

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

CHAPMAN, *et al.*,

Plaintiffs,

v.

GENERAL MOTOR LLC,

Defendant.

No. 2:19-CV-12333-TGB-DRG

Judge Terrence G. Berg

Magistrate Judge David R. Grand

**PLAINTIFFS' UNOPPOSED MOTION FOR ATTORNEYS' FEES,
EXPENSES, AND SERVICE AWARDS**

Court-appointed Class Counsel, Hagens Berman Sobol Shapiro LLP, Hilliard Law, and The Miller Law Firm, P.C. (collectively "Class Counsel"), respectfully move the Court for an Order:

1. Awarding Class Counsel \$15,000,000 in attorneys' fees, costs, and expenses; and
2. Granting service awards of \$5,000 to each Certified Class Representative.

In support of this Motion, Plaintiffs have contemporaneously filed a Memorandum of Law, with exhibits and declarations thereto.

In accordance with L.R. 7.1(a), Plaintiffs' counsel sought the concurrence of Defendant's counsel in the relief sought by this Motion on November 25, 2024, and Defendant does not oppose Plaintiffs' requested relief contained herein.

For the reasons set forth in the Memorandum of Law, Plaintiffs respectfully request that the Court grant their Unopposed Motion.

Dated: November 26, 2024

Respectfully Submitted,

/s/ Steve W. Berman

Steve W. Berman

Jerrod C. Patterson

HAGENS BERMAN SOBOL SHAPIRO LLP

1301 Second Avenue, Suite 2000

Seattle, WA 98101

Telephone: (206) 623-7292

steve@hbsslaw.com

jerrod@hbsslaw.com

Robert C. Hilliard

Lauren A. Akers

Bonnie J. Rickert

HILLIARD LAW

719 S. Shoreline Blvd.

Corpus Christi, TX 78401

Telephone: (361) 882-1612

bobh@hilliard-law.com

lakers@hilliard-law.com

brickert@hilliard-law.com

E. Powell Miller (P39487)

Dennis A. Lienhardt, Jr. (P81118)

THE MILLER LAW FIRM PC

950 W. University Drive, Suite 300

Rochester, MI 48307

Telephone: (248) 841-2200

epm@millerlawpc.com

dal@millerlawpc.com

*Attorneys for Plaintiffs and the Certified
Classes*

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**PLAINTIFFS' MEMORANDUM OF LAW IN SUPPORT OF
PLAINTIFFS' UNOPPOSED MOTION FOR
ATTORNEYS' FEES, EXPENSES, AND SERVICE AWARDS**

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STATEMENT OF ISSUES PRESENTED

1. Whether the Court should approve Class Counsel's request for an award of attorneys' fees, costs, and expenses amounting to \$15,000,000 for their efforts in securing the settlement benefits provided in this matter on behalf of the Settlement Class?

Plaintiffs' Answer: Yes.

2. Whether the Court should approve Class Counsel's request for service awards to individual class representatives related to Plaintiffs' representation of the Settlement Class of \$5,000?

Plaintiffs' Answer: Yes.

Court-appointed Class Counsel, Hagens Berman Sobol Shapiro LLP, Hilliard Law, and The Miller Law Firm (together, “Class Counsel”) respectfully submit this Memorandum of Law in support of their Motion, pursuant to Rules 23(e) and 23(h) of the Federal Rules of Civil Procedure, for (a) an award of attorneys’ fees, costs, and expenses in the amount of \$15,000,000, and (b) service awards of \$5,000 to each Settlement Class Representative.¹

I. INTRODUCTION

After more than five years of litigation, Class Counsel have successfully negotiated a proposed settlement on behalf of seven state-specific classes with General Motors that will resolve all remaining claims in this matter while bringing exceptional relief to Class Members. The Proposed Settlement, if approved by the Court, will resolve this case in its entirety in exchange for meaningful benefits to members of the seven Certified Classes who purchased 2011-2016 GMC and Chevrolet diesel trucks equipped with 6.6L Duramax engines containing the defective CP4 high-pressure fuel pump (the “Class Vehicles”) from GM-authorized dealerships in California, Florida, Illinois, Iowa, New York, Pennsylvania, and Texas (collectively, the “Settlement Class”). *See* ECF No. 170. Pursuant to the Settlement Agreement, Class Counsel secured a \$50 million payment from GM for

¹ The Settlement Agreement is attached as Exhibit 1 to Plaintiffs’ Unopposed Motion for Preliminary Approval. *See* ECF No. 222-2. The capitalized terms used in this Memorandum are defined in Section (II) of the Settlement Agreement.

the benefit of the Settlement Class (less costs and attorneys' fees) which will be used to compensate Settlement Class Members who have paid out of pocket ("OOP") for repairs to their trucks related to the alleged CP4 Defect (the "Repair Group"), and those who allegedly overpaid for their vehicles at the point of sale and no longer own their vehicles (the "Former Owner Group"). While the precise amount of OOP payments to each Settlement Class Member is not yet known, Plaintiffs' expert Ted Stockton estimates \$6,356 for each repair, assuming a 50% claims rate. If the claims rate is 25%, Class Members would receive approximately \$12,712 per repair. *See* ECF No. 222-4, Stockton Decl. ¶ 14.

In addition, GM will provide a future limited warranty, for a term of 12 months from the date of Final Approval or until the Class Vehicle reaches 200,000 miles, whichever comes first, to cover 50% of the cost of repair or replacement of a CP4 fuel pump in a Class Vehicle due to a catastrophic fuel pump failure during that term. This is prospective relief that benefits all current truck owners in the Settlement Class and adds value in addition to the \$50 million.

Finally, for Class Members who sold their trucks and did not have OOP expenses for an uncovered repair, they are entitled to compensation under the Settlement Agreement for their alleged overpayment. Assuming a claims range rate of 5-10%, the amount of overpayment compensation would be \$400–\$800 per claimant. *See* ECF No. 222-4, Stockton Decl. ¶ 16.

By any measure, the Class Settlement represents an excellent result. It provides meaningful benefits to the Settlement Class while avoiding the substantial risks and delays of continued litigation.

II. THE REQUESTED FEE AWARD IS FAIR AND REASONABLE AND SHOULD BE APPROVED

A. The requested fee is reasonable under the percentage-of-the-fund method.

Courts strongly encourage negotiated fee awards in class action settlements. *See Hensley v. Eckerhart*, 461 U.S. 424, 437 (1983) (“A request for attorney’s fees should not result in a second major litigation. Ideally, of course, litigants will settle the amount of a fee.”). It is well established that attorneys who create a common fund for the benefit of a class are entitled to compensation for their services “from the fund as a whole.” *See Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980) (“[A] litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney’s fee from the fund as a whole.”). This rule “is based on the equitable notion that those who have benefited from litigation should share in its costs.” *Sutton v. Bernard*, 504 F.3d 688, 691 (7th Cir. 2007) (citation omitted).

Courts in the Sixth Circuit reviewing attorney fee requests in class action settlements have available “two methods for calculating attorney’s fees: the lodestar and the percentage-of-the-fund” methods. *Van Horn v. Nat’l Prop. & Cas. Ins. Co.*,

436 F. App'x 496, 498 (6th Cir. 2011). The percentage-of-the-fund method “is preferred in this district because it eliminates disputes about the reasonableness of rates and hours, conserves judicial resources, and aligns the interests of class counsel and the class members.” *In re Auto. Parts Antitrust Litig.*, 2022 WL 4385345, at *1 (E.D. Mich. Sept. 22, 2022) (collecting cases). The percentage-of-the-fund method also better aligns Class Counsel’s interests with those of the Settlement Class because it bases the fee on the results the lawyers achieve for the class and avoids some of the problems the lodestar crosscheck method can foster (such as encouraging counsel to delay resolution of the case when an early resolution may be in their clients’ best interests). *See Manners v. Am. Gen. Life Ins. Co.*, 1999 WL 33581944, at *29 (M.D. Tenn. Aug. 11, 1999) (noting that the percentage-of-the-fund method provides “a strong incentive to plaintiffs’ counsel to obtain the maximum possible recovery in the shortest time possible under the circumstances”); *N.Y. State Teachers’ Ret. Sys. v. Gen. Motors Co.*, 315 F.R.D. 226, 243 (E.D. Mich. 2016) (explaining that “the ‘percentage of the fund method more accurately reflects the results achieved’” compared to the lodestar-times-multiplier method). And it is also simpler to apply. *See Hillson v. Kelly Servs. Inc.*, 2017 WL 3446596, at *2 (E.D. Mich. Aug. 11, 2017) (stating that “[t]he percentage-of-recovery approach is easy to calculate” and “establishes reasonable expectations on the part of plaintiffs’ attorneys.” (citation omitted)).

The court in *In re Enron Corp. Securities, Derivative & ERISA Litigation*, 586 F. Supp. 2d 732, 747 (S.D. Tex. 2008), cited approvingly to the *Third Circuit Task Force Report on the Selection of Class Counsel*, 208 F.R.D. 340, 421 (2002), which explained that the lodestar method has multiple significant drawbacks, including encouraging lawyers to expend excessive hours, engaging in duplicative and unjustified work, inflating normal billing rates, and creating a disincentive for early settlement of cases. *Id.*

As Judge Edmunds previously held:

The lodestar method should arguably be avoided in situations where such a common fund exists because it does not adequately acknowledge (1) the result achieved or (2) the special skill of the attorney(s) in obtaining that result. Courts and commentators have been skeptical of applying the formula in common fund cases.... [M]any courts have strayed from using lodestar in common fund cases and moved towards the percentage of the fund method which allows for a more accurate approximation of a reasonable award for fees.

