

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)  
5 **GIRARD SHARP LLP**  
6 601 California Street, Suite 1400  
7 San Francisco, CA 94108  
8 Telephone: (415) 981-4800  
9 *dgirard@girardsharp.com*  
*jelias@girardsharp.com*  
*ttan@girardsharp.com*  
*mcox@girardsharp.com*

10 *Settlement Class Counsel*

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15 IN RE WOODBRIDGE  
16 INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

17 **DECLARATION OF DANIEL C. GIRARD**  
18 **IN SUPPORT OF MOTION FOR FINAL**  
19 **SETTLEMENT APPROVAL AND**  
20 **PLAINTIFFS' APPLICATION FOR**  
21 **ATTORNEYS' FEES AND**  
22 **REIMBURSEMENT OF EXPENSES**

23 Date: December 17, 2021

24 Time: 10:00 a.m.

25 Courtroom: 8C, Eighth Floor

26 Judge: Honorable Dolly M. Gee

27  
28  
DECLARATION OF DANIEL C. GIRARD IN SUPPORT OF PLAINTIFFS' MOTION  
FOR FINAL SETTLEMENT APPROVAL AND PLAINTIFFS' APPLICATION FOR  
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES  
CASE NO. 2:18-CV-00103-DMG-MRW

1 I, Daniel C. Girard, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of California and senior  
3 partner of the law firm Girard Sharp LLP, Settlement Class Counsel for Plaintiffs in this  
4 action. I submit this declaration in support of (a) Plaintiffs' Motion for Final Settlement  
5 Approval, and (b) Plaintiffs' Application for Attorneys' Fees and Reimbursement of  
6 Expenses. The following statements are based on my personal knowledge, review of the  
7 files in this case, and public information. If called upon to do so, I could and would  
8 testify competently to these facts.

9 2. Plaintiffs filed this proposed nationwide class action against Comerica Bank  
10 on behalf of persons who invested in Woodbridge first position mortgage promissory  
11 notes or fund equity units, and who were victims of the fraud perpetrated by Robert  
12 Shapiro. The parties' non-reversionary, all-cash \$54,500,000 Settlement<sup>1</sup> [Doc. # 188-1]  
13 will resolve all potential claims against Comerica by the proposed Settlement Class  
14 related to the facts alleged in this case, and all potential claims against Comerica asserted  
15 by Michael I. Goldberg, the Woodbridge Liquidation Trustee, related to the facts alleged  
16 in the Delaware Adversary case, *Michael I. Goldberg as trustee for the Woodbridge*  
17 *Liquidation Trust v. Comerica Bank*, Adv. Proc. No. 20-50452 (JKS) (the "Delaware  
18 Adversary"). If approved, the Settlement will bring over three years of litigation to an end  
19 and provide immediate relief to the victims of the Woodbridge Ponzi scheme.

20 3. The litigation and the legal services provided by Settlement Class Counsel  
21 and the law firms serving on the Executive Committee are summarized below.  
22  
23  
24  
25

---

26 <sup>1</sup> Unless otherwise noted, capitalized terms have the meaning ascribed to them in the  
27 Settlement Agreement.  
28

1 **I. THE LITIGATION**

2 **A. December 2017 – October 2019: investigation of the Woodbridge**  
 3 **scheme; preparation of initial complaints; coordination among**  
 4 **Plaintiffs’ counsel; adversary action in bankruptcy court and stay in**  
 5 **class case; initial discovery; lifting of the stay**

6 4. Plaintiffs’ Class Counsel (hereinafter “Class Counsel”) were retained by  
 7 Plaintiffs after certain of the Woodbridge entities declared bankruptcy on December 4,  
 8 2017. The bankruptcy came after a lengthy SEC investigation into Woodbridge’s  
 9 operations.

10 5. On January 4, 2018, Settlement Class Counsel filed suit against Comerica  
 11 Bank, which maintained all of Woodbridge’s accounts, alleging Comerica aided and  
 12 abetted the fraud. *See Jay Beynon Family Trust DTD 10/23/1998 v. Comerica Bank*, No.  
 13 18-cv-103 (C.D. Cal.). Settlement Class Counsel’s continuing investigation into the facts  
 14 surrounding the operation of the Woodbridge scheme and its demise included interviews  
 15 of investors, sellers, former Woodbridge employees, and other individuals with  
 16 knowledge of the Woodbridge scheme, retaining Delaware bankruptcy counsel, and  
 17 attending the December 14, 2017 formation meeting for the committee of unsecured  
 18 creditors shortly after Woodbridge filed for bankruptcy. Settlement Class Counsel  
 19 communicated with regulatory agencies, bankruptcy counsel, and other plaintiffs’ counsel  
 20 in December 2017 to share information and develop working relationships with other  
 21 stakeholders.

22 6. In early 2018, three other related cases against Comerica were filed in this  
 23 District by the Executive Committee firms in this consolidated action: (1) *Prince v.*  
 24 *Comerica Bank*, No. 18-cv-430 (C.D. Cal.); (2) *Landman v. Comerica Bank*, No. 18-cv-  
 25 471 (C.D. Cal.); and (3) *Gordon v. Comerica Bank*, No. 18-cv-1298 (C.D. Cal.). Each of  
 26 these actions similarly alleges that Comerica knew of and substantially assisted the  
 27  
 28

1 Woodbridge fraud. Settlement Class Counsel continued to confer with other plaintiffs’  
2 counsel in these actions to avoid duplication and inconsistent positions and to coordinate  
3 strategy for the investor litigation against Comerica.

4 7. On April 4, 2018, this Court consolidated these related cases and appointed  
5 Girard Sharp LLP as interim lead class counsel [Doc. # 39].

6 8. Also on April 4, 2018, Comerica filed an adversary proceeding against the  
7 named Plaintiffs in the Bankruptcy Court seeking to enjoin Plaintiffs from prosecuting  
8 their claims in this Court. *See* Compl. No. 18-50382-BLS (Bankr. D. Del. Apr. 4, 2018)  
9 (“Injunction Proceeding”) [Doc. #1]. Plaintiffs filed an opposition to Comerica’s motion  
10 for a preliminary injunction, and co-counsel at Levine Kellogg Lehman Schneider +  
11 Grossman LLP and I argued the motion on behalf of Plaintiffs in Bankruptcy Court. After  
12 that hearing, the parties negotiated, and the Bankruptcy Court approved, an agreement to  
13 stay this putative class action pending further order of the Bankruptcy Court. This Court  
14 approved the stay on June 18, 2018. [Docs. # 51, 52].

15 9. On April 26, 2018, an additional related case, *Baker v. Comerica Bank*, No.  
16 2:18-cv-03533-DMG-KS, was filed in this District. That case was consolidated with this  
17 case on May 9, 2018. [Doc. # 47].

18 10. During the pendency of the stay of proceedings in this Court, the parties  
19 negotiated the operative Protective Order in this case, and Plaintiffs obtained access by  
20 agreement to preliminary discovery from Comerica produced as part of a Rule 2004  
21 examination in the bankruptcy proceedings. At the request of Debtors’ counsel,  
22 Settlement Class Counsel assisted in framing the examination topics and search terms  
23 directed to Comerica in the bankruptcy proceedings. Plaintiffs also received and reviewed  
24 over 900,000 pages of Woodbridge records, including email correspondence, produced  
25 pursuant to the Rule 2004 examination. Additionally, Plaintiffs interviewed former  
26  
27  
28

1 Woodbridge employees, including traveling to Daytona Beach, Florida to interview  
2 Woodbridge's former controller.

3 11. In accordance with this Court's orders during the pendency of the stay, the  
4 parties filed three status reports, on December 14, 2018, March 15, 2019, and June 14,  
5 2019, providing the Court with relevant updates from the bankruptcy proceedings,  
6 including the Bankruptcy Court's order confirming the bankruptcy plan on October 26,  
7 2018. [Doc. # 62, 65, 77].

8 12. In January 2019, Settlement Class Counsel met with Woodbridge  
9 bankruptcy counsel, the Liquidation Trustee, Trust counsel, and members of the Trust  
10 board to discuss litigation objectives and strategy in the class case.

11 13. On April 26, 2019, the Trustee filed the Delaware Adversary action against  
12 Comerica Bank. On February 5, 2020, this Court transferred that action to the Bankruptcy  
13 Court (*see* Order, No. 19-cv-3439, Doc. # 44), where it remains pending.

14 14. On May 2, 2019, Plaintiffs moved the Bankruptcy Court to abstain from  
15 deciding the issues raised in the Injunction Proceeding to permit the class case to proceed  
16 in this Court. Injunction Proceeding [Doc. # 23]. Settlement Class Counsel argued the  
17 abstention motion on August 8, 2019. Injunction Proceeding [Doc. # 36]. The Bankruptcy  
18 Court entered an order granting the motion on August 15, 2019. Injunction Proceeding  
19 [Doc. # 36]. Pursuant to the parties' stipulation, this Court lifted the stay in this case on  
20 August 22, 2019. [Doc. # 81].

21 **B. October 2019 – October 2020: filing of consolidated complaint;**  
22 **opposing motion to dismiss; propounding and responding to discovery**  
23 **requests; litigating discovery disputes; amending consolidated**  
24 **complaint; preparing case schedule and discovery plan**

25 15. On October 3, 2019, Plaintiffs filed their Consolidated Class Action  
26 Complaint against Comerica, asserting claims for: (1) aiding and abetting fraud; (2) aiding  
27  
28

1 and abetting breach of fiduciary duty; (3) negligence; and (4) violations of the Unfair  
2 Competition Law, Cal. Bus. & Prof. Code § 17200 *et seq.* (“UCL”) [Doc. # 92].

3 16. On November 1, 2019, Comerica moved to dismiss each of Plaintiffs’  
4 claims. [Doc. # 110]. Plaintiffs opposed the motion on December 9, 2019 [Doc. # 119],  
5 and Comerica replied on December 23, 2019 [Doc. # 121].

6 17. On January 24, 2020, the discovery stay in this case expired. On February  
7 6, 2020, Plaintiffs served their First Requests for Production of Documents on Comerica.  
8 Comerica responded to those requests on March 9, 2020.

9 18. Comerica’s written discovery responses and subsequent document  
10 productions were the subject of several disputes between the parties. Between March  
11 2020 and July 2020, the parties engaged in five conferences and exchanged numerous  
12 letters and emails concerning Comerica’s discovery responses. The parties discussed  
13 Comerica’s search sources and methodology and compromised on certain issues,  
14 including the implementation of certain search terms. As the parties could not fully  
15 resolve their disagreements related to Comerica’s objections to Plaintiffs’ requests,  
16 however, Plaintiffs brought a motion to compel.

17 19. On July 21, 2020, the parties filed a Joint Stipulation, per the Civil Local  
18 Rules, regarding Plaintiffs’ Motion to Compel Production of Documents. [Doc. # 129].  
19 Plaintiffs’ motion raised three issues: the end point for Comerica’s production obligations,  
20 Comerica’s assertions of confidentiality protection, and a claw-back demand served by  
21 Comerica under the Bank Secrecy Act of 1970, 31 U.S.C. § 5318 and 12 C.F.R. § 2.11(k)  
22 (the “BSA”).

23 20. On July 23, 2020, the parties appeared before Magistrate Judge Wilner and  
24 argued the motion. As to the BSA issue, the Court ordered an *in camera* review of several  
25 representative documents as well as supplemental briefing from each party. [Doc. # 133].  
26 After submission of the documents and supplemental briefing and a further telephone  
27  
28



1 conference before Judge Wilner, the clawback issue was resolved. [Doc. # 140, 141, 143,  
2 147]. The Court ruled that Comerica had properly clawed back certain portions of  
3 documents, but Plaintiffs were “substantially justified” in bringing the motion given  
4 Comerica’s stated basis for its clawback. [Doc. # 147 at ¶ 3].

5 21. Pursuant to Judge Wilner’s comments during the July 23, 2020 hearing, the  
6 parties negotiated a compromise regarding the discovery cut-off period and the third-party  
7 requests for confidentiality. Plaintiffs’ motion to compel and the subsequent negotiations  
8 on these issues led to the production of additional documents of material importance to  
9 the litigation.

10 22. Plaintiffs served additional Requests for Production of Documents on  
11 Comerica on June 26, July 6, and October 27, 2020. Comerica produced over 13,000  
12 documents consisting of over 1,200,000 pages of emails, documents relating to  
13 compliance policies and procedures, fraud monitoring protocols and systems, and  
14 information regarding the Woodbridge accounts, including account statements, wire  
15 transfer statements, and copies of checks. Plaintiffs served Comerica with additional  
16 discovery requests later in the litigation—on October 27, 2020, Plaintiffs served their  
17 First Set of Interrogatories, and on February 23, 2021, Plaintiffs served their first set of  
18 Requests for Admissions. In total, Class Counsel reviewed and analyzed approximately  
19 2,000,000 pages of Woodbridge and Comerica records.

20 23. Between July and September 2020, Class Counsel served and negotiated  
21 productions responsive to Rule 45 subpoenas directed at five non-parties, including  
22 Gibson Dunn & Crutcher LLP, Cisco Systems, Inc., and state regulatory agencies. Class  
23 Counsel also served and negotiated public records requests on several federal and state  
24 regulators.

25 24. On August 5, 2020, the Court issued its opinion granting in part and  
26 denying in part Comerica’s motion to dismiss. The Court concluded that Plaintiffs stated  
27  
28

1 claims for aiding and abetting fraud and aiding and abetting breach of fiduciary duty, and  
2 for UCL violations, and dismissed Plaintiffs' negligence claim with leave to amend. [Doc.  
3 # 144].

4 25. On August 26, 2020, Plaintiffs filed their First Amended Consolidated  
5 Class Action Complaint, electing not to replead a negligence claim. [Doc. # 150].  
6 Comerica filed its Answer on September 16, 2020 [Doc. # 155].

7 26. On September 8, 2020, Comerica served each of the 11 class  
8 representatives with interrogatories and document requests.<sup>2</sup> During the month and a half  
9 that followed, Class Counsel worked closely with each of the class representatives to  
10 assist them in searching for and producing responsive documents, and in preparing written  
11 responses to interrogatories. Class Counsel also conferred multiple times with Comerica's  
12 counsel regarding the scope of Comerica's discovery requests. As a result of those  
13 discussions, Comerica agreed to narrow its requests, and the parties agreed to defer  
14 responding to certain of Comerica's contention-style interrogatories until additional  
15 discovery had been completed. On October 26, 2020, Plaintiffs responded to certain of  
16 Comerica's interrogatories, and on May 5, 2021, pursuant to the parties' agreement,  
17 Plaintiffs responded to Comerica's remaining interrogatories.

18 27. On October 13, 2020, the parties filed their Joint Rule 26(f) Report, which  
19 included a joint discovery plan and proposal to limit the total number of depositions for  
20 each party and the total number of hours for those depositions.

---

21  
22  
23  
24  
25  
26 <sup>2</sup> Plaintiffs Albert and Freda Lynch and Robert Prince responded to Comerica's discovery  
27 requests but voluntarily dismissed their claims, without prejudice, in light of frail health  
28 and personal commitments.



1           **C.     November 2020 – May 2021: taking and defending depositions of fact**  
 2                   **witnesses; class certification briefing; expert discovery; initiating**  
 3                   **mediation**

4           28.     The parties began scheduling depositions upon the Court’s November 20,  
 5 2020 entry of the Scheduling and Case Management Order. [Doc. # 164]. Between  
 6 January and May 2021, the parties conducted a total of 27 depositions. Class Counsel  
 7 deposed 17 Comerica witnesses, including Comerica’s Studio City branch personnel,  
 8 several of Comerica’s anti-money laundering (“AML”) investigation officers, three AML  
 9 team leads, and personnel from its subpoena processing department. Plaintiffs also took  
 10 the deposition of Comerica’s expert, Professor Christopher James, and ultimately moved  
 11 to strike his expert report. Class Counsel devoted considerable time to preparing each of  
 12 the eight class representatives, few of whom had previously testified, for their depositions.  
 13 Class Counsel then defended those depositions, as well as the deposition of Mr. Goldberg.

14           29.     On April 16, 2021, Plaintiffs filed their Motion for Class Certification,  
 15 supporting the motion with declarations of the eight class representatives and Mr.  
 16 Goldberg, in addition to documentary and testimonial evidence. [Doc. # 170-172].  
 17 Comerica opposed the motion on May 14. [Doc. # 177]. Plaintiffs replied and also moved  
 18 to strike Comerica’s expert report on June 11. [Doc. # 182, 184]. Comerica filed an  
 19 opposition to the motion to strike on June 18. [Doc. # 185]. Hearing on Plaintiffs’ motion  
 20 for class certification was set for June 25.

21           **II.     SETTLEMENT NEGOTIATIONS**

22           30.     Pursuant to the Court’s ADR order [Doc. # 165], the parties began  
 23 discussing mediation in March 2021. The parties agreed to mediate before Hon. Royal  
 24 Furgeson (Ret.).

1           31. The parties each prepared and submitted confidential mediation briefs on  
2 May 19, 2021 in advance of the May 25 mediation. The parties engaged in 12 hours of  
3 negotiations, guided and directed by Judge Furgeson, before adjourning.

4           32. Settlement discussions then continued over the following weeks, and on  
5 June 15, the parties participated in a second mediation. After an additional 10 hours of  
6 negotiating, the parties appeared to be at an impasse, and Judge Furgeson called an  
7 adjournment of the second session.

8           33. Mr. Goldberg, in his capacity as Trustee, and the Trust's bankruptcy  
9 counsel, Michael Tuchin of KTBS Law, attended these mediation sessions in connection  
10 with the Trust's role as assignee of the claims of approximately 61% of the Woodbridge  
11 investors.

12           34. Settlement discussions continued following the two mediation sessions.  
13 Judge Furgeson ultimately made a formal mediator's proposal, which the parties  
14 accepted.

15           35. On June 20, 2021, the parties reached an agreement in principle and notified  
16 the Court under Civil Local Rule 16-15.7. On June 22, the Court approved a stipulation  
17 suspending the pending case deadlines and directing Plaintiffs to move for preliminary  
18 settlement approval by August 6. [Doc. # 187]. Thereafter, Class Counsel spent several  
19 weeks negotiating the Settlement Agreement and related documentation with Comerica  
20 and the Trustee.

21           36. The parties negotiated with a thorough understanding of the strengths and  
22 weaknesses of the case. All of the negotiations were informed by a well-developed  
23 record, the Court's August 5, 2020 Opinion on Comerica's motion to dismiss, full  
24 briefing on class certification, and an approaching August 3, 2021 fact discovery cut-off.  
25 Plaintiffs also consulted with an expert witness on regulatory matters in connection with  
26 the settlement negotiations. Plaintiffs had retained and worked closely with this expert  
27  
28

1 witness in anticipation of serving her report on September 7, 2021; the expert was  
2 preparing her report when the parties entered mediation.

3 37. The Settlement Agreement sets forth terms for resolving this class case and  
4 the Delaware Adversary proceeding. The Settlement would resolve all claims held by the  
5 proposed Class related to the facts alleged in the class case, and all claims held by the  
6 Trustee related to the facts alleged in the Delaware Adversary. Comerica will pay  
7 \$54,200,000 to resolve the class action and \$300,000 to resolve the Delaware Adversary.

8 38. The Settlement is on behalf of the following class: (i) the Non-Contributing  
9 Claimants, and (ii) the Trust, as assignee of the claims of the Contributing Claimants.  
10 Settlement § 1(ii). This class is effectively co-extensive with the class proposed in the  
11 First Amended Complaint [Doc. # 150], excluding “net winners” and those whose claims  
12 in the bankruptcy cases were disallowed.<sup>3</sup> The Class consists of approximately 3,274  
13 Woodbridge investors (the Non-Contributing Claimants) and the Trust (on behalf of the  
14 Contributing Claimants).

15 39. Class Counsel, each of the Settlement Class Representatives, and the  
16 Trustee believe that the \$54.2 million recovery for the Settlement Class is a favorable  
17 result considering Comerica’s available insurance—the settlement amount significantly  
18 exceeds Comerica’s policy limits on its applicable liability insurance—and the potential  
19 aggregate recoverable damages had Plaintiffs obtained class certification and prevailed  
20 on their claims. Preliminary estimates suggest that damages in this case could have  
21 reached \$500 million or more had a nationwide class been certified and Plaintiffs  
22 prevailed at trial and on appeal with respect to the entire class period. The settlement  
23 recovery represents approximately 10% of best-case scenario damages. Given the  
24 litigation risks, however, the settlement represents a far higher percentage of plausibly

---

25  
26 <sup>3</sup> Disallowed claims include claims on insiders and brokers who sold Woodbridge  
27 investments.

1 recoverable damages. The best-case scenario assumes the Court granted class  
2 certification on a nationwide basis, Plaintiffs prevailed in full on their claims for the  
3 entire class period, the jury awarded damages on an aggregate basis, and the Ninth  
4 Circuit affirmed. If any of these assumptions were to prove incorrect, the actual recovery  
5 against Comerica would be reduced or eliminated.

6 **III. PRELIMINARY APPROVAL OF THE SETTLEMENT**

7 40. On August 6, 2021, the parties in this action entered into the Settlement  
8 Agreement and Plaintiffs moved for preliminary settlement approval. [Doc. # 188].

9 41. Comerica filed its Statement of Non-Opposition to Plaintiffs' motion on  
10 August 13, 2021. [Doc. # 189].

11 42. On September 3, 2021, the motion was heard, and the Court granted  
12 Plaintiffs' unopposed Motion for Preliminary Settlement Approval. [Doc. # 192]. In its  
13 Order granting preliminary approval, the Court (i) provisionally certified the Settlement  
14 Class; (ii) appointed Plaintiffs as Settlement Class Representatives; (iii) appointed Girard  
15 Sharp LLP as Settlement Class Counsel; and (iv) appointed Mr. Goldberg to carry out the  
16 notice program and effect payment to Settlement Class Members. [Doc. # 192].

17 43. During the September 3, 2021 hearing, the Court directed the parties to  
18 modify the Notice of Class Action Settlement in various respects. The parties proposed  
19 revisions according to the Court's comments and submitted a new draft of the notice for  
20 the Court's consideration. The Court approved the revised notice and, as instructed by the  
21 Court, Plaintiffs filed that notice on the docket. [Doc. # 193].

22 **IV. CLASS NOTICE AND SETTLEMENT ADMINISTRATION**

23 44. No later than September 23, 2021, pursuant to the Court's Order, the  
24 Trustee of the Woodbridge Liquidation Trust caused the notice to be mailed first-class to  
25 all Non-Contributing Claimant members of the Settlement Class at their last-known  
26 mailing address on file with the Trust. The same day the Trustee caused a PDF version of  
27  
28

1 the notice, the Settlement Agreement, and the Motion for Preliminary Approval and  
2 supporting documents to be posted on the Trust's website,  
3 <https://woodbridgeliquidationtrust.com/>.

4 45. On August 16, 2021, Comerica caused the CAFA Notice to be mailed to the  
5 appropriate officials pursuant to 28 U.S.C. § 1715(b).

6 46. If the Court approves the Settlement, payments will be distributed to each  
7 Settlement Class Member (which, for the avoidance of doubt, includes the Non-  
8 Contributing Claimants and the Trust) automatically, based on the records maintained by  
9 the Trustee. The opt-out and objection period ends November 8, 2021. On November 24,  
10 Plaintiffs will file a reply in support of their motions for final settlement approval and for  
11 attorneys' fees, reimbursement of litigation expenses, and service awards, and will  
12 respond to and attach copies of any objections, comments, or opt-out requests from  
13 Settlement Class members.

14 **V. ATTORNEYS' FEES, LITIGATION EXPENSES, AND SERVICE**  
15 **AWARDS**

16 **A. Attorneys' Fees**

17 47. Plaintiffs apply for an award of \$13,550,000 in attorneys' fees (25% of the  
18 \$54,200,000 settlement fund to be allocated to the Settlement Class), reimbursement of  
19 \$409,611 in litigation expenses advanced by Class Counsel, and payment of a service  
20 award of \$15,000 for each individual Settlement Class Representative and \$20,000 for the  
21 married Settlement Class Representatives.

22 48. Settlement Class Members were given notice of Plaintiffs' application for  
23 attorneys' fees and litigation expenses in the notice that was mailed on or before  
24 September 23 and posted on the Woodbridge Liquidation Trust's website. Consistent with  
25 Plaintiffs' request, the notice states that Class Counsel will "seek an award of attorneys'  
26 fees of up to 25% of the class action settlement payment, in addition to reimbursement of  
27  
28

1 reasonable litigation expenses.” Similarly, the notice states that Class Counsel will “ask  
2 the Court to approve service award payments of \$15,000 to each of the individual class  
3 representatives and \$20,000 to the married class representatives.” [Doc. # 193].

4 49. As stated in the notice, Plaintiffs’ Application for Attorneys’ Fees and  
5 Reimbursement of Expenses will be posted to the Woodbridge Liquidation Trust website  
6 substantially contemporaneously with its filing and will be available for all class members  
7 to review.

8 50. Since January 2018, Class Counsel devoted thousands of hours and  
9 advanced substantial out-of-pocket expenses to develop and pursue the claims against  
10 Comerica and negotiate a favorable settlement for the Class. Counsel at all times  
11 represented Plaintiffs on a fully contingent basis. Counsel advanced all necessary costs  
12 and expenses for this action, and risked the outlay of substantial professional time and  
13 out-of-pocket expenses with no guarantee of recovery.

14 51. A true and correct copy of Girard Sharp LLP’s current Firm Resume is  
15 attached hereto as **Exhibit A**. Girard Sharp does not rely on litigation funding, has  
16 demonstrated the willingness to fund complex class action cases to a successful  
17 conclusion in the past, and did so here. For example, in approving a settlement litigation  
18 against Ameriprise arising out of the Provident Royalties Ponzi scheme, the court referred  
19 to the “extraordinary quality of the work and advocacy” of Girard Sharp, commenting that  
20 “Class counsel in this case possess great competence and experience, and the result  
21 reached in this case perfectly exemplifies their abilities. The Court has been extremely  
22 impressed . . . . Class counsel has incurred significant expenses and provided thousands of  
23 hours of diligent legal work on this case with the very real possibility of no recovery or a  
24 very limited recovery.” *Billitteri v. Securities America, Inc.*, 2011 WL 3585983, at \*5-8  
25 (N.D. Tex. Aug. 4, 2011). In another class action, which proceeded in California Superior  
26 Court, the court approved a settlement that Girard Sharp negotiated on the first day of  
27  
28



1 trial, stating: “It is abundantly clear that Class Counsel invested an incredible amount of  
2 time and costs in a case which lasted approximately 10 years with no guarantee that they  
3 would prevail. . . . Simply put, Class Counsel earned their fees.” *Skold v. Intel Corp.*, No.  
4 1-05-CV-039231 (Cal. Super. Ct., Santa Clara Cty.).

5 52. The class action attorneys at Girard Sharp who worked on this litigation  
6 performed tasks based on their skills, expertise, and experience. All attorneys, paralegals,  
7 and law clerks at Girard Sharp maintain contemporaneous time records reflecting the time  
8 spent on this and other matters. Girard Sharp dedicated a total of 8,322.7 hours of  
9 professional time to this litigation, with a resulting lodestar of \$4,637,887.50. These figures  
10 reflect efficient staffing, work that the firm reasonably performed for the benefit of the  
11 class, and hourly rates consistent with prevailing market rates that courts have approved.  
12 Girard Sharp’s professional time is summarized in **Exhibit B** to this declaration, which  
13 shows the hours worked, the billing rate, and the total lodestar for each Girard Sharp  
14 attorney and other professional who has worked on this matter.

