1	CONSTANTINE CANNON LLP		INDER CANTOR LERNER LLP	
2	JEAN KIM ( <i>pro hac vice</i> ) 6 East 43rd Street		ATTHEW L. CANTOR (pro hac vice) Penn Plaza, Ste. 1900	
3	New York, NY 10017	Nev	New York, NY 10122 (646) 960-8601	
	(212) 350-2700 (212) 350-2701 (fax)	ma	tthew@scl-llp.com	
4	jkim@constantinecannon.com	esn	esnider@scl-llp.com	
5	Lead Counsel for Plaintiffs and the Cl		MES J. KOVACS (pro hac vice)	
6	THE MEHDI FIRM, PC		VYATT FORE ( <i>pro hac vice</i> ) 14th St NW, 5th Floor	
7	AZRA Z. MEHDI (220406)	Wa	shington DC 20005	
	95 Third Street 2nd Floor #9122		6) 960-8601 nes@scl-llp.com	
8	San Francisco, CA 94103	wy	att@scl-llp.com	
9	(415) 293-0070 (415) 293-0070 (fax)			
10	azram@themehdifirm.com	(10	Iditional accuracy listed on signature page)	
11	Co-Lead Counsel for Plaintiffs and th		lditional counsel listed on signature page)	
12				
13	UNITED	STATES DIS	TRICT COURT	
14	NORTHERN DISTRICT OF CALIFORNIA			
15	DJENEBA SIDIBE, JERRY JANKOWS HANSEN, DAVID HERMAN, OPTIM		Case No. 3:12-cv-4854-LB	
16	GRAPHICS, INC., and JOHNSON POC		CLASS COUNSEL'S MOTION FOR	
16 17	GRAPHICS, INC., and JOHNSON POO on Behalf of Themselves and All Others		ATTORNEYS' FEES, COSTS, AND	
17	GRAPHICS, INC., and JOHNSON POO on Behalf of Themselves and All Others Situated,		ATTORNEYS' FEES, COSTS, AND SERVICE AWARDS; NOTICE OF MOTION; MEMORANDUM OF	
17 18	GRAPHICS, INC., and JOHNSON POO on Behalf of Themselves and All Others		ATTORNEYS' FEES, COSTS, AND SERVICE AWARDS; NOTICE OF MOTION; MEMORANDUM OF POINTS AND AUTHORITIES IN	
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17 18 19	GRAPHICS, INC., and JOHNSON POO on Behalf of Themselves and All Others Situated,  Plaintiffs,  vs.	s Similarly	ATTORNEYS' FEES, COSTS, AND SERVICE AWARDS; NOTICE OF MOTION; MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT	
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#### NOTICE OF MOTION FOR ATTORNEYS' FEES, COSTS, AND SERVICE AWARDS

Please take notice that Plaintiffs' Motion for Attorneys' Fees, Costs, and Service Awards, will be heard on November 6, 2025 at 9:30 a.m. Pacific Time, or as soon thereafter as the Motion may be heard, in Courtroom B on the 15th Floor of the United States Courthouse, 450 Golden Gate Avenue, San Francisco, California, before the Honorable Laurel Beeler.

CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES, COSTS AND SERVICE AWARD Case No. 3:12-CV-04854-LB

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#### I. PRELIMINARY STATEMENT

Class Counsel obtained an outstanding result for the Class in this hard-fought and grueling indirect purchaser antitrust class action against Sutter Health ("Sutter"). After more than 12 years of litigation, Sutter agreed to settle the case for \$228.5 million. Class Counsels' recovery of 56% of the claimed single damages far exceeds the percentage recovery in many of the indirect purchaser class actions settled in this district. As a result of Class Counsel's ingenuity, hard work, and perseverance, millions of Californians will receive compensation from the settlement fund.

Class Counsel overcame substantial challenges to achieve this remarkable result for the Class. They prosecuted a novel indirect purchaser class action on behalf of health insurance subscribers who claimed they were overcharged for their premiums due to Sutter's alleged conduct. Class Counsel's development of the Class's Cartwright Act antitrust tying and course of conduct claims broke new ground in both antitrust and health care law. Indeed, the *UFCW & Employers Benefit Trust v. Sutter Health*, CGC-14-538451 (Cal. Super. Ct. S.F. *filed* April 7, 2014) (the "*UEBT*" action) litigation followed the filing of this case and obtained injunctive relief on behalf of a different class that also benefited the class here.

Class Counsel made a huge investment of time (132,739 hours) and money for expenses (\$28,132,680) and shouldered an immense workload for more than 12 years. This included the investigation of Sutter's conduct and conception of claims, several motions to dismiss, four amended complaints, 17 million pages of documents, 223 deposition days, analysis of millions of lines of premium and claims data, 14 expert reports, two rounds of class certification motions and a Rule 23(f) petition, two rounds of summary judgment, two rounds of trial preparation, three rounds of jury selection, a four-week trial, and two trips to the Ninth Circuit. Much of the discovery resided with non-party insurance companies and involved massive amounts of health care claims data that is notoriously expensive and difficult to wrangle and analyze.

The risks in bringing this suit were significant and many. In Sutter, Class Counsel faced a formidable defendant with tremendous financial resources. It was represented by outstanding, and well-staffed counsel. The healthcare industry is multi-tiered and complex, and presents unique

challenges in applying antitrust laws and concepts. Class members here are indirect purchasers and never before this case had a class of premium payers been certified to maintain suit against a provider like Sutter. Despite the substantial risks, hurdles and setbacks, Class Counsel never wavered in their advocacy for the Class.

Class Counsel are a dedicated group of attorneys from a handful of small firms specializing in antitrust and class action law. Each firm invested a massive amount of resources in litigating and trying this case. Given the excellent result achieved, and the length and complexity of the case, Class Counsel seek attorneys' fees of 33% of the gross settlement (\$75,405,000) and costs totaling \$28,132,680. Based on historical rates (rather than current rates, as the Ninth Circuit permits), Class Counsel's total lodestar is \$81,368,771. A \$75,405,000 recovery would provide Class Counsel with only 93% of their lodestar, a *negative* multiplier that is well below the norm for high-risk antitrust class actions. The accompanying declaration of Richard Pearl, an expert on attorneys' fees in California, attests to the reasonableness of Class Counsel's rates.

In consideration of the substantial common fund obtained, and tremendous resources devoted by Class Counsel and their respective firms over these many years of litigation, they respectfully request that their motion for fees and costs be granted in full.

#### II. PROCEDURAL BACKGROUND

#### A. The Pleading Stage (2012-2016)

Plaintiffs filed their first complaint on September 17, 2012, alleging that Sutter was engaging in anticompetitive conduct in Northern California in violation of state and federal antitrust laws and California's Unfair Competition Law. Initially, there was only one law firm representing Plaintiffs, The Mehdi Firm. Plaintiffs amended their complaint as of right on December 10, 2012. Declaration of Jean Kim in Support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards ("Kim. Decl."), submitted herewith, ¶ 33.

Sutter moved to dismiss the First Amended Complaint in March 2013. On June 3, 2013, the Court found that Plaintiffs had standing but dismissed the complaint for failure to allege relevant product and geographic markets. Plaintiffs filed their Second Amended Complaint on

July 1, 2013. *Id*. ¶ 34.

On August 12, 2013, Constantine Cannon LLP ("CC") joined the action as co-lead counsel for Plaintiffs. CC attorneys, Matthew L. Cantor and Jean Kim (and later James Kovacs and Wyatt Fore), entered appearances. In September 2013, the law firms of Steyer Lowenthal Boodrookas Alvarez & Smith LLP ("Steyer Lowenthal") and Farmer Brownstein Jaeger LLP ("Farmer Brownstein") joined the action as counsel for Plaintiffs. Allan Steyer, D. Scott Macrae (and later Jill M. Manning and Suneel Jain), of Steyer Lowenthal and David Brownstein (and later David M. Goldstein) of Farmer Brownstein, among others, entered appearances. *Id.* ¶ 36. These attorneys constituted the core Class Counsel team throughout the litigation.<sup>1</sup>

On August 2, 2013, Sutter Health filed a Motion to Dismiss the Second Amended Complaint. On November 7, 2013, the Court granted the motion for failure to allege harm in the tied market for Plaintiffs' tying claim and market power and relevant geographic market on Plaintiffs' monopolization and attempted monopolization claims. *Id.* ¶ 37.

On December 9, 2013, Plaintiffs filed the Third Amended Complaint, alleging that Sutter had engaged in tying arrangements and a course of conduct that violated federal and state antitrust laws. Plaintiffs alleged tying and tied markets for the sale of inpatient hospital services to commercial insurers in several hospital services areas ("HSAs"), based on the Dartmouth Atlas on Health Care, an industry authority.

On January 8, 2014, Sutter moved for the third time to dismiss the complaint. On June 20, 2014, the Court dismissed the Third Amended Complaint with prejudice for failure to allege relevant geographic markets. Plaintiffs appealed and litigated the appeal from December 2014 through July of 2016. *Id.* ¶ 39. On July 18, 2016, the Ninth Circuit reversed the Court's dismissal and remanded for further proceedings. *Id.* ¶ 41.

On October 1, 2024, Mr. Cantor and other CC attorneys, including Mr. Kovacs and Mr. Fore, founded Shinder Cantor Lerner LLP ("SCL"). They and other SCL attorneys have worked on this matter since that time on behalf of the Class. *See* Declaration of Matthew L. Cantor ("Cantor Decl."), submitted herewith, ¶¶ 8-9. On November 1, 2024, Ms. Manning founded The Manning Law Firm and continued to prosecute the action on behalf of the Class at her new firm. *See* Declaration of Jill M. Manning ("Manning Decl."), submitted herewith.

#### B. Fact and Expert Discovery (2016-2021)

Upon remand, the parties commenced six years of extensive discovery. While the parties litigated Sutter's motions to dismiss and the appeal of the Court's dismissal, a different group of plaintiffs on April 7, 2014, filed a complaint on behalf of a putative class of direct purchasers in California Superior Court challenging similar conduct challenged here. *UFCW & Employers Benefit Trust v. Sutter Health*, CGC-14-538451 (Cal. Super. Ct. S.F. *filed* April 7, 2014) (the "*UEBT*" action). The *UEBT* action had entered the discovery phase by the time this case was remanded. Given the similarity of the facts and claims between the cases, discovery was consolidated and coordinated. On March 29, 2018, the California Attorney General sued Sutter in California Superior Court, also based upon conduct similar to that at issue here, alleging violations of antitrust law. *California ex rel. Xavier Becerra v. Sutter Health*, CGC-18-565398 (Cal. Super. Ct. S.F. *filed* March 29, 2018) (the "AG" action, and together with *UEBT*, the "State Actions"). Thereafter, discovery was coordinated across all three actions. *Id.* ¶ 42-43.

Plaintiffs propounded and responded to significant discovery that ran from 2016 through 2021. Over 2.5 million documents (over 17 million pages) were produced by the parties and non-party health plans and other third parties. Much of the discovery sought, including paid claims and premium data required to analyze liability and damages, was from non-party health plans who negotiated with Sutter for the provision of inpatient hospital services. Negotiating and obtaining discovery from Anthem Blue Cross, Blue Shield, United Healthcare, Health Net and Aetna (the "Health Plans") was difficult and very time consuming. *Id.* ¶ 45.

To review the substantial discovery produced by Sutter and the Health Plans, Plaintiffs retained additional law firms, including Keller Grover, Schneider Wallace and Scott & Scott. Class Counsel led discovery efforts and oversaw the review of millions of documents. *Id.* ¶ 46. Plaintiffs also retained economists and health care data analysists from Berkeley Research Group ("BRG") to "clean" and prepare the millions of lines of paid claims and premium data for economic analysis. This was a huge and expensive undertaking given the size and nature of the data sets from each of the five Health Plans. *Id.* ¶ 47. Once discovery had been reviewed and

analyzed, the parties conducted 155 depositions of fact witnesses, the vast majority in-person, many of them multi-day, amounting to 223 deposition days. *Id.* ¶ 48.

The parties also engaged in substantial expert work and discovery. Plaintiffs retained three experts: 1) Dr. Tasneem Chipty, an esteemed Ph.D. economist who has testified on behalf of the United States in health care antitrust matters and who, in this case, opined on the issues of class certification, relevant markets, liability, antitrust impact, and damages; 2) Dr. Kenneth Kizer, a former Undersecretary of the U.S. Department of Health and Human Services, who served as Plaintiffs' health care industry expert, opining on hospital quality and competition, integration of care and industry background; and 3) Mr. David Axene, a health care actuarial expert with over 50 years of experience in California, who opined on premium construction, an actuarial approach to tracing the impact of alleged overcharges through to health insurance premiums, and other issues relevant to class certification and common impact. Class Counsel worked with each of these experts in preparing their reports: Dr. Chipty issued eleven different expert reports. Class Counsel also prepared these experts for and defended them in deposition. Dr. Chipty was deposed for a total of five different days over the span of the case. *Id.* ¶ 49.

Sutter retained seven experts: 1) Dr. Robert Willig, Ph.D., an economist on the Princeton University faculty who previously served as the head of the economics bureau of the Antitrust Division of the U.S. Department of Justice; 2) Dr. Gautam Gowrisankaran, Ph.D., an economist on the Columbia University faculty; 3) Jonathan Orzag, an economist who founded Compass Lexecon; 4) Dr. Jonathan Skinner, Ph.D., a health care economist; 5) Patrick Pilch, a health care industry expert; 6) Shannon Keller, a health care actuarial expert; and 7) Patrick Travis, a health care industry executive with expertise in purchasing and pricing of health insurance. Class Counsel reviewed and analyzed all the reports prepared by these experts – Willig and Orszag produced 9 reports alone – and prepared for and took depositions of the defense experts. *Id.* ¶ 50.

Plaintiffs' experts, with Class Counsel assistance, produced 14 expert reports and Sutter's produced 23 reports. In total, Class Counsel defended or took 28 days of expert deposition testimony. *Id.* ¶ 51.

## 

#### C. Class Certification (2018-2020)

Class Counsel prosecuted two substantial class certification motions between 2018 and 2020. Plaintiffs moved to certify an indirect purchaser class of premium payers on July 27, 2018. Thereafter, the Court issued its opinion certifying a Federal Rule of Civil Procedure 23(b)(2) injunctive class only on October 18, 2019. The Court denied the motion with respect to a Rule 23(b)(3) damages class, concluding that Dr. Chipty's analysis was insufficient to show antitrust injury and damages on a class-wide basis. *Id.* ¶ 52.

Plaintiffs moved again to certify a Rule 23(b)(3) damages class on January 27, 2020. Dr. Chipty expanded her analysis to include data from all five Health Plans, specified regression analyses based upon Center for Medicare and Medicaid Services (CMS) data, and used other available data that supported her opinions on class-wide injury and damages. Class Counsel worked closely with Dr. Chipty in her development of a rigorous analysis that would support certification of the indirect purchaser premium payer class. On July 30, 2020, the Court granted Plaintiffs' motion and certified a Rule 23(b)(3) class of premium payers. The Court appointed CC as Lead Class Counsel and The Mehdi Firm as Co-Lead Class Counsel on August 3, 2020. *Id.* ¶¶ 53-54.

Upon certification, Class Counsel vetted claims administrators to prepare and send notice to the Class. Plaintiffs retained JND Legal Administration based on its experience, reputation, and the strength of its proposal. Counsel worked with JND on a proposed notice plan and supporting papers and submitted them for the Court's consideration. *Id.* ¶ 55. The Court issued an Order approving Plaintiffs' Notice Plan on November 5, 2020.

Thereafter, Class Counsel worked with JND to effectuate notice between November 2020 and March 2021. Notice was provided to class members via mail, email, and print and digital publication. *Id.* ¶ 56. The deadline to opt out of the Class was March 8, 2021.

#### D. Summary Judgment (2017-2019; 2020-2021)

On October 5, 2017, Sutter moved for early summary judgment, claiming that Plaintiffs lacked sufficient evidence to prove their alleged relevant geographic markets for inpatient hospital

services. Id. ¶ 57.

The parties submitted substantial expert reports and conducted expert discovery of Dr. Chipty's and Dr. Gowrisankaran's geographic market opinions. Dr. Chipty's analysis supported Plaintiffs' market definition allegations for 11 out of the 12 geographic markets alleged for inpatient hospital services in Northern California. *Id.* ¶ 58. Market definition is a costly and expert-heavy exercise in antitrust litigation. In a typical antitrust case, one or two markets may be contested. Here, Plaintiffs had the burden of supporting the market definition for twelve geographic markets.

Briefing submitted in connection with summary judgment, and for motions to exclude both Dr. Chipty and Dr. Gowrisankaran was voluminous and fully fleshed out each side's arguments and the evidence gathered in discovery. On April 12, 2019, the Court, in a 70-page opinion, denied Sutter's motion for summary judgment with respect to eleven of Plaintiffs' twelve alleged geographic markets and granted Sutter's motion with respect to the Davis market. *Sidibe v. Sutter Health*, No. 12-cv-04854-LB, 2019 WL 2078788 (N.D. Cal. May 9, 2019) (ECF No. 673). The Court's decision left for trial the complicated and dense fact dispute regarding the scope of the alleged relevant markets. Although the parties stipulated that the product market was inpatient hospital services, they litigated through trial whether the market included or excluded Kaiser Permanente. Kim Decl. ¶ 59.

After fact discovery ended on July 27, 2020, Plaintiffs moved for partial summary judgment on the distinct products element of their tying claim. On October 23, 2020, the Court granted that motion. *Id.* ¶ 60. On August 22, 2020, Sutter moved for summary judgment on several potentially dispositive issues, including whether Sutter's contracting practices constituted tying arrangements. On March 9, 2021, the Court, denied Sutter's motion aimed at Plaintiffs' *per se* and rule of reason tying claims and their course of conduct claim. *Sidibe et al. v. Sutter Health*, No. 12-cv-04854-LB, 2021 WL 879875 (N.D. Cal. Mar. 9, 2021) (ECF No.962). The Court granted Sutter's motion regarding Plaintiffs' Sherman Act Section 2 claims and damages claims from 2008 to 2010. *Id.* ¶ 61. The summary judgment motions involved exhaustive

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briefing, hundreds of exhibits, and substantial expert declarations. Id.

#### E. Settlement in the State Actions (2019-2020)

In late 2019, Sutter settled with the AG and *UEBT* plaintiffs in the State Actions for monetary relief and significant injunctive relief relating to Sutter's contracting practices with insurers. The injunctive relief also benefitted the Class here. It included terms that prohibit conduct challenged in this case related to Sutter's contracting practices with Health Plans concerning network participation, steering, tiering, out-of-network pricing, and availability of pricing information. The injunction also appointed a monitor to ensure Sutter's compliance. *See Id.* ¶ 62. The release in the settlement agreement in the State Actions explicitly carved out the claims in this matter. *Id.* Class Counsel had worked closely and productively with the AG and *UEBT* plaintiffs' counsel throughout the litigation through the settlement of those actions – that work benefitted the prosecution of the State Actions. Kim Decl. ¶ 63.

#### F. Pretrial Work (2021-2022)

Due to delays caused by the COVID-19 pandemic and witness availability, the parties prepared for the first trial three separate times. Id. ¶ 64.

Trial was scheduled to commence on October 4, 2021. Starting in January 2021, the parties began working diligently for months to prepare exhibit lists, trial witness lists, and designations of deposition testimony. The parties exchanged those materials and held extensive meet and confers for months regarding exhibits and deposition designations. Collectively, there were thousands of exhibits on the parties' exhibit lists and many hours of deposition designations. *Id.* ¶ 65. Class counsel spent many hundreds of hours culling the record to identify relevant testimony and exhibits for trial, responding to objections, and meeting and conferring with Sutter's counsel. *Id.* ¶ 66.

The parties also submitted thirteen *in limine* and additional *Daubert* motions to exclude expert evidence under Fed. R. Evid. 702. On August 30, 2021, the Court issued an order denying all seven of Plaintiffs' *in limine* motions and granting all six of Sutter's *in limine* motions. The order precluded Plaintiffs from offering any evidence from before January 1, 2006, unless the

Court ordered otherwise. In response, Plaintiffs made an offer of proof relating to 23 pieces of evidence otherwise precluded by the Court's pre-2006 *in limine* ruling: that Offer of Proof was denied as to all 23. The Court also largely denied the parties' Rule 702 motions. *Id.* ¶ 67.

On September 23, 2021, the Court continued the October 4, 2021 trial date until January 6, 2022. On December 16, 2021, after Class Counsel reviewed scores of completed jury questionnaires, the parties conducted *voir dire* and selected a jury. But on January 5, 2022, the day before trial was scheduled to commence, the Northern District suspended all jury trials due to the outbreak of another strain of COVID. Trial was rescheduled to commence on February 10, 2022. After Class Counsel again reviewed scores of jury questionnaires, the parties conducted *voir dire* and selected a jury on February 9, 2022. *Id.* ¶ 68.

#### **G.** Jury Trial (2022)

From February 10, 2022 to March 11, 2022, the Court conducted a four-week trial. Class Counsel spent hundreds of hours preparing Plaintiffs' witnesses for trial, including Plaintiffs' experts. Class Counsel also spent hundreds of hours preparing cross-examinations for numerous witnesses that Sutter would eventually call and a number that Sutter did not. *Id.* ¶ 69.

During 19 full trial days, over four weeks, Class Counsel examined and elicited testimony from 50 witnesses, including six expert witnesses. Three hundred and fifty-one exhibits were entered into evidence. *Id.* ¶ 70. Class Counsel secured the testimony from non-party Health Plan witnesses regarding Sutter's contracting practices and the impact of Sutter's conduct on premiums. Three of the six Class Representatives (Djeneba Sidibe, David Herman and Susan MacAusland for Optimum Graphics, Inc.) testified on behalf of the Class regarding their premium payments and the relief they hoped to achieve from the lawsuit. Sutter called 22 witnesses in its case – all of whom Class Counsel cross-examined. Six experts testified at trial. *Id.* ¶ 71. Dr. Chipty testified to her liability and damages opinions (asserting that the Class had incurred damages of approximately \$411 million between January 1, 2011 and March 31, 2020) and explained how the overcharges resulting from Sutter's conduct were passed on through higher premiums to Class Members. Sutter's experts opined that the Class was not injured by Sutter's

conduct and did not incur damages. *Id.* ¶ 72.

On March 11, 2022, the jury rendered a verdict in Sutter's favor. Final judgment was entered on March 29, 2022. *Id.* ¶ 74.

#### H. Appeal of Jury Verdict (2022-2024)

Plaintiffs appealed the Final Judgment and *in limine* and other rulings that precluded Plaintiffs from presenting any pre-2006 evidence at trial. Class Counsel argued that evidence of Health Plan negotiations before and after Sutter's systemwide contracting and anticompetitive contract terms had been forced on health plans supported their tying claims. Class Counsel argued that they were prejudiced at trial as the result of preclusion of this evidence. *Id.* ¶ 75.

Plaintiffs also appealed the Court's revision of CACI jury instructions on their course of conduct claim, arguing that instruction eliminated consideration of the history and purpose of Sutter's restraints. Lastly, Plaintiffs appealed the Court's Orders denying their request to define the "relevant purchaser" as the health plans and their motion for sanctions. *Id.* ¶ 76.

The appellate record consisted of 33 volumes of supporting materials culled from the 20 trial transcripts, 351 trial exhibits, and 1,500+ docket entries, including dozens of excluded documents, trial court transcripts and other materials. Class Counsel facilitated and coordinated efforts of several amici who filed *amicus curiae* briefs in support of the Class. *Id.* ¶ 77.

On August 24, 2023, the Ninth Circuit heard oral argument on the appeal. On June 4, 2024, the Ninth Circuit, in a 2-1 decision, reversed the jury verdict based on the revisions to the CACI jury instructions and preclusion of pre-2006 evidence. *Sidibe v. Sutter Health*, 103 F.4th 675 (9th Cir. 2024) (ECF No. 147-1). In a separate memorandum, the Ninth Circuit affirmed the Court's "relevant purchaser" instruction and its denial of Plaintiffs' motion for sanctions (ECF No. 148-1).

On July 18, 2024, Sutter filed a Petition for Rehearing and Rehearing *En Banc* in the Ninth Circuit (ECF No. 152). Class Counsel prepared an Answer to that Petition, but, ultimately, did not need to file it, as that Petition was denied on August 12, 2024 (ECF No. 153). The Ninth Circuit thereafter issued its mandate reversing and remanding on August 19, 2024 (ECF No. 154).

#### I. Re-Trial and Settlement (2024-2025)

Plaintiffs immediately sought to schedule a re-trial and began preparations for it. Kim Decl. ¶ 80. On November 6, 2024, the Court ordered a re-trial to commence on March 3, 2025 and the parties began preparing for the second trial. The parties made supplemental pretrial exchanges and met and conferred regarding the witnesses, exhibits, and testimony designations. They also subpoenaed and prepared witnesses for trial testimony. The parties appeared at several pre-trial hearings to argue new *in limine* motions and jury instructions and coordinate on logistics for trial. *Id*.

Class Counsel again spent many hours preparing direct and cross exams, preparing witnesses, creating demonstratives, making and opposing motions *in limine* and briefing verdict form and jury instruction issues. On February 27, 2025, after Class Counsel again reviewed scores of jury questionnaires, the parties conducted *voir dire* and selected a jury. They finalized trial logistics and prepared to give opening statements a few days later, on March 3, 2025. *Id.* ¶ 81.

Counsel facilitated and participated in settlement discussions throughout this litigation, including a formal mediation session and follow-up conversations from 2019 through 2021. *Id.* ¶ 82. In the lead up to the re-trial, the parties retained Gregory Lindstrom of Phillips ADR to mediate their dispute. They had numerous communications with Mr. Lindstrom and held an inperson mediation with him in January 2025. Counsel also participated in direct settlement communications. After the jury was selected, but the day before opening statements, the parties reached an agreement in principle to settle the matter for \$228.5 million. The parties informed the Court of their agreement and filed a notice of settlement on March 2, 2025. *Id.* 

Class Counsel and counsel for Sutter thereafter negotiated a settlement agreement over five weeks. These were arms-length negotiations involving multiple rounds of comments and back and forth regarding the terms of settlement. On April 24, 2025, the parties executed the settlement agreement. Class Counsel also prepared a plan of distribution in consultation with the claims administrator, JND. *Id.* ¶ 20. Plaintiffs submitted their motion for preliminary approval on April 25, 2025. The Court heard the motion and granted preliminary approval and a schedule through

the final approval hearing on May 22, 2025. Id. ¶ 21.

#### J. Class Counsel's Lodestar and Expense Reports

Throughout this case, Class Counsel worked diligently and efficiently to prosecute this matter. Unlike many antitrust class actions of this magnitude, they had no need of a leadership committee because only a handful of law firms were involved. CC, SCL, Farmer Brownstein, Steyer Lowenthal, The Mehdi Firm and The Manning Law Firm are each small law firms with only a few attorneys working on the case. Together, they ran a lean and collegial legal team. Virtually all the senior lawyers litigated this case since almost the very beginning. Kim Decl. ¶ 36. That continuity eliminated the waste and duplication caused by having new attorneys cycling through and billing hours to get up to speed and learn the case. CC, as Lead counsel, conducted regular team calls to coordinate and organize the workflow. *Id.* ¶ 6.

The Lodestar report of each firm is based upon contemporaneously maintained time records and tracks the attorney hours during this long-running case.<sup>2</sup> CC attorneys had the largest lodestar given their leadership of the strategy, briefing, expert work, appeals, and trial presentation since they joined the case in 2013. Mr. Cantor, is a seasoned healthcare antitrust litigator, and conducted both appellate oral arguments, as well as oral argument on virtually all dispositive motions. He led strategy throughout the litigation and was lead trial counsel. *Id.* ¶ 10. Ms. Kim is an experienced antitrust litigator with over 20 years of experience; she led all aspects of the litigation and oversaw much of the trial preparation. *Id.* ¶ 11.

CC provided much of the associate, staff attorney, paralegal and secretarial support in the case. CC's IT staff set up and hosted the discovery, review and trial preparation platforms that were utilized by the plaintiff team. CC's experienced electronic discovery personnel managed the

<sup>&</sup>lt;sup>2</sup> Each Class Counsel firm provides summary hour and lodestar information in declarations submitted herewith. *See* Kim Decl. for CC; Cantor Decl. for SCL; Declaration of David Brownstein ("Brownstein Decl.") for Farmer Brownstein Jaeger Goldstein Klein & Siegel LLP; Declaration of Azra Mehdi ("Medhi Decl.") for the Mehdi Firm; and Manning Decl. for Ms. Manning's time at Pearson Warshaw and The Manning Law Firm. Scott & Scott LLP, Schneider Wallace Cotrell Kim LLP, and Keller Grover LLP each also submitted declarations in support of

review of millions of documents and the preparation of deposition kits, exhibit lists and provided a full suite of litigation support. *Id.* ¶¶ 8, 20.

Importantly, over \$27.5 million of the \$28,132,680 of costs were borne by CC alone. *Id.* ¶ 22 & Ex. C. A large portion of those costs was for the significant economic expert work. *Id.* Reports of expert fees and expenses, broken out annually, track the work that Dr. Chipty, BRG, Matrix Economics, and Alix Partners did to support Dr. Chipty's opinions on 12 geographic markets, market power, market analysis, class certification, liability and damages and to respond to the opinions of Dr. Willig, Mr. Orszag and Dr. Gowrisankaran on these subjects. *Id.* Ex. D. Dr. Kizer and Mr. Axene also provided expert opinions and responsive expert materials and were compensated for their work. Discovery costs, including for depositions, transcripts and video, document database storage, and office services costs were borne predominantly by CC. All trial vendor and trial-related costs too were paid by CC. *Id.* ¶ 22-29 & Ex. C. Funding the costs of this massive litigation for 12.5 years was a huge and risky undertaking for a boutique firm like CC.

Mr. Cantor, after starting his own firm, SCL, in October 2024, continued to act as Lead Trial Counsel. See Cantor Decl. ¶ 8. The Mehdi Firm undertook the initial investigation and filed the original lawsuit, and Ms. Mehdi handled much of the defensive plaintiff discovery and participated in preparing plaintiffs for deposition and trial. See Mehdi Decl. ¶¶ 8-13. Farmer Brownstein participated in all aspects of the litigation and worked closely with the senior team on strategy, briefing, discovery and trial. Mr. Brownstein and Mr. Goldstein brought to the team their experience (predominantly on the defense side) in specialized areas of antitrust law, such as tying claims, as well as their wealth of complex litigation and class action experience. See Brownstein Decl. ¶¶ 2-12. Steyer Lowenthal brought its local expertise in class action and antitrust law and participated in discovery, briefing, legal research, strategy and trial. Mr. Steyer brought his trial expertise and Mr. Macrae was invaluable in supporting the briefing and many written submissions in the litigation. See Steyer Decl. ¶¶ 1-12. Ms. Manning handled Plaintiff defensive discovery, offensive discovery, and participated actively in trial preparation and trial for the first and second trials, including drafting trial documents, negotiating the admission of trial exhibits, and preparing

Class Representatives to testify. See Manning Decl. ¶¶ 5, 17.

Daily time and expense records for the 12 years of litigation are not being submitted due to their size but are available for review upon the Court's request. Class Counsel's lodestars are based upon historical rates charged at each firm and are broken out on an annual basis to enable more granular review. As evident from these reports and confirmed by Richard Pearl, a well-regarded fee expert, Class counsels' rates were consistently in line with historical market rates for antitrust litigators of their experience and skill. *See* Declaration of Richard M. Pearl in Support of Class Counsel's Motion for Attorneys' Fees, submitted herewith.

Had Class Counsel calculated lodestars based upon current rates, the total lodestar would be \$97,445,991. Kim Decl. ¶ 32 & Ex. E.

#### K. Class Representative Participation

Class representatives Djeneba Sidibe and Jerry Jankowski each participated in the litigation during its 12.5 years and diligently represented the interests of the Class. Class Representatives David Herman, Susan Hansen, Optimum Graphics, Inc., through Susan MacAusland, and Johnson Pool & Spa, through Tina Feeney, joined the case in September 2017, when the Fourth Amended Complaint was filed. Ms. Sidibe, Mr. Herman, and Ms. MacAusland testified in person at the first trial in 2022 and all class representatives, with the exception of Mr. Herman, due to health reasons, prepared to provide testimony at the second trial. In preparing for trial testimony, each plaintiff gave many hours of their time to refresh themselves regarding the facts surrounding their claims for relief.

Each Class Representative produced documents, responded to discovery requests and sat for deposition. And each, through Ms. Mehdi or Ms. Manning, kept abreast of major developments in the case. Each has provided a declaration submitted herewith that provides additional detail regarding their involvement and time devoted to maintaining this suit as plaintiffs and fulfilling their duties as class representatives.<sup>3</sup>

<sup>&</sup>lt;sup>3</sup> The declarations of Djeneba Sidibe, David Herman, Susan Hansen, Susan MacAusland, Jerry Jankowski and Tina Feeney are submitted herewith.

#### III. ARGUMENT

#### A. Legal Standard

Counsel who represent a class and produce a benefit for the class members are entitled to be compensated for their services. As the Supreme Court has held, "this Court has recognized consistently that a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole." *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980) ("*Boeing*"); *see also Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 393 (1970) ("*Mills*"). In *Blum v. Stenson*, 465 U.S. 886, 900 n.16 (1984), the U.S. Supreme Court recognized that, under the common fund doctrine, a reasonable fee may be based "on a percentage of the fund bestowed on the class." The purpose of this doctrine is that "those who benefit from the creation of the fund should share the wealth with the lawyers whose skill and effort helped create it." *In re Wash. Pub. Power Supply Sys. Sec. Litig.*, 19 F.3d 1291, 1300 (9th Cir. 1994) ("*WPPSS*").

This doctrine applies equally and specifically to antitrust litigation. The Supreme Court repeatedly has recognized the importance of private antitrust litigation as a necessary and desirable tool to ensure the effective enforcement of the antitrust laws. See, e.g., Pillsbury Co. v. Conboy, 459 U.S. 248, 262-63 (1983); Reiter v. Sonotone Corp., 442 U.S. 330, 331 (1979); State of Haw. v. Standard Oil Corp., 405 U.S. 251, 266 (1972). Substantial fee awards in successful cases encourage meritorious class actions and thereby promote private enforcement of, and compliance with, antitrust laws. Perma Life Mufflers, Inc. v. Int'l Parts Corp., 392 U.S. 134, 139 (1968) ("[T]he purposes of the antitrust laws are best served by ensuring that the private action will be an ever-present threat to deter anyone contemplating business behavior in violation of the antitrust laws.").

Courts in the Ninth Circuit regularly award fees as a percentage-of-the-recovery in common fund cases. Six (6) Mexican Workers v. Ariz. Citrus Growers, 904 F.2d 1301, 1311 (9th Cir. 1990). "Many courts and commentators have recognized that the percentage of the available fund analysis is the preferred approach in class action fee requests because it more closely aligns the interests of the counsel and the class, i.e., class counsel directly benefit from increasing the

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size of the class fund and working in the most efficient manner." *Khoja v. Orexigen Therapeutics, Inc.*, No. 15-cv-00540-JLS-AGS, 2021 WL 5632673, at \*8 (S.D. Cal. Nov. 30, 2021); *Aichele v. City of L.A.*, 2015 WL 5286028, at \*5 (C.D. Cal. Sept. 9, 2015).

Under the percentage-of-the-fund approach, the district court awards a percentage of the fund created by the attorneys' efforts as their reasonable attorneys' fee. *Stanger v. China Elec. Motor, Inc.*, 812 F.3d 734, 738 (9th Cir. 2016). The percentage-of-recovery for fee computation purposes is based on the total amount of that fund made available. *Boeing*, 444 U.S. at 479-80; *Williams v. MGM-Pathe Commc'ns Co.*, 129 F.3d 1026, 1027 (9th Cir. 1997). Ninth Circuit cases often treat 25% as a benchmark percentage. *See, e.g., In re Google Inc. Street View Elec. Commc'ns Litig.*, 21 F.4th 1102, 1120 (9th Cir. 2021).

However, "[a] one-third fee award is standard in complex antitrust cases[,]" such as this one. In re Flonase Antitrust Litig., 291 F.R.D. 93, 104 (E.D. Pa. 2013). Many courts, in this Circuit and others, provide for an upward departure due to the inherent complexity of the legal issues involved and the risk assumed by the attorneys involved in complex antitrust cases. See In re Capacitors Antitrust Litig., No. 3:17-md-02801-JD, 2023 WL 2396782 at \*1 (N.D. Cal. Mar. 6, 2023) (\$66,000,000 attorneys' fees award amounted to 40% of the Settlement Fund created by that round of settlements, and a cumulative 31% of the total settlements); In re Lidoderm Antitrust Litig., MDL No. 2521, 2018 WL 4620695, at \*\*1, 4 (N.D. Cal. Sept. 20, 2018) (awarding fees of \$34,916,000 and finding that "a fee award of one-third is within the range of awards in this Circuit."); Meijer, Inc. v. Abbott Lab'ys, No.: No C. 07-5985 CW, 2011 WL 13392313, at \*2 (N.D. Cal. Aug. 11, 2011) (awarding 33 1/3% of \$52,000,000 recovery); *In re Pork Antitrust Litig.*, No. 18-1776 (JRT/JFD), 2022 WL 4238416, at \*7 (D. Minn. Sept. 14, 2022) (awarding 33% of settlement fund as attorneys' fees in consumer indirect purchaser action); In re Keurig Green Mountain Single-Serve Coffee Antitrust Litig., 14-md-02542 (VSB), 2021 WL 2328431, at \*1 (S.D.N.Y. June 7, 2021) (awarding 33 1/3% of a \$31 million settlement fund as attorneys' fees in indirect purchaser action); In re Aggrenox Antitrust Litig., No. 3:14 MD 2516 (SRU), 2018 WL 10705542, at \*5 (D. Conn. July 19, 2018) (awarding 33 1/3% of a \$50 million settlement fund as

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attorneys' fees in indirect purchaser action); In re Polyurethane Foam Antitrust Litig., No. 1:10 MD 2196, 2015 WL 1639269, at \*7 (N.D. Ohio Feb. 26, 2015) (awarding 30% fee on \$147.8) million settlement fund); In re Linerboard Antitrust Litig., No. MDL 1261, Civ.A. 98–5055, 2004 WL 1221350 (E.D. Pa. June 2, 2004) (30% fee on \$202.5 million settlement fund); In re Buspirone Antitrust Litig., 2003 U.S. Dist. LEXIS 26538 (S.D.N.Y. Apr. 11, 2003) (33.3% fee of a \$220 million dollar fund); In re Vitamins Antitrust Litig., 2001 U.S. Dist. LEXIS 25067 (D.D.C. July 13, 2001) (34% fee on \$365 million settlement fund).

Other class actions in this district awarding 33% or more include *Koeppen v. Carvana*, LLC, No. 21-cv-01951-TSH, 2024 WL 3925703, at \*9-10 (N.D. Cal. Aug. 22, 2024) (awarding attorneys' fees of 35% of recovery); Suarez v. Bank of Am., Nat'l Ass'n, No. 18-cv-01202-LB, 2024 WL 150721, at \*2 (N.D. Cal. Jan. 11, 2024) (awarding one third of settlement amount) Roe v. SFBSC Mgmt., LLC, No. 14-cv-03616-LB, 2022 WL 17330847, at \*19 (N.D. Cal. Nov. 29, 2022); Nucci v. Rite Aid Corp., No. 19-CV-01434-LB, 2022 WL 1693711, at \*8 (N.D. Cal. May 26, 2022) (awarding 33% of settlement amount); see also In re Pac. Enters. Sec. Litig., 47 F.3d 373, 379 (9th Cir. 1995) (affirming award of 33%) Morris v. Lifescan, Inc., 54 F. App'x 663, 664 (9th Cir. 2003) (same).

#### В. The Requested 33% Fee Award Is Reasonable Under the Percentage-of-**Recovery Method**

Class Counsel's request of 33% of the gross settlement is more than reasonable given the magnitude, duration, complexity and risks of this litigation, as well as the substantial settlement achieved. In common fund cases, "[s]election of the benchmark or any other rate must be supported by findings that take into account all of the circumstances of the case." Vizcaino v. Microsoft Corp., 290 F.3d 1043, 1048 (9th Cir. 2002). Relevant circumstances of the case include the results counsel achieved for the class, the risk of litigation, counsel's performance, the contingent nature of the representation and the financial burden of the litigation. *Id.* at 1050-51; see also Stanger, 812 F.3d at 740.

#### 1. <u>Class Counsel Obtained Outstanding Relief for the Class</u>

The \$228.5 million cash Settlement provides the Class Members with significant relief. It provides them with approximately 56% of their \$411 million in single damages.<sup>4</sup> As the Court has observed, "the quality of relief to the class was extremely strong." Hr'g Tr. 5/22/2025 at 14:2-15:1. Particularly coming back from a jury verdict rendered against them in the first trial, and defeating multiple dispositive motions seeking to defeat Plaintiffs' claims, the amount and fact of the settlement is an outstanding result for the Class. Many class members, especially large employers like CalPERS, the University of California and the City and County of San Francisco stand to recover substantial damages. Others in the over three million member class will also recover from the Settlement Fund. None of these recoveries would have been possible without this litigation. The expense and magnitude of prosecuting the antitrust claims here would have made it highly improbable for any one Class Member to have obtained a similar recovery.

#### 2. There Were Many Risks in This Case

As outlined above, Class Counsel endured and overcame substantial risk in pursuing this litigation *Stanger*, 812 F.3d at 740 (including risk of litigation as a factor in determining whether the requested attorneys' fees are reasonable); *Koeppen*, 2024 WL 3925703, at \*12 ("the risk that further litigation might result in not recovering at all is a significant factor in the award of fees."); *Suarez*, 2024 WL 150721, at \*3 (Class Counsel "obtained excellent benefits for the class despite a vigorous and skillful defense, and there were significant risks involved with the litigation.) *In re Heritage Bond Litig.*, No. 02–ML–1475 DT, CV 01–5752 DT (RCX), 2005 WL 1594403, at \*20

<sup>&</sup>lt;sup>4</sup> This is a significantly higher percentage than other settlements the courts in this District readily approve. *See, e.g., Rodriguez v. W. Publ'g Corp.*, 563 F.3d 948, 954, 956 (9th Cir. 2009) (settlement of approximately 30% of the estimated single damages); *In re Lithium Ion Batteries Antitrust Litig.*, No. 4:13-md-02420-YGR (DMR), 2017 WL 1086331, at 4\* (N.D. Cal. Mar. 20, 2017) ("settlement represents 11.2% of the single damages attributable to Sony sales"); *In re Cathode Ray Tube (CRT) Antitrust Litig.*, No. 14-cv-2058 JST, 2017 WL 565003, at \*4, \*6 (N.D. Cal. Feb. 13, 2017) (settlement representing 24% of single damages); *Roe*, 2022 WL 17330847, at \*12 ("twelve percent of the best-case scenario is within the range courts approve."); *Reynolds v. Direct Flow Med., Inc.*, No. 17-cv-00204-KAW,2019 WL 4168959 \*3 (N.D. Cal. Sept. 3, 2019) (settlement representing 13% of plaintiffs' estimated damages).

(C.D. Cal. June 10, 2005) ("the novelty, difficulty and complexity of the issues involved are significant factors in determining a fee award.").

Antitrust cases typically are risky and high-stakes and this one was no different. The issues of market definition, market power, liability and damages were not easy to prove.

Plaintiffs' claims involved 12 geographic markets and the hotly contested issue of market power within each of those markets. The pervasiveness of Kaiser Permanente in Northern California posed a high degree of risk in proving Sutter's market power. Health care markets are inherently complex with its overlay of regulation and multi-tiered stages of distribution. The presence of managed care, added a layer in the chain of distribution that further complicated the analysis, as it is the health insurer who negotiates and pays providers for the care provisioned for its members.

Nonetheless, Class Counsel defeated summary judgment motions and moved the case to trial.

Class Counsel also faced the risk of the class not being certified. A premium-payor indirect purchaser class against a provider had never, before this case, been certified. Class counsel had to work through two rounds of class certification motion practice. Dr. Chipty performed two tranches of analyses in support of certification. The briefing was exhaustive and the amount of data analyzed massive. Thousands of attorney hours were expended on developing the predicate for class certification, the Rule 23 briefing, and the expert work in support.

Class Counsel was able to achieve a retrial when the Ninth Circuit reversed the Final Judgment. Convincing an appellate court to order retrial of a four-week jury trial, particularly an antitrust class action that resulted in a defense verdict, was no easy task. This was critical in this case, as the Class would have achieved no recovery had the verdict stood. Finally, the importance of that appellate ruling is demonstrated by the fact that Sutter agreed to settle on the eve of the second trial.

#### 3. The Skill Required and the Quality of the Work Justifies the Request

As noted above, this case involved factual investigation and research, complex and detailed analyses of antitrust law and economics, difficult and protracted discovery, a vast evidentiary record, two successful appeals, and a full jury trial, with a second one imminent at the

time of settlement. The settlement was hard-fought and negotiated against formidable and skilled opposing counsel at Jones Day. Both David Kiernan and Jeffrey LeVee, lead counsel for Sutter, are excellent antitrust attorneys who have led numerous successful defenses over their years of practice. Their co-counsel at Bartko Pavia (formerly Bartko Bunzel), were also highly skilled.

Courts also consider "the quality of opposing counsel as a measure of the skill required to litigate the case successfully." *In re Apple Inc. Device Performance Litig.*, No. 5:18-md-02827-EJD, 2023 WL 2090981, at \*14 (N.D. Cal. Feb. 17, 2023); *Heritage Bond*, 2005 WL 1594403, at \*20 (noting that quality of opposing counsel is important in evaluating the quality of plaintiff's counsel's work, and stating "[t]here is also no dispute that the plaintiffs in this litigation were opposed by highly skilled and respected counsel with well-deserved local and nationwide reputations for vigorous advocacy in the defense of their clients.") (internal quotations omitted).

Class Counsel are experienced antitrust and class action attorneys. Kim Decl. ¶¶ 5-22. The Court has witnessed the caliber of their written submissions, oral advocacy, and trial presentation. At the preliminary approval hearing, the Court commended both sides for their "extraordinary" representation. 5/22/25 Hr'g Tr. at 14:14-17. Such qualifications should also be taken into account when evaluating an appropriate fee award. See Fernandez v. CoreLogic Credco, LLC, No.: 20cv1262 JM (SBC), 2024 WL 3209391, at \*16 (S,D,. Cal. June 24, 2024) (approving a fee award based in part on the experience of counsel); see also In re Vitamins Antitrust Litig., No. 99-197 (TFH), MDL 1285, 2001 WL 34312839, at \*11 (D.D.C. July 16, 2001) ("The experience, skill and professionalism of counsel and the performance and quality of opposing counsel all weigh in favor of the requested fee.").

# 4. The Contingent Fee Nature of the Case and the Financial Burden Carried by Class Counsel

The contingent nature of Class Counsel's representation also supports their fee request.

Class Counsel took on this case and the out-of-pocket costs to prosecute it, with the understanding that they would be compensated only if they succeeded. CC alone bore the vast majority of the over \$28 million in expenses for many years and devoted enormous attorney and staff resources

throughout. The much smaller firms—including the Mehdi firm (one attorney), Steyer Lowenthal (twelve attorneys), and Farmer Brownstein (five attorneys)—devoted a disproportionate percentage of their firm's billable hours to this case for years without any compensation.

Courts have recognized the need to reward Class Counsel who accept a case on a contingent fee basis because of the risk of non-payment. It is an established practice in the private legal market to reward attorneys for taking the risk of non-payment by paying them a premium over their normal hourly rates for winning contingency cases. *See* Richard Posner, *Economic Analysis of Law* § 21.9, at 534-35 (3d ed. 1986). Here, Counsel's requested fees have a negative multiplier, and provide only 93% of their fees. If calculated at current rates, Class Counsel's requested fees provide only 77% of their fees. *See* Kim Decl. ¶ 32 & Ex. E.

The Court should not overlook the real risks that Class Counsel incur by accepting contingent fee cases, such as this one. Large-scale antitrust actions are, by their very nature, expensive and time-consuming. Any law firm undertaking a case such as this must inevitably be prepared to make a tremendous investment of time, energy, and resources. Class Counsel made this investment with the very real possibility of an unsuccessful outcome and no fee available. Indeed, that was exactly the result after the jury verdict.

Class Counsel prosecuted this case for 12.5 years before achieving the settlement. The fact that substantial financial burden was carried for such a long period, with no premium requested, supports the reasonableness of the requested fee request. See *Vizcaino*, 290 F.3d at 1050 ("These burdens [years of litigation, significant financial expense, foregoing other work] are relevant circumstances."); *Torrisi v. Tucson Elec. Power Co.*, 8 F.3d 1370, 1377 (9th Cir. 1993).

#### C. The Requested Fee Is Reasonable Under Lodestar Cross-Check

The Ninth Circuit has held that the lodestar method "provides a check on the reasonableness of the percentage award. Where such investment is minimal, as in the case of an early settlement, the lodestar calculation may convince a court that a lower percentage is reasonable. Similarly, the lodestar calculation can be helpful in suggesting a higher percentage when litigation has been protracted." *Vizcaino*, 290 F.3d at 1050. The 12.5 years of litigation here,

along with the fact that the 33% recovery results in total fees that are almost \$6 million less than Class Counsel's lodestar based upon historical rates (and \$22 million less based on current), demonstrates that the requested fee percentage is appropriate. "Using counsel's current rates to calculate the fee award is an appropriate mechanism to compensate counsel for the delay in receiving payment for their services." *Overbo v. Loews California Theatres, Inc.*, No. C 07-05368 MHP (LB), 2010 WL 11719051, at \*5 (N.D. Cal. Aug. 17, 2010) (Beeler, J.). Had Class Counsel calculated fees based upon current rates, as counsel in similarly protracted litigation have been awarded, the total lodestar would be significantly higher, and the shortfall even greater.

The lodestar method is a two-step process. The first step requires ascertaining the "lodestar" figure by multiplying the number of hours reasonably worked by the hourly rate of counsel. *Stanger*, 812 F.3d at 738. In the second step, a court adjusts the lodestar to account for, among other things, the risk of non-payment, the result achieved, the quality of representation, the complexity and magnitude of the litigation, and public policy considerations. *In re Fine Paper Antitrust Litig.*, 751 F.2d 562, 583 (3d Cir. 1984). To account for the foregoing factors, the court then applies an appropriate multiplier to the lodestar number.

The lodestar for the services performed by Class Counsel in this case results in a negative lodestar multiplier. Class Counsel expended a total of 132,739 hours litigating this case for a total lodestar of \$81,368,711. This lodestar is based on historical rates. Kim Decl. ¶ 21. Even so, the total lodestar is greater than the percentage fee award that Class Counsel requests. The requested fee of 33% of \$228,500,000 is \$75,405,000 which is approximately 92.8% of the lodestar. Had

<sup>&</sup>lt;sup>5</sup> Courts in the Ninth Circuit have consistently awarded attorneys' fees based on current rates to account for the delay in payment. *See, e.g., Downes v. Unum Life Ins. Co. of Am.*, No. 23-cv-01643-RS, 2024 WL 4876940, at \*2 (N.D. Cal. Nov. 22, 2024) *United States v. J-M Mfg. Co., Inc.*, No. EDCV 06-55-GW-PJWx, 2025 WL 1148344, at \*10 (C.D. Cal. Mar. 13, 2025) ("With this case nearing its second decade, there can be no honest assertion that historical rates without any adjustment to present value represents full compensation today for the work [] Counsel has successfully performed.").

<sup>&</sup>lt;sup>6</sup> In the *UEBT* action, class counsel was awarded attorneys' fees of \$152,375,000 which represented a positive multiplier of about 1.63 on their lodestar calculated at current rates.

current rates been used, the fee would be a substantially lower percentage of their lodestar. A negative lodestar multiplier supports the reasonableness of the percentage fee request. *Taylor v. Shutterfly, Inc.*, No. 5:18-CV-00266-BLF, 2021 WL 5810294, at \*9 (N.D. Cal. Dec. 7, 2021) ("The fact that Plaintiff's counsel are seeking substantially less in fees than they reasonably incurred further demonstrates the reasonableness of the fee award.").

Attorney's fees expert, Richard Pearl, has opined that the historical rates charged by Class Counsel were in line with the market and reasonable. Pearl Decl. ¶¶ 15-27. In short, the lodestar cross-check confirms that the 33% fee requested by Class Counsel is eminently reasonable.

#### D. The Expenses Are Reasonable and Should Be Reimbursed

Class Counsel also respectfully request that they be reimbursed for the litigation costs and expenses in the amount of \$28,132,680. Kim Decl. Ex. E. Under the common fund doctrine, Class Counsel are entitled to all reasonable out-of-pocket expenses and costs in prosecution of the claims and in obtaining a settlement. *See In re Apple Inc. Device Performance Litig.*, 50 F.4th 769, 786 (9th Cir. 2022). Over the many years of this litigation, Class Counsel incurred significant expenses, all of which would have been covered by a fee-for-service client in private litigation.

It is common and appropriate for Class Counsel to be reimbursed out of the common fund for all reasonable litigation expenses, including expenses for: experts and consultants, depositions and transcripts, travel, document production, legal research, printing and copying, and Class administration expenses, including the mailing of class notices. *See* H. Newberg, Attorney Fee Awards § 2.19 at 69 (1986); *Mills*, 396 U.S. at 391-92; *see also In re Media Vision Tech. Sec. Litig.*, 913 F. Supp. 1362, 1366 (N.D. Cal. 1996) ("Reasonable costs and expenses incurred by an

<sup>&</sup>lt;sup>7</sup> See also Schuchardt v. Law Office of Rory W. Clark, 314 F.R.D. 673, 690-91 (N.D. Cal. 2016) (holding fractional lodestar multiplier to be indication of reasonableness of fee request); *Johnson v. Triple Leaf Tea Inc.*, No. 3:14-cv-01570-MMC, 2015 WL 8943150 at \*6 (N.D. Cal. Nov. 16, 2015); *Lusby v. GameStop Inc.*, No. C12–03783 HRL, 2015 WL 1501095 at \*4 (N.D. Cal. Mar. 31, 2015); *Covillo v. Specialtys Café*, No. C–11–00594 DMR, 2014 WL 954516 at \*7 (N.D. Cal. Mar. 6, 2014) ("Plaintiffs' requested fee award is approximately 65% of the lodestar, which means that the requested fee award results in a so-called negative multiplier, suggesting that the percentage of the fund is reasonable and fair."); *Wehlage v. Evergreen at Arvin LLC*, No. 4:10–cv–05839–CW, 2012 WL 4755371, at \*1, (N.D. Cal. Oct. 4, 2012) (same); *Lymburner v. U.S. Fin. Funding, Inc.*, No. C–08–00325 EDL, 2012 WL 398816 at \*6 (N.D. Cal. Feb. 7, 2012) (same).

attorney who creates or preserves a common fund are reimbursed proportionately by those class members who benefit by the settlement."). Expenses are compensable in a common fund case if the expense is of the type typically billed by attorneys to paying clients in the marketplace. *See Harris v. Marhoefer*, 24 F.3d 16, 19 (9th Cir. 1994) (approving expenses normally charged to a fee-paying client); *Carlin v. DairyAmerica, Inc.*, 380 F. Supp. 3d 998, 1023-24 (E.D. Cal. 2019).

A large portion of the expenses incurred by CC went to economist expert fees in the amount of approximately \$18.5 million. To put this figure into context, Sutter expended over \$20 million on economist expert fees for Dr. Willig and Mr. Orzag and support from Compass Lexicon. *Id.* ¶ 25. There were three expert firms involved, Matrix Economics, BRG and Alix Partners. As described above, Dr. Chipty was supported by economists, healthcare data analysts and specialists across all three firms in producing her 11 expert reports, and providing many days of deposition and trial testimony. An annual accounting of economist expert expenses has been provided to allow for a careful review of the expert fees incurred. *Id.* Ex. D.

The other categories of expenses for which Class Counsel seek payment are also of the type routinely charged to paying clients. Details concerning the expenses incurred by each firm are listed in their accompanying declarations. Invoices and further detail regarding expenses are available for inspection upon the Court's request. Accordingly, it is respectfully requested that the out-of-pocket expenses of Class Counsel of \$28,132,680 be reimbursed. Again, for context, plaintiffs in the State Actions, which were filed after this case in 2014 and 2018 and settled before trial in 2019, were awarded over \$21 million in litigation expenses.

#### E. The Requested Service Awards are Reasonable and Should be Approved

Plaintiffs also request service awards of \$20,000 for the Class Representatives who testified at trial and \$15,000 for the Class Representatives who did not testify at trial. Class Representatives who did not testify at the first trial prepared to testify at the second. Given the extent of time and work that the Class Representatives have put into this case over the almost thirteen years it has been litigated, the requested awards are appropriate and well deserved.

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It is well-established in the Ninth Circuit that named plaintiffs in a class action are eligible for reasonable service awards. Stanton v. Boeing Co., 327 F.3d 938, 976-77 (9th Cir. 2003). Harris v. Vector Mktg. Corp., No. C-08-5198 EMC, 2012 WL 381202, at \*6 (N.D. Cal. Feb. 6, 2012). The requested awards are within the range of awards routinely granted in the Northern District. See, e.g., Bernstein v. Virgin Am, Inc., No. 15-cv-02277-JST, 2023 WL 7284158, at \*3-4 (N.D. Cal. Nov. 3, 2023) (approving service awards of \$25,000 and \$12,000); *Rabin v.* PricewaterhouseCoopers LLP, No. 16-cv-02276-JST, 2021 WL 837626 \*10 (N.D. Cal. Feb. 4, 2021) (approving a \$20,000 service award); In re Wells Fargo & Co. S'holder Derivative Litig., 445 F. Supp. 3d 508, 534 (N.D. Cal. 2020), aff'd, 845 F. App'x 563 (9th Cir. 2021) (granting \$25,000); Perez v. Rash Curtis & Assocs., No. 4:16-cv-03396-YGR, 2020 WL 1904533, at \*23 (N.D. Cal. Apr. 17, 2020) (awarding \$25,000); Vietnam Veterans of Am. v. Cent. Intel. Agency, No. 09-cv-00037-CW, 2018 WL 4827397, at \*1 (N.D. Cal. Oct. 4, 2018) (\$20,000 per representative); In re Nat'l Collegiate Athletic Ass'n Athletic Grant-in-Aid Cap Antitrust Litig., No. 4:14-md-2541 CW, 2017 WL 6040065, at \*11 (N.D. Cal. Dec. 6, 2017), aff'd, 768 F. App'x 651 (9th Cir. 2019) (granting \$20,000 per plaintiff).

#### **CONCLUSION** IV.

For the foregoing reasons, Class Counsel respectfully request that the Court grant their application for an award of attorneys' fees in the amount of \$75,405,000, reimbursement of litigation expenses in the amount of \$28,132,680, and the requested service awards for Class Representatives.

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1	Dated: July 29, 2025	
2	Respectfully submitted,	
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4	/s/ Jean Kim	
5	CONSTANTINE CANNON LLP JEAN KIM (pro hac vice)	SHINDER CANTOR LERNER LLP MATTHEW L. CANTOR (pro hac vice)
6	6 East 43rd Street New York, NY 10017	ELLISON A. SNIDER ( <i>pro hac vice</i> ) 14 Penn Plaza, Ste. 1900
7	(212) 350-2700 (212) 350-2701 (fax)	New York, NY 10122 (646) 960-8601
8	jkim@constantinecannon.com	matthew@scl-llp.com ellison@scl-llp.com
9	THE MEHDI FIRM, PC	emson@sci-np.com
10	AZRA Z. MEHDI (220406) 95 Third Street	JAMES J. KOVACS (pro hac vice) J. WYATT FORE (pro hac vice)
11	2nd Floor #9122	600 14th St NW, 5th Floor
	San Francisco, CA 94103	Washington DC 20005
12	(415) 293-0070 (415) 293-0070 (fax)	(646) 960-8601 james@scl-llp.com
13	azram@themehdifirm.com	wyatt@scl-llp.com
14	FARMER BROWNSTEIN JAEGER	STEYER LOWENTHAL
15	GOLDSTEIN KLEIN & SIEGEL LLP DAVID C. BROWNSTEIN (141929)	BOODROOKAS ALVAREZ & SMITH LLP
16	DAVID M. GOLDSTEIN (142334) 155 Montgomery Street, Suite 301	ALLAN STEYER (100318) D. SCOTT MACRAE (104663)
17	San Francisco, CA 94104	235 Pine Street, Fifteenth Floor
18	(415) 795-2050 (415) 520-5678 (fax)	San Francisco, CA 94104 (415) 421-3400
19	dbrownstein@fbjgk.com dgoldstein@fbjgk.com	(415) 421-2234 (fax) asteyer@steyerlaw.com
20		smacrae@steyerlaw.com
21	THE MANNING LAW FIRM JILL M. MANNING (178849)	
22	50 California St., Ste. 1500 San Francisco, CA 94111	
23	(415) 439-5393	
24	jill@manning-lawfirm.com	
25		
26	Counsel for Plaintiffs and the Class	
27		
28		26

1	CONSTANTINE CANNON LLP		TOR LERNER LLP
2	JEAN KIM ( <i>pro hac vice</i> ) 6 East 43rd Street, 26 <sup>th</sup> Floor	MATTHEW L. ( 14 Penn Plaza, S	CANTOR (pro hac vice)
2	New York, NY 10017	New York, NY 1	0122
3	(212) 350-2700 (212) 250-2701 (fax)	Telephone: 646-9	
4	(212) 350-2701 (fax) jkim@constantinecannon.com	matthew@scl-llp	5.COIII
5	Lead Counsel for Plaintiffs and the Class	ALVAREZ & SN	
6		ALLAN STEYE D. SCOTT MAC	CRÁE (104663)
	THE MEHDI FIRM	235 Pine Street, I San Francisco, C	
7	Azra Z. Mehdi (State Bar No. 220406) 95 Third Street	(415) 421-3400	
8	2 <sup>nd</sup> Floor, No. 9122	(415) 421-2234 ( asteyer@steyerla	tax)
9	San Francisco, CA 94103 Ph/Fax: (415) 294-0070	smacrae@steyerl	
	azram@themehdifirm.com		
10	Co-Lead Counsel for Plaintiffs and the Class		WNSTEIN JAEGER
11	,		LEIN & SIEGEL LLP WNSTEIN (141929)
12		DAVID M. GOL	DSTEIN (142334)
		155 Montgomery San Francisco, C	7 Street, Suite 301
13		(415) 795-2050	
14		(415) 520-5678 ( dbrownstein@fbj	fax)
15		dgoldstein@fbj-l	aw.com
13		Counsal for Plair	ntiffs and the Class
16		Counsel for 1 lair	uijs and the Ciass
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18	UNITED STATE	DISTRICT COU	JRT .
	NORTHERN DISTRICT OF CALIFORNIA		
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20	DJENEBA SIDIBE, JERRY JANKOWSKI, SU	AN   Case No. 3	3:12-cv-4854-LB
21	HANSEN, DAVID HERMAN, OPTIMUM GRAPHICS, INC., and JOHNSON POOL & SP	. on	
	Behalf of Themselves and All Others Similarly		ARATION OF JEAN KIM IN
22	Situated,		ORT OF CLASS COUNSEL'S
23	Plaintiffs,		ON FOR ATTORNEYS' FEES, S AND SERVICE AWARDS
24	vs.		
			November 6, 2025 9:30am
25	SUTTER HEALTH,		Hon. Laurel Beeler
26	Defendant.		
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I, Jean Kim, hereby declare as follows:

- 1. I am a partner at Constantine Cannon LLP, Lead Counsel for Plaintiffs and the Class in the above-captioned matter.
- 2. I am a member in good standing of the Bar of the State of New York and admitted to practice *pro hac vice* before this Court.
- 3. I have personal knowledge of the facts set forth in this Declaration and am fully familiar with the proceedings in this case.
- 4. I submit this Declaration in support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards, the supporting papers for which are submitted herewith.

