

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC. *et al.*,

Plaintiffs, on behalf of themselves and  
all others similarly situated

vs.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**CLASS COUNSEL'S MOTION FOR AWARD OF ATTORNEYS' FEES,  
REIMBURSEMENT OF EXPENSES, AND PAYMENT OF INCENTIVE  
AWARDS TO CLASS REPRESENTATIVES**

For the reasons set forth in the attached Brief in Support of this Motion, Class Counsel for the Settlement Class and Counsel for Plaintiffs The Shane Group, Inc., Bradley A. Veneberg, Michigan Regional Council of Carpenters Employee Benefits Fund, Abatement Workers National Health and Welfare Fund, Monroe Plumbers & Pipefitter Local 671 Welfare Fund, Scott Steele, Anne Patrice Noah, and Susan Baynard (“Plaintiffs”), submit this Motion for Award of Attorneys’ Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives.

Dated: July 24, 2014

Respectfully submitted,

/s/ Daniel E. Gustafson

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**BRIEF IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AWARD OF  
ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND PAYMENT OF  
INCENTIVE AWARDS TO CLASS REPRESENTATIVES**

**STATEMENT OF ISSUES PRESENTED**

1. Should the Court grant Class Counsel's request for award of attorneys' fees?

Class Counsel's answer: Yes.

2. Should the Court grant Class Counsel's request for reimbursement of expenses?

Class Counsel's answer: Yes.

3. Should the Court grant Class Counsel's request for incentive awards to the class representatives?

Class Counsel's answer: Yes.

**CONTROLLING OR APPROPRIATE AUTHORITY FOR RELIEF SOUGHT**

**Federal Authority**

*Blum v. Stenson*

465 U.S. 886 (1984)

*Boeing Co. v. Van Gemert*

444 U.S. 472 (1980)

*In re Cardizem CD Antitrust Litig.*

218 F.R.D. 508 (E.D. Mich. 2003)

*Hensley v. Eckerhart*

461 U.S. 424 (1983)

*Moulton v. U.S. Steel Corp.*

581 F.3d 344 (6th Cir. 2009)

*Rawlings v. Prudential-Bach Props., Inc.*

9 F.3d 513 (6th Cir. 1993)

*Trs. v. Greenough*

105 U.S. 527 (1881)

Fed. R. Civ. P. 23

**I. INTRODUCTION**

Pursuant to Federal Rules of Civil Procedure 23(h) and 54(d)(2) and the Court's June 26, 2014, Order Granting Preliminary Approval to Proposed Class Settlement, Class Counsel respectfully submit this brief in support of their request for an award of attorney fees of one-third of the Settlement Fund, or \$9,996,667 plus interest, and their litigation expenses of \$3,499,893.02. The substantial recovery in this case, \$29.99 million, was secured only through the focused and diligent advocacy and substantial investment of Plaintiffs' Counsel. Plaintiffs' Counsel have worked on behalf of Plaintiffs and the class for almost six years without compensation of any kind, and with the understanding that their fee would be entirely contingent upon the result they achieved for Plaintiffs and the class.

The requested fee is well within the range awarded in similar complex antitrust class actions. The amount requested is especially warranted in light of the substantial recovery secured for the Settlement Class, the efforts of Plaintiffs' Counsel in obtaining this result, and the significant risks in bringing and pursuing the litigation. Absent this settlement, there was a significant risk that the Settlement Class would ultimately recover a lesser sum, or nothing at all. The litigation could have continued for years through appeals, which would have resulted in compounding expense, all the while risking the potential of no recovery for the Settlement Class.

As with other complex antitrust class actions, the prosecution and settlement of this litigation required great skill and extensive efforts by Plaintiffs' Counsel. This settlement was only achieved after significant efforts in prosecuting this action, including,

but not limited to: (1) extensive work preparing the initial Complaints and the subsequent Consolidated Amended Complaint; (2) briefing and prevailing against Defendant's Motion to Dismiss; (3) extensive consultation and analysis with experts on antitrust issues; (4) participating in over 150 depositions; (5) briefing Plaintiffs' Motion for Class Certification; and (6) exhaustive, extensive, and protracted hard-fought settlement negotiations.

As discussed in greater detail in Plaintiffs' Motion for Preliminary Approval of Settlement, continued litigation posed considerable risks. In the absence of a settlement, Defendant would continue to deny any wrongdoing or any harm from its challenged conduct and, at trial, offer testimony and expert analysis to support its contentions. Jury trials impose an inherent degree of uncertainty regarding the outcome of any case. Class Counsel believe that this settlement reflects an excellent outcome for the Settlement Class and is the result of creative and diligent efforts. In light of these factors, the percentage fee award requested is fair and reasonable.

In accordance with the Court's preliminary approval order, Class Counsel retained Epiq Systems and Kinsella Media to provide notice to the Settlement Class. Also in accordance with this Order, the Notice will inform the Settlement Class that Class Counsel will make an application for attorneys' fees not to exceed one-third of the Settlement Fund, reimbursement of litigation expenses of approximately \$3.5 million, plus settlement expenses, and incentive awards for the named Plaintiffs.

For the reasons set forth herein, Class Counsel respectfully submit that the attorney fees and expenses requested are fair and reasonable under the applicable legal



standards and in light of the contingent risk undertaken, the diligent efforts of counsel, and the substantial monetary benefits obtained. This settlement, and the attendant benefits to the Settlement Class, would not have been possible without the considerable contributions of the named Plaintiffs. Thus, Class Counsel respectfully request that the Court award such fees and expenses to Plaintiffs' Counsel, and grant incentive awards to the class representatives.

## II. FACTUAL BACKGROUND AND PROCEDURAL HISTORY

In late 2010, multiple plaintiffs commenced suit against Blue Cross Blue Shield of Michigan ("BCBSM," "Blue Cross," or "Defendant"). On May 29, 2012, the Court appointed Cohen Milstein Sellers & Toll PLLC, Gustafson Gluek PLLC, The Miller Law Firm, P.C., and Wolf Haldenstein Adler Freeman & Herz LLC as Interim Class Counsel pursuant to Federal Rule of Civil Procedure 23(g). Dkt. No. 69.

Plaintiffs filed a Consolidated Amended Complaint ("CAC") on June 12, 2012. Dkt. No. 72. In the CAC, Plaintiffs allege that, beginning in the mid-2000s, Blue Cross harmed its rivals' ability to compete in the Michigan health insurance market by inserting MFN provisions in many of its contracts with Michigan General Acute Care Hospitals. CAC ¶¶ 2–4. The CAC alleges that this was designed to entrench Blue Cross's dominant position in Michigan by raising its rivals' costs of providing health insurance. *Id.* ¶ 4. The CAC further alleges that the higher hospital charges resulting from the MFN provisions not only raised rivals' costs, but also inflated the charges paid by the other purchasers of hospital care; namely, individual insureds and self-insured entities who, along with Blue Cross's rivals, comprise the Settlement Class. Plaintiffs brought their

claims under Section 1 of the Sherman Act and Section 2 of the Michigan Antitrust Reform Act. On July 20, 2012, Blue Cross filed a Motion to Dismiss the CAC. Dkt. No. 80. Plaintiffs opposed this motion, and the Court denied the motion on November 30, 2012. Dkt. No. 102.

The parties engaged in extensive fact discovery, in coordination with the discovery occurring in the parallel cases brought against Blue Cross by the United States and the State of Michigan<sup>1</sup> and by Aetna.<sup>2</sup> This included the exchange of millions of pages of documents with Blue Cross, procuring millions of pages of documents from third parties, and responding to voluminous interrogatories. In addition to documents, the amount of data produced and analyzed in this case—data reflecting payment terms and numerous other relevant factors for the large majority of healthcare procedures occurring in Michigan General Acute Care Hospitals over a period of about seven years—was voluminous even in the context of complex antitrust litigation. Aside from written discovery and data analysis, Plaintiffs' Counsel also participated in 169 depositions, including many of third-party insurers and hospitals that took place all across, and even outside, the State of Michigan.

On October 21, 2013, Plaintiffs filed their Motion for Class Certification, supported by the expert report of economist Dr. Jeffrey J. Leitzinger. Dkt. No. 133. Defendant filed its opposition to Plaintiffs' motion on February 3, 2014, citing as support,

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<sup>1</sup> *United States v. Blue Cross Blue Shield of Mich.*, No. 10-cv-14155 (E.D. Mich.).

<sup>2</sup> *Aetna Inc. v. Blue Cross Blue Shield of Mich.*, No. 11-cv-15346 (E.D. Mich.).

*inter alia*, the expert report of economist Dr. David S. Sibley. Dkt. No. 139. Blue Cross deposed Dr. Leitzinger, and Plaintiffs' Counsel deposed Dr. Sibley.

Plaintiffs and Blue Cross conducted settlement negotiations on and off for over a year, with discussions intensifying in March 2014. Later that month, the parties reached an agreement in principle and the parties informed the Court of this agreement. The Court entered an Order Adjourning All Deadlines on March 27, 2014. Dkt. No. 146. Finally, after further prolonged and difficult negotiations, the parties finalized a written settlement agreement on June 23, 2014. Under the terms of the Settlement, Blue Cross will deposit \$29.99 million in a Settlement Fund for the benefit of the Settlement Class. Once the Settlement Agreement becomes final, Blue Cross will be released from all claims by Settlement Class Members who do not opt out "arising out of or in any way relating to [Blue Cross's] Most Favored Nation Clauses, or any matter or event occurring up to the execution of this Agreement arising out of the dispute which is the subject of this action." Settlement Agreement ¶¶ 58-59, Dkt. No. 148-1.

On June 23, 2014, Plaintiffs moved the Court for preliminary approval of the settlement, certification of the Settlement Class, approval of the notice plan, appointment of Class Counsel, and joinder of Anne Patrice Noah and Susan Baynard as additional named plaintiffs and class representatives. (Plaintiffs' previous motion to add Noah and Baynard as class representatives had not yet been ruled upon by the Court. Dkt. No. 148.) The Court granted Plaintiffs' Motion on June 26, 2014. Dkt. No. 151.

### III. ARGUMENT

#### A. **Plaintiffs' Counsel Should Be Awarded a Fee from the Settlement Fund**

The Supreme Court has long recognized the “common fund” exception to the general rule that a litigant bears his or her own attorneys’ fees. *Trs. v. Greenough*, 105 U.S. 527, 532–33 (1881). The rationale for the common fund principle was explained in *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980), as follows:

[T]his Court has recognized consistently that a litigant or lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney’s fee from the fund as a whole. . . . Jurisdiction over the fund involved in the litigation allows a court to prevent . . . inequity by assessing attorney’s fees against the entire fund, thus spreading fees proportionally among those benefitted by the suit.

The common fund doctrine both prevents unjust enrichment and encourages counsel to protect the rights of those who have relatively small claims. Federal courts, therefore, have long recognized that fee awards in successful cases promote private enforcement of, and compliance with, important areas of federal and state law, including the federal antitrust laws.

