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15 *Class Counsel*

16 **UNITED STATES DISTRICT COURT**
17 **CENTRAL DISTRICT OF CALIFORNIA**

19 GREY FOX, LLC, et al.,
20 Plaintiffs,
21 v.
22 PLAINS ALL AMERICAN
23 PIPELINE, L.P. et al.,
24 Defendants.

Case No. 2:16-cv-03157-PSG-JEM

**DECLARATION OF JULI E.
FARRIS IN SUPPORT OF
MOTIONS FOR FINAL
SETTLEMENT APPROVAL, PLAN
OF ALLOCATION, AND
ATTORNEYS' FEES AND COSTS**

Hearing Date: September 13, 2024
Time: 1:30 p.m.
Judge: Hon. Philip S. Gutierrez
Courtroom: 6A

1 I, Juli E. Farris, declare as follows:

2 1. I am a partner in the law firm of Keller Rohrbach L.L.P., and I am
3 counsel of record for Plaintiffs and the certified class in this matter. I make this
4 Declaration of my own personal knowledge.

5 2. I submit this declaration in support of Plaintiffs’ Motion for Final
6 Approval of the Settlement, Motion for Approval of the Plan of Allocation, and
7 Petition for Award of attorneys’ fees, costs, and class representative service awards.

8 3. Since this case began in 2016 and since my appointment as Class
9 Counsel (Dkt. 100), my co-counsel and I have personally supervised and directed
10 every aspect of the prosecution and resolution of this litigation on behalf of the
11 Plaintiffs and Class.

12 4. It is my judgment that the proposed Settlement is outstanding, readily
13 meets the Rule 23 “fair, reasonable, and adequate,” standard, and is in the best
14 interest of the Class. Further, the Plan of Allocation represents a fair and equitable
15 allocation of the settlement proceeds, grounded in expert analysis developed over
16 the course of many years.

17 **A. Keller Rohrbach’s Assignment and Time-Keeping Practices**

18 5. My firm litigated this case on a purely contingent basis, foregoing
19 other work in order to handle this complex matter, with no guarantee of recovery.
20 While Class Counsel request attorneys’ fees as a percentage of the common fund, I
21 report Keller Rohrbach’s summary time, lodestar, and costs incurred in and for the
22 benefit of the settling Class, for the Court’s reference.

23 6. All Keller Rohrbach time-keepers are directed to contemporaneously
24 record work performed and to document all time to the nearest tenth of an hour.
25 Staff working under my direction and supervision audited the time records
26 supporting this fee application, to confirm their accuracy. This included removing
27 any time exclusively attributed to the individual claims on behalf of certain named
28 Plaintiffs, which are not part of this Settlement. We have also deleted hours for

1 timekeepers with fewer than 10 hours in the case, and we removed some additional
2 time as a matter of judgment. The figures do not include time incurred after July 31,
3 2024, within ten days of the submission of this declaration.

4 7. Keller Rohrback allocated work to maximize efficiency. To the extent
5 practicable, senior attorneys did not perform work that could be accomplished by
6 more junior attorneys, and attorneys did not perform work that could be completed
7 by paralegals.

8 8. Class Counsel assigned tasks depending on a number of
9 considerations, with the goal of minimizing duplication of effort. Class Counsel
10 requested and exchanged periodic time records from the three firms to monitor the
11 time and effort contributed by each firm, and to ensure that work was conducted
12 efficiently. If Class Counsel had not undertaken these efforts, the lodestar for this
13 case would have been higher.

14 **B. Keller Rohrback's Billing Rates**

15 9. The 2024 billing rates charged by Keller Rohrback in Class Counsel's
16 fee petition range from \$380 to \$1,450 per hour and fall within the range of market
17 rates charged by staff and attorneys of equivalent experience, skill, and expertise.
18 The rates reflected in Keller Rohrback's fee petition are the firm's 2024 billing
19 rates unless the attorney or support staff no longer works with Keller Rohrback,
20 then the billing rate is the rate for that individual in their final year of work with the
21 firm.

22 10. Keller Rohrback's rates are subject to annual review and increases, and
23 are set by the firm's Managing Partner and Executive Committee after a thorough
24 review of costs, prevailing rates, and other market indicia.

25 11. Keller Rohrback's rates are consistent with market rates in the markets
26 within which Keller Rohrback's primary offices are located and from which this
27 matter has been handled, including the Central District of California.

