

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE: DEALER MANAGEMENT SYSTEMS
ANTITRUST LITIGATION

This Document Relates To:

THE DEALERSHIP CLASS ACTION

MDL No. 2817
Case No. 18-cv-00864

Hon. Rebecca R. Pallmeyer

**DECLARATION OF PEGGY J. WEDGWORTH IN SUPPORT OF DEALERSHIP
CLASS COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT
OF EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Peggy J. Wedgworth, pursuant to 28 U.S.C. § 1746 declare as follows:

1. I am a senior partner at Milberg Coleman Bryson Phillips Grossman, PLLC (“Milberg”). On April 16, 2018, my firm and I were appointed by the Court to represent Dealership Class Plaintiffs (“Dealership Plaintiffs”) in the above-captioned matter as Dealership Interim Lead Class Counsel and MDL Co-Lead Counsel. ECF No. 123 ¶ I.A. My firm and I were preliminarily approved and appointed as Dealership Class Lead Counsel (“Lead Counsel”) to protect the interests of the CDK Settlement Class. *See* ECF No. 1531 ¶ 9.

2. The Court also appointed Leonard Bellavia and Bellavia Blatt, PC; Daniel Hedlund and Michelle Looby, Gustafson Gluek, PLLC; James Barz and Frank Richter, Robbins Geller Rudman & David LLP as Plaintiffs’ Steering Committee members (“PSC”) and Robert A. Clifford, Clifford Law Offices, P.C. as Liaison Counsel. ECF No. 123 ¶ I.C.¹ These attorneys and their firms were preliminarily approved and appointed as Settlement Class Counsel. *See* ECF No. 1531 ¶ 10.

¹ The Court annually reappointed Lead Counsel, the PSC and Liaison Counsel. *See* ECF Nos. 644, 1285, 1343, 1379, and 1484.

3. Lead Counsel, the PSC, Liaison Counsel, as well as other attorneys and law firms that worked on behalf of the Dealership Plaintiffs throughout this litigation, are collectively referred to as “Class Counsel.”

4. I respectfully submit this Declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards (“Fee Application”), filed contemporaneously herewith.

5. I make this Declaration based on my personal knowledge and if called as a witness, I could and would competently testify as to the matters stated within.

A. Class Counsel’s Efforts in This Litigation Achieved Favorable Settlements

6. Class Counsel has worked on a contingent fee basis, and therefore without any guarantee of compensation or reimbursement for the time, effort, and expenses incurred from litigating this action.

7. As with many antitrust class actions, this case presented difficult and complex issues, especially with the unique questions presented by the Dealership Class’s status as indirect purchasers. Here, Class Counsel represented 23 class representatives (dealership groups) from states across the country and asserted multiple federal antitrust, state antitrust and consumer protection claims.

8. Class Counsel has devoted significant time to this litigation, as detailed below, successfully advancing the litigation towards trial (which was to be held in September 2024) and resulting in two exceptional settlements for Dealership Plaintiffs when weighed against the substantial risks in this case: (1) a \$29.5 million settlement with The Reynolds and Reynolds Company

(“Reynolds”);² and (2) a \$100 million settlement with CDK, bringing the total amount recovered for Dealership Plaintiffs to \$129,500,000, plus interest.³

B. Time and Expense Reporting

9. In May 2018, Lead Counsel distributed a time and expense protocol (“Protocol”) to all counsel working on this case.

10. The Protocol instructed firms to keep daily contemporaneous records of all time performed by attorneys, paralegals, and support staff in specified task categories, with a detailed description of the work performed, the name and title of the individual who completed the work, and the historical hourly rate associated with each person at the time the work was completed.

11. The Protocol instructed counsel not to submit time for work that was not performed at the specific request or direction of Lead Counsel, such as unnecessary read and review time, time spent preparing time and expense reports, and routine clerical tasks such as internally saving filings and other case documents. Additional measures, such as capping the hourly rate for document review at \$350 per hour, were also implemented.

12. In preparation for the Fee Application, Lead Counsel requested that all counsel review their monthly reported lodestar and expenses and submit a declaration attesting to the total submitted time and expenses incurred during this case. Attached hereto as **Appendices G-T** are the individual declarations of Class Counsel (excluding Lead Counsel) submitting time and reasonable and necessary expenses for reimbursement in this case with attached exhibits consisting of each firm’s (1) respective

² The settlement with Reynolds was granted final approval in January 2019 (ECF No. 502).

³ CDK also agreed to pay up to an additional \$250,000 for notice and claims administration costs (ECF No. 1528-2 ¶¶ A.1(y), E.13) and Reynolds paid up to \$250,000 for notice costs. *See* ECF No. 427-2 ¶ E.13. CDK and Reynolds are collectively referred to as “Defendants”.

lodestar broken down by task description categories⁴ provided in the Protocol; and (2) individual expenses broken down by expense category⁵ provided in the Protocol.

13. Based upon those individual declarations, Class Counsel has cumulatively expended 69,270.75 hours of time on this litigation for the benefit of the Dealership Plaintiffs from inception through August 16, 2024 (the filing of preliminary approval for the CDK Settlement). These hours represent a total lodestar amount of \$41,581,821.25 using Class Counsel's historic hourly rates. All of this work was performed by Class Counsel on a contingent basis. The requested fee represents a multiplier of just under 1.03 of Class Counsel's historical lodestar.

14. Attached hereto as **Appendix A** is a summary chart listing all Class Counsel submitting declarations in this case with their respective lodestar, and Class Counsel's total lodestar. Attached hereto as **Appendix B** is a chart broken down by hours for each of the task description categories used by Class Counsel, with the total hours for all task description categories used in this case.

15. Based upon Class Counsel's individual declarations, attached hereto as **Appendix C** is a summary chart listing all Class Counsel and their respective recorded expenses, which have been incurred from inception of the case through the current date, and Class Counsel's total expense amount of \$7,192,133.86. Attached hereto as **Appendix D** is a summary chart broken down by dollar amount for each of the expense description categories used by Class Counsel, with the cumulative

⁴ The task description categories are as follows: (1) Factual Research & Investigation; (2) Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10); (3) Drafting Complaint/Consolidated Complaint; (4) Client communications; (5) Administrative; (6) Lead Counsel Calls/Meetings; (7) PSC Calls/Meetings; (8) Document Review; (9) Preparation for and Taking/Defending Depositions; (10); Pleadings, Briefs, and Pre-Trial Motions (including legal research); (11) Litigation Strategy, Analysis & Case Management; (12) Experts/Consultants; (13) Settlement; (14) Trial Preparation and Trial; (15) Court Appearances and Preparation; (16) Appeals; (17) Mediation/ADR; and (18) Miscellaneous (requires detailed explanation).

⁵ The expense description categories are as follows: (1) Postage/Express/Delivery/Messenger; (2) Hotels; (3) Meals; (4) Mileage; (5) Air Travel; (6) Deposition Costs (for all court reporter and videographer costs); (7) Lexis/Westlaw/Bloomberg/Pacer; (8) Witness Expenses; (9) Professional Expenses (expert, investigator, accountant, etc.); (10) Court Fees (filing fees, etc.); (11) Commercial Copies (and Liaison Counsel printing/copy); (12) Service of Process Fees; (13) Litigation Fund; (14) Court Reporters/Hearing and Trial Transcripts; (15) Ground Transportation (i.e., rental car, taxi); and (16) Other.

total expenses incurred by Class Counsel. Expenses are inclusive of expenses covered by the \$3 million amount previously authorized for litigation expenses under the Reynolds Settlement (*see* ECF No. 501), and total \$7,192,133.86 (*i.e.*, less than the \$7.5 million maximum expense amount referenced in the CDK Settlement Class notice).

C. Litigation Fund

16. Lead Counsel established a Litigation Fund at the inception of this case in 2018. Lead Counsel and PSC Members contributed to the Litigation Fund as reflected in individual Class Counsel expense exhibits attached hereto for Milberg and Gustafson Gluek, PLLC.

17. Shortly after the Litigation Fund was established, Dealership Plaintiffs settled with Reynolds for \$29.5 million. *See* n.2 above. Lead Counsel petitioned the Court to advance up to \$3 million from the Reynolds Settlement to continue funding the prosecution of this case against remaining Defendant CDK. *See* ECF No. 481. On January 23, 2019, the Court granted Lead Counsel's request, permitting counsel to "withdraw this \$3,000,000 from the [Reynolds] Settlement Fund, at their discretion, to pay reasonable expenses, such as expert fees and deposition costs incurred as they continue litigation this case against CDK." *See* ECF No. 501 at 3.⁶

D. Lead Counsel's Contributions to the Litigation

18. Lead Counsel has played a primary role in all aspects of this litigation since its inception. Lead Counsel's role includes the following:

- researching and investigating the viability of a case brought on behalf of a nationwide class of auto dealers against CDK and Reynolds, including researching the automotive software industry, gaining requisite understanding of the unique and specialized technology involved in the DMS and DIS markets and investigating information and statements from dealerships regarding the alleged conspiracy between Defendants;
- based on that research and investigation, filing the first dealership case in October 2017, *Teterboro Automall, Inc. v. CDK, Global, LLC*, 18-cv-00867 (D. N.J.). *See* ECF No. 64 at Ex. A;

⁶ At the Court's request, Lead Counsel can provide a list of the specific expenses (primarily expert fees) that pertain to the \$3 million advancement.

