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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**MEMORANDUM IN SUPPORT OF PLAINTIFFS' MOTION
FOR AWARD OF ATTORNEYS' FEES, EXPENSES, AND
REPRESENTATIVE PLAINTIFFS' SERVICE AWARDS**

Dated: July 23, 2019

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CV 11-05379-CJC (AGR_x)

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I. INTRODUCTION

Over the course of more than eight years, Plaintiffs’ counsel have vigorously litigated this case—surviving a motion to dismiss, defeating multiple attempts to stay the litigation, conducting extensive and often highly contentious discovery, successfully certifying 11 statewide damages classes—after two rounds of contentious class certification motion practice—that the Ninth Circuit affirmed, achieving important law in the Ninth Circuit that it has never adopted an implied “ascertainability” requirement for class certification under Rule 23, and successfully getting the United States Supreme Court to deny a petition for *certiorari* to review the Ninth Circuit’s decision. The parties have now agreed to settle for significant injunctive and monetary relief, enabling Class members to recover *more* than what they would have received through a trial. Plaintiffs thus respectfully request that the Court grant their motion for attorneys’ fees, expenses, and Representative Plaintiffs’ service awards in the amounts described herein.

Pursuant to Federal Rule of Civil Procedure 23 and the Court’s Order Granting Preliminary Approval of Class Action Settlement dated April 4, 2019 (Doc. 654) (the “Preliminary Approval Order”), Class Representatives,¹ by Class Counsel, respectfully move the Court for entry of an Order awarding attorneys’ fees and expenses and Representative Plaintiffs’ service awards, in the aggregate amount of \$6,875,000. Of this aggregate amount, Class Counsel respectfully request that the Court grant their request for (1) Representative Plaintiffs’ service awards of \$3,000 for each of the six Plaintiffs who was deposed in this litigation and \$1,000 for each of the seven Plaintiffs who was not deposed, for a total aggregate service award amount of \$25,000; and (2) Class Counsel attorneys’ fees and costs in the aggregate amount of \$6,850,000, which will be paid

¹ The “Class Representatives” (a/k/a “Plaintiffs,” for purposes of this motion) are Robert Briseño, Michele Andrade, Jill Crouch, Pauline Michael, Necla Musat, Maureen Towey, Julie Palmer, Cheri Shafstall, Dee Hooper-Kercheval, Kelly McFadden, Erika Heins, Rona Johnston, and Anita Willman. They make this motion individually and as Class Representatives.

1 *separate from and in addition to* the Settlement proceeds paid directly to Settlement Class
2 members. Defendant assents to the filing of this motion and the relief requested herein.²

3 From the inception of this litigation, Class Counsel have shouldered all costs
4 (approximately \$978,671.10) and faced great risk in prosecuting these cases on behalf of the
5 named Plaintiffs and the other class members. This litigation presented difficult issues of law and
6 fact and only settled after significant discovery, extensive motion practice and hearings, appeals,
7 and lengthy negotiations and mediations.

8 Class Counsel achieved substantial injunctive and monetary relief for the Class members
9 as a result of this litigation. The Settlement requires Conagra to pay monetary benefits , including
10 a per-unit amount that is *more* than Class members could obtain, on a per-unit basis, had Plaintiffs
11 prevailed at trial³ and also provides injunctive relief that the Parties agree is valued at not more
12 than \$27 million.⁴ This was an arm's-length settlement forged through settlement conferences,
13 conference calls, and written communications between the parties while working with the
14 Honorable Edward A. Infante (Ret.) under the auspices of JAMS and also with Magistrate Judge
15 Douglas F. McCormick.

16 Class Counsel apply both the percentage-of-the-fund and lodestar methods to their fee
17 request in this litigation. There is no positive “multiplier” of Class Counsel’s lodestar, which is
18 notable given the work in this litigation and the work that remains to bring the case to conclusion.

20 ² To be clear, Conagra agreed not to take a position on Plaintiffs’ request for fees, costs, and
21 expenses only after reaching agreement on the substantive settlement terms. *See* Settlement
22 Agreement (“SA”) at §§8.1.1.1-.6. Despite their best efforts, as of the time of this filing, the parties
23 were unable to complete their discussion concerning a small number of minor linguistic issues in
24 the final approval and fee motions. That discussion continues. Should the parties resolve their
25 aforementioned minor differences, Class Counsel will advise the Court of that fact.

23 ³ Plaintiffs’ expert estimated that this monetary compensation is **36% higher** than the
24 approximately 10.2 cents per unit that class members could obtain at trial. Doc. 652 at ¶¶ 18-19.

25 ⁴ Plaintiffs estimate the aggregate value of the labeling and marketing changes to be approximately
26 \$30,600,000. Conagra contends its decision to institute label and marketing changes in July 2017
did not relate in any way to this litigation and therefore does not confirm or agree with Plaintiffs’
valuation over and above the \$27,000,000 agreed value of Injunctive Relief.

1 In fact, the amount Class Counsel seeks for attorneys' fees is approximately **50% less**—akin to a
2 negative multiplier—than the time spent and fees incurred by Class Counsel, which is close to
3 \$11,498,806.80 (based on current rates)⁵ over the course of almost eight years. Accordingly, Class
4 Counsel respectfully asks the Court to award attorneys' fees, costs, and expenses in the aggregate
5 amount of \$6,850,000, and the requested Representative Plaintiffs' service awards in the aggregate
6 amount of \$25,000 for a total award of \$6,875,000.

7 **II. HISTORY OF THE LITIGATION AND THE WORK PERFORMED**

8 **A. History of the Litigation**

9 The Court is well-versed in the history of this deceptive marketing litigation. The
10 Kelston/Levitt Declaration (Doc. 652), submitted with the Preliminary Approval Memorandum,
11 provides a detailed description of the history of the litigation, including among other things, the
12 nature of the claims asserted, the creation of the MDL, early proceedings and discovery, discovery
13 class certification proceedings, appeals, and ancillary litigation. Pertinent to this motion, from
14 June through November 2018, the Parties worked with Magistrate Judge McCormick to negotiate
15 the monetary compensation to Class members, the provisions of the injunctive relief, the value of
16 the injunctive relief to Class members, the amount of attorneys' fees and expenses Class Counsel
17 would seek from the Court without Conagra's objection, and the selection of a Settlement
18 Administrator. On November 12, 2018, the parties accepted a "mediator's proposal," setting the
19 value of the injunctive relief obtained through the settlement of this litigation at \$27,000,000, and
20 recommending that aggregate attorneys' fees and expenses for Plaintiffs be set at an amount not
21 to exceed \$6,850,000.

22 The Plaintiffs moved for preliminary approval of the Settlement, and the Court issued its
23 Preliminary Approval Order on April 4, 2019, which, in pertinent part, found reasonable the
24 request for attorneys' fees and incentive awards. Preliminary Approval Order (Doc. 654) at 6-7.

25
26 ⁵ The aggregate lodestar, based on historical rates, is approximately \$11,486,838.80.

1 The Court specifically acknowledged that the Ninth Circuit has held that district courts should take
2 into account monetary and nonmonetary benefits bestowed upon Settlement Class members when
3 determining the appropriateness of a fee award. *Id.* at 6. Here, the requested total for attorneys’
4 fees represents approximately 25.4% of the parties’ estimated value of the injunctive relief or 23%
5 of Plaintiffs’ conservative estimated value of injunctive relief, both of which are approximately at
6 or below the Ninth Circuit’s 25% “benchmark” for an award of attorneys’ fees. *Id.* The Court
7 also recognized that Class Counsel’s request for \$6,850,000 is approximately 50% of their actual
8 total combined lodestar and unreimbursed expenses. *Id.* at 6-7.

9 **B. Work Performed by Class Counsel**

10 This was a hard-fought litigation, taking place over nearly eight years. After multiple,
11 hotly contested motions, encompassing—among other things—a dismissal motion, multiple
12 attempts by Conagra to stay the action under the primary jurisdiction doctrine, and two rounds of
13 contentious class certification motion practice, including Conagra’s subsequent appeal to the Ninth
14 Circuit following certification of 11 statewide damages classes (the Ninth Circuit affirmed
15 certification in two separate opinions), Conagra’s petition for *en banc* review by the Ninth Circuit
16 (which was denied),⁶ and Conagra’s petition for certiorari with the United States Supreme Court
17 seeking review of the Ninth Circuit’s decision (which was denied). Throughout this lengthy
18 litigation, Plaintiffs were opposed by nationally known and highly respected defense counsel.

19 Plaintiffs and their counsel committed their time, paid all of the expenses, and faced great
20 risk in this litigation, with no assurance of recovery. Plaintiffs agreed to serve as class
21 representatives for tens of thousands of individuals who purchased Wesson Oils. They participated
22 in all aspects of the case, including reviewing pleadings, responding to discovery requests,
23

24 ⁶ Class Counsel also worked with Professor Samuel Issacharoff, from New York University School
25 of Law, while successfully opposing Conagra’s petition for a writ of *certiorari*. Professor
26 Issacharoff filed an appearance in the Supreme Court proceeding, but not in any other proceeding
in this litigation.

1 preparing for and testifying at depositions, communicating with counsel, and approving the terms
2 of the settlement agreement.

3 During the litigation, Class Counsel devoted time, energy, and resources to the following:

- 4 • Conducting background factual research and investigation regarding Plaintiffs' claims;
- 5 • Conducting substantial legal research regarding the applicable laws of numerous States
6 concerning the viability of Plaintiffs' claims, including California, Colorado, Florida,
7 Illinois, Indiana, Nebraska, New York, Ohio, Oregon, South Dakota, and Texas;
- 8 • Researching the applicable theories of law and drafting and filing the first complaint
9 on behalf of Robert Briseño;
- 10 • Preparing and filing Consolidated Amended Complaints;
- 11 • Vigorously opposing and surviving Defendant's Motion to Dismiss the Consolidated
12 Amended Complaint;
- 13 • Preparing and filing Plaintiffs' Motion for Class Certification and Amended Motion
14 for Class Certification;
- 15 • Successfully opposing Conagra's attempts to reverse the District Court's certification
16 of 11 statewide damages classes, including in the Ninth Circuit and the United States
17 Supreme Court;
- 18 • Successfully obtaining a groundbreaking decision in the Ninth Circuit on the hotly
19 contested issue of "ascertainability" in class actions;
- 20 • Engaging in expert discovery with agriculture, economic, and marketing experts;
- 21 • Vigorously and successfully opposing multiple motions to stay the litigation under the
22 primary jurisdiction doctrine;
- 23 • Engaging in extensive discovery, including but not limited to multiple motions to
24 compel production of documents, review of extensive discovery from Conagra;
25 propounding and responding to written discovery; and preparing, taking, and defending
26 over twenty depositions;
- 27 • Successfully opposing Conagra's attempt—approximately seven years after filing of
28 the first complaint in this action—to transfer, through the JPML, this case to the
Northern District of Illinois;
- Preparing for and participating in a mediation session and extensive correspondence
with retired federal judge, Hon. Edward A. Infante, between January and March 2018;

- Engaging in extensive, renewed settlement negotiations with Defendant and Magistrate Judge McCormick, including extensive correspondence, telephone conferences, and an in-person settlement conference on August 30, 2018;
- After the Parties reached agreement in principle regarding monetary relief to Class Members and the provisions of injunctive relief, engaging in extensive settlement negotiations with Defendant and Magistrate Judge McCormick on the issues of the value of the injunctive relief, attorneys' fees for Class Counsel, plaintiffs' service awards, and the costs of settlement notice and administration;
- Further negotiations regarding the language of various settlement documents including but not limited to the Settlement Agreement, the Motion for Order Directing Notice to Class Members, the Class Notices, press releases, and various documents used by the Settlement Notice and Claims Administrator;
- Communicating with potential Class members during the litigation and seeking information regarding the Settlement; and
- Engaging in ongoing communications with Plaintiffs regarding the status of the Action and the Settlement.

Joint Declaration of Henry J. Kelston and Adam J. Levitt in Support of Plaintiffs' Motion for Award of Attorneys' Fees, Expenses, and Representative Plaintiffs' Service Awards (the "Kelston/Levitt" Declaration) at ¶ 5. Although the above list is non-exhaustive and does not detail all of Class Counsel's work to date, the combined efforts translated into approximately 20,319.65 working hours and a total combined current lodestar of \$11,498,806.80 (historical lodestar of approximately \$11,486,838.80) and expenses of \$978,671.10 (to date). Kelston/Levitt Declaration at ¶ 7.

III. ARGUMENT

A. Class Counsel Are Entitled to Their Requested Attorneys' Fees

The Supreme Court has long recognized 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, 487 (1980). Federal Rule of Civil Procedure 23(h) provides that "[i]n a certified class action, the court may award

reasonable attorneys' fees and nontaxable costs that are authorized by law or by the parties' agreement." *Kim v. Tinder, Inc.*, No. CV 18-3093-JFW(ASX), 2019 WL 2576367, at *12 (C.D. Cal. June 19, 2019); *see also Manual for Complex Litigation*, § 14.121 (4th ed. 2004) ("The decision of an award of attorney fees in a common-fund case is committed to the sound discretion of the trial court, which must consider the unique contours of the case.").

"[A]ttorneys who take on class action matters enabling litigants to pool their claims provide a huge service to the judicial process and should be rewarded for their effects." *In re Sketchers Toning Shoe Prods. Lib. Litig.*, No. 11-md-2308, 2013 WL 2010702, at *9 (W.D. Ky. May 13, 2013) (internal citations omitted). Courts recognize that "most class actions are inherently complex and settlement avoids the costs, delays and multitude of other problems associated with them." *In re Austrian & German Bank Holocaust Litig.*, 80 F.Supp.2d 164, 174 (S.D.N.Y. 2000).⁷

In the Ninth Circuit, a district court has discretion to apply either a lodestar method or a percentage-of-the-fund method in calculating a class fee award in a common fund case. *Kim*, 2019 WL 2576367, at *12 (citing *Fischel v. Equitable Life Assur. Soc'y of U.S.*, 307 F.3d 997, 1006 (9th Cir. 2002)). When applying the percentage-of-the-fund method, an attorneys' fees award of "twenty-five percent is the 'benchmark' that district courts should award." *Id.* (quoting *In re Pac. Enters. Sec. Litig.*, 47 F.3d 373, 379 (9th Cir. 1995)). However, a district court may adjust the benchmark when special circumstances indicate a higher or lower percentage would be appropriate. *Id.* "Reasonableness is the goal, and mechanical or formulaic application of either

⁷ Courts recognize that "[a] financial incentive is necessary to entice capable attorneys, who otherwise could be paid regularly by hourly-rate clients, to devote their time to complex, time-consuming cases for which they may never be paid." *Mashburn v. Nat'l. Healthcare Inc.*, 684 F. Supp. 679, 687 (M.D. Ala. 1988); *see also In re WorldCom, Inc. v. ERISA Litig.*, No. 02-cv-4816, 2004 WL 2338151, at *10 (S.D.N.Y. Oct. 18, 2004) (noting in awarding attorneys' fees that "[l]ead Counsel has performed an important public service in this action"); *In re Monosodium Glutamate Antitrust Litig.*, No. CIV 11 MDL 1328 PAM, 2003 WL 29276, at *1 (D. Minn. Feb. 6, 2003) ("The theory behind attorneys' fees awards in class actions is not merely to compensate counsel for their time, but to reward counsel for the benefit they brought to the class and take into account the risk undertaken in prosecuting the action.").

1 method, where it yields an unreasonable result, can be an abuse of discretion.” *Id.* (citing *Fischel*,
2 307 F.3d at 1007).

3 Although an award of attorneys’ fees and expenses must be fundamentally fair, adequate,
4 and reasonable, the Ninth Circuit has held that “the court’s intrusion upon what is otherwise a
5 private consensual agreement negotiated between the parties to a lawsuit must be limited to the
6 extent necessary to reach a reasoned judgment that the agreement is not the product of fraud or
7 overreaching by, or collusion between, the negotiating parties, and that the settlement, taken as a
8 whole, is fair, reasonable and adequate to all concerned.” *Id.* (quoting *Hanlon v. Chrysler Corp.*,
9 150 F.3d 1011, 1027 (9th Cir. 1998)). District courts in the Ninth Circuit often rely upon mediation
10 proceedings as independent confirmation that settlement terms regarding attorneys’ fees were not
11 the result of collusion or a sacrifice of the interests of the class. *See id.* at *12-13 (giving deference
12 to the mediation proceedings and the judgment of the parties regarding the reasonableness of fees,
13 because the settlement resulted from extensive arm’s length negotiations including a full day
14 mediation session with a Judge); *see also Sandoval v. Tharaldson Emp. Mgmt., Inc.*, 2010 WL
15 2486346, at *6 (C.D. Cal. June 15, 2010) (holding that “the assistance of an experienced mediator
16 in the settlement process confirms that the settlement is non-collusive”); 2 *McLaughlin*
17 *on Class Actions*, § 6:7 (8th ed.) (“A settlement reached after a supervised mediation receives a
18 presumption of reasonableness and the absence of collusion”).

19 **B. The Requested Attorneys’ Fees Are Reasonable**

20 Notably, this Court already found reasonable the request for attorneys’ fees and incentive
21 awards. Preliminary Approval Order (Doc. 654) at 6-7. The Ninth Circuit recognizes both the
22 percentage-of-fund and the lodestar methods of calculating attorneys’ fees in the class action
23 context. *In re Online DVD-Rental Antitrust Litig.*, 779 F.3d 934, 949 (9th Cir. 2015). A court can
24 demonstrate that its use of a particular method or the amount awarded is reasonable by conducting
25 a cross-check using the other method. *Id.* Where, as here, the common benefits include both
26 monetary and injunctive relief, estimates of the total value of the fund may be unreliable “rendering

1 application of any percentage-of-recovery approach inappropriate.” *Manual for Complex*
2 *Litigation*, § 14.121, p. 190. The lodestar approach is warranted when “circumstances indicate
3 that the percentage recovery would be either too small or too large in light of the hours devoted to
4 the case.” *Id.* at p. 186. Under the lodestar method, the Court multiplies the number of hours
5 reasonably expended by a reasonable hourly rate for the work, and “there is a strong presumption”
6 that the resulting amount is a reasonable fee. *Mergens v. Sloan Valve Co.*, No.
7 CV1605255SJOSKX, 2017 WL 9486153, at *11 (C.D. Cal. Sept. 18, 2017) (citing *Stanger v.*
8 *China Elec. Motor, Inc.*, 812 F.3d 734, 738 (9th Cir. 2016)).

9 In this case, the fee request is approximately **50% less** than Class Counsel’s aggregate
10 current and historical lodestar. Class Counsel have served the best interests of the Settlement Class
11 members in all respects and have obtained settlement relief that is **more** than Plaintiffs could have
12 achieved at trial. This case involves complex factual, scientific, and legal issues. Plaintiffs
13 asserted a number of causes of action under various states’ laws and prosecuted those claims
14 through class certification, up to the Ninth Circuit and United States Supreme Court, and Plaintiffs
15 were prepared to continue to do so through trial. Indeed, had the litigation continued, numerous
16 factual and legal issues would have been litigated, resulting in substantial additional litigation
17 expenses and possible delay in recovery. The parties vigorously negotiated every detail of the
18 settlement, and those negotiations took place at arm’s-length, with attorneys’ fees, expense
19 reimbursement, and service awards only being negotiated after the Parties agreed on the scope of
20 Class-wide relief and only after the Parties accepted Magistrate Judge McCormick’s “mediator’s
21 proposal” on the value of the injunctive relief and attorneys’ fees issues. Kelston/Levitt
22 Declaration at ¶ 6. There was no collusion. *See* Preliminary Approval Order (Doc. 654) at 4
23 (“[t]here is no evidence of collusion during the parties’ settlement negotiations.”).

24 Courts have recognized that requesting an amount of attorneys’ fees that is less than the
25 lodestar supports the reasonableness of the request. *See Quiroz Sandoval v. Roadlink USA Pac.,*
26 *Inc.*, No. EDCV1000973VAPDTBX, 2012 WL 13070733, at *2 (C.D. Cal. July 9, 2012)

(awarding one-third of the maximum settlement sum, because plaintiffs' counsel provided billing records to show that the lodestar amount for the work expended on the case substantially exceeded the requested amount of attorneys' fees); *Delgado v. New Albertson's, Inc.*, No. SACV08806DOCRNBX, 2012 WL 12969845, at *2 (C.D. Cal. Jan. 23, 2012) (finding the requested fee award reasonable on a lodestar basis, because it is significantly less than the reasonable lodestar expended on the case); *Corson v. Toyota Motor Sales U.S.A., Inc.*, No. CV128499JGBVBKX, 2016 WL 1375838, at *9 (C.D. Cal. Apr. 4, 2016) (same).

In addition to Class Counsel and their predecessor law firms, there have been two other law firms that have worked on this case for Plaintiffs and the other Settlement Class members. Submitted herewith are the sworn affidavits of counsel who attest to the total lodestar time that their respective law firms spent litigating this matter, the hourly rates, as well as the hourly rates of the attorneys from those firms who worked on this litigation.⁸ The total hours and lodestar reported by each affiant is summarized in the chart set forth in Paragraph 10 of the Kelston/Levitt Declaration. Altogether, Class Counsel and their firms have invested more than 20,319.65 hours prosecuting this case. *See* Kelston/Levitt Declaration and Exhibits A-G thereto. Class Counsel's lodestar represents the number of hours expended on the litigation multiplied by each timekeeper's respective hourly rates. Class Counsel was vigilant throughout to ensure that time spent on the case was intended to advance the case and was non-duplicative. Kelston/Levitt Declaration at ¶ 12. Class Counsel's work, in the aggregate, helped to advance the claims, narrow the issues, and ultimately negotiate a successful Settlement Agreement and advance the merits of this Settlement to the Court. *Id.* at ¶ 14. The hourly rates charged by each firm are justified by the firms' expertise in this type of litigation and the rates charged in their local communities for class action litigation. *See* Kelston/Levitt Declaration and Exhibits A-G thereto. In addition to the time they have

⁸ *See* Kelston/Levitt Declaration at ¶ 18.

1 expended, Class Counsel have advanced approximately \$978,671.10 in expenses (to date). *Id.* at
2 ¶¶ 7, 19.

3 Throughout the course of this litigation, there has been a real and substantial risk that these
4 substantial resource investments would not be recovered. In addition, in light of the timing of this
5 fee request, there is still further work to perform in order to achieve the Court's final approval of
6 the Settlement Agreement. Class Counsel will continue to expend significant time and resources
7 in furtherance of this case including, but not limited to: (1) responding to Settlement Class
8 Member communications; (2) filing responses to any objections filed by objectors; (3) addressing
9 any challenges to the Settlement by any state Attorneys General or by the United States
10 Department of Justice, as permitted by the Class Action Fairness Act; (4) preparing for, traveling
11 to and attending the October 7, 2019 final approval hearing; and (5) resolving any appeals that
12 may be filed. While, hopefully, there will be no attempts to appeal any Final Approval Order that
13 the Court enters to resolve this years-old, hard-fought litigation and high-quality settlement,
14 appeals of class action settlements are not unheard of in today's legal climate.

15 **1. The Number of Hours Spent Was Reasonable**

16 The amount of time a lawyer decides to devote to various tasks in complex litigation is
17 necessarily the product of highly selective judgment involving questions of strategy and tactics
18 unique to that case. Here, the firms serving as Class Counsel have spent approximately 20,319.65
19 hours on this litigation as of July 23, 2019. Kelston/Levitt Declaration at ¶¶ 7, 19.

20 Class counsel exercised billing judgment, attempting to reduce the hours billed to reduce
21 redundancies. Each attorney attests that the amounts reflected by the hours worked on this case
22 were reasonably and necessarily incurred in connection with prosecution of this litigation.
23 Kelston/Levitt Declaration at ¶ 13. Throughout the litigation, Class Counsel took measures to
24 avoid duplicative work and to promote efficiency. *Id.* at ¶ 12. Class Counsel made assignments
25 in a coordinated manner to ensure that talents were properly used and that information acquired
26 through discovery was appropriately catalogued and incorporated into litigation strategy and,

ultimately, settlement strategy. *Id.* Senior attorneys were not used when they were not required and attorneys did not perform work that paralegals could perform. *Id.* Class Counsel worked cooperatively and collaboratively throughout this litigation, embracing a team approach in an effort to foster efficiency. *Id.* The lodestar, therefore, represents the hours spent by timekeepers with the appropriate levels of experience. Moreover, the lodestar only reports time from November 1, 2011 through July 23, 2019, and does not include the hours of additional time Class Counsel will expend in furtherance of final settlement approval. *Id.* at ¶ 8.

2. The Hourly Rates Applied Are Reasonable

The Class Counsel firms involved in this litigation are located across the United States and have national class action and complex litigation practices. Class Counsel represent that their hourly rates are the usual and customary hourly rates charged by their firms in connection with litigation similar to the instant litigation. *See* Kelston/Levitt Declaration at ¶ 17. The hourly rates applied here are market rates similar to those charged by firms with expertise in class action and other complex litigation. The hourly rates are reasonable, taking into consideration the experience and skill of such attorneys and market rates for such skill. *Chalmers v. Los Angeles*, 796 F.2d 1205, 1210 (9th Cir. 1986) (“[T]he district court must determine a reasonable hourly rate considering the experience, skill, and reputation of the attorney requesting fees.”). As might be expected, the lodestar is comprised of a range of hourly rates—from \$995 for a senior partner with decades of experience in consumer class actions to \$200 for paralegals.⁹

Through whichever lens the Court chooses to view the requested fee award, it is clear that the hourly rates put forward here are reasonable and within the range of what is charged for similar services by lawyers of reasonably comparable skill, experience, and reputation. First, Class

⁹ In considering a fee petition in *In re Lupron*, an MDL litigation in the District of Massachusetts, the court deemed it unnecessary to adjudge the individual reasonableness of each attorney’s rate across thirty firms and multiple jurisdictions based on the “reasonable assumption that MDL coordinating counsel have every incentive for weeding out inflated or dubious fee requests before making a pro rata distribution of the award.” *In re Lupron Mktg. & Sales Practices Litig.*, No. 01-CV-10861-RGS, 2005 WL 2006833, at *6 n.14 (D. Mass. Aug. 17, 2005).

Counsel attest to their skill and experience, as well as the reasonableness of their customary rates as consistent with the prevailing level for similar work in their own jurisdiction. *See* Kelston/Levitt Declaration at ¶¶ 9, 17. Affidavits of class counsel concerning prevailing rates in the community and rate determinations in other cases are sufficient evidence of the prevailing market rates in the community. *See Good Morning to You Prods. Corp. v. Warner/Chappell Music, Inc.*, No. CV134460GHKMRWX, 2016 WL 6156076, at *6 (C.D. Cal. Aug. 16, 2016) (citing *United Steelworkers of Am. v. Phelps Dodge Corp.*, 896 F.2d 403, 407 (9th Cir. 1990)). In *Good Morning to You*, the court found the hourly rates ranging from \$190 to \$935 to be reasonable although some of the attorneys billed at “relatively high hourly rates.” *See id.* at *7-8. The court also collected cases¹⁰ approving hourly rates for attorneys with experience in class action and other complex litigation, including up to \$975 per hour. *Id.*; *see also Kearney v. Hyundai Motor America*, No. SACV 09–1298–JST (MLGx), 2013 WL 3287996 at *8 (C.D. Cal. June 28, 2013) (approving hourly rates between \$650 and \$800 for class counsel in a consumer class action).

Class Counsel have calculated their lodestar figure using their current hourly rates (with historical rates for former employees), in accordance with Supreme Court and the Ninth Circuit precedent that recognizes the use of current hourly rates when counsel has taken the litigation as a contingent fee matter, thereby delaying any recovery until the outcome of the case. *See Missouri v. Jenkins*, 491 U.S. 274, 284 (1989); *Fischel*, 307 F.3d at 1010, *Vizcaino*, 290 F.3d at 1050-51.¹¹

¹⁰ *See, e.g., Roberti v. OSI Sys., Inc.*, 2015 WL 8329916, at *7 (C.D. Cal. Dec. 8, 2015) (approving hourly rates of \$525 to \$975 for attorneys with experience in securities class action); *In re Am. Apparel S'holder Litig.*, 2014 U.S. Dist. LEXIS 184548, at *77-82 (C.D. Cal. July 28, 2014) (approving hourly partner rates of \$675 to \$735, associate rates of \$395 to \$475, and paralegal rates of \$200 to \$250); *Perfect 10, Inc. v. Giganews, Inc.*, No. CV 11-07098-AB SHX, 2015 WL 1746484, at *15, 19-20 (C.D. Cal. Mar. 24, 2015), *aff'd*, 847 F.3d 657 (9th Cir. 2017) (approving as reasonable hourly rates ranging from \$350 for the lowest-paid associate to \$930 for the highest-paid partner)).

¹¹ *Accord In re Veeco Instruments Inc. Sec. Litig.*, No. 05 MDL 01695 (CM), 2007 WL 4115808, at *9 (S.D.N.Y. Nov. 7, 2007) (“The use of current rates to calculate the lodestar figure has been repeatedly endorsed by courts as a means of accounting for the delay in payment inherent in class actions and for inflation.”); *see also In re Vioxx Prods. Liab. Litig.*, 760 F. Supp. 2d 640, 660 (E.D. La. 2010) (attorneys from across the country contributed common benefit work in the MDL; as a result, the Court allowed attorneys to use their actual reported billing rate as opposed to prevailing

1 Given Class Counsel's declarations, the level of skill and experience required in this
2 complex consumer class action case, and the relevant case law, Class Counsel's effective hourly
3 billing rates are eminently reasonable. *See Ingram v. Oroudjian*, 647 F.3d 925, 928 (9th Cir. 2011)
4 (no special proof of reasonableness of the hourly rate is required; instead, the Court may use its
5 own knowledge of rates charged in similar litigation).

6 Because Class Counsel's rates are in line with rates of lawyers of reasonably comparable
7 skill, experience, and reputation, and the total number of hours expended is reasonable in light of
8 the complexity of the litigation and the work performed, Class Counsel's total lodestar is also
9 reasonable. By agreeing to cap all attorneys' fees and expenses at \$6,850,000, Class Counsel
10 agreed to request approximately **50% less** than their total lodestar, despite the fact that Class
11 Counsel's efforts, time expended, successes achieved, and costs incurred far exceed the agreed-
12 upon cap. Furthermore, additional work needs to be done to conclude the case, which will result
13 in additional costs and fees incurred by Class Counsel, and will further increase the total lodestar.
14 Kelston/Levitt Declaration at ¶¶ 8, 18. Thus, any reduction in Class Counsel's fee request would
15 further decrease Class Counsel's lodestar value and could create a disincentive to undertake
16 contingency fee cases that protect consumers, such as this one. *See, e.g., Wess v. Storey*, Case No.
17 2:08-cv-623, 2011 WL 1463609, at *11 (S.D. Ohio April 14, 2011) (noting that "public interest"
18 favored paying fee award and that, "absent adequate compensation, counsel will not be willing to
19 undertake the risk of contingent fee class action litigation. . . . [I]t is an established practice in the
20 private legal market to reward attorneys for taking the risk of non-payment by paying them a
21 premium over their normal hourly rates for winning contingency cases.").

22 _____
23 rate in the Eastern District of Louisiana, where the MDL was located); *Connectivity Systems, Inc.*
24 *v. National City Bank.*, No. 2:08-cv-1119, 2011 WL 292008, at *13 (S.D. Ohio, Jan. 26, 2011)
25 ("[t]o compensate for the delay Plaintiffs' Counsel encountered in receiving compensation, it is
26 appropriate to use current fee rates in calculating the lodestar.") (internal citations omitted).

1 **3. Factors Courts Consider in Determining Reasonableness**

2 The Ninth Circuit has identified a number of factors that district courts can analyze when
3 deciding the whether an award of attorneys' fees is reasonable, including the following: (1) the
4 results achieved; (2) the length the case has transpired; (3) the complexity of the case; (4) the risk
5 of litigation; (5) the skill required and the quality of work; (6) the contingent nature of the fee; and
6 (7) awards made in similar cases. *Vizcaino v. Microsoft Corp.*, 290 F.3d 1043, 1047-1050 (9th
7 Cir. 2002); *Six (6) Mexican Workers v. Ariz. Citrus Growers*, 904 F.2d 1301, 1311 (9th Cir. 1990).
8 Class Counsel's fee request satisfies each of these criteria.

9 **a. Results Achieved**

10 Class Counsel's efforts clearly benefitted Settlement Class members. Significantly, during
11 the pendency of this litigation, Conagra removed the "natural" claim from the labels of Wesson
12 Oil Products and stopped marketing, advertising, and selling Wesson Oil Products as "natural."
13 The Parties have agreed that, as part of the Final Approval Order, the Court will issue an injunction
14 ordering that should Conagra reacquire the Wesson Oil brand, Conagra will not advertise, market,
15 or sell Wesson Oil Products labeled as "natural" unless the FDA issues guidance or a regulation,
16 or federal legislation is enacted, permitting use of a "natural" claim on a product like Wesson Oils.
17 Also as part of the injunction, Conagra will not advertise, market, or sell Wesson Oil Products as
18 "non-GMO" unless the claim is certified by an independent third-party certification organization.
19 The Parties agree that the injunctive relief is valued at \$27 million.

20 It is axiomatic that settlement "[b]enefits may include different forms of injunctive relief,
21 or relief that may mix injunctive and damages elements." *Manual for Complex Litigation*, 4th ed.,
22 §21.71 p. 336; *see also Blanchard v. Bergeron*, 489 U.S. 87, 95 (1989) (cautioning against an
23 undesirable emphasis on monetary damages that might shortchange efforts to seek effective
24 injunctive or declaratory relief); *Good Morning to You*, 2016 WL 6156076, at *3 (when the value
25 of nonmonetary or injunctive relief can be accurately ascertained, it can be included as part of the
26 value of a common fund; even when the value of such relief is not readily ascertainable, courts

1 should consider the value of injunctive relief as a relevant circumstance); *Littlejohn v. Ferrara*
2 *Candy Co.*, No. 318CV00658AJBWVG, 2019 WL 2514720, at *5 (S.D. Cal. June 17, 2019)
3 (discussing the settlement’s “meaningful injunctive relief” in the form of removing the phrase “No
4 Artificial Flavors” from packaging and identifying “dl-malic acid” as an ingredient; finding
5 reasonable the fee award sought by class counsel).

6 In *Meyenburg v. Exxon Mobil*, No. 3:05-CV-15-DGW, 2006 WL 5062697 (S.D. Ill. June
7 5, 2006), objectors argued that the injunctive relief obtained had no value specifically when
8 calculating attorney fees. The court stated that “[a] settlement is to be viewed in its entirety in
9 evaluating the fairness” and further that “regardless of the dollar value of this component to the
10 settlement, it involves significant and costly changes to Exxon Mobil’s marketing practices, which
11 directly addresses the core challenge to those practices made by the class.” *Id.* at 8. Thus, the
12 court determined “that the argument that the injunctive relief as no value is without merit.” *Id.* As
13 in *Meyenburg*, significant injunctive relief in this case—valued at not more than \$27 million via a
14 “mediator’s proposal” from Magistrate Judge McCormick—addresses the core challenge of this
15 litigation, thereby conferring a valuable benefit to consumers, including Plaintiffs and the other
16 Settlement Class members.

17 In addition to the injunctive relief, the settlement also provides substantial monetary
18 benefits, including a per-unit amount that is **36% more** than Class members could obtain, on a
19 per-unit basis, had Plaintiffs prevailed at trial. As of July 19, 2019, 70,745 claims have been
20 submitted for 1,937,091 units. Assuming that all claims are valid, the per-unit benefit of \$0.15
21 amounts to \$290,563.65. The settlement also includes an additional fund of \$575,000 to be
22 allocated to members of the New York and Oregon state classes who submit valid claim forms, as
23 compensation for statutory damages.

24 **b. Duration and Complexity of Litigation**

25 For more than eight years, Class Counsel aggressively and diligently pursued this litigation,
26 as set forth above. Class Counsel conducted substantial and hotly contested discovery, took and

1 defended numerous depositions, defeating multiple motions to stay this litigation, and defended
2 certification of 11 statewide damages classes in the Ninth Circuit and the United States Supreme
3 Court. Class Counsel was fully apprised of the strengths and weaknesses of the case in determining
4 that this Settlement Agreement was in the best interests of the Settlement Class, and the proposed
5 Class Representatives also agreed to the terms of the proposed Settlement.

6 **c. Risk and Contingent Nature of Litigation**

7 Contingent fee litigation is fraught with substantial risks, and those risks often increase as
8 the case develops. *See Mergens*, 2017 WL 9486153, at *12–13 (agreeing with class counsel that
9 their requested fee award is supported by, among other things, the fact that they undertook the
10 matter solely on a contingent basis, expending considerable time, effort, and money with no
11 guarantee of future recovery); *Good Morning to You*, 2016 WL 6156076, at *16 (granting fee
12 request after recognizing, among other things, “the risk class counsel faced by taking this case on
13 a contingency-fee basis”).

14 Class Counsel has litigated this action on a contingent basis for more than eight years and
15 placed their own resources at risk in prosecuting these cases on behalf of their clients and the other
16 Settlement Class members. The litigation addressed difficult issues (*e.g.*, the hotly contested
17 “ascertainability” issue in class actions) that were appealed to the Ninth Circuit and United States
18 Supreme Court and later resolved through settlement only after considerable discovery, motion
19 practice, and negotiations. Success and recovery were never guaranteed, as Defendant has not
20 conceded liability. In addition, Class Counsel opposed skilled defense attorneys from several of
21 the largest law firms in the country. *Cody v. SoulCycle Inc.*, No. CV156457MWFJEMX, 2017
22 WL 6550682, at *6 (C.D. Cal. Oct. 3, 2017) (“Counsel have achieved significant benefits for class
23 members in the form of both monetary and non-monetary relief. As discussed above, the risks of
24 an inferior award—if any—if the parties were to continue litigation are high . . . The two law firms
25 representing the class in this action exercised considerable skill in the litigation . . . and they did
26 so on an entirely contingent basis.”).

d. Skill Required and Quality of Work

Class Counsel are all highly skilled attorneys with substantial experience litigating class actions, including consumer class actions. Class Counsel provided extensive class action litigation and settlement experience for the benefit of their clients and the other Settlement Class members. In pursuing this litigation vigorously for nearly eight years, Class Counsel have protected and advanced the interests of the Class, while handling complex issues. The Court is well-positioned to judge the quality of Class Counsel's work, but the result achieved is the clearest reflection of counsel's skill and expertise, particularly (1) achieving important law in the Ninth Circuit that it has never adopted an implied "ascertainability" requirement for class certification under Rule 23; (2) obtaining injunctive relief valued at \$27 million; and (3) settling for substantial monetary benefits, including a per-unit amount that is **36% more** than Class members could obtain, on a per-unit basis, had Plaintiffs prevailed at trial.

e. Awards in Similar Cases

Class Counsel's request for attorneys' fees and expenses in the aggregate amount of \$6,850,000 aligns with similar cases in this district regardless of whether this Court uses the percentage-of-fund and/or the lodestar method to analyze the request. As discussed above, this Court already found that the requested total for attorneys' fees represents approximately 25.4% of the parties' estimated value of the injunctive relief or 23% of Plaintiffs' conservative estimated value of injunctive relief. Preliminary Approval Order (Doc. 654) at 6. Those percentages are right at the 25% "benchmark" used by the Ninth Circuit, and the Settlement also includes additional value for Class members in the form of the monetary benefits discussed above. *Sanders v. RBS Citizens, N.A.*, No. 13-CV-3136-BAS-RBB, 2017 WL 363536, at *2-3 (S.D. Cal. Jan. 25, 2017) (discussing the 25% benchmark and awarding 25% of the overall recovery); *Cody*, 2017 WL 6550682, at *6 (finding request for fees and costs—to be paid separate and apart from the settlement amount—to be reasonable because it represents 25% of the lower end of the settlement value range).

1 This Court also recognized that Class Counsel’s request for \$6,850,000 is approximately
2 half of their actual total combined lodestar and unreimbursed expenses. Preliminary Approval
3 Order (Doc. 654) at 6-7. As discussed above in Section III.B., fee requests are often granted in
4 this district when Class Counsel requests less than their total lodestar. *Quiroz Sandoval*, 2012 WL
5 13070733, at *2; *Delgado*, 2012 WL 12969845, at *2; *Corson*, 2016 WL 1375838, at *9.

6 **C. Class Counsel Should be Awarded Their Costs and Expenses**

7 An attorney is entitled to “recover as part of the award of attorneys’ fees those out-of-
8 pocket expenses that would normally be charged to a fee paying client.” *Harris v. Marhoefer*,
9 24 F.3d 16, 19 (9th Cir. 1994). To date, Class Counsel has incurred a total of \$978,671.10 in
10 unreimbursed costs and expenses in this litigation. Kelston/Levitt Declaration at ¶¶ 7, 19. These
11 costs and expenses include money spent on the following: expert witness fees, external and
12 internal reproduction of documents produced in the case, document hosting platform costs, travel
13 expenses, court filing fees, computer research, telephone, postage, and delivery costs, making
14 court appearances, and paying for transcripts. *Id.* at ¶ 18.

15 The costs and expenses that Class Counsel has incurred in this litigation to date were
16 reasonable and appropriate for litigation of this size and duration. Class Counsel took steps to
17 coordinate their work and to avoid duplicative costs. *Id.* at ¶ 20. Class Counsel, therefore,
18 respectfully requests an order awarding reimbursement of their costs and expenses. *See, e.g.*,
19 *Cody*, 2017 WL 6550682, at *6 (finding that class counsel’s out-of-pocket litigation expenses
20 “were of a nature typically billed to fee-paying clients,” were recoverable or reasonably necessary
21 to the prosecution of the action, and should be included as part of the award); *Kim*, 2019 WL
22 2576367, at *14 (finding costs requested by class counsel reasonable, because, among other
23 reasons, defendants have agreed to separately pay them, and they were necessary to advance the
24 action and ultimately secure resolution); *Mergens*, 2017 WL 9486153, at *13 (finding reasonable
25
26

1 class counsel's request for costs, including in connection with investigating claims, engaging a
2 mediator, travel, legal research, photocopying, and other customary litigation expenses).¹²

3 **D. The Requested Service Awards to the Settlement Class Representatives Are**
4 **Reasonable**

5 Class Counsel also request Representative Plaintiffs' service awards of \$3,000 for each of
6 the six Plaintiffs who were deposed¹³ and \$1,000 for each of the seven Plaintiffs who were not
7 deposed,¹⁴ for a total aggregate service award amount of \$25,000. All of the Plaintiffs have been
8 supportive and involved in this lengthy litigation, including reviewing pleadings, responding to
9 discovery requests, preparing for and testifying at depositions, communicating with counsel, and
10 approving the terms of the settlement agreement. Kelston/Levitt Declaration at ¶ 24. Any service
11 awards will be paid by Conagra separate from and in addition to the other settlement benefits. This
12 Court already found that the requested service awards "are within the range of incentive awards
13 typically approved by district courts" and that "the request for incentive awards is reasonable."
14 See Preliminary Approval Order (Doc. 654) at 7 (citing *In re Toys R Us-Del., Inc.—Fair &*
15 *Accurate Credit Transactions Act Litig.*, 295 F.R.D. 438, 470 (C.D. Cal. 2014) (explaining that
16 California district courts typically approve incentive awards between \$3,000 and \$5,000)).

17 Other courts in this district agree that the amounts of service awards requested here are
18 reasonable. See *Cody*, 2017 WL 6550682, at *7 (acknowledging "the extensive caselaw
19 supporting a \$5,000 incentive award" and finding appropriate an award of that amount to the two
20 named plaintiffs); *Mergens*, 2017 WL 9486153, at *13-14 (citing how incentive awards are fairly

22 ¹² The *Mergens* court cited how courts have discretion to reimburse consulting and expert witness
23 fees, and it also cited expenses that are typically recoverable, such as travel, meals, lodging,
24 photocopying, long-distance telephone calls, computer legal research, postage, courier service,
25 mediation, exhibits, documents scanning, and visual equipment. *Id.*

24 ¹³ Robert Briseño, Michele Andrade, Jill Crouch, Pauline Michael, Necla Musat, and Maureen
25 Towey.

26 ¹⁴ Julie Palmer, Cheri Shafstall, Dee Hooper-Kercheval, Kelly McFadden, Erika Heins, Rona
27 Johnston, and Anita Willman.

typical in class action cases, in the Ninth Circuit a \$5,000 incentive award is presumptively reasonable, and awarding that amount). Service awards are appropriate in light of the efforts made by the Class Plaintiffs to protect the interests of the other Settlement Class members, the time and effort the Class Plaintiffs expended pursuing this matter, and the substantial benefit the Class Plaintiffs helped achieve for the other Settlement Class members. To date, no Settlement Class member has objected to the proposed incentive awards. Based on the foregoing, Class Counsel respectfully request that the Court approve the aforementioned incentive awards for each of the Representative Plaintiffs.

IV. CONCLUSION

For the foregoing reasons, as well as those previously explained to the Court, Plaintiffs respectfully request that the Court grant their motion awarding attorneys' fees, expenses, and representative plaintiffs' service awards in the aggregate amount of \$6,875,000.

Respectfully submitted,

Dated: July 23, 2019

/s/ David E. Azar

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Class Counsel

CERTIFICATE OF SERVICE

The undersigned certifies that, on July 23, 2019, he caused this document to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of filing to registered counsel of record for each party.

Dated: July 23, 2019

/s/ David E. Azar

David E. Azar (SBN 218319)

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**JOINT DECLARATION OF HENRY J. KELSTON AND ADAM J. LEVITT
IN SUPPORT OF PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS'
FEES, EXPENSES, AND REPRESENTATIVE PLAINTIFFS' SERVICE AWARDS**

We, HENRY J. KELSTON and ADAM J. LEVITT, declare as follows pursuant to 28 U.S.C. §1746:

1. Henry J. Kelston is a partner of Tadler Law LLP and was formerly a partner at the law firm of Milberg Tadler Phillips Grossman LLP ("MTPG") and Milberg LLP.¹ Adam J. Levitt is a partner of the law firm of DiCello Levitt Gutzler LLC ("DLG").

2. Our firms are Co-Lead Class Counsel ("Class Counsel") under the Settlement with Conagra being presented to the court for Final Approval. We submit this declaration in support of Plaintiffs' Motion for Award of Attorneys' Fees, Expenses, and Representative Plaintiffs' Service Awards. We have personal knowledge of the facts set forth in this declaration and could testify competently as to them if called upon to do so.

3. This Action has been litigated for more than eight years, and it seeks relief for Conagra's alleged deceptive and misleading marketing of its Wesson brand cooking oils, made from genetically-modified organisms ("GMO"), as being "100% Natural." The earlier Kelston/Levitt

¹ Since the filing of the Unopposed Motion for Order Directing Notice to Class Members (Doc. 650), Henry J. Kelston and Ariana J. Tadler left MTPG and joined Tadler Law LLP. MTPG was established in 2018 by members of Milberg LLP, a leading class action and complex litigation firm, and members of Sanders Phillips Grossman LLC, a nationally recognized plaintiffs' law firm representing consumers in mass tort and personal injury cases. Accordingly, the time Henry J. Kelston and Ariana J. Tadler spent on this case is reflected in the reports from three firms (Milberg LLP, Milberg Tadler Phillips Grossman LLP, Tadler Law LLP), based on their tenure at each firm, and does not overlap.

1 Declaration (Doc. 652) submitted with the Preliminary Approval Memorandum and incorporated
2 by reference herein, provides a detailed description of the history of the litigation, including among
3 other things, the nature of the claims asserted, the creation of the MDL, early proceedings and
4 discovery, discovery class certification proceedings, appeals, and ancillary litigation.

5 4. In this hard-fought, hotly contested litigation, the Parties have engaged in extensive
6 motion practice, discovery, appeals, and mediation.

7 5. During the course of this litigation, Class Counsel devoted time, energy, and
8 resources to the following non-exhaustive list of efforts:

- 9 • Conducting background factual research and investigation regarding Plaintiffs’
10 claims;
- 11 • Conducting substantial legal research regarding the applicable laws of numerous
12 States concerning the viability of Plaintiffs’ claims, including California,
13 Colorado, Florida, Illinois, Indiana, Nebraska, New York, Ohio, Oregon, South
14 Dakota, and Texas;
- 15 • Researching the applicable theories of law and drafting and filing the first
16 complaint on behalf of Robert Briseño;
- 17 • Preparing and filing Consolidated Amended Complaints;
- 18 • Vigorously opposing and defeating Defendant’s Motion to Dismiss the
19 Consolidated Amended Complaint;
- 20 • Vigorously opposing and defeating Defendant’s repeated efforts to stay or dismiss
21 this case on “primary jurisdiction” grounds;
- 22 • Engaging in two full rounds of hotly-contested class certification motion practice,
23 including preparing, filing, and arguing both rounds of this motion practice, as well
24 as working with experts and engaging in substantial expert discovery each time;
- 25 • Successfully opposing Conagra’s attempts to reverse the District Court’s
26 certification of eleven statewide damages classes, including in the Ninth Circuit
27 (initially and in successfully defeating an *en banc* petition) and the United States
28 Supreme Court;
- Successfully obtaining a groundbreaking decision in the Ninth Circuit on the hotly-
contested issue of “ascertainability” in class actions;
- Engaging in expert discovery with agriculture, economic, and marketing experts;

- Engaging in extensive document and deposition discovery, including, but not limited to, multiple motions to compel production of documents, reviewing extensive discovery from Conagra; propounding and responding to written discovery; and preparing, taking, and defending more than twenty depositions;
- Successfully opposing Conagra's attempts—approximately seven years after filing of the first complaint in this action—to transfer, through the JPML, this case to the Northern District of Illinois, and also notifying the JPML that Conagra had failed to notice a related action in the District of Massachusetts as a potential tag-along action;
- Preparing for and participating in a mediation session and extensive correspondence with retired federal judge, Hon. Edward A. Infante, between January and March 2018;
- Engaging in extensive, renewed settlement negotiations with Defendant and Magistrate Judge McCormick, including extensive correspondence, telephone conferences, and an in-person settlement conference on August 30, 2018, and multiple telephone conferences thereafter;
- After the Parties reached agreement in principle regarding monetary relief to Class Members and the provisions of injunctive relief, engaging in extensive settlement negotiations with Defendant and Magistrate Judge McCormick on the issues of the value of the injunctive relief, attorneys' fees for Class Counsel, plaintiffs' service awards, and the costs of settlement notice and administration;
- Further negotiations regarding the language of various settlement documents, including but not limited to, the Settlement Agreement, the Motion for Order Directing Notice to Class Members, the Class Notices, press releases, and various documents used by the Settlement Notice and Claims Administrator;
- Communicating with potential Class members during the litigation and seeking information regarding the Settlement; and
- Engaging in ongoing communications with Plaintiffs regarding the status of the Action and the Settlement.

6. The parties vigorously negotiated every detail of the Settlement, and those negotiations took place at arm's-length, with attorneys' fees, expense reimbursement, and service awards only being negotiated after the Parties agreed on the scope of Class-wide relief and only after the Parties accepted Judge McCormick's "mediator's proposal" recommending that aggregate attorneys' fees and expenses for Plaintiffs be set at an amount not to exceed \$6,850,000.

7. Although the above list of efforts does not detail all of Class Counsel's work to date,

the combined efforts translated into approximately 20,319.65 working hours and a total combined current lodestar of \$11,498,806.80 (historical lodestar of approximately \$11,486,838.80) and expenses of \$978,671.10 (to date) by the law firms that worked on substantive aspects of this litigation during its pendency.

8. The combined lodestar only reports time from November 1, 2011 (the appointment of co-lead counsel) through July 23, 2019, and does not include the hours of additional time Class Counsel will continue to expend in furtherance of final Settlement approval and administration of the Settlement, which will further increase the combined lodestar.

9. Attached hereto as Exhibits A-G are the sworn affidavits of counsel who attest to the total lodestar time that their respective law firms spent litigating this matter, the hourly rates, as well as the hourly rates of the attorneys from those firms who worked on this litigation.²

10. The total hours and lodestar reported by each affiant is summarized in the following chart:

Firm	Hours	Lodestar
DiCello Levitt Gutzler LLC	828.90	\$669,789.50
Milberg LLP/Milberg Tadler Phillips Grossman LLP/Tadler Law LLP	12,190.05	\$6,435,841.25
Milberg Phillips Grossman LLP	6.80	\$4,250.00
Steyer Lowenthal Boodrookas Alvarez & Smith LLP	808.20	\$487,688.50
Grant & Eisenhofer P.A.	5,381.60	\$3,284,462.00
Wolf Haldenstein Adler Freeman & Herz LLP	878.60	\$438,913.00
Reese LLP	225.50	\$177,862.50
TOTAL LODESTAR	20,319.65	\$11,498,806.80

11. Class Counsel also worked with Professor Samuel Issacharoff, from New York

² Class Counsel's attestation of any fees and expenses other than their own current firms' fees and expenses, is based on those firms' sworn declarations concerning their time and expenses.

1 University School of Law, who assisted Class Counsel in opposing Conagra's petition to the United
2 States Supreme Court for a writ of *certiorari* after the Ninth Circuit affirmed certification of eleven
3 statewide damages classes in two separate opinions. Professor Issacharoff filed an appearance in
4 conjunction with Plaintiffs' successful anti-*certiorari* efforts. Professor Issacharoff will be paid for
5 his work out of any attorneys' fees awarded to Plaintiffs and allocated by Class Counsel.

6 12. Class Counsel was vigilant throughout this litigation to ensure that time spent on the
7 case was intended to advance the case, promoted efficiency, and was non-duplicative. Class
8 Counsel made assignments in a coordinated manner to ensure that talents were properly used and
9 that information acquired through discovery was appropriately catalogued and incorporated into
10 litigation strategy and, ultimately, settlement strategy. Senior attorneys were not used when they
11 were not required and attorneys did not perform work that paralegals could perform. Class Counsel
12 worked cooperatively and collaboratively throughout this litigation, embracing a team approach in
13 an effort to foster efficiency and optimum results.

14 13. Class counsel exercised billing judgment, attempting to reduce the hours billed to
15 reduce redundancies, and they attest that the amounts reflected by the hours worked on this case
16 were reasonably and necessarily incurred in connection with prosecution of this litigation.

17 14. Class counsel's work, in the aggregate, helped to advance the claims, narrow the
18 issues, and ultimately negotiate a successful Settlement Agreement and advance the merits of this
19 Settlement to the Court.

20 15. Class Counsel is experienced in the litigation, certification, trial, and settlement of
21 class action cases. While litigating and negotiating this Settlement, Class Counsel had the benefit
22 of years of experience in similar consumer and multidistrict class actions.

23 16. Class Counsel's combined lodestar is largely a result of the length of this litigation—
24 including multiple appeals—and the manner in which Conagra chose to litigate, including four
25 motions to stay, extremely contentious discovery, multiple rounds of class certification briefing,
26 appellate and Supreme Court practice, and an attempt by Conagra to retransfer this case from the
27 Central District of California after seven years of litigation.

17. The hourly rates charged by each firm are justified by the firms' expertise in this type of litigation and the rates charged in their local communities for class action litigation.

18. To date, Class Counsel has incurred a total of \$978,671.10 in unreimbursed costs and expenses in this litigation. These costs and expenses include money spent on the following: expert witness fees, external and internal reproduction of documents produced in the case, document hosting platform costs, travel expenses, court filing fees, computer research, telephone, postage, delivery costs, making court appearances, and paying for transcripts. The sworn affidavits of counsel, attached hereto as Exhibits A-G, attest to the costs and expenses incurred while litigating this matter. The total unreimbursed costs and expenses does not include additional costs and expenses Class Counsel will continue to expend in furtherance of final Settlement approval and administration of the Settlement, including travel to and from the final approval hearing.

19. The total costs and expenses reported by each affiant is summarized in the following chart:

Firm	Expenses
DiCello Levitt Gutzler LLC	\$34,086.86
Milberg LLP/Milberg Tadler Phillips Grossman LLP/Tadler Law LLP	\$605,432.70
Steyer Lowenthal Boodrookas Alvarez & Smith LLP	\$10,944.65
Grant & Eisenhofer P.A.	\$313,633.15
Wolf Haldenstein Adler Freeman & Herz LLP	\$12,074.99
Reese LLP	\$2,498.75
TOTAL EXPENSES	\$978,671.10

20. The costs and expenses that Class Counsel has incurred to date in this litigation were reasonable and appropriate for litigation of this size and duration. Class Counsel took steps to coordinate their work and to avoid duplicative costs.

21. Class Counsel is requesting that the Court award them attorneys' fees and costs in the aggregate amount of \$6,850,000—the precise amount of the Mediator's Proposal, which Magistrate

1 Judge McCormick, serving as this Court's appointed mediator, proposed and which the parties
2 accepted. Conagra does not oppose Class Counsel's fee and expense request. Class Counsel has
3 not been paid for the extensive time, effort, costs, and expenses they have put into this litigation.
4 The requested fee and expense award—which is fully justified and appropriate, based on the points
5 set forth herein and in Class Counsel's other settlement-related filings in this matter—will serve to
6 compensate Class Counsel for the time, risk, and expense they have incurred pursuing claims on
7 behalf of the Class members, including the time value of the funds invested over nearly eight years
8 of litigation.

