

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

TIPSY NAIL CLUB LLC, SALON PHOENIX  
COSMETOLOGY, LLC, RAPHA MASSAGE, LLC,  
ENLIGHTEN MASSAGE THERAPY LLC, THE  
FACIAL BAR, LLC, SALON GOLDYN, INC, and  
SALON HAIRROIN, INC., on behalf of themselves  
and all others similarly situated,

Plaintiffs,

v.

CLASSPASS INC., CLASSPASS, LLC, FRITZ  
LANMAN, and PAYAL KADAKIA,

Defendants.

No. 21 Civ. 8662 (JHR)

**DECLARATION OF JOSHUA D. SNYDER**

I, Joshua D. Snyder, declare as follows:

1. I am a partner of the law firm of Boni, Zack & Snyder LLC (“BZS”). Along with Pollock Cohen LLP (“Pollock Cohen”), BZS was appointed by the Court to serve as Co-Lead Counsel in this action. I submit this declaration in support of the motion of Plaintiffs Topsy Nail Club LLC (“Topsy Nail Club”), Salon Phoenix Cosmetology, LLC, Rapha Massage, LLC, Enlighten Massage Therapy LLC, The Facial Bar, LLC, Salon Goldyn, Inc., and Salon Hairroin, Inc. (“Plaintiffs” or “Named Plaintiffs”) for attorneys’ fees, reimbursement of litigation expenses, and service awards. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

**A. Summary of Litigation and Co-Lead Counsel’s Work on Behalf of the Class**

**1. Pre-Complaint Investigation and Initial Complaint**

2. Plaintiffs allege that ClassPass Inc., ClassPass, LLC (together, “ClassPass”), Fritz Lanman, and Payal Kadakia (collectively, “Defendants”) listed them on the ClassPass platform without their consent in violation of federal and state laws.

3. As more fully described in Raphael Janove’s Declaration in Support of Plaintiffs’ Motion for Preliminary Approval of Settlement (ECF No. 94), I understand Pollock Cohen began investigating the facts that gave rise to this case in September 2021 after being contacted by Plaintiff Topsy Nail Club.

4. Topsy Nail Club filed the initial complaint on October 22, 2021, alleging that Defendants violated Section 43 of the Lanham Act and New York’s and New Jersey’s unfair competition laws by listing Topsy Nail Club on ClassPass without its consent.

**2. Amended Complaint and Related Investigation**

5. In October 2021, BZS began working with Pollock Cohen to further investigate and research Plaintiffs’ claims and to draft an amended complaint. On November 23, 2021, Topsy Nail Club and additional Named Plaintiffs Salon Phoenix Cosmetology, LLC, Rapha Massage, LLC, Enlighten Massage Therapy LLC, The Facial Bar, LLC, Salon Goldyn, Inc., and Salon Hairroin, Inc. filed their First Amended Class Action Complaint (“FAC”), which included additional causes of action. ECF No. 21. Based on Co-Lead Counsel’s research and investigation, the FAC pled new allegations against Defendants and asserted additional causes of action: Violation of the Connecticut Unfair Trade Practices Act, Violation of the Utah Unfair Competition Act, Violation of the Colorado Consumer Protection Act, and Violation of the California Unfair Competition Law.

**3. Initial Case Management Conference and Motion to Dismiss Briefing**

6. The parties conferred as required by Federal Rule of Civil Procedure 26(f) on January 24, 2022 and January 27, 2022. On February 14, 2022, the parties submitted a joint proposed case management order and they participated in a scheduling conference with the Court on March 1, 2022. ECF No. 51. On March 2, 2022, the Court entered a Scheduling Order requiring fact discovery to be completed by August 29, 2022 and expert discovery to conclude by October 4, 2022. ECF No. 52.

7. After exchanging pre-motion to dismiss letters, Defendants moved to dismiss the action in its entirety, arguing that the FAC failed to allege injury caused by Defendants sufficient to sustain the claims under the Lanham Act, that the New York General Business Law claims fail because the FAC is not consumer oriented, and that the additional state law claims could not proceed for various reasons. *See* ECF Nos. 42, 47, 48, 63-65. On May 2, 2022, Plaintiffs filed their opposition brief, and Defendants filed their reply on May 16, 2022. *See* ECF Nos. 69, 70, 72.