15 53. The hourly rates listed for Girard Sharp employees are the current rates  
16 charged for the firm’s services in contingency matters as well as in non-contingent matters.  
17 Based on my relevant experience and knowledge of the type and quality of work performed  
18 on this case, I believe Girard Sharp’s rates are commensurate with the rates charged by  
19 other firms with similar experience and expertise in the relevant market for legal services.  
20 For former personnel, the lodestar calculation is based on their billing rates in their final  
21 year of employment with the firm. Girard Sharp sets its hourly rates based on peer law firm  
22 surveys published in *The National Law Journal* and our independent review of the hourly  
23 rates charged by other attorneys in comparable litigation. Our rates have been accepted by  
24 corporate clients for services provided on an hourly rate basis.

25 54. Girard Sharp’s billing rates have been approved by federal courts in class  
26 action litigation throughout the United States. *E.g., In re Capacitors Antitrust Litig.*, No.  
27  
28

3:14-CV-03264-JD, 2020 WL 6544472, at \*2 (N.D. Cal. Nov. 7, 2020); *Weeks v. Google LLC*, No. 5:18-CV-00801-NC, 2019 WL 8135563, at \*3 (N.D. Cal. Dec. 13, 2019); *In re Lenovo Adware Litig.*, No. 15-md-02624-HSG, 2019 U.S. Dist. LEXIS 69797, at \*35-36 (N.D. Cal. Apr. 24, 2019); *In re Lidoderm Antitrust Litig.*, No. 14-MD-02521-WHO, 2018 WL 4620695, at \*2 (N.D. Cal. Sept. 20, 2018); *In re Yahoo Mail Litig.*, No. 5:13-cv-04980-LHK (N.D. Cal. Aug. 25, 2016), ECF No. 42; *Corona v. Sony Pictures Entertainment, Inc.*, No. 14-CV-09600 RGK (SHx), 2016 WL 5921077, at \*1 (C.D. Cal. Apr. 12, 2016).

55. I have been responsible for staffing decisions at all times in the *Beynon* action and in the consolidated action after April 4, 2018, when the Court entered the consolidation order [Doc. # 39] appointing my firm to serve as Lead Counsel. Shortly thereafter, I notified the firms on the Executive Committee that, pursuant to the Court's April 4 Order, only work done at the express direction of Lead Counsel would be compensated, and that time records would need to be maintained in accordance with a billing protocol provided to each firm. To the best of my knowledge, all counsel have complied.

56. The staffing plan for this litigation was designed to limit duplication and assign work to the attorneys best able to perform the needed tasks with minimum time devoted to oversight. I directed the litigation and oversaw all briefing and discovery. I reviewed every filing submitted to this Court and participated in all substantive interactions with defense counsel. I agreed early on with Comerica's senior defense counsel that we would speak directly, without other attorneys involved, to attempt to resolve any matters of disagreement. This agreement enabled the parties to limit the time spent "meeting and conferring" on discovery and limited the number of disputes requiring court intervention.

57. A single associate at my firm, initially Elizabeth Kramer, and subsequently Makenna Cox, handled most associate-level tasks on this matter. The briefing associated

1 with opposing Comerica's motion to dismiss, the motion for class certification, the motion  
2 for preliminary approval, and certain discovery matters was done in the first instance by  
3 senior associate Trevor T. Tan. Mr. Tan's experience includes two years as a full-time law  
4 clerk to Judge Fernando M. Olguin of this District. Partner Jordan Elias supervised Mr.  
5 Tan's work. Mr. Elias's experience includes serving as a judicial law clerk to the late Judge  
6 Cynthia Holcomb Hall of the Ninth Circuit Court of Appeals, and 13 years in class action  
7 practice.

8 58. Executive Committee firms were assigned specific tasks, such as responding  
9 to discovery, assisting in preparing and defending their clients at depositions, document  
10 review, and legal research. The Levine Kellogg firm, counsel to the Liquidation Trust, also  
11 participated in document review, discovery, motion briefing, and settlement negotiations.  
12 To avoid duplicating efforts, the attorneys at Girard Sharp and Levine Kellogg conferred  
13 regularly to coordinate assignments. Jason Kellogg and I took all depositions of Comerica  
14 witnesses, except three depositions taken by more junior Girard Sharp and Levine Kellogg  
15 attorneys.

16 59. To the best of my knowledge, this litigation was staffed and managed as  
17 efficiently as possible, with minimal duplication if any. The hours Class Counsel applied to  
18 this case were reasonably expended on matters relevant and necessary to its successful  
19 prosecution.

20 60. Attached to this declaration are declarations from attorneys at the respective  
21 Executive Committee firms: Declaration of Jeffrey C. Schneider of Levine Kellogg  
22 Lehman Schneider + Grossman LLP (**Exhibit 1**); Declaration of Robert Neary of Kozyak  
23 Tropin & Throckmorton, P.A. (**Exhibit 2**); Declaration of Michael Dell'Angelo of Berger  
24 Montague, P.C. (**Exhibit 3**); Declaration of Christina D. Saler of Cohen Milstein Sellers &  
25 Toll PLLC (**Exhibit 4**); Declaration of Betsy C. Manifold of Wolf Haldenstein Adler  
26 Freeman & Herz LLP (**Exhibit 5**); Declaration of Jeffrey Sonn of Sonn Law Group P.A.

1 (Exhibit 6); and Declaration of Jeff S. Westerman of Westerman Law Corporation  
2 (Exhibit 7). Attached to each of these individual firm declarations are charts showing the  
3 lodestar for each firm, broken down by attorney or other professional, position, time  
4 worked, and billing rate.

5 61. Plaintiffs' counsel's total lodestar through September 1, 2021, based on the  
6 usual and customary hourly billing rates of professionals at each firm, is \$8,833,463  
7 corresponding to over 15,550 hours billed. A summary chart showing the lodestar for all  
8 firms representing Plaintiffs in this litigation is attached as **Exhibit C**.

9 62. Class Counsel are seeking an attorneys' fee award of \$13,550,000, which  
10 represents 1.5 times their collective lodestar at this time. This "multiplier" will decrease as  
11 a result of time Class Counsel will expend on any further proceedings in this matter.

12 **B. Unreimbursed Litigation Expenses**

13 63. Class Counsel, including the Executive Committee firms, have incurred  
14 \$409,611 in expenses through September 1, 2021.

15 64. Girard Sharp has incurred \$242,219 in expenses through September 1,  
16 2021. The expenses set forth in **Exhibit B** are reflected in my firm's books and records.  
17 These books and records are prepared using invoices, receipts, check records, and other  
18 source materials and are an accurate record of the expenses incurred. Third-party  
19 expenses are not marked up, meaning that the firm requests reimbursement only for the  
20 amount actually billed by the third party. The records will be made available to the Court  
21 upon request.

22 65. Corresponding charts showing the unreimbursed costs and expenses for the  
23 Executive Committee firms are appended to the individual firm declarations attached as  
24 **Exhibits 1 – 7**. A summary chart showing the unreimbursed costs and expenses for all  
25 firms representing Plaintiffs in this litigation is attached as **Exhibit D**.

66. Class counsel respectfully reserve the right to seek reimbursement of additional expenses incurred in connection with any further proceedings in this matter.

**C. Class Representative Service Awards**

67. Class Counsel respectfully request that the Court grant service awards of \$15,000 for each individual Settlement Class Representative—Mark Baker, Jay Beynon Family Trust DTD 10/23/1998, Joseph C. Hull, and Lilly A. Shirley—and \$20,000 for the married Settlement Class Representatives—Alan and Marlene Gordon, and Lloyd and Nancy Landman.

68. The Settlement Class Representatives are mostly seniors with no prior litigation exposure. They have diligently served as Plaintiffs, making essential and significant contributions to the litigation for the benefit of the Class. I am not aware of any conflicts of interest between any Settlement Class Representative and any Settlement Class Member.

69. The Settlement Class Representatives committed themselves to this litigation for over three years, monitoring the developments through frequent telephone calls, emails, and meetings with Class Counsel. Each Settlement Class Representative remained committed to pursuing and defending the interests of the Class even upon being sued by Comerica in the Injunction Proceeding in Bankruptcy Court in April 2018. The Settlement Class Representatives served on behalf of the Class without any guarantee of compensation for their efforts. Each Plaintiff made a substantial search for and production of documents. They searched for and produced sensitive financial material, such as bank statements and private information on unrelated investments. In certain cases, these searches necessitated retrieving years-old documents from their banks. Over the course of several months, each Settlement Class Representative worked with Class Counsel to provide timely and accurate responses to Comerica's interrogatories and document requests. Each Settlement Class Representative sat for lengthy (typically seven-hour-long)

1 adversarial depositions that covered personal and financial topics. Each Settlement Class  
2 Representative devoted several days to preparing for deposition, including by  
3 participating in multiple preparation meetings with Class Counsel, attending technical  
4 trainings to prepare for the remotely-conducted examinations, and dedicating time to  
5 refreshing their memories by reviewing their records and filings in the case. Each  
6 Settlement Class Representative further worked with Class Counsel to draft and submit  
7 declarations in support of class certification. And each Settlement Class Representative  
8 was consulted throughout the settlement process and approved the terms of the Settlement  
9 before it was finalized. On average, each Settlement Class Representatives devoted  
10 approximately 50 hours to this case. Additional detail regarding each Settlement Class  
11 Representative's contributions is provided in their declarations in support of class  
12 certification [Doc. # 170-3 – 170-8], as well as in the individual firm declarations attached  
13 as **Exhibits 1 – 7**.

14 70. Plaintiffs Mark Baker, Jay Beynon Family Trust DTD 10/23/1998, Lilly A.  
15 Shirley, Joseph C. Hull, Alan and Marlene Gordon, and Nancy and Lloyd Landman each  
16 ably performed their class representative duties for the benefit of the Settlement Class  
17 members, and Class Counsel's view is that each Plaintiff merits a service award in  
18 recognition of their contributions. Without their willingness to come forward and  
19 represent similarly situated victims of the Woodbridge fraud, the results achieved would  
20 not have been possible.

21 I declare under penalty of perjury under the laws of the United States that the  
22 foregoing is true and correct. Executed October 8, 2021.

23  
24 By: /s/ Daniel C. Girard  
25 Daniel C. Girard  
26  
27  
28



# EXHIBIT A

# GIRARD SHARP

## Firm Resume

---

Girard Sharp is a national litigation firm representing plaintiffs in class and collective actions in federal and state courts. The firm serves individuals, institutions and business clients in cases involving consumer protection, securities, antitrust, privacy, and whistleblower laws.

Our clients range from individual consumers and small businesses to Fortune 100 corporations and public pension funds. We have recovered over a billion dollars on behalf of our clients in class actions and non-class cases. In addition to litigation, our firm also provides consulting and strategic counseling services to institutional clients and professionals in securities litigation, and corporate governance. We are committed to achieving favorable results for all of our clients in the most expeditious and economical manner possible.

Girard Sharp has been distinguished as a Tier 1 law firm for plaintiffs' mass tort and class action litigation in the "Best Law Firms" list in the survey published in the U.S. News & World Report's Money Issue. *The National Law Journal (NLJ)* has named Girard Sharp to its elite "Plaintiffs' Hot List," a selection of top U.S. plaintiffs' firms recognized for wins in high-profile cases. In 2020, Girard Sharp was honored with the *Daily Journal's* "Top Boutiques in California" award. Girard Sharp also was honored as the 2019 Elite Trial Lawyers winner in the category of Insurance Litigation and as a finalist in Consumer Protection Litigation, Pharmaceutical Litigation, and Products Liability Litigation.

Nine of the firm's attorneys have been selected as Northern California Super Lawyers and Rising Stars. Name partners Daniel Girard and Dena Sharp have been selected by their peers for *The Best Lawyers in America*. Daniel Girard has been recognized among the "Top 100 Super Lawyers" in Northern California, and Dena Sharp has been recognized as one of the Top 50 Women Attorneys in Northern California. *Best Lawyers* also designated Mr. Girard as the 2013 "Lawyer of the Year" in San Francisco for class action litigation. Mr. Girard has earned an *AV-Preeminent* rating from Martindale-Hubbell, recognizing him in the highest class of attorneys for professional ethics and legal skills.

### Partners

<i>Daniel Girard</i>	<i>p. 2</i>
<i>Dena Sharp</i>	<i>p. 4</i>
<i>Adam Polk</i>	<i>p. 5</i>
<i>Jordan Elias</i>	<i>p. 6</i>
<i>Scott Grzenczyk</i>	<i>p. 7</i>
<i>Simon Grille</i>	<i>p. 8</i>

### Associates

<i>Makenna Cox</i>	<i>p. 8</i>
<i>Mani Goehring</i>	<i>p. 8</i>
<i>Trevor Tan</i>	<i>p. 9</i>
<i>Peter Touschner</i>	<i>p. 9</i>
<i>Tom Watts</i>	<i>p. 9</i>
<i>Erika Garcia</i>	<i>p. 10</i>
<i>Nina Gliozzo</i>	<i>p. 10</i>
<i>Mikaela Bock</i>	<i>p. 10</i>
<i>Kai Lucid</i>	<i>p. 11</i>
<i>Sean Greene</i>	<i>p. 11</i>
<i>Kyle Quackenbush</i>	<i>p. 11</i>

### Of Counsel

<i>Michael Danko</i>	<i>p. 12</i>
<i>Kristine Meredith</i>	<i>p. 13</i>

## SIGNIFICANT RECOVERIES

<i>Privacy Violations</i>	<i>p. 13</i>
<i>Deceptive Trade Practices</i>	<i>p. 15</i>
<i>Defective Products</i>	<i>p. 17</i>
<i>Other Consumer Matters</i>	<i>p. 19</i>
<i>Securities &amp; Financial Fraud</i>	<i>p. 21</i>
<i>Mass Tort</i>	<i>p. 23</i>
<i>Antitrust</i>	<i>p. 24</i>
<i>Government Reform</i>	<i>p. 24</i>

## ATTORNEYS

### Partners

---

**Daniel Girard** serves as the firm's managing partner and coordinates the prosecution of the various consumer protection, securities, and antitrust legal matters handled by the firm. Under Daniel Girard's leadership, Girard Sharp has become one of the most respected and experienced class action law firms in the United States. Dan believes that, too often, our legal system favors companies and financial institutions over ordinary people. He founded the firm to provide individuals who work hard and play by the rules the same focused, dedicated representation enjoyed by corporations, banks, and insurance companies.



Dan is frequently appointed by courts to lead major complex cases. For example, he was appointed to serve as co-lead counsel in the Intuit Free File Litigation, a nationwide class action alleging unfair business practices in the market for online tax preparation software services. Dan also serves as lead counsel in the Woodbridge Investments Litigation, as a member of the leadership team in the USC Student Health Center Litigation, as lead counsel in the United States Office of Personnel Management Data Breach class action, and as lead counsel for the California Teachers Retirement System in litigation against Walmart for violations of the Foreign Corrupt Practices Act. Daniel served as a lead lawyer for securities investors following the collapse of investment bank Lehman Brothers and oil and gas producer Provident Royalties, and as lead counsel for commodities investors following the failure of the Peregrine Financial Group. Dan has successfully prosecuted numerous cases for violations of consumer fraud, predatory lending, and unfair competition laws.

Dan's past and present clients include the California Teachers Retirement System, the Kansas Public Employees Retirement System, the American Federation of Government Employees, Fireman's Fund Insurance Company, Allianz Life Insurance Company, Nu Skin International Inc., and Gunter Sachs.

Dan has served on several United States Judicial Conference committees. He was appointed by Chief Justice William H. Rehnquist to the United States Judicial Conference Advisory Committee on Civil Rules and served from 2004 through 2010. Chief Justice John G. Roberts appointed Dan to the Standing Committee on Practice and Procedure in 2015 and reappointed him to a second term in 2018.

Dan is a member of the Council of the American Law Institute. In addition, he has served as a member of the faculty on several Federal Judicial Programs for federal judges. Dan served on the Advisory Board for the Duke Law School Center for Judicial Studies and the Institute for the Advancement of the American Legal System. He is a member of the Business Law Section of the American Bar Association. He is past Chair of the Business Law Section's Subcommittee on Class Actions, Co-Chair of the Business and Corporate Litigation Committee's Task Force on Litigation Reform and Rule Revision, and Vice-Chair of the Business and Corporate Litigation Committee.

Dan's article, *Limiting Evasive Discovery: A Proposal for Three Cost-Saving Amendments to the Federal Rules*, 87 Denver Univ. L. Rev. 473 (2010), proposed several rule amendments that were ultimately adopted in Federal Rule of Civil Procedure 34(b)(2). Other published articles include: *Managez efficacement vos litiges d'affaires*, Extrait du magazine, Décideurs N°121, November 2010, *Stop Judicial Bailouts*, The National Law Journal, December 1, 2008, and *Billions to Answer For*, Legal Times, September 15, 2008. His speaking engagements include the following: Panelist for COVID and the Courts Conference, Center on Civil Justice at NYU Law School, January 11, 2021; Panelist for First Annual Class Action Annual Case Law and Practices Review Bench-Bar Conference, James F. Humphreys Complex Litigation Center at the George Washington University Law School, November 12-13, 2020; Guest lecturer, Vanderbilt Law School, November 13, 2017; Co-chair for Judicial Training Symposium, Federal Judicial Center and Electronic Discovery Institute, October 2017; Panelist for "The Judicial Perspective and Rule 23 Committee Update," Perrin Conferences' Class Action Litigation Conference, May 31, 2017; Panelist for Multi-district Litigation Roundtable, The George Washington University, April 27-28, 2017; Panelists for "Precision Advocacy: Reinventing Motion Practice to Win," Federal Bar Association, San Francisco Chapter, March 2017; Panelist for Class Action Settlements and Discovery presentations, HB Litigation Conferences, May 3, 2016; Panelist for Data Breach & Privacy presentation, HB Litigation Conferences, February 11, 2016; Panelist for "Hello 'Proportionality,' Goodbye 'Reasonably Calculated,'" Joint Conference of ABA Section of Litigation and Duke Law Center for Judicial Studies, January 28, 2016; Invited Participant in Special MDL Conference, Duke Law Center for Judicial Studies, October 8, 2015; Co-panelist with Judge James P. O'Hara on Discovery Amendments to Federal Rules of Civil Procedure; Kansas City Metropolitan Bar Association, D. Kan., and W. D. of Mo., September 17, 2015; Panelist in Private Breakfast Seminar on Class Action Risk Mitigation Strategies, Lazareff LeBars, September 22, 2015; Invited Participant on Judicial Conference Advisory Committee on Civil Rules, Rule 23 Mini- Conference, September 11, 2015; Attorney Faculty in Managing Complex Litigation Workshop for US District Judges, Federal Judicial Center, August 25, 2015; Moderator and Panelist on panels addressing proposed Rule 23 amendments, Class Action Settlement Conference, Duke Law Center for Judicial Studies, July 2015; Panelist on Role of Consumer Class Actions in the Herbal Supplements Industry, HarrisMartin's MDL Conference: Herbal Supplements Litigation, May 27, 2015; Panelist on Transferee Judge Case Management; Multidistrict Litigation Institute, Duke Law Center for Judicial Studies, April 9-10 2015; Roundtable Participant on Settlement Class Actions, George Washington University Law School, April 8, 2015; Lessons from Recent Data Breach Litigation, Western Trial Lawyers, February 26, 2015; Speaker in Privacy & Cybersecurity Webinar, State Bar of California, February 24, 2015; Panelist on Preservation Issues, Proportionality Discovery Conference, Duke Law Center for Judicial Studies, November 13-14, 2014; Roundtable Participant on Public and Private Enforcement after Halliburton, ATP and Boilermakers, Duke Law Center for Judicial Studies, September 26, 2014; Co-panelist on Consolidation and Coordination in Generic Drug Cases, HarrisMartin's Antitrust Pay for Delay Conference, September 22, 2014; Guest Lecturer on Civil Litigation Seminar, UC Berkeley, Hastings School of Law, September 18, 2014; Panel Moderator on Selection and Appointment of Plaintiffs' Steering Committee, MDL Best Practices, Duke Law Center for Judicial Studies, September 11-12, 2014; Panel on Shareholder Class Action Lawsuits under the New Companies Act, Joint Conference of the Society of Indian Law Firms and the American Bar Association, Delhi, India, February 14-15, 2015; Panelist on Symposium on Class Actions, University of Michigan Law School Journal of Law Reform, March 2013; Co-taught Seminar on Class Actions and Complex Litigation, Duke University Law School, January 2013; Recent Developments in U.S. Arbitration Law, Conference on Business Law in Africa, Abidjan, Côte d'Ivoire, October 2012; Bringing and Trying a Securities Class Action Case, American Association for Justice 2012 Annual Convention, July 2012; Panel on Class Actions, U.S. Judicial Conference Standing

Committee on Rules of Practice and Procedure, Phoenix, January 2012; Panel on Paths to (Mass) Justice, Conference on Globalization of Class Actions and Mass Litigation, The Hague, December 2011; Contentieux et Arbitrage International: les bons réflexes à acquérir (Litigation and International Arbitration: acquiring the right reflexes), Paris, France, March 2011; Panel on Proposals for Rule Amendments and Preservation Obligations, U.S. Judicial Conference Advisory Committee on Rules of Practice and Procedure, January 2011.

Dan has served as a guest lecturer on class actions and complex litigation at the UC Davis School of Law, UC Berkeley School of Law, UC Hastings College of the Law, Vanderbilt Law School and Stanford Law School. Dan has been consistently honored as a Northern California Super Lawyer (2007-2021). He was educated in France as well as the United States and is fluent in French.

**Dena Sharp** is a problem solver who simplifies even the hardest issues in complex litigation. Dena currently serves as co-lead counsel in *In re Xyrem Antitrust Litigation*, the *In re Juul Labs Inc.* multidistrict litigation, and in the *In re California Gasoline Spot Market Antitrust Litigation*. She also represents a certified class of prescription drug purchasers in the *In re Restasis Antitrust Litigation* and serves as a member of the End-Payer Steering Committee in the *In re Generic Pharmaceuticals Pricing Antitrust Litigation*. In addition, Dena represents clients of a fertility center whose eggs and embryos were affected by a freezer tank malfunction in San Francisco. After a three-week trial in summer 2021, the jury returned a verdict against the tank manufacturer and awarded the plaintiffs more than \$14 million in damages for pain, suffering and emotional distress.



As co-lead counsel in *In re Lidoderm Antitrust Litigation*, a “pay-for delay” antitrust case that settled for \$104.75 million on the eve of trial, Dena worked with her team to win class certification, defeat summary judgment, and obtain the largest recovery for a class of end-payers in similar federal litigation in more than a decade. She has also played a key role in a variety of other high-profile cases, including representing investors in litigation arising from Lehman Brothers’ bankruptcy and in matters involving Ponzi schemes and accounting fraud.

The National Law Journal has recognized Dena as an “Elite Woman of the Plaintiffs’ Bar” for two consecutive years, honoring her as one of only a handful of lawyers nationwide who has “consistently excelled in high-stakes matters on behalf of plaintiffs” over the course of her career. In 2021, Dena was named one of the “Best Lawyers in America.” Dena was honored as a Northern California Rising Star from 2009 to 2016 and has been recognized as a Northern California Super Lawyer since 2017. Dena was also named to the National Trial Lawyers Top 100 in 2019 and was recognized as one of the Top 50 Women Attorneys in Northern California in 2021.

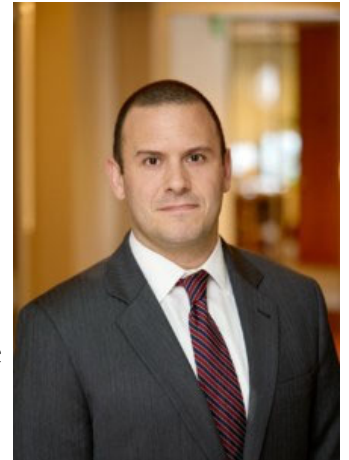
Outside the courtroom, Dena was elected to the American Law Institute in 2018 and is the current co-chair of the Lawyer Representatives to the Ninth Circuit Judicial Conference for the Northern District of California. Dena has served as co-chair and faculty member of the annual Judicial Training Symposium for Federal Judges, hosted by the Federal Judicial Center and the Electronic Discovery Institute. She sits on the board of directors of the Impact Fund, a public interest nonprofit, serves as a vice chair of the Advisory Council for the Duke Law School Center for Judicial Studies, and is an



Advisory Board Member of the Center for Litigation and Courts at UC Hastings College of the Law. Dena also co-authored the widely-cited Sedona Principles: Best Practices and Principles for Electronic Document Production (Third Edition), and a chapter in the ABA's "Class Action Strategy and Practice Guide."

A first-generation American, Dena is fluent in Spanish and German.

**Adam Polk** is a partner at Girard Sharp who takes a client-focused approach to each matter he handles. A devoted advocate, Adam rolls up his sleeves and does whatever it takes to give each of his clients the high-quality representation they deserve. Concentrating his practice on complex consumer, securities, and antitrust class actions, Adam's experience covers all aspects of civil litigation, from initial case investigation and complaint preparation through discovery and trial.



Adam currently serves as co-lead counsel in: (1) *In re Subaru Battery Drain Litigation* (an ongoing consumer protection action concerning defective batteries in Subaru vehicles); and (2) *In re Maxar Technologies Inc. Shareholder Litigation* and *In re Hewlett Packard Enterprise Co. Shareholder Litigation* (actions alleging violations of the Securities Act of 1933). He also serves as part of the co-lead counsel teams in *In re California Gasoline Spot Market Antitrust Litigation* (an antitrust class action alleging manipulation of the spot market for gasoline in California); *In re Pacific Fertility Center Litigation* (a product defect class action related to the alleged failure of an IVF tank holding human eggs and embryos); *In re PFA Insurance Marketing Litigation* (a consumer protection class action alleging the unfair and deceptive sale of life insurance); and as an executive committee member in *In re Allergan Biocell Textured Breast Implant Products Liability Litigation* (a multidistrict litigation centering on allegedly defective breast implants pending in the District of New Jersey).

Recently, Adam served on the lead counsel teams in several cases that resolved favorably for his clients, including *Magowski v. The Parking REIT, Inc. et al.*, (a class action in which investors in The Parking REIT were facing a complete loss on their investments, with CEO and Chairman, Michael Shustek, facing SEC charges of "draining \$29 million" to benefit himself), *Bentley v. LG Electronics U.S.A. Inc.* and *Sosenko v. LG Electronics U.S.A. Inc.* (class actions alleging that LG's refrigerators are defective and prone to premature failure); and, *In re Nexus 6P Products Liability Litigation* and *Weeks v. Google, LLC* (two consumer class actions against Google relating to defective mobile phones, which resolved for a combined \$17 million). Adam was also instrumental in achieving substantial settlements for his clients in *In re Sears Holdings Corporation Stockholder and Derivative Litigation* (\$40 million settlement) and *Daccache v. Raymond James Financial, Inc.* (\$150 million partial settlement).

Before joining the firm, Adam externed for the Honorable Sandra Brown Armstrong and the Honorable Claudia Wilken, of the U.S. District Court for the Northern District of California.

