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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA

Joanne Knapper, <i>on behalf of</i>)
<i>herself and others similarly situated,</i>) Case No. 2:17-cv-00913-SPL
)
Plaintiff,) DECLARATION OF MICHAEL L.
) GREENWALD IN SUPPORT OF
v.) PLAINTIFF’S MOTION FOR
) ATTORNEYS’ FEES, COSTS,
Cox Communications, Inc.,) EXPENSES, AND AN INCENTIVE
) AWARD
Defendant.)
)

I, Michael L. Greenwald, pursuant to 28 U.S.C. § 1746, declare as follows:

1. My name is Michael L. Greenwald.
2. I am over twenty-one years of age.
3. I am fully competent to make the statements contained in this declaration.
4. I am a partner at Greenwald Davidson Radbil PLLC (“GDR”).
5. I am counsel for Plaintiff Joanne Knapper and the Settlement Class in this action.
6. GDR, which focuses on consumer protection class action litigation, maintains offices in Boca Raton, Florida and Austin, Texas.
7. I am admitted to practice before this Court *pro hac vice*.
8. I submit this declaration in support of Ms. Knapper’s motion for attorneys’ fees, costs, expenses, and an incentive award.
9. GDR handled this case on a contingency basis and has not received any payment for its services to date, nor has it been reimbursed for the litigation costs and expenses it has advanced.

1 10. This declaration includes a profile of my firm, its attorneys, and an outline
2 of work performed leading up to, and throughout, this matter, as well as our litigation costs
3 and expenses incurred.

4 **GDR**

5 11. GDR's attorneys have extensive experience litigating consumer protection
6 and securities class actions, including class actions brought under the Telephone Consumer
7 Protection Act ("TCPA").

8 12. GDR has been appointed class counsel in a number of certified class actions
9 under the TCPA, including:

- 10 • *Sheean v. Convergent Outsourcing, Inc.*, No.:2:18-cv-11532-GCS-RSW (E.D. Mich.);
- 11 • *Williams v. Bluestem Brands, Inc.*, No. 8:17-cv-01971-T-27AAS (M.D. Fla.);
- 12 • *Reyes v. BCA Fin. Servs., Inc.*, No. 16-24077-CIV-Goodman (S.D. Fla.);
- 13 • *Martinez, et al., v. Medicredit, Inc.*, No. 4:16-cv-01138 ERW (E.D. Mo.);
- 14 • *Johnson v. NPAS Solutions, LLC*, No. 9:17-cv-80393 (S.D. Fla.);
- 15 • *Luster v. Wells Fargo Dealer Servs., Inc.*, No. 1:15-cv-01058-TWT (N.D. Ga.);
- 16 • *Prather v. Wells Fargo Bank, N.A.*, No. 1:15-cv-04231-SCJ (N.D. Ga.);
- 17 • *Johnson v. Navient Solutions, Inc., f/k/a Sallie Mae, Inc.*, No. 1:15-cv-0716-LJM
18 (S.D. Ind.);
- 19 • *Toure and Heard v. Navient Solutions, Inc., f/k/a Sallie Mae, Inc.*, No. 1:17-cv-
20 00071-LJM-TAB (S.D. Ind.);
- 21 • *James v. JPMorgan Chase Bank, N.A.*, No. 8:15-cv-2424-T-23JSS (M.D. Fla.);
- 22 • *Schwylhart v. AmSher Collection Servs., Inc.*, No. 2:15-cv-1175-JEO (N.D. Ala.);
- 23 • *Cross v. Wells Fargo Bank, N.A.*, No. 2:15-cv-01270-RWS (N.D. Ga.);
- 24 • *Markos v. Wells Fargo Bank, N.A.*, No. 15-1156 (N.D. Ga.);
- 25 • *Prater v. Medicredit, Inc.*, No. 14-00159 (E.D. Mo.);
- 26 • *Jones v. I.Q. Data Int'l, Inc.*, No. 1:14-cv-00130-PJK-GBW (D.N.M.); and
- 27 • *Ritchie v. Van Ru Credit Corp.*, No. 2:12-CV-01714-PHX–SM (D. Ariz.)
28 (McNamee, J.).

1 13. As class counsel in these TCPA actions, GDR helped to recover over \$100
2 million for class members over the past five years.

