

4. The attorneys of McGuire Law, P.C. have represented Plaintiff Vergara since the *Vergara* action was commenced in August 2015 and have served as co-counsel representing the Plaintiffs in the *Lathrop* action since December 2015.

5. McGuire Law, P.C. is a litigation firm based in Chicago, Illinois that focuses on class action litigation, representing clients in statewide and national class actions in both state and federal trial and appellate courts throughout the country.

6. I and the other attorneys of McGuire Law have regularly handled complex litigation on behalf of consumers and have extensive experience in class action lawsuits similar in size and complexity to the instant case. I and/or the other attorneys of McGuire Law have been appointed as class counsel in numerous complex consumer class actions, including similar class actions involving violations of the Telephone Consumer Protection Act (“TCPA”), in state and federal courts across the country. *See, e.g., Flahive v. Inventurus Knowledge Solutions, Inc.*, (Ill. Cir. Ct. Cook Cnty (2017)); *Zeidel v. A&M (2015) LLC*, (N.D. Ill. 2017); *Manouchehri v. Styles for Less, Inc.*, (S.D. Cal. 2017); *Truong v. Peak Campus Management, Inc.* (Ill. Cir. Ct. Cook Cnty 2017); *Seal v. RCN Telecom Services, LLC*, (Ill. Cir. Ct. Cook Cnty 2016); *Hooker v. Sirius XM Radio, Inc.*, (E.D. Va. 2016); *Valladares v. Blackboard, Inc.*, (Ill. Cir. Ct. Cook Cnty 2016); *Murray v. Bill Me Later, Inc.*, (N.D. Ill. 2015); *In re Jiffy Lube Spam Text Litig.*, (S.D. Cal. 2013); *Robles v. Lucky Brand Dungarees, Inc.*, (N.D. Cal. 2013); *Ellison v. Steven Madden, Ltd.*, (C.D. Cal. 2013); *Rojas v. Career Educ. Co.*, (N.D. Ill. 2012); *In re Citibank HELOC Reduction Litig.*, (N.D. Cal. 2012); *Kramer v. Autobytel*, (N.D. Cal. 2011); *Schulken v. Washington Mutual Bank*, (N.D. Cal. 2011); *Walker v. OpenMarket, Inc.*, (Ill. Cir. Ct. Cook Cnty 2011); *Williams v. Motricity, Inc.*, (Ill. Cir. Ct. Cook Cnty 2011); *Parone v. m-Qube, Inc.*, (Ill. Cir. Ct. Cook Cnty 2010); *Ryan v. Snackable Media, LLC*, (Ill. Cir. Ct. Cook Cnty 2011); *Valdez v. Sprint Nextel Corporation*, (N.D.

Cal. 2009); *Paluzzi v. mBlox, Inc.*, (Ill. Cir. Ct. Cook Cnty 2009); *Van Dyke v. Media Breakaway, LLC*, (S.D. Fla. 2009); *Sims v. Cellco P'ship*, (N.D. Cal. 2009); *Gresham v. Keppler & Assocs., LLC*, (Cal. Sup. Ct. 2008); *Gray v. Mobile Messenger Americas, Inc.*, (S.D. Fla. 2008); *McFerren v. AT&T Mobility, LLC*, (Ga. Sup. Ct. 2008);

7. The attorneys of McGuire Law have extensive knowledge of the law governing telecommunications and cellular telephony. Recognized as pioneers in the field of consumer class actions involving claims brought under the TCPA, McGuire Law attorneys have served as counsel of record for numerous groundbreaking TCPA rulings involving cellular telephony at the federal district and appellate court levels, including recently at the U.S. Supreme Court. *See, e.g., Campbell-Ewald Co. v. Jose Gomez*, 136 S. Ct. 663 (2016); *Zeidel v. A&M (2015) LLC*, (N.D. Ill. 2017); *Katz v. Am. Honda Motor Co., Inc.*, (C.D. Cal. 2017); *Serban v. CarGurus, Inc.*, (N.D. Ill. 2016); *Lee v. Stonebridge Life Ins. Co.*, (N.D. Cal. 2013); *In re Jiffy Lube Spam Text Litig.*, (S.D. Cal. 2013); *Robles v. Lucky Brand Dungarees, Inc.*, (N.D. Cal. 2013); *Ellison v. Steven Madden, Ltd.*, (C.D. Cal. 2013); *Rojas v. Career Education Co.*, (N.D. Ill. 2012); *Kramer v. Autobytel*, (N.D. Cal. 2011); *Damasco v. Clearwire Corp.*, (7th Cir. 2011); *Abbas v. Selling Source, LLC*, (N.D. Ill. 2010); *Espinal v. Burger King Corporation*, (S.D. Fla. 2010); *Satterfield v. Simon & Schuster, Inc.*, (9th Cir. 2009); *Weinstein v. Timberland Co.*, (N.D. Ill. 2008); *Shen v. Distributive Networks, Inc.*, (N.D. Ill. 2007).

