

EXHIBIT 13

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10 *Plaintiffs Kamneel Maharaj, et al.*

11 [Additional Counsel on Signature Page]

12 **UNITED STATES DISTRICT COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA**

14
15 IN RE: HYUNDAI AND KIA FUEL
16 ECONOMY LITIGATION

Case No. 2:13-ml-02424-GW-FFM

17 **DECLARATION OF ERIC H. GIBBS**
18 **IN SUPPORT OF MAHARAJ**
19 **PLAINTIFFS' REQUEST FOR**
20 **ATTORNEYS' FEES AND**
21 **EXPENSES**

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DECLARATION OF ERIC H. GIBBS IN SUPPORT OF MAHARAJ PLAINTIFFS'
REQUEST FOR ATTORNEYS' FEES AND EXPENSES

1 1. I am a partner at Girard Gibbs LLP, and serve as court-appointed Liaison
2 Counsel in this case. I represent Kamneel Maharaj, Phillip Hoffman, Debra Simmons,
3 Abelardo Morales, Lin McKinney, and Ryan Cross, plaintiffs in *Maharaj, et al. v.*
4 *Hyundai Motor America, et al.*, Case No. 13-CV-00070-GW-FFM (C.D. Cal.). I submit
5 this declaration in support of the *Maharaj* Plaintiffs' fee request in connection with the
6 above-referenced litigation.

7 2. This declaration is intended to provide the Court with a detailed breakdown
8 of Girard Gibbs' lodestar and expenses. I have organized the declaration into three parts.
9 First, I provide an overview of my firm's efforts in this litigation and explain how we
10 staffed this case. Second, I provide a detailed summary of our efforts throughout the
11 course of the litigation, an explanation of the attorneys' fees I project the firm will incur
12 in connection with the remaining litigation and settlement administration, and summarize
13 the costs my firm has incurred. Finally, I provide an overview of the hourly rates for
14 Girard Gibbs' attorneys and cases in which our hourly billing rates were approved.

15 **I. OVERVIEW**

16 **A. Girard Gibbs' Efforts in This Litigation**

17 3. As Liaison Counsel, I believe Girard Gibbs played an important role in this
18 litigation. At the first status conference after the transfer of this litigation to the Central
19 District of California by the Judicial Panel on Multidistrict Litigation, the Settling
20 Plaintiffs announced that they had reached a settlement in principle with defendant
21 Hyundai (which Kia joined shortly thereafter). Because the agreement in principle was
22 reached outside of the MDL transferee Court's purview, that is, before it engaged in any
23 case management efforts, including the appointment of lead or liaison counsel, many
24 plaintiffs' counsel immediately expressed skepticism about the proposed settlement and
25 asked the Court to appoint lead/liaison counsel other than those who negotiated the
26 settlement. The Court gave counsel two weeks to submit written suggestions on how best
27 to proceed, which it instructed McCune Wright to collect and file.

1 4. In response to the Court’s request, Girard Gibbs suggested that the Court
2 appoint one or more firms “that did not take part in the pre-consolidation settlement
3 negotiations to oversee the settlement process and objectively report to the Court and
4 other plaintiffs’ counsel on the fairness of the proposed deal terms. Such an appointment
5 will eliminate inefficiency and duplication of effort among the many plaintiffs excluded
6 from the settlement discussions to date [Non-Settling Plaintiffs], and will provide
7 transparency to the preliminary approval process by including a voice for those who
8 don’t have a stake in protecting the pre-consolidation settlement.” From my perspective,
9 such an approach would allow the Settling Plaintiffs to remain in control of their
10 settlement, while also providing an organized way for the Non-Settling Plaintiffs to
11 participate, at the Court’s direction, in the discovery and related process and ensure the
12 fairness of the proposed settlement.

13 5. At the hearing following McCune Wright’s filing of various counsel’s
14 suggestions, the Court declined to formally appoint lead counsel, but suggested what
15 might make the most sense, given the number of firms, is to appoint a liaison counsel
16 who would generally assist the Court in managing the case and assist the Non-Settling
17 Plaintiffs who sought to scrutinize the settlement. I discussed this role with the Non-
18 Settling Plaintiffs, reached a consensus on the scope of the position, and was appointed
19 by the Court to serve as Liaison Counsel.

20 6. As Liaison Counsel, my firm and I conducted and coordinated the
21 scheduling, discovery, and settlement efforts on behalf of the Non-Settling Plaintiffs. As
22 detailed more fully below, our efforts involved preparing summaries and reports for the
23 Non-Settling Plaintiffs to avoid the need for each Non-Settling Plaintiff to engage in an
24 independent review of the document productions. We also acted as the primary conduit
25 between the parties and the Court, regularly preparing and filing status reports and
26 consolidated briefing. We also coordinated Non-Settling Plaintiffs’ review of the
27 proposed settlement after its December 2013 filing, and played an integral role in
28 negotiating material changes to the notice and claims process.

1 7. I attempted to align my primary goals with what I believed were the goals of
2 the Court and what I believed was in the best interest of the class: To ensure that an
3 independent, informed, arm's length discovery process occurred that reflected the input
4 and perspective of Non-Settling Plaintiffs and to efficiently advance the litigation to the
5 point where Non-Settling Plaintiffs could evaluate the proposed settlement and provide
6 meaningful feedback to the Court and their respective clients. I believe we achieved our
7 goals. Non-Settling Plaintiffs were able to weigh the proposed settlement against the
8 strengths and weaknesses of plaintiffs' case, negotiate material improvements to, among
9 other things, the notice and claims process, and ultimately provide support or opposition
10 from an informed position, with the vast majority of firms supporting the proposed
11 settlement.

12 8. Through December 22, 2014, Girard Gibbs' lodestar is \$1,467,131.00, and
13 its expenses are \$80,763.88. Depending on how the settlement process unfolds, I
14 estimate that Girard Gibbs will incur another \$28,000 in lodestar and expenses. After
15 lengthy negotiations, on December 12, 2014, Defendants agreed that they would not
16 oppose Girard Gibbs' attorneys' fee request so long as the request does not exceed
17 \$1,257,500, and agreed to pay Girard Gibbs' expenses in an amount of \$66,000, which
18 are the amounts Girard Gibbs now respectfully requests.