#### **CONSTANTINE CANNON'S LODESTAR AND COSTS**

- 5. Constantine Cannon LLP ("CC) is a boutique law firm specializing in antitrust and complex litigation with offices in New York, Washington, D.C. and San Francisco. CC is renowned for its antitrust practice and expertise and has been involved in some of the largest antitrust settlements in U.S. history. Our firm resume and attorney bios are attached as **Exhibit A**.
- 6. Since joining in the representation of Plaintiffs as co-Lead Counsel in 2013, CC attorneys have lead all aspects of the litigation.
- 7. On August 3, 2020, CC was appointed Lead Class Counsel by the Court (ECF No. 831) and continued in that role through the proposed settlement reached on March 2, 2025.
- 8. CC's total lodestar is \$37,954,521 based on historical rates. CC has the highest lodestar by far across Class Counsel firms because CC attorneys and staff did the bulk of the work, over 70,000 hours, over the 12.5 years of this litigation. *See* CC Lodestar Report attached as **Exhibit B**. The CC Lodestar Report breaks out hours billed by CC attorneys and staff by year and by attorney/staff to allow for closer review. The hours track the work performed in accordance with the events described in the "Procedural Background" provided below.
- 9. CC joined this action as counsel for Plaintiffs in August 2013. CC agreed to lead this action given its expertise in antitrust law and health care. I and my then-partners, Matthew L.

Cantor and Axel Bernabe, entered appearances. While Mr. Bernabe departed CC soon thereafter, Mr. Cantor and I remained involved in the case. During the course of discovery, then-CC associates James Kovacs, Wyatt Fore, Rosa Morales and (later) Paulette Rodriguez were also staffed on the case. *Id.* CC staff attorneys Matthew Koenig and Deborah Givens were brought onto the case in 2017 and 2018, respectively, to manage electronic discovery and document review. *Id.* In the leadup to trial, CC partners Lloyd Constantine and Henry Su became involved to aid with pretrial work and trial.

- 10. Mr. Cantor lead the strategy, briefing, discovery, expert work, appeals, and trial presentation since he joined the case in 2013. *Id.* While Mr. Cantor departed CC in October 2024 with Mr. Kovacs and Mr. Fore and others to start his own firm, Shinder Cantor Lerner LLP ("SCL"), Mr. Cantor from 2013 to October 2024 lead the litigation and directed strategy as a CC partner. *Id.* He also was lead appellate counsel and handled oral argument for both appeals. He handled oral argument for virtually all dispositive motions and continued as lead trial counsel after opening his new firm. He was also involved in all settlement discussions and efforts.
- 11. I am an experienced antitrust litigator with over 20 years of experience. *See* Exhibit A, *J. Kim Bio*. As reflected in the CC Lodestar Report, I became increasingly involved in the case in 2017 with the onset of discovery and after Mr. Bernabe's departure, and continued in a leadership role for many years through the first trial and the settlement reached in March 2025. *See* Ex. B.
- 12. I oversaw many aspects of the day-to-day management of the litigation and supervised associates and staff attorneys. I was one of the lead examining attorneys for plaintiffs and took and defended dozens of depositions during discovery. I conducted the majority of meet and confers and negotiations with Sutter counsel regarding discovery and pretrial. I was also involved in drafting virtually all briefing and court submissions both at the district and appellate court level. I participated in virtually all strategy and other team meetings at all stages of the litigation.
  - 13. I participated in supporting and directing much of the expert work in the case and

discovery. I examined Sutter's expert healthcare economist Dr. Jonathan Skinner and industry expert Patrick Pilch in depositions, and cross-examined Mr. Pilch at trial. I deposed and cross-examined Dr. Isenberg, Sutter's Chief Medical Officer and corporate representative, at trial.

14. I conducted *voir dire* and played a lead role at the first trial. I had charge of several key witnesses for plaintiffs as well as cross examinations of defense witnesses. I also prepared for

supported our quality expert, Dr. Kenneth Kizer, and, with Mr. Cantor, our economist expert, Dr.

Tasneem Chipty. I examined Dr. Kizer at trial and prepared him for two depositions during expert

15. I participated in all settlement negotiations in the case and drafted the written submissions for Plaintiffs in advance of both formal mediations.

a substantial role for the second trial, conducted *voir dire* and oversaw all preparations for trial.

- 16. Lloyd Constantine is the founder of CC and a well-known and leading antitrust lawyer and authority. Prior to founding CC, he was the States' first representative on the FTC-DOJ-States Executive Working Group for Antitrust. He has also received a Career Achievement Award from the American Antitrust Institute and serves on its advisory board. Mr. Constantine was part of the trial team for the first and second trial, and was involved in all major settlement efforts during the litigation. He participated in high level strategy sessions particularly leading up to trial and in the appellate practice.
- 17. Mr. Kovacs and Mr. Fore worked on this case as CC associates and partners from 2017 to October 2024. *Id.* After their departure, they, like Mr. Cantor, worked for the five months prior to settlement as SCL partners. Mr. Kovacs took discovery, assisted with expert discovery and work, and handled many of the pretrial negotiations. He also had charge of several witnesses in the first trial. Mr. Fore too participated in discovery and assisted in briefing and many written submissions for court. He was on the trial team for the first trial and was prepared for the second.
- 18. Ms. Morales was the senior associate on the case for many years prior to her departure from CC in 2020. She was involved in the early investigation of Plaintiffs' claims, assisted in drafting, legal research, all manner of discovery, and meet and confers with Sutter

counsel. Ms. Rodriguez joined the CC team in 2020 and supported the pretrial work leading up to and through the 2022 trial.

- 19. Mr. Koenig and Ms. Givens provided support through all stages of the litigation and particularly in the leadup to trial. They managed the discovery and trial databases, all the exhibits, objections review, witness binders, and supported the many rounds of motion practice throughout the litigation. Mr. Koenig kept the legal team organized and on track with regular updates on the status of assignments and workflow.
- 20. As reflected in its lodestar report, CC provided much of the associate, staff attorney, paralegal and secretarial support in the case. *Id.* CC's IT staff set up and hosted the discovery, review and trial preparation platforms that were utilized by the plaintiff team. CC's experienced electronic discovery personnel managed the review of millions of documents and the preparation of deposition kits, exhibit lists and provided a full suite of litigation support.
- 21. CC and Class Counsel have not included in their lodestar reports the substantial time expended in preparing this fee and costs petition, final approval papers, or addressing questions from and facilitating the filing of claims of class members.
- 22. Of the \$28,132,680 in total costs, \$27,661,603 was borne by CC. Attached as **Exhibit C** is CC's Cost Report reflecting the costs incurred by CC during the 12.5 years of this litigation.
- 23. A large portion of the costs borne by CC was for the significant economic expert work that was conducted in the litigation. A report of expert fees and expenses, broken out annually, is attached as **Exhibit D**, and will allow the Court to track the work that Dr. Tasneem Chipty, BRG, Matrix Economics, and Alix Partners did to support Dr. Chipty's opinions on twelve geographic markets, market power, market analysis, class certification, liability and damages in accordance with the procedural history provided below. Dr. Chipty is an accomplished and well regarded econometrician and has worked for the FTC and state antitrust enforcement agencies to assess antitrust issues particularly in healthcare. Dr. Chipty alone produced eleven expert reports and gave testimony over many days of deposition and multiple

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trial days.

- 24. In determining her overcharge estimates, and coming to her liability and class opinions, Dr. Chipty and her team, analyzed a massive amount of transaction data, including:
  - Over 83 million claims and \$112 billion in paid amounts from Anthem claims data, from 2006 to 2017; and 275 million member-months of premium data from Anthem, from 2011 to Q1 2020.
  - Over 21 million claims and \$61 billion in paid amounts from Blue Shield claims data, from 2006 to 2017; and 196 million member-months of premium data from Blue Shield, from 2011 to Q1 2020.
  - Over 8 million claims and \$17 billion in allowed amounts from Health Net claims data, from 2006 to 2017; and 97 million member-months of premium data from Health Net, from 2011 to 2020.
  - Over 19 million claims and \$38 billion in allowed amounts from United claims data, from 2006 to 2017; and 63 million member-months of premium data from United, from 2011 to Q1 2020.
  - Over 9 million claims and \$26 billion in paid amounts from Aetna claims data, from 2006 to 2017; and 3 million member-months of premium data from Aetna, from 2011 to Q1 2020.

This was rigorous and time-consuming expert work with data that is notoriously difficult to clean, organize and analyze. Economist and damage expert costs typically are paid for by fee-for-service clients in private antitrust litigation.

- 25. For a point of comparison, attached are invoices of Compass Lexecon, who supported Sutter's economist experts, Dr. Willig and Mr. Orzag. Even without counting Sutter's third economist expert, Dr. Gowrisankaran, Sutter expended approximately \$20 million on Dr. Willig and Mr. Orzag and their team at Compass Lexecon. *See*, TX4811-TX4814.
- 26. Dr. Kizer, the former Undersecretary of Health under President Clinton and Plaintiffs' quality expert, provided his opinions, including by testifying at trial, regarding hospital quality and related issues and was compensated for his work. David Axene, an actuarial expert,

also provided his opinions, including by testifying at trial, regarding premium construction and the
pass through of hospital expenses to premiums and was compensated for his work. CC also
retained non-testifying experts and consultants, including jury and appellate practice consultants in
the course of the litigation. Id. Industry and other relevant expert and consultant costs also are
paid for by fee-for-service clients in private litigation.

- 27. Discovery costs, including for depositions, transcripts and video, document database storage, document review and office services costs were borne predominantly by CC. *Id.*
- 28. Depositions were conducted all over the country including California, New York, Washington, D.C., Massachusetts, Colorado, Ohio, Wisconsin, Washington, Utah and Texas, and CC incurred related travel and lodging costs. *Id*.
- 29. CC bore virtually all trial vendor and trial-related costs, including for jury consultants, trial graphics specialists, trial IT vendors, equipment costs and for lodging and meals for the trial team.
- 30. Managing the costs of this massive litigation was a huge undertaking and investment by a boutique firm like CC. And all efforts were made to be efficient and achieve cost-savings particularly as CC had no guarantee that it would recover these expenses. All these costs are typically paid for by fee-for-service clients in private litigation.
- 31. CC also paid for the substantial costs (\$2.4 million) associated with effectuating Notice of Pendency to the over three million class members in early 2021. *Id*.
- 32. Finally, attached as **Exhibit E** is a chart reflecting the lodestar and costs incurred by each Class Counsel firm, and aggregating these amounts to reach the total Class Counsel lodestar figure of \$81,368,771. Total costs incurred amount to \$28,132,680. At current 2025 rates, the total lodestar would be \$97,445,991, and over \$22 million more than the requested \$75.4 million.

### PROCEDURAL BACKGROUND

### A. The Pleading Stage (2012-2016)

33. Plaintiffs filed their first complaint in this action on September 17, 2012. They alleged that Defendant Sutter Health ("Sutter"), a Northern California hospital system, had

engaged in anticompetitive conduct in violation of state and federal antitrust laws and California's Unfair Competition Law. At that time, Azra Mehdi, of the Mehdi Firm, PC, was sole counsel for Plaintiffs. Plaintiffs amended their complaint as of right on December 10, 2012.

- 34. Sutter moved to dismiss the First Amended Complaint and the parties litigated that motion from January to June of 2013. On June 3, 2013, the Court ruled that Plaintiffs had standing but dismissed the complaint for failure to allege relevant product and geographic markets, allowing leave to replead (ECF No. 34).
  - 35. Plaintiffs filed their Second Amended Complaint on July 1, 2013.
- 36. In August 2013, CC joined the action as co-Lead Counsel for Plaintiffs. In September 2013, the law firms of Steyer Lowenthal Boodrookas Alvarez & Smith LLP ("Steyer Lowenthal") and Farmer Brownstein Jaeger LLP ("Farmer Brownstein") joined the action as counsel for Plaintiffs. Allan Steyer and D. Scott Macrae, of Steyer Lowenthal, and David Brownstein of Farmer Brownstein entered appearances. Other counsel from all these firms later entered appearances on behalf of Plaintiffs.
- 37. On August 2, 2013, Sutter filed a Motion to Dismiss the Second Amended Complaint. The parties litigated that motion from August through November 2013. On November 7, 2013, the Court granted Sutter's Motion to Dismiss the Second Amended Complaint for failure to allege harm in the tied market as it related to Plaintiffs' tying claim and failure to allege market power and in the relevant geographic market for Plaintiffs' monopolization and attempted monopolization claims (ECF No. 64).
- 38. On December 9, 2013, Plaintiffs filed the Third Amended Complaint the first filed by CC alleging that Sutter had engaged in *per se* illegal tying arrangements and an anticompetitive course of conduct that violated federal and state antitrust laws. Plaintiffs alleged tying and tied markets for Sutter's sale of inpatient hospital services to commercial insurers in several hospital services areas based on the Dartmouth Atlas of Health Care, an industry authority. Plaintiffs brought the action on behalf of a putative class of indirect purchasers who had enrolled in fully-insured commercial health plans and alleged that they had been overcharged for their

health insurance premiums as a result of Sutter's alleged anticompetitive conduct. The Third Amended Complaint sought treble damages, restitution, and injunctive relief.

- 39. On January 8, 2014, Sutter moved to dismiss the Third Amended Complaint. After briefing and oral argument, on June 20, 2014, the Court dismissed the Third Amended Complaint with prejudice, holding that Plaintiffs had failed to allege relevant geographic markets (ECF No. 83). The Court then entered a Final Judgment on behalf of Sutter (ECF No. 84).
- 40. On June 27, 2014, Plaintiffs filed a Notice of Appeal to the Ninth Circuit Court of Appeals. The parties then litigated Plaintiffs' appeal from December 2014 through July 2016.
- 41. On July 15, 2016, after the panel heard oral argument on the appeal, the Ninth Circuit reversed the Court's dismissal, finding that Plaintiffs' market definition allegations were sufficient, and remanded for further proceedings (ECF No. 57-1).

### B. Fact And Expert Discovery (2016-2021)

- 42. Upon remand, the parties commenced six years of extensive discovery. While the parties litigated Sutter's motions to dismiss and the appeal of the Court's dismissal, a different group of plaintiffs on April 7, 2014, filed a complaint on behalf of a putative class of direct purchasers in California Superior Court challenging similar conduct challenged here. *UFCW & Employers Benefit Trust v. Sutter Health*, CGC-14-538451 (Cal. Super. Ct. S.F. *filed* April 7, 2014) (the "*UEBT*" action).
- 43. The *UEBT* action had entered the discovery phase by the time this case was remanded. Given the similarity of the facts and claims between the cases, discovery was consolidated and coordinated. On March 29, 2018, the California Attorney General sued Sutter in California Superior Court, also based upon conduct similar to that at issue here, alleging violations of antitrust law. *California ex rel. Xavier Becerra v. Sutter Health*, CGC-18-565398 (Cal. Super. Ct. S.F. *filed* March 29, 2018) (the "AG" action, and together with *UEBT*, the "State Actions"). Thereafter, discovery was coordinated across all three actions.
- 44. Despite discovery having been coordinated across this and the State Actions, there were issues unique to this case that required extensive additional discovery. The State Actions

involved a direct purchaser class whereas this action involved an indirect purchaser class. An indirect premium payer class had not been certified prior to this case, and broadened the discovery required and increased the complexity of disputed issues. For instance, Plaintiffs here had to prove common impact and pass-through to the premium payers. This required extensive discovery of transactional data that was not required in the State Actions. Plaintiffs market allegations (of 12 geographic markets) also required different and more extensive discovery than the State Actions.

- 45. Plaintiffs propounded and responded to significant discovery that ran from 2016 through 2021. Over 2.5 million documents (over 17 million pages) were produced by the parties and non-party health plans and other third parties. Much of the discovery sought, including paid claims and premium data required to analyze liability and damages, was from non-party health plans who negotiated with Sutter for the provision of inpatient hospital services. Negotiating and obtaining discovery from each of the five major health insurers in California Anthem Blue Cross, Blue Shield, United Healthcare, Health Net and Aetna (the "Health Plans") consumed many Class Counsel hours.
- 46. To review the substantial discovery produced by Sutter and the Health Plans, Plaintiffs retained additional law firms, including Keller Grover, Schneider Wallace and Scott & Scott for document review. CC, Steyer Lowenthal and Farmer Brownstein led discovery efforts and oversaw the review of millions of documents.
- 47. In order to "clean" and prepare the massive amount of paid claims and premium data for analysis, Plaintiffs also retained economists and health care data analysists from Berkeley Research Group ("BRG"). This was a huge and expensive undertaking given the size and nature of the data sets from each of the five Health Plans.
- 48. The parties conducted 155 depositions of fact witnesses, the vast majority in-person, many of them multi-day, amounting to 223 deposition days. Because discovery was coordinated across this and the State Actions, counsel from all three actions participated in most depositions; this resulted in many depositions being multi-day. For instance, Melissa Brendt, Sutter's lead

contracting executive, was deposed for a total of 10 days.

- 49. The parties also engaged in substantial expert work and expert discovery. Plaintiffs retained three experts: 1) Dr. Tasneem Chipty, an esteemed Ph.D. economist who has testified on behalf of the United States in health care antitrust matters and who, in this case, opined on the issues of class certification, relevant markets, liability, antitrust impact, and damages; 2) Dr. Kenneth Kizer, a former Undersecretary of the U.S. Department of Health and Human Services, who served as Plaintiffs' health care industry expert, opining on hospital quality and competition, integration of care and industry background; and 3) Mr. David Axene, a health care actuarial expert with over 50 years of experience in California, who opined on premium construction, an actuarial approach to tracing the impact of alleged overcharges through to health insurance premiums, and other issues relevant to class certification and impact. Plaintiffs' counsel worked with each of these experts in preparing their reports: Dr. Chipty issued eleven different expert reports. Plaintiffs' counsel also prepared these experts for deposition and defended those depositions: Dr. Chipty was deposed over five different days.
- 50. Sutter retained seven experts: 1) Dr. Robert Willig, Ph.D., an economist on the Princeton University faculty who previously served as the head of the economics bureau of the Antitrust Division of the U.S. Department of Justice; 2) Dr. Gautam Gowrisankaran, Ph.D., an economist on the Columbia University faculty; 3) Jonathan Orzag, an economist who founded Compass Lexecon; 4) Dr. Jonathan Skinner, Ph.D., a health care economist; 5) Patrick Pilch, a health care industry expert; 6) Shannon Keller, a health care actuarial expert; and 7) Patrick Travis, a health care industry executive with expertise in purchasing and pricing of health insurance. Plaintiffs' counsel reviewed and analyzed all the reports prepared by these experts Willig and Orszag produced 9 reports alone and prepared for and took depositions of the defense experts.
- 51. Plaintiffs' experts, with Plaintiffs' counsel assistance, produced 14 expert reports and Sutter's produced 23 reports. In total, Plaintiffs' counsel defended or took 28 days of expert deposition testimony.

### C. Class Certification (2018-2020)

- 52. Class Counsel mounted two substantial class certification motions between 2018 and 2020. Plaintiffs moved to certify an indirect purchaser class of premium payers on July 27, 2018. Thereafter, the Court issued its opinion certifying a Federal Rule of Civil Procedure 23(b)(2) injunctive class only on October 18, 2019. The Court denied the motion with respect to a Rule 23(b)(3) damages class, concluding that Dr. Chipty's analysis was insufficient to show antitrust injury and damages on a class-wide basis.
- 53. Plaintiffs moved again to certify a Rule 23(b)(3) damages class on January 27, 2020. Dr. Chipty expanded her analysis to include data from all five Health Plans, specified regression analyses based upon Center for Medicare and Medicaid Services (CMS) data, and used other available data that supported her opinions on class-wide injury and damages. Her second round of expert analysis on class issues was also heavily supported by Class Counsel both in the briefing and in developing a rigorous analysis that would support certification of the indirect premium payer class. On July 30, 2020, the Court granted Plaintiffs' motion and certified a Rule 23(b)(3) class of premium payers.
- 54. On August 3, 2020, the Court appointed CC as Lead Class Counsel and The Mehdi Firm as Co-Lead Class Counsel.
- 55. Upon certification, Class Counsel received proposals from and vetted claims administrators to prepare and send notice to the Class. Plaintiffs retained JND Legal Administration based on its experience, reputation, and the strength of its proposal. I worked with JND on a proposed notice plan and supporting papers and submitted them for the Court's consideration on September 17, 2020. The Court issued an Order approving Plaintiffs' Notice Plan on November 5, 2020. (ECF No. 901).
- 56. Thereafter, Plaintiffs' counsel worked with JND to effectuate notice between November 2020 and March 2021. Notice was provided to class members via mail, email, and print and digital publication. The deadline to opt out of the Class was March 8, 2021.

### D. Summary Judgment (2017-2019; 2020-2021)

57. On October 5, 2017, Sutter moved for early summary judgment, claiming that

Plaintiffs lacked sufficient evidence to prove their alleged relevant geographic markets for inpatient hospital services.

- 58. The parties submitted substantial expert reports and conducted expert discovery of Dr. Chipty's and Dr. Gowrisankaran's geographic market opinions. Dr. Chipty's analysis supported Plaintiffs' market definition allegations for 11 out of the 12 geographic markets alleged for inpatient hospital services in Northern California. Market definition is a costly and expert-heavy exercise in antitrust litigation. Market definition often involves questions of fact but is often the subject of summary judgment motion practice in antitrust cases. In a typical antitrust case, one or two markets may be contested. Here, Plaintiffs had the heavy burden of supporting the market definition for twelve geographic markets.
- 59. Briefing submitted in connection with summary judgment, and for motions to exclude both Dr. Chipty and Dr. Gowrisankaran was voluminous. Class Counsel mined the discovery record to identify numerous issues of fact and hone their legal arguments. On April 12, 2019, the Court, in a 70-page opinion, denied Sutter's motion for summary judgment with respect to eleven of Plaintiffs' twelve alleged geographic markets and granted Sutter's motion with respect to the Davis market. (ECF No. 673). The Court's decision left for trial the factual disputes regarding the scope of the alleged relevant markets. The relevant product market was also hotly disputed, particularly on the issue of whether or not Kaiser Permanente was included, and the parties litigated that dispute too through to trial.
- 60. After the end of fact discovery, on July 27, 2020, Plaintiffs moved for partial summary judgment on the distinct products element of their tying claim. On October 23, 2020, the Court granted that motion.
- 61. On August 22, 2020, Sutter moved for summary judgment on several potentially dispositive issues, including whether Sutter's contracting practices constituted tying arrangements. On March 9, 2021, the Court, (after the opt-out period for Class Members expired), denied Sutter's motion aimed at Plaintiffs' *per se* and rule of reason tying claims and their course of conduct claim. (ECF No. 962). The Court granted Sutter's motion with regard to Plaintiffs'

Sherman Act Section 2 claims and damages claims from 2008 to 2010, reducing potential damages by tens of millions of dollars. The summary judgment motions involved exhaustive briefing, hundreds of exhibits, and substantial expert declarations.

### E. Settlement in the State Actions (2019-2020)

- 62. In late 2019, Sutter settled with the AG and *UEBT* plaintiffs in the State Actions for monetary relief and significant injunctive relief relating to Sutter's contracting practices with insurers. Order, *UFCW & Emp'rs Benefit Trust et al. v. Sutter Health* (Cal Sup. Ct. Sept. 13, 2019). The injunctive relief benefitted the Class here. It included, among other things, terms that prohibit and permit certain conduct related to Sutter's contracting practices with insurance companies concerning network participation, steering, tiering, out-of-network pricing, and availability of pricing information. The injunction also appointed a monitor to ensure Sutter's compliance.
- 63. The release in the settlement agreement in the State Actions explicitly carved out the claims in this matter. *Id.* at 10 ("For the avoidance of doubt, this Agreement shall not be construed to release claims to recover damages in the form of premium overcharges as of October 15, 2019 sought in *Sidibe, et al. v. Sutter Health*, Case No3:12-cv-4854-LB, pending in the Northern District of California ("Sidibe Action")."). Class Counsel had worked closely and productively with the AG and *UEBT* plaintiffs' counsel throughout the litigation through the settlement of those actions that work benefitted the prosecution of the UEBT and AG actions.

### F. Pretrial Work (2021-2022)

- 64. Due to delays caused by the COVID-19 pandemic and witness availability, the parties prepared for the first trial three separate times.
- 65. Trial was scheduled to commence on October 4, 2021. Starting in January 2021, the parties began working diligently to prepare exhibit lists, trial witness lists, and designations of deposition testimony. The parties exchanged those materials and held extensive meet and confers for months regarding exhibits and deposition designations. Collectively, there were thousands of exhibits on the parties' exhibit lists and many hours of deposition designations.

- 66. Class Counsel spent numerous hours reviewing the massive discovery record to identify relevant testimony and exhibits for trial. They then worked over many weeks asserting objections to Sutter's thousands of proposed exhibits and responding to objections to Plaintiffs'. Counsel spent many hours preparing for and meeting and conferring with Sutter's counsel regarding exhibits, witness lists and other pretrial issues. Class Counsel also took several trial depositions of witnesses identified by Sutter who previously had not been deposed.
- 67. The parties also prepared and submitted thirteen *in limine* and additional *Daubert* motions to exclude expert evidence under Fed. R. Evid. 702. The Court heard oral argument on all motions *in limine* on August 19, 2021. On August 30, 2021, the Court issued a pretrial order denying all seven of Plaintiffs' *in limine* motions and granting all six of Sutter's *in limine* motions. The order precluded Plaintiffs from offering any evidence from the period before January 1, 2006, unless the Court ordered otherwise. In response, Plaintiffs made an offer of proof relating to 23 pieces of evidence. That Offer of Proof was denied as to all 23 pieces of evidence. The Court also largely denied the parties' Rule 702 motions.
- 68. On September 23, 2021, the Court continued the October 4, 2021 trial date until January 6, 2022. On December 16, 2021, after Plaintiffs' counsel reviewed scores of completed jury questionnaires, the parties conducted *voir dire* and selected a jury. But on January 5, 2022, the day before trial was scheduled to commence, the Northern District suspended all jury trials due to the outbreak of another strain of COVID. Trial was rescheduled to commence on February 10, 2022. After Plaintiffs' counsel again reviewed scores of jury questionnaires, the parties conducted *voir dire* and selected a jury on February 9, 2022.

### G. <u>Jury Trial (2022)</u>

- 69. From February 10, 2022 to March 11, 2022, the Court conducted a four-week trial. Class Counsel spent hundreds of hours preparing Plaintiffs' witnesses for trial, including Plaintiffs' experts. Class Counsel also spent hundreds of hours preparing cross-examinations for numerous witnesses that Sutter would eventually call and a number that Sutter did not.
  - 70. During 19 full trial days, over four weeks, Class Counsel examined and elicited

testimony from 50 witnesses, including six expert witnesses. Three hundred and fifty-one exhibits were entered into evidence.

- 71. Class Counsel secured the testimony from non-party health plan witnesses regarding Sutter's contracting practices and the impact of Sutter's conduct on premiums. Three of the six Class Representatives (Djeneba Sidibe, David Herman and Susan MacAusland for Optimum Graphics, Inc.) testified on behalf of the Class regarding their premium payments and the relief they hoped to achieve from the lawsuit. Sutter called 22 witnesses in its case all of whom were cross-examined by Class Counsel. Six experts testified at trial.
- 72. Dr. Chipty testified to her liability and damages opinions (asserting that the Class had incurred damages of approximately \$411 million between January 1, 2011 and March 31, 2020) and explained how the overcharges resulting from Sutter's conduct were passed on through higher premiums to class members. Sutter's experts testified as to their opinions on liability and damages, claiming that the Class was not injured by Sutter's conduct and did not incur damages.
- 73. Evidentiary disputes arose daily during trial, with nightly meet-and-confer sessions, briefing, and motion practice before the Court. On March 4, 2022, a charging conference was held, during which the parties' counsel argued disputed jury instructions.
- 74. On March 11, 2022, the jury rendered a verdict in Sutter's favor. Final judgment was entered on March 29, 2022.

### H. Appeal of Jury Verdict (2022-2024)

- 75. Plaintiffs appealed the Final Judgment and *in limine* and other rulings that precluded Plaintiffs from presenting any pre-2006 evidence at trial. Class Counsel argued that evidence of health plan negotiations before and after Sutter's systemwide contracting and anticompetitive contract terms had been forced on health plans supported their tying claims. Class Counsel argued that they were prejudiced at trial as the result of preclusion of this evidence.
- 76. Plaintiffs also appealed the Court's revision of CACI jury instructions on their course of conduct claim, arguing that instruction eliminated consideration of the history and purpose of Sutter's restraints. Lastly, Plaintiffs appealed the Court's Orders denying their request

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to define the "relevant purchaser" as the health plans and their motion for sanctions.

- 77. The appellate record consisted of 33 volumes of supporting materials culled from the 20 trial transcripts, 351 trial exhibits, and 1500+ docket entries, including dozens of excluded documents, trial court transcripts and other materials. Class Counsel facilitated and coordinated efforts of several amici who filed *amicus curiae* briefs in support of the Class.
- 78. On August 24, 2023, the Ninth Circuit heard oral argument on the appeal. On June 4, 2024, the Ninth Circuit, in a 2-1 decision, reversed the jury verdict based on the revisions to the CACI jury instructions and preclusion of pre-2006 evidence. *Sidibe v. Sutter Health*, 103 F.4<sup>th</sup> 675 (9<sup>th</sup> Cir. 2024) (ECF No. 147-1). In a separate memorandum, the Ninth Circuit affirmed the Court's "relevant purchaser" instruction and its denial of Plaintiffs' motion for sanctions (ECF No. 148-1).
- 79. On July 18, 2024, Sutter filed a Petition for Rehearing and Rehearing *En Banc* in the Ninth Circuit (ECF No. 152). Plaintiffs' counsel prepared an Answer to that Petition, but, ultimately, did not need to file it, as that Petition was denied on August 12, 2024 (ECF No. 153). The Ninth Circuit thereafter issued its mandate reversing and remanding on August 19, 2024 (ECF No. 154).

### I. Re-Trial and Settlement (2024-2025)

- 80. Plaintiffs promptly sought to schedule a re-trial and began preparations for it. On November 6, 2024, the Court ordered a re-trial to commence on March 3, 2025. Following that order, the parties prepared for the second trial. The parties made supplemental pretrial exchanges and met and conferred regarding the witnesses, exhibits, and testimony designations. They also subpoenaed and prepared witnesses for trial testimony. The parties appeared at several pre-trial hearings to argue new *in limine* motions and jury instructions and coordinate on logistics for trial.
- 81. Class Counsel again spent many hours preparing direct and cross exams, preparing witnesses, creating demonstratives, making and opposing motions *in limine* and briefing jury instruction issues. On February 27, 2025, after Class Counsel again reviewed scores of jury

questionnaires, the parties conducted voir dire and selected a jury for the re-trial. They finalized trial logistics and prepared to give opening statements a few days later, on March 3, 2025.

- 82. Counsel facilitated and participated in settlement discussions throughout this litigation, including a formal mediation session and follow-up conversations from 2019 through 2021. In the lead up to the re-trial, the parties retained Gregory Lindstrom of Phillips ADR to mediate their dispute. They had numerous communications with Mr. Lindstrom and held an inperson mediation with him in January 2025. Counsel also participated in direct settlement communications. After the jury was selected, but before opening statements, the parties reached an agreement in principle to settle the matter for \$228.5 million. The parties informed the Court of their agreement and filed a notice of settlement on March 2, 2025.
- 83. Class Counsel and counsel for Sutter thereafter negotiated a settlement agreement over five weeks. These were arms-length negotiations involving multiple rounds of comments and back and forth regarding the terms of settlement. On April 24, 2025, the parties executed the settlement agreement (the "Settlement Agreement"). Class Counsel also prepared a plan of distribution in consultation with the claims administrator, JND.
- 84. On April 25, 2025, Class Counsel filed Plaintiffs' motion for preliminary approval of settlement, plan of notice and plan of allocation. The Court heard the motion on May 22, 2025 and issued an Order granting preliminary approval and setting the schedule through the hearing for final approval that same day (ECF No. 1750).

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Dated: July 29, 2025

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Respectfully submitted,

CONSTANTINE CANNON LLP

/s/ Jean Kim Jean Kim

Lead Class Counsel

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# **EXHIBIT A**



# CONSTANTINE

**CANNON** 

Firm Profile





# About the Firm

Constantine Cannon is a preeminent antitrust law firm with a deep roster of seasoned attorneys and a history of record-setting results on behalf of clients around the globe. Founded in 1994, as the nation's first full-service antitrust boutique, the firm has been lead counsel in many of the most important antitrust cases of the past 30 years, and by 2010 was responsible for two of the three largest antitrust settlements in U.S. history. Constantine Cannon is also home to one of the leading whistleblower practices in the United States, as well as a complex commercial litigation practice.

### **Antitrust**

Constantine Cannon's global reputation has been forged through decades of success in highprofile antitrust cases. Known for its record-breaking accomplishments on behalf of plaintiffs, the firm represents both plaintiffs and defendants — in Fortune 500 companies, small, familyowned businesses, nonprofit organizations and individuals — in all aspects of antitrust and competition-related litigation and counseling. Constantine Cannon's antitrust practice is internationally recognized in multiple industries, including payments systems, fintech, healthcare, government contracting, pharmaceuticals, education, securities, telecommunications, transportation and insurance.

In addition to Constantine Cannon's litigation prowess, the firm advises clients on antitrust issues related to innovative business practices; enforcement matters; agency investigations and business reviews; litigation risk assessment; merger defense and analysis; competitor collaborations; and investigations into alleged antitrust violations.

### **OFFICES**

### **NEW YORK**

230 Park Avenue 17th Floor New York, NY 10169 T: 212.350.2700 F: 212.350.2701

### WASHINGTON D.C.

1001 Pennsylvania Ave NW Suite 1300N Washington, DC 20004 T: 202.204.3500 F: 202.204.3501

### SAN FRANCISCO

50 California Street **Suite 1500** San Francisco, CA 94111 T: 415.639.4001 F: 415.639.4002

## **Notable Antitrust Cases**

### In re Visa Check/MasterMoney Antitrust Litigation

Constantine Cannon secured a \$3.4 billion cash settlement and an injunction the court valued at upwards of \$87 billion, in a case led by Walmart and other large retailers for a certified class of five million retailers forced to accept Visa/Mastercard debit transactions at supra-competitive prices.

The district and circuit courts stated:

"The compensatory relief, by itself constitutes the largest settlement ever approved by a federal court. The injunctive relief will result in future savings to the Class valued . . . to \$87 billion or more. [Constantine Cannon] is a premier plaintiffs litigation firm. . . its work is uniformly excellent, and thus it is no surprise it has led the efforts that has produced the largest antitrust settlement ever.

[Visa Check was] "A clash of commercial titans... involving almost every U.S. Bank and more than five million U.S. merchants... the government piggybacked off of plaintiffs' counsels' work... and the settlement produced significant and lasting benefits for America's merchants and consumers."

### Discover Financial Services Inc. et al. v. Visa USA Inc. et al.

Constantine Cannon was lead counsel and secured what was then the third largest antitrust settlement for clients Morgan Stanley and Discover Financial Services, which had sued Visa and Mastercard for damages regarding their enforcement of rules that precluded banks from issuing Discover cards. The case settled for \$2.75 billion on the eve of trial. The Global Competition Review commented that "No other. . . antitrust practice can claim to have won two of the three largest antitrust settlements in U.S. History."

#### Ortho Biotech v. Amgen

In another clash of "commercial titans" the firm was lead counsel for Johnson & Johnson's Ortho Biotech unit that sued Amgen for tying the sale of its red blood cell booster to Neulasta, it's white blood cell booster. Amgen paid a \$200 million settlement and more importantly was forced to untether the two treatments for the benefit of chemotherapy patients.

#### Kesmai v. AOL

Constantine Cannon represented News Corporation's online gaming company, Kesmai, in a suit alleging that AOL was attempting to monopolize the internet gaming market. AOL capitulated on the eve of trial providing Kesmai all of the structural relief demanded as well as a monetary settlement.

### Liberty Cable v. Time Warner

Constantine Cannon sued Time Warner on behalf of its client, Liberty Cable, alleging monopolization of New York City's multi-channel video programming distribution (MVPD) market. With a jury seated, Time Warner settled the case by paying a publicly reported "nine-figure settlement".

# Notable Antitrust Cases cont.



In a series of related assignments spanning more than a decade, the firm's antitrust representation of News Corporation's cable, satellite and internet programming and distribution platforms helped establish News as a major participant in these markets. In one, News thwarted the acquisition of DirecTV by the Dish Network. This allowed News to acquire DirecTV. In another, News defeated Time Warner's and Turner Broadcasting's effort to eliminate the nascent Fox News Network by denying it carriage in the two most important U.S. cable television markets, New York City and Los Angeles. In a third, News and its internet gaming unit, Kesmai, stopped AOL's attempt to monopolize the internet gaming market. During this period, the firm also represented News in numerous cases involving cable and satellite distributed regional sports content.

### In re Payment Card Interchange Fee and Merchant Antitrust Litigation (MDL 1720)

Constantine Cannon represents more than 60 merchants and trade associations (including, Amazon, 7-Eleven, Starbucks, Costco, Marathon Oil and National Association of Convenience Stores (NACS)) seeking reform of Visa and Mastercard rules and damages for claims involving fixed interchange fees and anticompetitive network rules.

### Sidibe et al. v. Sutter Health

Constantine Cannon litigated this cutting-edge healthcare antitrust case on behalf of a class of premium payor businesses and individuals alleging Sutter Health illegally tied together various hospitals' services resulting in higher health plan prices and higher health insurance premiums. Constantine Cannon tried this case in early 2022 and settled the case in 2025 on the eve of a retrial resulting from the firm's 2024 victory in the Ninth Circuit, overturning the result in the 2022 trial.

### In re Generic Pharmaceuticals Antitrust Litigation

Constantine Cannon represents CVS in connection with its multibillion-dollar claim in what currently is the largest multi-district litigation pending. CVS alleges in this case that dozens of generic pharmaceutical manufacturers illegally conspired to allocate markets and customers for hundreds of drugs.

### In re Valve Antitrust Litigation

Constantine Cannon is litigating a putative class action comprised of PC video game publishers, currently pending in the Western District of Washington. The complaint alleges that Valve has monopolized PC game digital distribution and sales via price parity rules and anticompetitive conduct on its Steam platform, inflating prices for both publishers and gamers.

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CONSTANTINE CANNON

# Other Notable Competition Cases

### **MAJOR BANKS – PROCUREMENT FRAUD/FINANCE**

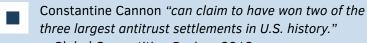
Constantine Cannon represented a whistleblower in an Illinois False Claims Act case alleging eight of the nation's largest banks – including Bank of America, Barclays, Citigroup, JPMorgan Chase, Morgan Stanley, Fifth Third, BMO, and William Blair – engaged in widespread fraud and collusion in the fees they charged and the interest rates they set for Illinois tax-exempt municipal bonds known as VRDOs. In February 2024, the banks paid \$70 million to settle the matter, making it the largest reported settlement ever under the Illinois False Claims Act. Constantine Cannon's client received a whistleblower award of roughly \$14 million.

### KOREAN OIL COMPANIES - PROCUREMENT FRAUD/BID-RIGGING

Constantine Cannon represented a whistleblower in a False Claims Act case alleging several Korean oil and transportation companies engaged in a bid-rigging scheme to artificially inflate the price the U.S. military paid for fuel contracts for its bases in South Korea. Ultimately, five different entities paid a total of \$363 million: In November 2018, SK Energy, GS Caltex, and Hanjin Transportation agreed to pay \$246 million to resolve both criminal and civil claims; and in March 2019, Hyundai Oilbank and S-Oil Corporation agreed to pay \$127 million to resolve both criminal and civil claims. The settlements represent the largest False Claims Act antitrust recovery ever. Constantine Cannon's client received a whistleblower award of roughly \$37 million.

# Awards & Recognitions

Constantine Cannon has been internationally recognized by numerous rating organizations including Chambers USA, Lawdragon, and Super Lawyers. The firm's attorneys have been published in outlets including *The New York Times*, Newsweek, *The Wall Street Journal*, *The Hill*, *Automotive News*, and *American Banker*.



- Global Competition Review, 2012
- "Constantine [Cannon] is a premier plaintiffs' litigation firm specializing in antitrust litigation particularly... Its work is uniformly excellent, and thus it is no surprise that it has led the effort that produced the largest antitrust settlement ever."
  - U.S. District Court on the firm's victory in the VisaCheck/MasterMoney antitrust case

- Constantine Cannon named in *Chambers USA Guide* 2025 Antitrust: Mainly Plaintiff rankings. Partner Ankur Kapoor was named in Band 3 for attorneys in the same category.
- Partners Jean Kim, Marlene Koury, and Taline
  Sahakian were named in the 2025 Lawdragon "500
  Leading Plaintiff Financial Lawyers" guide.
- Partners Ankur Kapoor, Gary Malone, Gordon Schnell, Alysia Solow, and Daniel Vitelli were named in the Super Lawyers 2025 guide.





Super Lawyers<sup>®</sup>



# Lloyd Constantine

Iconstantine@constantinecannon.com

Office: 212.350.2702 Mobile: 917-549-8879

Lloyd Constantine is the Founder and a member of Constantine Cannon, and one of the nation's leading antitrust litigators and authorities on competition policy. Lloyd founded the firm in 1994, and was its Chairman and Managing Partner from then until 2007, when he left for a two-year stint chairing the gubernatorial transition and then serving as the Senior Policy Advisor for New York's governor.

#### **KEY EXPERIENCE**

Lloyd has litigated at all levels of the federal and state courts, including oral argument before SCOTUS. He chaired the States' Multi-state Antitrust Task Force, authored the Merger and Vertical Restraints Guidelines adopted by all 50 states and was lead counsel in more than a dozen multi-state antitrust cases. For this work establishing the modern regime of multi-state antitrust enforcement, Lloyd was honored with the American Antitrust Institute's Career Achievement Award in 2004.

Lloyd has testified many times before Congress on antitrust, international trade, and nominations to the United States Supreme Court. He has served as an expert on U.S. competition law and economics in Australian and Canadian antitrust cases and as a consultant on antitrust law to a federal district court in Hatch-Waxman "reverse-payment" antitrust litigation.

#### **EDUCATION & SERVICE**

Lloyd received his B.A. from Williams College and his J.D. from Columbia Law. He served on the boards of the U.S. Department of Energy's Brookhaven National Laboratory and the Jacob K. Javits Convention Center. He served as Council Member of the ABA Section of Antitrust Law, as Chair of the New York State Bar Association Antitrust Law Section, and on the advisory boards of BNA Antitrust and Trade Regulation Report and the Institute for Consumer Antitrust Studies. He currently serves on the advisory board of the American Antitrust Institute.

Lloyd is a recipient of the American Antitrust Institute's Award for Career Achievement in Antitrust Law and Regulatory Policy, New York State Bar Association Antitrust Section Service Award for career achievement in antitrust and service to the legal profession and was the first recipient of the C. Raymond Marvin Award as the outstanding assistant state attorney general in the United States.

# Lloyd Constantine Representative Cases

### In re Visa Check/MasterMoney Antitrust Litigation

Lloyd was lead counsel for the plaintiffs in this landmark litigation, which resulted in a \$3.4 billion monetary payment and an injunction valued at upwards of \$87 billion in benefits for U.S. merchants and consumers, which the district and circuit courts stated was (and is) the largest antitrust settlement in United States history.

### States v. Mitsubishi

As Assistant Attorney General in Charge of Antitrust for New York State, Lloyd served as lead counsel in numerous multi-state antitrust cases, including the only such in U.S. history where all 50 U.S. states brought suit in a single action (successfully), States v. Mitsubishi (1991).

### Kesmai v. AOL

Constantine Cannon with Lloyd as lead counsel represented News Corporation's online gaming company, Kesmai, in a suit alleging that AOL was attempting to monopolize the internet gaming market. AOL capitulated on the eve of trial providing Kesmai all of the structural relief demanded as well as a monetary settlement.

### Liberty Cable v. Time Warner

Constantine Cannon sued Time Warner on behalf of its client, Liberty Cable, alleging monopolization of New York City's multi-channel video programming distribution market. With a jury seated, Time Warner settled the case by paying a publicly reported "nine figure settlement".

### Discover Financial Services Inc. et al. v. Visa USA Inc. et al.

Lloyd served as lead counsel in this landmark case, which secured what was then the third largest antitrust settlement in U.S. history (\$2.75 billion). Clients Morgan Stanley and Discover Financial Services had sued Visa and MasterCard for damages regarding their enforcement of rules that precluded banks from issuing Discover-branded cards.

### Ortho Biotech v. Amgen

In another clash of "commercial titans," Lloyd served as co-lead counsel representing Johnson & Johnson's Ortho Biotech unit suing Amgen, for tying the sale of its red blood cell booster to Neulasta, its white blood cell booster. Amgen agreed to a \$200 million settlement, but more importantly, the injunction forced the Amgen to untether the two drugs for the benefit of chemotherapy patients who needed both types of blood cell boosters during treatment.



# Jean Kim

jkim@constantinecannon.com 212.350.2734

Jean Kim is a partner in the New York office of Constantine Cannon. Jean concentrates her practice on antitrust litigation and counseling and general commercial litigation.

### **KEY EXPERIENCE**

Jean has extensive experience in antitrust, First Amendment, class action, and general commercial litigation. She has litigated in federal and state courts in the Second, Third, Fifth, Sixth, Ninth, and Eleventh Circuits. Although many of her matters have successfully settled prior to trial, she has participated in federal and state trials, preliminary injunction/TRO proceedings, and evidentiary hearings. Jean also has significant experience collecting evidence and testimony abroad under the Hague Convention.

In addition to her decades of litigation experience, Jean has counseled clients on issues of compliance with federal and state antitrust laws. She has represented clients before the Federal Trade Commission, Department of Justice, and State Attorneys General in response to civil investigation demands and second requests in connection with the merger review process.

Prior to joining Constantine Cannon, Jean was an associate at Skadden, Arps, Slate, Meagher & Flom LLP. Jean focused her practice on merger analysis and review, and represented numerous Fortune 500 companies and foreign corporations before the Federal Trade Commission and Department of Justice in connection with the merger review process.

#### **EDUCATION & SERVICE**

Jean received her juris doctor from Hastings College of the Law in 1999 and her Bachelor of Arts in Political Science and English from Williams College in 1995.

Jean heads up the pro bono practice at Constantine Cannon and has worked with numerous pro bono clients, obtaining tax-exempt status for not-for-profit organizations, and advising on corporate governance. She has also represented clients under the Violence Against Women Act to procure work authorization and other INS approvals for victims of domestic violence. More recently, she has led the firm's efforts on the Immigration Project and overseen the firm's representation of clients seeking asylum.

Case 3:12-cv-04854-LB Document 1754-1 Filed 07/29/25 Page 29 of 4

CONSTANTINE CANNON

# Jean Kim Representative Cases

# П

#### Sidibe et al. v. Sutter Health

Jean acted as lead class counsel litigating a landmark case on behalf of millions of businesses and individuals alleging Sutter Health illegally tied together different hospitals' services to charge health plans higher prices, which led to higher health insurance premiums. Constantine Cannon tried this case in early 2022 after successfully appealing a dismissal order, and agreed to a settlement in 2025.

### In re: Payment Card Interchange Fee & Merchant Discount Antitrust Litigation

Jean is currently representing over forty major U.S. merchants in a multi-district litigation pending in the Eastern District of New York and brought against Visa, Mastercard, and the four largest U.S. banks (Chase, Citi, Wells Fargo and Bank of America) for violations of antitrust laws.

#### TruePosition, Inc. v. LM Ericsson, et al.

Jean represented a wireless location technology company in a case alleging conspiracy and monopolization against three of the world's largest telecommunications companies – Qualcomm, Nokia, Ericsson – and two-standard setting organizations. The case settled after discovery and defeating motions to dismiss.

### The Coalition of Immokalee Workers, Inc., v. The Town of Palm Beach

Jean represented the Coalition of Immokalee Workers (CIW) in its successful First Amendment challenge to the Town of Palm Beach's noise and other ordinances violating CIW's right to public assembly. The Southern District of Florida issued a preliminary injunction/TRO barring the enforcement of certain Town ordinances and permitting CIW's march through Palm Beach. A consent final judgment was subsequently entered allowing CIW to march in Palm Beach in future campaigns.

### Korean Oil Companies Bid-Rigging

Jean worked on the antitrust aspects of the whistleblower False Claims Act case alleging several Korean oil and transportation companies engaged in a bid-rigging scheme to artificially inflate the price the US military paid for fuel contracts for its bases in South Korea. Ultimately, five different entities paid a total of \$363 million, representing the largest False Claims Act antitrust recovery ever.

### Mitre v. HBO

Jean represented soccer brand Mitre Company in a defamation suit involving extensive discovery in India and throughout Europe. Mitre defeated summary judgment motions and won private figure status. After a month-long trial in the Southern District of New York, the jury issued a verdict for defendant HBO.

Case 3:12-cv-04854-LB Document 1754-1 Filed 07/29/25 Page 30 of 46

# **EXHIBIT B**

Exhibit B

### **Constantine Cannon LLP Lodestar Report\***

# Sidibe et al. v Sutter Health 12-cv-4854-LB

CONSTANTINE CANNON TOTAL BY YEAR	HOURS	FEES
2013	1,224.60	714,292.50
2014	1,110.20	614,499.00
2015	450.05	222,447.25
2016	638.55	302,872.25
2017	8,718.25	3,399,515.50
2018	14,737.25	6,313,889.00
2019	8,727.65	4,378,615.50
2020	8,273.00	4,478,329.50
2021	14,287.75	8,477,559.25
2022	7,047.65	4,805,536.25
2023	1,109.05	1,023,424.00
2024	1,901.05	1,512,829.00
2025	2,211.90	1,710,712.50
TOTAL	70,436.95	37,954,521.50

### \* Based upon historical rates.

Kim, Jean         Partner/Lead Counsel         2013         \$ 650.00         300.65         \$ 195,422.50           Kim, Jean         Partner/Lead Counsel         2014         \$ 650.00         74.00         \$ 48,100.00           Kim, Jean         Partner/Lead Counsel         2015         \$ 600.00         9.20         \$ 5,520.00           Kim, Jean         Partner/Lead Counsel         2016         \$ 625.00         104.70         \$ 65,437.50           Kim, Jean         Partner/Lead Counsel         2017         \$ 655.00         950.40         \$ 622,512.00           Kim, Jean         Partner/Lead Counsel         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counsel         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00	Staff	Title	Year	Ra	te	Hours	Fe	ees
Kim, Jean         Partner/Lead Counsel         2014         \$ 650.00         74.00         \$ 48,100.00           Kim, Jean         Partner/Lead Counsel         2015         \$ 600.00         9.20         \$ 5,520.00           Kim, Jean         Partner/Lead Counsel         2016         \$ 625.00         104.70         \$ 65,437.50           Kim, Jean         Partner/Lead Counsel         2017         \$ 655.00         950.40         \$ 622,512.00           Kim, Jean         Partner/Lead Counsel         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counsel         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00 <td>Kim, Jean</td> <td>Partner/Lead</td> <td>2013</td> <td>\$</td> <td>650.00</td> <td>300.65</td> <td>\$</td> <td>195,422.50</td>	Kim, Jean	Partner/Lead	2013	\$	650.00	300.65	\$	195,422.50
Counsel   Coun		Counsel						
Kim, Jean         Partner/Lead Counset         2015         \$ 600.00         9.20         \$ 5,520.00           Kim, Jean         Partner/Lead Counset         2016         \$ 625.00         104.70         \$ 65,437.50           Kim, Jean         Partner/Lead Counset         2017         \$ 655.00         950.40         \$ 622,512.00           Kim, Jean         Partner/Lead Counset         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counset         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counset         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counset         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counset         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counset         2023         \$ 1,275.00         \$ 760.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counset         2024         \$ 1,275.00         \$ 56.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counset         2025         \$ 1,350.00         600.00         \$ 810,00	Kim, Jean	Partner/Lead	2014	\$	650.00	74.00	\$	48,100.00
Counsel   Coun		Counsel						
Kim, Jean         Partner/Lead Counset         2016         \$ 625.00         104.70         \$ 65,437.50           Kim, Jean         Partner/Lead Counset         2017         \$ 655.00         950.40         \$ 622,512.00           Kim, Jean         Partner/Lead Counset         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counset         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counset         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counset         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counset         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counset         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counset         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counset         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25         \$ 825.00         \$ 256.50         \$ 211,612.5	Kim, Jean	Partner/Lead	2015	\$	600.00	9.20	\$	5,520.00
Counsel   Coun		Counsel						
Kim, Jean         Partner/Lead Counsel         2017         \$ 655.00         950.40         \$ 622,512.00           Kim, Jean         Partner/Lead Counsel         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counsel         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 21	Kim, Jean	Partner/Lead	2016	\$	625.00	104.70	\$	65,437.50
Counsel   Coun		Counsel						
Kim, Jean         Partner/Lead Counsel         2018         \$ 685.00         1,658.50         \$ 1,136,072.50           Kim, Jean         Partner/Lead Counsel         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25         \$ 825.00         \$ 256.50         \$ 211,	Kim, Jean		2017	\$	655.00	950.40	\$	622,512.00
Counsel   Coun		Counsel						
Kim, Jean         Partner/Lead Counsel         2019         \$ 725.00         1,322.95         \$ 959,138.75           Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           TOTAL         9,574.30         \$ 8,104,061.25         \$ 211,612.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matt	Kim, Jean		2018	\$	685.00	1,658.50	\$	1,136,072.50
Counsel   Counsel   Counsel   Counsel   Counsel   Counsel   Sim, Jean   Partner/Lead   Counsel   Partner/Lead   Counsel   Partner/Lead   Counsel   Partner/Lead   Counsel   Co								
Kim, Jean         Partner/Lead Counsel         2020         \$ 760.00         1,281.30         \$ 973,788.00           Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew Coun	Kim, Jean		2019	\$	725.00	1,322.95	\$	959,138.75
Counsel   Partner/Lead   Counsel   Sim, Jean   Sim,							ļ .	
Kim, Jean         Partner/Lead Counsel         2021         \$ 900.00         1,819.70         \$ 1,637,730.00           Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Matthew         Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Matthew         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65	Kim, Jean		2020	\$	760.00	1,281.30	\$	973,788.00
Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Matthew         Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65								
Kim, Jean         Partner/Lead Counsel         2022         \$ 1,025.00         770.60         \$ 789,865.00           Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Matthew         Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2017         \$ 875.00         1,404.30         \$ 1,270,891.50	Kim, Jean		2021	\$	900.00	1,819.70	\$	1,637,730.00
Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Matthew Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Matthew Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Matthew Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Partner/Lead Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50								
Kim, Jean         Partner/Lead Counsel         2023         \$ 1,200.00         126.10         \$ 151,320.00           Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2017         \$ 875.00         756.65         \$ 62,068.75           Cantor, Partner/Lead Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	Kim, Jean		2022	\$	1,025.00	770.60	\$	789,865.00
Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew Counsel         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         Counsel         2017         \$ 875.00         756.65         662,068.75           Matthew Counsel         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	12:		2222		1 000 00	100.10		454 000 00
Kim, Jean         Partner/Lead Counsel         2024         \$ 1,275.00         556.20         \$ 709,155.00           Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew Counsel         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	Kım, Jean		2023	\$	1,200.00	126.10	\$	151,320.00
Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2017         \$ 875.00         1,404.30         \$ 1,270,891.50	10: 1		2004		4.075.00	550.00	_	700 455 00
Kim, Jean         Partner/Lead Counsel         2025         \$ 1,350.00         600.00         \$ 810,000.00           TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Matthew         Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Matthew         Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Cantor, Partner/Lead Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel           Cantor, Partner/Lead         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	Kim, Jean		2024	\$	1,2/5.00	556.20	\$	709,155.00
TOTAL         Counsel         9,574.30         \$ 8,104,061.25           Cantor, Matthew Counsel         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew Counsel         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew Counsel         Counsel         \$ 855.00         143.70         \$ 122,863.50           Matthew Counsel         Counsel         \$ 875.00         756.65         \$ 662,068.75           Matthew Counsel         Counsel         \$ 905.00         1,404.30         \$ 1,270,891.50	Kina Inan		2005		4.050.00	000.00	Α	040.000.00
TOTAL         9,574.30         \$ 8,104,061.25           Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Matthew         Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Matthew         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	Kim, Jean		2025	\$	1,350.00	600.00	\$	810,000.00
Cantor, Matthew         Partner/Lead Counsel         2013         \$ 825.00         256.50         \$ 211,612.50           Cantor, Matthew         Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Matthew         Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Cantor, Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	TOTAL	Counsel				0.574.00		0.404.004.05
Matthew         Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Cantor, Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	IOIAL					9,574.30	•	8,104,061.25
Matthew         Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Cantor, Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50	Contor	Partner/Load	2012	•	925.00	256 50	Φ	211 612 50
Cantor, Matthew         Partner/Lead Counsel         2014         \$ 865.00         208.30         \$ 180,179.50           Cantor, Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Matthew         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50			2013	φ	623.00	250.50	Ψ	211,012.50
Matthew         Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Matthew         Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Matthew         Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50		+	2014	ф	865.00	208 30	Φ.	190 170 50
Cantor, Matthew         Partner/Lead Counsel         2015         \$ 805.00         73.50         \$ 59,167.50           Cantor, Matthew         Partner/Lead Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Matthew         Counsel         2018         \$ 905.00         1,404.30         \$ 1,270,891.50			2014	φ	803.00	200.30	Ψ	160,179.50
Matthew         Counsel         43.70         122,863.50           Cantor, Matthew         Counsel         855.00         143.70         122,863.50           Cantor, Partner/Lead         2017         875.00         756.65         662,068.75           Matthew         Counsel         2018         905.00         1,404.30         1,270,891.50			2015	\$	805.00	73 50	\$	59 167 50
Cantor, Matthew         Partner/Lead Counsel         2016         \$ 855.00         143.70         \$ 122,863.50           Cantor, Matthew         Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Partner/Lead         2018         \$ 905.00         1,404.30         \$ 1,270,891.50			2013	Ψ	000.00	75.50	Ψ	55,107.50
Matthew         Counsel         Section 1         Counsel         Counsel         Counsel         Section 2         Section 3         Section			2016	\$	855.00	143 70	\$	122 863 50
Cantor, Matthew         Partner/Lead Counsel         2017         \$ 875.00         756.65         \$ 662,068.75           Cantor, Partner/Lead         2018         \$ 905.00         1,404.30         \$ 1,270,891.50			2310	"	000.00	140.70	Ψ	122,000.00
Matthew         Counsel         January         January <t< td=""><td></td><td></td><td>2017</td><td>\$</td><td>875.00</td><td>756 65</td><td>\$</td><td>662,068,75</td></t<>			2017	\$	875.00	756 65	\$	662,068,75
Cantor, Partner/Lead 2018 \$ 905.00 1,404.30 \$ 1,270,891.50			2317	"	0,0.00	/ 55.55	Ψ	002,000.70
			2018	\$	905.00	1.404.30	\$	1.270.891.50
Matthew   Counsel	Matthew	Counsel		"	000.00	1, 104.00	*	.,_, 0,001.00

Cantor,	Partner/Lead	2019	\$ 950.00	1,165.70	\$	1,107,415.00
Matthew	Counsel					
Cantor,	Partner/Lead	2020	\$ 1,025.00	1,102.85	\$	1,130,421.25
Matthew	Counsel	0004	ф. 4.44F.00	4.750.00	Φ.	0.000.000.50
Cantor, Matthew	Partner/Lead Counsel	2021	\$ 1,145.00	1,752.30	\$	2,006,383.50
Cantor,	Partner/Lead	2022	\$ 1,250.00	1,019.80	\$	1,274,750.00
Matthew	Counsel	2022	φ 1,250.00	1,019.60	φ	1,274,750.00
Cantor,	Partner/Lead	2023	\$ 1,325.00	388.15	\$	514,298.75
Matthew	Counsel	2020	Ψ 1,020.00	500.15	Ψ	314,230.73
Cantor,	Partner/Lead	2024	\$ 1,400.00	109.15	\$	152,810.00
Matthew	Counsel	2024	Ψ 1,400.00	100.10	Ψ	102,010.00
TOTAL				8,380.90	\$	8,692,861.75
Constantine, Lloyd	Founding Partner	2013	\$ 1,150.00	18.25	\$	20,987.50
Constantine, Lloyd	Founding Partner	2019	\$ 1,300.00	88.00	\$	114,400.00
Constantine, Lloyd	Founding Partner	2020	\$ 1,300.00	31.70	\$	41,210.00
Constantine, Lloyd	Founding Partner	2021	\$ 1,350.00	165.10	\$	222,885.00
Constantine, Lloyd	Founding Partner	2022	\$ 1,400.00	156.00	\$	218,400.00
Constantine, Lloyd	Founding Partner	2023	\$ 1,450.00	33.00	\$	47,850.00
Constantine, Lloyd	Founding Partner	2024	\$ 1,500.00	51.00	\$	76,500.00
Constantine, Lloyd	Founding Partner	2025	\$ 1,550.00	96.00	\$	148,800.00
TOTAL				639.05	\$	891,032.50
Su, Henry	Partner	2018	\$ 905.00	246.50	\$	223,082.50
Su, Henry	Partner	2019	\$ 950.00	27.35	\$	25,982.50
Su, Henry	Partner	2020	\$ 995.00	232.10	\$	230,939.50
Su, Henry	Partner	2021	\$ 1,075.00	315.60	\$	339,270.00
TOTAL				821.55	\$	819,274.50
Bernabe, Axel	Partner	2013	\$ 685.00	192.25	\$	131,691.25
Bernabe, Axel	Partner	2014	\$ 715.00	282.70	\$	202,130.50

