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UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

LINCOLN ADVENTURES, LLC, a  
Delaware Limited Liability Company,  
and MICHIGAN MULTI-KING, INC.,  
a Michigan Corporation, on Behalf of  
Themselves and All Those Similarly  
Situated,

Plaintiffs,

vs.

THOSE CERTAIN UNDERWRITERS  
AT LLOYD’S, LONDON MEMBERS  
OF SYNDICATES, et al.

Defendants.

No. 2:08-cv-00235-CCC-ESK

CLASS ACTION

JOINT DECLARATION OF RACHEL  
L. JENSEN AND ROBERT S.  
SCHACHTER IN SUPPORT OF  
PLAINTIFFS’ MOTIONS FOR:  
(1) FINAL APPROVAL OF PARTIAL  
CLASS ACTION SETTLEMENT;  
AND (2) AN AWARD OF  
ATTORNEYS’ FEES AND  
EXPENSES AND SERVICE  
AWARDS

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We, Rachel L. Jensen and Robert S. Schachter, hereby jointly declare and state as follows:

1. Rachel L. Jensen (“Jensen”) is a member of Robbins Geller Rudman & Dowd LLP (“Robbins Geller”) and Co-Lead Counsel in the Action.<sup>1</sup> Jensen is a member in good standing of the State Bar of California and admitted *pro hac vice* before this Court.

2. Robert S. Schachter (“Schachter”) is a partner in Zwerling, Schachter & Zwerling, LLP (“Zwerling Schachter”) and Co-Lead Counsel in the Action. Schachter is a member in good standing of the State Bar of New York and admitted *pro hac vice* before this Court.

3. We are over 18 years of age and have personal knowledge of the facts stated in this Declaration, unless otherwise indicated. If called as a witness, we could and would testify competently thereto.

4. We submit this Joint Declaration in support of: (a) Plaintiffs’ Motion for Final Approval of Partial Class Action Settlement; and (b) Plaintiffs’ Motion for an Award of Attorneys’ Fees and Expenses and Service Awards.

5. Our knowledge of the matters stated below is based on our active participation in all material aspects of the prosecution and partial settlement of this

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<sup>1</sup> Capitalized terms have the same meaning as set forth in the Stipulation of Partial Class Action Settlement, dated June 15, 2023 (“Agreement”), which is attached as Exhibit A to the Declaration of Rachel L. Jensen in Support of Plaintiffs’ Motion for Preliminary Approval of Partial Class Action Settlement. *See* ECF 273-2.

Action (the “Partial Settlement”) from its commencement through the present, as well as our discussions and communications with our clients, and other Plaintiffs’ Counsel.

## I. OVERVIEW

6. Our two firms Robbins Geller and Zwering Schachter (“Class Counsel”) and our co-counsel<sup>2</sup> (collectively, “Plaintiffs’ Counsel”) have diligently prosecuted this Action for over a decade. This latest partial settlement, following the 2019 Partial Settlement, resolves the Action as to an additional four Syndicates of the original 23. Six defendants remain.

7. Throughout the pendency of this Action, Plaintiffs’ Counsel have persevered in representing the best interests of the Settlement Class, despite the roadblocks and delays by Defendants.

8. A glance at the dockets<sup>3</sup> – with at least 160 separate entries relating to this case just over the past four years – demonstrates on its face the hard work and sustained effort that this litigation has required of Plaintiffs and their counsel. Further, since the 2019 Partial Settlement and prior to executing the Agreement in June 2023, Plaintiffs’ Counsel had briefed motions for class certification and motions to exclude

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<sup>2</sup> Other Plaintiffs’ Counsel, for purposes of this motion, are: Lieff Cabraser Heimann & Bernstein, LLP; Bonnett Fairbourn Friedman & Balint, P.C.; Foote, Mielke, Chavez & O’Neil, LLC; and Cohn Lifland Pearlman Herrmann & Knopf LLP.

<sup>3</sup> The record in this Action is set out in both the docket for the Action (No. 2:08-cv-00235-CCC-ESK) as well as the docket in *In re: Insurance Brokerage Antitrust Litigation*, Civil Action No. 04-5184 MDL 1663.

expert testimony, engaged in additional document discovery, obtained critical data, prevailed on certain privilege disputes, taken a dozen additional depositions (including expert depositions), briefed numerous discovery-related motions, submitted *in camera* mediation positions to the Court and taken part in a number of hearings before the Court.