19 9. I believe Girard Gibbs' requested fee and expenses are reasonable in light of
20 the important role it played in this litigation. No part of the agreed-upon fee was
21 contingent or in any way dependent upon my support for the settlement or the resolution
22 of the Settling Plaintiffs' or any other Non-Settling Plaintiffs' fee request.

23 **B. Girard Gibbs LLP's Staffing**

24 10. Girard Gibbs' lodestar of \$1,467,131.00 is based on a total of 3064.1 hours
25 and an overall blended rate (lodestar divided by total hours) of \$479 an hour. My firm's
26 time has been maintained contemporaneously since we began working on this matter.
27 The firm's lodestar does not include any time spent after December 22, 2014. It does not
28 account for time Girard Gibbs will continue to spend assisting in the ongoing settlement

1 approval and administration process, such as organizing class members' objections and
2 presenting them to the court. I can confidently assert that the lodestar and hours reported
3 in this declaration are reasonable, particularly in light of the essential role my firm played
4 in this litigation.

5 11. The firm's lodestar is based on the following work allocation among our
6 primary litigation team for this case:

- 7 • Eric H. Gibbs – As the senior partner, I was primarily responsible for case
8 management and strategy decisions; review of pleadings, briefs, and other
9 documents; appearances at court hearings; and negotiations and discussions
10 with the Settling Parties and Non-Settling Plaintiffs. As Liaison Counsel, I
11 served as the conduit between the Non-Settling Plaintiffs and the Court,
12 Settling Plaintiffs, and Defendants.
- 13 • Dylan Hughes – A partner, Mr. Hughes runs our investigation efforts and
14 assists with discovery strategy. In this case, Mr. Hughes ran the case
15 investigation and oversaw significant aspects of the discovery, including
16 preparations for the confirmatory discovery interviews and our meet and
17 confer efforts.
- 18 • David Stein – Mr. Stein is a junior partner with the firm. Mr. Stein assisted
19 with case management and discovery strategy at the early stages of the case
20 and also oversaw the early stages of the document production and review.
- 21 • Scott Grzenczyk – Mr. Grzenczyk is a junior associate and was primarily
22 responsible for pleadings, motion practice, status reports, managing the
23 discovery process, document review and confirmatory discovery interviews,
24 preparation of discovery summaries and reports, and interfacing with clients
25 regarding the case and proposed settlement. Mr. Grzenczyk was an
26 important component of Girard Gibbs's Liaison Counsel's activities, often
27 handling necessary matters that would have otherwise been handled by a
28 more senior person billing at a much higher rate.

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- Katherine Reckstin – Ms. Reckstin was a junior associate at the firm. She reviewed and provided summaries of document productions.
- Tucker Cottingham – Mr. Cottingham was a junior associate at the firm who conducted case investigation, complaint drafting, and client communications.
- Litigation Assistants – We also relied on a staff of highly competent college graduates for assistance during the litigation. In particular, our litigation assistants completed factual research and document summaries.

Attorney	Role	Total Hours	% of Hours ¹	Billing Rate	Lodestar
Daniel C. Girard	Sr. Partner	7.4	<1%	\$845	\$6,253.00
Eric H. Gibbs	Sr. Partner	824.1	27%	\$695	\$572,749.50
Geoffrey Munroe	Jr. Partner	19.7	1%	\$585	\$11,524.50
Dylan Hughes	Jr. Partner	239.3	8%	\$570	\$136,401.00
Dena Sharp	Jr. Partner	.4	<1%	\$565	\$226.00
David Stein	Jr. Partner	73.9	2%	\$520	\$38,428.00
Amy Zeman	Jr. Associate	.3	<1%	\$395	\$118.50
Phyra McCandless	Jr. Associate	.3	<1%	\$395	\$118.50
Scott Grzenczyk	Jr. Associate	1491.8	49%	\$385	\$574,343.00
Rachael Naor	Jr. Associate	35	1%	\$365	\$12,775.00
Caitlyn Finley	Jr. Associate	8.7	<1%	\$365	\$3,175.50
Katherine Reckstin	Jr. Associate	186.3	6%	\$350	\$65,205.00
Heidi Kalscheur	Jr. Associate	2.6	<1%	\$350	\$910.00
Tucker Cottingham	Jr. Associate	105.2	4%	\$300	\$31,560.00
Valerie Ramos	Law Clerk	1.5	<1%	\$225	\$337.50
Kathryn Schultz	Law Clerk	7.7	<1%	\$200	\$1,540.00
Litigation Assistants		59.9	2%	\$170-\$220	\$11,466.00
TOTALS		3,064.1	100%	\$479 (blend)	\$1,467,131.00

12. The significant majority of Girard Gibbs’ work in this case – approximately 76% of the firm’s time – was performed by me and Mr. Grzenczyk. This two-part structure allowed the firm to allocate most tasks to a junior associate (Mr. Grzenczyk), while ensuring that high-level tasks and overall case management and strategy, of which

¹ Due to rounding, percentages provided in this Declaration are not exact.

1 there were many given the unusual posture of this matter, received my attention. The use
2 of only two attorneys for most of the litigation streamlined Girard Gibbs' efforts, thereby
3 reducing the number of hours expended by the firm.

4 13. The firm used other attorneys for specific tasks tailored to their skills,
5 expertise, and experience. Although Mr. Grzenczyk was a relatively new addition to
6 Girard Gibbs' litigation team, Mr. Munroe, Mr. Hughes, Mr. Stein, and I have worked
7 together in other successful automotive litigations. *See Sugarman v. Ducati North*
8 *America, Inc.*, No. 5:10-CV-05246 (N.D. Cal.); *Browne v. American Honda Motor Co.*,
9 No. 09-CV-06750 (C.D. Cal.); *Parkinson v. Hyundai Motor America*, No. 8:06-CV-345-
10 AHS-MLG (C.D. Cal.); *Milano v. Interstate Battery Sys. of Am., Inc., et al.*, No. 4:10-
11 CV-02125-CW (N.D. Cal.). The skills Mr. Munroe, Mr. Hughes, and Mr. Stein
12 developed in those litigations were utilized as appropriate in this litigation to supplement
13 the work done by Mr. Grzenczyk and myself.

