

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

JOE EAGLE, MICHAEL KEYS, JAMES
ZOLLICOFFER, and EVAN FRANKLIN, on
behalf of themselves and similarly situated
laborers,

Plaintiffs,

v.

VEE PAK, INC., VEE PAK, LLC d/b/a
VOYANT BEAUTY, and STAFFING
NETWORK HOLDINGS LLC,

Defendants.

Case No. 12 C 9672

Judge Tharp

**CLASS COUNSEL'S PETITION FOR FEES AND COSTS
AS PART OF THE CLASS ACTION SETTLEMENT WITH DEFENDANTS**

Plaintiffs commenced this lawsuit on December 5, 2012. It proceeded for more than a decade before the last two Defendants recently reached a class-wide settlement agreement late last year. The settlement requires Defendants to create a \$6.6 million Class Settlement Fund to pay awards to class members who file a timely and valid claim form. Class Counsel separately negotiated that Defendants would pay Class Counsel up to \$4 million for attorneys' fees incurred in litigating this matter and up to \$500,000 to reimburse Class Counsel for actual litigation costs expended during the life of this case. Class Counsel's actual lodestar is nearly \$6 million, and their actual litigation costs are \$467,653.97.

The agreed upon amount of attorneys' fees and costs are reasonable and within the range of possible approval. Class Counsel respectfully requests that this Court approve payment of the proposed fees and expenses at the upcoming final approval hearing.

Rule 23 provides that in a certified class action, “the court may award reasonable attorney’s fees that are authorized by law or by the parties’ agreement.” Fed. R. Civ. P. 23(h). In this case, Class Counsel is entitled to fees and costs based on two principles: the common fund doctrine and under Section 1981’s fee-shifting provisions. *See* 42 U.S.C. § 1988(b-c). In a common fund case—where defendants pay a specific sum in exchange for release of liability to all plaintiffs—equitable principles allow the court to determine the attorneys’ fees that plaintiffs’ counsel may recover “based on the notion that not one plaintiff, but all those who have benefitted from the litigation should share its costs.” *Kolinek v. Walgreen Co.*, 311 F.R.D. 483, 500 (N.D. Ill. 2015). The Seventh Circuit directs that when reviewing the reasonableness of a fee award in a common fund case, courts should award fees consistent with the market rate. *See Silverman v. Motorola Solutions, Inc.*, 739 F.3d 956, 957 (7th Cir. 2013) (“[A]ttorneys’ fees in class actions should approximate the market rate that prevails between willing buyers and willing sellers of legal services.”); *In re Synthroid Marketing Litigation*, 264 F.3d 712, 718 (7th Cir. 2001) (“[W]hen deciding on appropriate fee levels in common-fund cases, courts must do their best to award counsel the market price for legal services, in light of the risk of nonpayment and the normal rate of compensation in the market at the time.”).

District courts may exercise discretion in choosing either the lodestar or percentage-of-the-fund approach to calculating common-fund attorney’s fees. *See Kolinek*, 311 F.R.D. at 500 (*citing Florin v. Nationsbank of Georgia, N.A.*, 34 F.3d 560, 566 (7th Cir. 1994)) (recognizing that common fund principles may apply even if claims are brought pursuant to statutes with fee-shifting provisions); *Cook v. Niedert*, 142 F.3d 1004, 1012-13 (7th Cir. 1998). Here, the lodestar method is most appropriate given the advanced posture of the litigation and attendant high costs and fees reasonably expended by counsel. Critically, the lodestar method also best reflects the market rate.

When they retained their counsel, Named Plaintiffs executed fee agreements that entitle Class Counsel to *the greater of* counsel's lodestar or at least 33 1/3% of any recovery. *See* Declaration of Christopher J. Williams ("Williams Decl., ¶ _"), ¶ 9, attached hereto as Exhibit A. This is strong evidence that the requested award of \$4 million in fees and \$467,653.97 in litigation costs is reasonable. *See Blanchard v. Bergeron*, 489 U.S. 87, 93 (1989) ("The presence of a pre-existing fee agreement may aid in determining reasonableness" of the requested fee)

Under the lodestar approach, the starting point for calculating the amount of a reasonable attorney fee is the number of hours reasonably expended on the litigation multiplied by a reasonable hourly rate. *See City of Riverside*, 477 U.S. at 568. *See also Pickett v. Sheridan Health Care Ctr.*, 664 F.3d 632, 639 (7th Cir. 2011) ("There is a strong presumption that the lodestar calculation yields a reasonable attorneys' fee award."). Over the twelve years of litigation, WLO/NLAN has dedicated more 3,317 attorney hours and more than 972 paralegal hours to this case, resulting in a lodestar of more than \$2 million. *See* Williams Decl., ¶ 15. CMST has dedicated more than 4,139 attorney hours and 368 paralegal hours to this case, resulting in a lodestar of more than \$3.2 million. *See* Declaration of Joseph M. Sellers ("Sellers Decl., ¶ _"), ¶ 18, attached as Exhibit B. HSPRD has dedicated more than 1,160.80 attorney hours and 45.10 paralegal hours to this case, resulting in a lodestar of more than \$607,223.00. *See* Declaration of Christopher J. Wilmes ("Wilmes Decl., ¶ _"), ¶ 12, attached hereto as Exhibit C. In sum, the requested award of \$467,653.97 to reimburse counsel for Plaintiffs and the Class for their actual case costs and of \$4,000,000 as an attorneys' fees award is eminently reasonable and should be approved because it is less than the amounts Class Representatives agreed to pay in advance of the litigation, is consistent with Section 1981's fee-shifting provisions, and reflects a discount of more than 32% of Class Counsel's actual lodestar.

Even if fees in this settlement were being determined as a percent of a common fund, Class Counsel would be seeking approximately 38% of the total net settlement amount (after deduction for claims administration costs and Plaintiffs' service awards), well within the normal market rate in the Northern District of Illinois. *See Sanchez v. Roka Akor Chi. LLC*, 2017 WL 1425837, *3 (citing *Redman v. Radioshack Corp.*, 768 F.3d 622, 63 (7th Cir 2014)) (awarding 39% of the fund for attorneys' fees).

Counsel for Plaintiffs and the Class have tenaciously litigated this case for twelve years. Following certification of a class and three subclasses, Class Counsel were able to negotiate an advantageous settlement for the class. After twelve years of vigorous advocacy, litigation expenses and attorneys' fees are necessarily high. *See Williams Decl.*, ¶ 15; *Sellers Decl.*, ¶ 18; *Wilmes Decl.*, ¶ 18. Counsel for Plaintiffs and the Class have incurred these fees on work that include: investigating and researching class claims; preparing and filing the complaint; briefing a motion to strike class allegations; drafting and responding to written discovery; analyzing more than 100,000 pages of documents and hundreds of thousands of electronic records; interviewing dozens of witnesses, defending or taking 36 depositions; resolving a host of discovery disputes; working with Plaintiffs' expert; deposing Defendants' experts; briefing a *Daubert* motion; successfully obtaining class certification; and engaging in protracted settlement negotiations at different points over several years. *See Williams Decl.*, ¶¶ 8 and 10; *Sellers Decl.*, ¶¶ 13 and 15; *Wilmes Decl.*, ¶¶ 16. Likewise, costs in this case include over \$250,000 in expert, consultant, and professional service costs alone and tens of thousands of dollars more just for transcript fees, court fees, and legal research. *See Williams Decl.*, ¶¶ 14 and 15; *Sellers Decl.*, ¶¶ 15 and 18; *Wilmes Decl.*, ¶ 16; Class Members' settlement awards come at a high cost—a high cost that Plaintiffs' counsel has advanced for years without any remuneration.