9 22. Disappointingly, Class Counsel's request for \$6,850,000 represents approximately
10 50% of their actual total combined lodestar and unreimbursed expenses. It should also be noted
11 that the requested total for fees and unreimbursed costs represents approximately 23% of the more
12 *conservative* estimate of the total value of the labeling and marketing changes attributable to this
13 litigation, \$30,600,000, well within the range of reasonableness for similar cases. Conagra is paying
14 any Court-awarded attorneys' fees and expenses separately from the Gross Settlement Proceeds
15 paid directly to the Classes.

16 23. Class Counsel also request Representative Plaintiffs' Service Awards of \$3,000 for
17 each the six Plaintiffs who was deposed in this litigation³ and \$1,000 for each of the seven Plaintiffs
18 who were not deposed,⁴ for a total aggregate service award amount of \$25,000.

19 24. Each of the Representative Plaintiffs has been supportive and involved in this lengthy
20 litigation, including reviewing pleadings, responding to discovery requests, preparing for and
21 testifying at depositions, communicating with counsel, and approving the terms of the Settlement
22 Agreement. Declarations from certain Representative Plaintiffs are attached hereto as Exhibit H.⁵

23 25. The Service Awards will compensate the Representative Plaintiffs for their time and
24

25
26 ³ Robert Briseño, Michele Andrade, Jill Crouch, Pauline Michael, Necla Musat, and Maureen Towey.

27 ⁴ Julie Palmer, Cheri Shafstall, Dee Hooper-Kercheval, Kelly McFadden, Erika Heins, Rona Johnston, and Anita Willman.

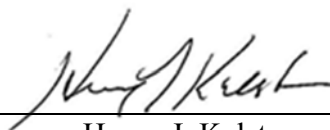
28 ⁵ Class Counsel is working on obtaining declarations from the other Representative Plaintiffs.

1 effort and for the risks they assumed in prosecuting this Action against Conagra for nearly eight
2 years.

3
4 I declare under penalty of perjury that the foregoing is true and correct.

5 Executed on July 23, 2019

6 By:

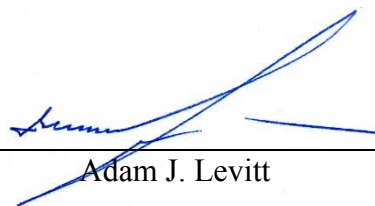
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8 Henry J. Kelston

9 I declare under penalty of perjury that the foregoing is true and correct.

10 Executed on July 23, 2019

11
12 By:

13 

14 Adam J. Levitt

EXHIBIT A

MILBERG PHILLIPS GROSSMAN LLP

DAVID E. AZAR (SBN 218319)
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Los Angeles, California 90025
Telephone: (213) 617-1200
dazar@milberg.com

TADLER LAW LLP

ARIANA J. TADLER (*pro hac vice*)
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One Pennsylvania Plaza
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atadler@tadlerlaw.com
hkelston@tadlerlaw.com

DICELLO LEVITT GUTZLER LLC

ADAM J. LEVITT (*pro hac vice*)
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Telephone: (312) 214-7900
alevitt@dicellolevitt.com

Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGR_x)

MDL No. 2291

CLASS ACTION

DECLARATION OF HENRY J. KELSTON IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
FILED ON BEHALF OF TADLER LAW, LLP

I, Henry J. Kelston, declare as follows:

1. I am a partner of Tadler Law LLP and was formerly a partner at the law firm of Milberg Tadler Phillips Grossman LLP ("MTPG") and Milberg LLP (collectively, "my firms").¹ I

¹ Since the filing of the Unopposed Motion for Order Directing Notice to Class Members (Doc. 650), Henry J. Kelston and Ariana J. Tadler left MTPG and joined Tadler Law LLP. MTPG was established in 2018 by

1 submit this declaration in support of my firms' application for an award of attorneys' fees in
2 connection with services rendered in this case, as well as the reimbursement of expenses incurred
3 by my firms in connection with this multidistrict consumer class action litigation. I have personal
4 knowledge of the matters set forth herein, based upon my active supervision and participation in all
5 material aspects of the litigation.

6 2. Tadler Law is Class Counsel in this litigation. (MTPG and Milberg were Class
7 Counsel while Ariana Tadler and I were at those firms.) Tadler Law, as well as MTPG and
8 Milberg, has extensive class action experience. Our team represents individuals, corporations,
9 institutional investors, hedge funds, private equity funds, public clients, and employees in direct and
10 class action cases in the United States and internationally. My firms and their attorneys have served
11 as sole lead-counsel, co-lead counsel, and on executive committees in numerous class actions,
12 including cases brought on behalf of consumers.

13 3. With the exception of the early stages of the litigation, Ariana J. Tadler and I have
14 been actively involved in all aspects of this litigation while being a partner at Milberg LLP, MTPG
15 and, now, at Tadler Law LLP. Milberg LLP was appointed Interim Class Counsel in this action on
16 November 1, 2011. Ms. Tadler was since named Class Counsel, along with Adam Levitt, DiCello
17 Levitt Gutzler LLC.

18 4. I submit this declaration attesting to the time and expenses I and others at Milberg
19 LLP, MTPG and Tadler Law LLP spent on this litigation. I and others at Tadler Law LLP will
20 continue to work on this case to help administer the Settlement.

21 5. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
22 amount of time spent by the partners, associates, other attorneys, and professional support staff at
23 each of my firms who were involved in this litigation. The lodestar calculation for Tadler Law LLP
24 _____

25 members of Milberg LLP, a leading class action and complex litigation firm, and members of Sanders Phillips
26 Grossman LLC, a nationally recognized plaintiffs' law firm representing consumers in mass tort and personal
27 injury cases. Accordingly, the time Henry J. Kelston, Ariana J. Tadler, and other attorneys and professional
28 support staff spent on this case is reflected in the reports from three firms (Milberg LLP, Milberg Tadler
Phillips Grossman LLP, Tadler Law LLP) and does not overlap.

1 is based on the firm's current billing rates.² The lodestar calculations for myself and Ariana Tadler
2 at Milberg LLP and MTPG are based on our hourly rates in effect when we left active practice at
3 those firms (respectively December 31, 2017 for Milberg LLP and June 15, 2019 for MTPG). For
4 people listed herein, who are were no longer employed by my firms on those dates, the lodestar
5 calculation is based upon the billing rate for that person in his or her final year of employment by
6 the firm. The schedule was prepared from contemporaneous, daily time records regularly prepared
7 and maintained by my firm, which are available at the request of the Court for review *in camera*.³
8 Time expended in preparing this declaration for fees and reimbursement of expenses has not been
9 included in this request.

10 6. The hourly rates for the partners, other attorneys, and professional support staff in
11 my firm included in Exhibit 1 are the same as the rates charged for their services in non-contingent
12 matters and/or which have been used in the lodestar cross check accepted by courts in other class
13 action litigations.

14 7. The total number of hours reflected in Exhibit 1 from inception through and
15 including July 22, 2019 is 12,190.05 hours [11,264.80 hours for Milberg LLP, 899.95 hours for
16 MTPG, and 25.30 hours for Tadler Law LLP]. The total lodestar reflected in Exhibit 1 for that
17 period is \$6,435,841.25 [\$5,814,035.00 for Milberg LLP, \$600,301.25 for MTPG, and \$21,505.00
18 for Tadler Law LLP]. This consists of \$6,029,258.75 for attorneys' time [\$5,443,208.75 for Milberg
19 LLP, \$574,545.00 for MTPG, and \$21,505.00 for Tadler Law LLP] and \$406,582.50 for
20 professional support staff time [\$380,826.25 for Milberg LLP and \$25,756.25 for MTPG].

21 8. My firms' lodestar figures are based upon the firms' billing rates, which rates do not
22 include charges for expense items. Expense items are billed separately and such charges are not
23 duplicated in my firm's billing rates.

24
25
26 ² This application does not include time for anyone who spent fewer than 40 hours on this litigation, nor does
it include time incurred prior to the Court's appointment of case leadership.

27 ³ These records may include information concerning privileged and/or confidential attorney-client
communications or work product.

1 14. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is a
2 firm résumé for Tadler Law LLP, including brief biographies for the attorneys who were principally
3 involved in this litigation.

4
5 I declare under penalty of perjury that the foregoing is true and correct.

6 Executed on this 23rd day of July, 2019.

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9 HENRY J. KELSTON
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EXHIBIT 1

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

MILBERG LLP

TIME REPORT — Inception through 12/31/2017

Name/Position	A	B	C	D	E	F	G	H	Total Hours	Hourly Rate	Total Lodestar
Alexander, Carey (A)	0.00	787.25	503.50	52.75	76.75	12.00	167.75	10.50	1,610.50	\$350	\$563,675.00
Andrejkovics, Paul J. (C)	0.00	0.75	0.00	0.00	0.00	0.00	0.00	0.25	1.00	\$675	\$675.00
Azar, David (C)	1.00	779.15	326.70	95.10	177.00	84.35	229.10	6.30	1,698.70	\$625	\$1,061,687.50
Bailey, Darryl (PL)	0.00	128.50	14.25	5.00	0.00	0.00	0.00	0.00	147.75	\$275	\$40,631.25
Chaffins, Cecille (PL)	0.00	248.25	8.50	3.50	3.75	0.00	11.25	0.00	275.25	\$325	\$89,456.25
Conte, Jennifer (PL)	0.00	294.50	16.75	0.00	5.50	14.00	8.75	0.00	339.50	\$325	\$110,337.50
Duckett, Nicole (P)	0.00	107.75	485.00	50.00	4.50	7.25	0.00	0.00	654.50	\$625	\$409,062.50
Goraj, Suzanne (PL)	0.00	50.50	89.50	18.00	0.00	0.00	0.00	0.00	158.00	\$275	\$43,450.00
Joseph, Jason A. (PL)	0.00	2.50	31.25	0.00	0.00	0.00	100.10	2.00	135.85	\$325	\$44,151.25
Keenan, Meagan (A)	0.00	758.60	727.10	26.25	119.00	43.25	3.50	0.00	1,677.70	\$350	\$587,195.00
Keeney, Christian (A)	12.80	337.60	129.40	0.00	1.00	62.20	0.00	0.00	543.00	\$375	\$203,625.00
Kelston, Henry J. (P)	0.00	1,017.45	880.30	190.75	88.00	68.75	259.25	8.10	2,512.60	\$675	\$1,696,005.00
Powers, Dana (PL)	0.75	119.25	52.00	0.50	3.50	0.00	0.00	0.00	176.00	\$300	\$52,800.00
Tadler, Ariana J. (P)	0.00	167.65	273.70	42.10	135.30	1.00	68.45	16.20	704.40	\$825	\$581,130.00
Tarnor, Nathan (A)	0.00	450.35	117.65	7.00	8.50	0.00	0.00	0.00	583.50	\$500	\$291,750.00
Westerman, Jeff S. (P)	0.00	21.75	13.80	0.00	1.00	9.75	0.00	0.25	46.55	\$825	\$38,403.75
TOTAL LODESTAR									11,264.8		\$5,814,035.00

MILBERG TADLER PHILLIPS GROSSMAN LLP

TIME REPORT — 01/01/2018 through 06/15/2019

Name/Position	A	B	C	D	E	F	G	H	Total Hours	Hourly Rate	Total Lodestar
Andrejkovics, Paul J. (C)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	171.20	171.20	\$700	\$119,840.00
Azar, David (C)	0.00	18.70	0.30	0.40	6.00	13.40	0.00	126.95	165.75	\$625	\$103,593.75
Joseph, Jason A. (PL)	0.00	4.20	0.00	0.00	0.00	0.00	28.90	46.15	79.25	\$325	\$25,756.25
Kelston, Henry J. (P)	0.00	100.60	6.30	1.20	25.70	14.20	0.00	264.40	412.40	\$700	\$288,680.00
Tadler, Ariana J. (P)	0.00	12.90	0.00	0.30	1.40	0.00	0.20	56.55	71.35	\$875	\$62,431.25
TOTAL LODESTAR									899.95		\$600,301.25

TADLER LAW LLP**TIME REPORT — 06/16/2019 through 07/25/2019**

Name/Position	A	B	C	D	E	F	G	H	Total Hours	Hourly Rate	Total Lodestar
Kelston, Henry J. (P)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	25.3	\$850	\$21,505.00
TOTAL LODESTAR									25.30		\$21,505.00

CATEGORIES

- A. Pre-Filing Investigation and Initial Complaint
- B. Legal Research, Pleadings, Briefs, and Motions After Initial Complaint
- C. Discovery and Post-Filing Investigation
- D. Experts and Consultants
- E. Litigation Strategy, Analysis, and Case Management
- F. Court Appearances & Preparation
- G. Appeals (including papers, preparation, appearance, and argument)
- H. Settlement

POSITION

- P = Partner
- A = Associate/Staff Attorney
- C = Senior Counsel/Of Counsel
- PL = Paralegal
- O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

MILBERG LLP

EXPENSE REPORT — Inception through 12/31/2017

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	\$11,195.30
Telephone	\$1,174.16
Messengers/Express Services	\$1,901.89
Filing/Witness Fees	\$4,307.43
Court Reporters/Transcript/Video	\$44,919.07
Computer Research (Lexis, Pacer, etc.)	\$98,139.48
Experts/Consultants/Professional Services	\$383.38
Assessments to Litigation Fund	\$250,000.00
Out-of-Town Meals	\$3,223.81
Out-of-Town Hotel	\$8,744.04
Out-of-Town Transportation	\$31,854.86
Data Hosting	\$126,292.54
TOTAL EXPENSES:	\$582,135.96

MILBERG TADLER PHILLIPS GROSSMAN LLP
EXPENSE REPORT — 01/01/2018 through 06/15/2019

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	\$0.00
Telephone	\$103.44
Messengers/Express Services	\$111.81
Filing/Witness Fees	\$0.00
Court Reporters/Transcript/Video	\$0.00
Computer Research (Lexis, Pacer, etc.)	\$8,836.96
Experts/Consultants/Professional Services	\$1,849.58
Assessments to Litigation Fund	\$2,500.00
Out-of-Town Meals	\$874.95
Out-of-Town Hotel	\$3,615.59
Out-of-Town Transportation	\$5,404.41
Data Hosting	\$0.00
TOTAL EXPENSES:	\$23,296.74

Tadler Law LLP is a woman-owned litigation boutique law firm that represents consumers, investors, and businesses in complex and class action litigation nationwide. The firm's lawyers have been regularly recognized as leaders in the plaintiffs' bar by the National Law Journal, Legal 500, Chambers USA, and Super Lawyers, among others.

LEADERS IN COMPLEX AND CLASS ACTION LITIGATION
(RELEVANT PRACTICES LISTED FOR PENDING APPLICATION)

Consumer Litigation: Our lawyers have long been leaders in protecting consumers from fraudulent and deceptive practices. Among other types of cases, our lawyers have led class actions challenging the use of "natural" labeling on food products made from bioengineered crops (GMOs). *E.g.*, *In re Conagra Foods, Inc* No. 11-05379 (C.D. Cal.) (Class counsel; multi-state class certified; affirmed by Ninth Circuit; petition for writ of certiorari denied by U.S. Supreme Court; settlement pending final approval); *Frito-Lay North America, Inc. "All Natural" Litigation*, No. 12-MD-02413 (E.D.N.Y.) (settled); *In re General Mills, Inc. Kix Cereal Litigation*, Case No. 2:12-cv-00249 (KM)(JBC)(D.N.J.)(Court-appointed Interim Co-Lead Class Counsel; case currently stayed). In *ConAgra*, *Frito Lay*, and *General Mills*, Henry J. Kelston has served as lead lawyer working with Ms. Tadler.

Other representative consumer matters include: *In re Apple, Inc. Device Performance Litigation*, 5:18-MD-02827-EJD (N.D. Cal.) (class action alleging Apple throttled the performance of certain devices, including iPhones, with degraded batteries; Ms. Tadler is a member of the court-appointed Plaintiffs' Executive Committee ("PEC"), and Melissa Ryan Clark is a key member of the Offensive Discovery Team); *Correa v. Sensa Products, LLC.*, No. BC476808 (Cal. Super. Court, Los Angeles Cty.) (\$9 million settlement; alleging that the defendant, manufacturer of a weight-loss product, lacked a sufficient scientific basis for certain of its marketing claims).

Data Breach and Privacy Litigation: Over the last 5 years, our lawyers have extended the breadth of their respective practices on behalf of consumers and made their mark litigating class actions alleging massive data breaches and other violations of consumers' personal and data privacy. Our attorneys have spearheaded numerous highly technical cases and have successfully advanced novel legal theories to protect consumers from ever-evolving cybersecurity and data privacy threats. Representative matters include *In Re: Marriott International, Inc. Custom Data Security Breach Litigation*, MDL Case No. 19-md-2879 (D. Md.) (Plaintiffs' Steering Committee ("PSC")); *Schmidt, et al. v. Facebook, Inc.*, No. 18-05982 (N.D. Cal.) (Interim Class Counsel); *In re Equifax, Inc. Customer Data Breach Litigation*, 17-md-02800 (N.D. Ga.) (PSC; \$380+ million settlement pending court approval; Order Directing Notice to Class, issued July 22, 2019); *In re Yahoo! Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.) (PEC; \$117.5 million settlement pending court approval; Order Granting Preliminary Approval of Settlement, issued July 20, 2019); *In re Target Corporation Customer Data Security Breach Litig.*, No. 14-md-2522 (D. Minn.) (PSC; \$10 million settlement); *Torres, et al. v. Wendy's International, LLC*, 16-cv-00210 (M.D. Fla.) (class counsel; \$3.4 million settlement); *Fero v. Excellus Health Plan*, No. 6:16-cv-06569 (W.D.N.Y.) (special discovery counsel to lead counsel); *In re Anthem, Inc. Data Breach*, No. 15-MD-02617 (N.D. Cal.) (plaintiffs' counsel; settlement created a \$115 million non-reversionary cash fund, delivered more than \$500 million in value to the class, and required extensive injunctive relief to prevent a future breach); *In re Premera Blue Cross Customer Data Breach*

Litig., No. 3:15-md-2633-SI (D. Or.) (plaintiffs' counsel); *Carandang v. Google, Inc.* CGC-12-518415 (Cal. Super., San Francisco Cty.) (plaintiff's counsel; reached confidential resolution); *Ung, et al. v. Facebook, Inc.*, 1-12-CV-217244 (Cal. Super., Santa Clara Cty.) (plaintiff's counsel).

E-Discovery: Ariana J. Tadler pioneered the development of an e-Discovery Practice Group at a plaintiffs' firm while at Milberg LLP. She assembled and trained a dedicated team to meet the e-Discovery demands of complex litigation and developed some of the most exceptional e-Discovery capabilities among U.S. law firms. Established more than 15 years ago, that e-Discovery practice grew extensively and today, Tadler Law offers clients the ability to go toe-to-toe with adversaries in the fast-evolving e-Discovery climate. This multidisciplinary group offers clients a full array of counsel services relating to discovery strategy, data preservation, data collection and storage, sophisticated data search and analysis, production, and computer forensic investigation, as well as training on e-Discovery issues, including application of the recent amendments to the Federal Rules of Civil Procedure, local rules, and state law. All Tadler Law lawyers are trained and experienced in the field of e-Discovery and are regularly called on by attorneys and courts to oversee complex discovery in high-stakes litigation. *E.g.*, *In Re: Marriott International, Inc. Custom Data Security Breach Litigation*, MDL Case No. 19-md-2879 (D. Md.) (appointed to PSC and lead offensive discovery); *Schmidt, et al. v. Facebook, Inc.*, No. 18-05982 (N.D. Cal.) (Interim Class Counsel and lead discovery); *In re Apple, Inc. Device Performance Litigation*, 5:18-MD-02827-EJD (N.D. Cal.) (appointed to PEC and responsible for ESI and offensive discovery); *In re Equifax, Inc. Customer Data Breach Litigation*, 17-md-02800 (N.D. Ga.) (appointed to PSC and responsible for leading offensive discovery); *In re Yahoo! Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.) (appointed to PEC and responsible for leading discovery); *In re Target Corporation Customer Data Security Breach Litig.*, No. 14-md-2522 (D. Minn.) (appointed to the PEC and charged with leading discovery); *Fero v. Excellus Health Plan*, No. 6:16-cv-06569 (W.D.N.Y.) (special discovery counsel to lead counsel).

THE TADLER LAW TEAM

ARIANA J. TADLER has extensive experience litigating and managing complex securities and consumer class actions, including high profile, fast-paced cases and data breach litigations. After more than 20 years working at Milberg LLP and then Milberg Tadler Phillips Grossman LLP, Ms. Tadler and her core team established Tadler Law LLP, a complex and class action litigation boutique firm.

Ms. Tadler is recognized as one of the nation's preeminent leading authorities on electronic discovery and pioneered the establishment of an e-Discovery Practice group within a plaintiffs' firm structure. Ms. Tadler is regularly invited to speak on a variety of litigation and discovery-related topics and has authored numerous articles and

developed and promoted best practice tips and tools, including *The Jumpstart Outline*, now in its third edition, published by The Sedona Conference®.

Ms. Tadler and her team have actively litigated numerous highly publicized data breach litigations. Ms. Tadler was recently appointed to serve on the PSC in the multidistrict litigation in *In Re: Marriott International, Inc. Custom Data Security Breach Litigation*, MDL Case No. 19-md-2879 (D. Md.); and as interim class counsel in *Schmidt, et al. v. Facebook, Inc.*, No. 18-05982 (N.D. Cal.). Other representative matters include *In re Equifax, Inc. Customer Data Breach Litigation*, 17-md-02800 (N.D. Ga.) (relating to the credit bureau's data breach, which exposed the financial

information of more than 145 million consumers; appointed to PSC; \$380+ million settlement pending; Order Directing Notice to Class, issued July 22, 2019); *In re Yahoo! Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.) (class action arising from a breach affecting approximately 194 million user accounts; appointed to PEC; \$117.5 million common fund settlement pending; Order Granting Preliminary Approval, issued July 20, 2019); *In re Target Corporation Customer Data Security Breach Litigation*, No. 14-md-2522 (D. Minn.) (representing consumers in a class action alleging that Target Corp. failed to protect customers from a massive data breach during the holiday shopping season; appointed to PSC; achieved a \$10 million settlement).

Ms. Tadler is also currently serving on the PEC in the multidistrict litigation *In re Apple Inc. Device Performance Litigation*, No. 5:18-md-02827-EJD (N.D. Cal.). The *Apple* litigation arises from a December 2017 admission by Apple that it had released iOS updates designed to slow down the performance of certain iPhones and iPads. The case alleges that Apple throttled the performance of these devices to conceal problems with their batteries. Ms. Tadler serves as Co-Chair of the Offensive Discovery and ESI Coordination Committee.

Ms. Tadler is currently serving as lead counsel and settlement class counsel in a number of consumer cases involving the mislabeling of products that contained GMOs as “natural,” including *In re ConAgra Foods, Inc.*, No. 11-05379 (C.D. Cal.) in which a class was certified by the district court, affirmed by the Court of Appeals for the Ninth Circuit and successfully survived Defendants’ petition for a writ of *certiorari* to the United States Supreme Court.

Ms. Tadler has been recognized for her ability to manage particularly large, complex, fast-paced litigations. Ms. Tadler’s accomplishments include litigation of three

cases in the Eastern District of Virginia (a/k/a the “Rocket Docket”) in less than four years, including *In re MicroStrategy Securities Litigation*, a federal securities litigation, in which plaintiffs’ counsel negotiated settlements valued at more than \$150 million. Ms. Tadler served on the PEC and as plaintiffs’ liaison counsel in the *Initial Public Offering Securities Litigation* in which the court approved a \$586 million cash settlement. Among the thousands of defendants in this coordinated action were 55 prominent investment banks and more than 300+ corporate issuers.

Ms. Tadler also has been retained as Special Discovery Counsel in complex litigation and class actions. She represented the government of Colombia as Special Discovery Counsel in its pursuit of claims alleging smuggling and illegal sales of alcohol by several international companies for violation of United States RICO statutes and other common law claims. The engagement encompassed identifying relevant information responsive to defendants’ requests, confirming and guiding preservation practices, and interviewing and collecting data from more than 100 custodians in 23 Colombian Departments (Colombia’s equivalent to our States in the U.S.). The team also reviewed and produced data in the litigation and was tasked with ensuring compliance with the various privacy laws of Colombia and the United States with regard to personal data, controlled data and the transfer of sensitive information. Lawyers from other firms faced with e-Discovery challenges seek out Ms. Tadler for her guidance and counsel.

Appointed by United States Supreme Court Chief Justice Roberts, Ms. Tadler serves on the Federal Civil Rules Advisory Committee. Additionally, she has been appointed by Committee Chair Judge John D. Bates to the subcommittee tasked with reviewing and considering potential civil rules for multidistrict litigation (MDL) cases.

Ms. Tadler has completed her service on The Sedona Conference®'s Board of Directors and, after five years as Chair, serves as Chair Emeritus of the Steering Committee for Working Group 1 on Electronic Document Retention and Production, the preeminent “think tank” on e-discovery. In addition, she serves on the Advisory Board of Georgetown University Law Center's Advanced E-discovery Institute where she educates federal judges and lawyers on e-Discovery issues and serves on the Bloomberg Law Litigation Innovation Board. Ms. Tadler also recently completed her service as Executive Director for the Board of Advisors of the Benjamin N. Cardozo School of Law's Data Law Initiative.

Ms. Tadler continues to be recognized for her litigation prowess by prominent legal industry rating organizations. Ms. Tadler's recent accolades include: repeated Band 1 (highest) recognition by Chambers and Partners' for E-Discovery; selection by Super Lawyers (2010-2019); New York Metro Super Lawyers (2010-2019); Super Lawyers “Top 100 Lawyers in New York Metro Area” (2015-2019); Super Lawyers “Top 50 Women Lawyers in New York Metro Area” (2015-2019); Who's Who Legal Litigation: Leading Practitioner-E-Discovery (2017); Who's Who Legal Litigation (2015-2018); Top 50: 2014 Women New York; and AV® Preeminent rating from Martindale Hubbell. The Legal 500 2016 rankings stated: “‘Consummate professional’ Ariana Tadler, who leads the E-Discovery unit [then at her former firm], is ‘exceptional, clear and forceful, a giant in her field’ ... ‘able to navigate technical discovery issues at a very high level.’”

Ms. Tadler is a member of several legal industry associations, including: American Bar Association; American Bar Foundation (Fellow); American Association for Justice; Federal Bar Council; New York State Bar Association; National Association of Women Lawyers; New York Women's Bar Association; and The New York Inn of Court.

Ms. Tadler is a fellow of the Litigation Counsel of America, an invitation-only trial lawyer honorary society that recognizes the country's top attorneys. She is also involved in various community and not-for-profit organizations and currently serves on the board of Mobilization for Justice.

Ms. Tadler commits countless hours to mentoring others in their educational and professional pursuits. She is particularly focused on fostering education and career opportunities for women and underprivileged youth.

Ms. Tadler is also a Principal in Meta-e Discovery LLC, a data hosting, management and consulting company, which is the result of the 2015 spin-off of Milberg LLP's prior Litigation Support and Data Hosting services division that Ms. Tadler spearheaded.

Ms. Tadler graduated from Hamilton College in 1989 and received her J.D. from Fordham University School of Law in 1992.

MELISSA RYAN CLARK has spent more than a decade litigating complex and class action privacy, financial, and consumer cases.

She has a broad range of class action experience, having represented consumers in data privacy, data breach, and consumer fraud cases against data and tech giants like Facebook, Inc., Google, Apple, Inc., Equifax Inc., and RCN Corp., as well as corporations in other industries, such as Wendy's International, LLC. Ms. Clark also has a strong background in securities fraud litigation and has represented investors in class actions against publicly traded companies like ARIAD Pharmaceuticals, Inc.

Previously, Ms. Clark worked at a boutique firm in New York, where she was part of a securities litigation team that recovered several multimillion-dollar settlements on behalf of investors. Her legal work experience also includes judicial externships with the Honorable Jerry Brown,

Chief Judge of the United States Bankruptcy Court, Eastern District of Louisiana and the Honorable Jay C. Zainey of the United States District Court, Eastern District of Louisiana, as well as a clerkship for the San Francisco District Attorney's Office.

In addition to her legal work, Ms. Clark has experience teaching legal research, writing, and management communication skills as a Senior Fellow at Tulane Law School and an Adjunct Writing Instructor at Tulane University's Freeman School of Business.

She is an active member of the New York State Bar Association, where she serves on the Law, Youth & Citizenship Committee and Mock Trial subcommittee, and the American Bar Association, where she serves on the Professional Liability Committee as co-editor of the newsletter.

Ms. Clark received her B.S. from Florida State University in 2004 and her J.D. from Tulane University in 2007. She also attended UC Berkeley-Boalt Hall for a semester, where she received high honors in Securities & Class Action Litigation and was a member of the *California Law Review*.

Ms. Clark has been recognized as a New York Super Lawyers "Rising Star" each year since 2011 and was named to the Benchmark Litigation 40 & Under Hot List in 2018.

A.J. DE BARTOLOMEO has nearly 30 years of experience prosecuting class actions and complex matters in courts throughout the United States. She has served in court-appointed leadership roles in numerous MDL mass tort and class action lawsuits.

Ms. de Bartolomeo served on the PSCs for *In re Yaz and Yasmin Birth Control Litigation*, *In re Actos Products Liability Litigation*, and *In re Pradaxa Products Liability Litigation*. Ms. de Bartolomeo has also served on Law and Briefing committees and has been involved with Daubert briefings

in a number of cases, including *Yaz*, *Actos* and *Pradaxa*. She previously served on the PSC for *In re Transvaginal Mesh Litigation*. She also served as Co-Lead Counsel representing over 300 individuals (including minors) who used the Fitbit Force™ Wireless Activity + Sleep Wristband and suffered personal injuries and permanent scarring, achieving a 2017 settlement in aggregate matrix formula for a confidential amount.

In class action matters, she received Co-Lead position appointments in *In re Literary Works in Electronic Database Copyright Litigation*, MDL No. 1379 (S.D.N.Y.), *In re Motors Liquidation Company, et al., f/k/a General Motors Corp., et al.* (Bankruptcy Litigation) (S.D.N.Y.), *In re American Express Financial Advisors Securities Litigation* (S.D.N.Y.), and *CalSTRS v. Qwest Communications, et al.* (N.D. Cal.). She was appointed lead counsel in *Powers v. Cable & Wireless, Inc.* (D. Mass and then settled in Delaware Bankruptcy Court.) and *Telstar v. MCI, Inc.*, achieving a settlement of more than \$2.8 million in cash on behalf of class of commercial subscribers alleging FCA violations for unfair billing practices. Ms. de Bartolomeo currently serves on the Plaintiffs' Steering Committee in *In Re Avandia Marketing, Sales Practices and Products Liability Litigation*, MDL 1871.

Ms. de Bartolomeo is in the forefront of advancing opportunities for women in the law. A former Chair of the Women's Trial Lawyer Caucus of the American Association of Justice, she oversaw the caucus's work in leadership training, student scholarship, membership, and political outreach.

Ms. de Bartolomeo received an AV-Preeminent rating by Martindale Hubbell and has been recognized by her peers as a Northern California Super Lawyer every year since 2013.

Other awards and recognition include the Above and Beyond Award, American Association for Justice, 2018; Top 50 Women

Lawyers in Northern California, 2017; Distinguished Service Award, American Association for Justice, 2016; and Top Women Attorneys in Northern California for 2014.

A frequent guest speaker and conference presenter, Ms. de Bartolomeo has addressed subjects of ethical procedures for client and case management, best settlement practices and procedures in complex litigation, pharmaceutical fraud, Daubert challenges, Fed. R. Civ. Pro. 37(e), corporate litigation risk management and compliance procedures, and class action notice and settlement administration.

Past and present memberships and directorships include Member, American Bar Association; Member of ABA Sections on Litigation, and on Antitrust Law and Tort and Insurance Practice; Member, American Association for Justice; Member of the AAJ Executive Committee (2016-Present); Board of Governor (2016-Present); Executive Committee Member for Women's Trial Lawyer Caucus (2016-Present); Chair of Women's Trial Lawyer Caucus (2015-2016); Former Member, National Association of Public Pension Attorneys, Task Force on Securities Litigation and Damage Calculation; Former Member, American Bankruptcy Institute.

HENRY KELSTON received a B.S. degree, *cum laude*, from Tufts University in 1975, and a J.D. degree from New York University School of Law in 1978, where he was a member of the *Annual Survey of American Law*.

Mr. Kelston's practice is concentrated in the areas of complex litigation, class actions and electronic discovery. Mr. Kelston has represented consumers in class actions against major food manufacturers challenging the use of "natural" claims on products containing GMOs. He has also litigated major data

breach cases, including *In re Yahoo! Inc. Customer Data Security Breach Litigation*, concerning the then largest consumer data breach in history. Mr. Kelston has extensive experience in state and federal court litigation, administrative proceedings, and arbitrations, and is a regular speaker and CLE presenter on electronic discovery. He is a member of The Sedona Conference® Working Group 1 on Electronic Document Retention and Production. Most recently, he assisted in drafting The Sedona Conference® COMMENTARY ON LEGAL HOLDS: THE TRIGGER & THE PROCESS (expected publication in 2019), and served on the faculty for The Sedona Conference® E-DISCOVERY NEGOTIATION TRAINING. Mr. Kelston has also taught Basics of E-Discovery at Legal Services of New Jersey's In Depth Litigation Skills Training program.

EXHIBIT B

MILBERG PHILLIPS GROSSMAN LLP

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11766 Wilshire Boulevard, Suite 500
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Telephone: (213) 617-1200
dazar@milberg.com

TADLER LAW LLP

ARIANA J. TADLER (*pro hac vice*)
HENRY J. KELSTON (*pro hac vice*)
One Pennsylvania Plaza
New York, New York 10119
Telephone: (212) 946-9453
atadler@tadlerlaw.com
hkelston@tadlerlaw.com

DICELLO LEVITT GUTZLER LLC

ADAM J. LEVITT (*pro hac vice*)
Ten North Dearborn Street, Eleventh Floor
Chicago, Illinois 60602
Telephone: (312) 214-7900
alevitt@dicellolevitt.com

Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

DECLARATION OF DAVID E. AZAR IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
FILED ON BEHALF OF MILBERG PHILLIPS GROSSMAN LLP

I, David E. Azar, declare as follows:

1. I am an attorney at the law firm of Milberg Phillips Grossman LLP ("MPG"). I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this multidistrict consumer class action litigation. I have personal

1 knowledge of the matters set forth herein, based upon my active supervision and participation in all
2 material aspects of the litigation.

3 2. I have worked on this matter for approximately the past seven years through interim
4 lead and then class counsel, starting with Milberg LLP, and continuing through the current and
5 former firms with the Milberg name described in Declaration Of Henry J. Kelston In Support Of
6 Motion For Attorneys' Fees And Reimbursement Of Expenses Filed On Behalf Of Tadler Law,
7 LLP ("Kelston Declaration"), which description I adopt and incorporate by reference.

8 3. MPG has extensive class action experience. We represent a variety of plaintiffs in
9 direct and class action cases in the United States and internationally, and the firm and its attorneys
10 have lead, co-lead, and executive committee experience in numerous class actions, including cases
11 brought on behalf of consumers.

12 4. I have been personally involved in all aspects of this litigation during the above-
13 described period. I expect to continue to work on this case to assist with final approval and to help
14 administer the Settlement.

15 5. My time prior to June 15, 2019 is included in the Kelston Declaration. My time after
16 June 15, 2019 is through MPG, and I am the only person submitting time for MPG.

17 6. The total number of hours expended by me through MPG on this litigation (i.e., since
18 June 15, 2019) is 6.8 hours. The **total lodestar for my firm is \$4,250**, all of which is for my
19 attorney time.

20 7. The above lodestar calculation based on my firm's current billing rates, and prepared
21 from contemporaneous, daily time records regularly prepared and maintained by me, which are
22 available at the request of the Court for review *in camera*.¹ Time expended in preparing this
23 declaration for fees and reimbursement of expenses has not been included in this request.

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27 ¹ These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

EXHIBIT C

MILBERG PHILLIPS GROSSMAN LLP

DAVID E. AZAR (SBN 218319)
11766 Wilshire Boulevard, Suite 500
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Telephone: (213) 617-1200
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TADLER LAW LLP

ARIANA J. TADLER (*pro hac vice*)
HENRY J. KELSTON (*pro hac vice*)
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hkelston@tadlerlaw.com

DICELLO LEVITT GUTZLER LLC

ADAM J. LEVITT (*pro hac vice*)
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Chicago, Illinois 60602
Telephone: (312) 214-7900
alevitt@dicellolevitt.com

Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

DECLARATION OF ADAM J. LEVITT IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
FILED ON BEHALF OF DICELLO LEVITT GUTZLER LLC

I, Adam J. Levitt, declare as follows:

1. I am one of the founding partners of the law firm of DiCello Levitt Gutzler LLP (and managing partner of its Chicago office). I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this multidistrict

1 consumer class action litigation. I have personal knowledge of the matters set forth herein, based
2 upon my active supervision and participation in all material aspects of the litigation.

3 2. My firm is Class Counsel in this litigation. My firm has extensive class action
4 experience. We represent individuals, corporations, institutional investors, hedge funds, private
5 equity funds, public clients, and employees in direct and class action cases in the United States and
6 internationally. My firm and its attorneys have served as sole lead-counsel, co-lead counsel, and on
7 executive committees in numerous class actions, including cases brought on behalf of consumers.

8 3. I have led this action since being appointed Interim Class Counsel in this action on
9 November 1, 2011 (I have since been named Class Counsel, along with Ariana Tadler, of Tadler
10 Law LLP). I have been personally involved in all aspects of this litigation while being a partner at
11 the following law firms: Wolf Haldenstein Adler Freeman & Herz LLP, Grant & Eisenhofer, P.A.,
12 and, now, at DiCello Levitt Gutzler LLC. Declarations attesting to the time and expenses I and
13 others at those three law firms spent on this litigation are being submitted concurrently herewith,
14 along with additional declarations from my colleagues at other law firms who have also worked on
15 this litigation. I will continue to work on this case to help administer the Settlement.

16 4. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
17 amount of time spent by the partners, associates, other attorneys, and professional support staff of
18 my firm who were involved in this litigation, and the lodestar calculation based on my firm's
19 current billing rates.¹ For people listed herein, who are no longer employed by my firm, the
20 lodestar calculation is based upon the billing rate for that person in his or her final year of
21 employment by my firm. The schedule was prepared from contemporaneous, daily time records
22 regularly prepared and maintained by my firm, which are available at the request of the Court for
23 review *in camera*.² Time expended in preparing this declaration for fees and reimbursement of
24

25 _____
26 ¹ This application does not include time for anyone who spent fewer than 20 hours on this litigation, nor does
it include time incurred prior to the Court's appointment of case leadership.

27 ² These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

expenses has not been included in this request.

5. The hourly rates for the partners, other attorneys, and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been used in the lodestar cross check accepted by courts in other class action litigations.

6. The total number of hours expended on this litigation by my firm is 828.9 hours. The total lodestar for my firm is \$669,789.50, consisting of \$646,704.50 for attorneys' time and \$23,085.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in Exhibit 2, my firm has incurred a total of \$34,086.86 in unreimbursed expenses in connection with the prosecution of this litigation.

9. The expenses incurred in this action are reflected on the books and records of my firm, which are available at the request of the Court. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses as charged by the vendors. Third-party expenses are not marked up.

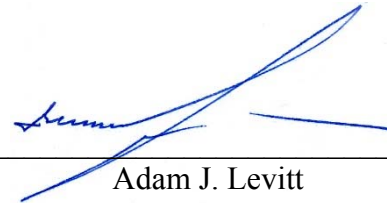
10. My firm does not have any referral agreements with any other law firms relating to this litigation.

11. By agreement among Plaintiffs' Counsel, my firm is not charging separately for the following costs and expenses: secretarial and clerical overtime, including their meals and local transportation; word processing; secretarial/clerical time for document preparation; time charges for routine copying, faxing or scanning; incoming/outgoing fax charges; office supplies (such as paper, binders, etc.); special publications; continuing legal education seminars; and/or working meals for attorneys (with the exception of meals with clients, expert or other witnesses, meals while traveling for the case, or meal expenses for meetings between Plaintiffs' Counsel).

1 12. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is
2 my firm's résumé and brief biographies for the attorneys in my firm who were principally involved
3 in this litigation.

4 I declare under penalty of perjury that the foregoing is true and correct.

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6 Executed on this 23rd day of July, 2019.

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Adam J. Levitt

EXHIBIT 1

***In re ConAgra Foods, Inc.*, Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)**

DICELLO LEVITT GUTZLER LLC

TIME REPORT — April 1, 2017 through July 23, 2019

Name/Position	Hours	Rate	Amount
Adam J. Levitt (P)	439.7	985.00	\$433,104.50
Amy E. Keller (P)	226.4	750.00	\$169,800.00
Adam Prom (A)	87.6	500.00	\$43,800.00
Audree Lebdjiri (PL)	54.2	300.00	\$16,260.00
Justin Abbarno (PL)	21.0	325.00	\$6,825.00
TOTAL LODESTAR	828.9		\$669,789.50

POSITION

P = Partner

A = Associate/Staff Attorney

C = Senior Counsel/Of Counsel

PL = Paralegal

O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

DiCELLO LEVITT GUTZLER LLC

EXPENSE REPORT — April 1, 2017 through July 23, 2019

<u>Categories:</u>	<u>Amount</u>
Telephone/ Facsimile Charges	\$280.00
Postage/Messengers/Express Services	\$74.52
Computer Research (Lexis, Pacer, etc.)	\$7,556.26
Experts/Consultants/Professional Services	\$1,849.58
Assessments to Litigation Fund	\$12,500.00
Out-of-Town Meals	\$1,639.77
Out-of-Town Hotel	\$2,057.77
Out-of-Town Transportation	\$8,128.96
TOTAL EXPENSES:	\$34,086.86

EXHIBIT 3



DICELLO LEVITT GUTZLER

Chicago

Ten North Dearborn Street
Eleventh Floor
Chicago, Illinois 60602
312.214.7900

Cleveland

Western Reserve Law Building
7556 Mentor Avenue
Mentor, Ohio 44060
440.953.8888

New York

444 Madison Avenue
Fourth Floor
New York, New York 10022
646.933.1000

DiCello Levitt Gutzler LLC's Experience and Representative Cases

Representing institutional investors, individuals, businesses, and public clients, the firm's attorneys have successfully prosecuted and settled numerous complex cases and class actions, resulting in billions of dollars in recoveries for their clients and other class members. Partners Mark DiCello, Adam Levitt, and Greg Gutzler lead a top-notch team of recognized leaders who share a collective depth of experience and steadfast commitment to justice. Their tireless advocacy on behalf of their clients is well-known, recently leading Mike Bowers, Georgia's former Attorney General, to characterize a settlement obtained by Adam Levitt and Amy Keller on behalf of small business owners against a major credit card processor as a "work of art," and "one of the best pieces of legal work I have ever observed." *Champs Sports Bar & Grill v. Mercury Payment Systems, LLC*, No. 16-cv-00012 (N.D. Ga.).

Based in Chicago, Cleveland, and New York, with a nationwide practice, the firm's attorneys have successfully led—and are presently leading—many large class and multidistrict actions, including against industry titans such as Apple, Intel, General Motors, and Equifax, and representing businesses and investors in arbitrations and litigation in multiple courts.

REPRESENTATIVE MULTI-DISTRICT AND CLASS ACTION CASES

<i>In re Intel Corp. CPU Marketing, Sales Practices and Products Liability Litigation</i> , No. 18-md-02828 (D. Or.)	Nationwide class action related to security flaws in Intel-manufactured CPUs.	Plaintiffs' Steering Committee
<i>In re Apple Inc. Device Performance Litigation</i> , No. 18-md-02827 (N.D. Cal.)	International class action concerning device performance throttling.	Plaintiffs' Executive Committee
<i>In re Polaris Marketing, Sales Practices, and Products Liability Litigation</i> , No. 18-0939 (D. Minn.)	Nationwide class action against off-road vehicle manufacturer related to design defects impacting driver safety.	Co-Lead Counsel
<i>In re Equifax, Inc. Customer Data Security Breach Litigation</i> , No. 17-MD-02800 (N.D. Ga.)	Data breach affecting nearly 150 million people.	Co-Lead Counsel
<i>State of New Mexico, ex rel. Hector H. Balderas v. Takata Corporation</i> , No. D-101-CV-2017-00176 (Santa Fe 1st Jud. Dist., N.M.)	Consumer protection lawsuit brought by state attorney general involving defective and dangerous airbags.	Counsel by Special Commission
<i>Champs Sports Bar & Grill v. Mercury Payment Systems, LLC</i> , No. 16-cv-00012 (N.D. Ga.)	Card processing fee class action resulting in nationwide settlement of \$52 million for small businesses.	Co-Lead Counsel
<i>Sloan v. General Motors LLC</i> , No. 16-cv-07244-EMC (N.D. Cal.)	Excessive oil consumption defect class action.	Co-Lead Counsel
<i>State of New Mexico, ex rel. Hector H. Balderas v. Volkswagen Group of America</i> , No. D-101-CV-2017-00176 (Santa Fe 1st Jud. Dist., N.M.)	Consumer protection lawsuit related to corporation's use of defeat device to circumvent state consumer and environmental laws.	Counsel by Special Commission

<i>In re Volkswagen "Clean Diesel" Marketing, Sales Practices and Products Liability Litigation</i> , No. 15-md-2672 CRB (JSC) (N.D. Cal.)	Vehicle emissions/defeat device class action litigation resulting in over \$16 billion in total settlements for consumers.	Plaintiffs' Steering Committee
<i>In re General Motors LLC Ignition Switch Litigation</i> , No. 14-md-2542 (S.D.N.Y.)	Ignition switch defect class action.	Executive Committee
<i>In re Navistar MaxxForce Litigation</i> , No. 14-cv-5249 (N.D. Ill.)	Nationwide truck emissions control system defect class action.	Co-Lead Counsel
<i>NCUA v. RBS Securities, Inc.</i> , No. 13-cv-6726 (S.D.N.Y.)	Securities litigation related to residential mortgage-backed securities Accepted offer of judgment for \$129.6 million, plus fees	Represented Successful Government Agency
<i>In re Adobe Systems, Inc. Privacy Litigation</i> , No. 13-cv-05226 (N.D. Cal.)	Data breach affecting 38 million customer accounts.	Executive Committee
<i>CMFG Life Ins. Co. v. RBS Sec. Inc.</i> , No. 12-cv-037 (W.D. Wis.)	Securities litigation related to residential mortgage-backed securities; recovery amounts confidential.	Counsel for Large Wisconsin Corporation
<i>Roberts v. Electrolux Home Products, Inc.</i> , No. 12-cv-1644 CAS (C.D. Cal.)	Defective dryer class action resulting in \$35.5 million nationwide settlement.	Co-Lead Counsel
<i>In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation</i> , MDL No. 2284 (E.D. Pa.)	Tree and shrub damage from defective herbicide class action resulting in \$550 million settlement.	Co-Lead Counsel
<i>In re Sony Gaming Networks and Customer Data Security Breach Litigation</i> , No. 11-md-02258 (S.D. Cal.)	Data breach case affecting 77 million accounts.	Co-Lead Counsel
<i>In re Michaels Stores Pin Pad Litigation</i> , No. 11-C-3350 (N.D. Ill.)	Data breach lawsuit concerning compromised payment information.	Co-Lead Counsel
<i>In re StarLink Corn Products Liability Litigation</i> , MDL No. 1403 (N.D. Ill.)	Biotechnology class action concerning contamination of U.S. corn supply with unapproved genetically modified trait resulting in \$110 million settlement.	Co-Lead Counsel
<i>In re Genetically Modified Rice Litigation</i> , MDL No. 1811 (E.D. Mo.)	Biotechnology mass tort concerning contamination of U.S. rice supply resulting in aggregate settlements exceeding \$1.1 billion.	Co-Lead Counsel
<i>In re Porsche Cars Plastic Coolant Tubes Litigation</i> , MDL No. 2233 (S.D. Ohio)	Nationwide class action involving defective engine coolant tubes resulting in \$45 million settlement.	Co-Lead Counsel

<i>In re: Reebok Easytone Litigation</i> , No. 10-CV-11977 (D. Mass.)	False advertising class action resulting in \$25 million, non-reversionary settlement fund.	Class Counsel
<i>In re Pharmatrak, Inc. Privacy Litigation</i> , No. 00-11672 (D. Mass.)	Internet privacy lawsuit related to collection of personal information without consent.	Co-Lead Counsel
<i>NCUA v. Barclays Capital, Inc.</i> , No. 13-cv-6727 (S.D.N.Y.) & No. 12-1631 (D. Kan.)	Securities litigation related to residential mortgage-backed securities. Settled for \$325 million combined.	Represented Successful Government Agency
<i>NCUA v. Wachovia Capital Markets LLC</i> , No. 13-cv-6719 (S.D.N.Y.) & No. 11-2649 (D. Kan.)	Securities litigation related to residential mortgage-backed securities. Settled for \$53 million combined.	Represented Successful Government Agency
<i>NCUA v. Morgan Stanley & Co., Inc.</i> , No. 13-cv-6705 (S.D.N.Y.) & No. 13-cv-2418 (D. Kan.)	Securities litigation related to residential mortgage-backed securities. Settled for \$225 million combined.	Represented Successful Government Agency
<i>NCUA v. RBS Securities, Inc., et al.</i> , No. 11-2340 (D. Kan.) & No. 11-5887 (C.D. Cal.)	Securities litigation related to residential mortgage-backed securities. Settled for \$1.1 billion.	Represented Successful Government Agency
<i>Monsanto v. Syngenta Seeds, Inc.</i> , No. 07-cv-543 (E.D. Mo)	Breach of licensing agreement related to access to Monsanto's newest patented soybean technology. Resulted in favorable settlement agreement.	Represented Large Biotechnology Corporation
<i>Gulf Power v. Peabody</i> , No. 06-cv-270 (N.D. Fla.)	Defending breach of coal supply agreement. Tried to successful verdict.	Represented Large Energy Company
<i>Monsanto v. Delta & Pine Land Company CA</i> , No. 1970-N (Del. Chancery)	Confidential arbitration re licensing fees and obligations related Monsanto's patented cotton technology.	Represented Large Biotechnology Corporation
<i>Monsanto v. Syngenta Seeds, Inc.</i> , No. 2107CC-01361 (Missouri State Court, St. Louis County)	Licensing dispute related to Monsanto's patented soybean technology. Tried to successful verdict; received all remedies sought, including declaratory judgment and injunctive relief.	Represented Large Biotechnology Corporation
<i>Monsanto v. Garst Seed Co.</i> , No. 2104CC-04999 (Missouri State Court – St. Louis County)	Breach of contract case. Won summary judgment.	Represented Large Biotechnology Corporation

<i>In re DoubleClick, Inc. Privacy Litigation</i> , No. 00-civ0641 (S.D.N.Y.)	Internet privacy class action.	Class Counsel
<i>Supnick v. Amazon.com, Inc.</i> , No. C00-0221P (W.D. Wash.)	Internet privacy lawsuit related to installation of tracking software.	Co-Lead Counsel
<i>Monsanto v. E.I. du Pont De Nemours & Co. Inc.</i> , No. 00-cv-00952 (E.D. Mo.)	Patent infringement lawsuit. Tried to successful \$1 billion verdict, the fourth-largest patent-infringement jury verdict in U.S. history	Represented Large Biotechnology Corporation

DiCello Levitt Gutzler LLC's Experienced Roster of Attorneys

Acknowledged as Super Lawyers and Leading Lawyers by Law Dragon, and AV-Rated by Martindale-Hubbell, the attorneys of DiCello Levitt are recognized as best in their field by prominent legal publications. In addition, the firm's attorneys have been included in the Law Bulletin's 40 Under 40 award, National Trial Lawyers 40 Under 40 list, and the *Best Lawyers in America* publication.

Beyond recognition from legal publications, the firm's attorneys have contributed to the legal community through scholarship and speaking engagements, including as a panelist for the Women's Bar Association of Illinois, testifying before the Illinois Supreme Court Rules Committee on class action practice, and chairing an annual class action litigation conference in Chicago.

Biographies for the firm's attorneys who frequently handle commercial litigation and financial services matters are listed below.



Adam J. Levitt
Partner

EMAIL:
alevitt@dicellolevitt.com

EDUCATION
Northwestern University Law
School, J.D.

Columbia College, Columbia
University, A.B., *magna cum laude*

Adam operates one of the nation's leading commercial litigation practices, having achieved billions in recoveries for his clients.

A founding partner of DiCello Levitt, Adam Levitt is one of the nation's leading advocates for plaintiffs in commercial litigation, class actions, mass torts, and public client cases. He has extensive experience leading multidistrict and other nationwide complex litigation lawsuits, with a substantial focus on deceptive trade practices, financial fraud, sophisticated technology issues, and new approaches to compound legal issues.

A leader in the field of developing novel approaches to damages methodologies, Mr. Levitt has recovered billions of dollars for clients and class members. As co-lead counsel in three of the largest biotechnology class actions in history, he recovered more than \$1.7 billion for class members: *In re Genetically Modified Rice Litig.* (E.D. Mo.) (securing settlements exceeding \$1.1 billion); *In re Imprelis Herbicide, Sales Practice and Products Liability Litig.* (E.D. Pa.) (\$550 million settlement); and *In re StarLink Corn Products Liability Litig.* (N.D. Ill.) (\$110 million settlement). In those cases, Mr. Levitt devised the market loss damages model used in every similar case since *StarLink*. His legal writing related to these novel theories and damages modeling earned Mr. Levitt the Burton Award for Finest Law Firm Writer (2017) and the American Agricultural Law Association's Professional Scholarship Award (2017).

Recognized as a "pioneer" in litigation involving complex technology issues by Judge James Ware, former Chief Judge of the United States District Court for the Northern District of California, Mr. Levitt has served in leadership roles in a variety of multidistrict class action cases related to sophisticated frauds committed through the utilization of technology. For example, Mr. Levitt was recently appointed to the Plaintiffs' Steering Committee in the nationwide class action against Intel Corp. related to security vulnerabilities in the company's ubiquitous CPUs. *In re: Intel Corp. CPU Marketing, Sales Practices and Products Liability Litigation* (D. Or.).

Mr. Levitt's victories extend to other areas of practice, including in automotive cases, where he served as a member of the Plaintiffs' Steering Committee in *In re Volkswagen "Clean Diesel" Marketing, Sales Practices and Products Liability Litig.* (N.D. Cal.), a case resulting in over \$16 billion in total settlements for consumers. Mr. Levitt has also served in leadership positions in a number of other cases, including *In re Polaris Mktg., Sales Practices, and Prods. Liab. Litig.* (D. Minn.) (Co-Lead Counsel); *In re Navistar Maxxforce Engines, Sales Practices and Products Liability Litig.* (N.D. Ill.) (Co-Lead Counsel); and *In re General Motors LLC Ignition Switch Litig.* (S.D.N.Y.) (Executive Committee).

Nationally recognized as an authority on class action litigation, Mr. Levitt is the President of Class Action Trial Lawyers, an elected member of the American Law Institute and the Economic Club of Chicago and serves on advisory boards for the Duke Law Center for Judicial Studies, the American Constitution Society, and the Institute for Consumer Antitrust Studies. He has testified before the Illinois Supreme Court Rules Committee on class action practice and chairs an annual class action litigation conference in Chicago. Mr. Levitt has an "AV" rating from Martindale-Hubbell and has been named an Illinois Super Lawyer every year since 2012.

Adam J. Levitt,
continued

PRACTICE AREAS

- Antitrust Litigation
- Appellate Litigation
- Commercial Litigation
- Class Action Litigation
- Product Liability Litigation
- Public Client Litigation
- Securities Litigation

HONORS

- Burton Award, Finest Law Firm Writer (2017)
- “AV” rating, Martindale-Hubbell
- Super Lawyer: Class Actions & Mass Torts, Illinois (2012-present)
- 500 Leading Lawyers in the U.S., Lawdragon (2011)
- Litigator of the Week, American Lawyer (2011)

SELECTED WRITINGS AND PRESENTATIONS

Law review articles

- *The Gift That Keeps on Giving: Price Overhang Damages in Commodity Crop Cases*, 51 VAL. U. L. REV. 375 (2017) (co-authored with Russell L. Lamb)
- *Agricultural “Market Touching”: Modernizing Trespass to Chattels in Crop Contamination Cases*, 38 U. HAW. L. REV. 409 (2016) (co-authored with Nicole Negowetti)
- *CAFA and Federalized Ambiguity: The Case for Discretion in the Unpredictable Class Action*, 120 YALE L.J. ONLINE 231 (2011)

Other recent writings

- *March of the Machines – Robotic Vehicles and the Changing Landscape of Motor Vehicle Liability*, TRIAL, Vol. 53, No. 2 (2017)
- *The Volkswagen Emissions Scandal: What’s Next?*, TRIAL, Vol. 52, No. 2 (2016)
- *Volkswagen Scandal is Perfect Fit for a Damages Class Action*, Portfolio Media (Law360) (September 2015)

Recent notable presentations

- *Analysis and Application of the Ninth Circuit’s Briseño v. ConAgra Opinion*, Rapid Response: Analysis of the Ninth Circuit Rejection of Ascertainability Webinar (2017)
- *Criteria for Approving Class Action Settlements*, The Duke Law Center for Judicial Studies – Class Action Settlement Conference (2016)
- *Proving Class-Wide Damages After Comcast in Consumer Products Class Actions*, AAJ Summer Conference (2016)

ADMISSIONS

- United States Supreme Court
- United States Courts of Appeals for the First, Second, Third, Seventh, Eighth, Ninth, Eleventh, and Federal Circuits
- United States District Courts for the District of Colorado; Northern, Central, and Southern Districts of Illinois; Northern District of Indiana; Eastern District of Michigan; District of Nebraska; Eastern and Northern Districts of Texas; and the Western District of Wisconsin.
- Illinois



Greg Gutzler
Partner

EMAIL:

ggutzler@dicellolevitt.com

EDUCATION

University of Michigan Law
School, J.D.