28

1 12. The billing rates charged by Keller Rohrback in this Action are similar
2 to rates that have been approved by courts in other class action cases in judicial
3 settlement hearings. *See e.g., In Re: Facebook, Inc. Consumer Privacy User Profile*
4 *Litigation*, No. 18-md-02843-VC (N.D. Cal. Oct. 10, 2023) (awarding attorneys’
5 fees at Keller Rohrback’s then-current rates between \$295 and \$1,320) attached as
6 Exhibit 1 to this declaration. The Honorable Vince Chhabria approved Plaintiffs’
7 fee petition, and approved the billing rates submitted by Keller Rohrback stating,
8 “[t]he Court likewise finds that counsel’s rates are reasonable....The empirical
9 research submitted by Professor William Rubenstein indicates that counsel’s
10 blended rate is somewhat below the mean and median rates for class actions in this
11 District.”

12 13. District courts around the country have granted final approval and
13 awarded fees to Keller Rohrback based on the firm’s then-current rates in numerous
14 other class action cases. *See, e.g., Andrews v. Plains All American Pipeline L.P.*,
15 No. 15-cv-04113-PSG-JEMx (C.D. Cal. Sept. 21, 2022) ECF No. 977 (awarding
16 attorneys’ fees at Keller Rohrback’s then-current rates between \$90 and \$1,200);
17 *Rollins v. Dignity Health, et al.*, No. 13-cv-01450 (N.D. Cal. July 15, 2022) ECF
18 No. 320 (awarding attorneys’ fees at Keller Rohrback’s then-current rates between
19 \$625 and \$1060); Order and Judgment Granting Final Approval of Class Action
20 Settlement and Award of Attorneys’ Fees, Costs, Expenses and Representative
21 Service Awards at 6, *Stringer v. Nissan North America, Inc., et al.*, No. 21-cv-
22 00099 (M.D. Tenn. Mar. 23, 2022), ECF No. 126 (awarding attorneys’ fees at then-
23 current attorneys’ rates between \$550 and \$1200); Order Granting Final Approval
24 of Class Action Settlement and Awarding Attorneys’ Fees, Litigation Expenses,
25 and Class Representative Service Awards Unopposed Motion for Final Approval of
26 Class Action Settlement at 4, *Ryder v. Wells Fargo Bank N.A.*, No. 19-cv-638 (S.D.
27 Ohio Jan. 25, 2022), ECF No. 57 (awarding attorneys’ fees at then-current
28 attorneys’ rates between \$525 and \$1,035); *Beach v. JPMorgan Chase Bank, et al.*,

1 No. 17-cv-00563 (S.D.N.Y. Oct. 7, 2020), ECF No. 232 (awarding attorneys’ fees
2 at then-current attorneys’ rates between \$400 and \$1,035); and Order & Final
3 Judgment ¶ 20, *Holcomb v. Hospital Sisters Health Sys.*, No. 16-cv-03282, ECF
4 No. 67 (C.D. Ill. Feb. 25, 2019) (awarding attorneys’ fees at then-current attorneys’
5 rates between \$565 and \$1,035).

6 14. Additionally, Keller Rohrback’s rates are on a par with, or even below,
7 other plaintiffs’ firms performing similar work. *See, e.g., In re Volkswagen “Clean*
8 *Diesel” Mktg., Sales Practices, & Prods. Liab. Litig.*, MDL No. 2672, 2017 WL
9 1047834, at *5 (N.D. Cal. Mar. 17, 2017) (finding a lodestar cross-check supports
10 the reasonableness of Class Counsel’s requested fees and approving partner billing
11 rates ranging from \$275 to \$1,600).

12 15. Keller Rohrback’s rates are also comparable to those of the major
13 national defense firms, including defense counsel in this matter. For example, a
14 recent bankruptcy court petition shows 2024 billing rates for partners at Munger,
15 Tolles & Olson LLP, Plains’ counsel in this matter, ranging from \$840 to \$2,270.¹
16 The 2024 billing rates for Munger, Tolles paralegals ranged from \$545 to \$605,
17 \$840 to \$1,235 for associates, and \$1,460 to \$2,270 for partners. *Id.*

18 16. Attached as Exhibit 3 is a true and correct summary lodestar chart for
19 timekeepers at my firm which lists: (1) the name of each Keller Rohrback
20 timekeeper who recorded time in this Action; (2) their title or position; (3) the total
21 number of hours they worked on the Action through and including July 31, 2024;
22 (4) their current billing rate; and (5) their lodestar. For attorneys or support staff
23 who no longer work with Keller Rohrback, the current billing rate is the rate for
24 that individual in their final year of work with the firm.