Despite more than a decade of obstacles, Counsel for Plaintiffs and the Class have obtained an excellent settlement given the circumstances. Awarding counsel fees based on the *significantly* discounted lodestar not only reflects the market rate for services but also Section 1981's fee-shifting provisions, which permits prevailing plaintiffs to recover fully compensatory attorneys' fees and costs. *See City of Riverside v. Rivera*, 477 U.S. 561, 580 (1986) (recognizing statutory fee awards must be adequate to attract competent counsel but not produce windfalls to attorneys, and lodestar recovery may be larger than damages awards); *see also Anderson v. AB Painting and Sandblasting Inc.*, 578 F.3d 542, 546 (7th Cir. 2009) ("measuring fees against damages will not explain whether the fees are reasonable in any particular case").

For the foregoing reasons, Class Counsel requests that the Court grant Class Counsel's Petition for Fees and Costs as Part of the Class Action Settlement with Defendants and award Class Counsel Four Million and 00/100 Dollars (\$4,000,000.00) as reasonable attorneys' fees and Four Hundred, Sixty-Seven Thousand, Six Hundred and Fifty-Three and 97/100 Dollars (\$467,653.97) as reimbursement of necessary litigation expenses at the upcoming final approval hearing. Class Counsel also requests that the Court direct that the remaining Thirty-Two Thousand, Three Hundred and Forty-Six and 03/100 Dollars (\$32,346.03) of the Five Hundred Thousand and 00/100 Dollar (\$500,000.00) maximum agreed-upon fund to reimburse Class Counsel's expenses be added to the Class Settlement Fund.

Dated: March 20, 2024

Respectfully submitted,

/s/Christopher J. Williams

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Attorneys for Plaintiffs and the Class

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
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VOYANT BEAUTY., and STAFFING
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Defendants.

Case No. 12 C 9672

Judge Tharp

DECLARATION OF CHRISTOPHER J. WILLIAMS

1. I am an attorney in good standing, duly licensed and admitted to the Bar of Illinois. The statements set forth in this Declaration are based on first-hand knowledge, about which I could and would testify competently under oath if called upon to do so, and on records contemporaneously generated and kept by my Firm in the ordinary course of its law practice.

2. I have extensive experience in litigating employment law matters. Since being admitted to practice law in Illinois, I have been lead counsel or co-counseled over 450 employment law cases filed in the Northern District of Illinois and the Circuit Courts of Cook, Lake and Will Counties, the vast majority of which have been cases arising under Title VII of the Civil Rights Act of 1964, as amended, ("Title VII"); the Civil Rights Act of 1866, as amended, 42 U.S.C. §1981 ("Section §1981"); the Fair Labor Standards Act ("FLSA"); the Illinois Minimum Wage Law ("IMWL"), the Illinois Wage Payment and Collection Act ("IWPCA"); the Illinois Day and Temporary Labor Services Act ("IDTLSA"); and the Fair Credit Reporting Act ("FCRA").

3. In addition, I have significant experience in representing plaintiffs in class action litigation, including in federal civil rights litigation. I have been appointed class counsel in over forty (45) class action cases in the Northern District of Illinois and the Circuit Courts of Cook, Lake and Will Counties, involving complex class litigation arising under Title VII and Section 1981 as well as under FCRA, the IMWL, the IWPCA and the IDTLSA and other relevant state and federal laws.

4. This Court has appointed me as class counsel in this matter in a preliminary approval order of this Settlement dated December 18, 2023 (ECF No. 673) and in previous partial settlements with other defendants in this matter. *See Eagle, et al. v. Vee Pak, Inc., et al.*, 12 C 9672 (N.D. Ill.) (Final Approval of Partial Class Settlement with Defendant Alternative Staffing, Inc., ECF No. 296)(Jan. 16, 2018, J. Tharp) and (Final Approval of Partial Class Settlement with Defendant Personnel Staffing Group, LLC., ECF No. 654)(April 11, 2023, J. Tharp). This Court has also recently appointed me class counsel in *Hunt, et al. v. Personnel Staffing Group, LLC, et al.*, Case No. 16 C 11086 (N.D. Ill.)(D.E. 201)(Final Approval of Partial Class Action Settlement Agreement)(Aug. 2, 2020, J. Tharp) and *Zollicoffer, et al. v. MPS Chicago, Inc.*, Case No. 16 C 11086 (N.D. Ill.)(D.E. 213)(D.E. 223) (Final Approval of Class Action Settlement Agreement with the remaining Defendant in the matter f/k/a *Hunt*)(October 21, 2021, J. Tharp).¹

¹ *See, e.g.*, cases in which Christopher J. Williams has been appointed class counsel: *Solorzano, et al. v. El Guero de Crest Hill, Inc.*, Case No. 19 CH 1196 (Will Cty. Cir. Ct., Ill.) (Final Approval of Class Action Settlement Agreement 3/1/24); *Perlmutter, et al. v. Houlihan Smith & Co., Inc.*, Case No. 10 CH 50204 (Cook Cty. Cir. Ct., Ill.) (Final Approval of Class Action Settlement Agreement 9/5/23); *Lopez, et al. v. Restaurant Management Corp.*, Case No. 19 CH 10439 (Cook Cty. Cir. Ct., Ill.) (Preliminary Approval of Class Action Settlement Agreement 7/13/23); *Pruitt, et al. v. Quality Labor Services, et al.*, Case No. 16 C 09718 (N.D. Ill.) (ECF No. 228) (Final Approval 2/17/22); *Smith, et al. v. MVP Workforce, LLC, et al.*, Case No. 18 C 03718 (N.D. Ill.) (ECF No. 113) (Final Approval 6/18/20); *Hurtado, et al. v. American Quest Staffing Solutions, Inc.*, Case No. 18 CH 02901 (Cook Cty. Cir. Ct., Ill.) (Final Approval 4/10/19); *Merida, et al. v. Elite Staffing, Inc.*, Case No. 17 CH 02901 (Cook Cty. Cir. Ct., Ill.) (Final Approval 1/15/19); *Sykes, et al. v. IFCO Systems US, Inc.*, Case No. 17 CH 09695 (Cook Cty. Cir. Ct., Ill.) (Final Approval 11/1/18); *Bradley, et al. v. Silverstar, Ltd.*, 16 C 10259 (N.D. Ill.) (ECF No. 72); *Solorzano, et al. v. Andrews Staffing, Inc., et al.*, Case No. 16 CH 07910 (Cir. Ct. Cook County, Ill.) (J. Taylor); *Arroyo, et al. v. Andrews Staffing, Inc., et al.*, Case No. 16 CH 08718 (Cir. Ct.

