

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**INDIVIDUAL CLAIMS
CLASS ACTION**

**MEMORANDUM IN SUPPORT OF MINNESOTA CO-LEAD CLASS
COUNSEL'S JOINT MOTION FOR APPROVAL OF COMMON BENEFIT
AWARDS**

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I. INTRODUCTION

After years of hard-fought litigation in Kansas, Minnesota and Illinois, the Courts-appointed Negotiating Committee,¹ and Syngenta – with the tireless and tremendous assistance of Special Masters Ellen Reisman and Judge Daniel Stack, reached an outstanding \$1.5 billion dollar, class-wide settlement to resolve thousands of class and individual cases related to Syngenta’s commercialization of Viptera and Duracade corn seed.

This settlement is historic for several reasons. First, it is one of the largest class action settlements in history providing significant monetary recoveries for settlement classes. Second, it resolved tens of thousands of cases on behalf of a diverse group of plaintiffs including farmers, landlords, elevators, other grain handlers and ethanol plants across the United States. Third, it resolved those cases (the class actions and thousands of individual cases) in one proceeding and one settlement administration providing an efficient and cost-effective finality for all parties.

The settlement resulted from several important and key contributions. First, the significant legal work of the Kansas, and Minnesota counsel. The substantial discovery and motion practice resulted in ground-breaking rulings on legal issues such as duty and the economic loss doctrine, comprehensive and extensive discovery, creative and

¹The Courts appointed Negotiating Committee for the Plaintiffs included Clayton Clark, Daniel Gustafson, Chris Seeger and Mikal Watts. See *IN RE: Syngenta AG MIR162 Corn Litigation*, 14-md-02591 (D. Kan Aug. 9, 2017), ECF No. 3366; *Tweet et al. v. Syngenta AG et al.* No. 3:16-cv-00255 (S.D. Ill. Aug. 9, 2017), ECF No. 234; *Order*, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 9, 2017). Ms. Leslie Smith led the negotiations on behalf of the Syngenta entities.

thorough expert analysis and testimony, certification of the MDL and Minnesota classes and prevailing on many important pretrial, expert, and evidentiary issues.

Second, the MDL counsel won a significant, 217 million-dollar verdict in a Kansas class trial, and Minnesota counsel were prosecuting a class trial for an even larger class of Minnesota farmers when the case was settled in the third week of trial. This trial exposed Syngenta to significant additional liability and potential compensatory and punitive damages. Appealable, yes, but in the Minnesota appellate courts which are very different from the federal system.

Third, individual counsel in Minnesota and Illinois filed cases on behalf of more than 50,000 farmers, landlords, elevators and ethanol plants (including some class cases) that thwarted any potential benefit from Syngenta's effort to fend off class certification in the Kansas and Minnesota actions. These cases – and the attendant bellwether proceedings – ensured that Syngenta would face jury trials and related liability exposure even if it successfully defeated the Kansas and Minnesota class motions. In addition to bellwether discovery and trial, the individual counsel in Minnesota timely compiled tens of thousands of Plaintiffs' Fact Sheets ("PFSs") which stymied Syngenta's efforts to dismiss those cases and relieve the pressure from this array of individual cases.

Finally, Syngenta and the Negotiating Committee – with the steadfast guidance of the Special Masters – crafted a landmark, class-wide settlement that consolidated all the litigations – class, individual producers and non-producers into a single, comprehensive settlement approval proceeding and administrative claims process. As the Courts well know, the settlement was the product of months of adversarial, tough and often

seemingly hopeless negotiations that occurred as the parties continued to battle in the multiple litigation venues. The term sheet was signed in the middle of the third week of the Minnesota class trial and subsequent difficult and contentious negotiations consumed months of meetings and telephone conferences before final agreement was reached on the settlement parameters and process.

The value of this work by the Negotiating Committee cannot be overstated. For years, the efforts to reach a settlement of this sprawling litigation languished and to all concerned, seemed unobtainable. If the negotiators had not reached this settlement, there would be no common fund from which to seek fees and expenses. For all these reasons and based on the discussion set forth below, the Minnesota Leadership² respectfully request that the Courts award attorneys' fees in the amount of 33 and 1/3 percent plus reasonable litigation expenses.

II. FEE REQUEST OF ONE-THIRD IS FAIR AND REASONABLE

In determining an appropriate percentage fee, courts focus on the twelve factors as set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.3d 714, 717-719 (5th Cir. 1974):

- (1) the time and labor involved; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal services properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary fee; (6) any prearranged fee – this is helpful but not determinative; (7) time limitations

² Minnesota Class Co-Lead Counsel Daniel E. Gustafson and William R. Sieben on behalf of the Minnesota Leadership (the Co-Lead Counsel and the PEC). It is our understanding that Lew Remele is filing a separate memorandum as Co-Lead Counsel and that Mikal Watts is filing a separate fee application on behalf of Watts Guerra and its referring counsel group. We discuss the potential overlap below. We also understand others may file applications based on private contracts with individual clients.

imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.

Brown v. Phillips Petroleum Co., 838 F.2d 451, 454-55 (10th Cir. 1988) (citing the *Johnson* factors); *Gottlieb v. Barry*, 43 F.3d 474, 482-83 (10th Cir. 1994) (noting that the *Johnson* factors are appropriately applied to percentage fee awards in common fund cases). Minnesota law is similar. See, *Heller v. Schwan's Sales Enterprises, Inc.*, 548 N.W.2d 287, 291 (Minn. Ct. App. 1996) (awarding percentage of the settlement); *Hawkins v. Thorp Loan & Thrift Co.*, No. 85-6074, 1992 WL 589727, at *6-8 (Minn. Dist. Ct. Feb. 21, 1992) (applying *Johnson* factors and awarding 25% of the cash portion of the settlement as attorneys' fees).³

Examination of the relevant *Johnson* factors demonstrates that an attorneys' fees award of 33 and 1/3 of total settlement fund plus reimbursement of reasonable expenses

³ The District of Minnesota and Eighth Circuit also apply the *Johnson* factors in determining what constitutes a reasonable award for attorneys' fees. See *In re Target Corp. Customer Data Sec. Breach Litig.*, 892 F.3d 968, 977 (8th Cir. 2018); *Keil v. Lopez*, 862 F.3d 685, 701 (8th Cir. 2017); *In re Xcel Energy, Inc., Sec., Derivative & "ERISA" Litig.*, 364 F. Supp. 2d 980, 993 (D. Minn. 2005). Minnesota courts tend to follow federal precedent in class cases to achieve uniformity. E.g., *Whitaker v. 3M Co.*, 764 N.W.2d 631, 635 (Minn. Ct. App. 2009).

is appropriate here.⁴ We join the Kansas MDL, and others that support an overall 33 and 1/3 percent fee award.⁵

A. The Amount Involved and the Results Obtained

The most important factor in determining an appropriate overall fee is the result achieved for the class. *See Brown*, 838 F.2d at 456 (finding that the amount involved and the result obtained may be given greater weight when the trial judge determines that “the recovery was highly contingent and that the efforts of counsel were instrumental in realizing recovery on behalf of the class”); *see also Farrar v. Hobby*, 506 U.S. 103, 114 (1992) (“the most critical factor in determining the reasonableness of a fee award is the degree of success obtained”) (internal quotation marks omitted; citation omitted); *Vizcaino v. Microsoft Corp.*, 290 F.3d 1043, 1048 (9th Cir. 2002) (“Exceptional results

⁴ As the Courts know, one single class-wide settlement was never contemplated at the start or during this multi-venue litigation. As a result, certain counsel entered into various Joint Prosecution Agreements (JPAs) and sought common benefit orders from the Courts. *See*, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Aug. 9, 2017), ECF No. 936; Common Benefit Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Dec. 7, 2015). Many attorneys also executed private fee contracts with thousands of class members. After the settlement, some plaintiffs’ counsel agreed on a fee sharing agreement between the four main groups (the MDL, Clark, Minnesota, and Watts) but in the end, Mr. Watts decided he could not sign the agreement. The remaining parties agreed to a different base allocation leaving twenty percent to be allocated in the future. As discussed below, the Courts (perhaps with the assistance of the Special Masters) will ultimately need to decide how to allocate the fees awarded and how the private contracts, JPAs and the fee sharing agreement should be factored into that calculation.

⁵ Below, the Minnesota Leadership suggest a process to work out the allocation of the total fee awarded. In sum, we suggest that the Courts make an overall fee award, and then refer the matter to the Special Masters for a recommendation on how to allocate that overall fee – after implementation of a process for submissions that affords everyone an appropriate opportunity to be heard.

are a relevant circumstance.”); *Camden I Condominium Ass’n v. Dunkle*, 946 F.2d 768, 774 (11th Cir. 1991) (in a common fund analysis, “monetary results achieved predominate over all other criteria”); *McNeely v. Nat’l Mobile Health Care, LLC*, No. CIV-07-933-M, 2008 WL 4816510, at *18 n.9 (W.D. Okla. Oct 27, 2008) (“class counsel’s willingness to prosecute this matter on a contingent basis ... ordinarily shifts the analytical focus ... to the ultimate result class counsel as obtained”).⁶

The result obtained here by the Negotiating Committee is spectacular not only because of its \$1.51 billion-dollar amount (which alone would make the settlement a huge success) but also because of the exceptional structure created by the negotiators that simplifies (and thereby reduces the cost of) the administration of the claims process and resolves tens of thousands of individual and class cases. Thus, in one fell swoop, the negotiating parties brought an end to this massive litigation nationwide. There is no reversion to Syngenta; all the settlement money goes directly to the classes after deducting court-approved fees and expenses. Declaration of Karl Cambrone (“Cambronne Dec.”), at ¶ 16-19.

With the Special Masters, the negotiators also persuaded the USDA’s Farm Service Agency (“FSA”) and Risk Management Agency (“RMA”) to agree to give the Claims Administrator electronic government data matched to producers’ online claims so

⁶ As the Manual for Complex Litigation explains, the factor generally “given the greatest emphasis is the size of the fund created, because a common fund is itself the measure of success and represents the benchmark from which a reasonable fee will be awarded. MANUAL FOR COMPLEX LITIG. § 14:121 (4th ed. 2004); see also, *Allapattah Services, Inc. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1204-05 (S.D. Fla 2006).

that no farmers need to produce planting or sales records.⁷ See MANUAL FOR COMPLEX LITIG § 21.66 (4th ed. 2004 (settlements often require submission of detailed backup and records). This creative benefit allows most producers to receive a recovery simply by completing the online claim form and cashing a check. Cf. *Allapattah*, 454 F. Supp. 2d at 1208 (counsel’s work to facilitate claims process supports requested fee award). These reasons strongly support the requested fee award. See *Cambronne Dec.* at ¶ 18.

B. The Time and Labor Involved

As the Courts know, the Judicial Panel for Multidistrict Litigation (“JPML”) consolidated most of the federal cases in Kansas before Judge Lungstrum. Because Syngenta had headquarters in Minnesota, there was also state-court litigation (both class and individual) in Minnesota (consolidated by the Minnesota Supreme Court before Judge Sipkins and then Judge Miller) and a federal mass action in Illinois (before Judge Herndon), and other ethanol plant class litigation in Ohio, Illinois, Indiana and Iowa. Declaration of Daniel E. Gustafson In Support of Minnesota Co-Lead Class Counsel’s Joint Motion for Approval of Common Benefit Awards (“Gustafson Dec.”), at ¶ 5.

The Minnesota Leadership invested significant amounts of their attorney time and money to prosecute these cases on behalf of the Minnesota class and the individual plaintiffs. The Kansas and Minnesota Leadership worked cooperatively on the pleadings, discovery, experts and trial preparation. The Minnesota leadership stood shoulder to

⁷ If a producer did not report corn acres to the FSA or RMA, then they will need to identify that information on the claim form. Similarly, non-producers will need to provide minimal aggregate information to substantiate their claims.

shoulder with the MDL counsel and participated in every facet of the litigation but for the Minnesota class and individual cases. They participated in all aspects of the discovery with the federal MDL, completed the Minnesota class and bellwether discovery, and filed pleadings, motions, briefed and argued all the legal issues (including class) under Minnesota law. *See Gustafson Dec. at ¶ 6.* They also worked with the federal MDL on developing, preparing, and presenting the experts for class certification and ultimately, trial. Minnesota Leadership prepared three separate times for trial in Minnesota. In fact, Minnesota started trial two separate times, ultimately reaching a settlement during the third week of the class trial in late September 2017. *See Gustafson Dec. at ¶ 7-8.* Daniel Gustafson spent many long hours traveling, negotiating and working to bring the parties together as a Court-appointed member of the Negotiating Committee that ultimately crafted this historic settlement. *See Gustafson Dec. at ¶ 8; Cambronne Dec. at ¶ 20-21.*

The individual counsel in Minnesota also provided outstanding services for their clients and for the common litigation. As Co-Lead Counsel, Lew Remele and Frank Guerra (and the Plaintiffs' Executive Committee) coordinated with the MDL and the Minnesota leadership but led the effort on pleadings, motions, bellwether discovery and trial preparation, and experts for the individual cases. The individual counsel also filed thousands of cases on behalf of farmers, landlords, grain elevators and other grain handlers. Incredibly, they overcame Syngenta's demand (ordered by the Courts) that individual plaintiffs complete onerous PFSs. That monumental task separately required millions of dollars of legal time and expense and thwarted Syngenta's effort to lessen the

impact of these individual cases making Minnesota a litigation morass for Syngenta. *See* Gustafson Dec. at ¶ 9; Cambronne Dec. at ¶ 21.

The Minnesota leadership's contribution of attorney time and money to prosecute these class and individual cases was considerable to say the least. Over 82,000 hours of professional time (attorneys and paralegals) valued at approximately \$41.1 million dollars, all on a contingent basis, plus nearly \$ 6 million in litigation expenses advanced (without any guarantee of recovery) to pay the experts and others costs of this litigation. *See* Gustafson Dec. at ¶ 10. In addition, individual counsel (working on Minnesota individual cases) contributed almost 50,000 more hours (many of which were legal assistants and staff) at a value of nearly \$14 million dollars on PFS time and more than 2,000 hours and approximately \$1.1 million dollars in bellwether discovery. *See* Gustafson Dec. Ex. 14. These contributions contributed greatly to the ultimate outcome of the litigation.

Because the Courts are fully informed about the contributions of the Minnesota Leadership in this sweeping litigation and more importantly in the monumental settlement, we set forth below only a summary of the work done by the Minnesota Leadership.

1. The Complaint and the Motions to Dismiss

Numerous lawsuits were filed in Minnesota alleging claims based on Syngenta's commercialization of MIR162 (Viptera) and Event 5307 (Duracade). These cases were consolidated before Judge Sipkins (and later Judge Miller) in Hennepin County. Order, In re: Syngenta Litigation, A15-0758, A15-0764 (May 22, 2015); Order, In re Syngenta

Litigation, A15-0758, A15-0764 (Minn. July 7, 2017). The Court appointed a leadership structure and the parties began the hard-fought litigation.⁸ See Gustafson Dec. at ¶ 12.

After the Minnesota Leadership filed Master Class and Individual Complaints, Syngenta moved to dismiss both the complaints raising substantial, and complex issues that threatened whether the litigation would proceed at all. For example, Syngenta asserted arguments related to the economic-loss doctrine, the lack of duty Syngenta owed to the industry, preemption of Plaintiffs' claims under FIFRA, and challenges to Plaintiffs' deceptive trade practice claims under various state consumer protection statutes. After Plaintiffs opposed Syngenta's motion, the Court held extended oral argument. On April 7, 2016, the Court issued its 55-page opinion, largely denying dismissal. See Order, Motion to Dismiss, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Apr. 7, 2016). See Gustafson Dec. at ¶ 13.

The Court determined that Syngenta had a legal duty to exercise reasonable care in the manner, timing and scope of the commercialization of its products and that the economic-loss doctrine did not bar Plaintiffs' claims. Those rulings were significant wins under Minnesota law but the most significant portion of the Court's ruling was that the Minnesota Leadership persuaded the Court to disagree with the MDL Court and permit application of Minnesota law to Plaintiffs from outside Minnesota. Thus, Minnesota

⁸ On August 5, 2015, the Minnesota Court appointed leadership in the Minnesota Actions appointing Lew Remele and Frank Guerra as Individual Co-Lead Counsel and Daniel Gustafson and William Sieben as Co-Lead Class counsel. The Court also appointed a Plaintiffs' Executive Committee, which included the four Co-Lead counsel and Robert Shelquist (Liaison Counsel) plus Richard Paul III, Will Kemp, Tyler Hudson, and Paul Byrd. See Gustafson Dec. at ¶ 12.

provided a forum for Plaintiffs outside Minnesota to file claims in the Minnesota court. *Id.* at 14, 39-42. *See* Gustafson Dec. at ¶ 14; Cambronne Dec. at ¶ 21.

2. Extensive Fact Discovery

In early January 2016, the parties commenced an intensive and comprehensive discovery program on both class and merits issues. Discovery was conducted largely in coordination with the MDL, but the Minnesota Leadership served their own written discovery and conducted numerous meet and confers with Syngenta over discovery issues. The parties had regular status conferences and litigated many discovery issues before discovery Special Master Judge Van de North. For example, the Minnesota Leadership's attack on Syngenta's privilege assertions produced important rulings and ultimately important documents. *See* Gustafson Dec. at ¶ 15.

Plaintiffs obtained approximately 1.5 million pages of responsive documents from Syngenta (and third parties) which were consolidated into a single document depository. There the documents were subjected to a thorough, multi-level document review by the Kansas and Minnesota Leadership. The Kansas and Minnesota Leadership each established teams to review documents for substantive evidence and to prepare for depositions. This important document review work allowed the Kansas and Minnesota counsel to identify and connect the key evidence to be used for class, the merits and at trial. *See* Gustafson Dec. at ¶ 16.

Plaintiffs deposed nearly three dozen Syngenta witnesses (including several Rule 30(b)(6) depositions) over several months on four continents. In addition, Plaintiffs took more than fifty third-party depositions, including for example, Cargill, Archer Daniels

Midland, BIO, the National Corn Growers Association, the North American Export Grain Association, the United States Grain Council, and the American Seed Trade Association. See Gustafson Dec. at ¶ 17. Minnesota counsel selected a small group of experienced attorneys for depositions. Minnesota counsel attended, assisted and participated in all the depositions. Over eighty fact depositions were taken which required substantial preparation and more than 5,500 documents were marked as exhibits during the depositions. Because many key witnesses were beyond the subpoena power of the Courts, their respective video depositions were the only means of securing admissible testimony for trial.⁹ See Gustafson Dec. at ¶ 18.

The Minnesota leadership relied heavily on the evidence elicited from the depositions and document review for its joint expert analysis with the federal MDL, preparation of the individual case expert reports and for the class certification briefing and summary judgment motions. Ultimately, this voluminous fact discovery record formed the basis of the trial plan for both the Minnesota bellwether and class trials.¹⁰ See Gustafson Dec. at ¶ 19.

3. Class Representative, Bellwether and PFS Discovery

⁹ The Kansas trial demonstrated the importance of these depositions as most of the Syngenta and third-party witnesses were presented by video deposition.

¹⁰ Of course, the Minnesota leadership engaged a jury consulting firm to evaluate the appropriate strategy and jury presentation along with discussing jury selection in both the *Mensik* and the class trial. Three times the leadership prepared for, participated in, and analyzed the results of these jury projects to inform their decisions on trial strategy. See Gustafson Dec. at ¶ 20.

Early in the case, the Minnesota Court recognized that discovery of tens of thousands of individual plaintiffs was impractical and instead, issued an order setting out a process for selecting bellwether plaintiffs in Minnesota. Bellwether Selection Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Oct. 30, 2015). The parties worked together to select cases that would be representative of the over 50,000 plaintiffs with Minnesota cases. The Minnesota Leadership poured over their case inventory to submit sixty cases for possible selection. Syngenta did the same. Ultimately, forty cases were selected to be bellwether cases and discovery started on those cases along with the class case. Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Dec. 15, 2015). See Gustafson Dec. at ¶ 21.

Syngenta served interrogatories, document requests and requests for admission on the bellwether and Minnesota class representatives. These plaintiffs responded to that written discovery, searched for and produced documents, and then prepared for and were deposed by Syngenta. In all, the Minnesota plaintiffs produced tens of thousands of documents and sat for more than forty depositions. See Gustafson Dec. at ¶ 22.

Apart from the bellwether and class discovery, Syngenta also moved the Court to require all individual plaintiffs to submit PFSs. Although the Minnesota Leadership opposed that motion – given the bellwether and class discovery process already taking place, the Minnesota court ordered all producers who had filed suit against Syngenta to produce a PFS within six months.¹¹ The Court recognized the it was a massive

¹¹ For new producer case filed after January 11, 2016, the Court ordered that producer to file a completed PFS within forty-five days of filing.

undertaking to complete these PFSs but observed that it [the Court] was “confident that Plaintiffs’ leadership team along with the associated lawyers, have the resources to produce the PFSs and bellwether discovery.” See Order at 6, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Jan. 11, 2016). See Gustafson Dec. at ¶ 23.

Syngenta’s motive here was clear. By requiring PFSs, Syngenta would seek to reduce the number of individual plaintiffs if those plaintiffs failed to comply with the PFS deadline. Rather than see these individual cases dismissed, the Minnesota Leadership did just what Judge Sipkins contemplated. They mobilized the Minnesota Leadership and the individual counsel – including more than 200 referring counsel – to complete the PFSs in a timely manner. This was no easy task. Falling during the spring and early summer when farmers are busy, the Minnesota leadership and referring counsel all over the country met with, called and otherwise helped farmers to comply with the Court’s order. By July 2016, tens of thousands of individual farmers timely completed their PFSs and many thousand more continued to complete PFSs as cases were filed. As a result, Syngenta failed to obtain the hoped-for wave of dismissals for failure to complete PFS forms. See Gustafson Dec. at ¶ 24.

4. Class Certification

On June 15, 2015, Minnesota Class Counsel moved to certify a class of Minnesota farmers. These farmers constitute approximately 11% of the annual national corn production or just over twice the Kansas annual production. In addition to factual and legal arguments, Minnesota jointly retained two class and damages experts with the

MDL, Drs. Bruce Babcock and Colin Carter, who analyzed the global impact Syngenta's actions had on corn prices.¹² See Gustafson Dec. at ¶ 25.

Syngenta vigorously opposed the Minnesota class motion arguing that the class definition was overly broad and not clearly ascertainable; that individual farmers had different mechanisms for pricing their corn and thus, individual inquiries would be required; that Plaintiffs' experts, Babcock and Carter's analyses were grossly flawed and unreliable; and that Plaintiffs failed to meet the requirements of Minn. R. Civ. P. 23. In support of their arguments, Syngenta submitted three experts: Dr. Walter Thurman, Charles Finch, and Daniel Fischel.¹³ See Gustafson Dec. at ¶ 26.

Syngenta then sought an evidentiary hearing on the class motions including live testimony from experts. Ultimately, the Courts held a joint-evidentiary hearing in Kansas on September 13, 2016. Just three days later, on September 16, 2016, the Minnesota Court held separate, lengthy oral arguments on the Minnesota class motion. See Gustafson Dec. at ¶ 27.

¹² MDL Co-Lead counsel Don Downing led the expert project and together with Dan Gustafson and others developed these two experts' reports and prepared the experts for depositions and trial. Mr. Downing presented the experts in Kansas and Mr. Gustafson prepared them and was set to present them in Minnesota.

¹³ Surprisingly, a small group of counsel representing individual plaintiffs also opposed the Minnesota class. Seeking to prevent their plaintiffs from being included in the Minnesota class, they argued that the JPAs and related participation agreements raised conflicts between class members and that the class mechanism was not a superior method of litigating this massive litigation. See Plaintiffs' Memorandum in Opposition to Class Certification, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. July 20, 2016).

On November 3, 2016, the Court certified the Minnesota class rejecting Syngenta's arguments and the arguments of the individual counsel determining that Minnesota class counsel had sufficiently satisfied the elements of Minn. R. Civ. P. 23 and adequately shown that damages could be proven on a class-wide basis. Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Nov. 3, 2016). Shortly thereafter, Syngenta sought interlocutory review in the Minnesota appellate court. After a full briefing schedule, the Minnesota Court of Appeals denied the requests for immediate review. Order, In re: Syngenta Litigation, A16-1918, (Minn. Ct. App. Jan. 10, 2017). See Gustafson Dec. at ¶ 28.

5. Expert Discovery

In addition to the joint MDL experts (Babcock and Carter), Minnesota counsel retained eleven additional experts¹⁴ which opined on topics including corporate governance and ethics, the grain industry, plant breeding and genetics, China and its regulatory system, the grain market, individual producer damages and non-producer damages and a handwriting expert for *Mensik*. See Gustafson Dec. at ¶ 29. Some of these experts were shared with the MDL lawyers but most were specifically for Minnesota because of the bellwether process that was far ahead of Kansas. For example, Drs. Rao and King worked up a completely different damages model for the individual cases and

¹⁴ Plaintiffs' served expert reports for Dr. Black (corporate governance); Dr. Giroux (industry and Cargill); Dr. Keaschall (Plant genetics and breeding); Kevin Latner (China Regulatory); Stephen Lucas (Non-producer damages); Dr. Maier (Inter-connected grain market); Dr. Miller (CBOT connection to local markets); Drs Rao and King (Producer's individual damages); Dr. Summer (Costs and benefits of Viptera launch); Dr. Teece (Managerial decision making); Janice Tweedy (handwriting expert – *Mensik*).

Stephen Lucas worked up a damages model for the non-producers both necessary because of the individual cases filed in Minnesota. Because of the *Mensik* trial schedule, these experts all had to be ready, deposed and prepared before the class trials.

Defendants deposed each of these experts – and deposed the joint class and damages experts twice. Defendants also retained and submitted fourteen expert reports to respond to Plaintiffs’ experts on the same basic topics. Plaintiffs deposed Syngenta’s class experts on both class and merits twice and the other experts once each on their various expert opinions. After expert discovery and depositions concluded, both sides challenged the various experts with *Frye-Mack* motions which were thoroughly brief and long argued before the Minnesota Court. Both sides took a small victory in the decision as the Court narrowed the expert testimony albeit in a relatively small way. See Gustafson Dec. at ¶ 30.

6. Summary Judgment Briefing

The Minnesota Leadership and Syngenta filed multiple summary judgment motions: first in *Mensik* and later in the class case. The *Mensik* motions were briefed and argued in early 2017 and on April 11, 2017, the Court issued a split decision. Order Regarding Summary Judgment Motions, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Apr. 11, 2017). It rejected Syngenta’s resurrected argument that the economic loss doctrine barred *Mensik*’s claims and determined that “Plaintiff has presented admissible evidence showing a material fact issue on the claim for negligence based on limited launch.” *Id.* at p. 10. See Gustafson Dec. at ¶ 31.

In May 2017, Syngenta moved for summary judgment on the Class Plaintiffs' deceptive trade practice claims, negligence (failure to disclose or duty to warn), the Petitioning Clause, and any claim seeking physical injury. The Class cross-moved on allocation of fault issues, comparative fault issues, superseding cause questions, antitrust defense, failure to mitigate, and assumption of risk defense. After briefing and another lengthy oral argument (before both Judge Sipkins and Miller), the Court granted in part and denied in part both motions. Order Regarding Summary Judgment Motions, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 17, 2017). The key for the class was the Court's denial of Syngenta's motion related to failure to warn and on the Petitioning Clause and granted the Class' motions related to the allocation of fault issues, comparative fault issues, and the superseding cause. *Id.* at 2. *See Gustafson Dec.* at ¶ 32.

7. Punitive Damages

Unlike the MDL (and many states), under Minnesota state law, a party cannot plead punitive damages in their complaint. Rather, the party must move the Court to allow it to amend for punitive damages by presenting present *prima facie* evidence of the defendant's deliberate disregard for their rights that, if unrebutted, would support a judgment in plaintiffs' favor. Minn. Stat. §§ 549.191, 549.20, *see also, Olson v. Snap Prods., Inc.*, 29 F. Supp. 2d 1027, 1034 (D. Minn. 1998).

Essentially, this means that the Plaintiffs must compile the evidence – much akin to opposing a summary judgment motion on the merits – to persuade the Judge that the evidence supports sending the punitive damages claim to the jury. That was no small undertaking in this case. With over eighty depositions and 1.5 million documents (over

5,500 as deposition exhibits), this culling, sorting and presenting project was massive. See Gustafson Dec. at ¶ 33.

But in late 2016, Minnesota Leadership on behalf of certain bellwether plaintiffs moved for leave to amend the individual complaints to add punitive damages. After briefing and argument, the Court granted the motion for some and sought further choice of law analysis for several others. Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Jan. 9, 2017). In its findings of fact, the Court detailed the evidence the Minnesota Leadership had compiled and concluded that the plaintiffs presented a *prima facie* case that there is “clear **and convincing**” evidence from which a reasonable jury might conclude that Syngenta acted with deliberate disregard toward the plaintiffs under Minnesota law. *Id.* at 29 (emphasis added). See Gustafson Dec. at ¶ 34. No other litigation had this burden and the Minnesota Leadership hit a home run. Moreover, after initially refusing and a subsequent vigorous debate, Syngenta agreed that the Court’s bellwether punitive damages order also would apply to the class’ pending motion for leave to amend to add punitive damages. Order Regarding Class Plaintiffs’ Motion for Leave to Amend and Add Punitive Damages, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Jan. 17, 2017). See Gustafson Dec. at ¶ 34. Thus, having the Court rule for the Plaintiffs based on a detailed review of the evidence became one more pressure point for a potential large verdict in Minnesota.

8. Trial Preparation Mensik

Minnesota counsel prepared for the first bellwether in the country (*Mensik*) scheduled to begin in April 2017. This preparation – for the first of the Syngenta trials –

was a comprehensive and time-consuming undertaking. *See Gustafson Dec. at ¶ 36.* The Minnesota Leadership spent hours and hours weeding out the evidence and selecting the deposition testimony to make their case. They also had to prepare to cross examine several of Syngenta's key executives including Charles Lee and Jack Bernens because they could be subpoenaed in Minnesota. No other venue could offer this opportunity to see Syngenta witnesses tell their Viptera and Duracade story in person. *See Gustafson Dec. at ¶ 37.*

After completing the pretrial preparation and arguing all the pretrial motions, the parties selected a jury on April 25, 2017. But the next day, unsolvable jury issues resulted in a mistrial. The Court rescheduled the *Mensik* trial for July 2017, and the trial preparation began anew. Just before trial, Syngenta and Mensik settled. *See Gustafson Dec. at ¶ 38.*

9. The Minnesota Class Trial

Scheduled for September 2017, the Minnesota class trial preparation began near the time that the *Mensik* trial preparation started. The Minnesota trial team (and supporting casts) worked countless hours to distill the discovery record, to identify trial exhibits, witnesses and deposition designations. In addition to *Frye-Mack* motions, the parties engaged in significant pre-trial motion practice, prepared witness and exhibit lists, deposition designations, witness outlines and cross examinations, voir dire, jury instructions and special verdict forms.¹⁵ And of course, since Mensik settled, the

¹⁵ The *Mensik* trial had similarities to the class trial but *Mensik* was quite different as well. *Mensik* was an individual producer case (Viptera grower) and arose under

Minnesota Leadership again prepared to take the live testimony of Messers. Bernens and Lee plus several other Syngenta executive located in Minnesota. See Gustafson Dec. at ¶ 39. The trial team had dozens of negotiations with Syngenta's counsel regarding these exhibits, designations, jury instructions and verdict forms. These negotiations continued up to the trial start and beyond and the outstanding issues were argued before and decided by the Court.

After many weeks of round-the-clock preparations, the trial began on September 11, 2017 and continued until the case settled with only expert testimony and some class representative testimony remaining before the Minnesota class Plaintiffs rested. See Gustafson Dec. at ¶ 40; Cambronne Dec. at ¶ 21.

10. Settlement Negotiations

As the Courts know, the settlement negotiations in this case were as complex and difficult as the case itself. Early in the case (on February 25, 2016), the federal and Minnesota MDL Courts first entered a coordination order related to settlement and on March 23, 2016, the Courts appointed Ms. Ellen Reisman as Special Master to assist the courts in the efficient coordination of settlement discussions. See Gustafson Dec. at ¶ 42. Coordination Order Related to Settlement, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Feb. 25, 2016), ECF No. 1600; Coordination Order Related to Settlement, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Feb.

Nebraska law. So much of the pretrial motion and meet and confer matters needed to be revisited.

25, 2016); Order Appointing Special Master for Settlement, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Feb. 25, 2016); ECF No. 1745, Order Appointing Special Master for Settlement In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Mar. 23, 2016).

After the appointment of Special Master Reisman, the federal and Minnesota MDL leadership and Syngenta's counsel met with the Special Master multiple times throughout 2016 and 2017, but significant progress eluded the parties. In fact, Syngenta never offered one dollar to settle the cases prior to the fall of 2017. Syngenta's pending sale to ChemChina first announced in early 2016, further complicated the discussions. No real progress was made during these initial talks and no one was optimistic that the talks would ever amount to anything. *See Gustafson Dec.* at ¶ 42.

In the fall of 2017, after the \$217 million plaintiffs' verdict in the Kansas class trial, the potential of a second verdict in the Minnesota class trial (where damages were double Kansas and punitive damages loomed) and the imminent sale of Syngenta to ChemChina posed increasingly difficult obstacles to a voluntary resolution of this sprawling litigation. Not only would Syngenta face multiple judgments, including potentially punitive damages¹⁶ in the Minnesota class trial, there was a real risk that collecting such large judgments – assuming they were affirmed on appeal – may be complicated by the ChemChina acquisition. Moreover, if plaintiffs prevailed yet again, settling the case for numbers less than the jury verdicts posed potential optics problems

¹⁶ The Kansas jury did not award punitive damages.

for the classes. Although any verdict in Minnesota would be subject to appeal, that appeal would be to the Minnesota appellate courts which were very different than the federal system. *See Gustafson Dec. at ¶ 43.*

But the negotiations – with multiple parties participating – were stalled. There were simply too many cooks in the kitchen and too many different opinions on how to settle the case. The class folks wanted a class settlement and the mass tort lawyers wanted an inventory settlement. Syngenta still believed it could win the litigation and didn't want any settlement. But sensing that the timing was now, and with those issues lingering in the background, on August 9, 2017, the Courts jointly appointed a fresh Negotiating Committee to jump start the discussions and get them to negotiate a global settlement for the parties. *See Gustafson Dec. at ¶ 45; IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Aug. 9, 2017), ECF No. 3366; Tweet et al. v. Syngenta AG et al. 3:16-cv-00255 (S.D. Ill. Aug. 9, 2017), ECF No. 234; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 9, 2017).*

The Courts appointed Christopher Seeger (Chair), Clayton Clark, Daniel Gustafson, and Mikal Watts to handle negotiations for Plaintiffs. In their respective orders, the Courts recognized that this committee would “appropriately balance[] the goals of representing the interests of different groups of producer plaintiffs while maintaining a workably sized group to conduct settlement negotiations.” *See Gustafson Dec. at ¶ 46. Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591*

(D. Kan. Aug. 9, 2017), ECF No. 3366; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, *Tweet et al. v. Syngenta AG et al.* 3:16-cv-00255 (S.D. Ill. Aug. 9, 2017), ECF234; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, *In re: Syngenta Litigation*, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 9, 2017). The Courts ordered the parties "report on a weekly basis" to Judge Herndon who subsequently appointed the Honorable Daniel Stack (ret.), who was special discovery master in the Illinois state and federal cases, to assist in settlement negotiations. See Gustafson Dec. at ¶ 46.

The Special Masters, Syngenta's counsel and the newly-appointed Negotiating Committee led by Chris Seeger immediately set up an ambitious schedule of meetings, conference calls and one on one discussions. Even though the Minnesota trial was only a month away and the parties were working seriously on trial preparation, the negotiating group met repeatedly in person and by telephone. Inch by inch, block by block, the negotiating group made progress toward executing a term sheet that finally would end the litigation. For the reasons discussed above, it was widely perceived that a global settlement, if any was to occur at all, had to occur before the class trial in Minnesota came to an end. See Gustafson Dec. at ¶ 47.

To that end, the negotiators continued to meet even after the Minnesota class trial started, often meeting when Ms. Smith, Mr. Gustafson and Mr. Watts ended their court day. The meetings went into the wee hours of the morning toward the end. But the Special Masters and the settlement group soldiered on. The discussions were adversarial, sometimes angry, always respectful but the issues facing the group were significant and

unique. Syngenta wanted an overall solution and the Plaintiffs' groups had different interests. Although it often appeared hopeless, the work of the negotiating group was to be the most important factor in resolving this litigation and creating a huge recovery for the settlement class. The hard work and persistence eventually paid off, and the parties reached a settlement in principal and signed a non-binding term sheet during the third week of the Minnesota class trial. *See Gustafson Dec. at ¶ 48.*

Even after the term sheet was executed, the settlement was far from a reality and there were many times that it appeared that the settlement would disintegrate. The negotiators¹⁷ continued to meet with the Special Masters in person and by telephone to finalize a very detailed settlement structure that encompassed not only the Kansas and Minnesota class cases, but the individual cases filed throughout the country as well, including the non-producer cases on behalf of ethanol plants and grain handling facilities. *See Gustafson Dec. at ¶ 47.* Reflecting the vigorous representation by the parties involved and the extent to which each side was negotiating on behalf of their constituents, the Courts twice convened in-person hearings to discuss the status of the settlement and nudge the process along. *See Gustafson Dec. at ¶ 50.* Apparently frustrated with the process, a final settlement conference was set for February 26, 2018 in the event the parties had not finalized settlement documents, where the Courts ordered that it [the settlement status conference] would “continu[e] from day-to-day thereafter.”

¹⁷ After the term sheet was executed, Pat Stueve of the Kansas MDL joined the negotiating group working on the final settlement papers.

See Gustafson Dec. at ¶ 50. Order Regarding Settlement Status Report, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Jan. 4, 2018), ECF No. 3492 at 2. Finally, after months of hard-fought negotiations, all the hard work and first-class lawyering paid off and the parties finalized the Settlement Agreement and filed their motion for preliminary approval of the \$1.51 billion settlement. See Gustafson Dec. at ¶ 50.; Cambronne Dec. at ¶ 22.

C. The Difficulties with the Litigation

“In determining a reasonable attorney’s fee award, courts emphasize the risk undertaken by counsel: complex cases justify higher fees, and simple cases lower fees.” *Been v. O.K. Indus.*, No. CIV-02-285-RAW, 2011 WL 4478766, at *7 (E.D. Okla. Aug. 16, 2011); see also *Stalcup v. Schlage Lock Co.*, 505 F. Supp. 2d 704, 707 (D. Colo. 2007) (any class action presents complex and difficult legal and logistical issues which require substantial expertise and resources). Here the risk was enormous.

After presiding over three plus years of litigation, motion practice and two trials, the Courts well know that this litigation was difficult, complex and highly risky. The facts were voluminous, complicated and spanned many years. Syngenta raised many defenses in the litigation that threatened to derail the cases right from the start. These defenses were “knock out” blows in the sense that if Syngenta prevailed – even as late as on appeal – the case would be over. Not a remand for a new trial but over as in “NO RECOVERY FOR FARMERS.” These issues included duty and the economic loss doctrine to name a few. See Cambronne Dec. at ¶ 26-27.

Syngenta's defenses also applied to the Non-Producer Plaintiffs, including the grain-handling facilities and elevator-production facilities. See Memorandum in Support of Motion To Dismiss Producer And Non-Producer Plaintiffs' Amended Class Action Master Complaints, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. June 19, 2015), ECF No. 857. Indeed, Syngenta contended that the duty at issue here would have required "*controlling the actions of the Non-Producer Plaintiffs themselves,*" which it characterized as "literally unprecedented." *Id.* at 3. Moreover, coming up with a class theory of damages proved illusive for the non-producers (neither the MDL nor the Minnesota Leadership moved for a non-producer class) because the damages ultimately stemmed from lost profits – a measure nearly impossible to certify as a class case. Thus, unless the non-producer was a very large business, these cases were problematic on a single case basis because the damages were not high enough to justify a two to three-week trial.

For the Viptera/Duracade Subclass, all those risks were present plus significant potential limitations based on the Syngenta grower agreements and the language limiting remedies and application of the more robust and widely-followed contractual economic loss doctrine. See Memorandum in Support of Motion to Strike Expanded Class Allegations in Producer Plaintiffs' Second Amended Class Action Master Complaint at 9-21, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Jan. 29, 2016), ECF No. 1494 (outlining distinct arguments directed at purchasers in this regard). Syngenta would surely argue also that (outlining distinct arguments directed at purchasers in this regard). Syngenta would surely argue also that Subclass 2, 3 and 4

members would be subject to comparative fault, assumption of the risk, or contributory negligence defenses not applicable to the Subclass 1 members.

Although the Courts previously rejected Syngenta's defenses on the motion to dismiss and for summary judgment (the post-trial motion as to the Kansas class judgment is still pending), Syngenta's inevitable appeals posed specific risk on liability, damages and class certification issues. As many of these issues raised questions of law with *de novo*, the outcome was unknowable and far from certain. More importantly, the issues posed "knock out" potential: if the appellate court ruled that Syngenta did not have a legal duty, for example, the case could be dismissed without any recovery for plaintiffs.¹⁸

Syngenta also criticized Plaintiffs' theory of and means of proving damages. It argued that the drop in U.S. corn prices – was too remote a harm to constitute proximate cause because it "extends through far too many steps—and too many independent actions by third parties." It also pressed its arguments made in its *Daubert* and *Frye-Mack* motions, that the damages methodologies employed by Plaintiffs were flawed as a matter of law. In its post-trial Kansas motion, Syngenta also contended that the damages awarded were too speculative and, thus, must be

¹⁸ Although the Courts here largely rejected Syngenta's argument that it owed no legal duty to Plaintiffs, at least one Ohio state court accepted it finding that: Syngenta had no duty to protect against economic harm caused by the intended use of its products, and that liability could not extend to parties who did not purchase corn directly from Syngenta. See Declaration of Amanda M. Williams In Support of Minnesota Co-Lead Class Counsel's Joint Motion for Approval of Common Benefit Awards, Ex. A, J. Entry, *Fostoria Ethanol v. Syngenta Seeds*, 15-cv-0323 (Ohio Ct. Com. Pl. June 28, 2017).

overturned. Memorandum in Support of Syngenta's Post-Trial Rule 50(B) Motion for Judgment as A Matter of Law and Alternatively, Rule 59 Motion for A New Trial and/or Remittitur at 65, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan. Jan. 29, 2016), ECF No.3344.

The Minnesota class trial – which was partially complete when the settlement was reached – also faced uncertainty. Despite the Kansas jury verdict, a different jury could have reached a different result either as to the threshold issue of liability or as to the amount of damages awarded and as to punitive damages. And, even if the jury rendered a verdict in plaintiffs' favor, Syngenta would certainly have appealed.

In sum, years of continued motion practice, trials and appeals regarding the merits (including numerous questions of law, sufficiency of evidence, and admissibility of experts' opinions) of the claims lay ahead – with the eventual outcome unknowable. The settlement ended that uncertainty, created a huge recovery for the settlement classes and gave corporate finality to Syngenta so it could move forward with its international business.

D. The Skill and Experience of the Minnesota Leadership

This case required the highest level of legal skill. Syngenta was a large sophisticated, well-funded corporation that was represented by highly-skilled, nationally-respected litigators. Syngenta challenged plaintiffs at every turn, pulled out every stop

and to fight back and overcome these obstacles required the best of the Minnesota leadership.¹⁹ See *Cambronne Dec.* at ¶ 30-32.

The Minnesota leadership included skilled and experienced lawyers from Minnesota and across the country. Individual Co-Lead Counsel, Lew Remele and Frank Guerra and Co-Lead Class Counsel, Dan Gustafson and Bill Sieben have over 100 years of experience in plaintiffs' class and complex litigation. Their firms and the firms on the Plaintiffs' Executive Committee have vast experience in trial, class and massive bet-the-company, complex litigation. They have litigated against some of the largest companies in the world and have achieved significant success for their clients over the years. See *Gustafson Dec.* at ¶ 71. (attaching firm resumes for Co-Lead and PEC firms).

In this case, the Minnesota Leadership directed the Minnesota litigation in an efficient and successful manner. They managed the day-to-day work, developed and implemented a strategic litigation plan and played a major role in the settlement negotiations. It is important to note that they did not just "follow Kansas." The issues litigated in Minnesota arose under Minnesota law, created similar but not identical issues, had different discovery and evidentiary standards and a different trial setting including a

¹⁹ See *Brown v. Phillips Petroleum Co.*, 838 F.2d 451, 455 (10th Cir. 1988) ("quality of opposing counsel" supports fee applications); *Smith v. Krispy Kreme Doughnut Corp.*, No.1:05:cv00187, 2007 WL 119157, at *2 (M.D.N.C. Jan 10, 2007) ("Additional skill is required when the opponent is a sophisticated corporation with sophisticated counsel."); *Schwartz v. TXU Corp.*, No. 3:02-cv-2243-K, 2005 WL 3148350, at *29-30 (N.D. Tex Nov. 8 2005) ("The standing of opposing counsel should be weighed in determining the fee, because such standing reflects the challenge faced by plaintiffs' attorneys... The ability of plaintiffs' counsel to obtain such a favorable settlement for the Class in the face of such formidable legal opposition confirms the superior quality of their representation.") (internal citation omitted).

“non-unanimous jury verdict” system. The Minnesota Leadership undertook or oversaw all major briefing, and managed the Minnesota discovery, including document review, and deposition preparation. The leadership were all significantly involved in the mock trials, trial preparations and bellwether and class trial.

In the end, the settlement of \$1.51 billion dollars speaks for itself and is the best metric for evaluating the Minnesota Leadership’s skill and advocacy on behalf of the settlement classes. *See In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, 991 F. Supp. 3d 437, 441 (E.D.N.Y. 2014) (“[T]he quality of representation ... may be measured in large part by the results that counsel achieved for the classes.”); *In re Copley Pharm, Inc. “Albuterol” Prod. Liab. Litig.*, 1 F. Supp.2d 1407, 1414 (D. Wyo. 1998) (“While it is beyond dispute that class counsel are among the nation’s most experience, reputable, and skilled plaintiff’s attorneys, class counsel’s skill is further demonstrated by the results achieved.”).

E. Preclusion of Other Employment

The Minnesota leadership team all dedicated multiple attorneys to litigate this case almost full time since 2015. As the Courts know, the substantial demands and duration of the case obviously required these firms to forego other litigation opportunities. Each of these firms put forth the resources to litigate this case to this successful result and dedicated many attorneys and paralegals to the endeavor. This work – demonstrated by the tens of thousands of hours contributed – aptly demonstrates that other opportunities went by the wayside. As such, this factor supports the requested fee award. *See Brown*, 838 F.2d at 455 (granting fee application and emphasizing the substantial work on the

litigation “precluded or reduced their opportunity for other employment”); *Allapattah*, 454 F. Supp.2d at 1209 (“Taking on this resource-sapping, risk-based venture also precluded Class Counsel from accepting other contingent matters during the period of representation.”); *see also Lucas v. Kmart Corp.*, No. 99-cv-01923-JLK-CBS, 2006 WL 2729260, at *6 (D. Colo. July 27, 2006) (“Large-scale class actions... necessarily require a great deal of work, and a concomitant inability to take on other cases.”); *Lucken Family Ltd. P’ship, LLLP v. Ultra Res., Inc.*, No. 09-cv-01543-REB-KMT, 2010 WL 5387559, at *5 (D. Colo. Dec. 22, 2010) (“Because of the number of hours that class counsel have been required to devote to this case, class counsel necessarily were precluded from handling other litigation matters during that time.”); *see also* Cambronne Dec. at ¶ 33-34.

F. The Customary Contingent Fee

To compensate counsel for the risks and delay inherent in contingent cases, and to ensure vigorous enforcement of these complex areas of laws, attorney’s fees should reflect, at a minimum, what is typically agreed to by clients and attorneys. “[A] district court should consider the rate [a] reasonable, paying clients would pay, and use that rate to calculate the presumptively reasonable fee.” *Arbor Hill Concerned Citizens Neighborhood Ass’n v. Cnty of Albany and Albany Cnty. Bd. Of Elections*, 522 F.3d 182, 193 (2d Cir. 2007). *See also In re Synthroid Marketing Litig.*, 264 F.3d 712, 718 (7th Cir. 2001) (“courts must do their best to award counsel the market price for their legal services, in light of the risk of nonpayment and the normal rate of compensation in the market at the time.”)

A one-third fee contingent fee is the norm. *See, e.g., Shaw v. Interthinx, Inc.*, No. 13-CV-01229-REB-NYW, 2015 WL 1867861, at *6 (D. Colo. Apr. 21, 2015) (“The customary fee awarded to class counsel in a common fund settlement is approximately one third of the total economic benefit bestowed on the class.”) (quotation marks omitted; citation omitted).; *Davis v. Crilly*, 292 F. Supp. 3d 1167, 1174 (D. Colo. Feb. 22, 2018) (holding that an award for attorneys’ fees and expenses that is 37% of the gross settlement amount is reasonable and “well within the normal range for a contingent fee award.”); *Campbell v. C.R. Eng., Inc.*, No. 2:13-CV-00262, 2015 WL 5773709, at *7 (D. Utah Sept. 30, 2015) (approving fee and expense award totaling 33.3% of the common fund and finding that such was consistent with awards in similar common fund cases); *Peck v. Encana Oil & Gas, Inc.*, No. 15-cv-01800-CMA-KHR, 2018 WL 1010944, at *3 (D. Colo. Feb. 22, 2018) (approving fee and expense award totaling 37.5% of gross settlement amount); *Cimarron Pipeline Constr., Inc. v. Nat’l Council on Compensation Ins.*, Nos. CIV-89-822-T, CIV-1186-T, 1993 WL 355466, at *4-5 (W.D. Okla. June 8, 1993) (holding that “[f]ees in the range of 30-40% of any amount recovered are common in complex and other cases taken on a contingent fee basis,” and finding that “attorneys’ fees of 33 1/3% of the common fund created by the efforts of counsel for the Class are in line with comparable other cases, [and] consistent with the prevailing case law of this circuit.”). As one study found: “Substantial empirical evidence indicates that a one-third fee is a common benchmark in private contingency fee cases.” Eisenberg and Miller, *Attorney Fees in Class Actions Settlements: An Empirical Study*, 1 J. Empirical Legal Stud. 27 (2004), at 35. “In non-class contingency fee litigation, a 30% - 40%

contingency fee is typical.” *Montague v. Dixie Nat. Life Ins. Co.*, CIV.A. 3:09-0687, 2011 WL 3626541, at *2 & *3 (D.S.C. Aug. 17, 2011). “Attorneys regularly contract for contingent fees between 30% and 40% with their clients in non-class, commercial litigation.” *In re Remeron Direct Purchaser Antitrust Litig.*, No. Civ. 03-0085, 2005 WL 3008808, at *16 (D.N.J. Nov. 9 2005); *see also In re Ready-Mixed Concrete Antitrust Litig.*, 1:05-CV-00979, 2010 WL 3282591, at *3 (S.D. Ind. Aug. 17, 2010 (“[T]he market price for legal services, in light of the risk of nonpayment and the normal rate of compensation in the market at the time is a contingent fee in the amount of one-third (1/3) of the common fund recovered.”) (internal quotations, citations omitted); *Flournoy v. Honeywell Int’l, Inc.*, No. Civ. A. 205-184, 2007 WL 1087279, at *2 (S.D. Ga. Apr. 6, 2007) (“The most common contingent fee is one third of the recovery. Forty percent fee contract are common for complete and difficult litigation ...”),²⁰ *See* *Cambronne Dec.* at ¶ 35.

²⁰ *See also Williams v. Sprint/United Mgmt. Co.*, No.03-2200-JWL, 2007 WL 2694029, at *6 (D. Kan. Sept 11, 2007 (awarding 35% of 57 million common fund) (Lungstrum, J.); *Lewis v. Wal-Mart Stores, Inc.*, No. 02-cv-0944, 2006 WL 3505851, at *1 (N.D. Okla. Dec 4 2006) (awarding one-third of the settlement fund and noting that a “one-third [fee] is relatively standard in lawsuits that settle before trial”); *In re United Telecommc’ns Sec. Litig.*, No. 90-2251-0, 1994 WL 326007, at *3 (D. Kan. June 1, 1994)(awarding 33.3% of settlement fund); *Cimarron Pipeline Const. Inc. v. Nat’l Council on Comp. Ins.*, No. 89-822, 1993 WL 355466, at *2 (W.D. Okla. June 8, 1993)(“Fees in the range of 3—40% of any amount recovered are common in complex and other cases taken on a contingent fee basis.”); *New England Health Care Employees Pension Fund v. Fruit of the Loom, Inc.*, 234 F.R.D. 627, 635 (W.D. Ky. 2006) (“[A] one-third fee from a common fund case has been found to be typical by several courts.”) (citations omitted); *Remeron*, 2005 WL 3008808, at *15 (“A one third fee from a common fund has been found to be typical by several courts within this Circuit which have undertaken surveys of award with the Third Circuit and others.” (citation omitted); *In re Ravisent Tech., Inc. Sec. Litig.*, No. Civ. A 00-cv-1014, 2005 WL 906361, at *11

Courts consider the uncertainty of contingent litigation and the risk of non-payment as support for requested fee awards. See *In re Universal Service Fund Tel Billing Litig.*, No. 02-MD-1468-JWL, 2011 WL 1808038, at *2 (D. Kan. May 12, 2011) (awarding one third of the judgment fund where “any fee recovery by counsel was contingent on success in the litigation”); *Stanley v. U.S. Steel Co.*, 04-74654, 2009 WL 4646647, at *3 (E.D. Mich. Dec. 8, 2009) (“A contingency fee arrangement often justifies an increase in the award of attorneys’ fees[.]”) (internal quotations, citation omitted); *Lucas v. Kmart Corp.*, No. 99-cv-01923, 2006 WL 2729260, at *6 (D. Colo. July 27, 2006)(“Given the risk of non-recovery, this factor weighs heavily in favor of the required fee.”)(citation omitted).

The facts speak for themselves. The Minnesota Leadership undertook leading this case on a completely contingent basis. If the case had failed, they would have gotten nothing. At each stage, the time spent, and expenses incurred, on this litigation have been at risk, with recovery dependent on success. Since 2015, the Minnesota leadership have invested tens of millions of dollars of legal time and made millions of dollars of cash payments for expenses out of their own pockets on behalf of the Minnesota plaintiffs and the Minnesota class. This investment would have been lost had Syngenta prevailed.

(E.D. Pa. Apr. 18, 2005)(“[C]ourts within this Circuit have typically awarded attorneys’ fees of 30% to 35% of the recovery, plus expenses.”); *In re AmerisSoft Corp. Sec. Litig.*, 210 F.R.D. 109, 134 (D.N.J. 2002) (“Scores of cases exist where fees were awarded in the one-third to one half of the settlement fund.”)(citations omitted); *Klein v. PDG Remediation, Inc.*, No. 95 Civ. 4954, 1999 WL 38179, at *4 (S.D.N.Y Jan. 28, 1999)(“33% of the settlement fund ... is within the range of reasonable attorney fees awarded in the Second Circuit”); *Moore v. United States*, 63 Fed. Cl. 781, 787 (2005)(“one-third is a typical recovery”).

A one-third fee is reasonable in even in “megafund” cases as those cases are well-known to be among the most complex and risky matters to handle on a contingent basis. Many courts have rejected arguments that percentage fees should be reduced in large recovery cases because doing so would be “antithetical to the percentage of the recovery method ... the whole purpose of which is to align the interest of counsel and the class by rewarding counsel in proportion to the results obtained. *See Allapattah*, 454 F. Supp. 2d at 1213, 1241 (awarding 31.33% fee from 1.06 billion settlement). *See also In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 01-03 (3d Cir. 2005) (“[T]here is no rule that a district court must apply a declining percentage reduction in very settlement involving a sizeable fund.”); .”); *In re Urethane Antitrust Litig.*, Case No. 04-1616-JWL, 2016 WL 4060156, at *1 (D. Kan. July 29, 2016) (affirming attorneys’ fees of one-third of a \$835 million settlement fund); *In re: Cathode Ray Tube (Crt) Antitrust Litig.*, C-07-5944 JST, 2016 WL 183285, at *2 (N.D. Cal.14, 2016) (30% fee from a \$127 million settlement was appropriate given the work done by counsel and the result reached in similar large complex cases) *See* Cambronnie Dec. at ¶ 36.

In re TFT-LCD [Direct Purchaser] Antitrust Litig., No. 07-md-01829, 2011 WL 7575003, at *1 (N.D. Cal. Dec. 27, 2011)(30% fee from \$405 million fund in case that settled before trial and was assisted by numerous guilty pleas); *In re TFT-LCD [Indirect Purchaser] Antitrust Litig.*, 2013 WL 1365900, at *8 & n. 11 (N.D. Cal. Apr. 3, 2013) (30% fee to all counsel including state attorney’s from \$1.08 billion fund in case that settled before trial and was assisted by numerous guilty pleas; *In Re Checking Account Overdraft Litig.*, 830 F. Supp. 2d 1300, 1367 (S.D. Fla. 2011 (30% fee from \$410 million

fund in case that settled before class certification, with court explaining that “courts nationwide have repeatedly awarded fees of 30 percent or higher in so called ‘megafund’ settlements”).

G. Lodestar Cross-Check

Courts often use a lodestar “cross-check” analysis to confirm the reasonableness of a requested common fund fee award. Manual for Complex Litigation, Fourth §21.724; Newberg on Class Actions § 15:85 (5th Ed 2015). To apply the cross-check analysis, courts calculate the total lodestar incurred in the litigation and apply a case-specific “multiplier” to account for risk, outcome, quality of work and other case-specific factors. *Id.* See also *Rite Aid*, 396 F.3d at 305-06 (explaining cross-check method and emphasizing that it requires “neither mathematical precision nor bean-counting.”)

Courts routinely award multipliers between 1-4 depending on the facts of the case. See, e.g. *Vizcaino*, 290 F.3d at 1050-51 & n.6 (awarding 3.65 multiplier from \$96 million settlement fund and noting standard 1-4 multiplier range); see also NEWBERG ON CLASS ACTIONS § 14.6 (4th ed. 2009 (“multiples range from one to four frequently are awarded in common fund cases when the lodestar method is applied). Courts have also awarded multipliers larger than four if the specifics of the case justify it. See *In re Enron Corp.*, 586 F. Supp. 2d 732, 799-803 (S.D. Tex. 2008) (approving 5.2 multiplier and \$688 million fee award, and collecting similar cases); see also *Cambronne Dec.* at ¶ 40.

1. Time Collection and the Audit Process

As detailed above, this litigation was a massive undertaking. It was complex from both a legal standpoint as well as a more practical, procedural standpoint. The attorneys

on both sides provided excellent legal analysis of complicated, often murky law. In addition to providing superior legal work, Minnesota Leadership successfully undertook a monumental effort to organize and unite large groups of individual attorneys with individual clients and occasionally competing interests to work toward a common goal. *See Gustafson Dec. at ¶ 60.*

Early in the Minnesota litigation, Judge Sipkins – at the request of the Minnesota Leadership - established common benefit time and expense recording protocols. *See Gustafson Dec. at ¶ 61; See Common Benefit Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Dec. 7, 2015), Order Establishing Common Benefit Rules, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 5, 2016).* Those protocols described typical common benefit time and expenses, required monthly submission of such common benefit time and determined a process for submitting that time to the Court. *Id.* The Minnesota Leadership collected time and expense reports during of the litigation pursuant to the Court’s direction. *See Gustafson Dec. at ¶ 61.*

As is the common practice in large complex class-wide settlements, after the settlement was announced, the Minnesota Leadership took several steps to establish an accurate, complete compilation of the common benefit time and expenses in this litigation. *See Gustafson Dec. at ¶ 62.* First, they reminded every firm with cases filed in Minnesota that time and expenses must be submitted monthly and gave everyone a chance to make final submissions. *Id.*

Second, they advised everyone that they [the Minnesota Leadership] would audit the time and expenses to assure compliance with Judge Sipkins’ orders and the well-

established parameters for acceptable common benefit time and expenses. *See Gustafson Dec. at ¶ 63.* This audit process began months before the time and expense petition was due and was undertaken by the Minnesota Leadership under the direction of the Co-Lead Counsel. Of course, because more than 220 firms submitted time and expenses, this process was a massive undertaking. *See Gustafson Dec. at ¶ 63.*

Third, the audit itself was conducted in several phases. The audit committee first reviewed all the submitted time and expenses and identified defects or questionable time or expense entries. Among the items identified were the following:

- Duplicate Entry
- Excessive Time for Task
- Administrative Time
- Time that occurred prior to the appointment of Leadership
- Unauthorized Travel, Research, Read and Review, Communications with Experts or Other Counsel, Attendance at a Hearing
- Time for the Wrong Case
- Time Spent Preparing the Individual Firm's Time Reports

The committee also identified time or expenses that appeared to relate solely individual cases. And finally, they identified time or expenses that related to either bellwether plaintiff discovery or plaintiff fact sheets. *See Gustafson Dec. at ¶ 64.*

After the first audit was done, the committee had a smaller subset of people (the audit subcommittee) review the work to improve the consistency of the audit process. That smaller audit subcommittee reviewed the hundreds of time submissions from attorneys who appeared to primarily have worked on their individual cases, bellwether discovery and plaintiff fact sheets. *See Gustafson Dec. at ¶ 65.*

Once those second audit reviews were completed of the individual counsel, the audit sub-committee did a second review of the twelve Co-Lead and PEC firms (the Minnesota Leadership) that had a more significant role in the case and performed the work that is more typically considered common benefit including motion practice, discovery against Syngenta, overall litigation strategy, trial preparation and trial. *See Gustafson Dec. at ¶ 66.* This second review process required several weeks of work on the part of the audit subcommittee. *See Gustafson Dec. at ¶ 66.*

After that work was completed, the Minnesota Leadership continued to discuss the parameters of the common benefit time submission and finally reached consensus on what is now being submitted to the Court.²¹ *See Gustafson Dec. at ¶ 67.* For the twelve Co-Lead and PEC firms that did most of the common benefit work in the Minnesota litigation, Minnesota Leadership believed they needed to have the opportunity to respond to the audit results if they had additional information they wanted the audit committee to consider. *See Gustafson Dec. at ¶ 69.*

In response to those objections, the Minnesota Leadership believed the most appropriate course of action at that time was to have a single person review the objections [except for that person's own firm's time] and make the determination as to whether

²¹ Because the audit and secondary audit took longer than expected, the Minnesota Leadership did not send out the audit results to Minnesota counsel until early July. Given the intervening holiday and short time frame, the Minnesota Leadership decided to submit the time of the individual attorneys on a global basis (rather than firm by firm) as the audit committee determined. For the Minnesota Leadership, all time is submitted individually and collectively. *See Gustafson Dec. at ¶ 68.*

those objections or clarifications would result in a change in the audit designation. *See* Gustafson Dec. at ¶ 70. Again, the purpose was to maintain consistency throughout the process. Once those re-reviews were completed, any final changes were made.

Finally, the final audits were sent back to those twelve law firms by Minnesota Leadership advising each firm of the allowable common benefit time and expenses. *See* Gustafson Dec. at ¶ 70. The Minnesota Leadership then collected affidavits/declarations from each firm attesting to the hours/expenses incurred and aggregated those totals for the submission of the common benefit time and expenses. *See* Gustafson Dec. at ¶ 70.²²

2. The Minnesota Common Benefit Time

As this case has reached its conclusion, the Courts have presided over years of motion practice, discovery, class certification, pretrial matters and trials. As such, the Courts can fully evaluate the body of work done on behalf of the settlement class and compare the total lodestar for the entire litigation to the total fees requested from the settlement fund for all common benefit work.

To perform the lodestar cross-check, the Court needs (1) the total lodestar from the beginning of the case to the end; and (2) the total requested fee. In this case, to award an

²² As the Courts can see, we have submitted detailed summaries from each firm regarding that firm's time and expense submissions. If the Courts want, we can submit the full detailed time records for each timekeeper, for each firm and the full expense submission with back up records. We have submitted summaries now due to the volume of these records.

overall fee, the Courts should look at the lodestar from the MDL case, Minnesota, and Illinois (and the scattered other few cases).²³

To that overall effort, Minnesota contributed approximately 82,000 hours of common benefit time (including all attorneys and paraprofessionals) representing the Minnesota class and individuals in Minnesota with a value of approximately \$41.1 million dollars based on 2017 rates. See Gustafson Dec. at ¶ 10. Current rates are the appropriate metric. See, e.g. *West v. Potter*, No. CV 05-1339 (HHK/AK), 2009 WL 10659210, at *4 (D.D.C13, 2009) (“The weight of authority from this Circuit favors employing current prevailing market rates where there is a need to make an adjustment for delay in payment.”); *United States v. Malik*, No. 2:12-CV-306, 2016 WL 6818880, at *5 (N.D. Ind18, 2016) (finding that it was appropriate to use current rates in a lodestar calculation “in a case that has spanned several years.”).

Minnesota counsel also did nearly 50,000 hours of PFSs work complying with Judge Sipkins order for tens of thousands of individual clients. See Gustafson Dec. at ¶ 76. This undertaking was massive and although not normally considered common benefit time, see *Common Benefit Orders*, this specific time should be in this case. That value of that time is approximately \$14 million dollars. See Gustafson Dec. at ¶ 76. In addition, Minnesota counsel also spend over 2,000 hours working on bellwether discovery which

²³ Although many of the individual counsel with contingent contracts do not keep regular time records, some do. That time should also be considered. Of course, in considering the time of the Minnesota leadership, some of the time submitted may duplicate some of the work done that certain counsel suggest should support their contingent contracts. We fully expect that this duplication, if any, we be sorted out by the Courts (or the Special Masters) to create an offset so no counsel is paid twice for the same work.

had a submitted value of over \$1.2 million. *See Gustafson Dec. at ¶ 76.* Together the PFS and Bellwether time from Minnesota counsel is approximately \$15.2 million for a grand total of \$56.3 million plus approximately \$6 million dollars of expenses. *See Gustafson Dec. at ¶ 76.*

Given the great results obtained here and the highly-skilled and professional work of all the counsel, Minnesota leadership joins the MDL and Illinois counsel in respectfully submitting that this case certainly belongs on the high end of the typical multiplier range. *See e.g. Enron*, 586 F. Supp. 2d at 799-803 (5.2 multiplier and \$688 million fee award justified by the “unmatched size of the recovery, the obstacles and risks ... and the skill and commitment exhibited by counsel”); *Payment Card Interchange Fee*, 991 F. Supp. 2d at 447-48 (\$544.8 million fee and 3.41 multiplier, which is “comparable to multipliers in other large, complex cases”); *In re Credit Default Swaps Antitrust Litig.*, No. 1:13-md-02476-DLC, 2016 WL 2731524, at *7 (S.D.N.Y Apr. 26, 2016) (\$253.8 million fee and multiplier “just over 6” in case that settled before class certification).

3. The Individual Plaintiff Fact Sheet and Bellwether Time

During the course of this litigation, the Minnesota Leadership worked diligently on the issues related to the PFSs and Bellwether discovery. This work was done on behalf of all cases and clients, not just specific clients retained by a particular firm or firms. This work is common benefit in its truest sense and submitted by the Minnesota Leadership as such.

But the non-leadership firms representing Minnesota individual clients also worked on PFSs and Bellwether discovery during the course of this case as it was as

Judge Sipkins noted a “massive undertaking.” Although the Minnesota leadership understands that work on PFSs and Bellwether discovery by individual attorneys for their own clients might not be normally the type of time considered common benefit work, *see* Order Establishing Common Benefit Rules at 7, *In re: Syngenta Litigation*, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 5, 2016). Judge Sipkins contemplated – given the magnitude of the undertaking in Minnesota to comply with the PFSs order – that Co-Lead counsel may, in fact, consider and approve some of this time as common benefit time.

To that end, we asked counsel representing individual clients to submit time records of the efforts that they undertook to complete PFSs and Bellwether discovery so we could present that time to the Courts for their consideration. *See* Gustafson Dec. at ¶ 74. As discussed above, this time spent responding to PFSs and Bellwether discovery was an important part of the overall strategy in Minnesota and significantly increased the litigation pressure on Syngenta. Even if Syngenta had succeeded in its efforts to derail the class certification motion, they could get no satisfaction because the individual Minnesota counsel stood behind the class case with tens of thousands of plaintiffs willing to take their cases to trial one by one. Because of these individual cases – and the inability to get them dismissed for failure to file PFSs or comply with the Bellwether discovery – Syngenta could not dramatically decrease the level of its exposure – even if the class motions were denied. In other words, because of the work done to comply with the PFS’ order, the Minnesota litigation posed a threat of never-ending trial after trial to Syngenta no matter what happened with the Minnesota or Kansas class motions or trials.

But the Minnesota leadership recognizes that this time is not normally what Courts think of as common benefit time and that it may pose a risk of duplicate payment. But here, the Courts should compensate this time as common benefit time for the reasons stated above and put in place an offset procedure to avoid duplicate payment problems. These attorneys contributed to the outcome through their efforts and that should not go uncompensated. *See Gustafson Dec. at ¶ 73.*

The Minnesota counsel spent more than 50,000 hours solely on collecting, compiling and serving PFSs on Syngenta which has a total lodestar value of approximately \$ 14 million dollars. *See Gustafson Dec. at ¶ 76.* Those attorneys also spent more than 2,000 hours on Bellwether discovery with a value of approximately \$1.2 million. *See Gustafson Dec. at ¶ 76.* All in all we ask that the common benefit time for Minnesota be increased by \$15 million. *See Gustafson Dec. at ¶ 72.*

III. SOME PLAINTIFFS' COUNSEL FEE AGREEMENT

As the Courts know, the Special Masters and counsel for the MDL, Clark, Watts and Minnesota spent many months trying to reach a global fee allocation agreement. During this process, the parties reached an impasse and the Special Masters made a mediators' proposal that was not accepted by all so the negotiations continued. Ultimately, the MDL, Minnesota, Clark, and Watts reached an agreement but contending he was going to be sued if he signed, Mr. Watts decided he could not sign the agreement. The other three, the MDL, Minnesota and Clark then agreed to split up a portion of the

fees leaving the remaining portion (originally allocated to Watts) to be allocated by the Courts.²⁴

That second fee sharing agreement allocated the common benefit fees as follows:

- 50% of the Fee Request to Chris Seeger, the MDL leadership and the firms on its Executive Committee and/or firms that did authorized common benefit work²⁵;
- 12.5% of the Fee Request to Minnesota Common Benefit Counsel to allocate among the Class Co-Lead Counsel, Bassford Remele and the Plaintiffs' Executive Committee (but not Watts Guerra);
- 17.5% of the Fee Request should be awarded to the Clark firm and his affiliated counsel in Illinois; and
- 20% of the Fee Request would be allocated by the Court to award fees to any other counsel who makes a timely and valid request for fees from the common fund that the Court deems appropriate.²⁶

See Gustafson Dec. at ¶ 101, Ex. 16. The parties to this agreement support its application if the Courts agree that such fees are reasonable. Because Mr. Watts did not agree and because we understand that he and perhaps many others with private fee contracts will

²⁴ Under the terms of the fee sharing agreement, Minnesota is responsible for the Minnesota Leadership except for Watts Guerra because Mr. Watts agreed with Mr. Gustafson to give those claims to the Minnesota leadership and that he (Mr. Watts) would rely solely on his private contracts for his compensation. In return, Mr. Gustafson agreed to accept responsibility to pay the common benefit fees of Bassford Remele and Rick Paul (two firms the Special Masters originally included under Mr. Watts' responsibility) for their contributions to the Minnesota common benefit effort. See Gustafson Dec. at ¶ 101, Ex. 16.

²⁵ We understand, but have not seen, there is a written fee sharing agreement between the Kansas MDL and Seeger Weiss.

²⁶ Each of the firms to the agreement are entitled to make a submission for additional funds to be awarded from the remaining 20% of the common benefit fees.

file fee applications, some process will be necessary to allocate the fees among counsel that the Courts determine are entitled to attorneys' fees in this litigation.

The Minnesota leadership respectfully suggest that the Courts award a gross fee of 1/3 of the settlement fund plus reasonable expenses and then, if the Courts agree that such a procedure would be efficient, refer the matter to the Special Masters to implement a process to obtain appropriate submissions to recommend an allocation of those fees. The Special Masters have intimate knowledge of the litigation because of their oversight and direct involvement in the settlement negotiations. Moreover, they were involved in the months of attorneys' fees negotiation so they have special knowledge and expertise with respect to how these fees should be divided.

Referring the matter to the Special Masters for a recommendation on the fee allocation will accomplish several important goals. First, it will infuse the process with literally years of knowledge related to the litigation and to which counsel provided important and key contributions to the eventual settlement outcome. Second, it will – without burdening the Courts with three separate, time-consuming procedures, afford everyone seeking fees or reimbursement of expenses, an opportunity to provide submissions about why they deserve it. Finally, having the Special Masters provide a fee recommendation allows the Courts to accept responses to those recommendations essentially guaranteeing that all concerned are given a full and fair opportunity to be heard. Given the circumstances surrounding this incredible settlement, this is simply the

most efficient and fair process to assure that all have a meaningful opportunity to be heard.

IV. COMPENSATION FOR REPRESENTATIVE PLAINTIFFS

“At the conclusion of a class action, the class representatives are eligible for a special payment in recognition of their service to the class.” Newberg on Class Actions § 17:1 (5th Ed. 2015). Similarly, bellwether plaintiffs – who essentially are representing all other similarly-situated plaintiffs just like class representatives – should also be eligible for a special payment for their service above and beyond what other plaintiffs were required to do. Serving in a representative capacity is a burdensome task and, without plaintiffs willing to undertake that task, the entire class would receive nothing. Service awards thus “aim to compensate class representatives for their service to the class” *Id.* at § 17:3; *see also UFCW Local 880-Retail Food Employers Joint Pension Fund v. Newmont Min. Corp.*, 352 F. App’x 232, 235 (10th Cir. 2009) (“a class representative may be entitled to an award for . . . additional effort and expertise provided for the benefit of the class.”); *In re Checking Account Overdraft Litig.*, 1:09-MD-02036-JLK, 2014 WL 12557836, at *9–10 (S.D. Fla. Apr. 1, 2014); *Asare v. Change Group of New York, Inc.*, No. 12 Civ. 3371(CM), 2013 WL 6144764, at *14 (S.D.N.Y. Nov. 18, 2013) (“Courts acknowledge that class representatives play a crucial role in bringing justice to those who would otherwise be hidden from judicial scrutiny.”); *Yarrington v. Solvay Pharm.*, 697 F. Supp. 2d 1057, 1068 (D. Minn. 2010) (service awards “promote the public policy of encouraging individuals to undertake the responsibility of representative lawsuits.”).

The Court should consider the following factors when determining the appropriate service award: (1) the actions the representative took to protect the interests of the class; (2) the degree to which the class benefitted from those actions; and (3) the amount of time and effort the representative expended in pursuing the litigation. *Tuten v. United Airlines, Inc.*, 41 F. Supp. 3d 1003, 1010 (D. Colo. 2014). “Incentive awards serve an important function, particularly where the named plaintiffs participated actively in the litigation.” *Allapattah Services, Inc. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1218 (S.D. Fla. 2006).

Minnesota has two types of representative plaintiffs. First, the class representatives that engaged in full discovery, class certification, trial preparation and trial²⁷ and second, the class or bellwether plaintiffs that engaged in full discovery but did not participate in trial preparation.²⁸ See Gustafson Dec. at ¶ 52. Minnesota counsel request \$100,000 for each plaintiff in the trial category; and \$15,000 for each plaintiff in the second category of full discovery. See *In re Dun & Bradstreet Credit Services*

²⁷ These Plaintiffs include Grant Annexstad, Leroy Edlund, and Roger Ward.

²⁸ These Plaintiffs include Nathan Thompson, Leora Messersmith, Pat Luther, Donald Jacobs, Justin Goebel, David Adams, Nathan Rath, David and Marcia Olson, John Schmaltz, Ronald Albers, Lance Gilberton, Randy Byro, Dale Ewert, John Sumerfelt, Charles Ledeboer, Scott Wubben, Kirk Kuechenmeister, Tim Baumgart, Douglas Maher, M. Gardner Farms ILLC, Tom Jansen, James DeBoom, Sam Bell, Steven Moorman, W. Eri Maloney, Daniel Belknap, Larson Grain Company, Red River Grain Company, Jacqueline Montony, Larry Mosier, Stephen Roenfeldt, Mark Wohlers, Bruce Bulman, Porter Elevator, VanTilburg Farms, Ricky Kruse, Agro Farms, Peterson Feedlot Limited Partnership, Lyle Wallin Farm, and Irene Petefish Marital Trust.

Customer Litig., 130 F.R.D. 366, 374 (S.D. Ohio 1990) (“a differentiation among class representatives based upon the role each played may be proper in given circumstances.”).

A. The Trial Plaintiffs

Minnesota has three Class Representative Plaintiffs that satisfy the trial category. They participated in discovery, depositions, class certification, trial preparation, trial participation, and provided feedback related to settlement discussions. Plaintiffs Grant Annexstad, Roger Ward, and Leroy Edlund each took their duty as a representative for the other Minnesota corn farmers very seriously. *See Gustafson Dec.* at ¶ 53.

Each of these Class Representatives stepped forward to bring these fiercely-disputed claims against a very powerful seed manufacturer – taking on an industry which is integral to their personal livelihood. They served as active, engaged class representatives and during the litigation, they searched for, gathered, and produced hundreds of documents in response to Syngenta’s broad and intrusive requests. *See Gustafson Dec.* at ¶ 54. In fact, Syngenta served more than 90 separate requests for production on each producer class representative. Each of them spent hours preparing for, traveling to, and participating in stressful and lengthy depositions and each had to take time out of their daily lives, away from their families, to prepare for, travel to, and attend the trial. In fact, one of the Class Representatives, Leroy Edlund, who resides more than three hours from Minneapolis, essentially moved to the Twin Cities the weeks before and during trial.

Each Class Representative was invaluable in the Minnesota class action that settled during trial. The amount requested compensates these individuals not only for

their effort but their vast contribution to the outcome in this case, and again, is in line with other awards for similar or lesser service. *See, e.g., Erica P. John Fund, Inc. v. Halliburton Company, et al.*, No. 3:02-cv-1152-M , 2018 WL 1942227, at *14 (N.D. Texas April 25, 2018) (awarding \$100,000 to class representative); *Castro v. Sanofi Pasteur Inc.*, CV117178JMVMAH, 2017 WL 4776626, at *10 (D.N.J. Oct. 23, 2017) (awarding \$100,000 to each of three class representatives); *In re Urethane Antitrust Litig.*, 2016 WL 4060156, at *7 (granting requested plaintiff payments); *In re High-Tech Employee Antitrust Litig.*, No. 11-CV-02509-LHK, 2015 WL 5158730, at *17-18 (N.D. Cal. Sept. 2, 2015) (awarding \$100,000-\$140,000 to each of five class representatives); *Marchbanks Truck Serv. v. Comdata Network, Inc.*, No. 07-CV-1078, ECF No. 713 at 2, 8 (E.D. Pa. July 14, 2014) (awarding \$150,000 to one class representative and \$75,000 to two other class representatives); *In re Neurontin Antitrust Litig.*, No. Civ. A. No. 02-1830, ECF No. 114 at ¶ 31 (D.N.J. Aug. 6, 2014) (awarding \$100,000 to each class representative); *In re Titanium Dioxide Antitrust Litig.*, No. 10-CV-00318 RDB, 2013 WL 6577029, at *1 (D. Md. Dec. 13, 2013) (awarding \$125,000 to one class representative and \$25,000 to each of two class representatives); *Been*, 2011 WL 4478766, at *12 (awarding \$100,000 to each of 5 class representatives); *Velez v. Novartis Pharm. Corp.*, No. 04 CIV 09194 CM, 2010 WL 4877852, at *4, *8, *28 (S.D.N.Y. Nov. 30, 2010) (awarding \$125,000 to named plaintiffs); *Columbus Drywall & Insulation, Inc. v. Masco Corp.*, No. 1:04-CV-3066-JEC, 2008 WL 11319972, at *3 (N.D. Ga. Mar. 4, 2008) (awarding \$100,000 to each class representative); *Ivax Corp. v.*

Aztec Peroxides, LLC, No. 1:02CV00593, ECF No. 78 at 2 (D.D.C. Aug. 24, 2005) (awarding \$100,000 to each of two class representatives).

B. The Full Discovery Bellwether Plaintiffs

The forty bellwether plaintiffs faced equally burdensome discovery as the Class Representatives.²⁹ Each of these bellwether plaintiffs was served with hundreds of documents requests and interrogatories. To comply with these requests, they spent countless hours locating documents and data that the Defendants required and working with their counsel to produce them. *See Gustafson Dec.* at ¶ 57. Each one was required to sit for a deposition – in some cases – over the course of more than one day, taking time out of their farming activities and away from their families to do so. In sum, the bellwether plaintiffs in Minnesota produced thousands of pages of documents, and spent a collective 45 days in depositions. Moreover, these depositions took place in more than 10 different states. *See Gustafson Dec.* at ¶ 57; *see also* ¶ 58, Ex. 1.

Every one of these plaintiffs agreed to serve in the important role as bellwether plaintiff for individual trials or as a class representative in the class trials. That willingness to serve, the contribution made to the pool of information used generally for

²⁹ Nathan Thompson served as a Class Representative throughout the majority of the litigation. Unfortunately, shortly before the Minnesota Class trial commenced, Mr. Thompson's step-father's health significantly declined and the temporal and financial burden of preparing for and attending the Minnesota Class trial was too great. Mr. Thompson requested to be excused as a class representative. Although Syngenta opposed Mr. Thomson being excused, the Court agreed and released him. As he completed all the discovery that the bellwether plaintiffs completed, we ask for a service award in the amount of \$15,000 for Mr. Thompson. *See Gustafson Dec.* at ¶ 57, fn.3.

the benefit of all plaintiffs, as well as the significant commitment of time and effort invested in service to their respective classes, warrants an elevated service award. *See, e.g., In re Linerboard Antitrust Litig.*, No. CIV.A. 98-5055, 2004 WL 1221350, at *18-19 (E.D. Pa. June 2, 2004) (awarding \$25,000 for each of five class representatives); *In re Polyurethane Foam Antitrust Litig.*, 168 F. Supp. 3d 985, 999-1000 (N.D. Ohio 2016) (awarding \$10,000 to each of thirteen class representatives as “well within an appropriate range”); *Manuel v. Wells Fargo Bank, Nat’l Ass’n*, No. 3:14CV238(DJN), 2016 WL 1070819, at *6 (E.D. Va. Mar. 15, 2016) (awarding \$10,000 to class representative who “took an active role by participating in discovery and testifying in a deposition.”).³⁰ Their testimony and documents were relied upon to refute several of Syngenta’s defenses to class certification: including commonality of pricing (ECF No. 2164 at Appendix B); ascertainability (ECF No. 2436 at 35 & Appendix D & E).

The requested awards for each of these two groups is at or below what courts typically approve. *See, e.g., In re Online DVD-Rental Antitrust Litig.*, 779 F.3d 934, 943 (9th Cir. 2015) (\$5,000 award to each class representative “was relatively small, well within the usual norms of “modest compensation” paid to class representatives for

³⁰ *See also Bennett v. Sprint Nextel Corp.*, Case No. 2:09-cv-02122-EFM-GEB, ECF No. 301, at 3 (D. Kan. Aug. 12, 2015),) (awarding \$13,927.69, \$14,647.50 and \$14,345.25, respectively, to three class representatives); *In re: Checking Account Overdraft Litig.*, MDL No. 2036, 2013 WL 11319392, at *12 (S.D. Fla. Aug. 5, 2013) (awarding \$10,000 to each of five class representatives); *Tuten, v. United Airlines, Inc.*, 41 F. Supp. 3d 1003, 1010 (D. Colo. 2014) (awarding \$15,000 to class representative); *Meijer, Inc. v. 3M*, Civil Action No. 04-5871, 2006 WL 2382718, at *25 (E.D. Pa. Aug. 14, 2006) (awarding \$25,000 to class representative, noting that award is “similar to the awards approved in comparable complex class actions”)...”) (citations omitted).

services performed in the class action”); *Thompson v. Qwest Corp.*, 2018 WL 2183988, at *3 (D. Colo. May 11, 2018) (awarding \$5,000 and noting it to be “on the lower end of awards deemed reasonable.”); *In re LinkedIn User Privacy Litig.*, 309 F.R.D. 573, 592 (N.D. Cal. 2015) (awarding \$5,000 as “presumptively reasonable” in district although no written discovery was served on class representative, she did not need to respond to any discovery, she was not deposed, and she did not attend any court hearing or settlement conference); *McDaniels v. Westlake Services, LLC*, 2014 WL 556288, at *12 (D. Md. Feb. 7, 2014) (\$5,000 incentive award approved as “both reasonable and within the range approved by this and other courts”). The service awards being requested here are fair and reasonable considering what the Class representative and bellwether plaintiffs did and achieved on behalf of the Settlement Class.

V. REIMBURSEMENT OF COMMON BENEFIT EXPENSES

Minnesota leadership joins the MDL in requesting that the Court also award reimbursement of reasonable costs and expenses incurred in the Minnesota litigation since the date of the leadership order, August 15, 2015. It is well settled under common fund doctrine that a lawyer “whose efforts create, discover, increase or preserve a fund to which others also have a claim, is entitled to recover from the fund the cost of his litigation” *In re Gen Motors Corp. Pick-Up Truck Fuel Tank Prods. Liab. Litig.*, 55 F.3d 768, 820 n.39 (3d Cir. 1995) (citation omitted).

In Minnesota, since August 15, 2015, Minnesota leadership and those firms performing common benefit work, incurred reasonable common benefit costs and expense totaling approximately \$ 6 million dollars. See Gustafson Dec. at ¶ 77. These

unreimbursed expenses include items typically billed to fee-paying clients. *Id.* These reasonable costs and expenses were directly related and necessary to Minnesota leadership's efforts to litigate this matter and achieve the best possible results for the settlement classes. *See Gustafson Dec. at ¶ 77.*

Minnesota leadership and the other firms have advanced the funds necessary to pay these costs and maintained careful records to document them in accord with the Minnesota Court's Order. *See Gustafson Dec. at ¶ 78.* These expenses were then audited by Minnesota leadership to assure compliance with the Court's Order. *See Gustafson Dec. at ¶ 78.* Other court have found such evidence provides an adequate basis to award reimbursement of costs, *Flournoy*, 2007 WL 1087279, * 3.

VI. CONCLUSION

Accordingly, the Court should award reimbursement of Minnesota leadership's reasonable expenses of \$5,975,839.70.

Dated: July 10, 2018

Respectfully Submitted,

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ACKNOWLEDGMENT

Plaintiffs hereby acknowledge that sanctions may be imposed under the
circumstances set forth in Minn. Stat. § 549.211.

Dated: July 10, 2018

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**CO-LEAD CLASS COUNSEL FOR
PLAINTIFFS**

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**INDIVIDUAL CLAIMS
CLASS ACTION**

**DECLARATION OF DANIEL E. GUSTAFSON IN SUPPORT OF MINNESOTA
CO-LEAD CLASS COUNSEL'S JOINT MOTION FOR APPROVAL OF
COMMON BENEFIT AWARDS**

I, Daniel E. Gustafson, declare and state as follows:

1. I am a Member at the law firm of Gustafson Gluek PLLC, and am duly authorized to make this declaration on its behalf.

2. I submit this declaration in support of Minnesota Class Co-Lead Counsel's Motion for Approval of Common Benefit Awards and in support of my firm's contribution to the Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, I could testify to the matters set forth in this declaration.

3. In this litigation, I have served as Co-Lead Class Counsel for the Minnesota Class of Corn Producers and later also as a Court-appointed member of the Negotiation Committee. I, and others at my firm, have been deeply involved in almost every aspect

of this litigation since I was appointed to serve as Co-Lead Interim Class Counsel with William R. Sieben of Schwebel, Goetz, and Sieben on August 5, 2015. The Court also appointed Lew Remele of Bassford Remele and Francisco Guerra IV of Watts Guerra as Co-Lead Counsel. The four of us (collectively “Co-Lead Counsel”) worked together, with the assistance of the counsel appointed to the Plaintiffs’ Executive Committee (the “PEC”) (collectively with Co-Lead Counsel, the “Minnesota Leadership”) as well as other individual counsel, to prosecute this case as hard and as professionally as possible.

4. In this Declaration, I describe the following aspects of this litigation:

- a. The work that the Minnesota Leadership, and certain individual counsel, performed to advance this litigation and achieve the extraordinary result;
- b. The work that the Minnesota Class Representatives and Bellwether Plaintiffs undertook to advance this litigation and achieve the extraordinary result;
- c. The time and expense reporting of the Minnesota Leadership and certain individual counsel, the audit of the submitted time and expenses reported, the total time and expenses incurred and allowed and our maintenance of a common cost litigation fund; and
- d. The work that Gustafson Gluek PLLC did as Co-Lead Class Counsel, a member of the Negotiating Committee and otherwise did and the time and expenses my firm billed in the prosecution of this matter.

5. As the Courts know, the Judicial Panel for Multidistrict Litigation consolidated most of the federal cases in Kansas before Judge Lungstrum. Because Syngenta Seeds was headquartered in Minnesota, there was also state-court litigation (both class and individual) in Minnesota (consolidated by the Minnesota Supreme Court before Judge Thomas M. Sipkins and then Judge Laurie J. Miller) and a federal mass action in Illinois (before Judge Herndon), and other ethanol plant class litigation in Ohio, Illinois, Indiana and Iowa.

6. The Minnesota Leadership invested significant amounts of their attorney time and money to prosecute these cases on behalf of the Minnesota class and the individual plaintiffs. The Kansas and Minnesota Leadership worked cooperatively on the pleadings, discovery, experts and trial preparation. But the Minnesota Leadership did the Minnesota work themselves. Although they participated in nearly every facet of the litigation nationwide, they alone handled the Minnesota class and Minnesota individual cases. They participated in all aspects of the discovery with the federal MDL, completed the Minnesota class and bellwether discovery, and filed pleadings, motions, briefed and argued all the legal issues (including class certification) under Minnesota law.

7. They also worked with the federal MDL on developing, preparing and presenting the experts for class and trial and three times prepared for trial in Minnesota. Twice they started trial which, of course, required all of the pretrial activities: sorting the evidence, picking the depositions, preparing the witnesses, preparing for cross examination,

preparing opening and closing statements and running through the pretrial and *Frye-Mack* motions.

8. During the third week of the Class trial, the litigation ultimately settled due to the hard, and seemingly hopeless, work of the Negotiating Committee, Syngenta's counsel and the Special Masters. As a Courts-appointed member of the Negotiating Committee, I spent many long hours traveling, negotiating and working to bring the parties together as we eventually signed a non-binding term sheet, dismissed the jury and then spent months more crafting a comprehensive global settlement agreement.

9. The individual counsel in Minnesota also provided outstanding services for their clients and for the common litigation. As Co-Lead Counsel, Lew Remele and Frank Guerra (and the PEC) worked together with the MDL and the Minnesota Leadership on pleadings, motions, bellwether discovery and trial preparation, and experts for the individual cases. The individual counsel also filed thousands of cases on behalf of farmers, landlords, grain elevators and other grain handlers. They overcame Syngenta's successful motion to require that individual plaintiffs complete onerous Plaintiff Fact Sheets ("PFSs"). That monumental task separately required millions of dollars of legal time and expense and stymied Syngenta's effort to lessen the impact of these individual cases.

10. The Minnesota Leadership's contribution of attorney time and money to prosecute these class and individual cases includes over 82,209.64 hours of professional time (attorneys and paralegals) valued at \$41,108,853.75 all on a contingent basis, plus

\$5,975,839.70 in expenses advanced (without any guarantee of recovery) to pay the experts and others costs of this litigation.

11. Because the Courts are fully informed about the contributions of the Minnesota Leadership in this sweeping litigation and more importantly in the monumental settlement, I set forth below a brief summary of the work done by the Minnesota Leadership.

12. Beginning in 2015, numerous lawsuits were filed in Minnesota alleging claims based on Syngenta's commercialization of MIR162 (Viptera) and Event 5307 (Duracade). These cases were consolidated before Judge Sipkins (and later Judge Miller) by the Minnesota Supreme Court in Minneapolis. On August 5, 2015, the Court appointed a leadership structure that included Lew Remele and Frank Guerra as Co-Lead Counsel and myself and William Sieben as Co-Lead Class counsel. Order Appointing Lead Counsel, In re: Syngenta Litigation (Dist. Ct. Minn. Aug. 5, 2015). The Court also appointed a Plaintiffs' Executive Committee, which included the four Co-Lead counsel and Robert Shelquist (Liaison Counsel) plus Richard Paul III, Will Kemp, Tyler Hudson, and Paul Byrd. *Id.*

13. The Minnesota Leadership worked diligently to draft and file Master Complaints for the Class and for the Individual cases. After the Minnesota Leadership filed Master Class and Individual Complaints, Syngenta moved to dismiss both the complaints raising many significant and complex legal issues that threatened to derail the litigation from the start. Syngenta asserted arguments related to the economic-loss doctrine, the lack of duty

Syngenta owed to the industry, preemption of Plaintiffs' claims under FIFRA, and challenges to Plaintiffs' deceptive trade practice claims under various state consumer protection statutes. After Plaintiffs opposed Syngenta's motion, the Court held extended oral argument. On April 7, 2016, the Court issued its 55-page opinion, largely denying dismissal. *See Order, Motion to Dismiss, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Apr. 7, 2016).*

14. The Court determined that Syngenta had a legal duty to exercise reasonable care in the manner, timing and scope of the commercialization of its products and that the economic-loss doctrine did not bar Plaintiffs' claims. Those rulings were significant wins applying Minnesota law but the most significant portion of the Court's ruling was that the Minnesota Leadership persuaded the Court to disagree with the MDL Court and permit application of Minnesota law to Plaintiffs from outside Minnesota. Thus, Minnesota Leadership provided a forum for Plaintiffs outside Minnesota to file claims in Minnesota.

15. In early January 2016, the parties commenced an intensive and comprehensive discovery program on both class and merits issues. Discovery was conducted largely in coordination with the MDL, but the Minnesota Leadership served their own written discovery and conducted numerous meet and confers with Syngenta over discovery issues. In part because Minnesota has a different discovery standard than federal law, the parties had regular status conferences and litigated dozens of discovery issues before discovery Special Master Judge Van de North. As just one example, the Minnesota

Leadership's attack on Syngenta's privilege assertions produced important rulings and ultimately important documents.

16. Plaintiffs obtained approximately 1.5 million pages of responsive documents from Syngenta (and third parties). These documents were stored in a central depository and subjected to a thorough, multi-level document review by the Kansas and Minnesota Leadership. The Kansas and Minnesota Leadership each established teams to review documents for substantive evidence and to prepare for depositions. This important document review work allowed the Kansas and Minnesota counsel to identify and connect the key evidence to be used for class, the merits and at trial.

17. Plaintiffs deposed more than thirty Syngenta witnesses (including several Rule (30)(b)(6) depositions) across the country and the world. Plaintiffs took more than fifty third-party depositions, including for example, Cargill, Archer Daniels Midland, BIO, the National Corn Growers Association, the North American Export Grain Association, the United States Grain Council, and the American Seed Trade Association.

18. The Minnesota Leadership selected a small group of experienced attorneys for depositions. Minnesota counsel attended, assisted and participated in all the depositions. Over eighty fact depositions were taken which required substantial preparation and more than 5,500 documents were marked as exhibits during the depositions. Because many key witnesses were beyond the subpoena power of the Courts, their respective video depositions were the only means of securing admissible testimony for trial. The Kansas

trial demonstrated the importance of these depositions as most of the Syngenta and third-party witnesses were presented by video deposition.

19. The Minnesota Leadership relied heavily on the evidence elicited from the depositions and document review for its joint expert analysis with the federal MDL, preparation of the individual case expert reports and for the class certification and summary judgment briefing. Ultimately, this voluminous fact discovery record formed the basis of the exhibit selection, witness selection and the trial plan for the Minnesota bellwether and class trials.

20. Of course, the Minnesota Leadership engaged a jury consulting firm to evaluate the appropriate strategy and jury presentation along with discussing jury selection in both the *Mensik* and the class trial. Three times the Minnesota Leadership prepared for, participated in, and analyzed the results of these jury projects to inform their decisions on trial strategy.

21. Early in the case, the Minnesota Court recognized that discovery of tens of thousands of individual plaintiffs was impractical. Instead, the Court ordered a bellwether process for discovery and trial. The parties worked together to select cases that would be representative of the tens of thousands of producers and non-producers with Minnesota cases. The parties each selected sixty possible bellwether cases for submission to the Court. Ultimately, forty cases were selected to be bellwether cases and discovery started on those cases along with the class case.

22. Syngenta served interrogatories, document requests and requests for admission on the bellwether and Minnesota class representatives. These plaintiffs responded to that written discovery, searched for and produced documents, and then prepared for and were deposed by Syngenta. In all, the Minnesota plaintiffs produced tens of thousands of documents and sat for more than forty depositions.

23. Apart from the bellwether and class discovery, Syngenta also moved the Court to require all individual plaintiffs to submit PFSs. Although the Minnesota Leadership opposed that motion – given the bellwether and class discovery process already taking place – the Minnesota Court ordered all producers who had filed suit against Syngenta to produce a PFS within six months. For new producer case filed after January 11, 2016, the Court ordered that producer to file a completed PFS within forty-five days of filing. The Court recognized that it was a massive undertaking to complete these PFSs but observed that it [the Court] was “confident that Plaintiffs’ leadership team along with the associated lawyers, have the resources to produce the PFSs and bellwether discovery.” See Order at 6, *In re: Syngenta Litigation*, 27-CV-15-3785, (Dist. Ct. Minn. Jan. 11, 2016).

24. In response to the Court’s order, the Minnesota Leadership did just what Judge Sipkins contemplated. They mobilized the Minnesota Leadership and the individual counsel – including more than 200 referring counsel – to complete the PFSs in a timely manner. Falling during the spring and early summer when farmers are busy, the Minnesota Leadership and referring counsel all over the country met with, called and

otherwise helped farmers to comply with the Court's order. By July 2016, tens of thousands of individual farmers timely completed their PFSs and many thousand more continued to complete PFSs as cases were filed.

25. On June 15, 2015, Minnesota Class Co-Counsel moved to certify a class of Minnesota farmers. These farmers constitute approximately 11% of the annual national corn production or just over twice the Kansas annual production. In addition to factual and legal arguments, Minnesota jointly retained two class and damages experts with the MDL, (Drs. Bruce Babcock and Colin Carter), who analyzed the global impact Syngenta's actions had on corn prices and provided expert testimony.

26. Syngenta vigorously opposed the Minnesota class motion arguing that the class definition was overly broad and not clearly ascertainable; that individual farmers had different mechanisms for pricing their corn and thus, individual inquiries would be required; that the analyses of Plaintiffs' experts, Babcock and Carter, were grossly flawed and unreliable; and that Plaintiffs failed to meet the requirements of Minn. R. Civ. P. 23. In support of their arguments, Syngenta submitted three experts: Dr. Walter Thurman, Charles Finch, and Daniel Fischel. Surprisingly, a small group of counsel led by Michael Johnson representing individual plaintiffs also opposed the Minnesota class. Seeking to prevent their plaintiffs from being included in the Minnesota class, they argued that the JPAs and related participation agreements raised conflicts between class members and that the class mechanism was not a superior method of litigating this massive litigation.

27. Syngenta then sought an evidentiary hearing on the class motions including live testimony from experts. The Courts held a joint-evidentiary hearing in Kansas on September 13, 2016. Just three days later, on September 16, 2016, the Minnesota Court held separate, lengthy oral arguments on the Minnesota class motion and the Johnson objections to class certification.

28. On November 3, 2016, the Court certified the Minnesota class rejecting Syngenta's arguments and the arguments of the Johnson group determining that Minnesota class counsel had sufficiently satisfied the elements of Minn. R. Civ. P. 23 and adequately shown that damages could be proven on a class-wide basis. Shortly thereafter, Syngenta sought interlocutory review in the Minnesota appellate court. After a full briefing schedule, the Minnesota Court of Appeals denied the request for immediate interlocutory review. The Johnson group again attempted to intervene and undo the class certification order by objecting to the class notice plan. After being denied relief by Judge Sipkins, the Johnson group sought appellate review from the Minnesota Court of Appeals. After Minnesota Leadership raised jurisdictional shortcomings of the appeal, the Minnesota Court of Appeals requested briefing on the limited issue of appellate jurisdiction. After briefing the issue, the Johnson group's appeal was denied

29. In addition to the joint MDL experts (Babcock and Carter), Minnesota counsel retained ten additional experts which opined on topics including corporate governance and ethics, the grain industry, plant breeding and genetics, China and its regulatory system, the grain market, individual producer damages and non-producer damages. All

of these experts worked with Minnesota Leadership to produce reports, prepare for depositions and prepare to testify at the *Mensik* bellwether trial. Several also testified at the class trial which required separate and arduous preparation.

30. Defendants deposed each of these experts – and deposed the joint class and damages experts twice. Defendants also retained and submitted fourteen expert reports to respond to Plaintiffs’ experts on the same basic topics. Plaintiffs deposed Syngenta’s class experts on both class and merits twice (except for Mr. Fischel) and the other experts once each on their various expert opinions. After expert discovery and depositions concluded, both sides challenged the various experts with *Frye-Mack* motions which were thoroughly briefed as the standard (and applicable case law) is different from the federal *Daubert* standard. After full briefing, the Court held nearly all day oral argument on the *Frye-Mack* motions. Many younger lawyers on both sides were given the opportunity to argue these motions and both sides took a small victory in the decision as the Court narrowed the expert testimony on both sides albeit in a relatively small way.

31. The Minnesota Leadership and Syngenta filed multiple summary judgment motions: first in *Mensik* and later in the class case. The *Mensik* motions were briefed and argued in early 2017 and on April 11, 2017, the Court issued a split decision. It rejected Syngenta’s resurrected argument that the economic loss doctrine barred *Mensik*’s claims and determined that “Plaintiff has presented admissible evidence showing a material fact issue on the claim for negligence based on limited launch.” Order Regarding Summary

Judgment Motions at 10, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Apr. 11, 2017).

32. In May 2017, Syngenta moved for summary judgment on the Class Plaintiffs' deceptive trade practice claims, negligence (failure to disclose or duty to warn), the Petitioning Clause, and any claim seeking physical injury. The Class Plaintiffs cross-moved on allocation of fault issues, comparative fault issues, superseding cause questions, antitrust defense, failure to mitigate, and assumption of risk defense. After significant briefing (which was different from the previous motions in *Mensik* (under Nebraska law) or the MDL (decided under Kansas law) and another lengthy oral argument (before both Judge Sipkins and Miller), the Court granted in part and denied in part both motions. Key for the class: the Court denied Syngenta's motion related to failure to warn and on the Petitioning Clause and granted the Class' motions related to the allocation of fault issues, comparative fault issues, and the superseding cause. Order Regarding Summary Judgment Motions, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 17, 2017). Thus, once again, the Minnesota Leadership had resolved by motion practice issues arising under Minnesota law.

33. Unlike the MDL (and many states), under Minnesota state law, a party cannot plead punitive damages in their complaint. Rather, the party must move the Court to allow it to amend for punitive damages by presenting present *prima facie* evidence of the defendant's deliberate disregard for their rights that, if unrebutted, would support a judgment in plaintiffs' favor. Minn. Stat. §§ 549.191, 549.20. Thus, Plaintiffs must

compile the evidence early in the case to persuade the Judge that the evidence supports sending the punitive damages claim to the jury. That was no small undertaking in this case. With over eighty depositions and 1.5 million documents (over 5,500 as deposition exhibits), this culling, sorting and presenting project was massive.

34. But in late 2016, Minnesota Leadership on behalf of certain bellwether plaintiffs moved for leave to amend the individual complaints to add punitive damages. After briefing and argument, the Court granted the motion for some and sought further choice of law analysis for several others. In its findings of fact, the Court detailed the evidence the Minnesota Leadership had compiled and concluded that the plaintiffs presented a *prima facie* case that there is “**clear and convincing**” evidence from which a reasonable jury might conclude that Syngenta acted with deliberate disregard toward the plaintiffs under Minnesota law. Order at 29, *In re: Syngenta Litigation*, 27-CV-15-3785, (Dist. Ct. Minn. Jan. 9, 2017) (emphasis added). No other litigation had this burden and the Minnesota Leadership successfully met the challenge. For the first time, a court reviewed the evidence and pronounced it fit to seek punitive damages from a jury. No other Court ever reached this issue in this manner.

35. Moreover, after initially refusing and after a subsequent debate, Syngenta agreed that the Court’s bellwether punitive damages order would lead to the same result for the class motion already briefed and on file. Thus, Syngenta agreed to have the Court’s order also apply to the class’ pending motion for leave to amend to add punitive damages.

36. Minnesota counsel prepared for the first bellwether in the country (*Mensik*) scheduled to begin in April 2017. This preparation – for the first of the Syngenta trials – was a comprehensive and time-consuming undertaking. The trial team included Bill Sieben, Lew Remele, Dan Gustafson, Rick Paul and Mikal Watts. Many other attorneys and paralegals assisted in the trial work.

37. The Minnesota Leadership spent hours and hours weeding out the evidence and selecting the deposition testimony to make their case. They also had to prepare to cross examine several of Syngenta’s key executives including Charles Lee and Jack Bernens because they could be subpoenaed in Minnesota. No other venue could offer this opportunity for the jury to see Syngenta witnesses tell their Viptera and Duracade story in person. This testimony then became potentially admissible in all future trials including trials that were scheduled in the Kansas MDL.

38. After completing the pretrial preparation and arguing all the pretrial motions, the parties selected a jury on April 25, 2017. But the next day, unsolvable jury issues resulted in a mistrial. The Court rescheduled the *Mensik* trial for July 2017, and the trial preparation began anew. Just before trial, Syngenta and *Mensik* settled.

39. Scheduled for September 2017, the Minnesota class trial preparation began shortly after *Mensik* settled. The Minnesota trial team (and supporting casts) worked countless hours to distill the discovery record, to identify trial exhibits, witnesses and deposition designations. In addition to *Frye-Mack* motions, the parties engaged in significant pre-trial motion practice, prepared witness and exhibit lists, deposition designations, witness

outlines and cross examinations, voir dire, jury instructions and special verdict forms. And of course, since *Mensik* settled, the Minnesota Leadership again prepared to take the live testimony of Messers. Bernens and Lee plus several other Syngenta executives (including Jill Wheeler) located in Minnesota.

40. The trial team had dozens of negotiations with Syngenta's counsel regarding these exhibits, designations, jury instructions and verdict forms. These negotiations continued up to the day the trial started and beyond and the outstanding issues were argued before and decided by the Court. After many weeks of round-the-clock preparations, the trial began on September 11, 2017, and continued day after day until the case settled. At the time of the settlement, the Minnesota Leadership had put on its case except for further deposition testimony, the testimony of Drs. Babcock and Carter and the direct testimony of the two remaining class representatives.

41. As the Courts know, the settlement negotiations in this case were as complex and difficult as the case itself. Early in the case (on February 25, 2016), the Kansas and Minnesota Courts first entered a coordination order related to settlement and on March 23, 2016, appointed Ms. Ellen Reisman as Special Master to assist the courts in the efficient coordination of settlement discussions.

42. After the appointment of Special Master Reisman, the federal MDL and the Minnesota Leadership and Syngenta's counsel met with the Special Master multiple times throughout 2016 and 2017, but significant progress eluded the parties. In fact, Syngenta never offered one dollar to settle the cases prior to the fall of 2017. Syngenta's

pending sale to ChemChina first announced in early 2016, further complicated the discussions. No real progress was made during these initial talks and no one was optimistic that the talks would ever amount to anything.

43. In the fall of 2017, after the 217 million-dollar plaintiffs' verdict in the Kansas class trial, the potential of a second verdict in the Minnesota class trial (where Minnesota represented more than double the corn grown in Kansas and punitive damages loomed) and the imminent sale of Syngenta to ChemChina posed increasingly difficult obstacles to a voluntary resolution of this sprawling litigation. Not only would Syngenta face multiple judgments, including potentially punitive damages (the Kansas jury did not award punitive damages) in the Minnesota class trial, there was a real risk that collecting such large judgments – assuming they were affirmed on appeal – may be complicated by the ChemChina acquisition. Moreover, if plaintiffs prevailed yet again, settling the case for numbers less than the jury verdicts posed potential optics problems for the classes. Although any verdict in Minnesota would be subject to appeal, that appeal would be to the Minnesota appellate courts which are very different than the federal system.

44. But the negotiations – with multiple parties (often more than a dozen people attended for plaintiffs) participating – were stalled. There were simply too many cooks in the kitchen and too many different opinions on how to settle the case. The class lawyers wanted a class settlement and the mass tort lawyers wanted an inventory settlement. Both groups demanded astronomical amounts from Syngenta. Syngenta still believed it

could win the litigation (even if it was on appeal) and did not want any settlement but certainly not at the eleven figure number plaintiffs were demanding.

45. But sensing that the timing was now, and with those issues lingering in the background, on August 9, 2017, the Courts jointly appointed a fresh Negotiating Committee to jump start the discussions and negotiate a global settlement for the parties. IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Aug. 9, 2017), ECF No. 3366; Tweet et al. v. Syngenta AG et al. 3:16-cv-00255 (S.D. Ill. Aug. 9, 2017), ECF No. 234; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 9, 2017).