9. The Court-appointed Mediator, the Honorable Layn R. Phillips (ret.), oversaw the settlement negotiations and issued the mediator's proposal resulting in this Partial Settlement.

10. On April 12, 2023, the Parties participated in an all-day in-person mediation session overseen by Judge Phillips in New York City. Following that session, the Parties engaged in further mediation sessions via phone and email and were able to reach the current Partial Settlement based on a mediator's proposal.

11. As detailed in the firm resumes of Plaintiffs' Counsel, attached as exhibits to the declarations filed concurrently herewith, we have decades of experience in complex class actions, including those involving the insurance industry, RICO claims, as well as unfair competition and antitrust claims.

12. We are aware of the risks that Plaintiffs face in this case as with any complex class action.<sup>4</sup> In light of the specific risks and general risks inherent in

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<sup>4</sup> Given the ongoing litigation against the Remaining Defendants, specific risks will not be discussed here.

litigation, we believe that the Agreement is fair, adequate, and reasonable and in the best interests of Plaintiffs and the Settlement Class, particularly given the possibility of a further recovery down the line from the Remaining Defendants.

13. While we strongly believe in the merits of the Class Claims, like all complex litigation, we also recognize that litigating the Class Claims to trial presents risks. Yet in the face of these risks, we have aggressively litigated the Claims for years on a fully contingent basis. In doing so, we developed substantial evidence in support of the Claims and positioned them for favorable resolution on a class-wide basis. Taking all this into account, the Partial Settlement is fair, reasonable, adequate, and in the best interests of the Settlement Class.

14. Since the 2019 Partial Settlement, Plaintiffs' Counsel have incurred more than \$2 million in litigation costs for the common benefit of the Settlement Class, including engaging in substantial expert analysis, conducting a dozen additional depositions and engaging in mediation with Judge Phillips.

15. The Named Plaintiffs, Lincoln Adventures, LLC ("Lincoln Adventures") and Michigan Multi-King, Inc. ("MMK") have continued to expend time and energy on this Action. Throughout the pendency of this Action, they have monitored the case through discussions with counsel, participated in discovery, reviewed important pleadings, and participated in mediations. Plaintiffs have, and continue to, adequately represent the interests of the Settlement Class and have no conflicts with other

Settlement Class Members. Plaintiffs' Counsel have undertaken substantial work over the past decade in investigating and prosecuting the Class Claims and securing this Partial Settlement. Plaintiffs' Counsel have expended more than 9,600 hours in the prosecution and partial resolution of this Action between June 1, 2019 and October 15, 2023.<sup>5</sup>

16. We have expended valuable resources to litigate this Action where appropriate, including staffing senior and junior partners, associates, staff attorneys, law clerks, paralegals, investigators, and information technology personnel.

## **II. LAW AND MOTION PRACTICE SINCE THE 2019 PARTIAL SETTLEMENT**

17. The lengthy procedural history of this case is well known to the Court, so we do not repeat it here.

18. Since the 2019 Partial Settlement, Plaintiffs' Counsel have engaged in significant motion practice relating to Defendants' long-standing withholding of

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<sup>5</sup> A more detailed description of the efforts, time, and advancement of costs of Class Counsel are set forth in the separate Declarations of Alexandra S. Bernay (the "Bernay Declaration") and Robert S. Schachter (the "Schachter Declaration"). A more detailed description of the efforts, time, and advancement of costs by other Plaintiffs' Counsel is set forth in the separate Declarations of Van Bunch, dated October 12, 2023; Robert Foote, dated October 20, 2023; Peter S. Pearlman, dated October 15, 2023; and Dan Drachler, dated October 17, 2023 (the "Other Plaintiffs' Counsel Declarations").

documents due to claims of privilege, obtained critical XChanging data, litigated class certification, and engaged in expert testimony related to class certification.<sup>6</sup>

19. On May 16, 2022, Plaintiffs filed their initial motion for class certification. The motion was accompanied by the expert report of Dr. Gareth J. Macartney and 33 exhibits. ECF 207-208.

20. On October 20, 2022, Defendants served an opposition to Plaintiffs' motion for class certification. The opposition was accompanied by reports from three of Defendants' experts and 49 additional exhibits.

21. Also on October 20, 2022, Defendants filed a motion to exclude the expert testimony of Dr. Macartney. ECF 226-227.

22. On March 10, 2023, Plaintiffs served their reply in support of class certification supported by a reply declaration from Dr. Macartney and 13 additional exhibits responding to arguments made in Defendants' opposition.