Bernabe, Axel	Partner	2015	\$ 675.00	126.85	\$ 85,623.75
TOTAL				601.80	\$ 419,445.50
Scupp, David	Partner	2021	\$ 830.00	133.50	\$ 110,805.00
Scupp, David	Partner	2022	\$ 975.00	82.50	\$ 80,437.50
TOTAL				216.00	\$ 191,242.50
Sheedy, Allison	Partner	2013	\$ 425.00	60.70	\$ 25,797.50
Sheedy, Allison	Partner	2014	\$ 425.00	81.50	\$ 34,637.50
Sheedy, Allison	Partner	2015	\$ 445.00	9.00	\$ 4,005.00
Sheedy, Allison	Partner	2016	\$ 465.00	5.50	\$ 2,557.50
TOTAL				156.70	\$ 66,997.50
Fore, J. Wyatt	Associate	2017	\$ 315.00	396.45	\$ 124,881.75
Fore, J. Wyatt	Associate	2018	\$ 355.00	788.00	\$ 279,740.00
Fore, J. Wyatt	Associate	2019	\$ 375.00	667.40	\$ 250,275.00
Fore, J. Wyatt	Associate	2020	\$ 405.00	770.00	\$ 311,850.00
Fore, J. Wyatt	Associate	2021	\$ 475.00	795.15	\$ 377,696.25
Fore, J. Wyatt	Associate	2022	\$ 565.00	695.65	\$ 393,042.25
Fore, J. Wyatt	Associate	2023	\$ 625.00	51.25	\$ 32,031.25
Fore, J. Wyatt	Associate/Partne	2024	\$ 675.00	24.50	\$ 16,537.50
TOTAL	1			4,188.40	\$ 1,786,054.00
Kovacs, James	Associate	2017	\$ 340.00	32.75	\$ 11,135.00
Kovacs, James	Associate	2018	\$ 375.00	518.90	\$ 194,587.50
Kovacs, James	Associate	2019	\$ 405.00	486.85	\$ 197,174.25
Kovacs, James	Associate	2020	\$ 440.00	277.35	\$ 122,034.00
Kovacs, James	Associate	2021	\$ 550.00	1,327.60	\$ 730,180.00

Kovacs,	Associate/Partne	2022	\$	650.00	940.25	\$	611,162.50
James	r	2022	Ψ	030.00	340.23	Ψ	011,102.50
Kovacs,	Partner	2023	\$	725.00	158.50	\$	114,912.50
James	T dittioi	2020	Ψ	723.00	100.00	Ψ	114,512.50
Kovacs,	Partner	2024	\$	775.00	55.00	\$	42,625.00
James			•	,,,,,,		_	,=_
TOTAL					3,797.20	\$	2,023,810.75
					,		
	<u> </u>						
Morales,	Associate	2013	\$	325.00	396.25	\$	128,781.25
Rosa		0044		005.00	4.40.00		110 105 00
Morales,	Associate	2014	\$	325.00	449.80	\$	146,185.00
Rosa	Accepiate	2015	\$	205.00	100.00	\$	CO 572 00
Morales,	Associate	2015	\$	305.00	198.60	Ф	60,573.00
Rosa	Associate	2016	\$	315.00	243.90	\$	76,828.50
Morales, Rosa	Associate	2016	Ф	315.00	243.90	Ф	76,828.50
Morales,	Associate	2017	\$	330.00	1,415.85	\$	467,230.50
Rosa	Associate	2017	Ψ	330.00	1,413.63	Ψ	407,230.30
Morales,	Associate	2018	\$	365.00	2,276.20	\$	830,813.00
Rosa	7.00001410	2010	Ψ	000.00	2,270.20	Ψ	000,010.00
Morales,	Associate	2019	\$	400.00	1,640.70	\$	656,280.00
Rosa	7100001410	20.0	*	100.00	1,01077	*	000,200.00
Morales,	Associate	2020	\$	440.00	809.10	\$	356,004.00
Rosa						ľ	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
TOTAL					7,430.40	\$	2,722,695.25
Rodriguez,	Associate	2020	\$	370.00	472.75	\$	174,917.50
Lopez,	Associate	2020	Ψ	370.00	472.75	Ψ	174,517.50
Paulette							
Rodriguez,	Associate	2021	\$	425.00	1,017.60	\$	432,480.00
Lopez,	7.0000.0.00		•		.,0.7700	_	,
Paulette							
Rodriguez,	Associate	2022	\$	515.00	692.60	\$	356,689.00
Lopez,							·
Paulette							
Rodriguez,	Associate	2023	\$	600.00	51.85	\$	31,110.00
Lopez,							
Paulette							
TOTAL					2,234.80	\$	995,196.50
Schwartz,	Associate	2016	\$	305.00	12.25	\$	3,736.25
Alan	7.00001400		Ψ	230.00	12.20	Ψ	3,700.20
Schwartz,	Associate	2017	\$	305.00	1.80	\$	549.00
Alan			T			T	
		1				1	

	T	T			 
Schwartz, Alan	Associate	2018	\$ 305.00	932.55	\$ 284,427.75
Schwartz, Alan	Associate	2019	\$ 325.00	439.80	\$ 142,935.00
Schwartz, Alan	Associate	2020	\$ 335.00	387.65	\$ 129,862.75
Schwartz, Alan	Associate	2021	\$ 350.00	1,075.10	\$ 376,285.00
Schwartz, Alan	Associate	2022	\$ 420.00	477.75	\$ 200,655.00
Schwartz, Alan	Associate	2024	\$ 500.00	6.75	\$ 3,375.00
Schwartz, Alan	Associate	2025	\$ 550.00	239.25	\$ 131,587.50
TOTAL				3,572.90	\$ 1,273,413.25
Koenig,	Staff Attorney	2017	\$ 295.00	1,860.00	\$ 548,700.00
Matthew					
Koenig, Matthew	Staff Attorney	2018	\$ 310.00	2,049.70	\$ 635,407.00
Koenig, Matthew	Staff Attorney	2019	\$ 330.00	1,573.30	\$ 519,189.00
Koenig, Matthew	Staff Attorney	2020	\$ 350.00	1,710.60	\$ 598,710.00
Koenig, Matthew	Staff Attorney	2021	\$ 400.00	1,832.50	\$ 733,000.00
Koenig, Matthew	Staff Attorney	2022	\$ 420.00	399.40	\$ 167,748.00
Koenig, Matthew	Staff Attorney	2023	\$ 450.00	202.30	\$ 91,035.00
Koenig, Matthew	Staff Attorney	2024	\$ 480.00	402.30	\$ 193,104.00
Koenig, Matthew	Staff Attorney	2025	\$ 500.00	448.70	\$ 224,350.00
TOTAL				10,478.80	\$ 3,711,243.00
Givens,	Staff Attorney	2018	\$ 310.00	761.20	\$ 235,972.00
Deborah	-				· 
Givens, Deborah	Staff Attorney	2019	\$ 330.00	350.40	\$ 115,632.00
Givens, Deborah	Staff Attorney	2020	\$ 350.00	741.60	\$ 259,560.00
Givens, Deborah	Staff Attorney	2021	\$ 400.00	2,343.30	\$ 937,320.00

Givens, Deborah	Staff Attorney	2022	\$	420.00	809.90	\$	340,158.00
Givens,	Staff Attorney	2023	\$	450.00	36.95	\$	16,627.50
Deborah	-						
Givens,	Staff Attorney	2024	\$	480.00	465.60	\$	223,488.00
Deborah							
Givens,	Staff Attorney	2025	\$	500.00	472.20	\$	236,100.00
Deborah					E 004 4E	•	0.004.057.50
TOTAL					5,981.15	\$	2,364,857.50
Dyer,	Staff Attorney	2017	\$	295.00	1,997.70	\$	589,321.50
Timothy							
Dyer,	Staff Attorney	2018	\$	310.00	2,147.10	\$	665,601.00
Timothy	Ot - 66 A th	0040	Φ.	000.00	00.00	Φ.	00.400.00
Dyer,	Staff Attorney	2019	\$	330.00	80.20	\$	26,466.00
Timothy TOTAL					4,225.00	\$	1,281,388.50
1017.2					-1,220.00	Ψ	1,201,000.00
Petrosyan, Grant	Staff Attorney	2016	\$	285.00	14.90	\$	4,246.50
Petrosyan,	Staff Attorney	2017	\$	295.00	41.90	\$	12,360.50
Grant							
Petrosyan,	Staff Attorney	2018	\$	310.00	676.35	\$	209,668.50
Grant	2. (1.)					_	
Petrosyan, Grant	Staff Attorney	2019	\$	330.00	68.00	\$	22,440.00
Petrosyan,	Staff Attorney	2020	\$	360.00	91.50	\$	32,940.00
Grant	Stan Attorney	2020	Ψ	300.00	31.30	Ψ	32,340.00
TOTAL					892.65	\$	281,655.50
Valdas	Ctoff Attornov	2016	\$	300.00	1 20	\$	260.00
Valdes, Ronny	Staff Attorney	2016	Ф	300.00	1.20	Ф	360.00
Valdes,	Staff Attorney	2017	\$	325.00	494.35	\$	160,663.75
Ronny	otan / ittornioy	20.7	*	020.00	10 1100	*	
Valdes,	Staff Attorney	2018	\$	350.00	68.10	\$	23,835.00
Ronny							
TOTAL					563.65	\$	184,858.75
Moore,	Staff Attorney	2021	\$	400.00	173.20	\$	69,280.00
Matthew	Stan Attorney	2021	Ψ	700.00	170.20	Ψ	00,200.00
TOTAL					173.20	\$	69,280.00

Morrison, Kevin	Paralegal	2014	\$ 235.00	13.90	\$ 3,266.50
Morrison, Kevin	Paralegal	2015	\$ 230.00	31.10	\$ 7,153.00
Morrison, Kevin	Paralegal	2016	\$ 250.00	35.50	\$ 8,875.00
Morrison, Kevin	Paralegal	2017	\$ 265.00	190.40	\$ 50,456.00
Morrison, Kevin	Paralegal	2018	\$ 285.00	451.30	\$ 128,620.50
Morrison, Kevin	Paralegal	2019	\$ 295.00	421.00	\$ 124,195.00
Morrison, Kevin	Paralegal	2020	\$ 325.00	220.90	\$ 71,792.50
Morrison, Kevin	Paralegal	2021	\$ 335.00	673.70	\$ 225,689.50
Morrison, Kevin	Paralegal	2022	\$ 370.00	714.65	\$ 264,420.50
Morrison, Kevin	Paralegal	2023	\$ 400.00	54.00	\$ 21,600.00
Morrison, Kevin	Paralegal	2024	\$ 425.00	41.00	\$ 17,425.00
Morrison, Kevin	Paralegal	2025	\$ 450.00	184.50	\$ 83,025.00
TOTAL				3,031.95	\$ 1,006,518.50
Gowen, Zak	Paralegal	2020	\$ 305.00	1.00	\$ 305.00
Gowen, Zak	Paralegal	2021	\$ 315.00	173.90	\$ 54,778.50
Gowen, Zak	Paralegal	2022	\$ 350.00	19.00	\$ 6,650.00
Gowen, Zak	Paralegal	2023	\$ 380.00	6.75	\$ 2,565.00
Gowen, Zak	Paralegal	2024	\$ 405.00	38.50	\$ 15,592.50
Gowen, Zak	Paralegal	2025	\$ 425.00	8.00	\$ 3,400.00
TOTAL				247.15	\$ 83,291.00
Nguyen- Huynh, Tuan	Litigation Support Manager	2016	\$ 350.00	25.20	\$ 8,820.00
		2016	\$ 350.00 375.00		\$ 8,820.00 64,218.75
Huynh, Tuan Nguyen-	Manager Litigation Support			25.20	

Nguyen-	Litigation Support	2020	\$	450.00	6.50	\$	2,925.00
Huynh, Tuan	Manager					_	
Nguyen-	Litigation Support	2021	\$	465.00	50.55	\$	23,505.75
Huynh, Tuan	Manager		_			_	
Nguyen-	Litigation Support	2022	\$	515.00	50.00	\$	25,750.00
Huynh, Tuan	Manager		_			_	
Nguyen-	Litigation Support	2024	\$	590.00	9.30	\$	5,487.00
Huynh, Tuan	Manager		_			_	
Nguyen-	Litigation Support	2025	\$	625.00	20.00	\$	12,500.00
Huynh, Tuan	Manager						
TOTAL					417.05	\$	177,229.25
Ernshtayn,	Litigation Support	2015	\$	225.00	1.80	\$	405.00
Tomas							
Ernshtayn,	Litigation Support	2016	\$	225.00	2.00	\$	450.00
Tomas							
Ernshtayn,	Litigation Support	2017	\$	240.00	211.95	\$	50,868.00
Tomas							
Ernshtayn,	Litigation Support	2018	\$	250.00	712.60	\$	178,150.00
Tomas							
Ernshtayn,	Litigation Support	2019	\$	275.00	296.50	\$	81,537.50
Tomas							
Ernshtayn,	Litigation Support	2020	\$	300.00	126.50	\$	37,950.00
Tomas							
Ernshtayn,	Litigation Support	2021	\$	310.00	551.10	\$	170,841.00
Tomas							
Ernshtayn,	Litigation Support	2022	\$	345.00	217.00	\$	74,865.00
Tomas							
Ernshtayn,	Litigation Support	2024	\$	400.00	140.75	\$	56,300.00
Tomas							
Ernshtayn,	Litigation Support	2025	\$	425.00	140.50	\$	59,712.50
Tomas							
TOTAL					2,400.70	\$	711,079.00
Bradford,	Litigation Support	2016	\$	175.00	49.70	\$	8,697.50
Jenna						'	,
Bradford,	Litigation Support	2017	\$	175.00	195.70	\$	34,247.50
Jenna						'	•
TOTAL					245.40	\$	42,945.00
Tan,	Litigation Support	2017	\$	275.00	1.10	\$	302.50
Catherine			•	2,0.00		*	302.00
Tan,	Litigation Support	2018	\$	295.00	11.30	\$	3,333.50
Catherine			•			*	2,233.33
	I .	l			l	1	

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### CONSTANTINE CANNON

Tan, Catherine	Litigation Support	2019	\$ 305.00	49.90	\$ 15,219.50
Tan, Catherine	Litigation Support	2020	\$ 325.00	9.60	\$ 3,120.00
Tan, Catherine	Litigation Support	2021	\$ 335.00	87.85	\$ 29,429.75
Tan, Catherine	Litigation Support	2022	\$ 370.00	2.55	\$ 943.50
Tan, Catherine	Litigation Support	2023	\$ 370.00	0.20	\$ 74.00
Tan, Catherine	Litigation Support	2024	\$ 430.00	1.00	\$ 430.00
Tan, Catherine	Litigation Support	2025	\$ 450.00	2.75	\$ 1,237.50
TOTAL				166.25	\$ 54,090.25

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### **EXHIBIT C**

Exhibit C

#### **Constantine Cannon LLP Expense Report**

#### Sidibe et al. v Sutter Health

#### 12-cv-4854-LB

DESCRIPTION	TOTAL CHARGES
Air Travel	\$149,345.92
Class Action Administration	\$2,633,909.03
Conference Call	\$18,943.15
Courier Delivery and Messengers	\$643.34
Court Fees	\$521.00
Hotels	\$235,515.29
Document Production	\$112,113.26
Filing Fees	\$2,724.00
Internet search/Computer Serv.	\$1,327.97
Ground Transportation	\$53,911.19
Research	\$157,218.02
Litigation Support	\$1,008,431.31
Meals	\$38,131.08
Mediation	\$51,850.00
Miscellaneous	\$1,776.36
Document Scanning/Photocopies, Postage, FedEx	\$45,624.90
Service of Papers	\$1,378.28
Supplies	\$11,187.38
Temporary Attorney Service and Outside Counsel	\$1,130,665.03
Transcripts	\$488,770.60
Video Service	\$13,410.63
Jury Consulting/Mock Jury	\$484,179.60
Economist Expert and Research	\$18,460,646.86
Other Experts and Consultants	\$1,962,172.16
Trial Vendors	\$597,207.56
Total Expenses	\$27,661,603.92

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### **EXHIBIT D**

Exhibit D

# Sidibe et al. v. Sutter Health 12-cv-4854-LB

#### **Economist Payments - 2017 Through 2025**

Year	Alix Partners	Berkeley	Matrix	TOTAL
		Research	Economics	
		Group		
2017	\$0.00	\$941,757.32	\$317,305.69	\$1,259,063.01
2018	\$0.00	\$3,573,624.23	\$778,483.56	\$4,352,107.79
2019	\$0.00	\$2,723,166.55	\$3,710,409.56	\$6,433,576.11
2020	\$117,213.02	\$991,184.84	\$1,047,535.46	\$2,155,933.32
2021	\$393,945.53	\$2,129,700.99	\$0.00	\$2,523,646.52
2022	\$643,912.21	\$614,325.46	\$0.00	\$1,258,237.67
2023	\$0.00	\$0.00	\$0.00	\$0.00
2024	\$0.00	\$0.00	\$0.00	\$0.00
2025	\$0.00	\$478,082.44	\$0.00	\$478,082.44
TOTAL	\$1,155,070.76	\$11,451,841.83	\$5,853,734.27	\$18,460,646.86

Case 3:12-cv-04854-LB Document 1754-1 Filed 07/29/25 Page 45 of 46

### **EXHIBIT E**

Exhibit E

# Class Counsel Lodestar and Expense Report Sidibe et al. v Sutter Health 12-cv-4854-LB

Firm	Attorney Hours	Attorney Fees	Costs
Constantine Cannon	70,436.95	\$ 37,954,521.50	\$ 27,661,603.92
Shinder Cantor Lerner	2,017.00	\$ 1,674,765.00	\$ 28,947.49
Steyer Lowenthal Boodrookas Alvarez & Smith	29,417.00	\$ 21,126,650.00	\$ 298,281.58
Farmer Brownstein Jaeger Goldstein Klein & Siegel	13,371.91	\$ 13,013,841.50	\$ 126,257.00
The Mehdi Firm	2,601.35	\$ 1,976,978.00	\$ 11,340.28
Pearson Warshaw	432.60	\$ 432,600.00	\$ 3,911.76
The Manning Law Firm	149.80	\$ 179,760.00	\$ -
Schneider Wallace Cottrell Kim	6,619.00	\$ 2,316,650.00	\$ -
Scott + Scott	4,006.80	\$ 1,402,380.00	\$ 67.25
Keller Grover	3,687.50	\$ 1,290,625.00	\$ 2,271.24
Total	132,739.91	\$ 81,368,771.00 *	\$ 28,132,680.52

<sup>\*</sup> This figure is based on firms using historical rates. Had 2025 rates been used for all billable hours, the total lodestar for class counsel would be \$97,445,991.

- 2. In 2013, while a partner at Constantine Cannon LLP, I became involved in this case. Since that time, and through the present, I have acted as Lead Trial and Appellate Counsel in these proceedings, overseeing every aspect of Plaintiffs' case. In that capacity, I co-authored and orally argued most of the major motions made in this case, including (a) motions to dismiss, (b) two summary judgment motions, (c) two class certification motions, and I led the proceedings at all status conferences on behalf of the Plaintiffs.
- 3. I also served as Lead Trial Counsel at the first jury trial in this matter, which took place between February 10 and March 10, 2022, and in the pretrial proceedings leading up to the retrial that was to commence on March 3, 2023. (I was prepared to provide the opening statement for Plaintiffs at retrial had that gone forward.)
- 4. I was also the principal author of the appellate briefs filed by Plaintiffs in the Ninth Circuit Court of Appeals proceedings in this case, as well as the Answer to Sutter Health's Petition for Review of this court's class certification Orders. And I orally argued Plaintiffs' Ninth Circuit appeals.
- 5. Additionally, I was substantially involved in the mediation and settlement discussions that produced the settlement in this matter with defendant Sutter Health.
- 6. On June 4, 2024, the Ninth Circuit reversed a prior Final Judgment in this matter and remanded the case for a second trial. After an unsuccessful Petition for Rehearing and Rehearing *En Banc*, filed by Sutter, the Ninth Circuit issued its mandate.
- 7. Thereafter, on October 1, 2024, I and others—including James Kovacs and Wyatt Fore, two attorneys who have worked tirelessly on this matter for many years—opened SCL. SCL is based in both New York and Washington, DC.
- 8. Upon the opening of SCL, it was agreed that I, Mr. Kovacs, and Mr. Fore, along with other SCL attorneys, would continue to work on the case for the benefit of the Plaintiffs and

the certified Class. It was also agreed that I would continue to act as Lead Trial Counsel for the Plaintiffs and the Class during any second trial of the matter. Plaintiffs' counsel, including Lead Counsel Constantine Cannon, and Plaintiffs agreed that SCL would continue to work in this capacity.

- 9. Since that time, and as discussed in more detail herein, SCL attorneys worked more than 1,914.8 hours and SCL legal assistants worked more than 102.2 hours on this case. In addition to acting as Lead Trial Counsel, I was the partner responsible for managing and supervising SCL efforts on this case and coordinating with co-counsel. During this time, we performed the following work focused on the pretrial and settlement proceedings that took place between October 2024 and the present.
  - 10. With respect to the retrial, SCL:
    - a. Drafted the Opening Statement;
    - b. Conducted legal research regarding on numerous topics, including but not limited to: use of testimony from the first trial for impeachment purposes; the standard for subpoenaing and/or compelling a nonparty trial witness; impermissibility of arguments mischaracterizing Plaintiffs' claims; inadmissibility of evidence of arbitrations and other litigation; inadmissibility of state regulations; the "law of the case" doctrine; the "state of mind" hearsay exception; the standard for unavailable trial witness and permissibility of remote testimony; the clear error standard; grounds for moving to quash a subpoena; and the standards governing jury selection.

1	c.	Decided, with co-counsel, which witnesses to call and determined the
2		Order of Witnesses. We also issued subpoenas to compel witness
3		attendance at trial;
4	d.	Prepared Expert Witnesses, including Plaintiffs' economist expert, Dr.
5		Tasneem Chipty, for their trial testimony;
6		
7	e.	Drafted Examinations of Fact Witnesses, including, Plaintiff, Defendant,
8		and Non-Party Witnesses;
9	f.	Assisted in the preparation of Plaintiff and Non-Party Witnesses for their
10		testimony;
11	g.	Prepared, analyzed, and selected trial exhibits;
12 13	h.	Prepared deposition designations for witnesses who did not testify live at
14		trial, and prepared counter-designations and/or objections to Sutter's
15		deposition designations;
16	i.	Drafted and edited important motions, including Motions in Limine and
17		Oppositions;
18	j.	Corresponded with the Court regarding proceedings;
19	-	
20	K.	Prepared materials for mock juror focus group, including mock Plaintiff
21		and Defense presentations, working with Plaintiffs' trial and jury
22		consultant;
23	1.	Assisted in the preparation of FRE 1006 exhibits and demonstratives for
24		trial, working with trial support vendor to create same;
25	m.	Reviewed Sutter's exhibits and posed appropriate objections thereto, and
26		responded in writing to Sutter's objections;
27		
28		

- n. Prepared, with co-counsel, proposed jury instructions and a revised Verdict Form, reviewed Sutter's proposed jury instructions, and drafted briefing related to jury instructions and the Verdict Form. I also prepared for oral argument relative to jury instruction and Verdict Form disputes;
- Met and conferred with defense counsel regarding witnesses, exhibits, stipulations, jury instructions, and other trial issues;
- p. Met and conferred with defense counsel regarding the sealing of exhibits containing nonparties' confidential information, conducted outreach to nonparties regarding the same, and filed a joint motion for sealing of such material;
- q. Prepared a Joint Pretrial Order and met and conferred with Defendants over same;
- r. Led weekly trial team meetings concerning trial preparation;
- s. Led the Plaintiff counsel team at pretrial conferences; and
- t. Led Plaintiff Team in jury selection and prepared for same with jury consultant.
- 11. SCL was also substantially involved in settlement discussions and proceedings before this Court. In January 2025, the parties agreed to participate in a mediation before Greg Lindstrom of Phillips ADR. I actively participated in the mediation proceedings—read and edited mediation briefs, participated in the pretrial mediation with Mr. Lindstrom, and subsequently communicated with co-counsel and defense counsel, including negotiation and editing the Memorandum of Understanding ("MOU"), the Settlement Agreement, and related documents. In connection with materials prepared with respect to the settlement of this matter, SCL:

- a. drafted the Plan of Distribution, conferring with economist experts and Class Administrator regarding same;
- assisted in the preparation of the Notice of Settlement and Notice Plan,
   conferring with the Class Administrator regarding same;
- c. participated in the drafting and editing of the Motion for Preliminary

  Approval of Class Action Settlement Agreement and the documents

  supporting that motion, including the memorandum of law; and
- d. attended the May 22, 2025 hearing at which the Court granted the Motion for Preliminary Approval.
- 12. SCL has also actively participated in activities relating to Plaintiffs' Motion for Attorneys' Fees and Reimbursement of Expenses/Costs, including preparation of this declaration. We did not charge for the time spent on this project.
- 13. Finally, SCL attorneys were more than qualified to represent the certified Class and provided, in our view, excellent services. SCL attorneys have decades of experience in prosecuting some of the largest and most significant antitrust cases in both federal and state courts. For example, I have tried a number of antitrust cases in multiple federal court jurisdictions.
- 14. To this end, I attached hereto as Exhibit A an SCL firm resume identifying our firm's experience and biographies for the SCL attorneys that work on this matter, including Mr. Kovacs, Mr. Fore, Ellison Snider, Maija McLaughlin, and myself.

Attached as Exhibit B is an accounting of SCL's lodestar and out of pocket 15. expenses for this matter. Dated: July 17, 2025 SHINDER CANTOR LERNER LLP Matthew L. Cantor Lead Trial and Appellate Counsel for Plaintiffs 

# **EXHIBIT A**

### Matthew L. Cantor



**Founding Partner** 

### **EMAIL** matthew@scl-llp.com

#### **ADDRESS**

14 Penn Plaza, Suite 1900 New York, NY 10122

#### **PHONE**

646.960.8606

#### **WEBSITE**

Link to Matt's Bio

#### LINKEDIN

Link to Matt's Profile



Matthew L. Cantor is well recognized as one of the premier antitrust litigators in the country, having led multiple teams in bet-the-business antitrust trials. He has also argued numerous notable antitrust appeals involving issues concerning market definition, market power, standing, evidentiary topics and class certification.

Matt is known for his expertise litigating matters and counseling clients on antitrust issues arising in the healthcare, pharmaceutical, financial services, technology, telecommunications, and media/entertainment industries. Matt's experience includes matters involving claims of price fixing, anticompetitive bundling/tying, monopolization, and acts of unfair competition.

#### **EDUCATION**

New York University School of Law, J.D. (1995)
University of Michigan, B.A., with high distinction (1992)

**EXPERIENCE** 

Matt has achieved superb results for his clients. In *Sidibe v. Sutter Health*, he represents a class businesses and individuals that challenge a hospital system's exploitation of its dominance to drive up health care costs. In that case, Matt has successfully appeared in the Ninth Circuit three times, securing two reversals. His latest Ninth circuit oral argument can be viewed <a href="https://example.com/here/beta/here/h

Matt currently represents CVS in litigation alleging price fixing and market allocation claims against approximately 20 generic drug companies for allegedly inflating the prices of pharmaceutical drugs through a wide-ranging conspiracy.

Matt also has helped secure substantial judgments in other pharmaceutical and healthcare cases. He represented a subsidiary of Johnson & Johnson in a pharmaceutical bundling case against Amgen that resulted in a \$200 million settlement. He secured a \$40 million plaintiffs' jury verdict for radiology practices that challenged a

#### **BAR ADMISSIONS**

New York

E.D.N.Y.

S.D.N.Y.

Second Circuit Court of Appeals

Fifth Circuit Court of Appeals

Eighth Circuit Court of Appeals

Ninth Circuit Court of Appeals

U.S. Supreme Court

#### **RECOGNITION**

Law360 Legal Lions (2024)

Super Lawyers (2012-23)

Who's Who Legal, US, Thought Leader; Global, Recommended (2023)

U.S. News & World Report Best Lawyers (2019-2023)

#### **SERVICE**

American Bar Association
Antitrust Section

NY State Bar Association Antitrust Section' radiologist cartel and has successfully represented pharmacies in cases against pharmaceutical benefit managers.

Matt has further helped reshape the payment industry. He was on the lead counsel team for the plaintiffs in *In re Visa Check/ MasterMoney Antitrust Litigation*, which resulted in a settlement valued at approximately \$28 billion. He was co-lead counsel for Morgan Stanley/Discover in its Sherman Act Section 1 action against Visa and Mastercard, which resulted in a settlement for his clients of \$2.75 billion.

#### SELECTED CASES

- Sidibe v. Sutter Health. Matt is lead trial counsel for a class of 3
  million employers and individuals who charge that a large
  hospital system exploited its market power to increase hospital
  prices and insurance premiums.
- In re Generic Drug Pricing Antitrust Litigation. Matt represents CVS
  in a case alleging a vast conspiracy among generic drug
  companies to inflate the price of generic drugs.
- Stand-Up MRI v. CareCore National (and related cases). Matt helped secure a \$40 million jury verdict, after a month-long trial, in a group boycott case against a medical benefit manager.
- Brown v. Hartford HealthCare Corporation. Matt serves as colead counsel in an antitrust class action challenging HHC's "all or nothing" and anti-steering practices in Connecticut.
- Ortho Biotech v. Amgen. Matt helped secure a \$200 million settlement for a subsidiary of Johnson & Johnson that alleged Amgen illegally bundled pharmaceutical drugs related to blood cell growth.
- TraceLink v. Healthcare Distribution Alliance. Matt secured a favorable settlement for TraceLink in its group boycott case against a pharmaceutical trade association.
- Discover Financial v. Visa and Mastercard. Matt served as co-lead counsel for Discover in litigation against Visa and Mastercard over credit-card restrictions, which yielded a \$2.75 billion settlement.
- In re Visa Check/MasterMoney Antitrust Litigation. Matt was part of the lead trial team in this landmark case challenging Visa and Mastercard's merchant restrictions, which yielded a monetary settlement of \$3.4 billion and \$28 billion in injunctive relief.

### J. Wyatt Fore



**Partner** 

#### **EMAIL** wyatt@scl-llp.com

#### **ADDRESS**

600 14th St NW, 5th Floor Washington DC 20005

#### **PHONE**

646.960.8612

#### **WEBSITE**

Link to Wyatt's Bio

#### LINKEDIN

Link to Wyatt's Profile



#### **ABOUT**

J. Wyatt Fore is an award-winning litigator specializing in high-stakes antitrust and commercial matters. He advises a diverse roster of clients, as plaintiffs and defendants, across numerous industries, helping each navigate complex issues and achieve resolution. From challenging illegal port practices imposed by a cartel of ocean carriers to representing the Writers Guild in its historic dispute with talent agencies, Wyatt is no stranger to bet-the-company cases that change industries. In every case, Wyatt prides himself on his handson approach to litigation, working with select teams to secure favorable results at the trial and appellate levels and deliver outstanding client service.

#### **EDUCATION**

University of Michigan Law School, J.D., cum laude (2015) University of Virginia, B.A., with honors (2008)

#### **EXPERIENCE**

More broadly, Wyatt is an important thought leader on cutting-edge antitrust and competition issues, including emerging technologies and regulated industries. For example, he edited and co-authored the American Bar Association Antitrust Law Section's "Competition implications of big data and artificial intelligence/machine learning," and has co-authored a white paper on the competition provisions of the Shipping Act. He also publishes, through the ABA Antitrust Law Section's Media and Technology Committee, a biweekly newsletter on recent developments in the space.

Wyatt has received recognition for his work, including his selection by the American Antitrust Institute as a 2023 honoree in the category of Outstanding Antitrust Achievement by a Young Lawyer. He is an active participant in the American Antitrust Institute and the ABA's Antitrust Law Section, where he serves as vice chair of the Media and Technology Committee.

#### **BAR ADMISSIONS**

District of Columbia Virginia

#### **RECOGNITION**

American Antitrust Institute, Outstanding Litigation Achievement by a Young Lawyer (2023)

Super Lawyers (2018-2024)

#### **SERVICE**

American Bar Association, Antitrust Law Section (Vice Chair, Media and Technology Committee)

#### **SELECTED CASES**

- World Association of Icehockey Players Unions North America Division, Tanner Gould, et al. v. National Hockey League, Canadian Hockey League, et al. Wyatt prosecuted the case on behalf of major junior hockey players against a cartel facilitating a market-allocation-and-wage-suppression scheme.
- Sidibe et al. v. Sutter Health. Wyatt served as trial and appellate counsel for a class of premium payers in an antitrust case brought against a dominant health care system. He successfully achieved a key precedent in the Ninth Circuit.
- Brown et al. v. Hartford HealthCare Corporation. Wyatt litigated the case on behalf of premium payers in an antitrust case brought against a dominant health care system.
- Intermodal Motor Carriers Conference of the American Trucking Associations v. OCEMA et al. Wyatt prosecuted the case under the Shipping Act on behalf of intermodal trucking companies against a conference of ocean carriers, alleging unreasonable practices with respect to chassis. He achieved a key win against challenged conduct before the Federal Maritime Commission.
- LKQ Corp. v. Overall Parts Solutions. Wyatt prosecuted a breach of contract case on behalf of an automotive replacement part manufacturer.
- In re: Louisiana Real Estate Appraisers Board, Docket No. 9374 (FTC). Wyatt defended a state agency in litigation and appeals from price-fixing allegations by the Federal Trade Commission.
- William Morris Endeavor Entertainment, LLC v. Writers Guild of America West Inc. Wyatt served as litigation counsel for the labor union concerning allegations that the guild's adoption of its Agency Code of Conduct constituted a group boycott in violation of the antitrust laws, and in pursuing counterclaims against the three leading Hollywood talent agencies for fixing the price of packaging fees. He achieved a favorable litigation result facilitating a resolution of the labor dispute.

### James J. Kovacs



**Partner** 

### **EMAIL** james@scl-llp.com

#### ADDRESS

600 14th St NW, 5th Floor Washington, DC 20005

### **PHONE** 646.960.8611

#### WEBSITE Link to Jimmy's Bio

### LINKEDIN Link to Jimmy's Profile



#### **ABOUT**

James J. Kovacs specializes in antitrust litigation and counseling, with a focus on the intersection of health care and antitrust. He also represents both plaintiffs and defendants in high-stakes litigation across industries in cases alleging antitrust violations such as price fixing, group boycotts, tying, bundling, market allocation, monopolization, and anticompetitive mergers.

Page 13 of 29

Jimmy has authored amicus briefs in federal appellate courts on subjects including reverse payments, product hopping and hospital mergers. He regularly speaks and writes on antitrust topics, with a focus on the effect of antitrust law on health care providers.

#### **EDUCATION**

Saint Louis University School of Law, J.D., cum laude (2013) Fordham University, B.A., cum laude (2010)

#### **EXPERIENCE**

Clients retain Jimmy to represent them before the U.S. Department of Justice Antitrust Division, Federal Trade Commission, and state attorneys general, including working with nonparties to voice concerns about potentially anticompetitive mergers and acquisitions. In addition, he advises clients on general compliance with federal and state antitrust laws, including issues related to the sharing of competitively sensitive information, joint ventures, competitor collaborations and the right to repair in aftermarkets.

#### **SELECTED CASES**

 Sidibe v. Sutter Health. Jimmy represents a class of approximately 3 million employers and individuals who charge that Sutter, a large hospital system in Northern California, drove up hospital prices and, in turn, health insurance premiums paid by the class. Jimmy was a key team member in a five-week jury trial in the Northern District of California and helped brief the

#### **BAR ADMISSIONS**

District of Columbia Missouri

#### **RECOGNITION**

Law360, Legal Lions (2024)

Super Lawyers, Rising Star (2018-2023)

#### **SERVICE**

American Bar Association, Antitrust Law Section appeal to the Ninth Circuit, which overturned the jury verdict and ordered a new trial.

- Dinosaur Financial Group et al. v. S&P Global. Jimmy defends
   FactSet in an antitrust class action lawsuit alleging
   monopolization and conspiracy claims concerning the
   distribution and usage of the CUSIP financial identifier.
- In re Generic Drug Pricing Antitrust Litigation. Jimmy is counsel for CVS Pharmacy, Inc. in a multidistrict litigation pending in the Eastern District of Pennsylvania in connection with its claim regarding alleged anticompetitive behavior concerning the sale of hundreds of generic pharmaceuticals by over 20 manufacturers.
- O.E.M. Glass Network, Inc. v. Mygrant Glass Company. Jimmy represented an auto glass wholesaler alleging a horizontal group boycott by its wholesale competitors and various auto glass manufacturers. Jimmy took numerous party and nonparty depositions and drafted oppositions to defendants' motion to dismiss and summary judgment briefs. Ultimately, his client was able to secure favorable settlements from each defendant.
- In the Matter of Louisiana Real Estate Appraisers Board. Jimmy defended a state agency in Part 3 administrative proceedings before the Federal Trade Commission and an appeal to the Fifth Circuit. The Federal Trade Commission alleged that the state agency engaged in price fixing. Jimmy took and defended key depositions, worked with the economic expert, and drafted numerous briefs, including an opposition to summary judgment in which the commission sided with the state agency over the FTC's complaint counsel.
- Black Card, LLC v. Visa U.S.A. Jimmy represented a credit card company in its breach of contract claims against Visa. Jimmy deposed key experts and led trial preparation. Ultimately, the matter settled with a favorable outcome for the client.

### Ellison A. Snider



**Associate** 

### **EMAIL** esnider@scl-llp.com

#### **ADDRESS**

14 Penn Plaza, Suite 1900 New York, NY 10122

#### PHONE

646.960.8624

#### **WEBSITE**

Link to Ellison's Bio

#### LINKEDIN

Link to Ellison's Profile



#### **ABOUT**

Ellison A. Snider is committed to advancing economic justice, blending her legal expertise with empathetic advocacy to promote fair competition. Prior to joining SCL, Ellison served as a law clerk at the Minnesota Supreme Court, where she refined her legal research and writing skills on novel and complicated legal issues.

Ellison graduated from the University of Minnesota Law School, where she was a Managing Editor of the *Minnesota Law Review* and served as a Student Director of the Consumer Protection Clinic. Ellison spent two years during law school as a clerk for a Minneapolis law firm, representing classes of plaintiffs in complex litigation, including antitrust cases.

Before law school, Ellison worked as a paralegal at a Chicago law firm and as an advocate for public education funding and gender equity in schools at a national poverty law center.

#### **EDUCATION**

University of Minnesota Law School, J.D. (2023) Minnesota Law Review, Managing Editor

Loyola University of Chicago, B.A., cum laude (2016)

#### **EXPERIENCE**

Ellison specializes in complex antitrust cases involving price-fixing, unlawful monopolization, and other anticompetitive practices. Ellison has significant legal experience on both sides of the bench despite only recently graduating from law school.

During law school, Ellison helped prosecute antitrust class actions as a law clerk at a prominent plaintiffs' law firm while also leading a consumer-protection law clinic. Ellison then spent two years as a law clerk at the Minnesota Supreme Court, where she helped research and draft precedent-setting legal opinions.

Ellison's current casework focuses on antitrust litigation in the healthcare, telecommunications, and financial services sectors.

#### **BAR ADMISSIONS**

Minnesota

U.S. District of Minnesota

#### RECOGNITION

Minnesota Law Review
Certificate of Excellence
(2023)

Dean's List (2020-2023)

Research and Writing Section Honors (2021)

Law in Practice Section Honors (2021)

#### **SERVICE**

Minnesota Supreme Court (Law Clerk) (2023-24)

University of MN Law School Consumer Protection Clinic (Student Director) (2021-22)

#### SELECTED CASES

- Sidibe v. Sutter Health. Ellison serves on the plaintiffs' trial team in this landmark antitrust case against a large hospital system in northern California for allegedly exploiting its market power to increase the cost of healthcare.
- In re Local TV Advertising Antitrust Litigation. Ellison represents a putative class of advertisers who allege that defendants conspired to rase the prices of local television spot advertising. To date, plaintiffs have reached \$48 million in settlements.
- Dinosaur Financial Group v. S&P Global. Ellison represents FactSet in an antitrust class action lawsuit alleging monopolization and conspiracy claims concerning the distribution and usage of the CUSIP financial identifier.
- Altanovo Domains No. 3 Limited v. ICANN. Ellison represents
   Altanovo in connection with a pending and prior Independent
   Review Process regarding the ICANN auction of the generic top-level domain ". web."

### Maija McLaughlin



**Discovery Attorney** 

### **EMAIL** mmclaughlin@scl-llp.com

#### **ADDRESS**

14 Penn Plaza, Suite 1900 New York, NY 10122

#### PHONE

646.960.8623

#### **WEBSITE**

Link to Maija's Bio

#### **LINKEDIN**

Link to Maija's Profile

#### **ABOUT**

Maija McLaughlin analyzes and advises on discovery for antitrust matters.

Maija is passionate about investigation. She works across eDiscovery platforms to locate and elevate case-making evidence. Over the past decade, Maija has cultivated a particular interest and aptitude for uncovering key communications in cases that allege anticompetitive conduct.

Maija's contributions extend to all stages of litigation, including identifying key witnesses, developing case strategy, challenging deficient productions, preparing depositions, and providing support for experts and pleadings.

#### **EDUCATION**

William Mitchell College of Law (2013)

Fashion Institute of Technology, B.A. (2008)

#### **EXPERIENCE**

Maija's experience in long-term and complex litigation makes her a go-to resource for navigating significant universes of data. Since 2021, she has worked on *In re Local TV Advertising Antitrust Litigation*, providing guidance on a voluminous production of documents.



#### **BAR ADMISSIONS**

Minnesota

#### **SERVICE**

Volunteer Lawyers Network, Eviction Expungement

OutFront Minnesota, Transgender Name Change & Gender Marker Clinic

#### **SELECTED CASES**

- In re Local TV Advertising Antitrust Litigation. Maija works with
  the plaintiffs representing a proposed class of purchasers of
  broadcast television spot advertising against defendants who
  are alleged to have engaged in a scheme to artificially inflate
  prices in violation of federal antitrust law. To date, plaintiffs have
  reached \$48 million in settlements.
- Sidibe v. Sutter Health. Maija spearheads plaintiffs' discovery in this landmark antitrust case against a large hospital system in northern California for allegedly exploiting its market power to increase the cost of healthcare.
- Rail Freight. Maija led the discovery team for one of the world's largest energy companies in connection with its antitrust claims against defendant freight railroads for allegedly conspiring to increase revenue by imposing nonnegotiable fuel surcharges on rail shipments.



# SCL Firm Profile



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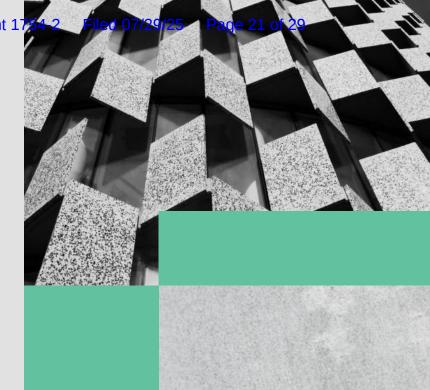
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- O8 Leadership in the Antitrust Bar



#### **About Us**

### SCL is a national antitrust litigation boutique.

With offices in New York and Washington, Shinder Cantor Lerner focuses on antitrust law.





We have an established track record of success litigating and advising on high-stakes bet-the-industry matters on behalf of plaintiffs and defendants nationwide.



Our attorneys are dedicated to shaping competition law in a manner that protects free enterprise while promoting economic justice.

### Our results speak for themselves.

Recent Awards and Honors

\$8 Billion

Recovered for **Our Clients** 

Recent Antitrust **Publications** 

#### **Significant Settlements**

#### SCL's focus is antitrust.

We have litigated some of the largest antitrust disputes in U.S. history and regularly handle bet-the-business cases through trial and appeal.



#### Visa Check/MasterMoney Antitrust Litigation

SCL attorneys helped secure a landmark \$3 billion settlement, which included injunctive relief valued by the district court between \$25 million and \$87 billion and required Visa and Mastercard to repeal their policy of tying debit card acceptance to credit card acceptance.\*

#### **Air Cargo Shipping Services Antitrust Litigation**

SCL attorneys helped lead this decade-long litigation, resulting in more than \$1.2 billion for plaintiffs. In a case referred to by the court as "irrefutably complex," SCL attorneys represented businesses that purchased airfreight services directly from defendants.\*

#### Discover v. Visa and Mastercard

SCL attorneys were co-lead counsel in Discover's damages suit against Visa and Mastercard for their exclusionary rules that restricted Discover's ability to enter into business arrangements with Visa and Mastercard member banks. After defeating a summary judgment motion by defendants, Discover received a \$2.75 billion settlement.\*

### Wells Fargo Collateral Protection Insurance Litigation

SCL attorneys served as co-lead counsel in litigation against Wells Fargo and National General Insurance Company over allegations that they force-placed unnecessary insurance on auto loan customers in violation of federal racketeering and state competition laws. Plaintiffs obtained \$432 million in settlements plus substantial relief for Wells Fargo customers.\*

#### **Nexstar Broadcasting v. Granite Broadcasting**

This case concerned the monopolization of a television broadcast market through exclusive contracts with virtually all major television broadcast networks. The case successfully resulted in our client securing one of the network contracts.\*

#### **News Corp. Transactions**

SCL attorneys successfully represented News Corp. in the antitrust review of its \$5.6 billion acquisition of Chris-Craft Industries, an owner of television broadcast stations throughout the United States, and its sale of Fox Family Worldwide to the Walt Disney Company.\*

#### Ortho Biotech v. Amgen

In this case concerning claims of anticompetitive price bundling and tying, SCL attorneys were part of the lead team that tried a preliminary injunction motion and obtained a \$200 million settlement for a Johnson & Johnson subsidiary.\*

#### **Disposable Contact Lens Antitrust Litigation**

SCL attorneys served as co-lead counsel and secured settlements exceeding \$118 million on behalf of U.S. contact lens purchasers. The settlements resolved an expansive antitrust class action against the four dominant contact lens manufacturers and the largest nationwide distributor for imposing minimum retail prices for many popular brands.\*

### Payment Card Interchange Fee and Merchant Discount Litigation

SCL attorneys led a broad coalition of the largest merchants in the United States, including Walmart, Amazon, Costco, Starbucks, 7-Eleven, the Gap and Lowe's, among others, that led the industry-wide objections to a \$7.25 billion settlement, resulting in the vacatur of that agreement in the Second Circuit.\*

#### Potential Merger Between EchoStar and DirecTV

SCL attorneys co-led a team that successfully advocated against the merger to the Department of Justice, the Federal Communications Commission and 23 state attorneys general, arguing it violated the Clayton and Communications acts. As a result, the proposed merger was not consummated.\*



### Trial Victories

#### Afilias Domains No. 3 Ltd. v. Internet Corporation for Assigned Names and Numbers

Represented Afilias in its arbitration against ICANN regarding its wrongful determination to delegate the .WEB registry to NuDotCo LLC. The Panel at the International Centre for Dispute Resolution found that ICANN breached its bylaws by failing to act transparently and awarded fees and costs to Afilias.

#### **CareCore National Litigations**

SCL attorneys led teams that tried two antitrust cases for unreasonable restraints of trade and group boycotts against a medical benefit manager, obtaining a \$40 million jury verdict, where the jury awarded more damages than was requested.\*

### **Stress Corrosion Cable Litigation**

Defended a breach of implied warrantability case regarding stress corrosion cables that resulted in a jury verdict far less than the plaintiff requested, and the Seventh Circuit refused to overturn the award.\*

#### **Arizona Public Utility Commission**

Represented SolarCity in a regulatory trial that resulted in findings that SolarCity was not acting as a public service corporation when it provided certain specific solar electric services to Arizona schools, governments, and non-profit entities.\*

#### Linkable v. Mastercard

SCL attorneys led the successful prosecution of Linkable's breach of contract claim against Mastercard.\*

\*Results obtained prior to forming SCL.

### Rankings & Accolades



An excellent strategist and one of the first colleagues I call to collaborate on a novel issue



[A]n amazing attorney who mixes vision and skill with respect and team building...a brilliant tactician and a fierce litigator.



[A]n antitrust trailblazer.

#### **Chambers USA**



















### Representative Clients



J.CREW







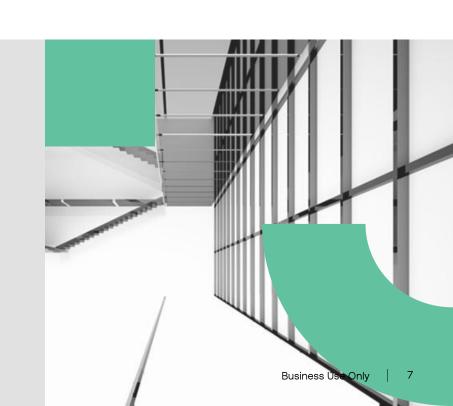


### Capabilities

The depth and breadth of our experience is enhanced by Al-based tools to streamline and maximize our client service capabilities.

# We are dedicated to responsibly integrating Al into our practices,

ensuring full compliance with all rules and regulations while embracing the future of the legal profession from litigation workflows to complex eDiscovery issues.



## Leadership in the Plaintiffs' Bar

Our partners are leading voices on antitrust issues and have served at the highest levels of leadership in national and local professional and advocacy associations dedicated to the field of competition law. Current and former positions include:

#### American Bar Association, Antitrust Law Section

Vice Chair, Media and Technology Committee Articles Editor, Antitrust Magazine

### The Committee to Support the Antitrust Laws

President
Vice Chair, Climate and
Antitrust Committee

#### New York State Bar Association, Antitrust Law Section

Co-Chair of the Class Action and Private Litigation Committee Finance Officer and Executive Committee Member Executive Committee Members

### New York County Lawyers' Association

Former Chair, Antitrust and Trade Regulation Committee

#### American Bar Association, International Law Section

Former Chair, International Antitrust Law Committee

### American Antitrust Institute

Advisory Board Member

### New York Bar Foundation

Fellows

#### New York Women in Antitrust Group

Co-Chair



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# **EXHIBIT B**

### Djeneba Sidibe et al. v. Sutter Health LODESTAR

FIRM NAME: Shinder, Cantor, Lerner, LLP REPORTING PERIOD: through May 2025

Attorney	Title	Year	Rate	Hours	Lodestar
Matthew Cantor	Partner	2024	\$1,400.00	222.5	\$311,500.00
Matthew Cantor	Partner	2025	\$1,400.00	332.3	\$465,220.00
James Kovacs	Partner	2024	\$775.00	186.1	\$144,227.50
James Kovacs	Partner	2025	\$775.00	160.5	\$124,387.50
Wyatt Fore	Partner	2024	\$675.00	103.5	\$69,862.50
Wyatt Fore	Partner	2025	\$675.00	193.0	\$130,275.00
Ellison Snider	Associate	2024	\$575.00	157.9	\$90,792.50
Ellison Snider	Associate	2025	\$575.00	295.4	\$169,855.00
Maija McLaughlin	Associate	2024	\$475.00	174.1	\$82,697.50
Maija McLaughlin	Associate	2025	\$475.00	89.5	\$42,512.50
Janille Esquilin	Paralegal	2024	\$425.00	3.8	\$1,615.00
Janille Esquilin	Paralegal	2025	\$425.00	98.4	\$41,820.00

 2024 Total
 847.9
 \$700,695.00

 2025 Total
 1,169.1
 \$974,070.00

 TimeEntry Total
 2,017.0
 \$1,674,765.00

Expense Category	Total
Conference (Meal) Expenses	\$1,001.76
Document Reproduction	\$854.87
Filing & Motion Fees	\$390.15
Messenger/ FedEx	\$2,010.77
Service of Process	\$1,871.00
Travel Expense	\$22,686.44
WestLaw/ Pacer	\$132.50
Total Expenses	\$28,947.49

Total Time + Expenses	\$1,703,712.49
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### Djeneba Sidibe et al. v. Sutter Health LODESTAR

FIRM NAME: Shinder, Cantor, Lerner, LLP REPORTING PERIOD: through May 2025

Attorney	Title	Year	Rate	Hours	Lodestar
Matthew Cantor	Partner	2024	\$1,400.00	222.5	\$311,500.00
Matthew Cantor	Partner	2025	\$1,400.00	332.3	\$465,220.00
James Kovacs	Partner	2024	\$775.00	186.1	\$144,227.50
James Kovacs	Partner	2025	\$775.00	160.5	\$124,387.50
Wyatt Fore	Partner	2024	\$675.00	103.5	\$69,862.50
Wyatt Fore	Partner	2025	\$675.00	193.0	\$130,275.00
Ellison Snider	Associate	2024	\$575.00	157.9	\$90,792.50
Ellison Snider	Associate	2025	\$575.00	295.4	\$169,855.00
Maija McLaughlin	Associate	2024	\$475.00	174.1	\$82,697.50
Maija McLaughlin	Associate	2025	\$475.00	89.5	\$42,512.50

#### TOTAL ATTORNEY 1,914.8 \$1,631,330.00

Other Professional	Title	Year	Rate	Hours	Lodestar
Janille Esquilin	Paralegal	2024	\$425.00	3.8	\$1,615.00
Janille Esquilin	Paralegal	2025	\$425.00	98.4	\$41,820.00

### TOTAL OTHER PROFESSIONAL 102.2 \$43,435.00

Time Entry Total	2,017.0	\$1,674,765.00
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Case No. 3:12-CV-04854-LB

BROWNSTEIN DECL ISO MOTION FOR ATTORNEY'S FEES AND COSTS

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#### I, David C. Brownstein declare as follows:

- 1. I am a partner in the law firm of FARMER BROWNSTEIN JAEGER GOLDSTEIN KLEIN & SIEGEL LLP ("Farmer Brownstein" or "we"), counsel of record for the certified class in this matter. I make this declaration of my own personal knowledge and, if called upon to do so, could and would testify to the facts set forth in this declaration.
- 2. Our firm was engaged in this matter in September of 2013. At that time, I was the only attorney at the firm who worked on this matter. Mr. Goldstein joined the team in February 2018 when he joined Farmer Brownstein. As discussed in more detail below, attorneys in our firm worked 12,892 hours and legal assistants worked 480 hours on this case. I, and my partner David Goldstein, were the only two lawyers in our firm who worked on this matter, and we jointly managed and supervised our firm's efforts on this matter. We performed work in all phases of this matter, following the pre-litigation investigation and filing of the initial two complaints.
  - 3. As detailed further below, Farmer Brownstein's work on this matter included:
    - a) Defending Plaintiffs' pleadings through two rounds of motions to dismiss;
    - b) Drafting Plaintiffs' 3d and 4th Amended Complaints;
    - c) All aspects of discovery, described in more detail below;
    - d) Plaintiffs' two class certification motions;
    - e) Plaintiffs" Opposition to Sutter's Rule 23(f) Petition Filed in the Ninth Circuit challenging the court's order certifying the class;
    - f) Plaintiffs" oppositions to Sutter's Summary Judgment Motions;
    - g) Plaintiffs' motion for Partial Summary Judgment;
    - h) Multiple Sealing Motions;
    - i) Plaintiffs' motion seeking sanctions for Sutter's spoliation of evidence;
    - j) Plaintiffs' affirmative motions in limine and oppositions to Sutter's motions in limine;
    - k) Expert work;
    - 1) Plaintiffs' and Sutter's Daubert Motions;

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- m) Extensive pretrial preparation;
- n) Mock trials and jury studies;
- o) The trial of this matter;
- p) Plaintiffs' appeals to the Ninth Circuit following the court's dismissal of the action and the judgment in favor of Sutter;
- q) Plaintiffs' Motion for Preliminary Approval of Settlement; and
- r) Plaintiffs' Motion for Final Approval of Settlement.

#### 4. The Pleadings

We worked with lead counsel to amend and defend the pleadings, including drafting the 3d and 4th Amended Complaints, the identification of relevant markets, allegations regarding causation, damages, and pass-through, and defending the pleadings at the District Court and in the Ninth Circuit.

#### 5. Discovery

We had a substantial role in all phases of discovery.

#### a) Document Review

We reviewed documents Sutter produced and selected documents from Sutter's document productions to train the AI tool (technology assisted review) program that was utilized to efficiently review the enormous volume of documents produced in this matter. We reviewed and analyzed voluminous documents in preparation for depositions, motion practice, and trial.

#### b) Written Discovery

We prepared interrogatories and document requests to Sutter; we prepared and served subpoenas on numerous third parties; we met and conferred with Sutter's counsel and third parties' counsel regarding discovery issues; and we litigated discovery motions.

#### c) Depositions

We prepared for and took, defended or attended 42 percipient witness depositions and nine expert depositions (for 56 days of testimony). These depositions included witnesses from Sutter,

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all five health plans, all the insurance pricing (actuarial and underwriting) witnesses, and hospitals and other third parties.

#### 6. Expert Witnesses

We researched and interviewed potential experts: economists, actuaries, and healthcare industry practitioners. We read and analyzed reports prepared by experts retained by Plaintiffs and Sutter regarding class certification, merits, and damages. We had primary responsibility for the preparation of actuarial expert David Axene and discovery from Sutter experts on actuarial issues, Patrick Travis and Shannon Keller, and assisted in the preparation of other experts (Dr. Tasneem Chipty, Dr. Kenneth Kizer) for deposition testimony, and attended their depositions. We also prepared for and took the depositions of defense experts (actuaries, healthcare pricing). We prepared actuarial expert David Axene to testify at trial, and helped prepare cross-examinations of several of Sutter's experts.

#### 7. Class Certification

Farmer Brownstein performed legal research and participated in editing the initial and subsequent class certification motions and worked with experts, primarily David Axene, regarding supporting declarations. We worked on the moot court in preparation for the class certification hearing. After the court granted class certification, we worked on the opposition to Sutter's Rule 23(f) Petition filed in the Ninth Circuit.

#### 8. Legal Research

We performed or evaluated much of the legal research performed by Plaintiffs' counsel in this matter. As a large, complex matter that has spanned almost 13 years, scores of legal issues were researched, discussed, and briefed. By way of illustration, some of the more significant legal research we concentrated on during the matter were:

- Geographic markets in hospital cases;
- Tying under the Sherman and Cartwright Acts;
- Forcing, coercion, and foreclosure in tying cases;
- Anticompetitive effects;

1	•	Steering;
2	•	Not-for-profit entities and antitrust standards;
3	•	Direct effects and antitrust liability;
4	•	Tying and the single-monopoly profit theory;
5	•	Jury instructions under the Cartwright Act;
6	•	Jury instructions for tying claims post-remand;
7	•	Resale and tying;
8	•	Judicial estoppel;
9	•	Health insurance premium-setting under California law and under the Affordable
10		Care Act;
11	•	Jury and trial issues in light of Covid 19;
12	•	Governmental entities and class membership;
13	•	Pro-competitive justifications under the Cartwright Act;
14	•	Daubert issues;
15	•	Voir dire and jury selection;
16	•	Rehearing in the Ninth Circuit.
17	9.	Trial Preparation
18	The f	irst trial was scheduled for October 2021 but was reset for February 2022. We played
19	important rol	e in trial preparation for the planned October 2021 trial and again for the February
20	2022 trial.	
21	a)	We prepared for and participated in a mock trial;
22	b)	We read, analyzed and selected trial exhibits, and prepared objections to and
23	responses to	objections to trial exhibits;
24	c)	We evaluated witnesses and consulted with co-counsel regarding our selection and
25	order of witi	nesses to call at trial, and prepared multiple witnesses for their trial testimony;
26	d)	We performed multiple timed practice witness examinations for witnesses we called
27	to the stand	at trial, and assisted co-counsel in streamlining our trial presentation;
<b>.</b> .		

- e) We met and conferred with defense counsel regarding witnesses, exhibits (including objections), stipulations, jury instructions, trial logistics, and other trial issues, and drafted multiple submissions to the court regarding evidentiary disputes and argued many of those;
- f) We prepared deposition designations for witnesses who did not testify live at trial, and we prepared counter designations and/or objections to testimony offered by Sutter's counsel via deposition;
- g) We helped prepare FRE 1006 exhibit summaries; met and conferred extensively with Sutter's counsel regarding composite exhibits; and reviewed FRE 1006 summary exhibits offered by Sutter;
- h) We performed legal research and prepared motions in limine ("MIL") and oppositions to MILs filed by Sutter;
- i) We researched and assisted in the preparation of jury instructions and verdict forms and briefs supporting our proposed instructions and opposing Sutter's proposed instructions;
- j) We prepared 10 witnesses for trial testimony (including experts) and performed multiple timed examinations;
- k) We prepared for (and in many cases conducted) cross-examinations for 18 witnesses on Sutter's trial witness list;
- 1) We prepared our experts to testify at trial and helped prepare for the cross-examination of Sutter's experts;
- m) We were responsible for presenting all the witnesses on actuarial issues (percipient and expert), all the United HealthCare, and all the Aetna witnesses at trial;
- n) We participated in jury selection including reading, summarizing, and evaluating written juror questionnaires, and conferred with our jury consultant;
- o) We assisted with the preparation of Plaintiffs' Opening Statement and Closing Argument; and
- p) Throughout the pretrial process and trial, we engaged in ongoing communication and coordination with our co-counsel and Sutter's counsel regarding witnesses, exhibits, briefing,

logistics, and jury instructions.