In complex antitrust class actions such as this, where there are numerous purchasers of products with allegedly inflated prices, competent counsel for plaintiffs are frequently retained on a contingent basis. If fees awarded by the courts did not fairly and adequately compensate counsel for the services provided, the risks undertaken, and the delay before any compensation is received, a large segment of the public would be denied a remedy for antitrust violations.

**1. The Court Should Award Attorney Fees Using the Percentage of the Fund Approach**

Plaintiffs' Counsel's long and extensive efforts have resulted in the creation of a Settlement Fund of \$29.99 million. Courts generally favor awarding fees from a common fund based upon the percentage-of-the-fund method. *See Blum v. Stenson*, 465 U.S. 886, 900 n.16 (1984) (stating that in common fund cases "a reasonable fee is based on a percentage of the fund bestowed on the class"); *Sprague v. Ticonic Nat'l Bank*, 307 U.S. 161, 165–66 (1939); *Greenough*, 105 U.S. at 532.

In the Sixth Circuit, there has been a clear "trend towards adoption of a percentage of the fund method in [common fund] cases." *Rawlings v. Prudential-Bach Props., Inc.*, 9 F.3d 513, 515 (6th Cir. 1993). This trend holds true for courts in this District, which almost universally utilize the percentage-of-the-fund approach in common fund cases. *See, e.g., In re Packaged Ice Antitrust Litig.*, No. 08-MDL-01952, 2011 WL 6209188, at \*17 (E.D. Mich. Dec. 13, 2011) (stating that the Sixth Circuit has recognized numerous advantages of the percentage of the fund method); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 531–32 (E.D. Mich. 2003).

A percentage of the fund approach fosters judicial economy by eliminating a detailed and time-consuming lodestar analysis. *Rawlings*, 9 F.3d at 516–17. This is an important feature because "the lodestar method is too cumbersome and time-consuming for the resources of the Court." *In re Cardizem CD*, 218 F.R.D. at 532 (quoting *In re F & M Distribs., Inc. Sec. Litig.*, No. 95-CV-71778, 1999 U.S. Dist. LEXIS 11090, at \*8 (E.D. Mich. 1999)). The lodestar approach burdens a court with the task of reviewing

extensive time records over the course of numerous years, reflecting thousands of hours of attorney time. *Rawlings*, 9 F.3d at 516–17. On the other hand, the percentage of the fund approach is “easy to calculate” and it “establishes reasonable expectations on the part of plaintiffs’ attorneys as to their expected recovery.” *Id.* at 516. More importantly, “the percentage of the fund method more accurately reflects the results achieved.” *Id.*

## **2. The Requested Percentage Is Appropriate When Compared to the Range of Percentage-of-Fund Awards**

The Supreme Court recognizes that an appropriate fee is intended to approximate what counsel would receive if they were bargaining for their services in the marketplace. *Missouri v. Jenkins*, 491 U.S. 274, 285 (1989). If this were a private contingent non-class matter, the customary fee arrangement would be a percentage in the range of 33.33% to 40% of the recovery. *See Blum*, 465 U.S. at 902 n.19 (“In tort suits, an attorney might receive one-third of whatever amount the plaintiff recovers. In those cases, therefore, the fee is directly proportional to the recovery.”). Here, Class Counsel’s request of one-third of the Settlement Fund for fees is at the low end of the customary private contingent fee arrangement.

Moreover, one-third is well within the range of common fund percentage awards made by courts in this District. *See Dallas v. Alcatel-Lucent USA, Inc.*, No. 09-14596, 2012 WL 424878, at \*12 (E.D. Mich. May 20, 2013) (preliminarily approving attorneys’ fees of one-third of the settlement amount); *In re Packaged Ice*, 2011 WL 6209188, at \*19 (noting that an award of “close to 30% appears to be a fairly well-accepted ratio in cases of this type and generally in complex class actions”).

A one-third award is also consistent with awards generally provided in other antitrust class actions. *See, e.g., In re Se. Milk Antitrust Litig.*, No. 2:08-MD-1000, 2013 WL 2155387, at \*9 (E.D. Tenn. May 17, 2013) (awarding 33.33% of \$158 million settlement); *In re Iowa Ready-Mix Concrete Antitrust Litig.*, No. C 10-4038-MWB, 2011 WL 5547159 (N.D. Iowa Nov. 9, 2011) (awarding fee of 33.33% of \$18.5 million settlement fund); *In re Auto. Refinishing Paint Antitrust Litig.*, MDL No. 1426, 2008 WL 63269, at \*1 (E.D. PA. Jan. 3, 2008) (awarding 32% of \$66 million settlement with three of five defendants, and awarding an additional 1/3 of a \$39 million settlement with the remaining two defendants); *In re Remeron Direct Purchaser Antitrust Litig.*, No. CIV. 03-0085, 2005 WL 3008808, at \*15 (D.N.J. Nov. 9, 2005) (noting that a 1/3 fee has been “typical” in common fund litigation); *In re Linerboard Antitrust Litig.*, No. MDL 1261, 2004 WL 1221350, at \*1 (E.D. Pa. June 4, 2004) (awarding 30% of a \$203 million settlement).<sup>3</sup>

### **3. Consideration of the Relevant Factors Justifies an Award of One-Third in this Case**

Courts in the Sixth Circuit evaluate the reasonableness of a requested fee percentage award using six factors: (1) the value of the benefit rendered to the plaintiff class; (2) the value of the services on an hourly basis; (3) whether the services were undertaken on a contingent fee basis; (4) society’s stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel involved on both sides.

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<sup>3</sup> Courts in this District also generally award a fee as a percentage of the gross settlement amount before litigation expenses and settlement administration expenses are deducted. *See In re Packaged Ice*, 2011 WL 6209188, at \*17; *In re Cardizem CD*, 218 F.R.D. at 531–35.

*In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 533. A court is tasked with ensuring that counsel are fairly compensated for the work performed and the result achieved.

*Rawlings*, 9 F.3d at 516.

As discussed below, consideration of these factors demonstrates that a one-third fee award is fair, reasonable, and justified in this case.

**a. The Value of the Benefit Achieved**

Class Counsel have secured a settlement that provides for a substantial and certain cash payment of \$29.99 million for the benefit of the Settlement Class Members. Courts have consistently recognized that the result achieved is a major factor to be considered in making a fee award. *Hensley v. Eckerhart*, 461 U.S. 424, 436 (1983) (noting that the “most critical factor is the degree of success obtained”); *Rawlings*, 9 F.3d at 516 (stating that a percentage of the fund will compensate counsel for the result achieved); *Smillie v. Park Chem. Co.*, 710 F.2d 271, 275 (6th Cir. 1983).

Here, the \$29.99 million Settlement Fund represents an excellent result for the Settlement Class. This recovery represents over 25% of the overcharges that Plaintiffs’ expert preliminarily estimated had been paid by members of the litigation class that Plaintiffs sought to certify. *See* Memorandum in Support of Plaintiffs’ Unopposed Motion for Preliminary Approval of Settlement, Certification of Settlement Class, and Related Relief at 9, Dkt. No. 148. This recovery compares favorably to other class action antitrust settlements. *See, e.g., In re Linerboard Antitrust Litig.*, No. MDL 1261, 2004 U.S. Dist. LEXIS 10532, at \*15 (E.D. Pa. June 2, 2004) (collecting cases in which courts have approved settlements of 5.35% to 28% of estimated damages in complex antitrust



actions). As a result of this settlement, the Settlement Class Members will receive compensation for a portion of their losses and avoid the very real risk of no recovery posed by the absence of a settlement. This is a significant recovery for the Settlement Class and represents a tremendous value to Settlement Class Members.

**b. The Risks of Litigation and the Contingent nature of the Fee**

A determination of a fair fee must include consideration of the contingent nature of the fee and the difficulties that were overcome in obtaining the settlement.

It is an established practice in the private legal market to reward attorneys for taking the risk of non-payment by paying them a premium over their normal hourly rates for winning contingency cases. *See* Richard Posner, *Economic Analysis of Law* §21.9, at 534-35 (3d ed. 1986). Contingent fees that may far exceed the market value of the services if rendered on a non-contingent basis are accepted in the legal profession as a legitimate way of assuring competent representation for plaintiffs who could not afford to pay on an hourly basis regardless whether they win or lose.

*In re Wash. Pub. Power Supply Sys. Sec. Litig.*, 19 F.3d 1291, 1299 (9th Cir. 1994).

Plaintiff's Counsel prosecuted this action on a wholly contingent basis. There have been and will always be numerous contingent fee cases where plaintiffs' counsel receive no compensation, even after the expenditure of thousands of hours of work. Plaintiffs' Counsel are well aware that for any number of reasons, including the discovery of facts unknown when the case was commenced, changes in the law during the pendency of the case, or a decision of a judge or jury following a trial on the merits, this and similar complex antitrust cases can result in no fee. Even plaintiffs who prevail at trial may find their judgment overturned on appeal.

In the present case, Plaintiffs' Counsel overcame numerous difficulties, always assuming the risk of receiving no payment for their efforts. Moreover, as with any antitrust case, prosecution of this matter involved complex issues that necessitated significant and costly expert consultation. Plaintiffs' Counsel undertook these expert expenses, and the substantial expenses necessitated by a very large discovery program, with the risk that there may never be a recovery from which to recoup these expenses. Given the nature of the contingent fee arrangement and the high risk this case presented, a one-third fee is reasonable.

**c. Public Policy Considerations**

Except for the largest of purchasers, class members in complex antitrust class actions are invariably represented by class counsel who are retained on a contingent basis, largely due to the significant commitment of time and expense required. The typical class representative is unlikely to be able to pursue long and protracted litigation at his or her own expense, particularly with the knowledge that others similarly situated will be able to "free-ride" on these efforts at no cost or risk to themselves. This is especially true where, as here, the claims are extremely complex, requiring expert testimony, and where the amount of individual damages may be far less than the investment of time and expense required to prosecute the action. The significant expenses, combined with the high degree of uncertainty of ultimate success, make contingent fees a virtual necessity for such cases.

Compensation in an amount appropriate to encourage attorneys to assume the risk of litigation is in the public interest. Without adequate compensation for plaintiffs'

counsel, victims of antitrust violations would be essentially precluded from vindicating their rights. Thus, “society’s stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others” is an important factor. *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974); *Bowling v. Pfizer, Inc.*, 102 F.3d 777, 780 (6th Cir. 1996); *Smillie*, 710 F.2d at 275. “Society’s stake in rewarding attorneys who can produce such benefits in complex litigation such as in the case at bar counsels in favor of a generous fee . . . .” *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 534 (quoting *F & M Distribs., Inc. Sec. Litig.*, No. 95-CV-71778, 1999 U.S. Dist. LEXIS 11090, at \*18 (E.D. Mich. 1999)). “Society also benefits from the prosecution and settlement of private antitrust litigation.” *Id.* “Encouraging qualified counsel to bring inherently difficult and risky but beneficial class actions like this case benefits society.” *Id.* Without the willingness of Plaintiffs’ Counsel to assume the risks inherent in this case (or in other cases of similar magnitude and complexity), Settlement Class Members would not have recovered anything, let alone the substantial recovery secured here.

