

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS
AND INCORPORATED MEMORANDUM OF LAW**

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In accordance with this Court's January 10, 2020 Memorandum and Order (Doc. No. 525), Plaintiffs hereby respectfully request that the Court grant this Motion for Attorneys' Fees, Costs and Class Representative Service Awards.

INTRODUCTION

This litigation was an eight-year battle that involved a mountain of discovery numerous depositions, multiple discovery hearings, class certification proceedings, and extensive motion practice that was snowballing into potentially an intense and complex antitrust trial. *See* Declaration of Dianne M. Nast in Support of Plaintiffs' Motions for Final Approval of Settlement and for Attorneys' Fees and Costs ("Nast Decl."), at ¶ 10. Plaintiffs had achieved class certification and survived a motion to dismiss and multiple trips to the Seventh Circuit. Before trial was to begin, summary judgment motions were filed by both parties and were pending along with motions *in limine*, a Daubert motion to exclude Plaintiffs' expert, and a motion to decertify the Class. *Id.* at ¶ 14.

The Parties' initial mediation process was overseen by Court-appointed, former Federal District Judge Daniel Weinstein (Ret.), but that mediation process concluded in June of 2018, and the Parties continued to litigate. *Id.* at ¶ 12. Settlement negotiations resumed in May 2019, several months before this case was scheduled for trial. *Id.* at ¶ 13. As before, these settlement negotiations were conducted in good faith and at arm's length. *Id.*

During the second round of mediation—and with the continued assistance of the Court-appointed mediator—the Parties reached an agreement to settle Plaintiffs' antitrust claims for a non-reversionary fund of \$220 million. *Id.* at ¶ 16. In light of the complexity of the issues, the risk of trial, and the appeals that could follow, this is an extraordinary result for the Class.

For the many years of risky, expensive, and labor-intensive work that Class Counsel¹ expended to achieve this result, they seek fees equaling thirty-three and one-third percent (33 1/3%) of the common fund (but net of administrative costs²) and \$5,271,266. 99 in expenses. As confirmed by well-settled case law concerning attorney fees in the class action context, Class Counsel's request is reasonable, customary and fully supported by both the facts and law. The same is true for the requested service awards for each of the four Class Representatives (First Impressions Salon, Inc., Roy Mattson, Piggly Wiggly Midwest, LLC and KPH Healthcare Services, Inc. a/k/a Kinney Drugs, Inc.).

BACKGROUND

I. Class Counsel Undertook Extraordinary Risks in Prosecuting This Action.

When this case was initially filed, it was in many ways an uphill battle. Successful antitrust actions are very difficult to try to a jury. *See, e.g., Ohio Sealy Mattress Mfg. Co. v. Sealy, Inc.*, 585 F.2d 821, 841 (7th Cir. 1978) (“While the challenges and subtleties of antitrust law often hold a strong fascination for lawyers, a trial such as this one could hardly be expected to keep the average lay juror on the edge of his or her seat....”).

Plaintiffs' early effort to obtain partial summary judgment early on was denied, albeit without prejudice, followed by Plaintiffs clash with Defendants over Plaintiffs' motion to

¹ The three attorneys serving as Co-Lead Counsel for the Class include: Michael Roberts, Dianne Nast, and Don Barrett. In addition to Co-Lead Counsel's law firms, other law firms participated in this case on behalf of Plaintiffs, and they include Neal & Harwell, Kohn Swift & Graf, Michael Fishbein, Levin Sedran & Berman, Nussbaum Law Group, and Vanek Vickers & Masini/Sperling Slater.

² *See Redman v. RadioShack Corp.*, 768 F.3d 622, 630 (7th Cir. 2014) (“[A]dministrative costs should not have been included in calculating the division of spoils between class counsel and class members.”).

substitute a Plaintiff-party, a motion which was granted by this Court. Dkt. 216. *See also* Nast Decl. at ¶ 6. Next, Defendants filed a motion seeking to dismiss the Complaint and Strike certain Class allegations, resulting in the dismissal of one of the named Plaintiffs that this Court determined did not have antitrust standing. *Id.* at ¶ 7 (citing Ct. Mem. Op., dated 10/05/2016) (Dkt. 250). Through diligent advocacy, however, Plaintiffs defeated, at least temporarily, the remainder of Defendants' dismissal motion.³

Subsequently, Plaintiffs successfully sought and were granted certification of two sub-classes on September 29, 2017. However, Defendants continued to challenge Class certification in a Rule 23(f) appeal filed with the Seventh Circuit, which was resolved on February 15, 2018, after Defendants' Petition for Rehearing and Rehearing En Banc was denied. Nast Decl. at ¶ 8.

The parties then engaged in extensive fact discovery on multiple fronts, consisting of review and analysis of hundreds of thousands of pages of document discovery, interrogatories and requests for admissions, thirty-six (36) depositions, preparation of expert reports, and multiple discovery proceedings before Magistrates Williams and Sison regarding discovery disputes that could not be resolved by meet-and-confers between the parties. *Id.* at ¶ 9.

By the time the parties were able to finally reach an agreement to settle this case, they were well-prepared for trial. But that does not undermine the complexity and uncertainty of the challenges Plaintiffs still faced, as Defendants' summary judgment motion, motions *in limine*, and their motion to decertify were all pending shortly before trial was scheduled to begin.

Thus, right up until the time of trial, Plaintiffs still faced significant risks, and there was no guarantee they would prevail. Indeed, Defendants repeatedly advanced a number of strong

³ Other bases for Defendants' motion – including the statute of limitations and the filed-rate doctrine – would later resurface in a summary judgment motion filed by Defendants a few months before trial was scheduled to begin. (Doc. No. 430).

legal challenges, any one of which could have resulted in complete dismissal of the case. Those challenges included, among others: the *Capper-Volstead* and Filed-Rate doctrines, lack of standing, and the statute of limitations. These issues were briefed extensively in summary judgment filings, which were among other motions that were pending at the time of trial. *See, e.g.*, Dkt. Nos. 430, 436, 453, 512, and 513; *see also* Nast Decl. at ¶ 10 & Ex. A thereto (list of contested motions).

In sum, this lawsuit was always risky, challenging and required unwavering determination by Plaintiffs to forge ahead, despite the obstacles that Defendants and their counsel placed in the path of Plaintiffs every step of the way.

II. Class Counsel Fiercely Litigated This Case for Eight Years and Settled Close to the Start of Trial.

To say this case was hard fought would be an understatement. Some of the Defendants here, Dairy Cooperatives, are among the biggest in the United States. They were operating with virtually unlimited resources, and—as demonstrated in this case—they had little interest in settling. Instead, Defendants mounted a formidable defense, advanced by some of the largest law firms and most reputable litigators in the country.

Over the course of the litigation, Class Counsel (1) engaged in lengthy discovery and investigation; (2) briefed numerous contested motions; (3) carefully reviewed hundreds of thousands of pages of documents and evidence necessary to prove their case; (4) took and defended many depositions; (5) participated in multiple discovery hearings before the Magistrate Judges, most of which were preceded by lengthy meet and confers and letter briefs not filed on the docket; (6) worked with expert witnesses, who prepared expert reports; and (7) were making substantial preparations for trial. *See* Nast Decl. at ¶ 9 and Exhibits A-C thereto.

This case took substantial resources to litigate. In all, Class Counsel dedicated 44,890.55

hours (and \$27,936,103.00 in lodestar) to this litigation. *See* Nast Decl. ¶ 23. Class Counsel also advanced \$5,271,266.99 in out-of-pocket costs, all of which was needed to secure experts, jury and trial consultants, and other services necessary to go toe-to-toe with motivated and well-funded defendants. *Id.* at ¶ 28. As a result, Class Counsel essentially have risked tens of millions of dollars – and risked losing it all on the outcome of this case. They did so without hesitation in the years-long pursuit of the best possible result for the Class.

III. The Settlement Is a Big Win for the Class.

The full terms of the Settlement, and the reasons it should receive final approval, are set forth in the simultaneously-filed motion for final approval of the Settlement, but two points are worth mentioning here. First, \$220 million, less fees and costs, will go to the Class. Nast Decl., ¶ 16 and Exhibit F to Nast Decl. (Plan of Distribution). Second, the risks at trial and beyond were significant. Plaintiffs believed they had a strong case, but knew that if they did win at trial, an appeal was inevitable.⁴ In the best-case scenario, this would have meant several more years before the Class could recover a dime. In the worst case—a very real possibility, for all the reasons stated above—the Class would have recovered nothing at all. *See* Nast Decl. at ¶ 14 (“Plaintiffs believed they had a strong case; however, given these pending motions were unresolved and could substantially affect the parties’ positions, a great deal of uncertainty existed as the trial approached.”). Counsel fought long and hard and would never have inked a deal that they did not feel confident was in the best interests of the Class.

⁴ Defendants had similar concerns. *See* NMPF News Release, “Cooperatives Working Together Settlement Lifts Legal Cloud,” dated 12/04/2019 at <https://www.nmpf.org/cooperatives-working-together-settlement-lifts-legal-cloud/> (“NMPF’s decision to enter into this settlement recognized the uncertainties inherent in any jury trial, the very large damages sought by the plaintiffs and the fact that the successful Export Assistance Program is entirely unaffected by the settlement.”).

ARGUMENT

I. Class Counsel’s Request Reflects a Conservative Estimate of the “Market Price” for Attorneys’ Fees—Especially Given That This Case Involved Big Risks and was close to Trial.

“[L]awyer[s] who recover[] a common fund . . . [are] entitled to a reasonable attorney’s fee from the fund as a whole.” *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *see also Sutton v. Bernard*, 504 F.3d 688, 691 (7th Cir. 2007). “[W]hen deciding on appropriate fee levels in common-fund cases,” like this one, courts in the Seventh Circuit “must do their best to award counsel the market price for legal services, in light of the risk of nonpayment and the normal rate of compensation in the market at the time.” *In re Synthroid Mktg. Litig.* (“*Synthroid P*”), 264 F.3d 712, 718 (7th Cir. 2001); *accord Williams v. Rohm & Haas Pension Plan*, 658 F.3d 629, 635 (7th Cir. 2011) (“[T]he district court must try to assign fees that mimic a hypothetical *ex ante* bargain between the class and its attorneys.”). There is little question that, under the facts of this case, the *ex ante* market price for Class Counsel’s services was no less than thirty-three and one-third percent (33 1/3%) of the common fund.

A. The market price is measured as a percentage of the fund.

Although courts in this Circuit have the discretion to use either a percentage of the fund or lodestar methodology, *Florin v. Nationsbank of Georgia, N.A.*, 34 F.3d 560, 566 (7th Cir. 1994), the percentage method is employed by the Seventh Circuit. *Cf. Beesley v. Int’l Paper Co.*, No. 3:06-CV-703-DRH-CJP, 2014 WL 375432, at *2 (S.D. Ill. Jan. 31, 2014) (Herndon, J.) (“When determining a reasonable fee, the Seventh Circuit Court of Appeals uses the percentage basis rather than a lodestar or other basis.”).⁵ This makes sense, because “it is essentially

⁵ *See also, e.g., Cooper v. IBM Pers. Pension Plan*, No. CIV. 99-829-GPM, 2005 WL 1981501, at *3 (S.D. Ill. Aug. 16, 2005), *rev’d and remanded on other grounds*, 457 F.3d 636 (7th Cir. 2006) (“The approach favored in the Seventh Circuit is to compute attorney’s fees as a

unheard of for sophisticated lawyers to take on a case of this magnitude and type on any basis other than a contingency fee, expressed as a percentage of the relief obtained.” *In re Payment Card Interchange Fee and Merch. Discount Antitrust Litig.*, 991 F. Supp. 2d 437, 440 (E.D.N.Y. 2014), *rev'd on other grounds*, 827 F.3d 223 (2d Cir. 2016). Thus, where, as here, “the ‘prevailing’ method of compensating lawyers for ‘similar services’ is the contingent fee, then the contingent fee *is* the ‘market rate.’” *Kirchoff v. Flynn*, 786 F.2d 320, 324 (7th Cir. 1986) (emphasis in original).

B. Class Counsel’s 33 1/3 % request reflects the *ex ante* market price under the facts of this case.

Here, Class Counsel’s request for thirty-three and one-third percent (33 1/3 %) is in line with the percentage class members regularly agree to pay attorneys in complex class actions.⁶ This is true for a number of reasons.

1. Fee agreements in other litigation support Counsel’s fee request.

Empirical data shows that sophisticated clients and sophisticated named plaintiffs regularly agree to pay thirty-three and one-third percent (33 1/3 %) or more in risky, complex litigation, even when potential rewards are enormous. Indeed, fee percentages in this range are common in patent and other large commercial cases, as well as in class actions led by sophisticated business entities.

For example, one empirical study found that in patent cases “the contingent rates are similar to the ‘one-third’ that a stereotypical contingent personal injury lawyer charges,” and that

percentage of the benefit conferred on the class.”); *Spano v. Boeing Co.*, No. 06-CV-743-NJR-DGW, 2016 WL 3791123, at *2 (S.D. Ill. Mar. 31, 2016) (same); *Nolte v. Cigna Corp.*, No. 2:07-CV-2046-HAB-DGB, 2013 WL 12242015, at *2 (C.D. Ill. Oct. 15, 2013) (same).

⁶ The attorney-client agreements in this case do not reference a specific percentage. Instead, they simply say that fees are contingent and will be determined by the Court.

the mean rate percentage was 38.6% for flat percentage contracts:

On the whole, the contingent rates are similar to the “one-third” that a stereotypical contingent personal injury lawyer charges. There are two main ways of setting the fees for the contingent fee lawyer: a graduated rate and a flat rate. Of the agreements using a flat fee reviewed for this Article, the mean rate was 38.6% of the recovery. The graduated rates typically set milestones such as “through close of fact discovery,” “through trial,” and “through appeal,” and tied rates to recovery dates. As the case continued, the lawyer’s percentage increased. Of the agreements reviewed for this Article that used graduated rates, the average percentage upon filing was 28% and the average through appeal was 40.2%.

David L. Schwartz, *The Rise of Contingent Fee Representation in Patent Litigation*, 64

ALABAMA LAW REVIEW 335, 360 (2012). In a case like this one that lasted about eight years and was settled close to the time that trial was to begin, the high-end of the graduated rates would apply. In addition, there are multiple examples of multi-million-dollar settlements in pharmaceutical antitrust cases awarding thirty-three and one-third percent (33 1/3 %) in fees plus expenses. *See, e.g., In re Flonase Antitrust Litig.*, 951 F. Supp. 2d 739 (E.D. Pa. June 14, 2013) (\$150 million settlement with fee award of 33 1/3% plus expenses); *In re Relafen Antitrust Litig.*, 231 F.R.D. 52 (D. Mass. 2005) (\$75 million settlement with fee award of 33 1/3% plus expenses). Thus, the market consisting of sophisticated entities in comparable contexts routinely produces fee agreements at and sometimes above the percentage Class Counsel request here.

2. Courts in this Circuit regularly award fees of 33 1/3 % or higher.

Another relevant data point for the market price for attorneys’ fees is those awarded in “analogous class action settlements.” *Taubenfeld v. AON Corp.*, 415 F.3d 597, 600 (7th Cir. 2005); *accord Silverman v. Motorola Solutions, Inc.*, 739 F.3d 956, 958 (7th Cir. 2013). This metric, too, confirms the reasonableness of Class Counsel’s request.

As a starting point, many courts within the Seventh Circuit have awarded percentage fees

of thirty-three and one-third percent (33 1/3 %) or higher to class counsel.⁷ Moreover, the most recent empirical study on class action fee awards shows that the *average* fee in the Seventh Circuit—without regard to complexity, risk, duration, or results—is thirty-one and six-tenths percent (31.6%).⁸ These statistics alone, however, do not tell the full story, because they do not account for the riskiness of the case, the fact that Class Counsel settled on the verge of the scheduled trial, or the quality of Counsel’s performance in litigating the case. Each of these factors, as discussed below, further supports Counsel’s request.

3. The market rewards risk, and this case was tremendously risky.

“The greater the risk of walking away empty-handed, the higher the award must be to

⁷ See, e.g., *Young v. Cnty. of Cook*, No. 06 C 552, 2017 WL 4164238, at *6 (N.D. Ill. Sept. 20, 2017) (awarding thirty three and one-third percent (33 1/3 %) of \$52 million common fund and overruling objections calling for sliding scale approach); *Spano*, 2016 WL 3791123, at *2 (“A one-third fee is consistent with the market rate in settlements concerning this particularly complex area of law.”); *In re Dairy Farmers of Am., Inc.*, 80 F. Supp. 3d 838, 862 (N.D. Ill. 2015) (awarding one third plus expenses of \$46 million common fund); *Standard Iron Works v. ArcelorMittal*, No. 08 C 5214, 2014 WL 7781572, at *1 (N.D. Ill. Oct. 22, 2014) (“The Court finds that a 33 % fee [of \$163.9 million common fund] comports with the prevailing market rate for legal services of similar quality in similar cases.”); *Beesley*, 2014 WL 375432, at *4 (Herndon, J.) (awarding one third of common fund); *Fosbinder-Bittorf v. SSM Health Care of Wisconsin, Inc.*, No. 11-CV-592-WMC, 2013 WL 5745102, at *1 (W.D. Wis. Oct. 23, 2013) (same); *George v. Kraft Foods Global, Inc.*, No. 1:07-CV-1713, 2012 WL 13089487, at *4 (N.D. Ill. June 26, 2012) (same); *City of Greenville v. Syngenta Crop Prot., Inc.*, 904 F. Supp. 2d 902, 908–09 (S.D. Ill. 2012) (awarding one-third of \$105 million settlement plus roughly \$8.5 million in costs and holding that “[w]here the market for legal services in a class action is only for contingency fee agreements, and there is a substantial risk of nonpayment for the attorneys, the normal rate of compensation in the market is 33.33% of the common fund recovered.”); *Schulte v. Fifth Third Bank*, 805 F. Supp. 2d 560, 601 (N.D. Ill. 2011) (awarding one third of common fund); *Will v. Gen. Dynamics Corp.*, No. CIV. 06-698-GPM, 2010 WL 4818174, at *4 (S.D. Ill. Nov. 22, 2010) (same); *Martin v. Caterpillar Inc.*, No. 07-CV-1009, 2010 WL 11614985, at *2 (C.D. Ill. Sept. 10, 2010) (“[C]ourts in the Seventh Circuit award attorney fees ‘equal to approximately one-third or more of the recovery.’ The Seventh Circuit itself has specifically noted that ‘the typical contingent fee is between 33 and 40 percent.’”).

⁸ Three leading empirical studies of attorney’s fee awards¹⁹ have found that the *average* fee in the Seventh Circuit is thirty one and six-tenths percent (31.6%) (2006-2011 data); 27.4% (2006-2007 data); and 26% (1993-2008 data). These data are set forth, with citations to the underlying studies, in *Newberg on Class Actions*, *supra* note 3, at § 15:83 tbl. 2.

attract competent and energetic counsel.” *Silverman*, 739 F.3d at 958; *accord, e.g., Synthroid I*, 264 F.3d at 721 (The market rate must account for the “risk of non-payment a firm agrees to bear.”). That is, if this case was riskier than the average case, we would have expected the lawyers in a competitive market to demand an above-average fee percentage to take it on.”) (emphasis in original). Thus, “[w]hen determining the reasonableness of a fee request, courts put a fair amount of emphasis on the severity of the risk (read: financial risk) that class counsel assumed in undertaking the lawsuit.” *Dairy Farmers*, 80 F. Supp. 3d at 847-48.

For all the reasons set forth above, this case was about as risky as a case could be. The case involved highly complex legal and damages issues. Plaintiffs paid out-of-pocket millions in expert fees to hire expert econometric experts, Plaintiffs engaged in intense motion practice, and had this case fully prepared to try, in part, through working closely with their trial consultant and having conducted focus group sessions and mock trial proceedings. Plaintiffs deciphered millions of pages of documents, deposed several witnesses, and defended depositions taken by Defendants. This trial was slated to last several days, and Plaintiffs were fully prepared. Given that courts routinely award thirty-three and one-third percent (33 1/3 %) and that (according to at least one study) the average fee award in this Circuit is thirty-one and six-tenths percent (31.6%), a market that “put[s] a fair amount of emphasis on the severity of the [*ex ante*] risk” surely would set a reasonable attorneys’ fees in this outlier case at no less than thirty-three and one-third percent (33 1/3 %), if not higher. *See Dairy Farmers*, 80 F. Supp. 3d at 847-48.

4. The market price typically increases as cases get closer to trial.

Sophisticated clients also recognize that even contingent-fee attorneys’ compensation should, to a certain degree, reflect the amount of work performed. As mentioned above, plaintiffs in the market for legal representation often pay their lawyers with bifurcated rates that

call for a higher percentage as their lawyers get closer to taking their cases to trial. *See Schwartz, The Rise of Contingent Fee Representation in Patent Litigation*, 64 ALABAMA LAW REVIEW at 360. Courts recognize this as well and award fees reflecting this market tendency and, while trials are rare, it is understandable that cases progressing closer to trial resulted in fees closer to forty percent (40%). *See Hale v. State Farm Mut. Auto Ins. Co.*, No. 12-0660-DRH, 2018 WL 6606079, *11 (S.D. Ill. Dec. 16, 2018) (citing and agreeing with *Syngenta*, 2018 WL 6436074 at *14, that one-third fee is customary in contingent fee cases and often higher in complex cases or cases that proceed to trial). Taking this into account, and how close this litigation was to trial, Class Counsel's fee request proves even more reasonable.

5. Class Counsel performed well and achieved a significant result for the Class.

Of course, courts consider not just the level of risk and amount of work performed, but also quality of the work. *Taubenfeld*, 415 F.3d at 600 (7th Cir. 2005) (noting that the "evidence of the quality of legal services rendered" is among the "type[s] of evidence needed to mimic the market per *Synthroid P*"); *Schulte* 805 F. Supp. 2d at 597 (Compensation also depends on "the quality of [counsel's] performance."). Class Counsel's work here, and the result they achieved, are both noteworthy. As described above, over the course of eight years that included extensive discovery and numerous contested motions, Counsel navigated a minefield of legal and factual challenges, certified a nationwide class, survived a motion to dismiss, battled for and against motions for summary judgment, defeated a Rule 23(f) appeal of class certification to the Seventh Circuit, and prepped the case for the beginning of trial. Given the difficulty of prevailing with complex antitrust claims, this was no small feat. The result of this diligent advocacy and dogged effort is a substantial Settlement that affords significant cash relief to the Class. This factor, too, supports Class Counsel's request.

6. Under these facts, the market does not reduce or taper fee percentages for larger recoveries, and neither should courts.

Both the actual market for legal services, and the Seventh Circuit, have flatly rejected the notion that counsels' fee percentages should decrease as the recoveries they secure increase. As Judge Easterbrook observed, “[p]rivate parties would never contract for such an arrangement, because it would eliminate counsel’s incentive to press for more [money] from the defendants.” *Synthroid I*, 264 F.3d at 718. The Seventh Circuit has therefore disapproved a cap that would limit attorney fee percentages in large cases. *Id.*; see also *In re FedEx Ground Package Sys., Inc., Employment Practices Litig.*, 251 F. Supp. 3d 1225, 1239 (N.D. Ind. 2017) (“Our court of appeals . . . has rejected the concept behind the ‘megafund’ theory”).

This makes sound economic sense, and scores of courts in this Circuit and elsewhere have awarded high percentages to class counsel in cases involving large settlements. Indeed, Professor Charles Silver, in *Hale*, 2018 WL 6606079 (S.D. Ill.), compiled a table of 63 cases (in addition to those discussed elsewhere in his report) with recoveries between \$100 million and \$1.08 billion in which courts awarded fee percentages of 25% or greater, 19 of which were equal to or greater than 33 1/3 %. See *Nast Decl.*, Exhibit D. There are many more examples.⁹ Accordingly, there is no sound reason to limit the attorneys’ fee percentage in a case settling for

⁹ See, e.g., *Silverman*, 739 F.3d 956 (affirming award of twenty seven and five-tenths percent (27.5%) of \$200 million settlement); *In re Anthem, Inc. Data Breach Litig.*, No. 15-MD-02617-LHK, 2018 WL 3960068, at *9 (N.D. Cal. Aug. 17, 2018) (twenty-seven percent (27%) of \$115 million); *In re Lithium Ion Batteries Antitrust Litig.*, No. 13-MD-02420-YGR, 2018 WL 3064391, at *2 (N.D. Cal. May 16, 2018) (30% of \$139.9 million); *In re Air Cargo Shipping Servs. Antitrust Litig.*, No. 06-MD-1775-JG-VVP, 2012 WL 3138596, at *5 (E.D.N.Y. Aug. 2, 2012) (twenty-five percent (25%) of \$198 million); *In re Comverse Tech., Inc. Sec. Litig.*, No. 06-CV-1825 (NGG), 2010 WL 2653354, at *6 (E.D.N.Y. June 24, 2010) (twenty-five percent (25%) of \$225 million).

a large amount such as this, which presented substantial risks.¹⁰ See *Nast Decl.* ¶ 10.

In *Silverman*, as in *Synthroid I*, 264 F.3d at 721, Judge Easterbrook suggested that courts should consider tapered fee structures that “provide for a recovery that increases at a decreasing rate.” *Silverman*, 739 F.3d at 959. One of the concerns animating this opinion was the perceived absence of “suits seeking more than \$100 million in which solvent clients agree *ex ante* to pay their lawyers a flat portion of all recoveries, as opposed to a rate that declines as the recovery increases.” *Id.* But outside of the securities context, sophisticated clients rarely employ declining percentages, and would have negotiated no less than a fee arrangement of one-third for a resolution reached so close to trial. Cf. *Hale*, 2018 WL 6606079 at *11 (“[S]ophisticated parties would have negotiated no less than a fee arrangement of 1/3 for a resolution reached after the case progressed to trial.”).

Moreover, courts have held declining percentages to be inappropriate in cases like this one, involving a high risk of nonpayment, an enormous amount of work, and where counsel had turned down an earlier settlement offer in a successful effort to obtain more for the class. See *Young v. County of Cook*, No. 06 C 552, 2017 WL 4164238, *4-5 (N.D. Ill. Sept. 20, 2017); *Hale*, 2018 WL 6606079 at *12 (finding the reasoning of the court in *Young* persuasive in finding that a declining marginal percentage scale was not appropriate for all cases).

For these reasons, courts following the market need not—and probably should not—

¹⁰ *Silverman* does not counsel otherwise. 739 F.3d at 956. There, the Seventh Circuit affirmed the district court’s award of twenty-seven and five-tenths percent (27.5%) of a \$200 million common fund. In so doing, it noted that such an “award *may* be at the outer limit of reasonableness.” *Id.* at 959 (emphasis added). But this cannot reasonably be interpreted as a *per se* ceiling (certainly not in light of *Synthroid I*), especially given the greater risks this litigation presented. For example, *Silverman* was a securities fraud case, where class certification is relatively perfunctory, but in the present case, Defendants’ motion to decertify the Class was one of several motions pending at the time the parties reached an agreement to settle.

apply declining percentages in large cases, especially under the facts of this case. This is confirmed by the result of *Silverman* itself, which affirmed a flat percentage in a case involving a large settlement fund. 139 F.3d at 956; *see also Dairy Farmers*, 80 F. Supp. 3d at 845 (awarding a flat one-third fee notwithstanding a “seemingly tailor-made tiered-pricing arrangement” set by the Seventh Circuit in *In re Synthroid Mktg. Litig.* (“*Synthroid II*”), 325 F.3d 974, 979 (7th Cir. 2003)).

C. A lodestar cross-check, though unnecessary, also confirms the reasonableness of Class Counsel’s request.

As a threshold matter, a lodestar cross-check is not required in this Circuit. *Rohm & Haas Pension Plan*, 658 F.3d at 636 (“[C]onsideration of a lodestar check is not an issue of required methodology.”); *Kolinek v. Walgreen Co.*, 311 F.R.D. 483, 500 (N.D. Ill. 2015) (“[N]o Seventh Circuit case law suggests that a percentage-of-the-fund approach will yield a reasonable result only where it satisfies a lodestar cross-check.”). Indeed, the “use of a lodestar cross-check has fallen into disfavor,” *Beesley*, 2014 WL 375432, at *3 (*citing Synthroid II*, 325 F. 3d at 979-80)), and, in many cases, can be “counterproductive,” *Gen. Dynamics Corp.*, 2010 WL 4818174, at *3 (collecting cases). Nevertheless, to the extent the Court wishes to conduct such a cross-check here, it confirms the reasonableness of Plaintiffs’ request.¹¹

1. Class Counsel expended a reasonable number of hours on this incredibly hard-fought litigation.

As noted above, this case was intensively litigated for more than seven years. During that time, Defendants mounted a formidable defense. In addition, because of the complex nature

¹¹ Plaintiffs have submitted a summary of the time expended in connection with this litigation, as well as the blended average billing rate. *See* Nast Decl. ¶¶ 23-25. These summaries are sufficient. *Beesley*, 2014 WL 375432, at *3 (“The Court may rely on summaries submitted by attorneys and need not review actual billing records.”). However, Counsel stands ready to submit detailed records should the Court request them.

of both the facts and law underlying this case, the motion practice and discovery have been protracted and complex. Provided above, is a thorough, non-exhaustive, list of the work Plaintiffs undertook to advance this case through class certification and past motions to dismiss, summary judgment motions, and interlocutory appeals, all the way to trial.

In furtherance of those efforts, and many more, Class Counsel expended 44,890.55 hours (and \$27,936,103.00 in lodestar) in a hard-fought litigation that lasted eight years (including a reasonable time for pre-filing investigation and complaint preparation). *See also* Plaintiff Firm Declarations in Support of Attorneys' Fees and Costs, attached hereto as Exhibit 1. Class Counsel's hours are therefore reasonable in the context of this litigation. *Id. Cf. City of Greenville*, 904 F. Supp. 2d at 909 (finding reasonable 83,300 hours for two firms over 8 years, which is approximately 10,412 hours/year).

2. Class Counsel's rates are reasonable under the facts of this case, and well below those recently approved for class action attorneys in this District.

Class Counsel calculated their lodestar using the customary, historical billing rates of all timekeepers at the time the services were rendered. *See also* Plaintiff Firm Declarations in Support of Attorneys' Fees and Costs, attached hereto as Exhibit 1. The blended average rate that results from this analysis is \$622.32. *Nast Decl.*, ¶ 25. This is eminently reasonable given (1) the complexity of the issues and the fact that the case proceeded to trial; (2) the resulting need for a relatively high proportion of time from very experienced lawyers; and (3) the presence of counsel with national practices and national expertise, whose participation was essential to prosecuting this difficult case. *Id.* at ¶ 26 (citing rates approved in 2016 by this Court in *Spano*).

Notably, this Court recently approved rates for contingent fee class action attorneys that significantly exceed those outlined above. In 2016, this Court found reasonable the following:

“for attorneys with at least 25 years of experience, \$998 per hour; for attorneys with 15–24 years of experience, \$850 per hour; for attorneys with 5–14 years of experience, \$612 per hour; for attorneys with 2–4 years of experience, \$460 per hour; for Paralegals and Law Clerks, \$309 per hour; for Legal Assistants, \$190 per hour.” *Spano*, 2016 WL 3791123, at *4 (approving a lodestar of \$18,066,346 with a blended rate of \$673.74) (Rosenstengel, J.). Now, four years after *Spano* was decided, Class Counsel’s blended rate still falls well within the range of those approved by this Court in 2016. Viewed in this context, Class Counsel’s rates are reasonable.