In re Cardizem CD Antitrust Litig., 218 F.R.D. 508, 532 (E.D. Mich. 2003) (quoting *Fournier v. PFS Invs., Inc.*, 997 F. Supp. 828, 831-32 (E.D. Mich. 1998)).

For these reasons, the “trend” among district courts of the Sixth Circuit is to use the percentage-of-the-fund method to award fees to class counsel in cases where, as here, the settlement requires the defendant to establish a non-reversionary settlement fund for the class’s benefit. See *In re Delphi Corp. Sec., Derivative & “ERISA” Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008) (noting that “the Sixth

Circuit has observed a ‘trend towards adoption of a percentage of the fund method in [common fund] cases’” (alteration in original)); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 532 (“This Court’s decision to apply the percentage-of-the-fund method is consistent with the majority trend”); *Bowling v. Pfizer*, 922 F. Supp. 1261, 1278-79 (S.D. Ohio 1996) (noting that the preferred method in common fund cases has been to award a reasonable percentage of the fund), *aff’d*, 102 F.3d 777 (6th Cir. 1996); *In re Se. Milk Antitrust Litig.*, 2013 WL 2155387, at *2 (E.D. Tenn. May 17, 2013) (finding the percentage-of-the-fund approach appropriate where “a substantial common fund has been established for the benefit of class members through the efforts of class counsel”).

Under the percentage-of-the-fund method, the requested fee of \$15,000,000 (30% of the Settlement Fund) is reasonable and appropriate. The Settlement Agreement itself contemplates a fee award using the percentage-of-the-fund method, stating that Class Counsel may seek an award of Attorney’s Fees “not to exceed 30% of the Settlement Fund.” *See* Class Settlement Agreement, ECF No. 222-1, ¶ 6.1 (providing that Class Counsel may petition the Court for a fee award of up to \$15,000,000.00 from the Class Settlement Fund).

A fee request of 30% is well within the range approved in the Sixth Circuit: courts in this District and others within the Sixth Circuit commonly award class counsel 30-35% (or more) in attorney’s fees. *See Daoust v. Maru Rest., LLC*, 2019

WL 2866490, at *5 (E.D. Mich. July 3, 2019) (awarding attorney fees constituting one-third of the settlement fund); *Pratt v. KSE Sportsman Media, Inc.*, 2024 WL 113755, at *1 (E.D. Mich. Jan. 10, 2024) (awarding 35% of common fund for attorney's fees); Final J. & Order of Dismissal with Prejudice at 8-9, *Schreiber v. Mayo Found. for Med. Educ. & Rsch.*, No. 2:22-cv-188 (W.D. Mich. May 29, 2024), ECF 79 (approving 35% fee award totaling \$18,375,000); *Moeller v. The Week Publ'ns, Inc.*, 2023 WL 6628014 (E.D. Mich. Oct. 11, 2023) (one-third attorney fee approved); *Zilinsky v. LeafFilter North, LLC*, 2023 WL 2696554 at *6-7 (S.D. Ohio. Mar. 29, 2023) (same); *Thomsen v. Morley Co., Inc.*, 2023 WL 3437802, at *2 (E.D. Mich. May 12, 2023) (same); *Martin v. Trott Law, P.C.*, 2018 WL 4679626, at *6 (E.D. Mich. Sept. 28, 2018) (same); *Sheean v. Convergent Outsourcing, Inc.*, 2019 WL 6039921, at *3 (E.D. Mich. Nov. 14, 2019) (same). As the preceding examples show, the 30% fee award sought here is well in line with awards granted in cases of similar size and complexity and with common settlement funds of a similar size.

Class Counsel's supporting declarations include details on the work performed in prosecuting this case, the hours Class Counsel expended, and the specific expenses incurred. *See* Exs. 1-3 (Berman, Hilliard, and Miller Declarations).

B. The *Ramey* Factors Support Class Counsel's Fee Request

In reviewing the reasonableness of a fee request, the Sixth Circuit instructs district courts to consider the following six "*Ramey*" factors:

- 1) the value of the benefit rendered to the [class],
- 2) society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others,
- 3) whether the services were undertaken on a contingent fee basis, 4) the value of the services on an hourly basis,
- 5) the complexity of the litigation, and 6) the professional skill and standing of counsel involved on both sides.

Ramey v. Cincinnati Enquirer, Inc., 508 F.2d 1188, 1194–97 (6th Cir. 1974). Each of the *Ramey* factors confirms that the requested amount is fair and reasonable.

1. Class Counsel secured a valuable benefit for the class in a high-risk case.

“The primary factor in determining a reasonable fee is the result achieved on behalf of the class.” *In re Delphi*, 248 F.R.D. at 503; *Hensley*, 461 U.S. at 436 (“[T]he most critical factor is the degree of success obtained.”); *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 764 (S.D. Ohio 2007) (the benefit of the settlement for the class is “widely regard[ed] . . . as the most important [factor]”).

Here, the Settlement recovers \$50 million on a non-reversionary basis for the benefit of the Settlement Class Members (less fees and expenses), as well as future limited warranty coverage for thousands of Class Vehicles which are all currently out of warranty. Class Counsel submit that the Proposed Settlement is an excellent result for the Settlement Class when considering the risk of continuing to litigate and obtaining a lesser benefit (or no benefit at all). At the time the Parties agreed to settle the Action, Plaintiffs still faced surviving: (1) GM's motion for summary judgment;

(2) GM's Sixth Circuit Petition for Permission to Appeal;² and (3) the difficulties of prevailing at trial. This case involves highly technical issues that could be challenging to clearly frame for a jury. Moreover, as further discussed *infra* § II.B.5, GM has retained highly sophisticated counsel for its defense who have vigorously contested Class Counsel's case at every turn, making a positive outcome anything but certain. Thus, the Settlement provides a meaningful benefit for Settlement Class Members, while avoiding the many complexities, delays, and risks of further litigation.

The value of the Settlement benefits clearly supports the fee request given that the requested amount of \$15,000,000 (which includes over a million dollars in current costs) accounts for only 30% of the common benefit fund. This figure is conservative, because it does not include the value of the extended warranty, which Plaintiffs' expert Ted Stockton valued at \$10-\$12 million. *See* ECF No. 222-4, Stockton Decl. ¶ 14, Table 3. As a result, assuming the true value of the settlement is \$60 million, the \$15 million request is only 25% of the benefit to the class.

To fully appreciate the Settlement Class Counsel achieved, it must also be evaluated in light of the significant procedural and substantive hurdles that Class Representatives and Class Counsel faced from the outset of this complex litigation.

² This Petition was granted on June 27, 2024. *See* Order, *Chapman v. Gen. Motors, LLC*, No. 23-0106 (6th Cir. June 27, 2024).

See Goldberger v. Integrated Res., Inc., 209 F.3d 43, 55 (2d Cir. 2000) (“It is well-established that litigation risk must be measured as of when the case is filed.”); *Goodell v. Charter Commc’ns, LLC*, 2010 WL 3259349, at *1 (W.D. Wis. Aug. 17, 2010) (“The question is not how risky the case looks when it is at an end but how the market would have assessed the risks at the outset.”); *Dick v. Sprint Commc’ns Co. L.P.*, 297 F.R.D. 283, 299 (W.D. Ky. 2014). Class Counsel began their pre-filing investigation in or around August 2018, when there were no other CP4 defect-based class actions being prosecuted whatsoever. Hilliard Decl. ¶ 3. The success of this case depended on Class Counsel extensively researching the CP4 fuel pump defect and obtaining multiple mechanical engineering consulting experts to analyze the defect that is the heart of this case. Even after the first CP4 defect class action was filed against GM in October 2018,³ Class Counsel faced significant hurdles from GM at every turn, including needing to brief four motions to dismiss, two motions for reconsideration, multiple class certification motions, along with myriad other motions across all of the CP4 cases against GM.

In sum, the risks that continued litigation would have posed absent the Settlement—including GM’s pending summary judgment motion and GM’s Sixth Circuit Petition for Permission to Appeal (which was ultimately granted after the

³ *See Berry, et al. v. Robert Bosch GMBH, et al.*, No. 2:18-cv-00318 (S.D. Tex. filed Oct. 1, 2018).

Settlement was reached)—only further underscore the significant value of the relief recovered through the Settlement. *See In re Omnivision Techs.*, 559 F. Supp. 2d 1036, 1046-47 (C.D. Cal. 2008) (“The risk that further litigation might result in Plaintiffs not recovering at all, particularly a case involving complicated legal issues, is a significant factor in the award of fees.”).

Accordingly, the first and most important factor weighs heavily in favor of approving the requested Fee Award.

2. Societal stake in complex consumer litigation

Society has a strong stake in rewarding attorneys who produce the type of benefits achieved by the Settlement. *See In re Cardizem*, 218 F.R.D. at 533; *see also Gascho v. Global Fitness Holdings, LLC*, 822 F.3d 269, 287 (6th Cir. 2016) (“Consumer class actions . . . have value to society . . . as deterrents to unlawful behavior . . . and as private law enforcement regimes that free public sector resources.”).