- taking a lead role in negotiating the Agreed Confidentiality Order (ECF No. 104) and Stipulated Order Re: Discovery of Electronically Stored Information (“ESI”) (ECF No. 105) with Defendants, prior to being appointed Lead Counsel on April 16, 2018. *See* ECF No. 123.
- drafting the 172-page Consolidated Class Action Complaint (filed on June 4, 2018, ECF No. 184), including marshalling and analyzing important documentary evidence culled from organizing and overseeing document review (discussed below) of over a million documents produced by Defendants;
- extensively negotiating with both Defendants and counsel for Authenticom, MVSC and the Vendor Class, regarding multiple joint case management filings, including amended protective/confidentiality orders, deposition protocol, and case schedules;
- drafting and serving extensive written requests to Defendants, leading to multiple rounds of interrogatories, requests for production, and other written discovery;
- extensively meeting and conferring with Defendants, including numerous letters regarding various discovery issues (resulting in multiple motions (*see, e.g.*, ECF Nos. 316, 389, 415, 536, 633)), including privilege issues, production deficiencies regarding Defendants’ documents and transactional data, the identification of the parties’ custodians and deposition witnesses, responses to Defendants’ document requests, and the analysis of hundreds of proposed strings of search terms;
- assisting class representatives in responding to voluminous written discovery from Defendants, including over 107 requests for production of documents and data, and numerous interrogatories;
- overseeing and/or directly collecting, organizing, reviewing and producing over 81,000 responsive documents in order to meet the discovery obligations of 23 separate class representative dealership groups and defending the depositions of two class representatives during merits discovery;
- with the PSC, serving 30 document subpoenas to third parties and engaging in extensive meet and confers to secure production of thousands of documents as well as data, which was then reviewed and analyzed by Lead Counsel and PSC members;
- organizing, coordinating, and staffing a major document review effort where Lead Counsel oversaw attorneys from eleven firms in the review of over 1.2 million documents produced by Defendants and third-parties, developing detailed background materials to ensure reviewing attorneys were trained in proper review practices, and holding regular phone conferences with the full document review team throughout the review process;
- managing multiple small teams of document reviewers to review deponent custodial files for potential deposition exhibits, requiring frequent adjustment to keep up with a changing deposition schedule involving over 100 deponents;

- overseeing the scheduling and preparation for over 100 depositions including those of Defendants' employees and expert witnesses, and directly taking or participating in the majority of same;
- filing and defending against numerous motions, including motions to compel production of documents, inadequately logged privilege entries, and a successful defense against Defendants' motion to bar the "new initial conspiracy period";
- opposing CDK's and Reynolds's motions to dismiss and to compel arbitration (with assistance from the PSC), which required extensive briefing of complicated legal issues, including the submission by Lead Counsel of several rounds of supplemental authority (ECF Nos. 366, 420; *see also* ECF No. 507 (decision largely denying CDK's motion, after Reynolds's settlement was approved));
- prevailing on dismissal of CDK's counterclaims against certain named plaintiffs which alleged violations of the Computer Fraud and Abuse Act (ECF No. 749);
- negotiating a \$29.5 million settlement with Reynolds in 2018, plus Reynolds's payment of up to \$250,000 in notice costs and, in connection with the settlement, vetting potential settlement administrators -- choosing Epiq Class Action & Claims Solutions, Inc. ("Epiq") -- and coordinating the notice program with Epiq, drafting all notices, etc.;
- drafting preliminary and final approval motions for the Reynolds Settlement (receiving final approval in January 2019, ECF No. 502) and motion for advancement of litigation expenses (granted January 23, 2019, ECF No. 501);
- retaining industry expert, Allan Stejskal, to evaluate and write a report regarding Defendants' business practices and the larger automotive software industry landscape and successfully defending his opinions against a *Daubert* challenge filed by CDK (*see* ECF No. 1321);
- retaining cybersecurity expert, Seth Neilson, Ph.D., who offered a 143-page rebuttal report (plus appendices) addressing Defendants' security measures and the opinions of CDK's security expert and responding to opinions proffered by Defendants' security experts;
- retaining expert economist, Dr. Michael A. Williams, to analyze Defendants' and non-parties' transactional data and other documents that resulted in a 97-page opening report and 106-page reply report (both featuring additional lengthy appendices and citation to hundreds of exhibits and discovery documents), which formed the basis of Dealership Plaintiffs' damages calculations, and working closely with Dr. Williams to ensure the successful defense of his opinions against extensive merits *Daubert* briefing (*see* ECF No. 1321);⁷
- successfully defending Dealership Plaintiffs' numerous claims against lengthy and complicated motion for summary judgment filed by CDK (*see* ECF No. 1381), an effort requiring Lead Counsel to gather more than 500 exhibits, respond to more than 194 statements of fact, and

⁷ *See* ECF No. 1287 (Minute Entry stating there was a large "volume of challenging issues raised in approximately 500 pages of *Daubert* briefing").

proffer 150 additional statements of fact, and consisting of thousands of pages of briefing, relevant evidence and testimony;

- obtaining summary judgment against CDK's counterclaims against several class representatives that alleged breach of contract and violations of the Digital Millennium Copyright Act ("DMCA") (*see* ECF No. 1382);
- conducting, during the pendency of the parties' *Daubert* and summary judgment motions, substantial informational presentations for the Court, including counterpoints to Defendants' presentations;
- briefing Dealership Plaintiffs' opposition to CDK's motion for certification under 28 U.S.C. § 1292(b) of an interlocutory appeal regarding portions of the Court's summary judgment opinion, which remained pending at the time of the CDK Settlement;
- undertaking additional and significant discovery tasks during the class certification phase of the case, requiring the collection, review and production of numerous documents and data from all class representatives, as well as preparing witnesses for 16 class representative depositions, of which Lead Counsel defended all but one;
- submitting extensive briefing on Dealership Plaintiffs' motion for class certification, including responding to detailed appendices by CDK, as well as oral argument;⁸
- working with economics expert, Dr. Williams, to produce a 169-page opening class certification report, a 203-page reply report for class certification, a 91-page sur-reply class certification report, and a declaration in support of Dealership Plaintiffs' *Daubert* challenge of a CDK expert;
- briefing an entire *second* round of *Daubert* challenges, including defending against CDK's challenges to Dr. Williams' methodology at class certification, which remained pending at the time the CDK Settlement was reached.
- preparing for a lengthy and complicated trial against CDK (set to begin on September 20, 2024);
- securing a second substantial monetary settlement in this case through in-depth discussions and arm's length negotiations with CDK for \$100 million, plus up to \$250 thousand in notice and administration costs, bringing the total settlement amount in this case to \$129.5 million, plus interest; and drafting the settlement agreement and associated documents;
- drafting preliminary approval motion for CDK Settlement (granted August 23, 2024, ECF No. 1531), working with expert, Dr. Williams, to create and implement an Allocation Plan, drafting notices for the notice plan and claims submission process, and coordinating with Epiq; and

⁸ The CDK Settlement was reached when the class certification motion was *sub judice*.

- continuously updating and responding to questions from Class Members (including regarding the settlements) and publishing important developments concerning the case on a publicly-available website (dealershipclassdmssettlement.com).⁹

23. The foregoing list does not detail each and every task performed by Lead Counsel in the seven years of litigating this matter, and many other tasks have been performed.

24. The total number of hours reasonably expended on this litigation by Lead Counsel from inception to August 16, 2024 (the filing of preliminary approval) is 46,297.1 hours. The total lodestar for Lead Counsel at historical rates is \$31,080,998.50. A summary of those hours by task description is attached hereto as **Appendix E**. Expense items are billed separately and are not duplicated in Lead Counsel's lodestar.

25. Lead Counsel has also incurred \$2,876,239.09 in expenses, in addition to the \$3 million amount previously authorized for litigation expenses under the Reynolds Settlement, that are reflected in the books and records of the firm, all of which were reasonable and necessary for the prosecution of this case. A summary of those expenses by category is attached hereto as **Appendix F**. These books and records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. Lead Counsel's firm's expense records are available for inspection by the Court if necessary.

