through large volumes of documents and analyzing and summarizing pertinent factual findings for relevance to legal issues.

Clare has served in an eDiscovery project management role during various phases of litigation. Clare has worked on multiple Antitrust matters conducting fact development for depositions, expert discovery, and trial preparation.

Clare is a California licensed attorney. She received her undergraduate degree from UCLA and earned her J.D. from the George Washington University Law School.

Daniel E. Listwa – Counsel
Daniel E. Listwa has worked on a number of antitrust matters, with a focus on the suppression of generic competition by major pharmaceutical manufacturers. Before joining the firm, Mr. Listwa clerked for the Honorable J. Brian Johnson of the Lehigh County Court of Common Pleas, and was an associate at a medical malpractice defense firm in Blue Bell, PA. While in law school, Mr. Listwa was a staff writer for the Boston College Environmental Affairs Law Review, and interned at the U.S. District Court for the Eastern District of Pennsylvania.

Ivy Marsnik – Counsel
Ivy L. Marsnik is a litigation attorney based out of the Firm's Minneapolis office where she focuses her current practice on representing individuals who have been harmed by violations of the Fair Credit Reporting Act.

Prior to joining Berger Montague, Ms. Marsnik worked on behalf of individual plaintiffs at a premier employment and civil rights law firm and in several legal counsel positions at the Minnesota state legislature. She has also provided legal services to individual clients at Tubman, a nonprofit serving survivors of domestic violence, and at a University of Minnesota Law School clinic where she worked primarily as an advocate for tenants' rights.

Elaine Oldenettel – Counsel
Elaine Oldenettel is Counsel with the Firm's Antitrust department. Prior to joining the Firm, Elaine was a staff attorney at Kessler Topaz Meltzer & Check, LLC, where she focused her practice on pharmaceutical antitrust litigation.

Elaine received her law degree from University of Maryland Francis King Carey School of Law and her undergraduate degree from University of Oregon. While in law school, she interned at the United States Court of Federal Claims and the Circuit Court for Baltimore City.

Bryan Plaster – Counsel

Bryan L. Plaster is based out of the Firm's Minneapolis office and serves as Counsel to the Credit Reporting and Background Checks practice group. Prior to joining Berger Montague, Bryan was employed as in-house counsel through a fellowship with SICK, Inc., an international manufacturer of industrial sensor technology. During his time at the University of Minnesota Law School, he served as a Student Attorney in the Consumer Protection Clinic, clerked at a mid-sized commercial litigation firm, and completed two judicial internships.

Bryan graduated cum laude from the University of Minnesota Law School and completed a B.A. with distinction in Economics and Geography at the University of Wisconsin-Madison. Prior to embarking on a career in law, he spent five years in a variety of positions in the technology industry, including leadership roles in a late-stage startup where, in part, he assisted in guiding the company through various stages of growth and acquisition.

Lara Sawczuk – Counsel
Lara Sawczuk has joined the Firm as counsel within the Antitrust practice group. Lara has extensive experience with e-discovery, and brings with her a dedicated and thoughtful approach to all stages of the discovery process. She served as a discovery staff attorney at a prominent law firm in New York City, where she worked on large scale litigation including antitrust cases, bankruptcy cases, and class action lawsuits. She has helped firms with a wide range of discovery needs, including document productions, witness preparation, and quality control.

Lara received her undergraduate degree from New York University and earned her J.D. from Brooklyn Law School. Upon graduating from Brooklyn Law, she began her career with a judicial clerkship in the New York State Supreme Court, Civil Term. She is admitted to practice in New Jersey and New York.

Shannon Sawyer – Counsel
Shannon is Counsel with the Firm's Antitrust department. She earned her undergraduate degree from Purdue University and her Juris Doctorate degree from Loyola New Orleans College of Law. While in law school, Shannon worked at the Louisiana Supreme Court Office of Special Counsel and the United States Attorney's Office (EDLA) in New Orleans, Louisiana. She also clerked for the Allen County Public Defender's Office in Fort Wayne, Indiana.

Shannon's practice has included numerous complex litigations nationwide, including: In re Taxotere (Docetaxel) Products Liability Litigation (E.D. LA), and In re Broiler Chicken Grower Litigation (E.D. Okla.). Shannon is licensed to practice in Louisiana and Indiana and focuses her practice on securities fraud and antitrust litigation.

Alston Slay – Counsel
Prior to joining Berger Montague, Alston was an eDiscovery Attorney at Motley Rice, where he worked on multiple large-scale eDiscovery projects, including the ongoing litigation between states and major opioid manufacturers and distributors. Alston concurrently assisted a small law firm in Greensboro, North Carolina, with a diverse range of personal injury matters. Over the course of his career, Alston has developed extensive knowledge of eDiscovery tools, expertise in

constructing case narratives through document review and analysis, and best practices in the use of legal technology in large, complex case settings.

Alston graduated from Charleston School of Law in Charleston, South Carolina, where he was active in the Maritime Law Society, Family Law Society, and other groups. He clerked at law firms of various sizes and areas of law throughout his law school career. Prior to law school, Alston studied History and Political Science at the College of Charleston in Charleston, South Carolina.

Richa Sprung – Counsel
Richa Sprung is Counsel with the Firm's Antitrust department. Prior to joining Berger Montague, Richa was an eDiscovery Review Manager at Consilio where she focused her practice on large-scale eDiscovery projects ranging in various civil actions. Prior to that, Richa was involved in eDiscovery client services ranging from in-house to vendor positions. During her eDiscovery career, Richa has developed extensive knowledge into tools, best practices to gather and produce ESI, and expert level communication with clients to achieve the optimal discovery process while minimizing costs.

Richa graduated from The Catholic University of America, Columbus School of Law, where she was active in various clubs as well as the Health Law Journal. Richa served as the President of the South Asian Law School Association, Secretary of the Federalist Society, Vice-President of the Criminal Law society, and had active membership in additional groups. Richa was also a member of the National Moot Trial Team where she competed throughout the states and received high praises for her advocacy skills.

Francine D. Wilensky - Counsel
Francine D. Wilensky is Counsel in the Firm's Philadelphia Office in the Antitrust Department. She has more than fifteen years of experience in discovery, trial preparation and litigation. Ms. Wilensky has experience in Antitrust, Commercial Litigation, Pharmaceutical Litigation, Securities Litigation, Construction Litigation and Real Estate Law.

Prior to joining the firm, most recently, Fran practiced as a public interest attorney for a legal aid organization representing tenants facing eviction and homelessness and was Co-Chair of the City of Philadelphia's Committee to prevent Illegal Evictions. She also served on the Philadelphia Court of Common Pleas Committee for Real Estate Working Professionals.

Ms. Wilensky graduated from Temple University School of Law with Honors in Real Estate Law. Fran received her undergraduate degree from Temple University with a Bachelor of Arts Degree in History and an Accounting Minor, Summa Cum Laude, Phi Beta Kappa.

Fran is admitted to practice law in the Federal and State Courts in Pennsylvania and New Jersey.