Adam is chair of the American Bar Association's Class Action and Derivative Suits committee, for which he is a frequent contributor of content regarding emerging issues in class action litigation. As of 2021 he is a member of the Fellows of the American Bar Foundation. His articles include: *Ninth Circuit: Central District of California's 90-Day Deadline to Move for Class Certification Incompatible with Rule 23*,



ABA Practice Points, October 2018, *Fourth Circuit, No Presumption of Timeliness Where One Class Action Plaintiff Moves to Intervene in Another Class Action Prior to the Opt-Out Deadline*, ABA Practice Points, July 2018, *California Supreme Court: Unnamed Class Members Must Intervene or Move to Vacate to Gain Right to Appeal Class Settlements*, ABA Practice Points, May 2018, *Tilting at Windmills: Nationwide Class Settlements After In re Hyundai and Kia Fuel Economy Litigation*, ABA Section of Litigation, Class Actions & Derivative Suits, February 2018 (co-author), *“Ninth Circuit.” Survey of Federal Class Action Law*, ABA 2018 (co-author), *Ninth Circuit: No Formal Motion for Reconsideration Needed to Toll 23(f) Deadline*, ABA Practice Points, September 2017, *Eighth Circuit Clarifies CAFA’s Local-Controversy Exception Applies to Local Citizens, Not Mere Residents*, ABA Practice Points, May 2017, *Shrink-Wrap Arbitration Clauses Must Be Conspicuously Displayed: Ninth Circuit*, ABA Practice Points, April 2017, *Predispute Arbitration Clauses Targeting Public Injunctive Relief Are Unenforceable: CA Supreme Court*, ABA Practice Points, April 2017, *Ninth Circuit: Cy Pres Awards Must be Tailored to Plaintiffs’ Claims to Justify a Class Action Release*, ABA Practice Points, February 2017, *Rule 23 Does Not Include an ‘Administrative Feasibility Requirement: Ninth Circuit*, ABA Practice Points, January 2017.

Adam has been selected by his peers as a Northern California Super Lawyer, Rising Star, each year since 2013. Adam has been named to the National Trial Lawyers “Top 40 Under 40” for three consecutive years. In 2021, Adam was named to *Best Lawyers* “Ones to Watch.”

**Jordan Elias**, a partner in the firm, represents consumers and small businesses injured by corporate violations. He has pursued civil claims against monopolists, price-fixing cartels, oil and tobacco companies, and the nation’s largest banks. Over the past decade, Jordan has also taken on pharmaceutical companies for collusion leading to inflated prescription drug prices.

Jordan served as head writer for the plaintiffs in the wrongful death cases arising from sudden unintended acceleration of Toyota vehicles. He was the primary author of the plaintiffs’ briefs in the California Supreme Court in the landmark Cipro “pay-for-delay” antitrust case, and gained a reversal for the plaintiff in *Pavoni v. Chrysler Group, LLC*, 789 F.3d 1095 (9th Cir. 2015). Jordan also spearheaded the appeal in *In re U.S. Office of Personnel Management Data Security Breach Litigation*, 928 F.3d 42 (D.C. Cir. 2019), where the court reversed the dismissal of a case brought on behalf of 21.5 million federal government workers whose sensitive private information was hacked. More recently, Jordan represented the League of Women Voters in an amicus brief urging the Ninth Circuit to preserve an extension of the State of Arizona’s voter registration deadline in light of the Covid-19 pandemic and the remote location of many Native American voters. Jordan also argued the successful appeal in *Velasquez-Reyes v. Samsung Electronics America, Inc.*, No. 17-56556 (9th Cir. Sept. 17, 2019), where the Ninth Circuit held that Samsung could not compel individual arbitration of false advertising claims even though its smartphone packaging had an arbitration clause.



Jordan received a California Lawyer Attorney of the Year (CLAY) award in 2016. He has been recognized as a Northern California Super Lawyer, Appellate, since 2014. A former chief arbitrator for the San Francisco Bar Association’s attorney-client fee disputes program, Jordan now serves as the program’s vice-chair.

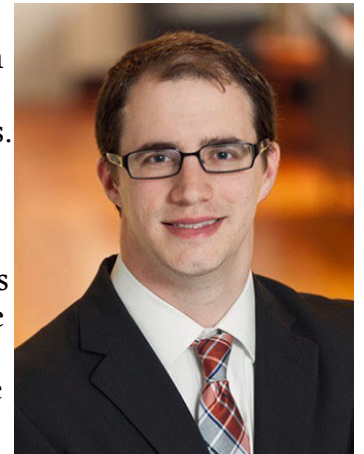
In 2017, Jordan was elected to the American Law Institute. He is also a Fellow of the American Bar Foundation. He authored the Supreme Court chapter, and co-authored the Ninth Circuit chapter, in

the American Bar Association's *Survey of Federal Class Action Law*. He also co-authored the chapter on antitrust standing, causation and remedies in *California State Antitrust and Unfair Competition Law* (Matthew Bender 2019), the chapter on CAFA exceptions in *The Class Action Fairness Act: Law and Strategy* (ABA 2d ed. 2021), and the chapter on jurisdiction and preemption in *California Class Actions and Coordinated Proceedings* (Matthew Bender 2015). Jordan wrote the law review articles "More Than Tangential": *When Does the Public Have a Right to Access Judicial Records?*, *Journal of Law & Pol'y* (forthcoming); *Course Correction—Data Breach as Invasion of Privacy*, 69 *Baylor L. Rev.* 574 (2018), *Cooperative Federalism in Class Actions*, 86 *Tenn. L. Rev.* 1 (2019), and *The Ascertainability Landscape and the Modern Affidavit*, 84 *Tenn. L. Rev.* 1 (2017). His bar journal articles include "Putting Cipro Meat on Actavis Bones," 24 *No. 2 Competition* 1, *State Bar of California* (2015), "Does *Bristol-Myers Squibb Co. v. Superior Court* Apply to Class Actions?" *ABA Section of Litigation, Class Actions & Derivative Suits* (Feb. 25, 2020) (co-author), and "Tilting at Windmills: Nationwide Class Settlements After *In re Hyundai and Kia Fuel Economy Litigation*," *ABA Section of Litigation, Class Actions & Derivative Suits* (Feb. 28, 2018) (co-author).

Jordan was awarded the Field Prize in the humanities at Yale College, where he was an all-Ivy League sprinter. While attending Stanford Law School, he served on the law review and externed for the Honorable Charles R. Breyer of the Northern District of California. After law school, Jordan clerked for the late Judge Cynthia Holcomb Hall of the Ninth Circuit Court of Appeals. He then defended technology companies in securities and intellectual property cases at Wilson Sonsini Goodrich & Rosati, which honored him with the John Wilson Award for winning asylum for refugees from Haiti and Indonesia. Before joining Girard Sharp in 2015, Jordan practiced for seven years at Lieff Cabraser Heimann & Bernstein.

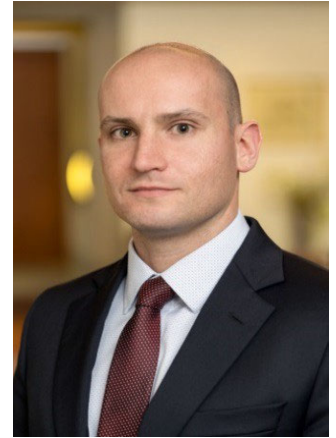
**Scott Grzenczyk** dedicates his practice to representing plaintiffs in antitrust and consumer protection matters. He has wide-ranging experience in all aspects of complex litigation and has served as a member of leadership teams that have recovered hundreds of millions of dollars for the firm's clients. Scott brings a tireless work ethic and a practical, results-oriented approach to his cases.

For several years, Scott has represented union health and welfare funds in cases alleging that large, multinational drug companies illegally inflated the price of prescription drugs. Scott has helped achieve precedent-setting recoveries, including a \$104.75 million settlement shortly before trial in a case concerning the prescription drug Lidoderm. He also plays a key role in the firm's work in the *In re Restasis Antitrust Litigation* and *In re Generic Pharmaceuticals Antitrust Litigation* matters.



Scott led the firm's litigation efforts in a class action filed by native inhabitants of Guam bringing due process and equal protection claims against the government of Guam. He also has a track record of successfully representing consumers, including car and cell phone purchasers, in cases involving fraud and unfair business practices. During law school, Scott successfully argued a precedent-setting immigration case before the U.S. Court of Appeals for the Ninth Circuit. He has been honored as a Rising Star by Northern California Super Lawyers every year since 2013. In 2020, Scott was honored as a recipient of the American Antitrust Institute's "Outstanding Antitrust Litigation Achievement by a Young Lawyer" award.

**Simon Grille**, a partner in the firm, is committed to seeking justice for individuals harmed by corporate wrongdoing. He represents plaintiffs in class and complex litigation concerning consumers' rights and financial fraud. He has taken a lead role in consumer class actions against some of the largest technology companies in the world. Simon has been named a Rising Star by Super Lawyers since 2017, and was named to Best Lawyers "Ones to Watch" in 2021



Simon approaches each case with an unwavering commitment to obtaining the best possible outcome for his clients. A creative problem-solver, Simon welcomes the challenges of complex civil litigation. He has substantial experience in all aspects of civil litigation.

Before joining Girard Sharp, Simon worked at a prominent Bay Area law firm, where he represented victims of toxic exposure in complex civil litigation. He also has experience working in-house at a multinational company and as an extern for the Honorable Arthur S. Weissbrodt of the United States Bankruptcy Court for the Northern District of California.

## Associates

---

**Makenna Cox** handles all aspects of complex class action litigation, including consumer protection cases against some of the nation's largest corporations.

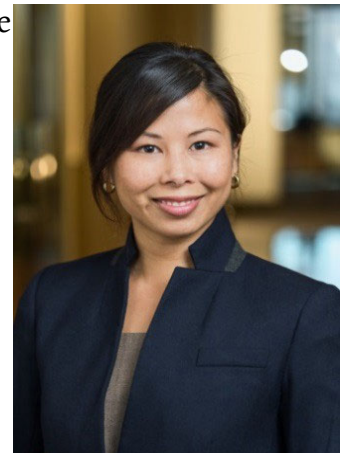
Before joining Girard Sharp, Makenna advocated for musicians' rights and co-authored comments filed with the Federal Communications Commission. She worked during law school at an appellate firm in Los Angeles.



Makenna served as Senior Production Editor on the *Loyola of Los Angeles Entertainment Law Review*. She received her B.A. with honors from the University of San Francisco.

**Mani Goehring** strives to provide clients with prompt attention, reliable guidance, and excellent outcomes. She represents consumers in class action and other complex litigation seeking to hold companies and institutions accountable for misconduct. From intake to resolution, Mani knows that responsiveness and tenacity are key to obtaining favorable results.

Mani previously worked on criminal matters at the Antitrust Division of the U.S. Department of Justice. She also interned for the U.S. Attorney's Office, the San Francisco District Attorney's Office, and the American Civil Liberties Union of Northern California.





**Trevor Tan** focuses on consumer protection class actions and other complex civil litigation, specializing in legal research and writing. He was honored as a Rising Star by Super Lawyers beginning in 2019.

Trevor has considerable experience working in judicial chambers. Before joining Girard Sharp, he clerked for the Honorable Fernando M. Olguin of the U.S. District Court for the Central District of California. Trevor also clerked for Judges of the Los Angeles County Superior Court and the court's Appellate Division.

Trevor received his J.D. from the University of Chicago Law School in 2011. During law school, he was an extern for the Honorable George H. Wu in the Central District of California and a law clerk with the Illinois Attorney General. In addition, he served as a child advocate with the school's immigrant child advocacy clinic and worked on behalf of immigrant children from China. After law school, Trevor represented unaccompanied minors in removal proceedings as a fellow at the Young Center for Immigrant Children's Rights.

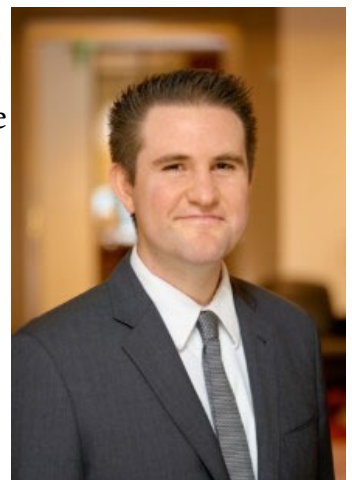
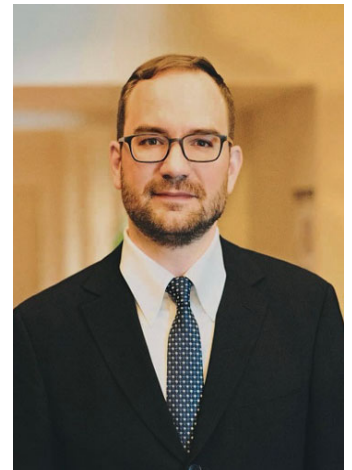
Trevor received his undergraduate degree with honors in political science from the University of California, Irvine in 2006.

**Peter Touschner** handles complex class action e-discovery matters for the firm. Before joining Girard Sharp, Peter represented class members harmed by Volkswagen's emissions-related fraud, as well as insureds who were charged inflated premiums due to the anticompetitive practices of a hospital conglomerate.

Peter previously worked as a Research Attorney at the Center for Democracy and Technology, where he investigated deceptive online advertising practices and evaluated proposed cybersecurity legislation. During law school, Peter externed for U.S. District Judge Charles R. Breyer and served as Senior Articles Editor for the Hastings Science and Technology Law Journal.

**Tom Watts** focuses his practice on complex antitrust litigation against monopolists and other wrongdoers. Before joining the firm, Tom clerked for the Honorable Jane Roth on the Third Circuit and the Honorable Robert McDonald of the Maryland Court of Appeals, assisting in a wide variety of appellate and state supreme court matters.

Tom earned a J.D. and master's in public policy *magna cum laude* from Harvard Law School and Harvard Kennedy School. During law school, he gained experience in litigation, appeals, and policy advocacy by interning with the U.S. Department of Justice's Civil Appellate Section, Santa Clara County's Impact Litigation and Social Justice Section, and Public Advocates.



Tom received his B.A. from the University of California, Berkeley, with High Distinction in General Scholarship. He double majored in Classical Languages, in which he received High Honors, and Astrophysics, for which he was the undergraduate commencement speaker.

**Erika Garcia** handles complex e-discovery matters for the firm. She is admitted to practice in California and New York.

Before joining Girard Sharp, Erika worked at a large international law firm with a focus on class action and commercial litigation as well as regulatory investigations. She has negotiated and drafted numerous confidentiality agreements in the mergers and acquisitions setting.

Erika is fluent in Spanish and previously served as a volunteer advocate in Ecuador for refugees from other Latin American countries.



**Nina Gliozzo** works to seek justice for plaintiffs in complex litigation nationwide. Before joining Girard Sharp, Nina clerked for the Honorable Marsha S. Berzon of the U.S. Court of Appeals for the Ninth Circuit.

Nina earned her J.D., *magna cum laude*, from the University of California, Hastings College of Law. During law school she externed for the Honorable Charles R. Breyer, U.S. District Judge for the Northern District of California. She also served as Executive Symposium Editor for the *Hastings Law Journal*, organizing a symposium featuring a conversation with former Supreme Court Justice Anthony M. Kennedy.



**Mikaela Bock** advocates for mass tort victims and injured consumers in complex civil litigation.

During law school, Mikaela externed in the Northern District of California and was the national champion of the Evan A. Evans Constitutional Law Moot Court Competition. She previously worked for Teach for America, teaching 7th graders in East Palo Alto, California.



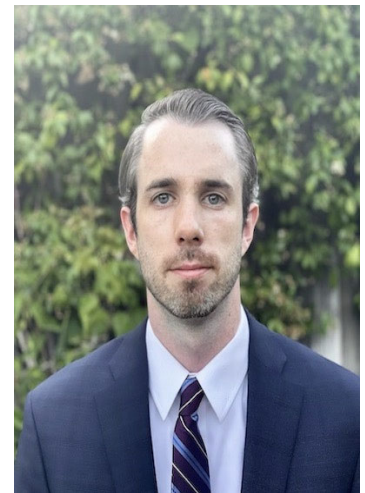
**Kai Lucid** focuses his practice on representing clients in investment and financial matters. Before joining Girard Sharp, Kai worked as an associate at the Palo Alto office of a renowned corporate firm based on Wall Street.

Kai earned his J.D., *magna cum laude*, from the University of California, Hastings College of the Law. During law school he externed for two U.S. District Judges for the Northern District of California. Kai also served as Executive Articles Editor for the *Hastings Law Journal*, determining which articles would be published in the Journal.



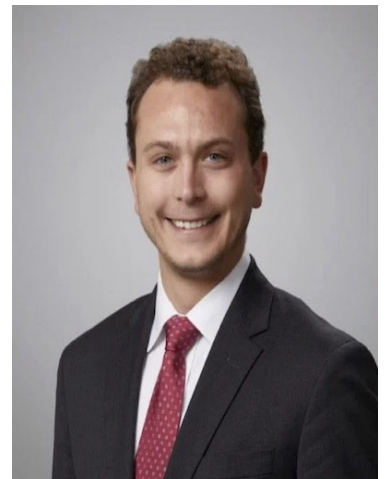
**Sean Greene** advocates for injured consumers and policyholders. He brings a unique perspective to his work, as he defended insurance companies before joining Girard Sharp.

During law school, Sean earned Moot Court Honorable Mention in Oral Advocacy and was an Officer of the Hastings Health Law Organization. Before law school, he gained extensive knowledge of insurance from working on public health initiatives to provide health care to underprivileged schoolchildren in Northeast Pennsylvania.



**Kyle Quackenbush** prosecutes class actions and other complex civil litigation, with a focus on antitrust. He has participated in all stages of litigation, including drafting pleadings, coordinating document discovery, taking depositions, preparing dispositive motions, and trial. Among other work, Kyle has contributed his skills to several antitrust cases involving the pharmaceutical industry, focusing on the interplay between antitrust and intellectual property law as well as market concentration within payor and provider networks. He was named a Northern California Super Lawyers “Rising Star” in 2020 and 2021.

Kyle also volunteers with the Federal Pro Bono Project of the Bar Association of San Francisco. In one case, he represented a plaintiff who alleged employees at Salinas Valley State Prison were deliberately indifferent to the plaintiff’s serious medical needs, in violation of the Eighth Amendment. In another case, he represented a homeowner plaintiff in settlement negotiations with Wells Fargo.



During law school, Kyle was a Summer Honors Legal Intern at the Federal Trade Commission’s San Francisco office, and a Legal Extern at the Washington State Attorney General’s Office. While at the FTC, he co-authored *The Efficiencies Defenestration, Are Regulators Throwing Valid Healthcare*



Efficiencies Out The Window?, published in the winter 2017 issue of the Journal of the Antitrust and Unfair Competition Law Section of the California Lawyers Association.

In addition to his membership in the American Bar Association and the Bar Association of San Francisco, Kyle participates in the Barristers Association of San Francisco, working to provide information and resources to lawyers in their first ten years of practice.

## Of Counsel

---

**Michael S. Danko** is a renowned trial lawyer with more than 25 years of legal experience. Mike represents individuals who have suffered catastrophic personal injuries, as well as families of wrongful death victims in cases involving product defects, defective medications and medical devices, airplane and helicopter accidents, and dangerous structures. He has tried cases in state and federal courts throughout the country and has won numerous eight-figure verdicts on behalf of his clients.



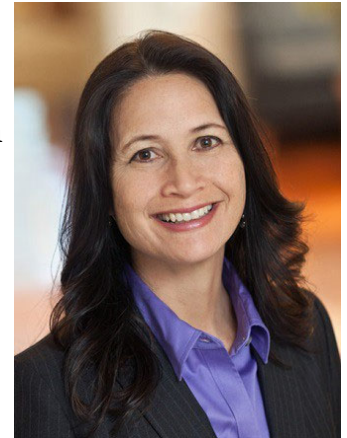
Mike represents dozens of victims of a Pacific Gas & Electric gas line explosion and serves on the Plaintiffs' Steering Committee in a California state coordinated proceeding *San Bruno Fire Cases*, JCCP No. 4648. He also serves on the Science Committee for Plaintiffs in *In re Yasmin and Yaz (Drospirenone) Marketing, Sales Practices and Products Liability Litigation*, MDL No. 2100.

In 2009, Mike won a \$15 million jury verdict for a client injured by a defective aircraft part, which earned him a nomination for 2009 California Trial Lawyer of the Year by the Consumer Attorneys of California.

Mike's trial advocacy has helped bring about significant reforms and changes to corporate policies. As lead counsel in *In re Deep Vein Thrombosis Litigation*, MDL No. 1606 (N.D. Cal.), he represented more than one hundred air travelers who suffered strokes, pulmonary emboli, or heart attacks as a result of airline-induced blood clots. He developed theories of liability and proof regarding the cause of his clients' injuries that led to virtually every major air carrier advising air travelers of the risks of deep vein thrombosis and measures to mitigate those risks. Mike also represented parents of children who were injured or killed by a popular candy made by a foreign manufacturer. His work in proving that the candy's unusual ingredients and consistency made it a choking hazard resulted in the candy being removed from Costco and Albertson's stores nationwide, and helped persuade the FDA to ban the candy from further import into the United States.

Mike has been named a Northern California Super Lawyer each year since the award's inception in 2004. He is a *Lawdragon 500* finalist. In 2010, Mike was named one of the Best Lawyers in America. He is a member of the American Association for Justice, the Lawyer Pilots Bar Association and the Consumer Attorneys of California, where he serves on the board of governors. Mike received his A.B. degree from Dartmouth College, *magna cum laude*, in 1980, and earned his J.D. from the University of Virginia School of Law in 1983.

**Kristine Keala Meredith** is a trial attorney specializing in product liability litigation. Kristine served as co-lead counsel with Michael Danko representing more than one hundred air travelers who suffered strokes, pulmonary emboli, or heart attacks as a result of airline-induced blood clots in *In re Deep Vein Thrombosis Litigation*, MDL No. 1606.



Kristine served on the Law and Motion committee in *In re Yasmin and Yaz (Drospirenone) Marketing, Sales Practices and Products Liability Litigation*, MDL No. 2100, where she assisted in the successful opposition to 15 *Daubert* motions in fewer than three weeks. Before she began representing plaintiffs, Kristine worked on the national defense counsel teams for medical device manufacturers in multi-district litigation including *In re Silicone Gel Breast Implants Product Liability Litigation*, MDL No. 926, and *In re Orthopedic Bone Screw Product Liability Litigation*, MDL No. 1014. She also represented doctors and hospitals in defense of medical malpractice actions, where she worked with some of the world's leading medical experts.

In 2010, Kristine was named a Northern California Super Lawyer. She is currently an officer of the American Association for Justice and the San Mateo County Trial Lawyers Association. She is also a member of the San Francisco Trial Lawyers Association and the Consumer Attorneys of California. She is a former chair of the Minority Issues Committee of the San Francisco Bar Association Barrister Club.

Kristine obtained her B.S. with honors from the University of California at Davis and was awarded a scholarship to attend Brigham Young University's J. Reuben Clark Law School. While in law school, she was awarded the Distinguished Student Service Award and spent a semester at Howard University Law School in Washington, D.C., as a member of the faculty/student diversity exchange.

## FAVORABLE RESULTS AND SIGNIFICANT RECOVERIES

### Privacy Violations

---

*In re Yahoo Mail Litigation*, No. 5:13-cv-04980-LHK (N.D. Cal.). Girard Sharp represented non-Yahoo email subscribers whose emails with Yahoo email subscribers were illegally intercepted and scanned by Yahoo. The court certified a nationwide class for injunctive-relief purposes, issuing an opinion that has been widely cited. 308 F.R.D. 577 (N.D. Cal. 2015). With cross-motions for summary judgment fully briefed, the parties settled. Yahoo agreed to restructure its email delivery architecture to ensure that incoming and outgoing email would no longer be intercepted while in transit—bringing its email scanning practices into compliance with applicable law—and to disclose its email scanning practices on its website. The court, in approving the settlement, noted that “Class Counsel achieved these benefits only after several years of litigation,” which the court found was conducted “in an effective and cost-efficient manner.” 2016 WL 4474612, at \*10 (N.D. Cal. Aug. 25, 2016).

*In re Lenovo Adware Litigation*, MDL No. 2624 (N.D. Cal.). Girard Sharp is co-lead counsel for a class of computer purchasers whose online activities were surreptitiously monitored by pre-

installed software. The undisclosed spyware degraded the computers' performance, operating continuously in the background as it analyzed browsing activity and injected ads into visited webpages. The Honorable Ronald M. Whyte certified a nationwide indirect purchaser class for trial. 2016 WL 6277245 (N.D. Cal. Oct. 27, 2016). After the defendants agreed to a non-reversionary cash settlement, Girard Sharp helped design a claims process that allowed each participating class member to choose between (1) completing a short online claim form to receive an estimated \$40 cash payment for every purchased computer, or (2) submitting receipts or other documentation to recover sums actually expended as a result of the spyware being on the computer, up to \$750. The Honorable Haywood S. Gilliam granted final approval of the settlement, *see* 2019 WL 1791420 (N.D. Cal. Apr. 24, 2019), and Girard Sharp continues to supervise distribution of the fund.

***Corona v. Sony Pictures Entertainment***, No. 2:14-cv-09600-RGK-SH (C.D. Cal.). Girard Sharp served as co-lead counsel in a class action brought on behalf of 15,000 current and former employees of Sony Pictures Entertainment following a cyberattack attributed to North Korean intelligence as retaliation for release of the film *The Interview*. In April 2016, the court approved a class settlement that reimbursed actual losses in full and provided extended credit monitoring—a structure adopted in subsequent data breach settlements.

***In re The Home Depot, Inc. Customer Data Security Breach Litigation***, MDL No. 2583 (N.D. Ga.). The Honorable Thomas W. Thrash, Jr. appointed Girard Sharp to the Plaintiffs' Executive Committee in this MDL arising from a breach of Home Depot customers' credit and debit card information. Under the court-approved settlement, class members with documented claims could receive up to \$10,000, and the defendant paid an additional \$6.5 million to provide 18 months of identity monitoring services for the benefit of class members. 2016 WL 6902351, at \*4 (N.D. Ga. Aug. 23, 2016). Judge Thrash described the settlement as "an outstanding result for the Class in a case with a high level of risk," *id.* at \*5, and further noted that "Class Counsel obtained an exceptional result . . . ." 2017 WL 9605208, at \*1 (N.D. Ga. Aug. 1, 2017).

***In re Target Corp. Customer Data Security Breach Litigation***, MDL No. 2522 (D. Minn.). Girard Sharp served on the Plaintiffs' Steering Committee representing consumers whose personal and financial information was compromised in a breach of Target's point-of-sale systems. After plaintiffs defeated Target's motion to dismiss, *see* 66 F. Supp. 3d 1154 (D. Minn. 2014), the parties agreed to a class settlement that was approved by the MDL court and upheld on appeal, *see* 892 F.3d 968 (8th Cir. 2018). The settlement requires changes to Target's information security practices and delivered cash recoveries to class members under a simplified claim procedure.

