

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: WAWA, INC. DATA SECURITY) Lead Case No. 2:19-cv-06019-GEKP
LITIGATION)
) CLASS ACTION
)
) This Filing Relates To: Consumer Track
)
)

**CONSUMER TRACK PLAINTIFFS' APPLICATION FOR
APPOINTMENT OF INTERIM CO-LEAD COUNSEL**

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Proposed Interim Co-Lead Counsel for Consumer Track

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I. INTRODUCTION

Plaintiffs' counsel in all pending consumer cases have reached agreement on a proposed leadership structure for the Consumer Track cases, subject to Court approval. The proposed structure consists of four proposed Interim Co-Lead Counsel: (i) Sherrie R. Savett of Berger Montague PC; (ii) Roberta D. Liebenberg of Fine, Kaplan and Black, R.P.C.; (iii) Benjamin F. Johns of Chimicles Schwartz Kriner & Donaldson-Smith LLP; and (iv) Linda Nussbaum of Nussbaum Law Group, P.C.

The proposed leadership structure was agreed-upon in accordance with the Court's February 4, 2020 Case Management Order (Dkt. 62), which instructed counsel in each track to "confer and seek consensus on candidates for the position of lead counsel." Counsel conferred and, through extensive negotiations, agreed to bring together formerly competing counsel to form a strong and cohesive group that will work cooperatively and efficiently to best represent the interests of the sizable consumer class, which may be as large as 30 million credit and debit cardholders.

The proposed Co-Lead Counsel also have been mindful of the Court's statement concerning potential leadership at the January 24, 2020 Preliminary Status Conference, where the Court suggested that the plaintiffs could be guided by the leadership structures that Your Honor appointed in two prior MDL class actions. (Tr. p. 26). *See In re Imprelis Herbicide Mktg., Sales Practices & Prods. Liab. Litig.*, No. 11-md-2284-GEKP, Dkt. 55 (E.D. Pa. Jan. 11, 2012) ("*Imprelis*") (appointing four Co-Lead Counsel); and *In re Processed Egg Products Antitrust Litig.*, No. 08-md-02002-GEKP, Dkt. 3 & 20 (E.D. Pa.) ("*Eggs Antitrust*") (appointing four Co-Lead Counsel for Direct Purchaser class and four Co-Lead Counsel for Indirect Purchaser class). In both of those prior cases, the Court directed Co-Lead Counsel to work

cooperatively with plaintiffs' counsel outside of the Court-appointed leadership team. *See Imprelis*, Dkt. 55 at n.3 (“[T]he Court fully expects that Plaintiffs’ Interim Co-Lead Counsel will draw on the wealth of skills and experience demonstrated by each of the candidates for interim lead counsel in this matter.”); *Eggs Antitrust*, Dkt. 3 at 5 (“The Court also expects Interim Co-Lead Counsel to confer conscientiously with all other counsel representing any plaintiff in this Litigation.”). The proposed Co-Lead Counsel here crafted their proposal with those cases in mind.

This proposal is supported by plaintiffs’ counsel from all consumer cases filed in these proceedings.¹ The appointment of four Co-Lead Counsel is not only consistent with *Imprelis* and *Eggs Antitrust*, but also comports with the leadership structure utilized in other data breach cases where, as here, tens of millions of credit cards have been compromised. *See, e.g., In re Zappos.com, Inc. Customer Data Security Breach Litig.*, No. 12-cv-325 (D. Nev.) (Dkt. Nos. 191, 202) (four Co-Lead Counsel; 24 million affected credit cards); *In re Department of Veterans Affairs Data Theft Litig.*, No. 06-mc-506 (D.D.C.) (Dkt. No. 11 and Minute Order dated Feb. 28, 2007) (four Co-Lead Counsel; 26.5 million affected Veterans); *In re: Sony Gaming Networks and Customer Data Security Breach Litig.*, No. 11-md-02258 (S.D. Cal.) (Dkt. No. 60) (in lieu of Co-Lead Counsel, Court appointed five-member steering committee).

¹ These firms include: (i) Tina Wolfson (Ahdoot & Wolfson, PC); (ii) William B. Federman (Federman & Sherwood); (iii) Jonathan Shub (Kohn, Swift & Graf, P.C.); (iv) Melissa R. Emert (Stull, Stull & Brody); (v) Matt Kupillas (Milberg Phillips Grossman, LLP); (vi) Natalie Finkelman (Shepherd, Finkelman, Miller & Shah, LLP); (vii) Jeffrey Gittleman (Barrack, Rodos & Bacine); (viii) Bernard Gross (Law Offices Bernard M. Gross); (ix) Gene Spector (Spector Roseman & Kodroff P.C.); (x) Lori Feldman (George Gesten McDonald, PLLC); (xi) Ariana Tadler (Tadler Law); (xii) Larry King (Kaplan Fox & Kilsheimer LLP); and (xiii) Jean Martin (Morgan & Morgan). Several other firms filed cases on behalf of both consumer and financial institution classes. Those counsel support the leadership structure being sought here.

The proposed Co-Lead Counsel will ensure efficiency by splitting tasks among themselves. For example, Ms. Savett and Ms. Liebenberg would be the primary spokespeople in Court for the consumer cases, and Mr. Johns and Ms. Nussbaum would be primarily responsible for coordination with counsel in the other tracks. Moreover, the proposed Co-Lead Counsel would closely coordinate with one another before beginning work on any specific task in order to avoid any potential duplication of effort.

Based on the extensive experience of the proposed Co-Lead Counsel, they do not believe that it is necessary to appoint a Steering Committee for the consumer class. Instead, they believe it would be more efficient to assign counsel to discrete tasks based on their experience and expertise. These highly capable Plaintiffs' counsel will be asked to assist on an as-needed basis on certain pre-defined tasks during the litigation, as discussed more fully below.

Proposed Co-Lead Counsel would work cooperatively not only with the other firms that have filed consumer cases, but also with the firms that have filed the first three Financial Institution Track cases.² Proposed Co-Lead Counsel have already coordinated with the proposed Co-Lead Counsel for the Financial Institution Track cases with respect to a schedule for filing Consolidated Amended Complaints and potential motions to dismiss; the coordination of discovery; the potential sharing of experts on overlapping issues; and a draft Protective Order and ESI Order.

² Proposed Co-Lead Counsel in the consumer track cases believe that the appointment of Gary Lynch of Carlson Lynch, Christian Levis of Lowey Dannenberg, and Karen Riebel of Lockridge Grindal Nauen as proposed Co-Lead Counsel in the Financial Institution Track cases (along with the attorneys working with them) would best serve the interest of the Financial Institution class.

In sum, the proposed Co-Lead Counsel readily satisfy all criteria set forth in the Court's February 4, 2020 Case Management Order, as well as the leadership factors set forth in Fed. R. Civ. P. 23(g).

II. BACKGROUND

On December 19, 2019, Wawa first publicly announced a massive nine-month long data breach affecting all of its convenience store and gas pump locations. According to Wawa, the data breach involves "malware on Wawa payment processing servers," and the "malware affected payment card information, including credit and debit card numbers, expiration dates, and cardholder names."³

The Consumer Plaintiffs allege that this data breach occurred because Wawa had not taken sufficient steps to ensure the integrity of its customers' payment card information. *The Philadelphia Inquirer* reported that, in November of 2019, Visa had warned all gas stations that accept its cards (including Wawa) that cybercriminals were targeting them due to their ongoing use of dated and vulnerable magnetic strip card-reading technology. Payment network standards require most merchants to implement EMV technology,⁴ which encompasses the deployment of card-readers equipped to read payment cards embedded with computer chips, which encrypt transactional information at the point of sale. Significantly, Wawa's adoption of that technology was lagging that of other major merchants years before the recent data breach. As far back as 2016, American Express identified Wawa as among the top 100 merchants with respect to

³ See Wawa data breach announcement, *available at* <https://www.wawa.com/alerts/data-security> (last accessed Feb. 17, 2020).

⁴ "EMV," which stands for "Europay, MasterCard and Visa," is a global standard for authenticating transactions involving payment cards with embedded computer chips at point-of-sale terminals and automated teller machines.

counterfeit “card present” transactions (transactions in which the customer physically interacts with payment machinery, such as by swiping a card that has a magnetic strip).⁵ Wawa had reportedly requested an extension of the networks’ deadline for shifting liability for certain types of fraud from issuers to merchants. Even after its announcement of the data breach, Wawa still apparently deploys magnetic stripe technology on its gasoline pumps.

The data breach is significant. According to media reports, the Wawa data breached involved approximately 30 million cards, many of which are now available for sale on one of the most notorious websites on the “dark web,” called “Joker’s Stash⁶”. Significantly, many consumers who shopped at Wawa during the data breach period experienced subsequent fraudulent purchases on their cards. Wawa has offered free credit monitoring, but only for one year, and has encouraged consumers to check their credit reports for fraudulent accounts opened in their name and to place a fraud alert on their credit report to “protect you against the possibility of an identity thief opening new credit accounts in your name.”⁷

Thus far, 28 class actions have been filed in this Court by dozens of law firms representing consumers (23 cases), financial institutions (4 cases),⁸ and Wawa employees (1

⁵ See *B&R Supermarket, Inc. v. Visa, Inc., et al.*, No. 1:17-cv-02738, at Dkt. No. 461-20 (E.D.N.Y. Apr. 7, 2017) (Ex. 55, at 31 and 36).

⁶ See *Wawa Breach May Have Compromised More Than 30 Million Payment Cards*, Krebs on Security (Jan. 28, 2020), available at <https://krebsonsecurity.com/2020/01/wawa-breach-may-have-compromised-more-than-30-million-payment-cards/> (last accessed Jan. 29, 2020).

⁷ See Wawa data breach announcement, available at <https://www.wawa.com/alerts/data-security> (last accessed Feb. 17, 2020).

⁸ In addition to the three cases filed by proposed Co-Lead Counsel for the Financial Institution track, another bank case was filed yesterday. See *Greater Chautauqua Federal Credit Union v. Wawa, Inc.*, No. 2:20-cv-00895-GEKP (E.D. Pa. Feb. 18, 2020), Dkt. No. 1.

case). There are no federal cases in any other Districts. One state court case is pending in New Jersey.⁹

All proposed Co-Lead Counsel initially filed their own separate actions. Prior to this Court's February 4, 2020 Case Management Order, Ms. Nussbaum and Ms. Liebenberg had been preparing to file a motion to be appointed Lead Counsel, in response to the Lead Counsel motion initially filed by Ms. Savett and Mr. Johns on January 2, 2020 (Dkt. 3). Mindful of this Court's request that counsel seek to reach a consensus regarding leadership, these separate groups were subsequently able to reach an agreement to combine efforts in the spirit of cooperation to form the joint proposed Co-Lead Counsel group. This private ordering process, which was encouraged by the Court as noted above, is also recognized as the leading method of leadership formation. *See* Manual for Complex Litigation § 21.272 (4th ed. 2017) ("By far the most common [method] is the so-called 'private ordering' approach: The lawyers agree who should be lead class counsel and the court approves the selection after a review to ensure that the counsel selected is adequate to represent the class interests.").

The proposed Co-Lead Counsel are comprised of experienced and highly accomplished class action counsel who have decades of experience handling class actions, including data breach cases, and have a proven track record of success and the ability to work efficiently and cooperatively with one another. In addition, each of the proposed Co-Lead Counsel has the time and resources necessary to litigate this case vigorously on behalf of the consumer class.

⁹ *Laster v. Wawa, Inc.*, BUR-L-000037-20 (N.J. Sup. Ct., Burlington Cty.). The proposed Co-Lead Counsel have reached out to counsel for the *Laster* plaintiffs to begin discussions about coordinating discovery between the federal actions and New Jersey state court action to the extent practicable.

III. ARGUMENT

A. Legal Standard for Leadership Appointments

The Court's February 4, 2020 Case Management Order stated that the "main criteria considered for appointment will be [1] willingness and availability to commit to a time-consuming project, [2] ability to work cooperatively with others, [3] professional experience in this type of litigation, and [4] access to sufficient resources to prosecute the litigation in a timely manner." (Dkt. 62). These criteria are consistent with those set forth in Fed. R. Civ. P. 23(g)(1)(A)(i)-(iv).

1. Backgrounds of the Proposed Co-Lead Counsel

As an initial matter, to provide context for the analysis of the relevant criteria that follows, below is a summary of the background and experience of each proposed Co-Lead Counsel. Their resumes are attached as Exhibits 1 through 4.

Sherrie Savett, Berger Montague: Ms. Savett is a Managing Shareholder and Chair Emeritus of Berger Montague PC. She is Co-Chair of the firm's Technology, Privacy, and Data Breach practice area, as well as the firm's Securities Litigation department and *Qui Tam*/False Claims Act department. She has been a prominent class action and commercial litigator in Philadelphia for 45 years. She is widely recognized as a leading litigator and a top female leader in the profession by local and national legal rating organizations. For example, in 2019, *The Legal Intelligencer* named Ms. Savett a "Distinguished Leader," and in 2018 she was named to the *Philadelphia Business Journal's* 2018 Best of the Bar: Philadelphia's Top Lawyers. Ms. Savett has served as Lead or Co-Lead Counsel in dozens of complex class actions throughout her career. A detailed discussion of her recognitions and accomplishments is set forth on her resume attached as Exhibit 1.

Data breach cases in which Ms. Savett personally held a court-appointed role include *In re Experian Data Breach Litig.*, No. 15-cv-01592 (C.D. Cal.), where she served on the Plaintiffs' Steering Committee and the case settled for benefits valued at over \$170 million. Ms. Savett also served on the Steering Committee in *In re Heartland Payment Systems, Inc. Customer Data Security Breach Litig.*, MDL 2046, No. 09-MD-2046 (S.D. Tex.), where the settlement included a cash fund to reimburse out-of-pocket costs and injunctive relief. Ms. Savett also served on the Plaintiffs' Executive Committee in *In re Countrywide Fin'l. Corp. Customer Data Security Breach Litig.*, MDL 1998, No. 08-MD-01998-TBR (W.D. Ky.), where the case settled in 2010 for benefits including two years of free credit monitoring offered to 1.9 million individuals, a \$6.5 million cash fund to reimburse out-of-pocket losses for 17 million individuals, and injunctive relief involving improvements to Countrywide's data security systems.

Ms. Savett also served as Co-Lead Counsel in a notable data breach case, *In re: TJX Cos. Retail Security Breach Litig.*, MDL No. 1838, No. 07-cv-10162-WGY (D. Mass.). In that case, a settlement was reached in 2008 valued at over \$200 million, including: (i) two years of free credit monitoring and identity theft insurance offered to the individuals whose driver's license numbers were exposed; (ii) a \$17 million fund available to all 45 million individuals to reimburse out-of-pocket costs and lost time; and (iii) injunctive relief involving improvements to TJX's data security systems. These elements became the template for many subsequent data breach settlements. In approving the settlement, former Chief Judge William Young praised the result as an "excellent settlement" containing "innovative" and "groundbreaking" elements.

In addition to these cases, Ms. Savett has been involved in several other data breach cases including *Equifax*, *Anthem*, *Medical Informatics*, and *Hannaford Brothers*, as discussed in her

resume at Exhibit 1. Her firm has also been involved in other data breach cases including *Aetna* and *American Medical Collection Agency*. *Id.*

Roberta D. Liebenberg, Fine, Kaplan and Black, R.P.C.: Ms. Liebenberg is a senior partner at Fine, Kaplan and Black, a nationally recognized firm located in Philadelphia. It devotes its practice entirely to litigation, with an emphasis on antitrust, class actions, consumer protection, complex commercial litigation, and white-collar criminal defense. Since its founding in 1975, Fine Kaplan has been involved in many of the country's most significant antitrust and consumer class action cases. *See* Exhibit 2.

Ms. Liebenberg has been appointed by numerous courts to serve as Lead Counsel, including most recently her appointment by Judge Cynthia Rufe as Lead Counsel for the End Payer Class in *In re: Generic Pharmaceuticals Pricing Antitrust Litig.*, MDL No. 2724 (E.D. Pa.) ("*Generics*"), and by Judge Joy Flowers Conti as Co-Lead Counsel for the Class in *In re Railway Industry Employees No-Poach Antitrust Litig.*, MDL No. 2850 (W.D. Pa.) ("*Railway Employees*").¹⁰ In addition, Ms. Liebenberg also served as Lead Counsel in *In re Providian Financial Corp. Credit Card Terms Litig.*, MDL No. 1301 (E.D. Pa. 2001), a large consumer fraud class action where she achieved a \$105 million cash settlement, which at the time was the largest all-cash settlement ever reached on behalf of credit card holders for unfair marketing and billing practices.

Ms. Liebenberg and Fine Kaplan also have experience in cases involving data breach issues and the credit card industry. For example, Ms. Liebenberg served as a member of the Financial Institution Class expert committee in *In re Target Corp. Customer Data Security*

¹⁰ It should be noted that the *Railway Employees* case has recently settled, and in *Generics* there are more than 40 law firms representing the End-Payer class, so Ms. Liebenberg has the time to take on the responsibility of Co-Lead Counsel in this matter.

Breach Litig., No. 14-2522 (D. Minn.) where a settlement was reached on behalf of that Class that was worth over \$100 million. She also served on the expert committee in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, No. 1:05-md-01720 (E.D.N.Y.), which was recently settled with Visa and Mastercard for over \$5.54 billion.

In addition, in *In re Urethane Antitrust Litig.*, MDL No. 1616 (D. Kan.), Ms. Liebenberg and Fine Kaplan served as Co-Lead Counsel for 12 years in an action alleging price-fixing of certain urethane chemical products by five major manufacturers. After a four-week trial in which Ms. Liebenberg served as one of the trial counsel, plaintiffs obtained a jury verdict in excess of \$400 million against The Dow Chemical Company. The court entered judgment for \$1.06 billion after trebling—the largest judgment in the U.S. in 2013 and the largest price-fixing judgment ever. On appeal, the Tenth Circuit unanimously affirmed the judgment. 768 F.3d 1245 (10th Cir. 2014). Thereafter, while the case was pending in the Supreme Court, the plaintiffs settled with Dow for \$835 million. Combined with four pre-trial settlements, the total settlements reached in the case were \$974 million, which was more than 2.4 times the damages found by the jury. The court commented: “In almost 25 years of service on the bench, this Court has not experienced a more remarkable result.” *Urethane*, 2016 WL 4060156, at *4.

Ms. Liebenberg has significant experience defending Fortune 500 companies and other entities in class actions and other complex commercial cases as well. This defense experience has provided her with important perspectives and insights that have greatly assisted her in formulating litigation and settlement strategies when she is representing plaintiff classes. For example, Ms. Liebenberg defended Temple University in connection with a high profile class action lawsuit brought by students enrolled in the Online MBA program of the Fox School of Business and Management and reached a successful settlement last year. *Smith, et al. v. Temple*

University, No. 18-590 (E.D. Pa.). Ms. Liebenberg also defended Southwest Airlines in a consumer antitrust class action in which a settlement was approved last year, *In re Domestic Airline Travel Antitrust Litig.*, MDL No. 2656, 378 F. Supp. 3d 10 (D.D.C. 2019), and successfully defended Southwest in an antitrust action brought against it. *Love Terminal Partners, L.P. v. City of Dallas*, 527 F. Supp. 2d 538 (N.D. Tex. 2007).

Benjamin F. Johns, Chimicles Schwartz Kriner & Donaldson-Smith: Mr. Johns is a Partner in the firm's Haverford office. He has a history of successfully prosecuting complex class actions in general, and data breach cases in particular, including the following: *Gordon v. Chipotle Mexican Grill*, No. 17-cv-01415 (D. Colo.) (Mr. Johns served as Co-Lead Counsel in payment card data breach case resulting in settlement); *Bray et al. v. GameStop Corp.*, No. 17-cv-01365 (D. Del.) (same); *Kyles v. Stein Mart, Inc. et al.*, No. 19-cv-00483 (D. Del.) (same; preliminary approval motion forthcoming); *Winstead v. ComplyRight, Inc.*, No. 18-cv-04990 (N.D. Ill.) (served as member of Plaintiffs' Executive Committee in data breach class action which resulted in settlement exceeding \$3 million); and *Perdue v. Hy-Vee, Inc.*, No. 19-cv-01330 (C.D. Ill.) (serves as Co-Lead Counsel in ongoing payment card data breach case).

In addition to having relevant data breach experience that will benefit Plaintiffs and the class here, Mr. Johns meets the Court criteria of having the time to dedicate to this important case. (Dkt. 62 at 2). Within the past few months, he has concluded several other consumer cases in which he served as Co-Lead Counsel: *In re Nexus 6P Product Liab. Litig.*, No. 17-cv-02185 (N.D. Cal.) (defective smartphone class action resulting in settlement valued at \$9.75 million, which Judge Beth Labson Freeman described as "substantial" and an "excellent resolution of the case"); *Weeks v. Google LLC*, No. 18-cv-00801, 2019 U.S. Dist. LEXIS 215943, at *8-9 (N.D. Cal.) (defective smartphone class action resulting in \$7.25 million settlement that Magistrate

Judge Nathanael Cousins described as an “excellent result”); *In re MyFord Touch Consumer Litig.*, No. 13-cv-03072-EMC, 2019 U.S. Dist. LEXIS 216783 (N.D. Cal. Dec. 17, 2019) (consumer class action concerning allegedly defective MyFord Touch infotainment systems, which settled for \$17 million shortly before trial); and *Udeen v. Subaru of Am., Inc.*, No. 18-cv-17334 (RBK/JS), 2019 U.S. Dist. LEXIS 172460 (D.N.J. Oct. 4, 2019) (settlement valued at \$6.25 million reached in consumer class action involving defective infotainment systems in certain Subaru automobiles; final approval is scheduled for March 12, 2020).

Mr. Johns has been named a “Lawyer on the Fast Track” by *The Legal Intelligencer*, and is beginning his seventh year as a Partner at the Chimicles firm. Further information about Mr. Johns and his firm is set forth in Exhibit 3.

Linda P. Nussbaum, Nussbaum Law Group: Linda Nussbaum is the managing partner of Nussbaum Law Group. She has substantial experience in class action litigation, having practiced in the field for over 35 years. She has served as Lead or Co-Lead counsel in over 20 cases, including several cases in this district, including *In re Microcrystalline Cellulose Antitrust Litig.*, MDL No. 1402, No. 01-cv-00111 (E.D. Pa.); *In re Plastics Additives Antitrust Litig.*, MDL No. 1684, No. 03-cv-02038 (E.D. Pa.); and *Meijer, Inc. v. Warner Chilcott Public Ltd. Co.*, No. 12-cv-03824 (E.D. Pa.). She is familiar with practice in this District, not only by virtue of her lead positions here, but also because she is currently serving on the Direct Purchaser Plaintiffs’ Steering Committee in *Generics, supra*.

In the data breach field, Ms. Nussbaum is currently serving as Co-Lead Counsel for a proposed class of over 10 million LabCorp customers victimized by a breach in *In re Am. Medical Collection Agency, Inc. Customer Data Security Breach Litig.*, No. 19-md-2904

(D.N.J.). She and her firm are also actively involved in *In re Marriott Int'l. Customer Data Security Breach Litig.*, No. 19-md-2879 (D. Md.), which is in the midst of discovery.

In *In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, No. 05-md-1720 (E.D.N.Y.), Ms. Nussbaum was appointed as Co-Lead Counsel for a proposed class of millions of merchants seeking injunctive relief as to certain rules imposed by the Visa and MasterCard payment card networks. In that role, Ms. Nussbaum has been required to further develop her already-extensive understanding of the operations of those networks, particularly as they relate to their dealings with merchants, and has become familiar with EMV technology and the rules and issues raised by it. Ms. Nussbaum and her colleague Bart Cohen have been actively involved in payment card litigation for over ten years. Their resulting knowledge of the payment card industry will be invaluable in this litigation.

Ms. Nussbaum chaired the antitrust department at two of the nation's pre-eminent class action firms before establishing Nussbaum Law Group in 2015. She has served as counsel for Fortune 500 companies in individual actions. Ms. Nussbaum also has substantial trial experience.¹¹ Further information about Ms. Nussbaum and her firm is set forth in Exhibit 4.

2. The Proposed Co-Lead Counsel Have Demonstrated a Willingness and Availability to Commit to a Time-Consuming Project

The work already conducted by the proposed Co-Lead Counsel demonstrates their willingness and availability to commit to a time-consuming project. They performed many

¹¹ Ms. Nussbaum represented Kaiser Foundation Health Plan in a RICO action against Pfizer, Inc. resulting in a jury verdict of over \$50 million (which was trebled) after a five-week trial. *See In re Neurontin Marketing and Sales Practices Litig.*, No. 04-1081 (D. Mass.). Judge Patti Saris commented afterwards that it was “a fabulous trial[.] [I]t’s the kind of thing that you become a judge to sit on.” Ms. Nussbaum also served as co-lead and co-trial counsel for antitrust class plaintiffs in *Meijer, Inc. v. Abbott Labs.*, No. 07-cv-05985 (N.D. Cal.), which was settled after a week of trial. Earlier in her career, Ms. Nussbaum tried over 25 jury cases as a criminal defense lawyer, served on trial teams in multiple securities class actions, and invested months of trial preparation in several other complex actions that settled on the verge of trial.

substantive tasks that will allow them to move the case forward on behalf of the consumer class once leadership appointments are made. To date, they have collectively:

- filed Complaints with plaintiffs from all six states and the District of Columbia in which Wawa operates, each of whom experienced fraudulent charges on their credit or debit cards after using those cards at Wawa during the breach period. The misuse of data is an important factor for purposes of standing and damages, which will likely be key contested issues in the litigation;
- been contacted by several hundred affected Wawa customers who shared information about their fact patterns and damages, and interviewed many of those customers using a detailed vetting questionnaire tailored to the Wawa data breach;
- gathered additional new and emerging facts to include in the Consolidated Amended Complaint;
- performed legal research regarding actual and potential claims to be brought in these proceedings, including numerous common law and state statutory claims;
- retained several prominent data security experts, each of whom has issued expert reports and provided testimony in high-profile data breach class actions;
- sent an evidence preservation letter to Wawa;
- prepared a detailed time and expense protocol to be applicable to all Plaintiffs' counsel (including Co-Lead Counsel) who may seek to be compensated in the Consumer Track at the end of this matter. The protocol is aimed at ensuring efficiency and avoidance of duplication of effort, as discussed below;
- drafted a Protective Order to be sent to and negotiated with defense counsel promptly after leadership appointments are made; and
- drafted Requests for Production of Documents, to be served on Wawa promptly after the Court lifts the discovery stay set forth in its February 4, 2020 Order (Dkt. 62).

Each proposed Co-Lead Counsel is committed to devoting substantial resources to vigorously litigate this case, just as they have done in countless prior class actions that they have successfully litigated. Also, each Co-Lead Counsel and/or their firms have jury trial experience in the class action context, demonstrating their proven willingness and ability to commit to a time-consuming process.

3. Each Proposed Co-Lead Counsel Has a History of Working Cooperatively with Other Counsel in These Proceedings

Each proposed Co-Lead Counsel has a long history of working cooperatively with others, including with each other and with many other counsel in these proceedings. *See, e.g., Cole v. NIBCO, Inc.*, No. 13-cv-07871 (D.N.J.) (Chimicles and Berger Montague worked together as co-counsel in a consumer class action, obtaining a \$43 million settlement); *Davis v. Washington Univ. in St. Louis*, No. 17-cv-01641 (E.D. Mo.) (Chimicles and Berger Montague currently serve as Co-Lead Counsel in an ERISA class action); *Am. Medical Collection Agency, supra* (Nussbaum and Berger Montague currently work together in a data breach case where Nussbaum serves as Co-Lead Counsel in the LabCorp track and Berger Montague serves on the Plaintiffs' Steering Committee in the Quest track). In addition, Fine Kaplan has worked extensively with Nussbaum, Berger Montague and Chimicles in numerous antitrust class actions. *See, e.g., In re Generic Pharmaceuticals Pricing Antitrust Litig.*, MDL No. 2724 (E.D. Pa.); *Urethane Antitrust Litig.*, MDL No. 1616 (D. Kan.); *In re Metopropol Succinate Antitrust Litig.*, No. 06-cv-71 (D. Del.). There are also numerous cases in which the proposed Co-Lead Counsel or their firms worked cooperatively as co-counsel with other counsel who filed cases on behalf of the consumer class in these proceedings.

Just as they have done in the past, each proposed Co-Lead Counsel is committed to working cooperatively with each other and all other counsel in all tracks in this matter, including with defense counsel. Indeed, the proposed Co-Lead Counsel have already had multiple calls and emails with defense counsel to discuss case management issues.

4. Each Proposed Co-Lead Counsel Has Extensive Experience in This Type of Litigation

Experience in data breach litigation is an important leadership factor in cases such as this, which present technical issues of fact and law that are constantly evolving. For example, this

case will require an understanding of data security measures, data intrusion techniques, payment card industry standards (PCI DSS), duties owed by merchants to cardholders, standing, damages, and proximate causation regarding identity theft, to name just a few issues. Thus, appointing a leadership team experienced in data breach litigation is critical and in the best interest of the consumer class.

As discussed above, each proposed Co-Lead Counsel has relevant experience in this field, as well as with complex class action litigation in general. Collectively, proposed Co-Lead Counsel have experience in the following data breach cases, among others, many of which involved payment card breaches at retail stores similar to Wawa:

1. *In re Am. Med. Collection Agency, Inc. Customer Data Sec. Breach Litig.*, No. 19-md-2904 (D.N.J.);
2. *Gordon v. Chipotle Mexican Grill*, No. 17-cv-01415 (D. Colo.);
3. *Bray et al. v. GameStop Corp.*, No. 17-cv-01365 (D. Del.);
4. *Perdue v. Hy-Vee, Inc.*, No. 19-cv-01330 (C.D. Ill.);
5. *Kyles v. Stein Mart, Inc., et al.*, No. 19-cv-00483 (D. Del.);
6. *Winstead et al. v. ComplyRight, Inc.*, No. 18-cv-04990 (N.D. Ill.);
7. *In re Marriott Int'l. Customer Data Security Breach Litig.*, No. 19-md-2879 (D. Md.);
8. *In re Equifax Inc. Customer Data Security Breach Litig.*, No. 17-md-2800 (N.D. Ga.);
9. *In re Anthem, Inc. Data Breach Litig.*, No. 15-md-02617 (N.D. Cal.);
10. *In re Experian Data Breach Litig.*, No. 15-cv-01592 (C.D. Cal.);
11. *In re Medical Informatics Engineering, Inc. Customer Data Security Breach Litig.*, No. 15-md-02667 (N.D. Ind.);
12. *The Home Depot, Inc. Customer Data Sec. Breach Litig.*, No. 14-md-02583 (N.D. Ga.);
13. *In re Target Corp. Customer Data Security Breach Litig.*, No. 14-cv-2522 (D. Minn.);
14. *In re Heartland Payment Sys., Inc. Customer Data Sec. Breach Litig.*, No. 09-MD-2046 (S.D. Tex.);

15. *In re Hannaford Bros. Co. Customer Data Sec. Breach Litig.*, No. 08-md-01954 (D. Me.);
16. *In re Countrywide Fin'l. Corp. Cust. Data Breach Litig.*, MDL 1998, No. 08-MD-01998-TBR (W.D. Ky.); and
17. *In re TJX Cos. Retail Security Breach Litig.*, MDL No. 1838, No. 07-cv-10162-WGY (D. Mass.).

Further information about each proposed Co-Lead Counsel's professional experience is set forth in their accompanying resumes.

5. Each Proposed Co-Lead Counsel Has Access to Sufficient Resources to Prosecute the Litigation in a Timely Manner

Each proposed Co-Lead Counsel has access to a large professional staff of attorneys, paralegals, and administrative staff. Ms. Savett's firm has 65 attorneys, Ms. Liebenberg's firm has 15 attorneys, Mr. Johns' firm has 18 attorneys, and Ms. Nussbaum's firm has eight attorneys. As discussed above and in the chart attached as Exhibit 5, the proposed Co-Lead Counsel would also draw upon the expertise and resources of other plaintiffs' counsel in these proceedings on an as-needed basis to handle discrete assignments and tasks.

Each proposed Co-Lead Counsel also has adequate financial resources to litigate this case to a successful completion, including through trial and appeal if necessary, and have developed unique insights into the staffing and funding needed to litigate large class actions like this one.

B. Other Considerations

1. Proposed Co-Lead Counsel Are Guided by Lessons Learned from Prior Cases

At the January 24, 2020 Preliminary Status Conference, the Court requested that counsel's leadership applications include a discussion of lessons learned from prior litigation.

First, we have learned the importance of working closely with experts knowledgeable in the relevant field beginning *early* in the case. It is for this reason that we have retained several prominent experts, each of whom has vast experience in high-profile data breach class actions.

