

**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 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: May 17, 2018

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**

**Cases**

*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)

*N.Y. State Teachers' Ret. Sys. v. Gen. Motors Co.*

315 F.R.D. 226 (E.D. Mich. 2016)

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

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

*Rodriguez v. W. Publishing Corp.*

563 F.3d 948 (9th Cir. 2009)

*Smillie v. Park Chem. Co.*

710 F.2d 271 (6th Cir. 1983)

*In re Wash. Pub. Power Supply Sys. Sec. Litig.*

19 F.3d 1291 (9th Cir. 1994).

**Rules**

Fed. R. Civ. P. 23

## **I. INTRODUCTION**

The substantial recovery in this case, \$29.99 million, was secured only through the focused and diligent advocacy and substantial investment and risk-taking of Plaintiffs' Counsel. Plaintiffs' Counsel have worked on an entirely contingent basis for over seven years without compensation of any kind to achieve this result for the Class. Accordingly, Class Counsel request an award of attorney fees of \$8,631,628.67, or approximately 28.78% of the Settlement Fund,<sup>1</sup> and reimbursement of litigation expenses of \$3,500,000. In addition, Class Counsel request future authority to pay outstanding invoices from Epiq, the Claims Administrator, for administration services related to claims submitted from the prior settlement (which will be applicable to this Settlement).

The amount requested is especially warranted given the substantial recovery secured for the Settlement Class. This recovery represents over 25% of the overcharges that Plaintiffs' expert preliminarily estimated had been paid by the litigation class that Plaintiffs sought to certify.<sup>2</sup> The requested fee is also well within

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<sup>1</sup> This amount constitutes one-third of the settlement fund, \$9,996,666.67, less \$1,365,038, the amount of prior additional notice costs and notice costs for this settlement, which Class Counsel are absorbing by a reduction in their requested fees. 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.") ¶ 22.

<sup>2</sup> See Memorandum in Support of Plaintiffs' Motion for Preliminary Approval of Settlement and Related Relief at 14, Dkt. No. 269-1 ("Prelim. Approval Br.").



the range awarded in similar complex antitrust class actions. As detailed below, many courts have awarded similar percentage fees for recovery of *smaller* percentages of a class's estimated overcharges. Plaintiffs' Counsel's risk-taking also justifies the fee. Plaintiffs' Counsel has advanced more than \$3.5 million in expenses without any reimbursement for seven years and could have received no reimbursement if the case had failed.

The fee is also reasonable as it does not include any multiplier, but rather represents a payment of only 44 cents on the dollar when compared to Plaintiff Counsel's collective lodestar of \$19,748,626.75 at current rates and 52 cents on the dollar compared to lodestar at historic rates, \$16,564,710.25. Given these factors, both the percentage fee award and the expense reimbursement requested are fair and reasonable. Plaintiffs' Counsel also respectfully request that the Court grant incentive awards to the Class Representatives.

## **II. PROCEDURAL HISTORY**

Class Counsel summarized the background of this case in Plaintiffs' Motion for Preliminary Approval of Settlement 3–12, Dkt. No. 269, and will therefore refrain from repeating that summary here. The Court granted that motion on April 17, 2018. Dkt. No. 323.

## **III. ARGUMENT**

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

Pursuant to Federal Rules of Civil Procedure 23(h) and the Court's April 17, 2018 preliminary approval order, Plaintiffs' Counsel request payment of attorneys' fees from the Settlement's common fund. The Supreme Court explained the rationale for the awarding of fees from a common fund in *Boeing Co. v. Van Gemert*:

[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.<sup>3</sup>

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.

“The Sixth Circuit has held that in common fund cases, ‘a court must make sure that counsel is fairly compensated for the amount of work done as well as for the results achieved.’”<sup>4</sup> In complex antitrust class actions such as this, where there are numerous purchasers of products or services with allegedly inflated prices,

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<sup>3</sup> *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980).

<sup>4</sup> *N.Y. State Teachers' Ret. Sys. v. Gen. Motors Co.*, 315 F.R.D. 226, 242 (E.D. Mich. 2016) (quoting *Rawlings v. Prudential-Bach Props., Inc.*, 9 F.3d 513, 516 (6th Cir. 1993)).

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, much 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 approve of awarding fees from a common fund based upon the percentage-of-the-fund method.<sup>5</sup> "The Sixth Circuit has observed a 'trend towards adoption of a percentage of the fund method in [common fund] cases.'<sup>6</sup> This trend holds true for courts in this District, which regularly utilize the percentage-of-the-fund approach in common fund cases.<sup>7</sup>

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<sup>5</sup> 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"); *Camden I Condo. Ass'n, Inc. v. Dunkle*, 946 F.2d 768, 773 (11th Cir. 1991) ("Indeed, every Supreme Court case addressing the computation of a common fund fee award has determined such fees on a percentage of the fund basis.").

<sup>6</sup> *N.Y. State Teachers' Ret. Sys.*, 315 F.R.D. at 243 (quoting *Rawlings*, 9 F.3d at 515).

<sup>7</sup> See, e.g., *N.Y. State Teachers' Ret. Sys.*, 315 F.R.D. at 243; *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 Delphi Corp. Securities, Derivative & "ERISA" Litig.*, 248 F.R.D. 483, 502–03 (E.D. Mich. 2008); *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, cumbersome, and time-consuming lodestar analysis.<sup>8</sup> Compared to the lodestar method, 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.”<sup>9</sup>

## **2. The Requested Percentage Is Appropriate When Compared to the Range of Percentage of the 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.<sup>10</sup> Here, Class Counsel’s request of approximately 28.78% of the Settlement Fund for fees is below the 30–33.33% common fund percentage awards made in this District,<sup>11</sup> is also consistent with—or even below—awards generally

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<sup>8</sup> *Rawlings*, 9 F.3d at 516–17; *Stanley v. United States Steel Co.*, No. 04-74654, 2009 WL 4646647, at \*1 (E.D. Mich. Dec. 8, 2009) (“Use of the percentage method also decreases the burden imposed on the Court by eliminating a full-blown, detailed and time consuming lodestar analysis while assuring that the beneficiaries do not experience undue delay in receiving their share of the settlement.”); *In re Cardizem CD*, 218 F.R.D. at 532.

<sup>9</sup> *Rawlings*, 9 F.3d at 516.

<sup>10</sup> *Missouri v. Jenkins*, 491 U.S. 274, 285 (1989).

<sup>11</sup> *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”).

provided in other antitrust class actions,<sup>12</sup> and is less than the fee Plaintiffs' Counsel requested in relation to the previous settlement, which fee this Court found "reasonable in light of the time and resources expended by Class Counsel in this case." Dkt. No. 213 at 37.

### 3. The Relevant Factors Justify an Award of 28.78%

A court is tasked with ensuring that counsel are fairly compensated for the work performed and the result achieved.<sup>13</sup>

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.<sup>14</sup>

Under these factors, a fee award of \$8,631,628.67—approximately 28.78% of the Settlement Amount—is fair, reasonable, and justified.

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<sup>12</sup> 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).

<sup>13</sup> *Rawlings*, 9 F.3d at 516.

<sup>14</sup> *In re Cardizem CD*, 218 F.R.D. at 533.

**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.<sup>15</sup>

Here, the \$29.99 million Settlement Fund is 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.<sup>16</sup> This recovery compares favorably to other class action antitrust settlements which have recovered 5.35% to 28% of estimated damages.<sup>17</sup> Indeed, lesser results have justified similar percentages.<sup>18</sup>

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<sup>15</sup> *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).

<sup>16</sup> See Prelim. Approval Br. at 14.

<sup>17</sup> 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).

<sup>18</sup> See, e.g., *id. In re: Cathode Ray Tube (CRT) Antitrust Litig.*, No. 1917, 2016 WL 4126533, at \*4-5 (N.D. Cal. Aug. 3, 2016) (holding that 20 percent antitrust recovery in a megafund case warranted “a modest increase over the Ninth Circuit benchmark” of 25 percent); *In re Omnivision Techs., Inc.*, 559 F. Supp. 2d 1036, 1046 (N.D. Cal. 2008) (holding that “a total award of approximately 9% of the possible damages” “weighs in favor of granting the requested 28% fee.”). See also *In re Med. S-Ray Film Antitrust Litig.*, No. CV-93-5904, at \*7-8 (E.D.N.Y. 1998) (increasing the 25% benchmark to 33.3% where counsel recovered 17% of

As a result of this settlement, the Settlement Class will receive certain compensation for a portion of their losses and avoid the risk of no recovery.

**b. Risks of Litigation and 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.<sup>19</sup>

Plaintiff's Counsel have prosecuted this action for more than seven years 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

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damages); *In re Crazy Eddie Sec. Litig.*, 824 F. Supp. 320, 326 (E.D.N.Y. 1993) (increasing 25% benchmark to 33.8% where counsel recovered 10% of damages); *In re Gen. Instruments Sec. Litig.*, 209 F. Supp. 2d 423, 431, 434 (E.D. Pa. 2001) (awarding one-third fee from \$48 million settlement fund that was approximately 11% of the plaintiffs' estimated damages); *In re Corel Corp. Inc. Sec. Litig.*, 293 F. Supp. 2d 484, 489–90, 498 (E.D. Pa. 2003) (permitting one-third fee award from \$48 million settlement fund which represented approximately 15% of class' total net damages); *Cullen v Whitman Med. Corp.*, 197 F.R.D. 136, 148 (E.D. Pa. 2000) (awarding one-third in fees from settlement of class consisting of defrauded vocational students that was 17% of the tuition that class members paid).

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

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 compensation for work performed. Even plaintiffs who prevail at trial may find their judgment overturned on appeal.

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. Continued litigation of the case would also involve a significant degree of risk. *See* Dkt. No. 290. Given the nature of the contingent fee arrangement and the high risk this case presented, a 28.78% fee is reasonable.

**c. Public Policy Considerations**

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 and require 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.<sup>20</sup>

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 . . . . Society also benefits from the prosecution and settlement of private antitrust litigation. . . . Encouraging qualified counsel to bring inherently difficult and risky but beneficial class actions like this case benefits society.<sup>21</sup>

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<sup>20</sup> *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.

<sup>21</sup> *In re Cardizem CD*, 218 F.R.D. at 534 (citations omitted) (quoting *F & M Distributions, Inc. Sec. Litig.*, No. 95-CV-71778, 1999 U.S. Dist. LEXIS 11090, at \*18 (E.D. Mich. 1999)).

Without the willingness of Plaintiffs' Counsel to assume the risks inherent in this large, complex, case, Settlement Class Members would not have recovered anything, let alone the substantial recovery secured here.

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

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."<sup>22</sup>

Class Counsel, together with other Plaintiffs' Counsel, spent more than 37,000 hours litigating and securing the successful recovery in this case.<sup>23</sup> At current hourly rates, this results in a lodestar of \$19,748,626.75.<sup>24</sup> 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.* ¶ 6. The work performed by these other firms included essential communications with class representatives, assistance

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<sup>22</sup> *In re IPO Sec. Litig.*, 671 F. Supp. 2d 467, 506 (S.D.N.Y. 2009).

<sup>23</sup> Should the Court request, Plaintiffs' Counsel will provide detailed time records for the Court to review in-camera.

<sup>24</sup> 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.") ¶ 5.

with briefing, reviewing documents, performing research, and participating in depositions and is discussed in more detail in the declarations submitted on behalf of each firm. *Id.*

Pursuant to the order appointing Interim Class Counsel, Dkt. No. 69, it is their responsibility to assign work, collect time and expense reports on a periodic basis, and to allocate any fees awarded by the Court. Class Counsel have done so; they coordinated work between firms and avoided duplication of effort. Except as noted below, Class Counsel have not included in the aggregate lodestar time for work that was not performed at the direction of Class Counsel,<sup>25</sup> time without appropriate detail, duplicative time, or time spent on internal firm administrative tasks. *Id.* ¶ 6–9. Class Counsel excluded time from any time keeper with less than 20 hours of work. *Id.* ¶ 10. Class Counsel also excluded time spent on the preparation of this Motion for Attorney Fees, and the previous fee motion. *Id.* ¶ 11.

Courts in this Circuit also recognize that a fee award may appropriately use a “multiplier” or enhancement of counsel’s lodestar. The multiplier is the ratio of the

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<sup>25</sup> Class Counsel audited Plaintiffs’ Counsel’s time records to identify and exclude time clearly not eligible for any compensation. Hedlund Decl. ¶ 6. 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 Court, unless it was deficient in some other respect. Hedlund Decl. ¶ 7. 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.

fee awarded 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."<sup>26</sup>

Here, a 28.78% fee, or \$8,631,628.67, is eminently reasonable as it reflects a *reduction* of Plaintiffs' Counsel's total lodestar rather than an enhancement. In other words, it is a negative multiplier in that Plaintiffs' Counsel requests fees that represent 43 percent of their overall lodestar of \$19,748,626.75.<sup>27</sup> Courts routinely approve awards that represent a substantial *increase* of counsel's actual lodestar.<sup>28</sup> Where counsel's requested percentage of the fund fee is less than their lodestar, there

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<sup>26</sup> *In re Superior Beverage/Glass Container Consol. Pretrial*, 133 F.R.D. 119, 131 (N.D. Ill. 1990).

<sup>27</sup> The lodestar number is calculated at current rates. At historic rates, Plaintiffs' lodestar is \$16,564,710.25, of which the fee request is 52%.

<sup>28</sup> *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"); *New York State Teachers' Retirement Sys. v. General Motors Co.*, 315 F.R.D. 226, 243–44 (E.D. Mich. 2016), *appeal docketed*, No. 16-1821 (6th Cir. June 16, 2016) (noting court agreement for typical multipliers ranging from 1.3 to 4.5 and awarding multiplier of 1.9); *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).

is further assurance that the request is appropriate.<sup>29</sup> An expert on fees previously found Plaintiffs' Counsel's rates to be reasonable.<sup>30</sup> See Dkt. No. 170-1.

Given that Plaintiffs' Counsel spent 37,027.96 hours litigating this case, a fee award of \$8,631,628.67 represents a blended hourly rate of \$233.11 for the work performed in this case, which is less than what courts in this district typically approve.<sup>31</sup> This blended rate pales in comparison to top partner billing rates of national law firms, which were approaching \$1,500 more than two years ago.<sup>32</sup> For further comparison the Civil Division of the United States Attorney's office for the District of Columbia prepared a matrix of hourly rates intended for use in cases that

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<sup>29</sup> See *Stanley*, 2009 WL 4646647, at \*3 (finding support for the reasonableness of a requested fee in the fact that the fee request was a fraction of counsel's lodestar).

<sup>30</sup> While Mr. McGuinness was unable to conclusively say that the rates of two attorneys were reasonable, he found that they would be reasonable if reduced slightly. Reducing *all* lodestar by the largest reduction percentage considered by Mr. McGuinness (14%) results in a lodestar of \$16,938,819.01 and \$14,245,650.82 in current and historic lodestar, respectively. These amounts are still well above the actual fee requested.

<sup>31</sup> See *Doe 1-2 v. Déjà vu Servs., Inc.*, No. 2:16-cv-10877, 2017 WL 2629101, at \*10 (E.D. Mich. June 19, 2017) (finding lodestar multiplier of 1.4 and blended hourly rate of \$542 "reasonable given the complexity of the case [and] the results achieved"), *appeal docketed*, No.17-1827 (6th Cir. July 19, 2017); *Bourne v. Ansara Restaurant Grp., Inc.*, No. 16-10332, 2016 WL 7405804, at \*3 (E.D. Mich. Dec. 22, 2016) (finding a blended average hourly rate of \$409 "to be reasonable, warranted, and customary"); *Date v. Sony Electronics, Inc.*, No. 07-15474, 2013 WL 3945981, at \* 13 (E.D. Mich. July 13, 2013 (finding a blended rate of \$375 per hour to be "fair and reasonable").

<sup>32</sup> Martha Neil, *Top partner billing rates at BigLaw firms approach \$1,500 per hour*, ABA Journal (Feb. 8, 2016), [http://www.abajournal.com/news/article/top\\_partner\\_billing\\_rates\\_at\\_biglaw\\_firms\\_nudge\\_1500\\_per\\_hour](http://www.abajournal.com/news/article/top_partner_billing_rates_at_biglaw_firms_nudge_1500_per_hour).

allow statutory fee shifting that recommends a 2017-2018 rate of \$302 per hour for attorneys with less than two years of experience, with increasing amounts for attorneys with additional experience.<sup>33</sup>

By all measures, Plaintiffs' Counsel have requested a fee that is well below their lodestar and the resulting blended rate is well below those approved in this district and rates approved in fee shifting contexts. Accordingly, the requested fee of 28.78% of the Settlement Fund is abundantly reasonable in light of the value of Plaintiffs' Counsel's time on an hourly basis.

**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."<sup>34</sup>

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

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<sup>33</sup> *USAO Attorney's Fees Matrix — 2015-2018*, United States Attorney's Office, District of Columbia, available at <https://www.justice.gov/usao-dc/file/796471/download>.

<sup>34</sup> *In re Packaged Ice*, 2011 WL 6209188, at \*19 (quoting *In re Cardizem CD*, 292 F. Supp. 2d at 639); see also *In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 639 (E.D. Pa. 2003).

Counsel's Brief in Support of Preliminary Approval. This factor strongly favors a fee award of 28.78% 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.<sup>35</sup> Nationally known, prominent, and extremely capable counsel represented Defendant and vigorously defended this action, including the current Acting Director of the Bureau of Competition of the Federal Trade Commission.<sup>36</sup> 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.