University of California, Berkeley,
B.A.

Greg Gutzler is a well-known and well-respected litigator, having represented both corporate clients and consumers in some of the largest cases in the country.

Mr. Gutzler is an experienced trial lawyer with a track record of results in high-stakes cases, handling all aspects of complex commercial litigation, including securities fraud, antitrust, Lanham Act, whistleblower, ERISA, RICO, patent infringement, breach of contract, unfair competition, and appraisal litigation. Greg has litigated extensively on both the plaintiff and defense side, working at his own boutique firm, as well as one of the nation's most prestigious plaintiffs' firms, and before that, as a partner of an Am Law 100 defense firm. Greg is a trusted advocate, chosen by clients when they need candid, creative, and aggressive approaches to create business solutions and decisive litigation successes.

Greg represents hedge funds, private equity funds, venture capitalists, individuals, companies, and governmental entities in complex lawsuits in federal and state court, and arbitration, across the United States and internationally. Greg currently represents a series of hedge funds and private equity investors in multiple commercial arbitrations in the finance sectors, involving damages in the billions. He also represents class members in an ERISA action against Wells Fargo, and a RICO action against Western Union. He is currently handling multiple FCPA and SEC whistleblower actions. He is also representing terrorism victims in a cutting-edge case under the Anti-Terrorism Act against HSBC for its knowing laundering of billions of dollars of Mexican drug cartel money.

Greg recently litigated over a dozen high-profile securities actions against international investment banks for misrepresentations made to investors in connection with residential mortgage-backed securities, recovering over \$4.5 billion for his client. He was also a member of the trial team that won a \$1 billion jury verdict on behalf of Monsanto in *Monsanto Co. v. E.I. duPont de Nemours & Co.*, the fourth largest patent infringement jury verdict in U.S. history. The verdict was also recognized as the number three verdict in the *National Law Journal's* Top 100 Verdicts of 2012, and was featured as the cover story in the Spring 2013 Am Law Litigation supplement. In addition, Greg was a recipient of the 2013 Missouri Lawyers Award for achieving that year's biggest plaintiffs' verdict. Greg was also trial counsel for a leading biotechnology company in antitrust, patent infringement, breach of contract, and unfair competition trials. He also has extensive experience in the energy and pharmaceuticals sectors.

PRACTICE AREAS

- Commercial Litigation
- Securities Fraud
- Antitrust Litigation
- Whistleblower Litigation
- ERISA Litigation
- RICO Litigation
- Class Actions
- Lanham Act
- Patent Enforcement

Greg Gutzler,
continued

HONORS

- Benchmark Litigation Star (2018)
- Missouri Lawyers Award for Biggest Plaintiffs' Verdict (2013)
- Benchmark Litigation Local Litigation Star (2012)

ADMISSIONS

- Missouri, Illinois, New York



John E. Tangren
Partner

EMAIL:

jtangren@dicellolevitt.com

EDUCATION

University of Chicago Law School,
J.D.

University of Chicago, B.A.

John has gained widespread recognition as an extraordinary attorney with particular success in nationwide consumer and antitrust class actions.

John Tangren maintains a national practice in complex litigation, with vast experience in the field of commercial litigation, class action, antitrust, and automotive defect litigation. Mr. Tangren is presently leading DiCello Levitt's efforts in three nationwide class cases: *Sloan v. Gen. Motors LLC* (N.D. Cal.), *In re Polaris Mktg., Sales Practices, and Prods. Liab. Litig.* (D. Minn.), and the current Fourth Circuit appeal in *Belville v. Ford Motor Co.*, where he recently argued on behalf of a national team of plaintiffs' counsel from twenty different firms.

Mr. Tangren always takes a "deep dive" into both the legal and technical aspects of each of his cases. For example, he shined a light on Ford Motor Company's blatant misrepresentation and abuse of discovery when he led a briefing effort on a motion to suppress plaintiffs' ability to accurately review Ford's source code. *Johnson v. Ford Motor Co.* (S.D. W. Va.). The district court granted the motion for relief related to Ford's discovery misconduct, and Ford was consequently ordered to pay nearly half a million dollars to recompense Plaintiffs' costs and fees relating to the discovery misconduct.

Mr. Tangren has also successfully represented plaintiffs on the appellate level. He played a significant role in the briefing for two impactful Seventh Circuit decisions in the class action field: *Messner v. Northshore University HealthSystem*, 669 F.3d 802 (7th Cir. 2012), which reversed the district court's denial of class certification and has been cited in over 400 cases since then for its guidance regarding class certification; and *In re Text Messaging Antitrust Litigation*, 630 F.3d 622 (7th Cir. 2010), which was decided on the briefs in an opinion written by Judge Posner. In both cases, Mr. Tangren crafted successful narratives regarding highly technical facts (in the health care and cellular services contexts) and applied them to complex areas of law (the sufficiency of complaint allegations and class certification showings) in such a way as to demonstrate to the appeals court why the consumer plaintiffs should carry the day.

Among other recognition, he has been named a class action *Super Lawyer* in Illinois for his effective representation of consumer classes in automotive and other cases, was named by the National Trial Lawyers as a "Top 40 Under 40" attorney in 2012, and an Emerging Lawyer by the Law Bulletin Publishing Company. Mr. Tangren is frequently asked to speak on topics relating to class action litigation. He has presented "CAFA: 12 Years Later" at the Chicago Bar Association Class Action Committee Meeting (2017) and a 2018 Strafford CLE Webinar titled "Class Action Litigation: Avoiding Legal Ethics Violations and Malpractice Liability," as well as presented on electronic discovery and topics relating to car defect cases.

John E. Tangren,
continued

PRACTICE AREAS

- Antitrust Litigation
- Appellate Litigation
- Class Action Litigation
- Product Liability Litigation

HONORS

- Super Lawyer: Class Actions & Mass Torts, Illinois (2017-2019)
- Super Lawyer: Rising Star, Illinois (2011, 2013-2016)
- Emerging Lawyer, *Law Bulletin Publishing Company* (2015-2019)
- National Trial Lawyers, Top 40 Under 40 (2012)

SELECTED WRITINGS AND PRESENTATIONS

- *Class Action Litigation: Avoiding Legal Ethics Violations and Malpractice Liability*, Strafford CLE Webinar (2018)
- *CAFA: 12 Years Later*, Chicago Bar Association Class Action Committee (2017)
- *The Use of Absent Class Member Discovery on Issues of Class Certification*, National Consumer Class Action Litigation & Management Conference (2013)
- *ESI For Beginners*, Seventh Circuit Conference of the National Employment Lawyers Association (2013)
- *Lessons on Motions to Dismiss from Other Car Defect Cases*, HarrisMartin MDL Conference: General Motors Ignition Switch Recall Litigation (2014)

ADMISSIONS

- United States Supreme Court
- United States Courts of Appeals for the Fourth, Seventh, Eighth, and Ninth Circuits
- United States District Courts for the District of Colorado; Northern District of Illinois; and Eastern District of Michigan.
- Illinois



Amy Keller
Partner

EMAIL:

akeller@dicellolevitt.com

EDUCATION

John Marshall Law School, J.D.

University of Michigan, B.A.

Amy is a SuperLawyers Rising Star, developing a national profile in class action litigation.

Amy Keller has experience successfully litigating a variety of complex litigation cases in leadership positions across the United States. Recently, Ms. Keller was appointed to serve as co-lead counsel in the pending nationwide litigation against Equifax related to its 2017 data breach. In that case, Ms. Keller represents nearly 150 million class members. *In re Equifax, Inc. Customer Data Security Breach Litig.*, No. 17-MD-02800 (N.D. Ga.). As the recently-appointed Co-Chair of Law and Briefing on the Plaintiffs' Executive Committee in *In re: Apple Inc. Device Performance Litigation* (N.D. Cal.), Ms. Keller employed her technical savviness in directing an effort to craft a nationwide and international consolidated complaint. Ms. Keller's numerous other leadership positions have also required sophistication in not only understanding complex legal theories, but also presenting multifaceted legal strategies to ensure a favorable result to her clients. See, e.g., *Gengler v. Windsor Window Company, et al.*, No. 16-cv-00180 (E.D. Wis.) (plaintiffs' steering committee; case resulted in nationwide settlement); *Catalano v. BMW of North America, LLC, et al.*, No. 15-cv-04889 (S.D.N.Y.) (interim settlement counsel for nationwide settlement providing repair and replacement of certain electrical parts in automobiles); *Roberts, et al. v. Electrolux Home Prods., Inc.*, No. 12-cv-01644 (C.D. Cal.) (co-lead settlement counsel in nationwide settlement benefitting owners of certain allegedly-defective clothes dryers).

Ms. Keller's expertise spans a wide variety of practice areas and topics—including benefit of the bargain analysis and consumer protection. See *Grasso, et al. v. Electrolux Home Prods., Inc.*, No. 16-cv-00911 (M.D. Fla.). Ms. Keller's experience also extends to the development of briefing and strategy at the district and appellate court level concerning ascertainability of class members in consumer class actions, complex personal jurisdiction challenges in multi-state cases, the use of conjoint analysis in determining damages, and the enforceability of arbitration clauses in consumer contracts. See, e.g., *Conagra Brands, Inc. v. Briseno, et al.*, 138 S. Ct. 313 (2017); *Bell v. PNC Bank, Nat. Ass'n*, 800 F.3d 360 (7th Cir. 2015); and *Elward v. Electrolux Home Prods., Inc.*, No. 15-cv-09882 (N.D. Ill.); among others.

As a two-time chair of the Chicago Bar Association Class Action Committee, Ms. Keller gave a number of presentations on topics impacting large-scale consumer class actions, including presentations on emerging legal issues in technology and privacy matters and in consumer cases. Chicago Bar Association Class Action Committee Winter Seminar, Class Actions and the Trump Administration (2017); Women's Bar Association of Illinois, Panel on Emerging Issues in Privacy and Technology Law (2017); Perrin Class Action Litigation Conference, Current Trends in Product Liability Class Action Litigation (2016); Chicago Bar Association, 2015 Annual Spring Seminar on Class Action Litigation (2015).

Ms. Keller is recognized by Illinois Super Lawyers as a "Rising Star," and serves as a board member of Public Justice, a not-for-profit legal advocacy organization. She is a member of the Sedona Conference's Working Group 11, which focuses on litigation issues surrounding technology, privacy, artificial intelligence, and data security. In 2018, Ms. Keller was named as a *National Law Journal* Plaintiff Trailblazer, and a one of the "Top 40 Under 40" trial lawyers in Illinois by National Trial Lawyers.

Amy Keller,
continued

PRACTICE AREAS

- Antitrust Litigation
- Appellate Litigation
- Class Action Litigation
- Commercial Litigation
- Employment Litigation

HONORS

- Super Lawyer: Rising Star, Illinois (2016-2019)
- National Trial Lawyers, Top 40 Under 40 (2018)
- Plaintiff Trailblazer, *National Law Journal* (2018)

SELECTED WRITINGS AND PRESENTATIONS

- *Class Actions and the Trump Administration*, Chicago Bar Association Class Action Committee Winter Seminar (2017)
- *Emerging Issues in Privacy and Technology Law*, Women's Bar Association of Illinois (2017)
- *Current Trends in Product Liability Class Action Litigation*, Perrin Class Action Litigation Conference in Chicago, Illinois (2016)
- *A Funny Thing Happened on the Way to the Forum: When to Choose Federal Over State Court*, American Bar Association Section of Litigation Annual Conference in Chicago, Illinois (2016)
- Chicago Bar Association 2015 Annual Spring Seminar on Class Action Litigation in Chicago, Illinois (2015)
- *Circuit Court Update, ABA Section of Labor and Employment Law*, 6th Annual Section Conference in Coronado, California (2013)
- *Preemptive Collateral Estoppel Blocks Consumer Class Action in Thorogood*, CADS Report, Vol. 21, Winter 2011 (Co-authored by associate Dawn M. Goulet)
- *The Criminal Law Edit, Alignment and Reform Initiative: A Symposium on the New Criminal Code*, 41 J. MARSHALL L. REV. 610-935 (Spring 2008) (as Chair of the Symposium)

ADMISSIONS

- United States Courts of Appeals for the Third, Seventh, Eighth, and Ninth Circuits
- United States District Courts for the Northern District of Florida, Southern District of Florida, Northern District of Illinois, Southern District of Illinois, District of Nebraska, Eastern District of Michigan, and Western District of Michigan
- Illinois
- Michigan



Daniel R. Ferri
Associate

EMAIL:
dferri@dicellolevitt.com

EDUCATION
University of Illinois College of
Law, J.D., *magna cum laude*

New York University, B.A., *cum
laude*

Daniel litigates consumer class actions, public client cases, and other complex commercial lawsuits.

Mr. Ferri represents clients in a wide array of matters, litigating contract, patent, trade secret, copyright and antitrust disputes in federal and state courts throughout the country. He currently serves as appointed counsel for the State of New Mexico in a variety of matters, enforcing the State's unfair practices act, and also represents individuals in multi-state class actions involving consumer fraud, breach of warranty, and violations of ERISA and RICO.

An experienced litigator in technology issues, Mr. Ferri has represented plaintiffs asserting class claims against Volkswagen arising from the carmaker's "defeat devices" to evade federal and statewide emissions standards. He has also represented inventors and companies in intellectual property disputes throughout the country, acknowledging the importance of a trade secrets to advancing a business's interests and growing. *See, e.g., Research Frontiers Inc. v. E Ink Corp.*, Case No. 13-cv-01231 (D. Del.) and *Cascades Computer Innovation LLC v. RPX Corp.*, No. 12-cv-01143 (N.D. Cal.).

A thoughtful contributor to the bar's ongoing discussion of important legal issues, Mr. Ferri frequently offers legal analysis to fellow practitioners seeking clarity on complex subjects. *2018 Survey of Federal Class Action Law: A Circuit-by-Circuit Analysis*, American Bar Association (2018); *Curing the Ascertainability Fallacy—the Ninth Circuit Strikes Back*, American Association for Justice Class Action Litigation Newsletter (Winter 2017). Mr. Ferri is a volunteer with the Chicago Lawyers Committee for Human Rights.

PRACTICE AREAS

- Class Actions
- Commercial Litigation
- Insurance Litigation
- Intellectual Property
- Public Client Litigation

HONORS

- SuperLawyers, Rising Star (2016-2019)

ADMISSIONS

- United States Court of Appeals for the Federal, Eighth, and Ninth Circuits
- United States District Courts for the Northern District of Illinois, District of Colorado, and Eastern District of Michigan
- Illinois



Adam Prom
Associate

EMAIL:
aprom@dicellolevitt.com

EDUCATION
The University of Texas Law
School, J.D.

Marquette University, B.A.

A zealous advocate for in complex class actions, Adam employs his skills as a young trial attorney to achieve favorable results for his clients.

Beyond his frequent trial work in the Circuit Court of Cook County, Law Division, Adam Prom's practice is focused on representing plaintiffs in complex litigation in federal courts throughout the country.

He has been deeply involved in nationwide class actions regarding the use of sophisticated damages modeling in consumer product and vehicle defect lawsuits, where he played a key role in motion practice regarding plaintiffs' expert witnesses, class certification, and summary judgment. *See, e.g., Elward, et al. v. Electrolux Home Products, Inc.* (N.D. Ill.); *Ryseweyk, et al. v. Sears Holdings Corp., et al.* (N.D. Ill.); and *Catalano, et al. v. BMW of North America, et al.* (S.D.N.Y.) (resulted in nationwide settlement). He also represented plaintiffs in an ERISA class action concerning misclassification of insurance agents, which resulted in a jury verdict in favor of the plaintiffs that was confirmed by the Court. *Jammal, et al. v. American Family Ins. Group, et al.* (N.D. Ohio).

Mr. Prom has demonstrated a commitment to serving underrepresented communities, volunteering as a mentor for high school students at the Legal Prep Charter Academy, a free, open-enrollment public high school in the West Garfield Park neighborhood of Chicago.

Prior to joining DiCello Levitt, Mr. Prom served as a judicial extern to a federal judge in the Northern District of Illinois and a federal magistrate judge in the Eastern District of Wisconsin.

PRACTICE AREAS

- Antitrust Litigation
- Class Actions
- Commercial Litigation
- Product Liability Litigation
- Public Client Litigation
- Securities Litigation

HONORS

- SuperLawyers, Rising Star (2019)
- National Order of the Barristers, The University of Texas School of Law
- *Pro Bono Superstar*: Beacon Distinction, The University of Texas School of Law
- Judge Quentin Keith Endowed Presidential Scholarship in Law for Excellence in Advocacy, The University of Texas School of Law

ADMISSIONS

- United States Court of Appeals for the Seventh Circuit
- United States District Courts for the Northern District of Illinois, Eastern and Western Districts of Michigan, and the Eastern and Western Districts of Wisconsin
- Illinois

Additional Members of the Firm

Our attorneys have the ability to successfully try cases across the spectrum of complex commercial litigation, financial fraud and securities litigation, public litigation, class actions, defective drug and device cases, catastrophic injuries, and other areas of law. By bringing together top plaintiffs' attorneys in our Chicago and Cleveland offices, we strive to obtain justice for our clients across the United States and around the world who have experienced significant injuries at the hands of powerful defendants. The firm boasts an impressive roster of additional attorneys.



Mark A. DiCello
Partner

EDUCATION
Cleveland-Marshall College of
Law, J.D.

University of Dayton, B.A.

One of the nation's leading plaintiffs' attorneys, Mark regularly acts as lead and co-lead counsel in major personal injury and mass tort actions, with substantial recoveries for victims of injustice.

Mark DiCello has established a national practice representing victims ranging from individuals suffering catastrophic personal injuries to classes of plaintiffs affected by harmful medical devices, pharmaceutical products, chemicals, and automobiles. In recent years, he has been appointed co-lead counsel in massive multidistrict litigation involving defective pelvic mesh devices and was appointed to a plaintiffs' committee in a products liability litigation over metal hip implants, which ultimately led to over \$12 billion in settlements. Always seeking to improve his craft, he has completed the curriculum of the Trial Lawyers College.

Mr. DiCello holds leadership positions in the Association of Plaintiffs' Interstate Trucking Lawyers of America, as well as The National Trial Lawyers.



Robert F. DiCello
Partner

EDUCATION
Cleveland-Marshall College of
Law, J.D.

Northwestern University, M.A.

University of Dayton, B.A.

A powerful storyteller and trial lawyer, Robert has earned multi-million-dollar recoveries for victims.

Mr. DiCello has extensive experience advocating for clients in mass tort and class action litigation, in addition to maintaining a growing practice focused on curbing police misconduct, government abuse, and catastrophic injury. He represents victims of police abuse around the country, earning jury verdicts of \$22 million in 2016, and \$8.7 million in 2017, for various cases involving police misconduct. A powerful storyteller before juries, he also frequently represents clients before appellate courts.

Working in the largest prosecutor's office in the country out of law school—the Cuyahoga County Prosecutor's Office—Mr. DiCello rose to manage as many as eight prosecutors in four different courts. During that time, he tried more than 40 jury trials, involving major felonies from financial crimes to violent crimes to drug offenses.

He received a master's degree in music from Northwestern University, and his law degree from Cleveland-Marshall College of Law, where he served as Editor-in-Chief of *The Cleveland State Law Review*. In 2014, he attended and completed the curriculum of the Trial Lawyer's College. He was named an Ohio SuperLawyer in 2017 for his Civil Rights work.



Kenneth P. Abbarno
Partner

EDUCATION
Cleveland-Marshall College of
Law, J.D.

Canisius College, B.A.

Kenneth has led multiple million-dollar trials involving medical malpractice, products liability, and transportation claims.

Mr. Abbarno's practice includes a wide range of civil litigation including, but not limited to, catastrophic injury cases, transportation industry litigation, toxic torts, products liability, professional liability, employer intentional tort, and other complex litigation. He has tried well over 50 civil lawsuits, and has handled cases in Ohio, Pennsylvania, West Virginia, Virginia, Kentucky, Indiana and New York.

Selected as an Ohio SuperLawyer every year since 2010, Mr. Abbarno is also an Inside Business Leading Lawyer, rated by The Best Lawyers in America, and named Transportation Lawyer of the Year in Cleveland. He has a Superb Avvo rating of 10 out of 10.

Chris Stombaugh
Partner

EDUCATION
Drake University School of Law,
J.D., *with honors*

University of Wisconsin, B.A.

Chris utilizes a multidisciplinary approach to trial advocacy through the use of cognitive neuroscience.

Mr. Stombaugh concentrates his practice in the areas of personal injury, wrongful death, medical negligence and product liability. He has been a consistent thought leader on applying cognitive neuroscience techniques to trial advocacy as a trial lawyer and as a frequent instructor to other trial lawyers trial lawyers for most of his 25-year career.

His expertise has led to several record setting jury verdicts, often seven and eight figures. The Wisconsin native's professional passion is to empower deserving people to have their stories heard and cared about by juries in courtrooms across America.

A member of the Wisconsin Association for Justice since 1997, Mr. Stombaugh served as the organization's President for the 2014 term. He is also a member of the Iowa Association for Justice as well as the American Association for Justice. He has been chosen as a Wisconsin SuperLawyer every year since 2010 and has a 10/10 Avvo Rating. Stombaugh speaks regularly to state bar and trial lawyer associations nationwide on modern and effective trial advocacy.



Laura Reasons
Senior Counsel

EDUCATION
Chicago-Kent College of Law, J.D.
Order of the Coif

Washington University in St.
Louis, B.A.

Laura has over a decade of experience as a labor and employment attorney in matters ranging from workplace discrimination matters to counseling on compliance and best practices.

Previously representing companies in collective and class action lawsuits under the Fair Labor Standards Act and state wage and hour laws, Ms. Reasons' experience spans multiple industries, including healthcare and hospitality. Now, as a plaintiffs' attorney, Ms. Reasons' experience has given her a unique perspective that translates well into pursuing justice for individual claimants.

Before joining private practice, Ms. Reasons served as a judicial extern to the Honorable George W. Lindberg of the Northern District of Illinois. She also has a history of performing pro bono work and community service. Throughout her career, she has served as a Public Interest Law Initiative (PILI) fellow at Domestic Violence Legal Clinic, having previously served on the organization's young professionals board. She has also represented individuals in immigration cases pro bono, including asylum seekers who were persecuted in their home countries for their sexual orientation and political party affiliation, DACA applicants, and incarcerated individuals.



Mark M. Abramowitz
Associate

EDUCATION
The University of Toledo College
of Law, J.D.

University of Guelph, B.A.

Mark is an emerging leader in national mass tort and technology litigation.

Mark M. Abramowitz has established a national profile in class action and mass tort litigation, having represented plaintiffs in actions involving automotive and Internet technology issues. He has been selected to serve on national discovery review teams and participated in national mediations, resolving hundreds of cases and distributing millions of dollars to clients injured by corporations. See *In re Imprelis Herbicide, Sales Practice and Products Liability Litig.* (E.D. Pa.).

Outside of his own cases, Mr. Abramowitz actively investigates ways to integrate technology into the practice of law. Regularly consulted on cloud-based systems, discovery technology, the Internet of Things, and litigation concerning the storage and security of data, Mr. Abramowitz is developing a reputation as an authority on computing issues. See *Electronics in the Courtroom*, 29th Annual accredited CLE (2016); *How to manage a mass tort inventory*, OAJ Annual Convention (2015); *Professional Conduct – efilng*, 27th Annual CLE Update (2014); *Marketing & Electronic Communications*, 26th Annual Accredited CLE (2013).



Justin J. Hawal
Associate

EDUCATION

Cleveland-Marshall School of Law,
J.D., *cum laude*

St. Louis University, B.A.

Justin fights for individuals who have suffered harm from negligence, defective products, and civil rights abuses.

Mr. Hawal brings a passion for justice to his work on behalf of victims of corporate and government wrongdoing. His work has spanned personal injury, product liability, and civil rights litigation. He has particular experience in cases involving defendants in the pharmaceutical and automotive industries.

During law school, Justin was selected to join *The Cleveland State Law Review* and published a scholarly article on independent tort actions for spoliation of evidence under Ohio law. He was also an active member of the civil litigation clinic, through which he represented an asylum-seeking immigrant from Honduras, among other clients.

Tiffany R. Wunderlin
Associate

EDUCATION

University of South Dakota School
of Law, J.D.

Saint Mary's University of
Minnesota, B.A.

Tiffany is a committed advocate, representing injured individuals in cases across the country.

Since coming to the private sector, Ms. Wunderlin has established a nationwide practice representing victims of injustice. She has developed a wide array of experience representing victims of car collisions, trucking collisions, medical malpractice, dog-bites, excessive force, and premises liability both at the trial court and appellate court level. In addition to representing victims in the courtroom, Ms. Wunderlin has worked extensively in the area of legal focus groups, having planned and coordinated more than 100 focus groups.

Dual licensed in Wisconsin and Iowa, Tiffany began her legal career with Iowa Legal Aid where she represented clients who would have nowhere else to turn in cases involving their basic necessities, fundamental rights, and safety.

Tiffany is a member of the Wisconsin Association for Justice. She is committed to using her passion and knowledge of the law to zealously represent her clients who have suffered injuries as a result of the carelessness of others.



Robert J. DiCello
Of Counsel

EDUCATION
Cleveland-Marshall College of
Law, J.D.

John Carroll University, B.A., *cum
laude*

Robert has been one of the leading personal injury and class action attorneys in the state of Ohio for the last four decades.

A co-founder of one of DiCello Levitt's predecessor firms, Mr. DiCello has amassed more than 45 years of professional experience and an extensive list of seven- and eight-figure recoveries for victims of injustice. He has deep experience in a wide range of class actions, personal injury cases, complex mass torts, and probate matters. Over his long and successful career, he has won multiple appeals before the Ohio Supreme Court.

Robert put himself through Cleveland-Marshall College of Law while working as a safety director at U.S. Steel Corp. While in law school, he was selected to join *The Cleveland-Marshall Law Review*. He began his legal career as an assistant prosecutor in the Lake County Prosecutor's Office and later become President of the Lake County Bar Association. He formed his own firm in 1978, managing it with great success over nearly 40 years until its members founded DiCello Levitt.



Leo J. Clark, M.D.
Of Counsel

EDUCATION
University of Toledo College of
Law, J.D.

George Washington University
School of Medicine, M.D.

An accomplished neurosurgeon in addition to being a lawyer, Dr. Leo Clark lends an invaluable perspective to cases involving brain and spinal injuries.

Dr. Clark maintains active practices as both a medical doctor and lawyer, treating vulnerable individuals with brain and spinal cord injuries in both the hospital and courtroom settings. His experience as a highly-respected neurosurgeon adds a unique and invaluable dimension to his legal representation of those who have suffered catastrophic injuries and paralysis as result of medical malpractice, truck or car accidents, police misconduct, and other misfortune. He also advises and serves as an expert witness for attorneys across the country, who regularly seek his assistance in cases involving brain and spinal injuries.

Leo performed his neurosurgical residency at Yale University, where he later conducted spinal cord research and held a teaching position at the Yale University School of Medicine. He has also taught at the University of Connecticut and New York University. He later chaired the departments of neurosurgery at St. Vincent Mercy Medical Center and St. Luke's Hospital in Toledo, Ohio.

EXHIBIT D

Milberg Phillips Grossman LLP

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Tadler Law LLP

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alevitt@dicellolevitt.com

Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGRx)

MDL No. 2291

CLASS ACTION

**DECLARATION OF KYLE J. MCGEE IN SUPPORT OF MOTION FOR ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF
GRANT & EISENHOFER P.A.**

I, Kyle J. McGee, declare as follows:

1. I am a Director of the law firm of Grant & Eisenhofer P.A. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection

1 with this consumer class action litigation. I have personal knowledge of the matters set forth herein
2 based upon my active supervision and participation in all material aspects of the litigation.

3 2. My firm acted as one of Plaintiffs' Counsel in this litigation. My firm has extensive
4 class action experience. The firm represents individuals, small businesses, institutional investors
5 and employees in class action cases litigated in the United States. My firm has served as sole lead-
6 counsel, co-lead counsel or on an executive committee in numerous class actions, including cases
7 brought on behalf of consumers.

8 3. Adam Levitt, one of the Class Counsel in this litigation, was personally involved in
9 all aspects of Grant & Eisenhofer's work in this litigation until he left the firm to form DiCello
10 Levitt Gutzler LLC (f/k/a DiCello Levitt & Casey LLC), and continued working on this case at that
11 firm.

12 4. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
13 amount of time, by category, spent by the partners, other attorneys, and professional support staff of
14 my firm who were involved in this litigation, and the lodestar calculation based on my firm's
15 historical billing rates.¹ For persons who are no longer employed by my firm, the lodestar
16 calculation is based upon the billing rate for that person in his or her final year of employment by
17 my firm. The schedule was prepared from contemporaneous, daily time records regularly prepared
18 and maintained by my firm, which are available at the request of the Court for review *in camera*.²
19 Time expended in preparing this application for fees and reimbursement of expenses has not been
20 included in this request.

21 5. The hourly rates for the partners, other attorneys, and professional support staff in
22 my firm included in Exhibit 1 are the same as the regular current rates charged for their services in
23 non-contingent matters and/or which have been used in the lodestar cross check accepted by courts
24 in other class litigation.

25
26 ¹ This application does not include time for anyone who spent fewer than 20 hours on this litigation.

27 ² These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

1 6. The total number of hours expended on this litigation by my firm is 5,412 hours. The
2 total lodestar for my firm is \$3,284,462.00, consisting of \$3,207,133.00 for attorneys' time and
3 \$77,329.00 for professional support staff time.

4 7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not
5 include charges for expense items. Expense items are billed separately and such charges are not
6 duplicated in my firm's billing rates.

7 8. As detailed in Exhibit 2, my firm has incurred a total of \$313,633.15 in
8 unreimbursed expenses in connection with the prosecution of this litigation.

9 9. The expenses incurred in this action are reflected on the books and records of my
10 firm, which are available at the request of the Court. These books and records are prepared from
11 expense vouchers, check records and other source materials and are an accurate record of the
12 expenses as charged by the vendors. Third-party expenses are not marked up.


13 10. My firm does not have any referral agreements with any other law firms relating to
14 this litigation.

15 11. By agreement between Plaintiffs' Counsel, my firm is not charging separately for the
16 following costs and expenses: secretarial and clerical overtime, including their meals and local
17 transportation; word processing; secretarial/clerical time for document preparation; time charges for
18 routine copying, faxing or scanning; incoming/outgoing fax charges; office supplies (such as paper,
19 binders, etc.); special publications; continuing legal education seminars; working meals for
20 attorneys (with the exception of meals with clients, expert or other witnesses, meals while traveling
21 for the case, or meal expenses for meetings between Plaintiffs' Counsel); and local overtime meals
22 and transportation for attorneys.

23 12. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is
24 my firm's résumé and brief biographies for the attorneys in my firm who were principally involved
25 in this litigation.

26 I declare under penalty of perjury that the foregoing is true and correct.
27

Executed on this 23rd day of July, 2019.



Kyle J. McGee

EXHIBIT 1

***In re ConAgra Foods, Inc.*, Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)**

GRANT & EISENHOFER, P.A.

TIME REPORT — November 1, 2011 through April 1, 2017

Name/Position	Hours	Rate	Amount
Mary Thomas (P)	223.70	800.00	\$178,960.00
Adam Levitt (P)	865.80	925.00	\$800,865.00
Elizabeth Shofner (A)	733.10	650.00	\$476,515.00
Edmund Aronowitz (A)	2,077.00	575.00	\$1,194,275.00
Catherine O. Suilleabhain (A)	612.70	550.00	\$336,985.00
Daniel Ferri (A)	11.80	475.00	\$5,605.00
Alice Cho (A)	486.20	440.00	\$213,928.00
Alesha Walker (PL)	30.10	210.00	\$6,321.00
Valisity Beal (PL)	80.50	220.00	\$17,710.00
Robyn Finnimore-Pierce (PL)	57.90	220.00	\$12,738.00
Sorah Kim (PL)	49.60	200.00	\$9,920.00
Audree Lebdejiri (PL)	153.20	200.00	\$30,640.00
TOTAL LODESTAR	5,381.60	N/A	\$3,284,462.00

POSITION

P = Partner

A = Associate/Staff Attorney

C = Senior Counsel/Of Counsel

PL = Paralegal

O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

GRANT & EISENHOFER, P.A.

EXPENSE REPORT — Inception through April 1, 2017

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	\$3,941.93
Postage/Notice Costs	\$1,261.42
Telephone	\$76.75
Facsimile Charges	\$17.00
Messengers/Express Services	\$340.68
Filing/Witness Fees	\$2,216.19
Court Reporters/Transcript/Video	\$1,205.37
Computer Research (Lexis, Pacer, etc.)	\$14,334.91
Experts/Consultants/Professional Services	\$21,540.00
Assessments to Litigation Fund	\$240,000.00
Document and Data Management Expenses	\$9,187.52
Out-of-Town Transportation, Meals, Hotel	\$19,511.38
TOTAL EXPENSES:	\$313,633.15

EXHIBIT 3

**GRANT & EISENHOFER P.A.
FIRM BIOGRAPHY**

Grant & Eisenhofer P.A. (“G&E”) concentrates on federal securities and corporate governance litigation and other complex class litigation. With over 60 attorneys, G&E primarily represents domestic and foreign institutional investors, both public and private, who have been damaged by corporate fraud, greed and mismanagement. The Firm has been named to The National Law Journal’s “Plaintiffs’ Hot List” for more than a decade and is listed as one of America’s Leading Business Law Firms by Chambers & Partners, who reported that G&E “commanded respect for its representation of institutional investors in shareholder and derivative actions, and in federal securities fraud litigation.” Based in Delaware, New York, and Chicago, G&E routinely represents clients in federal and state courts throughout the country. G&E’s clients include the California Public Employees’ Retirement System, New York State Common Retirement Fund, Ohio Public Employees’ Retirement System, State of Wisconsin Investment Board, Teachers’ Retirement System of Louisiana, PIMCO, Trust Company of the West, The Capital Guardian Group and many other public and private U.S. and international institutions.

G&E was founded in 1997 by Jay W. Eisenhofer and Stuart M. Grant, former litigators in the Wilmington office of the nationally prominent firm of Skadden, Arps, Slate, Meagher & Flom LLP. Over the years, the Firm’s directors have gained national reputations in securities and corporate litigation. In fact, G&E was the first law firm in the country to argue the provisions of the Private Securities Litigation Reform Act (“PSLRA”) allowing an institutional investor to be appointed as lead plaintiff in a securities class action. The Firm has gone on to build a national and international reputation as a leader in securities litigation. In both class action and “opt-out” cases, G&E has attracted widespread recognition for protecting investors’ rights and recovering their damages. RiskMetrics Group has twice recognized G&E for securing the highest average investor recovery in securities class actions.

G&E has served as lead counsel in many of the largest securities class action and derivative recoveries, including:

- \$3.2 billion settlement from Tyco International Ltd. and related defendants
- \$922 million from UnitedHealth Group
- \$486 million settlement from Pfizer
- \$448 million settlement in Global Crossing Ltd. securities litigation
- \$422 million total class recovery for investors in the stock and bonds of Refco
- \$400 million recovery from Marsh & McLennan
- \$325 million from Delphi Corp.
- \$303 million settlement from General Motors
- \$300 million settlement from DaimlerChrysler Corporation
- \$300 million recovery from Oxford Health Plans
- \$276 million judgment & settlement for Safety-Kleen bond investors

G&E has also achieved landmark results in corporate governance litigation, including:

In re UnitedHealth Group Inc. Shareholder Derivative Litigation: G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans

and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group (“UHG”). This was among the first – and most egregious – examples of options backdating. G&E’s case against UHG produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction.

In re Digex, Inc. Shareholders Litigation – G&E initiated litigation alleging that the directors and majority stockholder of Digex, Inc. breached fiduciary duties to the company and its public shareholders by permitting the majority shareholder to usurp a corporate opportunity that belonged to Digex. G&E’s efforts in this litigation resulted in an unprecedented settlement of \$420 million, the largest settlement in the history of the Delaware Chancery Court.

Caremark / CVS Merger - G&E represented two institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as the board’s decision to reject a competing proposal from a different suitor. Through the litigation, Caremark’s board was forced to renegotiate the terms of the merger agreement with CVS. The settlement ensured statutory rights of Caremark shareholders, providing an additional \$3.19 billion in cash consideration.

Teachers’ Retirement System of Louisiana v. Greenberg, et al. and American International Group, Inc.: In what was, at the time, the largest settlement of shareholder derivative litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a lawsuit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice “Hank” Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets.

AFSCME v. AIG – This historic federal appeals court ruling in favor of G&E’s client established the right, under the then-existing proxy rules, for shareholders to place the names of director candidates nominated by shareholders on corporate proxy materials – reversing over 20 years of adverse rulings from the SEC’s Division of Corporate Finance and achieving what had long been considered the “holy grail” for investor activists. Although the SEC took nearly immediate action to reverse the decision, the ruling renewed and intensified the dialogue regarding proxy access before the SEC, ultimately resulting in a new rule currently being

considered by the SEC that, if implemented, will make proxy access mandatory for every publicly traded corporation.

Unisuper Ltd. v. News Corp., et al. – G&E forced News Corp. to rescind the extension of its poison pill on the grounds that it was obtained without proper shareholder approval.

Teachers' Retirement System of Louisiana v. HealthSouth – G&E negotiated a settlement which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby shareholders would nominate their replacements.

Carmody v. Toll Brothers – This action initiated by G&E resulted in the seminal ruling that “dead-hand” poison pills are illegal.

In addition, the Firm’s lawyers are often called upon to testify on behalf of institutional investors before the SEC and various judicial commissions, and they frequently write and speak on securities and corporate governance issues. G&E managing director Jay Eisenhofer and director Michael Barry are co-authors of the *Shareholder Activism Handbook*, and in 2008, Jay Eisenhofer was named by *Directorship Magazine* as one of the “100 Most Influential People in Corporate Governance and the Boardroom.”

G&E is proud of its success in fighting for institutional investors in courts and other forums across the country and throughout the world.

G&E's ATTORNEYS

Jay W. Eisenhofer

Jay Eisenhofer, co-founder and managing director of Grant & Eisenhofer P.A., has been counsel in more multi-hundred million dollar cases than any other securities litigator, including the \$3.2 billion settlement in the Tyco case, the \$922 million UnitedHealth Group settlement, the \$486 million settlement with Pfizer, the \$450 million settlement in the Global Crossing case, a \$400 million settlement with Marsh & McLennan, a \$303 million settlement with General Motors and a \$300 million settlement with DaimlerChrysler. Internationally, Mr. Eisenhofer has organized cases on behalf of investors leading to substantial recoveries, including the \$1.5 billion settlement with Fortis in the Netherlands, the \$1 billion recovery against Royal Bank of Scotland in the United Kingdom, and the historic \$450 million pan-European settlement in the Royal Dutch Shell case in the Netherlands. Mr. Eisenhofer was also the lead attorney in the seminal cases of *American Federation of State, County & Municipal Employees, Employees Pension Plan v. American International Group, Inc.*, where the U.S. Court of Appeals required shareholder proxy access reversing years of SEC no-action letters, and *Carmody v. Toll Brothers*, wherein the Delaware Court of Chancery first ruled that so-called “dead-hand” poison pills violated Delaware law.

Mr. Eisenhofer has served as litigation counsel to many public and private institutional investors, including, among others, Amalgamated Bank, APG Asset Management, California Public Employees Retirement System, California State Teachers Retirement System, Colorado Public Employees Retirement Association, the Florida State Board of Administration, John Hancock, Louisiana State Employees Retirement System, New York City Retirement Funds, Inc., and Service Employees International Union.

Mr. Eisenhofer is consistently ranked as a leading securities and corporate governance litigator and he has been named by Lawdragon to its annual list of the top 500 lawyers in America for several consecutive years. He is also recognized by Benchmark Litigation as one of the Top 100 Trial Lawyers. *The National Law Journal* has selected Grant & Eisenhofer to its “Plaintiffs’ Hot List” as one of the top plaintiffs’ law firms in the country since the List’s inception, earning the firm a place in *The National Law Journal*’s “Plaintiffs’ Hot List Hall Of Fame” in 2008, as well as to its list of “Elite Trial Lawyers: The 50 Leading Plaintiffs Firms in America” since commencement of the list. The firm has been selected as a “Most Feared Plaintiffs Firm” by *Law360* as “one of the most high-profile shareholder and whistleblower advocates in the country, securing record-high cash settlements.” *U.S. News & World Report* has also repeatedly named Grant & Eisenhofer to its list of “Best Law Firms” in the fields of Securities Litigation, Commercial Litigation, and Corporate Law. Mr. Eisenhofer is rated AV by Martindale-Hubbell.

Mr. Eisenhofer has written and lectured widely on securities fraud and insurance coverage litigation, business and employment torts, directors' and officers' liability coverage, and the Delaware law of shareholder rights and directorial responsibilities. Among the publications he has authored: “The Shareholders Activism Handbook” Aspen Publishers; “Proxy Access Takes Center Stage – The Second Circuit’s Decision in *AFSCME Employees Pension Plan v. American International Group, Inc.*” *Bloomberg Law Reports*, Vol. 1, No. 5; “Investor Litigation in the U.S. - The System is Working” *Securities Reform Act Litigation Reporter*, Vol. 22, #5; “*In re Walt Disney Co. Deriv. Litig.* and the Duty of Good Faith Under Delaware Corporate Law” *Bank*

& *Corporate Governance Law Reporter*, Vol. 37, #1; “Institutional Investors As Trend-Setters In Post-PSLRA Securities Litigation” *Practising Law Institute*; “*In re Cox Communications, Inc.*: A Suggested Step in the Wrong Direction,” *Bank and Corporate Governance Law Reporter*, Vol. 35, #1; “Does Corporate Governance Matter to Investment Returns?” *Corporate Accountability Report*, Vol. 3, No. 37; “Loss Causation in Light of Dura: Who is Getting it Wrong?” *Securities Reform Act Litigation Reporter*, Vol. 20, #1; “Giving Substance to the Right to Vote: An Initiative to Amend Delaware Law to Require a Majority Vote in Director Elections,” *Corporate Governance Advisor*, Vol. 13, #1; “An Invaluable Tool in Corporate Reform: Pension Fund Leadership Improves Securities Litigation Process,” *Pensions & Investments*; and “Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation,” *Business Lawyer*. Mr. Eisenhofer has also authored a number of articles on illiquid and rouge hedge funds, including “Time for Hedge Funds to Become Accountable to Fiduciary Investors,” *Pensions & Investments*; and “Hedge Funds of the Living Dead,” *New York Times Dealbook*.

Mr. Eisenhofer serves as a member of the NYU Law School Advisory Board for the Center on Civil Justice. He is a graduate of the University of Pittsburgh, and a 1986 *magna cum laude* graduate of Villanova University School of Law, Order of the Coif. He was a law clerk to the Honorable Vincent A. Cirillo, President Judge of the Pennsylvania Superior Court and thereafter joined the Wilmington office of Skadden Arps Slate Meagher & Flom. Mr. Eisenhofer was a partner in the Wilmington office of Blank Rome Comisky & McCauley until forming Grant & Eisenhofer P.A. in 1997.

Jeff A. Almeida

Jeff Almeida is a director at Grant & Eisenhofer practicing in the areas of corporate, securities and consumer litigation.

Mr. Almeida has a wide breadth of complex commercial litigation experience, with over 18 years of litigation experience. He has primarily represented domestic and foreign institutional investors in prominent securities fraud class actions and opt-out cases, including *In re JPMorgan Chase & Co. Securities Litigation (London Whale)* (S.D.N.Y.); *In re Medtronic Securities Litigation* (D. Minn.); *In re Refco Inc. Securities Litigation* (S.D.N.Y.); *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.); *In re Bank of America/Merrill Lynch Securities Litigation* (S.D.N.Y.); *In re Pfizer Inc. Securities Litigation* (S.D.N.Y.); *In re Global Cash Access Holdings Securities Litigation* (D. Nev.); and *In re Career Education Corp. Securities Litigation* (S.D. Ill.).

Mr. Almeida has also been actively engaged in derivative, class, and appraisal litigation in the Delaware Court of Chancery, including the matters *In re Tyson Foods, Inc. Consolidated Shareholder Litigation*, which resulted in historic rulings clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans; *Louisiana Municipal Police Employees’ Retirement System v. Crawford (Caremark)*, a well-publicized derivative action challenging the terms of the Caremark and CVS merger that resulted in a \$3.2 billion settlement; and *In re Genentech Inc. Shareholder Litigation*, where he successfully represented Genentech minority stockholders against Roche’s heavy-handed attempt to squeeze out the minority to seize control of Genentech.

In consumer litigation, Mr. Almeida currently serves as counsel for plaintiffs in two separate consumer class actions against Ford Motor Company, one of which involves Ford's defective infotainment system and the second of which involves unintended acceleration. In other commercial fraud litigation, he has also successfully represented hedge fund clients in claims involving short-squeeze market manipulation and the marketing and sale of abusive tax shelters.

Prior to joining Grant & Eisenhofer in August 2004, Mr. Almeida was affiliated for seven years as an attorney with a major Philadelphia defense firm, where he practiced in the areas of complex commercial litigation, with a focus on consumer class actions, commercial contract disputes, and insurance coverage and bad faith defense.

Mr. Almeida is a 1994 graduate of Trinity College in Hartford, Connecticut, where he captained the varsity basketball team and achieved election to Phi Beta Kappa, and a 1997 graduate of William and Mary Law School in Williamsburg, Virginia. Mr. Almeida is admitted to practice in Delaware, Pennsylvania, and New Jersey, along with several federal district courts.

Thomas V. Ayala

Thomas Ayala is a director at Grant & Eisenhofer, focusing on complex pharmaceutical and medical device litigation. Mr. Ayala has handled all phases of mass tort, personal injury, environmental and commercial litigation from commencement through trial and appeals. He has also assembled and worked with numerous interdisciplinary teams of expert witnesses to support clients' legal claims, and he has served as first-chair cross-examiner of adversarial experts and other witnesses.

Mr. Ayala is actively in litigation against major pharmaceutical companies, medical device manufacturers, and manufacturers in other industries. Mr. Ayala serves on the Law and Briefing Committee for the Plaintiff's Steering Committee in *In re Xarelto Products Liability Litigation*, MDL No. 2592, serves as Co-Chair of the Science and Expert Committee and as a member of the Law and Briefing Committee for the Plaintiff's Steering Committee in *In re Zofran (ondansetron) Products Liability Litigation*, MDL No. 2657 (where G&E is co-lead), and power morcellators (where G&E is a member of the Plaintiffs' Steering Committee in *In re Power Morcellator Products Liability Litigation*, MDL No. 2652). Mr. Ayala is also representing individuals adversely affected by defective metal-on-metal hips and Essure®.

Prior to his representation of individuals and victims of consumer fraud, Mr. Ayala worked for an international firm serving as national counsel in numerous mass tort proceedings, including pharmaceutical, medical device, environmental exposure, commercial and other complex litigation, including multidistrict litigation proceedings.

Immediately following law school, Mr. Ayala was a law clerk to Judge Eduardo C. Robreno of the U.S. District Court for the Eastern District of Pennsylvania, where he assisted the judge in presiding over seven jury trials and contributed to the administration of justice in matters arising under federal and state law.

Mr. Ayala was selected as a Product Liability "Rising Star" in Law360's 2016 list of Top Attorneys Under 40 and co-authored "Overcoming the Clear Evidence Defense," published in the July 2016 issue of *Trial* magazine.

Mr. Ayala earned his J.D., *summa cum laude*, from Villanova University School of Law in 2004, where he served as editor-in-chief of the *Villanova Law Review* and was named to the Order of the Coif. At Villanova, Mr. Ayala served as an intern to the late Judge Charles R. Weiner.

Michael J. Barry

Michael Barry is a director at Grant & Eisenhofer focusing on corporate governance and securities litigation. For over thirteen years, he has represented institutional investors in litigation relating to securities fraud, corporate fiduciary responsibilities, shareholder proposals under SEC Rule 14a-8, and corporate governance generally. As a foremost practitioner in these areas, Mr. Barry has been significantly involved in groundbreaking class action recoveries, corporate governance reforms and shareholders rights litigation.

He has been instrumental in landmark corporate governance cases, including *AFSCME v. AIG*, which recognized shareholders' right to introduce proxy access proposals; *Bebchuk v. CA, Inc.*, which allowed shareholders to introduce proposals restricting a board's ability to enact poison pills; and *CA, Inc. v. AFSCME*, a historic decision of the Delaware Supreme Court regarding the authority of shareholders to adopt corporate bylaws. His casework includes the Genentech Shareholder Litigation, resulting in an increase of \$3 billion in value for shareholders arising from a corporate merger; a \$922 million settlement in the UnitedHealth Group derivative litigation, resolving one of the most egregious examples of options backdating; an \$89.4 million recovery for stockholders of Del Monte Foods Co. in a case that exposed significant conflicts of interest in staple financing in corporate mergers; and a \$153.75 million recovery in a derivative action on behalf of Freeport-McMoRan Corporation shareholders, which included, for the first time in derivative litigation, a provision that the entire cash portion of the recovery—\$147.5 million—be distributed to shareholders in the form of a special dividend.

Mr. Barry has spoken widely on corporate governance and related matters. In addition to having served as a guest lecturer at Harvard Law School, he speaks at numerous conferences each year. Mr. Barry has authored several published writings, including the *Shareholder Activism Handbook*, a comprehensive guide for shareholders regarding their legal rights as owners of corporations, which he co-authored. In 2015, Mr. Barry was selected to the Markets Advisory Council for the Council of Institutional Investors.

Prior to joining Grant & Eisenhofer, Mr. Barry practiced at a large Philadelphia-based firm, where he defended the Supreme Court of Pennsylvania, the Pennsylvania Senate and Pennsylvania state court judges in a variety of trial and appellate matters. He is a 1990 graduate of Carnegie Mellon University and graduated *summa cum laude* in 1993 from the University of Pittsburgh School of Law, where he was an Executive Editor of the *University of Pittsburgh Law Review* and a member of the Order of the Coif.

Daniel L. Berger

Daniel Berger is a director at Grant & Eisenhofer. Prior to joining the firm, Mr. Berger was a partner at two major plaintiffs' class action firms in New York, where he litigated complex securities and discrimination class actions for twenty-two years.

Mr. Berger's experience includes trying three 10b-5 securities class actions to jury verdicts, which are among very few such cases ever tried, as well as trials in Delaware Chancery Court. He served as principal lead counsel in many of the largest securities litigation cases in history, achieving successful recoveries for classes of investors in cases including *In re JPMorgan Chase & Co. Securities Litigation* (\$150 million); *In re Merck Vytarin/Zetia Securities Litigation* (\$215 million); *In re Cendant Corp. Securities Litigation* (\$3.3 billion); *In re Lucent Technologies, Inc. Securities Litigation* (\$675 million); *In re Bristol-Myers Squibb Securities Litigation* (\$300 million); *In re Daimler Chrysler A.G. Securities Litigation* (\$300 million); *In re Conseco, Inc. Securities Litigation* (\$120 million); *In re Symbol Technologies Securities Litigation* (\$139 million); and *In re OM Group Securities Litigation* (\$92 million).

Mr. Berger has successfully argued several appeals that made new law favorable to investors, including *In re Suprema Specialties, Inc. Securities Litigation*, 438 F.3d 256 (3d Cir. 2005); *McCall v. Scott*, 250 F.3d 997 (6th Cir. 2001) and *Fine v. American Solar King Corp.*, 919 F.2d 290 (5th Cir. 1990.) In addition, Mr. Berger was lead class counsel in many important discrimination class actions, in particular *Roberts v. Texaco, Inc.*, where he represented African-American employees of Texaco and achieved the then largest settlement (\$175 million) of a race discrimination class action.

Mr. Berger is a member of the faculty of Columbia University School of Law, where he is a Lecturer in Law. He also serves on the Board of Visitors of the Law School. Previously, Mr. Berger was a member of the Board of Managers of Haverford College from 2000-2003. He is a member of the Board of Directors (and was Board co-Chair) of the GO Project, a not-for profit organization that provides academic support for New York City public school students. He also serves on the Board of the Madison Square Park Conservancy, a public-private partnership that operates and preserves one of New York City's great parks.

Mr. Berger is a 1976 graduate of Haverford College, and graduated in 1979 from Columbia University School of Law.

Nathan A. Cook

Nathan Cook is a director at Grant & Eisenhofer and focuses his practice on trial and appellate litigation relating to Delaware corporation and alternative entity law. Mr. Cook has litigated a variety of Delaware law matters, including numerous matters relating to the fiduciary duties of directors, officers and controlling stockholders, appraisal rights, and stockholder inspections of corporate books and records, as well as disputes relating to corporate contests for control, the post-merger treatment of options and merger earn-outs.

Mr. Cook has litigated multiple complex matters before the Delaware Court of Chancery and the Delaware Supreme Court including: *In re Dole Food Co. Stockholder Litigation* and *In re Dole Food Co. Appraisal Litigation*, stockholder class and appraisal litigation resulting in a damages award of \$148 million, plus interest, following a nine-day trial; *In re News Corporation Shareholder Derivative Litigation*, a stockholder lawsuit resulting in a \$139 million settlement; *In re Clear Channel Outdoor Holdings, Inc. Derivative Litigation*, resulting in a settlement which returned \$200 million to Clear Channel Outdoor Holdings' stockholders; *In re Delphi Financial Group Shareholder Litigation*, a stockholder class action resulting in a \$49 million settlement; *Indiana Electrical Workers Pension Trust Fund IBEW v. Wal-Mart Stores, Inc.*, a

stockholder books and records lawsuit that obtained one of the largest productions of internal documents pursuant to 8 *Del. C.* §220 in Delaware Chancery Court history and led to a landmark Delaware Supreme Court ruling recognizing the “Garner doctrine” as Delaware law; and *Oklahoma Firefighters Pension & Retirement System v. Citigroup Inc.*, a successful lawsuit to inspect internal books and records relating to \$400 million in alleged fraudulent lending, as well as alleged regulatory non-compliance, involving a Mexican subsidiary bank.

Prior to joining Grant & Eisenhofer, Mr. Cook served as lead trial counsel for a stockholder seeking to replace incumbent directors in a hostile takeover, successfully representing the stockholder in stock-list litigation, litigation to compel a stockholders meeting, defeat of the incumbent directors’ request for temporary restraining order concerning compliance with advance notice bylaws, and a highly-contested stockholders meeting. Mr. Cook’s prior experience also includes *Lillis, et al. v. AT&T and AT&T Wireless*, a successful action to recover the value of out-of-the-money stock options, which were cancelled in the AT&T-Cingular Wireless merger, on behalf of former directors and executive officers of MediaOne.

Mr. Cook also has significant experience providing corporate advisory services on a variety of matters relating to Delaware law—e.g., advising directors (including special committees) and officers in connection with mergers and other strategic transactions; charters, bylaws, and stockholder rights plans; and dividends and distributions.

Mr. Cook spoke on the Securities Litigation Panel at the May 31, 2017 Perrin Class Action Litigation Conference and at CII’s June 21, 2018 teleconference on Recent Developments in Delaware Case Law and Changes to the Delaware General Corporation Law. He also spoke on the “M&A and Advising the Board” panel at the 2015 Delaware Law Issues Update conference hosted by the Weinberg Center and the Society of Corporate Secretaries & Governance Professionals. Mr. Cook also spoke on a panel discussing litigation to enforce stockholders’ rights to inspect corporate books and records at the Practising Law Institute’s seminar “Delaware Law Developments 2015: What All Business Lawyers Need to Know.” Mr. Cook also authored *Delaware Supreme Court Okays One-Way Fee-Shifting Bylaws*, AAJ (Summer 2014), and co-authored *The Delaware Supreme Court Weighs in on Fiduciary Duties to Creditors*, Insights (June 2007), and *Frequently Asked Questions, Answers and More Questions about the Business Strategy Immunity*, PLI (2011).

In 2015, Mr. Cook was selected to The National Trial Lawyers: Top 40 Under 40. Mr. Cook is a member of the Richard S. Rodney Inn of Court, the American Bar Association (Business Law Section), the Delaware State Bar Association, and the New York State Bar Association.

Mr. Cook received his B.A., with distinction, from the University of Virginia in 2002, where he majored in economics and history and was a Jefferson Scholar and an Echols Scholar. He received his J.D. from the University of Virginia in 2005, where he served on the Editorial Board for the *Virginia Environmental Law Journal*. Following graduation from law school, Mr. Cook served as a law clerk to the Honorable John W. Noble of the Delaware Court of Chancery.

Diandra “Fu” Debrosse Zimmermann

Diandra (“Fu”) Debrosse Zimmermann is a director at Grant & Eisenhofer focusing her practice on the representation of public entities, and on complex litigation, including pharmaceutical, medical device, data breach and environmental contamination litigation.