As the Supreme Court has recognized, without a class action, small claimants individually lack the economic resources to vigorously litigate their rights. *Eisen v. Carlisle & Jacquelin*, 417 U.S. 156, 161 (1974). Thus, when individual class members seek relatively small statutory damages, “[e]conomic reality dictates that [their] suit proceed as a class action or not at all.” *Id.*

Here, approximately 9,439 Class Members have experienced CP4 fuel pump failure and were forced to pay thousands of dollars out of pocket. *See* 6/7/24 Stockton Decl., ECF No. 222-4, PageID.55571. Prior to this class action, these Class Members had little to no recourse against GM, and therefore the alternative to this litigation for these Class Members would have been no recompensation at all, leaving GM's allegedly unlawful conduct unremedied. *See In re Rio Hair Naturalizer Prods. Liab. Litig.*, 1996 WL 780512, at *17 (E.D. Mich. Dec. 20, 1996) (“Without compensation to those who are willing to undertake the inherent complexities and unknowns of consumer class action litigation, enforcement of the federal and state consumer protection laws would be jeopardized.”); *In re Cardizem*, 218 F.R.D. at 534 (“Encouraging qualified counsel to bring inherently difficult and risky but beneficial class actions . . . benefits society.”); *Manners*, 1999 WL 33581944, at *30 (“[A]ttorneys who take on class action matters enabling litigants to pool their claims provide a huge service to the judicial process.”).

Accordingly, the second factor heavily weighs in favor of approving the requested fee award.

3. Counsel took the case on a contingent basis, assuming significant risk of non-payment.

Class Counsel's willingness to undertake this litigation on a contingency basis further supports the reasonableness of the requested Fee Award. *See In re Cardizem*, 218 F.R.D. at 533; *Stanley v. U.S. Steel Co.*, 2009 WL 4646647, at *3 (E.D. Mich.

Dec. 8, 2009) (“Numerous cases recognize that the contingent fee risk is an important factor in determining the fee award.”). Indeed, “[n]o one expects a lawyer whose compensation is contingent upon his success to charge, when successful, as little as he would charge a client who in advance had agreed to pay for his services, regardless of success.” *City of Detroit v. Grinnell Corp.*, 495 F.2d 448, 470 (2d Cir. 1974) (citation omitted).

Class Counsel pursued this action on a purely contingent basis, and as such, invested significant time, effort, money, and other resources without any guarantee of compensation or reimbursement. Berman Decl. ¶ 3; Hilliard Decl. ¶ 3; Miller Decl. ¶ 3. And given the significant litigation risks faced by Plaintiffs and Class Members in this case, as previously discussed (*see supra* § II.B.1), success on the merits was far from certain. *See* Berman Decl. ¶ 3; Hilliard Decl. ¶ 3; Miller Decl. ¶ 3. Cognizant of the risks of nonrecovery and thus nonpayment for their services, Class Counsel nonetheless embarked on a fact-intensive investigation of the CP4 defect, filed the first CP4 defect class action lawsuit against GM in October 2018, and engaged in extensive dispositive motion practice and discovery. Berman Decl. ¶ 4; Hilliard Decl. ¶ 4; Miller Decl. ¶ 4. Class Counsel fronted more than \$1,000,000 in expenses as well as momentous attorney time, despite the significant risk of nonpayment inherent in this case. Berman Decl. ¶¶ 6, 8-9; Hilliard Decl. ¶¶ 5, 7-8; Miller Decl. ¶¶ 5, 7-8.

Simply put, this litigation presented numerous risks of non-recovery to the Settlement Class and thus non-payment to Class Counsel at the outset. The requested fee award, if approved, would reasonably compensate Class Counsel for assuming such risks by embarking on lengthy, time-consuming, and expensive litigation for the Settlement Class's benefit. *See In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19 (E.D. Mich. Dec. 13, 2011) (attorneys who take cases with “a significant risk of nonpayment . . . should be compensated ‘both for services rendered and for the risk of loss or nonpayment assumed by accepting and prosecuting the case’”); *In re Cardinal Health*, 528 F. Supp. 2d at 766 (contingency factor “stands as a proxy for the risk that attorneys will not recover compensation for the work they put into a case”); *see also, e.g., Barnes v. Winking Lizard, Inc.*, 2019 WL 1614822, at *5 (N.D. Ohio Mar. 26, 2019) (“Class Counsel provided representation on a purely contingency fee basis, advancing all litigation costs and receiving no payment unless there was a recovery, and should be compensated for that risk.”); *Kritzer v. Safelite Sols., LLC*, 2012 WL 1945144, at *9 (S.D. Ohio May 30, 2012) (“Plaintiffs’ counsel undertook the risk of not being compensated, a factor that cuts significantly in favor of awarding them a significant fee . . .”).

Accordingly, this factor weighs in favor of approving the requested fee award.

4. The complexity of the litigation supports the requested fee award.

The complexity of the litigation also confirms the reasonableness of the requested fee award. *In re Cardizem*, 218 F.R.D. at 533; *Delphi*, 248 F.R.D. at 504. This case is no exception.

As the Court is aware, this case involved a number of complex and disputed questions of law and fact that placed the ultimate outcome of the case in doubt. Plaintiffs faced significant risks of prevailing on: (1) motions to dismiss; (2) motions for class certification; (3) motions to exclude Plaintiffs' experts; (4) motion for summary judgment; (4) GM's Petition for Permission to Appeal to the Sixth Circuit; and (5) the difficulties of prevailing at trial. Even if Plaintiffs prevailed at all pre-trial stages of the proceedings, Plaintiffs would have still faced significant hurdles in proving liability at trial. In particular, GM would have likely argued that Class Representatives' own "customer abuse" caused their CP4 fuel pumps to fail, and that there is no evidence of a Class-wide defect. GM would have also generally challenged Plaintiffs' damages theory which relied on proving overpayment damages and the cost of repair—values that ultimately hinge upon "a 'battle of experts' ... with no guarantee whom the jury would believe." *In re Cendant Corp. Litig.*, 264 F.3d 201, 239 (3d Cir. 2001).

In short, there is little question that this litigation is extremely complex and involves numerous issues of fact and law to be resolved, which weighs in favor of approving the requested fee award.

5. The parties are both represented by skilled counsel.

The skill of both Class Counsel and Defendant's counsel also validates the reasonableness of the requested fee award. *In re Rio*, 1996 WL 780512, at *18; *In re Delphi*, 248 F.R.D. at 504 (“The quality of opposing counsel also is important to evaluate.”). Class Counsel have significant experience litigating class actions of similar size, scope, and complexity as here. Berman Decl. ¶ 2; Hilliard Decl. ¶ 2; Miller Decl. ¶ 2. Class Counsel also faced highly experienced and skilled defense counsel, who made clear that, but for the Settlement, Defendant would dispute its liability and assert multiple defenses. Berman Decl. ¶ 13. “The ability of [counsel] to negotiate a favorable settlement in the face of formidable legal opposition further evidences the reasonableness of the fee award requested.” *In re Delphi*, 248 F.R.D. at 504. Accordingly, this factor weighs heavily in favor of approving the requested fee award.

6. The value of the legal services provided by Class Counsel far exceeds the lodestar they incurred on the instant matter.

Finally, as discussed above, the percentage-of-the-fund method, not the lodestar method, is the appropriate method for computing a reasonable fee award in this case. Thus, the only potential use for counsel's lodestar in this case would be to

“cross-check” that amount with the fees requested by counsel as a percentage of the fund. Even then, however, courts throughout the Sixth Circuit note that a cross-check of counsel’s lodestar is “not required.” *Arp v. Hohla & Wyss Enters., LLP*, 2020 WL 6498956, at *7 (S.D. Ohio Nov. 5, 2020); *Friske v. Bonnier Corp.*, 2019 WL 5265324, at *1 (E.D. Mich. Oct. 17, 2019); *Love v. Gannett Co. Inc.*, 2021 WL 4352800, at *6 (W.D. Ky. Sept. 24, 2021) (citing *Van Horn*, 436 F. App’x at 501); *Est. of McConnell v. EUBA Corp.*, 2021 WL 1966062, at *6 (S.D. Ohio May 17, 2021).

Indeed, district courts of the Sixth Circuit typically find no need to consider counsel’s lodestar when using the percentage-of-the-fund method to award fees in common-fund class action settlements. *See, e.g., Blasi v. United Debt Servs., LLC*, 2019 WL 6050963, at *9 n.2 (S.D. Ohio Nov. 15, 2019) (“Performing the lodestar cross-check is optional. The Court deems that analysis unnecessary here.”); *Barnes*, 2019 WL 1614822, at *5 (using the percentage of the fund method without considering the lodestar method); *In re Delphi*, 248 F.R.D. at 503 (applying percentage-of-the-fund-method in awarding fees in common-fund settlement, without addressing *Ramey* factor related to “the value of the services on an hourly basis”).