#### 10. Appeals

We participated in all aspects of both of Plaintiffs' appeals to the Ninth Circuit, including the evaluation of grounds for appeal, legal research, drafting and editing briefs, and preparing for oral argument. We participated in drafting and editing opposition briefs to Sutter's petition for *en banc* review, participated in moot court arguments in preparation for Ninth Circuit oral arguments, read amicus briefs, and coordinated with counsel for amicus. We prepared for and attended the Ninth Circuit arguments.

#### 11. March 3, 2025 Trial

In preparation for the trial scheduled to begin on March 3, 2025, we worked with cocounsel to conduct a detailed review of the trial record and developed new and refined trial
strategies. For the trial itself, we undertook responsibility for the same witnesses and issues we
had in the 2022 trial. This included participation in a jury study, preparation of percipient and
expert witnesses to testify, drafting, opposing, and arguing motions *in limine*, preparation of jury
instructions in light of the Ninth Circuit's decision, meeting and conferring with Sutter's counsel
regarding evidentiary issues, trial exhibits, witnesses, and trial logistics. We evaluated potential
jurors and worked with co-counsel on jury selection. After the parties selected a jury, and the day
before opening statements were to commence, the case settled.

#### 12. Settlement

The parties engaged in mediation twice during this litigation, and we participated in both efforts. The first effort did not result in a settlement. Before the scheduled start of the second trial, the parties agreed to participate in a mediation before Greg Lindstrom of Phillips ADR. We actively participated in these efforts, including forming settlement strategy, reading and editing mediation briefs, participating in the pretrial mediation meeting with Mr. Lindstrom, and being involved in subsequent communications with co-counsel and Sutter's counsel which ultimately led to the settlement currently before the court. We worked on the settlement documentation, including editing the Memorandum of Understanding ("MOU") between the parties, the

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Settlement Agreement, and related documents, including the long-form class notice, other notice materials, and the Plan of Distribution.

#### 13. Motion for Preliminary Approval of the Settlement

We participated in the research, drafting, and editing of the brief in support of the motion for preliminary approval of the settlement. We attended the hearing on May 22, 2025. The Court granted the motion for preliminary approval.

#### 14. Motion for Final Approval of the Settlement

We will work with co-counsel to prepare the upcoming motion for final approval of the Settlement.

#### 15. Motion for Attorney's Fees and Reimbursement of Expenses

We participated in this process including preparation of my declaration. We did not charge for the time spent on this project.

#### 16. Billing and Expenses

Our practices for recording time and tracking expense practices in this matter, as reflected in Exhibit 2 to this declaration, are the same as in any matter. We keep time in increments of 1/10th of an hour and billed our normal rates for our time. Our travel on this case was in coach, and we did not stay in high-end hotels. As is our normal practice, we do not charge for legal research on Westlaw, and only bill for out-of-pocket copying costs when we used a vendor or were charged for copying that exceeded our flat rate monthly contract for copies.

Our litigation team on this matter was very small. Only two attorneys, five legal assistants, and one summer clerk billed for work over the course of the almost 13 years we have worked on this matter. Although other attorneys at Farmer Brownstein have consulted with us on issues in the case, their total time was less than 100 hours and we have not included those hours in our lodestar calculation.

#### 17. Conclusion

As reflected in Farmer Brownstein's firm resume (attached as Exh. 1), we are very experienced attorneys who have decades of practice in antitrust matters and class actions in federal

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and state courts. Of the six lawyers in the firm, four are ranked by Chambers for Antitrust preeminence, including myself and Mr. Goldstein. During our 35-plus years of experience, Mr. Goldstein and I have represented defendants and plaintiffs in numerous high-stakes antitrust cases and investigation, both civil and criminal, and we regularly provide antitrust advice to companies about a wide variety of antitrust issues.

Attached as Exh. 2 are charts listing the attorneys and staff who worked on the case, and Farmer Brownstein's out-of-pocket expenses.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was signed in Sebastopol, CA on July 23, 2025

By: David C. Brownstein

## EXHIBIT 1



155 Montgomery Street, Suite 301 San Francisco, California 94104 Telephone: (415) 795-5020 Fax: (415) 520-5678

David Brownstein: dbrownstein@fbjgk.com David M. Goldstein: dgoldstein@fbjgk.com



Farmer Brownstein Jaeger Goldstein Klein & Siegel LLP is a boutique litigation firm committed to providing personalized service and the highest quality representation to our diverse set of clients, from large public companies and their executives to small businesses and entrepreneurs. Our team of lawyers has extensive experience in antitrust, securities and complex business litigation, and in government investigations conducted by authorities in the United States, Europe, Asia and South America.

We bring seasoned judgment and teamwork to our clients' matters from the outset, seeking strategic and efficient outcomes whether through early resolution or through trial.

#### **ATTORNEYS**

- William S. Farmer (Of Counsel)
- David C. Brownstein
- Charles R. Jaeger

- ❖ David M. Goldstein
- \* Kerry C. Klein
- Marc Siegel

### OUR PRACTICE

Farmer Brownstein Jaeger Goldstein Klein & Siegel LLP's seasoned trial, government, and regulatory lawyers have spent decades helping their clients solve their most difficult problems. We work closely with our clients to provide them with our advice and guidance, and to solve litigation, government investigations, and regulatory issues in the most intelligent and cost-effective way. Our team approach makes our diverse set of backgrounds and experiences available, as needed, to every assignment. We have a track record of success in large international cases and investigations and in smaller business disputes and pre-litigation issues. We aggressively look to resolve matters as quickly and as efficiently as possible to fulfill our client's business or personal objectives.

Our firm combines the experience of attorneys who have worked for the government, the finest international law firms, and a Fortune 500 company. We have decades of experience in complex business litigation, government regulatory and criminal matters, and antitrust and securities cases and disputes, as well as outside independent investigations of corporate governance and malfeasance concerns. We represent clients in federal and state courts across the country, in arbitrations, before state and federal regulatory agencies, and in U.S. and international government investigations. We have expertise in all phases of criminal and civil trial and litigation practice, as well as regulatory proceedings, including trials, arbitrations, mediations and appeals.

# SPECIFIC PRACTICE AREAS

#### **ANTITRUST**

#### **CRIMINAL ANTITRUST**

We bring prosecution experience and perspective to defend companies and individuals facing criminal investigations and indictments brought by the U.S. Department of Justice, Antitrust Division (DOJ). Mr. Siegel is a former senior DOJ official with extensive knowledge of DOJ criminal antitrust and cartel investigative strategies, policies, and practices. The breadth and depth of our criminal experience has enabled the firm to successfully defend clients in high-stakes domestic and international price-fixing investigations of suspected cartel involvement in which individuals face potential incarceration and companies face possible criminal fines in hundreds of millions of dollars. We have extensive experience with the DOJ's leniency program, and we have strong reputations and credibility with the DOJ.

#### **CIVIL ANTITRUST LITIGATION**

We have extensive experience defending clients against civil antitrust claims brought as class actions or by individuals in federal and state courts, as well as representing clients in asserting antitrust claims. Our lawyers have played leading roles in high-stakes price-fixing, monopolization, tying, exclusive dealing, and group-boycott cases alleging billions of dollars of damages, and we have represented companies in multidistrict, class action, and opt-out cases. Our experience cuts across a broad range of industries including, for example, electronic devices and components, chemicals, agriculture, entertainment, health care, pharmaceuticals, clothing, payment cards, credit reports/identity theft, motor oil, and automotive parts. Our criminal antitrust expertise is invaluable in enabling us to position our clients for the best possible results in civil litigation. We also have trial experience in proceedings brought by the Antitrust Division alleging price-fixing and bid-rigging violations

#### ANTITRUST COMPLIANCE AND COUNSELING

We have substantial experience advising global and domestic companies across multiple industries in designing and implementing effective antitrust compliance programs that are consistent with the U.S. Department of Justice compliance credit policy. We routinely provide antitrust advice and counseling services to help clients run their businesses successfully, avoiding the pitfalls of our complex antitrust laws. And we help clients design distribution and sales systems involving complex supply chains, and navigating potential antitrust issues in the context of horizontal and

vertical relationships and the intersection of antitrust and intellectual property rights. We also advise clients on the intersection between antitrust and regulatory schemes in the context of dominant firm and multi-firm conduct.

#### **COMPLEX COMMERCIAL LITIGATION AND DISPUTE RESOLUTION**

We represent companies and individuals in a wide range of complex business disputes through all phases of litigation and appeals in federal and state courts, as well as in arbitrations and mediations. We work closely with each client, whether as a plaintiff or defendant, to develop strategies to resolve disputes in a cost-effective manner with minimal disruption to ongoing business operations. We also defend companies in class actions, including in multi-district litigation. We have represented clients in many industries involving claims relating to partnerships, contracts and business torts, California's Unfair Competition Law, fraud, fiduciary duties, corporate governance issue, license agreements, real estate disputes, fair market rent determinations, business valuations, patent pools, misappropriation of trade secrets, and tax and accounting issues.

### CORPORATE/PARTNERSHIP GOVERNANCE DISPUTES, FIDUCIARY DUTY AND BUSINESS TORT LITIGATION

We have extensive experience prosecuting and defending actions between stakeholders in private or closely held companies. Our lawyers have successfully guided clients through numerous cases involving the fiduciary and contractual duties owed by shareholders and partners to each other and to the company, business torts, ownership and control issues and business valuations.

#### REGULATORY

We have experience with high-stakes regulatory litigation before both the California Public Utilities Commission and the Federal Energy Regulatory Commission, and related federal court litigation and appeals to the federal courts of appeal. Our experience before state and federal commissions encompasses all phases of proceedings, including discovery, motions, working with expert economic and technical witnesses, hearings, post-hearing briefing, oral argument, meeting with commission staff, and negotiating multi-party settlements. We also have experience guiding utilities and other regulated entities through rulemakings and investigations, and advising clients on compliance with commission orders and regulations. In addition, we have experience advising clients on the impact of proposed federal and state regulations and laws.

### SECURITIES LITIGATION, ENFORCEMENT AND PROFESSIONAL LIABILITY

We represent firms and individuals in securities related class actions and derivative litigation and in connection with investigations and SEC enforcement proceedings. Our lawyers have conducted internal investigations for boards of directors and special committees. In addition, we have broad experience representing accounting firms and individuals in all manner of cases, from multi-jurisdictional securities class actions to client-related disputes and SEC and other regulatory matters.

#### WHITE-COLLAR CRIMINAL

Our lawyers represent individuals and companies in white-collar criminal investigations and trials. Before entering private practice, Mr. Siegel was a prosecutor and senior manager for the U.S. Department of Justice, Antitrust Division (DOJ). For many years, he supervised DOJ's grand jury investigations and high-profile criminal litigation. We have led internal investigations on behalf of boards of directors and advised and represented executives in connection with grand jury investigations and in other matters having potential criminal implications. Our firm strives to head off any government prosecution or litigation in the first place, but if an acceptable disposition cannot be achieved, we do not hesitate to pursue a vigorous defense on behalf of our clients at trial.



### DAVID BROWNSTEIN

Partner

dbrownstein@fbjgk.com 415.962.2873 Direct 415.520.5678 Fax 155 Montgomery Street, Suite 301 San Francisco, CA 94104

#### **PRACTICE**

David Brownstein has over thirty-five years of experience litigating antitrust matters, class actions, and business disputes in federal and state courts and in administrative forums. He often provides guidance to clients on competition law issues related to information sharing, distribution and pricing issues. He has represented companies in a broad spectrum of industries, including traditional manufacturing, professional services, utilities, semiconductor manufacturing, banking, and payment processing companies. He has litigated business torts, antitrust claims, consumer class actions, and tax cases, among many other types of litigation for defendants and plaintiffs alike.

Prior to forming Farmer Brownstein Jaeger, David practiced for 19 years with Heller Ehrman LLP as a Shareholder and served as Managing Shareholder of the San Francisco office of Heller Ehrman from 2000 through 2003, and was a Partner at Orrick, Herrington, & Sutcliffe from 2008 until 2012.

David is a Chambers-ranked lawyer for antitrust law in California. David has been selected as a Northern California Super Lawyer in the field of antitrust litigation for the last fifteen years. In 2022, David was elected a Fellow of the American Bar Foundation, a global honorary society that recognizes attorneys, judges, law faculty and legal scholars whose public and private careers have demonstrated outstanding dedication to the highest principles of the legal profession and to the welfare of their communities. Membership is limited to just one percent of lawyers licensed to practice in each jurisdiction.

#### **Antitrust Experience and Representative Engagements**

David has extensive experience representing companies in antitrust litigation. He has played leading roles in high-stakes monopolization, tying, cartel, and group-boycott cases. He has represented several Taiwanese manufacturers in multi-district, class action, and opt-out cases, and in governmental investigations regarding alleged cartel activity. Many of the cases he has worked on were significant matters.

David has represented clients in the following matters, among others:

- Mitsui Chemicals, Inc., Mitsui Chemicals America. Representing Mitsui companies in multi-district class action alleging world-wide cartel.
- Represented Japanese manufacturer of automotive parts in multiple class actions alleging price-fixing conspiracies.
- **Individuals**. Represented several individuals in Department of Justice investigations into allegations of price fixing and other collusive conduct in various industries.
- International Food Manufacturer. Distribution and pricing advice to international manufacturer and distributor of prepared food products.
- Artificial Intelligence start-up. Antitrust counseling to fast-growing tech company.
- Sidibe v. Sutter Health. Representing class of individuals and businesses asserting antitrust claims against health care system.
- In re: Mesquite Charcoal Antitrust Litigation. Represented local company in defense of price-fixing class action.
- **Start-up Company**. Represented company in litigation with investor alleging breach of contract and fraud claims.
- In re: TFT-LCD (Flat Panel) Antitrust Litigation: Representing manufacturer of LCD panels in multi-district litigation, and in actions brought by Hewlett Packard and Google, Inc.
- Aftermarket Automotive Lighting Products: Represented manufacturer of aftermarket auto lights in Grand Jury investigation, multi-district class action litigation, and competitor litigation.
- In The Matter of CERTAIN SEMICONDUCTOR INTEGRATED CIRCUITS USING TUNGSTEN METALLIZATION AND PRODUCTS CONTAINING SAME, United States Trade Commission Investigation No. 337-TA-648: Represent manufacturer of integrated circuits in ITC investigation and parallel patent infringement litigation.
- In re DYNAMIC RANDOM ACCESS MEMORY (DRAM) ANTITRUST LITIGATION; In re STATIC RANDOM ACCESS MEMORY (SRAM) ANTITRUST LITIGATION; In re FLASH MEMORY ANTITRUST LITIGATION: Represent manufacturer of computer chips in defense of antitrust

- actions brought by direct and indirect purchasers, over 40 states, and individual actions regarding three different classes of computer memory chips.
- In re Visa Check/MasterMoney Antitrust Litigation: Member of the trial team representing Visa in the largest antitrust class-action matter in history, brought by major retailers against Visa U.S.A. and MasterCard.
- **Medical Association**. Represented medical association in civil litigation regarding alleged group boycott of medical insurance plan.
- GlobalNetExhange. Represented company in defense of business tort case. Obtained dismissal of matter with prejudice. Dismissal upheld on appeal; SourcingLink.net v. Oracle Corp. et al. Case No. 046684, 4th Appellate District, California.
- Defense of institutions in audits and investigations being conducted by the California Franchise Tax Board in connection with alleged tax shelter-related activity.
- Defended WorldCom in a state-wide consumer-practices lawsuit brought in Superior Court by the State Attorney General and California Public Utilities Commission.
- Lead counsel defending Blue Cross of California against claims by advocacy organization that it improperly paid income taxes. Obtained dismissal with prejudice in Superior Court of California, Los Angeles. Appeal dismissed: Foundation for Taxpayer and Consumer Rights v. State Board of Equalization (Real Party in Interest Blue Cross of California). Case No. BC 324947, 2nd Appellate District, California.
- Defended several telecommunications carriers in cramming and/or slamming actions before the California Public Utilities Commission in trial and appellate proceedings.
- Represented foreign conglomerate in extended federal court proceedings regarding the theft of trade secrets for microwave technology used in radar jammers and F-16 aircraft.
- Defended Mexican government (Banco de Mexico) in putative class action by former guest workers for allegedly failing to pay wage withholdings due.

#### **Education**

University of California, Berkeley (B.A.) University of Michigan School of Law (J.D.) Western Governor's University (M.B.A.)

#### Admitted

State Bar of California
U.S. District Court for The
Northern, Central, and Eastern
Districts of California
The Eastern District of New York
The United States Court of
Appeals for the Ninth and Federal
Circuits

#### Member

State Bar of California American Bar Association, Antitrust Section, and International Law Section Bar Association of San Francisco.



# DAVID M. GOLDSTEIN

Partner

dgoldstein@fbjgk.com 415.962.2875 Direct 415.520.5678 Fax 155 Montgomery Street, Suite 301 San Francisco, CA 94104

#### **PRACTICE**

David has represented clients in demanding business litigation matters, including class actions and multidistrict litigation, for 30 years. He has broad experience as both a defendant and a plaintiff in complex litigation in federal and state courts, as well as in arbitrations. For the past 25 years, most of his practice has focused on antitrust and competition matters involving cartels, dominant firms and monopolization, vertical relationships, antitrust/IP matters, and other areas of antitrust law. He often provides guidance to clients regarding antitrust issues involving pricing and distribution, vertical agreements, trade association activities, and licensing agreements. He has handled cases and counseled clients in a broad range of industries, such as electronic devices and components, chemicals, entertainment, health care, pharmaceuticals, payment cards, credit reports/identity theft, DSL technology, LED lighting, motor oil, and medical devices. In addition to antitrust matters, David has represented clients in business disputes involving contracts, business torts, California's Unfair Competition Law, investor disputes, real estate, and other matters.

David is a ranked lawyer for antitrust in Chambers, Best Lawyers in America, Benchmark Litigation, and SuperLawyers, and has been listed in the The Legal 500 for the United States in Antitrust. He has a peer- and judiciary-reviewed AV Preeminent rating from Martindale-Hubbell.

David served as the Chair of the Executive Committee of the California Lawyers Association's Antitrust and Unfair Competition Law Section. His other positions include Immediate Past Chair, Secretary, and Chair of Media, Marketing and Membership. He served for many years on the Executive Committee of the Antitrust Section of the Bar Association of San Francisco (BASF), and he served as the Vice Chair of the Antitrust

Section in 2010-2011. He also served on BASF's Litigation Section's Executive Committee for several years including as the Chair in 2009. He previously served on the Editorial Board of San Francisco Attorney Magazine and as the Editor of the Barrister's Club Law Journal.

David often writes and speaks about antitrust and litigation issues. He co-authored "DOJ and FTC Set Possible Criminal Liability Trap for HR Professionals," which won an Antitrust Writing Award from Concurrences, and "Putting China's Fair Competition Review System in Action," which was nominated for an Antitrust Writing Award.

Prior to joining the firm, David was a partner at Orrick Herrington & Sutcliffe LLP from 2008-2018, and before that was a shareholder at Heller Ehrman LLP, where he served as a co-chair of the Antitrust Practice Group, as a co-chair of the San Francisco Litigation Department, and as a member of the San Francisco Management Committee.

#### REPRESENTATIVE ENGAGEMENTS

#### Cartels:

- Japanese Chemical Manufacturer. Defended company in class action against allegations of price-fixing and market allocation.
- *Taiwanese Electronic Components Manufacturer*. Advised company in a price-fixing class action.
- **Sony Pictures**. Defended Sony in alleged no-poach and wage-suppression class action.
- **Sony Electronics**. Defended Sony in direct and indirect purchaser class actions alleging price fixing with respect to SRAM chips.
- **Sony Electronics and Sony PlayStation**. Asserted claims for Sony in price-fixing case involving TFT-LCD panels.
- *Merck*. Advised Merck in California Supreme Court proceedings in alleged price-fixing class action.

#### Dominant Firms and Monopolization:

- *Sidibe v. Sutter Health*. Representing plaintiffs asserting tying and monopolization claims against health care system.
- *Visa*. Defended Visa in a purported U.S. \$100 billion class action brought by Wal-Mart and other merchants asserting tying and attempted monopolization claims based on Visa's payment card rules, *In re Visa Check/MasterMoney Antitrust Litigation*.

- *Visa*. Defended Visa in 40 indirect purchaser class actions in more than 20 states asserting monopolization, consumer protection, and common law claims in follow-on cases to *In re Visa Check/MasterMoney Antitrust Litigation*.
- *Merck*. Defended Merck against Section 2 antitrust counterclaims in a Hatch-Waxman case involving cholesterol drugs.
- *Pennzoil-Quaker State*. Defended Pennzoil-Quaker State in a challenge to the merger of the two companies.

#### Antitrust/Intellectual Property:

- *DuPont*. Represented DuPont in asserting Section 1 and Section 2 counterclaims based on exclusive dealing.
- *Texas Instruments*. Defended Texas Instruments against Section 2 antitrust counterclaims based on standards-setting for DSL technology.
- *nVidia*. Represented nVidia in asserting Section 2 antitrust counterclaims based on Rambus' conduct before a standards-setting organization.
- *One Technologies*. Represented One Technologies in asserting Section 2 antitrust counterclaims in a trademark infringement case involving Google AdWords.
- *Electronics Products Manufacturer*. Advised company regarding possible antitrust claims based on a patent pool.

#### General Litigation Matters:

- *Sony Electronics and Sony PlayStation*. Represented Sony as a plaintiff in a breach of contract case involving a mediated settlement agreement. Sony v. HannStar, 835 F.3d 1155 (9th 2016).
- *Delta Dental of California*. Defended Delta Dental in an arbitration and a follow-on class action alleging breach of contract and other claims.
- *Investor*: Represented investor in start-up company in litigation involving breach of contract and breach of fiduciary claims.
- *Start-up Company*. Represented company in litigation with investors involving breach of contract and fraud claims.
- *Technology Company*. Represented technology company in litigation/arbitration involving fraud and breach of fiduciary claims.
- *Real Estate Company*. Represented owner of real estate in a three-week arbitration to determine the fair market rent for a property in Silicon Valley.
- *Real Estate Company*. Representing company in dispute with clients regarding real estate development project.

#### Representative Publications

- "7th Circuit Affirms Summary Judgment for Defendants in Containerboard Price-Fixing Case," California Lawyers Association, January 2019
- "DOJ and FTC Set Possible Criminal Liability Trap for HR Professionals," AntitrustWatch.com, October 2017
- "Intellectual Ventures Wins Summary Judgment to Defeat Capital One's Antitrust Counterclaims," State Bar of California, Antitrust Section E-Brief, January 2018
- "Recent Developments in the Extraterritorial Application of the US Antitrust Laws," JCA Journal, ISSN 03863042, March and May, 2015. Japanese Version
- "Civil Price-Fixing Cases in EU vs. U.S.: 10 Key Issues," Law360, June 11, 2014.
- "A Year Later: Comcast's Impact on Antitrust Class Actions," Law360, March 26, 2014.
- "The Impact of Comcast Corp. v. Behrend on Securities Class Actions," Securities Reform Act Litigation Reporter, April & May 2013.
- "Cathode Ray Tube Court Rules that 'Price-Ladder' Damages Are Analytically Different From 'Umbrella Damages," State Bar of California, Antitrust Section E-Brief, 2016.
- "2d Circuit's Decision in Lotes Clarifies FTAIA's Effect on Extraterritorial Reach of the Sherman Act, But Leaves Unresolved the Status of Claims Based on Importation of Products Containing Price-Fixed Components," JD Supra Business Advisor, June 5, 2014.

#### Representative Speeches and Panels

- "Latest Development in No-Poach Agreements," California Lawyers Association, Jan. 29, 2019.
- "Antitrust for HR Employees: No-Poach and Wage-Fixing Agreements," Bar Association of San Francisco, Jan. 16, 2018.
- "Strategies to Minimize Legal Risk and Increase Enforceability of Non-Solicitation Agreements," Client Webinar, Feb. 1, 2017.
- "Antitrust Issues in Licensing Intellectual Property Rights," Bar Association of San Francisco, Sept. 29, 2015.
- "A View from the Trenches in Today's Complex Antitrust Cases," Bar Association of San Francisco, Nov. 29, 2012.
- "Licensing and Antitrust," UC Davis Law School, Feb. 23, 2012.
- "Current Trends and Issues in Antitrust," The Rock Center for Corporate Governance, Stanford Law School, Jan. 15, 2010.

- "Antitrust Issues in Licensing Intellectual Property," Licensing Executives Society, San Diego, March 18, 2008.
- "Current Antitrust Issues in Standards-Setting and Licensing," Stanford University, Jan. 9, 2008.

#### **Education**

Yale Law School, J.D. Executive Editor, *Yale Journal* on *Regulation* University of Michigan, B.A., with high distinction

#### **Admitted**

State Bar of California

#### **Member**

American Bar Association (Litigation, Antitrust and Intellectual Property Sections) State Bar of California (Litigation, Antitrust and Intellectual Property Sections)

#### **CLIENTS**

Our attorneys have represented a wide range of clients, including publicly traded companies, private companies, small businesses and/or their executives. Our commitment to cost-effective representation makes our services attractive to small businesses and investors, while our broad experience gives established companies the assurance that their matters are handled efficiently by experienced practitioners. Our partners have represented the following companies or their executives.

- Banco de Mexico
- Bank of America
- Blue Cross of California
- Chunghwa Picture Tubes, Ltd.
- Dairylea Cooperative
- Deloitte & Touche SpA
- Delta Dental of California
- Depo Auto Parts
- DuPont
- Ernst & Young LLP
- GlobalNetExchange
- Grant Thornton LLP
- Hawaii Medical Association
- Hearthstone, Inc.
- Los Gatos Tomato Products
- Lyft, Inc.

- Mitsui Chemicals
- Mosel Vitelic, Inc.
- MPM Capital
- PricewaterhouseCoopers LLP
- ProMOS Corporation
- Shaklee Corporation
- Sony
- Ssangyong
- Texas Instruments
- Universal Paragon Corporation
- UBS Corp.
- Visa U.S.A., Inc.
- Winbond Electronics Corporation
- Woolf Farming
- WorldCom

#### CONTACT US



info@fbjgk.com 415.795.2050 Main 415.520.5678 Fax

155 Montgomery Street, Suite 301 San Francisco, CA 94104

**EXHIBIT 2** 

#### **LODESTAR**

FIRM NAME: Farmer Brownstein Jaeger Goldstein Klein & Siegel

Attorney and Title	Hour	ly Rate	<b>Hours</b>	Lodestar
David C. Brownstein (P) 2013	\$	800.00	106.50	\$ 85,200.00
David C. Brownstein (P) 2014	\$	800.00	153.50	\$ 122,800.00
David C. Brownstein (P) 2015	\$	850.00	47.10	\$ 40,035.00
David C. Brownstein (P) 2016	\$	850.00	134.20	\$ 114,070.00
David C. Brownstein (P) 2017	\$	900.00	939.00	\$ 845,100.00
David C. Brownstein (P) 2018	\$	900.00	1,162.60	\$ 1,046,340.00
David C. Brownstein (P) 2019	\$	950.00	826.70	\$ 785,365.00
David C. Brownstein (P) 2020	\$	950.00	696.20	\$ 661,390.00
David C. Brownstein (P) 2021	\$	1,000.00	1,834.70	\$ 1,834,700.00
David C. Brownstein (P) 2022	\$	1,050.00	931.60	\$ 978,180.00
David C. Brownstein (P) 2023	\$	1,150.00	212.60	\$ 244,490.00
David C. Brownstein (P) 2024	\$	1,200.00	457.60	\$ 549,120.00
David C. Brownstein (P) 2025	\$	1,250.00	467.70	\$ 584,625.00
David M. Goldstein (P) 2018	\$	900.00	541.60	\$ 487,440.00
David M. Goldstein (P) 2019	\$	950.00	367.80	\$ 349,410.00
David M. Goldstein (P) 2020	\$	950.00	687.60	\$ 653,220.00
David M. Goldstein (P) 2021	\$	1,000.00	1,769.40	\$ 1,769,400.00
David M. Goldstein (P) 2022	\$	1,050.00	838.50	\$ 880,425.00
David M. Goldstein (P) 2023	\$	1,150.00	186.70	\$ 214,705.00
David M. Goldstein (P) 2024	\$	1,200.00	306.70	\$ 368,040.00
David M. Goldstein (P) 2025	\$	1,250.00	223.40	\$ 279,250.00
Subtotal Attorney Lodestar			12,891.70	\$ 12,893,305.00

#### **LODESTAR**

FIRM NAME: Farmer Brownstein Jaeger Goldstein Klein & Siegel

Non-Attorney Staff and Title	Non-Attorney Staff and Title Hourly Rate		<u>Hours</u>	<b>Lodestar</b>	
Wendy Clymer (LA) 2017	\$	300.00	95.80	\$	28,740.00
Cullen Conboy (LC) 2019	\$	150.00	1.00	\$	150.00
Cullen Conboy (LC) 2020	\$	150.00	17.16	\$	2,574.00
Cullen Conboy (LC) 2021	\$	150.00	13.75	\$	2,062.50
Evan Jaeger (LA) 2021	\$	300.00	70.70	\$	21,210.00
Jackson Jaeger (LC) 2018	\$	150.00	29.30	\$	4,395.00
Jackson Jaeger (LC) 2019	\$	150.00	7.00	\$	1,050.00
James Smith (LA) 2018	\$	210.00	11.00	\$	2,310.00
James Smith (LA) 2019	\$	210.00	14.50	\$	3,045.00
Lizette Tavares (LA) 2021	\$	250.00	26.50	\$	6,625.00
Lizette Tavares (LA) 2022	\$	250.00	133.20	\$	33,300.00
Lizette Tavares (LA) 2023	\$	250.00	13.50	\$	3,375.00
Lizette Tavares (LA) 2024	\$	250.00	43.80	\$	10,950.00
Lizette Tavares (LA) 2025	\$	250.00	3.00	\$	750.00
Subtotal Non-Attorney Lodestar			480.21	\$	120,536.50
Grand Total Lodestar			13,371.91	\$	13,013,841.50

#### **LODESTAR**

FIRM NAME: Farmer Brownstein Jaeger Goldstein Klein & Siegel

<b>Professional</b>	<u>Hours</u>	<u>Lodestar</u>
David C. Brownstein, Partner	7,970.00	\$ 7,891,415.00
David M. Goldstein, Partner	4,921.70	\$ 5,001,890.00
Wendy Clymer, Legal Assistant	95.80	\$ 28,740.00
Cullen Conboy, Law Clerk	31.91	\$ 4,786.50
Evan Jaeger, Legal Assistant	70.70	\$ 21,210.00
Jackson Jaeger, Law Clerk	36.30	\$ 5,445.00
James Smith, Legal Assistant	25.50	\$ 5,355.00
Lizette Tavares, Legal Assistant	220.00	\$ 55,000.00
Total Lodestar	13,371.91	\$ 13,013,841.50

#### **LODESTAR**

FIRM NAME: Farmer Brownstein Jaeger Goldstein Klein & Siegel

Expense Category	<u>Total</u>
Cost Assessment (Expert)	0
Legal Counsel (Appellate)	\$ 60,000.00
Discovery Databases, Production	\$ 20,239.67
Document Reproduction (Printing/Copying)	\$ 2,077.61
WestLaw/Pacer	0
Court Filing Services	0
Court Ordered Transcripts	0
Travel Expense	\$ 26,825.89
Deposition Transcripts	\$ 11,551.10
Private Investigators	0
Service of Process	0
Messenger/FedEx	\$ 399.15
Conference Calls/Long Distance	0
Conference (Meal) Expenses	\$ 4,953.63
Filing and Motion Fees	0
Witness Fees	0
Insurance Reference Materials	\$ 209.95
Total Expenses	\$ 126,257.00

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- n) Appellate Briefs after the District Court granted Sutter's 12(b)(6) Motion and dismissed the case in 2014; and after the Jury Verdict and Judgment for Sutter in 2022 after a Four-Week Jury Trial;
- o) Opposition to Petition for Rehearing;
- p) Motion for Preliminary Approval of Settlement; and
- q) Motion for Final Approval of Settlement.

#### 2. Discovery

We played a significant role in pretrial discovery.

#### a) <u>Depositions</u>

We prepared for and took, defended and/or attended 59 percipient witness depositions (for 76 days of testimony). These depositions included witnesses from Sutter, including Sarah Krevans and Pat Fry (former Sutter CEOs), the five health plans, (including Paul Markovich-Blue Shield of California's CEO); hospitals and other third parties.

#### b) Written Discovery

We prepared interrogatories and document requests to Sutter and worked on responding to Sutter's discovery requests; we met and conferred with Sutter's counsel and third parties' counsel regarding discovery issues; we reviewed voluminous documents in preparation for depositions and motion practice.

#### Expert Witnesses

We researched and interviewed potential experts: economists, actuaries, and healthcare industry practitioners. We read and analyzed reports prepared by experts retained by Plaintiffs and Sutter, regarding class certification, merits, and damages. We prepared experts (Dr. Taneem Chipty, David Axene, Dr. Kenneth Kizer) for deposition testimony, and attended their depositions. Moreover, we prepared for the depositions of defense experts (economists, actuaries,

1	healthcare) and attended many of those depositions. Subsequently, after the Court granted class			
2	certification and denied Sutter's motion for summary judgment, we prepared our experts to testify			
3	at trial, and helped prepare cross-examination of the defense experts.			
4	4. <u>Class Certification</u>			
5	We performed legal research and participated in drafting and editing the initial and			
7	subsequent class certification motions. We worked on the moot court in preparation for the class			
8	certification hearings. After the court granted class certification, we worked on the opposition to			
9	Sutter's 23(f) Petition filed in the Ninth Circuit.			
10	5. Legal Research			
11	We performed legal research on numerous topics including but not limited to:			
12	Pleading Standard for Relevant Markets;			
13	Motions for Reconsideration and Waiver;			
14 15	Non-Profit Entities;			
16				
17	Antitrust Damages;			
18	Geographic Markets in Healthcare Cases;			
19	Standing for Injunctive Relief under the Clayton Act;			
20	Law of the Case;			
21	Horizontal Merger Guidelines;			
22	Umbrella Liability Theory;			
23	SSNIP Cases;			
24 25	Class Settlements, Scope of Releases, and Collateral Estoppel;			
25 26	Whether Monopolization Claims May Be Brought Under the Cartwright Act;			
27	Standard for Rehearing en banc;			
28	Sutter's Affirmative Defenses;			

1	•	Cartwright Act Per Se Tying Cases;
2	•	Filed Rate Doctrine;
3	•	Class Actions of Health Insurance Enrollees;
5	•	Economic Coercion under the Cartwright Act Tying Law;
6	•	"Substantial Amount" Element of the Cartwright Act Tying Claim;
7	•	DMHC Reasonable and Customary Rate Filings;
8	•	Statute of Limitations Tolling;
9		Continuing Violation Doctrine;
10	2	Market Power;
11	19	
12	•	Spoliation and Sanctions;
13	٠	Adverse Inference Jury Instructions;
14	•	Rule 26 Damage Disclosures;
15	•	Pass Through Evidence;
16 17	•	Anticompetitive Effect;
18	•	Antitrust Impact;
19		Privilege Logs and In Camera Review;
20	•	Expert Damage Testimony and Methodology;
21		Dueling Experts on Summary Judgment;
22		Resolving Relevant Markets on Class Certification;
23		
24	•	Federal Question Jurisdiction;
25	•	Employers and Employees in Same Class;
26	•	Single Monopoly Profit Doctrine;
27	•	Aggregate Damages, Averaging and Allocation;
28		5

- 1		
1	•	Scope of Rebuttal Expert Reports;
2		Econometric Evidence Used in Support of Market Definition;
3		Modified Expert Methodology in Reply Reports;
5	•	Qualitative Evidence Supporting Common Impact;
6	•	Whether Relevant Markets Require Econometric Analysis;
7	•	Summary Judgment on Affirmative Defenses;
8	•	Noerr-Pennington Doctrine;
9	•	Remedies for Rule 26 Disclosure Violations Including Excluding Undisclosed Witnesses;
10	•	Admissibility of Expert Testimony in Other Case as Party Admission;
11		Separate Products Element of Tying Claim;
12		
13	•	Business Justification Defense;
14	•	Overcharge Analysis;
15	•	Expert Data Choice in Class Certification Cases;
16 17	•	Injury in Fact in Pass Through Cases;
18	•	Downstream Markets;
19	•	Use of Statewide and Nationwide Data;
20	•	Judicial Admissions;
21	•	Best Practicable Notice Issues;
22		Expert Extrapolation;
23 24	•	Pass Through Rate Variation;
25	•	Less Restrictive Alternatives;
26	•	Rule 23(F) Issues;
27		Proof of Class-Wide Impact at Trial;
28		•

- 1	
1	Use of Data Outside Damage Period;
2	Hearsay Issues;
3	Class Decertification;
4	<ul> <li>Inclusion of State Entities in Class Actions;</li> </ul>
5	Ascertainability Issues;
7	Exclusion of Class Members from Jury;
8	Substitution of Experts;
9	
10	Pro-Competitive Rebuttal Evidence;
11	Remote Testimony at Trial;
12	Remote Trials During Covid;
13	• FRE 1006 Issues;
14	Expert Trial Exhibits;
15	Admission of Expert Charts Based on Inadmissible Evidence;
16	Voir Dire Objections;
17	Business Record Hearsay Exception;
18	Party Admissions;
19	
20	Trial Testimony by Class Representatives;
21 22	Injunctive Relief;
23	Standards of Appellate Review;
24	Jury Instructions and Verdict Form Appellate Issues;
25	Harmless Error;
26	Appealing Denial of Spoliation Sanctions;
27	Testimony By or Evidence About Absent Class Members;
28	

1	•	Callin	g Undisclosed Witnesses at Retrial;	
2	•	Law c	of the Case and Waiver on Retrial;	
3	Admissibility of Expert Charts;			
5	<ul> <li>Use of Prior Trial Testimony Where a Plaintiff is Unavailable;</li> </ul>			
6		Exam	ination of Hostile Witnesses;	
7	•	Exclu	ding Superseded Complaint.	
8		2		
9	6.	Trial l	Preparation	
10		The fi	rst trial was scheduled for October 2021, but was reset for February 2022 (due to an	
11	attorne	ey's hea	alth issue). We played an active role in trial preparation and the February 2022 trial.	
12		(1)	We prepared for and participated in a mock trial;	
13		(2)	We read, analyzed and selected trial exhibits;	
14		(3)	We decided with co-counsel which witnesses to call at trial and prepared multiple	
15 16			witnesses for their trial testimony;	
17			(i) Due to court ordered time limits it was important to know before trial the	
18			estimated time for each witness examination; accordingly, we did multiple	
19			timed practice witness examinations for witnesses we examined at trial	
20			including health plan executives that we called as witnesses during our case	
21			in chief, and Sutter executives that we cross-examined.	
22		(4)		
23		(4)	We met and conferred with defense counsel regarding witnesses, exhibits,	
24			stipulations, jury instructions, and other trial issues;	
25		(5)	We prepared witness deposition designations for those witnesses who did not	
26			testify live at trial, and we prepared counter designations and/or objections to	
27			testimony offered by Sutter's counsel via deposition;	
28				

- (6) We helped prepare FRE 1006 exhibit summaries; and reviewed those 1006 summaries offered by Sutter;
- (7) We performed legal research and prepared motions in limine ("MIL") and oppositions to MILs filed by defendant Sutter;
- (8) We researched and prepared jury instructions and verdict forms and briefs supporting our proposed instructions and opposing Sutter's proposed instructions;
  - (a) We also met and conferred with Sutter's counsel regarding the jury instructions and verdict form and argued jury instructions at the Charging Conference;
- (9) We prepared multiple witnesses for trial testimony (including experts) and performed multiple timed examinations;
- (10) We prepared our experts to testify at trial and helped prepare for the cross-examination of Sutter's experts;
- (11) We participated in jury selection including reading written juror questionnaires, and conferred with our jury consultant;
- (12) We assisted with the preparation of Opening Statement and Closing Argument; and
- (13) Throughout the pretrial process and trial, we engaged in ongoing communication and coordination with our co-counsel and Sutter's counsel regarding witnesses, exhibits, briefing, logistics, and jury instructions.

#### 7. Appeals

We performed legal research, drafted and edited Ninth Circuit briefs, and were actively involved in the appellate process for both appeals. We read/edited opposition briefs to Sutter's petition for *en banc* review, participated in moot court arguments in preparation for Ninth Circuit

27

28

oral arguments, analyzed amicus briefs and coordinated with counsel for amicus. We prepared for and attended the Ninth Circuit arguments.

#### 8. March 3, 2025 Trial

In June 2024, the Ninth Circuit reversed the jury verdict and judgment for Sutter. Subsequently, we prepared for the second trial: we participated in a mock jury, prepared witnesses to testify, wrote and opposed motions in limine, prepared jury instructions, met and conferred with Sutter's counsel regarding trial exhibits, witnesses, and trial logistics, and prepared percipient and expert witnesses to testify at the second trial. We performed, generally, the same functions in preparing for the retrial as we did for the 2022 trial. After the parties selected a jury, and the day before opening statements were to commence, the case settled.

#### 9. Settlement

The parties agreed to participate in a mediation before Greg Lindstrom of Phillips ADR. We actively participated in the proceedings – read/edited mediation briefs, participated in the pretrial mediation with Mr. Lindstrom and subsequent communications with co-counsel and defense counsel, including editing the Memorandum of Understanding ("MOU"), the Settlement Agreement, and related documents, including the long form notice, and Plan of Distribution.

#### 10. Motion for Preliminary Approval of the Settlement

We actively participated in the research, drafting, and editing of the brief in support of the motion. We attended the hearing on May 22, 2025. The Court granted the motion for preliminary approval.

#### 11. Motion for Final Approval of the Settlement

This motion will be filed after the Motion for Attorneys' Fees and Reimbursement of Expenses/Costs. We will participate in researching and drafting the motion for Final Approval of the Settlement.

# 12. <u>Motion for Fees and Reimbursement of Expenses</u>

We actively participated in this process including preparation of my declaration. We did not charge for the time spent on this project.

#### 13. Conclusion

As reflected in the firm resume of Steyer Lowenthal Boodrookas Alvarez & Smith LLP, we are very experienced attorneys who have decades of practice in class actions, antirust and other complex cases in both federal and state courts. I have tried a number of cases for plaintiffs and defendants in federal and state courts in multiple jurisdictions. Attached hereto is <a href="Exhibit A">Exhibit A</a>, our firm resume, and <a href="Exhibit B">Exhibit B</a>, charts listing the attorneys and staff who worked on the case, and the firm's out of pocket expenses that we incurred for this case. These expenses were incurred on behalf of the Class by Steyer Lowenthal Boodrookas Alvarez & Smith LLP on a contingent basis and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of Steyer Lowenthal Boodrookas Alvarez & Smith LLP. The out of pocket expenses incurred in this case are expenses that are paid by our clients in hourly billing cases.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on July 22, 2025, at San Francisco, California.

Allan Stever

leger

# **EXHIBIT A**

#### STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

235 Pine Street, 15<sup>th</sup> Floor San Francisco, CA 94104 Telephone: (415) 421-3400 Fax: (415) 421-2234 Email: steyerlaw.com

#### CLASS ACTION AND OTHER COMPLEX LITIGATION MATTERS

#### A. Antitrust

<u>In Re: Visa/Mastercard Currency Conversion Litigation</u> – one of core firms that represented certified class of plaintiffs in massive MDL antitrust/Truth In Lending Act action arising from imposition of foreign currency conversion fees by Visa, MasterCard, and banks. Court approved \$336 million settlement. (S.D.N.Y.)

<u>In Re: TFT-LCD (Flat Panel) Antitrust Litigation</u> - one of core firms that represented class of indirect purchasers in a price fixing conspiracy against manufacturers of flat panels for televisions, computer monitors, and laptop computers. Court approved \$1.08 billion settlement. (N.D.CA)

<u>In Re Foreign Exchange Benchmark Rates Antitrust Litigation</u> – represented class of direct purchasers of foreign currencies in horizontal price fixing case against major banks/market makers. Court approved \$2.3 billion dollar settlement. Single defendant went to trial in October 2022. Defense verdict obtained. (S.D.N.Y.)

<u>In Re: Aluminum Warehousing Antitrust Litigation</u> – one of four firms that represented corporate opt outs in price fixing case. Summary judgment granted after Second Circuit had reversed trial court's granting motion to dismiss. (S.D.N.Y.)

<u>Schwartz v. Visa International Corp., et al.</u> - represented plaintiffs in nationwide consumer representative action regarding imposition on credit card users of hidden, foreign currency conversion fees (one of three firms that successfully tried six-month trial and obtained \$780 million judgment). Court approved settlement. (Alameda County Superior Court)

Shrieve v. Visa U.S.A. Inc., et al. - co-lead counsel - represented plaintiffs in putative nationwide consumer class action regarding imposition on debit card users of hidden, foreign currency conversion fees. Court approved settlement. (Alameda County Superior Court)

<u>Mattingly v. Visa U.S.A. Inc., et al.</u> - co-lead counsel - represented plaintiffs in putative nationwide consumer class action regarding imposition on credit card users of hidden, foreign currency conversion fees. Court approved settlement. (Alameda County Superior Court)

<u>In Re: Broiler Chicken Antitrust Litigation</u> – representing putative class of direct purchasers in a horizontal price fixing conspiracy. Court has approved multiple settlements. (N.D.IL)

<u>In Re: Packaged Seafood Products Antitrust Litigation</u> – represented plaintiff class of direct purchasers of packaged seafood in a horizontal price fixing case. Court approved settlement in 2024 shortly before trial. (S.D.CA)

<u>In Re: Farm-Raised Salmon and Salmon Products Antitrust Litigation</u> – represented putative class of purchaser plaintiffs in price fixing cases. Motions to dismiss denied. Court approved settlement. (S.D.FL)

<u>Stanislaus Food Products Company v. USS-Posco Industries</u> (UPI) – successfully defended UPI in market allocation/monopolization case. District Court granted summary judgment and Ninth Circuit affirmed. (E.D.CA)

<u>In Re: German Automotive Manufacturers Antitrust Litigation</u> – member of plaintiffs' steering committee. Putative class action by purchasers of German cars in horizontal price fixing case. (N.D.CA)

<u>In Re: Inductors Antitrust Litigation</u> – represented putative class of direct purchaser plaintiffs in price fixing case. (N.D.CA)

<u>In Re: Parking Heaters Antitrust Litigation</u> – represented plaintiff in case arising from conspiracy to fix prices for parking heaters. Court approved settlement. (E.D.N.Y.)

<u>In Re: Resistors Antitrust Litigation</u> – represented class of indirect purchasers in price fixing case. Court approved settlement in March 2020. (N.D.CA)

<u>Ace Delivery & Moving, Inc. v. Horizon Lines, LLC, et al.</u> – served as plaintiff's co-lead counsel for putative class of direct purchasers in a horizontal price fixing. (D.AK)

Mayor and City Counsel of Baltimore, Maryland v. Citigroup, Inc., et al. – one of three firms which represented purchasers of auction rate securities in a putative class action antitrust case. District Court granted motion to dismiss. Argued appeal in Second Circuit Court of Appeal. (S.D.N.Y.)

<u>In Re: DRAM Antitrust Litigation</u> – member of executive committee - represented indirect purchasers of DRAM in class action involving price fixing conspiracy. Court approved settlement. (N.D.CA)

<u>In Re: Flash Memory Antitrust Litigation</u> - member of executive committee - represented class of indirect purchasers of flash memory against major electronic companies in a price fixing conspiracy. (N.D.CA)

<u>In Re: Fresh and Processed Potatoes Antitrust Litigation</u> - member of executive committee - represented plaintiff direct purchasers in a class action price fixing conspiracy. Court approved settlement. (E.D.ID)

<u>In Re: International Air Transportation Surcharge Antitrust Litigation</u> - member of executive committee – represented class of ticket purchasers against major airline carriers. Court approved settlements. (N.D.CA)

<u>In Re: Lithium Ion Batteries Antitrust Litigation</u> - represented class of direct purchaser plaintiffs. Court approved settlements. (N.D.CA)

<u>In Re: Municipal Derivatives Antitrust Litigation</u> - member of executive committee - represented class of purchasers of municipal securities in a price fixing conspiracy. Court approved settlement. (S.D.N.Y.)

<u>In Re: NASDAQ Market-Makers Antitrust Litigation</u> - represented plaintiffs in a national class action price fixing case against 33 broker-dealer defendants. Court approved settlement. (S.D.N.Y.)

<u>In Re: NCAA Student-Athlete Name & Likeness Licensing Litigation</u> - member of executive committee - represented class of plaintiffs in a price fixing conspiracy regarding current and former student athletes including bench trial in 2014. Court approved settlement. (N.D.CA)

<u>In Re: Payment Card Interchange Fee and Merchant Discount Antitrust Litigation</u> - represented plaintiff class in a price fixing case against Visa, Mastercard and major banks regarding interchange fees. Court approved settlement. (E.D.N.Y.)

<u>In Re: Processed Egg Products Antitrust Litigation</u> - represented plaintiff class in a price fixing conspiracy. Court approved settlement. (E.D.PA)

<u>In Re: CD Antitrust Litigation</u> - represented plaintiffs in a consolidated nationwide federal class action and antitrust/price fixing case involving the music industry. Court approved settlement. (D.ME)

<u>In Re: Graphics Processing Units Antitrust Litigation</u> - represented putative class of indirect purchasers of graphic cards against major electronic companies in a price fixing conspiracy. (N.D.CA)

<u>In Re: Korean Air Lines Co., Ltd. Antitrust Litigation</u> - represented plaintiff class in a price fixing conspiracy. Court approved settlement. (C.D.CA)

<u>In Re: Optical Disk Drive Products Antitrust Litigation</u> - represented plaintiff class of purchasers in a price fixing conspiracy. Court approved settlement. (N.D.CA)

<u>In Re: Static Random Access Memory (SRAM) Antitrust Litigation</u> - represented class of indirect purchasers in a price fixing conspiracy case against multiple SRAM manufacturers. Court approved settlement. (N.D.CA)

<u>In Re: Air Cargo Shipping Services Antitrust Litigation</u> - represented putative classes of direct purchasers of air cargo services against numerous airline defendants in a price fixing conspiracy. Court approved settlement. (E.D.N.Y.)

<u>In Re: Aftermarket Automotive Lighting Products Antitrust Litigation</u> - represented plaintiff class of direct purchasers in a horizontal price fixing conspiracy. Court approved settlement. (C.D.CA)

<u>In Re: Cathode Ray Tube (CRT) Antitrust Litigation</u> - represented class of direct purchaser plaintiffs. Court approved settlement. (N.D.CA)

#### **B.** Consumer

<u>Lavie v. Procter & Gamble</u> - co-lead counsel - represented plaintiffs in consumer representative action - false advertising, Bus. & Prof. Code § 17200 claims regarding OTC drug, including three-week trial and appeal. (San Francisco County Superior Court)

<u>Christina Grace v. Apple, Inc.</u> - one of four firms that represented class of California consumers in case regarding FaceTime feature on iPhones. Court approved settlement. (N.D.CA)

<u>In Re ConAgra Foods, Inc.</u> – represented a class of plaintiffs in a false advertising case. Court approved settlement. (C.D.CA)

<u>Lipuma v. American Express</u> - co-lead counsel - represented plaintiffs in nationwide consumer class action regarding deceptive business practices involving foreign currency conversion fees imposed on cardholders. Court approved settlement. (S.D.FL)

<u>Green v. Chase Manhattan Bank USA, N.A., et al.</u> - co-lead counsel - represented plaintiffs in putative consumer class action against home equity line lenders regarding failure to comply with statutory requirements for reconveyance of deeds of trust. Court approved settlement. (San Francisco County Superior Court)

Silva, et al. v. Provident Funding Associates, L.P., et al. - co-lead counsel - represented plaintiffs in consumer class action regarding late fees charged by a mortgage service company. Court approved settlement. (San Mateo County Superior Court)

Marshall, et al. v. H&R Block, Inc., et al. - one of four firms that represented putative nationwide class of tax preparation clients in deceptive business practices case. (S.D.IL)

<u>Mulligan v. Pacific Bell</u> - co-lead counsel - represented plaintiffs in California consumer class action alleging violations of Bus. & Prof. Code § 17200 and California Consumer Legal Remedies Act. Trial commenced and then case settled and court approved settlement. (Alameda County Superior Court)

<u>Citigroup Loan Cases</u> - represented plaintiffs in nationwide consumer class alleging Bus. & Prof. Code § 17200 claims against lenders regarding deceptive and illegal lending practices to consumers. Court approved settlement. (San Francisco County Superior Court)

Gordon v. Apple Computer - represented plaintiffs in consumer nationwide class action arising from sale of alleged defective computers, Bus. & Prof. Code § 17200. Court approved settlement. (Santa Clara County Superior Court)

<u>Castro v. Providian</u> - co-lead counsel - represented class of borrowers alleging Bus. & Prof. Code § 17200 claims arising from lender's imposition of unconscionable terms and interest charges on credit card lines. Court approved settlement. (San Mateo County Superior Court)

<u>Littau v. Circuit City</u> - co-lead counsel - represented plaintiffs in consumer class action - false advertising, Bus. & Prof. Code § 17200 claims against major electronics retailers. Court approved settlement. (San Francisco County Superior Court)

#### **C.** Investment Fraud/Securities

<u>In Re: American Continental Corporation/Lincoln Savings & Loan Securities Litigation</u> - co-lead counsel - represented class of bond purchasers against three Big 5 accounting firms, Charles Keating and many other defendants - including a four-month jury trial. Obtained \$1 billion-plus judgment. Achieved multiple settlements pretrial and during trial. (D.AZ)

<u>In Re: Technical Equities Coordinated Litigation</u> - represented hundreds of plaintiffs in fraud case against Bear Stearns, Big 5 accounting firms, Security Pacific National Bank and other defendants - including a three-month jury trial - obtained \$153 million judgment. (Santa Clara County Superior Court)

Represented two hedge funds in securities litigation against public company. (N.D.CA)

Represented four hedge funds in securities litigation against public company (public/private offering). (S.D.N.Y.)

<u>In Re: Asia Pulp & Paper Securities Litigation</u> - represented class of investors in a securities fraud action. Court approved settlement. (S.D.N.Y.)

William A. Brandt, Jr. v. Gordon A. Campbell, et al. - represented former CFO of bankrupt technology company in action brought by bankruptcy trustee against company's directors and officers. (San Mateo County Superior Court)

<u>In Re: General Instrument Securities Litigation</u> - MDL proceeding - represented group of investors including money managers who suffered multi-million-dollar losses arising out of 1995 merger of private company with publicly traded company; action was coordinated with national securities class actions. Court approved settlement. (N.D.IL)

<u>In Re: TMI Limited Partnership Litigation</u> - one of two firms that represented approximately 20,000 school teachers who invested in 35 real estate limited partnerships in class action for fraud, breach of fiduciary duty, against general partners and Big 5 accounting firm. Court approved settlement shortly before trial. (Orange County Superior Court)

<u>Smith v. Merrill Lynch</u> - represented plaintiffs in Orange County bond holder class action litigation. (Orange County Superior Court and Federal District Court).

<u>Klein v. Sacks</u> - co-lead counsel - represented investors in real estate limited partnerships fraud scheme in class action against general partners and attorneys. (Los Angeles County Superior Court)

<u>In Re: Executive Life Litigation</u> - represented plaintiffs in consolidated policy holder class actions against directors and officers and Big 5 accounting firm in fraud action. Court approved settlement. (Los Angeles County Superior Court)

<u>ZZZZBest Litigation</u> - represented Union Bank against Big 5 accounting firm that audited ZZZZBest. (Los Angeles County Superior Court and C.D.CA)

#### **D.** Other Complex Litigation

State of California, ex re., Edelweiss Fund, LLC v. JPMorgan Chase Bank, N.A.; et al. – Qui Tam (whistleblower cases) regarding VRDO's municipal bonds. (San Francisco County Superior Court)

<u>State of New York ex rel. Edelweiss Fund, LLC v. JPMorgan Chase & Co.; et al.</u> – (Supreme Court of the State of New York County of New York)

State of Illinois, ex rel., Edelweiss Fund, LLC v. JPMorgan Chase & Co.; et al. – Court approved \$70 million settlement in summer 2023. (In the Circuit Court of Cook County, Illinois County Department, Law Division)

State of New Jersey, ex rel., Edelweiss Fund, LLC v. JPMorgan Chase & Co.; et al. – (Superior Court of New Jersey Law Division: Mercer County)

Meris Labs v. Long Beach Memorial Hospital - represented defendant subsidiary of nonprofit hospital in breach of contract/fraud case, including twelve-week jury trial. (Santa Clara County Superior Court).

<u>dZine v. Hyundai</u> - represented Belgian company in breach of contract/fraud case arising from failure of computer chip, a component processing part of digital satellite transmission system, including six-week trial. (Santa Clara County Superior Court).

<u>Ferguson v. National Football League</u> - represented NFL in three-week jury trial of wrongful termination suit filed by referee. Obtained defense verdict. (Santa Clara County Superior Court)

Co-lead counsel - represented putative class of condominium owners/buyers in Millennium Tower litigation. Court approved settlement. (San Francisco Superior Court)

Represented cofounder of Facebook in breach of fiduciary duty/fraud case. Case settled in 2008. Featured in movie "The Social Network." (Santa Clara County Superior Court)

<u>Crown Paper Liquidating Trust v. PriceWaterhouseCoopers LLP</u> - represented bankruptcy trustee in fraudulent conveyance and business tort action against multiple defendants. Court approved settlement after trial commenced. (N.D.CA)

<u>Peinado v. Board of Pilot Commissioners for the Bays of San Francisco, San Pablo and Suisun</u> - co-lead counsel - represented plaintiffs in national origins class action discrimination lawsuit. Court approved settlement. (San Francisco County Superior Court)

<u>Bank of America v. Lloyds of London</u> - represented bank in multimillion dollar insurance coverage case. (San Francisco County Superior Court).