Currently, Ms. Debrosse represents dozens of cities and counties against pharmaceutical manufacturers and distributors in the Opiate MDL. She also serves on the Plaintiffs' Steering Committee for the *In re Smith & Nephew Birmingham Hip Resurfacing (BHR) Hip Implant Liability Litigation* (MDL No. 2775).

Prior to joining G&E, Ms. Debrosse was a principal at an Alabama firm and litigated mass tort, class action, product liability, discrimination and civil sexual assault claims. She also serves as counsel to individuals impacted by Zofran, Xarelto and Taxotere use.

Among her many accolades, Ms. Debrosse, was selected by the National Trial Lawyers in the "Top 40 Under 40," as well as the "Top 10 Under 40" for the State of Alabama by the National Academy of Personal Injury Attorneys, Inc. She was named to The National Trial Lawyers: Top 100, recognized in the list of America's Top 100 High Stakes Litigators®, selected for inclusion to *Alabama Super Lawyers* for several years, and named as a Top Woman Attorney by *B-Metro* magazine. Ms. Debrosse is AV-rated by Martindale-Hubbell.

Ms. Debrosse serves on the Board of Governors for the American Association for Justice, the Board of Governors of the Southern Trial Lawyer Association, and is a current member of the Board of Bar Commissioners. She serves on the Board of Directors for the Magic City Bar Association, and also as Legislative Liaison to the Alabama Lawyers Association. Ms. Debrosse served two terms as a member of the Executive Committee of the Birmingham Bar Association, is a former President of the Magic City Bar Association, and is a past Vice President of the Alabama State Bar.

Ms. Debrosse earned her B.A., *summa cum laude*, in English Literature from the City College of the City University of New York, where she was an Isaacs Fellow. She received her J.D. from the Case Western Reserve University School of Law, where she received a leadership grant and many other awards. She is fluent in French and Haitin Creole, and also speaks Spanish.

Robert G. Eisler

Robert Eisler is a director at Grant & Eisenhofer and leads the firm's antitrust practice. Mr. Eisler has been involved in many significant antitrust class action cases in recent years. He is experienced in numerous industries, including pharmaceuticals, paper products, construction materials, industrial chemicals, processed foods, municipal securities, and consumer goods.

Mr. Eisler is currently serving as co-lead counsel in several cases, including *Gordon et al. v. Amadeus et al.*, *In re London Silver Fixing, Ltd. Antitrust Litigation* and *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*. He has served as lead or co-lead counsel in many other significant antitrust cases, including *In re Buspirone Antitrust Litigation* (which led to a \$90 million settlement in which presiding Judge Koeltl stated that the plaintiffs' attorneys had done "a stupendous job"), *In re Ciprofloxacin Hydrochloride Antitrust Litigation*, *In re Flat Glass Antitrust Litigation*, and *In re Municipal Derivatives Antitrust Litigation*.

Mr. Eisler has played major roles in a number of other significant antitrust cases, including *In re Polyurethane Foam Antitrust Litigation*, *In re Blue Cross/Blue Shield Antitrust Litigation*, and *In re Linerboard Antitrust Litigation*. He also has significant experience litigating antitrust matters

in the UK, including cases concerning cartels in a number of industries, such as air cargo services, air passenger services, automotive glass, and pharmaceuticals, among others.

In addition to his antitrust work, Mr. Eisler has extensive experience in securities, derivative, complex commercial and class action litigation at the trial and appellate levels. He has been involved in numerous securities and derivative litigation matters on behalf of public pension funds, municipalities, mutual fund companies and individual investors in state and federal courts.

Mr. Eisler graduated from LaSalle University in 1986, and in 1989, from Villanova University School of Law.

Deborah A. Elman

Deborah Elman is a director at Grant & Eisenhofer, where she represents clients in complex civil litigation, with a particular focus on antitrust and securities litigation. She has represented institutional clients and individuals in class actions, opt-out litigation, derivative actions, and arbitrations.

Ms. Elman is currently serving as co-lead counsel in several cases, including *In re Payment Card Interchange Fee & Merchant Discount Antitrust Litigation*, *In re London Silver Fixing, Ltd. Antitrust Litigation*, and *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, as well as class counsel in *In re Generic Pharmaceuticals Pricing Antitrust Litigation*, *In re Foreign Exchange Benchmark Rates Antitrust Litigation* (“FOREX”), *In re Novartis and Par Antitrust Litigation* (Exforge), *In re Restasis (Cyclosporine Ophthalmic Emulsion) Antitrust Litigation*, *In re Zetia (Ezetimibe) Antitrust Litigation*, *In re Broiler Chicken Antitrust Litigation*, *In re Pork Antitrust Litigation*, and *In re Diisocyanates Antitrust Litigation*.

Ms. Elman has litigated numerous cases related to the financial crisis, including more than fifteen actions arising out of wrongdoing involving the issuance of residential mortgage-backed securities (“RMBS”) and other complex financial products, resulting in several substantial settlements. Ms. Elman was class counsel in *Alaska Electrical Pension Fund v. Bank of America Corporation et al.* (“ISDAFix”). Additionally, Ms. Elman was a member of the litigation teams that successfully represented the lead plaintiff in a case dubbed “The Enron of India,” *In re Satyam Computer Services Ltd. Securities Litigation*, which settled for \$150.5 million, and *In re Kinder Morgan Energy Partners, L.P. Derivative Litigation*, which settled for \$27.5 million. She represented institutional investors in *In re Merck and Co., Inc. Securities, Derivative & ERISA Litigation* and *In re Petrobras Securities Litigation*, resulting in substantial investor recoveries.

Prior to joining Grant & Eisenhofer, Ms. Elman represented clients before the SEC, DOJ, and state regulators, and participated in numerous appearances before federal and state courts as an associate at a leading New York law firm.

Ms. Elman served as a law clerk for the Honorable William L. Standish, United States District Judge, in the United States District Court for the Western District of Pennsylvania, participating in all aspects of federal trial court practice.

Ms. Elman graduated *cum laude* in 2001 from the University of Pittsburgh School of Law, where she was Lead Executive Editor of the *Journal of Law and Commerce*. She received a Masters of

Public Health degree in 1997 from Columbia University, where she also graduated *cum laude* with a Bachelor of Arts degree in 1995.

Eric J. Evain

Eric Evain, Ph.D., is a director at Grant & Eisenhofer and leads the firm's intellectual property litigation practice. He has 20 years of experience litigating complex intellectual property infringement cases for many of the world's largest chemical and manufacturing corporations.

Dr. Evain has represented companies in courts throughout the country across a range of fields, including specialty chemicals, pharmaceuticals, polymers, petroleum, and consumer products. Recently, Dr. Evain prevailed in a jury trial in the District of Delaware representing global specialty chemical company Evonik in a consolidated patent infringement action over metathesis catalysts. The verdict in *Evonik Degussa v. Materia* confirmed the validity of Evonik's patent that was based on the groundbreaking discovery of Professor Wolfgang Herrmann, the President of the Technical University of Munich. Prior to trial, Dr. Evain and his team were able to have Materia's defenses stricken based on preclusion, win every summary judgment motion, and obtain favorable rulings on every claim term in dispute. After trial, the team successfully obtained a permanent injunction against Materia. Over the years, Dr. Evain's litigation successes have earned his clients over \$500 million.

Prior to becoming an attorney, Dr. Evain was a corporate research scientist for 12 years in the specialty chemicals, catalyst and petroleum industries. From 1997-1998, Dr. Evain served as a law clerk to Justice Joseph T. Walsh of the Delaware Supreme Court.

Dr. Evain has lectured on intellectual property all over the world, and is often invited to speak on current topics in intellectual property law. He is named inventor on numerous patents, and has written and presented over a dozen scientific articles.

Dr. Evain is a 1982 *magna cum laude* graduate of Northland College in Ashland, Wisconsin, and a 1987 graduate of the University of Idaho, where he received his Ph.D. He earned his J.D. from Widener University School of Law, *cum laude*, in 1998.

Elizabeth (Beth) Graham

Elizabeth ("Beth") Graham is a Director at Grant & Eisenhofer, leading the firm's complex pharmaceutical and medical device litigation practice. Ms. Graham has spent the entirety of her career as a plaintiffs' lawyer advocating for the rights of individuals, and presently represents thousands of families harmed by large corporations, including pharmaceutical and medical device companies.

Ms. Graham's expertise spans the practice areas of mass tort, consumer fraud, product liability, environmental, and business torts. She has served as Lead Counsel in multi-million dollar cases, has acted as a member of various Plaintiffs' Executive Committees in complex actions, and has prior experience as national defense coordination counsel in product liability and environmental litigation.

Ms. Graham is actively representing thousands of injured victims in various cases against major pharmaceutical companies and medical device manufacturers. Currently, Ms. Graham serves as Co-Lead on the Plaintiffs' Executive Committee and as Chair of the Law & Briefing Committee in *In re Zofran (Ondansetron) Products Liability Litigation* (MDL No. 2657), as Liaison Counsel, a member of the Executive Committee and as Chair of the Law & Briefing Committee in *In re Essure Product Cases* (JCCP 4887) and served on the Plaintiffs' Steering Committee in *In re Power Morcellator Products Liability Litigation* (MDL No. 2652). Ms. Graham is serving as a member of the Plaintiffs' Steering Committee in *In re Stryker LFIT V40 Femoral Head Products Liability Litigation* (MDL No. 2768), and as a member of the Plaintiffs' Steering Committee in *In re Smith & Nephew Birmingham Hip Resurfacing (BHR) Hip Implant Products Liability Litigation* (MDL No. 2775), and is co-chair of the Law & Briefing Committee for *In re Xarelto Products Liability Litigation* (MDL No. 2592), where she is also a member of the Xarelto Bellwether Selection Committee. Additionally, Ms. Graham is among the lead counsel representing homeowners harmed by the catastrophic explosions in the Merrimack Valley, Massachusetts (2018), and also represents victims of the Paradise, California Wildfires (2018).

Prior to joining G&E, Ms. Graham served on the Plaintiffs' Executive Committee and represented victims in the *In re Sulzer Hip Prosthesis and Knee Prosthesis Liability Litigation* (California JCCP 4165). She has served as Lead Counsel on the Plaintiffs' Executive Committee in high profile class actions such as *Borman Automotive v. American Honda Motor Corp.* (MDL No. 1069), which resulted in a \$435 million settlement; and litigation against Chrysler based on its Minivan Doorlatch failures and ABS brake defects. She has also represented hundreds of families injured by environmental contaminants, including radon, arsenic and rocket fuel, resulting in confidential settlements in excess of \$25 million. Ms. Graham also has vast experience as a consultant to other mass tort firms that seek her advice in structuring their cases.

Ms. Graham is an accomplished speaker, often presenting at AAJ programs, Mass Torts Made Perfect programs, and Harris Martin conferences, and she recently presented at the January 2017 Masters of Mass Tort conference. Additionally, Ms. Graham is Co-Chair of the American Association for Justice Zofran Litigation Group, and is a member of the Publications Committee for the AAJ. She is a co-author of "Overcoming the Clear Evidence Defense," published in the July 2016 issue of *Trial* magazine, as well as "Medical Monitoring," published in the July 2018 issue of *Trial*.

In 2018, Ms. Graham was selected to receive the Lifetime Achievement award by America's Top 100 Attorneys®.

Prior to her representation of injured individuals, Ms. Graham worked for large product liability defense firms as national defense counsel and was a partner at prominent San Francisco Bay area law firms.

Olav A. Haazen

Olav Haazen, PhD, is a director at Grant & Eisenhofer. His areas of practice include cross-border securities fraud and antitrust litigation.

Mr. Haazen has significant experience representing foreign and domestic plaintiffs in a variety of antitrust and fraud actions. Most recently, he successfully represented a class of Fortis investors

for whom he helped negotiate a record-high \$1.5 billion settlement of all investment fraud claims in the Netherlands and Belgium. Other representations, past and present, include:

- nearly 300 institutional investors from around the world seeking recovery from Volkswagen in German court in connection with its well-publicized manipulation of emissions controls;
- a large group of Laiki and Bank of Cyprus bondholders and depositors with ICSID arbitration claims against Cyprus, whose interests were wiped as part of the 2013 Cyprus bank bail-out;
- foreign Madoff investors on fraud and negligence claims against feeder fund defendants and their auditors, custodians, and administrators;
- a French *qui tam* plaintiff in litigation arising out of the sale of Executive Life Insurance Company; and
- a large regional bakery in its successful monopolization suit against a competitor.

Mr. Haazen has also represented two classes of professional fashion models in price-fixing and consumer fraud actions, which resulted in a virtually unprecedented 100% recovery of all claimants' losses, as well as substantial injunctive relief, which Justice Ramos of the New York Supreme Court lauded as a model for legislative reform.

Prior to joining G&E, Mr. Haazen was counsel at a prominent national law firm, where he successfully represented major corporate clients and individuals in several high-profile RICO, securities, and government investigation matters and commercial disputes, including a well-known playwright against a civil forfeiture claim arising out of Kenneth Starr's "Ponzi" scheme; a utilities company in a significant contract dispute with Enron; and one of the largest franchisors in professional sports in a \$1.2 billion monopolization suit. He has also represented several government entities and officials, including a Westchester County municipality in a \$600 million lawsuit by Donald Trump's Seven Springs LLC, as well as the City and Mayor of Amsterdam, and a foreign country's former Secretary of State.

From 2010-2011, Mr. Haazen served on the American Bar Association's seven-member Standing Committee for Amicus Curiae briefs and the Third-Party Litigation Funding Study Group. From 1996-2001, he served as a Country Reporter for the Netherlands for the European Restatement of Torts, and recently as a Netherlands Reporter to the 17th International Congress of Comparative Law. Mr. Haazen teaches comparative civil procedure and cross-border litigation at Leiden University in the Netherlands, and previously taught at Harvard, Stanford, and Oxford. He has written several books and over 40 articles and case notes. He is admitted as solicitor in England and Wales, and as arbitrator at the Netherlands Arbitration Institute and at the Center for Dispute Resolution (CEDIRES) in Belgium.

Christine M. Mackintosh

Christine Mackintosh is a director at Grant & Eisenhofer, practicing in the areas of corporate and securities litigation. She has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery and in securities fraud class actions in federal courts throughout the country.

Ms. Mackintosh's practice primarily focuses on litigation in the Delaware Court of Chancery, where she has played significant roles in several landmark actions challenging mergers and acquisitions (including *In re Del Monte Foods Company Shareholder Litigation*, which resulted in an \$89.4 million recovery for the class, and *In re El Paso Corporation Shareholder Litigation*, which resulted in a \$110 million recovery for the class) and in several successful shareholder derivative actions (including *In re American International Group, Inc. Consolidated Derivative Litigation*, which resulted in a \$90 million recovery, one of the largest recoveries in a shareholder derivative action in the history of the Delaware Court of Chancery). Ms. Mackintosh is currently prosecuting a derivative action on behalf of McKesson Corporation relating to the company's failure to adequately oversee its sales of opioid drugs, which resulted in the company agreeing to pay a record \$150 million civil penalty for its violations of DEA requirements relating to the reporting of suspicious orders, and a derivative and class action challenging the acquisition of SolarCity Corporation by Tesla Motors, Inc.

Ms. Mackintosh is a leading member of G&E's appraisal litigation practice and has tried numerous appraisal cases in the Court of Chancery, including *In re Appraisal of Dell, Inc.*, *In re Appraisal of Solera Holdings, Inc.*, and *Verition Partners Master Fund Ltd. v. Aruba Networks, Inc.* Ms. Mackintosh is currently representing clients pursuing their appraisal rights against Nord Anglia Education in the Grand Court of the Cayman Islands.

In addition to her Chancery Court practice, Ms. Mackintosh has played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors, including *In re JP Morgan Chase & Co. Securities Litigation* (\$150 million recovery), *In re Refco Securities Litigation* (\$400 million recovery), and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (\$215 million recovery), and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits, including representation of investors who opted out of *In re Bank of America Corporation Securities, Derivative & ERISA Litigation*. Outside of the United States, Ms. Mackintosh was a member of the team that secured the historic \$450 million pan-European settlement in the *Royal Dutch Shell* case in the Netherlands and the \$1 billion settlement in the *Royal Bank of Scotland* case in the United Kingdom. She is currently representing institutional investors in connection with litigation against Volkswagen AG in Germany.

A *magna cum laude* graduate of St. Joseph's University, Ms. Mackintosh earned her law degree at the University of Pennsylvania Law School. She is the co-author of two articles published by the Practising Law Institute's *Corporate Law & Practice Course Handbook Series*. "Ethical Issues and Their Impact on Securities Litigation," published in September-October, 2003, was co-authored with Marc J. Sonnenfeld, Viveca D. Parker and Marisel Acosta. "Lessons From Sarbanes-Oxley: The Importance of Independence In Internal Corporate Investigations," published in July, 2003, was co-authored with Alfred J. Lechner, Jr.

Kyle J. McGee

Kyle McGee is a director at Grant & Eisenhofer. Mr. McGee's practice focuses on sovereign and public entity representation in the areas of environmental and consumer protection, as well as whistleblower/*qui tam* representation. Mr. McGee also has expertise in securities, commodities, and ERISA litigation.

Mr. McGee currently serves as special counsel to several state Attorneys General and municipalities in environmental and consumer protection litigation. Mr. McGee is prosecuting environmental claims against Monsanto Co. arising out of that company's production, marketing, and sale of toxic PCBs, which now contaminate natural resources and municipal stormwater systems throughout the nation, and against 3M Co. and other manufacturers of toxic firefighting foam laced with toxic PFAS chemicals, which now contaminate groundwater, drinking water, and other public resources.

Mr. McGee partners with additional state Attorneys General and municipalities, including public employee health plans, pursuing consumer protection litigation against pharmaceutical manufacturers, pharmacy benefit managers (PBMs), and others in the healthcare industry.

He is a court-appointed member of the international liaison committee in the global consumer class action against Apple, Inc., arising out of its alleged throttling of iPhone/iPad device performance in 2017. Additionally, Mr. McGee is a member of teams prosecuting consumer protection claims against Volkswagen, Audi, and Porsche in relation to the "Dieselgate" scandal, and against General Motors in relation to its allegedly faulty ignition switches.

Mr. McGee also represents numerous relators in confidential whistleblower actions under the federal and various state False Claims Acts, pursuing misconduct in diverse fields including medical and mental health, residential mortgage lending, retail, and finance, as well as the whistleblower programs managed by the Securities & Exchange Commission and Commodity Futures Trading Commission.

Representative actions in which Mr. McGee played a principal role include:

- *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.), a major securities fraud action against pharmaceutical industry titan Merck & Co., Inc. that settled for \$215 million, jointly prosecuted with a related action, *In re Schering-Plough Corp. ENHANCE Securities Litigation* (D.N.J.), resulting in a \$688 million total recovery—together, the largest securities class action recovery against a pharmaceutical company at the time, and among the top securities settlements with any issuer.
- *In re JP Morgan Chase & Co. Securities Litigation* (S.D.N.Y.), a securities fraud action against investment bank JP Morgan and its leadership arising out of the "London Whale" scandal, resulting in a \$150 million settlement.
- *Des Roches, et al. v. Blue Shield of California, Inc., et al.* (N.D. Cal.), an ERISA class action brought by three parents of minors denied coverage for mental health and/or substance use disorder treatment by Blue Shield of California and its mental health services administrator, Human Affairs International of California (a subsidiary of Magellan Health, Inc.), based on allegedly faulty criteria, which resulted in the defendants' inability to resume use of the challenged criteria and other significant injunctive relief, as well as a \$7 million fund for payment of allegedly improperly denied claims.
- *In re New Oriental Education & Technology Group Securities Litigation* (S.D.N.Y.), a securities fraud action against China-based New Oriental Education & Technology Group relating to alleged accounting manipulations, which settled for \$4.5 million.

- *In re Miller Energy Resources, Inc. Securities Litigation* (E.D. Tenn.), a securities fraud action against oil and gas firm Miller Energy regarding alleged accounting manipulations, which settled for approximately \$3 million.
- *In re Volkswagen “Clean Diesel” Marketing, Sales Practices, and Products Liability Litigation* (N.D. Cal.), a consumer class action against Volkswagen, Audi, Porsche, and Robert Bosch LLC, arising out of the “Dieselgate” scandal, which resulted in an unprecedented vehicle buyback program and other relief valued at approximately \$15 billion.
- *British Coal Staff Superannuation Scheme, et al. v. American International Group, Inc.* (S.D.N.Y.), a securities fraud action brought by a number of public pension and retirement funds and other institutional investors against AIG in relation to its alleged concealment of toxic assets during the 2008 financial crisis, which resulted in a substantial investor recovery.
- *Stichting Pensioenfonds ABP, et al. v. Merck & Co., Inc., et al.* (D.N.J.), a securities fraud action brought by a number of public pension and retirement funds and other institutional investors against Merck & Co., Inc., and its former leadership, in relation to the company’s allegedly false statements concerning Vioxx, which resulted in a substantial investor recovery.

Mr. McGee earned a postgraduate research degree, with honors, in the history and philosophy of law from the University of Edinburgh. In 2009, he received his J.D., *cum laude*, from Villanova University, where he was a Dean’s Merit scholar. In 2005, he received a B.A. in philosophy as well as media technologies from the University of Scranton.

Gordon Z. Novod

Gordon Novod is a director at Grant & Eisenhofer, focusing his practice on corporate restructuring and creditors’ rights. He has seventeen years of experience representing *ad hoc* and official committees, distressed investors, lenders, litigation trustees, indenture trustees, trade creditors, and other parties in some of the most complex landmark restructurings and in litigation matters.

Mr. Novod’s industry experience spans the automotive, chemical, construction, energy, entertainment, gaming, manufacturing, media, mining, and retail sectors. He has negotiated, drafted, and litigated all aspects of Chapter 11 plans of reorganization, valuation, and plan confirmation proceedings, contested debtor-in-possession financing and cash collateral use, the pursuit of fraudulent conveyance actions, and other matters involving bankruptcy-related and distressed litigation. He also has extensive experience reviewing, advising clients on, and litigating issues related to corporate debt securities in default and distressed situations, including exchange transactions, redemptions and the Trust Indenture Act.

Mr. Novod prides himself on providing high quality advocacy to clients, keeping their business objectives in mind, thereby enabling him to build lasting relationships. He is also able to grasp complex legal and business issues in order to craft and implement innovative, yet practical solutions to maximize value for clients.

On numerous occasions, Mr. Novod has been acknowledged for his work as a restructuring attorney. In 2011, Law360 called him one of the “Rising Stars” in restructuring and “one of the five bankruptcy attorneys under 40 to watch.” He was also named a finalist in the M&A Advisor’s “40 under 40.” The following year, he was recognized as a “Winner of the 2012 40 Under 40 East M&A Advisor Recognition Awards” and New York *Super Lawyers* – Bankruptcy, “Rising Stars.” From 2013 to 2018, he was selected to New York Metro *Super Lawyers* in Bankruptcy. In addition, he has served on the New York City Bar Association’s Committee on Bankruptcy and Corporate Reorganization.

Prior to joining G&E, Mr. Novod was a partner in the bankruptcy & corporate restructuring group at Brown Rudnick in New York. He also formerly practiced in the corporate restructuring and bankruptcy group at Kramer Levin Naftalis & Frankel LLP.

Mr. Novod’s prominent engagements include:

- The Appvion Liquidating Trust
- Caesars Entertainment Operating Company, Inc. (unsecured noteholder and proposed class representative)
- CoBank, ACB (ad hoc noteholder committee)
- AgriBank, FCB (unsecured noteholders and proposed class plaintiffs)
- The Refco Litigation Trust
- Exco Resources, Inc. (secured lender)
- ShengdaTech, Inc. (ad hoc noteholder committee)
- Chesapeake Energy Corp. (unsecured noteholders and proposed class representatives)
- Cliffs Natural Resources (unsecured noteholders and proposed class representatives)
- Vanguard Natural Resources (unsecured noteholders and proposed class representatives)
- Alpha Natural Resources, Inc. (state court litigant)
- CJ Holding, Co. (state court litigant)
- SunEdison, Inc. (state court litigant)
- Erin Energy Corp. (state court litigant)
- Tribune Company (indenture trustee)
- Central European Distribution Corporation (ad hoc committee of convertible noteholders)
- Lyondell Chemical Company (creditors’ committee)
- Herbst Gaming, Inc. (creditors’ committee)
- Lehman Brothers (ad hoc consortium of claimholders of Lehman Brothers Special Financing, Inc.)
- Green Valley Ranch Gaming, LLC (ad hoc committee of second lien lenders)
- Palm Harbor Homes, Inc. (indenture trustee)
- Equisearch Services, Inc. (trade creditor)
- General Motors Corporation (n/k/a Motors Liquidation Company) (creditors’ committee)
- Charter Communications, Inc. (ad hoc first lien lenders)
- Bridgeport Holdings, Inc. (Micro Warehouse, Inc.) (debtors)
- Midway Games, Inc. (secured lender)

- Bethlehem Steel Corp. (creditors' committee)
- WCI Steel, Inc. (ad hoc noteholders' committee and indenture trustee)
- Delphi Corp. (trade creditor and member of the creditors' committee)
- Grace Industries, Inc. (creditors' committee)
- Wave Wireless Corp. (secured lender)
- Diomed, Inc. (licensor and chairman of the creditors' committee)
- TransCare Corp. (creditors' committee)
- Buffets Holdings, Inc. (ad hoc noteholders' committee)
- ASARCO LLC (majority noteholders)
- WestPoint Stevens, Inc. (second lien agent)

Mr. Novod has been a featured panelist and/or moderator on topics involving distressed situations, indenture litigation, indenture analysis, and fraudulent conveyance litigation, including:

- Moderator, "Director Duties in Restructurings," Institutional Investor Educational Foundation – Bankruptcy Litigation Roundtable (November 30, 2018)
- Moderator, "Current Issues in Bankruptcy & Antitrust," Institutional Investor Educational Foundation – 17us Global Shareholder Activism Conference (November 30 - December 1, 2017)
- Speaker, "Out-of-Court Restructuring and the Trust Indenture Act," Institutional Investor Legal Forum Fall 2016 Roundtable (October 28, 2016)
- Moderator, "E&P Restructurings - A Landscape Unlike Traditional Restructurings," Institutional Investor Educational Foundation - Bankruptcy Litigation Roundtable (October 6, 2016)
- Moderator, "Fraudulent Conveyance Actions, the Trust Indenture Act and No Action Clauses - New Rights for Bondholders?" Institutional Investor Educational Foundation - Bankruptcy Litigation Roundtable (October 21, 2015)

Mr. Novod received his J.D. from the Benjamin N. Cardozo School of Law at Yeshiva University, and his B.A. from Emory University.

Jonathan Oestreich

Jon Oestreich is a director at Grant & Eisenhofer and head of the firm's shareholder activism practice. Mr. Oestreich has over fifteen years of experience in M&A and securities law.

Prior to joining G&E, Mr. Oestreich was a managing director at Spotlight Advisors in New York, working with issuers and investors on shareholder activism and other contested situations. From 2005 through 2014, Mr. Oestreich held leadership positions and was a senior banker and counsel in the Corporate Finance and M&A line of business of Brown Brothers Harriman & Co. in New York, where he led the contested situations and corporate finance advisory practices where he frequently advised public companies on activist situations and preparedness as well as complex and cross border M&A and financing transactions. Earlier in his career, Mr. Oestreich was a M&A, private equity and securities lawyer with a leading international law firm.

Mr. Oestreich received a J.D. from the University of Michigan Law School where he was a contributing editor to the Michigan Journal of International Law. He received a B.Sc. from the Massachusetts Institute of Technology.

Lisa B. Weinstein

Lisa Weinstein is a director at Grant & Eisenhofer and leads the firm's birth injury litigation division. Her practice primarily focuses on representing women and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Weinstein founded The Weinstein Law Group, where she represented children who were victims of medical malpractice and birth injuries. In her practice as a plaintiffs' trial lawyer, Ms. Weinstein has successfully litigated personal injury, medical malpractice and birth injury matters resulting in nearly \$300 million in settlements and verdicts. Representative of Ms. Weinstein's work is a \$12.5 million settlement in which her client's child suffered brain damage due to lack of oxygen during the labor and delivery process, and over 20 other seven-figure settlements.

Ms. Weinstein was a speaker at the 2015 New Jersey Association for Justice seminar covering "When Medical Malpractice and Mass Tort Overlap," and at the 2016 North American Brain Injury Society's annual conference, speaking about "Representing Children with Acquired TBI." In July 2018, Ms. Weinstein spoke at the American Association for Justice 2018 Annual Convention covering "The Initial Intake and Investigation of Birth Injury Cases - An Approach to Managing Risk," and presented at the American Conference Institute Obstetric Malpractice Claims forum in June 2018 speaking on "Induced Labor Malpractice: Exploring Pitocin Complications and Injuries."

In 2018, Ms. Weinstein was recognized as one of Law360's Personal Injury & Medical Malpractice Rising Stars. Also in 2018, Ms. Weinstein was selected to receive the Lifetime Achievement award by America's Top 100 Attorneys®. For the past eight years, Ms. Weinstein has been selected for inclusion to *Super Lawyers'* list of Rising Stars. She has also been honored by The National Trial Lawyers in the "Top 40 Under 40" for the past seven years. She is a member of the Million Dollar Advocates Forum as well as the Multi-Million Dollar Advocates Forum, recognized for her work in obtaining several notable settlements and verdicts. Additionally, she is the co-chair of the American Association for Justice Birth Trauma Litigation Group. She is also an Arbitrator for the Circuit Court of Cook County and is a Board Member of the Illinois Trial Lawyers Association.

Ms. Weinstein authored "Understanding Newborn Strokes," published in the May 2017 issue of *Trial* magazine.

Ms. Weinstein earned an undergraduate degree from the University of Michigan and graduated *cum laude* from DePaul University College of Law.

Cynthia A. Calder

Cynthia Calder is of counsel at Grant & Eisenhofer. She concentrates her practice in the areas of corporate governance and securities litigation. She has represented shareholders in such seminal cases in the Delaware Court of Chancery as *UniSuper Ltd. v. News Corp.*, vindicating the shareholders' right to vote; *Carmody v. Toll Brothers*, finding the dead-hand poison pill defensive measure was illegal under Delaware law, *Jackson National Life Insurance Co. v. Kennedy*, breaking new ground in the interpretation of fiduciary duties owed to preferred shareholders; *Haft v. Dart Group Corp.*, resolving a contest for control of a significant public corporation; and *Paramount Communications Inc. v. QVC Network*, obtaining an injunction preventing the closing of a merger to force the board of directors to appropriately consider a competing bid for the corporation. More recently, Ms. Calder prosecuted a derivative suit on behalf of American International Group, Inc. shareholders against the company's former CEO, Maurice Greenberg, and other former AIG executives. The action was concluded for a settlement of \$115 million – one of the largest such settlements in the history of the Delaware Court of Chancery. Ms. Calder was also the Court-appointed representative on the shareholder counsel's committee in the *UnitedHealth Group* derivative litigation, which was settled for more than \$900 million – the largest known derivative settlement in any court system. Ms. Calder also prosecuted a shareholder class action, *In re ACS Shareholder Litigation*, which resulted in one of the largest class recoveries in the history of the Court of Chancery.

Ms. Calder has co-authored numerous articles on corporate governance and securities litigation, including "Options Backdating from the Shareholders' Perspective" *Wall Street Lawyer*, Vol. 11, No. 3; "Securities Litigation Against Third Parties: Pre-Central Bank Aiders and Abettors Become Targeted Primary Defendants" *Securities Reform Act Litigation Reporter*, Vol. 16, No. 2; and "Pleading Scienter After Enron: Has the World Really Changed?" *Securities Regulation & Law*, Vol. 35, No. 45.

Ms. Calder graduated *cum laude* from the University of Delaware in 1987 and graduated from the Villanova University School of Law in 1991. Upon graduating from law school, Ms. Calder served as a Judicial Law Clerk in the Delaware Court of Chancery to the Honorable Maurice A. Hartnett, III. Prior to joining Grant & Eisenhofer, Ms. Calder was an associate at Blank, Rome, Comisky & McCauley.

John C. Kairis

John Kairis is of counsel at Grant & Eisenhofer, where he represents institutional investors in class action litigation, individual "opt-out" securities litigation, and derivative, corporate governance, and appraisal litigation in the Delaware Chancery Court and other courts throughout the country. He has been a leader of G&E teams that have achieved some of the largest recoveries in securities class action history, and played major roles in the *Tyco*, *Parmalat*, *Marsh & McLennan*, *Hollinger International* and *Dollar General* securities class actions, and opt-out actions in *AOL Time Warner* and *Telxon Corporation*.

Among his Delaware Chancery Court litigation experience is a landmark case against HealthSouth, involving a books and records trial under Section 220 of the Delaware General Corporations Law, to obtain certain documents that the corporation refused to produce, which led to a settlement implementing corporate governance improvements, such as HealthSouth's agreement to replace its conflicted directors with independent directors approved by a committee

which included the institutional investor plaintiff; and a settlement of litigation against Oracle Corporation, Larry Ellison and the other members of Oracle's board, whereby plaintiffs alleged that Ellison's control over Oracle and Pillar Data Systems led to an unfair process resulting in Oracle's agreement to pay a grossly excessive and unfair price for Pillar in the form of a novel "earn out." The settlement provided a monetary benefit of approximately \$440 million resulting from a required reduction in the purchase price for Pillar. More recently, Mr. Kairis represented the class of shareholders of Starz against cable mogul John Malone and other Starz directors alleging their breaches of fiduciary duty in negotiating and approving the sale of Starz to Lions Gate Entertainment Corp. for an unfair price. That case resolved with a \$92.5 million cash payment to the shareholder class.

Mr. Kairis has also been instrumental in prosecuting consumer class actions involving unfair competition and false marketing claims against various companies for misrepresentations relating to cosmetics and against both Johnson & Johnson and Bausch & Lomb for misrepresentations relating to contact lenses and solutions. He has represented the lead plaintiffs and the class in a securities fraud suit against Merck & Co. and certain of its officers and directors relating to the defendants' alleged suppression of test results of Merck's cholesterol medication Vytarin.

Mr. Kairis also represents the petitioners in several appraisal actions and the lead plaintiffs in various breach of fiduciary duty cases pending in the Delaware Chancery Court.

Mr. Kairis has authored articles including "Shareholder Proposals For Reimbursement Of Expenses Incurred In Proxy Contests: Recent Guidance from The Delaware Supreme Court," *PLI*, What All Business Lawyers Must Know About Delaware Law Developments 2009 (New York, NY May 21, 2009) (co-authored with Stuart Grant); "Challenging Misrepresentations in Mergers: You May Have More Time Than You Think," *Andrews Litigation Reporter*, Vol. 12, Issue 3, June 14, 2006; "Disgorgement Of Compensation Paid To Directors During The Time They Were Grossly Negligent: An Available But Seldom Used Remedy," *Delaware Law Review*, Vol. 13, #1, 2011; and was the principle writer of an *amicus* brief to the United States Supreme Court on behalf of various public pension funds in the *Merck* case involving the standard for finding that a plaintiff is on "inquiry notice" of potential claims such that the limitations period for pleading securities fraud has commenced.

Mr. Kairis has served on the boards of several nonprofit organizations, including the West-End Neighborhood House, Inc., the Cornerstone West Development Corporation, and the board of the Westover Hills Civic Association. He has also served on the Delaware Corporation Law Committee, where he evaluated proposals to amend the Delaware General Corporation Law.

Mr. Kairis is a 1984 graduate of the University of Notre Dame and a 1987 graduate of the Ohio State University Moritz College of Law, where he was Articles Editor of the *Ohio State Law Journal* and recipient of the American Jurisprudence and John E. Fallon Memorial Awards for scholastic excellence. He is a member of the Delaware and American Bar Associations and the Delaware Trial Lawyers Association.

Richard S. Schiffrin

Richard S. Schiffrin is of counsel at Grant & Eisenhofer. He has represented institutional investors and consumers in securities and consumer class actions worldwide. In 2008, Mr. Schiffrin retired as a founding partner of Schiffrin Barroway Topaz & Kessler, LLP.

Mr. Schiffrin has been recognized for his expertise in many prominent cases, including *In re Tyco International Ltd. Securities Litigation*, the most complex securities class action in history, which resulted in a record \$3.2 billion settlement. The \$2.975 billion payment by Tyco represents the single largest securities class action recovery from a single corporate defendant in history, while the \$225 million settlement with PricewaterhouseCoopers (PwC) represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history; *In re AremisSoft Corp. Securities Litigation*, a complex case involving litigation in four countries, resulting in a \$250 million settlement providing shareholders with a majority of the equity in the reorganized company after embezzlement by former officers; *In re Tenet Healthcare Corp.*, resulting in a \$216.5 million settlement and which led to several important corporate governance improvements; *Henry v. Sears, et al.*, one of the largest consumer class actions in history which resulted in a \$156 million settlement distributed without the filing of a single proof of claim form by any class member; *Wanstrath v. Doctor R. Crants, et al.*, a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets to a private entity owned by company insiders, resulting in corporate governance reform in addition to the issuance of over 46 million shares to class members; *Jordan v. State Farm Insurance Company*, resulting in a \$225 million settlement and other monetary benefits for current and former State Farm policy-holders; and *In re Sotheby's Holdings, Inc. Derivative Litigation*, resulting in a multi-million dollar settlement and significant governance changes.

Mr. Schiffrin is an internationally renowned speaker and lectures frequently on corporate governance and securities litigation. His lectures include: the MultiPensions Conference in Amsterdam, Netherlands; the Public Funds Symposium in Washington, D.C.; the European Pension

Symposium in Florence, Italy; and the Pennsylvania Public Employees Retirement Summit (PAPERS) in Harrisburg, Pennsylvania. Mr. Schiffrin has also taught legal writing and appellate advocacy at John Marshall Law School and served as a faculty member at legal seminars, including the Annual Institute on Securities Regulation, NERA: Finance, Law & Economics - Securities Litigation Seminar, the Tulane Corporate Law Institute, and the CityBar Center for CLE (NYC): Ethical Issues in the Practice of Securities Law.

Mr. Schiffrin is a graduate of DePaul Law School and received a Master's degree in Political Science from the University of Chicago. After protecting the civil rights of clients for seven years as an Assistant Public Defender with the Office of the Public Defender of Cook County, where he tried hundreds of cases, Mr. Schiffrin founded Schiffrin & Craig, Ltd., representing consumers and individual investors in actions brought against public companies. He is licensed to practice law in Pennsylvania and Illinois and has been admitted to practice before numerous United States District Courts.

Edward J. Aucoin

Edward Aucoin is senior counsel at Grant & Eisenhofer, where his primary area of practice is representing families and children in birth injury and birth trauma litigation. Prior to joining G&E, Mr. Aucoin worked at several medical negligence defense firms in the Chicago area, focusing on medical malpractice and professional liability as well as commercial litigation. He also was a senior trial attorney at a national insurance company.

Mr. Aucoin has successfully litigated hundreds of cases and has served as first and second chair trial attorney. He has handled every aspect of medical negligence cases, from pleadings and discovery to experts and trial.

Mr. Aucoin received his J.D. from Loyola University New Orleans School of Law and his B.A. in Broadcast Journalism and Political Science from Loyola University of New Orleans.

Karyn L. Bass Ehler

Karyn Bass Ehler is senior counsel at Grant & Eisenhofer, where she leads the Civil Rights Practice Group. Prior to joining G&E, Ms. Bass Ehler was the Chief of the Civil Rights Bureau for the Illinois Attorney General where she oversaw the department that investigates and litigates cases under both state and federal law involving patterns and practices of discrimination in Illinois. While working for the Illinois Attorney General, Ms. Bass Ehler served as one of the lead counsel in the *State of Illinois v. City of Chicago* (N.D. Ill.) litigation and negotiation, which resulted in a historic consent decree addressing comprehensive and systemic reform of the Chicago Police Department. In addition, Ms. Bass Ehler successfully led the legislative initiatives on campus sexual assault in 2015 and the effort to expand Illinois' hate crimes law in 2017. Ms. Bass Ehler also was previously a partner at a Chicago-area law firm focusing her practice on civil rights litigation.

Ms. Bass Ehler clerked for Judge William J. Bauer on the United States Court of Appeals for the Seventh Circuit and Judge Matthew F. Kennelly on the United States District Court for the Northern District of Illinois.

Ms. Bass Ehler is a Leadership Greater Chicago Fellow, Co-Founder and Board Member for the Center on Public Interest Law for the DePaul University College of Law, and the Vice President of the Board of Directors for the Jewish Council on Urban Affairs. She also serves on the Quality Jobs Council for Women Employed.

Ms. Bass Ehler earned her J.D. from DePaul University College of Law, where she was the Editor-in-Chief for the *DePaul Law Review* and a Dean's Merit Scholar and earned her B.A., with honors, from Northwestern University.

Kimberly A. Evans

Kimberly Evans is senior counsel at Grant & Eisenhofer, focusing her practice on appraisal rights, corporate governance, and complex litigation on behalf of institutional investor clients and other sophisticated stockholders.

Ms. Evans is an experienced trial lawyer who has litigated a number of complex matters before the Delaware Court of Chancery, including *In re Dole Food Co. Stockholder Litigation* and *In re Dole Food Co. Appraisal Litigation*, a stockholder class and appraisal litigation resulting in a damages award of \$148 million, plus interest, following a nine-day trial. The *Dole* litigation represents one of the largest recoveries in a non-derivative action in the history of the Delaware Chancery Court.

In addition to *Dole*, Ms. Evans has tried a number of cases before the Delaware Court of Chancery, including *In re Appraisal of DFC Global, Corp.* and *In re Appraisal of PetSmart, Inc.* Most recently, Ms. Evans co-chaired the trial team litigating *In re Appraisal of Jarden Corporation* on behalf of petitioners asserting that the cash/stock deal consideration paid by Newell Rubbermaid to acquire the Company did not reflect fair value. Ms. Evans served as co-lead of the trial team in presenting Petitioners' case over the course of a 4-day trial, and presented closing arguments in November 2018. Ms. Evans also has extensive experience in negotiating confidential appraisal settlements and has achieved successful results for appraisal clients prior to trial.

Outside of appraisal litigation, Ms. Evans is an experienced advocate for stockholder rights and has litigated many stockholder class and derivative actions. Ms. Evans is currently litigating *In re McKesson Corp. Stockholder Derivative Litigation* in the Northern District of California, *In re Liberty Tax, Inc. Stockholder Litigation* in Delaware Court of Chancery, and *In re BGC Partners, Inc. Derivative Litigation* in Delaware Chancery Court. During her career, Ms. Evans also has played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits.

Prior to joining Grant & Eisenhofer, Ms. Evans worked as an associate at a well-known Philadelphia-area law firm, where she gained experience in the practice areas of securities, antitrust, and consumer protection class action litigation. She also previously worked as a paralegal in the Juvenile Division of the Philadelphia District Attorney's Office. In 2017, Ms. Evans was selected as one of the Legal 500 Next Generation Lawyers in the area of Plaintiff M&A Litigation. Ms. Evans earned her J.D. from Temple University in 2007 and received a B.A. in chemistry and criminal justice from La Salle University in 2003.

Samantha R. Mertz

Samantha Mertz is senior counsel at Grant & Eisenhofer, where her primary area of practice is complex pharmaceutical and medical device litigation. She handles all phases of mass tort and personal injury litigation from commencement through trial. Ms. Mertz is actively in litigation against major pharmaceutical companies and medical device manufacturers and serves on the Law and Briefing Committee and Discovery Committee for the Plaintiffs' Steering Committee in the Essure product cases coordinated proceeding in California.

Ms. Mertz earned her J.D. from Temple University Beasley School of Law in 2010. Upon graduation, Ms. Mertz served as the mass tort law clerk for the Complex Litigation Center under the Honorable Judge Arnold New and the Honorable Judge Sandra Mazer Moss for the First Judicial District of Pennsylvania from 2010-2013. Prior to joining Grant & Eisenhofer, Ms. Mertz worked at a Philadelphia law firm as a pharmaceutical mass tort litigation attorney, and

was selected for inclusion in the Pennsylvania *Super Lawyers* “Rising Star” list for 2014 and 2015.

Previously, Ms. Mertz volunteered for the Philadelphia District Attorney’s Family Violence and Sexual Assault unit where she worked closely with survivors of sexual assault and helped to prosecute offenders of intrafamilial violence, sexual assaults, crimes against children, and violations of Pennsylvania’s sex offender registration law. Ms. Mertz also volunteered with the HIAS Refugee Resettlement Program, working with refugees who have been forced to flee from persecution to help them rebuild their lives in the United States.

Ms. Mertz has focused much of her product liability practice on manufacturers of pharmaceuticals and medical devices that have harmed women and children, including Risperdal, Zofran, Transvaginal Mesh, and Essure. Throughout her career, Ms. Mertz has advocated for individuals at their most vulnerable, helping to bring them justice and accountability.

Ms. Mertz is a member of and serves on the Executive Committees for the Temple American Inn of Court and the Louis D. Brandeis Law Society.

Caitlin M. Moyna

Caitlin Moyna is senior counsel at Grant & Eisenhofer with over 15 years of experience in securities fraud class and opt-out litigation, shareholder derivative actions, merger litigation, antitrust actions and international arbitration.

Ms. Moyna has helped achieve significant recoveries in securities fraud class actions while at G&E against Career Education Corp. and Miller Energy Resources, Inc., and others prior to her time at G&E, including against The Blackstone Group, which resulted in an \$85 million recovery. Currently, she represents a lead plaintiff in a securities fraud action against Santander Consumer USA. Her experience also includes representing institutional investors who opt out of securities fraud class actions, including those against Valeant, Merck and Citigroup.

Additionally, Ms. Moyna has international arbitration experience, including representing a group of over 600 Greek investors challenging the bail-in of Cypriot banks before the International Centre for Settlement of Investment Disputes.

Ms. Moyna also represents investors challenging mergers, including in a pending action concerning the acquisition of Regency Energy Partners by Energy Transfer Partners, in the Delaware Court of Chancery. She is also representing investors challenging an early redemption of bonds issued by AgriBank and CoBank on breach of contract grounds.

Prior to joining G&E, Ms. Moyna was associated with two leading New York law firms, where she represented corporations in securities fraud class actions and government investigations, as well as a boutique litigation firm specializing in investor representation.

With Managing Director Jay W. Eisenhofer, Ms. Moyna is the co-author of two multi-series articles that explore the rights of investors in alternative entities: “What is the State of Delaware Law as It Relates to the Scope of Fiduciary Duties Owed to Investors in So-Called Alternative

Entities?”, *Bloomberg BNA*, Corporate Accountability Report (Dec. 5, 12, and 19, 2014); and “What Is the Current State of Delaware Law on the Scope of Fiduciary Duties Owed by Hedge Fund Managers to Their Funds and Investors?”, *The Hedge Fund Law Report*, Vol. 6, Nos. 26 and 27 (Sept. 19 and 26, 2013).

Ms. Moyna is a *cum laude* graduate of Northwestern University School of Law, where she was elected to the Order of the Coif and was a member of the *Journal of Criminal Law and Criminology*. Ms. Moyna received her A.B. from Dartmouth College.

Rebecca A. Musarra

Rebecca Musarra is senior counsel at Grant & Eisenhofer. Ms. Musarra’s practice includes securities, corporate governance, and consumer protection litigation, and other complex class actions.

Ms. Musarra has helped achieve significant shareholder recoveries in a variety of cases. She has participated in a number of appraisal actions in the Delaware Chancery Court, including as a member of the trial team in *In re Appraisal of Dell Inc.* Ms. Musarra has considerable experience pursuing successful books-and-records investigations on behalf of stockholders pursuant to 8 *Del C.* § 220. As a member of the Co-Lead Counsel team representing a class of insurance beneficiaries, Ms. Musarra litigated claims against health insurers in federal court for ERISA violations relating to coverage for treatments for mental health and substance use disorders, which resulted in defendants’ inability to resume use of challenged medical necessity criteria and other significant injunctive relief, as well as a \$7 million fund for payment of allegedly improperly denied claims. She plays a principal role in pursuing a derivative breach of fiduciary duty case against entities and individuals associated with Cantor Fitzgerald, L.P. and assists the international liaison committee in a global consumer class action against Apple, Inc., arising out of its alleged throttling of iPhone/iPad device performance in 2017. As part of her *pro bono* activities, Ms. Musarra represents juvenile immigrants in state court and immigration court, and before federal agencies.

Prior to joining G&E, Ms. Musarra worked as an appellate law clerk to the Chief Justice of the Supreme Court of the Virgin Islands in St. Thomas, Virgin Islands.

Ms. Musarra received her J.D. degree from American University Washington College of Law in 2009, where she served as a member of the *American University Law Review*, was elected to Order of the Coif, and graduated *summa cum laude*. She obtained a B.A. in international relations from the College of William and Mary in 2003. Between college and law school, Ms. Musarra served as a Peace Corps Volunteer in Chad, Central Africa.

Kelly L. Tucker

Kelly Tucker is senior counsel at Grant & Eisenhofer, where she focuses her practice on securities litigation, corporate governance, and appraisal rights. Prior to joining G&E, Ms. Tucker worked at a Philadelphia area law firm practicing antitrust, consumer protection, and products liability litigation.

Ms. Tucker received her J.D. from Fordham University School of Law in 2010, where she was the Executive Notes and Articles Editor of the *Fordham Journal of Corporate and Financial Law* and a member of the Executive Board of Fordham Law Moot Court. She received her B.A. in international politics from American University in 2003.

Carrie L. Vine

Carrie Vine is senior counsel at Grant & Eisenhofer, where her primary area of practice is representing families and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Vine worked at a well-known medical negligence firm. She has successfully litigated over a hundred cases from inception through conclusion, including both settlement and trial. A recent representative case resulted in a \$12.5 million settlement for a child who suffered permanent brain damage after experiencing a lack of oxygen to the brain during labor and delivery.

Ms. Vine's genetic training and scientific background provide insight into the medical nuances that arise in medical malpractice cases. She has been identified as an *Emerging Lawyer* by *Leading Lawyers*, a designation granted to the top two percent of lawyers in the early stage of their career. She is a member of the Illinois State Bar Association, the Women's Bar Association of Illinois, and the Wisconsin State Bar.

Ms. Vine graduated from Northern Illinois University College of Law *magna cum laude*, where she was also the Notes & Comments Editor for the *Northern Illinois Law Review*. She earned her Ph.D. from Pennsylvania State University where she studied human genetics and human variation. She earned her B.S. from the University of Notre Dame studying biological sciences.

Paige J. Alderson

Paige Alderson is an associate at Grant & Eisenhofer where she focuses her practice on complex pharmaceutical and medical device litigation. Prior to joining Grant & Eisenhofer, Ms. Alderson was an associate at a regional litigation firm where she practiced toxic tort and products liability litigation. Before entering private practice, Ms. Alderson served as a judicial law clerk to The Honorable William C. Carpenter, Jr. of the Complex Commercial Litigation Division in the Superior Court of Delaware.

Ms. Alderson earned her J.D. from Villanova University Charles Widger School of Law in 2014 and her B.S. from the University of Delaware in 2009. During her time at Villanova, Ms. Alderson participated in the Health Law Clinic assisting clients with Social Security, Medicare/Medicaid, and insurance matters.

Colin James Beisel

Colin James Beisel is an associate at Grant & Eisenhofer where he focuses his practice on complex pharmaceutical and medical device litigation. Prior to joining G&E, Mr. Beisel practiced with two nationally-recognized plaintiffs firms in Philadelphia, where he represented clients in mass tort, MDL litigation involving defective products, medical malpractice, sexual abuse, birth injury, wrongful death, and catastrophic injury cases.

In addition to his law practice, Mr. Beisel is a First Lieutenant and Judge Advocate in the U.S. Army Reserve JAG Corps. He is a graduate of the U.S. Army Basic Officer Leader Course, Fort Benning, GA, and the Judge Advocate General's Legal Center & School, Charlottesville, VA.

Mr. Beisel is also active in a number of LGBT legal organizations, including the LGBT Rights Committee of the Philadelphia Bar Association, where he served two terms as co-chair of the Committee. He is a member of American Association for Justice and the National LGBT Bar Association. He was selected for inclusion in the 2018 and 2019 lists of "Rising Stars" in Philadelphia *Super Lawyers*.

Mr. Beisel earned his J.D. from The University of Akron School of Law, where he was Assistant Editor of the *Akron Law Review*, member of the Trial Team Honor Society, and recipient of the Pro Bono Service Award. He received his A.B. in Political Science, Philosophy, and Theology from John Carroll University in Cleveland where he was a nationally-ranked debater.

Michael D. Bell

Michael Bell is an associate at Grant & Eisenhofer and focuses his practice on corporate governance and securities litigation. Prior to joining Grant & Eisenhofer, Mr. Bell was an associate at a New York firm defending class-action consumer fraud claims. Mr. Bell was previously an associate at the New York office of an international law firm where he represented clients in securities, bankruptcy, M&A, and corporate matters.

Mr. Bell earned his J.D., *magna cum laude*, from Brooklyn Law School in 2007 where he was a Notes and Comments Editor for the *Brooklyn Law Review* and a member of the 2006 National Team of the Moot Court Honor Society. He earned his M.A. in English Literature from Columbia University in 2001 and his B.A., *magna cum laude*, also in English Literature, from Columbia College in 1999.

Charles C. Bletsas

Charles Bletsas is an associate at Grant & Eisenhofer, where his primary area of practice is representing families and children in birth injury and birth trauma litigation.

Prior to joining G&E, Mr. Bletsas was a partner at a Chicago firm focusing on medical malpractice defense and general civil litigation. With a record of trial success spanning over 20 years, Mr. Bletsas' entire career has been heavily focused on birth trauma cases, having litigated traumatic birth injury claims such as hypoxic ischemic injuries, brachial plexus injuries, and neonatal complications.

Mr. Bletsas is also skilled in attorney malpractice claims involving fiduciary issues, litigating complex financial fraud claims, commercial contracts, and construction negligence disputes.

Mr. Bletsas received his J.D., *cum laude*, from Wayne State University, where he served as a Senior Articles Editor of the *Wayne Law Review*. He received his B.A. in economics from the University of Michigan.

Simona L. Bonifacic

Simona Bonifacic is an associate at Grant & Eisenhofer, where her focus is on complex pharmaceutical and medical device litigation. Prior to joining Grant & Eisenhofer, Ms. Bonifacic worked as corporate counsel on commercial real estate and contracts.

Ms. Bonifacic received her J.D. from Syracuse University College of Law in 1998. She is also a 1998 *magna cum laude* graduate of Maxwell School of Citizenship and Public Affairs where she obtained her M.S. in international relations. She received a bachelor's degree in 1994 from East Stroudsburg University in political science and philosophy.

Kimberly M. Brancato

Kim Brancato is an associate at Grant & Eisenhofer, where her primary area of practice is representing families and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Brancato worked at a Chicago firm focusing on personal injury and medical malpractice cases. She has a winning trial record and has handled every aspect of complex negligence cases, from pleadings and expert discovery, to mediation and trial.

Ms. Brancato was selected for inclusion to *Super Lawyers'* list of Rising Stars from 2017-2019.

Ms. Brancato received her J.D. from DePaul University and her B.S. from Illinois State - University in Political Science and Philosophy.

Leanne P. Brown-Pasquarello

Leanne Brown-Pasquarello is an associate at Grant & Eisenhofer. She represents investors in shareholder derivative actions, securities class actions, and appraisal rights. In addition, she is actively involved in environmental litigation, where she currently works on matters involving state Attorneys General in litigation against the former Monsanto Company, and against Solutia, Inc. and Pharmacia, LLC, arising out of statewide environmental contamination resulting from the manufacture and sale of toxic Polychlorinated Biphenyls (PCBs).

While at Grant & Eisenhofer, she was a member of the litigation team that won a \$486 million recovery in the *In re Pfizer, Inc. Securities Litigation* action. In addition, Ms. Brown-Pasquarello has worked on antitrust litigation, including *In re Municipal Derivatives Antitrust Litigation* and *Honey Transshipping*, and consumer class action matters, including *Ford EPAS* and *Ford Sync/MyFord Touch*. She has also been involved with international securities litigation and arbitration involving *Republic Of Cypress*. More recently, she worked extensively on *In re Appraisal of Jarden Corporation* on behalf of petitioners asserting that the cash/stock deal consideration paid by Newell Rubbermaid to acquire the Company did not reflect fair value.

Prior to joining Grant & Eisenhofer, Ms. Brown-Pasquarello worked at a Philadelphia law firm on mass tort and complex civil litigation matters. She received her law degree from Widener University School of Law, where she wrote on The Law Forum and was a member of ATLA. She received her B.A. degree in Political Science from University of Delaware, where she was a

member of *Phi Sigma Pi* National Honor Society and *Pi Sigma Alpha* National Political Science Honor Society. She served as Vice President of a political organization on campus.

Alice Cho Lee

Alice Cho Lee is an associate at Grant & Eisenhofer, where she works on securities fraud class actions and international litigation and arbitration cases.

