

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

)	Case No. 1:19-cv-05392
MICHAEL W. ALLEGRETTI,)	
CHANDRA V. BROWN-DAVIS,)	DECLARATION OF CHARLES H.
YOLANDA BROWN, RONALD DINKEL,)	FIELD IN SUPPORT OF
SIOBHAN E. FANNIN, KRISTIE)	PLAINTIFFS' UNOPPOSED
KOLACNY, DIANNA J. MARTIN,)	MOTION FOR ATTORNEYS' FEES,
SHERRI NELSON, BECKY S. RAY,)	REIMBURSEMENT OF EXPENSES,
SCOTT C. READ, TIMOTHY M.)	AND SERVICE AWARDS
RENAUD, LISA SMITH, SUSAN)	
WEEKS, AND ANDRO D. YOUSSEF, on)	Hon. Charles R. Norgle
behalf of themselves and all others)	
similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
WALGREEN CO.; THE RETIREMENT)	
PLAN COMMITTEE OF THE)	
WALGREEN PROFIT-SHARING)	
RETIREMENT PLAN; THE TRUSTEES)	
OF THE WALGREEN PROFIT-)	
SHARING RETIREMENT TRUST; THE)	
BOARD OF DIRECTORS OF)	
WALGREEN CO.,)	
)	
Defendants.)	
)	
)	
)	
)	

DECLARATION OF CHARLES H. FIELD IN SUPPORT OF PLAINTIFFS'
UNOPPOSED MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF
EXPENSES, AND SERVICE AWARDS

I, Charles H. Field, declare and state as follows:

1. I am a partner at Sanford Heisler Sharp, LLP (“Sanford Heisler Sharp”) and class counsel for Plaintiffs in the above-captioned action. If called and sworn as a witness, I would testify competently as to the facts in this Declaration.

2. I submit this Declaration in support of Plaintiffs’ Unopposed Motion for Attorneys’ Fees, Reimbursement of Expenses, and Service Awards.

I. CLASS COUNSEL HAS EXPENDED SIGNIFICANT TIME AND RESOURCES

3. Sanford Heisler Sharp (“Class Counsel”) has diligently worked to develop and advance the claims in this matter prior to filing the Complaint, throughout litigation, and in settlement.

4. I began investigating this matter in June 2019 and have been counsel of record in this action since August 2019 to the present day, working with colleagues at Sanford Heisler Sharp. On February 11, 2021, I, along with my colleagues, and Sanford Heisler Sharp were appointed Class Counsel.

A. Pre-Filing Investigation

5. Before filing the initial Complaint in this action, Class Counsel undertook extensive and careful investigation to support the allegations and claims in the Complaint. The investigation included:

- a. Examining and evaluating the Walgreen Profit-Sharing Retirement Plan (the “Plan”) disclosure documents sent to Plan participants detailing the fees and investment performance of each Plan investment option;
- b. Reviewing Department of Labor filings from the Plan to identify fiduciaries and quantify assets under the Plan’s management;

- c. Assessing the investment structure and investment objectives of each Plan option based upon filings made with the Securities and Exchange Commission (“SEC”);
- d. Reviewing SEC filings entered on Form ADV by Northern Trust and its affiliated investment advisers;
- e. Interviewing over 160 current and former Plan participants to assess their claims and explore the impact of fund underperformance on Plan participants;
- f. Identifying appropriate benchmarks and comparator funds;
- g. Calculating the 10-year performance of each of the Challenged Funds relative to the selected benchmarks and comparator funds using financial data and performance calculations derived from Morningstar, a leading financial services organization in the United States;
- h. Ascertaining potential injury to the Plan; and
- i. Conducting legal research.