26. The majority of the expenses incurred on behalf of Dealership Plaintiffs were for extensive expert work. Dealership Plaintiffs' economics expert, Dr. Williams, submitted five expert reports (totaling 666 pages with numerous exhibits and appendices) and one declaration, and sat for two depositions as part of the merits and class certification portions of the case. Likewise, Dealership

⁹ Since the filing of preliminary approval of the CDK Settlement, Lead Counsel has devoted substantial hours not included in its submitted lodestar, including hours for briefing, staffing a settlement information hotline (four hours every weekday from September 23, 2024 to the close of the claims submission on January 9, 2025), and responding to inquiries from Class Members. Lead Counsel is also in continuous contact with Epiq and Class Members to ensure the claims administration process runs smoothly and efficiently.

Plaintiffs' industry expert, Allan Stejskal, submitted an expert report and sat for deposition, while Dealership Plaintiff's cybersecurity expert, Seth Neilson, Ph.D., submitted two expert reports and was also deposed by CDK. In total, these experts' fees amount to \$5,356,452.05, or approximately 74% of all expenses incurred by the Dealership Class in this litigation.

27. Lead Counsel has a referral fee agreement with Bellavia Blatt, PC. Payment under this fee agreement would be from Lead Counsel and does not increase the total fees requested by Class Counsel or otherwise reduce the amount recovered by the Dealership Class. The details of the agreement can be provided to the Court *in camera* at the Court's request.

E. Class Representatives Service Awards

28. There are 23 class representatives, each of whom vigorously represented the interests of the Dealership Class and substantially contributed to this litigation's successful outcome. The services of multiple representatives of the Class were important, as the Complaint asserted claims under the laws of twenty-six states, and CDK argued that representatives for *each* state are necessary. *See* ECF No. 1457 at 36.

29. In taking part in this litigation, class representatives undertook substantial risks. Most of them opposed their *current* DMS provider and risked retaliation by a supplier on whom they relied for critical business operations. In fact, CDK filed counterclaims against certain class representatives (which were ultimately dismissed), including DMCA claims seeking millions of dollars in damages. *See* ECF Nos. 749 at 24; 1382 at 9, 17. This underscores the enormous risks undertaken by the class representatives.

30. Class representative's contributions to this litigation include the following:

- consulting with Class Counsel, continuing to stay apprised of, and inquire about, the status of the litigation, discovery matters, and other information;
- answering detailed interrogatories;

- collecting, organizing, and transmitting hardcopy and electronic copies of documents in response to requests for production, resulting in more than 81,000 responsive documents being produced; and
- sixteen class representatives preparing for and sitting for lengthy depositions.

31. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Birmingham, Alabama on November 27, 2024.

/s/ Peggy J. Wedgworth
Peggy J. Wedgworth

Appendix A

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION
CLASS COUNSEL LODESTAR AT HISTORICAL BILLING RATES

Firm	Total Lodestar from Inception to August 16, 2024
Barrett Law Group	\$ 482,650.50
Bellavia Blatt PC	\$ 255,242.50
Berger Montague PC	\$ 148,858.00
Clifford Law Offices	\$ 47,795.00
Goldman, Scarlato & Penny, P.C.	\$ 560,360.00
Gustafson Gluek PLLC	\$ 2,914,705.00
Haynesworth Sinkler Boyd	\$ 13,591.50
Isaac Wiles & Burkholder, LLC	\$ 261,462.50
Lockridge Grindal Nauen PLLP	\$ 552,012.50
Milberg Coleman Bryson Phillips Grossman, PLLC	\$31,080,998.50
Robbins LLP	\$ 543,394.00
Robbins Geller Rudman & Dowd	\$ 3,762,433.25
Taus, Cebulash & Landau, LLP	\$ 404,600.00
Wagoner Law Group	\$ 59,319.00
Wexler Boley & Elgersma LLP	\$ 497,309.00
TOTAL LODESTAR	\$41,581,821.25

Appendix B

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION
CLASS COUNSEL SUMMARY HOURS BY TASK CODE

TASK CODE	Total Hours from Inception to August 16, 2024
1. Factual Research & Investigation	1,085.75
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	12,763.6
3. Drafting Complaint/Consolidated Complaint	1,870
4. Client Communications	883.6
5. Administrative	877.1
6. Lead Counsel Calls/Meetings	3,895.7
7. PSC Calls/Meeting	469.1
8. Document Review	9,512.35
9. Preparation for and Taking/ Defending Depositions	10,323.25
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	16,236.5
11. Litigation Strategy, Analysis & Case Management	2,784
12. Experts/Consultants	3,284
13. Settlement	2,474.3
14. Trial Preparation and Trial	663.5
15. Court Appearances and Preparation	1,171.1
16. Appeals	0.3
17. Mediation / ADR	167.7
18. Miscellaneous	808.9
TOTAL HOURS	69,270.75

Appendix C

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION
CLASS COUNSEL SUMMARY EXPENSES BY FIRM

Firm	Total Expenses from Inception
Barrett Law Group, P.A.	\$ 2,063.92
Bellavia Blatt PC	\$ 472.90
Berger Montague PC	\$ 150.00
Clifford Law Offices	\$ 0
Goldman, Scarlato & Penny, P.C.	\$ 0
Gustafson Gluek PLLC	\$ 255,629.30
Haynesworth Sinkler Boyd	\$ 47.89
Isaac Wiles & Burkholder LLC	\$ 1,067.68
Lockridge Grindal Nauen PLLP	\$ 426.20
Milberg Coleman Bryson Phillips Grossman, PLLC	\$ 5,876,239.09
Robbins LLP	\$ 3,449.62
Robbins Geller Rudman & Dowd LLP	\$ 1,051,699.63
Taus, Cebulash & Landau, LLP	\$ 0
WM Law	\$ 887.63
Wexler Boley & Elgersma LLP	\$ 0
TOTAL EXPENSES	\$ 7,192,133.86

Appendix D

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION
CLASS COUNSEL SUMMARY EXPENSES BY CATEGORY

Category	Total Expenses from Inception
1. Postage/Express/Delivery/Messenger	\$ 13,200.82
2. Hotels	\$ 110,482.27
3. Meals	\$ 30,240.06
4. Mileage	\$ 1,051.46
5. Air Travel	\$ 133,900.71
6. Deposition Costs (for all court reporter and videographer costs)	\$ 192,443.93
7. Lexis/Westlaw/Bloomberg/Pacer	\$ 105,928.31
8. Witness Expenses	\$ 0
9. Professional Expenses (expert, investigator, accountant, etc.)	\$ 5,441,230.79
10. Court Fees (filing fees, etc.)	\$ 4,247.07
11. Commercial Copies (and Liaison Counsel printing/copy)	\$ 39,347.85
12. Service of Process Fees	\$ 3,399.47
13. Litigation Fund	\$ 125,000.00
14. Court Reporters/Hearing and Trial Transcripts	\$ 2,699.33
15. Ground Transportation (i.e., rental car, taxi)	\$ 31,851.60
16. Other	\$ 957,110.19
TOTAL EXPENSES	\$ 7,192,133.86

Appendix E

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION**Milberg Coleman Bryson Phillips Grossman, PLLC
Lodestar at Historical Billing Rates**

TASK CODE	Total Hours from Inception to August 16, 2024	Historical Rate Lodestar
1. Factual Research & Investigation	760.90	\$ 465,682.90
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	8,293.90	\$ 5,029,362.30
3. Drafting Complaint/Consolidated Complaint	1,345.70	\$ 872,570.00
4. Client Communications	512.40	\$ 264,961.40
5. Administrative	794.70	\$ 260,189.40
6. Lead Counsel Calls/Meetings	2,325.50	\$ 1,384,625.90
7. PSC Calls/Meeting	328.60	\$ 239,082.00
8. Document Review	2,180.30	\$ 763,105.00
9. Preparation for and Taking/ Defending Depositions	5,619.30	\$ 4,065,094.80
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	14,715.10	\$ 10,329,361.00
11. Litigation Strategy, Analysis & Case Management	1,615.20	\$ 1,284,451.90
12. Experts/Consultants	2,862.70	\$ 1,946,382.40
13. Settlement	2,318.90	\$ 1,973,468.10
14. Trial Preparation and Trial	632.20	\$ 585,721.60
15. Court Appearances and Preparation	1,035.20	\$ 841,913.50
16. Appeals	0.30	\$ 299.10
17. Mediation / ADR	159.40	\$ 117,499.20
18. Miscellaneous	796.80	\$ 657,228.00
TOTAL HOURS	46,297.10	\$ 31,080,998.50

Appendix F

IN RE: DEALER MANAGEMENT SYSTEMS ANTITRUST LITIGATION**Milberg Coleman Bryson Phillips Grossman, PLLC**
Expenses By Category

Category	Total Expenses
1. Postage/Express/Delivery/Messenger	\$ 10,020.92
2. Hotels	\$ 82,698.70
3. Meals	\$ 23,401.42
4. Mileage	\$ 0
5. Air Travel	\$ 86,985.88
6. Deposition Costs (for all court reporter and videographer costs)	\$ 190,299.80
7. Lexis/Westlaw/Bloomberg/Pacer	\$ 95,148.27
8. Witness Expenses	\$ 0
9. Professional Expenses (expert, investigator, accountant, etc.)	\$ 5,241,230.79 ¹
Competition Economics, LLC and Berkely Research Group- Michael A. Williams, Ph.D. (Economics Expert) \$4,903,824.37 ²	
Crimson Vista, Inc - Seth Neilson, Ph.D. (Cyber Security Expert) \$235,003.96	
Fontana Advisors - Allan Stejskal (Industry Expert) \$17,623.72	

¹ Milberg's Expenses under Category 9 are inclusive of expenses covered by the \$3 million amount previously authorized for litigation expenses under the Reynolds Settlement (*see* ECF No. 501).

