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CIRCUIT COURT FOR THE NINTH JUDICIAL DISTRICT
COUNTY OF MCDONOUGH, STATE OF ILLINOIS

H.K. and J.C., through their father and legal guardian CLINTON FARWELL, and M.W. through her mother and legal guardian ELIZABETH WHITEHEAD, individually and on behalf of all others similarly situated, Plaintiffs, v. GOOGLE LLC, Defendant.	Case No. 2020LL00017 Hon. Heidi A. Benson

NOTICE OF HEARING

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE THAT, on **Tuesday, October 14, 2025, at 2:30 p.m.,** or as soon thereafter as this cause may be heard, counsel for Plaintiffs in this action shall appear before the Honorable Heidi A. Benson in the McDonough County Courthouse, Macomb, Illinois, **via Zoom at https://us06web.zoom.us/j/3098362777**, and then and there ask for a ***Hearing*** on Plaintiffs' Motion for Attorneys' Fees and Expenses and for Service Payment.

Dated: August 20, 2025

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned certifies that a true copy of the below-listed document(s), along with a copy of this Certificate of Service was electronically served was served on Defendant's Attorney via the efiling system on August 20, 2025.

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CIRCUIT COURT FOR THE NINTH JUDICIAL CIRCUIT
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H.K. and J.C., through their father and legal guardian CLINTON FARWELL, and M.W. through her mother and legal guardian ELIZABETH WHITEHEAD, individually and on behalf of all others similarly situated, Plaintiffs, v. GOOGLE LLC, Defendant.	Case No. 2020LL00017 Hon. Heidi A Benson

PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND EXPENSES
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I. INTRODUCTION

The Settlement that the law firms of Ahdoot & Wolfson, P.C., Bursor & Fisher, P.A., Hedin LLP, and Carey Rodriguez LLP ("Class Counsel") have achieved in this case is an exceptional result for Class Members. It establishes an all-cash, non-reversionary Settlement Fund of Eight Million Seven Hundred Fifty Thousand Dollars ($8,750,000.00), from which each Class Member who submits a valid claim will receive a *pro rata* cash payment. In addition to the substantial Settlement Fund, the Settlement also provides meaningful prospective relief to minimize or eliminate Defendant Google LLC's ("Google's") allegedly unlawful biometric collection, storage, and use practices at issue in this case. The monetary and prospective relief provided by the Settlement fairly and adequately redresses Class Members' claims for violation of the Illinois Biometric Information Privacy Act, 740 ILCS 14/1, *et seq*. ("BIPA") against Google.

Over the past five years, Class Counsel worked tirelessly to develop and prosecute this case and ultimately negotiate the Settlement, while expending an enormous amount of time and incurring significant out-of-pocket expenses. In recognition of these efforts and the result achieved, Class Counsel respectfully request a Fee and Expense Award equal to 40% of the Settlement Fund ($3,500,000.00). The requested Fee Award is consistent with Illinois law and with fee awards granted in comparable cases in Illinois courts, and is reasonable given the considerable time and costs invested by the five law firms that comprise Class Counsel in this complex class action litigation, which lasted over five years.

Class Counsel devoted significant time and effort to prosecution of this Action, and those efforts successfully yielded an extraordinary benefit to the Class. The requested Fee and Expense Award and Service Payments are justified in light of the investment, significant risks, and excellent

results obtained on behalf of Class Members, particularly given the substantial uncertainty over the state of the BIPA during the pendency of this Action, and the statute's application to the facts of this case. The Court should approve a Fee and Expense Award of $3,500,000.00, and a Service Payment of $5,000.00 to each of the two Class Representatives (for a total of $10,000.00).

II. BACKGROUND

The proposed Settlement establishes a Settlement Fund of $8,750,000.00, from which each Class Member who submits an Approved Claim will receive a *pro rata* cash payment. The Settlement also includes robust prospective relief that benefits all Class Members. The Court preliminarily approved the Settlement on May 15, 2025, and a final fairness hearing is scheduled for October 14, 2025.