25 ¹ Excerpt of Second Interim and Final Fee Application of Munger, Tolles & Olson
26 LLP as *Attorneys for WeWork Inc., as reorganized Debtor at the Sole Direction of*
27 *the Special Committee of Independent Directors for (I) the Interim Period from*
28 *March 1, 2024 Through June 11, 2024 and (II) the Final Fee Period from*
November 6, 2023, Through and Including June 11, 2024, No. 23-19865, (Bankr.
N.J. July 5, 2024), ECF No. 2180, at Ex. E, attached as Exhibit 2 to this declaration.

1 17. As reflected in Exhibit 3, “Class Lodestar” is the total number of
2 professional hours expended on this class action by Keller Rohrback through July
3 31, 2024, or 2,162.50 hours. The total lodestar for that period is \$2,152,050.50.

4 **C. Case Expenses Advanced by Keller Rohrback**

5 18. From May 6, 2016 through July 31, 2024, Keller Rohrback expended
6 \$ 28,541.86 in costs, expenses, and charges in order to investigate, effectively
7 prosecute and eventually settle this Action, against multiple branches of a large and
8 well-funded conglomerate. The costs and expenses advanced by Keller Rohrback
9 during the pendency of this case included: computer-based research fees; court
10 costs and filing fees; delivery fees (express delivery, service of process, postage and
11 messenger services); printing, copying, and records retrieval charges;
12 telecommunications charges; and travel expenses (transportation, meals, and
13 lodging) for client meetings, depositions, court appearances, and mediation.
14 Expenses such as these are typically billed by attorneys to paying clients and were
15 reasonably and necessarily incurred. Keller Rohrback maintains appropriate back-
16 up documentation for each expense in its books and records. These books and
17 records are prepared from expense vouchers, check records, and other source
18 materials and represent an accurate recordation of the expenses incurred. Keller
19 Rohrback’s expenses are in line with expenses the firm has incurred in countless
20 other complex class action lawsuits that we have successfully prosecuted. The
21 expenses are presented in summary form in “Class Costs” in Exhibit 3 to this
22 declaration.

23 **D. Case Expenses Advanced by Co-Counsel Through the Common**
24 **Fund**

25 19. Class Counsel maintained a Common Fund for expenses incurred
26 during the course of this litigation, which was managed by Keller Rohrback, at my
27 direction. The three co-counsel firms all made contributions to the Common Fund
28 at periodic intervals, as costs were incurred. Keller Rohrback maintained the books

1 and records for the Common Fund and disbursed monies to cover case expenses as
2 needed.

3 20. From May 6, 2016 through July 31, 2024, Class Counsel incurred
4 \$ 941,114.15 in costs, expenses, and charges paid from the Common Fund in
5 connection with the investigation, prosecution and settlement of this class case. The
6 expenses that were paid out of the Common Fund included: court reporter expenses
7 (including charges for deposition transcripts and videographers), expert witness
8 fees, and mediator charges. These are the type of expenses typically billed by
9 attorneys to paying clients and reflect the actual costs of these services. The case
10 expenses for the Common Fund are presented in summary form as “Class Common
11 Fund Costs” in Exhibit 4, attached to this declaration.

12 21. All of these Common Fund expenses were reasonably and necessarily
13 incurred in Class Counsel’s efforts to prosecute claims on behalf of the Class. The
14 expenses incurred are commercially reasonable and are reflected on the books and
15 records of Keller Rohrback. These books and records are prepared from expense
16 vouchers, check records, and other source materials and represent an accurate
17 recordation of the expenses incurred. The Common Fund expenses here are in line
18 with expenses Class Counsel has incurred in the countless other complex class
19 action lawsuits they have successfully prosecuted.

20 22. These Common Fund expenses were advanced by Class Counsel with
21 no guarantee of recovery. As a result, Class Counsel had a strong incentive to keep
22 costs to a reasonable level and did so.