One expert has extensive experience concerning data security weaknesses in large data breach class actions, including those involving payment cards. Another expert has frequently testified on weaknesses in data security systems, the appropriateness of injunctive remedies, and the risks faced by consumers whose personal information was stolen in data breaches. A third expert has testified on issues of EMV chip technology. We anticipate using some or all of these experts at the class certification, summary judgment, settlement, and/or trial stages, and to provide input to Co-Lead Counsel when drafting the Consolidated Amended Complaint, drafting discovery requests, and preparing for depositions.

Second, we will ensure the efficient management of this litigation by adopting a detailed time and expense protocol for the Consumer Track. The protocol will require that all plaintiffs' counsel performing common benefit work must submit time and expense reports to Co-Lead Counsel on a monthly basis, to ensure that counsel is not performing unnecessary or duplicative work. Under the protocol, counsel must receive pre-approval from Co-Lead Counsel before engaging in work for which compensation will ultimately be sought from a common fund or other settlement structure. Specifically, the guidelines would include:

- A requirement that any work done receive written approval in advance by Co-Lead Counsel;
- Monthly submittal of time and expenses in an agreed-upon format, certified by counsel;
- Detailed and contemporaneous descriptions of work done, kept in increments of 1/10th of an hour, and a prohibition on block billing;
- Excluding time devoted to general "read and review" of filings, orders, pleadings, transcripts, and emails not directly related to substantive assignments.

Third, recent experience has taught that where, as here, the key liability facts are either already known or can be ascertained without protracted discovery, an early mediation is often a fruitful endeavor. Indeed, in a recent data breach class action before this Court involving the theft of W-2 tax information, the parties engaged in mediation and reached a settlement six months after the lawsuit was filed. *See Fulton-Green v. Accolade, Inc.*, No. 18-cv-00274-GEKP (E.D. Pa.) (filed in January 2018; settlement in principle reached in June 2018; final approval granted in September 2019).

Fourth, we have learned from experience in data breach cases the importance of using a *simple* claim form and claims process to maximize class members' participation in any settlement. Data breach settlements typically include: (i) free credit monitoring and identity theft insurance for a number of years; (ii) a cash fund to reimburse out-of-pocket costs and compensate for time spent responding to the breach; and (iii) injunctive relief to strengthen the defendant's data security systems. If these or similar benefits are achieved in a settlement, we will craft the settlement notice in simple, clear terms emphasizing the available benefits and requiring minimal effort or documentation to submit a claim. We would also engage a notice expert with particular expertise in digital notice plans capable of reaching class members through many different avenues such as social media and click-based advertising, geo-targeted to reach primarily residents of the states in which Wawa operates, but also consumers nationwide who might have shopped at Wawa while traveling.

2. Proposed Co-Lead Counsel Have Developed a Plan to Assign Discrete Tasks to Other Plaintiffs' Counsel

Given the magnitude of the Wawa data breach, the large number of plaintiffs and counsel in the Consumer Track, the significant amount of work that will be required to litigate this case, and the Court's preference in prior MDLs (*Imprelis* and *Eggs Antitrust*) for Co-Lead Counsel to

work with firms outside the Court-appointed leadership team, we have developed a plan to work with other plaintiffs' counsel to move the case forward in the most efficient and effective manner.

Specifically, we identified the following substantive areas in which other plaintiffs' counsel will be asked to provide assistance: (i) Pleadings/Complaint; (ii) Plaintiff Vetting & Plaintiff Discovery; (iii) Wawa Discovery; (iv) Third Party Discovery; (v) E-Discovery (ESI Protocol, search methodologies to be applied, etc.); (vi) Briefing/Legal Research; (vii) Experts; and (viii) Class Certification. Attorneys at the law firms identified in footnote 1 have been assigned to assist in these areas. Each firm has been assigned to one category. For the Court's convenience, a chart illustrating which firm has been assigned to which task is attached as Exhibit 5. The chart also includes a brief summary of each firm's professional experience.

The assistance of these firms will be on an as-needed basis, carefully overseen by Co-Lead Counsel. Measures will be put in place to ensure efficient litigation and to avoid duplication of effort. One or more proposed Co-Lead Counsel will oversee each of these substantive areas and will delegate only specific pre-determined tasks to the assigned firms. The assigned firms will be bound by the lodestar and expense protocol discussed above.

Proposed Co-Lead Counsel will coordinate their own tasks among themselves in the above categories, among others, based on the unique strengths of each firm, the needs of the litigation, staffing availability, and other considerations.

3. Each Proposed Co-Lead Counsel Has Meaningful Ties to the Philadelphia Metropolitan Area, Where Wawa Is Based

Ms. Savett, Ms. Liebenberg, Mr. Johns, and their respective firms are headquartered in the Philadelphia metropolitan area. Ms. Nussbaum has staffed the case with two experienced Philadelphia-based attorneys who are admitted in both Pennsylvania and this District. The

Philadelphia area (specifically, Delaware County) is where Wawa is headquartered, and where the key witnesses and evidence are located. All pending federal court cases have been filed in Philadelphia. Wawa is a local Philadelphia company and, we respectfully submit, this litigation should be led by Philadelphia-based counsel.

Each proposed Co-Lead Counsel is familiar with this District's rules, processes and procedures, as well as this Court's policies and procedures, having litigated here many times throughout their careers.

C. The Court Should Adopt a Multi-Track Approach for the Consumer, Financial Institution, and Employee Tracks

Courts in data breach cases consistently use a multi-track approach when both consumer and financial institution cases are filed. The multi-track structure accounts for variances between the different types of plaintiffs, classes, legal claims, theories of liability, and damages. The separate tracks typically proceed with distinct Consolidated Complaints, dispositive motions, class certification motions, and so forth. Where practical, counsel coordinate between the tracks for issues such as common discovery, expert work, and briefing schedules, among other things.

The proposed Co-Lead Counsel recommend using a separate Employee Track for the case filed on behalf of a class of current and former Wawa employees, *McGlade v. Wawa, Inc. et al.*, No. 20-cv-00248 (E.D. Pa.). *McGlade* is materially different than the consumer cases because: (i) it is brought solely on behalf of Wawa employees, not consumers; (ii) it alleges that hackers stole employee information, including Social Security numbers, whereas the consumer cases do not allege the theft of employee information; (iii) *McGlade* asserts claims for, *e.g.*, violation of the Fair Labor Standards Act and Pennsylvania Minimum Wage Act, whereas the consumer cases do not assert any employment-related claims; and (iv) the defendants in *McGlade* include various individual Wawa executives, whereas the consumer cases do not name

individual defendants. These differences implicate different legal issues, case theories, defenses, and discovery, justifying treatment as separate tracks.¹²

IV. CONCLUSION

The undersigned respectfully seek appointment of the following attorneys as Co-Lead Counsel in the Consumer Track: (i) Sherrie R. Savett of Berger Montague PC; (ii) Roberta D. Liebenberg of Fine, Kaplan and Black, R.P.C.; (iii) Benjamin F. Johns of Chimicles Schwartz Kriner & Donaldson-Smith LLP; and (iv) Linda Nussbaum of Nussbaum Law Group, P.C. A Proposed Order granting this requested relief is submitted with this application.

Dated: February 19, 2020

Respectfully submitted,

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¹² Three-track treatment is consistent with *Marriott, supra*, in which the Court used separate tracks for consumer, financial institution, securities fraud, and derivative cases. It is also consistent with *Am. Medical Collection Agency, supra*, in which the Court utilized a Quest track, LabCorp track, and Other Labs track specific to the different types of defendants. Also, this Court used a dual-track approach for Direct Purchasers and Indirect Purchasers in *Eggs Antitrust*.

/s/ Benjamin F. Johns

Benjamin F. Johns (PA Bar No. 201373)

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*Proposed Interim Co-Lead Counsel
for Consumer Track*

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of February 2020, a true and correct copy of the accompanying document was filed with the Clerk of Court via the Court's CM/ECF system for electronic service to all counsel of record.

/s/ Benjamin F. Johns

Benjamin F. Johns

EXHIBIT 1



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About Berger Montague

Berger Montague is one of the nation's oldest and most respected class action law firms, having litigated class actions for nearly fifty years. Berger Montague is a full-spectrum class action and complex civil litigation firm, with nationally known attorneys highly sought after for their legal skills. The firm has been recognized by courts throughout the country for its ability and experience in handling major complex litigation, particularly in the fields of data breach litigation, antitrust, securities, mass torts, civil and human rights, whistleblower cases, employment, and consumer protection. In numerous precedent-setting cases, the firm has played a principal or lead role.

The *National Law Journal*, which recognizes a select group of law firms each year that have done "exemplary, cutting-edge work on the plaintiffs' side," has selected Berger Montague in 12 out of 14 years (2003-05, 2007-13, 2015-16) for its "Hot List" of top plaintiff-oriented litigation firms in the United States. In 2018 and 2019, the *National Law Journal* recognized Berger Montague as "Elite Trial Lawyers" after reviewing more than 300 submissions for this award. The firm has also achieved the highest possible rating by its peers and opponents as reported in *Martindale-Hubbell* and was ranked as a 2019 "Best Law Firm" by *U.S. News - Best Lawyers*.

Currently, the firm consists of 65 lawyers, 25 paralegals, and an experienced support staff. Few firms in the United States have our breadth of practice and match our successful track record in such a broad array of complex litigation.

History of the Firm

Berger Montague was founded in 1970 by the late David Berger to concentrate on the representation of plaintiffs in a series of antitrust class actions. David Berger helped pioneer the use of class actions in antitrust litigation and was instrumental in extending the use of the class action procedure to other litigation areas, including securities, employment discrimination, civil and human rights, and mass torts. The firm's complement of nationally recognized lawyers has represented both plaintiffs and defendants in these and other areas and has recovered billions of dollars for its clients. In complex litigation, particularly in areas of class action litigation, Berger Montague has established new law and forged the path for recovery.

The firm has been involved in a series of notable cases, some of them among the most important in the last 50 years of civil litigation. For example, the firm was one of the principal counsel for plaintiffs in the *Drexel Burnham Lambert/Michael Milken* securities and bankruptcy litigation. Claimants in these cases recovered approximately \$2 billion in the aftermath of the collapse of the junk bond market and the bankruptcy of *Drexel* in the late 1980's. The firm was also among the principal trial counsel in the *Exxon Valdez Oil Spill* litigation in Anchorage, Alaska, a trial resulting in a record jury award of \$5 billion against Exxon, later reduced by the U.S. Supreme Court to \$507.5 million. Berger Montague was lead counsel in the *School Asbestos Litigation*, in which a national class of secondary and elementary schools recovered in excess of \$200 million to defray the costs of asbestos abatement. The case was the first mass tort property damage class action certified on a national basis. Berger Montague was also lead/liaison counsel in the *Three Mile Island Litigation* arising out of a serious nuclear incident.

Additionally, in the human rights area, the firm, through its membership on the executive committee in the *Holocaust Victim Assets Litigation*, helped to achieve a \$1.25 billion settlement with the largest Swiss banks on behalf of victims of Nazi aggression whose deposits were not returned after the Second World War. The firm also played an instrumental role in bringing about a \$4.37 billion settlement with German industry and government for the use of slave and forced labor during the Holocaust.

BM twice received Public Justice's "Trial Lawyer of The Year Award" for its role as lead counsel in in the *Rocky Flats* nuclear contamination litigation, a class action that took over 27 years, one trial, and two rounds of appeals to bring to resolution. See *Cook v. Rockwell Int'l Corp.*, No. 90-cv-00181 (D. Colo.) (\$377 million jury verdict, increased to \$926 million with interest; settled on appeal for \$375 million in 2017).

Practice Areas and Case Profiles

For purposes of brevity, this resume focuses on the firm's data breach practice area. It does not include a detailed discussion of the firm's other practice areas.

Technology, Privacy & Data Breach Practice Area

Berger Montague's Technology, Privacy & Data Breach practice group litigates on behalf of consumers nationwide to protect their privacy rights and seek redress.

Our attorneys possess extensive experience and the requisite background to successfully litigate a comprehensive range of privacy claims. We represent individuals in cases impacting tens of thousands to hundreds of millions of individuals against both prominent and lesser-known companies for violations of privacy rights and the failure to protect sensitive personal data.

Berger Montague has been involved in many large data privacy class actions, including:

1. **In re: American Medical Collection Agency, Inc. Customer Data Security Breach Litig., No. 19-md-02904 (D.N.J.)**. In this MDL class action, computer hackers stole confidential information including Social Security numbers, medical information, and other sensitive information for over 20 million patients of various medical labs. Berger Montague was appointed to the Plaintiffs' Steering Committee in the Quest Diagnostics

track, which is the largest track in the coordinated MDL proceedings. The case is ongoing.

2. **Beckett v. Aetna, Inc., No. 17-cv-03864 (E.D. Pa.)**. This case involved public disclosure of patient HIV information. Aetna mailed letters to 12,000 insureds with the insureds' HIV medication information visible through a large transparent window on the envelope. The HIV information was accessible to third parties such as family members, roommates, neighbors and mail carriers. The case settled in 2018 shortly after it was filed, resulting in a non-reversionary \$17 million fund. Each class member received an automatic payment of \$500 without being required to fill out a claim form, and class members were also allowed to submit claims for up to \$20,000 for financial or non-financial harm resulting from the disclosure. B&M served as Co-Lead Counsel.
3. **In re: Equifax Inc. Customer Data Security Breach Litig., MDL 2800, No. 17-md-2800 (N.D. Ga.)**. In this MDL class action, computer hackers stole 147 million Social Security numbers and related personal information from a Big-Three credit reporting agency. The case settled in 2019 for a non-reversionary common fund totaling \$380 million, with a potential additional contribution of \$125 million depending on claims rates. Settlement benefits include ten years of free credit monitoring and identity theft insurance; reimbursement of out-of-pocket costs and lost time; and substantial improvements to Equifax's data security systems (paid for by Equifax separate from the common fund, for an amount totaling \$1 billion over five years). This is the largest data breach settlement in U.S. history. BM's client served as a Class Representative on the master Consolidated Complaint. B&M assisted lead counsel.
4. **In re: Experian Data Breach Litig., No. 15-cv-01592 (C.D. Cal.)**. In this data breach class action, computer hackers stole 15 million Social Security numbers and related personal information from a Big-Three credit reporting agency. The case settled in 2019 for benefits valued at over \$170 million. Settlement benefits included two years of free credit monitoring and identity theft insurance; reimbursement of out-of-pocket costs and lost time; and various injunctive measures. B&M served on the Plaintiffs' Steering Committee.
5. **In re: Anthem, Inc. Data Breach Litig., MDL 2617, No. 15-MD-02617 (N.D. Cal.)**. In this MDL class action, computer hackers stole 80 million insureds' personal information including Social Security numbers and other sensitive information. The case settled in 2018 for a non-reversionary common fund totaling \$115 million, representing the then-largest data breach settlement in history. Settlement benefits included two years of free credit monitoring and identity theft insurance; reimbursement of out-of-pocket costs and lost time; and substantial improvements to Anthem's data security systems (paid for by Anthem separate from the common fund). BM's client served as a Class Representative on the master Consolidated Complaint. B&M assisted lead counsel.
6. **In re: Medical Informatics Engineering, Inc. Customer Data Security Breach Litig., MDL 2667, No. 15-md-02667 (N.D. Ind.)**. In this MDL class action, computer hackers stole medical and personal information for four million individuals from a medical records company. The case settled in 2019 (pending final approval). Settlement benefits include three years of free credit monitoring and identity theft insurance; reimbursement of out-of-pocket costs and lost time; and various injunctive measures. Several of BM's

clients served as Class Representatives on the master Consolidated Complaint. B&M assisted lead counsel.

7. ***In re: Heartland Payment Systems, Inc. Customer Data Security Breach Litig., MDL 2046, No. 09-MD-2046 (S.D. Tex.)***. In this MDL class action, hackers stole more than 100 million credit and debit card numbers from a large credit card processor. The case settled in 2011 for a cash fund to reimburse out-of-pocket costs, and injunctive relief. B&M served on the Plaintiffs' Steering Committee.
8. ***In re: Countrywide Fin'l. Corp. Customer Data Security Breach Litig., MDL 1998, No. 08-MD-01998-TBR (W.D. Ky.)***. In this MDL class action, a Countrywide employee was arrested for stealing and selling Countrywide customers' Social Security numbers, bank account information and other sensitive data. The case settled in 2010 for benefits including two years of free credit monitoring offered to 1.9 million individuals; a \$6.5 million cash fund to reimburse out-of-pocket losses for 17 million individuals; and injunctive relief involving improvements to Countrywide's data security systems. B&M served on the Plaintiffs' Executive Committee.
9. ***In re: Hannaford Bros. Co. Customer Data Sec. Breach Litig., MDL 1954, No. 08-md-01954 (D. Me.)***. In this MDL class action, computer hackers stole 4 million credit and debit card numbers from a large grocery store chain. The litigation led to groundbreaking appellate law recognizing the availability of damages for out-of-pocket credit monitoring costs and replacement credit card fees. *Anderson v. Hannaford Bros. Co.*, 659 F.3d 151, 167 (1st Cir. 2011). The appellate ruling serves as often-cited precedent in data breach litigation. B&M assisted lead counsel throughout the litigation and on appeal.
10. ***In re: TJX Cos. Retail Security Breach Litig., MDL No. 1838, No. 07-cv-10162-WGY (D. Mass.)***. In this MDL class action, computer hackers stole 45 million credit and debit card numbers and 455,000 driver's license numbers, which in many instances matched Social Security numbers. The breach was the then-largest theft of consumer data in U.S. history. A settlement was reached in 2008 valued at over \$200 million, including: (i) two years of free credit monitoring and identity theft insurance offered to 455,000 individuals whose driver's license numbers were exposed; (ii) a \$17 million fund available to 45 million individuals to reimburse out-of-pocket costs and lost time; and (iii) injunctive relief regarding improvements to TJX's data security systems. These elements became the template for most subsequent data breach settlements. In approving the settlement, former Chief Judge William Young praised the result as an "excellent settlement" containing "innovative" and "groundbreaking" elements. B&M served as Co-Lead Counsel.

Relevant Attorney Biographies

Below are biographies of the Berger Montague attorneys who will have substantial involvement in the Wawa, Inc. data breach litigation.

Sherrie R. Savett – Chair *Emeritus* & Managing Shareholder



Sherrie R. Savett, Chair *Emeritus* of the Firm, is Co-Chair of the Technology, Privacy & Data Breach practice group, Securities Litigation Department, and *Qui Tam*/False Claims Act Department. She is also a member of the Firm's Management Committee. She has practiced in the areas of securities litigation, class actions, and commercial litigation since 1975.

Ms. Savett serves or has served as lead or co-lead counsel or as a member of the executive committee in a large number of important data breach, consumer, and securities fraud class actions in federal and state courts across the country, including:

- ***In re: Experian Data Breach Litig.***: Ms. Savett served on the Plaintiff's Executive Committee in this data breach class action described above. (No. 15-cv-01592 (C.D. Cal.));
- ***In re: TJX Cos. Retail Security Breach Litig.***: Ms. Savett served as Co-Lead Counsel in this data breach class action described above. (MDL No. 1838, No. 07-cv-10162-WGY (D. Mass.));
- ***In re Alcatel Alsthom Securities Litigation***: The Firm, as co-lead counsel, obtained a class settlement for investors of \$75 million cash. (MDL Docket No. 1263 (PNB) (E.D. Tex.));
- ***In re CIGNA Corp. Securities Litigation***: The Firm, as co-lead counsel, obtained a settlement of \$93 million for the benefit of the class. (Master File No. 2:02-cv-8088 (E.D. Pa.));
- ***In re Fleming Companies, Inc. Securities Litigation***: The Firm, as lead counsel, obtained a class settlement of \$94 million for the benefit of the class. (No. 5-03-MD-1530 (TJW) (E.D. Tex.));
- ***In re KLA Tencor Securities Litigation***: The Firm, as a member of Plaintiffs' Counsel's Executive Committee, obtained a cash settlement of \$65 million in an action on behalf of investors against KLA-Tencor and certain of its officers and directors. (No. 06-cv-04065 (N.D. Cal.));
- ***Medaphis/Deloitte & Touche*** (class settlement of \$96.5 million) (No. 1:96-CV-2088-FMH (N.D. GA));

- ***In re Rite Aid Corp. Securities Litigation:*** The Firm, as co-lead counsel, obtained settlements totaling \$334 million against Rite Aid's outside accounting firm and certain of the company's former officers. (No. 99-cv-1349) (E.D. Pa.);
- ***In re Sotheby's Holding, Inc. Securities Litigation:*** The Firm, as lead counsel, obtained a \$70 million settlement, of which \$30 million was contributed, personally, by an individual defendant (No. 00-cv-1041 (DLC) (S.D.N.Y.));
- ***In re Waste Management, Inc. Securities Litigation:*** In 1999, the Firm, as co-lead counsel, obtained a class settlement for investors of \$220 million cash, which included a settlement against Waste Management's outside accountants. (No. 97-cv-7709 (N.D. Ill.)); and
- ***In re Xcel Inc. Securities, Derivative & "ERISA" Litigation:*** The Firm, as co-lead counsel in the securities actions, obtained a cash settlement of \$80 million on behalf of investors against Xcel Energy and certain of its officers and directors. (No. 02-cv-2677 (DSD/FLN) (D. Minn.)).

Ms. Savett has helped establish several significant precedents. Among them is the holding (the first ever in a federal appellate court) that municipalities are subject to the anti-fraud provisions of SEC Rule 10b-5 under § 10(b) of the Securities Exchange Act of 1934, and that municipalities that issue bonds are not acting as an arm of the state and therefore are not entitled to immunity from suit in the federal courts under the Eleventh Amendment. *Sonnenfeld v. City and County of Denver*, 100 F.3d 744 (10th Cir. 1996).

In the *U.S. Bioscience* securities class action, a biotechnology case where critical discovery was needed from the federal Food and Drug Administration, the court ruled that the FDA may not automatically assert its administrative privilege to block a subpoena and may be subject to discovery depending on the facts of the case. *In re U.S. Bioscience Secur. Litig.*, 150 F.R.D. 80 (E.D. Pa. 1993).

In the *CIGNA Corp. Securities Litigation*, the Court denied defendants' motion for summary judgment, holding that a plaintiff has a right to recover for losses on shares held at the time of a corrective disclosure and his gains on a stock should not offset his losses in determining legally recoverable damages. *In re CIGNA Corp. Securities Litigation*, 459 F. Supp. 2d 338 (E.D. Pa. 2006).

Additionally, Ms. Savett has become increasingly well-known in the area of consumer litigation, achieving a groundbreaking \$24 million settlement in 2008 in the *Menu Foods* case brought by pet owners against manufacturers of allegedly contaminated pet food. (*In re Pet Food Products Liability Litigation*, MDL Docket No. 1850 (D.N.J. 2007).

In the data breach area, she was co-lead counsel in *In re TJX Retail Securities Breach Litigation*, MDL Docket No. 1838 (D. Mass), the first very large data breach case where hackers stole personal information from 45 million consumers. The settlement, which became the template for future data breach cases, consisted of providing identity theft insurance to those whose social

security or driver's license numbers were stolen, a cash fund for actual damages and time spent mitigating the situation, and injunctive relief.

In the past decade, she has also actively worked in the False Claims Act arena. She was part of the team that litigated over more than a decade and settled the Average Wholesale Price *qui tam* cases, which collectively settled for more than \$1 billion.

Ms. Savett also litigated a case on behalf of the City of Philadelphia titled *City of Philadelphia v. Wells Fargo & Co.*, No. 17-cv-02203 (E.D. Pa.), involving alleged violations of the Fair Housing Act. The case was resolved in 2019 with a settlement providing \$10 million to go to citizens of Philadelphia for down payment assistance, to local agencies to assist homeowners in foreclosure, and for greening and cleaning foreclosed properties in Philadelphia which blight neighborhoods.

Ms. Savett speaks and writes frequently on securities litigation, consumer class actions and False Claims Act litigation. She is a lecturer and panelist at the University of Pennsylvania Law School on the subjects of Securities Law and the False Claims Act /Qui Tam practice from the whistleblower's perspective. She has also lectured at the Wharton School of the University of Pennsylvania and at the Stanford Law School on prosecuting shareholder class actions and on False Claims Act Litigation. She is frequently invited to present and serve as a panelist in American Bar Association, American Law Institute/American Bar Association and Practising Law Institute (PLI) conferences on securities class action litigation and the use of class actions in consumer litigation. She has been a presenter and panelist at PLI's Securities Litigation and Enforcement Institute annually from 1995 to 2010. She has also spoken at major institutional investor and insurance industry conferences, and DRI – the Voice of the Defense Bar. In February 2009, she was a member of a six-person panel who presented an analysis of the current state of securities litigation before more than 1,000 underwriters and insurance executives at the PLUS (Professional Liability Underwriting Society) Conference in New York City. She has presented at the Cyber-Risk Conference in 2009, as well as the PLUS Conference in Chicago on November 16, 2009 on the subject of litigation involving security breaches and theft of personal information.

Most recently, in April 2019, she spoke as a panelist at PLI's Securities Litigation 2019: From Investigation to Trial program. Her panel was titled "Commencement of a Civil Action: Filing the Complaint, Preparing the Motion to Dismiss, Coordinating Multiple Securities Litigation Actions." Ms. Savett also co-authored an article for the program that was published in PLI's *Corporate Law and Practice Court Handbook Series*. The article is titled "After the Fall—A Plaintiff's Perspective."

In 2015 and 2016, she served as a panelist in American Law Institute programs held in New York City called "Securities and Shareholder Litigation: Cutting-Edge Developments, Planning and Strategy." Ms. Savett also spoke at the 2013 ABA Litigation Section Annual Conference in Chicago on two panels. One program on securities litigation was entitled "The Good, The Bad, and The Ugly: Ethical Issues in Class Action Settlements and Opt Outs." The other program focused on consumer class actions in the real estate area and was entitled "The Foreclosure Crisis Puzzle: Navigating the Changing Landscape of Foreclosure."

In May 2007, Ms. Savett spoke in Rome, Italy at the conference presented by the Litigation Committee of the Dispute Resolution Section of the International Bar Association and the Section of International Law of the American Bar Association on class certification. Ms. Savett participated in a mock hearing before a United States Court on whether to certify a worldwide class action that includes large numbers of European class members.

Ms. Savett has written numerous articles on securities and complex litigation issues in professional publications, including:

- "After the Fall – A Plaintiff's Perspective," with Phyllis M. Parker, *PLI Corporate Law and Practice Course Handbook Series No. B-2475*, pg. 73-105, April 2019
- "Plaintiffs' Vision of Securities Litigation: Current Trends and Strategies," 1762 *PLL* October 2009
- "Primary Liability of 'Secondary' Actors Under the PSLRA," I *Securities Litigation Report*, (Glasser) November 2004
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," 1442 *PLI/Corp. 13*, September – October 2004
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SJ084 ALI-ABA 399, May 13-14, 2004
- "The 'Indispensable Tool' of Shareholder Suits," *Directors & Boards*, Vol. 28, February 18, 2004
- "Plaintiffs Perspective on How to Obtain Class Certification in Federal Court in a Non-Federal Question Case," 679 *PLI*, August 2002
- "Hurdles in Securities Class Actions: The Impact of Sarbanes-Oxley From a Plaintiffs Perspective," 9 *Securities Litigation and Regulation Reporter* (Andrews), December 23, 2003
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SG091 ALI-ABA, May 2-3, 2002
- "Securities Class Actions Since the 1995 Reform Act: A Plaintiffs Perspective," SF86 ALI-ABA 1023, May 10, 2001
- "Greetings From the Plaintiffs' Class Action Bar: We'll be Watching," SE082 ALI-ABA739, May 11, 2000
- "Preventing Financial Fraud," B0-00E3 *PLJB0-00E3* April – May 1999
- "Shareholders Class Actions in the Post Reform Act Era," SD79 ALI-ABA 893, April 30, 1999
- "What to Plead and How to Plead the Defendant's State of Mind in a Federal Securities Class Action," with Arthur Stock, *PLI*, ALI/ABA 7239, November 1998
- "The Merits Matter Most: Observations on a Changing Landscape Under the Private Securities Litigation Reform Act of 1995," 39 *Arizona Law Review* 525, 1997
- "Everything David Needs to Know to Battle Goliath," ABA Tort & Insurance Practice Section, *The Brief*, Vol. 20, No.3, Spring 1991
- "The Derivative Action: An Important Shareholder Vehicle for Insuring Corporate Accountability in Jeopardy," *PLIH4-0528*, September 1, 1987

- “Prosecution of Derivative Actions: A Plaintiffs Perspective,” *PLIH4-5003*, September 1, 1986

Ms. Savett is widely recognized as a leading litigator and a top female leader in the profession by local and national legal rating organizations.

In 2019, *The Legal Intelligencer* named Ms. Savett a "Distinguished Leader," and in 2018 she was named to the *Philadelphia Business Journal's* 2018 Best of the Bar: Philadelphia's Top Lawyers.

The Legal Intelligencer and *Pennsylvania Law Weekly* named her one of the “56 Women Leaders in the Profession” in 2004.

In 2003-2005, 2007-2013, and 2015-2016, Berger Montague was named to the *National Law Journal's* “Hot List” of 12-20 law firms nationally “who specialize in plaintiffs’ side litigation and have excelled in their achievements.” The Firm is on the *National Law Journal's* “Hall of Fame,” and Ms. Savett’s achievements were mentioned in many of these awards.

Ms. Savett was named a “Pennsylvania Top 50 Female Super Lawyer” and/or a “Pennsylvania Super Lawyer” from 2004 through 2018 by *Philadelphia Magazine* after an extensive nomination and polling process among Pennsylvania lawyers.

In 2006 and 2007, she was named one of the “500 Leading Litigators” and “500 Leading Plaintiffs’ Litigators” in the United States by *Lawdragon*. In 2008, Ms. Savett was named as one of the “500 Leading Lawyers in America.” Also in 2008, she was named one of 25 “Women of the Year” in Pennsylvania by *The Legal Intelligencer* and *Pennsylvania Law Weekly*, which stated on May 19, 2008 in the *Women in the Profession* in *The Legal Intelligencer* that she “has been a prominent figure nationally in securities class actions for years, and some of her recent cases have only raised her stature.” In June 2008, Ms. Savett was named by *Lawdragon* as one of the “100 Lawyers You Need to Know in Securities Litigation.”

Unquestionably, it is because of Ms. Savett, who for decades has been in the top leadership of the Firm, that the Firm has a remarkably high proportion of women lawyers and shareholders. At this time, 23 of the Firm’s 66 lawyers (34.8%) are women, and 11 of the Firm’s 33 shareholders (33.3%) are women. This percentage of women shareholders far exceeds the 23.4% of representation of women among partners in 45 American cities, and far exceeds the 19.8% of women among partners in Philadelphia law firms, according to the National Association of Law Placement.

Ms. Savett has aggressively sought to hire women, without regard to age or whether they are “right out of law school.” Several of the women who have children are able to continue working at the Firm because Ms. Savett has instituted a policy of flexible work time and fosters an atmosphere of cooperation, teamwork and mutual respect. As a result, the women attorneys stay on and have long and productive careers while still maintaining a balanced life. Ms. Savett has a

personal understanding of the challenges and satisfactions that women experience in practicing law while raising a family. Ms. Savett has three children and five grandchildren. One of her daughters and her daughter-in-law are lawyers.

Ms. Savett has taught those around her more than good lawyering. She places great emphasis in her own life on devotion to family, community service and involvement in charitable organizations. She teaches others by her example and her obvious interest in their efforts and achievements.

Ms. Savett is a well-known leader of the Philadelphia legal, business, cultural and Jewish community. She is an exemplary citizen who spends endless hours of her after-work time helping others in the community.

From 2011 – 2014, Ms. Savett served as President and Board Chair of the Jewish Federation of Greater Philadelphia (JFGP), a community of over 215,000 Jewish people. She is only the third woman to serve as the President, the top lay leader of the Federation, in the 117 years of its existence.

Ms. Savett also serves on the Board of the National Liberty Museum, The National Museum of American Jewish History, and the local and national boards of American Associates of Ben Gurion University of the Negev. She had previously served as Chairperson of the Southeastern Pennsylvania State of Israel Bonds Campaign and has served as a member of the National Cabinet of State of Israel Bonds. In 2005, Ms. Savett received The Spirit of Jerusalem Medallion, the State of Israel Bonds' highest honor.

Ms. Savett has used her positions of leadership in the community to identify and help promote women as volunteer leaders. Ms. Savett has selected a few worthy causes to which she tirelessly dedicates herself. According to leaders of The Jewish Federation of Greater Philadelphia, Ms. Savett is viewed by many women in the philanthropic world as a role model.

Ms. Savett earned her J.D. from the University of Pennsylvania Law School and a B.A. *summa cum laude* from the University of Pennsylvania. She is a member of Phi Beta Kappa.

Ms. Savett has three married children, four grandsons, and two granddaughters. She enjoys tennis, biking, physical training, travel, and collecting art, especially glass and sculpture.

Jon J. Lambiras – Shareholder



Jon J. Lambiras, Esq., CPA, CFE is a Shareholder in the Securities and Consumer Protection practice groups. Since joining the Firm in 2003, he has practiced primarily in the areas of consumer protection and data breach class actions, and securities fraud litigation.

