

1 Randy Renick (S.B.N. 179652)
rrr@hadsellstormer.com
2 Cornelia Dai (S.B.N. 207435)
cdai@hadsellstormer.com
3 HADSELL STORMER RENICK & DAI LLP
128 North Fair Oaks Avenue, Suite 204
4 Pasadena, California 91103-3645
Telephone: (626) 585-9600
5 Facsimile: (626) 577-7079

6 Richard G. McCracken (S.B.N. 62058)
rmccracken@msh.law
7 Sarah Grossman-Swenson (S.B.N. 259792)
sgs@msh.law
8 McCRACKEN, STEMERMAN & HOLSBERRY, LLP
475 14th Street, Suite 1200
9 Oakland, CA 94612
Telephone: (415) 597-7200
10 Facsimile: (415) 597-7201

11 *Attorneys for Plaintiffs & Plaintiff Class*

12
13 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
14 **FOR THE COUNTY OF ORANGE**

15
16 KATHLEEN GRACE, REGINA DELGADO,
17 ALICIA GRIJALVA, JAVIER TERRAZAS,
and all others similarly situated,
18
19 Plaintiffs,

20 v.

21 THE WALT DISNEY COMPANY, WALT
22 DISNEY PARKS AND RESORTS US, INC.,
SODEXO, INC., SODEXOMAGIC, LLC and
23 Does 1-100,

24 Defendants.

Case No. 30-2019-01116850-CU-OE-CXC

**DECLARATION OF RICHARD M.
PEARL IN SUPPORT OF PLAINTIFFS'
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF COSTS**

Judge: Hon. William D. Claster
Dept.: CX101
Action Filed: December 6, 2019
Hearing Date: September 12, 2025
Hearing Time: 9:00 a.m.

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

2

3
4
5
6
7
8
9

10
11
12
13
14
15
16

17

18

19

20
21
22
23
24
25
26
27
28

1 Statewide “Backup Center” in San Francisco, a four-attorney program tasked with assisting other
2 legal services programs with their impact litigation, as well as carrying their own caseload. From
3 1977 to 1982, I was CRLA’s Director of Litigation, supervising more than fifty attorneys as well
4 as handling my own impact litigation caseload. In 1982-1983, I transitioned into private practice,
5 first in a small Oakland law firm formed by myself and three other former CRLA attorneys, then
6 as a sole practitioner.

7 5. Martindale Hubbell rates my law firm “AV,” which it assigns to attorneys with “the
8 highest level of professional, peer-reviewed excellence.” I also have been selected as a Northern
9 California “Super Lawyer” in Appellate Law for 2005–2008 and 2010–2025, a distinction
10 reserved for only 5% of Northern California attorneys.

11 6. Since 1982, the focus of my legal work has been in general civil litigation and
12 appellate practice, with an emphasis on class actions and attorney fee issues. More recently my
13 focus has been almost exclusively on matters involving attorney fee issues. I have lectured and
14 written extensively on both court-awarded and attorney-client fee disputes. I have been a member
15 of the California State Bar’s Attorneys’ Fees Task Force and have testified before the State Bar
16 Board of Governors and the California Legislature on attorneys’ fee issues.

17 7. I am the author of *California Attorney Fee Awards* (3d ed., Cal. CEB 2010) (“Cal.
18 Fee Awards”) and its cumulative annual Supplements and Updates between 2011 and April 2025.
19 I also was the author of *California Attorney Fee Awards* (2d ed., Cal. CEB 1994), and its 1995
20 through 2008 annual Supplements. Several courts have referred to this treatise as “[t]he leading
21 California attorney fee treatise.” *Calvo Fisher & Jacob LLP v. Lujan*, 234 Cal. App. 4th 608, 621
22 (2015); *see also, e.g., Int’l Billing Servs., Inc. v. Emigh*, 84 Cal. App. 4th 1175, 1193 (2000) (“the
23 leading treatise”); *Stratton v. Beck*, 30 Cal. App. 5th 901, 911 (2019) (“a leading treatise”); *Orozco*
24 *v. WPV San Jose, LLC*, 36 Cal. App. 5th 375, 409 (2019) (“a leading treatise on California
25 attorney’s fees”). It also has been cited by the California Supreme Court and Court of Appeal on
26 many occasions. *See Graham v. DaimlerChrysler Corp.*, 34 Cal. 4th 553, 576, 584 (2004); *Lolley v.*
27 *Campbell*, 28 Cal. 4th 367, 373 (2002); *In re Conservatorship of Whitley*, 50 Cal. 4th 1206, 1214–
28 15, 1217 (2010); *Sonoma Land Trust v. Thompson*, 63 Cal. App. 5th 978, 986 (2021); *Yost v.*

1 *Forestiere*, 51 Cal. App. 5th 509, 530 n.8 (2020); *Highland Springs Conference & Training Ctr. v.*
2 *City of Banning*, 42 Cal. App. 5th 416, 428 n.11 (2019); *Sweetwater Union High Sch. Dist. v. Julian*
3 *Union Elementary Sch. Dist.*, 36 Cal. App. 5th 970, 988 (2019); *Hardie v. Nationstar Mortg. LLC*,
4 32 Cal. App. 5th 714, 720 (2019); *Syers Props III, Inc. v. Rankin*, 226 Cal. App. 4th 691, 698, 700
5 (2014). California Superior Courts also cite the treatise with approval. *See, e.g., Davis v. St. Jude*
6 *Hosp.*, No. 30201200602596CUOECX, 2018 WL 7286170, at *4 (Orange Cty. Super. Ct. Aug. 31,
7 2018); *Hartshorne v. Metlife, Inc.*, No. BC576608, 2017 WL 1836635, at *10 (Los Angeles Super.
8 Ct. May 2, 2017). Federal courts also have cited it. *See In re Hurtado*, Case No. 09-16160-A-13,
9 2015 WL 6941127 (E.D. Cal. Nov. 6, 2015); *TruGreen Companies LLC v. Mower Brothers, Inc.*,
10 953 F. Supp. 2d 1223, 1236 nn.50, 51 (D. Utah 2013). I also authored the 1984 through 1993 annual
11 Supplements to the predecessor treatise, *CEB's California Attorney's Fees Award Practice*, which
12 itself was based on a manual we produced at CRLA. In addition, I authored a federal manual on
13 attorneys' fees entitled "Attorneys' Fees: A Legal Services Practice Manual," published by the Legal
14 Services Corporation. I also co-authored the chapter on "Attorney Fees" in Volume 2 of CEB's
15 *Wrongful Employment Termination Practice*, (2d ed., 1997).

16 8. More than 98% of my practice is devoted to issues involving court-awarded
17 attorney fees. I have appeared as an attorney of record in over two hundred attorneys' fee
18 applications in state and federal courts, both trial and appellate, primarily representing other
19 attorneys. I have briefed and argued more than 40 appeals, at least 30 of which have involved
20 attorneys' fees issues. I have won five cases in the California Supreme Court involving court-
21 awarded attorneys' fees: (1) *Maria P. v. Riles*, 43 Cal. 3d 1281 (1987), which upheld a Code
22 Civ. Proc. § 1021.5 fee award based on a preliminary injunction obtained against the State
23 Superintendent of Education, despite the fact that the case ultimately was dismissed under Code
24 Civ. Proc. § 583; (2) *Delaney v. Baker*, 20 Cal. 4th 23 (1999), which held that heightened
25 remedies, including attorneys' fees, are available in suits against nursing homes under
26 California's Elder Abuse Act; (3) *Ketchum v. Moses*, 24 Cal. 4th 1122 (2001), which reaffirmed
27 that contingent risk multipliers are an essential consideration under California attorney fee law
28 (note that in *Ketchum*, I was primary appellate counsel in the Court of Appeal and "second

1 chair” in the California Supreme Court); (4) *Flannery v. Prentice*, 26 Cal. 4th 572 (2001), which
2 held that under California law, in the absence of an agreement to the contrary, statutory
3 attorneys’ fees belong to the attorney whose services they are based upon; and (5) *Graham v.*
4 *DaimlerChrysler Corp.*, 34 Cal. 4th 553 (2004), which held, *inter alia*, that the “catalyst” theory
5 of fee recovery remained viable under California law and that lodestar multipliers could be
6 applied to fee motion work. In that case, I represented trial counsel in both the Court of Appeal
7 (twice) and California Supreme Court, as well as on remand in the trial court. I also represented
8 and argued on behalf of *amicus curiae* in *Conservatorship of McQueen*, 59 Cal. 4th 602 (2014),
9 which held that attorneys’ fees incurred for appellate work were not “enforcement fees” subject to
10 California’s Enforcement of Judgments law; I presented the argument relied upon by the Court.
11 Along with Richard Rothschild of the Western Center on Law and Poverty, I also prepared and
12 filed an *amicus curiae* brief in *Vasquez v. State of California*, 45 Cal. 4th 243 (2009), which held
13 that pre-filing settlement demands were not required to obtain fees under Code of Civil Procedure
14 section 1021.5 in non-catalyst cases.

15 9. I also have handled numerous other appeals involving attorneys’ fee issues,
16 including: *Davis v. City & County of San Francisco*, 976 F.2d 1536 (9th Cir. 1992); *Mangold v.*
17 *CPUC*, 67 F.3d 1470 (9th Cir. 1995); *Velez v. Wynne* 2007 U.S. App. LEXIS 2194 (9th Cir.
18 2007); *Camacho v. Bridgeport Financial, Inc.*, 523 F.3d 973 (9th Cir. 2008); *Orr v. Brame*, 793
19 F.Appx. 485 (9th Cir. 2019); *Center for Biological Diversity v. County of San Bernardino*, 185
20 Cal.App.4th 866 (2010); *Environmental Protection Information Center v. California Dept. of*
21 *Forestry & Fire Protection et al.*, 190 Cal.App.4th 217 (2010); *Heron Bay Home Owners*
22 *Association v. City of San Leandro*, 19 Cal.App.5th 376 (2018); and *Robles v. Emp. Dev. Dept.*,
23 38 Cal.App.5th 191 (2019). An expanded list of reported decisions in cases I have handled is set
24 out in pages 4–8 of my Resume (**Exhibit A**).

25 10. More frequently now, I testify as an expert witness on attorneys’ fees. I estimate
26 that I have testified, by declaration or in person, in more than 250 cases.

27 11. Numerous reported state and federal court fee awards have favorably cited my
28 testimony on attorneys’ fee issues. For example, in *Sonoma Land Trust v. Thompson*, 63 Cal .App.

1 5th 978, 986 (2021), the Court of Appeal expressly held that my expert declaration provided
2 evidentiary support for the trial court's fee determination. My declaration also was cited favorably
3 by the Fifth District of the Court of Appeal in *Wood v. Los Angeles County Waterworks Dist. No.*
4 *40 (Antelope Valley Groundwater Cases)*, 2021 Cal. App. Unpub. LEXIS 5506 (2nd Dist., Div.
5 2021), by the Sixth District in *Kerkeles v. City of San Jose*, 243 Cal. App. 4th 88, 96, 105 (2015),
6 and by the First District in *Gajanan v. City & County of San Francisco*, No. A168328, 2025 WL
7 1076796, at *3, *17, 2025 Cal.App. Unpub. 2141 (Cal. Ct. App. Apr. 10, 2025). Other reported
8 California state court decisions citing my opinion include:

- 9 • *Laffitte v. Robert Half Int'l Inc.*, 231 Cal. App. 4th 860 (2014), *aff'd* 1 Cal.5th 480
10 (2016).
- 11 • *Habitat and Watershed Caretakers v. City of Santa Cruz*, 2015 Cal. App. Unpub.
12 LEXIS 7156 (2015).
- 13 • *In re Tobacco Cases I*, 216 Cal. App. 4th 570 (2013).
- 14 • *Heritage Pacific Financial, LLC v. Monroy*, 215 Cal. App. 4th 972, 1009 (2013).
- 15 • *Wilkinson v. South City Ford*, 2010 Cal. App. Unpub. LEXIS 8680 (2010).
- 16 • *Children's Hospital & Medical Center v. Bonta*, 97 Cal.App.4th 740 (2002).
- 17 • *Church of Scientology v. Wollersheim*, 42 Cal. App. 4th 628 (1996).
- 18 • *Kaku v. City of Santa Clara*, No. 17CV319862, 2019 WL 331053, at *3 (Santa
19 Clara Cty. Super. Ct. Jan. 22, 2019), *aff'd* 59 Cal.App.5th 385 (2020).
- 20 • *Davis v. St. Jude Hosp.* No. 30201200602596CUOECX, 2018 WL 7286170, at *4
21 (Orange Cty. Super. Ct. Aug. 31, 2018).
- 22 • *Hartshorne v. Metlife, Inc.* No. BC576608, 2017 WL 1836635, at *10 (Los
23 Angeles Super. Ct. May 2, 2017).

24 These are just reported examples. Many other California trial courts have relied on my testimony
25 in unreported fee awards, including several Los Angeles area courts. *See, e.g., Davis v. Redlands*
26 *Unified High School Dist.*, San Bernardino County Superior Ct. No. CICS2103756, Order on
27 Plaintiff's Attorney's Fee Motion filed November 6, 2024 (awarding Los Angeles area hourly
28 rates); *Bronshteyn v. California*, Los Angeles County Superior Ct. No. 19SMCV00057, Order

1 Granting Plaintiff's Motion for Statutory Attorneys' Fees and Costs filed March 30, 2023;
2 *Stephens v. Inter-Con Sec. Sys.* (Los Angeles Super. Ct. May 17, 2019), 2019 Cal.Super.LEXIS
3 9551, at *23.

4 12. Many federal courts also have referenced my expert testimony favorably. For
5 example, in *Human Rights Defense Center v. County of Napa*, 20-cv-01296-JCS, Doc. 50
6 (March 28, 2021), the court stated that it had "place[d] significant weight on the opinion of
7 Mr. Pearl that the rates charged by all of the timekeepers listed above are reasonable and in line
8 with the rates charged by law firms that engage in federal civil litigation in the San Francisco Bay
9 Area. Mr. Pearl has extensive experience in the area of attorney billing rates in this district and has
10 been widely relied upon by both federal and state courts in Northern California [] in determining
11 reasonable billing rates." *Id.* at 18–19. That same view of my testimony was subsequently repeated
12 and applied in *Wit v. United Behavioral Health*, 578 F.Supp.3d 1060, 1079 (N.D. Cal. Jan. 5,
13 2022), *vacated and remanded upon reversal of the merits*, 2023 U.S. App. LEXIS 33343 (9th
14 Cir. 2023), and *Andrews v. Equinox Holdings, Inc.*, 570 F. Supp. 3d 803, 807 (N.D. Cal. 2021)
15 (quoting the above language from *Human Rights Defense Center* and concluding: "This Court
16 similarly finds Pearl's opinions well supported and persuasive."). The following additional federal
17 decisions also have referenced my testimony favorably:

- 18 • *Prison Legal News v. Ryan*, No. 19-17449, 2023 WL 9190364, at *1-2 (9th Cir.
19 Mar. 21, 2023);
- 20 • *Antoninetti v. Chipotle Mexican Grill, Inc.*, No. 08-55867 (9th Cir. 2012), Order
21 filed Dec. 26, 2012, at 6;
- 22 • *Prison Legal News v. Schwarzenegger*, 608 F.3d 446, 455 (9th Cir. 2010) (the
23 expert declaration referred to is mine);
- 24 • *Roe v. SFBSC Mgmt., LLC*, 2022 U.S. Dist. LEXIS 215122 (N. D. Cal. Nov. 29,
25 2022);
- 26 • *Kinder v. Woodbolt Distribution, LLC*, No. 3:18-CV-2713-DMS-AGS, 2021 WL
27 1226444, *4 (S.D. Cal. Apr. 1, 2021);
- 28 • *Independent Living Center of S. Cal. v. Kent*, 2020 U.S. Dist. LEXIS 13019 (C.D.
Cal. 2020);
- *Ridgeway v. Wal-Mart Stores, Inc.*, 269 F. Supp. 3d 975 (N.D. Cal. 2017), *aff'd* 269
F.3d 1066 (9th Cir. 2020);
- *Beaver v. Tarsadia Hotels*, 2017 U.S. Dist. LEXIS 160214 (S.D. Cal. 2017);

- 1 • *Notter v. City of Pleasant Hill*, 2017 U.S. Dist. LEXIS 197404, 2017 WL 5972698 (N.D. Cal. 2017);
- 2 • *Villalpondo v. Exel Direct, Inc.*, 2016 WL 1598663 (N.D. Cal. 2016);
- 3 • *State Compensation Insurance Fund v. Khan et al.*, Case No. SACV 12-01072-CJC(JCGx) (C.D. Cal.), Order Granting in Part and Denying in Part the Zaks Defendants' Motion for Attorneys' Fees, filed July 6, 2016 (Dkt. No. 408);
- 4 • *In re Cathode Ray Tube Antitrust Litig.*, Master File No. 3:07-cv-5944 JST, MDL No. 1917 (N.D. Cal. 2016) 2016 U.S. Dist. LEXIS 24951 (Report And Recommendation Of Special Master Re Motions (1) To Approve Indirect Purchaser Plaintiffs' Settlements With the Phillips, Panasonic, Hitachi, Toshiba, Samsung SDI, Technicolor, And Technologies Displays Americas Defendants, and (2) For Award Of Attorneys' Fees, Reimbursement Of Litigation Expenses, And Incentive Awards To Plaintiffs' Representative), Dkt. 4351, dated January 28, 2016, *adopted in relevant part*, 2016 U.S. Dist. LEXIS 88665;
- 5 • *Gutierrez v. Wells Fargo Bank*, 2015 U.S. Dist. LEXIS 67298 (N.D. Cal. 2015);
- 6 • *Holman v. Experian Information Solutions, Inc.*, 2014 U.S. Dist. LEXIS 173698 (N.D. Cal. 2014);
- 7 • *In re TFT-LCD (Flat Panel) Antitrust Litig.*, No. M 07-1827 SI, MDL No. 1827 (N.D. Cal.), Report and Recommendation of Special Master Re Motions for Attorneys' Fees And Other Amounts By Indirect-Purchaser Plaintiffs' Plaintiffs And State Attorneys General, Dkt. 7127, filed Nov. 9, 2012, *adopted in relevant part*, 2013 U.S. Dist. LEXIS 49885 (N.D. Cal. 2013);
- 8 • *Walsh v. Kindred Healthcare*, 2013 U.S. Dist. LEXIS 176319 (N.D. Cal. 2013);
- 9 • *A.D. v. California Highway Patrol*, 2009 U.S. Dist. LEXIS 110743, at *4 (N.D. Cal. 2009), *rev'd on other grounds*, 712 F.3d 446 (9th Cir. 2013), *reaffirmed and additional fees awarded on remand*, 2013 U.S. Dist. LEXIS 169275 (N.D. Cal. 2013);
- 10 • *Hajro v. United States Citizenship & Immigration Service*, 900 F. Supp. 2d 1034, 1054 (N.D. Cal. 2012);
- 11 • *Rosenfeld v. United States Dep't of Justice*, 904 F. Supp. 2d 988, 1002 (N.D. Cal. 2012);
- 12 • *Stonebrae, L.P. v. Toll Bros., Inc.*, 2011 U.S. Dist. LEXIS 39832, at *9 (N.D. Cal. 2011) (thorough discussion), *aff'd* 2013 U.S. App. LEXIS 6369 (9th Cir. 2013);
- 13 • *Armstrong v. Brown*, 2011 U.S. Dist. LEXIS 87428 (N.D. Cal. 2011);
- 14 • *Lira v. Cate*, 2010 WL 727979 (N.D. Cal. 2010);
- 15 • *Californians for Disability Rights, Inc. v. California Dep't of Transportation*, 2010 U.S. Dist. LEXIS 141030 (N.D. Cal. 2010);
- 16 • *Nat'l Federation of the Blind v. Target Corp.*, 2009 U.S. Dist. LEXIS 67139 (N.D. Cal. 2009);
- 17 • *Prison Legal News v. Schwarzenegger*, 561 F. Supp. 2d 1095 (N.D. Cal. 2008) (an

1 earlier motion);

- 2 • *Bancroft v. Trizechahn Corp.*, No. CV 02-2373 SVW (FMOx), Order Granting
3 Plaintiffs Reasonable Attorneys' Fees and Costs In the Amount of \$168,886.76,
4 Dkt. 278 (C.D. Cal. Aug. 14, 2006);
- 5 • *Willoughby v. DT Credit Corp.*, No. CV 05-05907 MMM (CWx), Order Awarding
6 Attorneys' Fees After Remand, Dkt. 65 (C.D. Cal. July 17, 2006);
- 7 • *Oberfelder v. City of Petaluma*, 2002 U.S. Dist. LEXIS 8635 (N.D. Cal. 2002),
8 *aff'd* 2003 U.S. App. LEXIS 11371 (9th Cir. 2003).

9 13. I have also been retained by various governmental entities, including the California
10 Attorney General's office to consult with them and serve as their expert regarding the State's
11 affirmative attorneys' fee claims. *See, e.g., In re Tobacco Cases I*, 216 Cal.App.4th 570, 584
12 (2013); *Dep. of Fair Employ. and Hous. v. Law Sch. Admission Council, Inc.*, No. 12-cv-08130,
13 2018 WL 5791869 (N.D. Cal. Nov. 5, 2018).

14 14. My opinion also has been cited repeatedly in unreported trial court decisions,
15 including by this Court. *See, e.g. Campbell v. Barnes*, Orange County Superior Court No. 30-
16 2020-01141117-CU-WM-CXC, Order Granting Petitioners' Motion for an Award of Attorneys'
17 Fees, filed January 20, 2022 (summarized below).