23 **E. Summary of Keller Rohrback Fee and Expenses**

24 23. In total, Keller Rohrback has invested 2,162.50 hours, \$2,152,050.50
25 in lodestar, and \$28,541.86 in costs. Together Co-lead Counsel expended an
26 additional \$941,114.15 in common costs. I expect each of these numbers will
27 increase through final settlement approval and settlement administration, meaning
28

1 that any multiplier that Class Counsel receive on their lodestar will continue to
2 decrease over time.

3 I declare under penalty of perjury under the laws of the State of California
4 that the foregoing is true and correct.

5 Executed on August 8, 2024, in Seattle, Washington.

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/s/ Juli E. Farris

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EXHIBIT 1

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE: FACEBOOK, INC. CONSUMER
PRIVACY USER PROFILE LITIGATION,

CASE NO. 3:18-MD-02843-VC

**ORDER AWARDING ATTORNEYS' FEES,
EXPENSES, AND SERVICE AWARDS**

This document relates to:

ALL ACTIONS

1 On September 7, 2023, this Court held a Final Approval Hearing to determine whether the
2 terms and conditions of the Class Action Settlement Agreement and Release (“Settlement” or
3 “Settlement Agreement”) agreed to by the Settlement Class Representatives, individually and on
4 behalf of the Settlement Class (or “Class”), and Defendant Meta Platforms, Inc. (“Defendant” or
5 “Meta”), should be approved by the Court, at which it also considered Plaintiffs’ motion for
6 attorneys’ fees, expenses, and Class Representative service awards. This Order grants the request for
7 attorneys’ fees, expenses, and service awards for the following reasons.

8 **Attorneys’ Fees: Percentage of the Fund**

9 1. The Court awards to Class Counsel attorneys’ fees of \$181,250,000, an amount equal
10 to 25% of the Settlement Fund, to be paid pursuant to the terms set forth in this Order.

11 2. The Court does not take lightly the concern that a fee award equaling 25% of the
12 Settlement Fund can be inappropriate in cases involving a massive monetary recovery for the class.
13 In many such cases, the 25% benchmark will be too high. *See, e.g., In re Facebook Biometric*
14 *Information Privacy Litigation*, 522 F. Supp. 3d 617, 630–33 (N.D. Cal. 2021). As a result, the Court
15 has viewed the proposed fee award with greater skepticism, and less deference to the 25%
16 benchmark, than in a typical case. That said, the Court finds that the attorneys’ fee award is fair and
17 reasonable under the percentage-of-the-recovery method. As set forth more fully below, the
18 circumstances of this case justify awarding Class Counsel this amount. The fee award is confirmed
19 by a lodestar cross-check, which yields a multiplier of 1.99 on total hours billed as of May 31, 2023.
20 As discussed below in the lodestar cross-check, this is a reasonable multiplier in this case in light of
21 the risks of the litigation, the benefits provided by the Settlement, and the work performed by Class
22 Counsel.

23 3. The Settlement that counsel’s efforts have obtained provides significant monetary
24 benefits to the Class. The \$725 million Settlement Fund is a substantial portion of the maximum
25 monetary relief that the Class could realistically recover after a trial, post-trial motions, and an
26 appeal. The magnitude of the Settlement Fund is due more to the efforts of counsel than the size of
27 the Class. For the reasons explained in the separate Order granting final approval to the settlement,
28

1 the Court overrules the objections suggesting that the \$725 million Settlement Fund is an inadequate
2 result. *See, e.g.*, Dkt. No. 1147 at 4-9; Dkt. No. 1160-1, Obj. 56 at 3-7.

3 4. The challenges posed by novel legal issues, complicated facts, difficulties of proof, as
4 well as the resources of the Defendant and its aggressive approach to litigation, created a meaningful
5 risk that the Class and counsel would ultimately receive nothing. The leadership structure here
6 concentrated that risk on two firms, which bore significant financial burdens and as of May 31, 2023,
7 spent more than 149,000 hours on a contingent basis.

8 5. While the Court has exercised independent judgment in making a fee award, it has
9 considered empirical research by Professor Brian Fitzpatrick. His research indicates that a 25% fee is
10 within the range of awards made in class-action settlements of comparable size and type. Dkt. No.
11 1140-7 ¶ 21; *see also id.* ¶ 22.