Rather, where the percentage-of-the-fund method is used to compute counsel’s fee, a lodestar cross-check is optional and entirely discretionary. *See Van*

Horn, 436 F. App'x at 501 (finding that district courts have complete discretion when deciding to calculate attorneys' fees based on the percentage-of-the-fund or lodestar methods, and thus a cross-check analysis is optional); *Delphi*, 248 F.R.D. at 503 (applying percentage-of-the-fund method in awarding fees in common-fund settlement, without addressing the *Ramey* factor pertaining to "the value of the services on an hourly basis"); *Fournier*, 997 F. Supp. at 832-33; *Arp*, 2020 WL 6498956, at *7-8. However, if the Court would like to consider Class Counsel's hours and lodestar, that information is found in the attached Declarations. *See* Berman Decl. ¶ 6; Hilliard Decl. ¶ 5; Miller Decl. ¶ 5. The lodestar multiplier is well within or below the range of multipliers commonly awarded in similar cases.⁴

⁴ *See Cardinal Health*, 528 F. Supp. 2d at 767 (approving multiplier of approximately 5.9, and observing that "[m]ost courts agree that the typical lodestar multiplier" on a large class action "ranges from 1.3 to 4.5"); *Bailey v. AK Steel Corp.*, 2008 WL 553764, at **2-3 (S.D. Ohio Feb. 28, 2008) (awarding multiplier of 3.04, noting that "[c]ourts typically . . . increas[e] the lodestar amount by a multiple of several times itself" and identifying a "normal range of between two and five"); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503-04 (E.D. Mich. 2000) (awarding fees amounting to 2.49 multiplier); *Merkner v. AK Steel Corp.*, 2011 WL 13202629, *5 (S.D. Ohio Jan. 10, 2011) (finding a 5.3 multiplier as acceptable and citing cases with multipliers ranging from 4.3 to 8.74); *In re Charter, Inc., Sec. Litig.*, 2005 WL 4045741, *18 (E.D. Mo. June 30, 2005) ("The requested fee . . . equates to a multiplier of 5.61 based on the lodestar to date. This falls within the range of multipliers found reasonable for cross-check purposes by courts in other similar actions, and is fully justified here given the effort required, the hurdles faced and overcome, and the results achieved."); *Di Giacomo v. Plains All Am. Pipeline*, 2001 WL 34633373, at *10-11 (S.D. Fla. Dec.19, 2001) (approving percentage fee that resulted in multiplier of 5.3).

III. THE REQUESTED SERVICE AWARDS ARE FAIR AND REASONABLE AND SHOULD BE APPROVED

First, the Court should approve service awards of \$5,000 to certified Class Representatives Mark Chapman (NY), Kyle McDuffie (IA), Bryan Joyce (PA), Stacy Sizelove (CA), Kevin Lawson (CA), Holly Reasor (FL), Homero Medina (TX), Nathan Howton (IL), Trisha Alliss (IL), Calvin Smith (CA), and Jacqueline Bargstedt (TX). Pursuant to the Settlement Agreement, this amount will be paid directly by GM, and not out of the \$50 million fund. *See* ECF No. 222-2 ¶ 6.2, PageID55494. Service awards are often awarded in common-fund cases in the Sixth Circuit. *Hadix v. Johnson*, 322 F.3d 895, 898 (6th Cir. 2003). The following factors are used in approving such an award: (1) actions to protect the class's interests and if that resulted in a substantial benefit to the class; (2) financial risk the class representative assumed; and (3) time and effort the class representative dedicated. *Lasalle Town Houses Coop Assoc. v. City of Detroit*, 2016 WL 1223354, at *7 (E.D. Mich. Mar. 29, 2016).

In this case, each of the Class Representatives spent considerable time protecting the Settlement Class's interests. Over the last several years, each of these Class Representatives has assisted in Class Counsel's investigation of their claims (and those of other similarly situated persons), aided in drafting the various Complaints in this action, searched for and produced documents and information to their counsel in response to GM's discovery requests, sat for depositions, and

consulted with counsel during the settlement process. *See* Berman Decl. ¶ 12; Hilliard Decl. ¶ 9.

The requested service awards in this case are comparable to the amounts awarded to class representatives in other class actions overseen by this Court. *See, e.g., Daoust*, 2019 WL 2866490, at *5 (Berg, J.) (finding service award of \$5,000 reasonable); *Athan v. U.S. Steel Corp.*, 523 F. Supp. 3d 960, 966 (E.D. Mich. 2021) (Berg, J.) (collecting cases holding same); *Persad v. Ford Motor Co.*, 2021 WL 6198059, at *2 (E.D. Mich. Dec. 30, 2021) (Berg, J.) (awarding aggregate of \$30,000 in service awards to the three plaintiffs for “the time and effort expended in assisting the prosecution of this litigation and the risks incurred by becoming a litigant”); *see also McFarlin v. Word Enterprises, LLC*, 2020 WL 2745300, at *2 (E.D. Mich. May 27, 2020) (approving \$5,000-\$10,000 service awards to class representatives). Accordingly, the requested service awards are fair and reasonable and should be approved.

IV. CLASS COUNSEL’S LITIGATION EXPENSES ARE REASONABLE AND SHOULD BE APPROVED

Class Counsel incurred a total of approximately \$1.4 million in costs and expenses litigating this matter, with another \$815,000 in future costs anticipated from Class Settlement Administration Firm JND. Berman Decl. ¶¶ 9, 11; Hilliard Decl. ¶ 8; Miller Decl. ¶ 8. As is routine in cases such as this one, “class counsel is entitled to reimbursement of all reasonable out-of-pocket litigation expenses and

costs in the prosecution of claims and settlement, including expenses incurred in connection with document production, consulting with experts and consultants, travel and other litigation-related expenses.” *New England Health Care Emps. Pension Fund v. Fruit of the Loom, Inc.*, 234 F.R.D. 627, 634-35 (W.D. Ky. 2006); *see also In re Se. Milk*, 2013 WL 2155387, at *7 (noting “[e]xpense awards are customary” in common fund cases).

Here, Class Counsel’s expenses were necessary for the prosecution of the litigation and primarily consisted of the cost of Plaintiffs’ independent experts who conducted a detailed analysis of the CP4 defect and conducted class-wide damages analyses. The other costs are typical of those incurred in any complex automotive litigation, and include the costs of legal research, depositions, vehicle inspections, database management, and similar expenses.

V. CONCLUSION

Class Counsel respectfully request that the Court award attorneys’ fees, costs, and expenses in the amount of \$15,000,000, as well as the proposed awards to Certified Class Representatives of \$5,000 each.

Dated: November 26, 2024

Respectfully Submitted,

/s/ Steve W. Berman

Steve W. Berman
Jerrod C. Patterson
HAGENS BERMAN SOBOL SHAPIRO LLP
1301 Second Avenue, Suite 2000
Seattle, WA 98101
Telephone: (206) 623-7292
steve@hbsslaw.com
jerrodp@hbsslaw.com

Robert C. Hilliard
Lauren A. Akers
Bonnie J. Rickert
HILLIARD LAW
719 S. Shoreline Blvd.
Corpus Christi, TX 78401
Telephone: (361) 882-1612
bobh@hilliard-law.com
lakers@hilliard-law.com
brickert@hilliard-law.com

E. Powell Miller (P39487)
Dennis A. Lienhardt, Jr. (P81118)
THE MILLER LAW FIRM PC
950 W. University Drive, Suite 300
Rochester, MI 48307
Telephone: (248) 841-2200
epm@millerlawpc.com
dal@millerlawpc.com

*Attorneys for Plaintiffs and the Certified
Classes*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on November 26, 2024, the foregoing was electronically filed with the Clerk of Court using the CM/ECF system, which will send notification of such filing to counsel of record.

By: /s/ Steve W. Berman
Steve W. Berman

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

MARK D. CHAPMAN, *et al.*,

Plaintiffs,

v.

GENERAL MOTORS LLC,

Defendant.

Case No. 2:19-cv-12333-TGB-DRG

Hon. Terrence G. Berg
Magistrate Judge David R. Grand

**DECLARATION OF STEVE W. BERMAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR
ATTORNEY'S FEES, EXPENSES, AND INCENTIVE AWARDS**

I, Steve W. Berman, declare as follows:

1. I am the Managing Partner of the law firm Hagens Berman Sobol Shapiro LLP, attorneys for Plaintiffs in the above-captioned action. I submit this declaration in support of Plaintiffs' Unopposed Motion for Attorney's Fees, Expenses, and Incentive Awards, and I could and would competently testify to the matters stated in this Declaration based on my personal knowledge or discussions with counsel in my firm.

2. Hagens Berman has extensive experience prosecuting class action cases, including cases involving claims arising out of alleged automobile defects and deficiencies. Hagens Berman's qualifications, as well as the backgrounds of the

principal attorneys working on this case, were previously filed in this matter. *See* ECF No. 107-6, Page.ID.8239-73.

3. During the pendency of this litigation, my firm carefully coordinated activities with the other Class Counsel firms to avoid engaging in duplicative or unnecessary work. Our firm, in conjunction with the other Class Counsel firms, pursued this action on a purely contingent basis, and as such, invested significant time, effort, money, and other resources without any guarantee of compensation or reimbursement. Given the significant litigation risks faced by Plaintiffs and Class Members in this case, success on the merits was far from certain.

4. During the litigation, Hagens Berman, in conjunction and coordination with the other Class Counsel firms, performed work that was essential to the successful prosecution and settlement of this matter, including but not limited to:

- a. Legal analysis of the claims;
- b. Preparation of the original and amended complaints in this matter;
- c. Drafting legal briefs and memoranda, including papers in opposition to Defendant's motions to dismiss Plaintiffs' claims under Rule 12(b)(6);

- d. Retaining and working with experts to assist in the investigation of the claims and potential claims in this matter, and the nature and extent of possible damages;
- e. Engaging in settlement-related discovery with the Defendant in this matter, including gathering and producing documents and information from the named Plaintiffs, and reviewing and analyzing documents and information produced by Defendant for purposes of settlement negotiations;
- f. Drafting mediation statements, communicating with mediators, participating in multiple mediation sessions, and engaging in extensive arms-length negotiations with counsel for the Defendant leading to the proposed settlement of the claims in this matter;
- g. Preparation of motions and supporting papers seeking approval of the proposed settlement of this matter;
- h. Communicating regularly with Plaintiffs and class members; and
- i. Preparation of the class notice, and coordinating with the Settlement Administrator to disseminate Class Notice in accordance with the Court's instructions.

