

IN THE CIRCUIT COURT FOR MORGAN COUNTY
NINTH JUDICIAL DISTRICT
THE STATE OF TENNESSEE

MARCIA GOLDBERG, Individually and)
on Behalf of All Others Similarly Situated,)
)
Plaintiff,)
)
vs.)
)
DELOY MILLER, et al.,)
)
Defendants.)

Case No. 2015-CV-33
CLASS ACTION
Judge Pemberton

KENNETH GAYNOR, Individually and on)
Behalf of All Others Similarly Situated,)
)
Plaintiff,)
)
vs.)
)
DELOY MILLER, et al,)
)
Defendants.)

Case No. 2015-CV-34
CLASS ACTION
Judge Pemberton

AFFIDAVIT OF CURTIS V. TRINKO FILED ON BEHALF OF THE LAW OFFICES
OF CURTIS V. TRINKO IN SUPPORT OF PLAINTIFFS' APPLICATION FOR AN
AWARD OF ATTORNEYS' FEES AND EXPENSES

I, Curtis V. Trinko, swear to the truth and accuracy of the following statements:

1. I am the Managing Partner of the Law Offices of Curtis V. Trinko (the “Firm”). I am submitting this Affidavit in support of Plaintiffs’ Application for an award of attorneys’ fees and reimbursement of out-of-pocket expenses (“expenses”) in connection with legal services rendered in the above-entitled consolidated action.

2. This Firm is Assisting Counsel of record for Plaintiffs Marcia Goldberg and Kenneth Gaynor in the above-captioned action.

3. All of the statements contained herein concerning the Firm’s incurred legal time of its legal personnel on this action, as well as the Firm’s incurred out of pocket expenses on this action, are detailed in the Firm’s time and expense reports and supporting documentation prepared and/or maintained by the Firm in the ordinary course of business. I am the partner who oversaw and/or conducted the day-to-day activities in this litigation, and I have reviewed these reports (and backup documentation where necessary or appropriate) in connection with the preparation of this Affidavit. The purpose of this detailed and thorough review was to confirm both the accuracy of the entries, as well as the necessity for, and the reasonableness of, the time and expenses committed to the litigation. As a result of this review, adjustments were made to both time and expenses in the exercise of billing judgment. Based on this review and the adjustments made, I believe that the time reflected in the Firm’s lodestar calculation, and the expenses for which payment is sought herein, are reasonable and were necessary for the effective and efficient prosecution and resolution of the litigation.

4. After the adjustments referred to above, the number of hours spent on the litigation by my Firm was 546 hours. A breakdown of the lodestar provided to my Firm by its attorneys based upon the Firm's applicable and/or current rates is \$454,571. The hourly rates shown in Exhibit A are consistent with hourly rates submitted by the Firm in other securities class action litigation. The Firm's rates are set based on periodic analysis of rates charged by firms performing comparable work, both on the plaintiff and defense side. For personnel who are no longer employed by the Firm, the "current rate" used for the lodestar calculation is based upon the rate for that person in his or her final year of employment with the Firm.

5. My Firm seeks an award of \$221.75 in expenses and out-of-pocket charges in connection with the prosecution of the litigation. Those expenses and out-of-pocket charges are summarized by category in Paragraph 6.

6. The following is additional information regarding certain of these expenses:

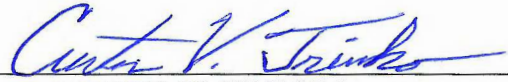
(a) Photocopies: \$221.75.

7. The expenses pertaining to this case are reflected in the books and records of this Firm. These books and records are prepared from receipts, expense vouchers, check records, and other similar documents, and are an accurate record of these expenses.

8. The identification and background of my Firm and its legal personnel is attached hereto as Exhibit B.

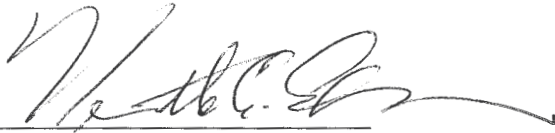
I declare under penalty of perjury that the foregoing is true and correct. Executed this

9th day of May, 2023, at Port Washington, New York.