18 **A SUMMARY OF MY OPINION**

19 15. In my opinion, Counsel's hourly rates are well within the range of hourly rates that
20 the Los Angeles/Orange County legal marketplace would compensate them for similar services
21 accomplishing similar results. To form my opinions in this case, I have familiarized myself
22 generally with the history of the litigation, the nature of the legal work it required, the results
23 achieved, and the attorneys' fees that Counsel request. To this end, I reviewed the draft fees
24 motion; the supporting declarations of Randy Renick and Sarah Grossman-Swenson, Plaintiffs
25 Preliminary Approval papers, Plaintiffs' appellate briefs, and the Court of Appeal's published
26 decision. I have also consulted with Plaintiffs' attorneys about this motion and the underlying
27 facts and procedural history of the case. Further, I familiarized myself with the experience,
28 credentials, and qualifications of the attorneys involved.

COUNSEL'S HOURLY RATES ARE REASONABLE

16. It is my understanding that Plaintiffs' lodestar cross-check here is based on the following 2025 hourly rates:

Timekeeper	Position	Law School Class	2025 Rate
Hadsell Stormer Renick & Dai, LLP			
Randy Renick, Partner	Partner	1995	\$1,150.00
Cornelia Dai, Partner	Partner	1999	\$1,050.00
Sarah Cayer	Associate	2020	\$650.00
Andrea Loera	Associate	2021	\$600.00
Maria Stroud	Paralegal	--	\$375.00
Max Rosenfeld	Clerk	--	\$250.00
McCracken, Stemberman & Holsberry			
Richard G. McCracken	Partner/ Senior Counsel	1975	\$1,575.00
Sarah Grossman- Swenson	Partner	2008	\$975.00
Ivy Yan	Associate	2020	\$650.00
Emily Jo Coady	Associate	2022	\$625.00
Jacob Binder	Summer Clerk	2023	\$275.00
Isabelle Holt	Summer Clerk	2023	\$275.00
Sumona Gupta	Summer Clerk	2025	\$275.00
Gwyneth Byrne	Summer Clerk	2024	\$275.00

17. Under California law, Counsel's hourly rates are reasonable if they are within the range of reasonable rates charged by and judicially awarded to comparable attorneys for comparable work. *See Children's Hosp. & Med. Ctr. v. Bonta*, 97 Cal.App.4th 740, 783 (2002).¹ Here, it is my opinion that the 2025² hourly rates Counsel request are well within the range of the

¹ My citations to legal authorities are not presented as legal argument but to clarify and define the legal standards on which my opinions are based.

² Plaintiffs' Counsel are appropriately seeking their fees based on their 2025 rates. Fee awards are almost always determined based on current rates, *i.e.*, the attorney's rate at the time a motion for fees is made, rather than the historical rate at the time the work was performed. This is a common

1 non-contingent market rates charged by similarly qualified Los Angeles/Orange County area
2 attorneys who regularly engage in civil litigation of comparable complexity.³ The following
3 factors support my opinion:

4 18. **Factor One: My Experience and Expertise.** Initially, my opinion is based on my
5 long experience and expertise regarding attorneys’ fees, both as an advocate and as a recognized
6 fee expert. *See, e.g., Wit v. United Behav. Health, supra*, 578 F. Supp. 3d at 1079 (“the Court
7 places significant weight on Pearl’s opinion”); *Human Rights Defense Center v. County of Napa,*
8 *supra*, 2021 U.S. Dist. LEXIS 59778, *32, 2021 WL 1176640 (“Mr. Pearl has extensive
9 experience in the area of attorney billing rates in this district and has been widely relied upon by
10 both federal and state courts”) Through my writing and practice, I have become familiar with the
11 non-contingent market rates charged by attorneys in California and elsewhere. This familiarity has
12 been obtained in several ways: (a) by handling attorneys’ fee litigation; (b) by discussing fees with
13 other attorneys; (c) by obtaining declarations regarding prevailing market rates in cases in which I

14
15 _____
16 and accepted practice to compensate attorneys for the delay in being paid, *See, e.g., Graham v.*
17 *DaimlerChrysler Corp*, 34 Cal. 4th 553 (2004); *Robles v. Employment Dev. Dept.*, 38 Cal. App.
18 5th 191, 205 (2019); Pearl, Cal. Fee Awards (3d ed., Mar. 2025 Update) § 9.113, p. 9-134.

17 ³ In assessing the hourly rates for Plaintiffs’ Pasadena and Oakland-based attorneys, I have looked
18 to the rates charged in the greater Los Angeles/Orange County area, not just Orange County,
19 because the Orange County legal marketplace is generally considered to be part of one “Los
20 Angeles/Orange County” or “Southern California” market. Accordingly, I refer to the relevant
21 market here as the Los Angeles/Orange County market. As the Court of Appeal recently
22 recognized, trial courts are not restricted to the rates charged in the forum county; instead, the
23 “forum” rule is very flexible:

22 While courts tend to default to the rates in the location in which the case was litigated to
23 determine reasonableness (citation), the law does not *require* this approach. (*Ibid.*) This is
24 because the court’s determination of the relevant legal “‘market rate’ ... lie[s] within [its]
25 broad discretion.” (Citation) In setting a reasonable rate, the court may consider various
26 factors beyond the applicable legal community, such as the attorney’s skill and experience,
27 the nature of the work performed, the relevant area of expertise, and the attorney’s
28 customary billing rates. (Citation). As a result, **the trial court is not legally confined to
the four corners of the county where the case is tried to determine a reasonable
rate.”**

27 *Hoglund v. Sierra Nevada Miners-Memorial Hosp.*, 102 Cal.App.5th 56, 82 (2024) (italics the
28 Court’s; bold added; internal citations omitted).

1 represent attorneys seeking fees; and (d) by reviewing attorneys' fees applications and awards in
2 other cases, as well as surveys and articles on attorneys' fees in the legal newspapers and treatises.
3 As I explained above, I have testified before trial courts and arbitrators on numerous occasions,
4 and have submitted expert testimony by declaration on hundreds of occasions. Each of those
5 efforts require me to be aware of the hourly rates being charged in the relevant community,
6 especially those charged in the Los Angeles and San Francisco areas. Indeed, as shown above (¶¶
7 11-14), my expert opinions on hourly rates have been cited repeatedly by Los Angeles and Orange
8 County area courts, including this Court.

9 19. **Factor Two: Counsel's Stellar Credentials, Experience, and Performance.** My
10 opinion is also based on my assessment of Plaintiffs' Counsel's exceptional levels of skill,
11 experience, and reputations, all of which would justify their rates as well within the range of
12 reasonable rates charged by and judicially awarded comparable attorneys for comparably complex
13 civil litigation. I have reviewed Plaintiffs' Counsel's qualifications, backgrounds, experience,
14 work product, and the results they have achieved. These materials include, for example, the
15 Declaration of Sarah Grossman-Swenson, Plaintiffs' lead counsel, which describes the
16 background and experience of the MSH attorneys whose work on this action is being claimed and
17 the reasonableness of their hourly rates, and the Declaration of Randy Renick, which attests to the
18 background and experience of HSR&D attorneys and paraprofessionals, their roles in the case, and
19 the reasonableness of their hourly rates.

20 20. I have worked previously with McCracken, Stemerman & Holsberry and am quite
21 familiar with the high quality of work they perform, as well the excellent and well-deserved
22 reputation for high-quality representation they enjoy.

23 21. I also am quite familiar with the work, reputation, and skills of the Hadsell Stormer
24 Renick & Dai firm. Indeed, it is one of the premier plaintiffs-side law firms in the state.

25 22. Based on the information I reviewed and my own experience, it is my opinion that
26 a high level of skill and experience was necessary to secure the judgment against Defendants that
27 Plaintiffs' counsel were able to achieve here. I also am quite impressed by the efficiency with
28 which such broad relief was obtained. In my experience, cases of this breadth and scope are

ordinarily handled by a multitude of law firms with a concomitantly much larger number of billing attorneys and paraprofessionals. The need to obtain a reversal of the initial adverse judgment, in a published opinion no less, is further evidence of Counsel's skill, expertise, and commitment.

23. **Factor Three: Counsel's Actual Billing Rates.** It also is significant to me that the rates upon which Plaintiffs' cross-check is based are the rates they actually bill to and are paid by fee-paying clients. *See* Renick Decl. ¶ 30; Swenson Decl. ¶ 12. The courts agree that this is a significant factor. *See Metavante Corp. v Emigrant Sav. Bank*, 619 F3d 748, 774 (7th Cir 2010); *Carson v Billings Police Dep't*, 470 F.3d 889, 892 (9th Cir. 2006) ("that a lawyer charges a particular hourly rate, and gets it, is evidence bearing on what the market rate is, because the lawyer and his clients are part of the market").

24. **Factor Four: Counsel's Prior Fee Awards.** The courts have found Counsel's rates reasonable many times over the past several years. *See* Renick Decl. ¶¶ 33-42; Swenson Decl. ¶ 15. These prior awards are strong evidence that Counsel's current rates are reasonable. *See, e.g., United Steelworkers v. Phelps Dodge Corp.*, 896 F.2d 403, 407 (9th Cir. 1990) ("[R]ate determinations in other cases, particularly those setting a rate for the plaintiffs' attorney, are satisfactory evidence of the prevailing market rate." (emphasis added)); *Margolin v. Regional Planning Comm'n*, 134 Cal. App. 3d 999, 1005 (1982) (same).

25. Counsel's current 2025 rates reflect only very modest increases over those prior determinations and are firmly justified by rate increases in the legal marketplace. In fact, listed billing rates, court awards, and published articles show that attorney rates continue to grow rapidly. For example, the Wolters Kluwer Real Rate Reports data for Los Angeles partner/litigators shows that the Third Quartile rates rose from \$1,159 in 2023 to \$1,268 in 2024, a 9% increase. *See* ¶¶ 33-35 (discussing **Exhibit D** (page 16) and **Exhibit E** (page 16)).

26. The legal media also confirms these significant rate increases in the legal marketplace. *See, e.g.,* David Thomas & Mike Scarcella, *More lawyers join the \$3,000-an-hour club, as other firms close in*, Reuters (Feb. 27, 2025), [https://www.reuters.com/legal/legalindustry/\\$3000-an-hour-lawyer-isnt-unicorn-anymore-2025-02-27/](https://www.reuters.com/legal/legalindustry/$3000-an-hour-lawyer-isnt-unicorn-anymore-2025-02-27/) (top partners at Quinn Emanuel Urquhart & Sullivan and Susman Godfrey charging \$3,000 an hour, with several other firms

1 charging hourly rates above \$2,500); Matt Hamilton & David Zahniser, *DWP secures law firm, at*
2 *up to \$1,975 an hour, to defend against Palisades fire lawsuits*, LA Times (Feb. 14, 2025),
3 [https://www.latimes.com/california/story/2025-02-14/law-firm-1975-an-hour-defend-against-](https://www.latimes.com/california/story/2025-02-14/law-firm-1975-an-hour-defend-against-palisades-fire-lawsuits)
4 [palisades-fire-lawsuits](https://www.latimes.com/california/story/2025-02-14/law-firm-1975-an-hour-defend-against-palisades-fire-lawsuits) (Los Angeles Department of Water and Power approved \$10-million contract
5 with Munger, Tolles & Olson to defend against lawsuits from residents of homes destroyed in
6 Palisades fire, with partners charging \$1,975 an hour). Debra Cassens Weiss, *Some top partners in*
7 *BigLaw will bill nearly \$3,000 per hour next year, data says*, ABA Journal (Sept. 26, 2024),
8 [https://www.abajournal.com/news/article/some-top-partners-in-biglaw-will-bill-nearly-3000-an-](https://www.abajournal.com/news/article/some-top-partners-in-biglaw-will-bill-nearly-3000-an-hour-next-year-report-saysd)
9 [hour-next-year-report-saysd](https://www.abajournal.com/news/article/some-top-partners-in-biglaw-will-bill-nearly-3000-an-hour-next-year-report-saysd) (listing BigLaw 2024 rates for partners that range up to \$2,720 per hour
10 at California’s Wilson Sonsini Goodrich & Rosati); Dan Roe, *Top Big Law Partners Are Earning*
11 *More Than \$2,400 Now, As Rates Continue to Climb*, Law.com (Jan. 10, 2024),
12 [https://www.law.com/americanlawyer/2024/01/10/top-restructuring-partners-are-earning-more-](https://www.law.com/americanlawyer/2024/01/10/top-restructuring-partners-are-earning-more-than-2400-per-hour-as-rates-continue-to-climb/?slreturn=20250329-35134)
13 [than-2400-per-hour-as-rates-continue-to-climb/?slreturn=20250329-35134](https://www.law.com/americanlawyer/2024/01/10/top-restructuring-partners-are-earning-more-than-2400-per-hour-as-rates-continue-to-climb/?slreturn=20250329-35134) (listing numerous Big
14 Law firm rates, some approaching \$2,600 per hour). Similarly, Wells Fargo’s Legal Specialty
15 Group reports that its 2023 year-end survey of 130 law firms’ rates showed an 8.3% increase for
16 2023; its most recent survey showed average rate increases of 9.1% over the first six-months of
17 2024. *See* Debra Cassens Weiss, *‘Very strong performance’ reported for law firms in 2024*,

18 27. In light of the increased skill, experience, and reputations Plaintiffs’ Counsel have
19 achieved over the past several years, as well as significant rate increases in the legal marketplace
20 generally, it is my opinion that their current 2025 rates are reasonable.

21 28. **Factor Five: Recent Hourly Rate Determinations by Los Angeles Area Courts.**
22 My opinion also is based on the numerous hourly rate determinations made by Los Angeles Area
23 trial courts, as set out in **Exhibit B**, “Los Angeles Area Court-Approved Rates.” **Exhibit B** is a list
24 that I have prepared and maintained which compiles attorney fee rates that courts recently have
25 found to be reasonable for Los Angeles Area attorneys and which demonstrate that Plaintiffs’
26 Counsel’s rates here are well within the applicable range. These findings are entitled to significant
27 weight. *See, e.g., United Steelworkers of Am. v. Phelps Dodge Corp., supra*, 896 F.2d at 407
28 (courts may look to rates awarded to comparable attorneys as evidence of claiming attorneys’

1 rates). The following examples amply support my view:

- 2
- 3
- 4
- 5
- 6
- 7
- In *Liu, et al v. California Public Employees; Retirement System et al*, Los Angeles Superior Ct. No. 19STCP04056, Ruling on Petitioners’ Motion for Attorneys’ Fees filed April 30, 2025, a challenge to CALPERS’s classification of lump-sum payments for pension purposes, the court found that the following hourly rates were reasonable (before applying a 1.5 lodestar multiplier), including the 2024 rates requested by the Hadsell Stormer Renick & Dai firm:

8

9

10

11

12

YEARS OF EXPERIENCE	RATES
50	\$1,500
46	\$1,050
24	\$975
23	\$875
12	\$875
10	\$700
Non-Attorneys	
Paralegals	\$280

- 13
- 14
- 15
- 16
- 17
- 18
- In *Ecological Rights Foundation et al v. Hot Line Construction Inc.*, Case No. 5:20-cv-01108-AB-kk (C.D. Cal. 2024), Order Granting Plaintiffs’ Motion for Attorneys’ Fees and Costs filed July 19, 2024 (Doc. 276), the federal court found the following 2023 hourly rates reasonable for the plaintiff’s environmental action:

19

20

21

22

23

24

25

BAR ADMISSION YEAR	RATES
1986	\$1,055
1998	\$965
2000	\$950
2005	\$910
2012	\$825
2014	\$755
2017	\$660
2023	\$455
Non-Attorneys	
Paralegals	\$265-\$350

- 26
- 27
- 28
- In *Hoffman v. City of Los Angeles*, Los Angeles Superior Court No. BC672326, Order Granting Final Approval of Class Action Settlement and Motion for Attorney Fees, etc., filed December 20, 2023, a class action challenge to the City’s sewer

charges, the court approved class counsel’s request for 33% common fund fee. As a cross-check, it found that the following 2023 hourly rates were reasonable: **\$1,125** for a 36-year attorney; **\$900** per hour for a 19-year attorney; **\$1,100** for a 34-year attorney; and **\$575** for an 8-year attorney. (The court also found that the resulting 2.74 lodestar multiplier was reasonable.)

- In *Valenzuela v. City of Anaheim*, Case No. SACV 17-002278-CJC (DFMx) (C.D. Cal. Feb. 2, 2023), Order Granting in Substantial Part Plaintiffs’ Motion for Attorney Fees (Doc 462), a police misconduct action, the court found to be reasonable the 2023 hourly rates of \$1,075 for a 2005 law school graduate, \$850 for 2006 law school graduate, and \$650 for a 2017 law school graduate:

LAW SCHOOL YEAR	RATES
1984	\$1,200
2005	\$1,075
2006	\$850
2007	\$850
2017	\$650

- In the *Southern California Gas Leak Cases*, Los Angeles County Superior Ct. No. BC601844, Jud. Council Coord. Proceeding No. 4861, Order Granting Class Plaintiffs’ Motion for Attorneys’ Fees, Litigation Costs, and Service Awards filed April 29, 2022, the Los Angeles County Superior Court found the 2022 hourly rates reasonable for the firm Keller Rohrbach, including, for example: \$1,045 per hour for lawyers with 22-23 years of experience, \$795 for lawyers with 13 years of experience, and \$650-700 for lawyers with 8 years of experience.
- In *Tran v. Golden State FC LLC, et al.* (LASC Case No. BC699931), Fee Order filed April 8, 2022, another individual employment action, the court found the 2022 hourly rates of \$1,300 per hour reasonable for plaintiff’s 32-year attorney and \$1,000 per hour reasonable for a 14-year attorney.
- In *Hope Med. Enterprises v. Fagron Compounding Serv. LLC*, 2022 WL 4904774, at *3 (C.D. Cal. Mar. 14, 2022), the court found in 2022 that “billing rates of \$895 to \$1,295 per hour for partners and counsel, and between \$565 and \$985 for

associates is reasonable within the legal community of Los Angeles for attorneys of similar skill and experience.”

- In *Campbell v. Barnes*, Orange County Superior Court No. 30-2020-01141117-CU-WM-CXC, Order Granting Petitioners’ Motion for an Award of Attorneys’ Fees, filed January 20, 2022, a case challenging inadequacies in the County jail’s response to the Covid epidemic in which I also testified as the plaintiffs’ fee expert, this Court found the following hourly rates reasonable:

LAW SCHOOL GRADUATION YEAR	RATES
Munger, Tolles & Olson LLP	
2003	\$1,210
2013	\$850
2015	\$750
2016	\$700
2017	\$650
2018	\$550
ACLU	
1988, 2000, and 2003	\$1,210
2007	\$950
2009	\$900
2015	\$750
2016	\$700
2017	\$650

29. The rates requested here by Plaintiffs’ Counsel are well within the range of Los Angeles/Orange County area rates found reasonable in these cases and others set out in **Exhibit B**.

30. **Factor Six: Hourly Rates Stated by California Employment Lawyers.** Counsel’s hourly rates also are well within the range of the stated non-contingent hourly rates charged by numerous California law firms that regularly engage in complex employment litigation. The following examples illustrate this point:

- In 2024, Bernard Alexander III of Alexander Morrison & Fehr, a 38-year attorney, billed his time at **\$1,250** per hour.
- In 2025, Brian Hannemann, a 31.5-year attorney, declared his hourly rate to be **\$1,300** per hour.
- In 2025, Chris H. Whelan, Inc. billed its founding 47-year attorney at **\$1,600** per hour.
- In 2025, V. James DeSimone Law billed its founding partner a 39.5-year attorney

at **\$1,200** per hour.

- In 2025, Rager & Yoon billed its founding partner an 18.5-year attorney at **\$1,050** per hour.
- In 2025, Larry Organ, a 20.5-year attorney, declared that his hourly rate to be **\$1,100** per hour.
- In 2025, Nichols Law, PC, billed its founding partner a 20.5-year attorney at **\$950** per hour.
- In 2023, Shegerian & Associates billed its 16, 20, and 32-year attorneys at **\$1,300** per hour and its 14-year attorney at **\$1,000** per hour.
- Also in 2023, the Genie Harrison law firm billed its 31-year attorney at **\$1,050** per hour.
- In 2022, Hennig, Kramer, Ruiz and Singh billed its 28-year attorney at **\$1,060** per hour.

Likewise, the reasonableness of Plaintiffs' Counsel's rates is further confirmed by public information concerning the rates charged by and paid to attorneys representing PG&E in its Bankruptcy proceedings in July 2020 (**Exhibit C**).⁴ **Exhibit C** shows that, in July 2020, PG&E's attorneys billed a 19-year attorney at \$1,535 per hour, a 15-year attorney at \$1,220 per hour, and a 7-year attorney at \$1,095 per hour. Plaintiffs' Counsel's 2025 rates here are significantly lower.

31. Factor Seven: Credible Rate Surveys. Credible surveys of law firm rates show that Plaintiffs' Counsel's rates are well within the range of the local legal marketplace. I base this opinion on relevant excerpts from the 2023 and 2024 annual Real Rate Reports ("RRR") published by Wolters Kluwer, **Exhibits D–E**. The Real Rate Reports analyze legal invoices to

⁴ Although the instant proceedings were in Orange County Superior Court, the PG&E bankruptcy rates are still highly relevant because federal bankruptcy rules require that firms attest that the rates they are requesting do not exceed their rates for other types of work. *See, e.g.*, Guidelines for Compensation and Expense Reimbursement of Professionals and Plaintiff's Counselees for the Northern District of California, effective February 19, 2014, <https://www.canb.uscourts.gov/procedure/guidelines-compensation-and-expense-reimbursement-professional-and-trustees> at § 8 (requiring certification that, among other things, "the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by the applicant and generally accepted by the applicant's clients"); Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases, https://www.justice.gov/sites/default/files/ust/legacy/2012/11/02/AppendixB_Fee_Guidelines_Exhibits_Comments.pdf; 78 Fed. Reg. 36248, 36250 (June 17, 2013) ("The United States Trustee will ordinarily object to fees that are above the market rate for comparable services."), at <https://www.govinfo.gov/content/pkg/FR-2013-06-17/pdf/2013-14323.pdf>.