***In re Experian Data Breach Litigation***, No. 15-01592 (C.D. Cal.). Girard Sharp serves on the Plaintiffs' Steering Committee in this litigation arising out of a breach of Experian's electronic systems that compromised names, addresses, and social security numbers of T-Mobile subscribers. The Honorable Andrew J. Guilford in 2019 granted final approval of a settlement that established a \$22 million fund and provided identity theft protection services for the benefit of class members.

***In re Adobe Systems, Inc. Privacy Litigation***, No. 5:13-cv-05226-LHK (N.D. Cal.). Girard Sharp was appointed as lead counsel in this consolidated litigation on behalf of consumers asserting privacy and consumer fraud claims arising from a 2013 data breach. Girard Sharp obtained a pivotal ruling when the court denied Adobe's motion to dismiss for lack of standing, ruling that the

Supreme Court's decision in *Clapper v. Amnesty International USA*, 133 S. Ct. 1138 (2013), did not change existing standing jurisprudence. 66 F. Supp. 3d 1197 (N.D. Cal. 2014). Before this ruling, many data breach defendants had obtained dismissals for lack of standing based on *Clapper*. The *Adobe* ruling has been followed by a number of courts, including the Seventh Circuit Court of Appeals in *Remijas v. Neiman Marcus Group, LLC*. 794 F.3d 688, 693–94 (7th Cir. 2015).

***Prather v. Wells Fargo Bank, N.A.***, No. 17-cv-00481 (N.D. Ill.). Girard Sharp served as co-lead counsel in an action alleging that Wells Fargo used an automatic telephone dialing system to repeatedly call the cellular phone numbers of persons with no prior affiliation with Wells Fargo. On December 10, 2019, the Honorable Manish S. Shah of the Northern District of Illinois granted final approval of a settlement that established a fund of \$17,850,000 for class members.

***Whitaker v. Health Net of California, Inc.***, No. 2:11-cv-00910-KJM-DAD (E.D. Cal.); ***Shurtleff v. Health Net of California, Inc.***, No. 34-2012-00121600-CU-CL (Cal. Super Ct. Sacramento Cty.). Girard Sharp served as co-lead counsel in this patient privacy action. On June 24, 2014, the court granted final approval of a settlement that provided class members with credit monitoring, established a \$2 million fund to reimburse consumers for related identity theft incidents, and required material upgrades to and monitoring of Health Net's information security protocols.

***In re Sony BMG CD Technologies Litigation***, No. 1:05-cv-09575-NRB (S.D.N.Y.). Girard Sharp served as co-lead counsel for a class of consumers who alleged that Sony BMG incorporated "Digital Rights Management" software into its music CDs, violating the Computer Fraud and Abuse Act, 18 U.S.C. § 1030 *et seq.*, and rendering the consumers' computers vulnerable to viruses and spyware. The firm negotiated a settlement that required Sony BMG to promptly recall all affected CDs and provide "clean" CDs and cash to class members.

***In re Countrywide Financial Corp. Customer Data Security Breach Litigation***, MDL No. 1988 (W.D. Ky.). Girard Sharp served on the Plaintiffs' Executive Committee representing a class of millions of actual and potential customers of Countrywide whose personal information was stolen by a former Countrywide employee and then sold to other mortgage lenders. The class settlement approved by the court provided for free credit monitoring, reimbursement of out-of-pocket expenses incurred as a result of the theft, and reimbursement of up to \$50,000 per class member for identity theft losses.

***Smith v. Regents of the University of California, San Francisco***, No. RG-08-410004 (Cal. Super Ct. Alameda Cty.). Girard Sharp represented a patient who alleged that UCSF's disclosure of its patients' medical data to outside vendors violated California's medical privacy law. The firm succeeded in negotiating improvements to UCSF's privacy procedures on behalf of a certified class of patients of UCSF Medical Center. In approving the stipulated permanent injunction, the Honorable Stephen Brick found that "Smith has achieved a substantial benefit to the entire class and the public at large."

## Deceptive Trade Practices

---

***In re Hyundai and Kia Horsepower Litigation***, No. 02CC00287 (Cal. Super. Ct. Orange Cty.). Girard Sharp served as lead counsel in this coordinated nationwide class action against Hyundai for



falsely advertising the horsepower ratings of more than 1 million vehicles over a ten-year period. The case was aggressively litigated on both sides over several years. In all, over 850,000 Hyundai vehicle owners received notice of the settlement, which was valued at \$125 million and which provided cash and other benefits to class members.

***In re Chase Bank USA, N.A. "Check Loan" Contract Litigation***, No. 09-2032 (N.D. Cal.). Girard Sharp and several other firms led this nationwide class action alleging deceptive marketing and loan practices by Chase Bank USA, N.A. After certifying a nationwide class, the Honorable Maxine M. Chesney granted final approval of a \$100 million settlement benefiting Chase cardholders.

***In re Hyundai and Kia Fuel Economy Litigation***, No. 2:13-ml-2424 (C.D. Cal.). In a lawsuit alleging false advertising in connection with the fuel efficiency of various Hyundai and Kia models, the firm served as liaison counsel and in that capacity regularly reported to the court and coordinated a wide-ranging discovery process. The case resulted in a nationwide class action settlement with an estimated value of up to \$120 million.

***In re Providian Credit Card Cases***, J.C.C.P. No. 4085 (Cal. Super. Ct. San Francisco Cty.). Girard Sharp served as court-appointed co-lead counsel in this nationwide class action brought on behalf of Providian credit-card holders. The suit alleged that Providian engaged in unlawful, unfair and fraudulent business practices in connection with marketing and assessing fees for its credit cards. The Honorable Stuart Pollack approved a \$105 million settlement, plus injunctive relief—one of the largest class action recoveries in consumer credit-card litigation.

***In re MCI Non-Subscriber Telephone Rates Litigation***, MDL No. 1275 (S.D. Ill.). Girard Sharp served as co-lead counsel and recovered an \$88 million settlement for MCI telephone subscribers who were charged rates and surcharges applicable to non-subscribers instead of the lower advertised rates. In approving the settlement, the Honorable David Herndon highlighted “the complexity of the issues involved; the vigorous opposition Plaintiffs’ counsel faced from sophisticated and well-funded Defendants represented by skilled counsel; the achievement of a very large cash settlement fund under these conditions”; and the “design and implementation of a computerized claims process, which appears to have been highly successful.” Daniel Girard argued the key motions in the case and designed the claim procedure.

***Skold v. Intel Corp.***, No. 1-05-CV-039231 (Cal. Super. Ct., Santa Clara Cty.). Girard Sharp represented Intel consumers through a decade of hard-fought litigation, ultimately certifying a nationwide class under an innovative “price inflation” theory and negotiating a settlement that provided refunds and \$4 million in cy pres donations. In approving the settlement, Judge Peter Kirwan wrote: “It is abundantly clear that Class Counsel invested an incredible amount of time and costs in a case which lasted approximately 10 years with no guarantee that they would prevail. . . . Simply put, Class Counsel earned their fees in this case.”

***Steff v. United Online, Inc.***, No. BC265953, (Los Angeles Super. Ct.). This nationwide class action was brought against NetZero, Inc. and its parent, United Online, Inc. by former NetZero customers. Plaintiffs alleged that defendants falsely advertised their internet service as unlimited and guaranteed for a specific period of time. The Honorable Victoria G. Chaney of Los Angeles Superior Court granted final approval of a settlement that provided full refunds to customers whose

services were cancelled, and which also placed restrictions on Defendants' advertising.

***Stoddard v. Advanta Corp.***, No. 97C-08-206-VAB (Del. Super. Ct.). This nationwide class action was brought on behalf of cardholders who were promised a fixed APR for life in connection with balance transfers, but whose APR was then raised pursuant to a notice of change in terms. The Honorable Vincent A. Bifferato appointed the firm as co-lead counsel and approved a \$7.25 million settlement.

***Khaliki v. Helzberg's Diamond Shops, Inc.***, No. 11-0010-CV-W-NKL (W.D. Mo.). Girard Sharp and co-counsel represented consumers who alleged deceptive marketing in connection with the sale of princess-cut diamonds. The court approved a favorable settlement, recognizing "that Class Counsel provided excellent representation" and obtained "a favorable result relatively early in the case, which benefits the Class while preserving judicial resources." The court further recognized that "Class Counsel faced considerable risk in pursuing this litigation on a contingent basis, and obtained a favorable result for the class given the legal and factual complexities and challenges presented."

***In re Tyson Foods Inc., Chicken Raised Without Antibiotics Consumer Litigation***, No. RDB- 08-1982 (D. Md.). Girard Sharp served as Class Counsel on behalf of consumers who purchased chicken products misleadingly labeled as having been "raised without antibiotics." After discovery, counsel negotiated a cash settlement that required Tyson Foods to pay class members and make substantial cy pres contributions to food banks.

## Defective Products

---

***Weeks v. Google LLC***, No. 18-cv-00801-NC (N.D. Cal.). Girard Sharp served as co-lead counsel representing owners of Google Pixel and Pixel XL smartphones. The lawsuit alleged that a defect in the Google phones caused the microphones to fail; as a result, users were unable to make calls, dictate texts, record audio, search the web with voice command, or use the advertised Google Assistant feature. On December 6, 2019, the court approved a \$7.25 million settlement for the class that it deemed "excellent."

***In re Nexus 6P Products Liability Litigation***, No. 5:17-cv-02185-BLF (N.D. Cal.). Girard Sharp was appointed as co-lead counsel in a class action alleging that Nexus 6P smartphones suffer from a defect that renders the phones inoperable through an endless boot-loop cycle and an accelerated battery drain that causes the phones to shut off prematurely. On November 11, 2019, the Honorable Beth L. Freeman approved a \$9.75 million class settlement, stating in part that "Class counsel has extensive experience representing plaintiffs and classes in complex litigation and consumer class actions. . . . [T]he quality of their work is reflected in the results achieved for the class." 2019 WL 6622842, at \*10, \*12 (N.D. Cal. Nov. 12, 2019).

***In re iPod Cases***, JCCP No. 4355 (Cal. Super. Ct. San Mateo Cty.). Girard Sharp, as court-appointed co-lead counsel, negotiated a settlement that provided warranty extensions, battery replacements, cash payments, and store credits for class members who experienced battery failure. In approving the settlement, the Honorable Beth L. Freeman wrote that Girard Sharp attorneys are "extremely well qualified" and negotiated a "significant and substantial benefit" for the class.



***Sugarman v. Ducati North America, Inc.***, No. 5:10-cv-05246-JF (N.D. Cal.). The firm served as class counsel on behalf of owners of Ducati motorcycles whose fuel tanks degraded and deformed due to incompatibility with the motorcycles' fuel. In January 2012, the Honorable Jeremy D. Fogel approved a settlement that provided an extended warranty and repairs, commenting: "The Court recognizes that class counsel assumed substantial risks and burdens in this litigation. Representation was professional and competent; in the Court's opinion, counsel obtained an excellent result for the class." 2012 WL 113361, at \*6 (N.D. Cal. Jan. 12, 2012).

***Parkinson v. Hyundai Motor America***, No. CV 8:06-0345 (C.D. Cal.). Girard Sharp served as class counsel in this class action involving allegations that the flywheel and clutch system in certain Hyundai vehicles was defective. After achieving nationwide class certification, Girard Sharp negotiated a settlement that provided from 50% to 100% in reimbursement to class members for their repairs, depending on their vehicle's mileage at the time of repair. The settlement also provided full reimbursement for rental car expenses for class members who rented a vehicle while flywheel or clutch repairs were being performed. After approving the settlement, the court wrote, "Perhaps the best barometer of . . . the benefit obtained for the class . . . is the perception of class members themselves. Counsel submitted dozens of letters from class members sharing their joy, appreciation, and relief that someone finally did something to help them." 796 F. Supp. 2d 1160, 1175 (C.D. Cal. 2010).

***In re Medtronic, Inc. Implantable Defibrillators Products Liability Litigation***, MDL No. 1726 (D. Minn.). Girard Sharp served on the discovery and law committees and performed briefing, discovery, and investigative work in this lawsuit that followed a February 2005 recall of certain models of Medtronic implantable cardioverter defibrillator devices. The controversy was resolved for \$75 million.

***Browne v. American Honda Motor Co., Inc.***, No. CV 09-06750 (C.D. Cal.). Girard Sharp served as co-lead counsel representing plaintiffs who alleged that about 750,000 Honda Accord and Acura TSX vehicles had brake pads that wore out prematurely. Girard Sharp negotiated, and the court approved, a settlement valued at \$25 million that provided reimbursements to class members and made improved brake pads available.

***In re General Motors Dex-Cool Cases***, No. HG03093843 (Cal. Super Ct. Alameda Cty.). These class actions alleged that General Motors' Dex-Cool engine coolant damaged certain vehicles' engines and formed a rusty sludge that caused vehicles to overheat. After consumer classes were certified in both Missouri and California, General Motors agreed to pay cash to class members nationwide. On October 27, 2008, the California court granted final approval of the settlement.

***Roy v. Hyundai Motor America***, No. SACV 05-483-AHS (C.D. Cal.). Girard Sharp served as court-appointed co-lead counsel in this nationwide class action alleging a defect in the air-bag system in Hyundai Elantra vehicles. Girard Sharp helped negotiate a settlement under which Hyundai agreed to repair the air-bag systems in the vehicles it sold and leased to class members. Hyundai also agreed to reimburse class members for transportation expenses and administer an alternative dispute resolution program for trade-ins and buy-backs. In approving the settlement, the Honorable Alicemarie H. Stotler described the settlement as "pragmatic" and a "win-win" for all concerned.

## Other Consumer Protection Matters

---

*Larson v. John Hancock Life Insurance Company (U.S.A.)*, No. RG16813803 (Cal. Super. Ct. Alameda Cty.). Girard Sharp served as liaison counsel in this certified class action on behalf of universal life insurance policyholders alleging John Hancock overcharged more than 100,000 of its insureds, depriving them of the full value of the premiums they paid over time. On May 8, 2018, the Honorable Brad Seligman granted final approval of a \$59 million settlement.

*In re America Online Spin-Off Accounts Litigation*, MDL No. 1581 (C.D. Cal.). Girard Sharp served as court-appointed co-lead counsel in this nationwide class action on behalf of America Online subscribers who were billed for a second account without their knowledge or consent. The litigation settled for \$25 million and changes in AOL's billing and account practices.

*Mitchell v. American Fair Credit Association*, No. 785811-2 (Cal. Super. Ct. Alameda Cty.); *Mitchell v. Bankfirst, N.A.*, No. C-97-1421-MMC (N.D. Cal.). This class action was brought on behalf of California members of the American Fair Credit Association (AFCA). Plaintiffs alleged that AFCA operated an illegal credit repair scheme. The Honorable James Richman certified the class and appointed the firm as class counsel. In February 2003, the Honorable Ronald Sabraw of Alameda County Superior Court and the Honorable Maxine Chesney of the Northern District of California granted final approval of settlements valued at over \$40 million.

*In re Mercedes-Benz Tele Aid Contract Litigation*, MDL No. 1914, CV No. 07-2720-DRD (D.N.J.). Girard Sharp served as co-lead class counsel on behalf of consumers whose vehicles' navigation systems were on the verge of becoming obsolete. Counsel obtained nationwide class certification before negotiating a settlement valued at up to \$50 million. In approving the settlement, the court acknowledged that the case "involved years of difficult and hard-fought litigation by able counsel on both sides" and that "the attorneys who handled the case were particularly skilled by virtue of their ability and experience." 2011 WL 4020862, at \*4, \*8 (D.N.J. Sept. 9, 2011).

*In re LookSmart Litigation*, No. 02-407778 (Cal. Super. Ct. San Francisco Cty.). This nationwide class action was brought against LookSmart, Ltd. on behalf of consumers who paid an advertised "one time payment" to have their websites listed in LookSmart's directory, only to be charged additional fees to continue service. The court granted final approval of a class settlement valued at approximately \$20 million that provided cash and other benefits.

*In re America Online, Inc. Version 5.0 Software Litigation*, MDL No. 1341 (S.D. Fla.). Girard Sharp served as co-lead counsel in this MDL involving 45 centralized actions. The case alleged violations of state consumer protection statutes, the Computer Fraud and Abuse Act, and federal antitrust laws arising from AOL's distribution of its Version 5.0 software upgrade. The Honorable Alan S. Gold granted final approval of a \$15.5 million settlement.

*In re PayPal Litigation*, No. C-02-1227-JF (PVT) (N.D. Cal.). Girard Sharp served as co-lead counsel in this nationwide class action alleging violations of California consumer protection statutes and the Electronic Funds Transfer Act (EFTA). Plaintiffs alleged that PayPal unlawfully restricted access to consumers' PayPal accounts. On September 24, 2004, Judge Fogel granted final approval

of a settlement valued at \$14.35 million in cash and returned funds, plus injunctive relief to ensure compliance with the EFTA.

***Powers Law Offices, P.C. v. Cable & Wireless USA, Inc.***, No. 99-CV-12007-EFH (D. Mass). Girard Sharp prosecuted this class action on behalf of cable and wireless subscribers who were overcharged for recurring fees. The court granted final approval of an \$8 million settlement, and the bankruptcy court approved a 30% distribution from the unsecured creditors' fund of bankruptcy liquidation proceeds.

***Lehman v. Blue Shield of California***, No. CGC-03-419349 (Cal. Super. Ct. San Francisco Cty.). In this class action charging Blue Shield with having illegally modified the risk-tier structure of its individual and family health care plans, Girard Sharp negotiated a \$6.5 million settlement on behalf of current and former Blue Shield subscribers in California. The Honorable James L. Warren granted final approval of the settlement in March 2006.

***Telestar v. MCI, Inc.***, No. C-05-Civ-10672-JGK (S.D.N.Y.). This class action was brought on behalf of MCI commercial subscribers who were charged both interstate and intrastate fees for the same frame relay on prorate line service during the same billing period. On April 17, 2008, the Honorable John G. Koeltl approved a favorable cash settlement.

***Wixon v. Wyndham Resort Development Corp.***, No. C-07-02361 JSW (BZ) (N.D. Cal.). Girard Sharp served as class and derivative counsel in this litigation against a timeshare developer and the directors of a timeshare corporation for violations of California law. Plaintiffs alleged that the defendants violated their fiduciary duties by taking actions for the financial benefit of the timeshare developer to the detriment of the owners of timeshare interests. On September 14, 2010, the district court approved a settlement of the derivative claims.

***Berrien v. New Raintree Resorts, LLC***, No. CV-10-03125 CW (N.D. Cal.); ***Benedict v. Diamond Resorts Corporation***, No. CV 12-00183-DAE (D. Hawaii). Girard Sharp pursued these actions on behalf of timeshare owners, challenging the imposition of unauthorized "special assessment" fees. The court in each case approved a favorable settlement of the claims asserted on behalf of class members who were charged the fee.

***Allen Lund Co., Inc. v. AT&T Corporation***, No. C 98-1500-DDP (C.D. Cal.). This class action was brought on behalf of small businesses whose long-distance service was switched to Business Discount Plan, Inc. The Honorable Dean D. Pregerson appointed Girard Sharp as class counsel, and thereafter approved a settlement providing full cash refunds and free long-distance telephone service.

***Mackouse v. The Good Guys – California, Inc.***, No. 2002-049656 (Cal. Super Ct. Alameda Cty.). This nationwide class action against The Good Guys and its affiliates alleged violations of the Song-Beverly Consumer Warranty Act and other California consumer protection laws. Plaintiff alleged that The Good Guys failed to honor contracts that it offered for sale to customers in exchange for protection of a purchase after the manufacturer's warranty expired. On May 9, 2003, the Honorable Ronald M. Sabraw granted final approval of a settlement providing cash refunds or services at a class member's election.

*In re H&R Block Express IRA Litigation*, MDL No. 1786 (W.D. Mo.). Girard Sharp served as co-lead counsel in this MDL involving H&R Block's marketing and sale of its "Express IRA" investment products. The firms negotiated a settlement in coordination with the New York Attorney General that delivered more than \$19 million in cash to class members—resulting in a full recovery for consumers—as well as non-cash benefits entitling Express IRA holders to convert their investments to alternative IRAs with lower fees.

## **Securities and Financial Fraud**

---

*Daccache v. Raymond James Financial, Inc.*, No. 1:16-cb-21575-FAM (S.D. Fla.). Girard Sharp served as a member of the leadership team representing investors in various Jay Peak EB-5 Immigrant Investor Program project offerings. The investors' funds were diverted and misappropriated instead of being applied to the intended project to develop the area surrounding the Jay Peak Ski Resort. In June 2017, the court approved a settlement of \$150 million for the investors.

*In re Oppenheimer Rochester Funds Group Securities Litigation*, No. 09-md-02063-JLK (D. Colo.). Girard Sharp represented investors who were misled by the Oppenheimer California Municipal Bond Fund about the investment risks associated with the fund's holdings. On November 6, 2017, the Honorable John L. Kane approved a \$50.75 million settlement for the investors.

*In re Sears Holdings Corporation Stockholder and Derivative Litigation*, Consolidated C.A. No. 11081-VCL (Del. Ch.). Girard Sharp served as co-lead counsel on behalf of the company in this derivative suit charging CEO and majority owner Edward S. Lampert and other directors with depriving stockholders of the full value of 266 of Sears Holdings' most valuable properties. Girard Sharp obtained a \$40 million settlement for Sears Holdings Corporation in the Court of Chancery.

*In re Digex, Inc. Shareholder Litigation*, Consol. No. 18336 (Del. Ch.). Girard Sharp represented the Kansas Public Employees Retirement System, one of two institutional lead plaintiffs in this lawsuit; minority stockholders of Digex, Inc. sued to enjoin MCI WorldCom's planned acquisition of a controlling interest in Digex via a merger with Intermedia Communications, Inc. A settlement approved by the Delaware Chancery Court secured \$165 million in MCI WorldCom stock and \$15 million in cash for Digex shareholders, as well as non-cash benefits valued at \$450 million.

*Billitteri v. Securities America, Inc.*, No. 3:09-cv-01568-F (N.D. Tex.). Girard Sharp served as lead counsel in an action against broker-dealer Securities America, Inc. and its corporate parent, Ameriprise, Inc. in connection with sales of investments in the Provident Royalties and Medical Capital investment schemes. Daniel Girard coordinated negotiations resulting in a \$150 million settlement, with \$80 million allocated to class plaintiffs represented by Girard Sharp and \$70 million allocated to individual investors who had initiated arbitration proceedings. The settlements returned over 40% of investment losses.

*In re Lehman Brothers Equity/Debt Securities Litigation*, No. 08-Civ-5523 (S.D.N.Y.). Girard Sharp was appointed class counsel for a certified class of retail investors in structured products sold by UBS Financial Services, Inc., following the collapse of Lehman Brothers Holdings, Inc. in the largest bankruptcy in American history. The plaintiffs alleged that UBS misrepresented Lehman's



financial condition and failed to disclose that the “principal protection” feature of many of the notes depended upon Lehman’s solvency. Girard Sharp negotiated a settlement that established a \$120 million fund to resolve these claims.

*In re Prison Realty Securities Litigation*, No. 3:99-0452 (M.D. Tenn.). Girard Sharp served as co-lead counsel in this securities class action brought against a real estate investment trust and its officers and directors relating to a merger between Corrections Corporation of America and CCA Prison Realty Trust. The court approved a settlement for over \$120 million in cash and stock.

*In re American Express Financial Advisors Securities Litigation*, No. 04-cv-01773-DAB (S.D.N.Y.). Girard Sharp served as co-lead counsel in this class action on behalf of individuals who bought financial plans and invested in mutual funds from American Express Financial Advisors. The case alleged that American Express steered its clients into underperforming “shelf space funds” to reap kickbacks and other financial benefits. The court granted final approval of a settlement providing \$100 million in cash and other relief.

*Scheiner v. i2 Technologies, Inc.*, No. 3:01-CV-418-H (N.D. Tex.). Girard Sharp represented the lead plaintiff—the Kansas Public Employees Retirement System—and served as co-lead counsel on behalf of investors in i2 Technologies. The Honorable Barefoot Sanders approved cash settlements for \$88 million from the company, its officers, and its former auditor Arthur Andersen. As part of the settlement, i2 agreed to significant corporate governance reforms.

*In re Peregrine Financial Group Customer Litigation*, No. 1:12-cv-5546 (N.D. Ill.). As one of two co-lead counsel, Girard Sharp prosecuted this litigation under the Commodities Exchange Act and state law on behalf of investors who lost millions in the collapse of a commodities futures merchant. The litigation generated recoveries of more than \$75 million. The court wrote that counsel “conferred an impressive monetary benefit on the Settlement Class: the funds recovered from U.S. Bank are substantial—both in absolute terms and when assessed in light of the risks of establishing liability and damages” [ECF No. 441].

*CalSTRS v. Qwest Communications*, No. 415546 (Cal. Super. Ct. S.F. Cty.). Girard Sharp represented the California State Teachers Retirement System in this opt-out securities fraud case against Qwest Communications, Inc. and certain of its officers and directors, as well as its outside auditor Arthur Andersen. The case resulted in a precedent-setting \$45 million settlement for California schoolteachers.

*In re SLM Corp. Securities Litigation*, No. 08-Civ-1029-WHP (S.D.N.Y.). Girard Sharp served as lead counsel representing investors of SLM Corporation who alleged Sallie Mae, the leading provider of student loans in the United States, misled the public about its financial performance in order to inflate the company’s stock price. After achieving nationwide class certification, Girard Sharp negotiated a settlement that established a \$35 million fund to resolve the investors’ claims.

*In re Winstar Communications Securities Litigation*, No. 01 Civ. 11522 (S.D.N.Y.). Girard Sharp represented Allianz of America, Inc., Fireman’s Fund and other large private institutional investors against Grant Thornton and other defendants on claims arising out of plaintiffs’

investments in Winstar Communications, Inc. The firm achieved a settlement on the eve of trial that provided a recovery rate over 30 times higher than what class members received in a related class action. After deduction of attorneys' fees, the fund returned 78.5% of potentially recoverable losses.

*In re Oxford Tax Exempt Fund Securities Litigation*, No. WMN-95-3643 (D. Md.). Girard Sharp served as co-lead counsel in class and derivative litigation brought on behalf of a real estate limited partnership with assets of over \$200 million. The parties reached a settlement providing for exempt issuance of securities under section 3(a)(10) of the Securities Act of 1933, public listing of units, and additional benefits valued at over \$10 million.

*Calliott v. HFS, Inc.*, No. 3:97-CV-0924-L (N.D. Tex.). Girard Sharp intervened on behalf of an institutional client in this securities class action arising out of the bankruptcy of Amre, Inc., a seller of home remodeling and repair services. After being designated lead counsel under the Private Securities Litigation Reform Act, Girard Sharp negotiated and obtained court approval of settlements totaling \$7.3 million.

*In re Towers Financial Corporation Noteholders Litigation*, MDL No. 994 (S.D.N.Y.). This class action was brought against promoters and professionals linked to a failed investment scheme that the SEC described at the time as being the "largest Ponzi scheme in U.S. history." The case resulted in \$6 million in partial settlements and a \$250 million judgment entered against four senior Towers executives. Girard Sharp served as liaison counsel and as a Plaintiffs' Executive Committee member. The court stated that "class counsel—particularly plaintiffs' liaison counsel, Daniel Girard—has represented the plaintiffs diligently and ably in the several years that this litigation has been before me." 177 F.R.D. 167, 171 (S.D.N.Y. 1997).