CURTIS V. TRINKO

Sworn to before me this
9th Day of May, 2023



Notary Public

KENNETH A. ELAN
Notary Public, State of New York
No. 30-4665729
Qualified in Nassau County
Commission Expires Jan. 31, 20~~26~~ = May 8, 2027

EXHIBIT A

Goldberg v. Miller, et al., No. 2015-CV-33

Gaynor v. Miller, et al., No. 2015-CV-34

LAW OFFICE OF CURTIS V. TRINKO

Inception through May 2, 2023

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Curtis V. Trinko	(P)	494.9	\$880/HR	\$435,512
Will Margrabe	(A)	31.4	\$320/HR	\$10,048
Jennifer Traystman	(A)	17.6	\$475/HR	\$8,360
Lora Delpino	(PL)	2.1	\$310/HR	\$651
<i>TOTAL</i>		<i>546</i>		<i>\$454,571</i>

(P) Partner

(A) Associate

(PL) Paralegal

EXHIBIT B

FIRM RESUME

THE LAW OFFICES OF CURTIS V. TRINKO, LLP

The **LAW OFFICES OF CURTIS V. TRINKO, LLP** is an AV-rated law firm which specializes in complex commercial litigation and, particularly, litigation involving violations of federal and state securities and corporate laws, as well as claims involving officers' and directors' liability, corporate governance practices and procedures, and claims of excessive executive and advisory compensation. The firm has directly participated in the recovery of substantial settlements on behalf of defrauded shareholders injured by illegal corporate activities, or shareholders denied the appropriate valuation for their equity ownership in the wake of successful and/or attempted corporate buy-outs, takeovers and other transactions involving corporate restructurings, asset sales and/or mergers and acquisitions. Moreover, the firm's efforts have assisted in restoring many millions of dollars to corporate treasuries depleted by the illegal practices and/or breaches of fiduciary duties by their corporate officers and directors. The firm has also represented both individual and corporate defendants in numerous securities class actions, investor claim-related litigation, shareholder derivative litigation, and other commercial litigation.

In addition, the firm has pursued litigation on behalf of defrauded consumers, for violations of the federal antitrust laws and various consumer protection laws, on behalf of pension plan participants, for violations of ERISA, on behalf of mass tort victims, to remedy human rights violations, as well as on behalf of Holocaust victims, those afflicted with Gulf War Syndrome, and those harmed by the Bhopal Gas Disaster.

CURTIS V. TRINKO

For the past thirty-four years, Mr. Trinko, the principal of the firm, has personally been actively involved in securities class action and derivative litigation, as well as consumer, mass-tort, environmental, and antitrust litigation in a variety of Federal District Courts and State Courts throughout the United States. In fact, Mr. Trinko has had significant involvement in approximately 450 such complex litigations. Moreover, he has also been extensively engaged in general commercial litigation in both Federal and State Courts for the past thirty-nine years.

Curtis V. Trinko graduated from New York University School of Law in 1974, where he was both a Root-Tilden Scholar and a Research Fellow at the Center for International Studies. He received his B.A. with Honors from the University of Wisconsin-Madison in 1971. From 1974-1975, he clerked with the **Hon. Thomas R. McMillen**, a United States District Judge, then sitting in the Northern District of Illinois. In 1975, he was admitted to the Bar of the State of New York, to the Bars of the U.S. District Courts for the Southern and Eastern Districts of New York, and to the Bar of the U.S. Court of Appeals for the Second Circuit. Since then, Mr. Trinko has also been admitted to the Bars of the U.S. Courts of Appeals for the Third Circuit, Ninth Circuit, Tenth Circuit, and Eleventh Circuit, the Bars of the U.S. District Court for the Western District of New York, Northern District of California and Colorado, as well as the Bar of the United States Supreme Court. Prior to establishing his own law practice, he was a member of **Rouhana & Trinko**, a Professional Corporation. Prior thereto, Mr. Trinko was affiliated with the law firm now known as **Abbey Spanier, LLP**, and was previously a litigation associate at **Milbank, Tweed, Hadley & McCloy** in New York City.