3. The resulting lodestar multiplier reflects the risk Class Counsel undertook and falls below the mean in comparable cases.

“[A] risk multiplier is not merely available in a common fund case but mandated, if the court finds that counsel ‘had no sure source of compensation for their services.’” *Florin*, 34 F.3d at 565; *accord City of Greenville*, 904 F. Supp. 2d at 909 (“[W]here counsel ‘had no sure source of compensation for their services,’ the Court must apply a risk multiplier to compensate the attorneys for the risk of nonpayment in the event the litigation were unsuccessful.”). The Seventh Circuit has also observed that “‘the need for such an adjustment is particularly acute in class action suits. The lawyers for the class receive no fee if the suit fails, so their entitlement to fees is inescapably contingent.’” *Florin*, 34 F.3d at 565 (*quoting In re Cont’l Ill. Sec. Litig.*, 962 F.2d 566, 569 (7th Cir. 1992)). It is beyond dispute that here, in this contingent class action lawsuit, there was no guarantee that counsel would secure a single penny for their services or reimbursement for the millions of dollars in out-of-pocket expenses they had advanced. The Court must, therefore, apply a risk adjustment multiplier.

The specific multiplier that results from this fee request is 2.6, which falls well within the rates recently approved in this District for contingent class representation. This is customary and reasonable in the context of this litigation for several reasons.

First, as a general matter, courts in this Circuit regularly approve multipliers between one and four. *See, e.g., City of Greenville*, 904 F. Supp. 2d at 909 (citing *Harman v. Lyphomed, Inc.*, 945 F.2d 969, 976 (7th Cir. 1991) (noting that the Seventh Circuit, and courts within it, regularly approve multipliers between one and four). In large cases like this one, moreover, empirical studies demonstrate that a 2.6 multiplier is actually below average and is reasonable. *See Exhibit E to Nast Decl.* (listing more than 100 cases with a multiplier over 3). From a macro perspective, therefore, the multiplier requested here is entirely reasonable.

Second, and more to the point, a multiplier of 2.6 is particularly reasonable under the facts of this case. In the Seventh Circuit, multipliers should reflect the risks counsel faces *ex ante*. *Harman*, 945 F.2d at 976 (“The [multiplier] level selected should, to the extent possible, be without regard to most developments during discovery and litigation because it is designed to reflect the riskiness of the case at the outset.”). Thus, the 2.6 multiplier is justified here, given the challenges of prevailing when Plaintiffs filed suit, the complex counts and allegations, and the high risks involved in litigating this case.

The lodestar cross-check readily confirms the reasonableness of Class Counsel’s request. And with this Court’s approval, as is customary in such cases, Co-Lead Counsel shall be responsible for and use their discretion in allocating and distributing counsel fees and costs (discussed below) that the Court approves to be paid to Class Counsel. *See In re CertainTeed Fiber Cement Siding Litigation*, 303 F.R.D. 199, 228 (E.D. Pa. 2014) (“The attorneys’ fees awarded by the Court shall be allocated to class counsel at the sole discretion of co-lead counsel.”); *In re Fasteners Antitrust Litigation*, Civil Action No. 08-md-1912, 2014 WL 296954, *10 (E.D. Pa. 2014) (“Co-Lead Counsel are responsible for allocating and distributing counsel fees and expenses to be paid to Class Counsel.”).

II. Class Counsel's Requested Costs Are Reasonable.

“It is well established that counsel who create a common fund like this one are entitled to the reimbursement of litigation costs and expenses, which includes such things as expert witness costs; computerized research; court reports; travel expense; copy, phone and facsimile expenses and mediation.” *Beesley*, 2014 WL 375432, at *3 (Herndon, J.) (citing *Boeing*, 444 U.S. at 478). Here, Class Counsel seek reimbursement of \$5,271,266.99 in litigation expenses. *See* Nast Decl., ¶ 28.¹² While these expenses are significant, at two and four-tenths percent (2.4%) of the common fund, the amount is significantly less than the average costs awarded, which is approximately “4 percent of the relief for the class.” *In re AT & T Mobility Wireless Data Servs. Sales Tax Litig.*, 792 F. Supp. 2d 1028, 1041 (N.D. Ill. 2011) (citing Theodore Eisenberg & Geoffrey P. Miller, *Attorney Fees in Class Action Settlements: An Empirical Study*, 1 J. Empirical Legal Stud. 27, 70 (2004)).

Such costs are also commensurate with the stakes and duration of this litigation, and include, among other things: (1) \$2,774,952.89 for highly-credentialed testifying experts instrumental to achieving class certification and defeating motions to dismiss and for summary judgment—who submitted multiple reports, were deposed, and had prepared extensively for trial; (2) \$1,098,338.21 for consulting experts who advised Class Counsel on difficult legal issues and supported the testifying experts; (3) \$36,879.80 to effectuate the Court-approved litigation notice plan; (4) \$305,529.35 for the document review platform and services necessary to host millions of pages of documents and assist Counsel's review, and such document review

¹² Class Counsel have provided summaries of their expenses, broken down into different categories. *See* Nast Decl. at ¶ 28 and Exhibit H thereto. This summary is sufficient for the Court to “perform its oversight function.” *Schulte*, 805 F. Supp. 2d at 600 (relying on a “summary document” of expenses); *see also Northbrook Excess & Surplus Ins. Co. v. Procter & Gamble*, 924 F.2d 633, 643 (7th Cir. 1991).

platform purchased by one of the Co-Lead counsel actually saved the class hundreds of thousands of dollars when one compares the retail cost of the class hiring a third party vendor to perform the same service with similar equipment; (5) \$409,466.85 for travel and accommodations connected with more than one hundred hearings and depositions, several critical in-person strategy meetings, a number of mediation sessions, and trial preparation; (6) \$1,241.70 for investigation, including an investigator whose work was critical to uncovering information on key farmer executives of the defendant coops; (7) \$125,954.73 for trial/jury consultants and other trial preparation experts; (8) \$87,008.49 for legal research fees, necessary to brief the extremely high volume of motions involving complex legal issues; (9) \$270,012.36 for transcripts and court reporters; and (10) \$89,649.00 for mediation-related costs. Exhibit H to Nast Decl.

No doubt, this was an expensive case to prosecute. But Class Counsel had a strong incentive to keep expenses at a reasonable level due to the high risk of no recovery when the fee is contingent. *Cf. Beesley*, 2014 WL 375432, at *3. Moreover, “the fact that Class Counsel does not seek interest as compensation for the time value of money or costs associated with advancing these expenses to the Class makes this fee request all the more reasonable.” *Id.* Class Counsel’s expenses are justified in the context of this extraordinary case.

III. The Named Plaintiffs’ Service Awards Are Reasonable.

Plaintiffs request a service award of \$25,000 for each of the four Class Representatives: First Impressions Salon, Inc., Roy Matson, KPH Healthcare Services a/k/a Kinney Drugs, Inc., and Piggly Wiggly Midwest, LLC. Each of them has invested significant time and resources in this litigation for many years by, among other things: reviewing pleadings, responding to discovery requests, producing documents, sitting for depositions, preparing for trial, and

overseeing the litigation. Nast Decl. at ¶ 27. Under these circumstances, a service award of \$25,000 to each representative is reasonable and appropriate. *See, e.g., Hale*, 2018 WL 6606079 at *15 (awarding each of the three Class Representatives \$25,000); *Cook v. Niedert*, 142 F.3d 1004, 1016 (7th Cir. 1998) (upholding award of \$25,000 to class representative); *Spano*, 2016 WL 3791123, at *4 (awarding \$25,000 to two representatives and \$10,000 to a third); *Beesley*, 2014 WL 375432, at *4 (awarding \$15,000 and \$25,000); *Abbott v. Lockheed Martin Corp.*, No. 06-CV-701-MJR-DGW, 2015 WL 4398475, at *4 (S.D. Ill. July 17, 2015) (awarding \$25,000); *Nolte v. Cigna Corp.*, No. 07-cv-2046, Dkt. 413 at 9 (C.D. Ill. Oct. 15, 2013) (same).

CONCLUSION

For all the foregoing reasons, Plaintiffs respectfully request that the Court award the following:

- a. Class Counsel shall receive \$5,271,266.99 as reimbursement of reasonable litigation costs from the initial payment of the settlement proceeds, which was deposited pursuant to the Settlement Agreement;
- b. Class Counsel shall receive attorneys' fees in the amount of thirty three and one-third percent (33 1/3 %) of the common fund—at the direction of Co-Lead Counsel, no sooner than when the payments of the settlement proceeds are deposited, pursuant to the Settlement Agreement, and/or at some point thereafter, within discretion of the Co-Lead Counsel; and
- c. Class Representatives shall receive service awards of \$25,000 each.

As is customary in class action settlements, Plaintiffs request this Court grant Co-Lead Counsel authority to reasonably allocate, pursuant to their discretion, the awarded attorneys' fees to the other plaintiff attorneys and law firms who worked on this case.

Plaintiffs respectfully submit that the incurred litigation costs and attorneys' fees are fair,

reasonable and adequate. Thus, Plaintiffs respectfully request that their Petition be granted in its entirety.

Dated: February 26, 2020

Respectfully Submitted:

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Co-Lead Counsel for Plaintiffs and the Class

CERTIFICATE OF SERVICE

Pursuant to Local Rule 7.1(b), I certify that a copy of the foregoing was served upon counsel via the Court's CM/ECF system.

/s/Dianne M. Nast _____

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

EXHIBIT 1

TO

**PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS
AND INCORPORATED MEMORANDUM OF LAW**

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF MICHAEL L. ROBERTS IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Michael L. Roberts, am a member in good standing of the State Bar of Texas and managing partner at Roberts Law Firm. I served as Court-appointed Co-Lead Counsel for the Plaintiff Class, along with Don Barrett and Dianne Nast for Plaintiffs in the above-captioned action. I have extensive experience in leading, litigating, managing and successfully resolving large, complex, antitrust and other complex, class action cases throughout the nation involving some of the largest Fortune 100 companies. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have thoroughly scrutinized and reviewed the time and expense records submitted by Roberts Law Firm in this litigation and attest that the records are accurate.
2. I further attest that the billing rates used to calculate the lodestar reflect the customary historical billing rates of the timekeepers at the time the services were rendered.

3. My firm performed the following types of work in litigating this case: I originated this case in late 2011 through my research and my investigation of the alleged facts in this matter; I also personally researched the law pertaining to those facts; after my investigation, I determined that a viable cause of action existed; all named plaintiffs, except one late-joining named plaintiff, are my clients who joined after personal consultation by me; I continuously have kept my clients properly informed at the various stages of the litigation; I invited the other plaintiff law firms, including but not limited to Barrett Law Group, PA and NastLaw, LLC, to participate in this case with my firm; I co-led and co-managed overall case management and strategy of the litigation and mediation/settlement negotiations; I co-led and co-managed the filings of all complaints, pleadings, supporting briefs, and legal research; I co-led and co-managed all discovery efforts, including all written discovery, all interviews of witnesses and all depositions; I and attorneys in my firm took and defended several depositions; I led and managed all the document production by all my clients; I led and managed document review of all productions by other parties; I co-led and co-managed all expert witness evidence and discovery; I co-led and co-managed class certification strategy and implementation; I co-led and co-managed trial strategy, trial preparation, trial focus group sessions, and the trial consultant's work; I prepared for and participated in court proceedings; I co-led and co-managed the entire plaintiffs-counsel team, including all committees for each phase of the matter; I co-led and co-managed the preliminary approval of the settlement process before the court; I had primary leadership of the entire matter, as this matter has predominately been my main case in my law practice since 2011; I and other attorneys and staff in my firm traveled extensively for court appearances, depositions, witness interviews and preparation; document production and discovery, and many other phases of the litigation; my firm expended and risked large amounts

of money to prosecute this case; I have “lived and breathed” this case for almost nine (9) years, and my firm has taken huge risks in this high-stakes, risky, complex litigation; this case has primarily been my main case throughout the litigation, including in part, because I tirelessly and unwaveringly oversaw and managed this case from start to finish; I have worked cooperatively and congenially with all counsel; I will continue to co-lead and co-manage this litigation to its conclusion, if it pleases the Court.

4. As of December 31, 2019, my firm has cumulatively spent 16,636.90 hours of attorney and paralegal time resulting in \$9,829,476.50 in lodestar and has incurred \$1,231,240.22 in necessary expenses. Since December 31, 2019, my firm has spent additional time and expense, including but not limited to, reviewing time and expense of all law firms, preparing Plaintiffs’ Motion for Final Approval of the Settlement and preparing Plaintiffs’ Counsel’s Petition for Approval of fees and expenses.

5. A true and correct copy of my firm and my resumes are attached as Attachments A and B to this Declaration.

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

Executed on February 24, 2020, in Dallas, Texas.



Michael L. Roberts

ATTACHMENT A

RESUME

Michael Roberts manages Roberts Law Firm. The firm has successfully litigated many antitrust and other complex class action cases. Below is a sample of some cases in which the firm and Michael Roberts participated:

Appointments as Co-Lead Counsel

First Impressions Salon, Inc., et al. v. National Milk Producers Federation, United States District Court for the Southern District of Illinois Case No. 3:13-cv-00454- NJR-SCW (class action in which Michael Roberts serves as Co-Lead Counsel for Antitrust Direct Purchaser Plaintiffs; Court has granted preliminary approval of class settlement). Judge Nancy J. Rosenstengel; Magistrate Judge Stephen C. Williams.

In re Parking Heaters Antitrust Litigation United States District Court for the Eastern District of New York, Case No. 15-mc-940-JG-JO (Michael Roberts was appointed Co-Lead Interim Counsel for Direct Purchaser Plaintiffs; case settled). Chief Judge Dora Lizette Irizarry; Magistrate Judge James Orenstein.

Fond Du Lac Bumper Exchange v. Jui Li Enterprise Co. Ltd. ("AM Sheet Metal Antitrust Litigation"), United States District Court for the Eastern District of Wisconsin, Case No. 2:11 CV 00162 - LA (Michael Roberts was appointed Co-Lead Counsel for Third Party Payor Plaintiffs; case settled). Judge Lynn Adelman.

National Trucking Financial Reclamation Services, LLC vs. Pilot Corporation, Pilot Travel Centers d/b/a Pilot Flying J, et al, United States District Court for the Eastern District of Arkansas, Case No. 4:13-cv-00250-JMM. (Michael Roberts was appointed Co-Lead Counsel; Michael Roberts, Stephanie Smith and Jana Law appointed settlement class counsel; case settled in eight months for \$84 million plus injunctive relief). Judge James M. Moody.

In re Microsoft Antitrust Litigation: Paul Peek, D.D.S., et al. v. Microsoft Corporation, Circuit Court of Pulaski County, Arkansas, Twelfth Division, No. CV06-2612 (Michael Roberts was appointed Co-Lead Settlement Class Counsel) (case settled for \$37 million). Judge Alice Gray.

In re Ori vs. Fifth Third Bank and Fiserv, Inc., United States District Court for the Eastern District of Wisconsin, Case No. 08-CV-00432-LA. (Michael Roberts was appointed Co-Lead Settlement Class Counsel; case settled). Judge Lynn Adelman; Magistrate Judge Patricia J. Gorence.

In re Generic Pharmaceuticals Antitrust Litigation, United States District Court for the Eastern District of Pennsylvania, Case No. 2:16-md-02724-CMR, MDL No. 2724 (ongoing class action in which Michael Roberts serves on the Court-Appointed Direct Purchaser Plaintiffs' Steering Committee). Judge Cynthia M. Rufe.

Other Leadership Roles

In re Restasis (Cyclosporine Ophthalmic Emulsion) Antitrust Litigation, United States District Court for the Eastern District of New York, Case No. 1:18-cv-02819-NG-LB (Michael Roberts was appointed to the Plaintiffs' Executive Committee for Direct Purchaser Plaintiffs). Judge Nina Gershon; Magistrate Judge Lois Bloom.

In re Effexor XR Antitrust Litigation, United States District Court for the District of New Jersey, Case No. 3:11-cv-05479-PGS-LHG (Michael Roberts was appointed Co- Chair Discovery Committee for Direct Purchaser Plaintiffs). Judge Peter G. Sheridan; Magistrate Judge Lois H. Goodman.

Midwest Am. Fed. Credit Union v. Arby's Rest. Grp., Inc., United States District Court for the Northern District of Georgia, Case No. 17-cv-00514-AT (Karen Halbert served on court appointed Executive Committee for Financial Institutions; case settled). Judge Amy Totenberg.

Bellwether Community Credit Union v. Chipotle Mexican Grill, United States District Court for the District of Colorado, Case No. 1:17-cv-01102. (Karen Halbert served on court appointed Executive Committee for Financial Institutions; case settled). Judge William J. Martinez; Magistrate Judge Scott T. Varholak.

In re: Sonic Corp. Customer Data Security Breach Litigation, United States District Court for the Northern District of Ohio, Case No. 1:17-md-02807. (Karen Halbert serves on the Financial Institution Plaintiffs' Executive Committee). Judge James S. Gwin.

In re Equifax, Inc., Customer Data Security Breach Litigation, United States District Court for the Northern District of Georgia, MDL No. 2800 (Karen Halbert appointed to Financial Institution Plaintiffs' Steering Committee). Judge Thomas W. Thrash, Jr.

In re Heartland Payment Systems Inc. Customer Data Security Breach Litigation, United States District Court for the Southern District of Texas, Case No. H-09-MD-2046 (Michael Roberts was appointed as a member of the Steering Committee; case settled). Judge Lee H. Rosenthal.

Notable Successes

In re Wellbutrin SR Antitrust Litigation, United States District Court for the Eastern District of Pennsylvania, Case No. 04-CV-5525 (Trial Team, Case settled - \$49 million). Judge Lawrence F. Stengel; Magistrate Judge Jacob P. Hart.

In re Lipitor Antitrust Litigation, United States District Court for the District of New Jersey, MDL No. 2332, Case No. 3:12-cv-2389 (PGS). Judge Peter G. Sheridan; Magistrate Judge Douglas E. Arpert.

In re Skelaxin Antitrust Litigation, United States District Court for the Eastern District of Tennessee, Case No. 1:12-md-02343-CLC (Case settled - \$73 million). Judge Curtis L. Collier; Magistrate Judge Christopher H. Steger.

In re U.S. DRAM Antitrust Litigation, United States District Court for the Northern District of California, Case No. 4:02-md-01486-PJH (settled for approximately \$300 million), Judge Phyllis J. Hamilton; Magistrate Judge Joseph C. Spero; Michael Roberts represented indirect purchasers in the Arkansas class action, *Bruce K. Burton, M.D., P.A. Malvern Diagnostic Clinic, et al. v. Micron Technology, Inc., et al.* Circuit Court of Hot Spring County, Arkansas, First Division, Case No. CV-2004-226-1, Circuit Judge Lynn Williams.

In re Augmentin Antitrust Litigation, United States District Court for the Eastern District of Virginia, Case No. 2:04cv-23 (settled for \$61 million). Judge Henry C. Morgan, Jr.; Magistrate Judge William T. Prince.

In re Nifedipine Litigation, United States District Court for the Eastern District of Pennsylvania, Case No. 04-CIV-0799 (RJL). *SAJ Distributors, Inc. v. Biovail Corporation*, United States District Court for the District of Columbia, Case No. 04-CIV-00799 (RJL) (settled for \$40 million). Judge James Robertson.

In re Imodium Advanced Antitrust Litigation, United States District Court Eastern District of Pennsylvania, Case No. 02-cv-4093; *SAJ Distributors, Inc. vs. McNeil- PPC, Inc.*, United States District Court for the Eastern District of Pennsylvania, Case No. 02-6993. Judge Marvin Katz.

In re U.S. SRAM Antitrust Litigation: United States District Court for the Northern District of California, Case No. 4:07-md-1819 CW (settled for \$25.4 million). Judge Claudia Wilken; Magistrate Judge Wayne D. Brazil.

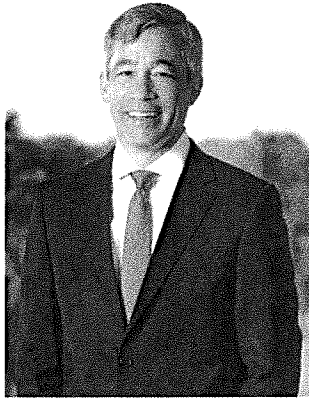
Hypodermic Products Antitrust Litigation, United States District Court for the District of New Jersey, Case No. 05-1602 (JLL/RJH), MDL No. 1730. Judge Jose L. Linares.

In re Oxycontin Antitrust Litigation, United States District Court for the Southern District of New York, MDL No. 1603; *SAJ Distributors, Inc. et al. v. The Purdue Pharma Co. et al.*, United States District Court for the Southern District of New York, 04-cv-1354 (settled for \$25 million). Judge Sidney H. Stein.

In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, United States District Court Eastern District of New York, Case No. 05-MD- 1720(JG)(JO). Margo K. Brodie; Magistrate Judge James Orenstein.

ATTACHMENT B

MIKE ROBERTS, MANAGING PARTNER



Practice Areas

Antitrust and Complex Litigation
Business Transactions
Insurance Coverage and Contract Law
Insurance Defense and General Liability
International Business Law and Litigation
Utility Law
Workers Compensation and Administrative Law

Education

University of Arkansas Bowen School of Law, J.D.

Admissions

1990, Arkansas
1993, U.S. District Court, Eastern District of Arkansas
2003, U.S. Court of Appeals, Eighth Circuit
2006, Tennessee
2006, Texas
2006, U.S. Supreme Court
2008, Florida
2010, New York
2011, Eastern District of Wisconsin
2019, Illinois

Publications

Co-Author, *Arkansas Workers' Compensation Law Manual Legislation and Commentary*, 1995, 1997, 1999, 2001 and 2003 editions.

Community Involvement

Past Vice Chairman, Arkansas Economic Development Commissioner
Past President, Juvenile Diabetes Research Foundation

Memberships

Arkansas Bar Association

- Secretary, Workers' Compensation Section, 1996 – 1997
- Chair-Elect, Workers' Compensation Section, 1997 – 1998

Mike Roberts is the Chairman & CEO of Roberts Group, which encompasses Roberts Law Firm, P.A.; Roberts International, LLC; Roberts Government Relations Strategies, LLC; and Made in USA Works! LLC. He primarily works in areas of international economic and business development, law, government relations, and consulting.

Roberts Law Firm is a Certified Minority Business Enterprise in Arkansas with three divisions: Corporate, Intellectual Property, and Complex Class Litigation. Mr. Roberts, owner and manager of the firm, is a

certified minority. The firm is a member of NAMWOLF (The National Association of Minority and Women Owned Law Firms, Inc.) and is also a member of the National Minority Supplier Development Council, Inc. Practice areas predominately involve complex class action litigation representing corporate clients against wrongful or illegal conduct. Roberts Law Firm provides legal services to a number of top Fortune 500 companies and represents OEM companies in Vietnam, Taiwan and China as well as companies in Europe, Central Asia, and the Middle East.

Mr. Roberts is licensed in Arkansas, Florida, Tennessee, Texas, New York and Illinois. He is also admitted before the United States Supreme Court and several U.S. Federal District Courts. His firm handles litigation for clients across the United States and around the globe. Clients include corporations from Abu Dhabi, Dubai, Greece, England, Taiwan, China, and the United States. The firm has served as counsel for Plaintiff-Corporations in individual and class action cases, and has successfully assisted recovery of hundreds of millions of dollars for its clients.

Mr. Roberts has served as co-lead counsel in multiple complex class actions, including the following: *In re Microsoft Antitrust Indirect Purchaser Litigation* in Arkansas (case settled early); *In re Pilot Flying J Rebate Litigation* (a nationwide class action which settled within two months from initially filed complaint); *In re Aftermarket Automotive Sheet Metal Antitrust Litigation* (third party payor action; case settled); *In re Parking Heaters Antitrust Litigation* (direct purchaser action; case settled); and *First Impressions Salon, Inc., et al. v. National Milk Producers Federation* (direct purchaser action; case settled). Mr. Roberts served as Co-Lead Settlement Class Counsel in *Ori vs. Fifth Third Bank* case and also served on the Plaintiffs' Steering Committee in the *Heartland Bank* data breach case.

Eight years ago, Arkansas Governor Mike Beebe appointed Mr. Roberts to serve on the Arkansas Economic Development Commission. In 2010, Governor Beebe appointed him to a second term, and in 2015, Governor Asa Hutchinson appointed him to a third term. Mr. Roberts has organized and led a number of trade missions to China, Taiwan, UAE, Vietnam, Bulgaria, Kazakhstan, and Panama. In addition, he works frequently with the Governor to guide foreign companies in establishing strategic relationships that will facilitate access to the American supply chain hub. Having served as an Economic Development Commissioner, Mr. Roberts understands the importance of maintaining the integrity and reputation of local companies who drive and draw economic development and job creation.

Mr. Roberts has long-standing relationships throughout Asia and has traveled there extensively. Mr. Roberts previously represented the government of Pakistan and has worked with corporate clients in Cuba, China, Taiwan, Libya, Europe, Pakistan, Vietnam, United Arab Emirates, Bulgaria, and Greece. He has three decades of experience practicing law where he has represented Fortune 500 companies in the United States, Asia, Europe, and the Middle East. He has an extensive background and experience in assisting companies expand into global markets, and has facilitated a bilateral trade MOU between Vietnam and the U.S.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF DIANNE M. NAST IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Dianne M. Nast, am a member in good standing of the State Bar of the Commonwealth of Pennsylvania and founder of the Philadelphia law firm, NastLaw LLC. I am one of the attorneys for Plaintiffs. Michael Roberts, Don Barrett, and I were Court-appointed as Co-Lead Class Counsel in the above-captioned action. I provide this Declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by NastLaw LLC in this litigation and attest that the records are accurate.

2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

3. The services that NastLaw LLC provided in litigating this case include: (1) investigation, legal and factual research before and after the filing of the Complaint; (2) preparation of pleadings, motions, supporting briefs, and legal research; (3) preparing and

responding to written discovery requests; (4) preparation for and taking of depositions; (5) review and analysis of discovery documents produced by Defendants and third parties; (6) litigation strategy and analysis; (7) expert analysis and opinions; (8) Class certification briefing and related proceedings; (9) preparation for and court conferences; (10) trial preparation; and (11) settlement negotiations and preparation of related motions and supporting briefs.

4. As of December 31, 2019, NastLaw LLC has cumulatively spent 7,926.40 hours of attorney and paralegal time resulting in \$4,900,347.50 in lodestar and has incurred \$780,359.15 in necessary expenses. Since December 31, 2019, NastLaw LLC has spent additional time and expenses, including but not limited to, reviewing time and expenses of all Plaintiff law firms, preparing Plaintiffs' Motion for Final Approval of the Settlement, and preparing Plaintiffs' Counsel's Petition for fees and expenses.

5. A true and correct copy of NastLaw LLC's resume is attached as Attachment A to this Declaration.

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

Executed on February 26, 2020, in Philadelphia, Pennsylvania.



Dianne M. Nast

ATTACHMENT A



NASTLAW_{LLC}
— CIVIL LITIGATION ATTORNEYS —

BIOGRAPHY OF DIANNE M. NAST

Dianne M. Nast is a *magna cum laude* graduate of Rutgers Law School. She is the founder and senior member of NastLaw LLC in Philadelphia. For almost 20 years before that, she was a senior shareholder with the Philadelphia law firm of Kohn, Nast & Graf, P.C. (now Kohn, Swift & Graf, P.C.), and then a senior shareholder at RodaNast, P.C. from 1995 to 2012.

Ms. Nast, an active member of the bar for over four decades, has extensive experience in complex litigation. She has a reputation for working cooperatively and collegially with co-counsel and facilitating resolution of disagreement.

NastLaw LLC is a nationally recognized law firm with a long track record of success in complex litigation, including particularly antitrust cases. Ms. Nast also has extensive experience in tort and consumer litigation.

Ms. Nast holds an AV Martindale-Hubbell rating. Since 2003, she has been listed in each edition of *The Best Lawyers in America* (currently in the categories of Antitrust Law, Mass Tort Litigation, Class Actions, and Personal Injury). The *National Law Journal* selected Ms. Nast as one of the nation's top fifty women litigators.

Ms. Nast has been repeatedly selected by *Philadelphia Magazine* as one of Philadelphia's Best Complex Litigation Lawyers. She has been named as one of Pennsylvania's Top Fifty Women Lawyers and has been named a Super Lawyer every year since 2002. She appears in numerous *Who's Who* publications and

recently received the Who's Who Lifetime Achievement Award (2020-2021). Additionally, Ms. Nast is listed in *Chambers USA* and Best Lawyers in America.

In April 2015, the American Bar Association's Tort, Trial and Insurance Practice Section awarded Ms. Nast its Pursuit of Justice Award. In June 2016, Ms. Nast was selected by *The Legal Intelligencer*, Pennsylvania's leading legal newspaper, to receive its Lifetime Achievement Award. In 2017, *The Legal Intelligencer* named Ms. Nast as a recipient of its Professional Excellence Award.

Ms. Nast served as a Director of the Federal Judicial Center Foundation for eleven years. In 1998, then Chief Justice William H. Rehnquist named Ms. Nast Chair of the Board of Directors of the Foundation.

Judge Edward Becker, then Chief Judge of the United States Court of Appeals for the Third Circuit, appointed Ms. Nast to serve as a member of the fifteen-member Third Circuit Task Force on Selection of Class Counsel. The Task Force issued a report, *Selection of Class Counsel*, 208 F.R.D. 340 (2002), which has been cited over 100 times in court opinions, legal briefs, and legal treatises. Ms. Nast was also selected by The American Law Institute to serve on ALI's Principles of the Law of Aggregate Litigation Project.

Ms. Nast chaired the Lawyers Advisory Committee of the United States Court of Appeals for the Third Circuit. She served for eight years on the Third Circuit's Committee on Revision of Judicial Conduct Rules of the Judicial Council and on the Judicial Conference Long Range Planning Committee. Ms. Nast has served as Lawyer Chair of the Judicial Conference of the United States Court of Appeals for the Third Circuit. She is a member of the Historical Society of the Third Circuit, and chaired the Circuit's Centennial Celebration.

Ms. Nast was appointed by the late Chief Judge Alfred L. Luongo to Chair the Eastern District of Pennsylvania's Lawyers Advisory Committee, and served for four years in that position. She served for three years as President of The Historical Society for the United States District Court for the Eastern District of Pennsylvania, and as Editor of the Society's Annual Historical Calendar.

Ms. Nast is a current member of the Disciplinary Committee of the Supreme Court of Pennsylvania. She is a Fellow of the American Bar Foundation. Ms. Nast is an elected member of the American Law Institute, has served as a member of Board of Advisors of the Sedona Conference, and a member of the American Antitrust Institute and the Public Justice Foundation.