14 **II. DETAILED REVIEW OF MY FIRM'S WORK**

15 14. To provide a detailed accounting of the work done by Girard Gibbs in this
16 case, without requiring the review of our voluminous time records themselves,² I divide
17 my firm's work into the following five categories:
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27 ² I have found this summary method to be more accessible and useful in evaluating my
28 firm's efforts than providing full time records. However, time records are readily
available for submission should the Court prefer.

Category	Time Frame	Hours Worked	Percent of Total
Investigation, the <i>Maharaj</i> Action, JPML Proceedings	11/2/2012 – 2/28/2013	249.1	8%
Case Management Prior to Appointment as Liaison Counsel	3/1/2013 – 3/27/2013	153.4	5%
Discovery and Motions to Compel	3/28/2013 – 12/22/2013	1893.4	62%
Settlement Review and Preparation of Reports	12/23/2013 – 1/30/2014	189.9	6%
Settlement Negotiations, Motion Practice, and Mediation	1/31/2014 – 12/3/2014	578.3	19%
TOTAL		3,064.1	100%

15. To provide greater insight into my firm’s efforts during each period, I provide break-downs for each portion of the litigation which, though not comprehensive, provides an overview of the most important tasks during that period.

A. Investigation, the *Maharaj* Action, and Proceedings Before the JPML (November 2, 2012 – February 28, 2013)

Attorney	Total Hours	% of Total Hours	Billing Rate	Lodestar
Eric H. Gibbs	36.4	15%	\$695	\$25,298.00
Geoffrey Munroe	4	2%	\$585	\$2,340.00
Dylan Hughes	47.3	19%	\$570	\$26,961.00
David Stein	1.8	1%	\$520	\$936.00
Amy Zeman	.3	<1%	\$395	\$118.50
Scott Grzencyk	61	24%	\$385	\$23,485.00
Tucker Cottingham	97.3	39%	\$300	\$29,190.00
Litigation Assistants	1	<1%	\$170	\$170
TOTALS	249.1	100%	\$435 (blend)	\$108,498.50

16. Client Interviews and Fact Gathering: Girard Gibbs spoke with a large number of consumers concerned about the fuel economy of their vehicles, including plaintiffs Maharaj, Hoffman, Simmons, Morales, McKinney, and Cross. We interviewed each of them extensively, reviewed their vehicle records, and have since regularly kept them informed of the progress of the litigation.

17. Additional Fact Gathering and Investigation: We further investigated the potential claims by reviewing Hyundai and Kia’s statements regarding the fuel economy overstatements, the source of the errors, and the voluntary reimbursement program. Our investigation included extensive research of related litigation, fuel economy laws and regulations, particularly those involving the manner in which the federal government determines fuel economy and the Environmental Protection Agency’s fuel economy labeling and disclosure requirements.

18. Complaint: Prior to filing the *Maharaj* complaint, Girard Gibbs conducted the necessary legal research regarding plaintiffs’ claims. This included a variety of potential warranty claims, theories, and potential defenses, including preemption, as well

1 as claims under the California Unfair Competition Law, California False Advertising
 2 Law, and the Consumers Legal Remedies Act. After completing the necessary legal
 3 research, we prepared a pre-suit demand letter on behalf of plaintiffs and drafted the
 4 *Maharaj* complaint.

5 19. Interested Party Response: We prepared a short Interested Party Response in
 6 the proceedings before the Judicial Panel on Multidistrict Litigation, arguing that the
 7 Central District of California was the proper transferee forum.

8 20. Development of the Liaison Counsel Position: In response to the Court’s
 9 request at the February 14, 2013, status conference that Non-Settling Plaintiffs provide
 10 their views on the management of the litigation, we prepared a statement – filed in the
 11 February 26, 2013, Status Conference Brief – suggesting that the Court appoint counsel
 12 who are independent of the proposed settlement to act on behalf of the Non-Settling
 13 Plaintiffs.

14 21. Review of Settlement Term Sheet: During this time period, the Settling
 15 Parties submitted a term sheet for the proposed settlement. Girard Gibbs’ lawyers
 16 extensively reviewed the proposed settlement and assessed its strengths and weaknesses.

17 22. Court Hearings: The Court held a status conference during this time period,
 18 which I prepared for and attended to discuss the appointment of plaintiffs’ counsel and
 19 the proposed settlement, among other things.

20 **B. Case Management Prior to Appointment as Liaison Counsel**
 21 **(March 1, 2013 – March 27, 2013)**

Attorney	Total Hours	% of Total Hours	Billing Rate	Lodestar
Daniel C. Girard	.8	<1%	\$845	\$676.00
Eric H. Gibbs	49.7	32%	\$695	\$34,541.50
Geoffrey Munroe	13.9	9%	\$585	\$8,131.50
Dylan Hughes	13.1	9%	\$570	\$7,467.00
David Stein	38.4	25%	\$520	\$19,968.00
Scott Grzenczyk	30.8	20%	\$385	\$11,858.00

Tucker Cottingham	6.7	4%	\$300	\$2,010.00
TOTALS	153.4	100%	\$552 (blend)	\$84,652.00

23. Continued Development of Liaison Counsel Position: At the February 28, 2013 status conference, the Court suggested the appointment of a Liaison Counsel. Over the ensuing weeks I engaged in discussions with Settling Plaintiffs and Defendants regarding the scope of the liaison counsel role. I was able to reach a consensus among many of the Non-Settling Plaintiffs to appointing me and my firm as Liaison Counsel.

