

EXHIBIT 3

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Yvonne Becker, Christopher Nobles, Rosa
Ramirez, Valerie Seyler, and Jannien
Weiner,

Plaintiffs,

v.

Wells Fargo & Co.; Employee Benefit
Review Committee; Wells Fargo Bank,
National Association, and John and
Jane Does, 1-20,

Defendants.

Case No. 0:20-cv-02016 (KMM/BRT)

CLASS ACTION

**DECLARATION OF ERIN M. RILEY IN SUPPORT OF PLAINTIFFS' MOTION
FOR FINAL APPROVAL OF SETTLEMENT AND PLAINTIFFS' MOTION FOR
ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, SETTLEMENT
ADMINISTRATION EXPENSES, AND CLASS CONTRIBUTION AWARDS**

I, Erin M. Riley, respectfully submit this Declaration in Support of: (1) Plaintiffs' Motion for Final Approval of Class Action Settlement; and (2) Plaintiffs' Motion for Attorneys' Fees, Expense Reimbursements, Settlement Administration Expenses, and Class Contribution Awards. This Settlement,¹ if approved by the Court, will resolve this class action in its entirety. Pursuant to 28 U.S.C. § 1746, I declare as follows:

I. INTRODUCTION AND WORK PERFORMED IN THIS CASE

1. I am a partner in the law firm of Keller Rohrback L.L.P. ("Keller

¹ Capitalized terms not otherwise defined in this Declaration shall have the same meaning ascribed to them in the Class Action Settlement Agreement & Release ("Settlement Agreement"). (ECF No. 248-1).

Rohrback”), one of the three firms preliminarily approved as Class Counsel for Yvonne Becker, Christopher Nobles, Rosa Ramirez, Valerie Seyler, and Jannien Weiner as the Class representatives for the Settlement Class by the Court.

2. I am a member in good standing of the State Bar of Washington.

3. Our firm entered appearances in this Action in September, 2021. I have personal knowledge of the facts set forth below and, if called as a witness, I could and would testify competently thereto.

4. Our firm has worked with Cohen Milstein Sellers & Toll, PLLC, for over 20 years on ERISA class actions.

5. Following our appearance in this litigation, at the direction of Lead Counsel, Keller Rohrback attorneys and staff provided legal services to the Named Plaintiffs and the putative class, including:

- Meet and confers with Defendants in an attempt to resolve disputes without motion practice on, *inter alia*: Defendants’ discovery responses; Defendants’ Affirmative Defenses; Defendants’ privilege logs; the scope of the Rule 30(b)(6) depositions and fact depositions;

- Drafted correspondence to defendants and drafted motions on, *inter alia*: Defendants’ Affirmative Defenses and Defendants’ privilege logs;

- Assisted Named Plaintiffs in responding to discovery requests;

- Communicated with the Named Plaintiffs;

- Took deposition of a defense fact witness, prepared for deposition of additional fact witnesses (should the case have not settled), and defended the deposition

of two of the Named Plaintiffs;

- Participated in the two mediation sessions, including preparation and follow-up;
- Participated in meeting with Independent Fiduciary;
- At the time case settled, was preparing class certification motion and motion to amend complaint, due immediately after the second mediation; and
- Participated in the settlement administration, including drafting the Settlement Agreement and exhibits thereto, discussions with defense counsel, and drafting preliminary approval papers.

6. Additionally, Keller Rohrback intends to assist in additional tasks following this filing, including corresponding with Settlement Class members and distribution of Settlement proceeds to Settlement Class members (if final approval is granted).

II. KELLER ROHRBACK'S TIME AND EXPENSES

7. The work summarized above required the efforts of numerous attorneys and professional staff ("Timekeepers") at Keller Rohrback.

8. The information in this Declaration concerning my firm's time and expenses is taken from time and expense records and supporting documentation maintained in the ordinary course of the firm's business and were maintained contemporaneously by each attorney and staff member working on the case. The expense records are based on receipts, invoices, and banking records, and are an accurate record of the expenses.