B. Litigation

- 6. Plaintiffs have devoted a significant amount of time to the litigation, including:
 - a. Opposing Defendants’ motion to dismiss (Doc. 37).
 - b. Filing an Unopposed Motion for Class Certification, Appointment of Class Representatives, and Appointment of Class Counsel (Doc 69).
 - c. Participating extensively in fact discovery, including taking the deposition of Defendants’ 30(b)(6) witness; serving 85 Request for Production, including in subpoenas to third parties, and 7 interrogatories; and reviewing thousands of documents, including the Plan Documents, Investment Policy Statements, minutes and reports for the quarterly and special meetings of the Trustees of the Plan from

2010 until 2020, service agreements with Plan consultants, Summary Plan Descriptions, disclosure documents, and other documents relating to the Challenged Funds.

- d. Issuing and serving third-party subpoenas on Ellwood & Associates (consultants for the Plan) and Northern Trust Corporation (the investment adviser of the Challenged Funds).

7. Plaintiffs retained a damages expert, Dr. Steve Pomerantz, to conduct a damages analysis of the Plan. Dr. Pomerantz is a known expert in this area and has performed similar damages calculations in a number of ERISA cases, including *Moreno v. Deutsche Bank Americas Holding Corp.*, 2016 WL 5957307 (S.D.N.Y. Oct. 13, 2016) and *Urakhchin v. Allianz Asset Mgmt. of Am., L.P.*, 2016 WL 4507117 (C.D. Cal. Aug. 5, 2016). A copy of Dr. Pomerantz's curriculum vitae has previously been filed as Exhibit 7 to Plaintiff's Preliminary Approval Motion, Doc. No. 99-9. Dr. Pomerantz's analysis revealed Plan losses of approximately \$34 million by comparing the performance of Challenged Funds against the average performance of their Morningstar peer universe starting on January 1, 2018 (five years after the Funds were added to the Plan).

C. Negotiations and Settlement

8. On August 3, 2020, Plaintiffs attended mediation before a highly respected Judicial Arbitration and Mediation Services ("JAMS") mediator, Robert A. Meyer, Esq.

9. The Parties did not reach a resolution during mediation. However, after conducting further discovery, the Parties engaged in informal negotiations over the course of several months. On September 30, 2021, the Parties signed a long-form settlement agreement. Under the terms of the settlement, Walgreen agreed to pay \$13,750,000 for settlement of all claims, inclusive of attorneys' fees and costs, and to provide non-monetary relief that includes confirmation of removal

of the Challenged Funds in connection with a Request for Proposal and, for three years after the Settlement Effective Date, continuing to use an investment advisor to provide ongoing investment monitoring services for the Plan. In considering and reviewing Plan investment options, the Defendants have agreed to consider, among other things, the information provided by the investment advisor.

10. In sum, the settlement was reached after a thorough investigation, litigation, and arm's length negotiation. The settlement terms were fair and reasonable and provide immediate cash benefits to the Class while also providing significant Non-Monetary Relief.

D. Preliminary Approval of the Settlement and Additional Work to be Performed

11. Plaintiffs' Unopposed Motion for Entry of Preliminary Approval of the Class Action Settlement was filed on October 22, 2021, and the Court granted preliminary approval of the Settlement on November 1, 2021.

12. Pursuant to the Court's Order, the Settlement Website was published on the web by December 1, 2021. The Class Notice, which includes relevant details regarding the Settlement, class membership, and allocation of the settlement fund, was distributed to nearly 195,000 Class Members by December 1, 2021. To date, no Class Member has voiced any objection to the Settlement.

13. Class Counsel have since responded to questions from six Class Members. Class Counsel will continue to respond to questions from Class Members and take other actions necessary to support the Settlement until the conclusion of the Settlement Period.

14. After the date of this Declaration, we expect to perform additional work on behalf of the Settlement Class, including:

- a. Researching, drafting, and filing Plaintiffs' motion for final approval of the Settlement;
- b. Researching, drafting, and filing responses to any objections to the Settlement;
- c. Preparing for and attending the Fairness Hearing;
- d. If final approval is granted, supervising the Settlement Administrator and Escrow Agent to ensure proper and efficient distribution of payments to Class Members in compliance with the Settlement Agreement and the Court's Final Approval Order;
- e. Responding to questions from Class Members; and
- f. Taking other actions necessary to support the Settlement until the conclusion of the Settlement Period.