3 14. GDR also has been appointed class counsel in more than three dozen class
4 actions brought under consumer protection statutes other than the TCPA in the past four
5 years, including:

- 6 • *Spencer v. #1 A LifeSafer of Ariz. LLC*, No. 18-02225-PHX-BSB (D. Ariz.) (Bade,
7 M.J.);
- 8 • *Dickens v. GC Servs. Ltd. P’Ship*, No. 8:16-cv-00803-JSM-TGW (M.D. Fla.);
- 9 • *Kagno v. Bush Ross, P.A.*, No. 8:17-cv-1468-T-26AEP (M.D. Fla.);
- 10 • *Johnston v. Kass Shuler, P.A.*, No. 8:16-cv-03390-SDM-AEP (M.D. Fla.);
- 11 • *Jallo v. Resurgent Capital Servs., L.P.*, No. 4:14-cv-00449 (E.D. Tex.);
- 12 • *Macy v. GC Servs. Ltd. P’ship*, No. 3:15-cv-00819-DJH-CHL (W.D. Ky.);
- 13 • *Rhodes v. Nat’l Collection Sys., Inc.*, No. 15-cv-02049-REB-KMT (D. Colo.);
- 14 • *McCurdy v. Prof’l Credit Servs.*, No. 6:15-cv-01498-AA (D. Or.);
- 15 • *Schuchardt v. Law Office of Rory W. Clark*, No. 3:15-cv-01329-JSC (N.D. Cal.);
- 16 • *Globus v. Pioneer Credit Recovery, Inc.*, No. 15-CV-152V (W.D.N.Y.);
- 17 • *Roundtree v. Bush Ross, P.A.*, No. 8:14-cv-00357-JDW-AEP (M.D. Fla.); and
- 18 • *Gonzalez v. Germaine Law Office PLC*, No. 2:15-cv-01427 (D. Ariz.) (Silver, J.).

19 15. Multiple district courts have commented on GDR’s useful knowledge and
20 experience in connection with class action litigation.

21 16. For instance, in *Ritchie*, also a TCPA class action, Judge McNamee of this
22 Court stated upon granting final approval to the settlement:

23 I want to thank all of you. It’s been a pleasure. I hope that you will
24 come back and see us at some time in the future. And if you don’t, I
25 have a lot of cases I would like to assign you, because you’ve been
26 immensely helpful both to your clients and to the Court. And that’s
important. So I want to thank you all very much.

27 No. CIV-12-1714 (D. Ariz. July 21, 2014).

1 17. In *Schwyhart v. AmSher Collection Services, Inc.*, Judge John E. Ott, Chief
2 Magistrate Judge of the Northern District of Alabama, stated upon granting final approval
3 to a TCPA settlement for which he appointed GDR as class counsel:

4 I cannot reiterate enough how impressed I am with both your handling
5 of the case, both in the Court’s presence as well as on the phone
6 conferences, as well as in the written materials submitted. . . . I am
7 very satisfied and I am very pleased with what I have seen in this case.
8 As a judge, I don’t get to say that every time, so that is quite a
compliment to you all, and thank you for that.

9 No. 2:15-cv-1175-JEO (N.D. Ala. Mar. 15, 2017).

10 18. Judge Carlton W. Reeves of the Southern District of Mississippi described
11 GDR as follows:

12 More important, frankly, is the skill with which plaintiff’s counsel
13 litigated this matter. On that point there is no disagreement. Defense
14 counsel concedes that her opponent—a specialist in the field who has
15 been class counsel in dozens of these matters across the country—“is
16 to be commended for his work” for the class, “was professional at all
17 times” ..., and used his “excellent negotiation skills” to achieve a
18 settlement fund greater than that required by the law.

19 The undersigned concurs ... Counsel’s level of experience in handling
20 cases brought under the FDCPA, other consumer protection statutes,
21 and class actions generally cannot be overstated.

22 *McWilliams v. Advanced Recovery Sys., Inc.*, No. 3:15-CV-70-CWR-LRA, 2017 WL
23 2625118, at *3 (S.D. Miss. June 16, 2017).

24 19. As well, Judge Steven D. Merryday of the Middle District of Florida wrote
25 in appointing GDR class counsel in *James* that “Michael L. Greenwald, James L. Davidson,
26 and Aaron D. Radbil of Greenwald Davidson Radbil PLLC, each . . . has significant
27 experience litigating TCPA class actions.” 2016 WL 6908118, at *1 (M.D. Fla. Nov. 22,
28 2016).

