

Exhibit 5

1 LOCKRIDGE GRINDAL NAUEN P.L.L.P.
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5 *Member of Plaintiffs' Executive Committee*

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8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA – SAN JOSE DIVISION**

10

11 In re YAHOO! INC. CUSTOMER DATA
BREACH SECURITY LITIGATION

No. 16-md-02752-LHK

12

**DECLARATION OF KAREN HANSON
RIEBEL REGARDING REVIEW OF
INDIVIDUAL FIRM SUBMISSIONS IN
SUPPORT OF PLAINTIFFS' MOTION
FOR AWARD OF ATTORNEYS' FEES
AND EXPENSES/CHARGES**

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DATE: April 2, 2020
TIME: 1:30 p.m.
CTRM: 8; 4th Floor
JUDGE: Hon. Lucy H. Koh

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20 Karen Hanson Riebel declares under penalty of perjury pursuant to 28 U.S.C. § 1746 as
21 follows:

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1. I am a Partner in the law firm of Lockridge Grindal Nauen P.L.L.P. in Minneapolis,
MN, and am one of the attorneys personally involved in the litigation of this matter. I submit this
declaration in support of Plaintiff's Motion for an Award of Attorneys' Fees and
Expenses/Charges.

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2. I was appointed by the Court to Yahoo Plaintiffs' Executive Committee [ECF No.
58]. My first assigned task from Lead Counsel was working with Named Plaintiffs. All 9 of the
MDL Named Plaintiffs spend a great deal of time assisting with the litigation of this case and each

1 one was involved in the settlement discussions through MDL Lead Counsel and members of the
2 MDL Executive Committee. Each MDL Named Plaintiff worked very closely with me to provide
3 the factual basis for the First Amended Consolidated Class Action Complaint and reviewed all
4 allegations, particularly those about themselves, for accuracy. In order to respond to Yahoo's
5 extensive discovery (47 Requests For Production and 25 Interrogatories, (except for Plaintiff
6 Mortensen who responded to 43 Requests for Production and 17 Interrogatories)), all but one of
7 the MDL Named Plaintiffs allowed a computer forensics team to image their computers, cell
8 phones, and other electronic devices. This device collection was burdensome and proceeded in one
9 of three ways: the Named Plaintiffs could (1) allow a third party to enter their homes to run imaging
10 software, (2) turn over their devices to a third party for off-site scanning, or (3) allow a third party
11 to run software remotely on the devices.

12 3. Each of the MDL Named Plaintiffs had their deposition taken, spending a great
13 deal of time preparing for the deposition in advance. Two of the MDL Named Plaintiffs, Mali
14 Granot and Yaniv Rivlin, traveled from Israel to sit for their depositions. Because of the nature of
15 the litigation, the discovery focused on particular invasive details about personal and financial
16 information. The MDL Named Plaintiffs remained involved throughout the course of the case and
17 all of them gave declarations regarding their support of the Settlement.

18 4. Another task assigned to and undertaken by me and Gayle Blatt of Casey Gerry
19 Schenk Francavilla Blatt & Penfield LLP in San Diego, who was also appointed by the Court to
20 the Executive Committee [ECF No. 58], was responsibility for the final time and expense review
21 of all firms' fee declarations in anticipation of this filing with the Court. Neither Ms. Blatt's firm
22 nor my firm have submitted any of the time we spent on this undertaking as part of this motion.

23 5. In preparation for the review, Ms. Blatt and I collected the time and expenses
24 submitted to Lead Counsel, John Yanchunis, by all reporting firms. We also drafted a form
25 declaration for all firms submitting time in the case.