Ms. Cho Lee is part of the litigation team that represents plaintiffs in U.S. and international securities actions and investment arbitrations. Current cases include actions against:

- Republic of Cyprus, in an international investment arbitration on behalf of almost one thousand Greek investors currently pending before the Worldbank
- Petrobras and the Federal Union of Brazil, in an international securities litigation currently pending before Brazil's leading arbitration chamber
- Volkswagen and Porsche, in pending securities cases in Germany
- Mitsubishi, in a pending securities litigation in Japan
- Postbank, in a securities action pending in Germany
- Steinhoff, in an Inquiry proceeding before the Netherlands' Enterprise Chamber
- BHP, in an Australian class action in which our class/group includes the class representative
- Toshiba, in a pending securities litigation in Japan

While at G&E, Ms. Cho Lee served as a member of the co-lead counsel litigation team for several U.S. securities class actions including:

- Marsh & McLennan, a U.S. securities class action that settled for \$400 million
- Merck (Vytarin), a U.S. securities class action that settled for \$215 million
- JP Morgan Chase & Co., a U.S. securities class action that settled for \$150 million

Ms. Cho Lee served on the board of the Korean American Lawyers Association of Greater New York (KALAGNY) for seven years and is an active member of the National Asian Pacific American Bar Association (NAPABA) and the Asian American Bar Association of New York (AABANY). During law school, Ms. Cho Lee interned as a law clerk for the Honorable Frederic Block, U.S. District Court, Eastern District of New York. She has also worked at the New York City Human Rights Commission and the Asian American Legal Defense and Education Fund.

Ms. Cho Lee graduated from Brooklyn Law School in 2004 and received a B.A. in English from the University at Albany.

Andrew N. Dodemaide

Andrew Dodemaide is an associate at Grant & Eisenhofer. Prior to joining G&E, Mr. Dodemaide worked at a law firm in Philadelphia where he practiced domestic and international securities litigation. Mr. Dodemaide also worked for a large complex litigation firm as an associate on the new matter development team.

Mr. Dodemaide received his B.A. from Rutgers University and earned his J.D. from Rutgers University School of Law, where he was the Editor-in-Chief of the *Rutgers Journal of Law and Public Policy*. While a law student, Mr. Dodemaide taught Constitutional Law at a high school in Camden, New Jersey through the Marshall Brennan Constitutional Literacy Project. Upon graduation, Mr. Dodemaide clerked for the Honorable Jack M. Sabatino at the New Jersey Superior Court, Appellate Division.

Kerry A. Dustin

Kerry Dustin is an associate at Grant & Eisenhofer, focusing on corporate securities, corporate governance, appraisal, antitrust, and consumer litigation.

Prior to joining Grant & Eisenhofer, Ms. Dustin focused her practice on intellectual property and patent and employment law. Ms. Dustin served as a law clerk for Onondaga County Resource Recovery Agency (OCRRA). She also did an internship at the Ontario County Attorney's Office where she was involved in drafting labor contracts and research.

Ms. Dustin is a Certified Mediator and holds a certificate in Conflict Management Strategies for the Workplace. Ms. Dustin received her law degree from Syracuse University College of Law where she was a member of the Community Law Development Clinic and Corporate Law Society. She received her B.S. in business administration with a marketing concentration from Le Moyne College in 2000.

Cheron D. Everett

Cheron Everett focuses on securities, antitrust, and complex pharmaceutical and medical device litigation as an associate at Grant & Eisenhofer. Ms. Everett is a 2007 graduate of the Widener University School of Law and a 2001 *magna cum laude* graduate from Temple University with a degree in journalism and public relations. She was a recipient of the Chadwick Memorial Scholarship and a Fred G. Dibona Moot Court participant.

Prior to joining Grant & Eisenhofer, Ms. Everett's focus was on pharmaceutical and securities litigation as well as workmen's compensation.

Tudor I. Farcas

Tudor Farcas is an associate at Grant & Eisenhofer where he focuses his practice on complex pharmaceutical and medical device litigation. Prior to joining Grant & Eisenhofer, Mr. Farcas was an associate at the Philadelphia office of a national defense litigation law firm defending general liability claims including mass tort, products liability, and personal injury. He also was a law clerk to the Honorable Mark I. Bernstein, assisting with complex proceedings in national mass tort cases regarding pharmaceutical products and medical devices.

Mr. Farcas earned his J.D. from Drexel University Thomas R. Kline School of Law in 2013, where he was a member of the Drexel Transactional Law Team. Mr. Farcas received his B.A. from Pennsylvania State University in 2008.

R. Alexander Gartman

Alexander Gartman is an associate at Grant & Eisenhofer where he concentrates on securities litigation, antitrust litigation, and appraisal matters. Representative of Mr. Gartman's casework is securities class action *In re Marsh & McLennan Securities Litigation* and antitrust action *Castro, et al. v. Sanofi Pasteur, Inc.*

Mr. Gartman received a B.B.A. in Finance in 1998 from The College of William and Mary, where he double majored in Economics. He graduated cum laude from Temple University School of Law in 2005.

Adam J. Gomez

Adam Gomez is an associate at Grant & Eisenhofer where he focuses on complex pharmaceutical and medical device litigation and environmental litigation. Prior to joining G&E, Mr. Gomez was an associate at a national defense litigation firm where he defended clients in catastrophic personal injury, products liability, professional liability, and civil rights litigation.

Mr. Gomez currently serves as Chair of the Insurance Committee representing residents and businesses harmed by the catastrophic gas explosions in Merrimack Valley, Massachusetts, caused by the negligence of Columbia Gas and NiSource. He also represents members of the HIV community injured by Gilead Sciences, Inc.'s negligent design of tenofovir-based antiretroviral medications and serves as the Co-Chair of the American Association for Justice Tenofovir Litigation Group. Additionally, Mr. Gomez represents victims of the Paradise, California Camp Fire—the deadliest in the state's history—where plaintiffs allege that fires were sparked by aging, unsafe electrical infrastructure maintained by Pacific Gas & Electric.

Mr. Gomez earned his J.D. from Temple University James E. Beasley School of Law in 2013, where he was a Beasley Scholar and received awards for Outstanding Oral Advocacy in the Integrated Trial Advocacy Program. He received his B.A. in Government from Wesleyan University in 2010 where he served as Chair of the Student Judicial Board and President of Delta Kappa Epsilon.

Mr. Gomez is a member of the Hispanic Bar Association of Pennsylvania. He was selected for inclusion in the 2018 list of "Rising Stars" in Pennsylvania *Super Lawyers*. He also belongs to the International Association of Privacy Professionals (IAPP) and is a Certified Information Privacy Professional (CIPP).

Lisa K. Grumbine

Lisa Grumbine is an associate at Grant & Eisenhofer, where she focuses her practice on consumer class action, appraisal rights and antitrust litigation. Ms. Grumbine also handles a wide range of securities and commercial litigation actions on behalf of institutional investors and consumers. Most recently, Ms. Grumbine was part of a team prosecuting state consumer claims against Volkswagen relating to its illegal "clean diesel" vehicles.

Prior to her legal career, Ms. Grumbine worked in the banking industry with a primary focus in ERISA and Defined Contribution Plan compliance and administration. Ms. Grumbine is a graduate of ABA National Employee Benefit Trust School.

Ms. Grumbine earned her J.D. from Temple University, Beasley School of Law in 1997 and her B.S. in Consumer Economics, *cum laude*, from University of Delaware in 1990.

Laina M. Herbert

Laina Herbert is an associate Grant & Eisenhofer focusing her practice on corporate and commercial litigation, whistleblower/*qui tam* actions, and appraisal actions. Prior to joining G&E, Ms. Herbert was senior counsel practicing complex litigation at a Delaware law firm. Ms. Herbert also has extensive experience representing corporations, their directors and stockholders in corporate and commercial litigation relating to fiduciary duties, mergers and acquisitions, corporate governance and other issues concerning Delaware law. Her experience also includes federal patent infringement and intellectual property litigation in the U.S. District Court for the District of Delaware.

Ms. Herbert is a member of the board of directors of the Delaware 4-H Foundation and a member of the board of directors of the ACLU of Delaware. She is Content Editor of *The Journal of The Delaware State Bar Association*.

Ms. Herbert earned her J.D. *with honors* from the University of Maryland Francis King Carey School of Law in December 2004 where she served as an Associates Articles Editor of *The Business Lawyer*. She earned a B.S. in Biology, B.A. in Leadership Studies and minor in Women's Studies from the University of Richmond in 2000.

Chad B. Holtzman

Chad Holtzman is an associate at Grant & Eisenhofer, focusing his practice on antitrust litigation.

Prior to joining Grant & Eisenhofer, Mr. Holtzman worked as an associate at the Philadelphia office of a national Am Law 100 law firm where he practiced complex commercial litigation within the financial services industry, antitrust/competition law, and defense of class actions.

Mr. Holtzman is a frequent author for academic publications, including co-authoring "Is This The End Of Arbitration for Consumer Financial Disputes?" *JD Supra*, among many other articles. He serves on the National Board for the Jewish National Fund Young Professionals Division as the Membership Chair for the East Coast. He is also a Board Member of the International Alliance for Child Literacy, a non-profit charity that empowers children by establishing libraries at orphanages.

Mr. Holtzman earned his J.D., *cum laude*, from Villanova University School of Law in 2009 where he was the Associate Editor for the *Villanova Environmental Law Journal*. Mr. Holtzman earned his B.S. in economics from Hamilton College in 2006.

Jonathan A. Ibarra

Jonathan Ibarra is an associate at Grant & Eisenhofer, where his primary area of practice is representing families and children in birth injury and birth trauma litigation. Prior to joining G&E, Mr. Ibarra worked at a Chicago law firm focusing exclusively on medical malpractice litigation, including obstetrics/gynecology and fetal demise, cardiology, neurology, and internal/family medicine and trauma. He also previously worked at two other Chicago law firms practicing healthcare litigation and various types of other civil litigation.

Mr. Ibarra received his J.D. from University of Illinois in 2005 and his B.S. in business with an emphasis on legal studies from Indiana University in 2002. He is a member of the Illinois State Bar Association, the Chicago Bar Association, and the DuPage County Bar Association.

Lawrence P. Kempner

Lawrence Kempner is an associate at Grant & Eisenhofer, focusing on complex securities, regulatory and corporate governance cases. Prior to joining Grant & Eisenhofer, Mr. Kempner was engaged in private practice with a concentration in civil litigation.

Mr. Kempner graduated from Lehigh University in 1988 with a B.S. in marketing. He received his J.D. from the George Washington University National Law Center in 1991.

Edward M. Lilly

Edward Lilly focuses on intellectual property litigation, securities fraud and anti-trust class action litigation, Chancery litigation, and corporate governance matters as an associate at Grant & Eisenhofer. He has additional experience in consumer mass tort litigation, product liability litigation, and derivative class actions.

Mr. Lilly graduated in 1996 from Cornell Law School and served as an editor for the *LII Bulletin-NY* and *Cornell Journal of Law & Public Policy*. He received his M.S. in social psychology in 1993 from Purdue University and graduated *magna cum laude* from DePauw University with a B.A. in economics.

Mr. Lilly served as a clerk for the Honorable Thomas J. McAvoy of the U.S. District Court in Binghamton, New York.

Ken S. Massey

Ken Massey is an associate at Grant & Eisenhofer. Prior to joining G&E, Mr. Massey practiced consumer financial services, complex antitrust and commercial litigation at a leading financial services defense boutique and the Philadelphia office of a national law firm.

Mr. Massey is the immediate past president of the Asian Pacific American Bar Association of Pennsylvania and has previously served on the executive board of the Temple Law Alumni Association. He has been selected three times by *Super Lawyers* as a Pennsylvania “Rising Star” and listed on the Pro Bono Roll of Honor for the First Judicial District of Pennsylvania.

Mr. Massey earned his J.D. from Temple University Beasley School of Law in 2004 and his B.A. in History from the University of Pennsylvania in 1999.

Julia R. McGrath

Julia McGrath is an associate at Grant & Eisenhofer, focusing her practice on antitrust litigation. Prior to joining G&E, Ms. McGrath was an associate at a Philadelphia-area law firm practicing antitrust class action litigation with a focus on cartels, commodities manipulation, benchmark price-fixing, and pharmaceutical pay-for-delay and price-fixing cases.

Prior to law school, Ms. McGrath had a successful career in government and politics. She worked on political campaigns at the local, state, and federal level. She's advised top-tier congressional, gubernatorial, and U.S. Senate candidates in Pennsylvania and New Jersey, and served as the Finance Director for U.S. Senator Bob Casey. In 2013, she was appointed by President Obama to serve under the Mid-Atlantic Regional Administrator of the U.S. General Services Administration.

Ms. McGrath earned her J.D., *cum laude*, from Temple University Beasley School of Law, and her B.A. in History from Boston University.

Kevin M. Nadolny

Kevin Nadolny is an associate at Grant & Eisenhofer, focusing on securities litigation, antitrust matters, and consumer litigation.

Mr. Nadolny's casework includes representing shareholders in such actions as: *In re Pfizer Inc. Securities Litigation* (\$486 million settlement); *In re News Corporation Shareholder Derivative Litigation* (\$139 million settlement); *In re Kinder Morgan Energy Partners, L.P. Derivative Litigation* (\$27.5 million settlement). He has also represented plaintiffs in antitrust matters such as: *In re Aggrenox Antitrust Litigation*; and *Alaska Electrical Pension Fund v. Bank of America* (concerning ISDA-fix price-fixing). Mr. Nadolny's consumer litigation experience includes working as a member of the team prosecuting consumer protection claims against General Motors in relation to its allegedly faulty ignition switches.

He currently represents plaintiffs in *In re Blue Cross Blue Shield Antitrust Litigation* and *In re Generic Pharmaceuticals Pricing Antitrust Litigation*.

Mr. Nadolny is a 1998 graduate of the University of Minnesota. He received his J.D. and LL.M. (Transnational Law) from Temple University, Beasley School of Law.

Joseph P. Nearey

Joseph Nearey focuses on appraisal rights, complex securities, consumer, and antitrust litigation as an associate at Grant & Eisenhofer. He received his law degree in 2001 from Temple University School of Law, where he was a member of the Temple International and Comparative Law Journal. He attended the Temple University School of Law Semester in Japan and interned at a prominent Tokyo firm. He served as a summer intern for the Honorable James R. Cavanaugh of the Superior Court of Pennsylvania.

Mr. Nearey graduated *cum laude* from Hamilton College in 1997 with dual B.A.'s in English Literature and Government.

Jonathan D. Park

Jonathan Park is an associate at Grant & Eisenhofer, where he represents investors in complex litigation, including securities, stockholder derivative, and bondholder actions. In 2017 and 2018, Mr. Park was recognized by *Super Lawyers* as a "Rising Star" in the New York Metro area.

Mr. Park was a member of the teams that recovered \$150 million for stockholders in *In re JPMorgan Chase & Co. Securities Litigation* (S.D.N.Y.) in connection with the "London Whale" scandal, and that achieved substantial recoveries for opt-out plaintiffs in *In re Petrobras Securities Litigation* (S.D.N.Y.). He is currently representing investors in securities litigation against General Electric, Teva Pharmaceuticals, and Valeant Pharmaceuticals.

Mr. Park helped secure recovery on bondholder class claims against Caesars Entertainment, and is currently representing bondholders challenging the early redemption of bonds by CoBank and AgriBank. He also has experience advising on issues related to out-of-court restructuring of debt securities, including exchange transactions and redemptions, and bankruptcy-related and distressed litigation.

At the New York City Bar Association, Mr. Park serves on the Task Force on Puerto Rico and the New Lawyers Council, and he previously served on the International Human Rights Committee. He also serves on the board of his non-profit running club, the Dashing Whippets Running Team.

Mr. Park earned his J.D. in 2013 from Fordham University School of Law, where he served on the school's Moot Court Board as the Editor of the Jessup International Law Competition Team. During law school, he was a Crowley Scholar in International Human Rights, received the Archibald R. Murray Public Service Award, and interned with a refugee law project in Cairo, Egypt. Mr. Park received a B.A. in 2006 from Vassar College, where he majored in Africana Studies.

Raymond F. Schuenemann III

Raymond Schuenemann III is an associate at Grant & Eisenhofer.

Representative of Mr. Schuenemann's casework includes participation in securities class action *In re Pfizer Inc. Securities Litigation*, alleging Pfizer misrepresented the cardiovascular safety of its multi-billion-dollar arthritis drugs, resulting in a \$486 million settlement; and securities class action *In re Marsh & McLennan Consolidated Securities Litigation*, alleging that Marsh & McLennan and its officers, directors, auditors, and underwriters participated in a fraudulent scheme involving bid-rigging and secret agreements to steer business to certain insurance companies in exchange for kick-back commissions, resulting in a \$400 million settlement. Mr. Schuenemann was also involved in antitrust class action *In re Titanium Dioxide Antitrust Litigation*, where direct purchasers of Titanium Dioxide alleged that E.I. DuPont de Nemours

and Company, Huntsman International and other defendants conspired to fix prices at which the chemical powder was sold in the United States, resulting in a series of settlements with defendants totaling \$163 million.

Upon graduating from law school, Mr. Schuenemann was an associate attorney at a Pennsylvania law firm where he worked on matters related to employment, real estate, tax, and healthcare law. Prior to his legal career, Mr. Schuenemann was an investment accountant in the mutual fund industry where he provided accounting services for numerous bond and equity funds. Mr. Schuenemann was also employed as an internal auditor in both the finance and banking industries.

Mr. Schuenemann is active in his community and spent many years as a volunteer pro-bono attorney at Mid Penn Legal Services where he defended low-income clients from debt collection actions. Additionally, Mr. Schuenemann spent four years as the Chairman of the Board of the Reading Area Water Authority and two years as an Executive Board Member of the Reading Redevelopment Corporation. Currently, Mr. Schuenemann is the Vice President of The City of Reading Charter Board.

Mr. Schuenemann received his J.D. from Widener University School of Law in 2005 and is a 1999 graduate of West Chester University where he earned a B.S. in Finance.

Kimberly B. Schwarz

Kimberly Schwarz is an associate at Grant & Eisenhofer. She earned her law degree from Rutgers School of Law in 2010. She graduated with high honors from Rutgers University School of Business in 2002 where she received her B.S. in Business Management.

Tracy L. Sepehriazar

Tracy Sepehriazar is an associate at Grant & Eisenhofer who focuses on complex securities fraud litigation in class action cases, as well as appraisal actions. She also has experience handling cases asserting claims under the False Claims Acts. Ms. Sepehriazar received her law degree from the University of Houston Law Center in 2003, where she completed an externship at the Methodist Health Care System. Before joining Grant & Eisenhofer, Ms. Sepehriazar focused her practice on the area of health law. Upon graduating from law school, she worked at a mid-sized firm in Houston where she concentrated primarily on asbestos litigation. She also worked for a small transactional health law firm in San Antonio, Texas.

Ms. Sepehriazar received her B.S. in Business Administration with a Concentration in International Business Management from Goldey-Beacom College in 1997, where she graduated *magna cum laude*. Prior to entering law school, Ms. Sepehriazar gained business experience as an analyst at JP Morgan. Upon relocating to Texas, she continued to pursue a career in the financial industry while obtaining her law degree. Ms. Sepehriazar is a member of the Delaware Bar Association.

Shannon T. Somma

Shannon Somma is an associate at Grant & Eisenhofer. Her focus is on antitrust, and she has experience in appraisals and securities fraud class actions. She has also worked on cases in intellectual property, pharmaceutical, and environmental litigation.

Ms. Somma graduated in 1999 from the University of Delaware with a B.A. degree in psychology, and thereafter received her J.D. degree from Widener University School of Law in 2005.

Charles C. Sweedler

Charles Sweedler is an associate at Grant & Eisenhofer, focusing on securities fraud and shareholder litigation. Mr. Sweedler received his J.D. from William & Mary Law School, where he was Publication Editor of the *William & Mary Law Review*.

Before joining Grant & Eisenhofer, Mr. Sweedler was General Counsel for a Philadelphia-based non-profit organization. Previously, he was an associate attorney at two Philadelphia law firms, where he focused on antitrust, consumer protection, and other complex class action litigation.

Mr. Sweedler received his B.A. from Cornell University, where he was a history major. After receiving his M.Ed. from the University of Maryland and before entering law school, Mr. Sweedler was a teacher in the Washington, D.C. area.

Vivek Upadhya

Vivek Upadhya is an associate at Grant & Eisenhofer, focusing on complex pharmaceutical and medical device litigation, securities, appraisal, and whistleblower/*qui tam* litigation. Mr. Upadhya previously worked with G&E's mass tort division, where he worked on multi-district litigation involving prescription drugs such as Xarelto and Zofran.

Mr. Upadhya is currently representing the State of Delaware in *qui tam* litigation involving an allegedly fraudulent scheme by retailers to avoid their gift card escheat obligations to Delaware. Mr. Upadhya was also involved in *In re JPMorgan Chase & Co Securities Litigation* (S.D.N.Y.), which resulted in a \$150 million settlement.

Mr. Upadhya received his J.D. from Emory University School of Law, where he served as a managing editor for the *Emory Law Journal*. He received his B.A. in law and political science from the University of Utrecht in the Netherlands, and was born and raised in India.

Viola Vetter

Viola Vetter is an associate at Grant & Eisenhofer where she represents public entities in matters seeking to redress statewide environmental contamination. She is currently working with different state Attorneys General in litigation concerning primarily environmental claims. Ms. Vetter also represents institutional investors in corporate governance and securities litigation.

Prior to joining Grant & Eisenhofer, Ms. Vetter was an associate at an international law firm, resident in Philadelphia, representing corporate clients in complex commercial, consumer and qui tam matters in state and federal courts.

Ms. Vetter earned her J.D. from Temple University Beasley School of Law in 2007, where she was a member of the *Temple Political & Civil Rights Law Review*. She received her B.S. in International Business and Political Philosophy, *magna cum laude*, from Elizabethtown College in 2004.

Ms. Vetter was selected to the 2015-2016 *Pennsylvania Super Lawyers* Rising Stars list for Business Litigation. She is fluent in English and German.

Ivan B. Woods

Ivan Woods is an associate at Grant & Eisenhofer. Prior to joining Grant & Eisenhofer, Mr. Woods worked as a document review attorney at various national law firms and was on the claim management and legal staff of several New Jersey insurance companies where he supervised consumer fraud and training divisions as well as focused on corporate law and regulatory compliance.

Mr. Woods earned his J.D. from Rutgers School of Law, Newark in 1997 and his B.S. in education from Auburn University in 1976. Mr. Woods is a member of the American Bar Association and New Jersey State Bar Association.

Selected Institutional Client Representations

G&E has represented or is currently representing a number of institutional investors in major securities fraud actions, shareholder derivative suits, other breach-of-fiduciary-duty cases and related ancillary proceedings around the country. Some of the Firm's cases include:

(A) In Securities Fraud Litigation:

(1) CellStar

In one of the earliest cases filed after the enactment of PSLRA, the State of Wisconsin Investment Board ("SWIB") was designated lead plaintiff and G&E was appointed lead counsel in *Gluck v. CellStar Corp.*, 976 F.Supp. 542 (N.D.Tex. 1997). The cited opinion is widely considered the landmark on standards applicable to the lead plaintiff/lead counsel practice under PSLRA. (See, especially, *In re Cendant Corp. Litig.*, 2001 WL 980469, at *40, *43 (3d Cir. Aug. 28, 2001), citing the CellStar case.) After the CellStar defendants' motion to dismiss failed and a round of discovery was completed, the parties negotiated a \$14.6 million settlement, coupled with undertakings on CellStar's part for significant corporate governance changes as well. With SWIB's active lead in the case, the class recovery, gross before fees and expenses, was approximated to be 56% of the class' actual loss claims, about 4 times the historical 14% average gross recovery in securities fraud litigation. Because of the competitive process that SWIB had undertaken in the selection of counsel, resulting in a contingent fee percentage significantly less than the average 31% seen historically, the net recovery to the class after all claims were submitted came to almost 50% of actual losses, or almost 5 times the average net recovery.

(2) Pfizer

G&E was class counsel in a certified federal securities class action against Pfizer and certain of its former officers and directors. Plaintiffs alleged that Pfizer affirmatively misrepresented the cardiovascular safety of its multi-billion-dollar arthritis drugs, Celebrex and Bextra, and actively concealed adverse safety information concerning the products in order to win market share from Merck's competing Cox-2 drug, Vioxx. In 2004 and 2005, when the truth about the cardiovascular risks of Celebrex and Bextra was finally revealed, Pfizer shareholders collectively lost billions of dollars. Plaintiffs also alleged that certain former officers and directors of Pfizer illegally sold shares of Pfizer stock during the class period while in possession of material, non-public information concerning the drugs.

The case was extensively litigated for nearly 10 years, with millions of pages of documents produced and more than 50 depositions taken. Prior to the beginning of merits discovery, the parties engaged in a Daubert proceeding in which Pfizer argued that there was no scientific basis for a claim that Celebrex and Bextra were associated with adverse cardiovascular effects. Both sides submitted extensive

expert reports and, after a 5 day trial, the Court completely rejected Pfizer's challenges to Plaintiffs' expert testimony. Defendants' motion for summary judgment was denied in most respects, although the Court held that Pfizer could not be held liable for a few statements made by its co-promoters concerning the drugs. In 2014, however, the Court granted Defendants' motion to exclude the testimony of Plaintiffs' expert concerning damages and causation, Professor Daniel Fischel, and thereafter granted summary judgment for Defendants because without Fischel's testimony, Plaintiffs could not prove damages or loss causation. Plaintiffs appealed to the United States Court of Appeals for the Second Circuit, and on April 12, 2016, the Court of Appeals reversed. The Court of Appeals held that the District Court abused its discretion in excluding Fischel's testimony and further held that the District Court's erred in granting summary judgment to Defendants concerning the statements made by Pfizer's co-promoter. Defendants moved in the Court of Appeals for rehearing *en banc*. While that motion was pending, the parties agreed on a settlement of the litigation providing for a cash payment by Pfizer of \$486 million. The parties then jointly moved, and the Court of Appeals agreed, to hold the rehearing petition in abeyance pending the District Court's consideration of the proposed settlement. The District Court held a conference on September 13, 2016 to consider whether to grant preliminary approval to the settlement and authorize the transmission of notice of the settlement to class members. The settlement was preliminarily approved on September 16, 2016, and on December 21, 2016, final approval was obtained.

In re Pfizer Inc. Securities Litigation, SD-NY, No. 04-9866.

(3) **DaimlerChrysler**

Florida State Board of Administration was appointed lead plaintiff and G&E co-lead counsel in the PSLRA class action on behalf of shareholders of the former Chrysler Corporation who exchanged their shares for stock in DaimlerChrysler in Chrysler's 1998 business combination with Daimler-Benz AG which was represented at the time as a "merger of equals." Shortly before trial, the defendants agree to a \$300 million cash settlement, among the largest securities class action settlements since the enactment of the PSLRA. *In re DaimlerChrysler Securities Litigation*, D. Del., C.A. No. 00-0993.

(4) **Oxford Health Plans**

Public Employees' Retirement Association of Colorado ("ColPERA") engaged G&E to represent it to seek the lead plaintiff designation in the numerous securities fraud actions that were consolidated into *In re Oxford Health Plans, Inc., Securities Litig.*, S.D.N.Y., MDL Docket No. 1222 (CLB). The court ordered the appointment of ColPERA as a co-lead plaintiff and G&E as a co-lead counsel. G&E and its co-leads filed the Consolidated Amended Complaint. Memorandum opinions and orders were entered denying defendants' motions to dismiss (see 51 F.Supp. 2d 290 (May 28, 1999) (denying KPMG motion) and 187 F.R.D. 133 (June 8, 1999) (denying motion of Oxford and individual director

defendants)). The case settled for \$300 million, another settlement negotiated by G&E that is among the largest settlements since the enactment of the PSLRA.

(5) Dollar General

The U.S. District Court for the Middle District of Tennessee ordered the appointment of Florida State Board of Administration and the Teachers' Retirement System of Louisiana as lead plaintiffs and G&E as co-lead counsel in a PSLRA and Rule 10b-5 case against the defendant company, its accountants, and individual insiders who allegedly issued false and misleading statements over an alleged 3-year Class Period and failed to disclose adverse facts about the company's financial results. Settlements were approved involving a cash payment of \$162 million from the company and the individual defendants, an additional \$10.5 million from Deloitte & Touche, LLP (Dollar General's accountants), and beneficial governance reforms for Dollar General. *In re Dollar General Securities Litigation*, M.D. Tenn., No. 3:01-0388, orders dated July 19, 2001 and September 29, 2003.

(6) Just For Feet

G&E represented the State of Wisconsin Investment Board ("SWIB") in a federal securities class action against certain officers and directors of Just For Feet, Inc., and against Just For Feet's auditors, in the Northern District of Alabama. That action arose out of the defendants' manipulation of the company's accounting practices to materially misstate the company's financial results. Having been appointed co-lead plaintiff, SWIB, with G&E as its counsel, took primary responsibility for the case. (*SWIB v. Ruttenberg, et al.*, N.D. Ala., CV 99-BU-3097-S and 99-BU-3129-S, 102 F. Supp. 2d 1280 (N.D. Ala. 2000)). SWIB obtained a policy limits settlement with the individual defendants' D&O carrier and an additional \$7.4 million from Just For Feet's auditor, for a recovery totaling approximately \$32 million.

(7) Waste Management

G&E filed a non-class federal securities action against Waste Management, Inc., its former and current directors, and the company's accountants in the Northern District of Florida, on behalf of Lens Investment Management, LLC and Ram Trust Services, Inc. The complaint alleged that Waste Management had, over a five-year period, issued financial statements and other public statements that were materially false and misleading due to the defendants' fraudulent and improper accounting manipulations. G&E also filed non-class actions in Illinois state court, asserting similar claims on behalf of the Florida State Board of Administration ("FSBA") and the Teachers' Retirement System of Louisiana. After G&E successfully defeated the defendants' motions to dismiss FSBA's complaint in state court, FSBA's cause of action was transferred to the Northern District of Florida. At the point where there were competing motions for summary judgment pending, G&E successfully negotiated a settlement pursuant to which each plaintiff received several times what it would have received in the class action.

Florida State Board of Administration, Ram Trust Services, Inc. and Lens Investment Management, LLC v. Waste Management, Inc., et al., N.D.Fla., No. 4:99CV66-WS, amended complaint filed June 21, 1999; and *Teachers' Retirement System of Louisiana v. Waste Management, Inc., et al.*, Circuit Ct., Cook Co. [Ill.], No. 98 L 06034, complaint filed May 18, 1999.

(8) Total Renal Care

In June 1999, the Louisiana State Employees' Retirement System and Teachers' Retirement System of Louisiana were appointed as Lead Plaintiffs in a federal securities class action against Total Renal Care ("TRC") and certain of its officers and directors, in the U.S. District Court for the Central District of California. G&E served as Plaintiffs' Lead Counsel. Plaintiffs filed their Corrected Consolidated Amended Complaint against the defendants, alleging, *inter alia*, that the defendants manipulated TRC's financial statements so as to materially overstate TRC's revenues, income and assets and to artificially inflate TRC's stock price. G&E negotiated a settlement requiring TRC's payment of \$25 million into a settlement fund for the class and the company's adoption of certain internal corporate governance policies and procedures designed to promote the future accountability of TRC's management to its stockholders. At the time of the settlement, this amount represented 33% of the value of the Company's shares. *In re Total Renal Care Securities Litigation*, C.D. Cal., Master File No. CV-99-01745 CBM.

(9) Safety-Kleen

G&E was sole lead counsel for the plaintiffs in a federal securities class action and a series of related individual actions against former officers, directors, auditors and underwriters of Safety-Kleen Corporation, who are alleged to have made false and misleading statements in connection with the sale and issuance of Safety-Kleen bonds. *In re Safety-Kleen Corp. Bondholders Litig.*, D.S.C., No. 3:00-CV-1145-17, consolidated complaint filed January 23, 2001. In March of 2005, after a jury had been selected for trial, the auditor defendant settled with the class and individual claimants for \$48 million. The trial then proceeded against the director and officer defendants. After seven weeks of trial, the director defendants settled for \$36 million, and the court entered judgment as a matter of law in favor of the class and against the company's CEO and CFO, awarding damages of \$192 million.

(10) Styling Technology Corporation

G&E represented funds managed by Consec Capital Management, Inc., Credit Suisse Asset Management, Pilgrim American Funds and Oppenheimer Funds, Inc. in a securities action brought in May 2001, asserting both federal (1933 Act) and state claims brought in the Superior Court of California. The suit alleged that certain former officers, as well as the independent auditors, of Styling Technology Corporation made false and misleading statements in connection with the sale and issuance of Styling Technology bonds. Styling Technology filed for bankruptcy

protection under Chapter 11 in August 1999. In October 2000, discovery of accounting irregularities and improperly recognized revenue forced the Company to restate its financial statements for the years 1997 and 1998. Plaintiffs, owning \$66.5 million of the total \$100 million in bonds sold in the offering, settled the case for a recovery representing approximately 46% of the losses suffered by the client funds that they manage. *Franklin High Income Trust, et al. v. Richard R. Ross, et al.*, Cal. Super., San Mateo Co. [Calif.], Case No: 415057, complaint filed November 28, 2000.

(11) Tyco

G&E served as co-lead counsel representing co-lead plaintiffs Teachers' Retirement System of Louisiana and Louisiana State Employees' Retirement System in a securities class action against Tyco International Ltd. and PricewaterhouseCoopers LLP. The complaint alleged that the defendants, including Tyco International, Dennis Kozlowski, and other former executives and directors of Tyco and PricewaterhouseCoopers, made false and misleading public statements and omitted material information about Tyco's finances in violation of Sections 10(b), 14, 20A and 20(a) of the Securities Exchange Act of 1934. Tyco agreed to fund \$2.975 billion in cash to settle these claims, representing the single largest payment from any corporate defendant in the history of securities class action litigation. PricewaterhouseCoopers also agreed to pay \$225 million to settle these claims, resulting in a total settlement fund in excess of \$3.2 billion.

(12) Global Crossing

Ohio Public Employees' Retirement System and the Ohio Teachers' Retirement System were appointed lead plaintiff and G&E was appointed sole lead counsel in a securities class action against Global Crossing, Ltd. and Asia Global Crossing, Ltd. *In re Global Crossing, Ltd. Securities & "ERISA" Litig.*, MDL Docket No. 1472. In November 2004, the Court approved a partial settlement with the Company's former officers and directors, and former outside counsel, valued at approximately \$245 million. In July 2005, the Court approved a \$75 million settlement with the Citigroup-related defendants (Salomon Smith Barney and Jack Grubman). In October 2005, the Court approved a settlement with Arthur Andersen LLP and all Andersen-related defendants for \$25 million. In October 2006, the Court approved a \$99 million settlement with various financial institutions. In total, G&E recovered \$448 million for investors in Global Crossing.

(13) Telxon Corporation

G&E filed a federal securities and common law action against Telxon Corporation, its former officers and directors and its accountants in the Northern District of Ohio on behalf of Wyser-Pratte Management Co., Inc., an investment management firm. Following mediation, G&E negotiated a settlement of all claims. *Wyser-Pratte Management Co., Inc. v. Telxon Corp., et al.*, N.D. Ohio, Case No. 5:02CV1105.

(14) **Hayes Lemmerz**

G&E served as lead counsel to plaintiffs and class members who purchased or acquired over \$1 billion in bonds issued by Hayes Lemmerz International, Inc. G&E negotiated a settlement worth \$51 million. *Pacholder High Yield Fund, Inc. et al. v. Ranko Cucoz et al.*, E.D. Mich., C.A. No. 02-71778.

(15) **Asia Pulp and Paper**

On behalf of bondholders of various subsidiaries of Indonesian paper-making giant Asia Pulp and Paper (“APP”), G&E filed an action alleging that the bondholders were defrauded by APP’s financial statements which were inflated by nearly \$1 billion in fictitious sales. Defendants’ motions to dismiss were denied. *Franklin High Income Trust, et al. v. APP Global Ltd., et al.*, N.Y. Sup. Ct., Trial Div., Index No. 02-602567. The matter was resolved through a confidential settlement.

(16) **Alstom**

Louisiana State Employees’ Retirement System was appointed as co-lead plaintiff and G&E was appointed co-lead counsel in a class action against Alstom SA, a French corporation engaged in power generation, transmission and distribution in France. The suit alleges that Alstom and other defendants made false and misleading statements concerning the growth and financial performance of its transportation subsidiary. G&E achieved a settlement in the amount of \$6.95 million. *In re Alstom SA Sec. Litig.*, S.D.N.Y. 03-cv-6595.

(17) **Parmalat**

G&E was co-lead counsel in this securities class action arising out of a multi-billion dollar fraud at Parmalat, which the SEC described as “one of the largest and most brazen corporate financial frauds in history.” Settlements exceeding \$110 million were reached. *In re Parmalat Sec. Litig.*, S.D.N.Y. 04-MDL-1653.

(18) **Marsh & McLennan**

G&E was co-lead counsel for the class of former Marsh & McLennan shareholders in this federal securities class action alleging that the company, its officers, directors, auditors, and underwriters participated in a fraudulent scheme involving, among other things, bid-rigging and secret agreements to steer business to certain insurance companies in exchange for “kick-back” commissions. After five years of litigation, G&E achieved a \$400 million settlement on behalf of the class. *In re Marsh & McLennan Companies, Inc. Sec. Litig.*, S.D.N.Y. 04-cv-8144.

(19) **Hollinger International**

G&E was co-lead counsel in this securities class action arising out of a company scandal at Hollinger International, Inc. which involves payment of millions of dollars to certain executives, including the company's former CEO, Lord Conrad Black, relating to sales of company assets. G&E negotiated a settlement with Hollinger in the amount of \$37.5 million. *In re Hollinger International Inc. Securities Litigation*, N.D. Ill. 04-C-0834.

(20) **General Motors**

G&E served as co-lead counsel in a securities class action against GM, arising from alleged false statements in GM's financial reports. After about two and a half years of litigation, a settlement was reached with GM for \$277 million, with GM's auditor, Deloitte & Touche contributing an additional \$26 million. The combined \$303 million settlement ranked among the largest shareholder recoveries of 2008. *In re General Motors Corp. Sec. Litig.*, E.D. Mich., MDL No. 1749.

(21) **Delphi**

Delphi is an automotive company that was spun off of General Motors. The company failed as a stand-alone entity, but concealed its failure from investors. G&E's client, one of the largest pension funds in the world, served as a lead plaintiff, and G&E served as co-lead counsel in this securities class action, which produced settlements totaling \$325 million from Delphi, its auditor and its director and officers liability insurer. *In re Delphi Corporation Securities Derivative & ERISA Litigation*, E.D. Mich., MDL No. 1725.

(22) **Refco**

A mere two months after going public, Refco admitted that its financials were unreliable because the company had concealed that hundreds of millions of dollars of uncollectible receivables were owed to the company by an off-balance sheet entity owned by the company's CEO. G&E served as a co-lead counsel and G&E's client, PIMCO, was a co-lead plaintiff. The case resulted in recoveries totaling \$422 million for investors in Refco's stock and bonds (including \$140 million from the company's private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor). *In re Refco, Inc. Securities Litigation*, S.D.N.Y., No. 05 Civ. 8626.

(23) **Sprint**

G&E represented lead plaintiff institutional investor Carlson Capital, L.P. in this class action suit against Sprint Corporation and its former CEO and directors for breach of fiduciary duty in the consolidation of two separate tracking stocks. In December 2007, a \$57.5 million settlement was approved. *In re Sprint Corporation Shareholder Litigation*, D. Kan., No. 04 CV 01714.

(B) In Derivative and Other Corporate Litigation:

(1) Digex

This case resulted in a settlement of over \$400 million, the largest reported settlement in the history of Delaware corporate litigation. G&E represented the lead plaintiff, TCW Technology Limited Partnership, in alleging that Digex, Inc.'s directors and majority stockholder (Intermedia, Inc.) breached their fiduciary duties in connection with WorldCom's proposed \$6 billion acquisition of Intermedia. Among other issues, WorldCom was charged with attempting to usurp a corporate opportunity that belonged to Digex and improperly waiving on Digex's behalf the protections of Delaware's business combination statute. Following G&E's argument on a motion to preliminarily enjoin the merger, the Court issued an opinion declining to enjoin the transaction but acknowledging plaintiffs' likelihood of success on the merits. *In re Digex, Inc. Shareholders Litigation*, C.A. No. 18336, 2000 WL 1847679 (Del. Ch. Dec. 13, 2000). The case settled soon thereafter.

(2) UnitedHealth Group

G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group. This was among the first – and most egregious – examples of options backdating. G&E's case produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction. *In re UnitedHealth Group Inc. Shareholder Derivative Litig.*, C.A. No. 06-cv-1216 (D. Minn.)

(3) AIG

In what was, at the time, the largest settlement of derivative shareholder litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a suit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice "Hank" Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets. *Teachers' Retirement System of Louisiana v. Greenberg, et al.*, C. A. No. 20106-VCS (Del. Ch.).

(4) **Genentech**

When Swiss healthcare company Roche offered to buy out biotech leader Genentech Inc. for \$43.7 billion, or \$89 per share, G&E filed a derivative claim on behalf of institutional investors opposed to the buyout. With the pressure of the pending litigation, G&E was able to reach a settlement that provided for Roche to pay \$95 per share, representing an increase of approximately \$3 billion for minority shareholders. *In re Genentech, Inc. Shareholders Litig.*, C.A. No. 3911-VCS (Del. Ch.).

(5) **Willamette**

In January 2002, at the request of Wyser-Pratte Management Co., Inc. and others, G&E filed a shareholder derivative action in Oregon state court claiming that the board of Willamette Industries, Inc. breached its fiduciary duties by attempting to cause Willamette to acquire the asbestos-ridden building products division of Georgia-Pacific Company as part of a scorched-earth effort to defeat a hostile takeover of Willamette by its chief competitor, Weyerhaeuser Company. G&E obtained an expedited hearing on its motion for a preliminary injunction and obtained an agreement from Willamette at the hearing not to consummate any deal with Georgia-Pacific without providing prior notice to G&E. Almost immediately thereafter, and after years of fighting against Weyerhaeuser's takeover attempts, the Willamette board relented and agreed to sell the company to Weyerhaeuser. *Wyser-Pratte Management Co., Inc. & Franklin Mutual Advisors v. Swindells, et al.*, No. 0201-0085 (Ore. Cir. Ct.).

(6) **Medco Research**

In January 2000, G&E filed a shareholder derivative action on behalf of State of Wisconsin Investment Board against the directors of Medco Research, Inc. in Delaware Chancery Court. The suit alleged breach of fiduciary duty in connection with the directors' approval of a proposed merger between Medco and King Pharmaceuticals, Inc. G&E was successful in obtaining a preliminary injunction requiring Medco to make supplemental and corrective disclosures. Because of G&E's efforts, the consideration to Medco's stockholders increased by \$4.08 per share, or \$48,061,755 on a class-wide basis. *State of Wisconsin Investment Board v. Bartlett, et al.*, C.A. No. 17727, 2000 WL 193115 (Del. Ch. Feb. 9, 2000).

(7) **Occidental Petroleum**

G&E represented Teachers' Retirement System of Louisiana and served as co-counsel in a shareholders' derivative suit against the directors of Occidental Petroleum Corporation, challenging as corporate waste the company's excessive compensation arrangements with its top executives. Filed in California state court, the case settled when the company agreed to adopt California Public Employees' Retirement System's model principles of corporate governance and undertook to reconstitute its key committees so as to meet the tests of

independence under those principles. *Teachers' Retirement System of Louisiana v. Irani et al.*, No. BC1850009 (Cal. Super.).

(8) Staples, Inc.

On behalf of Teachers' Retirement System of Louisiana, G&E challenged Staples, Inc.'s proposed "recapitalization" plan to unwind a tracking stock, Staples.com, which it created in 1998. G&E obtained a preliminary injunction against the deal and the deal terms were ultimately altered resulting in a \$15-\$20 million gain for shareholders. Additional disclosures were also required so that shareholders voted on the challenged transaction based on a new proxy statement with substantial additional disclosures. *In re Staples, Inc. Shareholders Litigation*, C.A. No. 18784, 2001 WL 640377 (Del. Ch. June 5, 2001).

(9) SFX/Clear Channel Merger

G&E filed a class action on behalf of stockholders of SFX, challenging the merger between SFX and Clear Channel. While the SFX charter required that in any acquisition of SFX all classes of common stockholders be treated equally, the merger, as planned, provided for approximately \$68 million more in consideration to the two Class B stockholders (who happened to be the senior executives of SFX) than to the public stockholders. The merger was structured so that stockholders who voted for the merger also had to vote to amend the Charter to remove the non-discrimination provisions as a condition to the merger. G&E negotiated a settlement whereby \$34.5 million more was paid to the public stockholders upon closing of the merger. This was more than half the damages alleged in the Complaint. *Franklin Advisers, Inc., et al. v. Sillerman, et al.*, C.A. No. 17878 (Del. Ch.).

(10) Lone Star Steakhouse & Saloon

G&E filed a derivative lawsuit on behalf of California Public Employees' Retirement System ("CALPERS") against Lone Star's former CEO, Jamie Coulter, and six other Lone Star directors. The suit alleged that the defendants violated their fiduciary duties in connection with their approval of the company's acquisition of CEI, one of Lone Star's service providers, from Coulter, as well as their approvals of certain employment and compensation arrangements and option repricing programs. Before filing the suit, G&E had assisted in CALPERS in filing a demand for books and records pursuant to Section 220 of the Delaware General Corporation Law. The company's response to that demand revealed the absence of any documentation that the board ever scrutinized transactions between Lone Star and CEI, that the board negotiated the purchase price for CEI, or that the board analyzed or discussed the repricing programs. In August 2005, the Court approved a settlement negotiated by G&E whereby Lone Star agreed to a repricing of options granted to certain of its officers and directors, payments from certain of the officers and directors related to option grants, and a \$3 million payment from Lone Star's director and officer insurance policy. Lone Star further acknowledged that the lawsuit was one of the significant factors considered in its

adoption of certain corporate governance reforms. *California Public Employees' Retirement System v. Coulter, et al.*, C.A. No. 19191 (Del. Ch.).

(11) **Siebel**

The issue of excessive executive compensation has been of significant concern for investors, yet their concerns have remained largely unaddressed due to the wide discretion afforded corporate boards in establishing management's compensation. G&E effected a sea change in the compensation policies of Siebel Systems, a leading Silicon Valley-based software developer long considered to be an egregious example of executive compensation run amok, and caused Thomas Siebel, the company's founder and CEO, to cancel 26 million options with a potential value of \$54 million. Since the company's founding in 1996, Siebel Systems had paid Mr. Siebel nearly \$1 billion in compensation, largely in the form of lavish stock options that violated the shareholder-approved stock option plan. In addition, the company had paid its directors millions of dollars for their service on the board, also in the form of stock options, at levels exponentially higher than that paid to directors on the boards of similar companies. G&E, on behalf of Teachers' Retirement System of Louisiana, commenced a derivative action challenging the company's compensation practices in September of 2002 even though a prior, similar lawsuit had been dismissed. Following a hard-fought and acrimonious litigation, G&E successfully negotiated a settlement that, in addition to the options cancellation, included numerous corporate governance reforms. The company agreed to, *inter alia*, restructure its compensation committee, disclose more information regarding its compensation policies and decisions, cause its outside auditor to audit its option plans as part of the company's annual audit, and limit the compensation that can be paid to directors. The Siebel Systems settlement generated considerable favorable press in the industry, as investors and compensation experts anticipated that the reforms adopted by Siebel Systems could affect how other companies deal with compensation issues. *Teachers' Retirement System of Louisiana v. Thomas M. Siebel, et al.*, C. A. No. 425796 (Cal. Super.).

(12) **HealthSouth Corporation**

G&E filed a derivative and class action lawsuit on behalf of Teachers' Retirement System of Louisiana against HealthSouth Corporation, its auditors, certain individual defendants, and certain third parties seeking, *inter alia*, an order forcing the HealthSouth board of directors to hold an annual shareholder meeting for the purpose of electing directors, as no such meeting had been held for over thirteen months. Following a trial, G&E negotiated a settlement of part of its claims, pursuant to which five of the defendant directors who were alleged to have engaged in improper self-dealing with the company agreed to resign and be replaced by directors selected by a committee comprised in part by institutional investors of HealthSouth. *Teachers' Retirement System of Louisiana v. Scrushy*, Del. Ch., C.A. No. 20529 (March 2, 2004).

(13) NYSE/Archipelago

G&E served as co-lead counsel in a class action in New York state court, brought on behalf of a class of seat holders of the New York Stock Exchange (“NYSE”) challenging the proposed merger between the NYSE and Archipelago Holdings, LLC. The complaint alleged that the terms of the proposed merger were unfair to the NYSE seat holders, and that by approving the proposed merger, the NYSE board of directors had violated their fiduciary duties of care, loyalty and candor, because the transaction was the result of a process that was tainted by conflicts of interest and the directors failed adequately to inform themselves of the relevant facts. The court denied the defendants’ motion to dismiss, and after expedited discovery, including over 30 depositions in a five week period, a preliminary injunction evidentiary hearing was held, in which plaintiffs sought to postpone the vote on the merger until a new, current fairness opinion was obtained from an independent financial advisor. On the second day of the hearing, the defendants agreed to the relief being sought, namely that they would obtain a new, current fairness opinion from an independent financial advisor. *In re New York Stock Exchange/Archipelago Merger Litig.*, No. 601646/05 (Sup. Ct. N.Y. Co.)

(14) Caremark / CVS

G&E represented institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as that board’s decision to reject a competing proposal from a different suitor. Ultimately, through the litigation, G&E was able to force Caremark’s board not only to provide substantial additional disclosures to the public shareholders, but also to renegotiate the terms of the merger agreement with CVS to provide Caremark shareholders with an additional \$3.19 billion in cash consideration and to ensure Caremark’s shareholders had statutory appraisal rights in the deal. *Louisiana Municipal Police Employees’ Retirement System, et al. v. Crawford, et al.*, C.A. No. 2635-N (Del. Ch.).

(15) AIG

G&E achieved a settlement of derivative claims against former American International Group, Inc. (“AIG”) CEO Hank Greenberg and other officers of the insurer in connection with a well-documented bid-rigging scheme used to inflate the company’s income. The scheme — which included an array of wrongful activities, such as sham insurance transactions intended to deceive shareholders and illegal contingent commissions which amounted to kickbacks to obtain business — caused billions of dollars’ worth of damage to AIG, and ultimately led to the restatement of years of financial statements.

In approving a settlement that returned \$90 million to AIG, the Court said the settlement was “an incentive for real litigation” with “a lot of high-quality lawyering.” *In re American International Group, Inc., Consolidated Derivative Litigation*. Delaware Chancery Court, 769-VCS

(16) Del Monte Foods

G&E served as lead counsel in shareholder litigation in which the Firm obtained an \$89.4 million settlement against Del Monte Foods Co. and Barclays Capital. On February 14, 2011, the Delaware Chancery Court issued a ground-breaking order enjoining not only the shareholder vote on the merger, but the merger agreement's termination fee and other mechanisms designed to deter competing bids. As a result of plaintiff's efforts, the Board was forced to conduct a further shopping process for the company. Moreover, the opinion issued in connection with the injunction has resulted in a complete change on Wall Street regarding investment banker conflicts of interests and company retention of investment bankers in such circumstances. *In re Del Monte Shareholder Litigation*, C.A. No. 6027-VCL (Del. Ch).

(17) Facebook

G&E served as co-lead counsel for plaintiffs, alleging that Facebook Chairman and CEO Mark Zuckerberg, as well as other officers and directors, breached their fiduciary duties to the class by approving the reclassification of Facebook stock. The reclassification, if implemented, would have allowed Mark Zuckerberg to maintain majority voting control while reducing his economic stake in the Company by over 65%. Just days before the trial was set to begin with Mark Zuckerberg's testimony, the Facebook Board of Directors met and decided to abandon the reclassification. Because G&E was seeking to enjoin the reclassification, the Board's abandonment of it was a complete win for the plaintiffs and the class. *In re Facebook Class C Reclassification Litigation*, C.A. No. 12286 (Del Ch).

(C) In Securities Class Action Opt-Out Litigation

(1) AOL Time Warner, Inc.

G&E filed an opt-out action against AOL Time Warner, its officers and directors, auditors, investment bankers and business partners. The case challenged certain transactions entered by the company to improperly boost AOL Time Warner's financials. G&E was able to recover for its clients more than 6 times the amount that they would have received in the class case.

(2) BankAmerica Corp.

G&E filed an individual action seeking to recover damages caused by the defendants' failure to disclose material information in connection with the September 30, 1998 merger of NationsBank Corporation and BankAmerica Corporation. G&E was preparing the case for trial when it achieved a settlement whereby the firm's client received more than 5 times what it would have received

in the related class action. Those proceeds were also received approximately one year earlier than the proceeds from the class action settlement.

(3) Bristol-Myers Squibb

G&E filed an opt-out action against Bristol-Myers Squibb, certain of its officers and directors, its auditor, and Imclone, Inc., alleging that Bristol-Myers had falsified billions of dollars of revenue as part of a scheme of earnings management. While the federal class action was dismissed and eventually settled for only 3 cents on the dollar, G&E's action resulted in a total settlement representing approximately 10 times what the firm's clients likely would have received from the class action.

(4) Petrobras

G&E filed securities fraud actions in Manhattan federal court on behalf of several U.S. and European public and private institutional investors against Petrobras, the Brazilian oil conglomerate, arising out of a decade-long bribery and kickback scheme that has been called the largest corruption scandal in Brazil's history. The action alleged that Petrobras concealed bribes to senior officers and government officials and improperly capitalized these bribes as assets on its books in order to inflate the value of the company's refineries. Many of these officers and officials have pled guilty before the Brazilian courts to charges stemming from their participation in the alleged scheme. G&E settled the action before the class action was resolved, and our clients received 2-3 times more than they would have had they stayed in the class, and received their share of the settlement at least two years before a class distribution.

(5) Qwest Communications

G&E filed an individual action against Qwest, its accountant (Arthur Andersen LLP), Solomon Smith Barney, and current and former officers and directors of those companies. The case alleged that Qwest used "swap deals" to book fake revenue and defraud investors. G&E was able to recover for its clients more than 10 times what they would have recovered had they remained members of the class.

(6) WorldCom

G&E filed an opt-out action against former senior officers and directors of WorldCom, including former CEO Bernard Ebbers, and Arthur Andersen LLP (WorldCom's former auditor), among others. The case stemmed from the widely-publicized WorldCom securities fraud scandal that involved false and misleading statements made by the defendants concerning WorldCom's financials, prospects and business operations. G&E recovered for its clients more than 6 times what they would have received from the class action.



Adam J. Levitt

Adam Levitt is a director at Grant & Eisenhofer P.A., where he leads the Firm's Consumer Protection and Products Liability Litigation Group. He specializes in complex commercial litigation, class action, and mass tort litigation in the areas of consumer protection, automotive, antitrust, securities, technology, and agricultural law. Mr. Levitt served as co-lead counsel in two of the largest biotechnology class actions in recent years, recovering more than \$1.2 billion in damages for the plaintiffs: *In re Genetically Modified Rice Litigation*, in which Mr. Levitt has obtained settlements exceeding \$1.1 billion on behalf of long-grain rice producers and others who suffered losses resulting from contamination of the U.S. rice supply with unapproved, genetically modified seeds; and *In re StarLink Corn Products Liability Litigation*, where he recovered \$110 million on behalf of farmers who sustained market losses on their corn crops arising from contamination of the U.S. corn supply with genetically-modified StarLink corn.

With one of the country's leading consumer litigation practices, Mr. Levitt has successfully led numerous class and complex litigation cases in both state and federal courts, on the trial and appellate court levels. He is currently lead or co-lead counsel in several notable nationwide litigations (MDL and otherwise), including *In re Wells Fargo ERISA 401(k) Litigation*, (D. Minn.); *Johnson, et al. v. Ford Motor Co.* (Ford Sudden Acceleration), (S.D. W.Va.); *In re Navistar Maxxforce Engines, Sales Practices and Products Liability Litigation*, (N.D. Ill.); *In re MyFord Touch Consumer Litigation*, (N.D. Cal.); *In re Porsche Cars North America Inc. Plastic Coolant Tubes Products Liability Litigation*, (S.D. Ohio); *In re Dial Complete Marketing and Sales Litigation*, (D. N.H.); *In re Wesson Oil Marketing and Sales Practices Litigation*, (C.D. Cal.); and *Philips v. Ford Motor Co.* (Ford EPAS), (N.D. Cal.). He is also a Plaintiffs' Steering Committee member in *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation* (N.D. Cal.); an Executive Committee member in *In re General Motors LLC Ignition Switch Litigation*, (S.D.N.Y.); and Plaintiffs' Executive Committee Chair in *In re Stryker Rejuvenate and ABG II Hip Implant Litigation*, (D. Minn.).

Mr. Levitt is an appointed member of the Advisory Council of the Duke Law Center for Judicial Studies; an elected member of the American Law Institute; and an elected member of the Economic Club of Chicago. Mr. Levitt is also President of the Class Action Trial Lawyers – a division of The National Trial Lawyers – of which he is an Executive Committee Member; sits on the Board of Advisors for the Chicago chapter of the American Constitution Society for Law and Policy and is an Advisory Board Member of the Institute for Consumer Antitrust Studies.