Of Counsel

H. Laddie Montague Jr. – Chair *Emeritus* & Of Counsel

H. Laddie Montague Jr. is Chairman *Emeritus* of the firm, in addition to his continuing work as Of Counsel. Mr. Montague was Chairman of the firm from 2003 to 2016 and served as a member of the firm's Executive Committee for decades, having joined the firm's predecessor David Berger, P.A., at its inception in 1970.

In addition to being one of the courtroom trial counsel for plaintiffs in the mandatory punitive damage class action in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague has served as lead or co-lead counsel in many class actions, including, among others, *High Fructose Corn Syrup Antitrust Litigation* (2006), *In re Infant Formula Antitrust Litigation* (1993) and *Bogosian v. Gulf Oil Corp.* (1984), a nationwide class action against thirteen major oil companies. Mr. Montague was co-lead counsel for the State of Connecticut in its litigation against the tobacco industry. He is currently co-lead counsel in several pending class actions. In addition to the *Exxon Valdez Oil Spill Litigation*, he has tried several complex and protracted cases to the jury, including three class actions: *In re Master Key Antitrust Litigation* (1977), *In re Corrugated Container Antitrust Litigation* (1980) and *In re Brand Name Prescription Drugs Antitrust Litigation*, M.D.L. (1997-1998). For his work as trial counsel in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague shared the Trial Lawyers for Public Justice 1995 Trial Lawyer of the Year Award.

Mr. Montague has been repeatedly singled out by *Chambers USA: America's Leading Lawyers for Business* as one of the top antitrust attorneys in the Commonwealth of Pennsylvania. He is lauded for his stewardship of the firm's antitrust department, referred to as "the dean of the Bar," stating that his peers in the legal profession hold him in the "highest regard," and explicitly praised for, among other things, his "fair minded[ness]." He also is or has been listed in *Lawdragon, An International Who's Who of Competition Lawyers*, and *The Legal 500: United States (Litigation)*. He has repeatedly been selected by *Philadelphia Magazine* as one of the top 100 lawyers in Pennsylvania. Mr. Montague has also been one of the only two inductees in the American Antitrust Institute's inaugural Private Antitrust Enforcement Hall of Fame.

He has been invited and made a presentation at the Organization for Economic Cooperation and Development (Paris, 2006); the European Commission and International Bar Association Seminar (Brussels, 2007); the Canadian Bar Association, Competition Section (Ottawa, 2008); and the 2010 Competition Law & Policy Forum (Ontario).

Mr. Montague is a graduate of the University of Pennsylvania (B.A. 1960) and the Dickinson School of Law (L.L.B. 1963), where he was a member of the Board of Editors of the Dickinson Law Review. He is the former Chairman of the Board of Trustees of the Dickinson School of Law of Penn State University and current Chairman of the Dickinson Law Association.

Harold Berger –Of Counsel, Executive Shareholder *Emeritus*
Judge Berger is an Executive Shareholder *Emeritus* & Of Counsel. He participated in many complex litigation matters, including the *Exxon Valdez Oil Spill Litigation*, No. A89-095, in which he served on the case management committee and as Co-Chair of the national discovery team. He also participated in the *Three Mile Island Litigation*, No. 79-0432 (M.D. Pa.), where he acted as liaison counsel, and in the nationwide school asbestos property damage class action, *In*

re Asbestos School Litigation, Master File No. 83-0268 (E.D. Pa.), where the firm served as co-lead counsel.

A former Judge of the Court of Common Pleas of Philadelphia, he has long given his service to the legal community and the judiciary. He is also active in law and engineering alumni affairs at the University of Pennsylvania and in other philanthropic endeavors. He serves as a member of Penn's Board of Overseers and as Chair of the Friends of Penn's Biddle Law Library, having graduated from both the engineering and law schools at Penn. Judge Berger also serves on the Executive Board of Penn Law's Center for Ethics and Rule of Law. In 2017, he was the recipient of Penn Law's Inaugural Lifetime Commitment Award, which recognizes graduates "who through a lifetime of service and commitment to Penn Law have truly set a new standard of excellence."

He is past Chair of the Federal Bar Association's National Committee on the Federal and State Judiciary and past President of the Federal Bar Association's Eastern District Chapter. He is the author of numerous law review articles, has lectured extensively before bar associations and at universities, and has served as Chair of the International Conferences on Global Interdependence held at Princeton University. Judge Berger has served as Chair of the Aerospace Law Committees of the American, Federal and Inter-American Bar Associations and, in recognition of the importance and impact of his scholarly work, was elected to the International Academy of Astronautics in Paris.

As his biographies in *Who's Who in America*, *Who's Who in American Law* and *Who's Who in the World* outline, he is the recipient of numerous awards, including the Special Service Award of the Pennsylvania Conference of State Trial Judges, a Special American Bar Association Presidential Program Award and Medal, and a Special Federal Bar Association Award for distinguished service to the Federal and State Judiciary. He has been given the highest rating (AV Preeminent) for legal ability as well as the highest rating for ethical standards by Martindale-Hubbell. Judge Berger was also presented with a Lifetime Achievement Award in 2014 by *The Legal Intelligencer* in recognition of figures who have helped shape the law in Pennsylvania and who had a distinct impact on the legal profession in the Commonwealth.

He is a permanent member of the Judicial Conference of the United States Court of Appeals for the Third Circuit and has served as Chair of both the Judicial Liaison and International Law Committees of the Philadelphia Bar Association. He has also served as National Chair of the FBA's Alternate Dispute Resolution Committee.

Recipient of the Alumnus of the Year Award of the Thomas McKean Law Club of the University of Pennsylvania Law School, he was further honored by the University's School of Engineering and Applied Science by the dedication of the Harold Berger Biennial Distinguished Lecture and Award given to a technical innovator who has made a lasting contribution to the quality of our lives. He was also honored by the University by the dedication of an auditorium and lobby bearing his name and by the dedication of a student award in his name for engineering excellence.

Long active in diverse, philanthropic, charitable, community and inter-faith endeavors Judge Berger serves as a Lifetime Honorary Trustee of the Federation of Jewish Charities of Greater Philadelphia, as a Director of the National Museum of Jewish History, as a National Director of the Hebrew Immigrant Aid Society (HIAS) in its endeavors to assist refugees and indigent souls of all faiths, as A Charter Fellow of the Foundation of the Federal Bar Association and as a member of the Hamilton Circle of the Philadelphia Bar Foundation.

Among other honors and awards, as listed above, Judge Berger was honored by the University of Pennsylvania Law School at its annual Benefactors' Dinner and is the recipient of the "Children of the American Dream" award of HIAS for his leadership in the civic, legal, academic and Jewish communities.

Gary E. Cantor – Of Counsel
Gary E. Cantor is Of Counsel in the Philadelphia office. He concentrates his practice on securities and commercial litigation and derivatives valuations.