5. I have extensive experience in litigating both class action and individual litigation in federal and state courts and have conducted numerous direct and cross examinations of parties, witnesses and experts. I particularly have a great deal of experience litigating cases involving temporary staffing agencies and the issues unique to those employment relations. Over 300 of the 450 cases I have litigated involved temporary staffing agencies, including multiple class action cases alleging systemic discrimination similar to this matter. *See Smith, et al. v. MVP Workforce, LLC, et al.*, Case No. 18 C 03718 (N.D. Ill., May 29, 2018); *Hunt, et al. v. Personnel Staffing Group, LLC, et al.*, Case No. 16 C 11086 (N.D. Ill., December 6, 2016); *Pruitt, et al. v. Quality Labor Services, et al.*, Case No. 16 C 09718 (N.D. Ill., October 13, 2016); and *Lucas v. Ferran Candy Company, et al.*, 13 C 1525 (N.D. Ill., Feb. 27, 2013).

Cook County, Ill.) (J Evans); *Edwards, et al. v. Surge Staffing, LLC.*, Case No. 16 CH 03215 (Cook Cty. Cir. Ct, Ill.) (Meyerson P.); *Baker, et al. v. Elite Staffing, Inc.*, 15 C 3246 (N.D. Ill) (ECF No. 55); *Lucas .v Ferran Candy Company, et al.* 13 C 1525 (N.D. Ill) (ECF No. 194); *Romero, et al. v. Active Roofing Company, Inc.*, Case No. 15 C 1347 (N.D. Ill) (ECF No. 109); *Mejia, et al. v. Windward Roofing and Construction, Inc.*, Case No. 15 C 5687 (N.D. Ill) (ECF No. 53); *Gutierrez, et al. v. Addison Hotels, LLC* Case No. 15 C 2021 (N.D. Ill.) (ECF N0. 44) (Final Approval 5/9/16); *McDowell, et al. v. Accurate Personnel, LLC* Case No. 14 C 8211 (N.D. Ill.) (ECF No. 68) (Preliminary Approval 5/4/16); *Hoffman, et al. v. RoadLink Workforce Solutions, LLC, et al.*, Case No. 12 C 7323 (N.D. Ill.) (ECF No. 154) (Final Approval 1/29/16); *Mayfield, et al. v. Versant Supply Chain, Inc., et al.*, Case No. 14 C 7024 (N.D. Ill.) (ECF No. 61) (Final Approval 12/15/1); *Ramirez v. Staffing Network, et al.*, Case No. 13 C 6501 (N.D. Ill.) (ECF No. 142) (Final Approval 7/24/15); *Martinez, et al. v. Staffing Network, et al.*, Case No. 13 C 1381 (N.D. Ill.) (ECF No. 143) (Final Approval 6/30/15); *Alvarado, et al. v. Aerotek*, Case No. 13 C 6843 (Final Approval 1/29/2015); *Dickerson, et al. v. Rogers' Premier Enterprises, LLC* Case No.13 C 7154 (Final Approval 01/07/15); *Hernandez, et al. v. ASG Staffing, Inc.*, Case No. 12-2068 (Final Approval 12/11/14); *Blancas, et al. v. Cairo and Sons Roofing, Co. Inc.*, Case 12 C 2636 (Final Approval 12/12/2013); *Dean, et al. v. Eclipse Advantage Inc., et al* Case 11 C 8285 (Final Approval 12/17/2013); *Gallegos, et al v. Midway Building Services, Ltd, et al.*, Case No. 12 C 4032 (Final Approval 10/02/2013); *Craig v. EmployBridge, et al.*, Case No. 11 C 3818 (Final Approval 04/04/13); *Smith, et al. v. Dollar Tree Distribution, Inc.*, Case No. 12 C 3240 (Final Approval 2/27/13); *Ramirez, et al. v. Paramount Staffing of Chicago, Inc.*, Case No. 11 C 4163 (Final Approval 1/29/13); *Bautista, et al v. Real Time Staffing, Inc.*, Case No. 10 C 0644 (Final Approval 09/06/12); *Ochoa, et al v. Fresh Farms International Market, Inc., et al.*, Case No.11 C 2229 (Final Approval 07/12/12); *Jones, et al v. Simos Insourcing Solutions, Inc.*, Case No. 11 C 3331 (Final Approval 05/04/12); *Francisco, et al v. Remedial Environmental Manpower, Inc., et al.*, Case No. 11 C 2162, (Final Approval 04/25/12); *Alvarez et al v. Staffing Partners, Inc., et al.*, Case No. 10 C 6083 (Final Approval 01/17/12); *Craig, et al v. Staffing Solutions Southeast, Inc.*, Case No. 11 C 3818 (Final Approval 06/06/11); *Andrade, et al v. Ideal Staffing Solutions, Inc., et al.*, Case No. 08 C 4912 (Final Approval 03/29/10); *Arrez, et al v. Kelly Services, Inc.*, Case No. 07 C 1289 (Final Approval 10/08/09); *Acosta, et al v. Scott Labor LLC, et al.*, Case No. 05 C 2518 (Final Approval 03/10/08); *Ortegón et al v. Staffing Network Holdings, LLC, et al.*, Case No. 06 C 4053 (Final Approval 03/13/07); *Garcia, et al v. Ron's Temporary Help Services, Inc., et al.*, Case No. 06 C 5066 (Final Approval 04/03/07); *Camacho, et al v. Metrostaff, Inc., et al.*, Case No. 05 C 2682 (Final Approval 05/17/06).

6. While previously working as the Director of a non-profit legal organization, Working Hands Legal Clinic, I served as legal advisor to the sponsor in the Illinois Senate of the 2006, 2018 and 2023 amendments to the Illinois Day and Temporary Labor Services Act (“IDTLA”), as well as other legislation.

7. I am considered to be highly knowledgeable in the field of employment law and have served as a panelist at continuing legal education seminars sponsored by the American Bar Association, the Chicago Bar Association, Illinois Legal Aid Online, the National Employment Lawyers’ Association, the Illinois Employment Lawyers’ Association, the National Employment Law Project, the AFL-CIO Lawyers’ Coordinating Committee, Chicago-Kent College of Law, the DePaul University College of Law, among others. In 2011, I was awarded the *Honorable Abraham Lincoln Marovitz Public Interest Law Award* by Chicago-Kent College of Law.

My Work in This Case

8. I initiated this matter with the filing of EEOC charges for the original Named Plaintiffs on May 17, 2012. My firm initially prosecuted this matter on its own through October 2013. In October, 2013, I recruited the firm of Cohen Milstein Sellers and Toll, PLLC (“CMST”), a Washington D.C.-based firm, to assist in this matter as co-lead counsel. In 2018, I began working for a non-profit legal organization called National Legal Advocacy Network (“NLAN”) and continued to represent Plaintiffs and conduct work on behalf of them and the class as co-lead counsel.² On February 17, 2020, I recruited Christopher J. Wilmes and Caryn C. Lederer of Hughes Socol Piers Reznick & Dym, Ltd. to join as co-lead counsel.