12 6. Objectors Feldman and Mahaney argue that because the Settlement Fund is a
13 “megafund,” the award here must be lower than 25%. Dkt. No. 1147 at 11. The Ninth Circuit,
14 however, has rejected the position that fee percentages must invariably fall as settlement amounts
15 rise. *See In re Optical Disk Drive Prods. Antitrust Litig.*, 959 F.3d 922, 933 (9th Cir. 2020) (rejecting
16 “bright-line rule”); *Vizcaino v. Microsoft Corp.*, 290 F.3d 1043, 1048 (9th Cir. 2002) (reasonableness
17 of percentage must be evaluated by looking at “all the circumstances of the case” (quotation and
18 citation omitted)). Instead, the Ninth Circuit has asked whether a given percentage would confer
19 “windfall profits . . . in light of the hours spent on the case.” *In re Bluetooth Headset Prods. Liab.*
20 *Litig.*, 654 F.3d 935, 942 (9th Cir. 2011). Based on the Court’s review of all the circumstances of this
21 case, it finds that an award of 25% is reasonable.

22 7. At the Final Approval Hearing, Objectors Feldman and Mahaney suggested that the
23 hours that counsel spent on the case are irrelevant because Plaintiffs seek a percentage rather than a
24 lodestar fee. Dkt. No. 1176 at 17. They forget that a lodestar cross-check assists a court in evaluating
25 what percentage is reasonable. *In re Apple Inc. Device Performance Litig.*, 50 F.4th 769, 784 (9th
26 Cir. 2022). This objection to counsel’s requested fees is overruled.

27 8. The Court finds that a 25% award is reasonable and does not confer a windfall on
28 counsel in light of (among other things) the amount and quality of work counsel has performed, the

1 risks counsel has assumed during this litigation, the success achieved by counsel's persistence, and
2 the reasonable multiplier (discussed below).

3 **Attorneys' Fees: Lodestar Cross-Check**

4 9. While the Court chooses to award a percentage-based fee, a lodestar cross-check
5 confirms that a 25% award is reasonable under the circumstances.

6 10. The Court finds that the 149,928.65 hours claimed by counsel as of May 31, 2023, are
7 reasonable, especially because this litigation has been unusually prolonged and contentious. While
8 the Court has exercised independent judgment on the matter, it notes that Professor William
9 Rubenstein's empirical research indicates that the total hours expended here are within the normal
10 range for comparably sized class-action settlements, and that the declaration of Jill Dessalines, who
11 audited counsel's billing records, also supports the number of hours billed and the staffing of the
12 litigation. Dkt. No. 1140-5; Dkt. No. 1140-6.

13 11. The Court likewise finds that counsel's rates are reasonable. Other courts presiding
14 over class actions, both in this District and elsewhere in the nation, have recently approved Class
15 Counsel's rates. The empirical research submitted by Professor William Rubenstein indicates that
16 counsel's blended rate is somewhat below the mean and median rates for class actions in this District.

17 12. A lodestar cross-check—based on the hours counsel had billed as of May 31, 2023—
18 yields a multiplier of 1.99, which empirical research indicates is below average in settlements of
19 comparable size. Dkt. No. 1140-6 ¶¶ 42-43. This confirms that a 25% percentage fee is reasonable.
20 Although the Court finds that the multiplier here is reasonable apart from any future hours, counsel's
21 total hours by the end of this case will necessarily exceed the hours spent as of May 31, 2023. If
22 future hours were included in the lodestar, the multiplier here would be even lower than 1.99. *Cf. In*
23 *re Volkswagen "Clean Diesel" Mktg., Sales Practices, & Prods. Liab. Litig.*, 746 F. App'x 655, 659
24 (9th Cir. 2018) (no error in including projected time in lodestar cross-check).

25 13. The \$800,217.38 in fees already paid as sanctions (Dkt. No. 1104 at 52) shall be
26 treated as part of the fees awarded under this Order and deducted from the 25% total fee award.
27 Interest on the thus-adjusted fees to be paid out of the Settlement Fund shall accrue to counsel.
28

1 14. The fees to be paid out of the Settlement Fund, therefore, shall be \$180,449,782.62,
2 plus the interest that will accrue (beginning on the date of this order) on the fees that remain in the
3 Settlement Fund.

4 15. Ten percent of total awarded attorneys’ fees (i.e., \$18,125,000) shall remain in the
5 Settlement Fund until after Class Counsel files a Post-Distribution Accounting and the Court
6 authorizes the release to Class Counsel of the attorneys’ fees remaining in the Settlement Fund. Class
7 Counsel shall file the Post-Distribution Accounting within 21 days after substantially all of the
8 Settlement Fund has been distributed to the Class. The Post-Distribution Accounting is described in
9 the separate Order granting final approval of the Settlement.