1 29. Mr. Radbil has extensive experience litigating consumer protection class
 2 actions, both at the trial and appeals court level, including class actions under the TCPA.
 3 See <http://www.gdrlawfirm.com/Aaron-Radbil> (last visited Sept. 25, 2019).

4 30. Complementing his experience litigating consumer protection class actions,
 5 Mr. Radbil has briefed, argued, and prevailed on a variety of issues of significant consumer
 6 interest before federal and state courts of appeals. See, e.g., *Dickens v. GC Servs. Ltd.*
 7 *P'ship.*, 706 F. App'x 529 (11th Cir. Aug. 23, 2017); *Hernandez v. Williams, Zinman &*
 8 *Parham PC*, 829 F.3d 1068 (9th Cir. 2016); *Lea v. Buy Direct, L.L.C.*, 755 F.3d 250 (5th
 9 Cir. 2014); *Payne v. Progressive Fin. Servs., Inc.*, 748 F.3d 605 (5th Cir. 2014); *Stout v.*
 10 *FreeScore, LLC*, 743 F.3d 680 (9th Cir. 2014); *Yunker v. Allianceone Receivables Mgmt.,*
 11 *Inc.*, 701 F.3d 369 (11th Cir. 2012); *Guajardo v. GC Servs., LP*, No. 11-20269, 2012 WL
 12 5419505 (5th Cir. Nov. 7, 2012); *Sorensen v. Credit Int'l Corp.*, 475 F. App'x 244 (9th
 13 Cir. 2012); *Ponce v. BCA Fin. Serv., Inc.*, 467 F. App'x 806 (11th Cir. 2012); *Mady v.*
 14 *DaimlerChrysler Corp.*, 59 So. 3d 1129 (Fla. 2011); *Talley v. U.S. Dep't of Agric.*, 595
 15 F.3d 754 (7th Cir. 2010), *reh'g en banc granted, opinion vacated* (June 10, 2010), *on*
 16 *rehearing en banc* (September 24, 2010), *decision affirmed*, No. 09-2123, 2010 WL
 17 5887796 (7th Cir. Oct. 1, 2010); *Oppenheim v. I.C. Sys., Inc.*, 627 F.3d 833 (11th Cir.
 18 2010).

19 **James L. Davidson**

20 31. Partner James L. Davidson contributed to the successful prosecution of this
 21 case.

22 32. Mr. Davidson is admitted to practice before this Court *pro hac vice*.

23 33. Mr. Davidson graduated from the University of Florida in 2000 and the
 24 University of Florida Fredric G. Levin College of Law in 2003.

25 34. Mr. Davidson has been appointed class counsel in a host of consumer
 26 protection class actions. See <http://www.gdrlawfirm.com/James-Davidson> (last visited
 27 September 25, 2019).

28

Jesse S. Johnson

1
2 35. Partner Jesse S. Johnson also contributed to the successful prosecution of this
3 case.

4 36. Mr. Johnson earned his Bachelor of Science degree in Business
5 Administration from the University of Florida, where he graduated *magna cum laude* in
6 2005.

7 37. Mr. Johnson earned his Juris Doctor degree with honors from the University
8 of Florida Fredric G. Levin College of Law in 2009, along with his Master of Arts in
9 Business Administration from the University of Florida Hough Graduate School of
10 Business the same year.

11 38. Mr. Johnson has been appointed class counsel in more than a dozen consumer
12 protection class actions in the past three years. See [http://www.gdrllawfirm.com/Jesse-](http://www.gdrllawfirm.com/Jesse-Johnson)
13 Johnson (last visited September 25, 2019).

Alexander D. Kruzyk

14
15 39. Alexander D. Kruzyk contributed to the successful prosecution of this case.

16 40. Mr. Kruzyk earned his Bachelor of Management and Organizational Studies
17 from the University of Western Ontario in 2011 and earned his Juris Doctor degree with
18 honors from the University of Florida Fredric G. Levin College of Law in 2014.

19 41. Prior to joining GDR in 2017, Mr. Kruzyk was an associate with Robbins
20 Geller, where he assisted with several complex class actions. See
21 <http://www.gdrllawfirm.com/Alexander-Kruzyk> (last visited September 25, 2019).

GDR Devoted Enormous Resources to this Case Over the Past 2.5 Years

22
23 42. This case has been pending for 2.5 years.

24 43. Ms. Knapper filed her class action complaint on March 28, 2017, asserting
25 claims under the TCPA. Doc. 1.