**d. The Value of Services on an Hourly Basis**

Plaintiffs’ Counsel expended considerable effort to obtain the settlement for the benefit of the Settlement Class. Courts commonly use counsel lodestar as a “cross-check” to confirm the reasonableness of a percentage award. This analysis is not a precise science, but rather a tool for rough comparison among cases. “Because the lodestar is being used merely as a cross-check, it is unnecessary for the Court to delve into each hour of work that was performed by counsel to ascertain whether the number of

hours reportedly expended was reasonable.” *In re IPO Sec. Litig.*, 671 F. Supp. 2d 467, 506 (S.D.N.Y. 2009).

Class Counsel, together with other Plaintiffs’ Counsel, spent over 34,000 hours of time litigating and securing the successful recovery in this case. At current hourly rates, this results in a lodestar of \$15,497,960.25. Declaration of Daniel C. Hedlund in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, Reimbursement of Expenses, and Incentive Awards to the Class Representatives (“Hedlund Decl.”) ¶ 4. This lodestar represents time spent not only by Class Counsel, but also by law firms that worked at the direction and under the supervision of Class Counsel. *Id.* ¶ 5. The work performed by these other firms included essential communications with class representatives, assistance with briefing, reviewing documents, performing research, and participating in depositions. *Id.*

Pursuant to the Order for Appointment of Interim Class and Liaison Counsel, Dkt. No. 69, it is the responsibility of Interim Class Counsel to make work assignments, collect time and expense reports on a periodic basis, and to allocate any fees awarded by the Court. Class Counsel have acted as gatekeepers on behalf of the Court and the Settlement Class in making work assignments, coordinating work between firms, and avoiding duplication of effort. Except as noted below, Class Counsel have generally not included in the aggregate lodestar time for work that was not performed at the direction of Class Counsel,<sup>4</sup> time that was insufficiently described to determine whether it provided

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<sup>4</sup> Before Class Counsel were appointed by the Court, they could not and did not authorize their co-counsel’s work. Such pre-appointment time is therefore included in the time reported to the

a benefit to the Settlement Class, duplicative time, and time spent on internal firm administrative tasks. *Id.* ¶ 6. Class Counsel also excluded time spent in the preparation of this Motion for Attorney Fees. *Id.* ¶ 7.

Although courts in this Circuit generally use a percentage of the fund approach in cases of this type, they also recognize that, if a lodestar method were employed, it may be appropriate to use a “multiplier” or enhancement. The multiplier is the ratio of the awarded fee to counsel’s lodestar. Where used, “multipliers should compensate counsel for the risk they incurred in bringing a case in which their compensation was contingent on their success, should recognize any extraordinary performance by particular counsel and should encourage the filing of meritorious class actions.” *In re Superior Beverage/Glass Container Consol. Pretrial*, 133 F.R.D. 119, 131 (N.D. Ill. 1990).

Here, a one-third fee, or \$9,996,667, is reasonable as it reflects a lodestar multiplier of only 0.645—which is actually a reduction of Plaintiffs’ Counsel’s total lodestar rather than an enhancement. Courts in this District and elsewhere routinely approve awards that represent a substantial *increase* of counsel’s actual lodestar. *See, e.g., In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 767–68 (S.D. Ohio 2007) (awarding a multiplier of 6 and noting that “[m]ost courts agree that the typical lodestar multiplier . . . ranges from 1.3 to 4.5”); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503–04 (E.D. Mich. 2000) (approving an effective multiplier of 2.21).

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Court, unless it was deficient in some other respect. Class Counsel’s audit of Plaintiffs’ Counsel’s lodestar has been to identify and exclude time clearly not eligible for any compensation. If the Court awards attorney fees, Class Counsel will consider how each firm’s entire lodestar contributed to the result in allocating the award among the different firms. *See Order for Appointment of Interim Class and Liaison Counsel* ¶ 2(1), Dkt. No. 69.

Accordingly, the requested fee of one-third of the Settlement Fund is abundantly reasonable in light of the value of Plaintiffs' Counsel's time on an hourly basis, especially considering that it represents a reduction of Plaintiffs' Counsel's actual lodestar.

**e. The Complexity of the Litigation**

Prosecution of any complex class action presents inherently intricate and novel issues. However, "an antitrust class action is arguably the most complex action to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome." *In re Packaged Ice*, 2011 WL 6209188, at \*19; *see also In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 639 (E.D. Pa. 2003). "This antitrust litigation, like all litigation of its species, promises to be extremely complex and time intensive and there is no question that if settlement fails, the Defendants will mount a strong defense." *In re Packaged Ice*, 2011 WL 6209188, at \*19. The Sixth Circuit has held that the specific characteristics of a class action case can govern the appropriateness of a fee award. *Rawlings*, 9 F.3d at 516 (finding that the district court can determine the appropriate method for calculating attorneys' fees in the light of the "unique characteristics of class actions"). This factor supports awarding the requested fee. The legal and factual issues surrounding this case were extremely complex, as set forth more fully in Class Counsel's Brief in Support of Preliminary Approval. This factor strongly favors a fee award of one-third of the Settlement Fund.

**f. The Quality of the Representation**

Class Counsel are known leaders in the fields of antitrust litigation, class actions, and complex litigation. The quality of their representation here is demonstrated by the substantial benefit achieved for the Settlement Class and the effective prosecution and resolution of the action. The quality of opposing counsel is also important when a court evaluates the services rendered by plaintiffs' counsel. *See, e.g., In re Warner Commc'ns Sec. Litig.*, 618 F. Supp. 735, 749 (S.D.N.Y. 1985) *aff'd*, 798 F.2d 35 (2d Cir. 1986); *Arenson v. Bd. of Trade*, 372 F. Supp. 1349, 1351 (N.D. Ill. 1974). Nationally known, prominent, and extremely capable counsel represented Defendant and vigorously defended this action. The ability of Class Counsel to obtain a favorable result for the Settlement Class in the face of such qualified opposition is further evidence of the quality of their work.

The examination of all these relevant factors shows that they all weigh in favor of the fee award requested, and that the Court should grant Plaintiffs' Counsel's fee application for one-third of the Settlement Fund.

**B. The Expenses Requested Are Reasonable and Should be Reimbursed**

Class Counsel also request reimbursement of expenses incurred in connection with the prosecution of this litigation. Plaintiffs' Counsel have incurred litigation expenses in the aggregate amount of \$3,499,893.02 for the benefit of the Settlement Class.<sup>5</sup>

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<sup>5</sup> Plaintiffs' Counsel also have incurred some settlement expenses, related to the preliminary approval motion and providing notice to the Settlement Class, and will incur further such expense, related to class notice, the motion for final approval of the settlement, and the claims process. The Preliminary Approval Order authorized payment of these expenses up to \$1

“Expense awards are customary when litigants have created a common settlement fund for the benefit of a class.” *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 535. “[C]lass counsel is entitled to reimbursement of all reasonable out-of-pocket litigation expenses and costs in the prosecution of claims and in obtaining settlement, including expenses incurred in connection with document productions, consulting with experts and consultants, travel and other litigation-related expenses.” *Id.* The appropriate analysis to apply in deciding which expenses are compensable in a common fund case of this type is whether the particular costs are of the type typically billed by attorneys to paying clients in the marketplace. *Id.* (citing *In re Synthroid Mktg. Litig.*, 264 F.3d 712, 722 (7th Cir. 2001)); see *U.S. Football League v. Nat’l Football League*, 887 F.2d 408, 416 (2d Cir. 1989) (“[W]e have held that attorney’s fee awards include those reasonable out-of-pocket expenses incurred by attorneys and ordinarily charged to their clients.”). The categories of expenses for which counsel seek reimbursement here are the type of expenses routinely charged to hourly clients and, therefore, should be reimbursed out of the common fund because they were necessary to the prosecution of the case.

A significant component of Plaintiffs’ Counsel’s expenses here is the cost of the expert work performed on behalf of the Settlement Class. Class Counsel retained highly qualified economic experts to analyze the impact of Blue Cross’s MFN clauses on prices of acute care hospital healthcare services in Michigan, and to address other issues such as market definition and market power. This work required complex statistical analysis of

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million. See Order ¶ 18, Dkt. No. 151. Settlement expenses will exceed \$1 million, and Class Counsel intend to seek reimbursement or payment of such expenses above \$1 million at the end of the claims process when they file a motion to distribute the Net Settlement Fund.



extraordinarily large amounts of data. These experts provided significant services on behalf of the Settlement Class and their expenses were necessarily incurred for the successful prosecution of this litigation.

The notice sent to Settlement Class Members will state that Plaintiffs' Counsel will seek reimbursement of litigation expenses up to \$3,500,000. As set forth above, and consistent with this estimate, Plaintiffs' Counsel are seeking reimbursement of litigation expenses of \$3,499,893.02.

**C. The Requested Class Representative Incentive Awards Are Reasonable**

“Incentive awards are typically awards to class representatives for their often extensive involvement with a lawsuit.” *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003). Such awards “are efficacious ways of encouraging members of a class to become class representatives and rewarding individual efforts taken on behalf of the class.” *Id.* The Sixth Circuit has recognized that payment of incentive awards to class representatives is a reasonable use of settlement funds. *Moulton v. U.S. Steel Corp.*, 581 F.3d 344, 351–52 (6th Cir. 2009).

Courts in this District have also granted incentive awards to compensate class representatives for incurring “significant demands on their time and expenses, including submission to depositions and responding to discovery requests for the benefit of absent class members.” *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 535; *see also In re Packaged Ice*, 2012 WL 5493613, at \*9. Accordingly, Courts in this District have approved incentive awards of up to \$15,000 for individual plaintiff class representatives for “providing information to Class Counsel, receiving and approving pleadings, assisting

with discovery, preparing for and attending their depositions, and participating in settlement discussions.” See *In re CMS Energy ERISA Litig.*, No. 02-72834, 2006 WL 2109499, at \*3 (E.D. Mich. June 27, 2006).

Organization class representative plaintiffs often endure a greater burden in the course of litigation by, in part, locating and producing greater numbers of documents and reviewing those documents for 30(b)(6) depositions. Courts therefore have approved larger incentive awards for organizational class representatives. See, e.g., *In re Vitamin C Antitrust Litig.*, No. 06-MD-1738, 2012 WL 5289514, at \*11 (E.D.N.Y. Oct. 23, 2012) (approving incentive awards of \$50,000 each for two organizational class representatives).

The Notice will inform Settlement Class Members that Class Counsel will request incentive awards of up to \$50,000 for each Plaintiff organization and up to \$10,000 for each Plaintiff individual. Consistent with the Notice, Class Counsel requests incentive awards of \$45,000 for Michigan Regional Council of Carpenters Employee Benefits Fund (“Carpenters”), \$35,000 for Abatement Workers National Health and Welfare Fund (“Abatement”), \$35,000 for Monroe Plumbers & Pipefitter Local 671 Welfare Fund (“Plumbers”), and \$20,000 for The Shane Group, Inc. (“Shane Group”), all of which are organization plaintiffs. Class Counsel also requests incentive awards of \$10,000 for Susan Baynard, \$10,000 for Anne Patrice Noah, \$5,000 for Bradley Veneberg, and \$5,000 for Scott Steele. As provided in the Notice, the maximum amount Class Counsel could request for incentive awards for the class representatives is \$240,000, which is 0.8% of the Settlement Fund. However, Class Counsel are only seeking a total of \$165,000 in incentive awards, which is only 0.55% of the Settlement Fund.