The Settlement is the product of an in-depth pre-filing investigation that began in 2019, five years of hard-fought litigation, and comprehensive discovery. Class Counsel invested an enormous amount of time and significant monetary resources, as well as their experience and expertise in litigating these types of class actions, into investigating and litigating the claims, and negotiating the Settlement. The size of the class, the nature of the claims, the length of litigation, and the attorney resources required collectively present—a high-risk undertaking. The Class Representatives likewise played an invaluable role in this action by assisting Class Counsel, including by providing counsel with key documents and information regarding their claims, reviewing pleadings and other filings in the case, staying in regular contact with counsel and abreast of the proceedings, and taking an active role in the settlement process. Class Counsel continues to devote substantial time and resources to this action daily—including by overseeing settlement and notice administration, and by fielding Class Members' inquiries—and will continue to do so until the conclusion of the claims and disbursement process.

The requested Fee and Expense Award is appropriate under governing Illinois law and consistent with prior awards in BIPA settlements in McDonough County Circuit Court. If approved, the Fee and Expense Award will fairly compensate Class Counsel for an enormous amount of work, the reasonable and necessary expenditures incurred litigating this action, and an excellent result in a difficult case rife with risk.

A. Nature of the Action.

Plaintiffs allege, *inter alia*, that Google created, collected and stored Biometric Data (*i.e.,* "face templates" or "scans of face geometry" as well as "voiceprints" and various other forms of personally identifying information) pertaining to Class Members when they used their Google Workspace for Education ("GWFE") accounts, and did so without providing sufficient notice and obtaining the required consent in violation of BIPA. First Amended Class Action Complaint ("Compl.") ¶¶ 5-7, 9-11, 20, 25-46, 57-64. Specifically, Plaintiffs allege that Google extracts a "face template" or "voiceprint" from each Class Member who has the Voice Match or Face Match feature enabled through their GWFE account.

Plaintiffs allege Google collected and stored Class Members' Biometric Data without first obtaining the written releases required by 740 ILCS 14/15(b)(3). *Id.* ¶ 34. Plaintiffs further allege Google never informed Plaintiffs or Class Members in writing of the specific purpose and length of time for which their Biometric Data were being "collected, stored and used" as required by 740 ILCS 14/15(b)(1)-(2), nor did Google publish a publicly available retention schedule and guidelines for permanently destroying Plaintiffs' and Class Members' Biometric Data as required by 740 ILCS 14/15(a). *Id.* ¶¶ 34-35. Plaintiffs and Class Members are Illinois residents who, while they were enrolled in a school in the State of Illinois, at any time between March 26, 2015, and the date of Preliminary Approval, had a voice model or face model created or had the Voice Match or

Face Match feature enabled in their GWFE account. *Id.* ¶ 47. On behalf of themselves and the Class, Plaintiffs seek statutory damages, injunctive relief, and reasonable attorneys' fees and expenses to redress Defendant's alleged violations of BIPA. *Id.* ¶ 64.

B. The Litigation and Class Counsel's Efforts on Behalf of the Class.

1. Investigations.

Class counsel conducted comprehensive pre- and post-filing investigations concerning the factual and legal issues underlying the case. These efforts included:

- Researching the nature of Google's business, technologies, consumer-privacy practices, and public statements, both in general and specifically in the context of GWFE;

- Interviewing dozens of individuals in Illinois who used or created a GWFE account, including any disclosures they received or agreed to during the process, and their experience using "G Suite for Education" platform;

  Inspecting and analyzing these consumers' ChromeBooks and GWFE accounts, and various records reflecting their use of GWFE, among other interactions with Google;

- Researching and analyzing Google's technology used in connection with GWFE, including registered patents, patent applications, various papers, and public statements by the company concerning the service and its technology;

- Performing an in-depth analysis of the various versions of Google's Privacy Policy, Terms of Service, and other publicly accessible documents available to ChromeBook users during the statutory period;

- Researching the relevant law and examining the pertinent facts to assess the merits of potential BIPA claims against Google and defenses that Google might assert thereto;

- Reviewing proposed legislation and related legislative materials under consideration by the Illinois legislature during the statutory period, including Senate Bill 2979 (signed into law Aug. 2, 2024), as well as lobbying efforts related thereto, and assessing the likelihood that BIPA would be amended in a manner that would affect Plaintiffs' and putative class members' rights on a retroactive basis, including their ability to pursue claims or recover statutory damages.

(*See* Ahdoot Aff. ¶ 11).

As a result of these investigations, Plaintiffs were able to prepare pleadings, and to engage in motion practice and conduct discovery against Google aimed at maximizing the likelihood of class certification and recovering meaningful class-wide relief. Ahdoot Aff. ¶ 12.