26 44. On May 19, 2017, Cox Communications, Inc. (“Cox” or “Defendant”) filed
27 its answer and affirmative defenses, through which it largely denied Ms. Knapper’s
28 allegations and asserted 18 affirmative defenses, including prior express consent, lack of

1 standing, and the purported unconstitutionality of statutory damages under the TCPA. Doc.
2 13.

3 45. At the same time, Cox moved to stay this case pending the decision of the
4 United States Court of Appeals for the District of Columbia in *ACA Int'l, et al. v. FCC*,
5 No. 15-1211 (D.C. Cir.). Doc. 8.

6 46. Cox also sought to strike Ms. Knapper's request for treble damages. *Id.*

7 47. On June 2, 2017, Ms. Knapper filed her opposition to Cox's motion to stay
8 and strike. Doc. 18.

9 48. On June 28, 2017, Ms. Knapper served her initial requests for production of
10 documents and first set of interrogatories to Cox.

11 49. On July 10, 2017, this Court denied Cox's motion to stay and motion to
12 strike. Doc. 22.

13 50. On July 31, 2017, this Court entered its Rule 16 case management order.
14 Doc. 26.

15 51. Ms. Knapper served her initial disclosures on August 16, 2017.

16 52. Cox served its initial disclosures on August 18, 2017.

17 53. Also on August 18, 2017, Cox served Ms. Knapper with its initial requests
18 for production of documents, interrogatories, and requests for admission, to which Ms.
19 Knapper timely responded.

20 54. On August 28, 2017, Cox served its written responses and objections to Ms.
21 Knapper's initial written discovery requests.

22 55. As a result of several meet-and-confer conferences, on December 1, 2017,
23 Cox served its supplemental responses to Ms. Knapper's written discovery requests.

24 56. On January 11, 2018, Ms. Knapper took the deposition of Cox's corporate
25 representative in Atlanta pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure.

26 57. In February 2018, Ms. Knapper issued a subpoena to Verizon Wireless, her
27 wireless service provider, to obtain records related to her wireless plan and calls she
28 received from Cox.

1 58. On February 20, 2018, Cox served its second set of written discovery
2 requests.

3 59. On March 13, 2018, Ms. Knapper served her responses to Cox's second set
4 of written discovery requests.

5 60. On March 15, 2018, Ms. Knapper took the deposition of Orrin Gray, a Cox
6 employee, in Atlanta.

7 61. On March 30, 2018, Cox took Ms. Knapper's deposition in Phoenix.

8 62. On April 30, 2018, Ms. Knapper's expert—Cameron Azari, Esq.—executed
9 his expert declaration.

10 63. On May 21, 2018, Cox's expert—Ken Sponsler—executed his expert
11 declaration.

12 64. On June 11, 2018, Mr. Azari executed his supplemental expert declaration.

13 65. Also on June 11, 2018, Cox moved to stay this matter under the primary
14 jurisdiction doctrine pending resolution of petitions before the FCC. Doc. 40.

15 66. On June 28, 2018, Ms. Knapper took the deposition of Cox's expert witness.

16 67. Also on June 28, 2018, Ms. Knapper filed her motion for class certification
17 and appointment of class counsel. Doc. 43.

18 68. At the same time, Ms. Knapper moved for summary judgment on her
19 individual claims. Docs. 44-45. Ms. Knapper withdrew her summary judgment motion,
20 without prejudice, on July 31, 2018. Doc. 53.

21 69. On July 2, 2018, Ms. Knapper opposed Cox's motion to stay. Doc. 47.

22 70. On July 10, 2018, Cox took the deposition of Mr. Azari in Denver.

23 71. On August 14, 2018, Cox filed its response to Ms. Knapper's motion for class
24 certification and appointment of class counsel, through which it opposed Ms. Knapper's
25 request to certify the class. Doc. 58.

26 72. Ms. Knapper filed her reply in support of her motion for class certification
27 on August 30, 2018. Doc. 61.

28

1 73. The Parties filed several notices of supplemental authority regarding Cox’s
2 motion to stay. Docs. 48, 52, 62, 65, 68, 80.

3 74. The Parties also filed several notices of supplemental authority regarding Ms.
4 Knapper’s motion for class certification and appointment of class counsel. Docs. 66, 67,
5 69, 72, 78, 79, 82, 86, 87.

6 75. On January 17, 2019, this Court denied Cox’s motion to stay. Doc. 88.