In the Consumer Protection group, Jon concentrates on data breach litigation involving the theft of personal information by computer hackers. In the Securities group, he concentrates on class action and opt-out litigation involving accounting fraud and financial misrepresentations made to investors. He has also litigated Antitrust pay-for-delay matters involving drug manufacturers wrongly keeping generic drugs off the market.

Jon has been deeply involved in virtually all data breach cases summarized in the data breach practice area above.

Jon is an attorney, Certified Public Accountant, and Certified Fraud Examiner. Prior to law school, he practiced accounting for four years as a financial statement auditor, including with a Big-Four accounting firm.

Jon has obtained the highest peer review rating, "AV Preeminent," in Martindale-Hubbell for his legal abilities and ethical standards. Also, for several years from 2012 to the present, he was selected for inclusion in "Pennsylvania Super Lawyers" or "Rising Stars," an honor conferred on less than 5% of attorneys in Pennsylvania.

Jon has published numerous articles and lectured on various class action topics, as summarized below. He has also commented on class action issues for publications such as The Washington Post and The Legal Intelligencer, among others. The cases on which he worked have collectively settled for hundreds of millions of dollars.

While in law school, Jon was a Lead Articles Editor for the Pepperdine Law Review.

Jon's speaking engagements include the following:

- "Securities Fraud Class Actions: A Primer for Certified Fraud Examiners," 2018, presented to the Association of Certified Fraud Examiners
- "Securities Fraud Class Actions: A Bird's Eye View," 2017, presented to the Delaware County Bar Association
- "Securities Fraud Class Actions: A Bird's Eye View for Attorney-CPAs," 2017, presented to the Philadelphia Chapter of the American Association of Attorney-CPAs
- "How the CFO Landed in Prison: The Nuts & Bolts of His Fraud," 2012, presented to the Phila. Chap. of the Am. Assoc. of Attorney-CPAs
- "State of the Cyber Nation Address," 2011, presented at HB Litigation/NetDiligence Cyber Risk & Privacy Forum
- "Data Breach Class Actions Involving Theft of Personal Information," 2009, presented to the Phila. Chap. of the Am. Assoc. of Attorney-CPAs
- "Class Actions Involving Estate Planning, Financial Planning, Trusts, and Income Tax," 2009, presented to the Phila. Chap. of the Am. Assoc. of Attorney-CPAs
- "Securities Fraud Class Actions: Comparing and Contrasting the Plaintiffs' and Defendants' View," 2007, presented to the Phila. Chap. of the Am. Assoc. of Attorney-CPAs
- "Securities Fraud Class Actions: A Primer for the Attorney-CPA," 2006-08, presented to the Phila. Chap. of the Am. Assoc. of Attorney-CPAs

EXHIBIT 2

ABOUT THE FIRM

FINE, KAPLAN AND BLACK, R.P.C.

One South Broad Street, 23rd Floor
Philadelphia, Pennsylvania 19107
(215) 567-6565

Fine, Kaplan and Black is a nationally recognized firm located in Philadelphia, Pennsylvania, which devotes its practice entirely to litigation, with particular emphasis on antitrust, consumer protection, class actions, complex commercial litigation, and white-collar criminal defense.

Fine, Kaplan and Black has consistently been highly ranked as one of the premier antitrust practices in both Pennsylvania and the entire country by the *Chambers USA Client Guide*. The *Guide* praises the Firm as an “excellent boutique firm” that is comprised of “erudite and capable attorneys.” In the *Guide*, clients praised the Firm for its “absolutely fantastic service” and “superb attorneys.”

In addition, many of Fine, Kaplan and Black’s attorneys are highly ranked in *Chambers; Best Lawyers in America; The U.S. Legal 500* and “*Who’s Who: Legal Competition*” by Global Competition Review.

Since its formation in 1975, the Firm has been involved in many of the most significant antitrust and class action cases in federal and state courts.

Courts have commented favorably on the high quality of the Firm’s representation of Plaintiff Classes. In *In re Urethane (Polyether Polyols) Antitrust Litig.*, MDL No. 1616 (D. Kan.), the firm won a \$1.06 billion judgment against Dow Chemical Company after a four week jury trial, and Dow later settled for \$835 million. Judge Lungstrum noted that “in almost 25 years of service on the bench, this Court has not experienced a more remarkable result.” *Urethane*, 2016 WL 4060156, at *4 (D. Kan. July 29, 2016). In *In re Linerboard Antitrust Litig.*,

2004 WL 1221350, at *6 (E.D. Pa. June 2, 2004), in which our Firm was a member of Plaintiffs' Executive Committee, the Court approved a settlement of \$202.5 million for the benefit of the class, and stated, "the lawyering in the case at every stage was superb...." In *In re Lorazepam and Clorazepate Antitrust Litig.*, MDL No. 1290, 2003 WL 22037741, at *6 (D.D.C. June 16, 2003), in which our Firm was Co-Lead Counsel for the class of direct purchasers, in approving the settlement the Court characterized counsel as "among the best and most experienced antitrust litigators in the country." In *In re NASDAQ Market-Makers Antitrust Litig.*, 187 F.R.D. 465, 474 (S.D.N.Y. 1998), the Firm served as one of Plaintiffs' Co-Lead Counsel, and the Court approved a settlement of over \$1 billion, complimenting the Firm by noting that, "[i]t is difficult to conceive of better representation than the parties to this action achieved."

In addition to Ms. Liebenberg's resume, resumes of the other Fine Kaplan attorneys who will work on this matter are included herewith.

FINE, KAPLAN AND BLACK

Roberta D. Liebenberg
rliebenberg@finekaplan.com
(215) 567-6565

Roberta D. Liebenberg is a senior partner at Fine Kaplan and Black in Philadelphia, where she focuses her practice on class actions, antitrust, consumer and complex commercial litigation, and white-collar criminal defense. She is a graduate of the University of Michigan and the Catholic University Columbus School of Law, *magna cum laude*, where she was the Notes Editor of the Law Review. Thereafter, she served as a law clerk for the United States Court of Appeals for the Fourth Circuit.

Ms. Liebenberg served as one of trial counsel for the plaintiff class in *In re Urethane [Polyether Polyols] Antitrust Litigation*, MDL No. 1616 (D. Kan.). After a four-week trial, a jury returned a verdict for the class against The Dow Chemical Company in excess of \$400 million, prior to trebling. After accounting for pre-trial settlements with other defendants of \$139 million, the Court entered a final judgment for the class in the amount of \$1.06 billion. This was the largest judgment ever awarded in a price-fixing case. The judgment was later unanimously affirmed by the Tenth Circuit. *In re Urethane Antitrust Litig.*, 768 F.3d 1245 (10th Cir. 2014). While the case was pending on appeal in the United States Supreme Court, Dow agreed to a settlement for \$835 million, the largest settlement ever recovered in a price-fixing case from a single defendant.

She has also held leadership roles for the plaintiff classes in numerous other complex antitrust and consumer class actions as well. For example, Ms. Liebenberg was appointed by the Court as Lead Counsel for the End-Payer Plaintiff Class in *In re Generic Pharmaceuticals Pricing Antitrust Litigation*, MDL No. 2724 (E.D. Pa.), and Co-Lead Counsel for the class in *In re Railway Industry Employee No-Poach Antitrust Litigation*, MDL No. 2850 (W.D. Pa.).

Ms. Liebenberg has extensive experience in many cases involving data breach issues and the credit card industry. For example, in *In re Target Corp. Customer Data Security Breach Litigation*, MDL No. 14-2522 (D. Minn.), Ms. Liebenberg served on the expert committee on behalf of the Plaintiffs' Financial Institution Class, where a settlement valued at over \$100 million was reached on behalf of the class. Ms. Liebenberg also served on the expert committee in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, No. 1:05-md-1720 (E.D.N.Y.), which recently was settled with Visa and Mastercard for \$5.54 billion. Ms. Liebenberg was appointed as Lead Counsel in *In re Providian Financial Corp. Credit Card Terms Litigation*, MDL No. 1301 (E.D. Pa. 2001), a large consumer fraud class action in which a \$105 million recovery was achieved for the benefit of the class.

Ms. Liebenberg defended Southwest Airlines in *In re Domestic Airline Travel Antitrust Litig.*, MDL No. 2656 (D.D.C.) and successfully defended Southwest in an antitrust action brought against it in *Love Terminal Partners, L.P. v. City of Dallas*, 527 F. Supp. 2d 538 (N.D. Tex. 2007). She represented Temple University in connection with a high-profile class action lawsuit brought by students enrolled in the Fox School of Business and Management. *Smith, et al. v. Temple University*, No. 18-590 (E.D. Pa.). She served as one of trial counsel in *United States v. Stolt-Nielsen, S.A.*, a complex and landmark criminal matter involving the Antitrust Division's Amnesty

Program in which she successfully defended a high-level executive charged with violations of the Sherman Antitrust Act. The charges were all dismissed after a three-week bench trial. *United States v. Stolt-Nielsen, S.A.*, 524 F. Supp. 2d 609 and 524 F. Supp. 2d 586 (E.D. Pa. 2007).

Ms. Liebenberg was the 2019 inductee to the American Antitrust Institute Private Enforcement Hall of Fame. She has repeatedly been listed in the highest band-level as one of the leading antitrust lawyers in the country by the *Chambers USA Guide: America's Leading Business Lawyers*. Also, every year since 2004, *Chambers* has included her in the highest band level among antitrust lawyers in Pennsylvania. The Chambers Guide has described her as “a first-class litigator” and stated that “she truly is one of the most talented and accomplished antitrust lawyers in the country.” Also, she was named by *Best Lawyers* as “Antitrust Lawyer of the Year” in Philadelphia in 2013, 2018 and 2020. Since 2006, she has been listed in *Best Lawyers in America* in the field of Antitrust. The US Legal 500 listed Ms. Liebenberg as one of the nation's “leading lawyers” in the field of antitrust class actions and she was listed by “Who's Who: Legal Competition,” by Global Competition Review.

In 2019, Ms. Liebenberg was named by The National Law Journal as one of the “Elite Women of the Plaintiffs’ Bar.” She also received The Philadelphia Inquirer’s “Influencers of Law” Lifetime Achievement Award in 2019. She was also named by Corporate Counsel and Inside Counsel as the recipient of their 2018 “Lifetime Achievement Award.” She was honored with Hortense Ward Courageous Leader Award by the Center for Women in Law at the University of Texas School of Law in April 2018. In June 2017, she received the “Distinguished Leader Award” from *The Legal Intelligencer*. In February 2017, she received the Martha Fay Africa Golden Hammer Award from the American Bar Association's Law Practice Division, in recognition of professional excellence in her career and her commitment to diversity. In August 2016, she received the Margaret Brent Women Lawyers of Achievement Award from the American Bar Association's Commission on Women in the Profession. This is the highest award bestowed upon a woman attorney by the ABA. In May 2015, the *National Law Journal* named Ms. Liebenberg as one of the nation's 75 most “Outstanding Women Lawyers.” Previously, in 2007 the *National Law Journal* had named her as one of its “50 Most Influential Women Lawyers in America.” In April 2015, she was honored with the “Lifetime Achievement Award” by *The Legal Intelligencer*, in recognition of her “exemplary career” and her “significant impact on the profession.” She has been named five times as one of the “Top Ten Super Lawyers in Pennsylvania.” In April 2014, she received the Chambers Women in Law “Outstanding Achievement Award.” She received the Ms. JD “Sharing Her Passion Award” in February 2014. Ms. Liebenberg was the recipient of the inaugural Chambers Women in Law Award for “Outstanding Contributions to Gender Diversity and Equality” in January 2013. In November, 2012, she received the Florence K. Murray Award from the National Association of Women Judges. That Award is given to someone “who has opened doors and advanced opportunities for women attorneys.” Ms. Liebenberg also is the recipient of the 2008 Sandra Day O'Connor Award by the Philadelphia Bar Association. This Award is conferred annually on a woman attorney “who has demonstrated superior legal talent, achieved significant legal accomplishments, and has furthered the advancement of women in both the profession and the community.”

In October, 2006, Ms. Liebenberg was named by Pennsylvania Governor Ed Rendell as a “Distinguished Daughter of Pennsylvania” for her “leadership and contributions to the State.” In

May, 2012, Ms. Liebenberg was selected as one of two inaugural “Leaders in Residence” at The Center for Women in Law at the University of Texas School of Law, which described her as a “nationally-recognized leader in the advancement of women lawyers.” In April, 2003, she was named as the first recipient of the Lynette Norton Award by the Pennsylvania Bar Association's Commission on Women in the Profession. That Award was given to her in recognition of her “outstanding litigation skills” and “mentoring of women attorneys.” In April 2010, she was named one of the “Women of Distinction” by *The Legal Intelligencer*. In December, 2003, she was named as one of the “Women of Distinction” by the *Philadelphia Business Journal* and the National Association of Women Business Owners, based on her “commitment to professional excellence and community involvement.”

Ms. Liebenberg served as Chair of the American Bar Association's Standing Committee on the Federal Judiciary from 2006-2007. That Committee performs peer review evaluations of all federal court nominees. Prior to that appointment, she served as the Third Circuit representative on the Standing Committee from 2005-2006. She served as Co-Chair of the Practitioners' Reading Group in connection with the Standing Committee's evaluations of the nominations of Supreme Court Justices Sotomayor and Kagan. From 2003 to 2005, Ms. Liebenberg was a member of the Board of Governors of the ABA, representing Pennsylvania and New Jersey. In addition, she served on the Governing Council of the ABA's Section of Litigation and was the Section's Delegate to the House of Delegates. She was Vice Chair of the ABA Antitrust Section's Cartel and Criminal Practice Committee. She also served as Chair of the Class Actions and Derivative Suits Committee of the ABA Section of Litigation. Ms. Liebenberg formerly chaired the Philadelphia Bar Association's Antitrust Committee from 1993-1997 and 2002-2007.

From 2013-2018, Ms. Liebenberg served as Chair of DirectWomen, the only organization dedicated to increasing the representation of women lawyers on corporate boards. She also currently serves as Co-Chair of the ABA Presidential Initiative on Achieving Long-Term Careers for Women in Law. From 2008-2011 and 2013-2014, she served as Chair of the American Bar Association's Commission on Women in the Profession, whose first Chair was Hillary Rodham Clinton. Ms. Liebenberg also served as the first Chair of the American Bar Association's Gender Equity Task Force from 2012-2013. In addition, she was Chair of the Pennsylvania Bar Association's Commission on Women in the Profession from 1995-1997. She also served as Co-Chair of the Philadelphia Bar Association's Women in the Profession Committee from 2005-2007.

In 2010, Ms. Liebenberg was selected as one of 14 national “Visionary Delegates” for Vision 2020, a national project focused on achieving gender equality and celebrating the 100th anniversary of the enactment of the 19th Amendment. She serves as one of its Vice Chairs and is a member of its Leadership Circle. Ms. Liebenberg was appointed by the Pennsylvania Supreme Court to the Interbranch Commission for Gender, Racial and Ethnic Fairness. Previously, she was appointed by the Pennsylvania Supreme Court to its Committee on Racial and Gender Bias in the Justice System, where she was Co-Chair of the Gender Bias Committee. In addition, she served as Co-Chair of the Philadelphia Bar Association's Special Committee to Coordinate the Bar's Response to Racial and Gender Bias in the Justice System, as well as its Gender Fairness Task Force.

Ms. Liebenberg is a member of the Board of Directors of the ABA Retirement Funds and a member of the Board of the American Antitrust Institute. She is also a member of the American Law Institute and is a Life Fellow of The American Bar Foundation. She has written and lectured extensively on a wide range of subjects, including antitrust, class actions, and expert witness testimony, and issues pertaining to gender, racial and ethnic fairness in the legal profession and justice system.

Practice Areas

- Antitrust
- Class Actions
- Complex Commercial Litigation
- White Collar Criminal Litigation

Bar Admissions

- Virginia, 1975
- District of Columbia, 1976
- Pennsylvania, 1980
- U.S. District Court Eastern District of Pennsylvania, 1980
- U.S. Court of Appeals Third Circuit, 1980
- U.S. Supreme Court, 1984

Education

- Catholic University of America, Columbus School of Law, Washington, District of Columbia, 1975, J.D.
Honors: *magna cum laude*
Law Review: Notes Editor, *Catholic University Law Review*, 1975
- University of Michigan, Ann Arbor, Michigan, 1970, B.A.
Honors: With Distinction

Representative Cases

- *In re Urethane Antitrust Litig.*, 768 F.3d 1245 (10th Cir. 2014) (affirming judgment of \$1.06 billion for plaintiff class after four-week jury trial)
- *In re Generic Pharmaceuticals Pricing Antitrust Litig.*, 338 F. Supp. 3d 404 (E.D. Pa. 2018) and 2019 WL 653854 (E.D. Pa. Feb. 15, 2019) (appointed as Lead Counsel for the End-Payer Plaintiff Class)
- *In re Railway Employee No-Poach Antitrust Litig.*, MDL No. 2850 (W.D. Pa.) (appointed as Co-Lead Counsel by the Court)
- *In re Domestic Airline Travel Antitrust Litig.*, MDL No. 2656 (D.D.C.) (Counsel for Southwest Airlines)
- *Smith, et al. v. Temple University*, No. 18-590 (E.D. Pa.) (Counsel for Temple University)

- *In re Target Corp. Customer Data Security Breach Litig.*, MDL No. 14-2522 (D. Minn.) (member of Expert committee; settlement worth over \$100 million)
- *In re Payment Card Interchange Fee and Merchant Discount Litig.*, No. 1:05-md-1720 (E.D.N.Y.) (member of expert committee; \$5.54 billion settlement)
- *In re Provident Financial Corp. Credit Card Terms Litig.*, MDL 1301 (E.D. Pa. 2001) (Co-Lead Counsel for Plaintiff Class; \$105 million settlement)
- *In re Navistar Maxxforce Engines Marketing, Sales Practices and Products Liability Litig.*, MDL No. 2590, No. 14-cv-10318 (N.D. Ill.) (served on Master Complaint committee and Law and Motions and Discovery committees) (\$135 million settlement)
- *In re Humira Antitrust Litig.*, No. 19-1873 (N.D. Ill.) (appointed by Court to Plaintiffs' Executive Committee)
- *In re Capacitors Antitrust Litig.*, 154 F. Supp. 3d 918 (N.D. Cal. 2015)
- *Standard Iron Works v. ArcelorMittal, et al.*, 639 F. Supp. 2d 877 (N.D. Ill. 2009)
- *In re Aftermarket Filters Antitrust Litig.*, 2009 WL 3754041 (N.D. Ill. Nov. 5, 2009)
- *United States v. Stolt-Nielsen S.A.*, 524 F. Supp. 2d 609 (E.D. Pa. 2007) and 524 F. Supp. 2d 586 (E.D. Pa. 2007)
- *Love Terminal Partners L.P. v. City of Dallas*, 527 F. Supp. 2d 538 (N.D. Tex. 2007)
- *In re Linerboard Antitrust Litig.*, 305 F. 3d 145 (3d Cir. 2002)
- *Cullen v. Whitman Medical Corp.*, 197 F.R.D. 136 (E.D. Pa. 2000)

Published Works

- "Walking Out the Door – The Facts, Figures and Future of Experienced Women Lawyers in Private Practice," Co-Author, Fall 2019
- "Too Many Senior Women Are Leaving the Profession," ABA Law Practice Today, November 2018
- "Roundtable on Women and the Business of Law," Burford Capital Equity Project, October-November 2018
- "Moving the Needle on Corporate Boards: More Women Lawyers Needed," *Forum Magazine*, May 2017
- "Making It Rain," *ABA Law Practice Today*, April 2017
- *Best Lawyers in America*, "Wanted: More Women on Corporate Boards: Legal Experience Desired," February 21, 2017
- ABA Antitrust Section, Model Jury Instructions in Civil Antitrust Cases (2d ed. 2016), Co-Chair
- "Women Lawyers – The Effect of Implicit Biases," *The Young Lawyers Magazine*, American Bar Association, Winter 2017
- "An Indispensable Book for Antitrust Practitioners: Model Jury Instructions in Civil Antitrust Cases," "Trying Antitrust" Newsletter, ABA Antitrust Section, Fall 2016
- *Best Lawyers in America*, "Women First Chairs," March 31, 2016
- "First Chairs at Trial – More Women Need Seats at the Table" (June 2015), Co-Author
- "The Relevant Lawyer: Reimagining the Future of The Legal Profession" (2015) (Chapter Author, "Women Lawyers: Big Firm Attrition – Small Firm Gains")
- "Views on Women in the Fortune 500: Why Companies Need Board Diversity," Bloomberg BNA Corporate Law & Accountability Report, October 24, 2014

- Eighth Annual NAWL National Survey on the Retention and Promotion of Women in Law Firms (February 2014), Co-Author
- “Essential Qualities of The Professional Lawyer” (2013) (Chapter Author, “Women in the Law: Overcoming Obstacles, Achieving Fulfillment”)
- “Board Composition – The Work of DirectWomen Is More Important Than Ever,” Directors & Boards, Third Quarter 2013
- “The Retention and Advancement of Women at Law Firms – Strategies for Success,” US News and World Report, November 2013
- “A Silver Anniversary – Reflections on Progress Achieved, and Work Still Undone,” Beacon, Phila. Bar Ass’n., Fall 2012
- “Has Women Lawyers’ Progress Stalled?” Legal Intelligencer, May 28, 2013
- “The Scope of *Daubert* Challenges at the Class Certification Stage After *Dukes*,” Bloomberg/BNA Class Action Report, February 10, 2012
- “The Importance of Diversity in a Court’s Exercise of its Appointment Powers,” Counterbalance – National Association of Women Judges, Fall 2011
- “Plugging the Leaky Pipeline of Women Attorney Attrition,” The Young Lawyer, July/August 2011
- “The Road to Independence: 101 Women’s Journeys to Starting Their Own Law Firms” (Chapter Author), 2011
- “Put Equal Pay for Equal Work at the Top of the Agenda,” Philadelphia Daily News, October 20, 2010
- “Breaking Through the Glass Ceiling – Attaining Equality for Women Lawyers,” US News and World Report, October 2010
- “The Credit Crisis: Women Attorneys Are Being Short-Changed,” Chicago Lawyer, July 2010
- “Time to Pass the Paycheck Fairness Act,” National Law Journal, April 19, 2010
- “Give Credit Where Credit Is Due,” The Legal Intelligencer, April 20, 2010
- The Woman Advocate (Chapter Author, “Are We There Yet? In Search of Equality in the Legal Profession”) (2d ed. 2010)
- “Looking to Improve Outlook for Women Lawyers,” Philadelphia Bar Reporter, Vol. 36, No. 2, February 2007
- “The DirectWomen Institute,” Voices & Views, Pennsylvania Bar Ass’n., Spring 2006
- “Women Lawyers Make Transition to Boardroom,” Philadelphia Bar Reporter, Vol. 34, No. 11, November, 2005
- “Assault on Bias: A Pennsylvania Supreme Court Committee Offers Concrete Steps to Improve System,” Philadelphia Lawyer, Fall 2003
- “Women-Owned Law Firms: An Alternative Practice Setting,” ABA Commission on Women in the Profession, Perspectives, Vol. 8, No. 4, Winter 2000
- Civil Trial Practice Standards (Contributing Author), American Bar Association, Litigation Section, 1998
- Trial Practice: The Large Case, Chapter 8, Leveraging with Legal Assistants, ABA Law Practice Management Section, 1993

Speeches/Seminars

Antitrust/Trial Practice/Class Actions

- Acceptance Speech on induction to American Antitrust Institute Private Enforcement Hall of Fame, Wash, D.C., Nov. 12, 2019
- “Settling an Antitrust Class Action: Best Practices, Ethical Issues, and the Amended Rule 23,” American Antitrust Institute, Washington, D.C., Nov., 12, 2019
- “MDL: A Blessing or a Burden?,” ABA Antitrust Section, Spring Meeting, Washington, D.C., March 27, 2019
- ABA Litigation Section, Women in Litigation Joint Conference, “Superstars in the Courtroom Share Their Secrets of Success,” Philadelphia, PA, Nov. 17, 2017
- Federation of Defense & Corporate Counsel, 14th Annual Corporate Counsel Symposium, “Diversity in the First Chair,” Philadelphia, PA, Sept. 17, 2017
- Duke Law Center for Judicial Studies, “Conference on Increasing the Number of Women and Minority Lawyers Appointed to Leadership Positions in Class Actions and MDLs,” Atlanta, GA, April 6-7, 2017
- HarrisMartin’s Pharmaceutical Antitrust Litigation: Generic Drugs & Emerging Price-Fixing Cases, Philadelphia, PA, March 3, 2017
- American Antitrust Institute, Private Antitrust Enforcement Conference, Washington, DC, December 2, 2014
- Edward J. Ross Memorial Lecture in Litigation, Temple Univ. Law School, March 25, 2014
- “Getting Jury Instructions Right in Civil Antitrust Cases,” ABA Antitrust Section, Spring Meeting, Washington, DC, March 26, 2014
- “The Applicability and Scope of Daubert Challenges at Class Certification,” 5th Annual Future of Private Antitrust Enforcement Conference, Washington, DC, December 2011
- “Class Wars: Has the Standard for Class Certification Changed?” First Annual Great Lakes Antitrust Institute, Columbus, OH, November 2009
- “Practical Views and Advice on Experts,” Philadelphia Bar Association, November 2005
- “Communicating with Absent Class Members,” Protecting Consumer Interests in Class Actions, FTC Conference, Washington, DC, September 2004
- “Fundamentals of Antitrust Law,” Pennsylvania Bar Institute, June 2004
- “New Amendments to Rule 23,” Philadelphia Bar Association, Federal Bench–Bar Conference, 2003
- “Antitrust: Where Are We in 2002,” Pennsylvania Bar Institute, October 16, 2002
- “The 6th Annual National Institute on Class Actions,” American Bar Association, Section of Litigation and the Center for Continuing Legal Education, New York and Chicago, November, 2002
- “Winning by Persuasion–Voi Dire,” American Bar Association, 2002
- “New Strategic and Ethical Challenges for Class Counsel,” American Bar Association, Section of Litigation and the Center for Continuing Legal Education, May 2001
- “Credit Card Litigation,” Banking Law in the New Millennium, Pennsylvania Bar Institute, 2002
- “Working with Your Experts: Practical Tips and Strategies,” Pennsylvania Bar Institute, Philadelphia, PA, 2001

- “The Court’s Application of *Daubert* to Proposed Expert Testimony in Antitrust Cases, and the New Amendments to Fed. R. Evid. 702 and 703,” American Bar Association, Section of Litigation Annual Meeting, 2001
- “Recent Developments in Credit Card Litigation,” Consumer Financial Services Litigation, Practising Law Institute, 2001
- “Voluntary Disclosure Federal Discovery: Effective Strategy and Tactics,” Philadelphia Bar Education Center, 1997
- “Class Action Settlements,” Financial Services Litigation, Pennsylvania Bar Institute, 1996
- “Monopolization,” Antitrust Fundamentals, Pennsylvania Bar Institute, 1995
- “Private Enforcement of the Antitrust Laws – A Plaintiff’s Perspective,” Antitrust Challenges in the 90’s, Pennsylvania Bar Institute, 1995
- “Third Circuit and Eastern District Cases Interpreting the Continuity Requirement Under 18 U.S.C. Section 1962(c),” RICO Update, Pennsylvania Bar Institute, 1993

Gender/Diversity Issues

- “Advancement and Retention of Women in the Legal Profession,” Allegheny County Bar Association Women in the Law Division, August 27, 2019, Pittsburgh, PA
- “Beyond the Numbers: Sidebar on the 2019 ABA Profile of the Legal Profession,” ABA Annual Meeting, August 10, 2019, San Francisco
- Bass Institute, “Managing Partners Gender Parity in Law Conference,” Washington, D.C., May 21, 2019
- “Where Have All the Senior Women Gone?,” Pennsylvania Bar Association Annual Meeting, Lancaster, PA, May 15, 2019
- 2019 Women’s Power Summit on Law & Leadership, “Achieving Long-Term Careers for Women in Law,” Austin, Texas, April 10, 2019
- Ms. JD Annual Conference on Women in the Law, University of Pennsylvania Law School, Philadelphia, PA, March 15, 2019
- “Leaders in the Courtroom: From the Trial Courts to the United States Supreme Court,” Philadelphia Association of Defense Counsel, Philadelphia, PA, March 7, 2019
- “Long-Term Careers for Women in Law: What’s Pushing Women Out and What Can We Do to Keep Them in the Profession,” ABA Annual Meeting, Chicago, IL., Aug. 3, 2018
- “Women in Law: On the Front Lines of Change,” Philadelphia, PA, June 14, 2018,
- “Driving Diversity in the Legal Profession,” Bill and Melinda Gates Foundation, Seattle, WA, May 9, 2018
- Acceptance Speech, Hortense Ward Courageous Leader Award, Center for Women in Law, University of Texas School of Law, Austin, TX, April 13, 2018
- ABA National Summits on Achieving Long-Term Careers for Women in Law, Harvard Law School, Cambridge, MA, November 8, 2017 and Northwestern Law School, Chicago, IL, June 28, 2018
- DirectWomen, Sandra Day O’Connor Board Excellence Award Luncheon, New York, NY, 2015-2018
- Northeastern University School of Law’s “Women in the Law Conference,” “Unlocking the Mysteries of the ‘New Girl’ Network,” Boston, MA, May 19, 2017

- Gender Pay Equity, PBI Annual Employment Law Institute, Philadelphia, PA, April 27, 2017
- “Grit and Growth Mindset: Two Traits of Successful Women Lawyers,” The Maryland Association for Justice, Baltimore, MD, March 17, 2017
- Acceptance Speech, Martha Fay Africa Golden Hammer Award, Miami, FL, February 3, 2017
- Bucks County Bar Association, Women Lawyer’s Division, Sixth Annual Women’s Power Summit, Jamison, PA, October 27, 2016
- Acceptance Speech, Margaret Brent Women Lawyers of Achievement Award Luncheon, San Francisco, CA, August 7, 2016
- “The Wage Gap, Women & Negotiation,” Drexel University, Philadelphia, PA, May 25, 2016
- Keynote Address, Third Annual Leadership Summit, Miami Dade Women’s Bar Association, Miami, FL, May 19, 2016
- Symposium, “Women Lawyers in the Courtroom,” U.S. District Court for the Northern District of Illinois, Chicago, IL, April 21, 2016
- “First Chair: How to Get the Prime Seat at Counsel Table,” Philadelphia Bar Association, Philadelphia, PA, March 29, 2016
- Vision 2020, Fifth National Congress, Nashville, TN, October 27, 2015
- “Women as Lead Counsel at Trial: What You Can Do to Take the Lead,” ABA Annual Meeting, Chicago, IL, August 1, 2015
- Chambers Women in Law Awards, New York, NY, June 2, 2015
- Ark Group, “Women Legal 2015 Conference,” “Breaking into the Boardroom: It’s Time,” New York, NY, May 19, 2015
- Northeastern University School of Law’s “Women in the Law Conference,” “Bridging the Gender Pay Gap in Law,” Boston, MA, May 15, 2015
- Pa. Bar Ass’n. Commission on Women in the Profession Annual Conference, “Grit, Resilience and Taking Charge: Building Blocks for Success,” Philadelphia, PA, May 7, 2015
- American Bar Ass’n. Tort, Trial & Insurance Practice Section Conference, “When It Rains It Pours: Traits That Lead to Client Development Success,” Philadelphia, PA, April 30, 2015
- 2015 Women’s Power Summit on Law & Leadership, “Increasing Diversity in Court Appointments,” Austin, TX, April 16, 2015
- “Opportunities for Women in Education and Law,” Russell Senate Office Building, Washington, DC, February 23, 2015
- “True Grit and a Growth Mindset: The Secrets of Success for Women Lawyers,” Lawyers Club of San Diego, CA, November 7, 2014
- ABA “Women Rainmakers Mid-Career Workshop,” “Identifying and Combating Gender Bias in the Workplace,” San Diego, CA, November 7, 2014
- National Ass’n. of Women Judges, 2014 Annual Conference, “Access to Justice Through Diverse Leadership Appointments of Counsel to Boards, Commissions and Special Assignments,” San Diego, CA, October 16, 2014
- Women, Influence & Power in Law Conference, Keynote Luncheon: “Key Governance Trends from the Perspective of the Board of Directors,” Washington, DC, September 19, 2014