1 determine the range of hourly rates actually charged in a particular locale. *See Vogel v. MS Food*
2 *Servs.*, No. 16-cv-8433 DSF, 2018 WL 11027947, at *3 (C.D. Cal. Dec. 26, 2018) (Real Rate
3 Report “is based on actual legal billing, matter information, and paid and processed invoices from
4 more than 90 companies — not just on posted or advertised rates.”); *RG Abrams Ins. v. Law*
5 *Offices of C.R. Abrams*, 342 F.R.D. 461, 524 n.13 (C.D. Cal. 2022) (same).

6 32. The Real Rate Reports analyze legal invoices to determine the range of hourly rates
7 actually charged in a particular locale, which they classify by “First Quartile,” “Median,” and
8 “Third Quartile” rates. As such, they have been found to be a useful source for determining hourly
9 rates in the cases cited above and others. *See, e.g., Monster Energy Co. v. Vital Pharms., Inc.*
10 (C.D. Cal. 2023) 2023 U.S. Dist. LEXIS 211875, at *69 (citing to Report’s Third Quartile rates);
11 *French v. City of Los Angeles, supra*, 2022 U.S. Dist. LEXIS 111194, at *52 (“this Court has
12 found that the [2021] Real Rate Report provides a helpful reference point and consults it here,”
13 citing Report’s Third Quartile rates).

14 33. The 2024 and 2023 Real Rate Reports (Exhibits D and E respectively) squarely confirm
15 that Counsel’s rates here are well “within the range” of rates charged in the Los Angeles Area
16 legal marketplace. For example, page 16 of the 2024 Report (**Exhibit D**) analyzes the rates
17 charged by 350 Los Angeles Area “Litigation” partners. For this category, the Third Quartile Los
18 Angeles Area hourly rate was **\$1,268**. Here, Counsel’s skills, experience, and performance
19 certainly qualify them for rates in the Third Quartile range – *i.e.*, rates that are lower than the rates
20 that 25% of Los Angeles area litigators charge. *See, e.g., Monster Energy Co. v. Vital Pharms.,*
21 *Inc., supra*, 2023 U.S. Dist. LEXIS 211875, at *69 (citing to Report’s Third Quartile rates); *French*
22 *v. City of Los Angeles, supra*, 2022 U.S. Dist. LEXIS 111194, at *52 (same).

23 34. Exhibit D also analyzes the rates charged for 385 “Litigation” associates. For this
24 category, the Third Quartile rate was \$946 per hour, approximately 50% higher than the rates
25 Plaintiffs’ Counsel are billing here for their associates.

26 35. Likewise, page 16 of the 2023 Report (**Exhibit E**) analyzes the 2023 rates charged
27 by 302 Los Angeles Area “Litigation” partners. For this category, the Third Quartile Los Angeles
28 Area hourly rate was **\$1,159**. Similarly, pages 30 and 31 list the Third Quartile rate charged by

1 154 Los Angeles area partners with fewer than 21 years and 284 partners with 21 or more years,
2 respectively. The Third Quartile rate for these categories were **\$1,102 and \$1,188** per hour
3 respectively. Given Counsel's stellar performance here, along with their exceptional expertise, the
4 exceptional results obtained in this novel case, and two years of increases in the legal market
5 generally, it is clear that Counsel's rates would rank well above even the Third Quartile rates in
6 this legal marketplace.

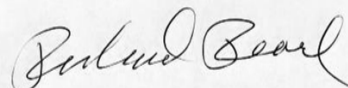
7 36. As demonstrated by these surveys, Plaintiffs' Counsel's considerable reputation,
8 experience, expertise, and skills, as demonstrated by this matter, as well as the significant
9 increases in attorney rates over the past several years, their requested 2025 rates here are well
10 within the range of rates charged in the Los Angeles legal marketplace.

11 37. Counsel's paralegal (\$375) and clerks (\$250-\$275) hourly rates are also within the
12 range of reasonable rates charged by and judicially awarded to similarly experienced paralegals in
13 the above-mentioned sources. In *Ecological Rights Foundation et al v. Hot Line Construction Inc.*,
14 *supra*, for example, the court found the requested 2023 paralegal rate of \$350 to be reasonable.
15 Similarly, I am aware that in 2023, the prominent class action firm Lieff Cabraser billed law clerks
16 at \$295 to \$425 per hour while Boies Schiller & Flexner LLP charged \$350 - \$500.

17 CONCLUSION

18 38. The foregoing facts fully support my opinion that Plaintiffs' Counsel's hourly rates
19 for their work in this litigation are readily in line with the range of rates charged by and awarded
20 to comparably qualified attorneys and paraprofessionals for comparable services in the Los
21 Angeles area legal community.

22 I declare under penalty of perjury under the laws of the State of California that the
23 foregoing is true and correct. This declaration is executed at Berkeley, California this 17th day of
24 July, 2025.

25
26 

27 Richard M. Pearl
28

EXHIBIT A

RESUME OF RICHARD M. PEARL

RICHARD M. PEARL

LAW OFFICES OF RICHARD M. PEARL

1816 Fifth Street
Berkeley, CA 94710
(510) 649-0810
(510) 548-3143 (facsimile)
rpearl@interx.net (e-mail)

EDUCATION

University of California, Berkeley, B.A., Economics (June 1966)
Berkeley School of Law (formerly Boalt Hall), Berkeley, J.D. (June 1969)

BAR MEMBERSHIP

Member, State Bar of California (admitted February 1970)
Member, State Bar of Georgia (admitted June 1970) (inactive)
Admitted to practice before all California State Courts; the United States Supreme Court; the United States Court of Appeals for the District of Columbia and Ninth Circuits; the United States District Courts for the Northern, Central, Eastern, and Southern Districts of California, for the District of Arizona, and for the Northern District of Georgia; and the Georgia Civil and Superior Courts and Court of Appeals.

EMPLOYMENT

LAW OFFICES OF RICHARD M. PEARL (April 1987 to Present): Civil litigation practice (AV rating), with emphasis on court-awarded attorney fees, class actions, and appellate practice. Selected Northern California "Super Lawyer" in Appellate Law for 2005, 2006, 2007, 2008, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, and 2025.

QUALIFIED APPELLATE MEDIATOR, APPELLATE MEDIATION PROGRAM, California Court of Appeal, First Appellate District (October 2000 to 2013) (program terminated).

ADJUNCT PROFESSOR, HASTINGS COLLEGE OF THE LAW (January 1988 to 2014): Taught *Public Interest Law Practice*, a 2-unit course that focused on the history, strategies, and issues involved in the practice of public interest law.

PEARL, McNEILL & GILLESPIE, Partner (May 1982 to March 1987): General civil litigation practice, as described above.

CALIFORNIA RURAL LEGAL ASSISTANCE, INC. (July 1971 to September 1983) (part-time May 1982 to September 1983):

Director of Litigation (July 1977 to July 1982)

Responsibilities: Oversaw and supervised litigation of more than 50 attorneys in CRLA's 15 field offices; administered and supervised staff of 4-6 Regional Counsel; promulgated litigation policies and procedures for program; participated in complex civil litigation.

Regional Counsel (July 1982 to September 1983 part-time)

Responsibilities: Served as co-counsel to CRLA field attorneys on complex projects; provided technical assistance and training to CRLA field offices; oversaw CRLA attorney's fee cases; served as counsel on major litigation.

Directing Attorney, Cooperative Legal Services Center (February 1974 to July 1977) (Staff Attorney February 1974 to October 1975)

Responsibilities: Served as co-counsel on major litigation with legal services attorneys in small legal services offices throughout California; supervised and administered staff of four senior legal services attorneys and support staff.

Directing Attorney, CRLA McFarland Office (July 1971 to February 1974) (Staff Attorney July 1971 to February 1972)

Responsibilities: Provided legal representation to low income persons and groups in Kern, King, and Tulare Counties; supervised all litigation and administered staff of ten.

HASTINGS COLLEGE OF THE LAW, Instructor, Legal Writing and Research Program (August 1974 to June 1978)

Responsibilities: Instructed 20 to 25 first year students in legal writing and research.

CALIFORNIA AGRICULTURAL LABOR RELATIONS BOARD, Staff Attorney, General Counsel's Office (November 1975 to January 1976, while on leave from CRLA)

Responsibilities: Prosecuted unfair labor practice charges before Administrative Law Judges and the A.L.R.B. and represented the A.L.R.B. in state court proceedings.

ATLANTA LEGAL AID SOCIETY, Staff Attorney (October 1969 to June 1971)

Responsibilities: Represented low-income persons and groups as part of 36-lawyer legal services program located in Atlanta, Georgia.

PUBLICATIONS

Pearl, *California Attorney Fee Awards, Third Edition* (Cal. Cont. Ed. Bar 2010) and February 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, and March 2024 Supplements

Pearl, *California Attorney Fee Awards, Second Edition* (Cal. Cont. Ed. Bar 1994), and 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, and 2008 Supplements

Best Practices for Litigating a Civil Code Section 1717 Motion for Attorney Fees, with the Hon. Elizabeth R. Feffer (Ret.), *California Litigation* (The Journal of the Litigation Section of the California Lawyers Association, Vol. 35, No. 1, 2022)

Graham v. DaimlerChrysler Corp. and *Tipton-Whittingham v. City of Los Angeles*, Civil Litigation Reporter (Cal. Cont. Ed. Bar Feb. 2005)

Current Issues in Attorneys' Fee Litigation, California Labor and Employment Law Quarterly (September 2002 and November 2002)

Flannery v. Prentice: Shifting Attitudes Toward Fee Agreements and Fee-Shifting Statutes, Civil Litigation Reporter (Cal. Cont. Ed. Bar Nov. 2001)

A Practical Introduction to Attorney's Fees, Environmental Law News (Summer 1995)

Wrongful Employment Termination Practice, Second Edition (Cal. Cont. Ed. Bar 1997) (co-authored chapter on "Attorney Fees")

California Attorney's Fees Award Practice (Cal. Cont. Ed. Bar 1982) (edited), and 1984 through 1993 Supplements

Program materials on attorney fees for numerous trainings, including for California Continuing Education of the Bar, the California Employment Lawyers Association, the California Lawyers Association, the California Department of Fair Housing and Employment, the Environmental Law, Labor Law, and Appellate Sections of the California State Bar, the California Academy of Appellate Lawyers, and many others.

Settlers Beware/The Dangers of Negotiating Statutory Fee Cases (September 1985) Los Angeles Lawyer

Program Materials on Remedies Training (Class Actions), sponsored by Legal Services Section, California State Bar, San Francisco (May 1983)

Attorneys' Fees: A Legal Services Practice Manual (Legal Services Corporation 1981)

PUBLIC SERVICE

Member, Attorneys' Fee Task Force, California State Bar

Member, Board of Directors, California Rural Legal Assistance Foundation

Former Member, Board of Directors, Meals on Wheels of San Francisco (former)

RECOGNITION

"AV" Rating -- Martindale Hubbell

Northern California "Super Lawyer" in Appellate Law: 2005 – 2008; 2010 -2025.

REPRESENTATIVE CASES

ACLU of N. Cal. v. DEA
(N.D. Cal. 2012) 2012 U.S.Dist.LEXIS 190389

Alcoser v. Thomas
(2011) 2011 Cal.App.Unpub.LEXIS 1180

Arias v. Raimondo
(2018) 2018 U.S.App.LEXIS 7484

Boren v. California Department of Employment
(1976) 59 Cal.App.3d 250

Cabrera v. Martin
(9th Cir. 1992) 973 F.2d 735

Camacho v. Bridgeport Financial, Inc.
(9th Cir. 2008) 523 F.3d 973

Campos v. E.D.D.
(1982) 132 Cal.App.3d 961

Center for Biological Diversity v. County of San Bernardino
(2010) 185 Cal.App.4th 866

Children & Families Commission of Fresno v. Brown
(2014) 228 Cal.App.4th 45

Committee to Defend Reproductive Rights v. A Free Pregnancy Center
(1991) 229 Cal.App.3d 633

REPRESENTATIVE CASES (cont.)

David C. v. Leavitt

(D. Utah 1995) 900 F.Supp. 1547

Delaney v. Baker

(1999) 10 Cal.4th 23

Dixon v. City of Oakland

(2014) 2014 U.S.Dist.LEXIS 169688

Employment Development Dept. v. Superior Court (Boren)

(1981) 30 Cal.3d 256

Environmental Protection Info. Ctr. v Department of Forestry & Fire Protection

(2010) 190 Cal.App.4th 217

Environmental Protection Information Center, Inc. v. Pacific Lumber Co.

(N.D. Cal. 2002) 229 F. Supp.2d 993, *aff'd* (9th Cir. 2004) 103 Fed. Appx. 627

Flannery v Prentice

(2001) 26 Cal. 4th 572

Graham v. DaimlerChrysler Corp.

(2004) 34 Cal. 4th 553

Guerrero v. Cal. Dept. of Corrections etc.

(2016) 2016 U.S.Dist.LEXIS 78796, *aff'd in relevant part*, (9th Cir. 2017) 701 Fed.Appx. 613

Heron Bay Home Owners Assn. v. City of San Leandro

(2018) 19 Cal.App.5th 376

Horsford v. Board of Trustees of Univ. of Calif.

(2005) 132 Cal.App.4th 359

Ketchum v. Moses

(2001) 24 Cal.4th 1122

Kievlan v. Dahlberg Electronics

(1978) 78 Cal.App.3d 951, *cert. denied* (1979) 440 U.S. 951

Lealao v. Beneficial California, Inc.

(2000) 82 Cal.App.4th 19

REPRESENTATIVE CASES (cont.)

Lewis v. California Unemployment Insurance Appeals Board
(1976) 56 Cal.App.3d 729

Local 3-98 etc. v. Donovan
(N.D. Cal. 1984) 580 F.Supp. 714,
aff'd (9th Cir. 1986) 792 F.2d 762

Mangold v. California Public Utilities Commission
(9th Cir. 1995) 67 F.3d 1470

Maria P. v. Riles
(1987) 43 Cal.3d 1281

Martinez v. Dunlop
(N.D. Cal. 1976) 411 F.Supp. 5,
aff'd (9th Cir. 1977) 573 F.2d 555

McQueen, Conservatorship of
(2014) 59 Cal.4th 602 (argued for *amici curiae*)

McSomebodies v. Burlingame Elementary School Dist.
(9th Cir. 1990) 897 F.2d 974

McSomebodies v. San Mateo City School Dist.
(9th Cir. 1990) 897 F.2d 975

Molina v. Lexmark International
(2013) 2013 Cal.App. Unpub. LEXIS 6684

Moore v. Bank of America
(9th Cir. 2007) 2007 U.S. App. LEXIS 19597

Moore v. Bank of America
(S.D. Cal. 2008) 2008 U.S. Dist. LEXIS 904

Mora v. Chem-Tronics, Inc.
(S.D. Cal. 1999) 1999 U.S. Dist. LEXIS 10752,
5 Wage & Hour Cas. 2d (BNA) 1122

Nadaf-Rahrov v. Nieman Marcus Group
(2014) 2014 Cal.App. Unpub. LEXIS 6975

REPRESENTATIVE CASES (cont.)

Orr v. Brame

(9th Cir. 2018) 727 Fed.Appx. 265, 2018 U.S.App.LEXIS 6094

Orr v. Brame

(9th Cir. 2019) 793 Fed.Appx. 485

Pena v. Superior Court of Kern County

(1975) 50 Cal.App.3d 694

Ponce v. Tulare County Housing Authority

(E.D. Cal 1975) 389 F.Supp. 635

Ramirez v. Runyon

(N.D. Cal. 1999) 1999 U.S. Dist. LEXIS 20544

Ridgeway v. Wal-Mart Stores, Inc., 269 F. Supp. 3d 975 (N.D. Cal. 2017), *aff'd on merits (fees not appealed)* 269 F.3d 1066 (9th Cir. 2020)

Robles v. Employment Dev. Dept.

(2019) 38 Cal.App.5th 191

Rubio v. Superior Court

(1979) 24 Cal.3d 93 (amicus)

Ruelas v. Harper

(2015) 2015 Cal.App. Unpub.LEXIS 7922

Sokolow v. County of San Mateo

(1989) 213 Cal. App. 3d. 231

S.P. Growers v. Rodriguez

(1976) 17 Cal.3d 719 (amicus)

Swan v. Tesconi

(2015) 2015 Cal.App. Unpub. LEXIS 3891

Tongol v. Usery

(9th Cir. 1979) 601 F.2d 1091,
on remand (N.D. Cal. 1983) 575 F.Supp. 409,
revs'd (9th Cir. 1985) 762 F.2d 727

REPRESENTATIVE CASES (cont.)

Tripp v. Swoap

(1976) 17 Cal.3d 671 (amicus)

United States (Davis) v. City and County of San Francisco

(N.D. Cal. 1990) 748 F.Supp. 1416, *aff'd in part*
and revs'd in part sub nom Davis v. City and County
of San Francisco (9th Cir. 1992) 976 F.2d 1536,
modified on rehearing (9th Cir. 1993) 984 F.2d 345

United States v. City of San Diego

(S.D.Cal. 1998) 18 F.Supp.2d 1090

Vasquez v. State of California

(2008) 45 Cal.4th 243 (amicus)

Velez v. Wynne

(9th Cir. 2007) 2007 U.S. App. LEXIS 2194

FEBRUARY 2025

EXHIBIT B

Exhibit B
Rates Approved by Los Angeles Area Courts

2025 Rates

- In *Liu, et al v. California Public Employees; Retirement System et al*, Los Angeles Superior Ct. No. 19STCP04056, Ruling on Petitioners' Motion for Attorneys Fees, filed April 30, 2025, a challenge to CALPERS's classification of lump-sum payments for pension purposes, Department 12 SSC of the Los Angeles County Superior Court found that the following hourly rates were reasonable (before applying a 1.5 lodestar multiplier):

YEARS OF EXPERIENCE	RATES
50	\$1,500
46	\$1,050
24	\$975
23	\$875
12	\$875
10	\$700
Non-Attorneys	
Paralegals	\$280

2024 Rates

- In *Ecological Rights Foundation et al v. Hot Line Construction Inc.* (C.D.Cal. 2024) Case No. 5:20-cv-01108-AB-kk, Order Granting Plaintiffs' Motion for Attorneys' Fees and Costs filed July 19, 2024 (Doc. 276), the court found the following 2023 hourly rates reasonable for the plaintiff's environmental action:

BAR ADMISSION YEAR	RATES
1986	\$1,055
1998	\$965
2000	\$950
2005	\$910
2012	\$825
2014	\$755
2017	\$660
2023	\$455
Non-Attorneys	
Paralegals	\$265-\$350

- In *Faye v. Los Angeles Unified School Dist.*, Los Angeles Superior Court No. 21STCV22368, Fee Order filed July 9, 2024, an individual fair employment case, the court found that \$950 per hour was a reasonable hourly rate for the plaintiff's 32-year attorney. See Decl. of Laura Horton, ¶ 22.

2023 Rates

- In *3500 Sepulveda v. RREEF Am. REIT II Corp. BBB* (C.D. Cal. 2023) 2023 U.S.Dist.LEXIS 124872, at *16, a real property dispute, the court, while citing several recent Central District fee awards with rates above \$1,000 per hour, found the following rates reasonable:

Level	Rates
Partner	\$746-\$950

Counsel	\$789-860
Associates	\$222-\$771
Professional staff	\$180-\$375

- In *Valenzuela v. City of Anaheim* (C.D. Cal. Feb. 2, 2023) Case No. SACV 17-002278-CJC (DFMx), Order Granting in Substantial Part Plaintiffs' Motion for Attorney Fees (Doc 462), a police misconduct action, the court found the following hourly rates reasonable:

Law School Year	Rates
1984	\$1,200
2005	\$1,075
2006	\$850
2007	\$850
2017	\$650

2022 Rates

- In *Bronshteyn v. State of California*, Los Angeles County Superior Ct. No. 19SMCV00057, Order Granting Plaintiff's Motion for Statutory Attorneys' Fees and Costs filed March 30, 2023, an individual FEHA action brought by two Bay Area law firms (Levy, Vinick, Burrell & Hyams LLP and Law Offices of Wendy Musell, the court found the

following 2022 hourly rates reasonable (before applying a 1.75 lodestar multiplier for work up to and through the verdict):

Firm	Role	Law School Grad. Year	Rate
Levy, Vinick, Burrell & Hyams LLP			
	Co-Lead at trial	1989	\$1,100
	Attorney	1982	\$1,000
	Attorney	1987	\$1,000
	Attorney	1995	\$1,000
	Law Student	NA	\$300
	Paralegal/Legal Assistant	NA	\$225
Law Offices of Wendy Musell			
	Overall Lead and Co-Lead at trial	1999	\$1,000
	Senior Associate	2000	\$850
	Associate	2021	\$425
	Law Clerks	NA	\$350
	Paralegal	NA	\$225

- In the *Southern California Gas Leak Cases*, Los Angeles County Superior Ct. No. BC601844, Jud. Council Coord. Proceeding No. 4861, Order Granting Class Plaintiffs' Motion for Attorneys' Fees,

Litigation Costs, and Service Awards filed April 29, 2022, the Los Angeles County Superior Court found the following hourly rates reasonable:

BARON & BUDD		
2022 Rates:	Years of Experience	Rates
	40	\$975
	26	\$975
	13	\$675
	12	\$625
	5	\$525
	Staff Attorney	\$395
	Paralegal (10 year)	\$250

KELLER ROHRBACK		
2022 Rates:	Years of Experience	Rates
	40	\$1,200
	35	\$1,100
	27	\$1,100
	22-23	\$1,045
	18	\$1,010
	35	\$975
	36, 30	\$850
	14	\$815
	13	\$795
	27	\$755
	11	\$725
	8	\$650-\$700
	1	\$550
	17	\$485
	9	\$475
	7	\$455
	10	\$400-\$415

HAUSFIELD LLP

Names	Rates	Title	Years Practicing
--------------	--------------	--------------	-------------------------

Richard Lewis	\$1050.00	Partner	35
Bonny Sweeney	\$1050.00	Partner	33
Steven Rotman	\$1050.00	Of Counsel	42
Arthur Bailey, Jr	\$960.00	Partner	14
Michael Schumacher	\$600.00	Of Counsel	12
Colleen Ryf	\$610.00	Senior Counsel	11
Amanda Lee	\$610.00	Associate	7
Jeanette Bayoumi	\$590.00	Associate	6
Stephanie Cho	\$550.00	Associate	5
Michaela Spero	\$420.00	Associate	4
Lijun Zhang	\$260.00	Summer Assoc.	