26 6. In order to conduct our review, Ms. Blatt and I met three times in person in
27 Minneapolis on August 27 and 28, 2019, September 15, 2019, and December 18, 2019, in addition

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PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES AND EXPENSES/CHARGES

1 to frequent and extensive phone calls and email communication. We also each spent extensive
2 time before our in-person meetings analyzing time entries. We split the firms in half, reviewed
3 each time entry line-by-line, and attempted to conform all time to the required billing protocol set
4 out by Lead Counsel and to assign it to the correct billing task code. A true and correct copy of
5 that billing protocol is attached to this declaration as Exhibit A. We also independently analyzed
6 all time entries to determine whether the actions taken were reasonable, and compensable in
7 accordance with Lead Counsel’s criteria. We also verified that all billing rates reported conformed
8 to the billing rate caps put in place by Lead Counsel at the beginning of the litigation. This work
9 required a great deal of “clean up” to ensure consistency.

10 7. Ms. Blatt and I also collected expense records maintained by all firms submitting
11 time in this action, in order to verify that all expenses submitted were necessary in relation to this
12 litigation. We confirmed that all of the expenses now being submitted to the Court are reflected
13 in the books and records of each law firm from which they were collected, and analyzed all
14 expenditures for consistency and appropriateness.

15 8. As part of our process, Ms. Blatt and I sent extensive edits, showing disallowed
16 time entries and expenses as well as asking for better, more fulsome descriptions of time entries
17 and expenses, to every firm that submitted time for consideration. We had extensive, time-
18 consuming communication with all firms regarding these disallowed time entries and expenses
19 and requests for clarification of time entries and expenses.

20 9. We engaged in this process without regard to attempting to arrive at any particular
21 amount of lodestar reduction, or specific total lodestar number, or to reach any related, pre-
22 ordained multiplier or percentage of the fund. Rather, the polestar of our analysis was, at all times,
23 compliance with the Billing Protocol and the dictates of the Court’s Order appointing Class
24 Counsel in this matter, (ECF No. 58).

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

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28 DECLARATION OF KAREN HANSON RIEBEL REGARDING REVIEW OF INDIVIDUAL FIRM SUBMISSIONS IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AWARD OF ATTORNEYS’ FEES AND EXPENSES/CHARGES

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DATED this 31st day of January 2020 in Minneapolis, MN



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Exhibit

A



MORGAN & MORGAN
COMPLEX LITIGATION GROUP
Mass Torts | Whistleblower | Class Action

MEMORANDUM

To: Yahoo's Plaintiffs' Counsel
From: John A. Yanchunis and the Executive Committee
Re: Billing Protocol
Date: February 13, 2017

It is important that all plaintiffs' counsel on the *Yahoo* case follow the same consistent, standard, and accurate billing practices. Time keeping has both a substantive and procedural component: We must only bill for time that is justifiably billed to the case (and that we would feel comfortable requesting payment from a fee-paying client), and we must document that time contemporaneously accurately, and completely so that the Court and/or our clients can understand the work that we have done.

Avoid Over-Staffing and Over-Billing

1. Not everybody needs to be on every call, attend every hearing, or review every document, and from my review of previous orders by our Judge in other cases, she will strike and not allow compensation for simply reading entries on the docket. Although it may be necessary to have more than a minimal number of people on periodic conference calls so that the core group litigating the case is up to speed and can take on new assignments, or to assist with very important briefs such as class certification or summary judgment, with those exceptions, the general rule should be that only 1 or at most 2 attorneys from a given firm work on any particular task, or attend any particular meeting or call, and then only if that firm is assigned to that task/issue. Work will be assigned to specified individuals or firms by John Yanchunis or other members of the Executive Committee, and any each entry must indicate which member of the executive committee specifically assigned the tasks. I understand this might appear draconian, but it is common in other cases and Judge Koh will hold us to our commitment to do so here.
2. We will not bill the class for more than two attorneys at any particular hearing unless John determines that their presence is necessary (*i.e.* a hearing covering many topics or motions that needs to be split up by topic or task).
3. We will not bill the class for more than two attorneys at any deposition.
4. Only bill for participation in meetings/calls when your participation is necessary and justified.