23. Also on March 10, 2023, Plaintiffs filed their opposition to Defendants' motion to exclude the expert testimony of Dr. Macartney. ECF 242.

24. On March 27, 2023, the Court administratively terminated the motions for class certification and to exclude expert testimony to allow for the service of rebuttal expert reports. ECF 252.

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<sup>6</sup> Plaintiffs' Counsel also briefed numerous discovery-related disputes as discussed in §IV., *infra*.



25. Following the exchange of rebuttal expert reports, on June 12, 2023, Plaintiffs filed a renewed motion for class certification. ECF 266-267.

26. On July 7, 2023, Defendants filed a renewed opposition to Plaintiffs' motion for class certification (ECF 278) and renewed motion to exclude the expert testimony of Dr. Macartney (ECF 275-277).

27. On July 28, 2023, Plaintiffs filed their renewed reply brief in support of class certification (ECF 288) and renewed opposition to Defendants' motion to exclude the expert testimony of Dr. Macartney (ECF 287).

28. On August 18, 2023, Defendants filed their reply brief in support of the motion to exclude the expert testimony of Dr. Macartney. ECF 289-290.

29. Class certification and related motion to exclude are fully briefed and pending before the Court.

### **III. DISCOVERING THE FACTS AND PREPARING FOR TRIAL SINCE THE 2019 PARTIAL SETTLEMENT**

30. Following various rulings on pending discovery disputes, Plaintiffs engaged in significant additional document and deposition discovery, reviewing more than 6,000 newly produced documents, and reviewing and analyzing critical Xchanging data.

31. To date, class-certification-related expert analysis has been extensive and has included four reports by Dr. Macartney and a report by Professor Daniel Schwarcz.

32. Expert discovery has and will continue as against the Remaining Defendants.

**A. Factual Investigation**

33. Throughout the litigation, Class Counsel have continued to develop the factual record for summary judgment and trial. This is an ongoing process and remains an important aspect of the litigation. We have scoured publicly available information, conducted witness interviews, and spoken with industry experts. These efforts assisted us in crafting the complaint, formulating Plaintiffs' formal discovery requests, targeting certain documents and witnesses for fact depositions, and retaining experts in this Action. To protect Class Counsel's work product in light of the continuing litigation against the Remaining Defendants, we do not itemize all of our investigatory efforts here, but will provide further details to the Court *in camera* upon request.

**B. Additional Document Discovery of Defendants**

34. On September 24, 2019, Plaintiffs served additional document requests on Defendants ("RFPs").

35. Following numerous meet and confers concerning the RFPs, a motion for a protective order, and several Court hearings, Defendants began producing documents in response to the RFPs in February 2021, ultimately producing more than 7,000 new documents.

36. On March 18, 2022, Defendants produced additional documents previously withheld on privilege grounds following Plaintiffs' successful motion to compel. ECF 199.

37. Class Counsel spent hours preparing for meet-and-confer conferences with counsel for Defendants, conducting those conferences, and preparing correspondence memorializing those conversations. This meet-and-confer process was necessary to address Defendants' numerous objections to Plaintiffs' requests, numerous ESI and data issues, issues relating to the collection and search for responsive documents, and issues relating to claims of privilege. Defendants produced privilege logs asserting claims of privilege, which required further review and analysis of these privilege claims as well as an additional meet and confer process. The meet-and-confer processes included many telephone conferences and formal written communications. And where the parties were unable to reach agreement, Plaintiffs brought motions to compel before the Court as detailed below in §IV.

### **C. Deposition Discovery**

38. Following the 45 depositions taken prior to the 2019 Partial Settlement, from September 2022 through January 2023, Plaintiffs' Counsel took 12 depositions of various Syndicate-related persons and experts related to class-certification issues.

<b>Deponent Name</b>	<b>Deposition Date</b>
Richard Trubshaw	09/21/22
James Denoon Duncan	09/26/22
Michael Meacock	10/07/22
David Jones	10/04/22
Karl Jarvis	10/13/22
Andrew Williamson	11/14/22
Michael A. Rodman	12/16/22
Charles Franks	01/06/23
Richard D. Phillips	01/06/23
Trevor A. Clegg	01/11/23
John Fowle	01/18/23
Jonathan Gale	01/24/23

#### **IV. DISCOVERY MOTION PRACTICE**

39. Since the 2019 Partial Settlement, numerous discovery disputes necessitated the Court's intervention.

40. On May 10, 2019, Plaintiffs submitted a letter brief to the Court requesting discovery for certain time periods Defendants had refused. ECF 97.