- Diversity and Flexibility Alliance, Washington, DC, “Power of the Purse,” March 18, 2014
- “Power of the Purse,” St. Louis, MO, April 7, 2014
- Fearless Women Network Symposium, Philadelphia, PA, April 24, 2014
- Chambers Women in Law General Counsel Seminar, New York, NY, April 30, 2014
- ABA “True Grit & A Growth Mindset” Webinar, June 19, 2014
- NAWL Annual Meeting, “Women in the Boardroom: Advancing Women Lawyers into Director Positions,” New York, NY, July 24, 2014
- National Middle Market Summit, Columbus, OH, October, 29, 2013
- “Chancellor’s Forum,” Philadelphia Bar Association, November, 25, 2013
- ABA Midwest Regional Summit for Women General Counsel, Chicago, IL, March 7, 2013
- NYU Law School Symposium, “Breaking the Glass Ceiling,” New York, NY, March 1, 2013
- Fifth Annual Women Legal Conference, New York, NY, June 7, 2012
- “Developing Leadership Skills for Women Attorneys,” ALI-CLE Webinar, June 14, 2012
- ABA Southwest Regional Summit for Women General Counsel, Houston, TX, March 7, 2012
- Keynote Speech, Women and Law Division of Indianapolis Bar Association, October 6, 2011
- Vision 2020, Second Congress, “Pay Equality for Women,” Chicago, IL, October 12, 2011
- Chair, Women’s Power Summit on Law & Leadership, Austin, TX, April 2011
- Vision 2020, First Congress, “Business, Law and Finance,” Philadelphia, PA, October 21, 2010
- “Why Do We Care About Implicit Bias Affecting Diversity of Law Firms?” ABA Presidential Diversity Commission Program, San Francisco, CA, August 6, 2010
- Keynote Speech, Lawyers Club of San Diego, May 26, 2010
- Chair, Women in Law Leadership Academy, Philadelphia, PA, April 29–30, 2010
- Chair, ABA Regional Summit for Women General Counsel, Philadelphia, PA, April 28, 2010
- “Women and the Law: Pathways to Leadership,” White Plains, NY, March 25, 2010
- “Removing Bias from Attorney Evaluations,” Arlington, VA, October 16, 2009
- “The Second Annual Women in the Profession Summit,” Pennsylvania Bar Institute, Philadelphia, September 24, 2009
- Diversity Summit, Philadelphia Bar Ass’n., September 22, 2009
- “The Landscape of Women in the Law” and “Strategies and Best Practices for Women’s Advancement in the Legal Profession,” Women’s Power Summit on Law & Leadership, Austin, TX, April 2009
- “Breaking through the Glass Ceiling,” Washington, DC, April 16, 2009
- “Plugging the Leaky Pipeline,” Pennsylvania Bar Association Commission on Women in the Profession, March 2009
- “Business Development Advice,” Webinar, February 26, 2009
- Acceptance Speech, Sandra Day O’Connor Award, Philadelphia, PA, October 20, 2008
- “First Annual Women in the Profession Summit,” Pennsylvania Bar Institute, Philadelphia, June 2008

Profiles

- “From Those Who Paved Our Way – Advice from women who have excelled in the Profession,” The Young Lawyer Magazine, Spring 2019
- “Women’s History Month Roundtable: Roberta Liebenberg, Senior Partner,” BARBRI Law Preview, March 7, 2019
- “Why Laughter Belongs in Your Work Life,” ABA Journal, “Asked and Answered” Podcast, August 8, 2018
- “Member Spotlight,” June 2018, Women Owned Law
- “Plaintiffs’ Bar Perspective: Fine Kaplan’s Roberta Liebenberg,” Law 360, August 2, 2017
- “Titan of the Plaintiffs’ Bar,” Law360, October 22, 2014
- “Female Powerbrokers Q&A: Fine Kaplan’s Roberta Liebenberg,” Law360, May 2, 2014
- “Pearls: Women Who Radiate Success,” Fred Dawson, 2015
- “An Interview with Bobbi Liebenberg,” Ms. JD, August 19, 2015
- “An Interview with Roberta Liebenberg,” Chambers Women & Diversity, June 17, 2014
- “Five Minutes with Roberta Liebenberg – Diversity Champion,” Chambers Associate, 2014
- “The Women’s BigLaw All-Star Team 2014,” Above the Law and LateralLink, May 1, 2014
- “A Successful Corporate Career and Time for Pro Bono Work,” Chambers Women & Diversity, October 5, 2012
- “In Bobbi They Trust,” Pennsylvania Super Lawyers Magazine, June 2009
- “Liebenberg’s Activism Stems from Teaching,” Philadelphia Business Journal, December 5, 2003
- “Superwomen JD’s and What You Can Learn from Them,” Ms. JD, February 26, 2009
- “A Conversation with Roberta Liebenberg, Chair of the ABA Commission on Women in the Profession,” The Woman Advocate Newsletter, Winter 2009
- “Liebenberg Accepts Sandra Day O’Connor Award,” The Legal Intelligencer, October 21, 2008
- “Roberta Liebenberg,” Anapata, May 28, 2010, June 17, 2010, August 13, 2010
- “One Worth Breaking the Rules For,” The Legal Intelligencer, August 10, 2000

Honors and Awards

- American Antitrust Institute “Private Enforcement Hall of Fame,” November 12, 2019
- “Elite Women of the Plaintiffs’ Bar,” National Law Journal, July 18, 2019
- “Lifetime Achievement Award,” The Philadelphia Inquirer “Influencers of Law” Awards, March 26, 2019
- “Lifetime Achievement Award,” Corporate Counsel and Inside Counsel, October 3, 2018
- “Hortense Ward Courageous Leader Award,” Center for Women in Law, University of Texas School of Law, April 13, 2018
- “Distinguished Leaders Award,” The Legal Intelligencer, April 26, 2017
- “Martha Fay Africa Golden Hammer Award,” American Bar Association Law Practice Division, February 3, 2017

- Philadelphia Bar Association Board of Governors, “Resolution Honoring Roberta Liebenberg on Receiving the ABA Margaret Brent Women Lawyers of Achievement Award,” December 15, 2016
- “Margaret Brent Women Lawyers of Achievement Award,” ABA Commission on Women in the Profession, August 7, 2016
- “Lifetime Achievement Award,” The Legal Intelligencer, May 13, 2015
- “Outstanding Women Lawyers,” National Law Journal, May 4, 2015
- “Outstanding Achievement Award,” Chambers Women in Law Awards, April 2014
- “Sharing Her Passion Award,” Ms. JD, February 2014
- “Antitrust Lawyer of the Year – Philadelphia,” Best Lawyers in America, 2013, 2018 and 2020
- “Outstanding Contributions to Gender Diversity and Equality,” Chambers Women in Law Awards, January 2013
- Florence K. Murray Award, National Association of Women Judges, November 2012
- Sandra Day O’Connor Award, Philadelphia Bar Association, 2008
- “Top Ten Super Lawyers in Pennsylvania,” Philadelphia Magazine, 2008, 2009, 2010, 2017, 2018
- “50 Most Influential Women Lawyers in America,” National Law Journal, May 2007
- Distinguished Daughter of Pennsylvania, 2006
- Recipient, Lynette Norton Award, Pennsylvania Bar Association’s Commission on Women in the Profession, 2003
- “Women of Distinction,” The Legal Intelligencer, April 26, 2010
- “Women of Distinction,” Philadelphia Business Journal, December, 2003
- “Top 50 Female Super Lawyers,” Philadelphia Magazine, 2004-Present
- Best Lawyers in America, Antitrust, 2006-Present
- Chambers USA, Leading Lawyers, Antitrust, 2004-Present
- Outstanding Service Award, ABA Commission on Women in the Profession, August 2000
- Community Legal Services, “Equal Justice Award,” 2005
- Fellow, American Bar Association
- Fellow, Pennsylvania Bar Foundation

Professional Associations and Memberships

American Bar Association

- Board of Governors, 2003-2005
- Co-Chair, Commission on Governance, August 2013-August 2016
- Co-Chair, ABA Presidential Initiative on Achieving Long-Term Careers for Women in Law, August 2017-Present
- Commission on Women in the Profession
 - Chair, 2008-2011; 2013-2014
 - Special Advisor, 2000-2003
 - Vice Chair, 1999-2000
- ABA Gender Equity Task Force

- Chair, 2012-2013
 - Member, 2014-2015
- ABA Fund for Justice and Education
 - Member, 2017-2019
- Section of Civil Rights and Social Justice
 - Co-Chair, Women’s Rights Committee, August 2015-August 2017
- Standing Committee on the Federal Judiciary
 - Chair, 2006-2007
 - Third Circuit Representative, 2005-2006
 - Co-Chair, Practitioners’ Reading Group, Nomination of Elena Kagan to U.S. Supreme Court, 2010
 - Co-Chair, Practitioners’ Reading Group, Nomination of Sonia Sotomayor to U.S. Supreme Court, 2009
- Standing Committee on Judicial Independence, 2007-2008
- House of Delegates
 - Member, 2001-August, 2018
 - Pennsylvania State Delegate, 2007-2010
 - Litigation Section Delegate, 2001-2003
 - Select Committee
 - Chair, 2009-2010
 - Member, 2001-2003
 - Nominating Committee, 2007-2010, 2011-2014
 - Issues of Concern to the Legal Profession, 2007-2008
 - Executive Committee of the Conference of State Delegates, 2009-2010
- Presidential Appointments Committee
 - Chair, 2011-2012
 - Member, 2005-2006, 2008-2011
- Litigation Section
 - Council Member, 2001
 - Co-Chair, Multi-District Litigation Committee, 2009-2011
 - Co-Chair, Fellows Program 2005-2006, 2007-2008
 - Co-Chair, ABA Resource, 2003-2005, 2012-2013
 - Co-Chair, Strategic Planning and Implementation Task Force, 2011-2012
 - Co-Director of Divisions, 1998-1999
 - Division Director, 1992-1994
 - Co-Chair, Class Actions and Derivative Suits Committee, 1990-1992
- Antitrust Section
 - Vice Chair, Trial Practice Committee, 2012-2015
 - Vice Chair, Cartel and Criminal Practice Committee, 2015-2018

ABA Retirement Funds

- Board of Directors, 2015-Present

YWCA USA

- National Board of Directors, June 2018-January 2020

American Antitrust Institute

- Board of Directors, 2016-Present

Pennsylvania Bar Association

- Board of Governors, 2000-2003
- House of Delegates, 1995-Present
- Co-Chair, Annual Meeting, 1999
- Chair, Commission on Women in the Profession, 1995-1997

Philadelphia Bar Association

- Co-Chair, Women in the Profession Committee, 2005-2007
- Co-Chair, Antitrust Committee, 2002-2007 and 1993-1997
- Co-Chair, Committee on Gender, Racial and Ethnic Bias in the Justice System, 1998-2000
- Co-Chair, Task Force on Gender Fairness in the Civil Justice System, 1997-1999

DirectWomen

- Chair, 2013-2018
- Vice-Chair, 2011-2013
- Co-Founder, 2007
- Advisory Board Member, October 2018-Present

Pennsylvania Interbranch Commission for Gender, Racial and Ethnic Fairness

- Member, 2005-December 2016
- Co-Chair, 2012-2015
- Chair, Domestic Violence and Sexual Assault Victims Committee, 2004-2011

Pennsylvania Supreme Court Committee on Racial and Gender Bias in the Justice System

- Co-Chair, Gender Bias Committee, 2000-2003

Vision 2020

- Visionary Delegate, 2010-Present
- Vice-Chair and Leadership Circle

Center for Women in Law, University of Texas School of Law

- Leader-in-Residence, May 2012-May 2016
- Chair, 2011 Women's Power Summit on Law and Leadership

National Association of Women Lawyers Foundation

- Board member, 2010-2014

Metropolitan Richmond Women's Bar Association

- President, 1976-1977

Pro Bono and Community Activities

- Board Member, Forum of Executive Women, 2010-2016
- Chair, Anti-Defamation League, Eastern Pennsylvania and Delaware Region, 2007-2009
- Board Member, Womens Way, 2001-2008
- President, Abington Jr. High PTO, 1999-2001
- Board Member, Montgomery County Women's Resource Center, 2000

FINE, KAPLAN AND BLACK, R.P.C.

Gerard A. Dever

Gerard A. Dever, a member, received his law degree from Temple University School of Law in 2000, where he graduated *magna cum laude*. He received his undergraduate education at American University from which he graduated *cum laude*. Prior to joining Fine, Kaplan and Black in January 2002, he was an associate at Pepper Hamilton LLP.

Mr. Dever is listed in *Chambers USA Client Guide* as one of the top antitrust lawyers in the United States. *Chambers* has called Mr. Dever "a strong attorney with excellent analytical abilities" and a "well-regarded practitioner." Mr. Dever also has been named a Pennsylvania Super Lawyer by Philadelphia Magazine.

Mr. Dever has represented both plaintiffs and defendants in antitrust matters, including class actions, criminal matters and merger reviews. In addition, Mr. Dever has litigated a variety of other cases in both federal and state court, including contract disputes, legal malpractice matters and consumer class actions.

Mr. Dever served as trial counsel in *United States v. Stolt-Nielsen S.A.* (E.D. Pa.), a complex criminal matter in which the firm successfully represented an executive charged with criminal antitrust violations. The charges were dismissed after a three-week bench trial.

Mr. Dever also served as a member of the lead counsel team for the plaintiff class and was a member of the trial team in *In re Urethane Antitrust Litigation*, 2016WL 4060154 (D. Kan. July 29, 2016). After a four week jury trial, the jury returned a verdict for the plaintiff class in excess of \$400,000,000 against The Dow Chemical Company. After post-trial briefing, the Court entered judgment for \$1.06 billion after trebling – the largest antitrust judgment in 2013 and the largest price-fixing verdict ever. While on appeal to the Supreme Court of the United States, Plaintiffs reached an agreement to settle the case against Dow for \$835 million. Combined with earlier settlements, the total settlements reached in the case are \$974 million.

Mr. Dever also has been part of the trial team in cases that settled just before trial. See *In re Cathode Ray Tube (CRT) Antitrust Litigation*, No. CV-07-5944 (N.D. Cal.) (an indirect purchaser antitrust class action); *Gratz College v. Synergis Education, Inc.*, No. 14-6966 (E.D. Pa.) (a breach of contract case).

Mr. Dever is an active member of the Philadelphia Bar Association and currently serves as Chairman of its Antitrust Law Committee.

Practice Areas

- Antitrust
- Class Actions
- Commercial Litigation

Bar Admissions

- Pennsylvania, 2000
- U.S. District Court Eastern District of Pennsylvania, 2001
- U.S. Court of Appeals Third Circuit, 2002

Education

- Temple University School of Law, Philadelphia, Pennsylvania, 2000, J.D.
Honors: *magna cum laude*
- American University, 1994, B.A.
Honors: *cum laude*

Published Works

- Co-author of 2007, 2008 and 2009 Editions of *Annual Review of Developments in Business and Corporate Litigation*, Chapter 2, Antitrust Litigation, published by the American Bar Association's Committee on Business and Corporate Litigation

Representative Cases

- *In re Railway Employee No-Poach Antitrust Litig.*, MDL No. 2850 (W.D. Pa.)
- *In re Domestic Air Travel Antitrust Litig.*, MDL No. 2656 (D.D.C.) (counsel for Southwest Airlines)
- *Smith, et al. v. Temple University*, No. 18-590 (E.D. Pa.) (counsel for Temple University)
- *In re Capacitors Antitrust Litig.*, 154 F. Supp. 3d 918 (N.D. Cal. 2015)

- *In re Urethane Antitrust Litig.*, 768 F.3d 1245 (10th Cir. 2014) (affirming judgment of \$1.06 billion for Plaintiff Class after four-week trial)
- *In re Cathode Ray Tube (CRT) Antitrust Litig.*, No. CV-07-5944 (N.D. Cal.)
- *Gratz College v. Synergis Education Inc.*, No. 14-6966 (E.D. Pa.)
- *United States v. Stolt-Nielson S.A.*, 524 F. Supp. 2d 586 (E.D. Pa. 2007)
- *Mid-Valley Candy Co. v. Pratt, et al.*, No. 2002-09346 (Pa. Com. Pl.)
- *Amplifier Research Corp. v. EM Test AG*, No. 05-5954 (E.D. Pa. 2005)
- *Harleysville Mutual Ins. Co. v. GE Reinsurance Corp.*, 2002 WL 922148 (E.D. Pa. 2002)
- *Parsky v. First Union Corp.*, 51 Pa. D&C 4th 468, 2001 WL 535786 (Phila. Com. Pl. 2001)

Classes/Seminars Taught

- "Recurring Issues Facing Antitrust Lawyers," Pennsylvania Bar Institute, 2004
- Basics of Antitrust Law, Pennsylvania Bar Institute, 2010
- Fourth Annual Great Lakes Antitrust Institute, 2012
- Antitrust Law: Beyond the Basics, Pennsylvania Bar Institute, 2013

Professional Associations and Memberships

- American Bar Association
- Pennsylvania Bar Association
- Philadelphia Bar Association, Chairman, Antitrust Law Committee

FINE, KAPLAN AND BLACK, R.P.C.

Mary L. Russell

Mary L. Russell, an associate, received her law degree, *cum laude*, from the Georgetown University Law Center, where she was an editor of *the American Criminal Law Review*. She was previously associated with Winthrop, Stimson, Putman & Roberts in New York City and Ballard, Spahr, Andrews & Ingersoll in Philadelphia, and was Of Counsel at Liebenberg & White. Since joining Fine, Kaplan and Black in 2001, Ms. Russell has focused on complex litigation, including antitrust and consumer protection class actions.

Ms. Russell has been actively involved in the Advancing Civics Education (A.C.E.) program since its launch in 2008. A collaboration between the Philadelphia Bar Association and the School District of Philadelphia, A.C.E. brings volunteer lawyers and judges into Philadelphia public schools to teach civics and dispute resolution lessons on a monthly basis. Ms. Russell is or has been a high school team leader, instructor, and member of the coordinating committee, and she helped develop the elementary school A.C.E. program.

Practice Areas

- Antitrust
- Class Actions
- Consumer Protection

Bar Admissions

- Connecticut, 1986
- New York, 1988
- Pennsylvania, 1990
- New Jersey, 1995
- U.S. District Court District of Connecticut, 1986
- U.S. District Court Southern District of New York, 1988
- U.S. District Court Eastern District of Pennsylvania, 1990

Education

- Georgetown University Law Center, Washington, DC, 1986,
J.D. Honors: *cum laude*
Law Review: Editor, *American Criminal Law Review*

- Kalamazoo College, Kalamazoo, MI, 1978
B.A., French
Honors: Stone Honor Scholarship

Representative Cases

- *In re Urethane Antitrust Litig.*, 768 F.3d 1245 (10th Cir. 2014)
- *In re Lithium Ion Batteries Antitrust Litig.*, 2016 WL 1054584 (N.D. Cal. Mar. 16, 2016) (member of briefing committee; settlements exceeding \$70 million)
- *In re Navistar Maxxforce Engines Marketing, Sales Practices and Products Liability Litig.*, No. 14-cv-10318 (N.D. Ill.) (member of discovery and master complaint committees; \$135 million settlement)
- *Baker et al. v. Family Credit Counseling Corp. et al.*, No. 04-CV-5508 (E.D. Pa.)
- *In re Providian Financial Corp. Credit Card Terms Litigation*, MDL No. 1301 (E.D. Pa. 2001)

Professional Associations and Memberships

- Philadelphia Bar Association, 1990 – Present
- Philadelphia Bar Association Advancing Civics Education Committee, 2008 – present
- Board of School Directors, School District of Cheltenham Township, 2011 – 2015

Languages

- French

EXHIBIT 3



CHIMICLES
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ATTORNEYS AT LAW

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Wilmington, DE 19808
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OUR ATTORNEYS

Partners

- 3 Nicholas E. Chimicles
- 6 Robert J. Kriner, Jr.
- 7 Steven A. Schwartz
- 10 Kimberly Donaldson Smith
- 12 Timothy N. Mathews
- 14 Benjamin F. Johns
- 17 Scott M. Tucker

Of Counsel & Senior Counsel

- 18 Anthony Allen Geyelin
- 19 Tiffany J. Cramer

Associates

- 21 Andrew W. Ferich
- 24 Alison G. Gushue
- 25 Mark B. DeSanto
- 27 Stephanie E. Saunders
- 28 Zachary P. Beatty
- 30 Beena M. McDonald
- 32 Alex M. Kashurba
- 33 Samantha E. Holbrook
- 34 Emily L. Skaug

35 PRACTICE AREAS

39 REPRESENTATIVE CASES

Our Attorneys-Partners

Practice Areas:

- Antitrust
- Automobile Defects and False Advertising
- Corporate Mismanagement & Shareholder Derivative Action
- Defective Products and Consumer Protection
- Mergers & Acquisitions
- Non-Listed REITs
- Other Complex Litigation
- Securities Fraud

Education:

- University of Virginia School of Law, J.D., 1973
- University of Virginia Law Review; co-author of a course and study guide entitled "Student's Course Outline on Securities Regulation," published by the University of Virginia School of Law
- University of Pennsylvania, B.A., 1970

Memberships & Associations:

- Supreme Court of Pennsylvania Disciplinary Board Hearing Committee Member, 2008-2014.
- Past President of the National Association of Securities and Commercial Law Attorneys based in Washington, D.C., 1999-2001
- Chairman of the Public Affairs Committee of the American Hellenic Institute, Washington, D.C.
- Member of the Boards of Directors of Opera Philadelphia, Pennsylvanians for Modern Courts, and the Public Interest Law Center of Philadelphia.

Admissions:

- Supreme Court of Pennsylvania
- United States Supreme Court
- Second Circuit Court of Appeals
- Third Circuit Court of Appeals

NICHOLAS E. CHIMICLES



Mr. Chimicles has been lead counsel and lead trial counsel in major complex litigation, antitrust, securities fraud and breach of fiduciary duty suits for over 40 years. Representative Cases include:

- In three related cases involving the collection of improperly imposed telephone utility users taxes, Mr. Chimicles was co-lead counsel representing taxpayers in the Superior Court in Los Angeles, resulting in the creation of settlement funds totaling more than \$120 million. *Ardon v. City of Los Angeles* (\$92.5 million)(2016); *McWilliams v. City of Long Beach* (\$16.6 million)(2018); and *Granados v. County of Los Angeles* (\$16.9 million)(2018). The suits were settled after the Supreme Court of California unanimously upheld the rights of taxpayers to file class action refund claims under the California Government Code.
- *W2007 Grace Acquisition I, Inc., Preferred Stockholder Litigation*, Civ. No. 2:13-cv-2777, involved various violations of contractual, fiduciary and corporate statutory duties by defendants who engaged in various related-party transactions, wrongfully withheld dividends and financial information, and failed to timely hold an annual preferred stockholder meeting. This litigation resulted in a swift settlement valued at over \$76 million after ten months of hard-fought litigation.
- *Lockabey v. American Honda Motor Co.*, Case No. 37-2010-87755 (Superior Ct., San Diego). A settlement valued at over \$170 million resolved a consumer action involving false advertising claims relating to the sale of Honda Civic Hybrid vehicles as well as claims relating to a software update to the integrated motor assist battery system of the HCH vehicles. As a lead counsel, Mr. Chimicles led a case that, in the court's view, was "difficult and risky" and provided "significant public value."
- *City of St. Clair Shores General Employees Retirement System, et al. v. Inland Western Retail Real Estate Trust, Inc.*, Case No. 07 C 6174 (N.D. Ill.). A \$90 million settlement was reached in 2010 in this class action challenging the accuracy of a proxy statement that sought (and received) stockholder approval of the merger of an external advisor and property managers by a multi-billion dollar real estate investment trust, Inland Western Retail Real Estate Trust, Inc. The settlement provided that the owners of the advisor/property

- Fourth Circuit Court of Appeals
- Sixth Circuit Court of Appeals
- Ninth Circuit Court of Appeals
- Tenth Circuit Court of Appeals
- Eleventh Circuit Court of Appeals
- Court of Appeals for the D.C. Circuit
- Eastern District of Pennsylvania
- Eastern District of Michigan
- Northern District of Illinois
- District of Colorado
- Eastern District of Wisconsin
- Court of Federal Claims
- Southern District of New York

Honors:

- Recipient of the American Hellenic Institute's Heritage Achievement & National Public Service Award (2019)
 - Fellow of the American Bar Foundation (2017) - an honorary organization of lawyers, judges and scholars whose careers have demonstrated outstanding dedication to the welfare of their communities and to the highest principles of the legal profession.
 - Prestigious 2016 Thaddeus Stevens Award of the Public Interest Law Center (Philadelphia) in recognition of his leadership and service to this organization.
 - Ellis Island Medal of Honor in May 2004, in recognition of his professional achievements and history of charitable contributions to educational, cultural and religious organizations.
 - Pennsylvania and Philadelphia SuperLawyers, 2006-present.
 - AV[®] rated by Martindale-Hubbell
- manager entities (who are also officers and/or directors of Inland Western) had to return nearly 25% of the Inland Western stock they received in the merger.
 - *In re Real Estate Associates Limited Partnerships Litigation*, No. CV 98-7035 DDP, was tried in the federal district court in Los Angeles before the Honorable Dean D. Pregerson. Mr. Chimicles was lead trial counsel for the Class of investors in this six-week jury trial of a securities fraud/breach of fiduciary duty case that resulted in a \$185 million verdict in late 2002 in favor of the Class (comprising investors in the eight REAL Partnerships) and against the REALs' managing general partner, National Partnership Investments Company ("NAPICO") and the four individual officers and directors of NAPICO. The verdict included an award of \$92.5 million in punitive damages against NAPICO. This total verdict of \$185 million was among the "Top 10 Verdicts of 2002," as reported by the National Law Journal (verdictsearch.com). On post-trial motions, the Court upheld in all respects the jury's verdict on liability, upheld in full the jury's award of \$92.5 million in compensatory damages, upheld the Class's entitlement to punitive damages (but reduced those damages to \$2.6 million based on the application of California law to NAPICO's financial condition), and awarded an additional \$25 million in pre-judgment interest. Based on the Court's decisions on the post-trial motions, the judgment entered in favor of the Class on April 28, 2003 totaled over \$120 million.
 - *CNL Hotels & Resorts, Inc. Securities Litigation*, Case No. 6:04-cv-1231 (M.D. Fla., Orl. Div. 2006). The case settled Sections 11 and 12 claims for \$35 million in cash and Section 14 proxy claims by significantly reducing the merger consideration by nearly \$225 million (from \$300 million to \$73 million) that CNL paid for internalizing its advisor/manager.
 - *Prudential Limited Partnerships Litigation*, MDL 1005 (S.D.N.Y.). Mr. Chimicles was a member of the Executive Committee in this case where the Class recovered from Prudential and other defendants \$130 million in settlements, that were approved in 1995. The Class comprised limited partners in dozens of public limited partnerships that were marketed by Prudential.
 - *PaineWebber Limited Partnerships Litigation*, 94 Civ. 8547 (S.D.N.Y.). Mr. Chimicles was Chairman of the Plaintiffs' Executive Committee representing limited partners who had invested in more than 65 limited partnerships that PaineWebber organized and/or marketed. The litigation was settled for a total of \$200 million, comprising \$125 million in cash and \$75 million in additional benefits resulting from restructurings and fee concessions and waivers.
 - *In Re Phoenix Leasing Incorporated Limited Partnership Litigation*, Superior Court of the State of California, County of Marin, Case No. 173739. In February 2002, the Superior Court of Marin County, California, approved the settlement of this case which involved five public partnerships sponsored by Phoenix Leasing Incorporated and

- *Continental Illinois Corporation Securities Litigation*, Civil Action No. 82 C 4712 (N.D. Ill.) involving a twenty-week jury trial in which Mr. Chimicles was lead trial counsel for the Class that concluded in July, 1987 (the Class ultimately recovered nearly \$40 million).

Practice Areas:

- Corporate Mismanagement & Shareholder Derivative Action
- Mergers & Acquisitions

Education:

- Delaware Law School of Widener University, J.D., 1988
- University of Delaware, B.S. Chemistry, 1983

Memberships:

- Delaware State Bar Association

Admissions:

- Supreme Court of Delaware

ROBERT J. KRINER, JR.



Robert K. Kriner, Jr. is a Partner in the Firm's Wilmington, Delaware office. From 1988 to 1989, Mr. Kriner served as law clerk to the Honorable James L. Latchum, Senior Judge of the United States District Court for the District of Delaware. Following his clerkship and until joining the Firm, Mr. Kriner was an associate with a major Wilmington, Delaware law firm, practicing in the areas of corporate and general litigation.

Mr. Kriner has prosecuted actions, including class and derivative actions, on behalf of stockholders, limited partners and other investors with claims relating to mergers and acquisitions, hostile acquisition proposals, the enforcement of fiduciary duties, the election of directors, and the enforcement of statutory rights of investors such as the right to inspect books and records. Among his recent achievements are *Sample v. Morgan*, C.A. No. 1214-VCS (obtaining full recovery for shareholders diluted by an issuance of stock to management), *In re Genentech, Inc. Shareholders Litigation*, Consolidated C.A. No. 3911-VCS (leading to a nearly \$4 billion increase in the price paid to the Genentech stockholders) and *In re Kinder Morgan, Inc. Shareholders Litigation*, Consolidated Case No. 06-C-801 (action challenging the management led buyout of Kinder Morgan, settled for \$200 million).

Recently, Mr. Kriner led the prosecution of a derivative action in the Delaware Court of Chancery by stockholders of Bank of America Corporation relating to the January 2009 acquisition of Merrill Lynch & Co. *In re Bank of America Corporation Stockholder Derivative Litigation*, C.A. No. 4307-CS. The derivative action concluded in a settlement which included a \$62.5 million payment to Bank of America.

Practice Areas:

- Antitrust
- Corporate Mismanagement & Shareholder Derivative Action
- Defective Products and Consumer Protection
- Other Complex Litigation
- Securities Fraud

Education:

- Duke University School of Law, J.D., 1987
- ◊ Law & Contemporary Problems Journal, Senior Editor
- University of Pennsylvania, B.A., 1984 - *cum laude*

Memberships & Associations:

- National Association of Shareholder and Consumer Attorneys (NASCAT) Executive Committee Member
- American Bar Association
- Pennsylvania Bar Association

Admissions:

- United States Supreme Court
- Pennsylvania Supreme Court
- Third Circuit Court of Appeals
- Sixth Circuit Court of Appeals
- Eighth Circuit Court of Appeals
- Ninth Circuit Court of Appeals
- Eastern District of Pennsylvania
- Western District of Pennsylvania
- Eastern District of Michigan
- District of Colorado

Honors:

- National Trial Lawyers Top 100
- AV Rating from Martindale Hubbell
- Pennsylvania Super Lawyer, 2006-Present
- America's Top 100 High Stakes Litigator

Steven A. Schwartz



Steven A. Schwartz has prosecuted complex class actions in a wide variety of contexts. Notably, Mr. Schwartz has been successful in obtaining several settlements where class members received a full recovery on their damages. Representative cases include:

- *In re Cigna-American Specialty Health Administrative Fee Litigation*, No. 2:16-cv-03967-NIQA (E. D. Pa.). I served as co-lead counsel in this national class action alleging that defendant Cigna and its subcontractor, ASH, violated the written terms of ERISA

medical benefit by treating ASH's administrative fees as medical expenses to artificially inflate the amount of "benefits" owed by plans and the cost-sharing obligations of plan participants and beneficiaries. The Court approved the \$8.25 million settlement in which class members were automatically mailed checks representing a full or near-full recovery of the actual amount they paid for the administrative fees. ECF 101 at 4, 23-24.

- *Rodman v. Safeway Inc.*, No. 11-3003-JST (N.D. Cal.). Mr. Schwartz served as Plaintiffs' Lead Trial Counsel and presented all of the district court and appellate arguments in this national class action regarding grocery delivery overcharges. He was successful in obtaining a national class certification and a series of summary judgment decisions as to liability and damages resulting in a \$42 million judgment, which represents a full recovery of class members' damages plus interest. The \$42 million judgment was entered shortly after a scheduled trial was postponed due to Safeway's discovery misconduct, which resulted in the district court imposing a \$688,000 sanction against Safeway. The Ninth Circuit affirmed the \$42 million judgment. 2017 U.S. App. LEXIS 14397 (9th Cir. Aug. 4, 2017).
- *In re Apple iPhone/iPod Warranty Litig.*, No. 3:10-1610-RS (N.D. Cal.). Mr. Schwartz served as co-lead counsel in this national class action in which Apple agreed to a \$53 million non-reversionary, cash settlement to resolve claims that it had improperly denied warranty coverage for malfunctioning iPhones due to alleged liquid damage. Class members were automatically mailed settlement checks for more than 117% of the average replacement costs of their iPhones, net of attorneys' fees, which represented an average payment of about \$241.
- *In re Sears, Roebuck & Co. Front-Loading Washer Prods. Liab. Litig.*, No. 06 C 7023, (N.D. Ill.) & Case 1:09-wp-65003-CAB (N. D. Ohio) (MDL No. 2001). Mr. Schwartz served as co-lead class counsel in this case which related to defective central control units ("CCUs") in front load washers manufactured by Whirlpool and sold by Sears. After extensive litigation, including two trips to the Seventh Circuit and a trip to the United States Supreme Court challenging the certification of the plaintiff class, he negotiated a settlement shortly before trial that the district court held, after a contested proceeding approval proceeding, provided a "full-value, dollar-for-dollar recovery" that was "as good, if not a

better, [a] recovery for Class Members than could have been achieved at trial.” 2016 U.S. Dist. LEXIS 25290 at *35 (N.D. Ill. Feb. 29, 2016).