24. Rule 408 Confidentiality Agreement: The Court also asked the parties to reach an agreement on a confidentiality agreement. On March 4, 2013, the Defendants filed their proposed agreement. I organized a conference call with the Non-Settling Plaintiffs and circulated proposed revisions to the agreement. Non-Settling Plaintiffs agreed with the proposed changes and there were few, if any, overlapping drafts circulated by the Non-Settling Plaintiffs. I then discussed the revised agreement with Defendants on behalf of Non-Settling Plaintiffs, and a short while later the parties reached an agreement. I began the process of collecting signatures on behalf of plaintiffs' counsel and forwarding preliminary documents that were produced by Defendants to the firms that had signed the agreement.

25. Kia Settlement Mediation: On March 21, 2013, the Settling Plaintiffs and Kia engaged in settlement discussion to determine whether Kia would join the proposed settlement agreed to with Hyundai. I participated in the meeting in person. To prepare for this meeting, my office collected information from many of the Non-Settling Plaintiffs regarding their clients, their views on the litigation, and their questions and concerns about the proposed settlement.

**C. Discovery and Motions to Compel
(March 28, 2013 – December 22, 2013)**

Attorney	Total Hours	% of Total Hours	Billing Rate	Lodestar
Daniel C. Girard	6.6	<1%	\$845	\$5,577.000
Eric H. Gibbs	441.2	23%	\$695	\$306,634.00
Geoffrey Munroe	1.8	<1%	\$585	\$1,053.00
Dylan Hughes	178.2	9%	\$570	\$101,574.00
Dena Sharp	.4	<1%	\$565	\$226.00
David Stein	33.3	2%	\$520	\$17,316.00
Phyra McCandless	.3	<1%	\$395	\$118.50
Scott Grzencyk	971.3	52%	\$385	\$373,950.50
Rachael Naor	16	1%	\$365	\$5,840
Katherine Reckstin	186.3	10%	\$350	\$65,205.00
Heidi Kalscheur	2.6	<1%	\$350	\$910.00
Tucker Cottingham	1.2	<1%	\$300	\$360.00
Valeria J. Ramos	1.5	<1%	\$225	\$337.50
Litigation Assistants	52.9	3%	\$190-\$220	\$10,028.00
TOTALS	1893.4	100%	\$470 (blend)	\$889,129.50

26. Court Hearings and Status Reports: At the March 28, 2013, status conference the Court appointed me and my firm as Liaison Counsel. During this period the Court held regular status hearings that I attended with Mr. Grzencyk. Mr. Grzencyk has been heavily involved in all aspect of the litigation, and is a necessary resource at the hearings. My firm also prepared and filed ten status reports during this time period, many of which were extensive and included detailed summaries of the litigation, discovery, and other issues requiring the Court’s attention. In addition, my firm worked with the Settling Parties to prepare an extensive report on open discovery disputes. After Defendants filed a competing report, we prepared and filed a response.

1 27. Conference Calls with Non-Settling Plaintiffs: Throughout this period I
2 hosted conference calls among the Non-Settling Plaintiffs, which were necessary to
3 discuss, among other things, the litigation and discovery schedule, plaintiffs' document
4 requests, the document production status, the confirmatory discovery interviews, and
5 many other issues. These calls were instrumental in keeping the Non-Settling Plaintiffs
6 up-to-date on the proceedings, and in hashing out and largely resolving differing
7 perspectives with respect to the substance of the case, the discovery process, the
8 procedural posture of the case, staffing, and the proposed settlement itself. In addition to
9 these group conference calls, I frequently communicated with Non-Settling Plaintiffs on
10 an individual basis regarding discrete issues and concerns, as did Mr. Grzeczyk.

11 28. Discovery Coordination and Oversight: As discussed with the Court, my
12 office initially reviewed, summarized, and indexed the document productions. As the
13 document productions and other discovery demands increased in scope and became more
14 time sensitive, I divided document review and the confirmatory discovery interviews
15 among multiple Non-Settling Plaintiffs. Doing so was necessary to effectively
16 conducting the necessary discovery in a timely and efficient manner. Mr. Grzeczyk
17 oversaw the progress of the document review and preparations for the confirmatory
18 discovery, with input from Mr. Hughes and myself as necessary.

19 *Early Stage Document Review and Document Indexes*

20 29. Pursuant to the agreement of all parties, my office was given early access to
21 the rolling document productions so that we could prepare summary reports for the other
22 Non-Settling Plaintiffs. *See* April 9, 2013, Liaison Counsel Status Report, Dkt. No. 47.
23 The first such report, which was circulated on April 19, included a 26-page narrative
24 summary and a 118-page documents index that described the 10,800-plus documents
25 contained in the database. Over the ensuing months my firm circulated additional reports
26 and indices to Non-Settling Plaintiffs, with the goal of preventing unnecessary
27 duplicative document review. *See* May 7, 2013 Liaison Counsel Status Report, Dkt. No.
28 92. On May 2, 2013, my office circulated a 26-page report and document index

1 regarding our review of the documents produced since the April 19 report. Updated
2 versions of that document index were circulated on May 9, May 16, May 24, May 28, and
3 May 29 as additional documents were produced. Ms. Reckstin generally conducted the
4 document review, with oversight by Mr. Stein and Mr. Grzenczyk.

5 30. In addition to circulating the reports, I also convened conference calls
6 among the Non-Settling Plaintiffs to discuss, among other things, the document database,
7 its contents, and my preliminary review of the documents. *See* April 9, 2013, Liaison
8 Counsel Status Report, Dkt. No. 47; April 23, 2013 Liaison Counsel Status Report, Dkt.
9 No. 80.

10 *Consolidated Document Requests*

11 31. After Defendants had made their initial document productions, Mr.
12 Grzenczyk and I worked with Non-Settling Plaintiffs throughout May 2013 to prepare
13 consolidated document requests, which required several conference calls among the Non-
14 Settling Plaintiff group and required us to organize and combine overlapping requests
15 into a single document. *See* May 21, 2013 Liaison Counsel Status Report, Dkt. No. 99.
16 To begin this process, on May 7, 2013, my office distributed a 15-page report that
17 provided the document requests already propounded by the Settling Plaintiffs (initial
18 Rule 26 requests) and government agencies (along with Defendants' response to the
19 extent they were available), as well as proposed requests from the Non-Settling Plaintiffs.
20 *See* May 7, 2013 Liaison Counsel Status Report, Dkt. No. 92. The goal was to minimize
21 the overlap among the various requests.