² In addition to Milberg Coleman Bryson Phillips Grossman, PLLC's expert expenses, Gustafson Gluek LLC contributed an additional \$200,000.00 for the payment of Berkely Research Group ("BRG") as reflected in the amount shown in Category 9 of Exhibit 2 to Appendix L, the Declaration of Daniel C. Hedlund in Support of Dealership Class Counsel's Motion for Attorneys' Fees, Reimbursement of Expenses, and Class Representative Service Awards. Class Counsel's total expenses as to BRG are \$5,103,824.37 and the total amount expert expenses to date for Dealership Plaintiffs' economic, cyber security, and industry experts is \$5,356,452.05.

Epiq Class Action and Claims Solutions, Inc. (Reynolds Settlement Administrator/Escrow Agent) \$32,569.35	
Repario (Document Hosting and Discovery) \$41,189.19	
Thompson Hine (Third Party Discovery Vendor) \$2,379.00	
Strut Legal (Document Hyperlinking) \$10,914.25	
10. Court Fees (filing fees, etc.)	\$ 1,717.07
11. Commercial Copies (and Liaison Counsel printing/copy)	\$ 3,733.40
12. Service of Process Fees	\$ 224.52
13. Litigation Fund	\$ 100,000.00
14. Court Reporters/Hearing and Trial Transcripts	\$ 1,513.33
15. Ground Transportation (i.e., rental car, taxi)	\$ 24,978.65
16. Other	\$ 14,286.34
TOTAL EXPENSES	\$ 5,876,239.09

Appendix G

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF BARRETT LAW GROUP, P.A. IN SUPPORT OF DEALERSHIP
CLASS COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Don Barrett, pursuant to 28 USC § 1746 declare as follows:

1. I am a Partner with the law firm Barrett Law Group, P.A. I am a member of the Mississippi bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Sterling Aldridge, Partner; Richard Barrett, Partner; Brandi Hamilton, Associate; Nanci-Taylor Maddux, Paralegal; Katherine Riley, Partner; Lisa Barrett, Contract Attorney; Ben White, Contract Attorney.

5. During the course of this litigation, my firm has been involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Factual Research and Investigation
- Discovery of Plaintiffs, Defendants or Third Parties
- Document Review
- Pleadings, Briefs and Pre-Trial Motions
- Litigation Strategy, Analysis and Case Management
- Settlement
- Court Appearance and Preparation
- Administrative

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks.

The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted 2

by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1358.3 hours. The total lodestar for my firm at historical rates is \$482,650.50. Expense items are billed separately and are not duplicated in my firm's lodestar.


9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records

and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$2063.92 in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 18, 2024.



Don Barrett

EXHIBIT 1: BARRETT LAW GROUP, P.A. Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	2.3	\$ 1082.50
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	55.6	\$ 14,025.00
3. Drafting Complaint/Consolidated Complaint		
4. Client Communications		
5. Administrative	7.5	\$ 3167.50
6. Lead Counsel Calls/Meetings		
7. PSC Calls/Meeting		
8. Document Review	1244.5	\$ 435,638.00
9. Preparation for and Taking/Defending Depositions		
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	13.3	\$ 5462.50
11. Litigation Strategy, Analysis & Case Management	18.7	\$ 15,640.00
12. Experts/Consultants		
13. Settlement	.9	\$ 272.50
14. Trial Preparation and Trial		
15. Court Appearances and Preparation	15.5	\$ 7362.50
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	1358.3	\$ 482,650.50

EXHIBIT 2: BARRETT LAW GROUP, PA. Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	
2. Hotels	\$206.62
3. Meals	\$204.69
4. Mileage	
5. Air Travel	\$1093.00
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	\$119.61
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	\$300.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	\$140.00
16. Other	
TOTALS	\$2063.92

Appendix H

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF LEONARD A. BELLAVIA IN SUPPORT OF DEALERSHIP
CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Leonard a. Bellavia, pursuant to 28 USC § 1746 declare as follows:

1. I am the senior partner with the law firm Bellavia Blatt, P.C. I am a member of the New York State bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel's Motion for Attorneys' Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel ("Lead Counsel")¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm's submission

¹ "Lead Counsel" refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Leonard A. Bellavia (Partner) and Steven Blatt (Partner).

5. During the course of this litigation, my firm has been involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Factual research and investigation
- Discovery of plaintiff’s, defendants or third parties
- Client and prospective plaintiff dealer class representative communications
- Drafting Complaint/Consolidated Complaint
- Lead Counsel calls/meetings
- Litigation strategy, analysis and case management
- Pleadings, Briefs, and Pre-Trial Motions (including legal research)
- Experts/Consultants
- Mediation
- Settlement

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts

in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 512.5 hours. The total lodestar for my firm at historical rates is \$252,332.50. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$472.90 in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and

include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 21, 2024
Mineola, New York



LEONARD A. BELLAVIA

EXHIBIT 1: Bellavia Blatt, PC Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	26.1	\$12,789.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	116.2	\$56,938.00
3. Drafting Complaint/Consolidated Complaint	5.1	\$2,499.00
4. Client Communications	207.4	\$101,626.00
5. Administrative	2.4	\$1,176.00
6. Lead Counsel Calls/Meetings	69.8	\$34,319.50
7. PSC Calls/Meeting		
8. Document Review		
9. Preparation for and Taking/Defending Depositions		
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	8.4	\$4,116.00
11. Litigation Strategy, Analysis & Case Management	19.1	\$9,359.00
12. Experts/Consultants	3.2	\$1,568.00
13. Settlement	46.7	\$23,973.00
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR	8.1	\$3,969.00
18. Miscellaneous (requires detailed explanation)		
TOTALS	512.5	\$252,332.50

EXHIBIT 2: Bellavia Blatt, PC Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	
2. Hotels	\$310.53
3. Meals	
4. Mileage	
5. Air Travel	
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	\$18.04
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	\$108.63
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	\$35.70
16. Other	
TOTALS	\$472.90

Appendix I

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF DANIEL J. WALKER IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Daniel J. Walker, pursuant to 28 USC § 1746 declare as follows:

1. I am a Shareholder with the law firm Berger Montague PC. I am a member of the bars of the District of Columbia and State of New York, and I am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm's submission of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs ("Dealership Plaintiffs").

4. The attorney at my firm who primarily worked on this case was Senior Attorney Eugene Tompkins.

5. During this litigation, my firm was primarily involved in reviewing and coding plaintiffs' documents on behalf of Dealership Plaintiffs, as assigned and/or approved by Lead Counsel.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm's partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm's historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm's partners, attorneys and professional legal support staff are my firm's usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm,

years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is **421.80** hours. The total lodestar for my firm at historical rates is **\$148,858.00**. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of **\$150.00** in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Washington, DC on November 11, 2024.

/s/ Daniel J. Walker

DANIEL J. WALKER

EXHIBIT 1: BERGER MONTAGUE PC Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation		
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)		
3. Drafting Complaint/Consolidated Complaint		
4. Client Communications		
5. Administrative	2.60	1,722.00
6. Lead Counsel Calls/Meetings	1.60	976.00
7. PSC Calls/Meeting		
8. Document Review	417.60	\$146,160.00
9. Preparation for and Taking/ Defending Depositions		
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management		
12. Experts/Consultants		
13. Settlement		
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	421.80	\$148,858.00

EXHIBIT 2: BERGER MONTAGUE PC Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	
2. Hotels	
3. Meals	
4. Mileage	
5. Air Travel	
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	\$150.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	
16. Other	
TOTALS	\$150.00

Appendix J

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

This Document Relates To:

THE DEALERSHIP CLASS ACTION

MDL No. 2817
Case No. 18-cv-00864

Hon. Rebecca R. Pallmeyer

**DECLARATION OF SHANNON M. MCNULTY IN SUPPORT OF DEALERSHIP
CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Shannon M. McNulty, pursuant to 28 USC § 1746 declare as follows:

1. I am a Partner with the law firm Clifford Law Offices, P.C. I am a member of the Illinois bar and am admitted to both the general and trial bars of this Court. The Court appointed Clifford Law Offices, P.C.¹ as Liaison Counsel in the above-captioned matter. *See* ECF No. 123.