- *Chambers v. Whirlpool Corp., et al., Case No. 11-1773 FMO* (C.D. Cal.). Mr. Schwartz served as co-lead counsel in this national class action involving alleged defects resulting in fires in Whirlpool, Kenmore, and KitchenAid dishwashers. The district court approved a settlement which he negotiated that provides wide-ranging relief to owners of approximately 24 million implicated dishwashers, including a full recovery of out-of-pocket damages for costs to repair or replace dishwashers that suffered overheating Events. In approving the settlement, Judge Olguin of the Central District of California described Mr. Schwartz as “among the most capable and experienced lawyers in the country in [consumer class actions].” 214 F. Supp. 3d 877, 902 (C.D. Cal. 2016).
- *Wong v. T-Mobile*, No. 05-cv-73922-NGE-VMM (E.D. Mich.). In this billing overcharge case, Mr. Schwartz served as co-lead class counsel and negotiated a settlement where T-Mobile automatically mailed class members checks representing a 100% net recovery of the overcharges and with all counsel fees paid by T-Mobile in addition to the class members' 100% recovery.
- *In re Certaineed Corp. Roofing Shingle Products Liability Litig.*, No. 07-md-1817-LP (E.D. Pa.). In this MDL case related to defective roof shingles, Mr. Schwartz served as Chair of Plaintiffs' Discovery Committee and worked under the leadership of co-lead class counsel. The parties reached a settlement that provided class members with a substantial recovery of their out-of-pocket damages and that the district court valued at between \$687 to \$815 million.
- *Shared Medical Systems 1998 Incentive Compensation Plan Litig.*, Mar. Term 2003, No. 0885 (Phila. C.C.P.). In this case on behalf of Siemens employees, after securing national class certification and summary judgment as to liability, on the eve of trial, Mr. Schwartz negotiated a net recovery for class members of the full amount of the incentive compensation sought (over \$10 million) plus counsel fees and expenses. At the final settlement approval hearing, Judge Bernstein remarked that the settlement “should restore anyone’s faith in class action[s]. . . .” Mr. Schwartz served as co-lead counsel in this case and handled all of the arguments and court hearings.
- *In re Pennsylvania Baycol: Third-Party Payor Litig.*, Sept. Term 2001, No. 001874 (Phila. C.C.P.) (“Baycol”). Mr. Schwartz served as co-lead class counsel in this case brought by health and welfare funds and insurers to recover damages caused by Bayer’s withdrawal of the cholesterol drug Baycol. After extensive litigation, the court certified a nationwide class and granted plaintiffs’ motion for summary judgment as to liability, and on the eve of trial, he negotiated a settlement providing class members with a net recovery that approximated the maximum damages (including pre-judgment interest) that class members suffered. That settlement represented three times the net recovery of Bayer’s voluntary claims process (which AETNA and CIGNA had negotiated and was accepted by many large insurers who opted out of the class early in the litigation).

- *Wolens v. American Airlines, Inc.* Mr. Schwartz served as plaintiffs' co-lead counsel in this case involving American Airlines' retroactive increase in the number of frequent flyer miles needed to claim travel awards. In a landmark decision, the United States Supreme Court held that plaintiffs' claims were not preempted by the Federal Aviation Act. 513 U.S. 219 (1995). After eleven years of litigation, American Airlines agreed to provide class members with mileage certificates that approximated the full extent of their alleged damages, which the Court, with the assistance of a court-appointed expert and after a contested proceeding, valued at between \$95.6 million and \$141.6 million.
- *In Re ML Coin Fund Litigation*, (Superior Court of the State of California for the County of Los Angeles). Mr. Schwartz served as plaintiffs' co-lead counsel and successfully obtained a settlement from defendant Merrill Lynch in excess of \$35 million on behalf of limited partners, which represented a 100% net recovery of their initial investments (at the time of the settlement the partnership assets were virtually worthless due to fraud committed by Merrill's co-general partner Bruce McNall, who was convicted of bank fraud).
- *Nelson v. Nationwide*, July Term 1997, No. 00453 (Phila. C.C.P.). Mr. Schwartz served as lead counsel on behalf of a certified class. After securing judgment as to liability in the trial court (34 Pa. D. & C. 4th 1 (1998)), and defeating Nationwide's Appeal before the Pennsylvania Superior Court, 924 PHL 1998 (Dec. 2, 1998), he negotiated a settlement whereby Nationwide agreed to pay class members approximately 130% of their bills.

Practice Areas:

- Securities Fraud
- Non-Listed REITs
- Corporate Mismanagement & Shareholder Derivative Action
- Mergers & Acquisitions

Education:

- Villanova University School of Law, J.D., 1999 - *cum laude*
- Boston University, B.A. Political Science, 1996

Memberships & Associations:

- Pennsylvania Bar Association
- Villanova Law School Alumni Association

Admissions:

- Pennsylvania Supreme Court
- New Jersey Supreme Court
- Third Circuit Court of Appeals
- District of New Jersey
- Eastern District of Pennsylvania

Honors:

- Pennsylvania SuperLawyer: 2013– Present
- Named Pennsylvania Rising Star by Super Lawyers: 2006-2012
- Sutton Who's Who in American Law

Kimberly Donaldson Smith



Kimberly Donaldson Smith is a partner in the Firm's Haverford Office. Kimberly has been counseling clients and prosecuting cases on complex issues involving securities, business transactions and other class actions for over 15 years.

Kimberly concentrates her practice in sophisticated securities class action litigation in federal courts throughout the country, and has served as lead or co-lead counsel in over a dozen class actions. She is very active in

investigating and initiating securities and shareholder class actions.

Kimberly is currently prosecuting federal securities claims on behalf of investors in numerous cases. Kimberly was instrumental in the outstanding settlements achieved for investors in:

- *W2007 Grace Acquisition I, Inc., Preferred Stockholder Litigation*, Civ. No. 2:13-cv-2777 (W.D. Tenn.) (a settlement valued at over \$76 million for current and former W2007 Grace preferred stockholders);
- *In re Empire State Realty Trust, Inc. Investor Litigation*, Case 650607/2012, NY Supreme Court (a \$55,000,000 cash settlement fund and \$100 million tax savings for the Empire investors);
- *CNL Hotels & Resorts Inc. Federal Securities Litigation*, Case No. 04-cv-1231 (M.D. Fla.) (a \$35,000,000 cash settlement fund and a \$225 million savings for the CNL shareholders);
- *Inland Western Retail Real Estate Trust, Inc., et al. Litigation*, Case 07 C 6174 (U.S.D.C. N.D. Ill) (a \$90 million savings for the Inland shareholders subjected to a self-dealing transaction); and
- *Wells REIT Securities Litigation*, Case 1:07-cv-00862/1:07-cv-02660 (U.S.D.C. N.D. GA) (a \$7 million cash settlement fund for the Wells REIT investors).

Notably, Kimberly was an integral member of the trial team that successfully litigated *the In re Real Estate Associates Limited Partnership Litigation*, No. CV 98-7035 DDP (CD. Cal.) through a six-week jury trial that resulted in a landmark \$184 million plaintiffs' verdict, which is one of the largest jury verdicts since the passage of the Private Securities Litigation Reform Act of 1995. The Real Estate Associates judgment was settled for \$83 million, which represented full recovery for the Class (and an amount in excess of the damages calculated by Plaintiffs' expert).

Kimberly's pro bono activities include serving as a volunteer attorney with the Support Center for Child Advocates, a Philadelphia-based, nonprofit organization that provides legal and social services to abused and neglected children. Since 2006, Kimberly has been recognized by

Law & Politics and the publishers of Philadelphia Magazine as a Pennsylvania Super Lawyer or Rising Star, as listed in the Super Lawyers' publications.

Practice Areas:

- Antitrust
- Corporate Mismanagement
- Consumer Fraud & Deceptive Products
- Securities Fraud Litigation

Education:

- Rutgers School of Law-Camden, J.D., 2003 - *with High Honors*
- Rutgers University-Camden, B.A., 2000 - *with Highest Honors*

Memberships & Associations:

- National Association of Shareholder and Consumer Attorneys (NASCAT) Amicus Committee Member
- Rutgers Journal of Law & Religion – Lead Marketing Editor (2002-2003)

Admissions:

- Pennsylvania
- New Jersey
- Eastern District of Pennsylvania
- District of New Jersey
- United States Court of Appeals for the Third Circuit
- United States Court of Appeals for the Fourth Circuit
- United States Court of Appeals for the Ninth Circuit
- United States Court of Appeals for the Eleventh Circuit

Honors:

- Pennsylvania Super Lawyers Rising Star 2008, 2010, 2013-2014
- Rutgers Law Legal Writing Award 2003

Timothy N. Mathews



Tim Mathews is a partner in the firm's Haverford office. He has been described as "among the most capable and experienced lawyers in the country" in consumer class action litigation. *Chambers v. Whirlpool*, 214 F. Supp 3d 877 (C.D.Cal. 2016). He is also an experienced appellate attorney in the United States Courts of Appeals for the Third, Fourth, Ninth, and Eleventh Circuits, as well as the Supreme Court of California. Representative cases in which Mr. Mathews has held a lead

role include:

- *Rodman v. Safeway, Inc.* (N.D.Cal.) – \$42 million judgment against Safeway, Inc., representing 100% of damages plus interest for grocery delivery overcharges;
- *Ardon v. City of Los Angeles* (Superior Court, County of Los Angeles) – \$92.5 million tax refund settlement with the City of Los Angeles after winning landmark decision in the Supreme Court of California securing the rights of taxpayers to file class-wide tax refund claims under the CA Government Code;
- *McWilliams v. City of Long Beach* (Superior Court, County of Los Angeles) - \$16.6 million telephone tax refund settlement;
- *Granados v. County of Los Angeles* - \$16.9 million telephone tax refund settlement;
- *In re 24 Hour Fitness Prepaid Memberships. Litig.* (N.D.Cal.) - Full-relief settlement providing over \$8 million in refunds and an estimated minimum of \$16 million in future rate reductions, for class of consumers who purchased prepaid gym memberships;
- *Chambers v. Whirlpool Corp.* (C.D.Cal.) – Settlement providing 100% of repair costs and other benefits for up to 24 million dishwashers that have an alleged propensity to catch fire due to a control board defect;
- *In re Apple iPhone Warranty Litig.* (N.D.Cal.) – \$53 million settlement in case alleging improper iPhone warranty denials; class members received on average 118% of their damages;
- *In re Colonial Bancgroup, Inc.* – Settlements totaling \$18.4 million for shareholders in securities lawsuit involving one of the largest U.S. bank failures of all time;
- *International Fibercom* (D.Ariz.) – Represented plaintiff in insurance coverage actions against D&O carriers arising out of securities fraud claims; achieved a near-full recovery for the plaintiff; and
- *In re Mutual Funds Investment Litigation*, MDL 1586 (D.Md.) – Lead Fund Derivative Counsel in the multidistrict litigation arising out of

the market timing and late trading scandal of 2003, which involved seventeen mutual fund families and hundreds of parties, and resulted in over \$250 million in settlements.

Mr. Mathews graduated from Rutgers School of Law-Camden with high honors, where he served as Lead Marketing Editor for the Rutgers Journal of Law & Religion, served as a teaching assistant for the Legal Research and Writing Program, received the 1L legal Writing Award, and received a Dean's Merit Scholarship and the Hamerling Merit Scholarship. He received his B.A. from Rutgers University-Camden in 2000 with highest honors, where he was inducted into the Athenaeum honor society.

Mr. Mathews also serves as a member of the Planning Commission for the township of Lower Merion. His pro bono work has included representation of the Holmesburg Fish and Game Protective Association in Philadelphia. He also served on the Amicus Committee for the National Association of Shareholder and Consumer Attorneys (NASCAT) for over ten years.

Practice Areas:

- Antitrust
- Automobile Defects and False Advertising
- Defective Products and Consumer Protection
- Other Complex Litigation
- Securities Fraud
- Data Breach

Education:

- Penn State Dickinson School of Law, J.D., 2005 - Woosack Honor Society
- Penn State Harrisburg, M.B.A., 2004 - Beta Gamma Sigma Honor Society
- Washington and Lee University, B.S., 2002 - *cum laude*

Memberships & Associations:

- Executive Committee, Young Lawyers Division of the Philadelphia Bar Association (2011-2014)
- Board Member, The Dickinson School of Law Alumni Society
- Editorial Board, Philadelphia Bar Reporter (2013-2016)

Admissions:

- Third Circuit Court of Appeals
- D.C. Circuit Court of Appeals
- Eastern District of Pennsylvania
- Middle District of Pennsylvania
- District of New Jersey
- District of Colorado
- Northern District of Illinois
- Central District of Illinois
- U.S. Court of Federal Claims

Honors:

- Named a "Lawyer on the Fast Track" by *The Legal Intelligencer*
- Named a Pennsylvania "Rising Star" 2010-2018
- Recognized as a "Top 40 Under 40" lawyer by The National Trial Lawyers

Benjamin F. Johns



Benjamin F. Johns first began working at the firm as a Summer Associate while pursuing a J.D./M.B.A. joint degree program in business school and law school. He became a full-time Associate upon graduation, and is now a Partner. Over the course of his legal career, Ben has argued in state and federal courts, at both the appellate and trial level. He has argued and briefed dispositive motions to dismiss, for class certification and for summary judgment. Among other witnesses, he has also deposed prison guards, lawyers, bankers, experts, engineers, I.R.S. officials, and information technology

personnel. He has provided substantial assistance in the prosecution of the following cases:

- *In re Nexus 6P Product Liability Litig.*, No. 5:17-cv-02185-BLF (N.D. Cal.) (Mr. Johns served as co-lead counsel – and argued two of the motions to dismiss – in this defective smartphone class action. The case resulted in a settlement valued at \$9.75 million, which Judge Beth Labson Freeman described as “substantial” and an “excellent resolution of the case.”);
- *In re MyFord Touch Consumer Litig.*, No. 13-cv-03072-EMC (N.D. Cal.) (Mr. Johns served as court-appointed co-lead counsel in this consumer class action concerning allegedly defective MyFord Touch infotainment systems, which settled for \$17 million shortly before trial);
- *Gordon v. Chipotle Mexican Grill, Inc.*, No. 17-cv-01415-CMA-SKC (D. Colo.) (Mr. Johns served as co-lead counsel of behalf of a class of millions of cardholders who were impacted by a data breach at Chipotle restaurants. After largely defeating a motion to dismiss filed by Chipotle, the case resulted in a favorable settlement for affected consumers);
- *Weeks v. Google LLC*, No. 5:18-cv-00801-NC, 2019 U.S. Dist. LEXIS 215943, at *8-9 (N.D. Cal. Dec. 13, 2019) (Mr. Johns was co-lead counsel – and successfully argued against a motion to dismiss – in this defective smartphone class action. A \$7.25 million settlement was reached, which Magistrate Judge Nathanael M. Cousins described as being an “excellent result.”);
- *Udeen v. Subaru of Am., Inc.*, No. 18-17334 (RBK/JS), 2019 U.S. Dist. LEXIS 172460, at *21 (D.N.J. Oct. 4, 2019) (Mr. Johns is co-lead counsel in this consumer class action involving defective infotainment systems in certain Subaru automobiles. The district court recently granted preliminary approval of a settlement valued at \$6.25 million);
- *Bray et al. v. GameStop Corp.*, No. 1:17-cv-01365-JEJ (D. Del.) (Mr. Johns served as co-lead counsel for consumers affected by a data breach at GameStop. After largely defeating a motion to dismiss, the case was resolved on favorable terms that provided significant relief to GameStop customers);
- *In re: Elk Cross Timbers Decking Marketing, Sales Practices and Products Liability Litig.*, No. 15-cv-18-JLL-JAD (D.N.J.) (Mr. Johns served on the Plaintiffs’ Steering Committee in this MDL proceeding, which involved allegedly defective wood-composite decking, and which ultimately resulted in a \$20 million settlement).
- *In re Checking Account Overdraft Litig.*, No. 1:09-MD-02036-JLK (S.D.

Fla.). (Ben was actively involved in these Multidistrict Litigation proceedings, which involve allegations that dozens of banks reorder and manipulate the posting order of debit transactions. Settlements collectively in excess of \$1 billion were reached with several banks. Ben was actively involved in prosecuting the actions against U.S. Bank (\$55 million settlement) and Comerica Bank (\$14.5 million settlement);

- *In re Flonase Antitrust Litig.*, 2:08-cv-03301-AB (E.D. Pa.). (indirect purchaser plaintiffs alleged that the manufacturer of Flonase (a nasal allergy spray) filed “sham” citizen petitions with the FDA in order to delay the approval of less expensive generic versions of the drug. A \$46 million settlement was reached on behalf of all indirect purchasers. Ben argued a motion before the District Court.);
- *In re TriCor Indirect Purchasers Antitrust Litig.*, No. 05-360-SLR (D. Del.). (\$65.7 million settlement on behalf of indirect purchasers who claimed that the manufacturers of a cholesterol drug engaged in anticompetitive conduct designed to keep generic versions off of the market.);
- *Physicians of Winter Haven LLC, d/b/a Day Surgery Center v. STERIS Corporation*, No. 1:10-cv-00264-CAB (N.D. Ohio). (\$20 million settlement on behalf of hospitals and surgery centers that purchased a sterilization device that allegedly did not receive the required pre-sale authorization from the FDA.);
- *West v. ExamSoft Worldwide, Inc.*, No. 14-cv-22950-UU (S.D. Fla.) (\$2.1 million settlement on behalf of July 2014 bar exam applicants in several states who paid to use software for the written portion of the exam which allegedly failed to function properly);
- *Henderson v. Volvo Cars of North America, LLC*, No. 2:09-cv-04146-CCC-JAD (D. N.J.). (provided substantial assistance in this consumer automobile case that settled after the plaintiffs prevailed, in large part, on a motion to dismiss);
- *In re Marine Hose Antitrust Litig.*, No. 08-MDL-1888 (S.D. Fla.) (Settlements totaling nearly \$32 million on behalf of purchasers of marine hose);
- *In re Philips/Magnavox Television Litig.*, No. 2:09-cv-03072-CCC-JAD (D. N.J.). (Settlement in excess of \$4 million on behalf of consumers whose flat screen televisions failed due to an alleged design defect. Ben argued against one of the motions to dismiss.);
- *Allison, et al. v. The GEO Group*, No. 2:08-cv-467-JD (E.D. Pa.), and *Kurian v. County of Lancaster*, No. 2:07-cv-03482-PD (E.D. Pa.). (Settlements totaling \$5.4 million in two civil rights class action lawsuits involving allegedly unconstitutional strip searches at prisons);
- *In re Canon Inkjet Printer Litig.*, No. 2-14-cv-03235-LDW-SIL (E.D.N.Y.) (Ben was co-lead counsel in this consumer class action involving allegedly defective printers that resulted in a \$930,000 settlement.);
- *In re Recoton Sec. Litig.*, 6:03-cv-00734-JA-KRS (M.D.Fla.). (\$3 million settlement for alleged violations of the Securities Exchange Act of 1934); and
- *Smith v. Gaiam, Inc.*, No. 09-cv-02545-WYD-BNB (D. Colo.). (Obtained a settlement in this consumer fraud case that provided full recovery to approximately 930,000 class members).

Ben has also had success at the appellate level in cases to which he substantially contributed. See *Cohen v. United States*, 578 F.3d 1 (D.C.

Cir. 2009), *reh'g granted per curiam*, 599 F.3d 652 (D.C. Cir. 2010), *remanded by*, 650 F.3d 717 (D.C. Cir. 2011) (en banc) (reversing district court's decision to the extent that it dismissed taxpayers' claims under the Administrative Procedure Act); *Lone Star Nat'l Bank, N.A. v. Heartland Payment Sys.*, No. 12-20648, 2013 U.S. App. LEXIS 18283 (5th Cir. Sept. 3, 2013) (reversing district court's decision dismissing financial institutions' common law tort claims against a credit card processor).

Ben was elected by fellow members of the Philadelphia Bar Association to serve a three year term on the Executive Committee of the organization's Young Lawyers Division. He also served on the Editorial Board of the Philadelphia Bar Reporter, and the Board of Directors for the Dickinson School of Law Alumni Society. Ben was also a head coach in the Narberth basketball summer league for several years. He has been published in the Philadelphia Lawyer magazine and the Philadelphia Bar Reporter, presented a Continuing Legal Education course, and spoken to a class of law school students about the practice. While in college, Ben was on the varsity basketball team and spent a semester studying abroad in Osaka, Japan. Ben has been named a "Lawyer on the Fast Track" by The Legal Intelligencer, a "Top 40 Under 40" attorney by The National Trial Lawyers, and a Pennsylvania "Rising Star" for the past nine years.

Practice areas:

- Corporate Mismanagement and Shareholder Derivative Actions
- Mergers and Acquisitions

Education:

- SUNY Cortland, B.S., 2002, *cum laude*
- Syracuse University College of Law, 2006, J.D., *cum laude*
- Whitman School of Management at Syracuse University, 2006, M.B.A

Admissions:

- Supreme Court of Delaware
- Supreme Court of Connecticut
- District of Colorado
- District of Delaware
- Third Circuit Court of Appeals

Honors:

- Named a 2016, 2017, 2018, and 2019 Delaware "Rising Star"
- Martindale Hubbell-Distinguished rated
- 2015–2017 Secretary of the Board of Bar Examiners of the Supreme Court of the State of Delaware
- 2013 – 2015 Assistant Secretary of the Board of Bar Examiners of the Supreme Court of the State of Delaware
- 2010 – 2013 Associate Member of the Board of Bar Examiners of the Supreme Court of the State of Delaware
- Member, Richard S. Rodney Inn of Court

Scott M. Tucker



Scott M. Tucker is a Partner in the Firm's Wilmington Office. Mr. Tucker is a member of the Firm's Mergers & Acquisitions and Corporate Mismanagement and Shareholder Derivative Action practice areas. Together with the Firm's Partners, Mr. Tucker assisted in the prosecution of the following actions:

- *In re Kinder Morgan, Inc. Shareholders Litigation*, Consol. C.A. No. 06-C-801 (Kan.) (action challenging the management led buyout of Kinder Morgan Inc., which settled for \$200 million).
- *In re J.Crew Group, Inc., Shareholders Litigation*. C.A. No. 6043-CS (Del. Ch.) (action that challenged the fairness of a going private acquisition of J.Crew by TPG and members of J.Crew's management which resulted in a settlement fund of \$16 million and structural changes to the go-shop process, including an extension of the go-shop process, elimination of the buyer's informational and matching rights and requirement that the transaction be approved by a majority of the unaffiliated shareholders).
- *In re Genentech, Inc. Shareholder Litigation*, C.A. No. 3911-VCS (Del. Ch.) (action challenging the attempt by Genentech's controlling stockholder to take Genentech private which resulted in a \$4 billion increase in the offer).
- *City of Roseville Employees' Retirement System, et al. v. Ellison, et al.*, C.A. No. 6900-VCP (Del. Ch.) (action challenging the acquisition by Oracle Corporation of Pillar Data Systems, Inc., a company majority-owned and controlled by Larry Ellison, the Chief Executive Officer and controlling shareholder of Oracle, which led to a settlement valued at \$440 million, one of the larger derivative settlements in the history of the Court of Chancery).
- *In re Sanchez Derivative Litigation*, C.A. No. 9132-VCG (Del. Ch.) (action challenging a related party transaction between Sanchez Energy Inc. and Sanchez Resources, LLC a privately held company, which settled for roughly \$30 million in cash and assets)

Mr. Tucker is a Member of the Richard S. Rodney Inn of Court. While attending law school, Mr. Tucker was a member of the Securities Arbitration Clinic and received a Corporate Counsel Certificate from the Center for Law and Business Enterprise.

Practice Areas:

- Antitrust
- Automotive Defects and False Advertising
- Defective Products and Consumer Protection
- Other Complex Litigation

Education:

- Villanova Law School, J.D. - *cum laude*
- ◇ *Villanova Law Review*, Associate Editor
- ◇ *Villanova Moot Court Board*
- ◇ Obert Corporation Law Prize
- University of Virginia, B.A., English literature

Memberships & Associations:

- Pennsylvania Bar Association
- Passé International

Admissions:

- Pennsylvania
- Eastern District of Pennsylvania
- Federal Circuit

Anthony Allen Geyelin



Tony is of Counsel to the firm at the Haverford office, where for the last decade he has used his extensive private and public sector corporate and regulatory experience to assist the firm in the effective representation of its many clients. Tony has previously worked as an associate in the business department of a major Philadelphia law firm; served as Chief Counsel and then Acting Insurance Commissioner with the Pennsylvania Insurance Department in Harrisburg; and represented publicly traded insurance companies based in Pennsylvania and Georgia as their senior vice president, general counsel and corporate secretary.

Tony has represented the firm’s clients in a number of significant litigations, including the AHERF, Air Cargo, Certainteed, Cipro, Clear Channel, Del Monte, Honda Hybrid Vehicles, Insurance Brokers, iPhone LDI, Intel, Marine Hoses, Phoenix Leasing, and Reliance Insolvency matters.

Outside of the office Tony’s pro bono, professional and charitable activities have included volunteering as a Federal Public Defender; service as a member and officer of White-Williams Scholars, the Schuylkill Canal Association, and the First Monday Business Club of Philadelphia; and serving as a member of the National Association of Insurance Commissioners and the Radnor Township (PA) Planning Commission.

Practice Areas:

- Corporate Mismanagement & Shareholder Derivative Action
- Mergers & Acquisitions

Education:

- Villanova University School of Law, J.D., 2007
- ◇ Co-President of Asian-Pacific American Law Students Association
- Tufts University, B.A., 2002 – *cum laude* in Political Science

Memberships & Associations:

- Delaware State Bar Association
- The Richard S. Rodney American Inn of Court

Admissions:

- Delaware, 2007
- U.S. District Court for the District of Delaware, 2008

Tiffany J. Cramer



Tiffany J. Cramer is Senior Counsel in the Wilmington office. Her entire practice is devoted to litigation, with an emphasis on corporate mismanagement & derivative stockholder actions and mergers & acquisitions.

Together with the Firm's Partners, Ms. Cramer has assisted in the prosecution of numerous shareholder and unitholder class and derivative actions arising pursuant to Delaware law, including:

- *In re Starz Stockholder Litigation*, C.A. No. 12584-VCG (Del. Ch.) (Co-Lead Counsel in Court of Chancery class action challenging the acquisition of Starz by Lions Gate Entertainment Corporation, which led to a settlement of \$92.5 million).
- *In re Freeport McMoRan Copper & Gold, Inc. Deriv. Litig.*, C.A. No. 815-VCN (Del. Ch.) (Co-Lead Counsel in Court of Chancery derivative litigation arising from Freeport McMoRan Copper & Gold, Inc.'s acquisition of Plains Exploration Production Co. and McMoran Exploration Production Co, which led to a settlement valued at nearly \$154 million, including an unprecedented \$147.5 million dividend paid to Freeport's stockholders).
- *City of Roseville Employees' Retirement System, et al. v. Ellison, et al.*, C.A. No. 6900-VCP (Del. Ch.) (Co-Lead Counsel in the Court of Chancery derivative action challenging the acquisition by Oracle Corporation of Pillar Data Systems, Inc., a company majority-owned and controlled by Larry Ellison, the Chief Executive Officer and largest shareholder of Oracle, which led to a settlement valued at \$440 million, one of the larger derivative settlements in the history of the Court of Chancery).
- *In Re Genentech, Inc. Shareholders Litigation*, Consol. C.A. No. 3911-VCS (Del. Ch.) (Co-Lead Counsel in the Court of Chancery class action litigation challenging Roche Holding's buyout of Genentech, Inc., which resulted in a settlement providing for, among other things, an additional \$4 billion in consideration paid to the minority shareholders of Genentech, Inc.).
- *In re Atlas Energy Resources, LLC Unitholder Litigation*, Consol. C.A. No. 4589-VCN (Co-Lead Counsel in the Court of Chancery class action litigation challenging Atlas America, Inc.'s acquisition of Atlas Energy Resources, LLC, which resulted in a settlement providing for an additional \$20 million fund for former Atlas Energy Unitholders).
- *In re Barnes & Noble Stockholder Derivative Litigation*, C.A. No. 4813-CS (Del. Ch.) (Co-Lead Counsel in the Court of Chancery derivative litigation arising from Barnes & Noble, Inc.'s acquisition of Barnes & Noble College Booksellers, Inc., which resulted in a settlement of nearly \$30 million).

Ms. Cramer is a Member of the Richard S. Rodney American Inn of Court. Ms. Cramer has also been selected to the Delaware "Rising Stars" list from Super Lawyers: 2016 and 2017. While in law school, she served as law clerk to the Honorable Jane R. Roth of the United States Court of Appeals for the

Third Circuit. While in college, she played the bassoon as a member of the Tufts Symphony Orchestra.

Practice Areas:

- Antitrust
- Corporate Mismanagement
- Consumer Fraud & Defective Products
- Whistleblower/False Claims Act
- Employee Benefits/ ERISA

Education:

- Villanova University School of Law, J.D., 2012
 - ◆ Journal of Catholic Social Thought – Executive Editor (2011-2012),
- Georgetown University, B.A. (Government), 2009

Memberships and Associations:

- Member, Philadelphia Bar Association
- Member, Georgetown University Alumni Admissions Program (AAP)
- Member, Young Friends of the Philadelphia Orchestra

Admissions:

- Admitted, Pennsylvania Bar
- Admitted, New Jersey Bar
- Admitted, District of Columbia Bar
- Admitted, United States District Court for the Eastern District of Pennsylvania
- Admitted, United States District Court for the District of New Jersey
- Admitted, United States District Court for the District of Columbia
- Admitted, United States District Court for the District of Colorado
- Admitted, United States District Court for the Central District of Illinois
- Admitted, United States Court of Appeals for the District of Columbia Circuit

Honors:

- Pennsylvania Super Lawyers Rising Star 2017, 2018, & 2019

Andrew W. Ferich



Andrew W. Ferich is an associate in the Firm's Haverford office. Andy focuses his practice on complex litigation, including in the Firm's consumer protection, ERISA/employee benefits, and whistleblower/*qui tam* practice groups. He has made significant contributions to expanding the firm's ERISA practice.

Andy routinely briefs and litigates dispositive motions to dismiss, for class certification, and for summary judgment. He has also appeared and argued before state

and federal courts of various jurisdictions, and possesses major jury trial experience. Andy is admitted to practice in Pennsylvania, New Jersey, and the District of Columbia, and has been admitted to practice in multiple federal courts.

Andy has played a principal role in prosecuting the following matters, among others:

- *In re Nexus 6P Prods. Liab. Litig.*, No. 5:17-cv-02185-BLF (N.D. Cal.) (final approval of a \$9.75 million settlement granted in this class action lawsuit which alleged that Google smartphones contained a defect that caused "bootlooping" and sudden battery drain; CSK&D served as co-lead class counsel);
- *Weeks, et al. v. Google LLC*, 5:18-cv-00801-NC (N.D. Cal.) (final approval of a \$7.25 million settlement granted in this consumer class action alleging that Google sold first-generation Pixel smartphones with a known microphone defect; CSK&DS was appointed co-lead class counsel);
- *Udeen, et al. v. Subaru of America, Inc.*, No. 1:18-cv-17334-RBK-JS (D.N.J.) (Andy is co-lead counsel in this consumer class action involving defective infotainment systems in certain Subaru automobiles. The district court recently granted preliminary approval of a settlement valued at \$6.25 million);
- *In re: Elk Cross Timbers Decking Marketing, Sales Practices and Products Liability Litigation*, No. 2:15-cv-00018-JLL-JAD (D.N.J.) (final approval of settlement valued at approximately \$20 million granted in this products liability MDL proceeding relating to allegedly defective wood-composite decking; CSK&DS was appointed to the Plaintiffs' Steering Committee);
- *Gordon, et al. v. Chipotle Mexican Grill, Inc.*, No. 1:17-cv-01415-CMA (D. Colo.) (final approval granted in class action relating to a data breach that allegedly exposed consumers' payment card data to hackers; CSK&D served as co-lead class counsel);

- *Bray, et al. v. GameStop Corp.*, 1:17-cv-01365 (D. Del.) (final approval of settlement granted in this class action relating to a data breach that exposed the personal and payment card information of consumers who made purchases through defendant's website; CSK&D served as class counsel);
- *Perdue v. Hy-Vee, Inc.*, No. 1:19-cv-01330 (C.D. Ill.) (Andy was appointed interim co-lead counsel in this class action relating to a data breach that allegedly exposed millions of consumers' payment card data to hackers);
- *In re Anadarko Basin Oil and Gas Lease Antitrust Litigation*, No. 16-cv-209-HE (W.D. Okla.) (antitrust action under federal antitrust laws brought on behalf of a class of landowners who leased land to defendants for drilling for natural gas and received less in lease bonuses and royalties than they should have due to defendants' anticompetitive lease bid-rigging scheme; parties have agreed to settlement and preliminary approval is pending);
- *DeMarco, et al. v. AvalonBay Communities, Inc., et al.*, No. 2:15-cv-00628-JLL-JAD (D.N.J.) (settled class action lawsuit on behalf of hundreds of tenants and former tenants of AvalonBay community that was destroyed in a massive fire, in which case CSK&D has been appointed interim co-lead counsel);
- *In re: MacBook Keyboard Litig.*, No: 5:18-cv-02813-EJD (N.D. Cal.) (motion to dismiss denied in this class action lawsuit alleging that Apple sold 2015 and later MacBook, 2016 and later MacBook Pro, and 2018 MacBook Air laptops with a known defect plaguing the butterfly keyboards, and allowing dust and other debris to disrupt keyboard use; CSK&DS is appointed interim co-lead counsel);
- *Davis, et al. v. Washington University in St. Louis, et al.*, No. 4:17-cv-01641-RLW (E.D. Mo.) (ERISA class action alleging excessive fees and other breaches of fiduciary duties relating to university 403(b) retirement plan; CSK&D is appointed interim co-lead counsel);
- *Stanley, et al. v. The George Washington University*, No. 1:18-cv-00878 (D.D.C.) (ERISA class action alleging excessive fees and other breaches of fiduciary duty relating to university 403(b) retirement plan);
- *Rollolazo et al. v. BMW of North America, LLC, et al*, No. 8:16-cv-00966-TJH-SS (C.D. Cal.) (class action lawsuit against BMW on behalf of owners of the BMW i3 REX—a plug-in electric hybrid vehicle with a gas engine known as a Range Extender—wherein Plaintiffs have alleged that a defect in the Range Extender causes class vehicles to suddenly decelerate); and
- *Kirkpatrick, et al. v. HomeAway.com, Inc.*, No. 1:16-cv-00733-LY (W.D. Tex.) (consumer class action on behalf of owners of rental/vacation properties across the country alleging that owners entered into rental listing subscription agreements with HomeAway and its

websites based upon the false and broken promise that renters and travelers would never be assessed a fee at booking).