9. Named Plaintiffs executed fee agreements with the firms that entitles Plaintiffs’

² A *pro rata* portion of any attorneys’ fees awarded to WLO/NLAN will be divided between the two entities in proportion to the hours worked on this case at each. Any costs recovered will be paid to the entity which expended the funds.

Counsel to *the greater of counsel's* lodestar or at least 33 1/3% of any recovery.

10. In general, I and my firm were involved in nearly every facet of this case from the very beginning, acting in various capacities and in conjunction with our co-counsel. This work included meeting with and investigating the claims of Plaintiffs, identifying and meeting with witnesses, investigating and researching class allegations, engaging in written discovery, analyzing more than 100,000 pages of documents and electronic records, defending or taking dozens of depositions, resolution of a host of discovery disputes, working with Plaintiffs' expert and analyzing expert rebuttal reports from three other experts, successfully obtaining class certification, and engaging in protracted settlement negotiations and mediation at different points over several years.

11. This declaration sets forth the expenses, time for which compensation is sought and corresponding lodestar for which my firm seeks payment in this action. Over the course of more than 12 years of this litigation, I and my colleagues at WLO have expended 4,289.75 hours in our representation of the class, which resulted in generating a total lodestar of \$2,022,293.75 through March 19, 2024. These fee amounts are based on actual attorney billing rates that are in line with those prevailing in the community.

12. In order to compensate for the delay in payment, I have calculated the WLO and NLAN's total lodestar at current billing rates. These rates are consistent with the rates which have been approved for payment to me and my colleagues by courts in other litigation, with the last being two years ago.³ *See, e.g: Morales v. Sopot, LLC*, Case No. 21 C 3720 (N.D. IL, June 30 2022, J. Tharp) (ECF No. 18)(This Court awarding my attorneys' fees based on an hourly rate of \$575.00 per hour); *Molina, et al. v. Porkchop Hyde Park, LLC*, Case No. 19 C 00206, (N.D. IL,

³ Fee awards are often the result of percent of the fund in class actions or settlements in other cases and so no order specifying an hourly rate is entered.

July 23, 2019, J. Pallmeyer)(ECF No. 113)(The Chief Judge awarding my attorneys' fees based on an hourly rate for me of \$550.00 per hour); *Jaworski, et al. v. Master Hand Contractors, Inc., et al.*, Case No. 16-3601 (7th Cir. March 22, 2018)(App. ECF No. 42)(The Appellate Court awarding my attorneys' fees in sanctions motion based on a petition setting forth my hourly rate at \$550.00 per hour); *Hurtado, et al. v. American Quest Staffing Solutions, Inc.*, Case No. 18 CH 02901 (Cook Cty. Cir. Ct., Ill.)(Final Approval 4/10/19), *Merida, et al. v. Elite Staffing, Inc.*, Case No. 17 CH 02901 (Cook Cty. Cir. Ct., Ill.)(Final Approval 1/15/19) and *Sykes, et al. v. IFCO Systems US, Inc.*, Case No. 17 CH 09695 (Cook Cty. Cir. Ct., Ill.) (All class cases in which state courts awarding my fees based on a petition setting forth my hourly rate at \$500.00 per hour).

13. Together with co-counsel, the amount of the award of attorneys' fees sought, therefore, represents a discount of approximately 32% of the actual attorneys' fees generated in connection with the prosecution of this litigation. The compensation of counsel in this matter was entirely dependent on the outcome of the litigation, as none of the Class Members paid counsel directly for the work they performed in this litigation. The settlement agreement specifically contemplates that counsel may seek payment of costs and fees in the amount of \$4,500,000, of which \$4 Million would be payable as attorneys' fees and up to \$500,000 constitutes reimbursement of litigation expenses.

14. WLO and NLAN has advanced \$117,645.50 in costs on behalf of the class, which will be satisfied by this settlement. The expenses include those necessary to litigate the class claims and were reasonable and necessary under the circumstances of this litigation. These costs include over \$80,000 in expert, consultant, and professional services alone, and tens of thousands of dollars more for transcript fees, court fees, and legal research. The expenses incurred in this action are reflected in the records of this firm. These records are prepared from invoices, expense vouchers,

and other source materials and are an accurate record of the expenses incurred. The underlying invoices and receipts are available for inspection if the Court requests. Neither WLO or NLAN have been reimbursed for any of these expenses incurred and have carried them over the many years of this litigation.

15. I, while working at WLO and NLAN, along with my colleagues who have worked on this matter, have maintained detailed, contemporaneous records of the time expended in six-minute intervals throughout the duration of the case. Our timekeepers have been required to keep daily time records, providing both amounts of time spent on discrete tasks and descriptions of that work. These records are entered into a computer database, checked, and maintained in computer-readable format. These detailed daily time summaries are available for *in camera* review at the Court's request. The total amount of time expended by my firm in litigating this matter does not include additional time spent on preparing this fee petition, for which we are not seeking compensation.

Total Hours: 4,289.75 (2,487.00 attorney hours and 972.25 paralegal hours)

Total Lodestar: \$2,022,293.75

Total Expenses: \$117,645.50

I HEREBY DECLARE, under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of March 2024.

/s/Christopher J. Williams
Christopher J. Williams

Counsel for Plaintiffs and the Class

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
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JOE EAGLE, MICHAEL KEYS, JAMES
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VOYANT BEAUTY and STAFFING
NETWORK HOLDINGS LLC,
Defendants.

Case No. 12 C 9672

Judge Tharp

DECLARATION OF JOSEPH M. SELLERS

1. I am an attorney in good standing, duly licensed and admitted to the Bar of the District of Columbia. I am a partner in the law firm of Cohen Milstein Sellers & Toll PLLC (“Cohen Milstein”). The statements set forth in this Declaration are based on first-hand knowledge, about which I could and would testify competently under oath if called upon to do so, and on records contemporaneously generated and kept by my Firm in the ordinary course of its law practice.

2. I am co-lead Class Counsel for the Named Plaintiffs and Class Members in this action along with Hughes Socol Piers Resnick & Dym, Ltd. and the National Legal Advocacy Network. I provide this Declaration for the purpose of setting forth the background and qualifications of our firm, and to describe the work completed by my firm in this action, our rates, and expenses incurred in the course of this litigation, and to support Plaintiffs’ Fee Petition.

