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9 UNITED STATES DISTRICT COURT
10 DISTRICT OF ARIZONA

11 In re:
12 Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138-DGC

(Consolidated with)
No. 2:16-cv-2373-HRH
No. 2:16-cv-2660-HRH
No. 2:16-cv-2775-DGC
-and-
No. 2:16-cv-3599-DGC

**DECLARATION OF ROGER
HELLER AND GRETCHEN
FREEMAN CAPPIO IN SUPPORT
OF PLAINTIFFS' MOTION FOR
FINAL APPROVAL OF CLASS
ACTION SETTLEMENTS AND
MOTION FOR ATTORNEYS' FEES,
EXPENSES, AND SERVICE
AWARDS**

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1 We, Roger N. Heller and Gretchen Freeman Cappio, declare as follows:

2 1. Roger N. Heller is a partner with the law firm Lieff Cabraser Heimann &
3 Bernstein, LLP (“Lieff Cabraser”).

4 2. Gretchen Freeman Cappio is a partner with the law firm Keller Rohrback
5 L.L.P. (“Keller Rohrback”).

6 3. Keller Rohrback and Lieff Cabraser were appointed to represent Plaintiffs
7 and the Class in this matter as Interim Co-Lead Counsel in October 2016 (Dkt. 62) and as
8 Class Counsel in March 2020 (Dkt. 369 at 24; *see also* Dkt. 601 at 4).

9 4. We make this declaration in support of Plaintiffs’ Motion for Final Approval
10 of Class Action Settlements, and Plaintiffs’ Motion for Attorneys’ Fees, Expenses, and
11 Class Representative Service Awards. We have personal knowledge of the matters stated
12 herein and, if called upon, could and would competently testify thereto.

13 5. This Declaration covers the following subject matter:

14 a. **Section A** provides a detailed description of each stage of the
15 litigation and counsel’s work and achievements at that stage.

16 b. **Section B** provides a summary overview of the total number of hours
17 that counsel expended to prosecute this action, the total lodestar
18 accrued, the nature of the timekeeping protocol applied, and the law
19 firms that performed this work.

20 c. **Section C** and the Exhibits cited therein describe the Class Counsel
21 attorneys and staff who performed this work, their billing rates, and
22 their qualifications.¹

23 d. **Section D** provides an accounting of the litigation and other expenses
24 that counsel incurred.

25 e. **Section E** and the Exhibits cited therein describe the efforts of the
26 named Plaintiffs on behalf of the Class.

27
28 ¹ Corresponding information for the other firms besides Class Counsel (*i.e.*, Hagens
Berman Sobol Shapiro, McCune Wright Arevalo, LLP, and Kaplan Fox & Kilsheimer,
LLP) is being provided in separate declarations by attorneys from those firms.

1 **A. Report of the Litigation**

2 6. This Section describes chronologically the significant case events and
3 associated work that Counsel performed at twelve “Stages” of this action. The focus of
4 Counsel’s work, of course, varied over time as this litigation progressed from investigation,
5 to the pleadings and challenges to same, through discovery, class certification and related
6 appellate proceedings, further discovery, expert work, summary judgment/*Daubert*
7 motions, trial preparation, and work on the proposed settlements. **Exhibit 1**, attached
8 hereto, provides additional information regarding the work performed by individual
9 counsel and staff during each Stage listed below.

10 7. **Stage 1: Pre-filing Investigation, Filing, Consolidation and Coordination**
11 **(April 2016 – February 2017)**. This litigation began with extensive pre-filing
12 investigations and then the filing of putative class actions, including in the Northern
13 District of California (where Theranos was headquartered and its first direct patient testing
14 occurred), the District of Arizona (where the majority of direct patient testing occurred),
15 and Arizona state court. *See C.M. et al. v. Theranos et al.*, No. 16-03349 (N.D. Cal.); *Brown*
16 *v. Theranos, Inc.*, No. 16-3454 (N.D. Cal.); *L.T. v. Theranos Inc., et al.*, No. 16-2660 (N.
17 D. Cal.); *Jones v. Theranos, Inc.*, No. 16-2835 (N.D. Cal.); *M.P.B. v. Theranos, Inc., et al.*,
18 No. 16-2810 (N.D. Cal.); *R.G. v. Theranos, Inc. et al.*, No. 16-2891 (N.D. Cal.); *L.M. v.*
19 *Theranos, Inc. et al.*, No. 16-3571 (N.D. Cal.); *Maltese v. Theranos, Inc.*, No. 16-03418
20 (N.D. Cal.); *Toy v. Theranos, Inc. et al.*, No. 16-2138 (D. Ariz.); *R.C. v. Theranos, Inc. et*
21 *al.*, No. 16-02373 (D. Ariz.); *B.P. et al. v. Theranos, Inc. et al.*, No. 16-2775 (D. Ariz.);
22 *Maltese v. Walgreen Arizona Drug Co.*, No. 2016-017009 (Ariz. Sup.). Plaintiffs in these
23 actions were represented by the law firms Hagens Berman Sobol Shapiro (“Hagens
24 Berman”); McCune Wright Arevalo, LLP (“McCune Wright”), Kaplan Fox & Kilsheimer,
25 LLP (“Kaplan Fox”), and the two Class Counsel law firms, among others.

26 8. The Defendants hired numerous lead and local counsel over the course of the
27 litigation. As reflected by the docket in this action, appearances for Theranos were entered
28 by attorneys at Boies Schiller & Flexner LLP (Washington, DC), Dickinson Wright PLLC

1 (Phoenix), Statecraft PLLC (Phoenix), Zwilling Wulkan PLC (Phoenix), Wilkinson
2 Stekloff LLP (Washington, DC), Lewis Roca Rothgerber Christie LLP (Phoenix Office),
3 and Wilkinson Walsh & Eskovitz LLP (Los Angeles), as well as by Wilmer Cutler
4 Pickering Hale & Dorr LLP (Los Angeles), which was Theranos's primary counsel in this
5 case at the time of its dissolution. For Walgreens, attorneys for Weil Gotshal & Manges
6 LLP (Redwood Shores, CA and Princeton, NJ), Papetti Samuels Weiss McKirgan LLP
7 (Scottsdale), and Snell & Wilmer LLP (Phoenix), entered appearances, before Lewis Roca
8 Rothgerber Christie LLP (Denver/Phoenix) and Sidley Austin LLP (Chicago) became
9 Walgreens' primary counsel in late 2018. For Ms. Holmes, appearances were entered by
10 Boies Schiller & Flexner LLP (Washington, DC), Wilkinson Walsh & Eskovitz LLP (Los
11 Angeles), Cooley LLP (Palo Alto/Seattle), and Wilmer Cutler Pickering Hale & Dorr LLP
12 (Los Angeles), with Cooley LLP (San Francisco) ultimately serving as her primary counsel
13 until their withdrawal with the Court's permission. Mr. Balwani has been represented
14 throughout the litigation by Davis Wright Tremaine LLP (Seattle).

15 9. Significant case events in Stage 1 included pre-filing investigation, the filing
16 of the initial complaints, the consolidation of the related actions before this Court and
17 appointment of interim Class Counsel on October 12, 2016 (Dkt. 62); the filing of the
18 Consolidated Class Action Complaint on November 22, 2016 (Dkt. 87, "CAC") and First
19 Amended Consolidated Class Action Complaint on January 27, 2017 (Dkt. 107, "FAC");
20 entry of a Protective Order on January 26, 2017 (Dkt. 105); and a first mediation among
21 Plaintiffs, Theranos, and Walgreens before the Honorable Layn R. Phillips (Ret.) on
22 February 9, 2017.

23 10. Counsel's work in this period included extensive pre-filing and continuing
24 factual investigation, and preparing the initial complaints, CAC, and FAC. That preparation
25 involved researching claims and legal theories, coordinating with named Plaintiffs and
26 industry experts, and ongoing monitoring of the circumstances surrounding Holmes,
27 Balwani, and Theranos (collectively, "Theranos Defendants"). Counsel left no stone
28 unturned in evaluating potentially viable causes of action for the Class, and in the FAC

1 asserted claims for battery and medical battery that they believed were well-founded in
2 common law but were unprecedented in the context of a consumer fraud class action.

3 11. Formal discovery was stayed in October 2016 (Dkt. 134), but Plaintiffs
4 pursued all other available avenues to obtain information supporting their claims, which
5 included research and monitoring of the rapidly evolving situation regarding Theranos.
6 Indeed, in 2016, Theranos was still selling patient testing services both within and outside
7 of Walgreens stores, while under investigation by the U.S. Department of Justice, the
8 Securities and Exchange Commission, and the U.S. Congress. Whistleblowers were
9 sharing their stories with the press. In August 2016, Elizabeth Holmes made her first public
10 presentation of Theranos's technology at a conference of the American Association of
11 Clinical Chemistry. Then, in the fall of 2016, Walgreens terminated its business
12 relationship with Theranos and sued Theranos for breach of contract in the United States
13 District Court for the District of Delaware. *See Walgreen Co. v. Theranos, Inc.*, No. 16-
14 01040 (D. Del.). In the months leading up to and including the February 2017 mediation,
15 Class Counsel prepared mediation statements, exchanged information, and attended the
16 mediation session in New York, NY, but the parties were unable to reach an agreement at
17 that time.

18 12. Each time record maintained by Counsel is categorized by "task codes,"
19 numbered 1 through 14, to indicate the nature of the work performed. A description of the
20 types of activities that each "task code" represents is attached hereto as **Exhibit 2**. The
21 following chart summarizes the hours and lodestar that Counsel incurred during Stage 1 by
22 category. *See also Exhibit 1* at 3–4.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	165.3	\$156,082.50
2 - Court Appearance	27.0	\$25,620.00
3 - Research	352.7	\$235,404.00
4 - Discovery (Draft/Respond/Confer)	83.5	\$59,023.50

TIME CATEGORY	HOURS	LODESTAR
5 - Discovery (Document Review)	16.7	\$6,872.00
7 - Litigation Strategy & Analysis	598.8	\$455,567.00
8 - Pleadings/Pre-trial Motions/Legal	1008	\$751,234.00
9 - Experts/Consultants	41.7	\$29,995.00
10 - Settlement	369.8	\$353,398.00
14 - Miscellaneous (Describe)	93.2	\$50,436.00
Grand Total	2756.7	\$2,123,632.00

13. **Stage 2: Motions to Dismiss the FAC and Written Discovery (February 2017 – September 2017).** Significant case events during this period included litigating multiple motions to dismiss the FAC filed by the different Defendants (Dkt. 122, 123) and the commencement of written discovery, which opened on April 25, 2017, subject to an order that documents would not be produced until after Defendants filed their Answers (Dkt. 134). As to the pleadings, Plaintiffs opposed motions to dismiss the FAC filed by Theranos, Holmes, and Balwani (jointly), and Walgreens (separately) between March and May 2017. On June 13, 2017, the Court issued an Order granting in part and denying in part Defendants' motions (Dkt. 139). The Court struck Plaintiffs' claims for injunctive relief at this time. Dkt. 139 at 57. On June 27, 2017, Plaintiffs filed a motion for reconsideration as to two issues: (a) the Court's finding that there was no agency relationship between Theranos and Walgreens, and (b) the Court's dismissal with prejudice of Plaintiffs' claims for battery and medical battery. *See* Dkt. 139 at 22; Dkt. 140. After briefing and an oral argument on the motion for reconsideration (Dkt. 144, 146, 148, 158), the Court granted the motion for reconsideration and, on September 29, 2017, gave Plaintiffs leave to re-plead their battery claims. Dkt. 157. The Court denied reconsideration on agency liability. *Id.*

1 14. As to written discovery, the Parties exchanged Initial Disclosures in March
2 2017. Plaintiffs served initial Requests for Production and Interrogatories on Theranos and
3 Walgreens in May 2017. In this period, Plaintiffs also issued public records requests to
4 state Departments of Health, the Food and Drug Administration, the Centers for Medicare
5 & Medicaid Services (CMS), the Federal Trade Commission, and the Department of
6 Justice.

7 15. Counsel’s work during Stage 2 included extensive research and briefing in
8 connection with the four Defendants’ motions to dismiss the FAC, as well as briefing and
9 preparing for oral argument on Plaintiffs’ motion for reconsideration. The various motions
10 to dismiss raised challenging arguments regarding the plausibility that a Silicon Valley
11 corporation with an “all-star board”—including former U.S. Secretary of Defense William
12 Perry, former U.S. Secretary of Defense James Mattis, former U.S. Secretary of State
13 Henry Kissinger, and retired Admiral of the U.S. Navy Gary Roughhead—had conspired
14 with Walgreens, a one-hundred-plus-year-old established player in the healthcare industry,
15 and that each had the requisite scienter to operate the alleged RICO enterprise and commit
16 the alleged fraud and battery on blood testing patients. Walgreens vigorously argued,
17 among other things, that it could not plausibly have known of any tortious purpose for
18 Theranos blood testing (*see e.g.*, Dkt. 138). In August 2017, Walgreens reached a
19 confidential settlement with Theranos in which Theranos paid Walgreens an undisclosed
20 amount. *See Walgreens v. Theranos, Inc.* No. 16-01040 (D. Del.), Dkt. 23–26. The
21 Theranos Defendants argued, among other things, that any allegation of their own
22 wrongdoing or harm to patients purposes was “conclusory” and out of line with the facts
23 (*see e.g.*, Dkt. 122-1).

24 16. Concurrently, Class Counsel pursued relevant information through written
25 discovery, meeting and conferring regarding the scope of same, serving public records
26 requests, conferring with industry experts, and monitoring developments in other litigation
27 and investigations involving the Theranos Defendants and/or Walgreens.

28

1 17. Among other developments in this timeframe, on April 26, 2017, the Arizona
 2 Attorney General (“AZAG”) simultaneously filed a Complaint against Theranos on behalf
 3 of Arizona consumers and announced that it had entered a Consent Decree that would
 4 provide Arizona consumers with refunds of amounts they paid for Theranos tests (*i.e.*, the
 5 purchase price). Noting that the Consent Decree included language regarding ACFA and
 6 battery claims, Class Counsel took steps to confirm that it was not the AZAG’s intent to
 7 compromise any of Plaintiffs’ or Class Members’ claims in this action; the Theranos
 8 Defendants had argued in a brief filed May 15, 2017 that the Consent Decree affected
 9 “aspects of [Plaintiffs’] claims and damages that are based on money Plaintiffs paid for
 10 Theranos tests in Arizona,” (Dkt. 122). Class Counsel discussed these issues with counsel
 11 for Theranos over the following months, with the goal of ensuring that the only impact of
 12 the Consent Decree on this action would be an offset for any payment amounts that were
 13 effectuated.

14 18. The following chart summarizes the hours and fees that Counsel incurred
 15 during Stage 2 by category. *See also Exhibit 1* at 5–6.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	67.5	\$52,716.50
2 - Court Appearance	84.9	\$75,390.00
3 - Research	223.9	\$122,896.00
4 - Discovery (Draft/Respond/Confer)	71.6	\$55,584.50
5 - Discovery (Document Review)	19.4	\$6,635.00
7 - Litigation Strategy & Analysis	108.9	\$91,481.50
8 - Pleadings/Pre-trial Motions/Legal	640.5	\$453,913.50
9 - Experts/Consultants	4.3	\$2,041.00
10 - Settlement	28.8	\$29,744.00

TIME CATEGORY	HOURS	LODESTAR
14 - Miscellaneous (Describe)	33.5	\$16,890.00
Grand Total	1283.3	\$907,292.00

19. **Stage 3: Second Amended Consolidated Class Action Complaint; Second Round of Motions to Dismiss; Continued Efforts to Prevent Defendants from Exploiting the AZAG Consent Decree (October 2017 – April 2018).** Following the Court’s order granting in part and denying in part the Defendants’ motions to dismiss the FAC, and the subsequent order partially granting reconsideration, Plaintiffs filed their Second Amended Consolidated Class Action Complaint (“SAC”) on October 20, 2017 (Dkt. 159), attaching numerous supporting exhibits they had located through extensive factual investigation and research. Additional significant case events during this period included litigating multiple motions to dismiss the SAC filed by the Theranos Defendants (jointly) and Walgreens (separately), which were briefed between December 2017 and February 2018 and heard on March 19, 2018 (Dkt. 166, 167, 171, 173, 175, 180, 183). Following an oral argument, the District Court issued its order granting in part and denying in part Defendants’ motions to dismiss the SAC on April 10, 2018 (Dkt. 182). Around this same time, Plaintiffs litigated the motion to intervene in the AZAG’s lawsuit against Theranos in Maricopa Superior Court, to help ensure that the Consent Decree would not jeopardize Class Members’ claims in this case, and which was decided on April 19, 2018. *See B.P. v. Theranos*, No. 2017-006644 (Ariz. Sup.).

20. Counsel’s work during Stage 3 included drafting the SAC and opposing Defendants’ motions to dismiss the same. In this second round of pleading motions, Defendants again challenged, *inter alia*, the plausibility of Plaintiffs’ allegations. By this time, Walgreens had additional support for its assertion that it was not responsible for any alleged fraud or battery; this is because the Securities and Exchange Commission had filed suit against Theranos and Holmes. On this basis, Walgreens asserted that “[a]fter two years of investigation” by the SEC, those filings “reveal[ed] no misrepresentations or omissions

1 by Walgreens.” Dkt. 178. This contention—that Walgreens was a victim, rather than a
2 perpetrator, of any fraud here—would continue to be a key theme of Walgreens’ defense
3 throughout the litigation.

4 21. In connection with this round of pleading motions, the Theranos Defendants
5 argued for the first time (in their motion filed December 1, 2017) that all of Plaintiffs’ and
6 the Class Members’ claims were moot and had been released by the AZAG Consent Decree
7 (Dkt. 167). Walgreens made a similar argument (Dkt. 175). The potential preclusive effect
8 of the AZAG’s refund checks thus became a central issue and presented a significant threat
9 to the future of this litigation. Class Counsel felt that they had not received sufficient
10 assurances that the Consent Decree would not have preclusive effect, and so Class Counsel,
11 on behalf of Plaintiff B.P., filed a motion in March 2017 to intervene in the AZAG action.
12 In that motion, Class Counsel explained that the interests of the thousands of Arizona
13 residents in the proposed federal class action were at risk of being unconstitutionally
14 abridged under Theranos’s recent characterizations of the Consent Decree in their motion
15 to dismiss the SAC. Plaintiffs’ intervention motion was fully briefed on April 16, 2018. In
16 the meantime, the District Court ruled that Plaintiffs’ claims were not “currently” moot,
17 leaving open the possibility that the Court could reach a different conclusion at a later stage
18 of the case (Dkt. 182 at 13). On April 19, 2018, the Superior Court denied B.P.’s motion
19 to intervene, noting that “whether the Consent Decree has a preclusive effect in B.P.’s
20 federal case is already being litigated in federal court and should be decided by the judge
21 presiding over that case.” *See B.P. v. Theranos*, No. 2017-006644 (Ariz. Sup.).