#### **4. Written Discovery**

8. Starting in early January 2021, Plaintiffs have served interrogatories and requests for production on Defendants. In connection with Plaintiffs' discovery efforts, Plaintiffs met and conferred with defense counsel on at least five occasions, and drafted detailed joint discovery dispute letters on several unresolved issues, which Plaintiffs were prepared to submit to the Court in the event mediation proved unsuccessful.

9. Plaintiffs also served third-party subpoenas on two venture capital firms, Acequia Capital, LLC and Special Situations GP, LLC, and ClassPass's parent, Mindbody, Inc. Co-Lead Counsel met and conferred with counsel representing the third-parties throughout the Spring and Summer of 2021.

10. Defendants served over 420 document requests on Plaintiffs. To respond, Plaintiffs and Co-Lead Counsel collected and reviewed Plaintiffs' documents for production. Each Plaintiff produced documents and financial records.

11. The parties also negotiated a Proposed Protective Order and Proposed ESI Order. ECF Nos. 54-57, 59, 62

## **5. Mediation and Settlement**

12. The parties engaged in an arms-length, thorough, and sustained mediation process overseen for over six months by Hon. Judge Suzanne Segal (Ret.) of Signature Resolution (<https://signatureresolution.com/neutral-CPT/hon-suzanne-h-segal-ret/>). Plaintiffs' opening mediation brief exceeded 60 pages of argument and 300 pages of exhibits. The parties held an initial full-day mediation session with Judge Segal on June 3, 2022, at Signature Resolution's offices in Los Angeles, California.

13. While the parties made progress during the June 3 mediation, they remained far apart. With Judge Segal's assistance, the parties continued to negotiate in June and July 2022, and agreed to schedule a second day of in-person mediation. As part of the mediation process, the parties exchanged additional documents and Judge Segal interviewed Defendant Fritz Lanman, ClassPass's CEO, and its COO, Zach Apter.

14. After the second day of mediation held on August 16, 2022, the parties were still unable to reach an agreement. Following further intense negotiations, Judge Segal issued a mediator's proposal, which all parties accepted on August 31, 2022. The parties executed the Settlement Agreement on January 6, 2023.

### **B. *The Amount of Fees and Expenses Reasonably Incurred to Benefit the Class***

15. Plaintiffs respectfully submit that the \$1,893,125 cash settlement and injunctive relief obtained is an outstanding result for the Class, particularly in light of the substantial costs and risks associated with continuing the litigation. The settlement provides the Class with substantial and immediate benefits. Moreover, continuing high-risk litigation would require extensive attorney time and substantial expert, document hosting, and other expenses, which could ultimately result in no compensation to the Class.

16. Co-Lead Counsel seek an award of attorneys' fees of one-third of the Settlement Fund. As reflected in the authorities cited in the accompanying Memorandum of Law, this percentage is within the range of fees awarded by other courts, in this circuit and others, in highly complex class actions of this nature.

17. Co-Lead Counsel recorded monthly time and expense reports that excluded time incurred in this litigation for duplicative work or administrative tasks that was redundant or did not provide a common benefit for the Settlement Class.

**C. *Firm Lodestar and Expenses***

18. The schedule attached as Exhibit 1 sets forth my firm's total hours and lodestar for the period from inception through July 31, 2023. The total number of hours spent by my firm during this period was 869.5, with a corresponding lodestar of \$580,802.50. This schedule was prepared from contemporaneous, daily time records prepared and maintained by my firm. This lodestar is based on counsel's historical rates rather than current rates. Further, all work related to the preparation of the fee petition is not included in the reported lodestar.

19. My firm has expended a total of \$18,823.75 in unreimbursed costs and expenses in connection with the prosecution of the Action from inception through and including July 31, 2023. These costs and expenses are set forth in the schedule attached as Exhibit 2 and are

reflected on the books and records of my firm. They were incurred on behalf of Plaintiffs by my firm and have not been reimbursed.