3. I co-chair the Civil Rights & Employment practice group at Cohen Milstein.

Prior to joining Cohen Milstein in 1997, I served as the head of the Employment Discrimination Project at the Washington Lawyers' Committee for Civil Rights and Urban Affairs. I have served as class counsel in more than 50 class or collective actions and have tried 24 cases to judgment, of which five were pattern or practice cases. They include *Neal v. Moore, Director, D.C. Dep't of Corrections*, No. 93-2420, 1996 U.S. Dist. LEXIS 8874, (D.D.C. June 19, 1996); *McKnight v. Circuit City Stores*, No. 3:95 CV 964, 1997 WL 328634 (E.D. Va. Mar. 12, 1997); and *Mandichak v. Consolidated Rail Corp.*, No. 94-1071 (W.D. Pa. Aug. 20, 1998).

4. I have also served as lead or co-lead counsel in more than a dozen wage & hour collective or class action proceedings. They include *Sanchez, et al. v. McDonald's Restaurants of California, et al.*, Doc. 15, Case No. BC499888 (L.A. County Superior Court) (\$26 million settlement in this precedent-setting Private Attorneys General Act (PAGA) wage-and-hour class action bench trial); *In re Pilgrim's Pride FLSA MDL*, No. 1:07-CV-1832 (W.D. Ark) (settled multidistrict wage and hour action); *In re Tyson Foods FLSA MDL*, No. 4:07-md-1854 (M.D. Ga.) (payment of \$32 Million to settle consolidated collective actions involving wage and hour claims of 17,000 workers at over 40 chicken processing plants); *Judy Jien, et al. v. Perdue Farms, Inc., et al.*, Case No. 1:19- cv002521-ELH (D. Md.) (payment of \$10 Million to settle collective action involving wage and hour claims of plaintiffs at over a dozen chicken producers); *Alvarez et al. v. Chipotle Mexican Grill Inc. et al.*, Case No. 2:17-cv-04095 (D.N.J.) (\$15 million settlement to resolve novel wage-and-hour claims brought by Chipotle apprentices across the country).

5. I have extensive trial experience in both class action and individual litigation in federal and state courts. I have conducted the direct and cross examinations of numerous percipient and expert witnesses. While numerous timekeepers have worked on this matter over the past 11 years of litigation, I provide brief descriptions of three principal timekeepers who

worked on this matter: Shaylyn Cochran, Harini Srinivasan, and Megan Reif.

6. My former Cohen Milstein colleague Shaylyn Cochran was an Associate in the Civil Rights & Employment practice group at Cohen Milstein from 2012 to 2019, before becoming a partner in 2020. Ms. Cochran graduated from Harvard Law School and was a Civil Rights Fellow at Relman Colfax PLLC before joining our firm. Currently, Ms. Cochran works as Counselor to the Attorney General in the U.S. Department of Justice.

7. My Cohen Milstein colleague Harini Srinivasan is an Associate in the Civil Rights & Employment practice group at Cohen Milstein. Ms. Srinivasan graduated from American University Washington College of Law in 2014, and worked a Georgetown Law Center Women's Law and Public Policy Fellow and as an associate at Katz, Marshall & Banks, LLP prior to joining our firm.

8. My Cohen Milstein colleague Megan Reif is a Staff Attorney in the Civil Rights & Employment practice group at Cohen Milstein. Ms. Reif graduated from Washington University in St. Louis School of Law in 2017, then was a Fellow at the Lawyers' Committee for Civil Rights Under Law from 2017 to 2020. Ms. Reif then joined Cohen Milstein as a Fellow in 2020 and became a Staff Attorney in 2022.

9. Cohen Milstein also has extensive experience representing plaintiffs in complex civil rights class actions. For example, I was co-lead counsel in the *Wal-Mart Stores, Inc. v. Dukes*, 564 U.S. 338, 131 S. Ct. 2541, 180 L. Ed. 2d 374 (2011) a nationwide class action case, in which I presented argument on behalf of the plaintiff class before the United States Supreme Court. A description of Cohen Milstein's representative cases, along with the awards and recognitions that the firm has received, is available on our law firm's website at <http://www.cohenmilstein.com/about.php>.

Our Work in This Case

10. Counsel for the class brought decades of experience litigating civil rights class actions and engaged in the vigorous prosecution of the class claims consistent with the highest standards of the profession.

11. This declaration sets forth the expenses, time for which compensation is sought and corresponding lodestar for which my firm seeks payment in this action. Over the course of more than 11 years of this litigation, my firm expended 4,507.80 hours in our representation of the class, which resulted in generating a total lodestar of \$3,213,579.00 through March 12, 2024. These fee amounts are based on actual attorney billing rates that are in line with those prevailing in the community.

12. In order to compensate for the delay in payment, we have calculated the firm's total lodestar at the firm's current billing rates. These rates are consistent with the rates which have been approved for payment to Cohen Milstein by courts in other litigation. *See, e.g., Sanchez, et al. v. McDonald's Restaurants of California, et al.*, Doc. 15, Case No. BC499888 (L.A. Super. Ct.) (approving fee request, where my rate was \$1,000 in 2020); *Doe I v. Exxon Mobile Corp.*, No. 101CV1357RCLAK, 2022 WL 1124902, at *4 (D.D.C. Apr. 14, 2022) granted Dkt. 843 at 8 (approving rate of \$1,045 per hour for partner with similar seniority to my own); *Reynolds v. Fidelity Investments Institutional Operations Company, Inc. et al.*, Case 1:18-CV-423-CCE- LPA, Memo. Opinion and Order, ECF 92 (M.D.N.C. Jan. 8, 2020) (approving Cohen Milstein rates, finding them "reasonable for their experience, and the one-third share requested is in line with or less than the customary rates charged in this type of [FLSA overtime] case."); *Chesemore v. All. Holdings, Inc.*, No. 09-CV-413-WMC, 2014 WL 4415919, at *6 (W.D. Wis. Sept. 5, 2014), *aff'd sub nom. Chesemore v. Fenkell*, 829 F.3d 803 (7th Cir. 2016) (finding rates ranging between \$395 for lower-level associates to \$895 for high-level partners

were “on par with market rates charged by other plaintiffs’ firms handling ERISA breach of fiduciary cases”); *Dooley v. Saxton*, No. 1:12-cv-01207-MC, ECF No. 187 (D. Or. Oct. 19, 2015) (approving unopposed motion for final approval of ERISA class action settlement and request for fees including lodestar cross check based on rates presented in the unopposed motion ranging from \$375 to \$790 per hour in a case from more than seven years ago); *Slipchenko v. Brunel Energy, Inc.*, No. CIV.A. H-11-1465, 2015 WL 338358, at *19 (S.D. Tex. Jan. 23, 2015) (approving class counsel’s unopposed motion for approval of attorneys’ fees in COBRA and ARRA class action, finding lodestar analysis supported request for fees, which were based on “\$240–\$260 for paralegals, \$415–\$530 for associates, and \$635–\$775 for partners,” in a case from more than eight years ago); *Parker v. Dish Network, L.L.C.*, No. 4:11-cv-1457, ECF No. 63 (N.D. Cal. Feb. 13, 2012), granted, ECF No. 87 (Apr. 17, 2012) (granting plaintiffs’ unopposed motion for an award of attorney fees, expenses in a contract case, premised on \$530 to \$710 for Cohen Milstein partners and \$350 for Cohen Milstein associates in a case from more than ten years ago); *In re The Mills Corp. Sec. Litig.*, 265 F.R.D. 246, 260 (E.D. Va. 2009) (approving Cohen Milstein’s request for fees, based on lodestar cross check, with rates ranging from \$440 to \$775 for partners and \$295 to \$525 for associates in class action alleging accounting fraud in violation of federal securities laws in a case from more than thirteen years ago); *Tuten v. United Airlines, Inc.*, No. 12-cv-1561-WJM-MEH, 2014 WL 2057769, at *4 (D. Colo. May 19, 2014) (granting unopposed motion for attorneys’ fees in USERRA action with lodestar crosscheck based on the number of hours class counsel reported working, and their estimate that the number of hours ultimately expended will result in a lodestar multiplier at or below 2, where the lodestar was calculated by counsel based on Cohen Milstein’s 2013 standard rates.); *Hodges v. Bon Secours Health Sys.*, No. 1:16-cv-1079, ECF No. 113-1, at 17 (D. Md. Oct. 13, 2017) granted ECF No. 117, at 4 (Dec. 21, 2017) (finding Cohen Milstein’s request for attorneys’ fees with