Ms. Nast is a member of the American Bar Association Litigation Section, where she has served on three separate Task Forces: the Task Force on State Justice Initiatives, the Task Force on the State of the Justice System, and the Task Force on Strategic Planning. She served a three-year term on the Section's Council, served as a Section Division Director, and co-chaired the Section's Antitrust Committee. She was a Delegate to the American Bar Association House of Delegates and the Pennsylvania Bar Association House of Delegates.

Ms. Nast also served as a member of the Philadelphia Bar Association Board of Governors and is a member of the Public Justice Foundation and the American Antitrust Law Institute where she serves on the Board of Directors.

Ms. Nast served six years as a Director on the Board of the Public Defender's Office of Philadelphia. She was selected as one of a small group of Philadelphia attorneys to be appointed Judge Pro Tempore, serving as presiding Judge or Settlement Judge in several major civil jury cases in the Philadelphia Court of Common Pleas.

Ms. Nast has participated as a panelist on programs at the Judicial Conferences of the United States Courts of Appeals for the Third and Fourth Circuits. She frequently serves as a faculty member or panelist on legal educational programs, including programs for the American Bar Association, the American Law Institute, the National College of Advocacy, the American Trial Lawyers Association, the University of Pennsylvania Carey Law School, Northwestern Pritzker University School of Law, Rutgers Law School, Penn State Dickinson Law, the Pennsylvania Bar Association, Philadelphia Bar Association, Allegheny County Bar Association, Massachusetts Bar Association, American Association for Justice, and Harris Martin Publishing.

Ms. Nast has been appointed as Lead Counsel or as a member of the Executive Committees in scores of Consumer, Antitrust and Products Liability cases. Most recently she has been appointed by The Honorable Cynthia Rufe to be Liaison and Co-Lead Counsel for Direct Purchaser Plaintiffs in the *Generic Pharmaceuticals Pricing Litigation*, MDL 2724 (E.D. Pa.), currently one of the largest antitrust MDLs in the United States.

Other cases where Ms. Nast has been appointed as Lead Counsel or Co-Lead Counsel include the following representative cases: *Beechnut Consumer Litigation*, Master File No. 86-6608 (E.D. Pa.); Augmentin Antitrust Litigation C.A. No. 04-CV-23 (E.D. Va.); *Chrysler Motors Corporation Overnight Evaluation Program Litigation*, MDL 740 (E.D. Mo.); *Chrysler II Litigation*, Master File No. 92-424-JPG (S.D. Ill.); *Hertz Car Rental Litigation*, Civil Action No. 88-0661 (E.D. Pa.); *SmithKline Beecham Securities Litigation*, (Phil. C.C.P. No. 2562); *Nifedipine Antitrust Litigation*, MDL No. 1515 (D.D.C.); *Paxil Antitrust Litigation (Nichols, et al. v. SmithKline Beecham Corp.)*, Civil Action No. 00-6222 (E.D. Pa.); *Wellbutrin SR Antitrust Litigation, (SAJ Distributors, Inc., et al v. SmithKline Beecham Corp.)*, Civil Action No. 04-5525 (E.D. Pa.); *Steel Drums Antitrust Litigation*, MDL No. 887 (S.D. Ohio); *Steel Pails Antitrust Litigation*, Master File No. C-1-92-213 (S.D. Ohio);

Waste Haulers Antitrust Litigation, Master File No. 87-3717 (E.D. Pa.); *Comcast Corp. Set-Top Cable Television Box Antitrust Litigation*, MDL No. 2034 (E.D. Pa.); *Yaz/Yasmin/Ocella/Gianvi Products Liability Litigation*, No. 1307 (Phila. C.C.P. No. 1307); and *Zoloft (Sertraline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.).

Also, Ms. Nast has been appointed as an Executive Committee member in *Castano Tobacco Litigation*, Civil Action No. 94-1044 (E.D. La.) and *General Motors LLC Ignition Switch Litigation*, MDL No. 2543 (S.D.N.Y.).

Ms. Nast was appointed as a member of the Plaintiffs' Steering Committee in the following representative cases: *Ovcon Antitrust Litigation (SAJ Distributors, Inc., et al. v. Warner Chilcott Holdings Company III, Ltd., et al.)*, Civil Action No. 1:05-CV-02459 (D.D.C.); *Airlines Transportation Antitrust Litigation*, MDL No. 869 (N.D. Ga.); *Carbon Dioxide Antitrust Litigation*, MDL No. 940 (M.D. Fla.); *Catfish Antitrust Litigation*, MDL No. 928 (N.D. Miss.); *Chlorine and Caustic Soda Antitrust Litigation*, Master File No. 86-5428 (E.D. Pa.); *Corn Derivatives Antitrust Litigation*, MDL No. 414 (D.N.J.); *Glassine & Greaseproof Paper Antitrust Litigation*, No. 80-891 (E.D. Pa.); *Castano Tobacco Litigation*, Civil Action No. 94-1044 (E.D. La.); *NFL Players' Concussion Injury Litigation*, MDL No. 2323 (E.D. Pa.); *Text Messaging Antitrust Litigation*, MDL No. 1997 (N.D. Ill.); *Silicone Breast Implant Litigation*, MDL No. 926 (N.D. Ala.); *Silicone Breast Implant, Louisiana Litigation*; *Serzone Products Liability Litigation*, MDL No. 1477 (S.D. Va.); *Testosterone Replacement Therapy Products Liability Litigation*, MDL No. 2545 (N.D. Ill.); *Transvaginal Mesh Products Liability Litigation*, MDL Nos. 2187, 2325, 2326, 2327 and 2387 (S.D.W.V.); and *Xarelto Products Liability Litigation*, MDL No. 2592 (E.D. La.).

Also, she was appointed as Sub-Class Counsel and Settlement Counsel in *NFL Players' Concussion Injury Litigation*, MDL No. 2323 (E.D. Pa.); and Plaintiffs' Mediation Counsel in *Skelaxin Antitrust Litigation*, MDL No. 2343 (E.D. Tenn.).

Additionally, Ms. Nast served as the Chairperson or as a member of the Fee Committee in the following cases: *Avandia Marketing, Sales Practices and Products Liability Litigation*, MDL No. 1871 (E.D. Pa.); *Diet Drug Product Liability Litigation*, MDL No. 1203 (E.D. Pa.); *Factor Concentrate Litigation*, MDL No. 986 (N.D. Ill.); *Medtronic, Inc. Products Liability Litigation I*, MDL No. 1726 (D. Minn.); *Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation II*, MDL No. 1905 (D. Minn.) and *Comcast Corp. Set-Top Cable Television Box Antitrust Litigation*, MDL No. 2034 (E.D. Pa.).

Ms. Nast is active in community matters. She was a co-founder and member of the Board of Directors for the Center for Research on Women and Newborn Health and served as President of the Foundation's Board for ten years. Additionally, for four years, Ms. Nast served on a local High School Board of Education and chaired a local elementary school board, Grades K – 12.

DANIEL N. GALLUCCI

Daniel N. Gallucci manages the Mass Torts team at NastLaw LLC. Philadelphia Magazine selected Mr. Gallucci as a Pennsylvania Super Lawyer for every year he has been eligible, naming him as one of the top 100 attorneys in Philadelphia.

Mr. Gallucci is a member of the Million Dollar Advocate Forum and the Multi-Million Dollar Advocates Forum. He is a member of the National Trial Lawyers Top 100 Trial Lawyers. Mr. Gallucci serves as a Moot Court Judge for the Dickinson Law Advocacy Program and is a member of the Pennsylvania Judicial Evaluation Investigative Division. For four years, Mr. Gallucci was co-chair of the American Association of Justice's Heparin Litigation group, and chaired the Lancaster Bar Association's Trial Committee from 2004 to 2006.

Mr. Gallucci has substantial professional experience in pharmaceutical litigation and has served as Court-appointed Executive, Steering or major committee member in pharmaceutical cases, including, by way of example, the following recent cases: In re: Xarelto (Phila. C.C.P. No. 2349) (Co-Lead); In re Xarelto Products Liab. Litig., MDL 2592 (E.D. La.)(J. Fallon) (Federal State Liaison); In re: Mirena IUD Products Liability Litig., MDL 2434 (S.D. N.Y.); In re: Zoloft (Sertraline Hydrochloride) Prod. Liab. Litig., MDL 2342 (E.D. Pa.); In re: Pelvic Repair Systems Litig. (S.D. W.V.), including Ethicon, Inc., MDL 2327, Boston Scientific Corp., MDL 2326 and American Medical Systems, Inc., MDL 2325; In re: Yaz, Yasmin, Ocella Prod. Liab. Litig. (Phila. C.C.P. No. 1307) (Co-Lead); In re: Heparin Prod. Liab. Litig., MDL 1953 (N.D. Ohio) (PEC Member); In re: Medtronic, Inc. Sprint Fidelis Leads Litig., MDL 1905 (D. Minn.); Avandia Marketing, Sales Practices and Prod. Liab. Litig., MDL 1871 (E.D. Pa.); In re: Medtronic, Inc. Implantable Defibrillators Litig., MDL 1726 (D. Minn.); In re: Digitek Prod. Liab. Litig., MDL 1968 (S.D. W.V.) (PSC Member); In re: Accutane Prod. Liab., MDL 1626 (M.D. Fl.); In re: Welding Fume Prod. Liab. Litig., MDL 1535 (N.D. Ohio); Serzone Prod. Liab. Litig., MDL 1477 (S.D. W.V.); Baycol Prod. Litig., MDL 1431 (D. Minn.); and In re: Diet Drug Prod. Liab. Litig., MDL 1203 (E.D. Pa.).

Mr. Gallucci has tried jury cases involving malpractice and wrongful death, and has participated as an advocate and as a presiding officer in multiple arbitrations. Mr. Gallucci secured the third largest jury verdict in Lancaster County, Pennsylvania history. He is active in pro bono work in Pennsylvania and has received the Lancaster County Bar Association's award for outstanding representation of pro bono clients. He is a frequent seminar instructor and speaker, including serving as an instructor for the Pennsylvania Trial Lawyers Association Continuing Legal Education programs, the Philadelphia Bar Association, programs presented by the American Association for Justice and at Harris Martin conferences. Mr. Gallucci frequently speaks on the safety of pharmaceutical products.

Mr. Gallucci is admitted to practice before the Pennsylvania Supreme Court, Eastern and Middle Districts of Pennsylvania, and the Third Circuit Court of Appeals. He is a member of the American Bar Association, The Philadelphia Bar Association, the American Association for Justice, and the Pennsylvania and Philadelphia Trial Lawyers Associations.

Mr. Gallucci graduated from Gettysburg College with a bachelor's degree in history and from the Dickinson Law School of the Pennsylvania State University. While at Dickinson Law School, Mr.

Gallucci was selected to the Woolsack Honor Society (top 15% of class) and the National Trial Moot Court Team. He received the Falvello Memorial Award for Outstanding Achievement and was named to the Order of Barristers for Excellence in Courtroom Advocacy. He served as Articles Editor of The Dickinson Law Review and received the Best Case Note Award in the Law Review Competition.

After law school, Mr. Gallucci served a clerkship with the Honorable Michael A. Georgelis, President Judge of the Court of Common Pleas of Lancaster County, Pennsylvania.

After completing his clerkship, Mr. Gallucci joined RodaNast, P.C. and after RodaNast, P.C. dissolved, Mr. Gallucci joined NastLaw, LLC. His practice emphasizes mass tort personal injury litigation, pharmaceutical and product liability multidistrict litigation.

JOANNE E. MATUSKO

Joanne E. Matusko's practice involves complex litigation, mass tort personal injury litigation including pharmaceutical and product liability cases, class action litigation and antitrust litigation.

Education

Ms. Matusko received her Bachelor of Science from Beaver College and her Juris Doctorate from the Widener University School of Law, where she received a Certificate of Achievement Award for Insurance Law and was a member of the Moot Court team. She also holds a Master's Degree in Business Administration from Lebanon Valley College and an Associate's degree from Hahnemann University of Allied Health Professions in medical technology.

Career Milestones

Ms. Matusko is admitted to practice in the Commonwealth of Pennsylvania, the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the Middle District of Pennsylvania.

Ms. Matusko is currently heavily involved in the following mass tort product liability cases:

- In re Xarelto Products Liability Litigation (E.D. La.)
- In re Proton Pump Inhibitor Products Liability Litigation (D. N.J.)
- In re: Testosterone Replacement Therapy Products Liability Litigation (N.D. Ill.)
- In re Mirena IUD Products Liability Litigation (S.D. N.Y.)
- In re Invokana Products Liability Litigation (D. N.J.)
- In re General Motors Ignition Switch Products Liability Litigation (S.D. N.Y.)

Ms. Matusko's prior case involvement includes:

- In re Actos Product Liability Litigation (W.D. La.)
- In re Avandia Product Liability Litigation (E.D. Pa.)
- In re Digitek Product Liability Litigation (S.D. W.V.)
- In re Gadolinium Based Contrast Product Liability Litigation (N.D. Ohio)
- In re Heparin Product Liability Litigation (N.D. Ohio)
- In re Kugel Mesh Product Liability Litigation (D. N.H.)
- In re Yaz, Yasmin and Ocella Product Liability Litigation (C.C.P. Pa.)
- In re Zoloft Product Liability Litigation (E.D. Pa.)
- In re Accutane Product Liability Litigation (M.D. Fl.)
- In re Diet Drug Product Liability Litigation (E.D. Pa.)

Additionally, Ms. Matusko is active in the pro bono custody program in Lancaster County.

Professional Achievements

- Ms. Matusko received a Prominent listing on Martindale-Hubbell. (June 2011)
- Ms. Matusko was selected as a Super Lawyer in Pennsylvania each year from 2014-present.
- Ms. Matusko was selected as a Top 50 Women Pennsylvania Lawyers (2018)
- Ms. Matusko was selected as a Rising Star lawyer in Pennsylvania. (2010 and 2013)
- Ms. Matusko received the Michael G. Nast Access to Justice Award in recognition of pro bono work undertaken with several colleagues. (2006)

Academic Experience

- Ms. Matusko is an Adjunct Professor at Central Penn College and Harrisburg Area Community College where she teaches legal, business and healthcare classes.
- Ms. Matusko also taught at Thaddeus Stevens College and Thomas Jefferson University College of Allied Health Professions where she taught healthcare classes.

Community Service

- Ms. Matusko serves as the Secretary of the Manheim Township Youth Aid Panel, a position she has held since 2006.
- Ms. Matusko serves as an Advisor for the Medical Laboratory Technician and Phlebotomy programs at Harrisburg Community College.
- Ms. Matusko served as a guest speaker at the 2007, 2008 and 2009 American Society for Clinical Laboratory Scientists – Pennsylvania annual meetings. Her topic of discussion was the Legal Aspect of Phlebotomy.

- Ms. Matusko served as a member of the Manheim Township Planning Commission from 2004 to 2006.

Professional Affiliations

Ms. Matusko is a member of the American Bar Association, Lancaster Bar Association and the American Association of Justice. She is also a member of the Widener University School of Law and the Lebanon Valley College Alumni Associations.

MICHELE S. BURKHOLDER

Michele S. Burkholder's practice involves class actions and complex litigation.

Education

Ms. Burkholder graduated with Distinction from the Pennsylvania State University with dual degrees in Journalism and Sociology, and received her Juris Doctorate, cum laude, from the Dickinson School of Law, where she graduated seventh in her class and was a member of the Woolsack Honor Society.

Career Milestones

- During law school, Ms. Burkholder served as an intern with the Pennsylvania Human Relations Commission, and provided free tax services to members of the community through the Volunteer Income Tax Assistance program.
- After law school, Ms. Burkholder served two years as a judicial clerk to the Honorable Ronald E. Vican, President Judge of Monroe County, Pennsylvania.
- Ms. Burkholder is admitted to practice before the Pennsylvania and New Jersey Supreme Courts, the U.S. District Court of New Jersey, the Eastern and Middle Districts of Pennsylvania and the Third Circuit Court of Appeals.
- Ms. Burkholder has been recognized in Who's Who in American Law and Who's Who in Emerging Leaders.
- Ms. Burkholder has contributed significantly to numerous class actions filed in state and federal courts throughout the United States. She was primarily responsible for the Erie Insurance Aftermarket Parts Litigation, which settled for \$6.25 million, and most recently, was one of the key players in Goldman v. RadioShack, which settled for \$8.8 million and represented the 11th highest verdict or settlement in Pennsylvania in 2007.

Professional Affiliations

- Ms. Burkholder is a member of the Pennsylvania and Lancaster Bar Associations.
- Ms. Burkholder is a member of the Woolsack Honor Society.

- While in law school, Ms. Burkholder received CALI Awards for Excellence in the studies of Corporate Taxation and Remedies and the James S. Bowman Memorial Award, and was Vice-President of the International Law Society and a member of Amnesty International.
- Ms. Burkholder serves on the board of the Lancaster County Chapter of the Penn State Alumni Association, and has served as Vice President of Membership for that organization for six years. The alumni association selected her as Outstanding Member of the Year in 2003.
- Ms. Burkholder is also involved with raising money for cancer research through the Lancaster Relay for Life.

MICHAEL S. TARRINGER

Michael S. Tarringer has over 20 years of class action and mass tort experience, and he has concentrated his law practice in the fields of Antitrust, Consumer Protection, Products Liability, and Pharmaceutical litigation.

Mr. Tarringer has served as a committee member in the following recent cases: *In re: Xarelto Products Liab. Litig.* (Phila. C.C.P. No. 2349) (Law & Briefing Committee); *In re Xarelto Products Liab. Litig.*, MDL 2592 (E.D. La.) (Law & Briefing Committee); *First Impressions Salon, Inc., et al. v. National Milk Producers Federation, et al.* (Case No. 3:13-cv-00464-NJR-SCW) (Deposition Team). Other litigations that he currently works on include *In re Testosterone Replacement Therapy Prods. Liab. Litig.*, (MDL No. 2545) (Discovery Team); *In re: Proton Pump Inhibitor Prods. Liab. Litig. (II)*, (MDL No. 2789); and *In re: Generic Pharmaceuticals Pricing Antitrust Litig.*, (MDL No. 2724).

Mr. Tarringer lectures at nationally recognized associations and organizations. Most recently, he spoke at the National Harris Martin MDL Conference on the Uber data breach litigation.

He is admitted to practice before the Supreme Court of Pennsylvania, the United States District Court for the Eastern District of Pennsylvania, and the United States Court of Appeals for the Third Circuit.

Prior to joining NastLaw, Mr. Tarringer played key roles in litigating other class actions to a successful resolution, including *Walter Cwietniewicz, d/b/a Ellis Pharmacy, et al v. Aetna U.S. Healthcare*, (Phila. C.C.P. No. 423) (successfully obtained class certification and settlement on behalf of over 2,000 Pennsylvania pharmacies who participated in U.S. Healthcare's pharmacy capitation program); and *In re Kaiser Group Int'l*, Case No. 00-2263 (Bankr. D. Del.) (successfully resolved on behalf of shareholders of corporation acquired by Kaiser). *See* 326 B.R. 265 (D. Del. 2005) (awarding full recovery in stock) and 278 B.R. 58 (Bankr. D. Del. 2002) (certifying class proof of claim). He also served as a Federal Judicial Law Clerk to the Honorable Robert F. Kelly, in the United States District Court for the Eastern District of Pennsylvania.

Mr. Tarringer is a graduate of Villanova University School of Law (Juris Doctor, Dec. 1993), where he served as the first President of Villanova's then newly-founded Family Law Society, and he has periodically served as a moot court judge and guest lecturer after graduating. He also is a *summa cum*

laude graduate of Philadelphia University (Bachelor of Science, 1987), which is now a part of Thomas Jefferson University.

MATTHEW A. REID

Matthew A. Reid graduated from Ursinus College with a Bachelor of Arts in International Business and received the dual degree of Juris Doctorate and Masters of Business Administration from Widener School of Law in Wilmington, Delaware. He also holds a Honors Certificate in Business Organizations Law.

Mr. Reid is a member of the Pennsylvania BAR Association and the Philadelphia Trial Lawyers Association. His practice includes both antitrust and mass tort complex litigation.

MICHAEL D. FORD

Michael D. Ford's practice involves complex litigation, focusing on antitrust and mass tort lawsuits.

Mr. Ford is Phi Beta Kappa graduate of Rutgers College, where he earned a bachelor of arts, magna cum laude, while double-majoring in philosophy and political science. Mr. Ford graduated cum laude from Villanova University Charles Widger School of Law.

While at Villanova, Mr. Ford served as Managing Editor of Student Works for the Moorad Sports Law Journal and published an article about class action certification. During law school, Mr. Ford also interned with the Clinic for Asylum, Refugee & Emigrant Services (CARES) and successfully secured asylum in the United States for one of his clients. After his second year of law school, Mr. Ford worked at a large regional law firm headquartered in Philadelphia.

Mr. Ford began his legal career at NastLaw as a paralegal and rejoined the firm upon graduation from law school. He admitted to practice before the Pennsylvania Supreme Court and is a member of the Philadelphia Bar Association.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF DON BARRETT IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Don Barrett, am a member in good standing of the State Bar of Mississippi, and a Senior Partner in the law firm, Barrett Law Group, P.A. I served as co-lead counsel for Plaintiffs in the above-captioned action, along with Roberts Law Firm and NastLaw, LLC. I am experienced in handling and litigating class action and complex litigation throughout the nation, and in bringing large and difficult cases to a successful conclusion. A description of my firm and resumes of me and my partners, who also worked many long hard years on this case, can be accessed at www.barrettlawgroup.com. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by Barrett Law Group, P.A., in this litigation and attest that the records are accurate.

2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

3. My firm performed the following types of work in litigating this case:

- Investigation, legal and factual research, and client communications;
- Preparation of pleadings, motions and supporting briefs, and legal research;
- Preparing and responding to written discovery requests, including depositions;
- Gathering and producing documents requested by Defendants;
- Litigation strategy and analysis (meetings, conference calls, misc. strategy);
- Expert analysis and opinions;
- Class certification;
- Trial preparation;
- Preparation for and court appearances;
- Management and administration;
- Settlement and settlement negotiations; and
- Travel related to the above tasks.

4. My firm has cumulatively spent 5,378.8 hours of attorney and paralegal time resulting in \$3,657,196.00 in lodestar based on historical rates and has incurred \$864,066.49 in necessary expenses.

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

Executed on February 21, 2020, in Lexington, Mississippi.



DON BARRETT

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF CHARLES F. BARRETT IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Charles F. Barrett, am a member in good standing of the State Bar of Tennessee and a partner in the law firm, Neal & Harwell, PLC. I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by Neal & Harwell, PLC in this litigation and attest that the records are accurate.

2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

3. My firm performed the following types of work in litigating this case: all forms of discovery including preparing and taking depositions, review and prepare pleadings including legal research, participate in all manner of strategy decisions, attend hearings both in-person and

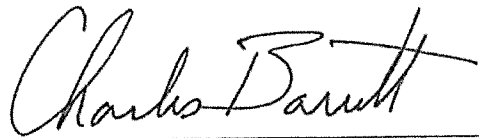
telephonically, review documents for various reasons, work with our expert, participate in pre-trial focus groups and mock trial, and prepare the case for trial.

4. My firm has cumulatively spent 2320.95 hours of attorney and paralegal time resulting in \$963,394.75 in lodestar and has incurred \$292,850.86 in necessary expenses.

5. A true and correct copy of Neal & Harwell's resume is attached as Attachment A to the Declaration.

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

Executed on February 24, 2020, in Nashville, Tennessee.

A handwritten signature in cursive script that reads "Charles Barrett". The signature is written in black ink and is positioned above a horizontal line.

Charles F. Barrett

ATTACHMENT A

NEAL & HARWELL, PLC

1201 Demonbreun Street, Suite 1000

Nashville, Tennessee 37203

(615) 244-1713

www.nealharwell.com

Neal & Harwell is one of the premier trial firms in the United States. Following in the footsteps of its co-founder, Jim Neal, the firm has developed a reputation as a firm that can handle complex and challenging litigation for both plaintiffs and defendants efficiently, professionally, ethically and successfully. The firm has represented a number of Fortune 500 companies as well as high-profile individuals in sports, entertainment and government. In the recent past, the firm has represented state attorneys general, governors, mayors, senators and members of Congress. The firm has been involved in complex plaintiff cases both involving catastrophic injuries as well as large complex commercial torts.

Lawyers at the firm also have experience in class action litigation. Some examples of class actions involving firm attorneys include the following:

- *In re Generic Pharmaceuticals Pricing Antitrust Litigation*, MDL No. 2724 (E.D. Penn.) (Antitrust class action where Neal & Harwell counsel are co-lead counsel for a class of indirect purchasers involving dozens of generic drugs)
- *In re Automotive Parts Antitrust Litigation*, Case No. 2:12-md-02311 (E.D. of Michigan) (indirect purchaser antitrust case involving automobile dealers)
- *Webb v. AIG Insurance Group et al.*, Civil No. 2002-952-2 (Circuit Court of Jefferson County, Arkansas) (class action related to insurance fraud)
- *In re Neurontin Marketing, Sales Practices, and Product Liability Litigation*, MDL No. 1629 (District Court of Massachusetts) (business tort involving a \$142 million RICO verdict)
- *In re Neurontin Marketing, Sales Practices, and Product Liability Litigation*, MDL No. 1629 (District Court of Massachusetts) (class settlement valued at \$300 million)
- *National Trucking Financial Reclamation Services, LLC., et al. v. Pilot Corporation (aka In re Pilot Flying J Fuel Rebate Contract Litigation)*, Case No. 4:13-CV-00250 (Eastern District of Arkansas) (consumer class action)
- *Estate of Frank Townsend v. Protective Life Insurance Company*, Case No. 1:10-cv-02365 (Northern District of Ohio) (class action related to credit life insurance fraud)
- *Kline v. Progressive Insurance Co.* (Circuit Court of Williamson County, IL) (class action settlement valued at over \$400 million related to insurance fraud)
- *Hale v. State Farm Insurance Co.*, Case No. 3:12-cv-00660 (S.D. Illinois) (RICO class action based on an alleged conspiracy to deprive the class of a class verdict. Settled in August 2018 for \$250 million)

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF LAURENCE S. BERMAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Laurence S. Berman, am a member in good standing of the State Bar of Pennsylvania and a partner in the law firm, Levin Sedran & Berman LLP (the "Firm"). I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. During the period from the inception of the litigation through January 31, 2020, the Firm performed 3,319.75 hours of work in connection with this litigation. Based upon the historical hourly rates charged by the Firm, the lodestar value of the time is \$2,439,792.50.

2. During the period from the inception of the litigation through January 31, 2020, the Firm incurred \$680,072.09 in expenses in connection with the prosecution of this litigation. These expenses are reflected on the books and records of the Firm. These books and records are prepared from checks and expense vouchers that are regularly kept and maintained by the Firm and accurately reflect the expenses incurred

3. I have reviewed the time and expense records submitted by Levin Sedran & Berman LLP in this litigation and attest that the records are accurate.

4. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

5. My firm performed the following types of work in litigating this case: drafting of pleadings including the Complaint and Amended Complaints; research for and drafting of motions and memoranda of law and responsive memoranda of law relating to various matters, including but not limited to: class certification, discovery issues, summary judgment, bankruptcy issues, stay motion, transfer motion, motions relating to experts including substitution of expert, and motions to dismiss; prepared for and presented oral argument in court; travelled to court conferences to participate in court; travelled to meetings with co-counsel at various locations; participated in conference calls with co-lead and other co-counsel on various topics; performed document review work including coding of documents and identifying hot documents; subpoena work (third party subpoena in particular); legal research relating to such topics as, Capper Volstead, Illinois Brick, class issues (Rule 23(c) 4 and 23(f) issues) as well as full class briefing, research of Parent Patriae rights, research relating to intervention issues, research relating to Section 2 of the Sherman Act issue, research relating to Rule 9(b) issues, research relating to the Filed Rate Doctrine issue, research relating to standing and adequacy of representation issues for class certification, analysis of retail/wholesale plaintiff standing and adequacy issue, research relating to the CAFA removal issue and research relating to a discovery claw-back issue; work with experts including identifying experts and drafting of expert reports and analysis of defense expert reports; work relating to deposition designations of testimony; work relating to discovery (including but not limited to requests for production of documents, requests for admissions, and

interrogatories); and integration of legal research, document review and expert review work into various legal memoranda of law that the firm worked on as a co-author and in some instances as a primary co-author.

6. A true and correct copy of the current Levin Sedran & Berman LLP resume is attached as Exhibit "A" to the Declaration. In December, 2016 Michael D. Fishbein who was a partner in the predecessor law firm known as Levin, Fishbein, Sedran & Berman withdrew and retired from the Firm. However, because the time and expense reports of the Firm include time and expenses reported by Mr. Fishbein for the Firm prior to his withdrawal and resignation, I also attach as Exhibit "B" a true and correct copy of the Levin, Fishbein, Sedran & Berman resume as it existed at the time of Mr. Fishbein's withdrawal and resignation.

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

Executed on February 20, 2020, in Philadelphia, Pennsylvania.

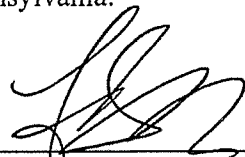

~~LAURENCE S. BERMAN, ESQUIRE~~

EXHIBIT “A”

LEVIN SEDRAN & BERMAN LLP

FIRM BIOGRAPHY

The law firm of Levin Sedran & Berman LLP (formerly known as Levin, Fishbein, Sedran & Berman, and before that, Levin & Fishbein) was established on August 17, 1981. Earlier, the founding partners of Levin, Fishbein, Sedran & Berman, Messrs. Arnold Levin and Michael D. Fishbein, were with the law firm of Adler, Barish, Levin & Creskoff, a Philadelphia firm specializing in litigation. Arnold Levin was a senior partner in that firm and Michael D. Fishbein was an associate. Laurence S. Berman was also an associate in that firm.

The curricula vitae of the attorneys are as follows:

(a) **ARNOLD LEVIN**, a member of the firm, graduated from Temple University, B.S., in 1961, with Honors and Temple Law School, LLB, in 1964. He was Articles Editor of the Temple Law Quarterly. He served as a Captain in the United States Army (MPC). He is a member of the Philadelphia, Pennsylvania, American and International Bar Associations. He is a member of the Philadelphia Trial Lawyers Association, Pennsylvania Trial Lawyers Association and the Association of Trial Lawyers of America. He is admitted to the Supreme Court of Pennsylvania, United States District Court for the Eastern District of Pennsylvania, United States District Court for the Middle District of Pennsylvania, the Third, Fourth, Fifth, Sixth, Seventh, Tenth and Eleventh Circuit Courts of Appeals and the United States Supreme Court. He has appeared pro hac vice in various federal and state courts throughout the United States. He has lectured on class actions, environmental, antitrust and tort litigation for the Pennsylvania Bar Institute, the Philadelphia Trial Lawyers Association, the Pennsylvania Trial Lawyers Association, The Association of Trial Lawyers of America, The Belli Seminars, the Philadelphia Bar Association, American Bar Association, the New York Law Journal Press, and the ABA-ALI London Presentations.