II. PROFESSIONAL BACKGROUND

15. As co-lead Class Counsel in this matter, I worked with David Tracey and a team of other highly qualified attorneys and legal assistants.

A. Charles H. Field

16. I am licensed to practice law in the State of California. I am admitted to practice in the Southern District of California and have been admitted to practice *pro hac vice* in several federal district courts across the country. A list of jurisdictions and courts in which I have been admitted *pro hac vice* is set forth below:

- Southern District of New York
- District of Massachusetts
- Northern District of Georgia
- Northern District of Iowa
- Northern District of Illinois

- District of Minnesota

I am in good standing in every jurisdiction in which I have been admitted to practice.

17. I have been actively engaged in the practice of law since 1987 and have substantial experience in dealing with fiduciary duty and investment management issues and complex investment products. Since joining Sanford Heisler Sharp in April 2015, my practice has focused exclusively on financial services litigation.

18. As the co-chair of our firm's Financial Services Group, I have spearheaded a number of cases against financial services companies. In addition to this action, I have been appointed Co-Lead Counsel in the following ERISA class actions: *In Re GE ERISA Litigation*, (Case No. 1:17-cv-12123-IT) (D. Mass.) (pending); *Snyder et al. v. UnitedHealth Group, Inc. et al.*, Case No. 21-cv-01049 (D. Minn.) (pending); and *Karg, et al. v. Transamerica Corporation, et al.*, Case No. 1:18-cv-00134-CJW-KEM (N.D. Iowa.) (settled for \$5.4 million). In addition, I am counsel of record in the following ERISA pending class actions involving breach of fiduciary duty claims under ERISA: *Pizzaro et al. v. Home Depot et al.*, Case No. 1:18-cv-01566-WMR (N.D. Ga.); *Cutrone et al. v. The Allstate Corp. et al.*, Case No. 1:20-cv-06463 (D. Ill.). Finally, I was counsel of record in *Price, et al. v. Eaton Vance Corp.*, Case No. 18-12098-WGY (D. Mass.), an ERISA class action that settled for \$3.45 million.

19. Prior to joining Sanford Heisler Sharp, I served as the General Counsel, Managing Director, and Chief Legal Officer of an SEC registered investment management firm that furnished investment management services to ERISA retirement plans, cities and towns, endowments, and investment companies. The firm's assets under management are approximately \$50,000,000,000.

20. During my 17-year tenure there, I oversaw the firm's compliance with ERISA, as well as federal and state securities laws, including the federal fiduciary duty standards embodied

in the Investment Advisers Act of 1940. I served on the firm's various investment and investment performance committees and securities valuation committees. I also served on the Boards of Directors of various investment funds, similar to the types of funds at issue here, that invested billions of dollars in the global securities markets.

21. As an investments industry lawyer, I constructed hundreds of investment funds that are the very type at issue in this case and was responsible for overseeing their compliance with U.S. securities laws and, in some cases, the law of the jurisdiction of organization (e.g. Mauritius, Ireland, Cayman Islands). My responsibilities also included overseeing fund administration and operations, which included monitoring fund performance and the costs and adequacy of third-party service providers.

22. In 2021, I was named a National Law Journal Employment Trailblazer (2021) and to the Lawdragon 500 Leading Plaintiff Employment Lawyer list (2021). I have been interviewed by CNBC's Closing Bell, the Wall Street Journal, Barron's, Law 360, and several trade publications dealing with ERISA and investment issues.