20. As described in the Declaration of Adam Pollock (“Pollock Dec.”), attached as Exhibit 3, Co-Lead Counsel, Pollock Cohen LLP spent 1,310 hours on this matter, with a corresponding lodestar of \$649,696.50. Mr. Pollock’s declaration similarly states that Pollock Cohen LLP expended a total of \$26,824.94 in unreimbursed costs and expenses in connection with the prosecution of this action.

**D. *Aggregate Expenses, Lodestar and Multiplier***

21. The total expenditures incurred by Co-Lead Counsel, broken down by category are set forth in Exhibit 4.

22. The negative multiplier of the fees requested (\$631,042) in relation to Co-Lead Counsel’s total lodestar (\$1,230,499.00) is .51.

23. The lodestar multiplier will decrease between today and the conclusion of this case. The work on this litigation will continue until the settlement funds are finally distributed to Class members. Co-Lead counsel will continue to expend additional hours preparing for the Fairness Hearing scheduled on October 3, 2023, and in connection with the ongoing claims administration process.

**E. *Risk and Complexity of Litigation***

24. Co-Lead Counsel’s fees and reimbursement of expenses are totally contingent and dependent on awards by this Court.

25. Co-Lead Counsel made sure that sufficient resources and funds existed at all times to prosecute the litigation. Indeed, firms in a contingent litigation practice involving predominantly complex cases must not only pay regular overhead, but also advance the expenses

of litigation. As class action litigation typically spans many months if not several years or more, the financial burden on contingent counsel is far greater than it is on firms that are paid on an ongoing basis throughout the litigation.

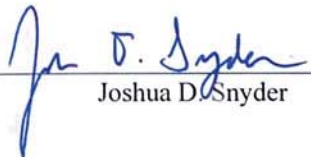
26. In sum, when Co-Lead Counsel undertook this litigation, it was with the knowledge that substantial professional time and expenses would likely be spent litigating against sophisticated Defendants, represented by top-notch defense counsel, with no assurance of obtaining any recovery for the Class or related compensation for the attorneys.

**F. *Response to the Settlement to Date***

27. Attached as Exhibit 5 is an August 23, 2023 report created by RG2 Claims Administration LLC, concerning the status of the notice, claims, objections, and opt outs in this case.

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

Executed this 24th day of August, 2023, in Bala Cynwyd, Pennsylvania.

  
Joshua D. Snyder

# **Exhibit 1**



TIPSY NAIL CLUB LLC, et al. v. CLASSPASS INC.  
Time Report and Lodestar Summary

Reporting Period: Inception through July 31, 2023

Firm: Boni, Zack & Snyder LLC

Professional (Status)	Current Hourly Rate	1	2	3	4	5	6	7	8	9	10	11	Cumulative Hours	Cumulative Lodestar (Historic rates)	Cumulative Lodestar (Current rates)
Michael J. Boni (P)	\$975	1.50		11.90		1.80		1.20					16.40	\$15,315.00	\$15,990.00
Joshua D. Snyder (P)	\$900	0.50	33.20	62.90	2.70	#####		9.70					225.00	\$185,472.50	\$202,500.00
John E. Sindoni (P)	\$800		8.80	13.90				1.30					24.00	\$17,580.00	\$19,200.00
Benjamin Eichel (P)	\$650	4.00	121.80	181.10		#####		2.60					604.10	\$362,435.00	\$392,665.00
Julie Fuchs (OC)	\$675												0.00		
Denise Petracci (PL)	\$325												0.00		
<b>Total:</b>		<b>6.00</b>	<b>163.80</b>	<b>269.80</b>	<b>2.70</b>	<b>#####</b>	<b>0.00</b>	<b>14.80</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>869.50</b>	<b>\$580,802.50</b>	<b>\$630,355.00</b>

Categories:

- (1) Investigations, Factual Research
- (2) Discovery
- (3) Pleadings, Briefs, Pretrial Motions (including legal research)
- (4) Court Appearances and Preparation
- (5) Settlement
- (6) Settlement Administration
- (7) Litigation Strategy, Analysis & Case Management
- (8) Class Certification
- (9) Experts
- (10) Trial Preparation & Trial
- (11) Appeals

