

**IN THE UNITED STATES DISTRICT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

IN RE WHEATON FRANCISCAN ERISA LITIGATION		Case No. 16-cv-04232  Honorable Gary Feinerman
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**DECLARATION OF BRUCE BOWEN IN SUPPORT OF PLAINTIFFS' MOTION FOR  
FINAL APPROVAL AND PLAINTIFFS' COUNSEL'S MOTION FOR APPROVAL OF  
ATTORNEYS' FEES, EXPENSES, AND INCENTIVE AWARDS**

I, Bruce Bowen, declare under penalty of perjury of the laws of the United States:

- I am one of the Named Plaintiffs and Class Representatives in the above-captioned litigation. As a Named Plaintiff and Class Representative, I have supervised the lawyers in this litigation and have approved all major litigation decisions since I commenced this class action litigation in June 2016.
- I submit this Declaration as a Class Representative in Support of Plaintiffs' Motion for Final Approval of the Settlement and Plaintiffs' Counsel's Motion for Approval of Attorneys' Fees, Expenses, and Incentive Awards. I have knowledge of the matters set forth in this Declaration based on my involvement in securing information relevant to the claims in this litigation concerning the Wheaton Franciscan System Retirement Plan, and through advising Class Counsel in their drafting of the Complaint and in the negotiations that led to the settlement. I could and would testify competently to the matters set forth herein if called upon to do so.

**Work Performed on Behalf of the Class**

- From 1981-1996, I owned and operated my own pharmacy. I believed strongly in the importance of investing in my employees' futures, so I instituted a profit-sharing retirement plan. I also believed strongly in running the plan correctly, so I hired a consultant to ensure that my pharmacy's retirement plan complied with IRS regulations and with ERISA. My experience maintaining an ERISA-compliant retirement plan for my own business has given me a heightened understanding and sensitivity to the importance of ERISA.
- After selling my pharmacy and relocating, I began working for Wheaton Franciscan Hospital System as a pharmacist. I worked there for 16 years, from 1998 until I retired on April 4, 2014.
- On June 3, 2016, I retained Cohen Milstein and Keller Rohrback ("Class Counsel") to investigate ERISA claims that I might have against the Wheaton Franciscan Healthcare Retirement Plan.
- During this investigation, I participated in regular phone calls with Class Counsel to help

them develop the factual information for the Complaint. I also provided my lawyers with documents related to my participation in the Wheaton Plan, as well as documents in my possession concerning the Wheaton Plan more generally.

- After consulting with Class Counsel on several occasions and asking follow up questions about Counsel's litigation strategy, I agreed to be a Named Plaintiff in this action, and to act as a class representative of any certified class. I understood that this would entail having my name in the publicly-filed complaint; ongoing engagement with my legal team; participating in discovery, including a possible deposition as well as a potential trial; and acting at all times in the best interest of the class.
- To this end, I retained Cohen Milstein and Keller Rohrback as my attorneys for this litigation and authorized them to file the Complaint, which they did on June 28, 2016.

#### **Support for the Settlement**

- When mediation sessions began in February 2017, I reviewed the mediation statements that were written as well as a number of other mediation materials. I discussed settlement strategies with my lawyers and learned about Wheaton Franciscan's defenses.
- As the mediation sessions progressed over the course of five months, I participated in regular calls, primarily with Julie Reiser, to discuss the progress of the mediation and settlement strategy.
- Prior to filing the lawsuit, I understood that one of the key issues in this litigation concerned whether religiously-affiliated entities could claim a "church plan" exemption from ERISA. Several months after the case was filed, my attorneys informed me that the Supreme Court had taken review of that issue. I continued to communicate with my attorneys about the status of the Supreme Court's review through oral argument and the ruling in June 2017.
- Based on my conversations with counsel on the settlement strategy and my understanding of the Supreme Court's ruling on the "church plan" issue, I believe the settlement achieved provides the best outcome for the class I sought to represent, relative to the risks and uncertainty of continued litigation.
- **Support for Counsel's Fees, Litigation Expenses, and Incentive Awards**
- I understand that Plaintiffs' Counsel seek an award of \$2.25 million, encompassing their fees, their litigation expenses, and incentive awards to Named Plaintiffs.
- While I understand that this decision is left to the Court, I have taken my role as a Class Representative seriously and have carefully considered my lawyers' request.
- I recognize that Counsel took a risk in litigating this case. In my opinion, Counsel acted with unwavering commitment to the Class during this litigation. At all times, they were available to answer my questions concerning the risks of continued litigation balanced against the settlement that could be recovered now. I believe the Settlement is a direct result of Class Counsel's commitment to achieving the best outcome for the Class.
- I understand that Class Counsel also believe that the contributions I have made to the litigation in providing documentation that gave rise to the litigation's legal theories, helping to frame the Complaint, holding my attorneys accountable for the benefit of the class, and urging the best possible settlement in light of the countervailing risks justify an incentive award. As set forth above, since early 2016, I have been diligently involved in helping to understand the nature of the ERISA claims in this case and the basis for the Wheaton Plan's underfunding, and also in securing the greatest amount of pension

protections for all Wheaton Plan participants.

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

Executed this 11<sup>th</sup> day of November, 2017



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Bruce Bowen