46. The Courts appointed Christopher Seeger (Chair), Clayton Clark, Mikal Watts and me to handle negotiations for Plaintiffs. In their respective orders, the Courts recognized that this committee would "appropriately balance[] the goals of representing the interests of different groups of producer plaintiffs while maintaining a workably sized group to conduct settlement negotiations." Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Aug. 9, 2017), ECF No. 3366; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, Tweet et al. v. Syngenta AG et al. 3:16-cv-00255 (S.D. Ill. Aug. 9, 2017), ECF No. 234; Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 9, 2017). The Courts

ordered the parties “report on a weekly basis” to Judge Herndon who subsequently appointed the Honorable Daniel Stack (ret.), who was special discovery master in the Illinois state and federal cases, to assist in settlement negotiations. Declaration of Christopher A. Seeger at 2, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Feb. 25, 2016), ECF No. 3507-12.

47. The Special Masters, Syngenta’s counsel and the newly-appointed Negotiating Committee immediately set up an ambitious schedule of meetings, conference calls and one on one discussions. Even though the Minnesota trial was only a month away and the parties were working seriously on trial preparation, the negotiating group met repeatedly in person and by telephone. Inch by inch, block by block, the negotiating group made progress toward executing a term sheet that finally would end the litigation. For the reasons discussed above, it was a widely-held perception that a global settlement, if any was to occur at all, had to occur before the class trial in Minnesota came to an end.

48. To that end, the negotiators continued to meet even after the Minnesota class trial started, often meeting after the trial day. But the Special Masters and the settlement group soldiered on. The discussions were adversarial, sometimes angry, always respectful but the issues facing the group were significant and unique. Syngenta wanted an overall solution and the Plaintiffs’ groups had different interests. Although it often appeared hopeless, the work of the negotiating group would ultimately prove to be the most important factor in resolving this litigation and creating a huge recovery for the settlement class. The hard work and persistence eventually paid off, and the parties

reached a settlement in principal and signed a non-binding term sheet during the third week of the Minnesota class trial.

49. Even after the term sheet was executed, the settlement was far from a reality and there were many times that it appeared that the settlement would disintegrate. The negotiators (Pat Stueve of the Kansas MDL joined after the term sheet was executed) working on the final settlement papers continued to meet with the Special Masters in person and by telephone to finalize a very detailed settlement structure that encompassed not only the Kansas and Minnesota class cases, but the individual cases filed throughout the country as well, including the non-producer cases on behalf of ethanol plants and grain handling facilities. Declaration of Christopher A. Seeger at 2, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Feb. 25, 2016), ECF No. 3507-12.

50. Reflecting the vigorous representation by the parties involved and the extent to which each side was negotiating on behalf of their constituents, the Courts twice convened in-person hearings to discuss the status of the settlement and nudge the process along. See Order Setting Settlement Status Conference, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Dec. 12, 2017), ECF No. 3481, Order, IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Jan. 4, 2018), ECF No. 3488. Apparently frustrated with the process, a final settlement conference was set for February 26, 2018 in the event the parties had not finalized settlement documents, where the Courts ordered that it [the settlement status conference] would “continu[e] from day-to-day thereafter.” Order Regarding Settlement Status Report at 2, IN RE: Syngenta AG

MIR162 Corn Litigation, 14-md-02591 (D. Kan Jan. 4, 2018), ECF No. 3492. Finally, after months of hard-fought negotiations, all the hard work and first-class lawyering paid off and the parties finalized the Settlement Agreement and filed their motion for preliminary approval of the \$1.51 billion settlement.

51. Although I have previously discussed the amount of time and resources that the Class Representative Plaintiffs and the 40 Bellwether Plaintiffs devoted to this massive litigation, it deserves an additional section to truly appreciate the impact that these forty-four individuals made on this successful litigation.

52. For purposes of service awards, Minnesota has two types of representative plaintiffs. First, the class representatives that engaged in full discovery, class certification, trial preparation and trial¹ and second, the class or bellwether plaintiffs that engaged in full discovery but did not participate in trial preparation.²

53. Minnesota has three Class Representative Plaintiffs that satisfy the trial category. They participated in discovery, depositions, class certification, trial preparation, trial participation, and provided feedback related to settlement discussions. Plaintiffs Grant

¹ These Plaintiffs include Grant Annexstad, Leroy Edlund, and Roger Ward.

² These Plaintiffs include Nathan Thompson, Leora Messersmith, Pat Luther, Donald Jacobs, Justin Goebel, David Adams, Nathan Rath, David and Marcia Olson, John Schmaltz, Ronald Albers, Lance Gilberton, Randy Byro, Dale Ewert, John Sumerfelt, Charles Ledebøer, Scott Wubben, Kirk Kuechenmeister, Tim Baumgart, Douglas Maher, M. Gardner Farms ILLC, Tom Jansen, James DeBoom, Sam Bell, Steven Moorman, W. Eri Maloney, Daniel Belknap, Larson Grain Company, Red River Grain Company, Jacqueline Montony, Larry Mosier, Stephen Roenfeldt, Mark Wohlers, Bruce Bulman, Porter Elevator, VanTilburg Farms, Ricky Kruse, Agro Farms, Peterson Feedlot Limited Partnership, Lyle Wallin Farm, and Irene Petefish Marital Trust.

Annexstad, Roger Ward, and Leroy Edlund each took their duty as a representative for the other Minnesota corn farmers very seriously.

54. Each of these Class Representatives stepped forward to bring these fiercely-disputed claims against a very powerful seed manufacturer – taking on an industry which is integral to their personal livelihood. They served as active, engaged class representatives and during the litigation, they searched for, gathered, and produced hundreds of documents in response to Syngenta’s broad and intrusive requests.

55. In total, the Class Representatives produced over 6,000 pages of documents, spent their “free time” reviewing pleadings, sharing information with the Minnesota Leadership sharing information on the status of the litigation with interested members of their communities, prepared for depositions, sat for stressful and lengthy depositions, prepared for stressful trial testimony, attended weeks of trial away from their homes, and, prepared for at length and some testified at trial.

56. The intrusion into their private documents and personal time was very real and disruptive of their farming operations and family life and should be recognized.

57. As interim Co-Lead Counsel for the Minnesota Producer Class, I was less personally involved in the discovery of the forty Bellwether Plaintiffs, I know that each was asked to provide responses to written discovery and sit for a deposition. I was certainly also aware of the work of others representing these bellwether plaintiffs. I do know, through discussing with my co-counsel, that the 40 bellwether plaintiffs faced

equally burdensome discovery as the Class Representatives.³ Each of these bellwether plaintiffs was served with hundreds of documents requests and interrogatories. To comply with these requests, they spent countless hours locating documents and data that the Defendants required and working with their counsel to produce them. Each one was required to sit for a deposition – in some cases – over the course of more than one day, taking time out of their farming activities and away from their families to do so. In sum, the bellwether plaintiffs in Minnesota produced thousands of pages of documents and spent a collective forty-five days in depositions which took place in more than ten different states.

58. To provide the Court with a clearer picture of the amount of time and effort each of these Bellwether Plaintiffs undertook, I asked my co-counsel to prepare a summary memorandum that provides specific information related to the amount of time each Bellwether Plaintiff spent working on discovery, preparing for and participating in their depositions and traveling for the same. I have attached this memo as Exhibit 1.

59. Similarly, as discussed above with the Trial Plaintiffs, the Bellwether Plaintiffs opened their private documents to scrutiny and questioning and spent time away from

³ Nathan Thompson served as a Class Representative throughout the vast majority of the litigation. Unfortunately, however, shortly before the Minnesota Class trial commenced, Mr. Thompson's step-father's health significantly declined and the temporal and financial burden of preparing for and attending the Minnesota Class trial was too great. Mr. Thompson requested to be excused as a class representative. However, as he completed all of the discovery that the bellwether plaintiffs completed, we ask for a service award in the amount of \$15,000 for Mr. Thompson.

their families and farms producing documents and preparing for their respective depositions. This voluntary and important work should be recognized by the Court.

60. As detailed above, this litigation was a massive undertaking. It was complex from both a legal standpoint as well as a more practical, procedural standpoint. The attorneys on both sides provided excellent legal analysis of complicated, often murky law. In addition to providing superior legal work, the Minnesota Leadership successfully undertook a monumental effort to organize and unite large groups of individual attorneys with individual clients and occasionally competing interests.

61. Early in the Minnesota litigation, Judge Sipkins – at the request of the Minnesota Leadership - established common benefit time and expense recording protocols. *See* Common Benefit Order, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Dec. 7, 2015), Order Establishing Common Benefit Rules, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 5, 2016) (jointly the “Common Benefit Orders”). Those protocols described typical common benefit time and expenses, required monthly submission of such common benefit time and determined a process for submitting that time to the Court. *Id.* The Minnesota Leadership collected time and expense records during the litigation pursuant to the Court’s direction.

62. As is the common practice in large complex class-wide settlements, after the settlement was announced, the Minnesota Leadership took several steps to establish an accurate, complete compilation of the common benefit time and expenses in this litigation. First, they regularly reminded every firm with cases filed in Minnesota that

time and expenses must be submitted monthly. After the case settled, they provided every firm an opportunity to amend their submissions or to make any final time and expense submissions.

63. Second, they advised everyone that they would audit the time and expenses to assure compliance with Judge Sipkins' order and the well-established parameters and acceptable practice for common benefit time. The Co-Lead counsel did not always agree on what should be common benefit time which complicated the audit process. This audit process began months before the time and expense petition was due and was undertaken by the Minnesota Leadership. Of course, because more than 220 firms submitted time and expenses, this process was a massive undertaking.

64. Third, the audit itself was conducted in several phases. First, the audit committee (primarily overseen by Jeff Klobacar of the Bassford firm and Karla Gluek of the Gustafson firm) reviewed all the submitted time and expenses and identified defects or questionable time or expense entries. Among the items identified were the following:

- Duplicate entry
- Excessive time for task
- Administrative time
- Time that occurred prior to the appointment of leadership⁴
- Unauthorized travel, research, read and review, communications with experts or other counsel, attendance at a hearing
- Time for the wrong case
- Time spent preparing the individual firm's time reports

⁴ The committee inadvertently used August 15, 2015 as the date in which this Court appointed the Minnesota Leadership rather than August 5, 2015. As a result, there may have been additional common benefit time that may have satisfied the parameter's set out in the Court's common benefit orders that is not included in this audit.

The committee also identified time or expenses that appeared to relate solely individual cases and time or expenses that related to either bellwether plaintiff discovery or plaintiff fact sheets.

65. After the first cut of the audit was done, the audit committee picked a smaller subset of people to work as a subcommittee to review the work to maintain the quality and consistency of the audit process. That subcommittee reviewed the hundreds of time submissions from attorneys who appeared to primarily have worked on their individual cases, bellwether discovery and plaintiff fact sheets.

66. Once those second reviews of the hundreds of time submissions from individual counsel were completed, the sub-committee reviewed the twelve firms (Co-Lead and PEC Counsel) who had a more significant amount of work that would typically be considered common benefit, in that it related to motion practice, discovery against Syngenta, overall litigation strategy, trial preparation among other things. These second reviews took several weeks of work on the part of the subcommittee.

67. After that work was completed, the Minnesota Leadership continued to discuss the parameters of the common benefit time submission and finally reached consensus on what is now being submitted to the Court (that PFS time is being submitted as a separate section).

68. At that point, Minnesota Leadership could send out the audit results out to the individual firms and late on July 3, the audit committee began sending results to the individual firms and to the Minnesota Leadership. Originally, the Minnesota Leadership

wanted to allow each firm the opportunity to respond to the audit but, after consideration of feedback by the law firms, decided that the best approach, given the short deadline was to submit their time for them on a global basis, indicating for the Court, the audit committee's results.

69. For the twelve firms that did the overwhelming majority of common benefit work in the Minnesota litigation, the Minnesota Leadership believed they needed to have the opportunity to respond to the audit results if they had additional information they wanted the audit committee to consider. In other words, the firms could object to cuts made by the audit committee and seek reconsideration.

70. To assure continuity in the audit results, the Minnesota Leadership believed that a single person should review all the objections and make the determination as to whether those objections or clarifications would result in a change in the audit designation (with the exception of that person's firm's time, which had to be reviewed by another person on the audit committee for obvious reasons). The final audits were sent back to those Co-Lead and PEC firms by the Minnesota Leadership, advising each firm of the allowed common benefit time and expenses. The Minnesota Leadership then collected affidavits/declarations from each firm attesting to the hours/expenses incurred and aggregated those totals for the submission of the common benefit time and expenses.

71. In support of the Minnesota Leadership Counsel's Common Benefit Fee Application, I attach the following declarations:

- a. Attached as Exhibit 2 is the Declaration of Lew Remele on behalf of Bassford Remele, P.A.;
- b. Attached as Exhibit 3 is the Declaration of Paul Byrd on behalf of Paul Byrd Law Firm, PLLC;
- c. Attached as Exhibit 4 is the Declaration of Daniel M. Homolka on behalf of Daniel M. Homolka, P.A.;
- d. Attached as Exhibit 5 is the Declaration of Michael J. Gayan on behalf of Kemp, Jones & Coulthard, LLP;
- e. Attached as Exhibit 6 is the Declaration of Robert Shelquist on behalf of Lockridge Grindal Nauen, P.L.L.P.;
- f. Attached as Exhibit 7 is the Declaration of Richard Paul on behalf of Paul LLP;
- g. Attached as Exhibit 8 is the Declaration of Garrett D. Blanchfield on behalf of Reinhardt Wendorf & Blanchfield;
- h. Attached as Exhibit 9 is the Declaration of William Sieben on behalf of Schwebel Goetz & Sieben, P.A.;
- i. Attached as Exhibit 10 is the Declaration of Ty Hudson on behalf of Wagstaff & Cartmell LLP;
- j. Attached as Exhibit 11 is the Declaration of Francisco Guerra, IV on behalf of Watts Guerra LLP; and

k. Attached as Exhibit 12 is the Declaration of Hart L. Robinovitch on behalf of Zimmerman Reed LLP.

72. I address my firm's contribution to the Common Benefit Work in this case below.

73. Although the Minnesota Leadership understands that work on Plaintiff Fact Sheets would not normally be the type of time considered common benefit work, *see* Order Establishing Common Benefit Rules at 7, In re: Syngenta Litigation, 27-CV-15-3785, (Dist. Ct. Minn. Aug. 5, 2016), Judge Sipkins contemplated – given the magnitude of the undertaking in Minnesota to comply with the PFSs order – that Co-Lead counsel may, in fact, consider and approve some of this time as common benefit time.

74. To that end, we asked counsel representing individual clients to submit time records of the efforts that they undertook to complete PFSs and bellwether discovery on behalf of their clients, so we could present that time to the Courts for their consideration. As discussed above, this time spent responding to PFSs and bellwether discovery was an important part of the overall strategy in Minnesota and significantly increased the litigation pressure on Syngenta.

75. But the Minnesota Leadership recognizes that this time is not normally common benefit time and that it may pose a risk of duplication (because we assume that Mikal Watts, on behalf of the Watts Guerra firm and its hundreds of referring attorneys) will submit the same time to support (what we expect to be his argument) that all that work supports an order allowing them to collect on their contingent private contracts. We recognize this obvious duplication and think that attorneys cannot be paid twice for the

same work although we also think that this issue can be solved easily with an offset procedure. Nonetheless, because this time truly benefitted all by helping to drive the settlement, this time should be included.

76. The individual counsel for the Minnesota plaintiffs spent 49,086 hours solely on collecting, compiling and serving PFSs on Syngenta which has a total lodestar value of \$13,820,695.45. Exhibit 14. The bellwether time is 2,211 hours and \$1,127,477.00, for a total individual counsel time for PFSs and bellwether time of 51,297 hours and \$14,948,172.00. Exhibit 14.

77. In Minnesota, since August 15, 2015, the Minnesota Leadership and those firms performing common benefit work, incurred reasonable common benefit costs and expense totaling \$5,975,839.70. Exhibit 13. These unreimbursed expenses include items typically billed to fee-paying clients. These reasonable costs and expenses were directly related and necessary to the Minnesota Leadership's efforts to litigate this matter and achieve the best possible results for the settlement classes.

78. The Minnesota Leadership and the other firms have advanced the funds necessary to pay these costs and maintained careful records to document them in accord with the Minnesota Court's Order. These expenses were then audited by the Minnesota Leadership to assure compliance with the Court's Order.

79. Accordingly, the Court should award reimbursement of Minnesota Leadership's reasonable expenses of \$5,975,839.70.

Gustafson Gluek, PLLC's Specific Contribution to The Minnesota Litigation

80. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 15. The general experience and background of each of the timekeepers who worked on this case throughout the course of the litigation is briefly described below.

81. I am a founding member and named partner of Gustafson Gluek PLLC. I am a *magna cum laude* graduate of the University of North Dakota, with majors in Economics and Sociology (B.A. 1986), and a *cum laude* graduate of the University of Minnesota Law School (J.D. 1989). In my nearly thirty years in practice, I have focused primarily on antitrust and consumer protection class action cases and almost exclusively complex Plaintiffs' litigation since I graduated from law school.

82. I have been selected as one of *Minnesota Lawyer's* Attorneys of the Year three times in 2010, 2013 and 2017 and was also given the American Antitrust Institute's Meritorious Service Award in 2014. I have been a Minnesota Super Lawyer for more than ten straight years. I have been named Lead Counsel, Co-Lead Counsel or a member of the Executive Committee in dozens and dozens of complex litigation cases over the course of my career. Among other cases, as one of the co-lead counsel in *Precision Associates, Inc. v. Panalpina World Transp. (Holding) Ltd.*, No. 08-CV-42 JG VVP, 2015 WL 6964973, at *8 (E.D.N.Y. Nov. 10, 2015), we achieved an over \$350 million behalf of the plaintiff class in a price-fixing class action against freight forwarders in the air and ocean shipping industry. I was also one of the co-lead counsel for indirect

purchasers in *In re DRAM Antitrust Litigation*, MDL No. 1486 (N.D. Cal. and multiple state court actions), an antitrust MDL against memory chip manufacturers resulting in over \$310 million in settlements from defendants.

83. I was also sole lead counsel in the *In Re: Medtronic, Inc., Sprint Fidelis Leads Products Liability Litigation*, MDL No. 1905 (D. Minn.) (non-class case), where I negotiated a \$268 million settlement on behalf of a group of approximately 14,000 individual plaintiffs, and led a team of individual counsel throughout the settlement process. In *Karsjens v. Jesson* I agreed to represent *pro bono*—and was subsequently appointed by the Minnesota federal district court—a class of civilly-committed sex offenders, who were challenging the State’s civil commitment statute. As I have often described the case, we won a stunning victory at trial and suffered a stunning defeat on appeal.

84. Other representative experience is described in my firm’s curriculum vitae. See Exhibit 15.

85. Karla M. Gluek is a founding member of Gustafson Gluek PLLC. She is a graduate of the University of St. Thomas with a major in English (B.A. 1990) and is a *cum laude* graduate of William Mitchell College of Law (J.D. 1993). Ms. Gluek has been practicing in the areas of antitrust and consumer protection class action and complex litigation since 1995. She was selected as one of *Minnesota Lawyer’s* Attorneys of the Year in 2014 and 2017. Ms. Gluek is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous complex litigation cases and has worked with

me for over twenty years. She was actively involved in many of the cases in which our firm has been appointed in leadership positions. Karla was actively involved in the case and assisted in the significant briefing that occurred in this case, the expert reports, depositions and trial preparation, and was very involved in the jury projects that we undertook, among other things.

86. Amanda M. Williams is a member of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of Gustavus Adolphus College (B.A. 2001) with a major in Psychology and a graduate of the University of Minnesota Law School (J.D. 2004). She was selected as one of *Minnesota Lawyer's* Attorneys of the Year in 2017. She serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project and is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished *Pro Bono* Service award. Ms. Williams is currently involved in the representation of plaintiffs and plaintiff classes in numerous complex litigation cases. Amanda was involved in almost every aspect of this case. She worked on this case almost daily throughout the litigation. She was part of the deposition team, worked on all of the significant briefing in the litigation and was a crucial part of both the *Mensik* and Class trial teams.

87. Eric S. Taubel is an associate of Gustafson Gluek PLLC. He is a graduate of the University of Georgia (B.A. 2005), the University of Virginia (M.A. 2007), and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). For the last two years, Mr. Taubel was designated by *Law & Politics* magazine as a Minnesota

“Super Lawyer Rising Star.” Eric was involved in many aspects of this litigation. He was one of the point people for the class representatives. He worked with each of them, assisting in their document collection, discovery responses, and deposition and trial preparation. He was also very involved in most of the briefing on key issues in the litigation, including important research on complex legal issues and drafting key sections of various motions.

88. Raina C. Borrelli is an associate of Gustafson Gluek PLLC. She is a *summa cum laude* graduate of Tulane University (B.S.M. 2008) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). For the past four years, Ms. Borrelli has been designated by *Law & Politics* magazine as a Minnesota “Super Lawyer Rising Star.” Raina assisted the team in many areas of this litigation as well including helping with research and briefing on critical motions.

89. Sarah Moen joined Gustafson Gluek as a Paralegal in 2008. She graduated with high honors from Minnesota School of Business with an Associate in Applied Science Degree in Paralegal Studies. She has 17 years of legal experience. Prior to working at Gustafson Gluek, Sarah was a Senior Court Clerk for Wright County Court Administration in the Tenth Judicial District of Minnesota. Sarah is currently responsible for overseeing and coordinating the work of the firm’s paralegal team, in addition to training new paralegals. In January 2010, she became a Certified Paralegal after passing the NALA certification exam. Sarah also became a Minnesota Certified Paralegal through the Minnesota Paralegal Association in March 2016. She was also awarded the MPA’s

Outstanding Paralegal of the Year Award in October 2017. Sarah was the lead paralegal on the case from our firm. She worked on every aspect of this litigation, from the day to day management of the file, to assisting in deposition preparation, to assisting with both the *Mensik* and Class trials, among other things.

90. During the pendency of this litigation, my firm participated in the overall strategy of the litigation and, more specifically, performed the following Common Benefit Work. For example, after being appointed interim Co-Lead Counsel for the Minnesota Class, my office researched and coordinated with other counsel on the Amended Master Complaint for the Minnesota Class Plaintiffs. We researched and drafted portions of the responsive briefs on Syngenta's Motion to Dismiss. I, along with several co-counsel, prepared for and argued against Syngenta's Motion to Dismiss.

91. Meanwhile, the attorneys in my office worked with the Minnesota Class representatives and coordinated with the Bellwether Plaintiffs' Counsel to gather, review, and produce documents on behalf of the Class and Bellwether Plaintiffs. As indicated above, Eric Taubel worked with each of the Class Representatives - assisting them in the collection of their responsive documents, working with them on their discovery responses, updating them on the litigation generally, preparing them for their depositions, including attending and defending many of the depositions. Eric also assisted in their trial preparation.

92. The attorneys in my firm prepared for, attended, and participated in several of the Syngenta and third-party fact depositions throughout the case. We reviewed documents,

drafted and reviewed deposition outlines, discussed the depositions without co-counsel and we personally took some, and participated in and attended nearly every deposition taken in the litigation.

93. My office was very involved in the expert analysis, reports, and testimony of the class certification and damages experts Drs. Babcock and Carter. We met in person and talked by telephone with each of them multiple times prior to their class certification reports and their merits reports. We continued to work with them as the litigation progressed to update their reports as needed. We helped prepare them for their depositions, attended the depositions and worked to prepare them for their Kansas and Minnesota trial testimony.

94. We also played a significant role in the analysis, preparation and presentation of the other ten experts put forward by the Minnesota Leadership on issues related to corporate governance, corporate ethics, corn genetics and breeding, crop management, individual producer and non-producer damages, the FDA, China and its regulatory system and other issues. We assisted in the defense of many of these experts at their depositions and trial. We played a key role in defending all the experts in Minnesota, including Drs. Babcock and Carter, against Syngenta's *Frye-Mack* motions by briefing and arguing them before the Court.

95. In addition, my firm was very involved in the analysis and preparation to take the depositions of Syngenta's experts. Each of the experts were deposed (some twice) and my firm was actively involved in those depositions and the preparation that went forth

before the depositions. We also were very involved preparing for, briefing and arguing the *Frye-Mack* motions related to Syngenta's experts. Finally, we prepared to cross examine those same experts for the *Mensik* and Class trials in Minnesota.

96. As Co-Lead Class Counsel and a member of the trial team, my firm was intimately involved in every aspect of the trial preparation in *Mensik* and the class trials. My office had many attorneys and paralegals working behind the scenes during those trials and the pretrial workup. We were involved in the near daily pretrial meet and confers with Syngenta as the cases went to trial. We were involved in the meet and confer discussions relating to discovery issues, stipulations, deposition scheduling, briefing issues, trial negotiations, among other things.

97. With the exception of completing the PFSs, in which we played a very minor role, there was no part of this Minnesota litigation in which my firm did not play a major, sustained role. In court, I argued nearly all the class motions, many of the pretrial matters and some of the individual issues. On a day to day basis, my firm oversaw, supervised and coordinated the overall litigation with Bill Sieben, Lew Remele and others in the Minnesota Leadership.

98. On August 9, 2017, I (along with Chris Seeger, Mikal Watts, and Clayton Clark) was appointed by the Courts to be one of four members of the new Plaintiffs Negotiation Committee to work towards settling this litigation on a global basis. See Order Appointing Plaintiffs' Settlement Negotiation Committee in the Syngenta Litigation at 3,

IN RE: Syngenta AG MIR162 Corn Litigation, 14-md-02591 (D. Kan Aug. 9, 2017), ECF No. 3366.

99. As part of the negotiating committee, I participated in numerous in-person meetings and telephone calls with Syngenta's counsel and the Special Masters to try and settle this litigation globally. These meetings and phone calls took place over several months in August and September 2017 (during which I was also busy preparing for and trying the Minnesota class trial). This was one of the hardest negotiations I have been involved in but eventually, the negotiating parties reached a settlement in principle and signed a non-binding term sheet during the third week of the Minnesota class trial.

100. Even after the term sheet was signed, the negotiations dragged on for months. We had in person meetings across the country, multiple telephone conferences and many one on one discussions. We exchanged draft settlement agreements over and over as we sought to reach a final written agreement. We met with representatives from the USDA (FSA) and USDA (RMA) to seek agreement on a time-saving, efficient system for claims administration, met with the Claims Administrators, evaluated their respective bids and twice met with the Court. Ultimately with the help of the Special Masters, the parties were able to negotiate the final terms of the agreement, which ultimately resulted in this extraordinary Settlement.

101. I continue to work with Settlement Class Counsel, Syngenta's counsel, the Claims and Notice Administrators, the Special Masters and my Minnesota Leadership colleagues to bring this Settlement to the final approval hearing. Attached to this

Declaration as Exhibit 16 is a copy of the Fee-Sharing Agreement, entered into by myself, Chris Seeger and Clayton Clark).

102. It is the practice of my firm to maintain accurate, contemporaneous records of our time and expenses.

103. In compliance with the Common Benefit Orders, my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

104. It is our regular practice to review our time and expense submissions at the time we are submitting them and remove or reduce any time that appears excessive, incorrect or that does not comport with the Court's standing Common Benefit Orders. Consistent with our regular practice, prior to our regular submission, we would review our time and expense report and edit it according the Common Benefit Orders. The report is then further reviewed by one of the attorneys on the case and, if needed, further edits are made. The reports were then submitted to the Bassford firm on an ongoing regular basis.

105. As part of the preparation of my declaration, I had my firm re-review all the time entries and expenses previously submitted in this litigation to exercise billing judgment to eliminate any entries we did not believe were appropriate to submit as common benefit or that in our judgement did not comport with the Common Benefit Orders that may not have been eliminated previously.

106. After this re-review, I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Common Benefit Orders.

107. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$8,342,087.50. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
A. Williams	Partner	3771.00	1.25	3772.25	\$650.00	\$2,451,962.50
B. Resch	Associate	62.00	0.00	62.00	\$300.00	\$18,600.00
C. Noble	Paralegal	184.00	0.00	184.00	\$150.00	\$27,600.00
D. Hedlund	Partner	37.00	0.00	37.00	\$800.00	\$29,600.00
D. Mundahl	Paralegal	27.75	33.00	60.75	\$150.00	\$9,112.50
D. Gustafson	Partner	2890.00	0.50	2890.50	\$900.00	\$2,601,450.00
E Taubel	Associate	1904.25	0.00	1904.25	\$425.00	\$809,306.25
J. Holzer	Paralegal	33.00	0.00	33.00	\$200.00	\$6,600.00
J. Kilene	Partner	128.75	0.00	128.75	\$800.00	\$103,000.00
K. Gluek	Partner	1974.25	0.00	1974.25	\$800.00	\$1,579,400.00
L. Wang	Law Clerk	58.75	0.00	58.75	\$250.00	\$14,687.50
M. Looby	Partner	49.25	0.00	49.25	\$450.00	\$22,162.50
M. Morgan	Paralegal	18.50	0.00	18.50	\$175.00	\$3,237.50
R. Borrelli	Associate	875.75	0.00	875.75	\$425.00	\$372,193.75
R. Conlin	Associate	46.50	0.00	46.50	\$300.00	\$13,950.00
S. Payne	Associate	17.00	0.00	17.00	\$450.00	\$7,650.00
S. Moen	Paralegal	1196.75	10.25	1207.00	\$225.00	\$271,575.00

TOTAL	13274.5	45.00	13319.5	\$8,342,087.50

108. Due to my appointment as Co-Lead Counsel for the Minnesota Class and the necessary responsibilities that opportunity afforded my firm, I ensured that I had several attorneys and paralegals working on a nearly full-time basis on this case. My

firm focuses on consumer class action litigation and, while nearly all of the work we do is on a contingent basis, the amount of time that both myself and the individuals at my firm completed necessitated that we not pursue other leadership opportunities.

109. My firm also seeks an award of \$1,208,370.33 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount Spent
E01. Assessment Fees	\$970,000.00
E02. Federal Express / Local Courier, etc.	\$488.63
E03. Postage Charges	\$0.98
E05. Long Distance Telephone	\$720.90
E06. In-House Photocopying	\$18,654.50
E07. Outside Photocopying	\$892.91
E08. Hotels	\$74,292.87
E09. Meals	\$26,003.18
E10. Mileage	\$744.49
E11. Air Travel	\$65,592.16
E12. Deposition Costs/Expert Witness/Other	\$1,185.17
E13. Lexis/Westlaw	\$16,728.63
E14. Court Fees	\$3,528.00
E15. Witness / Expert Fees	\$1,591.97
E18. Ground Transportation	\$4,772.25
E19. Miscellaneous	\$23,113.69
E19. Miscellaneous	\$60.00
Total	\$1,208,370.33

110. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Common Benefit Orders. It is my view that the requested award for Gustafson Gluek PLLC conforms with those Orders.

111. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents and are an accurate record of the expenses.

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

Executed on this 10th day of July 2018 at Minneapolis, Minnesota.

s/ Daniel E. Gustafson
Daniel E. Gustafson

EXHIBIT 1

Leora Messersmith – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 1, 2016 deposition in Kearney, Nebraska.
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 150 miles round trip from Farnam, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- Phone prep discussions in January totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Pat Luther – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 2, 2016 deposition in Kearney, Nebraska.
- 10 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 40 miles round trip from Elm Creek, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on January 31, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 15 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Donald Jacobs – Illinois Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 12, 2016 deposition in Normal, Illinois.
- 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 50 miles round trip from Chino, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- Phone prep discussions on January 29, February 4, 2016 and other dates totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 12 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 15 hours spent over several time periods on document production
- Traveled approximately 50 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Justin Goebel - J&S Goebel Farms, Inc. – South Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 15, 2016 deposition in Sioux Falls, South Dakota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 520 miles round trip from Gettysburg, SD to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production

- Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

David Adams – North Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 15, 2016 deposition in Fargo, North Dakota.
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 125 miles round trip from Reynolds, ND to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 11, 2016 totaling 5 hours
- Traveled 125 miles round trip from Fargo, ND to attend deposition prep

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 150 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Nathan Rath – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in New Ulm, Minnesota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 100 miles round trip from Buffalo Lake, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 8.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

David & Marcia Olson – South Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in Sioux Falls, South Dakota.
- 4 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 380 miles round trip from Langford, SD to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 2 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

John Schmaltz/Schmaltz Farm – North Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in Fargo, North Dakota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 290 miles round trip from Tappen, ND to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Ronald Albers – South Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 17, 2016 deposition in Sioux Falls, South Dakota.
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 45 miles round trip from Sioux Falls, SD to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 16, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Lance Gilberton – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 22, 2016 deposition in Fargo, North Dakota.
- 11.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 90 miles round trip from Shelly, Minnesota to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In person prep on February 21, 2016 totaling 8 hours

Estimated Time Spent on Paper Discovery Responses:

- 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Randy Byro/Byro & Byro – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 24, 2016 deposition in Minneapolis, Minnesota.
- 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 150 miles round trip from Winthrop, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 23, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Dale Ewert/Ewert Farms – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 25, 2016 deposition in Minneapolis, Minnesota.
- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 160 miles round trip from Janesville, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 24, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 13 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

John Sumerfelt – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 1, 2016 deposition in Montevideo, Minnesota
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 85 miles round trip from Taunton, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 2, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 11 hours spent over several time periods on document production
- Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Charles Ledeboer – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 2, 2016 deposition in Montevideo, Minnesota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion

- Traveled 60 miles round trip from Prinsberg, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 1, 2016 totaling 2 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 15 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Scott Wubben – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 3, 2016 deposition in Montevideo, Minnesota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 60 miles round trip from Prinsberg, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 2, 2016 totaling 2.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Kirk Kuechenmeister – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 4, 2016 deposition in Sioux Falls, South Dakota.
- 4 hours for total deposition time, day-of-depo prep, and post-depo discussion

- Traveled 40 miles round trip from Dawson, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 3, 2016 totaling 2.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Tim Baumgart – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 7, 2016 deposition in La Vista, Nebraska.
- 9.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 210 miles round trip from Humphrey, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- Phone prep discussions on February 3, February 4, February 25, March 4, March 5, March 6, 2016 and other dates totaling 5.75 hours
- In-person prep on January 22 and January 30, 2016 totaling 5.7 hours

Estimated Time Spent on Paper Discovery Responses:

- 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 16 hours spent over several time periods on document production
- Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Douglas Maher – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 8, 2016 deposition in Omaha, Nebraska.
- 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 120 miles round trip from Stanton, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 7, 2016 totaling 2 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 18 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

M Gardner Farms ILLC – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 11, 2016 deposition in St. Petersburg, Florida
- 6.50 hours for total deposition time, day-of-depo prep, and post-depo discussion

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 10, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 13 hours spent over several time periods on document production
- Traveled approximately 70 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Tom Jansen – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 15, 2016 deposition in Spencer, Iowa
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 65 miles round trip from Lake Park, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 11 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
-

James DeBoom – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 16, 2016 deposition in Spencer, Iowa
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 60 miles round trip from Sutherland, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on January 18, 2016 and March 13, 2016 totaling 5.4 hours

Estimated Time Spent on Paper Discovery Responses:

- 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 55 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Sam Bell – Wisconsin Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 17, 2016 deposition in LaCrosse, Wisconsin
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 90 miles round trip from Tomah, WI to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 16, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 15 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Steven Moorman/Moorman Farms – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 21, 2016 deposition in Cedar Rapids, Iowa
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 100 miles round trip from Manchester, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 20, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

W. Eric Maloney – Illinois Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 22, 2016 deposition in Cedar Rapids, Iowa
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 230 miles round trip from Erie, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 21, 2016 totaling 2.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Daniel Belknap – Illinois Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 23, 2016 deposition in Cedar Rapids, Iowa
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 270 miles round trip from Carthage, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 22, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 50 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Larson Grain Company – North Dakota Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 5 and April 6, 2016 deposition in Fargo, North Dakota
- 18 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 245 miles round trip from Lamoure, ND to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 4, 2016 totaling 5 hours

Estimated Time Spent on Paper Discovery Responses:

- 15 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 20 hours spent over several time periods on document production
- Traveled approximately 110 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Red River Grain Company – Minnesota Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 7 and April 8, 2016 deposition in Fargo, North Dakota
- 18 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 100 miles round trip from Breckenridge, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 6, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 18 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 24 hours spent over several time periods on document production

- Traveled approximately 68 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Jacqueline Montony – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 7, 2016 deposition in Phoenix, Arizona
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 6, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Larry Mosier – Indiana Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 11, 2016 deposition in Fort Wayne, Indiana
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 390 miles round trip from Columbia, Indiana to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 10, 2016 totaling 5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Stephen Roenfeldt – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 14, 2016 deposition in La Vista, Nebraska
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 210 miles round trip from Stanton, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 25, April 13, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Mark Wohlers – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 15, 2016 deposition in La Vista, Nebraska
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Missouri Valley, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 68 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Bruce Bulman – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 18, 2016 deposition in LaCrosse, Wisconsin
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 60 miles round trip from Caledonia, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 17, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 5 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Porter Elevator Inc – Minnesota Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 18 and April 19, 2016 deposition in Sioux Falls, Iowa
- 17.5 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 220 miles round trip from Porter, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 17, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 12 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 28 hours spent over several time periods on document production
- Traveled approximately 140 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

VanTilburg Farms – Ohio Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 25, April 26, and June 10, 2016 depositions in Dayton, Ohio
- 22 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Celina, OH to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 24 and June 9, 2016 totaling 8 hours

Estimated Time Spent on Paper Discovery Responses:

- 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 20 hours spent over several time periods on document production
- Traveled approximately 110 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Ricky Kruse – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 26, 2016 deposition in Sioux City, Iowa
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 180 miles round trip from Winnetoon, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- Phone prep discussions on March 29, April 21, 2016 and other dates totaling 1.5 hours
- In-person prep on April 25, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 5 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Agro Farms Inc – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 27, 2016 deposition in Spencer, Iowa
9.5 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 200 miles round trip from Clear Lake, Iowa to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 26, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Peterson Feedlot Limited Partnership – Kansas Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 27, 2016 deposition in Omaha, Nebraska
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion

- Traveled 330 miles round trip from Wamego, KS to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 25, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 75 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Lyle Wallin Farm – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 28, 2016 deposition in Spencer, Iowa
- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Laurens, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 25, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

Irene Petefish Marital Trust – Illinois Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- May 2, 2016 deposition in Springfield, IL

- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 70 miles round trip from Virginia, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on May 1, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

EXHIBIT 2

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF LEWIS A. REMELE, JR.
IN SUPPORT OF MINNESOTA CO-LEAD COUNSEL'S
JOINT MOTION FOR APPROVAL OF COMMON BENEFIT AWARDS**

I, Lewis A. Remele, Jr., declare and state as follows:

1. I am a shareholder at the law firm of Bassford Remele, P.A. ("Bassford"), and am duly authorized by the owners, managers, or board of directors of the firm to make this declaration on its behalf.

2. I submit this declaration in support of Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards, specifically with respect to Bassford's contribution to this case, as set forth therein. I have personal knowledge of the matters set forth herein, and, if called as a witness, could and would testify competently thereto.

3. I was appointed by the Honorable Thomas Sipkins as Co-Lead Counsel in this case by Order dated August 15, 2015, to represent the interests of the over 70,000 individual farmers and grain elevators whose lawsuits were filed in the State of Minnesota.

4. My firm has acted as Co-Lead Counsel for corn producers and grain elevators in this litigation pursuant to that appointment entirely on a contingent basis. The background and experience of my firm and the attorneys who individually contributed to this case are summarized in the *curriculum vitae* attached hereto as **Exhibit A.**

5. In our capacity as court-appointed Co-Lead Counsel, Bassford has been extensively involved in all activities undertaken on behalf of Plaintiffs. Throughout the litigation, Mr. Remele served as the primary liaison with the Minnesota Court regarding all issues relating to individual cases. In addition, Bassford took the lead in managing nearly all aspects of the case, often in conjunction with the other Co-Lead counsel firms. More specifically, Bassford performed the following Common Benefit Work:

A. Early Litigation and Coordination with the Federal MDL: I initiated and oversaw the negotiation of the Joint Prosecution Agreement with Federal MDL leadership, and oversaw the drafting and submission of a coordination order to be entered in the Kansas and Minnesota actions.

B. Master Complaints: I oversaw the preparation of the Plaintiffs' Amended Master Complaints (Non-Class) containing specific and highly detailed allegations against Defendants, including names, dates, places, and subject matter of conduct engaged in by Defendants with respect to the U.S. Corn market and the Chinese regulatory regime.

C. Defeating Syngenta's Motion to Dismiss: Bassford attorneys served as the lead authors of the Plaintiffs' opposition to Syngenta's motion to dismiss both the class

and non-class claims. That briefing related to the laws of 22 separate states on numerous issues such as application of the economic loss doctrine and duty. I argued the Plaintiffs' opposition to the motion to dismiss before the Court.

D. Bellwether Selection: Bassford attorneys participated in and oversaw, along with Watts Guerra attorneys, all aspects of the bellwether selection process, including the establishment of the bellwether selection process, negotiations with opposing counsel, and the selection of bellwether discovery plaintiffs.

E. Bellwether Discovery: As Co-Lead Counsel, Bassford coordinated and managed the collection of responsive documents from bellwether plaintiffs with Watts Guerra and Paul LLP. This process required establishing a detailed ESI discovery protocol and overseeing the collection of data by a third-party E-Discovery vendor. Bassford attorneys oversaw and were intimately involved in all aspects of the data collection process, and a Bassford attorney served as Plaintiffs' ESI Liaison for the Minnesota plaintiffs.

Bassford attorneys also managed the process of reviewing the hundreds of thousands of pages of documents produced by bellwether plaintiffs. This work involved coordinating the review and analysis of the documents, the production of documents to Defendants, and corresponding with Defendants regarding document production issues.

Bassford, along with Watts Guerra and Paul LLP, also oversaw the depositions of all bellwether plaintiffs, including defending the following depositions:

Bellwether Plaintiff	Location of Deposition
Dale Ewert (Ewert Farms)	Minneapolis, MN

Randy Byro (Byro & Byro)	Minneapolis, MN
Nathan Rath	New Ulm, MN
Sam Bell	LaCrosse, WI
VanTilburg Farms	Dayton, OH
Valerie Jarret (VanTilburg Farms)	Dayton, OH
Larry Mosier	Fort Wayne, IN
Ronald Albers	Sioux Falls, SD
John Sumerfelt	Montevideo, MN
Charles Ledeboer	Montevideo, MN
Scott Wubben	Montevideo, MN
Kirk Kuechenmeister	Sioux Falls, SD
James DeBoom	Spencer, IA
Bruce Bulman	LaCrosse, WI
Mark Wohlers	La Vista, NE
Stephen Roenfeldt	La Vista, NE
Tom Jansen	Spencer, IA

Bassford attorneys managed the bellwether plaintiffs' responses to Syngenta's written discovery. Responses to Syngenta's written discovery were often initially drafted by the personal counsel to each bellwether plaintiff and then submitted to Bassford. Upon receipt of those drafts, Bassford would complete substantial revisions and ensure the accuracy of the responses and compliance with all Minnesota rules.

Bassford attorneys served as the primary contact with Defendants' counsel and Special Master Van De North regarding discovery issues, exchanging lengthy correspondence regarding purported discovery issues and addressing those issues with the Special Master as necessary. This work resulted in the completion of bellwether discovery without a single motion to compel against plaintiffs with respect to bellwether written discovery or document productions.

F. Offensive and Third-Party Discovery:

As Co-Lead Counsel, Bassford was intimately involved in all aspects of offensive discovery on Syngenta, as well as the third-parties as to whom discovery was sought. Offensive discovery in the Minnesota litigation was ably led by Paul LLP, but Bassford was heavily involved in all aspects of that work, including participating the following depositions on behalf of the Minnesota Plaintiffs:

Syngenta Employee	Job title	Location of Deposition
John Ramsay	Chief Financial Officer and Interim Chief Executive Officer	London
Yongsheng Zhang	Chinese Regulatory Affairs	Washington, D.C.
Ponsi Trvisvavet	President, Syngenta Seeds North America	Washington, D.C.
Third-Party Witness	Job title	Location of Deposition
Andrew LaVigne	President and CEO, American Seed Trade Association	Washington, D.C.
Anthony Reed	Senior Director of Government Affairs, ADM	Washington, D.C.
Corey Jorgenson	Vice President of Corporate Transportation, Cargill	Minneapolis, MN
David Baudler (Individual and 30(b)(6))	President of Cargill AgHorizons	Minneapolis, MN
Bill Hale (Individual and 30(b)(6))	Export Grain Manager, Cargill	Minneapolis, MN
William Barksdale	Grain Trading Manager (China and Korea), Cargill	Minneapolis, MN

G. Expert Discovery: Bassford Remele attorneys were primarily responsible for the development and preparation of two of Plaintiffs' expert witnesses in the Minnesota litigation, and, as Co-Lead Counsel, oversaw the selection and retention of all expert witnesses for the Minnesota case. Bassford worked closely with other members of

the Minnesota leadership, particularly from Paul LLP, to identify and develop Minnesota's expert witnesses, and specifically traveled with Mr. Paul to California to retain and develop the expert testimony of Daniel Sumner. Bassford attorneys were also solely responsible for the Minnesota litigation's development of non-retained expert Dr. Randal Giroux, a Cargill executive who served as a critical expert during the Minnesota class trial; as well as Janice Tweedy, a handwriting expert retained to address stewardship agreement issues for the *Mensik* bellwether trial. Dr. Giroux presented over four hours of direct testimony in the Minnesota Class trial.

H. Motion Practice: Bassford attorneys served as the primary authors of all substantive briefing on behalf of individual plaintiffs throughout the litigation, and were also routinely tasked by Minnesota Co-Lead Class Counsel to provide substantive briefing on class motions and memoranda throughout the case. In addition, as Co-Lead Counsel, I appeared on behalf of the Plaintiffs at every motion before the Court, and was tasked with arguing nearly all motions relating to the individual plaintiffs.

Bassford attorneys drafted and argued the Plaintiffs' motion to amend their complaint for punitive damages and supplemental briefing on choice of law issues. The success of that motion effectively created the threat of nationwide punitive damages on behalf of all plaintiffs with cases venued in Minnesota.

Bassford also drafted and argued Plaintiffs' Motion for Partial Summary Judgment in the *Mensik* bellwether, as well as opposed Syngenta's Motion for Summary Judgment in that case. Similarly, Co-Lead Class Counsel requested that Bassford attorneys serve as the primary authors of the summary judgment briefing in the Minnesota Class case, and

subsequently requested that Bassford attorneys argue multiple aspects of the Class' opposition to Syngenta's motion for summary judgment.

In addition, Bassford attorneys drafted and argued the Plaintiffs' opposition to Syngenta's motion for partial judgment on the pleadings, successfully opposed Syngenta's motion to assert third-party claims against Cargill and ADM, and drafted and argued multiple motions and memoranda related to expert witnesses and trial issues.

I. Focus Groups: The Minnesota PEC conducted three focus group exercises in preparation for trials in the Minnesota litigation. Bassford attorneys worked closely with our jury consultant throughout the case, and were involved in preparing substantial portions of the presentations used during each of the focus group sessions. In addition, during the first focus group, I was selected by my colleagues on the Plaintiffs' Executive Committee to act as counsel to Plaintiffs in that presentation. The second focus group was led by moderators and required the production of numerous "modules", through which the moderators would present the parties' evidence and arguments to the mock jurors. Bassford attorneys were tasked with collecting the evidence and drafting the arguments relating to one of these modules. In the final focus group, I was tasked with acting as Syngenta's counsel in cross-examining the bellwether trial plaintiff in front of the mock jury.

J. Common Benefit Time and Expense Procedures: Bassford led all aspects of the litigation relating to the oversight of Common Benefit Time and Expenses, including drafting the Common Benefit Order and Order Establishing Common Benefit Rules ultimately adopted by the Court (jointly the "Common Benefit Orders"), as well as

developing timekeeping protocols to manage the submission and review of common benefit time and expenses in the Minnesota litigation. At the outset of the case, Bassford worked with Special Master John Van De North to establish the rules governing common benefit issues. During the pendency of the litigation, Bassford received and analyzed the contemporaneous time submissions of all firms in the Minnesota action. Following settlement, Bassford Remele and Gustafson Gluek co-chaired the Minnesota Co-Lead Counsel's Audit Committee (the "Audit Committee"), overseeing the analysis of the time submissions of over 200 law firms and compiling data for the submission to the Court.

K. Mensik Bellwether Trial: I, along with Bassford attorneys Aram Desteian and Casey Marshall, were appointed as members of the *Mensik* trial team. I was tasked with completing the *voir dire* and jury selection during the *Mensik* case, and the trial team members from my office, along with other Bassford attorneys, were heavily involved in preparing the jury instructions, briefings, exhibit lists, and other aspects of the trial preparation. In addition, our office was tasked with preparing multiple witnesses for the trial, and in presenting non-retained expert Dr. Randal Giroux's testimony before the jury. Unfortunately, the Court granted a mistrial following the selection and empaneling of the jury but before the opening statements were presented.

L. Minnesota Class Trial: As with the *Mensik* trial, attorneys Aram Desteian and Casey Marshall were appointed along with me to serve as members of the trial team on behalf of the Minnesota class. As we did with the *Mensik* case, attorneys from Bassford were very involved in the drafting of the Plaintiffs' proposed jury instructions, in trial briefings, and in preparing trial materials at the request of Co-Lead Counsel to the

Class. We were similarly tasked with presenting the testimony of Dr. Randal Giroux's testimony to the jury. Dr. Giroux testified for over four hours on direct examination, and his testimony was critical to establishing numerous aspects of the Plaintiffs' claims against Syngenta. During the Class trial, Co-Lead Class counsel requested that Bassford attorneys take primary responsibility for preparing the Plaintiffs' memorandum opposing Syngenta's anticipated motion for a directed verdict.

6. Bassford maintains contemporaneous records of its time and expenses in the ordinary course of business. The hourly rates for the partners, attorneys, and professional support staff in my firm included in this submission are the same as the usual and customary hourly rates currently charged for their services in similar complex contingent or class action litigation matters. My firm's lodestar figures are based on the firm's 2017 fee billing rates, which do not include charges for expense items.

7. In compliance with the Common Benefit Orders, Bassford was tasked with being the submission contact for all counsel to submit common benefit time and expenses. In addition, Bassford produced and maintained a monthly contemporaneous record of its own common benefit time and expenses alongside other submissions received from other firms. Bassford has worked diligently to coordinate an audit process to permit firms to adequately submit their time and expense submissions to this court with the support of Co-Lead Counsel.

8. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

9. Bassford submitted its time and expense records to be considered as part of the rigorous audit process engaged in by the Audit Committee. The Audit Committee spent hundreds of hours reviewing time and expense records with respect to more than 200 of the most involved law firms in the Minnesota case, including the four Co-Lead Counsel firms, Liaison Counsel, and the remaining four PEC firms, to ensure that such time and expense submissions conformed with the parameters developed earlier by Bassford and other Co-Lead Counsel with respect to the Common Benefit Orders.

10. After this re-review, I can confirm that the time submitted was undertaken by the attorneys and other employees of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

11. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm from August 5, 2015 through April 31, 2018, is \$7,070,476.00. A breakdown of the lodestar is set forth in **Exhibit B** hereto.

12. It is also important for the Court to consider the total amount of time expended on this case by Bassford was more than 12,000 hours, which precluded many of Bassford's attorneys from taking on other work. See **Exhibit B**.

13. My firm also seeks an award of \$1,035,426.62 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount
E01. Assessment Fees	\$970,000.00
E02. Federal Express/Local Courier, etc.	\$95.09
E03. Postage Charges	\$58.86
E06. In-House Photocopying	\$4,786.50
E08. Hotels	\$6,166.27
E09. Meals	\$22,787.50
E10. Mileage	\$299.10
E11. Air Travel	\$11,955.11
E14. Court Fees	\$1,366.00
E18. Ground Transportation (i.e. Rental)	\$1,543.29
E19. Miscellaneous (Describe)	\$16,368.90
Total Expenses	\$1,035,426.62

14. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

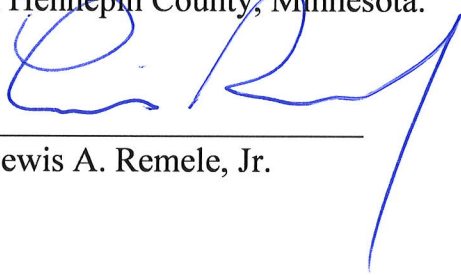
15. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records, and other documents and are an accurate record of the expenses.

16. In addition, Bassford maintained the fund into which Co-Lead Counsel and other firms appointed to the Plaintiff's Executive Committee paid their regular assessments (the "Assessment Fund"). Bassford also paid assessment amounts into the Assessment Fund in the amount of \$970,000.000, which amounts are included above in paragraph 13.

17. Bassford, on behalf of Co-Lead Counsel, received, administered, and distributed amounts from the Assessment Fund to be used for common benefit expenses incurred as part of the litigation. An overview of the amounts received and distributed from the Assessment Fund is attached hereto as **Exhibit C**. Notably, Co-Lead Counsel has outstanding amounts it currently owes to various third-parties for services rendered in connection with the litigation. Co-Lead Counsel seeks reimbursement for such expenses.

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

Executed on this 15th day of July, 2018, in Hennepin County, Minnesota.



Lewis A. Remele, Jr.

EXHIBIT A

Bassford Remele, P.A.
Syngenta Legal Team



BASSFORD REMELE

	Name	Position	Law School Graduation Year	Admission Date
1	Lewis A. Remele, Jr.	Shareholder	1975	1975 (MN)
2	Stanford P. Hill	Shareholder	1984	1984 (WI)
3	Jeffrey D. Klobucar	Shareholder	2008	2008 (MN); 2017 (WI)
4	Casey D. Marshall	Associate	2013	2013 (MN)
5	Aram V. Desteian	Associate	2014	2014 (MN)
6	Frederick E. Finch	Attorney	1973	1973 (MN)
7	Alan I. Silver	Shareholder	1975	1975 (MN)
8	Patrick J. Sauter	Attorney	1977	1977 (MN)
9	Edward F. Fox	Shareholder	1979	1979 (MN)
10	Andrew L. Marshall	Shareholder	1986	1986 (MN)
11	Andrea E. Reisbord	Shareholder	1990	1990 (CA); 1992 (MN)
12	Christopher R. Morris	Shareholder	1992	1992 (MN)
13	Susan E. Gustad	Shareholder	1996	1996 (MN)
14	David E. Camarotto	Shareholder	2000	2001 (MN)
15	Jonathan C. Marquet	Shareholder	2001	2001 (NJ); 2008 (MN)
16	Mark R. Bradford	Shareholder	2003	2003 (IL); 2004 (MN)
17	Steven P. Aggergaard	Shareholder	2004	2004 (MN)
18	Jonathan P. Norrie	Shareholder	2005	2005 (MN)
19	Kerri J. Nelson	Shareholder	2006	2007 (MN)
20	Peter L. Gregory	Shareholder	2007	2007 (MN)
21	Jeffrey R. Mulder	Shareholder	2008	2008 (MN)
22	Bryan R. Browning	Shareholder	2008	2008 (MN)
23	Kari M. Dahlin	Associate	2001	2001 (MN)
24	Drew P. Schaffer	Associate	2004	2004 (MN)

25	Elizabeth A. Jenson Prouty	Associate	2008	2008 (MN)
26	Christine E. Hinrichs	Associate	2009	2009 (MN)
27	Amie E. Penny Sayler	Associate	2009	2009 (MN)
28	Nicole A. Delaney	Associate	2009	2009 (MN)
29	Uzodima Franklin Aba-Onu	Associate	2010	2010 (MN)
30	Jessica L. Klander	Associate	2011	2011 (MN)
31	Jeffrey R. Peters	Associate	2012	2012 (WI); 2013 (MN)
32	Kate L. Homolka	Associate	2013	2013 (MN)
33	Lauren E. Ritchie	Associate	2016	2016 (MN)
34	Jessica L. Kometz	Associate	2017	2017 (MN)
35	Molly B. Hough	Law Clerk	2018	N/A
36	Maria P. Brekke	Law Clerk	2018	N/A
37	Daniel R. Lynch	Litigation Support Specialist	N/A	N/A
38	MeeNee Thao	Paralegal	N/A	N/A
39	Linda L. Nygard	Accounting Director	N/A	N/A

1. Lewis A. Remele, Jr., Shareholder

Education

- Harvard University, A.B., *magna cum laude*, 1970
- Creighton University, J.D., *cum laude*, 1975

Judicial Clerkships

- United States District Court, The Honorable Miles W. Lord, Law Clerk, 1975-1977

Areas of Practice

- Alternative Dispute Resolution
- Class Action/Multidistrict Litigation
- Commercial Litigation
- Professional Liability/Claim Prevention

Admissions

- U.S. Supreme Court, 2004
- U.S. Court of Appeals, Eighth Circuit, 1981
- U.S. District Court, District of Minnesota, 1976
- Minnesota, 1975

Experience

- Lewis Remele is regarded as one of the leading lawyers in Minnesota, and was the top vote-getter in the annual Minnesota Super Lawyers list in 2001-2005, 2008-2009, 2011-2014, 2016 and 2018. He was named as the 2009 and 2013 Minneapolis Bet-the-Company Litigator of the Year and 2012 Legal Malpractice Law–Defendants Lawyer of the Year by *The Best Lawyers in America*. He is listed in *Law and Leading Attorneys* and *Who's Who in American Law*. Mr. Remele is recognized by the international research firm Chambers & Partners as a top business litigator. In addition, he is included in the *Minnesota Lawyer* Circle of Excellence for being selected as an Attorney of the Year in 2007, 2011 and 2017.
- Mr. Remele is a highly accomplished trial lawyer who for more than four decades has successfully tried, mediated, and arbitrated high-stakes matters and argued appeals in conference rooms and courtrooms across the nation. He is regularly sought out by businesses of all sizes, courts, and other organizations to resolve extremely complex disputes. Recently, he was court-appointed co-lead counsel in a consolidated multidistrict litigation, representing more than 70,000 plaintiffs in a high-profile international trade disruption. During his career he has represented insurance companies in personal injury and coverage cases; corporate clients in diverse commercial suits including employment, contracts, securities, professional and fiduciary claims, directors' and officers' liability, class actions, shareholder disputes, debtor/creditor, antitrust; and has represented clients in products liability matters, and trusts and estates litigation. Numerous times Lew has been appointed a Special Master in both state and federal courts, as settlement master, and as a master to assist the court in discovery and related issues.

- Mr. Remele is past president of both the Minnesota State and Hennepin County Bar Associations and the Academy of Court Appointed Special Masters. He is a Fellow of the American College of Trial Lawyers, the International Society of Barristers, the Academy of International Trial Lawyers, the American Board of Trial Advocates and the Litigation Counsel of America. He also is a Life Fellow of the American Bar Foundation.

Representative Cases

- Obtained one of the largest arbitration awards in Minnesota history—approximately \$800 million including pre- and post-judgment interest—in a matter involving a claim of theft of trade secrets; *Seagate Tech. v. Western Digital Corp.*, 854 N.W.2d 750 (Minn. 2014).
- Represented approximately 70,000 individual upper Midwest farmers as co-lead counsel in claims that Syngenta negligently marketed Viptera corn seed causing an international trade disruption; *In re Syngenta Litig.*, File No. 27-CV-15-12625 (Hennepin Cnty. Minn. 2017).
- Defended a number of Graco distributors who were sued for violations of the Anti-trust Act; *Insulate SB, Inc. v. Advanced Finishing Sys.*, 797 F.3d 538 (8th Cir. 2015).
- Successfully defended Trans Union in an anti-trust, trademark infringement case before U.S. District Court Minnesota jury. Plan sought several hundred million dollars in damages against Trans Union and other co-defendants; *Fair Isaac Corp. v. Experian Info. Sols., Inc.*, No. 06-4112, 2010 WL 1875479 (D. Minn. May 10, 2010).
- Defended law firm in action venued in Arizona. Plaintiff alleged negligence in connection with a real estate transaction which occurred in Las Vegas; *Club Vista Fin. Servs., LLC v. Maslon, Edelman, Borman & Brand, LLP*, 2011 WL 4947629 (D. Minn. Oct. 18, 2011).

Additional Representative Cases

- Represented former CEO of Metris in employment claim. Verdict for client in excess of \$50 million; *Zebeck v. Metris Cos.*, 2008 WL 2168333 (Minn. App. 2008).
- Represented privately held company in major shareholder suit which concluded with company being sold to St. Jude Medical for approximately \$350 million dollars; *Afremov v. Amplatz*, No. A05-793, 2006 WL 44341 (Minn. App. Jan. 10, 2006).
- Arbitration representing Competitive Local Exchange Carrier against Qwest for access pursuant to the Federal Telecommunications Act of 1996. Award for client of approximately \$1.3 million; *New Access Commc'ns, LLC v. Qwest Corp.*, 368 F. Supp. 2d 952 (D. Minn. 2005).
- Defended law firm for negligence claims arising from firm's representation of local pension fund; *Janssen v. Best & Flanagan, LLP*, 704 N.W.2d 759 (Minn. 2005).
- Defended Nebraska credit insurer in consumer class action; *Thao v. Central States Health & Life Co. of Omaha*, No. A09-0204, 2009 WL 3255883 (Minn. App. Oct. 13, 2009).

Seminars

Mr. Remele has lectured in numerous continuing legal education programs on all aspects of trying civil disputes and conducting alternative dispute resolution proceedings.

- *Clarity in Award Writing*, presenter, American Arbitration Association, August 23, 2016
- *New Developments in Ethics and Professional Responsibility*, presenter, The Litigator's Annual Short Course, Minnesota State Bar Association, February 2, 2016; January 27, 2015; February 28, 2014; and February 1, 2013
- *The Impact of the New Rule on Proportionality in Civil Litigation*, presenter, New Minnesota Civil Rules: Significant Changes: What They Are and How to Handle Them Seminar, Minnesota State Bar Association, April 10, 2013
- *Ethics and Professional Responsibility Matters That Affect Litigators*, presenter, The Litigator's Annual Short Course, Minnesota State Bar Association, February 3, 2012

Professional Achievements

- American College of Trial Lawyers, Fellow
- American Board of Trial Advocates, Fellow
- American Bar Association, Life Member
- American Bar Foundation, Life Fellow
- College of Commercial Arbitrators, Fellow
- International Society of Barristers, Fellow

Bar Associations

- American Bar Association
- Minnesota State Bar Association
 - President, 1995-1996
- Hennepin County Bar Association
 - President, 1989-1990

Professional Memberships

- Academy of Court Appointed Special Masters, Fellow
 - President, 2011-2012
- International Academy of Trial Lawyers, Fellow
- American Arbitration Association, Panel Member
- Defense Research Institute
- Minnesota Defense Lawyers Association

Civic Involvement

- Prodeo Academy, Board Member
- Ed Allies, Board Member
- Pillsbury United Communities, Past Board Member
- Harvard Club of Minnesota, Past President

Honors and Awards

- Leading Commercial Litigator, *Chambers and Partners*, 2003-2018
- "(Real) Power 50," *Minnesota Business Magazine*, 2017
- Commercial Litigation Lawyer of the Year, *Global Law Experts*, 2013

- Attorney of the Year, *Syngenta* Legal Team, *Minnesota Lawyer*, 2017
- Attorney of the Year, Circle of Excellence, *Minnesota Lawyer*, 2007, 2011 and 2017
- “200 Minnesotans You Should Know,” *Twin Cities Business*, 2010
- *The Best Lawyers in America*®, 1991-present
 - “Minneapolis Bet-the-Company Litigator of the Year,” 2009 and 2013
 - "Minneapolis Trusts and Estates Litigator of the Year," 2014
 - “Minneapolis Legal Malpractice Law – Defendants Lawyer of the Year,” 2012
 - Alternative Dispute Resolution
 - Bet-the-Company Litigation
 - Commercial Litigation
 - Labor and Employment Litigation
 - Legal Malpractice Law
 - Personal Injury Litigation
 - Trusts and Estates Litigation
- *Law & Leading Attorneys*, all editions
- Minnesota Super Lawyers
 - Super Lawyers list, *Super Lawyers*, 2000-2018
 - Top 100 list, *Super Lawyers*, 2000-2006 and 2008-2018
 - Top 40 Business Litigation list, *Minnesota Law & Politics*, 2005-2009
 - Top 5 list, *Super Lawyers*, 2000-2005 and 2008-2018
 - Top Vote-Getter in the State of Minnesota, *Super Lawyers*, 2001-2005, 2008-2009, 2011-2014, 2016 and 2018

2. Stanford P. Hill, Shareholder

Education

- University of Minnesota Law School, J.D., 1984
- University of Minnesota, B.S., 1980

Certifications

- Minnesota State Bar Association Board Certified Senior Civil Trial Specialist, 2001-present
- National Board of Trial Advocacy Certified Civil Trial Specialist, 1999-present
- Arbitrator, Qualified Neutral under Rule 114 of the Minnesota General Rules of Practice, 1995-present

Trials

- 30+ Jury Trials
- 50+ Court Trials

Arbitrations

- 200+ Arbitrations

Mediations

- 100+ Mediations
- More than 50% Resolved as a Result of Mediation

Areas of Practice

- Alternative Dispute Resolution
- General Liability
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit
- U.S. District Court, District of Minnesota
- U.S. District Court, District of New York
- U.S. Bankruptcy Court
- Minnesota
- Wisconsin

Experience

- Stanford Hill is a trial lawyer whose practice focuses on real estate professional liability matters with significant high stakes claims, class actions, and anti-trust matters.
- Mr. Hill represents corporations and professionals in trial and appellate courts, licensing boards, and at arbitrations and mediations. He recently successfully defended the area's largest real estate brokerage company against a major anti-trust allegation, and regularly defends the company's agents on all issues, including malpractice claims, ethics complaints, and licensing revocation hearings.

- Mr. Hill is a National Board of Trial Advocacy Certified Civil Trial Specialist and a Minnesota State Bar Association Certified Civil Trial Senior Specialist. He has arbitrated and mediated hundreds of cases as a Minnesota Supreme Court qualified arbitrator and mediator.
- Mr. Hill is member of the American Board of Trial Advocates and was recently listed in *The Best Lawyers in America*© for his work in commercial litigation.

Representative Cases

- Part of trial team representing Minnesota class of corn farmers seeking damages from seed producer resulting from premature release of genetically modified corn seed; *In re: Syngenta Litigation*, 27-CV-15-3785 (Minn. Dist. Ct., filed Mar. 10, 2015).
- Affirmance of district court dismissal of Fair Housing Act claims for discrimination and retaliation by tenant against real estate broker and agent; *Peet v. Associated Bank*, N.A., 556 Fed. Appx. 546 (Minn. App. Feb. 11, 2014).
- Affirmed trial court summary judgment dismissing commission claims against real estate broker and affirmed court award of bad faith attorney's fees against opposing counsel; *Lawhead v. Nixa*, A12-0879, 2013 WL 1788486 (Minn. App. Apr. 29, 2013).
- Affirmed district court dismissal of claims for indemnity arising out of Pierringer release and for broker liability for agents allegedly intentional assault; *Auleciems v. Edina Realty, Inc.*, A14-2064 (Minn. App. Jun. 22, 2015).
- Amicus curie brief to state supreme court resulting in decision that brokerage clients were not engaged in the unauthorized selling of insurance in Minnesota; *Allen v. Burnet Realty, LLC*, 801 N.W.2d 153 (Minn. App. Aug. 3, 2011).

Additional Representative Cases

- *Haissig v. Odom*, A10-363, 2010 WL 4941623 (Minn. App. Dec. 7, 2010).
- *Van Hee v. Hunt*, No. A09-356, 2009 WL 2998108 (Minn. App. Sept. 22, 2009).
- *Murrin v. Mosher*, No. A08-1418, 2009 WL 2366119 (Minn. App. Aug. 4, 2009).
- *Murrin v. Mosher*, No. A09-314, 2010 WL 1029306 (Minn. App. Mar. 23, 2009).
- *Driveway Design, LLC v. Johnson and Johnson Land Dev., LLC*, No. A08-0957, 2009 WL 1684416 (Minn. App. June 16, 2009).
- *Knapp v. Vandergon*, No. 08-1284, 2009 WL 1616668 (D. Minn. June 5, 2009).
- *Hummell v. Edina Realty, Inc.*, No. A08-1120, 2009 WL 1048850 (Minn. App. Apr. 21, 2009).
- *Sharma v. Edina Realty, Inc.*, No. A08-0407, 2009 WL 910864 (Minn. App. Apr. 7, 2009).
- *Shamrock Dev., Inc. v. Smith*, 754 N.W.2d 377 (Minn. 2008).
- *Windage, LLC v. U.S. Golf Ass'n*, No. 07-4897, 2008 WL 2622965 (D. Minn. July 2, 2008).
- *Loppe v. Steiner*, 699 N.W.2d 342 (Minn. App. 2005).

- *Willmar Unclaimed Freight, Inc. v. Holmes*, No. A04-2332, 2005 WL 1669919 (Minn. App. July 19, 2005).
- *Schlink v. Edina Realty Title*, No. CT 02-018380, 2003 WL 23786984 (D. Minn. Sept. 9, 2003).
- *Rehnberg v. Schranck*, No. C4-01-629, 2001 WL 1132203 (Minn. App. Sept. 25, 2001).
- *Pelton v. Jay*, No. C2-97-459, 1997 WL 613665 (Minn. App. Oct. 7, 1997).
- *Edina Realty, Inc. v. Belgarde Enters.*, No. C3-96-2517, 1997 WL 370545 (Minn. App. July 8, 1997).
- *Group Health, Inc. v. Heuer*, 499 N.W.2d 526 (Minn. App. 1993).
- *Cassidy v. Cassidy*, No. C8-90-409, 1990 WL 105920 (Minn. App. July 31, 1990).
- *Rudelt v. Superior Contractors*, 446 N.W.2d 386 (Minn. 1989).
- *Gelfand v. Palmer*, No. C6-87-2441, 1988 WL 59223 (Minn. App. June 14, 1988).

Publications

- *Real Estate Brokers and Related Professionals*, Real Estate Law Chapter, Minnesota Practice Series, 2016-2017 ed.

Seminars

Mr. Hill has given more than one hundred presentations during the course of his career on topics ranging from real estate arbitration and litigation to discovery, disclosure, and documentation; transactions to agency relationship; and moisture intrusion and mold to recent developments in real estate law.

- *The Three D's of Safe Practice—Discover, Disclose, Document*, presenter, Minnesota Association of Realtors, Alexandria, Minn., February 16, 2011
- *Neighbor Law*, presenter, Minnesota State Bar Association, Detroit Lakes, Minn., June 14, 2010
- *Issues Unique to Recreational and Lake Shore Property*, presenter, Minnesota State Bar Association, June 3, 2010
- *Agency Relationship; Ethics; Fair Housing*, presenter, Minnesota Continuing Legal Education, St. Cloud, Minn., April 24, 2008
- ADR Institute, Minnesota State Bar Association, speaker, October 19, 2007
- *We're Going to the Cabin*, presenter, Minnesota Continuing Legal Education, June 20, 2007
- *Arbitration or Litigation Speech*, presenter, Residential Real Estate Transactions Seminar, Minnesota State Bar Association, May 10, 2007
- *Disclosure and Arbitration*, presenter, Minnesota Association of Realtors, St. Cloud, Minn., April 26, 2007
- *Problems After the Sale—Arbitration or Litigation?*, presenter, Minnesota State Bar Association, June 6, 2006

- *Legal Considerations in Dealing with Mold*, presenter, CPCU Society Symposium, St. Paul, Minn., April 19, 2006
- *Avoiding Problems in Real Estate Transactions*, presenter, Southeast Minnesota Association of Realtors, April 17, 2006
- *Discover, Disclose and Document*, presenter, Rochester Area Association of Realtors, April 12, 2006
- *The 3 D's of Due Diligence for Real Estate Agent E&O*, presenter, Realtors Association of Southern Minnesota, February 23, 2006
- *Home Buyers', Home Sellers' and Realtors' Rights and Remedies in Arbitration*, presenter, New Arbitrator Training, Construction Arbitration Services, Inc., January 7, 2006
- *Mold and Water Intrusion, A Comprehensive Overview of Litigation and Claims in Minnesota*, Seminar Co-Chair, Minnesota State Bar Association, December 6, 2005
- *General Overview of Mold Litigation and the Future of Mold Claims*, presenter, Minnesota State Bar Association, December 6, 2005
- *Construction Defect Claims—The Defendant's Perspective*, presenter, Minnesota State Bar Association, December 6, 2005
- *Marketing Your Mediation Practice*, presenter, 8th Annual ADR Institute, Minnesota State Bar Association, October 28, 2005
- *Proving Damages Caused by Mold*, presenter, National Business Institute, September 14, 2005
- *The Mold Miasma*, presenter, Minnesota CLE, September 30, 2003
- *The Three D's of Real Estate E&O: Discovery, Disclose and Document*, presenter, Insurance Law Institute, All District Legal, July 22, 2003
- *Mold Litigation in Minnesota*, presenter, Lorman Education Services, March 26, 2003
- *Solving Water Intrusion and Mold Problems*, presenter, Lorman Education Services, April 24, 2002
- *Civil Litigation Primer—Effective Use of Depositions*, presenter, Minnesota Institute of Legal Education, July 1998
- *Real Estate Broker Errors & Omissions—Does Alternative Dispute Resolution Work?*, presenter, Defense Research Institute Professional Liability, 1997
- *Understanding the American Arbitration Association Home Buyer/Home Seller Arbitration System*, presenter, Minnesota Association of Realtors, Annual Convention, September 1995
- American Arbitration Association Introductory Arbitrator Training Seminar, Instructor, 1992-2002
- *Arbitrating the Home Buyer/Home Seller Dispute*, presenter, Minnesota CLE, Annual Real Estate Update Seminar, 1991

- *Real Estate Broker Liability*, presenter, Minnesota CLE, 1990

Professional Achievements

- American Board of Trial Advocates, Fellow

Bar Associations

- Federal Bar Association
- Minnesota State Bar Association
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association

Civic Involvement

- Prodeo Academy, tutor

Honors and Awards

- *The Best Lawyers in America*®, Commercial Litigation, 2015-present
- Rated AV Preeminent® by Martindale-Hubbell®
- Attorney of the Year, as part of the *Syngenta* Legal Team, *Minnesota Lawyer*, 2017
- Minnesota Super Lawyers list, *Super Lawyers*, 2002-present

3. Jeffrey D. Klobucar, Shareholder

Education

- University of St. Thomas School of Law, J.D., 2008
- University of Minnesota, B.A., 2005

Areas of Practice

- Bankruptcy and Creditors' Remedies
- Class Action/Multidistrict Litigation
- Commercial Litigation

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2010
- U.S. District Court, District of Colorado, 2010
- U.S. District Court, District of Minnesota, 2008
- U.S. District Court, Western District of Wisconsin, 2015
- Minnesota, 2008
- Wisconsin, 2017

Experience

- Jeffrey Klobucar is a commercial litigator dedicated to protecting the rights of commercial creditors in bankruptcy and other federal and state court matters.
- Mr. Klobucar represents commercial creditors in bankruptcy cases, as well as other federal and state court litigation and appellate matters. He routinely handles cases involving the enforcement of contract rights, including security agreements and commercial leases involving both real estate and personal property. He also pursues commercial post-judgment collection matters, including enforcement of judgment liens and guaranties, commercial garnishment actions, and determinations of non-dischargeability in bankruptcy court. Additionally, he has significant class-action and multi-district litigation experience.
- Mr. Klobucar is a graduate of University of St. Thomas School of Law, where he served as an adjunct professor for five years.

Representative Cases

- Appointed as counsel for the Official Committee of Unsecured Creditors. *In re: Millerbernd Systems, Inc.*, Bky. No. 18-41286 (Bankr. D. Minn.).
- Representing an insurer in bankruptcy proceedings and related coverage adversary proceedings filed by various diocesan corporations in Minnesota. *In re: Archdiocese of St. Paul and Minneapolis*, Bky. No. 15-30125 (Bankr. D. Minn.); *In re: Diocese of Duluth*, Bky. No. 15-50792 (Bankr. D. Minn.); *In re: The Diocese of New Ulm*, Bky. No. 17-30601 (Bankr. D. Minn.).
- Representing a national software and computer equipment lessor in a big-box retail bankruptcy proceeding. *In re: Gander Mountain Co.*, No. 17-30673 (Bankr. D. Minn.).

- Representing an advertising service creditor in a big-box retail bankruptcy proceeding. *In re: Gander Mountain Co.*, No. 17-30673 (Bankr. D. Minn.).
- Representing an owner/landlord of commercial real property leased to a debtor in a big-box retail bankruptcy proceeding. *In re: Gander Mountain Co.*, No. 17-30673 (Bankr. D. Minn.).
- Currently representing owner/landlord of commercial real property leased to a debtor in a corporate chapter 7 proceeding. *In re: RF Beardsley Services, LLC*, Bky. No. 18-41667 (Bankr. D. Minn.)
- Representing a secured creditor in a Chapter 11 bankruptcy proceeding related to the reorganization of an asphalt company. *In re: Midwest Asphalt Corp.*, Bky No. 17-40075 (Bankr. D. Minn.).
- Represented an owner/landlord of commercial real property leased to a debtor in a corporate Chapter 7 proceeding. *In re: Speec, Inc.*, Bky. No. 16-32822 (Bankr. D. Minn. 2017).
- Represented a Chapter 7 trustee and affiliated intellectual property purchaser and obtained a favorable settlement in an adversary proceeding against multiple parties. *DataWave Int'l, LLC, et al. v. Bluesource, Inc., et al.*, Adv. No. 13-3158 (Bankr. D. Minn. 2017).
- Part of team that represented a Minnesota mortgage origination company in litigation regarding a contract dispute with the liquidating trustee. *Residential Funding Co., LLC v. Rescue Mortg., Inc.*, Case No. 14-CV-1740 (D. Minn. 2016).
- Represented a secured creditor and obtained a determination of non-dischargeability in an action against a debtor based on claims for fraud. *Venture Group Enters., Inc. v. Shatto*, Adv. No. 1-15-00063-CJF (Bankr. W.D. Wis. 2016).
- Represented large national bank in federal litigation regarding defense of mortgage foreclosure, obtaining summary judgment. *Marchetti v. U.S. Bank, N.A.*, 2015 WL 1038382 (D. Minn. Mar. 10, 2015).
- Represented a judgment creditor and obtained a determination of non-dischargeability in an action against a debtor related to claims for intentional tortious conduct. *Ludwig v. Graw*, Adv. No. 14-4245 (Bankr. D. Minn. 2015).
- Represented a creditor and obtained a stipulated determination of non-dischargeability in an action against a debtor for claims of fraud. *Campbell v. Kittelsen*, Adv. No. 15-3011 (Bankr. D. Minn. 2015).
- Represented large national lender in dual related litigation matters regarding mortgage foreclosure, obtaining summary judgment and dismissal of all adverse claims. *Fannie Mae v. Mondragon*, 2014 U.S. Dist. LEXIS 4541 (D. Minn. 2014); *Mondragon v. Fannie Mae*, 2014 U.S. Dist. LEXIS 4537 (D. Minn. 2014).
- Represented commercial trucking company in contract litigation, obtaining trial verdict in favor of client for the full measure of damages permitted under the contract. *Admiral Merchants Motor Freight v. Wis. Dispatch, Inc.*, No. 27-CV-11-14173, 2012 LEXIS 197 (D. Minn. 2012).

- Part of team who represented commercial equipment lender, obtaining dismissal of claims on its behalf and successfully defending dismissal at Minnesota Court of Appeals. *Illisaca v. Idrovo*, 2011 Minn. App. Unpub LEXIS 728, (Minn. App. 2011).

Publications

- *Bankruptcy Bulletin*, co-editor in chief, Minnesota State Bar Association, 2018-present
- *Statutory Liens*, co-editor, *Minnesota CLE Debtor-Creditor Deskbook*, Ch. 16, 2018
- *The Rise and Fall of the Ponzi Scheme Presumption*, co-author, *Bench & Bar of Minnesota*, Jan. 2018

Seminars

- *NOTICE! Issues Relating to Notice in Bankruptcy Court*, presenter, Bankruptcy Section, Minnesota State Bar Association, February 15, 2018

Bar Associations

- Minnesota State Bar Association
 - Bankruptcy Section
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- ACA International, Inc.
 - Members' Attorney Program
- Defense Research Institute
- International Association of Commercial Collectors
- Minnesota Defense Lawyers Association
- The Risk Management Association

Civic Involvement

- University of St. Thomas School of Law, Adjunct Professor, 2008-2013
- Volunteer Lawyers Network, 2014-present

Honors and Awards

- Attorney of the Year, as part of the Syngenta Legal Team, *Minnesota Lawyer*, 2017
- Rated AV Preeminent® by Martindale-Hubbell®
- Minnesota Rising List, *Super Lawyers*, 2014-present

4. Casey D. Marshall, Associate

Education

- University of Minnesota Law School, J.D., *magna cum laude*, 2013
 - Dean's Distinguished Scholarship
 - Dean's List, 2011, 2012, 2013
 - Practice and Professionalism, honors
 - *Minnesota Journal of International Law*, staff member
- Concordia College, B.A., 2000

Areas of Practice

- Trust and Estates Litigation
- Class Actions/Multidistrict Litigation
- Commercial Litigation
- Shareholder Litigation

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2014
- U.S. District Court, District of Minnesota, 2013
- U.S. District Court, District of North Dakota, 2014
- Minnesota, 2013
- Wisconsin, 2014

Experience

- Casey Marshall is a litigator who represents corporations and individuals in commercial disputes, and navigates families, businesses, and individuals through trust and estate conflicts.
- Experienced in the litigation process, Mr. Marshall regularly represents clients in shareholder and securities disputes, as well as other business-related claims, in multiple jurisdictions. He represents clients in probate, state, federal, and appellate courts, recently helping resolve multiple proceedings initiated by beneficiaries of trusts and disputes between shareholders in closely-held corporations.
- Mr. Marshall is active in the trust and probate sections and the business law section of the Minnesota State Bar Association. He graduated *magna cum laude* from the University of Minnesota Law School.

Representative Cases

- Part of team who successfully defended against fraud in the inducement claims in connection with a commercial real estate transaction; *CSM Equities, LLC v. Woodland Vill, Invs. L.P.*, No. A15-0455, 2016 Minn. App. Unpub. LEXIS 87 (Minn. App. Jan. 25, 2016).
- Part of trial and appellate team who successfully defended against minority shareholder claims; *Kearney v. Orthopaedic & Fracture Clinic, P.A.*, No. A14-1835, 2015 WL 5194832 (Minn. App. Sept. 8, 2015).

Additional Representative Cases

- Successfully defended majority shareholders of a closely-held, family-owned corporation, in a shareholder suit brought by a minority shareholder.
- Successfully represented trust beneficiary in a suit to remove existing trustee and appoint a new corporate trustee.
- Obtained favorable buyout and resolution of dispute on behalf of minority shareholder in a local technology company.
- Successfully defended corporate trustee in suit by beneficiaries to remove the trustee and seeking monetary damages.

Seminars

- *Legal Update: Payment of Fiduciary Attorneys' Fees*, co-presenter with N.M. Abramson and S.M. Sitek, Minnesota Lawyers Mutual, May 2018
- *Trust and Estate Litigation*, co-presenter with S.M. Sitek, Minnesota Lawyers Mutual, July 2017
- *Deciphering, Determining and Decanting: Sputtering Our Way Into The Year of the New Minnesota UTC*, co-presenter, Dakota County Law Library, April 2016
- *Trust and Estate Litigation: What Trust and Estate Litigators Think Non-Litigators Need to Know*, co-presenter with A.I. Silver, Twin Cities Financial and Estate Planning Councils, March 2016
- *Litigating Under Minnesota's Uniform Trust Code*, co-presenter with A.I. Silver and R.A. Williams, U.S. Bank, January 2016
- *Settling Trust and Estate Disputes Without Litigation*, co-presenter with S.M. Sitek, National Business Institute, January 2016
- *Minnesota's New Uniform Trust Code*, faculty, Minnesota CLE, November 2015
- *Mom Always Liked You Best – Trust and Estate Litigation and the New Minnesota UTC*, co-presenter with A.I. Silver and S.M. Sitek, Bremer Wealth Management, November 2015
- *Litigating Under Minnesota's Uniform Trust Code*, faculty, Minnesota Continuing Legal Education, October 2015

Publications

- *Notes & Trends – Probate and Trust Law*, monthly column author, *Bench & Bar of Minnesota*, 2017-present
- *The Close Corporation Privilege Trap: The Troubled Legacy of Evans v. Blesi and the Minnesota Courts*, co-author with A.V. Desteian, *Bench & Bar of Minnesota*, November 2015
- *A Threat From Within: Defending Closely-Held Corporations Against Their Own Shareholders*, author, *Minnesota Defense*, Winter 2015

Bar Associations

- Minnesota State Bar Association
 - Trust and Probate Section
 - Litigation Committee
 - Probate Forms Committee
 - Business Law Section
 - Membership Committee
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- Twin Cities Estate Planning Council
- Twin Cities Exit Planning Institute

Civic Involvement

- Volunteer Lawyers Network, 2013-present

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2016-present

5. Aram V. Desteian, Associate

Education

- William Mitchell College of Law, J.D., *magna cum laude*, 2014
 - William Mitchell Merit Scholarship
 - Dean's List
 - CALI Awards: Professional Responsibility; Agency, Partnerships, and LLCs; Introduction to Tribal Law and Constitutional Criminal Procedure
- St. Olaf College, B.A., *cum laude*, 2005

Judicial Externship

- Fourth Judicial District, The Honorable Regina M. Chu, Judicial Extern, 2013

Areas of Practice

- Class Action/Multidistrict Litigation
- Commercial Litigation
- Professional Liability/Claim Prevention

Admissions

- U.S. District Court, District of Minnesota, 2014
- Minnesota, 2014

Experience

- Aram Desteian represents businesses in complex commercial litigation, and also counsels and defends other lawyers against a spectrum of professional liability claims.
- Mr. Desteian's commercial litigation practice includes representing businesses in a wide range of business disputes. As a professional liability attorney, he regularly helps other lawyers prevent and navigate lawsuits, investigations, board proceedings, and hearings involving legal ethics, legal malpractice, and other areas relating to the law of lawyering.
- Mr. Desteian graduated *magna cum laude* from William Mitchell College of Law. Prior to entering law school, Mr. Desteian served as Deputy Finance Director to an incumbent U.S. Senator's reelection campaign, as well as PAC and Political Director to a national advocacy organization with offices in Washington D.C. and Minneapolis.

Representative Cases

- *In re: Syngenta Litig.*, No. 27-CV-15-3785 (Hennepin Cnty. Minn.).
- *Commonwealth Land Title Ins. Co. v. Benson*, Nos. 27-CV-15-4396 and 27-CV-15-15634 (Hennepin Cnty. Minn. Oct. 2016).
- *B-Jays USA, Inc. v. Red Wing Shoe Co., Inc.*, 2015 WL 5896151 (D.N.J. Oct. 6, 2015).
- *St. Jude Medical, Inc. v. Neovasc (US) Inc.*, No. 62-CV-15-3094 (Ramsey Cnty. Minn. May 11, 2015).
- *Schwantes v. Monco Law Offices*, 13-cv-02382 MJD/TNL, 2014 U.S. Dist. LEXIS 116532 (D. Minn. Aug. 21, 2014).

Publications

- *New Developments in Ethics and Professional Responsibility*, co-author with K.P. Hickey, The Litigator's Annual Short Course, Minnesota State Bar Association, February 2018
- *Legal Malpractice/Professional Responsibility Update*, co-author with K.P. Hickey, The Litigator's Annual Short Course, Minnesota State Bar Association, February 2017
- *The Close Corporation Privilege Trap: The Troubled Legacy of Evans v. Blesi and the Minnesota Courts*, co-author with C.D. Marshall, *Bench and Bar of Minnesota*, November 2015 <http://mnbenchbar.com/2015/11/evans-vs-blesi/>
- *How to Leave Your Law Firm and Live to Tell the Tale*, co-author with C.E. Lundberg, *Bench and Bar of MN*, September 2015
<http://mnbenchbar.com/2015/09/how-to-leave-your-law-firm/>
- *The Tide Has Turned: An Update Regarding the Evolution of the Intra-Firm Attorney-Client Privilege*, co-author with C.E. Lundberg, International Association of Defense Counsel Professional Liability Newsletter, February 2015
http://www.iadclaw.org/assets/1/19/Professional_Liability_Feb_2015.pdf
- *Update on the In-Firm Privilege*, with lead author, C.E. Lundberg, Minnesota Lawyering – Legal Ethics Blog, December 4, 2014.
- *New Developments in the Law Governing Privilege for Communications with Firm Counsel*, co-author with C.E. Lundberg, Minnesota Lawyering, November 1, 2013

Seminars

- *Hot Topics in Legal Ethics and Professional Responsibility - Torts, Litigation and Ethics VII*, presenter, Eighth Annual Litigation and Ethics Seminar, April 6, 2018
- *Fair Debt: Ethics in Consumer Collection Litigation*, presenter, The National Creditors Bar Association Fall Conference, Washington, D.C., October 14, 2017
- *Hot Topics in Legal Ethics and Professional Responsibility*, presenter, Seventh Annual Litigation and Ethics Seminar, April 7, 2017
- *Common Ethical Pitfalls Facing New Lawyers*, co-presenter with P.L. Gregory, MDLA New Lawyers Section, April 6, 2017
- *New Developments in Ethics and Professional Responsibility*, co-presenter with K.P. Hickey, Civil Litigator's Annual Short Course, Minnesota Continuing Legal Education, February 22, 2017
- *The Ethics of Lawyer Mobility: How to Leave Your Law Firm and Live to Tell the Tale*, co-presenter with C.E. Lundberg, Hennepin County Bar Association webinar, January 8, 2016

Professional Achievements

- Douglas K. Amdahl Inn of Court, Barrister

Bar Associations

- Minnesota State Bar Association
 - Rules of Professional Conduct Committee, 2016-present
- Hennepin County Bar Association
 - Professionalism and Ethics Section, 2015-present

Professional Memberships

- Minnesota Defense Lawyers Association
- The National Creditors Bar Association

Civic Involvement

- St. Paul Academy and Summit School, Alumni Council, Council Member
- Wildlife Rehabilitation Center of Minnesota, Board of Directors
- Volunteer Lawyers Network, 2014-present

Honors and Awards

- Attorney of the Year, as part of the *Syngenta* Legal Team, *Minnesota Lawyer*, 2017
- Minnesota Rising Stars list, *Super Lawyers*, 2018

6. Frederick E. Finch, Attorney

Education

- William Mitchell College of Law, J.D., *magna cum laude*, 1973
- University of Minnesota, B.A., 1967

Admissions

- U.S. Supreme Court, 1982
- U.S. Courts of Appeal, Eighth Circuit, Federal Circuit
- U.S. District Court, District of Minnesota, 1973
- Minnesota, 1973

Experience

- Frederick Finch was an experienced trial lawyer who practiced in the areas of employment and labor law, business torts, and related matters for more than 44 years. After graduating from William Mitchell College of Law, Mr. Finch became a shareholder at Fredrikson & Byron. In 1990, he joined Bassford Remele.
- Mr. Finch was an active and enthusiastic leader of the organized bar. He served on the House of Delegates of the American Bar Association. Among his other leadership positions, he has been President of the Hennepin County Bar Association, a member of the Assembly, Board of Governors and Executive Committee of the Minnesota State Bar Association, and has twice received the MSBA's President's Award for his exceptional contributions to the organization. He served as Minnesota State Delegate to the American Bar Association and was a member of the ABA's Board of Governors. He has made substantial contributions to the profession as chair of the MSBA Rules of Professional Conduct Committee and a member of the MSBA Task Force on the 2005 Revisions to the Rules of Professional Conduct. He served as co-chair of the MSBA Hurricane Katrina Task Force, which has provided more than \$500,000 in assistance to legal services programs in the Gulf Coast area since September, 2004. That effort won the Harrison Tweed award from the American Bar Association. He was a member of the Minnesota Supreme Court's Advisory Committee which led to the July 2009 comprehensive revision of the Minnesota Rules of Judicial Conduct.
- Mr. Finch was guest moderator on legal issues for KSTP Radio's "Ask the Lawyer." He has presented numerous lectures and written articles on employment law, labor law and lawyers professional responsibility.

Representative Cases

- *Sanford v. Maid-Rite Corp.*, 816 F.3d 546 (8th Cir. 2016).
- *Seagate Tech., LLC v. Western Digital Corp.*, 2016 Minn. App. LEXIS 96, *1 (Minn. Ct. App. Jan. 25, 2016).
- *In re Conduct of Perez*, 843 N.W.2d 562 (Minn. 2014).
- *Zebeck v. Metris Companies*, 2008 WL 2168333 (Minn. App. 2008).
- *Milner v. Farmers Ins. Exchange*, 748 N.W. 2d 608 (Minn. 2008).

- *Lerohl v. Friends of Minnesota Sinfonia*, 322 F.3d 486 (8th Cir. 2003), cert denied, ___ U.S. ___, 124 S. Ct. 469 (Nov. 3, 2003).
- *Kolton v. County of Anoka*, 645 N.W.2d 403, 407 (Minn. 2002).
- *Anderson v. Hunter, Keith, Marshall & Co., Inc.*, 417 N.W.2d 619 (Minn. 1988)
- *C & C Teletronics, Inc. v. U.S. West Information Systems, Inc.*, 414 N.W.2d 758 (Minn. App. 1987).
- *Strand v. Special School Dist. No. 1*, 392 N.W.2d 881 (Minn. 1986).
- *Minneapolis Ass'n of Administrators and Consultants v. Minneapolis Special School Dist. No. 1*, 311 N.W.2d 474 (Minn. 1981).

Publications

- *What To Do When You Receive An Ethics Complaint*, Hennepin Lawyer, Mar./Apr. 1984

Seminars

- Adjunct Professor, Labor Law, William Mitchell College of Law, 1974-1980
- *Ethics 2003*, presenter, The Minnesota State Bar Association's Proposed Amendments to the Minnesota Rules of Professional Conduct, Minnesota Chapter, Federal Bar Association, Minneapolis, Minnesota, June 12, 2003
- *Hot Topics in Employment Law - Are Claim Reps Entitled to Overtime Pay?* presenter, Twin Cities Claims Managers Association, February 6, 2002
- *Discharge and Documentation*, presenter, Lorman Business Centers, November 10, 1995
- *Mandatory Arbitration of Fee Disputes*, presenter, Sixth District Bar Association, March 16, 1995
- *Hot Topics in Business Law: Conflicts of Interest in Business Transactions*, presenter, Minnesota Continuing Legal Education, November 10, 1994
- *Professional Responsibility: Practical Ethics for Lawyers*, presenter, Minnesota Continuing Legal Education, June 1, 1994
- *Legal Fee Arbitration and Malpractice*, presenter, MTLA Seminar, May 29, 1992
- *Insurance Claims & Management: Employment Claims*, presenter, Minnesota Institute for Legal Education, May 6, 1992
- Labor Law Institute, presenter, Minnesota Continuing Legal Education, November 10, 1989
- *Representing Employers*, presenter, Minnesota Institute for Legal Education
- Guest Expert on the Law and Lawyers, WCCO Radio, May 4, 1989
- *Minnesota Pay Equity Legislation: A Local Government Perspective*, presenter, DCA Inc., October 6, 1988
- *Labor and Employment Law for Minnesota*, presenter, National Business Institute, Inc.

- *Lawyers' Professional Responsibility*, presenter, Minnesota Lawyers Professional Responsibility Board
- *Employment Issues*, presenter, Minnesota Medical Administrators Association
- Guest Moderator on Legal Issues, *Ask the Lawyer*, KSTP Radio, 1985-1987
- Numerous Lectures and Articles on Employment Law, Labor Law and Lawyers Professional Responsibility

Bar Associations

- Hennepin County Bar Association
 - President, 1988-1989
 - Member, Executive Committee, 1985-1990
 - Delegate to American Bar Association, 1991-1996
 - Member, Governing Council, 1980-2000
 - Member, Labor and Employment Law & Hennepin Lawyer Committees
 - Member, Ethics Committee, 1980-1986, 1990-1996, 1998-2002
 - Member, Task Force on Governance, 1990-1992
- Minnesota State Bar Association
 - Executive Committee, 1999-2001
 - Board of Governors, 1991-2005
 - Assembly, 2005-Present
 - Chair, Assembly Governance Committee, 2008-2014
 - Member, Civil Litigation & Labor and Employment Law Sections
 - Member, Rules of Professional Conduct Committee, 1993-2017
 - Chair, Rules of Professional Conduct Committee, 1998-2002
 - Chair, Combined Jurisdiction Committee, 1994-1997
 - Delegate to American Bar Association, 1997-2017
 - Co-Chair, Katrina Relief Fund Task Force, 2004-2006
- American Bar Association
 - Member, Board of Governors, 2009-2012
 - Member, Standing Committee on Strategic Communications, 2005-2009
 - Minnesota State Delegate, 2000-2009
 - ABA Nominating Committee 2000-2009
 - Steering Committee of the Nominating Committee
 - Drafting Committee
 - Technology and Communications Committee
 - House of Delegates, 1991-2017
 - Labor & Employment Law Section
 - Member, Development of the Law Under the National Labor Relations Act Committee
 - Member, State and Local Government Collective Bargaining Committee
 - Litigation Law Sections
- American Bar Foundation, Life Fellow
 - State Co-Chair, 2009-2010
- Minnesota Supreme Court
 - Advisory Committee on Rules of Judicial Conduct, 2007

- Operation de Novo, Inc., Hennepin County Pretrial Diversion Program
 - Consultant

Professional Memberships

- Minnesota Defense Lawyers Association

Civic Involvement

- Legal Advice Clinics, Ltd., now known as Volunteer Lawyers Network
 - Volunteer Attorney, 1980-2017
 - Chair, 1980-1982
- Citizens League
 - Director, 1991-1992
 - Vice Chair, Study Committee on Public Sector Lobbying, 1989-1990
- Director and Consultant, Operation de Novo, Inc., Hennepin County Pretrial Diversion Program

Honors and Awards

- Lifetime Achievement Award, Minnesota State Bar Association, 2018
- Selected to the Minnesota Super Lawyers list, *Super Lawyers*, 2015-2017
- David Graven Award for Public Service, Minnesota State Bar Association, as Co-Chair of the MSBA Katrina Relief Fund Task Force with The Honorable Cara Lee Neville, 2006
- Harrison Tweed Award, American Bar Association, as Co-Chair of the MSBA Katrina Relief Fund Task Force
- President's Award, Minnesota State Bar Association, 2002 and 2003
- Who's Who in America
- Charles J. Morris Award, 1981
- Designated Alumnus of Notable Achievement by the College of Liberal Arts, University of Minnesota, 1994

7. Alan I. Silver, Shareholder

Education

- University of Minnesota Law School, J.D., *cum laude*, 1975
- University of Minnesota, B.A., *cum laude*, 1971

Areas of Practice

- Antitrust Litigation
- Commercial Litigation
- Employee Retirement Income Security Act (ERISA)
- Trust and Estates Litigation

Admissions

- U.S. Supreme Court, 2005
- U.S. Court of Appeals, Third Circuit, 1997
- U.S. Court of Appeals, Eighth Circuit, 1977
- U.S. Court of Appeals, Tenth Circuit, 1984
- U.S. District Court, District of Minnesota, 1975
- U.S. District Court, Eastern District of Wisconsin, 1987
- U.S. District Court, Western District of Wisconsin, 2009
- Minnesota, 1975

Experience

- Alan Silver is a litigator with more than four decades of experience representing clients in trust and estates litigation, ERISA litigation, and commercial and business disputes, including appellate matters.
- Mr. Silver has been involved in many of the most high-profile trust and estates lawsuits in Minnesota, including litigation involving the Prince Estate, the Hill Trust, the Galloway Trust, the Binger Estate, and the Williams Trust, the family who started the Creamette Pasta Company. He regularly defends large corporations, affluent families, charitable organizations, and individuals in probate, state, federal, and appellate courts, including the Minnesota Supreme Court.
- Mr. Silver is chair of Bassford Remele's Trust and Estates Litigation Practice Group.

Representative Cases

- Currently representing an iconic singer-songwriter and former advisor, who also acted as an advisor to the special administrator of the singer-songwriter's estate, in connection with a dispute over music rights. *In re: Estate of Prince Rogers Nelson*, No. 10-PR-16-46 (Carver Cnty. Minn.).
- Currently representing directors and executives of a manufacturing company in a United States Department of Labor claim arising out of the sale of company stock to an ESOP.
- Represented a minority shareholder, obtaining a favorable resolution in a shareholder dispute against management for allegedly spending money improperly. *Cymek v. HBHA Peterson Corp.*, No. 27-CV-13-2024 (Hennepin Cnty. 2017).

- Represented a minority owner, obtaining a favorable resolution in a dispute involving deprivation of equity, income, and control. *Kuhlman v. The IPGuys.net, LLC*, No. 01-16-0000-9267 (A.A.A. 2016).
- *In re Estate of Johnson*, 878 N.W.2d 510 (Minn. App. 2016).
- *Chesemore v. Alliance Holdings, Inc.*, 886 F. Supp. 2d 1007 (W.D. Wis. 2012), 948 F. Supp. 2d 926 (W.D. Wis.2013).
- *In re Van Dusen*, 834 N.W.2d 514 (Minn. App. 2013).
- *In re Stisser Trust*, 818 N.W.2d 495 (Minn. 2012).
- *In re: Galloway*, No. C5-04-20042, 2007 WL 5125298 (Minn. Dist. Ct. Apr. 5, 2007).
- *In re Trusts A & B of Divine*, 672 N.W.2d 912 (Minn. App. 2004).
- *Golden v. wwwrrr, Inc.*, No. 01-346, 2002 WL 264947 (D. Minn. Feb. 22, 2002).
- *In re Trusteeship of Trust of Williams*, 631 N.W.2d 398 (Minn. App. 2001); No. C-5-52-237, 2000 WL 1920038 (Minn. Dist. Ct. Apr. 14, 2000); 591 N.W.2d 743 (Minn. App. 1999).
- *Beatty v. N. Cent. Cos.*, 170 F. Supp. 2d 868 (D. Minn. 2001).
- *Kryzer v. BMC Profit Sharing Plan*, No. 01-299, 2001 WL 1587177 (D. Minn. Nov. 1, 2001).
- *Bond v. Twin Cities Carpenters Pension Fund*, 307 F.3d 704 (8th Cir. 2002).
- *Minn. Forest Prods., Inc. v. Ligna Mach., Inc.*, 17 F. Supp. 2d 892 (D. Minn. 1998).
- *Pac. Equip. & Irrigation, Inc. v. Toro Co.*, 519 N.W.2d 911 (Minn. App. 1994).
- *In re Trust Created by Hill*, 499 N.W.2d 475 (Minn. App. 1993).

Seminars

- *Trust and Estate Litigation in Minnesota*, panel moderator, Minnesota State Bar Association Probate and Trust Law Section Conference, June 2017
- *Six Months Under the Minnesota UTC*, panel moderator, Minnesota State Bar Association, Probate and Trust Law Section Conference, June 7, 2016 (Judge Jamie Anderson, Judge B. William Ekstrum and Referee Joel Olson)
- *Trust and Estate Litigation: What Trust and Estate Litigators Think Non-Litigators Need to Know*, presenter, Twin Cities Financial and Estate Planning Councils, March 22, 2016
- *Litigating Under Minnesota's Uniform Trust Code*, presenter, U.S. Bank, January 27, 2016
- *The Minnesota Uniform Trust Code*, presenter, Trust Point, December 1, 2015
- *Mom Always Liked You Best – Trust and Estate Litigation and the New Minnesota UTC*, presenter, Bremer Wealth Management, November 9, 2015
- *Litigation Under Minnesota's New Trust Code*, presenter, Minnesota Continuing Legal Education, Minneapolis, MN, October 28, 2015

- *One if by Land, Two if by UTC. Be Ready for New Developments Coming in Probate and Trust Litigation*, presenter, Minnesota State Bar Association, Probate and Trust Law Section, Minneapolis, MN, November 18, 2013
- *The Art and Science of Being a Trustee Part II*, presenter, Private Trustees, October 27, 2013
- *Mom Always Liked You Best – Probate and Trust Litigation*, presenter, BMO Private Bank, June 18, 2013
- *Using Experts in Trusts and Estate Litigation*, presenter, National Business Institute, December 20, 2012
- *Attorney-Client Privilege in Estate Planning*, presenter, Estates and Trust Section, Ramsey County Bar Association, September 13, 2012
- *Mom Always Liked You Best – Probate and Trust Litigation*, presenter, Anchor Bank, May 16, 2012
- *Resolving Estate, Will and Trust Contests*, National Business Institute, presenter, April 11, 2012
- *Appeals in a Probate and Estate Practice*, panelist, Minnesota Continuing Legal Education, Minneapolis, MN, February 10, 2012
- *Mom Always Liked You Best – Probate and Trust Litigation*, presenter, M&I Wealth Management, January 12, 2011
- *A View from the Probate Bench*, moderator, Minnesota State Bar Association, Probate & Trust Law Section, Minneapolis, MN, November 19, 2010
- *Mom Always Liked You Best – Estate and Trust Litigation*, presenter, Twin Cities Financial and Estate Planning Councils, St. Paul and Minneapolis, April 20 and April 27, 2010
- *Trust and Estate Litigation: You can't take it with you but maybe you should!!!* Presenter, Minnesota State Bar Association, Probate and Trust Law Section, Minneapolis, MN, December 3, 2009
- *Legislative Updates and ERISA Litigation Hot Topics*, presenter, Minnesota State Bar Association, Advanced Employee Benefits Workshop, Minneapolis, MN, January 22, 2009
- *The Galloway Trust Litigation*, presenter, Ramsey County Bar Association, Estates and Trusts Section, November 13, 2008
- *Margoles: What Happened? What Should I Do?* Presenter, Minnesota State Bar Association, Probate and Trust Law Section, November 30, 2007
- *Mom Always Liked You Best: Probate and Trust Litigation*, presenter, Iowa State Bar Association, Probate and Trust Law Seminar, October 17, 2007
- *Community Forum: Religious Freedom in the Workplace*, moderator, sponsored by the Jewish Community Relations Council of Minnesota and the Dakotas, October 7, 2007

- *Directors and Officers Liability and Fiduciary Litigation*, presenter, Twin Cities Insurance Brokers by Chubb Insurance, October 3, 2007
- *Probate and Trust Litigation*, presenter, Fall 2007 Probate Seminar, Iowa State Bar Association, October 19, 2007
- *Mom Always Liked You Best - Probate and Trust Litigation*, presenter, Minnesota State Bar Association, Probate and Trust Law Section CLE, 2007
- *Referees Roundtable*, presenter, Minnesota State Bar Association, Probate and Trust Law Section, 2006
- *Probate and Trust Litigation - How to Avoid Litigation - But if You Can't, How to Improve the Odds*, presenter, Marquette Asset Management and Marquette Trust, 2006
- *Really Understanding the Economic Loss Doctrine*, presenter, Minnesota Defense Lawyers Association, 2005
- *What Litigators Think Estate Planning Attorneys Should Know About Probate and Trust Litigation*, presenter, Arrowhead Estate Planning Council, 2005
- *Really Understanding the Economic Loss Doctrine*, presenter, Minnesota CLE, 2005
- *Probate and Trust Litigation - What the Judges Think You Should Know*, presenter, Minnesota State Bar Association, Probate and Trust Law Section Committee, 2003 and 2004
- *Diversification of Trust Assets - How Many Eggs Can One Basket Hold?* presenter, Minnesota State Bar Association, Probate and Trust Law Section Committee, 2003
- *Estate and Trust Litigation*, presenter, Minnesota CLE, 2002
- *Really Understanding the Economic Loss Doctrine*, presenter, Minnesota CLE, 2002
- *What Trial Lawyers Think Non-Litigators Need to Know About Probate and Trust Litigation*, presenter, Minnesota State Bar Association, 2002
- *Law versus Contract – Minnesota's Economic Loss Statute*, presenter, Minnesota Institute of Legal Education, 2001
- *Ethics, ERISA and the Attorney-Client Privilege*, presenter, Minnesota Institute of Legal Education, 2001
- *Fiduciary Obligations of ERISA Trustees*, presenter, Minnesota ESOP Association, 1999
- *An Overview of ERISA Litigation*, presenter, Twin Cities Business Monthly Employment Seminar Series, 1998
- *Significant Litigation Issues for Estate Planning and Probate Professionals*, presenter, Minnesota State Bar Association, Probate and Trust Law Section Conference, 1997
- *An Overview of ERISA Litigation*, presenter, Minnesota CLE, 1996 and 1997
- *Advising the Trustee: Is Counsel's Advice Protected by the Attorney- Client Privilege or the Work Product Doctrine?* presenter, Minnesota State Bar Association, Probate & Trust Law Section Conference, 1996
- *ERISA Litigation Involving Multiple Claimants*, presenter, Minnesota CLE, 1988

- *The Law of Tying: Trademarks, Required Purchases and other Perils in the Dealer Context*, presenter, Minnesota Institute of Legal Education, 1988
- *Territorial and Customer Restrictions, Resale Price Maintenance and Dual Distribution*, presenter, Minnesota CLE, 1986
- *Antitrust Law and Unfair Trade Practices: Remedies under the State and Federal Antitrust Laws, Minnesota Unlawful Trade Practices Act, and Consumer Fraud Statutes*, presenter, Minnesota Institute of Legal Education, 1986

Publications

- *Economic Loss Doctrine*, co-reporter, Vol. 39, Minnesota Statutes Annotated, Section 604.101, 2000
- *Building a New Foundation, Torts, Contracts and The Economic Loss Doctrine*, author, *Bench & Bar of Minnesota*, September 2000
- *Fiduciary Obligations of ERISA Trustees*, author, Minnesota ESOP Association, 1999
- *An Overview of ERISA Litigation*, author, Minnesota CLE, 1996 and 1997
- *Getting to the Customer: An Exploration of Franchising and Independent Distributors*, author, *The Collaborative*, 1995
- *ERISA Litigation Involving Multiple Claimants*, author, Minnesota CLE, 1988
- *The Law of Tying: Trademarks, Required Purchases and other Perils in the Dealer Context*, author, Minnesota Institute of Legal Education

Professional Achievements

- American College of Trust and Estate Counsel, Fellow

Bar Associations

- American Bar Association
- Minnesota State Bar Association
 - Litigation Committee on Probate and Trust Section, Chair, 1998-present
- Hennepin County Bar Association
- Federal Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association

Civic Involvement

- Volunteer Lawyers Network, Conciliation Court Clinic
- Jewish Community Relations Council
 - Member, Board of Directors, 1988-1994; 1996-2011; 2016-present
 - President, 2006-2008
 - Vice President, 2003-2006
- Temple Israel
 - Member, Board of Directors, 2010-2017
 - President, 2013-2015

- Vice President, 2011-2013
- St. Louis Park School Board
 - Board Member, 1993-1999
 - Chair, 1995-1997, 1998-1999

Honors and Awards

- Sidney Barrows Lifetime Commitment Award, Cardozo Society of the Minneapolis Jewish Federation, 2015 (This award is given annually to a senior attorney or judge in the Twin Cities who exemplifies excellence in his or her practice, outstanding service to the Jewish and general communities and life-long learning.)
- *Best Lawyers*[®], Minneapolis Trusts and Estates Litigation Lawyer of the Year, 2016
- *Best Lawyers*, Minneapolis Litigation-ERISA Lawyer of the Year, 2012
- *The Best Lawyers in America*©, Commercial Litigation, 2009-present; Trusts and Estates, 2011-present
- Minnesota Super Lawyers Top 100 list, *Super Lawyers*, 2008
- Minnesota Super Lawyers list, *Super Lawyers*, 2003-present
- Rated AV Preeminent[®] by Martindale-Hubbell[®]

8. Patrick J. Sauter, Attorney

Education

- Hamline University School of Law, J.D., *magna cum laude*, 1977
- St. Cloud State University, B.A.

