

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE**

LINDA GRIFFITH and JEANETTE WENZL,
on behalf of themselves, individually, and on
behalf of the Providence Health & Services
Cash Balance Retirement Plan,

Plaintiffs,

v.

PROVIDENCE HEALTH & SERVICES;
RETIREMENT PLANS COMMITTEE;
ELLEN WOLF; JOHN and JANE DOES 1-20,
inclusive, MEMBERS OF THE RETIREMENT
PLANS COMMITTEE; JOHN or JANE DOE
21, PLAN DIRECTOR; HUMAN
RESOURCES COMMITTEE OF THE BOARD
OF DIRECTORS; JOHN and JANE DOES 22-
40, inclusive, MEMBERS OF THE HUMAN
RESOURCES COMMITTEE OF THE BOARD
OF DIRECTORS; ROD HOCHMAN; BOARD
OF DIRECTORS OF PROVIDENCE HEALTH
& SERVICES; MICHAEL HOLCOMB;
CHAUNCEY BOYLE; ISIAAH CRAWFORD;
MARTHA DIAZ ASKENAZY; PHYLLIS
HUGHES; SALLYE LINER; KIRBY
McDONALD; DAVE OLSEN; AL
PHARRISH; CAROLINA REYES; PETER J.
SNOW; MICHAEL A. STEIN; CHARLES
WATTS; BOB WILSON; JOHN and JANE
DOES 41-50, inclusive,

Defendants.

No. 2:14-cv-01720-JCC

DECLARATION OF BENJAMIN M. SAPER

BENJAMIN M. SAPER, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am an associate in the law firm of Proskauer Rose LLP, counsel to Defendants Providence Health & Services, et al. (“Defendants”), in the above-captioned matter.

2. I submit this Declaration detailing Defendants compliance with the notice requirements of the Class Action Fairness Act, 28 U.S.C. § 1711, *et seq.* (“CAFA”).

3. Attached hereto as Exhibit 1 is a true and correct copy of the letter sent pursuant to CAFA (“CAFA Notice”) on October 28, 2016, to the United States Attorney General. *See* 28 U.S.C. § 1715(a)(1). A substantially similar letter was sent to the Attorney General for all fifty United States, the District of Columbia and the United States Territories. *See* 28 U.S.C. § 1715(a)(2).¹

4. As required by 28 U.S.C. § 1715(b), the CAFA Notice provided: (i) the definition of the Settlement Class; and (ii) a reasonable estimate of the number of class members in each state based on the residency of participants of the employee benefit plan at issue in this action. Enclosed with the Notice were copies of: (i) the Class Action Complaint; (ii) the Motion for Preliminary Approval, which contains as exhibits copies of the Settlement Agreement, the proposed preliminary order, and the proposed notices to the class members; and (iii) the Declaration of Lynn Sarko in Support of the Motion for Preliminary Approval, which contains as exhibits copies of Plaintiffs’ Counsel’s firm resumes and the proposed final order. (See Exhibit 1).

5. Attached hereto as Exhibit 2 is a true and correct copy of a supplemental letter sent on December 16, 2016, to the United States Attorney General. A substantially similar letter was sent to the Attorney General for all United States, the District of Columbia and the United States Territories. The supplemental letter provided notice that Defendants had identified additional class members and provided an updated table showing a reasonable estimate of the number of class members in each state (See Exhibit 2).

¹ We will make available for the Court’s review, upon request, all of the CAFA Notices sent.

6. In response to the CAFA Notice, the Office of the Attorney General of the State of Washington sent an email dated November 22, 2016 to Proskauer acknowledging receipt of the CAFA Notice. Attached hereto as Exhibit 3 is a true and correct copy of that email.

7. Other than the communications described in this Declaration, Proskauer has not received any communications from the recipients of the CAFA Notice.

8. To the best of my knowledge, Defendants have fully complied with CAFA and have satisfied all their obligations thereunder.

I declare under penalty of perjury that the foregoing statements are true and correct.



BENJAMIN M. SAPER

Dated: January 31, 2017
New Orleans, Louisiana

EXHIBIT 1



Proskauer Rose LLP 650 Poydras Street, Suite 1800 New Orleans, LA 70130-6146

Howard Shapiro
Member of the Firm
d 504.310.4085
f 504.310.2022
howshapiro@proskauer.com
www.proskauer.com

October 28, 2016

By First Class Mail Return Receipt Requested

Attorney General Loretta Lynch
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Re: *Griffith, et al. v. Providence Health & Services, et al.*, No. 14-1720,
United States District Court for the Western District of Washington

Dear Attorney General Lynch:

Defendants Providence Health & Services, Retirement Plans Committee, Ellen Wolf, Rod Hochman, Board of Directors of Providence Health & Services, Michael Holcomb, Chauncey Boyle, Isiaah Crawford, Martha Diaz Aszkenazy, Phyllis Hughes, Sallye Liner, Kirby McDonald, Dave Olsen, Al Parrish, Carolina Reyes, Peter J. Snow, Michael A. Stein, Charles Watts, and Bob Wilson (“Defendants”), through undersigned counsel, write pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715, to give notice of a proposed settlement in the above-referenced matter.

On October 20, 2016, Plaintiffs’ Counsel filed Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement (“Motion for Preliminary Approval”) and exhibits.

The Settlement Agreement contemplates that the Court will certify a class, for settlement purposes only, defined as: All Persons who are or were participants, whether vested or non-vested, in the Providence Health & Services Cash Balance Retirement Plan (the “Plan”), which is also commonly referred to as the “Core Plan,” on or after January 1, 2008, and their beneficiaries.