Director

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Education:

Northwestern University School of Law, J.D. (1993)

Columbia College, Columbia University, A.B. *magna cum laude* (1990)

Admissions:

Illinois, New York, Supreme Court of the U.S., U.S. Court of Appeals for the Federal Circuit, U.S. Court of Appeals for the 1st Circuit, U.S. Court of Appeals for the 2nd Circuit, U.S. Court of Appeals for the 3rd Circuit, U.S. Court of Appeals for the 7th Circuit, U.S. Court of Appeals for the 8th Circuit, U.S. Court of Appeals for the 9th Circuit, U.S. District Court for the District of CO, U.S. District Court for the Northern District of IL, U.S. District Court for the Central District of IL, U.S. District Court for the Southern District of IL, U.S. District Court for the Northern District of IN, U.S. District Court for the District of NE, U.S. District Court for the Northern District of TX, U.S. District Court for the Eastern District of TX, U.S. District Court for the Southern District of TX

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Mr. Levitt is “AV” rated by Martindale Hubbell. He has been recognized as an Illinois “Super Lawyer” for the past several years, acknowledged by Lawdragon as one of the 500 leading lawyers in the United States, and has been named “Litigator of the Week” by *The American Lawyer* magazine. Mr. Levitt has also been recognized as one of *Avenue* magazine’s “Legal Elite” and is part of the Angeion Group’s “Angeion Leading Litigators” video series.

Mr. Levitt is a Leaders’ Forum member of the American Association for Justice, where he was selected to co-chair the Volkswagen Emissions and the GM Ignition Switch Litigation Groups, is a peer reviewer of articles submitted to AAJ’s *Trial* magazine, and is a member of AAJ’s Publications and Legal Affairs Committees.

Mr. Levitt has authored numerous articles on class action litigation and consumer protection; some of his more recent publications include:

Law Review Articles

- “The Gift That Keeps on Giving: Price Overhang Damages in Commodity Crop Cases,” 51 Val. U. L. Rev. — (2016) (co-authored with Russell L. Lamb)
- “Agricultural “Market Touching”: Modernizing Trespass to Chattels in Crop Contamination Cases,” 38 U. Haw. L. Rev. 409 (2016) (co-authored with Nicole Negowetti)
- “CAFA and Federalized Ambiguity: The Case for Discretion in the Unpredictable Class Action,” 120 *Yale Law Journal Online* 231 (2011)

Other Publications

- “Curing the Ascertainability Fallacy – The Ninth Circuit Strikes Back,” *AAJ Class Action Litigation Newsletter*, Winter 2017
- “March of the Machines – Robotic Vehicles and the Changing Landscape of Motor Vehicle Liability,” *TRIAL*, Vol. 53, No. 2 (2017)
- “The Volkswagen Emissions Scandal: What’s Next?,” *TRIAL*, Vol. 52, No. 2 (2016)
- “Avoiding the Substantiation Trap in Health Benefit Product Claims,” *AAJ Class Action Litigation Newsletter*, Winter 2016
- “Volkswagen Scandal is Perfect Fit for a Damages Class Action,” *Portfolio Media* (Law360), September 2015
- “The Ascertainability Fallacy and Its Consequences,” *AAJ Class Action Litigation Newsletter*, Spring 2015
- “Fees Obliterate Managed Futures Fund Profits,” *Financial Advisor*, Jan. 21, 2014
- “Supreme Court to Revisit the Fraud on the Market Presumption of Reliance in Securities Fraud Cases,” *AAJ Class Action Litigation Newsletter*, Winter 2014
- “Calculating Damages in Securities Class Actions,” *TRIAL*, Vol. 49, No. 6. (2013)
- “The Role and Function of Corporate Representatives at Trial,” *The Trial Lawyer*, Vol. II, No. IV (2013)
- “Multidistrict Litigation Practice: The Function and Shifting Focus of the

(continued...)

JPML in Class Action and Other ‘Bet the Company’ Litigation,” chapter from *Straight from the Top: Case Studies in the World of Litigation* (2012)

- “Sticky Situations in Mass Tort Settlements,” *TRIAL*, Vol. 48, No. 11 (2012)
- Taming the Metadata Beast,” *New York Law Journal*, May 16, 2008
- “The Big Business Wish List: Proposed Illinois Supreme Court Rule 225 and the Demolition of Consumer Rights,” *The Class Act*, 2005
- “Foreign Investors Serving as Lead Plaintiffs in U.S.-Based Securities Cases,” *Association of Trial Lawyers of America*, 2005
- “Proposed Rule 225: A Death Warrant for Class Actions in Illinois,” 93 *Illinois Bar Journal* 202 (2005)
- “An Illinois Lawyer’s Guide to Service of Process in Mexico,” 82 *Illinois Bar Journal* 434 (1994)

In addition to his writings, Mr. Levitt is a frequent speaker on topics of consumer protection, automotive litigation, multidistrict litigation, biotechnology, corporate governance, securities litigation, and Internet privacy. Mr. Levitt has also testified before the Illinois Supreme Court Rules Committee on class action practice and related issues. In addition to chairing an annual class action litigation conference in Chicago, some of Mr. Levitt’s more recent speaking engagements include:

- “Analysis and Application of the Ninth Circuit’s *Briseno v. ConAgra* Opinion,” Rapid Response: Analysis of Ninth Circuit Rejection of Ascertainability Webinar, 2017
- “Criteria for Approving Class Action Settlements,” The Duke Law Center for Judicial Studies – Class Action Settlement Conference, 2016
- “Current Trends in Product Liability Class Action Litigation,” Perrin Class Action Litigation Conference – Chicago 2016 (Conference Co-Chair)
- “What’s on the Horizon: Emerging Class Action Trends,” Class Action Litigation in America – A National Symposium, 2016
- “Proving Class-Wide Damages After Comcast in Consumer Products Class Actions,” AAJ 2016 Summer Conference
- “Poison in the Well: GMO Crop Contamination Litigation,” Valparaiso Law Review Symposium, 2015
- “Rage Against the Machine: Breaking Down the Best-Schooled Corporate Executives at Deposition and Trial,” Trial Lawyers Summit, 2015
- “Criteria for Approving Class Action Settlements,” The Duke Law Center for Judicial Studies – Class Action Settlement Conference, 2015
- “Volkswagen Emissions Fraud Litigation Update,” American Association for Justice, Plaintiff-Only Hot Topics and Trends in Litigation Seminar, 2015
- “Consumer Litigation Roundtable: Judicial Perspectives on the Management of Class Action Cases,” Perrin Class Action Litigation Conference – Chicago 2015 (Conference Co-Chair)
- “Challenges to Ascertainability, “Fail-Safe” Classes, Standing, and Class Member Injury,” Chicago Bar Association Class Action Conference: Challenges to Class Membership, 2015
- “Scope of Vehicles, Numerosity, and Commonality in the VW Emissions Scandal,” AAJ Volkswagen Emissions Litigation Webinar, 2015
- “Litigation Background and Update: *In re Syngenta AG MIR 162 Corn Litigation*,” Syngenta GMO Corn Webinar, 2015

(continued...)

- “Commentator – Writing Better Jury Instructions: Antitrust as an Example,” 15th Annual Loyola Antitrust Colloquium, 2015
- “Lessons Learned: Trial, Discovery, and the Business of Practicing Law,” Trial Lawyers Summit, 2014
- “Lessons on Motions to Dismiss From Other Car Defect Cases,” HarrisMartin’s MDL Conference: General Motors Ignition Switch Recall Litigation, 2014
- “The Process that Works – Class Action Mediation LIVE!” 18th Annual American Bar Association National Institute on Class Actions, 2014
- “Making Your Parents Proud: Crafting a Meaningful Settlement,” AAJ-NACA Consumer Warranty Class Action Litigation Seminar, 2014
- “Litigating the Class Action: *In re General Motors Ignition Switch Litigation*,” AAJ Education’s Plaintiff-Only Hot Topics and Trends in Litigation Seminar: GM Auto Recall, 2014
- “Corporate Governance, Arbitration By-Laws, and Foreign Securities Litigation,” IPPFA Midwest Pension Conference, 2014
- “Fighting the Class Action Battle: What Every Lawyer Needs to Know About Filing the Class Certification Motion,” Trial Lawyers Summit, 2013
- “Consumer Class Actions in a Post-*Concepcion* World,” The Shifting Landscape of Class Litigation, The Chicago Bar Association, 2013
- “Recent Developments in the Supreme Court, Seventh Circuit and Northern District of Illinois,” Litigating Class Actions, 2013 (Conference Co-Chair)
- “Current Trends in Consumer Litigation,” Grant & Eisenhofer Consumer Litigation Breakfast Briefing, 2013
- “Supreme Court Review,” ISS Global Shareholder Activism Conference, 2013
- “Using Litigation to Enforce and Protect Food Labeling and Crop Standards,” Animals as Food: The Legal Treatment of Animals in Contemporary Agribusiness and Factory Farming, DePaul University School of Law Symposium, 2013
- “Access to Justice after *Iqbal* and *Twombly*,” American Constitution Society Georgia Lawyer Chapter, 2013
- “Disaster Averted, Mass Tort Resolved - Settling Mass Tort Disaster Cases,” American Bar Association, Section of Litigation Annual Conference, 2013
- “Recent Developments in Class Action Settlement Jurisprudence,” American Association for Justice, 2013 Annual Convention
- “The JPML’s 1404/1407 Shift and the End of Reflexive Transfer,” Aggregate Litigation After Class Actions Conference of Law Seminars International, 2013 (Conference Co-Chair)
- “Deposing the Corporate Machine: How to Win Against the Best-Schooled Corporate Executive,” Trial Skills Retreat: Empowering Witnesses Conference by 360 Advocacy Institute, 2013
- “Manifestation of Defect That Causes Actual Injury in Economic Defect Related Class Actions,” 2013 National Consumer Class Action Litigation & Management Conference
- “Trial Lawyers and Class Actions: Protecting Consumers and Elevating Your Practice,” Trial Lawyers Summit, 2012
- “Lead Plaintiff ‘Pickoffs’, Offers of Judgment, Moving to Dismiss Class Allegations, and Other Early Attacks on the Class Process,” Litigating Class Actions Conference of Law Seminars International, 2012

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- “MERS Litigation: Justice for Illinois Counties,” Illinois Association of County Clerks & Records Annual Conference, 2012
- “Class Actions in Medical Device and Pharmaceutical Litigation,” HarrisMartin TVM/Actos Litigation Conference, 2012
- “The Evolution of the Class Action Notice,” Class Actions – Plaintiff & Defense Perspectives, 2012
- “Removal, Remand, and Claims Asserted – Strategic Considerations in MERS Litigation,” American Association for Justice, Mortgage Electronic Registration System (MERS) Teleseminar, 2012
- “Thinking About Trial from Day One,” American Association for Justice, 2012 Annual Convention
- “Litigation at Sunrise – The Basics of the MERS System,” American Association for Justice, 2012 Annual Convention
- “Class Action Litigation and Victim Services,” 38th NOVA Conference, 2012
- “Modifying Your Approach for Multi-State Class Actions,” LSI Litigating Class Actions Conference, 2011
- “Multi-State Litigation in the Post-CAFA World,” Litigating Class Actions (Chicago), 2011
- “Imprelis Herbicide Litigation Spotlight,” HB Litigation Conferences, 2011
- “Ethical Implications of Class Action and Mass Tort Settlements,” American Association for Justice, Summer Conference, 2011
- “Current Developments in Consumer Protection Litigation,” 11th Annual Class Action/Mass Tort Symposium, 2011
- “Privacy Litigation: The Evolution in Theories and Outcomes,” International Association of Privacy Professionals “Privacy Academy,” 2009
- “Securities Litigation Update,” 2008 Class Action Institute;
- “Legal Strategies to Fight Negative Effects of Genetic Engineering,” Public Interest Environmental Law Conference, 2007
- “Corporate Governance Developments,” Financial Management Association Annual Conference, 2005

Mr. Levitt graduated from Columbia College, Columbia University (A.B., *magna cum laude*, 1990) and received his J.D. from Northwestern University School of Law in 1993.



Mary S. Thomas

Mary Thomas is a director at Grant & Eisenhofer. She spent twelve years practicing business litigation with two of Los Angeles' leading law firms before joining Grant & Eisenhofer in 2006. Her experience prior to Grant & Eisenhofer includes trade secret and intellectual property matters, contract actions, employment defense, consumer class action defense, insurance disputes and environmental matters.

At Grant & Eisenhofer, Ms. Thomas represents institutional investors in class action securities and shareholder litigation and individual relators in false claims act cases. Ms. Thomas represented the lead plaintiffs in the Marsh & McLennan securities litigation, which resulted in a \$400 million settlement, and represented the lead plaintiff in the Pfizer securities litigation, which resulted in a \$486 million settlement. In Delaware Chancery Court, Ms. Thomas successfully represented investors in the ACS shareholders litigation. Ms. Thomas currently represents the relator in a Delaware False Claims and Reporting Act case concerning unclaimed gift card balances.

Ms. Thomas served as a volunteer arbitrator for the L.A. County Bar Association and as a volunteer mediator for the L.A. Superior Court and now serves as a volunteer guardian *ad litem* through Delaware's Office of the Child Advocate. She co-authored "California Wage and Hour Laws" (published by the National Legal Center for the Public Interest, January 2005) and was one of several authors of the 10th and 11th editions of the *California Environmental Law Handbook*.

Ms. Thomas graduated *magna cum laude* from Harvard Law School in 1994 and *magna cum laude* from the University of Delaware in 1991.



Director

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Education:

Harvard Law School, J.D.,
magna cum laude (1994)

University of Delaware, B.A.,
magna cum laude (1991)

Admissions:

Delaware, California, New York,
District of Columbia, U.S.
Supreme Court, U.S. Court of
Appeals for the 1st Circuit, U.S.
Court of Appeals for the 9th
Circuit, U.S. District Court for the
Northern District of CA, U.S.
District Court for the Southern
District of CA, U.S. District Court
for the Central District of CA,
U.S. District Court for the District
of DE, U.S. District Court for the
Southern District of NY



Elizabeth H. Shofner

Elizabeth Shofner is an associate at Grant & Eisenhofer focusing on complex civil litigation, including false claims litigation, consumer fraud, and corporate governance matters.

Prior to joining Grant & Eisenhofer, Ms. Shofner was a litigator at Patterson Belknap Webb & Tyler LLP, where she focused on complex commercial litigation, including Medicaid and consumer fraud and mortgage-backed securities litigation. She also has experience in intellectual property and appellate work. She served for several years as a law clerk to the Hon. John M. Walker, Jr., of the Second Circuit Court of Appeals, during which time she was involved in hundreds of federal appeals involving all areas of law.

Ms. Shofner co-authored the New York section of *The 2012 50-State Survey of Privacy Law* (Media Law Resource Center; 2012), co-edited the *Task Force Report on Gender, Race, and Ethnic Bias in the Second Circuit* (1998), and co-authored the article *Similarity Ratings And Confusability Of Lipread Consonants Compared With Similarity Ratings Of Auditory And Orthographic Stimuli* (American Journal of Psychology; 1991).

Ms. Shofner received her J.D. *magna cum laude* from New York University School of Law, where she was elected to the Order of the Coif and served as an articles editor for the *New York University Law Review*. She also received an M.A. in cognitive psychology from Hunter College. She holds an undergraduate degree in English literature and psychology from Washington University in St. Louis and is a member of the New York City Bar Association.



Associate

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Education:

New York University School of Law, J.D., *magna cum laude*, Order of the Coif (1997)

Hunter College, M.A. (1988)

Washington University in St. Louis, A.B. (1984)

Admissions:

New York, U.S. Court of Appeals for the 4th Circuit, U.S. District Court for the Southern District of NY, U.S. District Court for the Eastern District of NY



Edmund S. Aronowitz

Edmund Aronowitz is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Aronowitz was a class action litigation associate in the Chicago office of a national law firm, and practiced complex commercial litigation as an associate in the New York office of a large global firm.

Mr. Aronowitz graduated from Cornell University (B.A. with honors, History, 2002) and Cornell Law School (J.D. with honors, 2005) where he was a Managing Editor of the Cornell Journal of Law and Public Policy and a Bench Editor on the Moot Court Board. Following law school, Mr. Aronowitz served as a law clerk to the Hon. Robert L. Hinkle of the United States District Court for the Northern District of Florida. Mr. Aronowitz has been recognized in the *Illinois Super Lawyers* Rising Stars list for 2013-2016.

Mr. Aronowitz is admitted to practice law in New York and Illinois and before the United States District Courts for the Southern District of New York and Northern District of Illinois.



Associate

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Education:

Cornell Law School, J.D.
(2005)

Cornell University, B.A.
(2002)

Admissions:

Illinois, New York, U.S. Court of Appeals for the 7th Circuit, U.S. District Court for the Northern District of IL, U.S. District Court for the Southern District of NY



Catherine Ó Súilleabháin

Catherine (Kate) Ó Súilleabháin is an associate at Grant & Eisenhofer, where her primary area of practice is consumer class action litigation. Prior to joining G&E, Ms. Ó Súilleabháin was an associate in the Chicago office of a large global law firm, where she practiced international commercial litigation and advised clients on a variety of matters that included product and medical-device regulation and recall. She has spoken on such topics as attorney-client privilege in international litigation, FDA regulation of medical devices, and drug and medical device recall.

Ms. Ó Súilleabháin represented an Albanian family in a successful asylum hearing and was recognized by Illinois Legal Aid Online as an Attorney of the Month (May 2009) for her work on the case.

Ms. Ó Súilleabháin received her law degree from Georgetown University Law Center (J.D., 2007), where she was a Law Fellow and a member of the Barrister's Council. She was the first recipient of the Davies-Jackson Scholarship to St. John's College, the University of Cambridge. She graduated from the University of Cambridge (B.A. and M.A., English, 1992 and 1998, respectively), and from Loyola University of Chicago (B.A., English, 1990).

She recently served on the Executive Committee of the Alliance for Women of the Chicago Bar Association and co-authored a chapter on attorney-client privilege in international litigation that was published by the American Bar Association (*Litigation Strategies and Practice*, 2014).



Associate

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(312) 610-5405

E-Mail:
cosuilleabhain@gelaw.com

Education:

Georgetown University Law Center, J.D. (2007)

University of Cambridge, M.A. (1998)

University of Cambridge, B.A. (1992)

Loyola University of Chicago, B.A. (1990)

Admissions:

Illinois



Daniel R. Ferri

Daniel Ferri is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Ferri was an associate at a Chicago law firm practicing complex commercial and intellectual property litigation.

Mr. Ferri received his J.D., *magna cum laude*, from University of Illinois College of Law and his B.A., *cum laude*, in Philosophy from New York University. He is a volunteer for the Chicago Lawyers Committee for Civil Rights.

Associate

Direct Dial:
(312) 610-5402

E-Mail: dferry@gelaw.com

Education:

University of Illinois College of Law, J.D., *magna cum laude* (2010)

New York University, B.A., *cum laude* (2006)

Admissions:

Illinois, U.S. Court of Appeals for the Federal Circuit, U.S. Court of Appeals for the 9th Circuit, U.S. District Court of the Northern District of IL, U.S. District Court for the Eastern District of MI



Alice Cho Lee

Alice Cho Lee is an associate at Grant & Eisenhofer, where she works on securities fraud class actions and international litigation and arbitration cases.

Ms. Cho Lee is part of the litigation team that represents plaintiffs in U.S. and international securities actions and investment arbitrations. Current cases include actions against:

- Republic of Cyprus, in an international investment arbitration on behalf of almost one thousand Greek investors currently pending before the Worldbank
- Petrobras and the Federal Union of Brazil, in an international securities litigation currently pending before Brazil's leading arbitration chamber
- Volkswagen and Porsche, in pending securities cases in Germany
- Mitsubishi, in a pending securities litigation in Japan
- Postbank, in a securities action pending in Germany
- Steinhoff, in an Inquiry proceeding before the Netherlands' Enterprise Chamber
- BHP, in an Australian class action in which our class/group includes the class representative
- Toshiba, in a pending securities litigation in Japan

While at G&E, Ms. Cho Lee served as a member of the co-lead counsel litigation team for several U.S. securities class actions including:

- Marsh & McLennan, a U.S. securities class action that settled for \$400 million
- Merck (Vytarin), a U.S. securities class action that settled for \$215 million
- JP Morgan Chase & Co., a U.S. securities class action that settled for \$150 million

Ms. Cho Lee served on the board of the Korean American Lawyers Association of Greater New York (KALAGNY) for seven years and is an active member of the National Asian Pacific American Bar Association (NAPABA) and the Asian American Bar Association of New York (AABANY). During law school, Ms. Cho Lee interned as a law clerk for the Honorable Frederic Block, U.S. District Court, Eastern District of New York. She has also worked at the New York City Human Rights Commission and the Asian American Legal Defense and Education Fund.

Ms. Cho Lee graduated from Brooklyn Law School in 2004 and received a B.A. in English from the University at Albany.



Associate

Direct Dial:
(646) 722-8531

E-Mail: acho@gelaw.com

Education:

Brooklyn Law School, J.D.
(2004)

University at Albany, B.A. (1998)

Admissions:

New Jersey, New York, U.S.
District Court for the District of
NJ, U.S. District Court for the
Eastern District of NY, U.S.
District Court for the Southern
District of NY

EXHIBIT E

Milberg Phillips Grossman LLP

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Tadler Law LLP

ARIANA J. TADLER (*pro hac vice*)
HENRY J. KELSTON (*pro hac vice*)
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atadler@tadlerlaw.com
hkelston@tadlerlaw.com

DiCello Levitt Gutzler LLC

ADAM J. LEVITT (*pro hac vice*)
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alevitt@dicellolevitt.com

Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGRx)

MDL No. 2291

CLASS ACTION

**DECLARATION OF FRED TAYLOR ISQUITH IN SUPPORT OF MOTION FOR ATTORNEYS'
FEES AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF
WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP**

I, **Fred Taylor Isquith**, declare as follows:

1. I am a partner of the law firm of Wolf Haldenstein Adler Freeman & Herz LLP. I submit this declaration in support of my Firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses of my Firm paid in connection with this consumer class action litigation. I have personal knowledge of the

1 matters set forth herein based upon my active supervision and participation in all material aspects of
2 the litigation.

3 2. The Firm acted as one of Plaintiffs' Counsel in this litigation. The Firm has extensive
4 class action experience. The Firm represents small businesses, institutional and other large
5 investors, and consumers and employees in class action cases litigated in the United States. My
6 Firm has served as sole lead-counsel, co-lead counsel or on an executive committee in numerous
7 class actions.

8 3. Adam Levitt, one of the Class Counsel in this litigation, was personally involved in
9 all aspects of Wolf Haldenstein's work in this litigation until he left the Firm, in January 2013, to
10 join Grant & Eisenhofer, P.A., and continued work on this case at that firm and at his present firm,
11 DiCello Levitt Gutzler LLC.

12 4. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
13 amount of time spent by the partners, other attorneys, and professional support staff of my Firm
14 who were involved in this litigation, and since none of these people are currently employed at the
15 Firm, the lodestar calculation is based on the Firm's billing rates for that person in his or her final
16 year of employment by the Firm.¹ The schedule was prepared from contemporaneous, daily time
17 records regularly prepared and maintained by the Firm, which are available at the request of the
18 Court for review *in camera*.² Time expended in preparing this application for fees and
19 reimbursement of expenses has not been included in this request.

20 5. The hourly rates for the partners, other attorneys, and professional support staff in
21 my Firm included in Exhibit 1 are the same as the regular rates charged for their services in non-
22 contingent matters and/or which have been used in the lodestar cross check accepted by courts in
23 other class action litigations.

24
25 ¹ This application does not include time for anyone who spent fewer than 20 hours on this litigation, nor does
26 it include time incurred for any of the work involved in having our Firm appointed to the original leadership
structure.

27 ² These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

1 6. The total number of hours expended on this litigation by my firm is 878.60 hours.
2 The total lodestar for my firm is \$438,913.00, consisting of \$415,116.00 for attorneys' time and
3 \$23,797.00 for professional support staff time.

4 7. My Firm's lodestar figures are based upon the Firm's billing rates, which rates do
5 not include charges for expense items. Expense items are billed separately and such charges are not
6 duplicated in my Firm's billing rates.

7 8. As detailed in Exhibit 2, my Firm has incurred a total of \$12,074.99 in unreimbursed
8 expenses in connection with the prosecution of this litigation.

9 9. The expenses incurred in this action are reflected on the books and records of my
10 Firm, which are available at the request of the Court. These books and records are prepared from
11 invoices, check records and other source materials and are an accurate record of the expenses as
12 charged by the vendors. Third-party expenses are not marked up.

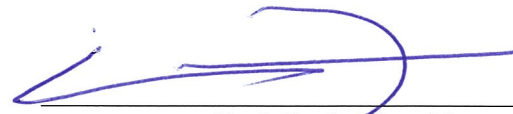
13 10. The Firm does not have any referral agreements with any other law firms relating to
14 this litigation.

15 11. By agreement among Plaintiffs' Counsel, my Firm is not charging separately for the
16 following costs and expenses: secretarial and clerical overtime, including their meals and local
17 transportation; word processing; secretarial/clerical time for document preparation; time charges for
18 routine copying, faxing or scanning; incoming/outgoing fax charges; office supplies (such as paper,
19 binders, etc.); special publications; continuing legal education seminars; and/or working meals for
20 attorneys (with the exception of meals with clients, expert or other witnesses, meals while traveling
21 for the case, or meal expenses for meetings between Plaintiffs' Counsel).

22 12. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is
23 my Firm's résumé and brief biographies for the attorneys in my Firm who were principally involved
24 in this litigation. *See* Ex. 3 at 49-50 ("Former Attorneys").

25 I declare under penalty of perjury that the foregoing is true and correct.

26
27 Executed on this 23rd day of July, 2019.



Fred Taylor Isquith

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EXHIBIT 1

***In re ConAgra Foods, Inc.*, Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)**

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

TIME REPORT — Inception through July 31, 2018

Name/Position	Hours	Rate	Amount
Adam Levitt (P)	224.00	\$710.00	\$159,040.00
Frank M. Gregorek (P)	68.00	\$880.00	\$59,840.00
Edmund S. Aronowitz (A)	496.80	\$395.00	\$196,236.00
Sorah Kim (PL)	89.80	\$265.00	\$23,797.00
TOTAL LODESTAR	878.60		\$438,913.00

POSITION

P = Partner

A = Associate/Staff Attorney

C = Senior Counsel/Of Counsel

PL = Paralegal

O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

EXPENSE REPORT — Inception through July 31, 2018

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	\$2,462.41
Telephone Charges	\$484.91
Postage/Messengers/Express Services	\$718.46
Service of Process	\$940.00
Computer Research (Lexis, Pacer, etc.)	\$4,403.54
Out-of-Town Transportation, Meals, Hotel	\$3,065.67
TOTAL EXPENSES:	\$12,074.99

EXHIBIT 3



PROVIDING EXEMPLARY LEGAL SERVICES SINCE 1888

FIRM RESUME

Founded in 1888, Wolf Haldenstein Adler Freeman & Herz LLP is a full service law firm specializing in complex litigation in federal and state courts nationwide. The firm's practice includes litigation, both hourly and contingent, in securities, antitrust, wage & hour, consumer fraud, false marketing, ERISA, and general and commercial matters, whistleblower, false claim, trust & estate, corporate investigation, and white collar matters, and FINRA arbitration. The Firm has a particular specialty in complex class action and other representative litigation – including investor, shareholder, antitrust, ERISA, consumer, employee, and biotechnology matters – under both federal and state law.

Wolf Haldenstein's total practice approach distinguishes it from other firms. Our longstanding tradition of a close attorney/client relationship ensures that each one of our clients receives prompt, individual attention and does not become lost in an institutional bureaucracy. Our team approach is at the very heart of Wolf Haldenstein's practice. All of our lawyers are readily available to all of our clients and to each other. The result of this approach is that we provide our clients with an efficient legal team having the broad perspective, expertise and experience required for any matter at hand. We are thus able to provide our clients with cost effective and thorough counsel focused on our clients' overall goals.

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THE FIRM

Wolf Haldenstein has been recognized by state and federal courts throughout the country as being highly experienced in complex litigation, particularly with respect to securities, consumer, ERISA, FLSA and state overtime and expense deductions, and antitrust class actions and shareholder rights litigation.

Among its colleagues in the plaintiffs' bar, as well as among its adversaries in the defense bar, Wolf Haldenstein is known for the high ability of its attorneys, and the exceptionally high quality of its written and oral advocacy.

The nature of the Firm's activities in both individual and representative litigation is extremely broad. In addition to a large case load of securities fraud and other investor class actions, Wolf Haldenstein has represented classes of corn and rice farmers in connection with the devaluation of their crops; contact lens purchasers for contact lens manufacturers' violations of the antitrust laws; merchants compelled to accept certain types of debit cards; insurance policyholders for insurance companies' deceptive sales practices; victims of unlawful strip searches under the civil rights laws; and various cases involving violations of Internet users' on-line privacy rights.

The Firm's experience in class action securities litigation, in particular public shareholder rights under state law and securities fraud claims arising under the federal securities laws and regulations is particularly extensive. The Firm was one of the lead or other primary counsel in securities class action cases that have recouped billions of dollars on behalf of investor classes, in stockholder rights class actions that have resulted in billions of dollars in increased merger consideration to shareholder classes, and in derivative litigation that has recovered billions of dollars for corporations.

Its pioneering efforts in difficult or unusual areas of securities or investor protection laws include: groundbreaking claims that have been successfully brought under the Investment Company Act of 1940 regarding fiduciary responsibilities of investment companies and their advisors toward their shareholders; claims under ERISA involving fiduciary duties of ERISA trustees who are also insiders in possession of adverse information regarding their fund's primary stockholdings; the fiduciary duties of the directors of Delaware corporations in connection with change of control transactions; the early application of the fraud-on-the-market theory to claims against public accounting firms in connection with their audits of publicly traded corporations; and the application of federal securities class certification standards to state law claims often thought to be beyond the reach of class action treatment.



JUDICIAL COMMENDATIONS

Wolf Haldenstein has repeatedly received favorable judicial recognition. The following representative judicial comments over the past decade indicate the high regard in which the Firm is held:

- *In re Empire State Realty Trust, Inc. Investor Litig.*, No. 650607/2012 (Sup. Ct. N.Y. Co.) – On May 2, 2013, Justice O. Peter Sherwood praised the Firm in its role as chair of the committee of co-lead counsel as follows: "It is apparent to me, having presided over this case, that class counsel has performed in an excellent manner, and you have represented your clients quite well. You should be complimented for that." In awarding attorneys' fees, the Court stated that the fee was "intended to reward class counsel handsomely for the very good result achieved for the Class, assumption of the high risk of Plaintiffs prevailing and the efficiency of effort that resulted in the settlement of the case at an early stage without protracted motion practice." May 17, 2013 slip. op. at 5 (citations omitted).
- *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) – On April 9, 2013, Justice Richard B. Lowe III praised the Firm's efforts as follows: "[W]hen you have challenging cases, the one thing you like to ask for is that the legal representation on both sides rise to that level. Because when you have lawyers who are professionals, who are confident, who are experienced, each of you know that each side has a job to do [. . .] I want to tell you that I am very satisfied with your performance and with your, quite frankly, tenacity on both sides. And it took six years, but look at the history of the litigation. There were two appeals all of the way to the Court of Appeals [. . .] And then look at the results. I mean, there are dissents in the Court of Appeals, so that shows you the complexity of the issues that were presented in this litigation [. . .] [I]t shows you effort that went into this and the professionalism that was exhibited [. . .] So let me just again express my appreciation to both sides."
- *K.J. Egleston L.P. v. Heartland Industrial Partners, et al.*, 2:06-13555 (E.D. Mich.) – where the Firm was Lead Counsel, Judge Rosen, at the June 7, 2010 final approval hearing, praised the Firm for doing "an outstanding job of representing [its] clients," and further commented that "the conduct of all counsel in this case and the result they have achieved for all of the parties confirms that they deserve the national recognition they enjoy."



- *Klein, et al. v. Ryan Beck Holdings, Inc., et al.*, 06-cv-3460 (DAB) (S.D.N.Y. 2010) – where the Firm was Lead Counsel, Judge Deborah A. Batts described the Firm’s successful establishment of a settlement fund as follows: “[a] miracle that there is a settlement fund at all.” Judge Batts continued: “As I said earlier, there is no question that the litigation is complex and of a large and, if you will, *pioneering magnitude* ...” (Emphasis added).
- *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) – where the Firm was co-lead counsel, Judge Laughrey said (on October 16, 2008), “[a]ll of the attorneys in this case have done an outstanding job, and I really appreciate the quality of work that we had in our chambers as a result of this case.”
- *In re Dynamic Random Access Memory Antitrust Litigation*, MDL-02-1486 (N.D. Cal.) – where the Firm was co-lead counsel, Judge Hamilton said (on August 15, 2007), “I think I can conclude on the basis with my five years with you all, watching this litigation progress and seeing it wind to a conclusion, that the results are exceptional. The percentages, as you have outlined them, do put this [case] in one of the upper categories of results of this kind of [antitrust] class action. I am aware of the complexity . . . I thought that you all did an exceptionally good job of bringing to me only those matters that really required the Court’s attention. You did an exceptionally good job at organizing and managing the case, assisting me in management of the case. There was excellent coordination between all the various different plaintiffs’ counsel with your group and the other groups that are part of this litigation. . . . So my conclusion is the case was well litigated by both sides, well managed as well by both sides.”
- *In re Comdisco Sec. Litigation*, 01 C 2110 (N.D. Ill. July 14, 2005) – Judge Milton Shadur observed: “It has to be said . . . that the efforts that have been extended [by Wolf Haldenstein] on behalf of the plaintiff class in the face of these obstacles have been exemplary. And in my view [Wolf Haldenstein] reflected the kind of professionalism that the critics of class actions . . . are never willing to recognize. . . . I really cannot speak too highly of the services rendered by class counsel in an extraordinary difficult situation.”
- *Good Morning to You Productions Corp. v. Warner/Chappell Music, Inc.*, No. CV 13-04460-GHK (MRWx) (C.D. Cal., Aug. 16, 2016) – Judge George H. King



stated: "Not all, or perhaps even most, plaintiffs' class counsel could have litigated this case as successfully as did class counsel against such a fierce and exceptionally accomplished opponent."

RECENT NOTEWORTHY RESULTS

Wolf Haldenstein's performance in representative litigation has repeatedly resulted in favorable results for its clients. The Firm has helped recover billions of dollars on behalf of its clients in the cases listed below. Recent examples include the following:

- *In re Genetically Modified Rice Litigation*, MDL 1811 (E.D. Mo.) - Wolf Haldenstein represented U.S. rice farmers in this landmark action against Bayer A.G. and its global affiliates, achieving a global recovery of \$750 million. The case arose from the contamination of the nation's long grain rice crop by Bayer's experimental and unapproved genetically modified Liberty Link rice.
- *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) - a class action brought on behalf of over 27,500 current and former tenants of New York City's iconic Stuyvesant Town and Peter Cooper Village housing complexes. On April 9, 2013, Justice Richard B. Lowe III of the New York Supreme Court finally approved settlement of the action, which totals over \$173 million, sets aside \$68.75 million in damages, re-regulates the apartments at issue, and sets preferential rents for the units that will save tenants significant monies in the future. The settlement also enables the tenants to retain an estimated \$105 million in rent savings they enjoyed between 2009 and 2012. **The settlement is by many magnitudes the largest tenant settlement in United States history.**
- *In re Empire State Realty Trust, Inc. Investor Litig.*, Index No. 650607/2012 – The firm served as Chair of the Executive Committee of Co-Lead Counsel for the Plaintiffs in a class action settlement finally approved on May 2, 2013 that provides for the establishment of a \$55 million settlement fund for investors, in addition to substantial tax deferral benefits estimated to be in excess of \$100 million.
- *American International Group Consolidated Derivative Litigation*, Civil Action No. 769-VCS (Del. Ch.) The Firm acted as co-lead counsel and the settlement addressed claims alleging that the D&O Defendants breached their fiduciary duties to the Company and otherwise committed wrongdoing to the detriment



of AIG in connection with various allegedly fraudulent schemes during the 1999-2005 time period.

- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, Master File No. 09 MD 2058 (S.D.N.Y.) (firm was co-lead counsel in parallel derivative action pending in Delaware (*In Re Bank of America Stockholder Derivative Litigation*, C.A. No. 4307-CS (Del. Ch.)) (increase of settlement cash recovery from \$20 million to \$62.5 million).
- *The Investment Committee of the Manhattan and Bronx Service Transit Operating Authority Pension Plan v. JPMorgan Chase Bank, N.A.*, 1:09-cv-04408-SAS (S.D.N.Y.) (class recovered \$150 million).
- *In re Tremont Sec. Law, State Law and Insurance Litig.*, No. 08-civ-11117 (TPG) (SDNY) (class recovered \$100 million). The firm was court-appointed co-lead counsel in the Insurance Action, 08 Civ. 557, and represented a class of persons who purchased or otherwise acquired Variable Universal Life ("VUL") insurance policies or Deferred Variable Annuity ("DVA") policies issued by Tremont International Insurance Limited or Argus International Life Bermuda Limited from May 10, 1994 - December 11, 2008 to the extent the investment accounts of those policies were exposed to the massive Ponzi scheme orchestrated by Bernard L. Madoff through one or more Rye funds.
- *In re Initial Public Offering Securities Litigation*, 21 MC 92 (SAS) (S.D.N.Y.) (class recovered \$586 million). Wolf Haldenstein served as Co-Lead Counsel of one of the largest securities fraud cases in history. Despite the United States Court of Appeals for the Second Circuit's decision to vacate the district court's class certification decision, on remand, counsel for plaintiffs were able to press on to a settlement on April 1, 2009, ultimately recovering in excess of a half-billion dollars.



FIRM PRACTICE AREAS

CLASS ACTION LITIGATION

Wolf Haldenstein is a leader in class and derivative action litigation and is currently or has been the court-appointed lead counsel, co-lead counsel, or executive committee member in some of the largest and most significant class action and derivative action lawsuits in the United States. For example, the class action *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) was recently described by a sitting member of the U.S. House of Representatives as the greatest legal victory for tenants in her lifetime. In *Roberts*, the Firm obtained a victory in the New York Court of Appeals requiring the reregulation of thousands of apartment units in the Stuyvesant Town complex in Manhattan, New York. Many of the firm's other successful results are summarized within.

PRIVATE ACTIONS FOR INSTITUTIONAL INVESTORS

In addition to its vast class action practice, the Firm also regularly represents institutional clients such as public funds, investment funds, limited partnerships, and qualified institutional buyers in private actions. The Firm has represented institutional clients in non-class federal and state actions concerning a variety of matters, including private placements, disputes with investment advisors, and disputes with corporate management.

The Firm has also acted as special counsel to investors' committees in efforts to assert and advance the investors' interests without resorting to litigation. For example, the Firm served as Counsel to the Courtyard by Marriott Limited Partners Committee for several years in its dealings with Host Marriott Corporation, and as Special Counsel to the Windsor Park Properties 7 and 8 limited partners to insure the fairness of their liquidation transactions.

ANTITRUST LITIGATION

Wolf Haldenstein is a leader in antitrust and competition litigation. The Firm actively seeks to enforce the federal and state antitrust laws to protect and strengthen the rights and claims of businesses, organizations, Taft-Hartley funds, and consumers throughout the United States. To that end, Wolf Haldenstein commences large, often complex, antitrust and trade regulation class actions and other cases that target some of the most powerful and well-funded corporate interests in the world. Many of these interests exert strong influence over enforcement policy that is in the hands of elected officials, so that private enforcement provides the only true assurance that unfair and



anticompetitive conduct will be duly scrutinized for compliance with the law. These cases frequently bring to light concealed, unlawful behavior such as price fixing, monopolization, market allocation, monopoly leveraging, essential facilities, tying arrangements, vertical restraints, exclusive dealing, and refusals to deal. Wolf Haldenstein's Antitrust Practice Group has successfully prosecuted numerous antitrust cases and aggressively advocates remedies and restitution for businesses and investors wronged by violations of the antitrust laws. For example, in *In re DRAM Antitrust Litigation*, No. 02-cv-1486 (PJH) (N.D. Cal.) the firm successfully prosecuted an antitrust case resulting in a \$315 million recovery. Many of the firm's successful results are summarized within.

Wolf Haldenstein attorneys currently serve as lead counsel, co-lead counsel, or as executive committee members in some of the largest and most significant antitrust class action lawsuits. The firm was most recently appointed lead counsel in the Salmon Antitrust Indirect Litigation pending in the U.S. District Court for the Southern District of Florida.

BIOTECHNOLOGY AND AGRICULTURAL LITIGATION

Wolf Haldenstein is a leader in biotechnology and agricultural litigation. The firm has represented U.S. row crop farmers and others harmed by crop supply contamination, price fixing of genetically-modified crop seeds, and false claims and representations relating to purportedly "organic" products. The firm has prosecuted actions in these fields against domestic and international biotechnology and crop science companies under the federal and state antitrust laws, consumer protection and deceptive trade practice statutes, and the common law. As a leader in this field, Wolf Haldenstein pioneered approaches now commonly used in these types of cases, including the use of futures-based efficient market analyses to fashion damages models relating to the underlying commodity crops. The firm has served or is currently serving as lead or co-lead counsel in some of the most significant biotechnology and agricultural class actions pending or litigated in the United States. For example, in *In re Genetically Modified Rice Litigation*, MDL 1811 (E.D. Mo.) the firm prosecuted a multidistrict product liability litigation brought on behalf of United States long-grain rice farmers that ultimately settled in July 2011 for \$750 million. Many of the firm's other successful results are summarized within.

OVERTIME AND COMPENSATION CLASS ACTIONS

Wolf Haldenstein is a leader class action litigation on behalf of employees who have not



been paid overtime or other compensation they are entitled to receive, or have had improper deductions taken from their compensation. These claims under the federal Fair Labor Standards Act and state labor laws allege improper failure to pay overtime and other wages, and improper deductions from compensation for various company expenses. Wolf Haldenstein has served as lead or co-lead counsel, or other similar lead role, in some of the most significant overtime class actions pending in the United States, and has recovered hundreds of millions of dollars in recovered wages for its clients. For example, in *LaVoice v. Citigroup Global Markets, Inc.*, Case No. C 07-801 (CW) (N.D. Cal.) a \$108 million settlement was secured for the class. Many of the firm's other successful wage and hour results are summarized within.

OTHER SUBSTANTIAL RECOVERIES IN CLASS ACTION AND DERIVATIVE CASES IN WHICH WOLF HALDENSTEIN WAS LEAD COUNSEL OR HAD ANOTHER SIGNIFICANT ROLE

- *In re Beacon Associates Litigation*, Master File No. 09 Civ. 0777 (LBS) (S.D.N.Y.) (**\$219 million** settlement in this and related action).
- *Roberts v. Tishman Speyer*, No. 100956/2007 (Sup. Ct. N.Y. Cty.) (**\$173 Million** settlement).
- *In re Mutual Fund Investment Litigation*, MDL No. 1586 (D. Md.) (derivative counsel in consolidated cases against numerous mutual fund companies involved in market timing resulting in class/derivative settlements totaling more than **\$300 million**).
- *Inland Western Securities Litigation*, Case No. 07 C 6174 (N.D. Ill.) (settlement value of shares valued between **\$61.5 million** and **\$90 million**).
- *In re Direxion Shares ETF Trust*, No. 09-Civ-8011 (KBF) (S.D.N.Y.) (class recovered **\$8 million**).
- *In re BankAmerica Corp. Securities Litigation*, MDL Docket No. 1264 (JFN) (E.D. Mo.) (class recovered **\$490 million**).
- *In re Dynamic Random Access Memory Antitrust Litigation*, (MD-02 1486 (N.D. Cal.) (class recovered **\$325 million**).
- *In re MicroStrategy, Inc. Securities Litigation*, Civ. No. 00-473-A (E.D. Va.) (class recovered **\$160 million** in cash and securities).



- *Kurzweil v. Philip Morris Cos.*, 94 Civ. 2373, 94 Civ. 2546 (S.D.N.Y.) (securities fraud) (class recovered **\$116.5 million** in cash).
- *In re Starlink Corn Products Liability Litigation*, (N.D. Ill.) (class recovered **\$110 million**).
- *In Computer Associates 2002 Class Action Sec. Litigation*, 2:02-CV-1226 (E.D.N.Y.) (**\$130 million** settlement in this and two related actions).
- *In re Sepracor Inc. Securities Litigation*, Civ. No. 02-12338 (MEL) (D. Mass.) (classes recovered **\$52.5 million**).
- *In re Transkaryotic Therapies, Inc., Securities Litigation*, C.A. No. 03-10165-RWZ (D. Mass) (class recovered **\$50 million**).
- *In re Iridium Securities Litigation*, C.A. No. 99-1002 (D.D.C.) (class recovered **\$43 million**).
- *In re J.P. Morgan Chase Securities Litigation*, MDL No. 1783 (N.D. Ill.) (settlement providing for adoption of corporate governance principles relating to potential corporate transactions requiring shareholder approval).
- *LaVoice v. Citigroup Global Markets, Inc.*, Case No. C 07-801 (CW) (N.D. Cal.)) (**\$108 million** settlement).
- *Steinberg v. Morgan Stanley & Co., Inc.*, Case No. 06-cv-2628 (BEN) (S.D. Cal.) (**\$50 million** settlement).
- *Poole v. Merrill Lynch, Pierce, Fenner & Smith Inc.*, Case No. CV-06-1657 (D. Or.) (**\$43.5 million** settlement).
- *In re Wachovia Securities, LLC Wage and Hour Litigation*, MDL No. 07-1807 DOC (C.D. Cal.) (**\$39 million** settlement).
- *In re Wachovia Securities, LLC Wage and Hour Litigation (Prudential)*, MDL No. 07-1807 DOC (C.D. Cal.) (**\$11 million** settlement).
- *Basile v. A.G. Edwards, Inc.*, 08-CV-00338-JAH-RBB (S.D. Cal.) (**\$12 million** settlement).



- *Miguel Garcia, et al. v. Lowe's Home Center, Inc. et al.* – Case No. GIC 841120 (Barton) (Cal. Sup. Ct, San Diego) (co-lead, **\$1.65 million** settlement w/ average class member recovery of \$5,500, attorney fees and cost awarded separately).
- *Neil Weinstein, et al. v. MetLife, Inc., et al.* – Case No. 3:06-cv-04444-SI (N.D.Cal) (co-lead, **\$7.4 million** settlement).
- *Creighton v. Oppenheimer*, Index No. 1:06 - cv - 04607 - BSJ - DCF (S.D.N.Y.) (**\$2.3 million** settlement).
- *Klein v. Ryan Beck*, 06-CV-3460 (DAB)(S.D.N.Y.) (**\$1.3 million** settlement).
- *In re American Pharmaceutical Partners, Inc. Shareholder Litigation*, Consolidated C.A. No. 1823-N (Del. Ch. Ct.) (**\$14.3 million** settlement).
- *Egleston v. Collins and Aikman Corp.*, 06-cv-13555 (E.D. Mich.) (class recovered **\$12 million**).
- *In re Merrill Lynch & Co., Inc. Global Technology Fund Securities Litigation*, 02 CV 7854 (JFK) (SDNY); and *In re Merrill Lynch & Co., Inc. Focus Twenty Fund Securities Litigation*, 02 CV 10221 (JFK) (SDNY) (class recovered **\$39 million** in combined cases).
- *In re CNL Hotels & Resorts, Inc. Securities Litigation*, No. 6:04-cv-1231 (Orl-31) (class recovered **\$35 million**, and lawsuit also instrumental in **\$225 million** benefit to corporation).
- *In re Cablevision Systems Corp. Shareholder Derivative Litigation*, Master File No. 06-CV-4130-DGT-AKT (**\$34.4 million** recovery).
- *In re Monster Worldwide, Inc. Stock Option Derivative Litigation*, Master File No. 06cv4622 (S.D.N.Y.) (**\$32 million** recovery and corporate governance reforms).
- *Berger v. Compaq Computer Corp.*, Docket No. 98-1148 (S.D. Tex.) (class recovered **\$29 million**).
- *In re Arakis Energy Corporation Securities Litigation*, 95 CV 3431 (E.D.N.Y.) (class recovered **\$24 million**).



- *In re E.W. Blanche Holdings, Inc. Securities Litigation*, Civ. No. 01-258 (D. Minn.) (class recovered **\$20 million**).
- *In re Globalstar Securities Litigation*, Case No. 01-CV-1748 (SHS) (S.D.N.Y.) (class recovered **\$20 million**).
- *In re Luxottica Group S.p.A. Securities Litigation*, No. CV 01-3285 (E.D.N.Y.) (class recovered **\$18.25 million**).
- *In re Musicmaker.com Securities Litigation*, CV-00-2018 (C.D. Cal.) (class recovered **\$13.75 million**).
- *In re Comdisco Securities Litigation*, No. 01 C 2110 (MIS) (N.D. Ill.) (class recovered **\$13.75 million**).
- *In re Acclaim Entertainment, Inc., Securities Litigation*, C.A. No. 03-CV-1270 (E.D.N.Y.) (class recovered **\$13.65 million**).
- *In re Concord EFS, Inc. Securities Litigation*, No. 02-2097 (MA) (W.D. Tenn) (class recovered **\$13.25 million**).
- *In re Bausch & Lomb, Inc. Securities Litigation*, 01 Civ. 6190 (CJS) (W.D.N.Y.) (class recovered **\$12.5 million**).
- *In re Allaire Corp. Securities Litigation*, 00-11972 (D. Mass.) (class recovered **\$12 million**).
- *Bamboo Partners LLC v. Robert Mondavi Corp.*, No. 26-27170 (Cal. Sup. Ct.) (class recovered **\$10.8 million**).
- *Curative Health Services Securities Litigation*, 99-2074 (E.D.N.Y.) (class recovered **\$10.5 million**).
- *City Partnership Co. v. Jones Intercable*, 99 WM-1051 (D. Colo.) (class recovered **\$10.5 million**).
- *In re Aquila, Inc.*, (ERISA Litigation), 04-865 (W.D. Mo.) (**\$10.5 million** recovery for the class).
- *In re Tenfold Corporation Securities Litigation*, 2:00-CV-652 (D. Utah) (class recovered **\$5.9 million**).



- *In re Industrial Gas Antitrust Litigation*, 80 C 3479 and related cases (N.D. Ill.) (class recovered **\$50 million**).
- *In re Chor-Alkalai and Caustic Soda Antitrust Litigation*, 86-5428 and related cases (E.D. Pa.) (class recovered **\$55 million**).
- *In re Infant Formula Antitrust Litigation*, MDL No. 878 (N.D. Fla.) (class recovered **\$126 million**).
- *In re Brand Name Prescription Drugs Antitrust Litigation*, No. 1:94-cv-00897, M.D.L. 997 (N.D. Ill.) (class recovered **\$715 million**).
- *Landon v. Freel*, M.D.L. No. 592 (S.D. Tex.) (class recovered **\$12 million**).
- *Holloway v. Peat, Marwick, Mitchell & Co.*, No. 84 C 814 EU (N.D. Okla.) (class recovered **\$38 million**).
- *In re The Chubb Corp. Drought Insurance Litigation*, C-1-88-644 (S.D. Ohio) (class recovered **\$100 million**).
- *Wong v. Megafoods*, Civ-94-1702 (D. Ariz.) (securities fraud) (class recovered **\$12.25 million**).
- *In re Del Val Financial Corp. Securities Litigation*, 92 Civ 4854 (S.D.N.Y.) (class recovered **\$11.5 million**).
- *In re Home Shopping Network Shareholders Litigation*, Consolidated Civil Action No. 12868, (Del. Ch. 1995) (class recovered **\$13 million**).
- *In re Paine Webber Limited Partnerships Litigation*, 94 Civ 8547 (S.D.N.Y.) (class recovered **\$200 million**).
- *In re Bristol-Meyers Squibb Co. Securities Litigation*, 92 Civ 4007 (S.D.N.Y.) (class recovered **\$19 million**).
- *In re Spectrum Information Technologies Securities Litigation*, CV 93-2245 (E.D.N.Y.) (class recovered **\$13 million**).
- *In re Chase Manhattan Securities Litigation*, 90 Civ. 6092 (LJF) (S.D.N.Y.) (class recovered **\$17.5 million**).



- *Prostic v. Xerox Corp.*, No. B-90-113 (EBB) (D. Conn.) (class recovered **\$9 million**).
- *Steiner v. Hercules*, Civil Action No. 90-442-RRM (D. Del.) (class recovered **\$18 million**).
- *In re Ambase Securities Litigation*, 90 Civ 2011 (S.D.N.Y.) (class recovered **\$14.6 million**).
- *In re Southmark Securities Litigation*, CA No. 3-89-1402-D (N.D. Tex.) (class recovered **\$70 million**).
- *Steiner v. Ideal Basic Industries, Inc.*, No. 86-M 456 (D. Colo. 1989) (securities fraud) (class recovered **\$18 million**).
- *Tucson Electric Power Derivative Litigation*, 2:89 Civ. 01274 TUC. ACM (corporation recovered **\$30 million**).
- *Alleco Stockholders Litigation*, (Md. Cir. Ct. Pr. Georges County) (class recovered **\$16 million**).
- *In re Revlon Group, Inc. Shareholders Litigation*, No. 8362 (Del. Ch.) (class recovered **\$30 million**).
- *In re Taft Broadcasting Company Shareholders Litigation*, No. 8897 (Del. Ch.) (class recovered **\$20 million**).
- *In re Southland Corp. Securities Litigation*, No. 87-8834-K (N.D.Tex.) (class recovered **\$20 million**).
- *In re Crocker Bank Securities Litigation*, CA No. 7405 (Del. Ch.) (class recovered **\$30 million**).
- *In re Warner Communications Securities Litigation*, No. 82 Civ. 8288 (JFK) (S.D.N.Y.) (class recovered **\$17.5 million**).
- *Joseph v. Shell Oil*, CA No. 7450 (Del. Ch.) (securities fraud) (class recovered **\$200 million**).
- *In re Flight Transportation Corp. Securities Litigation*, Master Docket No. 4-82-874, MDL No. 517 (D. Minn.) (recovery of over **\$50 million**).



- *In re Whittaker Corporation Securities Litigation*, CA000817 (Cal. Super. Ct., Los Angeles County) (class recovered **\$18 million**).
- *Naevus International, Inc. v. AT&T Corp.*, C.A. No. 602191/99 (N.Y. Sup. Ct.) (consumer fraud) (class recovered **\$40 million**).
- *Sewell v. Sprint PCS Limited Partnership*, C.A. No. 97-188027/CC 3879 (Cir. Ct. for Baltimore City) (consumer fraud) (class recovered **\$45.2 million**).
- *In re Vytarin/Zetia Marketing, Sales Practices and Products Liability Litigation*, 2:08-cv-285 (D.N.J.) (class recovered **\$41.5 million**).
- *Egleston v. Verizon*, No. 104784/2011 (N.Y. Sup. Ct.) – Wolf Haldenstein represented a class of New York Verizon Centrex customers in an action against Verizon stemming from overbilling of certain charges. The Firm secured a settlement with a total value to the Class of over **\$5 million**, which provided, among other things, each class member with full refunds of certain disputed charges, plus interest.
- *Zelouf Int'l Corp. v. Nahal Zelouf*, Index No. 653652/2014 (Sup. Ct. N.Y. Co. 2015). In an important trial decision following an appraisal proceeding triggered by the freeze-out merger of a closely-held corporation, which also included shareholder derivative claims, Justice Kornreich of the New York Supreme Court refused to apply a discount for lack of marketability to the minority interest in the former corporation and found that the insiders stole more than \$14 million dollars; the minority shareholder recovered over \$9 million.
- *Zelouf Int'l Corp. v. Zelouf*, 45 Misc.3d 1205(A) (Sup. Ct. N.Y. Co., 2014). The Court rejected application of a discount for lack of marketability and awarded a \$10,031,438.28 judgment following an eleven day bench trial in the Commercial Division of the Supreme Court of the State of New York (New York County) on the value of a minority interest in a closely held corporation.



REPRESENTATIVE REPORTED OPINIONS SINCE 1990 IN WHICH WOLF
HALDENSTEIN WAS LEAD COUNSEL OR HAD ANOTHER SIGNIFICANT ROLE

FEDERAL APPELLATE AND DISTRICT COURT OPINIONS

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- *In re Beacon Associates Litigation.*, 745 F. Supp. 2d 386 (S.D.N.Y. 2010); *In re Beacon Associates Litig.*, 282 F.R.D. 315 (S.D.N.Y. 2012)
- *Messner v. Northshore University HealthSystem*, 669 F.3d 802, No. 10-2514 (7th Cir. Jan. 13, 2012).
- *In re Text Message Antitrust Litigation*, 630 F.3d, 622 (7th Cir. 2010).
- *In re Apple & ATTM Antitrust Litig.*, 2010 U.S. Dist. LEXIS 98270 (N.D. Cal. July 8, 2010).
- *Freeland v. Iridium World Communications Ltd.*, 545 F.Supp.2d 59 (D.D.C. 2008).
- *In re Apple & AT&TM Antitrust Litig.*, 596 F. Supp. 2d 1288 (N.D. Cal. 2008).
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- *Smith v. Aon Corp.*, 238 F.R.D. 609 (N.D. Ill. 2006).