**LIEFF CABRASER HEIMANN &
BERNSTEIN LLP**

Names (Role)	Rates	Years Practicing
Elizabeth Cabraser (Partner)	\$1,150.00	44
Donald Arbitblit (Partner)	\$1,000.00	36
Steven Fineman (Partner)	\$1,025.00	33
Robert Nelson (Partner)	\$1,025.00	35
Wendy Fleishman (Partner)	\$975.00	45
Daniel Chiplock (Partner)	\$850.00	21
Wilson Dunlavey (Partner)	\$510.00	7
Rachel Geman (Partner)	\$850.00	24
Lexi Hazam (Partner)	\$800.00	19
Sarah London (Partner)	\$645.00	13
Phong-Chau Nguyen (Partner)	\$625.00	10
Valerie Comenencia Ortiz (Associate)	\$395.00	4
Amelia Haselkorn (Associate)	\$370.00	1
Jacob Polin (Associate)	\$485.00	6

Abby Wolf (Associate)	\$445.00	6
Tiseme Zegeye (Associate)	\$535.00	4
William Hewitt (Attorney)	\$415.00	41
Jay Mckibben (Attorney)	\$415.00	30

**LIEFF CABRASER HEIMANN &
BERNSTEIN LLP**

Names (Role)	Rates	Years Practicing
Robert Lieff (Of Counsel)	\$1,150.00	56
Facundo Bouzat (Law Clerk)	\$345.00	
Hope Brinn (Law Clerk)	\$370.00	
Miriam Marks (Law Clerk)	\$370.00	
Prathyum Ramesh (Law Clerk)	\$370.00	
Aisha Saad (Law Clerk)	\$395.00	
Corrie Anderson (Paralegal/Clerk)	\$405.00	
Eileen Beltran (Paralegal/Clerk)	\$375.00	
Nikki Belushko Barrows (Paralegal/Clerk)	\$360.00	
Alexandra Brilliant (Paralegal/Clerk)	\$405.00	
Todd Carnam (Paralegal/Clerk)	\$405.00	
Christian Chan (Paralegal/Clerk)	\$365.00	
Florencia Cudos (Paralegal/Clerk)	\$405.00	
Nina Gliozzo (Paralegal/Clerk)	\$335.00	
Spencer Griffith (Paralegal/Clerk)	\$405.00	
Kimberly Harding (Paralegal/Clerk)	\$350.00	
Jennifer Kawamura (Paralegal/Clerk)	\$405.00	
Cora La (Paralegal/Clerk)	\$345.00	
Maxwell Lucas (Paralegal/Clerk)	\$360.00	
Samantha Mudd (Paralegal/Clerk)	\$395.00	
Christopher Munoz (Paralegal/Clerk)	\$395.00	
Nethra Raman (Paralegal/Clerk)	\$ 395.00	
Jennifer Rudnick (Paralegal/Clerk)	\$405.00	
Dustin Smith (Paralegal/Clerk)	\$330.00	
Marie Tashima (Paralegal/Clerk)	\$385.00	
Brian Troxel (Paralegal/Clerk)	\$405.00	

Richard Anthony (Litigation Support/Research)	\$420.00
Nikki Belushko Barrows (Litigation Support/Research)	\$405.00
Anthony Grant (Litigation Support/Research)	\$420.00
Jessica Meltser (Litigation Support/Research)	\$345.00

**LIEFF CABRASER HEIMANN &
BERNSTEIN LLP**

Names (Role)	Rates	Years Practicing
Support/Research)		
Renee Mukherji (Litigation Support/Research)	\$420.00	
Nabila Siddiqi (Litigation Support/Research)	\$390.00	

BOUCHER LLP			
Names Of Professionals	Bar Admission Date	Approx. Years In Practice	Rates
<u>Name Partner</u>			
Raymond P. Boucher	CA 1984	37 Years	\$1,100.00
<u>Partners</u>			
Shehnaz M. Bhujwala	CA 2002	19 Years	\$750.00
Maria L. Weitz	CA 2009	12 Years	\$750.00
<u>Senior Associates / Attorneys</u>			
Milin Chun*	CA 2009; MD 2007	14 Years	\$625.00*

Cathy Kim	CA 2009	12 Years	\$625.00
<i>Associates / Attorneys</i>			
Lauren Burton*	CA 2015	6 Years	\$395.00*
Alexander Gamez	CA 2016	5 Years	\$395.00
Michael Gorelik	CA 2021; AZ 2018	Three Years	\$395.00
Priscilla Szeto*	CA 2015	Six Years	\$395.00*
Mallory Whitelaw	CA 2017	Four Years	\$395.00
<i>Paralegals / Legal Assistants</i>			
Christine Cramer*	N/A	N/A	\$185.00*
Sharon Gordillo*	N/A	N/A	\$185.00*
Sandra Haro	N/A	N/A	\$185.00
Avery Kunstler*	N/A	N/A	\$185.00*
Tiffany McKinney*	N/A	N/A	\$185.00*
Natalie Nelson*	N/A	N/A	\$185.00*
Tricia Yue	N/A	N/A	\$185.00
Maria Zarate*	N/A	N/A	\$185.00*

* Denotes former attorney / staff member and prior billable rate.

THE KICK LAW FIRM APC		Years Practici ng
Names (Role)	Curre nt Rates	
Taras Kick (Partner)	\$900	33

Robert Dart (Associate)	\$650	13
Shane Greenberg (Associate)	\$650	22
Jesse Ransom (Associate)	\$650	23
Matthew Davis (Associate)	\$650	12

- In *Tran v. Golden State FC LLC, et al.* (LASC Case No. BC699931), Fee Order filed April 8, 2022, another individual employment action, the court found hourly rates of \$1,300 per hour reasonable for plaintiff's 32-year attorney and \$1,000 per hour reasonable for a 14-year attorney.
- In *Hope Med. Enterprises v. Fagron Compounding Serv. LLC* (C.D. Cal. Mar. 14, 2022, 2022 WL 4904774, at *3, the court found that "billing rates of \$895 to \$1,295 per hour for partners and counsel, and between \$565 and \$985 for associates is reasonable within the legal community of Los Angeles for attorneys of similar skill and experience".
- In *Campbell v. Barnes*, Orange County Superior Court No. 30-202001141117-CU-WM-CXC, Order Granting Petitioners' Motion for an Award of Attorneys' Fees, filed January 20, 2022, a case challenging inadequacies in the County jail's response to the Covid epidemic, the court found the following hourly rates reasonable:

LAW SCHOOL GRADUATION YEAR	RATES
Munger, Tolles & Olson LLP	
2003	\$1,210
2013	\$850
2015	\$750
2016	\$700

2017	\$650
2018	\$550
Non-Attorneys	
Automated Litig. Analyst	
Litigation Analyst	\$250
Paralegals	\$250
ACLU	
1988, 2000, and 2003	\$1,210
2007	\$950
2009	\$900
2015	\$750
2016	\$700
2017	\$650
Non-Attorney	
Senior Investigator	\$250
Schonbrun, Seplow, Harris, Hoffman, And Zeldes LLP	
1976	\$1,000
2016	\$450
2016	\$600
2019	\$440
1975	\$1,025
1976	\$930
1979	\$995
2015	\$570

- In *Alvarez, et al. v. XPO Logistics Cartage, LLC et al.*, United States District Court, Central District of California, No. 2:18-cv-03736RGK-E, Order re: Motions for Attorneys' Fees, Costs, and Incentive Awards, filed February 8, 2022, a wage and hour class action, the court found the following 2021 hourly rates reasonable as part of its lodestar cross-check:

YEARS OF EXPERIENCE	RATES
--------------------------------	--------------

Sayas Law Firm	
35	\$900
17 (Sr. Associate)	\$695
Paralegals	\$2 25-\$350
Bush Gottlieb	
1980	\$975
1989	\$900
1994	\$850
2012	\$575
2014	\$525
2016	\$475
2018	\$425
2020	\$375
Law Clerks	\$225
Paralegals	\$225

- In *The Kennedy Commission v. City of Huntington Beach*, Los Angeles County Superior Court No. 30-2015-00801675, Ruling on Submitted Matter filed July 8, 2021, a writ of mandate action challenging a land use amendment adopted by the City of Huntington Beach, the court found the following hourly rates reasonable (prior to application of a 1.4 lodestar multiplier):

Years of Experience	Rates
38	\$910
40	\$900
26	\$815
23	\$750
16	\$710
14	\$680
10	\$565

7	\$500
6	\$475
5	\$450
2	\$365

In an earlier ruling in the same case, the court found the following hourly rates reasonable for the Plaintiffs' private *pro bono* law firm (prior to application of a 1.4 multiplier) ¹:

2016 Rates:	Bar Admission	Rates
	2001	\$900
	2014	\$450
2015 Rates:	Bar Admission	Rates
	2001	\$875
	2014	\$400

- In *Rea v. Blue Shield*, Los Angeles County Superior Court No. BC468900, Fee Order filed November 13, 2020, a class action challenging Blue Shield's practices regarding mental health claims, in which the court found that \$900 per hour was reasonable for plaintiffs' three lead attorneys, with 35, 37, and 44 years of experience. It also applied a 1.5 multiplier.

-
- In *Caldera v. State of California*, San Bernardino County Superior Court No. DS1000177, Ruling on Plaintiff's Motion for Attorney's

¹ The initial *Kennedy Commission* fee award was remanded in conjunction with the reversal of the merits. 2017 Cal.App.Unpub.Lexis 7488 (2017).

Fees filed October 23, 2020, an individual Fair Employment and Housing Act case, the court found that \$825 per hour was a reasonable hourly rate in the Los Angeles legal marketplace for 26year attorney's appellate work (before applying a 1.65 lodestar multiplier).

- In *Independent Living Center of S. Cal. v. Kent*, 2020 U.S.Dist.LEXIS 13019 (C.D. Cal. 2020), an action seeking to enjoin the challenging the State's right to alter reimbursement rates for Medi-Cal providers, the court found the following hourly rates reasonable (before applying a 1.5 lodestar multiplier):

2019 Rates:	Law School Graduation Year	Rates
	1975	\$1,025
	1976	\$965
	1979	\$1,025
	2007	\$815
	2011	\$800
	2015	\$640
	2016	\$600
	2019	\$440
2018 Rates:	Law School Graduation Year	Rates
	1975	\$1,025
	1976	\$930
	1979	\$995
	2015	\$570

- In *Lavinsky v. City of Los Angeles*, Los Angeles County Superior Court No. BC542245, Fee Award filed October 9, 2019, a class action challenge to

a municipal tax, the court found the following hourly rates reasonable (before applying a 3.8 lodestar multiplier for contingent risk, etc.):

YEARS OF EXPERIENCE	RATE
25	\$850
29	\$800
17	\$695
9	\$475
5-7	\$450
1	\$295
Paralegal	\$125

- In *Hadsell v. City of Baldwin Park*, Los Angeles County Superior Court No. BC 548 602, Notice of Ruling on Plaintiff's Motion for Attorneys' Fees filed June 25, 2019, the court found the following hourly rates reasonable (before applying a 1.5 multiplier):

CAL BAR ADMISSION DATE	RATE
1987	\$1,100
1990	\$1,100
2008	\$800
2008	\$650
2012	\$550
2016	\$500

- In *Pinter-Brown v. UCLA*, Los Angeles Superior Court No. BC624838, Fee Order filed August 3, 2018, the court found the following 2018 hourly rates reasonable:

CAL BAR ADMISSION DATE	RATE
1990	\$1,100
2008	\$675
2012	\$500
2016	\$400
2015	\$350
2016	\$325
2017	\$300

- In *Wishtoyo Foundation et al v. United Water Conservation Dist.*, 2019 U.S.Dist.LEXIS 39927 (C.D. Cal. 2019), an environmental action under the federal Endangered Species Act, the court found the following hourly rates reasonable:

	Bar Admittance or Law School Graduation	2018 Rates
	1986	\$840
		\$780
		\$735
		\$720
		\$670
		\$600
		\$425
		\$680

	Paralegals	\$200-250
--	------------	-----------

• In *Monster, LLC, et al., v. Beats Electronics, LLC et al.*, Los Angeles Superior Court Case No. BC595235 (2017), Order Granting Defendant and Cross-Complainant Beats Electronics, LLC's Motion for Attorneys' Fees and Costs, filed June 27, 2018, a commercial dispute, the court found the following hourly rates reasonable for Beats' attorneys' work on the successful jury trial that determined the amount of reasonable attorneys' fees Monster would be required to pay as damages:

Boies, Schiller & Flexner	Bar Admittance or Law School Graduation	2016/2017 Rates
Partners:	1986	\$960/\$1,049
	2006	\$920/\$972
	2000	\$880
	2001	\$880
	2002	\$830
	1999	\$830
	2004	\$740 (2015); \$760 (2016)
	2006	\$680
	2007	\$650/\$714
	2009	\$600/\$800
Associates:	2004	\$680
	2009	\$610
	2013	\$460/\$533
	2013	\$490
	2010	\$630
	2011	\$480/\$602
	2014-2015	\$420
Non-Attorneys Timekeepers:		\$190-284

<u>Gibson Dunn & Crutcher</u>	Bar Admittance or Law School Graduation	2017 Rates
	1987	\$852 (through Aug. 2017) \$956 (from Sept. 2017)
	2008	\$592 (through Aug. 2017) \$696 (from Sept. 2017)
	2013	\$404 (through Aug. 2017) \$600 (from Sept. 2017)
	2015	\$520
	2016	\$472
	1997	\$960
	2006	\$736
	1987	\$944
Non-Attorneys Timekeepers:		\$216-\$335

• In *Nozzi v. Housing Authority*, 2018 U.S.Dist.LEXIS 26049 (C.D. Cal. 2018), tenant class action, the court approved the following hourly rates as reasonable:

Kaye McLane Bednarski & Litt	Bar Admittance or Law School Graduation	2017 Rates
	1969	\$1,150
	1992	\$750
	1993	\$765
	2008	\$730
	Sr. Paralegal	\$335
	Jr. Paralegal	\$150
	Law Clerk	\$200

- In *Monster, LLC, et al., v. Beats Electronics, LLC et al.*, Los Angeles Superior Court Case No. BC595235 (2017), the same commercial dispute listed above, the court found the following 2017 rates to be reasonable for Beats's codefendants who had obtained relief by summary judgment (see Order Granting Motions for Attorneys' Fees, filed October 12, 2017, p. 2):

	Bar Admittance or Law School Graduation	2016 Rates (unless otherwise noted)
Partners:	1966	\$1,000 (2015); 1,245 (2016)
	1977	\$1,110 (2015)
	1981	\$910
	1985	\$995
	1992	\$875-885
	1995	\$910
	2002	\$750
Of Counsel:	1976	\$705
Associates:	2009	\$615 (2015); \$660 (2016)
Non-Attorneys Timekeepers:		\$380-90

- In *The Kennedy Commission v. City of Huntington Beach*, Los Angeles County Superior Court No. 30-2015-00801675, Order Granting Petitioners' Motion for Attorneys' Fees Pursuant to California Code of Civil Procedure § 1021.5, filed July 13, 2016, a writ of mandate action challenging a land use amendment adopted by the City of Huntington Beach, the court found the following hourly rates reasonable for the Plaintiffs' private *pro bono* law firm (prior to application of a 1.4 multiplier)²:

2016 Rates:	Bar Admission	Rates
	2001	\$900

² The *Kennedy Commission* fee award was remanded in conjunction with the reversal of the merits. 2017 Cal.App.Unpub.Lexis 7488 (2017).

	2014	\$450
2015 Rates:	Bar Admission	Rates
	2001	\$875
	2014	\$400

- In *Willits et al v. City of Los Angeles*, No. CV 10-5782 CCBM (RZx) (C.D. Cal.), Order Granting Motion for Attorneys' Fees and Costs, filed August 25, 2016 (Dkt. No. 418), a class action lawsuit against the City of Los Angeles by persons with mobility disabilities under the Americans with Disabilities Act and the Rehabilitation Act of 1973 challenging the inaccessibility of the City's sidewalks, the court found the following 2015 hourly rates reasonable:

Law School	Rates
1976	\$1,115.60
1977 (associate)	700
1981	795
1987	680-775
1993	750
1999	644-695

2001	625
2003	550
2006	525 —
2007	450
2008	473

2009	450
2010	350-400
2011	300-385
2012	300
2013	300-325
Paralegals and Law	110-250
Case Assistants	220-230
Docket Clerk	230

- In *State Compensation Insurance Fund v. Khan et al*, Case No. SACV 12-01072-CJC(JCGx) (C.D. Cal.), Order Granting in Part and Denying in Part the Zaks Defendants' Motion for Attorneys' Fees, filed July 6, 2016 (Dkt. No. 408), a multi-defendant RICO action, the court found the following hourly rates reasonable:

Years of Experience	Rates
22	\$890
20	\$840
5	\$670
4	\$560
Paralegals	\$325-340
Case Assistants	\$220-230
Docket Clerk	\$230

- In *ScriptsAmerica, Inc. Ironridge Global LLC et al*, Case No. CV 1403962-SJO (AGRx) (C.D. Cal.), Order Granting Defendant Ironridge GlobalLLC,

John Kirkland, Brendan O'Neill's Motion for Attorney's Fees, filed January 12, 2016 (Dkt. No. 50), a contract dispute, the court found the following 2015 hourly rates reasonable:

Years of Experience	Rates
37	\$950
11	\$700
4	\$450
Paralegals	\$200-350

- In *Perfect 10, Inc. v. Giganews, Inc.*, 2015 U.S. Dist. LEXIS 54063 (C.D. Cal. 2015), filed March 24, 2015, *affirmed* 847 F.3d 657 (9th Cir. 2017), a copyright infringement action, the court found the following 2015 hourly rates reasonable:

Years of Experience	2015 Rate
29	\$825-930
18	\$750
17	\$705-750
12	\$610-640
11	\$660-690

10	670
9	660-690
8	470-525
7	640
5	375-560

4	350-410
3	505
2	450
1	360-370
Paralegals	240-345
Discovery Support	245-290

- In *Rodriguez v. County of Los Angeles*, 96 F.Supp.3d 990 (C.D. Cal. 2014), Order Granting Plaintiffs' Motion for Attorneys' Fees, filed December 29, 2014, *affirmed* 891 F.3d 779 (9th Cir. May 30, 2018), a civil rights action on behalf of five county jail prisoners, the district court found the following hourly rates reasonable, plus a 2.0 lodestar multiplier for merits work performed on the plaintiffs' California cause of action; the entire award was affirmed on appeal:

Years of Experience	Rate
45	\$975
28	700-775
26	775
10	600
6	500
Senior Paralegal	295
Other Paralegals	175-235
Law Clerk	250

EXHIBIT C

Jonathan C. Sanders (No. #228785)
SIMPSON THACHER & BARTLETT LLP
2475 Hanover Street
Palo Alto, CA 94304
Telephone: (650) 251-5000
Facsimile: (650) 252-5002

Nicholas Goldin
Kathrine A. McLendon
Jamie J. Fell
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

*Counsel for the Board of Each of PG&E Corporation
and Pacific Gas and Electric Company and for
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**SUMMARY SHEET TO FOURTH
INTERIM AND FINAL APPLICATION OF
SIMPSON THACHER & BARTLETT LLP
FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE FOURTH INTERIM PERIOD
OF JANUARY 1, 2020 THROUGH JULY 1,
2020 AND THE FINAL PERIOD FROM
JANUARY 29, 2019 THROUGH JULY 1,
2020**

Hearing Date to be Set

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor

San Francisco, CA 94102

Objection Deadline: September 17, 2020 at
4:00 p.m. (Pacific Time)

General Information

Name of Applicant	Simpson Thacher & Bartlett LLP
Name of Client	Board of Each of PG&E Corporation and Pacific Gas and Electric Company and Certain Current and Former Independent Directors
Petition Date	January 29, 2019
Retention Date	May 10, 2019 <i>nunc pro tunc</i> to January 29, 2019

Summary of Fees and Expenses Sought in the Fourth Interim Application

Time Period Covered by Application	January 1, 2020 – July 1, 2020
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$4,856,392.50
Amount of Compensation Sought Pursuant to Section 327(e)	\$2,108,488.00
Amount of Compensation Sought Pursuant to Section 363	\$2,747,904.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 327(e)	\$5,535.63
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 363	\$37,156.64

Total Fees and Expenses in Fourth Interim Application Paid But Not Yet Allowed

Total Compensation Paid But Not Yet Allowed	\$1,845,634.80
Total Expenses Paid But Not Yet Allowed	\$21,490.38

Summary of Rates and Related Information for Fourth Interim Application

Number of Timekeepers in Fourth Interim Application	37 (29 attorneys, 8 paraprofessionals)
Hours Billed by Timekeepers in Fourth Interim Compensation Period	3,944.00
Blended Rate for Attorneys	\$1,251.74
Blended Rate for all Professionals	\$1,231.34

This is a(n) X Interim Final Application

Summary of Fees and Expenses Sought in the Final Application

Time Period Covered by Application	January 29, 2019 – July 1, 2020
Amount of Compensation Sought as Actual, Reasonable and Necessary	\$12,071,175.50
Amount of Compensation Sought Pursuant to Section 327(e)	\$5,066,244.50
Amount of Compensation Sought Pursuant to Section 363	\$7,004,931.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 327(e)	\$45,680.93
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary Pursuant to Section 363	\$117,225.79

Total Fees and Expenses in Final Application Paid But Not Yet Allowed

Total Compensation Paid But Not Yet Allowed (<i>i.e.</i> , compensation paid for Fourth Interim Compensation Period)	\$1,845,634.80
Total Expenses Paid But Not Yet Allowed (<i>i.e.</i> , costs paid for Fourth Interim Compensation Period)	\$21,490.38

Total Fees and Expenses Allowed Under First, Second and Third Interim Applications

Total Compensation Allowed on Interim Basis (<i>i.e.</i> , compensation allowed under First-Third Interim Applications)	\$7,214,783.00 ¹
Total Expenses Allowed on Interim Basis (<i>i.e.</i> , costs allowed under First-Third Interim Applications)	\$120,214.45 ²

Summary of Rates and Related Information

Number of Timekeepers in Final Application	67 (47 attorneys and 20 paraprofessionals)
Hours Billed by Timekeepers for Total Compensation Period	10,568.40
Blended Rate for Attorneys	\$1,188.47
Blended Rate for all Professionals	\$1,166.80

This is a(n) ____ Interim X Final Application

¹ This amount reflects the reduction of \$260,000 pursuant to the compromises between Simpson Thacher and the Fee Examiner regarding the First Interim Application and the Second and Third Interim Applications.