These factors all weigh in favor of the fee award requested. The Court should grant Plaintiffs' Counsel's request for \$8,631,628.67—approximately 28.78% of the Settlement Fund.

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<sup>35</sup> 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).

<sup>36</sup> Bruce Hoffman, Federal Trade Commission, <https://www.ftc.gov/about-ftc/biographies/bruce-hoffman>.

**B. Plaintiffs' Counsel's Litigation Expenses Were 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 \$3,562,461.81 for the benefit of the Settlement Class.<sup>37</sup> Hedlund Decl. ¶ 11.

Under the common fund doctrine, class 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. "Expense awards are customary when litigants have created a common settlement fund for the benefit of a class."<sup>38</sup>

Expenses are compensable in a common fund case if the particular costs are of the type typically billed by attorneys to paying clients in the marketplace.<sup>39</sup> The categories of expenses for which counsel seek reimbursement here are the type of expenses routinely charged to hourly clients, were necessary to the prosecution of the case, and should therefore be reimbursed out of the common fund.

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<sup>37</sup> The Preliminary Approval Order already authorized payment of Settlement administration expenses and notice costs up to \$1,219,038. See Order ¶ 18, Dkt. No. 323. This amount has been and will be expended on implementing the Notice Plan.

<sup>38</sup> *In re Cardizem CD*, 218 F.R.D. at 535 (quoting *F & M Distribs., Inc. Sec. Litig.*, 1999 U.S. Dist. LEXIS 11090, at \*20 (E.D. Mich. June 29, 1999)).

<sup>39</sup> *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.").



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

The notice sent to Settlement Class Members will state that Plaintiffs' Counsel will seek reimbursement of litigation expenses up to \$3,500,000, plus settlement-related expenses. As set forth above, and consistent with this estimate, Plaintiffs' Counsel have incurred litigation expenses of \$3,562,461.81. Accordingly, Plaintiffs' Counsel are seeking reimbursement of litigation expenses of \$3,500,000 (but not the additional \$62,461.81). Because these expenses were necessary to achieve the Settlement, and because they are the types of expenses typically reimbursed in such cases, the Court should grant this request.

**C. Unpaid Settlement-Related Expenses Should be Paid out of the Settlement Fund**

The Settlement Administrator, Epiq, also has an unpaid bill for \$1,365,038 related to claims processing and other settlement administration for the prior

settlement. Claims submitted in the prior round need not be submitted again so that work will fully apply to this settlement. Class counsel request authority to make this payment out of the Settlement Fund once it is fully funded and will seek authority to pay additional Settlement administration expenses at the end of the claims process when they file a motion to distribute the Net Settlement Fund.

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

Incentive awards are neither prohibited nor explicitly endorsed by the Sixth Circuit.<sup>40</sup> When awarded, “[i]ncentive awards are typically awards to class representatives for their often extensive involvement with a lawsuit.”<sup>41</sup> 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.”<sup>42</sup> While not expressly endorsing them, the Sixth Circuit has allowed payment of incentive awards to class representatives as a reasonable use of settlement funds.<sup>43</sup> Courts elsewhere routinely award incentive awards to class representatives who

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<sup>40</sup> *Hadix v. Johnson*, 322 F.3d 895, 897–98 (6th Cir. 2003) (“This court has never explicitly passed judgment on the appropriateness of incentive awards.”).

<sup>41</sup> *Id.* at 897.

<sup>42</sup> *Id.*; *see also Rodriguez v. W. Publishing Corp.*, 563 F.3d 948, 958 (9th Cir. 2009) (incentive awards “are intended to compensate class representatives for work done on behalf of the class, to make up for financial or reputational risk undertaken in bringing the action, and, sometimes, to recognize their willingness to act as a private attorney general”).

<sup>43</sup> *Moulton v. U.S. Steel Corp.*, 581 F.3d 344, 351–52 (6th Cir. 2009).

dedicate their time and energy, often risking retaliation, in order to benefit the greater good of the class they seek to represent.<sup>44</sup>

This Court has 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.”<sup>45</sup> But it is not only time that class representatives expend on behalf of the class. Class representatives put their names on a lawsuit, endure stress, and risk retaliation and even harassment. Class representatives undertake these burdens, in addition to the demands of time, to vindicate the rights of an entire class. These concerns are particularly acute in this case, where the Plaintiffs needed courage to bring a case against the largest private health insurer in the State of Michigan.

Courts will reward class representatives varying awards based on their

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<sup>44</sup> See *Denney v. Jenkins & Gilchrist*, 230 F.R.D. 317, 355 (S.D.N.Y. 2005), *aff’d in relevant part*, 443 F.3d 253 (2d Cir. 2006); *In re Air Cargo Shipping Servs. Antitrust Litig.*, No. 06-md-1775, 2015 WL 5918273, at \*4 (E.D.N.Y. Oct. 9, 2015) (noting that service awards “are not uncommon and can serve an important function in promoting class action settlement.”) (internal quotations and citation omitted); *In re Lorazepam & Clorazepate Antitrust Litig.*, MDL NO. 1290, 2003 WL 22037741, at \*10 (D.D.C. June 16, 2003) (“[C]ourts routinely approve incentive awards to compensate named plaintiffs for the service they provided and the risk they incurred during the course of the class action litigation.”) (internal citation and quotation omitted).

<sup>45</sup> *In re Cardizem CD*, 218 F.R.D. at 535; see also *In re Packaged Ice*, 2012 WL 5493613, at \*9.

contributions to the litigation.<sup>46</sup> Accordingly, this Court has 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.”<sup>47</sup> Other courts have approved awards of much greater value.<sup>48</sup> Organization class representative plaintiffs often endure a greater burden 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 considerable incentive awards for organizational class representatives.<sup>49</sup>

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<sup>46</sup> See *In re High-Tech Employee Antitrust Litig.*, No. 11-CV-02509-LHK, 2015 WL 5158730, at \*17 (N.D. Cal. Sept. 2, 2015); (stating, “[i]mportantly, a court need not award all named plaintiffs the same incentive payment”); *In re Titanium Dioxide Antitrust Litig.*, No. 10-CV-00318 RDB, 2013 WL 6577029, at \*1 (D. Md. Dec. 13, 2013) (awarding \$125,000 to one class representative and \$25,000 to the other two class representatives); see also *Slipchenko v. Brunel Energy, Inc.*, No. CIV. A. H-11-1465, 2015 WL 338358, at \*15 (S.D. Tex. Jan. 23, 2015) (“Courts recognize that a differentiation among class representatives based upon the role that each played may be proper in given circumstances.” (brackets and internal quotation marks omitted)).

<sup>47</sup> See *In re CMS Energy ERISA Litig.*, No. 02-72834, 2006 WL 2109499, at \*3 (E.D. Mich. June 27, 2006); see also *Date*, 2013 WL 3945981, at \* 13 (approving incentive payment of \$7,000 for individual class representative).

<sup>48</sup> *In re High-Tech Employee Antitrust Litig.*, 2015 WL 5158730, at \*17 (awarding one class representative \$120,000 and the other four representatives \$80,000 each); *Nitsch v. DreamWorks Animation SKG Inc.*, No. 14-CV-04062-LHK, 2017 WL 2423161, at \*14–16 (N.D. Cal. June 5, 2017) (granting service awards of \$90,000 to each named plaintiff).

<sup>49</sup> 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); *In re Titanium Dioxide Antitrust Litig.*,

The Notice will inform Settlement Class Members that Class Counsel will request incentive awards of up to \$50,000 for each organizational Class Representative and up to \$10,000 for each individual Class Representative. 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 organizational Class Representatives. Class Counsel also requests incentive awards of \$10,000 for Susan Baynard, \$10,000 for Anne Noah, \$5,000 for Bradley Veneberg, and \$5,000 for Scott Steele. Class Counsel are only seeking a total of \$165,000 in incentive awards, which represents only 0.55% of the Settlement Fund.

**1. The Class Representatives Expended Considerable Time and Energy Litigating this Case on Behalf of the Class**

Class Representatives Carpenters, Abatement, and Plumbers filed their initial complaint against Blue Cross over seven years ago, in December 2010.<sup>50</sup> Carpenters, Abatement, and Plumbers (collectively, the “Union Health Funds”), and their third party administrators, thereafter spent extensive time and resources representing a

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2013 WL 6577029, at \*1 (D. Md. Dec. 13, 2013) (awarding \$125,000 to one class representative and \$25,000 to the other two class representatives).

<sup>50</sup> Hedlund Decl, Ex. 2, Declaration of Daniel A. Small ¶ 22 (“Small Decl.”).

class. *Id.* ¶¶ 23–25. They all lent their substantive knowledge of the industry, particularly about the experience of self-funded entities, to Plaintiffs’ Counsel throughout the litigation. *Id.* ¶ 23. In response to broad document requests from Blue Cross, they produced thousands of documents and extensive data that involved both paper and electronic records from multiple custodians. *Id.* ¶ 24. Abatement produced more than 11,000 documents, Carpenters produced more than 19,000 documents, and Plumbers produced more than 30,000 documents. *Id.* The Union Health Funds also aided in drafting Plaintiffs’ interrogatory responses—which numbered nearly 250 pages. *Id.* The 30(b)(6) deponent for Carpenters reviewed documents and prepared extensively for a deposition on a wide range of topics from BCBSM. *Id.* ¶ 25.

Plaintiff The Shane Group filed its initial complaint against Blue Cross over seven years ago, in October 2010.<sup>51</sup> Since then, Shane Group worked with Class Counsel to locate and produce relevant documents, respond to written discovery, and review filings. *Id.* ¶¶ 8–9, 11–12.

Susan Baynard and Anne 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.<sup>52</sup>

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<sup>51</sup> Hedlund Decl., Ex. 19, Declaration of Theodore B Bell ¶ 8 (“Bell Decl.”).

<sup>52</sup> Hedlund Decl., Ex. 10, Declaration of Alyson Oliver ¶¶ 15, 17 (“Oliver Decl.”).

They also worked to obtain responsive documents that were in the custody of third parties. *Id.* 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. *Id.* ¶¶ 16, 18.

Plaintiff Bradley Veneberg filed his initial complaint against Blue Cross over seven years ago, in October 2010.<sup>53</sup> Mr. Veneberg subsequently worked with Class Counsel to locate and produce relevant documents and respond to discovery requests. *Id.* ¶ 10. Mr. Veneberg was not required to testify in a deposition but would have been willing to do so. *Id.* ¶ 13.

Plaintiff Scott Steele filed his initial complaint against Blue Cross in January 2011.<sup>54</sup> Mr. Steele then worked with Class Counsel to identify and produce relevant documents and respond to Blue Cross's other discovery requests. *Id.*

## **2. The Proposed Incentive Awards Are Reasonable in Light of the Recovery Achieved for the Class**

While the Class Representatives could have sat back and let someone else take on the task of prosecuting Defendant for its antitrust violations, they instead chose to take action—not only on their own behalf, but in order to recoup overcharges for all Class members. Each Class Representative undertook this responsibility and work without any expectation of compensation beyond their proportional share as a

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<sup>53</sup> Bell Decl. ¶¶ 8–10.

<sup>54</sup> Oliver Decl. ¶ 14.

class member of any judgment or settlement. They were always informed by Class Counsel that the Court alone would decide what, if any, incentive award they were entitled to for their efforts.<sup>55</sup>

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 Class Representative's contributions to the case and would only begin to compensate the Class Representatives for the value of their time and resources spent on the litigation, and the risks and distractions they accepted, for the benefit of the Settlement Class. Accordingly, Class Counsel request that the Court grant their request for incentive awards of \$45,000 for Carpenters, \$35,000 for Abatement, \$35,000 for Plumbers, \$20,000 for Shane Group, \$10,000 for Susan Baynard, \$10,000 for Anne Noah, \$5,000 for Bradley Veneberg, and \$5,000 for Scott Steele.

#### **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.

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<sup>55</sup> Small Decl. ¶ 20; Bell Decl. ¶ 5–6; Oliver Decl. ¶ 12.



Dated: May 17, 2018

Respectfully submitted,

/s/ Daniel E. Gustafson

Daniel E. Gustafson

Daniel C. Hedlund

Daniel J. Nordin

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*Interim Liaison Counsel*

**CERTIFICATE OF SERVICE**

I hereby certify that on May 17, 2018, I electronically filed the foregoing paper with the Clerk of the Court using the ECF, which will send notification of such filing to all parties of record. I further certify that I have caused the foregoing document to be sent electronically or via U.S. Mail to all individuals or entities who filed objections to the previous settlement agreement or, for those individuals or entities represented by counsel, their counsel.

Dated: May 17, 2018

Respectfully submitted,

/s/ Daniel E. Gustafson

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*Attorney for Plaintiffs and the Class*

**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 includes 19 declarations of Class Counsel and other Plaintiffs' Counsel who are seeking to recover fees and

expenses for work performed on this matter. 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 historical hourly rates, and each firm's expenses spent on the litigation of this case.

4. Since the inception of this case through November 30, 2016, Plaintiffs' Counsel have collectively logged 37,027.96 hours, which generates a lodestar of \$19,748,626.75 at current hourly rates and a lodestar of \$16,564,710.25 at historic 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, paralegals, and professional staff as well as the lodestar for that firm calculated at the firm's current and historic hourly rates. Each firm has also submitted a breakdown of the number of hours performed in each task category. *See* Compendium.

5. Class Counsel conducted a further review of all of Plaintiffs' Counsel's time and did not rely solely on the review performed in 2014. All time was reviewed thoroughly and any time that was non-compensable, such as being primarily administrative in nature or insufficiently described, was excluded.

6. Before Class Counsel were appointed by the Court, they of course could not authorize their co-counsel's work. However, such pre-appointment time was reviewed and was excluded where it was found to be non-compensable.

7. Class Counsel reviewed all work performed by other Plaintiffs' Counsel after the Court appointed Interim Class Counsel, *see* Dkt. No. 69, to ensure the work performed represents time spent working at the direction and under the supervision of Class Counsel.

8. Except as noted above, Class Counsel 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.

9. In order to streamline this review, Class Counsel instructed all firms to remove all time for any attorney or other time keeper who had less than 20 hours in total billed to the case.

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

11. The Compendium shows that Plaintiffs' Counsel have incurred \$3,562,461.81 in expenses in connection with the prosecution of this litigation since inception.<sup>1</sup>

12. 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.

13. Plaintiffs' largest expense (over \$2.6 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.

14. 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.

15. Class Counsel chose a cutoff date for time of November 30, 2016, with the understanding that there would be relatively little work performed from

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<sup>1</sup> The total expenses incurred by all firms includes assessments and totals \$3,562,466.81. However, \$5 remains in the litigation fund, which means the total unreimbursed expenses are \$3,562,461.81.

that time until the time this Motion would be due. There is therefore additional work, mostly performed by Class Counsel, related to notice, settlement administration, and final approval for which Class Counsel are not submitting in support of their fee request.

16. Class Counsel chose an expenses cutoff date of October 31, 2017, for non-Co-Lead firms because it would be unlikely for non-Co-Lead firms to make any expenditures after that point in time. Some Plaintiffs' Counsel firms continued paying assessments up until that point. Co-Lead firms have reported their expenses through April 30, 2018.

17. As described in my October 24, 2014, declaration, Dkt. No. 170-1, Blue Cross Blue Shield of Michigan ("Blue Cross") previously paid \$1,000,000 into the Settlement Fund earmarked to pay for class notice costs for the 2014 settlement.

18. Consistent with my October 24, 2014 declaration, Plaintiffs' Counsel are not seeking reimbursement of the additional \$146,000 spent to cover the additional 2014 direct notice costs.<sup>2</sup>

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<sup>2</sup> As explained in my October 24, 2014 declaration, Dkt. No. 170-1, after Class Counsel submitted the 2014 notice plan to the Court, Class Counsel gained access to approximately 500,000 additional names and addresses for the purposes of providing direct notice. Because this additional amount is included in the outstanding bill due to Epiq, Class Counsel are offsetting it in their fee request.



19. Under the terms of the latest Settlement with Blue Cross, Blue Cross paid \$1,219,038.00 into the Settlement Fund earmarked to pay for class notice costs for the present Settlement.

20. On May 3, 2018, Class Counsel directed EagleBank, the holder of the Settlement Fund, to pay \$326,330.00 to Kinsella Media for published notice costs, including magazine, newspaper, and online advertisements.

21. Class Counsel will pay the remaining amount in the Settlement Fund to Epiq, the Settlement Administrator, to cover the cost of the direct notice mailings.

22. Class Counsel have reduced Plaintiffs' Counsel's overall fee request by \$1,365,038 to account for the additional 2014 direct notice costs and the notice costs of the present Settlement. This reduction maintains the value of the Settlement to the Settlement Class compared to the previous settlement. This reduction is not made in response to demands by any of the objectors to the previous settlement.

23. Due to previous settlement administration costs, including responding to numerous (potential) class member inquiries and initial intake of numerous class member claims, there is currently an unpaid balance due to Epiq of \$1,383,497.94.

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

Dated: May 17, 2018

Respectfully submitted,

/s/ Daniel C. Hedlund

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**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
Wolf Haldenstein Adler Freeman & Herz, LLP	19

# **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 November 30, 2016, by attorneys and paralegals at this firm is 6,224.25.
3. The total hours expended by my firm produces a lodestar of \$3,131,803.75 at current rates and \$2,532,213.75 at historic rates. The hourly rates for the partners, attorneys, and professional support staff in my firm are the same

as the usual and customary hourly rates charged for their services in contingent antitrust class action matters.