22 22. Class Counsel also continued their pursuit of information beyond that
23 available through formal discovery, interviewing potential Class Members and industry
24 experts, and compiling additional evidence as it became available through the various other
25 Theranos-related litigations and otherwise to the public.

26 23. The following chart summarizes the hours and fees that Counsel incurred
27 during Stage 3 by category. *See also Exhibit 1* at 7–8.

28

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	47	\$34,630.00
2 - Court Appearance	80.3	\$68,033.00
3 - Research	71.3	\$39,772.00
4 - Discovery (Draft/Respond/Confer)	66.1	\$52,255.00
5 - Discovery (Document Review)	11.8	\$5,893.00
7 - Litigation Strategy & Analysis	96.7	\$79,633.00
8 - Pleadings/Pre-trial Motions/Legal	776.3	\$522,019.00
9 - Experts/Consultants	0.3	\$255.00
10 - Settlement	0.3	\$255.00
14 - Miscellaneous (Describe)	31.5	\$23,949.50
Grand Total	1181.6	\$826,694.50

24. **Stage 4: Document Review Commences and Other Discovery Continues (May 2018 – November 2018).** On April 30, 2018, the Court ordered discovery open for all purposes, setting a schedule for Defendants’ productions of documents and for briefing the motion for class certification (Dkt. 185). Defendants answered the SAC on May 11, 2018 (Dkt. 188, 189). The Parties served additional party discovery throughout the summer and fall. Walgreens served its first set of discovery on Plaintiffs in October 2018. Plaintiffs served further party discovery, as well as third-party subpoenas on business entities and individuals likely to have discoverable information, including Walgreens’ laboratory consultant, Colaborate LLC, and Safeway, which also had a previous partnership with Theranos. Plaintiffs negotiated separate protocols with the Theranos Defendants and Walgreens regarding production of Electronically Stored Information (Dkt. 192–193), as well as a HIPAA-compliant Qualified Protective Order with Theranos to permit the production of sensitive patient data (Dkt. 209).

1 25. In this timeframe, circumstances surrounding the Theranos Defendants
 2 continued to evolve. Holmes and Balwani were indicted by the Department of Justice in
 3 June 2018. In September, Counsel became aware of reports that Theranos was in a
 4 precarious financial position. On September 26, 2018, Theranos filed a Notice of
 5 Dissolution, explaining that it had entered into an assignment for the benefit of creditors
 6 (“ABC”), and that Theranos’s counsel would either be substituted out of the litigation or
 7 request to withdraw as counsel of record (Dkt. 216). In November 2018, Plaintiffs
 8 negotiated a HIPAA-compliant Qualified Protective Order with the ABC (Dkt. 237).

9 26. The Defendants made their initial productions of documents during this
 10 period. As is evident from the metrics presented below, Theranos conducted a limited
 11 responsiveness review given its financial situation and produced volumes more
 12 information than the other Parties (over 7 million pages of documents including more than
 13 one hundred thousand “native” Excel, CSV and similar files at this Stage alone) in the
 14 interest of expediency for Theranos and its counsel:

BALWANI					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
6/25/2018	AZRB_PROD001	RB-AZ000001 - RB-AZ002454	337	2,454	16
6/25/2018	RB-AZ Loose	RB-AZ002455 - RB-AZ002479	2	25	2

HOLMES					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
6/25/2018	HOLMES_AZ001	HOLMES-AZ-00001 - HOLMES-AZ-00021	21	21	0
6/25/2018	HOLMES_AZ002	HOLMES-AZ-00022 - HOLMES-AZ-00072	2	51	2
6/25/2018	HOLMES_AZ003	HOLMES-AZ-00073 - HOLMES-AZ-00860	788	788	0

THERANOS					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
5/23/2018	THER_AZ_002	THER-AZ-00000028 - THER-AZ-04302036	527,876	4,302,009	0
5/23/2018	THER_AZ_003	THER-AZ-04302037 - THER-AZ-05780367	435,244	1,478,331	102,269

THERANOS					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
9/14/2018	THER_AZ_005	THER-AZ-06468330 - THER-AZ-06470634	116	2,305	0
9/14/2018	THER_AZ_006	THER-2655886 - THER-2973277	43,963	317,392	4,970
9/14/2018	THER_AZ_007	THER-2973278 - THER-3993412	146,655	905,859	9,486
9/14/2018	THER_AZ_008	THER-AZ-06470635 - THER-AZ-06470728	29	94	0

WALGREENS					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
5/21/2018	WG_VOL001	WG000002 - WG000556	51	555	0
10/29/2018	WG_VOL002	WG000557 - WG006724	1,543	6,168	18

27. Plaintiffs had sought production from Theranos of, *inter alia*, information that could be used for the purposes of identifying Class Members. Theranos included reports generated from its Laboratory Information Systems (LIS) Database for the named Plaintiffs in its September 14 production. Plaintiffs requested a copy of the database itself, which Theranos also agreed to produce.

28. Counsel's work at Stage 4 primarily included drafting, serving, negotiating, and reviewing substantial productions made in response to discovery. Counsel expanded their own staffing of this case to accommodate these needs and relied on attorneys from other law firms representing the Plaintiffs (McCune Wright and Kaplan Fox), which staffed attorneys to assist with the review. A prompt review of the voluminous materials produced by Theranos in May 2018, in particular, was critical in light of its impending dissolution and the likelihood that additional materials not sought immediately would never be produced. That review required a substantial investment of resources because certain issues in this case—*e.g.*, how patient blood samples were being utilized and evidence regarding the intent of Theranos and its team of scientists in collecting and processing them—required interpreting industry jargon, understanding the equipment Theranos used, the regulatory landscape, and certain technical and scientific principles. With respect to discovery, notably, the Parties resolved every discovery dispute that arose in this period

1 through the meet and confer process; because of these efforts, the Court was not called
 2 upon to resolve any discovery disputes. Class Counsel also continued to monitor
 3 developments in related actions and conducted research to understand the ABC process
 4 and its implications for the procedural and substantive issues in this action.

5 29. The following chart summarizes the hours and fees that Counsel incurred
 6 during Stage 4 by category. *See also Exhibit 1* at 9–10.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	92.6	\$62,455.00
2 - Court Appearance	22.9	\$20,211.00
3 - Research	60.7	\$45,634.00
4 - Discovery (Draft/Respond/Confer)	891.2	\$608,599.00
5 - Discovery (Document Review)	4014.2	\$1,878,097.50
6 - Discovery (Depositions)	130.6	\$87,642.50
7 - Litigation Strategy & Analysis	69	\$62,033.00
8 - Pleadings/Pre-trial Motions/Legal	35.6	\$22,005.00
9 - Experts/Consultants	31.7	\$20,305.50
10 - Settlement	2	\$1,367.00
14 - Miscellaneous (Describe)	129.5	\$64,375.50
Grand Total	5480	\$2,872,725.00

22
 23 30. **Stage 5: Class Certification Motion and Discovery (December 2018 –**
 24 **May 2019).** The most significant case event during this period was the filing of Plaintiffs’
 25 motion for class certification on May 24, 2019 (Dkt. 258). Materials filed in support of this
 26 motion included the Expert Declaration of Geoffrey S. Baird, M.D., Ph.D., voluminous
 27 discovery materials, and deposition testimony.

1 31. Plaintiffs took ten depositions of Walgreens and Theranos witnesses in Stage
 2 5, while also preparing for other later-scheduled depositions. With the benefit of formal
 3 discovery and analysis, Plaintiffs conformed their case theory to proof in their class
 4 certification papers, seeking certification for only a subset of the claims in the SAC that
 5 had survived dismissal. Plaintiffs and their expert presented a theory of overarching
 6 unreliability of Theranos testing that impacted every test result issued to every Class
 7 Member and which therefore did not require individualized inquiry into the specific test
 8 performed, the accuracy or consequences of particular test results, or other factors that may
 9 have required an individualized analysis. Plaintiffs also submitted extensive evidence
 10 identified to date supporting the merits of their allegations, in particular, that Walgreens
 11 acted with the requisite knowledge and intent for their claims.

12 32. Discovery was ongoing throughout Stage 5. Both Balwani and Walgreens
 13 propounded discovery on the named Plaintiffs. Balwani, Holmes, and Walgreens also
 14 continued their rolling document productions. In total, by May of 2019, Theranos had
 15 produced 1,271,614 documents totaling 7,693,952 pages. Walgreens had produced 34,610
 16 documents totaling 142,509 pages. Holmes had produced 1,818 documents totaling 6,936
 17 pages, and Balwani had produced 347 documents totaling 3,852 pages, with Defendants'
 18 additional productions made in advance of the class certification motions as follows:

BALWANI					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
3/1/2019	AZRBPROD_003	RB-AZ002773 - RB-AZ003745	6	973	6
3/4/2019	AZRBPROD_004	RB-AZ003746 - RB-AZ003827	1	82	1
3/4/2019	RB-AZ002455	RB-AZ002455 - RB-AZ002772	1	318	1

HOLMES					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
10/15/2018	HOLMES_AZ005	HOLMES-AZ-04643 - HOLMES-AZ-06936	491	2,294	491

WALGREENS					
Produced Date	Volume	Bates Range	Doc Count	Image Count	Native Count
12/17/2018	WG_VOL003	WG006725 - WG016583	3,126	9,859	68
12/21/2018	WG_VOL004	WG016584 - WG022660	1,544	6,077	83
1/18/2019	WG_VOL005	WG022661 - WG048807	5,507	26,147	268
1/31/2019	WG_VOL006	WG048808 - WG145969	22,772	93,578	1,133
3/19/2019	WG_VOL007	WG145970 - WG146094	67	125	0

33. At Stage 5, therefore, Counsel invested considerable time reviewing the massive number of documents that had been produced. Counsel’s attention was also devoted to the analysis of new evidence that came to light through deposition testimony. Counsel meanwhile monitored proceedings in related investigations and litigation. In March 2019, Counsel timely submitted a “proof of claim” in the ABC proceedings on behalf of the Class as well.

34. Counsel simultaneously assisted their retained expert in obtaining the information necessary to prepare his class certification expert report, which proved a substantial undertaking. With respect to the Theranos LIS database, counsel for the Theranos ABC had produced a hard drive (storage drive) on January 11, 2019. Because the LIS database proved inaccessible as produced, Class Counsel extensively investigated means to access it. This investigation included numerous subpoenas and two depositions of former Theranos employees.

35. The following chart summarizes the hours and fees that Counsel incurred during Stage 5 by category. *See also Exhibit 1* at 11–12.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	79.1	\$52,043.50
3 - Research	49.7	\$35,449.00
4 - Discovery (Draft/Respond/Confer)	433.5	\$316,470.00
5 - Discovery (Document Review)	4691.4	\$2,253,145.00

TIME CATEGORY	HOURS	LODESTAR
6 - Discovery (Depositions)	1290.7	\$753,042.50
7 - Litigation Strategy & Analysis	73.5	\$64,091.50
8 - Pleadings/Pre-trial Motions/Legal	512.4	\$391,124.50
9 - Experts/Consultants	152.8	\$110,579.00
13 - Appeal	0.6	\$306.00
14 - Miscellaneous (Describe)	82.7	\$43,880.50
Grand Total	7366.4	\$4,020,131.50

36. **Stage 6: Class Certification Briefing and Hearing, Plaintiff, Expert, and Other Depositions (June 2019 – February 2020).** Significant case events during this period included the conclusion of briefing on Plaintiffs’ class certification motion (Walgreens, Balwani, and Holmes separately filed oppositions to Plaintiffs’ opening brief, collectively submitting 90 lengthy exhibits; Holmes joined the entirety of Balwani’s argument) and Walgreens’ motion to exclude the report of Plaintiffs’ expert Dr. Baird, all of which were fully briefed (Dkt. 288–300, 316–319, 322), and the January 23, 2020 hearing on Plaintiffs’ certification motion (Dkt. 363, 368). Class certification work in this period also included the deposition of Plaintiffs’ class certification expert, briefing on Walgreens’ motion to exclude Plaintiffs’ expert report, depositions of the seven named Plaintiffs, and additional Walgreens fact depositions.

37. Counsel’s work at Stage 6 included research, briefing, and preparing for oral argument in connection with the class certification motion and motion to exclude Plaintiffs’ expert; continuing to seek necessary evidence through ongoing document review and depositions, responding to discovery served on the named Plaintiffs; and preparing the named Plaintiffs for their depositions and defending those depositions. In their class certification briefing, Defendants each raised several arguments that required significant analysis to rebut. Mr. Balwani argued that Plaintiffs’ common theories were unsupported,

1 such that Plaintiffs would have to prove whether each individual Theranos test was
 2 inaccurate. Walgreens argued that, consistent with the findings of the SEC’s investigation,
 3 it was a victim of, rather than a participant in, Theranos’s fraud. Walgreens also challenged
 4 Plaintiffs’ battery theory on multiple grounds, arguing that it could not be held responsible
 5 for battery unless its “agent” had performed a particular blood draw. All three remaining
 6 Defendants also challenged the superiority of a class action in light of the AZAG’s Consent
 7 Decree.

8 38. The following chart summarizes the hours and fees that Counsel incurred
 9 during Stage 6 by category. *See also Exhibit 1* at 13–14.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	59.4	\$41,363.50
2 - Court Appearance	183.2	\$165,177.00
3 - Research	26.6	\$19,504.50
4 - Discovery (Draft/Respond/Confer)	286.6	\$199,116.50
5 - Discovery (Document Review)	5306.6	\$2,568,025.00
6 - Discovery (Depositions)	661	\$428,557.00
7 - Litigation Strategy & Analysis	70.2	\$68,778.00
8 - Pleadings/Pre-trial Motions/Legal	658.7	\$510,408.00
9 - Experts/Consultants	107.4	\$77,297.00
10 - Settlement	1	\$1,095.00
11 - Trial Prep	0.1	\$101.00
14 - Miscellaneous (Describe)	141.5	\$78,014.50
Grand Total	7502.3	\$4,157,437.00

26
 27 39. **Stage 7: Class Notice and Petitions for Interlocutory Review (March**
 28 **2020 – May 2020)**. The Court granted Plaintiffs’ motion for class certification on March

1 6, 2020, certifying the Class and Subclasses subject to a preclusion on “seeking damages
2 for emotional distress, retesting, and/or subsequent medical care.” Dkt. 369 at 24–25.

3 40. On March 23, 2023, Walgreens and Balwani each petitioned for review of
4 the Court’s class certification order under Federal Rule 23(f) (Dkt. 373, 374). On April 15,
5 2020, the Court ordered the parties to defer work on notice to Class Members and delayed
6 entry of a pretrial schedule for 45 days (Dkt. 376). On May 20, 2020, Defendants’ Rule
7 23(f) petitions were granted against Plaintiffs’ opposition. Dkt. 373, 374, 377, 378.

8 41. Counsel’s work in this time period consisted, initially, of obtaining bids and
9 selecting a Notice Administrator as well as document review for purposes of obtaining
10 Class Member contact information for purposes of Class Notice. Class Counsel still had
11 not been able to access the LIS Database and, it appeared, would be required to utilize
12 alternate means of identifying Class Members for purposes of notice. Class Counsel thus
13 worked to identify spreadsheets within Theranos’s document productions containing the
14 names and contact information of potential Class Members for those purposes. After
15 Defendants’ Rule 23(f) petitions were filed, Counsel opposed both petitions in the Ninth
16 Circuit Court of Appeals. Other discovery also continued during this period, focused on
17 the anticipated merits issues.

18 42. The following chart summarizes the hours and fees that Counsel incurred
19 during Stage 7 by category. *See also Exhibit 1* at 15–16.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	51.6	\$35,135.50
3 - Research	16.8	\$9,344.00
4 - Discovery (Draft/Respond/Confer)	35.7	\$21,666.50
5 - Discovery (Document Review)	1079.1	\$530,513.50
6 - Discovery (Depositions)	28.4	\$18,405.00
7 - Litigation Strategy & Analysis	70.6	\$66,448.00

TIME CATEGORY	HOURS	LODESTAR
8 - Pleadings/Pre-trial Motions/Legal	169.9	\$136,423.00
9 - Experts/Consultants	20.5	\$19,169.50
10 - Settlement	82.3	\$46,039.00
13 - Appeal	95.8	\$69,857.00
14 - Miscellaneous (Describe)	41.7	\$21,454.50
Grand Total	1692.4	\$974,455.50

43. **Stage 8: Rule 23(f) Interlocutory Appeal of Class Certification Order (June 2020 – September 2021).** On June 1, 2020, the District Court stayed all proceedings pending resolution of Walgreens’ and Balwani’s separate interlocutory appeals (Dkt. 382). The appeals were consolidated in the Ninth Circuit on June 19, 2020 (*B.P. v. Balwani et al.*, No. 20-15974, Dkt. 10). On June 23, 2020, Judge Holland requested a reassignment of this case (Dkt. 384), and on July 6, 2020, it was assigned to Your Honor (Dkt. 391).

44. In the Court of Appeal, Walgreens and Balwani each filed their opening appellate briefs on September 28, 2020 (*Id.* Dkt. 18, 20). Plaintiffs filed a consolidated answering brief on January 15, 2021. After the consolidated appeals were fully briefed, the Court of Appeal held oral argument on August 8, 2021. Dkt. 57, 60, 61. The Ninth Circuit issued its Order on September 8, 2021, largely affirming the class certification Order, but remanding to the District Court with instructions “to limit this [Edison sub]class to plaintiffs who had blood drawn by Walgreens employees, such that no claims impute liability for battery or medical battery on one defendant for a touching conducted by another defendant’s employee.” Dkt. 396. The mandate issued on September 30, 2021. Dkt. 398.