22 32. On May 8, 2013, I received Settling Plaintiffs' Rule 34 requests. I combined
23 those with the requests I had received from Non-Settling Plaintiffs and circulated a
24 consolidated set of requests that combined duplicative or largely overlapping requests.
25 Over the course of two weeks my office prepared and circulated multiple drafts of the
26 consolidated requests to the Non-Settling Plaintiffs, and we eventually reached a
27 consensus. The end result was thorough and streamlined. Non-Settling Plaintiffs did not
28 serve any subsequent requests. For several weeks after service of the consolidated

1 document requests, my firm, on behalf of Non-Settling Plaintiffs, engaged in meet and
2 confer discussions with Defendants regarding the scope of their responses. To ensure
3 that everyone's interests and views were advanced, and that the Plaintiffs were as aligned
4 as reasonably possible, this process required frequent conference calls and
5 correspondence between my firm and Non-Settling Plaintiffs, on the one hand, and the
6 Settling Plaintiffs, on the other. Mr. Hughes – who has extensive experience litigating
7 discovery disputes – provided key contributions to the meet and confer and overall
8 discovery efforts.

9 *Continued Document Review and Summaries*

10 33. As the document productions became more substantive and the confirmatory
11 discovery interviews approached, I designated certain Non-Settling Plaintiffs to review
12 specified portions of the ongoing productions. Two counsel were assigned to review
13 documents produced by Hyundai, two reviewed documents produced by Kia, and two
14 reviewed the documents produced by Hyundai and Kia's parent company. Mr.
15 Grzenczyk divided the documents among counsel according to Bates number, established
16 a system for coding the documents, solicited regular reports from the reviewers, and
17 assisted in the document review as necessary.

18 34. The documents were reviewed on an online database in which counsel could
19 code documents using a variety of tags created by Girard Gibbs. The documents were
20 also rated according to their relevance and level of substance. The coding of these
21 documents was essential to understanding the scope and substance of the production and
22 preparing counsel to take the confirmatory discovery interviews.

23 35. On August 13, 2013, I circulated a report listing each document request,
24 Defendants' response, the status of document productions as it related to the request, and
25 Settling Plaintiffs' position on the sufficiency of Defendants' response. Thereafter I
26 continued to discuss with Non-Settling Plaintiffs' their concerns regarding the scope of
27 Defendants' responses and document production.

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1 40. Following the guidance provided by the Court, I designated one Non-
2 Settling Plaintiff to conduct each confirmatory discovery interview. Mr. Grzenczyk
3 assisted counsel in preparing for, and participated in all of, the confirmatory discovery
4 interviews, including those in Korea. His attendance ensured continuity among the
5 interviews, and because he was heavily involved in all aspects of the document review
6 process, he was able to provide valuable insights during both the preparations and the
7 interviews themselves. He also coordinated the information exchange between counsel
8 performing the document review and those conducting the interviews. This reduced the
9 amount of time that the interviewers would have needed to independently review
10 documents and the online database.

11 41. At each interview Mr. Grzenczyk also administered a Court-authorized
12 secure chatroom that allowed Non-Settling Plaintiffs to submit questions to Mr.
13 Grzenczyk and those conducting the interviews on behalf of the Non-Settling Plaintiffs.
14 Mr. Hughes played an essential role in helping Mr. Grzenczyk and other Non-Settling
15 Plaintiffs prepare for the interviews.

16 *Meet and Confer and Joint Discovery Stipulation*

17 42. Throughout confirmatory discovery I conferred with Non-Settling Plaintiffs
18 and Defendants regarding Defendants' document productions and other discovery-related
19 issues such as the timing of the confirmatory discovery interviews. *See* June 19, 2013
20 Liaison Counsel Status Report, Dkt. No. 120; July 23, 2013 Liaison Counsel Status
21 Report, Dkt. No. 124. During this time I kept Non-Settling Plaintiffs apprised of the
22 meet and confer efforts and the status of the productions.

23 43. After the final confirmatory discovery interviews were complete my office
24 prepared the October 9 report summarizing Defendants' responses to plaintiffs' document
25 requests and asked Non-Settling Plaintiffs to provide me with any documents or type of
26 documents they thought still needed to be produced. I consolidated the issues raised by
27 Non-Settling Plaintiffs and distributed them to Defendants on October 16, 2013.
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1 44. Recognizing that the process of summarizing the discovery and getting final
2 feedback from Non-Settling Plaintiffs would take time, in September I sent Defendants a
3 list of discovery-related issues I believed to be shared by substantially all Non-Settling
4 Plaintiffs. My office then engaged in meet and confer efforts regarding these issues on
5 behalf of Non-Settling Plaintiffs. Mr. Hughes and I spearheaded these efforts, with
6 assistance from Mr. Grzenczyk, which involved numerous lengthy meet and confers calls
7 and the exchange of letters. We originally raised twelve issues, but were able to resolve
8 eleven of them without Court intervention.

9 45. On October 31, 2013, Defendants responded to the issues raised by other
10 Non-Settling Plaintiffs in the October 16, 2013 letter. Individual Non-Settling Plaintiffs
11 met and conferred with Defendants over the next several weeks regarding these issues.
12 Mr. Grzenczyk organized these efforts, created a meet and confer schedule, and was
13 present on the meet and confer calls to provide continuity. He and Mr. Hughes also had
14 daily calls and other communications with Non-Settling Plaintiffs to discuss meet and
15 confer strategy. For example, Mr. Hughes had frequent discussions with other counsel
16 regarding Defendants' privilege logs.