8. I am a graduate of Marquette University and Marquette University Law School, and have been admitted to practice in the Illinois Supreme Court and Wisconsin Supreme Court and in several federal courts throughout the country, including the U.S. Supreme Court, where I recently served as lead counsel in a case of seminal importance to class action jurisprudence nationwide. *See Campbell-Ewald Co. v. Gomez*, 136 S. Ct. 663 (2016). I have served on many

industry panels and boards, including the University of Illinois College of Law Advisory Board. In addition to cases involving violations of the TCPA and other technology-related statutes, I have successfully prosecuted claims on behalf of clients in state and federal courts throughout the country at both the trial and appellate levels in cases involving consumer fraud, unfair competition, invasion of privacy, statutory violation, false advertising and breach of contract, among many others.

9. My colleague, Evan M. Meyers, is a partner at McGuire Law. Mr. Meyers received his B.A. *with distinction* from the University of Michigan and graduated *cum laude* from the University of Illinois College of Law. In addition to his class action experience, Mr. Meyers has extensive experience in complex commercial litigation and has regularly litigated cases in state and federal trial and appellate courts across the nation, including in the Circuit Court of Cook County, the U.S. District Court for the Northern District of Illinois, and the U.S. Supreme Court, where he was co-lead counsel in the *Campbell-Ewald Co. v. Gomez* matter.

10. My colleague, Paul T. Geske, is an associate at McGuire Law. Mr. Geske also has extensive experience litigating class action cases in state and federal courts, and has been significantly involved, if not the primary lead attorney, in dozens of class action and putative class action suits across the country, including before Illinois state and federal courts. *See, e.g., Sheeley v. Wilson Sporting Goods, Co.*, (N.D. Ill. 2017); *Serban v. CarGurus, Inc.*, (N.D. Ill. 2016); *Vasil v. Kiip, Inc.*, (N.D. Ill. 2016); *Valladares v. Blackboard, Inc.*, (Ill. Cir. Ct. Cook Cnty 2016); *Lewis Univ. v. Burdette-Miller*, (Ill. Cir. Ct. Cook Cnty 2016); *Katz v. American Honda Motor Co., Inc.* (C.D. Cal. 2016); *Loyola Univ. v. King*, (Ill. Cir. Ct. Cook Cnty 2017). Mr. Geske received his B.A. *cum laude* from the University of Illinois at Chicago and received his J.D. *magna cum laude* from the Chicago-Kent College of Law.

11. My colleague Eugene Y. Turin has substantial experience litigating class action cases in state and federal courts, and has been significantly involved, if not the primary lead attorney, in dozens of class action suits across the country, including many that are currently pending in the Northern District of Illinois. *See, e.g., Abdallah et al v. FedEx Corp. Services*, No. 16-cv-03967 (N.D. Ill.); *Garcia et al v. Target Corporation*, 16-cv-02574 (D. Minn.); *Oliver et al v. The Men's Wearhouse*, 16-cv-01100 (C.D. Cal.); *Snyder et al v. iCard Systems, LLC* No. 15-cv-61718 (S.D. Fla.). Mr. Turin received his B.A. *summa cum laude* from Loyola University Chicago and graduated *magna cum laude* from the Loyola University Chicago School of Law.

12. My colleague William P. Kingston is an associate at McGuire Law and has been involved in dozens of cases in state and federal courts throughout the country, including numerous TCPA class actions. *See, e.g., Kotlyar et al v. University of Chicago Medical Center*, No. 17-cv-04729 (N.D. Ill.); *Smith et al v. Pineapple Hospitality Company*, 17-cv-08106 (N.D. Ill.); *Severns et al v. Navient Solutions, LLC*, 17-cv-07364 (N.D. Ill.); *Coles et al v. Grand Campus Living, Inc.* No. 17-cv-61718 (N.D. Ill.). Mr. Kingston received his B.A. from Dalhousie University and his J.D. from The John Marshall Law School.