23. I received my law degree from McGeorge Law School in 1986 and my B.A. from Indiana University in 1977.

B. David Tracey

24. David Tracey is Co-Chair of the Public Interest Litigation Practice Group and a Partner at Sanford Heisler Sharp, LLP ("Sanford Heisler Sharp"). He is counsel for the Plaintiffs in the above-captioned action.

25. He received his law degree *magna cum laude* from New York University School of Law in 2013 and his B.A. *magna cum laude* from Yale University in 2008. He served as a clerk for the Honorable Garland E. Burrell Jr., Senior Judge for the United States District Court, Eastern

District of California from 2013 to 2014. He is licensed to practice law in New York and New Jersey. He has also been admitted to practice before the United States District Courts for the Southern District of New York, Eastern District of New York, the District of New Jersey, and the United States Court of Appeals for the Second Circuit. He is admitted to this Court *pro hac vice* for this matter.

26. As co-chair of Sanford Heisler Sharp's Public Interest Litigation Practice Group, Mr. Tracey has been significantly involved the firm's ERISA matters. He served as counsel in *Price v. Eaton Vance*, Case No. 18-12098 (D. Mass.), an ERISA action concerning alleged 401(k) mismanagement that reached a class settlement, and was appointed Co-Lead Counsel in *Karg et al. v. Transamerica Corporation et al*, Case No. 1:18-cv-00134-CJW-KEM (N.D. Iowa.), an ERISA class action that settled for \$5.4 million. He also currently serves as counsel in the ERISA class action *Pizzaro et al. v. The Home Depot, Inc. et al.*, 18-cv-01566 (N.D. Ga.). In the instant action, he has been intimately involved in all aspects of the litigation, including drafting the initial complaint, contributing to Plaintiffs' Motion for Class Certification, managing Plaintiffs' discovery efforts, engaging in negotiations with opposing counsel, and overseeing matters relating to settlement administration.

27. In addition to his ERISA practice, Mr. Tracey has been involved in numerous certified and proposed class and collective actions, asserting civil rights claims, worker's rights claims, and consumer protection claims. Among his involvement in employment discrimination actions, he served as counsel in *Barrett, et al., v. Forest Laboratories, Inc., et al.*, 12-cv-05224 (S.D.N.Y.), a nationwide gender discrimination action that resolved on a class basis for \$4 million. He also served as counsel in *Gruber v. Starion Energy, Inc.*, Case No. X03-HHD- CV17-6075408-S (Conn. Sup. Ct.), a consumer fraud action that resolved on a class basis for \$2.58 million.

III. SANFORD HEISLER SHARP, LLP OVERVIEW

28. Sanford Heisler Sharp has been engaged in the practice of law for over 15 years and is devoted to representing the interests of consumers, investors, and employees. The firm has offices in New York, Washington, D.C, Baltimore, Nashville, San Diego, and San Francisco, and currently employs over 50 attorneys and a sizeable staff of legal assistants and information technology professionals.

29. Sanford Heisler Sharp has extensive class action experience and has been appointed lead counsel or co-counsel in scores of class actions and has recovered hundreds of millions of dollars for its clients, including *Price, et al. v. Eaton Vance Corp.*, Case No. 18-12098-WGY (D. Mass.) (\$3.45 million ERISA class settlement); *Karg, et al. v. Transamerica Corporation, et al.*, Case No. 1:18-cv-00134-CJW-KEM (N.D. Iowa.) (certified class; settled for \$5.4 million); *Velez v. Novartis Pharmaceuticals Corp.*, No. 04-cv-9194 (S.D.N.Y) (jury verdict of \$250 million in punitive damages awarded to more than 7,000 female sales representatives and \$3.6 million compensatory damages awarded to 12 class members.); *In re Novartis Wage and Hour Litigation*, No. 06-MD-1794 (S.D.N.Y.) (class action alleging overtime misclassification; settled for \$99 million); *Dickerson et al. v. Novartis Corp. et al.*, No. 15-CV-1980 (S.D.N.Y.) (\$8 million class settlement in gender discrimination class case); *Wellens et al. v. Daiichi Sankyo, Inc.*, No. C 13-00581 (N.D. Cal.) (\$8.2 million class settlement in gender discrimination case); *Rapuano v. Trustees of Dartmouth College*, No. 1:18-cv-01070-LM (D.N.H.) (Title IX action resulting in \$14,000,000 class settlement); *Pan v. Qualcomm Incorporated et al.*, 3:16-cv-01885-JLS-DHB (S.D. Cal.) (\$19.5 million gender discrimination class settlement); *Barrett et al. v. Forest Laboratories, Inc. et al.*, No. 1:12-cv-05224-RA (S.D.N.Y.) (\$4 million class settlement in gender discrimination class action for pay, promotion, and pregnancy discrimination claims); and *Smith*