Areas of Practice

- Commercial Litigation
- Construction
- General Liability

Admissions

- U.S. District Court, District of Minnesota, 1977
- Minnesota, 1977

Experience

- Patrick Sauter is an experienced trial lawyer who has tried more than 100 jury trials. When cases cannot be resolved by settlement, Mr. Sauter is committed to his clients' business and legal disputes being presented to a jury. Clients retain Mr. Sauter on difficult and complex cases often involving multi-million dollar damage claims. During the past 40 years, he has developed expertise in the areas of personal injury, construction defects, product liability, insurance coverage, and a variety of commercial disputes.
- Mr. Sauter is also a dedicated advocate in the community and provides his legal services pro bono to organizations including the Tubman Chrysalis Center. In 2015, he received the Minnesota State Bar Association David Gavin Public Service Award in recognition of his commitment to public and community service.

Professional Achievements

- American Board of Trial Advocates, Fellow

Professional Memberships

- Minnesota Defense Lawyers Association
 - President, 2006-2007
- Association of Defense Trial Attorneys
- Defense Research Institute

Civic Involvement

- Volunteer Lawyers Network, Board Member
- Tubman Family Alliance, Pro Bono Safety Project

Honors and Awards

- Second Judicial District Pro Bono Award, 2016
- Journey of Hope Award, StandPoint, 2016
- David Graven Public Service Award, Minnesota State Bar Association, 2015
- Attorney of the Year, Tubman Safety Project, 2014
- President's Award, Minnesota Defense Lawyers Association, 2009

- Attorney of the Year, *Minnesota Lawyer*, 2008
- Exceptional Performance Citation, Defense Research Institute, 2006-2007
- Award of Excellence, Chrysalis Pro Bono Safety Project, 2006
- Minnesota Super Lawyers Top 100 list, *Super Lawyers*, 2007, 2015
- Minnesota Super Lawyers list, *Super Lawyers*, 2003-present

9. Edward F. Fox, Shareholder

Education

- University of Minnesota Law School, J.D., *magna cum laude*, 1979
- College of the Holy Cross, B.A., *cum laude*, Phi Beta Kappa, 1976

Certifications/Specialties

- Minnesota State Bar Association Board Certified Senior Civil Trial Law Specialist (since 1991)

Admissions

- U.S. Supreme Court, 1989
- U.S. Court of Appeals, Fourth Circuit, 1996
- U.S. Court of Appeals, Fifth Circuit, 2004
- U.S. Court of Appeals, Sixth Circuit, 1990
- U.S. Court of Appeals, Seventh Circuit, 1987
- U.S. Court of Appeals, Eighth Circuit, 1981
- U.S. District Court, District of Minnesota, 1979
- U.S. District Court, Eastern District of Michigan, 1989
- U.S. District Court, District of North Dakota, 1996
- U.S. District Court, Eastern District of Wisconsin, 2005
- Minnesota, 1979

Experience

- Edward Fox has more than 35 years of trial experience representing clients in complex commercial litigation with a focus in unfair competition matters involving non-compete violations and misappropriation of confidential information and trade secrets.
- An experienced litigator, Mr. Fox has successfully represented clients in more than 30 jurisdictions in the United States and European Union. As a Minnesota State Bar Association Certified Civil Trial Senior Specialist, he has represented clients in all state and federal trial and appellate courts in Minnesota.
- Mr. Fox serves as the firm's Chief Executive Officer. He is a member of the Federation of Defense and Corporate Counsel and a Master of the Warren E. Burger Inn of Court.

Representative Cases

Published Decisions

- Decision affirming summary judgment on liability for breach of contract and tortious interference claim together with jury verdict and seven-figure judgment, including attorneys' fees award; *St. Jude Med., S.C., Inc. v. Biosense Webster, Inc.*, 818 F.3d 785 (8th Cir. 2016).
- Decision sustaining judgment as a matter of law enforcing Sales Representative Agreement and dismissing \$30 Million Counterclaim; *St. Jude Med. S.C., Inc. v. Tormey*, 779 F.3d 894 (8th Cir. 2015).
- Affirming summary judgment dismissing medical device products liability claim on grounds of federal preemption and granting cross-appeal holding that claim was also

barred by the statute of limitations in the Minnesota Wrongful Death Statute; *Lamere v. St. Jude Medical, Inc.*, 827 N.W.2d 782 (Minn. App. 2013).

- Affirming summary judgment dismissing gender discrimination and federal whistleblower claims; *Hilt v. St. Jude Medical SC, Inc.*, 687 F.3d 375 (8th Cir. 2012).
- Certified question determining choice-of-law issues and applicability of Minnesota's longer six-year statute of limitations to out-of-state products liability claims; *Fleegeer v. Wyeth*, 771 N.W.2d 524 (Minn. 2009).
- Decision affirming dismissal of medical device products liability claims on grounds of federal preemption; *Rollins v. St. Jude Medical*, 583 F. Supp. 2d 790 (W.D. La. 2008).
- Decision affirming dismissal of medical device products liability claims on grounds of federal preemption; *Gomez v. St. Jude Med. Daig Div., Inc.*, 422 F.3d 919 (5th Cir. 2006).
- Opinion holding that the insured of an insolvent insurer remains liable for any amounts beyond the statutory liability limit in the Minnesota Insurance Guaranty Association Act; *Goodyear Tire & Rubber Co. v. Dynamic Air Inc.*, 702 N.W. 2d 237 (Minn. 2005).
- Opinion in successful appeal reversing \$45 million judgment in federal false claim action; *United States v. Basin Elec. Power Coop.*, 248 F.3d 781 (8th Cir. 2001).
- Opinion establishing viability of dual motive discharge defense in federal false claim/whistleblower action; *Norbeck v. Basin Electric Power Coop.*, 215 F.3d 848 (8th Cir. 2000).
- Opinion establishing principles governing termination of indefinite supply agreements and related arbitration/appraisal issues; *Plainview Milk Products Coop. v. Marron Foods, Inc.*, 3 F. Supp. 2d 1074 (D. Minn. 1998).
- Expansive opinion establishing many principles of requirements contracts between merchants under U.C.C. Article 2 and striking opponent's redundant and groundless expert reports; *Upsher-Smith Labs. v. Mylan Labs.*, 944 F. Supp. 1411 (D. Minn. 1996).
- Opinion granting Summary Judgment in Declaratory Judgment action involving corporate acquisition; *Cenex, Inc. v. Arrow Gas Serv.*, 896 F. Supp. 1574 (D. Wyo. 1995).
- Opinion dealing with law governing mergers of national banks; *NoDak Bancorporation v. Clarke*, 998 F.2d 1416 (8th Cir. 1993).
- First federal appellate court opinion establishing principle of enforceable single color trademarks. Cited as authority in subsequent Supreme Court opinion establishing principle nationwide in *Qualitex Co. v. Jacobson Prods. Co.*, 514 U.S. 159 (1995); *Master Distribs., Inc. v. Pako Corp.*, 986 F.2d 219 (8th Cir. 1993).
- Opinion establishing comity principles of staying duplicative dealer termination action in deference to prior foreign (Canadian) proceedings; *Boushel v. Toro Co.*, 985 F.2d 406 (8th Cir. 1993).

- Opinion establishing principle that enforceable noncompetition covenant can be defined in terms of “conflicting product” and “conflicting organization” without express geographic limitations. Also first case to establish that unreported Minnesota Court of Appeals’ decisions have no precedential value pursuant to Minn. Stat. § 480A.08. Noted in 21 Wm. Mitchell L. Rev. 301 (1995); *Dynamic Air Inc. v. Bloch*, 502 N.W.2d 796 (Minn. Ct. App. 1993).
- Opinion establishing many principles of South Dakota law concerning noncompetition agreements, misappropriation of trade secrets, and related recovery of compensatory damages, punitive damages and attorneys’ fees; *CENTROL, Inc. v. Morrow*, 489 N.W.2d 890 (S.D. 1992).
- Opinion dealing with standards of accounting malpractice; *Toro Co. v. Krouse, Kern & Co.*, 827 F.2d 155 (7th Cir. 1987).
- Opinion dealing with injunctive relief in dealer terminations; *Lano Equip., Inc. v. Clark Equip. Co.*, 399 N.W.2d 694 (Minn. Ct. App. 1987).
- Opinion dealing with fraud and res judicata in international loan work out transaction; *Hansen v. Am. Nat’l Bank*, 396 N.W.2d 642 (Minn. Ct. App. 1986).
- Opinion dealing with misappropriation of computer trade secrets and enforcement of confidentiality and noncompetition agreements; *Aries Info. Systems, Inc. v. Pac. Mgmt. Systems Corp.*, 366 N.W.2d 366 (Minn. Ct. App. 1985).
- Opinion dealing with many issues in sustaining jury verdict on dram shop claim; *Newmaster v. Mahmood*, 361 N.W.2d 130 (Minn. Ct. App. 1985).
- Opinion dealing with injunctive relief to enforce competitive bidding statutes; *Sperry Corp. v. City of Minneapolis*, 680 F.2d 1234 (8th Cir. 1982).
- Opinion dealing with construction of commercial comprehensive general liability policy; *Bor-Son Bldg. Corp. v. Employers Commercial Union Ins. Co. of Am.*, 323 N.W.2d 58 (Minn. 1982).

Unpublished Decisions

- Affirming summary judgment on liability for breach of contract and tortious interference followed by seven-figure jury verdict for damages, including attorneys’ fees award of \$662,018.94; *St. Jude Medical SC, Inc. v. Biosense Webster, Inc.*, No. 14-3886 (8th Cir. Apr. 12, 2016).
- Granting Temporary Restraining Order enforcing confidentiality/trade secret protections, settled at mediation, January 2016; *St. Jude Medical, Inc. v. Neovasc (US) Inc., et al.*, No. 62-cv-15-3094 (Ramsey Cnty. Dist. Ct. May 11, 2015).
- Unfair competition, affirming jury verdict of \$1.4 Million, including an attorneys’ fees award of attorneys’ fees of \$776,000; *St. Jude Med. S.C., Inc. v. Biosense Webster, Inc.*, 2013 Minn. LEXIS 765 (Minn. Dec. 17, 2013).
- Decision affirming summary judgment confirming validity and enforceability of term-of-years employment agreement in breach of contract and tortious interference suit resulting in seven-figure jury verdict, including attorneys’ fees award; *St. Jude Med. S.C., Inc. v.*

Biosense Webster, Inc., 2013 WL 5508389 (Minn. App. Oct. 7, 2013), review denied (Minn. Dec. 17, 2013).

- Dealer termination matter enforcing Minnesota choice-of-law and forum-selection provision and rejecting claimed applicability of New Jersey Franchise Practices Act; *B-Jays USA, Inc. v. Red Wing Shoe Company, Inc.*, Civil Action No. 2: 15-cv-02182-SDW-SCM (D.N.J. Oct. 6, 2015).
- Affirming summary judgment dismissing pharmaceutical products liability claim for failure to establish general causation under Frye-Mack standard; *Zandi v. Wyeth*, 2009 WL 2151141 (Minn. App. July 21, 2009), review denied (Minn. Sept. 29, 2009).
- Decision dismissing fraud and trademark termination claims in dealer termination case; *Pinkston v. Outdoor Equipment Distributors, Inc.*, 2007 WL 3028330 (W.D.N.C. Oct. 15, 2007).
- Opinion reversing summary judgment and holding that Bank's set-off rights are not limited by recent amendments to the mechanic's lien statute that contractors hold contract payments in trust for protection of owners and subcontractors; *U.S. Fid. & Guar. Co. v. Excel Bank Minn.*, No. A04-726, 2004 WL 2940855 (Minn. Ct. App. Dec. 21, 2004).
- Summary judgment enforcing right to royalty payments under international licensing agreements with French conglomerate; *Dynamic Air, Inc. v. Boccard S.A.*, No. 01-2148, 2003 WL 22097789 (D. Minn. Sept. 4, 2003).
- Summary judgment enforcing multi-state financing and Article 9 security agreements against debtors and guarantors awarding a \$3.5 million money judgment, including attorney's fees; *Toro Credit Co. v. PowerHouse Equip., Inc.*, No. 01-2349, 2002 WL 31761560 (D. Minn. Jan. 10, 2003).
- Opinion denying B-JAYS's motion to dismiss for lack of personal jurisdiction; *Red Wing Shoe Co. v. B-JAYS USA, Inc.*, No. 02-257, 2002 WL 724237 (D. Minn. Apr. 19, 2002).

Professional Achievements

- Warren E. Burger Inn of Court, Master
- Federation of Defense and Corporate Counsel

Bar Associations

- Federal Bar Association
- Minnesota Defense Lawyers Association
- Minnesota State Bar Association
- Ramsey County Bar Association

Professional Memberships

- Defense Research Institute

Civic Involvement

- Public Art St. Paul, Board of Directors, former Chair
- Holy Cross Club of Minnesota, President

Honors and Awards

- Attorney of the Year, *Minnesota Lawyer*, 2012
- Named a Top Business Litigator, Chambers and Partners International
- *The Best Lawyers in America*® for Commercial Litigation; Product Liability Litigation – Defendants; Personal Injury Litigation – Defendants, 2007-present
- Rated AV Preeminent® by Martindale-Hubbell®
- Minnesota Super Lawyers list, *Super Lawyers*, 1999-2000, 2004-2006, 2008-present

10. Andrew L. Marshall, Shareholder

Education

- University of Minnesota Law School, J.D., *cum laude*, 1986
- Laurence University, B.S., 1982

Specialties/Certifications

- Minnesota State Bar Association Board Certified Senior Civil Trial Specialist

Areas of Practice

- Commercial Litigation
- Construction
- Employment Litigation/Advice

Admissions

- U.S. Courts of Appeals, Eighth Circuit, 1989
- U.S. District Court, District of Minnesota, 1987
- U.S. District Court, Western District of Wisconsin, 1992
- Minnesota, 1986
- North Dakota, 2017
- Wisconsin, 1997

Experience

- Andrew Marshall has more than 31 years of trial experience representing a spectrum of clients in commercial, construction, and employment litigation, as well as personal injury claims.
- As an accomplished litigator and a Minnesota State Bar Association Board Certified Civil Trial Law Specialist, Mr. Marshall has tried more than 60 jury trials in Minnesota and Wisconsin state and federal courts, also representing corporations, organizations, and individuals in appellate courts, and arbitration and mediation venues. He currently represents a multi-billion dollar global retailer in general liability matters, a multinational information technology company in products liability matters, and a number of Minneapolis night clubs in liquor liability matters.
- Mr. Marshall is a member of the American Board of Trial Advocates.

Representative Cases

- Represented family of man, killed in a police altercation, in a civil rights matter. Court found that officer was not entitled to immunity; fact issues surrounding objective reasonableness for use of deadly force and malicious wrong existed; *Dawn Michelle Marth, as Trustee for the Heirs of Jason Martin v. John Herman in his individual capacity*.
- Obtained summary judgment on behalf of private liberal arts college in construction litigation and premises liability dispute; affirmed on appeal; *Lindholm v. Carleton Coll.*, 2016 WL 3461941 (Minn. App. June 27, 2016).

- Defended aircraft ground handling company in an employment dispute seeking injunctive relief and damages stemming from claims involving non-compete, interference, and conversion; request for injunctive relief denied on all counts; *Menzie's Aviation (USA), Inc. v. Wilcox, Servisair, LLC, et al.*
- Represented nightclub owners in a large insurance coverage dispute involving a property damage claim which caused nightclub to fail; resulting in favorable recovery for nightclub owner; *Heaven & Earth, Inc. v. Ross Nesbitt Agencies, Inc.*

Additional Representative Cases

- Obtained appellate victory on behalf of employee terminated for refusing to comply with employer's illegal tip-sharing requirement. The Minnesota Supreme Court held that Minn. Stat. § 177.24, subd. 3, provides a cause of action with broad remedies to an employee terminated for refusing to increase the amount of his tips shared with other employees. *Burt v. Rackner, Inc.*, 902 N.W.2d 448 (Minn. 2017).
- Obtained verdict on behalf of a homeowner against the City of Lindstrom in a complicated sewer water/home damage dispute; Compensatory damages and attorney's fees awarded.
- Successfully represented several employees in an invasion of privacy case that arose from their being compelled to simulate sexual conduct while under the influence of hypnosis at a work function.

Professional Achievements

- American Board of Trial Advocates

Bar Associations

- Federal Bar Association
- Minnesota State Bar Association
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
 - Dean, Trial Academy, 2013, 2015, 2017
 - Faculty, Trial Academy, 2009, 2010
 - Faculty, Mid-Winter Conference, 2013

Honors and Awards

- Minnesota Super Lawyers list, *Super Lawyers*, 2004-present
- Rated AV Preeminent® by Martindale-Hubbell®
- Selected to the National Association of Distinguished Counsel, 2015-2017

11. Andrea E. Reisbord, Shareholder

Education

- UCLA School of Law, J.D., 1990
- Occidental College, B.A., *magna cum laude*, 1987
 - Phi Beta Kappa

Areas of Practice

- Appellate Law
- Insurance Coverage

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2011
- U.S. District Court, District of Minnesota, 1994
- U.S. District Court, Central District of California, 1990
- Minnesota, 1992
- Wisconsin, 2014
- California (inactive), 1990

Experience

- Andrea Reisbord is an insurance coverage and appellate attorney with more than 27 years of experience, having argued hundreds of cases in state and federal trial and appellate courts during her career.
- Ms. Reisbord provides local, national, and international insurers in-depth coverage opinions and litigation services and has brought a number of significant insurance cases to the Minnesota Supreme Court, the Minnesota Court of Appeals, and the Eighth Circuit Court of Appeals. She is experienced in multiple coverage lines, including auto, commercial general liability, directors and officers, errors and omissions, homeowners, professional liability, property and casualty, employment practices, employee benefits liability, and trucking.
- Ms. Reisbord is the firm's Insurance Coverage Practice Group Chair. She is also Chief Editor of Minnesota Defense Lawyers Association's *Minnesota Defense* magazine and is a member of the MDLA Board of Directors and Insurance Law Committee.

Representative Cases

Ms. Reisbord has, through her insurance coverage and appellate advocacy experience, helped to develop and clarify the law on a number of issues of importance to both her insurer clients and their insureds.

- Obtained dismissal of a demand for appraisal based on property policy's two-year suit limitations provision; *N. Promotions, Inc. v. Gen. Cas. Co.*, 16-626 ADM/LIB (D. Minn. 2016).
- Part of appellate team that obtained North Dakota Supreme Court affirmance of summary judgment granted insurer based on meaning of "insured premises;" *Clark v. Farmers Union Mut. Ins. Co.*, 2015 ND 300, 872 N.W.2d 620.

- Successfully argued and obtained the first Minnesota appellate decision formally recognizing the distinction between “the” and “any” insured in a policy exclusion; *SECURA Supreme Ins. Co. v. M.S.M.*, 755 N.W.2d 320 (Minn. App. 2008).
- Successfully argued on behalf of all insurer appellants and obtained a favorable decision from the Minnesota Supreme Court articulating principles related to time-on-the-risk method of allocating insurance coverage in construction defect litigation, and method of allocating defense costs; *Wooddale Builders, Inc. v. Maryland Cas. Co.*, 722 N.W.2d 283 (Minn. 2006).

Additional Representative Cases

- Addressing statutory immunity associated with a counselor’s duty to warn of threatening statements made by patient during a counseling session; *Expose v. Thad Wilderson & Assocs., P.A.*, 863 N.W.2d 95 (Minn. App. 2015).
- Addressing agent’s authority to bind high risk workers’ compensation coverage at time of application; *Cascades Dev. Of Minn., LLC v. W. Bend Mut. Ins. Co.*, 2013 Minn. App., Unpub. LEXIS 562.
- Affirming summary judgment finding no coverage for class action settlement of student loan dispute; *Northstar Educ. Fin., Inc. v. St. Paul Mercury Ins. Co.*, 2013 Minn. App., Unpub. LEXIS 32.
- Affirming summary judgment in slip and fall case; *Novitske v. Target Corp.*, 2012 Minn. App. Unpub., LEXIS 460.
- Addressing scope of appraisal provision in homeowner’s policy; *Quade v. SECURA Ins. Co.*, 814 N.W.2d 703 (Minn. 2012).
- Dismissing property insurer’s claims for subrogation and contribution from “forced placed” insurance carrier; *Se. Mut. Ins. Co. v. Balboa Ins. Co.*, 12-CV-830 (D. Minn. 2012).
- Upholding dismissal of medical malpractice case based on insufficiencies in expert witness affidavits; *Huisman v. Chambers*, 2008 Minn. App., Unpub., LEXIS 1433.
- Applying primary assumption of risk doctrine to skier/skier collision; *Peterson ex. rel. Peterson v. Donahue*, 733 N.W.2d 790 (Minn. App. 2007).
- Obtained dismissal based on statute of limitations; *MG Incentives, Inc. v. Stanley Works*, D. Minn. 2006 Unpub. LEXIS 44510.
- Interpreting and applying real property improvement statute of repose to contribution claim; *Weston v. McWilliams & Assocs., Inc.*, 716 N.W.2d 634 (Minn. 2006).
- Burden of proof in workers’ compensation subrogation action and effect of 2000 amendments to Workers Compensation Act; *Zurich Am. Ins. Co. v. Bjelland*, 710 N.W.2d 634 (Minn. 2006).
- Priority of insurance coverage; *Carolina Cas. Ins. Co. v. Burbach*, 354 F.3d 929 (8th Cir. 2004).
- Construction defect coverage case; *Westfield Ins. Co. v. Weis Builders, Inc.*, 2004 Minn. Unpub. LEXIS 30767.

- Affirming summary judgment and finding no duty to defend based on numerous policy conditions and exclusions; *Bethke v. Assurance Co. of Am.*, 2002 Minn. App. Unpub. LEXIS 1293.
- Upholding summary judgment on uninsured motorist claim based on failure to establish causation; *Hershey v. Cont'l Cas. Co.*, 2002 Minn. App. Unpub. LEXIS 1159.
- Addressing scope of coverage under blanket additional insured endorsement; *Andrew L. Youngquist, Inc. v. Cincinnati Ins. Co.*, 625 N.W.2d 178 (Minn. App. 2001).
- Medical malpractice action concerning proper service of process on members of purported joint enterprise for statute of limitations purposes; *Melletts v. Fairview Health Servs.*, 634 N.W.2d 421 (Minn. 2001).
- Holding that award of medical expenses does not require award of pain and suffering damages; *Raze v. Mueller*, 587 N.W.2d 645 (Minn. 1999).
- Involving application of sexual abuse statute of limitations to claim of repressed memory; *W.J.L. v. Bugge*, 573 N.W.2d 677 (Minn. 1998).
- Affirming dismissal of claim brought pursuant to Fair Debt Collection Practices Act; *Goetze v. Minn. Recovery Bureau*, 1999 Minn. App., Unpub. LEXIS 156.
- Upholding denial of coverage based on non-trucking use limitation in commercial auto policy; *Dziuk v. State Farm Mut. Auto. Ins. Co.*, 1998 Minn. App., Unpub. LEXIS 1130.
- Apportioning uninsured motorists benefits between UM carriers; *Cont'l Cas. Inc. Co. v. Teachers Ins. Co.*, 532 N.W.2d 275 (Minn. App. 1998).
- Addressing contractual waiver of subrogation; *Old Republic Inc. Co. v. Brownlee & Hayes*, 1998 Minn. App., Unpub. LEXIS 720.
- Obtained summary judgment in Federal Employer's Liability Act case involving indemnification claim; *Servais v. T.J. Mgmt. of Minneapolis, Inc.*, 973 F. Supp. 885 (D. Minn.1997).
- Contractual indemnification case; *Katzner v. Kelleher Const.*, 545 N.W.2d 378 (Minn. 1996).
- Reinstating directed verdict based on open and obviousness of hazard; *Baber v. Dill*, 531 N.W.2d 493 (Minn. 1995).
- Rejecting claim for prejudgment interest where policy limits were tendered within 30-days of demand; *Great W. Cas. Co. v. Barnick*, 1996 Minn. App., Unpub. LEXIS 636.
- Affirming summary judgment to insurance carrier based on insured's late notice of claim; *Hooper v. Zurich Am. Ins. Co.*, 552 N.W.2d 31 (Minn. App. 1996).
- Enforcing indemnification under paragraph 7 of the AGC Standard Subcontract Agreement; *Van Vickle v. C. W. Scheurer and Sons, Inc.*, 556 N.W.2d 238 (Minn. App. 1996).

Seminars

Ms. Reisbord has given numerous presentations on trending insurance coverage issues during the course of her career.

- *Insurance Law 101*, co-presenter, Minnesota Multi Housing Association Annual Working Together Conference, April 19, 2017
- *Winning the Appeal with a Persuasive Brief*, co-presenter with Judge Jill Flaskamp Halbrooks and Professor Cathryn Middlebrook, Appellate Practice Institute, March 24, 2017
- *An Attorney's Guide to CGL Policy and Coverage*, co-presenter and co-author, National Business Institute Webinar, May 20, 2016
- *The Minnesota Standard Fire Insurance Policy: Key Provisions Every Real Property Lawyer Should Know*, co-presenter, Hennepin County Bar Association, February 25, 2016
- *Commercial General Liability Policy: The Complete Guide for Attorneys*, co-presenter, and co-author, National Business Institute Webinar, December 9, 2015

Publications

- *Minnesota*, co-author, *The DRI Defense Library Series Uninsured and Underinsured Motorist Coverage Compendium*, DRI, 2016
- *History of Personal and Advertising Injury*, co-author, *The DRI Defense Library Series Coverage B: Personal and Advertising Injury Compendium*, DRI, 2014
- *Construction Litigation Coverage*, co-author, Chapter 24 Update, *Minnesota Insurance Law Deskbook*, Minnesota Continuing Legal Education, 2017
- *Commercial Trucking Insurance*, co-author, *Minnesota Motor Vehicle Accident Deskbook*, Minnesota Continuing Legal Education, 5th ed., 2014; *Minnesota Insurance Law Deskbook*, Minnesota Continuing Legal Education, 4th ed., 2015

Bar Associations

- Minnesota State Bar Association
 - Appellate Practice Section
 - Governing Council, past member
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association
 - Board of Directors
 - Editorial Committee, Chair
 - *Minnesota Defense* magazine, Chief Editor
 - Insurance Law Committee

Honors and Awards

- *The Best Lawyers in America*®, Insurance Law, 2014-present
- Minnesota Super Lawyers list, *Super Lawyers*, 2011-present
- Minnesota Rising Stars list, *Super Lawyers*, 2005
- *Super Lawyers, Business Edition*, Insurance Coverage, 2012

12. Christopher R. Morris, Shareholder

Education

- University of Minnesota Law School, J.D., *cum laude*, 1992
- Harvard University, B.A., *cum laude*, 1989

Judicial Clerkship

- Minnesota Court of Appeals, The Honorable Gary L. Crippen, Law Clerk, 1992-1993

Areas of Practice

- Commercial Litigation
- Consumer Law Defense
- Professional Liability/Claim Prevention

Admissions

- U.S. Supreme Court, 2009
- U.S. Court of Appeals, Eighth Circuit, 1997
- U.S. District Court, District of Colorado, 2003
- U.S. District Court, District of Minnesota, 1993
- U.S. District Court, District of Nebraska, 2000
- U.S. District Court, District of North Dakota, 2000
- U.S. District Court, Eastern District of Arkansas, 2003
- U.S. District Court, Western District of Arkansas, 2003
- U.S. District Court, Western District of Michigan, 2012
- U.S. District Court, Eastern District of Missouri, 2013
- U.S. District Court, Eastern District of Wisconsin, 2007
- U.S. District Court, Western District of Wisconsin, 2007
- Minnesota, 1992
- Nebraska, 2017
- North Dakota, 2008

Experience

- Christopher Morris defends financial institutions and firms against consumer and regulatory lawsuits and advises businesses on compliance with federal credit and collection laws. He also defends attorneys, engineers, and other professionals, and represents businesses and individuals in commercial and employment disputes.
- Mr. Morris has litigated to trial complex business cases with at-risk amounts in excess of \$200 million and has successfully resolved claims involving hundreds of thousands of class members. He appears regularly in courts throughout the Federal Eighth Circuit, and in state courts in Minnesota, Nebraska, and North Dakota.
- Mr. Morris serves as the firm's Chief Financial Officer. He also serves as chair of the Minnesota State Bar Association's Investment Committee and is past chair of the Legislative Committee. Mr. Morris is a past president of the Hennepin County Bar Association.

Representative Cases

- Affirmed summary judgment against consumer claim that interest demand violated FDCPA on behalf of a collection agency client; *Weeks v. Collection Center, Inc.*, 814 N.W.2d 792 (N.D. 2012).
- Appellate reversal of damages on defamation claim on behalf of a large bank client; *MyGallons LLC v. U.S. Bancorp*, 2013 WL 2364592 (4th Cir. May 31, 2013).
- Obtained dismissal of class claim regarding application of FDCPA to Summons and Complaint on behalf of a collection agency client; *Jernigan v. Gen. Collection Co.*, 2013 U.S. Dist. LEXIS 178397 (D. Neb. Nov. 15, 2013).
- Obtained affirmance of district court ruling on behalf of a group of distributors; *Insulate SB, Inc. v. Advanced Finishing Sys.*, 797 F.3d 538 (8th Cir. 2015).
- Obtained reversal of district court decision and directing summary judgment in favor of bank client on nationally significant issue involving Ponzi scheme presumption; *Finn v. Alliance Bank*, 860 N.W.2d 638 (Minn. 2015).

Additional Representative Cases

- Obtained dismissal of FDCPA class action claim arising from pre-default assignment on behalf of a billing service client; *Diaz v. Viking Client Servs.*, 2016 WL 5796835 (D. Minn. Oct. 3, 2016).
- Obtained summary judgment on claim by independent contractor to recover damages under Minnesota Human Rights Act for alleged harassment of another independent contractor of defendant; *Krog v. Farmers Ins. Exchange*, Court No. 14-cv-15-915 (D. Minn. Mar. 4, 2016).
- Obtained reversal of district court's class certification of FDCPA and state law consumer claims on behalf of a collection agency client; *Powers v Credit Mgmt. Servs.*, 776 F.3d 567 (8th Cir. 2015).
- Successfully resolved consumer class action asserting FACTA claim on behalf of a hotel client; *Fouks v. Red Wing Hotel Corp.*, 2013 WL 6169209 (D. Minn. Nov. 21, 2013).
- Part of litigation team who successfully defended credit union against antitrust and trademark claims; *Fair Isaac Corp. v. Experian Info. Sols., Inc.*, No. 06-4112, 2010 WL 1875479 (D. Minn. May 10, 2010).
- Successfully argued motion on behalf of a credit industry association to enjoin Minnesota Attorney General from enforcing a new state law that conflicted with FCRA; *Consumer Data Industry Ass'n v. Swanson*, 2007 WL 2219389 (D. Minn. July 30, 2007).
- Obtained partial affirmance of district court order dismissal of state law claims involving use of credit scams to underwrite insurance, on behalf of an insurance company; *Davenport v. Farmers Ins. Group*, 378 F.3d 839 (8th Cir. 2004).

Seminars

- *Regulation of Unfair, Deceptive and Abusive Practices in Financial Services*, co-presenter, Representing Community Banks in Minnesota webcast, Minnesota CLE, December 13, 2017

- *Understanding and Responding to the CFPB's Expectations*, presenter, ACA International, Inc. Spring Forum, March 15, 2017
- *CFPB Proposed FDCPA Rulemaking and Federal Case Law Update*, presenter, ACA's North Dakota Collectors Annual Meeting, September 13, 2016
- *How to Walk the CFPB Line: New Spins on Old Collection Techniques*, co-presenter, National Business Institute Webinar, June 14, 2016
- *Advanced FDCPA Issues*, presenter, ACA International, Inc., May 10, 2016
- *Shifting Sands: Court Interpretations of "Actual Damages,"* co-presenter, ACA International, Inc. Annual Convention, Boston Mass., July 19 2015
- *The Annual FDCPA Update and Panel Discussion*, presenter, Hennepin County Bar Association, Minneapolis, Minnesota, February 18, 2015
- *Telephone Consumer Protection Act (TCPA) and Latest HIPAA Rules*, presenter, South Dakota Healthcare Financial Managers, December 17, 2013
- *The FCRA from the Perspective of the Creditor*, presenter, Annual Debtor and Creditor Conference Minnesota CLE, October 3, 2013
- *Defense Litigation Strategies for the Collection Industry*, presenter, ACA International, Inc. Annual Convention, San Diego, Cal., July 14, 2013

Publications

- *The Rise and Fall of the Ponzi Scheme Presumption*, co-author, *Bench & Bar of Minnesota*, January 2018
- *Court Funding, Constitutional Priorities and Common Sense*, author, *Hennepin Lawyer*, May 2010
- *A Continuing Commitment to Diversity in Our Law Firms and on the Bench*, author, *Hennepin Lawyer*, March 2010
- *Judicial Ride-Along Gives New Perspective on the Bench*, author, *Hennepin Lawyer*, January 2010
- *Legal Risks in the Check Industry & How to Attack Them*, co-author with M.A. Klutho, *ACA International, Inc.*, April 3, 2003
- *The Health Insurance Portability and Accountability Act: Understanding the Impact of the New Federal Privacy Protections for Medical Records*, author, *MDLA for the Defense*, August 2002
- *Compliance and Contract Issues in "Pre-Collection" and Billing Services*, co-author with M.A. Klutho, *American Collectors Association*, July 2000
- *A Look At the Legal Implications of Agency/Attorney Relationships*, co-author with Aimee Bissonette, *Collector Magazine*, December 1997

Professional Achievements

- Claims and Litigation Management Alliance, Selected Member

Bar Associations

- Federal Bar Association
- American Bar Association
 - Litigation Section
- Association of the Bar of the United States Court of Appeals, Eighth Circuit
- Minnesota State Bar Association, member
 - Investment Committee, 2013-present
 - Investment Committee Chair, 2016-present
 - Legislative Committee, 2011-2016
 - Legislative Committee Chair, 2014-2016
 - Council Member, 2011-2014
 - Assembly, 2011-2014, 2016-present
 - Consumer Litigation Section, 2012-present
- Hennepin County Bar Foundation
 - Past Board Member
- Hennepin County Bar Association
 - President, 2009-2010
 - Treasurer, 2007-2008
 - Secretary, 2006-2007
 - Judicial Plebiscite Committee, Chair, 2011-2013
 - Professional Conduct Committee, Co-Chair, 2000-2005
 - Finance and Planning Committee, Chair, 2005-2006
 - Fourth District Ethics Committee, Investigator, 2005-2008

Professional Memberships

- ACA International, Inc.
 - Members' Attorney Program
 - Certified Instructor
 - Scholar Designation, 2013
 - MAP State Compliance Chair, North Dakota, 2011-present
- Minnesota Defense Lawyers Association
- The National Creditors Bar Association

Civic Involvement

- Harvard Club of Minnesota, Past President
- Harvard Alumni Association, Past Director
- Prodeo Academy, tutor
- Ralph K. Morris Foundation, Chair
- Volunteer Lawyers Network
 - Board Member, 2008-2009

Honors and Awards

- *The Best Lawyers in America*®, Appellate Practice, 2015-2018; Commercial Litigation, 2016-2018
- Minnesota Super Lawyers list, *Super Lawyers*, 2005-present
- Minnesota Top 40 Business Litigation Super Lawyers list, *Super Lawyers*, 2007
- Minnesota Rising Stars List, *Super Lawyers*, 1999-2002, 2004

13. Susan E. Gustad, Shareholder

Education

- Hamline University School of Law, J.D., 1996
 - Silver Gavel Honor Society
 - Hamline Law Review, Primary Editor, 1995-1996; Associate, 1994-1995
- University of Minnesota, B.A., 1988

Areas of Practice:

- Consumer Law Defense
- General Liability Defense
- Housing Law
- Insurance Coverage
- Professional Liability/Claim Prevention

Admissions

- U.S. Supreme Court, 2007
- U.S. Court of Appeals, Eighth Circuit, 2003
- U.S. District Court District of Minnesota, 1998
- U.S. District Court, District of Nebraska, 2012
- U.S. District Court, Eastern District of Arkansas, 2012
- U.S. District Court, Western District of Arkansas, 2012
- U.S. District Court, Eastern District of Missouri, 2013
- Minnesota, 1996

Experience

- Susan Gustad graduated with honors from Hamline University School of Law. She joined Bassford Remele as a lateral associate in 2002 with four years of experience in insurance defense work representing business owners, municipalities and individuals.
- Ms. Gustad represents businesses and professionals in professional liability matters. She handles complex insurance coverage issues as well as commercial litigation. She also represents residential landlords in housing matters.
- Ms. Gustad is a member of the Consumer Law Section of the Minnesota State Bar Association and ACA International, Inc. She is also a member of the Minnesota Defense Lawyers Association. Ms. Gustad writes and presents on consumer law issues, especially the FDCPA, TCPA and FCRA.

Representative Cases

- *Adams v. J.C. Christensen & Associates, Inc.*, 777 F. Supp. 2d 1193 (D. Minn. 2011).
- *Edeh v. Midland Credit Management, Inc.*, 413 Fed. Appx. 925 (C.A.8 (Minn) 2011).
- *Yeazizw v. City of Edina*, 2003 WL 1966285 (D. Minn. April 28, 2003).
- *In re Shigellosis Litigation*, 647 N.W.2d 1 (Minn. App. 2002).
- *Sierra-Dinsmore ex rel. Dinsmore v. Noor*, 2002 WL 15688 (Minn. App. Jan. 8, 2002).

- *Virtual Home Care, Inc. v. St. Paul Fire & Marine Ins. Co.*, 2001 WL 1002639 (Minn. App. Sep. 4, 2001).
- *Austin Mut. Ins. Co. v. Winger*, 2000 WL 310392 (Minn. App. March 28, 2000).
- *Dennis Simmons, D.D.S., P.A. v. Modern Aero, Inc.*, 603 N.W.2d 336 (Minn. App. 1999).

Seminars

- *The FCRA from the Perspective of the Creditor*, presenter, Annual Debtor and Creditor Conference Minnesota CLE, October 3, 2013
- *Inadmissibility of Hospital Policies*, presenter, Hennepin County Bar Association, Minnesota Defense Lawyers Association and Minnesota Trial Lawyers Association, April 20, 2006; April 21, 2005; and June 16, 2004

Bar Associations

- Minnesota State Bar Association
 - Consumer Law Section
- Hennepin County Bar Association
- Federal Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- ACA International, Inc.
 - Scholar Designation, 2014
 - Members' Attorney Program (MAP)

Honors and Awards

- Selected to the Rising Stars list, *Minnesota Law & Politics*, 2002, 2003, 2004 and 2006

14. David E. Camarotto, Shareholder

Education

- William Mitchell College of Law, J.D., 2000
- St. John's University, B.A., 1997

Judicial Clerkship

- Hennepin County District Court
 - The Honorable John J. Sommerville,
Law Clerk, 2000-2001

Areas of Practice

- Construction Litigation
- General Liability
- Product Liability

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2007
- U.S. District Court, District of Minnesota, 2001
- Minnesota, 2001

Experience

- David Camarotto litigates and consults on construction, products liability, and general liability disputes, including catastrophic injury, wrongful death, and commercial and motor vehicle claims.
- Mr. Camarotto regularly represents corporations, individuals, and insurers in litigation involving catastrophic loss, construction, contract, and products claims. His clients include insurance companies, self-insured entities, and third-party administrators in general liability matters involving wrongful death and injury, commercial and motor vehicle, and products claims. Mr. Camarotto defends developers, contractors and trade groups in construction defect claims, contractual and indemnity disputes, and additional insured litigation.
- Mr. Camarotto serves on Bassford Remele's Board of Directors and recently served as Chair of the Associate Development Committee.

Representative Cases

- Obtained a defense verdict for a health care client in a premises claim alleging damages of more than \$1 million.
- Obtained a voluntary dismissal of all claims against a developer and general contractor client for alleged negligent construction practices leading to the damage of a neighboring building and property.
- Successfully opposed subpoenas for telecommunications client's customers' personal information, which contributed to the investigation and sanctions of purported "porn trolling" litigants.

- Defended and resolved driver of vehicle involved in accident resulting in catastrophic injuries and multiple fatalities.
- *Guava LLC v. Merkel*, 2014 Minn. App. Unpub. LEXIS 829, 2014 WL 3800492 (Minn. App. Aug. 4, 2014).
- *Driveway Design, LLC v. Johnson and Johnson Land Development, LLC*, 2009 WL 1684416 (Minn. App. June 16, 2009).
- *Herrmann v. ExpressJet Airlines, Inc.*, 2009 WL 1244052 (D. Minn. May 5, 2009).
- *Hannon v. Sanner*, 2008 WL 2492410 (Minn. App. June 24, 2008).
- *Seibert v. Amateur Athletic Union of U.S., Inc.*, 422 F. Supp. 2d 1033 (D. Minn. 2006).
- *Alwin v. St. Paul Saints Baseball Club, Inc.*, 672 N.W.2d 570 (Minn. App. 2003).

Seminars

- *Finally, Drone Regulations Are Here! Part 107: Small Unmanned Aircraft Systems*, co-presenter, Minnesota Continuing Legal Education, September 27, 2016
- *They're Coming! The Drones, That Is – And The FAA Regulations Governing Their Use*, co-presenter, Minnesota Continuing Legal Education, May 11, 2016
- *Swanson v. Brewster and the Collateral Source Law*, co-presenter, Ramsey County Bar Association, December 13, 2011
- *How To Become Tech Savvy as a Construction Lawyer*, presenter, ExecSense Webinars, July 2, 2010

Publications

- *Drone Regulations at Last!*, co-author with U.F. Aba-Onu, *Bench & Bar of Minnesota*, September 2016
<http://mnbenchbar.com/2016/09/drone-regulations-at-last/>
- *They're Coming! The Drones, That Is - And The FAA Regulations Governing Their Use*, co-author with U.F. Aba-Onu, *Bench & Bar of Minnesota*, January 2016
<https://www.bassford.com/uploads/announcements/Camarotto-Aba-Onu-Drones-2016.pdf>
- *Bridging the Gap: Major Changes to Minnesota's Collateral Source Law in Swanson v. Brewster*, co-author with J.M. Loetscher, *Minnesota Defense*, Spring 2011
<https://www.bassford.com/uploads/announcements/Camarotto-Loetscher-Bridging-Gap-Minnesota-2011.pdf>
- *Minnesota Lawyers Evaluate Law Schools, Training and Job Satisfaction*, co-author with Professor John Sonsteng, 26 Wm. Mitchell L. Rev. 327 (2000), featured in *Bench & Bar*, Dec. 2000

Professional Achievements

- Douglas K. Amdahl Inn of Court, Barrister

Bar Associations

- Minnesota State Bar Association
 - Civil Litigation Section
 - Construction Law Section
- Hennepin County Bar Association

Professional Memberships

- Association of Defense Trial Attorneys
- Minnesota Defense Lawyers Association
- Associated General Contractors of Minnesota

Civic Involvement

- University of St. Thomas School of Law, Trial Advocacy Adjunct Professor, 2005-2015
- Mitchell Hamline College of Law, Legal Practicum Course Adjunct Professor, 2005-2008; 2012-2015

Honors and Awards

- Minnesota Super Lawyers list, *Super Lawyers*, 2015-present
- Minnesota Rising Stars list, *Super Lawyers*, 2004-2014

15. Jonathan C. Marquet, Shareholder

Education

- Boston College Law School, J.D., *cum laude*, 2001
- Northwestern University, B.S., Mechanical Engineering, 1998

Areas of Practice

- Commercial Litigation
- Intellectual Property Litigation
- Products Liability

Admissions

- U.S. District Court, District of Minnesota, 2008
- U.S. District Court, Southern District of New York, 2006
- Minnesota, 2008
- New Jersey, 2001
- New York, 2002

Experience

- Jonathan Marquet is a commercial litigator whose practice focuses in complex matters involving intellectual property, products liability, unfair competition, and healthcare law.
- Mr. Marquet regularly defends and prosecutes lawsuits involving trademark infringement, copyright infringement, and unfair competition, as well as lawsuits alleging defective products and toxic torts. Mr. Marquet recently obtained the dismissal of substantial unfair competition claims as a result of multiple, successful motions to dismiss. He also recently negotiated the successful resolution of significant trademark infringement claims.
- Mr. Marquet represents business entities, including Fortune 100 corporations and individuals, in trial courts and alternative dispute resolution proceedings. He has represented clients such as Conagra Brands, Inc., Chobani, LLC, Honeywell International, Inc., The Wayside House, Inc. d/b/a Wayside Recovery Center, and MES Group, Inc.
- Mr. Marquet is a *cum laude* graduate from Boston College Law School. He graduated from Northwestern University with a Bachelor of Science in Mechanical Engineering.

Representative Cases

- Successfully negotiated resolution of trademark infringement and unfair competition claims on behalf of service company; *Taylor Brothers Holdings, Inc. v. James Reven Murphey and Granite Hood and Duct Co.* (D. Minn. 2017).
- Obtained transfer of false advertising and unfair competition claims to food production company client's preferred jurisdiction; *General Mills, Inc. v. Chobani, LLC* (D. Minn. 2016) (Judge Richard H. Kyle).

- Obtained dismissal with prejudice of unfair competition claims on behalf of service company as a result of multiple motions to dismiss. *goGLOW Enterprises, LLC v. The Glow Lounge, LLC* (Hennepin Cnty. Minn. 2016) (Judge Susan M. Robiner).
- Obtained verdict for global medical device company arising out of breach of contract for a specified term of employment; *St. Jude Med. S.C., Inc. v. Neal D. Hanson* (D. Minn. 2015) (Judge Richard H. Kyle).
- Successfully defended restaurant franchise against trademark and trade dress infringement claims; *Buffalo Wild Wings, Inc. v. Buffalo Wings & Rings* (D. Minn. 2012) (Judge John R. Tunheim).

Additional Representative Cases

- *SFC Global Supply Chain, Inc. v. ConAgra Foods, Inc., et al.* (D. Minn. 2016) (Judge Susan R. Nelson).
- Obtained verdict for global medical device company arising out of breach of restrictive covenants in employment agreement; *St. Jude Medical, S.C., Inc. v. Arindom Barooah, et al.* (Ramsey Cnty. Minn. 2014) (Judge John B. Van De North).
- Affirming dismissal of malpractice claims on behalf of large nonprofit health care system. *DelPercio v. Park Nicollet Clinic*, 2012 WL 1380390 (Minn. App. Apr. 23, 2012), review denied (July 17, 2012).
- Obtained dismissal of medical malpractice claims on behalf of large nonprofit health care system based on plaintiff's failure to comply with Minn. § 145.682. *DelPercio v. Park Nicollet Clinic* (Hennepin Cnty. Minn. 2011) (Judge Joseph R. Klein).
- *Irwin v. ASLV, Inc., et al.* (D. Nev. 2011) (Judge Kent J. Dawson).
- Obtained verdict arising out of negligent construction and breach of statutory warranties for homeowners; *Campbell v. College City Homes, Inc., et al.* (Dakota Cnty. Minn. 2011).
- Obtained dismissal of fraud claims arising from demutualization of Philadelphia Stock Exchange for investment banking firm client; *McGowan Investors LP v. Keefe, Bruyette & Woods, Inc.* (E.D. Pa. 2008) (Judge Anita B. Brody).

Seminars

Trademark Litigation

- *Trademark Litigation Fundamentals: What To Do When Your Smaller Client Draws Unwanted Attention From the 800 Pound Gorilla*, presenter, Trademark Law Seminar, Hennepin County Bar Association, Minneapolis, Minnesota, February 11, 2013

Healthcare Law

- *The Dissemination of Protected Health Information*, moderator and presenter, Medical Records Law Seminar, Lorman Education Services, Minneapolis, Minnesota, March 26, 2013
- *The Dissemination of Protected Health Information*, presenter, Medical Records Law Seminar, Lorman Education Services, St. Cloud, Minnesota, January 29, 2013

- *The Dissemination of Protected Health Information*, moderator and presenter, Medical Records Law Seminar, Lorman Education Services, Rochester, Minnesota, August 1, 2012
- *The Dissemination of Protected Health Information*, presenter, Medical Records Law Seminar, Lorman Education Services, Minneapolis, Minnesota, March 28, 2012
- *Mock Trial*, presenter, Minnesota Society for Healthcare Risk Management Spring Seminar, Minneapolis, Minnesota, June 3, 2011

Publications

- *Sunrise, Sunset: S. 410, The Sunshine in the Courtroom Act*, author, Federal Bar Association, Minnesota Chapter *Bar Talk*, December 2011

Bar Associations

- Federal Bar Association
 - Communications Committee, 2012-present
 - Federal Litigation Section
 - Intellectual Property & Communications Law Section
- Minnesota State Bar Association
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association
 - Editorial Committee, 2011-present
- Minnesota Intellectual Property Lawyers Association

Civic Involvement

- East Harriet Farmstead Neighborhood Association
 - Board Member, 2009-present

16. Mark R. Bradford, Shareholder

Education

- DePaul University College of Law, J.D., *summa cum laude*, 2003
- Beloit College, B.A., *cum laude*, 1999

Areas of Practice

- Appeals
- Commercial Litigation
- Insurance Coverage
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2008
- U.S. District Court, District of Minnesota, 2004
- U.S. District Court, Eastern District of North Dakota, 2017
- Minnesota, 2004

Experience

- Mark Bradford is an accomplished appellate lawyer with additional focuses in commercial, insurance coverage, and professional-liability litigation. He regularly advocates for Fortune 500 clients, law firm clients, and many others in appeals stemming from diverse areas of law.
- Having argued a substantial number of cases before appellate and supreme courts across the Midwest, Mr. Bradford leverages his procedural and strategic knowledge to efficiently bring resolution to clients' disputes. He was part of a trial and appellate team who obtained an \$800 million arbitration award against a large computer device company, which was affirmed by the Minnesota Supreme Court. He was also part of an appellate team who achieved a reversal of a \$52.5 million verdict against an insurer, and a trial team who achieved a \$21.6 million verdict against a railroad in a wrongful death case.
- Mr. Bradford is chair of Bassford Remele's Appellate Practice Group and serves on the firm's Board of Directors. Mr. Bradford teaches appellate advocacy as an adjunct professor at the St. Thomas School of Law.

Representative Cases

- Obtained jury defense verdict against assertion of claims for malicious prosecution, abuse of process, fraud, unjust enrichment, civil conspiracy, and punitive damages; *Kannan v. Prabhakaran*, No. 27-CV-15-16516 (Hennepin Cnty. Minn. 2017).
- Obtained reversal of summary judgment dismissing insurer's contribution claims in case arising out of death following discharge of anhydrous ammonia; *Nationwide Agribusiness Ins. Co. v. PGI, Inc.*, 882 N.W.2d 512 (Ia. App. 2016).
- Obtained reversal of district court's grant of preliminary injunction against non-party in action to enforce non-competition covenants on behalf of medical-device company; *Medtronic, Inc. v. Doerr*, 2015 WL 1674567 (Minn. App. Feb. 9, 2015).

- Obtained reversal of denial of summary judgment on behalf of police officer and employer on grounds of qualified immunity; *Meehan v. Thompson*, 763 F.3d 936 (8th Cir. 2014).
- Obtained reinstatement of \$630 million arbitration award for computer-device company; *Seagate Tech. v. W. Digital Corp.*, 854 N.W.2d 750 (Minn. 2014).
- Obtained defense verdict for Oklahoma energy company in jury trial involving alleged tortious interference with frac-sand mining contract and claimed damages exceeding \$60 million; *Stein v. Windsor Energy Group* (Goodhue Cnty. Minn. 2013).

Additional Representative Cases

- Obtained affirmance of defense verdict against challenge to jury instructions in case involving industrial fire on behalf of farmer's cooperative; *Tamco Pork II, LLC v. Heartland Co-op*, 876 N.W.2d 687 (Iowa App. Jul. 22, 2015).
- Obtained affirmance of personal representative's decision to settle litigation over dissent from beneficiary on behalf of trustee; *In re Estate of Brian K. Johnson*, 878 N.W.2d 510 (Minn. App. Feb. 9, 2016).
- Obtained verdict for medical device company client arising out of breach of contract for a specified term of employment; *St. Jude Medical S.C., Inc. v. Neal D. Hanson* (D. Minn. 2015).
- Obtained dismissal of appeal in case involving suit-limitation clause in insurance policy on behalf of insurer (argued in May 2015); *Alpine Glass, Inc. v. Country Mut. Ins. Co.*, No. 14-2578.
- Obtained affirmance of summary judgment on behalf of medical-records provider on grounds that Minnesota Health Records Act does not confer private cause of action; *Larson v. Northwestern Mutual Life Ins. Co.*, 855 N.W.2d 293 (Minn. 2014).
- Obtained \$1.4 million verdict for client in jury trial involving tortious interference with contract for a specified term of employment on behalf of medical-device company client; *St. Jude Medical S.C., Inc. v. Biosense Webster, Inc.* (D. Minn. 2014).
- Obtained \$2.4 million recovery for breach of buyout agreement involving casino-development project near Sacramento, Calif. on behalf of individual real-estate developer; *Argovitz v. Lakes Entertainment, Inc.* (2014).
- Obtained \$4.9 million jury verdict for client in fraudulent-transfer case on behalf of individual entrepreneur client; *Johnson v. USL Prods, Inc.* (Hennepin Cnty. Minn. 2014).
- Obtained reversal of grant of summary judgment in subrogation action involving fatal propane explosion on behalf of insurer; *Lyzhoft v. Waconia Farm Supply*, 2013 WL 3368832 (Minn. App. July 8, 2013).
- Obtained affirmance of grant of summary judgment to sellers in non-disclosure action involving sale of real estate on behalf of homeowner; *Penn v. Wexler*, 2012 WL 1942651 (Minn. App. Sept. 10, 2012).
- Obtained affirmance of trial court's award of money damages to individual in real estate development case under promissory-estoppel theory; *Heffron v. Burlington N. Santa Fe*, 2012 WL 3262968 (Minn. App. Aug. 6, 2012).

- Obtained affirmance of grant of summary judgment to insurer in declaratory judgment action; *Koskovich v. American Family Mut. Ins. Co.*, 2012 WL 2369001 (Minn. App. June 25, 2012).
- Obtained reversal of grant of summary judgment to defendant corporation in fraudulent-transfer case; *Johnson v. USL Prods. Inc.*, 2012 WL 20788478 (Minn. App. June 11, 2012).
- Obtained reversal of Court of Appeals' decision and achieved reinstatement of wrongful-death verdicts in consolidated railroad-crossing case on behalf of family of decedent client; *Frazier v. Burlington N. Santa Fe*, 811 N.W.2d 618 (Minn. 2012).
- Part of trial team who obtained \$630 million award for computer device company in case involving theft and misappropriation of trade secrets) (affirmed on appeal; *Seagate Tech. v. W. Digital Corp.* (2012).
- Obtained affirmance of grant of summary judgment to landowner in premises liability case involving substantial injuries; *Kalenda v. Veit & Co., Inc.*, 2011 WL 589619 (Minn. App. Feb. 22, 2011).
- Obtained reversal of grant of summary judgment against taconite company in case involving damage to mining equipment; *Driscoll v. Standard Hardware, Inc.*, 785 N.W.2d 805 (Minn. App. 2010).
- Obtained defense verdict for Nebraska trucking company in bench trial involving alleged employment discrimination; *Maroko v. Werner Enterprises, Inc.* (D. Minn. 2010).
- Obtained reversal of district court's refusal to enforce arbitration clause in real-estate purchase contract on behalf of real-estate broker; *Hummell v. Edina Realty*, 2009 WL 1048850 (Minn. App. Apr. 21, 2009).
- Obtained affirmance of district court's denial of defendant's motion to dismiss based on lack of personal jurisdiction on behalf of individual; *Peterson v. Harward*, 2009 WL 22254 (Minn. App. Jan. 6, 2009).
- Obtained affirmance of district court's enforcement of anti-assignment clause in insurance contract on behalf of insurer client; *Star Windshield Repair, Inc. v. Western Nat'l Ins. Co.*, 744 N.W.2d 237 (Minn. App. 2008).
- Obtained defense verdict for premises owner in just trial involving alleged personal-injuries on behalf of landlord; *Peterson v. Ball* (Hennepin Cnty. Minn. 2004).

Seminars

- *Preserving the Record for Appeal*, panelist with the Honorable James A. Moore, Fourth Judicial District, the Honorable Peter M. Reyes, Jr., Minnesota Court of Appeals, and Kay Nord Hunt, Lommen, Abdo, Candid Conversations, Bench and Bar Committee, Hennepin County Bar Association, Minneapolis, MN, April 17, 2018
- *10 Tips and Techniques for Winning on Appeal*, presenter, Mid-Winter Conference, Minnesota Defense Lawyers Association, Walker, MN, February 10, 2017

- *Protecting the Record: Appellate Considerations for District Court Litigation*, panelist with the Honorable Heidi Schellhas and the Honorable Larry Stauber, Minnesota Court of Appeals, Hennepin County Bar Association, Minneapolis, MN, September 20, 2016
- *Clarity in Award Writing*, presenter, American Arbitration Association webinar, Minneapolis, MN, August 23, 2016
- *State of the Courts and Keys to Effective Advocacy*, panelist with Justice Natalie E. Hudson and Judge Denise D. Reilly, Minnesota State Bar Association, Nine Days in June Annual Convention, Mankato, MN, June 21, 2016
- *Nine Keys to a Successful Appellate Brief*, presenter, Minnesota CLE, Minneapolis, MN, December 9, 2015
- *How to Succeed on Appeal: 10 Tips and Techniques*, presenter, Minnesota CLE, Minneapolis, MN, December 16, 2014
- *Amicus Briefs: How to Find (and Be) "Friends of the Court,"* panelist with Chief Justice Lorie Skjerven Gildea, Solicitor General Alan Gilbert and ACLU-MN Legal Director Teresa Nelson, Minnesota State Bar Association, Appellate Practice Institute, Minneapolis, MN, March 14, 2014
- *Negotiating Claims with Insurance Companies*, presenter, National Business Institute, Minneapolis, MN, January 21, 2014 and May 21, 2013
- *Recent Appellate Cases*, panelist with Justice G. Barry Anderson and Judge John R. Rodenberg, Minnesota State Bar Association, Nine Days in June Annual Convention, Mankato, MN, June 13, 2013
- *What You Need to Know About Coverage Law*, presenter, Mid-Winter Conference, Minnesota Defense Lawyers Association, Nisswa, MN, February 10, 2013
- *Recent Appellate Cases Every Lawyer Should Know: A Review of Significant Minnesota Appellate Decisions That Will Affect Your Practice*, panelist with Justice G. Barry Anderson and Judge Terri J. Stoneburner, Minnesota State Bar Association, Nine Days in June Annual Convention, June 13, 2012
- *Appeals: Can I Appeal? Should I? How?* presenter, Minnesota State Bar Association, Minneapolis, MN, May 30, 2012
- *Settlement Agreements*, presenter, Hennepin County Bar Association, Minneapolis, MN, October 10, 2011
- *Coverage Disputes*, presenter, Construction Insurance and Disputes Seminar, National Business Institute, Minneapolis, MN, May 26, 2010
- *First-Party Bad Faith*, presenter, Minnesota Insurance Law Today Seminar, Minnesota State Bar Association, Minnesota CLE, Minneapolis, MN, June 17, 2009

Publications

- *Moving Toward Improved Legal Writing*, author, Minnesota Defense, Vol. 1, Issue 1, Spring 2012

- *Products Liability Defenses, A State-by-State Compendium (Minnesota Chapter)*, author, DRI (2007)
- *The Interplay Between Contractual Indemnity Provisions and Liability Insurance*, author, DRI Construction Defect Compendium (2007)
- *Who's on the Risk? Allocating Damages Among Insurers in Construction Defect Claims*, author, Minnesota Defense (Summer 2006)
- *An Introduction to Race as Proxy*, author, 53 DePaul L. Rev. 929 (2004)

Professional Achievements

- American Bar Association, Fellow
- Douglas K. Amdahl Inn of Court
- Minnesota Supreme Court Advisory Committee on the Rules of Civil Appellate Procedure, Appointed Member, 2013-present

Bar Associations

- Association of the Bar of the United States Court of Appeals for the Eighth Circuit
- American Bar Association
 - Litigation Section
- Minnesota State Bar Association
 - Appellate Practice Section, Appellate Council Member
 - Civil Litigation Section
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association
 - Insurance Law Committee, Co-Chair, 2011-2016

Civic Involvement

- University of St. Thomas School of Law, Appellate Advocacy Adjunct Professor, 2012-present
- Prodeo Academy, tutor, 2015-present

Honors and Awards

- *The Best Lawyers in America*®, Appellate Practice, 2018
- Minnesota Super Lawyers Top 100 list, *Super Lawyers*, 2018
- Minnesota Super Lawyers list, *Super Lawyers*, 2014-present
- Minnesota Rising Stars list, *Super Lawyers*, 2007-2013
- Up and Coming Attorney, *Minnesota Lawyer*, 2009

17. Steven P. Aggergaard, Shareholder

Education

- William Mitchell College of Law, J.D., *cum laude*, 2004
 - *Law Review*, Editor-in-Chief, 2003-2004; Staff Member, 2002-2003
- Northwestern University, M.S.J., high honors, 1992
- Augsburg College, B.A., *summa cum laude*, 1989
 - Dean's List, Honors Program

Judicial Clerkships:

- U.S. District Court, Senior Judge Paul A. Magnuson, Law Clerk, 2007-2008
- Minnesota Supreme Court, The Honorable Sam Hanson, Law Clerk, 2004-2005

Areas of Practice:

- Appellate Law
- Commercial Litigation
- Media/First Amendment
- Intellectual Property Litigation
- Professional Liability

Admissions

- U.S. Court of Appeals, Federal Circuit, 2015
- U.S. Court of Appeals, Seventh Circuit, 2012
- U.S. Court of Appeals, Eighth Circuit, 2008
- U.S. Tax Court, 2008
- U.S. Court of Federal Claims, 2006
- U.S. District Court, District of Minnesota, 2005
- U.S. District Court, Eastern District of Wisconsin, 2014
- U.S. District Court, Western District of Wisconsin, 2015
- Minnesota, 2004
- Wisconsin, 2011

Experience

- Steve Aggergaard practices in the areas of commercial and nonprofit litigation, professional liability, intellectual property, and appellate law. His clients include corporations, individuals, educators, churches, and media communicators.
- He is licensed in Minnesota and Wisconsin, practices regularly in the Minnesota Court of Appeals, and has authored several briefs to the Minnesota Supreme Court.
- Mr. Aggergaard has extensive expertise in sexual abuse defense, 42 U.S.C. § 1983 litigation, and areas in which the civil, criminal, and appellate law intersect. In 2016, he was appointed a Special Assistant Minnesota Public Defender to represent a criminal defendant in his appeal. Steve also has incorporated a prior 15-year journalism career into his law practice on issues involving the First Amendment, defamation, and privacy.
- In 2016, his article “When Public Space Isn’t Public,” which analyzed speech rights in shopping malls, was chosen as the best article of 2015 in *Bench & Bar of Minnesota*, the

magazine of the Minnesota State Bar Association. In 2016, he was chosen Chairperson of the State Bar Association's Publications Committee.

- Mr. Aggergaard has been a frequent media source himself, particularly on First Amendment and privacy issues, appearing on air and in publications ranging from the *Star Tribune* to the UK's DailyMail.com.
- Mr. Aggergaard received his law degree *cum laude* from William Mitchell College of Law, where he was Editor-in-Chief of the *Law Review*. He was a law clerk for the Honorable Sam Hanson of the Minnesota Supreme Court and for the Honorable Paul Magnuson of the United States District Court for the District of Minnesota. Mr. Aggergaard also holds a master's degree in journalism from Northwestern University in Evanston, Illinois and a bachelor's degree from Augsburg College in Minneapolis.

Representative Cases

- *Pfeil v. St. Matthews Evangelical Lutheran Church of the Unaltered Augsburg Confession of Worthington*, 877 N.W.2d 528 (Minn. 2016) (amicus curiae).
- *Fiers v. La Crosse County*, 132 F. Supp. 3d 1111 (W.D. Wis. 2015).
- *Kearney v. Orthopaedic & Fracture Clinic, P.A.*, No. A14-1835, 2015 WL 5194832 (Minn. Ct. App. Sept. 8, 2015).
- *In re Pamela Andreas Stisser Grantor Trust Under Second Amendment*, 818 N.W.2d 495 (Minn. 2012).
- *Glorvigen v. Cirrus Design Corp.*, 816 N.W.2d 572 (Minn. 2012).
- *Alpine Meadows Townhome Ass'n v. Am. Family Mut. Ins. Co.*, No. A11-1328, 2012 WL 1070107 (Minn. Ct. App. Apr. 2, 2012).
- *Wesely v. Flor*, 806 N.W.2d 36 (Minn. 2011) (amicus curiae).
- *Butts v. Evangelical Lutheran Good Samaritan Soc'y*, 802 N.W.2d 839 (Minn. Ct. App. 2011).
- *Glorvigen v. Cirrus Design Corp.*, 796 N.W.2d 541 (Minn. Ct. App. 2011).
- *Kraus-Anderson Constr. Co. v. Transp. Ins. Co.*, No. A10-698, 2011 WL 1364251 (Minn. Ct. App. Apr. 12, 2011).
- *Rooney v. Rooney*, 782 N.W.2d 572 (Minn. Ct. App. 2010).
- *Ray v. Huff*, No. 08-922, 2010 WL 1390866 (D. Minn. Mar. 31, 2010).
- *Christ's Household of Faith v. Ramsey County*, 618 F. Supp. 2d 1040 (2009).
- *Granville v. Minneapolis Public Schools*, 732 N.W.2d 201 (Minn. 2007).
- *Harrison ex rel. Harrison v. Harrison*, 733 N.W.2d 451 (Minn. 2007) (amicus curiae).
- *Enright v. Lehmann*, 735 N.W.2d 326 (Minn. 2007) (amicus curiae).
- *Parniani v. Cardinal Health, Inc.*, No. 06-2514, 2007 WL 2219373 (D. Minn. June, 29, 2007).

- *Wells Fargo Equipment Finance, Inc. v. Meyer*, No. A06-1560, 2007 WL 1747148 (Minn. Ct. App. June 19, 2007).
- *Smith v. American Investors Network*, No. 05-1686, 2006 WL 3490964 (D. Minn. Dec. 4, 2006).
- *Flaherty v. Flaherty*, No. A05-1606, A05-2429, 2006 WL 1738162 (Minn. Ct. App. June 27, 2006).

Seminars

- *First Amendment Issues in Light of Recent Events*, presenter, Ramsey County Bar Association, Criminal Law Section, March 23, 2015
- *Property v. Speech*, presenter, Hennepin County Bar Association, Civil Litigation Section, March 9, 2015
- *Defendants Strike Back: An Overview of Early Dismissal Procedures Under Minnesota's Anti-SLAPP Statute*, presenter, Hennepin County Bar Association, Civil Litigation Section, September 9, 2013
- *Ten Steps Bloggers Should Take to Limit Legal Liability*, speaker, Minnesota Blogger Conference, September 22, 2012
- *Blogs: What Lawyers and Businesses Need to Know*, panel moderator, American Bar Association, June 14, 2006
- *Phone Surveillance: Privacy vs. National Security*, KMSP TV, June 6, 2013, <http://www.myfoxtwincities.com/story/22527222/phone-surveillance-privacy-vs-national-security>
- *Fired over Facebook 'like'? Attorney Warns you can be*, KMSP-TV, August 14, 2012, <http://www.myfoxtwincities.com/story/19279750/fired-over-facebook-like-attorney-says-you-can-be>

Publications

- *Making a Federal Case Out of It – Section 1983 Claims Against Nursing Homes*, co-author, Medlaw Update, Defense Research Institute, December 19, 2016 <http://portal.criticalimpact.com/newsletter/newslettershow5.cfm?contentonly=1&content=31788&id=3819>
- *Sue over fake news? You'd face some tough realities*, author, Star Tribune, December 7, 2016 <http://www.startribune.com/sue-over-fake-news-you-d-face-some-tough-realities/405329766/>
- *Highlighting Near v. Minnesota*, author, Minnesota Supreme Court Historical Society newsletter, July 2016 <https://mncourthistory.wildapricot.org/resources/Documents/MSCHS%20July%202016%20Newsletter.pdf>
- *Profiling Grace Kaercher Davis*, author, Minnesota Supreme Court Historical Society newsletter, July 2016

<https://mncourthistory.wildapricot.org/resources/Documents/MSCHS%20July%202016%20Newsletter.pdf>

- *Black Lives Matter and the Evolution of the First Amendment*, guest columnist, Star Tribune, December 23, 2015
<http://www.startribune.com/black-lives-matter-and-the-evolution-of-the-first-amendment/363428071/>
- *A Blind Spot in the Law*, author, Bench & Bar of Minnesota, October 2015
<http://mnbenchbar.com/2015/10/a-blind-spot-in-the-law/>
- *When Public Space Isn't Public*, author, Bench & Bar of Minnesota, June 2015
<http://mnbenchbar.com/2015/06/when-public-space-isnt-public/>
- *Crisis Communications & Social Media: The Game Just Got Tougher*, author, Bench & Bar of Minnesota, February 2015 (Reprinted with permission in Computer & Internet Lawyer, August 2015.) <http://mnbenchbar.com/2015/02/crisis-communications/>
- *Three State-Based Defenses to Consider*, author, For the Defense, Vol. 54, No. 4, April 2012
- *Effect of Appeal, Stays and Supersedeas*, co-author, Eighth Circuit Appellate Practice Manual, Chapter 7, 4th ed. 2007
- *A Century Ago, Paper Was Prosecuted for Reporting Too Much About Execution*, author, St. Paul Pioneer Press, Opinion Page, January 8, 2007
- *We Can't Live By Blogs Alone*, author, Star Tribune, Sunday Opinion Exchange, December 31, 2006
- *Confidential News Sources: What Minnesota Lawyers and Clients Should Know*, author, Bench & Bar, February 2006
http://www2.mnbar.org/benchandbar/2006/feb06/news_sources.htm
- *Religion, Speech, and the Minnesota Constitution*, author, 32 Wm. Mitchell L. Rev. 719 (2006) <http://open.mitchellhamline.edu/wmlr/vol32/iss2/2/>
- *It's Been 25 Years Since Penn Central: Anything New? Business Law Today*, March/April 2004 (co-author)
<http://www.americanbar.org/content/dam/aba/publications/blt/2004/03/get-your-hands-off-my-depot-200403.authcheckdam.pdf>
- *Prior Restraint Is Nearer Than We Realize*, 30 Wm. Mitchell L. Rev. 789 (2003)
<http://open.mitchellhamline.edu/wmlr/vol30/iss2/17/>
- Case Note, *Retreat From Reason: How Minnesota's New No-Retreat Rule Confuses the Law and Cries for Alteration*, author, 29 Wm. Mitchell L. Rev. 657 (2002)
<http://open.mitchellhamline.edu/wmlr/vol29/iss2/5/>
- *Phone Surveillance: Privacy vs. National Security*, KMSP TV, June 6, 2013
- *Fired over Facebook 'like'? Attorney Warns you can be*, KMSP-TV, August 14, 2012

Media Commentary:

- *Legacy of a “Miscreant” Minnesota Newsmen*, Star Tribune, Jan. 2, 2016
<http://www.startribune.com/legacy-of-a-miscreant-minnesota-newsmen/364034121/>
- *The First 48 and the First Amendment*, City Pages, March 30, 2016
<http://www.citypages.com/news/the-first-48-and-the-first-amendment-8161216>
- *Vascular Solutions, CEO Get Ready to Take on FDA Conspiracy Charges*, Star Tribune, March 28, 2015 <http://www.startribune.com/vascular-solutions-ceo-get-ready-to-take-on-fda-conspiracy-charges/297841451/>
- *Minnesota Teen Sues School District, Police Chief After Suspension Over Tweet*, www.foxnews.com, June 18, 2014 <http://www.foxnews.com/us/2014/06/18/minnesota-teen-sues-school-district-police-chief-after-suspension-over-tweet.html>
- *A Big Day for Minnesota’s Constitution*, www.minnpost.com, July 13, 2009
<https://www.minnpost.com/community-voices/2009/07/july-13-big-day-minnesota’s-constitution>

Broadcast:

- *St. Paul Teacher’s Suspension Raises Questions About Free Speech*, Facebook, FOX9, March 10, 2016 (on-air source) <http://www.fox9.com/news/104271595-story>
- *Black Lives Matter Vows MOA Protest; Judge Weighs Restraining Order*, All Things Considered, Minnesota Public Radio, Dec. 21, 2015 (on-air guest)
<https://www.mprnews.org/story/2015/12/21/mall-of-america-restraining-order-against-black-lives-matter-protest>
- *Mall of America Protest Decision Is a Win for the Mall Too*, FOX9, Nov. 11, 2015 (on-air source) <http://www.fox9.com/news/47520286-story>
- *Where Is Protest Allowed in Minnesota*, Daily Circuit, Minnesota Public Radio, Dec. 19, 2014 (on-air guest) <http://www.mprnews.org/story/2014/12/19/daily-circuit-moa-demonstration>
- *What Jesse Ventura Must Prove to Win Defamation Lawsuit*, FOX9, July 7, 2014 (on-air source) <https://www.youtube.com/watch?v=G9syaV17obA>
- *Privacy law discussion*, The Morning Blend, KFAI, June 13, 2013 (on-air guest)
- *Phone Surveillance: Privacy vs. National Security*, KMSP TV, June 6, 2013
- *Fired over Facebook 'like'? Attorney Warns you can be*, KMSP-TV, August 14, 2012

Academic Appointments

- Augsburg College, Journalism Instructor, 2010 - Present
- University of Wisconsin-River Falls, Journalism Instructor, 1999

Bar Associations

- Minnesota State Bar Association
 - Publications Committee, 2005 - Present
- Wisconsin State Bar Association
- Hennepin County Bar Association

- Ramsey County Bar Association

Professional Memberships

- Defense Research Institute
 - Long Term Care Subcommittee of the Medical Liability and Health Care Law Committee
- Minnesota Defense Lawyers Association

Civic Involvement

- Volunteer Lawyers Network, Conciliation Court Clinic, 2010 - Present
- Mentor, St. Thomas Mentorship Program
- Board of Directors and Chorus Member, VocalEssence

Honors and Awards

- Elmer Wiblishauser Award, *Bench & Bar of Minnesota*, 2015 (for best article of the year)
- Selected to the Minnesota Super Lawyers list, *Super Lawyers*, 2015
- Selected to the Minnesota Rising Stars list, *Super Lawyers*, 2014

18. Jonathan P. Norrie, Shareholder

Education

- University of Minnesota Law School, J.D., *cum laude*, 2005
 - Director of Wagner Labor and Employment Moot Court, 2004-2005
- Saint Olaf College, B.A., *cum laude*, Phi Alpha Theta, 1998
 - Presidential Scholar

Areas of Practice

- Commercial Litigation
- Employee Retirement Income Security Act (ERISA)
- Employment Litigation/Advice
- Organizational Liability for Sexual Misconduct/Abuse
- Higher Education/Student Misconduct

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2005
- U.S. District Court, District of Minnesota, 2005
- U.S. District Court, District of North Dakota, 2010
- U.S. District Court, Eastern District of Wisconsin, 2014
- U.S. District Court, Western District of Wisconsin, 2009
- Minnesota, 2005

Experience

- Jonathan Norrie's practice is focused on employment law and litigation. He works to help employers anticipate and avoid problems in the workplace, and to address employee issues effectively. He provides guidance on employment policies and procedures, assistance complying with state and federal workplace regulations, and representation in a wide-variety of employment-related litigation.
- Mr. Norrie advises and represents clients across the spectrum of employment law matters, including discrimination and harassment complaints, leave and accommodation issues, non-competes and restrictive covenants, employee training and workplace investigations, and ERISA litigation. He has successfully litigated employment-related claims in state and federal courts and private arbitration.
- In addition, Mr. Norrie has significant experience defending schools, churches, and non-profit organizations in difficult sexual abuse litigation. His work in the non-profit sector also involves representing colleges and universities in Title IX and student misconduct litigation.

Representative Cases

- Represented a Fortune 500 company, obtaining a favorable resolution of a case involving alleged sexual abuse by a former employee. *Does v. Fortune 500 Co.* (Hennepin Cnty. Minn. 2017).

- Represented a religious institution, obtaining a favorable resolution of a case involving alleged sexual abuse by a former employee. *Doe v. Religious Inst.* (Hennepin Cnty. Minn. 2016).
- Represented a private secondary school, obtaining a favorable resolution of a case involving a former student's sexual abuse claims. *Student v. Teacher and Sch.* (Hennepin Cnty. Minn. 2016).
- Represented a school in district court and on appeal, winning summary judgment in an employment dispute involving the Americans with Disabilities Act and the Minnesota Human Rights Act; *Fischer v. Minneapolis Pub. Schs.*, 16 F. Supp. 3d 1012 (D. Minn. 2014), *aff'd*, 792 F.3d 985, 986 (8th Cir. 2015).
- Currently defending several Minnesota colleges in Title IX and student-misconduct litigation in state and federal courts.
- Represented a Fortune 500 company at trial, obtaining a jury verdict in a breach of contract case; *Cintas Corp. v. Elite Line Servs., LLC*, 2012 WL 426592 (Minn. App. Feb. 13, 2012).
- Obtained no probable cause determinations in dozens of human rights charges before state and federal employment agencies.
- Represented international corporation and successfully resolved duty-of-loyalty and tortious interference claims; *Cenveo Corp. v. S. Graphic Sys., Inc.*, 784 F. Supp. 2d 1130 (D. Minn. 2011).

Additional Representative Cases

- *Marchetti v. U.S. Bank N.A.*, 2015 WL 1038382 (D. Minn. Mar. 10, 2015).
- *Carlson v. U.S. Bank Home Mortg.*, 2013 WL 6231518 (8th Cir. 2013).
- *Senter v. Stericycle, Inc.*, 564 Fed. Appx. 273 (8th Cir. 2014).
- *Nordby v. Shane Co., Inc.*, 2013 WL 4519350 (D. Minn. Aug. 26, 2013).
- *Onyemelukwe v. Filister Enters.*, No. A11-343, 2011 WL 5515429 (Minn. App. Nov. 14, 2011).
- *Chesemore, et al. v. Alliance Holdings, Inc., et al.*, 276 F.R.D. 506 (W.D. Wis. Sept. 22, 2011).
- *Cunningham v. HealthEast St. Joseph's Hosp.*, 2010 WL 2486319 (Minn. App. June 22, 2010).
- *Transocean Group Holdings Pty Ltd. v. South Dakota Soybean Processors, LLC*, 663 F. Supp. 2d 731 (D. Minn. 2009).
- *Wells Fargo Bank, N.A. v. WMR e-PIN, LLC*, 2008 WL 5110204 (D. Minn. Nov. 26, 2008).
- *Schaadt v. St. Jude Med. S.C., Inc.*, 2007 WL 2331953 (D. Minn. Aug. 14, 2007).

Seminars

Frequent presenter on various employment issues including harassment prevention, FMLA compliance, conducting employment investigations, and employee discipline and discharge.

- *Employment Laws Made Simple*, presenter, National Business Institute, December 3 and April 8, 2014
- *Management Liability Insight: Keep Your Company out of the Courtroom*, presenter, Arthur J. Gallagher & Co., January 29, 2014
- *Employment Laws Made Simple*, presenter, National Business Institute, September 5, 2013
- *The Top Five Employment Law Issues Facing Your Business*, presenter, Minnesota Funeral Directors Association Annual Convention, May 15, 2012
- *Employment Laws Made Simple*, presenter, National Business Institute, March 15, 2012
Ethics, the National Business Institute Insurance Subrogation Fundamentals Seminar, May 21, 2009

Publications

- *The Family and Medical Leave Act, 2015 Cumulative Supplement*, contributing author, Federal Labor Standards Legislation Committee, Section of Labor and Employment Law, American Bar Association
- Report of the Subcommittee on the Family and Medical Leave Act, contributing author, materials presented at the ABA 2013 and 2014 Federal Labor Standards Legislation Committee Midwinter Meetings

Bar Associations

- American Bar Association
 - Labor & Employment Section
- Federal Bar Association
- Minnesota State Bar Association
 - Labor & Employment Section
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- ELCA Attorneys Association

Civic Involvement

- Evangelical Lutheran Church in America Southeastern Minnesota Synod, Synod Attorney, 2013-present

Honors and Awards

- Minnesota Super Lawyers list, *Super Lawyers*, 2012-present
- Minnesota Rising Stars list, *Super Lawyers*, 2008-2010

19. Kerri L. Nelson, Shareholder

Education

- William Mitchell College of Law, J.D., *magna cum laude*, 2006
 - Founder's Scholarship, 2003-2006
 - *William Mitchell Law Review*, Assistant Editor
 - Case Note Published in Vol. 31, No. 2
 - Civil Advocacy Clinic, 2005-2006
- Gustavus Adolphus College, B.A., *cum laude*, 1989
 - Alexis English Prize for Writing
 - National Merit Scholarship and Partners in Scholarship
 - Teaching Assistant, English Department

Areas of Practice

- Insurance Coverage
- Employment Litigation/Advice
- Housing Law

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2014
- U.S. District Court, District of Minnesota, 2006
- Minnesota, 2006

Experience

- Kerri Nelson focuses her practice in the areas of insurance coverage litigation, complex business litigation, and employment and housing law. Her insurance coverage practice encompasses both coverage analysis and coverage litigation, while her employment law work includes employer defense, advice, and human resource counseling.
- Ms. Nelson has obtained many favorable results for clients through jury trials, summary judgment motions, and federal and state agency determinations. She regularly represents insurers, companies, and employers in both trial and appellate courts across multiple jurisdictions.
- Ms. Nelson serves on the Board of Directors for the Hennepin County Bar Association and as Chair Emeritus of the association's Civil Litigation Section. Ms. Nelson graduated *magna cum laude* from William Mitchell College of Law, where she served as assistant editor of the *William Mitchell Law Review*.

Representative Cases

- Part of appellate team that obtained reversal of significant portion of federal court's summary judgment order in insurance coverage dispute, for mutual insurance company client; *Church Mut. Ins. Co. v. Ma'Afu*, 657 F. App'x 747, 758 (10th Cir. 2016).
- Obtained no-damages verdict in employment dispute for assisted living community client after a federal jury court trial; *Kennedy v. Heritage of Edina*, 2015 U.S. Dist. LEXIS 4684 (D. Minn. 2015).

- Part of trial and appellate teams that obtained summary judgment in public school client's favor in employment dispute and subsequent affirmation of order on appeal; *Fischer v. Minneapolis Public Schools*, 16 F. Supp. 3d 1012 (D. Minn. 2014), *aff'd*, 792 F.3d 985, 986 (8th Cir. 2015).
- Part of team that obtained favorable summary judgment ruling for insurance company client in insurance coverage dispute; *MM Home Builders v. Endurance Am. Specialty Ins., Inc.*, 2013 WL 1104770 (D. Minn. 2013).
- Obtained summary judgment on behalf of counterclaim defendant against defamation and other related claims; *Schulz v. Prigge, et al.*, No. 55-CV-2111 (Olmsted Cnty. Minn. 2012).
- Obtained dismissal of more than two-thirds of plaintiff's claimed potential damages through partial summary judgment and motions in limine after jury trial; *Wattenhofer v. Sigler*, No. 02-CV-09-3602 (Anoka Cnty. Minn. 2010).
- Obtained partial summary judgment on behalf of defendant in personal injury lawsuit; *Madden v. Dochniak, et al.*, No. 82-CV-09-3979 (Washington Cnty. Minn. 2009).

Seminars

- *Insurance Law 101*, co-presenter with R.A. Williams, Central Minnesota Multi Housing Conference and Products Show, Brooklyn Center, Minn., April 19 and June 8, 2017
- *CGL Policy Occurrences, Exclusions and Exceptions—Complex Issues*, co-presenter, National Business Institute Webinar, April 6, 2017
- *An Attorney's Guide to CGL Policy and Coverage*, co-presenter with A.E. Reisbord, National Business Institute Webinar, May 20, 2016
- *Commercial General Liability Policy: The Complete Guide for Attorneys*, co-presenter with A.E. Reisbord, National Business Institute Webinar, December 9, 2015

Publications

- *Bad Faith and Wrongful Refusal to Settle: Liability in Excess of Policy Limits*, co-author with J.R. Mulder, Chapter 4 Update, *Minnesota Insurance Law Deskbook*, Minnesota Continuing Legal Education, 4th Ed., 2015 and 5th Ed., 2017
- *Minnesota Chapter Makes Its Mark in Cleveland*, author, Federal Bar Association, *Minnesota Chapter Bar Talk*, Dec. 2016 <http://www.fedbar.org/Image-Library/Chapters/Minnesota-Chapter/Bar-Talk/December-2016.aspx>

Bar Associations

- Minnesota State Bar Association
- Hennepin County Bar Association
 - Board of Directors, 2013-present
 - Civil Litigation Section
 - Chair Emeritus, 2016-present
 - Co-Chair, 2009-2016
 - Chair, 2008-2009
 - Vice Chair, 2007-2008
 - Member Engagement Task Force, 2015-2016
 - Finance and Planning Committee; Chair, 2012-2013; member, 2010-2013
 - Board of Directors, Council of Sections Representative, 2009-2010
- Federal Bar Association
 - Communications Committee, Minnesota Chapter, 2009-present

Professional Memberships

- Minnesota Defense Lawyers Association
- Association of Women Contractors
 - Education Committee, 2013-present

Civic Involvement

- Volunteer Lawyers Network, Conciliation Court Clinic, 2011-2016
- Free-Daptive Divers, Board of Directors, 2016-present

Honors and Awards

- Up & Coming Attorney, *Minnesota Lawyer*, 2013
- Minnesota Rising Stars list, *Super Lawyers*, 2014-2016

20. Peter L. Gregory, Shareholder

Education

- University of St. Thomas Law School, J.D., *cum laude*, 2007
 - Dean's Awards: Jurisprudence, International Law, Lawyering Skills: Appeals
- Wheaton College, B.A., 2001

Judicial Clerkship

- Minnesota Court of Appeals, The Honorable Matthew E. Johnson, Law Clerk, 2008-2009

Areas of Practice

- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2013
- U.S. District Court, District of Minnesota, 2009
- Minnesota, 2007
- Wisconsin, 2018

Experience

- Peter Gregory is a trial lawyer who helps licensed professionals and providers navigate and prevent lawsuits, investigations, and board proceedings and hearings.
- Mr. Gregory regularly defends lawyers against legal malpractice and a variety of other tort claims, and counsels and represents them in ethics matters. He also defends long term care facilities and providers, including skilled nursing facilities, assisted living facilities, group homes, chemical dependency treatment facilities, and home nursing agencies, against medical negligence claims.
- Mr. Gregory has tried several cases to verdict and also has considerable experience representing businesses and individuals in a variety of commercial disputes.
- Mr. Gregory graduated *cum laude* from the University of St. Thomas Law School, where he served as a member of the Moot Court team. Following law school, he served as a judicial law clerk with the Minnesota Court of Appeals.

Representative Cases

- *Shimota v. Wegner*, No. 15-1590, 2016 WL 1254240 (D. Minn. 2016).
- *Reedquist v. McKay*, 540 B.R. 388 (D. Minn. 2015).
- *Thommes v. Honeywell Int'l, Inc.*, No. A14-1818, 2015 Minn. App. Unpub. LEXIS 573 (Minn. App. June 22, 2015).
- *St. Jude Med. S.C., Inc. v. Tormey*, 779 F.3d 894 (8th Cir. 2015).
- *Seward Towers Corp. v. Ogbe*, No. A13-0312, 2013 WL 5676924 (Minn. App. Oct. 21, 2013).
- *Hilt v. St. Jude Med. S.C., Inc.*, 687 F.3d 375, 376 (8th Cir. 2012).

- *State of Minnesota v. Hanson*, No. A10-894 (Minn. App. June 13, 2011).
- *Smith v. Target Corp.*, No. A10-831, 2011 WL 206163 (Minn. App. Jan 25, 2011).
- *Minnesota Bd. of Chiropractic Examiners v. Cich*, 788 N.W.3d 515 (Minn. App. 2010).
- *Deleon v. Target Corp.*, No. A09-1640, 2010 WL 2485724 (Minn. App. June 22, 2010).

Publications

- *Intra-Firm Privilege Five Years Later*, author, Professional Liability Defense Quarterly, Vol. 10, Iss. 1, Winter 2018
- *Prepared In Anticipation – Taking Full Advantage of the Protections in Rule 26.02(d)*, co-author, Minnesota Defense, Winter 2017
- *Making a Federal Case Out of It – Section 1983 Claims Against Nursing Homes*, co-author, *DRI, Medlaw Update*, Vol. 21, Iss. 4, December 19, 2016
- *•Voire Dire – An Advantage to Defendants*, author, Minnesota Defense Lawyers Association President’s Manual, 2015
- *Constructing Ambiguity: The Changing Shape of Joint and Several Liability*, author, Bench & Bar of Minnesota, December 13, 2013
- *Who Is My Client?*, author, Bench & Bar of Minnesota, January 2013
- *How Interesting ... Statutory Interest on Awards, Verdicts, Judgments, and Debts in Minnesota*, author, Bench & Bar of Minnesota, December 2011
- *Event Data Recorders in Auto Accident Litigation*, author, Minnesota Defense, Spring 2010

Seminars

- *New Minnesota Civil Practice Rules – Practical Insight on the Extensive Amendments, Effective July 1*, presenter, Minnesota CLE, Minneapolis, Minnesota, June 21, 2018
- *Striking Back Against the Reptile in Medical Malpractice and Long-Term Care Cases*, program vice chair, Defense Research Institute, Chicago, Illinois, June 13, 2018
- *Freeze the Lizard Part 1: Effectively Identifying and Educating the Court on Reptile Theory in Pleadings, Discovery, and Early Motion Practice to Keep It out of Discovery*, presenter, Defense Research Institute, Chicago, Illinois, June 13, 2018
- *Reducing Nursing Liability Through Clinical Decision-Making*, presenter, North Dakota Long Term Care Association Annual Convention and Trade Show, Bismarck, North Dakota, May 4, 2018
- *Home and Community-Based Services: Fertile Ground for Malpractice Claims*, presenter, 2018 Medical Malpractice Conference, HCBA/MNAJ/MDLA, Minneapolis, Minnesota, April 12, 2018
- *Reducing Nursing Liability through Clinical Decision-Making*, presenter, Care Providers of Minnesota Convention & Exposition, St. Paul, Minnesota, November 15, 2017
- *Litigation & Risk Management Considerations in Senior Living & Social Services*, presenter, M3 Insurance, Minneapolis, Minnesota, November 8, 2017

- *Damage Control: Strategic and Ethical Considerations in Claim Repair*, presenter, Professional Liability Defense Federation Annual Meeting, Chicago, Illinois, September 29, 2017
- *Section 1983 Litigation and Olmstead Defenses in Long Term Care*, presenter, M3 Annual Defense Strategies Symposium, Madison, Wisconsin, August 23, 2017
- *Successful Defense Strategies for Class Action LTC Cases*, presenter, Long Term Care Insurance ExecuSummit, Uncasville, Connecticut, June 27, 2017
- *Common Ethical Pitfalls Facing New Lawyers*, presenter, MDLA New Lawyers Section, Minneapolis, Minnesota, April 6, 2017
- *Reducing Nursing Liability - Documentation, Decision-Making and Delegation*, presenter, LeadingAge Minnesota Institute Expo, Minneapolis, Minnesota, February 8, 2017
- *Risk Management in the Practice of Immigration Law*, presenter, MSBA 2016 Immigration Section Annual Dinner and Meeting, Minneapolis, Minnesota, June 30, 2016
- *10 Ethics Issues for Emerging Lawyers*, presenter, MSBA 2014 New Lawyers Leadership Conference, Minneapolis, Minnesota, April 11, 2014
- *Non-Expert 'Experts' – Working with Private Investigators*, presenter, MDLA 2014 Winter Conference, Nisswa, Minnesota, January 31, 2014
- *Mom Always Liked You Best – Probate and Trust Litigation*, presenter, BMO Private Bank, Minneapolis, Minnesota, June 18, 2013

Bar Associations

- Minnesota State Bar Association
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
 - Nursing Home/ALF Litigation Steering Committee, 2015-2017
- Minnesota Defense Lawyers Association
 - Long-Term Care Committee
- Professional Liability Defense Federation
 - Lawyer's Professional Liability Committee
 - Vice Chair, 2017-2018
 - Member, 2015-2017

Civic Involvement

- Volunteer Lawyers Network
- Minneapolis Parks and Recreation Board

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2012-present

21. Jeffrey R. Mulder, Shareholder

Education

- University of Minnesota Law School, J.D., *magna cum laude*, 2008
 - *Journal of International Law*, Articles Editor and Staff Member, 2006-2008
- Hamline University, B.A., *magna cum laude*, 2005
 - Recipient of Joe Hutton Memorial Scholarship
 - Men's Golf Team, Captain; Men's Basketball Team

Areas of Practice

- Commercial Litigation
- Insurance Coverage
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2011
- U.S. Court of Appeals, Fifth Circuit, 2018
- U.S. Court of Appeals, Federal Circuit, 2012
- U.S. District Court, District of Minnesota, 2008
- U.S. District Court, Eastern District of Wisconsin, 2016
- U.S. District Court, Western District of Wisconsin, 2016
- Minnesota, 2008

Experience

- Jeffrey Mulder is a litigator whose practice focuses in commercial, insurance coverage and legal malpractice matters, with significant high stakes claims and class action experience.
- Mr. Mulder represents corporations and professionals before trial and appellate courts, licensing boards, and arbitration and mediation venues. He recently defended insurers in multiple actions seeking tens of millions of dollars in insurance claims and helped a technology company obtain an \$800 million arbitration award. Mr. Mulder also has successfully defended real estate brokerages in antitrust cases and has represented lawyers on numerous issues, including malpractice claims, ethics complaints and sanctions motions.
- As Co-Chair of the firm's Diversity and Inclusion Committee, Mr. Mulder helps develop and drive initiatives across the firm while keeping it connected to affinity, community and bar groups. He is also deeply involved in his community through the Pro Se Project and as a volunteer at Prodeo Academy.

Representative Cases

Over the course of his career, Mr. Mulder has litigated numerous high stakes cases in federal and state courts as well as arbitration proceedings.

- Obtained defense jury verdict for law firm in legal malpractice action; *Schmidt v. Nosek*, No. 27-cv-12-2105 (Minn. Dist. Ct. Oct. 16, 2015).

- Obtained summary judgment dismissing legal malpractice claims for law firm, affirmed on appeal; *McGrann Shea Carnival Straughn & Lamb, Chartered v. Roberts*, No. A14-0131, 2014 WL 3892593 (Minn. App. Aug. 11, 2014).
- Successfully defended real estate brokerage in antitrust matter; *Regional Multiple Listing Serv. of Minn. v. Am. Home Realty Network*, No. 12-CV-0965 JRT/FLN (D. Minn. 2014).
- Part of trial and appellate team that obtained \$630 million arbitration award for computer-device client in trade secret/unfair competition case and reversal of district court ruling limiting the amount of post-award interest. \$806 million ultimately recovered for client; *Seagate Technology, LLC v. Western Digital Corp.*, 854 N.W.2d 750 (Minn. 2014); *Seagate Tech., LLC v. Western Digital Corp.*, 2016 Minn. App. LEXIS 96, *1 (Minn. Ct. App. Jan. 25, 2016).
- Obtained dismissal of antitrust claims asserted against real-estate brokerage; *TheMLSOnline.com, Inc. v. Regional Multiple Listing Serv. of Minn., Inc.*, 840 F. Supp. 2d 1174 (D. Minn. 2012).

Additional Representative Cases

- *Ramirez-Cruz v. Chipotle Services, LLC*, No. 15-CV-04514 (D. Minn. May 11, 2017) (successfully defended against motion seeking sanctions against counsel).
- *Food Mkt. Merch., Inc. v. W. Bend Mut. Ins. Co.*, 2016 U.S. Dist. LEXIS 40770 (D. Minn. Mar. 28, 2016) (obtained summary judgment in action seeking insurance coverage for defense and indemnification of underlying copyright infringement action).
- *Janine M. Hirt Trust v. NFCHE, P.A.*, No. A-14-1600, 2015 WL 1608984 (Minn. Ct. App. Apr. 13, 2015) (obtained dismissal of legal malpractice claims and affirmance on appeal).
- *Lange v. Litman*, No. A13-1777, 2014 WL 2921906 (Minn. Ct. App. June 30, 2014) (obtained dismissal of legal malpractice claims, successfully defended against motion to re-open action, and obtained affirmance on appeal).
- *Smith v. Britton*, No. A13-1039, 2014 WL 349742 (Minn. Ct. App. Feb. 3, 2014) (obtained judgment on pleadings and affirmance on appeal in action against company specializing in drug testing).
- *Lyzhoft v. Waconia Farm Supply*, Nos. A12-2234 & A12-2238, 2013 WL 3368832 (Minn. Ct. App. July 8, 2013) (obtained reversal of summary judgment order in products liability action arising out of propane explosion).
- *Ritchie Capital Mgmt., LLC v. Coleman*, No. 12-270 (ADM/JJG), 2012 WL 1901300 (D. Minn. May 25, 2012) (obtained dismissal in professional liability case against attorney).
- *Yang v. Hanson*, No. A11-999, 2012 WL 254499 (Minn. Ct. App. Jan. 30, 2012) (obtained dismissal in professional liability action against attorney).
- *Allen v. Burnet Realty, LLC*, 801 N.W.2d 153 (Minn. 2011) (successfully supported real-estate brokerage in purported class action involving independent-contractor agents) (represented *amicus curiae* Edina Realty, Inc.).
- *Cenveo Corp. v. S. Graphic Sys., Inc.*, 784 F. Supp. 2d 1130 (D. Minn. 2011) (obtained partial summary judgment on unfair competition claims).

- *UnitedHealth Grp. Inc. v. Columbia Cas. Co.*, 836 F. Supp. 2d 912 (D. Minn. 2011).
- *API, Inc. Asbestos Settlement Trust v. Atl. Mut. Ins. Co.*, No. 09-665 (JRT/TNL), 2011 WL 5244669 (D. Minn. Nov. 2, 2011) (obtained stay and ultimately a dismissal of claims for insurance coverage for underlying claims involving exposure to asbestos).

Seminars

- *CGL Policy Occurrences, Exclusions and Exceptions - Complex Issues*, co-presenter, National Business Institute Webinar, April 6, 2017
- *Clarity in Award Writing*, co-presenter, American Arbitration Association webinar, August 23, 2016
- *Construction Law Essentials for the Real Estate Professional*, co-presenter, Minnesota CLE August Real Estate Series, August 17, 2016
- *The Effective Use of Experts for the Discovery Process*, presenter, Minnesota Defense Lawyers Association Mid-Winter Conference, January 31, 2014

Publications

- *Notes & Trends - Torts and Insurance*, monthly column author, Bench and Bar, Minnesota State Bar Association, 2011-present
- *Bad Faith and Wrongful Refusal to Settle: Liability in Excess of Policy Limits*, co-author with K.J. Nelson, Chapter 4 Update, Minnesota Insurance Law Deskbook, Minnesota State Bar Association, 4th Ed., 2015 and 5th Ed., 2017
- *Contractual Indemnity and Additional Insured Endorsements in the Construction Context - Application of Existing Precedent or a Dramatic Departure?*, author, Minnesota Defense, Vol. 34, Issue 3, Fall 2013
- *Special Verdict Forms and Jury Instructions*, co-author, Chapter 19 Update, Minnesota Motor Vehicle Accident Deskbook, Minnesota State Bar Association, 4th ed., 2009-2013

Bar Associations

- Minnesota State Bar Association
 - Appellate Practice
 - Civil Litigation
 - Corporate Counsel Section
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
 - Editorial Committee
 - Insurance Law Committee

Civic Involvement

- Twin Cities Diversity in Practice, firm member representative
- Volunteer Lawyers Network, Conciliation Court Clinic and Pro Se Project
- Prodeo Academy, tutor

Honors and Awards

- Up and Coming Attorney, *Minnesota Lawyer*, 2012
- Minnesota Rising Stars list, *Super Lawyers*, 2013-present

22. Bryan R. Browning, Shareholder

Education

- University of Minnesota Law School, J.D., 2008
 - Dean's List
- Aquinas College, B.A., *cum laude*, 2005
 - Dean's List

Technical Certifications

- National Association of Fire Investigators, Certified Fire and Explosion Investigator (CFEI)
- OSHA, Fall Protection Certified
- 29 CFR 1910.120 certified individual (40-hour HAZWOPER)
- Oklahoma State University, Fire Sprinkler Inspection Training and Certificate Program
- National Propane Gas Association, CTEP 1.0 certified individual (Basic Principles and Practices)

Areas of Practice

- Commercial Litigation
- Intellectual Property Litigation
- Products Liability

Admissions

- U.S. District Court, District of Minnesota, 2009
- U.S. District Court, Eastern District of Wisconsin, 2017
- Minnesota, 2008
- Wisconsin, 2014

Experience

- Bryan Browning concentrates his practice in complex litigation, focusing on commercial, product liability, fire/explosion, and construction matters. He counsels and represents businesses, insurance carriers, and individuals with interests spanning many industries, including corporate disputes, financial services, FDA-regulated medical devices, pharmaceutical products, complex mechanical systems, and agricultural services.
- Recently, Mr. Browning was selected by the Hispanic National Bar Association as a recipient of the 2017 Top Lawyers Under 40 Award, and a 2016 Attorney of the Year, as part of the Latino Legal Experience Team, by *Minnesota Lawyer*.
- Mr. Browning is the National Finance Director for the Hispanic National Bar Association, a Minnesota State Bar Association Council Member, Chair of the MSBA's Diversity and Inclusion Council, and a Past President of the Minnesota Hispanic Bar Association. He also serves on the National Diversity Advisory Board for the Office for Equality and Diversity at the University of Minnesota, on the Committee for Equality and Justice for the Minnesota Judicial Council, and as Program Chair for the 2018 DRI Diversity for Success Seminar and Corporate Expo. He serves on many other boards and

committees dedicated to creating solutions to diversity and equality gaps in the legal community.