2. I respectfully submit this declaration in support of Dealership Class Counsel's Motion for Attorneys' Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel ("Lead Counsel")² sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm

¹ Shortly after appointment, Robert A. Clifford was appointed as lead counsel in In Re: Ethiopian Airlines 302 Crash, Case No. 1:19-cv-2170 (Consolidated). His Partner, Shannon M. McNulty, maintained the responsibilities of the firm, in consultation with Mr. Clifford.

² "Lead Counsel" refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm's submission of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs ("Dealership Plaintiffs").

4. The attorney at my firm who worked on this case was me, Shannon M. McNulty (Partner), in consultation with Robert A. Clifford (Founding/Senior Partner).

5. During the course of this litigation, my firm has been involved in several tasks concerning filings, strategy and local rules of practice, all on behalf of Dealership Plaintiffs, and all assigned and/or approved by Lead Counsel, including tasks such as editing and filing pleadings; seeking leave for various supplemental pleadings, sharing work product concerning jury trials in this District.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by Shannon M. McNulty, who was involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on historical billing rates in effect at the time services were performed. The historical hourly rates for are my usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation, and approved by Court's in other litigation for which I have submitted time. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. The rates are based on a variety of factors, including years of practice, years at the firm, years in the current position (*e.g.*, years as

a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from my firm's appointment as liaison counsel in 2018 to the date of this declaration is 66.80 hours. The total lodestar for my firm is \$47,795.00. My firm carried no expenses related to its role in this case.

9. I hereby certify that the fees sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

10. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Chicago, Illinois on November 26, 2024.

/s/ Shannon M. McNulty

Shannon M. McNulty

CLIFFORD LAW OFFICES, P.C.

120 North LaSalle Street, Suite 3100

Chicago, IL 60602

T: 312-899-9090

F: 312-251-1160

smm@cliffordlaw.com

EXHIBIT 1: CLIFFORD LAW OFFICES, P.C.**Lodestar at Historical Billing Rates**

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	0	\$0.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	8.10	\$5,865.00
3. Drafting Complaint/Consolidated Complaint	8.90	\$6,230.00
4. Client Communications	1.50	\$1,050.00
5. Administrative	13.90	\$9,730.00
6. Lead Counsel Calls/Meetings	0.60	\$420.00
7. PSC Calls/Meeting	4.90	\$3,430.00
8. Document Review	0	\$0.00
9. Preparation for and Taking/ Defending Depositions	0	\$0.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	15.10	\$10,915.00.
11. Litigation Strategy, Analysis & Case Management	5.80	\$4,180.00
12. Experts/Consultants	0	\$0.00
13. Settlement	0	\$0.00
14. Trial Preparation and Trial	0	\$0.00
15. Court Appearances and Preparation	8.00	\$5,975.00
16. Appeals	0	\$0.00
17. Mediation / ADR	0	\$0.00
18. Miscellaneous(requires detailed explanation)	0	\$0.00
TOTALS	66.80	\$47,795.00

Appendix K

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF BRIAN D. PENNY IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Brian D. Penny, pursuant to 28 USC § 1746 declare as follows:

1. I am a Partner with the law firm Goldman Scarlato & Penny, P.C. I am a member of the Pennsylvania bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Christopher Mooney and Robert Biela.

5. During the course of this litigation, my firm has participated in discovery tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Document review, and
- Deposition preparation

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm’s rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm,

years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1,602.2 hours. The total lodestar for my firm at historical rates is \$560,360.00. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. My firm is not seeking a reimbursement of expenses in this litigation.

10. I hereby certify that the fees sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Conshohocken, Pennsylvania on November 20, 2024.

/s/ Brian D. Penny
Brian D. Penny

EXHIBIT 1: Goldman Scarlato & Penny's Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	8.2	\$2,460.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	9.9	\$3,465.00
3. Drafting Complaint/Consolidated Complaint		
4. Client Communications		
5. Administrative		
6. Lead Counsel Calls/Meetings	8.1	\$2,835.00
7. PSC Calls/Meeting		
8. Document Review	1,151.8	\$403,130.00
9. Preparation for and Taking/ Defending Depositions	424.2	\$148,470.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management		
12. Experts/Consultants		
13. Settlement		
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	1,602.2	\$560,360.00

Appendix L

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF DANIEL C. HEDLUND IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Daniel C. Hedlund, pursuant to 28 USC § 1746 declare as follows:

1. I am a member with the law firm Gustafson Gluek PLLC. I am a member of the Minnesota bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following:

- Daniel C. Hedlund (Partner and Member of PSC)
- Michelle J. Looby (Partner and Member of PSC)
- David A. Goodwin (Partner)
- Cathy K. Smith (Partner)
- Daniel J. Nordin (Partner and Associate)
- Mickey L. Stevens (Associate)

5. During the course of this litigation, my firm has been involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Identified, collected, reviewed, and produced documents from class representative Waconia Dodge, Inc;
- Reviewed, analyzed, and coded documents produced by defendants;
- Conducted legal research and assisted in drafting opposition to defendants’ motion to dismiss;
- Conducted legal research and assisted in drafting opposition to defendants’ Daubert motion;
- Assisted with deposition defense of class representative Waconia Dodge, Inc.;
- Prepared for and took various depositions;
- Consulted and worked on expert issues;
- Discussed different settlement scenarios with lead counsel;
- Conducted legal research and assisted on various projects in preparation for trial.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through August 16, 2024. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly

rates for my firm's partners, attorneys and professional legal support staff are my firm's usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 through August 16, 2024, is 5,325.45 hours. The total lodestar for my firm at historical rates is \$2,914,705.00. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records

and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$255,629.30 in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Minneapolis, Minnesota on November 25, 2024.

/s/ Daniel C. Hedlund

Daniel C. Hedlund

EXHIBIT 1: Gustafson Gluek PLLC Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	129.35	\$61,250.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	1,478.60	\$799,348.00
3. Drafting Complaint/Consolidated Complaint	207.2	\$109,535.00
4. Client Communications	27.6	\$19,062.50
5. Administrative	23.9	\$15,067.50
6. Lead Counsel Calls/Meetings	11.7	\$7,807.50
7. PSC Calls/Meeting	126.7	\$78,205.00
8. Document Review	523.7	\$183,005.00
9. Preparation for and Taking/ Defending Depositions	1,442.60	\$815,490.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	683.1	\$346,432.00
11. Litigation Strategy, Analysis & Case Management	476.5	\$343,852.50
12. Experts/Consultants	68.3	\$41,400.00
13. Settlement	41.8	\$29,980.00
14. Trial Preparation and Trial	31.3	\$28,327.50
15. Court Appearances and Preparation	41.9	\$28,937.50
16. Appeals	0	0
17. Mediation / ADR	0.2	\$130.00
18. Miscellaneous (travel time)	11	\$6,875.00
TOTALS	5,325.45	\$2,914,705.00

EXHIBIT 2: Gustafson Gluek PLLC Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	\$39.90
2. Hotels	\$7,162.73
3. Meals	\$2,592.38
4. Mileage	\$60.32
5. Air Travel	\$11,812.20
6. Deposition Costs	\$2,144.13
7. Lexis/Westlaw/Bloomberg/PACER	\$4,418.66
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	\$200,000.00
10. Court Fees (filing fees, etc.)	\$300.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	\$25,000.00
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	\$1,955.28
16. Other (Conference Calls and Long Distance)	\$143.70
TOTALS	\$255,629.30

Appendix M

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF H. Clayton Walker, Jr. IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, H. Clayton Walker, Jr., pursuant to 28 USC § 1746 declare as follows:

1. I am a partner with the law firm Haynsworth Sinkler Boyd. I am a member of the South Carolina bar.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: H. Clayton Walker – Partner/Shareholder.

5. During the course of this litigation, my firm has been involved in multiple discovery and other tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Gather information for and complete initial interrogatory answers
- Identify and assemble documents for production
- Follow up to identify and assemble added documents, focus on electronic documents and communications
- Follow up to identify and produce added accounting records
- Communicate with the Dealership Plaintiffs regarding the status of the claim and developments as they occurred, including settlement.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper.