JENNIFER E. TRAYSTMAN

Jennifer E. Traystman, an associate with the firm, graduated from New York University School of Law in 2005. Ms. Traystman received her B.A. from the State University of New York at Binghamton in 2001. She is a member of the Bar of the State of New York, as well as the Bar of the U.S. District Court for the Southern District of New York. Ms. Traystman is involved in complex civil litigation regarding securities fraud class actions and breach of fiduciary duty derivative claims on behalf of shareholders and other investors, as well as consumer claims, corporate commercial litigation, and contract disputes. Prior to her association with the firm, Ms. Traystman had been a securities litigation associate at Cadwalader, Wickersham & Taft, LLP.

C. WILLIAM MARGRABE

C. William Margrabe, an associate of the firm, graduated from the University of Michigan Law School in 2011. He received his B.A. from Princeton University in 2003. Mr. Margrabe is a member of the Bar of the State of New York, and the Bars of the U.S. District Courts for the Southern and Eastern Districts of New York. Mr. Margrabe is involved in complex civil litigation regarding securities fraud class actions, breach of fiduciary duty derivative claims on behalf of shareholders and other investors, as well as consumer product liability litigation, labor law litigation, and breach of contract disputes.

PAST AND PRESENT LITIGATION

Recent Successes

In Re Revlon, Inc. Shareholders Litigation, Case No. 4578-VCL (Del. Ch.)

In 2013, the Trinko Firm, serving as co-lead counsel with two other firms, obtained a \$9.2 million settlement for Revlon shareholders in a class action alleging that Revlon breached its fiduciary duty to shareholders by failing to disclose material information regarding the company's financial performance in connection with a securities exchange offer, thereby allowing the company to purchase its own shares at an artificially deflated price. The court also awarded attorneys' fees to the Trinko Firm and its co-lead counsel for creating the conditions that enabled two institutional holders of Revlon common shares to settle their own claims for \$27.7 million.

Fogarazzo, et. al v. Lehman Bros., Morgan Stanley, and Goldman Sachs, 03-CV-5194 (SAS) (S.D.N.Y.)

The Trinko Firm obtained a \$6.75 million settlement from Goldman Sachs and Morgan Stanley on behalf of owners of RSL Communications shares, who alleged that the defendant banks had intentionally issued misleading analyst reports touting RSL stock, thereby artificially inflating the company's price, in an effort to win business from RSL. The shareholders alleged that they suffered damages when share prices for RSL plummeted, despite the banks' optimistic predictions. During the pendency of this action, the Trinko Firm defeated two motions to dismiss, twice won motions for class certification, reviewed over 600,000 pages of documents, and conducted 17 depositions (15 merits and two expert witnesses). In the 2011 order approving the settlement, Judge Shira A. Scheindlin stated that "the quality of representation [provided by the Trinko Firm] is beyond reproach."