Plaintiffs Carpenters, Abatement, and Plumbers filed their initial complaint against Blue Cross over three and a half years ago, in December 2010. Carpenters, Abatement, and Plumbers, and their third party administrators, thereafter spent extensive time and resources representing a class. They all lent their substantive knowledge of the industry, particularly about the experience of self-funded entities, to Plaintiffs' Counsel throughout the litigation. In response to broad document requests from Blue Cross, they produced thousands of documents and extensive data after even broader initial collections that involved both paper and electronic records from multiple custodians. Abatement produced more than 11,000 documents, Carpenters produced more than 19,000 documents, and Plumbers produced more than 30,000 documents. Carpenters, Abatement, and Plumbers also aided in drafting Plaintiffs' interrogatory responses—which numbered nearly 250 pages. Before she was deposed, the 30(b)(6) deponent for Carpenters reviewed documents and prepared extensively for a deposition on a wide range of topics put forth by BCBSM. The requested incentive awards for Carpenters, Plumbers and Abatement would only begin to compensate the funds and their agents for the value of their time and resources spent on the litigation for the benefit of the Settlement Class.

Plaintiff The Shane Group filed its initial complaint against Blue Cross almost four years ago, in October 2010. Since then, Shane Group worked with Class Counsel to locate and produce relevant documents, respond to written discovery, and review filings. Although The Shane Group was not required to prepare a designee to testify in a 30(b)(6) deposition, its contributions justify an incentive award of \$20,000.

Susan Baynard and Anne Patrice Noah provided important and indispensable service to the Settlement Class. They both searched through their personal records multiple times to locate documents that were responsive to Blue Cross's discovery requests. They also worked to obtain responsive documents that were in the custody of third parties. Plaintiffs Noah and Baynard also testified in their depositions, which required them to prepare, travel to Detroit from northern Michigan, and take time off work. Given the amount of time and effort Ms. Noah and Ms. Baynard have spent advancing the interests of the Settlement Class, the requested incentive awards of \$10,000 each are reasonable.

Plaintiff Bradley Veneberg filed his initial complaint against Blue Cross almost four years ago, in October 2010. Mr. Veneberg subsequently worked with Class Counsel to locate and produce relevant documents and respond to discovery requests. Mr. Veneberg was not, however, required to testify in a deposition. In light of his contributions to the case to advance the interests of the Settlement Class, an incentive award of \$5,000 is justified.

Plaintiff Scott Steele filed his initial complaint against Blue Cross in January 2011. Mr. Steele then worked with Class Counsel to identify and produce relevant documents and respond to Blue Cross's other discovery requests. In light of these contributions, and considering that Mr. Steele was not required to testify in a deposition, an incentive award of \$5,000 is justified.

The requested incentive awards total only 68.75% of the maximum awards that the Notice will indicate Class Counsel may request for the named Plaintiffs. The requested

awards are in line with awards approved in other cases in light of each Plaintiff's contributions to the case. Accordingly, Class Counsel request that the Court grant their request for incentive awards to the class representatives.

**IV. CONCLUSION**

For all the foregoing reasons, Class Counsel respectfully request that the Court approve Class Counsel's application for attorney fees, reimbursement of expenses, and payment of incentive award to the class representatives.

Dated: July 24, 2014

Respectfully submitted,

/s/ Daniel E. Gustafson

Daniel E. Gustafson

Daniel C. Hedlund

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*Interim Class Counsel*

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Darryl Bressack (P67820)  
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Telephone: (248) 971-2500  
dfink@finkandassociateslaw.com

*Interim Liaison Counsel*

**CERTIFICATE OF SERVICE**

I hereby certify that on July 24, 2014, I electronically filed the *Class Counsel's Motion for Award of Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives* with the Clerk of the Court using the ECF, who in turn sent notice to the following:

**Attorneys for Defendant - Blue Cross Blue Shield of Michigan:**

Todd Stenerson: [tstenerson@hunton.com](mailto:tstenerson@hunton.com)  
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Ashley Cummings: [acummings@hunton.com](mailto:acummings@hunton.com)  
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**Attorneys for Aetna Inc.:**

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Veronica Lewis: [vlewis@gibsondunn.com](mailto:vlewis@gibsondunn.com)  
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Cara Fitzgerald: [CFitzgerald@gibsondunn.com](mailto:CFitzgerald@gibsondunn.com)

/s/ Daniel E. Gustafson \_\_\_\_\_  
Daniel E. Gustafson

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DANIEL C. HEDLUND IN SUPPORT OF CLASS  
COUNSEL'S MOTION FOR AWARD OF ATTORNEYS' FEES,  
REIMBURSEMENT OF EXPENSES, AND PAYMENT OF INCENTIVE  
AWARDS TO CLASS REPRESENTATIVES**

I, Daniel C. Hedlund declare as follows:

1. I am a partner in the law firm Gustafson Gluek PLLC, one of the four firms appointed Class Counsel by the Court.
2. I am submitting this Declaration in support of Class Counsel's Motion for Award of Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives.
3. The Compendium to this Declaration comprises 18 declarations of Class Counsel and other Plaintiffs' Counsel who are seeking to recover fees and



expenses for work performed on this matter since its inception. These declarations and their exhibits attest to the number of hours each law firm's attorneys and paralegals have spent working on the case, each firm's lodestar calculated at the firm's current hourly rates, and each firm's expenses spent on the litigation of this case.

4. Since the inception of this case, Plaintiffs' Counsel have collectively logged 34,343.96 hours, which generates a lodestar of \$15,497,960.25 at current hourly rates, for which they have yet to recover any compensation. *See* Compendium. Each firm has submitted a declaration and exhibit attesting to that firm's actual number of hours reasonably expended on this litigation by the firm's attorneys and paralegals, as well as the lodestar for that firm calculated at the firm's current hourly rates. *See* Compendium.

5. Other than work performed before the Court's appointment of Interim Lead Counsel, *see* Class Counsel's Motion for Award of Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives at 14 n.4, the work performed by Plaintiffs' Counsel other than Class Counsel represents time spent working at the direction and under the supervision of Class Counsel. This work involved essential communications with class representatives, assistance with briefing, reviewing documents, performing research, and participating in depositions.

6. Except as noted above, Class Counsel reviewed the time of Plaintiffs' Counsel and excluded time which was not performed at the direction of Class Counsel, time that was insufficiently described to determine whether it provided a benefit to the class, duplicative time, and time spent on internal firm administrative tasks.

7. Class Counsel also excluded time spent in the preparation of the present Motion for fees, expenses, and incentive awards.

8. The Compendium shows, that Plaintiffs' Counsel have incurred \$2,575,393.33 in expenses in connection with the prosecution of this litigation since inception. However, \$14,990.58 of these expenses were contributions to the case litigation fund that remain in the fund and should not be included in calculating total expenses incurred. Plaintiffs' Counsel also have \$939,490.27 in unpaid invoices from their experts. Accordingly, Plaintiffs' total incurred expenses are \$3,499,893.02.

9. All of the time and expenditures were reasonable and necessary to prosecute this litigation and to obtain the valuable settlement with Blue Cross Blue Shield of Michigan, and the time and expenditures were made for the direct benefit of the Settlement Class. Plaintiffs' Counsel's largest expense (over \$2.5 million) is for expert fees that arose from the retention of Dr. Jeffrey J. Leitzinger and others at Econ One. Econ One analyzed the impact of Blue Cross's MFN clauses on

prices of acute care hospital healthcare services in Michigan and addressed other issues such as market definition and market power. This work required complex statistical analysis of extraordinarily large amounts of data.

10. The remaining expenses were incurred by individual firms for such things as travel, research services, and document reproduction, and are typical of expenses incurred by firms prosecuting an antitrust class action.

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

Dated: July 24, 2014

Respectfully submitted,

/s/ Daniel C. Hedlund  
Daniel C. Hedlund  
GUSTAFSON GLUEK PLLC  
120 South Sixth Street, Suite 2600  
Minneapolis, MN 55402  
Telephone: (612) 333-8844  
[dhedlund@gustafsongluek.com](mailto:dhedlund@gustafsongluek.com)

## COMPENDIUM

<b>FIRM NAME</b>	<b>COMPENDIUM EXHIBIT NO.</b>
Gustafson Gluek, PLLC	1
Cohen Milstein Sellers & Toll PLLC	2
Wolf Haldenstein Adler Freeman & Herz, LLP	3
Miller Law Firm	4
Berger & Montague, P.C.	5
Fink + Associates Law	6
Finkelstein Thompson LLP	7
Freedman Boyd Hollander Goldberg Urias and Ward P.A.	8
Kohn, Swift & Graf, P.C.	9
Oliver Law Group PC	10
Law Offices of David Balto	11
Lockridge Grindal Nauen P.L.L.P.	12
NastLaw LLC	13
Zimmerman Reed	14
Wexler Wallace LLP	15
Sommers Schwartz, P.C.	16
Eric S. Goldstein	17
Law Office of Lance C. Young	18

# **EXHIBIT 1**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DANIEL C. HEDLUND**

I, Daniel C. Hedlund declare as follows:

1. I am a partner in the law firm Gustafson Gluek PLLC. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 5,678.75, for a total lodestar of \$2,386,137.50. My firm served as one of four Court-appointed co-lead counsel in this matter. In that role it has been involved in all aspects of this litigation including the following: research and drafting of pleadings, overseeing and participating in over 150 depositions, document review, participating in regular strategic conferences with co-lead

counsel, researching and analyzing class certification and expert issues, working with experts, and performing a key role in settlement discussions. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$506,637.63.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 22, 2014

Respectfully submitted,

/s/ Daniel C. Hedlund

Daniel C. Hedlund

GUSTAFSON GLUEK PLLC

120 South Sixth Street, Suite 2600

Minneapolis, MN 55402

Tel: (612) 333-8844

Fax: (612) 339-6622

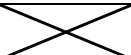
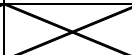
E-mail: [dhedlund@gustafsongluek.com](mailto:dhedlund@gustafsongluek.com)