## Mass Tort

---

*In re USC Student Health Center Litigation*, No. 2:18-cv-04258-SVW-GJS (C.D. Cal.). Girard Sharp served as co-lead counsel for a class of women who alleged they were sexually assaulted or molested by a USC gynecologist. The court in February 2020 approved a settlement for \$215 million that also secured comprehensive injunctive relief at the university.

*In re Actos (Pioglitazone) Products Liability Litigation*, MDL No. 2299 (W.D. La.). Girard Sharp lawyers were appointed to the Plaintiffs' Steering Committee and served on the *Daubert* and Legal Briefing Committees in this MDL. A \$2.37 billion global settlement was achieved.

*In re Yasmin and Yaz (Drospirenone) Marketing, Sales, Practices and Products Liability Litigation*, MDL No. 2385 (S.D. Ill.). Girard Sharp lawyers were appointed to the Plaintiffs' Steering Committee and served as Co-Chair of the Plaintiffs' Law and Briefing Committee in this MDL that produced settlements worth approximately \$1.6 billion.

*In re Pradaxa (Dabigatran Etexilate) Products Liability Litigation*, MDL No. 2385 (S.D. Ill.). Girard Sharp lawyers were appointed to the Plaintiffs' Steering Committee in mass tort litigation that culminated in settlements worth approximately \$650 million.



## Antitrust

---

*In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 1827 (N.D. Cal.). The firm served as liaison counsel for the direct purchaser plaintiffs and certified direct purchaser class in this multidistrict antitrust litigation against makers of LCD screens alleging a far-reaching conspiracy to raise, fix and maintain prices. The direct purchasers achieved settlements of more than \$400 million.

*In re Lidoderm Antitrust Litigation*, No. 14-md-02521 (N.D. Cal.). Girard Sharp lawyers were appointed co-lead counsel in a class action on behalf of end-purchasers of the prescription drug Lidoderm who alleged that two drug companies, Endo Pharmaceuticals and Teikoku Pharma, unlawfully paid a third, Watson Pharmaceuticals, to delay the launch of more affordable generic Lidocaine patches. The firm secured a \$104.75 million settlement on the eve of trial.

*In re Aggrenox Antitrust Litigation*, No. 14-md-2516 (D. Conn.). Girard Sharp served on the Plaintiffs' Executive Committee in this "pay-for-delay" litigation accusing Teva Pharmaceuticals USA, Inc. and Boehringer Ingelheim Pharmaceuticals, Inc. of illegally agreeing to keep generic Aggrenox off the market. The case settled for \$54 million.

*In re Solodyn Antitrust Litigation*, No. 14-md-2503 (D. Mass.). The firm served on the Plaintiffs' Executive Committee in this action alleging that Medicis Pharmaceuticals and several generic drug manufacturers conspired to monopolize the market for the acne drug Solodyn. The case settled for over \$40 million in cash.

*In re Natural Gas Antitrust Cases I, II, III and IV*, J.C.C.P. No. 4221 (Cal. Super. Ct. San Diego Cty.). Girard Sharp served on the leadership team in coordinated antitrust litigation against numerous natural gas companies for manipulating the California natural gas market. The firm helped achieve settlements of nearly \$160 million.

## Government Reform

---

*Paeste v. Government of Guam*, No. 11-cv-0008 (D. Guam) (Marshall, J.). Girard Sharp and co-counsel served as class counsel in litigation against the Government of Guam on behalf of Guam taxpayers for chronic late payment of income tax refunds. After obtaining certification of a litigation class, the plaintiffs prevailed at summary judgment and obtained a permanent injunction reforming Guam's administration of tax refunds. The Ninth Circuit affirmed the injunction. 798 F.3d 1228 (9th Cir. 2015), *cert. denied*, 136 S. Ct. 2508 (2016).

*Ho v. San Francisco Unified School District*, No. C-94-2418-WHO (N.D. Cal.). This civil rights action was brought on behalf of a certified class of San Francisco public school students of Chinese descent to terminate racial and ethnic quotas imposed under a 1983 desegregation consent decree. *See Ho v. San Francisco Unified Sch. Dist.*, 965 F. Supp. 1316 (N.D. Cal. 1997), *aff'd*, 147 F.3d 854 (9th Cir. 1998); *see also* 143 Cong. Rec. S6097, 6099 (1997) (statement of Senator Hatch noting testimony of a class representative before the Senate Judiciary Committee).

**EXHIBIT B**

EXPENSE REPORT						
Category				Current Expense	Cumulative Expense	
Assessment Payment to Plaintiff's Common Fund				0.00	0.00	
Commercial Copies				22.24	22.24	
Data Extraction				0.00	0.00	
Internal Reproduction/Copies				5,175.60	5,175.60	
Court Fees (filing fees, etc.)				400.00	400.00	
Court Reports/Transcripts				654.00	654.00	
Computer Research				25,254.40	25,254.40	
Telephone/Fax/E-mail				1,044.76	1,044.76	
Postage/Express/Delivery/Messenger				3,738.34	3,738.34	
Professional Fees (expert, investigator, accountant, etc.)				48,535.23	48,535.23	
Witness/Service Fees				0.00	0.00	
Travel (air/ground transportation, meals, lodging, etc.)				10,396.41	10,396.41	
For any other expense, a detailed explanation must be included. Use the lines below to enter the expense type/name; use the Notes area to the right to enter the detailed explanation of this expense.						
Other: Deposition Services				55,014.41	55,014.41	
Other: Document review platform services				80,483.69	80,483.69	
Other: Mediation				11,500.00	11,500.00	
<b>TOTAL EXPENSES</b>				242,219.08	242,219.08	

SNAPSHOT FOR CUMULATIVE TOTALS	
TOTAL HOURS FOR ALL TIMEKEEPERS	8,322.70
TOTAL LOADSTAR TO DATE	\$4,637,887.50
TOTAL EXPENSE TO DATE	\$242,219.08
TOTAL LOADSTAR & EXPENSE TO DATE	\$4,880,106.58

**EXHIBIT C**

**EXHIBIT C**

*In re Woodbridge Investments Litigation*, Case No. 2:18-cv-00103

Summary Chart: Total Lodestar

Reporting Period: Inception-September 1, 2021

<b>Firm</b>	<b>Hours</b>	<b>Lodestar Summary</b>
Girard Sharp LLP	8322.7	\$4,637,887.50
Berger Montague PC	1516.5	\$666,576.00
Cohen Milstein Sellers & Toll, PLLC	1036.6	\$500,694.00
Kozyak Tropin & Throckmorton LLP	1348.49	\$718,652.00
Levine Kellogg Lehman Schneider + Grossman LLP	2332.3	\$1,692,173
Sonn Law Group	365.45	\$217,690
Westerman Law Group	162.5	\$124,458.50
Wolf Haldenstein Adler Freeman & Herz LLP	441.9	\$275,332.50
<b>Total:</b>	<b>15526.44</b>	<b>\$8,833,463.00</b>

**EXHIBIT D**



**EXHIBIT D**

*In re Woodbridge Investments Litigation*, Case No. 2:18-cv-00103

Summary Chart: Total Expenses

Reporting Period: Inception-September 1, 2021

<b>Firm</b>	<b>Expense Summary</b>
Girard Sharp LLP	\$242,219.00
Berger Montague PC	\$18,849.00
Cohen Milstein Sellers & Toll, PLLC	\$3,901.00
Kozyak Tropin & Throckmorton LLP	\$15,392.00
Levine Kellogg Lehman Schneider + Grossman LLP	\$124,757.00
Sonn Law Group	\$711.00
Westerman Law Group	\$920.00
Wolf Haldenstein Adler Freeman & Herz LLP	\$2,862.00
<b>Total:</b>	<b>\$409,611.00</b>

# EXHIBIT 1

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)

**GIRARD SHARP LLP**

601 California Street, Suite 1400

San Francisco, CA 94108

Telephone: (415) 981-4800

*dgirard@girardsharp.com*

*jelias@girardsharp.com*

*ttan@girardsharp.com*

*mcox@girardsharp.com*

*Settlement Class Counsel*

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION**

IN RE WOODBRIDGE  
INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

**DECLARATION OF JEFFREY C.  
SCHNEIDER IN SUPPORT OF  
CLASS COUNSEL'S APPLICATION  
FOR ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES  
SUBMITTED ON BEHALF OF  
LEVINE KELLOGG LEHMAN  
SCHNEIDER + GROSSMAN LLP**

1 I, Jeffrey C. Schneider, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of Florida and am the  
3 managing partner of the law firm Levine Kellogg Lehman Schneider + Grossman LLP, a  
4 member of the Plaintiffs' Executive Committee in this action against Comerica Bank. I  
5 submit this declaration in support of Settlement Class Counsel's application for  
6 attorneys' fees for services rendered to the class in this litigation and for reimbursement  
7 of expenses reasonably incurred in the course of such representation. I make this  
8 declaration based on my personal knowledge and a review of the books and records of  
9 LKLSG, and if called upon to do so, I could and would testify competently to these facts.

10 2. I have reviewed the Court's Order Granting Motion for Consolidation and  
11 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
12 costs, expenses, and time keeping. The time reported below was maintained in  
13 accordance with those provisions.

14 3. An overview of the work performed in this consolidated litigation by Class  
15 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs'  
16 Application for Attorneys' Fees, Costs, and Service Awards and Plaintiffs' Motion for  
17 Final Settlement Approval, which is submitted concurrently. After consolidation of the  
18 actions pursuant to the Court's April 4, 2018 Order [Dkt. No. 39], LKLSG has acted as a  
19 member of Plaintiffs' Executive Committee. My firm represented Albert Lynch and Freda  
20 Lynch through March 26, 2021, when they voluntarily dismissed their claims.

21 4. My firm represented the Liquidation Trustee of the Woodbridge Liquidation  
22 Trust (the "Trustee") throughout the course of this litigation. The Trustee is the holder of  
23 assigned claims of 4,666 Woodbridge investors—representing approximately 61% of the  
24 dollar amount of all investments (the "Contributed Claims"). Those Contributed Claims  
25 include claims against Comerica, which made the Trustee an integral part of the litigation  
26 process and the settlement process. The Trustee elected to pursue the Contributed Claims  
27 against Comerica in two ways.  
28

1           5.     The first involved a lawsuit brought by the Trustee directly against Comerica  
2 on April 26, 2019, in this Court. My firm represented the Trustee in that case, in which  
3 the Trustee alleged fraudulent transfers and unjust enrichment, and incorporated the class  
4 claims from this case. *See Goldberg v. Comerica Bank*, No. 2:19-cv-3439 (C.D. Cal.) (the  
5 “Trust Action”). LKLSG represented the Trustee in bringing the Trust Action, and fully  
6 briefed the Trustee’s opposition to Comerica’s motion to dismiss the Trust Action.  
7 LKLSG also fully briefed the Trustee’s opposition to Comerica’s Motion to Transfer the  
8 Trust Action to the District of Delaware. On February 5, 2020, this Court issued a  
9 memorandum order and opinion transferring the Trust Action to the Bankruptcy Court  
10 under 28 U.S.C. § 1412. (*Id.*, Dkt. No. 44.). That case is currently stayed, by Order of the  
11 Bankruptcy Court, upon joint motion of the parties. The Trust Action contributed to the  
12 result obtained in this case, and the proceeds committed to the Trust will be distributed to  
13 Settlement Class members.

14           6.     Second, the Trustee remained a putative class member in this action.  
15 Through the Contributed Claims, he comprised the vast majority of the class (61%).  
16 LKLSG maintained extensive and continued contact with the Trustee throughout the  
17 litigation, kept him informed of case progress, and consulted with him on key  
18 considerations in the case, including settlement strategy. The Trustee personally  
19 participated in the mediation sessions.

20           7.     In addition to representing the Trustee, LKLSG assisted Settlement Class  
21 Counsel in other aspects of the case, including the following:

22           • ***Discovery***

- 23               ○ conducted the depositions of 12 present and former Comerica
- 24               employees;
- 25               ○ conducted the deposition of Comerica’s class certification expert;
- 26               ○ worked as principal contact with Plaintiffs’ anti-money laundering
- 27               expert;
- 28               ○ reviewed and indexed thousands of documents produced by
- Comerica;



- prepared document review memoranda;
- prepared interrogatories to Comerica;
- prepared, reviewed and revised various document requests to Comerica;
- reviewed and revised requests for admission to Comerica;
- reviewed and revised responses to discovery requests;
- assisted in obtaining relevant documents through the bankruptcy action's Rule 2004 process;
- attended discovery hearings;
- created and updated list of potential witnesses;
- coordinated depositions with Comerica's counsel;
- prepared deposition summaries;
- served subpoenas and public records requests on regulators who had issued subpoenas to Comerica (including the SEC, Florida Office of Financial Regulation, Massachusetts Securities Division, Indiana Secretary of State, and Wisconsin Department of Financial Institutions, among others), and communicated extensively with those regulators regarding the requests and confidentiality issues;
- reviewed documents produced by regulators;
- reviewed and revised initial disclosures;
- assisted the Trustee in responding to the Subpoena issued by Comerica;
- prepared and defended the Trustee's deposition;
- reviewed and indexed anti-money laundering manuals and policy manuals;
- attended Rule 26 conferral with opposing counsel;
- attended multiple meet and confer calls with opposing counsel regarding discovery.

• ***Strategy, Research and Analysis***

- attended regular strategy meetings with Settlement Class Counsel;
- researched and drafted memoranda regarding potential experts;
- consulted with potential experts and coordinated retention of expert;
- communicated extensively with expert witness and compiled documents for expert's review;
- prepared memorandum regarding fraud monitoring tools;
- researched various topics including, aiding and abetting claims, standing, initial disclosures and insurance, abstention, fraud

monitoring tools, public records requests, the Bank Secrecy Act, Suspicious Activity Reports, and class certification issues;

- developed, updated, and maintained detailed chronology and order of proof on case management software, and organized key facts, witnesses, and evidence on that platform.

- ***Pleadings and Motions***

- assisted in preparing amended complaint;
- assisted in preparing opposition to motion to dismiss;
- assisted in preparing motion for class certification;
- assisted in preparing motion to strike expert report;
- assisted in preparing reply in support of motion for class certification;

- ***Mediation and Settlement***

- contributed to presentation for mediation;
- participated in drafting demand letter;
- prepared for and attended two mediation sessions;
- reviewed and revised settlement agreement and attachments;
- reviewed and revised motion for preliminary approval of settlement;
- prepared for and attended hearing on motion for preliminary approval.

8. ***Summary of Time and Expenses.*** From the inception of the case through September 1, 2021, LKLSG performed 2,325 hours of work in connection with this litigation. Based on the historical hourly rates charged by the firm, the lodestar value of this professional time expended is \$1,692,172.50. Attached hereto as **Exhibit A** is a chart showing the attorneys at my firm who worked on this litigation, the number of hours worked, the categories of their work and their respective lodestar values. Exhibit A was prepared from contemporaneous, daily time records regularly prepared and maintained by LKLSG. All of the services performed by LKLSG in connection with this litigation were reasonably necessary to the prosecution of this case. There has been no unnecessary duplication of services. The lodestar calculations exclude time spent reading or reviewing work prepared by others or other information relating to the case unless related to preparation for or work on a matter specifically assigned to LKLSG by Settlement Class

1 Counsel. The rates at which LKLSG seeks compensation are the firm's usual and  
2 customary hourly rates charged for similar work.

3 9. The hourly rates at which my firm recorded time were approved by courts in  
4 the following matters: *See, e.g., Indep. Living Ctr. of S. California v. Kent*, No.  
5 208CV03315, 2020 WL 418947, at \*12 (C.D. Cal. Jan. 24, 2020) (blended rate of  
6 \$628/hour for work done from 2017-2020); *Schroeder v. Envoy Air, Inc.*, No. CV 16-4911,  
7 2019 WL 2000578, at \*8 (C.D. Cal. May 6, 2019) (finding rates of \$750 for senior  
8 associates and between \$500 and \$890 for partners reasonable); *Vasquez v. Kraft Heinz*  
9 *Foods Co.*, 3:16-CV-2749-WQH-BLM, 2020 WL 1550234, at \*7 (S.D. Cal. Apr. 1, 2020)  
10 (finding rates ranging from \$325 to \$900 reasonable); *Philips v. Munchery Inc.*, No. 19-  
11 CV-00469-JSC, 2021 WL 326924, at \*10 (N.D. Cal. Feb. 1, 2021) (finding hourly rates of  
12 \$650 and \$950 reasonable) (collecting cases); *In re Animation Workers Antitrust Litig.*,  
13 No. 14-cv-4062- LHK, 2016 WL 6663005, at \*6 (N.D. Cal. Nov. 11, 2016) (approving  
14 rates of between \$845 and \$1,200 per hour).

15 10. My firm also carried a significant portion of the costs incurred to prosecute  
16 this case, including costs relating to the electronic discovery platform, court reporters and  
17 deposition transcripts, for example. In total, my firm advanced \$124,757 in costs toward  
18 prosecution of this class action and the Trustee's action. These expenses were reasonably  
19 and necessarily incurred in furtherance of the prosecution of this litigation and the Trust  
20 Action. Expense documentation has been provided to Settlement Class Counsel for review.  
21 The expenses LKLSG incurred are reflected on the books and records of the firm. These  
22 books and records are prepared from checks and expense vouchers which are regularly and  
23 contemporaneously maintained by the firm and accurately reflect the expenses incurred.  
24 Third-party expenses are not marked up, meaning that the firm requests reimbursement  
25 only for the amount actually billed by the third party.

26 11. LKLSG's compensation for the services rendered on behalf of the class is  
27 wholly contingent, and our work on this matter precluded legal work on other matters.  
28

1 LKLSG is a firm of 16 lawyers, and the Firm devoted a significant percentage of its  
2 resources to this case. Any fees and reimbursement of expenses will be limited to such  
3 amounts as are approved by this Court.

4 12. A true and correct copy of LKLSG's resume demonstrating our experience  
5 prosecuting investor fraud and other class actions is attached as **Exhibit B**.

6  
7 I declare under penalty of perjury under the laws of the United States that the  
8 foregoing is true and correct. Executed \_\_\_\_\_, 2021.

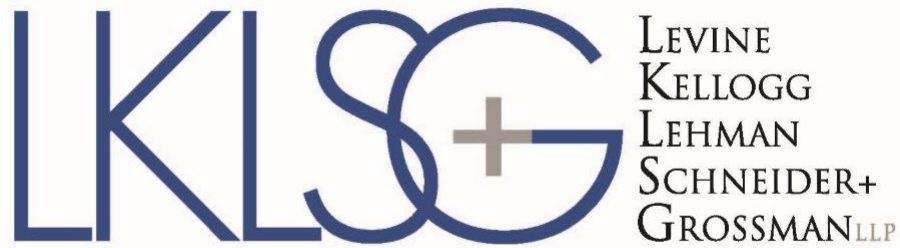
9  
10 By: /s/\_\_\_\_\_  
11 Jeffrey C. Schneider  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT A**



<b>TOTAL HOURS FOR ALL TIMEKEEPERS</b>	2,325.00
<b>TOTAL LODESTAR TO DATE</b>	\$1,692,172.50
<b>TOTAL EXPENSE TO DATE</b>	\$124,757.71
<b>TOTAL LODESTAR &amp; EXPENSE TO DATE</b>	\$1,816,930.21

**EXHIBIT B**



## FIRM RESUME

201 South Biscayne Boulevard  
22<sup>nd</sup> Floor, Citigroup Center  
Miami, Florida 33131

T: 305.403.8788 | F: 305.403.8789  
[www.lklsg.com](http://www.lklsg.com)

## Our Firm

LKLSG was founded in 2010 on the premise that large, complex matters do not require hordes of lawyers and should not entail the exorbitant cost structure associated with large law firms. We pride ourselves on our passionate team of professionals, our creative and innovative thinking, and the efficiency of our services to solve complex business and financial issues. LKLSG's partners have worked together for several decades, establishing a firm based upon dedication, hard work, collegiality, out-of-the-box thinking, efficiency, and putting our clients first.

The firm has been recognized by the South Florida Legal Guide as a "Top Law Firm" in South Florida. The Firm has received a 5.0 rating from Martindale-Hubbell, which is the highest rating available. Members of LKLSG are honored annually by their peers and clients in *Best Lawyers in America*, *Chambers USA*, *Super Lawyers*, South Florida Legal Guide's *Top Lawyers*, Florida Trend's *Legal Elite*, and by essentially every other attorney rating agency.

Our partners have collectively tried dozens of cases involving financial disputes, class actions, theft of trade secrets, commercial transactions, intellectual property, violations of state and federal securities laws, business torts, fraud, and employment disputes in state and federal courts, bankruptcy courts, and arbitrations.

Our partners Lawrence A. Kellogg, Jason Kellogg and Jeffrey C. Schneider have successfully engaged in class action and mass tort litigation on both the plaintiffs' and defense sides, with the firm achieving more than \$220 million in settlements on behalf of its plaintiff-side clients.

Additionally, founding partners Jeffrey C. Schneider, Lawrence A. Kellogg and David M. Levine have pioneered some of Florida's largest and most publicized federal equity receiverships, whether as receivers or representing receivers, in SEC, CFTC, and FTC proceedings.

## Class Action Experience

*Mutual Benefits*: Putative lead counsel in class action in the U.S. District Court for the Southern District of Florida arising out of the collapse of the Mutual Benefits viatical scheme. Recovered over \$100 million in favor of class, representing a 100% recovery.

*Cash 4 Titles*: Co-lead counsel in class action against Bank of Bermuda in the U.S. District Court for the Southern District of Florida arising from the collapse of a Ponzi scheme. Net class recovery after settlement was more than \$60 million.

*Fernandez v. Merrill Lynch*: Co-lead counsel in ERISA class action in the U.S. District Court for the Southern District of Florida against Merrill Lynch on behalf of the trustees of 39,000 small business retirement plans. Obtained \$25 million settlement, representing 177% of class members' out-of-pocket losses after the deduction of attorney's fees and costs.

*Thaxton v. Collins Asset Group*: Co-lead counsel in class action in the U.S. District Court for the Northern District of Georgia arising out of a \$23 million investment scheme. Obtained \$15.755 million settlement on behalf of investment victims.

*Cash 4 Titles II*: Co-lead counsel in class action in the U.S. District Court for the Southern District of Florida against Leadenhall Bank & Trusts arising out of the collapse of a Ponzi scheme. Final judgment in favor of class in the amount of \$325 million. To date, Plaintiffs have recovered more than \$15 million for the Class.

*Da Silva Ferreira v. EFG Bank*: Co-lead counsel in multidistrict litigation consolidated in the U.S. District Court for the Southern District of New York for a class of Latin American investors against Swiss bank and its Miami-based affiliate arising out of the Madoff Ponzi scheme. Obtained \$7.8 million settlement.

*Muscletech Research and Development*: Co-lead counsel in defense of a class action against a dietary supplement manufacturer. Denial of class certification affirmed on appeal.



## Class Action Experience

*Brain Balance Franchising LLC* - lead counsel in defending a class action brought under the Telephone Consumer Protection Act regarding purported “junk faxes.” The Federal District Court denied class certification.

*Orion Bank ERISA Litigation* - successfully defended former Directors of failed bank in class action brought by shareholders under ERISA in the United States District Court for the Middle District of Florida.

*Bouton v. Ocean Properties, Ltd.* - successfully obtained summary judgment on behalf of real estate investment company and owner of 14 resorts against FACTA class action in Southern District of Florida.

Also, since 2004, Jason Kellogg has edited the Florida section of the ABA’s annual Class Action Survey, which is published as a supplement to the *Newberg on Class Actions* treatise.

## Receivership Experience

As part of the firm's proficiency in litigating complex commercial disputes, LKLSG has extensive experience working with equity receivers. Indeed, founding partner Jeffrey C. Schneider has been appointed receiver on numerous occasions.

Our receivership experience includes:

*Jay Peak*: Represented federal equity receiver in action brought against Jay Peak principals and Raymond James. Worked in conjunction with lead class counsel, which brought similar claims against the same parties. Recovered \$150 million in favor of class/victims of the receivership estate.

*Philip Milton*: Appointed by the Commodity Futures Trading Commission to serve as a federal equity receiver in a \$25 million fraud. The action was pending in the U.S. District Court for the Southern District of Florida. Testified at the CFTC's trial on damages, and had recommendations accepted by the District Court Judge.

*Trade-LLC*: Appointed by the Securities and Exchange Commission to serve as a federal equity receiver. The action was pending in the U.S. District Court for the Southern District of Florida. Brought a number of fraudulent transfer and "claw-back" lawsuits and located, marshalled, secured, seized, and liquidated homes, apartments, cars, jewelry, and other valuables.

*Inbound Call Experts*: Appointed by the Federal Trade Commission and the Office of the Attorney General to serve as a federal equity receiver. The entities in receivership generated over \$100 million from thousands of consumers. At the time of appointment, Inbound Call employed over 500 employees from two locations in South Florida and provided technical support services in the Philippines, the Dominican Republic, and Honduras. Thereafter appointed as a Federal Monitor for two years to monitor compliance with Permanent Injunction.

## Receivership Experience

*Troth Solutions, Inc.:* Appointed by the Federal Trade Commission and the Office of the Attorney General to serve as a federal equity receiver. The action was filed in the U.S. District Court for the Northern District of Alabama.

*PC Help Desk US:* Appointed by the Federal Trade Commission and the Office of the Attorney General to serve as a federal equity receiver. The action was filed in the U.S. District for the Northern District of Illinois.

*Go Ready Calls Marketing:* Appointed by the Office of the Attorney General to serve as state court receiver. Helped to recover over \$7 million from Bank of America Merchant Services, representing a full recovery to all affected consumers.

*Learn More Media:* Appointed by the Office of the Attorney General to serve as state court receiver. The action is currently pending in Broward County, Florida.

*American Precious Metals:* Lead trial counsel to the receiver of a precious metals boiler room. The action was filed in the U.S. District Court for the Southern District of Florida. The action was initiated by the Federal Trade Commission.

*The Dolce Group:* Lead trial counsel to the receiver of a fraudulent boiler room. The action was filed in the U.S. District Court for the Southern District of Florida. The action was initiated by the Federal Trade Commission.

*Amante:* Lead trial counsel to the receiver of a fraudulent boiler room. The action was filed in the U.S. District Court for the Southern District of Florida. The action was initiated by the Securities and Exchange Commission.

*USA Beverages, Inc.:* Lead trial counsel to the receiver in an action filed in the U.S. District Court for the Southern District of Florida. The action was initiated by the Federal Trade Commission.

## Receivership Experience

*Viatical Capital, Inc.:* Lead trial counsel to the receiver of Viatical Capital, Inc. and its affiliates arising out of their fraudulent sale of \$59 million in securities. This action was filed in the U.S. District Court for the Middle District of Florida. Helped to return millions of dollars to the defrauded victims.

*Ameritel Payphone Distributors, Inc.:* Lead trial counsel to the receiver in an action pending in the U.S. District Court for the Southern District of Florida. Worked closely with the Federal Trade Commission and the Assistant United States Attorney, resulting in a criminal conviction against the principal protagonist of the fraud.

*Nationwide Connections, Inc.:* Lead trial counsel to the receiver in an action pending in the U.S. District Court for the Southern District of Florida. The action was initiated by the Federal Trade Commission.