17 46. After the conclusion of the meet and confer process, Mr. Grzenczyk oversaw
18 the preparation and filing of the parties' Local Rule 37 joint discovery stipulation. He
19 was in constant contact with Non-Settling Plaintiffs regarding the issues they planned to
20 include in the joint filing. Each Non-Settling Plaintiff provided Mr. Grzenczyk with their
21 portion of the stipulation, which he then consolidated into a single document and
22 formatted to ensure consistency. Mr. Grzenczyk also worked with Defense counsel to
23 reach an agreement on the schedule for the parties' exchanges of their respective portions
24 of the stipulation and review of the final product. Mr. Grzenczyk also prepared a
25 declaration that included exhibits on behalf of all parties and oversaw the under-seal
26 filing of the stipulation and declaration.

1 47. Girard Gibbs also prepared, researched, and drafted a portion of the joint
 2 stipulation related to Hyundai’s assertion of privilege over a particular category of
 3 documents.

4 48. Mr. Grzenczyk also oversaw Non-Settling Plaintiffs’ submission of
 5 supplemental briefing. In addition to preparing a supplemental brief on behalf of Girard
 6 Gibbs, Mr. Grzenczyk also assisted Non-Settling Plaintiffs in the preparation of their
 7 submissions and coordinated the filing of certain documents under seal.

8 **D. Settlement Review and Preparation of Reports**
 9 **(December 23, 2013 – January 30, 2014)**

Attorney	Total Hours	% of Total Hours	Billing Rate	Lodestar
Eric H. Gibbs	61.4	32%	\$695	\$42,673.00
Dylan Hughes	.7	<1%	\$570	\$399.00
Scott Grzenczyk	101.6	54%	\$385	\$39,116.00
Rachel Naor	14.5	8%	\$365	\$5,292.50
Caitlyn Finley	8.7	5%	\$365	\$3,175.50
Litigation Assistants	2	2%	\$190	\$570.00
TOTALS	189.9	100%	\$480 (blend)	\$91,226.00

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 19 49. Settlement Review: The Settling Parties filed the settlement agreement and
 20 motions for preliminary approval and class certification on December 23, 2013. On
 21 behalf of its clients, Girard Gibbs engaged in a detailed review of the proposed settlement
 22 and the Settling Parties’ arguments in favor of preliminary approval and class
 23 certification. Girard Gibbs discussed the settlement terms with its clients and compared
 24 the compensation they were eligible to receive with their potential damages (which
 25 Girard Gibbs calculated) and the voluntary reimbursement program.

26 50. Non-Settling Plaintiff Coordination: As Liaison Counsel, I spent significant
 27 time conducting conference calls with the Non-Settling Plaintiffs to discuss the proposed
 28 settlement and the schedule for submitting responses and objections to the Court. Many

1 Non-Settling Plaintiffs also reached out to me individually to discuss the proposed
2 settlement.

3 51. Settlement Memos: In response to arguments made by several Non-Settling
4 Plaintiffs, Girard Gibbs prepared a detailed memo regarding the strengths and
5 weaknesses of the proposed settlement, the difficulties plaintiffs would likely have to
6 overcome if the litigation continued, and potential objections. To prepare the memo,
7 Girard Gibbs reviewed all fuel economy false advertising litigations and prepared a
8 detailed analysis of the monetary value of plaintiffs' claims compared to the lump sum
9 payments. The memo preemptively addressed a wide range of potential objections that
10 Non-Settling Plaintiffs had raised over the course of the litigation. For example, one
11 Non-Settling Plaintiff initially sought to object to the proposed settlement because it
12 failed to take into account the availability of statutory damages under certain New Jersey
13 warranty statutes. After reviewing Girard Gibbs' arguments and research – such as
14 whether fuel economy statements could be actionable warranties – the Non-Settling
15 Plaintiff chose not to pursue this objection.

16 52. January 30, 2014 Report: As directed by the Court, my firm prepared a
17 summary of the Non-Settling Plaintiffs' positions on the proposed settlement. Preparing
18 this document required Girard Gibbs to research each action pending in the MDL and to
19 constantly communicate with a large numbers of firms regarding their positions.
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**E. Settlement Negotiations, Motion Practice, and Mediation
(January 31, 2014 – December 3, 2014)**

Attorney	Total Hours	% of Total Hours	Billing Rate	Lodestar
Eric H. Gibbs	235.4	41%	\$695	\$163,603.00
David Stein	.4	<1%	\$520	\$208.00
Scott Grzenczyk	327.1	56%	\$385	\$125,933.50
Rachel Naor	4.5	1%	\$365	\$1,642.50
Kathryn Schultz	7.7	1%	\$200	\$1,540.00
Litigation Assistants	3.2	1%	\$190-\$220	\$698
TOTALS	578.3	100%	\$508 (blend)	\$293,625.00

53. February 18 Negotiation: Both Mr. Grzenczyk and I participated in a February 18 meeting at my office in San Francisco with the Settling Parties to discuss Non-Settling Plaintiffs’ concerns with the proposed settlement, particularly the notice and claims process. Other attendees were Robert Carey and Richard McCune (counsel for Settling Plaintiffs), James Feeney (outside counsel for Kia), Jason Erb (Assistant General Counsel for Hyundai), Michael Kidney (outside counsel for Hyundai), and Derek Brandt (*Quiroz* cases). Prior to this meeting, my office reviewed all of the comments Non-Settling Plaintiffs made in the January 30 Report and prepared a list of topics to discuss at this meeting for Non-Settling Plaintiffs to review. After discussing these items with Non-Settling Plaintiffs, we prepared and distributed a similar document to the Settling Parties in advance of the meeting.

54. Subsequent Meet and Confer Efforts: Over the ensuing months, I frequently conferred with the Settling Parties and Non-Settling Plaintiffs regarding the status of negotiations and the revisions to the proposed settlement. Among other things, we prepared several memos and letters that detailed the status of the negotiations, the agreements reached, and the items left to be resolved.

55. May 30, 2014 Report: After revisions to the proposed settlement were filed in early May 2014, my office coordinated the response of the Non-Settling Plaintiffs.