45. Counsel’s work in this time period consisted primarily of research and briefing to defend Judge Holland’s class certification order on appeal. Substantively, this included issues such as, *inter alia*, the named Plaintiffs’ adequacy given their decision not to pursue “emotional distress” damages, predominance in light of Balwani’s defense that

1 the specific processes employed for each Theranos test could differ, and the identification
2 of Walgreens' and Theranos's employees who performed each "tiny" blood draw without
3 access to Theranos's LIS Database.

4 46. The appeals also required a significant investment of time addressing other
5 issues. For example, Class Counsel closely reviewed the substantial record of evidence
6 filed in connection with the appeals, including the named Plaintiffs' medical records
7 produced in litigation, and successfully obtained an order to maintain the Plaintiffs'
8 confidential information under seal. In this time, Counsel also searched for and located
9 additional spreadsheets that could, if necessary, be used to identify Class Members and
10 issue Class Notice following remand.

11 47. Throughout this time period, Class Counsel also continued to follow the
12 progress of criminal proceedings against Holmes and Balwani. Plaintiffs and counsel
13 received and responded to subpoenas from the Department of Justice. After multiple
14 delays, jury selection in Holmes's trial commenced in August 2021.

15 48. The following chart summarizes the hours and fees that Counsel incurred
16 during Stage 8 by category. *See also Exhibit 1* at 17–18.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	74.2	\$60,710.50
2 - Court Appearance	132.4	\$102,259.50
3 - Research	175.1	\$91,587.00
4 - Discovery (Draft/Respond/Confer)	72.9	\$48,962.00
5 - Discovery (Document Review)	149	\$77,109.00
6 - Discovery (Depositions)	4.9	\$2,356.00
7 - Litigation Strategy & Analysis	265.9	\$204,955.00
8 - Pleadings/Pre-trial Motions/Legal	188.3	\$128,438.00
10 - Settlement	8.7	\$9,469.50

TIME CATEGORY	HOURS	LODESTAR
11 - Trial Prep	1.5	\$1,447.50
13 - Appeal	1146.4	\$875,756.50
14 - Miscellaneous (Describe)	88.5	\$42,656.00
Grand Total	2307.8	\$1,645,706.50

49. **Stage 9: Class Data and Issuance of Class Notice (October 2021 – June 2022).** After the mandate issued, following submission of a Joint Status Report regarding post-appellate proceedings on October 21, 2021 (Dkt. 400) the Court subsequently ordered briefing on whether the spreadsheets upon which Plaintiffs would rely to identify members of the narrowed Edison Subclass undercut Judge Holland’s class certification order. Plaintiffs filed their brief and the supporting Declaration of Melissa Gardner which attached and described the contents of twenty spreadsheets produced in discovery, on November 29, 2021 (Dkt. 401, 402, 407, 416). The Court held a hearing on December 20, 2021 (Dkt. 435, 448), and on December 23, 2021 ordered that the Walgreens Edison Subclass would not be decertified and that Class Notice should issue (Dkt. 436). The Court shortened the time period for the Walgreens Edison Subclass claims to November 2013 to March 2015. *Id.* at 6. The Parties advised the Court that the Class Notice List had been finalized on June 14, 2022 (Dkt. 463).

50. Counsel’s work in this time period included evaluating different potential mechanisms for distributing Class Notice, preparing the Class Notice List (with the assistance of expert Arthur Olsen and Notice Administrator JND), and defending the proposed manner of identifying Subclass Members. Concurrently, Counsel continued to monitor criminal proceedings against Holmes and Balwani. Counsel also continued their preparation for the anticipated summary judgment briefing in this action, determining what additional discovery and depositions would be required to best represent the Class at the next stages of the case.

1 51. The following chart summarizes the hours and fees that Counsel incurred
2 during Stage 9 by category. *See also Exhibit 1* at 19–20.

3 TIME CATEGORY	4 HOURS	5 LODESTAR
6 1 - Lead Counsel 7 Calls/Meetings	8 172.7	9 \$129,175.00
10 2 - Court Appearance	11 85.9	12 \$85,138.00
13 3 - Research	14 189.7	15 \$101,068.50
16 4 - Discovery 17 (Draft/Respond/Confer)	18 187	19 \$136,058.00
20 5 - Discovery (Document 21 Review)	22 370.7	23 \$197,143.50
24 6 - Discovery 25 (Depositions)	26 154.1	27 \$67,907.00
28 7 - Litigation Strategy & Analysis	331.5	\$294,448.00
8 - Pleadings/Pre-trial Motions/Legal	692.7	\$556,361.50
9 - Experts/Consultants	98.2	\$96,350.50
10 - Settlement	41.5	\$33,276.00
11 - Trial Prep	55.2	\$37,297.50
13 - Appeal	0.3	\$328.50
14 - Miscellaneous (Describe)	99.5	\$51,697.50
Grand Total	2479	\$1,786,249.50

20 52. **Stage 10: Further Merits Discovery, Expert Designations/Reports, and**
21 **Trial Setting (July 2022 – December 2022).** The remainder of merits discovery, and the
22 majority of merits expert discovery, was conducted throughout this period. Plaintiffs served
23 additional written discovery requests on Walgreens on August 16, 2022, and noticed
24 additional fact witness depositions. Plaintiffs' three expert reports were served on
25 November 15, 2022. Following a status conference on December 1, 2022 (Dkt. 503), the
26 Court set a schedule for dispositive motions and trial. Expert Olsen served a supplemental
27 expert report accounting for additional data from the Notice Administrator, on December
28 16, 2022, and Walgreens' rebuttal expert reports were served on December 20, 2022.

1 53. Significant case events at this Stage included the first and only discovery
 2 dispute that required intervention from the Court during the seven-year pendency of this
 3 action, concerning Plaintiffs' Notice of 30(b)(6) Deposition, which was heard on October
 4 13, 2022 (Dkt. 489). Following a telephonic hearing, the Court issued an order permitting
 5 the deposition, with certain limitations, on October 13, 2022 (Dkt. 491, 497). In addition,
 6 the Parties participated in a settlement conference before Magistrate Judge Michael T.
 7 Morrissey on November 8, 2022, which did not resolve the litigation (Dkt. 499, 500).

8 54. Counsel's work in this time period consisted primarily of preparing for
 9 summary judgment and trial, working with their experts in preparation for opposing
 10 summary judgment, continuing to pursue related discovery, and preparing for and
 11 participating in the settlement conference before Magistrate Judge Morrissey. Walgreens
 12 produced additional documents, including expert materials, between July and December
 13 2022, bringing the total document productions by Defendants in this action to 1,308,954
 14 documents, totaling 7,853,697 pages and 130,127 "native" files. Class Counsel took six
 15 depositions of Walgreens representatives in Stage 10. Class Counsel also issued several
 16 third-party subpoenas and interviewed several former Theranos employees regarding the
 17 spreadsheets being used to identify Class and Subclass Members to ensure the admissibility
 18 of that evidence should their authenticity or reliability ever be called into dispute.

19 55. The following chart summarizes the hours and fees that Counsel incurred
 20 during Stage 10 by category. *See also Exhibit 1* at 21–22.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	299.3	\$226,232.00
2 - Court Appearance	67.3	\$63,737.00
3 - Research	75.5	\$40,118.50
4 - Discovery (Draft/Respond/Confer)	570.3	\$407,737.50
5 - Discovery (Document Review)	719	\$382,535.50

TIME CATEGORY	HOURS	LODESTAR
6 - Discovery (Depositions)	1171.9	\$723,642.00
7 - Litigation Strategy & Analysis	301	\$201,372.00
8 - Pleadings/Pre-trial Motions/Legal	72.3	\$45,074.00
9 - Experts/Consultants	507.4	\$377,517.00
10 - Settlement	253.5	\$219,614.50
11 - Trial Prep	209.9	\$157,182.00
14 - Miscellaneous (Describe)	132	\$68,070.50
Grand Total	4379.4	\$2,912,832.50

56. **Stage 11: Summary Judgment, and Third Successful Mediation (January 2023 – May 2023)**. Significant case events during this period included the service of Plaintiffs’ rebuttal expert reports on January 17, 2023, and expert depositions. Two of Plaintiffs’ experts and three of Walgreens’ experts were deposed between January 23, 2023 and February 3, 2023. Mr. Olsen’s rebuttal expert report was served on February 20, 2023. The Parties also fully briefed Walgreens’ motion for summary judgment (Dkt. 521, 538, 555) and four *Daubert* motions relating to the Parties’ designated experts (Dkt. 516, 517, 518, 519, 530, 531, 532, 535, 551, 552, 553, 554) between February 24, 2023 and April 14 2023. Following a hearing on Walgreens’ motion for summary judgment on April 25, 2023 (Dkt. 557, 573), the Court issued an order on May 4, 2023 denying the motion with respect to Plaintiffs’ remaining claims but granting it with respect to Plaintiffs’ claims for punitive damages. Dkt. 565. Trial was set to begin on September 5, 2023. Dkt. 565. Walgreens sought an order certifying the Court’s summary judgment order for interlocutory appeal. Dkt. 575.

57. Around the same time, the parties engaged in renewed mediation efforts before the Honorable Layn R. Phillips (Ret.). Those efforts culminated in a settlement in

1 principle between Plaintiffs and Walgreens, about which the Parties notified the Court on
2 May 22, 2023. Dkt. 577.

3 58. Counsel's work during Stage 11 principally consisted of research, briefing,
4 and preparing for oral argument in connection with Walgreens' motion for summary
5 judgment as well as developing a similarly detailed presentation of the issues for Judge
6 Phillips. With respect to its motion for summary judgment, Walgreens argued that
7 Plaintiffs could not prove each of their claims with evidence of Walgreens' actual
8 knowledge or reckless disregard of Theranos's fraud. Responding to this argument required
9 Plaintiffs to conduct copious research regarding the applicable standards of knowledge as
10 to each of the claims asserted, and to marshal and synthesize record evidence from the
11 course of the litigation to demonstrate that they had a triable case under applicable
12 standards. Plaintiffs supported their argument in this respect with party and third-party
13 deposition testimony and documentary evidence produced during discovery. As the Court
14 held in its order on summary judgment, Plaintiffs' evidence created a genuine dispute of
15 material fact with respect to Walgreens' state of mind: "Plaintiffs' evidence, if believed,
16 could support a reasonable jury's finding that Walgreens knew there was a high probability
17 the Theranos blood testing method lacked reliable results, was not market-ready, and had
18 received only minimal regulatory scrutiny." Dkt. 565 at 23.

19 59. The Parties participated in a mediation with Judge Phillips and his staff on
20 May 18, 2023, two weeks after the Court issued its summary judgment order. Counsel
21 prepared mediation briefs in advance of that mediation, which covered a wide range of
22 issues. Counsel were fully prepared for informed negotiations. By Stage 11, Class Counsel
23 had reviewed the necessary discovery. Collectively, the parties had designated seven
24 experts and served eleven expert reports. Thirty-two depositions had been conducted,
25 including seven Class Representative Depositions, three depositions of Plaintiffs' experts,
26 three depositions of Walgreens' experts, five depositions of Theranos witnesses, twelve
27 depositions of Walgreens witnesses (three of those, in whole or in part in a 30(b)(6)
28 capacity), and two non-party depositions. Class Counsel had litigated two rounds of

1 motions to dismiss, class certification, and summary judgment; defended against an
 2 interlocutory appeal; defended against decertification of the Subclass; and conducted
 3 multiple prior mediations. After a session lasting nearly twelve hours, Plaintiffs and
 4 Walgreens reached a settlement in principle to resolve Plaintiffs' claims against Walgreens
 5 and signed a term sheet.

6 60. The following chart summarizes the hours and fees that Counsel incurred
 7 during Stage 11 by category. *See also Exhibit 1* at 23–24.

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	150.1	\$116,047.00
2 - Court Appearance	151.7	\$127,654.50
3 – Research	55.7	\$35,146.50
4 - Discovery (Draft/Respond/Confer)	6.4	\$5,319.50
5 - Discovery (Document Review)	358.8	\$188,380.00
6 - Discovery (Depositions)	305.5	\$206,050.50
7 - Litigation Strategy & Analysis	121.6	\$89,443.00
8 - Pleadings/Pre-trial Motions/Legal	970.9	\$743,372.50
9 - Experts/Consultants	356.2	\$268,444.00
10 – Settlement	448.6	\$373,937.00
11 - Trial Prep	61	\$33,072.00
14 - Miscellaneous (Describe)	88.2	\$41,406.50
Grand Total	3074.7	\$2,228,273.00

24 61. **Stage 12: Settlement (June 2023 – October 2023).** Significant events in
 25 this period included ongoing settlement negotiations, finalizing the Walgreens settlement,
 26 completing negotiation of and finalizing the Balwani and ABC settlements, finalizing the
 27 various settlement exhibits, and then preparing and filing preliminary approval papers, filed
 28 on September 6, 2023 (Dkt. 591), with supplemental briefing filed October 6, 2023

1 (Dkt. 598) following the Court’s initial preliminary approval hearing. The Court held a
2 second, continued hearing on preliminary settlement approval on October 10, 2023
3 (Dkt. 600) and granted preliminary approval of the three proposed settlements on October
4 10, 2023 (Dkt. 601). An overview of the current status the Notice Program is provided in
5 the Declaration of Jennifer Keough, filed herewith.

6 62. Counsel’s work during Stage 12 principally consisted of documenting the
7 terms of the Walgreens settlement in a formal written agreement, and the exhibits thereto,
8 and extensive efforts to reach a resolution with the remaining Defendants, which involved
9 complex negotiations over multiple months involving the parties, the ABC, and the
10 mediator and were further complicated by the fact that Balwani and Holmes both became
11 incarcerated following their criminal convictions. Class Counsel worked with the mediator
12 and his staff, the Defendants, and the Theranos ABC throughout this time. Ongoing
13 negotiations regarding the additional settlements, and ultimately reaching the agreements
14 reflected in the Balwani and the Theranos ABC settlements, required modifications to
15 several of the settlement exhibits. In this period, Class Counsel also worked with the
16 Settlement Administrator, JND, and with Plaintiffs’ expert Arthur Olsen, to assist with
17 finalizing the settlement Class Notice plan and plan of allocation.

18 63. Class Counsel prepared the preliminary approval motion papers, attended the
19 first preliminary approval hearing, prepared the supplemental preliminary approval brief—
20 working with JND and Mr. Olsen to provide additional information as reflected in those
21 papers—and then attended the second preliminary approval hearing.

22 64. Class Counsel’s work has been ongoing beyond the October 30, 2023 end
23 date of the time records summarized herein. Since then, Settlement Class Notice
24 commenced. Class Counsel worked closely with JND on the Settlement Website and on
25 other aspects of implementing the notice program directed by the Court. Class Counsel
26 also worked on preparing these motion papers in connection with final approval of the
27 settlements, and going forward will continue to work with JND on notice implementation,
28

1 seeking final approval of the settlements and, should the settlements be approved, on the
2 distribution of settlement funds and other settlement implementation efforts.

3 65. The following chart summarizes the hours and fees that Counsel incurred
4 during Stage 12 (through October 30, 2023) by category. *See also Exhibit 1* at 25–26.

5 TIME CATEGORY	HOURS	LODESTAR
6 1 - Lead Counsel 7 Calls/Meetings	61	\$42,197.50
8 2 - Court Appearance	126.7	\$114,331.00
9 3 - Research	4.2	\$2,004.00
10 4 - Discovery (Draft/Respond/Confer)	0.6	\$354.00
11 5 - Discovery (Document Review)	0.5	\$267.50
12 7 - Litigation Strategy & 13 Analysis	24.2	\$19,138.00
14 8 - Pleadings/Pre-trial Motions/Legal	17.7	\$16,372.00
15 9 - Experts/Consultants	0.8	\$808.00
16 10 - Settlement	1076.5	\$938,393.00
17 11 - Trial Prep	0.1	\$90.00
18 14 - Miscellaneous (Describe)	41	\$20,259.00
19 Grand Total	1353.3	\$1,154,214.00

20 **B. Summary Overview of Counsel’s Timekeeping Protocol and Lodestar Totals**

21 66. From the inception of this litigation in April 2016, Counsel and their staff
22 have invested more than 40,856.9 hours in prosecuting the action, resulting in a total
23 lodestar of more than \$25,609,643.00 (using current billing rates). Class Counsel Keller
24 Rohrback and Lief Cabraser alone have committed over 37,650.6 hours to this case, for a
25 total lodestar of more than \$23,874,324.50 already, with further work remaining.

26 67. The table below lists the total number of hours, lodestar, and blended hourly
27 rate reported by all law firms that performed work on this case from April 2016 through
28 October 30, 2023. Counsel’s firms have audited their own respective time records,

1 collectively excluding hundreds of hours of recorded time in the exercise of billing
 2 discretion. Each law firm also excluded time reported by any individual who recorded
 3 fewer than 20 hours in total on the litigation, resulting in the following consolidated totals:

LAW FIRM	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
Lieff Cabraser	23477.7	\$630.87	\$14,811,475.00
Keller Rohrback	14172.9	\$639.45	\$9,062,849.50
Kaplan Fox	2103.3	\$561.81	\$1,181,653.50
McCune Wright	888.8	\$449.90	\$399,875.00
Hagens Berman ²	214.2	\$717.97	\$153,790.00
TOTALS	40856.9	\$626.81	\$25,609,643.00

11 68. The \$13.2 million in attorneys' fees requested, compared to the
 12 \$25,609,643.00 in lodestar, yields a *negative multiplier* of 0.5154 (rounded to 0.52 in the
 13 accompanying motion), and represents only 29.1% of common fund (the Walgreens
 14 Settlement Fund plus the Balwani Settlement Fund), or 30% of the gross Walgreens
 15 common fund. The average hourly rate in this Lodestar is \$626.81; and 51.54% of this
 16 rate—corresponding to the relationship of the \$25,609,643.00 (lodestar) to \$13,200,000.00
 17 (the fee requested)—yields an effective average hourly rate of **\$323.08** per hour. That is,
 18 while a fee request in a class action yielding results as outstanding as those presented here
 19 often seeks an amount greater than—or a multiple of—class counsels' lodestar, in this
 20 action the fee request represents a “haircut” on Class Counsel's regular hourly rates. The
 21 \$13.2 million will not come close to reimbursing the lawyers for more than seven years of
 22 work in a hard-fought case against aggressive defendants involving numerous risky and
 23 difficult issues, where, despite all risks and challenges, Plaintiffs have secured a \$45.33
 24 million recovery for the Class.