41. On May 20, 2019, Defendants opposed Plaintiffs' request for discovery. ECF 98.

42. On September 30, 2019, the Court granted Plaintiffs' request and allowed Plaintiffs to serve additional document requests. ECF 123.

43. On January 24, 2020, Defendants filed a motion for a protective order with respect to certain categories of requested documents. ECF 137.

44. On February 24, 2020, Plaintiffs filed their opposition to Defendants' motion for a protective order. ECF 138.

45. On March 9, 2020, Defendants filed their reply in support of their motion for a protective order. ECF 139.

46. On March 13, 2020, Defendants filed a motion to compel further information about Plaintiffs' damages calculations. ECF 140.

47. On May 19, 2020, Plaintiffs filed their opposition to Defendants' motion regarding damages calculations. ECF 144.

48. On June 2, 2020, Defendants filed their reply. ECF 146.

49. On October 14, 2020, the Court denied Defendants' motion to compel regarding damages calculations, finding that Plaintiffs provided Defendants with sufficient information concerning damages in accordance with the Court's prior orders. ECF 156.

50. Also, on October 14, 2020, the Court denied, in part, Defendants' motion for a protective order and ordered the production of certain categories of documents. ECF 158.

51. On January 5, 2021, Plaintiffs filed a motion to compel the production of certain documents withheld on purported privilege grounds. ECF 165.

52. On March 24, 2021, Defendants filed their opposition to Plaintiffs' motion to compel the production of certain documents. ECF 174-175.

53. On April 7, 2021, Plaintiffs filed their reply brief in support of their motion to compel. ECF 176.

54. On May 26, 2021, the Court held a hearing on Plaintiffs' motion to compel and ordered the parties to file supplemental submissions. ECF 178-179.

55. On June 22, 2021, Defendants filed their supplemental submission in connection with Plaintiffs' motion to compel. ECF 182-183.

56. On July 8, 2021, Plaintiffs filed their supplemental submission in connection with Plaintiffs' motion to compel. ECF 185.

57. On March 10, 2022, the Court granted, in part, Plaintiffs' motion to compel the production of documents and ordered Defendants to produce certain previously withheld documents. ECF 197.

58. On August 12, 2022, the parties submitted a joint letter to the Court concerning a dispute regarding the selection of witnesses for depositions (ECF 213) and a reply joint letter on August 22, 2022 (ECF 214).

59. On September 2, 2022, the Court issued an order regarding the selection of witnesses for depositions. ECF 216.

60. On October 21, 2022, the parties submitted a joint letter to the Court concerning a dispute over a witness that Defendants refused to produce for deposition. ECF 228.

61. On October 27, 2022, the Court granted Plaintiffs' request to compel the deposition of Defendants' witness. ECF 230.

## **V. RESPONDING TO DEFENDANTS' FURTHER DISCOVERY TO PLAINTIFFS**

62. On October 17, 2019, Defendants served additional document requests on Plaintiffs.

63. In and around January 2021, Plaintiffs produced documents in response to Defendants' additional document requests.

## **VI. WORKING WITH EXPERTS**

64. Since the outset of the litigation, Plaintiffs have retained the services of economic and insurance-industry experts. The experts have assisted Plaintiffs in drafting targeted discovery demands and in analyzing Defendants' relevant productions. The experts have also had significant involvement in the identification of documents and data necessary for conducting a damage analysis and in identifying the shortfalls in Defendants' productions. These experts have also assisted Plaintiffs with the presentation and resolution of various discovery motions, Plaintiffs' motion for class certification, and Defendants' motion to exclude expert testimony. The experts also contributed to the preparation of mediation presentations.

65. Specifically, Professor Schwarcz, a well-respected professor, Harvard Law graduate, and insurance expert, has analyzed certain anti-competitive practices in the Lloyd's "Market" during the Class Period, among other issues.

66. Dr. Macartney, a Senior Economist and Director of Competition at OnPoint Analytics, Inc., has analyzed how the lack of competition at Lloyd's led to higher premiums for all insureds during the Class Period, including Plaintiffs. We do not here detail all of our work with Plaintiffs' experts and consultants because the litigation is continuing against the Remaining Defendants. We will provide further detail to the Court *in camera* upon request.

## **VII. THE PARTIES' ARM'S-LENGTH SETTLEMENT NEGOTIATIONS**

67. Before signing the Agreement, the Parties participated in a day-long mediation in New York City in May 2023. All Remaining Defendants attended at least part of the mediation with Judge Phillips.