Seminars

- *Elimination of Bias: Someone Like Me Can Do This*, presenter, Minnesota CLE, April 17, 2018
- *Overcoming Institutional Biases*, presenter, 2018 Path to Partnership Institute, Minnesota State Bar Association, April 12, 2018
- *Leadership in the Bar, Profession and Community: An Opportunity and An Obligation*, panel moderator, Minnesota State Bar Association, March 13, 2018 (with Ann Anaya, 3M Chief Diversity Officer, Global Diversity and Inclusion Strategic Lead; United States Magistrate Judge Leo Brisbois; Irene Kao, Intergovernmental Relations Counsel at The League of Minnesota Cities; and Vildan Teske, Teske, Katz, Kitzer & Rochel, PLLP)
- *Engaging with the Profession: Finding Your Place and Becoming a Leader*, presenter, University of Minnesota Law School, October 13, 2017
- *Implicit Bias: I am here to tell you that you do not think like you think you do*, presenter, League of Minnesota Cities, September 20, 2017
- *Damages, Disrespect and Discrimination: Unconscious Bias in the Legal Profession: A View From the Bench*, panel moderator, American Bar Association, September 15, 2017 (with the Honorable Louis Dovre Bjorkman, Minnesota Court of Appeals; the Honorable Nicole J. Starr, Ramsey County District Court; and the Honorable Cynthia L. McCollum, Dakota County District Court)
- *Unconscious Bias: The Lens You May Not Know You Are Looking Through*, presenter, Minnesota Defense Lawyers Association, Employment Law Committee, August 16, 2017
- *Loss Investigation Site Management in Product Liability Cases*, presenter, Minnesota Defense Lawyers Association Products Liability Meeting, July 26, 2017
- *Life After CBLA*, panel moderator, 2017 Collaborative Bar Leadership Academy, June 27, 2017
- *Is It Just Me? Strategies for Diverse Lawyers in Majority Environments*, presenter, Defense Research Institute Diversity for Success Seminar and Corporate Expo, June 15, 2017
- *Case Evaluation and Expert Retention: Building a Strong Case*, presenter, Civil Litigation A to Z, Minnesota CLE, June 6, 2017
- *Implicit Bias: New Studies and Practical Advice for Dealing with Bias*, presenter, Hennepin County Bar Association CLE Seminar, May 18, 2017
- *Why Diversity Matters and Barriers to Improving Diversity in Businesses and Professional Associations*, presenter, MCMA Seminar, March 1, 2017
- *Diversity & Inclusion in the Legal Profession – Where Are We Now?*, presenter, Minnesota CLE Seminar, February 8, 2017

- *Avoiding Malpractice and Ethical Complaints in a Diverse Community*, presenter, Minnesota Defense Lawyers Association Mid-Winter Conference, February 12, 2017
- *Hiring the Right Experts – Building a Subrogation Case*, presenter, CLE Seminar, July 22, 2016
- *Introduction to Civil Justice System*, presenter, Latino Lawyer Camp, Mitchell Hamline School of Law, June 23, 2016
- *Landing the Fish, Big and Small: Insider Tips from In-House Counsel*, presenter, Defense Research Institute Young Lawyers Seminar, June 17, 2016
- *Batter Up: Learn What to Do and What Not to Do During a Corporate Expo Interview*, presenter, Defense Research Institute Diversity for Success Seminar, June 9, 2016
- *General Counsel, Insurance Carrier Panel*, panel moderator, Minnesota Defense Lawyers Association Diversity Seminar, June 2, 2016
- *Diversity Initiatives: How They're Working and What Can You Do to Improve*, presenter, Minnesota Defense Lawyers Association Mid-Winter Conference, January 2016
- *Implicit Bias: New Studies and Practical Advice for Dealing With Bias*, presenter, Minnesota Defense Lawyers Association Mid-Winter Conference, January 2016
- *Diversity in Practice*, panel moderator, Minnesota Defense Lawyers Association, June CLE Program, Nilan Johnson Lewis, Minneapolis, Minnesota, June 2015
- *Diversity & Inclusion Developments*, presenter, Minnesota State Bar Association June CLE Program (9 days), National Sports Center, Blaine, Minnesota, June 2014
- Featured in *DRI Social Media Online Video*, YouTube, 2013 <http://www.youtube.com/watch?v=MdAt5fwYNOQ&feature=youtu.be>
- *IAAI/ATF*, adjunct instructor, Federal Law Enforcement Training Center, course content: evidence issues (spoliation), convergence of science and law (process engineering), regulatory (OSHA and Chemical Safety Board), 2012
- *Emerging Electronic Forensic Evidence Issues*, presenter, Minnesota Defense Lawyers Association Trial Techniques Seminar, August 2012
- *Fire/Arson Investigator Class*, instructor, College of DuPage Fire Arson Task Force, Glen Ellyn, Illinois, April 2012
- *The Use of Electronic Forensic Evidence and its Legal Implications*, presenter, Minnesota Defense Lawyers Association Mid-Winter Conference, February 2012
- *IAAI/ATF*, adjunct instructor, Federal Law Enforcement Training Center, course content: evidence issues (spoliation), convergence of science and law (process engineering), regulatory (OSHA and Chemical Safety Board), 2011
- *Moot Court, IAAI/ATF*, adjunct instructor, Federal Law Enforcement Training Center, moot court trials with a focus on expert witnesses and case law, 2011

Publications

- *Meeting Justice Sotomayor: How the Minnesota Hispanic Bar Association Joined Forces with the FBA Minnesota Chapter to Address the Achievement Gap for Latinos in Minnesota and Promote Diversity and Inclusion in the Legal Profession*, co-author, *The Federal Lawyer*, vol. 64, issue 6, July 2017
<https://www.bassford.com/uploads/announcements/Browning-Bryan-Justice-Sotomayor-Federal-2017.pdf>
- *A Year with Amended Rule 26(b)(1)*, co-author, *For The Defense*, March 2017
https://www.bassford.com/uploads/announcements/Browning_Bryan_FTD_1703_Amended_Rule_26b1.pdf
- *Justice Sotomayor Strives to Support and Inspire Latino Youth at the Latino Legal Experience in Minnesota*, co-author, *Minnesota Chapter Bar Talk*, December 2016
<http://www.fedbar.org/Image-Library/Chapters/Minnesota-Chapter/Bar-Talk/December-2016.aspx>
- *It Can Be Done: A Primer for Diverse Attorney Recruitment, Retention, and Promotion Efforts in Small and Mid-Sized Firms*, co-author, *Minnesota Defense*, Fall 2016
<http://c.ymcdn.com/sites/www.mdla.org/resource/resmgr/media/MDLA-NL-Fall-2016.pdf>
- *Pipeline to Success: A Systematic Solution to the Diversity Gap*, co-author, *Diversity Insider*, Defense Research Institute, May 14, 2015
<http://portal.criticalimpact.com/newsletter/newslettershow5.cfm?contentonly=1&content=24183&id=2930>
- *Non-traditional Strategies for Increasing Diversity*, co-author, *The Whisper*, Defense Research Institute, June 28, 2013
<http://clients.criticalimpact.com/newsletter/newslettercontentshow1.cfm?contentid=14775&id=1738>
- *Don't Hit Delete: When Removing Items from Social Networking Sites Becomes Spoliation*, co-author, *The Whisper*, Defense Research Institute, October 1, 2012
<http://clients.criticalimpact.com/newsletter/newslettercontentshow1.cfm?contentid=9646&id=1080>

Professional Achievements

- American Bar Association, Fellow
- Collaborative Bar Leadership Academy

Bar Associations

- Hispanic National Bar Association
 - National Finance Director, 2017-present
 - Deputy Regional President, Region XI, 2017-present
- Minnesota Hispanic Bar Association
 - Past President, 2017-2018
 - President, 2016-2017
- Minnesota State Bar Association
 - MSBA Council Member, 2016-present

- Diversity and Inclusion Leadership Council, Member, 2015-2016; Co-Chair, 2016-present
- American Bar Association
 - Tort, Trial and Insurance Practice Section, member
- State Bar of Wisconsin
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
 - Diversity Committee
 - Program Chair, 2017-present
 - Marketing Chair, 2016-2017
 - Corporate Expo Chair, 2015-2016
 - State and Local Defense Organizations Vice Chair, 2014-2015
 - Young Lawyers
 - Membership Committee Chair, 2016-2017
 - Diversity Committee Chair, 2012-2013
 - Membership Committee Vice Chair, 2014-2015
 - Social Media Committee Chair, 2011-2012
- Minnesota Defense Lawyers Association
 - Diversity Committee
 - Co-Chair, 2015-2017
 - Member, 2014-present
- Minnesota Judicial Council
 - Committee for Equality and Justice, 2016-present
- University of Minnesota, Office for Equity and Diversity's National Diversity Advisory Board
 - Board Member, 2016-present
- Collaborative Bar Leadership Academy, member, 2014
- The Claims and Litigation Management Alliance
- International Association of Arson Investigators
- Institute of Forensic Investigation
- Alliance of Hazardous Materials Professionals

Civic Involvement

- Big Brother, Big Brothers Big Sisters of America, volunteer, 2010-present
- Prodeo Academy, tutor, 2015-present
- Volunteer Lawyers Network, 2013-present

Honors and Awards

- Diversity & Inclusion honoree, *Minnesota Lawyer*, 2018
- Top Lawyers Under 40, Hispanic National Bar Association, 2017
- Attorney of the Year, as part of the Latino Legal Experience Team, *Minnesota Lawyer*, 2016
- Minnesota Defense Lawyers Association, Deb Oberlander Award, 2016

- DRI Young Lawyers Outstanding Committee Chair, 2016
- Up & Coming Attorney, *Minnesota Lawyer*, 2014
- Minnesota Rising Stars list, *Super Lawyers*, 2012-present
- DRI Young Lawyers Outstanding Newcomer Award, 2012

23. Kari M. Dahlin, Associate

Education

- University of Minnesota Law School, J.D., *cum laude*, 2001
 - *Minnesota Law Review*, Note & Comment Editor
 - Burton Award for Legal Achievement, 2001
 - Volumes 35 & 36 Memorial Fund Award for Outstanding Student Article
 - Lee Bearmon Award in Legal Ethics and Professional Responsibility
- University of Minnesota, B.A., *summa cum laude*, Phi Beta Kappa, 1998
 - Judge Earl Larson Scholarship

Judicial Clerkships

- U.S. District Court, Southern District of Florida, The Honorable Kenneth Ryskamp, Judicial Law Clerk, 2002-2016
- Minnesota Court of Appeals, The Honorable Jill Flaskamp Halbrooks, 2001-2002

Areas of Practice

- Commercial Litigation
- Employment Litigation/Advice
- Trust and Estates Litigation

Admissions

- U.S. District Court, District of Minnesota, 2016
- Minnesota, 2001
- Florida, 2011

Experience

- Kari Dahlin is a commercial litigator with additional focuses in employment law and trust and estates litigation.
- Ms. Dahlin defends corporations and non-profit organizations in a variety of matters. From business torts and statutory-based discrimination to public accommodation claims, she has extensive experience resolving disputes for employers. She also counsels clients in the areas of tax law, wage and hour law, and insurance coverage.
- Ms. Dahlin brings more than 14 years of judicial clerkship experience to her role as a Bassford Remele attorney, having served at the United States District Court for the Southern District of Florida and the Minnesota Court of Appeals. During her clerkships, she independently managed the docket and shepherded approximately 1,700 cases through the litigation process.

Seminars

- *The Judicial Process*, presenter, Palm Beach Atlantic University Business Law Seminar, 2014
- *The Bases for Awarding Sanctions in Federal Court and the Circumstances Under Which Sanctions are Appropriate*, presenter, Palm Beach County Christian Legal Society Ethics Cafe CLE, 2012

Bar Associations

- Minnesota State Bar Association
 - Labor and Employment Law
 - Probate and Trust Law
- Hennepin County Bar Association
- Federal Bar Association
- The Florida Bar
 - Out-of-State Division Member

Professional Memberships

- Minnesota Defense Lawyers Association
- Minnesota Women Lawyers

24. Drew P. Schaffer, Associate

Education

- University of Minnesota Law School, J.D., *cum laude*, 2004
- St. Cloud State University, B.A., *summa cum laude*, 1999

Areas of Practice

- Housing Law
- Civil Litigation

Admissions

- Minnesota, 2004
- U.S. District Court, District of Minnesota, 2012

Experience

- Drew Schaffer concentrates his practice in housing law and other general litigation. Drew represents property owners and large residential landlords in eviction actions and fair housing claims. He has been in practice for more than 12 years and has successfully argued many matters in housing, state, federal, and appellate courts.
- Drew graduated *cum laude* from the University of Minnesota Law School in 2004. He served as an adjunct associate professor at the law school for nearly a decade, co-supervising the Housing Clinic each spring semester for most of his tenure. Drew also has presented a number of classes and seminars to other organizations on topics ranging from trial procedures to expungement, and from affirmative litigation to housing court procedures.

Seminars

- University of Minnesota Law School, Adjunct Associate Professor, 2007-2016
- Volunteer Lawyers Network's Annual Housing Law Seminar, presenter, 2009- 2016
- Mr. Schaffer has provided new attorney and volunteer attorney training sessions – as well as affirmative litigation and expungement training sessions – to attorney groups at large, global law firms.
- *Residential Landlord-Tenant Law in Minnesota*, presenter, Minnesota CLE Real Estate Series, August 15, 2016
- Housing Clinic, co-supervisor and presenter, University of Minnesota Law School, 2007-2013
- *Advice for Working with a Culturally Diverse Clientele*, panelist, Hennepin County Bar Association, March 5, 2013
- *Bed Bug Education*, presenter, Legal Services State Support Landlord-Tenant Summer Summit, June 15, 2012
- *The Tornado That Hit North Minneapolis: An In-Depth Look at the Social, Economic, and Legal Impact of the May 22, 2011, Tornado*, panelist, Hennepin County Bar Association, October 27, 2011

- *Expungement – Erasing an Eviction Case Record*, presenter, Minnesota State Bar Association Pro Bono Week Breakout Session, large national litigation firm, October 25, 2011
- *New Lawyer Experience*, panelist, Minnesota Continuing Legal Education, January 27, 2011
- *Basic Housing Court Procedures*, presenter, Hennepin County Bar Association, October 22, 2010
- *Representing Clients in Reviews of Housing Court Referee Decisions*, presenter, Legal Services State Support Webcast, September 16, 2010

Bar Associations

- Minnesota State Bar Association
- Hennepin County Bar Association
- Hennepin County Housing Court Bench and Bar Committee

Professional Memberships

- Volunteer Lawyers Network
 - Member, Housing Law Committee, 2010-Present

Honors and Awards

- Hennepin County Bar Association Pro Bono Publico Award, Excellence in Public Service, 2012

25. Elizabeth Jenson Prouty, Associate

Education

- University of Minnesota Law School, J.D., *magna cum laude*, 2008
 - Dean's List; Book Award for top grade in Modern Real Estate and Constitutional Law; Second Best Oralist Award, International Moot Court
- Metropolitan State University, B.A., 2004

Judicial Clerkship

- Minnesota Supreme Court, The Honorable Alan C. Page, Helen M. Meyer, and Christopher J. Dietzen, Law Clerk, 2008

Practice Areas

- Appellate Law
- General Liability
- Insurance Coverage

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2011
- U.S. District Court, District of Minnesota, 2010
- Minnesota, 2008

Experience

- Beth Jenson Prouty focuses her practice on insurance coverage, where she uses her research and writing skills to advocate for her clients. Beth also has significant appellate experience, having clerked for the Honorable Alan C. Page, Helen M. Meyer, and Christopher J. Dietzen at the Minnesota Supreme Court, and having briefed and argued multiple appellate cases. Beth is recognized as a Rising Star by Super Lawyers.
- Whatever the case involves, Beth uses in-depth analytical research to understand legal issues. Her strongest asset is the ability to clearly convey complex issues in an easy-to-understand manner. Clients appreciate that Beth is dedicated and focuses on providing the best possible results in each case. Beth promptly responds to client's questions and concerns.
- Beth graduated *magna cum laude* from the University of Minnesota Law School. She participated in International Moot Court, receiving the Second Best Oralist Award, and later serving as Managing Director. She received the Book Award for top grade in Modern Real Estate and Constitutional Law.

Representative Cases

- *Am. Fire & Cas. Co. v. Hegel*, 847 F.3d 956 (8th Cir. 2017). Reversing the district court's judgment, the Eighth Circuit applied Kentucky law to an insurance policy issued in Kentucky to a Kentucky company with operations nation-wide, where the claim giving rise to coverage involved an automobile accident that occurred in North Dakota and involved all North Dakota drivers.

- *Northern Promotions, Inc. v. General Cas. Co.*, No. 16-626 (ADM/LIB), 2016 WL 3661147 (D. Minn. July 5, 2016). Obtained dismissal for insurer, because two-year old suit limitation applied to insured's demand for an appraisal.
- *Hegseth v. Am. Family Mut. Ins. Grp.*, 877 N.W.2d 191 (Minn. 2016) (amicus brief). Court affirmed existing precedent, concluding the 6-year old statute of limitations on a claim for both primary and excess uninsured motorist benefits begins to run on the date of the motor vehicle accident.
- *Progressive Universal Ins. Co. v. John*, No. 13-2863 (DWF/FLN), 2014 WL 4669101 (D. Minn. Sept. 18, 2014). Obtained summary judgment for insurer on argument that non-permissive vehicle driver was not an "insured" under the policy.
- *Grinnell Mut. Reinsurance Co. v. Schwieger*, 685 F.3d 697 (8th Cir. 2012). Obtained reversal of district court order granting summary judgment to insured and order for entry of summary judgment for insurer on application of the "care, custody or control" exclusion.
- *Farm Bureau Mut. Ins. Co. v. Earthsoils, Inc.*, 812 N.W.2d 873, 875 (Minn. App. 2012), review denied (Minn. 2012). Obtained reversal of district court order granting summary judgment to insured on holding that failure to achieve anticipated crop yield is not covered "property damage."
- *Grinnell Mut. Reinsurance Co. v. Moon*, 845 F. Supp. 2d 989 (D. Minn. 2012). Obtained summary judgment for insurer based on "business-use" exclusion.
- *Scherber v. Nor-Son, Inc.*, No. A11-962, 2012 WL 1069988 (Minn. App. Apr. 2, 2012). Court of Appeals affirmed district court grant of summary judgment to client Nor-Son.
- *Nat'l Union Fire Ins. Co. v. Donaldson Co.*, No. 10-4948 (JRT/AJB), 2012 WL 1072329 (D. Minn. Mar. 30, 2012). Motions for summary judgment denied as premature on questions of how many deductibles were triggered under a policy's Batch Clause Endorsement.
- *Gaza Beef v. Grinnell Mut. Reinsurance Co.*, No. A11-444, 2011 WL 3654533 (Minn. App. Aug. 22, 2011), review denied (Minn. Nov. 15, 2011). Obtained reversal of district court order granting summary judgment to insured on application of the "care, custody or control" exclusion.

Publications

- *Uninsured Motorist and Underinsured Motorist Coverage Compendium*, co-author with A.E. Reisbord, Defense Research Institute, 2016
- *Six Years After Swanson: Whose Gap Is It, Anyway?* co-author with J.M. Loetscher, Collateral Source Law Update, Minnesota Defense Lawyers Association, Spring 2016
<http://www.bassford.com/newsevents-pressrelease-spring2016-jml-bap.pdf>
- *Partial Releases, Participation Agreement*, author, Minnesota Defense Lawyers Association Deskbook, 2011
- *Behind the Scenes at the Minnesota Court of Appeals and Minnesota Supreme Court*, author, Minnesota State Bar Association, Appellate Practice Group resource, 2010

- *The Nonmoving Party's Evidentiary Burden At Summary Judgment: Substantial evidence? Sufficient evidence? Does it matter?*, author, Minnesota Defense Lawyers Association, Winter, 2010

Seminars

- *Handling UM/UIM Claims*, presenter, national insurance company, January 2017
- *CGL Property Damage Exclusions*, co-presenter, national insurance company, August 2016
- *An Attorney's Guide to CGL Policy and Coverage*, co-presenter, National Business Institute Webinar, May 20, 2016
- *Commercial General Liability Policy: The Complete Guide for Attorneys*, co-presenter, National Business Institute Webinar, December 9, 2015
- *First Party Property Claims and Matching Issues*, panelist, Hennepin County Bar Association, The Insurance and Tort Law Section, September 23, 2014
- *The Risk of Reformation: Can you rely on your policy language?* and *Appellate Update*, presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Commercial Insurance Coverage Seminar, May 2014
- *Case Law Update, Privacy: Is it "Protected" Under Coverage B?*, presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Minnesota Insurance Coverage Seminar, May 2013
- *A Coverage Dream – or Nightmare: When Does an "Occurrence" Occur? How Many Times Does it "Occur?"* presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Minnesota Insurance Coverage Seminar, May 2012
- *Minnesota Case Law Update*, presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Minnesota Insurance Coverage Seminar, May 2012
- *The Art of Effective Motion Practice*, presenter, Minnesota State Bar Association, March 2012
- *Minnesota Case Law Update*, presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Minnesota Automobile Law Seminar, September 29, 2011
- *Recognizing, Avoiding, and Handling First-Party Bad Faith*, presenter, Arthur, Chapman, Kettering, Smetak & Pikala, P.A., Minnesota Commercial General Liability Insurance Coverage Seminar, May 5, 2011

Bar Associations

- Minnesota State Bar Association
- Hennepin County Bar Association
- Minnesota Hispanic Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association
- Minnesota Supreme Court Historical Society
- Minnesota Women Lawyers

Civic Involvement

- Volunteer Lawyers Network, Conciliation Court Clinic, 2015-2017

Honors and Awards

- Selected to the Minnesota Rising Stars list, published by *Super Lawyers*, 2012 - 2016

26. Christine E. Hinrichs, Associate

Education

- William Mitchell College of Law, J.D., *summa cum laude*, 2009
 - *William Mitchell Law Review*, Assistant Editor, 2008-2009
 - *Journal of the National Security Forum*, Executive Editor, 2008-2009
- St. Olaf College, B.A., *magna cum laude*, Pi Sigma Alpha, 2006

Judicial Clerkships

- Minnesota Court of Appeals, The Honorable Michelle A. Larkin, Law Clerk, 2011-2012
- Minnesota Court of Appeals, The Honorable Jill Flaskamp Halbrooks, Law Clerk, 2009-2011

Areas of Practice

- Appellate Practice
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2014
- U.S. District Court, District of Minnesota, 2014
- U.S. District Court, District of North Dakota, 2015
- Minnesota, 2009

Experience

- Christine Hinrichs represents health care systems and individual providers in professional liability and board licensing matters.
- Ms. Hinrichs represents clients in trial and appellate courts, licensing boards, and mediation venues. Her recent experience includes defending claims brought under the Minnesota Health Records Act, advising a health care clinic on the requirements of informed consent for minor medical procedures, and representing a large hospital system in a delayed-diagnosis case.
- Ms. Hinrichs is active in the Minnesota State Bar Association's Health Law and Appellate Practice sections and regularly speaks on health care professional liability topics.

Representative Cases

- Part of appellate team that obtained reversal of a district court's summary-judgment order on behalf of agribusiness client, and resulted in the reinstatement of a significant subrogation claim; *Nationwide Agribusiness Ins. Co. v. PGI Int'l*, 882 N.W.2d 512 (Iowa App. 2016).
- Primary draftsman of amicus curiae brief submitted on behalf of the Minnesota Defense Lawyers Association regarding expert-affidavit requirements in professional liability claims; *Guzick v. Kimball*, 869 N.W.2d 42 (Minn. 2015).

- *Ziemer v. GovDelivery, Inc.*, A13-0644 (Minn. App. Dec. 23. 2013), addressing the interpretation of Minnesota's unemployment insurance statutes and treatment of settlement proceeds in calculating benefits.

Seminars

- *Understanding the Opioid Epidemic and its Impact on Litigation*, co-presenter, 2018 Medical Malpractice Conference, HCBA/MNAJ/MDLA, Minneapolis, MN, April 12, 2018
- *Case Law Update*, presenter, 2017 Medical Malpractice Conference, HCBA/MNAJ/MDLA, Minneapolis, MN, April 20, 2017
- *Boost Your Persuasiveness: Judge Renee L. Worke and Judge Heidi S. Schellhas Offer Reflections on Effective Advocacy*, moderator, MSBA Appellate Practice Section Annual Dinner, St. Paul, MN, June 9, 2016
- *Case Law Update*, presenter, MDLA/MNAJ/MSBA Medical Malpractice Seminar, Minneapolis, MN, October 1, 2015
- *Reducing the Risk of Malpractice Lawsuits*, presenter, Surgical Specialists of Minnesota, Abbott Northwestern Hospital, Minneapolis, MN, June 24, 2015

Publications

- *You've Been Served With a Subpoena. Now What?*, co-author, *Minnesota Medicine*, May/June 2016
- *Off the Tracks: How a Train Accident Derailed Article III Power*, co-author, 36 Wm. Mitchell L. Rev. 1434 (2010)
- *Flying Under the Radar or an Unnecessary Watchdog? A Review of the President's Foreign Intelligence Advisory Board*, author, 35 Wm. Mitchell L. Rev. 5109 (2009)

Professional Achievements

- Warren E. Burger Inn of Court, Barrister

Bar Associations

- Minnesota State Bar Association
 - Health Law Section
 - Animal Law Section
 - Appellate Law Section, Council Member
- Ramsey County Bar Association

Professional Memberships

- Defense Research Institute
 - Eighth Circuit Certworthy Reporter
- Minnesota Defense Lawyers Association
- Minnesota Women Lawyers
- Minnesota Hospital Association

Civic Involvement

- Volunteer Lawyers Network, 2014-present
- Pet Project Rescue, Board Secretary, 2013-present

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2015-present
- Minnesota Defense Lawyers Association, Amicus Award, 2016

27. Amie Penny Sayler, Associate

Education

- William Mitchell College of Law, J.D., *summa cum laude*, 2009
 - Justice William Mitchell Presidential Merit Scholarship, 2005-2009
 - *William Mitchell Law Review*, Executive Editor and Staff Member, 2006-2008
 - *Journal of the National Security Forum*, Executive Editor, 2008-2009
- College of Saint Benedict, B.A., 1993

Judicial Clerkship

- Minnesota Supreme Court, The Honorable Christopher J. Dietzen, Law Clerk, 2009-2010

Areas of Practice

- Appellate Practice
- Products Liability
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Seventh Circuit, 2014
- U.S. Court of Appeals, Eighth Circuit, 2011
- U.S. District Court, District of Minnesota, 2010
- U.S. District Court, District of North Dakota, 2017
- Minnesota, 2009
- North Dakota, 2016
- Wisconsin, 2017

Experience

- Amie Penny Sayler is a product liability and health care litigator with an additional focus in appellate law.
- As an accomplished litigator from negotiation to depositions and through trial, Ms. Penny Sayler has significant district and appellate court experience in multiple jurisdictions. She currently works across multiple states to defend natural and propane gas companies against fire and explosion claims, and to defend health care providers against liability claims.
- Prior to joining Bassford Remele, Ms. Penny Sayler served for one year as Justice Christopher J. Dietzen's law clerk at the Minnesota Supreme Court. Ms. Penny Sayler excelled at William Mitchell College of Law where she received a number of academic accolades including a full scholarship, Executive Editor positions of two journals, and three CALI Excellence for the Future Awards, which honor the highest student in each class.

Representative Cases

- Obtained affirmation of dismissal of claims against city under the Driver's Privacy Protection Act; *Tichich v. City of Bloomington*, 835 F.8d 656 (8th Cir. 2016).

- Obtained affirmance of summary judgement as part of appellate team based on no duty to warn; *Lindholm v. Carleton Coll.*, 2016 WL 3461941 (Minn. App. June 27, 2016).
- Obtained order from supreme court vacating unfavorable court of appeals and direct court decisions based on settlement between parties: *Larson v. Lakeview Lofts, LLC* No. A10-2031, 2011 LEXIS 726 (Minn. Nov. 15, 2011).

Seminars

- *What do colonoscopies and e-discovery have in common? Both are unpleasant but necessary*, co-presenter, 2018 Medical Malpractice Conference, HCBA/MNAJ/MDLA, April 12, 2018
- *Construction Law Essentials for the Real Estate Professional*, co-presenter, Minnesota CLE August Real Estate Series, August 17, 2016
- *State of the Courts and Keys to Effective Appellate Advocacy*, co-presenter with Judge Heidi S. Schellhas, 2016 MSBA Convention, Grand Rapids, Minn., June 13, 2016
- *How to Handle Your First (or Fifth) Appeal*, co-presenter with Judge Randolph W. Peterson, Minnesota Court of Appeals, and George H. Norris, Minneapolis City Attorney's Office, Minnesota State Bar Association, May 11, 2016
- *The Uniform Fraudulent Transfers Act: What Family Law Lawyers Need to Know*, co-presenter, Family Law Institute, 2015
- *Thinking Ahead: Are You Properly Preserving Issues for Appellate Review?*, co-presenter, ABA Women of the Section of Litigation Conference, 2014

Publications

- *Minnesota Motor Vehicle Accident Deskbook*, co-author, Minnesota State Bar Association Continuing Legal Education, 19th ed., 2016 and 2017 update
- *Sex Appeal: Appellate Courts Take On Gender Discrimination Under Title VII*, author, DRI In-House Defense Quarterly, 2015
- *Ladies Who Launch: Reflections on Marketing*, author, *The Woman Advocate*, 2014
- *The Importance of Error Preservation*, author, *DRI For the Defense*, 2011

Bar Associations

- Eighth Circuit Bar Association, Minnesota Chapter
- Federal Bar Association, Minnesota Chapter
- Minnesota State Bar Association
 - Appellate Council, 2014-2017
 - Treasurer, 2016-2017
- Hennepin County Bar Association
- State Bar Association of North Dakota
- State Bar of Wisconsin

Professional Memberships

- Blue Flame Gas Association
- Defense Research Institute
 - Eighth Circuit Certworthy, Co-Reporter, 2014-present
- Minnesota Defense Lawyers Association
- Minnesota Supreme Court Historical Society, Former Board Member
- Propane Gas Defense Association
- Women Entrepreneurs of Minnesota, Past President
- Minnesota Hospital Association
- North Dakota Hospital Association

Civic Involvement

- Prodeo Academy, Tutor
- Volunteer Lawyers Network
- William Mitchell College of Law, Adjunct Professor, 2014-2016

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2015-present

28. Nicole A. Delaney, Associate

Education

- University of Minnesota Law School, J.D., 2009
 - Judicial Externship Program, 2007
- University of Minnesota, B.S., with distinction, 1998

Areas of Practice

- Civil Litigation
- Commercial Litigation
- Employment Law
- Intellectual Property Litigation
- Personal Injury
- Professional Liability

Admissions

- U.S. District Court, District of Minnesota, 2009
- Minnesota, 2009

Experience

- Nicole Delaney received her B.S. from the University of Minnesota in 1998. She joined Bassford Remele in 2008 as a law clerk and became an associate attorney after graduating from the University of Minnesota Law School in 2009.
- Ms. Delaney practices in all areas of civil litigation, including commercial litigation, appellate law, intellectual property litigation, employment law, personal injury and professional liability.

Representative Cases

- *Buffalo Wild Wings, Inc. v. Buffalo Wings & Rings*, 2011 WL 4537970 (D. Minn. Sept. 29, 2011).

Bar Associations

- Minnesota State Bar Association
 - Labor and Employment Law Section Member
- Hennepin County Bar Association
- National Asian Pacific American Bar Association - Minnesota Chapter

Professional Memberships

- Minnesota Defense Lawyers Association
- Twin Cities Human Resources Association

29. Uzodima Franklin Aba-Onu, Associate

Education

- University of St. Thomas School of Law, J.D., *cum laude*, 2010
 - President's Scholarship, 2007-2010
- DePauw University, B.A., 2007

Areas of Practice

- Employment Litigation/Advice
- General Liability
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2014
- U.S. District Court, District of Minnesota, 2013
- Minnesota, 2010

Experience

- Uzodima Franklin Aba-Onu is a litigator who focuses his practice in employment, professional liability, and general liability matters.
- In his employment practice, Mr. Aba-Onu regularly advises and represents employers in a spectrum of concerns, including discrimination and harassment complaints, non-competes and restrictive covenants, and wage and hour claims. He also represents a variety of professionals, including attorneys, physicians, nurses, and other health care providers in professional malpractice and negligence actions. In the general liability arena, he often defends clients in matters involving personal injury and premise liability claims.
- Mr. Aba-Onu graduated *cum laude* from the University of St. Thomas School of Law. He serves as an adjunct professor at Mitchell Hamline School of Law, having formerly served as an adjunct professor at Hamline University. Prior to joining Bassford Remele, he was an Assistant Attorney General, gaining knowledge on mental health, licensing, and other health care-related matters, as well as the Minnesota Implied Consent Law.

Representative Cases

- Part of team that successfully defended hospital, doctors, and nurses against wrongful death claim. Obtained order dismissing plaintiffs' claims; *Bergfalk v. Univ. of Minn. Med. Ctr., Fairview Health Servs., et al.*, No. 27-CV-15-8445 (D. Minn. Oct. 26, 2016).
- Part of team that successfully defended law firm against due process, 42 U.S.C. § 1983, 42 U.S.C. §§ 241, 242, and 245, and various state law claims by obtaining an order dismissing plaintiff's claims; *Hudson v. Wilford, Geske & Cook, P.A.*, 2016 WL 3383268 (D. Minn. June 17, 2016).
- Part of team that successfully defended law firm against FDCPA claims by obtaining an order dismissing plaintiff's claims; *Bredlow v. CitiMortgage, Inc.*, 2016 WL 310728 (D. Minn. Jan. 26, 2016).

- Part of team that successfully defended lender against Fair Credit Reporting Act claims by obtaining an order dismissing plaintiff's claims; *Hutar v. Capital One Fin. Corp.*, 2015 WL 4937347 (D. Minn. Aug. 12, 2015).

Seminars

- *Employee Hiring, Firing and Discipline: an Essential Legal Guide*, presenter, National Business Institute webcast, March 3, 2017
- *Finally, Drone Regulations are Here! Part 107: Small Unmanned Aircraft Systems*, co-presenter with D.E. Camarotto, Minnesota Continuing Legal Education, Sept. 27, 2016
- *They're Coming! The Drones, That Is – and the FAA Regulations Governing their Use*, co-presenter with D.E. Camarotto, Minnesota Continuing Legal Education, May 11, 2016
- *Self-Marketing and Branding: Opening the Door for Diverse Attorneys to Enhance their Professional Image*, presenter, American Bar Association Solo, Small Firm and General Practice Division Spring Conference, May 17, 2012

Publications

- *Drone Regulations at Last!* co-author with D.E. Camarotto, *Bench & Bar of Minnesota*, September 2016
<http://mnbenchbar.com/2016/09/drone-regulations-at-last/>
- *They're Coming! The Drones, That Is - And The FAA Regulations Governing Their Use*, co-author with D.E. Camarotto, *Bench & Bar of Minnesota*, January 2016
<https://www.bassford.com/uploads/announcements/Camarotto-Aba-Onu-Drones-2016.pdf>
- *Minnesota Motor Vehicle Accident Deskbook*, Minnesota State Bar Association Continuing Legal Education, 19th Ed., 2016
- *Pipeline to Success: A Systematic Solution to the Diversity Gap*, co-author with B.R. Browning, *Diversity Insider*, Vol. 7, Issue 1, 2015, Defense Research Institute
<http://portal.criticalimpact.com/newsletter/newslettershow5.cfm?contentonly=1&content=24183&id=2930>

Bar Associations

- Federal Bar Association
 - Diversity Committee
- American Bar Association
 - Solo, Small Firm and General Practice Division
 - Diversity Committee
 - Awards Committee
 - Legal Educators Committee, Vice Chair, 2014
 - Pro Bono and Public Service Committee, 2014
 - Workers Compensation Committee, Vice Chair, 2011-2012
 - Diversity Fellow, 2011-2012
- Minnesota State Bar Association
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Association of Black Lawyers
- Minnesota Defense Lawyers Association

Civic Involvement

- Volunteer Lawyers Network

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2017-present

30. Jessica L. Klander, Associate

Education

- William Mitchell College of Law, J.D., *summa cum laude*, 2011
 - Dean's List, 2008-2011
 - Trustee Merit Scholarship, 2008-2011
 - CALI Award recipient
 - *William Mitchell Law Review*; Executive Editor, Vol. 38, 2010-2011; staff member, 2009-2010
- Macalester College, B.A., 2004

Judicial Clerkships

- U.S. District Court, District of Minnesota, Magistrate Judge Franklin Noel, Law Clerk Extern, 2010
- Seventh Judicial District, The Honorable Thomas Knapp, Law Clerk Intern, 2009

Areas of Practice

- Class Action/Multidistrict Practice
- Consumer Law Defense
- General Liability
- Professional Liability/Claim Prevention

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2013
- U.S. District Court, District of Minnesota, 2011
- U.S. District Court, District of Nebraska, 2012
- U.S. District Court, Eastern District of Arkansas, 2012
- U.S. District Court, Western District of Arkansas, 2012
- U.S. District Court, Eastern District of Wisconsin, 2012
- U.S. District Court, Western District of Wisconsin, 2012
- Minnesota, 2011

Experience

- Jessica Klander defends businesses and professionals against liability and malpractice claims in the consumer law defense, professional liability, and general liability arenas.
- Also experienced in complex litigation and class action lawsuits, Ms. Klander regularly represents clients in both state and federal courts across the United States. She currently defends creditors and credit professionals against federal consumer statute claims, defends health care providers and professionals against liability claims, and represents businesses in a spectrum of commercial disputes. She also consults with and trains clients on compliance with state and federal regulations.

Representative Cases

- *Zimmer v. Larson*, No. A17-0836, 2018 WL 256742, at *1 (Minn. Ct. App. Jan. 2, 2018) (affirming summary judgment in favor of attorney defendants because the plaintiff could

not produce evidence to prove that but for the attorneys' alleged malpractice, the plaintiff would have obtained a more favorable result in the underlying real estate transaction).

- *Van Dyke v. Allina Health System*, No. 27-cv-16-17481 (Hennepin Cnty. Minn. Mar. 27, 2017) (obtained an order dismissing a plaintiff's medical malpractice claims because the complaint failed to allege compensable damages).
- *Treptow v. Sickler*, No. 2-cv-16-2962 (Hennepin Cnty. Minn. Mar. 21, 2017) (obtained an order dismissing a plaintiff's complaint for failure to meet basic pleading requirements under Minn. R. Civ. P. 8.01).
- *Binkley v. Allina Health Sys.*, 877 N.W.2d 547 (Minn. 2016) (the Minnesota Supreme Court granted immunity to the provider under the Minnesota Commitment Treatment Act holding that the Act applied to a provider's good-faith actions not to admit a patient seeking voluntary admission).
- *Hill v. Accounts Receivable Servs., LLC*, No. 16-219, 2016 WL 6462119 (D. Minn. Oct. 31, 2016) (successfully obtained an order dismissing the plaintiff's FDCPA claims because the plaintiff was not "actually misled" and the claims were "immaterial").
- *Martin v. First Financial Management*, No. 10-CV-16-235 (Carver Cnty. Minn. July 12, 2016) (successfully defended agency against FDCPA claims and obtained order dismissing the plaintiff's claims on the grounds that the FDCPA does not apply to tort subrogation claims and imposing sanctions against the plaintiff for frivolous motion filing).
- *Bajwa v. Brady*, No. 27-CV-15-13647 (Hennepin Cnty Minn. Feb. 11, 2016) (successfully defended client against legal malpractice claims and obtained order dismissing actions and imposing sanctions on plaintiff including filing injunction).
- *Gensel v. Performant Techs.*, No. 13-C-1196, 2015 WL 6158072 (E.D. Wis. Oct. 20, 2015) (successfully obtained an order staying litigation in the case until resolution of the FCC's determination on TCPA rulings).
- *Powers v. Credit Mgmt. Servs., Inc.*, No. 13-2831, 2015 WL 160285 (8th Cir. Jan. 13, 2015) (successfully obtained reversal of federal district court order granting class certification on claims under the FDCPA because the claims lacked commonality and predominance and a class action was not a superior method of resolving the claims).
- *Blodgett v. Hanson*, 555 F. App'x 639 (8th Cir. 2014) (affirming the district court's order dismissing the plaintiff's claims under the Racketeer Influenced and Corrupt Organizations Acts and for interference with contractual relations and order enjoining the plaintiff from pursuing future similar litigation absent an attorney or court approval).
- *Erickson v. Performant Recovery, Inc.*, No. 12-2818, 2013 WL 3223367 (D. Minn. June 25, 2013) (opinion holding that the FDCPA requires that a validation notice be "sent," not "received," that opinions regarding a debtor's creditworthiness do not amount to a FDCPA violation, and that a misrepresentation must be "material" to be a violation).
- *DeMoss v. Peterson, Fram & Bergman*, No. 12-2197, 2013 WL 1881058 (D. Minn. May 6, 2013) (opinion holding that mortgage foreclosure activities, including a pre foreclosure notice with FDCPA language, are not taken "in connection with the collection of any debt" and therefore not subject to the FDCPA).

Seminars

- *Malpractice Insurance and Common Ethical Pitfalls*, presenter, 2018 Path to Partnership Institute, Minnesota State Bar Association, Minneapolis, Minnesota, April 12, 2018
- *Hot Topics in Legal Ethics and Professional Responsibility - Torts, Litigation and Ethics VII*, presenter, Eighth Annual Litigation and Ethics Seminar, April 6, 2018
- *Fighting Back: Collection Agency Sues Plaintiff's Law Firm*, presenter, ACA International Annual Convention & Expo, Seattle, Washington, July 18, 2017
- *Confidentiality & the Release of Health Information*, presenter, 2017 Health Law Institute, Minneapolis, Minnesota, June 15, 2017
- *Hot Topics in Legal Ethics and Professional Responsibility*, presenter, Seventh Annual Litigation and Ethics Seminar, April 7, 2017
- *Litigious Attorneys & Bad Claims*, presenter, ACA International, Inc. Webinar, March 15, 2017
- *Release of Information*, presenter, Minnesota Mental Health & the Law 2017 Seminar, PESI, Inc., February 20, 2017
- *Bad Claims – When Attorneys Attack a Collection Agency*, presenter, ACA International, Inc. Webinar, December 8, 2016
- *The Aftermath of Spokeo - Where Do We Stand Now?*, co-presenter with M.A. Klutho, ACA International, Inc. Fall Forum & Expo, Chicago, Illinois, November 10, 2016
- *How to Walk the CFPB Line: New Spins on Old Collection Techniques*, co-presenter with C.R. Morris, National Business Institute Webinar, June 14, 2016
- *Confidentiality & the Release of Health Records*, presenter, Minnesota Health Information Management Association, Rochester, Minnesota, April 28, 2016
- *Flying Under the Radar: Complying with UDAAP Under a Time of Heightened Scrutiny*, co-presenter with M.A. Klutho, ACA International, Inc. Spring Forum & Expo, Las Vegas, Nevada, March 10, 2016
- *Release of Information*, co-presenter, Minnesota Mental Health & the Law 2016 Seminar, PESI, Inc., February 26, 2016
- *Shifting Sands: Court Interpretations of “Actual Damages,”* co-presenter with C.R. Morris, ACA International, Inc. Annual Convention, Boston, Massachusetts , July 19, 2015
- *Confidentiality & Mental Health Records Law*, presenter, St. Paul, Minnesota, November 21, 2014
- *Ethical Debt Collection*, co-presenter with M.A. Klutho, ACA International, Inc. Fall Forum & Expo, San Francisco, California, November 6, 2014
- *Attorney Debt Collection: Hazards and Pitfalls*, co-presenter with M.A. Klutho, Minnesota CLE, Minneapolis, Minnesota, October 30, 2014

- *Common Ethical Pitfalls Facing New Lawyers*, panel moderator, Minnesota Defense Lawyers Association, Minneapolis, Minnesota, April 3, 2014
- *The Release of Mental Health Records*, presenter, Minnesota Mental Health & The Law, Health Education Network, LLC, Bloomington, Minnesota, March 14, 2014
- *Overview of HIPAA*, presenter, Medical Records Law Seminar, Lorman Education Services, Minnesota, March 26, 2013 (Minneapolis); January 29, 2013 (St. Cloud)
- *Compliance with the FDCPA and Consequences of Non-Compliance*, written materials, Debtor and Creditor Conference, Minnesota Continuing Legal Education, October 15, 2012
- *Cases, Claims & Groundbreaking Lawsuits*, written materials, ACA International, April 25, 2012

Publications

- Bassford Remele Consumer Law Defense and Risk Management E-Bulletin, author, 2013-present
- *You've Been Served With a Subpoena. Now What?*, co-author with C.E. Hinrichs, *Minnesota Medicine*, May/June 2016
- *TCPA 'Clarifications' Likely Lead to Flood of Lawsuits*, co-author with M.A. Klutho, *Minnesota Lawyer*, Nov. 24, 2015
- *The FCC's Recent Express Consent Amendment to the Telephone Consumer Protection Act*, author, *Hearsay*, Winter 2014, Vol. XVI, No. 2 (Minnesota State Bar Association New Lawyers Section)
- *Facebook Friend or Foe?: The Impact of Modern Communication on Historical Standards for Service of Process – Shamrock Development v. Smith*, author, 36 Wm. Mitchell L. Rev. 241 (2009)

Professional Achievements

- ACA International, Inc., scholar

Bar Associations

- Federal Bar Association
- Minnesota State Bar Association
- Consumer Law Section
- Hennepin County Bar Association
 - Finance and Planning Committee, 2015-present

Professional Memberships

- Minnesota Defense Lawyers Association
 - New Lawyers Committee, Co-Chair, 2012-2014
- ACA International, Inc.
 - Members' Attorney Program
- Minnesota Creditors' Rights Association
- The National Creditors Bar Association
- Minnesota Hospital Association
- Minnesota Women Lawyers

Civic Involvement

- Prodeo Academy, tutor
- Volunteer Lawyers Network, 2011-present
- Aeon Foundation, 2013-present
- Tubman, 2011-present
- Cancer Benefit Fund, Board Member, 2008-2015
- William Mitchell College of Law, Mentorship Program, Mentor, 2012-2015

Honors and Awards

- Up & Coming Attorney, *Minnesota Lawyer*, 2015
- Minnesota Rising Stars list, *Super Lawyers*, 2014-present

31. Jeffrey R. Peters, Associate

Education

- William Mitchell College of Law, J.D., *cum laude*, 2012
 - Rosalie Wahl Moot Court
- Wartburg College, B.A., *magna cum laude*, 2009

Judicial Clerkships

- Ramsey County District Court, The Honorable Dale B. Lindman, Legal Extern, 2012
- La Crosse County Circuit Court, Wisconsin, The Honorable Todd W. Bjerke, Law Clerk, 2011

Areas of Practice

- Commercial Litigation
- Employment Litigation/Advice
- Products Liability

Admissions

- U.S. Court of Appeals, Seventh Circuit, 2015
- U.S. District Court, District of Minnesota, 2015
- U.S. District Court, Eastern District of Wisconsin, 2014
- U.S. District Court, Western District of Wisconsin, 2014
- Illinois, 2014
- Minnesota, 2013
- Wisconsin, 2012

Experience

- Jeffrey Peters is an experienced litigator who focuses on commercial and products liability disputes, including toxic tort claims.
- Mr. Peters has significant experience defending manufacturers, distributors, contractors, and other clients in toxic tort matters. He has also represented clients in state and federal courts across the Midwest in commercial and employment law cases. Mr. Peters has secured summary judgment for clients on numerous occasions and has experience defending claims through trial.
- Mr. Peters graduated *cum laude* from William Mitchell College of Law. During law school, he served as an extern to the judge presiding over all asbestos cases filed in Minnesota.

Representative Cases

- Obtained summary judgment on behalf of a product manufacturer in case alleging wrongful death from exposure to asbestos; *Michael Goemaat, et al. v. 3M Co., et al.*, Case No. LALA075008, Mahaska Cnty., Ia., Order dated Dec. 22, 2016.
- Obtained summary judgment on behalf of telecommunications company in case alleging violations of the FDCPA; *Dao v. Cellco P'ship*, 2015 WL 7572304 (D. Minn. Nov. 24, 2015).

Publications

- *A Year with Amended Rule 26(b)(1)*, co-author, with B.R. Browning, *For The Defense*, March 2017

Bar Associations

- Minnesota State Bar Association
- State Bar of Wisconsin
- Ramsey County Bar Association
- Hennepin County Bar Association

Professional Memberships

- Defense Research Institute
- Minnesota Defense Lawyers Association

Civic Involvement

- Volunteer Lawyers Network, 2016-present

32. Kate L. Homolka, Associate

Education

- William Mitchell College of Law, J.D., *magna cum laude*, 2013
 - *William Mitchell Law Review*, Editor and staff member, 2011-2013
- University of Iowa, B.A., 2010

Judicial Clerkships

- Minnesota Court of Appeals, The Honorable Francis J. Connolly, Law Clerk, 2013-2015
- Hennepin County Attorney's Office, Law Clerk, 2012-2013
- United States District Court, Federal Magistrate Judge Tony L. Leung, Legal Extern, 2012

Areas of Practice

- Appellate
- Commercial Litigation
- Intellectual Property Litigation

Admissions

- U.S. Court of Appeals, Eighth Circuit, 2015
- U.S. District Court, District of Minnesota, 2015
- Minnesota, 2013

Experience

- Kate Homolka focuses her practice in commercial litigation, intellectual property litigation, and appellate law.
- Ms. Homolka represents professionals and businesses in shareholder disputes, non-compete, and other contract disputes. She also defends clients in a variety of intellectual property matters including trademark claims and counterclaims. When court victories need to be preserved or courts need to be persuaded in another court's error, Ms. Homolka helps clients navigate the appellate process. She recently argued and won an appeal, affirming the district court's grant of summary judgment to her client.
- Ms. Homolka served as a law clerk with the Minnesota Court of Appeals, and as a legal extern with the United States District Court for the District of Minnesota. She is a *magna cum laude* graduate of William Mitchell College of Law.

Representative Cases

- Obtained appellate victory in which the Minnesota Court of Appeals upheld the district court's grant of summary judgment to client; *Williams v. Canterbury Inn Shakopee, LLC*, 2015 WL 7941155 (Minn. App. Dec. 7, 2015).
- Obtained dismissal of all claims against client with prejudice in personal injury case where plaintiff refused to comply with the court's discovery orders.
- Part of appellate team that obtained permission to file a successive *Application for a Writ of Habeas Corpus* from the United States Court of Appeals for the Eighth Circuit, on behalf of pro bono client.

Seminars

- *Whose Appeal Is It Anyway?*, co-presenter with Judge Diane B. Bratvold and Bradford W. Colbert, Appellate Practice Institute, St. Paul, Minnesota, March 24, 2017
- *New ADA Title III Website Regulations: Advising Businesses*, presenter, NBI, Inc. national webcast CLE, February 2, 2016

Bar Associations

- Minnesota State Bar Association
- Hennepin County Bar Association
- Ramsey County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- Minnesota Women Lawyers

Civic Involvement

- Mitchell Hamline School of Law, Adjunct Professor, Torts, 2016-present
- Minneapolis Music Company, Board Member
- Everybody Wins! Literacy and Learning Program, volunteer
- William Mitchell College of Law Mentor Program, mentor

Honors and Awards

- Minnesota Rising Stars list, *Super Lawyers*, 2017-present

33. Lauren E. Ritchie, Associate

Education

- University of Illinois College of Law, J.D., *magna cum laude*, 2016
 - Dean's List
 - Law Journal: Member, 2014 - 2015
 - Family Advocacy Clinic, represented minors and parents involved in child abuse and neglect proceedings in Champagne County, IL
 - Pro Bono Notation, including Student Legal Relief
- Southern Methodist University, B.A., 2012
 - Hilltop Scholars Program, Rotunda Scholar

Areas of Practice

- Civil Litigation
- Professional Liability
- Construction Law
- Employment Law

Admissions

- U.S. District Court, District of Minnesota, 2016
- Minnesota, 2016

Experience

- Lauren Ritchie graduated *magna cum laude* from the University of Illinois College of Law, where she was a member of Law Journal and assumed leadership roles in many on-campus health care organizations. She received dual undergraduate degrees in English and biology from Southern Methodist University. Lauren also studied in Austria at the University of Innsbruck.

Bar Associations

- Minnesota State Bar Association
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- Minnesota Women Lawyers
- Associated General Contractors of Minnesota
- Association of Women Contractors

34. Jessica L. Kometz, Associate

Education

- Mitchell Hamline School of Law, J.D., *magna cum laude*, 2017
 - Dorsey & Whitney Scholarship recipient, 2015-2017
- St. Cloud State University, B.A., *magna cum laude*, 2013

Areas of Practice

- Consumer Law Defense
- Employment Litigation/Advice
- Housing Law

Admissions

- U.S. District Court, District of Minnesota, 2018
- Minnesota, 2018

Experience

- Jessica Kometz focuses her practice in litigation, including discovery, pre-trial, and trial matters. She also has district court and appellate court experience.
- Ms. Kometz graduated *magna cum laude* from Mitchell Hamline School of Law where she was a member of the Mitchell Hamline Law Review. During law school, Ms. Kometz served as an extern for the Honorable Daniel C. Moreno of the Fourth Judicial District and the Honorable Laura Nelson of the Second Judicial District.

Seminars

- *Not Your Typical Dog and Pony Show: Service and Assistance Animals in Residential and Commercial Settings*, presenter, Animal Law Section, Minnesota State Bar Association, March 12, 2018

Bar Associations

- Federal Bar Association
- Minnesota State Bar Association
 - Consumer Law Section
 - Labor and Employment Law Section
- Hennepin County Bar Association

Professional Memberships

- Minnesota Defense Lawyers Association
- Minnesota Multi Housing Association
- ACA International, Inc.
 - Members' Attorney Program

Civic Involvement

- Volunteer Lawyers Network, 2018-present

35. Molly B. Hough, Law Clerk

Education

- University of St. Thomas School of Law, J.D., 2018
 - *UST Law Journal*; Senior Editor, staff member, 2016-2018
 - Dean's Scholarship Recipient, 2015-2018
 - Minnesota Women Lawyers Liaison/3L Representative, 2016-2018
- Whitworth University, B.A., 2013
 - Student Body President, 2012-2013
 - Distinguished Collegiate Achievement Award, 2013
 - Hesselbein Global Academy for Student Leadership and Civic Engagement, 2013
 - Global leader and civic engagement medal recipient

Experience

- As a law clerk, Molly Hough partners with attorneys throughout the entire legal process. She is a 2018 graduate of the University of St. Thomas Law School. Ms. Hough served as a law clerk at the Ramsey County Attorney's Office before joining Bassford Remele.
- Ms. Hough is involved in Minnesota Women Lawyers, formerly serving as a representative for St. Thomas. Prior to law school, she worked for a non-profit known as Generation Alive working alongside youth on anti-trafficking, poverty and hunger initiatives. She also worked with the PC(USA) at the United Nations as a Young Women's Delegate working towards the sustainable development goals.

Professional Memberships

- Minnesota Women Lawyers

36. Maria P. Brekke, Law Clerk

Education

- University of Minnesota Law School, J.D., *magna cum laude*, 2018
 - *Law and Inequality: A Journal of Theory and Practice*, Managing Editor
- University of Minnesota, BA, *summa cum laude*, 2014

Experience

- Maria Brekke served as a law clerk through all phases of litigation and as a trusted partner to attorneys at Bassford Remele. She attended the University of Minnesota Law School, where she served as the lead managing editor for the *Law and Inequality: A Journal of Theory and Practice* and acted as a student editor for *Constitutional Commentary*. Ms. Brekke also serves as a student director for the Federal Immigration Clinic. She was selected for inclusion on the Dean's List for both 1L and 2L school years, also receiving a Stein Scholar award.
- Ms. Brekke received her undergraduate degree, *summa cum laude*, in History and English with a minor in Arabic from the University of Minnesota. She was also a member of the Lambda Delta Phi, an agricultural sorority.

Professional Memberships

- Minnesota Women Lawyers

37. Daniel R. Lynch, Litigation Support Specialist

Experience

- Daniel Lynch is a Litigation Support Specialist who has teamed with attorneys and clients on trials in more than 30 state and federal courts during the past 10 years. Regularly supporting trial preparation, trials, and electronic presentation of evidence, Mr. Lynch also has experience in all phases of the eDiscovery process, including ESI collection, processing, management, review, and production. He is experienced with multiple litigation support and courtroom technologies, including Summation, Relativity, Casepoint, LAW PreDiscovery, ipro iConvert, and Trial Director.
- Mr. Lynch is a University of Minnesota graduate. He holds a Kroll Ontrack eDiscovery Certification and is a Summation Certified Enduser.

Additional Experience

- Assists trial teams in the development and management of all aspects of the eDiscovery lifecycle from case inception through trial, using a combination of technical and case management skills.
- Creates trial data bases. Coordinates the conversion of data, including analysis of exceptions.
- Coordinates productions; quality checks deliverables to clients and opposing counsel.
- Establishes timelines and budgets for the ongoing processing of information.

38. MeeNee Thao, Paralegal/Certified E-Discovery Specialist

Education

- Hamline University, B.A., *cum laude*, 2007
 - Legal Studies, Criminal Justice, Paralegal Certificate
- Hamline University, eDiscovery Certificate, 2014

Certifications

- Association of E-Discovery Specialists, Certified E-Discovery Specialist, 2015

Experience

- MeeNee Thao supports attorneys and clients through all phases of litigation, from research through trial and beyond. Ms. Thao provides support in various areas of eDiscovery including, but not limited to, identification, collection, processing, review, production, and presentation. She brings more than a decade of experience and is a Certified E-Discovery Specialist.
- Ms. Thao is a *cum laude* graduate from Hamline University, where she was a member of the *Phi Beta Kappa* Society. She also obtained her paralegal and eDiscovery certificates from Hamline University. Ms. Thao belongs to the Association of eDiscovery Specialists, the Minnesota Paralegal Association, the National Federation of Paralegal Association, and Women in eDiscovery.
- Ms. Thao is bilingual in English and Hmong.

Professional Memberships

- Association of E-Discovery Specialists, 2015-present
- Women in eDiscovery, 2014-present
- Minnesota Paralegal Association, 2007-present
- National Federation of Paralegal Associations, 2007-present
- Phi Beta Kappa, Zeta Chapter, Minnesota, 2007-present

39. Linda L. Nygard, Accounting Director

Education

- Hamilton Business College, 1985

Experience

- Linda Nygard has 39 years of financial experience and is a member of the Association of Legal Administrators. She manages Bassford Remele's accounting functions including general accounting, timekeeping, billing, trust accounting, general ledger, financial reporting, accounts receivables, accounts payable, and financial computer system administration.
- Ms. Nygard reviews and directs the preparation of various financial reports. She coordinates work with external business partners.

Professional Memberships

- Association of Legal Administrators

EXHIBIT B

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Alan I. Silver	Partner/Of-counsel More than 30 years	0.30	0.00	0.30	\$900.00	\$270.00
Amie E. Penny Saylor	Associate - 1-6 years of practice	85.00	0.00	85.00	\$500.00	\$42,500.00
Andrea E. Reisbord	Partner/Of-counsel 21-30 years of practice	22.40	0.00	22.40	\$800.00	\$17,920.00
Andrew L. Marshall	Partner/Of-counsel More than 30 years	0.40	0.00	0.40	\$900.00	\$360.00
Aram V. Desteian	Associate - 1-6 years of practice	2525.40	0.00	2525.40	\$385.00	\$972,279.00
Beth A. Jenson Prouty	Associate - More than 6 years of practice	101.20	0.00	101.20	\$500.00	\$50,600.00
Bryan R. Browning	Associate - More than 6 years of practice	238.50	0.00	238.50	\$500.00	\$119,250.00
Casey D. Marshall	Associate - 1-6 years of practice	2565.30	7.90	2573.20	\$385.00	\$990,682.00
Christine E. Hinrichs	Associate - More than 6 years of practice	9.60	0.00	9.60	\$500.00	\$4,800.00
Christopher R. Morris	Partner/Of-counsel 21-30 years of practice	0.50	0.70	1.20	\$800.00	\$960.00
Daniel R. Lynch	Paralegals and Law Clerks	393.60	0.00	393.60	\$200.00	\$78,720.00
David E. Camarotto	Partner/Of-counsel 11-20 years of practice	0.20	0.00	0.20	\$700.00	\$140.00
Drew P. Schaffer	Associate	2.30	0.00	2.30	\$500.00	\$1,150.00
Edward F. Fox	Partner/Of-counsel More than 30 years	4.80	0.00	4.80	\$900.00	\$4,320.00
Frank Aba-Onu	Associate - 1-6 years of practice	146.20	0.00	146.20	\$500.00	\$73,100.00
Frederick E. Finch	Partner/Of-counsel More than 30 years	1.70	0.00	1.70	\$900.00	\$1,530.00
Jeffrey D. Klobucar	Associate - More than 6 years of practice	948.40	6.30	954.70	\$500.00	\$477,350.00
Jeffrey R. Mulder	Partner/Of-counsel 6-10 years of practice	41.70	1.20	42.90	\$575.00	\$24,667.50
Jeffrey R. Peters	Associate - 1-6 years of practice	62.40	0.00	62.40	\$385.00	\$24,024.00
Jessica L. Klander	Associate - 1-6 years of practice	64.30	0.00	64.30	\$385.00	\$24,755.50
Jessica L. Kometz	Paralegals and Law Clerks	88.80	0.00	88.80	\$200.00	\$17,760.00
Jonathan C. Marquet	Partner/Of-counsel 11-20 years of practice	0.50	8.20	8.70	\$700.00	\$6,090.00
Jonathan P. Norrie	Partner/Of-counsel 11-20 years of practice	1.20	0.50	1.70	\$700.00	\$1,190.00
Kari M. Dahlin	Associate - More than 6 years of practice	21.60	0.00	21.60	\$500.00	\$10,800.00
Kate L. Homolka	Associate - 1-6 years of practice	94.80	0.00	94.80	\$385.00	\$36,498.00
Kerri J. Nelson	Associate - More than 6 years of practice	115.70	0.00	115.70	\$500.00	\$57,850.00
Lauren E. Ritchie	Associate - 1-6 years of practice	35.70	0.00	35.70	\$385.00	\$13,744.50
Lewis A. Remele	Partner/Of-counsel More than 30 years	2850.40	0.80	2851.20	\$900.00	\$2,566,080.00
Linda L. Nygard	Paralegals and Law Clerks	4.40	0.00	4.40	\$200.00	\$880.00
Maria P. Brekke	Paralegals and Law Clerks	30.90	0.00	30.90	\$200.00	\$6,180.00
Mark R. Bradford	Partner/Of-counsel 11-20 years of practice	43.80	0.00	43.80	\$700.00	\$30,660.00
MeeNee Thao	Paralegals and Law Clerks	103.80	96.80	200.60	\$200.00	\$40,120.00
Molly B. Hough	Paralegals and Law Clerks	13.00	0.00	13.00	\$200.00	\$2,600.00
Nicole A. Delaney	Associate - 1-6 years of practice	60.80	0.00	60.80	\$385.00	\$23,408.00
Patrick J. Sauter	Partner/Of-counsel More than 30 years	0.70	0.00	0.70	\$900.00	\$630.00
Peter L. Gregory	Partner/Of-counsel 6-10 years of practice	0.10	0.00	0.10	\$575.00	\$57.50
Stanford P. Hill	Partner/Of-counsel More than 30 years	1478.80	1.50	1480.30	\$900.00	\$1,332,270.00
Steven P. Aggergaard	Partner/Of-counsel 11-20 years of practice	19.70	0.70	20.40	\$700.00	\$14,280.00
	TOTALS	12178.90	124.60	12303.50		\$7,070,476.00

EXHIBIT C

IN RE SYNGENTA LITIGATION: ASSESSMENT FUND	
Inception through June 30, 2018	

FIRM NAME	TOTAL ASSESSMENTS
BASSFORD REMELE PA	\$ 970,000.00
GUSTAFSON GLUEK PLLC	\$ 970,000.00
KEMP JONES & COULTHARD LLP	\$ 485,000.00
LOCKRIDGE GRINDAL NAUEN PLLP	\$ 484,197.50
PAUL BYRD LAW FIRM	\$ 485,000.00
PAUL MCINNES LLP	\$ 485,000.00
SCHWEBEL GOETZ & SIEBEN PA	\$ 970,000.00
WAGSTAFF & CARTMELL LLP	\$ 485,000.00
WATTS GUERRA LLP	\$ 970,000.00
TOTAL ASSESSMENTS	\$ 6,304,197.50

DESCRIPTION	EXPENSES INCURRED
Federal Express / Local Courier, etc.	\$ 2,673.50
Postage Charges	\$ 4.70
In-House Photocopying	\$ 3.50
Outside Photocopying	\$ 20,104.99
Hotels	\$ 168,749.69
Meals	\$ 35,393.04
Mileage	\$ 1,641.90
Air Travel	\$ 13,752.54
Deposition Costs/Expert Witness/Other	\$ 183,514.16
Court Fees	\$ 424.00
Witness / Expert Fees	\$ 2,554,323.18
Investigation Fees / Service Fees	\$ 436,951.63
Transcripts	\$ 100,369.61
Ground Transportation (i.e. Car Rental)	\$ 1,949.52
Shared MDL Expenses	\$ 1,064,686.53
Minnesota Discovery	\$ 368,325.24
Special Master Fees - Minnesota	\$ 153,846.44
Special Master Fees - Settlement	\$ 290,709.42
Trial Expenses	\$ 407,630.65
Jury Research and Consulting	\$ 301,282.49
Miscellaneous (Common Benefit Settlement Fund Administration Costs, International Service Costs, etc.)	\$ 125,607.71
Unpaid Expenses Incured to Date	\$ 266,546.03
TOTAL EXPENSES	\$ 6,498,490.47

CURRENT BALANCE	\$ (194,292.97)

EXHIBIT 3

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF PAUL BYRD IN SUPPORT OF MINNESOTA
CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL
OF COMMON BENEFIT AWARDS**

I, Paul Byrd, declare and state as follows:

1. I am the managing partner at Paul Byrd Law Firm, PLLC, and I am duly authorized to make this declaration on its behalf.

2. I submit this in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit A.

4. I was appointed to the Plaintiffs' Executive Committee in the Minnesota MDL. Both my partner Joseph Gates and I were very involved in the day-to-day

litigation and, as such, we performed a substantial amount of common benefit work. Multiple people at my firm worked on this litigation. Below is background on each:

- a. Paul Byrd – Managing partner at Paul Byrd Law Firm, PLLC; has been practicing law since 1985;
- b. Joseph Gates – attorney at Paul Byrd Law Firm, PLLC; has been practicing law since 2010;
- c. Sara Silzer – attorney at Paul Byrd Law Firm, PLLC; has been practicing law since 1998;
- d. Jane Byrd – paralegal at Paul Byrd Law Firm, PLLC; has worked for Paul Byrd Law Firm, PLLC since its inception in 2013;
- e. Jeff Wood – systems and IT manager; developed the documents database and handled submissions of PFS to Kirkland & Ellis;
- f. Robin Wood – database manager; developed the database for client information and automated the answering of the PFS;
- g. Michael DiCicco – technical specialist; troubleshooted the PFS automation process;
- h. Brenda King – paralegal at Paul Byrd Law Firm, PLLC;
- i. Courtney Logan – Team Leader; managed numerous co-workers and worked exclusively on the Syngenta corn litigation;
- j. Helen Newberry – Team Leader; managed numerous co-workers and worked exclusively on the Syngenta corn litigation;

k. Al Harkins – Team Leader; managed numerous co-workers and worked exclusively on the Syngenta corn litigation;

l. Abby Thomas – Team Member; worked exclusively on the Syngenta corn litigation;

m. Alexis Marshall – Team Member; worked exclusively on the Syngenta corn litigation;

n. Alisha Black-Ocken – Team Member; worked exclusively on the Syngenta corn litigation;

o. Amanda Glover – Team Member; worked exclusively on the Syngenta corn litigation;

p. Anesia Scott – Team Member; worked exclusively on the Syngenta corn litigation;

q. Brad Williams – Team Member; worked exclusively on the Syngenta corn litigation;

r. Brandon Gore – Team Member; worked exclusively on the Syngenta corn litigation;

s. Candace Nasello – Team Member; worked exclusively on the Syngenta corn litigation;

t. Connie Harkins – Team Member; worked exclusively on the Syngenta corn litigation;

u. Darby Harmon – Team Member; worked exclusively on the Syngenta corn litigation;

v. Dave Whitford – Team Member; worked exclusively on the Syngenta corn litigation;

w. Ezekiel Ambort – Team Member; worked exclusively on the Syngenta corn litigation;

x. Haley Ferguson – Team Member; worked exclusively on the Syngenta corn litigation;

y. Jamie Jackson – Team Member; worked exclusively on the Syngenta corn litigation;

z. Kate Pantier – Team Member; worked exclusively on the Syngenta corn litigation;

aa. Katie Lewis – Team Member; worked exclusively on the Syngenta corn litigation;

bb. Kay Van Etten – Team Member; worked exclusively on the Syngenta corn litigation;

cc. Meltin Bell – Team Member; worked exclusively on the Syngenta corn litigation;

dd. Misty Haeber – Team Member; worked exclusively on the Syngenta corn litigation;

ee. Ranetta Guillory – Team Member; worked exclusively on the Syngenta corn litigation;

ff. Sarah Lindsay – Team Member; worked exclusively on the Syngenta corn litigation;

gg. Shaun Gaines – Team Member; worked exclusively on the Syngenta corn litigation;

hh. Tamara Bates – Team Member; worked exclusively on the Syngenta corn litigation;

ii. Taylor Routt – Team Member; worked exclusively on the Syngenta corn litigation; and

jj. Walker DiMassimo – Team Member; worked exclusively on the Syngenta corn litigation.

5. During the pendency of this litigation, my firm performed the following Common Benefit Work:

a. Participated and contributed to multiple meetings with Co-Leads and other Executive Members;

b. Attended and participated in multiple hearings in front of Judge Sipkins and Judge Lungstrum;

c. Attended and participated in the Minnesota Class Trial;

d. Consulted with potential liability and damage experts;

e. Participated, attended, and contributed to multiple focus groups with the Co-Leads and other Executive Committee members;

f. Participated and contributed to the bellwether plaintiff selection process;

g. Prepared, attended, and defended multiple bellwether plaintiff depositions, including Justin Goebel of J & S Goebel Farms, Ronald Albers, David

Olsen, Mike Gardner, Stephen Roenfeldt, Mark Wohlers Ricky Kruse, and Dennis Peterson of Peterson Feedlot LP;

- h. Drafted Requests for Production of Documents;
- i. Edited and reviewed the Coordination Order;
- j. Edited and reviewed the Common Benefit Order;
- k. Edited and reviewed jury instructions for the Mensik trial and the

Minnesota Class Trial;

- l. Answered 2,500+ Plaintiff Fact Sheets;
- m. Performed document review of documents produced by Syngenta,

Cargill, Gaviion, and other grain associations;

- n. Prepared and presented to the Co-Leads and Executive Committee

research on imports/exports to China;

- o. Attended and participated in Dr. Bruce Babcock's deposition;
- p. Conducted legal research and prepared memorandum on whether

facts ascertained in the bellwether process is binding on non-bellwether cases;

- q. Researched and performed document review of prior transcripts and

documents produced by Syngenta related to defense experts McQuien, Thurman, and

Mims;

- r. Prepared, performed document review of documents (including his expert report), attended, and participated in defense expert Thomas Carrato's deposition;

- s. Analyzed and commented on Dr. Teece's expert report;

t. Researched, reviewed, and drafting Motions in Limine for the Mensik trial;

u. Researched, drafted, and prepared for filing the Response to Syngenta's Motion to Exclude Dr. Teece;

v. Prepared, performed document review of documents (including his expert report), attended, and took the deposition of Paul Butters, a Cargill employee;

x. Researched, drafted, and prepared for filing the Agreed Briefing Schedule;

y. Prepared an affidavit for Extension of Time regarding the Plaintiff Fact Sheets;

z. Edited and reviewed Joint Prosecution Agreements; and

aa. Performed document review of documents produced by bellwether plaintiffs.

6. Throughout this litigation, my firm maintained contemporaneous records of its time and expenses in the ordinary course of business.

7. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

8. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

9. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

10. Even before the final review of our time referenced in Paragraph 9, each month before submitting our time to Co-Lead Counsel in the Minnesota MDL, Joseph Gates and I both reviewed all staff and attorney time to ensure entries were appropriately billed, tracked in the correct MDL, and were reasonable entries for the work performed.

11. After this re-review, I can confirm that this time was undertaken by the members of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

12. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$1,346,140.25. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Abby Thomas	Team Member	0.00	82.30	82.30	\$100.00	\$8,230.00
Al Harkins	Team Leader	0.00	291.10	291.10	\$125.00	\$36,387.50
Alexis Marshall	Team Leader	0.00	140.55	140.55	\$100.00	\$14,055.00
Alisha Black-Ocken	Team Member	0.00	4.80	4.80	\$100.00	\$480.00
Amanda Glover	Team Member	0.00	18.50	18.50	\$100.00	\$1,850.00
Anesia Scott	Team Member	0.00	0.50	0.50	\$100.00	\$50.00
Brad Williams	Team Member	0.00	1.50	1.50	\$100.00	\$150.00
Brandon Gore	Team Member	0.00	3.00	3.00	\$100.00	\$300.00
Brenda King	Paralegal	0.00	0.10	0.10	\$150.00	\$15.00

Candace Nasello	Team Member	0.00	165.40	165.40	\$100.00	\$16,540.00
Connie Harkins	Team Member	0.00	116.00	116.00	\$100.00	\$11,600.00
Courtney Logan	Team Leader	0.00	405.65	405.65	\$125.00	\$50,706.25
Darby Harmon	Team Leader	0.00	145.95	145.95	\$100.00	\$14,595.00
Dave Whitford	Team Member	0.00	4.50	4.50	\$100.00	\$450.00
Ezekiel Ambort	Team Member	0.00	0.90	0.90	\$100.00	\$90.00
Haley Ferguson	Team Member	0.00	92.30	92.30	\$50.00	\$4,615.00
Helen Newberry	Team Leader	0.00	251.95	251.95	\$125.00	\$31,493.75
Jamie Jackson	Team Member	0.00	39.25	39.25	\$50.00	\$1,962.50
Jane Byrd	Paralegal	0.00	5.60	5.60	\$150.00	\$840.00
Jeff Wood	Systems Manager	0.00	322.15	322.15	\$175.00	\$56,376.25
Joseph Gates	Attorney	408.05	677.82	1085.87	\$350.00	\$380,054.50
Kate Pantier	Team Member	0.00	70.60	70.60	\$100.00	\$7,060.00
Katie Lewis	Team Member	0.00	190.80	190.80	\$100.00	\$19,080.00
Kay Van Etten	Team Member	0.00	17.30	17.30	\$100.00	\$1,730.00
Meltin Bell	Team Member	0.00	10.60	10.60	\$100.00	\$1,060.00
Michael DiCicco	Technical Specialist	0.00	25.50	25.50	\$175.00	\$4,462.50
Misty Haeber	Team Member	0.00	28.80	28.80	\$100.00	\$2,880.00
Paul Byrd	Attorney	528.40	230.04	758.44	\$650.00	\$492,986.00
Ranetta Guillory	Team Member	0.00	336.30	336.30	\$100.00	\$33,630.00
Robin Wood	Database Manager	0.00	331.95	331.95	\$150.00	\$49,792.50
Jeff Wood	Database Manager	0.00	126.40	126.40	\$175.00	\$22,120.00
Sara Silzer	Attorney	33.70	0.00	33.70	\$400.00	\$13,480.00
Sarah Lindsay	Team Member	0.00	758.22	758.22	\$50.00	\$37,911.00
Shaun Gaines	Team Member	0.00	4.55	4.55	\$100.00	\$455.00
Tamara Bates	Team Member	0.00	6.25	6.25	\$50.00	\$312.50
Taylor Routt	Team Member	0.00	252.90	252.90	\$100.00	\$25,290.00
Walker DiMassimo	Team Member	0.00	30.50	30.50	\$100.00	\$3,050.00

TOTAL	970.15	5190.53	6160.68

\$1,346,140.25

13. My firm dedicated a substantial amount of time to common benefit work, including answering plaintiff fact sheets, which precluded us from working on other cases. Essentially, for a solid two years, my firm work the Syngenta corn case around the clock. Over 30 employees were hired for the sole purpose of working on the Syngenta

corn case. For the lawyers, particular myself and Joseph Gates, due to our efforts for to the common benefit work, our other cases, which are all worked on a contingency fee basis, were not being completed at a speed that we would have typically worked these types of a single event cases. Not only did our time commitments to the common benefit work we performed on this case prevent our firm from generating revenue, it also slowed the access to justice that our other single event clients would have attained had we not devoted the time that we committed to the common benefit work we performed.

14. My firm also seeks an award of \$497,914.00 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Description of Costs	Amount
Assessment Fees	\$475,000.00
Postage Fees	\$158.48
Hotels	\$5,290.30
Meals	\$1,134.47
Mileage	\$4,908.07
Air Travel	\$10,291.59
Ground Transportation	\$911.11
Parking & Ordering Transcripts	\$219.98
TOTAL	\$497,914.00

15. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

16. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents and are an accurate record of the expenses.

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

Executed on this 9th day of July, 2018 at Denver, CO.



Paul Byrd

EXHIBIT A

PAUL BYRD LAW FIRM, PLLC

PAUL BYRD, ESQ.

415 N. McKinley Street, Suite 210

Little Rock, AR 72205

(501) 420-3050 office telephone

(501) 420-3128 fax machine

(501) 352-2973 mobile telephone

paul@paulbyrdlawfirm.com

e-mail address

EXPERIENCE

- 2013 - Present** **PAUL BYRD LAW FIRM, PLLC**
Managing Member & Trial Lawyer
Little Rock, AR
- 2006 - 2012** **HARE, WYNN, NEWELL & NEWTON**
Managing Partner of Arkansas & Trial Lawyer
Birmingham, AL & Little Rock, AR
- 2002 - 2006** **BYRD LAW FIRM**
Managing Partner & Trial Lawyer
Little Rock, Arkansas
- 1990 - 2002** **LAW OFFICES OF JAMES SWINDOLL**
Trial Lawyer
Little Rock, AR
- 1988 - 1990** **PHILLIPS LAW FIRM**
General Practice
Little Rock, AR
- 1985 - 1988** **CIRCUIT JUDGE HONORABLE TOM F. DIGBY**
Law Clerk
Little Rock, AR

EDUCATION

B.S. Agricultural - 1980
University of Arkansas – Fayetteville, AR
Juris Doctorate - 1985
University of Arkansas – Fayetteville, AR

ASSOCIATIONS

American Association for Justice (AAJ)

Board of Governor member

Past Chair of AAJ's Republican Trial Lawyer Caucus

Past Officer in AAJ's Product Liability Section

Arkansas Trial Lawyers Association (ATLA)

Past President

Executive Committee member

Million Dollar Advocates Forum

Lifetime member

AWARDS

2010 - Roxanne Wilson Award (ATLA) – A recipient of this honorable reward has showed a strong love of the legal profession, dedication to family, the community and ATLA. In addition, he or she has been an activist in the advancement and improvement of the legal system, the legal profession and defense of those who cannot find justice for themselves.

2012 – Outstanding Trial Lawyer of the Year (ATLA) – Received this award based on the work performed in the Rice GMO litigation

2015 – Henry Woods Lifetime Achievement Award (ATLA) – This award is given in recognition, memory, and honor of the late United States District Judge Henry Woods and his many contributions and a lifetime of service to the civil justice system, the legal profession, and to ATLA.

Paul has been recognized by the Mid-South Super Lawyers, and he has an “AV” rating with Martindale Hubble.

TRIAL EXPERIENCE

30 years of practicing law with a national practice, growing up on a farm, and obtaining agricultural degree from the University of Arkansas, prepared Paul for the last dozen years in successfully representing thousands of farmers in claims against the largest biotechnical agricultural companies in the world, including Bayer, Monsanto, Syngenta, and BASF.

Syngenta Corn litigation – Paul is currently serving on the Minnesota Plaintiff’s Executive Committee prosecuting individual corn farmer claims against Syngenta. It has been estimated that over 75,000 corn farmers have filed individual cases in Minnesota in this litigation. During that litigation, Paul and his firm are currently representing 2,500 corn farmers due to the harms caused by Syngenta.

Rice GMO litigation – Along with his partners, Paul successfully represented over 3,000 rice farmers in agricultural litigation regarding genetically modified crop contamination that had global as well as state and local implications. One of several attorneys who received a \$48,000,000 judgment in the *Schafer, et al. v. Bayer CropScience, et al.* case in Lonoke County, Arkansas

Products Liability Litigation – Paul has tried tire failures cases and vehicle safety litigation in many states including Arizona, Arkansas, California, Florida, Mississippi, Nevada, New Mexico, Oklahoma and Texas. He has tried multiple jury trials that have had multi-million dollar judgments and/or settlements.

Brownlee/Whitaker v. Cooper Tire and Rubber Company – In November of 2000 following his success in the prosecution of complex product liability cases involving defective steel belted radial tires, the Wall Street Journal featured Paul on the front page. The story focused on his work in the case of Brownlee/Whitaker vs. Cooper Tire and Rubber Company. He also appeared in a Dateline NBC documentary regarding the same case in January of 2001. His

work has also been mentioned in USA Today, Chicago Sun-Times, Arkansas Democrat Gazette and the Arkansas Times.

Paul has been involved in numerous other mass torts/class actions, including litigation concerning hip prostheses manufactured by Stryker, Biomet, and DePuy Orthopaedics, including the following:

In re: Winston Tire Cases, Superior Court of California, Judicial
Coordinated Proceeding No. 4292

Paul was responsible for organizing the JCCP *In re: Winston Tire Cases*, which included coordinating with the other plaintiffs' lawyers in developing discovery requests, document review, taking corporate depositions, and participating in motion hearings as well as preparing his own individual case in the JCCP.

OTHER EXPERIENCE

Paul has served as a Special Justice to the Arkansas Supreme Court, and he has served as Special Judge in many Circuit jury trials.

Joseph Gates

415 N. McKinley Street, Suite 210, Little Rock, AR 72205
joseph@paulbyrdlawfirm.com • (870) 918-9002

WORK HISTORY

TRIAL LAWYER, Paul Byrd Law Firm, PLLC

November 2013 – present

- Heavily involved in the prosecution of the Syngenta corn case, including representing 2,500 farmers, working hundreds of hours in common benefit time as a member of the Minnesota Executive Committee through the position of my managing partner, Paul Byrd, participating in multiple hearings, taking depositions, preparing other lawyers for depositions, and managing a team to obtain the documentation and data necessary to complete 2,500 Plaintiff Fact Sheets
- First Chaired and Second Chaired multiple products liability and personal injury cases
- Developed and implemented the firm's case management system

TRIAL LAWYER, Taylor King & Associates

October 2010 – November 2013

- Co-founded firm's Litigation Department in June 2011
- Tried 8 cases to a jury verdict as first chair and 3 cases to a jury verdict as second chair
- Handled approximately 1,000 car wrecks as first chair

PROFESSIONAL ASSOCIATION ACCOMPLISHMENTS

AMERICAN ASSOCIATION OF JUSTICE (AAJ)

- Serving on Board of Governors
- AAJ State Delegate for Arkansas
- Graduate of 2017 Leadership Academy

ARKANSAS TRIAL LAWYERS ASSOCIATION (ATLA)

- Awarded "Young Trial Lawyer of the Year" in April 2014
- Past Chair of the New Lawyers Network
- Serving on Board of Governors

EDUCATION

UNIVERSITY OF ARKANSAS SCHOOL OF LAW, Juris Doctorate, Fayetteville AR, May 2010

LOUISIANA TECH UNIVERSITY, Ruston LA, Bachelors of Art in Psychology, May 2007

LICENSES

Arkansas Supreme Court

United States District Court - Eastern and Western District of Arkansas, Kansas, and Minnesota

SPEAKING ENGAGEMENTS, PRESENTATIONS, & ARTICLES

"How to Create a Trial Notebook" – December 2016 ATLA Construction Law Webinar CLE in Little Rock, AR

"10 Tips from 5 Years Litigating" – June 2015 ATLA Personal Injury CLE in Little Rock, AR

"Plan for Success: Fact Pattern & Case Outline" – June 2014 ATLA Personal Injury CLE in Little Rock, AR

"Subrogation: How Made Whole Applies to MedPay, Workers' Comp and ERISA" – June 2013 ATLA Personal Injury CLE in Little Rock, AR

"Book Review – Becoming a Trial Lawyer by Rick Friedman" (with Carter Stein) – ATLA Docket Fall 2016

"Subrogation: Does Made Whole Apply to this Health Plan?" – ATLA Docket Fall 2015

EXHIBIT A

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PAUL BYRD, ESQ.

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Little Rock, AR 72205

(501) 420-3050 office telephone

(501) 420-3128 fax machine

(501) 352-2973 mobile telephone

paul@paulbyrdlawfirm.com

e-mail address

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Lifetime member

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2010 - Roxanne Wilson Award (ATLA) – A recipient of this honorable reward has showed a strong love of the legal profession, dedication to family, the community and ATLA. In addition, he or she has been an activist in the advancement and improvement of the legal system, the legal profession and defense of those who cannot find justice for themselves.

2012 – Outstanding Trial Lawyer of the Year (ATLA) – Received this award based on the work performed in the Rice GMO litigation

2015 – Henry Woods Lifetime Achievement Award (ATLA) – This award is given in recognition, memory, and honor of the late United States District Judge Henry Woods and his many contributions and a lifetime of service to the civil justice system, the legal profession, and to ATLA.

Paul has been recognized by the Mid-South Super Lawyers, and he has an “AV” rating with Martindale Hubble.

TRIAL EXPERIENCE

30 years of practicing law with a national practice, growing up on a farm, and obtaining agricultural degree from the University of Arkansas, prepared Paul for the last dozen years in successfully representing thousands of farmers in claims against the largest biotechnical agricultural companies in the world, including Bayer, Monsanto, Syngenta, and BASF.

Syngenta Corn litigation – Paul is currently serving on the Minnesota Plaintiff’s Executive Committee prosecuting individual corn farmer claims against Syngenta. It has been estimated that over 75,000 corn farmers have filed individual cases in Minnesota in this litigation. During that litigation, Paul and his firm are currently representing 2,500 corn farmers due to the harms caused by Syngenta.

Rice GMO litigation – Along with his partners, Paul successfully represented over 3,000 rice farmers in agricultural litigation regarding genetically modified crop contamination that had global as well as state and local implications. One of several attorneys who received a \$48,000,000 judgment in the *Schafer, et al. v. Bayer CropScience, et al.* case in Lonoke County, Arkansas

Products Liability Litigation – Paul has tried tire failures cases and vehicle safety litigation in many states including Arizona, Arkansas, California, Florida, Mississippi, Nevada, New Mexico, Oklahoma and Texas. He has tried multiple jury trials that have had multi-million dollar judgments and/or settlements.

Brownlee/Whitaker v. Cooper Tire and Rubber Company – In November of 2000 following his success in the prosecution of complex product liability cases involving defective steel belted radial tires, the Wall Street Journal featured Paul on the front page. The story focused on his work in the case of Brownlee/Whitaker vs. Cooper Tire and Rubber Company. He also appeared in a Dateline NBC documentary regarding the same case in January of 2001. His

work has also been mentioned in USA Today, Chicago Sun-Times, Arkansas Democrat Gazette and the Arkansas Times.

Paul has been involved in numerous other mass torts/class actions, including litigation concerning hip prostheses manufactured by Stryker, Biomet, and DePuy Orthopaedics, including the following:

In re: Winston Tire Cases, Superior Court of California, Judicial
Coordinated Proceeding No. 4292

Paul was responsible for organizing the JCCP *In re: Winston Tire Cases*, which included coordinating with the other plaintiffs' lawyers in developing discovery requests, document review, taking corporate depositions, and participating in motion hearings as well as preparing his own individual case in the JCCP.

OTHER EXPERIENCE

Paul has served as a Special Justice to the Arkansas Supreme Court, and he has served as Special Judge in many Circuit jury trials.

Joseph Gates

415 N. McKinley Street, Suite 210, Little Rock, AR 72205
joseph@paulbyrdlawfirm.com • (870) 918-9002

WORK HISTORY

TRIAL LAWYER, Paul Byrd Law Firm, PLLC

November 2013 – present

- Heavily involved in the prosecution of the Syngenta corn case, including representing 2,500 farmers, working hundreds of hours in common benefit time as a member of the Minnesota Executive Committee through the position of my managing partner, Paul Byrd, participating in multiple hearings, taking depositions, preparing other lawyers for depositions, and managing a team to obtain the documentation and data necessary to complete 2,500 Plaintiff Fact Sheets
- First Chaired and Second Chaired multiple products liability and personal injury cases
- Developed and implemented the firm's case management system

TRIAL LAWYER, Taylor King & Associates

October 2010 – November 2013

- Co-founded firm's Litigation Department in June 2011
- Tried 8 cases to a jury verdict as first chair and 3 cases to a jury verdict as second chair
- Handled approximately 1,000 car wrecks as first chair

PROFESSIONAL ASSOCIATION ACCOMPLISHMENTS

AMERICAN ASSOCIATION OF JUSTICE (AAJ)

- Serving on Board of Governors
- AAJ State Delegate for Arkansas
- Graduate of 2017 Leadership Academy

ARKANSAS TRIAL LAWYERS ASSOCIATION (ATLA)

- Awarded "Young Trial Lawyer of the Year" in April 2014
- Past Chair of the New Lawyers Network
- Serving on Board of Governors

EDUCATION

UNIVERSITY OF ARKANSAS SCHOOL OF LAW, Juris Doctorate, Fayetteville AR, May 2010

LOUISIANA TECH UNIVERSITY, Ruston LA, Bachelors of Art in Psychology, May 2007

LICENSES

Arkansas Supreme Court

United States District Court - Eastern and Western District of Arkansas, Kansas, and Minnesota

SPEAKING ENGAGEMENTS, PRESENTATIONS, & ARTICLES

"How to Create a Trial Notebook" – December 2016 ATLA Construction Law Webinar CLE in Little Rock, AR

"10 Tips from 5 Years Litigating" – June 2015 ATLA Personal Injury CLE in Little Rock, AR

"Plan for Success: Fact Pattern & Case Outline" – June 2014 ATLA Personal Injury CLE in Little Rock, AR

"Subrogation: How Made Whole Applies to MedPay, Workers' Comp and ERISA" – June 2013 ATLA Personal Injury CLE in Little Rock, AR

"Book Review – Becoming a Trial Lawyer by Rick Friedman" (with Carter Stein) – ATLA Docket Fall 2016

"Subrogation: Does Made Whole Apply to this Health Plan?" – ATLA Docket Fall 2015

EXHIBIT 4

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF DANIEL M. HOMOLKA IN SUPPORT OF MINNESOTA
CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL OF COMMON
BENEFIT AWARDS**

I, Daniel M. Homolka, declare and state as follows:

1. I am the sole shareholder at the law firm of Daniel M. Homolka, P.A., and am duly authorized by the owners, managers, or board of directors of the firm to make this declaration on its behalf.

2. I submit this in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis.

4. I received my J.D. from William Mitchell College of Law in 1982. I have been admitted to practice before the Minnesota Supreme Court and the Federal District

Court for the District of Minnesota since 1982. I have 35 years of experience as a plaintiff's personal injury attorney, during which time I have secured multi-million dollar settlements on behalf of some of my individual clients. My experience also includes more than a decade working in mass tort litigation, including but not limited to mass-tort litigation and class action litigation related to fenfluramine/phentermine ("fen-phen") litigation against Wyeth, to price-fixing by drug companies supplying vitamins to grain and cereal companies, to diacetyl microwave-popcorn litigation, to the Toyota unintended-acceleration litigation, and to the Deepwater Horizon oil spill. I have been rated as a Super Lawyer® in multiple years, and have also been listed in the Best Lawyers® guide multiple times.

5. In addition to myself, the following individuals in Daniel M. Homolka, P.A. worked on this matter:

A. **Christy Partington.** Ms. Partington is a paralegal and legal administrative assistant with 25 years of experience in complex mass-tort litigation. Ms. Partington devoted substantial time to communicating with clients regarding the documentation required for the plaintiff fact sheets, interviewing and collecting information from prospective bellwether plaintiffs, assisting bellwether plaintiffs in the preparation of responses to interrogatories, ESI, and document production requests, and following up to ensure that all clients responded to these crucial requests for information.

B. **Tim Ott.** Mr. Ott is a legal assistant at Daniel M. Homolka, P.A. Mr. Ott devoted substantial time to communicating with clients regarding the documentation required for the plaintiff fact sheets, interviewing and collecting

information from prospective bellwether plaintiffs, assisting bellwether plaintiffs in the preparation of responses to interrogatories, ESI, and document production requests, and following up to ensure that all clients responded to these crucial requests for information.

C. **Traci Goodwin.** Ms. Goodwin is a legal assistant. She has 35 years of experience providing communication support, customer service and sales support for multiple businesses on an ongoing basis, including clerical, research, analytics and operational duties. Ms. Goodwin devoted substantial time to communicating with clients regarding the documentation required for the plaintiff fact sheets, interviewing and collecting information from prospective bellwether plaintiffs, assisting bellwether plaintiffs in the preparation of responses to interrogatories, ESI, and document production requests, and following up to ensure that all clients responded to these crucial requests for information.

6. During the pendency of this litigation, my firm performed the following
Common Benefit Work:

A. My firm was heavily involved in the process for selecting bellwether cases in Minnesota. As part of the process, 800 of the 32,000 producers who filed individual lawsuits were randomly selected as prospective bellwether plaintiffs. This selection was to be followed by the collection of case-specific information from at least 480 of these plaintiffs to Syngenta by December 1, 2015. Because of the large number of individual clients I was representing with Watts Guerra, Daniel

M. Homolka, P.A. contributed substantial effort and resources to the initial collection from these randomly selected farmers. Daniel M. Homolka, P.A. completed hundreds of telephone and in-person interviews, visited clients repeatedly throughout the corn belt, and collected the necessary information to meet the requirements of this court-ordered process. Following the initial winnowing process, 29 of the 40 Minnesota bellwether plaintiffs were joint clients of Watts Guerra and Daniel M. Homolka, P.A. As a result, Daniel M. Homolka, P.A. was also heavily engaged in bellwether discovery. This process required continual in-person meetings with clients to review and assist them responding to written interrogatories, assisting the clients with document production, and, crucially, ensuring the proper collection and preservation of electronically stored information. In addition, we completed discovery on three federal bellwethers.

B. In addition, Daniel M. Homolka, P.A. committed substantial resources to ensuring compliance with the plaintiff-fact-sheet requirements initially ordered in the Federal Syngenta MDL and subsequently adopted by Judge Sipkins in the consolidated Minnesota state-court litigation in January 2016. After Watts Guerra processed the initial waves of plaintiff fact sheets for our joint clients, it identified clients who still needed to provide the fact sheets or whose responses were insufficient or incomplete. Daniel M. Homolka, P.A. participated in the monumental effort engaged by Watts Guerra and its joint venture firms to reach these clients and ensure that they preserved their claims. This effort included personal and repeated follow-up contact by Daniel M. Homolka, P.A. with individual clients to remind

them of the need to respond, answer any questions or concerns of the clients, and to assist them in the prompt return of plaintiff fact sheets.

C. In addition to these efforts, I was involved in preparations for the bellwether trials, including providing support services to efforts to organize—and then attending—scientific focus groups, a mock trial, and the April 2017 *Mensik* trial. I provided witness management and other logistical support during the *Mensik* trial, in April 2017, which ended in a mistrial; and continued to assist in preparations for the rescheduled trial, which was set to take place in July 2017 before it settled in advance of trial. I provided similar trial preparation and trial assistance when Minnesota class counsel asked Mr. Watts to try the Minnesota class action with him. A preliminary global settlement was reached two weeks into the trial. All efforts of my law firm were authorized by Co-Lead Counsel.

7. In compliance with the Court’s Common Benefit Order dated 12/7/15 and the Court’s Order Establishing Common Benefit Rules dated 8/5/16 (jointly the “Common Benefit Orders”), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

8. My firm’s time and expense submissions to the Co-Lead Counsel in the Minnesota Litigation were prepared from the contemporaneous records that my firm maintains in the ordinary course of business.

9. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

10. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

11. To conduct this re-review of time, my firm retained a team of document reviewers to review of the contemporaneous email and phone records maintained by my firm, including identifying and categorizing Common Benefit work. Where I was unable to substantiate from my firm's records that the work or expenses was related Common Benefit tasks, it has not been included in this request. For example, this has resulted in a significant write-down in Common Benefit Expenses, where my firm's records were insufficient to relate particular receipts to Common Benefit tasks even though I believe they would have been reimbursable as Common Benefit expenditures.

12. After this re-review, I can confirm that this time was undertaken by the members of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

13. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$2,200,108.00. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Christy Partington	Paralegal	0.00	713.00	713.00	\$125.00	\$89,125.00
Dan Homolka	Lawyer	750.50	1204.50	1955.00	\$900.00	\$1,759,500.00
Tim Ott	Legal Assistant	794.00	1711.00	2505.00	\$100.00	\$250,500.00
Traci Goodwin	Legal Assistant	45.50	1300.94	1346.44	\$75.00	\$100,983.00
	TOTAL	1590.00	4929.44	6519.44		\$2,200,108.00

14. My firm has devoted all of its time to the present litigation while it has been pending. As a consequence, my firm has forgone all other legal work and sources of revenue that it might have pursued over a period of several years, and took upon itself the risk of receiving no compensation for its efforts.

15. My firm also seeks an award of \$2,772.41 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount Spent
E05. Long Distance Telephone	\$32.17
E09. Meals	\$1,074.48
E10. Mileage	\$290.58
E18. Ground Transportation (i.e. Rental)	\$1,347.64
E19. Miscellaneous (Describe)	\$27.54
Total	\$2,772.41

16. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

17. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense

vouchers, check and credit card records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 and Minn. Stat. § 358.116 that the foregoing is true and correct.

Executed on this 10th day of July, 2018, in Minneapolis, Hennepin County, Minnesota.

/s/ Daniel M. Homolka
Daniel M. Homolka

EXHIBIT 5

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF MICHAEL J. GAYAN, ESQ. IN SUPPORT OF
MINNESOTA CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL OF
COMMON BENEFIT AWARDS**

I, Michael J. Gayan, Esq., declare and state as follows:

1. I am a partner at the law firm of KEMP, JONES & COULTHARD, LLP ("KJC") and am duly authorized by my partners to make this declaration on KJC's behalf.

2. I submit this declaration in support of KJC's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. KJC's time and resources spent as counsel for the corn producers in this litigation have been contingent on the outcome of the action. KJC has not been paid for any of the time spent or reimbursed for expenses incurred on this litigation to date.

4. The Honorable Thomas M. Sipkins appointed my partner, Will Kemp, Esq., to the Minnesota Plaintiffs' Executive Committee ("PEC") by his order entered on August

5, 2015. I have worked closely with Mr. Kemp on this matter since his appointment to the PEC.

5. KJC's background and experience as a firm is summarized in the *curriculum vitae* attached hereto as Exhibit A. The background and experience of each KJC timekeeper who worked on this matter is summarized in the document attached hereto as Exhibit B.

6. During the pendency of this litigation, KJC performed the following general types of Common Benefit Work in conjunction with Will Kemp's appointment to the Plaintiffs' Executive Committee:

- a. Conduct research into the applicable laws of various states for use in the non-class Master Complaint;
 - b. Draft the claims portions of the non-class Master Complaint for various states;
 - c. Participate in periodic PEC leadership calls to discuss case status and strategies;
 - d. Prepare for and participate in numerous pre-trial focus groups to test liability and damages evidence and themes, with the preparations including research and drafting of potential jury instructions; and
 - e. Assist KJC's 170-plus individual clients in complying with the Court's order requiring Plaintiff Fact Sheets.
7. KJC also performed Common Benefit Work at Co-Lead Counsel's request

by:

- a. Drafting various summary judgment papers filed in the Mensik matter, including but not limited to a portion of Plaintiff's opposition to Syngenta's motion for summary judgment and a portion of Plaintiff's reply in support of his motion for summary judgment;
 - b. Drafting various pre-trial motion papers filed in the Mensik matter, including but not limited to the motion and reply to exclude Syngenta's expert on Chinese law (Dr. Zhang) and the opposition to Syngenta's motion to exclude Plaintiff's expert (Sumner); and
 - c. Assisting one of Syngenta's chosen bellwether plaintiffs, Jacqueline Montony, by helping defend her deposition in Phoenix, Arizona, preparing a deposition summary at Co-Lead Counsel's request, and discussing the results of her deposition on a conference call with Co-Lead Counsel and/or their designated representatives.
8. KJC prepares and maintains contemporaneous records of its time spent and expenses incurred on every case it handles in the ordinary course of its business operations.
9. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm regularly submitted its Common Benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

10. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

11. As part of the preparation of my declaration, I or others at my direction re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment. I directed the removal of any time and expenses not in compliance with the terms of the Common Benefit Orders.

12. After this re-review, I can confirm that all submitted Common Benefit time was undertaken by the members of my firm at my direction. I believe that the Common Benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

13. After exercising billing judgment and making billing reductions based on a review of KJC's records, the total Common Benefit lodestar for my law firm is **\$496,492.50**. This amount reflects KJC's normal rates charged in other similar actions, including for matters on behalf of KJC's hourly clients. KJC has ensured the time spent on this case was necessary and not duplicative of work done or being done by others. KJC made assignments in a coordinated manner to ensure that talents and resources were properly utilized. A breakdown of the lodestar is provided below.

Name	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Lodestar
Will Kemp	Partner	81.4	2.6	84.0	\$650	\$54,600.00
J. Randall Jones	Partner	2.2	0.8	3.0	\$650	\$1,950.00
William L. Coulthard	Partner	223.8	36.7	260.50	\$500	\$130,250.00

Name	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Lodestar
Michael J. Gayan	Partner	155.3	8.8	164.1	\$375	\$61,537.50
Madison P. Zornes-Vela	Associate	310.4	4.0	314.4	\$250	\$78,600.00
Joshua D. Carlson	Associate	49.1	0.0	49.1	\$325	\$15,957.50
Hilari N. Alberto	Paralegal	56.5	589.4	645.9	\$175	\$113,032.50
Nicole McLeod	Paralegal	1.3	104.4	105.7	\$175	\$18,497.50
Jennifer D. Hodge	Paralegal	0.5	123.7	124.2	\$175	\$21,735.00
Michelle Holloman	Paralegal	0.0	1.9	1.9	\$175	\$332.50
Totals		880.5	872.3	1,752.8		\$496,492.50

14. But for Will Kemp's appointment to the PEC and Co-Lead Counsel's assignment of Common Benefit Work to my firm, all of KJC's time spent on this litigation would have otherwise been spent on other work that generated fees.

15. My firm also seeks an award of \$505,200.18 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Description of Costs	Amount
E01 – Litigation Assessment Fees	\$485,000.00
E03 – Postage Charges	\$0.50
E04 – Facsimile Charges	\$1,537.46
E05 – Long Distance Telephone	\$117.59
E06 – In-house Photocopying	\$3,292.20
E07 – Outside Photocopying	\$0.40
E08 – Hotels	\$3,241.59
E09 – Meals	\$368.86
E11 – Air Travel	\$5,950.24
E13 – Lexis/Westlaw	\$4,363.09
E14 – Court Fees	\$0.20
E16 – Investigation/Service Fees	\$680.10

Description of Costs	Amount
E18 – Ground Transportation (i.e., Rental)	\$647.95
TOTAL	\$505,200.18

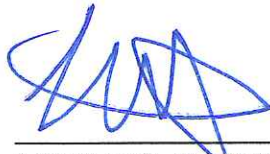
16. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Orders. KJC's requested award is in conformity with those Orders.

17. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records, and other documents and are an accurate record of KJC's expenses incurred in this litigation.

18. As identified above, KJC paid \$485,000.00 in PEC assessments to Bassford Remele. It is my understanding Bassford Remele placed those assessments in a litigation fund and used them for certain Common Benefit Expenses incurred as part of the litigation. It is also my understanding that Mr. Remele, on behalf of Co-Lead Counsel, will explain to the Court how all such funds were used to advance this litigation for the benefit of all plaintiffs.

I declare under penalty of perjury that everything I have stated in this document is true and correct.

Executed on this 10th day of July, 2018 in Clark County, Nevada.



 MICHAEL GAYAN

EXHIBIT A

Kemp, Jones & Coulthard, LLP

3800 Howard Hughes Parkway, Suite 1700

Las Vegas, NV 89169

Tel: (702) 385-6000 | Fax: (702) 385-6001

A Record of Proven Results

Kemp, Jones & Coulthard, LLP is a litigation boutique of respected and trusted trial lawyers dedicated to providing their clients the highest quality of professional legal services. Our litigators have skillfully prosecuted and defended claims on behalf of prominent local, state, national, and international businesses and high-net-worth individuals in some of the most complex and noteworthy commercial actions brought in Nevada's state and federal courts. The firm is also renowned for its successes on behalf of consumers in mass tort, construction defect, products liability, catastrophic personal injury, and class action cases.

The firm's diverse representation of both businesses and consumers and its prosecution and defense of a full spectrum of legal and equitable claims gives Kemp, Jones & Coulthard, LLP the competitive advantage every client seeks in a litigation firm. Since its formation in 1993, Kemp, Jones & Coulthard, LLP has recovered more than a billion dollars in verdicts and settlements for its clients.

Skilled and Effective Advocates

Named one of the Best Law Firms in Nevada for general commercial litigation by *US News* and *Chambers USA*, Kemp, Jones & Coulthard, LLP maintains a highly diversified litigation practice in all forums including mediation, arbitration, state and federal trial courts, and the appellate court systems. Since its formation in 1993, Kemp, Jones & Coulthard, LLP has earned a prestigious reputation litigating on behalf of both plaintiffs and defendants in complex commercial and business litigation, construction and lien litigation, and real estate cases, while also successfully championing the legal rights of consumers in class actions. The representation of both plaintiffs and defendants, and consumers and businesses, affords Kemp, Jones & Coulthard, LLP a unique perspective that helps give its clients a competitive edge.

Diverse Representation

Kemp, Jones & Coulthard, LLP was a pioneer in Nevada's construction defect litigation and continues to be a progressive force in this field, having successfully tried to verdict the first – and most recently, the largest – construction-defect class actions in the state on behalf of Southern Nevada homeowners. The firm represents landowners in zoning and land use matters before municipal bodies and performs transactional work for

Kemp, Jones & Coulthard, LLP

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Las Vegas, NV 89169

Tel: (702) 385-6000 | Fax: (702) 385-6001

select clients. Kemp, Jones & Coulthard, LLP has also developed a strong reputation for inverse condemnation litigation, having recovered millions of dollars for clients whose real property was taken or devalued by government action.

As innovators in multi-district product defect litigation and other mass torts, the firm has prosecuted hundreds of claims against medical device and pharmaceutical drug companies and was instrumental in making the tobacco industry accountable to smokers. The firm also has recovered tens of millions of dollars for the victims of catastrophic personal injury and trauma, and its trial lawyers have been appointed as Class Counsel in numerous certified class actions on behalf of hundreds of thousands of class members in cases involving product defects, securities violations, insurance fraud, and widespread statutory violations. The firm's appellate practice is also first rate, as its skilled advocates represent clients before the Nevada Supreme Court, the Ninth Circuit Court of Appeals, and the United States Supreme Court, victoriously obtaining a unanimous decision from the United States Supreme Court in the 84,000-member class action, *Humana v. Forsyth*.

An Innovative and Aggressive Litigation Team

The firm takes great pride in its team of experienced partners, talented and devoted associate attorneys, skilled paralegals, knowledgeable legal secretaries, and hard-working staff. Regardless of the nature of the case or the client, Kemp, Jones & Coulthard, LLP utilizes cutting-edge litigation-support services and innovative strategies to ensure that its clients receive the most effective and progressive representation available in Nevada.

Philanthropic Support

Kemp, Jones & Coulthard, LLP is also proud to give back to the community through pro bono legal work provided at no cost to needy clients of the Legal Aid Center of Southern Nevada. Firm attorneys assisted Legal Aid lawyers to successfully obtain recovery in a class action on behalf of payday loan customers swindled out of exorbitant and illegal fees. The firm's success has also enabled it and its partners to make generous contributions towards the construction of the Boyd School of Law at UNLV and the Legal Aid Center's building fund to promote high-quality legal education and legal services for indigent clients.

Kemp, Jones & Coulthard, LLP

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Las Vegas, NV 89169

Tel: (702) 385-6000 | Fax: (702) 385-6001

Noteworthy Cases

Instrumental in obtaining a **\$200+ Billion** Recovery in the Tobacco Litigation

Member of the Plaintiffs' Committee responsible for **\$7 Billion** in Settlements for hundreds of thousands of FenPhen Users

\$505 Million Verdict against Drug Companies for Endoscopy Center Patient Contracting Hepatitis C

Nearly **\$300 Million** in Class Action Settlements for Nevada Homeowners with Defective Kitec Plumbing

\$50 Million in Recovery for Medical Device Company Shareholders in a Director-Fraud Action brought by Corporate Receiver

\$48 Million in Settlements for San Juan Dupont Plaza Fire Litigation Clients

\$32 Million Settlement against Humana for 84,000 Nevada Insureds in Health Care Fraud Class Action

\$20 Million in Settlements for Condominium Owners for Construction Defects in Large Las Vegas Condominium Development

\$19 Million Jury Verdict and Judgment for Small Business Owner against Multi-National Hotel Chain for Breach of Contract

\$18 Million in Settlements for Peach Tree Plaza Fire Litigation Plaintiffs

\$13 Million Jury Verdict, Fees, and Costs against Plumbing Subcontractor for Defective Plumbing Fittings

\$7.2 Million Jury Verdict in a Partnership Fraud and Embezzlement Case

\$4.25 Million Inverse Condemnation Judgment Against the City of North Las Vegas

\$1.1 Million in Recovery against Clark County for Frontier Estates Homeowners Injured due to a Flood Channel Design Defect

EXHIBIT B

Kemp, Jones & Coulthard, LLP

3800 Howard Hughes Parkway, Suite 1700
Las Vegas, NV 89169
Tel: (702) 385-6000 | Fax: (702) 385-6001

Selected Attorney Biographies

Partners

Will Kemp, Esq.

Position: Founding partner

Admitted: Nevada, 1978; U.S. District Court, District of Nevada; U.S. Court of Appeals, Ninth Circuit; U.S. Supreme Court

Education: Loyola University of Los Angeles (B.A., 1975); Northwestern University; University of Arizona (J.D., 1978)

Membership: State Bar of Nevada; Clark County Bar Association; American Bar Association; Nevada Justice Association

Honors & Awards: Nevada Trial Lawyer of the Year (2012, 2014); Martindale-Hubbell, A-V Preeminent; Best Lawyers in America (multiple years and areas of practice); Super Lawyers, Mountain States Top 10; Chambers USA, Nevada Litigation; Nevada Business Magazine, Legal Elite

Practice Areas: Products Liability, Mass Torts, Class Actions, Wrongful Death

J. Randall Jones, Esq.

Position: Founding partner

Admitted: Nevada, 1981; U.S. District Court, District of Nevada; U.S. Court of Appeals, Ninth Circuit; U.S. Supreme Court

Education: University of Nevada (B.A., 1978); California Western School of Law (J.D., 1981)

Membership: State Bar of Nevada; Clark County Bar Association; American Bar Association; Nevada Justice Association; Legal Aid Center of Southern Nevada, Board Member; Thomas & Mack Legal Clinic, Advisory Board Member; California Western School of Law, Trustee; Co-author: Survey of State Class Action Law, Nevada published annually by the American Bar Association

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Honors & Awards: Nevada Trial Lawyer of the Year (1998); Martindale-Hubbell, A-V Preeminent; American Board of Trial Attorneys; International Network of Boutique Law Firms; Conferred Honorary Doctor of Laws degree by California Western School of Law; Super Lawyers; Best Lawyers in America; Chambers USA, American's Leading Lawyer in Business; Chambers USA, Nevada Litigation: General Commercial; Nevada Business Magazine's Legal Elite

Practice Areas: Complex Commercial Litigation, Mass Tort, Class Actions, Construction Litigation

William L. Coulthard, Esq.

Position: Partner

Admitted: Nevada; Idaho; U.S. District Court, District of Nevada; U.S. Court of Appeals, Ninth Circuit; U.S. Supreme Court

Education: University of California at Davis (B.S., 1982); California Western School of Law (J.D., 1990)

Membership: State Bar of Nevada; State Bar of Idaho; Clark County Bar Association; Nevada Justice Association; American Association for Justice

Honors & Awards: Martindale-Hubbell, A-V Preeminent; Best Lawyers, Commercial Litigation, Construction Litigation, Land Use and Zoning Litigation, and Real Estate Litigation; Super Lawyers, Mountain States (2012 to present)

Practice Areas: Commercial Litigation, Construction Litigation, Land Use & Zoning Litigation, Real Estate Litigation

Spencer H. Gunnerson, Esq.

Position: Partner

Admitted: Nevada, 2004; U.S. District Court, District of Nevada, 2004; U.S. Court of Appeals, Ninth Circuit, 2013

Education: Brigham Young University (B.A., 1999); University of Utah (J.D., 2003)

Kemp, Jones & Coulthard, LLP

3800 Howard Hughes Parkway, Suite 1700
Las Vegas, NV 89169
Tel: (702) 385-6000 | Fax: (702) 385-6001

Membership: State Bar of Nevada; Clark County Bar Association; Nevada Justice Association

Honors & Awards: Martindale-Hubbell, A-V Preeminent; Super Lawyers, Mountain States Rising Stars

Practice Areas: Commercial Litigation, Real Estate Litigation, Title Litigation

Michael J. Gayan, Esq.

Position: Partner

Admitted: Nevada, 2008; U.S. District Court, District of Nevada; U.S. Supreme Court

Education: Brigham Young University (B.S., 2004); William S. Boyd School of Law (J.D., *cum laude*, 2008)

Membership: State Bar of Nevada; Clark County Bar Association; Nevada Justice Association; Co-author: Survey of State Class Action Law, Nevada published annually by the American Bar Association

Honors & Awards: Super Lawyers, Mountain States Rising Stars (2012 to present); Clark County Pro Bono Project, Honor Roll (multiple years)

Practice Areas: Class Actions, Complex Commercial Litigation, Mass Torts, Wrongful Death, Construction Defect

Associates

Madison P. Zornes-Vela, Esq.