4. My firm has been involved in numerous aspects of this litigation, including:
  - a. Legal research for and drafting of the original complaint prior to consolidation; analysis of similar filed cases; research, drafting, and revising of the consolidated amended complaint.
  - b. Legal research and drafting Plaintiffs' opposition to BCBSM's motion to dismiss; legal research and drafting of Plaintiffs' motion to add/drop certain named plaintiffs and Plaintiffs' reply thereto; legal research and drafting of various motions related to previous settlement; legal research and drafting of Plaintiffs' responses to various motions filed by objectors to the previous settlement; legal research and drafting of brief in response to motions to seal; legal research and drafting other miscellaneous motions or responses to such motions.
  - c. Meeting and conferring and corresponding with opposing counsel regarding search terms for document production; review, analysis, and coding of documents produced for this case; coordinating organization of over 150 depositions with Gustafson Gluek

attorneys preparing for and participating in over 35 depositions located throughout the state of Michigan; analysis of deposition transcripts and drafting of deposition digests; conferring and deposition preparation with named plaintiffs; attending and defending the depositions of two named plaintiffs, Susan Baynard and Anne Noah; drafting and revising written discovery responses.

- d. Conferring with experts at Econ One regarding class certification issues; legal research and drafting of Plaintiffs' motion for class certification; analysis of BCBSM's opposition to Plaintiffs' motion for class certification.
- e. Preparing for and attending status conferences; preparing for and attending hearing on BCBSM's motion to dismiss; preparing for and attending hearing on motion to add/drop plaintiffs; preparing for and attending court hearings related to Plaintiffs' previous motions for approval of settlement; preparing for and attending hearing on various motions to seal; preparing for and attending hearing on Plaintiffs' motion for preliminary approval of the amended settlement.
- f. Conferring with co-counsel regarding settlement strategy; meeting with co-counsel and opposing counsel regarding settlement;

telephone conferencing with opposing counsel regarding amended settlement; conferring with claims administrator Epiq regarding settlement administration; conferring with notice provider Kinsella Media regarding notice plan; conferring with class members regarding settlement questions.

- g. Analysis of appeal briefs; drafting of appeal response brief; and assisting with preparation for oral argument.
- h. Conferring and strategizing with co-counsel regarding many of the above items; drafting communications to co-counsel regarding progress and status of case; conferring with co-counsel regarding general case strategy and case prosecution issues; corresponding and conferencing with objectors to the previous settlement.

5. Time spent preparing both fee petitions and related documents is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses incurred by the firm, from inception through April 30, 2018, are \$838,063.18.



8. Attached as Exhibit B is a summary of the unreimbursed expenses incurred by my firm in the pursuit of this matter. The 2014 submission included \$1,440 in expert costs. These costs were reimbursed by the litigation fund and are therefore not included in my firm's unreimbursed expenses now. Additionally, the litigation fund reimbursed my firm \$15,512.11 for copy costs. The copies cost reflected on Exhibit B are only my firm's unreimbursed costs for this category.

9. My firm administered the case litigation fund. The total expenses paid by the litigation fund through April 30, 2018, are \$2,884,995.00.

10. Attached as Exhibit C is a summary of expenses paid from the litigation fund in pursuit of this matter.

11. There is a total of \$5 remaining in the litigation fund, which is the minimum amount required to keep the account open.

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

Dated: May 17, 2018

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


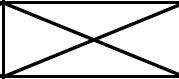
Fax: (612) 339-6622

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 - Current Rates</b>
--

<b>Firm Name</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel E. Gustafson	(P)	\$ 1,050.00	455.25	\$ 478,012.50
Daniel C. Hedlund	(P)	\$ 875.00	1,073.00	\$ 938,875.00
Amanda M. Williams	(P)	\$ 675.00	194.75	\$ 131,456.25
Michelle J. Looby	(P)	\$ 625.00	99.00	\$ 61,875.00
Joseph C. Bourne	(P)	\$ 475.00	256.00	\$ 121,600.00
Ellen M. Ahrens	(A)	\$ 350.00	1,772.75	\$ 620,462.50
Joshua J. Rissman	(A)	\$ 475.00	44.50	\$ 21,137.50
Daniel J. Nordin	(A)	\$ 450.00	995.25	\$ 447,862.50
Lucy G. Massopust	(A)	\$ 375.00	28.00	\$ 10,500.00
Johanna Smith	(LC)	\$ 280.00	118.50	\$ 33,180.00
Aalok K. Sharma	(LC)	\$ 265.00	42.00	\$ 11,130.00
Cory M. Carpenter	(CA)	\$ 300.00	549.75	\$ 164,925.00
Danette K. Mundahl	(PL)	\$ 150.00	566.25	\$ 84,937.50
Jamie L. Holzer	(PL)	\$ 200.00	29.25	\$ 5,850.00
<b>TOTAL</b>			<b>6,224.25</b>	<b>\$ 3,131,803.75</b>
<b>Status:</b>	(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.			

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

<b>Firm Name</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel E. Gustafson	(P)	\$ 750.00	7.00	\$ 5,250.00
Daniel E. Gustafson	(P)	\$ 775.00	92.75	\$ 71,881.25
Daniel E. Gustafson	(P)	\$ 800.00	74.25	\$ 59,400.00
Daniel E. Gustafson	(P)	\$ 850.00	71.00	\$ 60,350.00
Daniel E. Gustafson	(P)	\$ 900.00	142.00	\$ 127,800.00
Daniel E. Gustafson	(P)	\$ 950.00	17.50	\$ 16,625.00
Daniel E. Gustafson	(P)	\$ 975.00	50.75	\$ 49,481.25
Daniel C. Hedlund	(P)	\$ 525.00	11.25	\$ 5,906.25
Daniel C. Hedlund	(P)	\$ 550.00	154.50	\$ 84,975.00
Daniel C. Hedlund	(P)	\$ 575.00	264.25	\$ 151,943.75
Daniel C. Hedlund	(P)	\$ 600.00	239.00	\$ 143,400.00
Daniel C. Hedlund	(P)	\$ 700.00	223.25	\$ 156,275.00
Daniel C. Hedlund	(P)	\$ 750.00	33.50	\$ 25,125.00
Daniel C. Hedlund	(P)	\$ 800.00	147.25	\$ 117,800.00
Amanda M. Williams	(P)	\$ 450.00	187.75	\$ 84,487.50
Amanda M. Williams	(P)	\$ 475.00	7.00	\$ 3,325.00
Michelle J. Looby	(A)	\$ 350.00	0.25	\$ 87.50
Michelle J. Looby	(A)	\$ 375.00	97.50	\$ 36,562.50
Michelle J. Looby	(A)	\$ 400.00	0.75	\$ 300.00
Michelle J. Looby	(A)	\$ 425.00	0.50	\$ 212.50
Joseph C. Bourne	(A)	\$ 350.00	252.00	\$ 88,200.00
Joseph C. Bourne	(A)	\$ 360.00	2.25	\$ 810.00
Joseph C. Bourne	(A)	\$ 385.00	1.75	\$ 673.75
Ellen M. Ahrens	(A)	\$ 300.00	19.25	\$ 5,775.00
Ellen M. Ahrens	(A)	\$ 325.00	1372.25	\$ 445,981.25
Ellen M. Ahrens	(A)	\$ 350.00	381.25	\$ 133,437.50
Joshua J. Rissman	(A)	\$ 325.00	43.00	\$ 13,975.00
Joshua J. Rissman	(A)	\$ 350.00	1.50	\$ 525.00
Daniel J. Nordin	(A)	\$ 300.00	258.75	\$ 77,625.00
Daniel J. Nordin	(A)	\$ 325.00	374.50	\$ 121,712.50
Daniel J. Nordin	(A)	\$ 350.00	118.25	\$ 41,387.50
Daniel J. Nordin	(A)	\$ 375.00	77.25	\$ 28,968.75
Daniel J. Nordin	(A)	\$ 400.00	166.50	\$ 66,600.00
Lucy G. Massopust	(A)	\$ 310.00	18.50	\$ 5,735.00
Lucy G. Massopust	(A)	\$ 350.00	9.50	\$ 3,325.00
Johanna Smith	(LC)	\$ 250.00	85.00	\$ 21,250.00
Johanna Smith	(LC)	\$ 265.00	33.50	\$ 8,877.50
Aalok K. Sharma	(LC)	\$ 250.00	25.00	\$ 6,250.00
Aalok K. Sharma	(LC)	\$ 265.00	17.00	\$ 4,505.00
Cory M. Carpenter	(CA)	\$ 300.00	549.75	\$ 164,925.00
Danette K. Mundahl	(PL)	\$ 150.00	566.25	\$ 84,937.50
Jamie L. Holzer	(PL)	\$ 150.00	3.25	\$ 487.50
Jamie L. Holzer	(PL)	\$ 175.00	5.50	\$ 962.50
Jamie L. Holzer	(PL)	\$ 200.00	20.50	\$ 4,100.00
<b>TOTAL</b>			<b>6,224.25</b>	<b>\$ 2,532,213.75</b>

**Status:**  
 (P) Partner  
 (OC) Of Counsel  
 (A) Associate  
 (CA) Contract Attorney  
 (LC) Law Clerk  
 (PL) Paralegal  
 (IT) Information Tech.

**Please report time in historic rates.**

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

<b>Firm Name</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
Daniel E. Gustafson	5.75		7.00	34.75	37.25	12.50	4.75	49.25	150.25	144.50		9.25	455.25
Daniel C. Hedlund	14.25		17.50	88.00	329.00	34.75	98.00	48.75	225.50	166.00	2.00	49.25	1,073.00
Amanda M. Williams					194.25					0.50			194.75
Michelle J. Looby					98.00				0.50	0.50			99.00
Joseph C. Bourne			0.50		253.25				1.75	0.50			256.00
Ellen M. Ahrens	13.50	8.50	98.00	93.00	1370.00	2.25	1.75	41.75	10.50	117.75	15.75		1,772.75
Joshua J. Rissman				39.50	0.50					4.50			44.50
Daniel J. Nordin		43.00	7.75	362.00	407.75	10.75	3.50	19.50	66.75	73.00		1.25	995.25
Lucy G. Massopust				9.50	18.50								28.00
Johanna Smith			38.25	9.00	43.00			23.75		4.50			118.50
Aalok K. Sharma					42.00								42.00
Cory M. Carpenter					549.75								549.75
Danette K. Mundahl	0.25		6.00	2.50	427.50	1.75		15.25	7.25	103.25	2.50		566.25
Jamie L. Holzer			1.25	2.75	2.50			0.50	9.00	13.25			29.25
<b>TOTAL Hours</b>	33.75	51.50	176.25	641.00	3773.25	62.00	108.00	198.75	471.50	628.25		59.75	<del>X</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **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 April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 725,000.00
Outside Copies	\$ 850.34
In-house Reproduction/Copies	\$ 9,992.59
Court Costs & Filing Fees	\$ 930.15
Court Reporters & Transcripts	\$ 1,680.72
Computer Research	\$ 6,348.30
Telephone & Facsimile	\$ 791.94
Postage/Express Delivery/Courier	\$ 608.58
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 59,431.91
Travel: Lodging / Meals	\$ 19,955.46
Travel: Miscellaneous	\$ 30.65
Car Rental / Cabfare / Parking	\$ 8,027.54
Miscellaneous	\$ 4,415.00
<b>TOTAL EXPENSES</b>	<b>\$ 838,063.18</b>

# **EXHIBIT C**



<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>LITIGATION FUND</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Outside Copies	\$ 61.48
In-house Reproduction/Copies	\$ 15,512.11
Court Reporters & Transcripts	\$ 57,092.22
Document Production Costs	\$ 134,475.47
Expert Costs	\$ 2,650,478.07
Appeal Costs	\$ 581.00
Witness / Service Fees	\$ 25,230.00
Travel: Airfare	\$ 599.80
Travel: Lodging / Meals	\$ 964.85
<b>TOTAL EXPENSES</b>	<b>\$ 2,884,995.00</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”). My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of the application of Plaintiffs’ counsel for fees and expenses.

2. The total number of hours reasonably expended on this litigation by attorneys and paralegals at my firm, from inception through November 30, 2016, is 10,495.95.

3. The total hours expended by my firm produces a lodestar of \$5,385,443.50 at current rates and \$4,599,732.75 at historic rates.

4. Time spent preparing this fee declaration and the motion for attorneys' fees and expenses, and the prior (2014) versions of this declaration and the fee and expense motion, is not included in the hours or lodestar stated above.

#### **Cohen Milstein's Work on the Litigation**

5. 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. It also handled the Sixth Circuit appeal and considerable post-appellate work.

6. My firm drafted and managed several pleadings and briefs. This work included, among other things, the drafting of the initial complaint, the consolidated amended complaint, the Rule 26(f) report, the opposition to Defendant's motions to dismiss, the opposition to Defendant's motion to stay, the proposed protective order, the opening and reply class certification briefs, the preliminary witness list, the response to a motion to compel, responses to interrogatories, the motion to add

plaintiffs, the motions for preliminary and final approval of the 2014 settlement, and the motion for preliminary approval of the current 2016 settlement.

7. My firm conducted factual and legal research including conducting a pre-filing investigation, researching background information about the Blue Cross Blue Shield Association and Blue Cross Blue Shield of Michigan, researching the U.S. Department of Justice's parallel action and other cases filed against Defendant in prior years, examining provider agreements and health plan contracts supplied by Plaintiffs, Defendant, and other insurers, and conducting other legal research relevant to the pleading, fact discovery, class certification, expert discovery and settlement phases of the case.

8. My firm handled depositions, including examining Defendant and third-party witnesses and preparing for and defending depositions of the Plaintiffs and entities with which they worked. This work also included coordinating the management of over 150 depositions with co-counsel and Department of Justice attorneys, analyzing deposition transcripts, and drafting deposition digests. Attorneys in my firm participated in the depositions of the following fact witnesses: Steve Andrews, Tim Johnson, Kim Sorget, Mark Bartlett, Douglas Darland, Daniel Loepp, and Kevin Cawley.

9. My firm handled discovery and review of the documents of Defendant and third parties. Major work in this category included preparing third-party

document subpoenas and meeting and conferring with the third parties, drafting interrogatories to Defendant, reviewing Plaintiffs' documents and data regarding their hospital payments, reviewing documents produced by Defendant, reviewing documents produced by third parties, handling document clawbacks, extensively analyzing Defendant and third-party insurer provider agreements with hospitals, preparing Plaintiffs' privilege log, and reviewing Defendant's privilege log.

10. My firm met and conferred with counsel for Defendant and third parties on discovery matters and on coordination with the government case. My firm coordinated frequently with other plaintiffs' counsel on numerous litigation matters. This work included conducting Rule 26(f) conferences, preparing correspondence to, and meeting and conferring with, Defendant regarding discovery requests and (assertedly) privileged documents, preparing correspondence to, and meeting and conferring with, third parties regarding document productions and confidentiality issues, and conducting telephone conferences with co-counsel, defense counsel, and Justice Department attorneys regarding coordination between the government and private cases, deposition scheduling, and other discovery issues.

11. My firm worked closely with the Plaintiffs themselves. This work included collecting their documents and data, reviewing and producing their own documents and documents they controlled but that were in the possession of third

parties, conferring with them regarding their purchases, drafting and amending their responses to Defendants' interrogatories, requests for admission, and document requests, preparing for and defending the deposition of Joan Janks, who worked for a health plan administrator and who testified on behalf of Carpenters, and providing litigation updates to referring counsel for the union health fund Plaintiffs.

12. My firm did extensive work on expert issues. My firm researched potential experts to retain. Once Plaintiffs retained Dr. Jeffrey Leitzinger as their economics expert, my firm worked with him and his staff closely. We worked with them to prepare Dr. Leitzinger's class certification expert report and were in the midst of assisting them on his class certification reply expert report when the case settled. We provided discovery materials for Dr. Leitzinger's and his staff's review at their request. My firm helped Dr. Leitzinger prepare for his deposition on his class certification report, and I defended his deposition. I took the deposition of Defendant's economics expert, Dr. David Sibley, on his class certification report.

13. My firm appeared in court several times in this case. Attorneys in my firm prepared for and participated in status hearings, the oral argument on the motion to add and drop plaintiffs, the hearings on preliminary and final approval of

the 2014 settlement, the hearing on preliminary approval of the 2016 settlement, and the hearing on the Varnum intervention motion.

14. I was integrally involved in all the negotiations, and the conferences with co-counsel, that led to the 2014 and 2016 settlements. See Declaration of Daniel A. Small in Support of Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation (Oct. 24, 2014), ECF No. 169-3. My firm was fully involved in negotiating and drafting the 2014 and 2016 written settlement agreements, and all the related papers, such as the plan of allocation, the class notices, and the claim forms. My firm was involved in the bid process that led to the retention of Epiq Class Action & Claims Solutions, Inc., the settlement administrator, and my firm retained Kinsella Media, the publication notice consultant. My firm worked closely with both companies to devise and implement the class notice program, to respond to (potential) class member inquiries, and to administer the claims process.

15. My firm took the lead in drafting Plaintiffs' appeal brief in the Sixth Circuit Court of Appeals, and I argued the appeal for Plaintiffs.

**Exhibits and Summaries of Lodestar and Expenses**

16. Attached as Exhibit A are time and lodestar summaries (at current and at historical rates) for the time my firm spent working on this case from inception through November 30, 2016, broken down by timekeeper.



17. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter through April 30, 2018.

18. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through April 30, 2018, are \$766,955.62. Certain expenses that my firm submitted to the Court for reimbursement in 2014 were later reimbursed from funds that were in Plaintiffs' counsel's litigation fund. These expenses are now included in Exhibit B in the category for litigation fund assessments rather than in the expense categories in which they appeared in 2014.