rates ranging from \$250 to \$940 per hour to be “fair and reasonable”); *Nitsch v. DreamWorks Animation SKG Inc.*, 2017 WL 2423161, at *9 (N.D. Cal. June 5, 2017) (finding that Cohen Milstein’s hourly rates were “fair and reasonable,” including attorney rates of \$275 to \$750, rates for *senior* attorneys of \$870 to \$1,200, and paralegal rates up to \$290); *Lann v. Trinity Health Corp.*, No.8:14-cv-2237, ECF No. 103-1, at 14–15, ECF No. 102-5 ¶ 74 (D. Md. May 31, 2017) granted ECF No. 111 (approving Cohen Milstein’s request for fees, with a lodestar cross check with hourly rates ranging from \$250 for support staff to \$900 for senior partners).

13. In general, our firm was involved in almost every facet of this case, in various capacities and in conjunction with our co-counsel. This work included investigating and researching class claims, engaging in written discovery, analyzing more than 100,000 pages of documents and electronic records, defending or taking dozens of depositions, resolution of a host of discovery disputes, working with Plaintiffs’ expert and analyzing expert rebuttal reports from three other experts, successfully obtaining class certification, and engaging in protracted settlement negotiations and mediation at different points over several years.

14. Together with co-counsel, the amount of the award of attorneys’ fees sought, therefore, represents a discount of approximately 32% of the actual attorneys’ fees generated in connection with the prosecution of this litigation. The compensation of counsel in this matter was entirely dependent on the outcome of the litigation, as none of the Class Members paid counsel directly for the work they performed in this litigation. The settlement agreement specifically contemplates that counsel may seek payment of costs and fees in the amount of \$4,500,000, of which \$4 Million would be payable as attorneys’ fees and \$500,000 constitutes reimbursement of litigation expenses.

15. My firm has advanced \$327,857.40 in costs on behalf of the class, which will be satisfied by this settlement. The expenses include those necessary to litigate the class claims and

were reasonable and necessary under the circumstances of this litigation. These costs include over \$200,000 in expert, consultant, and professional services alone, and tens of thousands of dollars more for transcript fees, court fees, and legal research. The expenses incurred in this action are reflected in the records of this firm. These records are prepared from invoices, expense vouchers, and other source materials and are an accurate record of the expenses incurred. The underlying invoices and receipts are available for inspection if the Court requests. My firm has not been reimbursed for any of these expenses incurred and carried them over the long period of this litigation.

16. CMST, including the attorneys appointed as Class counsel and other timekeepers at the Firm, has maintained detailed, contemporaneous records of the time expended in six-minute intervals throughout the duration of the case. Our timekeepers have been required to keep daily time records, providing both amounts of time spent on discrete tasks and descriptions of that work. These records are entered into a computer database, checked, and maintained in computer-readable format. These detailed daily time summaries are available for *in camera* review at the Court's request. The total amount of time expended by my firm in litigating this matter does not include additional time spent on preparing this fee petition, for which we are not seeking compensation.

17. Cohen Milstein's compensation for the services rendered in this case and reimbursement of expenses have been and are wholly contingent on the outcome of the case. Throughout this proceeding, we have endeavored to represent Plaintiffs' interests in the fullest and most efficient way possible. The time summarized in this Declaration was actually expended by my colleagues and me at my firm. We have avoided any unnecessary duplication of effort by coordinating carefully with co-counsel and, wherever possible, have assigned work to the timekeepers with the lowest billing rates.

18. The total hours, lodestar, and costs expended on this action from its inception through March 12, 2024, are as follows:

Total Hours: 4,507.80 (4,139.1 attorney hours and 368.7 paralegal hours)

Total Lodestar: \$3,213,579.00

Total Expenses: \$327,857.40

I declare under penalty of perjury under the laws of the District of Columbia and the State of Illinois that the foregoing is true and correct to the best of my knowledge.

DATED: March 13, 2024


By: 
Joseph M. Sellers

EXHIBIT C

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

JOE EAGLE, MICHAEL KEYS, JAMES
ZOLLICOFFER, and EVAN FRANKLIN, on
behalf of themselves and similarly situated
laborers,

Plaintiffs,

v.

VEE PAK, INC., VEE PAK, LLC d/b/a
VOYANT BEAUTY and STAFFING
NETWORK HOLDINGS LLC,

Defendants.

Case No. 12 C 9672

Judge Tharp

DECLARATION OF CHRISTOPHER J. WILMES

I, Christopher J. Wilmes, make this statement on the basis of my personal knowledge, and, if called as a witness, could and would testify competently to the facts herein.

1. I am an attorney in good standing, duly licensed and admitted to the Bar of the state of Illinois. I am a Shareholder of the law firm Hughes Socol Piers Resnick & Dym, Ltd. (“HSPRD”). The statements set forth in this Declaration are based on my personal knowledge, about which I could and would testify competently under oath if called upon to do so, and on records contemporaneously generated and kept by my Firm in the ordinary course of its law practice.

2. I am co-lead Class Counsel for the Named Plaintiffs and Class Members in this action, along with Caryn C. Lederer, also of HSPRD; Joseph M. Sellers and Harini Srinivasan of Cohen Milstein Sellers & Toll PLLC (“Cohen Milstein”), and Christopher J. Williams of the National Legal Advocacy Network. This statement is made in support of Class Counsel’s Petition for Fees and Costs as Part of the Class Action Settlement with Defendants.

3. This case was initiated in December 2012. I have been an attorney of record in this action since February 17, 2020 and began working on it shortly preceding that time, when HSPRD joined other counsel of record, including Joseph Sellers of Cohen Milstein. The Declaration of Joseph M. Sellers, concurrently filed, and Declaration of Christopher J. Williams provide additional information about the terms of the parties' settlement and work required to litigate this complex, lengthy, intensely-contested class-action litigation.