#### **PARTNERS**

Jeffrey H. Lowenthal, (Member) born Los Angeles, California, January 10, 1958; admitted to bar, 1983, California. Education: University of California at Los Angeles (B.A., 1980); Boalt Hall School of Law, University of California at Berkeley (J.D., 1983). Activities: Chairman, Boalt Hall Moot Court Board, 1982-1983. Northern California Super Lawyer, 2005-2025; Super Lawyer, Corporate Counsel, 2008-2013; Super Lawyer, Business Edition, 2010-2012. Instructor, Boalt Hall School of Law, University of California, 1985-1986. Author, "Evidence," California Litigation Review, April 1997. Board of Directors, Huckleberry Youth Programs, Inc., 2005-2009 Member, Kentfield Schools Foundation, 1999-2001. Panelist, Early Settlement Program, Bar Association of San Francisco, 2002—. Member: Bar Association of San Francisco; State Bar of California; Marin Trial Lawyers Association (Member, Board of Trustees, 2002); Association of Business Trial Lawyers; California Land Title Association. Practice Areas: Real Property; Title Insurance Law; Commercial Litigation. E-mail: jlowenthal@steyerlaw.com

Allan Stever, (Member) born Brooklyn, New York, July 25, 1952; admitted to bar, 1981, California. Education: State University of New York at Buffalo (B.A., magna cum laude, 1973); University of San Francisco School of Law (J.D., 1981). Activities: Legal Externship, California Supreme Court, Justice Mathew O. Tobriner, 1980. Selected by peers, Northern California Super Lawyer, 2004-2025. Author: "Era of Accounting Irregularities," May, 2002; "Comprehensive General Liability Policies, 1993: Obligation of the Parties," Practicing Law Institute; "Insurance Claims and Coverage Litigation;" "The Unfair Settlement Practices Regulations: Issues Relating to Discovery, Admissibility of Evidence In Civil Actions, and Exhaustion of Administrative Remedies," June, 1993; "Cross-Examination: Seven Steps To Success," California Litigation, Spring Issue, 1991. Speaker: Hot Topics in Financial Institution Litigation, State Bar of California Convention, September 2005 and October 2004; Innovative Strategies for Pursuing Unfair Competition Claims, State Bar of California Antitrust and Unfair Competition Law Section, May 2004; 2003 Advanced Business Litigation Institute, California CPA Education Foundation - Admissibility of Expert Witness Testimony; Advanced Business Litigation Institute Conference, California CPA Education Foundation, Era of Accounting Irregularities, May 2002; Punitive Damages in California Courts: Post BMW v. Gore, CAOC Seminar, December, 1998; Punitive Damages: Post BMW v. Gore - An Update, CAOC Seminar, December 1997; Punitive Damages: BMW Case, CAOC Seminar, December, 1996; Mediating Wrongful Termination, Harassment and Discrimination Cases, CAOC Seminar, November 1995; The After-Acquired Evidence Defense - Alive and Well?, CAOC Seminar, November 1995; Punitive Damages: Current Status and Trends, CTLA Seminar, December 1993; California Unfair Claims Settlement Practices Regulations: Compliance, Enforcement and Beyond, San Francisco Bar Association Program, June 1993; PLI Program, Comprehensive General Liability Policies; Insurance Claims and Coverage Litigation, New York, May 1993; "The 'Lincoln Savings' Trial," CTLA Seminar, December 1992; "Handling Claims Against Savings and Loan Officers and Directors," ATLA Advanced Seminars, August 1991; "Securities Fraud: The Big Cases and the Small Cases," Kansas Trial Lawyers Association Annual Meeting, 1988. Instructor, National Institute for Trial Advocacy, Berkeley, California, 1999, San Francisco, California, 2001. Judge Pro Tem, San Mateo Superior Court, 1994-1998. Member: Bay Area Legal Aid (Member, Board of Directors, 2020-present); San Francisco, San Mateo County (Member: Bench and Bar Committee, 1990, 1994, 1996-2004; ADR Committee, 1994-1996) and American Bar Associations; State Bar of California; Consumer Attorneys of California; San Mateo County Trial Lawyers Association (Member, Board of Directors, 1987-1996; President, 1995); San Francisco Trial Lawyers Association (Member, Board of Directors, 1996-2008); The American Association for Justice; Association of Business Trial Lawyers. **Practice Areas:** Antitrust; Commercial Litigation; Consumer Class Actions; Investment Fraud; Securities. **E-mail:** <a href="mailto:asteyer@steyerlaw.com">asteyer@steyerlaw.com</a>

Nick A. Boodrookas, (Member) born Modesto, California, June 3, 1958; admitted to bar, 1983, California. Education: University of California at Davis (A.B., with highest honors, 1980); Boalt Hall School of Law, University of California at Berkeley (J.D., 1983). Activities: Phi Beta Kappa. Lecturer, Continuing Education of the Bar of California. Northern California Super Lawyer, 2005 and 2006, Labor & Employment Law. Member, 1998-2004, and President, 1999-2001, Board of Trustees, Saint Mark's School. Member, 2002-2008 and Chairman, 2004-2006 Board of Trustees, Marin Academy. Member: Bar Association of San Francisco; State Bar of California (Member, Labor and Employment Law Section). Reported Cases: Laborers Health & Welfare v. Westlake Development, 53 F.3d 979 (9th Cir. 1995). Practice Areas: Labor and Employment; Litigation; Nonprofit Organizations; Independent Schools. E-mail: <a href="mailto:nboodrookas@steyerlaw.com">nboodrookas@steyerlaw.com</a>

Carlos A. Alvarez, (Member) born Los Angeles, California, April 1, 1964; admitted to bar, 1989, California. Education: University of San Francisco (B.A., 1986); Boalt Hall School of Law, University of California at Berkeley (J.D., 1989). Northern California Super Lawyer, 2014-2015 and 2017-2025. Member: The Bar Association of San Francisco; State Bar of California (Member, Sections on: Litigation and Real Property); California Land Title Association. Practice Areas: Commercial Litigation; Real Property. E-mail: <a href="mailto:calvarez@steyerlaw.com">calvarez@steyerlaw.com</a>

Edward Egan Smith, (Member) born Williamsburg, Virginia, February 4, 1965; admitted to bar, 1994, California. Education: University of Virginia (B.A., 1987); University of California College of the Law, San Francisco (J.D., 1991). Activities: Senior Research Editor, Editorial Board, University of California College of the Law, San Francisco Law Journal, 1990-1991. Law Clerk to The Honorable Ed Carnes, U.S. Circuit Judge, Eleventh Circuit Court of Appeals, 1992-1993, and The Honorable Robert E. Varner, Senior U.S. District Judge, U.S. District Court, Middle District of Alabama, 1991-1992. Author, "The Criminalization of Belief: When Free Exercise Isn't," 42 Hastings L.J. 1491 (1991). Member: State Bar of California; Bar Association of San Francisco. Practice Areas: Commercial Litigation; Appeals; Labor and Employment; Real Property. E-mail: esmith@steyerlaw.com

Dana M. Andreoli, (Member) born San Francisco, California, August 16, 1982; admitted to bar, 2008, California. Education: University of California, San Diego, CA (B.A., 2004); Dickinson School of Law at Pennsylvania State University (J.D., 2008). Activities: Senior Editor for the PSU Environmental Law Review; interned for the civil division of The United States Attorney's Office in Washington, D.C. Member: State Bar of California; Bar Association of San Francisco; Marin Trial Lawyers Association; Association of Business Trial Lawyers. Practice Areas: Commercial Litigation; Real Property; Title Insurance; Construction Defect; Appeals; Commercial Transactions. Email: dandreoli@steyerlaw.com

**Kevin F. Rooney,** born London, England, July 6, 1971; admitted to bar 1996, California; admitted to bar, 2004, District of Columbia. **Education:** Santa Clara University, Santa Clara, CA (B.S., 1993); University of San Francisco School of Law, San Francisco, CA (J.D., 1996). **Member:** State Bar of California, Bar Association of San Francisco; District of Columbia Bar. **Practice area:** Litigation. **Email:** <a href="mailto:krooney@steyerlaw.com">krooney@steyerlaw.com</a>

Jill K. Cohoe, born New Westminster, B.C., Canada, February 10, 1987; admitted to bar, 2013, California. Education: University of California, Berkeley, CA (B.A., 2008); University of California College of the Law, San Francisco (J.D., 2013). Activities: Senior Symposium Editor for the University of California College of the Law, San Francisco Law Journal, organized the Spring 2013 symposium, "From Bench to Society: Law and Ethics at the Frontier of Genomic Technology"; Legal extern for the Hon. Marla J. Miller at the San Francisco Superior Court. Member: State Bar of California; Bar Association of San Francisco; Association of Business Trial Lawyers. Practice Areas: Business Litigation, Real Property, Construction, Title Insurance, Escrow, Civil Appeals. Email: jcohoe@steyerlaw.com

#### SENIOR COUNSEL

Andrew A. August, (Special Counsel) born Plainview New York, April 22, 1957; admitted to bar, 1984, California. Education: University of Colorado (B.A., 1980; University of San Francisco School of Law (J.D., 1983). Activities: Speaker, California CPA Education Foundation, Litigation Services Conference, Los Angeles, September 2004; Co-Chair, California CPA Education Foundation, Advanced Business Litigation Institute, Palm Springs, May 2003; State Bar Education Foundation, Champions of the Courtroom: Masters in Action (Opening Statement), Santa Monica, April 2003; Mealey's California Section 17200 Conference Pasadena, December 2002; The Class Action Litigation Summit, Washington, D.C., June 2002; California CPA Education Foundation, Advanced Business Litigation Institute, Monterey, May 2002; California CPA Education Foundation, Litigation Services Conference: The Good, The Bad, The Opportunity, San Francisco, November 2001; California CPA Education Foundation, Economic Damages and Business Valuation -Advanced Issues Conference, Palm Springs, May 2001; California CPA Education Foundation, Advanced Fraud and Economic Damages Conferences, Palm Springs, May Publications/Articles "Do the Right Thing" The Recorder, Unfair Competition Supplement, February 2003; "Environmental Cleanup: Wine World v. Beverage Source" Cal Law.; "The Williams Act After RICO: Has The Balance Been Tipped In Favor of Incumbent Management?" (35 Hastings Law Journal 53) with Professor William C. Tyson of the University of Pennsylvania School of Law; Title Insurance Contributor to the Quarterly Report on Current Developments in Real Estate Law Produced by the ABA section on Real Property, Probate & Trust Law, Committee on Decisions. Member: American Bar Association (Litigation and Real Property sections); California State Bar Association (Litigation and Real Property sections); San Francisco Bar Association; Marin County Bar Association; All federal and state courts in California; Numerous pro hac admissions throughout the United States. **E-mail:** aaugust@steyerlaw.com

**Donald Scott Macrae**, born Summit, New Jersey, 1956; admitted to bar, 1982, California. **Education:** Bowdoin College at Brunswick, Maine (B.A., 1978); Boalt Hall School of Law, University of California at Berkeley (J.D., 1982). **Activities:** Recipient: James Bowdoin Scholar; American Jurisprudence Award. **Practice Areas:** Antitrust; Commercial; Consumer Class Actions; Securities. **Email:** smacrae@steyerlaw.com

Alexander D. Kullar, born San Francisco, California, July 16, 1983; admitted to bar, 2008, California; admitted to bar, 2009, District of Columbia. Education: University of California, Los Angeles, CA (B.A., 2005); Georgetown University Law Center, Washington, D.C. (J.D., 2008). Member: State Bar of California. Practice area: Litigation. Email: <a href="mailto:akullar@steyerlaw.com">akullar@steyerlaw.com</a>

#### **ASSOCIATES**

Cristiana C. Giannini, born Stanford, California, 1989; admitted to bar, 2016, Georgia; admitted to bar, 2019, California. Education: Stanford University (B.A. Political Science, 2011; M.A. Public Policy, 2011); University of California, Berkeley (J.D., 2016). Member: State Bar of California; Bar Association of San Francisco. Practice Areas: Litigation. Email: cgiannini@steyerlaw.com

Gregory B. Chin, born Los Angeles, California, 1974; admitted to bar, 2005, California. Education: University of California, Los Angeles, CA (B.A., 1997); The George Washington University Law School (J.D., 2005). Past Activities: Pupilage Leader, Barrister: The Edward J. McFetridge American Inn of Court; Vice Chair, Board of Director: Humanities West. Practice area: Business Litigation, Class Action Litigation, Labor and Employment, Securities, Real Property and Construction. Member: State Bar of California. Email: gchin@steyerlaw.com

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# **EXHIBIT B**

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## Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

ATTORNEY AND TITLE	HOURLY RATE	HOURS	LODESTAR
Allan Steyer (P) (2013)	\$840	92.1	\$77,364.00
Allan Steyer (P) (2014)	\$860	74.1	\$63,726.00
Allan Steyer (P) (2015)	\$880	30.8	\$27,104.00
Allan Steyer (P) (2016)	\$895	111.4	\$99,703.00
Allan Steyer (P) (2017)	\$980	418.9	\$410,522.00
Allan Steyer (P) (2018)	\$980	594.4	\$582,512.00
Allan Steyer (P) (2019)	\$995	594.5	\$591,527.50
Allan Steyer (P) (2020)	\$1060	566.3	\$600,278.00
Allan Steyer (P) (2021)	\$1100	1,469.4	\$1,616,340.00
Allan Steyer (P) (2022)	\$1180	776.6	\$916,388.00
Allan Steyer (P) (2023)	\$1350	195.1	\$263,385.00
Allan Steyer (P) (2024)	\$1350	271.7	\$366,795.00
Allan Steyer (P) (2025)	\$1350	418.0	\$564,300.00
D. Scott Macrae (SC) (2013)	\$780	93.9	\$73,242.00
D. Scott Macrae (SC) (2014)	\$790	269.8	\$213,142.00
D. Scott Macrae (SC) (2015)	\$810	60.8	\$49,248.00
D. Scott Macrae (SC) (2016)	\$850	151.8	\$129,030.00
D. Scott Macrae (SC) (2017)	\$895	481.3	\$430,763.50
D. Scott Macrae (SC) (2018)	\$920	701.2	\$645,104.00
D. Scott Macrae (SC) (2019)	\$960	759.6	\$729,216.00

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## Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

ATTORNEY AND TITLE	HOURLY RATE	HOURS	LODESTAR
D. Scott Macrae (SC) (2020)	\$990	606.9	\$600,831.00
D. Scott Macrae (SC) (2021)	\$1040	1,508.8	\$1,569,152.00
D. Scott Macrae (SC) (2022)	\$1100	852.1	\$937,310.00
D. Scott Macrae (SC) (2023)	\$1350	183.8	\$248,130.00
D. Scott Macrae (SC) (2024)	\$1350	275.2	\$371,520.00
D. Scott Macrae (SC) (2025)	\$1350	334.0	\$450,900.00
Jill M. Manning (P) (2016)	\$750	102.8	\$77,100.00
Jill M. Manning (P) (2017)	\$800	705.0	\$564,000.00
Jill M. Manning (P) (2018)	\$820	781.0	\$640,420.00
Jill M. Manning (P) (2019)	\$880	747.4	\$657,712.00
Jill M. Manning (P) (2020)	\$910	707.4	\$643,734.00
Jill M. Manning (P) (Jan-Oct 2021)	\$960	975.9	\$936,864.00
Jill M. Manning (IC) (Nov-Dec 2021)	\$960	252.0	\$241,920.00
Jill M. Manning (IC) (2022)	\$1000	114.8	\$114,800.00
Suneel Jain (A) (2016)	\$240	238.5	\$57,240.00
Suneel Jain (A) (2017)	\$340	929.7	\$316,098.00
Suneel Jain (A) (2018)	\$360	1,261.1	\$453,996.00
Suneel Jain (A) (2019)	\$390	1,341.8	\$523,302.00

# Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

ATTORNEY AND TITLE	HOURLY RATE	HOURS	LODESTAR
Suneel Jain (A) (2020)	\$440	1,363.5	\$599,940.00
Suneel Jain (A) (2021)	\$480	1,873.3	\$899,184.00
Suneel Jain (A) (2022)	\$540	887.0	\$478,980.00
Suneel Jain (A) (2023)	\$720	30.3	\$21,816.00
Laura L. Gildengorin (A) (2016)	\$300	14.2	\$4,260.00
Laura L. Gildengorin (A) (2017)	\$300	574.5	\$172,350.00
SUBTOTAL ATTORNEY LODESTAR		24,792.7	\$20,031,249.00

# Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

NON-ATTORNEY STAFF AND TITLE	HOURLY RATE	HOURS	LODESTAR
Anvita Patwardhan (LA) (2016)	\$195	44.8	\$8,736.00
Anvita Patwardhan (LA) (2017)	\$195	936.5	\$182,617.50
Anvita Patwardhan (LA) (2018)	\$195	845.9	\$164,950.50
Anvita Patwardhan (LA) (2019)	\$220	648.3	\$142,626.00
Anvita Patwardhan (LA) (2020)	\$295	427.2	\$126,024.00
Linda Rorem (LA) (2017)	\$260	43.7	\$11,362.00
Linda Rorem (LA) (2018)	\$260	16.5	\$4,290.00
Linda Rorem (LA) (2019)	\$260	85.0	\$22,100.00
Adison Marshall (LA) (2016)	\$195	1.4	\$273.00
Adison Marshall (LA) (2017)	\$240	29.6	\$7,104.00
Paris Gravley (LA) (2017)	\$195	119.4	\$23,283.00
Paris Gravley (LA) (2018)	\$195	20.4	\$3,978.00
Paris Gravley (LA) (2019)	\$220	18.0	\$3,960.00
Sinporion Phuong (LA) (2020)	\$295	16.0	\$4,720.00
Sinporion Phuong (LA) (2021)	\$295	21.5	\$6,342.50
Nate Cohen (LA) (2021)	\$240	49.5	\$11,880.00
Samuel Abrams (LA) (2021)	\$295	608.8	\$179,596.00
Samuel Abrams (LA) (2022)	\$295	318.5	\$93,957.50
Dante LaCounte (LA) (2021)	\$295	63.5	\$18,732.50
Isabella Ibarra (LA) (2024)	\$295	21.6	\$6,372.00

# Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

NON-ATTORNEY STAFF AND TITLE	HOURLY RATE	HOURS	LODESTAR
Isabella Ibarra (LA) (2025)	\$295	113.7	\$33,541.50
Rachel Rice (LC) (2017)	\$220	174.0	\$38,280.00
SUBTOTAL NON-ATTORNEY LODESTAR		4,623.8	\$1,094,726.00
GRAND TOTAL LODESTAR		29,416.5	\$21,125,975.00

## Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

PROFESSIONAL	HOURS	LODESTAR
Allan Steyer, Partner	5,613.3	\$6,179,944.50
D. Scott Macrae, Senior Counsel	6,279.2	\$6,447,588.50
Jill M. Manning, Partner	4,386.3	\$3,876,550.00
Suneel Jain, Associate	7,925.2	\$3,350,556.00
Laura L. Gildengorin, Associate	588.7	\$176,610.00
Anvita Patwardhan, Legal Assistant	2,902.7	\$624,954.00
Samuel Abrams, Legal Assistant	927.3	\$273,553.50

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## Djeneba Sidibe et al. v. Sutter Health

## LODESTAR

FIRM NAME: Steyer Lowenthal et al.

Paris Gravley, Legal Assistant	157.8	\$31,221.00
Linda Rorem, Legal Assistant	145.2	\$37,752.00
Bella Ibarra, Legal Assistant	135.3	\$39,913.50
Dante LaCounte, Legal Assistant	63.5	\$18,732.50
Nate Cohen, Legal Assistant	49.5	\$11,880.00
Sinporion Phuong, Legal Assistant	37.5	\$11,062.50
Adison Marshall, Legal Assistant	31.0	\$7,377.00
Rachel Rice, Law Clerk	174.0	\$38,280.00
TOTAL LODESTAR	29,416.5	\$21,125,975.00

# In re Sidibe et al. v. Sutter Health

FIRM NAME: Steyer Lowenthal Boodrookas Alvarez & Smith LLP

REPORTING PERIOD: August 8, 2013 – May 22, 2025

EXPENSE CATEGORY	TOTAL
Cost Assessment (Expert)	\$17,428.03
Legal Counsel (Appellate)	\$60,000.00
Discovery Databases, Production	\$18,101.96
Document Reproduction	\$17,422.97
WestLaw/Pacer	\$100,474.61
Court Filing Services	\$2,230.45
Court Ordered Transcripts	\$2,604.10
Travel Expense	\$54,441.02
Deposition Transcripts	\$6,044.15
Private Investigators	\$2,133.38
Service of Process	\$1,534.00
Messenger/FedEx	\$2,496.33
Conference Calls/Long Distance	\$270.02
Conference (Meal) Expenses	\$12,355.56
Filing and Motion Fees	\$505.00
Witness Fees	\$240.00
TOTAL EXPENSES	\$298,281.58

	Case 3:12-cv-04854-LB Document 1754	-5 Filed 07/29/25 Page 1 of 15	
1	CONSTANTINE CANNON LLP JEAN KIM (pro hac vice)	SHINDER CANTOR LERNER LLP MATTHEW L. CANTOR (pro hac vice)	
2	6 East 43rd Street, 26th Floor New York, NY 10017	14 Penn Plaza, Suite 1900 New York, NY 10122	
3	(212) 350-2700 (212) 350-2701 (fax)	Telephone: 646-960-8601 matthew@scl-llp.com	
4	jkim@constantinecannon.com	STEYER LOWENTHAL BOODROOKAS	
5	Lead Counsel for Plaintiffs and the Class	ALVAREZ & SMITH LLP ALLAN STEYER (100318)	
6	THE MEHDI FIRM, PC	D. SCOTT MACRÀE (104663) 235 Pine Street, Fifteenth Floor San Francisco, CA 94104	
7	Azra Z. Mehdi (State Bar No. 220406) 95 Third Street	(415) 421-3400 (415) 421-2234 (fax)	
8	2 <sup>nd</sup> Floor, No. 9122 San Francisco, CA 94103	asteyer@steyerlaw.com smacrae@steyerlaw.com	
9	Ph/Fax: (415) 294-0070 azram@themehdifirm.com		
10	Co-Lead Counsel for Plaintiffs and the Class	FARMER BROWNSTEIN JAEGER GOLDSTEIN KLEIN & SIEGEL LLP	
11		DAVID C. BROWNSTEIN (141929) DAVID M. GOLDSTEIN (142334)	
13		155 Montgomery Street, Suite 301 San Francisco, CA 94104	
14		(415) 795-2050 (415) 520-5678 (fax) dbrownstein@fbj-law.com	
15		dgoldstein@fbj-law.com	
16		Counsel for Plaintiffs and the Class	
17			
18	UNITED STATES DISTRICT COURT		
19	NORTHERN DISTI	CICT OF CALIFORNIA	
20	DJENEBA SIDIBE, JERRY JANKOWSKI, SU HANSEN, DAVID HERMAN, OPTIMUM	SAN   Case No. 3:12-cv-4854-LB	
21	GRAPHICS, INC., and JOHNSON POOL & SP Behalf of Themselves and All Others Similarly	A, on DECLARATION OF AZRA MEHDI IN SUPPORT OF CLASS	
22	Situated,	COUNSEL'S MOTION FOR ATTORNEYS' FEES, COSTS &	
23	Plaintiffs,	SERVICE AWARDS	
24	VS.	Date: November 6, 2025 Time: 9:30 am	
25	SUTTER HEALTH,	Courtroom: B – 15th Floor Judge: The Honorable Laurel Beeler	
26 27	Defendant.		
28			
20		Attornova? Food Costs & Sarvice Awards Case No. 3-12-	
	Declaration of Azra Mehdi ISO Class Counsel's Motion in CV-04854-LB	or Attorneys' Fees, Costs & Service Awards, Case No. 3:12-	

I, Azra Mehdi, hereby declare as follows:

- 1. I am the founding member of The Mehdi Firm, PC (the "Firm"). I am a member in good standing of the California and New York State Bars and admitted to practice before many federal courts, including before this Court.
- 2. I am submitting this Declaration in support of the application for an award of attorneys' fees, expenses and charges ("expenses") in connection with services rendered by my firm in the above-entitled litigation (the "Litigation").
- 3. My Firm was appointed Co-Lead Counsel for Plaintiffs and the certified Class herein. From inception until the resolution of the Litigation, I have been the principal liaison for all the plaintiffs and class representatives in the Litigation, except for Plaintiff Optimum Graphics, Inc.
- 4. The information in this declaration regarding my Firm's time and expenses is taken from time and expense reports and supporting documentation prepared and/or maintained by my Firm in the ordinary course of business. I am the partner who oversaw and/or conducted the day-to-day activities in the Litigation. I have reviewed the time and expense reports and backup documentation in connection with the preparation of this declaration. The purpose of this review was to confirm both the accuracy of the entries as well as the necessity for, and reasonableness of, the time and expenses committed to the Litigation by my Firm. As a result of this review, reductions were made to both time and expenses in the exercise of billing judgment, including halting all billing in April 2025 after the filing of Plaintiffs' Motion for Preliminary Approval of Settlement. Based on this review and the adjustments made, I believe that the time reflected in my Firm's lodestar calculation and the expenses for which payment is sought herein are reasonable and were necessary for the effective and efficient prosecution of the Litigation.
- 5. After the reductions referred to above, the number of hours spent on the Litigation by my Firm is 2,601.35 for a total lodestar of \$1,976,978. A breakdown of the lodestar including historical billing rates for each billing person are provided the chart below:

Year	Biller	Hours	Rate	Lodestar	Biller	Hours	Rate	Lodestar
2012	Mehdi	266.2	\$725	\$192,995	Hamilton	79.9	\$285	\$22,772
2013	Mehdi	361.3	\$725	\$261,943	Hamilton	107.6	\$285	\$30,666
2014	Mehdi	43.9	\$775	\$34,023	Hamilton	15.2	\$315	\$4788
2015	Mehdi	4.2	\$775	\$3,255				
2016	Mehdi	39.2	\$775	\$30,380				
2017	Mehdi	290.1	\$775	\$224,828				
2018	Mehdi	449.4	\$825	\$370,755	Gonzalez	16.3	\$350	\$5705
2019	Mehdi	145.3	\$825	\$119,873				
2020	Mehdi	203.5	\$825	\$167,888				ļ
2021	Mehdi	251.2	\$825	\$207,240				
2022	Mehdi	186.9	\$825	\$154,193				
2023	Mehdi	12.5	\$900	\$11,250				
2024	Mehdi	38.75	\$975	\$37,781				
2025	Mehdi	89.9	\$1,075	\$96,643				
Total		2382.4		\$1,913047		219		\$63,931

6. These hourly rates are consistent with the historical hourly rates submitted by the Firm to courts in other litigations and approved in prior litigations. The Firm's rates are set based on a periodic analysis of rates charged by firms performing comparable plaintiffs' side work based on a variety of factors, including years of practice, relevant experience, relative expertise and rates of similarly experienced peers at other firms. Indeed, the Firm rates are lower than rates generally charged by others Bay area firms for similar work.

7. Reflected below is a chart for time billed for 14 different categories of work performed by my Firm broken out by timekeeper:

Billing Code	Description	Timekeeper	Hours	Timekeeper	Hours	Total Hours
Ā	Case Assessment, Pre-Filing Investigation, Initial Complaint	Azra Mehdi (P)	127.1	Gabriela Hamilton (Para)	42.4	169.5
В	Briefs, Motions, Legal Research	Azra Mehdi (P)	213.2	Gabriela Hamilton (Para)	74.2	287.4
C	Class certification briefing, class discovery, class rep contacts	Azra Mehdi (P)	139.7	Katie Gonzalez (Para)	5.0	144.7
D	Merits Discovery, motions; depositions	Azra Mehdi (P)	482.3	Katie Gonzalez (Para)	11.3	493.6

Declaration of Azra Mehdi ISO Class Counsel's Motion for Attorneys' Fees, Costs & Service Awards, Case No. 3:12-CV-04854-LB

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Е	Experts/consultants; discovery; depositions	Azra Mehdi (P)	5.7			5.7
S	Litigation Strategy/Analysis	Azra Mehdi (P)	294.8	Gabriela Hamilton (Para)	3.3	298.1
CC	Client Communications (post-retention)	Azra Mehdi (P)	91.5	Gabriela Hamilton (Para)	3.3	94.8
AC	Amended Complaint investigation/drafting	Azra Mehdi (P)	171.8	Gabriela Hamilton (Para)	70	241.8
G	Court Appearances and Prep	Azra Mehdi (P)	107.6			107.6
H	Trial, Pre-Trial, Prep	Azra Mehdi (P)	586.85			586.85
I	Appeals, incl. papers, pre appearance/argument	Azra Mehdi (P)	52.7	Gabriela Hamilton (Para)	9.5	62.2
J	Settlement	Azra Mehdi (P)	69.0			69
R	Client Outreach & Retention	Azra Mehdi (P)	43.4			43.4
Total						2601.35

- 8. My Firm conducted the pre-filing investigation, including factual due diligence, interviews with and retention by potential plaintiffs throughout the Litigation, research into viability of legal claims against Defendant Sutter Health ("Sutter"), among other things and filed the original complaint in this action on September 17, 2012, amended as of right on December 10, 2012.
- 9. My Firm was responsible for briefing and arguing the first motion to dismiss where the Court ruled that Plaintiffs had standing as indirect purchasers to pursue the litigation, allowing leave to replead. My Firm also filed the Second Amended Complaint on July 1, 2013, after which the law firms of Constantine Cannon LLP, Steyer Lowenthal Boodrookas Alvarez & Smith LLP and Farmer Brownstein Jaeger LLP joined the Litigation as counsel for Plaintiffs.
- 10. My Firm remained the principal liaison for named plaintiffs and class representatives. My Firm was responsible for the following tasks, among other things:
  - a. collecting documents and information relating to plaintiffs' health insurance premium payments for the Fourth Amended Complaint ("FAC").

- b. Preparing objections and responses to Sutter's discovery requests propounded on
   5 of the 6 Class Representatives.
- c. Collecting and reviewing discovery from each of the 5 Class Representatives to for production to Sutter.
- d. Preparing plaintiffs' interrogatory responses and responses to Requests for Admission.
- e. Attending multiple meet-and-confers relating to resolve discovery disputes.
- f. Coordinating, preparing and attending Class Representatives for their depositions in connection with Plaintiffs' Motion for Class Certification.
- g. Preparing 5 of the 6 Class Representatives declarations in connection with Plaintiffs' Motion for Class Certification.
- h. Keeping Class Representatives apprised of all significant developments in the Litigation.
- 11. In addition to being the principal liaison for Class Representatives, I performed the following additional tasks to advance the Litigation on behalf of the Class:
  - a. Attended depositions of many different individuals in the coordinated discovery efforts with the *UFCW & Emps. Benefit Tr. v. Sutter Health*, CGC-14-538451 (Cal. Super. Ct. S.F. *filed* Apr. 7, 2014) and *California ex rel. Xavier Becerra v. Sutter Health*, CGC-18-565398 (Cal. Super. Ct. S.F. *filed* Mar. 29, 2018) (the "State Actions").
  - b. Reviewed and commented on all the legal briefs filed in the district and appellate courts in connection with the Litigation.
  - c. Attended substantially all the hearings and status conferences in the Litigation.
  - d. Attended the initial mediation sessions and communicated with the Class Representatives to keep them informed of the progress being made with respect to resolution of the Litigation.
  - 12. In connection with the first trial in 2022, my firm was responsible for the following:

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- Preparing mock trial examinations for 5 of the 6 Class Representatives.
- b. Preparing, coordinating with and scheduling Class representatives Djeneba Sidibe and David Herman for their trial testimony.
- c. Coordinating and preparing the declaration of Class Representative Johnson Pool & Spa, which included many meet-and-confers with Sutter.
- d. Coordinating with Class Representatives' attendance at trial.
- Regularly updating plaintiffs on each trial day.
- Coordinating trial exhibits for Class Representatives. f.
- Designating deposition testimony of various witnesses not being called in person.
- 13. In connection with preparation for the second trial, I worked with the Class Representatives to organize premium payments made by them and their employers in spreadsheets and coordinated multiple mock trial examination sessions for each of them in advance of their expected trial testimony.
- My Firm seeks an award of \$11,340.28 in expenses in connection with the 14. prosecution of the Litigation. Those expenses are summarized by category below:

EXPENSE BY CATEGORY	TOTAL AMOUNT
Court Costs/Filing	\$1214
Fees/Courtesy Copies	
Fedex/UPS/Other Courier	\$259.19
Services	
Lexis/Westlaw/PACER	\$2156.28
Transportation/Flights	\$2702.13
Parking/Cabs	\$366.50
Travel/Hotels	\$665.02
Meals	\$2673.45
Investigation	\$104.93
Trial Tech/Copies	\$1205.78
TOTAL	\$11,340.28

The expenses pertaining to this case are reflected in the books and records of my 15. Firm. These books and records are prepared from receipts, expense vouchers, check records, credit card statements and other documents and are an accurate record of my Firm's expenses allocated

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1	to the Litigation.
2	16. My Firm's resume is attached hereto as Exhibit A.
3	I declare under penalty of perjury under the laws of the United States and the State of
4	California that the foregoing is true and correct. Executed on this 22nd day of July 2025, in Los
5	Angeles, California.
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7	AZRA MEHDI
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	Declaration of Azra Mehdi ISO Class Counsel's Motion for Attorneys' Fees, Costs & Service Awards, Case No. 3:12-CV-04854-LB

# **EXHIBIT A**



who we stand for is Simple: it's always
You

#### TMF FIRM RESUME

Founded in early 2012 by Azra Z. Mehdi, The Mehdi Firm, PC is a Minority Women-owned Business Enterprise (MWBE) with office locations in San Francisco and New York. The Mehdi Firm represents individual and institutional investors, financial institutions, and private companies from different geographic regions, including in the United States, India, United Arab Emirates and several other Middle Eastern countries. The Mehdi Firm also represents consumers in antitrust and consumer protection class actions.

Ms. Mehdi has almost 30 years of experience in complex class action litigation in the securities, consumer fraud and antitrust practice areas, among others. Before launching the firm in 2012, Ms. Mehdi was a partner at the Coughlin, Stoia, Geller, Rudman & Robbins LLP where she led several large-scale class actions as the primary litigation partner or had a substantial role. These cases are noted below.

Since 2012, The Mehdi Firm has led or had a substantial role in numerous complex civil and representative actions as set forth below.

#### THE MEHDI FIRM'S CASES:

- UK Foreign Exchange Cartel Case (UK Competition Appeal Tribunal), Case No: 1329/7/7/19 1336/7/7/19: The Mehdi Firm represents United Arab Emirates' largest commercial bank Mashreqbank, psc on an opt-in basis in the pending collective action against several multinational investment banks. On March 31, 2022, the UK Competition Appeal Tribunal held that the proceedings could be certified as collective proceedings on an opt-in basis. Subsequently, the Court of Appeal held that the collective action brought by Phillip Evans against six banking groups over alleged foreign exchange manipulation, can proceed as 'opt out' collective proceedings, overturning the Competition Appeal Tribunal's (CAT) earlier decision to limit the claims to 'opt-in' proceedings to UK-domiciled class members. The matter is currently pending.
- Sidibe et al. v. Sutter Health, Case No. 12-cv-4854-LB (N.D. Cal.): The Mehdi Firm was appointed Co-Lead Class Counsel in this antitrust class action lawsuit brought by persons enrolled in commercial health insurance plans (like Aetna, Anthem Blue Cross, BlueShield, Cigna, HealthNet, UnitedHealth) against Sutter Health, the largest hospital chain in Northern California. Plaintiffs alleged that Sutter Health uses its monopoly power to engage in various forms of anti-competitive conduct resulting in health plans paying higher rates which are passed downstream resulting in individuals and employers paying higher premiums. On August 30, 2019, the court certified an injunctive relief class and a damages class was certified on July 30, 2020 for a class period beginning January 1, 2011 to March 31, 2020. On October 16, 2020, a panel of the Circuit Court for the Ninth Circuit denied Sutter's petition for an interlocutory appeal under Fed. R. Civ. P 23(f). A jury trial was held between February 9, 2022. After a 4-week trial, the jury found in favor of Sutter. Plaintiffs appealed the Court's in limine and other rulings that precluded Plaintiffs from presenting any pre-2006 evidence at trial. On June 4, 2024, the Ninth Circuit, in a 2-1 decision, reversed the jury verdict based on the Court's revisions to the CACI jury instructions and preclusion of pre-2006 evidence. Parties settled for \$228.5 million before the

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second trial, which was scheduled to begin March 3, 2025. Approval of the settlement is currently pending.

- Williams v. Apple, Inc., Case No. 3:19-cv-4700-LB (N.D.Cal): Plaintiffs Andrea Williams and James Stewart brought this class action against Defendant Apple Inc. ("Apple") for breach of contract, and violations of California's Unfair Competition Law and False Advertising Laws in connection with Apple's ICloud storage service. Plaintiffs allege that Apple represented to class members during the class period in the ICloud storage agreement that in exchange for paying Apple the iCloud monthly subscription fees for over 5GB storage, Apple would provide them with digital data storage on the cloud so that they did not have to store large amounts of data on their personal user devices. Apple did not have the necessary infrastructure to provide this service and instead of storing class members' data on Apple cloud servers and facilities, when in fact Apple stored users' data on cloud facilities owned and operated by other entities, like Amazon, Microsoft or Google. On May 28, 2021, the Court certified a class of Apple ICloud subscribers for the period September 16, 2015 to January 31, 2016 and appointed James Stewart as the class representative. On January 13, 2022, plaintiffs filed a motion for preliminary approval of the litigation asking the court to approve the \$14.8 million settlement. On February 24, 2022, the court preliminarily approved the settlement. On August 4, 2022, the Court gave final approval to the settlement and entered judgment.
- In re Domestic Airline Travel Antitrust Litigation, Case No. 1:15-mc-01404-CKK (D.D.C.): The Mehdi Firm is counsel of record to two individual plaintiffs in this multidistrict antitrust class action against four of the largest commercial air passenger carriers in the United States—American Airlines, Inc., Delta Air Lines, Inc., Southwest Airlines Co., and United Airlines, Inc.—to fix, raise, maintain, and/or stabilize prices for air passenger transportation services within the United States, its territories and the District of Columbia in violation of Sections 1 and 3 of the Sherman Antitrust Act (15 U.S.C. §§ 1, 3), by, inter alia, colluding to limit capacity on their respective airlines. Plaintiffs seek recovery of treble damages for the class period from July 1, 2011, to the present. Although the matter is proceeding, settlements totaling \$60 million have already been obtained against certain of the defendants.
- In Re: Disposable Contact Lens Antitrust Litigation, Case No. 3:15-md-02626-HES-JRK (M.D. Fla.): The Mehdi Firm is counsel of record to a named plaintiff in this multidistrict antitrust class action brought on behalf of individuals who made a retail purchase or purchases of disposable contact lenses manufactured by defendants Alcon Laboratories, Inc.; Johnson & Johnson Vision Care, Inc.; Bausch & Lomb Inc.; and CooperVision, Inc. subject to one of the "Unilateral Pricing Policies" ("UPPs") for the period from June 1, 2013 to the present. Plaintiffs allege that defendants conspired with each other and with defendant ABB Concise Optical Group, LLC, a wholesaler, as well as independent eye care professionals (e.g., optometrists and ophthalmologists who sell contact lenses to consumers) and their trade association, the American Optometric Association ("AOA"), to impose minimum resale prices on certain contact lens lines by subjecting them to UPPs, thereby reducing or eliminating price competition on those products from "big box" stores (e.g., those owned or operated by Wal-Mart Stores, Inc. and Meijer, Inc.), buying clubs (e.g., those run by Costco and internet-based retailers (e.g.,

1-800-Contacts and LensDiscounters.com) by preventing them from discounting those products. The Mehdi Firm is participating in the ongoing discovery and prosecution of this large MDL action. Although settlements were reached between the class and some of the defendants in the years leading up to trial, on March 28, 2022, shortly before trial was anticipated to begin, all parties settled.

- MashreqBank, psc v. ING Investment Management Co. et al., Case No. 13-cv-2318-LGS (S.D.N.Y.): Ms. Mehdi represented MashreqBank, the largest commercial bank in the United Arab Emirates in a private breach of contract lawsuit against ING. ING was MashreqBank's investment manager during the 2006–2007 period and breached its contract with MashreqBank by investing in illiquid investments such as CDOs, CBOs, CLOs, and other structured investment products, thereby causing losses of over \$60 million. The court denied ING's motion to dismiss the complaint and the parties arrived at a private settlement resolving the dispute prior to summary judgment.
- Luther v. Countrywide Home Loans Servicing LP et al., Case No. BC380698 (Los Angeles Cnty. Super. Ct.): The Mehdi Firm was counsel to MashreqBank, psc, a large, foreign commercial bank in the Luther class action, which names as defendants several Countrywide subsidiaries and affiliated individuals, multiple loan trusts, and Countrywide's offering underwriters. The complaint asserted claims on behalf of purchasers of billions of dollars of mortgage pass-through certificates issued between June 2005 and June 2007 and alleged that the defendants violated Sections 11, 12 and 15 of the Securities Act of 1933 by misrepresenting the risk of investing in the mortgage pass-through certificates was much greater than represented by the registration and prospectus supplements. This matter settled for \$500 million, the largest mortgage-backed-securities class action recovery in history.
- Stewart v. GoGo, Inc., Case No. 12-5164 (N.D. Cal.): Ms. Mehdi represented consumers in an antitrust class action alleging that GoGo had unlawfully maintained monopoly market power in the United States market for inflight internet connectivity on domestic US travel. The Court denied GoGo's motion to dismiss the complaint and the parties entered a private settlement before class certification.
- O'Brien v. Blooms Today, Case No. 12-cv-30041-MAP (D. Mass.): Ms. Mehdi represented consumers in this nationwide consumer action alleging violations of the Electronic Fund Transfer Act, 15 U.S.C. §1693 et seq., and the Racketeer Influenced and Corrupt Organizations Act, 18 U.S.C. §1962(c), and unfair trade practices under Massachusetts Consumer Protection Act, Mass. Gen. Laws Ch. 93A. The complaint demanded recovery for harm caused by defendants' false and misleading marketing campaign for a 50% discount on flowers for same day delivery, where defendants' real objective was to automatically enroll consumers in a rewards program resulting in monthly billing and charging of consumers' credit cards or debiting their bank accounts without their knowledge or consent. Upon denial of defendants' motion to dismiss the complaint, the parties entered a private settlement.
- HSBC California Call Recording Lawsuits (Fanning et al. v. HSBC Card Services Inc. et al., Case No. 12-cv-00885 JVS (RNBx) (C.D. Cal.) and Lindgren v. HSBC Card Services Inc. et al., Case No. 14-cv-05615 JVS (RNBx) (C.D. Cal.)): The Mehdi Firm is class counsel in the above cases currently pending before the Honorable Judge James V. Selna. These cases allege that HSBC violated California's Invasion of

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Privacy Act, Cal. Penal Code §§ 630 et seq. by recording telephone conversations with account holders concerning their HSBC credit card accounts without the account holders' consent. On October 19, 2016, the Court granted preliminary approval of a \$13 million settlement and final approval on October 23, 2017.

- Townsend et al. v. Monster Beverage Corp. et al., Case No. 12-cv-02118-VAP-KKx (C.D. Cal.): The Mehdi Firm was Lead Counsel in this consumer class action brought against Monster Beverage Corporation and Monster Energy Company alleging that certain of their Monster Energy® branded drinks made false and misleading representations inducing plaintiffs to purchase these energy drinks and pay a premium. Plaintiffs also alleged that Monster failed to appropriately warn consumers of the health risks inherent in these drinks. Although initially dismissed by the lower court, plaintiffs prevailed in the Ninth Circuit, but the claims were not certified.
- In re: Aluminum Warehousing Antitrust Litigation, Case No. 1:13-MD-2481-KBF (S.D.N.Y.): The Mehdi Firm is counsel to VIVA Railings, LLC, a plaintiff in this multidistrict antitrust litigation currently pending before the Honorable Katherine Forrest in the Southern District of New York. This antitrust class action alleges that defendants Goldman Sachs, Metro International, London Metals Exchange, among others, conspired to artificially inflate the prices of aluminum, thereby restraining trade. The case is ongoing after a successful appeal in the Second Circuit.
- Zagoria v. New York University, Case No. 20-cv-3610 (S.D.N.Y): Plaintiff Daniel Zagoria filed a class action for breach of contract and unjust enrichment on behalf of himself and all other similar situated students enrolled at New York University ("NYU") who did not enroll at NYU's online degree programs. As a result of the Covid 19 pandemic, NYU shut down its campus facilities, discontinued all on-campus in-classroom instruction of any courses at any of NYU's campuses and schools, and instead moved all instruction to remote online media. Yet, NYU made Plaintiff and all students liable for the full pre-shutdown tuition and fee obligations despite being unable to provide, and not providing, the services or facilities that the students bargained for and were being billed for as part of their tuition and fees that easily amount to thousands of dollars per student. On March 17, 2021, the court dismissed the complaint with prejudice. Plaintiff decided not to appeal the dismissal.
- Schmidlin v. AMA Restaurants, et al., Case No. BC568742 (Los Angeles Cnty. Super. Ct.): The Mehdi Firm represents plaintiff in this California Private Attorneys General Act action against a Denny's restaurant and its owner alleging violations of California labor laws, including, inter alia, failing to (i) pay for meal periods; (ii) pay for rest periods; (iii) timely pay wages upon termination; (iv) provide a properly negotiable financial instrument; (v) provide complete and accurate wage statements; (vi) maintain complete and accurate payroll records, including the manipulation of such payroll records to avoid paying employees their rightful wages; and (vii) permit the timely inspection of payroll records at employee's reasonable request. Parties entered a private settlement.

#### MS. MEHDI'S PRIOR NOTABLE LITIGATIONS:

- Jaffe v. Household International, Inc., Case No. 02-05893 (N.D. Ill.): Ms. Mehdi was the lead litigation partner on this complex securities fraud case for seven years, where over five million documents were produced. In addition to drafting the operative complaint, Ms. Mehdi led the entire pre-trial phase of the lawsuit, including designing the litigation and discovery strategy, selecting the experts, overseeing all motion practice, fact, and expert discovery. A Chicago jury returned a verdict in favor of the investors represented by Ms. Mehdi against the company and its senior executives, in May 2009 with a potential recovery between \$1–\$3 billion in damages. This verdict was appealed, and the case went back to district court for a second trial. On the eve of the second trial, almost 14 years after initiation, the case settled for \$1.575 billion.
- In re WorldCom Securities Litigation, Case No. 03-8269 (S.D.N.Y.): Ms. Mehdi was one of the lead lawyers in the WorldCom private actions, brought on behalf of institutional investors who opted out of the class action case and sued WorldCom's bankers, officers, directors, and auditors for losses related to WorldCom offerings. Ms. Mehdi's supervised motion practice, discovery, and settlement processes for several California-based city and county pensions plans, and certain unions and entertainment funds. These actions resulted in a recovery of over \$650 million for the institutions.
- In re IMPAX Laboratories, Inc. Securities Litigation, Case No. 04-04802 JW (N.D. Cal.): Ms. Mehdi represented investors in this securities fraud class action complaint against Impax Laboratories, Inc. a specialty pharmaceutical company that develops, sells and markets generic pharmaceuticals for violations of Sections 10(b) and 20(a) and Rule 10b-5 of the Securities Exchange Act of 1934. The case settled for just over \$9 million.
- Bank of America Access Checks Litigation: Ms. Mehdi represented California consumers in an action against Bank of America and MBNA Corporation: Nobles v. MBNA Corp., No. 06-03723 (N.D. Cal.). arising from allegations of false representations in defendants' "live check" loan solicitations (i.e., access checks, convenience checks or balance transfer checks). This case resulted in a recovery of over 80% of the compensatory damages, and led to a mandated change in Bank of America's business practices to provide additional disclosures relating to such solicitations.
- In re NASDAQ Market Makers Antitrust Litigation, MDL No. 1023 (S.D.N.Y.): Antitrust action alleging that NASDAQ market-makers set wide spreads based on an industry-wide conspiracy. After more than three years of litigation, the case settled for over \$1 billion.
- In re Visa Check/MasterMoney Antitrust Litigation, Case No. 96-5238 (E.D.N.Y.): Represented the world's largest discount shoe retailer in antitrust class action against Visa and MasterCard, alleging that defendants created an unlawful tying arrangement in violation of the Sherman Antitrust Act by requiring merchants who accepted their credit cards to also accept their debit cards. After over 6 years of litigation, the case settled for over \$ 3 billion.

- In re Motorsports Merchandise Antitrust Litigation, Case No. 97-2314 (N.D. Ga): Represented consumers in an antitrust class action alleging price fixing of race-related merchandise sold at motor sports events.
- In re Ocean View Capital v. Sumitomo Corp., Case No. 98-4067 (S.D.N.Y.): Ms. Mehdi represented a private party in an antitrust action against Sumitomo Copper in connection with allegations of fixing prices in the copper market. The action settled in a private resolution.

#### **QUALIFICATIONS**

Ms. Mehdi's qualifications include the following:

- Juris Doctor from DePaul College of Law, Chicago, Illinois (1995)
- Bachelor of Arts with High Honors in English Literature and German, University of Illinois at Chicago (1992)
- Member of the Honors College; spent a year studying German Literature at the University of Vienna and the Business University in Vienna, Austria
- Clerked with the international law firm of Ortner, Pöch & Foramitti in Vienna, Austria
- Selected to participate in a private shareholder group of international companies bidding to acquire the contract to provide telecommunications services as the Austrian government moved toward privatizing the Austrian telecommunications industry
- Fluent in German, Hindi with conversational ability in French

#### **ADMISSIONS**

- State of New York (1996)
- State of California (2002)
- The United States Court of Appeals for the Ninth Circuit (2014)
- United States District Court for the Northern, Central and Southern Districts of California (2002)
- United States District Court for the District of Colorado (2003)
- United States District Court for the Northern District of Illinois (2004)
- United States District Court for the Western District of Washington (2005)

• The United States District Court for the Southern and Eastern Districts of New York (1997)

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I, Jill M. Manning, declare as follows:

- 1. I am a member in good standing of the California State Bar and am admitted to practice before this Court. I am the founder of The Manning Law Firm, and a former partner of the law firms Pearson Warshaw, LLP and Steyer Lowenthal Boodrookas Alvarez & Smith, LLP. My curriculum vitae is attached hereto as Exhibit A.
- 2. I submit this declaration in support of Plaintiffs' Motion for Attorneys' Fees, Reimbursement of Expenses, and Service Awards. I make this declaration based on personal knowledge and, if called as a witness, I would competently testify to the matters stated herein.

#### Pearson Warshaw, LLP ("PW") Attorney Time and Expenses

- 3. PW prosecuted this litigation solely on a contingent fee basis and has been at risk that it would not receive any compensation for its work in prosecuting the claims against Sutter.
- 4. Throughout this litigation, PW kept files contemporaneously documenting all time spent, including tasks performed and expenses incurred. All time and expenses reported by PW were incurred for the benefit of the Settlement Class. I have personally reviewed every time entry billed by PW for accuracy.
- 5. During the course of this litigation, I performed the following tasks and activities on behalf of the Settlement Class:

#### **Trial Preparation**

- i. I was heavily involved in trial preparation, including reviewing documents for inclusion on the trial exhibit list; reviewing and editing draft jury instructions; drafting the verdict form; negotiating with Sutter regarding the exchange of trial exhibits and sealing issues; drafting the joint pretrial statement and conferring with Sutter's counsel regarding same; and reviewing and editing motions in limine.
  - I attended each of the pretrial conferences. ii.
  - I participated in lengthy trial preparation meetings with co-counsel. iii.
- I had extensive meet and confer discussions with Sutter's counsel regarding iv. stipulations relating to the admissibility of trial exhibits.

Attorney Meeting/Strategy	10.20	\$10,200.00
Client Communications	2.30	\$2,300.00
Other Motions	2.60	\$2,600.00

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Court Appearances (non-trial)	1.60	\$1,600.00
Settlement / Mediation	2.60	\$2,600.00
Trial Preparation	64.20	\$64,200.00
Trial	259.10	\$259,100.00
Appeals	90.0	\$90,000.00
Total	432.60	\$432,600.00

- 9. The lodestar calculation is based on PW's historical billing rates in effect at the time services were performed. The chart in paragraph 8 was prepared from contemporaneous time records regularly prepared and maintained by PW.
- 10. The total number of hours reasonably expended on this litigation by PW from February 1, 2022 through October 31, 2024 is **432.6 hours**. The total lodestar for PW is \$432,600.00.
- 11. Each firm tracked its own internal expenses. PW has expended a total of \$3,911.76 in unreimbursed costs and expenses in connection with the prosecution of this litigation. The detailed expense reports as set forth below. These expenses were incurred on behalf of the Class by PW on a contingent basis and have not been reimbursed. The expenses incurred in this action are reflected in the books and records of PW.
  - 12. The following chart summarizes the expenses for which PW seeks reimbursement:

Category	Amount
Computer Legal Research	\$74.30
Travel: Car rental/taxi/parking	\$1,020.65
Travel: Lodging	\$2,165.15
Travel: Meals	\$651.66
TOTAL EXPENSES	\$3,911.76

#### B. The Manning Law Firm ("ML") Attorney Time

- 13. The Manning Law Firm was founded on November 1, 2024, and prosecuted this litigation solely on a contingent fee basis with the risk that it would not receive any compensation for its work in prosecuting the Class's claims against Sutter.
- 14. Throughout this litigation, ML kept files contemporaneously documenting all time spent, including tasks performed and expenses incurred. All of the time and expenses reported by ML were incurred for the benefit of the Settlement Class. I have personally reviewed every time

- xvi. I reviewed and edited the motion for preliminary approval of the settlement.
- 18. The following chart shows my years of experience and hourly rate each year I worked at ML:

Time-Keeper	Year	Years of Expo	erience Hourly Rate
Jill M. Manning	2024	29	\$1,200.00
Jill M. Manning	2025	30	\$1,200.00

- 19. The hourly rate used in the chart at paragraph 18 is the usual and customary hourly rate charged for my services in similar complex litigation.
- 20. The following chart shows my billable house by task while I worked at ML, at an hourly rate of \$1,200.00:

Task	Hours	Lodestar
Attorney Meeting/Strategy	22.3	\$26,760.00
Client Communications	2.1	\$2,520.00
Motions / Briefs	8.4	\$10,080.00
Settlement / Mediation	3.3	\$3,960.00
Research	10.4	\$12,480.00
Trial Preparation	103.3	\$123,960.00
Total	149.8	\$179,760.00

- 21. The lodestar calculation is based on ML's historical billing rates in effect at the time services were performed. The chart in paragraph 20 was prepared from contemporaneous time records regularly prepared and maintained by ML. The hourly rate used in the chart at paragraph 20 is the hourly rate charged for my services in similar complex litigation.
- 22. The total number of hours reasonably expended on this litigation at ML from November 1, 2024 through the date of Preliminary Approval is **149.8 hours**. The total lodestar for ML is **\$179,760.00**.
- 23. Courts have entered orders granting attorney's fees for my services at similar rates in connection with recent class action settlements:
  - Senne v. Kansas City Royals Baseball Corp., Case No. 3:14-cv-00608-JCS (Spero, J.), ECF No. 1190: March 2023 order approving rate of \$1,000.00 per hour.

• In re Broiler Chicken Antitrust Litigation, Case No. 16-cv-08637 (N.D. Ill.) (Durkin, J.), ECF No. 5229: December 2021 order approving rates up to \$910.00 per hour.

#### C. Class Representative Service Awards

- 24. Susan MacAusland of OG played a significant role in this case from the filing of the Fourth Amended Complaint through settlement, as set forth in the concurrently filed Declaration of Susan MacAusland.
- 25. Ms. MacAusland's significant and time-consuming efforts in this litigation contributed to the ability of Class Counsel to negotiate a settlement that benefits all Class Members.

I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed on this 22nd day of July 2025, at Tomales, California.

JILLM. MANNING

Case 3:12-cv-04854-LB Document 1754-6 Filed 07/29/25 Page 8 of 12 **EXHIBIT A** DECLARATION OF JILL M. MANNING IN SUPPORT OF MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND SERVICE AWARDS



Jill M. Manning, founder of The Manning Law Firm, is a mediator, trial attorney, and skilled litigator with three decades of complex litigation experience. She focuses her litigation practice on recovering damages for individuals, employers, and businesses harmed by anticompetitive conduct and unfair business practices. She has successfully litigated some of the

leading cases brought under federal and state antitrust laws and has achieved significant recoveries for her clients. She is one of the top-rated antitrust attorneys in Northern California and has met the stringent "Super Lawyers" selection criteria each year since 2020. Further separating her from her peers, Ms. Manning has tried two antitrust class action cases to verdict in the past three years.

She represents a certified class of over 3 million California businesses and consumers who paid inflated health insurance premiums because of Sutter Health's anticompetitive conduct. Following a four-week trial, the jury returned a verdict for the defendant. On appeal, the Ninth Circuit reversed (Sidibe v. Sutter Health, 103 F.4th 675 (9th Cir. 2024)) and the case settled for \$228.5 million. She represented a certified class of direct purchasers in an antitrust case against the leading suppliers of broiler chickens sold in the United States and secured \$284 million in settlements. In re Broiler Chicken Antitrust Litig., Case No. 16-cv-08637 (N.D. Ill.) (seven-week trial). She represented a certified class of direct purchaser plaintiffs in an antitrust case against the leading suppliers of pork and pork products sold in the United States which has resulted in over \$111 million in settlements. In re Pork Antitrust Litig., Case No. 18-cv-01776 (D. Minn.). She played in an integral role in the prosecution of a significant indirect purchaser class action and was recognized by Special Master Martin Quinn as "one of the leaders in structuring and managing the overall document retrieval effort." In re TFT-LCD (Flat Panel) Antitrust Litig., No. 07-cv-01827-SI, 2012 WL 1291870, at \*8 (N.D. Cal. Dec. 18, 2012) (\$1.082 billion all-cash settlement). She represented a certified class of minor league baseball players against Major League Baseball for violations of wage and hour laws which resulted in a \$185 million settlement. Senne v. Office of the Commissioner of Baseball, Case No. 14-cv-00608 (N.D. Cal.).

In addition to her legal and mediation practices, Ms. Manning has demonstrated leadership in her professional life and community. She is currently serving a two-year term as Vice President of the California Lawyers Association, following almost three years on the Board of Representatives. She served as Chair of the Executive Committee of the Antitrust and Unfair Competition Law Section during the 2017-2018 term and presently serves as an Advisor. She is the co-creator and co-chair of the annual "Celebrating Women in Competition Law" event, now in its ninth year. In 2024, Marin County voters elected her to serve a four-year term as a Trustee of the Marin County Board of Trustees since 2024, following fifteen years of service as a Trustee of the Shoreline Unified School District.

Ms. Manning lives in West Marin with her husband and daughter. She enjoys cooking with vegetables grown in her garden, hiking coastal Marin and Sonoma with her Australian Shepherd, playing tennis, and exploring ancient ruins.

#### Work History:

- Founder, The Manning Law Firm: Nov. 2024 present
- Partner, Pearson Warshaw: Feb. 2022 Oct. 2024
- Partner, Steyer Lowenthal Boodrookas Alvarez & Smith: Jan. 2015 Jan. 2022
- Of Counsel, Steyer Lowenthal Boodrookas Alvarez & Smith: Nov. 2008 Dec. 2014
- Associate, Kirby McInerney & Squire: July 1996 Aug. 2004

#### **ADR Experience:**

- Mediator: JAMS
- Mediator: Los Angeles County Superior Court
- Mediator: U.S. District Court, Central District of California
- Mediator: U.S. District Court, Northern District of California
- Settlement Conference Facilitator: Sonoma County Superior Court
- Discovery Facilitator: Marin and Contra Costa County Superior Courts
- Early Neutral Evaluator: U.S. District Court, Northern District of California

#### **Education:**

- B.A., University of California at Davis (1991)
- Cambridge University, Pembroke College (summer 1990)
- J.D., University of San Francisco School of Law (1995)

#### **Bar Admissions:**

- State of California
- United States District Court for the Central District of California
- United States District Court for the Eastern District of California
- United States District Court for the Northern District of California
- United States District Court for the Southern District of California
- United States Courts of Appeal for the Second Circuit
- United States Courts of Appeal for the Ninth Circuit
- United States Supreme Court

#### **Professional Associations and Memberships:**

- California Lawyers Association
- Academy of Court-Appointed Neutrals
- American Bar Association, Antitrust Section
- San Francisco Bar Association Antitrust Section



www.manning-lawfirm.com

#### **Recent Events / Speaking Engagements:**

- Panelist, "Breaking Barriers in Complex Mediation" Forum, The Battery, June 2025
- Panelist, "Tips for Mediating Class Action Cases," A Class of Our Own Women's Summit, May 2025
- Panelist, "Mediators' Perspectives: Insights and Strategies from Mediators to Achieve Effective Settlements," Angeion Group Mega Summit, May 2025
- Panelist, "Certifiable: What's the Test Where?" ABA Antitrust Spring Meeting, April 2025
- Co-Creator and Co-Chair, Eighth Annual "Celebrating Women in Competition Law in California" panel and networking event, moderated by the Honorable Trina Thompson, March 2025
- Discussion Leader, Cambridge Forum on Antitrust Litigation, October 2024
- Panelist, "Class Action Focus: Manageability Considerations at the Certification Stage,"
   50<sup>th</sup> ABTL Annual Seminar, October 2024
- Panelist, "Litigator vs. Trial Lawyer: Preparing for a Class Action Trial Starts With Your Litigation Strategy," A Class of Our Own Women's Summit, May 2024
- Lecturer, "Sports and Antitrust Law," CSU Long Beach, Sports Management, May 2024
- Panelist, "Don't Try Them Until You Mock Them," ABA Antitrust Spring Meeting, April 2024
- Panelist, "Mediating UCL Cases," Consumer and Unfair Competition Law Institute, January 18, 2024

#### **Cases of Interest:**

- Facebook v. Saverin (Santa Clara Sup. Ct.) Represented Eduardo Saverin, co-founder of Facebook, in one of the cases featured in the Academy Award-winning movie, *The Social Network*, which resulted in a confidential settlement.
- Grace v. Apple Inc. (N.D. Cal.) Appointed by Judge Lucy H. Koh as co-lead counsel for the certified class in a case challenging Apple's conduct of causing the popular FaceTime feature to stop working on iPhone 4 and 4S devices; \$18 million settlement.
- *In re Broiler Chicken Antitrust Litigation* (N.D. Ill.) Represented direct purchaser plaintiffs in an antitrust case against the leading suppliers of broiler chickens sold in the United States; \$284 million in settlements.
- In re: Dynamic Random Access Memory (DRAM) Antitrust Litigation. (N.D. Cal.) Represented the certified indirect purchaser class in a horizontal price fixing case against manufacturers of DRAM; \$310 million in settlements.
- In re Fresh and Process Potatoes Antitrust Litigation (D. Idaho) Represented the direct purchaser plaintiffs in an antitrust case; \$18.5 million in settlements and significant injunctive relief.



- In re Lithium Ion Batteries Antitrust Litigation (N.D. Cal.) Represented the certified direct purchaser class in a horizontal price fixing case; settlements of over \$139 million.
- In re NCAA Student/Athlete Concussion Injury Litig. Single Sport/Single School (Football) (N.D. Ill.) Appointed by Judge John Z. Lee to plaintiffs' steering committee an MDL action against the NCAA, member conferences, and member schools on behalf of former Division I football players for personal injuries caused by concussions.
- In re Pork Antitrust Litigation (D. Minn.) Represented direct purchaser plaintiffs in an antitrust case against the leading suppliers of pork sold in the United States; over \$111 million in settlements.
- In re SRAM Antitrust Litigation (N.D. Cal.) Represented the certified indirect purchaser class in a horizontal price fixing case against manufacturers of SRAM; \$25 million in settlements.
- In re TFT-LCD (Flat Panel) Antitrust Litigation (N.D. Cal.) Represented the certified indirect purchaser class in a horizontal price-fixing case against the manufacturers of LCD panels and secured a \$1.082 billion all-cash settlement. Ms. Manning was recognized by Special Master Martin Quinn as "one of the leaders in structuring and managing the overall document retrieval effort." In re TFT-LCD (Flat Panel) Antitrust Litig., No. 07-cv-01827-SI, 2012 WL 1291870, at \*8 (N.D. Cal. Dec. 18, 2012).
- Sidibe, et al. v. Sutter Health (N.D. Cal.) Represents a certified class of over 3 million employers and individuals that paid higher prices for health insurance as a result of Sutter Health's anticompetitive conduct. On May 22, 2025, the Court granted preliminary approval of a class-wide settlement of \$228.5 million.

DECLARATION OF JASON H. KIM

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- 1. I am a partner at Schneider Wallace Cottrell Kim LLP ("SWCK"), Counsel for Plaintiffs and the Class in the above-captioned matter. I am a member in good standing of the Bar of the State of California. I have personal knowledge of the facts set forth in the Declaration and am fully familiar with the proceedings in this case.
- 2. I submit this Declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.
- 3. I was the senior attorney responsible for supervising the day-to-day work on this matter from SWCK attorneys and professionals.
- 4. SWCK focused its efforts on reviewing and analyzing the voluminous document productions in this case, primarily from 2017-2018.
- 5. All attorneys and other professionals at SWCK record their time contemporaneously using a computerized system.
- 6. I have reviewed the time entries for SWCK attorneys and other professionals in this matter to prepare this declaration.
- 7. In the exercise of billing judgment, I have excluded from SWCK's request for attorneys' fees the time of attorneys and other professionals that billed less than 100 hours to this matter. This includes about 75 hours of my supervisory time, in addition to my time incurred on substantive projects.
- 8. After such exclusion, the following attorneys billed the following hours on this matter:

Attorney	2017 Hours	2018 Hours	Total Hours
Tedra Kebret	1283.80	1127.60	2,411.40
John Gaudette	367.90	1278.30	1,646.20
Krishna Desai	716.60	0	716.60
David Whitehead	716.00	0	716.00

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Total			6,619.00
Lina Seikh	0	109.00	109.00
Abigail Laudick	364.10	30.70	394.80
Travis Close	373.10	251.90	625.00

- 9. Except for Travis Close and Abigail Laudick, all the attorneys listed above were at the time document review attorneys at SWCK. Document review attorneys are licensed attorneys who are full-time employees of SWCK specializing in the review of documents in complex cases.
- 10. At the time, Travis Close was a junior associate at SCWK. In addition to reviewing documents, Mr. Close participated in strategy meetings with cocounsel regarding document review.
- 11. At the time, Abigail Laudick was an attorney specializing in electronic discovery.
- 12. For simplicity, SWCK seeks \$350 per hour for all the attorneys listed above, despite the fact that Mr. Close and Ms. Laudick had somewhat different roles than the others and the document review attorneys had varying levels of experience.
- 13. This hourly rate is based on historical rates at the time the work was done (primarily 2017-2018) but is substantially less than SWCK's standard rates at that time for associates, e-discovery attorneys, and document review attorneys that were approved by Courts in this district. SWCK has reduced its hourly rates based on the circumstances of this case and to align its hourly rates with those sought by co-counsel.
- 14. Based on the above (including the exclusion of a substantial number of hours and the reduction in rates), SWCK seeks a lodestar in this matter of \$2,316,650. This compares to a gross lodestar of \$4,453,302 (based on current rates) as recorded in SWCK's billing system.