9. I oversaw and conducted my firm's day-to-day work on this case, and I

reviewed the fee and expense records that support this Declaration in order to ensure their accuracy and the necessity and reasonableness of the time and expenses committed to this litigation. The time reflected in the firm's lodestar calculation, and the expenses for which reimbursement is sought, are reasonable and were necessary for the effective and efficient prosecution and resolution of this matter.²

10. In total, Keller Rohrback has expended \$1,098,347.50 in professional services for the work done through June 27, 2022. This value for Keller Rohrback's professional services was arrived at by using the "lodestar" methodology, which involves determining "the number of hours reasonably expended on the litigation multiplied by a reasonable hourly rate." *Hensley v. Eckerhart*, 461 U.S. 424, 433 (1983).

11. The above totals represent the recorded hours charged in this case by Keller Rohrback attorneys and staff, multiplied by the customary hourly rates. To the extent possible, we made every effort to litigate this case efficiently by assigning tasks to timekeepers commensurate with their level of experience and to avoid duplication of effort.

12. The hourly rates for these attorneys and staff, as set forth below, are their 2022 rates.³ These hourly rates are subject to annual review and increases, and are set by the firm's Managing Partner and Executive Committee after a thorough review of costs, prevailing rates, and other market indicia. These rates are the same rates used by Keller

² Details supporting the time records and expenses referenced in this Declaration are available upon the request of the Court.

³ The rates reflected on this chart are the firm's 2022 rates, except if the timekeeper left the firm, in which case we have used their historic hourly rates.

Rohrback in comparable class actions and other complex litigation.

13. These hourly rates are the same as, or comparable to, rates submitted by my firm and accepted by courts in the judicial settlement context in other complex class actions for purposes of “cross-checking” lodestar against a proposed fee based on the percentage of the fund method, as well as determining a reasonable fee under the lodestar method. *See, e.g.*, Order & Judgment Granting Final Approval of Class Action Settlement and Award of Attorneys’ Fees, Costs, Expenses & Representative Service Awards, *Stringer v. Nissan N. Am, Inc.*, No. 3:21-cv-00099 (M.D. Tenn. March 23, 2022), ECF No. 126 (approving Keller Rohrback 2022 attorney fee range of \$1,200 to \$500, detailed in ECF No. 88-9); Order Granting Final Approval of Class Action Settlement & Awarding Attorneys’ Fees, Litigation Expenses, and Class Representative Service Awards, Unopposed Motion for Final Approval of Class Action Settlement, *Ryder v. Wells Fargo Bank, N.A.*, No. 1:19-cv-00638 (S.D. Ohio Jan. 25, 2022), ECF No. 57 (approving Keller Rohrback’s then-current 2021 attorney fee range of \$1,035 to \$575, detailed in ECF No. 56-3); *Beach v. JPMorgan Chase Bank et al.*, No. 17-CV-00563 (S.D.N.Y.), ECF No. 232 (in ERISA fee class action, approving Keller Rohrback’s then-current 2020 attorney fee range of \$1,035 to \$400, detailed in ECF No. 225-6).

Timekeepers		Bar Admission	Hours	2022 Rate	Lodestar
Sarko, Lynn Lincoln	Partner	1981	60.7	\$1,200.00	\$72,840.00
Kilgard, Ron	Partner	1979	91.5	\$1,100.00	\$100,650.00
Riley, Erin	Partner	2000	801	\$950.00	\$760,950.00
Morowitz, Rachel E.	Attorney	2016	130.1	\$525.00	\$68,302.50
Smith, Alex W.	Paralegal	n/a	54	\$375.00	\$20,250.00
Tiezazu, Y. Tizzy	Paralegal	n/a	181.6	\$295.00	\$53,572.00
Additional Timekeepers			36.2		\$21,783.00
Totals			1355.1		\$1,098,347.50

14. At the time that Keller Rohrback originally agreed to join this litigation, we were aware based on our prior experience handling ERISA class action litigation in general and these types of cases that such litigation could be expensive, hard-fought, and lengthy. Also, given the risky nature of ERISA class action litigation in general, we were aware that there was a significant likelihood that, after having invested a substantial amount of time and expense, Class Counsel together might recover nothing.