**Incentive Awards for Carpenters, Abatement and Plumbers**

19. My firm, along with Novara Tesija PLLC, filed one of the original complaints in this consolidated action, on behalf of Michigan Regional Council of Carpenters Employee Benefits Fund ("Carpenters"), the Abatement Workers National Health and Welfare Fund ("Abatement"), and the Monroe Plumbers & Pipefitters Local 671 Welfare Fund ("Plumbers") (collectively, the "Union Health Funds"). My firm worked closely with the Union Health Funds throughout this litigation.

20. The Union Health Funds understood from the beginning that they had no guarantee of financial compensation for the work they performed, and the risks, stresses and distractions they endured, as class representatives in this case, and that

any incentive award they might seek was wholly committed to the Court's discretion.

21. The Union Health Funds did not keep time records for their work on this case, and were not aware at the time of any requirement to do so in order to be eligible for an incentive award. They are not currently able to reliably estimate, much less detail, the hours they devoted to this case. However, I can and do describe some of the tasks they undertook on behalf of the class.

22. The Union Health Funds first became involved in this case in late 2010 when they conferred with counsel and reviewed a draft of the complaint before filing a complaint in this Court on December 8, 2010.

23. The Union Health Funds consulted with Class Counsel and stayed abreast of the status of the litigation. These efforts included calls, e-mails and meetings with counsel and review of numerous filings with the Court and other papers. The funds shared their knowledge of the industry with Class Counsel, particularly about the role self-funded entities.

24. In addition, the funds responded to Defendant's discovery requests. They discussed Defendant's document requests with their counsel and collected and produced thousands of paper and electronic documents and extensive data. These records were produced from multiple custodians both at the funds and at their administrators. The collection was large enough that it required the use of an

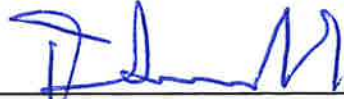
outside e-discovery vendor. Abatement produced more than 11,000 documents, Carpenters produced more than 19,000 documents, and Plumbers produced more than 30,000 documents. The three funds also aided in drafting Plaintiffs' interrogatory responses—which numbered nearly 250 pages.

25. Furthermore, Joan Janks--a Plan Manager at Benesys, which administered the health plans of the three funds--was deposed in this litigation as the Rule 30(b)(6) deponent for Carpenters. She reviewed documents and prepared extensively for the deposition on a wide range of topics. Her deposition lasted a full day. Following the deposition, she reviewed a copy of the transcript and provided potential corrections to counsel.

26. The Union Health Funds could have been a free-rider off someone else's efforts in the litigation, but they chose to come forward to represent the class at the cost of significant time, resources, distraction from their business activities, and the stress of litigation. It was important for the class to benefit from the involvement of self-funded entities in addition to the participation of the individual plaintiffs, and that may not have been possible without the commitment and efforts of the Union Health Funds.

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

Dated: **May 17, 2018**

By:   
\_\_\_\_\_

Daniel A. Small

# **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 - Current Rates</b>
--

<b>Firm Name</b>	<b>Cohen Milstein Sellers &amp; Toll, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Small, Daniel	(P)	\$900	1,830.50	1,647,450.00
Brown, Benjamin, D.	(P)	\$770	61.00	46,970.00
Johnson, Brent	(P)	\$715	1,481.25	1,059,093.75
Alexander, Laura	(P)	\$605	26.00	15,730.00
Dubner, Jeffrey, B.	(A)	\$530	323.20	171,296.00
Benner, David, A.	(SA)	\$440	358.50	157,740.00
Gutierrez, Alicia, R.	(SA)	\$420	84.50	35,490.00
Ossakow, Ian	(CA)	\$415	382.50	158,737.50
Tran, Ngan	(SA)	\$415	754.75	313,221.25
Boone, Meghan	(A)	\$415	1,785.00	740,775.00
Gebrewold, Besrat	(A)	\$395	90.25	35,648.75
Cacace, Robert	(A)	\$370	525.25	194,342.50
Schmitz, Aaron	(SA)	\$335	82.25	27,553.75
Bush, Brenna	(SA)	\$320	901.00	288,320.00
Abetti, Jonathan	(PL)	\$300	155.50	46,650.00
Clayton, Jay	(PL)	\$290	22.25	6,452.50
Ayyagari, Srinivas	(CA)	\$290	154.25	44,732.50
Pavsner, Seth, M.	(CA)	\$290	507.00	147,030.00

Szemanski, Ali	(PL)	\$270	105.00	28,350.00
Oak, Lindsay	(CA)	\$260	336.00	87,360.00
Cooke, William	(PL)	\$250	530.00	132,500.00
<b>TOTAL</b>			<b>10,495.95</b>	<b>\$ 5,385,443.50</b>
<b>Status:</b> (P) Partner (OC) Of Counsel (A) Associate (SA) Staff Attorney (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

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

<b>Firm Name</b>	<b>Cohen Milstein Sellers &amp; Toll, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Year</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Small, Daniel	(P)	2010	\$680	11.50	7,820.00
Small, Daniel	(P)	2011	\$700	269.50	188,650.00
Small, Daniel	(P)	2012	\$725	321.00	232,725.00
Small, Daniel	(P)	2013	\$735	255.25	187,608.75
Small, Daniel	(P)	2014	\$795	593.25	471,633.75
Small, Daniel	(P)	2015	\$815	132.25	107,783.75
Small, Daniel	(P)	2016	\$845	247.75	209,348.75
Brown, Benjamin, D.	(P)	2010	\$530	57.00	30,210.00
Brown, Benjamin, D.	(P)	2011	\$550	4.00	2,200.00
Johnson, Brent	(P)	2012	\$515	383.25	197,373.75
Johnson, Brent	(P)	2013	\$530	986.00	522,580.00
Johnson, Brent	(P)	2014	\$595	102.50	60,987.50
Johnson, Brent	(P)	2015	\$620	1.00	620.00
Johnson, Brent	(P)	2016	\$650	8.50	5,525.00
Alexander, Laura	(P)	2012	\$395	22.50	8,887.50
Alexander, Laura	(P)	2013	\$415	3.50	1,452.50
Dubner, Jeffrey, B.	(A)	2014	\$440	163.25	71,830.00
Dubner, Jeffrey, B.	(A)	2015	\$465	97.50	45,337.50



Dubner, Jeffrey, B.	(A)	2016	\$495	62.45	30,912.75
Benner, David, A.	(SA)	2012	\$380	34.00	12,920.00
Benner, David, A.	(SA)	2013	\$380	324.50	123,310.00
Gutierrez, Alicia, R.	(SA)	2014	\$420	84.50	35,490.00
Ossakow, Ian	(CA)	2012	\$415	131.00	54,365.00
Ossakow, Ian	(CA)	2013	\$415	251.50	104,372.50
Tran, Ngan	(SA)	2012	\$350	53.00	18,550.00
Tran, Ngan	(SA)	2013	\$350	701.75	245,612.50
Boone, Meghan	(A)	2012	\$325	473.00	153,725.00
Boone, Meghan	(A)	2013	\$350	1,008.50	352,975.00
Boone, Meghan	(A)	2014	\$415	303.50	125,952.50
Gebrewold, Besrat	(A)	2010	\$325	1.00	325.00
Gebrewold, Besrat	(A)	2011	\$350	89.25	31,237.50
Cacace, Robert	(A)	2010	\$295	18.75	5,531.25
Cacace, Robert	(A)	2011	\$325	249.00	80,295.00
Cacace, Robert	(A)	2012	\$370	257.50	95,275.00
Schmitz, Aaron	(SA)	2012	\$325	82.25	26,731.25
Bush, Brenna	(SA)	2013	\$300	814.00	244,200.00
Bush, Brenna	(SA)	2014	\$310	87.00	26,970.00
Abetti, Jonathan	(PL)	2011	\$225	18.50	4,162.50
Abetti, Jonathan	(PL)	2012	\$240	134.25	32,220.00
Abetti, Jonathan	(PL)	2013	\$245	2.75	673.75
Clayton, Jay	(PL)	2016	\$270	22.25	6,007.50
Ayyagari, Srinivas	(CA)	2012	\$290	24.00	6,960.00

Ayyagari, Srinivas	(CA)	2013	\$290	130.25	37,772.50
Pavsner, Seth, M.	(CA)	2012	\$290	55.00	15,950.00
Pavsner, Seth, M.	(CA)	2013	\$290	452.00	131,080.00
Szemanski, Ali	(PL)	2014	\$250	63.50	15,875.00
Szemanski, Ali	(PL)	2015	\$260	35.25	9,165.00
Szemanski, Ali	(PL)	2016	\$270	6.25	1,687.50
Oak, Lindsay	(CA)	2012	\$260	46.00	11,960.00
Oak, Lindsay	(CA)	2013	\$260	290.00	75,400.00
Cooke, William	(PL)	2012	\$240	110.75	26,580.00
Cooke, William	(PL)	2013	\$245	379.50	92,977.50
Cooke, William	(PL)	2014	\$250	39.75	9,937.50
<b>TOTAL</b>				<b>10,495.95</b>	<b>\$ 4,599,732.75</b>
<b>Status:</b>					
(P) Partner (OC) Of Counsel (A) Associate (SA) Staff Attorney (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.					

# **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 April 30, 2018</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 673,000.00
Outside Copies	
In-house Reproduction/Copies	\$ 184.40
Court Costs & Filing Fees	\$ 590.40
Court Reporters & Transcripts	
Computer Research	\$ 44,358.30
Telephone & Facsimile	\$ 2,171.90
Postage/Express Delivery/Courier	\$ 1,833.64
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 29,699.24
Travel: Lodging / Meals	\$ 11,902.95
Travel: Miscellaneous	\$ 269.35
Car Rental / Cabfare / Parking	\$ 2,309.11
Miscellaneous	\$ 636.33
<b>TOTAL EXPENSES</b>	<b>\$ 766,955.62</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 (“WHAFH”). My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 8,109.2.

3. The total hours expended by my firm produces a lodestar of \$4,280,770.50 at current rates and \$3,705,809.50 at historic rates.

4. My firm has been involved in nearly every aspect of this litigation including:

a. Pre-filing Investigation, Complaints and Legal Research

WHAFFH conducted initial factual investigations and legal research regarding our clients' potential claims against Defendant Blue Cross Blue Shield of Michigan ("BCBS"); reviewed and monitored related litigation against BCBS, including the DOJ and Aetna cases against BCBS; researched legal theories relating to most-favored nation agreements ("MFNs") and monopolization; conferred with experts; drafted and filed our clients' initial class action complaint; and assisted co-lead counsel with drafting Plaintiffs' consolidated amended class action complaint.

b. Pleadings, Motions and Briefs

WHAFFH was involved with drafting or responding to numerous motions and supporting memoranda of law, including Plaintiffs' motion to consolidate cases and appoint interim class counsel; Plaintiffs' motion to preserve documents produced in the DOJ case; Defendant's motion to dismiss; Plaintiffs' motion for class certification; Plaintiffs' motion to add or drop named Plaintiffs; Defendant's motion to exclude expert testimony; Plaintiffs' motions

for preliminary and final approval of settlement; responding to Objectors' motion to intervene for purpose of unsealing records; and reviewing and assisting co-lead counsel with Plaintiffs' appellate briefs.

c. Discovery

WHAFH monitored discovery taken in the related DOJ and Aetna cases; met and conferred with Aetna and DOJ regarding the status of discovery in their related actions; sought discovery produced in the related DOJ and Aetna cases; negotiated or attempted to negotiate releases from hundreds of third party hospitals and/or insurers in order to obtain their confidential documents produced in the related actions; drafted and served supplemental discovery requests or subpoenas directed to BCBS and third parties; met and conferred with BCBS regarding the claw-back of inadvertently produced documents; met and conferred with BCBS to obtain cross references for the Bates labeling of the various productions made in the related actions by third parties; met and conferred with BCBS, the DOJ and third parties regarding Plaintiffs' request to obtain discovery produced in related actions; negotiated additional protective orders or HIPAA provisions with third parties as needed to obtain their



productions; established an electronic document repository and hosted a document review platform for Plaintiffs' review and coding of discovery documents; prepared and served cross-notice for depositions noticed in the related DOJ and Aetna actions; reviewed discovery documents produced by BCBS and numerous third parties; searched the voluminous production for insurer-hospital contracting documents requested by Plaintiffs' experts for review and analysis; met and conferred with third-party vendors regarding the collection and processing of Plaintiffs' electronically-stored information; collected, reviewed and produced responsive documents from Plaintiffs Bradley Veneberg and the Shane Group, Inc.; assisted with the review of other Plaintiffs' document productions for responsiveness, confidentiality and privilege; negotiated agreements to allow Plaintiffs' counsel to attend third party depositions where confidential documents or information would be disclosed; attended depositions of various BCBS, Aetna, and other third party witnesses to ensure needed testimony was taken and to protect Plaintiffs' interests; reviewed and summarized deposition testimony; worked closely with Plaintiffs' economic experts to identify any additional discovery needed by Plaintiffs' experts to conduct their analysis from

BCBS and various third parties; drafted, served and negotiated compliance with subpoenas *duces tecum* directed to third party hospitals and health insurance providers seeking supplemental discovery needed by Plaintiffs' experts not otherwise requested or produced in the related DOJ or Aetna actions.

d. Experts

WHAFH researched, vetted, retained, and conferred with experts on issues relating to Plaintiffs' theory of the case, MFNs, monopolization, class certification, damages, impact, and market definition; and worked extensively with Plaintiffs' experts to identify and obtain needed discovery from BCBS and various third-party insurers and hospitals. WHAFH also provided assistance and support to Plaintiffs' experts as needed by the experts to conduct their analyses and draft their reports.

e. Class Certification

WHAFH assisted co-lead counsel in drafting, reviewing and finalizing Plaintiffs' motion for class certification and supporting memoranda of law; worked extensively with Plaintiffs' economic experts to identify and obtain discovery and data needed for expert's class certification analysis and report; and provided support to

Plaintiffs' experts to facilitate the experts in promulgating and finalizing their report in support of class certification.

f. Court Appearances & Preparation

WHAFH prepared for and attended key court hearings including hearings on Plaintiffs' motion to consolidate cases; BCBS' motion for a protective order; BCBS' motion to dismiss; Plaintiffs' motion to add or drop parties; Plaintiffs' motion for attorney fees and final approval of settlement and Plaintiffs' motion for preliminary approval.

g. Settlement

WHAFH, with the other co-lead counsel, was involved in all aspects of settlement negotiations and proceedings, including the determination and execution of Plaintiffs' settlement strategy; Plaintiffs' settlement demand; settlement negotiations; finalizing the settlement agreement; dealing with objections and objectors; and moving for preliminary and final approval of settlement.

h. Case Strategy & Management including Appeal

WHAFH participated in regular case strategy and management conferences with co-lead counsel and Plaintiffs' experts throughout the litigation, including issues such as the coordination of Plaintiffs'

case with the DOJ's and Aetna's respective cases against BCBS; consolidation of the class plaintiffs' actions; discovery strategy; retention of experts and expert strategy; litigation strategy; motion and hearing strategy; deposition strategies; class certification issues and strategy; settlement issues and strategy; responding to objectors; and Plaintiffs' strategy on appeal.

5. WHAFH is not including the time spent preparing this fee declaration or the prior one in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through April 30, 2018, are \$829,007.83. Since my prior Declaration previously submitted in support of Plaintiffs' initial motion seeking an award of attorneys' fees and reimbursement of Expenses and payment of incentive awards submitted to the Court on July 24, 2014 (Dkt. No. 155-4), my firm has incurred an additional \$168,761.02 in expenses which includes \$140,000.00 paid for assessments to Plaintiffs' common litigation fund; \$20,000.00 paid to Plaintiffs' experts; \$2,065.45 for in-house reproduction/copies charges; \$2,119.80 for computerized research fees; \$303.15 in telephone charges; \$410.20 in Federal

Express shipping charges; \$2,902.56 in travel costs; and \$959.86 in miscellaneous costs.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 17, 2018

Respectfully submitted,



By: /s/ Fred T. Isquith

Fred T. Isquith  
**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**  
270 Madison Avenue  
New York, New York 10016  
Tel.: (212) 545-4600  
Fax: (212) 686-0114  
[isquith@whafh.com](mailto:isquith@whafh.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 - Current Rates**

<b>Firm Name</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel W. Krasner	(P)	\$ 965.00	32.40	\$ 31,266.00
Fred T. Isquith	(P)	\$ 915.00	643.90	\$ 589,168.50
Mary Jane Fait	(P)	\$ 885.00	749.10	\$ 662,953.50
Theodore B. Bell	(OC)	\$ 605.00	2048.40	\$ 1,239,282.00
Julie A. Swanson	(OC)	\$ 685.00	110.10	\$ 75,418.50
John E. Tangren	(A)	\$ 610.00	447.20	\$ 272,792.00
Beth A. Landes	(A)	\$ 425.00	1304.60	\$ 554,455.00
Patrick H. Moran	(A)	\$ 530.00	32.00	\$ 16,960.00
Alicia R. Guitierrez	(CA)	\$ 250.00	174.00	\$ 43,500.00
James A. Cirigliano	(PL)	\$ 320.00	24.20	\$ 7,744.00
Sorah Kim	(PL)	\$ 305.00	413.60	\$ 126,148.00
Tony Gjata	(IT)	\$ 365.00	509.30	\$ 185,894.50
David I. Weinstein	(PL)	\$ 265.00	360.50	\$ 95,532.50
Marsha V. Klimek	(PL)	\$ 305.00	1034.90	\$ 315,644.50
Danielle S. Wilborne	(PL)	\$ 255.00	59.80	\$ 15,249.00
Patrick J. Morrissey	(PL)	\$ 250.00	65.70	\$ 16,425.00
David E. Sorensen	(PL)	\$ 325.00	99.50	\$ 32,337.50
<b>TOTAL</b>			<b>8,109.20</b>	<b>\$ 4,280,770.50</b>
<b>Status:</b>	(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.			