These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 34.60 hours. The total lodestar for my firm at historical rates is \$13,591.50 (with document review capped at \$350). Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$47.89 in expenses, all of which were compliant with the circulated protocol. The expenses

incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Charleston, South Carolina on November 18, 2024.

/s/ H. Clayton Walker, Jr. _____

H. Clayton Walker, Jr.

EXHIBIT 1: Haynsworth Sinkler Boyd, P.A. Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	4.60	\$1,771.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	12.00	\$4,620.00
3. Drafting Complaint/Consolidated Complaint	1.30	\$500.50
4. Client Communications	7.10	\$2,754.50
5. Administrative	.90	\$366.00
6. Lead Counsel Calls/Meetings	1.90	\$731.50
7. PSC Calls/Meeting		
8. Document Review (capped at \$350 on this form)	.30	\$105.00
9. Preparation for and Taking/Defending Depositions		
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management	3.50	\$1,575.00
12. Experts/Consultants		
13. Settlement	3.00	\$1,168.00
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	34.60	\$13,591.50

EXHIBIT 2: Haynsworth Sinkler Boyd, P.A. Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	\$47.89
2. Hotels	
3. Meals	
4. Mileage	
5. Air Travel	
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	
16. Other	
TOTALS	\$47.89

Appendix N

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF BRIAN M. ZETS IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Brian M. Zets, pursuant to 28 USC § 1746 declare as follows:

1. I am an attorney and the managing partner of the law firm Isaac Wiles & Burkholder, LLC. I am a member of the Ohio bar.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Mark Troutman, Partner, Shawn Judge, Of Counsel, Johnna Evans, Associate, and Robert Perryman, Associate.

5. During the course of this litigation, my firm was involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Traveling to Chicago to assist with the hearings on leadership appointments.
- Document review per assignment from Lead Counsel, Peggy Wedgworth.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm’s rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 737.20 hours. The total lodestar for my firm at historical rates is \$261,462.50 Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$1,067.68 in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Franklin County, Ohio on November 19th, 2024.



Brian M. Zets, Managing Partner
Isaac Wiles & Burkholder, LLC

EXHIBIT 1: Isaac Wiles & Burkholder, LLC Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	6.50	\$2762.50
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	0	\$0
3. Drafting Complaint/Consolidated Complaint	7.40	\$3145.00
4. Client Communications	2.10	\$892.50
5. Administrative	1.10	\$445
6. Lead Counsel Calls/Meetings	5.30	\$2252.50
7. PSC Calls/Meeting	0	\$0
8. Document Review	690.20	\$241,570
9. Preparation for and Taking/ Defending Depositions	0	\$0
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	3.10	\$1,317.50
11. Litigation Strategy, Analysis & Case Management	10.00	\$4250
12. Experts/Consultants	0	\$0
13. Settlement	0	\$0
14. Trial Preparation and Trial	0	\$0
15. Court Appearances and Preparation	10.70	\$4,547.50
16. Appeals	0	\$0
17. Mediation / ADR	0	\$0
18. Miscellaneous (requires detailed explanation)	0.80	\$280
TOTALS	737.20	\$261,462.50

EXHIBIT 2: Isaac Wiles & Burkholder, LLC Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	0
2. Hotels	0
3. Meals	0
4. Mileage	\$28.34
5. Air Travel	\$557.96
6. Deposition Costs	0
7. Lexis/Westlaw/Bloomberg/PACER	0
8. Witness Expenses	0
9. Professional Expenses (expert, investigator, accountant, etc.)	0
10. Court Fees (filing fees, etc.)	\$400.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	0
12. Service of Process Fees	0
13. Litigation Fund	0
14. Court Reporters/Hearing and Trial Transcripts	0
15. Ground Transportation	\$63.38
16. Other	\$18
TOTALS	\$1,067.68

Appendix O

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF HEIDI M. SILTON IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Heidi M. Silton, pursuant to 28 U.S.C. § 1746 declare as follows:

1. I am a partner with the law firm Lockridge Grindal Nauen PLLP. I am a member of the Minnesota bar and am also admitted to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Anna M. Horning Nygren, Arielle S. Wagner, Devona L. Wells, Jacob M. Saufley and Stephen M. Owen.

5. During the course of this litigation, my firm has been involved in multiple discovery tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Reviewed and analyzed Defendants’ produced documents;
- Attended weekly conference calls regarding discovery; and
- Review and analyzed second tier discovery documents.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm’s rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1,497.20 hours. The total lodestar for my firm at historical rates is \$552,012.50. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$426.20 in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Minneapolis, Minnesota on November 18 2024.

/s/Heidi M. Sifton

Heidi M. Sifton

EXHIBIT 1:
Lockridge Grindal Nauen PLLP Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	21.00	\$9,950.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	3.50	\$2,797.50
3. Drafting Complaint/Consolidated Complaint	0.00	\$0.00
4. Client Communications	0.00	\$0.00
5. Administrative	5.10	\$3,050.00
6. Lead Counsel Calls/Meetings	0.00	\$0.00
7. PSC Calls/Meeting	0.00	\$0.00
8. Document Review	1,407.20	\$496,075.00
9. Preparation for and Taking/ Defending Depositions	0.00	\$0.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	7.40	\$3,367.50
11. Litigation Strategy, Analysis & Case Management	52.70	\$36,660.00
12. Experts/Consultants	0.00	\$0.00
13. Settlement	0.00	\$0.00
14. Trial Preparation and Trial	0.00	\$0.00
15. Court Appearances and Preparation	0.00	\$0.00
16. Appeals	0.00	\$0.00
17. Mediation / ADR	0.00	\$0.00
18. Miscellaneous (requires detailed explanation)	0.30	\$112.50
TOTALS	1,497.20	\$552,012.50

EXHIBIT 2:
Lockridge Grindal Nauen PLLP Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	\$0.00
2. Hotels	\$0.00
3. Meals	\$0.00
4. Mileage	\$0.00
5. Air Travel	\$0.00
6. Deposition Costs	\$0.00
7. Lexis/Westlaw/Bloomberg/PACER	\$126.20
8. Witness Expenses	\$0.00
9. Professional Expenses (expert, investigator, accountant, etc.)	\$0.00
10. Court Fees (filing fees, etc.)	\$300.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	\$0.00
12. Service of Process Fees	\$0.00
13. Litigation Fund	\$0.00
14. Court Reporters/Hearing and Trial Transcripts	\$0.00
15. Ground Transportation	\$0.00
16. Other	\$0.00
TOTALS	\$426.20

Appendix P

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF GEORGE C. AGUILAR IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, George C. Aguilar, pursuant to 28 USC § 1746 declare as follows:

1. I am a partner with the law firm Robbins LLP. I am a member of the California bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. Throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports to Lead Counsel. My firm’s submission of its compensable time and expenses in this

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: George C. Aguilar, Partner; Gregory E. Del Gaizo, Partner; Michael Nicoud, Partner; Darnell Donahue, Associate, Jacob Ogbozo, Associate; Scott Templeton, Associate; Jorge Espinosa, Staff Attorney; and Samjeev Dave, Staff Attorney.

5. During the course of this litigation, my firm has been involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Assisted lead counsel in the preparation of depositions of numerous deponents
- Assisted lead counsel in the preparation of responses and amended responses to requests for the production of documents and interrogatories
 - Reviewed and coded documents from various Defendants and nonparties
 - Gathered, obtained, catalogued, and organized documents, electronic and paper, including invoices and purchase data, from a dealership Plaintiff
 - Reviewed dealership Plaintiff documents for relevancy, confidentiality, and privilege; assisted in the production of documents
 - Investigated, drafted, prepared, and filed complaint on behalf of dealership Plaintiff
 - Plaintiff communications regarding discovery obligations, authorizations, and review; case updates, mediation and settlement updates and authorizations

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper.

These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1,495.20 hours. The total lodestar for my firm at historical rates is \$543,394.00. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$3,449.62 in expenses, all of which were compliant with the circulated protocol. The expenses

incurred by my firm were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. My firm has a referral fee agreement with Vita Law Offices, P.C.. Payment of referral fees, if any, made by my firm under this fee agreement would be from Robbins LLP's fee and would not increase the overall fees requested by Dealership Plaintiffs' counsel and would not reduce the amount recovered by the Dealership Class. The details of the fee agreement can be provided to the Court at the Court's request.

11. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

12. I declare under penalty of perjury that the foregoing is true and correct.

Executed in San Diego, California on November 18, 2024.