# **Exhibit 2**

**TIPSY NAIL CLUB LLC, et al. v. CLASSPASS INC.**  
**Expense Report**

**Reporting Period: Inception through July 31, 2023**

**Firm: Boni, Zack & Snyder LLC**

<b>Description</b>	<b>Cumulative Total</b>
Assessments	\$0.00
Commercial Copies	\$0.00
Internal Reproduction/Copies	\$27.40
Court Fees (filing, etc.)	\$735.00
Court Reporters/Transcripts	\$0.00
Computer Research	\$7,684.98
Telephone/Fax/Email	\$40.59
Postage/Express Delivery/Messenger	\$0.00
Professional Fees (expert, investigator, accountant, etc.)	\$0.00
Witness/Service Fees	\$0.00
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$3,931.61
Miscellaneous (Slack)	\$179.17
Mediation fee	\$6,225.00
<b>TOTAL EXPENSES</b>	<b>\$18,823.75</b>

# Exhibit 3

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

TIPSY NAIL CLUB LLC, SALON PHOENIX  
COSMETOLOGY, LLC, RAPHA MASSAGE,  
LLC, ENLIGHTEN MASSAGE THERAPY LLC,  
THE FACIAL BAR, LLC, SALON GOLDYN,  
INC, and SALON HAIRROIN, INC., on behalf of  
themselves and all others similarly situated,

Plaintiffs,

v.

CLASSPASS INC., CLASSPASS, LLC, FRITZ  
LANMAN, and PAYAL KADAKIA,

Defendants.

No. 21 Civ. 8662 (JHR)

**DECLARATION OF ADAM POLLOCK**

I, Adam Pollock, declare as follows:

1. I am the managing partner of the law firm of Pollock Cohen LLP. Along with Boni, Zack & Snyder LLC, Pollock Cohen LLP was appointed by the Court to serve as Co-Lead Counsel in this action. I submit this declaration in support of the motion of Plaintiffs Topsy Nail Club LLC, Salon Phoenix Cosmetology, LLC, Rapha Massage, LLC, Enlighten Massage Therapy LLC, The Facial Bar, LLC, Salon Goldyn, Inc., and Salon Hairroin, Inc.'s ("Named Plaintiffs") for attorneys' fees, reimbursement of litigation expenses, and service awards. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar, computed at historical rates, for the period from inception through and including August 15, 2023. The total number of hours spent by my firm during this

period of time was 1,310.0 with a corresponding lodestar of \$649,696.50. This schedule was prepared from contemporaneous, daily time records prepared and maintained by my firm.

3. My firm has expended a total of \$26,824.94 in unreimbursed costs and expenses in connection with the prosecution of this matter from inception through and including July 31, 2023. These costs and expenses are set forth in the schedule attached as Exhibit B and are reflected on the books and records of my firm. They were incurred on behalf of Plaintiffs by my firm and have not been reimbursed.

4. In making these calculations, my firm also excluded some \$32,000 of lodestar (some 119 total hours) for duplicative work or administrative tasks that in its assessment that was redundant or did not directly benefit the Settlement Class.

5. The Named Plaintiffs expended substantial time and effort in assisting Co-Lead Counsel with the prosecution of the Class's claims. Each Named Plaintiff participated in preparing the complaints in this action, responding to interrogatories and over four-hundred twenty requests for production, produced documents, and actively conferred with Co-Lead Counsel regarding litigation strategy, discovery, and settlement.

6. The efforts of Plaintiff Topsy Nail Club LLC went beyond those of other Named Plaintiffs and significantly benefited the class. After a customer initially visited Topsy Nail Club believing they had reserved and paid for services on ClassPass, the owner of Topsy Nail Club investigated ClassPass websites, contacted other businesses that were also listed on ClassPass without consent, and therefore uncovered the pattern of business listings on ClassPass that provided the basis of the lawsuit.

7. I believe that each Class Representative's request for a \$5,000 service award with an additional \$5,000 for Topsy Nail Club is fair and reasonable in light of their efforts to secure significant benefits for the Class.

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

Executed this 24th day of August, 2023.