15. Keller Rohrback has expended a total of \$14,038.05 in necessary expenses in the litigation of this matter, which have been invoiced and recorded in our accounting system through June 27, 2022. The expenses that we seek to recover are the type of expenses that we charge fee paying clients.

<u>Description of Expense</u>	<u>Amount</u>
Document Copying and Audio/Video Duplication Services	\$3,655.95
Postage/Air Courier/Local Courier	\$68.09
Court fees	\$1,679.35
Westlaw, Bloomberg Law, Pacer, and other online research	\$5,206.48
Travel (airfare, ground travel, meals, lodging)	\$3,428.18
Total	\$14,038.05

III. EXPERIENCE OF KELLER ROHRBACK

16. Keller Rohrbach has over 70 attorneys in seven cities and its Complex Litigation practice group has spent nearly 30 years fighting corporate abuse and pursuing litigation on behalf of consumers, whistleblowers, government entities, small business, institutional investors, and employees/retirees in many of the major class action cases litigation in the United States. The firm prides itself on serving the public interest by taking on cases that make a tangible difference in our communities. To date, Keller Rohrbach has recovered over \$23.5 billion for the individual, institutional and governmental plaintiffs the firm represents.

17. Keller Rohrbach has played a major role in developing the law and recovering hundreds of millions of dollars for retirement plan participants nationwide, through ERISA class actions. In addition to litigating ERISA cases, lawyers at Keller Rohrbach have testified before Congress, served as editors of numerous employee benefits books and manuals, and written ERISA articles, amicus briefs, and comments to regulatory agencies overseeing ERISA plans. I have been practicing ERISA for over 20 years. I have worked on numerous ERISA-related articles and amicus briefs, frequently speaks at employee benefits conferences, am the lead editor (employee/retiree-side) of the principal ERISA treatise (Employee Benefits Law) and was elected by the Board of Governors of the American College of Employee Benefits Counsel, one of the highest honors for ERISA counsel.

18. Most recently, I spoke on an employee benefits panel specifically on defined contribution litigation such as this case. *See* “Current Developments in Defined

Contribution Investment Litigation” ABA Live Webinar, March 23, 2022. Additionally, Keller Rohrback was recognized for our ERISA experience by landing a spot among Law360’s Benefits Groups of the Year the last two years (2021 and 2020).

19. Keller Rohrback has litigated many ERISA actions, including the first appellate victory in an ERISA fee/performance case of this kind, *Braden v. Wal-Mart*, 588 F.3d 585 (8th Cir. 2009), as well as many other ERISA fiduciary breach and prohibited transaction class cases including *In re Enron Corp. ERISA Litigation*, No. 4:02-md-1446 (W.D. Tex.) and *In re WorldCom, Inc. ERISA Litigation*, No. 02-cv-4816 (S.D.N.Y.).

20. Our work on these seminal ERISA breach of fiduciary duty cases has been recognized in judicial opinions. *See, e.g., In re WorldCom, Inc. ERISA Litig.*, No. 02 Civ. 4816 (DLC), 2004 WL 2338151, at *10 (S.D.N.Y. Oct. 18, 2004) (“Lead Counsel [Keller Rohrback] has performed an important public service in this action and has done so efficiently and with integrity. It has cooperated completely and in novel ways with Lead Counsel for the Securities Litigation, and in doing so all of them have worked to reduce legal expenses and maximize recovery for class members.”).

21. Keller Rohrback’s firm resume was previously filed with the Court on April 1, 2022, in support of Plaintiffs’ Preliminary Approval papers. *See* ECF No. 248-4. Our firm websites are www.kellerrohrback.com and krcomplexlit.com.

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

Executed this 30th day of June, 2022, in Seattle, Washington.

By: /s/ Erin M. Riley
Erin M. Riley