*Medco, Inc.:* Lead trial counsel to the receiver in several actions arising out of its fraudulent sale of securities pending in the U.S. District Court for the Southern District of Florida. The Court returned over \$5 million to defrauded investors. Worked closely with the Securities and Exchange Commission and the Assistant United States Attorney, resulting in a criminal conviction against the principal protagonist of the fraud.

*Bridgeport and Associates, Inc.:* Lead trial counsel to the receiver in several actions arising out of a shut-down of these entities by the Federal Trade Commission pending in the U.S. District Court for the Southern District of Florida.

*SunState FX, Inc.:* Lead trial counsel to the receiver in several actions arising out of SunState's securities fraud in South Florida pending in the U.S. District Court for the Southern District of Florida. Worked closely with the Securities and Exchange Commission and the Assistant United States Attorney, resulting in a criminal conviction against a principal protagonist of the fraud.

Jeffrey C. Schneider  
Founding Partner

Mr. Schneider is an accomplished trial lawyer whose practice focuses on high-stakes business litigation, receiverships, and international arbitration. He is one of the Firm's founding partners and has been the Firm's Managing Partner since its inception. Mr. Schneider also Chairs the Firm's Receivership Practice Group, and he has been trying complex, high-risk, eight-and-nine-figure cases in federal and state trial courts, and in arbitration proceedings, for over twenty-five years. He has worked on some of the largest fraud cases in history, either as lead trial counsel, as receiver, or as counsel to the receiver. Mr. Schneider has also served as receiver in actions brought by the Securities and Exchange Commission, the Federal Trade Commission, the Commodity Futures Trading Commission, and the Office of the Attorney General. He has been appointed by District Court judges in the Northern District of Alabama, the Northern District of Illinois, and the Southern District of Florida, and by state court judges in Miami-Dade, Broward, and Palm Beach counties. Throughout the course of his career, Jeff has helped to recover well over \$275 million for defrauded victims.



Jason Kellogg  
Shareholder

Mr. Kellogg is a partner who practices commercial and corporate litigation in federal and state trial and appellate courts, and before arbitral panels. Mr. Kellogg represents individuals and business entities in, among other matters, commercial contract and business torts disputes, class actions, owners and contractors in construction litigation, and securities litigation. Jason received a Preeminent AV Peer Review Rating from Martindale-Hubbell.

Victoria J. Wilson  
Partner

Ms. Wilson is a partner who focuses her practice on complex commercial litigation. She graduated *summa cum laude* from the University of Miami School of Law, and received the highest score on the July 2011 administration of the Florida Bar Examination, earning her the honor of speaking before the Florida Supreme Court and the Ceremony for Induction of Candidates for Admission to the Florida Bar.





**EXHIBIT 2**

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)

**GIRARD SHARP LLP**

5 601 California Street, Suite 1400  
6 San Francisco, CA 94108  
7 Telephone: (415) 981-4800  
8 *dgirard@girardsharp.com*  
9 *jelias@girardsharp.com*  
*ttan@girardsharp.com*  
*mcox@girardsharp.com*

10 *Settlement Class Counsel*

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15  
16 IN RE WOODBRIDGE  
17 INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

18 **DECLARATION OF ROBERT**  
19 **NEARY IN SUPPORT OF CLASS**  
20 **COUNSEL'S APPLICATION FOR**  
21 **ATTORNEYS' FEES AND**  
22 **REIMBURSEMENT OF EXPENSES**  
23 **SUBMITTED ON BEHALF OF**  
24 **KOZYAK TROPIN &**  
25 **THROCKMORTON, LLP**

1 I, Robert Neary, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of Florida and am Of Counsel  
3 at Kozyak Tropin & Throckmorton, LLP (“KTT”), a member of the Plaintiffs’ Executive  
4 Committee in this action against Comerica Bank. I submit this declaration in support of  
5 Settlement Class Counsel’s application for attorneys’ fees for services rendered to the class  
6 in this litigation and for reimbursement of expenses reasonably incurred in the course of  
7 such representation. I make this declaration based on my personal knowledge, and if called  
8 upon to do so, I could and would testify competently to these facts.

9 2. I have reviewed the Court’s Order Granting Motion for Consolidation and  
10 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees, costs,  
11 expenses, and time keeping. The time reported below was maintained in accordance with  
12 those provisions.

13 3. An overview of the work performed in this consolidated litigation by Class  
14 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs’ Application  
15 for Attorneys’ Fees, Costs, and Service Awards and Plaintiffs’ Motion for Final Settlement  
16 Approval, which is submitted concurrently. After consolidation of the actions pursuant to  
17 the Court’s April 4, 2018 Order [Dkt. No. 39], KTT has acted as a member of Plaintiffs’  
18 Executive Committee. My firm represented Plaintiff Mark Baker throughout the course of  
19 this litigation. KTT has maintained continued contact with Plaintiff Baker, has kept him  
20 informed of case progress, and has consulted with him on key considerations in the case  
21 including the settlement. In addition to communicating with the client represented by my  
22 firm, we performed specific assignments at the direction of Settlement Class Counsel. The  
23 work done by my firm is described below.

24 4. **Discovery.** KTT assisted in responding to discovery directed at Plaintiff  
25 Baker. The specific tasks carried out by my firm included assisting the client in responding  
26 to discovery, including searching for and producing documents and preparing responses to  
27 Interrogatories and Requests for Production. KTT also participated in preparing Mr. Baker  
28

1 for his deposition and defended Mr. Baker at that deposition. KTT also assisted the  
2 litigation with various other assignments including but not limited to, drafting the  
3 document review protocol; assisting with document review; and investigative research on  
4 potential witnesses.

5       5.     ***Law and Motion.*** My firm performed discrete legal research and briefing on  
6 various topics including the viability of claims against Defendant, issues raised by the  
7 Woodbridge bankruptcy, direct versus derivative claims, and choice of law issues. KTT  
8 also prepared memorandum to assist in briefing the opposition to the motion to dismiss and  
9 assisted with the drafting Plaintiffs' motion for class certification.

10       6.     ***Summary of Time and Expenses.*** From the inception of the case through  
11 September 1, 2021, KTT performed 1,348.49 of work in connection with this litigation.  
12 Based on the hourly rates charged by the firm, the lodestar value of this professional time  
13 expended is \$718,652.00. Attached hereto as **Exhibit A** is a chart showing the attorneys  
14 and paralegals at my firm who worked on this litigation, the number of hours worked and  
15 their respective lodestar values. Exhibit A was prepared from contemporaneous, daily time  
16 records regularly prepared and maintained by KTT. All of the services performed by KTT  
17 in connection with this litigation were reasonably necessary to the prosecution of this case.  
18 There has been no unnecessary duplication of services. The lodestar calculations exclude  
19 time spent reading or reviewing work prepared by others or other information relating to  
20 the case unless related to preparation for or work on a matter specifically assigned to KTT  
21 by Settlement Class Counsel. The rates at which KTT seeks compensation are the firm's  
22 usual and customary hourly rates charged for similar work.

23       7.     The hourly rates at which my firm recorded time were approved by courts in  
24 the following matters: *Feller et al v. Transamerica Life Ins. Co.*, No. 16-cv-01378 (C.D.  
25 Cal.); *Cory v. Wells Fargo Bank, N.A.*, No. 18-cv-00532 (M.D. Fla.); *Jones v. CENLAR*  
26 *FSB et al*, No. 16-cv-09245 (D.N.J.); *Cooper v. PennyMac, et al*, No. 16-cv-20431 (S.D.  
27 Fla.).  
28

1           8.     The firm also incurred litigation expenses of \$15,392.00. These expenses  
2     were reasonably and necessarily incurred in furtherance of the prosecution of this litigation.  
3     Expense documentation has been provided to Settlement Class Counsel for review. The  
4     expenses KTT incurred are reflected on the books and records of the firm. These books  
5     and records are prepared from checks and expense vouchers which are regularly and  
6     contemporaneously maintained by the firm and accurately reflect the expenses incurred.  
7     Third-party expenses are not marked up, meaning that the firm requests reimbursement  
8     only for the amount actually billed by the third party.

9           9.     KTT's compensation for the services rendered on behalf of the class is wholly  
10    contingent, and our work on this matter precluded legal work on other matters. Any fees  
11    and reimbursement of expenses will be limited to such amounts as are approved by this  
12    Court.

13          10.    A true and correct copy of KTT's resume demonstrating the firm's  
14    experience prosecuting investor fraud and other class actions is attached to Plaintiffs'  
15    motion for preliminary approval of the class settlement. [Dkt. No. 188-8].

16          11.    Each of the Class Representatives, mostly seniors with no prior litigation  
17    exposure, have diligently served as Plaintiffs and have made significant contributions to  
18    the litigation to the benefit of the Class. Based on the considerable time and effort the Class  
19    Representatives devoted to this litigation, and their willingness to step forward to represent  
20    other defrauded investors, I believe that a service award to my client of \$15,000 is fair and  
21    reasonable, and respectfully request that such an award be approved.

22          12.    Mr. Baker submitted a sworn statement in support of class certification that  
23    summarizes his contributions to the pursuit of these investor claims. [Dkt. No. 170-3]. In  
24    brief, Mr. Baker, spent approximately 45 hours assisting with this litigation, including,  
25    helping with the initial investigation into his investments and claims, searching for and  
26    retrieving documents responsive to Defendant's discovery requests, reviewing, drafting,  
27    and working with the Plaintiffs' attorneys on his responses to interrogatories, reviewing all  
28



1 documents, including all relevant pleadings, provided to him by KTT, participating in  
2 frequent calls and email communications with KTT to stay up-to-date on the litigation,  
3 meeting with attorneys to prepare for his deposition, and sitting for a full-day deposition.  
4 Mr. Baker was consulted in connection with the negotiation and execution of the  
5 Settlement with Comerica Bank, and unreservedly supports its approval by the Court.  
6

7 I declare under penalty of perjury under the laws of the United States that the  
8 foregoing is true and correct. Executed September 29, 2021.  
9

10 By: /s/ Robert J. Neary  
11 Robert J. Neary  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT A**



**EXHIBIT 3**

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)  
5 **GIRARD SHARP LLP**  
6 601 California Street, Suite 1400  
7 San Francisco, CA 94108  
8 Telephone: (415) 981-4800  
9 *dgirard@girardsharp.com*  
*jelias@girardsharp.com*  
*ttan@girardsharp.com*  
*mcox@girardsharp.com*

10 *Settlement Class Counsel*

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15  
16 IN RE WOODBRIDGE  
17 INVESTMENTS LITIGATION  
18  
19  
20  
21  
22  
23

Case No. 2:18-cv-00103-DMG-MRW

**DECLARATION OF MICHAEL  
DELL'ANGELO IN SUPPORT OF  
CLASS COUNSEL'S APPLICATION  
FOR ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES  
SUBMITTED ON BEHALF OF  
BERGER MONTAGUE PC**

1 I, Michael Dell'Angelo, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of Pennsylvania and the  
3 State of New Jersey, a Managing Shareholder with the law firm Berger Montague PC,  
4 and a member of the Plaintiffs' Executive Committee in this action against Comerica  
5 Bank. I submit this declaration in support of Class Counsel's application for attorneys'  
6 fees for services rendered to the class in this litigation and for reimbursement of expenses  
7 reasonably incurred in the course of such representation. I make this declaration based on  
8 my personal knowledge, and if called upon to do so, I could and would testify  
9 competently to these facts.

10 2. I have reviewed the Court's Order Granting Motion for Consolidation and  
11 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
12 costs, expenses, and time keeping. The time reported below was maintained in  
13 accordance with those provisions.

14 3. An overview of the work performed in this consolidated litigation by Class  
15 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs'  
16 Application for Attorneys' Fees, Costs, and Service Awards and Plaintiffs' Motion for  
17 Final Settlement Approval, which is submitted concurrently. After consolidation of the  
18 actions pursuant to the Court's April 4, 2018 Order [Dkt. No. 39], Berger Montague PC  
19 has acted as a member of Plaintiffs' Executive Committee. My firm represented Plaintiffs  
20 Joseph C. Hull ("Hull") and Lilly A. Shirley ("Shirley") throughout the course of this  
21 litigation. Berger Montague PC has maintained continued contact with them, has kept  
22 them informed of case progress, and has consulted with them on key considerations in the  
23 case, including settlement. In addition to communicating with the clients represented by  
24 my firm, we performed specific assignments at the direction of Settlement Class Counsel.  
25 The work done by my firm is described below.

26 4. **Discovery.** Berger Montague PC assisted in responding to discovery  
27 directed at Plaintiffs Hull and Shirley. The specific tasks carried out by my firm included  
28



1 assisting Hull and Shirley in responding to discovery, including searching for and  
2 producing documents and preparing responses to Interrogatories and Requests for  
3 Production directed to them. Berger Montague PC also participated in preparing Hull and  
4 Shirley for their depositions and defending them at those depositions. Berger Montague  
5 PC also coordinated the responses and objections of all Plaintiffs to the Interrogatories  
6 and Requests for Production, including searching for and producing documents and  
7 preparing responses and objections to Interrogatories and Requests for Production for all  
8 Plaintiffs. Berger Montague PC also participated in review of documents produced by  
9 Comerica and investigative research on potential witnesses.

10 5. ***Law and Motion.*** My firm also performed discrete legal research on the  
11 standing of the Trustee to assert claims against Comerica and assisted in the briefing on  
12 the motion to dismiss and class certification motion.

13 6. ***Summary of Time and Expenses.*** From the inception of the case through  
14 September 1, 2021, Berger Montague PC performed 1,516.50 hours of work in  
15 connection with this litigation. Based on the current hourly rates charged by the firm, the  
16 lodestar value of this professional time expended is \$666,576.00. Attached hereto as  
17 **Exhibit A** is a chart showing the attorneys, paralegals and professional staff who worked  
18 on this litigation, the number of hours worked, the categories of their work and their  
19 respective lodestar values. Exhibit A was prepared from contemporaneous, daily time  
20 records regularly prepared and maintained by Berger Montague PC. All of the services  
21 performed by Berger Montague PC in connection with this litigation were reasonably  
22 necessary to the prosecution of this case. There has been no unnecessary duplication of  
23 services. The lodestar calculations exclude time spent reading or reviewing work  
24 prepared by others or other information relating to the case unless related to preparation  
25 for or work on a matter specifically assigned to Berger Montague PC by Settlement Class  
26 Counsel. The rates at which Berger Montague PC seeks compensation are the firm's  
27 usual and customary hourly rates charged for similar work.  
28

1           7.     The hourly rates at which my firm recorded time were approved by courts  
2 in the following matters:

3         *Tomaszewski v. Trevena, Inc. et al*, No. 2:18-cv-4378 (E.D. Pa. Oct. 10, 2018),  
4 granted August 2, 2021, Dkt. 125;

5         *NECA-IBEW Pension Trust Fund et al v. Precision Castparts Corp., et al*, No. 3:16-  
6 CV-01756 (D.Or. Sept. 2, 2016), granted May 7, 2021, Dkt. 169;

7         *Howell Family Trust DTD 01/27/2004 v. Hollis Greenlaw, et al.*, No. 3:18-cv-02864  
8 (N.D. Tex. July 3, 2018), granted April 7, 2021, Dkt. 100;

9         *Contant v. Bank of America Corp.*, Case No. 1:17-cv-03139 (S.D.N.Y. Apr. 28,  
10 2017), granted November 20, 2020, Dkts. 462 and 463;

11         *Cohen v. Accordia Life and Annuity Co.*, Case No. 4:18-cv-00458 (S.D. Iowa Nov.  
12 30, 2018), granted October 27, 2020, Dkt. 62;

13         *In re Patriot National, Inc. Sec. Litig.*, Case No. 1:17-cv-01866 (S.D.N.Y. Mar. 14,  
14 2017), granted November 6, 2019, Dkt. 151;

15         *Alaska Electrical Pension Fund v. Bank of America Corp.*, Case No. 1:14-cv-07126  
16 (S.D.N.Y. Sept. 4, 2014), granted November 30, 2018, Dkt. 742;

17         *In re: Domestic Drywall Antitrust Litig.*, Case No. 2:13-md-02437 (E.D. Pa. Apr. 8,  
18 2013), granted July 17, 2018, Dkt.768; and

19         *In re Peregrine Financial Group Customer Litig.*, Case No. 1:12-cv-05546 (N.D. Ill.  
20 July 13, 2012), granted October 15, 2015, Dkt. 441.

21           8.     The firm also incurred litigation expenses of \$18,849.00. These expenses  
22 were reasonably and necessarily incurred in furtherance of the prosecution of this  
23 litigation. Expense documentation has been provided to Settlement Class Counsel for  
24 review. The expenses Berger Montague PC incurred are reflected on the books and  
25 records of the firm. These books and records are prepared from checks and expense  
26 vouchers which are regularly and contemporaneously maintained by the firm and  
27 accurately reflect the expenses incurred. Third-party expenses are not marked up,  
28

1 meaning that the firm requests reimbursement only for the amount actually billed by the  
2 third party.

3 9. Berger Montague PC's compensation for the services rendered on behalf of  
4 the class is wholly contingent, and our work on this matter precluded legal work on other  
5 matters. Any fees and reimbursement of expenses will be limited to such amounts as are  
6 approved by this Court.

7 10. A true and correct copy of Berger Montague PC's resume demonstrating  
8 our experience prosecuting investor fraud and other class actions can be viewed online at  
9 <https://bergermontague.com/wp-content/uploads/2021/08/Firm-Resume-8.5.2021.pdf>.

10 11. Each of the Class Representatives, mostly seniors with no prior litigation  
11 exposure, such as Mrs. Shirley, have diligently served as class representatives and have  
12 made significant contributions to the litigation to the benefit of the Class. Based on the  
13 considerable time and effort the Class Representatives devoted to this litigation, and their  
14 willingness to step forward to represent other defrauded investors, I believe that a service  
15 award to my clients Hull and Shirley of \$15,000 each is fair and reasonable, and  
16 respectfully request that such an award be approved.

17 12. Joseph C. Hull submitted a sworn statement in support of class certification  
18 that summarizes his contributions to the pursuit of these investor claims. [Dkt. No.  
19 170-6]. In brief, Mr. Hull actively supervised the progress of this litigation and  
20 participated in its prosecution. Among other things, he discussed the factual and legal  
21 theories of the case with his attorneys; reviewed the operative complaint and other case  
22 materials; responded to discovery served by Comerica Bank and produced documents as  
23 necessary; appeared for and testified at a deposition; and stayed informed about the status  
24 of the litigation. He spent approximately 85 hours on the case, including staying up to  
25 date with frequent phone calls and emails to counsel; reviewing of all of the documents  
26 his attorneys sent to him; searching for and producing documents; phone calls with  
27 attorneys to respond to Interrogatories and Requests for Production; time spent  
28

1 reviewing, and verifying those documents; preparing for deposition, including  
2 preparation sessions with his attorneys; testifying at his deposition and responding to  
3 follow-up requests from Comerica's counsel; and discussions with his attorneys  
4 regarding settlement. Mr. Hull was consulted in connection with the negotiation and  
5 execution of the Settlement with Comerica Bank, and unreservedly supports its approval  
6 by the Court.

7 13. Lilly A. Shirley submitted a sworn statement in support of class  
8 certification that summarizes her contributions to the pursuit of these investor claims.  
9 [Dkt. No. 170-8]. In brief, Ms. Shirley actively supervised the progress of this litigation  
10 and participated in its prosecution. Among other things, she discussed the factual and  
11 legal theories of the case with her attorneys; reviewed the operative complaint and other  
12 case materials; responded to discovery served by Comerica Bank and produced  
13 documents as necessary; appeared for and testified at a deposition; and stayed informed  
14 about the status of the litigation. She spent approximately 75 hours on the case, including  
15 staying up to date with frequent phone calls and emails to counsel; reviewing of all of the  
16 documents her attorneys sent to her; searching for and producing documents; phone calls  
17 with attorneys to respond to Interrogatories and Requests for Production; time spent  
18 reviewing, and verifying those documents; preparing for deposition, including  
19 preparation sessions with her attorneys, testifying at her deposition and responding to  
20 follow-up requests from Comerica's counsel; and discussions with her attorneys  
21 regarding settlement. Ms. Shirley was consulted in connection with the negotiation and  
22 execution of the Settlement with Comerica Bank, and unreservedly supports its approval  
23 by the Court.

24 I declare under penalty of perjury under the laws of the United States that the  
25 foregoing is true and correct. Executed September 24, 2021.

26  
27 By: /s/ Michael Dell'Angelo  
28 Michael Dell'Angelo

**EXHIBIT A**

<b>TOTAL HOURS FOR ALL TIMEKEEPERS</b>	1,516.50
<b>TOTAL LOADSTAR TO DATE</b>	\$666,576.00
<b>TOTAL EXPENSE TO DATE</b>	\$18,849.00
<b>TOTAL LOADSTAR &amp; EXPENSE TO DATE</b>	\$685,425.00



**EXHIBIT 4**

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)

**GIRARD SHARP LLP**

601 California Street, Suite 1400

San Francisco, CA 94108

Telephone: (415) 981-4800

*dgirard@girardsharp.com*

*jelias@girardsharp.com*

*ttan@girardsharp.com*

*mcox@girardsharp.com*

*Settlement Class Counsel*

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION**

IN RE WOODBRIDGE  
INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

**DECLARATION OF CHRISTINA D.  
SALER IN SUPPORT OF CLASS  
COUNSEL'S APPLICATION FOR  
ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES  
SUBMITTED ON BEHALF OF  
COHEN MILSTEIN SELLERS &  
TOLL PLLC**

1  
2 I, Christina D. Saler, hereby declare as follows:

3 1. I am an attorney licensed to practice in the Commonwealth of Pennsylvania  
4 and am a partner of the law firm Cohen Milstein Sellers & Toll PLLC (“Cohen  
5 Milstein”), a member of the Plaintiffs’ Executive Committee in this action against  
6 Comerica Bank. I submit this declaration in support of Settlement Class Counsel’s  
7 application for attorneys’ fees for services rendered to the class in this litigation and for  
8 reimbursement of expenses reasonably incurred in the course of such representation. I  
9 make this declaration based on my personal knowledge, and if called upon to do so, I  
10 could and would testify competently to these facts.

11 2. I have reviewed the Court’s Order Granting Motion for Consolidation and  
12 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
13 costs, expenses, and time keeping. The time reported below was maintained in  
14 accordance with those provisions.

15 3. An overview of the work performed in this consolidated litigation by Class  
16 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs’  
17 Application for Attorneys’ Fees, Costs, and Service Awards and Plaintiffs’ Motion for  
18 Final Settlement Approval, which is submitted concurrently. After consolidation of the  
19 actions pursuant to the Court’s April 4, 2018 Order [Dkt. No. 39], Cohen Milstein has  
20 acted as a member of Plaintiffs’ Executive Committee. My firm represented Alan and  
21 Marlene Gordon throughout the course of this litigation. Cohen Milstein has maintained  
22 continued contact with Mr. and Mrs. Gordon, has kept them informed of case progress,  
23 and has consulted with them on key considerations in the case including the settlement.  
24 In addition to communicating with the clients represented by my firm, we performed  
25 specific assignments at the direction of Settlement Class Counsel. The work done by my  
26 firm is described below.

27 4. ***Discovery.*** Cohen Milstein assisted in responding to discovery directed at  
28

1 Plaintiffs Alan and Marlene Gordon. The specific tasks carried out by my firm included  
2 assisting the client in responding to discovery, including searching for and producing  
3 documents and preparing responses to Interrogatories and Requests for Production.  
4 Cohen Milstein also participated in preparing Mr. and Mrs. Gordon for their respective  
5 depositions and defended Mr. and Mrs. Gordon at their depositions. The firm also  
6 participated in document review.

7         5.       ***Summary of Time and Expenses.*** From the inception of the case through  
8 September 1, 2021, Cohen Milstein performed 1,036.60 hours of work in connection with  
9 this litigation. Based on the current hourly rates charged by the firm, the lodestar value of  
10 this professional time expended is \$500,694. Attached hereto as **Exhibit A** is a chart  
11 showing the attorneys at my firm who worked on this litigation, the number of hours  
12 worked, the categories of their work and their respective lodestar values. Exhibit A was  
13 prepared from contemporaneous, daily time records regularly prepared and maintained by  
14 Cohen Milstein. All of the services performed by Cohen Milstein in connection with this  
15 litigation were reasonably necessary to the prosecution of this case. There has been no  
16 unnecessary duplication of services. The lodestar calculations exclude time spent reading  
17 or reviewing work prepared by others or other information relating to the case unless  
18 related to preparation for or work on a matter specifically assigned to Cohen Milstein by  
19 Settlement Class Counsel. The rates at which Cohen Milstein seeks compensation are the  
20 firm's current usual and customary hourly rates charged for similar work.

21         6.       The hourly rates at which my firm recorded time were approved by courts  
22 in the following matters: *Nancy Schwartz v. Opus Bank, et al.*, Case No. 2:16-cv-07991-  
23 AB-JPR (C.D. Cal.); *In re: SanDisk LLC Securities Litigation*, Case No. 15-cv-01455-  
24 VC, (N.D. Cal.); *Mulligan v. Impax Laboratories, Inc. et al.*, No. 13-cv-01037 (N.D.  
25 Cal.); *City of Birmingham Ret. and Relief Sys., et al., v. Credit Suisse Grp. AG, et al.*,  
26 Case No. 1:17-cv-10014-LGS (S.D.N.Y.).

27         7.       The firm also incurred litigation expenses of \$3,901. These expenses were  
28

1 reasonably and necessarily incurred in furtherance of the prosecution of this litigation.  
2 Expense documentation has been provided to Settlement Class Counsel for review. The  
3 expenses Cohen Milstein incurred are reflected on the books and records of the firm.  
4 These books and records are prepared from checks and expense vouchers which are  
5 regularly and contemporaneously maintained by the firm and accurately reflect the  
6 expenses incurred. Third-party expenses are not marked up, meaning that the firm  
7 requests reimbursement only for the amount actually billed by the third party.

8 8. Cohen Milstein's compensation for the services rendered on behalf of the  
9 Class is wholly contingent, and our work on this matter precluded legal work on other  
10 matters. Any fees and reimbursement of expenses will be limited to such amounts as are  
11 approved by this Court.

12 9. A true and correct copy of Cohen Milstein's resume demonstrating our  
13 experience prosecuting investor fraud and other class actions can be viewed online at  
14 [Cohen Milstein Firm Resume – August 2021](#).

15 10. Each of the Class Representatives, mostly seniors with no prior litigation  
16 exposure, have diligently served as Plaintiffs and have made significant contributions to  
17 the litigation to the benefit of the Class. Based on the considerable time and effort the  
18 Class Representatives devoted to this litigation, and their willingness to step forward to  
19 represent other defrauded investors, I believe that a service award to my client of \$20,000  
20 for the married class representatives is fair and reasonable, and respectfully request that  
21 such an award be approved.

22 11. Alan and Marlene Gordon submitted a sworn statement in support of class  
23 certification that summarizes their contributions to the pursuit of these investor claims.  
24 [Dkt. No. 170-5]. In brief, Mr. and Mrs. Gordon provided factual background for their  
25 initial complaint, reviewed case documents, met with Cohen Milstein telephonically and  
26 via video conference to respond to written discovery propounded by Comerica Bank,  
27 searched for and provided documents pertaining to their Woodbridge investment,  
28

1 prepared for their depositions which include two video conferences and each testified  
2 more than five hours, and throughout the litigation remained in regular contact with  
3 Cohen Milstein for case updates. In total, the Gordons' spent approximately 48 hours on  
4 the case. Further, Mr. and Mrs. Gordon were consulted in connection with the negotiation  
5 and execution of the Settlement with Comerica Bank, and unreservedly supports its  
6 approval by the Court.