² Simpson Thacher was paid an additional \$22,000 in expenses that were ultimately not “allowed” because Simpson Thacher agreed, pursuant to its compromise with the Fee Examiner, to reduce the expenses requested under the First, Second and Third Interim Applications by \$22,000 (\$2,000 under the First Interim Application and \$20,000 under the Second and Third Interim Applications). This \$22,000 reduction has been accounted for by subtracting it from the total outstanding amount requested to be paid pursuant to this Fourth Interim and Final Application.

SUMMARY OF FOURTH INTERIM AND FINAL APPLICATION

Date Filed	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Originally Requested for Compensation Period		Total Amount Paid to Date		Amounts Unpaid and Outstanding ³
		Fees	Expenses	80% of Undisputed Fees	Expenses (@ 100%)	Fees	Expenses	
First Interim (7/23/19)	01/29/19 – 04/30/19	\$1,931,632.00	\$16,579.35	\$1,545,305.60	\$16,579.35	\$1,851,632.00	\$14,579.35	N/A
Second Interim (11/15/19)	05/1/19 – 08/31/19	\$2,837,908.50	\$51,945.60	\$2,243,331.60	\$51,945.60	\$2,243,331.60	\$51,945.60	\$494,576.90
Third Interim (3/16/20)	09/1/19 – 12/31/19	\$2,705,242.50	\$73,689.50	\$1,770,766.00	\$73,689.50	\$1,770,766.00	\$73,689.50	\$834,476.50
Fourth Interim	01/1/20 – 07/1/20	\$4,856,392.50	\$42,692.27	\$3,885,114.00	\$42,692.27	\$1,845,634.80	\$21,490.38	\$3,031,959.59
Total		\$12,331,175.50	\$184,906.72	\$9,444,517.20	\$184,906.72	\$7,711,364.40	\$161,704.83	\$4,361,012.99

³ The amounts unpaid and outstanding include: (1) \$494,576.90 outstanding under the Second Interim Application, which (x) includes \$33,744 in fees objected to by PERA (defined below) and \$560,832.90 as the Holdback Amount, (y) reflects Simpson Thacher's compromise with the Fee Examiner to reduce fees by \$90,000 and expenses by \$10,000, and (z) was approved in full by this Court on an interim basis; (2) \$834,476.50 outstanding under the Third Interim Application, which (x) includes \$491,785 objected to by PERA and \$442,691.50 as the Holdback Amount, (y) reflects Simpson Thacher's compromise with the Fee Examiner to reduce fees by \$90,000 and expenses by \$10,000, and (z) was approved in full by this Court on an interim basis; (3) \$3,031,959.59 outstanding under the Fourth Interim Application, which includes \$971,278.50 as the Holdback Amount, \$2,039,479.20 in currently unpaid fees under the Thirteenth-Sixteenth Monthly Fee Statements and \$21,201.89 in currently unpaid expenses under the Thirteenth-Sixteenth Monthly Fee Statements.

The Public Employees Retirement Association of New Mexico ("PERA") objected to fees (collectively, the "Objection Amount") in Simpson Thacher's Fourth through Seventh Monthly Fee Statements, which are contained within the Second and Third Interim Applications. PERA did not continue to object beyond the Seventh Monthly Fee Statement and did not pursue its prior objections in connection with Simpson Thacher's request for approval of the Second and Third Interim Applications. Pursuant to the *Docket Text Order* dated August 3, 2020, Simpson Thacher's Second and Third Interim Applications, as amended by Simpson Thacher's compromise with the Fee Examiner, were allowed on an interim basis, which such allowance will be formally ordered in the *Order Granting Second Interim Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period May 1, 2019 Through August 31, 2019* [Dkt. ___] (the "Second Interim Approval Order") and the *Order Granting Third Interim Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period September 1, 2019 Through December 31, 2019* [Dkt. ___] (the "Third Interim Approval Order") to be entered by this Court.

Simpson Thacher expects that it will be paid (1) the remaining allowed amounts under the Second and Third Interim Applications pursuant to the Second and Third Interim Approval Orders (totaling \$1,329,053.40) and (2) the remaining 80% of the fees and 100% of the expenses requested under the Fourth Interim Application (totaling \$2,060,681.09 not inclusive of the \$971,278.50 Holdback Amount) prior to the hearing on this Fourth Interim and Final Application.

**SUMMARY OF COMPENSATION FOR
JANUARY 29, 2019 THROUGH JULY 1, 2020**

The attorneys and professionals who rendered professional services in these Chapter 11

Cases during the Total Compensation Period are:

<u>NAME OF PARTNERS AND COUNSEL</u>	<u>DEPARTMENT</u>	<u>YEAR ADMITTED</u>	<u>HOURLY RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>TOTAL COMPENSATION</u>
Blake, Stephen	Litigation	2008	\$1,325	141.70	\$187,752.50
Brentani, William B.	Corporate	1990	\$1,535	5.10	\$7,828.50
Coll-Very, Alexis	Litigation	1997	\$1,480	0.30	\$444.00
Curnin, Paul C.	Litigation	1988	\$1,640	723.90	\$1,187,196.00
Frahn, Harrison J.	Litigation	1997	\$1,535	0.50	\$767.50
Frankel, Andrew T.	Litigation	1990	\$1,535	26.80	\$41,138.00
Goldin, Nicholas	Litigation	2000	\$1,480	853.90	\$1,263,772.00
Goldin, Nicholas	Litigation	2000	\$740	17.70	\$13,098.00
Grogan, Gregory T.	ECEB	2001	\$1,535	151.20	\$232,092.00
Kelley, Karen H.	Corporate	2003	\$1,425	12.70	\$18,097.50
Kreissman, James G.	Litigation	1989	\$1,640	3.50	\$5,740.00
Lesser, Lori E.	Litigation	1994	\$1,535	0.30	\$460.50
Ponce, Mario A.	Corporate	1989	\$1,640	1,284.20	\$2,106,088.00
Purcell, Andrew B.	Tax	2009	\$1,325	2.40	\$3,180.00
Purushotham, Ravi	Corporate	2010	\$1,325	489.60	\$648,720.00
Qusba, Sandy	Corporate	1994	\$1,535	839.00	\$1,287,865.00
Steinhardt, Brian M.	Corporate	1999	\$1,640	4.50	\$7,380.00
Torkin, Michael H.	Corporate	1999	\$1,535	233.90	\$359,036.50
Webb, Daniel N.	Corporate	2002	\$1,480	0.80	\$1,184.00
Alcabes, Elisa	Litigation	1989	\$1,220	313.40	\$382,348.00
DeLott, Steven R.	Corporate	1988	\$1,220	18.40	\$22,448.00
Koslowe, Jamin R.	ECEB	1996	\$1,220	2.50	\$3,050.00
McLendon, Kathrine	Corporate	1985	\$1,220	301.10	\$367,342.00
Nadborny, Jennifer L.	Corporate	2005	\$1,220	0.70	\$854.00
Brunner, Janice G.	Corporate	2001	\$1,190	4.00	\$4,760.00
Kofsky, Andrew M.	ECEB	2000	\$1,190	11.90	\$14,161.00
Rapp, James I.	Corporate	1999	\$1,190	0.20	\$238.00
Ricciardi, Sara A.	Litigation	2003	\$1,190	639.70	\$761,243.00
Wiseman, Stephen M.	Corporate	1986	\$1,190	33.60	\$39,984.00
Total Partners and Counsel:				6,117.50	\$8,968,268.00

<u>NAME OF PROFESSIONAL ASSOCIATES</u>	<u>DEPARTMENT</u>	<u>YEAR ADMITTED</u>	<u>HOURLY RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>TOTAL COMPENSATION</u>
Calderon, Justin	Litigation	2018	\$700	157.20	\$110,040.00
Campbell, Eamonn W.	Litigation	2016	\$915	217.40	\$198,921.00
Duran, Raul G.	Litigation	2018	\$590	78.30	\$46,197.00
Duran, Raul G.	Litigation	2018	\$295	0.50	\$147.50
Egenes, Erica M.	Corporate	2018	\$840	324.60	\$272,664.00
Fell, Jamie	Corporate	2015	\$995	306.90	\$305,365.50
Hay, Jasmine N.	Tax	2016	\$915	3.80	\$3,477.00
Hinckson, Shanice D.	Litigation	2019	\$590	13.40	\$7,906.00
Isaacman, Jennifer	Litigation	2019	\$590	561.30	\$331,167.00
Kinsel, Kourtney J.	Litigation	2018	\$590	519.80	\$306,682.00
Levine, Jeff P.	Corporate	2016	\$915	180.70	\$165,340.50
Lundqvist, Jacob	Litigation	2019	\$590	195.50	\$115,345.00
Mahboubi, Aria	Corporate	2018	\$700	4.30	\$3,010.00
Phillips, Jacob M.	ECEB	2017	\$840	149.60	\$125,664.00
Phillips, Jacob M. ⁴	ECEB	2017	\$700	16.00	11,200.00
Sparks Bradley, Rachel	Litigation	2013	\$1,095	497.50	\$544,762.50
Sussman, Rebecca A.	Litigation	2017	\$840	578.60	\$486,024.00
Sussman, Rebecca A.	Litigation	2017	\$420	3.00	\$1,260.00
Vallejo, Melissa A.	Litigation	2019	\$590	297.80	\$175,702.00
Yeagley, Alexander	Corporate	2018	\$700	58.50	\$40,950.00
Total Associates:				4,164.70	\$3,251,825.00

<u>NAME OF PROFESSIONAL STAFF ATTORNEYS</u>	<u>DEPARTMENT</u>	<u>YEAR ADMITTED</u>	<u>HOURLY RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>TOTAL COMPENSATION</u>
Penfold, John	Litigation		\$375	19.10	\$7,162.50
Rossi, Adrian D.	Litigation		\$375	38.40	\$14,400.00
Total Staff Attorneys:				57.50	\$21,562.50

<u>NAME OF PARAPROFESSIONAL</u>	<u>DEPARTMENT</u>	<u>YEAR ADMITTED</u>	<u>HOURLY RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>TOTAL COMPENSATION</u>
DeVellis, Mary	Resource Center		\$265	1.00	\$265.00
Franklin, Janie Marie	Paralegal – Litigation		\$455	44.10	\$20,065.50
Fuller, Devin	Resource Center		\$265	0.70	\$185.50

⁴ *Jacob M. Phillips was mistakenly billed at the hourly rate of \$700 for the month of February rather than his typical hourly rate of \$840.

Gampper, Krista	Paralegal		\$265	0.50	\$132.50
Gedrich, Evan	Resource Center		\$265	1.50	\$397.50
Henderson, Douglas	Paralegal - Litigation		\$375	2.50	\$937.50
Jacovatos, Nicholas	Resource Center		\$265	1.00	\$265.00
Kortright, Magallie	Paralegal – Litigation		\$400	23.60	\$9,440.00
Laspisa, Rosemarie	Paralegal – Litigation		\$400	56.50	\$22,600.00
Magsino, Luke	Resource Center		\$265	1.00	\$265.00
Mierski, Nathan	Resource Center		\$265	2.60	\$689.00
O'Connor, Elizabeth	Paralegal - Litigation		\$265	10.60	\$2,809.00
Scott, Eric Dean	Resource Center		\$265	4.30	\$1,139.50
Terricone, Cyrena	Paralegal - Litigation		\$400	7.50	\$3,000.00
Welman, Timothy	Resource Center		\$265	12.30	\$3,259.50
Azoulai, Moshe	Knowledge Management		\$455	7.40	\$3,367.00
Carney, Michael	Knowledge Management		\$420	0.90	\$378.00
Kovoor, Thomas G.	Knowledge Management		\$420	44.30	\$18,606.00
Rovner, Grace	Paralegal - Corporate		\$265	5.90	\$1,563.50
Tripodi, Lou	Library		\$310	0.50	\$155.00
Total Paraprofessionals:				228.70	\$89,520.00

<u>PROFESSIONALS</u>	<u>BLENDED HOURLY RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>TOTAL COMPENSATION</u>
Partners and Counsel	\$1,466.00	6,117.50	\$8,968,268.00
Associates	\$780.81	4,164.70	\$3,251,825.00
Staff Attorneys	\$375.00	57.50	\$21,562.50
Paraprofessionals	\$391.43	228.70	\$89,520.00
Blended Attorney Rate	\$1,188.47		
Total Fees Incurred		10,568.40	\$12,331,175.50

**SUMMARY OF COMPENSATION BY WORK TASK CODE FOR
THE PERIOD JANUARY 29, 2019 THROUGH JULY 1, 2020**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis and Recovery		
AD	Asset Disposition		
BO	Business Operations		
BU	Budgeting (Case)		
CA	Case Administration	13.20	\$13,046.00
CC	Creditor Communications		
CG	Corporate Governance and Board Matters	5,482.70	\$6,802,970.00
CH	Court Hearings	99.50	\$118,468.00
CM	Claims Administration and Objections	88.70	\$79,286.00
EC	Executory Leases and Contracts		
EE	Employee Benefits/Pensions	16.00	\$24,560.00
ES	Equityholder Communications		
FA	Fee/Employment Applications	611.10	\$665,866.00
FI	Financings/Cash Collateral		
FO	Fee/Employment Application Objections	25.30	\$27,134.50
FR	Fact Analysis and Related Advice	1.90	\$1,800.00
IC	Intercompany Issues		
IP	Intellectual Property Issues		
LI	Litigation: Contested Matters and Adversary Proceedings	72.40	\$75,725.50
LS	Relief From Stay Proceedings		
PL	Plan/Disclosure Statement	1,518.80	\$2,219,067.50
RE	Reporting	0.20	\$238.00
TV ⁵	Non-Working Travel Time	41.20	\$44,235.50
TX	Tax Issues		
VA	Valuation		
L110	Fact Investigation/Development	1,565.30	\$1,235,737.50
L120	Analysis/Strategy	102.90	\$106,368.50

⁵ Time billed to this task code is billed in accordance with the Fee Guidelines and the Second Amended Fee Procedures Order as of October 24, 2019.

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
L130	Experts/Consultants		
L143	Discovery - Identification and Preservation		
L160	Settlement/Non-Binding ADR		
L200	Pre-Trial Pleadings and Motions	890.60	\$898,472.50
L241	Motion to Dismiss: Preemption		
L242	Motion to Dismiss: Lack of Subject Matter Jurisdiction		
L243	Motion for Summary Judgment: Kongros		
L244	Motion for Summary Judgment: Causation		
L245	Motion for Summary Judgment: Employment		
L246	Motion for Summary Judgment: Recreational Use Immunity		
L310	Written Discovery		
L330	Depositions		
L350	Discovery Motions		
L400	Trial Preparation and Trial		
L500	Appeal		
L600	eDiscovery - Identification		
L610	eDiscovery - Preservation		
L620	eDiscovery - Collection	3.50	\$1,332.50
L630	eDiscovery - Processing	21.60	\$9,027.00
L650	eDiscovery - Review	0.20	\$91.00
L653	eDiscovery - First Pass Document Review	13.00	\$7,670.00
L654	eDiscovery - Second Pass Document Review		
L655	eDiscovery - Privilege Review		
L656	eDiscovery - Redaction		
L670	eDiscovery - Production	0.30	\$79.50
L671	eDiscovery - Conversion of ESI to Production		
L680	eDiscovery - Presentation		
L800	Experts/Consultants		
L900	Settlement Process		
<u>TOTAL</u>		10,568.40	\$12,331,175.50

Jonathan C. Sanders (No. #228785)
SIMPSON THACHER & BARTLETT LLP
2475 Hanover Street
Palo Alto, CA 94304
Telephone: (650) 251-5000
Facsimile: (650) 252-5002

Nicholas Goldin
Kathrine A. McLendon
Jamie J. Fell
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

*Counsel for the Board of Each of PG&E Corporation
and Pacific Gas and Electric Company and for
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case
No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

(Jointly Administered)

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

**FOURTH INTERIM AND FINAL
APPLICATION OF SIMPSON THACHER &
BARTLETT LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE FOURTH INTERIM PERIOD OF
JANUARY 1, 2020 THROUGH JULY 1, 2020
AND THE FINAL PERIOD FROM
JANUARY 29, 2019 THROUGH JULY 1,
2020**

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Hearing Date: To Be Set
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor

San Francisco, CA 94102

Objection Deadline: September 17, 2020 at 4:00
p.m. (Pacific Time)

Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), as counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent Director**” and collectively, the “**Independent Directors**”), pursuant to sections 330(a), 331 and 363 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), hereby submits this combined fourth interim application and final application (this “**Fourth Interim and Final Application**”) for (I) the allowance and payment of compensation for professional services performed in the amount of \$4,856,392.50 and for reimbursement of actual and necessary expenses incurred in the amount of \$42,692.27 for the period commencing January 1, 2020 through and including July 1, 2020 (the “**Fourth Interim Compensation Period**”) and (II) the allowance and payment on a final basis of compensation for professional services performed in the amount of \$12,071,175.50 and for reimbursement of actual and necessary expenses incurred in the amount of \$162,906.72 for the period commencing January 29, 2019 through and including July 1, 2020 (the “**Total Compensation Period**”), and in support thereof, respectfully states as follows:

Preliminary Statement

1. Since January 29, 2019, and throughout the Total Compensation Period, Simpson Thacher has served as counsel for and has provided important and necessary legal advice to the Board and Independent Directors. Specifically, during the Total Compensation Period, Simpson Thacher has, among other things, provided representation and legal advice in connection with (i) these chapter 11 cases (the “**Chapter 11 Cases**”) and material aspects of the

1 bankruptcy process, including the negotiation of various settlements underlying the Debtors'
2 proposed plan of reorganization (the "**Plan**") and financing commitments for implementation of
3 the Plan; (ii) regulatory, judicial and other proceedings concerning the conduct of the Debtors,
4 the Board or the Independent Directors; (iii) derivative shareholder and securities litigation and
5 related issues; (iv) the exercise of the Board's fiduciary duties, including with respect to
6 maximizing the value of the Debtors' estates for all stakeholders; (v) director liability insurance
7 and indemnification matters; (vi) the review of disclosures to be made with the Securities and
8 Exchange Commission (the "**SEC**"); (vii) director and officer compensation matters; and (viii)
9 general corporate governance matters.

10 2. Simpson Thacher's advice to the Board and the Independent Directors and
11 representation of them in connection with the aforementioned matters during the Total
12 Compensation Period were of substantial benefit to the Board and the Independent Directors, and
13 the professional services performed and expenses incurred in connection therewith were actual
14 and necessary. Importantly, the Board is entitled to engage and retain advisors and experts it
15 determines are necessary and appropriate to properly discharge its fiduciary duties to the
16 Debtors, and the Independent Directors were entitled to maintain the representation of
17 independent counsel in order to continue providing advice on the number of ongoing related
18 matters that were not stayed during the pendency of these Chapter 11 Cases. Moreover, Simpson
19 Thacher has worked closely with the Debtors' legal and financial advisors to ensure there has
20 been no duplication of efforts with respect to legal matters affecting the Debtors. In light of the
21 size and complexity of these Chapter 11 Cases, Simpson Thacher's fees for services rendered
22 and incurred expenses are reasonable under the applicable standards as set forth in more detail
23 herein. Simpson Thacher therefore respectfully requests that the Court grant this Fourth Interim
24 Application and allow interim compensation for professional services performed and
25 reimbursement for expenses as requested herein for the Fourth Interim Compensation Period and
26 grant this Final Application and finally allow compensation for professional services performed
27 and reimbursement for expenses as requested herein for the Total Compensation Period.