68. As a result of the negotiations between the Parties following the New York mediation and Judge Phillips' issuance of a mediator's proposal, Plaintiffs reached agreement to resolve the Action with Defendant Syndicates 510, 1084, 1096 and 1245 and entered into a Term Sheet on May 11, 2023.

69. The lengthy procedural record in this Action allowed Class Counsel to evaluate the Partial Settlement's consideration and its reasonableness to the Settlement Class.

70. This record includes fact and certain expert discovery and extensive motion practice, as the Court is aware. Because of this extensive record, Plaintiffs'



Counsel understand the factual and legal issues involved in this Action as well as the relative strengths and weaknesses of Plaintiffs' Claims.

### **VIII. THE BENEFITS OF THE SETTLEMENT TO CLASS MEMBERS**

71. The Partial Settlement provides for significant monetary relief to the Settlement Class.

72. The Settlement Amount of \$7.9 million, together with interest earned, less Court-approved attorneys' fees and litigation expenses, Service Awards (if any), Notice and Administration Expenses, Taxes and Tax Expenses (the "Net Settlement Amount"), will be distributed on a *pro rata* basis to those eligible Settlement Class Members who submit timely and valid Claim Forms to the Claims Administrator.

### **IX. COMPLIANCE WITH THE COURT-APPROVED NOTICE PLAN**

73. Pursuant to its July 10, 2023 Preliminary Approval Order ("PAO"), the Court appointed A.B. Data as the Claims Administrator for "the purpose of assisting in the implementation of the Settlement," which included dissemination of the Notices and processing Claim Forms.

74. The PAO also directed that the Claims Administrator update the website dedicated to the Partial Settlement providing Settlement Class Members with information concerning the Partial Settlement and the important dates and deadlines in connection therewith, as well as access to downloadable copies of the Notices and

Claim Form and other Settlement documents. The website also provides Settlement Class Members the ability to submit a Claim online.

75. Additionally, pursuant to the PAO, the Claims Administrator maintains a Settlement-specific toll-free telephone number to respond to inquiries regarding the Partial Settlement.

76. Based on our best understanding, the Claims Administrator timely completed these tasks. *See generally* Declaration of Mark Cowen Regarding Notice Administration, dated November 7, 2023 (the “Cowen Decl.”), submitted herewith.

77. The PAO also required that the Notices be posted on our Firms’ websites, which was done in July, 2023.

78. The Court-ordered deadline for Settlement Class Members to file objections to the Partial Settlement, Plan of Allocation, Attorneys’ Fees and Expenses, Service Awards, or to submit a request for exclusion from the Settlement Class, is November 23, 2023. To date, there have been no objections of any kind, and one Settlement Class Member has requested exclusion. Cowen Decl., ¶21. Objections or requests for exclusion after the date of this Declaration will be addressed in Plaintiffs’ reply papers on or before December 7, 2023.

**X. THE REQUESTED ATTORNEYS' FEE AND EXPENSE AWARD AND SERVICE AWARDS ARE REASONABLE**

**A. The Requested Service Awards Are Reasonable**

79. Plaintiffs request service awards of \$5,000 each for both Lincoln Adventures and MMK (an aggregate of \$10,000). The Action has been ongoing, with this current request covering the past four years. The perseverance and hard work of the Plaintiffs in: (a) bringing the Claims; (b) consulting with counsel to protect the interests of the Settlement Class; (c) searching for and producing documents in response to Defendants' additional document demands; and (d) monitoring the litigation and settlement negotiations, supports these awards.

80. Prior to, and throughout, this Action, we have worked with the Plaintiffs to gather documents, review pleadings and discovery responses, and to prepare for depositions and mediations here and abroad. From our interactions with them, we can attest to the time and effort that each undertook to represent the best interests of the Settlement Class.

81. Based on our involvement in the Action and interactions with the Plaintiffs throughout the course of litigation, we know that they each contributed substantial time and energy to the success of this Action.

82. Throughout the Action, the Plaintiffs have made themselves available for meetings and calls with counsel and provided authorization for Class Counsel to enter into the Partial Settlement on behalf of them and the Settlement Class.

**B. The Requested Attorneys' Fees Are Reasonable**

83. Plaintiffs' Counsel vigorously prosecuted this Action and continue to prosecute it against the Remaining Defendants. Plaintiffs' Counsel have devoted substantial time and advanced the funds necessary to prosecute this case for the benefit of the Settlement Class with no assurance of compensation or repayment. Their compensation and the award of expenses are entirely contingent upon obtaining a recovery.