7  
8 I declare under penalty of perjury under the laws of the United States that the  
9 foregoing is true and correct. Executed September 23, 2021.

10  
11 By: /s/Christina D. Saler  
12 Christina D. Saler  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28



**EXHIBIT A**

EXHIBIT A -- Cohen Milstein Sellers & Toll, PLLC's Time and Expense Summary
In re: Woodbridge Investments Litigation

REPORTING PERIOD:
Inception through September 1, 2021

\* Professional Status (use underlined initials to designate each timekeeper's status): Partner Q Counsel Associate Law Clerk ParaLegal

TIME REPO RT	Professional Status *	Hourly Rate	Factual Research & Investigations	Discovery of Plaintiffs	Discovery of Defendant Third Parties (includes document review)	Work with Experts (and retention, preparation & discovery)	Pleadings, Briefs & Motion (incl legal research)	Litigation Strategy, Analysis & Case Management (incl attorney mgs)	Court Appointments & Preparation	Settlement	Post-Expense Proceedings	Appeals	Current Month		Cumulative	
													Hours	Lodestar	Hours	Lodestar
Timekeeper Name																
Toll, Steven	P	\$1,125		8.90			42.80	5.60					58.90	66,262.50	58.90	66,262.50
Dominguez, P	P	\$890	1.60				8.10						9.70	8,633.00	9.70	8,633.00
Saler, Christ	P	\$775		55.10			25.00	26.60		1.50			108.20	83,855.00	108.20	83,855.00
Wang, Time	A	\$530	6.30		7.90		11.30						25.50	13,515.00	25.50	13,515.00
Mensah, Pa	CA	\$395			818.30								818.30	323,228.50	818.30	323,228.50
Sebastian, N	PL	\$325		3.50			12.50						16.00	5,200.00	16.00	5,200.00
TOTALS			7.90	67.50	826.20	-	99.70	32.20	-	3.10	-	-	1,036.60	500,694.00	1,036.60	500,694.00

EXPENSE REPORT		
Category	Current	Cumulative
Assessment Payment	0.00	0.00
Commercial Copies	0.00	0.00
Data Extraction	0.00	0.00
Internal Reproduction/Copies	0.30	0.30
Court Fees (filing fees, etc.)	0.00	0.00
Court Reports/Transcripts	445.30	445.30
Computer Research	119.20	119.20
Telephone/Fax/E-mail	49.47	49.47
Postage/Express/Delivery/Messenger	565.61	565.61
Professional Fees (expert, investigator, accountant, etc.)	64.77	64.77
Witness/Service Fees	298.14	298.14
Travel (air/ground transportation, meals, lodging, etc.)	2,358.51	2,358.51
For any other expense, a detailed explanation must be included. Use the lines below to enter the expense type/name; use the Notes area to the right		
Other:	0.00	0.00
Other:	0.00	0.00
Other:	0.00	0.00
TOTAL EXPENSES	3,901.30	3,901.30

NOTES
Enter any additional pertinent information regarding your Time and/or Expense here:

SNAPSHOT FOR CUMULATIVE TOTALS	
TOTAL HOURS FOR ALL TIMEKEEPERS	1,036.60
TOTAL LODESTAR TO DATE	\$500,694.00
TOTAL EXPENSE TO DATE	\$3,901.30
TOTAL LODESTAR & EXPENSE TO DATE	\$504,595.30

**EXHIBIT 5**

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)

**GIRARD SHARP LLP**

601 California Street, Suite 1400

San Francisco, CA 94108

Telephone: (415) 981-4800

*dgirard@girardsharp.com*

*jelias@girardsharp.com*

*ttan@girardsharp.com*

*mcox@girardsharp.com*

*Settlement Class Counsel*

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION**

IN RE WOODBRIDGE  
INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

**DECLARATION OF BETSY  
MANIFOLD IN SUPPORT OF  
CLASS COUNSEL'S APPLICATION  
FOR ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES  
SUBMITTED ON BEHALF OF  
WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**

1 I, Betsy C. Manifold, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of California and am a  
3 Partner of the law firm Wolf Haldenstein Adler Freeman & Herz LLP, a member of the  
4 Plaintiffs' Executive Committee in this action against Comerica Bank. I submit this  
5 declaration in support of Settlement Class Counsel's application for attorneys' fees for  
6 services rendered to the class in this litigation and for reimbursement of expenses  
7 reasonably incurred in the course of such representation. I make this declaration based on  
8 my personal knowledge, and if called upon to do so, I could and would testify  
9 competently to these facts.

10 2. I have reviewed the Court's Order Granting Motion for Consolidation and  
11 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
12 costs, expenses, and time keeping. The time reported below was maintained in  
13 accordance with those provisions.

14 3. An overview of the work performed in this consolidated litigation by Class  
15 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs'  
16 Application for Attorneys' Fees, Costs, and Service Awards and Plaintiffs' Motion for  
17 Final Settlement Approval, which is submitted concurrently. After consolidation of the  
18 actions pursuant to the Court's April 4, 2018 Order [Dkt. No. 39], Wolf Haldenstein has  
19 acted as a member of Plaintiffs' Executive Committee. My firm represented Lloyd and  
20 Nancy Landman (the "Landmans") throughout the course of this litigation. Wolf  
21 Haldenstein has maintained continued contact with the Landmans, has kept each of them  
22 informed of case progress, and has consulted with them on key considerations in the case  
23 including the settlement. In addition to communicating with the clients represented by my  
24 firm, we performed specific assignments at the direction of Settlement Class Counsel.  
25 The work done by my firm is described below.

26 4. **Discovery.** Wolf Haldenstein assisted in responding to discovery directed at  
27 the Landmans. The specific tasks carried out by my firm included assisting the clients in  
28

1 responding to discovery, including searching for and producing documents and preparing  
2 responses to Interrogatories and Requests for Production. Wolf Haldenstein also  
3 participated in preparing both of the Landmans independently for their separate  
4 depositions. Wolf Haldenstein also primarily defended both depositions. Further, at the  
5 direction of Settlement Class Counsel, Wolf Haldenstein reviewed documents produced  
6 by defendants in this case and prepared memorandum regarding this review on a regular  
7 basis.

8         5.       ***Summary of Time and Expenses.*** From the inception of the case through  
9 September 1, 2021, Wolf Haldenstein performed 441.90 hours of work in connection  
10 with this litigation. Based on the current rates charged by the firm, the lodestar value of  
11 this professional time expended is \$275,332.50. Attached hereto as **Exhibit A** is a chart  
12 showing the attorneys at my firm who worked on this litigation, the number of hours  
13 worked, the categories of their work and their respective lodestar values. Exhibit A was  
14 prepared from contemporaneous, daily time records regularly prepared and maintained by  
15 the firm. All of the services performed by Wolf Haldenstein in connection with this  
16 litigation were reasonably necessary to the prosecution of this case. There has been no  
17 unnecessary duplication of services. The lodestar calculations exclude time spent reading  
18 or reviewing work prepared by others or other information relating to the case unless  
19 related to preparation for or work on a matter specifically assigned to the firm by  
20 Settlement Class Counsel. The rates at which Wolf Haldenstein seeks compensation are  
21 the firm's usual and customary hourly rates charged for similar work.

22         6.       The hourly rates of the professionals in my firm, including my own, reflect  
23 experience and accomplishments in the area of class litigation. The rates charged by Wolf  
24 Haldenstein are commensurate with hourly rates charged by my contemporaries around  
25 the country, including those rates charged by lawyers with my level of experience who  
26 practice in the area of class litigation across the nation, and Wolf Haldenstein has been  
27 awarded that rate by courts. Examples include: *DeFrees v. Kirkland*, No. CV 11-4272-  
28



1 JLS (SPx), ECF No. 400 (C.D. Cal. Apr. 11, 2016); *DeFrees v. Kirkland*, No. CV 11-  
2 4272 GAF (SPx), 2014 U.S. Dist. LEXIS 157320, at \*2 (C.D. Cal. Nov. 4, 2014) (“the  
3 Court finds the fees and costs appear to be reasonable”); *DeFrees v. Kirkland*, No. CV  
4 11-4272 GAF (SPx), ECF No. 226 (C.D. Cal. Sept. 5, 2012) (order granting plaintiffs’  
5 application for fees and costs) (“The Court routinely approves billing rates in the range  
6 charged by [Wolf Haldenstein] for counsel of similar skill and experience. These rates  
7 reflect the risk undertaken due to contingency representation of the Plaintiffs given that  
8 the firm bore the risk of no payment at all for its services during this litigation.”)

9 7. The firm also incurred litigation expenses of \$2,862.00 These expenses  
10 were reasonably and necessarily incurred in furtherance of the prosecution of this  
11 litigation. Expense documentation has been provided to Settlement Class Counsel for  
12 review. The expenses Wolf Haldenstein incurred are reflected on the books and records  
13 of the firm. These books and records are prepared from checks and expense vouchers  
14 which are regularly and contemporaneously maintained by the firm and accurately reflect  
15 the expenses incurred. Third-party expenses are not marked up, meaning that the firm  
16 requests reimbursement only for the amount actually billed by the third party.

17 8. Wolf Haldenstein’s compensation for the services rendered on behalf of the  
18 class is wholly contingent, and our work on this matter precluded legal work on other  
19 matters. Any fees and reimbursement of expenses will be limited to such amounts as are  
20 approved by this Court.

21 9. A true and correct copy of Wolf Haldenstein’s resume demonstrating our  
22 experience prosecuting investor fraud and other class actions can be viewed online at  
23 [http://www.whafhstaff.com/PDF/Firm\\_Resume.pdf](http://www.whafhstaff.com/PDF/Firm_Resume.pdf).

24 10. Each of the Class Representatives, mostly seniors with no prior litigation  
25 exposure, have diligently served as Plaintiffs and have made significant contributions to  
26 the litigation to the benefit of the Class. Based on the considerable time and effort the  
27 Class Representatives devoted to this litigation, and their willingness to step forward to  
28

1 represent other defrauded investors, I believe that a service award to the Landmans of  
2 \$20,000 is fair and reasonable, and respectfully request that such an award be approved.

3 11. Lloyd Landman submitted a sworn statement in support of class  
4 certification that summarizes his contributions to the pursuit of these investor claims.  
5 [Dkt. No. 170-7]. In brief, the Landmans have actively supervised the progress of this  
6 litigation and participated in its prosecution. Among other things, they discussed the  
7 factual and legal theories of the case with our attorneys, reviewed the operative complaint  
8 and other case materials, responded to discovery served by Comerica Bank and produced  
9 documents as necessary, extensively prepared for and appeared for and testified at a  
10 deposition, and stayed informed about the status of the litigation. The Landmans spent  
11 approximately 75 hours on the case in total. Furthermore, the Landmans were consulted  
12 in connection with the negotiation and execution of the Settlement with Comerica Bank,  
13 and unreservedly support its approval by the Court.

14 I declare under penalty of perjury under the laws of the United States that the  
15 foregoing is true and correct. Executed September 22, 2021.

16  
17 By: /s/ Betsy C. Manifold  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT A**

<b>TOTAL HOURS FOR ALL TIMEKEEPERS</b>	441.90
<b>TOTAL LODESTAR TO DATE</b>	\$275,332.50
<b>TOTAL EXPENSE TO DATE</b>	\$2,862.00
<b>TOTAL LODESTAR &amp; EXPENSE TO DATE</b>	\$278,194.50

# EXHIBIT 6

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)  
5 **GIRARD SHARP LLP**  
6 601 California Street, Suite 1400  
7 San Francisco, CA 94108  
8 Telephone: (415) 981-4800  
9 *dgirard@girardsharp.com*  
*jelias@girardsharp.com*  
*ttan@girardsharp.com*  
*mcox@girardsharp.com*

10 *Settlement Class Counsel*

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15  
16 IN RE WOODBRIDGE  
17 INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

18 **DECLARATION OF JEFFREY**  
19 **SONN, ESQ. IN SUPPORT OF**  
20 **CLASS COUNSEL'S APPLICATION**  
21 **FOR ATTORNEYS' FEES AND**  
22 **REIMBURSEMENT OF EXPENSES**  
23 **SUBMITTED ON BEHALF OF**  
24 **SONN LAW GROUP PA**



1 I, Jeffrey Sonn, hereby declare as follows:

2 1. I am an attorney licensed to practice in the State of Florida since 1988 and  
3 am the Managing Member aka Managing Partner of the Sonn Law Group PA. Sonn Law  
4 Group PA, is a member of the Plaintiffs' Executive Committee in this action against  
5 Comerica Bank. I submit this declaration in support of Settlement Class Counsel's  
6 application for attorneys' fees for services rendered to the class in this litigation and for  
7 reimbursement of expenses reasonably incurred in the course of such representation. I  
8 make this declaration based on my personal knowledge, and if called upon to do so, I  
9 could and would testify competently to these facts.

10 2. I have reviewed the Court's Order Granting Motion for Consolidation and  
11 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
12 costs, expenses, and time keeping. The time reported below was maintained in  
13 accordance with those provisions.

14 3. An overview of the work performed in this consolidated litigation by Class  
15 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs'  
16 Application for Attorneys' Fees, Costs, and Service Awards and Plaintiffs' Motion for  
17 Final Settlement Approval, which is submitted concurrently. After consolidation of the  
18 actions pursuant to the Court's April 4, 2018 Order [Dkt. No. 39], Sonn Law Group PA  
19 has acted as a member of Plaintiffs' Executive Committee. My firm represented Jay  
20 Beynon throughout the course of this litigation. Sonn Law Group PA has maintained  
21 continued contact with Jay Beynon, has kept him regularly informed of case progress,  
22 and has consulted with him on key considerations in the case including the settlement. In  
23 addition to communicating with the client represented by my firm, we performed specific  
24 assignments at the direction of Settlement Class Counsel. The work done by my firm is  
25 described below.

26 4. **Discovery.** Sonn Law Group assisted in responding to discovery directed at  
27 Plaintiff Jay Beynon and Freda and Al Lynch. The specific tasks carried out by my firm  
28

1 included assisting the client in responding to discovery, including searching for and  
2 producing documents and preparing responses to Interrogatories and Requests for  
3 Production. Sonn Law Group also participated in preparing Jay Beynon for his deposition  
4 and defended Jay Beynon at that deposition. Sonn Law Group also began the preparation  
5 of another Plaintiff for deposition, Freda and Al Lynch. The firm also participated in  
6 reviewing documents, investigative research on potential witnesses, interviewed potential  
7 witnesses, attending the US Trustee meeting with investors, and interviewed numerous  
8 investor victims.

9         5.       ***Law and Motion.*** My firm also performed discrete legal research and work  
10 on the first class action complaint, and performed legal research and provided input on  
11 Comerica's efforts to stay the class action by the filing of a declaratory relief action in the  
12 bankruptcy case, and on issues involving Comerica's claim for indemnification. My firm  
13 also provided relevant information for the motion for class certification.

14         6.       ***Summary of Time and Expenses.*** From the inception of the case through  
15 September 1, 2021, Sonn Law Group performed 365.45 hours of work in connection with  
16 this litigation. Based on the historical hourly rates charged by the firm, the lodestar value  
17 of this professional time expended is \$217,690. Attached hereto as **Exhibit A** is a chart  
18 showing the attorneys at my firm who worked on this litigation, the number of hours  
19 worked, the categories of their work and their respective lodestar values. Exhibit A was  
20 prepared from records prepared and maintained by the firm. All of the services performed  
21 by Sonn Law Group in connection with this litigation were reasonably necessary to the  
22 prosecution of this case. There has been no unnecessary duplication of services. The  
23 lodestar calculations exclude time spent reading or reviewing work prepared by others or  
24 other information relating to the case unless related to preparation for or work on a matter  
25 specifically assigned to Sonn Law Group by Settlement Class Counsel, or for work which  
26 predated the filing of the case for time reasonably spent to gather facts and information  
27 for the filing of the case. The rates at which Sonn Law Group seeks compensation are the  
28

1 firm's usual and customary hourly rates charged for similar work.

2 7. The firm also incurred litigation expenses of \$711. These expenses were  
3 reasonably and necessarily incurred in furtherance of the prosecution of this litigation,  
4 being the air fare for traveling to a meeting with investor victims, the eventual  
5 Liquidating Trustee of Woodbridge, and the Office of the US Trustee. Expense  
6 documentation has been provided to Settlement Class Counsel for review. The expenses  
7 incurred are reflected on the books and records of the firm. These books and records are  
8 prepared from checks and expense vouchers which are regularly and contemporaneously  
9 maintained by the firm and accurately reflect the expenses incurred. Third-party expenses  
10 are not marked up, meaning that the firm requests reimbursement only for the amount  
11 actually billed by the third party.

12 8. Sonn Law Group's compensation for the services rendered on behalf of the  
13 class is wholly contingent, and our work on this matter precluded legal work on other  
14 matters. Any fees and reimbursement of expenses will be limited to such amounts as are  
15 approved by this Court.

16 9. A true and correct copy of Sonn Law Group's resume demonstrating our  
17 experience prosecuting investor fraud cases and class actions can be viewed online at  
18 [https://www.dropbox.com/sh/9zb9p4arv2c47ef/AADJo2QC3ON-](https://www.dropbox.com/sh/9zb9p4arv2c47ef/AADJo2QC3ON-n2KTM5YgBL1ya?dl=0)  
19 [n2KTM5YgBL1ya?dl=0](https://www.dropbox.com/sh/9zb9p4arv2c47ef/AADJo2QC3ON-n2KTM5YgBL1ya?dl=0)

20 10. Each of the Class Representatives, mostly seniors with no prior litigation  
21 exposure, have diligently served as Plaintiffs and have made significant contributions to  
22 the litigation to the benefit of the Class. Based on the considerable time and effort the  
23 Class Representatives devoted to this litigation, and their willingness to step forward to  
24 represent other defrauded investors, I believe that a service award to Jay Beynon of  
25 \$15,000 (and for each other individual class representative) and \$20,000 for the married  
26 class representatives is fair and reasonable, and respectfully request that such an award be  
27 approved.  
28

11. Jay Beynon submitted a sworn statement in support of class certification that summarizes his contributions to the pursuit of these investor claims. [Dkt. No. 170]. Jay Beynon made substantial contributions to this case. Mr. Beynon served on the investors committee as part of the management of the Woodbridge entity that was formed following the bankruptcy, to represent the interests of the investors during the liquidation of Woodbridge. Mr. Beynon thus had access to information that provided material information that was useful in the prosecution of the class action. Also, Mr. Beynon regularly worked with undersigned counsel, before this case was filed, to obtain factual information about Woodbridge's operations and the fraud committed by Woodbridge. Mr. Beynon stayed in frequent contact with undersigned counsel, Dan Girard and Makenna Cox, worked diligently to find, review and help organize documents necessary for production, closely worked on the interrogatory answers and other responses due in this case, provided declarations as required, spent a substantial amount of hours preparing for his deposition, giving his deposition over the course of 9 hours with a very good attention to the detail of the events of this case, stayed up to date on the material events in the case, and was materially involved in the settlement discussions that lead to the settlement of this case. Mr. Beynon was consulted in connection with the negotiation and execution of the Settlement with Comerica Bank, and unreservedly supports its approval by the Court. Mr. Beynon estimates he spent in excess of 80 hours on the Woodbridge matter since December, 2017.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed September 27, 2021.

By: /s/Jeffrey R. Sonn, Esq.  
Sonn Law Group P.A.

**EXHIBIT A**

\$218,401.00



**EXHIBIT 7**

1 Daniel C. Girard (State Bar No. 114826)  
2 Jordan Elias (State Bar No. 228731)  
3 Trevor T. Tan (State Bar No. 281045)  
4 Makenna Cox (State Bar No. 326068)  
5 **GIRARD SHARP LLP**  
6 601 California Street, Suite 1400  
7 San Francisco, CA 94108  
8 Telephone: (415) 981-4800  
9 *dgirard@girardsharp.com*  
*jelias@girardsharp.com*  
*ttan@girardsharp.com*  
*mcox@girardsharp.com*

10 *Settlement Class Counsel*

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15  
16 IN RE WOODBRIDGE  
17 INVESTMENTS LITIGATION

Case No. 2:18-cv-00103-DMG-MRW

18 **DECLARATION OF JEFF S.**  
19 **WESTERMAN IN SUPPORT OF**  
20 **CLASS COUNSEL'S APPLICATION**  
21 **FOR ATTORNEYS' FEES AND**  
22 **REIMBURSEMENT OF EXPENSES**  
23 **SUBMITTED ON BEHALF OF**  
24 **WESTERMAN LAW CORP.**

25 DATE: December 17, 2021  
26 TIME: 10:00 a.m.  
27 JUDGE: Hon. Dolly M. Gee  
28 CTRM: 8C

1 I, Jeff S. Westerman, hereby declare as follows:

2 1. I am an attorney licensed to practice law in the State of California and the  
3 Central District of California, among other jurisdictions. I am the principal of Westerman  
4 Law Corp. (“Westerman Law”) and co-counsel and local counsel for *pro hac vice*  
5 counsel in this action against Comerica Bank. I submit this declaration in support of  
6 Settlement Class Counsel’s application for attorneys’ fees for services rendered to the  
7 class in this litigation and for reimbursement of expenses reasonably incurred in the  
8 course of such representation. I make this declaration based on my personal knowledge,  
9 and if called upon to do so, I could and would testify competently to these facts.

10 2. I reviewed the Court’s Order Granting Motion for Consolidation and  
11 Appointment of Lead Counsel [Dkt. No. 39], including its provisions regarding fees,  
12 costs, expenses, and time keeping. The time reported below was maintained in  
13 accordance with those provisions.

14 3. An overview of the work performed in this consolidated litigation by Class  
15 Counsel appears in the Declaration of Daniel C. Girard in Support of Plaintiffs’  
16 Application for Attorneys’ Fees, Costs, and Service Awards and Plaintiffs’ Motion for  
17 Final Settlement Approval, which is submitted concurrently. Before and after  
18 consolidation of the actions pursuant to the Court’s April 4, 2018 Order [Dkt. No. 39],  
19 Westerman Law has acted as co-counsel to Mr. Girard and other firms, as well as *pro hac*  
20 *vice* local counsel for some of the plaintiffs’ counsel firms. We performed specific  
21 assignments at the direction of Settlement Class Counsel. The work done by my firm is  
22 described below.

23 4. ***Overview of Work Performed.*** Westerman Law assisted in researching and  
24 drafting the Consolidated Complaint, including participating in discussions on the facts  
25 and law, analysis and strategy discussions, and multiple rounds of editing. Westerman  
26 Law also provided edits and comments for the opposition to Comerica’s motion to  
27 dismiss. Additionally, Westerman Law assisted with third party discovery, including a  
28

1 subpoena for documents to Gibson, Dunn & Crutcher LLP, which had been counsel to  
2 Woodbridge at relevant times, negotiations regarding the document production and  
3 subsequent document review. Westerman Law also performed legal research and  
4 assistance regarding hearings to compel discovery and privilege issues, including as part  
5 of ongoing meet and confer efforts on Comerica's privilege log and assertions of  
6 privilege involving the Patriot Act and Bank Secrecy Act. Westerman Law was also  
7 involved in the preparation for the preliminary settlement approval hearing and follow-up  
8 discussions on addressing the Court's directives at the preliminary approval hearing.

9         5. ***Summary of Time and Expenses.*** From the inception of the case through  
10 September 1, 2021, Westerman Law performed 162.5 hours of work in connection with  
11 this litigation. Based on the historical hourly rates charged by the firm as of the dates that  
12 time was billed, the lodestar value of this professional time expended is \$124,458.50.  
13 Since September 1, Westerman Law billed 2.5 hours related to preliminary approval and  
14 has not billed any time for the fee application. It is anticipated we will bill additional  
15 time for final approval. Attached hereto as ***Exhibit A*** is a chart showing the attorneys at  
16 my firm who worked on this litigation, the number of hours worked and their respective  
17 lodestar values. Exhibit A was prepared from contemporaneous, daily records regularly  
18 prepared and maintained by Westerman Law Corp. All of the services performed by  
19 Westerman Law Corp. in connection with this litigation were reasonably necessary to the  
20 prosecution of this case. There has been no unnecessary duplication of services. The  
21 lodestar calculations related to preparation for, or work on, matters specifically assigned  
22 to Westerman Law by Settlement Class Counsel. The rates at which Westerman Law  
23 seeks compensation are the firm's usual and customary hourly rates charged for similar  
24 work.

25         6. The following are the hourly rates at which my firm recorded time:

Jeff S. Westerman (partner):	2018: \$880 (29.2 hrs)
	2019: \$895 (8.1 hrs)

	2020: \$895 (28.8 hrs)
	2021: \$925 (1.1 hrs)
Ken Remson (senior counsel):	2018: \$675 (41.2 hrs)
	2019: \$695 (7.6 hrs)
	2020: \$895 (0.5 hrs)
Guido Toscano (senior counsel):	2020: \$680 (45.7 hrs)
	2021: \$680 (0.3 hrs)

The rates reflected above for me and Ken Remson (where applicable after he joined the firm) were part of approved fees at those rates in at least the following cases in the U.S. District Court for the Central District of California during the last few years by Judges Selna, Gee and Otero: *In Re Broadcom*, No. 15-CV-009790 JVS (PJWx), Doc. No. 118-1 (Feb. 27, 2017); *Stevens v. Quiksilver, Inc.*, No. 8:15-CV-00516- JVS (JCGx), Doc. No. 61-1 (May 1, 2017); *Santore v. Ixia*, et al, No. 2:13-CV-08440-DMG (SII), Doc. No. 144 (Aug. 1, 2016); and *In re Resonant*, No. 2:15-CV-01970-SJO-MRW, Doc. No. 154 (Nov. 22, 2017). Additionally, my firm's fees were approved by Judge Daniel J. Buckley in *Adlouni v. UCLA Health Systems*, BC589243 (June 28, 2019). Based on my knowledge of the class action plaintiffs' bar in California, the rates charged by my firm are in line with, if not below, the rates charged by other firms that handle class actions of similar size and complexity. My rate increased to \$925 this year and this will be my first application at that rate. I believe this rate is still low compared to many plaintiff and defense lawyers that work on these types of cases given that I have 40 years of experience, 30 of which were operating as lead or co-lead counsel on class cases. A true and correct copy of my resume demonstrating my experience prosecuting investor fraud and other class actions is attached as **Exhibit B**. A true and correct copy of the resume of Guido Toscano is attached as **Exhibit C**.

1           7.     The firm also incurred litigation expenses of \$920. These expenses were  
2 reasonably and necessarily incurred in furtherance of the prosecution of this litigation.  
3 Expense documentation has been provided to Settlement Class Counsel for review. The  
4 expenses Westerman Law incurred are reflected on the books and records of the firm.  
5 These books and records are prepared from checks, bills, receipts and/or expense  
6 vouchers which are regularly and contemporaneously maintained by the firm and  
7 accurately reflect the expenses incurred. Third-party expenses are not marked up,  
8 meaning that the firm requests reimbursement only for the amount actually billed by the  
9 third party, rounded down to the nearest dollar.