1 3. This Fourth Interim and Final Application has been prepared in
2 accordance with and submitted pursuant to the sections 105, 330(a), 331 and 363 of title 11 of
3 the Bankruptcy Code, Bankruptcy Rule 2016, the Local Bankruptcy Rules for the Northern
4 District of California (the “**Local Rules**”), the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a)*
5 *and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and*
6 *Reimbursement of Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the
7 “**Interim Compensation Order**”), the *Guidelines for Compensation and Expense*
8 *Reimbursement of Professionals and Trustees for the Northern District of California*, effective
9 February 19, 2014 (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for Reviewing*
10 *Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by*
11 *Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”) and
12 the *Revised Fee Examiner Protocol*, dated October 24, 2019 [Docket No. 4473] (as approved and
13 modified by the *Second Amended Order Granting Fee Examiner’s Motion to Approve Fee*
14 *Procedures*, dated January 30, 2020 [Docket No. 5572] (the “**Second Amended Fee Procedures**
15 **Order**”) (the “**Fee Examiner Protocol**,” and, together with the Local Guidelines, collectively,
16 the “**Fee Guidelines**”).

17 4. The Interim Compensation Order provides that professionals may file a
18 Monthly Fee Statement or a Consolidated Monthly Fee Statement (each as defined in the Interim
19 Compensation Order) and serve it upon certain designated notice parties. If there is no objection
20 within twenty-one (21) days after service of the Monthly Fee Statement or Consolidated Monthly
21 Fee Statement, the Debtor is authorized to pay 80% of the fees (with the remaining 20% of the
22 fees requested referred to herein as the “**Holdback Amount**”) and 100% of the expenses
23 requested. If there is an objection to the Monthly Fee Statement or Consolidated Monthly Fee
24 Statement, the Debtor is authorized to pay 80% of the fees and 100% of the expenses that are not
25 subject to an objection.

26 5. On March 30, 2020, April 30, 2020, May 29, 2020, June 30, 2020, July
27 23, 2020 and July 28, 2020, Simpson Thacher filed and served, respectively, a Tenth Monthly
28

1 Fee Statement covering the period from January 1, 2020 through and including January 31, 2020
2 [Docket No. 6533] (the “**Tenth Monthly Fee Statement**”), an Eleventh Monthly Fee Statement
3 covering the period from February 1, 2020 through and including February 29, 2020 [Docket No.
4 7012] (the “**Eleventh Monthly Fee Statement**”), a Twelfth Monthly Fee Statement covering the
5 period from March 1, 2020 through and including March 31, 2020 [Docket No. 7655] (the
6 “**Twelfth Monthly Fee Statement**”), a Thirteenth Monthly Fee Statement covering the period
7 from April 1, 2020 through and including April 30, 2020 [Docket No. 8217] (the “**Thirteenth**
8 **Monthly Fee Statement**”), a Fourteenth Monthly Fee Statement covering the period from May
9 1, 2020 through and including May 31, 2020 [Docket No. 8504] (the “**Fourteenth Monthly Fee**
10 **Statement**”), a Fifteenth Monthly Fee Statement covering the period from June 1, 2020 through
11 and including June 30, 2020 [Docket No. 8553] (the “**Fifteenth Monthly Fee Statement**”), and
12 a Sixteenth Monthly Fee Statement covering July 1, 2020 [Docket No. 8554] (the “**Sixteenth**
13 **Monthly Fee Statement**” and collectively, the “**Monthly Fee Statements**”).

14 6. In these Monthly Fee Statements with respect to the Fourth Interim
15 Compensation Period, Simpson Thacher requested payment of \$3,885,114.00 (80% of total fees,
16 of which \$1,686,790.40 was in respect of representation of the Board under section 327(e) and
17 \$2,198,323.60 was in respect of representation of the Independent Directors under section 363)
18 as compensation for professional services and \$42,692.27 (100% of expenses, of which of which
19 \$5,535.63 was in respect of representation of the Board under section 327(e) and \$37,156.64 was
20 in respect of representation of the Independent Directors under section 363) as reimbursement
21 for actual and necessary expenses. The total Holdback Amount for the Fourth Interim
22 Compensation Period is \$971,278.50 (20% of undisputed fees). To date, Simpson Thacher has
23 received payment of \$1,845,634.80 in fees for professional services rendered and \$21,490.38 for
24 expenses incurred during the Fourth Interim Compensation Period.

25 7. The deadlines for any objections to the Tenth through Sixteenth Monthly
26 Fee Statements have passed, and no objections were filed. Consistent with the Interim
27 Compensation Order, Simpson Thacher seeks approval for the allowance and payment (to the
28

1 extent not paid prior to the hearing on this Application) of all outstanding amounts requested
2 under the Monthly Fee Statements, including the Holdback Amount. This request is
3 consolidated with Simpson Thacher's concurrent request for final review and approval of all
4 compensation and expenses in these Chapter 11 Cases.

5 8. In addition, with respect to the remainder of the Total Compensation
6 Period, Simpson Thacher previously filed its First Consolidated Monthly Fee Statement covering
7 the period from January 29, 2019 through and including April 30, 2019 (the "**First Interim**
8 **Compensation Period**"), which is reflected in the First Interim Application [Docket No. 3157];
9 its Second Monthly Fee Statement through Fifth Monthly Statement collectively covering the
10 period from May 1, 2019 through and including August 31, 2019 (the "**Second Interim**
11 **Compensation Period**"), which is reflected in the Second Interim Application [Docket No.
12 4767]; and its Sixth Monthly Fee Statement through Ninth Monthly Fee Statement collectively
13 covering the period from September 1, 2019 through and including December 31, 2019 (the
14 "**Third Interim Compensation Period**"), which is reflected in the Third Interim Application
15 [Docket No. 6331].

16 9. Under the First Interim Application, Simpson Thacher requested payment
17 of \$1,931,632.00 in fees for professional services rendered (including both the initial 80%
18 requested under the First Consolidated Monthly Fee Statement and the 20% Holdback Amount)
19 and \$16,579.35 for expenses incurred during the First Interim Compensation Period. Simpson
20 Thacher reached a compromise with the Fee Examiner to reduce the outstanding fees sought by
21 \$80,000 and the expenses by \$2,000. This Court approved the First Interim Application as
22 amended by the compromise pursuant to the *Order Granting Amended First Interim Fee*
23 *Application of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation*
24 *and Reimbursement of Expenses for the Period of January 29 2019 Through April 30, 2019*
25 [Docket No. 6446]. Accordingly, Simpson Thacher has been paid a total of \$1,851,632.00 in
26 allowed fees and \$14,579.35 for allowed expenses on account of the First Interim Compensation
27 Period.
28

10. Under the Second Interim Application, Simpson Thacher requested payment of \$2,837,908.50 in fees for professional services rendered (including both the initial 80% requested under the Second, Third, Fourth and Fifth Monthly Fee Statements plus the applicable portion of the Objection Amount and the 20% Holdback Amount) and \$51,945.60 for expenses incurred during the Second Interim Compensation Period. Under the Third Interim Application, Simpson Thacher requested \$2,705,242.50 in fees for professional services rendered (including both the initial 80% requested under the Sixth, Seventh, Eighth and Ninth Monthly Statements plus the applicable portion of the Objection Amount and the 20% Holdback Amount) and \$73,689.50 for expenses incurred during the Third Interim Compensation Period. Simpson Thacher reached a consolidated compromise with the Fee Examiner to reduce the outstanding fees requested under the Second and Third Interim Applications by \$180,000 and the expenses by \$20,000. The Court approved the Second Interim Application and Third Interim Application, each as amended, by amended docket text order [Docket No. 6331], and the Second Interim Approval Order and the Third Interim Approval Order have been submitted and are awaiting entry by the Court. The total outstanding amount to be paid to Simpson Thacher under the Second Interim Application and the Third Interim Application, each as amended, is \$1,329,053.40. As of the date of filing of this Fourth Interim and Final Application, Simpson Thacher has not yet received payment of this amount.

Jurisdiction

11. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

12. On January 29, 2019 (the “**Petition Date**”), each of the Debtors filed a petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses as debtors in possession pursuant to sections 1107(a) and

1 1108 of the Bankruptcy Code. The Debtors' cases are being jointly administered for procedural
2 purposes only pursuant to Bankruptcy Rule 1015.

3 13. On February 12, 2019, the Acting United States Trustee for Region 3 (the
4 "**U.S. Trustee**") appointed the Official Committee of Unsecured Creditors [Docket No. 409],
5 which was amended on March 20, 2019 [Docket No. 962]. On February 15, 2019, the U.S.
6 Trustee appointed the Official Committee of Tort Claimants [Docket No. 453], which was
7 amended on February 21, 2019 [Docket No. 530].

8 14. Additional information regarding the events leading to these chapter 11
9 cases is set forth in the *Amended Declaration of Jason P. Wells in Support of First Day Motions*
10 *and Related Relief* [Docket No. 263].

11 15. On June 19, 2020, this Court confirmed the Debtors' Plan. The Plan
12 provides that any final fee applications must be filed within sixty (60) days of the Effective Date
13 (as defined therein). The Effective Date of the Plan occurred on July 1, 2020 [Docket No. 8252].

14 16. Simpson Thacher was first engaged to represent the Independent Directors
15 in December 2017 to (i) provide legal advice regarding legislation concerning dividends and
16 related issues, (ii) represent the Independent Directors regarding alleged breaches of fiduciary
17 duties and other claims arising out of the 2017 and 2018 wildfires and (iii) advise the
18 Independent Directors in connection with a number of ongoing litigations and inquiries.

19 17. On April 2, 2019, the Debtors filed an application to retain Simpson
20 Thacher as counsel for the Independent Directors under section 363 of the Bankruptcy Code (the
21 "**Retention Application**"). After the filing of the Retention Application, Simpson Thacher was
22 also asked to represent the Board and the members of the Board from time to time in their
23 capacities as members of the Board. The U.S. Trustee then requested that the retention of
24 Simpson Thacher to represent the Board be approved under section 327(e) of the Bankruptcy
25 Code. *See Supplemental Declaration of Michael H. Torkin in Support of the Motion Pursuant to*
26 *11 U.S.C. §363 Authorizing Debtors to Pay the Fees and Expenses of Simpson Thacher &*
27 *Bartlett LLP as Counsel to the Independent Directors of PG&E Corp. (as Modified as Described*
28

1 *Herein*) [Docket No. 1802] (as amended from time to time, the “**STB Retention Declaration**”).
2 The Retention Application, as modified, was approved by this Court on May 10, 2019 [Docket
3 No. 1979] (the “**Retention Order**”). The Retention Order is attached hereto as **Exhibit A**.

4 18. The Retention Order authorizes the Debtors to employ and retain Simpson
5 Thacher *nunc pro tunc* to January 29, 2019 as attorneys for the Board and Independent Directors
6 in accordance with Simpson Thacher’s normal hourly rates and disbursement policies, as
7 described in the Retention Application. Further, the Retention Order authorizes the Debtors (i)
8 pursuant to section 327(e) of the Bankruptcy Code, to pay the reasonable fees of, and reimburse
9 the reasonable and necessary expenses incurred by, Simpson Thacher in connection with the
10 Board Representation (as defined in the Retention Order), including with respect to “all matters
11 related to corporate governance” and “other related matters”; and (ii) pursuant to section 363, to
12 pay the reasonable fees of, and reimburse the reasonable and necessary expenses incurred by,
13 Simpson Thacher in connection the Independent Director Representation (as defined in the
14 Retention Order), including with respect to “representation in ongoing litigation and regulatory
15 inquiries,” “fact-gathering,” and “related matters.”

16 **Summary of Professional Compensation and Reimbursement of Expenses**
17 **Requested Under Fourth Interim Application**

18 19. Simpson Thacher seeks the interim allowance and payment of (i) compensation
19 for professional services performed during the Fourth Interim Compensation Period in the
20 amount of \$4,856,392.50, of which \$971,278.50 has been held back as the Holdback Amount;
21 and (ii) \$42,692.27 as reimbursement for actual and necessary expenses incurred for the months
22 covered by the Fourth Interim Compensation Period. As of the date of this Fourth Interim and
23 Final Application, \$1,845,634.80 in fees and \$21,490.38 in expenses have been paid to Simpson
24 Thacher in respect of the Fourth Interim Compensation Period.

25 20. There is no agreement or understanding between Simpson Thacher and any other
26 person, other than members of the firm, for the sharing of compensation to be received for
27

1 services rendered in these Chapter 11 Cases. Except as otherwise described herein, no payments
2 have heretofore been made or promised to Simpson Thacher for services rendered or to be
3 rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

4 21. The fees charged by Simpson Thacher in these cases are billed in accordance with
5 Simpson Thacher's normal and existing billing rates and procedures in effect during the
6 Compensation Period. The rates charged by Simpson Thacher for professional and
7 paraprofessional services in these Chapter 11 Cases are the same rates that Simpson Thacher
8 charges for comparable bankruptcy and non-bankruptcy representations.⁶ Such fees are
9 reasonable based on the customary compensation by comparably skilled practitioners in
10 comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

11 22. Attached hereto as **Exhibit B** is a certification regarding Simpson Thacher's
12 compliance with the Fee Guidelines.

13 23. Attached hereto as **Exhibit C** is a summary and comparison of the aggregate
14 blended hourly rates billed by Simpson Thacher's timekeepers in all domestic offices to non-
15 bankruptcy matters during the prior twelve (12) month rolling period and the blended hourly
16 rates billed to the Debtors during the Compensation Period.

17 24. With respect to the Independent Director Representation, Simpson Thacher
18 discussed its rates, fees and staffing with the Independent Directors and Debtors at the outset of
19 these Chapter 11 Cases. A summary of Simpson Thacher's budget is attached hereto as **Exhibit**
20 **D**. Simpson Thacher estimated its fees for the Fourth Interim Compensation Period in
21
22
23

24
25 _____
26 ⁶ By agreement with the Debtors, Simpson Thacher deferred implementation of normal step rate increases for attorneys
27 advancing in seniority, which increases customarily would have taken effect in September, and normal rate increases
28 for all professionals, which increases customarily would have taken effect on January 1.

1 connection with the Independent Director Representation would be approximately \$3,076,630,
2 and the fees sought for the Fourth Interim Compensation Period are lower than that estimate.

3 25. With respect to the Board Representation, professional services were or are being
4 provided on the basis of specific assignments, and accordingly no budget was prepared.

5 However, as set forth in the Retention Motion and the STB Retention Declaration, Simpson
6 Thacher's rates, fees and staffing for the Board Representation are the same as those used in
7 connection with the Independent Director Representation. The Board did not request that
8 Simpson Thacher prepare a budget.
9

10 26. The attorneys and paraprofessionals assigned to this matter were necessary to
11 assist with the Board's and Independent Directors' exercise of their fiduciary duties to the
12 Debtors, the preservation of the Debtors' estates, and the other matters described herein. The
13 Debtors are aware of the complexities of these cases, the number of issues to be addressed, the
14 various disciplines and specialties involved in Simpson Thacher's representation, and the number
15 of factors arising in these cases impacting staffing needs. Simpson Thacher has coordinated
16 closely with the Debtors' professionals to ensure there has been no duplication of efforts with
17 respect to any legal matters impacting the Debtors in or outside of these Chapter 11 Cases.
18

19 27. The compensation and fees sought for the Fourth Interim Compensation Period
20 are reflected in the Monthly Fee Statements and are set forth therein and in **Exhibits E, F and H**.
21 **Exhibit E** attached hereto sets forth: (a) the name of each professional and paraprofessional who
22 rendered services and his or her area of practice; (b) whether each professional is a partner,
23 counsel, associate or paraprofessional in the firm; (c) the year that each professional was licensed
24 to practice law; (d) the practice group or specialty of the professional; (e) the number of hours of
25 services rendered by each professional and paraprofessional; and (f) the hourly rate charged by
26
27
28

1 Simpson Thacher for the services of each professional and paraprofessional. **Exhibit F** contains
2 a summary of Simpson Thacher's hours billed using project categories (or "task codes")
3 described therein. **Exhibit H** sets forth the detailed time entries by Simpson Thacher partners,
4 counsel, associates and paraprofessionals, contemporaneously recorded in increments of one-
5 tenth of an hour. Simpson Thacher also maintains computerized records of the time spent by all
6 Simpson Thacher attorneys and paraprofessionals in connection with these Chapter 11 Cases.
7 Copies of these computerized records in LEDES format have been furnished to the Debtors, the
8 U.S. Trustee and the Fee Examiner in the format specified in the Fee Guidelines.
9

10 28. Simpson Thacher also hereby requests reimbursement of \$42,692.27 for actual
11 and necessary costs and expenses incurred in rendering services to the Board and Independent
12 Directors. Of the total amount of costs and expenses sought, \$37,156.64 is being requested for
13 reimbursement in connection with Simpson Thacher's Independent Director Representation
14 pursuant to section 363 of the Bankruptcy Code, and \$5,535.63 is being requested for
15 reimbursement in connection with Simpson Thacher's Board Representation pursuant to section
16 327(e) of the Bankruptcy Code. The costs and expenses sought are described in the Tenth
17 through Sixteenth Monthly Fee Statements and are set forth therein and in **Exhibit G**, which sets
18 forth a summary of costs and expenses incurred during the Fourth Interim Compensation Period,
19 and **Exhibit I**, which sets forth an itemized schedule of all such costs and expenses.
20
21

22 **Summary of Services Performed by Simpson Thacher**
23 **During the Fourth Interim Compensation Period**

24 29. As described above, during the Fourth Interim Compensation Period, Simpson
25 Thacher rendered substantial professional services to the Board and Independent Directors in
26 connection with ongoing litigation, the exercise of their fiduciary duties to the Debtors and their
27 stakeholders, the protection of the Board's and Independent Directors' interests and other matters
28

relating to these Chapter 11 Cases. The following is a summary of the professional services rendered by Simpson Thacher during the Fourth Interim Compensation Period,⁷ organized in accordance with Simpson Thacher's internal system of task codes.⁸

a. Corporate Governance and Board Matters (Task Code: BCG)
Fees: \$3,393,018.50; Total Hours: 2,843.00

- i. Attended and provided legal advice during in-person and telephonic Board, committee and sub-committee meetings, and prepared presentations and reviewed and provided comments with respect to Board and committee materials;
- ii. Advised in connection with Directors & Officers insurance ("**D&O Insurance**") issues, including reviewing current policies and preparing overviews and analyses, engaging in discussions with insurance providers and risk management personnel regarding policy terms and conditions;
- iii. Advised in connection with resignation of existing board members and selection of new board members, including participation in onboarding sessions with new directors and review and preparation of Board materials in connection therewith;
- iv. Engaged in discussions, advised on strategy and process, conducted diligence, conducted legal and factual research, prepared presentations and other written materials, and participated in calls and meetings regarding numerous issues including Director compensation, fiduciary duties, insurance coverage, and the bankruptcy process, including settlements with key parties, the Debtors' Plan, exit financing and confirmation;
- v. Advised on strategy, process and substance with respect to strategic alternatives and financing commitments;
- vi. Advised with respect to certain management personnel issues;

⁷ The summary of professional services rendered during the First Interim Compensation Period, the Second Interim Compensation Period and the Third Interim Compensation Period are provided in the First Interim Application, Second Interim Application and Third Interim Application, respectively, which are fully incorporated herein by reference.

⁸ Certain services rendered may overlap between more than one task code. If a task code does not appear below, then Simpson Thacher did not bill significant, if any, time to that task code during the Compensation Period.

- vii. Engaged in discussions, advised on strategy and process, prepared presentations and other written materials, and participated in numerous calls and meetings regarding various modifications to Backstop Commitment Letter
 - viii. Reviewed and commented on various SEC filings.
- b. Court Hearings (Task Code: BCH)
Fees: \$36,514.00; Total Hours: 36.20
 - i. Prepared for and attended hearings regarding case status, estimation, approval of settlements, and confirmation.
- c. Fee/Employment Applications (Task Code: BFA)
Fees: \$190,654.50; Total Hours: 170.20
 - i. Reviewed billing records and prepared required monthly fee statements and interim fee applications.
 - ii. Reviewed all applicable fee guidelines and updated internal systems and coding as necessary for developments regarding retention and billing matters in connection with these Chapter 11 Cases.
- d. Fee/Employment Objections (Task Code: BFO)
Fees: \$10,390.50; Total Hours: 10.20
 - i. Reviewed reports from Fee Examiner and provided outlines and responses for discussions with Fee Examiner; drafted notices of amendment and compromise and proposed orders.
- e. Plan/Disclosure Statement (Task Code: BPL)
Fees: \$888,376.50; Total Hours: 599.60
 - i. Reviewed and researched, conducted diligence and provided analysis and advice regarding exclusivity and termination thereof, chapter 11 plan proposals, proposed settlement term sheets, equity commitments and funding alternatives, and plan confirmation, and reviewed and commented on drafts of Plan and Plan documentation.
 - ii. Attended and provided legal advice during in-person and telephonic Board, committee and sub-committee meetings regarding chapter 11 plan proposals, restructuring support agreements, equity commitments, other funding alternatives and related matters.

f. Pre-Trial Pleadings and Motions (Task Code: L200)

Fees: \$323,860.50; Total Hours: 274.40

- i. Reviewed case dockets and filings and engaged in general coordination and case administration.
- ii. Conducted research, conducted fact diligence and legal analysis, engaged in various meetings and communications in connection with securities and derivative claims, and drafted reply papers on motion to dismiss and related court submissions in connection with securities litigation.

30. The foregoing is merely a summary of the professional services rendered by Simpson Thacher during the Fourth Interim Compensation Period. The professional services performed by Simpson Thacher were necessary and appropriate to the representation of the Board and Independent Directors, including in connection with these Chapter 11 Cases, and were in the best interests of the Board, the Independent Directors and the Debtors and their estates. The services provided by Simpson Thacher to the Board and Independent Directors were separate from and not duplicative of any of the services provided to the Debtors by their professionals. The compensation requested for Simpson Thacher's services is commensurate with the complexity, importance and nature of the issues and tasks involved.