Mr. Levin is a past Chairman of the Commercial Litigation Section of the Association of Trial Lawyers of America, and is co-chairman of the Antitrust Section of the Pennsylvania Trial Lawyers Association. He is a member of the Pennsylvania Trial Lawyers Consultation Committee, Class Action Section, a fellow of the Roscoe Pound Foundation and past Vice-Chairman of the Maritime Insurance Law Committee of the American Bar Association. He is also a fellow of the International Society of Barristers, and chosen by his peers to be listed in Best Lawyers of America. He has been recognized as one of 500 leading lawyers in America by Lawdragon and The Legal 500 USA. U.S. News and World Report has designated Levin, Fishbein, Sedran & Berman as one of the top 22 national plaintiffs' firms in mass torts and complex litigation. In addition, he has been further recognized as one of the top 100 trial lawyers by The National Trial Lawyers Association. He was also named to the National Law Journal's Inaugural List of America's Elite Trial Lawyers. He also has an "av" rating in Martindale-Hubbell and is listed in Martindale-Hubbell's Register of Preeminent Lawyers.

Mr. Levin was on the Executive Committee as well as various other committees and Lead Trial Counsel in the case of *In re Asbestos School Litigation*, Master File No. 83-0268 (E.D. Pa.), which was certified as a nationwide class action on behalf of all school districts. Mr. Levin was also on the Plaintiffs' Steering Committee in *In re Copley Pharmaceutical, Inc., "Albuterol" Products Liability Litigation*, MDL 1013 (D. Wyoming); *In re Norplant Contraceptive Products Liability Litigation*, MDL 1038 (E.D. Tex.); and *In re Telectronics Pacing Systems, Inc., Accufix Atrial "J" Lead Products Liability Litigation*, MDL 1057 (S.D. Ohio).

Mr. Levin was appointed by the Honorable Sam J. Pointer as a member of the Plaintiffs' Steering Committee in the *Silicone Gel Breast Implants Products Liability Litigation*, Master File No. CV-92-P-10000-S, MDL 926 (N.D. Ala.). The Honorable Louis L. Bechtle appointed

Mr. Levin as Co-Lead Counsel of the Plaintiffs' Legal Committee and Liaison Counsel in *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.). Mr. Levin also served as Co-Chair of the Plaintiffs' Management Committee, Liaison Counsel, and Class Counsel in *In re Diet Drugs Litigation*, MDL 1203 (E.D. Pa.). He was also a member of a four lawyer Executive Committee in *In re Rezulin Products Liability Litigation*, MDL No. 1348 (S.D.N.Y.) and is a member of a seven person Steering Committee in *In re Propulsid Products Liability Litigation*, MDL No. 1355 (E.D. La.). He was Chair of the State Liaison Committee in *In re Phenylpropanolamine (PPA) Products Liability Litigation*, MDL 1407 (W.D. Wash.); and is a member of the Plaintiffs' Steering Committee and Plaintiffs' Negotiating Committee in *In re Vioxx Products Liability Litigation*, MDL No. 1657 (E.D. La.) and the Court approved Medical Monitoring Committee in *In re Human Tissue Products Liability Litigation*, MDL No. 1763 (D.N.J.). He is currently Plaintiffs' Lead Counsel, Class Counsel and Co-Chair of the Fee Committee in *In re Chinese-Manufactured Drywall Product Liability Litigation*, MDL No. 2047 (E.D. La.). He was Plaintiffs' Liaison Counsel in *In re CertainTeed Corp. Roofing Shingles Products Liability Litigation*, MDL No. 1817 (E.D. Pa.). He is a member of the Plaintiffs' Steering Committee in *In re National Football League Players' Concussion Litigation*, MDL No. 2323 (E.D. Pa.) and was appointed as Subclass Counsel for Subclass 1 in the NFL Concussion Class Action Settlement. Mr. Levin is a member of the Plaintiffs' Steering Committee in *In re Pool Products Distribution Market Antitrust Litigation*, MDL 2328 (E.D. La.); *In re Testosterone Replacement Therapy Products Liability Litigation*, MDL 2545 (N.D. Ill.); *In re Zoloft (Sertraline Hydrochloride) Products Liability Litigation*, MDL 2342 (E.D. Pa.); and *In re Yasmin and Yaz Marketing, Sales Practices and Relevant Products Liability Litigation*, MDL 2100 (S.D. Ill.). He is a member of Plaintiffs' Executive Committee in *In re Fresenius*

Granuflo/ Naturalyte Dialysate Products Liability Litigation, MDL 2428 (D. Mass). Mr. Levin was appointed by the Honorable Carl J. Barbier to serve as Special Counsel to the Plaintiffs' Fee and Cost Committee in the BP Oil Spill Litigation, *In re Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico, on April 20, 2010*, MDL 2179 (E.D. La.).

Mr. Levin was also a member of the Trial and Discovery Committees in the *Exxon Valdez Oil Spill Litigation*, No. 89-095 (D. Alaska) In addition, Mr. Levin was Lead Counsel in the prosecution of individual fishing permit holders, native corporations, native villages, native claims and business claims.

(b) **HOWARD J. SEDRAN** was a member of the firm from 1982 through December, 2017. Effective January, 2018, Mr. Sedran became Of-Counsel to the firm. Mr. Sedran graduated cum laude from the University of Miami School of Law in 1976. He was a law clerk to United States District Court Judge, C. Clyde Atkins, of the Southern District of Florida from 1976-1977. He is a member of the Florida, District of Columbia and Pennsylvania bars and is admitted to practice in various federal district and appellate courts. From 1977 to 1981, he was an associate at the Washington, D.C. firm of Howrey & Simon which specializes in antitrust and complex litigation. During that period he worked on the following antitrust class actions: *In re Uranium Antitrust Litigation*; *In re Fine Paper Antitrust Litigation*; *Bogosian v. Gulf Oil Corporation*; *FTC v. Exxon, et al.*; and *In re Petroleum Products Antitrust Litigation*.

In 1982, Mr. Sedran joined the firm and has continued to practice in the areas of environmental, securities, antitrust and other complex litigation. Mr. Sedran also has extensive trial experience. In the area of environmental law, Mr. Sedran was responsible for the first certified "Superfund" class action.

As a result of his work in an environmental case in Missouri, Mr. Sedran was nominated

to receive the Missouri Bar Foundation's outstanding young trial lawyer's award, the Lon Hocker Award.

Mr. Sedran has also actively participated in the following actions: *In re Dun & Bradstreet Credit Services Customer Litigation*, Civil Action Nos. C-1-89-026, C-1-89-051, 89-2245, 89-3994, 89-408 (S.D. Ohio); *Raymond F. Wehner, et al. v. Syntex Corporation and Syntex (U.S.A.) Inc.*, No. C-85-20383(SW) (N.D. Cal.); *Harold A. Andre, et al. v. Syntex Agribusiness, Inc., et al.*, Cause No. 832-05432 (Cir. Ct. of St. Louis, Mo.); *In re Petro-Lewis Securities Litigation*, No. 84-C-326 (D. Colo.); *In re North Atlantic Air Travel Antitrust Litigation*, No. 84-1013 (D.D.C.); *Jaroslawicz v. Engelhard Corp.*, No. 84-3641 (D. N.J.); *Gentry v. C & D Oil Co.*, 102 F.R.D. 490 (W.D. Ark. 1984); *In re EPIC Limited Partnership Securities Litigation*, Nos. 85-5036, 85-5059 (E.D. Pa.); *Rowther v. Merrill Lynch, et al.*, No. 85-Civ-3146 (S.D.N.Y.); *In re Hops Antitrust Litigation*, No. 84-4112 (E.D. Pa.); *In re Rope Antitrust Litigation*, No. 85-0218 (M.D. Pa.); *In re Asbestos School Litigation*, No. 83-0268 (E.D. Pa.); *In re Catfish Antitrust Litigation*, MDL 928 (Plaintiffs' Executive Committee); *In re Carbon Dioxide Antitrust Litigation*, MDL 940 (N.D. Miss.) (Plaintiffs' Executive Committee); *In re Alcolac, Inc. Litigation*, No. CV490-261 (Marshall, Mo.); *In re Clozapine Antitrust Litigation*, MDL 874 (N.D. Ill.) (Co-Lead Counsel); *In re Infant Formula Antitrust Litigation*, MDL 878 (N.D. Fla.); *Cumberland Farms, Inc. v. Browning-Ferris Industries, Inc.*, Civil Action No. 87-3713 (E.D. Pa.); *In re Airlines Antitrust Litigation*, MDL 861 (N.D. Ga.); *Lazy Oil, Inc. et al. v. Witco Corporation, et al.*, C.A. No. 94-110E (W.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re Nasdaq Market-Makers Antitrust Litigation*, MDL 1023 (S.D.N.Y.) (Co-Chair Discovery); and *In re Travel Agency Commission Antitrust Litigation*, Master File No. 4-95-107 (D. Minn.) (Co-Chair Discovery); *Erie Forge and Steel, Inc. v. Cyprus Minerals Co.*, C.A. No. 94-0404

(W.D. Pa.) (Plaintiffs' Executive Committee); *In re Commercial Explosives Antitrust Litigation*, MDL 1093 (Plaintiffs' Co-Lead Counsel); *In re Brand Name Prescription Drug Antitrust Litigation*, MDL 997; *In re High Fructose Corn Syrup Antitrust Litigation*, MDL 1087; *In re Carpet Antitrust Litigation*, MDL 1075; *In re Graphite Electrodes Antitrust Litigation*, C.A. No. 97-CV-4182 (E.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re Flat Glass Antitrust Litigation*, MDL 1200 (Discovery Co-Chair); *In re Commercial Tissue Products Antitrust Litigation*, MDL 1189; *In re Thermal Fax Antitrust Litigation*, C.A. No. 96-C-0959 (E.D. Wisc.); *In re Lysine Indirect Purchaser Antitrust Litigation*, (D. Minn.); *In re Citric Acid Indirect Purchaser Antitrust Litigation*, C.A. No. 96-CV-009729 (Cir. Ct. Wisc.). Most recently, Mr. Sedran serves as one of the court-appointed Co-Lead Counsel in *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D. N.Y.).

In *Lazy Oil Co. v. Witco Corp., et. al., supra*, the District Court made the following comments concerning the work of Co-Lead Counsel:

[t]he Court notes that the class was represented by very competent attorneys of national repute as specialists in the area of complex litigation. As such Class Counsel brought considerable resources to the Plaintiffs' cause. The Court has had the opportunity to observe Class counsel first-hand during the course of this litigation and finds that these attorneys provided excellent representation to the Class. The Court specifically notes that, at every phase of this litigation, Class Counsel demonstrated professionalism, preparedness and diligence in pursuing their cause.

(c) **LAURENCE S. BERMAN**, a member of the firm, was born in Philadelphia, Pennsylvania on January 17, 1953. He was admitted to the bar in 1977. He is admitted to practice before the U.S. Courts of Appeals for the Third, Fourth and Seventh Circuits; the U.S. District Court, Eastern District of Pennsylvania; and the Bar of Pennsylvania. He is a graduate of Temple University (B.B.A., magna cum laude, 1974, J.D. 1977). He is a member of the Beta

Gamma Sigma Honor Society. Mr. Berman was the law clerk to the Honorable Charles R. Weiner, U.S. District Court for the Eastern District of Pennsylvania 1978-1980. Member: Philadelphia, Pennsylvania and American Bar Associations. In 1982, Mr. Berman joined the law firm of Levin & Fishbein as an associate and became a partner in 1985 when the firm name was changed to Levin, Fishbein, Sedran & Berman.

Mr. Berman has had extensive experience in litigating and managing complex litigation. In the early 1980's he became a member of the discovery, law and trial committees of *In re: Asbestos School Litigation*, Master File No. 83-0268 (E.D. Pa.). As a member of those committees, he drafted discovery and legal briefs that lead to the successful resolution of the case on behalf of a nationwide class of schools seeking recovery of damages for the costs and expenses they were required to expend to assess the presence of asbestos in school buildings and to remediate under newly enacted rules and regulations of the Environmental Protection Agency, promulgated in the 1970's. In connection with that litigation, he was one of the architects of approaching class certification issues for a nationwide class by the use of a "50" state analysis of the law, in order to demonstrate the similarity of laws and therefore the manageability of a nationwide class action. The "50" state approach has been followed in other cases.

During the early stages of his career, he litigated numerous environmental class/mass tort cases to successful conclusions. He successfully litigated a lead contamination case for the residents of a community in the Port Richmond area of Philadelphia, where he drafted the legal briefs and presented the oral argument to obtain class certification of a property damage and medical monitoring class against NL Industries and Anzon. That litigation produced a multi-million-dollar recovery for the residents in the class area. *Ursula Stiglich Wagner, et al. v. Anzon, Inc., et al.*, No. 4420, June Term, 1987 (C.C.P. Phila. Cty.)

Similarly, he represented homeowners located near Ashland, Kentucky for environmental pollution damage. This case involved representing approximately 700 individual clients for personal injury and medical monitoring relief that also resulted in a multi-million-dollar recovery for his clients.

Beginning in the 1990's Mr. Berman began his representation of victims of the Three Mile Island accident. The firm represented approximately 2,000 plaintiffs in that matter, and Mr. Berman was responsible for the legal briefing and experts in the case, along with addressing *Daubert* issues. The presiding Court (Middle District of Pennsylvania) determined to conduct extensive *Daubert* hearings in Three Mile Island, resulting in approximately ten full weeks of in court live hearings; and thousands of pages of legal briefing. Ultimately the trial court determined that several of the expert witnesses offered by the plaintiffs did not meet the *Daubert* requirements, and an appeal was taken to the Third Circuit Court of Appeals, where Mr. Berman both briefed and argued the issues. The Third Circuit affirmed parts of the decision and remanded for further proceedings by the trial court. His representation of clients in the Three Mile Island litigation spanned well over a decade.

In 1989, Mr. Berman represented approximately 1,000 plaintiffs who suffered damages as a result of the Exxon Valdez oil spill. In that role, he managed the claims of each of his firm's clients and worked in the development of their expert evidence and claim materials. As a subset of that litigation, he handled the claims of the Native Opt-Out Settlement Class. This representation also spanned well over a decade.

Mr. Berman began his role in litigating *In re Diet Drugs*, MDL 1203 (E.D. Pa.) in 1997 at the outset of that litigation. The *Diet Drugs* case is still active to this date. Mr. Berman's firm was appointed as Co-Lead Counsel, Co-Class Counsel and Liaison Counsel. The massive size of the

Diet Drugs case required the commitment of three of the named partners to the case, Arnold Levin, Michael Fishbein and Mr. Berman, as well as a substantial commitment by partner Fred Longer. While Messrs. Levin and Fishbein were formally named as Co-Class counsel to the case, Mr. Berman had a *de facto* role as Co-Class Counsel and Co-Lead counsel for the case. Mr. Berman briefed many legal issues, argued issues in court, participated in discovery, appeared frequently before the Special Discovery Master, helped negotiate the settlement(s) and helped in the management of the oversight of both the AHP Settlement Trust that was created to oversee the Settlement and the Seventh Amendment Fund Administrator that was created to oversee the Seventh Amendment aspect of the Settlement. He also managed the claims of the firm's individual clients.

Although the *Diet Drugs* case remains active today, and still occupies some of Mr. Berman's time, over the recent years he became active in various other pharmaceutical cases. In particular, beginning in about 2010, he became active in *In re Yaz/Yasmin/Ocella*, MDL 2100 (S. D. Ill.) where he was appointed as a member of the discovery and legal briefing committees. Mr. Berman worked with his partner Michael Weinkowitz as Co-Liaison Counsel in the parallel state court litigation pending in the Court of Common Pleas of Philadelphia.

As the *Yaz* case began to wind down, Mr. Berman became active in litigation Tylenol cases where he was appointed and remains currently Plaintiffs' Co-Lead and Liaison Counsel. *In re Tylenol*, MDL 2436, (E.D. Pa.). As Plaintiffs' Co-Lead and Liaison Counsel, Mr. Berman has appeared in Court for the Plaintiffs at virtually all of the monthly status conferences, drafted numerous briefs, engaged in discovery, drafted numerous case management orders that were entered by the Court, argued motions and otherwise managed the case on behalf of the Plaintiffs.

Mr. Berman is also a *de facto* member of the executive committee of *In re Granuflo*,

MDL MDL2428 (D. Mass.). Mr. Berman's partner Arnold Levin was formally appointed to that case's Executive Committee for the Plaintiffs and Mr. Berman was appointed as a Co-Chair of the law and briefing committee. He has acted as a *de facto* member of the Executive Committee for the firm. In his role on the Law and Briefing Committee, he drafted numerous briefs for the case, including *Daubert* briefs, drafted various case management orders that were entered by the Court, and assisted in the negotiation of the global settlement including the drafting of the settlement documents and the allocation plan.

In *In re Fosamax*, MDL 2243 (D.N.J.), Mr. Berman spearheaded the plaintiffs' position relating to privilege log issues as well as preemption and *in limine* issues raised in the bellwether case. Most recently, Mr. Berman was appointed to the Plaintiffs' Steering Committee by the Honorable Freda L. Wolfson in *In re Johnson & Johnson Talcum Powder Products*, MDL 2738 (D. N.J.).

Mr. Berman has lectured about mass tort matters. He lectured about the Tylenol case at several seminars and is a member of the American Association of Justice (AAJ) litigation group for the case. He is also a member of various other AAJ litigation groups involving pharmaceutical products. Mr. Berman has been a frequent speaker for the Pennsylvania Bar Institute, Mealy's Publications and Harris Martin. His lectures have been accredited for providing CLE credit to the attendees. Mr. Berman has an A.V. Peer Review rating by Martindale-Hubbell, and is an AAJ National College of Advocacy Advocate. He is also a member of The National Trial Lawyers, as well as a member of the American, Pennsylvania and Philadelphia Bar Associations and has been recognized as a Super Lawyer. His published works include "Class Actions in State and Federal Courts," Pennsylvania Bar Institute (Continuing Legal Education), November, 1997; "New Pennsylvania Rule of Civil Procedure

207.1,” Pennsylvania Bar Institute (Continuing Legal Education), November, 2001, and membership on the Board of Editors, “Fen-Phen Litigation Strategist,” Leader Publications, (1998).

(d) **FREDERICK S. LONGER**, specializes in representing individuals who have been harmed by dangerous drugs, medical devices, other defective products and antitrust violations. Mr. Longer has extensive experience in prosecuting individual, complex and class action litigations in both state and federal courts across the country. Mr. Longer has been involved in the resolution of several of the largest settlements involving personal injuries including the \$6.75 billion settlement involving Diet Drugs and the \$4.85 billion settlement involving Vioxx. Mr. Longer was a member of the negotiating counsel responsible for the settlements in the *Chinese Drywall* litigation involving various suppliers and manufacturers of Chinese Drywall valued in excess of \$1 billion. Mr. Longer has a wealth of experience in mass torts and has frequently been the chairman or member of the Law and Briefing Committee in numerous multi-district litigations in *In re Propulsid Products Liability Litigation*, MDL No. 1355 (E.D. La.); *In re Rezulin Products Liability Litigation*, MDL No. 1348 (S.D.N.Y.); *In re Vioxx Products Liability Litigation*, MDL 1657 (E.D. La.); *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.); and *In re Diet Drug Litigation*, MDL 1203 (E.D. Pa.). He is a court-appointed member of the Plaintiffs’ Steering Committee in *In re Mirena Products Liability Litigation*, MDL 2434 (S.D.N.Y.) and *In re Xarelto Products Liability Litigation*, MDL No. 2592 (E.D. La.). Mr. Longer also assisted Co-Lead Counsel and Subclass Counsel with negotiating the class settlement in *In re National Football League Players’ Concussion Litigation*, MDL No. 2323 (E.D. Pa.).

Mr. Longer has substantial trial experience and is one of the few counsel in the country to

have a client's claim involving Baycol tried to verdict in Philadelphia County Court of Common Pleas.

Mr. Longer, originally from Philadelphia, Pennsylvania, completed his undergraduate work at Carnegie Mellon University. He then attended the University Pittsburgh School of Law and was a Notes and Comments Editor for the University of Pittsburgh Law Review. Mr. Longer practiced for 3 years in Allegheny County with the law firm of Berger, Kapatan, Malakoff & Myers on complex litigation and civil rights matters, including *Kelly v. County of Allegheny*, No. 6D 84-17962 (C.P. Allegheny County, PA). Thereafter, Mr. Longer joined the firm and is now a member in the firm.

Mr. Longer is a frequent lecturer and has presented numerous seminars on various legal topics for professional groups. Some of Mr. Longer's speaking engagements include: *Plaintiff Only Consumer Warranty Class Action Litigation Seminar*, American Association for Justice Education and the National Association of Consumer Advocate (June 3-4, 2014); *"No Injury" and "Overbroad" Class Actions After Comcast, Glazer and Butler: Implications for Certification-Navigating Complex Issues of Overbreadth and Damages in Consumer Product Cases*, Strafford Webinar (April 1, 2014); *Service of Process in China*, ABA Annual Conference (April 18-20, 2012); *Chinese Drywall Litigation Conference*, Harris Martin (October 20-21, 2011); *Current Issues in Multi-district Litigation Practice*, Harris Martin (September 26, 2011); *FDA Preemption: Is this the end?*, Mass Torts Made Perfect (May 2008). He has authored several articles including, *The Federal Judiciary's Super Magnet*, TRIAL (July 2009). He also contributed to Herbert J. Stern & Stephen A. Saltzburg, *TRYING CASES TO WIN: ANATOMY OF A TRIAL* (Aspen 1999).

Mr. Longer is a member of the American Bar Association, American Association for

Justice, Pennsylvania and Philadelphia Association for Justice, the Pennsylvania Bar Association and the Philadelphia Bar Association. He is an active member of the Historical Society for the Eastern District of Pennsylvania. He is admitted to practice before the Supreme Court of Pennsylvania and the Supreme Court of New Jersey, the United States Supreme Court; the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Seventh and Ninth Circuits, and the United States District Courts for the Western and Eastern Districts of Pennsylvania, United States District Court Northern District of New York; United States District Court for the Western District of New York; United States District Court of New Jersey; United States District Court for District of Arizona; and the United States District Court District of Nebraska.

Mr. Longer has received Martindale-Hubbell's highest rating (AV) as a pre-eminent lawyer for his legal ability and ethical standards. He has also been recognized by his peers as a Super Lawyer since 2008.

(e) **SANDRA L. DUGGAN**, is Of-Counsel to the firm. She received her J.D. degree in 1985 from Columbia Law School and a B.A. from Washington University in St. Louis, where she was Phi Beta Kappa. Since 1989, Ms. Duggan has focused her practice on class action and multidistrict litigation. She was a named partner in the firm of Kronfeld Newberg & Duggan prior to joining Levin Sedran & Berman. She has served as a member of the Plaintiffs' Executive Committee in the national asbestos property damage class action, *Prince George Center, Inc. v. U.S. Gypsum, et al.* (C.C.P. Phila.), and she is counsel for class plaintiffs in the Title IX discrimination suit, *Cohen v. Brown University, et al.*, (D.R.I.). Ms. Duggan's former firm was Co-Lead Counsel in *In re School Asbestos Litigation*, (E.D. Pa.) and she participated in the Asbestos Claimants Committees in Celotex and National Gypsum Chapter 11 bankruptcies. She has also worked on the *In re EXXON VALDEZ* litigation and other securities fraud,

shareholder and property damage class actions in federal and state courts. Ms. Duggan has worked with Levin Sedran & Berman extensively in *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.); *In re Diet Drugs Litigation*, MDL 1203 (E.D. Pa.); *In re Chinese-Manufactured Drywall Products Liability Litigation*, MDL 2047 (E.D. La.); *In re VIOXX Products Liability Litigation*, MDL 1657 (E.D. La.), and she assisted Co-Lead Counsel and Subclass Counsel with negotiating the class settlement in *In re National Football League Players' Concussion Litigation*, MDL No. 2323 (E.D. Pa.). In July 2015, Ms. Duggan and Mr. Levin were appointed by the Honorable Carl J. Barbier to serve as Special Counsel to the Plaintiffs' Fee and Cost Committee in the BP Oil Spill Litigation, *In re Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico, on April 20, 2010*, MDL 2179 (E.D. La.).

Ms. Duggan served as a class action expert in *In re "Non-Filing" Insurance Fee Litigation*, MDL 1130 (M.D. Ala.). She was a contributing author and editor of the Third Edition of Herbert Newberg, *Newberg On Class Actions*, (3d ed. 1992) and she earned a Public Justice Achievement Award in July, 1999 from Public Justice for her work on the Brown University Title IX Litigation.

(f) **DANIEL C. LEVIN**, a member of the firm, was born in Philadelphia, Pennsylvania. He received his undergraduate degree from the University of Pittsburgh (B.A. 1994) and his law degree from Oklahoma City University (J.D. 1997). He is a member of Phi Delta Phi. He serves on the Board of Directors for the Philadelphia Trial Lawyers Association. He is also member of the Pennsylvania Bar Association; Pennsylvania Trial Lawyers Association, and the Association of Trial Attorneys of America. He is admitted to practice before the Supreme Court of Pennsylvania; the United States District Court for The Eastern District of Pennsylvania, and the United States Court of Appeals for the Second and Third Circuits. Mr. Levin has been part

of the litigation team in *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.); *In re Diet Drugs Litigation*, MDL 1203 (E.D. Pa.); *Galanti v. The Goodyear Tire and Rubber Co.*, Civil Action No: 03-209; *Muscara v. Nationwide*, October Term 2000, Civil Action No. 001557, Philadelphia County; and *Wong v. First Union*, May Term 2003, Civil Action No. 001173, Philadelphia County, *Harry Delandro, et al v. County of Allegheny, et al*, Civil Action No. 2:06-CV-927; *Nakisha Boone, et al v. City of Philadelphia, et al*, Civil Action No. 05-CV-1851; *Mary Gwiazdowski v. County of Chester*, No. 08-4463 (E.D.Pa.); *Helmer, et al. v. the Goodyear Tire & Rubber Co.*, D. Co. Civil Action No. 1:12-00685-RBJ; *Cobb v. BSH Home Appliance Corporation, et al*, C.D. Cal. Case No. SACV10-711 DOC (ANx) and *In Re Human Tissue Products Liability Litigation*, MDL 1763 (D.N.J.).

Mr. Levin was lead counsel in *Joseph Meneghin v. Exxon Mobil Corporation, et al.*, Superior Court of New Jersey, Docket No. OCN-L-002696-07; *Johnson, et al. v. Walsh, et al*, PCCP April Term, 2008, No. 2012; *Kowa, et al. v. The Auto Club Group*, N.D.Ill. Case No. 1:11-cv-07476. Mr. Levin is currently lead counsel in *Ortiz v. Complete Healthcare Resources, Inc., et al*, Montgomery CCP No. 12-12609; *Gordon v. Maxim Healthcare Services, Inc.*, E.D. Pa. Civil Action No. 2:13-cv-07175 and *Shafir v. Continuum Health Partners, Inc.*

Mr. Levin maintains a practice of representing railroad workers who were injured during work due to unsafe conditions provided by their employers.

Daniel Levin is recognized by his peers as a Super Lawyer. Mr. Levin has achieved and maintained an AV rating by Martindale Hubble.

(g) **CHARLES E. SCHAFFER**, a member of the firm, born in Philadelphia, Pennsylvania, is a graduate of Villanova University, (B.S., *Magna Cum Laude*, 1989) and

Widener University School of Law (J.D. 1995) and Temple University School of Law (LL.M. in Trial Advocacy, 1998). He is admitted to practice before the Supreme Court of Pennsylvania, the Supreme Court of New Jersey, the United States District Court for the Eastern District of Pennsylvania; Western District of Pennsylvania; Middle District of Pennsylvania, Northern District of Illinois; Central District of Illinois; Northern District of New York; District of Colorado; Third Circuit Court of Appeals; and the Sixth Circuit Court of Appeals. He is also a member of the American Bar Association, Association of Trial Attorneys of America, Pennsylvania Association for Justice, Philadelphia Trial Lawyers Association, and the National Trial Lawyers Association.

Mr. Schaffer has extensive experience in litigating and managing complex litigation including national and multi state class actions on behalf of victims of defective products, unfair trade practices, financial and insurance fraud, data breaches, invasion of privacy and other corporate misconduct or malfeasance. Mr. Schaffer has participated in, *inter alia*, the following actions: *Davis v. SOH Distribution Company, Inc.*, Case No. 09-CV-237 (M.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re CertainTeed Corporation Roofing Shingles Products Liability Litigation*, MDL No. 1817 (E.D. Pa.) (Plaintiffs' Discovery and Settlement Committees); *Gwaizdowski v. County of Chester*, Civil Action No. 08-CV-4463 (E.D. Pa. 2012); *Meneghin, v. The Exxon Mobile Corporation, et al.*, Civil Action No. OCN-002697-07 (Superior Court, Ocean County, NJ 2012) (Plaintiffs' Co-lead Counsel); *Gulbankian et. al. v. MW Manufacturers, Inc.*, Case No. 1:10-cv-10392-RWZ (D.C. Mass.) (Plaintiffs' Discovery and Settlement Committees); *Eliason, et al. v. Gentek Building Products, Inc., et al.*, Case No. 1:10-cv-2093 (N.D. Ohio) (Plaintiffs' Executive Committee); *Smith, et al. v. Volkswagon Group of America*,

Inc., Case No. 3:13-cv-00370-SMY-PMF (S.D. Ill.) (Plaintiffs' Discovery and Settlement Committees); *Melillo, et al. v. Building Products of Canada Corp.*, Civil Action No. 1:12-CV-00016-JGM (D. Vt. Dec. 2012); *Vought, et al., v. Bank of America, et al.*, Civil Action No. 10-CV-2052 (C.D. Ill. 2013) (Plaintiffs' Discovery and Settlement Committees); *In re Navistar Diesel Engine Products Liability Litigation*, MDL No. 2223 (N.D. Ill.) (Plaintiffs' Steering Committee); *United Desert Charities, et al. v. Sloan Valve, et al.*, Case No. 12-cv-06878 (C.D. Ca.) (Plaintiffs' Executive Committee); *Kowa, et. el. v. The Auto Club Group AKA AAA Chicago*, Case No. 1:11-cv-07476 (N.D. Ill.); *Weller v. HSBC Mortgage Services, Inc.*, No. 13-cv-00185 (C.D. Col.); *Gilmour v. HSBC Bank, N.A.*, No. 13-cv-05896 (S.D. NY); *Smith v. SunTrust Mortgage, Inc.*, No. SACH3-739-AG (C.D. Ca.); *In re Chinese-Manufactured Drywall Product Liability Litigation*, MDL 2047 (E.D. La.); *In re Vioxx Products Liability Litigation*, MDL 1657 (E.D. La.); *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.); *In re Diet Drugs Litigation*, MDL 1203 (E.D. Pa.); *In re: CertainTeed Fiber Cement Siding Litigation*, MDL 2270 (E.D. Pa. 2014) (Plaintiffs' Discovery and Settlement Committees); *In re JP Mortgage Modification Litigation*, MDL 2290 (D. Mass.) (Plaintiffs' Co-Lead Counsel); *In re Citimortgage, Inc. Home Affordable Modification ("HAMP")*, MDL 2274 (C.D. Ca.) (Plaintiffs' Executive Committee); *In re Peregrine Financial Group Customer Litigation*, MDL No. 12-5546 (N.D. Ill.); *George v. Uponor, Inc.*, Civil No. 12-249 ADM/JJK (D. Minn.); *Yarbrough v. Martin's Famous Pastry Shoppe, Inc.*, Civil No. 11-cv-02144-JEJ (M.D. Pa.) (Plaintiffs' Co-Lead Counsel); *Minor v. Congoleum Corporation*, Civil Action No.: 3:13-cv-07727-JAP-LHG (D.C. NJ) (Plaintiffs' Co-Lead Counsel); *In re MF Global Holdings, Ltd. Investment Litigation*, Case No. 12-MD-2338 (D.D. NY); *In re Colgate-Palmolive Soft Soap Antibacterial Hand Soap Marketing and Sales Practice Litigation*,

(D.N.H.) (Plaintiffs' Executive Committee); *In re Pella Corporation Architect And Designer Series Windows Marketing Sales Practices and Product Liability Litigation*, MDL 2514 (D.S.C.) (Plaintiffs' Steering Committee); and *In re HardiePlank Fiber Cement Siding Litigation*, MDL 2359 (D. Minn.) (Plaintiffs' Executive Committee).