84. Here, Plaintiffs' Counsel diligently and skillfully prosecuted the Action since the 2019 Partial Settlement. As detailed above, these efforts include, among others: (a) conducting additional fact discovery, including the review of more than 6,000 documents and analyzing detailed Xchanging data; (b) moving to compel the production of additional documents and witnesses withheld by Defendants; (c) responding to Defendants' discovery demands; (d) conducting an additional 12 depositions; (e) filing a motion for class certification supported by expert analysis; (f) working with experts and other consultants; and (g) opposing Defendants' efforts to exclude Plaintiffs' expert's testimony.

85. The quality of the work performed by Plaintiffs' Counsel in achieving the Partial Settlement should also be evaluated in light of the quality of opposing counsel.

86. We were (and are) opposed by national law firms and experienced counsel who spared no expense or argument in the defense of their clients. In the face

of this formidable defense team, Plaintiffs' Counsel were nonetheless able to develop a case that was sufficiently strong to survive dismissal and resolve the Class Claims with the Settling Defendants on terms that are favorable to the Settlement Class.

87. Plaintiffs' Counsel will continue to perform legal work on behalf of the Settlement Class through the Fairness Hearing and beyond. Additional resources will be expended in assisting Settlement Class Members with their Claims and related inquiries and working with the Claims Administrator to ensure the smooth progression of Claim Form processing and distribution of the Net Settlement Fund.

88. Plaintiffs' Counsel are among the preeminent plaintiffs' class action firms in the country, with decades of relevant experience prosecuting such complex actions. Plaintiffs' Counsel applied their knowledge and experience to obtain this favorable result for the Settlement Class, taking into consideration the risks and delays of further litigation against the Settling Defendants.

89. Plaintiffs' Counsel's efforts against the Defendants to date have required a substantial investment of time and energy. Plaintiffs' Counsel have necessarily expended thousands of hours over the years of litigation this Partial Settlement covers, including negotiating the Partial Settlement.<sup>7</sup>

90. Given the complexity of this nationwide RICO class action involving foreign defendants, the responsibility and risk undertaken by Plaintiffs' Counsel, the

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<sup>7</sup> See Plaintiffs' Counsel Declarations.

experience of Plaintiffs' Counsel and counsel for Defendants, and the contingent nature of Plaintiffs' Counsel's agreement to prosecute the case, we respectfully submit that the requested fee award is reasonable and should be approved.

91. The substantial amount of time (and resulting lodestar) devoted to this Action from June 1, 2019 through October 15, 2023 supports a fee request of one-third of the Settlement Amount, including interest earned thereon.

92. Plaintiffs' Counsel's time is more than 9,600 hours and exceeds what we are seeking in fees relating to the Partial Settlement.<sup>8</sup>

### **C. Plaintiffs' Counsel's Litigation Expenses**

93. The Bernay Declaration, Ex. B; Schachter Declaration, Ex. B; Bunch Declaration, Ex. B; Drachler Declaration, Ex. B; Foote Declaration, Ex. B; and Pearlman Declaration, Ex. B, detail expenses – \$2,006,962.52 taken together – incurred by each Plaintiffs' Counsel Firm.<sup>9</sup>

94. In connection with the Partial Settlement, Plaintiffs' Counsel seek \$1.6 million, which is only a portion of their litigation expenses that were reasonably incurred in the Action. Plaintiffs' Counsel incurred these expenses for the benefit of the Settlement Class on a contingency basis.

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<sup>8</sup> The total lodestar of Plaintiffs' Counsel is \$7,314,764.60.

<sup>9</sup> See Bernay Declaration, Schachter Declaration and the Other Plaintiffs' Counsel Declarations.

95. In addition to the time and expenses incurred by Plaintiffs' Counsel, Robbins Geller also maintained a dedicated account to pay for certain expenditures directly related to this case (the "Litigation Fund"). Plaintiffs' Counsel contributed more than \$1.9 million to the Litigation Fund since May 2019 and all but \$72,598.67 has been used to pay expenses.

I declare under penalty of perjury that the foregoing is true and correct and this Declaration is executed at San Diego, California, on November 9, 2023.

  
\_\_\_\_\_  
RACHEL L. JENSEN

I declare under penalty of perjury that the foregoing is true and correct and this Declaration is executed at Boca Raton, Florida on November 9, 2023.

  
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ROBERT S. SCHACHTER