5. For nearly six years, Class Counsel has spent thousands of hours:

- (i) researching and honing in on the mechanics of the CP4 fuel pump defect;
- (ii) consulting with mechanical engineering and economic damages experts in connection with proving the defect on a class-wide basis;
- (iii) engaging in extensive fact discovery, including exchanging more than 145 sets of discovery requests and responses, producing and reviewing more than 44,500 discovery documents, and participating in at least 30 depositions;
- (iv) engaging in extensive expert discovery, including producing and/or analyzing 21 total expert reports totaling more than 870 substantive pages in length;
- (v) engaging in at least 20 rounds of motion practice;
- and (vi) engaging in multiple mediation sessions under the supervision of experienced mediator Tom McNeil.

6. As summarized below, Hagens Berman has devoted 3,134.60 hours to date to the prosecution and resolution of this matter, resulting in a lodestar of \$2,316,010, calculated based on Hagen's Berman's current hourly rates, which range from (i) \$700 to \$1,350 per hour for Partners and Of Counsel attorneys; (ii) \$500 per hour for staff attorneys; and (iii) \$350 to \$425 per hour for paralegals. The totals are as follows:

ATTORNEY	STATUS	CURRENT HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
Steve Berman	Partner	\$1,350.00	221.70	\$299,295.00
Elaine Byszewski	Partner	\$1,100.00	6.00	\$6,600.00
Craig Spiegel	Partner	\$975.00	177.60	\$173,160.00
Sean Matt	Partner	\$975.00	267.10	\$260,422.50
Chris O'Hara	Partner	\$800.00	118.40	\$94,720.00
Jerrod Patterson	Partner	\$800.00	1064.00	\$851,200.00
Christopher Pitoun	Partner	\$700.00	1.10	\$770.00
Kevin Green	Of Counsel	\$875.00	61.30	\$53,637.50
Shelby Smith	Of Counsel	\$650.00	57.50	\$37,375.00
Sophia Chao	Staff Attorney	\$500.00	659.20	\$329,600.00
Jay Mitchell	Staff Attorney	\$500.00	124.20	\$62,100.00
		ATTORNEY TOTAL	2758.10	\$2,168,880.00
PROFESSIONAL STAFF	STATUS	CURRENT HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
Carrie Flexer	Paralegal	\$425.00	25.00	\$10,625.00
Nicolle Huerta	Paralegal	\$400.00	1.80	\$720.00
Jennifer Conte	Paralegal	\$400.00	7.40	\$2,960.00
Joseph Salonga	Paralegal	\$400.00	260.40	\$104,160.00
Shelby Taylor	Paralegal	\$350.00	76.00	\$26,600.00
Radha Kerzan	Paralegal	\$350.00	5.90	\$2,065.00
		PARALEGAL TOTAL	376.50	\$147,130.00
		GRAND TOTAL	3134.60	\$2,316,010.00

7. Hagens Berman regularly prepared and maintained files contemporaneously documenting time spent, including the tasks performed. Supporting records are available at the request of the Court for review in camera.

8. Hagens Berman advanced expenses in prosecuting this litigation. They are the type of expenses typically billed by attorneys to paying clients in the marketplace and include costs incurred for research, filing fees, expert fees, mediation fees, and travel expenses. All of these expenses were reasonable and necessary for the prosecution of this litigation. Supporting records are available at the request of the Court for review in camera.

9. The expenses incurred and paid by Hagens Berman in the prosecution of this litigation are summarized as follows:

DESCRIPTION OF COST	COST INCURRED
Expert fees	\$501,673
Document review vendor fees	\$37,500
Court reporter services	\$6,726
Mediation services	\$7,560
<u>TOTAL</u>	<u>\$553,459</u>

10. In addition, the Gibbs Law Group incurred a lodestar of \$422,882 and expenses of \$9,539. Class Counsel have further agreed to pay additional counsel who represented individual plaintiffs a total of \$210,048.

11. The JND claims administration firm estimates that it will incur about \$815,000 in future costs to administer the settlement fund.

12. Over the last several years, Class Representatives Nathan Howton, Trisha Alliss, Calvin Smith, and Jacqueline Bargstedt have assisted in Class Counsel's investigation of their claims (and those of other similarly situated persons), aided in drafting the various Complaints in this action, searched for and produced documents and information to their counsel in response to GM's discovery requests, sat for depositions, and consulted with counsel during the settlement process.

13. In addition, Class Counsel faced highly experienced and skilled defense counsel, who made clear that, but for the Settlement, Defendant would dispute its liability and assert multiple defenses.

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

DATED: November 26, 2024
at Seattle, Washington

/s/ Steve W. Berman
STEVE W. BERMAN

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

MARK D. CHAPMAN, *et al.*,

Plaintiffs,

v.

GENERAL MOTORS LLC,

Defendant.

Case No. 2:19-cv-12333-TGB-DRG

Hon. Terrence G. Berg
Magistrate Judge David R. Grand

**DECLARATION OF ROBERT C. HILLIARD IN SUPPORT OF
PLAINTIFFS' MOTION FOR ATTORNEY'S FEES,
EXPENSES, AND INCENTIVE AWARDS**

I, Robert C. Hilliard, declare as follows:

1. I am the founding partner of the law firm Hilliard Law, f/k/a Hilliard Martinez Gonzales LLP, attorneys for Plaintiffs in the above-captioned action. I submit this declaration in support of Plaintiffs' Unopposed Motion for Attorney's Fees, Expenses, and Incentive Awards, and I could and would competently testify to the matters stated in this Declaration based on my personal knowledge or discussions with counsel in my firm.

2. Hilliard Law has extensive experience prosecuting mass tort and class action cases, including cases involving claims arising out of alleged automobile defects and deficiencies. Hilliard Law's qualifications, as well as the backgrounds

of the principal attorneys working on this case were previously filed in this matter. *See* ECF No. 112-24, Page.ID.33723-33734.

3. My firm began its pre-filing investigation in or around August 2018, when there were no other CP4 defect-based class actions being prosecuted whatsoever. During the pendency of this litigation, my firm carefully coordinated activities with the other Class Counsel firms to avoid engaging in duplicative or unnecessary work. Our firm, in conjunction with the other Class Counsel firms, pursued this action on a purely contingent basis, and as such, invested significant time, effort, money, and other resources without any guarantee of compensation or reimbursement. Given the significant litigation risks faced by Plaintiffs and Class Members in this case, success on the merits was far from certain.

4. During the litigation, Hilliard Law, in conjunction and coordination with the other Class Counsel firms, performed work that was essential to the successful prosecution and settlement of this matter, including but not limited to:

- a. Fact-specific research into the CP4 fuel pump defect;
- b. Legal analysis of the claims;
- c. Preparation of the original and amended complaints in this matter;

- d. Drafting legal briefs and memoranda, including papers in opposition to Defendants' motions to dismiss Plaintiffs' claims under Rule 12(b)(6);
- e. Retaining and working with experts to assist in the investigation of the claims and potential claims in this matter, and the nature and extent of possible damages;
- f. Engaging in settlement-related discovery with the defendant in this matter, including gathering and producing documents and information from the named Plaintiffs, and reviewing and analyzing documents and information produced by defendant for purposes of settlement negotiations;
- g. Drafting mediation statements, communicating with the mediator in this case, participating in multiple mediation sessions, and engaging in extensive arms-length negotiations with counsel for Defendant leading to the proposed settlement of the claims in this matter;
- h. Preparation of motions and supporting papers seeking approval of the proposed settlement of this matter;
- i. Communicating regularly with Plaintiffs and class members; and

- j. Preparation of the class notice, and coordinating with the Settlement Administrator to disseminate Class Notice in accordance with the Court's instructions.

5. As summarized below, Hilliard Law has devoted approximately 5,270.4 hours through June 30, 2024 to the prosecution and resolution of this matter, resulting in a lodestar of \$3,713,815.00, calculated based on Hilliard Law's hourly rates, which range from (i) \$700 to \$1,000 per hour for Partners and Of Counsel attorneys; (ii) \$450 to \$500 an hour for staff attorneys; and (iii) \$150 to \$300 per hour for paralegals and other legal staff. The totals are as follows:

ATTORNEY	STATUS	HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
Lauren Akers	Of Counsel	\$700.00	3,135.1	\$2,194,570.00
Robert C. Hilliard	Partner	\$1,000.00	132.9	\$132,900.00
Brad Klager	Of Counsel	\$850.00	19.6	\$16,660.00
Emily McDaniel	Staff Attorney	\$500.00	8.6	\$4,300.00
Robert Perkins	Of Counsel	\$800.00	10.0	\$8,000.00
Marion Reilly	Partner	\$700.00	12.2	\$8,540.00
Bonnie J. Rickert	Of Counsel	\$800.00	1,534.4	\$1,227,520.00
Gabrielle Sisco	Staff Attorney	\$450.00	43.1	\$19,395.00
		ATTORNEY TOTAL	4,895.9	\$3,611,885.00
PROFESSIONAL STAFF	STATUS	HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
Forrest Blackwelder-Baggett	Legal Assistant	\$300.00	260.0	\$78,000.00
Eric Reyna	Paralegal	\$300.00	12.3	\$3,690.00
Christina Torres	Legal Secretary	\$150.00	53.1	\$7,965.00
Rachel Vander-Plaats	Paralegal	\$250.00	49.1	\$12,275.00
		LEGAL STAFF TOTAL	374.5	\$101,930.00
		GRAND TOTAL	5,270.4	\$3,713,815.00

6. Hilliard Law regularly prepared and maintained files contemporaneously documenting time spent, including the tasks performed.