HSPRD Attorneys Who Have Worked on this Case

4. I am a Shareholder of HSPRD. I have been a member of HSPRD since 2009 where my practice focuses on employment, complex litigation, and civil rights matters. I joined HSPRD as an associate, in 2012 I was elevated to Partner, and in 2019 I became a Shareholder of the firm. Prior to HSPRD I served as a law clerk both to the Honorable Joel Flaum of the Seventh Circuit Court of Appeals (2006-2007) and the Honorable Matthew Kennelly of the Northern District of Illinois (2005-2006). In addition, from 2007 to 2009 I worked for the Legal Assistance Foundation of Metropolitan Chicago as a Skadden Public Interest Fellow, working primarily on employment litigation. I graduated *cum laude* and Order of the Coif from Northwestern University School of Law in 2005, where I served as a Note Comment & Development Editor for the *Northwestern Law Review*.

5. During my time at HSPRD, I have acted as lead or co-counsel in well over a dozen class or collective action lawsuits brought under Rule 23 of the Federal Rules of Civil Procedure, 29 U.S.C. § 216, or 735 ILCS 5/2-801. I have served as a consent decree monitor, appointed by the Equal Employment Opportunity Commission, in *EEOC v. Source One Staffing, Inc.* (N.D. Ill), to oversee consent decree compliance in a staffing industry discrimination class action. I have also been appointed a Special Assistant Attorney General by the State of Illinois to investigate and

litigate certain consumer protection issues. Class and collective actions in which I have acted as lead or co-lead counsel include, among others, *Haywood v. Chicago Housing Authority*, No. 15 C 8317 (N.D. Ill.) (class action on behalf of public housing residents alleging rent overcharges and resulting in \$6.6 million settlement); *Rivera v. Peri & Sons Farms, Inc.*, No. 3:11-cv-00118 (D. Nev.) (class and collective action on behalf of Mexican H-2A guest workers resulting in \$2.8 million settlement); *Sotelo v. Food Evolution*, No. 20 CH 2461 (Cir. Ct. Cook County) (class action BIPA and IWPCA case resulting in \$1.2 million settlement); *Gillette v. Petersen Companies, LLC*, 17 L 34 (Cir. Ct. Peoria County) and *Kennedy v. Petersen Health Enterprises, LLC*, No. 19 L 244 (Cir. Ct. Peoria County) (class actions alleging failure to pay all owed vacation pay upon separation from employment and resulting in total settlement of \$3.2 million); *Hunter, et al v. First Transit, Inc.*, Case Nos. 09-CV-6178 & 10-CV-7002 (N.D. Ill.) (class action alleging violation of Fair Credit Reporting Act resulting in \$5.9 million settlement).

6. As a Shareholder of HSPRD and lead counsel for the firm on this litigation, I am familiar with the credentials of my HSPRD colleagues and the work they conducted on this litigation. I have provided below brief descriptions of Caryn C. Lederer and Margaret Truesdale, the principal HSPRD timekeepers who worked on this matter.

7. Caryn C. Lederer is a Shareholder of HSPRD, where she maintains an active litigation practice with a concentration in employment, civil rights, False Claims Act, and other complex litigation matters. Ms. Lederer has litigated numerous employment discrimination and employment class action cases, in addition to a wide array of other complex civil rights matters. *See e.g. Howard v. Cook County Sheriff's Office*, No. 17 C 8146 (N.D. Ill.) (representing hundreds of women in discrimination/hostile work environment claims against Cook County and Cook County Sheriffs' Office, resulting in \$31 million settlement); *Anderson et al. v. Trump* _____

(representing Illinois voters in challenge to Donald J. Trump's presidential candidacy under Section 3 of the Fourteenth Amendment of the U.S. Constitution); *Rivera v. Peri & Sons Farms, Inc.*, No. 3:11-cv-00118 (D. Nev.) (class and collective action on behalf of Mexican H-2A guest workers resulting in \$2.8 million settlement); *Jimenez, et al. v. GLK Foods et al.* No. 12-cv-209 (E.D. Wis.) and *Ramirez et al. v. GLK Foods et al.*, No. 12-cv-2010 (E.D. Wis.) (class actions recovering \$930,000 in unpaid wages and contractual damages for classes of Mexican H-2B guest workers against the world's largest sauerkraut producer); *Escobar, et al. v. Gaines, et. al.*, No. 3:11-cv-0994 (M.D. Tenn.) (representing victims of warrantless ICE raid in Fourth Amendment and race/national origin discrimination claims against government and private defendants); *Lopez, et al. v. Jimmy Carroll Fish, et al.*, No. 2:11-cv-113 (E.D. Tenn.) (obtaining settlement for temporary visa holders bringing discrimination and retaliatory discharge claims against their employer); *Valdez Huerta, et al. v. L.T West, Inc., et al.*, No. 6:11-CV-01589 (W.D. La.) (successfully resolving trafficking, discrimination, and conspiracy claims on behalf of workers against their employer and police officers); and *Henderson v. City of Chicago et al.*, No. 2016 L 002448 (Cook Co.) (litigated the first lawsuit under the Illinois Homeless Bill of Rights for the Homeless Act against the City of Chicago, for which Lederer received the Justice Circle Award from the Chicago Coalition for the Homeless). Ms. Lederer joined HSPRD as an associate in 2010, was elevated to Partner in 2014, and was elected to Shareholder, effective 2023. Prior to joining the firm, her experience included working as a litigation associate in the New York office of Weil, Gotshal, & Manges and New York Legal Assistance Group in the Special Litigation Unit, where she where she litigated class action lawsuits on behalf of low-income New York residents and immigrants. She is a 2004 graduate of the University of Virginia School of Law.

8. Margaret Truesdale is an associate at HSPRD and focuses her practice on civil rights and constitutional law, employment litigation, and false claims act litigation. Ms. Truesdale graduated magna cum laude and Order of the Coif from Northwestern University School of Law in 2017, where she also served as the Senior Notes Editor on the *Northwestern Law Review*. Prior to joining HSPRD, Ms. Truesdale clerked for the Honorable Diane S. Sykes on the United States Court of Appeals for the Seventh Circuit and handled complex civil litigation as an associate with Eimer Stahl LLP.