Andy is also involved in and has made significant contributions to the development of the firm's whistleblower and *qui tam* practice area. He is involved in multiple cases on behalf of relators and whistleblowers seeking to recover on behalf of the United States government through a variety of channels.

Andy received his law degree from Villanova University School of Law in 2012. While in law school, he clerked for a well-known suburban Philadelphia law firm. Prior to joining the Firm, Andy was an associate at a well-known international litigation firm in Philadelphia where he focused his practice on commercial litigation, financial services litigation, and antitrust matters.

Prior to law school, Andy attended Georgetown University and was a member of the Division I baseball team. During his time in college, Andy also worked on Capitol Hill and for a well-known think tank.

Practice Areas:

- Automobile Defects and False Advertising
- Defective Products and Consumer Protection
- Other Complex Litigation
- Securities Fraud

Education:

- Villanova University School of Law, J.D., 2006
- ◇ Villanova Environmental Law Journal – managing editor of student works (2006), staff writer (2005)
- University of California, Los Angeles, B.A., 2003 – *cum laude*

Membership & Associations:

- Member, Philadelphia Bar Association

Admissions:

- Pennsylvania
- New Jersey
- Eastern District of Pennsylvania
- District of New Jersey

Honors:

- Pennsylvania Super Lawyers Rising Star 2013-2016

Alison Gabe Gushue



Alison G. Gushue is an associate in the Firm's Haverford Office. Her practice is devoted to litigation, with an emphasis on consumer fraud, securities, and derivative cases. Ms. Gushue also provides assistance to the Firm's Institutional Client Services Group.

Prior to joining the firm, Ms. Gushue was counsel to the Pennsylvania Securities Commission in the Division of Corporation Finance. In this capacity, she was responsible for reviewing securities registration filings for compliance with state securities laws and for working with issuers and issuers' counsel to

bring noncompliant filings into compliance.

Together with the Partners, Ms. Gushue has provided substantial assistance in the prosecution of the following cases:

- *Lockabey et al. v. American Honda Motor Co., Inc.*, Case No. 37-2010-00087755-CU-BT (San Diego Super. Ct.) (settlement valued by court at \$170 million for a class of 460,000 purchasers and lessees of Honda Civic Hybrids to resolve claims that the vehicle was advertised with fuel economy representations it could not achieve under real-world driving conditions, and that a software update to the IMA system further decreased fuel economy and performance)
- *In re DVI Inc. Securities Litigation*, Case No. 2:03-cv-05336-LDD (over \$17m in settlements recovered for the shareholder class in lawsuit alleging that the company's officers and directors, in conjunction with its external auditors and outside counsel, violated the federal securities laws)
- *In re LG Front Loading Washing Machine Litigation*, Case No. 2:08-cv-61 (D.N.J.); and *In re Whirlpool Front Loading Washing Machine Litigation*, Case No. 1:08-wp-65000 (N.D. Oh.) (pending cases which allege that LG and Whirlpool's front loading washing machines suffer from a defect that leads to the formation of mold and mildew on the inside of the washing machines and production of foul and noxious odors)

Ms. Gushue has also provided pro bono legal services to nonprofit organizations in Philadelphia such as the Philadelphia Bankruptcy Assistance Project and the Public Interest Law Center of Philadelphia.

Practice Areas:

- Securities Fraud Class Actions & Complex Litigation
- Consumer Protection and Multi-District Litigation
- Other Complex Litigation/ Mass Actions

Education:

- University of Miami School of Law, J.D. 2013 – *cum laude*
 - ◊ University of Miami NSAC Law Review
 - ◊ Dean’s List-Spring 2013 (4.0 GPA); Spring 2012; Fall 2012
 - ◊ Advanced Business Litigation Skills-honors recognition
- University of Miami, B.B.A.,2009 – Finance

Admissions:

- Member, Florida Bar
- Member, Pennsylvania Bar
- Member, New Jersey Bar
- Admitted, United States District Court for the Eastern District of Pennsylvania
- Admitted, United States District Court for the Southern District of Florida
- Admitted, United States District Court for the District of New Jersey
- Admitted, United States District Court for the District of Colorado

Publications:

- Practising Law Institute’s 23rd Annual Consumer Financial Services Institute - Chapter 57: The Impact of *Payment Card II* on Class Action Litigation & Settlements

Honors:

- Pennsylvania Super Lawyers Rising Star 2018
- Pennsylvania Super Lawyers Rising Star 2019
- Pennsylvania Super Lawyers Rising Star 2020

Mark B. DeSanto



Mark B. DeSanto is an Associate Attorney in the Firm’s Haverford office. He has extensive experience in securities, consumer protection, data breach, TCPA and other forms of class actions. Prior to joining the Firm, he was an attorney in the Radnor office of a national class action law firm where he represented sophisticated institutional and individual investors in complex class actions against corporate defendants and their executives for violations of federal securities laws, as well as consumers in nationwide consumer protection class actions. To date, Mr. DeSanto has been involved in the prosecution of the following federal court class actions:

- *Lietz v. Cigna Corp. (In re Cigna-American Specialty Health Admin. Fee Litig.)*, No. 2:16-cv-03967-NIQA, 2019 U.S. Dist. LEXIS 146899 (E.D. Pa. Aug. 29, 2019) (settled – \$8.25 million) (represented insureds alleging that Cigna violated ERISA by charging an elevated amount for services that included an administrative fee charged by Cigna’s third-party claims management provider, and only passing on a small portion of the elevated amount charged to the doctor, while knowingly hiding this fee from insureds);
- *High St. Rehab., LLC v. Am. Specialty Health Inc.*, No. 2:12-cv-07243-NIQA, 2019 U.S. Dist. LEXIS 147847 (E.D. Pa. Aug. 29, 2019) (settled – \$11.75 million) (represented a class of chiropractors and other similar healthcare practitioners alleging, *inter alia*, that Cigna and its third-party claims management provider’s use of utilization management review (“UMR”) when evaluating out-of-network claims for chiropractic services performed on individuals who participated in employer-sponsored health benefits Plans that Cigna insured and/or for which Cigna administered benefits claims violated ERISA);
- *In re St. Jude Medical, Inc. Securities Litigation*, Civ. No. 10-0851 (D. Minn.) (settled – \$39.25 million) (represented financial institutions in class action lawsuit brought on behalf of all St. Jude Medical Inc. shareholders, alleging that the company and its executives violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934);
- *In re Target Corporation Customer Data Security Breach Litigation*, MDL No. 14–2522 (D. Minn.) (settled – \$39 million) (represented a class of payment card issuing financial institutions in nationwide class action against Target for its highly-publicized 2013 data breach in which roughly 110 million Target customers’ personal and financial information was compromised by hackers);
- *Louisiana Municipal Police Employees’ Retirement System v. Green Mountain Coffee Roasters, Inc. et al.*, Civ. No. 2:11-cv-00289 (D. Vt.) (settled – \$36.5 million) (represented financial institutions in class action lawsuit brought on behalf of all Keurig Green Mountain shareholders, alleging that the company and its executives violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934);

- *Washtenaw County Employees' Retirement System v. Walgreen Co. et al.*, Civ. No. 1:15-cv-03187 (N.D. Ill.) (represented financial institutions in class action lawsuit brought on behalf of all Walgreens shareholders, alleging that the company and its executives violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934);
- *Dennington et al. v. State Farm Fire & Casualty Co. et al.*, Civ. No. 4:14-cv-04001-SOH (W.D. Ark.) (represented a class of State Farm insureds in nationwide class action against State Farm alleging that it breached its homeowners insurance policies by unlawfully depreciating labor when calculating actual cash value payments to insureds);
- *Green v. American Modern Home Ins. Co.*, Civ. No. 4:14-cv-04074-SOH (W.D. Ark.) (represented a class of American Modern insureds in nationwide class action against American Modern alleging that it breached its homeowners insurance policies by unlawfully depreciating labor when calculating actual cash value payments to insureds); and,
- *Larey et al. v. Allstate Property and Casualty Co.*, Civ. No. 14-cv-04008-SOH (W.D. Ark.) (represented a class of Allstate insureds in nationwide class action against Allstate alleging that it breached its homeowners insurance policies by unlawfully depreciating labor when calculating actual cash value payments to insureds).

Mr. DeSanto is admitted to practice law in Pennsylvania, New Jersey, and Florida. He earned his Juris Doctor, *cum laude*, from the University of Miami School of Law in 2013, where he was also a member of the NSAC Law Review. During his second and third years of law school, Mr. DeSanto worked at a boutique securities litigation firm on Brickell Avenue in Downtown Miami. Mr. DeSanto earned his Bachelor of Business Administration, with a major in Finance, from the University of Miami in 2009.

Practice Areas:

- Securities Fraud
- Corporate Mismanagement and Shareholder Derivative Action
- Defective Products and Consumer Protection
- Other Complex Litigation

Education:

- Drexel University Thomas R. Kline School of Law, J.D., 2015
- Drexel University, B.S. in Business Administration, 2005

Memberships and Associations:

- Member, Philadelphia Bar Association
- Member, Pennsylvania Bar Association

Admissions:

- Pennsylvania, 2015

Stephanie E. Saunders



Stephanie E. Saunders is an associate in the Firm's Haverford office. She focuses her practice on complex litigation including securities fraud, shareholder derivative, and consumer protection cases. She also provides assistance to the Firm's Client Development Group which is responsible for establishing and maintaining strong client relations.

Stephanie received her law degree from the Drexel University Thomas R. Kline School of

Law in 2015. Her law school career was marked by several academic honors which included being named the CALI Excellence for the Future Award[®] recipient in Legal Methods & Legal Writing for earning the highest grade in the class. While in law school, she clerked for the Firm and conducted her practice-intensive semester long co-op with the Firm during her second year of law school.

Upon graduating from Drexel University's LeBow College of Business in 2005, Stephanie began her professional career in marketing. She was an integrated marketing and promotions manager with Condé Nast Publications in Manhattan where she managed and executed print and digital advertising campaigns. Upon returning to the Philadelphia region, she joined PNC Wealth Management where she was the marketing segment manager of Hawthorn, an ultra-high net worth multi-family office, where she was responsible for the development of integrated marketing plans, advertising, and client events.

Practice Areas:

- Securities Fraud
- Corporate Mismanagement and Shareholder Derivative Action
- Defective Products and Consumer Protection
- Other Complex Litigation

Education:

- Michigan State University College of Law, J.D. *summa cum laude*, 2017
- Michigan State Law Review – managing editor (2016-2017), staff editor (2015-2016)
- York College of Pennsylvania, B.A. *magna cum laude*, 2013

Admissions:

- Pennsylvania
- Eastern District of Pennsylvania

Zachary P. Beatty



Zachary P. Beatty is an associate in the Firm's Haverford office. He focuses his practice on complex litigation including securities fraud, shareholder derivative suits, and consumer protection class actions.

Zachary received his law degree from Michigan State University College of Law in 2017. While in law school, Zachary served as a managing editor for the Michigan State Law Review. His law school career was

marked by several academic honors including earning Jurisprudence Awards for receiving the highest grades in his Corporate Finance, Business Enterprises, Constitutional Law II, and Advocacy classes. Zachary clerked for a small central Pennsylvania law firm and clerked for the Honorable Carol K. McGinley in the Lehigh County Court of Common Pleas. He also clerked for the Firm's Haverford office. Zachary graduated from York College of Pennsylvania where he majored in history.

Zach has assisted in prosecuting the following matters, among others:

- *Oddo v. Arcoaire Air Conditioning & Heating*, No. 8:15-cv-01985-CAS-E (C.D. Cal.) (consumer class action against Carrier Corporation arising out of the sale of air conditioners that contained an unapproved rust inhibitor in the compressor, which causes widespread failures of thermostatic expansion valves. The plaintiffs allege that the unapproved rust inhibitor was present in virtually all Carrier-manufactured air conditioners from December 2013 through August 2014);
- *Livingston v. Trane U.S. Inc.*, No. 2:17-cv-06480-ES-MAH (D.N.J.) (consumer class action against Trane U.S. Inc. arising out of the sale of air conditioners that contained an unapproved rust inhibitor in the compressor, which causes widespread failures of thermostatic expansion valves);
- *In re MyFord Touch Consumer Litig.*, No. C-13-3072 EMC (N.D. Cal.) (consumer class action against Ford alleging flaws, bugs, and failures in certain Ford automobile infotainment systems. CSK&D is co-lead counsel in this certified class action);
- *Weeks v. Google LLC*, No. 5:18-cv-00801-NC (N.D. Cal.) (consumer class action against Google relating to Pixel smartphones alleging that Google sold these phones with a known defect);
- *In re Nexus 6P Prods. Liab. Litig.*, No. 5:17-cv-02185-BLF (N.D. Cal.) (class action lawsuit alleging that smartphones manufactured by Google and Huawei contain defects that cause the phones to "bootloop" and experience sudden battery drain; CSK&D has been

appointed interim co-lead class counsel;

- *Gordon v. Chipotle Mexican Grill, Inc.*, No. 1:17-cv-01415- CMA (D. Colo.) (class action relating to a data breach suffered by Chipotle that allegedly exposed consumers' payment card data to hackers, in which case CSK&D has been appointed interim co-lead counsel); and
- *Chambers v. Whirlpool Corp.*, No. 11-1773-0FMO (C.D. Cal.) (a national class action involving alleged defects resulting in fires in Whirlpool, Kenmore, and KitchenAid dishwashers. The district court approved a settlement which he negotiated that provides wide-ranging relief to owners of approximately 24 million implicated dishwashers, including a full recovery of out-of-pocket damages for costs to repair or replace dishwashers that suffered Overheating Events).

Practice Areas:

- Securities Fraud
- Corporate Mismanagement and Shareholder Derivative Action
- Defective Products and Consumer Protection
- Other Complex Litigation
- Client Business Development

Education:

- Widener University Delaware Law School, J.D., 1998
- Pennsylvania State University, B.A., 1995

Memberships and Associations:

- Member, American Association of Justice (AAJ)
- Member, Philadelphia Bar Association
- Member, South Asian Bar Association, Philadelphia Chapter

Admissions:

- Pennsylvania
- District of Columbia

Beena M. McDonald



Beena Mallya McDonald is an Associate in the Firm's Haverford office. She focuses her practice on complex litigation including securities fraud and consumer protection cases. She also serves as a part of the firm's Client Business Development group, responsible for overseeing client portfolio monitoring and evaluation services, and establishing and maintaining client relationships.

Beena is very active in investigating and initiating securities and shareholder class actions, and has assisted in the representation of sophisticated institutional and individual investors in complex class actions against corporate defendants and their executives for violations of federal securities laws, as well as consumers in nationwide consumer protection class actions, including:

- *In re Nexus 6P Prods. Liab. Litig.*, No. 5:17-cv-02185-BLF (N.D. Cal.) (class action lawsuit alleging that smartphones manufactured by Google and Huawei contain defects that cause the phones to "bootloop" and experience sudden battery drain; after overcoming a motion to dismiss, a \$9.75 million settlement was reached, which Judge Beth Labson Freeman described as "substantial" and an "excellent resolution of the case.");
- *Weeks, et al. v. Google LLC*, No. 5:18-cv-00801-NC (N.D. Cal.) (consumer class action against Google relating to Pixel smartphones, alleging that Google sold these phones with a known microphone defect; after defeating a motion to dismiss, a \$7.25 million settlement was reached, which Magistrate Judge Nathanael M. Cousins described as being an "excellent result.");
- *In re: MacBook Keyboard Litig.*, No. 5:18-cv-02813-EJD (N.D. Cal.) (class action lawsuit alleging that Apple sold 2015 and later MacBook and 2016 and later MacBook Pro laptops with a known defect plaguing the butterfly keyboards, and allowing dust and other debris to disrupt keyboard use; CSK&D is appointed interim co-lead counsel);
- *Westmoreland County v. Inventure Foods*, No. CV2016-002718 (Super Ct. Ariz.) (state securities shareholder class action filed against Inventure Foods, Inc., after identifying that the company's stock price had suffered a precipitous decline due to troubles at a manufacturing facility, including a major food recall. After mediation, a preliminary settlement was reached that recovers over 35% of damages for investors.)
- *Orrstown Financial Services, Inc., et al., Securities Litig.*, No. 12-cv-00793 (USDC M.D. Pa.) (federal securities class action lawsuit by large transportation authority institutional investor client, named sole lead plaintiff, challenging false and misleading statements made by Orrstown to investors about its internal controls and financial condition);

- *Gordon v. Chipotle Mexican Grill, Inc.*, No. 1:17-cv-01415- CMA (D. Colo.) (class action relating to a data breach suffered by Chipotle that allegedly exposed consumers' payment card data to hackers, in which case CSK&D has been appointed interim co-lead counsel);
- *Christofferson v. Creation Entertainment, Inc.*, No. 19STCV11000 (Sup. Ct. CA). (class action relating to a data breach suffered by Creation Entertainment that allegedly exposed consumers' payment card data to hackers, in which case CSK&D is interim co-lead counsel).

Beena most recently served as a Special Assistant U.S. Attorney in the Southern District of California where she prosecuted major corruption, drug importation and illegal immigration cases. Upon initially receiving her law degree, she successfully tried hundreds of criminal cases as an Assistant Defender with Defender Association of Philadelphia. She has also served as lead counsel in civil jury and bench trials and arbitrations throughout the Philadelphia area while in-house at Allstate Insurance Company.

Beena's extensive trial experience is also bolstered by her business management experience working for a Fortune 200 company, allowing her to bring this business acumen to her current practice on behalf of defrauded investors and consumers.

Practice Areas:

- Defective Products and Consumer Protection
- Securities Fraud Class Actions
- Other Complex Litigation

Education:

- University of Michigan Law School, J.D. cum laude, 2014
- The College of William & Mary, B.A. cum laude, 2011

Admissions:

- Pennsylvania
- New Jersey
- Western District of Pennsylvania
- District of New Jersey
- Central District of Illinois

Alex M. Kashurba



Alex M. Kashurba is an associate in the Firm's Haverford office. He focuses his practice on complex litigation including securities, consumer protection, and data privacy class actions.

Alex received his law degree from the University of Michigan Law School. While in law school, he interned for the United States Attorney's Office for the Eastern District of Pennsylvania as well as the Office of General Counsel for the United States

House of Representatives. Prior to joining the Firm, Alex served as a law clerk in the United States District Court for the Western District of Pennsylvania, including for the Honorable Kim R. Gibson and the Honorable Nora Barry Fischer. Alex graduated from The College of William & Mary where he majored in Government.

Alex has assisted in prosecuting the following matters, among others:

- *Udeen, et al. v. Subaru of America, Inc.*, No. 1:18-cv-17334-RBK-JS (D.N.J.) (preliminary approval granted of a settlement valued at \$6.25 million in this consumer class action involving defective infotainment systems in certain Subaru automobiles);
- *In re Nexus 6P Prods. Liab. Litig.*, No. 5:17-cv-02185-BLF (N.D. Cal.) (final approval of a \$9.75 million settlement granted in this class action lawsuit which alleged that Google smartphones contained a defect that caused "bootlooping" and sudden battery drain; CSK&D served as co-lead class counsel);
- *Weeks, et al. v. Google LLC*, 5:18-cv-00801-NC (N.D. Cal.) (final approval of a \$7.25 million settlement granted in this consumer class action alleging that Google sold first-generation Pixel smartphones with a known microphone defect; CSK&DS was appointed co-lead class counsel);
- *Gordon, et al. v. Chipotle Mexican Grill, Inc.*, No. 1:17-cv-01415-CMA (D. Colo.) (final approval granted in class action relating to a data breach that allegedly exposed consumers' payment card data to hackers; CSK&D served as co-lead class counsel).

Practice Areas:

- Consumer protection
- Consumer fraud and defective products
- Other complex litigation

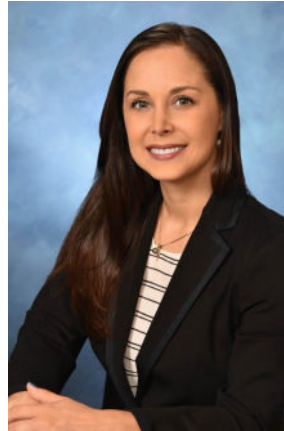
Education:

- Temple Beasley School of Law, J.D., 2011
- Pennsylvania State University, B.A., Political Science, 2007
- Pennsylvania State University, B.A., Spanish, 2007

Admissions:

- Pennsylvania
- Eastern District of Pennsylvania
- New Jersey

Samantha E. Holbrook



Samantha E. Holbrook is an Associate Attorney in the firm’s Haverford office. She has extensive experience in consumer protection class action litigation. Prior to joining the firm, Ms. Holbrook was an attorney in the Radnor office of a national class action law firm where she represented consumers and investors in nationwide class actions. Ms. Holbrook has experience handling and litigating all aspects of the prosecution of national class action litigation asserting claims under

state and federal law challenging predatory lending practices, product defects, breach of fiduciary duty, antitrust claims, consumer fraud and unfair and deceptive acts and practices in federal courts throughout the country.

Ms. Holbrook has assisted in obtaining substantial recoveries in numerous class actions on behalf of investors and participants in employee stock ownership plans including the following:

Board of Trustees of the AFTRA Retirement Fund, et al. v. JPMorgan Chase Bank, N.A., 09-CV-686 (SAS), 2012 WL 2064907 (S.D.N.Y. June 7, 2012) (approving \$150 million settlement)

In re 2008 Fannie Mae ERISA Litigation, Case No. 09-cv-1350 (S.D.N.Y.) (\$9 million settlement on behalf of participants in the Federal National Mortgage Association Employee Stock Ownership Plan)

Ms. Holbrook has also obtained favorable recoveries on behalf of multiple nationwide classes of borrowers whose insurance was force-placed by their mortgage services.

Education:

- Widener University Delaware Law School, J.D., 2018
- University of Delaware, B.A., 2015

Emily L. Skaug

Emily L. Skaug is an associate in the Firm's Wilmington office. Together with the Firm's Partners, she focuses her practice on complex litigation, including shareholder derivative and other investor rights cases.

Admissions:

- Pennsylvania
- New Jersey

Emily received her Bachelor of Arts in Psychology from University of Delaware. She received her law degree from Widener University Delaware Law School in 2018. While in law school, Emily was a student ambassador and was involved in Wills for Heroes and Delaware Volunteer Legal Services. After graduating law school, Emily interned in the Delaware Superior Court for the Honorable Jan R. Jurden, President Judge and later served as a law clerk for the Honorable John A. Parkins, Jr. and the Honorable Calvin L. Scott, Jr.

Practice Areas

Health & Welfare Fund Assets

CSK&D Protects Clients' Health & Welfare Fund Assets Through Monitoring Services & Vigorously Pursuing Health & Welfare Litigation.

At no cost to the client, CSK&D seeks to protect its clients' health & welfare fund assets against fraud and other wrongdoing by monitoring the health & welfare fund's drug purchases, Pharmacy benefit Managers and other health service providers. In addition, CSK&D investigates potential claims and, on a fully-contingent basis, pursues legal action for the client on meritorious claims involving the clients' health & welfare funds. These claims could include: the recovery of excessive charges due to misconduct by health service providers; antitrust claims to recover excessive prescription drug charges and other costs due to corporate collusion and misconduct; and, cost-recovery claims where welfare funds have paid for health care treatment resulting from defective or dangerous drugs or medical devices.

Monitoring Financial Investments

CSK&D Protects Clients' Financial Investments Through Securities Fraud Monitoring Services.

Backed by extensive experience, knowledge of the law and successes in this field, CSK&D utilizes various information systems and resources (including forensic accountants, financial analysts, seasoned investigators, as well as technology and data collection specialists, who can cut to the core of complex financial and commercial documents and transactions) to provide our institutional clients with a means to actively protect the assets in their equity portfolios. As part of this no-cost service, for each equity portfolio, CSK&D monitors relevant financial and market data, pricing, trading, news and the portfolio's losses. CSK&D investigates and evaluates potential securities fraud claims and, after full consultation with the client and at the client's direction, CSK&D will, on a fully-contingent basis, pursue legal action for the client on meritorious securities fraud claims.

Corporate Transactional

CSK&D Protects Shareholders' Interest by Holding Directors Accountable for Breaches of Fiduciary Duties

Directors and officers of corporations are obligated by law to exercise good faith, loyalty, due care and complete candor in managing the business of the corporation. Their duty of loyalty to the corporation and its shareholders requires that they act in the best interests of the corporation at all times. Directors who breach any of these "fiduciary" duties are accountable to the stockholders and to the corporation itself for the harm caused by the breach. A substantial part of the practice of Chimicles Schwartz Kriner & Donaldson-Smith LLP involves representing shareholders in bringing suits for breach of fiduciary duty by corporate directors.

Practice Areas

Securities Fraud

CSK&D Protects and Recovers Clients' Assets Through the Vigorous Pursuit of Securities Fraud Litigation.

CSK&D has been responsible for recovering over \$1 billion for institutional and individual investors who have been victims of securities fraud. The prosecution of securities fraud often involves allegations that a publicly traded corporation and its affiliates and/or agents disseminated materially false and misleading statements to investors about the company's financial condition, thereby artificially inflating the price of that stock. Often, once the truth is revealed, those who invested at a time when the company's stock was artificially inflated incur a significant drop in the value of their stock. CSK&D's securities practice group comprises seasoned attorneys with extensive trial experience who have successfully litigated cases against some of the nation's largest corporations. This group is strengthened by its use of forensic accountants, financial analysts, and seasoned investigators.

Antitrust and Unfair Competition

CSK&D Enforces Clients' Rights Against Those Who Violated Antitrust Laws.

CSK&D successfully prosecutes an array of anticompetitive conduct, including price fixing, tying agreements, illegal boycotts and monopolization, anticompetitive reverse payment accords, and other conduct that improperly delays the market entry of less expensive generic drugs. As counsel in major litigation over anticompetitive conduct by the makers of brand-name prescription drugs, CSK&D has helped clients recover significant amounts of price overcharges for blockbuster drugs such as BuSpar, Coumadin, Cardizem, Flonase, Relafen, and Paxil, Toprol-XL, and TriCor.

Real Estate Investment Trusts

CSK&D is a Trail Blazer in Protecting Clients' Investments in Non-Listed Equities.

CSK&D represents limited partners and purchaser of stock in limited partnerships and real estate investment trusts (non-listed REITs) which are publicly-registered but not traded on a national stock exchange. These entities operate outside the realm of a public market that responds to market conditions and analysts' scrutiny, so the investors must rely entirely on the accuracy and completeness of the financial and other disclosures provided by the company about its business, its finances, and the value of its securities. CSK&D prosecutes: (a) securities law violations in the sale of the units or stock; (b) abusive management practices including self-dealing transactions and the payment of excessive fees; (c) unfair transactions involving sales of the entities' assets; and (d) buy-outs of the investors' interests.

Practice Areas

Shareholder Derivative Action

CSK&D is a Leading Advocate for Prosecuting and Protecting Shareholder Rights through Derivative Lawsuits and Class Actions.

CSK&D is at the forefront of persuading courts to recognize that actions taken by directors (or other fiduciaries) of corporations or associations must be in the best interests of the shareholders. Such persons have duties to the investors (and the corporation) to act in good faith and with loyalty, due care and complete candor. Where there is an indication that a director's actions are influenced by self-interest or considerations other than what is best for the shareholders, the director lacks the independence required of a fiduciary and, as a consequence, that director's decisions cannot be honored. A landmark decision by the Supreme Court of Delaware underscored the sanctity of this principal and represented a major victory for CSK&D's clients.

Corporate Mismanagement

CSK&D is a Principal Advocate for Sound Corporate Governance and Accountability.

CSK&D supports the critical role its investor clients serve as shareholders of publicly held companies. Settlements do not provide exclusively monetary benefits to our clients. In certain instances, they may include long term reforms by a corporate entity for the purpose of advancing the interests of the shareholders and protecting them from future wrongdoing by corporate officers and directors. On behalf of our clients, we take corporate directors' obligations seriously. It's a matter of justice. That's why CSK&D strives not to only obtain maximum financial recoveries, but also to effect fundamental changes in the way companies operate so that wrongdoing will not reoccur.

Defective Products and Consumer Protection

CSK&D Protects Consumers from Defective Products and Deceptive Conduct.

CSK&D frequently represents consumers who have been injured by false advertising, or by the sale of defective goods or services. The firm has achieved significant recoveries for its clients in such cases, particularly in those involving defectively designed automobiles and other consumer products. CSK&D has also successfully prosecuted actions against banks and other large institutions for engaging in allegedly deceptive conduct.

Practice Areas

Data Breaches

CSK&D Protects Consumers Affected by Data Breaches

CSK&D has significant experience in prosecuting class action lawsuits on behalf of consumers who have been victimized by massive payment card data breaches. Large-scale payment data breaches have been on the rise over the past couple years. These breaches occur when cybercriminals gain unauthorized access to a company's payment systems or computer servers. When they occur, consumers are forced to take significant precautionary measures such as cancelling other cards and accounts, obtaining replacement cards (often for a fee), purchasing credit monitoring and identity theft, and spending large amounts of time reviewing accounts and statements for incidences of fraud. Two recent examples of settlements that CSK&D has resolved are: *Crystal Bray v. GameStop Corp.*, No. 1:17-cv-01365 (D. Del.) and *Gordon, et al. v. Chipotle Mexican Grille, Inc.*, No. 1:17-cv-01415-CMA-SKC (D. Colo.).

Representative Cases

Securities Cases Involving Real Estate Investments

CNL Hotels & Resorts Inc. Securities Litigation, Case No. 6:04-CV-1231, United States District Court, Middle District of Florida.

CSK&D was Lead Litigation Counsel in CNL Hotels & Resorts Inc. Securities Litigation, representing a Michigan Retirement System, other named plaintiffs and over 100,000 investors in this federal securities law class action that was filed in August 2004 against the nation's second largest hotel real estate investment trust, CNL Hotels & Resorts, Inc. (f/k/a CNL Hospitality Properties, Inc.) ("CNL Hotels") and certain of its affiliates, officers and directors. CNL raised over \$3 billion from investors pursuant to what Plaintiffs alleged to be false and misleading offering materials. In addition, in June 2004 CNL proposed an affiliated-transaction that was set to cost the investors and the Company over \$300 million ("Merger").

The Action was filed on behalf of: (a) CNL Hotels shareholders entitled to vote on the proposals presented in CNL Hotels' proxy statement dated June 21, 2004 ("Proxy Class"); and (b) CNL Hotels' shareholders who acquired CNL Hotels shares pursuant to or by means of CNL Hotels' public offerings, registration statements and/or prospectuses between August 16, 2001 and August 16, 2004 ("Purchaser Class").