1 After speaking with Non-Settling Plaintiffs, my office prepared a report to update the
2 Court on Non-Settling Plaintiffs' views on the proposed settlement. Between the January
3 30 and May 30 reports, a number of Non-Settling Plaintiffs changed their position and
4 unequivocally supported the proposed settlement. Of the Non-Settling Plaintiffs that
5 provided their opinions on the settlement for the May 30 report, 23 plaintiff groups
6 (representing 40 cases) supported or did not object to the settlement while 3 plaintiff
7 groups (representing 6 cases) objected. Only the *Gentry* plaintiffs objected to the
8 amounts offered in the lump-sum payments.

9 56. June 13, 2014 Response Brief: On June 13, 2014, my firm filed a response to
10 the settlement objections submitted by the *Gentry* and *Krauth* plaintiffs. Specifically, we
11 sought to correct the *Krauth* plaintiffs' statements regarding the scope of confirmatory
12 discovery and the notice and claims process.

13 57. Preliminary Approval and Class Certification Hearings: The Court held
14 hearings regarding Settling Plaintiffs' motions for preliminary approval and class
15 certification on June 26, July 24, and August 21, 2014, which both Mr. Grzenczyk and I
16 attended. At the hearings I provided input to the Court regarding the notice and claims
17 documents, Non-Settling Plaintiffs' roles in reviewing those documents, scheduling, and
18 other matters. On October 6, 2014, I telephonically attended a hearing at which the Court
19 considered the schedule going forward, submissions of attorneys' fee applications, and
20 other matters.

21 58. Revisions to Notice and Claim Forms: Throughout June, July, August, and
22 September 2014, Mr. Grzenczyk and I reviewed drafts of the notice and claim forms and
23 submitted comments and revisions to those documents. During this time my firm acted
24 as the conduit between Settling Plaintiffs and the Non-Settling Plaintiffs. At various
25 points my office collected proposed notice and claim form documents, distributed those
26 to Non-Settling Plaintiffs, gathered and organized Non-Settling Plaintiffs' responses, and
27 submitted those to the parties and the Court. Our efforts streamlined what would
28 otherwise have been a cumbersome and inefficient process and ensured that Non-Settling

1 Plaintiffs' concerns were heard and addressed by the Court without unduly delaying the
2 proceedings.

3 59. On September 3, 2014, I attended a conference with the Court, the Settling
4 Plaintiffs, and Defendants to discuss the Court's concerns with, and proposed edits to, the
5 notice and claims forms. On September 10, 2014, Mr. Grzenczyk and I telephonically
6 attended a follow-up hearing with the Court. Throughout September the parties
7 exchanged and reviewed several drafts of the documents, and my office continued to
8 ensure that all Non-Settling Plaintiffs had an opportunity to provide input. On September
9 29, 2014, I attended an additional conference with the Court at which the parties
10 discussed final revisions to the notice and claim forms.

11 60. Throughout this process Mr. Grzenczyk and I carefully reviewed the notice
12 and claims forms, provided comments and proposed revisions to the Settling Parties, and
13 discussed potential changes with them. Many of the revisions my office proposed were
14 incorporated into the final products presented to the Court and, I believe, substantially
15 improved the settlement.

16 61. Fee Mediation and Negotiations: I did not discuss attorneys' fees with
17 Defendants or the Settling Plaintiffs until after the Court provisionally granted
18 preliminary approval of the proposed settlement. On July 30 and July 31, 2014, Mr.
19 Grzenczyk and I attended a fee mediation in Orange County with Defendants, Settling
20 Plaintiffs, and a mediator, the Honorable Stephen J. Sundvold (Ret.), to discuss resolution
21 of Non-Settling Plaintiffs' fee request. Prior to but as part of the mediation, I asked Non-
22 Settling Plaintiffs to let me know whether they intended to request attorneys' fees in this
23 matter. Mr. Grzenczyk and I organized several conference and individual calls with
24 counsel for the Non-Settling Plaintiffs that indicated that they intended to request
25 attorneys' fees. During these calls Non-Settling Plaintiffs discussed approaches to
26 mediation and other issues related to attorneys' fees. Although I was not authorized to
27 make agreements on behalf of Non-Settling Plaintiffs, I did engage in general
28

1 negotiations on behalf of the group and attempted to assist some Non-Settling Plaintiffs
2 in their individual negotiations.

3 62. After the fee mediation I coordinated Non-Settling Plaintiffs' discussions
4 with the Defendants and Judge Sundvold regarding Non-Settling Plaintiffs' fee requests.
5 This involved numerous conference calls with Hyundai's outside counsel, Michael
6 Kidney, Judge Sundvold, and Non-Settling Plaintiffs.

7 **F. Projected Attorneys' Fees**

8 63. The agreed-upon fee includes estimates for Girard Gibbs's projected future
9 work in this litigation, which I estimate at approximately \$28,000 in attorneys' fees and
10 expenses. This projection had two primary components. First, after December 22, 2014
11 – the date used to calculate the above lodestar – the firm has spent, and will continue to
12 spend, significant time (1) coordinating communications among Defendants and Non-
13 Settling Plaintiffs regarding attorneys' fees and (2) preparing Non-Settling Plaintiffs' fee
14 submissions. Instead of each firm drafting and filing separate briefs that each describe
15 the background of the litigation and the legal bases for an award of attorneys' fees, Girard
16 Gibbs prepared a consolidated brief. Girard Gibbs also organized the individual
17 submissions from each firm and ensured that those were presented to the Court in a
18 streamlined fashion. I anticipate that the firm will spend additional time on these types of
19 matters.

20 64. Second, the notice forms instruct class members to mail objections to the
21 settlement to Girard Gibbs. The firm will need to confirm receipt of the objections,
22 organize them, and present them to the Court. I anticipate that my office will also spend
23 time speaking with class members regarding the settlement and objectors regarding the
24 settlement approval process.

25 **G. Litigation Expenses**

26 65. In addition to expending professional time litigating this action and serving
27 as Liaison Counsel, my firm also incurred \$80,763.88 in expenses, which are detailed
28 below.