Currently, Mr. Schaffer is serving as lead counsel in *In re IKO Roofing Products Liability Litigation*, MDL 2104 (C.D. Ill.); Co-Lead Counsel in *Pollard v. Remington Arms Company*, Case No. 4:13-cv-00086-ODS (W.D. Mo.); a member of Plaintiffs' Steering Committee in *In re Wells Fargo Insurance Marketing Sales Practice Litigation*, MDL No. 2797 (C.D. Ca.), a member of Plaintiffs' Steering Committee in *In re Apple Inc. Device Performance Litigation*; MDL No. 2827 (N.D.Ca.) a member of the Plaintiffs' Executive Committee in *In re Azek Decking Sales Practices Litigation*, Civil Action No. 12-6627 (KM)(MCA)(D.NJ.); a member of the Plaintiffs' Executive Committee in *In re Carrier IQ Consumer Privacy Litigation*, MDL 2330 (N.D. Cal.); a member of the Plaintiffs' Executive Committee *In re Dial Complete Marketing and Sales Practices Litigation*; MDL 2263 (D.N.H.); a member of Plaintiffs' Executive Committee in *In re Emerson Electric Co. Wet/Dry Vac Marketing and Sales Litigation*, MDL 2382 (E.D. Miss.); and a member of the Plaintiffs' Executive Committee in *Gold v. Lumber Liquidators, Inc.*, No. 3:14-cv-05373-THE (N.D. Ca.) and is actively participating in a number of other class actions and mass tort actions across the United States in leadership positions.

Along with his class action and mass tort experience, Mr. Schaffer has a LL.M in Trial advocacy and has extensive experience prosecuting complex individual actions on behalf of injured individuals in products liability, medical malpractice and medical device actions. He has served as lead counsel in these matters and successfully tried cases to jury verdicts. In

recognition of his accomplishments, Mr. Schaffer has achieved and maintained an AV Martindale-Hubbell rating and is recognized by his peers as a Super Lawyer. Mr. Schaffer speaks nationally on a multitude of topics relating to class actions and complex litigation.

(h) **AUSTIN B. COHEN**, a member of the firm, is a graduate of the University of Pennsylvania (B.A., 1990) and a graduate of the University of Pittsburgh School of Law (J.D., cum laude, 1996) where he served on the Journal of Law and Commerce as an assistant and executive editor. During law school, he interned for the Honorable Lowell Reed (E.D. Pa.) June - August, 1995. He also served as an Executive Editor and Associate Editor for the University of Pittsburgh Journal of Law and Commerce and was a finalist in the Murray S. Love Trial Moot Court Competition.

He has authored an article titled "Why Subsequent Remedial Modifications Should Be Inadmissible in Pennsylvania Products Liability Actions," which was published in the Pennsylvania Bar Association Quarterly. He is a member of the Pennsylvania and New Jersey bars, and is a member of the Pennsylvania and American Bar Associations.

Mr. Cohen's work has focused on all aspects of class litigation. Cases he has worked on include: *In re Air Cargo Shipping Services Antitrust Litigation*, MDL 1775 (E.D.N.Y.) (representing class of shippers alleging international air cargo carriers conspired to fix prices and surcharges. Levin Sedran & Berman served as Co-Lead Counsel. Settlements exceeded \$1.25 billion); *In re Electrical Carbon Products Antitrust Litigation*, MDL (D.N.J.) (representing class of purchasers alleging electrical carbon products manufacturers agreed to horizontal price fixing and customer allocation. Levin Sedran & Berman served as Co-Lead Counsel); *Graphite Electrodes Litigation*, MDL No. 1244 (E.D. Pa.) (representing class of purchasers alleging manufacturers of graphite components used for steel manufacturing agreed to horizontal price

fixing. Levin Sedran & Berman served as Co-Lead Counsel. Settlements totaled \$133.5 million, representing 100% of actual damages); *In re Potash Antitrust Litigation*, MDL 1996 (N.D. Ill. And 7th Cir.) (representing class of potash customers alleging horizontal conspiracy among mining companies to fix prices and restrict output. Levin Sedran & Berman worked with lead counsel and focused on obtaining jurisdiction over foreign entities and interpretation of the Foreign Trade Antitrust Improvement Act); *In re Target Corporation Customer Data Security Breach Litigation*, MDL 2522 (D. Minn.) (representing class of financial institutions seeking to recover costs due to Target Corporation's failure to implement proper data security protocols. Levin Sedran & Berman worked with lead counsel and focused on establishing proper standard of care and calculation of appropriate damages).

Mr. Cohen has written published articles regarding the admissibility of subsequent remedial modifications in products liability litigation (68 Pa. B.A.Q. 93), the enforceability of litigation confidentiality agreements (71 Pa. B.A.Q. 93), and federal tax issues related to the tax-exempt financing of University sponsored research facilities (23 The Exempt Organization Tax Review 445).

Mr. Cohen has been rated as a Pennsylvania antitrust "SuperLawyer" and is AV Peer Review rated by Martindale Hubble. Mr. Cohen is licensed to practice in Pennsylvania and New Jersey.

(i) **MICHAEL M. WEINKOWITZ**, a member of the firm, born Wilmington, Delaware, June 11, 1969; admitted to bar 1995, Pennsylvania and New Jersey, U.S. District Courts, Eastern District of Pennsylvania, District of New Jersey; U.S. Court of Appeals, Third Circuit. Education: West Virginia University (B.A., magna cum laude, 1991); Temple University (J.D., cum laude, 1995); Member, Temple International & Comparative Law Journal, 1994-95;

American Jurisprudence Award for Legal Writing.

(j) **KEITH J. VERRIER**, is a graduate of Temple University School of Law (J.D., magna cum laude, 2000), where he was a member of the Law Review, and the University of Rhode Island (B.S., 1992). After law school, he was a law clerk for the Honorable Herbert J. Hutton in the United States District Court for the Eastern District of Pennsylvania. Mr. Verrier has experience litigating a wide range of commercial disputes with an emphasis on litigating and counseling clients on antitrust matters. He currently spends the majority of his time litigating antitrust class actions, predominantly those seeking overcharge damages on behalf of direct purchasers of products under both Section 1 and Section 2 of the Sherman Act. He is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey as well as in the United States Court of Appeals for the Third Circuit, the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. He is a member of the American Bar Association.

(k) **NICOLA F. SERIANNI**, is a graduate of The Johns Hopkins University (B.A. International Relations, 2000) and Widener University School of Law (J.D., 2006). While in law school, Ms. Serianni served as an intern for Pennsylvania Superior Court Judge Susan Peikes Gantman, and upon graduation continued to work in the Superior Court of Pennsylvania for Judges Richard B. Klein (Ret.) and Anne E. Lazarus. Ms. Serianni is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey as well as in the United States District Court for the Eastern District of Pennsylvania. Ms. Serianni works extensively on products liability and class action litigation cases.

(l) **DAVID C. MAGAGNA JR.**, is a graduate of Villanova University School of Law (J.D., 2016), Villanova University School of Business (M.S. 2012), and Syracuse

University (B.S., summa cum laude, 2011). After law school, Mr. Magagna served as a law clerk to the Honorable Sallie Updyke Mundy of the Pennsylvania Supreme Court. Mr. Magagna has a broad range of legal experience from clerking to spending time in a transactional role at a national law firm, to interning at the United States Attorney's Office. Mr. Magagna currently spends the majority of his time litigating consumer class actions, seeking damages for consumers who have been deceived by product manufacturers under states different consumer protection laws. He is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, as well as the United States District Court for the Eastern District of Pennsylvania.

(m) **NICHOLAS J. ELIA** is a graduate of The Pennsylvania State University (B.S. Finance, B.S. Economics, 2014) and Temple University Beasley School of Law (J.D., 2018). While in law school, Mr. Elia served as an intern for the Federal Labor Relations Board, the Securities and Exchange Commission, and the American Antitrust Institute and served as campaign manager for Maggie Borski's campaign for state representative in Pennsylvania's 177th district. Mr. Elia works on consumer fraud, class action, and multidistrict litigation cases.

SUCCESSFULLY LITIGATED CLASS CASES

Levin Sedran & Berman's extensive class action practice includes many areas of law, including: Securities, ERISA, Antitrust, Environmental and Consumer Protection. The firm also maintains a practice in personal injury, products liability, and admiralty cases.

The firm has successfully litigated the following class action cases: *James J. and Linda J. Holmes, et al. v. Penn Security Bank and Trust Co., et al.*, U.S.D.C., Middle District of Pennsylvania Civil Action No. 80-0747; *In re Glassine & Greaseproof Antitrust Litigation*, MDL 475, U.S.D.C., Eastern District of Pennsylvania; *In re First Pennsylvania Securities Litigation*, Master File No. 80-1643, U.S.D.C., Eastern District of Pennsylvania; *In re Caesars*

World Shareholder Litigation, Master File No. MDL 496 (J.P. MDL); *In re Standard Screws Antitrust Litigation*, Master File No. MDL 443, U.S.D.C., Eastern District of Pennsylvania; *In re Electric Weld Steel Tubing Antitrust Litigation - II*, Master File No. 83-0163, U.S.D.C., Eastern District of Pennsylvania; *Leroy G. Meshel, et al. v. Nutri-Systems, Inc., et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 83-1440; *In re Corrugated Container Antitrust Litigation*, U.S.D.C., Southern District of Texas, Houston Division, MDL 310; *In re Three Mile Island Litigation*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 79-0432; *Township of Susquehanna, et al. v. GPU, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 81-0437 (a Three Mile Island case); *Donald A. Stibitz, et al. v. General Public Utilities Corporation, et al.*, No. 654 S 1985 (C.P. Dauphin County, Pa.) (a Three Mile Island case); *Raymond F. Wehner, et al. v. Syntex Corporation and Syntex (U.S.A.) Inc.*, No. C-85-20383(SW) (N.D. Cal.) (first Superfund Class Action ever certified); *In re Dun & Bradstreet Credit Services Customer Litigation*, U.S.D.C., Southern District of Ohio, Civil Action Nos. C-1-89-026, 89-051, 89-2245, 89-3994, 89-408; *Malcolm Weiss v. York Hospital, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 80-0134; *In re Ramada Inns Securities Litigation*, U.S.D.C., District of Delaware, Master File No. 81-456; *In re Playboy Securities Litigation*, Court of Chancery, State of Delaware, New Castle County, Civil Action No. 6806 and 6872; *In re Oak Industries Securities Litigation*, U.S.D.C., Southern District of California, Master File No. 83-0537-G(M); *Dixie Brewing Co., Inc., et al. v. John Barth, et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 84-4112; *In re Warner Communications Securities Litigation*, U.S.D.C., Southern District of New York, Civil Action No. 82-CV-8288; *In re Baldwin United Corporation Litigation*, U.S.D.C., Southern District of New York, MDL No. 581; *Zucker Associates, Inc., et al. v. William C. Tallman, et al. and Public*

Service Company of New Hampshire, U.S.D.C., District of New Hampshire, Civil Action No. C86-52-D; *In re Shopping Carts Antitrust Litigation*, MDL 451, Southern District of New York; *Charal v. Andes, et al.*, C.A. No. 77-1725; *Hubner v. Andes, et al.*, C.A. No. 78-1610 U.S.D.C., Eastern District of Pennsylvania; *In re Petro-Lewis Securities Litigation*, 84-C-326, U.S.D.C., District of Colorado; *Gentry v. C & D Oil Co.*, 102 F.R.D. 490 (W.D. Ark. 1984); *In re Hops Antitrust Litigation*, C.A. No. 84-4112, U.S.D.C., Eastern District of Pennsylvania; *In re North Atlantic Air Travel Antitrust Litigation*, No. 84-1013, U.S.D.C., District of Columbia; *Continental/Midlantic Securities Litigation*, No. 86-6872, U.S.D.C., Eastern District of Pennsylvania; *In re Fiddler's Woods Bondholders Litigation*, Civil Action No. 83-2340 (E.D. Pa.) (Newcomer, J.); *Fisher Brothers v. Cambridge-Lee Industries, Inc, et al.*, Civil Action No. 82-4941, U.S.D.C., Eastern District of Pennsylvania; *Silver Diversified Ventures Limited Money Purchase Pension Plan v. Barrow, et al.*, C.A. No. B-86-1520-CA (E.D. Tex.) (*Gulf States Utilities Securities Litigation*); *In re First Jersey Securities Litigation*, C.A. No. 85-6059 (E.D. Pa.); *In re Crocker Shareholder Litigation*, Cons. C.A. No. 7405, Court of Chancery, State of Delaware, New Castle County; *Mario Zacharjasz, et al. v. The Lomas and Nettleton Co.*, Civil Action No. 87-4303, U.S.D.C., Eastern District of Pennsylvania; *In re People Express Securities Litigation*, Civil Action No. 86-2497, U.S.D.C., District of New Jersey; *In re Duquesne Light Shareholder Litigation*, Master File No. 86-1046 U.S.D.C., Western District of Pennsylvania (Ziegler, J.); *In re Western Union Securities Litigation*, Master File No. 84-5092 (JFG), U.S.D.C., District of New Jersey; *In re TSO Financial Litigation*, Civil Action No. 87-7903, U.S.D.C., Eastern District of Pennsylvania; *Kallus v. General Host*, Civil Action No. B-87-160, U.S.D.C., District of Connecticut; *Staub, et al. v. Outdoor World Corp.*, C.P. Lancaster County, No. 2872-1984; *Jaroslavicz, et al. v. Englehard Corp.*, U.S.D.C., District of New Jersey, Civil

Action No. 84-3641F; *In re Boardwalk Marketplace Securities Litigation*, U.S.D.C., District of Connecticut, MDL 712 (WWE); *In re Goldome Securities Litigation*, U.S.D.C., Southern District of New York, Civil Action No. 88-Civ-4765; *In re Ashland Oil Spill Litigation*, U.S.D.C., Western District of Pennsylvania, Master File No. M-14670; *Rosenfeld, et al. v. Collins & Aikman Corp.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 87-2529; *Gross, et al. v. The Hertz Corporation*, U.S.D.C., Eastern District of Pennsylvania, Master File, No. 88-661; *In re Collision Near Chase, Maryland on January 4, 1987 Litigation*, U.S.D.C., District of Maryland, MDL 728; *In re Texas International Securities Litigation*, U.S.D.C., Western District of Oklahoma, MDL No. 604, 84 Civ. 366-R; *In re Chain Link Fence Antitrust Litigation*, U.S.D.C., District of Maryland, Master File No. CLF-1; *In re Winchell's Donut House, L.P. Securities Litigation*, Court of Chancery of the State of Delaware, New Castle County, Consolidated Civil Action No. 9478; *Bruce D. Desfor, et al. v. National Housing Ministries, et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 84-1562; *Cumberland Farms, Inc., et al. v. Browning-Ferris Industries, Inc., et al.*, U.S.D.C., Eastern District of Pennsylvania, Master File No. 87-3717; *In re SmithKline Beckman Corp. Securities Litigation*, U.S.D.C., Eastern District of Pennsylvania, Master File No. 88-7474; *In re SmithKline Beecham Shareholders Litigation*, Court of Common Pleas, Phila. County, Master File No. 2303; *In re First Fidelity Bancorporation Securities Litigation*, U.S.D.C., District of New Jersey, Civil Action No. 88-5297 (HLS); *In re Qintex Securities Litigation*, U.S.D.C., Central District of California, Master File No. CV-89-6182; *In re Sunrise Securities Litigation*, U.S.D.C., Eastern District of Pennsylvania, MDL 655; *David Stein, et al. v. James C. Marshall, et al.*, U.S.D.C., District of Arizona, No. Civ. 89-66 (PHX-CAM); *Residential Resources Securities Litigation*, Case No. 89-0066 (D. Ariz.); *In re Home Shopping Network Securities Litigation -- Action I*

(*Consolidated Actions*), Case No. 87-428-CIV-T-13A (M.D. Fla.); *In re Kay Jewelers Securities Litigation*, Civ. Action Nos. 90-1663-A through 90-1667-A (E.D. Va.); *In re Rohm & Haas Litigation*, Master File Civil Action No. 89-2724 (Coordinated) (E.D. Pa.); *In re O'Brien Energy Securities Litigation*, Master File No. 89-8089 (E.D. Pa.); *In re Richard J. Dennis & Co. Litigation*, Master File No. 88-Civ-8928 (MP) (S.D. N.Y.); *In re Mack Trucks Securities Litigation*, Consolidated Master File No. 90-4467 (E.D. Pa.); *In re Digital Sound Corp., Securities Litigation*, Master File No. 90-3533-MRP (BX) (C.D. Cal.); *In re Philips N.V. Securities Litigation*, Master File No. 90-Civ.-3044 (RPP) (S.D.N.Y.); *In re Frank B. Hall & Co., Inc. Securities Litigation*, Master File No. 86-Civ.-2698 (CLB) (S.D.N.Y.); *In re Genentech, Inc. Securities Litigation*, Master File No. C-88-4038-DLJ (N.D. Cal.); *Richard Friedman, et al. v. Northville Industries Corp.*, Supreme Court of New York, Suffolk County, No. 88-2085; *Benjamin Fishbein, et al. v. Resorts International, Inc., et al.*, No. 89 Civ.6043(MGC) (S.D.N.Y.); *In re Avon Products, Inc. Securities Litigation*, No. 89 Civ. 6216 (MEL) (S.D.N.Y.); *In re Chase Manhattan Securities Litigation*, Master File No. 90 Civ. 6092 (LJF) (S.D.N.Y.); *In re FPL Group Consolidated Litigation*; Case No. 90-8461 Civ. Nesbitt (S.D. Fla.); *Daniel Hwang, et al v. Smith Corona Corp., et al*, Consolidated No. B89-450 (TFGD) (D. Ct.); *In re Lomas Financial Corp. Securities Litigation*, C.A. No. CA-3-89-1962-G (N.D. Tex.); *In re Tonka Corp. Securities Litigation*, Consolidated Civil Action No. 4-90-2 (D. Minnesota); *In re Unisys Securities Litigation*, Master File No. 89-1179 (E.D. Pa.); *In re Alcolac Inc. Litigation*, Master File No. CV490-261 (Cir. Ct. Saline Cty. Marshall, Missouri); *In re Clozapine Antitrust Litigation*, Case No. MDL874 (N.D. Ill.); *In re Jiffy Lube Securities Litigation*, C.A. No. JHY-89-1939 (D. Md.); *In re Beverly Enterprises Securities Litigation*, Master File No. CV-88-01189 RSWL (Tex.) [Central District CA]; *In re Kenbee Limited Partnerships Litigation*,

CV-91-2174 (GEB) (D.N.J.); *Greentree v. Procter & Gamble Co.*, C.A. No. 6309, April Term 1991 (C.C.P. Phila. Cty.); *Moise Katz, et al v. Donald A. Pels, et al and Lin Broadcasting Corp.*, No. 90 Civ. 7787 (KTD) (S.D.N.Y.); *In re Airlines Antitrust Litigation*, MDL No. 861 (N.D. GA.); *Fulton, Mehring & Hauser Co., Inc., et al. v. The Stanley Works, et al.*, No. 90-0987-C(5) (E.D. Mo.); *In re Mortgage Realty Trust Securities Litigation*, Master File No. 90-1848 (E.D. Pa.); *Benjamin and Colby, et al. v. Bankeast Corp., et al.*, C.A. No. C-90-38-D (D.N.H.); *In re Royce Laboratories, Inc. Securities Litigation*, Master File Case No. 92-0923-Civ-Moore (S.D. Fla.); *In re United Telecommunications, Inc. Securities Litigation*, Case No. 90-2251-0 (D. Kan.); *In re U.S. Bioscience Securities Litigation*, C.A. No. 92-678 (E.D. Pa.); *In re Bolar Pharmaceutical Co., Inc. Securities Litigation*, C.A. No. 89 Civ. 17 (E.D. N.Y.); *In re PNC Securities Litigation*, C.A. No. 90-592 (W.D. Pa.); *Raymond Snyder, et al. v. Oneok, Inc., et al.*, C.A. No. 88-C-1500-E (N.D. Okla.); *In re Public Service Company of New Mexico*, Case No. 91-0536M (S.D. Cal.); *In re First Republicbank Securities Litigation*, C.A. No. CA3-88-0641-H (N.D. Tex, Dallas Division); and *In re First Executive Corp. Securities Litigation*, Master File No. CV-89-7135 DT (C.D. Calif.).

* * *

Several courts have favorably commented on the quality of work performed by Arnold Levin, Levin, Fishbein, Sedran & Berman, and Mr. Levin's former firm, Adler, Barish, Levin & Creskoff.

Judge Rambo of the United States District Court for the Middle District of Pennsylvania has favorably acknowledged the quality of work of the law firm in her opinion in *In re Three Mile Island Litigation*, 557 F. Supp. 96 (M.D. Pa. 1982). In that case, the firm was a member of the Executive Committee charged with overall responsibility for the management of the

litigation. Notably, the relief obtained included the establishment of a medical monitoring fund for the class. *See also, Township of Susquehanna, et al. v. GPU, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 81-0437.

In certifying the class in *Weiss v. York Hospital*, Judge Muir found that “plaintiff’s counsel are experienced in the conduct of complex litigation, class actions, and the prosecution of antitrust matters.” *Weiss v. York Hospital*, No. 80-0134, Opinion and Order of May 28, 1981 at 4 (M.D. Pa. Mar. 1981). *See also, Weiss v. York Hospital*, 628 F. Supp. 1392 (M.D. Pa. 1986). Judge Muir, in certifying a class for settlement purposes, found plaintiff’s attorneys to be adequate representatives in *In re Anthracite Coal Antitrust Litigation*, Nos. 76-1500, 77-699, 77-1049 and found in the decision that “the quality of the work performed by Mr. Levin and by the attorneys from Adler-Barish [a predecessor to Levin, Fishbein, Sedran & Berman] who assisted him -- as exhibited both in the courtroom and in the papers filed -- has been at a high level.” *In re Anthracite Coal Antitrust Litigation*, (M.D. Pa., Jan. 1979). Judge Muir also approved of class counsel in the certification decision of *Holmes, et al. v. Penn Security and Trust Co., et al.*, No. 80-0747. Chief Judge Nealon found plaintiffs’ counsel to satisfy the requirement of adequate representation in certifying a class in *Beck v. The Athens Building & Loan Assn.*, No. 73-605 at 2 (D. Pa. Mar. 22, 1979). Judge Nealon’s opinion relied exclusively on the Court’s Opinion in *Sommers v. Abraham Lincoln Savings & Loan Assn.*, 66 F.R.D. 581, 589 (E.D. Pa. 1975), which found that “there is no question that plaintiffs’ counsel is experienced in the conduct of a class action....”

Judge Bechtle in the *Consumer Bags Antitrust Litigation*, Civil Action No. 77-1516 (E.D. Pa.), wherein Arnold Levin was lead counsel for the consumer class, stated with respect to petitioner:

Each of the firms and the individual lawyers in this case have extensive experience in large, complex antitrust and securities litigation.

Furthermore, the Court notes that the quality of the legal services rendered was of the highest caliber.

In *Gentry v. C&D Oil Company*, 102 F.R.D. 490 (W.D. Ark. 1984), the Court described counsel as “experienced and clearly able to conduct the litigation.”

In *Jaroslawicz v. Engelhard Corp.*, No. 84-3641 (D.N.J.), in which this firm played a major role, the Court praised plaintiffs’ counsel for their excellent work and the result achieved.

In *In re Orthopedic Bone Screw Products Liability Litigation*, 2000 WL 1622741, *7 (E.D. Pa. 2000), the Court lauded Levin, Fishbein, Sedran & Berman counsel as follows: “The court also finds that the standing and expertise of counsel for [plaintiffs] is noteworthy. First, class counsel is of high caliber and most PLC members have extensive national experience in similar class action litigation.”

In *In re Diet Drugs (Phentermine, Fenfluramine, Dexfenfluramine) Products Liability Litigation*, MDL 1203, the Court commented on Levin, Fishbein, Sedran & Berman’s efforts regarding the creation of the largest nationwide personal injury settlement to date as a “remarkable contribution”. PTO No. 2622 (E.D. Pa. Oct. 3, 2002).

The firm has played a major role in most pharmaceutical litigation in the last 20 years. The firm is listed by Martindale-Hubbell in the Bar Register of Preeminent Lawyers.

EXHIBIT “B”

LEVIN, FISHBEIN, SEDRAN & BERMAN

FIRM BIOGRAPHY

The law firm of Levin, Fishbein, Sedran & Berman (formerly known as Levin & Fishbein) was established on August 17, 1981. Earlier, the founding partners of Levin, Fishbein, Sedran & Berman, Messrs. Arnold Levin and Michael D. Fishbein, were with the law firm of Adler, Barish, Levin & Creskoff, a Philadelphia firm specializing in litigation. Arnold Levin was a senior partner in that firm and Michael D. Fishbein was an associate. Laurence S. Berman was also an associate in that firm.

The curricula vitae of the attorneys are as follows:

(a) **ARNOLD LEVIN**, a member of the firm, graduated from Temple University, B.S., in 1961, with Honors and Temple Law School, LLB, in 1964. He was Articles Editor of the Temple Law Quarterly. He served as a Captain in the United States Army (MPC). He is a member of the Philadelphia, Pennsylvania, American and International Bar Associations. He is a member of the Philadelphia Trial Lawyers Association, Pennsylvania Trial Lawyers Association and the Association of Trial Lawyers of America. He is admitted to the Supreme Court of Pennsylvania, United States District Court for the Eastern District of Pennsylvania, United States District Court for the Middle District of Pennsylvania, the Third, Fourth, Fifth, Sixth, Seventh, Tenth and Eleventh Circuit Courts of Appeals and the United States Supreme Court. He has appeared pro hac vice in various federal and state courts throughout the United States. He has lectured on class actions, environmental, antitrust and tort litigation for the Pennsylvania Bar Institute, the Philadelphia Trial Lawyers Association, the Pennsylvania Trial Lawyers Association, The Association of Trial Lawyers of America, The Belli Seminars, the Philadelphia Bar Association, American Bar Association, the New York Law Journal Press, and the ABA-ALI London Presentations.

Mr. Levin is a past Chairman of the Commercial Litigation Section of the Association of Trial Lawyers of America, and is co-chairman of the Antitrust Section of the Pennsylvania Trial Lawyers Association. He is a member of the Pennsylvania Trial Lawyers Consultation Committee, Class Action Section, a fellow of the Roscoe Pound Foundation and past Vice-Chairman of the Maritime Insurance Law Committee of the American Bar Association. He is also a fellow of the International Society of Barristers, and chosen by his peers to be listed in Best Lawyers of America. He has been recognized as one of 500 leading lawyers in America by Lawdragon and The Legal 500 USA. U.S. News and World Report has designated Levin, Fishbein, Sedran & Berman as one of the top 22 national plaintiffs' firms in mass torts and complex litigation. In addition, he has been further recognized as one of the top 100 trial lawyers by The National Trial Lawyers Association. He was also named to the National Law Journal's Inaugural List of America's Elite Trial Lawyers. He also has an "av" rating in Martindale-Hubbell and is listed in Martindale-Hubbell's Register of Preeminent Lawyers.

Mr. Levin was on the Executive Committee as well as various other committees and lead trial counsel in the case of *In re Asbestos School Litigation*, U.S.D.C., Eastern District of Pennsylvania, Master File No. 83-0268, which was certified as a nationwide class action on behalf of all school districts. Mr. Levin was also on the Plaintiffs' Steering Committee in *In re Copley Pharmaceutical, Inc., "Albuterol" Products Liability Litigation*, MDL Docket No. 94-140-1013 (Dist. Wyoming); *In re Norplant Contraceptive Products Liability Litigation*, MDL No. 1038 (E.D. Tex.); and *In re Telectronics Pacing Systems, Inc., Accufix Atrial "J" Lead Products Liability Litigation*, MDL No. 1057 (S.D. Ohio).

Mr. Levin was appointed by the Honorable Sam J. Pointer as a member of the Plaintiffs' Steering Committee in the *Silicone Gel Breast Implants Products Liability Litigation*, Master

File No. CV-92-P-10000-S. The Honorable Louis L. Bechtle appointed Mr. Levin as Co-Lead Counsel of the Plaintiffs' Legal Committee and Liaison Counsel in the MDL proceeding of *In re Orthopedic Bone Screw Products Liability Litigation*, MDL 1014 (E.D. Pa.). Mr. Levin also serves as Co-Chairman of Plaintiffs' Management Committee, Liaison Counsel, and Class Counsel in *In re Diet Drug Litigation*, MDL 1203. He was also a member of a four lawyer Executive Committee in *In re Rezulin Products Liability Litigation*, MDL No. 1348 (S.D.N.Y.) and is a member of a seven person Steering Committee in *In re Propulsid Products Liability Litigation*, MDL No. 1355 (E.D. La.). He was Chair of the State Liaison Committee in *In re Phenylpropanolamine (PPA) Products Liability Litigation*, MDL 1407 (W.D.WA); and is a member of the Plaintiffs' Steering Committee and Plaintiffs' Negotiating Committee in *In re Vioxx Products Liability Litigation*, MDL No. 1657 (E.D.La.) and Court approved Medical Monitoring Committee in *In re Human Tissue Products Liability Litigation*, MDL No. 1763 (District of N.J.). He is currently lead counsel and plaintiffs' class counsel in *In Re Chinese-Manufactured Drywall Product Liability Litigation*, MDL No. 2047 (E.D.La.). He was Plaintiffs' Liaison Counsel in *In re CertainTeed Corp. Roofing Shingles Products Liability Litigation*, MDL No. 1817 (E.D. Pa.). He is a member of the Plaintiffs' Steering Committee in *In re National Football League Players' Concussion Litigation*, MDL No. 2323; *In re Pool Products Distribution Market Antitrust Litigation*, MDL No. 2328); *In Re Testosterone Replacement Therapy Products Liability Litigation*, MDL No. 2545 (N.D. Ill.); *In re Zoloft (Sertraline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.); and *In re Yasmin and Yaz Marketing, Sales Practices and Relevant Products Liability Litigation*, MDL No. 2100 (S.D. Ill.). He is a member of Plaintiffs' Executive Committee in *In Re: Fresenius Granuflo/Naturalyte Dialysate Products Liability Litigation*, MDL No. 2428 (D. Mass).