# **Exhibit A**



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary</b>
--

<b>Firm Name</b>	<b>Gustafson Gluek PLLC</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel Gustafson	(P)	\$ 900.00	335.00	\$ 301,500.00
Karla Gluek	(P)	\$ 775.00	0.50	\$ 387.50
Daniel Hedlund	(P)	\$ 700.00	819.25	\$ 573,475.00
Jason Kilene	(P)	\$ 700.00	18.25	\$ 12,775.00
Amanda Williams	(P)	\$ 500.00	194.75	\$ 97,375.00
Cathy Smith	(P)	\$ 500.00	1.00	\$ 500.00
David Goodwin	(A)	\$ 425.00	0.25	\$ 106.25
Michelle Looby	(A)	\$ 425.00	99.00	\$ 42,075.00
Sara Payne	(A)	\$ 400.00	8.25	\$ 3,300.00
Joe Bourne	(A)	\$ 385.00	256.00	\$ 98,560.00
Josh Rissman	(A)	\$ 375.00	44.50	\$ 16,687.50
Ellen Ahren	(A)	\$ 375.00	1775.75	\$ 665,906.25
Raina Borrelli	(A)	\$ 350.00	3.25	\$ 1,137.50
Dan Nordin	(A)	\$ 350.00	689.25	\$ 241,237.50
Lucy Massopust	(A)	\$ 335.00	18.50	\$ 6,197.50
Cory Carpenter	(CA)	\$ 315.00	549.75	\$ 173,171.25
Johanna Smith	(LC)	\$ 280.00	118.50	\$ 33,180.00
Aalok Sharma	(LC)	\$ 280.00	42.00	\$ 11,760.00
Caroline Marsili	(LC)	\$ 265.00	2.50	\$ 662.50
Nadja Baer	(LC)	\$ 250.00	8.50	\$ 2,125.00
Sarah Moen	(PL)	\$ 200.00	11.75	\$ 2,350.00
Diana Jakubauskiene	(PL)	\$ 200.00	2.50	\$ 500.00
Melanie Morgan	(PL)	\$ 150.00	4.25	\$ 637.50
Danette Mundahl	(PL)	\$ 150.00	608.75	\$ 91,312.50
Jamie Holzer	(PL)	\$ 150.00	7.75	\$ 1,162.50
Tracey Grill	(ADM)	\$ 150.00	25.25	\$ 3,787.50
Shawn Seaberg	(ADM)	\$ 125.00	32.00	\$ 4,000.00
Dana Noss	(ADM)	\$ 150.00	1.50	\$ 225.00
Janey Atchison	(ADM)	\$ 175.00	0.25	\$ 43.75
<b>TOTAL</b>			<b>5,678.75</b>	<b>\$ 2,386,137.50</b>
<b>Status:</b>	<p>(P) Partner  (OC) Of Counsel  (SA) Senior Associate  (A) Associate  (LC) Law Clerk  (PL) Paralegal</p> <p><b>Please report time in current rates.</b></p>			

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>Gustafson Gluek PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 400,000.00
Outside Copies	\$ 850.34
In-house Reproduction/Copies	\$ 15,420.00
Court Costs & Filing Fees	\$ 450.00
Court Reporters & Transcripts	\$ 964.54
Computer Research	\$ 4,209.20
Telephone & Facsimile	\$ 647.17
Postage/Express Delivery/Courier	\$ 236.67
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	\$ 1,440.00
Witness / Service Fees	
Travel: Airfare	\$ 53,327.76
Travel: Lodging / Meals	\$ 17,641.68
Travel: Miscellaneous	\$ 14.00
Car Rental / Cabfare / Parking	\$ 7,021.27
Miscellaneous	\$ 4,415.00
<b>TOTAL EXPENSES</b>	<b>\$ 506,637.63</b>

# **EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DANIEL A. SMALL**

I, Daniel A. Small, declare as follows:

1. I am a partner in the law firm Cohen Milstein Sellers & Toll PLLC (“Cohen Milstein”). I am submitting this Declaration in support of Plaintiffs’ application for fees and expenses.

2. Cohen Milstein has been involved in this litigation since its inception. The District Court appointed Cohen Milstein as interim co-lead counsel on May 29, 2012. Since that time, Cohen Milstein has played a key role in drafting the consolidated complaint, taking and defending fact and expert discovery, drafting

class certification and other briefs, and negotiating and obtaining preliminary approval of the settlement of this action.

3. The total number of hours reasonably expended on this litigation by attorneys and paralegals at my firm, from inception through June 30, 2014, is 9,690.5 hours. Time spent preparing the fee petition and related documents is not included.

4. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case, broken down by attorney.

5. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$600,030.13.

6. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 21, 2014

By:   
Daniel A. Small

# **Exhibit A**

## EXHIBIT A

**Blue Cross Blue Shield of Michigan  
MFN Antitrust Litigation  
Lodestar Report**

Firm: **Cohen Milstein Sellers & Toll, PLLC**Reporting Period: Inception through **June 30, 2014**

Name	Status	Total Hours To Date	Hourly Rate	Total Lodestar To Date
Small, Daniel	P	1,246.00	\$795	\$ 922,252.50
Dominguez John	P	1.25	\$675	\$ 762.50
Brown, Benjamin, D.	P	64.75	\$665	\$ 34,672.50
Konopka, Kathleen	OC	5.00	\$560	\$ 2,525.00
Cormier, Christopher, J.	P	0.25	\$605	\$ 118.75
Johnson, Brent	P	1,460.75	\$595	\$ 774,396.25
Alicia Gutierrez	CA	84.50	\$420	\$ 35,490.00
Ossakow, Ian	CA	382.50	\$415	\$ 158,737.50
Alexander, Laura	A	26.00	\$475	\$ 10,340.00
Levens, Emmy	A	1.00	\$475	\$ 395.00
Dubner, Jeff	A	39.50	\$440	\$ 17,380.00
Clarke, Suzanne	I	1.50	\$420	\$ 615.00
Gebrewold, Besrat	A	90.25	\$395	\$ 38,325.00
Benner, David	A	358.50	\$390	\$ 136,230.00
Tran, Ngan	CA	754.75	\$350	\$ 264,162.50
Boone, Meghan	A	1,787.25	\$415	\$ 633,586.25
Cacace, Robert	A	525.25	\$370	\$ 183,193.75
Bush Veltre, Brenna	A	901.00	\$310	\$ 271,170.00
Fu, Abigail	PL	0.50	\$250	\$ 120.00
Prince, Joshua	A	2.00	\$330	\$ 617.50
Schmitz, Aaron	A	82.25	\$335	\$ 26,731.25
Oak, Lindsay	CA	336.00	\$260	\$ 87,360.00
Ayyagari, Srinivas	CA	154.25	\$290	\$ 44,732.50
Pavesner, Seth	CA	507.00	\$290	\$ 147,030.00
Barevadia, Zarna	T	1.75	\$275	\$ 481.25
Westerman, Jessica	LC	19.50	\$250	\$ 4,875.00
Watson, Brett	LC	8.50	\$250	\$ 2,040.00
Peterson, Brenda	PL	11.75	\$250	\$ 2,878.75
Hanson, Clara	PL	0.50	\$250	\$ 122.50
Twigg, Andrew	PL	11.50	\$250	\$ 2,828.75
Cooke, William	PL	555.50	\$250	\$ 135,761.25
Abetti, Jonathan	PL	242.00	\$250	\$ 59,872.50
Wong, Debra	PL	5.50	\$250	\$ 1,308.75
Wentworth, Ariel	PL	22.00	\$250	\$ 6,401.25
<b>TOTAL</b>		<b>9,690.50</b>		<b>\$ 4,007,513.75</b>



# **Exhibit B**

## EXHIBIT B

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>COHEN MILSTEIN SELLERS &amp; TOLL PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 400,000.00
Outside Copies	\$ 13,713.00
In-house Reproduction/Copies	\$ 184.40
Court Costs & Filing Fees	\$ 220.00
Court Reporters & Transcripts	\$ 13,425.35
Computer Research	\$ 86,582.20
Telephone & Facsimile	\$ 1,902.65
Postage/Express Delivery/Courier	\$ 1,617.84
Professional Fees (Investigator, Accountant, etc.)	\$ 45,878.08
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 24,508.08
Travel: Lodging / Meals	\$ 9,223.53
Travel: Miscellaneous	\$ 1,917.84
Car Rental / Cabfare / Parking	\$ 37.32
Miscellaneous	\$ 819.84
<b>TOTAL EXPENSES</b>	<b>\$ 600,030.13</b>

# **EXHIBIT 3**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF FRED TAYLOR ISQUITH**

I, Fred Taylor Isquith, declare as follows:

1. I am a partner in the law firm Wolf Haldenstein Adler Freeman & Herz LLP. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 7,819.7. My firm has been involved in every aspect of this litigation in its capacity as co-lead counsel: initial investigations; drafting complaint; motion practice and drafting memoranda of law for motions to the Court; research re. various and numerous legal issues; participating in court hearings; drafting Rule

26(f) submission; participating in depositions and subsequent review of testimony; review of document Defendants' productions; obtaining and reviewing discovery from various third parties; drafting subpoenas; assisting with third party hospital negotiation regarding document production; drafting document production requests and interrogatories; contacting various third party insurers re. data issues; addressing expert issues, *e.g.*, data requests, additional document requests, and contacting potential contracting consultants; communicating with DOJ re third-party data production; attending DOJ conference in Washington, D.C.; and assisting in the negotiation of the settlement of this action. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.


4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$660,246.81.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 18, 2014

Respectfully submitted,



Fred Taylor Isquith

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Daniel W. Krasner	(P)	\$910.00	32.40	\$ 29,484.00
Fred T. Isquith	(P)	\$860.00	478.20	\$ 411,252.00
Mary Jane Fait	(P)	\$835.00	752.10	\$ 628,003.50
Adam J. Levitt	(P)	\$825.00	0.60	\$ 495.00
Peter C. Harrar	(P)	\$785.00	1.00	\$ 785.00
Alexander H. Schmidt	(P)	\$730.00	19.50	\$ 14,235.00
Theodore B. Bell	(M)	\$565.00	1933.50	\$ 1,092,427.50
Julie A. Swanson	(CA)	\$635.00	110.10	\$ 69,913.50
Alicia R. Gutierrez	(CA)	\$250.00	174.00	\$ 43,500.00
John E. Tangren	(A)	\$550.00	447.20	\$ 245,960.00
Carl V. Malmstrom	(A)	\$470.00	30.70	\$ 14,429.00
Beth A. Landes	(A)	\$375.00	1239.40	\$ 464,775.00
Patrick H. Moran	(A)	\$470.00	32.00	\$ 15,040.00
Edmund S. Aronowitz	(A)	\$450.00	7.50	\$ 3,375.00
James A. Cirigliano	(PL)	\$320.00	27.10	\$ 8,672.00
Sorah Kim	(PL)	\$265.00	413.60	\$ 109,604.00
Derek M. Behnke	(PL)	\$285.00	1.70	\$ 484.50
David I. Weinstein	(PL)	\$240.00	360.50	\$ 86,520.00
Marsha V. Klimek	(PL)	\$265.00	1051.10	\$ 278,541.50
Danielle S. Wilborne	(PL)	\$230.00	40.80	\$ 9,384.00
Patrick J. Morrissey	(PL)	\$210.00	65.70	\$ 13,797.00
David E. Sorensen	(PL)	\$290.00	62.20	\$ 18,038.00
Jillaine E. Gill	(PL)	\$270.00	27.20	\$ 7,344.00
Tony Gjata	(O)	\$430.00	509.30	\$ 218,999.00
Artem Vladimirtsev	(O)	\$340.00	2.30	\$ 782.00
<b>TOTAL</b>			<b>7,819.70</b>	<b>\$ 3,785,840.50</b>