et al. v. Merck & Co., Inc., No. 3:13-cv-02970 (D.N.J.) (\$6.2 million class settlement involving pay, promotion, and pregnancy discrimination claims).

30. Among the many accolades the Firm has received, Sanford Heisler Sharp has been recognized as an “AV” rated firm, the “Employment Group of the Year” by Law360 (2016, 2018, and 2019), the “Best Law Firm National Tier 1 Employment Firm” by U.S. News & World Report (2016 to 2021), “Elite Trial Lawyers” by the National Law Journal (2014, 2015, 2019, and 2021), and “Labor & Employment Employee-Side Firm of the Year” by Benchmark Litigation (2020 and 2021).

31. In addition, Sanford Heisler Sharp has received praise from numerous courts for its work. Sanford Heisler Sharp has been repeatedly recognized for its superb representation of its clients and high standing at the bar. For example, at the final fairness hearing in *Price v. Eaton Vance*, the court remarked “this is lawyers operating as lawyers should, representing their client, putting their client’s interest first, and having due regard for the uncertainties of litigation.”

32. In *Velez et al. v. Novartis Pharmaceuticals Corp.*, the court observed that the firm had achieved an “extraordinary” result: “This was a well-prepared case. It was a brilliantly tried case by plaintiff’s counsel . . . and it yielded a one-of-a-kind result, and that has led to a one-of-a-kind settlement.”

33. In *Jane Doe 2 v. The Georgetown Synagogue et al.*, Civil Action No. 2014 CAB 8073 (D.C. Super. Ct. 2018), the court concluded the case by praising the work of counsel on the case, stating, “I commend you highly for the work that you’ve done, the skill that you’ve demonstrated, and for the significant outcome that has occurred as a result of those efforts.”

34. In addition, at the final fairness hearing in *Hernandez et al. v. C&S Wholesale Grocers, Inc.*, No. 7:06-CV-02675 (S.D.N.Y. 2008), the court described the firm as “exceptionally

able and experienced,” praised “the work that counsel have put in, not just in terms of the quantity, but what it was that counsel did, with obviously the tremendous amount of work,” and acknowledged that counsel achieved a highly favorable result in a very complex dispute.

IV. CLASS COUNSEL’S TIME AND EXPENSES

35. Sanford Heisler Sharp has dedicated a significant amount of time and labor to this case throughout pre-filing investigation, litigation, and settlement as detailed above. As a result of our firm’s experience handling similar cases, we were able to efficiently and effectively litigate this action and achieve a substantial recovery for the Settlement Class. As of the date of the fee Application, no Class Member has objected to the proposed fee amount disclosed in the Notice.

36. As a practical matter, litigants such as the named Class Representatives could not afford to pursue litigation against well-funded fiduciaries sponsored by a large employer such as Walgreen in federal court on any basis other than a contingent fee. I know of no law firm in the United States which would handle such an ERISA class action like this one other than with an expectation of receiving a fee based a percentage of the common fund created. These kinds of cases involve tremendous risk and are extremely hard fought and well-defended.