25
 26 ² Despite a reduction of approximately 40 total hours for Hagens Berman from the
 27 estimates provided at preliminary approval, the firm's reported lodestar is higher because
 28 the previously-reported figures applied “historical” (*i.e.*, at the time incurred) rather than
 the firm's current 2023 billing rates.

69. If the Court approves the attorneys' fees, litigation expenses, and Class Representative service awards sought in Class Counsel's accompanying fee application, the Net Settlement Fund available for distribution would be materially the same as estimated by JND at the time of Plaintiffs' October 6, 2023 supplemental filing in support of Preliminary Approval (Dkt. 598-2) but calculated as: \$44,000,000 (Walgreens Settlement amount), plus \$1,331,094.88 (Balwani Settlement amount), less the sum of \$13,200,000 (attorneys' fees), \$1,160,911.2 (litigation expenses), \$500,000 (JND's estimated Settlement Administration expenses), and \$70,000 (total requested Class Member service awards), *i.e.*, \$30,400,183.68.

70. Counsel recorded their time on a contemporaneous basis throughout the pendency of this action. In general, time was recorded in increments of one tenth of one hour. The sole exception to that is Kaplan Fox, which from April 2016 through October 2018 maintained its time records, totaling 720 hours for the period, in quarter hour increments. For purposes of consistency in this accounting, Class Counsel rounded 150.5 hours of Kaplan Fox's 2016-2018 time records—those records terminating with “.25” or “.75”—alternately up and down by three-minute increments (entries ending with “.25” for example were rounded to end with either “.2” or “.3”). This rounding did not materially alter the total time or lodestar being reported.

71. The following table summarizes the consolidated lodestar totals (all firms combined) by category. (Breakdowns by firm of the time for each task code are provided in **Exhibit 3**).

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
1. Lead Counsel Calls/Meetings	1319.8	\$764.35	\$1,008,788.50
2. Court appearances	962.3	\$880.76	\$847,551.00
3. Research	1301.9	\$597.53	\$777,928.00
4. Discovery (draft/respond/meet & confer)	2705.4	\$706.42	\$1,911,146.00

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
5. Discovery (document review)	16737.2	\$483.63	\$8,094,616.50
6. Discovery (depositions)	3747.1	\$610.50	\$2,287,602.50
7. Litigation Strategy & Analysis	2131.9	\$796.19	\$1,697,388.00
8. Pleadings/Pre-trial Motions/Legal	5743.3	\$744.65	\$4,276,745.00
9. Experts/Consultants	1321.3	\$758.92	\$1,002,761.50
10. Settlement	2313	\$867.53	\$2,006,588.00
11. Trial Prep	327.8	\$699.18	\$229,190.00
12. Trial	0		\$0.00
13. Appeal	1243.1	\$761.20	\$946,248.00
14. Miscellaneous (describe)	1002.8	\$521.63	\$523,090.00
TOTALS	40856.9	\$626.81	\$25,609,643.00

C. Class Counsel's Qualifications, Billing Rates and Hours

72. The Keller Rohrback Complex Litigation Group Resume and Lieff Cabraser Resume were previously submitted to the Court as Exhibits A and B to the Cappio-Heller Declaration in support of Plaintiffs' Motion for Preliminary Approval (Dkt. 591-15). Those documents provide relevant background regarding the reputations and experience of the Class Counsel law firms. This Section provides more information regarding the primary Class Counsel attorneys and staff who worked on this case and a summary of the work each of them did.

1. Lieff Cabraser (by Roger Heller only)

a. Billing Rates

73. Lieff Cabraser's lodestar submitted for consideration in this case is based on the firm's customary current hourly billing rates. The table below summarizes the ranges of billing rates reported for LCHB's attorneys and staff. The rates for each specific LCHB attorney and staff for whom time is being submitted for the Court's consideration, and their respective hours and lodestar, are listed in **Exhibit 3**.

POSITION	RANGE
Summer Associate	\$370.00
Paralegal	\$375.00 - \$510.00
Project-Based Attorney	\$415
Litigation Support	\$510.00 - \$535.00
Staff Attorney	\$525.00
Associate	\$420.00 - \$640.00
Partner	\$705 - \$1,300.00

74. Lieff Cabraser’s billing rates are based upon a combination of the title and the specific years of experience for each employee, as well as periodic analyses of internal costs, rates used by plaintiff’s firms performing comparable work, and rates of defense firms in our cases. Different timekeepers within the same employment category (*e.g.*, partners, associates, paralegals, etc.) may have different rates based on a variety of factors, including years of practice and the rates of similarly experienced peers at LCHB and/or other plaintiff’s or defense firms. In this submission, where an employee left the firm or changed their job title, the rates reported are those in effect at the time they left the firm or changed their job title. Thus, for individuals promoted from associate to partner, two separate billing rates have been applied reflecting their position at the time the work was performed. *See Exhibit 3.*

75. Lieff Cabraser’s then-current billing rates have been accepted by courts in other contingent complex litigation and class actions, both for purposes of “cross-checking” a proposed fee based on the percentage method, as well as for determining fees primarily under the lodestar method. *See Corker v. Costco Wholesale Corp.*, No. 19-00290, 2023 WL 6215108, at *1 (W.D. Wash. Sept. 25, 2023) (“Counsel’s hourly rates, while steep, are not unreasonable given the nature of this Litigation.”); *Ramirez v. Trans Union, LLC*, No. 12-00632, 2022 WL 17722395, at *9 (N.D. Cal. Dec. 15, 2022) (finding that Lieff Cabraser’s rates, at the time, “from \$1,325 to \$560 for partners and associates, and \$485-\$455 for ‘litigation support’ and paralegals” were “generally in line with rates prevailing in this community for similar services”); *Vianu v. AT&T Mobility LLC*, No. 19-

1 03602, 2022 WL 16823044, at *11 (N.D. Cal. Nov. 8, 2022) (finding Lieff Cabraser’s
2 “billing rates are normal and customary for timekeepers with similar qualifications and
3 experience in the relevant market”); *Cottle v. Plaid Inc.*, No. 20-03056, 2022 WL 2829882,
4 at *11 (N.D. Cal. July 20, 2022) (approving rates); *Pulmonary Assocs. of Charleston PLLC,*
5 *et al. v. Greenway Health, LLC, et al.*, No. 19-00167, at *5–8 (N.D. Ga., Dec. 2, 2021)
6 (approving rates); *Roberts v. AT&T Mobility LLC*, No. 15-03418, 2021 WL 9564449, at
7 *4 (N.D. Cal. Aug. 20, 2021); *In re Samsung Top-Load Washing Mach. Mktg., Sales*
8 *Practices & Prods. Liab. Litig.*, No. 17-2792, 2020 WL 9936692, at *7 (W.D. Okla. June
9 11, 2020) *aff’d*, 997 F.3d 1077 (10th Cir. 2021) (“Class Counsel’s billing rates are
10 reasonable for their respective geographic areas in comparable cases.”); *Nashville Gen.*
11 *Hosp. v. Momenta Pharms., Inc.*, No. 15-1100, 2020 WL 3053468, at *1 (M.D. Tenn. May
12 29, 2020) (approving Lieff Cabraser’s rates); *In re Volkswagen “Clean Diesel” Mktg.,*
13 *Sales Practices, & Prods. Liab. Litig.*, No. 2672, 2017 WL 1047834, at *5 (N.D. Cal. Mar.
14 17, 2017) (finding that Lieff Cabraser’s rates were “more than reasonable given the
15 complexities of this case and the extraordinary result achieved for the Class.”).

16 **b. Attorneys, Paralegals, and Other Specialized Staff**

17 76. Biographical information about the key members of the Plaintiffs’ team at
18 Lieff Cabraser, and the work they performed in this litigation, is provided below.
19 Additional background information, including biographies of the other partners, associates,
20 and staff attorneys who performed smaller roles, is provided in Lieff Cabraser’s firm
21 Resume. Dkt. 591-15, at 214.

22 77. Roger N. Heller is a partner at Lieff Cabraser. Mr. Heller graduated from
23 Columbia University School of Law in 2001. He joined Lieff Cabraser in 2008 and became
24 the head of Lieff Cabraser’s Consumer Protection practice group in 2022. Mr. Heller’s
25 tasks in this case have included: providing strategic input regarding the substance of
26 pleadings, overseeing Lieff Cabraser’s litigation and discovery efforts; arguing substantive
27 hearings including regarding Plaintiffs’ motion for reconsideration, the motions to dismiss
28 the SAC, Plaintiffs’ class certification motion, the hearing on whether to decertify the

1 Walgreens Edison Subclass, and Walgreens' summary judgment motion, and representing
2 Plaintiffs at status conferences; working with experts; and work on mediations and
3 settlement negotiations, including notice and settlement implementation efforts.

4 78. Michael Sobol is a partner at Lief Cabraser. Mr. Sobol is a 1989 graduate of
5 Boston University School of Law and joined Lief Cabraser in 1997. Mr. Sobol has
6 represented Plaintiffs in numerous nationwide class actions, and from 2002 to 2021, was
7 the head of Lief Cabraser's Consumer Protection practice group. Mr. Sobol's tasks in this
8 case have included: providing strategic input regarding the substance of pleadings and
9 helping to develop the novel legal theories pursued; helping counsel to prepare for oral
10 arguments; and helping to lead the development and implementation of Class Counsel's
11 litigation and settlement strategies.

12 79. Melissa Gardner was an associate at Lief Cabraser from 2012 to 2018 and
13 became a partner at Lief Cabraser in 2019. Ms. Gardner received her J.D. from Harvard
14 Law School in 2011. Ms. Gardner's tasks in this case have included: researching and
15 drafting complaints and briefs; drafting and negotiating written discovery; overseeing
16 document review; leading Plaintiffs' efforts to address the LIS database accessibility
17 issues; taking and defending fact and expert depositions; working with Plaintiffs' medical
18 liability and database experts; arguing for Plaintiffs and the Class on appeal before the
19 Ninth Circuit, and assisting with the settlement negotiations, approval and implementation
20 efforts.

21 80. Mike Sheen is at partner at Lief Cabraser, and was an associate at Lief
22 Cabraser from 2018 to 2021. Mr. Sheen received his J.D. from the University of California,
23 Berkeley School of Law in 2012. Mr. Sheen clerked for Judge Dale A. Drozd of the United
24 States District Court for the Eastern District of California from 2015 to 2017. Mr. Sheen's
25 tasks in this case have included: helping with discovery strategy and analysis; taking
26 depositions; drafting and editing briefs; and assisting with settlement negotiations, notice,
27 and implementation efforts.

28

1 81. John Maher is an associate at Lieff Cabraser. Mr. Maher is a 2016 graduate
2 of University of California, Berkeley School of Law. Following law school, Mr. Maher
3 clerked for Judge Lucy H. Koh of the Northern District of California, and Chief Judge
4 Diane P. Wood of the Seventh Circuit. After joining Lieff Cabraser in 2020, Mr. Maher's
5 tasks in this case included: legal research, brief drafting, and assisting with preparation for
6 oral argument in connection with appellate proceedings.

7 82. Amelia Haselkorn is an associate at Lieff Cabraser, and was a summer
8 associate assigned primarily to conducting research for the pending interlocutory appeal in
9 2020. Ms. Haselkorn is a 2021 graduate of the University of California, Irvine School of
10 Law. Since joining Lieff Cabraser as an associate in 2021, Ms. Haselkorn's tasks in this
11 case have included: drafting briefs, including regarding *Daubert* motions; overseeing
12 complex filings; and assisting with negotiations regarding discovery issues and disputes.

13 83. Tanya Ashur has been a Staff Attorney at Lieff Cabraser since 2016.³ Ms.
14 Ashur obtained her J.D. from Chicago-Kent College of Law in 2000. Ms. Ashur's tasks in
15 this case included: review and analysis of documents produced in discovery; drafting
16 memoranda summarizing the same; assisting in discovery strategy; and assisting with
17 preparation and conduct of depositions.

18 84. James Leggett has been a Staff Attorney since 2016. Mr. Leggett obtained
19 his J.D. from Santa Clara University School of Law in 2012. Mr. Leggett's tasks in this
20 case included: review and analysis of documents produced in discovery; drafting
21 memoranda summarizing the same; assisting in discovery strategy; and assisting with
22 preparation and conduct of depositions.

23 85. Rose Waller has been a Staff Attorney at Lieff Cabraser since 2018. Ms.
24 Waller obtained her J.D. from the University of California College of the Law, San

25 _____
26 ³ Lieff Cabraser staff attorneys are full-time salaried employees of the firm receiving a full
27 array of benefits. They perform associate-level tasks but are not presumptively on partner
28 track. Lieff Cabraser's staff attorneys focus their practice primarily on discovery and
document review activities, with an emphasis on technology-assisted review and other
efficiencies, deposition preparation, and other document analysis.

1 Francisco in 2001. Ms. Waller's tasks in this case included: review and analysis of
2 documents produced in discovery and drafting memoranda summarizing the same.

3 86. Kelsey Jack was employed on a project basis by Loeff Cabraser from 2018 to
4 2019. Mr. Jack is a 2007 graduate of Georgetown University Law Center. Mr. Jack's tasks
5 in this case included reviewing and analyzing documents produced in discovery.

6 87. Jennifer Rudnick was a paralegal at Loeff Cabraser from 2007-2023, after
7 which time she transitioned to a different role at Loeff Cabraser as a Research Assistant.
8 Ms. Rudnick was the primary paralegal assigned to this case at Loeff Cabraser from 2016
9 until April, 2023, after which that role was taken over by paralegal Ariana Delucchi. Ms.
10 Rudnick's tasks in this case included: organizing case documents, assisting with filings and
11 checking the factual and legal materials cited in briefs, conducting research and
12 investigation, speaking with Class Members, assisting with the service of case documents,
13 managing Loeff Cabraser's case file, preparing hearing preparation and other materials for
14 court proceedings, and coordinating with the firm's Litigation Support Department,
15 discussed below, concerning document discovery and review. In addition to Ms. Rudnick
16 and Ms. Delucchi, Eileen Beltran assisted with this action as a paralegal in 2017.

17 88. Loeff Cabraser maintained and managed the substantial document database
18 for this action in house, through its Litigation Support department. The team of litigation
19 support staff (Kirti Dugar, Anthony Grant, Margie Calangian, and Fawad Rahimi with 23,
20 24, 17 and 6 years of experience in Litigation Support roles, respectively) managed all
21 aspects of Defendants' document productions and the collection, preservation, and
22 production of our client's files. They assisted with a variety of other projects as well,
23 including: technical aspects of the ESI protocol; preparing especially complex saved
24 searches to assist in the document review efforts; overseeing the application of technology
25 assisted review to Theranos's productions; and various troubleshooting requests inherent
26 to any large case.

27
28

1 **c. Hours**

2 89. Loeff Cabraser committed more than 23,477.7 hours of staff and attorney
3 time to this action. Loeff Cabraser was thoughtful and deliberate about the work we decided
4 was reasonably necessary to prosecute this very complex and challenging case, and we
5 performed that work efficiently across a relatively lean team. Allocation of tasks was
6 deliberate and appropriate among the litigation team. Staffing was adjusted consistent with
7 the needs of the case at particular points in time, while maintaining a core team of attorneys
8 throughout the litigation with deep knowledge of the issues in the case.

9 90. Our firm litigated this case on a purely contingent basis, foregoing other work
10 in order to handle this complex matter with no guarantee of recovery. We had every
11 incentive to litigate the case as efficiently as possible, while still doing the best possible
12 job for the Class. More detail about the hours reported from 2016 through October 30, 2023
13 for Loeff Cabraser, including at each stage of the litigation and by timekeeper, is available
14 in **Exhibit 1**.

15 **2. Keller Rohrback (by Gretchen Freeman Cappio only)**

16 **a. Billing Rates**

17 91. Keller Rohrback's lodestar submitted for consideration in this case is based
18 on the firm's customary current hourly billing rates. The table below summarizes the
19 ranges of billing rates reported for Keller Rohrback's attorneys and staff. The rates for each
20 specific Keller Rohrback attorney or staff member for whom time is being submitted for
21 the Court's consideration, and their respective hours and lodestar, are listed in **Exhibit 3**.

22

POSITION	RANGE
Paralegal	\$250 - \$420
Staff Attorney	\$350 - \$415
Associate	\$455 - \$660
Partner	\$850 - \$1,320

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27 92. Keller Rohrback's billing rates are based upon a combination of the title and
28 the specific years of experience for each employee, as well as periodic analyses of internal

1 costs and rates used by law firms performing comparable work. Different timekeepers
2 within the same employment category (e.g., partners, associates, paralegals, etc.) may have
3 different rates based on a variety of factors, including years of experience and the rates of
4 similarly experienced peers at Keller Rohrback’s and/or other law firms.

5 93. Keller Rohrback’s billing rates have been approved by courts in other
6 contingent complex litigation and class actions, both for purposes of “cross-checking” a
7 proposed fee based on the percentage method, as well as for determining fees primarily
8 under the lodestar method. Most recently, Keller Rohrback’s current billing rates were
9 approved by Judge Chhabria of the Northern District of California, in *In re: Facebook, Inc.*
10 *Consumer Privacy User Profile Litig.*, No. 18-02843, Dkt. No. 1183 at para. 11 (N.D. Cal.
11 October 10, 2023) (“The Court likewise finds that counsel’s rates are reasonable. Other
12 courts presiding over class actions, both in this District and elsewhere in the nation, have
13 recently approved Class Counsel’s rates. The empirical research submitted by Professor
14 William Rubenstein indicates that counsel’s blended rate is somewhat below the mean and
15 median rates for class actions in this District.”). District courts have granted final approval
16 to settlements and awarded fees to Keller Rohrback based on the firm’s then-current rates
17 in numerous other class action cases: *Andrews v. Plains All Am. Pipeline L.P.*, No. 15-
18 04113 (C.D. Cal. Sept. 20, 2022), ECF No. 977 at 2-6; *Rollins v. Dignity Health*, 2022 WL
19 20184568, at *6 (N.D. Cal. July 15, 2022); *Southern Cal. Gas Leak Cases*, JCCP Coord.
20 Proc. No. 4861 (Cal. Super. Ct. Apr. 29, 2022); *Ryder v. Wells Fargo Bank, N.A.*, 2022
21 WL 223570, at *3 (S.D. Ohio Jan. 25, 2022); *Stringer v. Nissan N. Am., Inc.*, No. 21-cv-
22 00099, ECF No. 126 (M.D. Tenn. Mar. 23, 2022); and *Beach v. JPMorgan Chase Bank*,
23 No. 17-cv-563, ECF No. 232 (S.D.N.Y. October 7, 2020).