Enclosed with this letter are copies of: (i) the Class Action Complaint; (ii) the Motion for Preliminary Approval, which contains as exhibits copies of the Settlement Agreement, the proposed preliminary order, and the proposed notices to the class members; and (iii) the Declaration of Lynn Sarko in Support of the Motion for Preliminary Approval, which contains as exhibits copies of Plaintiffs’ Counsel’s firm resumes and the proposed final order. Also enclosed is a table providing a reasonable estimate of the number of class members residing in each state.



Attorney General Lynch

October 28, 2016

Page 2

The Settlement Agreement calls for Providence Health & Services to contribute \$350 million to the Plan for funding purposes over seven years. The settlement also calls for certain agreed-upon plan provisions to be followed by the Plan. Because defined benefit plan trust funds hold assets collectively in trust for the benefit of all plan participants and beneficiaries, no specific portions of the \$350 million are allocable to any single settlement class member.

In addition to the \$350 million total contribution to the Plan, Providence Health & Services will pay up to \$1,901,000 in the aggregate (\$500 per person) to 3,802 nonvested former participants in the Plan.

The Settlement Agreement also provides for the payment of up to \$6.5 million, to be awarded in the Court's sole discretion, for Plaintiffs' Counsel's fees, Plaintiffs' expenses and/or incentive fees for Plaintiffs.

There are no judicial hearings scheduled at this time. There are no other agreements between class counsel and counsel for Defendants, there are no final judgments or notices of dismissal in this matter, and there are no written judicial opinions relating to the materials described under 28 U.S.C. §§ 1715(b)(3)-(6).

We appreciate your time and attention to this matter. Please contact me with any questions or concerns.

Respectfully,

A handwritten signature in blue ink that reads "Howard Shapiro".

Howard Shapiro

cc, via e-mail:

Karen L. Handorf, Esq.

Lynn L. Sarko, Esq.

EXHIBIT 2



Proskauer Rose LLP 650 Poydras Street, Suite 1800 New Orleans, LA 70130-6146

Howard Shapiro
Member of the Firm
d 504.310.4085
f 504.310.2022
howshapiro@proskauer.com
www.proskauer.com

December 16, 2016

By First Class Mail Return Receipt Requested

Attorney General Loretta Lynch
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Re: *Griffith, et al. v. Providence Health & Services, et al.*, No. 14-1720,
United States District Court for the Western District of Washington

Dear Attorney General Lynch:

Defendants Providence Health & Services, Retirement Plans Committee, Ellen Wolf, Rod Hochman, Board of Directors of Providence Health & Services, Michael Holcomb, Chauncey Boyle, Isiaah Crawford, Martha Diaz Aszkenazy, Phyllis Hughes, Sallye Liner, Kirby McDonald, Dave Olsen, Al Parrish, Carolina Reyes, Peter J. Snow, Michael A. Stein, Charles Watts, and Bob Wilson (“Defendants”), through undersigned counsel, write pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715, to give supplemental notice regarding a proposed settlement in the above-referenced matter.

On October 28, 2016, Defendants previously wrote to provide notice (enclosed herein) of a proposed settlement in the above-referenced matter to the attorneys general of the United States, each of the 50 states, the District of Columbia and U.S. territories. Since that date, Defendants identified additional class members and write to provide an updated table showing a reasonable estimate of the number of class members residing in each state. The terms of the Settlement Agreement have not changed and the inclusion of the additional class members will not alter the impact of the proposed settlement on any other class member. As described in Defendants’ initial notice, defined benefit pension plan trust funds, such as the plan at issue herein, hold assets collectively in trust for the benefit of all plan participants and beneficiaries. Therefore, no specific portions of the \$350 million settlement amount payable to the plan are allocable to any single class member. With respect to the Defendants’ additional contribution of up to \$1,901,000 (\$500 per person) to 3,802 nonvested former participants in the Plan, none of the newly discovered class members are nonvested former participants; therefore, the amount payable under this provision remains unchanged.



Attorney General Lynch

December 16, 2016

Page 2

On December 6, 2016, the Court in the above-referenced matter granted Plaintiffs' motion for preliminary approval of the proposed settlement. The Final Fairness Hearing to determine whether to approve the proposed settlement is scheduled for Tuesday, March 21, 2017. There are no other agreements between class counsel and counsel for Defendants and there are no final judgments or notices of dismissal in this matter.

Enclosed with this letter are copies of: (i) the initial notice of a proposed settlement served on October 28, 2016; (ii) an updated table providing a reasonable estimate of the number of class members residing in each state; and (iii) the Court's December 6, 2016 order preliminarily approving the proposed settlement.

We appreciate your time and attention to this matter. Please contact me with any questions or concerns.

Respectfully,

A handwritten signature in blue ink that reads "Howard Shapiro".

Howard Shapiro

cc, via e-mail:

Karen L. Handorf, Esq.

Lynn L. Sarko, Esq.

EXHIBIT 3

From: ATG MI WA CAFA-PrivateCP Lawsuits [<mailto:privatecpa@ATG.WA.GOV>]
Sent: Tuesday, November 22, 2016 5:18 PM
To: Shapiro, Howard
Subject: RE: Matter # 10733222, Griffith, et al. v. Providence Healthcare

Sent on behalf of Assistant Attorney General Amy Teng:

Dear Mr. Shapiro:

This message acknowledges that we have received notice from you regarding the above mentioned case pursuant to the Class Action Fairness Act of 2005, 28 U.S.C § 1715 (CAFA).

Thank you for bringing this matter to the attention of the Washington State Attorney General's Office, Consumer Protection Division.

Sincerely,

Donnelle Brooke

Paralegal
Office of the Attorney General
Consumer Protection Division
Phone-206-464-6562