McGuire Law Attorneys' Contributions to the Litigation

13. From the outset of this litigation, the attorneys and support staff of McGuire Law, P.C. anticipated spending hundreds, if not thousands, of hours litigating the claims in this matter, with no guarantee of success. McGuire Law attorneys understood that prosecution of this case would require that other work be foregone, that there was significant uncertainty surrounding the applicable legal and factual issues, and that there would be significant opposition from a large defendant with substantial resources.

14. Throughout the litigation, Uber Technologies, Inc. ("Uber") and its counsel

mounted a vigorous opposition, consistently arguing that the dialing system it used to send the text messages at issue is not an Automatic Telephone Dialing System (“ATDS”) under the TCPA, and even moving to stay the Illinois litigation pending resolution of a petition with the U.S. Court of Appeals for the D.C. Circuit seeking review of a July 10, 2015 Federal Communications Ruling regarding the definition of ATDS.

15. Uber also moved for judgment on the pleadings in the Illinois litigation on the ATDS issue, and had this litigation not settled, Uber would have also raised this argument at the summary judgment stage. Uber would have similarly vigorously opposed any subsequent motion for class certification.

16. It is far from clear whether Plaintiffs would have successfully obtained a favorable judgment on the merits. Given the financial resources at Defendant’s disposal, any final decisions favorable to Plaintiffs would have likely been appealed to the Seventh Circuit.

17. Class Counsel were able to obtain the substantial benefit provided to the Settlement Classes under the Settlement Agreement in spite of the significant risks and defenses raised by Uber only as a result of their efforts in successfully defeating Uber’s efforts to have the litigation stayed, informally coordinating with other counsel after while the litigation was before the JPML, opposing and briefing Uber’s motion for judgment on the pleadings, as well as participating in the extended negotiations of the final Settlement Agreement.

18. The work that the attorneys and staff of McGuire Law have committed to this case has been substantial. Among other things, the attorneys of McGuire Law:

- a. Conducted extensive pre-suit investigation, including communications with and vetting of Plaintiff Vergara, identification of any vendors responsible for placing the text message calls on behalf of Uber, and early legal analysis of the allegations at issue in this litigation;
- b. Prepared and filed class action complaint in the *Vergara* matter in August 2015;

- c. Successfully briefed and argued Uber's motion to stay pending the resolution of the D.C. Circuit's review of the FCC's 2015 Order;
- d. Drafted and negotiated entry of a protective order and ESI protocol, propounded discovery requests on Defendant, and had numerous communications and meet and confers with opposing counsel regarding the scope of the protective order and production of documents;
- e. Appeared in the *Lathrop* matter, investigated the facts involving the *Lathrop* plaintiffs, and developed and implemented litigation strategy in that case in conjunction with co-Class Counsel;
- f. Reviewed and drafted motion for appointment of interim lead class counsel of Tycko & Zavareei, LLP and McGuire Law, P.C. in the *Lathrop* action;
- g. Engaged in discovery in *Lathrop*, responding to motion to stay, and responding to Uber's motion for summary judgment in the *Lathrop* matter;
- h. Conferred with Plaintiffs' counsel in numerous states including Florida, Illinois and Texas, as well as opposing counsel, relating to transfer and consolidation;
- i. Drafted and filed memoranda in support of transfer and consolidation, and prepared for and attended oral arguments in Washington, D.C. while this case was before the JPML;
- j. Opposed and briefed Uber's motion for judgment on the pleadings;
- k. Coordinated the Illinois and California actions involved in this Settlement with Co-Class Counsel even after the JPML denied transfer and consolidation;
- l. Negotiated with multiple law firms retained by Defendant and facilitated dialogue between the Parties' regarding the relevant facts, law, and resolution of the litigation;
- m. Attended telephonic and in-person conferences with the Hon. Layn R. Phillips (Ret.) of Phillips ADR, a former U.S. district court judge with expertise in complex litigation;
- n. Engaged in post-mediation negotiation and communications with co-counsel, opposing counsel, related action counsel and representatives of notice and administration providers, and the exchange of settlement agreement drafts with Uber's counsel and co-Class Counsel, which resulted in the drafting and execution of the finalized Settlement Agreement and related documents;
- o. Conducted investigation and legal research and had extensive communications with co-Class Counsel regarding potential arguments raised by objectors;

- p. Fielded inquires from Class Members who have contacted us with questions relating to the Settlement and facilitated the claim filing;
- q. Reviewed the language and content of the settlement website, edited scripts for the automated telephone hotline;
- r. Engage in ongoing supervision and management of all aspects of Settlement Administrator's administration of the notice program and claims process, including regular and ongoing communications with the Settlement Administrator and opposing counsel to ensure a smooth notice and claims administration process;
- s. Will continue to devote substantial time and effort to overseeing the notice and claims administration process, including communicating with Class Members, monitoring the claims review process and the distribution of payments to Class Members, preparing final approval papers, appearing at the Final Approval Hearing and handling any appeals.