7 76. On February 6, 2019, this Court granted Ms. Knapper’s motion for class
8 certification and appointment of class counsel. Doc. 89.

9 77. On February 20, 2019, Cox filed a petition for interlocutory review of this
10 Court’s class certification order in the Ninth Circuit Court of Appeals, pursuant to Rule
11 23(f) of the Federal Rules of Civil Procedure.

12 78. On February 21, 2019, Cox moved to dismiss non-Arizona class members’
13 claims for lack of personal jurisdiction. Doc. 93.

14 79. At the same time, Cox moved to compel to arbitration the claims of class
15 members who are or were Cox customers. Doc. 94.

16 80. On February 27, 2019, the Professional Association for Customer
17 Engagement (“PACE”) submitted a motion for leave in the Ninth Circuit Court of Appeals
18 to file a brief as *Amicus Curiae* in support of Cox’s Rule 23(f) petition.

19 81. On March 4, 2019, Ms. Knapper filed in the Ninth Circuit her answer in
20 opposition to Cox’s Rule 23(f) petition.

21 82. On March 11, 2019, Ms. Knapper filed her answer in opposition to PACE’s
22 motion for leave to file an *Amicus Curiae* brief in support of Cox’s Rule 23(f) petition.

23 83. Cox’s Rule 23(f) petition remained pending at the time the parties reached
24 an agreement to resolve this matter.

25 84. On March 11, 2019, Cox moved for summary judgment on all claims against
26 it. Docs. 97-98.

27 85. Also on March 11, 2019, Ms. Knapper moved for summary judgment on her
28 individual claims against Cox. Docs. 99-100.

1 86. The parties' motions for summary judgment remained pending at the time
2 the parties reached an agreement to resolve this matter.

3 87. On March 19, 2019, the parties and their counsel attended an in-person
4 settlement meeting in Phoenix. *See* Doc. 102.

5 88. On March 21, 2019, Ms. Knapper filed her opposition to Cox's motion to
6 compel arbitration. Doc. 101.

7 89. Cox's motion to compel arbitration remained pending at the time the parties
8 reached an agreement to resolve this matter.

9 90. On March 27, 2019, the parties exchanged detailed mediation briefs.

10 91. On April 1, 2019, Ms. Knapper filed her response in opposition to Cox's
11 motion to dismiss non-Arizona class members for lack of personal jurisdiction. Doc. 103.

12 92. Cox's motion to dismiss non-Arizona class members for lack of personal
13 jurisdiction remained pending at the time the parties reached an agreement to resolve this
14 matter.

15 93. On April 10, 2019, the parties exchanged reply mediation briefs.

16 94. The parties and their counsel attended mediation in New York before the
17 Hon. Layn R. Phillips (Ret.)¹ on April 24, 2019.

18 95. The parties, through their counsel, continued negotiations after the mediation
19 and, on May 7, 2019, executed a settlement term sheet.

20 96. The parties filed their notice of settlement on May 7, 2019. Doc. 108.

21 97. In May and June 2019, counsel for Ms. Knapper solicited multiple proposals
22 from class administration companies to perform notice and administration services in this
23 case. After a competitive bid process, the parties selected Epiq Class Action & Claims
24 Solutions, Inc. ("Epiq") as the class administrator.

25 98. On June 18, 2019, Ms. Knapper filed her unopposed motion for preliminary
26 approval of class action settlement. Doc. 115.

27
28 ¹ <http://www.phillipsadr.com/bios/layn-phillips/> (last visited Sept. 15, 2019).

1 99. On June 19, 2019, Ms. Knapper filed her First Amended Class Action
2 Complaint. Doc. 116.

3 100. This Court preliminarily approved the settlement on July 12, 2019. Doc. 120.

4 101. On July 19, 2019, Ms. Knapper took the confirmatory deposition of Virginia
5 Snedeker, a Cox employee, regarding data used to identify potential class members.

6 102. Since this Court preliminarily approved the settlement, counsel for Ms.
7 Knapper have worked diligently with Epiq to oversee the notice and claims process.

8 **The Settlement**

9 103. The settlement requires Cox to create a non-reversionary common fund of
10 \$10.75 million.

11 104. The Settlement Class is defined as:

12 (1) All users of or subscribers to cellular telephones throughout the
13 United States, (2) to whom Cox Communications, Inc. made or
14 initiated at least one call to a cellular telephone, (3) via an automatic
15 telephone dialing system or with an artificial or prerecorded voice, (4)
16 from March 28, 2013 through March 21, 2019, (5) whose cellular
17 telephone number was at any time associated with a Neustar score of
18 01 in Cox Communications, Inc.'s available records.