*/s/ Adam Pollock*

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Adam Pollock

# Exhibit A



**SDNY 1:21-cv-08662-AT Topsy Nail Club LLC, et al. v. Classpass Inc., et al.**

Time Report and Lodestar Summary for Pollock Cohen LLP

Reporting Period: Inception – August 15, 2023

Last	First	Status	Rate	Cat. 1	Cat. 2	Cat. 3	Cat. 4	Cat. 5	Cat. 6	Cat. 7	Cat. 8	Cat. 9	Cat. 10	Cat. 11	Cumulative Hours	Cumulative Lodestar
Cohen	Steve	Partner	\$800							0.5					0.5	\$350.00
Leung	Christopher	Partner	\$800	0.3											0.3	\$210.00
Pollock	Adam	Partner	\$800	9.4	4.4	17.6	0.4	48.0	0.7	3.2	0.1				83.8	\$64,930.00
Janove	Raphael	Partner	\$750	85.3	163.6	192.5	5.4	168.6	0.2	51.6					667.2	\$416,160.00
Rodriguez	Max	Associate	\$700		1.7			76.4	1.6	8.7					88.4	\$51,217.50
Vitale	Liana	Special Counsel	\$700			4.2									4.2	\$2,520.00
Cole	Agatha	Associate	\$650			2.6				0.3					2.9	\$1,885.00
Borochoff-Porte	Alison	Associate	\$575	0.5	2.9	6.1		2.5		2.4					14.4	\$8,184.00
Krebs	George	Associate	\$450	5.9		14.1	0.4	56.2		3.8					80.4	\$32,160.00
Brooks	Josh	Staff	\$200	23.7	120.3	23.2		54.6	29.1	13.5					264.4	\$52,880.00
Cooper	John	Staff	\$200	13.2	0.9	2.4				0.4					16.9	\$3,380.00
Huesa	Julia	Staff	\$200		0.4	0.2									0.6	\$120.00
Marcus	Jordan	Staff	\$200	34.8		7.4				13.8					56.0	\$11,200.00
Adams	Taylor	Staff	\$150	5.6											5.6	\$840.00
Blomquist Eggerling	Finn	Staff	\$150	10.3		13.6				0.5					24.4	\$3,660.00
<b>Total</b>				<b>189.0</b>	<b>294.2</b>	<b>283.9</b>	<b>6.2</b>	<b>406.3</b>	<b>31.6</b>	<b>98.7</b>	<b>0.1</b>				<b>1310.0</b>	<b>\$649,696.50</b>

**Categories**

1. Investigations, Factual Research
2. Discovery
3. Pleadings, Briefs, Pretrial Motions
4. Court Appearances and Preparation
5. Settlement
6. Settlement Administration
7. Litigation Strategy, Analysis, and Case Management
8. Class Certification
9. Experts
10. Trial Preparation and Trial
11. Appeals

# Exhibit B

**SDNY 1:21-cv-08662-AT Tipsy Nail Club LLC, et al. v. Classpass Inc., et al.**  
Expenses Paid by Pollock Cohen LLP

Reporting Period: Case Inception Through July 31, 2023

<b>Description</b>	<b>Total</b>
Assessments	
Commercial Copies	
Internal Reproduction/Copies	
Court Fees (filing, etc.)	\$402.00
Court Reporters/Transcripts	\$39.90
Computer Research	\$11,080.50
Telephone/Fax/Email	
Postage/Express Delivery/Messenger	\$189.32
Mediation Fees	\$6,225.00
Witness/Service Fees	\$671.32
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$8,216.90
Miscellaneous (Describe)	
<b>Total</b>	<b>\$26,824.94</b>

# Exhibit 4

<b>Description</b>	<b>Cumulative Total</b>
Assessments	\$0.00
Commercial Copies	\$0.00
Internal Reproduction/Copies	\$27.40
Court Fees (filing, etc.)	\$1,137.00
Court Reporters/Transcripts	\$39.90
Computer Research	\$18,765.48
Telephone/Fax/Email	\$40.59
Postage/Express Delivery/Messenger	\$189.32
Professional Fees (expert, investigator, accountant, etc.)	\$0.00
Witness/Service Fees	\$671.32
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$12,148.51
Miscellaneous	\$179.17
Mediation fee	\$12,450.00
<b>TOTAL EXPENSES</b>	<b>\$45,648.69</b>

# **Exhibit 5**

## Weekly Case Summary Report as of: 23-Aug-23

In the Matter of: Topsy Nail Club LLC, et al. v ClassPass Inc.