31. The professional services rendered by partners, counsel and associates of Simpson Thacher were rendered primarily by the Litigation, Corporate, Executive Compensation and Executive Benefits, and Bankruptcy and Restructuring Departments. Simpson Thacher has an esteemed and nationally recognized reputation for its expertise in these fields, particularly in connection with the representation of boards of directors in challenging and complex matters.

32. During the Fourth Interim Compensation Period, a total of 3,944 hours were expended by attorneys and paraprofessionals at Simpson Thacher in connection with the aforementioned services performed. 2,411.5 hours were spent on the Independent Director

Representation pursuant to section 363 of the Bankruptcy Code, and 1,532.5 hours were spent on the Board Representation pursuant to section 327(e) of the Bankruptcy Code. In the aggregate, the partners and counsel of Simpson Thacher accounted for 2,820.10 hours (approximately 71.5% of time), associates accounted for 1,031.90 hours (approximately 26.2% of time), and staff attorneys and paraprofessionals accounted for 92 hours (approximately 2.3% of time).

33. During the Fourth Interim Compensation Period, Simpson Thacher billed for time expended by attorneys based on hourly rates ranging from \$590 to \$1,640 per hour for attorneys. Allowance of compensation in the amount requested herein would result in a blended hourly rate for attorneys of approximately \$1,251.74, and a blended rate for all professionals and paraprofessionals of approximately \$1,231.34.

34. Consistent with the Second Amended Fee Procedures Order, Simpson Thacher capped Non-Working Travel Time (with respect to airplane travel only) at two hours per airplane trip for billing purposes as of October 1, 2019. Prior to the approval of the Fee Examiner Protocol, Simpson Thacher had discounted Non-Working Travel Time by 50%, which is reflected in Monthly Fee Statements prior to the Seventh Monthly Fee Statement. This prior billing approach has been explained to and resolved with the Fee Examiner pursuant to the compromise reached in connection with the Second Interim Application and Third Interim Application.

Actual and Necessary Disbursements of Simpson Thacher

35. Simpson Thacher has disbursed \$42,692.27 as expenses incurred in providing professional services during the Fourth Interim Compensation Period. These expenses were reasonable and necessary and were essential to, among other things, participate in necessary meetings or hearings, timely respond to client or counsel inquiries and provide effective

1 representation in ongoing regulatory and litigation-related matters. The costs and expenses are
2 not incorporated into Simpson Thacher's hourly billing rates because it is Simpson Thacher's
3 policy to charge such costs and expenses to those clients requiring such expenditures in
4 connection with the services rendered to them.

5
6 36. Simpson Thacher began applying the rates and guidelines as set forth in the Fee
7 Examiner Protocol as of October 24, 2019. The amounts for which Simpson Thacher is seeking
8 reimbursement for reasonable meal and transportation costs are thus consistent with the Fee
9 Guidelines. Additionally, as of October 24, 2019, Simpson Thacher charged for disbursements
10 in accordance with the Fee Guidelines. With respect to photocopying and duplicating expenses,
11 reimbursement for costs is at an average rate of \$.20 per page. Computer-assisted legal research,
12 court conferencing participation and mail services are charged at actual cost. Only clients who
13 use services of the types set forth in **Exhibits G and I** are separately charged for such services.

14
15 37. Simpson Thacher has made every effort to minimize its disbursements in these
16 Chapter 11 Cases. The actual expenses incurred in providing professional services were
17 reasonable, necessary and justified under the circumstances.

18 **Basis for Allowance of Requested Compensation and Reimbursement for Fourth**
19 **Interim Compensation Period and Total Compensation Period**

20 38. With respect to the Board Representation, section 331 of the Bankruptcy Code
21 provides for the interim compensation of professionals pursuant to the standards set forth in
22 section 330 governing the Court's award of any such compensation. 11 U.S.C. § 331. Section
23 330 provides that a professional employed under section 327 of the Bankruptcy Code may be
24 awarded "reasonable compensation for actual, necessary services rendered [and] reimbursement
25 for actual, necessary expenses." 11 U.S.C. § 330(a)(1).
26
27
28

1 39. Section 330 further provides that, “[i]n determining the amount of reasonable
2 compensation to be awarded to [a] professional person, the court shall consider the nature, the
3 extent and the value of such services, taking into account” the following factors:

- 4 g. Time spent on the services performed;
- 5 h. Rates charged for the services performed;
- 6 i. Whether the services performed were necessary to the
7 administration of, or beneficial at the time at which the
8 service was rendered toward the completion of the
9 applicable chapter 11 case;
- 10 j. Whether the services were performed in a reasonable
11 amount of time “commensurate with the complexity,
12 importance, and nature of the problem, issue, or task
13 addressed”;
- 14 k. Whether the professional is board certified or otherwise has
15 demonstrated skill and experience in bankruptcy; and
- 16 l. Whether the compensation is reasonable based on the
17 customary compensation charged by comparably skilled
18 practitioners in cases other than chapter 11 cases.

19 40. With respect to the Independent Director Representation, section 363 of the
20 Bankruptcy Code applies. Section 363(b) of the Bankruptcy Code provides that a debtor in
21 possession “after notice and a hearing, may use, sell or lease, other than in the ordinary course of
22 business, property of the estate.” 11 U.S.C. § 363. In considering whether to approve use of
23 estate property under section 363(b), the bankruptcy judge examines whether there is a sound
24 business purpose for the proposed use and in doing so, “should consider all salient factors
25 pertaining to the proceeding and, accordingly, act to further the diverse interests of the debtor,
26 creditors and equity holders, alike.” *Walter v. Sunwest Bank (In re Walter)*, 83 B.R. 14, 19 (9th
27 Cir. BAP 1988). Courts have found business justification for and approved the payment of fees
28 and expenses of counsel for a debtor’s independent directors pursuant to section 363. *See, e.g.,*

1 *In re SunEdison, Inc.*, No. 16-10992 (SMB) (Bankr. S.D.N.Y. July 13, 2016) [ECF No. 764]; *In*
2 *re Sabine Oil & Gas Corp.*, No. 15-11835 (SCC) (Bankr. S.D.N.Y. Nov. 5, 2015) [ECF No.
3 485]. The Debtors explained in the Retention Motion that (i) the Debtors' Articles of
4 Incorporation and board resolutions authorize the payment of the fees and expenses of
5 professionals for the Independent Directors, and (ii) it is common for a company the size of the
6 Debtors to engage and pay for separate counsel to provide independent advice to its directors,
7 and asserted that the retention of Simpson Thacher by the Board and the payment of its
8 reasonable fees and expenses were an exercise of the Debtor's sound business judgment.
9

10 41. Simpson Thacher submits that the services for which it seeks compensation and
11 the expenditures for which it seeks reimbursement in this Fourth Interim and Final Application
12 were necessary for and beneficial to, among other things, the Board's and the Independent
13 Directors' exercise of their fiduciary duties, the need for the Board and Independent Directors to
14 continue receiving objective and independent legal advice, and the protection of their interests in
15 these unique and challenging circumstances. Specifically, during the Fourth Interim
16 Compensation Period and the Total Compensation Period, Simpson Thacher has represented and
17 advised the Board and Independent Directors in connection with (i) these Chapter 11 Cases and
18 key aspects of the bankruptcy process, including the estimation of wildfire-related claims, the
19 restructuring settlements with subrogation claimholders and tort claimants, the obtaining of
20 backstop commitments and exit financing, discussions with the Governor's Office and the
21 analysis of various chapter 11 plan proposals; (ii) regulatory, judicial and other proceedings
22 concerning the conduct of the Debtors, the Board or the Independent Directors; (iii) derivative
23 shareholder and securities litigation and related issues; (iv) the exercise of the Board's and the
24 Independent Directors' fiduciary duties to the Debtors and their stakeholders; (v) director
25
26
27
28

1 liability and indemnification matters; (vi) director and officer compensation matters; and (vii)
2 general corporate governance matters applicable to the board of directors and management.
3 Additionally, during the Fourth Interim Compensation Period and the Total Compensation
4 Period, Simpson Thacher reviewed and advised on SEC disclosures; attended and provided legal
5 advice during in-person and telephonic board and committee meetings; reviewed and commented
6 on various pleadings and motions filed in connection with, among other things, the categories
7 listed in this paragraph 41, and advised the Board and Independent Directors on appropriate
8 courses of action; and drafted or participated in the drafting of all necessary motions,
9 applications, stipulations, orders, responses and other papers in support of the positions or
10 interests of the Board and Independent Directors.
11

12 42. Simpson Thacher not only has extensive experience in representing directors in
13 such complex situations, but it also had an established history with the Independent Directors
14 prior to the Petition Date regarding many of the matters referenced herein. The compensation
15 and reimbursement requested herein are reasonable in light of the nature, extent and value of
16 such services to the Board and Independent Directors, and accordingly, should be approved and
17 allowed both for the Fourth Interim Compensation Period and for all fees and disbursements
18 requested in the First, Second, Third and Fourth Interim Applications (as reduced, as applicable
19 in the First, Second and Third Interim Approval Orders) for the Total Compensation Period on a
20 final basis.
21

22
23 **The PERA Fee Objections Should be Overruled on a Final Basis**

24 43. PERA objected to \$525,529 in fees reported in the Fourth, Fifth, Sixth and
25 Seventh Monthly Fee Statements primarily on the grounds that the disputed fees are for services
26 rendered to the Independent Directors in connection with the Securities Litigation and that the
27

Debtors are not authorized to pay such fees under the Retention Order. As a threshold matter, PERA is incorrect regarding the Retention Order, which expressly authorizes the Debtors to pay Simpson Thacher's fees for services rendered in connection with its representation of the Independent Directors in "ongoing litigation," which includes the Securities Litigation. Moreover, the PERA Fee Objections incorrectly classified many Simpson Thacher time entries as relating directly to the Securities Litigation. Such fees were not Securities Litigation fees but rather fees for legal advice and analysis provided to the Board and Independent Directors regarding matters related to D&O Insurance and/or these Chapter 11 Cases. Finally, Simpson Thacher addressed the prior PERA objections and requested that they be overruled on an interim basis in the Second and Third Interim Applications, which this Court approved on an interim basis on August 3, 2020 (via docket text order), which Simpson Thacher expects will be reflected in the Second and Third Interim Approval Orders that have been submitted to the Court but not yet entered as of the date hereof. PERA did not respond to Simpson Thacher nor did it pursue its objections in connection with Simpson Thacher's request for interim approval of the fees and expenses set forth in the Fourth, Fifth, Sixth and Seventh Monthly Fee Statements. For these reasons, Simpson Thacher requests that the PERA Fee Objections be overruled on a final basis. If necessary, Simpson Thacher will file separate papers further responding to the PERA Fee Objections prior to any hearing on this Fourth Interim and Final Application and reserves all rights with respect thereto.

Notice and Objections

44. Notice of this Application has been provided to parties in interest (the "**Notice Parties**") in accordance with the Interim Compensation Order, and a joint notice of hearing on this Application and other interim/final compensation applications will be filed as determined by

1 the Fee Examiner with this Court and served upon all parties that have requested notice in these
2 chapter 11 cases pursuant to Bankruptcy Rule 2002. Such notice is sufficient and no other or
3 further notice need be provided.

4 45. In accordance with the Interim Compensation Order, responses and objections (by
5 any party other than the Fee Examiner) to this Fourth Interim and Final Application, if any, must
6 be filed and served on Simpson Thacher and the Notice Parties on or before 4:00 pm on the 20th
7 day (or the next business day if such day is not a business day) following the date this Fourth
8 Interim and Final Application is served.
9

10 **Conclusion**

11 46. Simpson Thacher respectfully requests that the Court enter an Order (i) allowing
12 on a final basis Simpson Thacher's (A) compensation for professional services rendered during
13 the Total Compensation Period in the amount of \$12,071,175.50, consisting of (x) \$7,214,783.00
14 previously allowed on an interim basis and (y) \$4,856,392.50 in undisputed fees requested in the
15 Fourth Interim Application; and (B) reimbursement for actual and necessary costs and expenses
16 incurred during the Total Compensation Period in the amount of \$162,906.72, consisting of (x)
17 \$120,214.45 previously allowed on an interim basis and (y) \$42,692.27 in expenses requested in
18 the Fourth Interim Application; and (ii) granting such other and further relief and this Court
19 deems just.
20
21
22
23
24
25
26
27
28

Dated: August 28, 2020

Respectfully submitted,

/s/ Jonathan C. Sanders

Nicholas Goldin

Kathrine A. McLendon

Jamie J. Fell

SIMPSON THACHER & BARTLETT LLP

*Counsel for the Board of Each of PG&E
Corporation and Pacific Gas and Electric
Company and for Certain Current and Former
Independent Directors*

NOTICE PARTIES

PG&E Corporation
c/o Pacific Gas & Electric Company
77 Beale Street
San Francisco, CA 94105
Attn: Janet Loduca, Esq.

Weil Gotshal & Manges
767 Fifth Avenue
New York, NY 10153-0119
Attn: Stephen Karotkin, Esq.,
Rachael Foust, Esq.

Keller & Benvenuti LLP
650 California Street, Suite 1900
San Francisco, CA 94108
Attn: Tobias S. Keller, Esq.,
Jane Kim, Esq.

The Office of the United States Trustee for Region 17
450 Golden Gate Avenue, 5th Floor, Suite #05-0153
San Francisco, CA 94102
Attn: James L. Snyder, Esq.,
Timothy Laffredi, Esq.

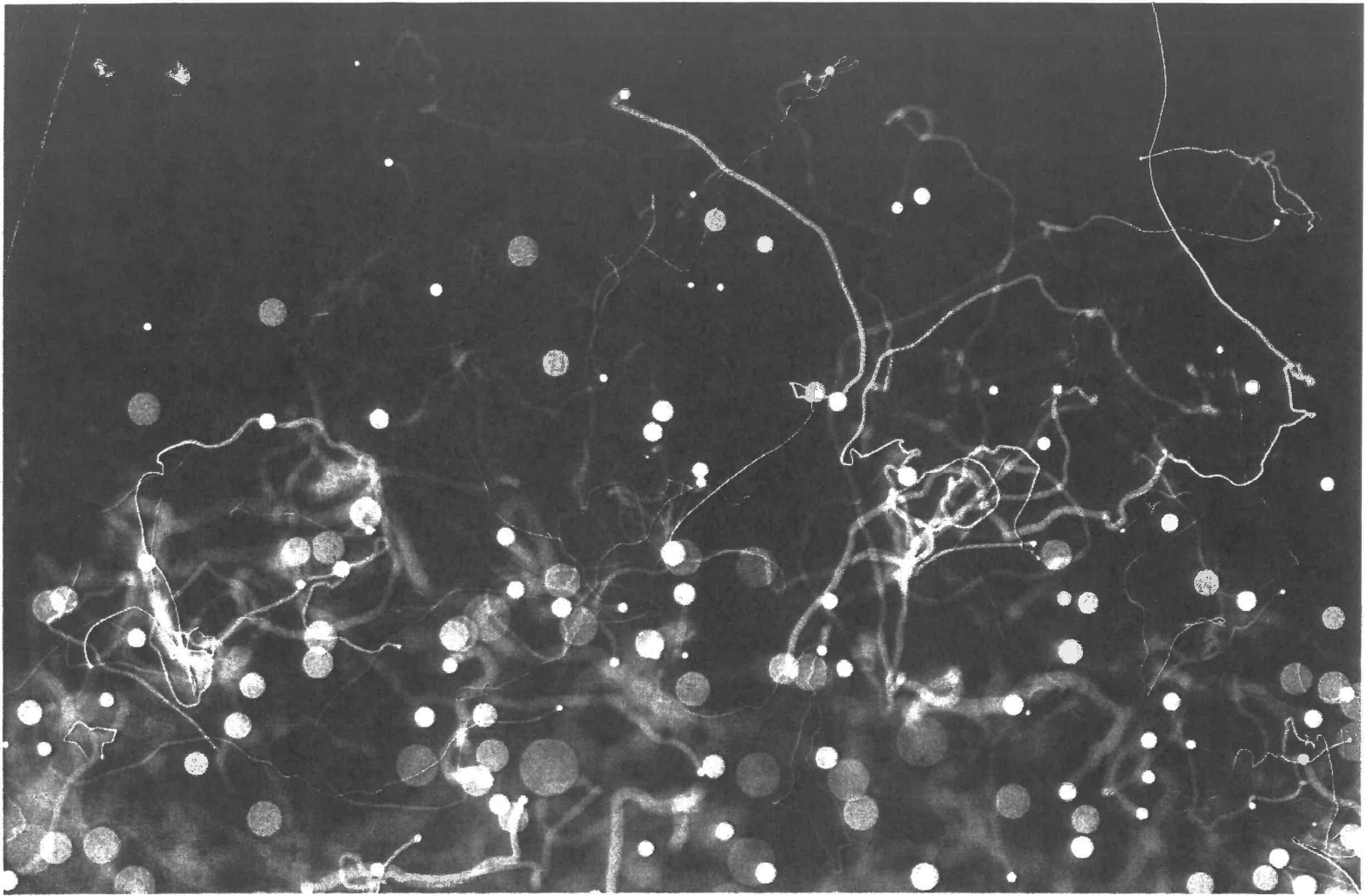
Milbank LLP
55 Hudson Yards
New York, NY 10001-2163
Attn: Dennis F. Dunne, Esq.,
Sam A. Khalil, Esq.

Milbank LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Attn: Paul S. Aronzon, Esq.,
Gregory A. Bray, Esq.,
Thomas R. Kreller, Esq.

Baker & Hostetler LLP
11601 Wilshire Boulevard, Suite 1400
Los Angeles, CA 90025-0509
Attn: Eric Sagerman, Esq.,
Cecily Dumas, Esq.

Bruce A. Markell
541 N. Fairbanks Court, Suite 2200
Chicago, IL 60611-3710
bamexampge@gmail.com
pge@legaldecoder.com
traceygallegos@gmail.com

EXHIBIT D



ELM Solutions

2023 Real Rate Report[®]

The industry's leading
analysis of law firm rates,
trends, and practices

**Report Editor****Jeffrey Solomon**

Vice President, Segment Leader
LegalVIEW® BillAnalyzer
Wolters Kluwer ELM Solutions

Lead Data Analysts**Carol Au**

Business Systems Quantitative Analyst
Wolters Kluwer ELM Solutions

Anand Kumar Pathinettam Padian

Software and Data Engineer
Wolters Kluwer ELM Solutions

ELM Solutions Creative**David Andrews**

Senior Graphic Designer
Wolters Kluwer ELM Solutions

Contributing Analysts and Authors**Jason Bender**

Legal Analytics Product Manager
Wolters Kluwer ELM Solutions

Haemi Jung

Strategic Business Intelligence Manager
Wolters Kluwer ELM Solutions

Margie Sleboda

Lead Technology Product Manager
Wolters Kluwer ELM Solutions

Executive Sponsor**Barry Ader**

Vice President, Product Management and
Marketing
Wolters Kluwer ELM Solutions

© 2004 - 2023 Wolters Kluwer ELM Solutions. All rights reserved. This material may not be reproduced, displayed, modified, or distributed in any form without the express prior written permission of the copyright holders. To request permission, please contact:

ELM Solutions, a Wolters Kluwer business
3009 Post Oak Blvd, Suite 1000
Houston, TX 77056 United States
ATTN: Marketing
ELMSolutionsSales@wolterskluwer.com

LEGAL CAVEAT

Wolters Kluwer ELM Solutions has worked to ensure the accuracy of the information in this report; however, Wolters Kluwer ELM Solutions cannot guarantee the accuracy of the information or analyses in all cases. Wolters Kluwer ELM Solutions is not engaged in rendering legal, accounting, or other professional services. This report should not be construed as professional advice on any particular set of facts or circumstances. Wolters Kluwer ELM Solutions is not responsible for any claims or losses that may arise from any errors or omissions in this report or from reliance upon any recommendation made in this report.

Table of Contents - 2023 Real Rate Report

A Letter to Our Readers • 4

Report Use Considerations • 5

Section I: High-Level Data Cuts • 8

- Partners, Associates, and Paralegals
- Partners, Associates, and Paralegals by Practice Area and Matter Type
- Partners and Associates by City
- Partners and Associates by City and Matter Type
- Partners by City and Years of Experience
- Associates by City and Years of Experience
- Partners and Associates by Firm Size and Matter Type

Section II: Industry Analysis • 62

- Partners, Associates, and Paralegals by Industry Group
- Partners and Associates by Industry Group and Matter Type
- Basic Materials and Utilities
- Consumer Goods
- Consumer Services
- Financials (Excluding Insurance)
- Health Care
- Industrials
- Insurance
- Technology and Telecommunications

Section III: Practice Area Analysis • 82

- Bankruptcy and Collections
- Commercial
- Corporate: Mergers, Acquisitions, and Divestitures
- Corporate: Regulatory and Compliance
- Corporate: Other
- Employment and Labor
- Environmental
- Finance and Securities
- General Liability (Litigation Only)
- Insurance Defense (Litigation Only)
- Intellectual Property: Other
- Intellectual Property: Patents
- Intellectual Property: Trademarks
- Real Estate

Section IV: In-Depth Analysis for Select US Cities • 164

- Boston, MA
- Chicago, IL
- Los Angeles, CA
- New York, NY
- Philadelphia, PA
- San Francisco, CA
- Washington, DC

Section V: International Analysis • 181

Section VI: Matter Staffing Analysis • 211

A Letter to Our Readers

Welcome to the latest edition of Wolters Kluwer ELM Solutions Real Rate Report®, the industry's leading data-driven benchmark report for lawyer and paralegal rates.