24 **b. Attorneys, Paralegals, and Other Staff**

25 94. Biographical information about the key members of the Plaintiffs’ team at
26 Keller Rohrback, and the work they performed in this litigation, is provided below.
27 Additional background information, including biographies of the other partners, associates,
28

1 and staff attorneys who performed smaller roles, is provided in Keller Rohrback's Resume.
2 Dkt. 591-15, at 12.

3 95. Gretchen Freeman Cappio is a graduate of Dartmouth College and the
4 University of Washington Law School, who has built her career at Keller Rohrback since
5 1999. Throughout the stages of this litigation, Ms. Cappio's work on this case has involved
6 helping to lead the development and implementation of Class Counsel's litigation and
7 settlement strategies, including, but not limited to, fact development (and taking the
8 deposition of the key witness Kevin Hunter), in expert discovery, at summary judgment,
9 and throughout each settlement effort.

10 96. Mark Samson graduated from Washington State University with a DVM
11 degree *summa cum laude* in 1980, and graduated from the Arizona State University Law
12 School *summa cum laude* in 1986. Beginning his career with Martori Meyer (soon renamed
13 Martori Meyer Hendricks Victor and Maledon), his practice has combined his two
14 professional degrees, in the arena of medical negligence on behalf of injured plaintiffs.
15 After becoming a partner in 1992, he and three of his partners started their own firm, later
16 joining Keller Rohrback. At Keller Rohrback, Mr. Samson has continued his medical
17 negligence work, while also becoming involved in numerous class and MDL cases that
18 involve medical products. At the summary judgment stage of this case, he was deeply
19 involved with the briefing and development of the medical issues that were a central part
20 of the liability claims, and finally trial work up and preparations, given his considerable
21 trial experience.

22 97. Alison Chase is a partner at Keller Rohrback. Ms. Chase graduated from Yale
23 Law School in 2003, and clerked for Judge J. Clifford Wallace of the United States Court
24 of Appeals for the Ninth Circuit and Judge Valerie Baker Fairbank of the United States
25 District Court for the Central District of California. Ms. Chase joined Keller Rohrback in
26 2011, working in the firm's Phoenix office, later transferring to California and becoming a
27 partner in 2015. In this case, Ms. Chase has assisted in litigation management and
28 discovery, deposition and expert work, and briefing on summary judgment, and has played

1 key roles in Plaintiffs' settlement negotiation and implementation efforts, including at
2 mediation, throughout negotiations with the individual Defendants, at settlement
3 documentation, and in settlement-related briefing.

4 98. T. David Copley was a partner with Keller Rohrback and led the firm's
5 litigation of this case until his retirement in 2020. David graduated from Northwestern
6 University Law School in 1984, and built his career at Keller Rohrback representing
7 plaintiffs in class actions in a wide variety of subject matters, from ERISA to securities
8 violations.

9 99. Sydney Read is an associate at Keller Rohrback. She received her J.D. from
10 Colorado Law in 2021. Ms. Read's tasks in this case have included: drafting and revising
11 briefs, preparing for and taking depositions, working with experts, and assisting with
12 settlement negotiations.

13 100. Gabe Verdugo was an associate at Keller Rohrback from 2015 to 2023, when
14 he departed to become an administrative law judge. Mr. Verdugo received his J.D. from
15 University of Washington in 2011. Mr. Verdugo's tasks in this case included: drafting and
16 revision of briefs; drafting and negotiating written discovery; preparation, taking, and
17 defending of depositions; and working with experts.

18 101. Tanya Korkhov was an associate at Keller Rohrback from 2017 to 2021. Ms.
19 Korkhov received her J.D. from Benjamin N. Cardozo School of Law in 2005. Ms.
20 Korkhov's tasks in this case included: drafting complaints and briefs in the District Court
21 and in the Court of Appeals; drafting and negotiating written discovery; review and
22 analysis of Plaintiff and Defendant document productions; preparation and taking of
23 depositions; and working with experts.

24 102. Arden Wilson has been a complex litigation paralegal at Keller Rohrback
25 since 2017. Ms. Wilson obtained her B.A. in Political Science from the College of
26 Charleston in 2007 and a Paralegal Certificate from Trident Technical College in 2010. As
27 the lead paralegal assigned to this case at Keller Rohrback since October 2017, her main
28 tasks in this case included review and cite checking of pleadings, research and

1 investigation, deposition preparation, client communications (including collection and
2 review of relevant documents), and speaking with Class Members.

3 **c. Hours**

4 103. Keller Rohrback committed more than 14,000 hours of staff and attorney
5 time to this action. We sought to pursue the work and effort reasonably necessary to
6 proficiently prosecute this case. Our team is efficient, with replacements of personnel
7 where necessary due to a partner's retirement or an associate's pursuit of a different
8 opportunity (Mr. Verdugo, for example, accepted a position as an administrative law judge
9 to pursue his dream of joining the bench). We sought to allocate tasks deliberately and
10 appropriately among the litigation team according to experience and seniority. Staffing was
11 adjusted consistent with the needs of the case at particular points in time, while maintaining
12 a core team of attorneys throughout the litigation to the extent possible.

13 104. Our firm litigated this case on a purely contingent basis, foregoing other work
14 in order to handle this complex matter with no guarantee of recovery. We litigated the case
15 as efficiently as possible, while striving to ensure the best possible result for the Class. We
16 believe the results achieved against long odds, a now-defunct company, and two
17 incarcerated defendants, speak for themselves. More detail about the hours reported from
18 2016 through October 30, 2023 for Keller Rohrback, including at each stage of the
19 litigation and by timekeeper, is available in **Exhibit 1**.

20 **D. Litigation Expenses Incurred on Behalf of the Class**

21 105. Counsel incurred a total of \$1,160,911.20 in unreimbursed costs and
22 litigation expenses in prosecuting this matter, for which reimbursement is sought.
23 Information regarding the expenses incurred by Kaplan Fox, McCune Wright, and Hagens
24 Berman is provided in the accompanying counsel declarations. The following tables
25 summarize the expenses reported by all Plaintiffs' firms:

LAW FIRM	TOTAL EXPENSES
Lieff Cabraser	\$599,663.44
Keller Rohrback	\$529,443.02

LAW FIRM	TOTAL EXPENSES
Kaplan Fox	\$26,387.96
McCune Wright	\$4,883.55
Hagens Berman ⁴	\$533.23
TOTALS	\$1,160,911.20

EXPENSE CATEGORY	AMOUNT
2 - Federal Express/Local Courier, etc.	\$9,158.16
3 - Postage Charges	\$427.34
4 - Facsimile Charges	\$4.00
5 - Long Distance	\$4,512.59
6 - In-House Photocopying	\$35,884.30
7 - Outside Photocopying	\$6,371.20
8 – Hotels	\$27,417.80
9 – Meals	\$8,157.40
11 - Air Travel	\$39,736.26
12 - Deposition Costs	\$99,538.03
13 - Lexis/Westlaw	\$48,582.38
14 - Court Fees	\$9,245.78
15 - Expert Fees	\$352,712.50
16 - Investigation Fees/Service Fees	\$13,624.45
17 - Transcripts	\$7,643.26
18 - Ground Transportation (i.e. Rental, Taxis, etc.)	\$9,827.98
19 - Electronic Database Expenses	\$84,016.76
20 - Mediation Expenses	\$80,995.00
21 - Litigation Class Notice	\$322,820.12
22 - Miscellaneous	\$235.89
Grand Total	\$1,160,911.20

⁴ Despite a reduction of approximately 40 total hours for Hagens Berman from the estimates provided at preliminary approval, the firm's reported lodestar is higher because the previously reported figures applied "historical" (*i.e.*, at the time incurred) rather than the firm's current 2023 billing rates.

1 106. The vast majority of this amount, a total of \$1,129,106.46, was incurred by
2 the two Class Counsel firms, as follows:

EXPENSE CATEGORY	AMOUNT
2 - Federal Express/Local Courier, etc.	\$6,808.90
3 - Postage Charges	\$427.34
4 - Facsimile Charges	\$4.00
5 - Long Distance	\$4,473.67
6 - In-House Photocopying	\$35,884.30
7 - Outside Photocopying	\$6,058.15
8 - Hotels	\$21,985.95
9 - Meals	\$8,118.15
11 - Air Travel	\$32,158.34
12 - Deposition Costs	\$99,538.03
13 - Lexis/Westlaw	\$35,888.34
14 - Court Fees	\$7,560.18
15 - Expert Fees	\$352,712.50
16 - Investigation Fees/Service Fees	\$12,436.20
17 - Transcripts	\$7,643.26
18 - Ground Transportation (i.e. Rental, Taxis, etc.)	\$9,341.38
19 - Electronic Database Expenses	\$84,016.76
20 - Mediation Expenses	\$80,995.00
21 - Litigation Class Notice	\$322,820.12
22 - Miscellaneous	\$235.89
Grand Total	\$1,129,106.46

22 107. These \$1,129,106.46 of costs and expenses are reflected in Lieff Cabraser's
23 and Keller Rohrback's books and records, which are prepared in the normal course of
24 business and are an accurate record of the expenses incurred in the prosecution of this
25 matter.

26 108. Class Counsel note that the largest expense category was Expert Fees. This
27 category includes the fees for merits and class certification experts as well as Class
28 Counsel's specialized database expert who assisted with re-creating data sufficient to

1 identify Class Members. As discussed in Section A above, the complexity of this case
2 required that we consult various experts on a regular basis from a very early stage of the
3 matter. Three of these experts went on to prepare lengthy and detailed opening reports, and
4 rebuttals. One of these experts was deposed twice (at class certification and again prior to
5 summary judgment) and another was deposed once prior to summary judgment. Class
6 Counsel also incurred significant expenses, specifically JND's fees of \$322,820.12, in
7 connection with the dissemination of Litigation Class Notice. These fees were well-
8 justified in order to implement the robust notice plan regarding class certification that is
9 described in the September 26, 2022 Declaration of Jennifer Keough (Dkt. 482-1). Class
10 Counsel's transportation-related expenses, including Air Travel, Ground Transportation,
11 Hotels, and Meals, were incurred primarily in connection with the depositions conducted
12 in this action, and travel for Court proceedings.

13 **E. The Class Representatives**

14 109. All of the Class Representatives for whom service awards are being sought
15 have participated actively in this litigation, providing exemplary representation to the
16 Class. Plaintiff S.J. is represented by her personal representative A.J. True and correct
17 copies of the Declarations of A.R., B.B., B.P., D.L., R.G., and S.L. are attached hereto as
18 **Exhibit 4.**

19 110. Plaintiff A.J. is a Plaintiff and Class Representative in this certified class
20 action, having been properly substituted in as a proper party in this matter after the death
21 of his mother, Plaintiff S.J. (Dkt. 457). Prior to her death in June 2020, Plaintiff S.J. was
22 actively involved in the litigation of this case and was in close contact with her lawyers
23 representing her in this action. In her role as Class Representative, she expended substantial
24 time and effort to perform actions that benefited the Class. These efforts included
25 reviewing complaints and other pleadings, assisting counsel in completion of written
26 discovery and production of all relevant documents in her possession. In June 2019, S.J.
27 was deposed by attorneys for Walgreens and Mr. Balwani at the offices of Keller Rohrback
28 in Arizona. In connection with the class certification briefing, S.J. had a number of

1 conversations with counsel regarding both legal and factual issues, and she also submitted
2 a declaration in support of class certification (Dkt. 263).

3 111. After S.J.'s passing, Plaintiff A.J. was officially appointed as personal
4 representative to S.J.'s estate on May 25, 2021. Subsequently, via an unopposed motion
5 (Dkt. 452), counsel for Plaintiff A.J. moved to substitute him in as Class Representative
6 for S.J., and an order for the same was entered on April 29, 2022 (Dkt. 457). Since then,
7 Plaintiff A.J. has been involved in the litigation, reviewing all relevant pleadings and
8 participating in the two most recent mediations undertaken in this case. For each mediation,
9 this included discussions with counsel in advance to discuss the posture of the case and the
10 pros and cons of resolution.

11 112. Pursuant to the Court's request at the October 10, 2023 hearing, attached
12 hereto as **Exhibit 5** (filed under seal) are true and correct copies of the engagement
13 agreements between each of the Class Representatives and the law firms they retained for
14 purposes of this action.

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

17
18 Executed on November 22, 2023, at San Rafael, CA.

19 By: /s/Roger Heller
20 Roger Heller

21 Executed on November 22, 2023, at Seattle, WA.

22
23 By: /s/Gretchen Freeman Cappio
24 Gretchen Freeman Cappio

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CERTIFICATE OF SERVICE

I hereby certify that on November 22, 2023, I electronically transmitted the foregoing document to the Clerk’s Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to all CM/ECF registrants.

/s/ Roger Heller

EXHIBIT 1

STAGES 1-12 SUMMARY OVERVIEW**April 2016 – October 2023**

TIME PERIOD	TOTAL HOURS	TOTAL LODESTAR
Stage 1: April 2016 – February 2017	2756.7	\$2,123,632.00
Stage 2: March 2017 – September 2017	1283.3	\$907,292.00
Stage 3: October 2017 – April 2018	1181.6	\$826,694.50
Stage 4: May 2018 – November 2018	5480	\$2,872,725.00
Stage 5: December 2018 – May 2019	7366.4	\$4,020,131.50
Stage 6: June 2019 – February 2020	7502.3	\$4,157,437.00
Stage 7: March 2020 – May 2020	1692.4	\$974,455.50
Stage 8: June 2020 – September 2021	2307.8	\$1,645,706.50
Stage 9: October 2021 – June 2022	2479	\$1,786,249.50
Stage 10: July 2022 – December 2022	4379.4	\$2,912,832.50
Stage 11: January 2023 – May 2023	3074.7	\$2,228,273.00
Stage 12: June 2023 – October 2023	1353.3	\$1,154,214.00
TOTALS	40856.9	\$25,609,643.00

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
1. Lead Counsel Calls/Meetings	1319.8	\$764.35	\$1,008,788.50
2. Court appearances	962.3	\$880.76	\$847,551.00
3. Research	1301.9	\$597.53	\$777,928.00

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
4. Discovery (draft/respond/meet & confer)	2705.4	\$706.42	\$1,911,146.00
5. Discovery (document review)	16737.2	\$483.63	\$8,094,616.50
6. Discovery (depositions)	3747.1	\$610.50	\$2,287,602.50
7. Litigation Strategy & Analysis	2131.9	\$796.19	\$1,697,388.00
8. Pleadings/Pre-trial Motions/Legal	5743.3	\$744.65	\$4,276,745.00
9. Experts/Consultants	1321.3	\$758.92	\$1,002,761.50
10. Settlement	2313	\$867.53	\$2,006,588.00
11. Trial Prep	327.8	\$699.18	\$229,190.00
12. Trial	0		\$0.00
13. Appeal	1243.1	\$761.20	\$946,248.00
14. Miscellaneous (describe)	1002.8	\$521.63	\$523,090.00
TOTALS	40856.9	\$626.81	\$25,609,643.00

STAGES 1-12 DETAIL**Stage 1: April 2016 – February 2017**

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1347.4	\$961,302.50
Lieff Cabraser Heimann & Bernstein, LLP	738.7	\$677,029.00
Hagens Berman Sobol Shapiro LLP	205.2	\$147,910.00
Kaplan Fox & Kilsheimer, LLP	249.6	\$196,455.50
McCune Wright Arevalo, LLP	215.8	\$140,935.00
Grand Total	2756.7	\$2,123,632.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	165.3	\$156,082.50
2 - Court Appearance	27	\$25,620.00
3 - Research	352.7	\$235,404.00
4 - Discovery (Draft/Respond/Confer)	83.5	\$59,023.50
5 - Discovery (Document Review)	16.7	\$6,872.00
7 - Litigation Strategy & Analysis	598.8	\$455,567.00
8 - Pleadings/Pre-trial Motions/Legal	1008	\$751,234.00
9 - Experts/Consultants	41.7	\$29,995.00
10 - Settlement	369.8	\$353,398.00
14 - Miscellaneous (Describe)	93.2	\$50,436.00
Grand Total	2756.7	\$2,123,632.00

TIMEKEEPER	HOURS	LODESTAR
Copley, David	440.3	\$374,255.00
Heller, Roger	336.2	\$339,562.00

TIMEKEEPER	HOURS	LODESTAR
Daugherty, Tana	270.1	\$70,226.00
Gardner, Melissa	202.1	\$103,071.00
Sobol, Michael	167.3	\$217,490.00
Cappio, Gretchen	150.9	\$165,235.50
Sauder, Joseph	128	\$89,600.00
Fong, Linda	125.8	\$81,770.00
Graver, Christopher	105.4	\$115,413.00
Aragon, Leonard	105.2	\$84,160.00
Bartlett, Kris	101	\$33,330.00
King, Laurence	94.7	\$104,170.00
Nowlin, Lisa	86.5	\$41,087.50
Samson, Mark	61.3	\$73,560.00
Carey, Rob	50	\$47,500.00
Nolan, Amy	50	\$16,250.00
Brewer, Cate	48	\$15,840.00
Schelkopf, Matthew	38.7	\$23,220.00
Lin, Tana	38.6	\$32,810.00
Kenney, Joseph	30.2	\$10,570.00
Powley, Suzanne	27.8	\$9,313.00
Rudnick, Jennifer	27.6	\$14,076.00
Sarko, Lynn	16.4	\$21,648.00
Petak, Lisa	11.8	\$5,369.00
McCune, Richard	10.7	\$10,165.00
Wright, David	8.2	\$7,380.00
Montgomery, Mary	6.4	\$2,176.00
Fierro, Eric	6.2	\$5,425.00
Chase, Alison	4.5	\$4,927.50
Dugar, Kirti	4.5	\$2,295.00
George, Matthew	1.3	\$1,202.50
Calangian, Margie	1	\$535.00
Grand Total	2756.7	\$2,123,632.00