19 105. The Settlement Class excludes individuals who were ever Cox customers
20 prior to March 22, 2019.

21 106. Participating Settlement Class Members will receive an equal share of the
22 fund after deducting attorneys' fees, costs, and expenses as awarded by the Court, and an
23 incentive award to Ms. Knapper, not to exceed \$20,000 and subject to Court approval.

24 107. In the event that *pro rata* payments would exceed \$2,500, participating
25 Settlement Class Members would be entitled to recover in excess of \$2,500 if they provide
26 documentary evidence in the form of, for example, telephone records from their wireless
27 carrier, screen shots from their cellular telephones, or other documentary evidence
28 demonstrating that they received more than five calls from Cox.

108. In such circumstances, participating Settlement Class Members who provide
documentary evidence demonstrating that they received more than five calls from Cox

1 would receive additional compensation in the form of a *pro rata* portion of the remaining
2 funds after all participating Settlement Class Members receive \$2,500 each.

3 109. The parties believe there to be approximately 140,000 potential Settlement
4 Class Members.

5 110. As noted above, the parties reached this settlement after written discovery,
6 depositions, expert discovery, and extensive motion practice.

7 111. Illustrating the extent of motion practice in this case is that three of this
8 Court's opinions are available on Westlaw:

- 9 • *Knapper v. Cox Commc'ns, Inc.*, 329 F.R.D. 238 (D. Ariz. 2019);
- 10 • *Knapper v. Cox Commc'ns, Inc.*, 2019 WL 250430 (D. Ariz. Jan. 19, 2019);
- 11 and
- 12 • *Knapper v. Cox Commc'ns, Inc.*, 2017 WL 2983912 (D. Ariz. Jan. 10, 2017).

13 112. Moreover, the parties reached this settlement only after attending mediation
14 with Judge Phillips.

15 113. This Court will hold a final fairness hearing on December 10, 2019 to make
16 its final determination concerning the fairness, reasonableness, and adequacy of the parties'
17 class settlement.

18 **Attorneys' Fees**

19 114. The requested attorneys' fees of 28 percent of the common fund is both fair
20 and reasonable, and in line with awards in similar class actions.

21 115. The case has been pending for 2.5 years, and over that time, GDR devoted
22 significant time and resources to this case, including: (a) conducting an investigation into
23 the underlying facts regarding Ms. Knapper's claims and class members' claims; (b)
24 preparing a class action complaint; (c) researching the law pertinent to class members'
25 claims and Cox's defenses; (d) preparing and serving initial and supplemental written
26 discovery requests to Cox; (e) researching and preparing Ms. Knapper's motion for class
27 certification and appointment of class counsel, and reply in support; (f) researching and
28

1 preparing Ms. Knapper's two motions for summary judgment; (g) researching and
2 preparing oppositions to Cox's two motions to stay; (h) preparing responses to Cox's
3 written discovery requests to Ms. Knapper; (i) preparing for and taking the corporate
4 representative deposition of Cox pursuant to Rule 30(b)(6); (j) preparing for and taking the
5 deposition of Orrin Gray; (k) hiring an expert witness and facilitating the expert witness's
6 report; (l) pursuing third-party discovery through a subpoena to Verizon Wireless; (m)
7 preparing for and defending Ms. Knapper's deposition; (n) preparing for and defending
8 Ms. Knapper's expert's deposition; (o) preparing for and taking the deposition of Cox's
9 expert witness; (p) preparing for and attending mediation in New York with Judge Phillips,
10 including preparing a detailed mediation statement and reply memorandum; (q) opposing
11 Cox's Rule 23(f) petition in the Ninth Circuit Court of Appeals; (r) researching and
12 opposing Cox's motion to dismiss the claims of non-Arizona class members; (s)
13 researching and opposing Cox's motion to compel certain class members' claims to
14 arbitration; (t) preparing the parties' class action settlement agreement, along with the
15 proposed class notices and claim form; (u) negotiating with class administration companies
16 to secure the best notice plan practicable; (v) researching and preparing Ms. Knapper's
17 motion for preliminary approval of the class action settlement, and counsel's detailed
18 declaration in support; (w) preparing for and taking the confirmatory deposition of Cox
19 employee Virginia Snedeker; (x) researching and preparing Ms. Knapper's motion for final
20 approval of the class action settlement; (y) preparing Ms. Knapper's motion for approval
21 of an award of attorneys' fees, reimbursement of litigation costs and expenses, and an
22 incentive award; (z) closely monitoring evolving TCPA case law and its potential impacts
23 on this case; (aa) closely monitoring decisions from the FCC and their potential impacts on
24 this case; (bb) conferring with Epiq to oversee the notice, claims, and administration
25 process; (cc) repeatedly conferring with Ms. Knapper throughout this case; and (dd)
26 conferring with class members to answer questions about the claims process.