Mr. Levin was also a member of the Trial and Discovery Committees in the *Exxon Valdez Oil Spill Litigation*, No. 89-095 (D. Alaska) In addition, Mr. Levin is lead counsel in the prosecution of individual fishing permit holders, native corporations, native villages, native claims and business claims.

(b) **MICHAEL D. FISHBEIN**, a member of the firm, is a graduate of Brown University (B.A., 1974). He graduated from Villanova University Law School with Honors, receiving a degree of Juris Doctor in 1977. Mr. Fishbein was a member of the Villanova Law Review and is a member of the Villanova University Law School Chapter of the Order of Coif. He is admitted to practice before the Pennsylvania Supreme Court, the United States District Court for the Eastern District of Pennsylvania, and the Third Circuit Court of Appeals. Mr. Fishbein has been extensively involved in the prosecution of a variety of commercial class actions. He is Class Counsel in *In re Diet Drug Litigation*, MDL 1203, and the principal architect of the seminal National Diet Drug Settlement Agreement. He is also a member of the Plaintiffs' Steering Committee in *In re Phenylpropanolamine (PPA) Products Liability Litigation*, MDL 1407 (W.D.WA).

(c) **HOWARD J. SEDRAN**, a member of the firm, graduated cum laude from the University of Miami School of Law in 1976. He was a law clerk to United States District Court Judge, C. Clyde Atkins, of the Southern District of Florida from 1976-1977. He is a member of the Florida, District of Columbia and Pennsylvania bars and is admitted to practice in various federal district and appellate courts. From 1977 to 1981, he was an associate at the Washington, D.C. firm of Howrey & Simon which specializes in antitrust and complex litigation. During that period he worked on the following antitrust class actions: *In re Uranium Antitrust Litigation*; *In re Fine Paper Antitrust Litigation*; *Bogosian v. Gulf Oil Corporation*; *FTC v.*

Exxon, et al.; and *In re Petroleum Products Antitrust Litigation*.

In 1982, Mr. Sedran joined the firm of Levin, Fishbein, Sedran & Berman and has continued to practice in the areas of environmental, securities, antitrust and other complex litigation. Mr. Sedran also has extensive trial experience. In the area of environmental law, Mr. Sedran was responsible for the first certified "Superfund" class action.

As a result of his work in an environmental case in Missouri, Mr. Sedran was nominated to receive the Missouri Bar Foundation's outstanding young trial lawyer's award, the Lon Hocker Award.

Mr. Sedran has also actively participated in the following actions: *In re Dun & Bradstreet Credit Services Customer Litigation*, Civil Action Nos. C-1-89-026, C-1-89-051, 89-2245, 89-3994, 89-408 (S.D. Ohio); *Raymond F. Wehner, et al. v. Syntex Corporation and Syntex (U.S.A.) Inc.*, No. C-85-20383(SW) (N.D. Cal.); *Harold A. Andre, et al. v. Syntex Agribusiness, Inc., et al.*, Cause No. 832-05432 (Cir. Ct. of St. Louis, Mo.); *In re Petro-Lewis Securities Litigation*, No. 84-C-326 (D. Colo.); *In re North Atlantic Air Travel Antitrust Litigation*, No. 84-1013 (D. D.C.); *Jaroslawicz v. Engelhard Corp.*, No. 84-3641 (D. N.J.); *Gentry v. C & D Oil Co.*, 102 F.R.D. 490 (W.D. Ark. 1984); *In re EPIC Limited Partnership Securities Litigation*, Nos. 85-5036, 85-5059 (E.D. Pa.); *Rowther v. Merrill Lynch, et al.*, No. 85-Civ-3146 (S.D.N.Y.); *In re Hops Antitrust Litigation*, No. 84-4112 (E.D. Pa.); *In re Rope Antitrust Litigation*, No. 85-0218 (M.D. Pa.); *In re Asbestos School Litigation*, No. 83-0268 (E.D. Pa.); *In re Catfish Antitrust Litigation*, MDL No. 928 (Plaintiffs' Executive Committee); *In re Carbon Dioxide Antitrust Litigation*, MDL No. 940 (N.D. Miss.) (Plaintiffs' Executive Committee); *In re Alcolac, Inc. Litigation*, No. CV490-261 (Marshall, Mo.); *In re Clozapine Antitrust Litigation*, MDL No. 874 (N.D. Ill.) (Co-lead counsel); *In re Infant Formula Antitrust*

Litigation, MDL No. 878 (N.D. Fla.); *Cumberland Farms, Inc. v. Browning-Ferris Industries, Inc.*, Civil Action No. 87-3713 (E.D. Pa.); *In re Airlines Antitrust Litigation*, MDL No. 861 (N.D. Ga.); *Lazy Oil, Inc. et al. v. Witco Corporation, et al.*, C.A. No. 94-110E (W.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re Nasdaq Market-Makers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.) (Co-Chair Discovery); and *In re Travel Agency Commission Antitrust Litigation*, Master File No. 4-95-107 (D. Minn.) (Co-Chair Discovery); *Erie Forge and Steel, Inc. v. Cyprus Minerals Co.*, C.A. No. 94-0404 (W.D. Pa.) (Plaintiffs' Executive Committee); *In re Commercial Explosives Antitrust Litigation*, MDL No. 1093 (Plaintiffs' Co-Lead Counsel); *In re Brand Name Prescription Drug Antitrust Litigation*, MDL No. 997; *In re High Fructose Corn Syrup Antitrust Litigation*, MDL No. 1087; *In re Carpet Antitrust Litigation*, MDL 1075; *In re Graphite Electrodes Antitrust Litigation*, C.A. No 97-CV-4182 (E.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (Discovery Co-Chair); *In re Commercial Tissue Products Antitrust Litigation*, MDL No. 1189; *In re Thermal Fax Antitrust Litigation*, C.A. No. 96-C-0959 (E.D. Wisc.); *In re Lysine Indirect Purchaser Antitrust Litigation*, (D. Minn.); *In re Citric Acid Indirect Purchaser Antitrust Litigation*, C.A. No. 96-CV-009729 (Cir. Ct. Wisc.).

Recently, in *Lazy Oil Co. v. Witco Corp., et al.*, *supra*, the District Court made the following comments concerning the work of Co-Lead Counsel:

[t]he Court notes that the class was represented by very competent attorneys of national repute as specialists in the area of complex litigation. As such Class Counsel brought considerable resources to the Plaintiffs' cause. The Court has had the opportunity to observe Class counsel first-hand during the course of this litigation

and finds that these attorneys provided excellent representation to the Class. The Court specifically notes that, at every phase of this litigation, Class Counsel demonstrated professionalism, preparedness and diligence in pursuing their cause.

(d) **LAURENCE S. BERMAN**, a member of the firm, was born in Philadelphia, Pennsylvania on January 17, 1953. He was admitted to the bar in 1977. He is admitted to practice before the U.S. Courts of Appeals for the Third, Fourth and Seventh Circuits; the U.S. District Court, Eastern District of Pennsylvania; and the Bar of Pennsylvania. He is a graduate of Temple University (B.B.A., magna cum laude, 1974, J.D. 1977). He is a member of the Beta Gamma Sigma Honor Society. Mr. Berman was the law clerk to the Honorable Charles R. Weiner, U.S. District Court for the Eastern District of Pennsylvania 1978-1980. Member: Philadelphia, Pennsylvania and American Bar Associations. In 1982, Mr. Berman joined the law firm of Levin & Fishbein as an associate and became a partner in 1985 when the firm name was changed to Levin, Fishbein, Sedran & Berman ("LFSB").

Mr. Berman has had extensive experience in litigating and managing complex litigation. In the early 1980's he became a member of the discovery, law and trial committees of *In re: Asbestos School Litigation*, Master File No. 83-0268 (E.D. Pa.). As a member of those committees, he drafted discovery and legal briefs that lead to the successful resolution of the case on behalf of a nationwide class of schools seeking recovery of damages for the costs and expenses they were required to expend to assess the presence of asbestos in school buildings and to remediate under newly enacted rules and regulations of the Environmental Protection Agency, promulgated in the 1970's. In connection with that litigation, he was one of the architects of approaching class certification issues for a nationwide class by the use of a "50" state analysis of

the law, in order to demonstrate the similarity of laws and therefore the manageability of a nationwide class action. The "50" state approach has been followed in other cases.

During the early stages of his career, he litigated numerous environmental class/mass tort cases to successful conclusions. He successfully litigated a lead contamination case for the residents of a community in the Port Richmond area of Philadelphia, where he drafted the legal briefs and presented the oral argument to obtain class certification of a property damage and medical monitoring class against NL Industries and Anzon. That litigation produced a multi-million-dollar recovery for the residents in the class area. *Ursula Stiglich Wagner, et al. v. Anzon, Inc., et al.*, No. 4420, June Term, 1987 (C.C.P. Phila. Cty.)

Similarly, he represented homeowners located near Ashland, Kentucky for environmental pollution damage. This case involved representing approximately 700 individual clients for personal injury and medical monitoring relief that also resulted in a multi-million-dollar recovery for his clients.

Beginning in the 1990's Mr. Berman began his representation of victims of the Three Mile Island accident. The firm represented approximately 2,000 plaintiffs in that matter, and Mr. Berman was responsible for the legal briefing and experts in the case, along with addressing *Daubert* issues. The presiding Court (Middle District of Pennsylvania) determined to conduct extensive *Daubert* hearings in Three Mile Island, resulting in approximately ten full weeks of in court live hearings, and thousands of pages of legal briefing. Ultimately the trial court determined that several of the expert witnesses offered by the plaintiffs did not meet the *Daubert* requirements, and an appeal was taken to the Third Circuit Court of Appeals, where Mr. Berman both briefed and argued the issues. The Third Circuit affirmed parts of the decision and remanded for further proceedings by the trial court. His representation of clients in the Three

Mile Island litigation spanned well over a decade.

In 1989, Mr. Berman began his representation of approximately 1,000 plaintiffs who suffered damages as a result of the Exxon Valdez oil spill. In that role, he managed the claims of each of his firm's clients and worked in the development of their expert evidence and claim materials. As a subset of that litigation, he handled the claims of the Native Opt-Out Settlement Class. This representation also spanned well over a decade.

Mr. Berman began his role in litigating *In re Diet Drugs*, MDL 1203 (E.D. Pa.) in 1997 at the outset of that litigation. The *Diet Drugs* case is still active to this date. Mr. Berman's firm was appointed as co-lead counsel, co-class counsel and liaison counsel. The massive size of the *Diet Drugs* case required the commitment of three of the named partners to the case, Arnold Levin, Michael Fishbein and Mr. Berman, as well as a substantial commitment by partner Fred Longer. While Messrs. Levin and Fishbein were formally named as co-class counsel to the case, Mr. Berman had a *de facto* role as co-class counsel and co-lead counsel for the case. Mr. Berman briefed many legal issues, argued issues in court, participated in discovery, appeared frequently before the Special Discovery Master, helped negotiate the settlement(s) and helped in the management of the oversight of both the AHP Settlement Trust that was created to oversee the Settlement and the Seventh Amendment Fund Administrator that was created to oversee the Seventh Amendment aspect of the Settlement. He also managed the claims of the firm's individual clients.

Although the *Diet Drug* case remains active today, and still occupies some of Mr. Berman's time, over the recent years he became active in various other pharmaceutical cases. In particular, beginning in about 2010, he became active in *In re Yaz/Yasmin/Ocella*, MDL 2100 (S. D. Ill.) where he was appointed as a member of the discovery and legal briefing committees.

Mr. Berman worked with his partner Michael Weinkowitz as Co-Liaison Counsel in the parallel state court litigation pending in the Court of Common Pleas of Philadelphia.

As the *Yaz* case began to wind down, Mr. Berman became active in litigation Tylenol cases where he was appointed and remains currently Plaintiffs' Co-Lead and Liaison Counsel. *In Re*

Tylenol, MDL 2436, (E.D.Pa.). As Plaintiffs' Co-Lead and Liaison counsel, Mr. Berman has appeared in Court for the Plaintiffs at virtually all of the monthly status conferences, drafted numerous briefs, engaged in discovery, drafted numerous case management orders that were entered by the Court, argued motions and otherwise managed the case on behalf of the Plaintiffs.

Mr. Berman is also a *de facto* member of the executive committee of *In Re Granuflo*, MDL MDL2428, (D. Mass.). Mr. Berman's partner Arnold Levin was formally appointed to that case's Executive Committee for the Plaintiffs and Mr. Berman was appointed as a co-chair of the law and briefing committee. H has acted as a *de facto* member of the executive committee for the firm. In his role on the law and briefing committee, he drafted numerous briefs for the case, including *Daubert* briefs, drafted various case management orders that were entered by the Court, and assisted in the negotiation of the global settlement including the drafting of the settlement documents and the allocation plan.

In *In re Fosamax*, MDL 2243 (D.N.J.), Mr. Berman spearheaded the plaintiff's position relating to privilege log issues as well as preemption and in limine issues raised in the bellwether case.

Mr. Berman has lectured about mass tort matters. He lectured about the Tylenol case at several seminars and is a member of the American Association of Justice (AAJ) litigation group for the case. He is also a member of various other AAJ litigation groups involving

pharmaceutical products. Mr. Berman has been a frequent speaker for the Pennsylvania Bar Institute, Mealy's Publications and Harris Martin. His lectures have been accredited for providing CLE credit to the attendees. Mr. Berman has an A.V. Peer Review rating by Martindale-Hubbell, and is an AAJ National College of Advocacy Advocate. He is also a member of The National Trial Lawyers, as well as a member of the American, Pennsylvania and Philadelphia Bar Associations and has been recognized as a Super Lawyer. His published works include "Class Actions in State and Federal Courts," Pennsylvania Bar Institute (Continuing Legal Education), November, 1997; "New Pennsylvania Rule of Civil Procedure 207.1," Pennsylvania Bar Institute (Continuing Legal Education), November, 2001, and membership on the Board of Editors, "Fen-Phen Litigation Strategist," Leader Publications, (1998).

(e) **FREDERICK S. LONGER**, specializes in representing individuals who have been harmed by dangerous drugs, medical devices, other defective products and antitrust violations. Mr. Longer has extensive experience in prosecuting individual, complex and class action litigations in both state and federal courts across the country. Mr. Longer has been involved in the resolution of several of the largest settlements involving personal injuries including the \$6.75 billion settlement involving Diet Drugs and the \$4.85 billion settlement involving Vioxx. Mr. Longer was a member of the negotiating counsel responsible for the settlements in the *Chinese Drywall* litigation involving various suppliers and manufacturers of Chinese Drywall valued in excess of \$1 billion. Mr. Longer has a wealth of experience in mass torts and has frequently been the chairman or member of the Law and Briefing Committee in numerous multi-district litigations in *In re Propulsid Products Liability Litigation*, MDL No. 1355 (E.D. La.); *In re Rezulin Products Liability Litigation*, MDL No. 1348 (S.D.N.Y.); *In re Vioxx Products Liability*

Litigation, MDL No. 1657 (E.D.La.); *In re Orthopedic Bone Screw Products Liability Litigation*, MDL No. 1014 (E.D. Pa.); and *In re Diet Drug Litigation*, MDL No. 1203 (E.D. Pa.). He is currently a member of the Plaintiffs' Steering Committee in *In re Mirena Products Liability Litigation*, MDL No. 2434 (S.D.N.Y.)

Mr. Longer has substantial trial experience and is one of the few counsel in the country to have a client's claim involving Baycol tried to verdict in Philadelphia County Court of Common Pleas.

Mr. Longer, originally from Philadelphia, Pennsylvania, completed his undergraduate work at Carnegie Mellon University. He then attended the University Pittsburgh School of Law and was a Notes and Comments Editor for the University of Pittsburgh Law Review. Mr. Longer practiced for 3 years in Allegheny County with the law firm of Berger, Kapatan, Malakoff & Myers on complex litigation and civil rights matters, including *Kelly v. County of Allegheny*, No. 6D 84-17962 (C.P. Allegheny County, PA). Thereafter, Mr. Longer joined the law firm of Levin, Fishbein, Sedran & Berman and is now a member in the firm.

Mr. Longer is a frequent lecturer and has presented numerous seminars on various legal topics for professional groups. Some of Mr. Longer's speaking engagements include: *Plaintiff Only Consumer Warranty Class Action Litigation Seminar*, American Association for Justice Education and the National Association of Consumer Advocate (June 3-4, 2014); *"No Injury" and "Overbroad" Class Actions After Comcast, Glazer and Butler: Implications for Certification-Navigating Complex Issues of Overbreadth and Damages in Consumer Product Cases*, Strafford Webinar (April 1, 2014); *Service of Process in China*, ABA Annual Conference (April 18-20, 2012); *Chinese Drywall Litigation Conference*, Harris Martin (October 20-21, 2011); *Current Issues in Multi-district Litigation Practice*, Harris Martin (September 26, 2011);

FDA Preemption: Is this the end?, *Mass Torts Made Perfect* (May 2008). He has authored several articles including, *The Federal Judiciary's Super Magnet*, TRIAL (July 2009). He also contributed to Herbert J. Stern & Stephen A. Saltzburg, TRYING CASES TO WIN: ANATOMY OF A TRIAL (Aspen 1999).

Mr. Longer is a member of the American Bar Association, American Association for Justice, Pennsylvania and Philadelphia Association for Justice, the Pennsylvania Bar Association and the Philadelphia Bar Association. He is an active member of the Historical Society for the Eastern District of Pennsylvania. He is admitted to practice before the Supreme Court of Pennsylvania and the Supreme Court of New Jersey, the United States Supreme Court; the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Seventh and Ninth Circuits, and the United States District Courts for the Western and Eastern Districts of Pennsylvania, United States District Court Northern District of New York; United States District Court for the Western District of New York; United States District Court of New Jersey; United States District Court for District of Arizona; and the United States District Court District of Nebraska.

Mr. Longer has received Martindale-Hubbell's highest rating (AV) as a pre-eminent lawyer for his legal ability and ethical standards. He has also been recognized by his peers as a Super Lawyer since 2008.

(f) **DANIEL C. LEVIN**, a member of the firm, was born in Philadelphia, Pennsylvania. He received his undergraduate degree from the University of Pittsburgh (B.A. 1994) and his law degree from Oklahoma City University (J.D. 1997). He is a member of Phi Delta Phi. He serves on the Board of Directors for the Philadelphia Trial Lawyers Association. He is also member of the Pennsylvania Bar Association; Pennsylvania Trial Lawyers Association, and the Association of Trial Attorneys of America. He is admitted to practice before the Supreme Court

of Pennsylvania; the United States District Court for The Eastern District of Pennsylvania, and the United States Court of Appeals for the Second and Third Circuits. Mr. Levin has been part of the litigation team in *In re Orthopedic Bone Screw Products Liability Litigation*, MDL No. 1014 (E.D. Pa.); *In re Diet Drug Litigation*, MDL No. 1203 (E.D. Pa.); *Galanti v. The Goodyear Tire and Rubber Co.*, Civil Action No: 03-209; *Muscara v. Nationwide*, October Term 2000, Civil Action No.: 001557, Philadelphia County; and *Wong v. First Union*, May Term 2003, Civil Action No. 001173, Philadelphia County, *Harry Delandro, et al v. County of Allegheny, et al*, Civil Action No. 2:06-CV-927; *Nakisha Boone, et al v. City of Philadelphia, et al*, Civil Action No. 05-CV-1851; *Mary Gwiazdowski v. County of Chester*, No. 08-4463 (E.D.Pa.); *Helmer, et al v. the Goodyear Tire & Rubber Co.*, D.Co. Civil Action No. 1:12-00685-RBJ; *Cobb v. BSH Home Appliance Corporation, et al*, C.D.Ca. Case No. SACV10-711 DOC (ANx) and *In Re Human Tissue Products Liability Litigation*, MDL No. 1763 (E.D.NJ.).

Mr. Levin was lead counsel in *Joseph Meneghin v. Exxon Mobil Corporation, et al*, Superior Court of New Jersey, Docket No. OCN-L-002696-07; *Johnson, et al v. Walsh, et al*, PCCP April Term, 2008, No. 2012; *Kowa, et al v. The Auto Club Group*, N.D.II. Case No. 1:11-cv-07476. Mr. Levin is currently lead counsel in *Ortiz v. Complete Healthcare Resources, Inc., et al*, Montgomery CCP No. 12-12609; *Gordon v. Maxim Healthcare Services, Inc.*, E.D.Pa. Civil Action No. 2:13-cv-07175 and *Shafir v. Continuum Health Partners, Inc.*

Daniel Levin is recognized by his peers as a Super Lawyer.

(g) CHARLES E. SCHAFFER, a member of the firm, born in Philadelphia, Pennsylvania, is a graduate of Villanova University, (B.S., *Magna Cum Laude*, 1989) and Widener University School of Law (J.D. 1995) and Temple University School of Law (LL.M. in Trial Advocacy, 1998). He is admitted to practice before the Supreme Court of Pennsylvania,

the Supreme Court of New Jersey, the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the Western District of Pennsylvania and the Third Circuit Court of Appeals. He is also a member of the American Bar Association, Association of Trial Attorneys of America, Pennsylvania Association for Justice, Philadelphia Trial Lawyers Association, and the National Trial Lawyers Association.

Mr. Schaffer has participated in, *inter alia*, the following actions: *Davis v. SOH Distribution Company, Inc.*, Case No. 09-CV-237 (M.D. Pa.) (Plaintiffs' Co-Lead Counsel); *In re CertainTeed Corporation Roofing Shingles Products Liability Litigation*, MDL No. 1817 (E.D. Pa.) (Plaintiffs' Discovery and Settlement Committees); *Gwaizdowski v. County of Chester*, Civil Action No. 08-CV-4463 (E.D. Pa. 2012); *Meneghin, v. The Exxon Mobile Corporation, et al.*, Civil Action No. OCN-002697-07 (Superior Court, Ocean County, NJ 2012) (Plaintiffs' Co-lead Counsel); *Gulbankian et. al. v. MW Manufacturers, Inc.*, Case No. 1:10-cv-10392-RWZ (D.C. Mass.) (Plaintiffs' Discovery and Settlement Committees); *Eliason, et al. v. Gentek Building Products, Inc., et al.*, Case No. 1:10-cv-2093 (N.D. Ohio) (Plaintiffs' Executive Committee); *Smith, et al. v. Volkswagon Group of America, Inc.*, Case No. 3:13-cv-00370-SMY-PMF (S.D. Ill.) (Plaintiffs' Discovery and Settlement Committees); *Melillo, et al. v. Building Products of Canada Corp.*, Civil Action No. 1:12-CV-00016-JGM (D. Vt. Dec. 2012); *Vought, et al., v. Bank of America, et al.*, Civil Action No. 10-CV-2052 (C.D. Ill. 2013) (Plaintiffs' Discovery and Settlement Committees); *In re Navistar Diesel Engine Products Liability Litigation*, MDL No. 2223 (N.D. Ill.) (Plaintiffs' Steering Committee); *United Desert Charities, et. el. v. Sloan Valve, et. el.*, Case No. 12-cv-06878 (C.D. Ca.) (Plaintiffs' Executive Committee); *Kowa, et. el. v. The Auto Club Group AKA AAA Chicago*, Case No. 1:11-cv-07476

(N.D. Ill.); *In re Chinese-Manufactured Drywall Product Liability Litigation*, MDL No. 2047 (E.D. La.); *In re Vioxx Products Liability Litigation*, MDL No. 1657 (E.D. La.); *In re Orthopedic Bone Screw Products Liability Litigation*, MDL No. 1014 (E.D. Pa.); *In re Diet Drug Litigation*, MDL No. 1203 (E.D. Pa.); *In re: CertainTeed Fiber Cement Siding Litigation*, MDL No. 2270 (E.D. Pa. 2014) (Plaintiffs' Discovery and Settlement Committees) and *In re JP Mortgage Modification Litigation*, MDL No. 2290 (D.C. Mass.) (Plaintiffs' Co-Lead Counsel).

Currently, Mr. Schaffer is serving as lead counsel in *In re IKO Roofing Products Liability Litigation*, MDL No. 2104 (C.D. Ill.), a member of Plaintiffs Steering Committee in *In re Pella Corporation Architect And Designer Series Windows Marketing Sales Practices and Product Liability Litigation*, MDL No. 2514 (D.C. SC.); a member of the Plaintiffs' Executive Committee in *In re Azek Decking Sales Practices Litigation*, Civil Action No. 12-6627 (KM)(MCA)(D. NJ.), a member of the Plaintiffs' Executive Committee in *In re Citimortgage, Inc. Home Affordable Modification ("HAMP")*, MDL No. 2274 (C.D. Ca.); a member of the Plaintiffs' Executive Committee in *In re Carrier IQ Consumer Privacy Litigation*, MDL 2330 (N.D. Ca.); a member of the Plaintiffs' Executive Committee *In re Dial Complete Marketing and Sales Practices Litigation*; MDL No. 2263 (D. NH.); a member of Plaintiffs' Executive Committee in *In re Emerson Electric Co. Wet/Dry Vac Marketing and Sales Litigation*, MDL No. 2382 (E.D. Miss.); a member of the Plaintiffs' Executive Committee *In re Colgate-Palmolive Soft Soap Antibacterial Hand Soap Marketing and Sales Practice Litigation*, (D. NH.); a member of the Plaintiffs' Executive Committee *In re HardiePlank Fiber Cement Siding Litigation*, MDL No. 2359 (D.C. Minn.) and is actively participating in a number of other class actions and mass tort actions across the United States in leadership positions.

In recognition of his accomplishments, Mr. Schaffer has achieved and maintained an AV

Martindale-Hubbell rating. Mr. Schaffer speaks nationally on a multitude of topics relating to class actions and complex litigation.

(h) **AUSTIN B. COHEN**, a member of the firm, is a graduate of the University of Pennsylvania (B.A., 1990) and a graduate of the University of Pittsburgh School of Law (J.D., cum laude, 1996) where he served on the Journal of Law and Commerce as an assistant and executive editor. He has authored an article titled "Why Subsequent Remedial Modifications Should Be Inadmissible in Pennsylvania Products Liability Actions," which was published in the Pennsylvania Bar Association Quarterly. He is a member of the Pennsylvania and New Jersey bars, and is a member of the Pennsylvania and American Bar Associations.

(i) **MICHAEL M. WEINKOWITZ**, a member of the firm, born Wilmington, Delaware, June 11, 1969; admitted to bar 1995, Pennsylvania and New Jersey, U.S. District Courts, Eastern District of Pennsylvania, District of New Jersey; U.S. Court of Appeals, Third Circuit. Education: West Virginia University (B.A., magna cum laude, 1991); Temple University (J.D., cum laude, 1995); Member, Temple International & Comparative Law Journal, 1994-95; American Jurisprudence Award for Legal Writing.

(j) **MATTHEW C. GAUGHAN**, born in Boston, Massachusetts, is a graduate of the

University of Massachusetts at Amherst, (B.B.A., 2000) and Villanova University School of Law (J.D., *Cum Laude*, 2003). He is admitted to practice in the States of New Jersey, New York and Pennsylvania. He is also admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. Mr. Gaughan has extensive involvement in products liability and commercial litigation cases.

(k) **KEITH J. VERRIER**, is a graduate of Temple University School of Law (J.D., magna cum laude, 2000), where he was a member of the Law Review, and the University of Rhode Island (B.S., 1992). After law school, he was a law clerk for the Honorable Herbert J. Hutton in the United States District Court for the Eastern District of Pennsylvania. Mr. Verrier has experience litigating a wide range of commercial disputes with an emphasis on litigating and counseling clients on antitrust matters. He currently spends the majority of his time litigating antitrust class actions, predominantly those seeking overcharge damages on behalf of direct purchasers of products under both Section 1 and Section 2 of the Sherman Act. He is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey as well as in the United States Court of Appeals for the Third Circuit, the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. He is a member of the American Bar Association.

(l) **LUKE T. PEPPER**, is a graduate of King's College (B.A. 1997) and the Temple University School of Law (J.D. 2000). While in law school, Mr. Pepper served as an intern for United States Magistrate Judge Peter Scuderi. He is admitted to the Pennsylvania Supreme Court, and the U.S. District Court for the Eastern District of Pennsylvania, U.S. Court of Appeals, Third Circuit, and United States Court of Appeals for the Armed Forces. He is a member of the Pennsylvania and American Association of Justice. He served as claimant and attorney liaison for Class Counsel MDL No. 1203 *In re Diet Drugs*, (E.D. Pa.). His responsibilities included assisting claimants with the adjudication of their claims and resolution of settlement issues. In addition, Mr. Pepper is part of the litigation teams *In Re: Pradaxa (Dabigatran Etexilate) Products Liability Litigation*, MDL No. 2385 (S.D. Ill.), MDL No. 2100 *In re: Yasmin and YAZ (Drospirenone) Marketing, Sales Practices and Products Liability*

Litigation, (S.D. Ill.); MDL 1950 *Municipal Derivatives (SD NY)*; MDL 2436 *Tylenol (Acetaminophen) Marketing, Sales Practices and Products Liability Litigation* (E.D. Pa); MDL 2328 *Pool Products Distribution Market Antitrust Litigation* (E.D. LA).

(m) **NICOLA F. SERIANNI**, is a graduate of The Johns Hopkins University (B.A. International Relations, 2000) and Widener University School of Law (J.D., 2006). While in law school, Ms. Serianni served as an intern for Pennsylvania Superior Court Judge Susan Peikes Gantman, and upon graduation continued to work in the Superior Court of Pennsylvania for Judges Richard B. Klein (Ret.) and Anne E. Lazarus. Ms. Serianni is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey as well as in the United States District Court for the Eastern District of Pennsylvania. Ms. Serianni works extensively on products liability and class action litigation cases.

SUCCESSFULLY LITIGATED CLASS CASES

Levin, Fishbein, Sedran & Berman's extensive class action practice includes many areas of law, including: Securities, ERISA, Antitrust, Environmental and Consumer Protection. The firm also maintains a practice in personal injury, products liability, and admiralty cases.