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN Case No. 10-cv-14360 Time and Lodestar Summary - Historic Rates				
Firm Name	Wolf Haldenstein Adler Freeman & Herz LLP			
Time Period	Inception through November 30, 2016			
Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel W. Krasner	(P)	\$ 835.00	3.70	\$ 3,089.50
Daniel W. Krasner	(P)	\$ 850.00	8.10	\$ 6,885.00
Daniel W. Krasner	(P)	\$ 865.00	4.90	\$ 4,238.50
Daniel W. Krasner	(P)	\$ 890.00	7.50	\$ 6,675.00
Daniel W. Krasner	(P)	\$ 910.00	8.20	\$ 7,462.00
Fred T. Isquith	(P)	\$ 785.00	15.50	\$ 12,167.50
Fred T. Isquith	(P)	\$ 800.00	243.50	\$ 194,800.00
Fred T. Isquith	(P)	\$ 815.00	78.10	\$ 63,651.50
Fred T. Isquith	(P)	\$ 840.00	107.90	\$ 90,636.00
Fred T. Isquith	(P)	\$ 860.00	64.20	\$ 55,212.00
Fred T. Isquith	(P)	\$ 870.00	69.60	\$ 60,552.00
Fred T. Isquith	(P)	\$ 885.00	65.10	\$ 57,613.50
Mary Jane Fait	(P)	\$ 760.00	87.00	\$ 66,120.00
Mary Jane Fait	(P)	\$ 775.00	287.90	\$ 223,122.50
Mary Jane Fait	(P)	\$ 790.00	270.90	\$ 214,011.00
Mary Jane Fait	(P)	\$ 815.00	103.30	\$ 84,189.50
Theodore B. Bell	(OC)	\$ 485.00	10.50	\$ 5,092.50
Theodore B. Bell	(OC)	\$ 530.00	871.30	\$ 461,789.00
Theodore B. Bell	(OC)	\$ 545.00	794.60	\$ 433,057.00
Theodore B. Bell	(OC)	\$ 565.00	313.60	\$ 177,184.00
Theodore B. Bell	(OC)	\$ 575.00	37.90	\$ 21,792.50
Theodore B. Bell	(OC)	\$ 585.00	20.50	\$ 11,992.50
Julie A. Swanson	(OC)	\$ 560.00	26.40	\$ 14,784.00
Julie A. Swanson	(OC)	\$ 585.00	46.40	\$ 27,144.00
Julie A. Swanson	(OC)	\$ 605.00	37.30	\$ 22,566.50
John E. Tangren	(A)	\$ 350.00	20.10	\$ 7,035.00
John E. Tangren	(A)	\$ 380.00	172.40	\$ 65,512.00
John E. Tangren	(A)	\$ 420.00	249.50	\$ 104,790.00
John E. Tangren	(A)	\$ 445.00	5.20	\$ 2,314.00
Beth A. Landes	(A)	\$ 330.00	845.60	\$ 279,048.00
Beth A. Landes	(A)	\$ 355.00	368.80	\$ 130,924.00
Beth A. Landes	(A)	\$ 375.00	67.10	\$ 25,162.50
Beth A. Landes	(A)	\$ 395.00	23.10	\$ 9,124.50
Patrick H. Moran	(A)	\$ 400.00	32.00	\$ 12,800.00
Alicia R. Guitierrez	(CA)	\$ 250.00	174.00	\$ 43,500.00
James A. Cirigliano	(PL)	\$ 290.00	20.10	\$ 5,829.00
James A. Cirigliano	(PL)	\$ 305.00	4.10	\$ 1,250.50
Sorah Kim	(PL)	\$ 240.00	5.20	\$ 1,248.00
Sorah Kim	(PL)	\$ 250.00	372.30	\$ 93,075.00
Sorah Kim	(PL)	\$ 265.00	36.10	\$ 9,566.50
Tony Gjata	(IT)	\$ 380.00	14.30	\$ 5,434.00
Tony Gjata	(IT)	\$ 400.00	395.20	\$ 158,080.00
Tony Gjata	(IT)	\$ 415.00	86.90	\$ 36,063.50
Tony Gjata	(IT)	\$ 430.00	12.90	\$ 5,547.00
David I. Weinstein	(PL)	\$ 210.00	360.50	\$ 75,705.00
Marsha V. Klimek	(PL)	\$ 240.00	716.10	\$ 171,864.00
Marsha V. Klimek	(PL)	\$ 255.00	318.80	\$ 81,294.00
Danielle S. Wilborne	(PL)	\$ 200.00	10.70	\$ 2,140.00
Danielle S. Wilborne	(PL)	\$ 215.00	28.60	\$ 6,149.00
Danielle S. Wilborne	(PL)	\$ 230.00	20.50	\$ 4,715.00
Patrick J. Morrissey	(PL)	\$ 200.00	65.70	\$ 13,140.00
David E. Sorensen	(PL)	\$ 275.00	37.70	\$ 10,367.50
David E. Sorensen	(PL)	\$ 290.00	23.60	\$ 6,844.00
David E. Sorensen	(PL)	\$ 300.00	38.20	\$ 11,460.00
<b>TOTAL</b>			<b>8,109.20</b>	<b>\$ 3,705,809.50</b>
<b>Status:</b>				
(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				



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

<b>Firm Name</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
Daniel W. Krasner										32.4			32.4
Fred T. Isquith	21.3	1.2	17.0	94.8	118.1	20.8	5.0	33.9	55.9	254.5		21.4	643.9
Mary Jane Fait	97.5	33.1	5.8	87.7	234.1	94.5	29.0	76.3	10.0	81.1			749.1
Theodore B. Bell	9.5	55.5	52.6	152.5	1,220.8	247.1	156.2	22.5	38.3	82.0		11.4	2,048.4
Julie A. Swanson	20.5	32.2		13.1	37.2		6.1			1.0			110.1
John E. Tangren	35.4	42.4	7.1	27.1	242.7	36.9	10.4	6.3	4.6	34.3			447.2
Beth A. Landes		11.0	7.5	35.8	1,250.3								1,304.6
Patrick H. Moran					32.0								32.0
Alicia R. Gutierrez					174.0								174.0
James A. Cirigliano		1.7			20.0					2.5			24.2
Sorah Kim					413.6								413.6
Tony Gjata					509.3								509.3
David I. Weinstein					360.5								360.5
Marsha V. Klimek			7.3	5.3	1,022.3								1,034.9
Danielle S. Wilborne					59.8								59.8
Patrick J. Morrissey					65.7								65.7
David E. Sorensen		5.0	31.0	1.0	62.5								99.5
<b>TOTAL Hours</b>	<b>184.2</b>	<b>182.1</b>	<b>128.3</b>	<b>417.3</b>	<b>5,822.9</b>	<b>399.3</b>	<b>206.7</b>	<b>139.0</b>	<b>108.8</b>	<b>487.8</b>	<b>0.0</b>	<b>32.8</b>	<b>8,109.2</b>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 475,000.00
Outside Copies	\$ 310.18
In-house Reproduction/Copies	\$ 20,941.70
Court Costs & Filing Fees	\$ 262.00
Court Reporters & Transcripts	\$ -
Computer Research & Services	\$ 55,185.35
eDiscovery Processing	\$ 227,041.90
Telephone & Facsimile	\$ 2,130.01
Postage/Express Delivery/Courier	\$ 2,657.73
Professional Fees (Investigator, Accountant, etc.)	\$ 2,368.75
Expert Costs	\$ 20,000.00
Witness / Service Fees	\$ 1,050.00
Travel: Airfare	\$ 8,698.88
Travel: Lodging / Meals	\$ 6,712.45
Travel: Miscellaneous	\$ 169.54
Car Rental / Cabfare / Parking	\$ 4,999.70
Miscellaneous	\$ 1,479.64
<b>TOTAL EXPENSES</b>	<b>\$ 829,007.83</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. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 3,135.15 hours.

3. The total hours expended by my firm produces a lodestar of \$1,727,207.25 at current rates and \$1,638,468.50 at historic rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as

the usual and customary hourly rates charged for their services in contingent antitrust class action matters.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Partners David H. Fink, Ann L. Miller and Casey A. Fry spent 1.75 hours conducting legal research in this matter. Associates Darryl H. Bressack, and Jennifer F. Bean spent 12.00 hours conducting legal research. Legal Research included researching claims and available remedies as well as claimed defenses.
- b. I, along with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, together with Associates Darryl H. Bressack, and Jennifer F. Bean, and Paralegal Amy S. Long spent 187.75 hours working on Pleadings. This work includes drafting, review, and revision of the Complaint, Consolidated Amended Complaint, as well as analysis of Defendants Answers to both the Complaint and the Consolidated Amended Complaint.
- c. I, along with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, as well as Associates Darryl H. Bressack, Jennifer F. Bean, and Counsel

Attorney Mariell R. Lehman spent 468.5 hours working on numerous Motions, Responses, Replies, and Briefs. The motions and briefs include, but are not limited to, Motion to Consolidate Cases and Appointment of Interim Class and Liaison Counsel, Initial Pretrial Schedule; Response to Motion for Protective Order filed by Defendants; Response to Motion to Dismiss filed by Defendants; Motion to Add and Drop Named Plaintiffs for the Proposed Class filed by Plaintiffs; and, Motion for Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives. The work performed includes working on supporting briefs as well as all Responses and Replies related to the initially-filed Motion and Brief.

- d. I, along with Partner Casey A. Fry, Associates Rick A. Decker, and Jennifer F. Bean performed 1,006.5 hours analyzing millions of documents provided in this matter.
- e. Partner Casey A. Fry and Associate Jennifer F. Bean performed 15.5 hours of work related to obtaining experts. The work performed includes identifying potential experts as well as communicating with potential experts.

- f. I, along with Partner Casey A. Fry and Associate Jennifer F. Bean performed 13 hours of work related to Class Certification. The work performed includes, but is not limited to, work on the drafting and filing of the Motion for Preliminary Approval of Settlement, Certification of Class, and Related Relief filed by Plaintiffs.
- g. I, along with Partner Casey A. Fry and Associate Jennifer F. Bean spent 76.5 hours preparing for and appearing in Court on various matters during the pendency of this case. Court appearances include, but are not limited to, Motion hearings and hearings related to the initial approval of the settlement.
- h. I, along with Partners Marc L. Newman, Ann L. Miller, and Casey A. Fry, Associates Rick A. Decker, and Jennifer F. Bean, Counsel Attorney Mariell R. Lehman, and Paralegal Amy S. Long performed 482.25 hours of work related to the Settlement of this matter. The work performed includes, but is not limited to, corresponding with co-counsel regarding monthly time and expense reports and involvement in settlement negotiations.
- i. I, together with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, as well as



Associates Darryl H. Bressack, Rick A. Decker, and Jennifer F. Bean, Counsel Attorney Mariell R. Lehman, and Paralegal Amy S. Long performed 618.65 hours of work related to Case Strategy and Management. The work performed includes, but is not limited to, discussions with co-counsel regarding the approach to litigating this matter, maintaining the calendar related to court appearances and filing deadlines, and administrative tasks necessary to ensure effective management of the case file.

- j. Partner Marc L. Newman spent 12.25 hours working on the appeal. These preparations included correspondence with co-counsel regarding strategy, review of documents, opinions and law, reviewing, writing and editing briefing.
- k. I, together with Partner Ann L. Miller, Associate Jennifer F. Bean, and Counsel Attorney Mariell R. Lehman spent 241 hours working on tasks related to the Appeals in this case. The work performed includes, but is not limited to, reviewing Objector pleadings, correspondence with co-counsel related to objections and Objector pleadings, research of Objectors, and drafting of responses to Objector pleadings.

1. In addition to the above tasks and work performed, my firm also gave substantial assistance during the time audit as described in the Affidavit submitted by Gustafson Gluek PLLC.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$177,470.13. Our expenses in 2014 totaled \$51,714.86. We have spent an additional \$125,755.27 since 2014 on additional Litigation Fund contributions, copy charges, Messenger/Courier services to the US District Court, Parking Fees, Airfare for court appearances, Postage, ground transportation charges, research charges, filing fees, and conference call charges.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The Expert Costs of \$8,977.50 included on Exhibit B were recategorized from the prior submission in which they were designated as "Professional Fees" to more accurately reflect the underlying expenses.

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

Dated: May 16, 2018

Respectfully submitted,

/s/ E. Powell Miller

E. Powell Miller

The Miller Law Firm, P.C.

950 W. University Drive

Suite 300



Telephone: (248) 841-2200

epm@millerlawpc.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 - Current Rates</b>
--

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
E. Powell Miller	(P)	\$890.00	660.65	\$ 587,978.50
Marc L. Newman	(P)	\$750.00	88.00	\$ 66,000.00
David H. Fink	(P)	\$725.00	74.25	\$ 53,831.25
Ann L. Miller	(P)	\$690.00	20.75	\$ 14,317.50
Christopher D. Kaye	(P)	\$625.00	22.50	\$ 14,062.50
Casey A. Fry	(P)	\$525.00	727.50	\$ 381,937.50
Darryl G. Bressack	(A)	\$525.00	56.25	\$ 29,531.25
Rick A. Decker	(A)	\$465.00	77.00	\$ 35,805.00
Jennifer F. Bean	(A)	\$395.00	1222.50	\$ 482,887.50
Mariell R. Lehman	(CA)	\$475.00	94.50	\$ 44,887.50
Amy S. Long	(PL)	\$175.00	91.25	\$ 15,968.75
<b>TOTAL</b>			<b>3,135.15</b>	<b>\$ 1,727,207.25</b>
<b>Status:</b>	(P) Partner (A) Associate (CA) Counsel Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.			

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN Case No. 10-cv-14360 Time and Lodestar Summary - Historic Rates				
<b>Firm Name</b>	The Miller Law Firm, P.C.			
<b>Time Period</b>	Inception through November 30, 2016			
Name	Status	Hourly Rate	Total Hours	Total Lodestar
E. Powell Miller	(P)	\$725.00	274.50	\$ 199,012.50
E. Powell Miller July 1, 2014-November 30, 2016	(P)	\$890.00	386.15	\$ 343,673.50
Marc L. Newman	(P)	\$695.00	9.75	\$ 6,776.25
Marc L. Newman July 1, 2014-November 30, 2016	(P)	\$750.00	78.25	\$ 58,687.50
David H. Fink	(P)	\$725.00	74.25	\$ 53,831.25
Ann L. Miller	(P)	\$680.00	5.00	\$ 3,400.00
Ann L. Miller July 1, 2014-November 30, 2016	(P)	\$690.00	15.75	\$ 10,867.50
Christopher D. Kaye	(P)	\$450.00	22.50	\$ 10,125.00
Christopher D. Kaye January 1, 2015- November 30, 2016	(P)	\$625.00	0.00	\$ -
Casey A. Fry	(P)	\$525.00	727.50	\$ 381,937.50
Darryl G. Bressack	(A)	\$525.00	56.25	\$ 29,531.25
Rick A. Decker	(A)	\$465.00	77.00	\$ 35,805.00
Jennifer F. Bean	(A)	\$340.00	690.50	\$ 234,770.00
Jennifer F. Bean July 1, 2014-November 30, 2016	(A)	\$395.00	532.00	\$ 210,140.00
Mariell R. Lehman	(CA)	\$465.00	94.50	\$ 43,942.50
Amy S. Long	(PL)	\$175.00	91.25	\$ 15,968.75
<b>TOTAL</b>			<b>3,135.15</b>	<b>\$ 1,638,468.50</b>
<b>Status:</b>				
(P) Partner (CA) Counsel Attorney (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal				

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

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
E. Powell Miller			32.00	62.75	13.50		2.00	24.50	206.25	243.40		76.25	660.65
Marc L. Newman			1.25	0.25					67.25	7.00		12.25	88.00
David H. Fink		1.00	22.75	11.25						39.25			74.25
Ann L. Miller		0.75	12.50	0.25					1.25	5.75		0.25	20.75
Christopher D. Kaye			11.00	0.25						11.25			22.50
Casey A. Fry		4.50	73.25	115.25	363.50	10.50	3.50	13.75	2.50	141.25			727.50
Darryl H. Bressack		3.75	22.25	4.75						25.50			56.25
Rick A. Decker					11.50				58.00	7.50			77.00
Jennifer F. Bean		3.75	6.75	234.75	618.00	5.00	7.50	38.25	129.00	21.50		158.00	1222.50
Mariell R. Lehman				39.00					17.75	31.25		6.50	94.50
Amy S. Long			6.00						0.25	85.00			91.25
<b>TOTAL Hours</b>	<b>0</b>	<b>13.75</b>	<b>187.75</b>	<b>468.5</b>	<b>1006.5</b>	<b>15.5</b>	<b>13</b>	<b>76.5</b>	<b>482.25</b>	<b>618.65</b>	<b>0</b>	<b>253.25</b>	<del>91.25</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **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 April 30, 2018</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 156,000.00
Outside Copies	
In-house Reproduction/Copies	\$ 8,475.75
Court Costs & Filing Fees	\$ 750.00
Court Reporters & Transcripts	\$ 275.00
Computer Research	\$ 299.66
Telephone & Facsimile	\$ 380.45
Postage/Express Delivery/Courier	\$ 549.98
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	\$ 8,977.50
Witness / Service Fees	
Travel: Airfare	\$ 1,016.20
Travel: Lodging / Meals	\$ 414.93
Travel: Miscellaneous	\$ 107.00
Car Rental / Cabfare / Parking	\$ 223.66
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 177,470.13</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. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 1,071.70.
3. The total hours expended by my firm produces a lodestar of \$789,598.50 at current rates and \$599,818.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:
- a. Investigated and developed the main legal theories of the case with co-counsel and economic experts, including EconOne;
  - b. Worked with economic experts to develop evidence supporting the underlying theories of antitrust violation, class certification, economic impact, and assessment of damages;
  - c. Organized and attended meetings with co-counsel and expert witnesses concerning economic and market power issues and case strategy;
  - d. Interfaced with officials from the Department of Justice and third party insurers concerning their parallel claims;
  - e. Drafted and revised the initial complaint and other pleadings with co-counsel;
  - f. Drafted and reviewed discovery requests and subpoenas, and responses thereto;
  - g. Reviewed documents produced by defendants and third parties;
  - h. Prepared for, and took numerous third party fact witness depositions;
  - i. Worked on resolving issues related to deficiencies in the data required by economic experts;
  - j. Prepared economic expert witnesses for deposition;
  - k. Took a leading role in preparation of economic expert reports and the briefing related to class certification;
  - l. Took a leading role in working with economic experts to calculate damage figures;

- m. Participated in evaluating settlement and proposals; and
- n. Developed settlement allocation plan and claims administration and class notice processes.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$220,793.32. Since the 2014 fee submission, my firm was assessed and contributed an additional \$26,000 to the litigation fund in this case and my firm incurred approximately \$100 of additional expenses since 2014.

