

Lynn Lincoln Sarko respectfully submits this Declaration in Support of (1) Plaintiffs' Unopposed Motion for Final Approval of Settlement Agreement; and (2) Petition of Class Counsel for Approval of Attorneys' Fees and Reimbursement of Expenses and for Incentive Awards to Named Plaintiffs.

Pursuant to 28 U.S.C. § 1746, I, Lynn Lincoln Sarko, declare as follows:

1. I am the Managing Partner of Keller Rohrback L.L.P., and one of the attorneys personally involved in this action and responsible for its prosecution. I have personal knowledge of the facts set forth below and, if called as a witness, I could and would testify competently thereto.

2. Since 2013, Keller Rohrback and Cohen Milstein Sellers & Toll ("Cohen Milstein") have been co-counsel in several cases involving the Church Plan exemption to the Employee Retirement Income Security Act, 29 U.S.C. § 1002(33)(C)(i), including this action. Cohen Milstein and Keller Rohrback have worked together to investigate and bring this action and also to negotiate the Settlement Agreement.

3. This Court appointed Cohen Milstein as lead counsel over two other competing firms, Kessler Topaz Meltzer & Check, LLP and Izard, Kindall, and Raabe LLP, which had filed a separate action alleging similar claims. After the Court consolidated the two actions and appointed Cohen Milstein as interim lead class counsel, Keller Rohrback continued to perform work in the case by consulting and assisting with this case when necessary, including participating in mediation and settlement negotiations of this case.

4. The schedule attached hereto as **Exhibit A** is a summary of time spent by Keller Rohrback attorneys and other professional support staff and the lodestar calculation based on the firm's current billing rates from development and inception through October 12, 2017. For

personnel who are no longer employed by the firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by Keller Rohrback. The hourly rates charged by Keller Rohrback in this case are the firm's current contingent hourly rates, have been approved in other judicial settlement hearings, some of which are described below, and are consistent with rates approved in this District and others in recent class action cases.

5. The lodestar figures are based on Keller Rohrback's current contingent hourly billing rates and contemporaneous time records regularly prepared and maintained by the firm. Expense items are billed separately and such charges are not duplicated in the firm's billing rates.

6. Keller Rohrback's rates range from \$260 to \$940 for 615.30 hours performed. The lower end represents rates charged for support staff such as paralegals, while the higher end represents rates charged for the senior partners.

7. Keller Rohrback's rates have been approved in other cases, including two other recent Church Plan cases in which they reported hourly rates at amounts comparable to those sought herein. *See Lann v. Trinity Health Corporation*, No. 8:14-cv-2237, Plaintiffs' Motion for Attorney Fees and Expenses, and Incentive Fees to Named Plaintiffs, ECF No. 103-1 (D. Md. April 17, 2017) (seeking fees at identical attorney rates to this action); *Trinity*, No. 8:14-cv-2237, Order Finally Approving Class Settlement, ECF No. 111, (D. Md. May 31, 2017) (approving fees at identical attorney rates to this action) (attached hereto as Ex. E); *Griffith v. Providence Health & Services*, No. 14-01720, Pls. Motion for Attorney Fees and Expenses, and Incentive Fees to Named Plaintiffs, ECF No. 57 (W.D. Wash. Feb. 3, 2017) (seeking fees at identical attorney rates to this action); *Griffith v. Providence Health & Services*, No. 14-cv-1720, Order

Finally Approving Class Settlement ¶ 10, ECF No. 69 (W.D. Wash. Mar. 21, 2017) (approving fees at identical attorney rates to this action) (attached hereto as Ex. F); *see also Overall v. Ascension Health*, No. 13-11396, Pl.'s Mot. for Awards of Att'ys' Fees, Expenses & Incentive Fee, ECF No. 97 (E.D. Mich. Aug. 17, 2015); *Overall v. Ascension Health*, No. 13-11396, Order and Final Judgment ¶ 8, ECF No. 115 (E.D. Mich. Sept. 17, 2015) (attached hereto as Ex. G).

8. District courts have granted final approval and awarded fees to Keller Rohrback based on the firm's then-current rates in many other ERISA cases. *See, e.g., In re Ford Motor Co. ERISA Litig.*, No. 06-11718 (E.D. Mich. Feb. 15, 2011), ECF Nos. 285, 291 (awarding then-current attorneys' rates between \$331 and \$740); *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, No. 05-1725 (E.D. Mich. May 12, 2010), ECF Nos. 472, 493 (awarding then-current attorneys' rates between \$300 and \$675); *In re CMS Energy ERISA Litig.*, No. 02-72834 (E.D. Mich. June 27, 2006), Dkt. ## 208, 226 (awarding then-current rates between \$300 and \$640); *In re State St. Bank & Trust Co. ERISA Litig.*, No. 07-8488 (S.D.N.Y. Feb. 19, 2010), ECF Nos. 187, 191 (awarding then-current attorneys' rates between \$300 and \$740); *In re Bear Stearns Cos. ERISA Litig.*, No. 08-2804 (S.D.N.Y. Sept. 20, 2012), ECF Nos. 158, 163 (awarding then-current attorneys' rates between \$295 and \$785); *Overall v. Ascension Health*, No. 13-11396 (E.D. Mich. Sept. 17, 2015), ECF No. 115 (awarding then-current attorneys' rates between \$395 and \$895); *In re Bank of New York Mellon Corp. Forex Transactions Litig.*, MDL No. 2335 (S.D.N.Y. Sept. 24, 2015), ECF No. 637 (awarding then-current attorneys' rates between \$475 and \$895); *Griffith v. Providence Health & Servs.*, No. 14-1720 (W.D. Wash. Mar. 21, 2017, ECF No. 69 (awarding then-current attorneys' rates between \$400 and \$940).

9. Keller Rohrback has advanced or incurred \$13,591.41 in unreimbursed expenses to date. Ex. A (summaries of expenses).¹ The expenses incurred in developing and prosecuting this case are commercially reasonable and are reflected on the books and records the firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate recordation of the expenses incurred.

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

Executed this 13th day of October, 2017.

KELLER ROHRBACK L.L.P.

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¹ The expenses incurred prosecuting this complex class action includes filing fees; travel expenses; court appearances and mediation; copying, delivery and telecommunications charges; computer legal research charges; mediator's charges; and similar litigation expenses. These expenses are typically billed by attorneys to paying clients, and are calculated based on the actual expenses of these services in the markets in which they have been provided. Class Counsel maintains appropriate back-up documentation for each expense.