Case 3:12-cv-04854-LB Document 1754-7 Filed 07/29/25 Page 4 of 4 I swear that the foregoing is true under penalties of perjury of the United States of America. DATED: July 24, 2025 Respectfully submitted, **SCHNEIDER WALLACE COTTRELL KONECKY LLP** By: /s/ Jason H. Kim Jason H. Kim Attorneys for Plaintiffs 

1 2 3 4 5 6 7 8 9	CONSTANTINE CANNON LLP JEAN KIM (pro hac vice) 6 East 43rd Street, 26 <sup>th</sup> Floor New York, NY 10017 (212) 350-2700 (212) 350-2701 (fax) jkim@constantinecannon.com  Lead Counsel for Plaintiffs and the Class  THE MEHDI FIRM AZRA Z. MEHDI (220406) 95 Third Street 2 <sup>nd</sup> Floor, No. 9122 San Francisco, CA 94103 Ph/Fax: (415) 294-0070 azram@themehdifirm.com	SHINDER CANTOR LERNER LLP MATTHEW L. CANTOR (pro hac vice) 14 Penn Plaza, Suite 1900 New York, NY 10122 Telephone: 646-960-8601 matthew@scl-llp.com  STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP ALLAN STEYER (100318) D. SCOTT MACRAE (104663) 235 Pine Street, Fifteenth Floor San Francisco, CA 94104 (415) 421-3400 (415) 421-2234 (fax) asteyer@steyerlaw.com smacrae@steyerlaw.com FARMER BROWNSTEIN JAEGER GOLDSTEIN KLEIN & SIEGEL LLP
11 12 13 14 15	Co-Lead Counsel for Plaintiffs and the Class	DAVID C. BROWNSTEIN (141929) DAVID M. GOLDSTEIN (142334) 155 Montgomery Street, Suite 301 San Francisco, CA 94104 (415) 795-2050 (415) 520-5678 (fax) dbrownstein@fbj-law.com dgoldstein@fbj-law.com  Counsel for Plaintiffs and the Class
16	UNITED STATES	S DISTRICT COURT
17	NORTHERN DISTR	RICT OF CALIFORNIA
18 19 20	DJENEBA SIDIBE, JERRY JANKOWSKI, SUSAN HANSEN, DAVID HERMAN, OPTIMUM GRAPHICS, INC., and JOHNSON POOL & SPA, on Behalf of Themselves and All Others Similarly Situated,	Case No. 3:12-cv-4854-LB  DECLARATION OF ERIC A. GROVER OF KELLER GROVER LLP IN SUPPORT OF DIA A INTEREST COLUMNIE AS LODIES.
21	Plaintiffs,	PLAINTIFFS' COUNSEL'S JOINT MOTION FOR ATTORNEYS' FEES, COSTS, AND SERVICE AWARDS
22	VS.	,
23 24	SUTTER HEALTH,  Defendant.	DATE: November 6, 2025 TIME: 9:30 a.m. CTRM: B, 15th Floor JUDGE: Hon. Laurel Beeler
	I .	

- I, Eric A. Grover, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:
- 1. I am a partner in the law firm Keller Grover, LLP in San Francisco, California. I submit this declaration in support of Plaintiffs' motion for an award of attorneys' fees, costs and, service awards.
- 2. My firm was one of several firms identified as "Additional Counsel" in the Settlement Agreement who assisted the efforts of Class Counsel. (Settlement Agreement, ¶ I.5.) The principal task undertaken by my firm in this action was to assist in the voluminous document review process. **Exhibit A (which includes Exhibits A-1 through A-4)** is a summary of the hours expended by Keller Grover LLP in connection with the litigation from January 1, 2016 through April 30, 2019. Keller Grover LLP has not included in its fee request any hours worked after April 30, 2019. Further, Keller Grover LPP is waiving from its request all hours that I personally worked on the case between January 1, 2016 through April 30, 2019. Keller Grover LLP is only seeking attorneys' fees for the 3,687.50 hours of critical document review and coding work performed by Rubi Quihuis, Esq. and Daniel Barnes, Esq.
- 3. The Keller Grover LLP attorneys who worked on this matter providing document review and coding work are as follows:
- i.) **Rubi Quihuis, Esq.** Former Keller Grover LLP employee Rubi Quihuis, Esq. is a graduate of UC Law San Francico (formerly UC Hastings) who was admitted to the bar in 2012. Her reasonable billing rate for the document review and coding work she performed in this matter is \$350 per hour.
- ii.) **Daniel Barnes, Esq.** Former Staff/Project Attorney Daniel Barnes is a 2008 graduate of Valparaiso University School of Law who was admitted to the bar in 2009. Through 2019, Mr. Barnes had worked for recruitment agencies, law firms, in-house, and as an independent contract attorney during his then 10-year legal career. Mr. Barnes, who was not retained through any outside agency, regularly worked on a variety of matters for Keller Grover LLP between 2016 and 2019, including document review and coding work in this case. Mr. Barnes worked for the firm

extensively in 2017 and 2018 on several matters, earning over \$75,000 from Keller Grover LLP in each of those years; a sum comparable at that time to salaries paid to full-time attorneys at small firms.

- 4. I further attest that **Exhibits A-1 through A-4** were prepared from contemporaneous, time records prepared by Ms. Quihuis and Mr. Barnes and maintained by my firm, which are available at the request of the Court.
- 5. The total number of hours expended by Ms. Quihuis and Mr. Barnes on this litigation from January 1, 2017 through April 30, 2019 is 3,687.50. The document review and coding billing rates in this case have been set by Class Counsel at \$350. The \$350 billing rate was below the firm's normal billing rates in 2017-2019 and is far below current associate rates. The total Quihuis/Barnes lodestar for my firm is \$1,290,625.00.
- 6. Attached to my declaration as **Exhibit B** is a summary and the details of expenses totaling \$2,271.24, which were necessary in relation to this litigation. In this regard, Keller Grover LLP provided office space for the Plaintiffs' trial team in February and March 2025. Although the office space was provided without charge, the firm incurred out-of-pocket costs in connection with ensuring that the trial team had adequate technology resources during the course of trial preparation and trial. The expenses pertaining to this action are reflected in the books and records of my firm. These books and records are prepared from expenses vouchers, check records and other documents and are an accurate record of the expenses.

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

DATED this 24<sup>th</sup> day of July 2025, in San Francisco, California.

#### Eric A. Grover

Eric A. Grover
Keller Grover LLP
1965 Market Street
San Francisco, CA 94103
(415) 543-1305
eagrover@kellergrover.com

## EXHIBIT A

# EXHIBIT A-1

### Sidibe v. Sutter Time Report

The following chart summarizes the hours expended by attorneys at Keller Grover LLP in connection with this litigation from January 1, 2017 through April 30, 2019.

NAME	2017	2018	2019	TOTAL HOURS	TOTAL BILLING
Rubi Quihuis, Associate \$350	762	274		1,036	\$362,600.00
Daniel Barnes, Associate \$350	1,167.5	1,142	342	2,651.5	\$928,025.00
<b>Totals</b>				<u>3,687.5</u>	<u>\$1,290,625.00</u>

# EXHIBIT A-2

### Sidibe v. Sutter Time Report

The following chart summarizes the hours expended by attorneys at Keller Grover LLP in connection with this litigation for 2017:

NAME	Jan 2017	Fев 2017	Mar 2017	APR 2017	MAY 2017	JUNE 2017	JUL. 2017	Aug 2017	SEPT 2017	ОСТ 2017	Nov 2017	DEC 2017	TOTAL Hours	BILLING
Rubi Quihuis, Associate \$350	19	53.5	50	73	78.5	82.5	55	88.5	49	62	61	90	762	\$266,700.00
Daniel Barnes, Associate \$350	21	46	49	55	62	98.5	127.5	127.5	163	186	146	86	1,167.5	\$408,625.00
<b>Totals</b>													<u>1929.5</u>	<u>\$675,325.00</u>

### EXHIBIT A-3

### Sidibe v. Sutter Time Report

The following chart summarizes the hours expended by attorneys at Keller Grover LLP in connection with this litigation for 2018:

NAME	JAN 2018	FEB 2018	MAR 2018	APR 2018	MAY 2018	JUNE 2018	JUL. 2018	AUG 2018	SEPT 2018	OCT 2018	NOV 2018	DEC 2018	TOTAL HOURS	BILLING
Rubi Quihuis, Associate \$350	78	80	87.5	28.5									274	\$95,900.00
Daniel Barnes, Associate \$350	58	46.5	72.5	90.5	58	67	77.5	115.5	140	160.5	156	100	1,142	\$399,700.00
<b>Totals</b>													<u>1,416</u>	<u>\$495,600.00</u>

# EXHIBIT A-4

### Sidibe v. Sutter Time Report

The following chart summarizes the hours expended by attorneys at Keller Grover LLP in connection with this litigation for 2019:

NAME	JAN. 2019	FEВ. 2019	MAR. 2019	APRIL 2019	TOTAL HOURS	BILLING
Rubi Quihuis, Associate \$350						
Daniel Barnes, Associate \$350	102	84	90	66	342	\$119,700.00
<u>Totals</u>					<u>342</u>	<u>\$119,700.00</u>

# EXHIBIT B

# Keller Grover Sutter Antitrust Transaction Detail by Account All Dates

	Date	Name	Class	Memo/Description	Amount					
Case Expenses Receivable										
\$Fe	dEx									
	03/15/2025	FedEx	Sutter Antitrust	Return Wi-fi router	53.33					
Tota	al for \$FedEx				\$	53.33				
\$Of	fice Expense									
	03/12/2025	Progent Corporation	Sutter Antitrust	Inv. 172427		1,782.95				
Total for \$Office Expense						1,782.95				
\$Of	fice Supplies									
	02/01/2025	Amazon	Sutter Antitrust	Keys		28.48				
	02/11/2025	Amazon	Sutter Antitrust	Cat 6 cable		18.46				
	02/18/2025	Amazon	Sutter Antitrust	Cat 6 connector		13.02				
Total for \$Office Supplies						59.96				
\$Te	lephone									
	03/11/2025	E-Z Tel, Inc.	Sutter Antitrust	Inv. 23901		375.00				
Total for \$Telephone						375.00				
Total for Case Expenses Receivable						2,271.24				

Thursday, Jul 03, 2025 10:33:30 AM GMT-7

1	CONSTANTINE CANNON LLP	SHINDER CANTOR LERNER LLP
2	JEAN KIM (pro hac vice)	MATTHEW L. CANTOR (pro hac vice) 14 Penn Plaza, Ste. 1900
2	6 East 43rd Street, 26th Floor	New York, NY 10122
3	New York, NY 10017 (212) 350-2700	(646) 960-8601
4	(212) 350-2700 (212) 350-2701 (fax)	matthew@scl-llp.com
4	jkim@constantinecannon.com	STEYER LOWENTHAL BOODROOKAS
5	Jame Consumation Com	ALVAREZ & SMITH LLP
	Lead Counsel for Plaintiffs and the Class	ALLAN STEYER (100318)
6	J JJ	D. SCOTT MACRAE (104663)
7		235 Pine Street, Fifteenth Floor San Francisco, CA 94104
,	THE MEHDI FIRM	(415) 421-3400
8	AZRA Z. MEHDI (220406)	(415) 421-2234 (fax)
0	95 Third Street	asteyer@steyerlaw.com
9	2nd Floor, No. 9122	smacrae@steyerlaw.com
10	San Francisco, CA 94103 (415) 294-0070	FARMER BROWNSTEIN JAEGER
	(415) 294-0070 (415) 294-0070 (fax)	GOLDSTEIN KLEIN & SIEGEL LLP
11	azram@themehdifirm.com	DAVID C. BROWNSTEIN (141929)
12		DAVID M. GOLDSTEIN (142334) 155 Montgomery Street, Suite 301
12	Co-Lead Counsel for Plaintiffs and the	San Francisco, CA 94104
13	Class	(415) 795-2050
14		(415) 520-5678 (fax)
14		dbrownstein@fbj-law.com dgoldstein@fbj-law.com
15		agorasion e rej minioni
1.0		Counsel for Plaintiffs and the Class
16		
17		
4.0	UNITED STATE	ES DISTRICT COURT
18	NORTHERN DIST	RICT OF CALIFORNIA
19		mer or endar out ar
	DJENEBA SIDIBE, JERRY JANKOWSKI,	Case No. 3:12-cv-04854-LB
20	SUSAN HANSEN, DAVID HERMAN,	
21	OPTIMUM GRAPHICS, INC., and JOHNSON POOL & SPA, on Behalf of Themselves and A	
21	Others Similarly Situated,	DECLARATION OF DARYL F. SCOTT IN
22	•	SUPPORT OF ATTORNEYS' FEES
22	Plaintiffs,	FILED ON BEHALF OF SCOTT+SCOTT
23	V	ATTORNEYS AT LAW, LLP
24	V.	
2.5	SUTTER HEALTH,	
25	<b>-</b> .	
26	Defendant.	
27		
28		
20		

- I, Daryl F. Scott, declare as follows:
- 1. I am the Chief Financial Officer of and a partner in the law firm of Scott+Scott Attorneys at Law LLP (the "Firm"), counsel for Plaintiffs in the above-captioned action. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in the action. I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.
- 2. The work performed by my Firm included the review and coding of documents produced by Defendant and third parties in discovery.
- 3. The information in this declaration regarding my Firm's time and expenses is taken from contemporaneous time and expense records and supporting documentation prepared and maintained by the Firm in the ordinary course of business. Hal Cunningham is the partner who oversaw and/or conducted the day-to-day activities in the litigation on behalf of my Firm, and we reviewed these records (and backup documentation where necessary or appropriate) in connection with the preparation of this declaration. The purpose of this review was to confirm both the accuracy of the entries as well as the necessity for, and reasonableness of, the time and expenses committed to the litigation. As a result of this review, reductions were made to time and expenses in the exercise of billing judgment and in accordance with the time and expense protocols developed by Co-Lead Counsel, including an hourly rate cap of \$350 per hour for document review.
- 4. Based on this review and the adjustments made, I believe that the time reflected in my Firm's lodestar calculation and the expenses for which payment is sought herein are reasonable and were necessary for the effective and efficient prosecution and resolution of the litigation.
- 5. After the reductions referred to above, the number of hours spent on the litigation by my Firm from inception through May 1, 2019 is 4,006.8 hours. A breakdown of the lodestar by timekeeper is provided in Exhibit 1. The lodestar amount for attorney time based on the billing rate directed by Co-Lead Counsel (\$350.00/hour) is \$1,402,380. This billing rate for litigation document review is comparable to those the Firm has submitted in other class action cases, where courts have awarded attorneys' fees and conducted lodestar cross-checks using the Firm's then-prevailing rates. See, e.g., Barrett v. Apple Inc., No. 5:20-CV-04812-EJD, 2025 WL 1002786, at \*3 (N.D. Cal. Apr.

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- 3, 2025). No time expended on the Firm's application for attorneys' fees and reimbursement of litigation expenses has been included in these calculations.
- 6. As detailed in Exhibit 2, my Firm is seeking reimbursement for a total of \$67.25 in litigation expenses incurred in connection with the prosecution of this Action from inception through and including May 1, 2019.
- 7. The litigation expenses reflected in Exhibit 2 are the actual incurred expenses or are discounted amounts calculated using the following standard:
  - a. Internal copying is charged at \$0.25 per page.
- 8. The expenses incurred in this action are reflected on the books and records of my Firm. These books and records are prepared from actual receipts, expense vouchers, credit card statements, and other source materials and are an accurate record of the expenses incurred.
- 9. My firm has reviewed the time and expense records that form the basis of this declaration to correct any billing errors.

I declare, under penalty of perjury, under the laws of the United States of America, that to the best of my knowledge, the foregoing is true and correct.

Executed on July 23, 2025.

Daryl F. Scott

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#### **EXHIBIT 1**

#### UNITED STATES DISTRICT COURT

#### NORTHERN DISTRICT OF CALIFORNIA

DJENEBA SIDIBE, JERRY JANKOWSKI, SUSAN HANSEN, DAVID HERMAN, OPTIMUM GRAPHICS, INC., and JOHNSON POOL & SPA, on Behalf of Themselves and All Others Similarly Situated,	Case No. 3:12-cv-04854-LB
Plaintiffs, v.	
SUTTER HEALTH,	
Defendant.	

#### SCOTT+SCOTT ATTORNEYS AT LAW LLP TIME REPORT

Inception through May 1, 2019

NAME	YEAR	HOURS	WEIGHTED AVERAGE HOURLY RATE	LODESTAR
Partners				
Hal Cunningham	2018	4.6	\$350	\$1610.00
	2019	2.7	\$350	\$945.00
Staff Attorneys				
Amy Sipe	2018	1,324.5	\$350	\$463,575.00
	2019	637.1	\$350	\$222,985.00
Joel Booras	2018	1,335.6	\$350	\$467,460.00
	2019	702.3	\$350	\$245,805.00
TOTALS				
	2018	2,664.7	\$350	\$932,645.00
	2019	1,342.1	\$350	\$469.735.00
		4,006.8		\$1,402,380.00

### **EXHIBIT 2**

#### UNITED STATES DISTRICT COURT

#### NORTHERN DISTRICT OF CALIFORNIA

DJENEBA SIDIBE, JERRY JANKOWSKI, SUSAN HANSEN, DAVID HERMAN, OPTIMUM GRAPHICS, INC., and JOHNSON POOL & SPA, on Behalf of Themselves and All Others Similarly Situated,	Case No. 3:12-cv-04854-LB
Plaintiffs, v.	
SUTTER HEALTH,	
Defendant.	

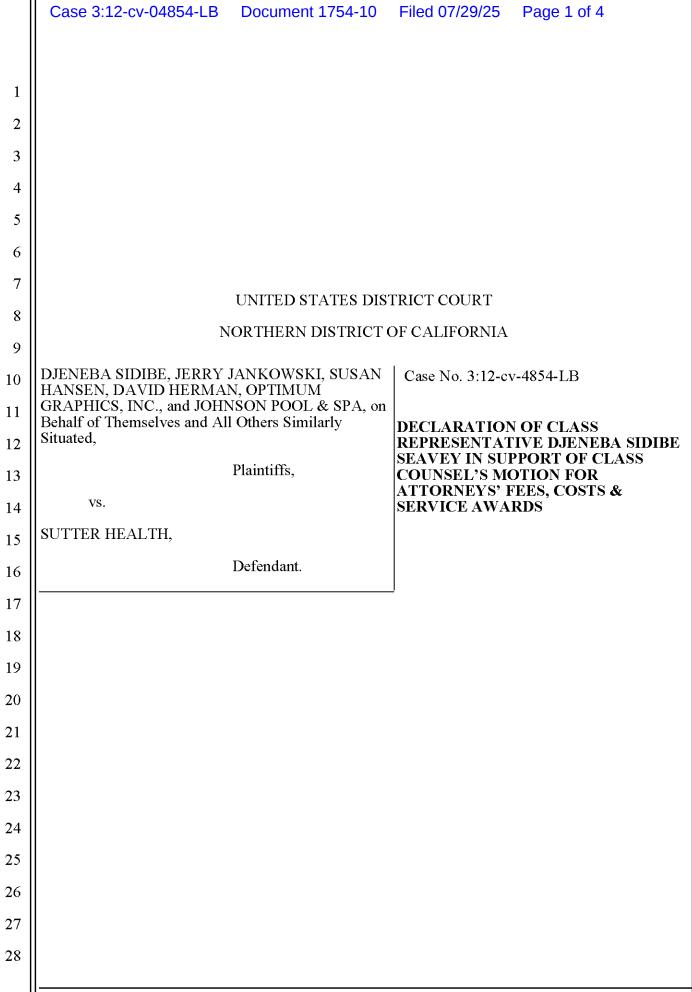
## SCOTT+SCOTT ATTORNEYS AT LAW LLP EXPENSE REPORT

Inception through May 1, 2019

CATEGORY	AMOUNT
Internal Copying (0.25 per page)	\$67.25
TOTAL EXPENSES	\$67.25

Case No. 3:12-cv-04854-LB

Declaration of Daryl F. Scott



Declaration of Djeneba Sidibe Seavey ISO Class Counsel's Motion for Attorneys' Fees, Costs & Service Awards Case No. 3:12-CV-04854-LB

#### I, DJENEBA SIDIBE SEAVEY, hereby declare as follows:

- 1. I am a current resident of Marin County, California and have been a resident in different counties in the Bay Area for the past 23 years, and during the entire period covered by this litigation. I am currently employed as a SharePoint Engineer with Marin General Hospital ("MGH").
- 2. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would competently testify to the matters stated herein.
- 3. I respectfully submit this Declaration in support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards.
- 4. I am the original named plaintiff who commenced this lawsuit with the filing of the first complaint on September 17, 2012 (the "Litigation"). Prior to filing the case, I communicated with Class Counsel Azra Mehdi on multiple occasions, providing whatever documentation I had to support the claims being advanced. I had never been a class representative before and inquired about my responsibilities and the extent of my involvement and my obligations in connection with advancing this class action. I understood that being part of a class action meant that I was acting not only on behalf of myself, but also on behalf of other individuals in my position.
- 5. At the time of filing the action, I was employed by TechSoup Global, Inc. and was eligible to enroll in and was in fact enrolled in the Aetna health insurance plan offered by my employer, which I understand is one of the health plans covered under the Litigation. Prior to 2012, I was enrolled in an Anthem health insurance plan offered by my employer, also another health plan covered under this Litigation. I regularly contributed to payments for health insurance premiums through my paychecks as outlined in my employer's benefit plans.
- 6. I worked with Class Counsel Azra Mehdi throughout the pleading stage, assisting in any way requested and being available to answer questions as they arose. When discovery commenced after the filing of the Fourth Amended Complaint ("FAC"), I worked with Class Counsel Ms. Mehdi to respond to multiple discovery requests served by Sutter, including Requests for Production, Interrogatories and Requests for Admission ("RFA"). I spent approximately 20

hours in connection with this discovery (i) communicating with Counsel to understand the types of information and the period for which it was requested (ii) collecting health insurance coverage and premium documentation in my possession, (iv) communicating with my former employer TechSoup Global to get information I did not have to respond to Sutter's discovery requests; (v) collecting information related to my medical and hospital procedures; and (vi) ensuring I was available to meet with and answer any questions Class Counsel had in connection with my discovery obligations.

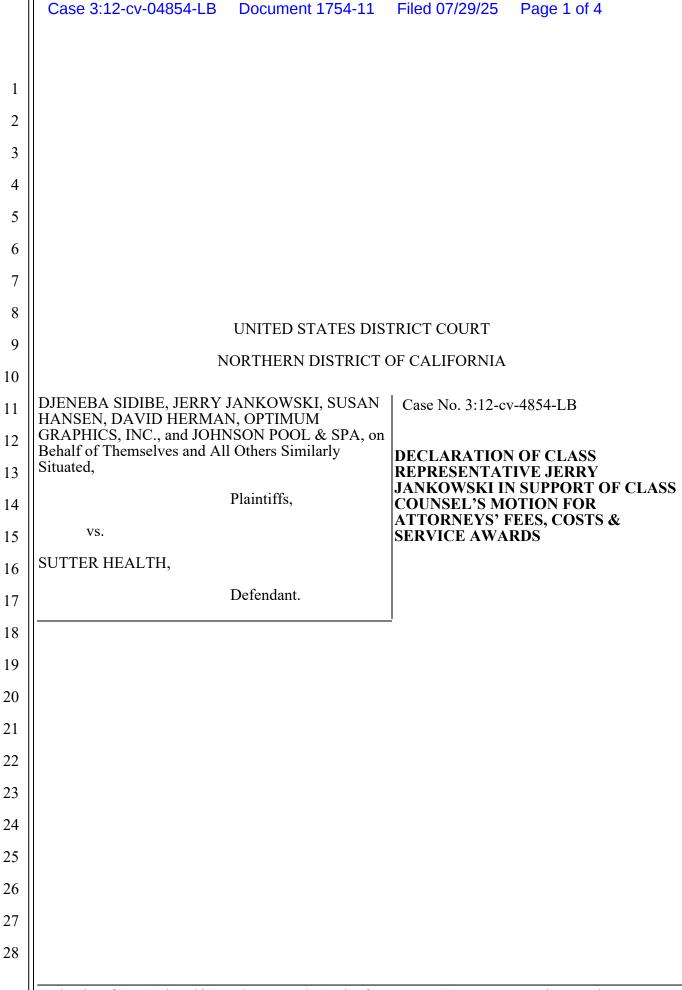
- 7. I also worked with Class Counsel Ms. Mehdi to put together my declaration in support of Plaintiffs' Motion for Class Certification to demonstrate my understanding of my role and my commitment to the case, which I understood to be a threshold requirement for the case to move forward as a class action.
- 8. I also submitted to a full day of examination by deposition by Sutter attorneys on December 7, 2017. Prior to the deposition, I spent many days preparing for the deposition by myself as well as with Class Counsel. I had never been deposed before this Litigation and I wanted to be sure that I was fulfilling my duties as a class representative. I also took time off work to attend the oral argument in connection with the class certification motion hearing, which lasted almost all day.
- 9. Prior to the first trial, I spent a significant number of days preparing to testify at the trial, including participating in mock examinations and reviewing my documents and discovery responses. I remained available to Class Counsel and the Court during trial and testified on February 15, 2022. In addition to being present to testify at trial, I also attended the opening and closing arguments and remained abreast of development in the trial by communicating regularly with Class Counsel.
- 10. In addition to the class certification oral argument, I have attended multiple hearings in person on various motions to dismiss, as well as the oral argument held in the Ninth Circuit appealing the jury verdict of the first trial.
  - 11. In connection with the second trial, I spent many hours over multiple days working

with Class Counsel preparing to testify at the second trial and putting together a spreadsheet showing premiums that I had paid during the class period as well as health insurance premium contributions by my employer on my behalf.

- 12. Over the course of the Litigation, I was in regular contact with Class Counsel Ms. Mehdi regarding all developments in the case via phone calls, text messages and emails, whether related to litigation or mediation. Class Counsel Mehdi also timely communicated with me regarding any dispute resolution and mediation measures, ensuring I remained available during the multiple mediation sessions and settlement negotiations.
- 13. This Litigation has spanned almost thirteen (13) years, and I have remained committed to this Litigation from the beginning through four different versions of complaints, two appeals, a trial and an almost-second trial. I have taken many days off work to be present for the benefit of the Class as well as spending time away from my son preparing for the second trial. Over the course of this litigation, I have spent approximately 125 hours on advancing this Litigation and assisting Class Counsel on behalf of the Class.

I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed on this 22 day of July 2025, in San Francisco, California.

DJENEBA SIDIBE SEAVEY



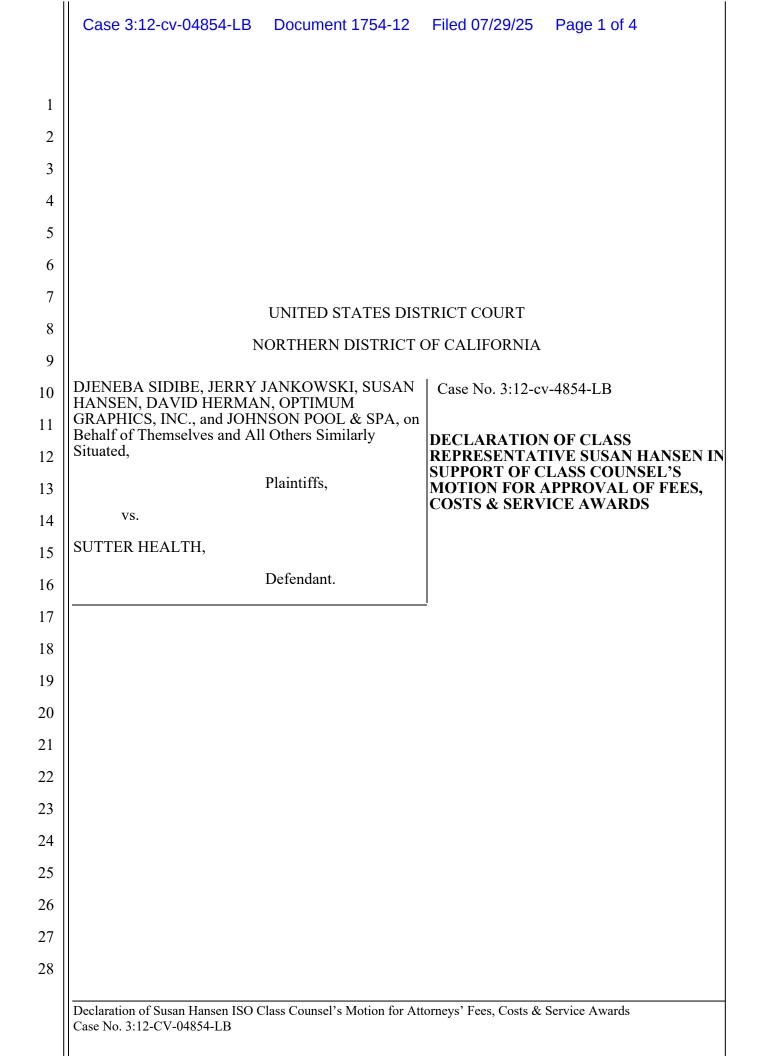
Declaration of Jerry Jankowski ISO Class Counsel's Motion for Attorneys' Fees, Costs & Service Awards Case No. 3:12-CV-04854-LB

#### I, JERRY LOUIS JANKOWSKI, hereby declare as follows:

- 1. I am a resident of San Francisco, California and have lived in different parts of San Francisco for the past 30 years, with short gaps in residency for higher education. I am currently employed as a Lead Healthcare Data Analyst with the San Francisco Health Plan ("SFHP") and have been employed there for the entire duration of the above-referenced litigation.
- 2. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would competently testify to the matters stated herein.
- 3. I respectfully submit this Declaration in support of Plaintiffs 'Counsel's Joint Motion for Attorneys' Fees, Costs and Service Awards.
- 4. I learned about this case in August 2013 and joined the litigation as a named plaintiff prior to the filing of the Third Amended Complaint ("TAC") on December 9, 2013. As an employee of SFHP, I was eligible to enroll in and did in fact enroll in the health insurance plans offered by my employer. During the period covered by the litigation, I was enrolled in various health insurance plans offered by my employer SFHP through Aetna, Anthem, and Blue Shield, all of which I understood were health plans covered under the litigation. As required by SFHP, I contributed the amounts designated by my employer SFHP to qualify for enrollment in the health plans I selected for health insurance coverage.
- 5. Prior to joining the litigation, I conducted my own due diligence to fully understand my role and responsibilities by participating in the lawsuit. I asked questions of Counsel regarding my eligibility to participate in the case and the extent of my involvement and my obligations in advancing this class action. I understood that being part of a class action meant that I was acting not only on behalf of myself, but also on behalf of other individuals in my position. Prior to the filings, I reviewed the TAC as well the Fourth Amended Complaint ("FAC") filed September 29, 2017.
- 6. After the filing of the FAC, once discovery commenced, I responded to multiple discovery requests served by Sutter, including Requests for Production, Interrogatories and Requests for Admission ("RFA"). I spent 25-30 hours in connection with this phase of discovery

- (i) communicating with Counsel to understand the types of information being requested; (ii) the period for which it was requested since the requests went as far back as 2008, (iii) collecting health insurance coverage and premium documentation in my possession, (iv) retrieving documents from the SFHP online portal, (v) communicating with SFHP's HR group to obtain missing information requested in the interrogatories and RFAs; (vi) communicating with the three health plans Aetna, Anthem and Blue Shield to get any responsive documents from them so Class Counsel could produce them to Sutter.
- 7. In connection with the motion for class certification, I worked with Class Counsel to put together my declaration in support of Plaintiffs' Motion for Class Certification to demonstrate my understanding of my role and my commitment to the litigation, which I understood to be a threshold requirement for the case to move forward as a class action.
- 8. I also submitted to a full day of examination by deposition by Sutter attorneys on March 9, 2018. Prior to the deposition, I spent many days preparing both with Class Counsel and by myself since I had never been subject to a deposition and wanted to be sure that I was fulfilling my duties as a class representative. In addition, I took time off work to attend the oral argument in connection with the class certification motion hearing.
- 9. Prior to the first trial, I spent a significant number of days preparing to testify at the trial, including participating in mock examinations and reviewing my documents and discovery responses. Although I did not testify at trial, I attended closing arguments and kept abreast of all development in the trial by communicating with Class Counsel Azra Mehdi.
- 10. In connection with the second trial, I spent many hours over multiple days working with Class Counsel preparing to testify at this trial and putting together a spreadsheet showing premiums paid by me and by SFHP on my behalf.
- 11. I was in regular contact with Class Counsel Ms. Mehdi regarding all developments of the litigation via phone calls, text messages and emails, whether related to litigation or mediation. Over the course of the litigation, Ms. Mehdi timely communicated with me regarding any dispute resolution and mediation measures, ensuring that I remained available during the

	Case 3:12-cv-04854-LB Document 1754-11 Filed 07/29/25 Page 4 of 4
1	multiple mediation sessions and settlement negotiations.
2	12. Over the almost twelve (12) years that I was part of this litigation I spent
3	approximately 75-80 hours – many times taking days off work - in advancing this litigation and
4	assisting Class Counsel on behalf of the Class.
5	I declare under penalty of perjury under the laws of the United States and the State of
6	California that the foregoing is true and correct. Executed on this 22 <sup>nd</sup> day of July 2025, in San
7	Francisco, California.
8	Jerry Jankowski
9	JERRY L. JANKOWSKI
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#### I, SUSAN CAROL HANSEN, hereby declare as follows:

- 1. I am a life-long resident of San Francisco, California. I am a retired employee of the City & County of San Francisco ("CCSF"). I was employed at CCSF as a commercial truck driver from 1997 until my retirement in December 2015.
- 2. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would competently testify to the matters stated herein.
- 3. I respectfully submit this Declaration in support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards.
- 4. I learned about this case in early 2017 and joined the litigation as a named plaintiff in the Fourth Amended Complaint ("FAC") filed on September 29, 2017. As an employee of CCSF, I was eligible to enroll in and did in fact enroll in the health insurance plans offered by my employer. During the period covered in this litigation, I was enrolled under the Blue Shield HMO plans, which I understood to be one of the health plans covered under the litigation.
- 5. Prior to joining the case, I reviewed the Third Amended Complaint, asked questions of Counsel regarding my eligibility to participate in the case, the extent of my involvement and my obligations relating to advancing this class action. I understood that being part of a class action meant that I was acting not only on behalf of myself, but also on behalf of other individuals in my position. I also reviewed the FAC prior to its filing.
- 6. After the filing of the FAC, once discovery commenced, I responded to multiple discovery requests served by Sutter, including Requests for Production, Interrogatories and Requests for Admission ("RFA"). I spent over 50 hours in connection with this discovery (i) communicating with Counsel to understand the types of information being requested; (ii) the period for which it was requested since the requests went as far back as 2008, (iii) collecting health insurance coverage and premium documentation in my possession, (iv) retrieving documents from the CCSF online portal, (v) calling CCSF representatives to get missing documentation and information requested in the interrogatories and RFAs; (vi) collating and putting together the information to present to Counsel.

- 7. I worked with Class Counsel to put together my declaration in support of Plaintiffs' Motion for Class Certification to demonstrate my understanding of my role and my commitment to the case, which I understood to be a threshold requirement for the case to move forward as a class action.
- 8. I also submitted to a full day of examination by deposition by Sutter attorneys on August 21, 2018. Prior to the deposition, I spent many days preparing both with Counsel and by myself since I had never been subject to a deposition and wanted to be sure that I was fulfilling my duties as a class representative. I also attended the oral argument in connection with the class certification motion hearing, which lasted almost all day.
- 9. Prior to the first trial, I spent a significant number of days preparing to testify at the trial, including participating in mock examinations and reviewing my documents and discovery responses. Although I did not testify at trial, I attended many days of trial in person, including the opening and closing arguments and two other days of trial during the testimony of my spouse David Herman. When I was unable to be in present in court, I joined the public zoom webinar to remain abreast of all significant developments related to the trial.
- 10. In connection with the second trial, I spent over 20 hours over the span of multiple days working with Class Counsel preparing to testify at this trial and putting together a spreadsheet showing premiums paid by me and by employer CCSF on my behalf.
- 11. Over the course of the litigation, I was in regular contact with Class Counsel Azra Mehdi regarding all developments in the case via phone calls, text messages and emails, whether related to litigation or mediation. Ms. Mehdi also timely communicated with me regarding any dispute resolution and mediation measures, ensuring I remained available during the multiple mediation sessions and settlement negotiations.
- 12. Over the almost eight (8) years that I was part of this litigation I spent close to 100 hours on advancing this litigation and assisting Class Counsel on behalf of the Class. Although I was retired from CCSF during this litigation, I was and still am responsible for babysitting my grandchildren and doing pick-up and drop off from school for them.

Filed 07/29/25

Page 4 of 4

Case 3:12-cv-04854-LB Document 1754-12

Case No. 3:12-CV-04854-LB

#### I, DAVID PHILIP HERMAN, hereby declare as follows:

- 1. I am a life-long resident of San Francisco, California. I am currently retired. Before retiring, I was employed by the San Francisco Police Department ("SFPD") from 1975 until my retirement in December 2009.
- 2. I respectfully submit this Declaration in support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards and have personal knowledge of the facts set forth in this Declaration. Due to health issues, I received assistance from my spouse, Susan Hansen, and from Class Counsel, Azra Mehdi, in preparing this declaration.
- 3. I learned about this case in early 2017 and joined the litigation as a named plaintiff in the Fourth Amended Complaint ("FAC") filed on September 29, 2017. As an employee of SFPD, I was part of the benefits system of the City and County of San Francisco ("CCSF"). I was eligible to enroll and did in fact enroll in the health insurance plans offered by my employer SFPD, through CCSF. During the period covered in this litigation, I was enrolled under the Blue Shield HMO plans, which I understood to be one of the health plans covered under the litigation.
- 4. Prior to joining the case, I reviewed the Third Amended Complaint, asked questions of Counsel regarding my eligibility to participate in the case, the extent of my involvement and my obligations relating to advancing this class action. I understood that being part of a class action meant that I was acting not only on behalf of myself, but also on behalf of other individuals in my position. I also reviewed the FAC prior to its filing.
- 5. After the filing of the FAC, once discovery commenced, I responded to multiple discovery requests served by Sutter, including Requests for Production, Interrogatories and Requests for Admission ("RFA"). I spent over 25 hours in connection with this discovery (i) communicating with Counsel to understand the types of information being requested; (ii) the period for which it was requested since the requests went as far back as 2008, (iii) collecting health insurance coverage and premium documentation in my possession, (iv) calling CCSF representatives to get missing documentation and information requested in the interrogatories and RFAs; (v) collecting information related to my in-patient hospital procedures; and (vi) ensuring I

was available to meet with and answer any questions Class Counsel had in connection with my discovery obligations.

- 6. I worked with Counsel to put together my declaration in support of Plaintiffs' Motion for Class Certification to demonstrate my understanding of my role and my commitment to the case, which I understood to be a threshold requirement for the case to move forward as a class action.
- 7. I also submitted to a full day of examination by deposition by Sutter attorneys on August 17, 2018. Prior to the deposition, I spent many days preparing for the deposition by myself as well as with Class Counsel. Although I had been deposed more than 40 years ago, it was not in connection with a class action, and I wanted to be sure that I was fulfilling my duties as a class representative. I also attended the oral argument in connection with the class certification motion hearing, which lasted almost all day.
- 8. Prior to the first trial, I spent a significant number of days preparing to testify at the trial, including participating in mock examinations and reviewing my documents and discovery responses. I remained available to Class Counsel and the Court during trial and testified in person at the trial on February 23, 2022. I attended the opening and closing statements in addition to the day when I testified in person. On the days when I was unable to be in present in court, I joined the public zoom webinar to remain abreast of the trial.
- 9. Over the course of the litigation, I was in regular contact with Class Counsel Azra Mehdi regarding all developments in the case via phone calls, text messages and emails, whether related to litigation or mediation. Ms. Mehdi also timely communicated with me regarding any dispute resolution and mediation measures, ensuring I remained available during the multiple mediation sessions and settlement negotiations.
- 10. Over the almost eight (8) years that I was part of this litigation I spent approximately 85 hours on advancing this litigation and assisting Class Counsel on behalf of the Class. I dedicated time to this Litigation despite dealing with many medical issues and personal obligations to my children and grandchildren.

1	Case 3:12-cv-04854-LB Document 1754-13 Filed 07/29/25 Page 4 of 4
1	I declare under penalty of perjury under the laws of the United States and the State of
2	California that the foregoing is true and correct. Executed on this day 22 <sup>nd</sup> of July 2025, in San
3	Francisco, California.
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DECLARATION OF SUSAN MACAUSLAND IN SUPPORT OF MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND SERVICE AWARDS

Case 3:12-cv-04854-LB Document 1754-14 Filed 07/29/25

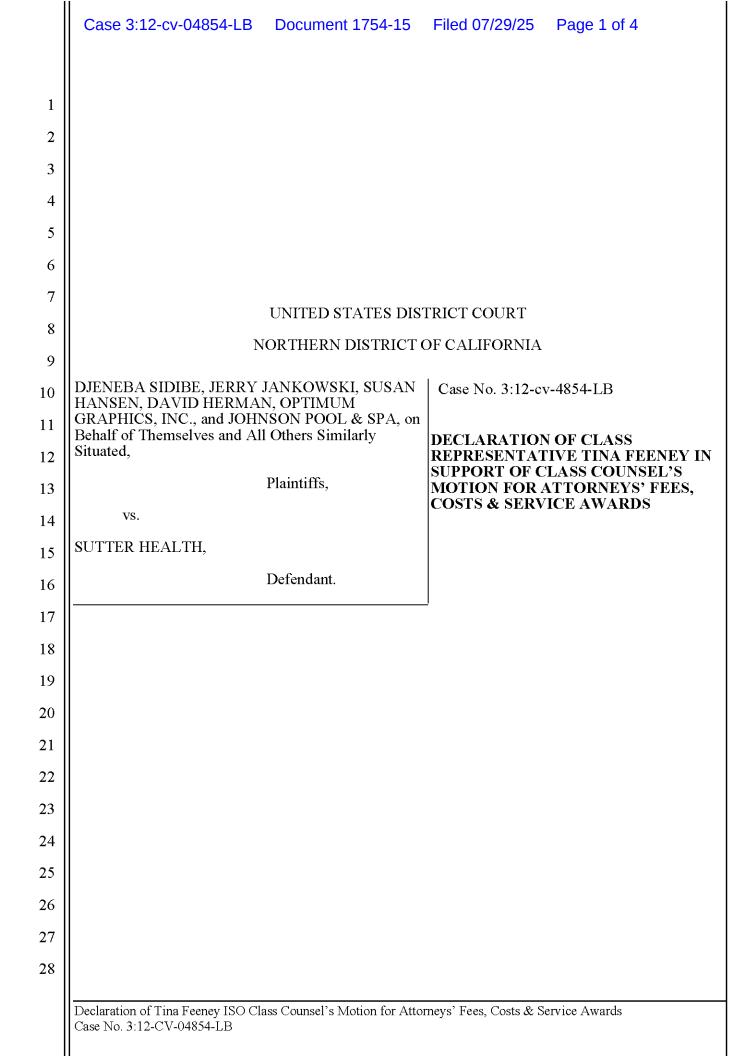
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- I, Susan MacAusland, declare as follows:
- 1. From 1995 until March 1, 2025, I was the co-owner of Optimum Graphics, Inc. ("OG"), one of the Class Representatives in this case.
- 2. OG is based in Marin County, California, and provides custom printing, marketing and promotional materials for its customers.
- 3. Throughout the class period, OG paid health insurance premiums on behalf of its employees.
- 4. OG became aware of this case in April of 2017, and joined the case as a Class Representative when the Fourth Amended Complaint ("FAC") was filed in September of 2017.
- 5. Prior to the filing of the FAC, I participated in meetings with Class Counsel regarding OG's purchase of health insurance and reviewed the allegations in the FAC.
- 6. After the filing of the FAC, I responded to multiple discovery requests served on OG, including Requests for Production, Interrogatories and Requests for Admission. Sutter's Requests for Production of Documents sought broad information related to OG's selection of health insurance for its employees and payments of health insurance premiums for an extended period of time which required me to spend a substantial amount of time searching for and producing responsive documents.
- 7. I was examined by Sutter at a full-day deposition on August 22, 2018. This required me to take a day off from work and drive to and from the deposition in San Francisco. In advance of the depositions, I met with Class Counsel multiple times to prepare for the deposition.
  - 8. I drafted and submitted a declaration in support of class certification.
- 9. I prepared extensively for the first trial, participating in multiple trial preparation meetings with Class Counsel.
  - 10. I attended the second day of trial and testified on the second day of trial.
- 11. I stayed in contact with Class Counsel regarding trial developments throughout the four-week trial.
- 12. I consulted with Class Counsel regarding the mediations that took place in the case. In addition, I remained available by telephone during each of the mediation sessions in the event

1 that Class Counsel needed to consult with me regarding settlement offers. 2 13. I prepared extensively for the second trial, participating in trial preparation meetings 3 with Class Counsel, and was prepared to testify as the first witness at the second trial. 4 14. I was in regular communication with Class Counsel from the time I joined the 5 litigation until it settled, and had numerous meetings and telephone calls to stay informed of 6 developments in the case. 7 15. From April of 2017 through March of 2025, I estimate that I spent approximately 90 8 hours working on this case on behalf of the Class. 9 I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed on this 22nd day of July 2025, at Lake 10 11 Almanor, California. Susan MacAusland **box** SIGN 12 422L66Q5-1X2PJ8ZJ SUSAN MACAUSLAND 13 14 15 16 17 18 19 20 21 22 23 24 25 **26** 27 28



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I, TINA FEENEY, hereby declare as follows:

- 1. I am a life-long resident of Sonoma County, California. Until 2024, I was the cofounder and owner of a family-owned business named Johnson Pools & Spa ("JPS" or the "Company") with my brother Matt Perezchica, which my family had founded in 1988. JPS is currently owned by my two sons, but I continue to work there in an advisory role.
- 2. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would competently testify to the matters stated herein.
- 3. I respectfully submit this Declaration in support of Class Counsel's Motion for Approval of Attorneys' Fees, Costs and Service Awards.
- 4. JPS is a pool construction and maintenance company that was established in Sonoma County in 1988. JPS began operating with 5 employees, growing to 15 employees during the period covered by this litigation and currently has about 85 employees.
- 5. I learned about this case in late April-early May 2017 and JPS joined the litigation as a named plaintiff in the Fourth Amended Complaint ("FAC") filed on September 29, 2017. In addition to being co-owner of JPS, I was also responsible for procuring health insurance for all JPS employees since the Company was established. During the period covered by this class action, JPS offered health insurance through the Blue Shield plans, which I understood to be one of the health plans covered under the litigation. JPS paid 100% of the health insurance premiums for all its employees during the entire class period.
- 6. Prior to joining the case, my brother and I made inquiries with Class Counsel regarding JPS's eligibility to participate in the case, what would be required of us, including the extent of our involvement and my obligations relating to advancing this class action. We wanted to be certain that we could fulfil our responsibilities since we also had substantial obligations running the Company, which took up a lot of our time. I understood that being part of a class action meant that I was acting not only on behalf of JPS, but also on behalf of other small businesses and entities. Both my co-founder and I reviewed the FAC allegations relating to JPS prior to its filing.

- 7. After the filing of the FAC, once discovery commenced, I responded to multiple discovery requests served by Sutter, including Requests for Production, Interrogatories and Requests for Admission ("RFA"). With guidance from Class Counsel Azra Mehdi, I spent between 30-35 hours in connection with this discovery (i) communicating with Counsel to understand the types of information being requested; (ii) the period for which it was requested since the requests went as far back as 2008, (iii) collecting health insurance coverage and premium documentation in my possession both from storage, in current files as well as online, (iv) retrieving relevant documents from our brokers as well as the third-parties for the class period; (v) communicating with former and current insurance brokers to ensure we were providing accurate discovery responses to interrogatories and RFAs; and (vi) making myself available to respond to any JPS-related queries and ensuring that the collected documentation and information was available to Class Counsel for production to Sutter.
- 8. I worked with Ms. Mehdi to put together my declaration in support of Plaintiffs' Motion for Class Certification to demonstrate my understanding of my role and my commitment to the case, which I understood to be a threshold requirement for the case to move forward as a class action.
- 9. I also submitted to a full day of examination by deposition by Sutter attorneys on August 24, 2018. Prior to the deposition, I spent many days preparing both with Counsel and by myself since I had never been subject to a deposition and wanted to be sure that I was fulfilling my duties as a class representative. Both my brother and I took time out of our business duties to attend the oral argument in connection with the class certification motion hearing, which lasted almost all day.
- 10. Prior to the first trial, I spent a significant number of days preparing to testify at the trial, including participating in mock examinations and reviewing my documents and discovery responses. Although I did not testify at trial, I attended closing arguments and submitted a declaration in lieu of providing testimony. When I was unable to be in present in court during the 4-week trial, I communicated regularly with Class Counsel Ms. Mehdi to remain abreast of all

spreadsheet showing the amounts of health insurance premiums paid by JPS for its employees during the class period.

days working with Class Counsel preparing to testify at this trial and putting together a

significant developments related to the trial as well as to prepare my trial declaration.

12. Over the course of the litigation, I was in regular contact with Class Counsel Ms. Mehdi regarding all developments in the case via phone calls, text messages and emails, whether related to litigation or mediation. Ms. Mehdi also timely communicated with me regarding any dispute resolution and mediation measures, ensuring I remained available during the multiple mediation sessions and settlement negotiations.

In connection with the second trial, I spent over 40 hours over the span of multiple

13. Over the almost eight (8) years that JPS was part of this litigation I spent over 75 hours on advancing this litigation and assisting Class Counsel on behalf of the Class. My brother also spent significant hours in advancing this case, attending some of the hearings and generally being available to Class Counsel in connection with the litigation.

I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed on this 22 day of July 2025, in Windsor, California.

TINA FEENEY

1 2 3 4 5 6 7 8 9 UNITED STATES DISTRICT COURT 10 11 NORTHERN DISTRICT OF CALIFORNIA 12 13 DJENEBA SIDIBE et al Case No. 3:12-cv-4854-LB 14 Plaintiffs, DECLARATION OF RICHARD M. 15 PEARL IN SUPPORT OF CLASS COUNSEL'S MOTION FOR 16 VS. ATTORNEY'S FEES, COSTS AND SERVICE AWARD **SUTTER HEALTH** 17 Defendant. 18 November 6, 2025 Date: 19 Time: 9:30AM Judge: Hon. Laurel Beeler 20 21 22 23 24 25 26 27 28 PEARL DECLARATION ISO PLAINTIFFS'

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MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

### **DECLARATION OF RICHARD M. PEARL**

- I, Richard M. Pearl, declare as follows:
- I am a member in good standing of the California State Bar. I am in private practice as the principal of my own law firm, the Law Offices of Richard M. Pearl, in Berkeley, California. I specialize in issues relating to court-awarded attorney fees, including: the representation of parties in fee litigation and appeals; serving as an expert witness; and serving as a mediator and arbitrator in disputes concerning attorney fees and related issues. I have personal knowledge of the facts set forth herein, and if called as a witness, I could and would competently testify thereto. I make this declaration in support of Plaintiffs' Motion for Attorney's Fees in the instant action.
- Specifically, I have been asked by Plaintiffs' Counsel Constantine 2. Cannon LLP, The Mehdi Firm, Shinder Cantor Lerner LLP, Steyer Lowenthal Boodrookas, Alvarez & Smith LLP, Farmer Brownstein Jaeger Goldstein Klein & Siegel LLP, and The Manning Law Firm -- "Plaintiffs' Counsel" or just "Counsel" -to render my opinion as to the reasonableness of the hourly rates submitted in support of Counsel's lodestar cross-check in this case.
- To form my opinion as to the reasonableness of the hourly rates that 3. Plaintiffs' Counsel submit, I have reviewed and considered numerous documents that describe the history of this matter, counsel's qualifications and experience, their time records, the nature and quality of the work required by this case, the results achieved, and the requested attorney fees. I also have consulted with Plaintiffs' Counsel about this motion and the underlying facts of the case.

### **MY BACKGROUND AND EXPERIENCE**

- I am now in my 56th year of legal practice. I graduated in 1969 from 4. Berkeley School of Law (then Boalt Hall), University of California, Berkeley. A true and correct copy of my Resume is attached as Exhibit A.
- 5. Since 1982, my legal work has focused on general civil litigation and appellate practice. More recently, my focus has been almost exclusively on cases and PEARL DECLARATION ISO PLAINTIFFS'S MOTION FOR ATTORNEY'S FEES

Case No. 3:12-cv-4854-LB

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appeals involving court-awarded attorney fees. I have lectured and written extensively on both court-awarded and attorney-client fee disputes. I am the author of California Attorney Fee Awards (3d ed., Cal. Cont. Ed. Of Bar 2010) ("Cal. Fee Awards") and its cumulative annual Supplements and Updates between 2011 and April 2025. I also was the author of California Attorney Fee Awards (2d Ed., Cal. Cont. Ed. of Bar 1994), and its 1995 through 2008 annual Supplements. Several courts have referred to this treatise as "[t]he leading California attorney fee treatise." Calvo Fisher & Jacob LLP v. Lujan, 234 Cal. App. 4th 608, 621 (2015); see also, e.g., Int'l Billing Servs., Inc. v. Emigh, 84 Cal.App.4th 1175, 1193 (2000) ("the leading treatise"); Stratton v. Beck, 30 Cal.App.5th 901, 911 (2018) ("a leading treatise"); Orozco v. WPV San Jose, LLC, 36 Cal. App. 5th 375, 409 (2019) ("a leading treatise on California attorney's fees"). My treatise also has been cited by the California Supreme Court and the California Court of Appeal on numerous occasions. See, e.g., Graham v. DaimlerChrylser Corp., 34 Cal.4th 553, 576, 584 (2004); Lolley v. Campbell, 28 Cal.4th 367, 373 (2002); In re Conservatorship of Whitley, 50 Cal.4th 1206, 1214–15, 1217 (2010); Sonoma Land Trust v. Thompson, 63 Cal.App.5th 978, 986 (2021); Yost v. Forestiere, 51 Cal.App.5th 509, 530 n.8 (2020); Highland Springs Conference & Training Ctr. v. City of Banning, 42 Cal.App.5th 416, 428 n.11 (2019); Sweetwater Union High Sch. Dist. v. Julian Union Elementary Sch. Dist., 36 Cal.App.5th 970, 988 (2019); Hardie v. Nationstar Mortg. LLC, 32 Cal.App.5th 714, 720 (2019); Syers Props III, Inc. v. Rankin, 226 Cal.App.4th 691, 698, 700 (2014). California Superior Courts also cite my treatise with approval. See, e.g., Davis v. St. Jude Hosp., No. 30201200602596CUOECX, 2018 WL 7286170, at \*4 (Orange Cnty. Super. Ct. Aug. 31, 2018); *Hartshorne v.* Metlife, Inc., No. BC576608, 2017 WL 1836635, at \*10 (Los Angeles Super. Ct. May 02, 2017). Federal courts also have cited my treatise with approval. See, e.g., In re Hurtado, No. 09-16160-A-13, 2015 WL 6941127, at \*4 n.1 (E.D. Cal. Nov. 6, 2015); TruGreen Companies LLC v. Mower Brothers, Inc., 953 F. Supp. 2d 1223, 1236 I also authored the 1984 through 1993 annual nn.50, 51 (D. Utah 2013).

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES

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Supplements to the predecessor treatise, CEB's California Attorney's Fees Award In addition, I authored a federal manual on attorney fees entitled, "Attorneys' Fees: A Legal Services Practice Manual," published by the Legal Services Corporation. I also co-authored the chapter on "Attorney Fees" in Volume 2 of CEB's Wrongful Employment Termination Practice, 2d Ed. (1997).

- 6. More than 98% of my current practice is devoted to issues involving courtawarded attorney fees. I have appeared as an attorney of record in connection with over 200 attorney fee applications in state and federal courts, both trial and appellate. I have served as a consultant and expert witness in hundreds more. I also have been a member of the California State Bar's Attorneys' Fees Task Force and have testified before the State Bar Board of Governors and the California Legislature on attorney fee issues.
- 7. I have briefed and argued more than 40 appeals, at least 30 of which have involved attorney fees issues.
- I have won five cases in the California Supreme Court involving court-8. awarded attorney fees: (1) Maria P. v. Riles, 43 Cal.3d 1281 (1987), which upheld a C.C.P. section 1021.5 fee award based on a preliminary injunction obtained against the State Superintendent of Education, despite the fact that the case ultimately was dismissed under C.C.P. section 583; (2) Delaney v. Baker, 20 Cal.4th 23 (1999), which held that heightened remedies, including attorney fees, are available in suits against nursing homes under California's Elder Abuse Act; (3) Ketchum v. Moses, 24 Cal.4th 1122 (2001), which reaffirmed that contingent risk multipliers are an essential consideration under California attorney fee law; (4) Flannery v. Prentice, 26 Cal.4th 572 (2001), which held that under California law, in the absence of an agreement to the contrary, statutory attorney fees belong to the attorney whose services they are based upon; and (5) Graham v. DaimlerChrylser Corp., 34 Cal.4th 553 (2004), which held, inter alia, that the "catalyst" theory of fee recovery remained viable under California law and that lodestar multipliers could be applied to fee motion work. PEARL DECLARATION ISO PLAINTIFFS' 3

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Cal. 4th 602 (2014), which held that attorney fees incurred for appellate work were not "enforcement fees" subject to California's Enforcement of Judgments law. Along with Richard Rothschild of the Western Center on Law and Poverty, I also prepared and filed an *amicus curiae* brief in *Vasquez v. State of California*, 45 Ca1. 4th 243 (2009). An expanded list of some of the reported decisions in cases I have handled is set out

represented and argued on behalf of amicus curiae in Conservatorship of McQueen, 59

### **MY EXPERT WITNESS EXPERIENCE**

- 9. I am frequently called upon to opine as an expert witness on attorney fee issues, most often regarding the reasonableness of the attorneys' fees requested from a court or arbitrator. I estimate that I have prepared opinions and/or live testimony on attorney fee matters in over two hundred cases.
- 10. Numerous federal and state courts have relied expressly on my testimony on attorney fee issues. For example:
  - a. In *Wit v. United Behavioral Health*, 578 F.Supp.3d 1060, 1079 (N.D. Cal. Jan. 5, 2022), *vacated and remanded on the merits*, 2023 U.S. App. LEXIS 33343 (9th Cir. 2023), the Court's Fee Order stated that "the Court place[d] significant weight on Pearl's opinion that the rates charged by all of the timekeepers listed above are reasonable and 'in line with the standard hourly noncontingent rates charged by Bay Area law firms that regularly engage in civil litigation of comparable complexity.' . . . Pearl has extensive experience in the area of attorney billing rates in this district and has been widely relied upon by both federal and state courts in Northern California (including the undersigned) in determining reasonable billing rates."
  - b. In *Human Rights Defense Center v. County of Napa*, No. 20-cv-01296, 2021 WL 1176640, at \*11 (N.D. Cal. Mar. 28, 2021), the Court expressly stated that it had "place[d] significant weight on the opinion of Mr. Pearl

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in Exhibit A at pages 4–8.

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that the rates charged by all of the timekeepers listed above are reasonable and in line with the rates charged by law firms that engage in federal civil litigation in the San Francisco Bay Area. Mr. Pearl has extensive experience in the area of attorney billing rates in this district and has been widely relied upon by both federal and state courts in Northern California [] in determining reasonable billing rates."