10 **Expenses**

11 16. The Court also awards to Class Counsel \$4,101,608.09 as reimbursement of expenses.
12 Class Counsel have adequately documented these expenses, all of which are compensable litigation
13 expenses that were advanced for the benefit of the Class.

14 17. The \$124,861.13 in costs already paid as sanctions (Dkt. No. 1104 at 52) shall be
15 treated as part of the expenses awarded under this Order and deducted from this award. The amount
16 of expenses to be paid out of the Settlement Fund, therefore, shall be \$3,976,746.96.

17 **Service Awards**

18 18. The Court finds that the proposed service awards of \$15,000 per Settlement Class
19 Representative are fair and reasonable, given the amount and kind of work that the Settlement Class
20 Representatives have performed on behalf of the Class. Each Settlement Class Representative has
21 attested to spending more than 100 hours responding to discovery in this action. Most of the Class
22 Representatives spent 200 hours or more. Dkt. No. 1096-8 at 6, 19, 26, 41, 47, 54. Some of the
23 discovery involved inquiries into private or personal matters. Dkt. No. 1096-8 at 5-6, 12-13, 19-20,
24 26-27, 33-34, 40-41, 47-48, 54-55. Each of the Settlement Class Representatives had their
25 depositions taken by Defendants.

26 19. The proposed service awards are in line with those awarded in cases where class
27 representatives have put forth comparable effort (Dkt. No. 1139 at 30 & n.10) and, in the aggregate,
28 represent only 0.0165% of the Settlement Fund.

1 20. One objection asserts that the service awards create an unfair disparity between what
 2 absent Class Members and the Settlement Class Representatives are receiving. Dkt. No. 1160-1, Obj.
 3 56. In fact, nearly the opposite is true. The service awards are intended to prevent an inequitable
 4 disparity between the Settlement Class Representatives, who dedicated many hours toward this case,
 5 and other members of the Class, who did not expend this kind of effort but nonetheless benefited
 6 from the Settlement Class Representatives' efforts. *See* Fed. R. Civ. P. 23(e)(2)(D).

7 21. The Court therefore orders that each Settlement Class Representative be paid a service
 8 award of \$15,000 out of the Settlement Fund, for a total of \$120,000.


Conclusion

9
 10 22. The Court has carefully considered all objections to Plaintiffs' motion for attorneys'
 11 fees, costs, and service awards, and overrules them. Plaintiffs' motion is granted, and the Court
 12 awards the following specific amounts to Class Counsel, which account for fees and costs previously
 13 awarded to Class Counsel as sanctions:

- 14 Attorneys' fees in the amount of \$180,449,782.62, including interest which shall
- 15 accrue from the date of this Order;
- 16 Costs in the amount of \$3,976,746.96; and
- 17 Service awards of \$15,000 to each of the eight Settlement Class Representatives, for a
- 18 total of \$120,000.

IT IS SO ORDERED.

Dated: October 10, 2023



 VINCE CHHABRIA
 United States District Judge

EXHIBIT 2

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET
FOR THE PERIOD NOVEMBER 6, 2023, THROUGH JUNE 11, 2024

In re WeWork Inc., *et al.*

Applicant: Munger, Tolles & Olson LLP
LLP

Case No. 23-19865 (JKS)

Client: WeWork Inc., as Reorganized Debtor, at Sole Direction of the Special Committee of Independent Directors

Chapter 11

Case Filed: November 6, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Seth Goldman
Seth Goldman