37. All of the services performed by our firm were undertaken on a contingent fee basis, and we have not been compensated for any of this work to date. While our firm does not bill the Plaintiffs on an hourly basis, Sanford Heisler Sharp’s rates are reasonable and have been approved by many courts. *See, e.g., Wellens et al. v. Daiichi Sankyo, Inc.*, Case No. 13-cv-00581, Doc. 191, ¶20 (N.D. Cal. Feb. 10, 2016) (approving Sanford Heisler Sharp’s standard hourly rates of \$850–\$1,050 for partners, \$700 for senior litigation counsel, and \$425–\$750 for associates, as “in line with attorneys of comparable skill, experience, and reputation”); *Ha v. Google Inc.*, No. 116-290847, 2018 WL 1052448, at *2 (Cal. Super. Feb. 8, 2018) (approving award of attorneys’ fees

to Sanford Heisler Sharp and calculating lodestar modifier based on billing rates of \$850 for partners, \$750 for senior litigation counsel, up to \$500 for associates, and \$295 for senior legal assistants); *Barrett v. Forest Labs., Inc.*, No. 1:12-cv-05224, Doc. No. 292 (S.D.N.Y. Apr. 26, 2018) (approving requested fee award to Sanford Heisler Sharp); *id.* at Doc. No. 282 (declaration setting forth Sanford Heisler Sharp's standard hourly rates used in lodestar cross-check calculation, including rates of up to \$1,000 for partners, up to \$850 for senior litigation counsel, up to \$550 for associates, and \$295 for senior legal assistants); *Smith et al. v. Merck & Co., Inc. et al.*, Case No. 3:13-cv-02970, Doc. 450 (approving fee award); *id.* at Doc. 437, ¶¶ 7-9 (identifying fee rates of up to \$950 for partners, \$750 for senior litigation counsel, \$450 for associates, and \$295 for senior legal assistants); *Price, et al. v. Eaton Vance Corp.*, Case No. 18-12098-WGY, Doc. 63 (D. Mass.) (approving fee award in ERISA class settlement); *id.* at 50 (identifying fee rates of \$950 to \$1,200 per hour for Partners, \$750 per hour for Senior Litigation Counsel, \$500 per hour for associates, and \$295 per hour for legal assistants); *Karg, et al. v. Transamerica Corporation, et al.*, Case No. 1:18-cv-00134-CJW-KEM, Doc. 99 & 92-2 (approving fee award in ERISA class action and setting forth substantially similar fee rates).

38. Moreover, Sanford Heisler Sharp's rates are reasonable based on the national market for complex ERISA fiduciary breach cases. *See, e.g., Marshall v. Northrop Grumman Corp.*, 16-CV-6794 AB (JCX), 2020 WL 5668935, at *7 (C.D. Cal. Sept. 18, 2020), appeal dismissed, 20-56096, 2021 WL 1546069 (9th Cir. Feb. 16, 2021) (holding, based on a review of market rates, that reasonable rates in a complex ERISA class action include: "for attorneys with at least 25 years of experience, \$1,060 per hour; for attorneys with 15–24 years of experience, \$900 per hour; for attorneys with 5–14 years of experience, \$650 per hour; for attorneys with 2–4 years of experience, \$490 per hour; and for paralegals and law clerks, \$330 per hour").

39. The work performed thus far required the efforts of numerous attorneys and professional staff at Sanford Heisler Sharp. As of December 15, 2021, our firm had expended over 3,559 hours pursuing this matter on behalf of the Settlement Class, excluding time spent in connection with the present motion.

40. Below is a table summarizing the reported time spent by attorneys and professional staff at our firm related to this action, according to their title.¹

Title	Billable Rate	Total Hours
Partner	\$900-1000	1,638.30
Senior Litigation Counsel	\$550-750	5.1
Of Counsel	\$825	4.70
Associate and Litigation Fellow	\$400-525	452.1
Staff Attorney	\$625	203.5
Legal Assistant	\$275-295	1,258.32
Director of Operations	\$295	1
TOTAL		3,563.02

41. Based upon the amount of time reported to date, and the hourly rates for the timekeepers involved, Sanford Heisler Sharp's total lodestar to date is approximately \$2,245,852.40.