The Proxy Class claims were settled by (a) CNL Hotels having entered into an Amended Merger Agreement which significantly reduced the amount that CNL Hotels paid to acquire its Advisor, CNL Hospitality Corp., compared to the Original Merger Agreement approved by CNL Hotels' stockholders pursuant to the June 2004 Proxy; (b) CNL Hotels having entered into certain Advisor Fee Reduction Agreements, which significantly reduced certain historic, current, and future advisory fees that CNL Hotels paid its Advisor before the Merger; and (c) the adoption of certain corporate governance provisions by CNL Hotels' Board of Directors. **In approving the Settlement, the Court concluded that in settling the Proxy claims, "a substantial benefit [was] achieved (estimated at approximately \$225,000,000)" and "this lawsuit was clearly instrumental in achieving that result."** The Purchaser Class claims were settled by Settling Defendants' payment of **\$35,000,000**, payable in three annual installments (January 2007 to January 2009).

On August 1, 2006, the Federal District Court in Orlando, Florida granted final approval of the Settlement as fair, reasonable, and adequate, and in rendering its approval of an award of attorneys' fees and costs to Plaintiffs' Counsel, the Court noted that "Plaintiffs' counsel pursued this complex case diligently, competently and professionally" and "achieved a successful result." More than 100,000 class members received notice of the proposed settlement and no substantive objection to the settlement, plan of allocation or fee petition was voiced by any class member.

Representative Cases

Securities Cases Involving Real Estate Investments

In re Real Estate Associates Limited Partnership Litigation, Case No. CV 98-7035, United States District Court, Central District of California.

Chimicles Schwartz Kriner & Donaldson-Smith LLP achieved national recognition for obtaining, in a federal securities fraud action, the first successful plaintiffs' verdict under the PSLRA. Senior partner Nicholas E. Chimicles was Lead Trial Counsel in the six-week jury trial in federal court in Los Angeles, in October 2002. The jury verdict, in the amount of \$185 million (half in compensatory damages; half in punitive damages), was ranked among the top 10 verdicts in the nation for 2002. After the court reduced the punitive damage award because it exceeded California statutory limits, the case settled for \$83 million, representing full recovery for the losses of the class. At the final hearing, held in November 2003, the Court praised Counsel for achieving both a verdict and a settlement that "qualif[ied] as an exceptional result" in what the Judge regarded as "a very difficult case..." In addition, the Judge noted the case's "novelty and complexity...and the positive reaction of the class. Certainly, there have been no objections, and I think Plaintiffs' counsel has served the class very well."

Case Summary: In August of 1998, over 17,000 investors ("Investor Class") in 8 public Real Estate Associates Limited Partnerships ("REAL Partnerships") were solicited by their corporate managing general partner, defendant National Partnership Investments Corp. ("NAPICO"), and other Defendants via Consent Solicitations filed with the Securities and Exchange Commission ("SEC"), to vote in favor of the sale of the REAL Partnerships' interests in 98 limited partnerships ("Local Partnerships"). In a self-dealing and interested transaction, the Investor Class was asked to consent to the sale of these interests to NAPICO's affiliates ("REIT Transaction"). In short, Plaintiffs alleged that defendants structured and carried out this wrongful and self-dealing transaction based on false and misleading statements, and omissions in the Consent Solicitations, resulting in the Investor Class receiving grossly inadequate consideration for the sale of these interests. Plaintiffs' expert valued these interests to be worth a minimum of \$86,523,500 (which does not include additional consideration owed to the Investor Class), for which the Investor Class was paid only \$20,023,859.

Plaintiffs and the Certified Class asserted claims under Section 14 of the Securities Exchange Act of 1934 ("the Exchange Act"), alleging that the defendants caused the Consent Solicitations to contain false or misleading statements of material fact and omissions of material fact that made the statements false or misleading. In addition, Plaintiffs asserted that Defendants breached their fiduciary duties by using their positions of trust and authority for personal gain at the expense of the Limited Partners. Moreover, Plaintiffs sought equitable relief for the Limited Partners including, among other things, an injunction under Section 14 of the Exchange Act for violation of the "anti-bundling rules" of the SEC, a declaratory judgment decreeing that defendants were not entitled to indemnification from the REAL Partnerships.

Trial: This landmark case is the *first* Section 14 – proxy law- securities class action seeking damages, a significant monetary recovery, for investors that has been tried, and ultimately won, before a jury anywhere in the United States since the enactment of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). Trial began on October 8, 2002 before a federal court jury in Los Angeles. The jury heard testimony from over 25 witnesses, and trial counsel moved into evidence approximately 4,810 exhibits; out of those 4,810 exhibits, witnesses were questioned about, or referred to, approximately 180 exhibits.

Representative Cases

Securities Cases Involving Real Estate Investments

On November 15, 2002, the ten-member jury, after more than four weeks of trial and six days of deliberation, unanimously found that Defendants knowingly violated the federal proxy laws and that NAPICO breached its fiduciary duties, and that such breach was committed with oppression, fraud and malice. The jury's unanimous verdict held defendants liable for compensatory damages of \$92.5 million in favor of the Investor Class. On November 19, 2002, a second phase of the trial was held to determine the amount of punitive damages to be assessed against NAPICO. The jury returned a verdict of \$92.5 million in punitive damages. In total, trial counsel secured a unanimous jury verdict of \$185 million on behalf of the Investor Class.

With this victory, Mr. Chimicles and the trial team secured the 10th largest verdict of 2002. (See, National Law Journal, "The Largest Verdicts of 2002", February 2, 2003; National Law Journal, "Jury Room Rage", Feb. 3, 2002). Subsequent to post-trial briefing and rulings, in which the court reduced the punitive damage award because it exceeded California statutory limits, the case settled for \$83 million. The settlement represented full recovery for the losses of the class.

Prosecuting and trying this Case required dedication, tenacity, and skill: This case involved an extremely complex transaction. As Lead Trial Counsel, CSK&D was faced with having to comprehensively and in an understandable way present complex law, facts, evidence and testimony to the jury, without having them become lost (and thus, indifferent and inattentive) in a myriad of complex terms, concepts, facts and law. The trial evidence in this case originated almost exclusively from the documents and testimony of Defendants and their agents. As Lead Trial Counsel, CSK&D was able, through strategic cross-examination of expert witnesses, to effectively stonewall defendants' damage analysis. In addition, CSK&D conducted thoughtful and strategic examination of defendants' witnesses, using defendants' own documents to belie their testimony.

The significance of the case: The significance of this trial and the result are magnified by the public justice served via this trial and the novelty of issues tried. This case involved a paradigm of corporate greed, and CSK&D sent a message to not only the Defendants in this Action, but to all corporate fiduciaries, officers, directors and partners, that it does not pay to steal, lie and cheat. There needs to be effective deterrents, so that "corporate greed" does not pay. The diligent and unrelenting prosecution and trial of this case by CSK&D sent that message.

Moreover, the issues involved were novel and invoked the application of developing case law that is not always uniformly applied by the federal circuit courts. In Count I, Plaintiffs alleged that defendants violated § 14 of the Exchange Act. Subsequent to the enactment of the PLSRA, the primary relief sought and accorded for violations of the proxy laws is a preliminary injunction. Here, the consummation of the REIT Transaction foreclosed that form of relief. Instead, Plaintiffs' Counsel sought significant monetary damages for the Investor Class on account of defendants' violations of the federal proxy laws. CSK&D prevailed in overcoming defendants' characterization of the measure of damages that the Investor Class was required to prove (defendants argued for a measure of damages equivalent to the difference in the value of the security prior to and subsequent to the dissemination of the Consent Solicitations), and instead, successfully recouped damages for the value of the interests and assets given up by the Investor Class. The case is important in the area of enforcement of fiduciary duties in public partnerships which are a fertile ground for unscrupulous general partners to cheat the public investors.

Representative Cases

Securities Cases Involving Real Estate Investments

Aetna Real Estate Associates LP

Nicholas Chimicles and Pamela Tikellis represented a Class of unitholders who sought dissolution of the partnership because the management fees paid to the general partners were excessive and depleted the value of the partnership. The Settlement, valued in excess of \$20 million, included the sale of partnership property to compensate the class members, a reduction of the management fees, and a special cash distribution to the class.

City of St. Clair Shores General Employees Retirement System, et al. v. Inland Western Retail Real Estate Trust, Inc., Case No. 07 C 6174, United States District Court, Northern District of Illinois .

CSK&D was principal litigation counsel for the plaintiff class of stockholders that challenged the accuracy of a proxy statement that was used to secure stockholder approval of a merger between an external advisor and property managers and the largest retail real estate trust in the country. In 2010, in a settlement negotiation lead by the Firm, we succeeded in having \$90 million of a stock, or 25% of the merger consideration, paid back to the REIT.

Wells and Piedmont Real Estate Investment Trust, Inc., Securities Litigation, Case Nos. 1:07-cv-00862, 02660, United States District Court, Northern District of Georgia.

CSK&D served as co-lead counsel in this federal securities class action on behalf of Wells REIT/Piedmont shareholders. Filed in 2007, this lawsuit charged Wells REIT, certain of its directors and officers, and their affiliates, with violations of the federal securities laws for their conducting an improper, self-dealing transaction and recommending that shareholders reject a mid-2007 tender offer made for the shareholders' stock. On the verge of trial, the Cases settled for \$7.5 million and the Settlement was approved in 2013.

In re Cole Credit Property Trust III, Inc. Derivative and Class Litigation, Case No. 24-C-13-001563, Circuit Court for Baltimore City.

In this Action filed in 2013, CSK&D, as chair of the executive committee of interim class counsel, represents Cole Credit Property Trust III ("CCPT III") investors, who were, without their consent, required to give Christopher Cole (CCPT III's founder and president) hundreds of millions of dollars' worth of consideration for a business that plaintiffs allege was worth far less. The Action also alleges that, in breach of their fiduciary obligations to CCPT III investors, CCPT III's Board of Directors pressed forward with this wrongful self-dealing transaction rebuffing an offer from a third party that proposed to acquire the investors' shares in a \$9 billion dollar deal. Defendants have moved to dismiss the complaint, and plaintiffs have filed papers vigorously opposing the motion.

Representative Cases

Securities Cases Involving Real Estate Investments

Roth v. The Phoenix Companies, Inc. and U.S. Bank National Association, in its capacity as Indenture Trustee, Index No. 650634/2016 (N.Y. Sup. Ct.).

CSK&D served as lead counsel in this action on behalf of bondholders in connection with a 2015 going-private merger. In early 2016, Phoenix sought Bondholder's consent to amend the Company's Indenture to severely limit Bondholder's access to financial information and to allow the Trustee to waive certain of its oversight responsibilities. CSK&D promptly filed a complaint seeking injunctive relief, and within seven days, CSK&D secured material benefits for Bondholders, including, most significantly, ongoing access to material financial and corporate information which increased the value of the Bonds by \$17.5 million and secured ongoing liquidity for the Bonds. In approving the settlement, the Court stated that "I think the plaintiffs were successful in getting everything they could have gotten I think it's a great settlement."

Gamburg, et al., v. Hines Real Estate Investment Trust, Inc., et al, Case No. 24C16004496 (Cir. Ct. Baltimore City, MD).

CSK&D served as co-lead counsel in this direct and derivative action filed in 2016 on behalf of Hines REIT and its stockholders which challenges various self-dealing conduct by the managers and directors of Hines REIT. The action alleged, among other things, that \$15 million in fees were paid to affiliates in violation of contractual and fiduciary duties. Defendants moved to dismiss the action, and the Court held a hearing in December 2015. In an expedited partial ruling on an issue of first impression, the Court held that plaintiffs were entitled to proceed with their derivative claims even subsequent to the then-impending liquidation – a crucial initial decision in favor of the stockholders that preserved rights that could have otherwise been extinguished upon the liquidation. While the Court's ruling on the remaining issues raised in Defendants' motion was pending, the parties reached a settlement in January 2018. On June 6, 2018 the court granted final approval of the Settlement which provides for the cash payment of \$3.25 million, which represents a recovery of over 20% of the fees paid to affiliates.

In re Empire State Realty Trust, Inc. Investor Litigation, Case 650607/2012, New York Supreme Court.

In this action filed in 2012, CSK&D represents investors who own the Empire State Building, as well as several other Manhattan properties, whose interests and assets are proposed to be consolidated into a new entity called Empire State Realty Trust Inc. The investors filed an action against the transaction's chief proponents, members of the Malkin family, certain Malkin-controlled companies, and the estate of Leona Helmsley, claiming breaches of fiduciary for, among other things, such proponents being disproportionately favored in the transaction. A Settlement of the Litigation has been reached and was approved in full by the Court. The Settlement consists of: a cash settlement fund of \$55 million, modifications to the transaction that result in an over \$100 million tax deferral benefit to the investors, and defendants will provide additional material information to investors about the transaction.

Representative Cases

Securities Cases Involving Real Estate Investments

Delaware County Employees Retirement Fund v. Barry M. Portnoy, et al., Case No. 1:13-cv-10405, United States District Court, District Court of Massachusetts.

CSK&D is lead counsel in an action pending in federal court in Boston filed on behalf of Massachusetts-based Commonwealth REIT (“CWH”) and its shareholders against CWH’s co-founder Barry Portnoy and his son Adam Portnoy (“Portnoys”), and their wholly-owned entity Reit Management & Research, LLC (“RMR”), and certain other former and current officers and trustees of CWH (collectively, “Defendants”). The Action alleges a long history of management abuse, self-dealing, and waste by Defendants, which conduct constitutes violations of the federal securities laws and fiduciary duties owed by Defendants to CWH and its shareholders. Plaintiff seeks damages and to enjoin Defendants from any further self-dealing and mismanagement. The Defendants sought to compel the Plaintiff to arbitrate the claims, and Plaintiff has vigorously opposed such efforts on several grounds including that CWH and its shareholders did not consent to arbitration and the arbitration clause is facially oppressive and illegal. The parties are awaiting the Court’s ruling on that matter.

Representative Cases

Securities Cases (Non-Real Estate)

Westmoreland County v. Inventure Foods, Case No. CV2016-002718 (Super. Ct. Ariz.)

In this securities shareholder class action, CSK&D served as Lead Counsel against Inventure Foods, and certain of its officers and underwriters, arising out of the company's secondary stock offering held in September 2014. As portfolio monitoring counsel for Westmoreland, CSK&D first identified that the company's stock price had suffered a precipitous decline, rather soon after the offering, due to troubles at the Company's manufacturing facility, including a major food recall. Before filing a complaint, CSK&D investigated the potential causes of the problems – including securing documents from the FDA and GA Department of Agriculture, talking to former employees and engaging a listeria expert. Subsequent to the investigation, CSK&D filed the first complaint alleging that the Defendants violated the Securities Act of 1933 by issuing a false and misleading Registration Statement and Prospectus in connection with the stock offering. In a pair of rulings entered on February 24, 2017, and August 4, 2017, the Court rejected defendants' motions to dismiss the action. The parties proceeded with Mediation and reached a proposed Settlement which was preliminarily approved by the court on June 6, 2018. On November 2, 2018 the court granted final approval of the settlement which recovers over 35% of damages for investors (which percentage even assumes all offering shares were damaged).

Orrstown Financial Services, Inc., et al, Securities Litigation, Case No. 12-cv-00793 United States District Court, Middle District of Pennsylvania.

In this federal securities fraud class action filed in 2012, CSK&D serves as Lead Counsel on behalf of Lead Plaintiff Southeastern Pennsylvania Transportation Authority (SEPTA). The action alleges that Orrstown bank, its holding company, and certain of its officers, violated the Securities Exchange Act by misleading investors concerning material information about Orrstown's loan portfolio, underwriting practices, and internal controls. CSK&D investigated the cause of the decline which included reviewing Orrstown's filings with the SEC, making FOIA requests on the Federal Reserve Bank of Philadelphia and the PA Department of Banking, and interviewing former employees of Orrstown. The Court denied in large part Defendants' motions to dismiss, and the parties are currently engaged in discovery. This case demonstrates CSK&D's ability to identify potential claims, fully investigate them, bring litigation on behalf of a pension fund, secure appointment of lead plaintiff for its client and then vigorously prosecute the case.

ML-Lee Litigation, ML Lee Acquisition Fund L.P. and ML-Lee Acquisition Fund II L.P. and ML-Lee Acquisition Fund (Retirement Accounts), (C.A. Nos. 92-60, 93-494, 94-422, and 95-724), United States District Court, District of Delaware.

CSK&D represented three classes of investors who purchased units in two investment companies, ML-Lee Funds (that were jointly created by Merrill Lynch and Thomas H. Lee). The suits alleged breaches of the federal securities laws, based on the omission of material information and the inclusion of material misrepresentations in the written materials provided to the investors, as well as breaches of fiduciary duty and common law by the general partners in regard to conduct that benefited them at the expense of the limited partners. The complaint included claims under the often-ignored Investment Company Act of 1940, and the case witnessed numerous opinions that are considered seminal under the ICA. The six-year litigation resulted in **\$32 million** in cash and other benefits to the investors.

Representative Cases

Securities Cases (Non-Real Estate)

In re Colonial BancGroup, Inc. Securities Litigation, Case No. 09-CV-00104, United States District Court, Middle District of Alabama.

CSK&D is actively involved in prosecuting this securities class action arising out of the 2009 failure of Colonial Bank, in which Norfolk County Retirement System, State-Boston Retirement System, City of Brockton Retirement System, and Arkansas Teacher Retirement System are the Court-appointed lead plaintiffs. The failure of Colonial Bank was well-publicized and ultimately resulted in several criminal trials and convictions of Colonial officers and third parties involved in a massive fraud in Colonial's mortgage warehouse lending division. The pending securities lawsuit includes allegations arising out of the mortgage warehouse lending division fraud, as well as allegations that Colonial misled investors concerning its operations in connection with two public offerings of shares and bonds in early 2008, shortly before the Bank's collapse. In April 2012, the Court approved a \$10.5 million settlement of Plaintiffs' claims against certain of Colonial's directors and officers. Plaintiffs' claims against Colonial's auditor, PwC, and the underwriters of the 2008 offerings are ongoing.

Continental Illinois Corporation Securities Litigation, Civil Action No. 82 C 4712, United States District Court, Northern District of Illinois.

Nicholas Chimicles served as lead counsel for the shareholder class in this action alleging federal securities fraud. Filed in the federal district court in Chicago, the case arose from the 1982 oil and gas loan debacle that ultimately resulted in the Bank being taken over by the FDIC. The case involved a twenty-week jury trial conducted by Mr. Chimicles in 1987. Ultimately, the Class recovered nearly \$40 million.

PaineWebber Limited Partnerships Litigation, 94 Civ. 8547, United States District Court, Southern District of New York .

The Firm was chair of the plaintiffs' executive committee in a case brought on behalf of tens of thousands of investors in approximately 65 limited partnerships that were organized or sponsored by PaineWebber. In a landmark settlement, investors were able to recover \$200 million in cash and additional economic benefits following the prosecution of securities law and RICO (Racketeer Influenced and Corrupt Organizations Act) claims.

Representative Cases

Delaware and Other Merger and Acquisition Suits

In re: Starz Shareholder Litigation, Cons. C.A. No. 12584-VCG (Del. Ct. Ch.)

In this stockholder class action, CSK&D served as co-lead counsel in this stockholder class action lawsuit against Starz, its controlling stockholder, John C. Malone (“Malone”), and certain of its officers and directors, arising out of the acquisition of Starz by Lions Gate Entertainment Corp. (“Lions Gate”) (the “Merger”). Pursuant to the Merger, Malone who is also a director of Lions Gate, was to receive superior consideration, including voting rights in Lions Gate, while the remaining Starz stockholders would receive less valuable consideration and lose their voting rights. The Action alleges that the process undertaken by the Starz’s board of directors in connection with the Merger was orchestrated by Malone and tainted by multiple conflicts. The Complaint also alleges that the consideration proposed is unfair and represents an effort by Malone to enlarge his already-massive media empire and to ensure his control position, to the detriment of Starz’s minority stockholders. On August 16, 2016, the Court appointed Norfolk County as Co-Lead Plaintiff and CSK&D, specifically Robert Kriner, as Co-Lead Counsel. After a 2-day mediation session in August 2018, the parties have reached a proposed settlement of a \$92.5 million payment to former shareholder of Starz. The Settlement Agreement and supporting papers were filed with the court on October 9, 2018, and the court has scheduled the settlement hearing for December 10, 2018.

In re Sanchez Energy Derivative Litigation, C.A. No. 9132-VCG (Del. Ch.)

In this derivative action, CSK&D served as co-lead counsel for plaintiffs in this derivative action which challenged the acquisition by Sanchez Energy Corporation of assets in the Tuscaloosa Marine Shale from Sanchez Resources LLC, an affiliate of Sanchez Energy’s CEO, Tony Sanchez, III, and Executive Chairman Tony Sanchez, Jr. The case alleged wrongful self-dealing in the acquisition in which Sanchez Energy paid the affiliate acreage prices which far exceeded prices paid in comparable transactions. On November 6, 2017, the Delaware Court of Chancery approved a Settlement valued at more than \$30 million. In approving the Settlement, the Court characterized it as a very good result in CSK&D having obtained a substantial portion of the home-run damages available at trial.

In re Freeport-McMoran Sulphur, Inc. Shareholder Litigation, C.A. No. 16729, Delaware Court of Chancery.

In this shareholder class action, CSK&D served as Lead Plaintiffs’ Counsel representing investors in a stock-for-stock merger of two widely held public companies, seeking to remedy the inadequate consideration the stockholders of Sulphur received as part of the merger. In June 2005, the Court of Chancery denied defendants’ motions for summary judgment, allowing Plaintiffs to try each and every breach of fiduciary duty claim asserted in the Action. In denying defendants’ motions for summary judgment the Court held there were material issues of fact regarding certain board member’s control over the Board including the Special Committee members and the fairness of the process employed by the Special Committee implicating the duty of entire fairness and raising issues regarding the validity of the Board action authorizing the merger. The decision has broken new ground in the field of corporate litigation in Delaware. Before the trial commenced, Plaintiffs and Defendants agreed in principle to settle the case. The settlement, which was approved in April 2006, provides for a cash fund of \$17,500,000.

Representative Cases

Delaware and Other Merger and Acquisition Suits

In re Genentech, Inc. Shareholders Litigation, C.A. No. 3911-VCS, Delaware Court of Chancery.

In this shareholder class action, CSK&D served as Co-Lead Counsel representing minority stockholders of Genentech, Inc. in an action challenging actions taken by Roche Holdings, Inc. (“Roche”) to acquire the remaining approximately 44% of the outstanding common stock of Genentech, Inc. (“Genentech”) that Roche did not already own. In particular, Plaintiffs challenged that Roche’s conduct toward the minority was unfair and violated pre-existing governance agreements between Roche and Genentech. During the course of the litigation, Roche increased its offer from \$86.50 per share to \$95 per share, a \$4 billion increase in value for Genentech’s minority shareholders. That increase and other protections for the minority provided the bases for the settlement of the action, which was approved by the Court of chancery on July 9, 2009.

In re Kinder Morgan Shareholder Litigation, C.A. No. 06-c-801, District Court of Shawnee County, Kansas

In this shareholder class action, CSK&D served as Co-Lead Counsel representing former stockholders of Kinder Morgan, Inc. (KMI) in an action challenging the acquisition of Kinder Morgan by a buyout group lead by KMI’s largest stockholder and Chairman, Richard Kinder. Plaintiffs alleged that Mr. Kinder and a buyout group of investment banks and private equity firms leveraged Mr. Kinder’s knowledge and control of KMI to acquire KMI for less than fair value. As a result of the litigation, Defendants agreed to pay \$200 million into a settlement fund, believed to be the largest of its kind in any buyout-related litigation. The district Court of Shawnee County, Kansas approved the settlement on November 19, 2010.

In re Chiron Shareholder Deal Litigation, Case No. RG05-230567 (Cal. Super.) & In re Chiron Corporation Shareholder Litigation, C.A. No. 1602-N, Delaware Court of Chancery

CSK&D represents stockholders of Chiron Corporation in an action which challenged the proposed acquisition of Chiron Corporation by its 42% stockholder, Novartis AG. Novartis announced a \$40 per share merger proposal on September 1, 2005, which was rejected by Chiron on September 5, 2005. On October 31, Chiron announced an agreement to merge with Novartis at a price of \$45 per share. CSK&D was co-lead counsel in the consolidated action brought in the Delaware Court of Chancery. Other similar actions were brought by other Chiron shareholders in the Superior Court of California, Alameda City. The claims in the Delaware and California actions were prosecuted jointly in the Superior Court of California. CSK&D, together with the other counsel for the stockholders, obtained an order from the California Court granting expedited proceedings in connection with a motion preliminary to enjoin the proposed merger. Following extensive expedited discovery in March and April, 2006, and briefing on the stockholders’ motion for injunctive relief, and just days prior to the scheduled hearing on the motion for injunctive relief, CSK&D, together with Co-lead counsel in the California actions, negotiated an agreement to settle the claims which included, among other things, a further increase in the merger price to \$48 per share, or an additional \$330 million for the public stockholders of Chiron. On July 25, 2006, the Superior Court of California, Alameda County, granted final approval to the settlement of the litigation.

Representative Cases

Delaware and Other Merger and Acquisition Suits

Gelfman v. Weeden Investors, L.P., Civ. Action No. 18519-NC, Delaware Court of Chancery

Chimicles Schwartz Kriner & Donaldson-Smith LLP served as class counsel, along with other plaintiffs' firms, in this action against the Weeden Partnership, its General Partner and various individual defendants filed in the Court of Chancery in the State of Delaware. In this Class Action, Plaintiffs alleged that Defendants breached their fiduciary duties to the investors and breached the Partnership Agreement. The Delaware Chancery Court conducted a trial in this action which was concluded in December 2003. Following the trial, the Chancery Court received extensive briefing from the parties and heard oral argument. On June 14, 2004, the Chancery Court issued a memorandum opinion, which was subsequently modified, finding that the Defendants breached their fiduciary duties and the terms of the Partnership Agreement, with respect to the investors, and that Defendants acted in bad faith ("Opinion"). This Opinion from the Chancery Court directed an award of damages to the classes of investors, in addition to other relief. In July 2004, Class Counsel determined that it was in the best interests of the investors to settle the Action for over 90% of the value of the monetary award under the Opinion (over \$8 million).

I.G. Holdings Inc., et al. v. Hallwood Realty, LLC, et al., C.A. No. 20283, Delaware Court of Chancery.

In the Delaware Court of Chancery, C& T represented the public unitholders of Hallwood Realty L.P. The action challenged the general partner's refusal to redeem the Partnership's rights plan or to sell the Partnership to maximize value for the public unitholders. Prior to the filing of the action, the Partnership paid no distributions and Units of the Partnership normally traded in the range of \$65 to \$85 per unit. The prosecution of the action by CSK&D caused the sale of the Partnership, ultimately yielding approximately \$137 per Unit for the unitholders plus payment of the attorneys' fees of the Class.

Representative Cases

Delaware and Other Merger and Acquisition Suits

Southeastern Pennsylvania Transportation Authority v. Josey, et. al., C.A. No. 5427, Delaware Court of Chancery.

Chimicles Schwartz Kriner & Donaldson-Smith served as class counsel in this action challenging the acquisition of Mariner Energy, Inc. by Apache Corporation. Following expedited discovery, CSK&D negotiated a settlement which led to the unprecedented complete elimination of the termination fee from the merger agreement and supplemental disclosures regarding the merger. On March 15, 2011, the Delaware Court of Chancery granted final approval to the settlement of the litigation.

In re Pepsi Bottling Group, Inc. Shareholders Litigation, C.A. No. 4526, Delaware Court of Chancery.

The Firm served as class counsel, along with several other firms challenging PepsiCo's buyout of Pepsi Bottling Group, Inc. CSK&D's efforts prompted PepsiCo to raise its buyout offer for Pepsi Bottling Group, Inc. by approximately \$1 billion and take other steps to improve the buyout on behalf of public stockholders.

In re Atlas Energy Resources LLC, Unitholder Litigation, Consol C.A. No. 4589, Delaware Court of Chancery.

The Firm was co-lead counsel in an action challenging the fairness of the acquisition of Atlas Energy Resources LLC by its controlling shareholder, Atlas America, Inc. After over two-years of complex litigation, the Firm negotiated a \$20 million cash settlement, which was finally approved by the court on May 14, 2012.

In re J. Crew Group, Inc. S'holders Litigation, C.A. No. 6043, Delaware Court of Chancery.

The Firm was co-lead counsel challenging the fairness of a going private acquisition of J.Crew by TPG and members of J.Crew's management. After hard-fought litigation, the action resulted in a settlement fund of \$16 million and structural changes to the go-shop process, including an extension of the go-shop process, elimination of the buyer's informational and matching rights and requirement that the transaction to be approved by a majority of the unaffiliated shareholders. The settlement was finally approved on December 16, 2011.

Representative Cases

Delaware and Other Merger and Acquisition Suits

In re McKesson Derivative Litigation, Saito, et al. v. McCall, et al., C.A. No. 17132, Delaware Court of Chancery.

As Lead Counsel in this stockholder derivative action, CSK&D challenged the actions of the officers, directors and advisors of McKesson and HBOC in proceeding with the merger of the two companies when their managements were allegedly aware of material accounting improprieties at HBOC. In addition, CSK&D also brought (under Section 220 of the Delaware Code) a books and records case to discover information about the underlying events. CSK&D successfully argued in the Delaware Courts for the production of the company's books and records which were used in the preparation of an amended derivative complaint in the derivative case against McKesson and its directors. Seminal opinions have issued from both the Delaware Supreme Court and Chancery Court about Section 220 actions and derivative suits as a result of this lawsuit. Plaintiffs agreed to a settlement of the derivative litigation subject to approval by the Delaware Court of Chancery, pursuant to which the Individual Defendants' insurers will pay \$30,000,000 to the Company. In addition, a claims committee comprised of independent directors has been established to prosecute certain of Plaintiffs' claims that will not be released in connection with the proposed settlement. Further, the Company will maintain important governance provisions among other things ensuring the independence of the Board of Directors from management. On February 21, 2006, the Court of Chancery approved the Settlement and signed the Final Judgment and Order and Realignment Order.

Barnes & Noble Inc., C.A. No. 4813, Delaware Court of Chancery.

CSK&D served as Co-Lead Counsel in a shareholder lawsuit brought derivatively on behalf of Barnes & Noble ("B&N") alleging wrongdoing by the B&N directors for recklessly causing B&N to acquire Barnes & Noble College Booksellers, Inc. ("College Books") the "Transaction") from B&N's founder, Chairman and controlling stockholder, Leonard Riggio ("Riggio") at a grossly excessive price, subjecting B&N to excessive risk. The case settled for nearly \$30 million and finally approved by the court on September 4, 2012.

Sample v. Morgan, et. al., C.A. No. 1214-VCS, Delaware Court of Chancery.

Action alleging that members of the board of directors of Randall Bearings, Inc. breached their fiduciary duties to the company and its stockholders and committed corporate waste. The action resulted in an eve-of-trial settlement including revocation of stock issued to insiders, a substantial cash payment to the corporation and reformation of the Company's corporate governance. The Court finally approved the settlement on August 5, 2008.

Manson v. Northern Plain Natural Gas Co., LLC, et. al., C.A. No. 1973-N, Delaware Court of Chancery.

Chimicles Schwartz Kriner & Donaldson-Smith served as counsel in a class and derivative action asserting contract and fiduciary duty claims stemming from dropdown asset transactions to a partnership from an affiliate of its general partner. The case settled for a substantial adjustment (valued by Plaintiff's expert to be worth more than \$100 million) to the economic terms of units issued by the partnership in exchange for the assets. The settlement was finally approved by the Court on January 18, 2007.

Representative Cases

Consumer Cases

Lockabey v. American Honda Motors Co., Inc., Case No. 37-2010-00087755-CU-BT-CTL, San Diego County Superior Court

Mr. Chimicles is co-lead counsel in a nationwide class action involving fuel economy problems encountered by purchasers of Honda Civic Hybrids (“HCH”). *Lockabey v. American Honda Motors Co., Inc., Case No. 37-2010-00087755-CU-BT-CTL* (Super. Ct. San Diego). After nearly five years of litigation in both the federal and state courts in California, a settlement benefiting nearly 450,000 consumers who had leased or owned HCH vehicles from model years 2003 through 2009. Following unprecedented media scrutiny and review by the attorneys general of each state as well as major consumer protection groups, the settlement was approved on March 16, 2012 in a 40 page opinion by the Honorable Timothy B. Taylor of the San Diego County (CA) Superior Court in which the Court stated:

The court views this as a case which was difficult and risky... The court also views this as a case with significant public value which merited the ‘sunlight’ which Class Counsel have facilitated..

Depending on the number of claims that are filed (deadline will not expire until 6 months after a pending single appeal is resolved), the Class will garner benefits ranging from \$100 million to \$300 million.

In re Pennsylvania Baycol: Third-Party Payor Litigation, Case No. 001874, Court of Common Pleas, Philadelphia County.