Because several of Hilliard Law's time entries relate to multiple CP4 OEM defendants (*e.g.*, entries that reflect time spent during the infancy of the CP4 fuel pump class actions against multiple OEM defendants circa 2018, or entries that relate to overlapping CP4 cases, *e.g.*, Class Counsel's JPML efforts circa 2019), Hilliard Law has audited and divided any such entries accordingly to reflect an accurate *pro rata* share of the time spent. Supporting records are available at the request of the Court for review in camera.

7. Hilliard Law advanced extensive expenses in prosecuting this litigation. They are the type of expenses typically billed by attorneys to paying clients in the marketplace and include costs incurred for research, filing fees, expert fees, mediation fees, and travel expenses. All of these expenses were reasonable and necessary for the prosecution of this litigation, and total approximately \$475,973.11. Supporting records are available at the request of the Court for review in camera.

8. The expenses incurred and paid by Hilliard Law in the prosecution of this litigation are summarized as follows:

DESCRIPTION OF COST	COST INCURRED
Expert fees and costs	\$385,700.51
Court reporter/process server fees	\$68,837.56
Travel/meal expenses	\$9,906.52
E-discovery costs	\$11,528.52
TOTAL	\$475,973.11

9. Class Representatives Chapman, McDuffie, Joyce, Sizelove, Lawson, Reasor, and Medina spent considerable time protecting the Settlement Class's interests throughout the course of this litigation. Specifically, these Class Representatives have assisted in Class Counsel's investigation of their claims (and those of other similarly situated persons), aided in drafting the various Complaints in this action, searched for and produced documents and information to their counsel in response to GM's discovery requests, sat for depositions, and consulted with counsel during the settlement process.

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

DATED: November 26, 2024
in Corpus Christi, Texas

/s/ Robert C. Hilliard
ROBERT C. HILLIARD

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

MARK D. CHAPMAN, *et al.*,

Plaintiffs,

v.

GENERAL MOTORS LLC,

Defendant.

Case No. 2:19-cv-12333-TGB-DRG

Hon. Terrence G. Berg
Magistrate Judge David R. Grand

**DECLARATION OF E. POWELL MILLER IN SUPPORT OF
PLAINTIFFS' MOTION FOR
ATTORNEY'S FEES, EXPENSES, AND INCENTIVE AWARDS**

I, E. Powell Miller, declare as follows:

1. I am the Founder and Managing Partner of The Miller Law Firm, P.C., attorneys for Plaintiffs in the above-captioned action. I submit this declaration in support of Plaintiffs' Unopposed Motion for Attorney's Fees, Expenses, and Incentive Awards, and I could and would competently testify to the matters stated in this Declaration based on my personal knowledge or discussions with counsel in my firm.

2. Miller Law has extensive experience prosecuting class action cases, including cases involving claims arising out of alleged automobile defects and deficiencies. *See* Ex. A (Miller Law resume).

3. During the pendency of this litigation, my firm carefully coordinated activities with the other Class Counsel firms to avoid engaging in duplicative or unnecessary work. Our firm, in conjunction with the other Class Counsel firms, pursued this action on a purely contingent basis, and as such, invested significant time, effort, money, and other resources without any guarantee of compensation or reimbursement. Given the significant litigation risks faced by Plaintiffs and Class Members in this case, success on the merits was far from certain.

4. During the litigation, Miller Law, in conjunction and coordination with the other Class Counsel firms, performed work that was essential to the successful prosecution and settlement of this matter, including but not limited to:

- a. Legal analysis of the claims;
- b. Preparation of the original and amended complaints in this matter;
- c. Drafting legal briefs and memoranda, including papers in opposition to Defendants' motions to dismiss Plaintiffs' claims under Rule 12(b)(6);
- d. Retaining and working with experts to assist in the investigation of the claims and potential claims in this matter, and the nature and extent of possible damages;
- e. Engaging in settlement-related discovery with the defendants in

this matter, including gathering and producing documents and information from the named Plaintiffs, and reviewing and analyzing documents and information produced by defendants for purposes of settlement negotiations;

- f. Preparation of motions and supporting papers seeking approval of the proposed settlement of this matter; and
- g. Communicating regularly with Plaintiffs and class members.

5. As summarized below, Miller Law has devoted 917.6 hours to date to the prosecution and resolution of this matter, resulting in a lodestar of \$581,238.50 calculated based on Miller Law's currently hourly rates, which range from (i) \$750 to \$1,050 per hour for Partners; (ii) \$385 to \$675 an hour for associate attorneys; and (iii) \$295 per hour for paralegals. The totals are as follows:

ATTORNEY	STATUS	CURRENT HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
E. Powell Miller	Partner	\$1,050.00	50	\$52,500.00
Sharon Almonrode	Partner	\$995.00	112	\$111,440.00
Martha Olijnyk	Partner	\$925.00	2	\$1,850.00
Emily Hughes	Partner	\$875.00	46.9	\$41,037.50
Dennis Lienhart	Partner	\$750.00	142.7	\$107,025.00
Rick Decker	Associate	\$675.00	9.6	\$6,480.00
Dana Fraser	Associate	\$575.00	5.7	\$3,277.50
Kiefer Cox	Associate	\$485.00	68.4	\$33,174.00
William Kalas	Associate	\$465.00	12	\$5,580.00
Lawrence McNair	Associate	\$425.00	455.6	\$193,630.00
Matt Henri	Associate	\$385.00	8.3	\$3,195.50
Monica Smith	Associate	\$385.00	4.4	\$1,694.00
		ATTORNEY TOTAL	917.6	\$560,883.50
PROFESSIONAL STAFF	STATUS	CURRENT HOURLY RATE	TOTAL HOURS	LODESTAR AT CURRENT RATES
Amy A. Davis	Paralegal	\$295.00	7.7	\$2,271.50
Licia Bates	Paralegal	\$295.00	51.9	\$15,310.50
Danelle Vanderbeke	Paralegal	\$295.00	9.4	\$2,773.00
		PARALEGAL TOTAL	69	\$20,355.00
		GRAND TOTAL	986.6	\$581,238.50

6. Miller Law regularly prepared and maintained files contemporaneously documenting time spent, including the tasks performed. Supporting records are available at the request of the Court for review in camera.

7. Miller Law advanced expenses in prosecuting this litigation. They are the type of expenses typically billed by attorneys to paying clients in the marketplace and include costs incurred for research, transcripts, copying, and mail. All of these expenses were reasonable and necessary for the prosecution of this litigation. Supporting records are available at the request of the Court for review in camera.

8. The expenses incurred and paid by Miller Law in the prosecution of this litigation are summarized as follows:

DESCRIPTION OF COST	COST INCURRED
Copying Charges	\$1,336.75
Overnight Mail Services	\$176.12
Transcript Costs	\$311.00
Westlaw-database research	\$181.73
Total:	\$2,005.60

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

DATED: November 26, 2024
at Rochester, Michigan

/s/ E. Powell Miller
E. POWELL MILLER

Exhibit A

THE MILLER LAW FIRM

A Professional Corporation

**950 W. University Dr., Ste. 300
Rochester, MI 48307
(248) 841-2200**

www.millerlawpc.com

THE MILLER LAW FIRM, P.C. | FIRM RESUME

The Miller Law Firm, P.C. (the “Firm”) is one of the premier litigation law firms in the United States and Michigan’s leading class action firm. A recognized leader in the area of complex commercial litigation, the Firm is ranked Tier 1 in Detroit by *U.S. News-Best Lawyers* “Best Law Firms” for commercial litigation. Since the Firm’s founding in 1993, the Firm has developed a national reputation for successfully prosecuting securities fraud and consumer class actions on behalf of its clients. As Lead Counsel or Co-Lead Counsel appointed by judges throughout the United States in some of the country’s largest and most complex cases, the Firm has achieved over \$3 billion in settlements, recoveries and/or verdicts on behalf of injured class members.

Highlights of Results Obtained

- 2024 *Pratt v. KSE Sportsman Media, Inc.*
(United States District Court, Eastern District of Michigan)
(Case No. 1:21-cv-11404) (Class Counsel)
- Result: \$9.5 million settlement
- 2023 *Cooper (nee Zimmerman) v. The 3M Company and Wolverine*
(United States District Court, Western District of Michigan)
(Case No. 1:17-cv-01062) (Co-Lead Counsel)
- Result: \$54 million settlement
- Reynolds v. FCA*
(United States District Court, Eastern District of Michigan)
(Case No. 2:19-cv-11745) (Co-Lead Counsel)
- Result: Over \$30 million settlement value
- Kain v. The Economist Newspaper NA, Inc.*
(United States District Court, Eastern District of Michigan)
(Case No. 4:21-cv-11807) (Co-Lead Counsel)
- Result: \$9.5 million settlement
- Ketover v. Kiplinger Washington Editors, Inc.*
(United States District Court, Eastern District of Michigan)
(Case No. 1:21-cv-12987) (E. Powell Miller, Phil Fraietta, Joe Marchese, Frank Hedin)
- Result: \$6.8 million settlement

Moeller v. The Week Publications, Inc.