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- *In re Transkaryotic Therapies, Inc. Securities Litigation*, No. 03-10165, 2005 U.S. Dist. LEXIS 29656 (D. Mass. Nov. 28, 2005).
- *In re Luxottica Group, S.p.A. Securities Litigation*, 2005 U.S. Dist. LEXIS 9071 (E.D.N.Y. May 12, 2005).
- *In re CNL Hotels & Resorts, Inc. Securities Litigation*, 2005 U.S. Dist. LEXIS 38876, No. 6:04-cv-1231-Orl-31KRS (M.D. Fla. May 9, 2005).
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- *In re Acclaim Entertainment, Inc. Securities Litigation*, 03-CV-1270 (E.D.N.Y. June 22, 2004).
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- *In re USA Talks.com, Inc. Securities Litigation*, 2000 U.S. Dist. LEXIS 14823, Fed. Sec. L. Rep. (CCH) P91, 231 (S.D. Cal. Sept. 14, 2000).
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- *Berger v. Compaq Computer Corp.*, Civil Action No. H-98-1148, 2000 U.S. Dist. LEXIS 21424 (S.D. Tex. July 17, 2000).
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- *In re Imperial Credit Industries Securities Litigation*, CV 98-8842 SVW, 2000 U.S. Dist. LEXIS 2340 (C.D. Cal. Feb. 23, 2000).
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- *Sturm v. Marriott Marquis Corp.*, 26 F. Supp. 2d 1358 (N.D. Ga. 1998).
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- *In re Painwebber Ltd. Partnership Litigation*, 999 F. Supp. 719 (S.D.N.Y. 1998).
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- *In re TCW/DW North American Government Income Trust Securities Litigation*, 95 Civ. 0167 (PKL), 1997 U.S. Dist. LEXIS 18485 (S.D.N.Y. Nov. 20, 1997).
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- *In re TCW/DW North American Government Income Trust Securities Litigation*, 941 F. Supp. 326 (S.D.N.Y. Oct. 1, 1996).
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- *In re Painewebber Limited Partnership Litigation*, 94 Civ. 8547 (SHS), 1996 U.S. Dist. LEXIS 1265 (S.D.N.Y. Feb. 6, 1996).
- *Riley v. Simmons*, 45 F.3d 764 (3d Cir. 1995).
- *Stepak v. Addison*, 20 F.3d 398 (11th Cir. 1994).
- *Zitin v. Turley*, [1991 Transfer Binder] Fed. Sec. L. Rep. (CCH) ¶ 96,123 (D. Ariz. June 20, 1994).
- *In re Southeast Hotel Properties Limited Partnership Investor Litigation*, 151 F.R.D. 597 (W.D.N.C. 1993).
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- *Roberts v. Tishman Speyer*, 89 A.D.3d 444 (N.Y. App. Div. 1st Dep't 2011).
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- *In re Tyson Foods, Inc., Consolidated Shareholder Litigation*, 919 A. 2d 563 (Del. Ch. 2007).
- *Naevus Int'l v. AT&T Corp.*, 283 A.D.2d 171, 724 N.Y.S.2d 721 (2001).
- *Paramount Communications, Inc. v. QVC Network, Inc.*, 637 A.2d 34 (Del. Super. Ct. 1994).
- *In re Western National Corp. Shareholders Litigation*, Consolidated C.A. No. 15927, 2000 Del. Ch. LEXIS 82 (May 22, 2000).
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ATTORNEY BIOGRAPHIES

The qualifications of the attorneys in the Wolf Haldenstein Litigation Group are set forth below and are followed by descriptions of some of the Firm's attorneys who normally practice outside the Litigation Group who contribute significantly to the class action practice from time to time.

PARTNERS

DANIEL W. KRASNER: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth, Ninth, Tenth, and Eleventh Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, Central District of Illinois, and Northern District of Michigan. *Education:* Yale Law School (LL.B., 1965); Yeshiva College (B.A., 1962). Mr. Krasner, a partner in the Firm's New York office, is the senior partner of Wolf Haldenstein's Class Action Litigation Group. He began practicing law with Abraham L. Pomerantz, generally credited as the "Dean of the Class Action Bar." He founded the Class Litigation Group at Wolf Haldenstein in 1976.

Mr. Krasner received judicial praise for his class action acumen as early as 1978. *See, e.g., Shapiro v. Consolidated Edison Co.*, [1978 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 96,364 at 93,252 (S.D.N.Y. 1978) ("in the Court's opinion the reputation, skill and expertise of . . . [Mr.] Krasner, considerably enhanced the probability of obtaining as large a cash settlement as was obtained"); *Steiner v. BOC Financial Corp.*, [1980 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 97,656, at 98,491.4, (S.D.N.Y. 1980) ("This Court has previously recognized the high quality of work of plaintiffs' lead counsel, Mr. Krasner"). The New York Law Journal referred to Mr. Krasner as one of the "top rank plaintiffs' counsel" in the securities and class action fields. In connection with a failed 1989 management buyout of United Airlines, Mr. Krasner testified before Congress.

More recently, Mr. Krasner has been one of the lead attorneys for plaintiffs in some of the leading Federal multidistrict cases in the United States, including the IPO Litigation in the Southern District of New York, the Mutual Fund Market Timing Litigation in the District of Maryland, and several Madoff-related litigations pending in the Southern District of New York. Mr. Krasner has also been lead attorney in several precedent-setting shareholder actions in Delaware Chancery Court and the New York Court of Appeals, including *American International Group, Inc. v. Greenberg*, 965 A.2d 763 (Del. Ch. 2009) and the companion certified appeal, *Kirschner v. KPMG LLP*, Nos. 151, 152, 2010 N.Y. LEXIS 2959 (N.Y. Oct. 21, 2010); *Teachers' Retirement System of Louisiana and City of New Orleans Employees' Retirement System, derivatively on behalf of nominal defendant*



American International Group, Inc., v. PricewaterhouseCoopers LLP, No. 152 (New York, October 21, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 119 (Del. Ch., May 25, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 139, (Del. Ch. July 5, 2010), appeal refused, 2010 Del. LEXIS 324, 2010 WL 2690402 (Del. 2010).

Mr. Krasner has lectured at the Practicing Law Institute; Rutgers Graduate School of Business; Federal Bar Council; Association of the Bar of the City of New York; Rockland County, New York State, and American Bar Associations; Federal Bar Council, and before numerous other bar, industry, and investor groups.

FRED TAYLOR ISQUITH: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the First, Second, Third, Fourth and Eighth Circuits; U.S. District Courts for the Southern, Eastern and Northern Districts of New York; District of Columbia; District of Arizona; District of Colorado; Northern and Central District of Illinois; Western District of Michigan and District of Nebraska. *Education:* Columbia University Law School (J.D. 1971), City University of New York (Brooklyn) (B.A., 1968).

Mr. Isquith is a senior partner in the litigation department. He has been lead counsel in numerous class actions in the fields of securities law and antitrust law (as well as others) in his more than forty years of experience. Most recently, Mr. Isquith and the firm were appointed lead counsel in the Salmon Antitrust Indirect Litigation pending in the United States District Court for the Southern District of Florida.

Courts have commented about Mr. Isquith as follows:

· *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) – where the Firm was co-lead counsel, Judge Laughrey said (on October 16, 2008), “[a]ll of the attorneys in this case have done an outstanding job, and I really appreciate the quality of work that we had in our chambers as a result of this case.”

· *In re Dynamic Random Access Memory Antitrust Litigation*, MDL-02-1486 (N.D. Cal.) – where the Firm was co-lead counsel, Judge Hamilton said (on August 15, 2007), “I think I can conclude on the basis with my five years with you all, watching this litigation progress and seeing it wind to a conclusion, that the results are exceptional. The percentages, as you have outlined them, do put this [case] in one of the upper categories of results of this kind of [antitrust] class action. I am aware of the complexity . . . I thought that you all did an exceptionally good job of bringing to me only those matters that really required the Court’s attention. You did an exceptionally good job at



organizing and managing the case, assisting me in management of the case. There was excellent coordination between all the various different plaintiffs' counsel with your group and the other groups that are part of this litigation. . . So my conclusion is the case was well litigated by both sides, well managed as well by both sides."

· *In re MicroStrategy Securities Litigation*, 150 F. Supp. 2d 896, 903 (E.D. Va. 2001) – where the Firm was co-lead counsel, Judge Ellis commented: "Clearly, the conduct of all counsel in this case and the result they have achieved for all of the parties confirms that they deserve the national recognition they enjoy."

· *In re Public Service Co. of New Hampshire Derivative Litigation*, 84-220-D (D.N.H. 1986) – involving the construction of the Seabrook Nuclear Power Plant, where the Firm was lead counsel, the court said of plaintiffs' counsel that "the skill required and employed was of the highest caliber."

· *In re Warner Communications Securities Litigation*, 618 F. Supp. 735, 749 (S.D.N.Y. 1985) – where the Firm served as co-lead counsel, the court noted the defendants' concession that "'plaintiffs' counsel constitute the cream of the plaintiffs' bar.' The Court cannot find fault with that characterization."

· *Steiner v. Equimark Corp.*, No. 81-1988 (W.D. Pa. 1983) – a case involving complex issues concerning banking practices in which the Firm was lead counsel, then District Judge Mannsman described, in part, the work the Firm performed: "We look at the complexity of the issue, the novelty of it, the quality of work that, as the trial judge, I am able to perceive, and then, finally, the amount of recovery obtained: I think I have certainly said a lot in that regard. I think it's been an extraordinary case. I think it's an extraordinary settlement. Certainly defense counsel and plaintiffs' counsel as well are all experienced counsel with tremendous amount of experience in these particular kinds of cases. And under those circumstances. . . I think it was, really, the strategy and ingenuity of counsel in dividing up the workload and strategizing the cases as to who was to do what and what ultimately should be done to bring about the settlement that was achieved."

A frequent author, lecturer, and participant in bar committees and other activities, Mr. Isquith has devoted his career to complex financial litigation and business matters.

Mr. Isquith currently writes a weekly column of class action for *The Class Act*, a publication of the National Association of Shareholders and Consumer Attorneys and appears monthly as a columnist for *Law 360*. Among his articles and writings are:



Further Thinking On Halliburton (December, 2013); *State Mandated Student Pro Bono Programs Are Inefficient* (November, 2013); *Let's Really Consider The Idea Of A 2 Year Law Degree* (October, 2013); *Spotlight on Spoliation* (September, 2013); *More Restrictions for ERISA Fiduciaries* (August, 2013); *Questionable Constitutionality: Supreme Court's Amex Ruling* (co-authored with Alexander Schmidt of Wolf Haldenstein) (July, 2013); *How Facebook Informs Exclusive Jurisdiction Provisions* (May, 2013); *Sui Generis At Supreme Court* (May, 2013); *Another Look at Amgen* (April, 2013); *How Not To Plead A Multistate Class Action* (March, 2013); *Supreme Court Spotlight: Sex, Race And ... Commerce* (January, 2013); *Rule 23 'Preliminary' Requirement As Seen By 7th Circ.* (December, 2012); *Exhaustion - Patent And Copyright And The Supreme Court* (November, 2012); *Case Study: In Re AIG Securities Litigation* (October, 2012); *Case Study: Rosado V. China North East Petroleum* (September, 2012); *A Dissection Of Rule 23* (August, 2012); *A 2nd Look At Class Action Requirements* (July, 2012); *The Continued Robustness Of Rule 23(b)(2)* (June, 2012); *The Simmonds Case (§16 Ruling) In The Litigation Context* (May, 2012); *A Look At Litigated And Settled Class Certification* (April, 2012); *Concepcion Commands a Case-by-Case Analysis* (March, 2012); *Dec. 20, 2011 - 3 Big Decisions* (February, 2012); *Case Study: Damasco v. Clearwire* (January, 2012).

Further he is a lecturer called upon by the Academy and Bar. For example, *Class Actions with Caution*, (Touro School, 2011); *The Federal Pleading Standards after Twombly*; Touro Law School (2010). Panelist with the Antitrust Committee of the New York City Bar Association Regarding Private Equity Transactions and the Implications of the Supreme Court's Recent Decisions (2008); *Developments in Class Actions*; (NYSBA, 2007); *IPO Tie In/Claims Seminar*, Professional Liability Underwriter Society; *Securities Arbitration* New York State Bar Association; *Real Estate Exit Strategies*, American Conference Institute; *Fundamental Strategies in Securities Litigation* (NYSBA, CLE Program). He has been active in the Bar Association's activities: President's Committee on Access to Justice (2010); Committee on Evidence (2007 -); Committees on Legislation and Federal Courts, 1984-1988), Committee on Securities, The Association of the Bar of the City of New York (Committee on Federal Courts; Committee on Antitrust); New York County Lawyers' Association (Former Chair: Business Tort/Consumer Fraud-Tort Law Section); Brooklyn (Member: Committee on Civil Practice Law and Rules, 1983-1987; New York State (Member: Committee on Legislation, Trial Lawyers Section, 1981-); the District of Columbia Bar; and Legislation and Civil Practice Law and Rules Committee of the Brooklyn Bar Association; Vice President of the Institute for Law and Economic Policy. Mr. Isquith has been Chairman of the Business Tort/Consumer Fraud Committee of the Tort Law Section of the New York State Bar Association and is a member of that Association's Committees on Securities Law and Legislation. He also



serves as a judge for the Moot Court Competition of Columbia University Law School. Mr. Isquith served as President of the National Association of Securities and Commercial Law Attorneys in 2003 and 2004.

Mr. Isquith is frequently quoted in the Wall Street Journal, the New York Times, and other national publications.

The April 1987 issue of Venture magazine listed Mr. Isquith as among the nation's top securities class action attorneys. Since 2006 Mr. Isquith has been elected as among the top 5% of attorneys in the New York City metropolitan area chosen to be included in the Super Lawyers Magazine. Martindale Hubbell registers Mr. Isquith as one of the Preeminent Lawyers (2010), Avenue Magazine, Legal Elite (2010).

JEFFREY G. SMITH: *admitted:* New York; California; Supreme Court of the United States; U.S. Courts of Appeals for the Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Circuits; U.S. Tax Court; U.S. District Courts for the Southern and Eastern Districts of New York, Southern, Central and Northern Districts of California and the Districts of Colorado and Nebraska. *Education:* Woodrow Wilson School of Public and International Affairs, Princeton University (M.P.A., 1977); Yale Law School (J.D., 1978); Vassar College (A.B., *cum laude generali*, 1974). At Yale Law School, Mr. Smith was a teaching assistant for the Trial Practice course and a student supervisor in the Legal Services Organization, a clinical program. Member: The Association of the Bar of the City of New York; New York State and American (Section on Litigation) Bar Associations; State Bar of California (Member: Litigation Section); American Association for Justice. Mr. Smith has frequently lectured on corporate governance issues to professional groups of Fund trustees and investment advisors as well as to graduate and undergraduate business student groups, and has regularly served as a moot court judge for the A.B.A. and at New York University Law School. Mr. Smith has substantial experience in complex civil litigation, including class and derivative actions, tender offer, merger, and takeover litigation. Mr. Smith is rated "AV" by Martindale Hubble and, since its inception in 2006, has been selected as among the top 5% of attorneys in the New York City metropolitan area chosen to be included in the Super Lawyers Magazine.

FRANCIS M. GREGOREK (Retired): *admitted:* California; New York; United States Courts of Appeals for the Second and Ninth Circuits; United States District Courts for the Southern and Eastern Districts of New York and the Southern, Central, and Northern Districts of California. *Education:* University of Virginia (B.A., *magna cum*



laude, 1975). Phi Beta Kappa, Phi Alpha Theta International Historical Honor Society; University College, Durham University, England; New York University School of Law (J.D., 1978). Mr. Gregorek is the Managing Partner of the Firm's San Diego office. Throughout his 32 year career, Mr. Gregorek's practice has focused on complex commercial litigation and class action practice on both the trial and appellate court levels, in federal and state courts nationwide, in the areas of securities, antitrust, consumer protection, and technology. Mr. Gregorek has also represented foreign governments involved in complex commercial litigation in United States federal courts. As part of that representation, Mr. Gregorek has worked in conjunction with the heads of ministerial departments, ambassadors, and consular officials of those countries charged by their governments with overseeing the litigations, as well as the attorney general of a government he was representing. Throughout these litigations, Mr. Gregorek met with such government officials to advise and plan strategy in addition to keeping them fully up-to-date on the progress of the litigation.

Mr. Gregorek has served as lead counsel, co-lead counsel, or in other leadership positions in numerous class and other complex litigations throughout the United States. For example, *In re Dole Shareholder Litigation*, Case No. BC281949 (recovered \$172 million for shareholders) (Super. Ct. Los Angeles County, 2003). At the time of the case's settlement, the \$172 million recovered for the class was one of the top 10 recoveries ever achieved on behalf of a class. Judge Anthony J. Mohr, who presided over the action, stated at the final settlement hearing: "Co-Lead Counsel did excellent first class work." *Id.*

As an additional example, Mr. Gregorek and the Firm served as co-lead counsel in *Bamboo Partners LLC v. The Robert Mondavi Corp., et al.*, Case No. 26-27170 (Super. Ct. Napa County, 2004), a class action arising from an unsolicited \$1.3 billion offer (cash and debt assumption) from Constellation Brands, Inc. for The Robert Mondavi Corp.

Mr. Gregorek has successfully argued two matters to the California Supreme Court that established: (1) the right of taxpayers to file class claims under the Government Claims Act for the return of improperly collected taxes, *Ardon v. City of Los Angeles*, 52 Cal.4th 241 (2011) (challenging the City of Los Angeles' telephone users tax on behalf of the City's taxpayers) and (2) the Government Claims Act's pre-emption of ordinances seeking to bar class actions for the return of improperly collected taxes, *McWilliams v. City of Long Beach*, 2013 Cal. LEXIS 3510, Cal. Supreme Ct. No. S202037 (April 25, 2013) (challenging the City of Long Beach's telephone users tax on behalf of the City's taxpayers).



CHARLES J. HECHT: *admitted* New York, United States Supreme Court, United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Fifth Circuit; United States Court of Appeals for the Seventh Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Ninth Circuit; United States Court of Appeals for the Eleventh Circuit; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the; Eastern District of Wisconsin and the United States Court of Appeals for the Seventh Circuit. **Education:** Mr. Hecht is a graduate of Cornell University and Cornell University Law. Charles J. Hecht is a partner of the firm, with over 40 years' experience in securities and commodities transactions, litigation, and arbitration. He has more than 50 published decisions on cases in which he was the sole or lead counsel, in areas ranging from securities and commodities fraud to constitutional and contract disputes.

Mr. Hecht has provided expert testimony before the Internal Revenue Service with respect to the impact of proposed tax regulations on preferred stock hedged with commodity futures and options. He has authored articles on mergers and acquisitions, earn outs, commodities, hedging, derivatives, and arbitration jurisdiction and damages. Since 2005 he has been the legal columnist for smartpros.com, an online newsletter for financial professionals.

He has been active in the New York State Bar Association's continuing legal education program, regularly speaking about class actions and serving as the Chairman of the program on securities arbitration in 1995. In 1996, Mr. Hecht was a principal coauthor of the New York Federal Practice Section's Report on Securities Class Fees. He is also an arbitrator for the American Arbitration Association and COMEX.

Before entering private practice, Mr. Hecht was with the Division of Corporate Finance (Washington, D.C. main office) of the Securities and Exchange Commission. He is actively involved with businesses in China and is a member of the United States-China Chamber of Commerce.

Notable Cases include, *CMIA Partners Equity Ltd. v. O'Neill*, 2010 NY Slip Op 52068(U) (Sup. Ct. N.Y. Co., 2010), *Hecht v. Andover Assocs. Mgmt. Corp.*, 27 Misc 3d 1202(A) (Sup. Ct. Nassau Co., 2010), and *Sacher v. Beacon Assoc. Mgmt. Corp.*, 27 Misc 3d 1221(A) (Sup. Ct. Nassau Co., 2010). The *CMIA* case is the first time that a New York state court examined shareholder derivative suits under Cayman Islands law.



PETER C. HARRAR: *admitted;* New York; United States Court of Appeals for the Fourth Circuit and the United States District Courts for the Southern and Eastern Districts of New York. *Education:* Columbia Law School (J.D. 1984); Princeton University, Phi Beta Kappa, *magna cum laude*. Mr. Harrar is a partner in the firm and has extensive experience in complex securities and commercial litigation on behalf of individual and institutional clients.

He has represented investment funds, hedge funds, insurance companies and other institutional investors in a variety of individual actions, class actions and disputes involving mortgage-backed securities and derivative instruments. Examples include *In re EMAC Securities Litigation*, a fraud case concerning private placements of securitized loan pools, and *Steed Finance LDC v. LASER Advisors, Inc.*, a hybrid individual and class action concerning the mispricing of swaptions.

Over the years, Mr. Harrar has also served as lead or co-lead counsel in numerous securities class and derivative actions throughout the country, recovering hundreds of millions of dollars on behalf of aggrieved investors and corporations. Recent examples are some of the largest recoveries achieved in resolution of derivative actions, including *American International Group Consolidated Derivative Litigation* (\$90 million), and *Bank of America/Merrill Derivative Litigation* (\$62.5 million).

MARK C. RIFKIN: *admitted:* New York; Pennsylvania; New Jersey; U.S. Supreme Court; U.S. Courts of Appeals for the Second, Third, Fifth, and D.C. Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, the Eastern and Western Districts of Pennsylvania, the District of New Jersey, the Eastern District of Wisconsin and the Western District of Michigan. *Education:* Princeton University (A.B., 1982); Villanova University School of Law (J.D. 1985). Contributor, Packel & Poulin, *Pennsylvania Evidence* (1987).

A highly experienced securities class action and shareholder rights litigator, Mr. Rifkin has recovered hundreds of millions of dollars for victims of corporate fraud and abuse in federal and state litigation across the country. Since 1990, Mr. Rifkin has served as lead counsel, co-lead counsel, or trial counsel in many class and derivative actions in securities, intellectual property, ERISA, antitrust, insurance, consumer and mass tort litigation throughout the country.

Unique among his peers in the class action practice, Mr. Rifkin has extensive trial experience. Over the past thirty years, Mr. Rifkin has tried many complex commercial



actions in federal and state courts across the country in class and derivative actions, including *In re National Media Corp. Derivative Litig.*, C.A. 90-7574 (E.D. Pa.), *Upp v. Mellon Bank, N.A.*, C.A. No. 91-5229 (E.D. Pa.), where the verdict awarded more than \$60 million in damages to the Class (later reversed on appeal, 997 F.2d 1039 (3d Cir. 1993)), and *In re AST Research Securities Litigation*, No. 94-1370 SVW (C.D. Cal.), as well as a number of commercial matters for individual clients, including *Zelouf Int'l Corp. v. Zelouf*, Index No. 653652/2013 (N.Y. Sup. Ct. 2015), in which he obtained a \$10 million judgment for for his client.

Mr. Rifkin also has extensive appellate experience. Over thirty years, Mr. Rifkin has argued dozens of appeals on behalf of appellants and appellees in several federal appellate courts, and in the highest appellate courts in New York, Pennsylvania, New Jersey, and Delaware.

Mr. Rifkin has earned the AV®-Preeminent rating by Martindale-Hubbell® for more than 20 years, and has been selected for inclusion in the New York Metro SuperLawyers® listing since 2010. In 2014, Mr. Rifkin was named a “Titan of the Plaintiff’s Bar” by Law360®.

In 2015, Mr. Rifkin received worldwide acclaim for his role as lead counsel for the class in *Good Morning To You Productions Corp. v. Warner/Chappell Music, Inc.*, No. CV 13-04460-GHK (MRWx), in federal court in Los Angeles, successfully challenging the copyright to “Happy Birthday to You,” the world’s most famous song. In recognition of his historic victory, Mr. Rifkin was named a Trailblazer in Intellectual Property by the National Law Journal in 2016. In 2018, Mr. Rifkin led a team of lawyers from Wolf Haldenstein who represented the plaintiffs in *We Shall Overcome Foundation, et al. v. The Richmond Organization, Inc., et al.*, No. 16-cv-02725-DLC (S.D.N.Y.), which successfully challenged the copyright to “We Shall Overcome,” called the “most powerful song of the 20th century” by the Librarian of Congress.

Mr. Rifkin lectures frequently to business and professional organizations on a variety of securities, shareholder, intellectual property, and corporate governance matters. Mr. Rifkin is a guest lecturer to graduate and undergraduate economics and finance students on corporate governance and financial disclosure topics. He also serves as a moot court judge for the A.B.A. and New York University Law School. Mr. Rifkin appears frequently in print and broadcast media on diverse law-related topics in



corporate, securities, intellectual property, antitrust, regulatory, and enforcement matters.

BETSY C. MANIFOLD: *admitted:* Wisconsin; New York; California; U.S. District Courts for the Western District of Wisconsin, Eastern and Southern Districts of New York, and Northern, Central and Southern Districts of California. *Education:* Elmira College; Middlebury College (B.A., *cum laude*, 1980); Marquette University (J.D., 1986); New York University. Thomas More Scholar. Recipient, American Jurisprudence Award in Agency. Member: The Association of the Bar of the City of New York. Languages: French.

Ms. Manifold served as co-lead counsel in the following cases to recovery on behalf of employees: *Miguel Garcia, et al. v. Lowe's Home Center, Inc. et al.* – Case No. GIC 841120 (Barton) (Cal. Sup. Ct, San Diego) (\$1.65 million settlement w/ average class member recovery of \$5,500, attorney fees and cost awarded separately) and *Neil Weinstein, et al. v. MetLife, Inc., et al.* – Case No. 3:06-cv-04444-SI (N.D. Cal) (\$7.4 million settlement). Ms. Manifold also served as co-lead counsel in the following derivative actions: *In re Atmel Corporation Derivative Litigation*, Master File No. CV 06-4592-JF (N.D. Cal.) (\$9.65 million payment to Atmel) and *In re Silicon Storage Technology Inc. Derivative Litig.*, Case No. C 06-04310 JF (N.D. Cal.) (cash payment and re-pricing of options with a total value of \$5.45 million). Ms. Manifold also worked as lead counsel on the following class action: *Lewis v. American Spectrum Realty*, Case No. 01 CC 00394, Cal. Sup. Ct (Orange County) (\$6.5 million settlement).

DEMET BASAR: *admitted:* New York; New Jersey; Southern District of New York; Eastern District of Wisconsin; Central District of Illinois; U.S. Court of Appeals for the Sixth, Seventh, and Eighth Circuits. *Education:* Fairleigh Dickinson University (B.A., *summa cum laude*, 1984), Phi Omega Epsilon; Rutgers University School of Law (J.D., 1990). Recipient, West's Scholarship Award, Senior Notes and Comments Editor, *Rutgers Law Review*. Member: The Association of the Bar of the City of New York. Languages: Turkish.

Ms. Basar's practice is primarily concentrated in securities class actions and derivative litigation. She is the co-chair of the firm's *Madoff Litigation Task Force*. Her recent cases include *In re Tremont Securities Law, State Law and Insurance Litigation*, No. 08-civ-11117 (TPG) (SDNY) (\$100 million settlement for investors in the Tremont family of Madoff feeder funds), *In re Beacon Associates Litigation*, Master File No. 09 Civ. 0777 (LBS) (SDNY) (\$219 million settlement for investors in the Beacon family of Madoff feeder



funds, among others), and other Madoff feeder fund-related securities class actions, including *In re J. Ezra Merkin and BDO Seidman Securities Litigation*, No. 08-cv-10922 (SDNY) and *Newman v. Family Management Corp.*, No. 08-cv-11215 (SDNY). She has served as lead counsel, co-lead counsel or individual counsel in *In re American Pharmaceutical Partners, Inc. Shareholder Litigation*, Consolidated C.A. No. 1823-N (Del. Ch. Ct. (\$14.3 million settlement), *In re Loral Space & Communications Shareholders Securities Litigation*, 03-cv-8262 (SDNY) (\$3.45 million settlement), *Steed Finance LDC v. LASER Advisors*, No. 99-cv-4222 (SDNY), *In re AMBAC Financial Group, Inc.*, C.A. No. 3521 (Del. Ch. Ct.), and several multidistrict securities litigations, including *In re Mutual Fund Investment Litigation*, MDL No. 1586 (D. Md.) and *In re J.P. Morgan Chase Securities Litigation*, MDL No. 1783 (N.D. Ill.).

BENJAMIN Y. KAUFMAN: *admitted:* New York. *Education:* Yeshiva University, B.A.; Benjamin N. Cardozo School of Law, Yeshiva University, J.D. Mr. Kaufman focuses on class actions on behalf of defrauded investors and consumers. Mr. Kaufman's successful securities litigations include *In re Deutsche Telekom AG Securities Litigation*, No. 00-9475 (S.D.N.Y.), a complex international securities litigation requiring evidentiary discovery in both the United States and Europe, which settled for \$120 million. Mr. Kaufman was also part of the team that recovered \$46 million for investors in *In re Asia Pulp & Paper Securities Litigation*, No. 01-7351 (S.D.N.Y.); and \$43.1 million, with contributions of \$20 million, \$14.85 million and \$8.25 million from Motorola, the individual defendants, and defendant underwriters respectively, in *Freeland v. Iridium World Communications, Ltd.*

Mr. Kaufman's outstanding representative results in derivative and transactional litigations include: *In re Trump Hotels Shareholder Derivative Litigation* (Trump personally contributed some of his holdings; the company increased the number of directors on its board, and certain future transactions had to be reviewed by a special committee); *Southwest Airlines Derivative Litigation* (*Carbon County Employee Retirement System v. Kelly* (Dist. Ct. Dallas Cnty., Tex.)) (a derivative matter that resulted in significant reforms to the air carrier's corporate governance and safety and maintenance practices and procedures for the benefit of Southwest and its shareholders).

He argued the appeal in *In re Comverse Technology, Inc. Derivative Litig.*, 56 A.D.3d 49 (1st Dep't 2008) which led to the seminal New York Appellate Division opinion which clarified the standards of demand futility, and held that a board of directors loses the protection of the business judgment rule where there is evidence of self-dealing and poor judgment by the directors; and *In re Topps Company, Inc. Shareholders Litigation*



which resulted in a 2007 decision which vindicated the rights of shareholders under the rules of comity and doctrine of forum non conveniens and to pursue claims in the most relevant forum notwithstanding the fact that jurisdiction might exist as well in the state of incorporation. Mr. Kaufman has also lectured and taught in the subjects of corporate governance as well as transactional and derivative litigation.

In addition, Mr. Kaufman represents many corporate clients in complex commercial matters, including *Puckett v. Sony Music Entertainment*, No. 108802/98 (Sup. Ct. N.Y. Cnty. 2002) (a complex copyright royalty class action); *Shropshire v. Sony Music Entertainment*, No. 06-3252 (S.D.N.Y.), and *The Youngbloods v. BMG Music*, No. 07-2394 (S.D.N.Y.); and *Mich II Holdings LLC v. Schron*, No. 600736/10 (Sup. Ct. N.Y. Cnty.) (represented certain defendants in connection with real estate dispute and successfully litigated motion to dismiss all claims against those defendants; he continues to represent those clients' interests in several related litigations in New York and Delaware). Mr. Kaufman has also represented clients in arbitrations and litigation involving oppressed minority shareholders in closely held corporations.

Prior to joining WHAFH and Milberg in August of 1998, Mr. Kaufman was a Court Attorney for the New York State Supreme Court, New York County (1988-1990) and Principal Law Clerk to Justice Herman Cahn of the Commercial Division of the New York State Supreme Court, New York County (1990-1998).

Mr. Kaufman is an active member of the Commercial and Federal Litigation Section of the New York State Bar Association, the International Association of Jewish Lawyers and Jurists and the Jewish Lawyers Guild. He has also lectured on corporate governance issues to institutional investor conferences across the United States and abroad. Mr. Kaufman is a member of the Board of Trustees of the Hebrew Academy of the Five Towns and Rockaways.

THOMAS H. BURT: *admitted:* New York; U.S. District Courts for the Southern and Eastern Districts of New York, Eastern District of Michigan. *Education:* American University (B.A., 1993); New York University (J.D., 1997). Articles Editor with New York University Review of Law and Social Change. Mr. Burt is a litigator with a practice concentrated in securities class actions and complex commercial litigation. After practicing criminal defense with noted defense lawyer Jack T. Litman for three years, he joined Wolf Haldenstein, where he has worked on such notable cases as *In re Initial Public Offering Securities Litigation*, No. 21 MC 92 (SAS) (S.D.N.Y.) (a novel and sweeping amalgamation of over 300 class actions which resulted in a recovery of \$586



million); *In re MicroStrategy Securities Litigation*, No. 00-473-A (E.D. Va.) (recovery of \$192 million); *In re DRAM Antitrust Litigation*, No. 02-cv-1486 (PJH) (N.D. Cal.) (antitrust case resulting in \$315 million recovery); *In re Computer Associates 2002 Class Action Securities Litigation*, No. 02-cv-1226 (TCP) (E.D.N.Y.)(settled, together with a related fraud case, for over \$133 million); *K.J. Egleston L.P. v. Heartland Industrial Partners, et al.*, 2:06-13555 (E.D. Mich.) (recovery included personal assets from former Reagan Administration budget director David A. Stockman); and *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.)(recovery of \$43.1 million). Mr. Burt has spoken on several occasions to investor and activist groups regarding the intersection of litigation and corporate social responsibility. Mr. Burt writes and speaks on both securities and antitrust litigation topics. He has served as a board member and officer of the St. Andrew's Society of the State of New York, New York's oldest charity.

RACHELE R. BYRD: *admitted:* California; U.S. District Courts for the Southern, Northern, Central and Eastern Districts of California; U.S. Court of Appeals for the Ninth Circuit. *Education:* Point Loma Nazarene College (B.A., 1994); University of California, Hastings College of the Law (J.D., 1997). Member: State Bar of California. Former Deputy Alternate Public Defender for the County of San Diego. Ms. Byrd is located in the firm's San Diego office. She practices corporate derivative and class action litigation including securities, consumer, antitrust, employment and general corporate and business litigation. Ms. Byrd has played a significant role in litigating numerous class and derivative actions, including *In re Apple & AT&TM Antitrust Litigation*, Master File No. C 07-05152 JW (N.D. Cal.) (antitrust class action against Apple Inc. and AT&T Mobility LLC regarding aftermarkets for iPhone wireless service and applications); *Ardon v. City of Los Angeles* (2011) 52 Cal.4th 241 (challenging the City of Los Angeles' telephone users tax on behalf of the City's taxpayers); *McWilliams v. City of Long Beach*, 2013 Cal. LEXIS 3510, Cal. Supreme Ct. No. S202037 (April 25, 2013) (challenging the City of Long Beach's telephone users tax on behalf of the City's taxpayers); *DeFrees, et al. v. Kirkland, et al.*, No. CV 11-04272 GAF(SP_x) (C.D. Cal.) (shareholder derivative action); *Bamboo Partners LLC, et al. v. Robert Mondavi Corp., et al.* (shareholder class action that settled for \$10.8 million in 2007); and *Lewis, et al. v. American Spectrum Realty, Inc., et al.*, (shareholder class action that settled for \$6.5 million in 2004).

REGINA M. CALCATERRA: *admitted:* New York; U.S. District Courts for the Southern and Eastern Districts. *Education:* Seton Hall University School of Law (J.D. 1996); State University of New York at New Paltz (B.A. 1988).



For the past twenty-seven years, Ms. Calcaterra has spent her policy, managerial and legal career in both the private and public sector. Her previous private sector legal experience includes serving as a partner in a securities litigation practice where she represented defrauded public and labor pension funds. She served on the litigation teams of *In re WorldCom Securities Litigation*, *In re Merrill Lynch Securities Litigation* and *In re McKesson Securities Litigation* and represented shareholders in state court when seeking executive board, executive compensation and corporate governance changes in publicly traded corporations in an effort towards ensuring investor protections. Ms. Calcaterra has lectured on securities litigation, SEC regulatory matters and corporate governance.

Prior to joining Wolf Haldenstein she worked for the State of New York in various capacities including as Deputy General Counsel to the New York State Insurance Fund and Executive Director of two New York State Moreland Commissions – on Utility Storm Preparation and Response (CUSPR) and Investigating Public Corruption (CIPC). Under her guidance, the CUSPR investigated the response, preparation, and management of New York’s power utility companies with respect to several major storms impacting the state including Hurricanes Sandy and Irene, and Tropical Storm Lee. Based upon detailed investigatory findings the CUSPR issued two reports that identified options for restructuring the Long Island Power Authority, put forth recommendations on strengthening regulatory oversight of the NYS Public Service Commission to substantially improve emergency preparedness and response for all utilities and provided policy recommendations on infrastructure needs, energy efficiency programs and consumer representation before the state’s utility regulatory body. Most recommendations were immediately enacted into law and adopted into New York’s utility regulatory scheme.

The CIPC also put forth recommendations via a report that which were also based upon detailed investigatory findings, focused on addressing systematic public corruption. Recommendations were accepted and integrated into statute including strengthening the state penal law to better allow district attorneys to prosecute bribery; enhancing all sentences for offenses related to public corruption; barring those convicted of public corruption from doing business with or working for state and local government; and appointing and funding a NYS Board of Elections independent enforcement counsel and compliance unit.

Prior to her state appointments, she served as Chief Deputy to the Suffolk County



Executive where she managed a county of over 1.6 million residents, a \$2.7 billion annual budget and a 9500 employee workforce. She assisted the County Executive in significantly reducing the county's newly discovered \$530 million deficit to \$140 million through vendor outlay reductions, streamlining and restructuring government services and obtaining state authority to implement revenue generating initiatives. She also assisted in the management of Superstorm Sandy storm preparation and recovery for the county that included coordinating federal, state and local resources.

She is a *New York Times* best-selling author of *Etched in Sand, A True Story of Five Siblings Who Survived an Unspeakable Childhood on Long Island* (HarperCollins, 2013). As a result of its messages of resiliency, perseverance and optimism it has been integrated into college, high school and middle school curricula throughout the United States. Her next book, *Etched in Sand's* sequel, *Girl Unbroken, A Sister's Harrowing Journey from the Streets of Long Island to the Farms of Idaho* will be released by HarperCollins in October 2016. She serves as board member to You Gotta Believe, an organization that works towards finding forever or adoptive parents for older foster children and to the SUNY New Paltz Foundation Board.

RANDALL S. NEWMAN: *admitted:* New York; California; U.S. Courts of Appeals for the Second, Seventh, Ninth and Federal Circuits; U.S. District Courts for the Southern and Eastern Districts of New York and the Central, Northern, Southern, and Eastern Districts of California; and the U.S. Tax Court. *Education:* Cleveland State University (B.B.A.,1992); University of Akron School of Law (J.D. *magna cum laude*, 1997) (American Jurisprudence Award; Akron Law Review; New York University (LL.M. Taxation, 1997).

Mr. Newman has practiced law for more than 19 years and has been licensed as an accountant for more than 20 years. He has extensive experience representing clients in both transactional and litigation matters in diverse areas including securities, finance, intellectual property, and real estate. Before beginning his own practice, Mr. Newman worked at two of the nation's largest law firms and at one of the world's largest public accounting firms. His cases often involve novel or cutting-edge legal issues. For example, in 2006, Mr. Newman commenced a class action against American Tax Relief, LLC, captioned *Brown v. American Tax Relief, LLC*, Index No. 16771/2006, and assisted New York City in filing a companion case captioned *Comm'r Department of Consumer Affairs of the City of New York v. American Tax Relief, LLC*, Index No. 402140/2006 in the New York Supreme Court. Based on those two cases, on September 24, 2010, the United



States Federal Trade Commission (“FTC”) obtained a monetary judgment in excess of \$103 million.

More recently, before joining the firm, Mr. Newman initiated the first class action over a disputed copyright, *Good Morning To You Productions Corp. v. Warner/Chappell Music, Inc.*, No. CV 13-04460-GHK (MRWx), in federal court in Los Angeles, successfully challenging the copyright to “Happy Birthday to You,” the world’s most famous song. Mr. Newman and the firm have achieved worldwide acclaim for their groundbreaking work in the *Happy Birthday* litigation. In 2018, Mr. Newman represented the plaintiffs in *We Shall Overcome Foundation, et al. v. The Richmond Organization, Inc., et al.*, No. 16-cv-02725-DLC (S.D.N.Y.), which successfully challenged the copyright to “We Shall Overcome,” called the “most powerful song of the 20th century” by the Librarian of Congress.

MATTHEW M. GUINEY: *admitted:* New York; U.S. District Courts for the Southern and Eastern District of New York. *Education:* The College of William & Mary (B.A. in Government and Economics 1998); Georgetown University Law Center (J.D. 2002). Mr. Guiney’s primary areas of practice are securities class actions under the Securities Act of 1933 and the Exchange Act of 1934, complex commercial litigation, *Employee Retirement Income Security Act (ERISA)* actions on behalf of plan participants, *Fair Labor Standards Act* of 1938 actions concerning overtime payment, and fiduciary duty actions under various state laws. Mr. Guiney has helped recover hundreds of millions of dollars for victims of corporate fraud and abuse in federal and state litigation across the country. Some of Mr. Guiney’s notable results on behalf of investors include: *Mallozzi v. Industrial Enterprises of America, Inc. et al.*, 1:07-cv-10321-DLC (S.D.N.Y.) (\$3.4 million settlement on behalf of shareholders); *In re Luxottica Group S.p.A. Securities Litigation*, No. CV 01-3285 (JBW) (MDG) (E.D.N.Y.) (\$18.5 million settlement on behalf of shareholders); *In re MBNA Corp. ERISA Litigation*, Master Docket No. 05-429 (GMS), (D. Del) (\$4.5 million settlement on behalf of plan participants). Recent publications include: *Citigroup and Judicial Immunity in ERISA: An Emerging Trend?*, *Compensation and Benefits Review*, Vol. 42, No. 3, 172-78 (May/June 2010) (with Mark C. Rifkin); *Case of the Moenchies: Moench Provision Expansion*, *Employment Law360/Securities Law360* Newswires, Guest Column (June 2, 2010) (with Mark C. Rifkin).

MALCOLM T. BROWN: *admitted:* United States District Courts for the Southern and Eastern Districts of New York, District of New Jersey and Eastern District of Pennsylvania; United States Court of Appeals for the Second Circuit. *Education:*



University of Pennsylvania (B.A., Political Science 1988) and Rutgers University School of Law (J.D. 1994). Mr. Brown's primary areas of practice are securities, derivative, M&A litigation and consumer class actions. Recent notable decisions include: *Johnson v. Ford Motor Co.*, 309 F.R.D. 226 (S.D. W. Va. 2015); *Thomas v. Ford Motor Co.*, 2014 U.S. Dist. LEXIS 43268 (D.S.C. Mar. 31, 2014); *In re Merkin Sec. Litig.*, 2015 U.S. Dist. LEXIS 178084 (S.D.N.Y. Aug. 24, 2015). Prior to joining Wolf Haldenstein, Mr. Brown was a business litigation attorney who represented financial institutions, corporations and partnerships and advised clients on business disputes, reorganizations, dissolutions and insurance coverage matters. Notable decisions include: *Garment v. Zoeller*, 2001 U.S. Dist. LEXIS 20736 (S.D.N.Y. June 19, 2001), *aff'd* 2002 U.S. App. LEXIS 9966 (2d Cir. May 24, 2002); *Bainton v. Baran*, 731 N.Y.S.2d 161 (1st Dep't 2001).

DANIEL TEPPER: *admitted:* New York. *Education:* University of Texas at Austin (National Merit Scholar); New York University School of Law. Mr. Tepper concentrates on commercial litigation, FINRA arbitration and securities class actions. His reported cases include: *Zelouf Int'l Corp. v. Zelouf*, 45 Misc.3d 1205(A) (Sup. Ct. N.Y. Co., 2014), rejecting application of a discount for lack of marketability in an appraisal proceeding triggered by the freeze-out merger of a closely held corporation; *Sacher v. Beacon Assocs. Mgmt. Corp.*, 114 A.D.3d 655 (2d Dep't 2014), affirming denial of defendants' motion to dismiss shareholder derivative suit by Madoff feeder fund against the fund's auditor for accounting malpractice; *In re Belzberg v. Verus Investments Holdings*, 95 A.D.3d 713 (1st Dep't 2012), compelling a non-signatory to arbitrate a dispute arising out of a brokerage agreement under the doctrine of direct benefits estoppel; *CMIA Partners Equity Ltd. v. O'Neill*, 2010 NY Slip Op 52068(U) (Sup. Ct. N.Y. Co., 2010), which was the first time that a New York state court examined shareholder derivative suits under Cayman Islands law; and *Hecht v. Andover Assocs. Mgmt. Corp.*, 27 Misc 3d 1202(A) (Sup. Ct. Nassau Co., 2010), *aff'd*, 114 A.D.3d 638 (2d Dep't 2014), which was the first Madoff-related feeder fund case in the country to survive a motion to dismiss.

SPECIAL COUNSEL

JUSTICE HERMAN CAHN: *admitted:* New York. *Education:* Harvard Law School and a B.A. from City College of the City University of New York. Justice Herman Cahn was first elected as Judge of the Civil Court of the City of New York in 1976. He subsequently served as an Acting Justice of the Supreme Court from 1980 until 1992, when he was elected to the Supreme Court. Throughout his decades on the bench, he principally handled civil cases, with the exception of 1981 until 1987, when he presided over criminal matters. Justice Cahn was instrumental in the creation of, and a founding



Justice in, the Commercial Division within the New York State Supreme Court. He served as a Justice of the Commercial Division from its inception in 1993.

Among his most notable recent cases are the consolidated cases stemming from the Bear Stearns merger with JP Morgan (*In re Bear Stearns Litigation*); litigation regarding the America's Cup Yacht Race (*Golden Gate Yacht Club v. Société Nautique de Genève*); litigation stemming from the attempt to enjoin the construction of the new Yankee Stadium (*Save Our Parks v. City of New York*); and the consolidated state cases regarding the rebuilding of the World Trade Center site (*World Trade Center Properties v. Alliance Insurance*; *Port Authority v. Alliance Insurance*).

Justice Cahn is a member of the Council on Judicial Administration of the Association of the Bar of the City of New York. He has also recently been appointed to the Character and Fitness Committee of the Appellate Division, First Department. He is on the Register of Mediators for the United States Bankruptcy Court, Southern and Eastern Districts of New York.

Before ascending the bench, Justice Cahn practiced law in Manhattan. He was first admitted to the New York bar in 1956. He is admitted to practice in numerous courts, including the New York State courts, the Southern District of New York and the United States Supreme Court.

OF COUNSEL

ROBERT ABRAMS (Retired): *admitted:* New York; U.S. Court of Appeals for the Third Circuit; U.S. District Courts for the Southern and Eastern Districts of New York, Eastern District of Missouri, District of Maryland, and District of Delaware. *Education:* Haverford College (B.A., 1961); Columbia University (Ph.D., 1966), Brooklyn Law School (J.D., 1992). Woodrow Wilson Fellow; International Business Law Fellow. Adjunct Professor, Mediation Clinic, Brooklyn Law School, 1983-1984. Mr. Abrams was formerly a Professor of Political Science at Brooklyn College and the Graduate Center of the City University of New York. Member: New York State Bar Association. Mr. Abrams is the author of books on the theory of collective choice (Columbia University Press) and voting theory (Sage), as well as articles on Soviet politics, game theory and bargaining and negotiations. He has focused his practice on wage and hour litigation representing financial advisors in claims under the federal Fair Labor Standards Act and various state wage and hour laws. In addition, Mr. Abrams has participated in shareholder derivative litigation, partnership litigation and consumer class actions. Recently, Mr. Abrams participated with the Cardozo Law School Bet Tzedek Legal



Services in a successful pro bono litigation in New York state court in defense of an elderly disabled person threatened with eviction.

He was co-lead counsel in *In re Tyson Foods, Inc.*, before the Delaware Chancery Court, which settled claims of breach of fiduciary duty in connection with related party transactions and spring loading of options for Tyson management.

He played a major role in litigation on behalf of securities brokers that successfully settled claims for overtime pay and improper deductions from compensation against six major brokerage houses under the federal Fair Labor Standards Act and various state wage and hour laws including New York and California. These cases included *Lavoie v. Citigroup Global Markets, Inc.*; *Basile v. A.G. Edwards, Inc.*; *Rosenthal v. A.G. Edwards & Sons, Inc.*; *Palumbo v. Merrill Lynch*; *Garrison v. Merrill Lynch*; *Roles v. Morgan Stanley*; *Lenihan v. Morgan Stanley*; *Klein v. Ryan Beck*; and *Badain v. Wachovia*. Currently, he is representing financial advisors in litigation against Morgan Stanley (MDL New Jersey), Merrill Lynch (C.D. Cal.) and UBS (S.D.N.Y.). The UBS litigation is currently *sub judice* before the Second Circuit which is considering the important issue of forced arbitration and waiver of class and collective actions in employment contracts of adhesion.

Mr. Abrams was the firm's primary representative to the executive committee representing NationsBank shareholders in *In re BankAmerica Corp. Sec. Litig.*, which resulted in an award of \$490 million to NationsBank and BankAmerica shareholders. He was also co-lead counsel in a New York state consumer protection class action against AT&T Wireless Corp., *Naevus v. AT&T Corp.*, which resulted in an award valued at \$40 million for the class members. Mr. Abrams was named a Super Lawyer from 2010 through 2015.

ANITA B. KARTALOPOULOS: *admitted:* New York. *Education:* University of Toledo, B.A.; Seton Hall University, (J.D., 1982). Ms. Kartalopoulos, a former member of Milberg LLP, litigates claims in the areas of securities fraud, derivative litigation, and mergers and acquisitions. She focuses her practice on lead plaintiff litigation, as well as breach of fiduciary and transactional litigation. She works closely with the institutional investor clients, including trustees of public and private funds, throughout the U.S. providing counsel on asset recovery, fiduciary education, and risk management.

Ms. Kartalopoulos has extensive experience in litigating complex securities cases including *In re Sears, Roebuck & Co. Securities Litigation* (\$215 million settlement), *In re Chiron Corp. Securities Litigation* (\$30 million settlement), and others. Ms. Kartalopoulos has also achieved noteworthy results including improved corporate governance and



disclosures as well as increased share value in recent litigations including in *In re Topps Co. Shareholder Litigation*, *In re Anheuser-Busch Cos. Shareholders Litigation*, *In re Net Logic*, *In re Smith International*, *In re L-3 Communication Holdings, Inc.*, *In re Republic Services, Derivative Litigation*, and many others.

Prior to entering private practice, Ms. Kartalopoulos served in senior regulatory positions involving insurance and health in the State of New Jersey, including serving as Deputy Commissioner of Insurance, for Life and Health; Director of Legal and Regulatory Affairs (Department of Health); and Executive Director of the New Jersey State Real Estate Commission. She managed the New Jersey Insurance Department's Multi-State Task Force investigating the sales practices of the Prudential Insurance Company, which resulted in a \$50 million fine against Prudential and a \$4 billion recovery for policyholders. She also served on the Board of Directors of MBL Insurance Company as a rehabilitator and managed litigation on behalf of the company.

Ms. Kartalopoulos is a regular speaker at numerous conferences focused on fiduciary education, ethics, and U.S. securities litigation, including the Investment Education Symposium, the Institutional Investor European Pensions Symposium, the Canadian Hedge Funds Investment Roundtable, the New York Hedge Funds Roundtable, and the AEDBF (*Association Europeenne de Droit Bancaire et Financier*), FPPTA Trustee School, GAPPT, MATTER, LATEC. She also speaks regularly on the complex legal environment that institutional investors face when addressing losses due to securities fraud as well as their proactive and reactive alternatives.

Ms. Kartalopoulos has co-authored "Deterring Executive Compensation Excesses: Regulatory Weaknesses, Litigation Strengths" (03/05, NY, NY), and "Vintage Wine in New Bottles: The Curious Evolution of the Concept of Loss Causation" (11/05, NY, NY).

Ms. Kartalopoulos is admitted to the bar of the State of New Jersey, the U.S. Courts of Appeals for the Federal and Third Circuits.

ROBERT ALTCHILER: *admitted:* New York; Connecticut. *Education:* State University of New York at Albany (B.S., 1985); George Washington University Law School (J.D., 1988). Mr. Altchiler heads the firm's White Collar and Investigations practice group. Robert's practice focuses primarily in the areas of White Collar criminal investigations, corporate investigations, litigation, tax and general corporate counseling. Robert has successfully defended individuals and corporations in a wide array of multifaceted investigations in areas such as mortgage fraud, securities fraud, tax fraud, prevailing wage, money laundering, Bank Secrecy Act, embezzlement, bank and wire fraud, theft



of trade secrets, criminal copyright infringement, criminal anti-counterfeiting, Foreign Corrupt Practices Act (FCPA), International Traffic In Arms Regulations (ITAR), racketeering, continuing criminal enterprises, and circumvention of trade restrictions, among many others. Robert also specializes in non-criminal investigations related to various topics, including finding money allegedly being hidden by individuals, ascertaining the identities of individuals actually involved in corporate matters (when a client believes those identities are being concealed), and running undercover “sting” operations as part of civil and commercial litigation support.

Robert conducts corporate investigations and, when appropriate, when the client instructs, refers the results to law enforcement for prosecution. In one recent example, a corporate CEO came to learn assets and materials were being diverted by employees, and that the corporation was “bleeding” money as a result. The CEO needed assistance in ascertaining the identities and extent of involvement of the wrongdoers, as well as the level of theft involved. Robert directed a corporate investigation that revealed the nature of the problem. He then referred the investigation to federal authorities, which arrested the wrongdoers and prosecuted them. The wrongdoers were convicted. In addition, the amount of the theft was included in a court ordered restitution judgment and the corporation will be repaid in full.

In 1988, Robert started his legal career as a prosecutor in New York City. As a prosecutor, in addition to trying several dozen serious cases, ranging from murder to fraud to narcotics violations, he also ran wiretap and grand jury investigations involving money laundering and other financial crimes, as well as a wiretap and investigation concerning a plot to assassinate a prominent NYC judge.

In addition to his practice, Robert has been an adjunct law professor at Pace University Law School since 1998, where he teaches trial advocacy. Robert has also been a featured participant and lecturer at Cardozo Law School’s acclaimed Intensive Trial Advocacy Program in New York City, and has also taught at Yale Law School. Robert’s trial advocacy teaching requires him to constantly integrate new developments in communication theory and trial techniques into his pedagogical methods. Given the changing way students (and prospective jurors) communicate and digest information (via Twitter, Instagram and Snapchat, for example) Robert is able to adapt his teaching to the needs of his students. By actively participating in the mock trials and by frequently demonstrating methods, he is able to continually adapt his own communication skills and integrate cutting-edge developments into his own practice.



Robert graduated from the George Washington University Law School, and graduated with honors from the Business School at the State University of New York at Albany in 1985. He is also a 1996 graduate of the National Criminal Defense College and a 1997 graduate of the National Institute for Trial Advocacy's Harvard Teacher Training Program. In 2014, Robert was asked to teach at the prestigious EATES Program at Stetson University Law School, a program designed to teach trial advocacy professors how to better teach their students. Robert has also made dozens of television appearances on Fox, Court TV, and Tru TV, providing legal commentary on televised trials, and participating in discussions related to pertinent issues.

KATE MCGUIRE: *admitted:* New York; U.S. District Courts for the Southern and Eastern Districts of New York. *Education:* University of California at Santa Cruz (B.A. 1995), Georgetown University Law Center (J.D., 1998); Member: *Georgetown Immigration Law Journal*.

GLORIA KUI MELWANI: *admitted:* New York (2006), New Jersey (2005), United States District Courts for the Southern and Eastern Districts of New York, District of New Jersey. *Education:* New York University (B.M., Piano Performance, 2000); Benjamin N. Cardozo School of Law (J.D., 2005), where she served as a Notes Editor on the Cardozo Public Law, Policy and Ethics Journal. Ms. Melwani's primary areas of focus are securities, stockholder derivative litigation, M&A litigation, and consumer litigation.

In 2018, Ms. Melwani represented the plaintiffs in *We Shall Overcome Foundation, et al. v. The Richmond Organization, Inc., et al.*, No. 16-cv-02725-DLC (S.D.N.Y.), which successfully challenged the copyright to "We Shall Overcome," called the "most powerful song of the 20th century" by the Librarian of Congress.

LYDIA KEANEY REYNOLDS: *admitted:* New York, U.S. District Courts for the Southern and Eastern Districts of New York and the Northern and Central Districts of Illinois. *Education:* Temple University (B.A. *magna cum laude*, Phi Beta Kappa, English, 2004); University of Pennsylvania Law School (J.D. 2007), where she was a Production Editor of the *University of Pennsylvania Journal of Constitutional Law*. Prior to joining Wolf Haldenstein, Ms. Reynolds was an associate at SNR Denton US LLP, n/k/a Dentons.

Ms. Reynolds has substantial experience litigating complex class actions in a variety of practice areas, including consumer fraud and securities litigation.

Ms. Reynolds joined Wolf Haldenstein as an associate in 2011. In 2015, she left Wolf



Haldenstein to serve as an Assistant Attorney General in the Consumer Frauds and Protection Bureau of the Office of the New York Attorney General, and returned to the Firm in 2017. As an Assistant Attorney General, Ms. Reynolds investigated and litigated actions against financial services corporations and manufacturers and retailers who engaged in unfair or deceptive practices.

As an attorney at Wolf Haldenstein, Ms. Reynolds represented the plaintiffs in *In re Empire State Realty Trust, Inc. Investor Litig.*, No. 650607/2012 (N.Y. Sup. Ct.), arising out of the historic IPO of the Empire State Building and other properties and resulting in a \$55 million recovery for the original investors. Ms. Reynolds also has significant experience litigating consumer fraud actions, including *Milman v. Thermos LLC*, No. 1:13-cv-7750 (N.D. Ill.), a consumer fraud action alleging that Thermos bottles advertised as leak-proof were not, resulting in a settlement of over \$1 million in cash and products for consumers.