Our Real Rate Report has been a relied upon data analytics resource to the legal industry since its inception in 2010 and continues to evolve, providing you with the most comprehensive rate benchmarking insights, trends, and practices. The Real Rate Report is powered by the Wolters Kluwer ELM Solutions LegalVIEW® data warehouse, which has grown to include \$160B+ in anonymized legal data.

The depth and granularity of the data within the Real Rate Report empowers users to benchmark and negotiate effectively and make well-informed investment and resourcing decisions for the organization.

As with previous Real Rate Reports, our data is sourced from corporations' and law firms' e-billing and time management solutions. We have included lawyer and paralegal rate data filtered by specific practice and sub-practice areas, metropolitan areas, and types of matters. This level of detail gives legal departments and law firms the precision they need to identify areas of opportunity. We strive to make the Real Rate Report a valuable and actionable reference tool for legal departments and law firms.

As always, we welcome your comments and suggestions on what information would make this publication more valuable to you. We thank our data contributors for participating in this program. And we thank you for making Wolters Kluwer ELM Solutions your trusted partner for legal industry domain expertise, data, and analytics and look forward to continuing to provide market-leading, expert solutions that deliver the best business outcomes for collaboration among legal departments and law firms.

Sincerely,



Barry Ader

Vice President, Product Management and Marketing
Wolters Kluwer ELM Solutions

Report Use Considerations

2023 Real Rate Report

- Examines law firm rates over time
- Identifies rates by location, experience, firm size, areas of expertise, industry, and timekeeper role (i.e., partner, associate, and paralegal)
- Itemizes variables that drive rates up or down

All the analyses included in the report derive from the actual rates charged by law firm professionals as recorded on invoices submitted and approved for payment.

Examining real, approved rate information, along with the ranges of those rates and their changes over time, highlights the role these variables play in driving aggregate legal cost and income. The analyses can energize questions for both corporate clients and law firm principals.

Clients might ask whether they are paying the right amount for different types of legal services, while law firm principals might ask whether they are charging the right amount for legal services and whether to modify their pricing approach.

Some key factors¹ that drive rates²:

Attorney location - Lawyers in urban and major metropolitan areas tend to charge more when compared with lawyers in rural areas or small towns.

Litigation complexity - The cost of representation will be higher if the case is particularly complex or time-consuming; for example, if there are a large number of documents to review, many witnesses to depose, and numerous procedural steps, the case is likely to cost more (regardless of other factors like the lawyer's level of experience).

Years of experience and reputation - A more experienced, higher-profile lawyer is often going to charge more, but absorbing this higher cost at the outset may make more sense than hiring a less expensive lawyer who will likely take time and billable hours to come up to speed on unfamiliar legal and procedural issues.

Overhead - The costs associated with the firm's support network (paralegals, clerks, and assistants), document preparation, consultants, research, and other expenses.

Firm size - The rates can increase if the firm is large and has various timekeeper roles at the firm. For example, the cost to work with an associate or partner at a larger firm will be higher compared to a firm that has one to two associates and a paralegal.

¹ David Goguen, J.D., University of San Francisco School of Law (2020) Guide to Legal Services Billing Retrieved from: <https://www.lawyers.com/legal-info/research/guide-to-legal-services-billing-rates.html>

² Source: 2018 RRR. Factor order validated in multiple analyses since 2010

Partner with the leader in AI-powered bill review

LegalVIEW® BillAnalyzer

Many vendors claim to have an advanced and innovative AI model; however, only BillAnalyzer leverages the most extensive industry database, expertise, and AI models to provide the best outcomes for your spend management program.

LegalVIEW BillAnalyzer can offer more than other legal bill review providers:

- ☐ Builds a custom AI model based on your guidelines
- ☒ Over 100 data scientists, 400 compliance experts and 50 process experts support the BillAnalyzer AI model
- ☐ Industry and peer guideline benchmarking
- ☐ Leverages industry-leading \$160B+ in legal performance data
- ☐ Uses your actual historical data to train and optimize your custom AI model
- ☒ Surveys past billing in review to evaluate historical patterns

The benefits you can expect to realize from LegalVIEW BillAnalyzer include:



Control legal spend with up to 10% cost savings



Deliver up to 20% increase in billing guideline compliance

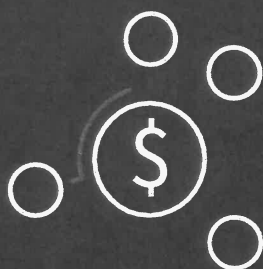


Optimize resources so attorneys can focus on higher value work

elmsolutionssales@wolterskluwer.com
1 800 780 3681 (Toll-free)

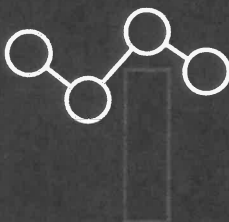
www.wolterskluwer.com

Mastering spend. Totally.



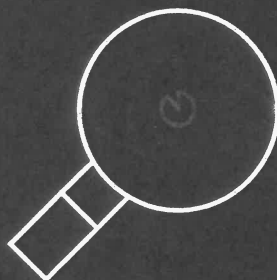
Supercharged cost management

Maximize compliance, minimize
spend leakage



Better analytics, smarter decisions

Act on insights from advanced
analytics



Complete visibility

Visibility and management of
all vendor invoices

Wolters Kluwer ELM Solutions redefines spend management and takes it to the next level with total spend management. By incorporating our artificial intelligence and advanced analytics solutions into your spend management program, you can push the very boundaries of cost savings, billing compliance, engagement with outside counsel, and the value of what your legal department delivers to your organization.

elmsolutionssales@wolterskluwer.com
1 800 780 3681 (Toll-free)

www.wolterskluwer.com



Wolters Kluwer

When you have to be right

Section I: High-Level Data Cuts

All data and analysis based on
data collected thru Q2 2023

Section I: High-Level Data Cuts

Cities By Matter Type

2023 - Real Rates for Associate and Partner

Trend Analysis - Mean

City	Matter Type	Role	n	First Quartile	Median	Third Quartile	2023	2022	2021
Jackson MS	Non-Litigation	Associate	21	\$55	\$55	\$176	\$125	\$159	\$125
		Partner	10	\$269	\$333	\$478	\$352	\$394	\$543
Kansas City MO	Litigation	Partner	59	\$415	\$466	\$596	\$511	\$473	\$450
		Associate	48	\$277	\$350	\$385	\$331	\$316	\$316
	Non-Litigation	Partner	103	\$428	\$522	\$625	\$530	\$526	\$487
		Associate	85	\$260	\$338	\$385	\$335	\$324	\$312
Las Vegas NV	Litigation	Partner	11	\$296	\$350	\$453	\$380	\$405	\$450
		Associate	16	\$420	\$502	\$601	\$502	\$450	\$422
	Non-Litigation	Partner	16	\$250	\$282	\$348	\$300	\$305	\$297
		Associate	16	\$250	\$282	\$348	\$300	\$305	\$297
Little Rock AR	Non-Litigation	Partner	12	\$215	\$250	\$315	\$284	\$260	\$256
		Associate	12	\$215	\$250	\$315	\$284	\$260	\$256
Los Angeles CA	Litigation	Partner	302	\$525	\$840	\$1,159	\$867	\$815	\$739
		Associate	353	\$431	\$680	\$880	\$674	\$650	\$606
	Non-Litigation	Partner	438	\$574	\$857	\$1,198	\$905	\$941	\$904
		Associate	492	\$452	\$635	\$840	\$660	\$697	\$715

Section I: High-Level Data Cuts

Cities

By Years of Experience

2023 - Real Rates for Partner

Trend Analysis - Mean

City	Years of Experience	n	First Quartile	Median	Third Quartile	2023	2022	2021
Detroit MI	21 or More Years	35	\$294	\$371	\$443	\$364	\$371	\$391
Greenville SC	21 or More Years	13	\$415	\$448	\$521	\$462	\$464	\$462
Hartford CT	Fewer Than 21 Years	12	\$361	\$458	\$548	\$485	\$451	\$393
	21 or More Years	31	\$461	\$565	\$730	\$603	\$568	\$546
Honolulu HI	21 or More Years	11	\$278	\$295	\$330	\$318	\$333	\$375
Houston TX	Fewer Than 21 Years	40	\$525	\$753	\$935	\$757	\$770	\$707
Indianapolis IN	Fewer Than 21 Years	20	\$225	\$400	\$450	\$402	\$376	\$390
	21 or More Years	32	\$350	\$473	\$652	\$481	\$490	\$467
Jackson MS	Fewer Than 21 Years	10	\$300	\$320	\$392	\$326	\$331	\$348
	21 or More Years	28	\$255	\$385	\$450	\$376	\$402	\$397
Kansas City MO	Fewer Than 21 Years	40	\$390	\$472	\$534	\$473	\$472	\$403
	21 or More Years	66	\$485	\$595	\$710	\$593	\$544	\$493
Las Vegas NV	Fewer Than 21 Years	10	\$344	\$428	\$511	\$417	\$388	\$349
Los Angeles CA	Fewer Than 21 Years	154	\$548	\$747	\$1,102	\$831	\$823	\$790

Section I: High-Level Data Cuts

Cities By Years of Experience

2023 - Real Rates for Partner

Trend Analysis - Mean

City	Years of Experience	n	First Quartile	Median	Third Quartile	2023	2022	2021
Los Angeles CA	21 or More Years	284	\$518	\$802	\$1,188	\$877	\$885	\$846
Memphis TN	Fewer Than 21 Years	10	\$295	\$352	\$360	\$336	\$332	\$307
	21 or More Years	12	\$395	\$415	\$433	\$391	\$400	\$380
Miami FL	Fewer Than 21 Years	50	\$395	\$555	\$671	\$544	\$475	\$479
	21 or More Years	80	\$413	\$625	\$789	\$616	\$593	\$581
Minneapolis MN	Fewer Than 21 Years	36	\$493	\$610	\$687	\$578	\$545	\$484
	21 or More Years	72	\$576	\$714	\$845	\$696	\$658	\$622
Nashville TN	Fewer Than 21 Years	17	\$381	\$509	\$615	\$502	\$449	\$400
	21 or More Years	42	\$454	\$484	\$559	\$515	\$504	\$488
New Orleans LA	Fewer Than 21 Years	20	\$330	\$336	\$377	\$358	\$344	\$316
	21 or More Years	40	\$320	\$370	\$500	\$449	\$422	\$366
New York NY	Fewer Than 21 Years	384	\$632	\$1,025	\$1,475	\$1,084	\$1,064	\$1,030
	21 or More Years	810	\$645	\$1,083	\$1,611	\$1,132	\$1,116	\$1,064
Oklahoma City OK	21 or More Years	12	\$250	\$380	\$385	\$337	\$332	\$328

Section I: High-Level Data Cuts

Cities By Matter Type

2023 - Real Rates for Associate and Partner

Trend Analysis - Mean

City	Role	n	First Quartile	Median	Third Quartile	2023	2022	2021
Little Rock AR	Partner	20	\$224	\$255	\$398	\$314	\$268	\$260
	Associate	17	\$150	\$180	\$210	\$189	\$173	\$171
Los Angeles CA	Partner	665	\$555	\$850	\$1,195	\$890	\$896	\$846
	Associate	795	\$450	\$645	\$869	\$666	\$680	\$679
Louisville KY	Partner	23	\$279	\$330	\$400	\$335	\$333	\$343
	Associate	13	\$211	\$253	\$275	\$258	\$237	\$232
Memphis TN	Partner	22	\$318	\$365	\$415	\$366	\$371	\$349
Miami FL	Partner	189	\$395	\$575	\$723	\$586	\$549	\$535
	Associate	127	\$275	\$405	\$521	\$414	\$391	\$380
Milwaukee WI	Associate	21	\$265	\$283	\$347	\$308	\$310	\$310
Minneapolis MN	Partner	151	\$494	\$662	\$795	\$643	\$617	\$578
	Associate	135	\$308	\$425	\$536	\$430	\$434	\$401
Nashville TN	Partner	84	\$396	\$504	\$600	\$512	\$487	\$462
	Associate	74	\$292	\$351	\$406	\$358	\$332	\$299

EXHIBIT E



ELM Solutions

2024 Real Rate Report®

The industry's leading
analysis of law firm
rates, trends, and
practices

Report Editor**Jennifer McIver**

Director, Legal Operations and Industry Insights
Wolters Kluwer ELM Solutions

Lead Data Analysts**Carol Au**

Business Systems Quantitative Analyst
Wolters Kluwer ELM Solutions

Aaryak Shandilya

Data Scientist
Wolters Kluwer ELM Solutions

ELM Solutions Creative**David Andrews**

Senior Graphic Designer
Wolters Kluwer ELM Solutions

Contributing Analysts and Authors**Jason Bender**

Legal Analytics Product Manager
Wolters Kluwer ELM Solutions

Haemi Jung

Strategic Business Intelligence Manager
Wolters Kluwer ELM Solutions

Margie Sleboda

Lead Technology Product Manager
Wolters Kluwer ELM Solutions

Executive Sponsor**Brian Jorgenson**

Vice President, Product Management
Wolters Kluwer ELM Solutions

© 2004 - 2024 Wolters Kluwer ELM Solutions. All rights reserved. This material may not be reproduced, displayed, modified, or distributed in any form without the express prior written permission of the copyright holders. To request permission, please contact:

ELM Solutions, a Wolters Kluwer business
2929 Allen Pkwy Ste 3300
Houston, TX 77019 United States
ATTN: Marketing
ELMSolutionsSales@wolterskluwer.com

LEGAL CAVEAT

Wolters Kluwer ELM Solutions has worked to ensure the accuracy of the information in this report; however, Wolters Kluwer ELM Solutions cannot guarantee the accuracy of the information or analyses in all cases. Wolters Kluwer ELM Solutions is not engaged in rendering legal, accounting, or other professional services. This report should not be construed as professional advice on any particular set of facts or circumstances. Wolters Kluwer ELM Solutions is not responsible for any claims or losses that may arise from any errors or omissions in this report or from reliance upon any recommendation made in this report.

Table of Contents - 2024 Real Rate Report

A Letter to Our Readers • 4

Report Use Considerations • 5

Section I: High-Level Data Cuts • 8

- Partners, Associates, and Paralegals
- Partners and Associates by City and Matter Type
- Partners and Associates by City
- Partners, Associates, and Paralegals by Practice Area and Matter Type
- Partners and Associates by Firm Size and Matter Type
- Partners by City and Years of Experience
- Associates by City and Years of Experience

Section II: Industry Analysis • 65

- Partners, Associates, and Paralegals by Industry Group
- Partners and Associates by Industry Group and Matter Type
- Basic Materials and Utilities
- Consumer Goods
- Consumer Services
- Financials (Excluding Insurance)
- Health Care
- Industrials
- Insurance
- Technology and Telecommunications

Section III: Practice Area Analysis • 88

- Bankruptcy and Collections
- Commercial
- Corporate: Mergers, Acquisitions, and Divestitures
- Corporate: Regulatory and Compliance
- Corporate: Other
- Employment and Labor
- Environmental
- Finance and Securities
- General Liability (Litigation Only)
- Insurance Defense (Litigation Only)
- Intellectual Property: Other
- Intellectual Property: Patents
- Intellectual Property: Trademarks
- Real Estate

Section IV: In-Depth Analysis for Select US Cities • 175

- Boston, MA
- Chicago, IL
- Los Angeles, CA
- New York, NY
- Philadelphia, PA
- San Francisco, CA
- Washington, DC

Section V: International Analysis • 195

Section VI: Matter Staffing Analysis • 220

Appendix: Data Methodology • 225

A Letter to Our Readers

Welcome to the latest edition of Wolters Kluwer ELM Solutions Real Rate Report®, the industry's leading data-driven benchmark report for lawyer and paralegal rates.

Our Real Rate Report has been a relied upon data analytics resource to the legal industry since its inception in 2010 and continues to evolve, providing you with the most comprehensive rate benchmarking insights, trends, and practices. The Real Rate Report is powered by the Wolters Kluwer ELM Solutions LegalVIEW® data warehouse, which has grown to include \$180B+ in anonymized legal data.

The depth and granularity of the data within the Real Rate Report empowers users to benchmark and negotiate effectively and make well-informed investment and resourcing decisions for the organization.

As with previous Real Rate Reports, our data is sourced from corporations' and law firms' e-billing and time management solutions. We have included lawyer and paralegal rate data filtered by specific practice and sub-practice areas, metropolitan areas, and types of matters. This level of detail gives legal departments and law firms the precision they need to identify areas of opportunity. We strive to make the Real Rate Report a valuable and actionable reference tool for legal departments and law firms.

As always, we welcome your comments and suggestions on what information would make this publication more valuable to you. We thank our data contributors for participating in this program. And we thank you for making Wolters Kluwer ELM Solutions your trusted partner for legal industry domain expertise, data, and analytics and look forward to continuing to provide market-leading, expert solutions that deliver the best business outcomes for collaboration among legal departments and law firms.

Sincerely,



Brian Jorgenson

Vice President, Product Management
Wolters Kluwer ELM Solutions

Report Use Considerations

2024 Real Rate Report

- Examines law firm rates over time
- Identifies rates by location, experience, firm size, areas of expertise, industry, and timekeeper role (i.e., partner, associate, and paralegal)
- Itemizes variables that drive rates up or down

All the analyses included in the report derive from the actual rates charged by law firm professionals as recorded on invoices submitted and approved for payment.

Examining real, approved rate information, along with the ranges of those rates and their changes over time, highlights the role these variables play in driving aggregate legal cost and income. The analyses can energize questions for both corporate clients and law firm principals.

Legal departments might ask whether they are paying the right amount for different types of legal services, while law firm principals might ask whether they are charging the right amount for legal services and whether to modify their pricing approach.

Some key factors¹ that drive rates²:

Attorney location - Lawyers in urban and major metropolitan areas tend to charge more when compared with lawyers in rural areas or small towns.

Litigation complexity - The cost of representation will be higher if the case is particularly complex or time-consuming; for example, if there are a large number of documents to review, many witnesses to depose, and numerous procedural steps, the case is likely to cost more (regardless of other factors like the lawyer's level of experience).

Years of experience and reputation - A more experienced, higher-profile lawyer is often going to charge more, but absorbing this higher cost at the outset may make more sense than hiring a less expensive lawyer who will likely take time and billable hours to come up to speed on unfamiliar legal and procedural issues.

Overhead - The costs associated with the firm's support network (paralegals, clerks, and assistants), document preparation, consultants, research, and other expenses.

Firm size - The rates can increase if the firm is large and has various timekeeper roles at the firm. For example, the cost to work with an associate or partner at a larger firm will be higher compared to a firm that has one to two associates and a paralegal.

¹ David Goguen, J.D., University of San Francisco School of Law (2020) Guide to Legal Services Billing Retrieved from: <https://www.lawyers.com/legal-info/research/guide-to-legal-services-billing-rates.html>

² Source: 2018 RRR. Factor order validated in multiple analyses since 2010

Section I: High-Level Data Cuts

All data and analysis based on
data collected thru Q2 2024

Section I: High-Level Data Cuts

Cities
By Matter Type

2024 - Real Rates for Associate and Partner

Trend Analysis - Mean

City	Matter Type	Role	n	First Quartile	Median	Third Quartile	2024	2023	2022
Jacksonville FL	Litigation	Partner	14	\$315	\$329	\$383	\$361	\$351	\$366
Kansas City MO	Litigation	Partner	68	\$470	\$550	\$656	\$565	\$522	\$478
		Associate	44	\$340	\$380	\$400	\$368	\$340	\$321
	Non-Litigation	Partner	147	\$512	\$595	\$747	\$621	\$566	\$534
		Associate	108	\$290	\$380	\$426	\$381	\$348	\$326
Las Vegas NV	Litigation	Partner	16	\$299	\$360	\$534	\$417	\$416	\$405
	Non-Litigation	Partner	20	\$233	\$288	\$536	\$410	\$501	\$477
		Associate	18	\$228	\$321	\$454	\$350	\$296	\$301
Los Angeles CA	Litigation	Partner	350	\$548	\$895	\$1,268	\$933	\$881	\$810
		Associate	385	\$477	\$713	\$946	\$718	\$693	\$645
	Non-Litigation	Partner	540	\$563	\$963	\$1,267	\$969	\$975	\$966
		Associate	540	\$455	\$690	\$920	\$711	\$702	\$716
Louisville KY	Litigation	Partner	26	\$246	\$308	\$419	\$356	\$342	\$344
		Associate	12	\$210	\$280	\$300	\$277	\$255	\$224

Section I: High-Level Data Cuts

Cities
By Role

2024 - Real Rates for Associate and Partner

Trend Analysis - Mean

City	Role	n	First Quartile	Median	Third Quartile	2024	2023	2022
Las Vegas NV	Partner	32	\$239	\$355	\$535	\$413	\$477	\$444
	Associate	33	\$275	\$323	\$395	\$344	\$299	\$302
Little Rock AR	Partner	15	\$250	\$264	\$315	\$310	\$307	\$264
	Associate	16	\$150	\$170	\$195	\$176	\$172	\$162
Los Angeles CA	Partner	790	\$557	\$933	\$1,268	\$954	\$936	\$909
	Associate	862	\$473	\$705	\$930	\$714	\$698	\$690
Louisville KY	Partner	51	\$260	\$380	\$481	\$384	\$385	\$357
	Associate	34	\$210	\$275	\$307	\$274	\$258	\$232
Madison WI	Partner	15	\$413	\$555	\$618	\$505	\$541	\$405
Memphis TN	Partner	28	\$300	\$370	\$467	\$393	\$387	\$371
Miami FL	Partner	213	\$410	\$600	\$755	\$601	\$601	\$552
	Associate	170	\$225	\$370	\$495	\$388	\$427	\$392
Milwaukee WI	Partner	43	\$399	\$477	\$612	\$539	\$519	\$462
	Associate	33	\$306	\$374	\$513	\$404	\$374	\$373