19. McGuire Law's billable rates and the hours of each person who worked on these matters are incorporated in the chart below. In my opinion, the expenditure of time by attorneys and staff of McGuire Law, P.C. was reasonable and necessary. The attorneys and staff assigned to this case were aware of the need to do all of the work necessary to prosecute this action to the best of our ability. At the same time, by prosecuting this case purely on a contingency basis and not being paid by the hour, my firm had an incentive to conduct its efforts efficiently and to avoid duplicative or unnecessary work.

20. My firm's practice generally, which was followed in this case, is to use a collaborative effort in the drafting of court filings, exhibits, discovery-related documents, and other important documents. The attorneys and staff of my firm worked very closely and collaboratively throughout this litigation, including with respect to the pre-suit investigation, pleading, preparation, research, motion practice, litigation, and settlement strategy.

21. I believe that McGuire Law, P.C. and its co-Class Counsel in this litigation assumed a significant risk of non-payment in initiating and prosecuting this case given the novelty of many

of the legal issues involved, the breadth of Uber's text messaging practices, the complexity of the communications technology at issue, and the strong and nuanced defenses that Defendant and its highly skilled counsel raised throughout the litigation and were prepared to further raise had this case proceeded. My colleagues and I would not have brought this action absent the prospect of obtaining a percentage of the fund or a multiplier on our actual fees expended to account for the risk inherent in this type of class action.

22. Prior to the initiation of this litigation, Plaintiff Vergara executed a fee agreement with my firm that was contingent in nature. Plaintiff Vergara agreed *ex ante* that one-third of any settlement fund, plus reimbursement of all costs and expenses, would represent a fair award of attorneys' fees from a fund recovered on behalf of herself and a class.

23. As is the general practice of most law firms, the attorneys of McGuire Law, P.C., as well as its law clerks and paralegals, were responsible for keeping track of their own billable time, and did so with detailed daily time entries. The majority of these records are centralized in a billing management software program to which all employees have access. For this matter, law clerks Scott Lucas, William Odofin and Colin Buscarini were assigned to assist the attorneys' prosecution of the case and the execution of the settlement.

24. Based on the experience of McGuire Law attorneys doing both large firm defense work and plaintiffs' class action work, as well our knowledge of the billing rates of other firms that pursue complex consumer class action litigation, I believe that the billing rates of the attorneys and staff at McGuire Law, P.C. properly correlate to their respective experience, are reasonable in the Chicago legal market, and approximate the average rates of attorneys with similar backgrounds and experience. Additionally, numerous state and federal courts have approved our then-prevailing billing rates in substantially similar litigation under the TCPA. *See, e.g., Shen v. Distributive*

Networks, Inc., No. 06-cv-04403, Dkt. 49 (N.D. Ill. Apr. 5, 2007); *Weinstein v. Timberland Co.*, No. 06-cv-00484, Dkt. 92 (N.D. Ill. Dec. 18, 2008); *Satterfield v. Simon & Schuster, Inc.*, No. 06-cv-02893 Dkt. 143 (N.D. Cal. Aug. 13, 2010); *Lozano v. Twentieth Century Fox Film Corp.*, No. 09-cv-06344, Dkt. 65 (N.D. Ill. Apr. 15, 2011); *Rojas v. Career Educ. Co.*, No. 10-cv-05260, Dkt. 62 (N.D. Ill. Sept. 6, 2012); *Robles v. Lucky Brand Dungarees, Inc.*, No. 10-cv-04846, Dkt. 105 (N.D. Cal. May 10, 2013); *In re Jiffy Lube Spam Text Litig.*, 11-md-02261, Dkt. 97 (S.D. Cal. Feb. 20, 2013); *Murray v. Bill Me Later, Inc.*, No. 12-cv-04789, Dkt. 78 (N.D. Ill. Nov. 20, 2014); *Valladares v. Blackboard, Inc.*, (Ill. Cir. Ct. Cook Cnty 2016); *Seal v. RCN Telecom Services, LLC*, (Ill. Cir. Ct. Cook Cnty 2016); *Hooker v. Sirius XM Radio, Inc.*, (E.D. Va. 2016); *Flahive v. Inventurus Knowledge Solutions, Inc.*, (Ill. Cir. Ct. Cook Cnty 2017); *Manouchehri v. Styles for Less, Inc.*, (S.D. Cal. 2017).