In connection with the withdrawal by Bayer of its anti-cholesterol drug Baycol, CSK&D represents various Health and Welfare Funds, including the Pennsylvania Employees Benefit Trust Fund, and a certified national class of “third party payors” seeking damages for the sums paid to purchase Baycol for their members/insureds and to pay for the costs of switching their members/insureds from Baycol to another cholesterol-lowering drug. The Philadelphia Court of Common Pleas granted plaintiffs’ motion for summary judgment as to liability; this is the first and only judgment that has been entered against Bayer anywhere in the United States in connection with the withdrawal of Baycol. The Court subsequently certified a national class, and the parties reached a settlement (recently approved by the court) in which Bayer agreed to pay class members a net recovery that approximates the maximum damages (including pre-judgment interest) suffered by class members. The class settlement negotiated by CSK&D represents a net recovery for third party payors that is between double and triple the net recovery pursuant to a non-litigated settlement negotiated by lawyers representing third party payors such as AETNA and CIGNA that was made available to and accepted by numerous other third party payors (including the TRS). CSK&D had advised its clients to reject that offer and remain in the now settled class action. On June 15, 2006 the court granted final approval of the settlement.

Representative Cases

Consumer Cases

Shared Medical Systems 1998 Incentive Compensation Plan Litigation, Philadelphia County Court of Common Pleas, Commerce Program, No. 0885.

Chimicles Schwartz Kriner & Donaldson-Smith LLP is lead counsel in this action brought in 2003 in the Philadelphia County Court of Common Pleas. The case was brought on behalf of approximately 1,300 persons who were employees of Defendant Siemens Medical Solutions Health Services Corporation (formerly Shared Medical Systems, Inc.) who had their 1998 incentive compensation plan (“ICP”) compensation reduced 30% even though the employees had completed their performance under the 1998 ICP contracts and had earned their incentive compensation based on the targets, goals and quotas in the ICPs. The Court had scheduled trial to begin on February 4, 2005. On the eve of trial, the Court granted Plaintiffs’ motion for summary judgment as to liability on their breach of contract claim. With the rendering of that summary judgment opinion on liability in favor of Plaintiffs, the parties reached a settlement in which class members will receive a net recovery of the full amount of the amount that their 1998 ICP compensation was reduced. On May 5, 2005, the Court approved the settlement, stating that the case “should restore anyone’s faith in class actions as a reasonable way of proceeding on reasonable cases.”

Wong v. T-Mobile USA, Inc., Case No. CV 05-cv-73922-NGE-VMM, United States District Court, Eastern District of Michigan.

Chimicles Schwartz Kriner & Donaldson-Smith LLP and the Miller Law Firm P.C. filed a complaint alleging that defendant T-Mobile overcharged its subscribers by billing them for data access services even though T-Mobile's subscribers had already paid a flat rate monthly fee of \$5 or \$10 to receive unlimited access to those various data services. The data services include Unlimited T-Zones, Any 400 Messages, T-Mobile Web, 1000 Text Messages, Unlimited Mobile to Mobile, Unlimited Messages, T-Mobile Internet, T-Mobile Internet with corporate My E-mail, and T-Mobile Unlimited Internet and Hotspot. Chimicles Schwartz Kriner & Donaldson-Smith LLP and the Miller Law Firm defeated a motion by T-Mobile to force resolution of these claims via arbitration and successfully convinced the Court to strike down as unconscionable a provision in T-Mobile's subscription contract prohibiting subscribers from bringing class actions. After that victory, the parties reached a settlement requiring T-Mobile to provide class members with a net recovery of the full amount of the un-refunded overcharges with all costs for notice, claims administration, and counsel fees paid in addition to class members' 100% net recovery. The gross amount of the overcharges, which occurred from April 2003 through June 2006, is approximately \$6.7 million. To date, T-Mobile has refunded approximately \$4.5 million of those overcharges. A significant portion of those refunds were the result of new policies T-Mobile instituted after the filing of the Complaint. Pursuant to the Settlement, T-Mobile will refund the remaining \$2.2 million of un-refunded overcharges.

In re Checking Account Overdraft Litig., No. 1:09-MD-02036-JLK, United States District Court, Southern District of Florida.

These Multidistrict Litigation proceedings involve allegations that dozens of banks reorder and manipulate the posting order of consumer debit transactions to maximize their revenue from overdraft fees. Settlements in excess of \$1 billion have been reached with several banks. CSK&D was active in the overall prosecution of these proceedings, and was specifically responsible for prosecuting actions against US Bank (pending \$55 million settlement) and Comerica Bank (pending \$14.5 million settlement).

Representative Cases

Consumer Cases

***In re Apple iPhone/iPod Warranty Litig.*, No. 10-CV-01610, United States District Court, Northern District of California .**

CSK&D is interim co-lead counsel in this case brought by consumers who allege that that Apple improperly denied warranty coverage for their iPhone and iPod Touch devices based on external “Liquid Submersion Indicators” (LSIs). LSIs are small paper-and-ink laminates, akin to litmus paper, which are designed to turn red upon exposure to liquid. Plaintiffs alleged that external LSIs are not a reliable indicator of liquid damage or abuse and, therefore, Apple should have provided warranty coverage. The district court recently granted preliminary approval to a settlement pursuant to which Apple has agreed to pay \$53 million to settle these claims.

***Henderson v. Volvo Cars of North America LLC, et al.*, No. 2:09-CV-04146-CCC-JAD, United States District Court, District of New Jersey.**

CSK&D was lead counsel in this class action lawsuit brought behalf of approximately 90,000 purchasers and lessees of Volvo vehicles that contained allegedly defective automatic transmissions. After the plaintiffs largely prevailed on a motion to dismiss, the district court granted final approval to a nationwide settlement in March 2013.

***In re Philips/Magnavox Television Litig.*, No. 2:09-cv-03072-CCC-JAD, United States District Court, District of New Jersey.**

This class action was brought by consumers who alleged that a defective electrical component was predisposed to overheating, causing their televisions to fail prematurely. After the motion to dismiss was denied in large part, the parties reached a settlement in excess of \$4 million.

***Physicians of Winter Haven LLC, d/b/a Day Surgery Center v. STERIS Corporation*, No. 1:10-cv-00264-CAB, United States District Court, Northern District of Ohio.**

This case was brought on behalf of a class of hospitals and surgery centers that purchased a sterilization device that allegedly did not receive the required pre-sale authorization from the FDA. The case settled for approximately \$20 million worth of benefits to class members. CSK&D, which represented an outpatient surgical center, was the sole lead counsel in this case.

***Smith v. Gaiam, Inc.*, No. 09-cv-02545-WYD-BNB, United States District Court, District of Colorado.**

CSK&D was co-lead counsel in this consumer case in which a settlement that provided full recovery to approximately 930,000 class members was achieved.

***In re CertainTeed Corp. Roofing Shingle Products Liability Litigation*, No. 07-MDL-1817-LP, United States District Court, Eastern District of Pennsylvania.**

This was a consumer class action involving allegations that CertainTeed sold defective roofing shingles. The parties reached a settlement which was approved and valued by the Court at between \$687 to \$815 million.

Representative Cases

Antitrust Cases

***In re TriCor Indirect Purchasers Antitrust Litig.*, No. 05-360-SLR, United States District Court, District of Delaware.**

CSK&D was liaison counsel in this indirect purchaser case which resulted in a \$65.7 million settlement. The plaintiffs alleged that manufacturers of a cholesterol drug engaged in anticompetitive conduct, such as making unnecessary changes to the formulation of the drug, which was designed to keep generic versions off of the market.

***In re Flonase Antitrust Litig.*, No. 2:08-cv-3301, United States District Court, Eastern District of Pennsylvania.**

CSK&D was liaison counsel and trial counsel on behalf of indirect purchaser plaintiffs in this pending antitrust case. The plaintiffs allege that the manufacturer of Flonase engaged in campaign of filing groundless citizens petitions with the Food and Drug Administration which was designed to delay entry of cheaper, generic versions of the drug. The court has granted class certification, and denied motions to dismiss and for summary judgment filed by the defendant. A \$46 million settlement was reached on behalf of all indirect purchasers a few months before trial was to commence.

***In re In re Metoprolol Succinate End-Payor Antitrust Litig.*, No. 1:06-cv-00071, United States District Court, District of Delaware.**

CSK&D was liaison counsel for the indirect purchaser plaintiffs in this case, which involved allegations that AstraZeneca filed baseless patent infringement lawsuits in an effort to delay the market entry of generic versions of the drug Toprol-XL. After the plaintiffs defeated a motion to dismiss, the indirect purchaser case settled for \$11 million.

***In re Insurance Brokerage Antitrust Litigation*, No. 2:04-cv-05184-GEB-PS, United States District Court, District of New Jersey.**

This case involves allegations of bid rigging and steering against numerous insurance brokers and insurers. The district court has granted final approval to settlements valued at approximately \$218 million.

EXHIBIT 4

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, P.C. (“NLG”) is a boutique litigation firm specializing in the prosecution of fair competition and other complex class litigation. Linda Nussbaum, the firm’s founder, has been at the forefront of landmark antitrust cases for over 30 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 multifaceted litigation in courts throughout the country. Our main practice areas include antitrust, consumer, data breach, and commodities class actions, as well as complex business disputes.

MANAGING DIRECTOR: LINDA P. NUSSBAUM

Linda 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. Linda is currently serving as a court appointed class lead counsel in:

- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.)
- *In re Aluminum Warehousing Antitrust Litigation* (S.D.N.Y.)
- *In re Sensipar Antitrust Litigation* (D. Del.)
- *In re American Medical Collection Agency, Inc., Customer Data Security Breach Litigation* (D.N.J.)

She also represents large corporate clients pursuing direct actions in *In re Packaged Seafood Products Antitrust Litigation* (S.D. Cal.), *In re American Express Anti-Steering Rules Antitrust Litig.*, (E.D.N.Y.), and in an earlier phase of *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.).

Linda was selected “Litigator of the Week” by the AmLaw Litigation Daily on April 2, 2010 for her lead trial role in *Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals v. Pfizer*, where, after a five-week trial, a jury returned a RICO verdict for her clients. She was a finalist for Public Justice Foundation’s 2011 Trial Lawyer of the Year award. She has lectured extensively about antitrust and class action law, regularly moderating and participating in panel discussions at the annual American Antitrust Institute Private Enforcement Conference, the

annual American Bar Association, Section of Antitrust Law Spring Meeting, and other American Bar Association panels. She also has authored numerous publications.

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

Following a five-week jury trial in *In re Neurontin Marketing and Sales Practices Litigation*, in which Ms. Nussbaum served as co-lead trial counsel, No. 04-cv-10981 (D. Mass.), 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."

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

"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."

From Judge Faith S. Hochberg of the District of New Jersey:

"[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."

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 L.L.M. in taxation from New York University Law School.

OTHER NLG ATTORNEYS

Director **Bart Cohen** has over 25 years of experience in class actions and other complex litigation (including over 20 years with one of the nation's preeminent class action firms), with an emphasis on federal antitrust litigation.

Bart is currently representing plaintiffs in significant antitrust litigation, including *In re Payment Card Interchange and Merchant Discount Fee Antitrust Litigation* (E.D.N.Y.), and *In re Sensipar (Cinacalcet Hydrochloride Tablets) Antitrust Litigation* (D. Del.).

Bart's writing and editing as to antitrust issues has been published on Law360 and in several publications of the American Bar Association. His writing as to other issues has appeared in the Legal Intelligencer and publications of the Philadelphia Bar Association. He was rated as "a very strong litigator" in the Legal 500 in 2009 and 2010, and has been designated a "Pennsylvania Super Lawyer," a distinction awarded to only five percent of the attorneys in the state, in each of ten years.

Bart graduated from the University of Pennsylvania in 1984 with two degrees, from the Wharton School and the School of Engineering and Applied Science. He graduated in 1989 from the Georgetown University Law Center.

Susan Schwaiger is Of Counsel to Nussbaum Law Group. She practices in the area of antitrust and commodities litigation. She has litigated cases involving a wide variety of industries including banking and financial services, pharmaceuticals and chemicals. Susan, for the past 20 years, has played a significant role in major antitrust class actions 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. Pa.)
- *In re Plastics Additives Antitrust Litigation* (E.D. Pa.)
- *In re Foundry Resins Antitrust Litigation* (S.D. Ohio)
- *In re Rubber Chemicals Antitrust Litigation* (N.D. Cal.)

In addition, Susan has been involved in representing individual plaintiffs in *In re Payment Card Interchange Fee and Merchant Antitrust Litigation* (E.D.N.Y.), and *In re American Express Anti-Steering Rules Antitrust Litigation (No. II)* (E.D.N.Y.).

Susan graduated Cum Laude from Brooklyn Law School in 1992.

Christopher Sanchez 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 of 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.

Christopher is currently representing plaintiffs in *In re American Medical Collection Agency, Inc., Customer Data Security Breach Litigation* (D.N.J.). 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** was previously 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** 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 **James Perelman** was associated with prominent plaintiffs' class action firms, specializing in pharmaceutical antitrust matters. Previously, he served as a Judicial Fellow in the Court of Common Pleas of Philadelphia County, Civil Trial Division. James is currently representing plaintiffs in *In Re: Marriott International, Inc., Customer Data Security Breach Litigation*, No. 19-md-02879 (D. Md.).

James 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. He received his B.A. in Politics from Brandeis University in 2010.

Associate **Brett Leopold** previously worked with other prominent plaintiffs' class action firms in New York on antitrust and data breach class litigation, including *In re: Equifax, Inc. Customer Data Security Breach Litigation*, No. 1:17-md-02800 (N.G. Ga.). 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.

NLG Nussbaum Law Group, P.C.

LINDA P. NUSSBAUM

Linda Nussbaum is the founder and Managing Director of the Nussbaum Law Group, P.C. She has over 35 years of experience in prosecuting class actions and other complex litigation. She is nationally recognized for her representation of plaintiffs in antitrust, RICO, data breach, CEA and pharmaceutical litigation. She has served as sole or co-lead counsel in numerous class actions which have resulted in substantial recoveries, many in the hundreds of millions of dollars. She has also represented large public companies pursuing individual actions in *In re Packaged Seafood Products Antitrust Litigation* (S.D. Cal.), *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.), and in the initial phase of *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.).

Ms. Nussbaum is currently serving as co-lead counsel in:

- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.)
- *In re Aluminum Warehousing Antitrust Litigation* (S.D.N.Y.)
- *In re Sensipar Antitrust Litigation* (D. Del.)
- *In re American Medical Collection Agency, Inc., Customer Data Security Breach Litigation* (D.N.J.)

Ms. Nussbaum also served as one of the class allocation counsel in *In re Foreign Exchange Benchmark Antitrust Litigation* (S.D.N.Y.), allocating a settlement over of two billion dollars, and serves on the Direct Purchaser Plaintiffs' Steering Committee in *In re Generic Pharmaceuticals Pricing Antitrust Litigation* (E.D. Pa.).

Ms. Nussbaum was selected "Litigator of the Week" by the AMLAW LITIGATION DAILY for her role as trial counsel in *Kaiser Foundation Health Plan, Inc. v. Pfizer* (D. Mass.). She was named as a finalist for Public Justice Foundation's 2011 Trial Lawyer of the Year Award. She has been listed on WHO'S WHO LEGAL: COMPETITION since 2016 (www.WhosWhoLegal.com), and is a lifetime member of the American Antitrust Institute (AAI) Advisory Board.

Ms. Nussbaum has lectured extensively about various aspects of antitrust and class action law, regularly moderating and participating in panel discussions at the annual American Antitrust Institute Private Enforcement Conference, the annual American Bar Association, Section of Antitrust Law Spring Meeting, and other American Bar Association panels. She has authored numerous publications.

Ms. Nussbaum's successful prosecution of complex litigation has been recognized and commended by judges in matters in which she has served as lead counsel. Chief Judge Hogan of the District of Columbia commented in *In re Lorazepam & Clorazepate Antitrust Litigation*, No. 99-cv-00276 (D.D.C.):

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.

From Judge Faith S. Hochberg of the District of New Jersey:

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Following the five-week jury trial in *In re Neurontin Marketing and Sales Practices Litigation*, No. 04cv10981 (D. Mass.), Judge Patti Saris commented that:



Nussbaum Law Group, P.C.

[This was] a fabulous trial[.] [I]t's the kind of thing that you become a judge to sit on.

**REPRESENTATIVE MULTIDISTRICT LITIGATION AND CLASS ACTION LEAD
COUNSEL OR PLAINTIFFS' STEERING COMMITTEE APPOINTMENTS**

- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, 05-md-1720 (E.D.N.Y.) (co-lead)
- *In re Foreign Exchange Benchmark Rates Antitrust Litig.*, 13-cv-07789 (S.D.N.Y.) (allocation counsel)
- *In re IV Saline Antitrust Litig.*, 16-cv-10584 (N.D. Ill.) (co-lead)
- *In re London Silver Fix Antitrust Litig.*, 14-md-02573 (S.D.N.Y.) (co-lead)
- *In re Puerto Rican Cabotage Antitrust Litig.*, MDL No. 1960, 08-md-01960 (D.P.R.) (co-lead)
- *In re Generic Pharmaceutical Pricing Antitrust Litig.*, 16-md-2724 (E.D. Pa.) (PSC)
- *In re Liquid Aluminum Sulfate Antitrust Litig.*, 16-md-02687 (D.N.J.) (PSC)
- *In re Actos Direct Purchaser Antitrust Litigation.*, 15-cv-3364 (S.D.N.Y.) (co-lead)
- *Meijer, Inc. v. Warner Chilcott Public Limited Company*, 12-cv-03824 (E.D. Pa.) (co-lead)
- *Meijer, Inc. v. Abbott Laboratories*, 07-cv-05985 (N.D. Cal.) (co-lead)
- *Meijer, Inc. v. Braintree Laboratories, Inc.*, 07-cv-00142 (D. Del.) (co-lead)
- *In re Metoprolol Succinate Direct Purchaser Antitrust Litig.*, MDL No. 1620, 06-cv-00052 (D. Del.); *Meijer, Inc., v. AstraZeneca* (co-lead)
- *In re DDAVP Direct Purchaser Antitrust Litig.*, 05-cv-02237 (S.D.N.Y.) (co-lead)
- *Meijer, Inc. v. Warner Chilcott Holdings Co. III, Ltd.* 05-cv-02195 (D.D.C.) (co-lead)
- *In re Children's Ibuprofen Oral Suspension Antitrust Litig.*, 04-mc-00535 (D.D.C.); *Meijer, Inc. v. Perrigo Company and Alpharma Inc.* (D.D.C.) (lead counsel)
- *North Shore Hematology-Oncology Associates, P.C. v. Bristol-Myers Squibb Co.*, 04-cv-00248 (D.D.C.) (lead counsel) *In re Rubber Chemicals Antitrust Litig.*, 04-md-01648 (N.D. Cal.) (co-lead)
- *In re Foundry Resins Antitrust Litig.*, MDL No. 1638, 04-md-01638 (S.D. Ohio) (co-lead)
- *In re Plastics Additives Antitrust Litig.*, MDL No. 1684, 03-cv-02038 (E.D. Pa.) (co-lead)
- *In re Nifedipine Antitrust Litig.*, MDL No. 1515, 03-mc-00223 (D.D.C.) (co-lead)
- *In re Remeron Antitrust Litig.*, 03-cv-0085 (D.N.J.); *Meijer, Inc. v. Organon, Inc.* (co-lead)
- *In re Relafen Antitrust Litig.*, 01-cv-12239 (D. Mass.); *Meijer, Inc. v. SmithKline Beecham*, 01-cv-12239 (D. Mass.) (co-lead)
- *Oncology & Radiation Associates, P.A. v. Bristol-Myers Squibb Company & American Bioscience*, 01-cv-02313 (D.D.C.) (lead counsel)
- *In re Microcrystalline Cellulose Antitrust Litig.*, MDL No. 1402, 01-cv-00111 (E.D. Pa.) (co-lead)
- *In re Methionine Antitrust Litig.*, MDL No. 1311, 00-md-01311 (N.D. Cal.) (co-lead)
- *In re Sorbates Direct Purchaser Antitrust Litig.*, 98-cv-04886 (N.D. Cal.) (co-lead)
- *In re Lorazepam & Clorazepate Antitrust Litig.* MDL No. 1290, 99ms00276-TFH (D.D.C.) (co-lead)

NLG

Nussbaum Law Group, P.C.

EDUCATION

Brooklyn College, B.A., *magna cum laude* (1974)
George Washington University, J.D. with honors
(1977)
New York University School of Law, LLM
(1984)

ADMISSIONS

New York, Second Department (1978)
District of Columbia (2003)
United States Supreme Court (1987)
United States Court of Appeals for the First Circuit
(2011)
United States Court of Appeals for the Second
Circuit (2007)
United States Court of Appeals for the Ninth Circuit
(2009)
United States District Court for the Southern District
of New York (1979)
United States District Court for the Eastern District
of New York (1979)
United States District Court for the District of
Columbia (2007)
United States District Court for the Eastern District
of Michigan (2009)

OTHER PUBLICATIONS

The Fifth Annual Future of Antitrust Enforcement Conference, presented at the American Antitrust Institute's Fifth Annual Symposium on December 7, 2011.

The Evolving Challenges of Class Certification, presented at the American Antitrust Institute's Third Annual Symposium on Private Antitrust Enforcement on December 8, 2009.

Daubert 15 Years Later: How Have Economists Fared?, presented at the ABA Section of Antitrust Law Spring Meeting in March 2009.

Where Do We Go Now? The Hatch-Waxman Act Twenty-Five Years Later: Successes, Failures and Prescriptions for the Future, 41 RUTGERS LAW JOURNAL 299 (2009).

EXHIBIT 5

EXHIBIT 5
Proposed Committee Membership

Committee	Committee Members	Relevant Qualifications/Experience
Pleadings/ Complaint	Natalie Finkelman Bennett (Shepherd, Finkelman, Miller & Shah, LLP)	Shepherd, Finkelman, Miller & Shah, LLP has extensive experience in litigating complex class actions involving fraud against consumers and businesses, including participating in litigation regarding data breaches (<i>e.g.</i> , <i>In Re: Heartland Payment Systems Inc. Customer Data Security Breach Litig.</i> , No. 4:09-md-02046 (S.D. Tex); <i>In re Anthem, Inc. Data Breach Litig.</i> , No. 5:15-md-02617-LHK (N.D. Cal.)), as well as antitrust, consumer fraud, whistleblower and automotive defect class actions. Natalie Finkelman Bennett, who will be leading the team from SFMS, as well as many of its attorneys, have had, or currently have, leadership roles in both state and federal courts across the country and in this District in complex class action litigation.
	Lori Feldman (George Gesten McDonald, PLLC)	Ms. Feldman is Co-Chair of George Gesten McDonald’s Class Action Practice Group. She has spent two decades as lead or co-lead counsel in some of the largest and most complex class actions in the country. Ms. Feldman’s data breach experience includes representing plaintiffs in the <i>Equifax</i> data breach litigation.
Plaintiff Vetting & Plaintiff Discovery	Jonathan Shub (Kohn, Swift & Graf, P.C.)	Mr. Shub has participated in numerous data breach cases including <i>In re: Marriott Int’l., Inc., Customer Data Sec. Branch Litig.</i> , MDL No. 2879; <i>Echavarria v. Facebook Inc.</i> , No. 18-cv-05982 (N.D. Cal.); and <i>In re: Experian Data Breach Litig.</i> , No. 15-cv-01592 (C.D. Cal.).
	Melissa Emert (Stull, Stull & Brody)	Ms. Emert has considerable experience serving in leadership positions in complex data breach class actions. <i>See, e.g.</i> , <i>In re Sonic Corp. Customer Data Security Breach Litig.</i> , No. 1:17-md-2807 (N.D. Ohio) (PSC member); <i>Hughley v. Univ. of Cent. Fla. Bd. of Tr.</i> , No. 2016-CA-001654-O (9th Judicial Cir., Fla.) (one of three co-counsel in a matter resulting in a settlement that included UCF spending an additional \$1 million annually to protect students’ and employees’ personal information).

EXHIBIT 5
Proposed Committee Membership

Committee	Committee Members	Relevant Qualifications/Experience
Wawa Discovery	Bill Federman (Federman & Sherwood)	Mr. Federman has been appointed as Lead Counsel in numerous class actions including, <i>e.g.</i> , <i>In re Sonic Corp. Customer Data Security Breach Litig.</i> , No. 1:17-md-2807 (N.D. Ohio) (Lead Counsel, securing a \$4.3 million settlement); <i>In re: Brinker Data Incident Litig.</i> , No. 18-cv-00686 (M.D. Fla. July 8, 2019) (Co-Lead Counsel in payment card breach involving Chili's Grill).
	Gene Spector (Spector Roseman & Kodroff)	Mr. Spector and Spector Roseman & Kodroff, P.C. have been at the forefront of antitrust and consumer protection litigation for over thirty years and have served as lead or co-lead counsel in numerous complex class actions, including in <i>In re Auto Parts Antitrust Litig.</i> (E.D. Mich.) (over \$300 million in settlements thus far); <i>In re Drywall Antitrust Litig.</i> (E.D. Pa.) (over \$190 million in settlements); <i>In re Blood Reagents Antitrust Litig.</i> (E.D. Pa.) (\$41.5 million in settlements); <i>In re Linerboard Antitrust Litig.</i> (E.D. Pa.) (\$202 million settlement); and <i>In re OSB Antitrust Litig.</i> (E.D. Pa.) (\$120 million settlement). SRK has also litigated numerous cases relating to data privacy and is co-lead counsel in <i>In re Google Inc. Street View Electronic Comm. Litig.</i> (N.D. Cal.).
Third Party Discovery	Bernie Gross (Law Offices Bernard M. Gross)	Mr. Gross and the firm have expertise in class action and individual litigation brought for violations of the federal securities laws, antitrust laws, and consumer fraud statutes, as well as derivative litigation for breaches of fiduciary duties by corporate officers and directors for the past 30 years.
E-Discovery (ESI Protocol; search methodologies to be applied; coordination across discovery to the extent ESI is impacted; etc.)	Ariana Tadler (Tadler Law)	Ms. Tadler is recognized as one of the nation's leading authorities on electronic discovery. She pioneered the establishment of an e-Discovery Practice Group within a plaintiffs' firm structure more than 15 years ago. Her exceptional skills and knowledge in the field of e-Discovery have distinguished her among her litigation peers. She is the only plaintiffs' lawyer to be ranked repeatedly as a Band 1 e-Discovery Practitioner by Chambers and Partners in the Global-USA and USA-Nationwide categories (including as recently as February 2020), which is an unprecedented achievement. In 2017, she was appointed by U.S. Supreme Court Chief Justice Roberts to serve on the Federal Civil Rules Advisory Committee. She has served in court-appointed positions in various data breach cases including, <i>e.g.</i> , <i>Adkins v. Facebook, Inc.</i> , No. 18-cv-05982 (N.D. Cal.) (Co-Lead Counsel); <i>In re Equifax, Inc. Customer Data Security Breach Litig.</i> , No. 17-md-02800 (N.D. Ga.) (Plaintiffs' Steering Committee); <i>In re Yahoo! Inc. Customer Data Security Breach Litig.</i> , No. 16-md-02752 (N.D. Cal.) (Plaintiffs' Executive Committee); and <i>In re Marriott Int'l Customer Data Security Breach Litig.</i> , No. 19-md-02879 (D. Md.) (Plaintiffs' Steering Committee).

EXHIBIT 5
Proposed Committee Membership

Committee	Committee Members	Relevant Qualifications/Experience
Briefing/Legal Research	Matt Kupillas (Milberg Phillips Grossman, LLP)	Mr. Kupillas has decades of experience representing consumers and other plaintiffs in class actions and complex litigation, including his responsibility for organizing and supervising the substantial document review in the <i>Yahoo! Inc. Data Breach Litig.</i> Milberg has litigated data breach claims on behalf of consumers in numerous cases that have settled, including against Equifax, Anthem, and Yahoo!, among others.
	Jeff Gittleman (Barrack, Rodos & Bacine)	For more than 20 years, Mr. Gittleman has successfully litigated securities, antitrust, and consumer class actions, recovering billions of dollars for investors, businesses and individuals injured by violations of securities, antitrust and consumer protection laws. As part of its consumer class action practice, Barrack Rodos has served as plaintiffs' counsel and participated in a number of data breach class actions, including: <i>In re: Anthem, Inc. Data Breach Litig.</i> , No. 5:15-md-02617-LHK (N.D. Cal.); <i>In re: Medical Informatics Engineering, Inc. Customer Data Security Breach Litig.</i> , No. 3:15-MD-2667 (N.D. Ind.); <i>In re: Premera Customer Data Security Breach Litig.</i> , No. 3:15-MD-0263 (D. Oregon); and <i>In re: Banner Health Data Breach Litig.</i> , No. 16-cv-02696 (D. Ariz.).
Experts	Tina Wolfson (Ahdoot & Wolfson, P.C.)	Ms. Wolfson has extensive experience in leadership roles prosecuting consumer data breach and privacy class actions, including consolidated multidistrict litigation. <i>See, e.g., In re: Experian Data Breach Litig.</i> , No. 15-cv-01592 (C.D. Cal.) (Ms. Wolfson secured a \$150 million settlement on behalf of 15 million class members whose Social Security numbers and other personal information was stolen by a hacker); <i>Premera Blue Cross Customer Data Sec. Breach Litig.</i> , No. 15-cv-02633 (D. Or.) (Ms. Wolfson was member of a 5-firm PSC in a data breach involving personal and medical information of 11 million people; litigated through class certification; resulted in preliminarily-approved class settlement valued at \$74 million); <i>Gordon v. Chipotle Mexican Grill</i> , No. 17-cv-01415 (D. Colo.) (Ms. Wolfson served as Co-Lead Counsel); <i>The Home Depot, Inc., Customer Data Sec. Breach Litig.</i> , No. 14-md-02583 (N.D. Ga.) (Ms. Wolfson served on the PSC).
	Jean Martin (Morgan & Morgan)	Jean Sutton Martin is a partner in the Morgan and Morgan Complex Litigation Group. For more than 20 years, Ms. Martin has concentrated her practice on complex litigation, including consumer protection and defective products class actions. Ms. Martin presently serves as a member of the Plaintiffs' Steering Committee and bellwether trial team in <i>In re: Smith & Nephew Birmingham Hip Resurfacing (BHR) Hip Implant Products Liability Litig.</i> , No. 17-md-2775 (D. Md.) and as interim co-lead counsel in <i>In re Brinker Data Incident Litig.</i> , No. 18-cv-686 (M.D. Fla.) (payment card data breach). She has served in leadership positions in many consumer class proceedings around the country, including <i>inter alia: Gordon, et al. v. Chipotle Mexican Grill, Inc.</i> , No. 17-cv-01415 (D.

EXHIBIT 5
Proposed Committee Membership

Committee	Committee Members	Relevant Qualifications/Experience
		Colo.) (payment card data breach) (co-lead counsel); <i>Linnins v. HAECO Americas, Inc., et al.</i> , No. 16-cv-486 (M.D.N.C.) (employee data disclosure) (co-lead counsel); <i>Torres v. Wendy's International, LLC</i> , No. 6:16-cv-210 (M.D. Fla.) (payment card data breach) (class counsel); and <i>Fuentes, et al. v. UniRush, LLC, et al.</i> , No. 1:15-cv-08372 (S.D.N.Y.) (disruption in servicing of financial accounts) (co-lead counsel).
Class Certification	Larry King (Kaplan Fox)	Kaplan Fox has led or co-led some of the highest-profile computer and data privacy cases in recent years, including against Apple (<i>In re: Apple, Inc. Device Performance Litig.</i> , 18-MD-2827-EJD (N.D. Cal.)) (CFAA and computer trespass) and Yahoo (<i>In re: Yahoo Mail Litig.</i> , 13-CV-4980-LHK (N.D. Cal.)) (invasion of privacy). Kaplan Fox has also successfully developed new privacy law in this Circuit as co-lead counsel in <i>In re: Horizon Healthcare Svcs. Inc. Data Breach Litig.</i> , No. 15-2309 (3d Cir.), obtaining a precedential ruling on Article III standing for risk of future injury following a data breach. In addition, Kaplan Fox has played a substantial role in numerous data breach and privacy actions, including against Hudson's Bay (<i>In re: Hudson's Bay Co. Data Security Incident Consumer Litig.</i> , 18-CV-8472-PKC (S.D.N.Y.) (payment card data breach at Saks and Lord & Taylor)) and against Aetna (<i>Beckett v. Aetna, Inc.</i> , 17-CV-3864-JS (E.D. Pa.) (HIV privacy)).
Settlement	Co-Lead Counsel (Sherrie Savett, Benjamin Johns, Bobbi Liebenberg, Linda Nussbaum)	<i>See Joint Application for Appointment as Co-Lead Counsel</i>
Overall Litigation Strategy	Co-Lead Counsel (Sherrie Savett, Benjamin Johns, Bobbi Liebenberg, Linda Nussbaum)	<i>See Joint Application for Appointment as Co-Lead Counsel</i>

EXHIBIT 5
Proposed Committee Membership

Handling Court Appearances, Oral Arguments, etc.	Co-Lead Counsel (Sherrie Savett, Benjamin Johns, Bobbi Liebenberg, Linda Nussbaum)	<i>See Joint Application for Appointment as Co-Lead Counsel</i>