- c. Subsequently, in *Andrews v. Equinox Holdings, Inc.*, No. 20-cv-00485 (N.D. Cal. Nov. 9, 2021), Dkt. 110 (Order on Motion for Attorney Fees and Costs) at 4, the court quoted the above language from the *Human Rights Defense Center* case and concluded the same: "This Court similarly finds Pearl's opinions well supported and persuasive."
- d. California state courts also have recognized my expertise. For example, in *Sonoma Land Trust*, 63 Cal.App.5th at 986, the Court of Appeal expressly held that my expert declaration provided evidentiary support for the trial court's fee determination.
- e. My declaration also was cited favorably by the Second District of the California Court of Appeal in *Wood v. Los Angeles County Waterworks Dist. No. 40 (Antelope Valley Groundwater Cases)*, 2021 Cal.App. Unpub. LEXIS 5506 (2nd Dist. Div. 2021).
- 11. In addition to the *Wit*, *HRDC*, and *Andrews* awards, the following reported federal decisions also have referenced my testimony favorably:
  - Prison Legal News v. Ryan, No. 19-17449 (9th Cir. Mar. 21, 2023), Order filed March 21, 2023, at 4;
  - Antoninetti v. Chipotle Mexican Grill, Inc., No. 08-55867 (9th Cir. 2012), Order filed Dec. 26, 2012, at 6;
  - Prison Legal News v. Schwarzenegger, 608 F.3d 446, 455 (9th Cir. 2010) (the expert declaration referred to is mine);

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- Roe v. SFBSC Mgmt., LLC, 2022 U.S. Dist. LEXIS 215122 (N. D. Cal. Nov. 29, 2022);
- Independent Living Center of S. Cal. v. Kent, 2020 U.S. Dist. LEXIS 13019, at \*11-12 (C.D. Cal. Jan. 24, 2020);
- Ridgeway v. Wal-Mart Stores, Inc., 269 F. Supp. 3d 975 (N.D. Cal. 2017), aff'd, 269 F.3d 1066 (9th Cir. 2020);
- Beaver v. Tarsadia Hotels, 2017 U.S. Dist. LEXIS 160214, at \*40 (S.D. Cal. Sep. 28, 2017);
- Notter v. City of Pleasant Hill, 2017 WL 5972698, at \*3 (N.D. Cal. Nov. 30, 2017);
- Villalpondo v. Exel Direct, Inc., 2016 U.S. Dist. LEXIS 182521, at \*3(N.D. Cal. Dec. 12, 2016);
- State Compensation Insurance Fund v. Khan et al., No. 12-cv-01072 (C.D. Cal. July 6, 2016), Dkt. 408 (Order Granting in Part and Denying in Part the Zaks Defendants' Motion for Attorneys' Fees);
- In re Cathode Ray Tube Antitrust Litig., 2016 U.S. Dist. LEXIS 24951 (N.D. Cal. Jan. 28, 2016) (Report And Recommendation Of Special Master Re Motions (1) To Approve Indirect Purchaser Plaintiffs' Settlements With the Phillips, Panasonic, Hitachi, Toshiba, Samsung SDI, Technicolor, And Technologies Displays Americas Defendants, and (2) For Award Of Attorneys' Fees, Reimbursement Of Litigation Expenses, And Incentive Awards To Plaintiffs' Representative), adopted in relevant part, 2016 U.S. Dist. LEXIS 88665;
- Gutierrez v. Wells Fargo Bank, 2015 U.S. Dist. LEXIS 67298, at \*14 (N.D. Cal. May 21, 2015);
- Holman v. Experian Information Solutions, Inc., 2014 U.S. Dist. LEXIS 173698, at \*13 (N.D. Cal. Dec. 12, 2014);

In the Amount of \$168,886.76); PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

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- Willoughby v. DT Credit Corp., No. 05-cv-05907 (C.D. Cal. July 17, 2006), Dkt. 65 (Order Awarding Attorneys' Fees After Remand);
- Oberfelder v. City of Petaluma, 2002 U.S. Dist. LEXIS 8635 (N.D. Cal. 2002), aff'd, 2003 U.S. App. LEXIS 11371 (9th Cir. 2003).
- In addition to the Sonoma Land Trust and Antelope Valley Groundwater 12. cases, the following California appellate and reported trial court cases also have referenced my testimony favorably:
  - Gajanan v. City & County of San Francisco, No. A168328, 2025 WL 1076796, at \*3, \*17 (Cal. Ct. App. Apr. 10, 2025);
  - Kerkeles v. City of San Jose, 243 Cal. App. 4th 88, 96 (2015);
  - Laffitte v. Robert Half Int'l Inc., 231 Cal.App.4th 860 (2014), aff'd, 1 Cal.5th 480 (2016);
  - Habitat and Watershed Caretakers v. City of Santa Cruz, 2015 Cal. App. Unpub. LEXIS 7156 (2015);
  - *In re Tobacco Cases I*, 216 Cal.App.4th 570 (2013);
  - Heritage Pacific Financial, LLC v. Monroy, 215 Cal. App. 4th 972 (2013);
  - Wilkinson v. South City Ford, 2010 Cal. App. Unpub. LEXIS 8680 (2010);
  - Children's Hospital & Medical Center v. Bonta, 97 Cal.App.4th 740 (2002);
  - Church of Scientology v. Wollersheim, 42 Cal. App. 4th 628 (1996).
  - Kaku v. City of Santa Clara, No. 17CV319862, 2019 WL 331053, at \*3 (Santa Clara Cnty. Super. Ct. Jan. 22, 2019), aff'd, 59 Cal. App. 5th 385, 431 (2020);
  - Davis v. St. Jude Hosp., No. 30201200602596CUOECX, 2018 WL 7286170, at \*4 (Orange Cnty. Super. Ct. Aug. 31, 2018);
  - Hartshorne v. Metlife, Inc., No. BC576608, 2017 WL 1836635, at \*10 (Los Angeles Super. Ct. May 2, 2017).

## PLAINTIFFS' COUNSEL'S HOURLY RATES ARE REASONABLE

13. Plaintiffs' attorney's fee request and my opinion on the hourly rates requested are based on the lodestar-adjustment method provided for under federal law. Under that law, the hourly rates Plaintiffs' Counsel request are reasonable if they are "in line with" the non-contingent market rates charged by San Francisco Bay Area attorneys of reasonably comparable experience, skill, and expertise for reasonably comparable services. *See Blum v. Stenson*, 465 U.S. 886, 895 n. 11 (1984); *Davis v. City and Cnty. of San Francisco*, 976 F.2d 1536, 1545-46 (9th Cir. 1992).

The backgrounds, specific hourly rates, and time spent for each biller 14. are set out in Counsel's declarations. See Declaration of Jean Kim in Support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards ("Kim Decl."); Declaration of Allan Steyer in Support of Plaintiffs' Motion for Attorneys' Fees and Reimbursement of Costs/Expenses ("Steyer Decl."); Declaration of David C. Brownstein in Support of Plaintiffs' Motion for Attorney's Fees and Reimbursement of Costs and Expenses ("Brownstein Decl."); Declaration of Matthew L. Cantor in Support of Plaintiffs' Motion for Attorneys' Fees and Reimbursement of Costs/Expenses ("Cantor Decl."); Declaration of Azra Z. Mehdi in Support of Class Counsel's Motion for Attorneys' Fees, Costs and Service Awards ("Mehdi Decl."); Declaration of Jill Manning in Support of Class Counsel's Motion for Attorneys' Fees, Reimbursement of Expenses and Service Awards ("Manning Decl."); Declaration of Eric Grover ("Grover Decl."); Declaration of Daryl Scott ("Scott Decl.").; Declaration of Jason Kim ("JHK Decl.") As indicated in those declarations, for purposes of Counsel's lodestar cross-check, Plaintiffs' total adjusted lodestar based upon historical rates is \$81,368,771.

15. In my opinion, the hourly rates submitted by Plaintiffs' Counsel as part of their lodestar cross-check are well in line with the hourly rates charged and awarded in the Bay Area for comparably complex, vigorously contested, and highly successful

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litigation. The following chart summarizes the rates Plaintiffs' Counsel submit to support their lodestar cross check:

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Firm	Role	Year	Range of Hourly Rates
		2013	\$425-\$1,150
		2014	\$425-\$865
		2015	\$445-\$805
		2016	\$465-\$855
		2017	\$655-\$875
	D. A	2018	\$685-\$905
	Partners	2019	\$725-\$1,300
		2020	\$760 - \$1,300
		2021	\$830 - \$1,350
		2022	\$650 - \$1,,400
		2023	\$725 - \$1,450
CONSTANTINE		2024	\$675 - \$1,500
CANNON LLP		2025	\$1,350 - \$1,550
		2013	\$325
		2014	\$325
		2015	\$305
		2016	\$285-\$315
	Associates/Staff	2017	\$295-\$340
	Attorneys	2018	\$305-\$375
		2019	\$325-\$405
		2020	\$335-440
		2021	\$350-\$550
		2022	\$420-\$565
		2023	\$450-\$625

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

2	Firm	Role	Year	Range of Hourly Rates
3			2024	\$480-\$500
4			2025	\$500-\$550
5			2014	\$235
6			2015	\$225-\$230
7			2016	\$175-\$350
8			2017	\$175-\$375
9			2018	\$250-\$295
10		Other Professionals	2019	\$295-\$410
11			2020	\$300-\$450
12			2021	\$310-465
13			2022	\$345-\$515
14			2023	\$370-\$400
			2024	\$400-590
15			2025	\$425-\$625
16			2013	\$780-\$840
17			2014	\$790-\$860
18			2015	\$810-\$880
19			2016	\$750-\$895
20	STEYER		2017	\$800-\$980
21	LOWENTHAL	Partners	2018	\$820-\$980
22	BOODROOKAS	Partners	2019	\$880-\$995
23	ALVAREZ & SMITH LLP		2020	\$910-\$1,060
24	SWIIIII LLF		2021	\$960-\$1,100
25			2022	\$1,000-\$1,180
26			2023	\$1,350
27			2024	\$1,350
28			2025	\$1,350

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

2	Firm	Role	Year	Range of Hourly Rates
3			2016	\$240-\$300
4			2017	\$300-\$340
5			2018	\$360
6		Associates	2019	\$390
7			2020	\$440
8			2021	\$480
9			2022	\$540
10			2023	\$720
11			2016	\$195
12			2017	\$195-\$260
13			2018	\$195-\$260
			2019	\$220-\$260
14		Other Professionals	2020	\$295
15			2021	\$240-\$295
16			2022	\$295
17			2024	\$295
18			2025	\$295
19			2013	\$800
20			2014	\$800
21			2015	\$850
22	FARMER	Partners	2016	\$850
23	BROWNSTEIN JAEGER		2017	\$900
24	GOLDSTEIN KLEIN		2018	\$900
25	& SIEGEL LLP		2019	\$950
26			2020	\$950
27			2021	\$1,000
28			2022	\$1,050

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

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$\begin{bmatrix} 1 \\ 2 \end{bmatrix}$	Firm	Role	Year	Range of Hourly Rates
3			2023	\$1,150
4			2024	\$1,200
5			2025	\$1,250
6			2017	\$300
7			2018	\$150-\$210
8			2019	\$150-\$210
9		Other Professionals	2020	\$150
10			2021	\$150-\$300
11			2022	\$250
12			2023	\$250
13			2024	\$250
14			2025	\$250
15			2012	\$725
16			2013	\$725
17			2014	\$775
18			2015	\$775
19			2016	\$775
20			2017	\$775
		Partners	2018	\$825
21	THE MEHDI FIRM		2019	\$825
22			2020	\$825
23			2021	\$825
24			2022	\$825
25			2023	\$900
26			2024	\$975
27			2025	\$1,075
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PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

		2012	\$285
		2013	\$285
	Other Professionals	2014	\$315
		2018	\$350
	Partners	2024	\$675-\$1,400
	ratulets	2025	\$675-\$1,400
SHINDER CANTOR LERNER LLP	Associates	2024	\$475-\$575
	Associates	2025	\$475-\$575
	Other Professionals	2024	\$425
		2025	\$425
DE A DOOM		2022	\$1,000
PEARSON WARSHAW LLP	Partner	2023	\$1,000
WARSHAW LLP		2024	\$1,000
THE MANNING LAW FIRM	Earndon	2024	\$1,200
	Founder	2025	\$1,200

In addition, Daryl Scott's, Eric Grover's, and Jason H. Kim's law firms were retained solely for document review work at the beginning of discovery. Their rates were capped at \$350 per hour and totaled approximately \$5 million.

16. Through my writing and practice, I have become familiar with the non-contingent market rates charged by attorneys in the San Francisco Bay Area and elsewhere. I have developed this familiarity by: (a) handling attorney fee litigation; (b) discussing fees with other attorneys; (c) obtaining declarations regarding prevailing market rates in cases in which I represent attorneys seeking fees; and (d) reviewing attorney fees applications and awards in other cases, as well as articles on attorney fees in the legal newspapers and treatises. I also have testified before trial courts and arbitrators on numerous occasions and have submitted expert testimony by declaration on hundreds of occasions. Each of these efforts required me to be

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MOTION FOR ATTORNEY'S FEES

Case No. 3:12-cv-4854-LB

aware of the hourly rates being charged in the relevant community, especially in the San Francisco Bay Area where I have practiced since 1974.

- 17. Based on that experience and expertise, and having reviewed Counsel's qualifications, backgrounds, experience, work product, invoices, and the results Counsel have achieved, in my expert opinion, Plaintiffs' Counsel's hourly rates are well in line with the hourly rates charged by and awarded to comparably qualified San Francisco Bay Area attorneys for comparable work and results. Given my extensive background and experience with Bay Area rates, my opinion that Counsel's rates are reasonable is based on four factors:
  - (1) The exceptional qualifications, experience, and reputations of Plaintiffs' law firms, all of which are top-of-the-line law firms;
  - (2) The expertise and skill Counsel employed to develop and win this high stakes, complex, hard-fought antitrust case and recover \$228.5 million for the Plaintiff class;
  - (3) The hourly rates found reasonable in other cases for comparably qualified Bay Area attorneys providing similar services; and
  - (4) The rates stated and charged by numerous other San Francisco Bay Area law firms, as confirmed, inter alia, by the legal media and by well-respected surveys of local hourly rates.

# Factor One: Counsel's Top of the Line Qualifications.

In addition to my own experience and expertise, my opinion is based on the fact that each of Plaintiffs' six principal law firms - Constantine Cannon LLP, Shinder Cantor Lerner LLP, Steyer Lowenthal Boodrookas, Alvarez & Smith LLP, Farmer Brownstein Jaeger Goldstein Klein & Siegel LLP, The Mehdi Firm, and The Manning Law Firm -- are highly-respected law firms with well-recognized top-of-theline qualifications, expertise, and reputations for complex antitrust litigation. Hiring such top-rate law firms was perfectly appropriate because the stakes involved here were enormous: Sutter Health's practices allegedly caused the Plaintiffs to pay millions of PEARL DECLARATION ISO PLAINTIFFS' 15

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dollars more for health care than the market reasonably would have required. Given these stakes, it was both reasonable and appropriate for Plaintiffs to retain such top-ofthe-line firms who also were willing to litigate this case on a contingent fee basis.

# Factor Two: The Skill and Expertise Shown in Litigating this Case and the **Excellent Result Achieved.**

18. My opinion also is based on my perception of Counsel's performance in this complex, hotly-contested litigation and the excellent results they achieved. Antitrust cases are inherently among the most complex and difficult types of litigation. This case was no different: to prevail in this action, Plaintiffs' Counsel were opposed by savvy and well-resourced opposing counsel who vigorously defended Sutter Health's position, requiring Counsel to try the case over a 19-day period, appeal the adverse decision to the Ninth Circuit and obtain a reversal, then to prepare for a second trial only to settle after a second trial was imminent.

## Factor Three: The Rates Found Reasonable by the Courts

Counsel's rates here are in line with rates found reasonable by this and other Bay Area courts for comparable attorneys handling complex cases. Those findings are entitled to significant weight. See United Steelworkers of America v. Phelps Dodge Corp., 896 F.2d 403, 407 (9th Cir., 1990). The judicial rate determinations I rely on include the following:

# **2024 Rates**

In Sutter' Place, Inc. dba Bay 101 v. S.J. Bayshore Development, Inc., Santa Clara Superior Ct. No. 22CV397119, Order After Hearing on Plaintiff/Cross-Defendants' Motion for Attorney Fees, filed Dec. 23, 2024, a business contract dispute in which the fee award was based on a contractual fee clause, the following hourly rates were determined to be reasonable:

Firm	Role	Law School	Rate
		Grad. Year	
Coblentz,	Overall lead		\$1225 (2022);
Patch Duffy	attorney and	1979	\$1310 (2023); and
& Bass LLP	lead for trial		\$1450 (2024)

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES

Case No. 3:12-cv-4854-LB

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Firm	Role	Law School	Rate
		Grad. Year	
	Partner and		\$990 (2022);
	second chair	1994	\$1090 (2023); and
	second chair		\$1200 (2024)
		2011	\$775 (2023);
		2011	\$870 (2024)
	Partner		\$680 (2022);
		2013	\$775 (2023); and
			\$870 (2024)
	Associate and		\$565 (2022);
	Partner	2015	\$650 (2023); and
	1 artifer		\$770 (2024)
			\$535 (2022);
	Associate	2017	\$600 (2023); and
			\$680 (2024)
		2018	\$550 (2023); and
	Senior	2016	\$640 (2024)
	associate		\$465 (2022);
	associate	2018	\$525 (2023); and
			\$630 (2024)
	Associate	2020	\$600 (2024)
			\$340 (2022);
		N/A	\$400 (2023); and
			\$450 (2024)
	Senior		\$320 (2022);
	Paralegal	N/A	\$400 (2023); and
			\$450 (2024)
		N/A	\$285 (2023); and
		1 <b>V</b> / <b>/\)</b>	\$400 (2024)
	Trial	NT/A	\$270 (2023); and
	technician	N/A	\$300 (2024)

# **2023 Rates**

• In *United States of America v. Academy Mortgage Corp.*, N.D. Cal. No. 16-cv-02120-EMC, Order Granting in Part Relator Gwen Thrower's Motion re Accrual of Interest and for Supplemental Attorneys' Fees (Doc. No 519), filed September 13, 2024, a qui tam action, the court found the following 2023 hourly rates reasonable for counsel's fee motion work:

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Attorney

Paralegal

Firm

Rosen Bien Galvan

& Grunfeld LLP

Role

Law School

Grad. Year

1962

2008

2005

2018

2008

N/A

N/A

N/A

Rate

\$1,475

\$875 \$925

\$525

\$825

\$435

\$405 \$435

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In Prison Legal News v. Ryan, United States Court of Appeal for the Ninth Circuit, Order filed March 21, 2023, the Appellate Commissioner found the following hourly rates reasonable for the Plaintiff-Appellee's appellate work:

10	following hourly rate	s reasonable for the	e Plaintiff-Appelle	e's appella
11	Firm	Title	Law School	Rate
12			Grad. Year	
	Rosen Bien Galvan	D 4	1962	\$1,350
13	& Grunfeld LLP	Partner	2006	\$850
14		Associate	2016	\$575
		Paralegal	N/A	\$400
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# **2022 Rates**

In Richmond Compassionate Care Collective v. Richmond Patient's Group et al., Contra Costa Superior Ct. No. MSC16-01426, Order Granting Plaintiff RCCC's Motion for Attorneys' Fees etc., filed November 1, 2022, an antitrust case, as part of its lodestar cross-check, the court found that the following hourly rates billed by the prevailing Plaintiff's attorneys were reasonable:

Firm	Title	Years of Experience	Rate
Alioto Law Firm	Joseph M. Alioto	53	\$1,500
Foreman & Brasso	Ronald D. Foreman	48	\$1,050

## **2021 Rates**

• In *Yo LLC v. Krucker*, Santa Clara Superior Ct. No. 17CV306261, Fee Order filed February 9, 2022, a contractual fee case involving a disputed lease, the court found the following hourly rates billed by the prevailing Defendant's attorneys reasonable:

Firm	Title	Law School Grad. Year	Rate
Cooley LLP	Partner	1994	\$1,275
	Special Counsel	1994	\$1,090
	Associate	2000	\$1.010
	(2020 rate)	2009	\$1,010

• In Kang v. Wells Fargo Bank NA, 2021 U.S. Dist. LEXIS 235254, at \*53 (N.D. Cal. Dec. 8, 2021), a consumer class action, the court found that plaintiffs' appellate attorneys' rates of \$640-\$1,150 and trial counsel's rates of \$325-\$950 were "in line with other fee awards in this district for similarly experienced attorneys".

• In *Andrews v. Equinox Holdings, Inc.*, No. 20-cv-00485 (N.D. Cal. Nov. 9, 2021), Dkt. 110 (Order on Motion for Attorney Fees and Costs), an individual age discrimination case that settled by acceptance of the defendant's Fed. R. Civ. P. Rule 68 offer, the court found the following 2021 rates reasonable (before applying a 1.3 lodestar multiplier):

Firm	Title	Law School	Rate
		Grad. Year	
Rosen Bien Galvan	Partner	1962	\$1,250
& Grunfeld LLP	Partitel	1997	\$875
	Senior Counsel	2010	\$600
	Associate	2018	\$350
	Summer Associates	N/A	\$300
	Paralegals	N/A	\$240- \$275

## **2020 Rates**

• In *Planned Parenthood Fed'n of Am., Inc. v. Ctr. for Med. Progress*, No. 16-CV-00236-WHO, 2020 WL 7626410, at \*3 & n.4 (N.D. Cal. Dec. 22, 2020), a RICO action challenging the Defendants' invasive tactics, the court found that Plaintiffs' counsel's 2020 hourly rates were "reasonable given the scope and complexity of this case, as well as in light of rates approved in this District for partners, associates, and paralegals for similarly experienced counsel and staff at similar firms."

Firm	Title	<b>Bar Admission</b>	Rate
		Date	
Arnold & Porter		1974	\$1,280
Kaye Scholer LLP		1993	\$1,150
	Partner	1990	\$1,085
		2005	\$1,015
		2002	\$925
	Senior	2005	\$910
	Associate	2012	\$910
	Associate	2015	\$815
		2018	\$675
	Staff Attorney	2008	\$545
	Daralagal	N/A	\$405
	Paralegal	N/A	\$390
Planned	General	1982	\$1,115
Parenthood	Counsel	1702	φ1,113
	Sr. Staff Attorney	2012	\$910

• In Schneider v. Chipotle Mexican Grill, 336 F.R.D. 588, 601 (N.D. Cal. 2020), a consumer class action, the court found that counsel for the putative class's 2020 hourly rates listed below were "on the high end, although in line with prevailing rates in this district for personnel of comparable experience, skill, and reputation."

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Firm	Title	Bar Admission	Rate
		Date	
Kobre &		1993	\$1,275
Kim LLP	Partner	1987	\$1,275
		1997	\$995
	Associate	2011	\$695
	Analyst	N/A	\$495
	Legal Assistant	N/A	\$195
		N/A	\$195

# **2019 Rates**

• In *In re National Collegiate Athletic Assn. Athletic Grant-In-Aid Antitrust Litigation*, an antitrust class action, the court found the following 2019 "hourly rates are reasonable." *See* Order Granting in Part and Denying in Part Plaintiffs' Motion for Attorneys' Fees, Expenses, Service Awards, and Taxed Costs, Doc. 1259, at 4, No. 14-md-02541 (N.D. Cal. Dec. 6, 2019):

Firm	Title	Bar Admission	Rate
Winston &	Partner	1978	\$1,515
Strawn LLP	Partner	1985	\$1,245
	Partner	2002	\$1,105
	Partner	1996	\$1,025
	Associate	2012	\$825
	Associate	2016	\$660
	Associate	2017	\$615

# **2017 Rates**

• In an earlier decision in the *In re National Collegiate Athletic Assn. Athletic Grant-In-Aid Antitrust Litigation*, the court also found the following 2017 hourly rates were "in line with market rates in this District." *See id.* at Doc. 745 (N.D. Cal. Dec. 6, 2017):

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Firm	Title	Bar	Rate
		Admission	
	Partner	1982	\$950
	Associate	1999	\$630
Hagens Berman	Associate	2014	\$475
Sobol Shapiro LLP	Contract Attorney	2013	\$350
	Contract Attorney	2006	\$300
	Partner	1983	\$1,035
Pearson, Simon & Warshaw LLP	Partner	1981	\$1,035
	Of Counsel	2001	\$900
	Associate	2006	\$635
	Associate	2008	\$520

## **2016 Rates**

• In *Animation Workers Antitrust Litigation*, a class action alleging defendants violated the antitrust laws by engaging in a fraudulent conspiracy to fix wages, the court found the following 2016 hourly rates were "fair, reasonable, and market-based, particularly for the 'relevant community' in which counsel work." *See* Order Granting Plaintiff's Motion for Attorneys' Fees, Expenses, and Service Awards, Doc. 347, at 10, No. 14-CV-4062 (N.D. Cal. Nov. 11, 2016):

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Rate

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Firm

Title

		Admission	
Susman	Partner	1969	\$1,200
Godfrey LLP	Partner	1998	\$700
	Partner	2005	\$550
	Associate	2013	\$325
	Associate	2008	\$475
	Associate	2011	\$375
	Associate	2010	\$425
	Staff Attorney	2006	\$275
	Staff Attorney	2007	\$275
	Staff Attorney	2014	\$275
	Paralegals	NA	\$230-270
Hagens	Partner	1980	\$950
Berman	Partner	1994	\$735
Sobol	Partner	2001	\$605
Shapiro LLP	Partner	1993	\$605
	Of Counsel	2002	\$575
	Associate	2010	\$425
	Associate	2015	\$420
	Associate	2008	\$400
	Contract	2007	\$250
	Attorney		\$250
	Paralegal	NA	\$265
	Paralegal	NA	\$265
	Paralegal	NA	\$190
	Paralegal	NA	\$158

In my opinion, the foregoing court awards clearly establish that the hourly 20. rates submitted here for the entire length of this litigation in support of Plaintiffs' Counsel's lodestar cross-check are readily in line with the range of Bay Area rates

21. Plaintiffs' Counsel's hourly rates and rate increases over the years also are consistent with reported rates and rate increases in the legal services marketplace generally. For example, Wells Fargo's Legal Specialty Group reports that its 2023 year-end survey of 130 law firms' rates showed an 8.3% increase for 2023 and 9% for

charged and awarded over this period.

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the first half of 2024. As the following reports show, numerous sources confirm these increases and the resulting \$2,100-plus rates:

- David Thomas & Mike Scarcella, *More lawyers join the \$3,000-an-hour club, as other firms close in*, Reuters (Feb. 27, 2025), <a href="https://www.reuters.com/legal/legalindustry/3000-an-hour-lawyer-isnt-unicorn-anymore-2025-02-27/">https://www.reuters.com/legal/legalindustry/3000-an-hour-lawyer-isnt-unicorn-anymore-2025-02-27/</a> (top partners at Quinn Emanuel Urquhart & Sullivan and Susman Godfrey charging \$3,000 an hour, with several other firms charging hourly rates above \$2,500)
- ➤ Matt Hamilton & David Zahniser, *DWP secures law firm, at up to \$1,975 an hour, to defend against Palisades fire lawsuits*, LA Times (Feb. 14, 2025), <a href="https://www.latimes.com/california/story/2025-02-14/law-firm-1975-an-hour-defend-against-palisades-fire-lawsuits">https://www.latimes.com/california/story/2025-02-14/law-firm-1975-an-hour-defend-against-palisades-fire-lawsuits</a> (Los Angeles Department of Water and Power approved \$10-million contract with Munger, Tolles & Olson to defend against lawsuits from residents of homes destroyed in Palisades fire, with partners charging \$1,975 an hour);
- ➤ Debra Cassens Weiss, Some top partners in BigLaw will bill nearly \$3,000 per hour next year, data says, ABA Journal (Sept. 26, 2024), <a href="https://www.abajournal.com/news/article/some-top-partners-in-biglaw-will-bill-nearly-3000-an-hour-next-year-report-saysd">https://www.abajournal.com/news/article/some-top-partners-in-biglaw-will-bill-nearly-3000-an-hour-next-year-report-saysd</a> (listing BigLaw 2024 rates for partners that range up to \$2,720 per hour at California's Wilson Sonsini Goodrich & Rosati);
- ➤ Dan Roe, *Top Big Law Partners Are Earning More Than \$2,400 Now, As Rates Continue to Climb*, Law.com (Jan. 10, 2024), <a href="https://www.law.com/americanlawyer/2024/01/10/top-restructuring-partners-are-earning-more-than-2400-per-hour-as-rates-continue-to-climb/">https://www.law.com/americanlawyer/2024/01/10/top-restructuring-partners-are-earning-more-than-2400-per-hour-as-rates-continue-to-climb/</a>
  ?slreturn=20250329-35134 (listing numerous Big Law firm rates, some approaching \$2,600 per hour). Similarly, Wells Fargo's Legal Specialty Group reports that its 2023 year-end survey of 130 law firms' rates

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showed an 8.3% increase for 2023; its most recent survey showed average rate increases of 9.1% over the first six-months of 2024. *See* Debra Cassens Weiss, *'Very strong performance' reported for law firms in 2024, with revenue increasing 12.5%*, ABA Journal (Jan. 29, 2025) <a href="https://www.abajournal.com/news/article/very-strong-performance-reported-for-law-firms-in-2024-with-revenue-increasing-12.5">https://www.abajournal.com/news/article/very-strong-performance-reported-for-law-firms-in-2024-with-revenue-increasing-12.5</a>. [new article

- ➤ Roy Strom, Bloomberg Law, *Rising Rates Are Law Firms' Salve as Layoffs and Pay Cuts Surge* (Jan. 19, 2023), <a href="https://news.bloomberglaw.com/business-and-practice/rising-rates-are-law-firms-salve-as-layoffs-and-pay-cuts-surge">https://news.bloomberglaw.com/business-and-practice/rising-rates-are-law-firms-salve-as-layoffs-and-pay-cuts-surge</a> (showing 9%–10% increases in 2023 hourly rates);
- ➤ Debra Weiss, *This BigLaw firm charges nearly \$2,500 per hour for top billers' bankruptcy work*, ABA Journal (Dec. 19, 2023), <a href="https://www.abajournal.com/news/article/this-biglaw-firm-charges-nearly-2500-an-hour-for-top-billers-bankruptcy-work">https://www.abajournal.com/news/article/this-biglaw-firm-charges-nearly-2500-an-hour-for-top-billers-bankruptcy-work</a> (referring to Kirkland & Ellis's rates);
- ➤ Vaidehi Mehta, Billing Rates Surge Past \$2k in the World of High-Stakes Litigation, FindLaw (Sept. 27, 2023), <a href="https://www.findlaw.com/legalblogs/practice-of-law/billing-rates-surge-past-2k-in-the-world-of-high-stakes-litigation/">https://www.findlaw.com/legalblogs/practice-of-law/billing-rates-surge-past-2k-in-the-world-of-high-stakes-litigation/</a> (noting that billing rates among attorneys in high-stakes litigation have "surge[d] past" \$2,000 per hour); Andrew Maloney, Aggressive Billing Rate Increases Appear Likely, but Can Clients Stomach It?, The American Lawyer (Jan. 24, 2022) (rates rose "nearly 4%" in 2021).

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# Factor Four: The Rates Stated by Bay Area Law Firms

22. My opinion that Counsel's rates are in line with the local legal marketplace for comparable services also is based on the standard non-contingent hourly rates for complex litigation charged by many Bay Area law firms or law firms with offices or practices in the Bay Area. I pride myself on keeping up to date on hourly rates being charged and awarded in California, and that expertise has been recognized by this Court. See, e.g., *Human Rights Defense Center v. County of Napa*, No. 20-cv-01296, 2021 WL 1176640, at \*11 (N.D. Cal. Mar. 28, 2021) (stating that it had "place[d] significant weight on the opinion of Mr. Pearl that the rates charged by all of the timekeepers listed above are reasonable and in line with the rates charged by law firms that engage in federal civil litigation in the San Francisco Bay Area. Mr. Pearl has extensive experience in the area of attorney billing rates in this district and has been widely relied upon by both federal and state courts in Northern California [] in determining reasonable billing rates". The following examples illustrate this point:

Firm – Year	Level	Rates
<b>Boies Schiller &amp; Flexner LLP –</b>	Partners	Up to \$2,110
2023	Paralegals	\$350
	Staff	\$430-\$500
	Litig. Support	\$350-\$380
Kirkland & Ellis LLP – 2024	Partners	\$1,195 - \$2,465
	Associates	\$745 - \$1,495
Kirkland & Ellis LLP – 2021	Partners	\$1,085-\$1,895
	Of Counsel	\$625-1,895
	Associates	\$625-\$1,195
	Paraprofessional	\$255-475
	Paraprofessional	\$255-475
Morrison & Foerster LLP –	Attorney (2002 graduate)	\$1,200
2021	Attorney (2011 graduate)	\$1,075
	Attorney (2014 graduate)	\$925
	Attorney (2018 graduate)	\$745
	Paralegal	\$295

PEARL DECLARATION ISO PLAINTIFFS' MOTION FOR ATTORNEY'S FEES Case No. 3:12-cv-4854-LB

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Morrison & Foerster LLP –	Attorney (2002 graduate)	\$1,125
2020	Attorney (2011 graduate)	\$975
	Attorney (2014 graduate)	\$810
	Attorney (2018 graduate)	\$640
	Paralegal	\$275
Wilson Sonsini Goodrich &	Attorney (1992 graduate)	\$1,430
Rosati P.C. – 2023	Attorney (2013 graduate)	\$1,010
	Attorney (2010 graduate)	\$1,010
	Attorney (2017 graduate)	\$875
	Support Staff	\$250-\$500
Wilson Sonsini Goodrich &	Members	\$975-\$2,220
Rosati P.C. – 2022	Associates	\$550-\$1,175
	Of Counsel	\$640-\$1,875
	Staff	\$225-\$935
	Library Personnel	\$200-\$300

Historical hourly rates reported by other top firms are in accord:

- In 2022, Munger, Tolles & Olson, billed a 19-year attorney at \$1,210 per hour and a 9-year attorney at \$850. *See Campbell v. Barnes, Orange County Superior Court* No. 30-2020-01141117-CU-WM-CXC, Order Granting Petitioners' Motion for an Award of Attorneys' Fees, filed January 20, 2022.
- In 2021, Morrison Foerster LLP billed \$1,200 for a 2002 law school grad, \$1,075 for a 2011 law school grad, and \$745 for a 2018 law school grad.
- In 2021, Cooley LLP billed \$1,415 for a partner with 27 years of experience. And in 2020, Cooley billed \$1,275 for a partner with 26 years' experience and \$1,120 for an associate with 12 years of experience.
- In 2020, Paul Hastings LLP billed a 25-year attorney at \$1,425 per hour and a 7-year associate at \$885 per hour.

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- 23. The filings of PG&E's law firm in the PG&E Bankruptcy case, N.D. Bankr. Case No. 19-30088, also support my opinion. The attached **Exhibit B** shows that in July 2020, PG&E's attorneys billed two attorneys with 31 years' experience at \$1,640 per hour, an attorney with 21 years' experience at \$1,535, and an attorney with 15 years' experience at \$1,220 per hour. By comparison, and factoring in four years of rate increases, described further in paragraph 30 below, the hourly rates Plaintiffs has paid certainly are in line with those rates.<sup>1</sup>
- I also am aware that in 2020, Gibson Dunn & Crutcher LLP was billing its senior partners at \$1,395 to \$1,525 per hour, senior associates at \$960 per hour, and paralegals at \$480 per hour. In June 2021, it was reported that Gibson Dunn had offered to represent the California Redistricting Commission at rates ranging from \$775 to \$1,625 per hour. See Tiffany Steckler, Gibson Dunn Layers Hired by California Redistricting Commission (June 30, 2021), https://news.bloomberglaw.com/businessand-practice/gibson-dunn; see also Herring Networks, Inc. v. Maddow, 2021 U.S. Dist. LEXIS 23163, at \*15-16 (S.D. Cal. Feb. 5, 2021) (anti-SLAPP action in which Gibson Dunn stated that its 2020 Los Angeles area rates were \$1,525 and \$1,395 for attorneys with "over 30 years of legal experience" and \$960 for an attorney with "over ten years of legal experience"). Adjusted for the passage of time during an inflationary period, these Gibson Dunn rates are significantly higher than the rates Plaintiffs has paid here.
- Lastly, the 2018 Peer Monitor Public Rates survey attached as Exhibit C 25. shows that even as far back as 2018, the rates Plaintiffs' Counsel request here were well in line with the range of hourly rates billed by comparable Northern California law firms at that time.

Bankruptcy rates are relevant here because under Bankruptcy Court rules, attorneys claiming fees must attest that the rates being charged are their regular hourly rates charged to non-bankruptcy clients. See supra Ex. C (Summary Sheet) Doc. #6331 ¶ 17 (attesting that pursuant to applicable Guidelines, rates charged for PG&E case are same rates charged for comparable bankruptcy and nonbankruptcy services).

26. In sum, it is my opinion that in the legal services marketplace, for the reasons stated above, the hourly rates submitted to support Counsel's lodestar crosscheck are reasonable.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 29th day of July 2025, in Berkeley, California.

Richard M. Pearl, Esq.

PEARL DECLARATION ISO PLAINTIFFS'
MOTION FOR ATTORNEY'S FEES

# **EXHIBIT A**

### RESUME OF RICHARD M. PEARL

## RICHARD M. PEARL LAW OFFICES OF RICHARD M. PEARL

1816 Fifth Street Berkeley, CA 94710 (510) 649-0810 (510) 548-3143 (facsimile) rpearl@interx.net (e-mail)

#### **EDUCATION**

University of California, Berkeley, B.A., Economics (June 1966) Berkeley School of Law (formerly Boalt Hall), Berkeley, J.D. (June 1969)

#### **BAR MEMBERSHIP**

Member, State Bar of California (admitted February 1970)
Member, State Bar of Georgia (admitted June 1970) (inactive)
Admitted to practice before all California State Courts; the United States Supreme Court; the United States Court of Appeals for the District of Columbia and Ninth Circuits; the United States District Courts for the Northern, Central, Eastern, and Southern Districts of California, for the District of Arizona, and for the Northern District of Georgia; and the Georgia Civil and Superior Courts and Court of Appeals.

#### **EMPLOYMENT**

LAW OFFICES OF RICHARD M. PEARL (April 1987 to Present): Civil litigation practice (AV rating), with emphasis on court-awarded attorney fees, class actions, and appellate practice. Selected Northern California "Super Lawyer" in Appellate Law for 2005, 2006, 2007, 2008, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, and 2025.

QUALIFIED APPELLATE MEDIATOR, APPELLATE MEDIATION PROGRAM, California Court of Appeal, First Appellate District (October 2000 to 2013) (program terminated).

ADJUNCT PROFESSOR, HASTINGS COLLEGE OF THE LAW (January 1988 to 2014): Taught *Public Interest Law Practice*, a 2-unit course that focused on the history, strategies, and issues involved in the practice of public interest law.

PEARL, McNEILL & GILLESPIE, Partner (May 1982 to March 1987): General civil litigation practice, as described above.

CALIFORNIA RURAL LEGAL ASSISTANCE, INC. (July 1971 to September 1983) (part-time May 1982 to September 1983):

Director of Litigation (July 1977 to July 1982)

Responsibilities: Oversaw and supervised litigation of more than 50 attorneys in CRLA's 15 field offices; administered and supervised staff of 4-6 Regional Counsel; promulgated litigation policies and procedures for program; participated in complex civil litigation.

Regional Counsel (July 1982 to September 1983 part-time)
Responsibilities: Served as co-counsel to CRLA field attorneys on complex projects; provided technical assistance and training to CRLA field offices; oversaw CRLA attorney's fee cases; served as counsel on major litigation.

Directing Attorney, Cooperative Legal Services Center (February 1974 to July 1977) (Staff Attorney February 1974 to October 1975)
Responsibilities: Served as co-counsel on major litigation with legal services attorneys in small legal services offices throughout California; supervised and administered staff of four senior legal services attorneys and support staff.

Directing Attorney, CRLA McFarland Office (July 1971 to February 1974) (Staff Attorney July 1971 to February 1972)

Responsibilities: Provided legal representation to low income persons and groups in Kern, King, and Tulare Counties; supervised all litigation and administered staff of ten.

HASTINGS COLLEGE OF THE LAW, Instructor, Legal Writing and Research Program (August 1974 to June 1978)

Responsibilities: Instructed 20 to 25 first year students in legal writing and research.

CALIFORNIA AGRICULTURAL LABOR RELATIONS BOARD, Staff Attorney, General Counsel's Office (November 1975 to January 1976, while on leave from CRLA) Responsibilities: Prosecuted unfair labor practice charges before Administrative Law Judges and the A.L.R.B. and represented the A.L.R.B. in state court proceedings.

ATLANTA LEGAL AID SOCIETY, Staff Attorney (October 1969 to June 1971) Responsibilities: Represented low-income persons and groups as part of 36-lawyer legal services program located in Atlanta, Georgia.

### **PUBLICATIONS**

Pearl, *California Attorney Fee Awards, Third Edition* (Cal. Cont. Ed. Bar 2010) and February 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, and March 2024 Supplements

Pearl, *California Attorney Fee Awards, Second Edition* (Cal. Cont. Ed. Bar 1994), and 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, and 2008 Supplements

Best Practices for Litigating a Civil Code Section 1717 Motion for Attorney Fees, with the Hon. Elizabeth R. Feffer (Ret.), California Litigation (The Journal of the Litigation Section of the California Lawyers Association, Vol. 35, No. 1, 2022)

Graham v. DaimlerChrysler Corp. and Tipton-Whittingham v. City of Los Angeles, Civil Litigation Reporter (Cal. Cont. Ed. Bar Feb. 2005)

Current Issues in Attorneys' Fee Litigation, California Labor and Employment Law Quarterly (September 2002 and November 2002)

Flannery v. Prentice: Shifting Attitudes Toward Fee Agreements and Fee-Shifting Statutes, Civil Litigation Reporter (Cal. Cont. Ed. Bar Nov. 2001)

A Practical Introduction to Attorney's Fees, Environmental Law News (Summer 1995)

Wrongful Employment Termination Practice, Second Edition (Cal. Cont. Ed. Bar 1997) (co-authored chapter on "Attorney Fees")

California Attorney's Fees Award Practice (Cal. Cont. Ed. Bar 1982) (edited), and 1984 through 1993 Supplements

Program materials on attorney fees for numerous trainings, including for California Continuing Education of the Bar, the California Employment Lawyers Association, the California Lawyers Association, the California Department of Fair Housing and Employment, the Environmental Law, Labor Law, and Appellate Sections of the California State Bar, the California Academy of Appellate Lawyers, and many others.

Settlors Beware/The Dangers of Negotiating Statutory Fee Cases (September 1985) Los Angeles Lawyer

Program Materials on Remedies Training (Class Actions), sponsored by Legal Services Section, California State Bar, San Francisco (May 1983)

Attorneys' Fees: A Legal Services Practice Manual (Legal Services Corporation 1981)

#### **PUBLIC SERVICE**

Member, Attorneys' Fee Task Force, California State Bar

Member, Board of Directors, California Rural Legal Assistance Foundation

Former Member, Border of Directors, Meals on Wheels of San Francisco (former)

#### **RECOGNITION**

"AV" Rating -- Martindale Hubbell

Northern California "Super Lawyer" in Appellate Law: 2005 – 2008; 2010 -2025.

#### REPRESENTATIVE CASES

ACLU of N. Cal. v. DEA (N.D. Cal. 2012) 2012 U.S.Dist.LEXIS 190389

Alcoser v. Thomas (2011) 2011 Cal.App.Unpub.LEXIS 1180

Arias v. Raimondo (2018) 2018 U.S.App.LEXIS 7484

Boren v. California Department of Employment (1976) 59 Cal.App.3d 250

Cabrera v. Martin (9th Cir. 1992) 973 F.2d 735

Camacho v. Bridgeport Financial, Inc. (9th Cir. 2008) 523 F.3d 973

Campos v. E.D.D. (1982) 132 Cal.App.3d 961

Center for Biological Diversity v. County of San Bernardino (2010) 185 Cal.App.4th 866

Children & Families Commission of Fresno v. Brown (2014) 228 Cal.App.4<sup>th</sup> 45

Committee to Defend Reproductive Rights v. A Free Pregnancy Center (1991) 229 Cal.App.3d 633

David C. v. Leavitt (D. Utah 1995) 900 F.Supp. 1547

Delaney v. Baker (1999) 10 Cal.4th 23

Dixon v. City of Oakland (2014) 2014 U.S.Dist.LEXIS 169688

Employment Development Dept. v. Superior Court (Boren) (1981) 30 Cal.3d 256

Environmental Protection Info. Ctr. v Department of Forestry & Fire Protection (2010) 190 Cal.App.4th 217

Environmental Protection Information Center, Inc. v. Pacific Lumber Co. (N.D. Cal. 2002) 229 F. Supp.2d 993, aff'd (9th Cir. 2004) 103 Fed. Appx. 627

Flannery v Prentice (2001) 26 Cal. 4th 572

*Graham v. DaimlerChrysler Corp.* (2004) 34 Cal. 4<sup>th</sup> 553

Guerrero v. Cal. Dept. of Corrections etc. (2016) 2016 U.S.Dist.LEXIS 78796, aff'd in relevant part, (9th Cir. 2017) 701 Fed.Appx. 613

Heron Bay Home Owners Assn. v. City of San Leandro (2018) 19 Cal.App.5<sup>th</sup> 376

Horsford v. Board of Trustees of Univ. of Calif. (2005) 132 Cal.App.4th 359

Ketchum v. Moses (2001) 24 Cal.4th 1122

Kievlan v. Dahlberg Electronics (1978) 78 Cal.App.3d 951, cert. denied (1979) 440 U.S. 951

Lealao v. Beneficial California, Inc. (2000) 82 Cal.App.4th 19

- Lewis v. California Unemployment Insurance Appeals Board (1976) 56 Cal.App.3d 729
- Local 3-98 etc. v. Donovan (N.D. Cal. 1984) 580 F.Supp. 714, aff'd (9th Cir. 1986) 792 F.2d 762
- Mangold v. California Public Utilities Commission (9th Cir. 1995) 67 F.3d 1470
- Maria P. v. Riles (1987) 43 Cal.3d 1281
- Martinez v. Dunlop (N.D. Cal. 1976) 411 F.Supp. 5, aff'd (9th Cir. 1977) 573 F.2d 555
- McQueen, Conservatorship of (2014) 59 Cal.4<sup>th</sup> 602 (argued for amici curiae)
- McSomebodies v. Burlingame Elementary School Dist. (9th Cir. 1990) 897 F.2d 974
- McSomebodies v. San Mateo City School Dist. (9th Cir. 1990) 897 F.2d 975
- Molina v. Lexmark International (2013) 2013 Cal.App. Unpub. LEXIS 6684
- Moore v. Bank of America (9th Cir. 2007) 2007 U.S. App. LEXIS 19597
- Moore v. Bank of America (S.D. Cal. 2008) 2008 U.S. Dist. LEXIS 904
- Mora v. Chem-Tronics, Inc. (S.D. Cal. 1999) 1999 U.S. Dist. LEXIS 10752, 5 Wage & Hour Cas. 2d (BNA) 1122
- Nadaf-Rahrov v. Nieman Marcus Group (2014) 2014 Cal.App. Unpub. LEXIS 6975

Orr v. Brame

(9th Cir. 2018) 727 Fed.Appx. 265, 2018 U.S.App.LEXIS 6094

Orr v. Brame

(9th Cir. 2019) 793 Fed. Appx. 485

Pena v. Superior Court of Kern County (1975) 50 Cal. App. 3d 694

Ponce v. Tulare County Housing Authority (E.D. Cal 1975) 389 F.Supp. 635

Ramirez v. Runyon

(N.D. Cal. 1999) 1999 U.S. Dist. LEXIS 20544

*Ridgeway v. Wal-Mart Stores, Inc.*, 269 F. Supp. 3d 975 (N.D. Cal. 2017), *aff'd on merits (fees not appealed)* 269 F.3d 1066 (9<sup>th</sup> Cir. 2020)

Robles v. Employment Dev. Dept. (2019) 38 Cal.App.5<sup>th</sup> 191

Rubio v. Superior Court (1979) 24 Cal.3d 93 (amicus)

Ruelas v. Harper

(2015) 2015 Cal.App. Unpub.LEXIS 7922

Sokolow v. County of San Mateo (1989) 213 Cal. App. 3d. 231

S.P. Growers v. Rodriguez (1976) 17 Cal.3d 719 (amicus)

Swan v. Tesconi

(2015) 2015 Cal.App. Unpub. LEXIS 3891

Tongol v. Usery

(9th Cir. 1979) 601 F.2d 1091, on remand (N.D. Cal. 1983) 575 F.Supp. 409, revs'd (9th Cir. 1985) 762 F.2d 727

*Tripp v. Swoap* (1976) 17 Cal.3d 671 (amicus)

United States (Davis) v. City and County of San Francisco
(N.D. Cal. 1990) 748 F.Supp. 1416, aff'd in part
and revs'd in part sub nom Davis v. City and County
of San Francisco (9<sup>th</sup> Cir. 1992) 976 F.2d 1536,
modified on rehearing (9<sup>th</sup> Cir. 1993) 984 F.2d 345

United States v. City of San Diego (S.D.Cal. 1998) 18 F.Supp.2d 1090

Vasquez v. State of California (2008) 45 Cal.4th 243 (amicus)

Velez v. Wynne (9<sup>th</sup> Cir. 2007) 2007 U.S. App. LEXIS 2194

# **EXHIBIT B**

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In re:

Jonathan C. Sanders (No. #228785) 1 SIMPSON THACHER & BARTLETT LLP 2475 Hanover Street Palo Alto, CA 94304 Telephone: (650) 251-5000 3 Facsimile: (650) 252-5002 4 Nicholas Goldin 5 Kathrine A. McLendon Jamie J. Fell 6 SIMPSON THACHER & BARTLETT LLP 7 425 Lexington Avenue New York, NY 10017 8 Telephone: (212) 455-2000 Facsimile: (212) 455-2502 9 Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for

Certain Current and Former Independent Directors

## UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA SAN FRANCISCO DIVISION

Bankruptcy Case No. 19-30088 (DM)

Chapter 11 PG&E CORPORATION, (Lead Case) - and – (Jointly Administered) PACIFIC GAS AND ELECTRIC SUMMARY SHEET TO FOURTH COMPANY, INTERIM AND FINAL APPLICATION OF SIMPSON THACHER & BARTLETT LLP Debtors. FOR ALLOWANCE AND PAYMENT OF **COMPENSATION AND** ☐ Affects PG&E Corporation REIMBURSEMENT OF EXPENSES FOR THE FOURTH INTERIM PERIOD ☐ Affects Pacific Gas and Electric Company OF JANUARY 1, 2020 THROUGH JULY 1, **☒** Affects both Debtors 2020 AND THE FINAL PERIOD FROM JANUARY 29, 2019 THROUGH JULY 1, \* All papers shall be filed in the Lead Case No. 2020 19-30088 (DM). **Hearing Date to be Set** Place: United States Bankruptcy Court

Case: 19-30088 Doc# 8901 Filed: 08/28/20 Entered: 08/28/20 18:14:47 Page 1 of

Courtroom 17, 16th Floor

Simpson Thacher & Bartlett LLP 425 Lexington Ave New York, NY 10017 

San Francisco, CA 94102

**Objection Deadline:** September 17, 2020 at

4:00 p.m. (Pacific Time)

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Simpson Thacher & Bartlett LLP

Case: 19-30088 Doc# 8901 Filed: 08/28/20 Entered: 08/28/20 18:14:47 Page 3 of

Summary of Fees and Expenses Sought in the Final App	plication
Time Period Covered by Application	January 29, 2019 – July 1, 2020
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$12,071,175.50
Amount of Compensation Sought Pursuant to Section 327(e)	\$5,066,244.50
Amount of Compensation Sought Pursuant to Section 363	\$7,004,931.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 327(e)	\$45,680.93
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 363	\$117,225.79
Total Fees and Expenses in Final Application Paid But	Not Yet Allowed
Total Compensation Paid But Not Yet Allowed ( <i>i.e.</i> , compensation paid for Fourth Interim Compensation Period)	\$1,845,634.80
Total Expenses Paid But Not Yet Allowed (i.e., costs paid for Fourth Interim Compensation Period)	\$21,490.38
Total Fees and Expenses Allowed Under First, Second of	and Third Interim Applications
Total Compensation Allowed on Interim Basis (i.e., compensation allowed under First-Third Interim Applications)	\$7,214,783.00 <sup>1</sup>
Total Expenses Allowed on Interim Basis (i.e., costs allowed under First-Third Interim Applications)	\$120,214.452
Summary of Rates and Related Information	
Number of Timekeepers in Final Application	67 (47 attorneys and 20 paraprofessionals)
Hours Billed by Timekeepers for Total Compensation Period	10,568.40
Blended Rate for Attorneys	\$1,188.47
Blended Rate for all Professionals	\$1,166.80
This is a(n) Interim X Final Application	
<sup>1</sup> This amount reflects the reduction of \$260,000 pursuant to the compa	romises between Simpson Thacher and the Fed
<sup>1</sup> This amount reflects the reduction of \$260,000 pursuant to the compression of the First Interim Application and the Second and '	

Examiner regarding the First Interim Application and the Second and Third Interim Applications.

<sup>&</sup>lt;sup>2</sup> Simpson Thacher was paid an additional \$22,000 in expenses that were ultimately not "allowed" because Simpson Thacher agreed, pursuant to its compromise with the Fee Examiner, to reduce the expenses requested under the First, Second and Third Interim Applications by \$22,000 (\$2,000 under the First Interim Application and \$20,000 under the Second and Third Interim Applications). This \$22,000 reduction has been accounted for by subtracting it from the total outstanding amount requested to be paid pursuant to this Fourth Interim and Final Application.

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New York, NY 10017

425 Lexington Ave

Simpson Thacher & Bartlett LLP

#### SUMMARY OF FOURTH INTERIM AND FINAL APPLICATION

Date Filed	Period	Total Compe Expenses Incur Cove	red for Period	Total Amount Requested for Co Perio	ompensation	Total Amount Paid to Date		Amounts Unpaid and Outstanding <sup>3</sup>
	Covered	Fees	Expenses	80% of Undisputed Fees	Expenses (@ 100%)	Fees	Expenses	
First Interim (7/23/19)	01/29/19 – 04/30/19	\$1,931,632.00	\$16,579.35	\$1,545,305.60	\$16,579.35	\$1,851,632.00	\$14,579.35	N/A
Second Interim (11/15/19)	05/1/19 – 08/31/19	\$2,837,908.50	\$51,945.60	\$2,243,331.60	\$51,945.60	\$2,243,331.60	\$51,945.60	\$494,576.90
Third Interim (3/16/20)	09/1/19 – 12/31/19	\$2,705,242.50	\$73,689.50	\$1,770,766.00	\$73,689.50	\$1,770,766.00	\$73,689.50	\$834,476.50
Fourth Interim	01/1/20 - 07/1/20	\$4,856,392.50	\$42,692.27	\$3,885,114.00	\$42,692.27	\$1,845,634.80	\$21,490.38	\$3,031,959.59
Total		\$12,331,175.50	\$184,906.72	\$9,444,517.20	\$184,906.72	\$7,711,364.40	\$161,704.83	\$4,361,012.99

<sup>&</sup>lt;sup>3</sup> The amounts unpaid and outstanding include: (1) \$494,576.90 outstanding under the Second Interim Application, which (x) includes \$33,744 in fees objected to by PERA (defined below) and \$560,832.90 as the Holdback Amount, (y) reflects Simpson Thacher's compromise with the Fee Examiner to reduce fees by \$90,000 and expenses by \$10,000, and (z) was approved in full by this Court on an interim basis; (2) \$834,476.50 outstanding under the Third Interim Application, which (x) includes \$491,785 objected to by PERA and \$442,691.50 as the Holdback Amount, (y) reflects Simpson Thacher's compromise with the Fee Examiner to reduce fees by \$90,000 and expenses by \$10,000, and (z) was approved in full by this Court on an interim basis; (3) \$3,031,959.59 outstanding under the Fourth Interim Application, which includes \$971,278.50 as the Holdback Amount, \$2,039,479.20 in currently unpaid fees under the Thirteenth-Sixteenth Monthly Fee Statements and \$21,201.89 in currently unpaid expenses under the Thirteenth-Sixteenth Monthly Fee Statements.

The Public Employees Retirement Association of New Mexico ("PERA") objected to fees (collectively, the "Objection Amount") in Simpson Thacher's Fourth through Seventh Monthly Fee Statements, which are contained within the Second and Third Interim Applications. PERA did not continue to object beyond the Seventh Monthly Fee Statement and did not pursue its prior objections in connection with Simpson Thacher's request for approval of the Second and Third Interim Applications. Pursuant to the Docket Text Order dated August 3, 2020, Simpson Thacher's Second and Third Interim Applications, as amended by Simpson Thacher's compromise with the Fee Examiner, were allowed on an interim basis, which such allowance will be formally ordered in the Order Granting Second Interim Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period May 1, 2019 Through August 31, 2019 [Dkt. \_\_] (the "Second Interim Approval Order") and the Order Granting Third Interim Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period September 1, 2019 Through December 31, 2019 [Dkt. \_] (the "**Third Interim Approval Order**") to be entered by this Court.

Simpson Thacher expects that it will be paid (1) the remaining allowed amounts under the Second and Third Interim Applications pursuant to the Second and Third Interim Approval Orders (totaling \$1,329.053.40) and (2) the remaining 80% of the fees and 100% of the expenses requested under the Fourth Interim Application (totaling \$2,060,681.09 not inclusive of the \$971,278.50 Holdback Amount) prior to the hearing on this Fourth Interim and Final Application.

#### SUMMARY OF COMPENSATION FOR **JANUARY 29, 2019 THROUGH JULY 1, 2020**

The attorneys and professionals who rendered professional services in these Chapter 11

Cases during the Total Compensation Period are:

NAME OF PARTNERS AND COUNSEL	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Blake, Stephen	Litigation	2008	\$1,325	141.70	\$187,752.50
Brentani, William B.	Corporate	1990	\$1,535	5.10	\$7,828.50
Coll-Very, Alexis	Litigation	1997	\$1,480	0.30	\$444.00
Curnin, Paul C.	Litigation	1988	\$1,640	723.90	\$1,187,196.00
Frahn, Harrison J.	Litigation	1997	\$1,535	0.50	\$767.50
Frankel, Andrew T.	Litigation	1990	\$1,535	26.80	\$41,138.00
Goldin, Nicholas	Litigation	2000	\$1,480	853.90	\$1,263,772.00
Goldin, Nicholas	Litigation	2000	\$740	17.70	\$13,098.00
Grogan, Gregory T.	ECEB	2001	\$1,535	151.20	\$232,092.00
Kelley, Karen H.	Corporate	2003	\$1,425	12.70	\$18,097.50
Kreissman, James G.	Litigation	1989	\$1,640	3.50	\$5,740.00
Lesser, Lori E.	Litigation	1994	\$1,535	0.30	\$460.50
Ponce, Mario A.	Corporate	1989	\$1,640	1,284.20	\$2,106,088.00
Purcell, Andrew B.	Tax	2009	\$1,325	2.40	\$3,180.00
Purushotham, Ravi	Corporate	2010	\$1,325	489.60	\$648,720.00
Qusba, Sandy	Corporate	1994	\$1,535	839.00	\$1,287,865.00
Steinhardt, Brian M.	Corporate	1999	\$1,640	4.50	\$7,380.00
Torkin, Michael H.	Corporate	1999	\$1,535	233.90	\$359,036.50
Webb, Daniel N.	Corporate	2002	\$1,480	0.80	\$1,184.00
Alcabes, Elisa	Litigation	1989	\$1,220	313.40	\$382,348.00
DeLott, Steven R.	Corporate	1988	\$1,220	18.40	\$22,448.00
Koslowe, Jamin R.	ECEB	1996	\$1,220	2.50	\$3,050.00
McLendon, Kathrine	Corporate	1985	\$1,220	301.10	\$367,342.00
Nadborny, Jennifer L.	Corporate	2005	\$1,220	0.70	\$854.00
Brunner, Janice G.	Corporate	2001	\$1,190	4.00	\$4,760.00
Kofsky, Andrew M.	ECEB	2000	\$1,190	11.90	\$14,161.00
Rapp, James I.	Corporate	1999	\$1,190	0.20	\$238.00
Ricciardi, Sara A.	Litigation	2003	\$1,190	639.70	\$761,243.00
Wiseman, Stephen M.	Corporate	1986	\$1,190	33.60	\$39,984.00
Total Partners and Counsel:				6,117.50	\$8,968,268.00

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NAME OF PROFESSIONAL ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Calderon, Justin	Litigation	2018	\$700	157.20	\$110,040.00
Campbell, Eamonn W.	Litigation	2016	\$915	217.40	\$198,921.00
Duran, Raul G.	Litigation	2018	\$590	78.30	\$46,197.00
Duran, Raul G.	Litigation	2018	\$295	0.50	\$147.50
Egenes, Erica M.	Corporate	2018	\$840	324.60	\$272,664.00
Fell, Jamie	Corporate	2015	\$995	306.90	\$305,365.50
Hay, Jasmine N.	Tax	2016	\$915	3.80	\$3,477.00
Hinckson, Shanice D.	Litigation	2019	\$590	13.40	\$7,906.00
Isaacman, Jennifer	Litigation	2019	\$590	561.30	\$331,167.00
Kinsel, Kourtney J.	Litigation	2018	\$590	519.80	\$306,682.00
Levine, Jeff P.	Corporate	2016	\$915	180.70	\$165,340.50
Lundqvist, Jacob	Litigation	2019	\$590	195.50	\$115,345.00
Mahboubi, Aria	Corporate	2018	\$700	4.30	\$3,010.00
Phillips, Jacob M.	ECEB	2017	\$840	149.60	\$125,664.00
Phillips, Jacob M. <sup>4</sup>	ECEB	2017	\$700	16.00	11,200.00
Sparks Bradley, Rachel	Litigation	2013	\$1,095	497.50	\$544,762.50
Sussman, Rebecca A.	Litigation	2017	\$840	578.60	\$486,024.00
Sussman, Rebecca A.	Litigation	2017	\$420	3.00	\$1,260.00
Vallejo, Melissa A.	Litigation	2019	\$590	297.80	\$175,702.00
Yeagley, Alexander	Corporate	2018	\$700	58.50	\$40,950.00
<b>Total Associates:</b>				4,164.70	\$3,251,825.00

NAME OF PROFESSIONAL STAFF ATTORNEYS	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Penfold, John	Litigation		\$375	19.10	\$7,162.50
Rossi, Adrian D.	Litigation		\$375	38.40	\$14,400.00
Total Staff Attorneys:				57.50	\$21,562.50

NAME OF PARAPROFESSIONAL	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
DeVellis, Mary	Resource		\$265	1.00	\$265.00
	Center				
Franklin, Janie Marie	Paralegal –		\$455	44.10	\$20,065.50
	Litigation				
Fuller, Devin	Resource		\$265	0.70	\$185.50
	Center				

<sup>&</sup>lt;sup>4</sup> \*Jacob M. Phillips was mistakenly billed at the hourly rate of \$700 for the month of February rather than his typical hourly rate of \$840.