The firm has successfully litigated the following class action cases: *James J. and Linda J. Holmes, et al. v. Penn Security Bank and Trust Co., et al.*, U.S.D.C., Middle District of Pennsylvania Civil Action No. 80-0747; *In re Glassine & Greaseproof Antitrust Litigation*,

MDL No. 475, U.S.D.C., Eastern District of Pennsylvania; *In re First Pennsylvania Securities Litigation*, Master File No. 80-1643, U.S.D.C., Eastern District of Pennsylvania; *In re Caesars World Shareholder Litigation*, Master File No. MDL 496 (J.P. MDL); *In re Standard Screws Antitrust Litigation*, Master File No. MDL 443, U.S.D.C., Eastern District of Pennsylvania; *In re Electric Weld Steel Tubing Antitrust Litigation - II*, Master File No. 83-0163, U.S.D.C., Eastern District of Pennsylvania; *Leroy G. Meshel, et al. v. Nutri-Systems, Inc., et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 83-1440; *In re Corrugated Container Antitrust Litigation*, U.S.D.C., Southern District of Texas, Houston Division, MDL 310; *In re Three Mile Island Litigation*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 79-0432; *Township of Susquehanna, et al. v. GPU, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 81-0437 (a Three Mile Island case); *Donald A. Stibitz, et al. v. General Public Utilities Corporation, et al.*, No. 654 S 1985 (C.P. Dauphin County, Pa.) (a Three Mile Island case); *Raymond F. Wehner, et al. v. Syntex Corporation and Syntex (U.S.A.) Inc.*, No. C-85-20383(SW) (N.D. Cal.) (first Superfund Class Action ever certified); *In re Dun & Bradstreet Credit Services Customer Litigation*, U.S.D.C., Southern District of Ohio, Civil Action Nos. C-1-89-026, 89-051, 89-2245, 89-3994, 89-408; *Malcolm Weiss v. York Hospital, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 80-0134; *In re Ramada Inns Securities Litigation*, U.S.D.C., District of Delaware, Master File No. 81-456; *In re Playboy Securities Litigation*, Court of Chancery, State of Delaware, New Castle County, Civil Action No. 6806 and 6872; *In re Oak Industries Securities Litigation*, U.S.D.C., Southern District of California, Master File No. 83-0537-G(M); *Dixie Brewing Co., Inc., et al. v. John Barth, et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 84-4112; *In re Warner Communications Securities Litigation*, U.S.D.C., Southern District of New York, Civil Action

No. 82-CV-8288; *In re Baldwin United Corporation Litigation*, U.S.D.C., Southern District of New York, MDL No. 581; *Zucker Associates, Inc., et al. v. William C. Tallman, et al. and Public Service Company of New Hampshire*, U.S.D.C., District of New Hampshire, Civil Action No. C86-52-D; *In re Shopping Carts Antitrust Litigation*, MDL No. 451, Southern District of New York; *Charal v. Andes, et al.*, C.A. No. 77-1725; *Hubner v. Andes, et al.*, C.A. No. 78-1610 U.S.D.C., Eastern District of Pennsylvania; *In re Petro-Lewis Securities Litigation*, 84-C-326, U.S.D.C., District of Colorado; *Gentry v. C & D Oil Co.*, 102 F.R.D. 490 (W.D. Ark. 1984); *In re Hops Antitrust Litigation*, C.A. No. 84-4112, U.S.D.C., Eastern District of Pennsylvania; *In re North Atlantic Air Travel Antitrust Litigation*, No. 84-1013, U.S.D.C., District of Columbia; *Continental/Midlantic Securities Litigation*, No. 86-6872, U.S.D.C., Eastern District of Pennsylvania; *In re Fiddler's Woods Bondholders Litigation*, Civil Action No. 83-2340 (E.D. Pa.) (Newcomer, J.); *Fisher Brothers v. Cambridge-Lee Industries, Inc., et al.*, Civil Action No. 82-4941, U.S.D.C., Eastern District of Pennsylvania; *Silver Diversified Ventures Limited Money Purchase Pension Plan v. Barrow, et al.*, C.A. No. B-86-1520-CA (E.D. Tex.) (*Gulf States Utilities Securities Litigation*); *In re First Jersey Securities Litigation*, C.A. No. 85-6059 (E.D. Pa.); *In re Crocker Shareholder Litigation*, Cons. C.A. No. 7405, Court of Chancery, State of Delaware, New Castle County; *Mario Zacharjasz, et al. v. The Lomas and Nettleton Co.*, Civil Action No. 87-4303, U.S.D.C., Eastern District of Pennsylvania; *In re People Express Securities Litigation*, Civil Action No. 86-2497, U.S.D.C., District of New Jersey; *In re Duquesne Light Shareholder Litigation*, Master File No. 86-1046 U.S.D.C., Western District of Pennsylvania (Ziegler, J.); *In re Western Union Securities Litigation*, Master File No. 84-5092 (JFG), U.S.D.C., District of New Jersey; *In re TSO Financial Litigation*, Civil Action No. 87-7903, U.S.D.C., Eastern District of Pennsylvania; *Kallus v. General Host*, Civil Action No. B-87-160,

U.S.D.C., District of Connecticut; *Staub, et al. v. Outdoor World Corp.*, C.P. Lancaster County, No. 2872-1984; *Jaroslawicz, et al. v. Englehard Corp.*, U.S.D.C., District of New Jersey, Civil Action No. 84-3641F; *In re Boardwalk Marketplace Securities Litigation*, U.S.D.C., District of Connecticut, MDL No. 712 (WWE); *In re Goldome Securities Litigation*, U.S.D.C., Southern District of New York, Civil Action No. 88-Civ-4765; *In re Ashland Oil Spill Litigation*, U.S.D.C., Western District of Pennsylvania, Master File No. M-14670; *Rosenfeld, et al. v. Collins & Aikman Corp.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 87-2529; *Gross, et al. v. The Hertz Corporation*, U.S.D.C., Eastern District of Pennsylvania, Master File, No. 88-661; *In re Collision Near Chase, Maryland on January 4, 1987 Litigation*, U.S.D.C., District of Maryland, MDL Docket No. 728; *In re Texas International Securities Litigation*, U.S.D.C., Western District of Oklahoma, MDL No. 604, 84 Civ. 366-R; *In re Chain Link Fence Antitrust Litigation*, U.S.D.C., District of Maryland, Master File No. CLF-1; *In re Winchell's Donut House, L.P. Securities Litigation*, Court of Chancery of the State of Delaware, New Castle County, Consolidated Civil Action No. 9478; *Bruce D. Desfor, et al. v. National Housing Ministries, et al.*, U.S.D.C., Eastern District of Pennsylvania, Civil Action No. 84-1562; *Cumberland Farms, Inc., et al. v. Browning-Ferris Industries, Inc., et al.*, U.S.D.C., Eastern District of Pennsylvania, Master File No. 87-3717; *In re SmithKline Beckman Corp. Securities Litigation*, U.S.D.C., Eastern District of Pennsylvania, Master File No. 88-7474; *In re SmithKline Beecham Shareholders Litigation*, Court of Common Pleas, Phila. County, Master File No. 2303; *In re First Fidelity Bancorporation Securities Litigation*, U.S.D.C., District of New Jersey, Civil Action No. 88-5297 (HLS); *In re Qintex Securities Litigation*, U.S.D.C., Central District of California, Master File No. CV-89-6182; *In re Sunrise Securities Litigation*, U.S.D.C., Eastern District of Pennsylvania, MDL No. 655; *David Stein, et al. v. James C.*

Marshall, et al., U.S.D.C., District of Arizona, No. Civ. 89-66 (PHX-CAM); *Residential Resources Securities Litigation*, Case No. 89-0066 (D. Ariz.); *In re Home Shopping Network Securities Litigation -- Action I (Consolidated Actions)*, Case No. 87-428-CIV-T-13A (M.D. Fla.); *In re Kay Jewelers Securities Litigation*, Civ. Action Nos. 90-1663-A through 90-1667-A (E.D. Va.); *In re Rohm & Haas Litigation*, Master File Civil Action No. 89-2724 (Coordinated) (E.D. Pa.); *In re O'Brien Energy Securities Litigation*, Master File No. 89-8089 (E.D. Pa.); *In re Richard J. Dennis & Co. Litigation*, Master File No. 88-Civ-8928 (MP) (S.D. N.Y.); *In re Mack Trucks Securities Litigation*, Consolidated Master File No. 90-4467 (E.D. Pa.); *In re Digital Sound Corp., Securities Litigation*, Master File No. 90-3533-MRP (BX) (C.D. Cal.); *In re Philips N.V. Securities Litigation*, Master File No. 90-Civ.-3044 (RPP) (S.D.N.Y.); *In re Frank B. Hall & Co., Inc. Securities Litigation*, Master File No. 86-Civ.-2698 (CLB) (S.D.N.Y.); *In re Genentech, Inc. Securities Litigation*, Master File No. C-88-4038-DLJ (N.D. Cal.); *Richard Friedman, et al. v. Northville Industries Corp.*, Supreme Court of New York, Suffolk County, No. 88-2085; *Benjamin Fishbein, et al. v. Resorts International, Inc., et al.*, No. 89 Civ.6043(MGC) (S.D.N.Y.); *In re Avon Products, Inc. Securities Litigation*, No. 89, Civ. 6216 (MEL), (S.D.N.Y.); *In re Chase Manhattan Securities Litigation*, Master File No. 90 Civ. 6092 (LJF) (S.D.N.Y.); *In re FPL Group Consolidated Litigation*; Case No. 90-8461 Civ. Nesbitt (S.D. Fla.); *Daniel Hwang, et al v. Smith Corona Corp., et al*, Consolidated No. B89-450 (TFGD) (D. Ct.); *In re Lomas Financial Corp. Securities Litigation*, C.A. No. CA-3-89-1962-G (N.D. Tex.); *In re Tonka Corp. Securities Litigation*, Consolidated Civil Action No. 4-90-2 (D. Minnesota); *In re Unisys Securities Litigation*, Master File No. 89-1179 (E.D. Pa.); *In re Alcolac Inc. Litigation*, Master File No. CV490-261 (Cir. Ct. Saline Cty. Marshall, Missouri); *In re Clozapine Antitrust Litigation*, Case No. MDL874 (N.D. Ill.); *In re Jiffy Lube Securities*

Litigation, C.A. No. JHY-89-1939 (D. Md.); *In re Beverly Enterprises Securities Litigation*, Master File No. CV-88-01189 RSWL (Tx.) [Central District CA]; *In re Kenbee Limited Partnerships Litigation*, CV-91-2174 (GEB) (District of NJ); *Greentree v. Procter & Gamble Co.*, C.A. No. 6309, April Term 1991 (C.C.P. Phila. Cty.); *Moise Katz, et al v. Donald A. Pels, et al and Lin Broadcasting Corp.*, No. 90 Civ. 7787 (KTD) (S.D.N.Y.); *In re Airlines Antitrust Litigation*, MDL No. 861 (N.D. GA.); *Fulton, Mehring & Hauser Co., Inc., et al. v. The Stanley Works, et al.*, No. 90-0987-C(5) (E.D. Mo.); *In re Mortgage Realty Trust Securities Litigation*, Master File No. 90-1848 (E.D. Pa.); *Benjamin and Colby, et al. v. Bankeast Corp., et al.*, C.A. No. C-90-38-D (D.N.H.); *In re Royce Laboratories, Inc. Securities Litigation*, Master File Case No. 92-0923-Civ-Moore (S.D. Fla.); *In re United Telecommunications, Inc. Securities Litigation*, Case No. 90-2251-0 (D. Kan.); *In re U.S. Bioscience Securities Litigation*, C.A. No. 92-678 (E.D. Pa.); *In re Bolar Pharmaceutical Co., Inc. Securities Litigation*, C.A. No. 89 Civ. 17 (E.D. N.Y.); *In re PNC Securities Litigation*, C.A. No. 90-592 (W.D. Pa.); *Raymond Snyder, et al. v. Oneok, Inc., et al.*, C.A. No. 88-C-1500-E (N.D. Okla.); *In re Public Service Company of New Mexico*, Case No. 91-0536M (S.D. Cal.); *In re First Republicbank Securities Litigation*, C.A. No. CA3-88-0641-H (N.D. Tex, Dallas Division); and *In re First Executive Corp. Securities Litigation*, Master File No. CV-89-7135 DT (C.D. Calif.).

* * *

Several courts have favorably commented on the quality of work performed of Arnold Levin, Levin, Fishbein, Sedran & Berman, and Mr. Levin's former firm, Adler, Barish, Levin & Creskoff.

Judge Rambo of the United States District Court for the Middle District of Pennsylvania has favorably acknowledged the quality of work of the law firm in her opinion in

In re Three Mile Island Litigation, 557 F. Supp. 96 (M.D. Pa. 1982). In that case, the firm was a member of the Executive Committee charged with overall responsibility for the management of the litigation. Notably, the relief obtained included the establishment of a medical monitoring fund for the class. *See also, Township of Susquehanna, et al. v. GPU, et al.*, U.S.D.C., Middle District of Pennsylvania, Civil Action No. 81-0437.

In certifying the class in *Weiss v. York Hospital*, Judge Muir found that "plaintiff's counsel are experienced in the conduct of complex litigation, class actions, and the prosecution of antitrust matters." *Weiss v. York Hospital*, No. 80-0134, Opinion and Order of May 28, 1981 at 4 (M.D. Pa. Mar. 1981). *See also, Weiss v. York Hospital*, 628 F. Supp. 1392 (M.D. Pa. 1986). Judge Muir, in certifying a class for settlement purposes, found plaintiff's attorneys to be adequate representatives in *In re Anthracite Coal Antitrust Litigation*, Nos. 76-1500, 77-699, 77-1049 and found in the decision that "the quality of the work performed by Mr. Levin and by the attorneys from Adler-Barish [a predecessor to Levin, Fishbein, Sedran & Berman] who assisted him -- as exhibited both in the courtroom and in the papers filed -- has been at a high level." *In re Anthracite Coal Antitrust Litigation*, (M.D. Pa., Jan. 1979). Judge Muir also approved of class counsel in the certification decision of *Holmes, et al. v. Penn Security and Trust Co., et al.*, No. 80-0747. Chief Judge Nealon found plaintiffs' counsel to satisfy the requirement of adequate representation in certifying a class in *Beck v. The Athens Building & Loan Assn.*, No. 73-605 at 2 (D. Pa. Mar. 22, 1979). Judge Nealon's opinion relied exclusively on the Court's Opinion in *Sommers v. Abraham Lincoln Savings & Loan Assn.*, 66 F.R.D. 581, 589 (E.D. Pa. 1975) which found that "there is no question that plaintiffs' counsel is experienced in the conduct of a class action...."

Judge Bechtle in the *Consumer Bags Antitrust Litigation*, Civil Action No.

77-1516 (E.D. Pa.), wherein Arnold Levin was lead counsel for the consumer class, stated with respect to petitioner:

Each of the firms and the individual lawyers in this case have extensive experience in large, complex antitrust and securities litigation.

Furthermore, the Court notes that the quality of the legal services rendered was of the highest caliber.

In *Gentry v. C&D Oil Company*, 102 F.R.D. 490 (W.D. Ark. 1984), the Court described counsel as "experienced and clearly able to conduct the litigation."

In *Jaroslawicz v. Engelhard Corp.*, No. 84-3641 (D.N.J.), in which this firm played a major role, the Court praised plaintiffs' counsel for their excellent work and the result achieved.

In *In Re: Orthopedic Bone Screw Products Liability Litigation*, 2000 WL 1622741, *7 (E.D.Pa. 2000), the Court lauded Levin, Fishbein, Sedran & Berman counsel as follows: "The court also finds that the standing and expertise of counsel for [plaintiffs] is noteworthy. First, class counsel is of high caliber and most PLC members have extensive national experience in similar class action litigation."

In *In re Diet Drugs (Phentermine, Fenfluramine, Dexfenfluramine) Products Liability Litigation*, MDL Docket No. 1203, the Court commented on Levin, Fishbein, Sedran & Berman's efforts regarding the creation of the largest nationwide personal injury settlement to date as a "remarkable contribution". PTO No. 2622 (E.D.Pa. October 3, 2002).

The firm has played a major role in most pharmaceutical litigation in the last 20 years. The firm is listed by Martindale-Hubbell in the Bar Register of Preeminent Lawyers.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF MICHAEL D. FISHBEIN IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Michael D. Fishbein, am a member in good standing of the State Bar of Pennsylvania and currently practicing law as a sole proprietor. I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by me in this litigation and attest that the records are accurate.

2. I further attest that the billing rates used to calculate the lodestar reflect my customary billing rate at the time the services were rendered.

3. I performed the following types of work in litigating this case: I personally had a key, leading role in developing and deploying the legal strategy and arguments that were at the core of the Plaintiffs' prosecution of the litigation. I personally researched and developed the Plaintiffs' argument that the Defendants' collusive adoption and implementation of the Herd

Retirement Program (“HRP”), the practice at issue in the litigation, was a per se violation of Section One of the Sherman Act, 15 U.S.C. §1. I researched and developed the legal theories utilized by Plaintiffs to defeat the two principle defenses to liability offered by Defendants in this case: (1) the argument that the Capper-Volstead Act, 7 U.S.C. §§ 291-292.5, provides immunity from the federal antitrust laws for collusive action by agricultural cooperatives such as the Defendants herein and (2) the argument that federal regulation of the wholesale price of raw milk under the Agricultural Marketing Agreement Act of 1937, 7 U.S.C. §601 *et seq* forecloses damage recovery for increases in the wholesale price of products manufactured from raw milk such as cheese and butter pursuant to the so-called Filed Rate Doctrine. I conceived of and executed the strategy that saw successful certification of the Plaintiff-class based on the Defendants’ pre-litigation admissions regarding the purpose and impact of the HRP rather than using testimony from the agricultural economist retained by Plaintiffs, Dr. Knutson, who Plaintiffs were ultimately required to jettison through no fault on their part. And, as part of my effort to spearhead the legal strategy in the case, I personally took the lead role in drafting Plaintiffs’ papers in support of their original and renewed motions for summary judgment, Plaintiffs’ papers in opposition to the Defendants’ motion to dismiss the case because of the application of the Filed Rate Doctrine and the subsequent Filed Rate arguments that Defendants asserted in opposition to class certification and in support of summary judgment in their favor. And I personally drafted Plaintiffs’ moving papers supporting Class Certification. After the case was certified to proceed as a class action, I had a critical role in developing and implementing Plaintiffs’ strategy to achieve success in the case given my unquestioned familiarity with the governing legal principles and the numerous factual admissions that were published by Defendants before the onset of this litigation. I had a major role in developing the discovery plan

that Plaintiffs advanced and in arguing disputes regarding that plan before the magistrate judge assigned to oversee pretrial proceedings in the case. And, I worked closely with the economist ultimately retained by Plaintiffs, Russell Lamb, Ph.D., to develop a class-wide damage theory that avoided the thorny and complex obstacles to damage recovery created by the Filed Rate Doctrine. When mediation began in an effort to resolve the litigation I prepared the mediation memoranda and attended mediation sessions where I orally presented the nuts and bolts of the Plaintiffs' case to two different mediators. After Lead Counsel worked out the financial terms of a potential class resolution, they called on me to assure that the resulting settlement agreement was in accordance with applicable law governing the settlement of class litigation and I personally negotiated and drafted most of the key non-economic terms of the Settlement Agreement.

4. I originally appeared in this case as a partner in the law firm of Levin, Fishbein, Sedran & Berman ("Levin-Fishbein"). However, as of December 31, 2016 severe spinal disease as well as multiple complications from glaucoma, and the many treatments, surgeries and procedures to deal with these health issues seriously hampered my ability to continue to practicing law. So, at that time I was forced to retire from the practice of law for medical reasons and to withdraw as a partner in Levin-Fishbein. Accordingly, I withdrew my appearance in this case as a Levin-Fishbein partner. At the time, I thought that I would not practice law again in any capacity. Ultimately, though, I had a ten-hour surgery to decompress my spinal nerves, fuse three lumbar vertebrae, and reconstruct my lumbar spine. After a prolonged period of recovery and rehabilitation, my functioning and pain level improved to a degree that allowed me to work on a limited basis. Because of my legal acumen, the depth of my knowledge of the complex legal principles applicable to this litigation and my expansive and detailed knowledge of the way in

which those principles applied to the facts, in August, 2017 Lead Counsel asked me to enter my appearance in this litigation as an individual, sole practitioner and assist in its prosecution in that capacity to the extent that I was physically able. I did so and, in the period from August 14, 2017 through the presentation of the class settlement for approval by the Court, I devoted a total of 944.75 hours of professional time to this case as a sole practitioner and expended \$106,068.84 in out-of-pocket expenses for the benefit of the class. The lodestar value of the time that I devoted to the case totals \$708,562.50 using historical hourly rates.

5. A true and correct copy of my resume is attached as Attachment A to this Declaration.

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

Executed on February 20, 2020, in Philadelphia, Pennsylvania.

/s/ Michael D. Fishbein.
Michael D. Fishbein

EXHIBIT “A”
RESUME OF MICHAEL D. FISHBEIN, ESQ.

Michael Fishbein graduated from Brown University *cum laude* in 1974. Subsequently, he attended Villanova University School of Law where he served as a member of the Law Review and the Order of the Coif, graduating *summa cum laude* in 1977.

Upon graduation from Villanova, he joined the Philadelphia law firm, Adler, Barish, Daniels, Levin & Creskoff (“Adler-Barish”) as an associate. Five years later – in 1982 – the Adler Barish firm dissolved and Mr. Fishbein formed a partnership with one of the former Adler-Barish partners, Arnold Levin. The partnership, originally named Levin & Fishbein, eventually became known as Levin, Fishbein, Sedran and Berman (collectively these two iterations of the firm are referred to herein as “Levin-Fishbein”). Mr. Fishbein was a partner at Levin-Fishbein from 1982 until his initial withdrawal from the practice of law for medical reasons on December 31, 2016.

Mr. Fishbein is a member of the bar of the Supreme Court of the United States, the Supreme Court of Pennsylvania, the United States Courts of Appeal for the Third, Fourth, Sixth, and Seventh Circuits, the United States District Courts for the Eastern and Middle District of Pennsylvania and the United States Tax Court and he has practiced before all of those courts.

Throughout his career, Mr. Fishbein was actively engaged in the practice of trial law, specializing in class action and multi-district litigation involving complex matters such as antitrust law, mass torts, RICO claims, ERISA claims and the like. His experience includes trying complex cases before juries in federal court, including a three-week trial to a plaintiffs’ verdict in an antitrust class action in the Middle District of Pennsylvania. He has also briefed and

argued over one hundred complex appeals in various federal courts of appeal, earning victory in well over ninety percent of those appeals. During the period from 1997 through 2010 he served as lead class counsel in MDL 1203, the massive litigation involving injuries caused by the Diet Drug “Fen-Phen.” Under his leadership, this medical monitoring/personal injury case was successfully resolved on an innovative, class-wide basis pursuant to a one-thousand-page settlement agreement that was negotiated and drafted by Mr. Fishbein personally. Not only was the resolution of such a case on a class basis virtually unprecedented but with a settlement fund valued at nearly \$6.5 billion, the amount of the settlement set a record at the time. That case presented many complex issues of federal practice and procedure including novel issues of class action law. The case was so complex that the trial judge – initially the Honorable Louis C. Bechtle and then the Honorable Harvey Bartle, III – entered over ten thousand orders in the case. Mr. Fishbein personally briefed and argued over 450 motions in the case and at least 80 appeals to the Third Circuit, losing only a handful of relatively unimportant motions and prevailing in every appeal except one. He also personally testified, subject to cross examination by scores of attorneys, for eight full days on the fairness of the settlement and one of its major amendments as well as the award of counsel fees. A good summary description of the case is contained in the District Court’s fee award opinion in the case, *In re Diet Drugs*, 553 F.Supp.2d 442 (E.D.Pa. 2008), *aff’d* 582 F.3d 524 (3d Cir. 2009).

Mr. Fishbein is recognized in the world of complex, federal class cases for his honesty, his integrity, his legal creativity, his skill in tackling complex issues, the clarity of his legal reasoning and the discipline of his writing and arguments. This recognition was reflected in invitations to speak on various topics of complex federal litigation at an annual conference of MDL judges in 2016 and at prestigious law schools such as New York University Law School

and Northwestern Law School. It is also reflected in his past membership on the Board of Advisors to the Center on Civil Justice at NYU Law School as well as the Humanitarian Award that he received from the Pulmonary Vascular Research Institute for the work that he did in the Diet Drug litigation to help those who suffered from the nearly always fatal disease, Primary Pulmonary Hypertension. It was also, for example, recognized by Judge Harvey Bartle in the letter that he sent to Mr. Fishbein when he initially left the practice of law for medical reasons. In that letter, Judge Bartle stated:

Over the years, I was most impressed with your service as class counsel in the massive and very complex Fen-Phen litigation. You always had a firm grasp of the law and represented your clients in the highest and best tradition of the Philadelphia lawyer. Your word was your bond, and your word was always trustworthy. Many thanks!

See attached letter dated January 27, 2017.

As of December 31, 2016, Mr. Fishbein was forced to retire from the practice of law for medical reasons and ceased to be a partner in Levin-Fishbein. Severe spinal disease as well as multiple complications from glaucoma, and the many treatments, surgeries and procedures to deal with these health issues seriously hampered his ability to continue to practicing law. At that time, he withdrew his appearance as a Levin-Fishbein partner in the *Dairy Herd Antitrust Litigation* pending in the Southern District of Illinois. Ultimately, he had a ten-hour surgery to decompress his spinal nerves, fuse three lumbar vertebrae, and to reconstruct his lumbar spine. After a prolonged period of recovery and rehabilitation, his functioning and pain level improved to a degree that allowed him to work on a limited basis. Because of his legal acumen and the depth of his knowledge of the facts and law in the *Dairy Herd Antitrust Litigation* Lead Counsel therein asked him and he agreed to enter his appearance in the litigation as an individual, sole practitioner and assist in its prosecution in that capacity to the extent that he was physically able to do so.

United States District Court

Eastern District of Pennsylvania

CHAMBERS OF
HARVEY BARTLE III
JUDGE

16614 UNITED STATES COURTHOUSE
SIXTH AND MARKET STREETS
PHILADELPHIA, PENNSYLVANIA 19106-1752

(215) 597-2693

January 27, 2017

Michael D. Fishbein, Esquire
1706 Rittenhouse Square, No. 1201
Philadelphia, PA 19103


Dear Mr. Fishbein:

I am in receipt of your recent letter. Needless to say, I am sorry to hear about your medical condition and your retirement from the practice of law.

Over the years, I was most impressed with your service as class counsel in the massive and very complex Fen-Phen litigation. You always had a firm grasp of the law and represented your clients in the highest and best tradition of the Philadelphia lawyer. Your word was your bond, and your word was always trustworthy. Many thanks!

Best wishes in all your future endeavors.

Sincerely yours,


Harvey Bartle III

HB:cps

cc: Heather C. Giordanella, Esq.
Martin Rudolph
Theodore V.H. Mayer, Esq.
Orran Brown, Esq.
Arnold Levin, Esq.
Laurence S. Berman, Esq.

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF JOSEPH M. VANEK IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Joseph M. Vanek am a member in good standing of the State Bar of Illinois and a partner in the law firm, Sperling & Slater, P.C, and was formerly the President and a partner of Vanek, Vickers & Masini, P.C. ("VVM") until it merged with Sperling & Slater, P.C. on January 1, 2019. I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by Sperling & Slater, P.C. and VVM in this litigation and attest that the records are accurate

2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

3. The total lodestar of Sperling & Slater, P.C. was \$143,720.75 using historic rates as a result of 199 total hours, and the total lodestar for VVM was \$644,060.50 using historic rates as a result of 1,333.90 total hours, for a total lodestar for both firms of \$787,781.25 and

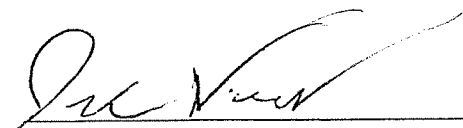
total hours of 1,532.9. The total expenses for Sperling & Slater was \$179,413.53 and total expenses for VVM was \$79,807.29, for total expenses for both firms of \$259,220.82.

4. Sperling & Slater, P.C. and VVM performed the following types of work in litigating this case: Assistance with offensive discovery including, drafting written discovery to Defendants, preparing and conducting a deposition, reviewing and analyzing documents, preparing subpoenas, negotiating subpoenas and arguing a discovery motion; Assistance with defensive discovery involving class representative Piggly Wiggly, including reviewing and producing documents and preparing and defending a 30(b)(06) deposition; and Assistance with pleadings, including assistance with drafting and research on summary judgment and class certification.

5. A true and correct copy of Sperling & Slater, P.C.'s resume, along with the resume of one its founders Paul E. Slater who was active in this case, is attached as Attachment A to this declaration and a true and correct copy of Joseph M. Vanek's and John J. Bjork's resume, the principle attorneys active at VVM and Sperling & Slater, P.C., is attached as Attachment B to this declaration.

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

Executed on February 25, 2020, in Chicago, Illinois



Joseph M. Vanek

Exhibit A

SPERLING & SLATER

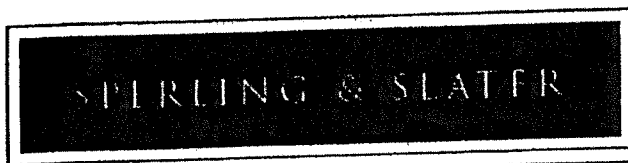
ABOUT THE FIRM

Sperling and Slater is a litigation firm established in 1976 to represent clients in their most important business disputes. Our lawyers regularly appear before courts and arbitration panels throughout the country and represent both plaintiffs and defendants in virtually every type of business litigation. Our partners have served as mediators, arbitrators and expert witnesses, and our firm has been appointed as special counsel to investigate and pursue claims on behalf of bankruptcy estates and litigation trustees. We have represented clients in cases involving securities laws, corporate acquisitions, director and officer obligations, antitrust claims, intellectual property, trade libel, mass torts, accounting malpractice, environmental cleanups, white collar criminal matters and numerous other types of business disputes. Our clients range from the largest Fortune 500 companies to individuals.

SPERLING & SLATER
55 WEST MONROE STREET
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CHICAGO, IL 60603



TEL 312-641-3200



WHO WE ARE

PAUL E. SLATER, FOUNDING PARTNER



pes@sperling-law.com

312-641-3200

312-641-6492

Mr. Slater began his legal career as an academic, teaching at University of California School of Law at Berkeley (Boalt Hall). In 1972, he moved to Northwestern University School of Law, where he was a professor of antitrust law. Mr. Slater's academic writings have been cited by the U.S. Supreme Court on several occasions. *Hospital Bldg. Co. v. Trustees of Rex Hospital*, 425 U.S. 738, 743 (1976); *Cantor v. Detroit Edison Co.*, 428 U.S. 579, 632 (1976), *City of Lafayette v. Louisiana Power & Light Co.*, 435 U.S. 389 (1978).

In 1976, Mr. Slater resigned from his faculty position at Northwestern to form the law firm of Sperling & Slater. Mr. Slater retained his affiliation with Northwestern, however, and taught the advanced antitrust courses as an adjunct professor. In the early 1990s, Mr. Slater was one of a small number of antitrust counsel who pioneered the practice of representing Fortune 500 and other publicly traded companies as individual plaintiffs in industry-wide multidistrict litigation. This practice allows Mr. Slater's clients the ability to pursue their own claims and design their own relief – both monetary and injunctive – outside of class action proceedings which often do not meet the client's needs. In this capacity Mr. Slater has represented national drug store and grocery store chains, domestic and international airlines, national restaurant chains, the leading air freight service provider, national car rental companies, and major shopping, internet and media marketing companies.

Paul E. Slater - People - Sperling & Slater, P.C.

RECENT ACCOMPLISHMENTS

Paul Slater named Antitrust Lawyer of the Year for Illinois by Corporate INTL and by Global Law Experts.