## Case Milestones

PrelimApproval	6/29/2023
ClassBegins	8/1/2020
ClassEnds	6/29/2023
FilingDeadline	9/7/2023
OptOut	9/7/2023
ObjectionDate	9/7/2023
FinalApprovalHearing	10/3/2023

## Mailing Details

Total Mailed	Total Returned	Total Rемаiled	Dead Addresses	Total Requests Mailed
80,575	9,955	5,398	4,526	0

## ClaimSummary

Claims Filed:	<input type="text" value="1,107"/>
Opt Outs Received	<input type="text" value="0"/>
Objections Received	<input type="text" value="0"/>

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

TIPSY NAIL CLUB LLC, SALON PHOENIX  
COSMETOLOGY, LLC, RAPHA MASSAGE, LLC,  
ENLIGHTEN MASSAGE THERAPY LLC, THE  
FACIAL BAR, LLC, SALON GOLDYN, INC, and  
SALON HAIRROIN, INC., on behalf of themselves  
and all others similarly situated,

Plaintiffs,

v.

CLASSPASS INC., CLASSPASS, LLC, FRITZ  
LANMAN, and PAYAL KADAKIA,

Defendants.

No. 21 Civ. 8662 (JHR)

**[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF LITIGATION EXPENSES**

WHEREAS, the Court has granted final approval to Plaintiffs' Revised Settlement Agreement with Defendants ClassPass Inc., ClassPass, LLC, Fritz Lanman, and Payal Kadakia dated June 23, 2023; and

WHEREAS, Plaintiffs filed a Motion for Attorney Fees and Service Awards (the "Motion");

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. Boni, Zack & Snyder LLC and Pollock Cohen LLP (Co-Lead Counsel) are hereby awarded 33.33% of the Settlement Fund, which equals \$631,042.
3. Co-Lead Counsel are hereby awarded litigation expenses in the amount of \$45,648.69.



**SO ORDERED.**

BY THE COURT:

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Hon. Jennifer H. Rearden  
United States District Judge

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

TIPSY NAIL CLUB LLC, SALON PHOENIX  
COSMETOLOGY, LLC, RAPHA MASSAGE, LLC,  
ENLIGHTEN MASSAGE THERAPY LLC, THE  
FACIAL BAR, LLC, SALON GOLDYN, INC, and  
SALON HAIRROIN, INC., on behalf of themselves  
and all others similarly situated,

Plaintiffs,

v.

CLASSPASS INC., CLASSPASS, LLC, FRITZ  
LANMAN, and PAYAL KADAKIA,

Defendants.

No. 21 Civ. 8662 (JHR)

**[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR SERVICE AWARDS**

WHEREAS, the Court has granted final approval to Plaintiffs' Revised Settlement Agreement with Defendants ClassPass Inc., ClassPass, LLC, Fritz Lanman, and Payal Kadakia dated June 23, 2023; and

WHEREAS, Plaintiffs filed a Motion for Attorney Fees and Service Awards (the "Motion");

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. At the request and suggestion of Co-Lead Counsel, Plaintiffs Salon Phoenix Cosmetology, LLC, Rapha Massage, LLC, Enlighten Massage Therapy LLC, The Facial Bar, LLC, Salon Goldyn, Inc., and Salon Hairroin, Inc. are each awarded a service award in the amount of \$5,000, and Plaintiff Topsy Nail Club LLC shall receive an additional \$10,000 for its efforts

beyond those of the other named plaintiffs. These amounts are to compensate the named plaintiffs for their time and efforts in leading this case for the benefit of all members of the Class and are in addition to any distributions as part of the Settlement Fund to which the named plaintiffs may be entitled.

**SO ORDERED.**

BY THE COURT:

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Hon. Jennifer H. Rearden  
United States District Judge