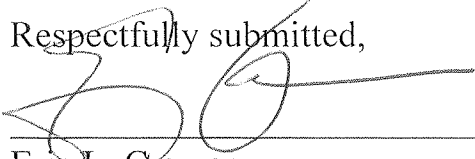
8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. Certain travel and other expenses were re-categorized in the current expense summary compared to the 2014 version to more accurately reflect the expenses incurred.<sup>1</sup>

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

---

<sup>1</sup> Additionally, \$2,029.92 was removed from the claimed expenses since 2014 to correct an error.

Dated: May 2, 2018

Respectfully submitted,  



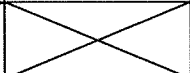
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Eric L. Cramer  
Berger & Montague, P.C.  
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Philadelphia, PA 19103  
(215) 875-3000  
[ecramer@bm.net](mailto:ecramer@bm.net)  
[bergermontague.com](http://bergermontague.com)

# **EXHIBIT A**

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

<b>Firm Name</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Eric L. Cramer	(P)	\$ 945.00	213.40	\$ 201,663.00
Ellen T. Noteware	(P)	\$ 685.00	858.30	\$ 587,935.50
<b>TOTAL</b>			<b>1,071.70</b>	<b>\$ 789,598.50</b>

<b>Status:</b>	
(P) Partner	
(OC) Of Counsel	
(SC) Senior Counsel	
(A) Associate	
(CA) Contract Attorney	
(LC) Law Clerk	
(PL) Paralegal	
(IT) Information Tech.	



<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Eric L. Cramer	(P)	\$ 650.00	2.60	\$ 1,690.00
Eric L. Cramer	(P)	\$ 675.00	0.40	\$ 270.00
Eric L. Cramer	(P)	\$ 725.00	67.30	\$ 48,792.50
Eric L. Cramer	(P)	\$ 800.00	42.60	\$ 34,080.00
Eric L. Cramer	(P)	\$ 875.00	97.30	\$ 85,137.50
Eric L. Cramer	(P)	\$ 925.00	3.20	\$ 2,960.00
Ellen T. Noteware	(SC)	\$ 470.00	83.30	\$ 39,151.00
Ellen T. Noteware	(SC)	\$ 500.00	773.10	\$ 386,550.00
Ellen T. Noteware	(SC)	\$ 625.00	1.90	\$ 1,187.50
<b>TOTAL</b>			<b>1,071.70</b>	<b>\$ 599,818.50</b>
<b>Status:</b>				
(P) Partner (OC) Of Counsel (SC) Senior Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

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

<b>Firm Name</b>	Berger & Montague, P.C.
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Eric L. Cramer		\$ 3.90	19.80		12.1	81	32.9		44	19.7			213.4
Ellen T. Noteware			2.00		771.7	5.7	74.2		0.4	4.3			858.3
<b>TOTAL Hours</b>	0	3.9	21.8	0	783.8	86.7	107.1	0	44.4	24	0	0	<del>858.3</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
--	--

# **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 OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 208,500.00
Outside Copies	\$ -
In-house Reproduction/Copies	\$ 519.42
Court Costs & Filing Fees	\$ -
Court Reporters & Transcripts	\$ -
Computer Research	\$ 1.56
Telephone & Facsimile	\$ 4.79
Postage/Express Delivery/Courier	\$ 151.73
Professional Fees (Investigator, Accountant, etc.)	\$ -
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel: Airfare/Train	\$ 6,286.51
Travel: Lodging / Meals	\$ 2,738.50
Travel: Miscellaneous	\$ 105.02
Car Rental / Cabfare / Parking	\$ 2,485.79
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 220,793.32</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 DARRYL BRESSACK**

I, Darryl Bressack, declare as follows:

1. I am a partner in the law firm Fink + Associates Law. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 419.75 hours.

3. The total hours expended by my firm produces a lodestar of \$335,000 at current rates and \$226,000 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

a. Legal Research, Pleadings, Motions, Briefs. FAL worked with lead counsel on numerous motions and briefs. For example, FAL assisted with: preparation of the Motion to Consolidate; briefing relating to Defendant's Motions to Dismiss; briefing regarding Motions for separate classes; arguments on Motions to Dismiss; briefing regarding leadership; issues relating to briefing by Aetna; briefing relating to Preliminary Approval; briefing relating to objections to settlement; supplemental briefing regarding intervention and final approval; briefing regarding Motion for Sanctions and objections to settlement; strategy with respect to briefing regarding final approval and objections; preparation for oral argument on objections.

b. Discovery. FAL participated in numerous aspects of discovery. For example, FAL assisted with preparation of the discovery plan, coordination of discovery and document review. FAL prepared for and took depositions in Traverse City, St. Ignace, Lansing, Grand Rapids, Garden City and elsewhere. FAL appeared for other depositions, including of Aetna employees. FAL also prepared deposition summaries for the depositions handled by the firm.

c. Class Certification and Settlement. FAL assisted lead counsel with various issues relating to class certification and settlement. For example, FAL assisted with the briefing of the Motion for Class Certification and related expert report. FAL also assisted with settlement strategy and discussions.

d. Court Appearances & Preparation. FAL assisted lead counsel with issues relating to Court appearances and proceedings. For example, FAL assisted with: the initial hearing on the Motion to Consolidate and Dismiss; the hearings held on June 7, 2011; status conferences; court hearings held on April 20, 2012, and; the Motion to Dismiss hearing on October 9, 2012.

e. Case Strategy & Management. FAL participated in and assisted with numerous case strategy and management decisions. These include: meetings and decisions regarding coordination with the government case; issues relating to consolidation; early discovery coordination issues; meeting with Assistant Attorneys General; strategy regarding Motion to Stay; issues relating to separately pending cases; deposition strategies; the motions to dismiss; legislation under consideration; class certification; objections to settlement and approval; responding to objector's "emergency motion"; issues relating to the appeal and related filings; and, appeal mediation.



5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,518.18.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The total amount is the same as was previously submitted to the Court. However, we re-allocated certain costs and expenses because the costs had previously been assigned to the wrong categories. FAL previously allocated \$739.84 to the categories: "Witness / Service Fees" and "Travel: Airfare." Those costs related to a deposition taken by my firm in Traverse City and another taken in Mackinaw City. We did not pay witness fees or travel by air for the depositions, therefore the costs were re-allocated to the proper categories: "Travel: Lodging / Meals," "Travel: Miscellaneous" (bridge fare), "Car Rental / Cabfare / Parking," and "Miscellaneous" (fuel).

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

Dated: May 2, 2018

Respectfully submitted,

/s/ Darryl Bressack

Darryl Bressack (P67820)

David H. Fink (P28235)

Fink + Associates Law

38500 Woodward Ave; Suite 350

Bloomfield Hills, MI 48304

Tel.: (248) 971-2500

dbressack@finkandassociateslaw.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 - Current Rates</b>
--

<b>Firm Name</b>	<b>Fink+Associates Law, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David H. Fink	(P)	\$ 925.00	183.00	\$ 169,275.00
Darryl G. Bressack	(P)	\$ 700.00	236.75	\$ 165,725.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>419.75</b>	<b>\$ 335,000.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>Fink+Associates Law, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David H. Fink (2016)	(P)	\$ 825.00	6.50	\$ 5,362.50
Darryl G. Bressack (2016)	(P)	\$ 625.00	5.25	\$ 3,281.25
David H. Fink (2015)	(P)	\$ 775.00	35.25	\$ 27,318.75
Darryl G. Bressack (2015)	(P)	\$ 575.00	15.75	\$ 9,056.25
David H. Fink (2014)	(P)	\$ 725.00	7.50	\$ 5,437.50
Darryl G. Bressack (2014)	(P)	\$ 525.00	5.75	\$ 3,018.75
David H. Fink (2013)	(P)	\$ 675.00	6.25	\$ 4,218.75
Darryl G. Bressack (2013)	(P)	\$ 450.00	19.50	\$ 8,775.00
David H. Fink (2012)	(P)	\$ 650.00	40.25	\$ 26,162.50
Darryl G. Bressack (7.1.2012-12.31.2012)	(P)	\$ 430.00	117.00	\$ 50,310.00
Darryl G. Bressack (1.1.2012-6.30.2012)	(P)	\$ 395.00	48.25	\$ 19,058.75
David H. Fink (2011)	(P)	\$ 625.00	87.25	\$ 54,531.25
Darryl G. Bressack (2011)	(P)	\$ 375.00	25.25	\$ 9,468.75
<b>TOTAL</b>			<b>419.75</b>	<b>\$ 226,000.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>Fink+Associates Law, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
David H. Fink		0.75	2.00	69.50	38.75		1.75	16.75	1.50	44.25		7.75	183
Darryl G. Bressack			1.25	40	162.5			14.5	0.75	13		4.75	236.75
<b>TOTAL Hours</b>	0	0.75	3.25	109.5	201.25	0	1.75	31.25	2.25	57.25	0	12.5	<del>236.75</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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, PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
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	
Travel: Airfare	
Travel: Lodging / Meals	\$ 477.98
Travel: Miscellaneous	\$ 8.00
Car Rental / Cabfare / Parking	\$ 159.64
Miscellaneous	\$ 94.22
<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 Finkelstein Thompson LLP. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 444 hours.

3. The total hours expended by my firm produces a lodestar of \$261,060 at current rates and \$238,734.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Preparing complaint for initial filing;
- b. Preparing for, planning, and participating in depositions;
- c. Reviewing documents;
- d. Analyzing and summarizing deposition transcripts; and
- e. Negotiating third party discovery.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$31,911.19. This includes approximately \$365 in lodging expenses that were inadvertently omitted from my July 18, 2014 declaration.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 2, 2018

Respectfully submitted,

/s/ Michael G. McLellan

Michael McLellan

Finkelstein Thompson LLP

3201 New Mexico Avenue, NW, Suite 395

Washington, DC 20016

202-337-8000

[mmclellan@finkelsteinthompson.com](mailto:mmclellan@finkelsteinthompson.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 - Current Rates**

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
L. Kendall Satterfield	(P)	\$ 750.00	25.00	\$ 18,750.00
Michael G. McLellan	(P)	\$ 625.00	195.60	\$ 122,250.00
Stan M. Doerrer	(A)	\$ 450.00	130.40	\$ 58,680.00
Donald A. Resnikoff	(OC)	\$ 660.00	93.00	\$ 61,380.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>444.00</b>	<b>\$ 261,060.00</b>
<b>Status:</b> (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
L. Kendall Satterfield	(P)	\$ 750.00	11.70	\$ 8,775.00
L. Kendall Satterfield	(P)	\$ 715.00	13.30	\$ 9,509.50
Michael G. McLellan	(P)	\$ 575.00	41.90	\$ 24,092.50
Michael G. McLellan	(P)	\$ 525.00	95.10	\$ 49,927.50
Michael G. McLellan	(P)	\$ 450.00	58.60	\$ 26,370.00
Stan M. Doerrer	(A)	\$ 450.00	130.40	\$ 58,680.00
Donald A. Resnikoff	(OC)	\$ 660.00	93.00	\$ 61,380.00
<b>TOTAL</b>			<b>444.00</b>	<b>\$ 238,734.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
L. Kendall Satterfield	0.5		3.60		16.8					4.1			25
Michael G. McLellan	10.4		1.60		139.6				8	36			195.6
Stan M. Doerrer					130.4								130.4
Donald A. Resnikoff	88		5.00										93
<b>TOTAL Hours</b>	98.9	0	10.2	0	286.8	0	0	0	8	40.1	0	0	<del>93</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
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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 October 31, 2017</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	\$ 1,066.94
Travel: Miscellaneous	\$ 13.95
Car Rental / Cabfare / Parking	\$ 315.01
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 31,911.19</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 & Ward, PA. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 203.56.

3. The total hours expended by my firm produces a lodestar of \$72,422.00 at current rates and \$68,980.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Document review; and
- b. Assistance in pleadings.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$7,706.12.

8. Attached as Exhibit B is a summary of the expenses by category 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: April 26, 2018

Respectfully submitted,

/s/ Joseph Goldberg

Joseph Goldberg  
Freedman Boyd Hollander Goldberg Urias  
& Ward, PA  
20 First Plaza NW, Suite 700  
Albuquerque, NM 87102  
(505) 842-9960  
[jg@fbdlaw.com](mailto:jg@fbdlaw.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 - Current Rates**

<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Vincent Ward	(P)	\$ 300.00	40.00	\$ 12,000.00
Michael Goldberg	(OC)	\$ 450.00	97.66	\$ 43,947.00
Mary Lou Boelcke	(A)	\$ 250.00	65.90	\$ 16,475.00
<b>TOTAL</b>			<b>203.56</b>	<b>\$ 72,422.00</b>

<b>Status:</b>	
(P) Partner	
(OC) Of Counsel	
(A) Associate	
(CA) Contract Attorney	
(LC) Law Clerk	
(PL) Paralegal	
(IT) Information Tech.	

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

<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
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
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>203.56</b>	<b>\$ 68,980.50</b>

<b>Status:</b>	
(P) Partner	
(OC) Of Counsel	
(A) Associate	
(CA) Contract Attorney	
(LC) Law Clerk	
(PL) Paralegal	
(IT) Information Tech.	



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

<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	06	08	07	08	09	10	11	13	TOTAL
Vincent Ward	0.50	29.60	0.50	0.30	9.10								40.00
Michael Goldberg					97.66								97.66
Mary Lou Boelcke					65.90								65.90
<b>TOTAL Hours</b>	0.5	29.6	0.5	0.3	172.66	0	0	0	0	0	0	0	<del>0</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 5.12
Court Costs & Filing Fees	\$ 201.00
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	
<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 Kohn, Swift & Graf, P.C. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals is 1071.15.

3. The total hours expended by my firm produces a lodestar of \$457,432.50 at current rates and \$423,093.50 at historic rates.