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Gampper, Krista	Paralegal	\$265	0.50	\$132.50
Gedrich, Evan	Resource	\$265	1.50	\$397.50
	Center			
Henderson, Douglas	Paralegal -	\$375	2.50	\$937.50
	Litigation			
Jacovatos, Nicholas	Resource	\$265	1.00	\$265.00
	Center			
Kortright, Magallie	Paralegal –	\$400	23.60	\$9,440.00
	Litigation			
Laspisa, Rosemarie	Paralegal –	\$400	56.50	\$22,600.00
	Litigation			
Magsino, Luke	Resource	\$265	1.00	\$265.00
	Center			
Mierski, Nathan	Resource	\$265	2.60	\$689.00
	Center			
O'Connor, Elizabeth	Paralegal -	\$265	10.60	\$2,809.00
	Litigation			
Scott, Eric Dean	Resource	\$265	4.30	\$1,139.50
	Center			
Terricone, Cyrena	Paralegal -	\$400	7.50	\$3,000.00
	Litigation			
Welman, Timothy	Resource	\$265	12.30	\$3,259.50
	Center			
Azoulai, Moshe	Knowledge	\$455	7.40	\$3,367.00
	Management			
Carney, Michael	Knowledge	\$420	0.90	\$378.00
	Management			
Kovoor, Thomas G.	Knowledge	\$420	44.30	\$18,606.00
	Management			
Rovner, Grace	Paralegal -	\$265	5.90	\$1,563.50
	Corporate			
Tripodi, Lou	Library	\$310	0.50	\$155.00
Total			228.70	\$89,520.00
<b>Paraprofessionals:</b>			440.7U	φοσ,340.00

<u>PROFESSIONALS</u>	BLENDED HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,466.00	6,117.50	\$8,968,268.00
Associates	\$780.81	4,164.70	\$3,251,825.00
Staff Attorneys	\$375.00	57.50	\$21,562.50
Paraprofessionals	\$391.43	228.70	\$89,520.00
Blended Attorney Rate	\$1,188.47		
<b>Total Fees Incurred</b>		10,568.40	\$12,331,175.50

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## New York, NY 10017 425 Lexington Ave

#### SUMMARY OF COMPENSATION BY WORK TASK CODE FOR THE PERIOD JANUARY 29, 2019 THROUGH JULY 1, 2020

Task Code	<u>Description</u>	Hours	Amount
AA	Asset Analysis and Recovery		
AD	Asset Disposition		
ВО	Business Operations		
BU	Budgeting (Case)		
CA	Case Administration	13.20	\$13,046.00
CC	Creditor Communications		
CG	Corporate Governance and Board Matters	5,482.70	\$6,802,970.00
СН	Court Hearings	99.50	\$118,468.00
CM	Claims Administration and Objections	88.70	\$79,286.00
EC	Executory Leases and Contracts		
EE	Employee Benefits/Pensions	16.00	\$24,560.00
ES	Equityholder Communications		
FA	Fee/Employment Applications	611.10	\$665,866.00
FI	Financings/Cash Collateral		
FO	Fee/Employment Application Objections	25.30	\$27,134.50
FR	Fact Analysis and Related Advice	1.90	\$1,800.00
IC	Intercompany Issues		
IP	Intellectual Property Issues		
LI	Litigation: Contested Matters and Adversary Proceedings	72.40	\$75,725.50
LS	Relief From Stay Proceedings		
PL	Plan/Disclosure Statement	1,518.80	\$2,219,067.50
RE	Reporting	0.20	\$238.00
TV <sup>5</sup>	Non-Working Travel Time	41.20	\$44,235.50
TX	Tax Issues		
VA	Valuation		
L110	Fact Investigation/Development	1,565.30	\$1,235,737.50
L120	Analysis/Strategy	102.90	\$106,368.50

<sup>&</sup>lt;sup>5</sup> Time billed to this task code is billed in accordance with the Fee Guidelines and the Second Amended Fee Procedures Order as of October 24, 2019.

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Task Code	<u>Description</u>	<b>Hours</b>	<u>Amount</u>
L130	Experts/Consultants		
L143	Discovery - Identification and Preservation		
L160	Settlement/Non-Binding ADR		
L200	Pre-Trial Pleadings and Motions	890.60	\$898,472.50
L241	Motion to Dismiss: Preemption		
L242	Motion to Dismiss: Lack of Subject Matter Jurisdiction		
L243	Motion for Summary Judgment: Kongros		
L244	Motion for Summary Judgment: Causation		
L245	Motion for Summary Judgment: Employment		
L246	Motion for Summary Judgment: Recreational Use Immunity		
L310	Written Discovery		
L330	Depositions		
L350	Discovery Motions		
L400	Trial Preparation and Trial		
L500	Appeal		
L600	eDiscovery - Identification		
L610	eDiscovery - Preservation		
L620	eDiscovery - Collection	3.50	\$1,332.50
L630	eDiscovery - Processing	21.60	\$9,027.00
L650	eDiscovery - Review	0.20	\$91.00
L653	eDiscovery - First Pass Document Review	13.00	\$7,670.00
L654	eDiscovery - Second Pass Document Review		
L655	eDiscovery - Privilege Review		
L656	eDiscovery - Redaction		
L670	eDiscovery - Production	0.30	\$79.50
L671	eDiscovery - Conversion of ESI to Production		
L680	eDiscovery - Presentation		
L800	Experts/Consultants		
L900	Settlement Process		
TOTAL		10,568.40	\$12,331,175.50

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In re:

Simpson Thacher & Bartlett LLP

1 Jonathan C. Sanders (No. #228785) SIMPSON THACHER & BARTLETT LLP 2 2475 Hanover Street Palo Alto, CA 94304 Telephone: (650) 251-5000 Facsimile: (650) 252-5002 Nicholas Goldin Kathrine A. McLendon Jamie J. Fell SIMPSON THACHER & BARTLETT LLP 425 Lexington Avenue New York, NY 10017 Telephone: (212) 455-2000 Facsimile: (212) 455-2502

Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors

#### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA SAN FRANCISCO DIVISION

PG&E CORPORATION,

- and —

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

□ Affects PG&E Corporation
□ Affects Pacific Gas and Electric Company
☑ Affects both Debtors

\* All papers shall be filed in the Lead Case No. 19-30088 (DM).

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

FOURTH INTERIM AND FINAL APPLICATION OF SIMPSON THACHER & BARTLETT LLP FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE FOURTH INTERIM PERIOD OF JANUARY 1, 2020 THROUGH JULY 1, 2020 AND THE FINAL PERIOD FROM JANUARY 29, 2019 THROUGH JULY 1, 2020

**Hearing Date: To Be Set** 

**Place**: United States Bankruptcy Court Courtroom 17, 16th Floor

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San Francisco, CA 94102

**Objection Deadline:** September 17, 2020 at 4:00 p.m. (Pacific Time)

Simpson Thacher & Bartlett LLP ("Simpson Thacher"), as counsel for (i) the Board of Directors (the "Board") of each of PG&E Corporation and Pacific Gas and Electric Company (the "**Debtors**"), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an "Independent **Director**" and collectively, the "**Independent Directors**"), pursuant to sections 330(a), 331 and 363 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), hereby submits this combined fourth interim application and final application (this "Fourth Interim and Final Application") for (I) the allowance and payment of compensation for professional services performed in the amount of \$4,856,392.50 and for reimbursement of actual and necessary expenses incurred in the amount of \$42,692.27 for the period commencing January 1, 2020 through and including July 1, 2020 (the "Fourth Interim Compensation Period") and (II) the allowance and payment on a final basis of compensation for professional services performed in the amount of \$12,071,175.50 and for reimbursement of actual and necessary expenses incurred in the amount of \$162,906.72 for the period commencing January 29, 2019 through and including July 1, 2020 (the "Total Compensation Period"), and in support thereof, respectfully states as follows:

#### **Preliminary Statement**

1. Since January 29, 2019, and throughout the Total Compensation Period, Simpson Thacher has served as counsel for and has provided important and necessary legal advice to the Board and Independent Directors. Specifically, during the Total Compensation Period, Simpson Thacher has, among other things, provided representation and legal advice in connection with (i) these chapter 11 cases (the "Chapter 11 Cases") and material aspects of the

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bankruptcy process, including the negotiation of various settlements underlying the Debtors' proposed plan of reorganization (the "Plan") and financing commitments for implementation of the Plan; (ii) regulatory, judicial and other proceedings concerning the conduct of the Debtors, the Board or the Independent Directors; (iii) derivative shareholder and securities litigation and related issues; (iv) the exercise of the Board's fiduciary duties, including with respect to maximizing the value of the Debtors' estates for all stakeholders; (v) director liability insurance and indemnification matters; (vi) the review of disclosures to be made with the Securities and Exchange Commission (the "SEC"); (vii) director and officer compensation matters; and (viii) general corporate governance matters.

2. Simpson Thacher's advice to the Board and the Independent Directors and representation of them in connection with the aforementioned matters during the Total Compensation Period were of substantial benefit to the Board and the Independent Directors, and the professional services performed and expenses incurred in connection therewith were actual and necessary. Importantly, the Board is entitled to engage and retain advisors and experts it determines are necessary and appropriate to properly discharge its fiduciary duties to the Debtors, and the Independent Directors were entitled to maintain the representation of independent counsel in order to continue providing advice on the number of ongoing related matters that were not stayed during the pendency of these Chapter 11 Cases. Moreover, Simpson Thacher has worked closely with the Debtors' legal and financial advisors to ensure there has been no duplication of efforts with respect to legal matters affecting the Debtors. In light of the size and complexity of these Chapter 11 Cases, Simpson Thacher's fees for services rendered and incurred expenses are reasonable under the applicable standards as set forth in more detail herein. Simpson Thacher therefore respectfully requests that the Court grant this Fourth Interim Application and allow interim compensation for professional services performed and reimbursement for expenses as requested herein for the Fourth Interim Compensation Period and grant this Final Application and finally allow compensation for professional services performed and reimbursement for expenses as requested herein for the Total Compensation Period.

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3. This Fourth Interim and Final Application has been prepared in accordance with and submitted pursuant to the sections 105, 330(a), 331 and 363 of title 11 of the Bankruptcy Code, Bankruptcy Rule 2016, the Local Bankruptcy Rules for the Northern District of California (the "Local Rules"), the Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated February 27, 2019 [Docket No. 701] (the "Interim Compensation Order"), the Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees for the Northern District of California, effective February 19, 2014 (the "Local Guidelines"), the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the "UST Guidelines") and the Revised Fee Examiner Protocol, dated October 24, 2019 [Docket No. 4473] (as approved and modified by the Second Amended Order Granting Fee Examiner's Motion to Approve Fee Procedures, dated January 30, 2020 [Docket No. 5572] (the "Second Amended Fee Procedures Order") (the "Fee Examiner Protocol," and, together with the Local Guidelines, collectively, the "Fee Guidelines").

- 4. The Interim Compensation Order provides that professionals may file a Monthly Fee Statement or a Consolidated Monthly Fee Statement (each as defined in the Interim Compensation Order) and serve it upon certain designated notice parties. If there is no objection within twenty-one (21) days after service of the Monthly Fee Statement or Consolidated Monthly Fee Statement, the Debtor is authorized to pay 80% of the fees (with the remaining 20% of the fees requested referred to herein as the "Holdback Amount") and 100% of the expenses requested. If there is an objection to the Monthly Fee Statement or Consolidated Monthly Fee Statement, the Debtor is authorized to pay 80% of the fees and 100% of the expenses that are not subject to an objection.
- 5. On March 30, 2020, April 30, 2020, May 29, 2020, June 30, 2020, July 23, 2020 and July 28, 2020, Simpson Thacher filed and served, respectively, a Tenth Monthly

Fee Statement covering the period from January 1, 2020 through and including January 31, 2020 [Docket No. 6533] (the "Tenth Monthly Fee Statement"), an Eleventh Monthly Fee Statement covering the period from February 1, 2020 through and including February 29, 2020 [Docket No. 7012] (the "Eleventh Monthly Fee Statement"), a Twelfth Monthly Fee Statement covering the period from March 1, 2020 through and including March 31, 2020 [Docket No. 7655] (the "Twelfth Monthly Fee Statement"), a Thirteenth Monthly Fee Statement covering the period from April 1, 2020 through and including April 30, 2020 [Docket No. 8217] (the "Thirteenth Monthly Fee Statement"), a Fourteenth Monthly Fee Statement covering the period from May 1, 2020 through and including May 31, 2020 [Docket No. 8504] (the "Fourteenth Monthly Fee Statement"), a Fifteenth Monthly Fee Statement covering the period from June 1, 2020 through and including June 30, 2020 [Docket No. 8553] (the "Fifteenth Monthly Fee Statement"), and a Sixteenth Monthly Fee Statement covering July 1, 2020 [Docket No. 8554] (the "Sixteenth Monthly Fee Statement") and collectively, the "Monthly Fee Statements").

- 6. In these Monthly Fee Statements with respect to the Fourth Interim Compensation Period, Simpson Thacher requested payment of \$3,885,114.00 (80% of total fees, of which \$1,686,790.40 was in respect of representation of the Board under section 327(e) and \$2,198,323.60 was in respect of representation of the Independent Directors under section 363) as compensation for professional services and \$42,692.27 (100% of expenses, of which of which \$5,535.63 was in respect of representation of the Board under section 327(e) and \$37,156.64 was in respect of representation of the Independent Directors under section 363) as reimbursement for actual and necessary expenses. The total Holdback Amount for the Fourth Interim Compensation Period is \$971,278.50 (20% of undisputed fees). To date, Simpson Thacher has received payment of \$1,845,634.80 in fees for professional services rendered and \$21,490.38 for expenses incurred during the Fourth Interim Compensation Period.
- 7. The deadlines for any objections to the Tenth through Sixteenth Monthly Fee Statements have passed, and no objections were filed. Consistent with the Interim Compensation Order, Simpson Thacher seeks approval for the allowance and payment (to the

New York, NY 10017

425 Lexington Ave

Simpson Thacher & Bartlett LLP

extent not paid prior to the hearing on this Application) of all outstanding amounts requested under the Monthly Fee Statements, including the Holdback Amount. This request is consolidated with Simpson Thacher's concurrent request for final review and approval of all compensation and expenses in these Chapter 11 Cases.

- 8. In addition, with respect to the remainder of the Total Compensation
  Period, Simpson Thacher previously filed its First Consolidated Monthly Fee Statement covering
  the period from January 29, 2019 through and including April 30, 2019 (the "First Interim
  Compensation Period"), which is reflected in the First Interim Application [Docket No. 3157];
  its Second Monthly Fee Statement through Fifth Monthly Statement collectively covering the
  period from May 1, 2019 through and including August 31, 2019 (the "Second Interim
  Compensation Period"), which is reflected in the Second Interim Application [Docket No.
  4767]; and its Sixth Monthly Fee Statement through Ninth Monthly Fee Statement collectively
  covering the period from September 1, 2019 through and including December 31, 2019 (the
  "Third Interim Compensation Period"), which is reflected in the Third Interim Application
  [Docket No. 6331].
- 9. Under the First Interim Application, Simpson Thacher requested payment of \$1,931,632.00 in fees for professional services rendered (including both the initial 80% requested under the First Consolidated Monthly Fee Statement and the 20% Holdback Amount) and \$16,579.35 for expenses incurred during the First Interim Compensation Period. Simpson Thacher reached a compromise with the Fee Examiner to reduce the outstanding fees sought by \$80,000 and the expenses by \$2,000. This Court approved the First Interim Application as amended by the compromise pursuant to the *Order Granting Amended First Interim Fee*Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period of January 29 2019 Through April 30, 2019 [Docket No. 6446]. Accordingly, Simpson Thacher has been paid a total of \$1,851,632.00 in allowed fees and \$14,579.35 for allowed expenses on account of the First Interim Compensation Period.

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10. Under the Second Interim Application, Simpson Thacher requested payment of \$2,837,908.50 in fees for professional services rendered (including both the initial 80% requested under the Second, Third, Fourth and Fifth Monthly Fee Statements plus the applicable portion of the Objection Amount and the 20% Holdback Amount) and \$51,945.60 for expenses incurred during the Second Interim Compensation Period. Under the Third Interim Application, Simpson Thacher requested \$2,705,242.50 in fees for professional services rendered (including both the initial 80% requested under the Sixth, Seventh, Eighth and Ninth Monthly Statements plus the applicable portion of the Objection Amount and the 20% Holdback Amount) and \$73,689.50 for expenses incurred during the Third Interim Compensation Period. Simpson Thacher reached a consolidated compromise with the Fee Examiner to reduce the outstanding fees requested under the Second and Third Interim Applications by \$180,000 and the expenses by \$20,000. The Court approved the Second Interim Application and Third Interim Application, each as amended, by amended docket text order [Docket No. 6331], and the Second Interim Approval Order and the Third Interim Approval Order have been submitted and are awaiting entry by the Court. The total outstanding amount to be paid to Simpson Thacher under the Second Interim Application and the Third Interim Application, each as amended, is \$1,329,053.40. As of the date of filing of this Fourth Interim and Final Application, Simpson Thacher has not yet received payment of this amount.

#### Jurisdiction

11. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Background**

12. On January 29, 2019 (the "**Petition Date**"), each of the Debtors filed a petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses as debtors in possession pursuant to sections 1107(a) and

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1108 of the Bankruptcy Code. The Debtors' cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015.

- 13. On February 12, 2019, the Acting United States Trustee for Region 3 (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors [Docket No. 409], which was amended on March 20, 2019 [Docket No. 962]. On February 15, 2019, the U.S. Trustee appointed the Official Committee of Tort Claimants [Docket No. 453], which was amended on February 21, 2019 [Docket No. 530].
- 14. Additional information regarding the events leading to these chapter 11 cases is set forth in the Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief [Docket No. 263].
- 15. On June 19, 2020, this Court confirmed the Debtors' Plan. The Plan provides that any final fee applications must be filed within sixty (60) days of the Effective Date (as defined therein). The Effective Date of the Plan occurred on July 1, 2020 [Docket No. 8252].
- 16. Simpson Thacher was first engaged to represent the Independent Directors in December 2017 to (i) provide legal advice regarding legislation concerning dividends and related issues, (ii) represent the Independent Directors regarding alleged breaches of fiduciary duties and other claims arising out of the 2017 and 2018 wildfires and (iii) advise the Independent Directors in connection with a number of ongoing litigations and inquiries.
- 17. On April 2, 2019, the Debtors filed an application to retain Simpson Thacher as counsel for the Independent Directors under section 363 of the Bankruptcy Code (the 'Retention Application'). After the filing of the Retention Application, Simpson Thacher was also asked to represent the Board and the members of the Board from time to time in their capacities as members of the Board. The U.S. Trustee then requested that the retention of Simpson Thacher to represent the Board be approved under section 327(e) of the Bankruptcy Code. See Supplemental Declaration of Michael H. Torkin in Support of the Motion Pursuant to 11 U.S.C. §363 Authorizing Debtors to Pay the Fees and Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent Directors of PG&E Corp. (as Modified as Described

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Herein) [Docket No. 1802] (as amended from time to time, the "STB Retention Declaration"). The Retention Application, as modified, was approved by this Court on May 10, 2019 [Docket No. 1979] (the "**Retention Order**"). The Retention Order is attached hereto as **Exhibit A**.

18. The Retention Order authorizes the Debtors to employ and retain Simpson Thacher nunc pro tunc to January 29, 2019 as attorneys for the Board and Independent Directors in accordance with Simpson Thacher's normal hourly rates and disbursement policies, as described in the Retention Application. Further, the Retention Order authorizes the Debtors (i) pursuant to section 327(e) of the Bankruptcy Code, to pay the reasonable fees of, and reimburse the reasonable and necessary expenses incurred by, Simpson Thacher in connection with the Board Representation (as defined in the Retention Order), including with respect to "all matters related to corporate governance" and "other related matters"; and (ii) pursuant to section 363, to pay the reasonable fees of, and reimburse the reasonable and necessary expenses incurred by, Simpson Thacher in connection the Independent Director Representation (as defined in the Retention Order), including with respect to "representation in ongoing litigation and regulatory inquiries," "fact-gathering," and "related matters."

#### Summary of Professional Compensation and Reimbursement of Expenses Requested Under Fourth Interim Application

19. Simpson Thacher seeks the interim allowance and payment of (i) compensation for professional services performed during the Fourth Interim Compensation Period in the amount of \$4,856,392.50, of which \$971,278.50 has been held back as the Holdback Amount; and (ii) \$42,692.27 as reimbursement for actual and necessary expenses incurred for the months covered by the Fourth Interim Compensation Period. As of the date of this Fourth Interim and Final Application, \$1,845,634.80 in fees and \$21,490.38 in expenses have been paid to Simpson Thacher in respect of the Fourth Interim Compensation Period.

20. There is no agreement or understanding between Simpson Thacher and any other person, other than members of the firm, for the sharing of compensation to be received for

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services rendered in these Chapter 11 Cases. Except as otherwise described herein, no payments have heretofore been made or promised to Simpson Thacher for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

- 21. The fees charged by Simpson Thacher in these cases are billed in accordance with Simpson Thacher's normal and existing billing rates and procedures in effect during the Compensation Period. The rates charged by Simpson Thacher for professional and paraprofessional services in these Chapter 11 Cases are the same rates that Simpson Thacher charges for comparable bankruptcy and non-bankruptcy representations. Such fees are reasonable based on the customary compensation by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.
- 22. Attached hereto as **Exhibit B** is a certification regarding Simpson Thacher's compliance with the Fee Guidelines.
- 23. Attached hereto as **Exhibit C** is a summary and comparison of the aggregate blended hourly rates billed by Simpson Thacher's timekeepers in all domestic offices to non-bankruptcy matters during the prior twelve (12) month rolling period and the blended hourly rates billed to the Debtors during the Compensation Period.
- 24. With respect to the Independent Director Representation, Simpson Thacher discussed its rates, fees and staffing with the Independent Directors and Debtors at the outset of these Chapter 11 Cases. A summary of Simpson Thacher's budget is attached hereto as **Exhibit**
- **D.** Simpson Thacher estimated its fees for the Fourth Interim Compensation Period in

<sup>&</sup>lt;sup>6</sup> By agreement with the Debtors, Simpson Thacher deferred implementation of normal step rate increases for attorneys advancing in seniority, which increases customarily would have taken effect in September, and normal rate increases for all professionals, which increases customarily would have taken effect on January 1.

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connection with the Independent Director Representation would be approximately \$3,076,630, and the fees sought for the Fourth Interim Compensation Period are lower than that estimate.

25. With respect to the Board Representation, professional services were or are being provided on the basis of specific assignments, and accordingly no budget was prepared. However, as set forth in the Retention Motion and the STB Retention Declaration, Simpson Thacher's rates, fees and staffing for the Board Representation are the same as those used in connection with the Independent Director Representation. The Board did not request that Simpson Thacher prepare a budget.

26. The attorneys and paraprofessionals assigned to this matter were necessary to assist with the Board's and Independent Directors' exercise of their fiduciary duties to the Debtors, the preservation of the Debtors' estates, and the other matters described herein. The Debtors are aware of the complexities of these cases, the number of issues to be addressed, the various disciplines and specialties involved in Simpson Thacher's representation, and the number of factors arising in these cases impacting staffing needs. Simpson Thacher has coordinated closely with the Debtors' professionals to ensure there has been no duplication of efforts with respect to any legal matters impacting the Debtors in or outside of these Chapter 11 Cases.

27. The compensation and fees sought for the Fourth Interim Compensation Period are reflected in the Monthly Fee Statements and are set forth therein and in **Exhibits E**, **F** and **H**. **Exhibit E** attached hereto sets forth: (a) the name of each professional and paraprofessional who rendered services and his or her area of practice; (b) whether each professional is a partner, counsel, associate or paraprofessional in the firm; (c) the year that each professional was licensed to practice law; (d) the practice group or specialty of the professional; (e) the number of hours of services rendered by each professional and paraprofessional; and (f) the hourly rate charged by

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Simpson Thacher for the services of each professional and paraprofessional. **Exhibit F** contains a summary of Simpson Thacher's hours billed using project categories (or "task codes") described therein. **Exhibit H** sets forth the detailed time entries by Simpson Thacher partners, counsel, associates and paraprofessionals, contemporaneously recorded in increments of onetenth of an hour. Simpson Thacher also maintains computerized records of the time spent by all Simpson Thacher attorneys and paraprofessionals in connection with these Chapter 11 Cases. Copies of these computerized records in LEDES format have been furnished to the Debtors, the U.S. Trustee and the Fee Examiner in the format specified in the Fee Guidelines.

28. Simpson Thacher also hereby requests reimbursement of \$42,692.27 for actual and necessary costs and expenses incurred in rendering services to the Board and Independent Directors. Of the total amount of costs and expenses sought, \$37,156.64 is being requested for reimbursement in connection with Simpson Thacher's Independent Director Representation pursuant to section 363 of the Bankruptcy Code, and \$5,535.63 is being requested for reimbursement in connection with Simpson Thacher's Board Representation pursuant to section 327(e) of the Bankruptcy Code. The costs and expenses sought are described in the Tenth through Sixteenth Monthly Fee Statements and are set forth therein and in **Exhibit G**, which sets forth a summary of costs and expenses incurred during the Fourth Interim Compensation Period, and **Exhibit I**, which sets forth an itemized schedule of all such costs and expenses.

#### Summary of Services Performed by Simpson Thacher **During the Fourth Interim Compensation Period**

29. As described above, during the Fourth Interim Compensation Period, Simpson Thacher rendered substantial professional services to the Board and Independent Directors in connection with ongoing litigation, the exercise of their fiduciary duties to the Debtors and their stakeholders, the protection of the Board's and Independent Directors' interests and other matters

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relating to these Chapter 11 Cases. The following is a summary of the professional services rendered by Simpson Thacher during the Fourth Interim Compensation Period, 7 organized in accordance with Simpson Thacher's internal system of task codes.8

- a. Corporate Governance and Board Matters (Task Code: BCG) Fees: \$3,393,018.50; Total Hours: 2,843.00
  - i. Attended and provided legal advice during in-person and telephonic Board, committee and sub-committee meetings, and prepared presentations and reviewed and provided comments with respect to Board and committee materials;
  - ii. Advised in connection with Directors & Officers insurance ("D&O Insurance") issues, including reviewing current policies and preparing overviews and analyses, engaging in discussions with insurance providers and risk management personnel regarding policy terms and conditions;
  - iii. Advised in connection with resignation of existing board members and selection of new board members, including participation in onboarding sessions with new directors and review and preparation of Board materials in connection therewith;
  - iv. Engaged in discussions, advised on strategy and process, conducted diligence, conducted legal and factual research, prepared presentations and other written materials, and participated in calls and meetings regarding numerous issues including Director compensation, fiduciary duties, insurance coverage, and the bankruptcy process, including settlements with key parties, the Debtors' Plan, exit financing and confirmation;
  - v. Advised on strategy, process and substance with respect to strategic alternatives and financing commitments;
  - vi. Advised with respect to certain management personnel issues;

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<sup>&</sup>lt;sup>7</sup> The summary of professional services rendered during the First Interim Compensation Period, the Second Interim Compensation Period and the Third Interim Compensation Period are provided in the First Interim Application, Second Interim Application and Third Interim Application, respectively, which are fully incorporated herein by reference.

<sup>&</sup>lt;sup>8</sup> Certain services rendered may overlap between more than one task code. If a task code does not appear below, then Simpson Thacher did not bill significant, if any, time to that task code during the Compensation Period.

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vii.	Engaged in discussions, advised on strategy and process, prepared
	presentations and other written materials, and participated in
	numerus calls and meetings regarding various modifications to
	Backstop Commitment Letter

viii. Reviewed and commented on various SEC filings.

#### b. Court Hearings (Task Code: BCH)

Fees: \$36,514.00; Total Hours: 36.20

i. Prepared for and attended hearings regarding case status, estimation, approval of settlements, and confirmation.

#### c. Fee/Employment Applications (Task Code: BFA)

Fees: \$190,654.50; Total Hours: 170.20

- i. Reviewed billing records and prepared required monthly fee statements and interim fee applications.
- ii. Reviewed all applicable fee guidelines and updated internal systems and coding as necessary for developments regarding retention and billing matters in connection with these Chapter 11 Cases.

#### d. Fee/Employment Objections (Task Code: BFO)

Fees: \$10,390.50; Total Hours: 10.20

i. Reviewed reports from Fee Examiner and provided outlines and responses for discussions with Fee Examiner; drafted notices of amendment and compromise and proposed orders.

#### e. Plan/Disclosure Statement (Task Code: BPL)

Fees: \$888,376.50; Total Hours: 599.60

- i. Reviewed and researched, conducted diligence and provided analysis and advice regarding exclusivity and termination thereof, chapter 11 plan proposals, proposed settlement term sheets, equity commitments and funding alternatives, and plan confirmation, and reviewed and commented on drafts of Plan and Plan documentation.
- ii. Attended and provided legal advice during in-person and telephonic Board, committee and sub-committee meetings regarding chapter 11 plan proposals, restructuring support agreements, equity commitments, other funding alternatives and related matters.

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New York, NY 10017

425 Lexington Ave

Simpson Thacher & Bartlett LLP

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f. Pre-Trial Pleadings and Motions (Task Code: L200) Fees: \$323,860.50; Total Hours: 274.40

- i. Reviewed case dockets and filings and engaged in general coordination and case administration.
- ii. Conducted research, conducted fact diligence and legal analysis, engaged in various meetings and communications in connection with securities and derivative claims, and drafted reply papers on motion to dismiss and related court submissions in connection with securities litigation.
- 30. The foregoing is merely a summary of the professional services rendered by Simpson Thacher during the Fourth Interim Compensation Period. The professional services performed by Simpson Thacher were necessary and appropriate to the representation of the Board and Independent Directors, including in connection with these Chapter 11 Cases, and were in the best interests of the Board, the Independent Directors and the Debtors and their estates. The services provided by Simpson Thacher to the Board and Independent Directors were separate from and not duplicative of any of the services provided to the Debtors by their professionals. The compensation requested for Simpson Thacher's services is commensurate with the complexity, importance and nature of the issues and tasks involved.
- 31. The professional services rendered by partners, counsel and associates of Simpson Thacher were rendered primarily by the Litigation, Corporate, Executive Compensation and Executive Benefits, and Bankruptcy and Restructuring Departments. Simpson Thacher has an esteemed and nationally recognized reputation for its expertise in these fields, particularly in connection with the representation of boards of directors in challenging and complex matters.
- 32. During the Fourth Interim Compensation Period, a total of 3,944 hours were expended by attorneys and paraprofessionals at Simpson Thacher in connection with the aforementioned services performed. 2,411.5 hours were spent on the Independent Director

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Representation pursuant to section 363 of the Bankruptcy Code, and 1,532.5 hours were spent on the Board Representation pursuant to section 327(e) of the Bankruptcy Code. In the aggregate, the partners and counsel of Simpson Thacher accounted for 2,820.10 hours (approximately 71.5% of time), associates accounted for 1,031.90 hours (approximately 26.2% of time), and staff attorneys and paraprofessionals accounted for 92 hours (approximately 2.3% of time).

- 33. During the Fourth Interim Compensation Period, Simpson Thacher billed for time expended by attorneys based on hourly rates ranging from \$590 to \$1,640 per hour for attorneys. Allowance of compensation in the amount requested herein would result in a blended hourly rate for attorneys of approximately \$1,251.74, and a blended rate for all professionals and paraprofessionals of approximately \$1,231.34.
- 34. Consistent with the Second Amended Fee Procedures Order, Simpson Thacher capped Non-Working Travel Time (with respect to airplane travel only) at two hours per airplane trip for billing purposes as of October 1, 2019. Prior to the approval of the Fee Examiner Protocol, Simpson Thacher had discounted Non-Working Travel Time by 50%, which is reflected in Monthly Fee Statements prior to the Seventh Monthly Fee Statement. This prior billing approach has been explained to and resolved with the Fee Examiner pursuant to the compromise reached in connection with the Second Interim Application and Third Interim Application.

#### **Actual and Necessary Disbursements of Simpson Thacher**

35. Simpson Thacher has disbursed \$42,692.27 as expenses incurred in providing professional services during the Fourth Interim Compensation Period. These expenses were reasonable and necessary and were essential to, among other things, participate in necessary meetings or hearings, timely respond to client or counsel inquiries and provide effective

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representation in ongoing regulatory and litigation-related matters. The costs and expenses are not incorporated into Simpson Thacher's hourly billing rates because it is Simpson Thacher's policy to charge such costs and expenses to those clients requiring such expenditures in connection with the services rendered to them.

36. Simpson Thacher began applying the rates and guidelines as set forth in the Fee Examiner Protocol as of October 24, 2019. The amounts for which Simpson Thacher is seeking reimbursement for reasonable meal and transportation costs are thus consistent with the Fee Guidelines. Additionally, as of October 24, 2019, Simpson Thacher charged for disbursements in accordance with the Fee Guidelines. With respect to photocopying and duplicating expenses, reimbursement for costs is at an average rate of \$.20 per page. Computer-assisted legal research, court conferencing participation and mail services are charged at actual cost. Only clients who use services of the types set forth in **Exhibits G** and **I** are separately charged for such services.

37. Simpson Thacher has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were reasonable, necessary and justified under the circumstances.

#### **Basis for Allowance of Requested Compensation and Reimbursement for Fourth Interim Compensation Period and Total Compensation Period**

38. With respect to the Board Representation, section 331 of the Bankruptcy Code provides for the interim compensation of professionals pursuant to the standards set forth in section 330 governing the Court's award of any such compensation. 11 U.S.C. § 331. Section 330 provides that a professional employed under section 327 of the Bankruptcy Code may be awarded "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

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- 39. Section 330 further provides that, "[i]n determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the nature, the extent and the value of such services, taking into account" the following factors:
  - g. Time spent on the services performed;
  - h. Rates charged for the services performed;
  - Whether the services performed were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of the applicable chapter 11 case;
  - Whether the services were performed in a reasonable amount of time "commensurate with the complexity, importance, and nature of the problem, issue, or task addressed";
  - k. Whether the professional is board certified or otherwise has demonstrated skill and experience in bankruptcy; and
  - 1. Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than chapter 11 cases.
- 40. With respect to the Independent Director Representation, section 363 of the Bankruptcy Code applies. Section 363(b) of the Bankruptcy Code provides that a debtor in possession "after notice and a hearing, may use, sell or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363. In considering whether to approve use of estate property under section 363(b), the bankruptcy judge examines whether there is a sound business purpose for the proposed use and in doing so, "should consider all salient factors pertaining to the proceeding and, accordingly, act to further the diverse interests of the debtor, creditors and equity holders, alike." Walter v. Sunwest Bank (In re Walter), 83 B.R. 14, 19 (9th Cir. BAP 1988). Courts have found business justification for and approved the payment of fees and expenses of counsel for a debtor's independent directors pursuant to section 363. See, e.g.,

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In re SunEdison, Inc., No. 16-10992 (SMB) (Bankr. S.D.N.Y. July 13, 2016) [ECF No. 764]; In re Sabine Oil & Gas Corp., No. 15-11835 (SCC) (Bankr. S.D.N.Y. Nov. 5, 2015) [ECF No. 485]. The Debtors explained in the Retention Motion that (i) the Debtors' Articles of Incorporation and board resolutions authorize the payment of the fees and expenses of professionals for the Independent Directors, and (ii) it is common for a company the size of the Debtors to engage and pay for separate counsel to provide independent advice to its directors, and asserted that the retention of Simpson Thacher by the Board and the payment of its reasonable fees and expenses were an exercise of the Debtor's sound business judgment.

41. Simpson Thacher submits that the services for which it seeks compensation and

the expenditures for which it seeks reimbursement in this Fourth Interim and Final Application were necessary for and beneficial to, among other things, the Board's and the Independent Directors' exercise of their fiduciary duties, the need for the Board and Independent Directors to continue receiving objective and independent legal advice, and the protection of their interests in these unique and challenging circumstances. Specifically, during the Fourth Interim Compensation Period and the Total Compensation Period, Simpson Thacher has represented and advised the Board and Independent Directors in connection with (i) these Chapter 11 Cases and key aspects of the bankruptcy process, including the estimation of wildfire-related claims, the restructuring settlements with subrogation claimholders and tort claimants, the obtaining of backstop commitments and exit financing, discussions with the Governor's Office and the analysis of various chapter 11 plan proposals; (ii) regulatory, judicial and other proceedings concerning the conduct of the Debtors, the Board or the Independent Directors; (iii) derivative shareholder and securities litigation and related issues; (iv) the exercise of the Board's and the Independent Directors' fiduciary duties to the Debtors and their stakeholders; (v) director

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liability and indemnification matters; (vi) director and officer compensation matters; and (vii) general corporate governance matters applicable to the board of directors and management. Additionally, during the Fourth Interim Compensation Period and the Total Compensation Period, Simpson Thacher reviewed and advised on SEC disclosures; attended and provided legal advice during in-person and telephonic board and committee meetings; reviewed and commented on various pleadings and motions filed in connection with, among other things, the categories listed in this paragraph 41, and advised the Board and Independent Directors on appropriate courses of action; and drafted or participated in the drafting of all necessary motions, applications, stipulations, orders, responses and other papers in support of the positions or interests of the Board and Independent Directors.

42. Simpson Thacher not only has extensive experience in representing directors in such complex situations, but it also had an established history with the Independent Directors prior to the Petition Date regarding many of the matters referenced herein. The compensation and reimbursement requested herein are reasonable in light of the nature, extent and value of such services to the Board and Independent Directors, and accordingly, should be approved and allowed both for the Fourth Interim Compensation Period and for all fees and disbursements requested in the First, Second, Third and Fourth Interim Applications (as reduced, as applicable in the First, Second and Third Interim Approval Orders) for the Total Compensation Period on a final basis.

#### The PERA Fee Objections Should be Overruled on a Final Basis

43. PERA objected to \$525,529 in fees reported in the Fourth, Fifth, Sixth and Seventh Monthly Fee Statements primarily on the grounds that the disputed fees are for services rendered to the Independent Directors in connection with the Securities Litigation and that the

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Debtors are not authorized to pay such fees under the Retention Order. As a threshold matter, PERA is incorrect regarding the Retention Order, which expressly authorizes the Debtors to pay Simpson Thacher's fees for services rendered in connection with its representation of the Independent Directors in "ongoing litigation," which includes the Securities Litigation. Moreover, the PERA Fee Objections incorrectly classified many Simpson Thacher time entries as relating directly to the Securities Litigation. Such fees were not Securities Litigation fees but rather fees for legal advice and analysis provided to the Board and Independent Directors regarding matters related to D&O Insurance and/or these Chapter 11 Cases. Finally, Simpson Thacher addressed the prior PERA objections and requested that they be overruled on an interim basis in the Second and Third Interim Applications, which this Court approved on an interim basis on August 3, 2020 (via docket text order), which Simpson Thacher expects will be reflected in the Second and Third Interim Approval Orders that have been submitted to the Court but not yet entered as of the date hereof. PERA did not respond to Simpson Thacher nor did it pursue its objections in connection with Simpson Thacher's request for interim approval of the fees and expenses set forth in the Fourth, Fifth, Sixth and Seventh Monthly Fee Statements. For these reasons, Simpson Thacher requests that the PERA Fee Objections be overruled on a final basis. If necessary, Simpson Thacher will file separate papers further responding to the PERA Fee Objections prior to any hearing on this Fourth Interim and Final Application and reserves all rights with respect thereto.

#### **Notice and Objections**

44. Notice of this Application has been provided to parties in interest (the "Notice Parties") in accordance with the Interim Compensation Order, and a joint notice of hearing on this Application and other interim/final compensation applications will be filed as determined by

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the Fee Examiner with this Court and served upon all parties that have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. Such notice is sufficient and no other or further notice need be provided.

45. In accordance with the Interim Compensation Order, responses and objections (by any party other than the Fee Examiner) to this Fourth Interim and Final Application, if any, must be filed and served on Simpson Thacher and the Notice Parties on or before 4:00 pm on the 20<sup>th</sup> day (or the next business day if such day is not a business day) following the date this Fourth Interim and Final Application is served.

#### Conclusion

46. Simpson Thacher respectfully requests that the Court enter an Order (i) allowing on a final basis Simpson Thacher's (A) compensation for professional services rendered during the Total Compensation Period in the amount of \$12,071,175.50, consisting of (x) \$7,214,783.00 previously allowed on an interim basis and (y) \$4,856,392.50 in undisputed fees requested in the Fourth Interim Application; and (B) reimbursement for actual and necessary costs and expenses incurred during the Total Compensation Period in the amount of \$162,906.72, consisting of (x) \$120,214.45 previously allowed on an interim basis and (y) \$42,692.27 in expenses requested in the Fourth Interim Application; and (ii) granting such other and further relief and this Court deems just.

Dated: August 28, 2020

Respectfully submitted,

/s/ Jonathan C. Sanders

Nicholas Goldin Kathrine A. McLendon Jamie J. Fell

#### SIMPSON THACHER & BARTLETT LLP

Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors

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# Simpson Thacher & Bartlett LLP 425 Lexington Ave New York, NY 10017

1	NOTICE PARTIES
2	PG&E Corporation
3	c/o Pacific Gas & Electric Company 77 Beale Street
4	San Francisco, CA 94105 Attn: Janet Loduca, Esq.
5	Weil Gotshal & Manges 767 Fifth Avenue
6	New York, NY 10153-0119 Attn: Stephen Karotkin, Esq.,
7	Rachael Foust, Esq.
8	Keller & Benvenutti LLP 650 California Street, Suite 1900
9	San Francisco, CA 94108 Attn: Tobias S. Keller, Esq.,
10	Jane Kim, Esq.
11	The Office of the United States Trustee for Region 17 450 Golden Gate Avenue, 5th Floor, Suite #05-0153
12	San Francisco, CA 94102 Attn: James L. Snyder, Esq.,
13	Timothy Laffredi, Esq.
14	Milbank LLP 55 Hudson Yards
15	New York, NY 10001-2163
16	Attn: Dennis F. Dunne, Esq., Sam A. Khalil, Esq.
17	Milbank LLP 2029 Century Park East, 33rd Floor
18	Los Angeles, CA 90067
19	Attn: Paul S. Aronzon, Esq., Gregory A. Bray, Esq., Thomas B. Kraller, Esq.
20	Thomas R. Kreller, Esq.
21	Baker & Hostetler LLP 11601 Wilshire Boulevard, Suite 1400
22	Los Angeles, CA 90025-0509 Attn: Eric Sagerman, Esq.,
23	Cecily Dumas, Esq.
24	Bruce A. Markell 541 N. Fairbanks Court, Suite 2200 Chicago, IL 60611-3710
25	bamexampge@gmail.com pge@legaldecoder.com
26	traceygallegos@gmail.com
27	
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## **EXHIBIT C**

## PEER MONITOR

INSIGHT. ADVANTAGE. COMPETITIVE INTELLIGENCE.

#### **PUBLIC RATES**

In a time when the legal market continues to face fluctuating demand and challenges containing expenses, it's critical that your firm stays on top of the latest billing trends and maintains fair, competitive rates while maximizing revenue.

Take Action to Inform Your Firm

**Public Rates** is a dynamic, web-based billing rate service that gives you anytime access to accurate, court reported, hourly rate data, with details drilling down to the named timekeeper.

It empowers you to quickly and easily slice and analyze rates across user-selected combinations of various attributes, sort targeted record results, view quartile and median rates for searched data, and more.

Then Take Your Rate Analysis One Step Further

As efficient as it is intuitive, **Public Rates** offers deeper billing evaluation with query comparison that allows for firm-to-firm, case-to-case, or even person-to-person rate examination.

What's more, you can quickly and easily find critical insights with features such as click sorting, query naming, and auto-saved search history.

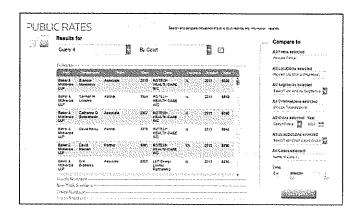
#### Use Public Rates to:

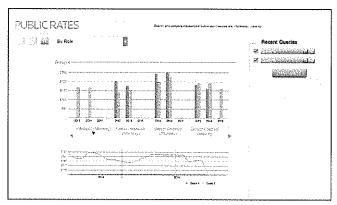
- Determine optimal rates and profit opportunities
- Justify rates submitted to courts on fee applications
- Track lawyer performance
- Get pricing transparency in the marketplace

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#### California Rates (January-May 2018)

Title	Professional	Firm	Graduated	Admitted	State	Rate	Hours	Total
Partner	David M. Nemecek	Kirkland & Ellis LLP	2003	2003	CA	\$1,395	2.4	\$3,348.00
Partner	Leslie A. Plaskon	Paul Hastings LLP	1988	1988	CA	\$1,275	260	\$331,500.00
Partner	Thomas B. Walper	Munger Tolles & Olson LLC	1980	1980	CA	\$1,225		\$204,207.50
Partner	Jeffrey B Greenberg	Latham & Watkins LLP	1996	1996	CA	\$1,175	3.3	\$3,877.50
Partner	Mark E. McKane	Kirkland & Ellis LLP	1997	1997	CA	\$1,175	79.1	\$92,942.50
Partner	Paul D Tanaka	Kirkland & Ellis LLP	2003	2003	CA	\$1,145	1.1	\$1,259.50
Partner	Annie Kim	Proskauer Rose LLP	2004	2004	CA	\$1,125	22.1	\$24,862.50
Partner	Jonathan Benloulou	Proskauer Rose LLP	2006	2006	CA	\$1,125	2.9	\$3,262.50
Partner	Robert J Frances	Latham & Watkins LLP	2001	2001	CA	\$1,125	1.7	\$1,912.50
Partner	Dean A. Ziehl	Pachulski Stang Ziehl Young Jones &	1978	1978	CA	\$1,050	73.3	\$76,965.00
Partner	James I. Stang	Pachulski Stang Ziehl Young Jones &	1980	1980	CA	\$1,050	111.4	\$116,970.00
Partner	Alan J. Kornfeld	Pachulski Stang Ziehl Young Jones &	1987	1987	CA	\$1,025	78. <del>9</del>	\$80,872.50
Partner	Stephen D. Rose	Munger Tolles & Olson LLC	1991	1991	CA	\$1,025	63.9	\$65,497.50
Partner	Unger Sean	Paul Hastings LLP	2004	2004	CA	\$1,025		\$105,780.00
Partner	Stefanie I Gitler	Kirkland & Ellis LLP	2009	2009	CA	\$995		\$223,974.50
Partner	Tate Eric A.	Morrison & Foerster LLP	1995	1995	CA	\$990	0.3	\$297.00
Partner	Michael Esser	Kirkland & Ellis LLP	2009	2009	CA	\$965		\$523,609.00
Associate	Campbell Gavin	Kirkland & Ellis LLP	2012	2012	CA	\$950		\$216,315.00
Partner	David M. Bertenthal	Pachulski Stang Ziehl Young Jones &	1993	1989	CA	\$950		\$102,315.00
Associate	Olsen Katrina	Kirkland & Ellis LLP	2014	2014	CA	\$950	4.6	\$4,370.00
Partner	Janie F. Schulman	Morrison & Foerster LLP	1987	1987	CA	\$925	0.2	\$185.00
Associate	Jacob Johnston	Kirkland & Ellis LLP	2013	2013	CA	\$905	5	\$4,525.00
Partner	Kenneth H. Brown	Pachulski Stang Ziehl Young Jones &	1981	1977	CA	\$895	5.9	\$5,280.50
Partner	Kevin S. Allred	Munger Tolles & Olson LLC	1986	1986	CA	\$875		\$183,487.50
Partner	Knudsen Erik G.	Morrison & Foerster LLP	2007	2007	CA	\$875		\$235,725.00
Counsel	Adam Lin	Orrick, Herrington & Sutcliffe LLP	2007	2007	CA	\$850	209.4	\$2,550.00
Associate	Austin Klar	Kirkland & Ellis LLP	2013	2013	CA	\$845		\$146,185.00
Associate	Michael Saretsky	Kirkland & Ellis LLP	2015	2015	CA	\$835		\$198,062.00
Of Counsel	Harry D. Hochman	Pachulski Stang Ziehl Young Jones &	1987	1987	CA	\$825	69.1	\$57,007.50
Of Counsel	Lloyd W. Aubry	Morrison & Foerster LLP	1975	1975	CA	\$825	1.6	\$1,320.00
Partner	Seth Goldman	Munger Tolles & Olson LLC	2002	2002	CA	\$825		\$1,320.00
Of Counsel	Victoria A. Newmark	Pachulski Stang Ziehl Young Jones &	1996	1996	CA	\$825	1.6	
Of Counsel	Yana S. Johnson	Morrison & Foerster LLP	1999	1999	CA	\$825	3.2	\$1,320.00
Associate	Austin Klar	Kirkland & Ellis LLP	2013	2013	CA	\$810	23.3	\$2,640.00
Associate	Cynthia Castillo	Kirkland & Ellis LLP	2015	2015				\$18,873.00
Associate Associate	Kevin Chang	Kirkland & Ellis LLP	2013	2013	CA CA	\$810		\$144,828.00
Of Counsel	Nardali Ali U.	Morrison & Foerster LLP	2014	2014	CA	\$810 \$795	8.4	\$6,804.00
Associate						•	4.4	\$3,498.00
	Ramin Montazeri	Latham & Watkins LLP	2016	2016	CA	\$795	10.9	\$8,665.50
Associate	Lee Muhyung	Proskauer Rose LLP	2015	2015	CA	\$780	37.5	\$29,250.00
Of Counsel Of Counsel	Jeffrey L. Kandel	Pachulski Stang Ziehl Young Jones &	1984	1984	CA	\$750	10.7	\$8,025.00
	Bradley R. Schneider Curtis Kelly M	Munger Tolles & Olson LLC	2004	2004	CA	\$735	88.9	\$65,341.50
Associate	•	Proskauer Rose LLP	2016	2016	CA	\$730	39.6	\$28,908.00
Associate	Cynthia Castillo	Kirkland & Ellis LLP	2015	2015	CA	\$725	30.3	\$21,967.50
Associate	Joanna A Gorska	Latham & Watkins LLP	2014	2014	CA	\$725	2.4	\$1,740.00
Counsel	Elissa A. Wagner	Pachulski Stang Ziehl Young Jones &	2001	2001	CA	\$695	5	\$3,475.00
Associate	Benjamin Butterfield	Morrison & Foerster LLP	2014	2014	CA	\$660		\$582,912.00
Partner Associate	David M. Eaton	Kilpatrick Townsend & Stockton LLP	1996	1996	CA	\$660	5.3	\$3,498.00
Associate	Ankur Sharma	Kirkland & Ellis LLP	2016	2016	CA	\$645	16.4	\$10,578.00
Associate	Maxwell Coll	Kirkland & Ellis LLP	2016	2016	CA	\$630	15	\$9,450.00
Associate	Brashears Travis C	Proskauer Rose LLP	2016	2016	CA	\$595	8.3	\$4,938.50
Associate	Sadeghi Sam	Paul Hastings LLP	2016	2016	CA	\$585	22.9	\$13,396.50
Associate	Jenny Pierce	Kirkland & Ellis LLP	2016	2016	CA	\$555	1.2	\$666.00
Associate	Meg A Webb	Kirkland & Ellis LLP	2017	2017	CA	\$555	1.4	\$777.00

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Associate	Peter E. Boos	Munger Tolles & Olson LLC	2014	2014	CA	\$550	88.05	\$48,427.50
Associate	Floyd Amani Solange	Morrison & Foerster LLP	2014	2014	CA	\$540	3.9	\$2,106.00
Associate	Glock Jana	Morrison & Foerster LLP	2015	2015	CA	\$540	22.2	\$11,988.00
Associate	Kerry C. Jones	Morrison & Foerster LLP	2014	2014	CA	\$540	11.5	\$6,210.00
Associate	Roumiantseva Dina	Morrison & Foerster LLP	2014	2014	CA	\$540	5	\$2,700.00
Associate	Scheinok Brittany	Morrison & Foerster LLP	2015	2015	CA	\$485	27.2	\$13,192.00
Associate	Coleman Matthew	Ropes & Gray LLP	2014	2014	CA	\$450	2.5	\$1,125.00
Associate	Tobyn Yael Aaron	Morrison & Foerster LLP	2016	2016	CA	\$435	26.4	\$11,484.00

#### California Rates (June-December 2018)

Title	Professional	Firm	Graduated	Admitted	State	Rate	Hours	Total
Partner	Kenneth Klee	Klee, Tuchin, Bogdanoff & Stern, LLP	1975	1974	CA	\$1,475	46.4	\$68,440.00
Partner	Eric Reimer	Milbank Tweed Hadley & McCloy LLP	1987	1987	CA	\$1,465	7.9	\$11,573.50
Partner	Gregory A. Bray	Milbank Tweed Hadley & McCloy LLP	1984	1984	CA	\$1,465	234.1	\$342,956.50
Partner	Madden P.C. Rick C	Kirkland & Ellis LLP	<b>1</b> 995	1995	CA	\$1,445	31.2	\$45,084.00
Partner	David M. Nemecek	Kirkland & Ellis LLP	2003	2003	CA	\$1,395	2.4	\$3,348.00
Partner	Browning P.C. Marc D	Kirkland & Ellis LLP	1998	1998	CA	\$1,375	4.2	\$5,775.00
Partner	Isaac M Pachulski	Pachulski Stang Ziehl Young Jones &	2014	2014	CA	\$1,295	0.7	\$906.50
Partner	Walker Elizabeth W	Sidley Austin LLP	1984	1984	CA	\$1,250	3.7	\$4,625.00
Partner	David Stern	Klee, Tuchin, Bogdanoff & Stern, LLP	1975	1975	CA	\$1,245	67.4	
Partner	Michael Tuchin	Klee, Tuchin, Bogdanoff & Stern, LLP	1990	1990	CA	\$1,245	191.1	\$237,919.50
Partner	Richard M. Pachulski	Pachulski Stang Ziehl Young Jones &	1979	1979	CA	\$1,245		\$342,001.50
Partner	Dennis Arnold	Gibson Dunn & Crutcher, LLP	1976	1975	CA	\$1,210	65.2	\$78,892.00
Partner	Cromwell Montgomery	Gibson Dunn & Crutcher, LLP	1997	1997	CA	\$1,205	0.9	\$1,084.50
Partner	Oscar Garza	Gibson Dunn & Crutcher, LLP	1990	1990	CA	\$1,205	116.1	\$139,900.50
Partner	Austin V Schwing	Gibson Dunn & Crutcher, LLP	2000			\$1,155	0.7	\$808.50
Partner	Douglas Michael Fuchs	Gibson Dunn & Crutcher, LLP	2007			\$1,155	53.5	\$61,792.50
Partner	Annie Kim	Proskauer Rose LLP	2004		CA	\$1,125	11.6	
Partner	Jonathan Benloulou	Proskauer Rose LLP	2006			\$1,125	2.9	\$3,262.50
Partner	James I. Stang	Pachulski Stang Ziehl Young Jones &	1980			\$1,095	63.4	\$69,423.00
Partner	Farshad E. More	Gibson Dunn & Crutcher, LLP	2003			\$1,080	0.8	\$864.00
Partner	Jesse I. Shapiro	Gibson Dunn & Crutcher, LLP	2000			\$1,080	10.9	\$11,772.00
Partner	David Fidler	Klee, Tuchin, Bogdanoff & Stern, LLP	1998			\$1,075		\$255,742.50
Special	Brian Stern	Milbank Tweed Hadley & McCloy LLP	2003			\$1,065	7.5	\$7,987.50
Special	Haig Maghakian	Milbank Tweed Hadley & McCloy LLP	2002			\$1,065		\$282,012.00
Partner	Jesse A. Cripps Jr.	Gibson Dunn & Crutcher, LLP	2011			\$1,045	16.2	
Partner	Mehta Anjna	Kirkland & Ellis LLP	2000			\$1,045	10.9	\$11,390.50
Of Counsel	Richard J. Gruber	Pachulski Stang Ziehl Young Jones &	1982			\$1,025	9.1	\$9,327.50
Partner	Samuel Newman	Gibson Dunn & Crutcher, LLP	2001			\$1,010		\$329,765.00
Partner	Debra I. Grassgreen	Pachulski Stang Ziehl Young Jones &	1992			\$995	15.7	\$15,621.50
Associate	Jessica Dombroff	Milbank Tweed Hadley & McCloy LLP	2009			\$995	13.3	\$13,233.50
Partner	Katherine V.A Smith	Gibson Dunn & Crutcher, LLP	2015			\$995	0.6	\$597.00
Partner	Matthew B Dubeck	Gibson Dunn & Crutcher, LLP	2017			\$995	44.1	
Partner	Robert J. Pfister	Klee, Tuchin, Bogdanoff & Stern, LLP	2001			\$995		\$122,683.50
Partner	David M. Bertenthal	Pachulski Stang Ziehl Young Jones &	1993			\$975	6.5	\$6,337.50
Partner	Jeffrey N. Pomerantz	Pachulski Stang Ziehl Young Jones &	1989			\$975	66.5	\$64,837.50
Associate	Campbell Gavin	Kirkland & Ellis LLP	2012			\$950		\$319,675.00
Partner	Henry C. Kevane	Pachulski Stang Ziehl Young Jones &	1986			\$950	4.8	\$4,560.00
Associate	Olsen Katrina	Kirkland & Ellis LLP	2014			\$950	4.6	\$4,370.00
Partner	Stanley E. Goldich	Pachulski Stang Ziehl Young Jones &	1980			\$925	7	\$6,475.00
Associate	Najeh Baharun	Milbank Tweed Hadley & McCloy LLP	2013			\$910	28.3	\$25,753.00
Partner	David M. Guess	Klee, Tuchin, Bogdanoff & Stern, LLP	2005			\$895	84.5	\$75,627.50
Partner	Maria Sountas	Klee, Tuchin, Bogdanoff & Stern, LLP	2006			\$895	23.2	\$20,764.00
Partner	Whitman L. Holt	Klee, Tuchin, Bogdanoff & Stern, LLP	2005			\$895	54.7	\$48,956.50
Associate	Allison Balick	Gibson Dunn & Crutcher, LLP	2009			\$875	5.4	\$4,725.00
Associate	Caldon Brendan W	Kirkland & Ellis LLP	2007			\$875	1.5	\$1,312.50
Associate	Daniel B. Denny	Gibson Dunn & Crutcher, LLP	2005			\$875		\$381,587.50
Associate	Douglas G. Levin	Gibson Dunn & Crutcher, LLP	2009			\$875		\$179,550.00
Associate	Genevieve G. Weiner	Gibson Dunn & Crutcher, LLP	2007			\$875	93.7	\$81,987.50
Partner	Maxim B. Litvak	Pachulski Stang Ziehl Young Jones &	1997			\$875	89.6	\$78,400.00
Associate	Melissa Leigh Barshop	Gibson Dunn & Crutcher, LLP	2006			\$875	5	\$4,375.00
Associate	Jonathan Schaefler	Gibson Dunn & Crutcher, LLP	2016			\$860	1.9	\$1,634.00
Partner	Joshua M. Fried	Pachulski Stang Ziehl Young Jones &	1995			\$850	74.1	\$62,985.00
Of Counsel	Gurule Julian I	Klee, Tuchin, Bogdanoff & Stern, LLP	2007				39.3	
Or Courise!	Gui die Juliali I	kiee, ruciiii, bogoanoii & Stein, LLP	2007	2007	CA .	\$825	39.3	\$32,422.50

#### CaSase12:10-0483328-RSD 10-00481740316 Fitted 10 10/20/19 5 Page 13 80 64 80

Associate	lan T. Long	Gibson Dunn & Crutcher, LLP	2015	2015 CA	\$820	140 \$114,800.00
Associate	Goldberg Zachary	Milbank Tweed Hadley & McCloy LLP	2016	2016 CA	\$790	162.4 \$128,296.00
Associate	Lee Muhyung	Proskauer Rose LLP	2015	2015 CA	\$780	28.2 \$21,996.00
Partner	Jamie L. Edmonson	Venable LLP	1996	1996 CA	\$765	180.3 \$137,929.50
Associate	Tiffany X. Phan	Gibson Dunn & Crutcher, LLP	2013	2013 CA	\$760	8.7 \$6,612.00
Of Counsel	Erin Gray	Pachulski Stang Ziehl Young Jones &	1992	1991 CA	\$750	9.9 \$7,425.00
Partner	Justin D. Yi	Klee, Tuchin, Bogdanoff & Stern, LLP	2009	2009 CA	\$750	3.9 \$2,925.00
Associate	Chapple Catherine L.	Morrison & Foerster LLP	2012	2012 CA	\$725	4 \$2,900.00
Associate	Jonathan M. Weiss	Klee, Tuchin, Bogdanoff & Stern, LLP	2012	2012 CA	\$725	195.4 \$141,665.00
Of Counsel	William Ramseyer	Pachulski Stang Ziehl Young Jones &	1980	1980 CA	\$725	18.8 \$13,630.00
Associate	Sarah A. Carnes	Cooley LLP	2014	2014 CA	\$710	146.1 \$103,731.00
Associate	Latta R T	Jones Day	2011	2011 CA	\$700	194.5 \$136,150.00
Associate	Samuel M. Kidder	Klee, Tuchin, Bogdanoff & Stern, LLP	2012	2012 CA	\$675	88.6 \$59,805.00
Associate	Thomas H Alexander	Gibson Dunn & Crutcher, LLP	2015	2015 CA	\$660	23.7 \$15,642.00
Associate	Sasha M. Gurvitz	Klee, Tuchin, Bogdanoff & Stern, LLP	2014	2014 CA	\$625	114.9 \$71,812.50
Associate	Robert J. Smith	Klee, Tuchin, Bogdanoff & Stern, LLP	2016	2016 CA	\$600	35.8 \$21,480.00
Associate	Brashears Travis C	Proskauer Rose LLP	2016	2016 CA	\$595	8.3 \$4,938.50
Associate	Matthew S Coe-Odess	Gibson Dunn & Crutcher, LLP	2016	2016 CA	\$595	16.9 \$10,055.50
Associate	Katherine A Lau	Gibson Dunn & Crutcher, LLP	2017	2017 CA	\$525	97.7 \$51,292.50
Associate	Tran J L	Jones Day	2015	2015 CA	\$525	60.2 \$31,605.00
Associate	Nicholas A. Koffroth	Venable LLP	2012	2012 CA	\$515	94.9 \$48,873.50
Associate	Liu R Q	Jones Day	2015	2015 CA	\$475	34.2 \$16,245.00
Associate	Stuart B W	Jones Day	2013	2013 CA	\$475	208.6 \$99,085.00
Associate	Doyle A M	Jones Day	2017	2017 CA	\$450	6.5 \$2,925.00
Associate	Udenka Honieh	Brown Rudnick LLP	2017	2017 CA	\$375	1 \$375.00