Expense Category	Amount
Filing, Motion, and Proof of Service (Including Chambers Copies)	\$2,250.50
Transportation and Accommodations (Deposition)	\$5,771.41
Transcript (Deposition)	\$6,349.08
Transportation and Accommodations (Court Hearing)	\$20,388.10
Transcript (Court Hearing)	\$813.12
Transportation and Accommodations (Other)	\$1,085.49
Research	\$3,831.91
Long Distance and Telephone Charges	\$3,673.83
Copies	\$4,563.00
Meals (In Town)	\$193.03
Postage	\$229.25
Other	\$79.59
Mediation	\$6,535.57
Expert Costs	\$25,000

18 **III. GIRARD GIBBS' HOURLY RATES ARE REASONABLE**

19 66. The average hourly rate for all Girard Gibbs's timekeepers is \$479. The
20 hourly rates of the lawyers who worked on this matter range from \$300 to \$845. The
21 hourly rates for the litigation assistants range from \$170 to \$220.

22 67. Girard Gibbs sets its hourly rates based on our review of the hourly rates
23 charged by other plaintiffs' attorneys in contingent class actions and those published in
24 surveys conducted by the National Law Journal.

25 68. All of the attorneys that worked on this matter specialize in class action
26 litigation. I am a senior partner with over 20 years of class action experience. I have
27 served as court-appointed lead counsel in numerous cases against automotive
28 manufacturers that resulted in significant recoveries for class members. Mr. Hughes and

1 Mr. Stein are partners with 10 and 5 years of experience, respectively, litigating class
2 actions on behalf of consumers. Both have played integral roles in a variety of
3 automotive class actions that the firm has successfully resolved over the past ten years.
4 Although a junior associate, Mr. Grzenczyk has been a crucial part of the firm's litigation
5 team since joining the firm in September 2011, and has litigated in every federal court in
6 California, including the Ninth Circuit.

7 69. Based on my experience litigating consumer class actions and my
8 knowledge of the caliber of work done in this litigation, I believe the billing rates for
9 these attorneys are reasonable and commensurate with the rates charged by other firms
10 with similar experience and expertise in the prevailing community.

11 70. The hourly rates applied by my firm are consistent with the rates approved
12 for Girard Gibbs's attorneys in other automotive class actions. In January 2012, Judge
13 Fogel approved attorneys' fees requested by Girard Gibbs calculated with hourly rates
14 ranging from \$330-\$675 for four attorneys (Mr. Hughes, a senior associate, a junior
15 associate, and myself) of similar experience that played similar roles as in this litigation.
16 *See Sugarman v. Ducati North America, Inc.*, No. 5:10-CV-05246, 2012 WL 113361, at
17 *6 (N.D. Cal. Jan. 12, 2012); *Sugarman*, Dkt. No. 81 (Decl.) at 7. In the Central District,
18 Judge Morrow approved attorneys' fees requested by Girard Gibbs with hourly rates
19 ranging from \$380-\$675 for five Girard Gibbs attorneys (Mr. Hughes, two senior
20 associates, Mr. Stein (then a junior associate), and myself) and found a 1.5 multiplier on
21 the lodestar appropriate. *Browne v. American Honda Motor Co.*, No. 09-CV-06750,
22 2010 WL 9499073, at *10, 12 (C.D. Cal. Oct. 5, 2010). Judge Stotler of the Central
23 District of California has approved fees calculated at the similar rates for Girard Gibbs
24 attorneys (Mr. Hughes, a senior associate, Mr. Stein (then a junior associate), and myself)
25 at similar experience levels to the attorneys in this litigation. *See Parkinson v. Hyundai*
26 *Motor America*, 796 F. Supp. 2d 1160, 1172-73 (C.D. Cal. 2010) (awarding fees over
27 defendants' objection and finding reasonable Girard Gibbs' attorneys' hourly rates
28 ranging from \$345-\$675); *Parkinson*, No. 8:06-CV-00345, Dkt. No. 289 (Gibbs Decl.) at

1 5-6. Judge Wilken of the Northern District also approved rates ranging from \$330-\$675
2 for a team of Girard Gibbs attorneys (Mr. Hughes, two senior associates, two junior
3 associates (including Mr. Stein), and myself). *See Milano v. Interstate Battery Sys. of*
4 *Am., Inc., et al.*, No. 4:10-CV-02125-CW (N.D. Cal. 2012), Dkt. No. 107 (Order) at 2;
5 *Milano*, Dkt. No. 79 (Gibbs Decl.) at 3. Although Mr. Grzenczyk did not work on these
6 actions, his responsibilities were similar to those of a high-level junior associate in these
7 matters – often Mr. Stein – whose time was approved at a similar rate.

8 71. A few examples of recent approvals of fees calculated with similar or higher
9 rates for plaintiffs’ attorneys in class action litigation in the Central District of California
10 are listed here:

- 11 • *Elliott v. Rolling Frito-Lay Sales, LP*, No. 11-CV-1730-DOC (ANx), 2014
12 WL 2761316, at *10 (C.D. Cal. June 12, 2014) (finding billing rates of
13 \$700-\$500 to be reasonable and approving fees representing a 1.73
14 multiplier and 30% of the class settlement, despite settlement occurring early
15 in the litigation).
- 16 • *Kearney v. Hyundai Motor America*, No. 09-CV-1298-JST (MLGx), 2013
17 WL 3287996, at *8 (C.D. Cal. June 28, 2013) (approving rates up to \$800
18 per hour).
- 19 • *In re Toyota Motor Corp. Unintended Acceleration Marketing, Sales*
20 *Practices, and Products Liability Litigation*, No. 8:10-ML-2151-JVS-FMO
21 (C.D. Cal.), Dkt. No. 3802 (June 17, 2013, Order) at 15, fn. 13. (approving
22 rates ranging from \$150-\$950 and applying a 2.87 multiplier).

23 72. Based on my experience litigating multiparty consumer class actions in the
24 Central District of California and my knowledge of the relevant markets, I believe that
25 the hours expended and expenses incurred in this matter are reasonable.

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