Other Noteworthy Representations

This firm has actively litigated, and has been approved as class counsel, derivative counsel, or liaison counsel in the prosecution of various securities class action suits and derivative actions, and merger and acquisition-related actions, such as: In Re Bank Of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation, Master File No. 09 MD 2058 (PKC) (S.D.N.Y.) (benefit of a program of corporate governance reforms and \$20 million recovery on behalf of company); Solash v. Lionel Corp., 89 Civ. 7760 (S.D.N.Y.) (recovery of \$1.4 million); In Re Amdahl Securities Litigation, Master File No. C-92-20609-JW (EAI) (N.D. Cal.) (recovery of \$13 million); Landes v. Goodfriend, 3-93-CV-698 (E.D. Tenn.) (recovery of \$3.2 million); In Re RasterOps Corporation Securities Litigation, C.A. No. C-92-20349-RM W (EAI) (N.D. Cal. 1992) (recovery of \$6.5 million); MacDavid v. Figgie, 93 CV-001798, 94-L-08 (Ohio Ct. of Common Pleas, Lake County) (Mitrovich, J.) (recovery of \$3.3 million on behalf of company, the release of Employment Agreement rights as to base pay, bonuses, incentive pay, consulting fees, restricted stock and deferred compensation by various individual defendants, the creation of committee to review board's performance and structure to ensure a majority of independent directors, and the reduction of the board's operating expenses by a minimum of \$200,000); In Re Nord Resources Corporation Securities Litigation, Case No. C-3-90-380 (S.D. Ohio) (recovery of \$4.75 million); Telerate, Inc. Shareholder Litigation, Civ. 1115 (Del. Ch.) (benefit of \$95 million); Korf v. The Cooper Companies, Inc., 89 Civ. 5892 (MGC) (S.D.N.Y.) (recovery of \$1.7 million); In Re National Health Laboratories, Securities Litigation, Master File No. Civ. No. 92-1949-H (CM) (S.D. Cal.) (recovery of \$64 million); In Re T² Medical, Inc. Shareholder Litigation, Master File No. 1:94-CV-744-RLV (N.D. Ga.) (recovery of \$7 million); Fort Howard Shareholder Litigation, No. 999 (Del. Ch.) (recovery of \$13.4 million);

LILCO Shareholder Litigation, No. 84-0588 (E.D.N.Y.) (recovery of \$50 million); Horstmann v. Bailey, Nos. 84-4903, 84-5001 (S.D.N.Y.) and Manning v. Cornelius, No. 88-7700 (E.D. Ky.), (a class of limited partnership investors received approximately \$800,000 in settlement of an action under Section 10(b) and Rule 10b-5); Lionel Securities Litigation, No. 82 Civ. 1049 (JES) (S.D.N.Y.), (recovery of \$2.8 million); Petro-Lewis Securities Litigation, Civ. Action No. 84-C-326 (D. Colo.) (recovery of \$137 million); Revco Shareholder Litigation, No. 106749 (Ohio Ct. of Common Pleas) (plaintiffs' counsel credited with assisting in obtaining a price of \$38.50 in cash per share for the common stock of Revco, as compared to the initial proposal of \$36.00 per share); Owens Illinois Inc. Shareholder Litigation, No. 86-3955 (Ohio Ct. of Common Pleas) (takeover offer of \$55 per share was increased to \$60 per share, and further increased to \$60.50 per share); Pandick Securities Litigation, No. 8736 (Del. Ch.) (shareholders were to receive \$25.50 per share in cash for common stock, but as a direct result of the litigation instituted, received a special dividend of 11.25 cents per share, for an aggregate benefit to the shareholders of \$1,105,128); In Re E.F. Hutton Banking Practices Litigation, M.D.L. 649 (S.D.N.Y.) (recovery of \$2.5 million); Jackson v. Henley Manufacturing Corp., Consolidated Civil Action No. 10445 (Del. Ch.) (initial proposed tender offer of \$80 per share of common stock was increased to \$90 per share, resulting in a benefit to the shareholders of approximately \$26 million); Grossman v. Pillsbury Company, Consolidated Civil Action No. 1023 (Del Ch.) (poison pill struck down, allowing the company to be acquired by Grand Metropolitan with substantial premium over market value paid to Pillsbury's shareholders); Weintraub v. ITT, Master File No. 84-432 (D. Del.) (recovery of \$7.5 million); and Walt Disney Corp. Shareholder Derivative Action (Del. Ch.) (recovery of approximately \$45 million).