<b>Status:</b> (P) Partner (M) Member (CA) Contract Attorney (A) Associate (PL) Paralegal (O) Other	<b>Please report time in current rates.</b>
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# **Exhibit B**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF  
MICHIGAN**

**Case No. 10-cv-14360  
Costs and Expenses Summary**

<b>FIRM NAME</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 335,000.00
Outside Copies	\$ 310.18
In-house Reproduction/Copies	\$ 18,876.25
Court Costs & Filing Fees	\$ 262.00
Computer Research & Services	\$ 280,107.45
Telephone & Facsimile	\$ 1,826.86
Postage/Express Delivery/Courier	\$ 2,247.53
Professional Fees (Investigator, Accountant, etc.)	\$ 2,368.75
Witness / Service Fees	\$ 1,050.00
Travel: Airfare	\$ 6,964.63
Travel: Lodging / Meals	\$ 6,444.65
Travel: Miscellaneous	\$ 73.34
Car Rental / Cabfare / Parking	\$ 4,195.39
Miscellaneous	\$ 519.78
<b>TOTAL EXPENSES</b>	<b>\$ 660,246.81</b>

# **EXHIBIT 4**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF E. POWELL MILLER**

I, E. Powell Miller declare as follows:

1. I am a partner at The Miller Law Firm, P.C. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 1,968.75. My firm has been involved in the following aspects of this litigation: factual and legal research in connection with pleadings, drafting of pleadings, organization and involvement in over 150 depositions, assists with other related discovery, participation in strategic conferences with co-lead counsel, and assist with settlement. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$51,714.86.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Respectfully submitted,

*/s/ E. Powell Miller*

---

E. Powell Miller  
The Miller Law Firm, P.C.  
950 West University Drive, Suite 300  
Rochester, Michigan 48307  
(248) 841-2200  
[epm@millerlawpc.com](mailto:epm@millerlawpc.com)

Dated: July 22, 2014

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
E. Powell Miller	(P)	\$ 725.00	274.50	\$199,012.50
Marc L. Newman	(P)	\$695	9.75	\$6,776.25
David H. Fink	(P)	\$725	74.25	\$53,831.25
Ann L. Miller	(P)	\$680	5.00	\$3,400.00
Jayson E. Blake	(P)	\$590	0.75	\$442.50
Brian E. Etzel	(P)	\$535	0.25	\$133.75
Casey E. Fry	(A)	\$525	727.50	\$381,937.50
Daryl G. Bressack	(A)	\$525	56.25	\$29,531.25
Christopher D. Kaye	(A)	\$450	22.50	\$10,125.00
Melissa Wojnar-Raycraft	(A)	\$425	2.25	\$956.25
Adam T. Schnatz	(A)	\$465	0.50	\$232.50
Devon P. Allard	(A)	\$325	0.25	\$81.25
Jennifer E. Bean	(A)	\$340	690.50	\$234,770.00
Evan M. Chall	(A)	\$325	2.75	\$893.75
Courtney B. Ciullo	(A)	\$425	2.00	\$850.00
Jane Gazman	(A)	\$325	1.75	\$568.75
Steven M. Zehnder	(A)	\$340	4.25	\$1,445.00
Amy S. Long	(PL)	\$175	91.25	\$15,968.75
Amy A. Davis	(PL)	\$175	0.25	\$43.75
Julia N. Moskwa	(PL)	\$175	2.25	\$393.75
<b>TOTAL</b>			<b>1,968.75</b>	<b>\$ 941,393.75</b>
<b>Status:</b> (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>			

# **Exhibit B**



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>The Miller Law Firm, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 40,000.00
Outside Copies	
In-house Reproduction/Copies	\$ 1,340.15
Court Costs & Filing Fees	\$ 350.00
Court Reporters & Transcripts	\$ 275.00
Computer Research	\$ 132.73
Telephone & Facsimile	\$ 257.85
Postage/Express Delivery/Courier	\$ 347.63
Professional Fees (Investigator, Accountant, etc.)	\$ 8,977.50
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	\$ 34.00
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 51,714.86</b>

# **EXHIBIT 5**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ERIC L. CRAMER**

I, Eric L. Cramer declare as follows:

1. I am a managing shareholder in the law firm of Berger & Montague, P.C. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. The total number of hours reasonably expended on this litigation from inception through June 30, 2014 by attorneys at this firm is 1,050.80. My firm has been involved in the following aspects of this litigation: investigating and developing the main legal theories of the case; drafting the initial complaint; preparing for and taking depositions of fact witnesses; drafting discovery responses; playing a leading role in briefing relating to class certification; playing a

leading role in working with economic experts regarding the underlying theories of antitrust violation, class certification, economic impact and assessment of damages. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$196,778.58.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 16, 2014

Respectfully submitted,  


---

Eric L. Cramer  
Managing Shareholder  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
(215) 875-3000

# **Exhibit A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary</b>
--

<b>Firm Name</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Eric L. Cramer	(P)	\$ 875.00	206.30	\$ 180,512.50
Ellen T. Noteware	(SC)	\$ 550.00	844.50	\$ 464,475.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,050.80</b>	<b>\$ 644,987.50</b>

<b>Status:</b> (P) Partner (SC) Senior Counsel (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	
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# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 182,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 216.25
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 0.28
Postage/Express Delivery/Courier	\$ 121.84
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 7,012.11
Travel: Lodging / Meals	\$ 6,603.63
Travel: Miscellaneous	\$ 20.00
Car Rental / Cabfare / Parking	\$ 10.00
Miscellaneous	\$ 294.47
<b>TOTAL EXPENSES</b>	<b>\$ 196,778.58</b>



# **EXHIBIT 6**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DAVID H. FINK**

I, David H. Fink declare as follows:

1. I am a partner in the law firm Fink + Associates Law. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 346.5. My firm has been involved in the following aspects of this litigation: including Motion practice, and discovery conducted throughout the State of Michigan. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$9518.18.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Respectfully submitted,

Dated: July 21, 2014

/s/ David H. Fink  
David H. Fink (P28235)  
100 West Long Lake Road; Suite 111  
Bloomfield Hills, Michigan 48304  
Tel: (248) 971-2500  
Fax: (248) 971-2600  
dfink@finkandassociateslaw.com

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Fink + Associates Law</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
David H. Fink	(P)	\$ 725.00	134.75	\$ 97,693.75
Darryl Bressack	(P)	\$ 525.00	211.25	\$ 110,906.25
	(A)			
	(LC)			
Tanya Parker	(PL)	\$ 175.00	0.50	\$ 88.00
<b>TOTAL</b>			<b>346.50</b>	<b>\$ 208,688.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
--	---

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>Fink + Associates Law</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 1,073.25
Court Costs & Filing Fees	\$ 134.60
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	
Postage/Express Delivery/Courier	\$ 70.49
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	\$ 709.84
Travel: Airfare	\$ 30.00
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 9,518.18</b>

# **EXHIBIT 7**



UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF MICHAEL G. McLELLAN**

I, MICHAEL G. McLELLAN, declare as follows:

1. I am a partner in the law firm of Finkelstein Thompson LLP. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 461.10. My firm has been involved in the following aspects of this litigation: Preparing complaint for initial filing; preparing for, planning, and participating in depositions; reviewing documents; analyzing and summarizing

deposition transcripts; and negotiating third party discovery. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

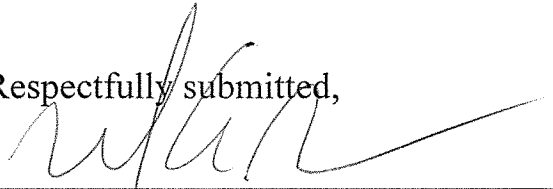
4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$ 31,546.74.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 18, 2014

Respectfully submitted,



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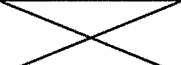

Michael G. McLellan

*Finkelstein Thompson LLP  
1077 30<sup>th</sup> Street, N.W.  
Suite #150  
Washington, D.C. 20007*

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Douglas G. Thompson, Jr.	(P)	\$ 850.00	0.30	\$ 255.00
L. Kendall Satterfield	(P)	\$ 750.00	25.00	\$ 18,750.00
Michael G. McLellan	(P)	\$ 575.00	195.60	\$ 112,470.00
Donald A. Resnikoff	(OC)	\$ 660.00	93.00	\$ 61,380.00
Stan M. Doerrer	(A)	\$ 450.00	130.40	\$ 58,680.00
Natalie A. Wengroff	(PL)	\$ 220.00	0.80	\$ 176.00
Law Clerks	(LC)	\$ 170.00	16.00	\$ 2,720.00
<b>TOTAL</b>			<b>461.10</b>	<b>\$ 254,431.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
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# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 27,500.00
Outside Copies	\$ -
In-house Reproduction/Copies	\$ 754.05
Court Costs & Filing Fees	\$ -
Court Reporters & Transcripts	\$ -
Computer Research	\$ 31.08
Telephone & Facsimile	\$ 16.97
Postage/Express Delivery/Courier	\$ 23.80
Professional Fees (Investigator, Accountant, etc.)	\$ -
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel: Airfare	\$ 2,189.39
Travel: Lodging / Meals	\$ 702.49
Travel: Miscellaneous	\$ 13.95
Car Rental / Cabfare / Parking	\$ 315.01
Miscellaneous	\$ -
<b>TOTAL EXPENSES</b>	<b>\$ 31,546.74</b>

# **EXHIBIT 8**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF JOSEPH GOLDBERG**

I, Joseph Goldberg declare as follows:

1. I am a partner in the law firm Freedman Boyd Hollander Goldberg Urias and Ward P.A. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 211.81. My firm has been involved in the following aspects of this litigation: document review and strategy coordination with lead counsel. Time spent preparing the fee petition and related documents is not included.