/s/ George Aguilar
GEORGE C. AGUILAR

EXHIBIT 1: Robbins LLP Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation		
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	183.10	\$70,221.50
3. Drafting Complaint/Consolidated Complaint	91.30	\$41,605.00
4. Client Communications	6.20	\$5,042.50
5. Administrative		
6. Lead Counsel Calls/Meetings		
7. PSC Calls/Meeting		
8. Document Review	886.00	\$310,100.00
9. Preparation for and Taking/Defending Depositions	290.90	\$101,220.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management	37.60	\$15,205.00
12. Experts/Consultants		
13. Settlement		
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	1,495.10	\$543,394.00

EXHIBIT 2: Robbins Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	
2. Hotels	\$745.15
3. Meals	
4. Mileage	\$204.72
5. Air Travel	\$2,349.75
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	\$150.00
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	
16. Other	
TOTALS	\$3,449.62

Appendix Q

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re DEALER MANAGEMENT SYSTEMS)	MDL No. 2817
ANTITRUST LITIGATION)	Case No. 1:18-cv-00864
_____))
This Document Relates To:)	Assigned to: Hon. Rebecca R. Pallmeyer
THE DEALERSHIP CLASS ACTION)	Magistrate Judge: Hon. Jeffrey T. Gilbert
_____))
_____))

DECLARATION OF ALEXANDRA S. BERNAY IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF EXPENSES,
AND CLASS REPRESENTATIVE SERVICE AWARDS

I, ALEXANDRA S. BERNAY, pursuant to 28 USC §1746 declare as follows:

1. I am a Partner with the law firm Robbins Geller Rudman & Dowd LLP (“Robbins Geller” or the “Firm”). I am a member of the California bar and am admitted *pro hac vice* to practice in this Court. The Court appointed James Barz and Frank Richter at my Firm as members of the Plaintiffs’ Steering Committee/Liaison Counsel in the above-captioned matter. *See* ECF 123.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or the Firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. The Firm has abided by this protocol, and throughout the course of this litigation, the Firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses and charges (“expenses”), and transmitted those reports on a regular basis to Lead Counsel. The Firm’s submission of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by the Firm were for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at the Firm who primarily worked on this case are the following: James E. Barz (Partner), Alexandra S. Bernay (Partner), Carmen Medici (Partner), Frank Richter

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF 123).

(Partner), Lonnie Browne (Associate), Dominic Loverde (Associate), and Jesse Heirholzer (Staff Attorney). Other attorneys and legal professionals at the Firm also worked on the litigation, but these are the primary attorney timekeepers.

5. During the course of this litigation, the Firm has been involved in multiple tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Discovery matters, including nearly all third party discovery, drafting document requests to defendants and third parties, conducting meet and confers and document review and analysis, drafting motions to compel, and preparing for and taking multiple depositions;
- Work drafting and/or providing research and analysis for the consolidated complaint, oppositions to motions to dismiss, class certification, summary judgment and other motions;
- Plaintiff discovery, including review and production of documents from dealer plaintiffs and defending class representative deposition;
- Participating in Court hearings;
- Working with experts regarding reports in support of class certification; and
- Taking part in strategy related to settlements, including mediation efforts.

6. The schedule attached as Exhibit 1, and incorporated herein, is a detailed summary of the amount of time spent by the Firm's partners, attorneys, and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through June 17, 2024. Exhibit 1 identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on the Firm's historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for the Firm's partners, attorneys, and professional legal support staff are the Firm's usual and customary hourly rates in contingent cases set by the Firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by the Firm to state and federal courts

in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The Firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the Firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this Firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by the Firm from inception of the case in 2017 to June 17, 2024 is 7,183.30 hours. The total lodestar for the Firm at historical rates is \$3,762,433.25. Expense items are billed separately and are not duplicated in the Firm's lodestar.

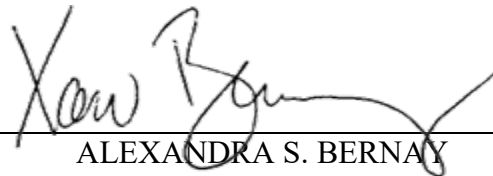
9. The expenses the Firm seeks in litigating this action are reflected in the records of the Firm. These records are prepared from expense vouchers, invoices, receipts, check records, and other source materials and accurately reflect the expenses incurred. The Firm seeks a total of \$1,051,699.63 in expenses, all of which were compliant with the circulated protocol. The Firm provided significant services as a vendor related to eDiscovery Hosting, Management, and Support in this action. An agreement with Lead Counsel was negotiated following numerous meetings by

Lead Counsel with other document hosting vendors, and the Firm's requested expenses include payment for the Firm's vendor charges. The expenses the Firm seeks were reasonable and necessary for the prosecution of this litigation and include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as Exhibit 2.

10. The Firm has a referral fee agreement with Vita Law Offices PC. Payment of referral fees, if any, made by the Firm under this fee agreement would be from Robbins Geller's fee and would not increase the overall fees requested by Dealership Plaintiffs' Counsel and would not reduce the amount recovered by the Dealership Class. The details of the fee agreement can be provided to the Court at the Court's request.

11. I hereby certify that the fees and expenses sought were reasonably necessary to the prosecution of this multiyear class action lawsuit.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 19, 2024, at San Diego, California.



ALEXANDRA S. BERNAY

EXHIBIT 1

EXHIBIT 1**In re Dealer Management Systems Antitrust Litigation, Case No. 1:18-cv-00864****Firm Name: Robbins Geller Rudman & Dowd LLP****Reporting Period: Inception through June 17, 2024**

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	125.90	\$65,091.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	2,472.10	\$1,306,669.00
3. Drafting Complaint/Consolidated Complaint	203.10	\$133,720.50
4. Client Communications	19.90	\$14,604.00
5. Administrative		
6. Lead Counsel Calls/Meetings	0.40	\$220.00
7. PSC Calls/Meetings	8.30	\$4,400.00
8. Document Review (Time capped at \$350 per hour)	824.85	\$288,697.50
9. Preparation for and Taking/Defending Depositions	1,751.45	\$894,621.75
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	736.30	\$392,969.50
11. Litigation Strategy, Analysis & Case Management	582.70	\$415,973.00
12. Experts/Consultants	349.80	\$163,914.00
13. Settlement	62.90	\$48,723.50
14. Trial Preparation and Trial		
15. Court Appearances & Preparation	45.60	\$32,829.50
16. Appeals		
17. Mediation/ADR		
18. Miscellaneous		
Totals	7,183.30	\$3,762,433.25

EXHIBIT 2

EXHIBIT 2*In re: Dealer Management Systems Antitrust Litigation, Case No. 1:18-cv-00864***Robbins Geller Rudman & Dowd LLP**
Inception through September 5, 2024

<i>CATEGORY</i>	<i>AMOUNT</i>
Postage/Express/Delivery Messenger	\$ 3,092.11
Hotels	19,358.54
Meals	3,741.50
Mileage	170.52
Air Travel	31,101.92
Deposition Costs	0
Lexis/Westlaw/Bloomberg/PACER	6,097.53
Witness Expenses	0
Professional Expenses (expert, investigator, accountant, etc.)	0
Court fees (filing fees, etc.)	930.00
Commercial Copies (and Liaison Counsel printing/copy expenses)	35,505.82
Service of Process Fees	3,174.95
Litigation Fund	0
Court Reports/Hearing and Trial Transcripts	1,186.00
Ground Transportation	4,678.59
Other (ediscovery database hosting, management, and support) and Telephone Conferencing	942,662.15
<i>TOTAL</i>	<i>\$ 1,051,699.63</i>

Appendix R

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF KEVIN LANDAU IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Kevin Landau, pursuant to 28 USC § 1746 declare as follows:

1. I am a partner with the law firm Taus, Cebulash & Landau, LLP. I am a member of the New York bar and am admitted *pro hac vice* to practice in this Court.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Tess Bonoli (Associate) and Evan Rosin (Associate).

5. During the course of this litigation, my firm has been involved in discovery tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Document review
- Assist in preparation of depositions

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm’s rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm,

years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1156.0 hours. The total lodestar for my firm at historical rates is \$404,600. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. My firm is not seeking reimbursement for any expenses in this litigation.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in New York on November 13, 2024.

/s/ Kevin Landau
Kevin Landau

EXHIBIT 1: Taus, Cebulash & Landau, LLP Lodestar at Historical & Current Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation		
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)		
3. Drafting Complaint/Consolidated Complaint		
4. Client Communications		
5. Administrative		
6. Lead Counsel Calls/Meetings		
7. PSC Calls/Meeting		
8. Document Review	419	\$146,650
9. Preparation for and Taking/Defending Depositions	737	\$257,950
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management		
12. Experts/Consultants		
13. Settlement		
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	1156	\$404,600

Appendix S

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF JEFFREY L. WAGONER IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Jeffrey L. Wagoner, pursuant to 28 USC § 1746 declare as follows:

1. I am an attorney with the law firm WM LAW. I am a member of the Kansas and Missouri bars.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits, comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys and staff at my firm who primarily worked on this case are the following: Jeffrey L. Wagoner, Attorney, Douglas J. Sisson, Paralegal; and Shannon L. Jenkins, Paralegal.