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5. Do not over-bill for reviewing various documents and filings. If you are reviewing for a reason (i.e. to revise and edit, or to prepare for a hearing, conference call, or deposition), so state. If you are reviewing only to gain general familiarity (i.e. reviewing defendant's reply brief when you will not be arguing at the hearing) please review very quickly, and only bill for the time it takes to gain general familiarity, not to read and analyze the document in depth. We cannot have everyone on the team reviewing all filings, even to gain general familiarity. For example, if you are not working on discovery issues, you do not need to review the motion to compel briefs and responses.

6. Do not bill an inordinate amount of time reviewing/responding to email: If you send a long substantive response, or send a long substantive email, bill for the time it takes to draft. If you just glance at an email and delete it, or respond "OK" or "thanks," do not bill for that review. If you must read and respond to several emails throughout the day, it is acceptable to bill .1 or .2 (depending on the amount of time actually spent) for "Review and respond to emails throughout day on...." Or "Exchange emails with co-counsel on [and list all the topics]."

7. Do not bill for leaving a voicemail.

8. Do not bill time for communication with administrative staff (except for very lengthy substantive conversations, such as training staff on document review protocols).

9. Do not bill attorney time for administrative tasks that could be handled by a secretary or paralegal, such as organizing files.

General Rules to Follow When Billing

1. In keeping with the Court's February 9, 2017 Order (Dkt. No. 58), record your time contemporaneously. The best practice is to record time spent on a task immediately after performing it, or no later than the end of the day. (If you are traveling, email your secretary or jot it down.) In accordance with the Court's order, no time should be submitted if it was not recorded within one week of when the work was performed.

2. Bill in .1 increments (6 minutes). Larger increments, such as .25 (15 minutes), are unacceptable in the Ninth Circuit. If you or your staff are not used to billing in .1 increments, distribute charts with minute equivalencies for reference.

3. Do not block bill. Rather than listing a half-dozen events and assigning 1.5 to them collectively, separately designate time for each separate task. Only very closely related tasks should be billed together. For example, it is acceptable to have one time entry for "research and draft brief" or one entry for "review email from opposing counsel



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and respond to same” but it is not acceptable to have one time entry that includes time for both drafting a brief and exchanging email with opposing counsel. The Ninth Circuit has affirmed district courts’ decisions deducting time for block billing.

4. Always include subject matter. References to “phone call,” “review documents,” “legal research,” “attend meeting,” “review email,” standing alone, are insufficient.

5. Always list other participants on telephone calls or in meetings, either by title (i.e. “opposing counsel,” or, preferably, by name). If there are large team conference calls or meetings, we can designate one person to list all participants in the billing record, and others can then record “phone call with team.” It may not be possible or desirable to list all recipients of emails, but try to specify the general group (i.e. “exchange email with opposing counsel re...” “exchange email with EC re...” or “exchange email with Yanchunis re...”)

6. At the end of any call or meeting with somebody, confirm with that person or team the time to be billed. If it is a team conference call, or other call with a number of participants, the person chairing the meeting, or the chair’s designee, should state the amount of time at the end of the call, or send an email out thereafter. Do this not only for calls and meetings with attorneys from other firms, but also for meetings with attorneys in your own firm. If you join a call late, or get off a call early, please state (partial) in your time records, so as to avoid confusion about how long the call or meeting lasted.

7. Use a consistent naming convention—preferably last names. Using initials or only first names or using a mixture of these makes it confusing to understand the entry and to compare entries between firms.

8. Use descriptive and detailed summaries. When describing the documents you are working on, instead of writing “review order” or “review stipulation,” provide more details by specifying the subject or date of those documents (ex: stipulation to continue rule 16 conference). If you do an in-depth and long review of a document, list why (ex: in preparation for a deposition) or at least list further descriptive words (ex: review and analyze). Similarly, when describing your actions, avoid using phrases like “work on x” or “follow up on y,” as these do not make clear what you actually did (instead use words like review, draft, analyze, annotate, research, etc.).