4. My firm has been involved in several aspects of this litigation, principally discovery.

KS&G researched and drafted background memoranda for potential deposition witnesses Dan Fishbein, Brian Marsella, Laura Spencer, Mike Winters, Bill Berenson, James Maciag, Kelly Wright, Felicia Norwood, Michael Ciarrocci, Debbie Lantzy, Michael Vaught, Suzanne Hall, Cory Orazk, John Bridges, Joe Zubertsky, Kirk Rosin, Thomas Sargent, and Ross Sanders. My firm also prepared deposition digests for DiCrese, Schonfeld, O'Neil, and Helms, and analyzed the Gustavo Bamberger transcript to determine if there were materials to use for class certification. Further, KS&G reviewed documents as part of the ongoing discovery efforts.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$91,794.70. This amount differs from the amount incurred from inception of the case through June 30, 2014 because my firm paid an additional \$24,000 in assessments to defray expenses.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 2, 2018

Respectfully submitted,

/s/ William E. Hoese  
William E. Hoese  
KOHN, SWIFT & GRAF, P.C.  
1600 Market Street, Suite 2500  
(215) 238-1700  
whoese@koh Swift.com

# **EXHIBIT A**



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

<b>Firm Name</b>	KOHN, SWIFT & GRAF, P.C.
<b>Time Period</b>	Inception through November 30, 2016

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
William E. Hoese		14.70	14.80		5.2				0.1	0.8			35.6
Craig W. Hillwig		4.30			248.4					2.1			254.8
David Benner					264.75								264.75
Ian Ossakow					230.75								230.75
Lindsay Oak					285.25								285.25
<b>TOTAL Hours</b>	0	19	14.8	0	1034.35	0	0	0	0.1	2.9	0	0	X

- Task Codes:**
- |  |  |
|--|--|
| (01) Pre-filing Investigation/Complaints<br>(02) Legal Research<br>(03) Pleadings<br>(04) Motions & Briefs<br>(05) Discovery<br>(06) Experts | (07) Class Certification<br>(08) Court Appearances & Preparation<br>(09) Settlement<br>(10) Case Strategy & Management<br>(11) Trial Preparation<br>(13) Appeals |
|--|--|

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



<b>Firm Name</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
William E. Hoese	(P)	\$700	35.60	\$ 24,920.00
Craig W. Hillwig	(P)	\$625	254.80	\$ 159,250.00
David Benner	(CA)	\$350	264.75	\$ 92,662.50
Ian Ossakow	(CA)	\$350	230.75	\$ 80,762.50
Lindsay Oak	(CA)	\$350	285.25	\$ 99,837.50
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,071.15</b>	<b>\$ 457,432.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<p><b>Please report time in current rates.</b></p>
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<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
William E. Hoese (2010)	(P)	\$ 550.00	9.60	\$ 5,280.00
William E. Hoese (2011)	(P)	\$ 550.00	1.00	\$ 550.00
William E. Hoese (2012)	(P)	\$ 600.00	11.90	\$ 7,140.00
William E. Hoese (2013)	(P)	\$ 625.00	13.00	\$ 8,125.00
William E. Hoese (2014)	(P)	\$ 635.00	0.10	\$ 63.50
Craiw W. Hilliwg (2012)	(P)	\$ 500.00	203.90	\$ 101,950.00
Craiw W. Hilliwg (2013)	(P)	\$ 525.00	50.90	\$ 26,722.50
David Benner	(CA)	\$ 350.00	264.75	\$ 92,662.50
Ian Ossakow	(CA)	\$ 350.00	230.75	\$ 80,762.50
Lindsay Oak	(CA)	\$ 350.00	285.25	\$ 99,837.50
<b>TOTAL</b>			<b>1,071.15</b>	<b>\$ 423,093.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<b>Please report time in historic 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>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 91,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 263.65
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>\$ 91,794.70</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 OLIVER**

I, Alyson Oliver, declare as follows:

1. I am a partner in the law firm Oliver Law Group PC. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 474.90.

3. The total hours expended by my firm produces a lodestar of \$284,362.50 at current rates and \$189,870.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Initial client intake and interview of class representatives;
- b. Continued review of applicable pleadings and court filings with co-counsel and class representatives;
- c. Teleconferences with co-counsel and class representatives;
- d. Correspondence to co-counsel and class representatives;
- e. Coordination of contact and conferences between co-counsel and class representatives;
- f. Attendance at multiple court proceedings;
- g. Draft and review of numerous pleadings involving factual assertions of class representatives;
- h. Review and evaluation of records and documents in response to discovery request production associated with class representatives; and
- i. Conducted meetings, teleconferences and assisted with preparation of class representative depositions.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.



6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,962.94.

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

9. In addition to some small increases in telephone and postage expenses since the 2014 submission, some travel expenses have been revised to correct previous accounting errors.

10. As part of my role in the case, I was the primary client contact with plaintiffs Scott Steele, Susan Baynard, and Anne Noah.

11. In my practice, I have not previously encountered the requirement that a class representative be required to keep track of their time in the same manner as attorneys in order to support an application for an incentive award. Accordingly, I did not instruct the plaintiffs to do so and they did not keep such contemporaneous records. As a result, they are unable to accurately re-create such time records after the fact.

12. Counsel never made any promise or commitment to any Plaintiffs that they would be eligible for any compensation for being a class representative above

and beyond what they would receive as a result of simply being a class member. Plaintiffs understood that any such award would be completely in the discretion of the Court. Prior to the settlement being reached, there was no discussion of any amounts that Plaintiffs' counsel would seek for incentive awards.

13. As a result of my contact with the Plaintiffs, I know the following facts to be true regarding each Plaintiff.

14. Scott Steele first became involved in the case in 2011 as a proposed class representative. In that role, I regularly consulted with him about the filing of important documents such as the complaint and updates on cases including court rulings. I met, spoke, and emailed with Mr. Steele numerous times regarding the status of the case. In addition, I sent him copies of court filings and orders so that he could review them and stay abreast of the case as part of his duties as a class representative. I worked with Mr. Steele to respond to Defendant's discovery requests.

15. Susan Baynard became involved in this case around June 2013. In her role as a class representative, she and I had numerous conversations about this case. I sent her multiple pleadings to review. She spent time gathering documents responsive to Defendant's document request including contacting to 3<sup>rd</sup> parties to obtain responsive documents,

16. On January 12, 2014 Ms. Baynard traveled approximately 250 miles across the state of Michigan to Detroit for two days to prepare with counsel and sit for a deposition on January 13, 2014. She was required to take two days off her job without pay spending the first day traveling to Detroit and meeting with counsel, including reviewing documents, and the second day sitting for the deposition and traveling back to her home. Following her deposition, she reviewed the transcript to look for potential corrections.

17. Anne Noah became involved in this litigation in June 2013. I had numerous communications with her regarding the status of the case including sending her many relevant documents and pleadings. Ms. Noah worked hard to gather documents responsive to Defendant's document requests including reviewing her own files and requesting documents from third parties, such as bank statements from financial institutions, insurance policies from her employer, and insurance explanation of benefit forms.

18. Ms. Noah traveled approximately over 200 miles from Benzonia, MI to Detroit for a deposition preparation session on January 8, 2014 and her deposition on the following day. As part of her preparation session she met with counsel to review certain documents and then sat for her deposition and traveled home on the second day. She was required to take two vacation days from her job which she otherwise could have used to spend time with her family. Following her

deposition, she spent time reviewing her transcript to make any necessary corrections.

19. All three plaintiffs could have sat back and participated in the case as absent class members without any disruption or time taken out of their professional and personal lives. Instead, they all stepped forward and contributed their time and energy toward the prosecution of this class action so that the other class members could benefit from the settlement ultimately reached in this case.

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

Dated: May 17, 2018

Respectfully submitted,

/s/Alyson Oliver  
Oliver Law Group PC  
1647 W. Big Beaver Road  
Troy, MI 48084  
(248) 327-6556

# **EXHIBIT A**

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

<b>Firm Name</b>	<b>Oliver Law Group P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Alyson Oliver	(P)	\$ 725.00	175.20	\$ 127,020.00
Matthew Barsenas	(A)	\$ 525.00	274.60	\$ 144,165.00
Lisa Gray (f/k/a Lisa Asmus)	(A)	\$ 525.00	25.10	\$ 13,177.50
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>474.90</b>	<b>\$ 284,362.50</b>

<b>Status:</b>	
(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	

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

<b>Firm Name</b>	<b>Oliver Law Group P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Alyson Oliver	(P)	\$ 725.00	7.20	\$ 5,220.00
Alyson Oliver	(P)	\$ 595.00	168.00	\$ 99,960.00
Matthew Barsenas	(A)	\$ 300.00	274.60	\$ 82,380.00
Lisa Gray (f/k/a Lisa Asmus)	(A)	\$ 300.00	25.10	\$ 7,530.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>474.90</b>	<b>\$ 189,870.00</b>

<b>Status:</b>	
(P) Partner	
(OC) Of Counsel	
(A) Associate	
(CA) Contract Attorney	
(LC) Law Clerk	
(PL) Paralegal	
(IT) Information Tech.	

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

<b>Firm Name</b>	Oliver Law Group P.C.
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Alyson Oliver	56.4	1.60	2.00		45.4			22.8	0.4	46.6			175.2
Matthew Barsenas	6.7				262.1			3		2.8			274.6
Lisa Gray (f/k/a Lisa Asmus)	5.5				19.4					0.2			25.1
<b>TOTAL Hours</b>	68.6	1.6	2	0	326.9	0	0	25.8	0.4	49.6	0	0	<del>25.1</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
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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>
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<b>FIRM NAME</b>	<b>Oliver Law Group P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>

DESCRIPTION	EXPENSES INCURRED
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	\$ 58.42
Postage/Express Delivery/Courier	\$ 86.11
Professional Fees (Investigator, Accountant, etc.)	\$ -
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel: Airfare	\$ -
Travel: Lodging / Meals	\$ 600.64
Travel: Miscellaneous	\$ 1,024.32
Car Rental / Cabfare / Parking	\$ 118.50
Miscellaneous	\$ -
<b>TOTAL EXPENSES</b>	<b>\$ 9,962.94</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. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 1007.70.

3. The total hours expended by my firm produces a lodestar of \$338,500.00 at current rates and \$315,875.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:
- a. Analysis of theories for underlying case;
  - b. Drafting and editing of initial complaint;
  - c. Legal research on underlying antitrust claims, including monopolization theories and most favored nations provisions;
  - d. Reviewing documents for deposition preparation for the following witnesses: Richard Felbinger, Colleen Koppenhaver, Terrence Burke, David Marcellino, Ryan Powers, Cass Wisniewski, Chuck Nelson, Michael Pelc, Sidney Sczygelsk, Kathleen Rondeau, Dennis Franks, Kathy Kendall, Connie Downs, Thomas Marks, Denise Christy, Carol Sheard, Scott Wilkerson, Greg Beeg, Lawrence Lounds, Michael Grisdela, John Barnas, William Isentien, Kevin McPherson, Bonnie Friedrichs, Ron Rybar, Kimberly Horn, Nick Vitale, Kenneth Matzick, Nancy Jenkins, Marc Gross, Mary Whitbread, Erik Helms, Heidi O'Neil, Michael Koziara, Randy Narowitz, Julie Novak, Richard Murdock, Tim Susterich, Don Whitford, Curtis Hawse, Karen Cimafranca, Julie Smith, Jim Scoggin, Melissa Sole, Michael Cutlip, Karl Albrecht, Pail Peppin, Jerome Konal, Lovan Hamp, Michelle Tracy, E.J.

Person, Dale Kearney, Vincent Sobocinski, Steve Morganstern, Kathleen Rondeay, James Deitsche, Allen Tucker, Tim Calhoun, Mark Gronda, Cathy Bukowski, Robert Plaskey, Donald Longpre, Donna Kopinski, Robert Smith, and Amy Wooden;

- e. Preparing summaries and digest reports of depositions of key witnesses, including Susan Barkell, Richard Felbinger, Michael Winters, Helen Hughes, Jeffrey Longbrake, Steven Morganstern, Michele Tracy, Jill Wehner, Dan Babcock, and Suzanne Hall;
- f. Conferring with experts on case theories.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,135.00.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 3, 2018 Respectfully submitted,

/s/ David A. Balto  
Law Offices of David Balto  
1325 G Street, NW  
Suite 500  
Washington, DC 20005  
Tel: 202-577-5424  
Email: David.Balto@dcantitrustlaw.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 - Current Rates</b>
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<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Balto	(P)	\$ 700.00	67.40	\$ 47,180.00
Brad Wasser	(A)	\$ 400.00	92.30	\$ 36,920.00
Spencer Baldwin	(A)	\$ 300.00	848.00	\$ 254,400.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,007.70</b>	<b>\$ 338,500.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Balto	(P)	\$ 500.00	30.40	\$ 15,200.00
David Balto	(P)	\$ 600.00	27.00	\$ 16,200.00
David Balto	(P)	\$ 700.00	10.00	\$ 7,000.00
Brad Wasser	(A)	\$ 250.00	92.30	\$ 23,075.00
Spencer Baldwin	(A)	\$ 300.00	848.00	\$ 254,400.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,007.70</b>	<b>\$ 315,875.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
David Balto	10.1	13.9			31.9					11.5			67.4
Brad Wasser	1.9	13.7			76.7								92.3
Spencer Baldwin					848								848
<b>TOTAL Hours</b>	12	27.6	0	0	956.6	0	0	0	0	11.5	0	0	<del>848</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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 OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
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. My firm has represented Plaintiffs and the settlement class in this case. 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 October 31, 2017, by attorneys and paralegals at this firm is 452.75.

3. The total hours expended by my firm produces a lodestar of \$328,481.25 at current rates and \$267,737.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

a. conducted investigative and industry research for complaint;

- b. researched and investigated Plaintiffs' cause of action and facts, drafted and revised complaint and amended complaint;
- c. continue editing and reviewing pleadings throughout case including motion for class certification and motions to add or withdraw plaintiffs;
- d. participated in review of documents produced by defendants;
- e. participated in and travelled to many Defendant depositions including, but not limited to, Roeser, Liston, Brown, and Schaal;
- f. participated in discovery pleadings and motion practice including extensive legal research; and
- g. contributed in numerous conferences with co-counsel regarding these activities.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through October 31, 2017, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$161,536.35. The majority of the additional expenses since 2014 have been of assessment payments to the



litigation fund. The deletions from the earlier submission included an inadvertent charge in the miscellaneous category and excessive agent fees in airfare category.

8. Attached as Exhibit B is a summary of the expenses by category 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 8th day of May, 2018 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 - Current Rates</b>
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<b>Firm Name</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>Time Period</b>	<b>Inception through October 31, 2017</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Richard A. Lockridge	(P)	\$ 925.00	91.50	\$ 84,637.50
Christopher K. Sandberg	(P)	\$ 675.00	361.25	\$ 243,843.75
	(A)			
	(LC)			
	(PL)			
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>452.75</b>	<b>\$ 328,481.25</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<b>Please report time in current rates.</b>
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary - Historic Rates**

<b>Firm Name</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>Time Period</b>	<b>Inception through October 31, 2017</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Richard A. Lockridge	(P)	\$ 625.00	1.00	\$ 625.00
Richard A. Lockridge	(P)	\$ 650.00	2.50	\$ 1,625.00
Richard A. Lockridge	(P)	\$ 675.00	49.25	\$ 33,243.75
Richard A. Lockridge	(P)	\$ 700.00	17.50	\$ 12,250.00
Richard A. Lockridge	(P)	\$ 775.00	8.75	\$ 6,781.25
Richard A. Lockridge	(P)	\$ 825.00	8.00	\$ 6,600.00
Richard A. Lockridge	(P)	\$ 900.00	4.50	\$ 4,050.00
Christopher K. Sandberg	(P)	\$ 550.00	206.25	\$ 113,437.50
Christopher K. Sandberg	(P)	\$ 575.00	155.00	\$ 89,125.00
	(A)			
	(LC)			
	(PL)			
<b>TOTAL</b>			<b>452.75</b>	<b>\$ 267,737.50</b>

<p><b>Status:</b></p> <p>(P) Partner                  (OC) Of Counsel                  (A) Associate                  (CA) Contract Attorney                  (LC) Law Clerk                  (PL) Paralegal                  (IT) Information Tech.</p>	<p><b>Please report time in historic rates.</b></p>
--	---

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

<b>Firm Name</b>	Lockridge Grindal Nauen P.L.L.P.
<b>Time Period</b>	Inception through October 31, 2017

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Richard A. Lockridge					37.5				1.75	52.25			91.5
Christopher K. Sandberg				\$ 68.50	283.5	0.5				8.75			361.25
													0
													0
													0
<b>TOTAL Hours</b>	0	0	0	68.5	321	0.5	0	0	1.75	61	0	0	<del>0</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
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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>	Lockridge Grindal Nauen P.L.L.P.
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 143,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 2.10
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 1,963.08
Telephone & Facsimile	\$ 15.27
Postage/Express Delivery/Courier	\$ 64.29
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 10,711.80
Travel: Lodging / Meals	\$ 2,965.19
Travel: Miscellaneous	\$ 102.30
Car Rental / Cabfare / Parking	\$ 2,075.65
Miscellaneous - food and beverage	\$ 136.67
<b>TOTAL EXPENSES</b>	<b>\$ 161,536.35</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. This firm has represented Plaintiffs and the settlement class in this case. 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 my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 602.8.

4. The total hours expended by this firm produces a lodestar of \$365,729.50 at current rates and \$293,537.50 at historic rates.

5. This firm has been involved in numerous aspects of this litigation including:

- a. extensive discovery work, including document analysis of plaintiff documents for production and privilege issues, document analysis of defendant documents, preparation for and attendance at numerous depositions (of both parties and non-parties), and researching and drafting detailed responses to contention interrogatories served by defendant;
- b. significant involvement in the class certification proceedings, including assisting in preparing for Plaintiffs' proposed class representatives to be deposed; and
- c. researching and drafting motions and responses to those motions, including opposing Defendants' Daubert challenge to Plaintiffs' motion for class certification.

6. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 3 above.

7. Attached as Exhibit A is a time and lodestar summary for time this firm spent working on the case from inception through November 30, 2016, broken down by attorney and task category.

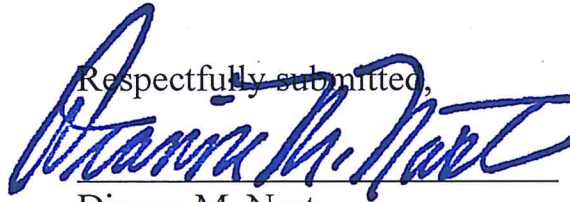
8. The total unreimbursed expenses incurred by this firm, from inception through October 31, 2017 are \$194,224.74. The additional expenses incurred since the 2014 submission are all additional assessment payments that this firm made to support the cost of the continued litigation.

9. 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: May 7, 2018

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Dianne M. Nast", written over a horizontal line.