9. Hughes Socol Piers Resnick & Dym, Ltd. also has extensive experience representing plaintiffs in complex civil rights class actions. The firm has been designated class counsel in employment class actions that include – among many others – the following: *Lewis v. City of Chicago*, 560 U.S. 205, 130 S. Ct. 2191 (2010); *Yata v. BDJ Trucking*, No. 17-cv-3503 (N.D. Ill. 2021); *Haywood v. Chicago Housing Authority*, No. 15 C 8317 (N.D. Ill.); *Huitron et al. v. VPC Greektown Pizza, et al.*, No. 15-cv-01823 (N.D. Ill.); *Gamez v. Apex Systems, Inc.*, No. 14 CV 7792 (N.D. Ill.); *Edwards v. Professional Transportation, Inc.*, No. 13 CV 6507 (N.D. Ill.); *Escobedo v. American Tire Distributors, Inc.*, No. 12 CV 9393 (N.D. Ill.); *Magee v. Health Care Service Corporation*, No. 12 CV 6564 (N.D. Ill.); *Hayden v. Fresh Express, Inc.*, No. 12 CV 1583 (N.D. Ill.); *Jones v. Walgreens Co.* No. 07 C 0036 (N.D. Ill.); *Jimenez v. GLK Foods, LLC*, No. 12-C-209 (E.D. Wis.); *Storms v. Patel*, No. 11 CV 6743 (N.D. Ill.); *Rivera v. Peri & Sons Farms, Inc.*, No. 3:11-cv-00118 (D. Nev.); *Williams v. Staffing Solutions Southeast*, No. 10 CV 956 (N.D. Ill.); *Joshaway v. First Student*, No. 10 CV 7002 (N.D. Ill.); *Thompson v. N. Am. Midway Entm't – All Star Amusement, Inc.*, No. 15 CH 15131 (Cir. Ct. Cook County); *Smith v. N. Am. Midway Entm't – Astro Amusement, Inc.*, No. 16 CH 16543 (Cir. Ct. Cook County); *Roberts v. Mercy Housing Management Group, Inc.*, No. 2016 CH 14905 (Cir. Ct. Cook County).

HSPRD'S Work on This Case

10. Since HSPRD joined this litigation, our firm has used its deep experience litigating civil rights class actions to vigorously prosecute the class claims consistent with the highest standards of the profession.

11. This declaration sets forth the expenses, time for which compensation is sought and corresponding lodestar for which HSPRD seeks payment in this action. Over the course of more than four years our firm has been involved in this litigation, HSPRD expended 1,206 hours in our representation of the class, which resulted in generating a total lodestar of \$607,223 through March 19, 2024. These fee amounts are based on actual attorney billing rates that are in line with those prevailing in the community.

12. In order to compensate for the delay in payment, we have calculated the firm's total lodestar at the firm's current billing rates. The firm annually adjusts its rates upward and current rates include \$540 for Wilmes, \$525 for Lederer, and \$385 for Truesdale. These rates are consistent with the rates which have been approved for payment to HSPRD by courts in other litigation, including in contested fee petitions and in court-approved class action settlements. *See, e.g., Barber v. Beverly Freight, Inc.*, No. 22 CV 6920 (N.D. Ill. May 8, 2023) (ECF Nos. 21 & 29) (approving fees for Wilmes at \$520 per hour and granting motion for default); *Gunn v. Stevens Security, Inc.*, No. 17-CV-6314 (N.D. Ill. Mar. 9, 2020) (ECF No. 232) (awarding Wilmes fees in wage theft case based on 2020 rates at \$450 per hour); *Roberts v. Mercy Housing Management Group, Inc.*, Case No. CH 14905 (Cir. Ct. Cook County, July 30, 2020) (approving fees based on 2019 rates of \$420 for Wilmes and \$400 for Lederer); *Jimenez v. GLK Foods LLC*, Case No. 12-cv-00209 (E.D. Wis. Jan. 23, 2018), Dkt. No. 209 at 3-4 (granting fee petition and approving 2017 rates of \$380 for Wilmes and \$375 Lederer). *See also United States ex rel. Cretney-Tsosie v.*

Creekside Hospice II LLC, Case No. 13-cv-00167 (D. Nev. Sept. 17, 2018), Dkt. No. 220 at 5-6 (granting fee petition in False Claims Act case and approving 2017 rate of \$375 for Lederer).

13. Since joining the case in 2020, HSPRD has been deeply engaged in many aspects of this complex litigation, in conjunction with co-counsel. This work included locating and interviewing dozens of potential witnesses, research and investigation in support of the class claims, engaging in written discovery, analyzing aspects of the case record (consisting of more than 100,000 pages of documents and electronic files); taking and defending depositions, negotiating discovery disputes, working with Plaintiffs' expert and analyzing expert rebuttal reports from three other experts, successfully obtaining class certification, and engaging in protracted settlement negotiations and mediation at different points over several years.

14. Together with co-counsel, the amount of the award of attorneys' fees sought, therefore, represents a discount of approximately 32% of the actual attorneys' fees generated in connection with the prosecution of this litigation. The compensation of counsel in this matter was entirely dependent on the outcome of the litigation, as none of the Class Members paid counsel directly for the work they performed in this litigation. Indeed, at the outset of representation, the class counsel firms executed retainer agreements with each of the Named Plaintiffs that entitles counsel collectively to the greater of counsel's lodestar or at least 33 1/3% of any recovery. The settlement agreement specifically contemplates that counsel may seek payment of costs and fees in the amount of \$4,500,000, of which \$4 Million would be payable as attorneys' fees and \$500,000 constitutes reimbursement of litigation expenses.

15. HSPRD, including the attorneys appointed as Class Counsel and other timekeepers at the firm, has maintained detailed, contemporaneous records of the time expended in six-minute intervals throughout the duration of the case. Our timekeepers keep daily time records, providing

the amounts of time spent on discrete tasks and descriptions of that work. These records are entered into a computer database, checked, and maintained in computer-readable format. These detailed daily time summaries are available for *in camera* review at the Court's request. The total amount of time expended by HSPRD in litigating this matter does not include additional time spent on preparing this fee petition, for which we are not seeking compensation.

16. In addition, HSPRD has advanced \$23,101.18 in costs on behalf of the class, which will be satisfied by this settlement. The expenses include those necessary to litigate the class claims and were reasonable and necessary under the circumstances of this litigation, including paying for depositions, transcripts, investigators and forensic discovery analysts. The expenses incurred in this action are reflected in HSPRD's firm records, prepared from invoices, expense vouchers, and other source materials and are an accurate record of the expenses incurred. The underlying invoices and receipts are available for inspection if the Court requests. HSPRD has not been reimbursed for any of these expenses.

17. HSPRD's compensation for the attorneys' fees expended in this case and for reimbursement of expenses have been and are wholly contingent on the outcome of the case. Throughout this proceeding, we have endeavored to represent Plaintiffs' interests in the fullest and most efficient way possible. The time summarized in this Declaration was actually expended by myself and HSPRD attorneys who worked on this litigation. I personally have overseen efforts, along with co-counsel, to allocate and coordinate work assignments between attorneys and paralegals internally and among co-counsel, to promote efficiency and avoid unnecessary duplication of effort, and when possible to assign work to the timekeepers with the lowest billing rates.

18. The total hours, lodestar, and costs expended by HSPRD on this action from February 17, 2020 through March 19, 2024, are as follows:

Total Hours: 1,206 (1,160.80 attorney hours and 45.2 paralegal hours)

Total Lodestar: \$607,223

Total Expenses: \$23,101.18

I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct to the best of my knowledge, information and belief. 28 U.S.C. § 1746.

Executed this 20th day of March 2024.

/s/ Christopher J. Wilmes
One of the Attorneys for the Plaintiffs