Mr. Cantor served as co-lead counsel in *Steiner v. Phillips, et al. (Southmark Securities)*, Consolidated C.A. No. 3-89-1387-X (N.D. Tex.), (class settlement of $82.5 million), and *In re Kenbee Limited Partnerships Litigation*, Civil Action No. 91-2174 (GEB), (class settlement involving 119 separate limited partnerships resulting in cash settlement, oversight of partnership governance and debt restructuring (with as much as $100 million in wrap mortgage reductions)). Mr. Cantor also represented plaintiffs in numerous commodity cases.

In recent years, Mr. Cantor played a leadership role in *In re Oppenheimer Rochester Funds Group Securities Litigation* ($89.5 million settlement on behalf of investors in six tax-exempt bond mutual funds managed by OppenheimerFunds, Inc.), No. 09-md-02063-JLK (D. Col.); *In re KLA-Tencor Corp. Securities Litigation*, Master File No. C-06-04065-CRB (N.D. Cal.) ($65 million class settlement); *In re Sepracor Inc. Securities Litigation*, Civil Action no. 02-12235-MEL (D. Mass.) ($52.5 million settlement.); *In re Sotheby's Holding, Inc. Securities Litigation*, No. 00 Civ. 1041 (DLC) (S.D.N.Y.) ($70 million class settlement). He was also actively involved in the *Merrill Lynch Securities Litigation* (class settlement of $475 million) and *Waste Management Securities Litigation* (class settlement of $220 million).

For over 20 years, Mr. Cantor also has concentrated on securities valuations and the preparation of event or damage studies or the supervision of outside damage experts for many of the firm's cases involving stocks, bonds, derivatives, and commodities. Mr. Cantor's work in this regard has focused on statistical analysis of securities trading patterns and pricing for determining materiality, loss causation and damages as well as aggregate trading models to determine class-wide damages.

Mr. Cantor was a member of the Moot Court Board at University of Pennsylvania Law School where he authored a comment on computer-generated evidence in the University of Pennsylvania Law Review. He graduated from Rutgers College with the highest distinction in economics and was a member of Phi Beta Kappa.

Peter R. Kahana –Of Counsel
Peter R. Kahana is Of Counsel in the Insurance and Antitrust practice groups. He concentrates his practice in complex civil and class action litigation involving relief for insurance policyholders and consumers of other types of products or services who have been victimized by fraudulent conduct and unfair business practices.

Significant class cases vindicating the rights of insurance policyholders or consumers in which Mr. Kahana was appointed as co-class counsel have included: settlement in 2012 for $90 million of breach of fiduciary duty and negligence claims (certified for trial in 2009) on behalf of a class of former policyholder-members of Anthem Insurance Companies, Inc. ("Anthem") alleging the class was paid insufficient cash compensation in connection with Anthem's conversion from a mutual insurance company to a publicly-owned stock insurance company (a process known as "demutualization") (*Ormond v. Anthem, Inc., et al.*, USDC, S.D. Ind., Case No. 1:05-cv-01908 (S.D. Ind. 2012)); settlement in 2010 for $72.5 million of a nationwide civil RICO and fraud class action (certified for trial in 2009) against The Hartford and its affiliates on behalf of a class of personal injury and workers compensation claimants for the Hartford's alleged deceptive business practices in settling these injury claims for Hartford insureds with the use of structured settlements (*Spencer, et al. v. The Hartford Financial Services Group, Inc., et al.*, 256 F.R.D. 284 (D. Conn. 2009)); settlement in 2009 for $75 million of breach of contract, Unfair Trade Practices Act and insurance bad faith tort claims on behalf of a class of West Virginia automobile policyholders (certified for trial in 2007) alleging that Nationwide Mutual Insurance Company failed to properly offer and provide them with state-required optional levels of uninsured and underinsured motorist coverage (*Nationwide Mutual Insurance Company v. O'Dell, et al.*, Circuit Court of Roane County, W. Va., Civ. Action No. 00-C-37); and, settlement in 2004 for $20 million on behalf of a class of cancer victims alleging that their insurer refused to pay for health insurance benefits for chemotherapy and radiation treatment (*Bergonzi v. CSO, USDC, D.S.D.*, Case No. C2-4096). For his efforts in regard to the Bergonzi matter, Mr. Kahana was named as the recipient of the American Association for Justice's Steven J. Sharp Public Service Award, which is presented annually to those attorneys whose cases tell the story of American civil justice and help educate state and national policymakers and the public about the importance of consumers' rights.

Mr. Kahana has also played a leading role in major antitrust and environmental litigation, including cases such as *In re Brand Name Prescription Drugs Antitrust Litigation* ($723 million settlement), *In re Ashland Oil Spill Litigation* ($30 million settlement), and *In re Exxon Valdez* ($287 million compensatory damage award and $507.5 million punitive damage award). In connection with his work as a member of the trial team that prosecuted *In re The Exxon Valdez*, Mr. Kahana was selected in 1995 to share the Trial Lawyer of the Year Award by the Public Justice Foundation.

Maryellen Madden – Of Counsel
Maryellen Madden focuses her practice on complex litigation and commercial disputes, including securities, corporate governance, real estate, commercial contracts, health care and the sale and

distribution of goods. She has handled litigation, including complex, multi-district litigation, in 22 states, as well as before domestic and international arbitration panels, administrative agencies and industry self-regulatory organizations. Prior to joining Berger Montague, she was an attorney with a national law firm.

Susan Schneider Thomas – Of Counsel
Susan Schneider Thomas concentrates her practice on *qui tam* litigation.

Ms. Thomas has substantial complex litigation experience. Before joining the firm, she practiced law at two Philadelphia area firms, Schnader, Harrison, Segal & Lewis and Greenfield & Chimicles, where she was actively involved in the litigation of complex securities fraud and derivative actions.

Upon joining the firm, Ms. Thomas concentrated her practice on complex securities and derivative actions. In 1986, she joined in establishing Zlotnick & Thomas where she was a partner with primary responsibility for the litigation of several major class actions including *Geist v. New Jersey Turnpike Authority, C.A.* No. 92-2377 (D.N.J.), a bond redemption case that settled for $2.25 million and *Burstein v. Applied Extrusion Technologies, C.A.* No. 92-12166-PBS (D. Mass.), which settled for $3.4 million.

Upon returning to the firm, Ms. Thomas has had major responsibilities in many securities and consumer fraud class actions, including *In re CryoLife Securities Litigation, C.A.* No. 1:02-CV-1868 BBM (N.D.Ga.), which settled in 2005 for $23.25 million and *In re First Alliance Mortgage Co.*, Civ. No. SACV 00-964 (C.D.Cal.), a deceptive mortgage lending action which settled for over $80 million in cooperation with the FTC. More recently, Ms. Thomas has concentrated her practice in the area of healthcare *qui tam* litigation. As co-counsel for a team of whistleblowers, she worked extensively with the U.S. Department of Justice and various State Attorney General offices in the prosecution of False Claims Act cases against pharmaceutical manufacturers that recovered more than $2 billion for Medicare and Medicaid programs and over $350 million for the whistleblowers. She has investigated or is litigating False Claims Act cases involving defense contractors, off-label marketing by drug and medical device companies, federal grant fraud, upcoding and other billing issues by healthcare providers, drug pricing issues and fraud in connection with for-profit colleges and student loan programs.