Stage 2: March 2017 – September 2017

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	685.9	\$466,437.00
Lieff Cabraser Heimann & Bernstein, LLP	452.6	\$366,804.50
Kaplan Fox & Kilsheimer, LLP	128.1	\$63,685.50
McCune Wright Arevalo, LLP	16.7	\$10,365.00
Grand Total	1283.3	\$907,292.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	67.5	\$52,716.50
2 - Court Appearance	84.9	\$75,390.00
3 - Research	223.9	\$122,896.00
4 - Discovery (Draft/Respond/Confer)	71.6	\$55,584.50
5 - Discovery (Document Review)	19.4	\$6,635.00
7 - Litigation Strategy & Analysis	108.9	\$91,481.50
8 - Pleadings/Pre-trial Motions/Legal	640.5	\$453,913.50
9 - Experts/Consultants	4.3	\$2,041.00
10 - Settlement	28.8	\$29,744.00
14 - Miscellaneous (Describe)	33.5	\$16,890.00
Grand Total	1283.3	\$907,292.00

TIMEKEEPER	HOURS	LODESTAR
Heller, Roger	186.0	\$187,860.00
Gardner, Melissa	171.3	\$87,363.00
Nowlin, Lisa	167.4	\$79,515.00
Copley, David	156.3	\$132,855.00
Daugherty, Tana	151.1	\$39,286.00

TIMEKEEPER	HOURS	LODESTAR
Graver, Christopher	79.6	\$87,162.00
Labaton, Ralph	76.2	\$30,099.00
Samson, Mark	68.5	\$82,200.00
Sobol, Michael	58.7	\$76,310.00
Fong, Linda	49.0	\$31,850.00
Cappio, Gretchen	26.6	\$29,127.00
Beltran, Eileen	25.2	\$9,450.00
Bartlett, Kris	23.8	\$7,854.00
Sauder, Joseph	12.6	\$8,820.00
Rudnick, Jennifer	11.1	\$5,661.00
Petak, Lisa	7.5	\$3,412.50
Kenney, Joseph	3.9	\$1,365.00
Fierro, Eric	2.5	\$2,187.50
Sarko, Lynn	2	\$2,640.00
Powley, Suzanne	1.9	\$636.50
King, Laurence	1	\$1,100.00
Brewer, Cate	0.6	\$198.00
Calangian, Margie	0.3	\$160.50
Wright, David	0.2	\$180.00
Grand Total	1283.3	\$907,292.00

Stage 3: October 2017 – April 2018

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	435.4	\$299,983.50
Lieff Cabraser Heimann & Bernstein, LLP	640	\$476,413.00
Hagens Berman Sobol Shapiro LLP	0.3	\$240.00
Kaplan Fox & Kilsheimer, LLP	57.9	\$30,668.00
McCune Wright Arevalo, LLP	48.0	\$19,390.00
Grand Total	1181.6	\$826,694.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	47.0	\$34,630.00
2 - Court Appearance	80.3	\$68,033.00
3 - Research	71.3	\$39,772.00
4 - Discovery (Draft/Respond/Confer)	66.1	\$52,255.00
5 - Discovery (Document Review)	11.8	\$5,893.00
7 - Litigation Strategy & Analysis	96.7	\$79,633.00
8 - Pleadings/Pre-trial Motions/Legal	776.3	\$522,019.00
9 - Experts/Consultants	0.3	\$255.00
10 - Settlement	0.3	\$255.00
14 - Miscellaneous (Describe)	31.5	\$23,949.50
Grand Total	1181.6	\$826,694.50

TIMEKEEPER	HOURS	LODESTAR
Gardner, Melissa	277.9	\$141,729.00
Heller, Roger	205.7	\$207,757.00
Copley, David	138	\$117,300.00

TIMEKEEPER	HOURS	LODESTAR
Korkhov, Tanya	122.9	\$81,114.00
Bouzat, Facundo	71.1	\$29,862.00
Sobol, Michael	67.8	\$88,140.00
Petak, Lisa	59.7	\$27,163.50
Wilson, Arden	43.1	\$18,102.00
Kier, Lori	39	\$13,650.00
Labaton, Ralph	35.7	\$14,101.50
Rudnick, Jennifer	17.5	\$8,925.00
Fong, Linda	16.5	\$10,725.00
Cappio, Gretchen	15.7	\$17,191.50
Samson, Mark	15.3	\$18,360.00
Nims, Leslie	13.5	\$4,455.00
Morowitz, Rachel	10.8	\$5,670.00
Read, Sydney	9.9	\$2,970.00
Sauder, Joseph	7.4	\$5,180.00
King, Laurence	4.6	\$5,060.00
Graver, Christopher	4.1	\$4,489.50
Sarko, Lynn	2.4	\$3,168.00
Kenney, Joseph	1.6	\$560.00
George, Matthew	0.7	\$647.50
Powley, Suzanne	0.4	\$134.00
Aragon, Leonard	0.3	\$240.00
Grand Total	1181.6	\$826,694.50

Stage 4: May 2018 – November 2018

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1094	\$608,533.50
Lieff Cabraser Heimann & Bernstein, LLP	3688.3	\$1,981,069.50
Hagens Berman Sobol Shapiro LLP	1.2	\$960.00
Kaplan Fox & Kilsheimer, LLP	364	\$161,537.00
McCune Wright Arevalo, LLP	332.5	\$120,625.00
Grand Total	5480	\$2,872,725.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	92.6	\$62,455.00
2 - Court Appearance	22.9	\$20,211.00
3 - Research	60.7	\$45,634.00
4 - Discovery (Draft/Respond/Confer)	891.2	\$608,599.00
5 - Discovery (Document Review)	4014.2	\$1,878,097.50
6 - Discovery (Depositions)	130.6	\$87,642.50
7 - Litigation Strategy & Analysis	69	\$62,033.00
8 - Pleadings/Pre-trial Motions/Legal	35.6	\$22,005.00
9 - Experts/Consultants	31.7	\$20,305.50
10 - Settlement	2	\$1,367.00
14 - Miscellaneous (Describe)	129.5	\$64,375.50
Grand Total	5480	\$2,872,725.00

TIMEKEEPER	HOURS	LODESTAR
Jack, Kelsey	984	\$408,360.00
Ashur, Tanya	901.8	\$473,445.00

TIMEKEEPER	HOURS	LODESTAR
Leggett, James	832	\$436,800.00
Gardner, Melissa	504.4	\$257,244.00
Howe, Walter	349.3	\$148,452.50
Korkhov, Tanya	337.2	\$222,552.00
Peterson, Simi	324.8	\$113,680.00
Heller, Roger	199.8	\$201,798.00
Copley, David	142.1	\$120,785.00
Morowitz, Rachel	138.1	\$72,502.50
Smith, Tyrone	133.7	\$53,480.00
Serino, Garrett	126.5	\$31,625.00
Wilson, Arden	117.1	\$49,182.00
Sobol, Michael	82.5	\$107,250.00
Calangian, Margie	61.7	\$33,009.50
Rudnick, Jennifer	43.1	\$21,981.00
Dugar, Kirti	38	\$19,380.00
Culpepper, DeAnna	31.3	\$8,138.00
Grant, Anthony	27.6	\$14,766.00
Graver, Christopher	24.6	\$26,937.00
Nims, Leslie	20	\$6,600.00
George, Matthew	13.2	\$12,210.00
Garrido, Joel	11.7	\$4,270.50
Rahimi, Fawad	11.2	\$5,992.00
Wright, David	7.4	\$6,660.00
Cappio, Gretchen	5.6	\$6,132.00
Sarko, Lynn	2.8	\$3,696.00
Fierro, Eric	2.1	\$1,837.50
Delucchi, Ariana	1.5	\$750.00
Aragon, Leonard	1.2	\$960.00
Labaton, Ralph	1.1	\$434.50
Wilkinson, Carrie	0.8	\$316.00
Bouzat, Facundo	0.7	\$294.00
King, Laurence	0.4	\$440.00
Samson, Mark	0.4	\$480.00
McCune, Richard	0.3	\$285.00
Grand Total	5480	\$2,872,725.00

Stage 5: December 2018 – May 2019

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1907.4	\$1,001,728.50
Lieff Cabraser Heimann & Bernstein, LLP	4457.8	\$2,555,752.00
Kaplan Fox & Kilsheimer, LLP	792.6	\$387,056.00
McCune Wright Arevalo, LLP	208.6	\$75,595.00
Grand Total	7366.4	\$4,020,131.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	79.1	\$52,043.50
3 - Research	49.7	\$35,449.00
4 - Discovery (Draft/Respond/Confer)	433.5	\$316,470.00
5 - Discovery (Document Review)	4691.4	\$2,253,145.00
6 - Discovery (Depositions)	1290.7	\$753,042.50
7 - Litigation Strategy & Analysis	73.5	\$64,091.50
8 - Pleadings/Pre-trial Motions/Legal	512.4	\$391,124.50
9 - Experts/Consultants	152.8	\$110,579.00
13 - Appeal	0.6	\$306.00
14 - Miscellaneous (Describe)	82.7	\$43,880.50
Grand Total	7366.4	\$4,020,131.50

TIMEKEEPER	HOURS	LODESTAR
Leggett, James	964	\$506,100.00
Ashur, Tanya	919.5	\$482,737.50
Jack, Kelsey	912.2	\$378,563.00
Thorsteinsson, Marcus	876.2	\$363,623.00

TIMEKEEPER	HOURS	LODESTAR
Gardner, Melissa	791.7	\$589,381.00
Korkhov, Tanya	523.1	\$345,246.00
Waller, Rose	378.4	\$198,660.00
Roney, Dierdre	359.5	\$125,825.00
Morowitz, Rachel	263.5	\$138,337.50
Howe, Walter	234.7	\$99,747.50
Peterson, Simi	203.9	\$71,365.00
George, Matthew	161.7	\$149,572.50
Heller, Roger	139.1	\$140,491.00
Copley, David	114.2	\$97,070.00
Salahi, Yaman	105.6	\$53,856.00
Sobol, Michael	99.1	\$128,830.00
Wilson, Arden	88.8	\$37,296.00
Rudnick, Jennifer	86	\$43,860.00
Calangian, Margie	38.8	\$20,758.00
Lee, Nikki	32	\$7,200.00
Nims, Leslie	26	\$8,580.00
Grant, Anthony	14.2	\$7,597.00
Rahimi, Fawad	9.1	\$4,868.50
Garrido, Joel	6.5	\$2,372.50
Sarko, Lynn	5.4	\$7,128.00
Wright, David	4.7	\$4,230.00
King, Laurence	4.1	\$4,510.00
Bartlett, Kris	2.4	\$792.00
Graver, Christopher	1.1	\$1,204.50
Powley, Suzanne	0.6	\$201.00
Wilkinson, Carrie	0.2	\$79.00
Delucchi, Ariana	0.1	\$50.00
Grand Total	7366.4	\$4,020,131.50

Stage 6: June 2019 – February 2020

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1721.7	\$897,060.00
Lieff Cabraser Heimann & Bernstein, LLP	5307.9	\$2,979,915.00
Kaplan Fox & Kilsheimer, LLP	422.8	\$260,412.00
McCune Wright Arevalo, LLP	49.9	\$20,050.00
Grand Total	7502.3	\$4,157,437.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	59.4	\$41,363.50
2 - Court Appearance	183.2	\$165,177.00
3 - Research	26.6	\$19,504.50
4 - Discovery (Draft/Respond/Confer)	286.6	\$199,116.50
5 - Discovery (Document Review)	5306.6	\$2,568,025.00
6 - Discovery (Depositions)	661	\$428,557.00
7 - Litigation Strategy & Analysis	70.2	\$68,778.00
8 - Pleadings/Pre-trial Motions/Legal	658.7	\$510,408.00
9 - Experts/Consultants	107.4	\$77,297.00
10 - Settlement	1	\$1,095.00
11 - Trial Prep	0.1	\$101.00
14 - Miscellaneous (Describe)	141.5	\$78,014.50
Grand Total	7502.3	\$4,157,437.00

TIMEKEEPER	HOURS	LODESTAR
Ashur, Tanya	1311.2	\$688,380.00
Leggett, James	1299.0	\$681,975.00

TIMEKEEPER	HOURS	LODESTAR
Jack, Kelsey	1026.5	\$425,997.50
Gardner, Melissa	692.4	\$533,148.00
Waller, Rose	595.7	\$312,742.50
Korkhov, Tanya	467.6	\$308,616.00
DiStefano, Charles	440.9	\$154,315.00
Thorsteinsson, Marcus	233.3	\$96,819.50
Mankowski, Andrew	233.2	\$110,770.00
George, Matthew	190.8	\$176,490.00
Copley, David	149.0	\$126,650.00
Roney, Dierdre	142.9	\$50,015.00
Heller, Roger	142.3	\$143,723.00
Sobol, Michael	88.5	\$115,050.00
Rudnick, Jennifer	85.4	\$43,554.00
Morowitz, Rachel	74.7	\$39,217.50
Wilson, Arden	72.4	\$30,408.00
Howe, Walter	65.9	\$28,007.50
Peterson, Simi	45.2	\$15,820.00
Calangian, Margie	28.5	\$15,247.50
Nims, Leslie	21.9	\$7,227.00
Lee, Nikki	20.5	\$4,612.50
Salahi, Yaman	16.6	\$8,466.00
Grant, Anthony	12.4	\$6,634.00
Samson, Mark	8.6	\$10,320.00
Garrido, Joel	8.5	\$3,102.50
Rahimi, Fawad	8.5	\$4,547.50
Cappio, Gretchen	5.0	\$5,475.00
Wright, David	4.7	\$4,230.00
Read, Sydney	3.5	\$1,050.00
Powley, Suzanne	2.2	\$737.00
Sarko, Lynn	1.8	\$2,376.00
Delucchi, Ariana	0.9	\$450.00
Wilkinson, Carrie	0.9	\$355.50
King, Laurence	0.5	\$550.00
Gould, Benjamin	0.4	\$358.00
Grand Total	7502.3	\$4,157,437.00

Stage 7: March 2020 – May 2020

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	596.0	\$306,672.00
Lieff Cabraser Heimann & Bernstein, LLP	1087.7	\$659,528.50
Kaplan Fox & Kilsheimer, LLP	7.8	\$7,775.00
McCune Wright Arevalo, LLP	0.9	\$480.00
Grand Total	1692.4	\$974,455.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	51.6	\$35,135.50
3 - Research	16.8	\$9,344.00
4 - Discovery (Draft/Respond/Confer)	35.7	\$21,666.50
5 - Discovery (Document Review)	1079.1	\$530,513.50
6 - Discovery (Depositions)	28.4	\$18,405.00
7 - Litigation Strategy & Analysis	70.6	\$66,448.00
8 - Pleadings/Pre-trial Motions/Legal	169.9	\$136,423.00
9 - Experts/Consultants	20.5	\$19,169.50
10 - Settlement	82.3	\$46,039.00
13 - Appeal	95.8	\$69,857.00
14 - Miscellaneous (Describe)	41.7	\$21,454.50
Grand Total	1692.4	\$974,455.50

TIMEKEEPER	HOURS	LODESTAR
Leggett, James	443	\$232,575.00
Ashur, Tanya	359.1	\$188,527.50
DiStefano, Charles	240.3	\$84,105.00

TIMEKEEPER	HOURS	LODESTAR
Korkhov, Tanya	186.3	\$122,958.00
Gardner, Melissa	150.3	\$115,731.00
Heller, Roger	49.4	\$49,894.00
Morowitz, Rachel	43.1	\$22,627.50
Montgomery, Mary	35.4	\$12,036.00
Sobol, Michael	31.5	\$40,950.00
Wilson, Arden	30.7	\$12,894.00
Rudnick, Jennifer	26.2	\$13,362.00
Copley, David	25.6	\$21,760.00
Salahi, Yaman	24.3	\$16,402.50
Cappio, Gretchen	19	\$20,805.00
Nims, Leslie	6.3	\$2,079.00
Garrido, Joel	4.9	\$1,788.50
George, Matthew	4.6	\$4,255.00
King, Laurence	3.2	\$3,520.00
Sarko, Lynn	3	\$3,960.00
Calangian, Margie	2.8	\$1,498.00
Samson, Mark	1.2	\$1,440.00
Grant, Anthony	1.1	\$588.50
Peterson, Simi	0.6	\$210.00
Wright, David	0.3	\$270.00
Graver, Christopher	0.2	\$219.00
Grand Total	1692.4	\$974,455.50

Stage 8: June 2020 – September 2021

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1084.9	\$763,961.00
Lieff Cabraser Heimann & Bernstein, LLP	1200.8	\$863,600.50
Kaplan Fox & Kilsheimer, LLP	15	\$14,120.00
McCune Wright Arevalo, LLP	7.1	\$4,025.00
Grand Total	2307.8	\$1,645,706.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	74.2	\$60,710.50
2 - Court Appearance	132.4	\$102,259.50
3 - Research	175.1	\$91,587.00
4 - Discovery (Draft/Respond/Confer)	72.9	\$48,962.00
5 - Discovery (Document Review)	149	\$77,109.00
6 - Discovery (Depositions)	4.9	\$2,356.00
7 - Litigation Strategy & Analysis	265.9	\$204,955.00
8 - Pleadings/Pre-trial Motions/Legal	188.3	\$128,438.00
10 - Settlement	8.7	\$9,469.50
11 - Trial Prep	1.5	\$1,447.50
13 - Appeal	1146.4	\$875,756.50
14 - Miscellaneous (Describe)	88.5	\$42,656.00
Grand Total	2307.8	\$1,645,706.50

TIMEKEEPER	HOURS	LODESTAR
Korkhov, Tanya	641.3	\$423,258.00
Gardner, Melissa	379.6	\$292,292.00