Position: Associate Attorney

Admitted: Nevada, 2014

Education: Texas A & M University (B.S., 2007); William S. Boyd School of Law (J.D., *summa cum laude*, 2014)

Membership: State Bar of Nevada; Clark County Bar Association, Member; Howard D. McKibben Inn of Court, Member

Kemp, Jones & Coulthard, LLP

3800 Howard Hughes Parkway, Suite 1700
Las Vegas, NV 89169
Tel: (702) 385-6000 | Fax: (702) 385-6001

Honors & Awards: Legal Aid Center of Southern Nevada, Pro Bono Project, 100 Hour Club, 2017

Practice Areas: Complex Commercial Litigation, Class Actions, Mass Torts

Joshua Carlson, Esq.

Position: Associate Attorney

Admitted: Nevada, 2010; U.S. District Court, District of Nevada, 2011

Education: Colorado State University (B.S., 2003); Valparaiso University (M.B.A., 2009); William S. Boyd School of Law (J.D., 2009)

Membership: State Bar of Nevada; Clark County Bar Association

Practice Areas: Complex Commercial Litigation, Construction Litigation, Real Estate Litigation, Wrongful Death

Paralegals

Hilari N. Alberto

Position: Paralegal

Certificate: Paralegal certificate, 2001

Practice Areas: Commercial Litigation, Construction Litigation, Mass Torts, Class Actions

Jennifer D. Hodge (paralegal)

Position: Paralegal

Certificate: Paralegal certificate

Education: M.B.A. at Webster University in San Diego; B.A. of Science in Business Administration and Management at University of Redlands in San Diego

Practice Areas: Commercial Litigation, Construction Litigation, Mass Torts, Class Actions

Kemp, Jones & Coulthard, LLP

3800 Howard Hughes Parkway, Suite 1700

Las Vegas, NV 89169

Tel: (702) 385-6000 | Fax: (702) 385-6001

Nicole McLeod (paralegal)

Position: Paralegal

Certificate: Paralegal certificate, 2002

Practice Areas: Commercial Litigation, Construction Litigation, Mass Torts, Class Actions

EXHIBIT 6

STATE OF MINNESOTA
COUNTY OF HENNEPIN

DISTRICT COURT
FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Case Type: Civil Other
Honorable Laurie J. Miller

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF ROBERT K. SHELQUIST IN SUPPORT OF
MINNESOTA CO-LEAD COUNSEL'S JOINT MOTION
FOR APPROVAL OF COMMON BENEFIT AWARDS**

I, Robert K. Shelquist, declare and state as follows:

1. I am a partner at the law firm of Lockridge Grindal Nauen P.L.L.P. ("LGN"). Based on my position with my firm and in furtherance of my court appointment as Liaison Counsel, I am duly authorized by the partners of the firm to make this declaration on its behalf.

2. I submit this Declaration in support of my firm's contribution as further delineated in Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this Declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers and fulfilled court-ordered and common benefit work in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae*

attached hereto as Exhibit A. Further information about the firm and its members can be found at www.locklaw.com.

4. The Lockridge attorneys and staff involved in this matter are well-versed in complex litigation and coordinated multidistrict litigation, several of them have held court-appointed leadership positions in the context of certified classes and coordinated litigation, and all are required by the firm to submit daily time records in this and other firm matters.

a. Richard Lockridge graduated from law school in 1974. He is a former Minnesota Assistant Attorney General and was a law clerk to the Honorable Myron H. Bright of the Eighth Circuit Court of Appeals. During the past forty years, Mr. Lockridge has focused his practice on securities and antitrust class action litigation. He has led litigation teams in a number of high profile complex class action matters and has developed a national reputation for fairness, integrity and superior legal representation.

b. Robert Shelquist graduated from law school in 1990. Mr. Shelquist heads up the firm's consumer protection and products liability litigation practice groups. During the course of his career, he has represented individuals, small businesses and corporations in a wide range of civil litigation including defective and mispriced products, securities and ERISA, anti-competitive conduct, privacy, and the use of sharp business practices, fraud, misrepresentations, and other statutory violations in conjunction with the sale of goods and services. Mr. Shelquist has represented plaintiffs as court-appointed counsel and was one of the trial attorneys in two national class actions tried to verdict. In *Peterson v. BASF Corp.*, a judgment in excess of \$60 million was paid following a jury verdict, multiple state appellate opinions, and two trips to the U.S. Supreme Court. Mr.

Shelquist has been and continues to be named Lead, Executive Committee, Plaintiff Steering Committee, and Committee Chair in complex litigation in both federal and state courts throughout the United States. Over the course of his career, Mr. Shelquist has led cases which have collectively resulted in close to \$1 billion worth of recoveries by way of judgment and settlement. He continues to lecture at continuing legal education events on a variety of topics, has been involved in the leadership of the consumer section of the Bar Association, and is a member of a working group for Standards and Best Practices, Duke Law Center for Judicial Studies. Mr. Shelquist was named one of Minnesota Lawyer's Attorney of the Year in 2017.

c. Rebecca Peterson graduated from law school in 2005. She practices in the firm's class action group with an emphasis in securities, products liability, ERISA and data privacy litigation. Ms. Peterson had extensive experience prior to joining the firm including Thomson Reuters, the California Attorney General's Office, North State Advisors and private law firms. Ms. Peterson was named one of Minnesota Lawyer's Attorney of the Year in 2017.

d. Krista Freier graduated from law school in 2009. Krista Freier practices in the firm's class action group with an emphasis in products liability. She is a 2009 graduate of Hamline University School of Law where she was a Student Attorney in Hamline's Child Advocacy Clinic and interned with the Honorable Gregory G. Galler in Minnesota State Court. While attending law school, Krista clerked with the Hennepin County Attorney's Office in the divisions of Juvenile Prosecution-Victim Witness and Child Support.

e. Kevin Ravenscroft graduated from law school in 2009. Mr. Ravenscroft has extensive experience in research and legal writing. He has worked individually and with junior attorney teams to prepare deposition support and reports for senior partners. Mr. Ravenscroft has also conducted ad hoc research queries to locate specific documentary support and drafted motions as support in litigation. He has also provided partners with background and preliminary research into suspect product markets prior to drafting of complaints.

f. Rachel Christiansen graduated from law school in 2004. Ms. Christiansen has extensive litigation experience in which she has prepared deposition materials and outlines, written deposition summaries and gathered factual evidence for depositions and second-chaired depositions. She has also been lead attorney for depositions. Ms. Christiansen has drafted discovery, addressed privilege log issues and drafted pleadings. She has worked internationally, researching and drafting memoranda on various issues.

g. Kristin Marttila graduated from law school in 2005. Kristen Marttila practices primarily in the areas of antitrust, environmental and land use, business law, and health care law. She frequently serves as local counsel in a wide variety of matters, including intellectual property, consumer, and complex ERISA cases. She clerked for the Honorable Patrick J. Schiltz in the United States District Court for the District of Minnesota. In 2005, she graduated from the University of Iowa College of Law with high distinction and was a member of the Order of the Coif. She was also awarded the Boyd Service Medallion for her public interest work. In law school, she was a symposium editor

for the Journal of Transnational Law and Contemporary Problems and competed in the Jessup International Moot Court. She also earned her M.S. in urban and regional planning, with an emphasis in land-use and environmental planning, and a B.A. in English. Ms. Marttila received the Sierra Club North Star Achievement Award in recognition of service as Chapter Legal Chair (2007).

h. Rick Linsk graduated from law school in 2008. Mr. Linsk is an experienced second-career lawyer devoted to rigorous attention to detail and zealous representation of his clients. He works primarily in the firm's health care, insurance, employment, and products liability litigation practices. He frequently represents medical practitioners in regulatory and litigation matters. He has particular experience with insurance bad-faith claims and employee benefit litigation brought under the Employee Retirement Income Security Act (ERISA). Mr. Linsk is a member of the Minnesota Supreme Court's Advisory Committee on the Rules of Public Access to Records of the Judicial Branch. Mr. Linsk served as an extern to Judge David Minge of the Minnesota Court of Appeals. Mr. Linsk was a judicial law clerk at the Minnesota Supreme Court for the Honorable Paul H. Anderson, the Honorable G. Barry Anderson, and the Honorable Lorie S. Gildea, associate justices at the time.

i. Scott Moriarity graduated from law school in 2002. Mr. Moriarity is an active member of the Federal Bar Association, where he has provided pro bono representation through its Pro Se Project; served as editor of the IP Browser, the FBA newsletter on intellectual property law; and worked on the Minnesota Chapter's legal education committee. An engaged community member, Mr. Moriarity is on the board of

In the Heart of the Beast Mask and Puppet Theater, which supports theater and school-age programming on the environment and social diversity. He also serves on the board of the TwinWest Chamber of Commerce Foundation, which champions workforce development and early childhood education in Minneapolis' western suburbs. Mr. Moriarity also served as a law clerk in the state and federal courts, with Judge Mark S. Wernick in Hennepin County district court; with Judge Wilhelmina M. Wright in the Minnesota Court of Appeals; and with Magistrate Judge Jeanne J. Graham in the U.S. District Court, District of Minnesota.

j. Laura Matson graduated from law school in 2014. She has extensive research experience and authored many articles regarding various environmental issues. She has consulted internationally on these issues, as well.

k. Ke Huang graduated from law school in 2015. Ms. Huang has experience in legal research and drafting in the areas of civil law and immigration. She is fluent in Chinese.

l. Craig Davis graduated from law school in 1982. Mr. Davis practices in the firm's complex litigation and class action group, focusing on product liability and antitrust litigation regarding cartels or products that have harmed buyers or disrupted their markets. His discovery experience includes preparing for, taking, defending, and assisting with numerous depositions, and propounding and answering written discovery, both individually and working with teams of discovery lawyers. He has co-written published articles about discovery related to European defendants. He has developed and tried cases and worked on dispositive and non-dispositive motions for state and federal class action

and multi-district cases. Mr. Davis was named one of Minnesota Lawyer's Attorneys of the Year in 2017. He earned the NITA Advocate designation from the National Institute for Trial Advocacy (NITA). He has presented to legal and business organizations on warranties in supply chain agreements, class action developments, and agricultural antitrust law issues. He is the former Chair of the Minnesota State Bar Association's Antitrust Law Section, and was recently elected as an emeritus member of its Antitrust Council. He is also a member of the Fellows of the American Bar Foundation, the Institute for Supply Management, and the Midwest Global Trade Association.

m. Elizabeth Odette graduated from law school in 2004. focuses her practice on antitrust, product liability, consumer, and class action litigation. She has particular experience in antitrust discovery disputes, third party discovery, expert issues, trial management, and evidentiary issues. Ms. Odette co-presented a CLE on Federal Third-Party Subpoenas.

n. Jacob Saufley graduated from law school in 2012. Mr. Saufley practices in the firm's class action group with an emphasis in the areas of product and consumer liability, antitrust, and employment litigation. Prior to joining the firm, he worked at the League of Minnesota Cities and a large local law firm, where he gained significant experience in municipal law, data practices, elections, land use, and real estate. Outside of practice, Jacob serves as a member of the Minneapolis Zoning Board of Adjustment, which fuels his interest in land-use policy and development.

o. Kelly LeRoy earned an Associate of Science Degree from North Hennepin Community College in Paralegal Studies. Ms. LeRoy has more than twenty

years' experience as a paralegal in the area of complex litigation, specializing in consumer fraud and products liability. She has experience working with cases venued in many federal courts and through the Multi-District Litigation Panel. Ms. LeRoy has maintained voluminous case files, designed and implemented document coding databases, coordinated and monitored multiple coding projects, and prepared attorneys for depositions and hearings. She has also prepared for and participated in several trials.

5. During the pendency of this litigation, my firm performed, *inter alia*, the following Common Benefit Work in conformance with the court-ordered liaison functions and at the direction of Co-Lead Counsel:

a. LGN performed numerous duties as the court-appointed Liaison Counsel and performed substantive legal work from the pre-trial through trial stages of the litigation at the direction of Co-Lead Counsel. As to the LGN Liaison function, our staff worked with the Hennepin County Clerk's Office to establish procedures for the filing and tracking of multi-plaintiff complaints. From those filings, a master e-mail list was compiled and updated to ensure communication with all counsel who filed one or more cases in Hennepin County were informed of significant court orders and the case status from inception through settlement. Barb Gilles worked with the Court Clerk regarding filing and maintaining a current e-mail list of counsel of record, and provided counsel communications. In addition, our firm maintained an electronic docket of significant motions and court rulings so that all counsel had a resource to review or download information which pre-dated their involvement in the case.

b. LGN also served as a bridge between the MDL and this action to coordinate efforts and share work products as allowed by the Joint Prosecution Agreements. We continuously monitored deposition notices being served and/or filed in the Kansas MDL and cross-noticed those depositions, as appropriate, in Minnesota.

c. LGN also was asked to assign experienced attorneys to perform legal research, draft motions, draft responses to motions, and argue motions. The research and motion practice spanned all facets of the litigation and included, *inter alia*, drafting the Master Consolidated Complaints for multiple states, a Defendant Fact Sheet requirement, opposition to summary judgment and Frye-Mack motions, challenges to defendants' experts, drafting jury instructions and a special verdict form, and challenges to claims privilege and confidentiality. At the request of Richard Paul's partner Ashlea Schwarz, and Lew Remele's associates, Rebecca Peterson and Craig Davis performed substantive research and worked on multiple pre-trial motions for bellwether trials. These included summary judgment motions for the *Mensik* bellwether case. In conjunction with privilege challenges, searches by Krista Freier were utilized to identify if copies of documents had already been produced. In addition, substantive searches related to documents on defendant's trial exhibit list were run to search for more complete copies of e-mail strings or to place a document in context.

d. LGN was also asked to dedicate experienced lawyers to pursue several document review and related deposition preparation projects. This work was done for non-LGN clients who had been selected as either potential or actual bellwether plaintiffs through the Court's trial selection process. Craig Davis and Rebecca Peterson coordinated

bellwether amended discovery responses. Rebecca Peterson drafted third party subpoenas. Craig Davis, Kevin Ravenscroft, Jake Saufley, and Krista Freier were asked to compile documents produced by the plaintiffs and produced by defendants related to the plaintiffs to help prepare for depositions. A number of these projects were on short deadlines. For elevator plaintiffs, the work was extensive. In addition, Craig Davis traveled to help prepare witnesses for testimony and second-chaired the defense of these depositions. Krista Freier and Kevin Ravenscroft helped prepare witness kits. Many of these plaintiffs used the materials to answer discovery requests, to serve amended discovery requests, and to help build damages models. Rebecca Peterson performed substantive review of a defense privilege log and worked on challenges based on improper privilege assertions. Kelly LeRoy assisted co-lead counsel in preparing witness and deposition documents, and communicating with all counsel requesting documents, updating client lists and information.

e. LGN took the lead on behalf of the Minnesota action and often acted in a coordinated effort with MDL counsel regarding several broad discovery categories. The larger of these projects included a challenge to defendants withholding insurance information, challenges to the sufficiency of responses to document requests, challenges to the privilege log, and challenges to defendants' expert Carrato and ancillary requests for documents surrounding his employment at Monsanto.

f. I was asked to be the Minnesota designee to question Syngenta employees Terese Rennie, Jill Wheeler, David Morgan, Chuck Lee, and Paul Minehart. I also took the 30(b)(6) deposition of the ADM representative. Rebecca Peterson, Krista

Freier, Kevin Ravenscroft, and Kelly Leroy helped me conduct document searches from these custodian files, helped identify documents to be used during the depositions, and helped to develop outlines to question the witnesses.

g. My firm was significantly involved in three jury research exercises. This work included the coordination of all parties, helping to develop, edit, and balance scripts, identifying and preparing documents to be used by each side, drafting Powerpoint presentations, providing video cuts from depositions, drafting jury instructions, participating as one side's counsel in two of the exercises, acting as a moderator for a mock jury's deliberations. My defense presentations were drafted as part of a group effort and were modified from one session to the next by people attending the mock jury sessions. Preparing these presentations included document reviews to support the defendant case we were charged with presenting. These document searches formed the backbone of themes and exhibits used at the exercises and also aided in identifying deposition testimony to play for the mock jurors. In addition, Kelly LeRoy handled all of the scheduling, coordinated with the jury research consultant, and performed all administrative tasks associated with the project.

h. We also participated in the trial including arguing pre-trial motions, drafting affirmative motions, and responses to pre-trial motions, preparing named-plaintiffs for testimony, preparing expert witnesses for testimony, collating exhibits as entered as part of the drafting process for motions for directed verdict or JNOV motions, and trial logistics regarding attendance in the courtroom and the supplementary courtroom. We worked on preparing deposition cuts for trial. Craig Davis and Rebecca Peterson worked on drafting

or responding to multiple motions to exclude testimony of experts, including Antony Page, Robert Daines, Bernard Black, Hongjun Zhang, and Alan McHughen. We also worked on financial evidence for the damages phase. Rebecca Peterson argued a number of expert witness motions, and was asked to sit with class representatives to help them prepare for testimony at night and was also tasked with preparing trial subpoenas, and tracking exhibits and testimony to prepare pleadings for trial motions.

i. LGN also worked with lead firms to jointly attack expert witness J. Thomas Carrato. These coordinated efforts with MDL counsel resulted in documents being produced, and, ultimately, the withdrawal of Carrato as an expert with the agreement that no substitute for his function would be allowed for the Minnesota trials scheduled.

j. Throughout the litigation, Minnesota counsel of record were kept up-to-date on important motion practice and orders, time and expense reporting requests, key litigation dates, and daily updates during the trials. We also received numerous requests for documents from leadership firms and non-leadership firms. Also, with regard to processes for time and expense reporting, class certification, and opting plaintiffs out of proposed classes, filing cases on multi-plaintiff complaints in Hennepin County, the status of the case, and the claims process associated with the settlement, our firm fielded numerous calls and e-mails and provided substantive responses to each question.

6. The time report was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The hourly rates for the partners, attorneys, and professional support staff in my firm included in this submission are the same as the

usual and customary hourly rates currently charged for their services in similar complex contingent or class action litigation matters. My firm's lodestar figures are based on the firm's 2017 fee billing rates, which do not include charges for expense items.

7. In compliance with the Court's Common Benefit Order dated December 7, 2015 and the Court's Order Establishing Common Benefit Rules dated August 5, 2016 (jointly the "Common Benefit Orders"), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation on a monthly basis.

8. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of our individual clients who were not either bellwether or class representative plaintiffs.

9. As part of the preparation of my Declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

10. In a coordinated effort with staff, we have reviewed time and expense entries internally and again with Minnesota Co-Lead Counsel to ascertain the appropriateness of the activities in light of this Court's directives and authorizations received from Co-Lead Minnesota Counsel to proceed with the tasks. All of this review work in support of the fee and expense application was accomplished without any time and expenses being billed.

11. After this re-review, I can confirm that our time was undertaken by the members of my firm at my direction and in conformance with our Court-ordered Liaison duties and as requested by Co-Lead Counsel and trial counsel. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

12. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$4,133,100.25¹. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Christiansen, Rachael	Associate	42.30	0.00	42.30	\$325.00	\$13,747.50
Davis, Craig	Associate	1146.35	0.50	1146.85	\$525.00	\$602,096.25
Freier, Krista	Associate	1526.75	15.50	1542.25	\$420.00	\$647,745.00
Gilles, Barbara	Legal Administrative Assistant	12.50	0.00	12.50	\$150.00	\$1,875.00
Huang, Ke	Associate	428.80	0.00	428.80	\$325.00	\$139,360.00
Kopel, Alex		15.75	0.00	15.75	\$125.00	\$1,968.75
LeRoy, Kelly	Paralegal	880.75	126.75	1007.50	\$200.00	\$201,500.00
Linsk, Rick	Associate	36.25	0.00	36.25	\$450.00	\$16,312.50
Saufley, Jacob	Associate	649.85	7.60	657.45	\$420.00	\$276,129.00
Lockridge, Richard	Partner	0.25	0.50	0.75	\$900.00	\$675.00
Loeding, Greg	IT	8.00	0.00	8.00	\$90.00	\$720.00
Marttila, Kristen	Associate	68.00	0.00	68.00	\$500.00	\$34,000.00
Moriarity, Scott	Associate	26.50	0.00	26.50	\$500.00	\$13,250.00
Odette, Elizabeth	Partner	1.80	0.00	1.80	\$550.00	\$990.00
Peterson, Rebecca	Associate	1204.00	0.00	1204.00	\$500.00	\$602,000.00
Ravenscroft, Kevin	Associate	933.85	0.00	933.85	\$325.00	\$303,501.25
Shelquist, Robert	Partner	1614.50	0.00	1614.50	\$785.00	\$1,267,382.50

¹ Through my appointment as an Executive Committee member in the Kansas MDL, our firm took on separate MDL assignments which were billed contemporaneously with daily time records to a separate billing matter number. None of the time working on MDL projects is being submitted for consideration via this Minnesota petition. All of my firm's MDL time will be included in the separately-filed MDL petition seeking fees and cost reimbursement.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Matson, Laura	Associate	30.30	0.00	30.30	\$325.00	\$9,847.50

TOTAL	8626.50	150.85	8777.35

\$4,133,100.25

13. Each of the attorneys are firm partners or associates and hours spent by each in this matter precluded them from working those hours on other firm matters.

14. My firm also seeks an award of \$563,746.95 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount
E01. Assessment Fees	\$459,217.00
E02. Federal Express/Local Courier	\$252.66
E03. Postage Charges	\$55.64
E04. Facsimile Charges	\$2.00
E05. Long Distance Telephone	\$79.07
E06. In-House Photocopying	\$7,078.55
E08. Hotels	\$7,120.54
E09. Meals	\$985.27
E10. Mileage	\$814.98
E11. Air Travel	\$9,353.92
E13. Lexis/Westlaw	\$74,126.96
E14. Court Fees	\$107.00
E16. Investigation Fees / Service Fees	\$160.00
E17. Transcripts	\$802.50
E18. Ground Transportation (i.e. Rental)	\$865.19
E19. Miscellaneous (Describe)	\$2,725.67
Total	<u>\$563,746.95</u>

15. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Orders. The requested award is in conformity with those Orders.

16. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents without mark up and are an accurate record of the expenses.²

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

Executed on this 10th day of July, 2018 at Minneapolis, MN.



Robert K. Shelquist

² As a court-appointed Executive Committee member in the Kansas MDL, my firm also incurred expenses related to MDL projects which were billed to a separate billing matter number. Those Kansas MDL costs are not included in this request and we will separately seek reimbursement through the separately-filed MDL petition for fees and cost reimbursement.

EXHIBIT A

LOCKRIDGE
GRINDAL
NAUEN
P. L. L. P.

Attorneys at Law

Founded in 1978, Lockridge Grindal Nauen P.L.L.P. has extensive experience in antitrust, securities, environmental, employment, health care, commercial, intellectual property and telecommunications law.

The firm's clients include agri-businesses, business enterprises, banks, local governments, trade and industry associations, real estate developers, telecommunications providers, health care professionals, casualty insurers, union pension funds, publishers and authors, and a major computer manufacturer and retailer.

Lockridge Grindal Nauen P.L.L.P. attorneys are assisted by more than 20 paralegals and government relations specialists, and an extensive support staff. The firm has offices in Minneapolis, Minnesota and Washington, D.C.

Lockridge Grindal Nauen P.L.L.P. has been continuously active in class action and other complex litigation, including the following illustrative cases, in which the firm has served as lead or co-lead counsel:

- *Peterson v. BASF Corp.*, Civil No. C2-97-295 (Norman County District Court, Minn.);
- *In Re Baycol Products Litig.*, MDL No. 1431 (D. Minn.);
- *Benacquisto, et al. v. American Express Financial Corp. et al.*, Master File No. 00-1980 (D. Minn.), Civil Action No. 96-18477 (Henn. Cty. Dist. Ct.) (insurance class action);
- *In Re Catfish Antitrust Litig.*, MDL No. 928 (N.D. Miss.);
- *In Re CertainTeed Corp. Roofing Shingle Products Liability Litig.*, MDL 1817 (E.D. Pa.);
- *George Guenther, et al. v. Cooper Life Sciences, et al.* (Cooper Life Sciences Securities Litig.), No. C 89-1823 MHP (N.D. Cal.).

- *In Re HardiePlank Fiber Cement Siding Litig.*, MDL No. 2359 (D. Minn.);
- *In Re IKO Roofing Shingle Products Liability Litig.*, MDL No. 2104 (C.D. Ill.);
- *In Re Kitec Plumbing Systems Products Liab. Litig.* MDL No. 2098 (N.D. Tex.);
- *In Re Lutheran Brotherhood Variable Insurance Products Co. Sales Practices Litig.*, MDL No. 1309 (D. Minn.);
- *Meyers v. The Guardian Life Insurance Company of America, Inc. Litig.*, Civil No. 2:97CV35-D-B (N.D. Miss.);
- *In Re Monosodium Glutamate Antitrust Litig.*, MDL No. 1328 (D. Minn.);
- *In Re Northstar Education Finance, Inc. Contract Litig.*, MDL 08-1990 (D. Minn.);
- *In Re Piper Funds, Inc. Institutional Government Income Portfolio Litig.*, Master File No. 3-94-587 (D. Minn.);
- *In Re Polypropylene Carpet Antitrust Litig.*, MDL No. 1075 (N.D. Ga.);
- *In Re: Potash Antitrust Litigation (II)*, MDL No. 1996 (N.D. Ill.);
- *Judith Thorkelson, et al. v. Publishing House of the Evangelical Lutheran Church in America, et al.*, Court File 10-01712 (D. Minn.);
- *In Re Residential Doors Antitrust Litig.*, MDL No. 1039 (E.D. Pa.);
- *Gary G. Smith, et al. v. Little Caesar Enterprises, Inc., et al.* (Little Caesar Franchise Litig.), Civil No. 93 CV 74041 DT (E.D. Mich.);
- *In Re Unisys Savings Plan Litig.*, Master File No. 91-3067 (E.D. Pa.).
- *In Re Laminates*, MDL File No. 1368 (S.D.N.Y.);
- *Patricia Wright, et al. v. Owens Corning*, MDL No. 1567 (W.D. Pa);
- *George v. Uponor Corporation, et al.*, Court File No. 12-249 (D. Minn.).

LGN also had substantial involvement in the following litigation:

- *In Re Air Cargo Shipping Services Antitrust Litig.*, Civil No. 1:06-md-1775-CBA-VVP (E.D.N.Y.);
- *American Telephone and Telegraph Antitrust Litig.*, Civil Action No. 81-2623 (D.D.C.);
- *In Re AOL Time Warner Securities Litig.*, MDL No. 1500 (S.D.N.Y.);
- *In Re Blue Cross Blue Shield Subscriber Litig.*, Master File No. 19-C3-98-7780 (Dakota County District Court, Minn.);
- *In Re Connecticut General Life Insurance Co. Premium Litig.*, MDL No. 1336 (C.D. Cal.);
- *Davenport, et al. v. Illinois Farmers Insurance Company, et al.*, Case No. CIV-03-158-F (W.D. Ok.);
- *In Re Delphi Corporation Securities, ERISA, and Shareholder Derivative Litig.*, Master Case No. 05-md-1725 (E.D. Mich.);
- *In Re Domestic Air Transportation Antitrust Litig.*, MDL No. 861 (N.D. Ga.);
- *Eliason v. Gentek Building Products, Inc., et al.*, Civ. No. 10-cv-2093 (N.D. Ohio) (Executive Committee).
- *In Re Federal National Mortgage Association Securities, Derivative and ERISA Litig.*, MDL No. 1668 (D.D.C.);
- *In Re Flat Glass (1) Antitrust Litig.*, MDL No. 1200 (W.D. Pa.);
- *In Re Guidant Corp. Implantable Defibrillators Products Liability Litig.*, MDL No. 1708 (DWF/AJB)(D. Minn.);
- *Haritos, et al. v. American Express Financial Advisors, Inc.*, 02-2255-PHX-PGR (D. Ariz.);
- *In Re ICN/Viratek Securities Litig.*, 87 Civ. 4296 (S.D.N.Y.);
- *In Re iPhone Application Litig.*, Civil No. 10-CV-05878-LHK (N.D. Calif.);
- *In Re Lease Oil Antitrust Litig.*, MDL No. 1166 (S.D. Tex.);

- *In Re Lutheran Brotherhood Variable Insurance Products Co. Sales Practices Litig.*, MDL No. 1309 (D. Minn.);
- *In Re Medtronic, Inc. Implantable Defibrillator Products Liability Litig.*, MDL No. 1726 (JMR/AJB) (D. Minn.)
- *In Re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.*, MDL 08-1905 (D. Minn.) (Liaison Counsel);
- *In Re Merck & Co., Inc., Securities, Derivative & ERISA Litig.*, No. 3:05-cv-1151 (D.N.J.);
- *In Re Meridia Products Liability Litig.*, MDL No. 1481 (N. D. Ohio);
- *In Re Nasdaq Market-Maker Antitrust Litig.*, MDL No. 1023 (S.D.N.Y.);
- *Ohio Public Employees Retirement System, et al. v. Freddie Mac, et al.*, MDL No. 1584 (S.D.N.Y.);
- *In Re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, MDL No. 1720 (E.D.N.Y.);
- *In Re Propulsid Products Liability Litig.*, MDL No. 1355 (E.D. La.);
- *In Re Rezulin Litig.*, MDL No. 1348 (S.D.N.Y.);
- *In Re Vioxx Product Liability Litig.*, MDL No.1657 (E.D.La.);
- *In Re Vytorin/Zetia Marketing, Sales Practices, and Products Liability Litig.*, MDL 1938 (D.N.J.); and
- *In Re Worldcom, Inc. Securities Litig.*, No. 02-CV-3288 (S.D.N.Y.).
- *In re FCA US LLC Monostable Electronic Gearshift Litigation*, Civ. No. 16-md-02744 (E.D. Mich.)

EXHIBIT 7

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS AND
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF RICHARD M. PAUL III IN SUPPORT OF
MINNESOTA CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL
OF COMMON BENEFIT AWARDS**

I, Richard M. Paul III, declare and state as follows:

1. I am the managing partner of Paul LLP, and am duly authorized by the owners of the firm to make this declaration on its behalf.
2. I submit this declaration in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.
3. My firm has acted as counsel for corn producers and non-producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit A.

4. I was appointed to the Plaintiffs' Executive Committee in both the Minnesota and Federal MDLs, and served as co-lead trial counsel in the *Mensik* bellwether and Minnesota class trials. Both my partner Ashlea Schwarz and I were heavily involved in the day-to-day litigation and in the two Minnesota trials in this MDL and, as such, performed a substantial amount of common benefit work. We also relied on others in our office to assist with various common benefit tasks. The following is biographical information on all attorneys and staff from Paul LLP that billed common benefit time in this litigation:

Rick Paul: After graduating from the University of Missouri-Columbia School of Law in 1995, I worked as a judicial clerk at the Missouri Supreme Court. I was hired to clerk for the Honorable Elwood Thomas, and then, after Judge Thomas' untimely death, clerked for the remaining members of the Missouri Supreme Court until Judge Thomas' replacement was appointed. I then continued my judicial clerkship with the Honorable Edwin Smith at the Missouri Court of Appeals, Western District. In 1996, I joined the Kansas City law firm Shughart Thomson & Kilroy, P.C., n/k/a Polsinelli. In 2002, I was elected to become a shareholder and a director of the firm. During my tenure at Shughart Thomson, I developed a practice in complex commercial litigation, including prosecuting and defending class action cases. In 2008, I left Shughart Thomson and joined Stueve Siegel Hanson LLP. There, I continued to handle business and employment litigation, primarily in class and collective action litigation. In 2013, I started Paul LLP.

I have successfully tried numerous cases to judges and juries in both state and federal court, as well as in arbitration. In addition to trial work, I have argued over 45 cases before various state and federal appellate courts. As a young lawyer, Missouri Lawyers Weekly named me as one of eight “Up and Coming Lawyers.” Since then, I have repeatedly been named a “Missouri/Kansas SuperLawyer,” am listed on American Registry’s “Top Attorneys in Missouri/Kansas,” and have an AV Preeminent Peer Review Rating with Martindale-Hubbell.

Ashlea Schwarz: During law school, Ashlea worked as a judicial clerk at the United States District Court, District of Kansas. Ashlea graduated from the University of Kansas School of Law in 2007. Ashlea began her career at Stueve Siegel Hanson LLP where she practiced business and employment litigation, primarily in multi-district litigation and/or class and collective actions. She moved her practice to Paul LLP in August 2014 and became a partner in 2015. Ashlea has tried several jury trials and currently serves on the Settlement Committee in *In re Taxotere Products Liability Litigation*, MDL No. 2740, pending in the United States District Court for the Eastern District of Louisiana. She has served on the board of the Kansas City Metropolitan Bar Association’s Federal Court Advocates Section and as a subcommittee chair for the Association of Women Lawyers. In 2014, she was named one of Missouri Lawyers’ Weekly’s “Up and Coming Lawyers.” Since then, Ashlea has been selected yearly as a Kansas City Business Journal Rising Star and Super Lawyers’ Missouri and Kansas Rising Star.

John Cracken: John is the managing partner of The Cracken Law Firm PC but joined Paul LLP as of counsel for purposes of this litigation. He graduated from the University of Texas School of Law in 1987. After graduation, John became a highly-accomplished and successful trial lawyer, winning more than 30 verdicts or settlements of more than \$1 million for his clients. After leaving the practice of law to run a publicly-traded company, John returned to the practice of law and has worked with many of the nation's top mass tort law firms as a consultant, negotiator, and strategist. John played a key role in this litigation in negotiating the Joint Prosecution Agreement, preparing for trial, and negotiating the settlement. John has an AV Preeminent rating from Martindale-Hubbell and has been named a Top Rated Lawyer in Mass Tort Litigation. He has been recognized for his work by both *Corporate Counsel* and *The American Lawyer*.

Susan Becker: Sue worked as an associate at Paul LLP and assisted with document review and trial preparation in this case. She graduated from the University of Missouri Kansas City School of Law in 2012, where she served as Executive Editor of the online UMKC Law Review journal. During law school, she worked as a judicial intern for Chief Judge Fernando Gaitan, Jr. at the United States District Court for the Western District of Missouri for two consecutive summers. Following graduation, she worked as a law clerk for the Hon. Gary Witt, Missouri Court of Appeals, Western District, before entering private practice with Paul LLP. She left Paul LLP in 2017 to accept a position as Chief Legal Counsel for Kansas Secretary of State Kris Kobach.

Laurel Darby: Laurel Darby was an associate at Paul LLP. Laurel graduated from the University of Denver School of Law in 2014. She assisted with trial preparation in advance of the Minnesota class trial.

Robert Kinsman: Robert graduated from the University of Missouri Kansas City School of Law in 2014. He immediately opened his own law firm, Krause and Kinsman, and sub-leased space within Paul LLP's office. As he was getting his firm going, Robert agreed to work for Paul LLP, part-time, on a purely contingent fee basis. He is an active member of the Missouri Bar, Kansas City Metropolitan Bar Association, Missouri Association of Trial Attorneys and serves on KCMBA's Young Lawyers Section. Robert assisted with document review in this litigation.

Adam Krause: Adam graduated from the University of Missouri Kansas City School of Law in 2014. He immediately opened his own law firm, Krause and Kinsman, and sub-leased space within Paul LLP's office. As he and Robert were getting their firm going, Adam agreed to work for Paul LLP, part-time, on a purely contingent fee basis. Adam assisted with document review in this litigation.

Steven Rowe: Steven graduated from the University of Kansas School of Law in 2015. Steven was a law clerk for Paul LLP during law school and continued to work for Paul LLP on a part-time basis as he was getting his own law firm started. After a short period in private practice, Steven decided to work for Legal Aid of Western Missouri. Steven assisted with document review in this litigation.

Cameron Riemensnider: Cam graduated cum laude from Truman State University and is a 2018 graduate of Washington University Law School, graduating in the top third of his class. He worked as a law clerk at Paul LLP during two consecutive summers where his duties included legal research, document review, and collection of documents and data in response to discovery requests in this litigation.

Nick Leyh: Nick has been a law clerk for Paul LLP for the last two summers. He just completed his second year of law school at the University of Missouri-Columbia School of Law, where he serves as the Web Editor for the Missouri Journal of Dispute Resolution. His common benefit work included document review, assisting me with preparations for the mock jury focus group exercise, and assisting Ashlea and I with researching Syngenta's expert witnesses in advance of their depositions.

Kendra John: Kendra is the head paralegal at Paul LLP and has over 24 years of experience working for law firms. She has extensive experience in document management for large cases including numerous multi-district cases and admiralty casualties, including being primarily responsible for collection and organization of records in support of a multi-million-dollar successful claim to the National Pollution Funds Center. Throughout her career, she has taken the lead in the initial document review and collection of information from clients through the discovery phase of litigation.

Linda Davis: Linda is a paralegal at Paul LLP and has over 21 years of experience as a paralegal working on class and mass action cases. Prior to joining Paul LLP in 2016, she provided document and claims management for numerous product liability multi-district cases for Shook Hardy & Bacon where she also served on numerous trial teams. She has continued to provide document and discovery support for class action and mass tort cases during her employment with Paul LLP. Linda assisted Ashlea and I in preparing for trial and assisting at the Minnesota class trial.

R. Patrick Neal: Pat is a paralegal at Paul LLP. He obtained his paralegal certificate in 2011 and has experience in document management and pleading preparation in the fields of personal injury and civil litigation. Since joining Paul LLP in 2016, Patrick has been responsible for discovery and document/data management for numerous multi-party cases and, in this litigation, primarily assisted Ashlea and I in preparing for depositions we were taking or producing.

Caroline Abbott: Caroline has worked for Paul LLP as a Case Clerk for three consecutive summers while on break from Emory University where she earned a bachelor's degree in neuroscience and behavioral biology. Caroline will begin law school in the fall of 2018 at the University of Virginia. She provides research assistance for a variety of cases, in particular those utilizing her science degree, and also assists with data entry and data collection from clients. In this litigation, she assisted with interpreting scientific documents and internet research for use with the expert witnesses.

Brooke Berry: Brooke worked with Ashlea and I as a paralegal while we were at Stueve Siegel Hanson, and later did contract paralegal work for us at Paul LLP. In this litigation, Brooke assisted us with preparing deposition designations for the *Mensik* trial.

5. During the pendency of this MDL, my firm performed a substantial amount of Common Benefit Work as a member of the Plaintiffs' Executive Committee (PEC) and co-lead trial counsel for the first individual bellwether case and the Minnesota class trial.

Behind Bassford Remele and Watts Guerra, we were one of the first firms to file cases in Minnesota. During the course of the MDL, we filed 1,536 individual claims in Minnesota on behalf of producers and non-producers. I had previously worked with Bill Sieben and knew first-hand of Bill Sieben's legal skills and reputation in the legal community. I thus recruited him to work as my co-counsel, and ultimately suggested he co-lead what became known as the "Remele/Sieben Slate" for our group's leadership application and proposed him as class counsel on our slate.

Judge Sipkins appointed a Plaintiffs' Executive Committee that included the attorneys from the Remele/Sieben group, but also added attorneys from competing slates, including Dan Gustafson as co-lead class counsel with Bill Sieben. This group worked together cooperatively like I have never experienced in an MDL, which is a testament to the leadership of Frank Guerra, Dan Gustafson, Lew Remele, and Bill Sieben. Because of the extent of my firm's work in this litigation, Minnesota Co-Lead Counsel often included me in their Co-Lead Counsel meetings and asked me to serve as Co-Lead Trial Counsel.

Paul LLP was one of two firms (along with Lockridge Grindal Nauen PLLP) appointed to both the Kansas and Minnesota MDL PECs. From that point forward, Paul LLP was involved in every aspect of the litigation. Below is a brief summary of the most critical aspects of the Minnesota litigation where our firm was prominently involved.

A. Early Parameters of the Minnesota MDL

After Judge Sipkins appointed the Minnesota Plaintiffs' Leadership team, I was tasked to work with Syngenta's counsel (and the federal MDL Plaintiffs' leadership) to negotiate the initial parameters of the MDL, including the drafting of:

-) the common benefit order;
-) the coordination order with the federal MDL;
-) the participating counsel agreement; and
-) scheduling orders.

B. Master Consolidated Complaints

Paul LLP was on the Consolidated Master Complaint Committee that drafted the initial master complaints. In that capacity, we spent a significant amount of time researching the elements of the claims under each state's law that were included in the Class and Non-Class producer and non-producer master consolidated complaints. We then identified states for the consolidated master complaints and drafted state specific allegations. Additionally, we made substantial adjustments to the complaints after Judge Lungstrum's ruling on Syngenta's motions to dismiss in the federal MDL.

C. Motion Practice

The bulk of the motion practice was superbly handled by the Bassford Remele and Gustafson Gluek firms, with assistance from others. Nevertheless, because of Paul LLP's heavy involvement in the discovery process, we had significant input in the preparation of the briefing, identifying the necessary evidence to affirmatively move or respond to Syngenta's motions, and drafted portions for many of the motions. As a few examples, Ashlea and I were most heavily involved in the drafting of (1) the Opposition to the Motion to Dismiss; (2) briefing regarding the Plaintiff Fact Sheet; (3) Opposition to Motion for Judgment on the Pleadings; (4) Motion for Summary Judgment; (5) Opposition to Motion for Summary Judgment; (6) Motion to Amend to Plead Punitive Damages; (7) Motions to Exclude Expert Testimony and Oppositions thereto; and (8) Motions in Limine. I was involved in arguing some of the motions to exclude expert witnesses and various motions in limine.

D. Discovery

Head of Discovery Committee

I was appointed by the Co-Lead Counsel as the head of the Discovery Committee, which entailed coordinating, overseeing, and participating in every aspect of the discovery in the litigation. My firm worked closely with the federal MDL on all discovery issues, including: scheduling depositions; taking depositions; document review; affirmative written discovery to Syngenta; responding to bellwether and class

representative discovery; and expert discovery. Our work on the Discovery Committee was not focused on individual or class cases; but instead was tailored to draw out the evidence necessary for any case that would be tried in Minnesota.

At the outset of the litigation, Ashlea and I created a Discovery Plan that was presented to and adopted by the Minnesota leadership team. That plan provided various sub-discovery categories that would be needed and what our goals were for each sub-category. In doing so, we reviewed the initial document production from Syngenta, reviewed and summarized all of the *Bunge* litigation depositions, and created a Master List of Potential Fact Witnesses. As we progressed through discovery, this List was repeatedly used to identify deponents and also to identify the records custodians for ESI searches.

Additionally, in the early days, Ashlea was tasked by the Co-Leads to work with the federal MDL leadership to negotiate with Syngenta's counsel and draft the Protective Order, ESI Protocol, and Preservation Order.

Because the factual record was so vast, throughout the course of the litigation I maintained a chronological summary spreadsheet of all of the "hot" documents and deposition exhibits that were used in the case and made presentations to the Minnesota leadership team from time-to-time to keep everyone abreast of the factual record that was being built. This Hot Document Spreadsheet contained every deposition exhibit or hot document identified by the document review team; bates number; cross-references for

every other deposition exhibit with the same bates number; a brief description of the document; identifiers for whether the document was “hot” and/or a potential trial exhibit; as well as the names of the witnesses for whom the document pertained. The trial exhibit list in Minnesota was built from this spreadsheet, as were the factual portions of many briefs, including the motion seeking leave to amend to add a punitive damages claim. I kept this document chronology on counsel table during the Minnesota class trial and provided copies to Co-Lead Counsel so they could more quickly stay abreast of the factual record as it was being developed.

Additionally, during those portions of the depositions where the federal MDL or third parties (such as Cargill and ADM) were conducting the questioning, I spent that time reviewing over 200,000 documents—and through that process identified many potential trial exhibits that had not otherwise been identified as hot documents by our document review team.

Depositions

Between Ashlea and I, we took or defended 46 depositions on behalf of the Minnesota MDL. I took the lead on the majority of these, including all Syngenta employee and expert depositions; Ashlea assisted in each and also took the lead on a number of the third party (Cargill and ADM) and industry association depositions. We coordinated closely with the federal MDL attorneys taking the same depositions and often split up the topics. In addition, we identified documents needed to prepare for depositions and exhibits.

Paul LLP took or defended the following depositions:

Syngenta Employee Depositions

Syngenta Employee	Job title	Location of Deposition
Jessica Adelman	VP Corporate Affairs	Washington, D.C.
Scott Huber	Team Lead, Corn, Regulatory Affairs	Washington, D.C.
Chuck Lee	Head of Corn North America	Washington, D.C.
Mike Mack	Former Chief Executive Officer	London
Rex Martin	Head of Industry Relations	Washington, D.C.
Andrew McConville	Head of Corporate Affairs, APAC	Sydney, Australia
David Morgan	President, Syngenta Seeds	Washington, D.C.
David O'Reilly	Resistance Mgmt. Lead for R&D	Washington, D.C.
Grant Ozipko	Global Head of Seed Portfolio	Washington, D.C.
Cheryl Quain	General Counsel, North America	Washington, D.C.
Pat Steiner	Global Corn Portfolio Head	London
Abby Vulcan	Marketing & Settlement Team	Washington, D.C.
Claire Xu	Government Relations Manager	Hong Kong
Larry Zeph	Head of Seeds Regulatory Group	Washington, D.C.
Eddie Zhu	Corporate Affairs for China	Hong Kong

Third Party Depositions

Witness	Employer	Location of Deposition
Paul Bertels	NCGA	St. Louis, Missouri
Nathan Fields	NCGA	St. Louis, Missouri
Max Fisher	NGFA	Washington, D.C.
Brent Flickinger	ADM	Chicago, Illinois
Matt Giltner	ADM	Chicago, Illinois
Randy Giroux	Cargill	Minneapolis, Minnesota
Rick Grabiell	ADM	Springfield, Illinois
Douglas Johns	ADM	Chicago, Illinois
Dinh Lai	Cargill	Washington, D.C.
Bryan Lomar	U.S. Grains Council	Washington, D.C.
Gary Martin	NAEGA	Washington, D.C.
Matt O'Mara	BIO	Washington, D.C.
Tom Sleight	U.S. Grains Council	Washington, D.C.
Stephen Von Lamezan	ADM	Chicago, Illinois

Plaintiffs' Expert Depositions

Expert	Expertise	Location of Deposition
Bernard Black	Corporate Governance	Chicago, Illinois
Joe Keaschall	Agronomy / Corn Genetics	Lincoln, Nebraska
Kevin Latner	China's Regulatory System	Kansas City, Missouri
Dirk Maier	Viptera Contamination	Des Moines, Iowa
Doug Miller	Correlation between local prices and CBOT	Chicago, Illinois
Mohan Rao	Individual Damages	Chicago, Illinois
Anna King	Individual Damages	Chicago, Illinois
Dan Sumner	Risk Assessment	San Francisco, California
Randy Giroux	Industry Standards/Practices/Cargill	Minneapolis, Minnesota

Syngenta's expert witnesses

Witness	Expertise	Location of Deposition
Thomas Carrato	Industry Standards/Practices	Kansas City, Missouri
Charles Finch	Damages	Washington D.C.
Alan McHughen	Genetic Modification	Los Angeles, California
Travis Milne	Seed Representative	Kansas City, Missouri
Quentin Mimms	Non-Producer Damages	Los Angeles, California
Antony Page	Corporate Social Responsibility	Washington D.C.

Ashlea also worked with Watts Guerra in preparation for the bellwether producer and non-producer depositions. Ashlea was charged by the Minnesota Co-leads to develop the deposition schedule for the bellwether plaintiff depositions (and worked closely with Regina Carmony of Watts Guerra), respond to written discovery, and assign PEC firms to defend the depositions (in addition to a Watts Guerra attorney). In the federal MDL, Ashlea defended nearly 20 farmer depositions and used that knowledge base to draft the deposition outline used to prepare the Minnesota farmers for their depositions.

Written Discovery Requests

Written discovery was truly a joint effort by a number of the PEC firms. As head of the discovery committee, I oversaw the drafting of written discovery, participated in preparing discovery on certain topics, and worked on following up on Syngenta's answer and objections to our discovery.

Document Review

Ashlea, at the direction of the Co-Leads, was the point person for all document review. Because Ashlea was also heavily involved in the federal MDL document review, she was in a position to efficiently coordinate with the federal MDL to avoid duplication of work. In this role, Ashlea for Minnesota and Rachel Schwartz of Stueve Siegel Hanson for the federal MDL negotiated throughout the litigation with Syngenta's counsel on issues pertaining to the document review protocols, including privilege logs and objections to same, ESI protocols, and categories of privileged documents. Additionally, Ashlea and Rachel negotiated through multiple rounds with Syngenta regarding what each side considered responsive and non-responsive categories of documents in response to Plaintiffs' written discovery (both Minnesota MDL and federal MDL discovery).

Ashlea also led the effort in reviewing the documents. This consisted of setting up the document review protocols for Minnesota and working with Stephanie Walters of Stueve Siegel Hanson in the federal MDL to set up targeted searches (such as for specific deponents, 30(b)(6) witnesses, Minnesota specific documents, and stewardship

agreements). Moreover, Ashlea directed the work of various PEC firms to review various document sets for witnesses, case theories and themes, identification of Minnesota-only hot documents, and review of the federal MDL's hot documents. In March 2016, Syngenta produced a very large number of documents. On behalf of the Minnesota MDL, in coordination with the federal MDL, Ashlea selected the reviewers, brought them up to speed on coding (a complex process with scores of codes), and oversaw the work they performed. Ashlea also reviewed hundreds of thousands of documents on behalf of both the Minnesota MDL and the federal MDL.

With regard to the bellwether discovery, Ashlea coordinated with Minnesota's outside vendor, Night Owl, to collect documents from each of the bellwether's computers. Ashlea further coordinated the scheduling of the extractions from each bellwether's computer.

E. Class Certification

Gustafson Gluek took the lead in briefing and arguing class certification in Minnesota. Given my familiarity with the factual record, I worked with Dan Gustafson and Bill Sieben regarding the strategy for class certification, including preparing for the defenses to class certification that I could see Syngenta building during the course of the litigation.

F. Work with Bellwethers

Watts Guerra took the lead on working with Syngenta on the selection of bellwether plaintiffs pool. The bellwethers, which ultimately were all Watts Guerra clients, were

subject to extensive written discovery and depositions. Ashlea, working from the protocols she helped create in the federal MDL, set up the protocols for ESI discovery and worked with the outside vendor, Night Owl, on the collection of ESI from the bellwethers' computers in response to written discovery. Ashlea and I both assisted Watts Guerra craft the responses and objections to the written discovery propounded

Ashlea, along with Watts Guerra, scheduled all of the depositions. Additionally, Ashlea oversaw the assignment of the second chair attorney from another PEC firm to assist the Watts Guerra attorney defending the deposition, and coordinated and directed the second chairs to create deposition summaries post-deposition to circulate to the PEC and co-leads so that the trial team did not need to read full transcripts.

The federal MDL had the first bellwether to be deposed, which occurred in Kansas City, Missouri. Ashlea attended the deposition on behalf of Minnesota to identify the topics, themes, and questions Syngenta would most certainly ask in the Minnesota bellwether depositions. She then worked with Bassford Remele to create a deposition prep-packet for each of the Minnesota attorneys to use in preparing Minnesota bellwethers for their deposition. This packet included an outline of Syngenta's themes and specific questions and traps to watch out for, a list of cross-examination topics, and a document that identified all the information the attorneys needed to gather in advance to take to the prep session (i.e., client documents, PFS, discovery responses, internet search results).

I prepared and defended two bellwethers for depositions in North Dakota: David Adams and John Schmaltze. Additionally, one of our clients, Smith Feeder Supply was selected as an original non-producer bellwether. Smith Feeder produced substantial documents and provided a great deal of information that was later used to inform the strategy for the non-producer case. Unfortunately, Ms. Smith eventually became ill and was unable to continue as the bellwether. Between Ashlea and I, we made multiple trips to Iowa to meet with Ms. Smith, collect documents, and work on the case. In addition to Smith Feeder, Paul LLP was involved with the document review and production for two of the other non-producer bellwethers: Red River Grain and Porter Elevator.

After discovery of the plaintiffs was completed, Ashlea worked with Mikal Watts and Frank Guerra to review and analyze all 40 discovery plaintiffs; interview them; and select Plaintiffs' proposal for trial bellwether candidates. Eventually, as part of this process, Ashlea also worked with Watts Guerra attorneys to identify and analyze potential witnesses for each of the selected trial bellwethers for the required initial disclosures.

G. Expert Witnesses

Paul LLP took the primary role in identifying potential expert witnesses and presenting them to the Minnesota PEC for consideration. Once the Minnesota leadership selected the expert witnesses we intended to rely on, I work extensively nearly all the expert witnesses retained by the Plaintiffs in Minnesota. I also investigated and deposed 6 of Syngenta's expert witnesses.

We began the process of identifying and vetting potential experts for both liability and damages in August 2015. In total, I estimate we interviewed over 30 individuals. My firm, including John Cracken, Ashlea Schwarz, and myself, sourced seven of the expert witnesses retained in Minnesota, worked directly with all of the expert witnesses, and made a presentation to the Minnesota leadership to select the expert witnesses we ultimately retained and who provided an expert report to Syngenta.

Specifically, we interviewed eight potential industry standards experts, in addition to working with Lew Remele on the expert disclosures and deposition of Randy Giroux, a Cargill employee who served as a non-retained expert witness. Ashlea and I sourced and worked with Dirk Maier, whose expert testimony assisted us in responding to Syngenta's motion for summary judgment. Ashlea worked with the federal MDL to produce Mr. Maier for his deposition.

Ashlea and I worked closely with the federal MDL to vet and prepare both Joe Keaschall, an expert witness in corn genetics, and Kevin Latner, an expert on China's regulatory system, to provide testimony in this litigation. I produced Mr. Keaschall for his deposition and called him as an expert witness in the Minnesota class trial. Ashlea worked with the federal MDL to produce Mr. Latner for his deposition. Because of my work with Mr. Latner, the federal MDL Co-Leads asked me to prepare and conduct a mock cross-examination of Mr. Latner to prepare him for cross-examination in the Kansas class trial.

John Cracken, of counsel to Paul LLP, sourced Mohan Rao and Anna King (*Mensik* damages), Dan Sumner (risk assessment), Bernard Black (corporate governance), David Teece (corporate social responsibility), and Doug Miller (correlating local Nebraska corn prices to CBOT prices for the *Mensik* trial) as expert witnesses, each of whom produced an expert report. After initially vetting them, John turned them over to me to provide the necessary factual background and to assist each of them with their expert reports. I produced five (Rao, King, Sumner, Black, and Miller) of these six experts for their depositions, assisted in producing Mr. Teece for his deposition, and worked to prepare all of them to testify at trial.

Gustafson Gluek took primary responsibility along with the federal MDL in working with Drs. Babcock and Carter as class-wide damage experts, but I met with each of them on several occasions, including assisting with their expert reports and preparing them to testify at the Minnesota class trial.

When we received Syngenta's expert disclosures in advance of the *Mensik* trial, Paul LLP and Watts Guerra both investigated each of Syngenta's experts and shared that information with the Minnesota leadership. I was then assigned to depose 6 of Syngenta's 14 experts, specifically Alan McHughen, Thomas Carrato, Chuck Finch, Travis Milne, Quentin Mimms, and Antony Page, and provided input for the depositions of Syngenta's other experts. Syngenta designated some of these experts for the Kansas class trial as well, and thus we shared deposition time, but others were only designated in Minnesota.

As the first *Mensik* trial neared, motion practice ramped up and Syngenta moved to exclude every one of Plaintiffs' expert witnesses. Additionally, Minnesota leadership moved to exclude or limit the testimony of many of Syngenta's experts. A number of Minnesota PEC firms were involved in this effort, but Ashlea was asked by Co-Lead Counsel to oversee and coordinate the drafting of affirmative motions and responses to Syngenta's motions to exclude experts. Ashlea worked closely with the federal MDL as many of the motions filed were overlapping (or nearly identical). Ashlea assigned various PEC firms to work on the responses to Syngenta's motions and Plaintiffs' affirmative motions. Ashlea personally participated in the drafting of each and every motion we filed and took responsibility to finalize, ensure uniformity, and prepare voluminous exhibits and deposition transcriptions for each filing.

H. Focus Groups

The Minnesota leadership conducted three focus group exercises in preparation for trial. Lew Remele worked with Cargill's counsel to lead the first focus group exercise. Paul LLP provided a factual summary to assist Lew in preparing for his part of the presentation. The second focus group exercise was handled by moderators selected by our jury consultant. Ashlea worked extensively with the jury consultant to draft the moderator scripts, moderator PowerPoint presentations, exhibits and handouts for the focus groups, neutral statement, and questions for the juror questionnaire.

For the third focus group, I was selected to give the Plaintiffs' presentation and Lew Remele and Rob Shelquist were selected to give the Syngenta presentation. My firm, along with the Bassford Remele and Lockridge firms, worked closely with our jury consultant to draft fact statements, questionnaires, and Jury Focus Group Modules. Bill Sieben and his firm worked on jury instructions that we used in this focus group exercise and became the basis for Plaintiffs' proposed jury instructions in both the *Mensik* trial and in the Minnesota class trial. Ashlea was charged with identifying the potential trial exhibits we wanted to test with the jurors (both good and bad documents).

I. Trial Preparation

Early on in the litigation (December 2015), I began preparing a proof chart with the elements of each claim. As discovery progressed, the chart was continuously updated with citations to documents and deposition testimony supporting every element. I used this proof chart in much of our trial preparation for both the *Mensik* and the Minnesota class trial to make sure we had a plan to present the exhibits and testimony we needed for the jury to rule in our favor.

Because of the large number of depositions taken in this litigation, and the fact that many of those witnesses resided outside the subpoena power of the court, we spent a substantial amount of time designating possible deposition testimony for all 92 deponents. First, after each deposition, Ashlea or I created a brief summary that was circulated to the PEC and outlined the most critical evidence.

Next, in advance of the *Mensik* trial, I made a second pass through each deposition summary to cull down important testimony that we would consider playing at trial. This second pass was still much longer than could be played at trial given the number of video-taped depositions we needed to play at trial. Mikal Watts then made a third cut. At that point, Mikal and I sat down together and went through each deposition to eliminate duplication of topics and exhibits between witnesses to get the deposition designations as concise as we could get them. Mikal Watts then negotiated objections over each side's deposition designations with Syngenta's counsel. These designations were never played because of the mistrial in the *Mensik* case, but I did share many of them with the federal Co-Leads for the Kansas class trial.

After the Kansas class trial, Dan Gustafson, as Co-Lead Class Counsel, decided that he wanted the Minnesota class trial to emphasize different deposition testimony, and also wanted to revisit some of the compromises that had been made with Syngenta to resolve objections because some of the exhibits that we wanted to admit had been cut out of the *Mensik* deposition designations. Dan thus asked me to re-cut the deposition designations starting with my second-round pass from *Mensik*, which I did.

The *Mensik* trial was the first bellwether case scheduled for trial in this litigation. Paul LLP was extensively involved in nearly all of the trial preparations, including preparing witness and exhibit lists, drafting motions in limine, responding to Syngenta's motions in limine, and negotiating objections to exhibits.

As the *Mensik* trial grew closer, John Cracken arranged for Mikal Watts and I to meet with Lisa Blue, a high-profile jury consultant where I gave an early version of my opening statement. We then collectively worked to test and refine our trial themes and to discuss trial graphics. After this meeting, John Cracken sourced a new trial graphics vendor that we retained for trial, and John and Ashlea spent days developing possible graphics for trial and circulating them to the trial team for review. Mikal and I reviewed dozens of potential graphics for use in the *Mensik* trial and Dan Gustafson, Bill Sieben and I did the same in advance of the Minnesota class trial.

Finally, as the *Mensik* trial approached, I argued several of the motions to exclude expert witnesses filed by each side.

J. *Mensik* Bellwether Trial

All four of the Minnesota Co-Lead Counsel were great trial lawyers and could have tried the case. Mr. Mensik was a Watts Guerra client and Mikal Watts is a very accomplished trial lawyer; it was thus clear he would be trying the case. His co-counsel in filing cases was Lew Remele, who also is a supremely talented trial lawyer and knew the venue as well as anyone. I was honored to be selected to the trial team with Mssrs. Watts and Remele. Lew was selected to handle *voir dire*, I was selected to give opening statement and Mikal was selected to give closing argument. We divided the witnesses between us. Unfortunately, the court granted Syngenta's motion for a mistrial on the morning of opening statements.

K. Minnesota Class Trial

The Minnesota class trial added two more great trial lawyers to the mix, Co-Lead Class Counsel Dan Gustafson and Bill Sieben, and I was again honored to be selected for the trial team. I gave opening statement and put on our first expert witness, Dr. Joe Keaschall. I was scheduled to handle a number of the remaining witnesses before the trial was stopped and a global settlement announced. From my perspective, the Minnesota class trial was on track for a very large verdict and provided the necessary leverage for the settlement team to reach the global settlement that stopped the trial before a verdict was reached.

L. Settlement

Settlement discussions on behalf of the Minnesota MDL were led by Dan Gustafson and Mikal Watts. My firm's involvement in settlement discussions was handled primarily by John Cracken, who Mikal Watts asked to engage with the court-appointed mediators on his behalf to advocate for the interests of those clients who had retained counsel, completed plaintiff fact sheets, and opted-out of the class. While the litigation was ultimately resolved via a global class settlement, John's involvement to represent the interests of those law firms who had represented a large number of individual clients was an important part of the process necessary to structure the settlement in a way that those of us who represented clients as opposed to the class could recommend to our clients that they accept the settlement and not opt out.

6. Paul LLP maintains contemporaneous records of its time and expenses in the ordinary course of business. Paul LLP bills time both on an hourly and a contingent fee basis and uses the same timekeeping practices for both. For this litigation, my firm maintained three billing files for time and expenses: 1) Minnesota MDL common benefit time and expenses; 2) federal MDL common benefit time and expenses; and 3) time and expenses incurred in representing our individual clients.

7. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm submitted its Minnesota MDL common benefit time and expense submissions to Minnesota Co-Lead Counsel on a monthly basis.

8. In compliance with the Common Benefit Orders, I did not include in my firm's monthly submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

9. As part of the preparation of my declaration, I re-reviewed my firm's time entries and expenses previously submitted in this litigation to exercise billing judgment. Because Paul LLP served as part of the Plaintiffs' Leadership in both the federal and Minnesota MDLs, we separately tracked federal and Minnesota MDL time to ensure that no time or expense was double-billed. When we performed common benefit work, or incurred a common benefit expense, for the benefit of both the federal and Minnesota MDLs, we split the time and/or expense evenly between the two to avoid duplication.

10. Even before the final review of our time referenced in Paragraph 9, each month before submitting our time to Co-Lead Counsel in the Minnesota MDL, Ashlea and I both reviewed all staff and attorney time to ensure entries were appropriately billed, tracked in the correct MDL, and were reasonable entries for the work performed. This frequently led to the amount of time being cut or time being re-allocated from the Minnesota MDL common benefit billing file to either the federal MDL billing file or our individual client representation file we kept for work performed for our roughly 1,500 clients. In our re-review, we re-categorized additional time as individual representation and not common benefit time, and also re-adjusted some time to accurately split between the federal and Minnesota MDLs. Notably, my firm has over \$1.6 million in billings for time related to our individual clients that we did not deem to be common benefit time. This time includes traveling the Midwest to meet with our clients in person, providing status reports and general information about the litigation as it progressed, and ultimately filling out their claim forms.

11. After re-reviewing my firm's common benefit time and expense submissions, I can confirm that this time was undertaken by myself and the members of my firm at my direction and at the direction of the Minnesota Co-Lead Counsel. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

12. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$5,820,148.00.

A breakdown of the lodestar is provided below:

Name	Title	Non PFS Hours	PFS Hours	Total Hours	Hourly Rate	Lodestar
Rick Paul	Partner	3325.7	9.4	3335.10	\$650.00	\$2,167,815.00
John Cracken	Of Counsel	2515.2	0.0	2515.20	\$700.00	\$1,760,640.00
Ashlea Schwarz	Partner	2305.6	43.0	2348.60	\$500.00	\$1,174,300.00
Susan Becker	Associate	397.62	231.07	628.69	\$275.00	\$172,889.75
Laurel Darby	Associate	2.9	0.0	2.90	\$280.00	\$812.00
Robert Kinsman	Associate	13.2	161.3	174.50	\$225.00	\$39,262.50
Adam Krause	Associate	8.0	157.0	165.00	\$225.00	\$37,125.00
Steven Rowe	Associate	77.3	0.0	77.30	\$225.00	\$17,392.50
Kendra John	Paralegal	219.9	504.0	723.90	\$185.00	\$133,921.50
Linda Davis	Paralegal	1102.6	161.7	1264.30	\$185.00	\$233,895.50
R. Patrick Neal	Paralegal	45.7	10.0	55.70	\$160.00	\$8,912.00
Brooke Berry	Paralegal	14.5	0.0	14.50	\$90.00	\$1,305.00
Cam Riemensnider	Law Clerk	120.4	92.1	212.50	\$190.00	\$40,375.00
Dakota Sullivan	Law Clerk	0.0	62.1	62.10	\$175.00	\$10,867.50
Nick Leyh	Law Clerk	55.35	0.00	55.35	\$175.00	\$9,686.25
Caroline Abbott	Case Clerk	121.65	0.00	121.65	\$90.00	\$10,948.50

13. Between the federal and Minnesota MDLs, including the non-common benefit time we spent representing our individual clients, nearly half of the total time worked by my firm on all cases in 2016 and 2017 was spent on this litigation, and nearly one-quarter in 2015. Personally, over 90% of all the hours I billed in 2016 was billed to this litigation and over 70% in 2017. Similarly, nearly 80% of Ashlea's time in 2016 and 70% in 2017 was spent on this litigation. For much of this time, Paul LLP had 4 attorneys and 3 paralegals,

so it is not a stretch to say that Ashlea and I bet our law firm on this litigation. We turned down other work we did not have time to appropriately handle on behalf of other clients because the demands of this litigation precluded us from taking on other cases.

14. My firm also seeks an award of \$631,253.53 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Description of Costs	Amount
Federal Express	\$498.06
Postage	\$684.35
In House Photocopies (\$.03-.05/ page)	\$5,317.60
Outside Photocopies	\$574.82
Hotels / Lodging	\$47,458.95
Meals	\$12,098.59
Airfare	\$56,931.26
Deposition Costs / Transcripts	\$1,220.11
Westlaw Charges	\$446.62
Transportation (Cabs, airport parking)	\$11,638.40
Litigation Fund Assessment	\$485,000
Miscellaneous	\$9,384.77
TOTAL	\$631,253.53

15. As part of my firm's request for reimbursement of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested reimbursement is in conformity with that Order.

16. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents and are an accurate record of the expenses.

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

Executed on this 10th day of July, 2018 at Kansas City, Missouri.

/s/ Richard M. Paul III

Richard M. Paul III

EXHIBIT A



601 Walnut, Suite 300
Kansas City, Missouri 64106
Tel (816) 984-8100
Fax (816) 984-8101

www.PaulLLP.com

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The Work We Do

Agriculture: Agricultural law is rapidly developing—almost as fast as the advances in technology are being put on the market. Uniquely situated in the heart of farming country, we have a deep knowledge of how law and agriculture intersect, including the areas of negligence, crop-drift, trespass, antitrust, food safety, trade, marketing, and resource management. Our lawyers are well-versed in the common law and regulatory requirements related to agricultural production in individual, mass, and class actions.

Antitrust: Antitrust laws were enacted to ensure that businesses play by the rules. We make sure that companies who engage in unfair business practices are kept in check, allowing other businesses the opportunity to compete in a fair marketplace.

Class and Collective Actions: We know how difficult it is for a single person to bring a case against a large corporation or entity. The enormity of this task prevents many people from pursuing legitimate claims, which allows companies to continue with unsafe, unlawful, or unfair practices. These are often pervasive, industry-wide violations. Our



attorneys have the assets and skill sets necessary to bring about meaningful change whether it be through mass, class, or collective actions.

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Commodities: In recent years, trillions of dollars in financial losses have been attributed to unlawful investment practices. We help protect both individual and institutional investors whose financial losses resulted from fraud, breaches in fiduciary duty, and other violations of securities laws. This includes misinforming shareholders, failing to disclose information to shareholders, misrepresentation, and more.

Intellectual Property: Great ideas deserve protection. That's why laws exist to guard intellectual property, including copyright, trademarks, and patents. When works and ideas created by an individual or company are exploited by others, we help ensure that credit is duly awarded. Our contingency fee structuring allows individuals to bring cases they otherwise may not be able to afford.

Products Liability: We have a breadth of experience in ensuring manufacturers take responsibility for products that cause harm or injury to consumers. Injury and financial harm can result from products with faulty design or improper manufacturing, as well as a company's failure to warn consumers of possible injury or unwanted side effects from use of that product.

The Results We Have Achieved

In re Syngenta MIR162 Corn Litigation (District of Kansas) and *In re Syngenta Litigation* (Minnesota Fourth Judicial District) (trial counsel for individual bellwethers and Minnesota class leading to \$1.51 Billion settlement)

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Rick Paul

Rick, managing partner of Paul LLP, specializes in complex antitrust, business, bankruptcy, product liability, and consumer litigation—typically involving multi-parties, class or mass actions, or bankruptcy estates. Rick graduated from the University of Missouri-Columbia School of Law, where he served as Associate Managing Editor of the Missouri Law Review. After law school, Rick was a judicial law clerk at the Missouri Supreme Court and the Missouri Court of Appeals, Western District. In 1996, he began private practice with the firm formerly known as Shughart Thomson & Kilroy, a large Kansas City law firm with offices in Missouri, Kansas, Colorado, and Arizona. In 2002, the Board of Directors of Shughart Thomson elected him a Shareholder and Director. In 2008, Rick moved his practice to Stueve Siegel Hanson LLP. In May 2013, Rick started Paul LLP.

Rick has recovered more than \$2 billion for his clients through trial or settlement. Rick has been appointed by numerous courts across the country to serve as lead class counsel in class actions and MDL proceedings and as special litigation counsel for bankruptcy trustees in numerous bankruptcy estates. Currently, Rick is serving on the Plaintiffs' Executive Committee in *In re Dicamba Herbicides Litigation*, MDL 2820, pending in the United States District Court for the Eastern District of Missouri.

Rick enjoys being in the courtroom and has tried and won many types of cases in jury trials, bench trials, and arbitrations. He has repeatedly been brought in to a case shortly before trial for just that purpose. Recently, Rick served as trial counsel in the *In re Syngenta Litigation* pending in the Minnesota Fourth Judicial District. Rick was co-lead trial counsel for the first individual bellwether trial as well as the Minnesota class action trial. During the third week of the Minnesota class trial, the litigation was settled on behalf of all farmers (individual and classes) across the country. This is just the most recent in a string of litigations where Rick has been lead trial counsel, including two class arbitrations, where he prevailed in both. He has also argued more than 40 appeals to various state and federal appellate courts and briefed over 100 appeals.

Rick is active in the local bar, including the Kansas City Metropolitan Bar Association and the Lawyers Association of Kansas City. In 2004, he served as the Chair of the Appellate Courts Committee of the KCMBA. He has also served as Vice-Chair on the Business Torts Committee, where he authored the Chapter on Fiduciary Duties for the Business Torts Handbook. Rick is a frequent speaker and moderator at seminars and presentations on handling appeals, electronic discovery, and the use of technology in the courtroom. In 2006,

Missouri Lawyers Weekly named Rick as one of eight “Up and Coming Lawyers.” He has also been named a “Missouri/Kansas Super Lawyer,” is listed on American Registry’s “Top Attorneys in Missouri/Kansas,” and is a member of The National Trial Lawyers: Top 100. He has an AV Preeminent Peer Review Rating with Martindale-Hubbell and is listed as a 2012 Top Rated Lawyer in Appellate Law.

Court Admissions

Missouri, 1995	U.S. Court of Appeals, 9th Circuit
Kansas, 1997	U.S. Court of Appeals, 10th Circuit
U.S. Supreme Court	U.S. Court of Appeals, 11th Circuit
U.S. Court of Appeals, 3rd Circuit	U.S. District Court, District of Colorado
U.S. Court of Appeals, 4th Circuit	U.S. District Court, District of Kansas
U.S. Court of Appeals, 6th Circuit	U.S. District Court, Eastern District of Missouri
U.S. Court of Appeals, 7th Circuit	U.S. District Court, Western District of Missouri
U.S. Court of Appeals, 8th Circuit	U.S. District Court, Eastern District of Wisconsin

Education

University of Missouri-Columbia School of Law, Columbia, Missouri, 1995
J.D., Assistant Managing Editor, Missouri Law Review
University of Missouri, Columbia, Missouri, 1992
B.A., Economics and Political Science, Honors College
Honors: MU Varsity Tennis Team, Letter winner; Academic All Big-8



Ashlea Schwarz

Ashlea litigates complex business disputes including claims for breach of contract, breach of fiduciary duty, intellectual property and trade secrets, fraud, and misrepresentation. She also represents clients in a range of litigation matters including complex, consumer class and collective actions, and acts as special counsel for Chapter 7 bankruptcy trustees in multifaceted adversary proceedings to bring monies back into the estate to pay creditors typically including for fraudulent transfers, aiding and abetting, breach of fiduciary duties, conspiracy, re-characterizing debt instruments as equity, equitable subordination, products liability, and director/officer liability.

Ashlea has represented thousands of clients from the inception of a case through a verdict and litigated over 50 mass and class actions. Ashlea has taken 6 cases to trial, including two collective/class actions where she recovered over \$5 million collectively for her clients. Her practice is nationwide and traditionally includes multi-party and multi-district litigation.

Ashlea remains involved in the legal community through her work as a board member for the Kansas City Bar Association's Federal Court Advocates Section, subcommittee chair for American Women Lawyers, and participation in the Lawyers Association of Kansas City. She is a contributing author for the American Bar Association's yearly FLSA Midwinter Report and co-author of *FLSA Arbitration Strategies* for the April 2013 edition of Trial Magazine, Employment Law. In 2014, she was named one of Missouri Lawyers' Weekly's "Up and Coming Lawyers," an award recognizing litigators under age 40 who demonstrate excellence in the legal profession and in their commitment to their communities. Ashlea continues to be selected yearly as a Kansas City Business Journal Rising Star and Super Lawyers' Missouri and Kansas Rising Star.

Court Admissions

Missouri, 2007

Kansas, 2008

U.S. Court of Appeals, 4th Circuit

U.S. Court of Appeals, 10th Circuit

U.S. District Court, District of Colorado

U.S. District Court, District of Kansas

U.S. District Court, Western District of Missouri

Education

University of Kansas School of Law, Lawrence, Kansas, 2007

J.D., Clerk for Judge Julie Robinson, U.S. District, District of Kansas, 2005-2006

Honors: P. Mize Award for Trial Advocacy, Robert F. Bennett Award for Public Service

Kansas State University, Manhattan, Kansas, 2004

B.A. in Journalism and Mass Communications and minors in English and German

Honors: Phi Beta Kappa, Phi Kappa Phi, Golden Key, Journalism and Mass Communication Ambassador, K-State Student Foundation Board Member, University Ambassador



Sean Cooper

Sean focuses his practice on complex commercial litigation, class actions, wrongful death and catastrophic injury, antitrust litigation, mass torts and wage and hour litigation. Sean earned his J.D. from the University of Kansas School of Law in 2013. During law school, Sean was an Associate Editor of the Kansas Law Review and won CALI Excellence for the Future Awards in KU's Immigration and Asylum Clinic and International Human Rights Law. Before law school, Sean earned a B.A. in English from Truman State University and graduated summa cum laude. Sean

also received his M.A. in English from Truman State, where he was graduate student of the year in the English program. Sean was a four-year varsity tennis player at Truman State, posting one of the winningest records in school history. After receiving his M.A., Sean taught English as a second language in Bangkok, Thailand.

Court Admissions

Missouri, 2013	U.S. Court of Appeals, 8th Circuit
Kansas, 2014	U.S. District Court, District of Kansas
U.S. Court of Appeals, 7th Circuit	U.S. District Court, Western District of Missouri

Education

University of Kansas School of Law, Lawrence, Kansas, 2013 J.D.
 Truman State University
 M.A., English, 2008
 B.A., English, 2006 – summa cum laude

EXHIBIT A



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Rick has recovered more than \$2 billion for his clients through trial or settlement. Rick has been appointed by numerous courts across the country to serve as lead class counsel in class actions and MDL proceedings and as special litigation counsel for bankruptcy trustees in numerous bankruptcy estates. Currently, Rick is serving on the Plaintiffs' Executive Committee in *In re Dicamba Herbicides Litigation*, MDL 2820, pending in the United States District Court for the Eastern District of Missouri.

Rick enjoys being in the courtroom and has tried and won many types of cases in jury trials, bench trials, and arbitrations. He has repeatedly been brought in to a case shortly before trial for just that purpose. Recently, Rick served as trial counsel in the *In re Syngenta Litigation* pending in the Minnesota Fourth Judicial District. Rick was co-lead trial counsel for the first individual bellwether trial as well as the Minnesota class action trial. During the third week of the Minnesota class trial, the litigation was settled on behalf of all farmers (individual and classes) across the country. This is just the most recent in a string of litigations where Rick has been lead trial counsel, including two class arbitrations, where he prevailed in both. He has also argued more than 40 appeals to various state and federal appellate courts and briefed over 100 appeals.

Rick is active in the local bar, including the Kansas City Metropolitan Bar Association and the Lawyers Association of Kansas City. In 2004, he served as the Chair of the Appellate Courts Committee of the KCMBA. He has also served as Vice-Chair on the Business Torts Committee, where he authored the Chapter on Fiduciary Duties for the Business Torts Handbook. Rick is a frequent speaker and moderator at seminars and presentations on handling appeals, electronic discovery, and the use of technology in the courtroom. In 2006,

Missouri Lawyers Weekly named Rick as one of eight “Up and Coming Lawyers.” He has also been named a “Missouri/Kansas Super Lawyer,” is listed on American Registry’s “Top Attorneys in Missouri/Kansas,” and is a member of The National Trial Lawyers: Top 100. He has an AV Preeminent Peer Review Rating with Martindale-Hubbell and is listed as a 2012 Top Rated Lawyer in Appellate Law.

Court Admissions

Missouri, 1995	U.S. Court of Appeals, 9th Circuit
Kansas, 1997	U.S. Court of Appeals, 10th Circuit
U.S. Supreme Court	U.S. Court of Appeals, 11th Circuit
U.S. Court of Appeals, 3rd Circuit	U.S. District Court, District of Colorado
U.S. Court of Appeals, 4th Circuit	U.S. District Court, District of Kansas
U.S. Court of Appeals, 6th Circuit	U.S. District Court, Eastern District of Missouri
U.S. Court of Appeals, 7th Circuit	U.S. District Court, Western District of Missouri
U.S. Court of Appeals, 8th Circuit	U.S. District Court, Eastern District of Wisconsin

Education

University of Missouri-Columbia School of Law, Columbia, Missouri, 1995
J.D., Assistant Managing Editor, Missouri Law Review
University of Missouri, Columbia, Missouri, 1992
B.A., Economics and Political Science, Honors College
Honors: MU Varsity Tennis Team, Letter winner; Academic All Big-8



Ashlea Schwarz

Ashlea litigates complex business disputes including claims for breach of contract, breach of fiduciary duty, intellectual property and trade secrets, fraud, and misrepresentation. She also represents clients in a range of litigation matters including complex, consumer class and collective actions, and acts as special counsel for Chapter 7 bankruptcy trustees in multifaceted adversary proceedings to bring monies back into the estate to pay creditors typically including for fraudulent transfers, aiding and abetting, breach of fiduciary duties, conspiracy, re-characterizing debt instruments as equity, equitable subordination, products liability, and director/officer liability.

Ashlea has represented thousands of clients from the inception of a case through a verdict and litigated over 50 mass and class actions. Ashlea has taken 6 cases to trial, including two collective/class actions where she recovered over \$5 million collectively for her clients. Her practice is nationwide and traditionally includes multi-party and multi-district litigation.

Ashlea remains involved in the legal community through her work as a board member for the Kansas City Bar Association's Federal Court Advocates Section, subcommittee chair for American Women Lawyers, and participation in the Lawyers Association of Kansas City. She is a contributing author for the American Bar Association's yearly FLSA Midwinter Report and co-author of *FLSA Arbitration Strategies* for the April 2013 edition of Trial Magazine, Employment Law. In 2014, she was named one of Missouri Lawyers' Weekly's "Up and Coming Lawyers," an award recognizing litigators under age 40 who demonstrate excellence in the legal profession and in their commitment to their communities. Ashlea continues to be selected yearly as a Kansas City Business Journal Rising Star and Super Lawyers' Missouri and Kansas Rising Star.

Court Admissions

Missouri, 2007

Kansas, 2008

U.S. Court of Appeals, 4th Circuit

U.S. Court of Appeals, 10th Circuit

U.S. District Court, District of Colorado

U.S. District Court, District of Kansas

U.S. District Court, Western District of Missouri

Education

University of Kansas School of Law, Lawrence, Kansas, 2007

J.D., Clerk for Judge Julie Robinson, U.S. District, District of Kansas, 2005-2006

Honors: P. Mize Award for Trial Advocacy, Robert F. Bennett Award for Public Service

Kansas State University, Manhattan, Kansas, 2004

B.A. in Journalism and Mass Communications and minors in English and German

Honors: Phi Beta Kappa, Phi Kappa Phi, Golden Key, Journalism and Mass Communication Ambassador, K-State Student Foundation Board Member, University Ambassador



Sean Cooper

Sean focuses his practice on complex commercial litigation, class actions, wrongful death and catastrophic injury, antitrust litigation, mass torts and wage and hour litigation. Sean earned his J.D. from the University of Kansas School of Law in 2013. During law school, Sean was an Associate Editor of the Kansas Law Review and won CALI Excellence for the Future Awards in KU's Immigration and Asylum Clinic and International Human Rights Law. Before law school, Sean earned a B.A. in English from Truman State University and graduated summa cum laude. Sean

also received his M.A. in English from Truman State, where he was graduate student of the year in the English program. Sean was a four-year varsity tennis player at Truman State, posting one of the winningest records in school history. After receiving his M.A., Sean taught English as a second language in Bangkok, Thailand.

Court Admissions

Missouri, 2013

U.S. Court of Appeals, 8th Circuit

Kansas, 2014

U.S. District Court, District of Kansas

U.S. Court of Appeals, 7th Circuit

U.S. District Court, Western District of Missouri

Education

University of Kansas School of Law, Lawrence, Kansas, 2013 J.D.

Truman State University

M.A., English, 2008

B.A., English, 2006 – summa cum laude

EXHIBIT 8

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF GARRETT D. BLANCHFIELD IN SUPPORT OF
MINNESOTA CO-LEAD COUNSEL’S JOINT MOTION FOR APPROVAL OF
COMMON BENEFIT AWARDS**

I, Garrett D. Blanchfield, declare and state as follows:

1. I am a partner at the law firm of Reinhardt Wendorf & Blanchfield (“RWB”), and am duly authorized by the owners, managers, or board of directors of the firm to make this declaration on its behalf.

2. I submit this in support of my firm’s contribution to Minnesota Co-Lead Counsel’s Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit A.

4. The law firm of Reinhardt Wendorf & Blanchfield was founded in March, 2003 by Mark Reinhardt, Mark Wendorf and Garrett Blanchfield, and is the successor firm of Reinhardt & Anderson, a nationally known class action firm. The firm focuses its practice on representing plaintiffs in class actions involving violations of state and federal antitrust, securities, consumer protection and racketeering laws. Our attorneys have successfully confronted some of the world's biggest corporations, challenged their questionable practices and recovered billions of dollars in the cases in which we have been involved. The attorneys and paralegal who worked on this case are:

Garrett Blanchfield is a founding partner in the law firm of Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, he was a partner in the St. Paul, Minnesota law firm of Reinhardt & Anderson. He has litigated class actions for more than 15 years with a focus on antitrust, securities and consumer cases. He is a 1990 graduate of Hamline University School of Law. Mr. Blanchfield interned with the Minnesota Court of Appeals Judge Doris Huspeni and also interned in the Canadian Department of Justice. Mr. Blanchfield was admitted to the Minnesota Bar in 1990. Upon graduation from law school, Mr. Blanchfield clerked for Minnesota District Court Judge Robert G. Schiefelbein. Mr. Blanchfield has been selected as a Super Lawyer from 2014-2018.

Brant Penney began working as an attorney at Reinhardt & Anderson in 2002 and joined the successor firm of Reinhardt, Wendorf & Blanchfield in August of 2003. A 2002 graduate of William Mitchell College of Law, Mr. Penney has over 15 years of experience litigating class actions in the areas of consumer protection, TCPA, antitrust, employment, and securities law. Mr. Penney has been involved in all aspects of litigation at the state and federal level and is admitted to practice in the Supreme Court of Minnesota, the Eighth Circuit Court of Appeals, and the District of Minnesota. He also currently serves as a Council Member of the Antitrust Law Section of the Minnesota State Bar Association.

Lisa Hayes began working as an associate with Reinhardt, Wendorf & Blanchfield in May of 2007. Mrs. Hayes had previously worked with Whatley Drake & Kallas of Birmingham, Alabama. She was admitted to the bar in 2004. Mrs. Hayes graduated from Auburn University in 2000 with a B.S. in Human Development and Family Studies and from Cumberland School of Law in 2004. Mrs. Hayes practices primarily in the area of antitrust class action litigation.

Shirley Kosek has been a paralegal with Reinhardt Wendorf & Blanchfield since September 1992 and joined the successor firm of Reinhardt Wendorf

& Blanchfield in March 2003. She graduated from the University of Minnesota in December 1989 with a Bachelor of Arts in Political Science and Sociology and from Inver Hills Community College in December 1989 with an Associate degree in Legal Assisting. Ms. Kosek has over 25 years of experience in plaintiff litigation, working closely with the attorneys of the firm on all aspects of litigation.

5. During the pendency of this litigation, my firm performed the following Common Benefit Work:

RWB worked primarily on aspects of the litigation that pertained to its client, Leroy Edlund, who was one of the named plaintiffs. In this capacity, RWB worked with Mr. Edlund to collect documents responsive to defendants' discovery. RWB prepared Mr. Edlund for his deposition and defended him at it. RWB, along with lead counsel, prepared Mr. Edlund for trial. RWB also worked with Mr. Edlund to make sure he understood the proposed settlement. Finally, RWB did document review for the bellwether trials.

6. My firm also performed Common Benefit Work by assisting or Class Representative Leroy Edlund related to this litigation in the following manner:

RWB worked closely with Mr. Edlund throughout this matter. We reviewed the Master Complaint with him; worked with him and his family to identify and locate relevant documents; met with Mr. Edlund on multiple

occasions in Minnesota and Arizona to prepare him for his deposition; discussed his deposition with him in great detail; met with Mr. Edlund twice to prepare him for trial; and had many discussions with Mr. Edlund regarding the proposed settlement and his role as a representative of the class. RWB spent at least 7.7 hours working with Mr. Edlund on collecting documents; 13.8 hours preparing him for his deposition and discussing it afterward; 8.8 hours preparing him for trial; and 5.2 hours discussing the settlement.

7. The time and expenses reported by Reinhardt Wendorf & Blanchfield came from the firm's contemporaneous, daily time and expense records from our electronic billing system. As is our practice in the ordinary course of business, Reinhardt Wendorf & Blanchfield maintains billing records and hard copy back-up of expenses for all cases in which the firm is involved.

8. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

9. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

10. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

11. As part of the re-review process, my firm exercised its judgment to confirm that all time entries and expenses were complete, necessary and appropriate for the common benefit. This re-review process resulted in a reduction of more than \$21,000.00 in fees and \$900.00 in expenses.

12. After this re-review, I can confirm that this time was undertaken by the members of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

13. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$172,155.00. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Blanchfield, Garrett	Partner	134.10	0.70	134.80	\$720.00	\$97,056.00
Hayes, Lisa	Associate	38.50	0.00	38.50	\$390.00	\$15,015.00
Kosek, Shirley	Paralegal	32.80	9.60	42.40	\$225.00	\$9,540.00
Penney, Brant	Associate	123.50	6.10	129.60	\$390.00	\$50,544.00
	TOTAL	328.90	16.40	345.30		\$172,155.00

14. While RWB devoted its time and resources in this matter, it has foregone other legal work for which it would have been compensated.

15. My firm also seeks an award of \$2,743.17 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount
Airfare, Hotel, Meals, Ground Transportation	\$1,911.59
Federal Express	\$28.82
Ground Transportation	\$146.19
Ground Transportation, Meals	\$307.11
In-house Copies	\$300.80
Long Distance Telephone	\$0.40
PACER	\$0.30
Postage	\$23.63
Telephone	\$24.33
Grand Total	\$2,743.17

16. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

17. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents and are an accurate record of the expenses.

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

Executed on this 9th day of July, 2018 at St. Paul, Minnesota.

s/ Garrett D. Blanchfield
Garrett D. Blanchfield

Exhibit A

Reinhardt, Wendorf & Blanchfield
Attorneys at Law

E-1250 FIRST NATIONAL BANK BUILDING
332 MINNESOTA STREET
SAINT PAUL, MINNESOTA 55101

FIRM PROFILE

The law firm of Reinhardt Wendorf & Blanchfield was founded in March, 2003 by Mark Reinhardt, Mark Wendorf and Garrett Blanchfield, and is the successor firm of Reinhardt & Anderson, a nationally known class action firm. The firm focuses its practice on representing plaintiffs in class action litigation. The philosophy of the firm encompasses the values of hard work, ingenuity, integrity, pride in a quality product and successful result.

Reinhardt Wendorf & Blanchfield zealously represents plaintiff classes in actions involving violations of state and federal antitrust, securities, consumer protection and racketeering laws. Our attorneys have successfully confronted some of the world's biggest corporations, challenged their questionable practices and recovered billions of dollars in the cases in which we have been involved. The firm's reputation for excellence has been recognized in courtrooms across America.

ANTITRUST LITIGATION

Reinhardt Wendorf & Blanchfield is committed to vigorously prosecuting price fixing and anti-competitive, unlawful business practices on behalf of its clients. The firm's antitrust attorneys have the experience and the economic and legal background necessary to help consumers and businesses injured by anti-competitive conduct. Our attorneys have successfully litigated major antitrust cases in state and federal courts throughout the United States at both the

trial court and appellate levels. Some of the antitrust cases in which the firm has played a significant role are:

In re Aftermarket Filters Antitrust Litigation, *Court File No. 08-cv-4883 (N. D. Ill.)*. Reinhardt Wendorf & Blanchfield is class counsel and participated in significant document review in this antitrust case alleging a conspiracy to fix the prices and allocate customers for aftermarket air, oil, fuel and transmission filters in violation of §1 of the Sherman Act. Counsel recovered \$18,000,000 on behalf of the plaintiff class.

In Re: ACTOS End-Payor Antitrust Litigation, *Court File No. 13-cv-09244 (SDNY)*. Reinhardt Wendorf & Blanchfield is class counsel in the antitrust case alleging defendants engaged in an anticompetitive scheme to allocate and unreasonably delay competition in the market for the prescription drugs ACTOS and ACTOSplus.

In Re: Aggrenox Antitrust Litigation, *Court File No. 14-md-2516-SRU (D. Conn.)*. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging defendants participated in an anti-competitive scheme to delay generic competition for Aggrenox, including a “pay-for-delay” settlement to delay entry of a generic version of the drug.

In re Air Cargo Shipping Services Antitrust Litigation, *Court File No. 06-md-01775-JG-VVP (EDNY)*. Reinhardt Wendorf & Blanchfield is class counsel and participated in document review in this class action alleging antitrust violations in the air cargo shipping services market. More than \$848 million has been recovered on behalf of the plaintiff class.

In Re: Aluminum Warehousing Antitrust Litigation, *Court File No. 13-md-2841 (SDNY)*. The firm is class counsel in this antitrust case alleging a conspiracy to increase aluminum stockpiles and load-out delays in order to inflate the Platts Midwest Premium, a key component of aluminum contracts, and thereby drive up aluminum prices.

In re American Express Anti-Steering Rules Antitrust Litigation (II) *Court File No. 11-MD-02221(EDNY)*. Reinhardt Wendorf & Blanchfield was co-lead counsel and is a member of the Executive Committee in this massive merchant antitrust case alleging claims of monopolization.

In re American Express Consolidated Merchants Litigation, *Court File No. 04-CV-00366 (SDNY)*. Reinhardt Wendorf & Blanchfield is co-lead counsel in this massive merchants antitrust tying case claims. This case was heard in the United States Supreme Court *sub nom*, American Express Company, et al. v. Italian Colors Restaurant, et al., 133 S Ct. 2304 (June 20, 2013).

In re Aspartame Antitrust Litigation, Court File No. 06-1732-LDD (E. D. Pa). Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the sweeteners industry.

In re ATM Fee Antitrust Litigation, Court File No. 04-cv-02676-CRB (N. D. Calif.). Reinhardt Wendorf & Blanchfield is class counsel and participated in significant discovery in this antitrust case relating to bank fees for ATM card usage.

In Re: Automotive Parts Antitrust Litigation, Court File No. 12-md-02311 (E.D. Mich.) Reinhardt Wendorf & Blanchfield serves as class counsel in this massive antitrust case alleging defendants engaged in a decade-long conspiracy to unlawfully fix and artificially raise the price of many automotive parts resulting in increased prices to both automotive manufacturers and consumers.

In re Blood Reagents Antitrust Litigation, Court File No. 09-md-2081(E. D. Pa.) Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging a conspiracy to artificially fix, raise and/or stabilize the price of Blood Reagents in the United States.

In Re: Blue Cross Blue Shield Antitrust Litigation, Court File No. 13-cv-20000 (N.D. Ala.). Reinhardt Wendorf & Blanchfield represents a class of subscribers alleging defendants engaged in a conspiracy to allocate markets in order to establish and maintain monopoly power throughout the regions in which they operate in violation of the Sherman Act.

Boland v. Consolidated Multiple Listing Service, Inc. et al., Court File No. 09-cv-1974-SB, District of South Carolina. Reinhardt Wendorf & Blanchfield serves as class counsel in this case alleging unlawful restraint of competition among real estate brokerages in violation of federal antitrust laws.

In re: Brand Name Prescription Drugs Antitrust Litigation, Court File No. 94-C-897, Northern District of Illinois. The firm performed substantial work including serving as a member of the trial team, representing the class in this prescription drug antitrust price fixing case that recovered over \$700 million in settlements on behalf of the plaintiff class.

In re Bromine Antitrust Litigation, Court File No. IP 99-9310-C-B/S, Southern District of Indiana. Mark Reinhardt served as lead counsel in this multi-district antitrust class action alleging a nationwide conspiracy to fix the prices of certain bromine products. The plaintiff class recovered nearly \$10,000,000 in cash and product vouchers.

Chicago Ingredients, Inc. v. Archer Daniels and Midland Company, Inc., Ajinomoto U.S.A., Inc., Ajinomoto Co., Inc., Chiel Foods and Chemicals, Inc., Miwon Co, Ltd., Takeda Chemical Industries, Ltd., Takeda U.S.A., Inc., and Tong Hai Fermentation Industrial Corp., Master File No. CV-00-0384, District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this multi-district antitrust class action.

In re Carbon Black Antitrust Litigation, MDL Docket No. 1543. The firm served as class counsel in this national antitrust class action alleging violations of federal antitrust laws.

In re: Carbon Dioxide Industry Antitrust Litigation, *Court File No. MDL 940, Middle District of Florida*) Our attorneys and paralegals performed substantial work representing the class in this antitrust case alleging that the major manufacturers of bulk liquid carbon dioxide engaged in a horizontal agreement to fix prices. The plaintiff class recovered \$53 million in settlements along with significant therapeutic relief.

In Re: Cathode Ray Tube (CRT) Antitrust Litigation, *Master File No. 3:07-cv-05944-SC, MDL No. 1917, Northern District of California*. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging a national conspiracy to fix the price of, cathode-ray tubes ("CRTs") and products containing CRTs. Over \$149,000,000 in settlements was obtained on behalf of the plaintiff class.

CC1 Limited Partnership, et al v. Horizon Lines, Inc., et al, *Court File No. 08-cv-01467-DRD, U.S. District Court, District of Puerto Rico*. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging a conspiracy to suppress and eliminate competition in the market for coastal water freight transportation services between the United States and Puerto Rico. Class counsel negotiated \$52,250,000 in settlements on behalf of the plaintiff class.

In re Chocolate Confectionary Antitrust Litigation, *Court File No. MDL 1935, Middle District of Pennsylvania*. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging a conspiracy to fix the prices of chocolate in the worldwide chocolate market.

In re Cigarette Antitrust Litigation, *Court File No. 1:00-CV-0447-JOF, Northern District of Georgia*. Reinhardt Wendorf & Blanchfield served on the expert witness committee in this nationwide antitrust case against the major manufacturers of cigarettes.

In re Commercial Tissue Products Antitrust Litigation, *MDL No. 1189, U.S. District Court, District of Florida*. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing in the paper products industry. The plaintiff class recovered in excess of \$40,000,000 in settlements.

Kirk Dahl et al., v. Bain Capital Partners LLC, et al., *Court File No. 07-cv-12388, District of Massachusetts*. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging a conspiracy among some of the world's largest private equity firms to not compete when bidding on large leveraged buy-outs. The plaintiff class recovered in excess of \$590 million in settlements.

In re Delta/Airtran Baggage Fee Antitrust Litigation, *Court File No. 09-md-2089, Northern District of Georgia*. Reinhardt Wendorf & Blanchfield serves as class counsel

in this class action alleging violations of the federal antitrust laws related to the baggage fees charged by airlines.

In Re: Domestic Air Transportation Antitrust Litig., MDL File No. 861, Northern District of Georgia. The firm served as class counsel in this class action alleging violations of federal antitrust laws related to airfare pricing. Counsel negotiated settlements totaling \$458,000,000 on behalf of the plaintiff class.

In re: Domestic Drywall Antitrust Litigation, Court File No. 13-md-2437-MMB, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging manufacturers conspired to fix, raise, stabilize and maintain the prices of gypsum board in violation of Federal Antitrust laws.

In re DRAM Antitrust Litigation, Court File No. MDL 1486, Central District of California. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this antitrust case alleging a national conspiracy to fix the price of D-RAM, a type of computer chip. Counsel negotiated settlements in the amount of \$325,997,000 on behalf of the plaintiff class.

Matthew Edwards v. National Milk Producers Federation et. al., 11-cv-4766-JSW, Northern District of California. Reinhardt Wendorf & Blanchfield represents one of the named plaintiffs in this antitrust case alleging a conspiracy to limit the production of raw farm milk in violation of Federal Antitrust laws.

In re: European Rail Pass Antitrust Litigation, Civil File No. 00-Civ.691-1(WCC), Southern District of New York. Reinhardt Wendorf & Blanchfield served as lead counsel in this antitrust class action alleging price fixing of the commission paid to travel agents selling passes for European rail travel. The plaintiff class recovered \$375,000 in cash and \$888,000 in rail passes from two defendants who, in the wake of downturns in the travel industry, faced serious financial difficulties and potential bankruptcy.

Expressions Hair Design v. Schneiderman, Court File No. 13-cv-3775-JSR (SDNY). Reinhardt Wendorf & Blanchfield is class counsel in this case alleging the New York no-surcharge law, N.Y. Gen. Bus. Law § 518, violates the First Amendment to the U.S. Constitution, is unconstitutionally vague, and is preempted by federal antitrust law.

In re Fasteners Antitrust Litigation, Court File No. MDL 1912, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a national conspiracy to fix the price of fasteners, zippers, snaps, hooks & eyes, rivets, eyelets and similar fastening devices. Counsel recovered \$17,550,000 in settlements for the plaintiff class.

In re Flash Memory Antitrust Litigation, Master File No. 07-0086 SBA, MDL 1852, Northern District of California. Reinhardt Wendorf & Blanchfield was class counsel in this indirect purchaser antitrust class action alleging a national conspiracy to fix the price of flash memory chips which were used in a variety of applications, including, memory

cards, USB storage devices, digital audio devices, mobile wireless technology, game consoles and personal computers.

In re Flat Glass Antitrust Litigation (II), *Court File No. MDL No. 1942*, Reinhardt Wendorf & Blanchfield was class counsel and worked extensively with the economic experts in this antitrust case alleging a national conspiracy to fix the prices of Construction Flat Glass. Over \$22.3 million in settlements was recovered on behalf of the plaintiff class.

In re Flat Glass Antitrust Litigation, *MDL 1200, Western District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was on the executive committee of this antitrust case alleging a horizontal price fixing conspiracy. Class counsel recovered \$61.7 million in settlements on behalf of the class.

Fond du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Co., et al., *Court File No. 09-cv-00852 (E.D. Wis.)* The firm serves as class counsel in this national class action alleging a conspiracy to fix the price of aftermarket auto sheet metal parts in violation of Federal antitrust laws.

In re Graphics Processing Units Antitrust Litigation, *Court File No. 07-cv-01826-WHA, (N. D. Cal.)*. Reinhardt Wendorf & Blanchfield was class counsel in this indirect purchaser class action alleging violation of federal antitrust laws related to Graphics Processing Units and Cards.

In re High Fructose Corn Syrup Antitrust Litigation, *Master File No. 95-1477, MDL No. 1087, District of Illinois*. Reinhardt Wendorf & Blanchfield was class counsel and participated in extensive discovery in this national antitrust case alleging horizontal price fixing by the major manufacturers of high fructose corn syrup. \$431,000,000 in settlement were recovered on behalf of the plaintiff class.

In re High Pressure Laminates, *Court File No. 00-MD-1368 (CLB), Southern District of New York*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the high pressure laminate industry. The plaintiff class recovered \$9.5 million in settlements.

In re Hydrogen Peroxide Antitrust Litigation *Court File No. 05-1339, MDL 1682, Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the manufacture and sale of Hydrogen Peroxide and its downstream products sodium perborate & sodium per carbonate. Counsel obtained over \$87.3 million in settlements from four defendants on behalf of the plaintiff class.

In re: Industrial Silicon Antitrust Litigation, *Civil File No. 95-2104, Western District of Pennsylvania*. The firm served as co-lead and trial counsel in this antitrust price fixing case that recovered \$22.5 million in settlements from six defendants on behalf of the plaintiff class.

In re International Air Transportation Surcharge Antitrust Litigation, Court File No. 06-cv-01793-CRB, Northern District of California. Reinhardt Wendorf & Blanchfield was class counsel in this class action alleging antitrust violations related to fuel surcharges in the air transportation industry. Counsel obtained \$59,007,273 in settlements on behalf the class of U.S. Ticket purchasers and £48,339,176 on behalf U.K. ticket purchasers.

In re K-Dur Antitrust Litigation, Civil File No. 01-1652 (JAG), District of New Jersey. Reinhardt Wendorf & Blanchfield was class counsel and participated in discovery in this antitrust market allocation class action alleging unlawful agreements between Schering-Plough Corporation, Upsher-Smith Laboratories and American Home Products Corporation related to extended-release potassium chloride tablets and capsules.

Kleen Products, LLC, et al v. Packaging Corporation of America, et al., Court File No. 10-cv-5711, Northern District of Illinois Reinhardt Wendorf & Blanchfield serves as class counsel participating in extensive discovery projects in this pending class action alleging violation of federal antitrust laws.

In Re: Lidoderm Antitrust Litigation, Court File No. 14-md-02521 (N.D. Cal.). The firm is class counsel in this class action alleging defendants engaged in an anticompetitive scheme to delay availability of a generic version of the lidocaine patch Lidoderm.

In re Linen Services Antitrust Litigation, Court File No. 03-cv-7823-GEL, Southern District of New York. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the linen services industry. Counsel negotiated settlements in the amount of \$6.3 million in cash and \$2.9 million in vouchers on behalf of the plaintiff class.

In re Linerboard Antitrust Litigation, Court File No. 99-CV-2549, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield served on the expert witness committee and participated in extensive discovery in this antitrust class action alleging the manufacturers of corrugated linerboard conspired to fix prices on a nationwide level. The Plaintiff class recovered over \$200 million in settlements.

In Re: Lithium Ion Batteries Antitrust Litigation, Court File No. 13-md-02420-YGR (N.D. Cal.). The firm is class counsel in this antitrust class action alleging the Manufacturers of Lithium Ion Batteries engaged in a conspiracy to unlawfully fix and artificially raise the prices of Lithium Ion Rechargeable Batteries in violation of federal antitrust laws.

Marcus Corporation v. American Express, Court File No. 04-05432, Southern District of New York. Reinhardt Wendorf & Blanchfield is co-lead counsel in this pending anti-trust case challenging the tying of credit cards to charge cards.

McDonough, et al v. Toys "R" Us, Inc., et al, Court File No. 06-cv-0242-AB, Eastern District of Pennsylvania. The firm is class counsel and participated in substantial discovery in this pending class action alleging antitrust violations in the baby products market. Settlements totaling \$35.5 have been obtained on behalf of the plaintiff class.

In Re: Medical X-Ray Film Antitrust Litigation, Court File No. CV-93-5904 (CPS), Eastern District of New York. The firm was on the executive committee in this national class action alleging price fixing in the medical x-ray film industry. The Plaintiff class recovered \$39,360,000 in settlements.

In re Milk Products Antitrust Litigation, Master File No. 3-96-458, District of Minnesota. The firm was on the steering committee of this Minnesota antitrust case alleging a regional conspiracy to fix the price of milk.

In re Monosodium Glutamate Antitrust Litigation, Master File No.00-1328 PAM/JGL, District of Minnesota. Reinhardt Wendorf & Blanchfield participated in extensive document review in the antitrust case against the producers of MSG. The plaintiff class recovered \$123,400,000 in settlements.

In re NASDAQ Market Makers Antitrust Litigation, Court File No. 94 Civ. 3996 RWS, Southern District of New York. The firm performed substantial work representing the class in this case alleging market manipulation by the market makers in the National Association of Securities Dealers. Over \$1 billion in settlements was recovered on behalf of the plaintiff class.

In re NCAA Student-Athlete Name and Likeness Licensing Litigation, Court File No. 09-cv-1967, Northern District of California. Reinhardt Wendorf & Blanchfield serves as class counsel and represents one of the named plaintiffs in this class action alleging *per se* violations of federal antitrust laws by engaging in a price-fixing conspiracy and a group boycott/refusal to deal that has unlawfully foreclosed class members from receiving compensation in connection with commercial exploitation of their images following their conclusion of intercollegiate athletic competition. A \$40 million settlement was reached with two of the defendants. A trial against the remaining defendant resulted in the Court finding that the NCAA's rules prohibiting compensation for likeness use was an antitrust violation and issued a permanent injunction against those rules.

In Re: National Football League's "Sunday Ticket" Antitrust Litigation, MDL No. 2668 (C.D. Cal.). The Firm is class counsel in this case filed on behalf of bars and restaurants alleging defendants colluded to charge supra-competitive prices for out of market NFL games via DirecTV's NFL Sunday Ticket package.

In Re: Niaspan Antitrust Litigation, Court File No. 13-md-2460 (E.D. Penn.). Reinhardt Wendorf & Blanchfield is class counsel in this antitrust case alleging defendants engaged in a multifaceted anticompetitive scheme to exclude competition by

preventing, suppressing and delaying entry of generic versions from the market for the prescription drug Niaspan.

In re Online DVD Rental Antitrust Litigation, *Court File No. 09-md-2029, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel and has participated in extensive discovery in this class action alleging monopolization and illegal restraint of trade in the on-line DVD rental market. Class counsel has negotiated a settlement of \$27,250,000 from one of the defendants. Litigation continues against the remaining defendant.

In re Optical Disk Drive Products Antitrust Litigation, *Court File No. 10-md-2143, Northern District of California*. Reinhardt Wendorf & Blanchfield served as class counsel in this class action alleging violation of federal antitrust laws in the optical disk drive market. Counsel negotiated settlement totaling \$37,750,000 on behalf of the plaintiff class.

In re OSB Antitrust Litigation, *Master File No. 06-CV-00826 (PSD), Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a conspiracy to fix the price of OSB board. RWB worked with the experts, participated in extensive discovery and was in charge of the discovery efforts against one of the defendants. The plaintiff class recovered over \$120,000,000 in settlements.

In Re: Packaged Ice Antitrust Litigation, *Court File No. MDL 1952*. Reinhardt Wendorf & Blanchfield is class counsel and represented one of the named plaintiffs in this antitrust case alleging a national conspiracy to fix the price of packaged ice. The defendants in this case declared bankruptcy, however, counsel was able to negotiate a settlement of \$700,000 with Reddy Ice.

In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, *MDL 05-1720 (JG)(JO), Eastern District of New York*. RWB is co-lead counsel of a subset of allegations against Visa and MasterCard and is participating in extensive discovery in this massive anti-trust case against the issuers of credit cards. Counsel recovered in excess of \$6 billion in settlement on behalf of the plaintiff class.

Performance Labs, Inc., et al. v. American Express Co., et al., *Case No. 06-cv-2974 (SWK), Southern District of New York*. Reinhardt Wendorf & Blanchfield is co-lead counsel in this case alleging that the restrictions placed on merchants by American Express are antitrust violations.

In re Photochromic Lens Antitrust Litigation, *Court File No. 10-md-2173, Middle District of Florida*. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging violation of federal antitrust laws.

In re Plastic Cutlery Antitrust Litigation, *Master File No. 96-728, Eastern District of Pennsylvania*. The firm was co-lead counsel in this national antitrust case alleging the

major manufacturers of plastic cutlery engaged in a horizontal agreement to fix prices. The Plaintiff class recovered over \$1.1 million in settlements.

In Re: Plastic Tableware Antitrust Litigation, *Master File No. 94-CV-3564 (United States District Court, Eastern District of Pennsylvania)* The firm was co-lead counsel in this national antitrust case alleging the major manufacturers of injection molded plasticware engaged in a horizontal agreement to fix prices. Plaintiff class recovered \$9 million in settlements.