Tyler E. Wren – Of Counsel
Mr. Wren is a trial lawyer with over 35 years of experience in both the public and private sectors.

Mr. Wren has represented both plaintiffs and defendants in a broad spectrum of litigation matters, including class actions, environmental, civil rights, commercial disputes, personal injury, insurance coverage, election law, zoning and historical preservation matters and other government affairs. Mr. Wren routinely appears in both state and federal courts, as well as before local administrative agencies.

Following his graduation from law school, Mr. Wren served as staff attorney to the Committee of Seventy, a local civic watchdog group. Mr. Wren then spent a decade in the Philadelphia City Solicitor's Office in various positions in which his litigation and counseling skills were developed: Chief Assistant City Solicitor for Special Litigation and Appeals, Divisional Deputy City Solicitor for the Environment, Counsel to the Philadelphia Board of Ethics and Counsel to the Philadelphia Planning Commission. After leaving government employ and before joining the Firm in 2010, Mr. Wren was in private practice, including nine years with the Sprague and Sprague firm, headed by nationally recognized litigator Richard Sprague.

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, et al., Plaintiffs, v. JUSTIN MARTORELLO, et al., Defendants.	Case No. 3:19-cv-00314-REP **JURY TRIAL DEMANDED**

DECLARATION OF BETH E. TERRELL IN SUPPORT OF PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT

I, Beth E. Terrell, declare as follows:

1. I am a member of the law firm of Terrell Marshall Law Group PLLC, co-counsel of record for Plaintiffs in this matter. I am admitted to practice before this Court and am a member in good standing of the bars of the states of Washington and California. I respectfully submit this declaration in support of Plaintiff's Motion for Final Approval of Class Action Settlement. Except as otherwise noted, I have personal knowledge of the facts set forth in this declaration and could testify competently to them if called upon to do so.

2. Terrell Marshall is a law firm in Seattle, Washington, that focuses on complex civil and commercial litigation with an emphasis on consumer protection, product defect, civil rights, and wage and hour cases. Terrell Marshall has been appointed lead or co-lead counsel representing multi-state and nationwide classes in state and federal court in Washington and throughout the United States. Since its founding in 2008, the attorneys at Terrell Marshall have represented scores of classes, tried class actions in state and federal court, and obtained hundreds of millions of dollars in monetary relief to workers, consumers, and other individuals.

3. I am a founding member of Terrell Marshall. With nearly thirty years of experience, I concentrate my practice in complex litigation, including the prosecution of multi-plaintiff, collective, mass and class litigation and arbitration on behalf of consumers and workers. I have served as co-lead counsel on multi-state and nationwide class actions, resulting in hundreds of millions of dollars in settlements for consumers and workers. I also represent individual employees with discrimination, sexual harassment, trade secret and restrictive covenant claims. I co-chair PLI's Consumer Financial Services Institute, am a past President of the Public Justice Foundation Board of Directors, serve as Chair of both the Northwest Consumer Law Center and the Washington Employment Lawyers Association, and am a fellow of the American College of Consumer Financial Services Lawyers. In 2023, I was awarded the National Consumer Law Center's Vern Countryman Award, recognizing special contributions to consumer law. I am a member of the State Bar of California and the Washington State Bar Association, I frequently present on a wide variety of topics, including class actions, consumer protection, legal ethics, gender equity, and electronic discovery.

A. Other Cases Litigated by Terrell Marshall

4. Examples of consumer protection class actions that Terrell Marshall is litigating or has litigated to successful completion include:

a. *Jammeh v. HNN Associates LLC*—Filed in 2019 on behalf of low-income tenants who alleged a large landlord improperly retained their security deposits and a debt collector collected impermissible interest on their accounts. The Western District of Washington certified a litigation class and denied defense motions for summary judgment. The court granted final approval of a $1.6 million settlement on June 9, 2021. The settlement also required the debt collector to correct credit reporting, enter partial satisfactions of judgment, and cease collecting interest on class member accounts.

b. *Marical v. BECU*—Filed in 2019 on behalf of account holders charged them excessive overdraft fees. The King County Superior Court granted final approval of $6 million settlement on September 27, 2021.

c. *Gold v. Lumber Liquidators, Inc.*—Filed in 2014 on behalf of a class of consumers who purchased defective flooring. The Northern District of California granted final approval of the settlement, valued at up to $30 million, on October 22, 2020.

d. *Van Fleet v. Trion Worlds, Inc.*—Filed in 2015 on behalf of a nationwide class of online video game players deprived of a promised discount on purchases of virtual goods and who participated in an alleged illegal lottery. The San Mateo County Superior Court granted final approval of a $420,000 settlement on June 1, 2020.

e. *Wornicki v. BrokerPriceOpinion.com*—Filed in 2013 on behalf of a nationwide class of people who provided home valuations, known as broker price opinions, but who were not paid for the opinions as promised. The District of Colorado granted final approval of a settlement of more than $1.5 million on September 20, 2018.

f. *Jordan v. Nationstar Mortgage, LLC*—Filed in 2012 on behalf of Washington homeowners who were improperly locked out of their homes by their mortgage lender. The Eastern District of Washington granted final approval of a $17 million settlement on May 2, 2019.

g. *Carrillo v. Wells Fargo Bank, N.A.*—Filed in 2018 on behalf of borrowers who allege Wells Fargo charged them interest rates on residential loans that were higher than the rates disclosed in the bank's buydown agreements and closing disclosures. The Eastern District of New York granted final approval to a $6,945,095 settlement on August 19, 2021.

h. *Paredes Garcia v. Harborstone Credit Union*—Filed in 2021 on behalf of consumers who participate in the Deferred Action for Childhood Arrivals program or who otherwise do not hold United States citizenship but reside in the United States. The plaintiff alleged that Harborstone deprived consumers of the right to contract based on their alienage status in violation of 42 U.S.C. § 1981 and violated the Fair Credit Reporting Act. The Western District of Washington approved a $186,750 settlement in November 2023.

5. Examples of Fair Debt Collection Practices Act class actions that Terrell Marshall is litigating or has litigated to successful completion include:

a. *Long v. First Resolution Investment Corp.*—Filed in 2018 on behalf of Washington consumers against whom a debt buyer and its collection agency law firm obtained judgments when the debt buyer was not licensed as a collection agency. The King County Superior Court granted final approval of a settlement providing over $20 million in debt relief and $600,000 on August 28, 2020.

b. *Miller v. P.S.C., Inc.*—Filed in 2017 on behalf of Washington consumers who alleged P.S.C. filed lawsuits against them using unlawful debt collection forms. The Western District of Washington granted final approval of a settlement that provided injunctive relief and $1.52 million on January 10, 2020.

c. *Bowen v. CSO Financial, Inc.*—Filed in 2017 on behalf of consumers in Washington who received unfair and deceptive debt collection notices that included threats of criminal prosecution. The Western District of Washington granted final approval of a settlement that provided injunctive relief and $345,000 in July 2018.

d. *Dibb v. AllianceOne Receivables Management, Inc.*—Filed in 2014 on behalf of Washington consumers who received unfair and deceptive debt collection notices that included threats of criminal prosecution. The Western District of Washington granted final approval of the $1.9 million settlement on July 31, 2017.

e. *Solberg v. Victim Services, Inc.*— Filed in 2014 on behalf of California consumers who received false, misleading, and deceptive debt collection letters printed on the letter head of county prosecuting attorneys. The Northern District of California granted final approval of a $1.1 million settlement on August 19, 2021.

f. *Cavnar v. BounceBack, Inc*.—Filed in 2014 on behalf of Washington consumers who received false, misleading, and deceptive debt collection letters printed on the letterhead of county prosecuting attorneys. The Eastern District of Washington granted final approval of the $530,000 settlement on September 15, 2016.