AV Preeminent Martindale-Hubbell Lawyer Rating

SPERLING & SLATER
55 WEST MONROE STREET
SUITE 3200
CHICAGO, IL 60603



TEL 312-641-3200

EDUCATION

Northwestern University School of Law (J.D. 1970)

magna cum laude

Order of the Coif

Editorial Board, *Northwestern University Law Review*

Class Valedictorian

Columbia University (B.A. with Honors in Economics 1967)

MEMBERSHIPS AND PROFESSIONAL AFFILIATIONS

Chicago Bar Association (Antitrust & Patent Committees)

Illinois State Bar Association (Antitrust Council)

American Antitrust Institute (Advisory Board)

Loyola Antitrust Institute (Advisory Board)

University of California School of Law (Boalt Hall) (Faculty), 1970-1971

University of Connecticut Law School (Assistant Professor), 1971-1972

Northwestern University School of Law (Professor and Adjunct Professor), 1972-2007

ADMISSIONS

Illinois (1970)

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Exhibit B

Joseph M. Vanek

Mr. Vanek has practiced in the field of commercial litigation for over 25 years, with a particular focus in the field of commercial litigation including, among, business disputes, intellectual property and antitrust.

In the antitrust arena, Mr. Vanek focuses on opt-out litigation by representing large corporate clients who have over paid for products or services as a result of an antitrust violation. Recent representative cases include the *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* pending against Visa and MasterCard, the *In re: Packaged Seafood Seafood Products Antitrust Litigation*, and the *In re: Zetia (Ezetimibe) Antitrust Litigation*. Mr. Vanek has also served as lead counsel in class action claims including the *In re: Jet Fuel Tax Surcharge Litigation* where he was able to recover one hundred percent of the improperly levied taxes on behalf of the class.

Mr. Vanek also has considerable experience in the area of trademark law. In this regard, he has represented numerous clients in the domestic and worldwide clearance, selection and registration of trademarks. Mr. Vanek's trademark clients range from internationally renowned branding companies, entrepreneurial startups, and Fortune 100 companies, including the work related to the renaming of Philip Morris to Altria.

Beyond the strict confines of the practice of law, Mr. Vanek has been involved in founding and fostering several companies. In 2004, he co-founded Automark Technical Systems, LLC which designed and sold voting machine solutions for the disabled. In less than four years, Automark achieved in excess of \$100 million in sales and Mr. Vanek was awarded two patents related to the Automark Auto Assist Terminal. After Automark achieved a market share in excess of 40%, the company was sold to a leading election company. In recent years, Mr. Vanek also co-founded Simple Truths, LLC a direct to consumer motivational and inspirational publisher, which was recently purchased by a traditional publishing house.

EDUCATION

J.D., Boston College Law School, cum laude, 1987

B.A., Creighton University, magna cum laude, 1984

BAR MEMBERSHIP AND COURT ADMISSIONS

- State of Illinois
- Commonwealth of Massachusetts
- Supreme Court of the United States
- U.S. Court of Appeals for the District of Columbia, First, Second, Third, Fifth, Seventh, Ninth and Federal Circuits
- U.S. District Courts: Northern and Central Districts of Illinois, Eastern District of Texas, Eastern District of Wisconsin, District of Columbia, and Western District of Michigan

HONORS

- 2014 William J. Kenealy, SJ, Alumnus of the Year Award

John Bjork

John Bjork is a partner at Sperllng & Slater, P.C. His practice is primarily civil litigation, with a focus on commercial matters including antitrust, intellectual property, construction and other commercial disputes. In addition to litigation services, Mr. Bjork provides proactive counsel to clients on issues such as risk management, contracts and business formation.

In his antitrust practice, Mr. Bjork has represented clients in a variety of complex actions involving federal and state claims of price fixing, market allocation, monopolization and attempted monopolization in various industries such as pharmaceuticals, payment card services and retail products. In the intellectual property arena, Mr. Bjork has represented clients in litigation regarding infringement, validity and enforceability of patents covering a variety of different inventions and technology.

Outside the litigation context, Mr. Bjork offers counsel to clients in connection with various business transactions and issues such as choice of business form and structure, director and shareholder liability, employment negotiations and disputes, asset sales and commercial leases.

J.D., Boston College Law School, cum laude, 2009

B.A., Michigan State University, high honors, 2005

- Illinois
- Massachusetts
- Federal Circuit Court of Appeals
- Northern District of Illinois
- Central District of Illinois
- Eastern District of Wisconsin
- District of Columbia
- Eastern District of Texas

HONORS

- Selected to 2016 Illinois Super Lawyers Rising Star List – Antitrust Litigation

Civic Activities

- In his free time, Mr. Bjork is active at his church, St. Clement Parish in Chicago, where he chairs the Welcome and Hospitality Committee and volunteers at the Lincoln Park Community Shelter and other locations.
- Mr. Bjork is also a council member in his local neighborhood association.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS**

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF LINDA P. NUSSBAUM IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Linda P. Nussbaum, am a member in good standing of the State Bar of New York and Managing Director of the law firm, Nussbaum Law Group, P.C. I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and reimbursement of Costs.

1. I have reviewed the time and expense records submitted by NastLaw LLC with respect to my firm, in this litigation and attest that the records are accurate.

2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.

3. My firm performed the following types of work in litigating this case: we worked in all aspects of the case including briefing, discovery, depositions and work with experts. We did research and writing on all major motions, worked with two of the experts retained by class

plaintiffs, worked on expert reports and discovery and helped to develop the factual record. In addition we conducted depositions and worked on damages issues.

4. My firm has cumulatively spent approximately 2,551.30 hours of attorney and paralegal time resulting in \$1,953,637.50 in lodestar based on historical rates and has incurred \$338,980.66 in necessary expenses.

5. A true and correct copy of Nussbaum Law Group, P.C.'s resume is attached as Attachment A to the Declaration.

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

Executed on February 24, 2020, in New York.



Linda P. Nussbaum

Attachment A

NUSSBAUM LAW GROUP, P.C.

1211 Avenue of the Americas, 40th Floor
New York, New York 10036
Telephone: (917) 438-9189
www.nussbaumlawgroup.com

FIRM BIOGRAPHY

Nussbaum Law Group, PC (“NLG”) is a boutique litigation firm specializing in the prosecution of complex class litigation with the singular focus of providing the highest level of service and best results. Linda Nussbaum, the firm’s founder, has been at the forefront of landmark fair competition cases for over 35 years. The firm’s experienced litigators have played leading roles in recovering billions of dollars for their clients from the world’s largest corporations. We have repeatedly successfully represented individuals, public companies and classes in significant and high stakes multifaceted litigation in courts throughout the country. Our main practice areas include antitrust, pharmaceutical, consumer, data breach, and commodities class actions, as well as complex business disputes.

MANAGING DIRECTOR: LINDA P. NUSSBAUM

Linda Nussbaum is the founder and managing director of the Nussbaum Law Group, P.C. She is nationally recognized for her representation of class and individual plaintiffs in antitrust, RICO, CEA, and pharmaceutical litigation. She has served as sole or co-lead counsel in many significant class actions which have resulted in substantial recoveries, many in the realm of hundreds of millions of dollars.

Ms. Nussbaum was selected “Litigator of the Week” by the AMLAW LITIGATION DAILY for her lead counsel role in *Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals v. Pfizer, Inc.* (D. Mass) where, after a six-week trial, a jury returned a RICO verdict for her clients. She was also co-lead and trial counsel for a class of antitrust plaintiffs in *Meijer, Inc. v. Abbott Laboratories* (N.D. Cal.). She was named as a finalist for Public Justice Foundation’s 2011 Trial Lawyer of the Year award. She was selected by Global Competition Review as being among the world’s leading competition lawyers in 2016, 2017 and 2018

Ms. Nussbaum has lectured extensively about various aspects of antitrust and class action law at the American Antitrust Institute Private Enforcement Conference, and the American Bar Association, Section of Antitrust Law Spring Meetings. She has been a member of the American Law Institute (ALI) for over 15 years, and is a long-time advisory board member of the American Antitrust Institute. She is also on the Board of Savvy Ladies, a not-for-profit women’s legal and financial resource organization.

NLG

FIRM BIOGRAPHY

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Ms. Nussbaum's successful prosecution of complex litigation has been recognized and commended by judges in matters in which she has served as lead and trial counsel.

Following the trial in *In re Neurontin Marketing and Sales Practices Litigation*, No. 04cv10981 (D. Mass.), in which Ms. Nussbaum served as a lead trial counsel, Judge Patti Saris commented that:

“[this was] a fabulous trial[.] [I]t’s the kind of thing that you become a judge to sit on.”

From Judge Faith S. Hochberg of the District of New Jersey in the Remeron Antitrust Case in which Ms. Nussbaum served as lead counsel:

“[W]e sitting here don’t get to see such fine lawyering, and it’s really wonderful for me both to have tough issues and smart lawyers. On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do.”

Chief Judge Hogan of the District of Columbia commented in *In re Lorazepam & Clorazepate Antitrust Litigation*, No. 99-cv-00276 (D.D.C.), in which Ms. Nussbaum was lead counsel:

“Obviously, the skill of the attorneys, and I’m not going to spend the time reviewing it, I’m familiar with counsel, and they, as I said, are among the best antitrust litigators in the country.”

Ms. Nussbaum is presently serving in the following leadership positions:

- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.) (Lead)
- *In re Sensipar (Cinacalcet Hydrochloride Tablets) Antitrust Litigation* (D. Del) (Lead)
- *In re Actos Direct Purchaser Antitrust Litigation* (S.D.N.Y.) (Lead)
- *In re Generic Drugs* (E.D. Pa.) (Plaintiff Steering Committee)
- *In re Liquid Aluminum Sulfate Litigation* (D.N.J.) (Executive Committee)

Linda received her B.A. (magna cum laude) from Brooklyn College, her J.D. (with honors) from the National Law Center, George Washington University Law School, and her LLM in Taxation from New York University Law School.

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DIRECTOR: BART D. COHEN

Bart Cohen has over 25 years' experience in class actions and other complex litigation. Mr. Cohen was previously a partner at a prominent plaintiffs' class action firm, and part of a group of senior attorneys responsible for leading the prosecution of *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.), which resulted in the district court's approval of a settlement providing for \$5.7 billion in cash payments and injunctive relief worth billions more. Mr. Cohen is currently serving in a similar role representing a separate class in the same case. He is also among the senior attorneys representing a proposed class of direct purchasers in *In re: Sensipar (Cinacalcet Hydrochloride Tablets) Antitrust Litigation* (D. Del.). He has also maintained substantial responsibility for representing the firm's clients in both class and individual matters involving price-fixing and fraud in the financial services industry.

Mr. Cohen's writing as to antitrust issues has been widely published. His writing as to other issues has appeared in the *Legal Intelligencer* and publications of the Philadelphia Bar Association.

Mr. Cohen graduated from the University of Pennsylvania with bachelor's degrees from the Wharton School of Finance and Commerce and the School of Engineering and Applied Science. Mr. Cohen is also a graduate of Georgetown University Law Center.

OF COUNSEL: SUSAN R. SCHWAIGER

Susan Schwaiger practices in the area of antitrust and commodities litigation, with experience in cases involving a wide variety of industries including banking and financial services, pharmaceuticals and chemicals. Ms. Schwaiger has practiced with Ms. Nussbaum for 20 years, and played a significant role in many of the antitrust class cases in which Ms. Nussbaum served as lead counsel including:

- *In re Lorazepam & Clorazepate Antitrust Litigation* (D.D.C.)
- *In re Microcrystalline Cellulose Antitrust Litigation* (E.D.P.A.)
- *In re Plastics Additives Antitrust Litigation* (E.D.P.A.)
- *In re Foundry Resins Antitrust Litigation* (S.D. Ohio)
- *In re Rubber Chemicals Antitrust Litigation* (N.D. Cal.)

In addition, Ms. Schwaiger has, with Ms. Nussbaum, represented large companies in *In re Payment Card Interchange Fee and Merchant Antitrust Litigation* (E.D.N.Y.), and *In re Packaged Seafood Products Antitrust Litigation* (S.D.C.A.).

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Ms. Schwaiger graduated from the University of Tennessee (Knoxville) with a Bachelor of Science degree from the College of Arts & Sciences. Ms. Schwaiger received her Juris Doctor from Brooklyn Law School.

OF COUNSEL: CHRISTOPHER SANCHEZ

Christopher is Of Counsel to Nussbaum Law Group. He has almost 20 years' experience representing consumers, businesses, investors and civil rights plaintiffs in class and impact litigation. Prior to joining Nussbaum Law Group, Christopher spent over 15 years as an associate and partner at a prominent boutique Chicago class action firm. He has also successfully represented New Mexico's public school districts and children in a landmark education civil rights case. Christopher practices in the areas of antitrust and consumer protection litigation.

Additionally, Christopher has represented whistleblowers under the False Claims Act, and he successfully represented a woman from Guinea in her request for political asylum, prevailing in an immigration court trial.

Christopher obtained his law degree from DePaul University College of Law in 2000 and received a B.A. in political science from the University of New Mexico in 1996.

SENIOR ASSOCIATE: PETER MORAN

Peter is a senior associate at Nussbaum Law Group. Prior to joining the firm, Peter was an associate with an international law firm in New York City in its Global Competition and Commercial Litigation groups where he represented commercial clients on a variety of antitrust and complex commercial litigation issues, including violations of the federal and state antitrust and consumer protection laws, antitrust compliance, internal investigations, individual civil and criminal liability and responding to federal and foreign regulators.

Peter has also represented pro bono clients before the New York Court of Appeals and Appellate Division, First Department and was a recipient of the 2011 Legal Aid Society Pro Bono Publico Award for outstanding service.

Peter focuses his practice on antitrust cases in the financial marketplace and pharmaceutical industry.

Peter received a BA in English from the State University of New York at Albany. He graduated cum laude from Brooklyn Law School in 2009, where he was a member of the Brooklyn Law School Journal of International Law and Moot Court Honor Society and recipient of several academic awards.

ASSOCIATE: MARC E. FOTO

Marc is an associate at Nussbaum Law Group. Marc began his career as an Assistant Attorney General in the Antitrust Bureau of the New York Attorney General. There, Marc's practice focused on representing New York in cartel and exclusionary conduct investigations.

Immediately prior to joining the firm, Marc was an associate with an international law firm in New York City in its Antitrust Litigation practice group. Marc represented clients in a variety of matters, including cartel investigations, violations of state and federal antitrust law, and responding to regulators in agency investigations.

Marc received an AB in Political Science and History from Colgate University. He graduated from Washington and Lee School of Law in 2016, where he was a member of the German Law Journal and the Moot Court team. He was a semifinalist in the Global Antitrust Institute's Appellate Advocacy Competition.

ASSOCIATE: BRETT LEOPOLD

Brett is an associate at Nussbaum Law Group. Before joining the firm, Brett worked with other prominent plaintiffs' class action firms in New York on anti-trust and data breach class litigation. Brett's background, spanning twenty years in legal practice, includes complex commercial/securities fraud, toxic tort, commodities manipulation and pharmaceutical antitrust matters.

Brett graduated from St. John's University School of Law in 1995 and obtained a BA in political science from Emory University in 1992.

ASSOCIATE: JAMES PERELMAN

Mr. Perelman is an associate at Nussbaum Law Group. Prior to joining the firm, Mr. Perelman worked with several prominent plaintiffs' class action firms, working specifically on pharmaceutical antitrust matters. Previously, he served as a Judicial Fellow in the Court of Common Pleas of Philadelphia County, Civil Trial Division.

Mr. Perelman received his B.A. in Politics from Brandeis University in 2010 and received his J.D. in 2014 from Tulane University Law School, where he was the Business Editor of the Tulane Journal of International and Comparative Law.

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS

FIRST IMPRESSIONS SALON, INC.,
individually and on behalf of all others
similarly situated, *et al.*,

Plaintiffs

v.

NATIONAL MILK PRODUCERS
FEDERATION, *et al.*,

Defendants.

Case No. 3:13-CV-00454-NJR-GCS

**DECLARATION OF WILLIAM E. HOESE IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, William E. Hoese, am a member in good standing of the Bar of the Commonwealth of Pennsylvania and a shareholder in the law firm of Kohn, Swift & Graf, P.C. ("Kohn, Swift"). I am one of the attorneys for Plaintiffs in the above-captioned action. I provide this declaration in support of Plaintiffs' Motion for Attorneys' Fees and Costs.

1. I have reviewed the time and expense records submitted by Kohn, Swift in this litigation and attest that the records are accurate.
2. I further attest that the billing rates used to calculate the lodestar reflect the customary billing rates of the timekeepers at the time the services were rendered.
3. Kohn, Swift worked on every or nearly every facet of this case from 2012 until the settlement was achieved on the eve of the scheduled October 2019 trial. Because of the small number of firms involved for the Plaintiffs, Kohn, Swift was heavily involved in: preparing pleadings (complaints and amended complaints) and motions (both Plaintiffs' motions, such as

for class certification as well as opposing Defendants' motions, for example for summary judgment, to decertify the class, to exclude expert testimony, and to take absent class member discovery); the successful class certification effort (including defeating the Fed. R. Civ. P. 23(f) petition for interlocutory review of the class certification order Defendants filed with the Seventh Circuit); working closely with Plaintiffs' experts (in connection with class certification and trial and analyzing Defendants' three experts reports for class certification, discovery and trial); appellate work (the aforementioned opposition to the Defendants' Rule 23(f) petition and also defeating Defendants' petition for a writ of mandamus), discovery (depositions, document review, and requests to admit); case strategy; and trial preparation (Kohn, Swift was also asked to be on the trial team in East St. Louis). Much of Kohn, Swift's work was concentrated on legal research and writing, class certification, appellate work, and experts. What follows is a summary of Kohn, Swift's contributions to the team effort that resulted in the settlement in the case.

In 2012, Kohn, Swift worked on an amended complaint, multidistrict litigation panel briefing (Defendants wanted the direct purchaser case transferred to California where the indirect purchaser case was pending. The MDL Panel did not agree), the opposition to Defendants' motion to dismiss and to transfer the case to California filed in the District Court, and the motion to reconsider the District Court's order.

In 2013, Kohn, Swift worked on an amended complaint, the opposition to Defendants' §1404 motion to transfer the case from the Southern District of Illinois, Plaintiffs' summary judgment motion, the opposition to Defendants' motion to stay, the opposition to Defendants' motion to dismiss and offer of judgment, the opposition to Defendants' petition for a writ of mandamus in the Seventh Circuit, the opposition to Defendants' MDL motion, the opposition to

Defendants' motion to stay or dismiss pending arbitration, class certification issues, and expert research.

In 2014, Kohn, Swift worked with co-counsel in connection with additional plaintiffs

In 2015, Kohn, Swift worked on class certification (including working with Plaintiffs' experts and defending depositions), the opposition to Defendants' motion to dismiss, Plaintiffs' motion to substitute Plaintiffs, amended complaints, analyzing interrogatory responses for meet and confers with Defendants, and reviewing documents.

In 2016, Kohn, Swift worked on class certification (including the class brief and reply brief) and the opposition to strike Dr. Reed's opinions.

In 2017, Kohn, Swift worked on class certification (including as part of the class hearing preparation team in East St. Louis and on the post-class hearing submission), and the opposition to Defendants' Rule 23(f) petition and to Defendants' motion for leave to file a 23(f) reply, both in the Seventh Circuit.

In 2018, Kohn, Swift worked on a discovery plan and schedule, third party discovery of CWT members, preparing materials for Defendant depositions, taking and second-chairing Defendant depositions, analyzing Dr. Scott Brown evidence, tasks related to responding to Defendants' requests to admit to Plaintiffs, participating in the discovery team meeting in Nashville, research into the rule of reason and the filed-rate doctrine, opposing absent class member discovery, a motion to compel against Agri-Mark, tasks related to the Defendants' Capper-Volstead compliance project, contention interrogatory responses, and with Plaintiffs' expert with respect to his declaration.

In 2019, Kohn, Swift continued to work with Plaintiffs' expert (including his initial trial declaration, his reply declaration in response to Defendants' experts' reports, and defending his

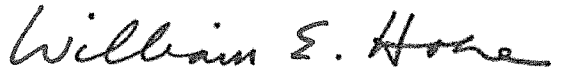
depositions), analyzing Defendants' experts' reports for potential *Daubert* motions and depositions, preparing parts of the mediation statement, opposing Defendants' motions for summary judgment, to exclude Dr. Lamb's opinions, to decertify the class, and to exclude use of evidence based on Dr. Brown's work and testimony, participating in the trial preparation team meeting in Nashville, preparing jury instructions, and preparing for the trial.

4. Kohn, Swift has cumulatively spent 4,278.80 hours of attorney and paralegal time resulting in \$2,695,914.50 in lodestar and has incurred \$709,559.31 in necessary expenses.

5. A true and correct copy of my firm's resume is attached as Attachment A to the Declaration.

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

Executed on February 24, 2020, in Philadelphia, Pennsylvania.



William E. Hoese

ATTACHMENT A

KOHN, SWIFT & GRAF, P.C.

Since its founding in 1969, the firm of Kohn, Swift & Graf, P.C., has been a national leader in the prosecution of antitrust class actions and other complex commercial litigation. Kohn, Swift & Graf, P.C. and its attorneys have been selected by courts and co-counsel to be lead counsel, or members of the executive committee of counsel, in scores of class actions throughout the country in the antitrust, securities fraud, tort and consumer protection fields.

The firm has been co-lead counsel in the Holocaust Era cases and other ground breaking international human rights litigation which have resulted in settlements totaling billions of dollars for plaintiff classes from Swiss banks and German and Austrian industries. The firm also maintains a general business litigation practice representing plaintiffs and defendants, including Fortune 500 and other publicly traded corporations, in state and federal courts.

The firm and its shareholders have been recognized for their excellence in antitrust, business and human rights litigation by numerous publications, including the Best Lawyers in America, Chambers USA America's Leading Business Lawyers and Pennsylvania Super Lawyers.

The Kohn firm has been a leader in the prosecution of antitrust class actions for the past 40 years. The firm has been appointed one of the lead counsel in In re Automotive Parts Antitrust Litigation, Master File No. 12-md-02311 and MDL No. 2311 (MDL No. 2311 includes, among others, In re Wire Harness Antitrust Litigation; In re Instrument Panel Cluster Antitrust Litigation; In re Heater

Control Panel Antitrust Litigation; In re Occupant Safety Systems Antitrust Litigation; In re Bearings Antitrust Litigation; In re Windshield Wiper Systems Antitrust Litigation; In re Windshield Washer Systems Antitrust Litigation; In re Starters Antitrust Litigation; and In re Fuel Senders Antitrust Litigation). The firm has also served as lead or co-lead counsel in the following antitrust class actions, among others: In re Ductile Iron Pipe Fittings ("DIPF") Indirect Purchaser Antitrust Litigation, Case No. 12:169 (D.N.J.); In re Packaged Ice Antitrust Litigation, Case No. 08-MD-01952 and MDL No. 1942 (E.D. Mich.) (\$26.75 million in settlements); In re Fasteners Antitrust Litigation, MDL No. 1912 (E.D. Pa.); In re Graphite Electrodes Antitrust Litigation, MDL No. 1244 (E.D. Pa.) (over \$133 million in settlements obtained for the class); In re Automotive Refinishing Paint Antitrust Litigation, MDL No. 1426 (E.D. Pa.) (settlements totaling \$105.75 million); In re Plastics Additives Antitrust Litigation, MDL No. 1684 (E.D. Pa.) (settlements of \$46 million); In re Residential Doors Antitrust Litigation, MDL 1039 (E.D. Pa.) (\$18 million in settlements); In re Chlorine and Caustic Soda Antitrust Litigation, 116 F.R.D. 622 (E.D. Pa. 1987) (settled on eve of trial for \$51 million); Cumberland Farms, Inc. v. Browning Ferris Indus., Inc., 120 F.R.D. 642 (E.D. Pa. 1988) (class action alleging price fixing in waste hauling industry-case settled shortly before trial for \$50 million); In re Compact Disc Minimum Advertised Price Antitrust Litigation, MDL No. 1361 (D. Me.) (settlements totaling \$143 million approved); In re Stock Exchanges Options Antitrust Litigation, MDL No. 1283 (S.D.N.Y.) (settlements reached with over 40 defendants for \$44 million); In re

Pillar Point Partners Antitrust Litigation, MDL No. 1202 (D. Arizona) (settlements of \$50 million); In re Amino Acid Lysine Antitrust Litigation, 918 F.Supp. 1190 (N.D. Ill. 1996) (settlements in excess of \$50 million); In re Toys "R" Us, Inc., Antitrust Litigation, MDL 1211 (E.D.N.Y.) (\$55 million settlement value); In re Plywood Antitrust Litigation, MDL 159 (D. La.) (tried to verdict for plaintiffs; affirmed by Fifth Circuit; total settlements of approximately \$173 million).

In addition, the Kohn firm is and has been a member of a steering committee or executive committee of counsel in dozens of antitrust class actions, including: In re Currency Conversion Fee Antitrust Litigation, (S.D.N.Y.); In re Carbon Fiber Antitrust Litigation (C.D. Cal.); In re Linerboard Antitrust Litigation (E.D.Pa.); In re Relafen Antitrust Litigation (D.Mass.); In re Brand Name Prescription Drugs Antitrust Litigation (N.D. Ill.); In re Commercial Explosives Antitrust Litigation (D. Utah); In re Catfish Antitrust Litigation (N.D. Miss.); In re Commercial Paper Antitrust Litigation (M.D.Fla.); In re Glassine and Greasproof Paper Antitrust Litigation (E.D. Pa.); In re Corrugated Container Antitrust Litigation, (S.D. Tex.); In re Sugar Industry Antitrust Litigation (E.D. Pa.).

The Kohn firm also maintains a business litigation practice and has represented private clients as plaintiffs in antitrust cases where it was the sole counsel, or assisted by a few co-counsel. These cases were hard fought and several have proceeded through trial and appeals: Alvord-Polk, Inc. v. F. Schumacher & Co., 37 F.3d 996 (3d Cir. 1994), cert. denied, 514 U.S. 1063 (1995) (summary judgment in favor of defendants reversed by Third Circuit; certiorari denied by the

Supreme Court; case tried to conclusion before a jury and settled after trial); Gulfstream III Associates, Inc. v. Gulfstream Aerospace Corp., 995 F.2d 425 (3d Cir. 1993) (jury verdict in favor of plaintiff; case settled); Big Apple BMW, Inc. v. BMW of North America, Inc., 974 F.2d 1358 (3d Cir. 1992), cert. denied, 507 U.S. 912 (1993) (summary judgment in favor of defendant reversed by Third Circuit; case settled prior to trial).

In addition to its antitrust practice, the Kohn firm has been retained by institutional investors, including several multi-billion dollar pension funds, to monitor their investments and to commence litigation when appropriate. The firm has brought litigation on behalf of the Retirement System of the City of Philadelphia, the Police and Fire Retirement System of the City of Detroit and the General Retirement System of the City of Detroit. The Kohn firm has been lead or co-lead counsel in the following securities class actions among others: In re KLA-Tencor Corp. Securities Litigation, Master File No. 06-cv-04065-MJJ (N.D. Cal) (\$65 million settlement approved); In re Marvell Technology Group, Ltd. Securities Litigation, Master File No. 06-06286-RMW (N.D. Cal.) (\$72 million settlement approved); In re Calpine Corporation Securities Litigation, Master File No. C-02-1200 (N.D. Cal) (settled on an individual basis after trial preparation nearly complete); In re Schulman Partnerships Securities Litigation, MDL 753-AAH (C.D. Ca.); Goldenberg, et al. v. Marriott PLP Corp., et al., No. PJM 95-3461 (D. Md.); In re Intelligent Electronics, Inc. Securities Litigation, Master File No. 92-CV-1905 (E.D. Pa.); WEBBCO v. Tele-Communications, Inc., et al., No. 94-WM-2254 (D.

Colo.); The Carter Revocable Trust v. Tele-Communications, Inc., et al., No. 94-WM-2253 (D. Colo.); Rabin v. Concord Assets Group, Inc., et al., 89 Civ. 6130 (LBS) (S.D.N.Y.); Sadler v. Stonehenge Capital Corp., et al., 89 Civ. 6512 (KC); Ramos, et al. v. Patrician Equities Corp., et al., 89 Civ. 5370 (TPG) (S.D.N.Y.); In re Advacare Securities Litigation, (E.D. Pa. 1993); Solo, et al. v. Duval County Housing Finance Authority, et al., No. 94-1952-CA (Duval Cty. Fla.); In re Clinton Oil Securities Litigation, (D. Kan. 1982).

The firm also has litigated numerous consumer and mass tort class actions, such as: In re Synthroid Marketing Litigation, MDL No. 1182 (N.D. Ill.); In re Temporomandibular Joint (TMJ) Implants Products Liability Litigation, MDL No. 1001 (D. Minn.); In re Bolar Pharmaceutical Co., Inc. Generic Drug Consumer Litigation, MDL No. 849 (E.D.Pa.); In re General Motors Corporation Pickup Truck Fuel Tank Products Liability Litigation, MDL No. 961 and Master File No. 92-6450 (E.D.Pa.); In re Factor VIII or Factor IX Concentrate Blood Products Litigation, Civil Action No. 93-5969 and MDL No. 986 (N.D.Ill.); In re Copley Pharmaceutical, Inc., "Albuterol" Products Liability Litigation, MDL Docket No. 94-140-1013 (D. Wyo.).

Courts throughout the country have praised the firm's ability to handle complex class litigation:

In re Automotive Refinishing Paint Antitrust Litigation, MDL No. 1426 (E.D. Pa.). Judge Surrick stated: "I want to commend counsel on both sides of this litigation. I think the representation on both sides of this litigation is as good as

I've ever seen in my entire professional career." Transcript of hearing, August 9, 2007, pp. 18-19.

In re Graphite Electrodes Antitrust Litigation, Master File No. 97-CV-4182, MDL No. 1244 (E.D. Pa.). Judge Weiner wrote that "[c]lass counsel exhibited the highest level of skill and professionalism in their conduct of this litigation." Order of September 8, 2003.

In re Compact Disc Minimum Advertising Price Antitrust Litigation, MDL No. 1361 (D. Me.). In selecting the firm as lead counsel, Judge Hornby stated that "I have concluded that the firm Kohn, Swift & Graf has the experience, skill, resources, and expertise best able to move this matter forward, and I hereby designate that firm as lead counsel." Order of January 26, 2001, p. 2.

In re Amino Acid Lysine Antitrust Litigation, MDL No. 1083 (N.D. Ill.). After selecting Kohn Swift & Graf, P.C. as sole lead counsel, at the conclusion of the case Judge Shadur praised the firm's "extraordinarily professional handling" of the matter, which justified the selection of the firm *ab initio*. Transcript of hearing, February 27, 1998, pp. 3-4.

In re: Rio Hair Naturalizer Products Liability Litigation, MDL 1055 (E.D. Mich.). Judge Rosen stated that "the work of [lead counsel] and the manner in which they conducted themselves exhibited the very highest level of professionalism and competence in our legal system." 1996 U.S. Dist. LEXIS 20440, *57 (E.D. Mich., December 20, 1996).

In re: Montgomery Ward Catalog Sales Litigation, Master File No. 85-5094,
MDL No. 685 (E.D. Pa). Judge Green praised “the efficient and excellent quality of
the attorneys’ work.” Memorandum and Order, August 24, 1988.