

**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

**DECLARATION OF DIANN CURTIS IN SUPPORT OF PLAINTIFFS' MOTION FOR  
FINAL APPROVAL AND PLAINTIFFS' COUNSEL'S MOTION FOR APPROVAL OF  
ATTORNEYS' FEES, EXPENSES, AND INCENTIVE AWARDS**

I, Diann Curtis, declare under penalty of perjury of the laws of the United States:

1. 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 April 2016.
  
2. 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 providing my lawyers with information relevant to the claims in this litigation concerning the Wheaton Franciscan System Retirement Plan, assisting Plaintiffs' Counsel in drafting the Complaint, and staying apprised of 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**

3. I was employed in the Wheaton Franciscan Hospital System for over 20 years, from July 1989 until I retired in October 2009.
4. On March 30, 2016, I retained Kessler Topaz Meltzer & Check, LLP (“KTMC”) to investigate ERISA claims that I might have concerning the Wheaton Franciscan Healthcare Retirement Plan.
5. During this investigation, I met in person and participated in regular phone calls with my lawyers to help them develop the factual information that they would eventually use in the Complaint. I also provided my lawyers with documents in my possession related to the Wheaton Plan.
6. After consulting with KTMC on several occasions, including an in person meeting, and asking follow up questions about their 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.
7. To this end, I retained KTMC on March 30, 2016 as my attorneys for this litigation and authorized them to file the Complaint, which they did on April 11, 2016.
8. On January 4, 2017, my case was consolidated with the *Bowen v. Wheaton Franciscan Services, Inc.*, No. 1:16-cv-06782 matter, and the law firms of Cohen Milstein Sellers & Toll PLLC and Keller Rohrback, L.L.P. were appointed as “Class Counsel” in the Action.

9. Thereafter, I kept abreast of the consolidated matter and communicated with Class Counsel through my attorneys at KTMC.

**Support for the Settlement**

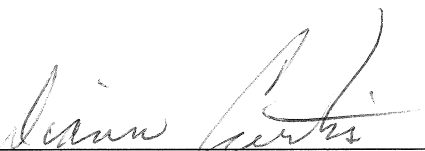
10. When mediation sessions began in early 2017, I discussed settlement strategies with my lawyers and learned about Wheaton Franciscan's defenses. I also discussed with my lawyers the risks of ongoing litigation in light of the Supreme Court deciding to review the *Advocate* decision.
11. As the mediation sessions progressed over the course of five months, I was kept abreast of the situation through my attorneys at KTMC.
12. Based on my understanding of the risks of ongoing litigation relative to accepting the mediator's proposal, I believe the settlement achieved provides the best outcome for the class I sought to represent because plan participants will receive information about their pension benefits and the funding of the Trust each year, as well as guarantees that additional funding will be provided to the Trust if there are insufficient funds to pay out obligations.

**Support for Counsel's Fees, Litigation Expenses, and Incentive Awards**

13. I understand that Plaintiffs' Counsel seek an award of \$2.25 million, which includes their fees, their litigation expenses, and incentive awards to Named Plaintiffs.
14. 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.

15. I recognize that Counsel took a risk in litigating this case. In my opinion, Counsel represented the class well during this litigation. They were highly qualified to represent the class because of their work in the case that went to the Supreme Court. Through my lawyers at KTMC, they communicated to me all major decisions, addressed my questions about the risks of continued litigation, and took my concerns into account. I believe that they carefully considered what was in the class's best interest when making a settlement recommendation to me.
16. I understand that Class Counsel also believe that the contributions I have made to the litigation justify an incentive award. I understand that, when asking for this award, they considered my leading role in representing my colleagues and becoming one of the names associated with this litigation, my contributions in framing the Complaint, and my attention to various settlement options in light of the risks of continued litigation. As set forth above, since spring 2016, I have diligently worked with both my attorneys at KTMC and Class Counsel to understand how the Wheaton Plan would have operated differently if it had complied with ERISA requirements. After the *Advocate* decision, I carefully considered how to secure the greatest amount of pension protections for all Wheaton Plan participants before approving the settlement.
17. I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed this 17<sup>th</sup> day of November, 2017



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Diann Curtis