6. Examples of Fair Credit Reporting Act class actions that Terrell Marshall is litigating or has litigated to successful completion include:

a. *Brauer v. ExamOne*—Filed in 2022 on behalf of a nationwide class of consumers who were affected by ExamOne's inclusion of erroneous prescription information on consumer reports sold to life insurance companies.

b. *Gambles v. Sterling Infosystems, Inc.*—Filed in 2015 on behalf of a nationwide class of consumers who were affected by Sterling's inclusion of outdated adverse information on consumer reports. The Southern District of New York granted final approval of a $15 million class settlement on September 23, 2020.

c. *Rosario v. Starbucks*—Filed in 2016 on behalf of job applicants who were affected by Starbucks' failure to provide notice before taking adverse action. On July 15, 2020, the Northern District of Georgia granted final approval of the settlement which provides class members up to $8 million in benefits.

d. *Leo v. Appfolio. Inc.*—Filed in 2017 on behalf of consumers who were affected by Appfolio's matching procedures that resulted in incorrect information being included on consumer reports and Appfolio's failure to provide consumers with required information about the sources any inaccuracies. The Western District of Washington granted final approval of the $4.5 million settlement on July 18, 2019.

e. *Dougherty v. Barrett Business Services, Inc.*—Filed in 2016 on behalf of job applicants who were affected by BBSI's failure to provide required disclosures before procuring criminal background reports. The Clark County Superior Court granted final approval of the $1.5 million settlement on November 8, 2019.

f. *Terrell v. Costco Wholesale Corp.*—Filed in 2016 on behalf of applicants and employees who were affected by Costco's failure to provide required disclosures before procuring criminal background reports. The King County Superior Court granted final approval of the $2.49 million settlement on June 15, 2018.

g. *Connolly v. Umpqua Bank*—Filed in 2015 on behalf of applicants and employees who were affected by Umpqua's failure to provide required disclosures before procuring criminal background reports and before taking adverse action based on such reports. The Western District of Washington granted final approval of the $325,000 settlement on February 28, 2019

7. Examples of Telephone Consumer Protection Act class actions that Terrell Marshall is litigating or has litigated to successful completion include.

a. *Berman v. Freedom Financial Network, LLC*—Filed in 2018 on behalf of classes of consumers who received unwanted prerecorded voice calls without their prior express written consent. The Northern District of California granted final approval to a settlement valued at $11,250,000, including a $9,750,000 cash settlement fund and injunctive relief valued at $1.5 million.

b. *Williams v. PillPack LLC*—Filed in 2019 on behalf of consumers who received calls selling pharmacy services on their cell phones and residential telephones without their prior express consent. The Western District of Washington granted preliminary approval of a $6.5 million settlement on September 17, 2024.

c. *Abante Rooter & Plumbing, Inc. v. Alarm.com Inc.*—Filed in 2015 on behalf of consumers who received solicitation calls on their cellular and residential telephones without their prior express consent. The Northern District of California granted final approval of the $28 million settlement on August 15, 2019.

d. *Borecki v. Raymours Furniture Co., Inc.*—Filed in 2017 on behalf of consumers who received spam text messages on their cellular telephones without their prior express consent. The Southern District of New York granted final approval of the $4.25 million settlement on September 10, 2019.

e. *Snyder v. Ocwen Loan Servicing, LLC*—Filed in 2014 on behalf of consumers who received automated collection calls on their cellular telephones without their prior express consent. The Northern District of Illinois granted final approval of the $21.5 million settlement on May 14, 2019.

f. *Melito v. American Eagle Outfitters, Inc.*—Filed in 2014 on behalf of consumers who received spam text messages on their cellular telephones without their prior express consent. The Southern District of New York granted final approval to the $14.5 million settlement on September 11, 2017, which the Second Circuit affirmed on April 30, 2019.

g. *In re Capital One Telephone Consumer Protection Act Litigation*—Filed in 2012 on behalf of consumers who received automated, prerecorded collection calls on their cellular telephones without their prior express consent. Terrell Marshall served as co-lead counsel in the multidistrict litigation. The Northern District of Illinois granted final approval of the $75 million settlement on February 23, 2015.

h. *In re Monitronics International, Inc. Telephone Consumer Protection Act Litigation*—Filed in 2011 on behalf consumers who received automated, prerecorded solicitation calls on their residential and telephones without their prior express consent. Terrell Marshall served as co-lead counsel in the multidistrict litigation. The Northern District of West Virginia granted final approval of the $28 million settlement on June 12, 2018.

i. *Abante Rooter & Plumbing, Inc. v. Pivotal Payments Inc.*—Filed in 2016 on behalf of consumers that received automated solicitation telephone calls to their cell phones without their prior express consent. The Northern District of California granted final approval of the $9 million settlement on October 15, 2018.

j. *Wilkins v. HSBC Bank Nevada, N.A.*—Filed in 2014 on behalf of individuals who received prerecorded calls using an automatic dialing system without their prior consent. The Northern District of Illinois granted final approval of the $39.9 million settlement on March 17, 2015.

k. *Booth v. Appstack, Inc.*—Filed in 2013 on behalf of small businesses that received prerecorded calls on cellular telephone lines without their prior consent. The court certified the class, denied a motion to decertify, denied the defendants' summary judgment motion, and granted partial summary judgment for the class. The case settled on the eve of trial and the court granted final approval of the $975,000 settlement in 2017.

8. Additional information about class actions litigated by Terrell Marshall is available on our website, www.terrellmarshall.com.

B. Qualifications of Other Terrell Marshall Attorneys.

9. Jennifer Rust Murray is a founding member of Terrell Marshall who practices complex litigation, including the prosecution of consumer and wage and hour class actions. In 2005, Ms. Murray received her J.D. from the University of Washington School of Law where she was a member of the Washington Law Review. Ms. Murray's law review article entitled "Proving Cause in Fact under Washington's Consumer Protection Act: The Case for a Rebuttable Presumption of Reliance" won the Carkeek prize for best submission by a student author. Before law school, Ms. Murray earned a Ph.D. in Philosophy from Emory University. Ms. Murray has been an active member of the Washington State Bar Association since her

admission to the bar in 2005. She was admitted to the Oregon State Bar in 2010. Ms. Murray currently is vice-president of the board of Washington's Unemployment Law Project. She regularly presents at legal conferences on consumer issues.