42. The requested fee award of \$4,583,333.33, or 33 1/3% of \$13,750,000, the value of the Monetary and Non-Monetary Relief, is approximately two times the total lodestar of our firm's efforts to date. I believe this fee award is reasonable in light of the risks assumed by Class Counsel in this case.

¹ Plaintiffs use current rates for the lodestar. *E.g. Smith v. Vill. of Maywood*, 17 F.3d 219, 221 (7th Cir. 1994).

43. In addition to the time that has been expended to date, our firm will contribute additional time and resources relating to Plaintiffs’ forthcoming motion for final approval, the Fairness Hearing, and subsequent Settlement administration and oversight. I estimate that Sanford Heisler Sharp will expend over 300 hours of professional time after the date of this Declaration, which will result in a higher final lodestar figure.

V. Sanford Heisler Sharp’s Costs and Expenses

44. In connection with the action, Sanford Heisler Sharp also advanced a significant amount of costs and expenses.

45. Because our firm handled this action on a contingent basis, we have not yet received reimbursement for any of these costs and expenses.

46. As of the date of this Declaration, Sanford Heisler Sharp has incurred \$47,557.49 in costs and expenses in connection with this action. These costs and expenses are broken down below.

Category	Costs Incurred to Date
Experts and Consultants	\$29,950.74
Data Development and Document Organization	\$7,530.78
Depositions	\$1,710
Mediation and Settlement Costs	\$7,400
Copies, Postage, and other Administrative Costs	\$105.97
Filing, Transcripts, Subpoena Services and Related Costs	\$860
TOTAL	\$47,557.49

47. Based on my experience prosecuting this action and overseeing the conduct of the litigation, all of these expenses were reasonable and necessarily incurred in connection with the action.

48. These costs and expenses are included in the \$4,583,333.33 (or 33 1/3% of \$13,750,000 gross settlement) fee award Plaintiffs are requesting.

VI. CLASS REPRESENTATIVES

49. The fourteen Class Representatives in this matter assumed substantial risk in initiating this action, including the risk of alienating Walgreens, former colleagues, and future employers unlikely to embrace an employee who sues their employer. They have since remained in close contact with Class Counsel to actively participate in the litigation.

50. Throughout the investigation, litigation, and settlement negotiations, the Class Representatives have:

- a. Participated in numerous phone calls with Class Counsel to assist in pre-suit investigation, discuss factual information, and provide input into settlement negotiations;
- b. Furnished documents including emails, employment documents, banking and investment statements, and 401(k) account statements to Class Counsel to assist in Counsel's pre-suit investigation and drafting of the Complaint;
- c. Reviewed pleadings for factual accuracy;
- d. Furnished documents including emails, employment records, 401(k) documents, and account statements to Defendants in response to document requests;
- e. Provided written interrogatory responses;
- f. Provided declarations in support of Plaintiffs' Unopposed Motion for Class Certification, Appointment of Class Representatives, and Appointment of Class Counsel (Doc. 69-5 – 69-18);
- g. Actively participated in settlement discussions;
- h. Provided declarations in support of Plaintiffs' Unopposed Motion for Entry of Preliminary Approval of the Class Action Settlement (Doc. 99-11 – 99-24); and

- i. For several of the Class representatives, attended the all-day mediation with Robert A. Meyer.

51. Class Counsel requests service awards up to \$15,000 be granted to each Class Representative for their time and dedication to this action.

52. To date, no class member has expressed an objection to the proposed service award.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 3rd day of January 2022 in San Diego, California.

A handwritten signature in cursive script, reading "Charles H. Field", is written above a horizontal line.

Charles H. Field