3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$7706.12.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 21, 2014

Respectfully submitted,

/s/ Joseph Goldberg  
Joseph Goldberg  
FREEDMAN BOYD HOLLANDER  
GOLDBERG URIAS & WARD P.A.  
20 First Plaza NW, Suite 700  
Albuquerque, NM 87102

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Freedman Boyd Hollander Goldberg Urias &amp; Ward P.A.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Joseph Goldberg	(P)	\$ 425.00	7.25	\$ 3,081.25
Vincent Ward	(P)	\$ 275.00	40.00	\$ 11,000.00
Michael Goldberg	(OC)	\$ 425.00	97.66	\$ 41,505.50
Mary Lou Boelcke	(A)	\$ 250.00	65.90	\$ 16,475.00
Ana Tomlinson	(A)	\$ 250.00	1.00	\$ 250.00
<b>TOTAL</b>			<b>211.81</b>	<b>\$ 72,311.75</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
--	---

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	Freedman Boyd Hollander Goldberg Urias & Ward P.A.
<b>TIME PERIOD</b>	INCEPTION THROUGH JUNE 30, 2014

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 5.12
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	
Postage/Express Delivery/Courier	
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous: Court Fees	\$ 201.00
<b>TOTAL EXPENSES</b>	<b>\$ 7,706.12</b>

# **EXHIBIT 9**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF WILLIAM E. HOESE**

I, William E. Hoese, declare as follows:

1. I am a shareholder in the law firm of Kohn, Swift & Graf, P.C. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals is 1083.85. My firm has been involved principally in the following aspects of this litigation: researching and editing a complaint, preparing deposition witness background memoranda, preparing deposition witness digests, reviewing

documents, and analyzing expert testimony in connection with class certification. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$67,789.40.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 17, 2014

Respectfully submitted,



William E. Hoese  
KOHN, SWIFT & GRAF, P.C.  
One South Broad Street  
Suite 2100  
Philadelphia, PA 19107  
(215) 238-1700

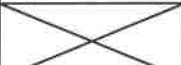
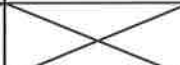


# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

**THE SHANE GROUP, INC., et  
al., v. BLUE CROSS BLUE  
SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
DOUGLAS A. ABRAHAMS	(SH)	\$ 635.00	0.50	\$ 317.50
WILLIAM E. HOESE	(SH)	\$ 635.00	35.80	\$ 22,733.00
CRAIG W. HILLWIG	(SH)	\$ 550.00	254.80	\$ 140,140.00
DAVID BENNER	(A)	\$ 350.00	264.75	\$ 92,662.50
IAN OSSAKOW	(A)	\$ 350.00	230.75	\$ 80,762.50
LINDSAY OAK	(A)	\$ 350.00	285.25	\$ 99,837.50
GRAYSON PAPA	(PL)	\$ 220.00	12.00	\$ 2,640.00
<b>TOTAL</b>			<b>1,083.85</b>	<b>\$ 439,093.00</b>

**Status:**

(P) Partner  
(SH) Shareholder  
(OC) Of Counsel  
(SA) Senior Associate  
(A) Associate  
(LC) Law Clerk  
(PL) Paralegal

**Please report time in current rates.**

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	Kohn, Swift & Graf, P.C.
<b>TIME PERIOD</b>	INCEPTION THROUGH JUNE 30, 2014

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 67,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 258.35
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 16.29
Postage/Express Delivery/Courier	\$ 14.76
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 67,789.40</b>

# **EXHIBIT 10**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ALYSON L. OLIVER**

I, Alyson L. Oliver declare as follows:

1. I am a partner in the law firm Oliver Law Group PC. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 492.60 hours. My firm has been involved in the following aspects of this litigation: discovery, maintaining client relationships, obtaining access to class list, case administration, court appearances and settlement. Time spent preparing the fee petition and related documents are not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$10,123.23.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 16, 2014

Respectfully submitted,



/s/ Alyson L. Oliver  
Alyson L. Oliver (P55020)  
Oliver Law Group PC  
950 W. University Dr., Ste. 200  
Rochester, MI 48307  
Telephone: 248-327-6556  
Facsimile: 248-436-3385  
E-mail: Notifications@OliverLG.com

# **Exhibit A**



**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Oliver Law Group PC</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Alyson Oliver	(P)	\$ 595.00	166.70	\$ 99,186.50
Nick Suci	(P)	\$ 595.00	3.20	\$ 1,904.00
Matthew Barsenas	(A)	\$ 300.00	258.90	\$ 77,670.00
Reed Eriksson	(A)	\$ 300.00	8.70	\$ 2,610.00
Lisa Gray	(A)	\$ 300.00	27.20	\$ 8,160.00
Robert Armstrong	(A)	\$ 300.00	0.30	\$ 90.00
Christina Kovacs	(A)	\$ 300.00	17.10	\$ 5,130.00
Katrena Ross	(PL)	\$ 150.00	1.30	\$ 195.00
Meaghan Skillman	(PL)	\$ 150.00	8.20	\$ 1,230.00
Leisa Wilson	(PL)	\$ 150.00	1.00	\$ 150.00
<b>TOTAL</b>			<b>492.60</b>	<b>\$ 196,325.50</b>

**Status:**

(P) Partner  
(OC) Of Counsel  
(SA) Senior Associate  
(A) Associate  
(LC) Law Clerk  
(PL) Paralegal

**Please report time in current rates.**

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>	
<b>Case No. 10-cv-14360</b>	
<b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Oliver Law Group PC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 7,500.00
Outside Copies	\$ 76.00
In-house Reproduction/Copies	\$ 140.00
Court Costs & Filing Fees	\$ 350.00
Court Reporters & Transcripts	
Computer Research	\$ 8.95
Telephone & Facsimile	\$ 47.96
Postage/Express Delivery/Courier	\$ 85.18
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	\$ 685.19
Travel: Miscellaneous	\$ 1,111.95
Car Rental / Cabfare / Parking	\$ 118.00
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 10,123.23</b>

# **EXHIBIT 11**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DAVID A. BALTO**

I, David A. Balto, declare as follows:

1. I am a partner in the Law Offices of David Balto. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 1007.70. My firm has been involved in the following aspects of this litigation:

- Analysis of theories for underlying case;
- Drafting and editing of the initial complaint;
- Legal research;
- Reviewing documents for deposition preparation;

- Preparing summaries and digest reports of depositions of key witnesses;
- Conferring with experts on case theories.

Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$9,135.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 15, 2014

Respectfully submitted,

/s/ David A. Balto

David A. Balto  
LAW OFFICES OF DAVID BALTO  
1325 G Street, NW  
Suite 500  
Washington, DC 20005  
202-577-5424  
[david.balto@dcantitrustlaw.com](mailto:david.balto@dcantitrustlaw.com)

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Balto	(P)	\$ 600.00	67.40	\$ 40,440.00
Spencer Baldwin	(A)	\$ 300.00	848.00	\$ 254,400.00
Bradley Wasser	(A)	\$ 250.00	92.30	\$ 23,075.00
	(LC)			
	(PL)			
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,007.70</b>	<b>\$ 317,915.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<p><b>Please report time in current rates.</b></p>
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# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>Law Offices of David Balto</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 615.00
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 1,020.00
Telephone & Facsimile	
Postage/Express Delivery/Courier	
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 9,135.00</b>

# **EXHIBIT 12**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF RICHARD A. LOCKRIDGE**

I, Richard A. Lockridge declare as follows:

1. I am a partner in the law firm Lockridge Grindal Nauen P.L.L.P. I am submitting this Declaration in support of Plaintiffs' application for fees and reimbursement of expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 463.50. My firm has been involved in the following aspects of this litigation: conducted investigative and industry research; researched and investigated Plaintiffs' cause of action and facts underlying same; researched, drafted and revised a complaint; participated in review of documents produced by defendants; participated in and travelled to many depositions; participated in discovery pleadings and motion practice including extensive legal research; and

contributed in numerous conferences with co-counsel regarding these activities.

Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$125,554.40.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Executed on this 16<sup>th</sup> day of July in Minneapolis, Minnesota.

s/Richard A. Lockridge  
Richard A. Lockridge

# **Exhibit A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary</b>
--

<b>Firm Name</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Richard A. Lockridge	(P)	\$ 775.00	73.00	\$ 56,575.00
W. Joseph Bruckner	(P)	\$ 750.00	16.50	\$ 12,375.00
Chris K. Sandberg	(P)	\$ 625.00	361.25	\$ 225,781.25
Heidi M. Siltan	(P)	\$ 675.00	0.25	\$ 168.75
Heather N. Potteiger	(PL)	\$ 200.00	12.50	\$ 2,500.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>463.50</b>	<b>\$ 297,400.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
--	---

# **Exhibit B**



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>	
<b>Case No. 10-cv-14360</b>	
<b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 107,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 2.10
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 1,963.08
Telephone & Facsimile	\$ 0.04
Postage/Express Delivery/Courier	\$ 59.03
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 10,811.80
Travel: Lodging / Meals	\$ 2,965.19
Travel: Miscellaneous	\$ 2.30
Car Rental / Cabfare / Parking	\$ 2,075.65
Miscellaneous (food and beverage)	\$ 175.21
<b>TOTAL EXPENSES</b>	<b>\$ 125,554.40</b>

# **EXHIBIT 13**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DIANNE M. NAST**

I, Dianne M. Nast declare as follows:

1. I am the founder of NastLaw LLC. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. In the beginning of this matter, the predecessor law firm, RodaNast, PC, employed the attorneys who worked on this case. In 2012, NastLaw LLC was formed, and the RodaNast, PC attorneys are and have been employed by NastLaw LLC since that time. RodaNast, P.C. is no longer operating. All time and expenses reported in this Declaration include NastLaw LLC and RodaNast, PC time, and are described as time and expenses of "this firm."

3. The total number of hours reasonably expended on this litigation by this firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 604.5. This firm has been involved in the following aspects of this litigation: extensive discovery work, including document analysis, preparation for and attendance at numerous depositions (of both parties and non-parties), and researching and drafting responses to contention interrogatories, class certification proceedings, including assisting in preparing for Plaintiffs' proposed class representatives to be deposed, and researching and drafting motions, including opposing Defendants' Daubert challenge to Plaintiffs' motion for class certification. Time spent preparing the fee petition and related documents is not included.

4. Attached as Exhibit A is a time and lodestar summary for time this firm spent working on these matters, broken down by attorney.

5. The total unreimbursed expenses incurred by this firm, from inception through June 30, 2014, are \$136,224.74.

6. Attached as Exhibit B is a summary of the expenses incurred by this firm in the pursuit of this matter.

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

Dated: July 16, 2014

Respectfully submitted,

/s/ Dianne M. Nast  
Dianne M. Nast  
NastLaw LLC  
1101 Market Street  
Suite 2801  
Philadelphia, Pennsylvania 19107  
(215) 923-9300  
(215) 923-9302 facsimile  
dnast@nastlaw.com

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>NastLaw LLC</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Dianne M. Nast	(P)	\$ 750.00	16.30	\$ 12,225.00
Erin C. Burns	(A)	\$ 510.00	524.30	\$ 267,393.00
Matthew A. Reid	(A)	\$ 395.00	53.00	\$ 20,935.00
Cathryn S. Roberts	(PL)	\$ 170.00	10.90	\$ 1,853.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>604.50</b>	<b>\$ 302,406.00</b>

<p><b>Status:</b></p> <p>(P) Partner                  (OC) Of Counsel                  (SA) Senior Associate                  (A) Associate                  (LC) Law Clerk                  (PL) Paralegal</p>	<p><b>Please report time in current rates.</b></p>
---	--

# **Exhibit B**



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>NastLaw LLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 122,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 396.50
Court Costs & Filing Fees	\$ 225.00
Court Reporters & Transcripts	
Computer Research	\$ 341.79
Telephone & Facsimile	\$ 3.01
Postage/Express Delivery/Courier	\$ 24.31
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 7,582.10
Travel: Lodging / Meals	\$ 3,264.45
Travel: Miscellaneous	\$ 96.05
Car Rental / Cabfare / Parking	\$ 1,791.53
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 136,224.74</b>