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 - Current Rates**

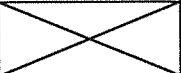

<b>Firm Name</b>	<b>NastLaw LLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Dianne M. Nast	(P)	\$ 865.00	20.30	\$ 17,559.50
Erin C. Burns	(A)	\$ 610.00	529.50	\$ 322,995.00
Matthew A. Reid	(A)	\$ 475.00	53.00	\$ 25,175.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>602.80</b>	<b>\$ 365,729.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary - Historic Rates**

<b>Firm Name</b>	<b>NastLaw LLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Dianne M. Nast	(P)	\$ 675.00	12.10	\$ 8,167.50
Dianne M. Nast	(P)	\$ 700.00	2.10	\$ 1,470.00
Dianne M. Nast	(P)	\$ 725.00	1.80	\$ 1,305.00
Dianne M. Nast	(P)	\$ 750.00	2.30	\$ 1,725.00
Dianne M. Nast	(P)	\$ 780.00	0.80	\$ 624.00
Dianne M. Nast	(P)	\$ 800.00	1.20	\$ 960.00
Erin C. Burns	(A)	\$ 430.00	0.20	\$ 86.00
Erin C. Burns	(A)	\$ 445.00	3.50	\$ 1,557.50
Erin C. Burns	(A)	\$ 485.00	228.20	\$ 110,677.00
Erin C. Burns	(A)	\$ 495.00	242.20	\$ 119,889.00
Erin C. Burns	(A)	\$ 510.00	49.60	\$ 25,296.00
Erin C. Burns	(A)	\$ 535.00	0.70	\$ 374.50
Erin C. Burns	(A)	\$ 560.00	5.10	\$ 2,856.00
Matthew A. Reid	(A)	\$ 350.00	53.00	\$ 18,550.00
<b>TOTAL</b>			<b>602.80</b>	<b>\$ 293,537.50</b>

**Status:**  
(P) Partner  
(OC) Of Counsel  
(A) Associate  
(CA) Contract Attorney  
(LC) Law Clerk  
(PL) Paralegal  
(IT) Information Tech.

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

<b>Firm Name</b>	NastLaw LLC
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Dianne M. Nast	3.80		2.60	5.20	2.40	0.20	0.20	0.50	2.90	1.30		1.20	20.3
Erin C. Burns	0.60	6.10	1.40	50.70	372.20		82.50	6.70	2.10	2.10		5.10	529.5
Matthew A. Reid					53.00								53
<b>TOTAL Hours</b>	4.4	6.1	4	55.9	427.6	0.2	82.7	7.2	5	3.4	0	6.3	<del>53</del>

**Task Codes:**

- |  |  |
|--|--|
| (01) Pre-filing Investigation/Complaints<br>(02) Legal Research<br>(03) Pleadings<br>(04) Motions & Briefs<br>(05) Discovery<br>(06) Experts | (07) Class Certification<br>(08) Court Appearances & Preparation<br>(09) Settlement<br>(10) Case Strategy & Management<br>(11) Trial Preparation<br>(13) Appeals |
|--|--|



# 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>	NastLaw LLC
<b>TIME PERIOD</b>	INCEPTION THROUGH OCTOBER 31, 2017
DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 180,500.00
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>\$ 194,224.74</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 DAVID M. CIALKOWSKI**

I, David M. Cialkowski, declare as follows:

1. I am a partner in the law firm Zimmerman Reed LLP. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 1,541.80.
3. The total hours expended by my firm produces a lodestar of \$739,850.00 at current rates and \$526,224.75 at historic rates.
4. My firm has been involved in numerous aspects of this litigation since its inception, and attorneys and paralegals at my firm undertook:

- a. 26 depositions of third-party hospital providers, BlueCross BlueShield employees, and third-party insurers in locations traversing the State of Michigan, including in the Upper Peninsula;
- b. Drafting memoranda analyzing those depositions;
- c. Document review, analysis, and summary; and
- d. Legal motion and memoranda research and drafting, including preparing to oppose Defendant's motion to exclude Plaintiffs' expert.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$208,865.77.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 2, 2018

Respectfully submitted,

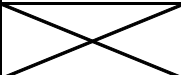

/s/ David M. Cialkowski

David M. Cialkowski  
ZIMMERMAN REED LLP  
1100 IDS Tower  
80 South 8th Street  
Minneapolis, MN 55402  
(612) 341-0400  
david.cialkowski@zimmreed.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 - Current Rates</b>
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<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>



Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Cialkowski	(P)	\$ 695.00	195.40	\$ 135,803.00
Brian Gudmundson	(P)	\$ 695.00	112.70	\$ 78,326.50
Aditya Bharadwaj	(A)	\$ 250.00	271.35	\$ 67,837.50
June Hoidal	(P)	\$ 695.00	202.65	\$ 140,841.75
Anne Regan	(P)	\$ 550.00	408.45	\$ 224,647.50
Kate Crowley	(PL)	\$ 100.00	24.00	\$ 2,400.00
Leslie Harms	(PL)	\$ 275.00	327.25	\$ 89,993.75
<b>TOTAL</b>			<b>1,541.80</b>	<b>\$ 739,850.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<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 - Historic Rates</b>
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<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Anne T. Regan	(P)	\$ 425.00	367.90	\$ 156,357.50
Anne T. Regan	(P)	\$ 550.00	40.55	\$ 22,302.50
David M. Cialkowski	(P)	\$ 495.00	192.40	\$ 95,238.00
David M. Cialkowski	(P)	\$ 595.00	3.00	\$ 1,785.00
Brian C. Gudmundson	(P)	\$ 425.00	112.70	\$ 47,897.50
June P. Hoidal	(A)	\$ 395.00	202.65	\$ 80,046.75
Aditya Bharadwaj	(A)	\$ 250.00	271.35	\$ 67,837.50
Leslie A. Harms	(PL)	\$ 160.00	327.25	\$ 52,360.00
Kate F. Cowley	(LC)	\$ 100.00	24.00	\$ 2,400.00
<b>TOTAL</b>			<b>1,541.80</b>	<b>\$ 526,224.75</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
David Cialkowski					190.55					4.85			195.4
Brian Gudmundson			0.50		112					0.2			112.7
Aditya Bharadwaj		17.25			232.35					21.75			271.35
June Hoidal					163.9					38.75			202.65
Anne Regan	1.5	4	15.30	21.35	338.15	2	0.25		1	24.9			408.45
Kate Crowley										24			24
Leslie Harms		\$ 3.75			307		0.5			16			327.25
<b>TOTAL Hours</b>	1.5	25	15.8	21.35	1343.95	2	0.75	0	1	130.45	0	0	<del>327.25</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
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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>ZIMMERMAN REED LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 174,500.00
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>\$ 208,865.77</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. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 203.40.

3. The total hours expended by my firm produces a lodestar of \$125,330.50 at current rates and \$75,562.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:
- a. Performance of legal and factual research in connection with the pleadings, briefing, and numerous legal issues present in this litigation (*e.g.* most favored nation clauses) on behalf of the City of Pontiac;
  - b. Researching, drafting, and revising the pleadings filed by the City of Pontiac in this action;
  - c. Drafting and responding to several motions and/or briefs on behalf of the City of Pontiac, including extensive motion practice regarding consolidation, Defendants' motions to dismiss the City of Pontiac's claims, and discovery issues;
  - d. Preparing case management reports and proposed orders;
  - e. Preparing for and participating in Rule 26(f) conference on behalf of City of Pontiac; meeting and conferring with co-counsel regarding discovery plan;
  - f. Drafting discovery requests to defense and review and evaluation of records and documents relating to the claims brought by the City of Pontiac;

- g. Preparing for and attending a hearing on case status, consolidation, and the appointment of lead counsel;
- h. Attendance at conferences between counsel for the City of Pontiac;
- i. Attendance at meetings, conference calls, and email exchanges with co-counsel regarding case development and strategy, and the prosecution of the case;
- j. Continued review of applicable pleadings and court filings with counsel; and
- k. Teleconferences and correspondence with counsel and client representatives.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$1,083.51.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 1, 2018

Respectfully submitted,

*/s/ Mark R. Miller*

---

Mark R. Miller  
WEXLER WALLACE LLP  
55 West Monroe St., Ste. 3300  
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 - Current Rates</b>
--



<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Edward A. Wallace	(P)	\$ 750.00	32.50	\$ 24,375.00
Mark M. Miller	(P)	\$ 675.00	95.10	\$ 64,192.50
Amy E. Keller	(A)	\$ 485.00	75.80	\$ 36,763.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>203.40</b>	<b>\$ 125,330.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Edward A. Wallace	(P)	\$ 525.00	28.90	\$ 15,172.50
Edward A. Wallace	(P)	\$ 530.00	3.60	\$ 1,908.00
Mark M. Miller	(A)	\$ 375.00	88.60	\$ 33,225.00
Mark M. Miller	(A)	\$ 380.00	6.50	\$ 2,470.00
Amy E. Keller	(A)	\$ 300.00	66.40	\$ 19,920.00
Amy E. Keller	(A)	\$ 305.00	9.40	\$ 2,867.00
<b>TOTAL</b>			<b>203.40</b>	<b>\$ 75,562.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Edward A. Wallace			15.50	7.20	0.50			1.00		8.30			32.5
Mark M. Miller				59.00	32.40			0.30		3.40			95.1
Amy E. Keller		16.00		30.40	13.10			10.30		6.00			75.8
<b>TOTAL Hours</b>	0	16	15.5	96.6	46	0	0	11.6	0	17.7	0	0	<del>          </del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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 OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
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 of Sommers Schwartz, P.C. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 1,163.90 hours.

3. The total hours expended by my firm produces a lodestar of \$835,461.50 at current rates and \$ 639,960.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including: 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 this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

5. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

6. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$4,389.15.

7. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The \$307.80 listed for Computer Research on the 2014 summary of expenses is included under Miscellaneous on the current summary. Also, the \$384.34 listed for Travel: Miscellaneous on the 2014 summary of expenses is now listed under Travel: Airfare on the current summary. These expenses were erroneously included in the different categories on the previous summary.

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

Dated: May 2, 2018

Respectfully submitted,

*/s/ Jason J. Thompson*

Jason J. Thompson  
SOMMERS SCHWARTZ, P.C.  
One Towne Square, 17<sup>th</sup> Floor  
248-355-0300  
jthompson@sommerspc.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 - Current Rates</b>
--

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Jason J. Thompson	(P)	\$ 735.00	555.40	\$ 408,219.00
Lance C. Young	(P)	\$ 735.00	520.40	\$ 382,494.00
Lisa Mikalonis	(P)	\$ 685.00	36.10	\$ 24,728.50
Tiffany Ellis	(CA)	\$ 385.00	52.00	\$ 20,020.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,163.90</b>	<b>\$ 835,461.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
---	--

<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 - Historic Rates</b>
---

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Jason J. Thompson	(P)	\$ 565.00	555.40	\$ 313,801.00
Lance C. Young	(P)	\$ 565.00	520.40	\$ 294,026.00
Lisa Mikalonis	(P)	\$ 530.00	36.10	\$ 19,133.00
Tiffany Ellis	(CA)	\$ 250.00	52.00	\$ 13,000.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>1,163.90</b>	<b>\$ 639,960.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
Jason J. Thompson	46.65	25.95		255.05	78.05	13.35		38.80	9.65	87.90			555.4
Lance C. Young		14.60	7.40	280.50	112.9			65.10	2.80	37.10			520.4
Lisa Mikalonis		16.50		10.40	1.00	0.90				7.30			36.1
Tiffany Ellis		13.50		2.60	33.7					2.2			52
<b>TOTAL Hours</b>	46.65	70.55	7.4	548.55	225.65	14.25	0	103.9	12.45	134.5	0	0	<del>52</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **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 OCTOBER 31, 2017</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	
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	\$ 384.34
Travel: Lodging / Meals	\$ 97.57
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	\$ 436.70
<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 was a partner in the law firm Johnston Sztykiel Hunt Goldstein & Fitzgibbons for all times pertinent to this Declaration. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 96.90. I was the only attorney at my firm to work on this case on behalf of the City of Pontiac and as part of class representation. I have since left the firm but make this Declaration in support of fees to be paid to the firm.

3. The total hours expended by my firm produces a lodestar of \$62,985 at current rates and \$48,450 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. While a partner at the firm, I was primary outside counsel for the City of Pontiac for civil litigation.
- b. I was a primary contact between the City and the litigation team in this case.
- c. My responsibilities included strategy development, briefing development, review and revisions along with hearing attendance.
- d. Additional responsibilities included advising the City of developments, advising of their significance and providing counsel.
- e. Additional responsibilities included identifying data for collection and contacts to enable collection of data.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$49.08.

8. Attached as Exhibit B is a summary of the expenses by category 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: May 8, 2018, 2018

Respectfully submitted,

/s/ Eric S. Goldstein  
19581 Silver Spring Street  
Southfield MI 48076  
(248)762-8971  
Goldstein64@comcast.net

# **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 - Current Rates</b>
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<b>Firm Name</b>	<b>Johnston, Szykiel &amp; Hunt, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Eric S. Goldstein	(P)	\$650	96.90	\$ 62,985.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>96.90</b>	<b>\$ 62,985.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<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 - Historic Rates</b>
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<b>Firm Name</b>	<b>Johnston, Szykiel &amp; Hunt, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Eric S. Goldstein	(P)	\$500	96.90	\$ 48,450.00
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>96.90</b>	<b>\$ 48,450.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	Johnston, Sztykiel & Hunt, P.C.
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Eric S. Goldstein	4.6	\$ 2.50	0.10	\$ 29.40	3			16.9		40.4			96.9
<b>TOTAL Hours</b>	4.6	2.5	0.1	29.4	3	0	0	16.9	0	40.4	0	0	<del>X</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **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, Szykiel &amp; Hunt, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</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	
Car Rental / Cabfare / Parking	\$ 44.00
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 Law Office of Lance C. Young. My firm has represented Plaintiffs and the settlement class in this case. 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 November 30, 2016, by attorneys and paralegals at this firm is 309.10.

3. The total hours expended by my firm produces a lodestar of \$227,188.50 at current rates and \$174,641.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including: filing and litigation of claims against Blue Cross by 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 coordination activities with the DOJ and Aetna.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$0.

8. 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: May 2, 2018 Respectfully submitted,

/s/ Lance C. Young  
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  
lyoung@sommerspc.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 - Current Rates</b>
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<b>Firm Name</b>	Law Office of Lance C. Young
<b>Time Period</b>	Inception through November 30, 2016

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Lance C. Young	(P)	\$ 735.00	309.10	\$ 227,188.50
<b>TOTAL</b>	<del> </del>	<del> </del>	<b>309.10</b>	<b>\$ 227,188.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<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 - Historic Rates</b>
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<b>Firm Name</b>	Law Office of Lance C. Young
<b>Time Period</b>	Inception through November 30, 2016

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>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	Law Office of Lance C. Young
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Lance C. Young (P)	21.2	22.5	73.3	101.2	27.6	1.3		4.8		57.2			309.1
<b>TOTAL Hours</b>	21.2	22.5	73.3	101.2	27.6	1.3	0	4.8	0	57.2	0	0	<del>309.1</del>

**Task Codes:**

(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals
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# **EXHIBIT 19**

**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 THEODORE B. BELL**

I, Theodore B. Bell, declare as follows:

1. I am Of Counsel to the law firm Wolf Haldenstein Adler Freeman & Herz LLP (“WHAFH” or “the firm”). WHAFH represents Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs’ application for fees and expenses and for compensation to the class representatives.

2. This declaration is based upon my personal knowledge and/or experience in this case.

3. One of the many responsibilities I had in this case included working with representatives from The Shane Group, Inc. (which I understand is now known as The Shane Group Liquidating, Inc.) (the “Shane Group”) and Bradley Veneberg

and keeping these plaintiffs apprised of significant developments in the case and assisting them as needed in fulfilling their respective duties and responsibilities as class representatives.

4. Both Mr. Veneberg and the Shane Group first became involved in this case in the Fall of 2010.

5. At no time did I ever promise anyone from the Shane Group or Bradley Veneberg any type of financial payment for their involvement as class representatives in this case other than what they might receive as their respective shares as Class Members from any class settlement or judgment achieved.

6. I also informed the Shane Group and Mr. Veneberg that the Court alone would decide what, if any, compensation award they would receive.

7. Prior to the settlement being reached, I never discussed with anyone from the Shane Group or Mr. Veneberg any amounts that Plaintiffs' Counsel would seek for incentive awards.

8. The Shane Group and Bradley Veneberg initially filed their Class Action Complaint against Blue Cross and Blue Shield of Michigan ("BCBS") on October 29, 2010, and both were subsequently named as plaintiffs in the Consolidated Amended Complaint filed on June 12, 2012.

9. Both the Shane Group and Mr. Veneberg consulted with the firm and stayed abreast of the status of the litigation. Their efforts included periodic

communications, including calls and emails with counsel, and the review of pleadings and other key filings in the litigation.

10. With respect to discovery, Bradley Veneberg responded to Defendant's discovery requests by discussing the requests with counsel, searching for and collecting his family's records regarding hospital payments and expenses, requesting hospital payment records from his insurer and providing counsel with permission to seek documents from any third parties that might have potentially relevant records pertaining to Mr. Veneberg's hospital payments or expenses. Mr. Veneberg ultimately produced hundreds of pages of documents in discovery.

11. Likewise, the Shane Group worked with counsel to research its health care purchases, employee health insurance and HRA plans, and any obligations it may have had to pay or reimburse its employee's hospital payments or insurance deductibles.

12. The Shane Group further assisted counsel by discussing Defendant's discovery requests, searching through the Shane Group's records for relevant documents or information, and by seeking documents or information from third parties such as the Shane Group's insurance benefits administrator and various Shane Group employees.

13. Neither Mr. Veneberg nor the Shane Group were ultimately deposed in this litigation, but both parties were willing and able to appear for deposition had they been called upon to do so.

14. I have not previously encountered any requirement for class representatives to keep contemporaneous records of their time spent assisting counsel or prosecuting their class claims and neither Bradley Veneberg nor the Shane Group kept such records.

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

Dated: May 17, 2018

Respectfully submitted,

By: /s/ Theodore B. Bell

Theodore B. Bell (P-47987)  
**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**  
70 West Madison Street, Suite 1400  
Chicago, Illinois 60602  
Tel.: (312) 984-0000  
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[tbell@whafh.com](mailto:tbell@whafh.com)