TIMEKEEPER	HOURS	LODESTAR
Maher, John	336.2	\$215,168.00
Wilson, Arden	176.4	\$74,088.00
Samson, Mark	141.4	\$169,680.00
Leggett, James	121.8	\$63,945.00
Sobol, Michael	110.4	\$143,520.00
Haselkorn, Amelia	88.1	\$32,597.00
Rudnick, Jennifer	64.5	\$32,895.00
Heller, Roger	50.3	\$50,803.00
Salahi, Yaman	41.2	\$27,810.00
Cappio, Gretchen	37.5	\$41,062.50
Morowitz, Rachel	34.5	\$18,112.50
George, Matthew	13.6	\$12,580.00
Sarko, Lynn	12.9	\$17,028.00
DiStefano, Charles	12.0	\$4,200.00
Copley, David	11.1	\$9,435.00
Nims, Leslie	8.6	\$2,838.00
Ashur, Tanya	8.4	\$4,410.00
Garrido, Joel	7.5	\$2,737.50
Peterson, Simi	4.3	\$1,505.00
Wright, David	2.8	\$2,520.00
Gould, Benjamin	1.7	\$1,521.50
King, Laurence	1.4	\$1,540.00
Calangian, Margie	0.3	\$160.50
Grand Total	2307.8	\$1,645,706.50

Stage 9: October 2021 – June 2022

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	888.3	\$581,054.00
Lieff Cabraser Heimann & Bernstein, LLP	1578.2	\$1,193,630.50
Hagens Berman Sobol Shapiro LLP	0.3	\$240.00
Kaplan Fox & Kilsheimer, LLP	11	\$10,245.00
McCune Wright Arevalo, LLP	1.2	\$1,080.00
Grand Total	2479	\$1,786,249.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	172.7	\$129,175.00
2 - Court Appearance	85.9	\$85,138.00
3 - Research	189.7	\$101,068.50
4 - Discovery (Draft/Respond/Confer)	187.0	\$136,058.00
5 - Discovery (Document Review)	370.7	\$197,143.50
6 - Discovery (Depositions)	154.1	\$67,907.00
7 - Litigation Strategy & Analysis	331.5	\$294,448.00
8 - Pleadings/Pre-trial Motions/Legal	692.7	\$556,361.50
9 - Experts/Consultants	98.2	\$96,350.50
10 - Settlement	41.5	\$33,276.00
11 - Trial Prep	55.2	\$37,297.50
13 - Appeal	0.3	\$328.50
14 - Miscellaneous (Describe)	99.5	\$51,697.50
Grand Total	2479	\$1,786,249.50

TIMEKEEPER	HOURS	LODESTAR
Heller, Roger	322.1	\$325,321.00
Gardner, Melissa	314.3	\$242,011.00
Maher, John	199.4	\$127,616.00
Haselkorn, Amelia	191.4	\$95,700.00
Read, Sydney	179.8	\$89,001.00
Leggett, James	170.1	\$89,302.50
Ashur, Tanya	154.2	\$80,955.00
Wilson, Arden	150.6	\$63,252.00
Samson, Mark	138.6	\$166,320.00
Sobol, Michael	136.9	\$177,970.00
Wilson, Kiana	134.9	\$49,238.50
Verdugo, Gabe E.	93.3	\$58,779.00
Cappio, Gretchen	82.3	\$90,118.50
Sheen, Mike	44.4	\$31,302.00
Suterwala, Natasha	41.5	\$13,280.00
Rudnick, Jennifer	33.3	\$16,983.00
Morowitz, Rachel	17.8	\$9,345.00
Gould, Benjamin	15.9	\$14,230.50
Sarko, Lynn	11.1	\$14,652.00
George, Matthew	10.6	\$9,805.00
Fierro, Eric	9.7	\$8,487.50
Nims, Leslie	9.2	\$3,036.00
Calangian, Margie	5.5	\$2,942.50
Grant, Anthony	3.7	\$1,979.50
Rahimi, Fawad	2.8	\$1,498.00
Chan, Alex	1.9	\$693.50
Garrido, Joel	1.7	\$620.50
Wright, David	1.2	\$1,080.00
King, Laurence	0.4	\$440.00
Aragon, Leonard	0.3	\$240.00
Delucchi, Ariana	0.1	\$50.00
Grand Total	2479	\$1,786,249.50

Stage 10: July 2022 – December 2022

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	2164.2	\$1,406,899.00
Lieff Cabraser Heimann & Bernstein, LLP	2198.3	\$1,490,344.00
Kaplan Fox & Kilsheimer, LLP	15.7	\$14,509.50
McCune Wright Arevalo, LLP	1.2	\$1,080.00
Grand Total	4379.4	\$2,912,832.50

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	299.3	\$226,232.00
2 - Court Appearance	67.3	\$63,737.00
3 - Research	75.5	\$40,118.50
4 - Discovery (Draft/Respond/Confer)	570.3	\$407,737.50
5 - Discovery (Document Review)	719	\$382,535.50
6 - Discovery (Depositions)	1171.9	\$723,642.00
7 - Litigation Strategy & Analysis	301	\$201,372.00
8 - Pleadings/Pre-trial Motions/Legal	72.3	\$45,074.00
9 - Experts/Consultants	507.4	\$377,517.00
10 - Settlement	253.5	\$219,614.50
11 - Trial Prep	209.9	\$157,182.00
14 - Miscellaneous (Describe)	132	\$68,070.50
Grand Total	4379.4	\$2,912,832.50

TIMEKEEPER	HOURS	LODESTAR
Gardner, Melissa	540.5	\$416,185.00
Read, Sydney	540.5	\$267,547.50

TIMEKEEPER	HOURS	LODESTAR
Ashur, Tanya	456.9	\$239,872.50
Verdugo, Gabe E.	431.9	\$272,097.00
Wilson, Kiana	303.6	\$110,814.00
Sheen, Mike	299.5	\$211,147.50
Wilson, Arden	292.3	\$122,766.00
Heller, Roger	216	\$218,160.00
Haselkorn, Amelia	213.9	\$106,950.00
Samson, Mark	193	\$231,600.00
Leggett, James	166.7	\$87,517.50
Cappio, Gretchen	152.8	\$167,316.00
Chase, Alison	147.1	\$161,074.50
Rudnick, Jennifer	87.5	\$44,625.00
Sobol, Michael	60.1	\$78,130.00
Calangian, Margie	43.2	\$23,112.00
Suterwala, Natasha	41.2	\$13,184.00
Garcia, Jose	38.8	\$20,370.00
Maher, John	38.5	\$24,640.00
Fierro, Eric	26	\$22,750.00
Sarko, Lynn	25.2	\$33,264.00
Grant, Anthony	18.7	\$10,004.50
Rahimi, Fawad	18	\$9,630.00
George, Matthew	14.9	\$13,782.50
Chan, Alex	6.7	\$2,445.50
Wilkinson, Carrie	2.9	\$1,145.50
Wright, David	1.2	\$1,080.00
Gould, Benjamin	1	\$895.00
King, Laurence	0.6	\$660.00
Powley, Suzanne	0.2	\$67.00
Grand Total	4379.4	\$2,912,832.50

Stage 11: January 2023 – May 2023

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	1405.4	\$1,052,729.50
Lieff Cabraser Heimann & Bernstein, LLP	1636.2	\$1,145,658.50
Kaplan Fox & Kilsheimer, LLP	31.8	\$28,715.00
McCune Wright Arevalo, LLP	1.3	\$1,170.00
Grand Total	3074.7	\$2,228,273.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	150.1	\$116,047.00
2 - Court Appearance	151.7	\$127,654.50
3 - Research	55.7	\$35,146.50
4 - Discovery (Draft/Respond/Confer)	6.4	\$5,319.50
5 - Discovery (Document Review)	358.8	\$188,380.00
6 - Discovery (Depositions)	305.5	\$206,050.50
7 - Litigation Strategy & Analysis	121.6	\$89,443.00
8 - Pleadings/Pre-trial Motions/Legal	970.9	\$743,372.50
9 - Experts/Consultants	356.2	\$268,444.00
10 - Settlement	448.6	\$373,937.00
11 - Trial Prep	61	\$33,072.00
14 - Miscellaneous (Describe)	88.2	\$41,406.50
Grand Total	3074.7	\$2,228,273.00

TIMEKEEPER	HOURS	LODESTAR
Gardner, Melissa	414.9	\$319,473.00
Read, Sydney	309.0	\$152,955.00

TIMEKEEPER	HOURS	LODESTAR
Haselkorn, Amelia	253.7	\$126,850.00
Sheen, Mike	239.2	\$168,636.00
Ashur, Tanya	221.6	\$116,340.00
Heller, Roger	214.5	\$216,645.00
Chase, Alison	204.6	\$224,037.00
Verdugo, Gabe E.	185.5	\$116,865.00
Wilson, Kiana	169.0	\$61,685.00
Leggett, James	146.2	\$76,755.00
Samson, Mark	143.3	\$171,960.00
Cappio, Gretchen	115.1	\$126,034.50
Wilson, Arden	112.9	\$47,418.00
Gould, Benjamin	102.2	\$91,469.00
Rudnick, Jennifer	66.9	\$34,119.00
Sobol, Michael	58.6	\$76,180.00
Sarko, Lynn	38.4	\$50,688.00
George, Matthew	28.3	\$26,177.50
Wilkinson, Carrie	12.5	\$4,937.50
Chan, Alex	11.1	\$4,051.50
Delucchi, Ariana	10.3	\$5,150.00
Rahimi, Fawad	5.2	\$2,782.00
Calangian, Margie	3.6	\$1,926.00
King, Laurence	2.0	\$2,200.00
Grant, Anthony	1.5	\$802.50
Lee, Nikki	1.5	\$337.50
Wright, David	1.3	\$1,170.00
Garrido, Joel	1.0	\$365.00
Brewer, Cate	0.8	\$264.00
Grand Total	3074.7	\$2,228,273.00

Stage 12: June 2023 – October 2023

FIRM NAME	HOURS	LODESTAR
Keller Rohrback, LLP	842.3	\$716,489.00
Lieff Cabraser Heimann & Bernstein, LLP	491.2	\$421,730.00
Hagens Berman Sobol Shapiro LLP	7.2	\$4,440.00
Kaplan Fox & Kilsheimer, LLP	7.0	\$6,475.00
McCune Wright Arevalo, LLP	5.6	\$5,080.00
Grand Total	1353.3	\$1,154,214.00

TIME CATEGORY	HOURS	LODESTAR
1 - Lead Counsel Calls/Meetings	61.0	\$42,197.50
2 - Court Appearance	126.7	\$114,331.00
3 - Research	4.2	\$2,004.00
4 - Discovery (Draft/Respond/Confer)	0.6	\$354.00
5 - Discovery (Document Review)	0.5	\$267.50
7 - Litigation Strategy & Analysis	24.2	\$19,138.00
8 - Pleadings/Pre-trial Motions/Legal	17.7	\$16,372.00
9 - Experts/Consultants	0.8	\$808.00
10 - Settlement	1076.5	\$938,393.00
11 - Trial Prep	0.1	\$90.00
14 - Miscellaneous (Describe)	41	\$20,259.00
Grand Total	1353.3	\$1,154,214.00

TIMEKEEPER	HOURS	LODESTAR
Read, Sydney	199.2	\$98,604.00
Heller, Roger	192.4	\$194,324.00

TIMEKEEPER	HOURS	LODESTAR
Chase, Alison	169.0	\$185,055.00
Gardner, Melissa	160.3	\$123,431.00
Samson, Mark	140.7	\$168,840.00
Cappio, Gretchen	105.7	\$115,741.50
Wilson, Arden	71.6	\$30,072.00
Sheen, Mike	59.5	\$41,947.50
Gould, Benjamin	42.3	\$37,858.50
Mulhern, Margaret	41.5	\$13,280.00
Haselkorn, Amelia	38.8	\$19,400.00
Chase, Alison	33.4	\$36,573.00
Sobol, Michael	28.1	\$36,530.00
Sarko, Lynn	14.3	\$18,876.00
Delucchi, Ariana	8.6	\$4,300.00
Wilkinson, Carrie	7.5	\$2,962.50
George, Matthew	7	\$6,475.00
Wilson, Kiana	6.3	\$2,299.50
Chan, Alex	5.3	\$1,934.50
Wright, David	4.8	\$4,320.00
Gould, Ben	4.5	\$4,027.50
Aragon, Leonard	3.5	\$2,800.00
Nolan, Amy	3	\$975.00
Rudnick, Jennifer	3	\$1,530.00
Garrido, Joel	1	\$365.00
McCune, Richard	0.8	\$760.00
Carey, Rob	0.7	\$665.00
Grant, Anthony	0.5	\$267.50
Grand Total	1353.3	\$1,154,214.00

EXHIBIT 2

TASK CODES

CODE	DESCRIPTION	DETAIL
1	Lead Counsel Calls/Meetings	Meetings and preparation for meetings to develop and/or implement case strategy and appropriate courses of action, to ensure adequate utilization and provision of resources, to discuss and resolve critical strategic issues, to prevent against avoidable duplication of work, and to set informed agendas for each phase of the litigation. Calls also involved making and monitoring work assignments including to draft correspondence re organizational and assignments issues, preparing agendas, reviewing and circulating notes from calls, making and/or implementing day-to-day operational decisions. At most times while this action was pending, Class Counsel met on a weekly or bi-weekly basis for these purposes.
2	Court appearances	Preparing for hearings, case management and status conferences, travel to/from courthouse, participating in hearings.
3	Research	Conducting research on technical, factual, circumstantial, or historical issues relevant to case, including review of relevant publicly-available factual documentation and related litigation; drafting and reviewing memoranda and correspondence re same.
4	Discovery (draft/respond/meet & confer)	Drafting, reviewing, and responding to all formal discovery except document review (No. 5). Includes third-party subpoenas, public records requests, administrative matters such as filing Notices of Service, preparing for and participating in meet and confers, and correspondence internally and externally regarding discovery issues.
5	Discovery (document review)	Reviewing documents produced, or to be produced on behalf of a named Plaintiff, in discovery, correspondence between counsel about assignments and results, loading documents to database, drafting and reviewing memoranda summarizing productions, evidentiary gaps or support for particular issues, and locating and summarizing evidence relevant to particular depositions, pleadings, and/or requested by an expert.
6	Discovery (depositions)	Preparing for (and/or preparing witness for), traveling to/from, taking depositions; reviewing documents specifically for purposes of deposition and preparing exhibits. Includes correspondence regarding deponents, deposition topics, strategy, scheduling, and related meet and confer communications.

CODE	DESCRIPTION	DETAIL
7	Litigation Strategy & Analysis	Evaluating case from strategic perspective, identifying and communicating/discussing appropriate courses of action, conducting and assessing research specifically to inform strategic decisions and related communications.
8	Pleadings/Pre-trial Motions/Legal	Conducting legal research for briefs and pleadings, drafting- (including to incorporate completed factual research or analysis of discovery) and filing any pleadings/exhibits in the litigation, except for settlement approval (No. 10). Reviewing and as warranted preparing responses to pleadings, briefs, and pretrial motions filed by other parties.
9	Experts/Consultants	Identifying and communicating with experts and consultants (liability, class data, notice administration, and other), retaining and drafting retainer agreements, establishing scope of work, reviewing, and filing expert reports, meeting with experts, and compiling information for expert analysis.
10	Settlement	Preparing for and attending mediations, drafting mediation briefs, research, correspondence and meetings concerning settlement, negotiating settlement papers. After settlement agreement is signed, drafting and defending settlement approval papers, Notice, and related issues. Preparing for and appearing at preliminary or final approval hearings. Working with settlement administrator.
11	Trial Prep	Conducting and reviewing legal or factual research for trial, preparing and filing trial pleadings, exhibits and demonstratives, identifying and preparing trial witnesses, work with consultants to prepare for trial, all related meetings and correspondence.
12	Trial	Conducting trial.
13	Appeal	Appellate briefing and related filings, argument, and preparation for same.
14	Miscellaneous (describe)	In general, miscellaneous entries consisted of administrative tasks such as saving documents to file and concerning access to databases and documents, reviewing time reports, managing the case calendar, and coordinating with vendors. Attorney entries that are classified as Miscellaneous generally involved responding to outside inquiries (press, governmental, class members, and the named plaintiffs) regarding the litigation, and overseeing administrative matters such as timekeeping, calculating deadlines, contracts, and accounting.