In re Polypropylene Carpet Antitrust Litigation, *Master File No. 4:95-CV-193-HLM, MDL Docket No. 1075 (N. D. GA)*. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing of polypropylene carpet. The plaintiff class recovered over \$7 million in settlements.

In re Polyurethane Foam Antitrust Litigation, *Court File No. 10-md-2196 (JZ), Northern District of Ohio*. Reinhardt Wendorf & Blanchfield serves as class counsel in this antitrust class action alleging violation of federal antitrust laws. The plaintiff class recovered over \$275,500,000 in settlements.

In re Pool Product Distribution Market Antitrust Litigation, *Court File No. 12-md-02328-SSV, (E.D. La)* The firm serves as class counsel in this national antitrust class alleging the Defendants entered into agreements and attempted to monopolize the market for Pool Products in violation of antitrust laws. Counsel negotiated settlements totaling \$15,950,000 on behalf of class plaintiffs.

In re: Potash Antitrust Litigation, *Court File No. 3-93-197, District of Minnesota*. The firm served a co-lead counsel in this national antitrust class action alleging the major producers of potash conspired to artificially inflate prices.

In re Pressure Sensitive Labelstock Antitrust Litigation, *Court File No. 03-MDL-1556 (M. D. Pa.)*. Reinhardt Wendorf & Blanchfield was class counsel and participated discovery in this antitrust case alleging price fixing in the pressure sensitive label industry. Settlements of \$46.5 million have been recovered on behalf of the plaintiff class.

In re Publication Paper Litigation, *Court File No. 3:04-MD-1631, District of Connecticut*. Reinhardt Wendorf & Blanchfield is class counsel in this nationwide antitrust case alleging price fixing of coated and uncoated magazine paper.

In Re: Puerto Rican Cabotage Antitrust Litigation, *Court File No. 08-md-1960 (D. PR)*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging Jones Act shipping companies engaged in a conspiracy to fix prices for ocean shipping services between the United States and Puerto Rico.

In re Refrigerant Compressors Antitrust Litigation, Court File No. 02-md-02042, Eastern District of Michigan. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging a conspiracy to fix, raise, maintain and/or stabilize prices of, and allocate the worldwide market for, hermetically sealed refrigerant compressors. The plaintiff class recovered \$48.4 million in settlements.

In re Rubber Chemicals Antitrust Litigation, Court File No. 02-19278, Hennepin County District Court). Reinhardt Wendorf & Blanchfield served on the discovery and expert witness committees in this indirect purchaser antitrust class action, and served as lead counsel for the Minnesota case. As lead counsel, Garrett Blanchfield obtained a unanimous reversal of defendants' motion to dismiss from the Minnesota Supreme Court. *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). The plaintiff class recovered \$3,798,225 in settlements.

Seiver et al. v. Time Warner, Court File No. 03-CV-7747, Southern District of New York. Reinhardt Wendorf & Blanchfield was co-lead counsel in this antitrust class action alleging Time Warner entered into illegal tying arrangements which required its subscribers to lease unwanted cable modems as part of their subscription fee for cable modem high-speed internet access.

In re Static Random Access Memory (SRAM) Antitrust Litigation, Court File No. 07-cv-01819-CW, Northern District of California. The firm was class counsel in this class action case alleging a national conspiracy to fix the price of SRAM, a type of computer chip. Over \$76 million in settlements has been recovered on behalf of the plaintiff class.

In Re: Steel Antitrust Litigation, Court File No. 08-cv-5214 (N.D. Ill.). The firm is class counsel in this antitrust case alleging defendants engaged in a scheme to artificially restrict the supply of steel products in the United States, thereby allowing defendants to charge supra-competitive prices. Settlements in excess of \$163,000,000 have been negotiated on behalf of the plaintiff class with three defendants remaining in the case.

In Re: TFT-LCD (Flat Panel) Antitrust Litigation, Court File No. M: 07-1827 SI, MDL No. 1827, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel and is participating in extensive discovery in this pending antitrust case alleging a national conspiracy to inflate and stabilize the prices of Thin-Film Transistor Liquid Crystal Displays. Almost \$1.1 billion was recovered on behalf of the plaintiff class.

In re Transpacific Passenger Air Transportation Antitrust Litigation, Court File No. 07-cv-5634, Northern District of California. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging a long-running international conspiracy to fix the prices of trans-Pacific air passenger transportation and the fuel surcharges on this transportation. \$39,502,000 has been recovered on behalf of the plaintiff class.

In Re: Treasury Securities Auction Antitrust Litigation, MDL No. 2673 (SDNY). The firm is class counsel in this class action alleging defendants engaged in a scheme to manipulate the market for U.S. Treasury bills, notes and bonds in violation of federal antitrust laws.

Universal Delaware, Inc., d/b/a Gap Truck Stop v. ComData Corporation, Court File No. 07-cv-1078-JKG-HSP, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield was class counsel and participated in discovery in this class action case alleging anti-competitive conduct related to transaction fees on Comdata Proprietary Card Transactions. Defendants collectively agreed to pay \$130,000,000 in cash settlements.

In re Urethane Antitrust Litigation, Court File No. 04-1616, District of Kansas. Reinhardt Wendorf & Blanchfield represents the class in this ongoing antitrust class action alleging price fixing in the sale of urethane and urethane chemicals. More than \$1.144 billion was recovered on behalf of the plaintiff class.

In Re: Vehicle Carrier Services Antitrust Litigation, Court File No. 13-cv-3306 (D. NJ). The firm is class counsel in this antitrust case alleging the providers of vehicle carrier services engaged in a multi-year conspiracy to fix, raise, maintain and/or stabilize prices, and allocate the market and customers in the United States.

In re Vitamins Antitrust Litigation, Court File No. 99-197 (TFH), District of Columbia. Reinhardt Wendorf & Blanchfield was class counsel and participated in extensive discovery in this national antitrust case alleging price fixing in the bulk vitamins industry. This case recovered over \$1 billion in settlements from several of the defendants.

SECURITIES CLASS ACTION LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield are well-known for their class action securities litigation practice. The firm has represented classes of shareholders throughout the country, recovering millions of dollars for defrauded shareholders. Reinhardt Wendorf & Blanchfield aggressively pursues these cases on behalf of shareholders and other victims injured by corporate fraud, misrepresentation, breaches of fiduciary duty, and other financial wrongdoings. Some of the securities cases in which the firm played a significant role are:

In Re: ADC Telecommunications, Inc. Shareholder Litigation, Court File No. 27-cv-10-17053 (Henn. Cty. District Court). Reinhardt Wendorf & Blanchfield was class counsel in this derivative case in which the Defendants agreed to make disclosures related to the acquisition.

Bruce Bosshart et. al v. Manugistics Group, Inc., File No. 98-CV-1504, District of Minnesota. The firm served as co-lead counsel in this securities fraud class action that recovered \$2 million on behalf of the plaintiff class.

In Re: Caribou Coffee, Inc. Shareholder Litigation, Court File No. 27-cv-12-24893 (Henn. Cty. District Court). Reinhardt Wendorf & Blanchfield served as local counsel in this shareholder litigation alleging breach of fiduciary duty related to the decision by the Caribou Board of Directors to sell the company to Joh A. Benckiser Group. As a result of this litigation, Defendants agreed to make additional disclosures about the transaction.

In re Ceridian Corporation Civil File No. 04-CV-03704-MJD-JGL, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities fraud class action.

Unger v. Chronomed, Inc. et al Civil Action No.: MC 04-12272, Hennepin County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities fraud class action.

In Re Computer Learning Centers Securities Litigation, File No. 98-859-A, Eastern District of Virginia. The firm was co-lead counsel in the securities class action alleging violation of federal securities laws. Class counsel recovered over \$7.5 million in cash and stock on behalf of the plaintiff class.

Craig Anderson, et. al. v. EFTC Corporation, et al, File No. No. 98-CV-962, District of Colorado. The firm served as co-lead counsel in the securities class action that recovered \$6 million on behalf of the plaintiff class.

Don Blakstad et al v. Net Perceptions, Inc. et al. *Master File No. 03-17820 District of Minn.* The firm served as class counsel in this securities fraud class action.

In re Engineering Animation Securities Litigation, *Court File No. 4-99-CV-10117, Central District of Iowa.* The firm served as class counsel in this securities fraud class action that recovered \$7.5 million on behalf of the plaintiff class.

In Re: FSI International, Inc. Shareholder Litigation, *Court File No. 10-cv-12-1118 (Carver Cty. District Court).* Reinhardt Wendorf & Blanchfield served as local counsel in this shareholder class action alleging breach of fiduciary duty related to the acquisition of FSI by Tokyo Electron Limited.

In re Future Health Care Securities Litig., *File No. C-9-95-180, Southern District of Ohio.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities class action that recovered \$5.75 million in settlements on behalf of the plaintiff class.

In re Gander Mountain Securities Class Action, *Court File No. 05-CV-0183 DWF/JSM, District of Minnesota.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Greenblatt v. Nash-Finch Company et al., *Court File No. 27-cv-13-13710 (Henn. Cty. District Court).* Reinhardt Wendorf & Blanchfield was local counsel in this shareholder case alleging breach of fiduciary duty related to the merger of Nash-Finch with SS Delaware, Inc. As a result of this case, the defendants agreed to make additional disclosures related to the transaction.

Scott Halliday, et al. v. Lawson Software, *Court File No. 62-cv-3669, Ramsey County.* Reinhardt Wendorf & Blanchfield served as liaison counsel in this Minnesota direct shareholder class action for breach of fiduciary duty related to the takeover of Lawson Software by CGC Software Holdings. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

Hennepin County 1986 Recycling Bond Litigation, *Master File CT 92-22272, Hennepin County.* Reinhardt Wendorf & Blanchfield was class counsel and served on the executive committee in this Minnesota class action representing bondholders who alleged improper redemption. The plaintiff class recovered over \$10.6 million in settlements.

IBEW Local 98 Pension Fund v. Best Buy Co., Inc., *Court File No. 11-429 (D. Minn.).* Reinhardt Wendorf & Blanchfield was plaintiffs' counsel in this class action alleging violations of the Securities Exchange Act of 1934.

In re Imperial Credit Industries, Inc., Securities Litigation, *Case No. CV 98-8842 SVW, Central District of California.* Reinhardt Wendorf & Blanchfield served as co-lead counsel in this securities fraud class action.

International Union of Operating Engineers, Local 132 Pension Plan v. International Multifoods Corp., et al. *Case No. CV 04-1361, Hennepin County.* Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities class action alleging breach of fiduciary duty related to the merger between International Multifoods Corp. (IMC) and Smucker. As a result of this class action, IMC agreed to include additional information in the Registration Statement related to the merger.

Jones v. Sherman Black, et al., *Court File No. 27-cv-10-2804 (Henn. Cty. District Court).* Reinhardt Wendorf & Blanchfield was class counsel in this shareholder action alleging breach of fiduciary duty. This case was consolidated with the **In Re: Compellant Technologies, Inc. Shareholder Litigation** in Delaware Chancery Court where counsel were able to negotiate additional disclosures and amendments to the merger agreement between Dell and Compellant.

Jim Pierce, et al. v. Americredit Corp., et al., *Master File No. 4:03-CV-026-Y, Northern District of Texas.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Joshua Teitelbaum v. Rural Cellular Corporation, et al., *Court File No.: 21-CV-07-1145, Douglas County.* Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota stockholder class action alleging breach of fiduciary duty related to the sale of Rural Cellular Corporation to Verizon Communications. As a result of this litigation, Defendants agreed to make additional significant disclosures about the transaction.

Kirk Dahl, et al. v. Charles Schwab & Co., Inc., 524 N.W.2d 746 (Minn. 1994) Reinhardt Wendorf & Blanchfield was co-lead counsel in this class action alleging violations of stockbroker fiduciary duty.

In Re: Lakes Entertainment Shareholder Litigation, *Court File No. 27-cv-15-1990 (Henn. Cty. District Court).* Reinhardt Wendorf & Blanchfield was local counsel in this shareholder class action alleging breach of fiduciary duty.

Long v. Eschelon Telecom, Inc. et al. *Court File No.: 27-cv-07-6687, Hennepin County.* Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities class action alleging self-dealing and breach of fiduciary duty. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

Lusk v. Life Time Fitness, Inc., *Court File No. 15-cv-01911 (D. Minn.).* The Firm serves as local counsel in this class action alleging violations of the Securities Exchange Act of 1934 related to the buyout of Lifetime Fitness by a consortium of investors that included Life Time's founder and CEO.

In re Metris Securities Litigation, *Court File No. 02-3677, District of Minnesota.* Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that settled for \$7,500,000.

In re Nash Finch Securities Litigation, Court File No. 05-02934 ADM-AJB, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this class action alleging violations of the Securities Exchange Act of 1934. The plaintiff class received \$6,750,000 in settlements.

In re Navarre Corp. Securities Litig., Court File No.: 05-1151-PAM-RLE, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison class counsel in this securities fraud class action that recovered \$4,000,000 on behalf of the class plaintiffs.

In re Pemstar Securities Litigation, Court File No. 02-1821, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison class counsel in this securities fraud class action that settled for \$12,000,000.

In re Piper Funds, Inc. Institutional Government Income Portfolio Litigation, Court File No. 3-94-587, District of Minnesota. The firm performed substantial work representing the class in this national class action alleging violation of federal securities laws. Settlements totaling \$70 million were recovered on behalf of the plaintiff class.

Police Pension Fund of Peoria v. Capella Education Company, Court File No. 10-cv-04474 (D. Minn.). The firm was counsel for the plaintiff class in this securities fraud case alleging defendants made false statement and failed to disclose adverse facts known to them about Capella which caused class members to pay inflated prices for Capella common stock and suffer economic loss when the adverse facts became known in the market.

In re Powerwave Technologies Inc. Securities Litigation, Court File No. SACV-98-605-GLT (Eex), Central District of California. The firm served as co-lead counsel in this national securities class action that recovered \$3 million on behalf of the plaintiff class.

In re Putnam Mutual Funds Investment Litigation, MDL Docket No. 1590. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action which recovered \$3,225,500 in settlements for the plaintiff class.

Reinhardt et al. v. Strong, et al, Court File No. 03-CV-7438(PKC) Southern District of New York. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action. \$13,678,500 in settlements was recovered on behalf of the plaintiff class.

In re Retek Securities Litigation, Court File No. 02-CV-4209, District of Minnesota. Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

In Re: Rochester Medical Corp. Shareholder Litigation, Court File No. 55-cv-13-6107 (Olmstad Cty. District Court). Reinhardt Wendorf & Blanchfield Served as local

counsel in this shareholder action alleging breach of fiduciary duty related to the sale of Rochester Medical Corp. to C.R. Bard, Inc. As a result of this case, the defendants agreed to make certain supplemental disclosures regarding material information concerning the merger to ensure shareholders were fully informed.

Rowe v. St. Paul Travelers Companies, Inc., Court File No. 04-cv-4576-JRT-FLN, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this derivative case which resulted in changes to the company's Corporate Governance Policy.

In re Rural Cellular Litigation, Court File No. 03-CV-121, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action.

Sailors v. Northern States Power Co., Court File No. CV 3-91-479, District of Minnesota. The firm served as co-lead counsel in this securities fraud class action.

In Re: SHFL Entertainment, Inc., Court File No. 27-cv-13-13529 (Henn. Cty. District Court). Reinhardt Wendorf & Blanchfield served as local counsel in this shareholder action alleging breach of fiduciary duty related to the acquisition of SHFL by Bally Technologies. As a result of this case, the defendants agreed to make additional material supplemental disclosures related to the transaction.

In Re the Sportsman's Guide, Inc. Litigation, Court File No. 19-C6-06-7903, Dakota County. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action alleging breach of fiduciary duty related to the acquisition of Sportsman's Guide, Inc. by Redcats USA, Inc. As a result of this litigation, Defendants agreed to make significant disclosures about the transaction.

In re St. Paul Companies Securities Litigation, Court File No. 02-3825, District of Minnesota. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$4,000,000 in settlements was recovered on behalf of the plaintiff class.

In re Stellent, Inc. Securities Litigation, Master File No. CV-03-4384 RHK/AJB, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that recovered \$12,000,000 for the Plaintiff class.

In re SuperValu Securities Litigation, Court File No. 02-CBV-1738, District of Minnesota. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$6,000,000 in settlements was recovered on behalf of the plaintiff class.

Svenningson v. Piper, Jaffray and Hopwood, et al., File No. 3-85-921, District of Minnesota. The firm was co-lead counsel in this securities class action alleging failure to perform due diligence. Plaintiff class recovered \$4,000,000 in settlements.

In Re: Synovis Life Technologies, Inc. Shareholder Litigation, Court File No. 62-cv-11-10039 (Ramsey Cty. District Court). Reinhardt Wendorf & Blanchfield served as local counsel in this class action alleging breach of fiduciary duty. A settlement was reached in which defendants agreed to make certain additional material disclosures related to the merger with Baxter International, Inc.

In re Transcript International Securities Litigation, Master File No. 4:98-CV-3099, District of Nebraska. Reinhardt Wendorf & Blanchfield was co-lead counsel in this securities fraud class action. The plaintiff class recovered \$3.85 million in cash and 4.46 million shares of common stock. An additional \$11.75 million in settlements was obtained from the accountants and underwriters.

In re Tricord Systems Inc. Securities Litigation, Master File No. 3-94-746, District of Minnesota. The firm was class counsel and served on the executive committee in this securities fraud class action.

In re United Health Group Incorporated PSLRA Litigation, Court File No. 06-1691 JMR/FLN, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action that recovered \$925,500,000 in settlements on behalf of the class in addition to significant corporate governance reforms.

In re Xcel Securities, Derivative & "ERISA" Litigation, Master File No. 02-2677(DSD/FLN), District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action. Class counsel negotiated a settlement in the amount of \$80,000,000 for the plaintiff class.

Young v. ev3, Inc et al., Court File No. 27-cv-10-14045 (Henn. Cty. District Court). The firm was class counsel in this shareholder class action alleging breach of fiduciary duty.

CONSUMER AND RICO LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield have zealously protected consumer rights in state and federal courts, including the United States Supreme Court. Cases the firm has successfully litigated include deceptive acts and practices in the areas of lending, false and deceptive advertising, fraud, breach of contract, misrepresentation, unsafe food, dishonest and deceptive marketing practices, invasion of privacy issues, violations of the Telephone Consumer Protection Act, and other violations of consumers' rights. Some of the consumer and RICO cases in which the attorneys of Reinhardt Wendorf & Blanchfield played a significant role are:

In Re: 100% Grated Parmesan Cheese Marketing and Sales Practices Litigation. *MDL No. 2705, U.S. District Court, Northern District of Illinois.* The firm currently serves on the executive committee in this consumer class action challenging the false and deceptive advertising practices of numerous manufacturers of Parmesan Cheese.

Boyd Demmer, et al v. Illinois Farmers Insurance Group, *Court File No. MC 00-017872, Hennepin County District Court.* Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. As a result of this litigation, counsel obtained refunds of a portion of the PIP premiums paid by class members.

Buchet, et al. v. ITT Consumer Financial Corporation, et al. *File No. 3-91-809, District of Minnesota.* The firm served as co-lead counsel in this national consumer class action alleging RICO violations and forgery. Counsel recovered \$6.4 million in settlements on behalf of the plaintiff class.

Camp v. the Progressive Corporation, et al. *Civil Action No. 01-2680 Eastern District of Louisiana.* The firm served as class counsel and participated in significant discovery in this class action alleging violation of state overtime laws. The plaintiff class recovered over \$6,000,000 in settlements.

In Re: Caterpillar, Inc. C13 and C15 Engine Products Liability Litigation, *Court File No. 14-cv-03722 (D. N.J.).* Reinhardt Wendorf & Blanchfield represents one of the named plaintiffs in this class action alleging MY2007 engines suffer from a common design defect that renders MY2007 CAT engines unreliable, resulting in the engine failing, derating, or requiring repowering.

City of Wyoming v. Procter & Gamble Company, et al. *Court File No. 15-cv-02101-JRT-TNL (D. Minn.).* Reinhardt Wendorf & Blanchfield represents the named plaintiff in

this class action filed on behalf of municipalities for damages caused to sewer systems and waste treatment facilities by “flushable wipes.”

In Re: Conagra Peanut Butter Products Liability Litigation, Court File No. 07-mdl-1845 TWT (United States District Court, Northern District of Georgia). Reinhardt Wendorf & Blanchfield served as class counsel in this product liability class action related to peanut butter that was contaminated with salmonella. Millions of dollars in settlements were paid out to individual claimants.

Denton v. Newell Window Furnishings, Inc., Court File No. 97CH01556, Cook County, Illinois). The firm served as co-lead counsel in this product liability class action related to lead contained in mini blinds.

Elliot v. ITT, et al., Court File No. 90-C-1841, Northern District of Illinois. The firm served as lead counsel in this consumer class action alleging RICO violations and insurance packing.

Frankle v. Best Buy Co., Inc., Court File No. 08-cv-5501 JRT/JJG, District of Minnesota. The firm was liaison counsel in this consumer class action alleging the improper installation and venting of dryers in consumer homes. As a result of this case, Best Buy agreed to replace improper dryer venting with heavy metal or semi-rigid duct vent at no cost to the consumer or to reimburse class members their reasonable out-of-pocket expenses if they have already replaced the improper venting.

In Re: General Motors LLC Ignition Switch Litigation, Court File No. 14-md-2543 (SDNY). Reinhardt Wendorf & Blanchfield represents the class in this case alleging defendants knowingly sold motor vehicles containing defective ignition switches. These defective switches were cutting off engine power, thus disabling critical functions, such as power steering, power braking and airbags, needed to safely operate vehicles.

Gerriets et al v. Western National Mutual Insurance Company, Court File No. MC 00-016563, Hennepin County District Court). Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Good v. Ameriprise Financial, Inc., et al, Court File No. 06-CV-1027 DWF/SRN, District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this consumer class action related to the payment of commissions.

H. J. Inc. v. Northwestern Bell Telephone Co., 492 U.S. 229, 109 S.Ct. 2893 (1989) Mark Reinhardt served as lead counsel and both briefed and successfully argued before the Supreme Court of the United States in this national consumer class action alleging RICO bribery. (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989)).

Hall v. State of Minnesota et al., Court File No. 62-cv-15-2112 (Henn. Cty. District Court). Reinhardt Wendorf & Blanchfield is class counsel in this case alleging defendants violate the due process clauses of the United States and Minnesota Constitutions by taking possession of property it knows it does not own then selling, keeping or otherwise benefitting from unrestricted use without providing adequate notice to the rightful owners.

Hamline Park Plaza Partnership, et al. v. Northern States Power Company, Court File No. CT 95-004816 Hennepin County District Court. The firm served as lead counsel in this Minnesota class action alleging consumer fraud and deceptive trade practices related to Northern States Power's Lighting Retrofit Program.

Hara v. USAA Casualty Insurance Company, Court File No. 10-cv-3944, District of Minnesota. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Hawkins v. Thorp Loan Credit & Thrift Company, File No. 85-6074, Hennepin County District Court. The firm served as lead counsel in this Minnesota consumer class action alleging violation of the Minnesota Small Loan Act. Counsel obtained over \$47 million in cash refunds and product discounts on behalf of the plaintiff class.

In re Herbal Supplements Marketing and Sales Practices Litigation, Court File No. 15-cv-5070 (N.D. Ill.) Reinhardt Wendorf and Blanchfield represents one of the named plaintiffs in this class action alleging certain store brand herbal supplements did not contain the ingredients the product label claimed the product contained, or, contained other substances that were not disclosed on the packaging for those herbal supplements.

In Re High Carbon Concrete Litigation, File No.: 97-20657, Hennepin County District Court. The firm was lead counsel in this consumer case brought on behalf of a class of approximately 1000 class members alleging violations of the Minnesota Deceptive Trade Practices Act and the Minnesota Prevention of Consumer Fraud Act. The class-wide settlement provided for complete replacement of the defective concrete application at no cost to the consumer.

Hohn v. ITT, Court File No. 4-87-808, District of Minnesota. The firm served as lead counsel in this RICO and consumer fraud class action.

In re Jetblue Airways Corp. Privacy Litigation, MDL Docket No. 1587. Reinhardt Wendorf & Blanchfield served as class counsel in this consumer privacy class action.

Johnson v. American Family Mutual Insurance Company, Court File No. 10-cv-4224, District of Minnesota. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in

breach of its obligations under its form insurance policies and under Minnesota statutory law.

Johnson v. The Evangelical Lutheran Church in America, Court File No. 11-cv-00023 (D. Minn.). The Firm was counsel for the plaintiff class in this case alleging guaranteed lifetime annuity payments were drastically reduced in violation of the contract Plaintiffs entered into with the Defendants.

Joseph King v. The Home Depot, Inc. Court File No. 1:04-00239-WQD District of Maryland. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging improper assignment of credit card payments. \$4 million in settlements was recovered for the plaintiff class.

Kluessendorf v. Progressive Preferred Insurance Company, Court File No. 10-cv-3945, District of Minnesota. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Lynette Lijewski, et al. v. Regional Transit Board, et al., Court File No. 4-93-Civ-1108, District of Minnesota. The firm served as co-lead counsel in this Minnesota class action alleging violations of the Americans with Disabilities Act. Counsel obtained significant therapeutic relief as well as a cash settlement on behalf of the plaintiff class.

In Re: McCormick & Company, Inc. Pepper Products Marketing and Sales Practices Litigation, MDL NO. 2665 (D.C.). The firm is plaintiffs' counsel in this class action alleging defendants deceived customers by selling partially empty containers of black pepper, a practice in the food industry commonly known as nonfunctional slack fill.

Naficy et al v. Sprint Spectrum, L.P., Civil File No. CV-98-4093 CBM (Shx), Central District of California. The firm was lead counsel in this California class action alleging the Sprint PCS wireless network had not been developed to a sufficient level to allow Sprint PCS to meet anticipated demand and, as a result, the quality of service did not meet the level of quality promised in Sprint PCS advertisements. The plaintiff class settled with Sprint for restitution totaling 10% of the total air time charges up to \$20 per account, for a specified month.

In Re: National Football League Players' Concussion Injury Litigation, Court File No. 12-md-02323 (D. Penn.). Reinhardt Wendorf & Blanchfield is class counsel in this case alleging long-term chronic injuries and financial losses suffered as a result of the Defendants wrongful conduct with respect to concussive brain injuries sustained by Plaintiffs during their NFL careers. Counsel for the class negotiated a settlement that includes medical testing and cash payments of \$1.5-\$5 million per player, depending on

diagnosis as well as \$10 million to be spent on education programs to promote safety and injury prevention.

Nelson v. Citibank, *Court File No. 4-29-287, District of Minnesota*. The firm served as lead counsel in this national consumer class action alleging violations of the National Bank Act.

In re Northwest Privacy Litigation, *Civil File No. CV 04-0126, District of Minnesota*. The firm was lead counsel in this consumer class action alleging release of confidential customer information in violation of the Electronic Communications Privacy Act, 18 U.S.C. §2701 *et seq.*, and state and federal law.

Leonard & Eileen Olson, et al v. American Family Mutual Insurance Company, *Court File No. MC 00-016519, Hennepin County District Court*. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Palmer v. Illinois Farmers Insurance Company, *Court File No. 10-cv-3956, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Park v. Konica Minolta Photo Imaging, I.S.A., Inc., *File No. 2:05-cv-5519 (HAA), District of New Jersey*. Reinhardt Wendorf & Blanchfield served as lead counsel in this national consumer case alleging the deceptive marketing of defective digital cameras. The relief provided in the settlement extended the warranty period with respect to the defective product and, class members received repair of the defective product; reimbursement for the cost of repairs if the consumer had already had the camera repaired; or a partial reimbursement of costs if the consumer bought a new digital camera (regardless of manufacturer).

In re Pet Food Products Liability Litigation, *MDL Docket No. 1850*. Reinhardt Wendorf & Blanchfield served as class counsel in this products liability class action alleging contaminated pet food products caused the illness and/or death of thousands of cats and dogs across the United States. \$24,000,000 in settlements was recovered on behalf of the plaintiff class.

Rathbun v. W.T. Grant, 219 N.W.2d 641 (Minn. 1974). Mark Reinhardt served as lead counsel in this consumer class action alleging usury. The case was one of the first class actions brought under the new rules in Minnesota.

Raymond Arent et al v. State Farm Mutual Automobile Insurance Company, *Court File No. MC 00-016521, Hennepin County District Court*. Reinhardt Wendorf &

Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel settled the case and obtained refunds of a portion of the PIP premiums paid by class members.

Roth v. Life Time Fitness, Inc. et al., *Court File No. 15-cv-03270 (D. Minn.)* Reinhardt Wendorf & Blanchfield serves as plaintiffs' counsel in this class action alleging failure to pay wages due and owing for work performed.

In Re Salmonella Litigation, *File No. PI94-016304, Hennepin County District Court*. The firm served as lead counsel in this national consumer class action filed on behalf of individuals who became ill after consuming salmonella bacteria contained in ice cream. Plaintiff class recovered approximately \$4.5 million in settlements for the plaintiff class.

In Re Schmitt Music Litigation, *File No. 3-93-116, District of Minnesota*. The firm served as lead counsel in this consumer class action alleging RICO and usury violations in the state of Minnesota related to the Defendant's "Instrument Trial Purchase Plan" which was marketed to the parents of students in school band programs. The Plaintiff class recovered \$2.5 million in settlements.

Streich v. American Family Mutual Ins. Co., 399 N.W.2d 210 (Minn. Ct. App. 1987). The firm served as lead counsel in this consumer class action alleging consumer fraud. Counsel obtained a substantial settlement for the class.

Sutton v. FCA Restaurant Company LLC, *Court File No. 08-cv-5122(ADM/JJK), District of Minnesota*. Reinhardt Wendorf & Blanchfield was class counsel in this class action related credit card numbers and expiration dates being printed on customer receipts in violation of the Fair Credit Reporting Act. Class members received vouchers for free food at defendant's restaurants to settle the case.

In Re: Syngenta Litigation, *Court File No. 27-cv-15-3785 (Hennepin County District Court)*. Reinhardt Wendorf & Blanchfield represents one of the named plaintiffs in this Minnesota case alleging the defendant introduced genetically modified corn without first obtaining approval from China, a key export market which effectively closed the market to U.S. corn shipments starting in November 2013 causing lost revenue to corn producers.

In re Synthroid Marketing Litigation, *Court File No. 97 C 6017, MDL 1182, Northern District of Illinois*. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this class action related to the marketing of thyroid medication. Over \$87 million in settlements were paid out to the plaintiff class.

In Re: Takata Airbag Products Liability Litigation, *Court File No. 15-MD-2599 (S.D. Fla.)*. The firm is counsel for the plaintiff class in this products liability class action related to defective Takata airbags installed in many motor vehicles. Plaintiffs' allege the defective airbags often fail to protect vehicle occupants from bodily injury during

accidents, either when they fail to deploy or when they violently explode, sometimes expelling metal debris and shrapnel at vehicle occupants.

In Re: Target Corporation Customer Data Security Breach Litigation, *Court File No. 14-md-0522 (D. Minn.)*. Reinhardt Wendorf & Blanchfield serves as Coordinating Liaison Counsel and represents a class of financial institution plaintiffs alleging they have suffered substantial losses as a result of Target's failure to adequately protect its sensitive payment data. Counsel negotiated a settlement of \$39,400,000 on behalf of the plaintiff class of financial institutions.

Tripp, et al. v. Aetna, et al., *Court File No. 90-0008JC, District of New Mexico*. The firm served as lead counsel in this consumer class action alleging violations of the small loan act and RICO violations.

Percic Enterprises, Inc. v. European Autoworks, Inc., *Court File No. 09-cv-03629 (D. Minn.)* Reinhardt Wendorf & Blanchfield served as class counsel in this class action involving claims under the Telephone Consumer Protection Act.

In re U.S. Bancorp Litigation, *Master File No. 99-891, District of Minnesota*. The firm served as co-lead counsel in this national consumer class action alleging breach of fiduciary duty in the release of personal customer data. Counsel obtained a settlement of \$5 million in cash and product refunds on behalf of the plaintiff class.

In re Volkswagen and Audi Warranty Extension Litigation, *Court File No. 07-md-1790, District of Mass.* Reinhardt Wendorf & Blanchfield served as class counsel in the national consumer fraud case related to defendant's defective design of the 1.8 litre turbo-charged engines found in model year 1997-2004 Audi vehicles and model year 1998-2004 Volkswagen Passat vehicles. As a result of the litigation, the defendant agreed to reimburse class members 50-100% of their out-of-pocket costs for oil sludge related engine repairs and replacements and reasonable related expenses.

In Re: Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation, *Court File No. 15-md-2672 (N.D. Cal.)* The firm is counsel for the plaintiff class in this case alleging Volkswagen deceptively and falsely manufactured, marketed and sold to consumers "clean" diesel automobiles as having low emissions and high fuel efficiency and vehicle performance when, in fact, vehicles contained emissions cheating software that produced false emissions results when tested.

Yost, et al v. Allstate Insurance Company, *Court File No. MC 00-016522, Hennepin County District Court*. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Small v. Target Corp., *Court File No. 13-1509 (D. Minn.)* Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of the Telephone Consumer Protection Act.

ATTORNEY BIOGRAPHIES

Mark Reinhardt



Mark Reinhardt is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mark Reinhardt co-founded Reinhardt & Anderson in 1979. He is a 1971 graduate of Columbus School of Law, Catholic University of America, and recipient of the Reginald Heber Smith Fellowship in 1971 and again in 1972. The Fellowship allowed him to work in the area of significant class action litigation. He is admitted to practice in the Supreme Court of Minnesota and is a member of the bars of the Supreme Court of the United States, the Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth and Ninth Circuits, the District of Minnesota, Eastern and Western Districts of Wisconsin and the District of Columbia.

For the last 35 years, Mr. Reinhardt has devoted a major amount of his practice to complex commercial and class action litigation. He has tried jury cases to verdict in several different areas of law, including class action/antitrust. He has taken an active role in numerous regional and national class actions and has served as lead counsel or a member of the executive committees of many of these actions. He has briefed and argued these cases at all federal levels, including the United States Supreme Court (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989)). He has also been employed on a nationwide basis as a consultant on class action and RICO issues and has testified on the RICO statute before the U.S. Senate Judiciary Committee. For over ten years, Mr. Reinhardt's peers have named him a "Leading Minnesota Attorney" in the area of antitrust litigation.

Mr. Reinhardt was an adjunct Professor of law at William Mitchell College of Law and has taught many Continuing Legal Education courses in complex business litigation, racketeering, class actions, and antitrust. He is a member of the advisory board of the Civil RICO Report, a BNA publication. He has published in the areas of RICO and class action litigation. His writings include: Streich v. American Family: Anatomy of a Class Action, 12 Minn. Trial Law. 15 (Fall 1987); The Pattern of Pattern - Cases Post-H.J. Inc., 5 Civ. RICO Rep. 5 (March 6, 1990); The RICO Act, Public Utilities Fortnightly, July 1991; Coming out of the Trenches with RICO, (M.T.L.A. May 1992); Complex Commercial Litigation, (Business Torts, SC Bar-CLE Division, September 1994); When and How to Settle Class Actions (Minnesota State Bar Association CLE, March 1996); and Review of an Antitrust Class Action, (Minnesota State Bar Association CLE, November 1999); Management of the Large Case and Current Class Action Issues: Plaintiff's Perspective, (Minnesota Institute Legal Education, September 2000); Review of Nationwide Antitrust Practice (South Carolina Bankruptcy Association, February 2005) and Class Actions 101, Lunch & Learn (South Carolina Bar Association, June 2009); and Class Action 101, (Ramsey County Bar Association, February 2012).

Mark A. Wendorf



Mr. Wendorf is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mr. Wendorf was a partner in the law firm of Reinhardt & Anderson. Mr. Wendorf is a 1986 graduate of William Mitchell College of Law, St. Paul, Minnesota. He practices in the areas of class action antitrust and consumer litigation, and insurance law. His practice includes both trial and appellate work in state and federal courts across the country. Mr. Wendorf served as trial counsel in one of the few antitrust class actions tried in the past 10 years. In addition to his trial and appellate court experience, Mr. Wendorf has written and lectured extensively on issues involving the applicability and reform of statutes of limitation. His writings include: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 *Fordham Urb. L.J.* 617 (2004).

Garrett D. Blanchfield



Mr. Blanchfield is a founding partner in the law firm of Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, he was a partner in the St. Paul, Minnesota law firm of Reinhardt & Anderson. He has litigated class actions for more than 15 years with a focus on antitrust, securities and consumer cases. He is a 1990 graduate of Hamline University School of Law, where he was the Production Editor for the *Hamline Journal of Public Law and Policy*. Mr. Blanchfield interned with the Minnesota Court of Appeals Judge Doris Huspeni and also interned in the Canadian Department of Justice. Mr. Blanchfield was admitted to the Minnesota Bar in 1990. Upon graduation from law school, Mr. Blanchfield clerked for Minnesota District Court Judge Robert G. Schiefelbein. Mr. Blanchfield has taught legal writing at a local law school and lectured at a securities law CLE. In 2007, he obtained a unanimous reversal of a Minnesota Court of Appeals decision that limited the standing of indirect purchasers under Minnesota's Antitrust Act, *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). In *Robertson v. Sea Pines Real Estate Co.*, 679 F.3d. 278 (4th Cir., 2012), Mr. Blanchfield successfully argued to the 4th Circuit in support of a District Court decision denying Defendant's motions to dismiss a pair of cases alleging violations of the Sherman Act.

Brant D. Penney



Brant Penney began working as an attorney at Reinhardt & Anderson in 2002 and joined the successor firm of Reinhardt, Wendorf & Blanchfield in August of 2003. A 2002 graduate of William Mitchell College of Law, Mr. Penney has over 10 years of experience litigating class actions in the areas of consumer protection, TCPA, antitrust, employment, and securities law. Mr. Penney has been involved in all aspects of litigation at the state and federal level, and is admitted to practice in the Supreme Court of Minnesota, the Eighth Circuit Court of Appeals, and the District of Minnesota. He also currently serves as a Council Member of the Antitrust Law Section of the Minnesota State Bar Association. Mr. Penney published the following article: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 Fordham Urb. L.J. 617 (2004).

Roberta A. Yard



Ms. Yard joined Reinhardt Wendorf & Blanchfield in 2006. Ms. Yard had previously worked for Heins, Mills & Olson and Hammagren & Meyer. She was admitted to the bar in 2002. Ms. Yard graduated from Winona State University in 1991, *magna cum laude*, with a B.S. in Sociology/Criminal Justice, and from Santa Clara University School of Law in 2002, where she was the Editor-in-Chief of the Santa Clara Law Review. Ms. Yard practices primarily in the areas of antitrust and securities fraud class action litigation, and has experience in nearly all aspects of litigation in both state and federal court.

Lisa Neal Hayes



Mrs. Hayes began working as an associate with Reinhardt, Wendorf & Blanchfield in May, 2007. Mrs. Hayes had previously worked with Whatley Drake & Kallas of Birmingham, Alabama. She was admitted to the bar in 2004. Mrs. Hayes graduated from Auburn University in 2000 with a B.S. in Human Development and Family Studies and from Cumberland School of Law in 2004. Mrs. Hayes practices primarily in the area of antitrust class action litigation.

EXHIBIT 9

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Judge Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS AND
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF WILLIAM R. SIEBEN IN SUPPORT OF
MINNESOTA CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL
OF COMMON BENEFIT AWARDS**

I, William R. Sieben, declare and state as follows:

1. I am a shareholder of Schwebel, Goetz & Sieben, P.A., and am duly authorized by the owners of the firm to make this declaration on its behalf.

2. I submit this declaration in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as Co-lead Class counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are outlined herein.

4. I was appointed Co-Lead Class Counsel and to the Plaintiffs' Executive Committee in the Minnesota action, and served as co-lead trial counsel in the *In Re: Syngenta* Minnesota class trial. My associates, Alicia Sieben and Matthew Barber, and I were heavily involved in the day-to-day litigation of this case and, as such, performed a substantial amount of common benefit work. We

also relied on others in our office to assist with various common benefit tasks. The following is biographical information on attorneys from Schwebel, Goetz & Sieben, P.A. that billed common benefit time in this litigation:

William R. Sieben: Is a partner at Schwebel, Goetz & Sieben, P.A. in Minneapolis, Minnesota where he has worked since 1980. He is graduate of St. Cloud State University (BA, Magna Cum Laude) and William Mitchell College of Law (1977). He began his legal career on the White House Staff of Vice-President Walter F. Mondale. Bill Sieben has been elected to Fellowship in the American College of Trial Lawyers (limited to the top 1% of trial lawyers in America) in 2003. He has been elected to Fellowship in the International Academy of Trial Lawyers which limits itself to the top 500 Trial Lawyers in America. He has been inducted into the International Society of Barristers which has only 650 members. Sieben was elected to membership in the American Board of Trial Advocates, a select group of plaintiff and defense lawyers and judges dedicated to the preservation of the right to trial by jury. He has been listed in "Best Lawyers in America" since 2000. In 2007, Bill Sieben was named one of the 100 Most Influential Lawyers in Minnesota history by Minnesota Law & Politics. He has been voted a "Super Lawyer" by that magazine for 28 consecutive years. In 2000, Sieben was voted the top lawyer in Minnesota and has been voted into the top ten lawyers in Minnesota for 10 of the last 15 years by Minnesota Law & Politics. He is one of the top 100 Super Lawyers in Minnesota for 18 consecutive years.

Sieben was certified as a Civil Trial Specialist by the National Board of Trial Advocacy in 1986. He maintains board certification by the Minnesota State Bar Association as a Civil Trial Specialist.

Bill Sieben is a past president of the Minnesota Association for Justice, the Minnesota Chapter of the American Board of Trial Advocates and of the Douglas Amdahl Inn of Court. He served as the National President of the ABOTA Foundation in 2013 and travelled the country serving ABOTA's charitable endeavors. Sieben served as an Adjunct Professor of Law at Hamline University of Law (2005-2007), and as a Trustee of William Mitchell College of Law (2006-2015).

Bill Sieben has tried 80 jury trials to a conclusion in Minnesota State and Federal courts. Sieben served as co-lead counsel on the Dakota County class action *Braun v. Walmart*. Sieben (and co-leads) represented a certified class of 56,000 Walmart employees who did not receive rest and meal breaks they were entitled to. Sieben signed up the first client, Nancy Braun, met with dozens of Walmart employees, handled dozens of depositions, worked with expert witnesses, and co-tried the case in 2007 for nearly three months. The trial resulted in a verdict of over \$6,500,000 and a finding by the trial judge that Walmart had intentionally violated Minnesota labor laws nearly two million times. After those findings, the case was set for a penalty trial to a jury for civil penalties and punitive damages. Just prior to the second trial, Sieben and the co-leads negotiated a \$54,250,000 settlement for the Minnesota class, which included 22 million dollars in attorneys' fees awarded by the court. In 2008, Sieben and his co-leads were honored by "Minnesota Lawyer" as "Attorneys of the Year" for their efforts.

In 2011, Minnesota Governor Mark Dayton appointed Sieben to serve on his 9-member statewide Judicial Selection Commission. Sieben has advised Governor Dayton on over 160 appointments to the District Court bench,

Minnesota Court of Appeals and the Minnesota Supreme Court. Governor Dayton reappointed Sieben to another 4-year term in January, 2015.

Alicia N. Sieben: Alicia Sieben graduated from the University of Denver with Degrees in Communication and Spanish. She joined Schwebel, Goetz & Sieben, P.A. in 2007 after clerking at the firm and before obtaining her JD from William Mitchell College of Law in 2009. Since 2012, Alicia Sieben has been named a Minnesota Super Lawyer “Rising Star.” She has been elected to membership in ABOTA.

Matthew J. Barber: Matt Barber has been with Schwebel, Goetz & Sieben, P.A. since 2008. He also worked as a law clerk at the firm before graduating Cum Laude from the University of North Dakota School of Law. Matt Barber received his undergraduate degree in Economics from the University of St. Thomas. Matt Barber has handle dozens of motions in State District Court and many appellate cases at the Minnesota Court of Appeals and the Minnesota Supreme Court.

Initial Involvement

5. In April, 2015, the undersigned was contacted by attorney Rick Paul. Mr. Paul explained the nature and extent of the case and inquired as to whether I would be interested in joining the litigation. We discussed the ultimate success of the Minnesota *Walmart* case, and the fact that the Minnesota *Walmart* case played a substantial role in the ultimate resolution of nearly all class action cases against Walmart on similar issues across the country.

6. In August, 2015, the undersigned was appointed co-lead counsel for the Minnesota Syngenta Class Action. The undersigned was appointed to

serve as co-lead with Daniel Gustafson, with whom the undersigned knew, but the undersigned had never worked directly with Mr. Gustafson on any matter prior to appointment as co-leads. Initially, the undersigned contacted a recently retired United States Department of Agriculture Assistant Cabinet Secretary for assistance in locating expert witnesses. The undersigned worked closely with this resource in interviewing and evaluating these resources.

7. Throughout the entirety of the litigation, the plaintiffs executive committee had weekly status conference calls to discuss individual clients, expert witnesses, the progress of associated litigation (in Kansas City and Illinois), motions, deadlines, all aspects of the case. Those weekly status conference calls would vary in time from 15 minutes up to two hours. In addition to weekly leadership conference calls, the undersigned participated in the selection of plaintiff's expert economists. The undersigned traveled to San Francisco, California on multiple occasions to meet with said experts. The undersigned participated in the evaluation of individual producers (farmers) for the purpose of determining if they could be appropriate lead plaintiffs in the class action case. The undersigned assisted Gustafson Gluek PLLC who took the lead in briefing and arguing class certification in Minnesota. Extensive strategy discussions with Dan Gustafson and Rick Paul took place.

8. The undersigned attended the deposition of potential defense expert Thomas Carrato and assisted in arguing that Carrato should not be permitted to testify.

Mensik Bellwether Trial

9. The undersigned assisted in preparing the Mensik case for trial. In particular, the undersigned worked with jury consultants, assisted in preparing

the jury questionnaire, and assisted in jury selection which was handled in the court room by attorney Lew Remele.

10. The undersigned, along with his associates Matt Barber and Alicia Sieben, led the plaintiffs' effort on proposed jury instructions. A significant contribution to the jury instruction process was provided by the law firms of Lockridge Grindal & Nauen and Gustafson & Gluek.

Focus Groups

11. The Minnesota leadership conducted three focus group exercises in preparation for trial. Schwebel, Goetz & Sieben assisted on each focus group. In particular, Schwebel, Goetz & Sieben worked on jury instructions to use in the focus group process. Those jury instructions initially prepared by Schwebel, Goetz & Sieben became the basis for Plaintiffs' proposed jury instructions in both the *Mensik* trial and in the Minnesota class trial.

Minnesota Class Trial

12. In preparing for the Minnesota class trial before Judge Miller, the undersigned was asked by the PEC to handle jury selection and to present the testimony of the Minnesota class representative plaintiffs. The undersigned worked closely with jury consultants at National Jury Project Midwest (Susan Macpherson and Diane Wiley) in preparing for jury selection. During jury selection, significant contributions to the strike process were made by Rick Paul, Ashlea Schwartz, Bassford Remele and Gustafson Gluek. At trial, the undersigned presented the testimony of lead plaintiff Grant Annexstead. In addition, the undersigned prepared other lead plaintiffs for trial testimony. In preparing for the presentation of the testimony of the lead plaintiffs, the undersigned personally went to the farms of each of the lead plaintiffs to gain

an understanding of their farming operation and how Syngenta's acts affected their livelihood.

Settlement Discussions

13. After picking a jury (with the assistance of all co-leads), and the presentation of the testimony of co-lead Grant Annexstead, Syngenta entered into what was reported to be serious settlement discussions. From the perspective of the PEC, it appear as if our class trial, given the composition of the jury and how well our witnesses did, was poised for a very large verdict. In fact, during jury selection, the jurors committed to awarding over \$400 million dollars in damages if the evidence justified it. Further, the jurors committed to awarding punitive damages if the evidence and the law justified it. The PEC believed that the trial, which in our mind was proceeding successfully, provided the incentive for the defendant to reach the global settlement that was entered into.

14. After reviewing our firms records and exercising billing judgment, the total Common Benefit lodestar for my law firm is \$870,922.25. A breakdown of the lodestar is provided in the chart below:

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Alicia N. Sieben	Attorney	135.75	2.85	138.60	\$500.00	\$69,300.00
Duane Perteet	Assistant	0.00	82.00	82.00	\$75.00	\$6,150.00
Emma Stifter	Assistant	0.00	16.00	16.00	\$75.00	\$1,200.00
Julie Webster	Paralegal	0.00	7.75	7.75	\$75.00	\$581.25
Karen RedHead	Paralegal	0.00	6.50	6.50	\$75.00	\$487.50
Kojo Addo	Law Clerk	12.30	6.00	18.30	\$100.00	\$1,830.00
Liz Farley	Assistant	0.00	18.50	18.50	\$75.00	\$1,387.50
Matthew J. Barber	Attorney	116.40	4.70	121.10	\$385.00	\$46,623.50
Namie Ott	Secretary	0.00	7.50	7.50	\$75.00	\$562.50
Suzanne Lewis	Paralegal	0.00	7.00	7.00	\$75.00	\$525.00
William R. Sieben	Attorney	823.00	1.75	824.75	\$900.00	\$742,275.00

TOTAL	1087.45	160.55	1248.00

\$870,922.25

15. My firm also seeks an award of \$985,438 in Common Benefit Expenses incurred in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount Spent
E06. In-House Photocopying	\$2,993.93
E11. Air Travel	\$5,261.91
E12. Deposition Costs/Expert Witness/Other	\$44.00
E13. Lexis/Westlaw	\$6,624.24
E01. Assessment Fees	\$970,000.00
E19. Miscellaneous (Describe)	\$514.00
Total	\$985,438.08

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

Executed on this 10th day of July, 2018 at Minneapolis,
Minnesota.

BY: William R. Sieben
William R. Sieben

EXHIBIT 10

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF TYLER W. HUDSON OF WAGSTAFF & CARTMELL, LLP
IN SUPPORT OF MINNESOTA CO-LEAD COUNSEL'S JOINT MOTION FOR
APPROVAL OF COMMON BENEFIT AWARDS**

I, Tyler W. Hudson, declare and state as follows:

1. I am a partner at the law firm of Wagstaff & Cartmell, LLP, and am duly authorized by the partners of the firm to make this declaration on its behalf.

2. I submit this in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit A.

4. I was appointed to the Plaintiffs' Executive Committee in Minnesota. Both my partner Eric Barton and I, and others at our Firm through us, were heavily involved in

several phases of the Minnesota consolidated litigation at the request of Minnesota Lead Counsel, and we performed substantial amounts of common benefit work, along with others at our Firm working under our direction. The following is biographical information on all attorneys and staff from Wagstaff & Cartmell LLP who billed common benefit time in this litigation:

Tyler Hudson: After graduating from the University of Kansas School of Law in 2001, I served for two years as a judicial law clerk to the Honorable John W. Lungstrum, of the United States District Court for the District of Kansas. I then started in private practice in Washington, D.C. as an associate at Jones Day, in the Trial Practice Group. Four years later, in 2007, I accepted a position with the U.S. Securities and Exchange Commission to serve in the role of Senior Counsel in the Enforcement Division, working on the Financial Fraud Task Force. I returned to private practice and to my home state in 2008, joining my current firm, Wagstaff & Cartmell, LLP, where I was thereafter elected Partner and have remained to this day, practicing in cases involving complex commercial disputes in federal and state trial courts around the country. I have handled numerous cases, including trials and arbitrations, as lead counsel in complex cases where amounts in controversy have been in the tens and hundreds of millions of dollars.

Eric Barton: Eric graduated with honors from the University of Kansas School of Law in 1993 and joined the Salt Lake City, Utah chambers of the Honorable Stephen H. Anderson of the U.S. Tenth Circuit Court of Appeals as a judicial law clerk. After one more clerkship year served for the Honorable Fred N. Six of the Kansas Supreme Court,

Eric in 1995 joined the law firm of Ray, Quinney & Nebeker in Salt Lake City, where he had spent two summers as a summer clerk in law school. Eric was elected shareholder in 1999 and remained there in a commercial and tort litigation practice until August 2001, when he returned home to the Kansas City area and immediately joined Wagstaff & Cartmell, LLP. Upon his return, he also served for two years (part-time) as a Lecturer in Law, teaching Lawyering Skills including legal research and writing to first-year students at the KU School of Law, and he has continued to teach in an adjunct role at the law school teaching trial advocacy to 2Ls and 3Ls. Eric has been a partner at Wagstaff & Cartmell for over 15 years, with a national practice in complex commercial litigation and class actions. He has been lead trial counsel for plaintiffs and defendants in numerous jury trials and complex commercial arbitrations and has extensive experience in all phases of litigation in federal and state district and appellate courts.

Sarah Ruane: Sarah, a partner, has spent her entire 12 years of practice at Wagstaff & Cartmell handling complex tort and commercial litigation, on both the plaintiff and defense sides. She graduated from the University of Kansas School of Law in 2006, and Wake Forest University three years earlier with her undergraduate degree. Sarah has significant jury trial experience, having tried numerous cases to verdict in Kansas and Missouri, as well as extensive experience in all phases of complex litigation in federal and state courts.

Adam Davis: Adam's practice focuses on appellate work and research, analysis, and brief writing on complex issues in a variety of practice areas within the areas of

complex tort and commercial litigation. Adam joined Wagstaff & Cartmell in 2009, following completion of a judicial clerkship for the Honorable Deanell Tacha on the U.S. Court of Appeals for the Tenth Circuit. Adam graduated with honors from the University of Kansas School of Law in 2008. Adam has briefed and argued cases to numerous state and federal appellate courts, and he has also written briefs on numerous complex issues in federal and state trial courts, including being a lead attorney in briefing and arguing *Daubert* motions and other key, pre-trial issues in several mass tort multi-district litigations.

David Barclay: David joined Wagstaff & Cartmell as an associate in the complex commercial litigation practice shortly after graduating from the University of Kansas School of Law in 2014, where he was Articles Editor of the Kansas Law Review and won several awards for academic performance in legal writing, moot court, and other substantive coursework. He served as a summer judicial clerk during his schooling for the Honorable J. Thomas Marten of the United States District Court for the District of Kansas. In his first several years of practice, David developed significant experience in handling depositions, document discovery, and in drafting pleadings and briefs in complex cases, including the relevant and necessary legal research and analysis.

Lori Sellers: Lori graduated from the University of Virginia School of Law in 1996, after receiving her A.B., *cum laude*, from Harvard College. Prior to law school, she worked as a client specialist and financial analyst for the Skadden Arps Slate Meagher & Flom firm in its Boston office. Following graduation, she practiced for 13

years in a varied complex commercial litigation practice for Husch Blackwell LLP, one of Kansas City's largest law firms, where she gained experience in a wide range of litigation, arbitration, and administrative matters. She joined Wagstaff & Cartmell as a staff attorney in 2015, and primarily engaged in complex research, analysis, and drafting projects, both of initial pleadings and of briefs on complex issues in trial and appellate courts.

Anthony Smith: Anthony graduated from Washburn University School of Law in 2012, and the University of Kansas with a bachelor's degree in political science in 2009, having received a scholarship as a National Merit Finalist after achieving the rare feat of a perfect PSAT score. After joining Wagstaff & Cartmell as a staff attorney in 2015, Anthony assisted the complex commercial litigation practice primarily in reviewing and analyzing large productions of electronic documents, using sophisticated review platforms with which Anthony is particularly adept. Anthony was asked to assist lead counsel in this case in the significant task of preparing a detailed, annotated proof chart – for use in bellwether trial preparations and in responding to summary judgment motions – based on his review and analysis of millions of pages of documents that had been produced by defendants and other parties in the litigation.

Mari Gribble: Mari is a Senior Litigation Paralegal, who graduated from Kansas State University in 1989 with a bachelor of science in communications. She has 18 years of experience as an analyst/paralegal in complex litigation, spending many of those years with large defense firms involved in tobacco product liability litigation, including many

cases that were tried to juries. Mari joined Wagstaff & Cartmell in 2015 as a lead paralegal in the complex commercial litigation practice, and she both performed many of the paralegal services in this case for Wagstaff & Cartmell and its 704 producer clients with cases filed in Hennepin County, and she managed and supervised the other paralegals here who assisted her in helping clients understand and complete their Plaintiff's Fact Sheets in a timely fashion pursuant to the Hennepin County scheduling orders.

Patty Slentz-Howard: Patty has more than 35 years of experience as a litigation paralegal in complex litigation. She graduated from Loretto Heights College in Colorado in 1977, with a bachelor of arts degree in psychology/sociology. She earned a paralegal certificate through the University of San Diego's paralegal program in 1978, and she has worked for Wagstaff & Cartmell as a litigation paralegal for several years both in the complex commercial and mass tort litigation areas. Her primary responsibilities in this case were to assist Mari Gribble in communicating directly with the Firm's hundreds of producer clients to obtain, review, and complete the clients' Plaintiff Fact Sheets and related document productions.

Julee Manahan: Julee took her bachelor of arts degree from the University of Kansas in personnel administration, and she subsequently completed an ABA-approved paralegal certificate program in 1996. She has more than 15 years of experience as a litigation paralegal. Her primary responsibilities in this case were to assist Mari Gribble

in communicating directly with the Firm's hundreds of producer clients to obtain, review, and complete the clients' Plaintiff Fact Sheets and related document productions.

Derrell Hankins: Derrell Hankins is a paralegal with 30 years of experience in complex litigation including work as a document clerk, records manager, and project management assistant. He attended Drury College from 1972-74 with a double major in business administration and economics. He also served in the U.S. Navy for five years. His primary responsibilities in this case were to assist Mari Gribble in communicating directly with the Firm's hundreds of producer clients to obtain, review, and complete the clients' Plaintiff Fact Sheets and related document productions.

5. During the pendency of this litigation, my firm performed a substantial amount of Common Benefit Work as a member of the Plaintiffs' Executive Committee (PEC). Below is a summary of the aspects of the Minnesota litigation where our firm was most involved.

After Judge Sipkins appointed the Plaintiff's Leadership team in Minnesota, I assisted lead counsel in Minnesota in the negotiations and substance of some of the initial documents and proposed orders framing the Minnesota litigation and setting out terms of participating counsel agreements. Our firm was then directly involved with Paul LLP and other members of the Consolidated Master Complaint Committee, drafting and finalizing the initial master complaints. As part of that committee, we spent significant time researching certain state's laws and elements of causes of action that were being considered and included in the Class and Non-Class producer and non-producer master

complaints. We drafted portions of those complaints, working in conjunction with Paul LLP and other members of the Plaintiffs' Executive Committee. We subsequently assisted with research and briefing as requested by Lead Counsel for the responses to the motions to dismiss.

Early on, we were tasked with analyzing both the facts and the laws that we believed would be significant in determining the legal relevance or significance of Syngenta's "Stewardship Agreements" that it required producers to sign when purchasing Viptera and Duracade (MIR 162) seeds. Based on Syngenta's affirmative defenses to the master complaints, it was clear that Syngenta was going to take the position that producers who signed Stewardship Agreements were either barred, in whole or in part, from bringing their claims, or, alternatively, that certain alleged obligations in such Agreements had been breached by those producers, giving rise to comparative fault on the part of such producers. Thus, the scope, interpretation, and enforceability – ultimately, the legal significance – of Syngenta's Stewardship Agreements was a significant issue in the litigation. We collected and reviewed dozens of examples of Stewardship Agreements, particularly those signed or produced by certain bellwether plaintiffs, once those were identified. We researched, analyzed, and drafted arguments challenging the application of Stewardship Agreements to the producers' claims. Ultimately, we took a lead drafting role in drafting sections of Motions for Partial Summary Judgment (and, responses to Syngenta's motions for summary judgment) attacking Syngenta's reliance on defenses arising from its own Stewardship Agreements.

We were pleased when these arguments were accepted by Judge Sipkins almost completely in his rulings on dispositive motions, and Syngenta's ability to rely on defenses based on its Stewardship Agreements was virtually eliminated from at least the initial bellwether cases, with the implications being strong that the Stewardship Agreements would not be useful to Syngenta in its defense going forward in the litigation.

In addition, during discovery, we were also asked by Lead Counsel to prepare for and cover certain depositions in the case for the Plaintiff's Leadership Team. These depositions fell into two broad categories, primarily. First, as numerous depositions of bellwether producers and other producers were being noticed and taken by Syngenta, we were asked to prepare and help produce a number of producer farmers across the Midwest for their depositions. Second, we were also asked by lead counsel to cover and take, or participate in taking with other counsel from the MDL and other direct action plaintiffs, several depositions of important fact witnesses from Syngenta and from the grain merchandisers, Cargill and ADM. We reviewed documents to prepare for and then, attended, and reported on, the following depositions as requested through the discovery phase of the Minnesota litigation, never sending more than a single attorney from our Firm to cover each of these depositions:

W&C Attorney	Date	Deponent	Location
Producer Plaintiff Depositions			
David Barclay	2/12/16	Donald Jacobs	Bloomington, IL

David Barclay	3/7/16	Tim Baumgart	Omaha
David Barclay	3/7/16	Douglas Maher (bellwether selectee)	Omaha
David Barclay	3/9/16	Daniel Mensik (bellwether selectee)	Omaha
David Barclay	3/17/16	Samuel Bell	La Crosse, WI
David Barclay	3/21/16	Steve Moorman	Cedar Rapids, IA
David Barclay	3/22/16	Eric Maloney	Cedar Rapids, IA
David Barclay	3/23/16	Daniel Bellknap	Cedar Rapids, IA
David Barclay	4/27/16	Argo Farms	Spencer, IA
David Barclay	4/28/16	Lyle Walin	Spencer, IA
David Barclay	5/2/16	Petefish	Springfield, IL
Third Party or Defendant Fact Witnesses			
Ty Hudson	2/17/16	Dennis Ward	Washington, D. C.
Ty Hudson	6/8/16	Michael Bierman	St Louis, MO
Ty Hudson	7/6/16	Robert Aspell	Attended by phone
Ty Hudson	7/25-26/16	Joe Taets	Chicago, IL
Eric Barton	8/17/16	David Buchanan (Cargill)	Bend, OR
Eric Barton	9/22/16	JuHui Huang (ADM)	Chicago, IL

After the case advanced beyond the initial motions for summary judgment in the first bellwether case (Mensik), which we helped with on the briefing as described above, we provided assistance in the pre-trial preparations by the trial team, at the invitation of

the trial team. We assisted in certain research, drafting, and briefing of pretrial motions in limine, researching numerous evidentiary issues relating to the motions in limine that were being contemplated and filed. We also attended and participated in a mock jury/focus group exercise in Minneapolis, MN, prior to the Mensik trial, giving feedback to the presenters and taking notes and sharing insights from the mock juries to the trial team.

We also consulted with the Minnesota trial team throughout the litigation on various strategy issues, including bellwether selection, expert vetting and selection, and on various legal and factual issues relating to economic damages sustained by producers and how to prove them. Also, as mentioned above, we were assigned by Lead Counsel to assist in the preparation of a comprehensive “proof chart” – for use in trial preparations and in responding to dispositive motions – based on review and analysis of tens of thousands of documents in the document repository.

Finally, we also spent thousands of hours – an approximate average of 6.3 hours per Plaintiff for our 704 Plaintiff clients who filed individual complaints in Minnesota – helping our clients complete and comply with their court-ordered obligations to produce Plaintiff Fact Sheets and respond to the document requests included with those. We believe our efforts in that regard, while also for the benefit of our clients individually, likewise served the Common Benefit of all producers by keeping each of those individual cases in compliance with the scheduling orders of the Court and thereby increasing the

overall pressure on Syngenta to settle and resolve this case globally, lest it potentially either have to settle or face trials someday in all of those individual cases.

6. My firm also performed Common Benefit Work by assisting Bellwether Plaintiff Mensik, at the request of Lead Counsel, in several ways alluded to above, including: we helped prepare and produce Mensik for his deposition; we also researched, analyzed, and drafted legal arguments successfully incorporated into Plaintiff Mensik's motion for partial summary judgment to strike certain affirmative defenses asserted by Syngenta, relying on Stewardship Agreements allegedly entered into with Mensik; we also prepared for, attended, and participated in the mock jury exercise prior to Mensik's trial; and we also contributed at the request of Paul LLP and other members of the Plaintiffs' Trial Team in researching and drafting certain motions in limine and responses to motions in limine filed by Syngenta prior to the Mensik bellwether trial.

7. Wagstaff & Cartmell maintains contemporaneous records of its time and expenses in the ordinary course of business. We carefully segregated at the time of entry, through use of separate billing numbers, our time spent on Common Benefit work assigned by Lead Counsel or in connection with our service on the Plaintiff's Executive Committee from our time spent solely on individual client work.

8. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation. From the inception of our

involvement in the case, we used an internal billing number to for Common Benefit time and expenses that was separate from the numbers we used to enter and track our time and expenses spent solely on behalf of our individual clients' cases.

9. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs, other than completion of Plaintiff Fact Sheet time, as directed by Lead Counsel.

10. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

11. In the process of re-reviewing our common benefit time and expenses, I identified certain time and expenses that were either incorrectly identified as Common Benefit Time or Expenses, or were, in my judgment, not within the parameters of reimbursement of Common Benefit Time and Expenses as provided by the Court's Orders and as explained to us by Lead Counsel. For example, we had billed certain time to our "Common Benefit" internal number based on our initial appointment to the Plaintiff's Steering Committee in the MDL action in the District of Kansas, a position from which we withdrew when we opted to pursue our clients' claims in state court in Minnesota instead. Such time was incurred prior to the formation of the Minnesota Plaintiff's Executive Committee and, thus, was not within the scope of the Common Benefit Order in Minnesota. Also, we identified certain entries that, upon further review, appeared to describe tasks that were sufficiently administrative or clerical in nature that

we did not feel they warranted submission for reimbursement. The total amount of “cuts” we made and accepted to our Common Benefit Lodestar, compared to our previous submissions to Lead Counsel, was in excess of \$80,000 in fees.

12. After this re-review, I can confirm that this time was undertaken by the members of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court’s Common Benefit Orders.

13. After exercising billing judgment and making billing reductions based on a review of my firm’s records, the total Common Benefit lodestar for my law firm is \$2,314,547.50. A breakdown of the lodestar is provided below.

Timekeeper	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Total Lodestar
Barclay, David	Associate	283.10	5.70	288.80	\$375.00	\$108,300.00
Barton, Eric	Partner	478.30	78.60	556.90	\$625.00	\$348,062.50
Davis, Adam	Partner	35.50	0.00	35.50	\$475.00	\$16,862.50
Gribble, Mari	Paralegal	103.50	2042.70	2146.20	\$250.00	\$536,550.00
Hankins, Derrell	Paralegal	0.00	1307.60	1307.60	\$200.00	\$261,520.00
Hudson, Tyler	Partner	528.60	1.10	529.70	\$625.00	\$331,062.50
Manahan, Julee	Paralegal	0.00	669.90	669.90	\$200.00	\$133,980.00
Ruane, Sarah	Partner	105.40	0.00	105.40	\$625.00	\$65,875.00
Sellers, Lori	Staff Attorney	102.70	0.00	102.70	\$425.00	\$43,647.50
Slentz-Howard, Patty	Paralegal	0.00	559.10	559.10	\$200.00	\$111,820.00
Smith, Anthony	Staff Attorney	1289.30	8.40	1297.70	\$275.00	\$356,867.50

TOTAL	2926.40	4673.10	7599.50	\$2,314,547.50

14. Given the substantial amount of time, resources, and capital that our Firm dedicated to the Common Benefit efforts of this litigation through our participation in the Plaintiff's Executive Committee and associated assignments, we were necessarily precluded from taking on other work during the time periods in question, particularly during 2016 and the first half of 2017.

15. My firm also seeks an award of \$541,267.96 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Nature of Expense	Amount
E01. Assessment Fees (Litigation Fund)	\$485,000.00
E02. Federal Express/Local Courier, etx.	\$384.27
E08. Hotels	\$6,872.11
E09. Meals	\$1,354.72
E10. Mileage	\$1,237.96
E11. Air Travel	\$13,995.61
E13. Lexis/Westlaw	\$8,401.65
E18. Ground Transportation (i.e. Rental)	\$1,276.09
E19. Miscellaneous	\$22,745.55
Total	\$541,267.96

16. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

17. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct. Executed on this 10th day of July, 2018 at Kansas City, Missouri.

/s/ Tyler W. Hudson

Tyler W. Hudson

Exhibit A



WAGSTAFF & CARTMELL RESUME

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OVERVIEW

With a national reach from the heart of the Midwest, Wagstaff & Cartmell enjoys a strong reputation throughout the country in high-stakes litigation and trial practice.

Founded in 1997 when Tom Wagstaff and Tom Cartmell left a large Kansas City firm to form a boutique, the original vision of Wagstaff and Cartmell was to be a premier trial firm representing both plaintiffs and defendants in complex tort and commercial cases.

Now with 33 attorneys and over 50 supporting staff members, who work together in a fast-paced, team-oriented environment from a single office in Kansas City, Missouri, Wagstaff & Cartmell carries on the founders' original vision both within the Kansas City legal community and nationally. The Firm's growth has been through careful recruitment of partners, associates, and of counsels – many of whom left partner or senior associate positions at bigger firms. Others served judicial clerkships or worked for federal government agencies prior to joining Wagstaff & Cartmell.

Few firms combine as seamlessly a sophisticated defense practice representing large, public and private companies with a nationally recognized plaintiffs' practice in class actions, mass tort, and multi-district litigation. That did not happen overnight. When they first opened their doors, Tom Wagstaff and Tom Cartmell and their three-lawyer firm primarily defended hospitals, doctors, and other healthcare providers in malpractice cases. To this day, several of the largest and most respected hospital systems in the Midwest rely on Wagstaff

& Cartmell for defense work and dispute resolution, as do other large companies including the largest privately owned company in Kansas City.

But the drive to create a sophisticated plaintiffs' practice was also present from the start, and it has helped fuel the Firm's growth. Wagstaff & Cartmell lawyers believe from their own experience that the perspective and credibility gained through defense work helps those lawyers, and their clients, on the plaintiff's side. Whether serving in national leadership positions in mass tort pharmaceutical or medical device MDLs, or serving as class counsel in leadership positions in national antitrust litigation, or representing individual plaintiffs in high-stakes catastrophic injury or complex commercial disputes, Wagstaff & Cartmell has the resources, the experience, and the drive to achieve the best results possible for its clients.

Today, the Firm's lawyers appear in cases throughout Missouri and Kansas, as well as in multi-district litigation, class actions, and mass tort cases throughout the United States. The Firm has lawyers licensed in Missouri, Kansas, Illinois, Arkansas, Colorado, Utah, the District of Columbia, and in numerous federal district courts and federal appellate courts, including the United States Supreme Court.



LEADERSHIP

Wagstaff & Cartmell attorneys have frequently been selected by clients or appointed by courts to leadership positions in national multi-district litigation, mass tort consolidations, and class actions, including the following recent or current appointments:

CASE	COURT	LEADERSHIP ROLE
In re Syngenta Litigation, Case No. 27-cv-15-3785 (Class Action and Mass Tort Consolidation)	4th Jud. Dist. Ct., MN	Plaintiffs' Steering Comm.
Jaynes, et al. v. American Express Co., Case No. 15-cv-1598 (Antitrust Class Action)	E.D.N.Y.	Plaintiffs' Exec. Comm.
In re Benicar Products Liability Litigation, MDL No. 2606	D.N.J.	Plaintiffs' Steering Comm.
In re Effexor Products Liability Litigation, MDL No. 2458	E.D. Pa.	Plaintiffs' Steering Comm.
In re Incretin Mimetics Products Liability Litigation, MDL No. 2452	S.D. Cal.	Plaintiffs' Steering Comm.
In re Coloplast Corp., Pelvic Repair System Products Liability Litigation, MDL No. 2387	S.D. W.V.	Plaintiffs' Exec. Comm.
In re Zolof Product Liability Litigation, MDL No. 2342	E.D. Pa.	Plaintiffs' Steering Comm., Chair, Discovery Comm.
In re Ethicon Pelvic Repair System Products Liability Litigation, MDL No. 2327	S.D. W.V.	National Co-Lead Plaintiffs' Counsel
In re Boston Scientific Corp., Pelvic Repair System Products Liability Litigation, MDL No. 2326	S.D. W.V.	Plaintiffs' Exec. Comm.
In re American Medical Systems, Inc., Pelvic Repair System Products Liability Litigation, MDL No. 2325	S.D. W.V.	Plaintiffs' Exec. Comm.
Whitton v. Deffenbaugh Disposal, Inc. et al., Case No. 12-cv-2247 (Commercial Class Action)	D. Kan.	Co-Lead Class Counsel

*Continued*

LEADERSHIP

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CASE	COURT	LEADERSHIP ROLE
In re Deputy Pinnacle Hip Implant Products Liability Litigation, MDL No. 2244	N.D. Tex.	Plaintiffs' Steering Comm.
In re Polyurethane Foam Antitrust Litigation, MDL No. 2196 (Antitrust Class Action)	N.D. Ohio	Plaintiffs' Exec. Comm.
In re C.R. Bard, Pelvic Repair System Products Liability Litigation, MDL No. 2187	S.D. W.V.	Plaintiffs' Exec. Comm.
In re 2003 NPM Adjustment Arbitration Proceedings (Consolidated Contract Dispute)	Consolidated Arbitration	Lead Outside Counsel (State of Kansas)
Dahl et al. v. Bain Capital Partners, LLC et al., Case No. 07-cv-12388 (Antitrust Class Action)	D. Mass.	Plaintiffs' Proposed Exec. Comm.
In re Ephedra Products Liability Litigation, MDL No. 2071	S.D. N.Y.	Plaintiffs' Steering Comm.
In re Trasylol Products Liability Litigation, MDL No. 1928	S.D. Fla.	Deposition Comm.
In re Avandia Marketing, Sales Practices and Products Liability Litigation, MDL No. 1871	E.D. Pa.	Co-Lead Trial Counsel
In re Kugel Mesh Hernia Patch Products Liability Litigation, MDL No. 1842	D. R.I.	Plaintiffs' Steering Comm.
In re Bextra and Celebrex Product Liability Litigation, MDL No. 1699	N.D. Cal.	Co-Lead Trial Counsel and Plaintiffs' Steering Comm.



RESULTS

Wagstaff & Cartmell attorneys and their clients have achieved impressive results in a wide variety of cases, including the following examples:

CASE	COURT	OUTCOME
In re Bextra and Celebrex Product Liability Litigation, MDL No. 1699	N.D. Cal.	\$745 Million Settlement of Thousands of Injury Claims
Dahl et al. v. Bain Capital Partners, LLC et al., Case No. 07-cv-12388	D. Mass.	\$590.5 Million Settlement in Antitrust Class Action
In re 2003 NPM Adjustment Arbitration Proceedings	Consolidated Arbitration	Preserved up to \$500 Million in MSA Payments for State of Kansas
In re Polyurethane Foam Antitrust Litigation, MDL No. 2196	N.D. Ohio	\$151 Million Preliminary Settlement for Class of Indirect Purchasers in Antitrust Class Action
In re Ephedra Products Liability Litigation, MDL No. 2071	S.D. N.Y.	\$50 Million Settlement of Hundreds of Injury Claims
In re Potash Antitrust Litigation, MDL No. 1996	N.D. Ill.	\$20.5 Million Settlement for Class of Indirect Purchasers in Antitrust Class Action
Citadel Plaza LLC v. City of Kansas City, Missouri, Case No. 1016-cv03781	16th Jud. Dist. Ct., Mo.	\$15 Million Settlement for Developer Client in Breach of Contract Case
Johnson et al. v. Prime Tanning Corp. et al., Case No. 09BU-CV06421	5th Jud. Dist. Ct., Mo.	\$10 Million Settlement for Class of Property Owners in Contamination Case
Perry v. Luu, et al., Case No. 1500-cv-279123	Sup. Ct., Cal.	\$5.7 Million Verdict in Bellwether TV Mesh Trial
Lopez-Aguirre v. Bd. Of Cnty. Comm'rs, et al., Case No. 12-2752	D. Kan.	\$3.5 Million Settlement in Civil Rights Prisoner Abuse Case
Huskey v. Ethicon, et al., Case No. 12-cv-05201	S.D. W.V.	\$3.27 Million Verdict in Bellwether TV Mesh Trial



AREAS OF PRACTICE

CLASS ACTIONS

In the past five years, Wagstaff & Cartmell attorneys have successfully certified classes and recovered hundreds of millions of dollars for class members in class action litigation, in cases ranging from environmental contamination in Northwest Missouri to antitrust violations on Wall Street. The Firm has developed significant expertise in the areas of antitrust, securities, consumer protection, pharmaceutical, and products liability class action litigation. Meanwhile, the Firm's lawyers have likewise defended large corporate clients in major class-action litigation. Through these experiences, the Firm has developed expertise in all phases of complex class action litigation.

COMPLEX COMMERCIAL & ANTITRUST

The trial lawyers at Wagstaff & Cartmell have experience in a wide variety of complex commercial disputes, including the successful representation of small businesses, major corporations, and entrepreneurs. In particular, Wagstaff & Cartmell has developed a robust practice representing class action plaintiffs pursuing remedies for price fixing, bid rigging, and other forms of price manipulation. Wagstaff & Cartmell attorneys are frequently called to prosecute and defend claims involving contract disputes, business torts, intellectual property, ownership disputes, securities fraud, business-to-business litigation and FINRA arbitration. Wagstaff & Cartmell has the resources and experience necessary to navigate the sometimes turbulent waters of e-discovery, to handle large-scale motions and briefing projects, and ultimately to take complex commercial disputes all the way to trial if necessary.

MASS TORT / DRUGS & DEVICES

Wagstaff & Cartmell is widely recognized as one of the country's leading plaintiffs' firms in drug and

device products liability litigation. This recognition stems from the Firm's past successes, extensive experience, and excellent reputation acquired while pursuing and leading some of the largest drug and device products liability cases in United States.

The Firm is proud to take on the country's largest pharmaceutical and device manufactures on behalf of thousands of its own injured clients from across the United States. As a result, Wagstaff & Cartmell has become a choice destination for referring attorneys from around the country who trust that the Firm has the expertise and resources necessary to properly handle this type of complicated litigation. The Firm's results in this area, totaling in the billions of dollars, are a testament to its legal acumen and decades of experience in pursuing these types of claims.

PERSONAL INJURY

Wagstaff & Cartmell represents individuals and families who have suffered catastrophic personal injuries or loss of life due to the negligence or fault of another. The Firm has secured major verdicts and settlements arising from commercial vehicle accidents, nursing home neglect, and mental health abuse in just the last couple of years and understands the tragic toll – physical, emotional, and financial – that unexpected accidents and injuries take on their victims and loved ones. Wagstaff & Cartmell lawyers know how to investigate, litigate, and try these cases to juries, when necessary, to obtain the best result possible for its clients and often their surviving family members. Wagstaff & Cartmell handles personal injury cases in state and federal courts across the United States.

EXHIBIT 11

STATE OF MINNESOTA
COUNTY OF HENNEPIN

DISTRICT COURT
FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation

Case Type: Civil Other
Hon. Laurie J. Miller

This Document Relates to: ALL ACTIONS

FILE NO. 27-CV-15-12625
and FILE NO. 27-CV-15-3785

**DECLARATION OF FRANCISCO GUERRA, IV
IN SUPPORT OF MINNESOTA CO-LEAD COUNSEL’S JOINT MOTION FOR
APPROVAL OF COMMON BENEFIT AWARDS**

I, FRANCISCO GUERRA, IV, declare as follows:

1. I am an attorney licensed to practice law in the state of Texas, and am presently employed at WATTS GUERRA LLP (“WG”). I have been a capital partner of WG since April of 2013. Formerly, I served as a capital partner of WATTS GUERRA CRAFT LLP (“WGC”) between January 1, 2009 and March of 2013, and an income partner of WATTS LAW FIRM LLP between April of 2001 and December 31, 2008.

2. I submit this in support of my firm’s contribution to Minnesota Co-Lead Counsel’s Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm in Mass Tort Litigation is summarized in **Appendix A** hereto.

4. WG maintains contemporaneous records of its time and expenses in the ordinary course of its business in MDL proceedings. As those records reflect, WG attorneys and staff

invested a substantial amount of time and money in the litigation against Syngenta. The following individuals billed time on this matter:

- A. Mikal Watts attended University of Texas at Austin where he received his Bachelor of Arts with High Honors in 1987 and also obtained his Juris Doctorate with Honors at the age of 21 years old in 1989. After graduation he clerked as a Briefing Attorney with the Honorable Chief Justice Thomas R. Phillips of the Supreme Court of Texas through 1990. In 1990 he joined Perry & Haas LLP where he became partner in 1992 until 1997 when he left to open his own firm which became Watts Guerra LLP. Mr. Watts was awarded the Impact Player of the Year by *Texas Lawyer* in 2001. He was recognized as one of the best lawyers of any age for *National Law Journal's* Plaintiff's "Hot List" – top 15 firms in the country three times from 2003-2005. His peers selected him as a Texas Super Lawyer from 2003 through 2013, every year of the award's existence. He has an AV Preeminent Rating, the highest rating possible by Martindale Hubbell.
- B. Francisco Guerra IV received his Bachelor of Arts from Texas A&M University in 1992, where he served as Commander of Squadron 15 and was the first Hispanic Commander of the elite Ross Volunteer Company. He then attended the University of Texas School of Law, where he obtained his Doctor of Jurisprudence in 1996. During law school at the University of Texas, he served as Intern to the Honorable Justice John Cornyn, Supreme Court of Texas, in 1995. He also had the honor of serving as Intern to the late Professor Charles Alan Wright, who was considered to be the foremost authority in the United States on constitutional law and federal procedure and was the coauthor of the 54-volume treatise, *Federal Practice and Procedure* with Arthur Miller. Frank was a member of the ATLA Mock Trial Regional Champion, State Finalist, and National Quarter Finalist Teams in 1995 and 1996. He was subsequently inducted as a National Member of The Order of Barristers. Mr. Guerra has served on the Malpractice, Premises & Products Pattern Jury Charge Committee for the State Bar of Texas. Since joining Watts, Mr. Guerra has litigated, tried, and arbitrated cases all over the country. As examples, he served as co-counsel with Mikal Watts in *Garza vs. Holiday Inn*, *Castro vs. Ford*, *Garcia vs. Ford*, *English vs. Bay, Ltd.*, *Rincon vs. Shell*, *Strange vs. Penhall*, and *Longview vs. Huff*, in which the juries rendered significant verdicts. He was also lead counsel in *Pribble vs. Sunbelt Rentals et. al*, which produced the largest verdict in 2012 in the state of Arizona. Mr. Guerra also handles high profile mass tort cases. In 2013, Frank Guerra and Mark Fassold conducted a seven-week medical device trial in state court in San Diego that ultimately resulted in a confidential settlement of the "Cold Therapy" docket. Mr. Guerra has been Board Certified in Personal Injury Trial Law by The Texas Board of Legal Specialization since 2001, and is also fluent in Spanish. He received the Reich Chandler Outstanding Advocate Award from the Texas

Trial Lawyers Association in 2011. His peers selected him as a Texas Super Lawyer in 2003, a Texas Super Lawyer Rising Star in 2004, and a Texas Super Lawyer from 2006-2017. He has been rated among the Top 50 Central Texas Super Lawyers, the Top 50 Central/West Texas Super Lawyers, and the Top 100 Super Lawyers in Texas for multiple years. Mr. Guerra is rated a 10 out of 10 by Avvo and has been rated as one of America's Top 100 Attorneys. He has been consistently chosen as one of the Best Lawyers in San Antonio by *S.A. Scene* magazine. He has an AV Preeminent Rating, the highest rating possible by Martindale Hubbell.

- C. David McLendon is in his 15th year of practicing law, having worked the majority of his legal career on national mass torts. David has worked in every geographical region of the country to help victims of corporate malfeasance, generating millions of dollars in recovery. In addition to the litigation work up of key depositions, he has worked on many MDL bellwether trials, several to successful verdicts. A sample of his national mass tort work includes: JCCP No. 4955 - California North Bay Fires, 27-Cv-15-3785 - In Re: Syngenta Litigation, MDL 2187 - In Re: C.R. Bard Inc., Pelvic Repair System Products Liability Litigation, MDL 2326 – In Re: Boston Scientific Corp., Pelvic Repair System Products Liability, MDL 2452 – In Re: Incretin Mimetics Products Liability Litigation, MDL 2385 – In Re: Pradaxa (Dabigatran Etexilate) Products Liability Litigation, MDL 2179 - In Re: Oil Spill By The Oil Rig “Deepwater Horizon” In The Gulf Of Mexico, and MDL 1873 – In Re: Fema Trailer Formaldehyde Product Liability Litigation. He graduated from Loyola University School of Law in 2001. He obtained his Masters of Business Administration with a Concentration in Finance and Marketing from the University of South Carolina in 1996, where he was honored on the Dean's List, after graduating from its Honors College with a Bachelor of Science in Business Administration in Management as a Presidential Scholar in 1993.
- D. Jorge Mares graduated from the University of Texas at San Antonio, majoring in History and minoring in both Legal Studies and Economics. In 2013, Jorge earned his J.D. from Florida Coastal School of Law, where he received a Pro Bono Honors Award, an award given to students who perform over 500 hours of pro bono work while in law school, for his commitment to pro bono and public service work. During his time in law school, Jorge served as a legal intern for both the Florida Coastal Immigration Clinic and Jacksonville Area Legal Aide, where he assisted numerous individuals in acquiring legal status in the United States, including citizenship, asylum, and permanent residency. In addition, Jorge served as an assistant to all the clinical programs offered at his school, which included Family law, Criminal law, Immigration law, Will and Trust law, Disability and Public Benefits, and Business law. As the clinical assistant, Jorge oversaw the clinic's legal interns and handled intake for all clinical programs offered at Florida Coastal School of Law. After law school, Jorge returned to San Antonio and joined the Watts Guerra LLP

team in August of 2013. Currently, Jorge is actively involved in commercial litigation, intellectual property, and personal injury law.

- E. Paige Boldt is a Mass Tort attorney licensed in Texas, New Jersey, California, and Pennsylvania. She graduated from Texas Wesleyan University School of Law in 2012 and joined Watts Guerra later that year as part of the firm's Mass Torts Department in San Antonio, Texas. She previously worked for the Fort Worth City Attorney's Office, the Texas Attorney General's Office (Consumer Protection and Public Health Division), the United States Attorney's Office, and interned for the 95th Judicial District Court. While at Watts Guerra, her work is primarily related to catastrophic personal injury or wrongful death cases involving products liability, pharmaceutical and medical devices, and other mass torts and class actions. She deposes medical experts and non-party physicians as well as appearing in dozens of state and federal courts to participated in pretrial conferences and hearings. Ms. Boldt has also represented individual clients in work-up for MDL bellwether or wave discovery cases in the Accutane, Granuflo, Transvaginal Mesh, and Xarelto litigation.
- F. Edward W. Allred is an income partner and attorney with Watts Guerra LLP, having initially been an income partner with the predecessor law firms of Watts Guerra Craft LLP and Watts Law Firm, LLP. Previously, he was an in-house attorney at Valero Energy Corporation, and prior to that an attorney in the Houston office of the international law office of Baker & McKenzie. Mr. Allred was born in Heidelberg, (formerly West) Germany, in 1967. In 1990, Mr. Allred received a Bachelor of Science from Texas A&M University in College Station, Texas. While at Texas A&M, he was a member of the Corps of Cadets, was selected to become a member of the Texas Governor's honor guard, the Ross Volunteer Company, and was Commander of the Ross Volunteer Color Guard. Mr. Allred held several student organization and elected positions at Texas A&M, culminating with Yell Leader. After college, Mr. Allred worked as an Estimator for J.W. Bateson (which became Centex Bateson, then ultimately Centex Construction), a general contractor in Dallas, Texas. He was promoted to the position of Assistant Project Engineer and worked on the M.D. Anderson Cancer Center's five-building expansion project in the Houston, Texas Medical Center. Mr. Allred then returned home to San Antonio, where he obtained a Doctor of Jurisprudence from St. Mary's University School of Law in 1997, graduating in the top 5% of his class. Mikal Watts first met and worked with Mr. Allred when he worked in-house for Valero Energy Corporation. Mr. Allred joined Watts Law Firm, LLP, in 2005 and has worked with Mikal Watts since that time. Mr. Allred has been selected as a Top 100 Lawyer nationally, Texas Super Lawyer, Rising Star, and one of the Best Attorneys in San Antonio in the area of business litigation. He has been involved in cases that have received national recognition, including Top 100 Verdicts, and Top Texas Verdicts in 2012. Mr. Allred is

a member in good standing and licensed to practice in the state courts of Texas, and the United States District Courts for the Northern, Southern, Eastern, and Western Districts of Texas, and the United States Supreme Court.

- G. Jon Thomas Givens interned for Texas Supreme Court Justice Raul Gonzalez in 1989 and graduated with honors from the University of Texas and was the Neiman Cup award winner in 1990. He passed the bar exams in Texas, Alaska, and Hawaii. He was a shareholder in the Anchorage, Alaska firm of Bankston Gronning Ohara where he practiced law for over 20 years. Jon has practiced exclusively in litigation for 28 years, and has represented thousands of clients. His areas of litigation experience include: mass tort litigation, agricultural litigation, franchise litigation, real estate litigation, bankruptcy litigation, general negligence cases, Consumer Protection Act litigation, premises liability, products liability, utility litigation, professional negligence litigation, aviation litigation, insurance litigation, estate litigation, admiralty litigation, environmental litigation, criminal litigation, school litigation, labor and employment litigation, and claims in the Exxon Valdez litigation. Jon joined Watts Guerra as of counsel in 2015.
- H. Brian Berryman received his Bachelor's of Science degree in Wildlife Management from Texas Tech University in 1985. He then attended St. Mary's University School of Law, graduating in 1989. Being licensed in 1990, he joined the San Antonio firm of Plunkett, Gibson & Allen where he practiced defense litigation for approximately 12 years and was made a partner in 1997. Mr. Berryman joined Mikal Watts and the predecessor firm of Watts Guerra, in 2001 to open its San Antonio office. His 29 years of litigation practice has covered a wide variety of areas, including negligence, product liability, construction, environmental, insurance, business torts, commercial litigation, agriculture, oil and gas, and real estate. He has served as Chairman of the Texas State Bar's Grievance Committee and named one of "San Antonio's Best Lawyers" in Scene in S.A.
- I. Linda K. Leibfarth graduated *summa cum laude* with a degree in Economics from the Wharton School at the University of Pennsylvania in 2004. In 2008, Ms. Leibfarth earned her Doctor of Jurisprudence from Vanderbilt Law School, where she was elected to the Order of the Coif. At Vanderbilt, Ms. Leibfarth served as Articles Editor for the Vanderbilt Law Review and Managing Associate Justice for the Moot Court Board. Ms. Leibfarth also served as a teaching assistant in Vanderbilt's first-year legal writing program. After law school, Ms. Leibfarth served for one year as a judicial clerk for the Honorable Harris L. Hartz on the United States Court of Appeals for the Tenth Circuit. After her clerkship, Ms. Leibfarth began her practice of law as a litigation associate at the law firm Winston & Strawn LLP in Washington, D.C. At Winston & Strawn, Ms. Leibfarth worked on

complex commercial cases in a variety of areas, including environmental, maritime, and intellectual property. Ms. Leibfarth's pro bono matters included an appeal before the United States Court of Appeals for the Federal Circuit. Ms. Leibfarth has been an associate at Watts Guerra since 2012. She is involved primarily in personal injury and mass tort litigation. Ms. Leibfarth took the lead representing the firm's four bellwether clients in the *Pradaxa* pharmaceutical products liability litigation. Ms. Leibfarth was selected as a Super Lawyers Texas Rising Star in 2018. She is a member in good standing of the State Bar of Texas and the State Bar of Illinois. She is admitted to practice in the United States Court of Appeals for the Tenth Circuit and the Federal Circuit, as well as in the United States District Courts for the Southern and Western Districts of Texas.

- J. Alex Work is a college student from the University of New Hampshire, who has clerked at Watts Guerra LLP for more than a year. Her previous work experience includes working at Wagner Reese LLC, Harbour Capital, the US Senate Campaign Office for Senator Kelly Ayotte, Acktify, and as a Student Senate Executive Officer at the University of New Hampshire. She is expected to graduate with a BA in Economics in May 2019. Alex intends to attend law school after completing her legal clerkship in Texas.
- K. Brock Niederhofer graduated from Winston Churchill High School in 2009 where he received several athletic honors across multiple sports. After graduation, Brock received both athletic and academic scholarships to attend Abilene Christian University and was also chosen to receive the LYNAY leadership scholarship. He was voted pledge class president and later voted in to serve on the advisory board of his fraternity. He was also a contributor for The Optimist (ACU's school newspaper) and received awards for his work at Morris and Mitchell (ACU's student-run advertising agency). Brock graduated from ACU in 2014 with a BS in Advertising and Public Relations and a minor in Business. After graduation Brock spent about six months doing direct marketing for DirecTV and then moved into a direct marketing role at Southwest Exteriors in San Antonio. Finally, Brock attended St. Mary's University School of Law from 2015-2018 while working at Watts Guerra throughout his time there and ultimately graduated from St. Mary's on May 19, 2018.
- L. Eugenio Duran-Carielo attended TMI The Episcopal School of Texas in San Antonio, Texas, and graduated high school in 2013. He then attended the University of Texas at Austin and worked at the university in the RecSports division as a basketball referee and in clerical services from January 2014 until December 2015. In the summer of 2015, Eugenio was the recipient of the Greehey Family Foundation Scholarship, which was awarded for excellent academic record, involvement in extracurricular activities, and community service work. He later transitioned to an investment analyst position beginning May 2016 for MezcalMex in which he created programs

to simplify investment analysis for existing workers, worked on acquisitions, and raised money for natural disaster victims. Eugenio then began working for Watts Guerra LLP in January 2017 in the Austin, Texas office, and transitioned to the San Antonio office later that summer. Eugenio graduated with Honors in May 2017 with a Bachelor of Business Administration, Finance with a 3.82 GPA. While at The University of Texas at Austin, Eugenio received University Honors for six semesters as well as Distinguished College Scholar for two semesters. Eugenio plans to attend NYU Law or Stanford Law beginning August 2018.

- M. Guy Watts graduated from University of Texas School of Law in 1998 and has been practicing for 20 years, specializing in complex personal injury matters, focusing his injury and death practice in product liability cases, especially those involving defectively produced tires. Throughout his ten years prosecuting cases for injured parties, Guy has worked on and brought successful resolution to cases involving defective fuel tank systems, occupant containment systems, post-detread stability systems, as well as a litany of cases involving defective tires or negligent tire maintenance. Guy has worked on cases that have accumulated over \$50 million in settlements.
- N. Jennifer Bruning completed her Bachelor of Arts degree in Economics at the University of Texas in 2003 and was a paralegal for over ten years before entering St. Mary's School of Law in 2012 where she graduated Magna Cum Laude in 2016 and was inducted into the John M. Harlan Society – an honorary organization that recognizes students who excelled academically and graduated in the top ten percent of their class. During law school, Jennifer clerked for Watts Guerra and interned for the Honorable Edward C. Prado of the United States Court of Appeals for the Fifth Circuit and Justice Marialyn Barnard of the Texas Fourth Court of Appeals in San Antonio. Jennifer was awarded several accolades during her academic career, including Best Brief of the Linda and Dave Schlueter First Year Moot Court Competition, the Chief Justice (Ret.) Catherine Stone “Rock of Justice” Award, Dean's Law Scholarships, Academic Excellence Scholarships, and Dean's List.
- O. Meredith Drukker graduated from University of Texas School of Law in May 2018. She spent the last two years, on and off, working as a law clerk for Watts Guerra where she will be joining full time this fall. Meredith spent her second-year summer as a summer associate at Beck Redden in Austin, TX. Prior to transferring to UT, she was on Law Review and moot court at the University of San Francisco School of Law where she was an associate editor for the Review of Litigation and worked in the domestic violence clinic.

- P. Michael Murray was raised in Bexar County, Texas and received his Bachelor of Arts degree in Political Science from Trinity University in 1994. Mr. Murray earned his Doctor of Jurisprudence from Texas Tech University School of Law in 1998. While at Texas Tech University, Mr. Murray was an officer in the Board of Barristers and was a member of the Moot Court team that won the National Championship in the American Bar Association's National Appellate Advocacy Competition in the summer of 1998. Following Mr. Murray's graduation from law school, he served as the Briefing Attorney to Chief Justice Robert J. Seerden of the Court of Appeals for the Thirteenth Judicial District of Texas from 1998 through 2000. Thereafter, in January 2001, Mr. Murray joined the law firm of Crofts, Callaway and Jefferson, an appellate boutique (the "Jefferson" of Crofts, Callaway and Jefferson, was Wallace Jefferson, presently the Chief Justice of the Texas Supreme Court). As an associate at Crofts, Callaway & Jefferson, Mr. Murray participated in the prosecution or defense of over 75 appeals. Mr. Murray has briefed and/or argued cases before the Supreme Court of the United States, the United States Court of Appeals for the Fifth Circuit, the Supreme Court of Texas, and the Texas Courts of Appeals for the First, Third, Fourth, Seventh, Eighth, Tenth, Eleventh, Thirteenth, and Fourteenth Judicial District. Mr. Murray also performed trial support services in nearly 100 cases in state and federal courts. Mr. Murray earned his Board Certification from the Texas Board of Legal Specialization in Civil Appellate Law in 2004. In October 2009, Mr. Murray joined the San Antonio office of the law firm of Watts Guerra Craft, LLP and in September 2010, he became a partner in the law firm. Since that time, Mr. Murray has participated in the prosecution of more than 100 cases. Mr. Murray has been selected as a Texas Rising Star every year since 2007. Mr. Murray was also named one of the Best Appellate Lawyers in San Antonio in 2009 and 2010. Mr. Murray currently serves as Chair of the Admissions Committee for the United States District Court for the Western District of Texas. Mr. Murray previously served the San Antonio Bar Association's Appellate Practice Section in a variety of positions, including Chair of the Section in 2005 and 2006. Mr. Murray is a member of the State Bar of Texas in good standing, and he is licensed to practice in the state courts of Texas as well as the Supreme Court of the United States, the United States Court of Appeals for the Fifth Circuit, and the United States District Courts for the Eastern, Southern, and Western Districts of Texas.
- Q. Oscar Quiroz earned his bachelor's degree from Texas A&M University in 2014. Immediately after graduating, Oscar began working at Watts Guerra where he gained experience working on cases including personal injury, contract dispute, and intellectual property cases. After gaining two years of experience working at Watts Guerra, Oscar enrolled at St. Mary's University School of Law. At St. Mary's, Oscar is the President of the Real Estate and Construction Law Association, a member of the State Bar of Texas' Pro Bono College, the San Antonio Young Lawyers Association's

Student Representative, a member of the External Advocacy Program's Advance Dispute Resolution Competition Team and has a class rank in the top 5% of his class.

- R. Rebecca Page earned her bachelor's degree from the University of Texas San Antonio in 2011. She attended St. Mary's University School of Law where she graduated with honors in 2017. During law school, she interned for Judge David Ezra in the Western District of Texas. Rebecca recently passed the February 2018 Texas bar exam and has been licensed for one month. She has been assigned to cases focusing on personal injury, products liability, contract disputes and DTPA claims.
- S. Travis Headley graduated summa cum laude from St. Mary's University School of Law in 2001 and then served as a briefing attorney to Chief Justice Phil Hardberger on the Texas Fourth Court of Appeals from 2001-2002. Travis has seventeen years of experience in commercial litigation, appellate and civil litigation. He has been named a Rising Star by Texas Monthly magazine multiple years and was selected as a Super Lawyer in appellate law for 2018.
- T. Will Maiberger was a partner at Watts Guerra LLP, and is now of counsel to the firm. Before I joined Watts' law firm in 2001, Maiberger and I were attorneys at a civil litigation defense firm, Allen, Stein & Durbin, in San Antonio, Texas.

5. During the pendency of this litigation, my firm provided a major role in all aspects of the litigation as explained in the Watts Declaration.

6. My firm also performed Common Benefit Work by managing the 40 Minnesota Bellwethers selected in this litigation as summarized on **Appendix B** hereto.

7. All expenses pertaining to this case are reflected in the accounting records of my firm, which are contemporaneously prepared from receipts, expense vouchers, check and credit card records, and other documents, and are an accurate record of the expenses.

8. In compliance with the Minnesota Common Benefit Order (entered by Judge Sipkins on December 7, 2015), and the Common Benefit Rules adopted by Co-Lead Counsel pursuant thereto, WG submitted to Bassford Remele its common benefit time and common benefit expenses.

9. In preparing this Declaration, I re-reviewed all of the common benefit time entries and expenses submitted by WG in this litigation, not in my capacity as Co-Lead Counsel, but rather to exercise billing judgment as a WG partner. I did the same with respect to WG's time and expenses for individual work.

10. After this re-review, I can confirm that this time was undertaken by the members of WG at my direction and/or the direction of my partner, Mikal Watts. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Common Benefit Order and Rules.

11. After exercising billing judgment and making billing reductions based on my review of the records, the total common benefit lodestar for my law firm submitted to the Minnesota leadership's audit committee was \$8,834,285.00.

12. Here is a breakdown of WG's total lodestar of \$8,834,285.00:

Name	Title	Total Hours	Hourly Rate	Lodestar
Alexandra Work	Clerk	809.30	\$100.00	\$80,930.00
Brock Niederhofer	Clerk	62.0	\$100.00	\$62,000
Brian Berryman	Partner	596.20	\$800.00	\$479,960.00
David McLendon	Attorney	713.30	\$800.00	\$570,640.00
Edward Allred	Attorney	1,336.05	\$700.00	\$1,394,978.75
Eugenio Duran-Carielo	Clerk	295.55	\$100.00	\$29,555.00
Frank Guerra	Capital Partner	695.26	\$700.00	\$486,682.00
Guy Watts	Attorney	30.0	\$700.00	\$21,000.00
Jennifer Bruning	Associate Attorney	409.30	\$400.00	\$163,720.00
Jon Givens	Attorney	3,185.10	\$800.00	\$2,548,112.00
Jorge Mares	Attorney	33.85	\$475.00	\$16,078.75
Linda Leibfarth	Attorney	1,899.84	\$575.00	\$1,092,408.00

Meredith Drukker	Clerk	74.20	\$100.00	\$7,420.00
Mikal C. Watts	Capital Partner	3,439.53	\$800.00	\$2,751,624.00
Michael Murray	Attorney	110.80	\$700.00	\$77,560.00
Oscar Quiroz	Clerk	92.48	\$100.00	\$9,248.00
Paige Boldt	Associate Attorney	174.10	\$475.00	\$82,697.50
Rebecca Page	Clerk	57.19	\$100.00	\$5,719.00
Travis Headley	Attorney	26.0	\$700.00	\$18,200.00
William Maiberger	Attorney	32.50	\$800.00	\$28,160.00
TOTALS		14,733.29		\$8,834,285.00

13. The Minnesota audit committee's review process reduced WG's common benefit lodestar for my law firm to \$8,298,318.25. A breakdown of the lodestar is provided below:

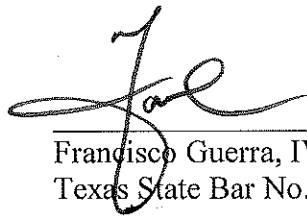
Name	Title	Non-PFS Hours	PFS Hours	Total Hours	Hourly Rate	Lodestar
Alexandra Work	Clerk	606.25	0.00	606.25	\$100.00	\$60,625.00
Brock Niederhofer	Clerk	26.00	0.00	26.00	\$100.00	\$2,600.00
Brian Berryman	Partner	265.00	20.00	285.00	\$800.00	\$228,000.00
David McLendon	Attorney	708.60	4.70	713.30	\$800.00	\$570,640.00
Edward Allred	Attorney	1965.20	6.95	1972.15	\$700.00	\$1,380,505.00
Eugenio Duran-Carielo	Clerk	159.50	0.00	159.50	\$100.00	\$15,950.00
Frank Guerra	Capital Partner	669.56	17.70	687.26	\$700.00	\$481,082.00
Guy Watts	Attorney	14.00	0.00	14.00	\$700.00	\$9,800.00
Jennifer Bruning	Associate Attorney	402.75	0.00	402.75	\$400.00	\$161,100.00
Jon Givens	Attorney	1642.84	234.40	1877.24	\$800.00	\$1,501,792.00

Jorge Mares	Attorney	33.85	0.00	33.85	\$475.00	\$16,078.75
Linda Leibfarth	Attorney	1899.84	0.00	1899.84	\$575.00	\$1,092,408.00
Meredith Drukker	Clerk	28.20	0.00	28.20	\$100.00	\$2,820.00
Mikal C. Watts	Capital Partner	2951.83	270.50	3222.33	\$800.00	\$2,577,864.00
Michael Murray	Attorney	90.50	0.00	90.50	\$700.00	\$63,350.00
Oscar Quiroz	Clerk	76.42	0.00	76.42	\$100.00	\$7,642.00
Paige Boldt	Associate Attorney	170.50	0.00	170.50	\$475.00	\$80,987.50
Rebecca Page	Clerk	8.74	0.00	8.74	\$100.00	\$874.00
Travis Headley	Attorney	26.00	0.00	26.00	\$700.00	\$18,200.00
William Maiberger	Attorney	32.50	0.00	32.50	\$800.00	\$26,000.00
TOTALS		11778.08	554.25	12332.33		\$8,298,318.25

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that everything I have stated in this Declaration is true and correct.

Executed this 10th day of July, 2018

in Bexar County, Texas



Francisco Guerra, IV
Texas State Bar No. 00796682

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APPENDIX A

Background of Watts Guerra LLP

1. Francisco (“Frank”) Guerra and Mikal Watts are the two capital partners of Watts Guerra LLP (“WG”). WG is a firm with five offices in South Texas, employing more than twenty attorneys and more than 100 permanent and temporary employees.

A. WATTS GUERRA’S EXPERIENCE AND EXPERTISE IN MASS TORT LITIGATION

2. In a major agrichemical litigation involving genetically modified rice—Bayer’s “Liberty Link 601,” which escaped during field trials, infiltrated the entire domestic crop, led to rejections of U.S. rice exports by several foreign trading partners, and a dramatic drop in market prices—we formed a joint venture to pursue claims of Arkansas rice farmers in state court, investing millions of dollars in litigation running parallel to *In re Genetically Modified Rice Litig.*, MDL 1811, in the Eastern District of Missouri. We tried two such cases to plaintiffs’ verdicts in February and July 2010. With Bayer facing another trial in February 2011, *Meins*—which combined the claims of several rice farmers with those of Riceland Foods, Inc., and involved collective actual and punitive damages sought of several hundred million dollars—we settled the claims of all joint venture clients. Five months later, using our settlement, co-lead counsel in the federal MDL negotiated a corollary settlement of their own. Between the two, Bayer settled all claims against it, in both federal court and Arkansas state court, in July 2011 for \$750 million.

3. In another major agrichemical litigation, after the DuPont herbicide Imreliis caused a massive die-off of non-targeted vegetation and was recalled in August 2011, the firm entered a joint venture with another leading Texas attorney (Michael Miller, see *Bates v. Dow Agrosiences, LLC*, 544 U.S. 431 (2005)), filed suit against DuPont for many plaintiffs, and achieved settlements.

4. In post-collision, fuel-fed fire cases arising from design defects in various automobiles, our firm’s \$80 million verdict against Chrysler, among others, caused automakers to install critical safety features in fuel systems in vehicles across the world not previously utilized.

5. In litigation over a Chrysler minivan liftgate latch defect, which caused rear portal ejections and required recall of over four million vehicles, our firm worked together with a firm in South Carolina that obtained a \$262.5 million verdict, after which Chrysler settled hundreds of these cases nationwide.

6. In litigation over tire defects, which were linked to 271 fatalities and led Firestone and Ford to recall and replace 23 million tires—after we tried the first such case in the country, Ford and Firestone adopted a nationwide settlement program and settled almost every such case in the country thereafter.

7. In rollover/roof crush cases arising from stability defects in Ford Explorers and other SUVs and pick-up trucks—we tried multiple cases and achieved more than \$100 million in verdicts, leading to critical advances in roof frame designs and in roof-rail mounted side air curtains which now are standard equipment in all presently-manufactured vehicles;

8. We tried the first bellwether case in the country in the following mass tort litigations:

- defective Sulzer hip implants—where our \$15.5 million verdict led to a nationwide settlement of more than \$1 billion;
- the diabetes Rezulin, which destroyed liver function—where our verdict of more than \$140 million led to a nationwide settlement program that paid out more than \$1 billion;
- the statin drug, Baycol—where we tried the first case in the country, which, while yielding a defense verdict, led Bayer to settle all of our cases and begin a nationwide settlement through which all subsequent cases settled en masse;
- the antibiotic Levaquin, which caused Achilles tendon ruptures—where we achieved the only Plaintiffs’ verdict in the country, as our actual and punitive damages verdict led to settlement in all of the more than 4,000 of such cases across the country.
- the painkiller Vioxx—where I tried two defense pick cases yielding defense verdicts, but preparing for several others, before a nationwide settlement for \$4.85 billion, wherein WG settled thousands;
- the diet drugs, Fenfluramine/phentermine, known as Fen-Phen,” where heart valve defects caused by the drug led to its recall—where our firm settled thousands of such cases;
- the atypical antipsychotic, Zyprexa, which led to diabetes complications and tardive dyskinesia—where our firm settled thousands of such cases;
- the anticoagulant, Pradaxa, which led to uncontrolled and often irreversible bleeding—where I served as co-lead counsel in the MDL litigation, and helped negotiate a \$650 million nationwide settlement;

- Invokana, a glucose transport inhibitor causing an increased risk of lower-limb amputation amongst Type-2 diabetics—where our firm negotiated the settlement of hundreds of early cases, amongst thousands of cases now settled; and
- “Incretins,” drugs augmenting the secretion of insulin, sold under the brand names Byetta, Januvia and Victoza, alleged to cause pancreatitis and pancreatic cancer—where our firm serves as co-lead counsel in *In re: Incretins*, MDL 2452, an ongoing litigation.