10. Amanda M. Steiner became a member of Terrell Marshall in 2015. She practices complex litigation, including the prosecution of consumer, defective product, wage and hour, and civil rights class actions. Ms. Steiner received her J.D. from the UC Berkeley School of Law in 1997. Admitted in Washington, California, New York and Hawaii, she has authored briefs that have resulted in numerous favorable decisions for plaintiffs in high-profile and complex securities, antitrust, consumer and civil rights class action in federal and state courts throughout the United States. Ms. Steiner was selected for inclusion in the annual Northern California "Super Lawyers" list and was named to the Top 50 Women Lawyers of Northern California. She is a Fellow of the American Bar Foundation.

11. Ryan Tack-Hooper has been a member of Terrell Marshall since 2020. He concentrates on class actions to protect employees, consumers, and people whose civil rights have been violated. He has been co-lead counsel in successful litigation across the country in state and federal courts, including cases involving discrimination on the basis of disability, religion, speech, and race. In 2009, Mr. Tack-Hooper received a J.D., cum laude, from New York University School of Law. Before joining Terrell Marshall, Mr. Tack-Hooper was the Legal Director of the American Civil Liberties Union of Delaware, where he practiced civil rights law. He has also served as an adjunct professor of law at the University of Pennsylvania Law School, where he taught legal writing. He was a law clerk to the Honorable Jerome B. Simandle, Chief Judge of the United States District Court for the District of New Jersey.

12. Elizabeth A. Adams joined Terrell Marshall in 2015 and became a member of Terrell Marshall in 2022. Ms. Adams concentrates her practice in complex litigation, including the prosecution of consumer, wage and hour, and civil rights class actions. In 2012, Ms. Adams received her J.D. from the UCLA School of Law, where she received the Order of the Coif and served as a Comments Editor for the UCLA Law Review. Before joining Terrell Marshall, Ms.

Adams served as a law clerk to the Honorable Dean D. Pregerson, the Honorable George Wu, and the Honorable John A. Kronstadt, all of the United States District Court for the Central District of California.

13. Eric R. Nusser joined Terrell Marshall in 2016 and became a member in 2022. Mr. Nusser concentrates his practice on complex litigation, including workers' rights, civil rights, and consumer protection class actions. In 2016, Mr. Nusser received his J.D., cum laude, from Seattle University School of Law, where he served as the president of the Labor and Employment Law Association and was a three-time recipient of the Presidential Law Scholarship. While a student at Seattle University, Mr. Nusser served as a law clerk for Terrell Marshall, an extern for the Honorable Lisa R. Worswick at the Washington Court of Appeals, Div. II, and as a summer associate for the Unemployment Law Project.

14. Ben Drachler is a senior associate who joined Terrell Marshall in 2017. Mr. Drachler concentrates his practice on complex civil litigation, including the prosecution of consumer, defective product, and wage and hour class actions. Mr. Drachler also litigates complex disputes involving vulnerable adults and trusts and estates. Mr. Drachler received his J.D. from Seattle University, graduating magna cum laude in 2015. Before joining Terrell Marshall, Mr. Drachler served as law clerk to the Honorable Robert H. Whaley in the United States District Court for the Eastern District of Washington, and to the Honorable Thomas S. Zilly in the Western District of Washington.

15. Eden Nordby joined Terrell Marshall as an associate in 2021. Ms. Nordby concentrates her practice on complex civil litigation, including consumer protection, and wage and hour class actions. Ms. Nordby also litigates commercial disputes and matters involving trusts and estates. Ms. Nordby received her J.D. from the University of Washington in 2021. During law school Ms. Nordby served as Executive Managing Editor of the Washington Journal of Environmental Law and Policy. She received the WSBA Labor & Employment Section 2019 Summer Grant for her public service work and commitment to labor and employment issues. Ms. Nordby is trained as a mediator and has successfully mediated a number of individual civil

matters through the UW School of Law Mediation Clinic. Before joining the firm as an attorney, Ms. Nordby was a senior paralegal at Terrell Marshall from the time the firmed opened in 2008 until starting law school in 2018. When she worked on this case, Ms. Nordby was a third year law student working as a law clerk for the firm.

C. The Prosecution of This Action

16. Terrell Marshall began investigating cases involving usurious tribal payday lending in early 2017. These cases were of particular interest to us given our work in financial consumer protection cases on behalf of borrowers. We appeared in Williams and Galloway I in 2018, just before the Galloway I complaint was filed.

17. My firm participated in or took the lead on drafting numerous notions, including discovery motions like motions to compel Martorello and Greenberg Traurig to produce documents in compliance with the Court's order, Rule 32 and 37 motions to exclude deposition testimony of witnesses in other cases, and, following review of document productions and privilege logs, multiple motions to compel additional discovery responses and production of documents. We also participated in or took the lead on drafting additional briefs, including responses to Martorello's Rule 12(b)(2) motion and renewed 12(b)(6) motion, the plaintiffs' motions for class certification, responses to the trust entities' motions to dismiss, motions in limine and responses to motions in limine, and motions to exclude expert testimony.

18. My firm drafted and served dozens of subpoenas to dozens of technology companies such as Rackspace, Amazon Web Services, Dropbox, Microsoft, Go Daddy, Balance Credit, Hudson Cook, VP Compliance and Ascension Technologies to obtain email communications among the various individuals and entities in this litigation. My firm followed up with the third parties, met and conferred with their counsel, leveraging the talent of our senior paralegal, Jodi Nuss, to assist with complicated ESI issues.

19. My firm also worked extensively on the Eventide Credit Acquisitions bankruptcy issues and filings, and I traveled to Dallas to participate in unsecured creditors committee meetings. drafted the response to Eventide's motion for preliminary injunction, responded to

Martorello's motion to strike, and a motion for preliminary injunction to freeze Eventide's assets.

20. Since the beginning of the case, Terrell Marshall has worked with no guarantee of being compensated for its time and efforts. Payment of Terrell Marshall's fee has always been contingent on successfully obtaining relief for Plaintiffs and proposed class members. As a result, there was a substantial risk of non-payment, particularly in light of the challenges inherent in this type of case. Work on this case has necessarily been to the exclusion of work on other matters that likely would have generated fees. The table below identifies the attorneys and staff members from Terrell Marshall who worked on this case and for whom the recovery of fees is sought.

21. Ms. Murray reviewed the firm's time records and wrote off time entries that reflect purely clerical work. Terrell Marshall devoted over 2,663 hours to litigating these cases, with a corresponding lodestar of $1,277,095 billed at rates that have been found reasonable in the Eastern District of Virginia, Richmond Division.