ASSOCIATES

KEVIN COOPER: *admitted:* New York; New Jersey; U.S. District Courts for the Southern District of New York and the District of New Jersey. *Education:* Fordham University (B.A., Legal and Policy Studies, 2011); Brooklyn Law School (J.D., 2014), where he served as an Associate Managing Editor on the Brooklyn Journal of Corporate, Financial & Commercial Law and as a Barry L. Zaretsky Fellow in Commercial and Bankruptcy Law. Mr. Cooper's primary areas of focus are securities, derivative and M&A litigation.

BRITTANY N. DEJONG: *admitted:* California; U.S. District Courts for the Southern, Northern, Central and Eastern Districts of California. *Education:* University of Phoenix (B.S. 2005); Golden Gate University, School of Law (J.D. 2008), Graduated with Highest Honors, Editor – Law Review, Merit Scholarship Recipient, Member: State Bar of California. Prior to joining WHAFH, Ms. DeJong was an associate at a boutique trial firm in San Francisco where her practice focused on multiparty litigation involving catastrophic property damage. Prior to entering private practice, Ms. DeJong worked as a Research Attorney for the Honorable Peter Busch in the Law & Motion Department at the San Francisco Superior Court. Additionally, while in law school, Ms. DeJong externed for the Honorable Susan Illston of the Northern District of California and the U.S. Securities and Exchange Commission.



PATRICK DONOVAN: *admitted:* New York (2012). *Education:* Iona College (B.A., Business Management, 2007); St. John's University School of Law (J.D., 2011). Mr. Donovan's primary areas of focus are securities, derivative and M&A litigation.

MARISA LIVESAY: *admitted:* California; United States District Courts for the Southern, Central and Northern District of California; Ninth Circuit. *Education:* University of Arizona (B.A., History & Spanish, 1999); University California Los Angeles Law School (J.D. 2002).

CARL MALMSTROM: *admitted:* Illinois; Minnesota; Northern District of Illinois. *Education:* University of Chicago (B.A., Biology, 1999; M.A., Social Science, 2001); University of Hawai'i at Manoa (M.A. Anthropology, 2004); Loyola University Chicago (J.D., 2007).

VERONICA BOSCO: *admitted:* New York. *Education:* Fordham University (B.A., Political Science, Spanish Language & Literature, 2014); Fordham University School of Law (J.D., 2018). Ms. Bosco joined Wolf Haldenstein in 2018. Prior to joining the Firm, she worked as a Judicial Law Clerk for the Honorable Claire C. Cecchi in the U.S. District Court for the District of New Jersey. She also interned for the New York County District Attorney's Office, and for the Honorable Arthur D. Spatt in the U.S. District Court for the Eastern District of New York. While at Fordham Law, she served as an Editor on the Moot Court board, was a Teaching Assistant for Legal Writing, and worked in the Legislative & Policy Advocacy Clinic.

FORMER ATTORNEYS

FRANK M. GREGOREK: *admitted:* California; New York; United States Courts of Appeals for the Second and Ninth Circuits; United States District Courts for the Southern and Eastern Districts of New York and the Southern, Central, and Northern Districts of California. *Education:* University of Virginia (B.A., *magna cum laude*, 1975). Phi Beta Kappa, Phi Alpha Theta International Historical Honor Society; University College, Durham University, England; New York University School of Law (J.D., 1978).

ADAM J. LEVITT: *admitted:* Illinois; Supreme Court of the United States; U.S. Courts of Appeals for the First, Seventh, and Eighth Circuits; U.S. District Courts for the Northern and Southern Districts of Illinois, Northern District of Indiana, District of Nebraska, District of Colorado, and the Northern and Eastern Districts of Texas.



Education: Columbia College, Columbia University (A.B., *magna cum laude*, 1990); Northwestern University School of Law (J.D., 1993).

EDMUND S. ARONOWITZ: *admitted:* New York (2006), U.S. District Court for the Southern District of New York (2008). **Education:** Cornell University (B.A. with honors, History, 2002); Cornell Law School (J.D. with honors, 2005), where he was a Managing Editor of the Cornell Journal of Law and Public Policy and a Bench Editor on the Moot Court Board.



NON-DISCRIMINATION POLICIES

Wolf Haldenstein does not discriminate or tolerate harassment against any employee or applicant because of race, creed, color, national origin, sex, age, disability, marital status, sexual orientation, or alienage or citizenship status and designs its hiring practices to ensure that minority group members and women are afforded equal employment opportunities without discrimination. The Firm is in compliance with all applicable Federal, State, County, and City equal employment opportunity laws.

Wolf Haldenstein is proud of its long history of support for the rights of, and employment opportunities for, women, the disadvantaged, and minority group persons, including the participation in civil rights and voter registration activities in the South in the early 1960s by partners of the Firm; the part-time employment of disadvantaged youth through various public school programs; the varied *pro bono* activities performed by many of the Firm's lawyers; the employment of many women and minority group persons in various capacities at the Firm, including at the partner level; the hiring of ex-offenders in supported job training programs; and the use of minority and women-owned businesses to provide services and supplies to the Firm.

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EXHIBIT F

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**DECLARATION OF JILL M. MANNING IN SUPPORT OF MOTION FOR ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF STEYER LOWENTHAL
BOODROOKAS ALVAREZ & SMITH LLP**

I, Jill M. Manning, declare as follows:

1. I am partner of the law firm of Steyer Lowenthal Boodrookas Alvarez & Smith LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in, as well as the reimbursement of expenses incurred by my firm in connection with, this consumer class action litigation. I make this declaration based on personal knowledge and, if called as a witness, I could and would competently testify to the matters stated herein.

1 2. My firm has served as counsel for Plaintiff and Class Representative Michele
2 Andrade throughout the course of this litigation. My firm regularly litigates class action cases
3 against entities involved in business practices that affect consumers nationwide. My firm has served
4 as lead counsel, co-lead counsel or as a member of an executive committee or steering committee in
5 numerous class actions, including cases brought on behalf of consumers.

6 3. My firm has prosecuted this litigation solely on a contingent fee basis, and has been
7 at risk that it would not receive any compensation for its work in prosecuting the claims against
8 ConAgra. While my firm devoted its time and resources to this matter, it has foregone other legal
9 work for which it could have been compensated.

10 4. During the pendency of this litigation, I supervised and managed the work performed
11 by my firm. I have been personally involved in all aspects of my firm's work in this litigation. My
12 firm began investigating this matter in June, 2011. We conducted legal research on potential claims
13 against ConAgra with respect to its labeling and advertising of Wesson Oil products as "100%
14 Natural", and factual research into ConAgra's conduct. We filed a complaint in November, 2011.

15 5. We actively assisted lead counsel in the prosecution of this action from its inception
16 through settlement. Specifically, we assisted lead counsel in preparing the consolidated amended
17 complaint, conducted legal research relevant to issues raised in ConAgra's motion to dismiss, and
18 assisted in drafting the opposition to the motion to dismiss. After ConAgra served discovery, we
19 worked closely with Ms. Andrade to prepare responses to ConAgra's document requests and
20 interrogatories, and advised Ms. Andrade on searching for documents responsive to ConAgra's
21 document requests. We prepared Ms. Andrade for deposition and then defended that deposition. I
22 also deposed a ConAgra witness in Omaha, Nebraska.

23 6. We worked closely with lead counsel during the class certification process. We
24 conducted legal research and assisted lead counsel in drafting the first class certification motion and
25 reply brief as well as the renewed class certification motion and reply brief. We assisted lead
26 counsel in drafting the opposition to ConAgra's appeal of Judge Morrow's class certification order,
27 and assisted lead counsel in preparing for oral argument before the Ninth Circuit. Following
28

1 issuance of the Ninth Circuit's opinion affirming Judge Morrow's class certification ruling, we
2 researched strategies for providing the best notice practicable to the class. We assisted in the
3 preparation of the opposition to ConAgra's petition for certiorari to the United States Supreme
4 Court. We worked closely with lead counsel in preparation of the mediation brief and met with lead
5 counsel to prepare for mediation. Throughout the litigation, we remained in close contact with Ms.
6 Andrade by providing regular updates on key developments and gathering and maintaining
7 responsive documents (both ESI, hard copy, and labeling/packaging).

8 7. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
9 amount of time, by category, spent by the partners, other attorneys, and professional support staff of
10 my firm who were involved in this litigation, and the lodestar calculation based on my firm's
11 historical billing rates which do not include charges for expense items. Expense items are billed
12 separately and such charges are not duplicated in my firm's billing rates. The schedule was prepared
13 from contemporaneous, daily time records regularly prepared and maintained by my firm, which are
14 available at the request of the Court for review *in camera*.¹ Time expended in preparing this
15 application for fees and reimbursement of expenses has not been included in this request.

16 8. The hourly rates for the partners, other attorneys, and professional support staff in
17 my firm included in Exhibit 1 are the same as rates charged for their services in similar class action
18 litigation, and have been used in the lodestar cross check accepted by courts in other class litigation.

19 9. The total number of hours expended on this litigation by my firm is 808.20 hours.
20 The total lodestar for my firm is \$487,688.50, consisting entirely of attorney time.

21 10. As detailed in Exhibit 2, my firm has incurred a total of \$10,944.65 in unreimbursed
22 expenses in connection with the prosecution of this litigation.

23 11. The expenses incurred in this action are reflected on the books and records of my
24 firm, which are available at the request of the Court. These books and records are prepared from
25
26

27 ¹ These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

1 expense vouchers, check records and other source materials and are an accurate record of the
2 expenses as charged by the vendors. Third-party expenses are not marked up.

3 12. By agreement between Plaintiffs' Counsel, my firm is not charging for the following
4 costs and expenses: timekeepers who billed less than 5 hours, secretarial and clerical overtime,
5 including their meals and local transportation; word processing; secretarial/clerical time for
6 document preparation; time charges for routine copying, faxing or scanning; incoming/outgoing fax
7 charges; office supplies (such as paper, binders, etc.); special publications; continuing legal
8 education seminars; working meals for attorneys (with the exception of meals with clients, expert or
9 other witnesses, meals while traveling for the case, or meal expenses for meetings between
10 Plaintiffs' Counsel); and local overtime meals and transportation for attorneys.

11 13. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is
12 my firm's résumé and brief biographies for the attorneys in my firm who were principally involved
13 in this litigation, as well as descriptions of representative cases.

14 I declare under penalty of perjury that the foregoing is true and correct.
15

16 Executed on this 22nd day of July, 2019.

17 /s/ Jill M. Manning
18

19 _____
20 Jill M. Manning
21
22
23
24
25
26
27
28

EXHIBIT 1

***In re ConAgra Foods, Inc.*, Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)**

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

TIME REPORT — November 1, 2011 through July 12, 2019

Name/Position	A	B	C	D	E	F	G	H	Total Hours	Hourly Rate	Total Lodestar
Allan Steyer (P)	3.75	30.5	3.0	0.0	3.0	0.25	1.0	11.3	52.8	\$770-995	\$48,392.75
Jill M. Manning (P)	26.50	133.25	291.50	0.0	25.9	2.0	91.25	10.16	716.70	\$640-880	\$408,050.00
Donald Scott Macrae (C)	1.0	25.0	1.75	0.0	10.5	0.0	0.25	0.20	38.70	\$790-960	\$31,245.75
TOTAL LODESTAR											\$487,688.50

CATEGORIES

- A. Pre-Filing Investigation and Initial Complaint
- B. Legal Research, Pleadings, Briefs, and Motions After Initial Complaint
- C. Discovery and Post-Filing Investigation
- D. Experts and Consultants
- E. Litigation Strategy, Analysis, and Case Management
- F. Court Appearances & Preparation
- G. Appeals (including papers, preparation, appearance, and argument)
- H. Settlement

POSITION

- P = Partner
- A = Associate/Staff Attorney
- C = Senior Counsel/Of Counsel
- PL = Paralegal
- O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

EXPENSE REPORT — November 1, 2011 through July 12, 2019

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	1.60
Telephone	5.81
Messengers/Express Services	185.09
Filing/Witness Fees	422.70
Computer Research (Lexis, Pacer, etc.)	1,002.15
Experts/Consultants/Professional Services	5,518.75
Assessments to Litigation Fund	3,500.00
Out-of-Town Hotel	292.55
Out-of-Town Transportation	16.00
TOTAL EXPENSES:	\$10,944.65

EXHIBIT 3

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

FIRM SUMMARY

Steyer Lowenthal Boodrookas Alvarez & Smith LLP is a litigation boutique based in San Francisco with an emphasis on complex and class action litigation. We have a twenty-five year history of commitment to meeting the needs of our clients by providing a high level of service in an economical manner. We are experienced litigators and trial lawyers who approach each case with a singular goal: to achieve the best result for our client. The firm regularly litigates class action cases against entities involved in business practices that affect consumers nationwide.

We have developed a reputation for being honest, reasonable, collegial, collaborative and creative lawyers who advocate vigorously on behalf of our clients. With its high degree of professionalism and exceptional track record, the firm has earned an excellent reputation among attorneys and the judiciary in the Bay Area. To honor their responsibility to the community, the firm's members place great importance on involvement in civic and community matters and serve as board members for local nonprofit organizations and public and independent schools.

Set forth below are biographies of the attorneys who worked on this matter, and examples of cases in which we represented businesses and consumers in complex and class action cases, including consumer class actions. For more information, please visit our website at www.steyerlaw.com.

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

ATTORNEYS

Allan Steyer. Mr. Steyer, a co-founding partner of the firm, is an experienced trial attorney, having tried cases for plaintiffs and defendants in federal and state courts. He has tried cases for the National Football League, Equity Office Properties, USS-POSCO Industries, the founders/creators of the popular video game Ms. Pac Man, and ACC Lincoln bondholders (the infamous case against Charles Keating and others). In *Lipuma v. American Express* (S.D. Fl.), he served as co-lead counsel for plaintiffs in nationwide consumer class action challenging deceptive business practices involving foreign currency conversion fees imposed on cardholders that settled for \$75 million. He represented the plaintiffs in the landmark case, *O'Bannon v. NCAA*, where the Ninth Circuit Court of Appeals affirmed the district court decision, following a three week bench trial, finding the NCAA liable for violation of the Sherman Act. In addition, Mr. Steyer has represented prominent entrepreneurs including Eduardo Saverin, the co-founder of Facebook, and Kirk Perrin, the founder of Jamba Juice. Mr. Steyer has been recognized as a "Super Lawyer" in Northern California every year since 2004.

Jill M. Manning. Ms. Manning, a partner with the firm, brings twenty-four years of experience litigating complex and class action cases, with a focus on antitrust, unfair competition, and consumer fraud cases. Ms. Manning was appointed co-lead counsel for the certified class by Judge Lucy Koh in *Grace v. Apple Inc.* (N.D. Cal.), a consumer case challenging Apple's conduct of intentionally causing the FaceTime feature to stop working on certain iPhone devices, causing

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

the devices to lose value. Ms. Manning was appointed to the Plaintiffs' Steering Committee by Judge John Z. Lee in *In re NCAA Student/Athlete Concussion Injury Litig. – Single Sport/Single School (Football)* (N.D. Ill.), a class action case against the NCAA, member conferences and colleges on behalf of student athletes who sustained personal injuries caused by concussions. Ms. Manning served as Chair of the Executive Committee of the Antitrust, Unfair Competition and Privacy Law Section of the California Lawyers Association (former California State Bar) for the 2017-2018 term, and presently serves as the Immediate Past Chair. Ms. Manning is an elected official, serving on the Board of Trustees of the Shoreline Unified School District since 2009, and as President of the Board for the past four years.

D. Scott Macrae. Mr. Macrae is a 1982 Boalt School of Law graduate with more than thirty-five years of legal experience. For twenty plus years, Mr. Macrae has worked with the firm in litigation and trial of complex cases, including consumer fraud, securities and antitrust class actions. Mr. Macrae focuses on legal issues, specializes in class litigation, and has prepared dozens of class certification motions. He also has drafted and argued summary judgment oppositions, and has prepared motions *in limine*, jury instructions, and trial briefs in many cases that went to trial or settled shortly before trial.

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

REPRESENTATIVE CASES

Grace v. Apple Inc. (N.D. Cal.)

Appointed co-lead counsel for the certified class of California residents against Apple for intentionally causing the popular FaceTime feature to stop working on certain iPhone devices and causing the devices to lose value as a result.

In re: Aluminum Warehousing Antitrust Litig. (S.D.N.Y.)

One of four firms representing opt out companies in an antitrust case involving alleged manipulation of aluminum markets; order dismissing the case on appeal in the Second Circuit.

In re: Broiler Chicken Antitrust Litig. (N.D. Ill.)

Represent direct purchaser plaintiffs in an antitrust case against the leading suppliers of broiler chickens sold in the United States.

In re: Dynamic Random Access Memory (DRAM) Antitrust Litig. (N.D. Cal.)

Member of executive committee; represented indirect purchaser plaintiffs and achieved a settlement of \$310 million.

In re: Farm-Raised Salmon and Salmon Products Antitrust Litig. (S.D. Fl.)

Appointed to Plaintiffs' Executive Committee in a price-fixing case alleging anticompetitive conduct by the world's dominant suppliers of farm-raised salmon; represent direct purchaser plaintiffs.

In re: Foreign Exchange Benchmark Rates Antitrust Litig. (S.D.N.Y.)

Represent a putative class in an antitrust case challenging price fixing in foreign exchange markets; \$2.3 billion in partial settlements approved by the court.

In re: Fresh and Process Potatoes Antitrust Litig. (D. Idaho)

Member of Plaintiffs Executive Committee; worked with lead counsel to secure a \$19.5 million settlement and injunctive relief valued at over \$1 billion on behalf of direct purchaser plaintiffs.

In re German Automotive Manufacturers Antitrust Litig. (N.D. Cal.)

Appointed to Plaintiffs' Executive Committee in an antitrust case against German automotive manufacturers.

In re: Lithium Ion Batteries Antitrust Litig. (N.D. Cal.)

Represented direct purchaser plaintiffs in a horizontal price-fixing case against manufacturers of lithium ion batteries; case settled for over \$100 million.

In re: NCAA Student/Athlete Concussion Injury Litig. – Single Sport/Single School (Football) (N.D. Ill.)

Appointed to Plaintiffs' Steering Committee in case on behalf of former Division I football players against the NCAA, member conferences and member schools, to recover damages for personal injuries caused by concussions.

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

In re: Packaged Seafood Products Antitrust Litig. (S.D. Cal.)

Represent direct purchaser plaintiffs in an antitrust price-fixing case against manufacturers of packaged seafood products.

In re: Processed Egg Products Antitrust Litig. (E.D. Pa.)

Represented the certified class of direct purchaser plaintiffs in an antitrust case against suppliers of eggs and egg products; achieved \$130 million in settlements.

In re: Static Random Access Memory (SRAM) Antitrust Litig. (N.D. Cal.)

Member of the Plaintiffs Executive Committee; represented indirect purchaser plaintiffs and achieved a settlement of over \$25 million.

In re: TFT-LCD (Flat Panel) Antitrust Litig. (N.D. Cal.)

Represented end-user plaintiffs in antitrust case; achieved a \$1.082 billion all-cash settlement.

In re: Visa/Mastercard Currency Conversion Litig. (S.D.N.Y.)

One of the core firms representing the plaintiff class in an antitrust/Truth In Lending Act action arising from imposition of foreign currency conversion fees by Visa, MasterCard, and banks; obtained a \$780 million judgment after a six month trial in a related California state court case; cases settled for \$336 million.

Lipuma v. American Express (S.D. Fl.)

Co-lead counsel for plaintiffs in a nationwide consumer class action challenging deceptive business practices involving foreign currency conversion fees imposed on cardholders that settled for \$75 million.

Maui Peaks Corp. v. Mission Street Development, LLC et al. (San Francisco Sup. Ct.)

Represent a putative class of Millennium Tower condominium owners in an action against the building's developers and an adjacent government landowner for damages arising from the building's undisclosed sinking and tilting.

O'Bannon v. NCAA (N.D. Cal.)

Represented plaintiffs in an antitrust case against the NCAA challenging its rules prohibiting student-athletes from being paid for the use of their names, images and likenesses; Ninth Circuit affirmed the district court's judgment after a bench trial finding the NCAA liable for violation of the Sherman Act.

Sidibe, et al. v. Sutter Health (N.D. Cal.)

One of four firms representing putative class of businesses and consumers of hospital/medical services in an antitrust tying case.

EXHIBIT G

REESE LLP

Michael R. Reese
100 West 93rd Street, 16th Floor
New York, New York 10025
Telephone: (212) 643-0500
Facsimile: (212) 253-4272
mreese@reese@reesellp.com

Counsel for Class Representatives Kelly McFadden and Dee Hopper-Kercheval

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGRx)

MDL No. 2291

CLASS ACTION

**DECLARATION OF MICHAEL R. REESE IN SUPPORT OF MOTION FOR ATTORNEYS'
FEES AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF REESE LLP**

I, Michael R. Reese, declare as follows:

1. I am the managing partner at the law firm of Reese LLP. I am a member in good standing of the bar for the Central District of California; the California and New York state bars; the bars for the Southern, Northern and Eastern Districts of California; the bars for the Southern, Eastern, Western and Northern Districts of New York; and, numerous other district courts. I am also a member in good standing for the bars of the Ninth Circuit and Second Circuit, as well as several other federal appellate courts. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this consumer class action litigation. I have personal knowledge of the matters set forth herein based upon my active supervision and participation in all material aspects of the litigation.

1
2 My firm acted as counsel for Plaintiffs Kelly McFadden and Dee Hopper-Kercheval in this
3 litigation. My firm, in coordination with Milberg LLP, developed this case prior to the filing of any
4 lawsuits in this matter. We were instrumental in the generation of this action that ultimately led to
5 the successful outcome for consumers. My firm has extensive experience in class actions in
6 general, and food related actions specifically. With offices in New York and California, Reese LLP
7 is comprised of a diverse team of skilled attorneys who have achieved significant results on behalf
8 of consumers for over a decade.
9

10 2. Reese LLP has extensive experience in food related class consumer class actions,
11 having litigated numerous such food related cases throughout the United States, including, but not
12 limited to MDLs such as *In re Vitaminwater Sales and Marketing Practices* and *In re Frito-Lay*
13 *N.A. Sales Practices and Marketing Litigation*. Reese LLP has achieved both significant monetary
14 and injunctive relief on behalf of consumers, including, but not limited to, hundreds of millions of
15 dollars in compensation, as well as significant changes in corporate practices and reformulation of
16 food products to make them safe for consumption.

17 3. Reese LLP also has an accomplished appellate practice. Recent appellate victories
18 by Reese LLP include *Mantikas v. Kellogg Co.*, 910 F.3d 633 (2d Cir. 2018); *Tri-State Water*
19 *Treatment, Inc. v. Bauer*, 845 F.3d 350 (7th Cir. 2017); and, *Murphy v. Best Buy Stores L.P.*, 690
20 Fed. Appx. 553 (9th Cir. 2017). A copy of my Reese LLP's resume is attached hereto as Exhibit 3.

21 4. In addition to being a litigator and the managing partner of Reese LLP, I am also an
22 adjunct professor of law at Brooklyn Law School where I teach both "Food Law" and "The Law of
23 Class Actions and Other Aggregate Litigation." I am also a frequent lecturer and author on class
24 actions and food law, with recent publications appearing in the American Bar Association's
25 *General Practitioner* and the Union Internationale des Advocats' *Juriste*. I also host a number of
26 food law related conferences, the most recent being a two-day conference co-hosted by Professor
27 Michael Roberts at the University of California Los Angeles School of Law.
28

1 5. I have been personally involved in all aspects of my firm's work in this litigation,
2 including the initial investigation and development of this case with Milberg LLP prior to the filing
3 of any lawsuit in this matter. We were instrumental in the generation of this action that ultimately
4 led to a successful outcome for consumers. My firm was also involved extensively in the discovery
5 of this action.

6 6. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the
7 amount of time, by category, spent by the attorneys of my firm who were involved in this litigation,
8 and the lodestar calculation based on my firm's current billing rates. The schedule was prepared
9 from contemporaneous, daily time records regularly prepared and maintained by my firm, which are
10 available at the request of the Court for review *in camera*.¹ Time expended in preparing this
11 application for fees and reimbursement of expenses has not been included in this request.

12 7. The hourly rates for the partners, other attorneys, and professional support staff in
13 my firm included in Exhibit 1 are the same as the regular current rates charged for their services in
14 non-contingent matters and/or which have been used in the lodestar cross check accepted by courts
15 in other class litigation.

16 8. The total number of hours expended on this litigation by my firm is 225.50 hours.
17 The total lodestar for my firm is \$177,862.50.

18 9. My firm's lodestar figures are based upon the firm's billing rates, which rates do not
19 include charges for expense items. Expense items are billed separately and such charges are not
20 duplicated in my firm's billing rates.

21 10. As detailed in Exhibit 2, my firm has incurred a total of \$2,498.75 in un-reimbursed
22 expenses in connection with the prosecution of this litigation.

23 11. The expenses incurred in this action are reflected on the books and records of my
24 firm, which are available at the request of the Court. These books and records are prepared from
25
26

27 ¹ These records may include information concerning privileged and/or confidential attorney-client
28 communications or work product.

1 expense vouchers, check records and other source materials and are an accurate record of the
2 expenses as charged by the vendors. Third-party expenses are not marked up.

3 12. My firm has a fee agreement with a referring attorney, Maurice L. Hudson for 10% o
4 of the fees awarded to the attorneys listed below in Exhibit 1. Mr. Hudson is of counsel at Reese
5 LLP. While in-firm compensation is not required to be disclosed, we do make that disclosure here
6 in the interest of full transparency.

7 13. By agreement between Plaintiffs' Counsel, my firm is not charging separately for the
8 following costs and expenses: secretarial and clerical overtime, including their meals and local
9 transportation; word processing; secretarial/clerical time for document preparation; time charges for
10 routine copying, faxing or scanning; incoming/outgoing fax charges; office supplies (such as paper,
11 binders, etc.); special publications; continuing legal education seminars; working meals for
12 attorneys (with the exception of meals with clients, expert or other witnesses, meals while traveling
13 for the case, or meal expenses for meetings between Plaintiffs' Counsel); and local overtime meals
14 and transportation for attorneys.

15 14. With respect to the standing of counsel in this case, attached hereto as Exhibit 3 is
16 my firm's résumé and brief biographies for the attorneys in my firm who were principally involved
17 in this litigation.

18 I declare under penalty of perjury that the foregoing is true and correct.

19 Executed on this 22nd day of July, 2019.
20

21 /s/ Michael R. Reese
22 Michael R. Reese
23
24
25
26
27
28

EXHIBIT 1

***In re ConAgra Foods, Inc.*, Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)**

REESE LLP

TIME REPORT — Inception through July 18, 2019

Name/Position	A	B	C	D	E	F	G	H	Total Hours	Hourly Rate	Total Lodestar
Michael R. Reese, P	23.25	25.00	006.75	000.00	22.75	000.00	000.00	001.50	79.25	\$875	\$69,343.75
Kim E. Richman, P (former)	33.9	7.8	10.4	000.00	47.1	000.00	000.00	0.3	99.5	\$750	\$74,625.00
George V. Granade, P	000.00	8.25	19.75	000.00	000.00	000.00	000.00	000.00	28.00	\$750	\$21,000.00
Maurice L. Hudson, C	2.5	000.00	12.25	000.00	000.00	000.00	000.00	000.00	14.75	\$725	\$10,693.75
Jason Hardy, A (former)	000.00	0.75	3.25	000.00	000.00	000.00	000.00	000.00	4.00	\$550	\$2,200.00
									0.00		\$0.00
TOTAL LODESTAR	59.65	41.80	52.40	000.00	69.85	000.00	000.00	1.8	225.50		\$177,862.50

CATEGORIES

- A. Pre-Filing Investigation and Initial Complaint
- B. Legal Research, Pleadings, Briefs, and Motions After Initial Complaint
- C. Discovery and Post-Filing Investigation
- D. Experts and Consultants
- E. Litigation Strategy, Analysis, and Case Management
- F. Court Appearances & Preparation
- G. Appeals (including papers, preparation, appearance, and argument)
- H. Settlement

POSITION

- P = Partner
- A = Associate/Staff Attorney
- C = Senior Counsel/Of Counsel
- PL = Paralegal
- O = Other

EXHIBIT 2

In re ConAgra Foods, Inc., Case No. 2:11-cv-05379-CJC-AGR, MDL No. 2291 (C.D. Cal.)

REESE LLP

EXPENSE REPORT

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	
Postage/Notice Costs	
Telephone	
Facsimile Charges	
Messengers/Express Services	\$2,148.75
Filing/Witness Fees	\$350.00
Court Reporters/Transcript/Video	
Computer Research (Lexis, Pacer, etc.)	
Experts/Consultants/Professional Services	
Assessments to Litigation Fund	
Document and Data Management Expenses	
Mediation	
Out-of-Town Meals	
Out-of-Town Hotel	
Out-of-Town Transportation	
TOTAL EXPENSES:	\$2,498.75

EXHIBIT 3

REESE LLP

Reese LLP represents consumers in a wide array of class action litigation throughout the nation. The attorneys of Reese LLP are skilled litigators with years of experience in federal and state courts. Reese LLP is based in New York, New York with offices also in California.

Recent and current cases litigated by the attorneys of Reese LLP on behalf of consumers include the following:

The Praxis Project, Pastor William Lamar and Pastor Delman Coates v. The Coca-Cola Co., case no. 2017 CA0040801-B (Superior Court of the District of Columbia)(consumer action against Coca-Cola for misrepresentations to minority communities in effort to discredit scientific link between sugar sweetened beverages and diabetes and other adverse health effects); *Hasemann v. Gerber Products Co.*, case no. 15-cv-02995-MKB-RER (E.D.N.Y.)(case involving misrepresentation of health benefits of baby formula in violation of New York consumer protection laws); *Worth v. CVS Pharmacy, Inc.*, case no. 16-cv-00498 (E.D.N.Y.)(E.D.N.Y.)(class action for alleged misrepresentations regarding health benefits of dietary supplement); *Roper v. Big Heart Pet Brands, Inc.*, case no. 19-cv-00406-DAD (E.D. Cal.)(class action regarding pet food); *Ackerman v. The Coca-Cola Co.*, 09-CV-0395 (JG) (RML) (E.D.N.Y.)(class action for violation of California and New York's consumer protection laws pertaining to health beverages); *Rapaport-Hecht v. Seventh Generation, Inc.*, 14-cv-9087-KMK (S.D.N.Y.)(class action for violation of California and New York's consumer protection laws pertaining to personal care products); *Berkson v. GoGo, LLC*, 14-cv-1199-JWB-LW (E.D.N.Y.)(class action regarding improper automatic renewal clauses); *Chin v. RCN Corporation*, 08-cv-7349 RJS (S.D.N.Y.)(class action for violation of Virginia's consumer protection law by I.S.P. throttling consumers' use of internet); *Bodoin v. Impeccable L.L.C.*, Index No. 601801/08 (N.Y. Sup. Ct.)(individual action for conspiracy and fraud); *Young v. Wells Fargo & Co.*, 08-CV-507 (S.D. Iowa)(class action for violation of the RICO Act pertaining to mortgage related fees); *Murphy v. DirecTV, Inc.*, 07-CV-06545 FMC (C.D. Cal.)(class action for violation of California's consumer protection laws); *Bain v. Silver Point Capital Partnership LLP*, Index No. 114284/06 (N.Y. Sup. Ct.)(individual action for breach of contract and fraud); *Siemers v. Wells Fargo & Co.*, C-05-4518 WHA (N.D. Cal.)(class action for violation of § 10(b) of the Securities Exchange Act of 1934 pertaining to improper mutual fund fees); *Dover Capital Ltd. v. Galvex Estonia OU*, Index No. 113485/06 (N.Y. Sup. Ct.)(individual action for breach of contract involving an Eastern European steel company); *All-Star Carts and Vehicles Inc. v. BFI Canada Income Fund*, 08-CV-1816 LDW (E.D.N.Y.)(class action for violation of the Sherman Antitrust Act pertaining to waste hauling services for small businesses on Long Island); *Petlack v. S.C. Johnson & Son, Inc.*, 08-CV-00820 CNC (E.D. Wisconsin)(class action for violation of Wisconsin consumer protection law pertaining to environmental benefits of household cleaning products); *Wong v. Alacer Corp.*, (San Francisco Superior Court)(class action for violation of California's consumer protection laws pertaining to deceptive representations regarding health benefits of dietary supplement's ability to improve immune system); *Howerton v. Cargill, Inc.* (D. Hawaii)(class action for violation of various consumer protection laws regarding sugar substitute); *Yoo v. Wendy's International, Inc.*, 07-CV-04515 FMC (C.D. Cal.)(class action for violation of California's consumer protection laws pertaining to adverse health effects of partially hydrogenated oils in popular food products).

The Attorneys of Reese LLP

Michael R. Reese

Mr. Reese litigates consumer, and antitrust cases as class actions and on behalf of individual clients. Prior to entering private practice in 2000, Mr. Reese served as an assistant district attorney at the Manhattan District Attorney's Office where he served as a trial attorney prosecuting both violent and white-collar crime.

Achievements by Mr. Reese on behalf of consumers span a wide array of actions. For example, in *Yoo v. Wendy's International Inc.*, Mr. Reese was appointed class counsel by the court and commended on achieving a settlement that eliminated trans-fat from a popular food source. *See Yoo v. Wendy's Int'l Inc.*, No. 07-CV-04515-FMC (JCx) (C.D. Cal. 2007) (stating that counsel ***"has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy"***). In *Chin v. RCN Corporation*, Mr. Reese was appointed class counsel and commended by the court for stopping RCN's practice of throttling its Internet customers through adverse network management practices. *See Chin v. RCN Corp.*, No. 08-CV-7349(RJS)(KNF), 2010 WL 3958794, 2010 U.S. Dist. LEXIS 96302 (S.D.N.Y. Sept. 8, 2010) (stating that ***"class counsel is qualified, experienced, and able to conduct the litigation"***).

Recent victories by Mr. Reese and his firm include a \$6.1 million class action settlement in the District of Hawaii in the matter of *Howerton v. Cargill, Inc.* for consumers of Truvia branded sweetener a \$6.4 million class action settlement in San Francisco Superior Court in the matter of *Wong v. Alacer Corp.*, for consumers of Emergen-C branded dietary supplement; and, a \$25 million dollar settlement for mortgagees in *Huyer v. Wells Fargo & Co.*

Mr. Reese and his firm are frequently appointed as co-lead counsel in food related multi-district litigations, including, but not limited to, *In re Frito-Lay N.A. "All-Natural" Litigation* and *In re Vitaminwater Sales and Marketing Practices Litigation*.

Mr. Reese is a frequent lecturer and author on issues of class actions and food law. Mr. Reese recently co-hosted a two day food law conference with Professor Michael Roberts at UCLA; presented at the Grocery Manufacturers' Association annual conference; presented at Union Internationale des Advocats Annual Congress in Porto, Portugal; and, presented at the Perrin Annual Conference in Chicago. Recent articles on food law and class actions appear in publications by the American Bar Association and the Union Internationale des Advocats.

Mr. Reese is also the chairperson of the Cambridge Forum Conference on Food Fraud and is also an executive committee member of the Plaintiffs' Class Action Roundtable, where he lectured on an annual basis on issues related to class actions.

Mr. Reese is also an adjunct professor at Brooklyn Law School where he teaches on class actions as well as food law.

Mr. Reese also is on the advisory boards for the University of California, Los Angeles Scholl of Law Resnick Center for Food Law and Policy and Wellness in the Schools in New York, New York

Mr. Reese is a member of the state bars of New York and California as well as numerous federal courts. Mr. Reese received his juris doctorate from the University of Virginia in 1996 and his bachelor's degree from New College in 1993.

Carlos F. Ramirez

Mr. Ramirez is based in New York, and he focuses his practice on the litigation of consumer class actions. Prior to entering private practice in 2001, Mr. Ramirez served as an Assistant District Attorney at the Manhattan District Attorney's Office where he served as a trial attorney prosecuting both violent and white-collar crimes.

Previous and current consumer fraud class actions litigated by Mr. Ramirez include *Coe v. General Mills, Inc.*, No. 15-cv-5112-TEH (N.D. Cal.) (involving false advertisement claims relating to the Cheerios Protein breakfast cereal); *In re Santa Fe Natural Tobacco Company Marketing & Sales Practices Litigation*, 16-md-2695-JB/LF (D.N.M.) (involving the deceptive marketing of cigarettes as "natural" and "additive free"); *Lamar v. The Coca-Cola Company, et al.*, No. 17-CA-4801 (D.C. Superior Ct.) (involving the deceptive marketing of sugar drinks as safe for health); and *Hasemann v. Gerber Products Co.*, case no. 15-cv-02995-MKB-RER (E.D.N.Y.) (case involving misrepresentation of health benefits of baby formula in violation of New York consumer protection laws).

Mr. Ramirez is a member of the state bars of New York and New Jersey. He is also a member of the bars of the U.S. District Courts for the Eastern District of New York and Southern District of New York. Mr. Ramirez received his juris doctorate from the Fordham University School of Law in 1997 and his bachelor's degree from CUNY-Joh Jay College in 1994.

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Sue J. Nam

Ms. Nam is based in New York where she focuses on consumer class actions.

Prior to joining the firm, Ms. Nam was the General Counsel for NexCen Brands, Inc., a publicly traded company that owned a portfolio of consumer brands in food, fashion and homeware.

Previously, Ms. Nam was Intellectual Property Counsel and Assistant Corporate Secretary at Prudential Financial, Inc., and she was an associate specializing in intellectual property and litigation at the law firms of Brobeck Phleger & Harrison LLP in San Francisco, California and Gibson Dunn & Crutcher LLP in New York, New York.

Ms. Nam clerked for the Second Circuit prior to joining private practice.

Ms. Nam received her juris doctorate from Yale Law School in 1994. She received a bachelor's degree with distinction from Northwestern University in 1991.

George V. Granade II

Mr. Granade is a partner at Reese LLP based in Los Angeles, California who focuses on consumer class actions. Cases Mr. Granade has worked on include:

- *Barron v. Snyder's-Lance, Inc.*, No. 0:13-cv-62496-JAL (S.D. Fla.) (involving "Snyder's," "Cape Cod," "EatSmart," and "Padrinos" brand food products labeled as "natural" and allegedly containing genetically-modified organisms and other synthetic ingredients);
- *In re: Frito-Lay North America, Inc. "All Natural" Litigation*, No. 1:12-md-02413-RRM-RLM (E.D.N.Y.) (involving "SunChips," "Tostitos," and "Bean Dip" products labeled as "natural" and allegedly containing genetically-modified organisms); and
- *Martin v. Cargill, Inc.*, No. 0:13-cv-02563-RHK-JJG (D. Minn.) (involving "Truvia" sweetener product labeled as "natural" and allegedly containing highly processed ingredients).

Mr. Granade received his juris doctorate from New York University School of Law in 2011. He received a master's degree from the University of Georgia at Athens in 2005 with distinction and a bachelor's degree from the University of Georgia at Athens in 2003, *magna cum laude* and with High Honors.

Mr. Granade is a member of the state bars of Georgia, New York, and California. He is also a member of the bar of the U.S. Courts of Appeals for the Second Circuit and Ninth Circuit, as well as the bars of the U.S. District Courts for the Eastern District of New York, Southern District of New York, Western District of New York, Southern District of Illinois, Northern District of Illinois, Northern District of California, Southern District of California, and Central District of California.

Maurice L. Hudson

Mr. Hudson is based in Los Angeles, California, where he brings over a decade of legal experience to our efforts to protect clients and consumers from harmful corporate practices. As a former Assistant Corporation Counsel for the City of New York, Mr. Hudson successfully resolved dozens of federal civil cases brought in the district courts, obtained a favorable jury verdict as co-lead counsel in a multi-party SDNY civil suit, taught CLEs on litigation and constitutional law, trained junior attorneys on conducting depositions, and received the Division Chief's Award for outstanding legal work. After returning to the private sector, Mr. Hudson participated in litigating and negotiating claims on behalf of ordinary patients and consumers alleging injuries by powerful medical and pharmaceutical companies, and has continued to serve vulnerable communities as a volunteer immigration clinic attorney and as a California Social Welfare Archives board member.

While earning a juris doctorate in international law from Case Western Reserve University, Mr. Hudson received numerous honors and awards, including the Community Service Award, the

Student Bar Leadership Award, appearances on the Dean's List, and a CALI award for corporate governance. Prior to attending law school, Mr. Hudson taught African American studies at UC Berkeley while earning a master's degree in social welfare and served as director of the Resource Center for Sexual & Gender Diversity at UC Santa Barbara.

In addition to his ongoing work with our firm, Mr. Hudson consults for local education and law enforcement agencies, supervises direct-practice social work interns, and teaches evidence-based practice, program development and social innovation to masters and doctoral students at USC.

Kate J. Stoia

Ms. Stoia is based in San Francisco, California from where she litigates securities and consumer class actions. Ms. Stoia previously worked at the law firms of Brobeck Phleger & Harrison LLP and Gibson Dunn & Crutcher LLP. Prior to her work as a civil litigator, Ms. Stoia clerked for the Hon. Charles A. Legge of the Northern District of California.

Ms. Stoia is a member of the state bar of California and several federal courts. Ms. Stoia received her juris doctorate from Boalt Hall School of Law, University of California at Berkeley and her bachelor's degree from Columbia University.

Lance N. Stott

Mr. Stott is based in Austin, Texas from where he litigates consumer class actions. Previous and current consumer fraud class actions litigated by Mr. Stott include *Davis v. Toshiba America Consumer Products* for allegedly defective DVD players; *Bennight v. Pioneer Electronics (USA) Inc. et al.* for allegedly defective television sets; *Spencer v. Pioneer Electronics (USA) Inc. et al.* for allegedly defective DVD players; and, *Okland v. Travelocity.com, Inc.*, for deceptive pricing for online hotel reservations.

Mr. Stott is a member of the state bar of Texas. Mr. Stott received his juris doctorate from the University of Texas in 1996 and his bachelor's degree from New College in 1993.

Belinda L. Williams

Ms. Williams is based in New York from where she focuses her practice on class actions on behalf of defrauded consumers and investors. Ms. Williams has extensive experience in litigating complex commercial cases.

Ms. Williams is admitted to the bars of several federal courts as well as the state bars of New York and Maryland. Ms. Williams received her juris doctorate from the University of Virginia School of Law in 1986 and her undergraduate degree from Harvard University in 1982.

EXHIBIT H

EXHIBIT 1

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGRx)

MDL No. 2291

CLASS ACTION

**DECLARATION OF PLAINTIFF MICHELE ANDRADE IN SUPPORT OF
APPLICATION FOR SERVICE AWARD**

I, MICHELE ANDRADE, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time and effort expended in assisting the prosecution of the litigation. I have personal knowledge of the matters set forth in this declaration, and, if called upon to do so, I could and would competently so testify.

1 2. As a plaintiff and class representative in this case, I voluntarily undertook to
2 commence a lawsuit to correct what I viewed as a wrong, and undertook the burdens and risks
3 associated with litigation.

4 3. Consistent with my duties as a plaintiff and class representative, I have been
5 involved in this case since its inception almost eight years ago. I spent considerable time keeping
6 informed, monitoring the actions of my attorneys and, when necessary, actively participating in the
7 litigation as set forth below.

8 4. The time I personally spent on this case includes reviewing pleadings,
9 correspondence, and other litigation documents, including the original complaint filed by my
10 counsel, Steyer Lowenthal Boodrookas Alvarez & Smith, LLP, the amended complaint filed by lead
11 counsel, ConAgra's document requests and interrogatories, and my responses to ConAgra's
12 document requests and interrogatories. In addition, I spent significant time retrieving and reviewing
13 personal documents that might have some relevance to the issues in the case, including grocery
14 receipts and labeling and packaging from food products, as well as searching my emails and
15 browser history.

16 5. In addition, I spent several hours with my attorney preparing for my deposition. I
17 then traveled to San Francisco from my home in Novato to give testimony in the deposition taken
18 by defendant's counsel on August 19, 2013. The deposition lasted approximately seven hours and
19 produced a transcript of 208 pages.

20 6. Over the almost eight years since this case was filed, I have had many
21 communications by telephone, e-mail, and in person with my counsel, Jill M. Manning of Steyer
22 Lowenthal Boodrookas Alvarez & Smith LLP, regarding the case.

23 7. Additionally, I conferred with my counsel about the final settlement and disposition
24 of the case and authorized them to enter into the proposed settlement.

25 8. In connection with the case, I incurred minor out-of-pocket expenditures, such as for
26 telephone charges and charges relating to travel to and from my deposition. I have not been
27

1 reimbursed for any of these expenses. Moreover, I took time off from work to prepare for and have
2 my deposition taken.

3 9. I felt strongly about this case, and if it had not settled, I was prepared to testify at
4 trial and would have done so.

5 10. I believe that the settlement is a fair, reasonable, and adequate result for the
6 California Class, and is the result of my effort as a plaintiff and class representative and the efforts
7 of plaintiffs' counsel. I was involved throughout the litigation and was kept abreast of all material
8 discussions which led to the proposed settlement. Based on the efforts of counsel and the results
9 achieved, I support the motion for final approval of the settlement and plaintiffs' counsel's
10 application for an award of attorneys' fees and expenses.

11 11. I have not been promised any compensation for performing my duties as a plaintiff
12 and class representative in this lawsuit. I understand, however, that plaintiffs' counsel has requested
13 that the Court award me \$3,000 for my services on behalf of the California Class. In light of my
14 efforts on behalf of the California Class and the success of the lawsuit in obtaining substantial
15 benefits for the California Class, I respectfully request that the Court approve the proposed class
16 action settlement and would be most appreciative if the Court determines that my efforts in
17 commencing and assisting with the prosecution of this lawsuit warrant an award in that amount.

18
19 I declare under penalty of perjury that the foregoing is true and correct.

20 Executed on this 17 day of July, 2019.

21 
22 _____

23 Michele Andrade
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EXHIBIT 2

Tadler Law LLP

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**DECLARATION OF PLAINTIFF ROBERT BRISEÑO IN SUPPORT OF
APPLICATION FOR SERVICE AWARD**

I, ROBERT BRISEÑO, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time and effort expended in assisting the prosecution of the litigation. I have personal knowledge of the matters set forth in this declaration, and, if called upon to do so, I could and would competently so testify.

1 8. In connection with the case, I incurred minor out-of-pocket expenditures, such as for
2 telephone charges and charges relating to travel to and from my deposition. I have not been
3 reimbursed for any of these expenses. Moreover, I took time off from work to prepare for and have
4 my deposition taken.

5 9. I felt strongly about this case, and if it had not settled, I was prepared to testify at
6 trial and would have done so.

7 10. I believe that the settlement is a fair, reasonable, and adequate result for the
8 California Class, and is the result of my effort as a plaintiff and class representative and the efforts
9 of plaintiffs' counsel. I was involved throughout the litigation and was kept abreast of all material
10 discussions which led to the proposed settlement. Based on the efforts of counsel and the results
11 achieved, I support the motion for final approval of the settlement and plaintiffs' counsel's
12 application for an award of attorneys' fees and expenses.

13 11. I have not been promised any compensation for performing my duties as a plaintiff
14 and class representative in this lawsuit. I understand, however, that plaintiffs' counsel has requested
15 that the Court award me \$3,000 for my services on behalf of the California Class. In light of my
16 efforts on behalf of the California Class and the success of the lawsuit in obtaining substantial
17 benefits for the California Class, I respectfully request that the Court approve the proposed class
18 action settlement and would be most appreciative if the Court determines that my efforts in
19 commencing and assisting with the prosecution of this lawsuit warrant an award in that amount.

20
21 I declare under penalty of perjury that the foregoing is true and correct.

22 Executed on this 19th day of July, 2019.

23
24 

25 Robert Briseño

EXHIBIT 3

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**DECLARATION OF PLAINTIFF ERIKA HEINS IN SUPPORT
OF APPLICATION FOR SERVICE AWARD**

I, Erika Heins, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time

1 and effort expended in assisting the prosecution of the litigation. I have personal knowledge of the
2 matters set forth in this declaration, and, if called upon to do so, I could and would competently so
3 testify.

4 2. As a plaintiff and class representative in this case, I voluntarily undertook to
5 commence a lawsuit to correct what I viewed as a wrong, and undertook the burdens and risks
6 associated with litigation.

7 3. Consistent with my duties as a plaintiff and class representative, I have been
8 involved in this case since its inception almost eight years ago. I spent considerable time keeping
9 informed, monitoring the actions of my attorneys and, when necessary, participating, in the
10 litigation.

11 4. The time I personally spent on this case includes reviewing pleadings,
12 correspondence, and other litigation documents, including the original complaint, amended
13 complaint, responses to interrogatories, and supplemental responses to interrogatories. In addition, I
14 spent time retrieving and reviewing personal documents that might have some relevance to the
15 issues in the case, and I provided relevant documents to my attorneys.

16 5. I also had numerous communications (by telephone, e-mail, and otherwise) with my
17 counsel, Adam Levitt of DiCello Levitt Gutzler LLC, regarding the case.

18 6. Additionally, I conferred with counsel about the final settlement and disposition of
19 the case and authorized them to enter into the proposed settlement.

20 7. In connection with the case, I incurred minor out-of-pocket expenditures, such as
21 postage costs and telephone charges. I have not been reimbursed for any of these expenses.

22 8. I felt strongly about this case, and if it had not settled, I was prepared to testify at
23 trial and would have done so.

24 9. I believe that the settlement is a fair, reasonable, and adequate result for the For
25 Oregon Class and is the result of my effort as a plaintiff and class representative and the efforts of
26 plaintiffs' counsel. I was involved throughout the litigation and was kept abreast of all material
27

1 discussions which led to the proposed settlement. Based on the efforts of counsel and the results
2 achieved, I support the motion for final approval of the settlement and plaintiffs' counsel's
3 application for an award of attorneys' fees and expenses.

4 10. I have not been promised any compensation for performing my duties as a plaintiff
5 and class representative in this lawsuit. I understand, however, that plaintiffs' counsel has requested
6 that the Court award me \$1,000 for my services on behalf of the Oregon Class. In light of my efforts
7 on behalf of the Oregon Class and the success of the lawsuit in obtaining substantial benefits for the
8 Oregon Class, I respectfully request that the Court approve the proposed class action settlement and
9 would be most appreciative if the Court determines that my efforts in commencing and assisting
10 with the prosecution of this lawsuit warrant an award in that amount.

11
12 I declare under penalty of perjury that the foregoing is true and correct.

13 Executed on this 23 day of JULY, 2019.

14
15 
16 Erika Heins

EXHIBIT 4

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGRx)

MDL No. 2291

CLASS ACTION

**DECLARATION OF PLAINTIFF PAULINE MICHAEL IN SUPPORT OF
APPLICATION FOR SERVICE AWARD**

I, Pauline Michael, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time

1 and effort expended in assisting the prosecution of the litigation. I have personal knowledge of the
2 matters set forth in this declaration, and, if called upon to do so, I could and would competently so
3 testify.

4 2. As a plaintiff and class representative in this case, I voluntarily undertook to
5 commence a lawsuit to correct what I viewed as a wrong, and undertook the burdens and risks
6 associated with litigation.

7 3. Consistent with my duties as a plaintiff and class representative, I have been
8 involved in this case since its inception almost eight years ago. I spent considerable time keeping
9 informed, monitoring the actions of my attorneys and, when necessary, participating, in the
10 litigation.

11 4. The time I personally spent on this case includes reviewing pleadings,
12 correspondence, and other litigation documents, including the original complaint, amended
13 complaint, responses to interrogatories, and supplemental responses to interrogatories. In addition, I
14 spent time retrieving and reviewing personal documents that might have some relevance to the
15 issues in the case, and I provided relevant documents to my attorneys.

16 5. In addition, I traveled to Chicago, Illinois from my home in Glenview, Illinois to
17 meet with plaintiffs' counsel and to give testimony in the deposition taken by defendant's counsel
18 on August 21, 2013.

19 6. I also had numerous communications (by telephone, e-mail, and otherwise) with my
20 counsel, Adam Levitt of DiCello Levitt Gutzler LLC, regarding the case.

21 7. Additionally, I conferred with counsel about the final settlement and disposition of
22 the case and authorized them to enter into the proposed settlement.

23 8. In connection with the case, I incurred minor out-of-pocket expenditures, such as
24 postage costs, telephone charges, and charges relating to travel to and from my deposition. I have
25 not been reimbursed for any of these expenses.

EXHIBIT 5

Milberg Tadler Phillips Grossman LLP

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.	Case No. CV 11-05379-CJC (AGR _x)
	MDL No. 2291
	<u>CLASS ACTION</u>

**DECLARATION OF PLAINTIFF CHERI SHAFSTALL IN SUPPORT OF
APPLICATION FOR SERVICE AWARD**

I, Cheri Shafstall, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time

1 and effort expended in assisting the prosecution of the litigation. I have personal knowledge of the
2 matters set forth in this declaration, and, if called upon to do so, I could and would competently so
3 testify.

4 2. As a plaintiff and class representative in this case, I voluntarily undertook to
5 commence a lawsuit to correct what I viewed as a wrong, and undertook the burdens and risks
6 associated with litigation.

7 3. Consistent with my duties as a plaintiff and class representative, I have been
8 involved in this case since its inception almost eight years ago. I spent considerable time keeping
9 informed, monitoring the actions of my attorneys and, when necessary, participating, in the
10 litigation.

11 4. The time I personally spent on this case includes reviewing pleadings,
12 correspondence, and other litigation documents, including the original complaint, amended
13 complaint, responses to interrogatories, and supplemental responses to interrogatories. In addition, I
14 spent time retrieving and reviewing personal documents that might have some relevance to the
15 issues in the case, and I provided relevant documents to my attorneys.

16 5. I also had numerous communications (by telephone, e-mail, and otherwise) with my
17 counsel, Adam Levitt of DiCello Levitt Gutzler LLC, regarding the case.

18 6. Additionally, I conferred with counsel about the final settlement and disposition of
19 the case and authorized them to enter into the proposed settlement.

20 7. In connection with the case, I incurred minor out-of-pocket expenditures, such as
21 postage costs and telephone charges. I have not been reimbursed for any of these expenses.

22 8. I felt strongly about this case, and if it had not settled, I was prepared to testify at
23 trial and would have done so.

24 9. I believe that the settlement is a fair, reasonable, and adequate result for the Indiana
25 Class and is the result of my effort as a plaintiff and class representative and the efforts of plaintiffs'
26 counsel. I was involved throughout the litigation and was kept abreast of all material discussions
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1 which led to the proposed settlement. Based on the efforts of counsel and the results achieved, I
2 support the motion for final approval of the settlement and plaintiffs' counsel's application for an
3 award of attorneys' fees and expenses.

4 10. I have not been promised any compensation for performing my duties as a plaintiff
5 and class representative in this lawsuit. I understand, however, that plaintiffs' counsel has requested
6 that the Court award me \$1,000 for my services on behalf of the Indiana Class. In light of my
7 efforts on behalf of the Indiana Class and the success of the lawsuit in obtaining substantial benefits
8 for the Indiana Class, I respectfully request that the Court approve the proposed class action
9 settlement and would be most appreciative if the Court determines that my efforts in commencing
10 and assisting with the prosecution of this lawsuit warrant an award in that amount.

11
12 I declare under penalty of perjury that the foregoing is true and correct.

13 Executed on this ____ day of _____, 2019.

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15 _____
16 Cheri Shafstall
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EXHIBIT 6

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Class Counsel

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE CONAGRA FOODS, INC.

Case No. CV 11-05379-CJC (AGR_x)

MDL No. 2291

CLASS ACTION

**DECLARATION OF PLAINTIFF NECLA MUSAT IN SUPPORT OF
APPLICATION FOR SERVICE AWARD**

I, Necla Musat, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am one of the named plaintiffs and class representatives in the above-captioned multidistrict litigation. I submit this declaration in support of final approval of the proposed class action settlement and in support of the request for a service award to compensate me for the time

8. In connection with the case, I incurred minor out-of-pocket expenditures, such as postage costs, telephone charges, and charges relating to travel to and from my deposition. I have not been reimbursed for any of these expenses.

9. I felt strongly about this case, and if it had not settled, I was prepared to testify at trial and would have done so.

10. I believe that the settlement is a fair, reasonable, and adequate result for the New York Class and is the result of my effort as a plaintiff and class representative and the efforts of plaintiffs' counsel. I was involved throughout the litigation and was kept abreast of all material discussions which led to the proposed settlement. Based on the efforts of counsel and the results achieved, I support the motion for final approval of the settlement and plaintiffs' counsel's application for an award of attorneys' fees and expenses.

11. I have not been promised any compensation for performing my duties as a plaintiff and class representative in this lawsuit. I understand, however, that plaintiffs' counsel has requested that the Court award me \$3,000 for my services on behalf of the New York Class. In light of my efforts on behalf of the New York Class and the success of the lawsuit in obtaining substantial benefits for the New York Class, I respectfully request that the Court approve the proposed class action settlement and would be most appreciative if the Court determines that my efforts in commencing and assisting with the prosecution of this lawsuit warrant an award in that amount.

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

Executed on this 19 day of July, 2019.

DocuSigned by:
Necia Musat
36681248F4AF413...
Necia Musat

Necia Musat 7/19/2019