25. The rates listed below are the same rates that would be assessed to our hourly clients and approximate the average of rates for attorneys with similar backgrounds and experience in the Chicago legal market. The hours and rates of the McGuire Law, P.C. attorneys are provided below and represent the total work our firm has undertaken since the inception of this litigation, including case investigation, research, briefing, discovery and data analysis, negotiation, and settlement. They have been reviewed and reduced to remove any hours found to have been duplicative or excessive.

ATTORNEY (Position)	YEARS OF EXP.	HOURS	HOURLY RATE	TOTAL
Myles McGuire (Managing Partner)	18	506.2	\$690	\$349,278.00
Evan M. Meyers (Partner)	16	422.7	\$655	\$276,868.50
Eugene Y. Turin (Associate)	4	121.2	\$405	\$49,086.00
Paul T. Geske (Associate)	3	263.1	\$365	\$96,031.50

William P. Kingston (Associate)	2	137.4	\$320	\$43,968.00
Scott M. Lucas (clerk)	n/a	47.8	\$225	\$10,755.00
William Odojin (clerk)	n/a	46.5	\$225	\$10,462.50
Colin P. Buscarini (clerk)	n/a	32.6	\$225	\$7,335.00
Total				\$843,784.50

26. Based on my experience, I anticipate that our firm will expend an additional \$45,000-\$90,000 in attorney and staff time over the pendency of this action relating to the briefing and filing of a motion for final approval of the Settlement, attending the final approval hearing, responding to Settlement Class Members' inquiries regarding the Settlement and advising them how to proceed, responding to objectors, including handling any appeals filed after final approval is granted, reviewing submitted claims rejected by Uber and/or the Settlement Administrator, and remaining involved with the Settlement through implementation.

27. In addition to attorney time, McGuire Law, P.C. has incurred \$27,846.54 in expenses related to this litigation, which includes costs for filing fees, service fees, expert fees, appearance fees, travel expenses associated with attending court hearings including the MDL and other events such as mediation. Every effort was made to keep these expenses at a minimum. Being responsible for advancing all expenses, Class Counsel had a strong incentive not to expend any funds unnecessarily.

28. I have been informed by the Settlement Administrator, Epiq, that, to date, direct notice of the Settlement was sent to over 6.9 million individuals: 6,477,230 individuals by email 514,973 individuals by postcard. Additionally, the Publication Notice has appeared in a press release and advertisements online and in USA Today, reaching many more individuals across the

United States in the major regions where Uber operates. Further, the Settlement Website is online, and I have been informed by the Settlement Administrator that, to date, there have already been over 411,000 page hits.

Class Representative Vergara

29. From the onset, Plaintiff Vergara has been heavily involved in this litigation, has remained committed to the Settlement Class Members, and has willingly contributed her own time and expended efforts toward this litigation, and she is thus deserving of the proposed Incentive Award. Plaintiff Vergara was instrumental in assisting Class Counsel's investigation and has remained fully involved throughout this litigation. Moreover, Plaintiff Vergara received numerous automated text messages from Uber and nonetheless chose to proceed with her claims on behalf of a class, despite having the financial incentive to pursue her claims on an individual basis. Plaintiff Vergara even rejected an invitation to settle her claims on an individual basis so that she could continue to represent the class, and she has succeeded in helping to obtain relief on behalf of the nationwide Settlement Classes.

30. Plaintiff Vergara was consistently available to consult with Class Counsel in person, over the phone, and by email and did so on numerous occasions. Plaintiff Vergara also reviewed pleadings and settlement documents, was prepared to appear at a deposition, and committed numerous hours of her time for the benefit of the class.

31. Were it not for Plaintiff's efforts and contributions to the litigation by assisting Class Counsel with their investigation and filing of the Illinois litigation and her monitoring of the case throughout the course of litigation, the substantial benefit to the Settlement Class Members afforded under this Settlement Agreement would not have resulted.

32. Plaintiff Vergara has not received any payments in this matter, was never promised

any payments, and was not promised that she would receive an award of any kind in this litigation. Rather, the requested Incentive Award is solely intended to compensate Plaintiff for her time, effort, and contributions to this case.

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

Executed on November 15, 2017 in Chicago, Illinois.

/s/ Myles McGuire
Myles McGuire