5. During the course of this litigation, my firm has been involved in discovery and other related tasks on behalf of Dealership Plaintiffs, assigned and/or approved by Lead Counsel, including the following:

- Factual Research & Investigation
- Client communications
- Administrative tasks
- Calls and meetings with Lead Counsel in connection with discovery served on our clients.
- Collection of documents in response to discovery requests
- Preparation for the deposition of client Olathe Toyota

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts in other complex litigation. The document review rate of \$350 an hour is also consistent with

similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms.

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is **268.00** hours. The total lodestar for my firm at historical rates is **\$59,319.00**. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of **\$887.56** in expenses, all of which were compliant with the circulated protocol. The expenses incurred by my firm were reasonable and necessary for the prosecution of this litigation and

include expenses such as travel, meals and lodging, legal research, etc. A summary of those expenses by category, and incorporated herein, is attached as **Exhibit 2**.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Johnson County, Kansas on November 18, 2024.

/s/ Jeffrey L. Wagoner
Jeffrey L. Wagoner, KS #17489; MO #44365,
Declarant

EXHIBIT 1: WM Law Lodestar at Historical Billing Rates

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	.90	\$162.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	78.10	\$14,139.00
3. Drafting Complaint/Consolidated Complaint		
4. Client Communications	99.40	\$23,166.00
5. Administrative	21.60	\$4,158.00
6. Lead Counsel Calls/Meetings	63.50	\$15,669.00
7. PSC Calls/Meeting		
8. Document Review		
9. Preparation for and Taking/ Defending Depositions	4.50	\$2,025.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)		
11. Litigation Strategy, Analysis & Case Management		
12. Experts/Consultants		
13. Settlement		
14. Trial Preparation and Trial		
15. Court Appearances and Preparation		
16. Appeals		
17. Mediation / ADR		
18. Miscellaneous (requires detailed explanation)		
TOTALS	268	\$59,319.00

EXHIBIT 2: WM Law Expense Summary

EXPENSE CATEGORIES	TOTAL
1. Postage/Express/Delivery/Messenger	
2. Hotels	
3. Meals	\$300.07
4. Mileage	\$587.56
5. Air Travel	
6. Deposition Costs	
7. Lexis/Westlaw/Bloomberg/PACER	
8. Witness Expenses	
9. Professional Expenses (expert, investigator, accountant, etc.)	
10. Court Fees (filing fees, etc.)	
11. Commercial Copies (and Liaison Counsel printing/copy expenses)	
12. Service of Process Fees	
13. Litigation Fund	
14. Court Reporters/Hearing and Trial Transcripts	
15. Ground Transportation	
16. Other	
TOTALS	\$887.63

Appendix T

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION**

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Rebecca R. Pallmeyer

THE DEALERSHIP CLASS ACTION

**DECLARATION OF KENNETH A. WEXLER IN SUPPORT OF DEALERSHIP CLASS
COUNSEL’S MOTION FOR ATTORNEYS’ FEES, REIMBURSEMENT OF
EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, Kenneth A. Wexler, pursuant to 28 USC § 1746, declare as follows:

1. I am the Managing Partner of the law firm Wexler Boley & Elgersma LLP. I am a member of the Illinois bar.

2. I respectfully submit this declaration in support of Dealership Class Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and Class Representative Service Awards, filed contemporaneously herewith. The facts set forth in this declaration are based on my personal knowledge and on business records associated with this matter and/or my firm. If called as a witness, I could and would testify competently thereto.

3. In May 2018, shortly after this litigation commenced and leadership was appointed, Dealership Lead Class Counsel (“Lead Counsel”)¹ sent us the time and expense protocol for this matter. My firm has abided by this protocol, and throughout the course of this litigation, my firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted those reports on a regular basis to Lead Counsel. My firm’s submission

¹ “Lead Counsel” refers to Peggy J. Wedgworth and the firm, Milberg Coleman Bryson Phillips Grossman, PLLC, appointed as Lead Counsel for the putative class on April 16, 2018 (ECF No. 123).

of its compensable time and expenses in this declaration and its exhibits comports with the protocol. All of the time and expenses reported by my firm were incurred for the benefit of Dealership Class Plaintiffs (“Dealership Plaintiffs”).

4. The attorneys at my firm who primarily worked on this case are the following: Kenneth A. Wexler (Managing Partner), Justin N. Boley (Partner), Bethany R. Turke (Partner), Tyler J. Story (Partner), and Daniel P. Kelly (Associate).

5. During the course of this litigation, my firm has been involved in myriad discovery and briefing tasks on behalf of Dealership Plaintiffs, assigned, and/or approved by Lead Counsel, including, *inter alia*:

- Review and analysis of Dealership Plaintiffs’ documents for production purposes;
- First- and second-level review and analysis of documents produced by Defendants and third parties;
- Targeted analysis of documents and compilation of related work product for use by expert witnesses;
- Assistance with deposition preparation; and
- Research and drafting in connection with Plaintiffs’ motion to dismiss certain counterclaims.

6. The schedule attached as **Exhibit 1**, and incorporated herein, is a detailed summary of the amount of time spent by my firm’s partners, attorneys and professional legal support staff who were involved in this litigation from the inception of this case in May 2017 through the date of this declaration. **Exhibit 1** identifies the total amount of time devoted to each category of tasks. The lodestar calculation is based on my firm’s historical billing rates in effect at the time services were performed, except for document review which is capped at \$350 per hour. The historical hourly rates for my firm’s partners, attorneys and professional legal support staff are my firm’s usual and customary hourly rates in contingent cases set by the firm for each individual timekeeper. These hourly rates are consistent with hourly rates submitted by my firm to state and federal courts

in other complex litigation. The document review rate of \$350 an hour is also consistent with similar document review billing rates. The firm's rates are set based on a periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. 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, years at the firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this firm or other firms..

7. Consistent with our standard practice and following instructions from Lead Counsel, I and other attorneys and staff working at my direction, audited all of the billable time entries, and deleted any entries in which descriptions were insufficiently detailed, tasks or entries appeared duplicative, or if the specific task or amount of time billed was not reasonably necessary to advance the litigation in the interest of the Dealership Class. In my professional opinion and judgment, the entries appear to be reliable. The final compiled fee documentation has been provided to Lead Counsel for their additional audit and review.

8. The total number of hours reasonably expended on this litigation by my firm from inception of the case in 2017 to the date of this declaration is 1,315.20 hours. The total lodestar for my firm at historical rates is \$497,309.00. Expense items are billed separately and are not duplicated in my firm's lodestar.

9. The expenses my firm incurred in litigating this action are reflected in the records of my firm. These records are prepared from expense vouchers, invoices, receipts, check records and other source materials and accurately reflect the expenses incurred. My firm incurred a total of \$0.00 in expenses.

10. I hereby certify that the fees and expenses sought were actually incurred and were reasonably necessary to the prosecution of this multiyear class action lawsuit.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed in Chicago, IL on November 25, 2024.

/s/ Kenneth A. Wexler
Kenneth A. Wexler

**EXHIBIT 1: Wexler Boley & Elgersma LLP Lodestar
at Historical Billing Rates**

Lodestar Categories	Cumulative Hours	Historical Rate Lodestar
1. Factual Research & Investigation	0	\$0.00
2. Discovery of Plaintiffs, Defendants or Third Parties (excluding categories 8, 9, 10)	52.5	\$26,619.00
3. Drafting Complaint/Consolidated Complaint	0	\$0.00
4. Client Communications	0	\$0.00
5. Administrative	3.4	\$935.00
6. Lead Counsel Calls/Meetings	.1	\$85.00
7. PSC Calls/Meeting	.6	\$515.00
8. Document Review	1,166.7	\$408,345.00
9. Preparation for and Taking/Defending Depositions	.6	\$345.00
10. Pleadings, Briefs, and Pre-Trial Motions (including legal research)	62.1	\$38,512.50
11. Litigation Strategy, Analysis & Case Management	14.9	\$10,870.00
12. Experts/Consultants	0	\$0.00
13. Settlement	.1	\$85.00
14. Trial Preparation and Trial	0	\$0.00
15. Court Appearances and Preparation	14.2	\$10,997.50
16. Appeals	0	\$0.00
17. Mediation / ADR	0	\$0.00
18. Miscellaneous (requires detailed explanation)	0	\$0.00
TOTALS	1,315.20	\$497,309.00