Name, Position, and Years of Experience	Hourly Rate	Hours Billed	TOTAL
ATTORNEYS			
Beth E. Terrell Founding Member (29 years)	$750	62.9	$47,175.00
Jennifer Rust Murray Founding Member (19 years)	$650	1093.4	$710,710.00
Amanda Steiner Member (27 years)	$650	223.9	$145,535.00

Name, Position, and Years of Experience	Hourly Rate	Hours Billed	TOTAL
Ryan Tack-Hooper Member (15 years)	$600	211.7	$127,020.00
Elizabeth A. Adams Member (12 years)	$500	149.1	$74,550.00
Eric R. Nusser Member (8 years)	$500	5.4	$2,700.00
Ben Drachler Senior Associate (9 years)	$500	39.8	$19,900.00
Eden Nordby Law Clerk (15 years paralegal experience, third year law student)	$200	5.5	$1,100.00
LEGAL STAFF			
Jennifer Boschen Senior Paralegal (23 years)	$175	7	$1,225.00
Jodi Nuss Senior Paralegal (10 years)	$175	410.9	$71,907.50
Heather Brown Paralegal (21 years)	$175	70.2	$12,285.00
Jessica Langsted Paralegal (7 years)	$125	25.3	$3,162.50
Bradford Kinsey Legal Assistant (28 years)	$175	293.7	$51,397.50
Krystal Brown Legal Secretary (13 years)	$150	9.1	$1,365.00

Name, Position, and Years of Experience	Hourly Rate	Hours Billed	TOTAL
Tanya Stewart Legal Secretary (8 years)	$150	6.5	$975.00
Eva Thomas Legal Assistant (4 years)	$125	39.7	$4,962.50
Ana Amezaga Legal Assistant (2 years)	$125	9.0	$1,125.00
TOTAL		**2,663.1**	**$1,277,095**

22. Terrell Marshall's lodestar calculations are based on reasonable hourly rates which are consistent with those that have been accepted as reasonable in this Court. For example, I have 28 years of experience prosecuting class actions. My current rate is $775. However, for purposes of calculating lodestar here, I have used a rate of $750, which is consistent with Leonard A. Bennett, who has 28 years of experience prosecuting cases in this jurisdiction. Ms. Murray has 19 years of experience and her current rate is $725. For purposes of calculating lodestar here, I have used a rate of $650, which is consistent with Mr. Bennett's colleague Craig C. Marchiando, who also has 19 years of experience. For all other Terrell Marshall timekeepers, I have adjusted their rates to conform to local Richmond rates as described in the declaration Mr. Bennett has submitted in support of this motion.

23. Terrell Marshall has incurred $6,609.34 in unreimbursed out-of-pocket litigation expenses for electronic production and data hosting in connection with litigating claims the claims in this matter. This expense is generally charged to paying clients.

24. Our firm has been actively involved in the litigation against Martorello and Big Picture since 2018. Based on my experience litigating similar consumer matters, I strongly believe this settlement is an excellent result for the class, especially given the risks involved with continued litigation in the face of a staunch defense that almost certainly will pursue every avenue to avoid paying a large judgment.

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

EXECUTED this 27th day of September, 2024 at Seattle, Washington.

____

Beth E. Terrell

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

RENEE GALLOWAY, *et al., on behalf of themselves and all others similarly situated,* *Plaintiffs,* v. JUSTIN MARTORELLO, *et al.,* *Defendants.*	)))))))))	**Civil Action No. 3:19-cv-00314-REP**

DECLARATION OF MATTHEW W.H. WESSLER

I, Matthew W.H. Wessler, declare as follows:

1. I am co-counsel for the plaintiffs in the above-captioned matter, and a principal at the law firm of Gupta Wessler LLP, a national appellate and complex-litigation boutique in Washington, D.C. I am a member of the Bars of the District of Columbia and Massachusetts and am admitted to the Bars of the U.S. Supreme Court as well as the U.S. Court of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, and D.C. Circuits.

2. Both my and my firm's practice is focused on Supreme Court, appellate, and complex litigation with an emphasis on class-action issues and consumer-protection law. My caseload consists primarily of handling appeals of consumer and worker-protection cases, including class actions, in federal appellate courts and the Supreme Court. I have argued before the U.S. Supreme Court on behalf of plaintiffs in a number of major consumer and worker rights cases, including *Coventry Health Care v. Nevils*, 137 S. Ct. 1190 (2017), *U.S. Airways v. McCutchen*, 133 S. Ct. 1537 (2013), and *Heimeshoff v. Hartford Life Insurance*, 134 S. Ct. 604 (2013). In 2020, I argued and

won another plaintiffs'-side class-action case in the U.S. Supreme Court, *Intel Investment Policy Cmte. v. Sulyma*, 140 S. Ct. 768 (2020).

3. Within just the past several years, I have also argued and won significant class or mass action and consumer-protection appeals around the country. *See, e.g.*, *Calhoun v. Google LLC*, __ F.4th __, 2024 WL 3869446 (9th Cir. 2024); *Defries v. Union Pacific R.R. Co.*, 104 F.4th 1091 (9th Cir. 2024); *Parker v. Battle Creek Pizza, Inc.*, 95 F.4th 1009 (6th Cir. 2024); *Sessa v. TransUnion LLC*, 74 F.4th 38 (2d Cir. 2023); *Digital Media Solutions, LLC v. South University of Ohio, LLC*, 59 F.4th 772 (6th Cir. 2023); *In re E.I. Du Pont de Nemours and Co. C-8 Personal Injury Litig.*, 54 F.4th 912 (6th Cir. 2022); *Berman v. Freedom Financial* 30 F.4th 849 (9th Cir. 2022); *In re MDL Genentech Herceptin Marketing & Sale Practice Litig.*, 960 F.3d 1210 (10th Cir. 2020); *Molock v. Whole Foods Group, Inc.*, 952 F.3d 293 (D.C. Cir. 2020); *In re Lantus Direct Purchaser Antitrust Litig.*, 950 F.3d 1 (1st Cir. 2020); *Cullinane v. Uber Technologies, Inc.*, 893 F.3d 53 (1st Cir. 2018); *Roberts v. Capital One, N.A.*, 719 Fed. App'x. 33 (2d Cir. 2017). In all of these cases, I represented plaintiffs seeking to recover for injuries caused by illegal conduct committed by companies.

4. For my appellate work, I won the Pound Civil Justice Institute's 2020 Appellate Advocacy Award, which recognizes excellence in appellate advocacy in cases that have a significant impact on public health and safety, consumer rights, civil rights, environmental justice, access to justice. *See* http://www.poundinstitute.org/appellate-advocacy-award/. My firm was also named to the National Law Journal's Appellate Hot List 2020 and 2021—the only plaintiffs'-side, consumer- and worker-rights firm to be recognized. *See* https://www.law.com/nationallawjournal/2020/11/01/appellate-hot-list-2020-gupta-wessler/.