2. Litigating the Google ChromeBook BIPA Case.

Plaintiffs H.K. and J.C., through their father and legal guardian Clinton Farwell, first filed this putative class action in the Circuit Court for the 9th Judicial District, McDonough County Circuit Court of the State of Illinois on November 19, 2020, alleging claims for damages and other remedies based on alleged violations of BIPA, violations of California's Unfair Competition Law ("UCL"), Cal. Bus. & Prof. Code § 17200, predicated on violation of the federal Children's Online Privacy Protection Act ("COPPA"), 15 U.S.C. § 501, *et seq*., in connection with Google's ChromeBooks and its "G Suite for Education" platform (the "H.K. State Action"). Google filed a Notice of Removal of the Action to the United States District Court for the Central District of Illinois (Rock Island Division) on April 20, 2021 (*H.K. et al. vs. Google LLC*, Case No. 1:21-cv-01122-SLD-JEH) ("H.K. Federal Action") ECF No. 1.

On May 27, 2021, Google filed a motion to dismiss the H.K. Federal Action (ECF No. 11); thereafter, on July 1, 2021, Plaintiffs filed a First Amended Class Action Complaint, which added Plaintiff M.W., through her mother and legal guardian Elizabeth Whitehead. ECF No. 14. On August 2, 2021, Google moved to dismiss the First Amended Class Action Complaint, asserting the Plaintiffs failed to state a claim under BIPA and that their BIPA claims were preempted by COPPA and SOPPA. ECF No. 16. Plaintiffs opposed the motion to dismiss (ECF No. 18), to which Google filed a Reply on April 1, 2022. ECF No. 21. On March 31, 2022, the District Court in the H.K. Federal Action denied and granted, in part, the Motion to Dismiss Plaintiffs' First Amended

Complaint, specifically dismissing claims for those class members under the age of 13 pursuant to COPPA preemption. ECF No. 20.

On May 3, 2022, after extensive meet and confer, the Parties filed a Joint Discovery Plan and thereafter commenced discovery. ECF No. 24. On May 31, 2022, Google filed its Answer and Affirmative Defenses and later amended it on June 21, 2022. ECF Nos. 26, 30. Google submitted its Initial Disclosures on October 28, 2022. Ahdoot Aff. ¶ 15.

On November 2, 2022, Plaintiffs filed a motion for partial remand (ECF No. 32), seeking to sever Plaintiffs' section 15(a) claim under BIPA and remand it to the Circuit Court of the Ninth Judicial Circuit, McDonough County. Google opposed the motion on November 16, 2022.

While the Plaintiffs' motion for remand was pending, the Parties continued their discovery efforts. Ahdoot Aff. ¶ 17. On January 10, 2023, Plaintiffs served detailed requests for production of documents and interrogatories, to which Google responded. *Id.* Google also provided a partial production of documents but refused to produce further material in response to Plaintiffs' requests for production without entry of a protective order. *Id*. The Parties were unable to reach an agreement on the terms of a protective order covering Google's technology and Plaintiffs' and class members' personally identifiable information. *Id*. On May 26, 2023, Plaintiffs filed a Motion for Protective order (ECF No. 35), which Google opposed on June 9, 2023. ECF No. 36. The federal court held a hearing on June 28, 2023 (ECF No. 38) giving direction to the Parties to resolve their differences. Again, the Parties could not do so and filed a joint motion to ask the Court to resolve their remaining differences. ECF No. 40. During this time, Plaintiffs continued their factual investigation of the claims. *Id.*

On August 21, 2023, the District Court in the H.K. Federal Action entered an order on Plaintiffs' motion to remand in which it severed and remanded certain of Plaintiffs' causes of action

to the Circuit Court of the Ninth Judicial Circuit, McDonough County. ECF No. 45. The Parties then stipulated after negotiation to remand all remaining causes of action in the H.K. Federal Action to the Circuit of the Ninth Judicial Circuit, McDonough County, and consolidate with the cause of action that was remanded by the District Court in the H.K. Federal Action. ECF No. 55.

3. Settlement Negotiations and Mediation.

While the litigation was underway, the Parties engaged in extensive, arm's-length negotiations for more than one year, including a mediation session and numerous additional discussions facilitated by Judge Palmer. Ahdoot Aff. ¶ 20.