7/5/2024
Date

Exhibit E

***In re WeWork Inc. et al.*
Bankruptcy Case No. 23-18965 (JKS) (Jointly Administered)**

**Summary of Timekeepers for the Fee Period of
March 1, 2024 Through and Including June 11, 2024**

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rates 2024	Hours Billed In this Application	Fees Billed In this Application	Number of Rate Increases
Thomas B. Walper	Partner	1980	Bankruptcy	\$2,270.00	124.60	\$282,842.00	1
Seth Goldman	Partner	2002	Bankruptcy	\$1,755.00	288.80	\$506,844.00	1
David B. Goldman	Partner	1992	Tax	\$1,925.00	4.90	\$9,432.50	1
Judith T. Kitano	Partner	1988	Corporate	\$1,925.00	3.10	\$5,967.50	1
Matthew S. Schonholz	Partner	2006	Tax	\$1,640.00	1.7	\$2,788.00	1
Achyut J. Phadke	Partner	2008	Litigation	\$1,580.00	116.90	\$184,702.00	1
Tyler Hilton	Partner	2012	Corporate	\$1,460.00	14.70	\$21,462.00	1
Kimberly A. Chi	Of Counsel	2006	Corporate	\$1,460.00	7.8	\$11,388.00	1
Bradley R. Schneider	Of Counsel	2004	Litigation	\$1,460.00	99.30	\$144,978.00	1
Gregory Bischooping	Associate	2019	Litigation	\$1,235.00	63.40	\$78,299.00	1
Joseph D. Moses	Associate	2020	Corporate	\$1,190.00	23.60	\$28,084.00	1
Joseph N. Glynn	Associate	2021	Litigation	\$1,120.00	64.80	\$72,576.00	1
Amanda Harris	Associate	2023	Litigation	\$840.00	79.30	\$66,612.00	1
Total for Professionals					892.90	\$1,415,975.00	

Paraprofessional Name	Position	Department	Hourly Billing Rate 2024	Hours Billed In this Application	Fees Billed In this Application	Number of Rate Increases
Bowe Kurowski	Senior eDiscovery Project Manager	Automated Litigation Services	\$730.00	22.90	\$16,717.00	1
Derrick Granberry	Trial Technology Strategist	Automated Litigation Services	\$675.00	16.20	\$10,935.00	1
Alison M. Moses	Paralegal	Corporate	\$605.00	26.0	\$15,730.00	1
Peter Del Valle	Paralegal	Litigation	\$545.00	11.50	\$6,267.50	1
Cindy Weller	Senior Research Librarian	Library	\$460.00	.3	\$138.00	1
Marissa Moore	Research Librarian	Library	\$460.00	1.0	\$460.00	1
Total for Paraprofessionals				77.90	\$50,247.50	
Total for Attorneys and Paraprofessionals				970.80	\$1,466,222.50	

EXHIBIT 3

KELLER ROHRBACK L.L.P.

Grey Fox, LLC, et al. v. Plains All American Pipeline, L.P., et al.

Class Lodestar – Inception through July 31, 2024

Timekeeper	Title	Hours Worked	Hourly Rate	Lodestar
Chase, Alison	Partner	75.8	\$1,140.00	\$86,412.00
Farris, Juli E.	Partner	908.3	\$1,140.00	\$1,035,462.00
Gerber, Laura R.	Partner	16.7	\$1,140.00	\$19,038.00
Preusch, Matthew	Partner	183.8	\$780.00	\$143,364.00
Sarko, Lynn Lincoln	Partner	383.7	\$1,450.00	\$556,365.00
Springer, Christopher	Partner	11.3	\$875.00	\$9,887.50
Gussin, Zachary	Associate	246.9	\$650.00	\$160,485.00
Petak, Lisa F.	Associate	11.6	\$430.00	\$4,988.00
Chan, Alex	Paralegal	15.1	\$380.00	\$5,738.00
Green, Kellyn A.	Paralegal	71.1	\$410.00	\$29,151.00
Tuato'o, Jennifer	Paralegal	48.5	\$440.00	\$21,340.00
Warner, Katy	Paralegal	57.9	\$440.00	\$25,476.00
Wilkinson, Carrie A.	Paralegal	121.6	\$410.00	\$49,856.00
Mittenthal, Robert O.	Paralegal Information Specialist	10.2	\$440.00	\$4,488.00
Total Lodestar:		2,162.50		\$2,152,050.50

Class Costs – Inception through July 31, 2024

Category	Amount
Computer-based Research	\$911.18
Court Costs & Filing Fees	\$583.30
Postage / Delivery	\$566.31
Printing, Copying & Records	\$6,686.95
Telecommunications Charges	\$399.64
Travel	\$19,394.48
Total Costs:	\$28,541.86

EXHIBIT 4

KELLER ROHRBACK L.L.P.

Grey Fox, LLC, et al. v. Plains All American Pipeline, L.P. et al.

Class Common Fund Costs, Inception – July 31, 2024

Category	Amount
Court Reporters	\$21,866.08
Expert Witness Fees	\$834,024.08
Mediator Charges	\$85,224.00
Total Common Fund Costs:	\$941,114.15