9. The Excel spreadsheet that will be circulated with this protocol is to be used when submitting time and expenses. In order to assist us in the submission of a motion of attorneys’ fees and expenses upon the successful completion of this case, we are requiring the use of standardized billing codes. The appropriate billing code is to be inserted in the ledger column corresponding with the tasks which are being performed. For example, if you are reviewing documents produced during discovery, in a separate



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ledger column on the Excel spreadsheet, you will need to insert 320, and then in the appropriate ledger column for the task description, you will need to provide a descriptive and detailed summary of the task.

10. Check spelling and grammar and avoid abbreviations (that may make sense to you alone, or to you and other plaintiffs' counsel, but not to the Court).

Circulation of Time Records

1. We will circulate time and cost records on a monthly basis. This task must be taken seriously. Firms that do not circulate time and costs on a monthly basis should not expect to be paid at the end.

2. Prior to circulating time, a senior attorney at each firm should review firm time each month and exercise billing judgment to delete duplicative or inefficient work before sending the bills to John for review. Please forward all time records directly to John via e-mail at jyanchunis@forthepeople.com and jcabezas@forthepeople.com.

3. In accordance with the Court's February 9, 2017 order (Dkt. No. 58), John will review all billing records each month to ensure compliance with the Court's order requiring that all counsel maintain contemporaneous billing records of all time spent litigating this case, and to strike any duplicative or inefficient billing. He will return billing records and will strike duplicative/inefficient billing, and/or send requests for clarification/better statements as necessary.

Held Costs

"Held Costs" are those that will be carried by each attorney in this MDL. Held Costs shall be recorded in accordance with the guidelines set forth herein and on the excel spreadsheet provided as an attachment. Held Costs shall be subject to the following limitations:

Travel Limitations

Only reasonable expenses will be reimbursed. Except in unusual circumstances approved by Lead Counsel, all travel reimbursements are subject to the following limitations:

- **Airfare:** For routine domestic flights, ordinarily only the price of a refundable, changeable and convenient coach fare seat or its equivalent will be reimbursed. For international travel or transcontinental flights with a total duration exceeding four hours, business class, or if business class is not available, first class, may be



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reimbursed at Lead Counsel's discretion. Private or charter travel will not be reimbursed except in unusual circumstances, as approved by Lead Counsel.

- **Hotel:** Hotel room charges for the average available room rate of a reasonable business hotel will be reimbursed.
- **Meals:** Meal expenses must be reasonable. Unusually large meal expenses may be reviewed by Lead Counsel and disallowed.
- **Cash Expenses:** Miscellaneous cash expenses for which receipts generally are not available (e.g., tips, luggage handling) will be reimbursed up to \$50.00 per trip, as long as the expenses are properly itemized.
- **Automobile Rental:** Automobile rentals must be reasonable for the date and location of the rental.
- **Mileage:** Mileage claims must be documented by stating origination point, destination, and total actual miles for each trip. The rate will be the maximum rate allowed by the Internal Revenue Service.

Non-Travel Limitations

- **Long Distance, Conference Call, and Cellular Telephone Charges:** Common Benefit long distance, conference call, and cellular telephone charges are to be reported at actual cost.
- **Shipping, Overnight, Courier, and Delivery Charges:** All claimed Common Benefit shipping, overnight, courier, or delivery expenses must be documented with bills showing the sender, origin of the package, recipient, and destination of the package. Such charges are to be reported at actual cost.
- **Postage Charges:** Common Benefit postage charges are to be reported at actual cost.
- **Telefax Charges:** Common Benefit fax charges shall not exceed \$0.50 per page.
- **In-House Photocopy:** The maximum charge for Common Benefit in-house copies is \$0.15 per page.
- **Computerized Research- Lexis, Westlaw, or Bloomberg:** Claims for Lexis, Westlaw, Bloomberg, or other computerized legal research expenses should be in



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the actual amount charged to the firm and appropriately allocated for these research services.