5. In my work, I have also developed a specific expertise in payday-lending matters and my firm has built an unparalleled track record in handling payday-lending issues and appeals. Over the past several years, I have argued and won multiple major appellate decisions involving

tribal lending enterprises. *See Williams v. Mortorello*, 59 F.4th 68 (4th Cir. 2023); *Hengle v. Treppa*, 19 F. 4th 324 (4th Cir. 2021); *Williams v. Medley Opportunity Fund II, LP*, 965 F.3d 229 (3d Cir. 2020); *Gibbs v. Haynes Inv. LLC*, 965 F.3d 229 (4th Cir. July 21, 2020); *Gibbs v. Sequoia Capital Operations, LLC*, 966 F.3d 286 (4th Cir. 2020). In another recent payday-lending case I argued, after losing in front of a merits panel 2-1 I convinced the full Ninth Circuit to grant rehearing en banc and vacate the panel decision. *See Brice v. Plain Green*, 13 F.4th 823, *rehearing en banc granted, vacated by* 35 F.4th 1219 (9th Cir. 2022).

6. I was also lead appellate counsel and argued *Hayes v. Delbert Services Corp.*, 811 F.3d 666 (4th Cir. 2016), a landmark decision from the Fourth Circuit holding that a tribal payday lender's forced-arbitration contract was categorically unenforceable because it prospectively waived consumers' statutory rights. That decision directly led to one of the largest settlements against a payday lender in Virginia, as well as several of the largest such settlements in other states. As another example, I argued and won a similar appeal in the Third Circuit. *See MacDonald v. CashCall, Inc.*, 883 F.3d 220 (3d Cir. 2018). As a result of my work in this area, I regularly speak on consumer law and payday lending issues across the country.

7. My work litigating against consumer lenders is not limited to appeals. I was co-counsel in several other cases against tribal payday-lender enterprises across the country, including *Williams v. Red Stone Inc.*, 18-02747 (E.D. Pa.), and *Nolte v. Franklin, et al.*, No. 20-cv-05585 (N.D. Ca.). In 2015-16, multiple legal teams litigating parallel class cases against a particular lending enterprise in Virginia, North Carolina, Florida, Illinois, Kentucky, Wisconsin, and Georgia jointly retained my firm and me to intervene in a proposed settlement in a competing case in South Dakota that would have, if approved, halted the other pending cases. We were granted intervention and successfully convinced the district judge in South Dakota to deny approval of the proposed settlement, which would have delivered only pennies on the dollar and a fraction of the available

relief to injured consumers across the country. As the district court explained in its decision denying preliminary approval in that case, "[b]luntly put, there [were] signs" that the plaintiffs' attorneys for the class there had "not adequately represented the class." The court specifically commended our "zealous and highly effective advocacy," on "very short notice," in bringing this inadequacy to light on behalf of consumers nationwide. *See Heldt v. Payday Financial, LLC*, 2016 WL 96156, at *10 (D.S.D. Jan. 8, 2016).

8. More broadly, my firm routinely handles consumer-protection and class-action appeals in the Fourth Circuit. Within the past several years, we have been lead counsel and argued numerous cases covering a wide range of consumer-protection and class-action issues in the Fourth Circuit. *See, e.g., Mohamed v. Bank of America N.A.*, 93 F.4th 205 (4th Cir. 2024); *Henderson v. Source for Public Data, L.P.*, 53 F.4th 110 (4th Cir. 2022); *Krakauer v. Dish Network LLC*, 925 F.3d 643 (4th Cir. 2019); *Dreher v. Experian Info. Solutions, Inc.*, 856 F.3d 337 (4th Cir. 2017); *Daugherty v. Ocwen Loan Servicing, LLC*, 701 Fed. App'x. 246 (4th Cir. 2017); *Plotnick v. Computer Sci. Deferred Comp. Plan for Key Executives*, 875 F.3d 160 (4th Cir. 2017); *Hayes*, 811 F.3d at 666; *Clark v. Absolute Collection Serv., Inc.*, 741 F.3d 487 (4th Cir. 2014); *Kingery v. Quicken Loans, Inc.*, 629 F. App'x 509 (4th Cir. 2015); *Moses*, 781 F.3d at 63; *Russell v. Absolute Collection Servs., Inc.*, 763 F.3d 385 (4th Cir. 2014); *Soutter v. Equifax Info. Servs., LLC*, 498 F. App'x 260 (4th Cir. 2012). Our work on similar issues in other circuits is comparable.

9. My firm has also been appointed class counsel in a number of cases, including in *Houser v. United States*, No. 13–607C (Fed. Cl.), a certified nationwide class of current and former federal bankruptcy judges (and their surviving spouses, life-insurance beneficiaries, and estates) that was litigated to judgment in the Court of Federal claims, in *Steele v. United States*, No. 14-cv-01523-RCL (D.D.C.), a certified nationwide class of tax-return preparers suing the federal government under the Little Tucker Act for excessive user fees, and more recently, in *MacDonald v. CashCall,*

Inc., 16-cv-02781 (D.N.J), which was certified as a class on behalf of consumers who obtained illegal payday loans from the CashCall/Western Sky enterprise. *See MacDonald v. CashCall, Inc.*, 2019 WL 5617511 (D.N.J. Oct. 31, 2019).

10. My firm and I are also well known within the broader consumer- and financial-protection advocacy community. After graduating from Cornell University Law School in 2005 and serving as a law clerk to the Honorable Richard L. Nygaard of the U.S. Court of Appeals for the Third Circuit and the Honorable William E. Smith of the U.S. District Court for the District of Rhode Island, I spent two years as an associate at Williams & Connolly LLP. I then spent six years at Public Justice, P.C., a national public interest and impact litigation law firm in Washington, D.C. While there, I spearheaded the firm's focus on Supreme Court litigation and took the lead in several high-profile cases involving class actions, arbitration, preemption, and consumer and worker rights. In 2015, I became a named partner at Gupta Wessler LLP, in Washington, D.C.

11. The settlement in this case represents an excellent result for class members, providing automatic payments to many and obtaining substantial and meaningful relief. Absent the settlement, there would have been potentially years of additional litigation and a significant risk of no recovery whatsoever. Many issues in these cases are factually complex, and legally unsettled. These cases are time-intensive and can be hotly and bitterly contested. Indeed, in this case alone I handled multiple separate appeals to the Fourth Circuit—an incredibly rare (and time consuming) endeavor. Based on my experience, I believe that the proposed settlement is fair, reasonable, and adequate.

12. In my own federal practice, I charge clients a standard hourly rate of $1200. I agreed to work on this appeal on behalf of the class on a contingent basis. I have substantial expertise in federal consumer-protection law and class actions and have handled multiple appeals

arising from consumer class actions. I am familiar with the rates charged by appellate practitioners of similar background and experience and my rate is reasonable and consistent with those rates.

13. After excluding timekeepers with minimal time in the case and exercising appropriate billing judgment, the following table contains the hourly rate and lodestar for my firm's work on this matter. Through today my firm's total is 1,348 hours, with a corresponding lodestar of $1,594,562.50 at our standard market rates.

Timekeeper	Position	Hourly Rate	Total Lodestar
Matt Wessler	Principal	$1200	$1,425,612.50
Greg Beck	Of Counsel	$1100	$150,150
Thomas Scott-Railton	Associate	$800	$18,800

14. I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed on September 26, 2024

<u>/s/ Matthew W.H. Wessler</u>
Matthew W.H. Wessler