The firm has also acted as class or derivative counsel in obtaining substantial benefits

for the public shareholders and/or companies in the following securities class actions:

- In Re IDB Communications Group Securities Litigation, CV-94-3618 (C.D. Cal.) (recovery of \$75 million);
- In Re First Executive Corporation Securities Litigation, CV-89-7135 DT (KX) (C.D. Cal. 1994) (\$90 million recovery);
- In Re U.S. Bioscience Securities Litigation, Civil Action No. 92-0678 (E.D. Pa.) (\$15.25 million settlement);
- In Re Bristol-Myers Squibb Company Securities Litigation, Consolidated Civil Action No. 92 CIV 4007 (JES) (S.D.N.Y.) (\$19 million recovery);
- In Re Diagnostek, Inc. Securities Litigation, Master File No. CIV-92-1274 JB/WWD (D.N.M.) (\$16 million recovery);
- In Re Foodmaker/Jack-In-The Box, C93-517 WD (W.D. Wash.) (\$13 million recovery);
- In Re Columbia Gas System, Inc. Securities Litigation, Cons. Civil Action No. 91-357-JLL (D. Del.) (\$36.5 million recovery);
- In Re Chambers Development, CV 92-0679 (W.D. Pa.) (\$95 million recovery);
- In Re Prudential Limited Partnership Litigation, MDL Docket No. 1005 (S.D.N.Y.) (\$110 million recovery);
- In Re Tucson Electric Power Co. Securities Litigation, Civ. 89-1274 (D. Ariz.) (\$30 million recovery);
- In Re N.V. Philips Securities Litigation, No. 90 Civ. 3044 (S.D.N.Y.) (\$9.25 million recovery);
- In Re Consolidated Columbia Savings and Loan Actions, Master File No. 89-6538 SVW (C.D. Cal.) (\$79.5 million recovery);
- Katz v. LIN Broadcasting Corp., 90 Civ 7787 (KTD) (S.D.N.Y.) (\$9 million recovery);
- In Re RJR Nabisco, Inc. Shareholder Litigation, Civ. Action No. 10389 (Del. Ch.) (benefit of approximately \$55 million);
- In Re Scott Paper Securities Litigation, No. 90-6192 (E.D. Pa.) (\$8 million recovery);

- In Re Dime Savings Bank of New York, No. 89-2189 (JM) (E.D.N.Y.) (\$6.8 million recovery);
- Hillel v. Chase Manhattan Bank, No. 90-6239 (S.D.N.Y.) (\$17.5 million recovery);
- In Re General Development Corporation Securities Litigation, No. 90-691-Civ. (S.D. Fla.) (\$10 million recovery);
- Rosengarten v. Irani, et al., Case No. BC 031286 (Cal. Superior Ct., Los Angeles County) (creation of Investment Review Committee and Policy to review company's capital commitment or guarantee which exceeds \$10 million in any activity other than that related to its primary business operations);
- In Re Perceptive Biosystem, Inc. Securities Litigation, C.A. No. 94-12575-PBS (D. Mass.) (recovery of \$8.25 million in cash, \$5 million in common stock and \$2 million in warrants);
- In Re AM International, Inc. Securities Litigation, MDL Docket No. 494 (S.D.N.Y.) (\$23 million recovery);
- Consumer Power Co. Derivative Litigation, Master File No. 84-Civ-3788 (E.D. Mich.) (\$33 million recovery).

This firm presently serves or has recently served as class or derivative counsel in the following securities class actions or derivative actions:

- AIG Derivative Litigation, 08-CV-5240 (S.D.N.Y.);
- American Realty Capital Properties Derivative Litigation, 14-CV-8659 (AKH) (S.D.N.Y.);
- Avon Products Derivative Litigation, 13-CV-8369 (PGG) (S.D.N.Y.);
- Bioscrip Inc. Securities Litigation, 13-CV-06922 (AJN) (S.D.N.Y.);
- CenturyLink, Inc. Securities Litigation, 13-CV-0389 (LTS) (S.D.N.Y.);
- Chesapeake Energy Derivative Litigation, 5:12-CV-505-M (W.D. Okla.);
- China-Biotics, Inc. Securities Litigation, 10-CV-7838 (PAC) (S.D.N.Y.);
- China Gerui Shareholder Litigation, 14-CV-9443 (ER)(FM) (S.D.N.Y.);