No entry should contain more than one category of expense when practical, and no entry should have more than one expense category code assigned to it. If, on the same day, one person incurs two expenses that fall into two different categories, then there should be two separate entries for that person for that date, each with the appropriate expense description and category code.

Similarly, when practical no listed expense entry should include expenses incurred by more than one person. If multiple people incur the same expense for the same category, then generally there should be a separate entry for each person, unless a single person paid the expense for multiple people.

Every expense entry should be as detailed and specific as reasonably practical. Descriptions such as “Filing and Service Fees,” “Service of Process,” “Plane Ticket,” “Investigation Fees,” “Hearing Transcript,” and “Deposition Services” are not sufficient. Every entry must describe the task for which the expense was incurred in enough detail to reasonably identify what the expense was, who incurred it, why it was incurred, and how it related to Common Benefit Work. For example: What was filed and on behalf of whom? Who was served with what document and on behalf of whom? What hearing transcript was requested and for what purpose? For whom was the plane ticket purchased, for air travel from where to where, on what dates of travel? (The same goes for hotels, taxis, car services, tips, meals, and any other travel-related expenses.) Expense entries without sufficient detail may be rejected at Lead Counsel’s discretion.

Attorneys shall maintain receipts for all expenses. This does not mean that receipts are to be provided “upon request” – it means each firm must maintain receipts to support their expense submissions in the event those receipts are requested. Credit card receipts (not the monthly statements) are an appropriate form of verification. Hotel costs must be proven with the full hotel invoice. The description of unclaimed expenses on the invoice may be redacted.

Protocols for Submission of Time and Expenses

Billing Rates

In order to standardize rates of lawyers who will provide services to the class, we have established the standardized rates set forth below based upon orders entered in other cases in this District and by Judge Koh. Please use these billing rates in connection with the submission of time.



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Partners	
30+	\$900
21 - 29	\$850
15-20	\$800
10-14	\$700
< 10 years	\$600
Associates	
7+	\$550
4-7	\$450
1-3 years	\$350

Format

In order for me to maintain all time submissions in a fully sortable and searchable format, all of the time and expense submissions must be provided by submitting counsel in the following format.

1. Counsel must use the Excel forms provided as Exhibits to this memorandum. This means that each monthly submission will consist of one Excel file, within which there will be four “sheets” (marked by tabs at the bottom): “Expense Report,” “Supplemental Expense Report,” “Monthly Time Report,” and “Monthly Time Report Totals.”
2. In the “Monthly Time Report,” the person who performed each task should be identified in the column called “Last Name, First Name” by their complete last name, a comma, and their complete first name (e.g. Smith, John). Please do not use abbreviations or initials in this column.
3. The tasks performed should be described in detail, along with the time spent, the appropriate billing code for the tasks, and the member of the Executive Committee who assigned the task.
3. In all reports, the date must be provided in month/day/year format (e.g., 10/23/14).

Deadlines

Time submissions shall be made to me on a monthly basis, by deadlines and in accordance with the guidelines set forth herein. The first submission is due on March 21, 2017, and should include all time and expense from inception of work on your cases through February 28, 2017. After this first submission, each monthly submission should



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include all time and expenses incurred from the first to the last day of the preceding month

Although counsel should endeavor to submit all held expenses incurred in a certain month in the submission made on the 21st of the next month, the realities of third-party billing and credit card statement schedules may make such quick expense submission difficult in some circumstances. Thus submissions of “supplemental” expense reports will be permitted for those expenses incurred during the previous three months that – because of circumstances outside the submitting counsel’s control – could not have been submitted by the deadline. Any expenses submitted more than three months in arrears may not be considered or included in any compilation of expense calculation and may be disallowed, except for good cause shown and with my approval.