10           8.     Westerman Law's compensation for the services rendered on behalf of the  
11 class is wholly contingent, and our work on this matter precluded legal work on other  
12 matters. Any fees and reimbursement of expenses will be determined by such amounts  
13 as are approved by this Court.

14  
15           I declare under penalty of perjury under the laws of the United States that the  
16 foregoing is true and correct. Executed September 24, 2021 at Los Angeles, California.

17  
18  
19           By: 

20           Jeff S. Westerman  
21  
22  
23  
24  
25  
26  
27  
28



# EXHIBIT A

Case Name: In re: Woodbridge Investments Litigation

Reporting Period: SEPT 2021

Firm Name: Westerman Law Corp.

\* Professional Status (use underlined initials to designate each timekeeper's status): Partner Of Counsel Associate Contract Attorney Law Clerk ParaLegal

Timekeeper Name	Professional Status *	Hourly Rate	Factual Research & Investigation	Discovery of Plaintiffs	Discovery of Defendants/Third Parties (includes document review)	Work with Experts (incl. retention, preparation & discovery)	Pleadings, Briefs & Pre-Trial Case Filings and Motions (incl. legal research)	Case Management and Case Planning (incl. conf. and comm. with defendants, attorney mgs)	Court Appearances & Preparation	Settlement	Fee/Expense Proceedings	Appeals	Current Month		Cumulative	
													Hours	Lodestar	Hours	Lodestar
Ken Remson (2018)	Counsel	675.00			1.80	33.70	5.70						41.20	27810.00	41.20	27810.00
Ken Remson (2019)	Counsel	695.00					7.30	0.20	0.10				7.60	5282.00	7.60	5282.00
Ken Remson (2020)	Counsel	695.00					0.50						0.50	347.50	0.50	347.50
Guido Toscano (2020)	Counsel	680.00		43.30		1.10	1.30						45.70	31076.00	45.70	31076.00
Guido Toscano (2021)	Counsel	680.00					0.30						0.30	204.00	0.30	204.00
Jeff Westerman (2018)	Partner	880.00	3.90	7.20		6.00	8.10	2.70	1.30				29.20	25696.00	29.20	25696.00
Jeff Westerman (2019)	Partner	895.00				2.90	5.10		0.10				8.10	7249.50	8.10	7249.50
Jeff Westerman (2020)	Partner	895.00		17.10		1.80	1.90	8.00					28.80	25776.00	28.80	25776.00
Jeff Westerman (2021)	Partner	925.00		0.10				0.90	0.10				1.10	1017.50	1.10	1017.50
<b>TOTALS:</b>			3.90	-	67.70	1.80	45.50	30.20	11.80	1.60	-	-	162.50	124458.50	162.50	124458.50

#### EXPENSE REPORT

Category	Current Expense	Cumulative Expense
Assessment Payment to Plaintiff's Common Fund	0.00	0.00
Commercial Copies	0.00	0.00
Data Extraction	0.00	0.00
Internal Reproduction/Copies	0.00	0.00
Court Fees (filing fees, etc.)	920.00	920.00
Court Reports/Transcripts	0.00	0.00
Computer Research	0.00	0.00
Telephone/Fax/E-mail	0.00	0.00
Postage/Express/Delivery/Messenger		0.00
Professional Fees (expert, investigator, accountant, etc.)	0.00	0.00
Witness/Service Fees	0.00	0.00
Travel (air/ground transportation, meals, lodging, etc.)	0.00	0.00
For any other expense, a detailed explanation must be included. Use the lines below to enter the expense type/name; use the Notes area to the right to enter the detailed explanation of this expense.		
Other:	0.00	0.00
Other:	0.00	0.00
Other:	0.00	0.00
<b>TOTAL EXPENSES</b>	<b>920.00</b>	<b>920.00</b>

#### NOTES

Enter any additional pertinent information regarding your Time and/or Expense here:

#### SNAPSHOT FOR CUMULATIVE TOTALS

<b>TOTAL HOURS FOR ALL TIMEKEEPERS</b>	162.50
<b>TOTAL LODESTAR TO DATE</b>	\$124,458.50
<b>TOTAL EXPENSE TO DATE</b>	\$920.00
<b>TOTAL LODESTAR &amp; EXPENSE TO DATE</b>	\$125,378.50

# EXHIBIT B



## JEFF S. WESTERMAN

**Practice Areas:**  
**Securities & Investor Litigation**  
**Consumer Litigation**  
**Antitrust Litigation**

## Westerman Law

Westerman Law Corp.  
16133 Ventura Blvd, Suite 685  
Los Angeles, California 91436  
PHONE: (310) 698-7880  
FAX: (310) 201-9160  
iwesterman@jswlegal.com

Mr. Westerman practices in the areas of securities fraud, investor, consumer, and antitrust class actions, shareholder derivative actions, and corporate mergers and acquisitions litigation. He has served as lead or co-lead counsel in cases resulting in significant corporate governance changes and resulting in recoveries and recognized increased value to plaintiffs totaling more than \$2 billion. In 2005, *The Daily Journal* recognized him as one of the top 30 securities litigators in California. In 2013 he was a finalist for the Consumer Attorneys of California, Consumer Attorney of the Year, for *In Re Chase Bank USA, N.A. "Check Loan" Litigation* that settled for \$100 million. In 2013 Mr. Westerman was also co-lead counsel on the *In Re Medical Capital Securities Litigation* that settled for \$219 million, and *In Re Korean Airlines Co., LTD. Antitrust Litigation* which settled for a total of \$86 million.

### Education:

B.A., Northwestern University,  
1977  
Elected to two senior honor societies

J.D., University of Pittsburgh,  
1980, Law Review

### Admitted:

California, 1980;  
All California Federal Courts;  
US Supreme Court

Mr. Westerman has served as a moderator or speaker for programs on complex litigation, class actions, settlements, the Sarbanes-Oxley Corporate Responsibility Act, shareholder derivative actions, best practices for pretrial motions and trends in business litigation. He is a co-author of "Preparing For And Participating In The Mediation Session" in *Financial Services Mediation Answer Book*, Phillips et al Ed. (PLI 2017).

Mr. Westerman was a member (2001-2003) and Co-Chair (2002-2003) of the Central District of California Attorney Delegation to the United States Ninth Circuit Judicial Conference. He served on the Central District of California, U.S. Magistrate Judge Merit Selection Panel (2003-early 2014). He has served on the U.S. Central District of California Standing Committee on Attorney Discipline and was appointed Vice Chair in 2011, and Chair 2014 to 2017. He is also a member of the Central District of California Attorney Settlement Officer Panel (1998-present).

Mr. Westerman is a long time Board Member, and now President Elect (2020), of the Los Angeles, Federal Bar Association Chapter. He was president of the Association of Business Trial Lawyers (2004-2005); on the Board of Governors (1997-2005), Treasurer (2001-2002), Secretary (2002-2003), and Vice President (2003-2004). He is on the Board of Governors of the Consumer Attorneys Association of Los Angeles (2003-present), where, after 10 years of board service, he became Board Governor Emeritus.

For 2013 -14, Mr. Westerman was the Chair of the Los Angeles County Bar Litigation Section, with over 2,000 members, and he was a Trustee of the Los Angeles County Bar Association (2014 - 2016). He is a member of the Los Angeles Superior Court's Bench-Bar Civil Courts Committee. He is past Chair of the LA County Bar Complex Courts Bench-Bar Committee, and he served as Judge Pro Tem in the Los Angeles Small Claims Court in 1987-1988, 1990, 1992-1993, and 1996-1997. He is co-chair of the Los Angeles County Bar Association Court Funding Committee (2014-Present). He was on the California State Bar Task Force on Complex Litigation, and Chair of the Judicial Education Subcommittee (1997). He was one of *Lawdragon's* 3000 Leading Plaintiffs' Lawyers In America (2007- 2010). Ranked in Chambers 2018-2019.

California Insurance Commissioner Dave Jones appointed Mr. Westerman to the California Organized Investment Network Advisory Board for the 2012 term, which promotes insurance company investment in California communities.

Mr. Westerman is admitted to practice in the courts of the State of California, as well as the United States District Courts in California, the United States Court of Appeals for the Ninth Circuit, and the United States Supreme Court.

**Westerman Law Corp.**

Jeff Westerman's experience spans 40 years in practice. For his first 11 years, he was a general business litigator. He learned the basics of litigation and trial practice that resulted in insights that still carry over to the class action practice. For the next 30 years, since 1991, he has worked almost exclusively as a plaintiff class action lawyer on complex consumer, antitrust, securities, and data breach class actions. As stated on his CV, he personally served in a court appointed role as a Lead or Co-Lead, Liaison or Executive Committee Counsel directing the prosecution of cases that resulted in monetary recoveries or recognized value to class members in excess of \$2 billion. In 2005, the Daily Journal recognized Mr. Westerman as one of the top 30 securities litigators in California.

Mr. Westerman's commitment to, and track record of, working well with others is reflected in numerous appointments to a leadership role in most of the large multi-party cases he has appeared in, and in Bar and Court appointed roles within the U.S. Central District of California. The Bar activities include long tenures, appointed and reappointed by the Judges of the U.S. District Court to:

- (a) the U.S. Central District of California Attorney Discipline Committee, including three years as Chair following three years as Vice- Chair; and
- (b) almost 11 years on the U.S. Magistrate Merit Selection Panel.

Mr. Westerman also served a term as co-chair of the Central District's lawyer representatives to the 9<sup>th</sup> Circuit Judicial Conference.

Mr. Westerman was on the committee of lawyers of diverse practice areas and divergent interests, overseen then by Chief Magistrate Judge Suzanne Segal, that developed the form of confidentiality order suggested for use on the web pages of the majority of Magistrate Judges in the Central District.

Mr. Westerman was on a similar committee for the LA Superior Court Complex Court judges, led by the Hon. Emilie Elias. He served as the lead attorney drafter and aggregator of comments for the consensus form confidentiality stipulation currently posted for general use on the Los Angeles Superior Court website.

Mr. Westerman is currently the President of the of the Federal Bar Association - Los Angeles Chapter. Previously, Mr. Westerman was a Board Member and then Officer, of the Los Angeles chapter of the Association of Business Trial Lawyers (ABTL), where Mr. Westerman was the first plaintiff lawyer to become President (2004-2005) in the 30 (now 40+) year history of the Los Angeles chapter. He was also Chair of the Association of business trial lawyers, ABTL, 27<sup>th</sup> annual seminar in Maui Hawaii, October 12-15, 2000: The High-Stakes Case: How to Make It; How to Break It which featured prominent members of the Judiciary such as U.S. and

California Supreme Court Justices Anthony Kennedy and Marvin Baxter, and other prominent members of the Bench and Bar.

He was a member for about 13 years and a past Chair of the LA Superior Court Complex Courts Bench Bar Committee, Past Chair of the Los Angeles Complex Courts semi-annual seminar, including the first program that featured the Complex Judges from all of the Complex Courts in California when the Hon. Carolyn Kuhl suggested setting the program to coincide with the Complex Judges' annual meeting scheduled for Los Angeles; and he has been a moderator or speaker for that program several times over the years, as recently as 2018.

He was Chair of the Litigation Section of the Los Angeles County Bar Association, and past Trustee of the LA County Bar.

Almost every one of Mr. Westerman's class cases has been prosecuted collaboratively with at least one, to as many as many as 80, plaintiff co-counsel. His ability to work well with others is also demonstrated by 30 years in the class practice during which he has been court appointed as either lead or co-lead counsel, or as a member of a leadership executive committee, or as liaison counsel, in most of his cases. In his cases, the leadership structure is often accomplished through stipulation to a submitted proposed order based on trust and relationships with other plaintiffs' counsel, as opposed to a contested resolution by the court. He was recently appointed by stipulations for orders as the sole Lead Counsel, to guide Executive



Committees for the Porter Ranch Gas Leak Shareholder Derivative Actions, (the largest natural gas leak in the history of the United States (October 2015- February 2016) and the UCLA medical data breach litigation. Over 35 lawyers in total signed off on the stipulations in those two cases that obviated contested leadership hearings.

Collaboration with defense counsel is also very common in Mr. Westerman's cases because after 30 years in this line of practice, he often knows defense counsel, or their senior partners, through Bar activities, or as opposing counsel from other cases. Some of these relationships go back over 25 years, as is also the case with many plaintiff lawyers. This typically enhances and encourages the ability to talk candidly, off the record. It facilitates resolution of many issues to minimize or defuse significant amounts of motion practice. When there is motion practice, it is usually focused on the merits of the issues because of the rapport and collaborative practices employed with defense counsel.

The following are examples of Mr. Westerman's leadership positions and case resolutions over the years where he was the Court appointed Lead, Co-Lead, Liaison and/ or Executive Committee member with a leadership role, or in a few cases where lead was not formally appointed, he was the attorney with day to day responsibility for, the following cases:

1. Judge Otero appointed Mr. Westerman as one of three Co-Lead Counsel over a group of about 80 plaintiff attorneys, *In Re Korean Air Lines Co., LTD Antitrust Litigation*, MDL No. 1891 Master File No. CV 07 05107

SJO (AGRx). That extremely complex case resulted in separate settlements with the two defendants, Asiana Air Lines (\$21 million in 2011) and Korean Air Lines (\$68 million in 2013) for a total of \$89 million.

2. In UCLA Medical Data Breach, Case No. BC589243 Los Angeles Superior Court, against Defendant UC Regents, Mr. Westerman was stipulated to be the sole lead counsel, with an Executive Committee, by over 30 law firms including past Presidents of Consumer Attorneys Association of Los Angeles (“CAALA”) and Consumer Attorneys Association of California (“CAOC”). The case settled with over \$1 billion in retail cost value settlement identity protection insurance and services made available to the 4.5 million class members where, at the final approval hearing on June 18, 2019, the Hon Daniel Buckley, addressing Mr. Westerman stated:

... You’ve outlined an approach that bluntly is consistent with your professionalism and your integrity....

3. In a case before the Hon. David Carter, resolved in 2013, as Court appointed Co-Lead Counsel with Cotchett, Pitre & McCarthy, LLP, we achieved a total settlement of \$219 million against Wells Fargo (\$105 million) and Bank of NY Mellon (\$114 million) for class and non-class investors, on a claim for the banks’ roles in a Ponzi scheme. That case was one of the largest Ponzi scheme recoveries in California history and was recognized by Institutional Shareholder Services as one of the top 10 investor cash recoveries in the United States for 2013. Mr. Westerman

and his Co-Lead Counsel were finalists for the California Consumer Attorneys Consumer Attorney of the Year award for this case.

4. *In Re Chase Bank USA, N.A. "Check Loan" Contract Litigation*, MDL No. 2032; Case No.3:09-md-02032 MMC (JL) (N.D. Cal.), settled in 2012 for \$100 million. Chase was alleged to have acted in bad faith in changing the payment terms of about 1 million cardholder/class members. That case was prosecuted by a six firm Executive Committee, appointed by Judge Chesney, one of which was also designated Liaison Counsel. Mr. Westerman was a member of that Executive Committee. Mr. Westerman and his Co-Executive Committee Counsel were finalists for the California Consumer Attorneys Consumer Attorney of the Year award for this case.
5. Milgram v Chase, CV 10-00336 GW (PJWx). Co-Lead Counsel in case that settled for \$7.8million, alleging deceptive billing practices related to a promotional interest rate offered class members.
6. Davis, Castillo v. Chase, CV 04804 DDP (PJWx). Co-Lead Counsel in a consumer class action that settled for \$5.5million, for alleged breach of consumer credit card terms regarding application of payments to regular balance purchases before promotional purchases.
7. The Nvidia GPU Litigation, consumer class case re defective graphic processor units settled with multi-pronged relief including returning computers for repair and chip replacement at Nvidia's expense; a reimbursement fund for class member damages incurred prior to the settlement; and replacement of some computers with a new computer.

Estimated reimbursement, repair, replace and expense value to class of over \$400m.

8. In Re Broadcom Stockholder Litigation SA 15 CV 00979 JVS (PJWx) (2015) CD Cal. Settled for more detailed disclosures and assurances about post acquisition matters, to shareholders prior to a vote on a proposal to acquire the company.
9. Oklahoma Firefighters Pension & Retirement System and Oklahoma Law Enforcement Retirement System v. Ixia et al. CV13-08440-MMM (2015) CD Cal. Settled .
10. Correra v. Sensa Products consumer class misleading diet product marketing, settled with a settlement fund of up to \$9 million for the benefit of class members. Case No. BC476808 (2012) Los Angeles Superior Court.
11. In re Chiron Securities Litigation, No. 04-4293 VRW N.D. Cal \$30 million settlement re misleading statements about capability, and failure, to manufacture annual flu vaccine, approved January 6, 2009.
12. In re Magma Design Automation, Inc. Securities Litigation, Case No. 05-2394 (N.D. Cal.) Lead Counsel; \$13,500,000 settlement approved March 27, 2009.
13. Allos Securities Litigation. Settled for \$2 million. (2008)
14. AXT Securities Litigation. Settled for \$2.5 million. (2008)

15. Omnivision Securities Litigation. Settled for \$13.75 million. N.D. Cal (2007)

16. Robert Mondavi Corp. buyout by Constellation Brands litigation settled for price increase of \$1 per share to the public shareholders, valued at \$11 million. Napa Valley Superior Court. (2007)

17. In Messick the Pioneer electronics, BC 323499, Los Angeles Superior Court, at the final settlement approval hearing on January 5, 2007, the Hon. Anthony Mohr, made the following comments:

The Court: ... In this case I sort of decided based on my summary judgment ruling that I didn't think the class action was good. I didn't think anybody really deserved relief, and Mr. Westerman and his colleagues pulled one out of the hat. They got themselves a settlement, and they got some benefit to the class, which, frankly, this court did not feel they deserved based on my ruling...

\*\*

The Court: and as far as the fees go, for the reasons I've articulated, it looks to me as if the attorneys have done a very good job. They have -- they have stayed with the case that others might have abandoned after summary judgment motions were granted, not only by me by other judges, but they stayed the course and did the hard work, and I think they deserve to be compensated. So the fees are approved.

.....  
18. Mr. Westerman oversaw the briefing and argued to the California Supreme Court for the plaintiff in Pioneer Electronics v Superior Court, 40 Cal. 4<sup>th</sup> 360 (2007), which resulted in a 7-0 decision protecting

plaintiffs right to access witness information, and language about the value of class actions.

19. Lieb/Callan v Unocal Corp. et al. shareholder class buy out litigation BC331316 and BC331925 Los Angeles Superior Court (2005). Co-Lead Counsel where price for Chevron acquiring Unocal was increased by \$500 million and the settlement recognized the role of this case in the price increase.
20. Brody v. Hellman, Colorado state court, a case against Qwest and former directors of Baby Bell, U.S. West, seeking a declared but unpaid dividend to shareholders, recovering \$50 million for the class, which was significantly comprised of U.S. West retirees. (2004)
21. Broadcom shareholder derivative litigation David v. Wolfen, Lead case No. 01 – CC-03930 ,Orange County Superior Court. Lead Counsel in reaching a settlement that provided for significant corporate governance therapeutic requirements for management and the Board. (2004)
22. Specialty Laboratories, Inc. Securities Litigation (C.D. Cal) Settled for \$12 million. (2004)
23. Accelerated Networks Securities Litigation. Settled for \$8 million. (2003)
24. Drogin v. Dole Food Company, BC 281969, Los Angeles Superior Court. Co-Lead Counsel. Shareholder class action going Private litigation, which settled for an increased share price to the shareholders of \$4 per share,

valued at \$172 million. At the final approval hearing on March 28, 2003, the Hon. Anthony Mohr stated:

.....  
THE COURT: .... THE EVIDENCE IS THAT THE CO-LEAD COUNSEL DID EXCELLENT FIRST-CLASS WORK AND HAD THE SHAREHOLDERS BEST INTERESTS, THE CLASSES BEST INTERESTS, IN MIND....  
.....

25. In Re THQ, Inc. Securities Litigation CV 00-178-JFW (EX) (C.D. Cal.)  
Lead Counsel. Settled for \$10.1 million where the Hon. John Walter made the following comments at the final approval hearing on June 30, 2003:

The Court: ... However, I do want to make a couple of findings and I want to complement counsel in connection with their efforts in this matter.

This action was obviously very vigorously prosecuted and defended very well by respected inexperienced counsel on class action securities litigation. In the procedural history of this case demonstrates the skill and aggressiveness of counsel as well as the substantial risk in establishing liability and damages if this litigation continued. In briefly by way of background the plaintiffs were confronted with the requirements of rule nine in the heightened pleading standards imposed....

Mr. Westerman: nothing to add. Thank you, Your Honor.

The Court: Thank you. You did a tremendous job in this case.

26. Karlin v. Alcatel, Case No. SACV -00-214- DOC (EEX) Co-Lead Counsel in a United States Section 14(d) securities class action with complex compensation tracing issues which resulted in what was believed to be the biggest settlement at the time, \$10.5 million, under that statute.



See also 2001 WL 1301216, Fed. Sec. L. Rep. (CCH) ¶ 91,526 (C.D. Cal. 2001) (argued, denying defendants' motion for summary judgment). (2001)

27. St John Knits Securities Litigation, settled for \$5 million. C.D. Cal (2000)
28. St John Knits Shareholder Litigation re going private, buyout transaction. Settlement included warrants, price increase and other relief valued at over \$40 million. Orange County Superior Court (2000)
29. Castle & Cooke Shareholder Class Action going private litigation, Civil No. 00-1-0145(1) Circuit Court of the Second Circuit, State of Hawaii settlement for increase of share tender price by \$28 million to shareholders. (2000)
30. ASD Buyout Litigation for class members of a California Mutual Benefit Corporation that put on a large annual trade show. Settlement increased value to members by over \$17 million, such that class members each received settlement checks of about \$35,000. (2000)
31. Oakley Securities Litigation, settled for \$17.5 million. C.D. Cal (2000)
32. Urohealth Securities Litigation, settled for \$5.75 million, (1999)
33. Prosoft Securities Litigation, settled for \$2.2 million. C.D. Cal (1999)
34. Veterinary Centers of America Securities Litigation, Settled for \$6.75 million. C.D. Cal (1998)
35. Dove Securities Litigation, settled for \$3.75 million. (1998)
36. Diana Securities Litigation, settled for \$7.25 million cash and \$14-19 million in warrants. C.D. Cal (1998)
37. Unison Securities Litigation, settled for approximately \$4 million. (1998)

38. Occidental Petroleum, shareholder derivative action, settled for executive compensation and corporate governance provisions. (1998)
39. Falcon Cable Securities Litigation, settled for \$7.5 million. C.D. Cal (1998)
40. Amdahl Corp., share price takeover litigation. Fujitsu bought Amdahl. The case settled for a purchase price increase of \$0.40 per share, valued at \$28 million. (1997)
41. MTI Securities Litigation, settled for \$5.5 million. (1996)
42. Neutrogena Securities Litigation, (seller class) settled for \$1.75 million. C.D. Cal (1996)
43. Sony Securities Litigation, settled for \$12.5 million. C.D. Cal. (1996)
44. Kinko's roll-up buyout, settled for \$8.5 million to minority interest holders, plus favorable changes to deal terms. Los Angeles Superior Court (1996)
45. WellPoint shareholder class and derivative shareholder litigation Gollomp v. Schaeffer et al. Case No. BC 124698 (1996), Los Angeles Superior Court. A Lead Counsel for a settlement that provided for significant corporate governance therapeutic requirements for management and the Board, including restrictions on activation of existing "golden parachute" compensation provisions, saving the company Over \$10 million, in a contemplated merger transaction.

46. SCI TV going private litigation. Settled for warrants to public shareholders valued at approximately \$19 million. Los Angeles Superior Court (1995)
47. CalFed Shareholder Derivative Litigation, settled for \$12.2 million plus corporate governance changes. Los Angeles Superior Court (1995).
48. Styles On Video Securities Litigation, settled for \$2.5 million cash plus warrants and defendants cancelled options. C.D. Cal (1995)
49. Davstar Securities Litigation, settled for \$3.4 million. C.D. Cal (1994)
50. Vidmark Securities Litigation, settled for \$3.5 million. C.D. Cal. (1993)
51. Sam & Libby Securities Litigation, settled for \$8.25 million. N.D. Cal (1993)
52. Zenith Insurance Shareholder Litigation, settled for \$17 million. Los Angeles Superior Court (1993)
53. Coast Savings Shareholder Litigation, settled for \$4 million. Los Angeles Superior Court (1993)
54. Falcon Cable Securities Litigation, settled for \$1.7 million. C.D. Cal (1992)
55. New Image Securities Litigation, settled for \$2 million. C.D. Cal (1992)

# EXHIBIT C



**WESTERMAN LAW CORP.**  
**Guido E. Toscano**  
**Senior Counsel**

Mr. Toscano is senior counsel at Westerman Law Corp. where he practices in the areas of consumer litigation, data breach, employment, shareholder and antitrust class actions. He studied piano performance at Texas Christian University and received his juris doctor degree from USC Gould School of Law in 2009. Guido began his law career as an associate in the Los Angeles offices of Arnold & Porter LLP and Venable LLP, working first in consumer class actions and regulatory investigations then later in business, entertainment and trust and estates litigation. He has successfully represented a wide array of clients ranging from blue-collar workers to Fortune 500 companies in high-profile matters involving multi-million dollar disputes, including as first-chair trial counsel. He was selected as a Southern California *Super Lawyers* Rising Star for 2019.

#### **Representative Matters**

- Recently appointed to the litigation team for Direct Purchaser Plaintiffs approved by Judge Orrick in *Reece v. Altria Group, Inc.* (No. 20-02345-WHO) involving claims against Altria for anticompetitive agreements involving Juul e-cigarettes
- Represented trustees of \$100 million estate against claims of undue influence and incapacity brought by son and grandson of Paula Kent Meehan (founder of the Redken haircare company); lead associate on litigation team that defeated claims by grandson following bench trial
- Represented trustee regarding tax liability on a multi-million dollar Napa County estate; first-chair bench trial victory over claims by objectors
- Represented a widow trustee/beneficiary in litigation to revoke her husband's trust based on alleged forgery, undue influence and lack of capacity; favorable settlement after plaintiffs' claims were dismantled following key depositions by Mr. Toscano
- Lead associate in a successful nationwide class action settlement involving consumer claims against dietary supplement manufacturer USPLabs
- Represented a hospitality company in litigation involving investors who alleged breach of contract, conversion, and breach of fiduciary duty in connection with the development of the luxury SLS Miami hotel
- Represented cosmetic company Murad in litigation against a national pharmacy retailer CVS to stop trademark infringement, unfair competition, and the unauthorized sale of defaced cosmetic products
- Represented an infomercial production company in litigation involving non-payment of royalties for sales of the popular "nutribullet" blender
- Lead associate in disputes with CBS *60 Minutes* regarding the confidentiality of company documents
- Represented a pharmaceutical company in connection with a regulatory investigation by the FDA and the U.S. House Committee on Energy and Commerce regarding contaminated heparin

#### **Education:**

B.M. Piano Performance,  
*magna cum laude*, Texas  
Christian University, 2005

J.D., University of Southern  
California, 2009

#### **Admitted:**

State Bar of California, 2009  
All U.S. District Courts of  
California

#### **Honors:**

Southern California *Super  
Lawyers* Rising Star, 2019