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1 116. In short, GDR spent a considerable amount of time and devoted significant
2 resources to effectively litigate this case in the best interests of class members, and then
3 guide this case through the settlement approval process.

4 117. In light of the excellent results achieved in this case, together with counsel's
5 considerable efforts in achieving those results, the novelty and difficulty of the legal
6 questions involved, that GDR litigated this matter on a contingent basis, the experience,
7 reputation, and ability of GDR, and the public service provided by way of GDR's and Ms.
8 Knapper's role as private attorneys general with respect to the TCPA, I firmly believe the
9 settlement is fair, reasonable, and adequate, and that the attorneys' fee requested as a
10 percentage of the common fund is fair and reasonable.

11 118. Additionally, the requested attorneys' fees were not negotiated as part of the
12 settlement, and Cox was free to oppose the attorneys' fees sought by GDR.

13 **Incentive Award**

14 119. Ms. Knapper has been a model class representative.

15 120. Ms. Knapper remained actively involved in this case throughout the
16 proceedings, including regularly conferring with her counsel and making herself available
17 to consult on all strategic case decisions.

18 121. In addition, Ms. Knapper responded to written discovery requests from
19 Defendant and searched for documents relevant to her claims.

20 122. Ms. Knapper also sat for a deposition, where she was asked a multitude of
21 questions by Cox, some of which were sensitive.

22 123. Ms. Knapper was also actively involved in settlement efforts, including
23 attending the in-person settlement meeting in Phoenix and traveling to New York to attend
24 mediation.

25 124. Without Ms. Knapper's considerable efforts and dedication to this case, the
26 class settlement would not have been possible.
27
28

1 125. Given this, and considering the time and effort Ms. Knapper devoted to this
2 case as well as the results achieved for the class, I firmly believe an incentive award in the
3 amount of \$20,000 is fair and reasonable.

4 **Reimbursement of Litigation Costs and Expenses**

5 126. GDR separately requests the reimbursement of costs and expenses
6 reasonably incurred in connection with the prosecution of this action.

7 127. Such expenses are reflected in the books and records maintained by
8 undersigned counsel, which are an accurate recording of the expenses incurred.

9 128. To date, GDR has incurred reimbursable litigation costs and expenses in the
10 total amount of \$52,635.34.

11 129. These expenses include the filing fee for the complaint (\$400); process server
12 fees (\$75); expert witness fees (\$5,509); mediation fees for Judge Phillips (\$24,005);
13 deposition transcripts (\$6,337.23); court admission and *pro hac vice* fees, and related costs
14 (\$432); subpoena-related costs (\$306); PACER research costs (\$290.60); telephone
15 conference charges (\$54.50); postage, Federal Express, and mailing costs (\$126.23);
16 photocopying costs (\$8.66); and travel-related expenses for depositions, the in-person
17 settlement conference, mediation, and the upcoming final fairness hearing, including meals
18 during travel (total of \$15,091.12). Of note, this case required travel from South Florida
19 and/or Austin, Texas, often for multiple attorneys, to (1) Phoenix on three occasions (Ms.
20 Knapper's deposition, the in-person settlement conference, and the upcoming final fairness
21 hearing), (2) Denver (Plaintiff's expert's deposition), (3) New York City (mediation), and
22 (4) Atlanta on two occasions (depositions of Cox).

23 130. As well, GDR incurred additional reimbursable expenses, such as for
24 computerized legal research. Those expenses are not separately itemized herein, and GDR
25 does not seek separate reimbursement for them.

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131. For the reasons set forth herein and in the accompanying motion, I respectfully request that this Court grant Ms. Knapper’s motion for attorneys’ fees, costs, expenses, and an incentive award.

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

Executed on September 25, 2019. By: s/ Michael L. Greenwald
Michael L. Greenwald