(United States District Court, Eastern District of Michigan)
(Case No. 1:22-cv-10666) (E. Powell Miller, Phil Fraietta, Joe Marchese, Frank Hedin)

Result: \$5.1 million settlement

Thomsen v. Morley

(United States District Court, Eastern District of Michigan)
(Case No. 1:22-cv-10271) (Plaintiffs' Executive Committee)

Result: \$4.3 million settlement

2022

In re; National Prescription Opiate Litigation (CVS, Walgreens and Walmart retail pharmacy and two manufacturers Allergan and Teva)

(United States District Court, Northern District Ohio, MDL Court)
(Case No. 1:17-md-2804) (Represented several Michigan counties who were parties to and benefited from the global settlement)

Result: \$18.5 billion global settlement plus Narcan or additional cash from Teva

In re EpiPen (Epinephrine Injection, USP) Marketing, Sales Practices and Antitrust Litig.,

(United States District Court, District of Kansas)
(Case No. 2:17-md-02785) (Plaintiffs' Steering Committee)

Result: \$609 million in settlements

Wood, et al. v. FCA US LLC

(United States District Court, Eastern District of Michigan)
(Case No. 5:20-cv-11054) (Co-Lead Counsel)

Result: Over \$108 million settlement value

Persad, et al. v. Ford Motor Company

(United States District Court, Eastern District of Michigan)
(Case No. 2:17-cv-12599) (Co-Lead Counsel)

Result: Over \$42 million settlement value

Loftus v. Outside Integrated Media, LLC

(United States District Court, Eastern District of Michigan)
(Case No. 2:21-cv-11809) (Co-Lead Counsel)

Result: Approximately \$1 million settlement

Graham, et al. v. University of Michigan, et al.,
(United States District Court, Eastern District of Michigan)
(Case No. 2:21-cv-11168) (Co-Lead Counsel)

Result: Injunctive relief settlement mandating University reforms to address and prevent sexual misconduct

John Doe MC-1 v. University of Michigan, et. al.
(United States District Court, Eastern District of Michigan)
(Case No. 2:20-cv-10568) (Represented several victims of sexual abuse in private, confidential settlement)

Result: Confidential settlement

2021

In re; National Prescription Opiate Litigation (Distributor and Manufacturer Janssen Pharmaceuticals Settlement)
(United States District Court, Northern District of Ohio, MDL Court)
(Case No. 1:17-md-2804) (Represented several Michigan counties who were parties to and benefited from the global settlement.)

Result: \$26 billion global settlement

Simmons, et al. v. Apple, Inc.
(Superior Court of the State of California, County of Santa Clara)
(Case No. 17CV312251) (Co-Lead Counsel)

Result: \$9.75 million settlement

Dougherty v Esperion Therapeutics, Inc., et. Al.
(United States District Court, Eastern District of Michigan)
(Case No. 2:16-cv-10089) (Local Counsel)

Result: \$18.25 million settlement

In re Broiler Chicken Antitrust Litigation
(United States District Court, Northern District of Illinois, Eastern Division) (Case No. 1:16-cv-08637)

Result: \$93.5 million in settlements in 2021

2020

In re Resistors Antitrust Litigation
(United States District Court, Northern District of California)
(Case No. 3:15-cv-03820) (Informal member of Steering Committee)

Result: \$33.4 million in settlements in 2020

In re Capacitors Antitrust Litigation

(United States District Court, Northern District of California)
(Case No. 03:17-md-02801) (Informal member of Steering
Committee)

Result: \$30.95 million in settlements in 2020

2019 *Carl Palazzolo, et al. Fiat Chrysler Automobiles N.V., et al.*
(United States District Court, Eastern District of Michigan)
(Case No. 16-cv-12803) (Co-Lead Counsel)

Result: \$14.75 million settlement

Zimmerman v. Diplomat Pharmacy, Inc., et al.
(United States District Court, Eastern District of Michigan)
(Case No. 2:16-cv-14005) (Liaison Counsel)

Result: \$14.1 million settlement

2018 *In re Freight Forwarders Antitrust Litigation*
(United States District Court, Eastern District of New York)
(Case No. 08-cv-00042) (Counsel for Class Representative)

Result: \$1 billion settlement

2017 *Foster v. L3 Communications, EO Tech*
(United States District Court, Western District of Missouri)
(Case No. 15-cv-03519) (Co-Lead Counsel)

Result: \$51 million settlement (100% recovery)

2016 *In re Automotive Parts Antitrust Litigation*
(United States District Court, Eastern District of Michigan)
(Case No. 12-md-02311) (Liaison Counsel)

Result: Over \$1 billion in settlements

*GM Securities Class Action/New York Teachers Retirement System v.
General Motors Company*
(United States District Court, Eastern District of Michigan)
(Case No. 4:14-cv-11191) (Local Counsel)

Result: \$300 million settlement

ERISA Class Action/Davidson v. Henkel Corporation
(United States District Court, Eastern District of Michigan)
(Case No. 12-cv-14103) (Lead Counsel)

Result: \$3.35 million settlement (100% Recovery for 41 member class)

Pat Cason-Merenda and Jeffrey A. Suhre v. VHS of Michigan, Inc., dba Detroit Medical Center (Antitrust)
(United States District Court, Eastern District of Michigan)
(Case No. 2:06-cv-15601) (Special Trial Counsel)

Result: \$42 million settlement

2015 *In re AIG 2008 Securities Litigation*
(United States District Court, Southern District of New York)
(Case No. 08-cv-04772) (Co-Lead Counsel)

Result: \$970.5 million settlement

2014 *City of Farmington Hills Employees Retirement System v. Wells Fargo Bank, N.A.*
(United States District Court, District of Minnesota)
(Case No. 10-cv-04372) (Co-Lead Counsel and Primary Trial Counsel)

Result: \$62.5 million settlement

The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan
(United States District Court, Eastern District of Michigan)
(Case No. 2:10-cv-14360) (Co-Lead Counsel)

Result: \$30 million settlement

In re Refrigerant Compressors Antitrust Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 09-md-02042) (Co-Lead Counsel)

Result: \$30 million settlement

2013 *The Board of Trustees of the City of Birmingham Employees et. al. v. Comerica Bank et. al.*
(United States District Court, Eastern District of Michigan)
(Case No. 2:09-13201) (Co-Lead Counsel)

Result: \$11 million settlement

In Re Caraco Pharmaceutical Laboratories, Ltd. Securities Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 2:09-cv-12830) (Co-Lead Counsel)

Result: \$2.975 million settlement

In Re TechTeam Global Inc. Shareholder Litigation
(Oakland County Circuit Court, State of Michigan)
(Case No. 10-114863-CB) (Liaison Counsel)

Result: \$1.775 million settlement

General Retirement System of the City of Detroit and Police and Fire Retirement System of the City of Detroit vs. UBS Securities, LLC (Structured Investment Vehicle)
(United States District Court, Eastern District of Michigan)
(Case No. 2:10-cv-13920) (Lead Counsel)

Result: Confidential settlement

2010 *Epstein, et al. v. Heartland Industrial Partners, L.P., et al.*
(United States District Court, Eastern District of Michigan)
(Case No. 2:06-CV-13555) (Substantial role)

Result: \$12.2 million settlement

In Re Skilled Healthcare Group, Inc. Securities Litigation
(United States District Court, Central District of California)
(Case No. 09-5416) (Substantial role)

Result: \$3 million settlement

2009 *In Re Proquest Company Securities Litigation*
(United States District Court, Eastern District of Michigan)
(Case No. 4:06-CV-11579) (Substantial role; argued Motion to Dismiss)

Result: \$20 million settlement

In Re Collins & Aikman Corporation Securities Litigation
(United States District Court, Eastern District Michigan)
(Case No. 03-CV-71173) (Substantial role)

Result: \$10.8 million settlement

In re IT Group Securities Litigation
(United States District Court, Western District of Pennsylvania)
(Civil Action No. 03-288) (Co-Lead Counsel)

Result: \$3.4 million settlement

2008 *In re Mercury Interactive Securities Litigation*
(United States District Court, Northern District of California)
(Civil Action No. 03:05-CV-3395-JF) (Substantial role)

Result: \$117 million settlement

In Re General Motors Corporation Securities and Derivative Litigation
(United States District Court, Eastern District of Michigan)
(Master Case No. 06-MD-1749) (Co-Lead Counsel)

Status: Obtained major corporate governance reforms to address accounting deficiencies

2007

Wong v. T-Mobile USA, Inc.
(United States District Court, Eastern District of Michigan)
(Case No. 05-CV-73922) (Co-Lead)

Result: Settlement for 100% of damages

In re CMS Energy Corporation Securities Litigation
(United States District Court, Eastern District Michigan)
(Master File No. 2:02 CV 72004) (Substantial role)

Result: \$200 million settlement

2005

In re Comerica Securities Fraud Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 2:02-CV-60233) (Substantial role)

Result: \$21 million in total settlements

Street v. Siemens
(Philadelphia State Court)
(Case No. 03-885) (Co-Lead Counsel)

Result: \$14.4 million (100% recovery)

Redmer v. Tournament Players Club of Michigan
(Wayne County Circuit Court) (Case No. 02-224481-CK) (Co-Lead)

Result: \$3.1 million settlement

2004

Passucci v. Airtouch Communications, Inc.
(Wayne County Circuit Court) (Case No. 01-131048-CP) (Co-Lead)

Result: Estimated settlement value between \$30.9 and \$40.3 million

Johnson v. National Western Life Insurance
(Oakland County Circuit Court)
(Case No. 01-032012-CP) (Substantial role)

Result: \$10.7 million settlement

2003

Felts v. Starlight

(United States District Court, Eastern District Michigan)
(Case No. 01-71539) (Co-Lead)

Result: Starlight agrees to stop selling ephedrine as an ingredient in its weight loss dietary supplement product

In re Lason Securities Litigation

(United States District Court, Eastern District Michigan)
(Case No. 99-CV-76079) (Co-Lead)

Result: \$12.68 million settlement

2001

Mario Gasperoni, et al. v. Metabolife International, Inc.