9. In pharmaceutical and medical product defect litigation, participated in litigation efforts in federal MDL proceedings or state court corollaries, and tried cases, prepared to try cases, or negotiated the multi-case settlements:

10. In pulmonary exposure cases, including:

- *In re Stand & Seal*, MDL 1804, involving pulmonary injuries arising from the exposure to a poisonous component aerosolized in a grout sealant distributed by Home Depot—where we tried the first two bellwether cases in state and federal court, , after which the cases settled nationwide;
- *In re: Silica*, MDL 1553—where our firm served as court-appointed plaintiffs’ liaison counsel;
- *In re: FEMA Trailers*, MDL 1873, involving untreated wood installed in FEMA-provided temporary housing units provided across the Gulf Coast following Hurricane Katrina causing formaldehyde exposure injuries—where we tried several bellwether cases to defense verdicts, before achieving the only Plaintiffs’ verdict in the litigation, after which a nationwide settlement occurred; and

11. In commercial tort cases, including:

- numerous cases involving Valero, a Fortune-20 company, retaining WG to represent it in complex commercial cases over the past 15 years;
- litigation against TransUnion, where WG filed suit on behalf of almost 70,000 Americans, and achieved a recovery for them for the defendants’ improper sale of their credit information to others;
- the “E-60 Litigation” involving hundreds of lost six-figure deposits for jet deliveries, misappropriated to meet cash flow for a company that eventually took Chapter 7 bankruptcy;
- the BP *Deepwater Horizon* Oil Spill Litigation, MDL 2179—where Mr. Watts served on the Plaintiffs’ Steering Committee (though he had to resign amidst a federal investigation of WGC’s clients, involving unfounded allegations for which he eventually was exonerated);
- numerous individual commercial arbitrations filed against the health insurance industry (Aetna, United, CIGNA, Humana and Blue Cross/Blue Shield) on behalf of physicians, pharmacies and hospitals in Texas for violations of the Texas Prompt Pay Act.

Appendix B

WG's Minnesota Bellwethers

- 1. Leora Messersmith – Nebraska Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:

 - February 1, 2016 deposition in Kearney, Nebraska.
 - 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 150 miles round trip from Farnam, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

 - Phone prep discussions in January totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

 - 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

 - 9 hours spent over several time periods on document production
 - Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
- 2. Pat Luther – Nebraska Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:

 - February 2, 2016 deposition in Kearney, Nebraska.
 - 10 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 40 miles round trip from Elm Creek, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

 - In-person prep on January 31, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

 - 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

 - 15 hours spent over several time periods on document production
 - Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
- 3. Donald Jacobs – Illinois Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:

 - February 12, 2016 deposition in Normal, Illinois.
 - 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 50 miles round trip from Chinoia, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

 - Phone prep discussions on January 29, February 4, 2016 and other dates totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 12 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 15 hours spent over several time periods on document production
- Traveled approximately 50 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

4. Justin Goebel - J&S Goebel Farms, Inc. – South Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 15, 2016 deposition in Sioux Falls, South Dakota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 520 miles round trip from Gettysburg, SD to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

5. David Adams – North Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 15, 2016 deposition in Fargo, North Dakota.
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 125 miles round trip from Reynolds, ND to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 11, 2016 totaling 5 hours
- Traveled 125 miles round trip from Fargo, ND to attend deposition prep

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 150 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

6. Nathan Rath – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in New Ulm, Minnesota.

- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 100 miles round trip from Buffalo Lake, MN to attend deposition
- Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 8.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

7. David & Marcia Olson – South Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in Sioux Falls, South Dakota.
- 4 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 380 miles round trip from Langford, SD to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 2 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 10 hours spent over several time periods on document production
- Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

8. John Schmaltz/Schmaltz Farm – North Dakota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 16, 2016 deposition in Fargo, North Dakota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 290 miles round trip from Tappen, ND to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 15, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

9. **Ronald Albers – South Dakota Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - February 17, 2016 deposition in Sioux Falls, South Dakota.
 - 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 45 miles round trip from Sioux Falls, SD to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on February 16, 2016 totaling 3 hoursEstimated Time Spent on Paper Discovery Responses:
 - 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 12 hours spent over several time periods on document production
 - Traveled approximately 35 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
10. **Lance Gilberton – Minnesota Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - February 22, 2016 deposition in Fargo, North Dakota.
 - 11.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 90 miles round trip from Shelly, Minnesota to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In person prep on February 21, 2016 totaling 8 hoursEstimated Time Spent on Paper Discovery Responses:
 - 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 12 hours spent over several time periods on document production
 - Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
11. **Randy Byro/Byro & Byro – Minnesota Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - February 24, 2016 deposition in Minneapolis, Minnesota.
 - 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 150 miles round trip from Winthrop, MN to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on February 23, 2016 totaling 4 hoursEstimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

12. Dale Ewert/Ewert Farms – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- February 25, 2016 deposition in Minneapolis, Minnesota.
- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 160 miles round trip from Janesville, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 24, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 13 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

13. John Sumerfelt – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 1, 2016 deposition in Montevideo, Minnesota
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 85 miles round trip from Taunton, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 2, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 11 hours spent over several time periods on document production
- Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

14. Charles Ledeboer – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 2, 2016 deposition in Montevideo, Minnesota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion

- Traveled 60 miles round trip from Prinsberg, MN to attend deposition
- Deposition Prep Date(s)/Length/Distance Traveled:
- In-person prep on March 1, 2016 totaling 2 hours
- Estimated Time Spent on Paper Discovery Responses:
- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions
- Estimated Time Spent and Distances Traveled on Document Gathering and Production:
- 15 hours spent over several time periods on document production
 - Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

15. Scott Wubben – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 3, 2016 deposition in Montevideo, Minnesota.
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 60 miles round trip from Prinsberg, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 2, 2016 totaling 2.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

16. Kirk Kuechenmeister – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 4, 2016 deposition in Sioux Falls, South Dakota.
- 4 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 40 miles round trip from Dawson, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 3, 2016 totaling 2.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

17. **Tim Baumgart – Nebraska Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - March 7, 2016 deposition in La Vista, Nebraska.
 - 9.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 210 miles round trip from Humphrey, NE to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - Phone prep discussions on February 3, February 4, February 25, March 4, March 5, March 6, 2016 and other dates totaling 5.75 hours
 - In-person prep on January 22 and January 30, 2016 totaling 5.7 hoursEstimated Time Spent on Paper Discovery Responses:
 - 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 16 hours spent over several time periods on document production
 - Traveled approximately 80 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
 -
18. **Daniel Mensik – Nebraska Producer Bellwether – Trial Plaintiff**
Deposition Date/Location/Length/Distance Traveled:
 - March 9, 2016 deposition in La Vista, Nebraska.
 - 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 120 miles round trip from Morse Bluff, NE to attend deposition
 - In-person prep on March 8, 2016 totaling 2 hoursDeposition Prep Date(s)/Length/Distance Traveled:
 - Phone prep discussions on February 2, 2016 and other dates totaling 4 hoursEstimated Time Spent on Paper Discovery Responses:
 - 12 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 15 hours spent over several time periods on document production
 - Traveled approximately 75 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
19. **Douglas Maher – Iowa Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - March 8, 2016 deposition in Omaha, Nebraska.
 - 8.50 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 120 miles round trip from Stanton, IA to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 18 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

20. M Gardner Farms ILLC – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 11, 2016 deposition in St. Petersburg, Florida
- 6.50 hours for total deposition time, day-of-depo prep, and post-depo discussion

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 10, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 13 hours spent over several time periods on document production
- Traveled approximately 70 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

21. Tom Jansen – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 15, 2016 deposition in Spencer, Iowa
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 65 miles round trip from Lake Park, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 11 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

22. James DeBoom – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 16, 2016 deposition in Spencer, Iowa

- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 60 miles round trip from Sutherland, IA to attend deposition
- Deposition Prep Date(s)/Length/Distance Traveled:
- In-person prep on January 18, 2016 and March 13, 2016 totaling 5.4 hours
- Estimated Time Spent on Paper Discovery Responses:
- 9 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions
- Estimated Time Spent and Distances Traveled on Document Gathering and Production:
- 10 hours spent over several time periods on document production
 - Traveled approximately 55 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

23. Sam Bell – Wisconsin Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 17, 2016 deposition in LaCrosse, Wisconsin
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 90 miles round trip from Tomah, WI to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 16, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 7 hours spent over several time periods on document production
- Traveled approximately 15 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

24. Steven Moorman/Moorman Farms – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- March 21, 2016 deposition in Cedar Rapids, Iowa
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 100 miles round trip from Manchester, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on March 20, 2016 totaling 3.5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 9 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

25. **W. Eric Maloney – Illinois Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - March 22, 2016 deposition in Cedar Rapids, Iowa
 - 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 230 miles round trip from Erie, IL to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on March 21, 2016 totaling 2.5 hoursEstimated Time Spent on Paper Discovery Responses:
 - 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 8 hours spent over several time periods on document production
 - Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
26. **Daniel Belknap – Illinois Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - March 23, 2016 deposition in Cedar Rapids, Iowa
 - 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 270 miles round trip from Carthage, IL to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on March 22, 2016 totaling 3 hoursEstimated Time Spent on Paper Discovery Responses:
 - 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 9 hours spent over several time periods on document production
 - Traveled approximately 50 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
27. **Larson Grain Company – North Dakota Non-Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - April 5 and April 6, 2016 deposition in Fargo, North Dakota
 - 18 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 245 miles round trip from Lamoure, ND to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on April 4, 2016 totaling 5 hoursEstimated Time Spent on Paper Discovery Responses:
 - 15 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 20 hours spent over several time periods on document production
- Traveled approximately 110 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

28. Red River Grain Company – Minnesota Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 7 and April 8, 2016 deposition in Fargo, North Dakota
- 18 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 100 miles round trip from Breckenridge, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 6, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 18 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 24 hours spent over several time periods on document production
- Traveled approximately 68 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

29. Jacqueline Montony – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 7, 2016 deposition in Phoenix, Arizona
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 6, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

30. Larry Mosier – Indiana Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 11, 2016 deposition in Fort Wayne, Indiana
- 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 390 miles round trip from Columbia, Indiana to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 10, 2016 totaling 5 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 40 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

31. Stephen Roenfeldt – Nebraska Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 14, 2016 deposition in La Vista, Nebraska
- 7 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 210 miles round trip from Stanton, NE to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on February 25, April 13, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

32. Mark Wohlers – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 15, 2016 deposition in La Vista, Nebraska
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Missouri Valley, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 14, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 4 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 8 hours spent over several time periods on document production
- Traveled approximately 68 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

33. Bruce Bulman – Minnesota Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 18, 2016 deposition in LaCrosse, Wisconsin
- 6 hours for total deposition time, day-of-depo prep, and post-depo discussion

- Traveled 60 miles round trip from Caledonia, MN to attend deposition
- Deposition Prep Date(s)/Length/Distance Traveled:
- In-person prep on April 17, 2016 totaling 3 hours
- Estimated Time Spent on Paper Discovery Responses:
- 5 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions
- Estimated Time Spent and Distances Traveled on Document Gathering and Production:
- 8 hours spent over several time periods on document production
 - Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

34. Porter Elevator Inc – Minnesota Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 18 and April 19, 2016 deposition in Sioux Falls, Iowa
- 17.5 hours for total deposition time, day-of-depo prep, and post-depo discussion

Traveled 220 miles round trip from Porter, MN to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 17, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 12 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 28 hours spent over several time periods on document production
- Traveled approximately 140 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

35. VanTilburg Farms – Ohio Non-Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 25, April 26, and June 10, 2016 depositions in Dayton, Ohio
- 22 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Celina, OH to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 24 and June 9, 2016 totaling 8 hours

Estimated Time Spent on Paper Discovery Responses:

- 11 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 20 hours spent over several time periods on document production
- Traveled approximately 110 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

36. **Ricky Kruse – Nebraska Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - April 26, 2016 deposition in Sioux City, Iowa
 - 6 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 180 miles round trip from Winnetoon, NE to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - Phone prep discussions on March 29, April 21, 2016 and other dates totaling 1.5 hours
 - In-person prep on April 25, 2016 totaling 4 hoursEstimated Time Spent on Paper Discovery Responses:
 - 5 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 7 hours spent over several time periods on document production
 - Traveled approximately 30 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
37. **Agro Farms Inc – Iowa Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - April 27, 2016 deposition in Spencer, Iowa9.5 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 200 miles round trip from Clear Lake, Iowa to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on April 26, 2016 totaling 4 hoursEstimated Time Spent on Paper Discovery Responses:
 - 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissionsEstimated Time Spent and Distances Traveled on Document Gathering and Production:
 - 7 hours spent over several time periods on document production
 - Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.
38. **Peterson Feedlot Limited Partnership – Kansas Producer Bellwether**
Deposition Date/Location/Length/Distance Traveled:
 - April 27, 2016 deposition in Omaha, Nebraska
 - 8 hours for total deposition time, day-of-depo prep, and post-depo discussion
 - Traveled 330 miles round trip from Wamego, KS to attend depositionDeposition Prep Date(s)/Length/Distance Traveled:
 - In-person prep on April 25, 2016 totaling 4 hoursEstimated Time Spent on Paper Discovery Responses:

- 8 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 12 hours spent over several time periods on document production
- Traveled approximately 75 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

39. Lyle Wallin Farm – Iowa Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- April 28, 2016 deposition in Spencer, Iowa
- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 80 miles round trip from Laurens, IA to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on April 25, 2016 totaling 4 hours

Estimated Time Spent on Paper Discovery Responses:

- 7 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 45 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

40. Irene Petefish Marital Trust – Illinois Producer Bellwether

Deposition Date/Location/Length/Distance Traveled:

- May 2, 2016 deposition in Springfield, IL
- 9 hours for total deposition time, day-of-depo prep, and post-depo discussion
- Traveled 70 miles round trip from Virginia, IL to attend deposition

Deposition Prep Date(s)/Length/Distance Traveled:

- In-person prep on May 1, 2016 totaling 3 hours

Estimated Time Spent on Paper Discovery Responses:

- 6 hours spent over several time periods on original and supplemental interrogatory responses and on original and supplemental responses to requests for admissions

Estimated Time Spent and Distances Traveled on Document Gathering and Production:

- 6 hours spent over several time periods on document production
- Traveled approximately 25 miles total on several occasions to grain elevators, accountants, FSA office, and banks to obtain documents.

EXHIBIT 12

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:
**INDIVIDUAL CLAIMS
CLASS ACTION**

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**DECLARATION OF HART L. ROBINOVITCH IN SUPPORT OF MINNESOTA
CO-LEAD COUNSEL'S JOINT MOTION FOR APPROVAL OF COMMON
BENEFIT AWARDS**

I, Hart L. Robinovitch, declare and state as follows:

1. I am a partner at the law firm of Zimmerman Reed LLP, and am duly authorized by the owners, managers, or board of directors of the firm to make this declaration on its behalf.

2. I submit this in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

3. My firm has acted as counsel for corn producers in this litigation entirely on a contingent basis. The background and experience of my firm and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit A.

4. The experience of each timekeeper sought is succinctly described as follows. I, Hart L. Robinovitch, am a 1992 graduate of the University of Toronto Law School in Toronto, Ontario, Canada. I have been a member in good standing of the State Bar of Minnesota since 1993 and the State Bar of Arizona since 2001. I am also admitted to practice before the following courts: United States District Court for the District of Arizona, District of Minnesota, and the Eastern District of Michigan; United States Court of Appeals for the Sixth Circuit, the Eighth Circuit, the Ninth Circuit, and Eleventh Circuit; and the United States Supreme Court. I started working at Zimmerman Reed as an associate attorney in 1994. I have been a partner at Zimmerman Reed since approximately 2003. During my career, I have been found qualified to serve as lead and/or class counsel by numerous state and federal courts. By way of example, in 2016 I was appointed Interim Lead Counsel by United States District Judge R. Gary Klausner in *In Re Pacquiao-Mayweather Boxing Match Pay-Per-View Litigation*, MDL No. 2639 (C.D. Cal.). In January 2017, along with my partners Carolyn Anderson and Brian Gudmundson, I was appointed co-lead counsel by United States District Judge Michael J. Davis in *In re CenturyLink Residential Customer Billing Disputes Litigation*, MDL No. 2522 (D. Minn.). In February 2018, I was appointed class counsel in *Park v. Zuffa, LLC, et al.*, No. 2:17-cv-02282-APG-VCF by United States District Judge Andrew P. Gordon when he preliminarily approved the class action settlement. There were no objections to the settlement and the Final Fairness Hearing is presently set for July 20, 2018. Other leadership positions are more fully detailed in Exhibit A.

5. During the course of this litigation, I also worked closely with associate Bradley C. Buhrow and paralegal Sabine Asser King. Mr. Buhrow was formerly an associate at Zimmerman Reed before leaving to join a family business in late 2016. Mr. Buhrow graduated cum laude from California Western School of Law in 2011 and worked diligently on a variety of complex cases involving, *inter alia*, consumer protection. Ms. Asser King is a graduate from the George Washington University with a B.A. and has over twenty years' experience as a Paralegal.

6. During the pendency of this litigation, my firm performed Common Benefit Work by assisting Class Representative Roger Ward related to this litigation. Such tasks included, but were not limited to, responding to written discovery requests, preparing and producing documents in response to discovery requests, preparing Mr. Ward for his deposition, and defending the same.

7. These tasks are recorded on daily work-in-progress reports/time records that Zimmerman Reed maintains contemporaneous records of its time and expenses in the ordinary course of business.

8. In compliance with the Court's Common Benefit Order dated 12/7/15 and the Court's Order Establishing Common Benefit Rules dated 8/5/16 (jointly the "Common Benefit Orders"), my firm submitted its common benefit time and expense submissions to Co-Lead Counsel in the Minnesota Litigation.

9. In compliance with the Common Benefit Orders, I did not include in these submissions time and expenses spent on behalf of my individual clients, who were not either bellwether or class representative plaintiffs.

10. As part of the preparation of my declaration, I re-reviewed all of the time entries and expenses previously submitted in this litigation to exercise billing judgment.

11. I have personally reviewed the detailed, work-in-progress reports/time records kept contemporaneously by my firm and have verified that the information contained in such records is accurate. The billable rates for attorneys, paralegals, and legal assistants reflected on the report are the regular and customary rates charged by our firm. Care was taken to bill only actual time devoted to the matter and, where possible, we utilized Mr. Buhrow with lower billable rates; tasks that did not require an attorney were performed by my paralegal, Ms. King. Still, not all time devoted by Zimmerman Reed to this case has been billed. In order to be reasonable and conservative, certain tasks and/or expenses were reduced or eliminated from the billing records. Tasks related to the initial investigation and filing of the case and organization of the litigation have not been submitted. Time spent keeping apprised of general developments in the litigation were not billed for. Any duplicative time entries were eliminated.

12. After this re-review, I can confirm that this time was undertaken by the members of my firm at my direction. I believe that the common benefit time and expense information submitted on behalf of my firm is accurate and in compliance with the Court's Common Benefit Orders.

13. After exercising billing judgment and making billing reductions based on a review of my firm's records, the total Common Benefit lodestar for my law firm is \$39,189.00. A breakdown of the lodestar is provided below.

Name	Title	Total Hours	Hourly Rate	Lodestar
Hart L. Robinovitch	Partner	29.35	\$795.00	\$23,333.25
Bradley C. Buhrow	Associate	32.60	\$375.00	\$12,225.00
Sabine A. King	Paralegal	32.00	\$275.00	\$8,800.00
TOTALS				\$44,358.25

15. My firm also seeks an award of \$1,706.47 in Common Benefit Expenses in connection with the prosecution of the litigation. Those expenses are summarized below:

Description of Costs	Amount
E02. Federal Express/Local Courier, etc.	\$97.18
E08. Hotels	\$621.38
E09. Meals	\$240.67
E11. Air Travel	\$583.72
E18. Ground Transportation (<i>i.e.</i> , Rental)	\$163.52
TOTAL	\$1,706.47

16. As part of my firm's request for an award of Common Benefit Expenses, I have reviewed the Court's Common Benefit Order. The requested award is in conformity with that Order.

17. The Common Benefit Expenses pertaining to this case are reflected in the records of my firm. These records are contemporaneously prepared from receipts, expense vouchers, check and credit card records, and other documents and are an accurate record of the expenses.

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

Executed on this 9th day of July, 2018 at Scottsdale, Arizona.

/s/ Hart L. Robinovitch

Hart L. Robinovitch

EXHIBIT A

ZIMMERMAN REED

— FIRM RESUME

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FIRM PRACTICE AND ACHIEVEMENTS

Zimmerman Reed is a nationally recognized leader in complex and class action litigation and has been appointed as lead counsel in some of the largest and most complex cases in federal and state courts across the country. The firm was founded in 1983 and has successfully represented thousands of consumers and injured individuals nationwide in significant and demanding cases. The firm's practice includes a wide range of legal issues and complex cases involving consumer fraud, ERISA, shareholder actions, environmental torts, pharmaceutical drugs, dangerous or defective products, human rights violations, and privacy litigation. Since 2010, Zimmerman Reed has earned a first-tier "Best Law Firm" ranking released by U.S. News & World Report.

ZIMMERMAN REED ATTORNEYS

Alia M. Abdi is an associate at Zimmerman Reed concentrating her practice on complex litigation involving consumer protection, and securities and financial fraud in state and federal courts. She is currently representing consumers alleging violations of the Telephone Consumer Protection Act.

Prior to joining the firm, Alia externed for the Honorable John R. Tunheim, Chief Judge of the United States District Court for the District of Minnesota. She lent her expertise as a summer law clerk at Arthur, Chapman, Kettering, Smetak and Pikala, P.A., conducting research on railroad, workers' compensation, and construction law. Alia graduated from the University of Minnesota Law School, where she served as the student managing director for the Maynard Pirsig Moot Court and was mock trial team captain for Phi Alpha Delta. Alia is admitted to the state courts of Minnesota and the U.S. District Courts for the District of Minnesota.

Carolyn G. Anderson is a Managing Partner at Zimmerman Reed and leads the firm's Securities & Financial Fraud, Antitrust, and Public & Attorney General practice groups.

Carolyn has successfully represented small investors, institutional clients, and states in individual and nationwide securities fraud, ERISA, and antitrust actions. She has served in a leadership role in obtaining significant recoveries in both individual actions and multi-state actions.

Carolyn is co-leading the legal team representing the State of Indiana in its investigation into pharmaceutical manufacturers, drug distributors, and pharmacies for their roles in the ongoing opioid crisis.

She is a member of the Lead Counsel Committee in nationwide litigation involving CenturyLink customers alleging they were overcharged and billed for services they didn't request or authorize. Carolyn is currently serving as Lead Counsel in a case representing the State of New Mexico. In that case, the State is alleging antitrust and unfair practices against Visa and MasterCard. Carolyn also served as Lead Counsel in an antitrust action, working with a coalition of four Attorneys General, against manufacturers of LCD displays. The case was filed in state court but removed to federal court under the Class Action Fairness Act (CAFA). After opposing this removal at the district court and the Fifth Circuit, the State petitioned the U.S. Supreme Court. The Supreme Court ruled unanimously in favor of

Mississippi, reversing the Fifth Circuit's decision and clarifying the standard for removal of state actions under CAFA. *Mississippi ex rel. Hood v. AU Optronics*, 134 S. Ct. 736 (2014).

Carolyn also represents the Office of Attorney General for the State of Mississippi, defending that Office in an action brought by Google, challenging the State's authority to issue a Civil Investigative Demand (CID). Google attempted to enjoin the Attorney General's CID authority and the district court granted that motion. In April, 2016, the State prevailed and the district court's decision was reversed by the Fifth Circuit.

Carolyn was also appointed Co-Lead Counsel on behalf of investors alleging losses due to Wells Fargo's securities lending program. The case settled for \$62 million, two days before trial was set to commence. She serves as Interim Co-Lead Counsel in an ERISA matter pending in the District of Minnesota, against fiduciaries of U.S. Bancorp Pension Plan for violations of ERISA. Carolyn also served as Class Counsel on behalf of investors who had purchased bond funds from Morgan Keegan in a lawsuit that arose from the collapse of three mutual funds. The case also involved the auditor as a defendant. In 2016, a \$125 million settlement was reached with the assistance of mediator Layn Phillips, a former U.S. Attorney and former United States District Judge.

In prior representation, Carolyn represented large groups of investors with significant losses involving Merrill Lynch, AIG, Boston Scientific, and Lehman Brothers. Carolyn also led a legal team in a case brought by investors against American Express Financial Advisors, challenging that company's practices and breaches of fiduciary duty with its investing customers. The case, brought under the Investment Advisor Act, resulted in a \$100 million settlement. Carolyn also successfully represented Midwest farmers/shareholders who challenged an ethanol plant's merger with Archer Daniels Midland; she was appointed Class Counsel in that matter. The case was resolved weeks prior to trial. Carolyn was also appointed Lead Counsel in a securities fraud lawsuit involving Boston Scientific, representing a public pension fund and a certified class.

In addition to serving in positions of leadership in investor protection litigation, Carolyn currently represents *pro bono* one hundred not-for-profit organizations related to their losses from the \$3.6 billion Petters Ponzi scheme, centered in Minnesota. She was appointed by the federal judge to serve as Assistant Liquidating Trustee under the supervision of the Court and the Liquidating Trustee for assets being distributed to some of those investors. In *U.S. v. Petters*, No. 08-cv-05348 (D. Minn.), the Firm worked with the Department of Justice and the court-appointed receiver, to successfully recover and distribute millions of dollars to victims pursuant to a settlement with one of the Petters financiers.

Carolyn maintains strong ties with the National Association of Attorneys General, individual state Attorneys General, state pension fund officers, and other institutional investors. She is a frequent lecturer at colleges and law schools, and has served as a legal education faculty member on the topics of complex litigation, legal ethics, the 2008 financial crisis, and securities law.

Carolyn currently serves as a board member and Chairperson for Children's Shelter of Cebu, an interdenominational ministry for abandoned and neglected children. She also serves as a board member with Bloomberg Law on its Litigation Innovation Board.

Carolyn graduated cum laude from Trinity College, where she received a Bachelor of Arts degree in Psychology. She received her law degree cum laude from Hamline University School of Law where she was a Dean's Scholar, received the Cali Award for Excellence in Constitutional Law, and served on Hamline Law Review, where her case note article was selected for publication. Carolyn also studied law at Hebrew University in Jerusalem, Israel in course-work focusing on Law, Religion, & Ethics. Carolyn was previously honored as Rising Star of Law, and since 2014 she has been recognized as a Super Lawyer by her peers in Minnesota.

Carolyn is admitted to practice before, and is a member in good standing of, the Bar of the State of Minnesota, the United States District Court for the District of Minnesota, the Court of Appeals for the Eighth Circuit and the First Circuit, and the U.S. Supreme Court. In addition to these courts, Carolyn works on cases with local counsel nationwide. She is a member of the Federal Bar Association, the American Association for Justice, the Minnesota Bar Association, and the Hennepin County Bar Association.

David M. Cialkowski is a partner with Zimmerman Reed, and dedicates a substantial portion of his practice to the area of complex and mass tort litigation, with a primary focus on consumer protection and products liability litigation.

David was a member of the legal team that represented the Mississippi Attorney General's Office in Mississippi ex rel. Hood v. AU Optronics, 134 S. Ct. 736 (2014), an antitrust case against manufacturers of LCD displays in which the Court held that an attorney general's parens patriae case is not a "mass action" under the Class Action Fairness Act. The Supreme Court ruled unanimously in Mississippi's favor. He served as a member of the Plaintiffs' Steering Committee in In re Apple iPhone 3G and 3GS "MMS" Marketing and Sales Practices Litigation, a consumer protection class action, MDL 2116, based in New Orleans, Louisiana. He worked extensively on the Levaquin MDL trial team on behalf of clients who experienced tendon ruptures and tears after taking the popular Johnson & Johnson antibiotic. He also served as court-appointed co-lead counsel in In re Dockers Roundtrip Airfare Promotion Sales Practices Litigation, a consumer protection class action based in the U.S. District Court for the Central District of California. David has worked extensively on behalf of plaintiffs in In re St. Jude Silzone Heart Valves Product Liability Litigation, MDL 1396. He has also contributed substantially to pretrial summary judgment and class certification briefing in the Fedex Ground Package Systems employment status litigation, MDL 1700. David represented residents of Minot, North Dakota, in In re Soo Line Railroad Company Derailment of January 18, 2002 in Minot, N.D., who were injured by the toxic spill caused by the derailment of a Canadian Pacific Railway train, and helped draft federal legislation clarifying the scope, and thus reducing courts' application, of railroad preemption.

David earned his undergraduate degree from the University of Illinois's College of Liberal Arts and Sciences *cum laude* with High Distinction in the Department of English. Additionally, he participated in the honors program as a James Scholar, received the Elizabeth and Charles Ellis

Merit Scholarship, and is a member of Phi Beta Kappa. David graduated from the University of Illinois College of Law, where he participated in the civil litigation clinic, was an editor for the Poetic Justice literary magazine, and was voted one of the top ten percent of university teaching assistants.

David is licensed to practice and a member in good standing, for the Bars of the State of Minnesota and the State of Illinois. His professional associations include membership in the Minnesota State Bar Association and Hennepin County Bar Association. David has been recognized as a Rising Star of Law from 2006–2008, 2010-2013 and a Super Lawyer from 2015 to 2017.

Benjamin Gubernick is a seasoned trial attorney and entrepreneur. He takes a creative approach in obtaining the best possible outcomes for clients. His practice focuses on complex litigation and consumer class actions. Prior to joining the firm, Ben worked as a prosecutor, specializing in major financial crimes. He has successfully tried numerous cases to jury verdict. His courtroom successes include a high-profile Ponzi scheme case that resulted in convictions on all counts after a month of trial. Prior to beginning his career as a plaintiff-side litigator, he co-founded a venture-backed software startup in Ann Arbor, Michigan.

Ben received his J.D. from the University of Michigan Law School, graduating cum laude. He also holds a B.A. in English and History, graduating magna cum laude, from the University of Arizona. Ben is licensed to practice law in New Mexico.

Brian C. Gudmundson is a partner and concentrates his practice on complex litigation and commercial class actions, including the areas of Consumer, Antitrust, Securities & Financial Fraud, Intellectual Property, and Sports Law. Brian represents individuals, businesses, and public and private institutional clients in a variety of complex cases.

Brian is a member of the Lead Counsel Committee in a nationwide action challenging CenturyLink, Inc's alleged systematic and deceptive sales and overbilling practices, MDL 2795. He is appointed to Plaintiffs' Executive Committee in *In re: Fieldturf Artificial Turf Marketing Practices Litigation*, MDL 2779, representing schools, universities, municipalities, and private companies around the country that purchased allegedly defective artificial turf prone to rapid degradation. He is appointed co-lead counsel in *In re: Arby's Restaurant Group, Inc., Data Security Litig.*, 17-cv-00514, (N.D. Ga.), representing banks and credit unions who issued payment cards that were subject of alleged data breach. Brian is also a member of the Plaintiffs Executive Committee representing United Health Group insurance plan participants alleging that UHG illegally inflated and clawed back prescription copays. He is a member of the Plaintiffs Executive Committee representing consumers insured by Cigna Health Insurance Co. *In re: Negron v. Cigna Corp., et al.*, 16-cv-01702 (D. Conn.) alleging that Cigna Health illegally inflated and clawed back prescription copayments. He is a member of the Plaintiffs Executive Committee representing Humana insurance plan participants alleging that Humana illegally inflated and clawed back prescription copayments, *In re: Humana, Inc. PBM Litig.*, 16-cv-00706 (W.D. Ky.). Brian is a member of Plaintiffs Executive Committee in *In Re General Mills Glyphosate Litigation*, Case No. 16-cv-2869-MJD-BRT, asserting deceptive sales practices based upon alleged presence of glyphosate in products labeled "100% natural" and in *Vikram Bhatia, D.D.S. v. 3M Company*, 16-cv-01304-DWF-TNL, asserting claims on behalf of dentists and dental practices for

allegedly defective dental crown products. Brian is appointed to serve on the Plaintiffs' Steering Committee on behalf of financial institutions nationwide *In re: Equifax Data Breach*, MDL 2800, representing banks and credit unions in recovering losses. He is a member of the Plaintiffs' Steering Committee in *In re: Vizio, Inc. Consumer Privacy Litigation*, MDL 2693, asserting violations of state and federal law for unlawful collection and sale of private consumer data. He is co-lead counsel in *GLS Companies, et al. v. Minnesota Timberwolves Basketball LP*, challenging implementation of paperless ticketing system and restrictions on transfer of game tickets on behalf of ticketholders. Brian is also a member of the Plaintiffs' Steering Committee in the Home Depot Data Breach MDL 2583 and in *First Choice Fed. Credit Union v. The Wendy's Co.*, 16-cv-00506 (W.D. Pa.) representing banks and credit unions in recovering losses. Brian represents retired NHL players alleging the National Hockey League minimized concussion risks from its players for decades, MDL 2551. Brian is a member of the lead counsel team that achieved a \$39 million settlement on behalf of banks and other financial institutions in recovering losses due to the 2013 Target data breach, MDL 2522. He is also a member of the lead counsel team that achieved a \$50 million settlement on behalf of retired National Football League players in a class action against the League for the unauthorized use of former players' identities to generate revenue *In re: Dryer v. National Football League*, 09-cv-02182 (D. Minn.). He represents hundreds of individual retired NFL players in claims arising from concussive head injuries suffered while NFL players, MDL 2323. Presently, Brian represents MoneyGram Payment Systems, Inc. in claims against several Wall Street banks alleging over \$400 million of losses due to the fraudulent sale of securities containing undisclosed, toxic mortgage-based assets. He also specializes in claims under the RICO Act and currently represents multiple non-profit and faith-based investors pro bono in RICO claims arising from the \$3.5 billion Petters Ponzi scheme.

Brian served as court-appointed co-lead counsel in *In Re: Dockers Roundtrip Airfare Promotion Sales Practices Litigation* (C.D. Cal.), which culminated in a multimillion dollar settlement on behalf of a nationwide class of consumers. In 2005, Brian was part of a securities litigation team that achieved a \$2.5 billion settlement against AOL-Time Warner on behalf of investors.

Brian received his BA from the University of Minnesota and his JD, *cum laude*, from the University of Minnesota Law School. Brian is admitted to the state courts of Minnesota, the U.S. District Courts for the District of Minnesota and the Northern District of Illinois, and the Tenth Circuit Court of Appeals. Brian has been recognized as a Rising Star of Law 2010-2016 and a Super Lawyer in 2017.

June P. Hoidal is an partner representing individuals and businesses who experienced losses as a result of securities and consumer protection and antitrust violations. Currently represents the State of Indiana in its investigation of claims related to the manufacturing, distribution, advertisement, dispensing, and marketing of opioid pain killers. She is a member of the legal team representing the State of Mississippi in an antitrust action against manufacturers of LCD screens. Her work included assisting with briefing before the U.S. Supreme Court, which unanimously ruled in favor of Mississippi by finding the State's *parens patriae* action was not removable to federal court. *Mississippi ex rel. Hood v. AU Optronics*, 134 S. Ct. 736 (2014). June also represented investors alleging losses due to Wells Fargo's securities lending program, a case that settled two days before trial was set to commence for \$62 million. She currently represents the State of New Mexico in a matter against Visa and MasterCard, alleging antitrust

and unfair practices; participants of the U.S. Bancorp Pension Plan alleging violations of ERISA; and investors of Medtronic in a shareholder derivative case.

Prior to joining the firm, June served as a judicial law clerk to the Honorable Arthur J. Boylan on the United States District Court for the District of Minnesota. She gained substantial experience following law school at two law firms in Washington, D.C. and Minneapolis, practicing in diverse subject areas, including contract disputes, franchise, products liability, insurance, and employment law.

June currently serves as a board member and as the lead co-chair of the Associates Campaign for The Fund for Legal Aid. She also currently serves as a member of the Advisory Board for the Minnesota Urban Debate League and the Publications Committee for the Bench & Bar of Minnesota. Previously, she served as a Commissioner for the City of Saint Anthony Parks Commission, and a member of the Diversity Committee and the Women in the Legal Profession Committee of the Minnesota State Bar Association. In addition, June volunteered as an assistant debate coach for the Minnesota Urban Debate League and worked pro bono for Legal Assistance of Dakota County, Volunteer Lawyers Network, and The Advocates for Human Rights.

June graduated cum laude from the University of Minnesota Law School in 2003, where she was the Lead Managing Editor for the Minnesota Law Review and a member of the Dean's List. She is admitted to the state courts of Minnesota and the U.S. District Courts for the District of Minnesota. June has been recognized as a Rising Star of Law in 2007, 2015-2017.

Jason P. Johnston is a partner at our Minneapolis office, focusing primarily on complex cases involving individuals injured by defective drugs and faulty medical devices, advocating for clients both locally and nationally. Jason's personal engagement, resolute view of the law, and solid practice style make him a strong voice for his clients and an integral part of our firm.

Jason represents clients injured from defective orthopedic hip devices manufactured by DePuy, Biomet, Stryker, Smith & Nephew and other manufacturers of hip replacement systems. In the Stryker Rejuvenate and ABG II Multidistrict Litigation (MDL), Jason represents patients who experienced serious health complications as a result of a modular hip that was recalled from the market. Jason also serves as a member of the Plaintiff Steering Committee in the Stryker LFIT V40 MDL. During the Biomet M2a hip litigation, Jason was a member of the Plaintiffs' Science Committee where he reviewed technical documents and participated in depositions involving the design and development of the hip implant systems. In the Zimmer NexGen knee litigation, Jason serves as a member of the Plaintiffs' Steering Committee and has played an active role in the science and discovery phases of the litigation, as well as preparing cases for trial.

Jason's medical device litigation experience extends beyond orthopedic devices, including, representing clients injured by defibrillators and leads manufactured by St. Jude, Medtronic, and Guidant. In the Medtronic Sprint Fidelis litigation, Jason served as a member of the Claims Review Committee following a mass settlement involving Sprint Fidelis leads. He has also represented plaintiffs injured by various pharmaceutical drugs, including, Abilify, Invokana, Viagra, Avandia, Aredia/Zometa, testosterone replacement therapy drugs, and other medications.

Jason has participated in pro bono service during his career, including accepting cases in the District of Minnesota's Federal Pro Se Project which provides *pro se* plaintiffs with volunteer counsel to improve access to justice in the Federal Courts. Jason is also an active member of the American Association for Justice and the Minnesota Association for Justice. In 2016, the Minnesota Association for Justice recognized Jason as the "Member of the Year" for his contributions to the organization.

Since 2014, Jason has been selected as a Minnesota Rising Star of Law by Super Lawyers a distinction award given to only 2.5% of attorneys in the state. In addition, Jason has also been selected as a member of The National Trial Lawyers Top 100 Trial Lawyers and Top 40 Under 40. A graduate of the University of St. Thomas School of Law, he was recognized by the Minnesota Justice Foundation for his pro bono service while attending law school. Prior to law school, Jason attended Winona State University, earning his Bachelor of Science degree, magna cum laude, in Marketing.

Jason is admitted to the state courts of Minnesota and U.S. District Court for the District of Minnesota.

Andre S. LaBerge brings over twenty years of professional experience – as an attorney and as a business executive – in his advocacy for the rights of investors and consumers, providing counsel to several of the firm's practice areas. He has represented participants in Wells Fargo's securities lending program, investors with losses in Morgan Keegan open end bond funds, and the Office of Attorney General in the LCD antitrust litigation.

Andre has practiced law in Chicago and Minneapolis, and has represented clients at all court levels and in various regulatory forums. He has also served as Vice President, Chief Compliance Officer, General Counsel, and FINRA Registered Principal and Designated Supervisor in the financial services industry with companies that supervised and supported large numbers of securities brokers, financial planners, and insurance agents.

Andre is a graduate of DePaul University College of Law, where he was a Senior Editor for the Journal of Health and Hospital Law, and worked as a Mansfield Foundation Fellowship intern at Southern Minnesota Regional Legal Services. He is a member of the Minnesota State Bar Association and the Hennepin County Bar Association.

Michael J. Laird is an Associate at Zimmerman Reed focusing on the areas of sports law and consumer protection. He currently supports the firm's efforts in representing retired NHL & NFL players in separate lawsuits alleging that the chronic cumulative effects of concussions were minimized.

A magna cum laude graduate of the University of Minnesota Law School, Michael served as a member of the Journal of Law, Science & Technology, and a member of the American Bar Association Moot Court team. While in law school, Michael also started a medical-legal partnership with the Phillips Neighborhood Clinic to identify and resolve legal issues affecting patient care and well-being in under-served communities, as a member of the Community Practice and Policy Development Clinic.

While in law school, Michael externed for the Honorable Jeffrey J. Keyes of the United States District Court for the District of Minnesota. He also was a law clerk for both the Bad River Band of Chippewa Indians Natural Resources Department and the Minnesota Pollution Control Agency. Michael is licensed to practice law in Minnesota.

Alyssa J. Leary focuses her practice on environmental and consumer protection law. In environmental protection, Alyssa represents corn farmers and exporters in the Syngenta litigation who suffered economic harm from the release of Syngenta's unapproved, genetically modified corn strain. She also represents farmers whose crops have been damaged by off-target drift from dicamba herbicides in litigation against Monsanto. In consumer protection, Alyssa is part of the team representing consumers alleging Pacquiao and his promoters kept his shoulder injury secret prior to the highly publicized Pacquiao-Mayweather Pay-Per-View fight.

Alyssa graduated magna cum laude and Order of the Coif from Tulane University Law School and holds a Certificate in Environmental Law. While at Tulane, she worked as an editor for the Tulane Law Review, and studied economic and environmental issues in Brazil.

In addition to her law degree, Alyssa holds a Master of Science in Resource Conservation and a Certificate in Natural Resource Conflict Resolution from the University of Montana. She obtained a Bachelor of Science degree in Biology/Natural Science from the University of Puget Sound.

Prior to joining Zimmerman Reed, Alyssa worked as a renewable energy and construction law attorney and interned at the U.S. Attorney's Office for the Eastern District of Louisiana, the U.S. Marshals Service Office of General Counsel in Washington D.C., and also for the Cottonwood Environmental Law Center in Bozeman, Montana. She serves on the ReGenerateMN Steering Committee for the Minnesota Center for Environmental Advocacy. Alyssa is licensed to practice law in Minnesota and Texas.

Daniel T. Lindquist is an associate at Zimmerman Reed, with his practice concentrating in the firm's Public & Attorney General practice and complex and mass tort litigation practice group. He is a member of the consumer fraud litigation team representing the State of New Mexico in the Visa/MasterCard Interchange litigation, conducted case investigation in representing schools and athletic facilities in the FieldTurf litigation, is part of the drug and device team, preparing discovery, briefs, and deposition preparation, and currently is part of the firm's opioid litigation team.

Daniel received his law degree from the University of Michigan Law School, where he served as a lead Article Editor of the Michigan Business & Entrepreneurial Law Review and participated in the Henry M Campbell Moot Court. He earned his Bachelor of Arts in Economics from Wheaton College. He served as a judicial extern to the Honorable Jeffrey J. Keyes of the United States District Court for the District of Minnesota. He is admitted to practice law in Illinois, Minnesota, and Missouri.

Prior to joining Zimmerman Reed, Daniel worked at a Chicago law firm on cases involving antitrust violations, corporate law, employment, law, regulatory compliance and securities

fraud related to auction rate securities and mortgage backed securities. Daniel's extensive experience in e-discovery includes the following subject matters: Antitrust review in proposed hospital system merger; corporate law regarding alleged breach of fiduciary duties; Employment law in age discrimination and wrongful termination lawsuits; EPA/DEC environmental regarding superfund site; regulatory compliance regarding FCPA investigation; regulatory compliance regarding pseudoephedrine sales; securities fraud allegations regarding auction rate securities and mortgage-backed securities; and securities law claims regarding private-label, residential mortgage-backed securities.

Caleb LH Marker is a partner at Zimmerman Reed, working out of the firm's Los Angeles office. Caleb has dedicated a significant portion of his practice to consumer protection and employment cases, including consumers, misclassified employees, mortgage borrowers, student loan borrowers, and senior citizens.

Caleb is a creative litigator who has been a leader in the consumer protection area and has been actively involved as class counsel in cases that have provided meaningful recoveries, through trial or settlement. He has first-chair trial experience in court and arbitration, having tried several cases to verdict and award. In 2016, he tried the first merits arbitration in the United States that alleged that a "gig economy" worker was an employee as opposed to an independent contractor and has continued to try and advance such cases in arbitration and courtrooms. He has briefed and argued appeals in California, Michigan, and the Ninth Circuit.

Caleb is currently part of the ZR team representing the State of Indiana in its investigation into pharmaceutical manufacturers, drug distributors, and pharmacies for their roles in the ongoing opioid crisis. Caleb also represents tobacco consumers as a member of the plaintiffs' steering committee for *In Re: Santa Fe Natural Tobacco Company Marketing and Sales Practices Litigation* (MDL 2695) currently pending in the U.S. District Court for the District of New Mexico. The Santa Fe MDL was recently the subject of an in-depth article published by Bloomberg Businessweek in an article entitled "Nature's Cancer Sticks: American Spirits Long, Strange Trip to Court."

In recent years, Caleb's successes include leading a class action against the City of Los Angeles and Xerox that drew widespread media attention, winning a trial that now requires the City to end its decades-long outsourcing of the City's parking violations bureau in a case that will help over a hundred thousand motorists in Los Angeles in the next few years. Caleb later defended the trial court's verdict on appeal, resulting in a unanimous opinion fully affirming the trial court's verdict and award under the private attorney general doctrine. *Weiss v. City of Los Angeles*, 2 Cal. App. 5th 194 (August 8, 2016).

Caleb has been a driving force in a number of class actions that have resulted in eight-figure settlements, including actions that have involved misclassified employees, homeowners that have fallen victim to force-place insurance practices, patients at understaffed nursing homes, consumers of dangerous gas absorption refrigerators, and student loan borrowers who were overcharged for interest.

Caleb serves on the Los Angeles County Bar's Litigation Executive Committee and Access to Justice Committee, the latter of which aims to maximize the delivery of legal services to the

poor and encourage attorneys to provide free legal services to those in need. Several of his successes have been recognized as a "Top Settlement & Verdict" by the Los Angeles Daily Journal and Michigan Lawyers Weekly. He has been interviewed by numerous media outlets, including NBC, Fox Business, NPR, *The Wall Street Journal*, AP, the *Los Angeles Times*, *LA Weekly*, and Law360. He has also been recognized as a Rising Star of Law in Southern California by Super Lawyers from 2015-2018, after a peer-nomination and review process awarded to less than 2.5% of attorneys under 40.

A native of Michigan, Caleb graduated from Michigan State University's James Madison College and College of Law. He is a member of the Los Angeles County Bar Association (LACBA), Duke Law's Bolch Judicial Institute and Electronic Discovery Reference Model (EDRM), the Federal Bar Association (FBA), the American Association for Justice (AAJ), Consumer Attorneys Association of Los Angeles (CAALA), and Consumer Attorneys of California (CAOC).

Bryce D. Riddle concentrates his practice on complex litigation and commercial class actions in the areas of Sports Law, Data Breach, and Consumer Protection. Currently, Bryce works on the team representing retired NHL players alleging the National Hockey League failed to minimize concussion risks for its players for decades. In data breach litigation, he represents financial institutions in cases against The Home Depot and Wendy's to recover losses arising from breaches that compromised customer financial information. Bryce also works on the Vizio consumer privacy litigation asserting violations of state and federal law for the unauthorized collection and sale of customers' private and personal data.

Bryce graduated cum laude from the University of Minnesota Law School in 2014, where he was a member of the Minnesota Journal of International Law and a Dean's Scholarship recipient. While in law school, he participated in the Student Exchange Program in Milan, Italy at Bocconi University School of Law and also externed for the Honorable David S. Doty of the United States District Court for the District of Minnesota. He subsequently served as a judicial law clerk for the Honorable Elizabeth V. Cutter and the Honorable Bridget A. Sullivan in Minnesota's Fourth Judicial District. Bryce is licensed to practice law in Minnesota and California state courts, as well as federal court in the District of Minnesota.

Christopher P. Ridout is a partner working in the firm's Los Angeles, California office practicing in the areas of complex litigation including consumer protection, labor and employment, unfair business practices, false advertising, toxic tort, commercial and residential hazardous substance exposure.

Chris was appointed to serve on the Plaintiffs' Executive Committee in the iPhone Device Performance Litigation alleging that Apple released a software update that deliberately diminished the battery life of older devices forcing customers to spend hundreds of dollars on replacement batteries and new phones. He was appointed as co-interim lead counsel representing a class of consumers in a mislabeling lawsuit alleging that Celestial Seasonings tea products falsely claim to be "all natural" when they contain pesticide residue from the agricultural process. In consumer litigation, Chris represents classes of consumers and employees in connection with data breaches that have compromised personal, financial, medical, and employment information. He represents a class of GM diesel truck owners

alleging that the DMAX diesel engine design is defective causing a reduction in fuel efficiency by 25-30 percent. He served as class counsel reaching a \$52 million settlement on behalf of customers alleging the billing practices of the Los Angeles Department of Water contained excessive fees and inflated rates, and that the charges to customers exceeded the costs of provided water and power services. Chris obtained a \$36 million settlement representing RV owners in a class action lawsuit alleging that Norcold knew of a potentially dangerous RV refrigerator fire risk, but hid that information from the public. He also advocates on behalf of musicians and entertainers in Internet-related copyright and royalty disputes.

Over the last decade, Chris has been involved in the resolution of a series of class action lawsuits including a settlement of more than \$24 million on behalf of misclassified employees, an \$11.5 million settlement for Michigan students loan borrowers over an interest rate dispute, a \$9 million settlement claiming Naked Juice violated state and federal laws regarding the marketing and sale of its product, and a multi- million dollar award for residents of various nursing home facilities alleging widespread and intentional failure to provide sufficient care to the residents due to understaffing.

Chris attended Harvard University where he received his Bachelor of Arts Degree in 1986. While focusing on his major of American History, he was a member of the Harvard Varsity Football Team and played in the historic 100th Harvard-Yale match-up commonly referred to as "The Game." In his senior year, Chris was awarded the "William Payne LeCroix Memorial Award" given to that team member exhibiting the most loyalty and dedication to the Harvard Varsity Football Team.

After graduating from the University of the Pacific McGeorge School of Law in 1989, he was admitted to the California Bar that same year. He has also been admitted to practice before the United States District Court for the Southern, Central, and Northern Districts of California; the United States District Court for the District of Colorado; the United States District Court for the District of Minnesota; the United States District Court for the Northern District of Ohio; and the United States Court of Appeals for the Ninth Circuit.

Hart L. Robinovitch is a partner with Zimmerman Reed, working in the firm's Scottsdale, Arizona office. Hart focuses his practice in the areas of consumer and shareholder actions, and sports law.

Hart currently represents corn farmers and DDGS exporters in the Syngenta Viptera Litigation who have experienced the effects of China's ban of U.S. corn and corn-derived products, suffering lower prices, decreased sales and other losses as the prices of U.S. corn has decreased. He is a member of the lead counsel team representing retired NHL players alleging the National Hockey League minimized the chronic cumulative effects of concussion risks from its players for decades. Hart also represents clients in a class action lawsuit on behalf of RV owners alleging that Norcold knew of a potentially dangerous RV refrigerator fire risk, but hid that information from the public.

Hart has been involved in numerous state and federal court lawsuits around the country challenging the misclassification of entertainers as independent contractors opposed to employees in the nightclub industry. He also represented consumers in other actions alleging

deceptive and unlawful business conduct towards customers including, but not limited to, false advertising practices, “bait and switch” tactics, altering contractual terms without valid consideration, and retailers’ requests and/or requirements that their customers provide personal identification information when they complete a transaction using their credit card, in violation of state and/or federal statutes. In addition, Hart represented residents of various skilled nursing facilities alleging pervasive and intentional failure to provide sufficient direct nursing care staffing resulting in harm to the residents.

For the past decade, Hart has represented clients in a series of class action lawsuits contesting mortgage lenders’ excessive billing and deposits practices for mortgage escrow accounts. Hart is now involved in numerous federal court lawsuits around the country alleging that mortgage banks and lenders have violated federal and state laws. These cases allege payment of kickbacks and/or illegal and unearned referral fees by the banks and lenders to mortgage brokers who refer mortgage clients who are then charged inflated interest rates on the mortgages. In addition, he represents consumers in other actions contesting the imposition of overcharges and improper fees or other contractual violations in various mortgage transactions. He has worked with co-counsel in state and federal courts across the country.

A native of Canada, Hart earned his degree from the University of Toronto Law School in 1992 where he served as an Associate Editor on the University of Toronto Faculty of Law Review. He received his Bachelor of Science degree in 1989 from the University of Wisconsin-Madison.

Hart is admitted to practice before, and is a member in good standing of, the Bars of the States of Arizona and Minnesota and the United States District Court for the Districts of Arizona, Minnesota, and the Eastern District of Michigan. Hart is also licensed to practice law before the United States Courts of Appeals for the Sixth, Eighth, Ninth, and Eleventh Circuits, and the United States Supreme Court. Hart’s memberships include the National Association of Consumer Advocates and Canadian American Bar Association.

J. Gordon Rudd, Jr. is a managing partner at Zimmerman Reed, representing clients in the areas of mass tort, consumer protection, and employment law. Gordon has been appointed class counsel in cases venued in both state and federal courts across the country.

Gordon was recently part of the team that achieved a \$50 million settlement in the complicated court fight over publicity rights for retired NFL players. In a separate lawsuit, he represents hundreds of retired NFL players suffering from concussive head injuries that occurred while playing in the league. Gordon also represented thousands of individuals injured by the largest release of anhydrous ammonia in U.S. history. Two of those individuals were awarded \$1.2 million by a jury. Eventually, these trials led to a settlement on behalf of other residents of Minot, North Dakota injured by the derailment. Currently, he is representing hundreds of homeowners whose properties have been exposed to a toxic chemical vapor called trichloroethylene (TCE).

In Mass Tort litigation, Gordon leads several cases, including representing clients who experienced uncontrollable urges to gamble while taking top-selling prescription drug Abilify, representing nursing home residents sickened by a Hepatitis C outbreak (the second-largest outbreak of the disease in U.S History), men who have suffered cardiovascular injuries

following their use of testosterone therapy supplements, and clients who experienced severe bleeding problems while taking Xarelto.

Gordon is also working on a number of multi-district litigation cases. Gordon is a member of the lead counsel team representing banks and other financial institutions seeking recovery of losses from the 2013 Target data breach. He also holds leadership positions on several Plaintiffs' Steering Committees including *In re H&R Block IRS Form 8863 Litigation*, MDL 2474, *In re Life Time Fitness, Inc., Telephone Consumer Protection Act (TCPA) Litigation*, MDL 2564, *In re FedEx Ground Package System, Inc.*, MDL 1700, and *In re Building Materials Corp. of America Asphalt Roofing Shingle Products Liability Litigation*, MDL 2283.

Gordon graduated from Connecticut College, where he received a Bachelor of Arts degree in English Literature & Government. He received his law degree from the University of Cincinnati College of Law. Gordon is licensed to practice before, and is a member in good standing of, the Bar of the State of Minnesota and the United States District Court for the District of Minnesota. Gordon is admitted to the United States Court of Appeals for the Eighth Circuit. He has been admitted to appear pro hac vice in cases pending in the states of California, Oregon, Arizona, New Mexico, Texas, North Dakota, Ohio, Florida, Georgia, Tennessee, and Michigan. Since 2006, Gordon has been selected as a Super Lawyer by his peers in Minnesota.

Behdad C. Sadeghi focuses his practice on complex litigation involving consumer protection, securities fraud, and financial fraud in state and federal courts around the country.

Behdad worked on the team representing investors who sustained losses as a result of alleged federal securities law violations by Morgan Keegan and its affiliates that achieved a \$125 million settlement. He also represented a class of financial institutions who suffered losses resulting from a major data breach in a class action against the Target Corporation that resulted in a \$39 million dollar settlement. In consumer litigation, he successfully achieved a multi-million dollar wrongful death settlement against a major automobile manufacturer, and a settlement on behalf of a group of elderly victims of one of the largest hepatitis C outbreaks in the nation's history. He also represents a putative class of consumers alleging violations of the Telephone Consumer Protection Act by Papa Murphy's and SuperAmerica.

Behdad graduated *magna cum laude* from William Mitchell College of Law, where he was a member of the William Mitchell Journal of Law and Practice and the Niagara International Moot Court Team; he also participated in the school's Civil Advocacy Clinic. His academic honors include a CALI Excellence for the Future Award, four Dean's List honors, and a Burton Award Nomination for Excellence in Legal Writing. Behdad is licensed to practice law in Minnesota.

Charles R. Toomajian, III is an associate at Zimmerman Reed concentrating his practice in the consumer protection area and representing individuals injured by defective drugs or faulty medical devices. In the consumer protection context, Chuck represents public entities seeking recovery and finding solutions for the rampant harm caused nation-wide by the opioid crisis. He has also successfully represented individuals with claims under the TCPA. In the medical arena, he represents patients who took Abilify and experienced financial devastation as a result of compulsive gambling associated with the top-selling drug and patients who experienced

severe injuries after taking the diabetes drug, Invokana. He also supports the firm's efforts in helping patients and families affected by the Stryker LFIT V40, involving recalled femoral heads that have been associated with hip replacement failure. Prior to joining Zimmerman Reed, Chuck worked at a multi-state trial and litigation firm advocating for injured clients.

A magna cum laude graduate from the University of Minnesota Law School, Chuck was a symposium editor for *Law and Inequality: A Journal of Theory and Practice*. He was a three-year consecutive Dean's List recipient and received the First Amendment law Book Award, a prestigious award for having the highest score in the class. He externed for the Honorable Mark Wernick of the Hennepin County District Court where he prepared and drafted memoranda and conducted legal research. He holds a Bachelor of Arts in English from Williams College. Chuck is licensed to practice before, and is a member in good standing of, the Bar of the State of Minnesota, the Bar of the State of California, and is admitted to the U.S. District Court for the Central District of California.

Charles S. Zimmerman, founding partner of Zimmerman Reed, is a nationally recognized leader in complex and class action litigation. He frequently speaks at industry conferences and CLEs, and is the author of a newly published book on complex litigation. During more than 30 years of practice, Bucky has successfully represented thousands of clients through individual actions and nationwide class actions. His cases have involved the tobacco industry, pharmaceutical companies, and shareholder suits. Bucky has served as lead counsel, PSC member and liaison counsel in numerous major pharmaceutical and medical device cases over the last 15 years. He currently serves on the Plaintiffs' Executive Committee for the Dicamba Herbicides Litigation, Lead Counsel Committee for the Stryker Hip Litigation, was appointed to the Plaintiffs' Steering Committee in the NFL Players' Concussion Injury Litigation, and is Lead Counsel representing banks in the Target Data Breach case. He has also served as Co-Lead Plaintiffs' Counsel in the Baycol, Guidant, Levaquin, Medtronic, Zicam, NFL Retired Players Publicity Rights, and National Arbitration Forum MDLs. Through his leadership in these and other groundbreaking cases, Bucky continues to advance the interests of his clients and the legal profession.

In addition to his case work, Bucky continues to lecture on complex litigation and working with the media in high profile cases for a variety of organizations including the Minnesota State Bar Association, Minnesota Continuing Legal Education, the University of Minnesota Law School, William Mitchell College of Law, the Minnesota Association for Justice, and Mealey's Publications. He is also an adjunct professor of law teaching Mass Torts at the University of Minnesota Law School. In 2006, Bucky authored "Pharmaceutical and Medical Device Litigation," a mass tort manual published by Thompson/West.

He has been recognized by his peers in Minnesota as a Super Lawyer from 2000 - 2007, 2011-2017. He was also selected as the 2013 & 2014 Minneapolis Mass Tort Litigation / Class Actions - Plaintiffs Lawyer of the Year by The Best Lawyers in America.

Bucky is a graduate of the University of Minnesota Law School. He also received his undergraduate degree from the University of Minnesota and was a three letter winner, Williams Scholar, and captain of the varsity U of M tennis team his junior and senior years. Bucky is a member of the United States Professional Tennis Association obtaining national

ranking, and has won gold and silver medals at the world Maccabiah and Pan American Maccabiah games.

Bucky is licensed to practice law in the States of Minnesota and Arizona, and is admitted to the United States District Court for the District of Minnesota, District of Colorado, and District of North Dakota, and the United States Supreme Court. He is also admitted to the Third, Fifth, Sixth, and Eighth United States Circuit Courts of Appeals.

Bucky served as co-chairman of the Advisory Committee for Mealey's Propulsid Litigation Conference and he chaired the faculty of a Minnesota Institute for Legal Education seminar, "Dealing with Complex Litigation." Bucky has also lectured and served as a member of the faculty at Mealey's "Norplant Conference," Mealey's "Breast Implant Conferences," Andrew's Publications' "Medical Devices Litigation Conference," as well as numerous conferences on the subject of Tobacco Litigation and "Youth and Addiction." Additionally, he was a guest lecturer on the subject of Complex Litigation at the University of Minnesota School of Law in conjunction with course work prepared by Professor Robert J. Levy, and the William Mitchell College of Law in conjunction with course work prepared by the Honorable Thomas Carey.

Bucky's memberships include the Minnesota Association for Justice, American Association for Justice, the Federal Bar, the Minnesota State Bar Association, the Hennepin County Bar Association, and the Bar Associations of the Fifth and Eighth Federal District Courts.

CASE RESUME: RECENT LEADERSHIP POSITIONS

Consumer Litigation

- *Adams v. Target Corporation*, United States District Court, Central District of California
- *Chapman v. Sport Chalet*, Superior Court of Los Angeles County, State of California
- *Chavez v. Wal-Mart Stores Inc.*, United States District Court, Central District of California
- *City of Wyoming, et al. v. Procter & Gamble Company, et al.*, United States District Court, District of Minnesota
- *Coyle v. Flowers Food and Holsum Bakery*, District of Arizona
- *Dearmon, et al. v. Mercury Finance Company*, Fourth Judicial District Court, State of Minnesota
- *DeGrise, et al. v. Ensign Group, Inc., et al.*, Superior Court of Sonoma County, State of California
- *DeLillo, et al. v. NCS Pearson, et al.*, United States District Court, District of Minnesota
- *Diamond, et al. v. AVCO Auto Finance, et al.*, Superior Court of California, Monterey County
- *Drobnak, et al. v. Andersen Windows, Inc.*, United States District Court, District of Minnesota
- *Esparza v. Coach, Inc., et al.*, United States District Court, Central District of California
- *First Choice Fed. Credit Union v. The Wendy's Co.*, United States District Court, Western District of Pennsylvania
- *Fischl, et al. v. Direct Merchants Bank*, Fourth Judicial District, State of Minnesota
- *Garcia, et al. v. Metro Gang Strike Force*, United States District Court, District of Minnesota
- *Grant, et al. v. Regions Mortgage Co. f/k/a First Commercial Mortgage Co.*, Superior Court of California, Ventura County
- *Gutter, et al. v. Bank One Louisiana*, Orleans Parish Civil District, State of Louisiana
- *In re Apple iPhone "MMS" Sales Practices Litigation*, MDL 2116 (Member of the Plaintiffs' Steering Committee)
- *In re Apple Inc. Device Performance Litigation*, MDL 2827 (Member of the Plaintiffs' Executive Committee)
- *In re Arby's Restaurant Group, Inc., Data Security Litig.*, United States District Court, Northern District of Georgia (Co-Lead Counsel)
- *In re Building Materials Corp. of America Asphalt Roofing Shingle Products Liability Litigation*, MDL 2283 (Member of the Plaintiffs' Steering Committee)
- *In re Castano Tobacco Litigation*, United States District Court for the Eastern District of Louisiana
- *In re CenturyLink Residential Customer Billing Disputes Litigation*, MDL 2795, United States District Court, District of Minnesota (Co-Lead and Liaison Counsel)
- *In re CIGNA Corporation PBM Litigation*, United States District Court, District of Connecticut
- *In re Dockers Roundtrip Airfare Promotion Sales Practices Litigation*, United States District Court, Central District of California
- *In re Dry Max Pampers Litigation*, United States District Court, Southern District of Ohio
- *In re Equifax, Inc. Customer Data Security Breach Litigation*, MDL No. 2800
- *In re H&R Block IRS Form 8863 Litigation*, MDL 2474, United States District Court, Western District of Missouri

- *In re Humana, Inc. PBM Litigation*, United States District Court, Western District of Kentucky
- *In re Life Time Fitness, Inc., Telephone Consumer Protection Act (TCPA) Litigation*, MDL 2564
- *In re McCormick & Company, Inc. Pepper Products Marketing and Sales Practice Litigation*, MDL 2665
- *In re Medco Health Solutions, Inc., Pharmacy Benefits Management Litigation*, MDL 1508 (Lead Counsel)
- *In re National Arbitration Forum Trade Practices Litigation*, MDL 2122
- *In re Target Corporation Customer Data Security Breach Litigation*, MDL 2522, United States District Court, District of Minnesota
- *In re UnitedHealth Group PBM Litigation*, United States District Court, District of Minnesota
- *In re Uponor, Inc., F1807 Plumbing Fittings Products Liability Litigation*, MDL 2247 (Member of the Plaintiffs' Steering Committee)
- *In re Zurn Pex Plumbing Products Liability Litigation*, MDL 1958 (Liason Counsel)
- *Kurvers, et al. v. National Computer Systems, Inc.*, Fourth Judicial District Court, State of Minnesota
- *Lennartson v. Papa Murphy's Holdings, Inc., et al.*, United States District Court, Western District of Washington
- *McDonald, et al. v. Eli Lilly & Company*, United States District Court, District of Minnesota
- *Mehrens v. Redbox Corp.*, Superior Court of Los Angeles County, State of California
- *Mills, et al., v. Roto-Rooter Services Company*, Fourth Judicial District Court of Hennepin County, State of Minnesota
- *Monteuil v. Ensign Group, Inc., et al.*, Superior Court of Los Angeles County, State of California
- *Minnerath, et al. v Zurn Pex Inc.*, United States District Court, District of Minnesota
- *O'Hara, et al. v. Marvin Lumber, et al.*, Fourth Judicial Court, State of Minnesota
- *Pistilli, et al. v. Life Time Fitness*, Fourth Judicial District, State of Minnesota
- *Rapp v. Green Tree Servicing, LLC et al.*, United States District Court, District of Minnesota
- *Rubinstein v. Michaels*, Superior Court of Los Angeles County, State of California
- *Russo, et al. v. NCS Pearson, Inc., et al.*, United States District Court, District of Minnesota
- *Sara Lee Meat Contamination Litigation, Cress v. Sara Lee*, Circuit Court of Cook County, State of Illinois, Court File No. 98 L 15072
- *Scott v. American Tobacco Co., Inc., et al.*, Court File No.: 96-8461, Civil District Court for the Parish of New Orleans, Louisiana
- *Soular v. Northern Tier Energy, LP, et al.*, United States District Court, District of Minnesota
- *U.S. Hotel and Resort Management, Inc. et al. v. Onity Inc.*, United States District Court, District of Minnesota
- *Vikram Bhatia, D.D.S. v. 3M Company* (D. Minn.)
- *Wallace, et al. v. ConAgra Foods Inc. d/b/a Hebrew National*, United States District Court, District of Minnesota
- *Wick v. Twilio, Inc.*, United States District Court, Western District of Washington
- *Wright, et al. v. Malt-O-Meal Company*, Fourth Judicial District, State of Minnesota

Defective Drugs and Devices

- *Guttormson et al. v. Manor Care of Minot ND, LLC et al.*, United States District Court, District of North Dakota
- *In re Avandia Pharmaceutical Litigation*
- *In re Baycol Products Litigation*, MDL 1431 (Co-Lead Counsel)
- *In re Biomet M2A Magnum Hip Implant Products Liability Litigation*, MDL 2391 (Member of the Plaintiffs' Steering Committee)
- *In re Breast Implant Litigation*, MDL 926 (Member of the Plaintiffs' Steering Committee)
- *In re Celebrex and Bextra Products Liability Litigation*, MDL 1694 (Member of the Plaintiffs' Steering Committee)
- *In re Darvocet, Darvon And Propoxyphene Products Liability Litigation*, MDL 2226
- *In re DePuy Orthopaedics, Inc., ASR Hip Implant Products Liability Litigation*, MDL 2197
- *In re Diet Drugs Products Liability Litigation (Phentermine / Fenfluramine / Dexfenfluramine)*, MDL 1203 (Member of the Plaintiffs' Steering Committee)
- *In re Digitek Products Liability Litigation*, MDL 1968 (Member of the Plaintiffs' Steering Committee)
- *In re Ephedra Products Liability Litigation*, MDL 1598
- *In re Guidant Implantable Defibrillators Products Liability Litigation*, MDL 1708 (Co-Lead Counsel)
- *In re Intergel Products Litigation*, Carver County, Minnesota
- *In re Levaquin Products Liability Litigation*, MDL 1943 (Lead Counsel)
- *In re Meridia Products Liability Litigation*, MDL 1481 (Member of the Plaintiffs' Steering Committee)
- *In re Medtronic Implantable Defibrillators Products Liability Litigation*, MDL 1726 (Co-Lead Counsel)
- *In re Medtronic, Inc., Sprint Fidelis Leads Products Liability Litigation* (Co-Lead Counsel)
- *In re Neurontin "Off-Label" Marketing Litigation*, MDL 1629 (Member of the Plaintiffs' Steering Committee)
- *In re Orthopedic Bone Screw Litigation*, MDL 1014 (Member of the Plaintiffs' Steering Committee)
- *In re Phenylpropanolamine (PPA) Products Liability Litigation*, MDL 1407
- *In re Propulsid Products Liability Litigation*, MDL 1355 (Member of the Plaintiffs' Steering Committee)
- *In re Rezulin Products Liability Litigation*, MDL 1348 (Member of the Plaintiffs' Steering Committee)
- *In re Serzone Products Liability Litigation*, MDL 1477 (Member of the Plaintiffs' Steering Committee)
- *In re St. Jude Silzone Heart Valves Product Liability Litigation*, MDL 1396 (Liason Counsel)
- *In re Stryker Rejuvenate and ABG II Hip Implant Products Liability Litigation*, MDL 2441 (Lead Counsel Committee)
- *In re Sulzer Inter-Op Orthopedic Hip Implant Litigation*, MDL 1401 (Member of the Plaintiffs' Steering Committee)
- *In re Teletronics Pacemaker Litigation*, MDL 1057 (Member of the Plaintiffs' Steering Committee)

- *In re Viagra Products Liability Litigation*, MDL 1724 (Lead Counsel)
- *In re Vioxx Products Liability Litigation*, MDL 1657 (Member of the Plaintiffs' Steering Committee)
- *In re Zicam Cold Remedy Product Liability Litigation*, MDL 2096 (Lead Counsel)
- *In re Zimmer NexGen Knee Implant Products Liability Litigation*, MDL 2272 (Member of the Plaintiffs' Steering Committee)

Securities, Investment Fraud, Corporate Governance and Antitrust

- *Adedipe, et al. v. U.S. Bank, Nat'l Ass'n, et al.*, United States District Court, District of Minnesota (Co-Lead Counsel)
- *Al Plus, Inc. and IOC Distribution, Inc. v. Petters Group Worldwide, et al.*, United States District Court, District of Minnesota
- *Alessi v. Medicis Pharmaceutical Corp., et al.*, Superior Court of Maricopa County, State of Arizona
- *Apotheker v. Insight Enterprises, Inc., et al.*, Superior Court of Maricopa County, State of Arizona
- *Bamboo Partners v. Apollo Group, Inc., et al.*, United States District Court, District of Arizona
- *Barnett v. Apollo Group, Inc., et al.*, Superior Court of Maricopa County, State of Arizona
- *City of Ann Arbor Employees' Retirement System v. MoneyGram International, Inc.*, United States District Court, District of Minnesota
- *City of Farmington Hills Employees Retirement System v. Wells Fargo Bank, N.A.*, United States District Court, District of Minnesota
- *City of Tallahassee Pension Plan v. Insight Enterprises, Inc., et al.*, Superior Court of Maricopa County, State of Arizona
- *Dillen v. Insight Enterprises, Inc., et al.*, United States District Court, District of Arizona
- *Fry v. Fry*, Fourth Judicial District, State of Minnesota
- *Gaither v. Computer Network Technology Corporation, et al.*, Fourth Judicial District, State of Minnesota
- *Garg v. Virtual Radiologic Corporation, et al.*, Fourth Judicial District, State of Minnesota
- *Haritos, et al. v. American Express Financial Advisors*, U.S. District Court, District of Arizona
- *Hazuka v. Hypercom Corporation, et al.*, United States District Court, District of Arizona
- *In re ATS Medical, Inc. Shareholders Litigation*, Fourth Judicial District, State of Minnesota
- *In re Blue Cross Blue Shield Antitrust Litigation*, MDL 2406
- *In re Boston Scientific Corporation Securities Litigation*, U.S. District Court, District of Massachusetts
- *In re Ditropan XL Antitrust Litigation*, United States District Court, Northern District of California
- *In re Domestic Drywall Antitrust Litigation*, MDL 2437
- *In re E.W. Blanch Holdings Securities Litigation*, United States District Court, District of Minnesota
- *In re LCD Antitrust Litigation*, United States District Court, Northern District of California
- *In re Lipitor Antitrust Litigation*, MDL 2332

- *In re Medtronic, Inc. Derivative Litigation*, United States District Court, District of Minnesota
- *In re Medtronic, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, United States District Court, Southern District of New York
- *In re Pemstar, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Pool Products Distribution Market Antitrust Litigation*, MDL 2328
- *In re Region Morgan Keegan Securities, Derivative and ERISA Litigation [In re Regions Morgan Keegan Open-End Mutual Fund Litigation]*, United States District Court, Western District of Tennessee
- *In re Region Morgan Keegan Securities, Derivative and ERISA Litigation [Landers v. Morgan Asset Management]*, United States District Court, Western District of Tennessee
- *In re St. Jude Medical, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Stellent, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Stratasys Ltd. Shareholder Securities Litigation*, United States District Court, District of Minnesota
- *In re Suboxone Antitrust Litigation*, MDL 2445
- *In re SuperValu, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Target Corporation Securities Litigation*, United States District Court, District of Minnesota
- *In re Taser International Securities Litigation*, United States District Court, District of Arizona
- *In re The St. Paul Companies, Inc., et al.*, United States District Court, District of Minnesota
- *In re Tricor Indirect Purchaser Antitrust Litigation*, United States District Court, District of Delaware
- *In re Vitamins Antitrust Litigation*, United States District Court, District of District of Columbia
- *In re Xcel Energy, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *In re Zomax, Inc. Securities Litigation*, United States District Court, District of Minnesota
- *Klosek, et al. v. Ameriprise Financial, Inc., et al.*, United States District Court, District of Minnesota
- *Krause v. UnitedHealth Group, Inc., et al.*, United States District Court, District of Minnesota
- *Langdale v. Mobility Electronics, Inc., et al.*, United States District Court, District of Arizona
- *Langley v. Syntax-Brilliant Corp., et al.*, United States District Court, District of Arizona
- *Liu v. JDA Software Group, et al.*, Superior Court of Maricopa County, State of Arizona
- *Mars Hill Media v. Petters Group Worldwide, et al.*, United States District Court, District of Minnesota
- *Mok v. Rucker, et al.*, United States District Court, District of Minnesota
- *MoneyGram Payment Systems, Inc. v. Citigroup, Inc., et al.*, Fourth Judicial District, State of Minnesota

- *MoneyGram Payment Systems, Inc. v. Deutsche Bank AG, et al.*, Fourth Judicial District, State of Minnesota
- *New Orleans Employees' Retirement System v. UBS, AG, et al.*, United States District Court, Southern District of New York
- *Reinhardt v. Syntax-Brilliant Corp., et al.*, Superior Court of Maricopa County, State of Arizona
- *Rensch v. Northern Oil & Gas, Inc., et al.*, United States District Court, District of Minnesota
- *Rupp, et al. v. Thompson et al. (Minnesota Corn Processors)*, Fifth Judicial District Court, State of Minnesota
- *Schmidt, et al. v. eFunds Corporation, et al.*, Superior Court of Arizona, Maricopa County
- *Scull v. Compellent Technologies, Inc., et al.*, United States District Court, District of Minnesota
- *St. Barnabas Hospital, Inc., et al. v. Ovation Pharmaceuticals, et al.*, United States District Court, District of Minnesota
- *State of New Mexico v. Visa, Inc., et al.*, First Judicial District, State of New Mexico
- *Stevenson v. ev3 Inc., et al.*, Fourth Judicial District, State of Minnesota
- *Surooj v. Polaris Industries, Inc.*, United States District Court, District of Minnesota
- *Tran v. Joly, et al.*, United States District Court, District of Minnesota
- *West, Jr. v. American International Group, Inc., et al.*, United States District Court, Southern District of New York
- *Yurman v. Plato Learning, Inc., et al.*, United States District Court, District of Minnesota
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Sports Law

- *Dryer v. National Football League*, United States District Court, District of Minnesota (Lead Counsel)
- *In re National Collegiate Athletic Association Student-Athlete Concussion Litigation*, MDL 2492 (Member of the Executive Committee)
- *In re National Hockey League Players' Concussion Injury Litigation*, MDL 2551 (Co-Lead Counsel)
- *In re National Football League Players' Concussion Injury Litigation*, MDL 2323 (Member of the Plaintiffs' Steering Committee)

Employment Violations – Wage and Hour Litigation

- *Bernstein, et al. v. M.G. Waldbaum, Inc., et al.*, United States District Court, District of Minnesota
- *Christman, et al. v. FPMI Solutions, Inc.*, United States District Court, Northern District of California
- *Daud, et al. v. Gold'n Plump Poultry, Inc.*, United States District Court, District of Minnesota
- *DeKeyser, et al. v. ThyssenKrupp Waupaca, Inc.*, United States District Court, Eastern District of Wisconsin
- *Doe v. Cin-Lan, Inc., et al.*, United States District Court, Eastern District of Michigan
- *Doe I, et al. v. R&B Muskegon, Inc., et al.*, United States District Court, Western District of Michigan

- *Fluegel, et al. v. FedEx Ground Package System, Inc.*, United States District Court, Northern District of Illinois
- *Ford, et al. v. Townsends, Inc.*, United States District Court, Eastern District of Arkansas
- *Frank, et al. v. Gold'n Plump Poultry, Inc.*, United States District Court, District of Minnesota
- *Garner, et al. v. Butterball, LLC*, United States District Court, Eastern District of Arkansas
- *Grabman, et al. v. Brakebush Brothers, Inc.*, United States District Court, Eastern District of Wisconsin
- *Griffin, et al. v. FedEx Corporation, et al.*, United States District Court, Northern District of Illinois Eastern Division
- *Helmert, et al. v. Butterball, LLC*, United States District Court, Eastern District of Arkansas
- *Hudson, et al. v. Butterball, LLC*, United States District Court, Western District of Missouri
- *In re Fedex Ground Package System, Inc.*, MDL 1700 (Member of the Plaintiffs' Steering Committee)
- *Larkin et al. v. CPI Corp, et al.*, United States District Court, Western District of Wisconsin
- *Milner, et al. v. Farmers Insurance Exchange*, United States District Court, District of Minnesota
- *Patterson, et al. v. 68-444 Perez, Inc., et al.*, United States District Court, Central District of California
- *Patzke, et al. v. American Express TRS Co., Inc.*, United States District Court, District of Arizona
- *Phelps, et al. v. Green Bay Dressed Beef, LLC*, United States District Court, Eastern District of Wisconsin
- *Robinson, et al. v. Novellus Systems, Inc.*, United States District Court, Northern District of California
- *Salazar, et al. v. Butterball, LLC*, United States District Court, District of Colorado
- *Trauth v. Spearmint Rhino Companies Worldwide, Inc., et al.*, United States District Court, Central District of California
- *Trauth v. Déjà vu Consulting, Inc., et al.*, Superior Court of Los Angeles County, State of California
- *Trejo et al. v. Townsends, Inc.*, United States District Court, Middle District of North Carolina
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Environmental and Toxic Torts

- *Adams, et al. v. DPC Enterprises, LP, et al.*, Jefferson County Circuit Court, State of Missouri
- *Cooksey v. Hawkins Chemical Company*, Hennepin County District Court File No. 95-3603
- *Cuff, et al. v. Brenntag North America, Inc., et al.*, United States District Court, Northern District of Georgia Atlanta Division
- *Ebert et al. v. General Mills, Inc.*, United States District Court, District of Minnesota
- *Fastrip, Inc., et al. v. CSX Corporation*, United States District Court, Western District of Kentucky
- *In re MTBE Water Contamination Litigation, MDL 1358*, United States District Court, Southern District of New York

- *In re Soo Line Railroad Company Derailment of January 18, 2002 in Minot, N.D.*, Hennepin County District Court File No. 06-1833
- *In re Welding Rods Products Liability Litigation*, MDL 1535, United States District Court, Northern District of Ohio
- *Martin, et al. v. BioLab, Inc., et al.*, United States District Court, Northern District of Georgia Atlanta Division
- *McGruder, et al. v. DPC Enterprises, LP, et al.*, Maricopa County Superior Court, State of Arizona
- *Mehl, et al. v. Canadian Pacific Railway, et al.*, United States District Court, District of North Dakota
- *Ponce, et al. v. Pima County, et al.*, Maricopa County Superior Court, State of Arizona
- *Sanders, et al. v. Norfolk Southern Corporation, et al.*, United States District Court, District of South Carolina
- *Weincke, et al. v. Metropolitan Airports Commission*, State of Minnesota, Hennepin County District Court (Class Counsel)

Homeowner Mortgage Litigation

- *Anderson, et al. v. The Money Store*, United States District Court, District of South Carolina
- *Boschee v. Burnet Title Company*, Fourth Judicial District, State of Minnesota
- *Edwards / White, et al. v. Long Beach Mortgage Company / Washington Mutual Bank F.A., et al.*, Fourth Judicial District Court, State of Minnesota
- *Gewecke v. U.S. Bank, et al.*, United States District Court, District of Minnesota
- *Glover v. Standard Federal Bank*, United States District Court, District of Minnesota
- *Grady v. Burnett Realty*, Fourth Judicial District, State of Minnesota
- *Henry, et al. v. Associate Home Equity Services*, United States Bankruptcy Court, Southern District of California
- *Holland v. Countrywide Home Loans*, Nassau County Supreme Court, State of New York
- *In re Mortgage Escrow Litigation*, MDL 899 (Lead Counsel)
- *Lang v. Town and Country Credit*, United States District Court, District of Minnesota
- *Larpenieur, et al. v. Burnet Realty, Inc., et al.*, Fourth Judicial District, State of Minnesota
- *Logan, et al. v. Norwest Mortgage Bank Minnesota, N.A.*, Fourth Judicial District Court, State of Minnesota
- *Lund v. Universal Title Company*, Fourth Judicial District, State of Minnesota
- *Nobles, et al. v. Countrywide Home Loans*, Alameda County Superior Court, State of California
- *Mahoney v. Fidelity National Title Company*, United States District Court, Central District of California
- *McBride v. Reliastar*, United States District Court, Northern District of Georgia
- *Mitchell, et al. v. Chicago Title Insurance Company*, Fourth Judicial District Court, State of Minnesota
- *Ricci, et al. v. Ameriquest Mortgage Company*, Fourth Judicial District, State of Minnesota
- *Schlink v. Edina Realty Title*, Fourth Judicial District, State of Minnesota
- *Schuetz v. Banc One*, United States District Court, District of Arizona
- *Stepan v. Edina Realty Title*, Fourth Judicial District Court, State of Minnesota

- *Taft v. Wells Fargo Bank N.A.*, Fourth Judicial District, State of Minnesota
- *Wilson v. Commercial Federal Mortgage Corp.*, United States District Court, Northern District of Alabama

EXHIBIT 13

Law Firm	Audited Non-PFS Hours	Audited Non-PFS Lodestar	Audited PFS Hours	Audited PFS Lodestar	Total Audited Hours	Total Audited Lodestar
Bassford Remele, P.A.	12,178.90	\$ 7,035,024.50	124.60	\$ 35,451.50	12,303.50	\$ 7,070,476.00
Daniel M. Homolka, P.A.	1,590.00	\$ 758,262.50	4,929.44	\$ 1,441,845.50	6,519.44	\$ 2,200,108.00
Gustafson Gluek PLLC	13,274.50	\$833,568.75	45.00	\$ 8,518.75	13,319.50	\$ 8,342,087.50
Kemp, Jones & Coulthard, LLP	880.50	\$ 328,237.50	872.30	\$ 168,255.00	1,752.80	\$ 496,492.50
Lockridge Grindal Nauen P.L.L.P.	8,626.50	\$ 4,097,335.75	150.85	\$ 35,764.50	8,777.35	\$4,133,100.25
Paul Byrd Law Firm, PLLC	970.15	\$ 499,757.50	5,190.53	\$ 846,382.75	6,160.68	\$ 1,346,140.25
Paul LLP	10,325.62	\$ 5,504,255.25	1,431.67	\$ 315,892.75	11,757.29	\$ 5,820,148.00
Reinhardt Wendorf & Blanchfield	328.90	\$ 167,112.00	16.40	\$ 5,043.00	345.30	\$ 172,155.00
Schwebel, Goetz & Sieben, P.A.	1,087.45	\$ 854,619.00	160.55	\$ 16,303.25	1,248.00	\$ 870,922.25
Wagstaff & Cartmell, LLP	2,926.40	\$ 1,242,292.50	4,673.10	\$ 1,072,255.00	7,599.50	\$ 2,314,547.50
Watts Guerra LLP	11,778.08	\$ 7,857,382.25	554.25	\$ 440,935.00	12,332.33	\$ 8,298,318.25
Zimmerman Reed LLP	92.25	\$ 43,890.85	1.70	\$ 467.50	93.95	\$ 44,358.25
Total	64,059.25	\$ 29,221,738.35	18,150.39	\$ 4,387,114.50	82,209.64	\$ 41,108,853.75

Law Firm	Total Audited Expenses
Bassford Remele, P.A.	\$ 1,035,426.62
Daniel M. Homolka, P.A.	\$ 2,772.41
Gustafson Gluek PLLC	\$ 1,208,370.33
Kemp, Jones & Coulthard, LLP	\$ 505,200.18
Lockridge Grindal Nauen P.L.L.P.	\$ 563,746.95
Paul Byrd Law Firm, PLLC	\$ 497,914.00
Paul LLP	\$ 631,253.53
Reinhardt Wendorf & Blanchfield	\$ 2,743.17
Schwebel, Goetz & Sieben, P.A.	\$ 985,438.08
Wagstaff & Cartmell, LLP	\$ 541,267.96
Zimmerman Reed LLP	\$ 1,706.47
Total	\$ 5,975,839.70

EXHIBIT 14

Total		
FIRM	Total Hours Submitted	Total Lodestar Submitted
Adams Rizzi	228.20	\$144,201.75
Adelman	241.50	\$60,375.00
Alejandro	47.00	\$9,400.00
Allen Wellman	98.75	\$34,562.50
Arndt Buswell	155.00	\$21,950.00
Awbrey Law	147.55	\$117,607.50
Barber Segatto	243.85	\$67,058.75
Barkan	596.75	\$86,740.80
Barrett Easterday	184.75	\$45,080.00
Barrett McNaghy	37.70	\$11,025.00
Bearman	11.55	\$2,482.50
Bernatz	20.58	\$2,778.30
BFW Law	14.80	\$4,810.00
Bird Jacobsen Stevens	534.93	\$190,794.50
Blakeman	55.50	\$7,612.50
Bloom	113.55	\$77,835.00
Borgess	72.00	\$28,057.50
Bose McKinney	1,945.00	\$638,039.50
Brand Morelock	140.70	\$35,175.00
Brennan Steil	25.80	\$6,450.00
Brett Dunn	457.95	\$135,303.00
Bridewell	0.90	\$135.00
Burns Cronauer	285.05	\$61,513.00
Caldwell	61.75	\$9,797.00
Call and Gentry	242.40	\$85,440.00
Carpenter Schumacher	75.75	\$34,087.50
Caughey Legner	635.90	\$123,266.25
Charles H Johnson	4,897.85	\$1,469,355.00
Clark and Clark	87.10	\$9,760.00
Clark Mason	58.55	\$38,057.50
Clendening Johnson	15.60	\$3,920.00
Cline Williams	34.40	\$9,210.50
Cohen Land	14.80	\$4,810.00
Cole Easley	195.80	\$68,617.50
Connors	443.50	\$97,418.50
Coots Henke	25.60	\$6,400.00
Coxwell	533.80	\$160,140.00
Cress	76.90	\$10,533.50
Critchfield	25.30	\$5,890.00
Cross Law	7,557.78	\$3,890,754.75
Culbertson Allen	58.70	\$11,726.40
Darling	42.00	\$10,500.00
Deane Twins	916.30	\$365,920.00
Delzer	339.00	\$161,862.50

Total		
FIRM	Total Hours Submitted	Total Lodestar Submitted
Denney Barrett	359.10	\$139,775.00
Denton Keuler	44.75	\$9,713.75
DeWald Deaver	7,203.55	\$851,178.75
Dillon	30.90	\$5,130.00
Doyle	622.10	\$153,940.00
Dumas Weist	148.20	\$37,050.00
Ellison	166.50	\$56,871.55
Endurance Law Group	11.20	\$4,368.00
Enyart	55.80	\$16,740.00
Eurek	140.55	\$27,503.00
Fafinski	176.70	\$44,440.00
Fearer Nye	69.40	\$17,350.00
Fenchel Doster	1,577.30	\$556,658.50
Ferrer Law	77.10	\$3,208.75
Fitzgerald	113.15	\$22,650.00
Forbes	227.10	\$100,835.00
Forde Law	862.60	\$375,100.00
Franz Hultgren	31.90	\$8,345.50
Frundt Johnson	155.10	\$44,418.95
Gale Lush	152.40	\$53,340.00
Gee	134.50	\$30,625.00
Gellhaus	217.75	\$23,016.75
Gordon Associates	32.00	\$5,474.00
Goss	27.41	\$4,082.00
Griffin Dietrich Elliott	42.40	\$8,480.00
Grosboll Becker	43.75	\$10,937.50
Habush	469.90	\$156,165.00
Hawkins	133.14	\$22,596.80
Hecker	533.30	\$133,325.00
Heinisch Lovegrove	295.10	\$24,417.00
Hensley Legal Group	1,009.58	\$174,142.88
Hovland	584.10	\$199,485.00
Huffaker	58.85	\$11,622.50
Jacobson Hile	40.30	\$14,105.00
James Law	971.86	\$238,790.00
Janzen Ag Law	3.00	\$1,050.00
JMSK	199.65	\$33,965.00
Johnson Becker	33,612.50	\$4,854,187.50
Johnson Kramer	396.50	\$49,212.50
Johnson Mock	221.03	\$49,227.00
Judd	29.90	\$7,475.00
Julian Gomez	57.60	\$11,649.00
Kapke	13.00	\$5,850.00
Katz Korin	21.05	\$7,367.50

Total		
FIRM	Total Hours Submitted	Total Lodestar Submitted
Keaton	30.20	\$5,737.50
Kelly	251.95	\$180,367.50
Kirk	219.85	\$100,390.00
Kittelsen Barry	134.00	\$24,200.00
KKHB	142.75	\$21,748.75
Kraft Walser	96.00	\$15,489.00
Kruse & Dakin	3.00	\$600.00
Kuhlman Lucas	105.60	\$46,020.00
Lee Lewis	123.00	\$37,875.00
Liles	112.50	\$33,750.00
Loftis Barnard	28.00	\$10,600.00
Lowe Eklund Wakefield	958.00	\$332,375.00
Maggio Thompson	168.30	\$46,282.50
Mailander	12.80	\$2,550.00
Maloney	0.00	\$0.00
Manske	39.10	\$7,820.00
March McMillan	90.70	\$19,954.00
Martz Lucas	190.20	\$32,464.00
Masching	376.70	\$84,757.50
Mauro Archer	20,895.00	\$3,759,075.00
Meier Bradicich	45.25	\$13,575.00
Menzer	30.30	\$15,150.00
Mercho Caughey	202.50	\$56,248.50
Meshbesher	792.50	\$396,250.00
Mid-West Ag. Solutions	9.05	\$776.50
Miller, Michael	989.40	\$791,520.00
Miltner Reed	376.60	\$75,944.00
Moore Sussler	35.20	\$7,920.00
Morgan Meyers	37.20	\$5,610.00
Morrissey	244.83	\$13,320.20
Muske Law	136.40	\$22,320.00
Myers Hockemeyer	21.70	\$4,340.00
Nelson Kelley	98.99	\$29,697.00
Nolan	508.90	\$203,560.00
O'Bear	294.25	\$51,411.50
O'Brien David	14.05	\$12,645.00
Odom	63.90	\$20,245.00
O'Hanlon	4.50	\$1,125.00
O'Koon	10.80	\$2,430.00
Ouderkirk	105.71	\$30,434.00
Overboe	552.30	\$249,597.50
Pagel Weikum	33.00	\$6,930.00
Patton Brown	58.50	\$14,625.00
Patton Hoversten	1,461.70	\$206,399.20

Total		
FIRM	Total Hours Submitted	Total Lodestar Submitted
Peer Nelson	77.00	\$14,930.00
Pemberton	1,285.37	\$427,324.25
Phillippi	212.59	\$170,072.00
Pickner	8.40	\$1,680.00
Pruneda	15.80	\$4,740.00
Quigley	126.23	\$15,120.75
Rammelkamp	311.66	\$51,267.65
Reichert Wenner	263.10	\$48,384.75
Rhoades McKee	224.00	\$48,317.50
Riley-Tanis	326.65	\$66,431.25
Robison Curphy	336.60	\$69,408.00
Roeder	6.70	\$1,239.50
Ryan Moore	291.30	\$38,548.00
Schnelker Rassi McConne	7.00	\$2,415.00
Schwarz Law	83.15	\$23,697.75
Shamberg Wolf McDerm	212.65	\$23,632.50
Sherman Hoffman	27.50	\$5,500.00
Shields Law Group	8,336.65	\$5,280,683.25
Shimanek	4.75	\$1,187.50
Shirk	31.31	\$7,827.50
Simmons	40.60	\$8,120.00
Sledge	103.00	\$28,130.75
Smith Slusky	33.35	\$9,754.50
Smith William	331.65	\$33,165.00
Sonenberg	884.50	\$420,137.50
Sorling Northrup	94.45	\$27,605.00
Sounds Board Legal	146.50	\$43,950.00
Stoerzbach	142.75	\$26,196.50
Stout Law	81.25	\$15,802.50
Sugar Creek	42.80	\$10,700.00
Sunde Olson	72.80	\$18,200.00
Thompson Law	61.35	\$44,377.50
Tucker	768.00	\$153,600.00
Tully Law	384.00	\$103,091.25
Van Kley Walker	591.70	\$62,830.00
VanDerGinst	635.50	\$55,055.00
Vriezelaar	693.50	\$94,950.00
Wadler Perches	168.50	\$27,941.25
Wagner Reese	395.05	\$111,675.00
Wallace	9.00	\$2,250.00
Wandro	703.70	\$211,110.00
Ward Law	94.90	\$7,178.00
Warner Norcross	245.60	\$94,718.50
Wasker Dorr	88.50	\$26,550.00

Total		
FIRM	Total Hours Submitted	Total Lodestar Submitted
Weinstine	185.00	\$16,023.75
Wilcox Williams	74.60	\$9,325.00
Winne	128.70	\$47,295.00
Wojtalewicz	164.10	\$100,914.00
Wolff Ardis	124.70	\$39,537.50
Wood Rue	200.90	\$32,502.50
Woodard	703.70	\$211,110.00
Woods Rogers	299.90	\$76,754.50
Wright Schulte	2,854.28	\$636,065.00
Wyland Humphry	180.30	\$36,060.00
Yira	2,055.25	\$719,337.50
Zeilinger	182.00	\$17,300.00
TOTAL	129,631.68	\$33,848,167.98

PFS Time		
FIRM	Hours Total	Lodestar Total
Adams Rizzi	78.35	\$25,685.00
Adelman	23.50	\$5,875.00
Alejandro	3.00	\$600.00
Allen Wellman	0.20	\$70.00
Arndt Buswell	59.00	\$8,772.00
Awbrey Law	43.35	\$28,177.50
Barber Segatto	85.40	\$23,485.00
Barkan	39.82	\$6,739.40
Barrett Easterday	23.25	\$5,812.50
Barrett McNaghy	3.10	\$867.50
Bearman	2.00	\$300.00
Bernatz	20.58	\$2,778.30
BFW Law	12.80	\$4,160.00
Bird Jacobsen Stevens	45.43	\$18,382.00
Blakeman	24.00	\$2,670.00
Bloom	26.35	\$18,445.00
Borgess	72.00	\$28,057.50
Bose McKinney	715.40	\$223,335.00
Brand Morelock	21.10	\$5,275.00
Brennan Steil	19.20	\$4,800.00
Brett Dunn	34.90	\$10,470.00
Bridewell	0.70	\$105.00
Burns Cronauer	61.15	\$8,452.00
Caldwell	51.85	\$8,213.00
Call and Gentry	25.10	\$8,155.50
Carpenter Schumacher	36.00	\$16,200.00
Caughey Legner	90.30	\$13,657.50
Charles H Johnson	0.00	\$0.00
Clark and Clark	87.10	\$9,760.00
Clark Mason	58.55	\$38,057.50
Clendenen Johnson	14.80	\$3,680.00
Cline Williams	14.60	\$3,870.00
Cohen Land	12.80	\$4,160.00
Cole Easley	24.55	\$8,592.50
Connors	77.60	\$9,437.00
Coots Henke	16.70	\$4,175.00
Coxwell	382.30	\$114,690.00
Cress	20.00	\$2,474.50
Critchfield	3.30	\$742.50
Cross Law	1214.98	\$627,171.67
Culbertson Allen	26.55	\$3,910.20
Darling	8.50	\$2,125.00
Deane Twins	133.00	\$53,200.00
Delzer	103.25	\$57,643.75
Denney Barrett	19.05	\$7,787.50
Denton Keuler	0.00	\$0.00
DeWald Deaver	6806.35	\$684,752.50
Dillon	0.00	\$0.00
Doyle	622.10	\$153,940.00
Dumas Weist	148.20	\$37,050.00
Ellison	166.10	\$56,831.55
Endurance Law Group	6.30	\$2,457.00
Enyart	55.80	\$16,740.00
Eurek	68.75	\$12,853.00
Fafinski	117.40	\$29,532.00
Fearer Nye	25.70	\$6,425.00
Fenchel Doster	572.90	\$84,866.50
Ferrer Law	74.10	\$3,093.75
Fitzgerald	84.80	\$16,980.00
Forbes	16.90	\$7,555.00

PFS Time		
FIRM	Hours Total	Lodestar Total
Forde Law	127.95	\$32,720.00
Franz Hultgren	0.70	\$210.00
Frundt Johnson	134.29	\$38,683.20
Gale Lush	152.40	\$53,340.00
Gee	23.00	\$5,750.00
Gellhaus	85.55	\$5,640.75
Gordon Associates	2.20	\$448.00
Goss	0.00	\$0.00
Griffin Dietrich Elliott	40.40	\$8,080.00
Grosboll Becker	26.50	\$6,625.00
Habush	130.30	\$41,005.00
Hawkins	113.35	\$18,457.50
Hecker	0.70	\$175.00
Heinisch Lovegrove	6.80	\$426.00
Hensley Legal Group	678.76	\$109,746.88
Hovland	79.50	\$22,945.00
Huffaker	0.50	\$125.00
Jacobson Hile	0.00	\$0.00
James Law	233.30	\$48,885.00
Janzen Ag Law	0.00	\$0.00
JMSK	179.75	\$17,805.00
Johnson Becker	11234.50	\$1,471,412.50
Johnson Kramer	312.00	\$33,637.50
Johnson Mock	110.30	\$22,560.00
Judd	29.90	\$7,475.00
Julian Gomez	1.75	\$452.50
Kapke	0.00	\$0.00
Katz Korin	0.00	\$0.00
Keaton	8.70	\$1,212.50
Kelly	180.30	\$116,320.00
Kirk	6.80	\$900.00
Kittelsen Barry	38.80	\$5,862.50
KKHB	101.00	\$15,226.25
Kraft Walser	19.50	\$2,991.50
Kruse & Dakin	3.00	\$600.00
Kuhlman Lucas	14.80	\$5,160.00
Lee Lewis	13.25	\$3,975.00
Liles	68.50	\$20,550.00
Loftis Barnard	0.00	\$0.00
Lowe Eklund Wakefield	67.50	\$27,000.00
Maggio Thompson	168.30	\$46,282.50
Mailander	4.80	\$950.00
Maloney	0.00	\$0.00
Manske	0.00	\$0.00
March McMillan	58.80	\$12,936.00
Martz Lucas	104.70	\$17,169.00
Masching	0.60	\$135.00
Mauro Archer	2812.00	\$476,400.00
Meier Bradicich	0.00	\$0.00
Menzer	0.00	\$0.00
Mercho Caughey	5.10	\$1,377.00
Meshbesh	792.50	\$396,250.00
Mid-West Ag. Solutions	7.55	\$604.00
Miller, Michael	647.20	\$517,760.00
Miltner Reed	42.00	\$4,752.00
Moore Sussler	21.00	\$4,725.00
Morgan Meyers	10.20	\$3,000.00
Morrissey	48.20	\$3,272.50
Muske Law	0.20	\$10.00
Myers Hockemeyer	12.90	\$2,580.00

PFS Time		
FIRM	Hours Total	Lodestar Total
Nelson Kelley	0.00	\$0.00
Nolan	508.90	\$203,560.00
O'Bear	8.00	\$1,000.00
O'Brien David	13.50	\$12,150.00
Odom	63.40	\$20,070.00
O'Hanlon	3.15	\$787.50
O'Koon	4.40	\$990.00
Ouderkirk	8.10	\$1,470.00
Overboe	241.20	\$102,805.00
Pagel Weikum	3.00	\$630.00
Patton Brown	0.00	\$0.00
Patton Hoversten	3.70	\$437.00
Peer Nelson	0.00	\$0.00
Pemberton	915.32	\$301,907.00
Phillippi	0.25	\$200.00
Pickner	1.00	\$200.00
Pruneda	0.00	\$0.00
Quigley	0.56	\$84.00
Rammelkamp	65.30	\$11,045.25
Reichert Wenner	78.40	\$14,455.50
Rhoades McKee	0.25	\$68.75
Riley-Tanis	80.45	\$15,695.25
Robison Curphy	6.80	\$680.00
Roeder	6.30	\$1,165.50
Ryan Moore	2.60	\$520.00
Schnelker Rassi McConne	7.00	\$2,415.00
Schwarz Law	83.15	\$23,697.75
Shamberg Wolf McDermid	7.00	\$350.00
Sherman Hoffman	4.00	\$800.00
Shields Law Group	8320.65	\$5,240,683.25
Shimanek	0.00	\$0.00
Shirk	13.15	\$3,287.50
Simmons	12.30	\$2,460.00
Sledge	18.55	\$3,378.75
Smith Slusky	0.00	\$0.00
Smith William	203.50	\$20,350.00
Sonenberg	695.00	\$330,125.00
Sorling Northrup	68.35	\$19,849.00
Sounds Board Legal	146.50	\$43,950.00
Stoerzbach	46.00	\$7,012.50
Stout Law	10.60	\$15,802.50
Sugar Creek	3.50	\$875.00
Sunde Olson	25.70	\$6,425.00
Thompson Law	42.85	\$27,852.50
Tucker	768.00	\$153,600.00
Tully Law	26.10	\$2,920.00
Van Kley Walker	569.05	\$56,035.00
VanDerGinst	462.00	\$38,725.00
Vriezelaar	18.15	\$2,630.00
Wadler Perches	39.50	\$6,425.00
Wagner Reese	22.90	\$50.00
Wallace	9.00	\$2,250.00
Wandro	74.70	\$22,410.00
Ward Law	63.20	\$2,853.00
Warner Norcross	0.00	\$0.00
Wasker Dorr	0.00	\$0.00
Weinstine	0.25	\$68.75
Wilcox Williams	74.60	\$9,325.00
Winne	118.00	\$43,105.00
Wojtalewicz	84.40	\$50,868.00

PFS Time		
FIRM	Hours Total	Lodestar Total
Wolff Ardis	0.30	\$97.50
Wood Rue	38.00	\$6,937.50
Woodard	74.70	\$22,410.00
Woods Rogers	52.60	\$13,150.00
Wright Schulte	2765.38	\$610,897.50
Wyland Humphry	125.30	\$25,060.00
Yira	377.20	\$132,020.00
Zeilinger	37.00	\$925.00
TOTAL	49,086.17	\$13,820,695.45

Bellwether Time		
FIRM	Hours Total	Lodestar Total
Adams Rizzi	1.00	\$235.00
Adelman	0.00	\$0.00
Alejandro	0.00	\$0.00
Allen Wellman	0.00	\$0.00
Arndt Buswell	0.00	\$0.00
Awbrey Law	86.40	\$77,760.00
Barber Segatto	0.00	\$0.00
Barkan	0.40	\$46.00
Barrett Easterday	0.00	\$0.00
Barrett McNaghy	0.00	\$0.00
Bearman	0.00	\$0.00
Bernatz	0.00	\$0.00
BFW Law	0.00	\$0.00
Bird Jacobsen Stevens	54.00	\$20,850.00
Blakeman	0.00	\$0.00
Bloom	86.80	\$59,110.00
Borgess	0.00	\$0.00
Bose McKinney	14.10	\$5,479.00
Brand Morelock	0.00	\$0.00
Brennan Steil	0.00	\$0.00
Brett Dunn	17.50	\$5,250.00
Bridewell	0.00	\$0.00
Burns Cronauer	0.00	\$0.00
Caldwell	0.00	\$0.00
Call and Gentry	0.00	\$0.00
Carpenter Schumacher	0.75	\$337.50
Caughey Legner	0.00	\$0.00
Charles H Johnson	0.00	\$0.00
Clark and Clark	0.00	\$0.00
Clark Mason	0.00	\$0.00
Clendening Johnson	0.00	\$0.00
Cline Williams	0.00	\$0.00
Cohen Land	0.00	\$0.00
Cole Easley	9.00	\$3,150.00
Connors	0.00	\$0.00
Coots Henke	0.00	\$0.00
Coxwell	0.00	\$0.00
Cress	0.20	\$40.00
Critchfield	0.00	\$0.00
Cross Law	29.25	\$16,818.75
Culbertson Allen	0.00	\$0.00
Darling	20.00	\$5,000.00
Deane Twins	0.00	\$0.00
Delzer	0.00	\$0.00
Denney Barrett	0.00	\$0.00
Denton Keuler	0.00	\$0.00
DeWald Deaver	390.90	\$162,803.75
Dillon	0.00	\$0.00
Doyle	0.00	\$0.00
Dumas Weist	0.00	\$0.00
Ellison	0.00	\$0.00
Endurance Law Group	0.00	\$0.00
Enyart	0.00	\$0.00
Eurek	0.00	\$0.00
Fafinski	0.00	\$0.00

Bellwether Time		
FIRM	Hours Total	Lodestar Total
Fearer Nye	0.00	\$0.00
Fenchel Doster	170.00	\$80,392.00
Ferrer Law	0.00	\$0.00
Fitzgerald	0.00	\$0.00
Forbes	0.00	\$0.00
Forde Law	0.00	\$0.00
Franz Hultgren	0.00	\$0.00
Frundt Johnson	0.00	\$0.00
Gale Lush	0.00	\$0.00
Gee	32.50	\$8,125.00
Gellhaus	41.60	\$6,288.00
Gordon Associates	0.00	\$0.00
Goss	0.00	\$0.00
Griffin Dietrich Elliott	0.00	\$0.00
Grosboll Becker	0.00	\$0.00
Habush	0.00	\$0.00
Hawkins	0.00	\$0.00
Hecker	0.00	\$0.00
Heinisch Lovegrove	0.00	\$0.00
Hensley Legal Group	0.00	\$0.00
Hovland	23.30	\$8,155.00
Huffaker	0.00	\$0.00
Jacobson Hile	0.00	\$0.00
James Law	73.70	\$20,335.00
Janzen Ag Law	0.00	\$0.00
JMSK	14.40	\$11,760.00
Johnson Becker	0.00	\$0.00
Johnson Kramer	0.00	\$0.00
Johnson Mock	0.30	\$90.00
Judd	0.00	\$0.00
Julian Gomez	0.00	\$0.00
Kapke	0.00	\$0.00
Katz Korin	0.00	\$0.00
Keaton	0.00	\$0.00
Kelly	0.00	\$0.00
Kirk	206.15	\$94,900.00
Kittelsen Barry	0.00	\$0.00
KKHB	0.00	\$0.00
Kraft Walser	4.60	\$764.50
Kruse & Dakin	0.00	\$0.00
Kuhlman Lucas	0.00	\$0.00
Lee Lewis	0.00	\$0.00
Liles	0.00	\$0.00
Loftis Barnard	0.00	\$0.00
Lowe Eklund Wakefield	0.00	\$0.00
Maggio Thompson	0.00	\$0.00
Mailander	0.00	\$0.00
Maloney	0.00	\$0.00
Manske	0.00	\$0.00
March McMillan	0.00	\$0.00
Martz Lucas	0.00	\$0.00
Masching	0.00	\$0.00
Mauro Archer	13.00	\$4,725.00
Meier Bradicich	7.75	\$2,325.00
Menzer	0.00	\$0.00

Bellwether Time		
FIRM	Hours Total	Lodestar Total
Mercho Caughey	0.00	\$0.00
Meshbesh	0.00	\$0.00
Mid-West Ag. Solutions	1.50	\$172.50
Miller, Michael	35.00	\$28,000.00
Miltner Reed	0.00	\$0.00
Moore Sussler	0.00	\$0.00
Morgan Meyers	0.00	\$0.00
Morrissey	13.50	\$7,762.50
Muske Law	0.00	\$0.00
Myers Hockemeyer	0.00	\$0.00
Nelson Kelley	0.00	\$0.00
Nolan	0.00	\$0.00
O'Bear	0.00	\$0.00
O'Brien David	0.00	\$0.00
Odom	0.00	\$0.00
O'Hanlon	0.00	\$0.00
O'Koon	0.00	\$0.00
Ouderkirk	0.00	\$0.00
Overboe	0.00	\$0.00
Pagel Weikum	0.00	\$0.00
Patton Brown	0.00	\$0.00
Patton Hoversten	0.00	\$0.00
Peer Nelson	0.00	\$0.00
Pemberton	214.15	\$103,143.75
Phillippi	212.34	\$169,872.00
Pickner	0.00	\$0.00
Pruneda	0.00	\$0.00
Quigley	0.00	\$0.00
Rammelkamp	0.00	\$0.00
Reichert Wenner	0.00	\$0.00
Rhoades McKee	0.00	\$0.00
Riley-Tanis	15.85	\$3,194.25
Robison Curphy	0.00	\$0.00
Roeder	0.00	\$0.00
Ryan Moore	0.00	\$0.00
Schnelker Rassi McConnell	0.00	\$0.00
Schwarz Law	0.00	\$0.00
Shamberg Wolf McDermott	0.00	\$0.00
Sherman Hoffman	0.00	\$0.00
Shields Law Group	16.00	\$40,000.00
Shimanek	0.00	\$0.00
Shirk	14.08	\$3,520.00
Simmons	0.00	\$0.00
Sledge	0.00	\$0.00
Smith Slusky	0.00	\$0.00
Smith William	0.00	\$0.00
Sonenberg	82.50	\$39,187.50
Sorling Northrup	0.00	\$0.00
Sounds Board Legal	0.00	\$0.00
Stoerzbach	0.00	\$0.00
Stout Law	0.00	\$0.00
Sugar Creek	0.00	\$0.00
Sunde Olson	0.00	\$0.00
Thompson Law	0.00	\$0.00
Tucker	0.00	\$0.00

Bellwether Time		
FIRM	Hours Total	Lodestar Total
Tully Law	0.00	\$0.00
Van Kley Walker	0.00	\$0.00
VanDerGinst	0.00	\$0.00
Vriezelaar	17.85	\$3,710.00
Wadler Perches	0.75	\$150.00
Wagner Reese	36.80	\$28,460.00
Wallace	0.00	\$0.00
Wandro	0.00	\$0.00
Ward Law	0.00	\$0.00
Warner Norcross	0.00	\$0.00
Wasker Dorr	0.00	\$0.00
Weinstine	0.00	\$0.00
Wilcox Williams	0.00	\$0.00
Winne	0.00	\$0.00
Wojtalewicz	30.30	\$27,270.00
Wolff Ardis	0.00	\$0.00
Wood Rue	0.00	\$0.00
Woodard	0.00	\$0.00
Woods Rogers	0.00	\$0.00
Wright Schulte	0.00	\$0.00
Wyland Humphry	0.00	\$0.00
Yira	223.70	\$78,295.00
Zeilinger	0.00	\$0.00
TOTAL	2,211.92	\$1,127,477.00

Individual Time		
FIRM	Hours Total	Lodestar Total
Adams Rizzi	141.95	\$81,407.00
Adelman	218.00	\$54,500.00
Alejandro	44.00	\$8,800.00
Allen Wellman	98.55	\$34,492.50
Arndt Buswell	96.00	\$13,178.00
Awbrey Law	17.80	\$11,670.00
Barber Segatto	158.45	\$43,573.75
Barkan	556.63	\$79,975.40
Barrett Easterday	161.50	\$39,267.50
Barrett McNagny	34.60	\$10,157.50
Bearman	9.55	\$2,182.50
Bernatz	0.00	\$0.00
BFW Law	2.00	\$650.00
Bird Jacobsen Stevens	435.50	\$151,562.50
Blakeman	31.50	\$4,942.50
Bloom	0.40	\$280.00
Borgess	0.00	\$0.00
Bose McKinney	1,214.50	\$408,985.50
Brand Morelock	119.60	\$29,900.00
Brennan Steil	10.10	\$1,650.00
Brett Dunn	405.55	\$119,583.00
Bridewell	0.20	\$30.00
Burns Cronauer	223.90	\$53,061.00
Caldwell	9.90	\$1,584.00
Call and Gentry	217.30	\$77,284.50
Carpenter Schumacher	39.00	\$17,550.00
Caughey Legner	545.60	\$109,608.75
Charles H Johnson	4,897.85	\$1,469,355.00
Clark and Clark	0.00	\$0.00
Clark Mason	0.00	\$0.00
Clendening Johnson	0.80	\$240.00
Cline Williams	19.80	\$5,340.50
Cohen Land	2.00	\$650.00
Cole Easley	162.25	\$56,875.00
Connors	365.90	\$87,981.50
Coots Henke	8.90	\$2,225.00
Coxwell	150.80	\$45,240.00
Cress	56.70	\$8,019.00
Critchfield	22.00	\$5,147.50
Cross Law	6,313.55	\$3,246,764.33
Culbertson Allen	32.15	\$7,816.20
Darling	13.50	\$3,375.00
Deane Twins	783.30	\$312,720.00
Delzer	235.75	\$104,218.75
Denney Barrett	340.05	\$131,987.50
Denton Keuler	44.75	\$9,713.75
DeWald Deaver	6.30	\$3,622.50
Dillon	30.90	\$5,130.00
Doyle	0.00	\$0.00
Dumas Weist	0.00	\$0.00
Ellison	0.40	\$40.00
Endurance Law Group	4.90	\$1,911.00
Enyart	0.00	\$0.00
Eurek	71.80	\$14,650.00
Fafinski	57.90	\$14,705.00
Fearer Nye	43.70	\$10,925.00
Fenchel Doster	834.40	\$391,400.00
Ferrer Law	3.00	\$115.00
Fitzgerald	28.35	\$5,670.00
Forbes	210.20	\$93,280.00

Individual Time		
FIRM	Hours Total	Lodestar Total
Forde Law	734.65	\$342,380.00
Franz Hultgren	31.20	\$8,135.50
Frundt Johnson	20.81	\$5,735.75
Gale Lush	0.00	\$0.00
Gee	79.00	\$16,750.00
Gellhaus	90.60	\$11,088.00
Gordon Associates	29.80	\$5,026.00
Goss	27.41	\$4,082.00
Griffin Dietrich Elliott	2.00	\$400.00
Grosboll Becker	17.25	\$4,312.50
Habush	339.60	\$115,160.00
Hawkins	19.79	\$4,139.30
Hecker	532.60	\$133,150.00
Heinisch Lovegrove	288.30	\$23,991.00
Hensley Legal Group	330.83	\$64,396.00
Hovland	481.30	\$168,385.00
Huffaker	58.35	\$11,497.50
Jacobson Hile	40.30	\$14,105.00
James Law	664.86	\$169,570.00
Janzen Ag Law	3.00	\$1,050.00
JMSK	5.50	\$4,400.00
Johnson Becker	22,378.00	\$3,382,775.00
Johnson Kramer	84.50	\$15,575.00
Johnson Mock	109.73	\$26,367.00
Judd	0.00	\$0.00
Julian Gomez	55.85	\$11,196.50
Kapke	13.00	\$5,850.00
Katz Korin	21.05	\$7,367.50
Keaton	21.50	\$4,525.00
Kelly	71.65	\$64,047.50
Kirk	6.90	\$4,590.00
Kittelsen Barry	95.20	\$18,337.50
KKHB	41.75	\$6,522.50
Kraft Walser	71.90	\$11,733.00
Kruse & Dakin	0.00	\$0.00
Kuhlman Lucas	90.80	\$40,860.00
Lee Lewis	109.75	\$33,900.00
Liles	44.00	\$13,200.00
Loftis Barnard	28.00	\$10,600.00
Lowe Eklund Wakefield	890.50	\$305,375.00
Maggio Thompson	0.00	\$0.00
Mailander	8.00	\$1,600.00
Maloney	0.00	\$0.00
Manske	39.10	\$7,820.00
March McMillan	0.00	\$0.00
Martz Lucas	85.50	\$15,295.00
Masching	376.10	\$84,622.50
Mauro Archer	18,070.00	\$3,277,950.00
Meier Bradicich	37.50	\$11,250.00
Menzer	30.30	\$15,150.00
Mercho Caughey	197.40	\$54,871.50
Meshbeshier	0.00	\$0.00
Mid-West Ag. Solutions	0.00	\$0.00
Miller, Michael	307.20	\$245,760.00
Miltner Reed	334.60	\$71,192.00
Moore Sussler	14.20	\$3,195.00
Morgan Meyers	27.00	\$2,610.00
Morrissey	183.13	\$2,285.20
Muske Law	136.20	\$22,310.00
Myers Hockemeyer	8.80	\$1,760.00

Individual Time		
FIRM	Hours Total	Lodestar Total
Nelson Kelley	98.99	\$29,697.00
Nolan	0.00	\$0.00
O'Bear	286.25	\$50,411.50
O'Brien David	0.55	\$495.00
Odom	0.00	\$0.00
O'Hanlon	1.35	\$337.50
O'Koon	6.40	\$1,440.00
Ouderkirk	97.61	\$28,964.00
Overboe	311.10	\$146,792.50
Pagel Weikum	30.00	\$6,300.00
Patton Brown	58.50	\$14,625.00
Patton Hoversten	1,458.00	\$205,962.20
Peer Nelson	76.00	\$14,840.00
Pemberton	155.90	\$22,273.50
Phillippi	0.00	\$0.00
Pickner	7.40	\$1,480.00
Pruneda	15.80	\$4,740.00
Quigley	125.67	\$15,036.75
Rammelkamp	244.86	\$40,027.40
Reichert Wenner	184.70	\$33,929.25
Rhoades McKee	223.75	\$48,248.75
Riley-Tanis	230.35	\$47,541.75
Robison Curphy	329.80	\$68,728.00
Roeder	0.40	\$74.00
Ryan Moore	288.70	\$38,028.00
Schnelker Rassi McConnel	0.00	\$0.00
Schwarz Law	0.00	\$0.00
Shamberg Wolf McDermid	205.65	\$23,282.50
Sherman Hoffman	23.50	\$4,700.00
Shields Law Group	0.00	\$0.00
Shimanek	4.75	\$1,187.50
Shirk	4.08	\$1,020.00
Simmons	28.30	\$5,660.00
Sledge	84.45	\$24,752.00
Smith Slusky	33.35	\$9,754.50
Smith William	128.15	\$12,815.00
Sonenberg	107.00	\$50,825.00
Sorling Northrup	26.10	\$7,756.00
Sounds Board Legal	0.00	\$0.00
Stoerzbach	96.75	\$19,184.00
Stout Law	70.65	\$13,912.50
Sugar Creek	39.30	\$9,825.00
Sunde Olson	47.10	\$11,775.00
Thompson Law	18.50	\$16,525.00
Tucker	0.00	\$0.00
Tully Law	357.90	\$100,171.25
Van Kley Walker	22.65	\$6,795.00
VanDerGinst	173.50	\$16,330.00
Vriezelaar	657.50	\$88,610.00
Wadler Perches	128.25	\$21,366.25
Wagner Reese	335.35	\$83,165.00
Wallace	0.00	\$0.00
Wandro	629.00	\$188,700.00
Ward Law	31.70	\$4,325.00
Warner Norcross	245.60	\$94,718.50
Wasker Dorr	88.50	\$26,550.00
Weinstine	184.75	\$15,955.00
Wilcox Williams	0.00	\$0.00
Winne	10.70	\$4,190.00
Wojtalewicz	49.40	\$22,776.00

Individual Time		
FIRM	Hours Total	Lodestar Total
Wolff Ardis	124.40	\$39,440.00
Wood Rue	0.00	\$0.00
Woodard	629.00	\$188,700.00
Woods Rogers	247.30	\$63,604.50
Wright Schulte	88.90	\$25,167.50
Wyland Humphry	55.00	\$11,000.00
Yira	1,454.35	\$509,022.50
Zeilinger	145.00	\$16,375.00
TOTAL	78,128.70	\$18,843,147.28

EXHIBIT 15



GUSTAFSON GLUEK PLLC

Firm Résumé

July 2018

Gustafson Gluek PLLC is a Minneapolis law firm with a national practice, and an emphasis on antitrust, consumer protection, and class action litigation. Its ten members have over one-hundred years of experience in these areas, as well as in intellectual property litigation involving patents, trademarks, and trade dress, complex business litigation, and securities fraud litigation. Gustafson Gluek PLLC practices before state and federal courts throughout the country. Since its founding, in May 2003, its attorneys have worked with and opposed some of the nation's largest companies and law firms.