- Cliffs Natural Resources Derivative Litigation, CV 14 829499 (Ohio Ct. of Common Pleas, Cuyahoga County);
- Crestwood Midstream Partners Unitholders Litigation, 4:13-CV-01763 (S.D. Tex.);
- Doral Financial Group Securities Litigation, 3:14-CV01393-GAG (D.P.R.);
- In Re Facebook, Inc. Securities and Derivative Litigation, MDL No. 12-2389 (RWS) (S.D.N.Y.);
- Francesca's Holding Corp. Securities Litigation, 13-CV-7804 (RJS) (S.D.N.Y.);
- GrowLife Shareholder Litigation, 14-CV-6091-CAS-JEM (C.D. Cal.);
- Harmony Gold Mining Corp. Securities Litigation, 08-CV-3653-BJS-MHD (S.D.N.Y.);
- Insurance Management Solutions Group Going Private Litigation, 02-006636-CI-011 (Fla. Cir. Ct., Pinellas County, Civ. Div.);
- Intralinks Holdings Derivative Litigation, Index No. 654308/2013 (N.Y. Sup. Ct., New York County, Comm. Div.);
- KKR Financial Holdings Takeover Litigation, CGC-13-536281 (Cal. Superior Ct., San Francisco County);
- Lululemon Athletica Derivative Litigation, 13-CV-5329 (KBF) (S.D.N.Y.);
- Mellanox Technologies Securities Litigation, 13-CV-1225 (AKH) (S.D.N.Y.);
- NIVS Intellimedia Technology Group Securities Litigation, 1:11-CV-02484 (KMW) (S.D.N.Y.);
- Overseas Shipping Securities Litigation, 12-CV-7948 (SAS) (S.D.N.Y.);
- In Re Sandridge Energy Inc. Securities Litigation, No. CIV-12-1341-W (W.D. Okla.);

- Tower Group International Securities Litigation, 13-CV-7085 (LLS) (S.D.N.Y.);
- In Re Weatherford International Securities Litigation, 11-CV-1646 (LAK) (S.D.N.Y.).

This firm presently serves or recently has served as class counsel in the following merger & acquisitions / transactions litigations:

- AmReit (“AMRE”) Takeover Litigation, 2014-40286 (Tex. Dist. Ct., Harris County);
- Forest Laboratories Takeover Litigation, 650579/2014 (MLS) (N.Y. Sup. Ct., New York County);
- KKR Financial Holdings Takeover Litigation, CGC-13-536281 (Cal. Superior Ct., San Francisco County);
- Sirius XM Holdings Takeover Litigation, 650141/2014 (N.Y. Sup. Ct., New York County).

This firm presently serves or recently has served as class counsel in the following consumer and product liability class actions:

- Avandia Consumer Litigation, MDL 1871 (E.D. Pa.);
- Dow Jones Online Subscription Litigation, 06 Civ. 2198 (MGC) (S.D.N.Y.);
- J.E. Robert Consumer Litigation, 05-CV-02545-KAM-RER (E.D.N.Y.);
- In Re Sony Gaming Networks and Customer Data Security Breach Litigation, 3:11-md-02258-AJB-MDD (S.D. Cal.).

This firm presently serves or recently has served as class counsel in complex litigation relating to antitrust violations in the following cases:

- In Re American Express Merchants’ Litigation, Master file No. 03-CV-9592 (S.D.N.Y.);
- Green Mountain Keurig Antitrust Litigation, MDL No. 2542 (S.D.N.Y.);
- OxyContin Antitrust Litigation, MDL Docket No. 1603(SHS) (S.D.N.Y.).

This firm presently serves or recently has served as counsel in complex litigation relating to individual commercial claims, labor law claims, and/or claims involving environmental contamination, in the following cases:

- In Re Bhopal Gas Disaster Litigation, 99 Civ. 11329 (S.D.N.Y.);
- Don Pepi Deli, Inc. Labor Litigation, 14-cv-7813(RA) (S.D.N.Y.);
- New Image Construction Litigation, 11-CV-8813 (JMF)(MHD) (S.D.N.Y.).