EXHIBIT 3

REPORTED BILLING RATES AND TASK CODE SUMMARY BY FIRM**LIEFF CABRASER HEIMANN & BERNSTEIN, LLP**

TIMEKEEPER	POSITION	HOURLY RATE	TOTAL HOURS
Ashur, Tanya	Staff Attorney	\$525.00	4332.7
Beltran, Eileen	Paralegal	\$375.00	25.2
Bouzat, Facundo	Associate	\$420.00	71.8
Calangian, Margie	Litigation Support	\$535.00	185.7
Delucchi, Ariana	Paralegal	\$500.00	21.5
Dugar, Kirti	Litigation Support	\$510.00	42.5
Garcia, Jose	Staff Attorney	\$525.00	38.8
Gardner, Melissa	Associate (2016-2018)	\$510.00	4599.7
	Partner (2019-2023)	\$770.00	
Grant, Anthony	Litigation Support	\$535.00	79.7
Haselkorn, Amelia	Summer Associate (2020)	\$370.00	785.9
	Associate (2021-2023)	\$500.00	
Heller, Roger	Partner	\$1,010.00	2253.8
Jack, Kelsey	Contract-based	\$415.00	2922.7
Leggett, James	Staff Attorney	\$525.00	4142.8
Maher, John	Associate	\$640.00	574.1
Rahimi, Fawad	Litigation Support	\$535.00	54.8
Rudnick, Jennifer	Paralegal	\$510.00	552.1
Salahi, Yaman	Associate (2018-2019)	\$510.00	187.7
	Partner (2020-2021)	\$675.00	
Sheen, Mike	Partner	\$705.00	642.6
Sobol, Michael	Partner	\$1,300.00	989.5
Waller, Rose	Staff Attorney	\$525.00	974.1
Totals			23477.7

POSITION	RANGE
Summer Associate	\$370.00
Paralegal	\$375.00 - \$510.00
Project-Based Attorney	\$415
Litigation Support	\$510.00 - \$535.00
Staff Attorney	\$525.00
Associate	\$420.00 - \$640.00
Partner	\$705 - \$1,300.00

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
1 - Lead Counsel Calls/Meetings	362.3	\$712.90	\$258,283.50
2 - Court Appearance	664	\$890.35	\$591,191.50
3 - Research	415.3	\$609.31	\$253,047.50
4 - Discovery (Draft/Respond/Confer)	1379.5	\$752.70	\$1,038,345.50
5 - Discovery (Document Review)	12867.5	\$505.55	\$6,505,150.50
6 - Discovery (Depositions)	1205.3	\$715.55	\$862,457.50
7 - Litigation Strategy & Analysis	720.6	\$927.22	\$668,153.00
8 - Pleadings/Pre-trial Motions/Legal	3245.3	\$777.27	\$2,522,476.00
9 - Experts/Consultants	660.1	\$818.23	\$540,115.00
10 - Settlement	735	\$949.87	\$698,151.50
11 - Trial Prep	82.4	\$821.33	\$67,677.50
13 - Appeal	685.6	\$785.13	\$538,282.00
14 - Miscellaneous (Describe)	454.8	\$589.59	\$268,144.00
TOTALS	23477.7	\$630.87	\$14,811,475.00

KELLER ROHRBACK, LLP

TIMEKEEPER	POSITION	HOURLY RATE	TOTAL HOURS
Bartlett, Kris	Paralegal	\$330.00	127.2
Brewer, Cate	Paralegal	\$330.00	49.4
Cappio, Gretchen	Partner	\$1,095.00	716.2
Chan, Alex	Paralegal	\$365.00	25.0
Chase, Alison	Partner	\$1,095.00	558.6
Copley, David	Partner	\$850.00	1176.6
Culpepper, DeAnna	Paralegal	\$260.00	31.3
Daugherty, Tana	Paralegal	\$260.00	421.2
DiStefano, Charles	Staff Attorney	\$350.00	693.2
Fierro, Eric	Partner	\$875.00	46.5
Garrido, Joel	Paralegal	\$365.00	42.8
Gould, Benjamin	Partner	\$895.00	168.0
Graver, Christopher	Partner	\$1,095.00	215.0
Korkhov, Tanya	Associate	\$660.00	2278.4
Lin, Tana	Partner	\$850.00	38.6
Mankowski, Andrew	Associate	\$475.00	233.2
Montgomery, Mary	Paralegal	\$340.00	41.8
Morowitz, Rachel	Associate	\$525.00	582.5
Mulhern, Margaret	Paralegal	\$320.00	41.5
Nims, Leslie	Paralegal	\$330.00	105.5
Nowlin, Lisa	Associate	\$475.00	253.9
Petak, Lisa	Associate	\$455.00	79.0
Read, Sydney	Paralegal (2017-2019)	\$300.00	1241.9
	Associate (2021-2023)	\$495.00	
Samson, Mark	Partner	\$1,200.00	912.3
Sarko, Lynn	Partner	\$1,320.00	135.7
Serino, Garrett	Paralegal	\$250.00	126.5
Smith, Tyrone	Staff Attorney	\$400.00	133.7
Suterwala, Natasha	Paralegal	\$320.00	82.7
Thorsteinsson, Marcus	Staff Attorney	\$415.00	1109.5
Verdugo, Gabe E.	Associate	\$630.00	710.7
Wilkinson, Carrie	Paralegal	\$395.00	24.8
Wilson, Arden	Paralegal	\$420.00	1155.9
Wilson, Kiana	Paralegal	\$365.00	613.8
Totals			14172.9

POSITION	RANGE
Paralegal	\$250 - \$420
Staff Attorney	\$350 - \$415
Associate	\$455 - \$660
Partner	\$850 - \$1,320

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
1 - Lead Counsel Calls/Meetings	957.5	\$783.82	\$750,505.00
2 - Court Appearance	281.6	\$856.84	\$241,287.00
3 - Research	795.9	\$585.64	\$466,112.50
4 - Discovery (Draft/Respond/Confer)	1185.4	\$665.14	\$788,456.50
5 - Discovery (Document Review)	2658.2	\$408.68	\$1,086,351.00
6 - Discovery (Depositions)	1751.5	\$577.30	\$1,011,147.00
7 - Litigation Strategy & Analysis	1154.8	\$723.64	\$835,661.00
8 - Pleadings/Pre-trial Motions/Legal	1924.5	\$724.69	\$1,394,667.00
9 - Experts/Consultants	657.9	\$699.71	\$460,336.50
10 - Settlement	1486.1	\$825.46	\$1,226,714.00
11 - Trial Prep	244.2	\$656.97	\$160,432.50
13 - Appeal	557.2	\$731.98	\$407,861.00
14 - Miscellaneous (Describe)	518.1	\$450.33	\$233,318.50
TOTALS	14172.9	\$639.45	\$9,062,849.50

KAPLAN FOX & KILSHEIMER, LLP

TIMEKEEPER	POSITION	HOURLY RATE	TOTAL HOURS
Fong, Linda	Of Counsel	\$650.00	191.3
George, Matthew	Of Counsel	\$925.00	446.7
Howe, Walter	Staff Attorney	\$425.00	649.9
King, Laurence	Partner	\$1,100.00	112.9
Labaton, Ralph	Associate	\$395.00	113.0
Lee, Nikki	Paralegal	\$225.00	54.0
Powley, Suzanne	Paralegal	\$335.00	33.1
Roney, Dierdre	Staff Attorney	\$350.00	502.4
Totals			2103.3

POSITION	RANGE
Paralegal	\$225 - \$335
Staff Attorney	\$350 - \$425
Associate	\$395
Of Counsel	\$650 - \$925
Partner	\$1,100

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
2 - Court Appearance	13.7	\$925.00	\$12,672.50
3 - Research	40.9	\$651.23	\$26,635.50
4 - Discovery (Draft/Respond/Confer)	85.3	\$691.11	\$58,951.50
5 - Discovery (Document Review)	749.5	\$455.52	\$341,415.00
6 - Discovery (Depositions)	713.9	\$533.67	\$380,988.00
7 - Litigation Strategy & Analysis	130	\$760.80	\$98,904.00
8 - Pleadings/Pre-trial Motions/Legal	319.5	\$650.66	\$207,884.50
10 - Settlement	50.5	\$1,073.32	\$54,202.50
TOTALS	2103.3	\$561.81	\$1,181,653.50

MCCUNE WRIGHT AREVALO, LLP

TIMEKEEPER	POSITION	HOURLY RATE	TOTAL HOURS
Kenney, Joseph	Associate	\$350.00	35.7
Kier, Lori	Contract-based	\$350.00	39.0
McCune, Richard	Partner	\$950.00	11.8
Peterson, Simi	Associate	\$350.00	578.8
Sauder, Joseph	Partner	\$700.00	148.0
Schelkopf, Matthew	Partner	\$600.00	38.7
Wright, David	Partner	\$900.00	36.8
Totals			888.8

POSITION	RANGE
Project-Based Attorney	\$350
Associate	\$350
Partner	\$600 - \$950

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
3 - Research	23.2	\$533.41	\$12,375.00
4 - Discovery (Draft/Respond/Confer)	47.8	\$418.31	\$19,995.00
5 - Discovery (Document Review)	462	\$350.00	\$161,700.00
6 - Discovery (Depositions)	76.4	\$432.07	\$33,010.00
7 - Litigation Strategy & Analysis	92.5	\$683.68	\$63,240.00
8 - Pleadings/Pre-trial Motions/Legal	140.4	\$558.44	\$78,405.00
9 - Experts/Consultants	3.3	\$700.00	\$2,310.00
10 - Settlement	41.2	\$664.08	\$27,360.00
11 - Trial Prep	1.2	\$900.00	\$1,080.00
13 - Appeal	0.3	\$350.00	\$105.00
14 - Miscellaneous (Describe)	0.5	\$590.00	\$295.00
TOTALS	888.8	\$449.90	\$399,875.00

HAGENS BERMAN SOBOL SHAPIRO LLP

TIMEKEEPER	POSITION	HOURLY RATE	TOTAL HOURS
Aragon, Leonard	Partner	\$800.00	110.5
Carey, Rob	Partner	\$950.00	50.7
Nolan, Amy	Paralegal	\$325.00	53.0
Totals			214.2

POSITION	RANGE
Paralegal	\$325
Partner	\$800 - \$950

TASK CODE	TOTAL HOURS	BLENDED HOURLY RATE	TOTAL LODESTAR
2 - Court Appearance	3	\$800.00	\$2,400.00
3 - Research	26.6	\$742.76	\$19,757.50
4 - Discovery (Draft/Respond/Confer)	7.4	\$729.39	\$5,397.50
7 - Litigation Strategy & Analysis	34	\$924.41	\$31,430.00
8 - Pleadings/Pre-trial Motions/Legal	113.6	\$645.36	\$73,312.50
10 - Settlement	0.2	\$800.00	\$160.00
14 - Miscellaneous (Describe)	29.4	\$725.60	\$21,332.50
TOTALS	214.2	\$717.97	\$153,790.00

EXHIBIT 4

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

In re:
Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC
(Consolidated with)
No. 2:16-cv-2373- HRH
No. 2:16-cv-2660- HRH
No. 2:16-cv-2775- DGC
-and-
No. 2:16-cv-3599- DGC

DECLARATION OF A.R.

I, A.R., declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 180 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at McCune Law Group, APC telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

///

///

I declare under penalty of perjury, under the laws of Arizona, that the foregoing is true and correct. Executed at Fremont, California, November 20 , 2023.

By: 

A.R.

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

In re:

Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC

(Consolidated with)

No. 2:16-cv-2373- HRH

No. 2:16-cv-2660- HRH

No. 2:16-cv-2775- DGC

-and-

No. 2:16-cv-3599- DGC

DECLARATION OF PLAINTIFF B.B.

I, B.B., declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 50 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at Kaplan Fox & Kilsheimer LLP telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

I declare under penalty of perjury, under the laws of Arizona, that the foregoing is true and correct.

Executed at Tucson, Arizona, November 16, 2023.

By: /s/ B.B.
B.B.¹

¹ Plaintiff B.B.'s original signature with their actual name was executed electronically on November 16, 2023 at 6:27 p.m. MST. A redacted confirmation is attached hereto. Plaintiffs can also provide the Court with the original version under seal or *in camera* if requested.

BB Decl re Service Award

Final Audit Report

2023-11-17

Created:	2023-11-15
By:	Nikki Lee (nlee@kaplanfox.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAnilRX3rmVReBiXZJA8tTQuXfpR_knFGn

"BB Decl re Service Award" History

-  Document created by Nikki Lee (nlee@kaplanfox.com)
2023-11-15 - 9:52:58 PM GMT
-  Document emailed to [REDACTED] for signature
2023-11-15 - 9:53:37 PM GMT
-  Email viewed by [REDACTED]
2023-11-17 - 1:22:05 AM GMT
-  Document e-signed by [REDACTED]
Signature Date: 2023-11-17 - 1:27:01 AM GMT - Time Source: server
-  Agreement completed.
2023-11-17 - 1:27:01 AM GMT

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

In re:

Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC

(Consolidated with)

No. 2:16-cv-2373- HRH

No. 2:16-cv-2660- HRH

No. 2:16-cv-2775- DGC

-and-

No. 2:16-cv-3599- DGC

DECLARATION OF BP

I, BP, declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative, and the Walgreens Edison Subclass Representative, in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class and Subclass throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I

have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 100 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at Lieff Cabraser Heimann & Bernstein, LLP telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores. I was in close communication with Class Counsel when I was named in separate proceedings regarding the Attorney General Consent Decree regarding the proposed Complaint in Intervention and the motion to intervene. We discussed the allegations pertaining to me prior to that filing, and I reviewed the papers.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

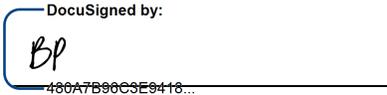
13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed

during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

I declare under penalty of perjury, under the laws of Arizona, that the foregoing is true and correct. Executed at Riverside, California, November 20, 2023.

By:  DocuSigned by:
BP
480A7B80C3E8418...

BP

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

In re:

Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC

(Consolidated with)

No. 2:16-cv-2373- HRH

No. 2:16-cv-2660- HRH

No. 2:16-cv-2775- DGC

-and-

No. 2:16-cv-3599- DGC

DECLARATION OF DL

I, DL, declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 60 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at Lieff Cabraser Heimann & Bernstein, LLP telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

I declare under penalty of perjury, under the laws of Arizona, that the foregoing is

true and correct. Executed at Maricopa, Arizona, November 17, 2023.

By:  0B2459EA9C804A0...

DL

UNITED STATES DISTRICT COURT

DISTRICT OF ARIZONA

In re:

Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC

(Consolidated with)

No. 2:16-cv-2373- HRH

No. 2:16-cv-2660- HRH

No. 2:16-cv-2775- DGC

-and-

No. 2:16-cv-3599- DGC

DECLARATION OF R.G.

I, R.G., declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 100 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at McCune Law Group, APC telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

///

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I declare under penalty of perjury, under the laws of Arizona, that the foregoing is true and correct. Executed at Gilbert, Arizona, November 15 __, 2023.

By: RG

R.G.

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

In re:

Arizona THERANOS, INC. Litigation,

No. 2:16-cv-2138- DGC

(Consolidated with)

No. 2:16-cv-2373- HRH

No. 2:16-cv-2660- HRH

No. 2:16-cv-2775- DGC

-and-

No. 2:16-cv-3599- DGC

DECLARATION OF PLAINTIFF S.L.

I, S.L., declare under penalty of perjury as follows:

1. I am a Plaintiff and Class representative in this certified class action. I have personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto.

2. I was not promised any amount of money to serve as a Class Representative, or in connection with my approval of this settlement. My approval of this settlement is based on my view, in light of the record and the risks, that it is in the best interests of the Class.

Benefits to the Class From My Actions as a Class Representative

3. I understand the responsibilities of a Class Representative and I take them seriously. I have continued to fulfill my duties to the Class throughout the case. I have been actively involved in the litigation of this case, as described more fully below, and have been in close contact with the lawyers representing me in this action. I have carefully represented the Class's interests, including fulfilling my duty to think of the Class Members' interests just as I think of my own.

4. In my role as Class Representative, I have expended substantial time and effort to perform actions that have benefited the Class. In total, I spent approximately 50 hours assisting counsel with this matter for the benefit of the Class, with no promise it would result in any recovery for me.

5. I have been involved with this case for more than seven years, from the first time I met with my counsel at Kaplan Fox & Kilsheimer LLP telephonically and had an in-depth discussion with them regarding my experiences with Theranos testing in Walgreens stores.

6. Before I was included as a named Plaintiff, I reviewed the facts alleged in the complaint and made comments to counsel about the allegations in the Complaint. I also reviewed the allegations in each amended complaint in which I was named as a Plaintiff. I assisted Class Counsel in understanding how Walgreens' and Theranos's sales of Theranos blood testing were made and how the blood tests were performed in stores.

7. After Mr. Balwani and Walgreens served requests for production of documents seeking documents from me, I reviewed those requests and discussed them with my attorneys. I then performed a diligent search for the documents requested and collected responsive documents.

8. Class Counsel obtained documents regarding my Theranos tests in discovery. I discussed those documents with counsel.

9. I was deposed by attorneys for Walgreens and attorneys for Mr. Balwani at the offices of Keller Rohrback in Arizona. Prior to the deposition, I met with my attorneys in person for one full day to prepare.

10. I read the transcript of my deposition and discussed corrections to the transcript with counsel.

11. In connection with the class certification briefing, I had a number of conversations with counsel regarding both legal and factual issues. I also submitted a declaration in support of class certification.

12. I stayed abreast of the developments of the case throughout the lifespan of the case. I kept counsel abreast of relevant changes in my life, including as pertains to my medical treatment.

13. I have actively participated in the mediation efforts undertaken in this case. Each time, this included discussions with counsel in advance to discuss the posture of the case and the pros and cons to resolution. Several times over the course of the case, I discussed potential resolutions with counsel.

Reasonable Concerns about Medical Privacy

14. I have taken substantial risks with my private medical information by stepping forward as a Class Representative. Although the District Court permitted me to proceed with my initials when this case was filed, and has permitted the redaction of my name from public-filed documents, the Court could have reached a different determination regarding the public interest in knowing my full name at the time of filing or at any time thereafter, including at trial. The complaint discussed information about my medical testing and diagnoses. I was questioned in depth about my medical care and conditions at deposition, and my medical records were filed in the District Court and on appeal. I recognized that this information, which was made public without including my identity, could have become publicly associated with my identity at any time while this case was pending. I took the risk that all of this information, and the topics discussed during my deposition, could have become part of the public record because I wanted to help other patients who were subjected to Theranos testing. The risk of serving as a Class Representative in this action will continue throughout my life.

I declare under penalty of perjury, under the laws of Arizona, that the foregoing is true and correct.

Executed at Chandler, Arizona, November 15, 2023.

By: /s/ S.L.
S.L.¹

¹ Plaintiff S.L.'s original signature with their actual name was executed electronically on November 15, 2023 at 3:08 p.m. MST. A redacted confirmation is attached hereto. Plaintiffs can also provide the Court with the original version under seal or *in camera* if requested.

SL Decl re Service Award

Final Audit Report

2023-11-15

Created:	2023-11-15
By:	Nikki Lee (nlee@kaplanfox.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAXgRafR_9RhXxRdH-NytdusZ1XeQTpzfz

"SL Decl re Service Award" History

 Document created by Nikki Lee (nlee@kaplanfox.com)
2023-11-15 - 9:56:00 PM GMT

 Document emailed to [REDACTED] for signature
2023-11-15 - 9:57:22 PM GMT

 Email viewed by [REDACTED]
2023-11-15 - 10:03:52 PM GMT

 Signer [REDACTED] entered name at signing as [REDACTED]
2023-11-15 - 10:08:52 PM GMT

 Document e-signed by [REDACTED]
Signature Date: 2023-11-15 - 10:08:54 PM GMT - Time Source: server

 Agreement completed.
2023-11-15 - 10:08:54 PM GMT

EXHIBIT 5

[FILED UNDER SEAL]