(United States District Court, Eastern District Michigan)
(Case No. 00-71255) (Co-Lead)

Result: Nationwide settlement approved mandating changes in advertising and labeling on millions of bottles of dietary supplement, plus approximately \$8.5 million in benefits

1999

Pop v. Art Van Furniture and Alexander Hamilton Insurance Company

(Wayne County Circuit Court) (Case No. 97-722003-CP) (Co-Lead)

Result: Changes in sales practices and \$9 million in merchandise.

Schroff v. Bombardier

(United States District Court, Eastern District Michigan)
(Case No. 99-70327) (Co-Lead)

Result: Recall of more than 20,000 defective Seadoos throughout North America; repair of defect to reduce water ingestion problem; extended warranties; and approximately \$4 million in merchandise.

In re National Techteam Securities Litigation

(United States District Court, Eastern District Michigan)
(Master File No. 97-74587) (Substantial role)

Result: \$11 million settlement

In Re F&M Distributors, Inc., Securities Litigation

(United States District Court, Eastern District Michigan)
(Case No. 95-CV-71778-DT) (Minor role)

Result: \$20 million settlement

1998 *In Re Michigan National Corporation Securities Litigation*
(United States District Court, Eastern District Michigan)
(Case No 95 CV 70647 DT) (Substantial role)

Result: \$13.3 million settlement

1995 *In re Intel Pentium Processor Litigation*
(Superior Court, Santa Clara County, California) (Master File No. 745729)
(Substantial role)

Result: Intel agreed to replace millions of defective Pentium chips on demand
without any cost to consumers

SELECTED RESUMES



248-841-2200 | WWW.MILLER.LAW

ROCHESTER
950 W. UNIVERSITY DR.
SUITE 300
ROCHESTER, MI 48307

DETROIT
211 WEST FORT STREET
SUITE 705
DETROIT, MI 48226

E. POWELL MILLER, PARTNER

✉ EPM@millerlawpc.com



Powell Miller has been recognized as Michigan’s number one ranked attorney by Super Lawyers Magazine for 2020. He has also been named one of the Top 10 lawyers in Michigan for sixteen consecutive years, from 2009-2024, by Super Lawyers Magazine, and in 2010, 2015, 2019, 2020, and 2024 he was the recipient of the Best Lawyers – Lawyer of the Year in the category of Bet-The-Company Litigation. In 2017, Mr. Miller was the recipient of the Judge Friedman and Cook Civility Award, which is awarded to only one lawyer each year. In 2024, he received the Professionalism Award from the Oakland County Bar Association. He has been named as one of the Best Lawyers in America every year since 2005. Mr. Miller has earned Martindale-Hubbell’s highest rating, AV[®] Preeminent[™] 5/5.0 for legal ethics and ability and a 10/10 from AVVO a public rating system. Mr. Miller is also ranked as only one of nine in Michigan to receive the highest Band 1 rating by Chambers USA, describing Mr. Miller as a “Superb trial lawyer” who “routinely acts for high-profile clients based across the [United] states.”

Mr. Miller focuses his practice on all aspects of litigation. He has been retained by many Fortune 500 and other clients to represent them in litigation throughout the United States, including in Michigan, New York, New Jersey, Pennsylvania, Arkansas, Florida, Texas, Kentucky, Ohio, California, Colorado, Indiana, and Illinois.

Mr. Miller recently won an arbitration against Jimmy Johns in the amount of \$4.8 million including a \$1 million attorney fee award. He has never lost a trial, including verdicts in excess of \$5 million, \$10 million and \$23 million. Mr. Miller has also obtained in excess of \$3 billion in settlements. These settlements are regularly among the top ten in Michigan each year, including a high-profile verdict in May, 2016 for 100% liability.

In October, 2019 Mr. Miller defended a consumer goods manufacturer against Plaintiffs asserting complex price discrimination and antitrust claims, and alleging millions of dollars in damages. Following a 3-week trial and seven hours of deliberations, a California jury returned a unanimous verdict in favor of his client, rejecting all of Plaintiffs’ claims.

Mr. Miller has previously served as Co-President of the Detroit Chapter of the Federal Bar Association Antitrust and Securities Committees. He also serves on the Executive Committee for the Wayne State University Law School Board of Visitors and has served a Co-Chair of the American Bar Association Procedures Subcommittee on class actions and multi-district litigation. He lectures regularly on securities litigation at the University of Michigan School of Law. He has also served as an Adjunct Professor at the University of Detroit Law School teaching trial practice. In addition, Mr. Miller regularly speaks at continuing legal education seminars on securities fraud class actions. Mr. Miller also serves as a Master member of The Oakland County Bar Association Inns of Court.

Mr. Miller graduated third in his class from Wayne State University Law School, magna cum laude, in 1986. He was named to the honor society, Order of the Coif, and he was an Editor of the Wayne Law Review. In 1986, Mr.

Miller joined the Detroit law firm of Honigman Miller Schwartz and Cohn, where he was elected partner in 1990. In 1994, he formed his own firm.

Mr. Miller has been recognized as a top debater in the United States. He won first place at the Harvard University National Debate Tournament as a freshman at Georgetown University. He also represented Georgetown in a special international debating exhibition against the Oxford Debating Union of Great Britain.

Mr. Miller is a proud supporter of the Detroit Urban Debate League, a nonprofit that supports the creation of debate programs in under-served high schools; the University of Detroit Jesuit High School and Academy; The Joe Niekro Foundation, which is committed to aiding in the research and treatment of aneurysm patients and families; and Charlotte's Wings, a nonprofit that is dedicated to supporting ailing children in Southeast Michigan through donations of new books to the children and their families in hospital and hospice care.

EDUCATION:

UNIVERSITY OF DETROIT JESUIT HIGH SCHOOL, 1979

GEORGETOWN UNIVERSITY, B.A., 1983

WAYNE STATE UNIVERSITY LAW SCHOOL, J.D., 1986



248-841-2200 | WWW.MILLER.LAW

ROCHESTER
950 W. UNIVERSITY DR.
SUITE 300
ROCHESTER, MI 48307

DETROIT
1001 WOODWARD AVE.
SUITE 850
DETROIT, MI 48226

DENNIS A. LIENHARDT, PARTNER

✉ DAL@millerlawpc.com



Dennis A. Lienhardt is a Partner at The Miller Law Firm. He concentrates his practice on complex commercial and class action litigation.

Dennis Lienhardt has extensive experience litigating cases concerning consumer fraud, product liability, data breach, environmental tort, antitrust, and securities fraud claims. He has prosecuted more than a hundred class actions on behalf of consumers in federal courts in Michigan, New York, California, Illinois, Ohio, Minnesota, Kansas, Oregon, and Arkansas. Mr. Lienhardt has played a significant role in recovering hundreds of millions of dollars in cash and benefits for class members nationwide.

Mr. Lienhardt currently serves as a key member of many court-appointed leadership teams, including in *In re Chevy Bolt EV Battery Litig.*, *In re Chrysler Pacifica Fire Recall Prods. Liab. Litig.*, and *In re FCA US LLC Monostable Elec. Gearshift Litig.* He is also currently prosecuting many other nationwide class actions involving product defects, securities fraud, data breaches, and violations of consumer protection statutes.

Mr. Lienhardt was named a Michigan Super Lawyer Rising Star in 2022-2024 and *One to Watch* by *Best Lawyers* in 2024.

Prior to joining Miller Law, Mr. Lienhardt received his law degree from Wayne State University Law School where he served as Editor-in-Chief of the Wayne Law Review and a Senior Member of the Moot Court team. He received his Bachelor of Arts from the University of Michigan – Dearborn where he was elected President of the Student Government and named a university “Distinguished Student Leader.”

University of Michigan-Dearborn, B.A., 2013

Wayne State University Law School, J.D., 2016

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

CHAPMAN, *et al.*,

Plaintiffs,

v.

GENERAL MOTOR LLC,

Defendant.

No. 2:19-CV-12333-TGB-DRG

Judge Terrence G. Berg

Magistrate Judge David R. Grand

**[PROPOSED] ORDER GRANTING
PLAINTIFFS' UNOPPOSED MOTION FOR
ATTORNEYS' FEES, EXPENSES, AND SERVICE AWARDS**

This matter comes before the Court on Plaintiffs' Unopposed Motion for Attorneys' Fees, Expenses, and Service Awards ("Motion"). The Court, having considered the Motion, and all papers filed in support thereof, and good cause appearing, hereby GRANTS the Motion and ORDERS that:

1. Class Counsel are awarded attorneys' fees and reimbursement of litigation costs in the amount of **\$15,000,000**.
2. Class Representatives Mark Chapman, Kyle McDuffie, Bryan Joyce, Stacy Sizelove, Kevin Lawson, Holly Reasor, Homero Medina, Nathan Howton, Trisha Alliss, Calvin Smith, and Jacqueline Bargstedt shall each receive a service award of **\$5,000**, to be paid by Defendant pursuant to the Settlement Agreement.

IT IS SO ORDERED.

DATED: _____

TERRENCE G. BERG
United States District Judge