# **EXHIBIT 14**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ANNE T. REGAN**

I, Anne T. Regan declare as follows:

1. I am a partner in the law firm Zimmerman Reed. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 1,581.75. My firm has been involved in the litigation since its inception, and attorneys and paralegals at my firm undertook 1) document review, analysis and summary, 2) multiple depositions of third-party hospital providers, BlueCross BlueShield employees, and third-party insurers, and 3) legal motion and memoranda research and drafting, including most recently preparing to oppose

BlueCross BlueShield's motion to exclude Plaintiffs' expert. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney or paralegal.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$156,865.77.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Respectfully submitted,

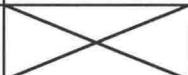
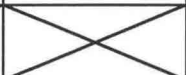
Dated: July 22, 2014

s/ Anne T. Regan  
Anne T. Regan, MN Bar No. 333852  
ZIMMERMAN REED, PLLP  
1100 IDS Center  
80 South 8th Street  
Minneapolis, MN 55402  
(612) 341-0400  
(612) 341-0844 Facsimile  
anne.regan@zimmreed.com

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>ZIMMERMAN REED</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Cialkowski	(P)	\$ 595.00	192.40	\$ 114,478.00
Brian Gudmundson	(P)	\$ 550.00	112.70	\$ 61,985.00
Anne Regan	(P)	\$ 550.00	403.45	\$ 221,897.50
Aditya (Adi) Bharadwaj	(A)	\$ 250.00	271.35	\$ 67,837.50
June Hoidal	(A)	\$ 450.00	202.65	\$ 91,192.50
Michael Divine	(A)	\$ 250.00	10.25	\$ 2,562.50
Karen Colt	(PL)	\$ 175.00	14.60	\$ 2,555.00
Heidi Cuppy	(PL)	\$ 150.00	15.25	\$ 2,287.50
Carol Finck	(PL)	\$ 175.00	0.10	\$ 17.50
Leslie Harms	(PL)	\$ 160.00	327.25	\$ 52,360.00
Kate Cowley	(Admin)	\$ 100.00	24.00	\$ 2,400.00
Adam Hill	(Admin)	\$ 100.00	4.75	\$ 475.00
Aalok Sharma	(LC)	\$ 150.00	3.00	\$ 450.00
<b>TOTAL</b>			<b>1,581.75</b>	<b>\$ 620,498.00</b>

**Status:**

(P) Partner  
(OC) Of Counsel  
(SA) Senior Associate  
(A) Associate  
(LC) Law Clerk  
(PL) Paralegal

**Please report time in current rates.**

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>ZIMMERMAN REED</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 122,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 1,286.80
Court Costs & Filing Fees	\$ 233.00
Court Reporters & Transcripts	
Computer Research	\$ 1,541.63
Telephone & Facsimile	\$ 2.73
Postage/Express Delivery/Courier	\$ 197.87
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 20,598.00
Travel: Lodging / Meals	\$ 7,548.54
Travel: Miscellaneous	\$ 276.80
Car Rental / Cabfare / Parking	\$ 2,680.40
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 156,865.77</b>



# **EXHIBIT 15**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF MARK R. MILLER**

I, Mark R. Miller, declare as follows:

1. I am a partner in the law firm Wexler Wallace LLP. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 239. My firm has been involved in the following aspects of this litigation: researching and drafting pleadings; engaging in extensive motion practice regarding consolidation and motions to dismiss; reviewing documents; and conducting legal and factual research relating to numerous issues in the litigation. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$1,083.51.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 22, 2014

Respectfully submitted,

/s/ Mark R. Miller

Mark R. Miller

WEXLER WALLACE LLP

55 W. Monroe St. Ste. 3300

Chicago, IL 60603



Phone: (312) 346-2222

mrm@wexlerwallace.com

# **Exhibit A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary</b>
--

<b>Firm Name</b>	<b>Wexler Wallace LLP</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Kenneth A. Wexler	(P)	\$ 725.00	10.30	\$ 7,467.50
Edward A. Wallace	(P)	\$ 650.00	32.50	\$ 21,125.00
Amy E. Keller	(A)	\$ 475.00	80.30	\$ 38,142.50
Kara A. Elgersma	(A)	\$ 575.00	1.00	\$ 575.00
Mark R. Miller	(A)	\$ 575.00	95.10	\$ 54,682.50
Dawn Goulet	(PL)	\$ 150.00	7.00	\$ 1,050.00
Amy Sayre	(PL)	\$ 250.00	5.50	\$ 1,375.00
Elsa D. Buss	(PL)	\$ 150.00	1.10	\$ 165.00
William D. Schubert	(PL)	\$ 150.00	6.20	\$ 930.00
<b>TOTAL</b>			<b>239.00</b>	<b>\$ 125,512.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
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# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>Wexler Wallace LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 6.04
Court Costs & Filing Fees	\$ 203.00
Court Reporters & Transcripts	
Computer Research	\$ 231.80
Telephone & Facsimile	
Postage/Express Delivery/Courier	\$ 38.88
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 365.40
Travel: Lodging / Meals	\$ 4.98
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	\$ 233.41
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 1,083.51</b>

# **EXHIBIT 16**



**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF JASON J. THOMPSON**

I, Jason J. Thompson, declare as follows:

1. I am a partner in the law firm Sommers Schwartz, P.C. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through June 30, 2014, by attorneys and paralegals at this firm is 1,180.90. My firm has been involved in the following aspects of this litigation: filing and litigation of claims against Blue Cross on behalf of the City of Pontiac and other putative non-Blue Cross purchasers, including defense of those plaintiffs' per se unlawful, MFN-Plus claims, the appointment of interim class

counsel and early discovery and coordination activities with the DOJ and Aetna.

Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$4,389.15.

5. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 22, 2014



Respectfully submitted,

/s/ Jason J. Thompson  
SOMMERS SCHWARTZ, P.C.  
One Towne Square, 17<sup>th</sup> Floor  
Southfield, MI 48076  
(248) 355-0300  
jthompson@sommerspc.com

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Jason J. Thompson	(P)	\$565.00	580.35	\$ 327,898.00
Lance C. Young	(P)	\$565.00	541.60	\$ 306,004.00
Lisa Mikalonis	(P)	\$530.00	36.10	\$ 19,133.00
Andrew Kochanowski	(P)	\$550.00	5.00	\$ 4,125.00
Jesse Young	(A)	\$265.00	1.30	\$ 347.50
Krista Taylor	(A)	\$315.00	4.50	\$ 1,125.00
Debbie Nichols	(PL)	\$100.00	13.10	\$ 1,310.00
Tiffany R. Ellis	(LC)	\$250.00	52.00	\$ 13,000.00
Mary Serpento		\$75.00	0.30	\$ 22.50
<b>TOTAL</b>			<b>1,234.25</b>	<b>\$ 672,965.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal	<b>Please report time in current rates.</b>
--	---

# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 1,145.60
Court Costs & Filing Fees	\$ 350.00
Court Reporters & Transcripts	
Computer Research	\$ 307.80
Telephone & Facsimile	\$ 1,245.25
Postage/Express Delivery/Courier	\$ 44.98
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	\$ 684.71
Travel: Airfare	
Travel: Lodging / Meals	\$ 97.57
Travel: Miscellaneous	\$ 384.34
Car Rental / Cabfare / Parking	
Miscellaneous	\$ 128.90
<b>TOTAL EXPENSES</b>	<b>\$ 4,389.15</b>

# **EXHIBIT 17**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ERIC S. GOLDSTEIN**

I, Eric S. Goldstein, declare as follows:

1. I am a former partner of the law firm Johnston, Sztykiel, Hunt, Goldstein, Fitzgibbons & Clifford. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by Johnston Sztykiel, from inception through June 30, 2014, by attorneys and paralegals at that firm is 99.80. I was involved in the following aspects of this litigation: filing and litigation of claims against Blue Cross on behalf of the City of Pontiac and other putative non-Blue Cross purchasers, including defense of those plaintiffs' per se unlawful, MFN-Plus claims.



3. Time spent preparing the fee petition and related documents is not included.

4. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

5. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are \$49.08.

6. Attached as Exhibit B is a summary of the expenses incurred by my firm in the pursuit of this matter.

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

Dated: July 27, 2014

Respectfully submitted,

/s/ Eric S. Goldstein  
(248) 762-8971  
goldstein64@comcast.net

# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Johnston, Szykiel, Hunt, Goldstein, Fitzgibbons &amp; Clifford</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Eric S. Goldstein	(P)	\$ 500.00	99.80	\$ 49,900.00
	(P)			
	(A)			
	(LC)			
	(PL)			
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>99.80</b>	<b>\$ 49,900.00</b>

<p><b>Status:</b></p> <p>(P) Partner                  (OC) Of Counsel                  (SA) Senior Associate                  (A) Associate                  (LC) Law Clerk                  (PL) Paralegal</p>	<p><b>Please report time in current rates.</b></p>
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# **Exhibit B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Johnston, Sztykiel, Hunt, Goldstein, Fitzgibbons &amp; Clifford</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH JUNE 30, 2014</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 1.65
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 0.91
Postage/Express Delivery/Courier	\$ 2.52
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	\$ 44.00
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 49.08</b>

# **EXHIBIT 18**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF LANCE C. YOUNG**

I, Lance C. Young, declare as follows:

1. I am the sole proprietor of the firm Law Office of Lance C. Young. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by myself, from inception through June 30, 2014, is 309.10. My firm has been involved in the following aspects of this litigation: filing and litigation of claims against Blue Cross on behalf of the City of Pontiac and other putative non-Blue Cross purchasers, including defense of those plaintiffs' per se unlawful, MFN-Plus claims, the appointment of interim class counsel and early discovery and

coordination activities with the DOJ and Aetna. Time spent preparing the fee petition and related documents is not included.

3. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters, broken down by attorney.

4. The total unreimbursed expenses incurred by the firm, from inception through June 30, 2014, are zero (\$0).

5. On April 18, 2011, I joined the Sommers Schwartz law firm. This declaration includes my hours in the case up to that date and my post-employment hours are included in Sommers Schwartz' separate declaration.

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

Dated: July 22, 2014

Respectfully submitted,

/s/ Lance C. Young  
LAW OFFICE OF LANCE C. YOUNG  
c/o Sommers Schwartz, P.C.  
One Towne Square, 17<sup>th</sup> Floor  
Southfield, MI 48076  
(248) 355-0300  
younglcy@hotmail.com



# **Exhibit A**

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary**

<b>Firm Name</b>	<b>Law Office of Lance C. Young</b>
<b>Time Period</b>	<b>Inception through June 30, 2014</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Lance C. Young	(P)	\$565.00	309.10	\$ 174,641.50
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>309.10</b>	<b>\$ 174,641.50</b>

<p><b>Status:</b></p> <p>(P) Partner                  (OC) Of Counsel                  (SA) Senior Associate                  (A) Associate                  (LC) Law Clerk                  (PL) Paralegal</p>	<p><b>Please report time in current rates.</b></p>
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