Prior to finalizing the Settlement, Plaintiffs' counsel obtained and reviewed discovery regarding the merits of Plaintiffs' claims and Google's defenses, Google's business practices with respect to GWFE, issues of class certification, and the size and composition of a potential class. Ahdoot Aff. ¶ 21. Thus, before entering the Settlement, Plaintiffs had a thorough understanding of the composition of the Settlement Class, the nature of Google's defenses on the merits, the likely nature of arguments that would be advanced at class certification, summary judgment, and trial, the complex technical issues surrounding the claims and defenses, and potential injunctive relief. *Id*.

On September 20, 2022, the Parties engaged in an all-day mediation session with Judge Palmer of JAMS, with both sides represented by experienced counsel who negotiated in earnest for their clients. After the mediation, the Parties had multiple extensive follow-up discussions mediated by Judge Palmer. Over the course of many months, the Parties also participated in numerous phone conferences during which the myriad detailed terms of a potential settlement were negotiated. Ahdoot Aff. ¶ 22-23. This process extended for months, including several iterations and revisions of written proposals and counter proposals, and discussions with Google's in-house

counsel and consultations with experts. Numerous drafts and redlines of a settlement agreement and its many exhibits were exchanged, followed by lengthy discussions between the Parties and negotiations about a multitude of issues. *Id.* ¶ 23. The Settlement Agreement was ultimately consummated on June 14, 2024.

The Parties also negotiated the logistics and substance of the notice and administration plan. Ahdoot Aff. ¶ 24. Plaintiffs' counsel obtained bids from well-established, experienced, and highly regarded class action notice and administration firms. *Id*. After reviewing and comparing costs among multiple proposals, and obtaining further follow-up information from each potential administrator, the Parties agreed to engage Postlethwaite & Netterville, APAC ("P&N") to serve as Settlement Administrator (P&N has since merged with the nationwide and high-ranking accounting firm of Eisner Amper), subject to the Court's approval. *Id*. As a result, Plaintiffs maximized the amount that would be available to the Class by minimizing the notice and administration costs, while ensuring that the notice and administration plan complied with all rules, guidelines, and due process requirements. Ahdoot Aff. ¶ 25. Further, Plaintiffs worked closely with P&N to ensure that the content and form of all notice-related materials and other Settlement documents (as well as the Settlement Website) are consistent with the terms of the Settlement, comply with due process and applicable law, and are easily understood by Class Members. Ahdoot Aff. ¶ 26; Settlement Agreement ("SA") Exhibit 8, Affidavit of Brandon Schwartz (Director of Notice at P&N) ¶¶ 8-9, 21-25.

III. THE SETTLEMENT

The key terms of the Settlement are as follows:

A. Monetary Relief.

The Settlement provides for a non-reversionary cash Settlement Fund of Eight Million Seven Hundred Fifty Thousand Dollars ($8,750,000.00), which will be funded by Google. SA ¶ 3.2(a). Each Class Member is eligible to make one claim for payment. *Id.* ¶ 3.3(a). The Settlement Fund will be used to pay Settlement Payments to Class Members, Administration Expenses to the Settlement Administrator, any Taxes (for interest accrued on the Fund), and any Court-approved Fee and Expense Award to Class Counsel and Service Payments to the Class Representatives. *Id.* ¶ 3.2(a). The Settlement contemplates distribution of residual funds to Class Members in a second distribution, if economically feasible. To the extent funds remain in the Settlement Fund after these efforts, subject to the Court's approval, such Residual Funds will be distributed to one or more 26 U.S.C. § 501(c)(3) non-profit organization(s) selected by the Parties. *Id.*

Within 90 days after the Effective Date, the Settlement Administrator shall send to each Class Member who submitted an Approved Claim a Settlement Payment constituting an equal *pro rata* share of the Net Settlement Fund (*i.e.*, the amount remaining in the Settlement Fund after deductions are made to pay the Administration Expenses, Fee and Expense Award, and Service Payments). *Id.* ¶ 3.3(a)-(b). Settlement Payments will be sent via physical check, digital payment, or electronic deposit, as selected by each Claimant. *Id.* ¶ 3.3(b).