Daniel E. Gustafson

Daniel E. Gustafson is a founding member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of North Dakota, with majors in Economics and Sociology (B.A. 1986), and a *cum laude* graduate of the University of Minnesota Law School (J.D. 1989). He was a member of the Minnesota Law Review from 1987 to 1989, serving as an Associate Research Editor in 1988-1989.

During law school, he clerked for Opperman & Paquin (1987-1989), a firm that also practiced in the areas of antitrust, consumer protection and class action litigation.

After law school, Mr. Gustafson served as a law clerk to the Honorable Diana E. Murphy, United States District Judge for the District of Minnesota (1989-91).



Following his judicial clerkship, Mr. Gustafson returned to his former firm (then known as Opperman Heins & Paquin) and continued his work in the fields of antitrust and consumer protection class action litigation.

In April 1994, Mr. Gustafson became a founding member and partner in the law firm of Heins Mills & Olson, P.L.C. Between April 1994 and May 2003, Mr. Gustafson continued his work in antitrust and consumer protection class action litigation and also developed a boutique practice of assisting national patent and intellectual property firms in litigation matters. In May 2003, Mr. Gustafson formed Gustafson Gluek PLLC where he continues to practice antitrust and consumer protection class action law.

Mr. Gustafson is admitted to practice in the United States District Court for the District of Minnesota, the United States District Court for the District of North Dakota, the United States District Court for the Eastern District of Michigan, the United States District Court for the Western District of Michigan, the United States District Court for the Eastern District of Wisconsin, the United States Courts of Appeals for the First, Third, Fifth, Sixth, Eighth and Eleventh Circuits, the Minnesota Supreme Court and in the United States Supreme Court.

Mr. Gustafson taught as an adjunct professor at the University of Minnesota Law School teaching a seminar on the “Fundamentals of Pretrial Litigation.”

Mr. Gustafson is a past president of the Federal Bar Association, Minnesota Chapter (2002-2003) and served in various capacities in the Federal Bar Association over the last several years. In 2009, he was involved in developing the Federal Bar Association’s *Pro Se* Project, which coordinates volunteer representation for *pro se* litigants. He was the Vice-Chair of the 2003 Eighth Circuit Judicial Conference held during July 2003 in Minneapolis (Judge Diana E.



Murphy was the Chair of the Conference). He is a member of the Hennepin County, Minnesota, Federal, and American Bar Associations.

In 2001-2017, Mr. Gustafson was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the fields of business litigation, class actions and antitrust. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2012 – 2016. In 2005, Mr. Gustafson was one of only eleven Minnesota attorneys selected as a “Super Lawyer” in the field of antitrust litigation. Mr. Gustafson was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2010 and 2013 and 2017. He was selected based on nominations from across the state.

In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Gustafson as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In 2014, Mr. Gustafson received the American Antitrust Institute (AAI) Meritorious Service Award for the support he had provided AAI.

In September 2011, Mr. Gustafson testified before the House Committee on the Judiciary, Subcommittee on Intellectual Property, Competition and the Internet regarding the proposed merger between Express Scripts and Medco. Mr. Gustafson also testified before the United States Congressional Commission on Antitrust Modernization in June 2005. In addition to congressional testimonies, Mr. Gustafson has authored or presented numerous seminars and continuing legal education pieces on various topics related to class action litigation, antitrust,



consumer protection or legal advocacy. He has also co-authored chapters including “Pretrial Discovery in Civil Litigation” in *Private Enforcement of Antitrust Law in the United States* and “Obtaining Evidence” in *The International Handbook on Private Enforcement of Competition*.

Mr. Gustafson is currently or has previously been named as Lead Counsel, Co-Lead Counsel or a member of the Executive Committee in the following cases: *In re Syngenta Litig.* (Minn.); and *In re Broiler Chicken Antitrust Litig.* (N.D. Ill); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re DRAM Antitrust Litig.* (N.D. Cal. and multiple state court actions); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (indirect purchaser class); *In re Flash Memory Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *Aspartame Antitrust Litig.* (E.D. Pa.) (direct purchaser class); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.); *In re National Arbitration Forum Litig.* (D. Minn.); *In re Comcast Corp. Set-Top Cable Television Box Antitrust Litig.* (E.D. Pa.).

Mr. Gustafson is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases, including: *In re Asacol Antitrust Litig.* (D. Mass.); *Trabakoolas v. Watts Water Technologies, Inc.* (N.D. Cal.) (“Toilet Products”); *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Plasma – Derivative Protein Therapies Antitrust Litig.* (N.D. IL); *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.); *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) (“BCBS MP”); *In re Vehicle Carrier Services Antitrust Litig.* (D.N.J.) (“Car Carrier”); *Kleen Products, LLC v. Packaging Corporation of America* (N.D. IL) (“Containerboard”); *In re*



Lithium Ion Batteries Antitrust Litig. (N.D. Cal.); *Karsjens et al v. Jesson* (D. Minn.); *In re Pool Products Distribution Market Antitrust Litig.* (E.D.L.A.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.).

He also has participated in the representation of plaintiff classes in other cases in the past, including: *Dryer et al. v. Nat'l Football League* (D. Minn.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Wellbutrin XL Antitrust Litig.* (E.D. Pa.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S. D. Ohio); *In re Ready-Mixed Concrete Antitrust Litig.* (S.D. Ind.); *In re Urethane Antitrust Litig.* (D. Kan.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“Augmentin”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“Canadian Prescription Drugs”); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Cason-Merenda et al., v. VHS of Michigan, Inc., d/b/a/ Detroit Medical Center et al.* (E.D. Mich); *Lief et al. v. Archer Daniels Midland Co., et al.* (D. Minn.) (“Indirect MSG”); *In re Premarin Antitrust Litig.* (S.D. Ohio); *Blevins v. Wyeth-Ayerst Labs., Inc.* (Cal. Super. Ct.); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“Air Compressors”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“Paxil”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Samples v. Monsanto Co.* (E.D. Mo.) (“Bio Seeds”); *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“Hytrin”); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *High Pressure Laminates Antitrust Litig.* (multiple state court indirect purchaser actions); *In re Vitamins Antitrust Litig.* (D.D.C.);



Minnesota Vitamins Antitrust Litig. (Minn. 2nd Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions; lead trial counsel for Wisconsin action); *Shaw v. Dallas Cowboys Football Club* (E.D. Pa.) (“NFL”); *Thermal Fax Paper Antitrust Litig.* (state court actions in Minnesota, Wisconsin and Florida) (“Fax Paper”); *Lazy Oil, Inc. v. Witco Corp.* (W.D. Pa.) (“Penn Grade”); *In re Molybdenum Antitrust Litig.* (W.D. Pa.); *In re Motorsports Merchandise Antitrust Litig.* (N.D. Ga.); *In re Commercial Explosives Antitrust Litig.* (D. Utah); *In re Diamonds Antitrust Litig.* (S.D.N.Y.); *In re Drill Bits Antitrust Litig.* (S.D. Tex.); *In re Catfish Antitrust Litig.* (D. Miss.); *In re Steel Drums Antitrust Litig.* (S.D. Ohio); *In re Steel Pails Antitrust Litig.* (S.D. Ohio); *In re Bulk Popcorn Antitrust Litig.* (D. Minn.); *In re Workers’ Compensation Ins. Antitrust Litig.* (D. Minn.); *Cimarron Pipeline Constr., Inc. v. National Council on Compensation Ins.* (W.D. Okla.); *Schmulbach v. Pittway Corp.* (Ill., 11th Jud. Dist.) (“Smoke Detectors”); *In re Commercial Tissue Antitrust Litig.* (N.D. Fla.); *In re Sodium Gluconate Antitrust Litig.* (N.D. Cal.); and *AL Tech Specialty Steel Corp. v. UCAR Int’l.* (E.D. Pa.) (“Specialty Steel”).

Mr. Gustafson is also currently or has recently been involved in other non-class complex litigation concerning antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *United States ex rel., Gerry Phalp & Matt Peoples v. Lincare Holding Inc.*, (D. Fla.), *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.*, (D. Minn.); *Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *Synthes USA, LLC v. Spinal Kinetics* (N.D. Cal.); *KBA- Giori, North America, Inc., v. Muhlbauer, Inc.*



(E.D. Va.) (“KBA II”); *KBA-Giori, North America, Inc. v. Muhlbauer, Inc.* (E.D. Va.) (“KBA I”); *Spine Solutions, Inc., v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga); *J.D. Edwards World Solutions Company Arbitrations* (AAA) (trial counsel for Quantegy and Amherst); *INO Therapeutics, Inc. v. SensorMedics Corp.* (D.N.J.); and *In re National Metal Technologies, Inc.* (S.D. Cal.).

He also has represented parties in other unfair competition, trademark, and patent infringement cases, including: *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Ryobi Ltd. v. Truth Hardware Corp.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); and *Rainforest Cafe, Inc., v. Amazon, Inc.* (D. Minn.); *Medical Graphics Corp. v. SensorMedics Corp.* (D. Minn.); *Medtronic, Inc., v. Intermedics Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Robert Warner* (D. Minn.); *Cardiac Pacemakers, Inc. v. Intermedics Inc.* (D. Minn.); *Birchwood Laboratories v. Citmed Corp.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *McCarthy v. Welshman* (D. Minn.); and *UFE, Inc., v. Alpha Enters., Inc.* (D. Minn.).

Karla M. Gluek

Karla M. Gluek is a founding member of Gustafson Gluek PLLC. She is a graduate of the University of St. Thomas with a major in English (B.A. 1990) and is a *cum laude* graduate of William Mitchell College of Law (J.D. 1993).

During law school she clerked for the Minnesota Attorney General’s Office (1993-1994). Shortly after graduating from law school Ms. Gluek served as a law clerk to the Honorable Gary Larson, District Judge, Fourth Judicial District of Minnesota (1994).



Ms. Gluek has been practicing in the areas of antitrust and consumer protection class action litigation since 1995. In May 2003, Ms. Gluek joined Mr. Gustafson in forming Gustafson Gluek PLLC.

She is admitted to practice in the United States District Court for the District of Minnesota and the Eighth Circuit Court of Appeals. Ms. Gluek is a member of the Hennepin County, Minnesota, and Federal Bar Associations.

In 2011-2017, she was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the field of antitrust law. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” Ms. Gluek serves as a volunteer attorney for the Minnesota Federal Bar Association’s Federal *Pro Se* Project. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Gluek as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

She was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2014 and 2017 based on nominations from across the state.

Ms. Gluek is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Syngenta Litig.* (Minn.); *In re Asacol Antitrust Litig.* (D. Mass.); *In re Celebrex (Celecoxib) Antitrust Litig.* (E.D. Va.); *In re Opana ER Antitrust Litig.* (N.D. Ill.); *Frost v. LG Electronics Inc.*, (N.D. Cal.); *In re UnitedHealth Group PBM Litig.* (D. Minn.); *Karsjens et al v. Jesson* (D. Minn.); *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.*, (D. Minn.);



Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al. (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *In re Plasma – Derivative Protein Therapies Antitrust Litig.* (N.D. IL); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation* (D. Minn.); *In re National Arbitration Forum Litigation* (D. Minn.); *In re Wellbutrin XL Antitrust Litigation* (E.D. Pa.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Androgel Antitrust Litigation* (N.D. Ga.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litigation* (E.D. Pa); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litigation* (D. Minn.); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.) (“Estratest”); *Lief et al. v. Archer Daniels Midland Co. et al.* (D. Minn.) (“Indirect MSG”); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“Air Compressors”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“Paxil”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Robin Drug Co. v. PharmaCare Management Services Inc.* (Minn. 4th Jud. Dist.) (“Pharmacy Underpayment”).

She also has been involved in other class actions and complex cases, including: *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S.D. Ohio); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“Augmentin”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn) (“Canadian Prescription Drug”); *In re MSG Antitrust Litig.* (D. Minn.) (“MSG”); *In re Minnesota Vitamin Antitrust Litig.* (Minn., 2nd Jud. Dist.); *Samples v. Monsanto Co.* (E.D. Mo.) (“Bio Seeds”); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“Hytrin”); and *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Grand Casinos Inc. Sec. Litig.* (D. Minn.); *In re Olympic Fin., Ltd. Sec.*



Litig. (D. Minn.); *Schmulbach v. Pittway Corp.* (Ill., 12th Jud. Dist.) (“Smoke Detectors”); *Ruff v. Parex, Inc.* (N.C. New Hanover Cty. Sup. Ct.) (“EIFS”); *Behm v. John Nuveen & Co., Inc.* (Minn. 4th Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions); *In re Prudential Ins. Co. Sales Practices Litig.* (D.N.J.); *Big Valley Milling, Inc. v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“Lysine”); *In re High-Fructose Corn Syrup Antitrust Litig.* (C.D. Ill.); *Raz v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“Citric Acid”); and *S&S Forage Equip. Co. v. Up North Plastics, Inc.* (D. Minn.) (“Silage Bags”).

Ms. Gluek is also currently or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics, Inc.* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“KBA II”); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“KBA I”); *Spine Solutions, Inc. v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga.); *J.D. Edwards World Solutions Company Arbitrations* (AAA); *INO Therapeutics Inc. v. SensorMedics Corp.* (D.N.J.); *In re National Metal Technologies, Inc.* (S.D. Cal.); *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Warner* (D. Minn.); *Intermedics, Inc. v. Cardiac Pacemakers, Inc.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *UFE, Inc. v. Alpha Enters., Inc.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); and *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); *State of Illinois, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (Ill. Cir. Ct.); *State of California, ex*



rel. [under seal] v. [under seal] (Super. Ct. Cal.); and *State of New Jersey, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (N.J. Super. Ct.).

Jason S. Kilene

Jason S. Kilene is a member in the firm of Gustafson Gluek PLLC. He is a graduate of the University of North Dakota (B.A. 1991) with a major in Political Science and a graduate of the University of North Dakota School of Law *with distinction* (J.D. 1994).

After graduating from law school, Mr. Kilene served as law clerk to the Honorable Bruce M. Van Sickle, United States District Judge, District of North Dakota. Prior to joining Gustafson Gluek PLLC in August 2003, Mr. Kilene practiced in the areas of antitrust, securities and business litigation at the law firms of Oppenheimer Wolff & Donnelly, LLP, and Heins Mills & Olson, P.L.C.

Mr. Kilene is admitted to the Minnesota Bar, North Dakota Bar and is admitted to practice in the United States District Court for the District of Minnesota. He is also a member of the Hennepin County, Minnesota, North Dakota, and Federal Bar Associations.

He is currently or has recently been involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *Kleen Products LLC, et al. v. Packaging Corporation of America et al.* (N.D. Ill.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Domestic Drywall Antitrust Litig.* (E.D. Penn.); *In re Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.); *In re NCAA Student-Athlete Name & Likeness Licensing Litig.* (N.D. Cal.); *Dryer v. National Football League* (D. Minn.); *In re Ductile Iron Pipe Fittings Indirect Purchaser Antitrust Litig.* (D.N.J.); *In re Pool Products Distribution Market Antitrust*



Litig. (E.D. La.); *In re Potash Antitrust Litig. (II)* (N.D. Ill.); *In re Florida Cement and Concrete Antitrust Litig.* (S.D. Fla.); *In re Photochromic Lens Antitrust Litig.* (M.D. Fla.); *In re Imprelis Herbicide Marketing, Sales Practices, and Products Liability Litig.* (E.D. Pa.); *In re Urethane Antitrust Litig.* (D. Kan.); *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *Carolos Lossada v. Union Oil Company of California* (Sup. Ct. Cal.); *In re ATM Fee Antitrust Litig.* (N.D. Cal.) (“ATM”); *Edwards et al. v. National Milk Producers Federation, et al.* (N.D. Cal.); *Ticho v. Budget Rent A Car System, Inc.* (Sup. Ct. Cal.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Aftermarkets Filters Antitrust Litig.* (N.D. Ill.); *In re Chocolate Confectionary Antitrust Litig.* (M.D. Pa.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); *In re Steel Antitrust Litig.* (N.D. Ill.); *Universal Delaware et al. v. Comdata Corporation et al.* (E.D. Pa.); *In re Vitamins Antitrust Litig.* (D.D.C.); *In re Broadcom Corp. Securities Litig.* (C.D. Cal.); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *Microsoft Indirect Purchaser Antitrust Litig.* (Minnesota and North Dakota); and *In re Relafen Antitrust Litig.* (N.D. Cal.).

Mr. Kilene has been involved in other complex cases involving antitrust, consumer protection, contract and unfair competition, including: *In re J.D. Edwards World Solutions Company* (AAA) (trial counsel for Quantegy and Amherst) and *National Metal Technologies, Inc. et al. v. Alliant Techsystems, Inc. et al.* (S.D. Cal.) (“NMT”).



Daniel C. Hedlund

Daniel C. Hedlund is a member of Gustafson Gluek PLLC. He is a graduate of Carleton College (B.A. 1989) and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 1995). He was a Note and Comment Editor and member of the Minnesota Journal of Global Trade from 1993-1995 and a recipient of the Federal Bar Association's John T. Stewart, Jr. Memorial Fund Writing Award (1994).

Mr. Hedlund served as a law clerk to the Honorable Gary L. Crippen, Minnesota Court of Appeals (1997) and to the Honorable Dolores C. Orey, Fourth Judicial District of Minnesota (1995-1996).

Mr. Hedlund has practiced in the areas of antitrust, securities fraud, and consumer protection since 1997. He is admitted to practice in the United States District Court for the District of Minnesota, the Eighth Circuit Court of Appeals, the Second Circuit Court of Appeals, and in Minnesota State Court. Mr. Hedlund is a member of the Federal, American, Minnesota, and Hennepin County Bar associations. Mr. Hedlund is active in the Minnesota Chapter of the Federal Bar Association (FBA), currently serving as Co-Vice President for the Eighth Circuit. He has previously served in several roles for the Minnesota Chapter including: Co-Vice President, Legal Education; Co-Vice President, Special Events; Co-Vice President, Monthly Meetings; Secretary; and Liaison between the FBA and the Minnesota State Bar Association. He recently served as Chairman for the Antitrust Section of the Minnesota State Bar Association (MSBA), Secretary for the MSBA Consumer Litigation Section, and is past President of the Committee to Support Antitrust Laws.



In addition to presenting at CLEs, Dan has testified multiple times before the Minnesota legislature on competition law, and before the Federal Rules Committee. He is a co-author of the “Plaintiff Overview” in *Private Antitrust Litigation 2015 – Getting the Deal Through*, and a contributor to *Concurrent Antitrust Criminal and Civil Procedure 2013 – American Bar Association*.

In 2013-2017, he was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the field of antitrust law. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2015 and 2017. Mr. Hedlund has served as a volunteer attorney for the Minnesota Federal Bar Association’s Federal *Pro Se* Project and is the recipient of the Minnesota District Court’s Distinguished Pro Bono Service Award in 2011.

Mr. Hedlund is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Dealer Management Systems Antitrust Litig.* (N.D. Ill.) (Member-Plaintiffs’ Steering Committee); *In re Broiler Chicken Antitrust Litig.* (N.D. Ill.) (Co-Lead Counsel—Commercial and Institutional Indirect Purchaser Class); *Kleen Prods. v. Intl. Paper (Containerboard Antitrust Litig.)* (N.D. Ill.) (Discovery Team Co-Leader); *Bhatia v. 3M Co.* (D. Minn.) (Co-Lead Counsel); *In re: CenturyLink Residential Customer Billing Disputes Litigation* (D. Minn.) (Executive Committee Chair); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.) (Co-Lead Counsel); *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) (Co-Lead Counsel); *In re Capacitors Antitrust Litig.* (N.D. Cal.); *In re Resistors Antitrust Litig.* (N.D. Cal.); *In re Vitamin C Antitrust*



Litigation (E.D.N.Y.) (Co-Lead Counsel-Indirect Purchaser Classes); In re Blue Cross Blue Shield Antitrust Litig. (N.D. Ala.) (Member-Damages Committee); In re Packaged Seafood Antitrust Litig. (S.D. Cal.); In re DRAM Antitrust Litigation (Co-Lead Counsel--multiple federal and state court indirect purchaser class actions); In re Flash Memory Antitrust Litigation (N.D. Cal.); In re Processed Egg Products Antitrust Litigation (E.D. Pa.); In re TFT-LCD (Flat Panel) Antitrust Litig. (N.D. Cal.); In re Refrigerant Compressors Antitrust Litigation (E.D. Mi.); In re SIGG Switzerland (USA), Inc. Aluminum Bottles Marketing and Sales Practices Litigation (W.D. Ky.); In re Air Cargo Shipping Services Antitrust Litigation (E.D.N.Y.); In re St. Paul Travelers Securities Litigation II (D. Minn.); In re Digital Music Antitrust (S.D.N.Y.); In re OSB Antitrust Litigation (E.D. Pa.); In re Funeral Consumers Antitrust Litigation (S.D. Tex.); McIntosh v. Monsanto Co. (E.D. Mo.); In re AOL Time Warner Securities Litigation (S.D.N.Y.) (Prior Firm Co-Lead Counsel); In re Commercial Tissue Antitrust Litigation (N.D. Fla.); In re Universal Service Fund Telephone Billing Practices Litigation (D. Kan.); In re Green Tree Financial Stock Litigation (D. Minn.) (Prior Firm Co-lead Counsel); In re NASDAQ Market-Makers Antitrust Litigation (S.D.N.Y.); In re Polypropylene Carpet Antitrust Litigation (N.D. Ga.); In re Buffets, Inc. Securities Litigation (D. Minn.); In re Mercedes Benz Antitrust Litigation (D.N.J.); In re Xcel Energy, Inc. Securities Litigation (D. Minn.); In re Blue Cross Subscriber Litigation (D. Minn.); In re MSG Antitrust Litigation (D. Minn.); In re Mercury Finance Co. Securities Litigation (N.D. Ill.); In re Olympic Financial Securities Litigation (D. Minn.); and In re Flat Glass Antitrust Litigation (W.D. Pa.).



Amanda M. Williams

Amanda M. Williams is a member of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of Gustavus Adolphus College (B.A. 2001) with a major in Psychology and a graduate of the University of Minnesota Law School (J.D. 2004). Ms. Williams is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Williams studied comparative international law abroad in Greece and served as a judicial extern for the Honorable George W. Perez, Minnesota Tax Court. Ms. Williams also participated in the Jessup International Law Moot Court.

After graduating from law school Ms. Williams served as law clerk to the Honorable Gordon W. Shumaker, Minnesota Court of Appeals. She then joined Gustafson Gluek PLLC in 2005. Ms. Williams is an active member of Minnesota Women Lawyers and is former chair of the Law School Scholarship Committee. She serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project and is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished *Pro Bono* Service award. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Williams as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In 2013-2017, Ms. Williams was designated a "Rising Star" in the field of antitrust litigation by *Law & Politics* magazine.

Ms. Williams is currently or has been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *Fleischman v. Albany Medical Center*



(N.D.N.Y.), *Reed, et al. v. Advocate Health Care, et al.* (N.D. Ill.), *Clarke et al v. Baptist Memorial Healthcare Corp. et al* (W.D. Tenn.), *Maderazo et al. v. VHS San Antonio Partners D.B.A. Methodist Hospitals et al.* (W.D. Tex.), *Cason-Merenda, et al v. Detroit Medical Center* (E.D. Mich.), *In re Containerboard Antitrust Litig.* (N.D. Ill.); *Pinsonneault v. St. Jude Medical et al* (D. Minn.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), *In re Urethane Antitrust Litig.* (D. Kan.); *In re Funeral Consumers Antitrust Litig.* (S.D. Texas); *In re Foundry Resins Antitrust Litig.* (S.D. Ohio); *In re Wellbutrin SR Antitrust Litig.* (E.D. Pa.); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liab. Litig.* (D. Minn); *Kleen Products LLC, et al. v. Packaging Corp. of America, et al.,* (N.D. Ill.); *In re: American Medical Systems, Inc. Litig.* (Henn. Co.); and *Karsjens, et. al v. Jesson, et. al* (D. Minn.).

Ms. Williams also is or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition trademark and patent infringement claims including: *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al,* (D. Minn.); *Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *In re Medtronic Infusion Sets and Insulin Pumps Litigation*; and *In re American Medical Systems, Inc. Pelvic Repair System Product Liability Litigation* (S.D. W.Va.).

Catherine Sung-Yun K. Smith

Catherine Sung- Yun K. Smith is a member of Gustafson Gluek PLLC. She is a graduate of Korea University (B.A. 2000) and a graduate of University of Minnesota Law School (J.D.



2005). Ms. Smith is admitted to the New York Bar, Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Smith served as a director of the Civil Practice Clinic, and also as a director of the William E. McGee National Civil Rights Moot Court Competition. Ms. Smith served as a judicial extern for the Honorable Regina Chu, District Judge, Fourth Judicial District of Minnesota. In addition, Ms. Smith also participated in the Maynard Pirsig Moot Court. She joined Gustafson Gluek PLLC in 2007.

Ms. Smith has been named as a Minnesota “Super Lawyer Rising Star” in 2013-2016 by *Law & Politics* magazine.

Ms. Smith is fluent in Korean and English and also has basic language skills in German, Japanese, and Chinese.

Ms. Smith is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *In re TFT LCD (Flat Panel) Antitrust Litig.* (N.D. Ca.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Hyun Park et al v. Korean Air Lines Co., Ltd.* (C.D. Ca.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.).



David A. Goodwin

David A. Goodwin is a member of Gustafson Gluek PLLC. He is a graduate of the University of Wisconsin (B.A. 2001) and a graduate of DePaul University College of Law (J.D. 2006). Mr. Goodwin is admitted to practice in the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Mr. Goodwin worked for Grotefeld & Denenberg LLC, a Chicago law firm specializing in insurance subrogation litigation. In 2005, Mr. Goodwin was selected to serve as the law clerk for the Office of the General Counsel of TCF Bank. Mr. Goodwin worked at TCF while attending the University of Minnesota Law School as a visiting student.

Mr. Goodwin serves on the national Board of Directors for the Federal Bar Association and the Minnesota Chapter of the Federal Bar Association. He is the past Chair for the Federal Bar Association Younger Lawyers Division and Treasurer for the Minnesota State Bar Association Consumer Litigation Section. Mr. Goodwin has been named as a Super Lawyer Rising Star from 2013-2017. In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Goodwin as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

Mr. Goodwin is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *In re National Football League Players' Concussion Injury Litig.* (E.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Pre-Filled Propane Tank Marketing and Sales Practices Litig.* (W.D. Mo.); *In re NCAA Student- Athlete Name and Likeness*



Licensing Litig. (N.D. Cal.); *In re Plasma-Derivative Protein Therapies Antitrust Litig.* (N.D. Ill.); *Dryer v. NFL* (D. Minn.); *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *Smith v. Questar Capital Corp.* (D. Minn.); *In re: National Hockey League Players' Concussion Injury Litig.* (D. Minn.); *In re: Packaged Ice Antitrust Litig.* (E.D. Mi.); *Luis, et al. v. RBC Capital Markets* (D. Minn.); *In re: FCA US LLC Monostable Electronic Gearshift Litigation* (E.D. Mi.); *Bhatia, et al. v. 3M Company* (D. Minn.) and *Karsjens, et. al v. Jesson, et. al* (D. Minn.); *In Re: CenturyLink Residential Customer Billing Disputes Litig.* (D. Minn.); and *Ochoa, et al. v. Pershing, LLC* (N.D. Tex.).

Michelle J. Looby

Michelle J. Looby is a member of Gustafson Gluek PLLC. She is a graduate of the University of Minnesota *with distinction* (B.A. 2004) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2007). Ms. Looby is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota and the United State District Court for the District of North Dakota.

During law school, Ms. Looby was a member of the *William Mitchell Law Review* from 2005-2007, serving as Assistant Editor in 2006-2007. She served as a judicial intern to The Honorable Faye Flancher and The Honorable Emily Mueller, Circuit Court Judges, Racine County Circuit Court of Wisconsin. She also served as a judicial extern to The Honorable David Higgs, District Judge, Second Judicial District of Minnesota. In addition, Ms. Looby was a five-time recipient of the CALI Excellence for the Future Award, recognizing the student with the highest grade in the class as determined by the instructor or registrar.



Ms. Looby serves on the Board of Directors for Minnesota Women Lawyers, an association of more than 1,300 attorneys, judges, law students, legal employers and others dedicated to advancing the success of women attorneys and striving for a just society. Ms. Looby also is a member of the Minnesota State Bar Association's Antitrust Council, serving as its Diversity & Inclusion Liaison, serves on the executive committee of the Coalition in Support of the Antitrust Laws, and is a member of the American Bar Association and Federal Bar Association.

Ms. Looby serves on Law360's Competition Editorial Advisory Board, a leading daily legal news and intelligence service that reaches over one million recipients each day, co-authored the Plaintiff Overview chapter of *Getting the Deal Through: Private Antitrust Litigation 2015*, and has presented at CLEs and conferences on the topic of antitrust law.

In 2015, Ms. Looby received the American Antitrust Institute's award for Outstanding Antitrust Litigation Achievement by a Young Lawyer. She was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer Rising Star" in 2014, 2015, 2016, and 2017. "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as "Rising Stars."

Ms. Looby is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *In re Dealer Management Systems Antitrust Litig.* (N.D. Ill.) (Member-Plaintiffs' Steering Committee); *In re: CenturyLink Residential Customer Billing Disputes Litigation* (D. Minn.) (Executive Committee Chair); *Precision Associates, Inc. et al. v. Panalpina World Transport (Holding), Ltd., et al.* (E.D.N.Y.) (firm Co-Lead Counsel); *In*



re Broiler Chicken Antitrust Litig. (N.D. Ill.) (firm Co-Lead Counsel); *In re Asacol Antitrust Litig.* (D. Mass.) (Trial Team); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Steel Antitrust Litig.* (N.D. Ill.); *In re Celebrex (Celecoxib) Antitrust Litig.* (E.D. Va.); *In re Opana ER Antitrust Litig.* (N.D. Ill.); *In re National Arbitration Forum Litig.* (D. Minn.) (firm Co-Lead Counsel); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (firm Co-Lead Counsel); *In re Processed Egg Products Antitrust Litig.* (E.D. Pa.); *In re Ductile Iron Pipe Fittings (“DIPF”) Indirect Purchaser Antitrust Litig.* (D. N.J.); *Universal Delaware, Inc., d/b/a Gap Truck Stop et al. v. Comdata Corporation* (E.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Cal.); *In re Comcast Corp. Set-Top Cable Television Box Anti-Trust Litig.* (E.D. Pa.); *Marchese v. Cablevision Systems Corp.* (D. N.J.); and *In re Refrigerant Compressors Antitrust Litig.* (E.D. Mich.).

Joseph C. Bourne

Joseph C. Bourne is a member of Gustafson Gluek PLLC. He is a graduate of Emory University with majors in English and Philosophy (B.A. 2005) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2009). Mr. Bourne is admitted to the Minnesota Bar and the California Bar and is admitted to practice in the United States District Court for the District of Minnesota, United States District Court for the Northern, Central and Southern District of California.

During law school, Mr. Bourne was an Article Editor of the *Minnesota Law Review*, and he contributed a published Note, *Prosecutorial Use of Forensic Science at Trial*, 93 Minn. L. Rev. 1058 (2009). He also clerked at Greene Espel P.L.L.P. (2008), a Minneapolis law firm specializing in complex commercial litigation.



After graduating from law school, Mr. Bourne served as a law clerk to the Honorable Edward Toussaint, Jr., Chief Judge, Minnesota Court of Appeals (2010-2011), and to the Honorable Francis J. Connolly, Judge, Minnesota Court of Appeals (2009-2010). He then joined Gustafson Gluek PLLC in 2011.

Mr. Bourne was a member of the Executive Council of the Minnesota Bar Association's New Lawyers Section, serving as a Committee Chair of *Hearsay*, the Section's quarterly newsletter, from 2013-2016. He also served as the Publications and Public Relations Chair of the Federal Bar Association's Health Law Section from 2014-2015. Mr. Bourne also serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project. He has also been recognized by the Minnesota State Bar Association as a North Star Lawyer for providing pro bono service.

Mr. Bourne has been designated as a "Rising Star" by *Super Lawyers Magazine* in the area of antitrust litigation each year since 2014. No more than 2.5 percent of Minnesota attorneys are selected as Rising Stars; they must be nominated by their peers and then selected through an independent panel review process.

Mr. Bourne has published the following articles: *Healthcare's Invisible Giants: Pharmacy Benefits Managers*, 60 *The Federal Lawyer* 50 (May 2013); *Pro Se Litigation and the Costs of Access to Justice*, 39 *Wm. Mitchell L. Rev.* 32 (2012); and *Prosecutorial Use of Forensic Science at Trial*, 93 *Minn. L. Rev.* 1058 (2009).

Mr. Bourne is currently or has recently been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Auto. Parts Antitrust Litig.* (E.D. Mich.); *In re Capacitors Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World*



Transp. (Holding) Ltd. (E.D.N.Y.); *In re Disposable Contact Lens Antitrust Litig.* (M.D. Fla.); *In re Pool Prods. Distribution Mkt. Antitrust Litig.* (E.D. La.); *Shane Group., Inc. v. Blue Cross Blue Shield of Mich.* (E.D. Mich.); *In re The Home Depot, Inc., Customer Data Sec. Breach Litig.* (N.D. Ga.); *Landwehr v. AOL Inc.* (E.D. Va.); and *Greater Chautauqua Fed. Credit Union v. Kmart Corp.* (N.D. Ill.). He also is currently or has recently represented parties in non-class intellectual property, commercial, false claims, and civil rights litigation matters.

Joshua J. Rissman

Joshua J. Rissman is a member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of Minnesota with a major in Political Science (B.A. 2005) and a *cum laude* graduate of the University of Minnesota Law School (J.D. 2010). While in law school, Mr. Rissman was a Student Articles Editor on *Law & Inequality: A Journal of Theory and Practice*. He also clerked for two Minneapolis law firms, the United States Attorney's Office and interned for the Honorable John McShane in Hennepin County District Court. Mr. Rissman joined Gustafson Gluek PLLC in August 2010. He is admitted to the Minnesota Bar and is admitted to practice in the United States District Court District of Minnesota.

In 2014-2017, Mr. Rissman was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer Rising Star." "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as "Rising Stars."

Mr. Rissman is actively involved in the *Pro Se* Project, representing civil litigants in federal court who would otherwise go without representation. Mr. Rissman is also proficient in Spanish and is a member of the Minnesota, American and Federal Bar Associations.



Mr. Rissman is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases including *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.), *In re Containerboard Antitrust Litig.* (N.D. Ill.), and *In re American Express Anti-Steering Rules Antitrust Litig.* (No. II) (E.D.N.Y.).

Raina C. Borrelli

Raina C. Borrelli is an associate of Gustafson Gluek PLLC. She is a *summa cum laude* graduate of Tulane University (B.S.M. 2008) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Ms. Borrelli is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota. She is a member of the Federal Bar Association, Minnesota Bar Association, and Minnesota Women Lawyers.

In 2014-2017, Ms. Borrelli was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer Rising Star.” “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as “Rising Stars.” In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Ms. Borrelli as North Star Lawyer for the year. She was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

During law school, Ms. Borrelli was a member of the Phillip C. Jessup International Moot Court Competition Team, served on the board of NOLA MN, a student group that organized trips to New Orleans for law students to participate in volunteer legal work, and



worked as a law clerk in the in-house legal department of two major corporations and as a law clerk for a small plaintiff's firm. Ms. Borrelli was a judicial extern for the Honorable Ann Alton, District Judge, Fourth Judicial District of Minnesota. She joined Gustafson Gluek PLLC in October 2011.

Ms. Borrelli is currently or has been actively involved in the representation of plaintiffs and classes in cases such as *Karsjens, et. al v. Jesson, et. al* (D. Minn.), *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Digital Music Antitrust* (S.D.N.Y.), and *Trabakoolas v. Watts* (N.D. Cal.). She is also actively involved in the representation of *pro se* litigants as part of the Federal Bar Association's *Pro Se* Project.

Daniel J. Nordin

Daniel J. Nordin is an associate of Gustafson Gluek PLLC. He graduated from the University of Minnesota *with high distinction* (B.A. 2007) and is a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Mr. Nordin is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

In law school, Mr. Nordin was a Managing Editor on the *Minnesota Journal of Law, Science & Technology*. He also volunteered as a Tenant Advocate with HOME Line, a nonprofit tenant advocacy organization, through the University of Minnesota Law School's Public Interest Clinic. Mr. Nordin joined Gustafson Gluek PLLC in October 2011.

Mr. Nordin is currently involved in the representation of plaintiffs and classes in antitrust litigation, including *In re Packaged Seafood Products Antitrust Litig.* (S.D. Cal.), *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), and *In re Vitamin C Antitrust Litig.* (E.D.N.Y.).



Eric S. Taubel

Eric S. Taubel is an associate of Gustafson Gluek PLLC. He is a graduate of the University of Georgia (B.A. 2005), the University of Virginia (M.A. 2007), and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Mr. Taubel is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

In 2017, Mr. Taubel was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer Rising Star.” “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as “Rising Stars.” In 2015, the Minnesota State Bar Association (MSBA) gave special recognition to Mr. Taubel as North Star Lawyer for the year. He was recognized as a member who provided at least 50 hours of pro bono legal services in a calendar year to low income individuals.

In law school, Mr. Taubel served as the Editor-in-Chief of the *Minnesota Journal of Law, Science & Technology*, and he contributed a published Note, *The ICS Three-Step: A Procedural Alternative for Section 230 of the Communications Decency Act and Derivative Liability in the On-Line Setting*, 12 MINN. J.L. SCI. & TECH 365 (2011). Mr. Taubel also provided representation to low-income persons with tax disputes and discrepancies with the Internal Revenue Service and Minnesota Department of Revenue. After graduating from law school, Mr. Taubel served as a law clerk to the Honorable Ivy S. Bernhardson, Assistant Chief Judge, Minnesota Fourth Judicial District. He then joined Gustafson Gluek PLLC in 2014.



Mr. Taubel is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re: Syngenta Litig.* (Minn.), *Pinsonneault v. St. Jude Medical et al* (D. Minn.), *Bhatia, et al. v. 3M Company* (D. Minn.), *In re: Bair Hugger Forced Air Warming Products Liability Litig.* and *Karsjens, et. al v. Jesson, et al.* (D. Minn.).

Kaitlyn L. Dennis

Kaitlyn L. Dennis is an associate of Gustafson Gluek PLLC. She is a graduate of Southwestern University (B.A. 2010) with an English literature major and philosophy minor, and is a graduate of the University of Minnesota Law School (J.D., 2015). Ms. Dennis is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Dennis was a Managing Editor of the *Minnesota Law Review*, was named to the Dean's list from 2012–2015, and was the recipient of a book award, the highest grade in course as awarded by the instructor, for Professional Responsibility: Civil Trial Law. She also was a law clerk at Nichols Kaster PLLC, where she assisted in the representation of individual employees in federal litigation. After law school, Ms. Dennis worked as a fellowship attorney at the Equal Employment Opportunity Commission and assisted the Honorable Arthur J. Boylan, ret., during the mediation of the bankruptcy of the Archdiocese of St. Paul and Minneapolis. She then joined Gustafson Gluek in 2016.

Ms. Dennis holds the CIPP/US certification in U.S. private-sector privacy law. She is a member of the Federal Bar Association, the Minnesota State Bar Association, the Hennepin County Bar Association, and the International Association of Privacy Professionals.



Brittany N. Resch

Brittany N. Resch is an associate of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of the University of Minnesota – Twin Cities (B.A., 2012) with a Global Studies major and Finnish and Social Justice minors, and a graduate of the University of Minnesota Law School (J.D., 2015). Ms. Resch is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Resch was a member of the Phillip C. Jessup International Moot Court Competition Team, served on the board of NOLA MN and the Federal Bar Association's University of Minnesota Law School chapter, and worked as a law clerk for the United States Attorney's Office, Goldstein & Sutor, PLLC, and Hennepin County Attorney's Office. Ms. Resch also provided representation to low-income persons with consumer protection issues as a certified student attorney and served as a judicial extern for the Honorable Steven E. Rau, Magistrate Judge, District of Minnesota.

After graduating from law school, Ms. Resch served as a law clerk to the Honorable Richard H. Kyle, Senior United States District Judge, District of Minnesota. She then joined Gustafson Gluek PLLC in 2016. She is a member of the Federal Bar Association and has served as a volunteer attorney for the Minnesota Federal Bar Association's Federal Pro Se Project. She is also a member of the Partner Leadership Council for Minnesota Women Lawyers, a group aimed at engaging influential law firms in the Twin Cities in developing policies and practices to ensure the success of women attorneys and a just society.

Ms. Resch is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In*



re Broiler Chicken Antitrust Litig. (N.D. Ill.); *In re Asacol Antitrust Litig.* (D. Mass.); *In re Disposable Contact Lens Antitrust Litig.* (M.D. Fla.); *State of Illinois, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (Ill. Cir. Ct.); *State of California, ex rel. [under seal] v. [under seal]* (Super. Ct. Cal.); and *State of New Jersey, ex rel. Hayes and Heppenstall v. Bank of America Corp., et al.* (N.J. Super. Ct.).

Ling S. Wang

Ling S. Wang is an associate of Gustafson Gluek PLLC. She is a graduate of Augsburg College (now Augsburg University) (B.A. 2013) with an Economics major and Business Administration minor, and a graduate of the University of St. Thomas School of Law (J.D. 2017).

During law school, Ling was a member of the University of St. Thomas Law Journal, served as a research assistant, and externed with a law firm in Edina. For two years, she provided representation to low-income persons with immigration issues as a certified student attorney with the University's Interprofessional Center for Counseling and Legal Services. Ling also completed a mentor externship program with the Honorable Steven E. Rau, Magistrate Judge, District of Minnesota and served as a judicial extern for the Honorable Mary R. Vasaly, District Judge, Fourth Judicial District of Minnesota.

Ling started at Gustafson Gluek as a law clerk in 2015 and joined as an associate in 2017. She is a member of the Federal Bar Association and the Minnesota Asian Pacific American Bar Association.



Kathryn M. McDonald

Kathryn M. McDonald is an associate at Gustafson Gluek PLLC. She is a graduate of the College of St. Catherine (B.A., cum laude, 2007), the University of Wisconsin Law School (J.D., cum laude, 2010), and The George Washington University Law School (LL.M. with Highest Honors, 2017).

During law school Ms. McDonald served as Note and Comment Editor of the Wisconsin Law Review and clerked for the Honorable Juan B. Colás, Dane County District Judge, Wisconsin (2010). After law school, Ms. McDonald practiced at Briggs and Morgan, P.A., (2010-2014) and worked as a legal advisor for the U.S. Departments of Homeland Security and State in Washington, DC and Central Europe (2015-2017), as well as International Partnership for Human Rights in Belgium (2018). She joined Gustafson Gluek PLLC in 2018.

She is currently or has been a member of the Federal Bar Association, Minnesota Bar Association, Hennepin County Bar Association, Minnesota Women Lawyers, Women's Bar Association of the District of Columbia, the American Society for International Law, and Women in International Security Brussels. In addition, she is a Senior Diplomacy and Diversity Fellow with Humanity in Action, a non-profit, non-partisan global network of young professionals and established leaders committed to promoting human rights, diversity and active citizenship around the world, and volunteers with The Advocates for Human Rights' Women's Program.

Ms. McDonald is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.



Ms. McDonald is currently or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Intuit Data Litigation* (N.D. Cal.), and *State of Illinois ex rel. Roger Hayes and C. Talbot Heppenstall, Jr. v. Bank of America Corp., et al.* (Ill. Cir. Ct.).

EXHIBIT 16

FEE-SHARING AGREEMENT

Syngenta MIR162 Litigation

Pursuant to the terms of the Agrisure Viptera/Duracade Class Settlement Agreement ("Master Settlement Agreement"), Settlement Class Counsel shall make a Fee and Expense Application to the Court for an attorneys' fee and expense award.¹ This Fee-Sharing Agreement ("Agreement") governs the division of attorney's fees and expenses between the Parties associated with any fee and expense award ordered by the Court in *In re Syngenta AG MIR 162 Corn Litigation*, MDL 2591, in the United States District Court for the District of Kansas.

The Parties agree to divide any attorney's fees awarded by the Court as follows:

<u>Party</u>	<u>Percentage (%)</u>
Patrick J. Stueve <i>STUEVE SIEGEL HANSON LLP</i> Don Downing <i>GRAY, RITTER & GRAHAM, PC</i> William B. Chaney <i>GRAY REED & MCGRAW, LLP</i> Scott A. Powell <i>HARE WYNN NEWELL & NEWTON</i> ²	50%
Daniel E. Gustafson <i>GUSTAFSON GLUEK PLLC</i> ³	12.5%

¹ The Clayton A. Clark group shall submit expenses on their own behalf to Settlement Class Counsel, who will include them in the Attorneys' Fee and Expense Petition.

² This group includes Patrick J. Stueve (Stueve Siegel Hanson LLP), Don M. Downing (Gray, Ritter & Graham, PC), William B. Chaney (Gray Reed & McGraw, LLP), Scott A. Powell (Hare Wynn Newell & Newton), Christopher M. Ellis (Bolen Robinson & Ellis, LLP), David F. Graham (Sidley Austin LLP), Jayne Conroy (Simmons Hanly Conroy), John W. Ursu (Greene Espel PLLP), Richard M. Paul, III (Paul McInnes, LLP and Paul LLP)(Kansas MDL common benefit work), Robert K. Shelquist (Lockridge Grindal Nauen)(Kansas MDL common benefit work), Scott E. Poynter (Emerson Poynter LLP), Stephen A. Weiss (Seeger Weiss Law Firm), and Thomas V. Bender (Walters Bender Strohbehn & Vaughan, PC) and all "Referring Counsel." "Referring Counsel" means a law firm engaged with the named law firm in the joint representation of one or more Claimants in connection with the prosecution of their Claims. The four Kansas MDL Co-Lead Counsel (William B. Chaney, Don Downing, Scott Powell and Patrick J. Stueve) will allocate the fees represented by this percentage among all firms that provided common benefit work in the Kansas MDL consistent with the Kansas MDL Court's orders. The four Kansas MDL Co-Lead Counsel will have the right to review, revise and approve any common benefit time and expense submissions for common benefit work performed in the Kansas MDL that will be submitted by Settlement Class Counsel to the Kansas MDL Court consistent with the Kansas MDL Court's orders.

³ This group also includes Lewis A. Remele, Jr. (Bassford Remele), William R. Sieben (Schwebel Goetz & Sieben, P.A.), Richard M. Paul, III (Paul McInnes LLP and Paul LLP)(Minnesota work), Will Kemp (Kemp, Jones &

Clayton A. Clark <i>CLARK, LOVE & HUTSON, GP⁴</i>	17.5%

The remaining 20% of any attorneys' fees awarded by the Court will be allocated by the Kansas MDL Court, in consultation and agreement with the Minnesota MDL Court and Judge Herndon of the United States District Court for the Southern District of Illinois, taking into consideration the recommendation by the Special Masters.

The Parties to this Agreement agree that it is in the Parties' and Class Members' best interest to consummate this Agreement and to cooperate with each other and take all actions reasonably necessary to obtain Court approval of this Agreement. The Parties also agree to take all actions necessary to obtain entry of Orders required to implement this Agreement, and that all Orders entered to implement and approve this Agreement shall be final. The Parties further agree to waive any right to appeal any Order implementing and approving this Agreement.

The Parties agree that no signatory to this Agreement, or their co-counsel, partners, or referring counsel will seek to void this Agreement or take any actions in any Court contrary to any provision in this Agreement. In the event that any Party challenges this Agreement for any reason, any dispute shall be submitted exclusively to the Honorable David R. Herndon, John W. Lungstrum, and Laurie J. Miller for final resolution, with no right of appeal, and consistent with the terms of the Master Settlement Agreement.

Coulthard, LLP), Tyler Hudson (Wagstaff & Cartmell, LLP), Robert K. Shelquist (Lockridge Grindal Nauen)(Minnesota work), and Paul Byrd (Paul Byrd Law Firm PLLC) and all Referring Counsel. Daniel E. Gustafson and Lew Remele will allocate fees represented by this percentage among all firms that provided common benefit work in the Minnesota MDL consistent the Minnesota MDL Court's orders. Daniel E. Gustafson and Lew Remele will have the right to review, revise and approve any common benefit time and expense submissions for common benefit work performed in the Minnesota MDL that will be submitted by Settlement Class Counsel to the Kansas MDL Court consistent with the Minnesota MDL Court's orders.

⁴ This group also includes Peter J. Flowers (Meyers & Flowers) and Martin J. Phipps (Phipps Anderson Deacon LLP), as well as Clark's, Flowers' and / or Phipps' Referring Counsel, co-counsel and / or joint venture partners. Clayton A. Clark shall petition the Honorable David R. Herndon of the United States District Court for the Southern District of Illinois concerning the allocation of fees among the members of this group.

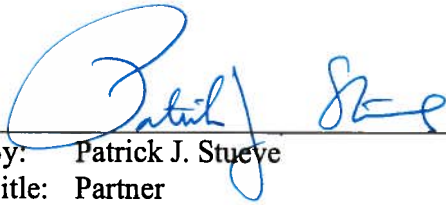
All Parties must consent before any Party may amend or supplement this Agreement. If any provision of this Agreement is held to be illegal, invalid, or unenforceable under present or future laws, the legality, validity, and enforceability of the remaining provisions of this Agreement shall not be affected. This Agreement shall be liberally construed so as to carry out the intent of the Parties. It shall be construed without regard to any presumption or rule requiring construction or interpretation against the Party drafting same. If any Party perceives another may be in default in connection with this Agreement, such Party shall provide such other Party notice of, and a reasonable opportunity to cure, such default; if the latter cures such default, or if the former provides the latter notice of the former's intent to waive such default, then there shall have been no default under this Agreement. To the extent this Agreement requires a Party consent to, or give notice of, anything, such consent or notice must be in writing and signed by such Party, and a copy of such consent or notice must be delivered to each of the other Parties.

The Parties also agree that this Agreement, along with the Master Settlement Agreement and the separate fee agreement between Seeger Weiss LLP and Kansas MDL Co-Lead Counsel (collectively, "Fee Agreements"), embodies the entire agreement between the Parties with respect to its subject matter and, if the Master Settlement Agreement is granted final approval, this Agreement supersedes and cancels all prior oral or written agreements by and among the parties, other than the Fee Agreements, including, without limitation, the March 23, 2015 Joint Prosecution Agreement ("JPA"), the June 18, 2015 JPA, and the January 21, 2016 JPA. All parties to the JPAs will sign a separate agreement confirming that this Agreement supersedes and cancels all JPAs if the Master Settlement Agreement is granted final approval. No party that signed a JPA may receive any fee or expense reimbursement from the monies awarded by the Court without signing this separate agreement.

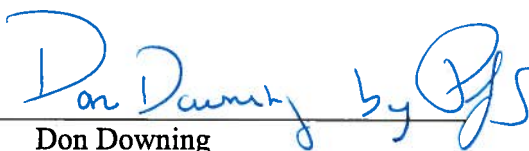
Finally, the Parties further agree to take all actions reasonably necessary to effectuate the terms of the Master Settlement Agreement and ensure all participation thresholds are met. In the event that the Master Settlement Agreement is not granted final approval, this Agreement shall be null and void.

SIGNED on this the 23rd day of February, 2018.

STUEVE SIEGEL HANSON LLP


By: Patrick J. Stueve
Title: Partner

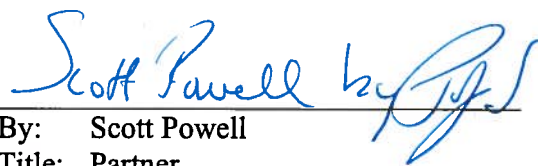
GRAY, RITTER & GRAHAM, PC


By: Don Downing
Title: Shareholder

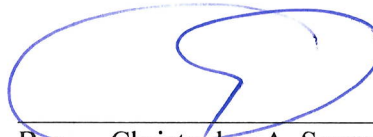
GRAY REED & MCGRAW, LLP


By: William B. Chaney
Title: Partner

HARE WYNN NEWELL & NEWTON


By: Scott Powell
Title: Partner

SEEGER WEISS LLP



By: Christopher A. Seeger
Title: Partner

GUSTAFSON GLUEK PLLC

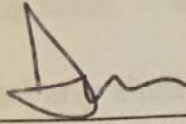
By: Daniel E. Gustafson
Title: Member

CLARK LOVE HUTSON GP

By: Clayton A. Clark
Title: Partner

By: Christopher A. Seeger
Title: Partner

GUSTAFSON GLUEK PLLC



By: Daniel E. Gustafson
Title: Member

CLARK LOVE HUTSON GP

By: Clayton A. Clark
Title: Partner

SEEGER WEISS LLP

By: Christopher A. Seeger
Title: Partner

GUSTAFSON GLUEK PLLC

By: Daniel E. Gustafson
Title: Member

CLARK LOVE HUTSON GP



By: Clayton A. Clark
Title: Partner

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**INDIVIDUAL CLAIMS
CLASS ACTION**

**DECLARATION OF KARL CAMBRONNE IN SUPPORT OF MINNESOTA CO-LEAD
CLASS COUNSEL'S JOINT MOTION FOR APPROVAL OF COMMON BENEFIT
AWARDS**

I, Karl Cambronne, declare and state as follows:

1. I am an emeritus partner at the law firm of Chestnut Cambronne, PA.

Background and Qualifications:

2. I have practiced law for 44 years and have focused my practice on representing consumers, shareholders and individuals in complex class action and securities matters. I have served as Lead Counsel in large, complex matters and have experience seeking fee awards similar to the award Minnesota Leadership Counsel is seeking here. For example, I was lead counsel for financial institutions in the Target data breach litigation resulting in a \$59 million settlement (*In re Target Corp. Customer Data Security Breach Litig.*, No. 0:14-md-2522 (PAM/JJK) (D. Minn. Dec. 24, 2013)) and was lead counsel in the United Healthcare derivative litigation resulting in a \$922 million settlement (*In re United Healthcare, Inc., Shareholder Derivative Litig.*, 631 F.3d 913 (8th Cir. 2011), *affirming* 631 F. Supp. 2d 1151 (D. Minn. 2009)).

3. I am licensed in Minnesota and admitted to practice in the United States Supreme Court, United States Court of Appeals for the Third, Seventh, Eighth, Ninth, Eleventh, and Federal

Circuits, as well as the United States District Court for the Districts of Minnesota and North Dakota. See Resume attached as Exhibit A.

4. I was retained by the Minnesota Co-Lead Class Counsel in the instant matter to opine on the reasonableness of their common benefit fee application. I am being compensated at \$750 per hour. No part of my compensation is contingent on the outcome of the matter.

5. I am qualified to serve as an expert because of the years I have practiced in this complex area of law, the fact that I have practiced both in Minnesota as well as on a national basis, the personal knowledge I have of the attorneys involved in this litigation, the Orders, pleadings and other documents I have reviewed, and the time I have spent discussing the background of this case with Minnesota Co-Lead Class Counsel.

Overview of Case and Settlement:

6. I understand that this was an extraordinarily complex action that was pursued by multiple groups of seasoned, and experienced litigators in multiple jurisdictions with multiple theories, leadership, and levels of coordination. Specifically, I understand that many of the initially filed cases were consolidated in the United States District Court for the District of Kansas by the Judicial Panel for Multi-district Litigation. Following this consolidation, I understand that thousands of individual suits as well as a class action on behalf of Minnesota Corn Farmers were filed in Minnesota State Court and, ultimately consolidated in front of Judge Sipkins in Hennepin County (and upon Judge Sipkins' retirement, were transferred to Judge Miller). See *In re Syngenta Class Action Litigation*, Court File No. 27-CV-15-12625 and 27-cv-15-3785 (4th Jud. Dist. Ct. Minn.) ("MN MDL").

7. I have reviewed that record and understand that on August 5, 2015, the Minnesota Court issued its leadership order in the consolidated cases, which appointed Lew Remele and Frank

Guerra as Co-Lead Counsel and Daniel Gustafson and William Sieben as Co-Lead Interim Class counsel. *Order* dated August 5, 2014 at 2-3. The Court also appointed a Plaintiffs' Executive Committee (PEC), which included the four Co-Lead Counsel and Robert Shelquist (Liaison Counsel), Richard Paul III, Will Kemp, Tyler Hudson, and Paul Byrd. Collectively, I will refer to Co-Lead Counsel and the PEC members as the Minnesota Leadership. Finally, I understand that federal mass action litigation was consolidated in Illinois (before Judge Herndon) and other ethanol plant class litigation was being pursued elsewhere. The opinion I render here recognizes this sprawling litigation and the efforts of the many lawyers who participated in all three venues.

8. From talking with Minnesota Co-Lead Class Counsel and looking at the record, I understand that this case was litigated as a hybrid class action / mass action and that the lawyers appointed to leadership worked together to press challenging and novel arguments related to duty, preemption, international law, and statutory law of dozens of different states, among other legal issues including complicated class certification motions. It is clear from the record that the attorneys for all the parties thoroughly briefed and argued these issues repeatedly in the context of Motions to Dismiss, Motions for Summary Judgment, Motions for Class Certification, and ultimately a multitude of pretrial and other evidentiary motions proceeding trials. Again, based upon my review of the record and my discussions with Minnesota Co-Lead Class Counsel, I have learned that more than a hundred fact and expert depositions were taken, several requiring travel across the country and multiple international locations. These depositions all required many hours of preparation and coordination. The collection, production, and review of millions of pages of documents by both sides of this expansive dispute was imperative to maintaining the integrity of the case and preparing for the depositions, motion practice and ultimately for trial.

9. I know that ultimately, the parties were able to achieve an extraordinary result for the corn farmers of the United States (including Viptera and Duracade growers) as well as the non-producer elevators and other grain handlers and ethanol plants, when they reached a global settlement of \$1.51 billion.

10. I have learned that despite the early appointment of a settlement master and regular, lengthy negotiations between Syngenta and counsel from the different plaintiff groups, who were tasked internally with settlement responsibility, these initial settlement efforts were totally unsuccessful. After more than a year of talks, Syngenta had not even responded to Plaintiffs' initial demand except to reject it. After the Courts appointed a small negotiating committee, the settlement negotiations gained traction. These negotiations were hard-fought on both sides and the final settlement product resulted from months of tough negotiations on every facet of the settlement including the monetary payments, the structure of the classes and many other material items. Indeed, I have learned that even after a settlement in principal was agreed upon, and a non-binding term sheet executed, there were many times that it appeared that the settlement might may not hold. Several months of further, intense negotiations over the precise terms of the settlement, the scope of the class definitions and the administrative process for distributing the funds proceeded, and with assistance from the Special Masters and from the Courts, on February 26, 2018, the parties finalized the Settlement Agreement and filed their motion for preliminary approval of the \$1.51 billion settlement. These settlement negotiations created the settlement fund. Without this successful negotiation, there would be no settlement fund from which to seek payment of attorneys' fees and expenses. The value of this negotiating work is significant.

Fee Request:

11. I understand that Kansas, Minnesota and Illinois Counsel separately seek a global percentage award for the compensation of their time and efforts spent on behalf of the plaintiffs in this litigation in the amount of 33 and 1/3 percent of the total settlement fund plus the reimbursement of reasonable expenses.

12. Further, I understand that more than 82,000 hours have been submitted by the Minnesota Leadership, as time spent working on Common Benefit Work in this litigation, including work on behalf of the class representative and bellwether plaintiffs. The lodestar for that work is approximately \$41.1 million dollars. I also understand that more than 49,000 hours and approximately \$14 million dollars in lodestar is being submitted for work by various Minnesota plaintiffs' counsel in completing Plaintiff Fact Sheets and over 2,000 hours and approximately \$1.2 million for Bellwether discovery work. As such, the total lodestar in Minnesota for both the Non-Plaintiff Fact Sheet time and the Plaintiff Fact Sheet time is approximately \$ 56.3 million dollars.

The Fee Application Requested is Appropriate:

13. In my experience there are a variety of factors that Courts consider when determining whether a fee award is appropriate. Several of these factors were originally articulated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.3d 714, 717-719 (5th Cir. 1974).¹

14. These twelve factors include: (1) the time and labor involved; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal services properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary

¹ Minnesota has precedent following the *Johnson* factors. See, *Hawkins v. Thorp Loan & Thrift Co.*, No. 85-6074, 1992 WL 589727, at *5 (Minn. Dist. Ct. Feb. 21, 1992) (awarding 25% of the cash portion of the settlement as attorneys' fees).

fee; (6) any prearranged fee – this is helpful but not determinative; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.

15. It is evident to me that the size of this matter, complexity of legal issues, and the ultimate, impressive settlement amount easily satisfy the balance of these factors and support the reasonableness of Plaintiffs' Counsel's request for fees.

The Amount Involved and the Results Obtained:

16. Here, the amount of the settlement is objectively extraordinary. Obtaining \$1.51 billion to satisfy several class actions and tens of thousands of individually filed suits in multiple jurisdictions across the United States is not a frequent occurrence. It may be one of the largest settlements in class action jurisprudence but in any event, it is a very significant cash recovery and there is no reversion to Syngenta.

17. In addition, I have also learned that the structure of the settlement – created in a way that simplifies the administration of the claims process and resolves nearly all the tens of thousands of class and individual cases filed or retained – is equally impressive. It resolves all the litigation in multiple venues in one single class settlement in the MDL jurisdiction providing both efficiency and finality for the parties.

18. My understanding is that the settlement negotiating committee and the claims administrator also have devised a simple, electronic claims form and obtained an agreement with the USDA to electronically acquire FSA or RMA acreage data for the claims submitted. Both this simplified claims form and data exchange will encourage participation in the settlement as well as minimize the potential for incomplete, defective, or even fraudulent claims. The simplification of

the claims administration serves to amplify the recovery to the claimants – thus enhancing the value of the overall settlement.

19. Taken as a whole, the total amount of the settlement that was obtained by the negotiating committee, as well as the simplicity and accuracy of the claims process that the parties agreed upon, are the primary reasons that the fees requested by the Minnesota Co-Lead Counsel for this extraordinary result are appropriate.

The Time and Labor Involved:

20. From my review of the time submissions for the Minnesota Leadership and my discussions with Co-Lead Counsel, it is evident that plaintiffs' groups here invested extraordinary amounts of time and money to prosecute these cases on behalf of the classes and the individual producers and non-producers. The first *Johnson* factor requires that I consider this amount of time, in tandem with the other factors, in assessing the appropriateness of the fee requested by the Minnesota Leadership.

21. Minnesota Leadership and the Federal MDL Plaintiffs' Counsel worked to coordinate discovery efforts against Syngenta as Ordered by the Federal and Minnesota Courts. In addition to this joint discovery, the Minnesota Leadership led the charge on the Minnesota bellwether and class discovery, filed pleadings, briefed and argued all the legal issues and class certification issues under Minnesota law. This alone proved to be very important because even though the MDL engaged in similar activities in Kansas, the Minnesota Leadership worked up the case under Minnesota law and obtained several rulings that broadened the availability of Minnesota as a venue for individual cases. In addition, the Minnesota Leadership worked together with the MDL on developing, preparing and presenting the experts for class certification and trial. The Minnesota Leadership and its trial team prepared the case for the first trial in the nation

(*Mensik*) and prepared for trial in Minnesota on two other occasions. Even more significantly, the Minnesota Leadership fully prepared for trial three times and actually started trial twice. To do that, the Minnesota Leadership ran the full gauntlet of pretrial activities: sorting and selecting the documents, designating deposition testimony, preparing to present their live witnesses and experts, preparing to cross Syngenta's witness along with all the other pretrial motions in limine, and *Frye-Mack* motions. Through these efforts – and three solid weeks of a Minnesota Class Trial – all helped drive the ultimate settlement.

22. In addition to the discovery, pre-trial, and trial work that the Minnesota Leadership Counsel performed and herein requests fees for, Court-appointed members of the settlement negotiating committee spent countless hours working to ensure that this settlement could be structured in a way that the claims pending in all the Courts would be included in the settlement, that all the claimants who had filed claims would obtain relief, and that Syngenta who put us the significant payment of cash would be finality from this endless litigation. I understand that members of the negotiating committee, two of whom were part of the Minnesota leadership team, were in near constant contact with one another and the Special Masters from the initial agreement on the term sheet to the final settlement agreement.

23. The Minnesota Leadership's contribution of time and money to prosecute these class and individual cases was necessary, appropriate, and considerable. Over 82,000 hours of professional time (attorneys and paralegals) valued at more than \$41 million dollars all on a contingent basis, not even including the tens of thousands of hours (and millions of dollars) spend by individual lawyers on Plaintiff Fact Sheet and Bellwether, plus approximately \$6 million dollars in expenses advanced (without any guarantee of recovery) to pay the experts and others costs of this litigation. For counsel to advance costs of this amount is truly remarkable. Put another way,

without a source for paying huge expenses generated in these cases, recovery by the Plaintiffs would not happen.

24. Furthermore, I understand from Minnesota Leadership that time submitted as common benefit has been subjected to a complete and multi-tiered audit process. This audit process was completed to ensure that all the time submitted had been reviewed for accuracy, clarity, and to avoid the submission of duplicative or excessive time.

25. In my experience with large-scale complex litigation, the number of hours submitted here is not only entirely appropriate and reasonable, but an absolute necessity to ensuring that the class members, both farmers and non-producers all receive the best representation available.

The Novelty and Complexity:

26. As I discussed *supra*, the breadth and complexity of the legal questions presented, combined with the unique practical considerations of this hybrid mass action, serves to illustrate satisfaction of different facets of *Johnson* factors two and three - the novelty and difficulty of the questions; and the skill requisite to perform the legal services properly.

27. Due to the complexities presented in both a legal and practical manner in this case, it is not at all surprising to me how many hours were spent working on the litigation. Moreover, the complexities of the case – both from a novel legal perspective and from a novel practical perspective required specific, advanced skills to appropriately manage and drive the litigation to an objectively successful result.

28. Even more notably, the number of hours that the Minnesota Leadership is requesting approval of has been audited to remove unnecessary duplication – both inter and intra firm – and closely examined and verified to be accurate.

29. These elements further support my opinion that fees requested in this matter are appropriate.

The Experience, Reputation, and Abilities of the Attorneys:

30. The ninth *Johnson* factor - the experience, reputation, and ability of the attorneys was considered at the outset of this litigation by the Court when a leadership structure was appointed. Presented with a wide choice of qualified applicants and proposals, Judge Sipkins appointed leadership that would not only have the academic ability to navigate dense and often murky areas of law but also the practical ability to coordinate and work as a team. In a case this large – with this many moving parts and competing interests – it is that coordination and coalescence that drove this extraordinary result.

31. I personally know and have worked in other cases with three of the four co-lead counsel (Mr. Gustafson, Mr. Remele and Mr. Sieben) and know these attorneys and their firms to have excellent legal skills and experience. Their individual and collective reputation in Minnesota and across the country is unparalleled.

32. Furthermore, I believe the fact that Syngenta, a huge, international company who hired a large team of talented, highly-skilled and nationally-respected litigators and gave them nearly unlimited resources to fight for nearly four years, pursue trials on multiple fronts, and ultimately settle for an extraordinary amount speaks volumes on the abilities of the Minnesota Leadership, led by the Minnesota Leadership.

Preclusion of Other Employment:

33. As is evidenced in the number of hours that the Minnesota Co-Lead Counsel has submitted for consideration, the firms involved in the Minnesota action all dedicated multiple attorneys to litigate this case nearly full time since 2015. Owing to the substantial demands and

duration of the case, these firms obviously had to forego other litigation opportunities. Each of these firms put forth the resources to litigate this case to this successful result and dedicated many attorneys and paralegals to the endeavor. That this work – demonstrated by the thousands of hours contributed – aptly demonstrates that other opportunities presumably went by the wayside.

34. My decades of experience in this type of litigation allows me to opine on the fact that you cannot be in all the big cases every time. There are only so many Bill Siebens, Dan Gustafsons and Lew Remeles available and in this case, their time was taken up in large measure for many years. In other words, firm resources, both from a personnel and financial perspective are limited. By going “all-in” on this litigation, as it is evident that these lawyers and firms did, they necessarily had to pass up other lucrative opportunities.

The Customary Contingent Fee:

35. Finally, I turn to the factors that consider any customary or pre-arranged fees as well as awards in similar cases. Traditionally, class action litigation is pursued for plaintiffs on a contingent basis - as I understand it was here. The most commonly recognized contingent fee percentage is 1/3 (or 33 and 1/3 percent) plus expenses. The development of the contingency fee is an important access point to the judiciary for plaintiffs who may have an important claim or right to adjudicate but are lacking the capital to pay an attorney on an hourly basis. The risk of not recovering is then borne by *both* the client and the attorney

36. I am aware of the body of law and theories that percentage fees should be reduced in large recovery cases. I am also aware that those arguments and theories have been considered and rejected by many courts. I am also aware of the developing reaction to that argument – that decreasing the award percentage when an exceptional result was obtained may encourage contingent counsel to settle too soon for too little. In fact, the ultimate recovery for the class is

obtained and encouraged when contingent fee counsel are able to be rewarded for their risk in full measure regardless of the size of the case. Big cases means big risks which is clearly demonstrated here. Therefore, these attorneys deserve to be paid for that risk and for the incredible result that they obtained.

37. My experience in complex class action litigation and settlement allows me to opine on both the overall reasonableness of the global request of 33 and 1/3 percent of the settlement as well as the reasonableness of the hours and rates that the Minnesota Co-Lead Counsel are submitting for the Court's consideration.

Lodestar Cross Check:

38. Courts often use a lodestar "cross-check" analysis to confirm the reasonableness of a requested common fund fee award. Manual for Complex Litigation, Fourth §21.724; Newberg on Class Actions § 15:85 (5th Ed 2015). As I mentioned earlier, the 33 and 1/3 percent sought by Minnesota Leadership in this matter is not solely for the time spent working on this matter by the Minnesota Leadership Counsel – but rather for all firms that contributed work on behalf of the common benefit of the litigation in all the cases.

39. Here, because of the complex procedural status of these matters, and the diversified groups of counsel, I do not have access to a "global lodestar" number and thus cannot independently perform a lodestar cross-check. However, once the Courts have an opportunity to determine the universe of common benefit time, I believe it would be appropriate to perform a cross-check at that time.

40. Additionally, I am aware that Courts routinely award multipliers between 1-4 in high risk/great recovery cases. *See, e.g. Vizcaino*, 290 F.3d at 1050-51 & n.6 (awarding 3.65 multiplier from \$96 million settlement fund and noting standard 1-4 multiplier range).

Rates:

41. While my practice is primarily located in Minnesota, I have had the opportunity to practice throughout the United States on complex, high-stakes, class actions.

42. I have reviewed a summary document that lists the number of years of experience of each of the billing attorneys and support staff as well as the range of hourly rates each of them charges.

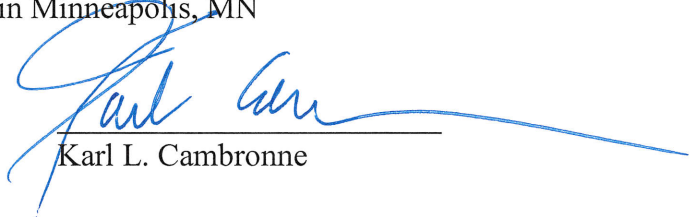
43. While there is certainly some variation amongst the attorneys, it is my opinion that none of the hourly rates are excessive for the years of experience, complexity of the case, and leadership responsibilities placed on them by the Court.

Conclusion:

44. Therefore, due to the large, legally and practically complex nature of this case, and the objectively extraordinary result that the Minnesota Plaintiffs' Counsel was able to achieve, and based on my 44 years of experience in similar, complex class actions, it is my opinion that the fees requested by the Minnesota Plaintiffs' Counsel are reasonable and appropriate.

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

Executed on this 10th day of July, 2018 in Minneapolis, MN



Karl L. Cambronne

EXHIBIT A

Karl L. Cambronne
17 Washington Avenue North
Suite 300
Minneapolis, Minnesota 55401
(612) 339-7300

Academic Background

University of Minnesota, Minneapolis, Minnesota; Bachelor of Science in Business (degree granted "with distinction"), 1971.

University of Missouri-Kansas City School of Law, Kansas City, Missouri; Juris Doctor, 1974.

Editorial staff, University of Missouri-Kansas City Law Review; staff writer, Urban Lawyer, a legal publication dealing with the legal problems unique to urban areas, 1973-1974.

Adjunct Professor of Maritime Law, William Mitchell College of Law, St. Paul, Minnesota, 1982 - 1992.

Legal Publications

"Towards a Constitutional Right to Housing," University of Missouri-Kansas City LAW REVIEW, Spring 1974.

"Maritime Personal Injuries: Representing the Plaintiff in Longshoremen and Seamen Cases," Minnesota Continuing Legal Education, June 1981.

"Class Litigation Involving Accountants," Accountant Malpractice Claims MILE Seminar, May 1988.

"Shareholders' Class Litigation, the Commencement of the Action," Securities and Commercial Litigation MILE Seminar, February 1990.

"Class Action Litigation, Matters of Settlement and Attorneys' Fees," Litigating in the Securities and Corporate Arena MILE Seminar, September 1993.

"It's Not Just Being 'Minnesota Nice,'" The Hennepin Lawyer, Jan.-Feb. 1994.

"Shareholder Activism in the '90s: A Few Shares and Lots of Power?" Minnesota State Bar Association Continuing Legal Education, February 1994.

"Recent Developments and Ethical Considerations, Including Sanctions, in Securities Cases," MILE Seminar, September 1994.

"Recent Developments and Ethical Considerations in Complex Federal Cases," North Dakota 1995 Federal Practice Seminar, March 17, 1995.

"Securities Claims Under the New Securities Statute - The Private Securities Litigation Reform Act of 1995," MILE Seminar, March 1, 1996.

"Class Counsel Want to Get Paid Too," Minnesota State Bar Association Continuing Legal Education Seminar, March 13, 1996.

"Securities Claims Under the New Securities Statute, The Private Securities Litigation Reform Act of 1995: The First Six Months," Minnesota State Bar Association Continuing Legal Education Seminar, June 4, 1996.

"The Evolving Rule 23," MILE Complex Business Litigation Conference, September 26, 1996.

"Rule 26: A Kinder and Gentler Practice," Minnesota State Bar Association Continuing Legal Education Seminar, October 17, 1996.

"The Making of a Securities Fraud Lawsuit," Minnesota State Bar Association Continuing Legal Education Seminar, January 30, 1998.

"An ERISA Fiduciary -- Is One Liable For His Brother's Sins?" Minnesota Institute of Legal Education, February 25, 1999.

"As Sole Domain for Class Action, Can Federal Courts Do Job Better?" Minneapolis Star Tribune, March 1, 1999.

"State Sponsored Plans, ERISA vs. State Regulation," Minnesota Institute of Legal Education, October 14, 1999.

"Private Plaintiff Enforcement of the Antitrust Laws, Rule 23 Hurdles to Overcome," Minnesota Institute of Legal Education, April 18, 2000.

"Role of Local Counsel - What Happens When the Action Goes Awry?" Minnesota Institute of Legal Education, May 9, 2000.

"Choosing Your Cases/Molding Your Clients: The Initiation of a Class Case," Minnesota Institute of Legal Education, November 8, 2001.

"To Be [a Class] or Not To Be, That is the Question," Minnesota Institute of Legal Education, April 10, 2002.

"Case Developments in the Federal District of Minnesota; the Post-Enron Era," Federal Bar Seminar, June 19, 2002.

"Class Actions: Doing Battle and Winning in the Real World," Minnesota State Bar Association Seminar, September 14, 2005.

"Securities Fraud Litigation 2010 – The Box Score," Minnesota State Bar Association Seminar titled "Lying, Cheating, Stealing & Fighting: Malfeasance in the Business Setting," September 15, 2010.

"Motion Practice - The Bane of the Trial Lawyer," Minnesota State Bar Association Seminar titled "The Art of the Business Trial," September 16, 2016.

Professional Associations

State Chair, American College of Trial Lawyers, 2009-2010

Fellow, American College of Trial Lawyers, 1995

Proctor in Admiralty, Maritime Law Association of the United States, 1991.

Chairman, Hennepin County Bar Association Professionalism Committee, 1995-1997.

Non-Law Related Activities

President, Calvary Lutheran Church, Golden Valley, 2000-2003

Board of Directors, Summit Brewing Company, 2005 – continuing

Licensed Combative Sports Inspector, State of Minnesota - continuing

Special Master Appointments

Wayne Hauschildt and Patti Hauschildt, on behalf of themselves and all others similarly situated v. Dennis J. Beckingham, James P. Greenawalt, F. Craig Jilk, Timothy J. Blank, Cheryl Anderson, and Robert Romeo, 686 N.W.2d 829 (Minn. 2004).

Lawrence K. Davies, Wayne Hauschildt, Pattie Richmond Hauschildt, Lawrence Linkert, Janet Linkert, Susan Flipp, Cheryl Bergstrom and John Buehler, on behalf of themselves and all others similarly situated v. West Publishing Company, a Minnesota corporation, West Publishing Employees= Preferred Stock Association, an unincorporated association, 622 N.W.2d 836 (Minn. Ct. App. 2001).

Admitted to Practice Before

Minnesota Supreme Court and all other Minnesota courts, 1974.

United States District Court for the District of Minnesota, 1974.

United States Court of Appeals for the Eighth Circuit, 1975.

United States Supreme Court, 1980.

Wisconsin Supreme Court and all other Wisconsin courts, 1982-1998.

United States Court of Appeals for the Third Circuit, 1991.

United States Court of Appeals for the Seventh Circuit, 1994.

United States District Court for the District of North Dakota, 1994.

United States Court of Appeals for the Federal Circuit, March 18, 1997.

United States Court of Appeals for the Ninth Circuit, December 9, 1997.

United States District Court for the Eastern District of Wisconsin, January 8, 2001.

United States Court of Appeals for the Eleventh Circuit, January 3, 2006.

Employment

Chestnut Cambronne PA, 17 Washington Avenue North, Suite 300, Minneapolis, Minnesota 55401.

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF HENNEPIN

FOURTH JUDICIAL DISTRICT

In re: Syngenta Litigation and
Syngenta Class Action Litigation

Case Type: Civil Other
Honorable Laurie J. Miller

This Document Relates to:

Court File Nos.: 27-CV-15-3785 and
27-CV-15-12625

**INDIVIDUAL CLAIMS
CLASS ACTION**

**DECLARATION OF AMANDA M. WILLIAMS IN SUPPORT OF MINNESOTA
CO-LEAD CLASS COUNSEL'S JOINT MOTION FOR APPROVAL OF
COMMON BENEFIT AWARDS**

I, Amanda M. Williams, declare and state as follows:

1. I am a Member at the law firm of Gustafson Gluek PLLC, and am duly authorized to make this declaration on its behalf.

2. I submit this declaration in support of Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards and in support of my firm's contribution to Minnesota Co-Lead Counsel's Joint Motion for Approval of Common Benefit Awards. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, I could testify to the matters set forth in this declaration.

3. Attached hereto as Exhibit A, is copy of the June 28, 2017, judgment in *Fostoria Ethanol, LLC d/b/a Poet Biorefining-Fostoria v. Syngenta Seeds, Inc. et al.*, Case No. 15-cv-03223, Ohio Ct. Com. Pl.

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

Executed on this 10th day of July, 2018 at Minneapolis, Minnesota.

/s/ Amanda M. Williams
Amanda M. Williams

EXHIBIT A

IN THE COURT OF COMMON PLEAS OF SENECA COUNTY, OHIO

Fostoria Ethanol, LLC d/b/a Poet
Biorefining-Fostoria
Plaintiff,

Case No. 15 CV 0323

vs.

Judge Steve C. Shuff

Syngenta Seeds, Inc., *et al.*
Defendants.

FILED
COMMON PLEAS COURT
SENECA COUNTY, OHIO
2017 JUN 28 AM 9:58
JEAN A. ECKELBERRY
CLERK

JUDGMENT ENTRY

This matter comes before the court upon consideration of the Motion to Dismiss Plaintiff's Amended Complaint, filed by Syngenta Seeds, Inc., Syngenta Corporation, Syngenta Crop Protection, LLC, and Syngenta Biotechnology, Inc. (collectively, "Syngenta") on February 29, 2016, Plaintiff's Response to the Motion to Dismiss, filed on March 25, 2016, Syngenta's Reply in Support of Motion to Dismiss, filed on April 28, 2016, Syngenta AG and Syngenta Crop Protection Ag's Joinder in the Motion to Dismiss, filed on October 20, 2016, Plaintiff's Response to the Joinder, filed on October 25, 2016, Syngenta's Notice of Supplemental Authority in Support of the Motion to Dismiss, filed on November 1, 2016, and Plaintiff's Response in Opposition to the Notice of Supplemental Authority, filed on November 10, 2016. The court has considered the filings, law, and arguments of the parties. For the reasons set forth below, the court finds the Motion to Dismiss Plaintiff's Amended Complaint, filed by Syngenta on February 29, 2016 well-taken and it is hereby **GRANTED**.

I. Relevant Facts

Plaintiff owns and operates a biorefinery in Fostoria, Ohio which produces ethanol. Ethanol is a biofuel made from corn. A co-product of the production of ethanol is distiller's grains, and one type of distiller's grains is distiller's dried grains with solubles, otherwise known as "DDGS."

Distiller's grains and DDGS are commonly traded commodities, and Plaintiff sells its distiller's grains and DDGS domestically through a broker.

China is a major export market for United States corn and DDGS, however China requires new genetically modified seeds to be planted in China and generate crops before those seeds are eligible to be imported into China. Plaintiff has never exported United States corn, distiller's grains, or DDGS to China.

Syngenta collectively develops and produces agricultural seeds, including "Viptera" and "Duracade" varieties of corn, which are genetically modified. Viptera contains a genetically modified trait known as "MIR 162" and Duracade contains a genetically modified trait known as "Event 5307."

In 2010, the United States Department of Agriculture and the United States Environmental Protection Agency granted registration approval for Syngenta's Viptera corn, and Syngenta began marketing, distributing and selling Viptera corn.

At the time Syngenta began distributing Viptera corn in the United States, Viptera had not yet received approval by foreign markets.

Corn replicates by cross-pollination, and because of this, it was foreseeable that Viptera would cross-pollinate to other corns.

Viptera did cross-pollinate with other corns, and in December 2013, China first discovered that shipments of DDGS from the United States contained Viptera. As a result, China began diligently inspecting shipments

of DDGS from the United States, and rejecting any shipments that contained Viptera, which caused the price of DDGS to fall. Before the discovery by China of Viptera in the DDGS, the United States Department of Agriculture had forecast that China would triple its import of DDGS.

In 2014, Syngenta began marketing Duracade, which is another genetically modified corn seed, which had been deregulated by the USDA in February, 2013. China and several other countries had not yet approved Duracade at the time Syngenta began marketing it in the United States.

In December, 2014, China approved Viptera for import, however the price of DDGS was greatly diminished as a result of the time during which China rejected imports because of its discovery of Viptera.

Plaintiff alleges that Syngenta violated the legal standards of the marketplace and was negligent by marketing and distributing its genetically modified corn seeds in the United States when Syngenta knew that China and other export markets had not yet approved such seeds for import. As a result, Plaintiff alleges that it, and a class consisting of all individuals and entities similarly situated, and specifically "[a]ll ethanol plants, biorefineries or other entities in the State of Ohio who since January 1, 2013, purchased U.S. commodity corn on a commercial basis for the production of ethanol and sold distiller's grains or DDGS to third parties" suffered damages, and are entitled to recovery by Syngenta.

II. Motion to Dismiss

Syngenta moves to dismiss the Amended Complaint, arguing that it fails to state a claim upon which relief may be granted. Specifically, Syngenta argues:

1. Plaintiff's claims are barred by the Economic Loss Doctrine, which prohibits the recovery of economic loss due to another's negligence.
2. Any claim that Syngenta had a duty to segregate Vipera is preempted by The Grain Standards Act.
3. Syngenta did not have a duty to control the conduct of others to segregate Vipera from the corn supply.
4. As a matter of law, Syngenta had no duty to refrain from selling Vipera.
5. The claim for Res Ipsa Loquitur fails as a matter of law.
6. The Federal Insecticide, Fungicide, and Rodenticide Act ("FIFRA") preempts any failure-to-warn theory of liability.
7. All claims must be dismissed to the extent they rely on Event 5307/Duracade.
8. Plaintiff's claim for punitive damages must fail because Plaintiff's claim for negligence fails.

Plaintiff opposes the Motion to Dismiss, arguing:

1. The Economic Loss Doctrine does not bar Plaintiff's claims, because Plaintiffs have alleged breaches of non-contractual duties.
2. The Grain Standards Act does not preempt Plaintiff's Claims
3. Syngenta owed Plaintiff a duty of reasonable care.
4. Plaintiff's claim for Res Ipsa Loquitur is viable under Ohio law.
5. FIFRA does not preempt Plaintiff's claims.
6. Plaintiff properly asserts claims based on Duracade.
7. Plaintiff properly and sufficiently pled punitive damages.

III. Law

Rule 12(B)(6) of the Ohio Rules of Civil Procedure allows a party to seek dismissal of a claim for relief for failing to properly state a claim upon which relief may be granted. "In order to sustain dismissal of a complaint under Civ.R. 12(B)(6) for failure to state a claim upon which relief may be granted, it must appear beyond doubt that the plaintiff can prove no set of facts in support of the claim that would entitle the plaintiff to relief." LeRoy, et al. v. Allen, Yurasek & Merklin, et al., 114 Ohio St.3d 323, 326, 872 N.E.2d 254, 2007-Ohio-3608, citing Doe v. Archdiocese of Cincinnati, 109 Ohio St.3d 491, 2006-Ohio-2625, 849 N.E.2d 268.

"The allegations of the complaint must be construed as true." Id., citing Maitland v. Ford Motor Co., 103 Ohio St.3d 463, 2004-Ohio-5717, 816 N.E.2d 1061, ¶ 11.

"Furthermore, the complaint's material allegations and any reasonable inferences drawn therefrom must be construed in the nonmoving party's favor. Id., citing Kenty v. Transamerica Premium Ins. Co., (1995), 72 Ohio St.3d 415, 418, 650 N.E.2d 863.

"It is well settled that the elements of an ordinary negligence are (1) the existence of a legal duty, (2) the defendant's breach of that duty, and (3) damages resulting proximately therefrom." MacDonald v. Webb Insurance Agency, Inc., 49 N.E.3d 807, 812 (Ohio App. 3 Dist. 2015), citing Hartings v. Xu, 3d Dist. Mercer No. 10-13-11, 2014-Ohio-1794, 2014 WL 1692792, ¶ 72.

"[T]he well-established general rule is that a plaintiff who has suffered only economic loss due to another's negligence has not been injured in a manner which is legally cognizable or compensable." Chemtrol Adhesives, Inc. v. American Manufacturers Mutual Insurance Company, et al., 42 Ohio

St.3d 40, 44, 537 N.E.2d 624 (1989), citing Nebraska Innkeepers, Inc. v. Pittsburgh-Des Moines Corp. (Iowa 1984), 345 N.W.2d 124, 126.

"[E]conomic losses are intangible losses that do not arise from tangible physical harm to persons or property." Federal Insurance Company, et al. v. Fredericks, Inc., et al., 29 N.E.3d 313, 320 (Ohio App. 2 Dist.), 2015-Ohio-694, citation omitted.

"[W]here only economic losses are asserted, damages may be recovered only in contract; there can be no recovery in negligence due to the lack of physical harm to persons and tangible things." Id., citation omitted.

"[N]egligence has proved to be among the least fruitful avenues for recovery of economic loss." Chemtrol, *supra*, at 44, citation omitted.

"[W]here there is no accident, and no physical damage, and the only loss is a pecuniary one, through loss of the value or use of the thing sold, or the cost of repairing it, the courts have adhered to the rule * * * that purely economic interests are not entitled to protection against mere negligence, and so have denied the recovery." Chemtrol, *supra*, at 44-45, citation omitted.

"In negligence, the law imposes upon the manufacturer of a product the duty of reasonable care. That duty protects the consumer from physical injury, whether to person or property. However, the law of negligence does not extend the manufacturer's duty so far as to protect the consumer's economic expectations, for such protection would arise not under the law but rather solely by agreement between the parties." Chemtrol, *supra*, at 45.

IV. Analysis

This court is tasked with examining the voluminous filings of each of the parties and the relevant law in relation to the allegations in the Amended Complaint. The question before the court is whether, in construing the allegations in Plaintiff's Amended Complaint as true, and drawing reasonable inferences to be made from those allegations in favor of Plaintiff, Plaintiff states a cause of action against Syngenta that is cognizable under Ohio law. This court finds that it does not.

The parties have each referenced this court to numerous other court opinions from different jurisdictions, and even different countries. This court, however, must apply Ohio law as it has been interpreted by the Ohio Third District Court of Appeals and the Supreme Court of Ohio. While reference to other courts' opinions and rulings may be helpful in applying the law, this court specifically notes that none of those interpretations are binding upon this court.

The court will first address the issue of whether Syngenta owes a duty to Plaintiff. The court finds that Syngenta does owe a duty of reasonable care to Plaintiff and others to protect against *physical harm* from the intended use of its products. See Chemtrol, supra. There has been no case from any court in Ohio presented to this Court to show that Syngenta's duty should extend to economic harm caused by the intended use of its products, and this court declines to invent such a duty.

The court further notes that the creation of such a duty would be unduly burdensome upon manufacturers such as Syngenta and others, and against public policy.

Plaintiff argues that the class of parties entitled to compensation from Syngenta is foreseeable and not so far-removed as to be unduly

burdensome. This court disagrees. If Plaintiff and others in the alleged class can argue that Syngenta owes them a duty as parties who have not purchased corn directly from Syngenta, but use corn affected by Syngenta, where does such liability end? If the market price of DDGS drops because of China's failure to approve a new product, and as a result Plaintiff and others are entitled to damages, what about those in the transportation industry who lose profits because of less product being shipped to China? What about the brokers of the products themselves who have a vested interest in the further demand of the product they are selling? What about the manufacturers of the parts on the ships, trains and trucks whose products are not used as much due to decreased demand of DDGS? Should liability also extend to these parties, and if so, where should the line of liability be drawn?

This court finds that attempting to draw such liability is not supported by Ohio law, nor is a theory of such liability consistent with the free market concepts used in the United States of America.

Syngenta sold a product in the United States of America that was authorized for sale in the United States of America by the appropriate regulatory bodies. This court is not persuaded by any reasoning which determines that progress and development in agriculture within the United States of America should be delayed or put on hold until the government of China, or any other foreign government so approves of a product. Such an interpretation is against public policy.

This court further notes that the damages Plaintiff alleges it suffered due to the natural laws of supply and demand were foreseeable to Plaintiff as a result of regular market activity. Plaintiff voluntarily chose to participate in the free market of ethanol production in the United States of

America; a market that is a necessary partner of the corn industry. Further, it is a market that is the subject of ongoing advancements in genetically modified seeds and crops.

Plaintiff also explains in its Amended Complaint the process by which corn can easily cross-pollinate. See Plaintiff's Amended Complaint, ¶ 26. Further, Plaintiff admits that the market for DDGS is heavily reliant on exports to foreign countries, and that those countries often have a delayed period of approval for new genetically modified food products, even going so far as to state that China, a major market for DDGS, "has long been resistant to new genetically modified crops . . ." See Plaintiff's Amended Complaint, ¶ 19. It is also clear that the appropriate regulatory agencies did not place any stipulations upon Syngenta to refrain from distributing or selling its product in the United States of America until other foreign markets had approved it as well.

This court finds that a policy which requires genetically modified crop manufacturers to shield others, including those within Plaintiff's alleged class, from damages they suffer in the free market in which they voluntarily chose to participate would not be proper. In introducing new products into a huge international market, Syngenta does not owe a duty to such market participants to shield them from economic losses suffered as that market shifts and adjusts in accordance with those new technologies.

This court cannot fathom nor has it been shown any binding court precedent in support of an interpretation of American tort law that places a duty upon parties acting within the United States of America that is dependent upon the approval of a foreign government of advances in any type of technology, manufacturing, or agriculture. Such an interpretation of law works to inhibit advances in such technologies within the United States

of America by having a chilling effect on those parties investing time and resources into their creation, and can ultimately slow the progress of such markets in the long term.

Having found that Syngenta owes a limited duty to consumers to protect from physical damage resulting from the intended uses of its products, the court must now consider whether Plaintiff alleges in its Amended Complaint a cause of action sufficient to show the breach of that duty.

In a clear attempt to shield its Amended Complaint from application of the Economic Loss Doctrine, Plaintiff generally notes that it has suffered "property damage" as a result of Syngenta's actions. See Plaintiff's Amended Complaint, ¶¶ 11, 54. However, Plaintiff's mere addition of the words "property damage" in its Amended Complaint is not enough, even when construing the allegations as true, to adequately state a claim for such damage.

Plaintiff's Amended Complaint alleges that it has suffered actual economic harm as a result of the loss in market price for DDGS. Further, and as noted by Judge Lungstrum in In Re: Syngenta AG MIR 162 Corn Litigation, in The United States District Court for the District of Kansas, Case Number 14-md-2591-JWL, Plaintiff cannot plausibly claim that all members of the class suffered property damage, nor does Plaintiff attempt to do so. In ¶ 41 of Plaintiff's Amended Complaint, when describing the class to which it alleges it belongs, Plaintiff does not reference at all any "property damage" but rather specifically references damages sustained as a result of the failure of the Chinese market to approve Viptera and/or Duracade corn/DDGS for import for a period of time.

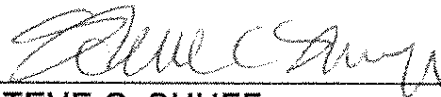
This court therefore finds Plaintiff in this case is requesting recovery in negligence based upon claims of purely economic loss. The economic loss doctrine, as discussed above, bars such claims.

Because Plaintiff has not properly stated a claim upon which relief can be granted under a theory of negligence, Plaintiff's claim for recovery under the theory of Res Ipsa Loquitur and its claim for punitive damages fail as a matter of law.

V. Conclusion

For the reasons stated above, Motion to Dismiss Plaintiff's Amended Complaint, filed by Syngenta Seeds, Inc., Syngenta Corporation, Syngenta Crop Protection, LLC, and Syngenta Biotechnology, Inc. (collectively, "Syngenta") on February 29, 2016 is found well-taken and is hereby **GRANTED**. The Amended Class Action Complaint, filed on December 18, 2015 is **DISMISSED WITH PREJUDICE**.

IT IS SO ORDERED.


JUDGE STEVE C. SHUFF

FILED
COMMON PLEAS COURT
SENECA COUNTY, OHIO
2017 JUN 28 AM 9:58
JEAN A. ECKELBERY
CLERK

TO THE PARTIES: THIS IS A FINAL APPEALABLE ORDER
PURSUANT TO OHIO CIVIL RULE 54.

To the Clerk: Please send copies of this Judgment Entry by regular United States mail to the following:

1. Andrew P. George, P.O. Box 36, Lebanon, OH 45036;
2. Martin J. Phipps, Barry Deacon, Jason A. Milne & Meagan M. Talafuse, 102 9th Street, San Antonio, TX 78215;
3. Clayton A. Clark, Scott A. Love & William W. Lundquist, 440 Louisiana Street, Ste. 1600, Houston, TX 77002;
4. David S. Frederick, Sean A. Lev, Matthew M. Duffy & Joshua Hafenbrack, 1615 M Street NW, Ste. 400, Washington, DC 20036;
5. Peter J. Flowers & Brian J. Perkins, 3 North Second Street, Ste. 300, St. Charles, IL 60174;
6. Michael K. Johnson, 33 S. Sixth Street, Ste. 4530, Minneapolis, MN 55402;
7. Jeffrey A. Lipps & Joel E. Sechler, 280 Plaza, Ste. 1300, 280 N. High Street, Columbus, OH 43215;
8. Michael D. Jones, Edwin John U, Patrick F. Philbin & Ragan Naresh, 655 Fifteenth Street, NW, Washington, DC 20005-5793;
9. Thomas P. SHult & Ryan C. Hudson, 2600 Grand Boulevard, Ste. 1200, Kansas City, MO 64108.

FILED
COMMON PLEAS COURT
SENECA COUNTY, OHIO
2017 JUN 28 AM 9:58
JEAN A. ECKELBERRY
CLERK