B. Prospective Relief.

The Settlement also provides for significant prospective injunctive relief. It obligates Google to implement and maintain substantial changes to its practices. Within 90 days after the Effective Date:

(1) Google will provide notice to Illinois GWFE users during enrollment in Voice Match or Face Match features that such features may involve the creation of voice models and/or face models, as applicable; the purposes for creating such models, as applicable; and, if Google will store such models on its servers more than

temporarily, the estimated length of retention. Nothing will require Google to use specific wording or terminology, or to provide information that does not accurately describe what Google is doing;

(2) The notice presented when a user enrolls in Voice Match or Face Match will require the user to affirmatively consent to the feature before it is enabled;

(3) Google will not sell, lease, or trade voice models or face models associated with any Illinois GWFE user's use of Voice Match or Face Match to any third party outside of Google; and

(4) Google will store, transmit, and protect from disclosure voice models or face models using reasonable security measures and in a manner that is at least as protective as the manner in which Google stores, transmits, and protects other confidential and sensitive information.

SA ¶ 3.1(a)

C. The Settlement Has Been Approved by the Court's Guardian Ad Litem.

At the preliminary approval hearing, given the possibility of minors in the Class, the Court appointed a Guardian Ad Litem to review and comment on the proposed Settlement, prior to the Court entering preliminary approval. Shortly thereafter, in December 2024, Emily Sutton, Esq. was appointed Guardian Ad Litem. The Parties met and conferred with the Guardian Ad Litem, supplied her with information concerning the proposed class settlement, answered her questions, and worked to prepare an amendment and revised exhibits to the Settlement Agreement which reflected the Guardian Ad Litem's input. Ahdoot Aff. ¶ 28. These revisions modified the Claim Form and Notice documents to clarify for Class Members and parents or guardians of minor Class Members how payments for minor's claims will be distributed and how they should be used solely for the benefit of such minors. Ahdoot Aff. ¶ 29.

The Court held a hearing on preliminary approval on May 14, 2025. The Guardian Ad Litem appeared at that hearing and supported approval of the Settlement, as modified, which the Court preliminarily approved via an order filed on May 15, 2025 (the "Preliminary Approval Order").

D. The Settlement's Notice Plan was Implemented.

After the entry of the Preliminary Approval Order, the Settlement Administrator delivered Notice via email (with a link to a Spanish language version) to all potential Class Members identified by Google. Ahdoot Aff. ¶ 33. The Notice also was disseminated via a robust print and digital notice program. *Id.* The Settlement Website (www.GoogleEducationBIPASettlement.com) with the Claim Form, Long Form Notice, and all relevant case information was deployed prior to the Notice Date. *Id.* The website allows Class Members to submit Claim Forms electronically, and to obtain copies of the Claim Form and relevant Motions, Orders, and pleadings. *Id.* Additionally, a toll-free number, email, and physical mailing address are available for Class Members to contact the Settlement Administrator. *Id.*

E. Service Payments and Fee Expense Award.

The Class Notice informed Class Members of the amounts that would be requested as Service Payments and a Fee and Expense Award, and that any Court-approved awards would be paid to Class Representatives and Class Counsel from the Settlement Fund. SA ¶ 1.39 & Ex. 3.

IV. ARGUMENT.

A. The Requested Service Payments are Reasonable and Should be Approved.

A service payment is "justified when necessary to induce individuals to become named representatives." *Spano v. Boeing Co.*, No. 06-CV-743-NJR-DGW, 2016 U.S. Dist. LEXIS 161078, at *13 (S.D. Ill Mar. 31, 2016) (internal citation omitted) (approving incentive awards of $25,000 and $10,000 for class representatives); *GMAC Mortg. Corp. of Pa. v. Stapleton*, 236 Ill. App. 3d 486, 497 (1st Dist. 1992) (noting that incentive awards "are not atypical in class action cases…and serve to encourage the filing of class action suits"). Also, by participating, the Class Representatives opened themselves up to "scrutiny and attention," which in and of itself "is

certainly worth some renumeration." *Schulte v. Fifth Third Bank*, 805 F. Supp. 2d 560, 600-01 (N.D. Ill 2011).

The Class Representatives here are each well-deserving of a modest $5,000 Service Payment given their vital role. Each contributed time and effort in pursuing the claims on behalf of the Class—exhibiting a willingness to participate and undertake the responsibilities and risks attendant with bringing a representative action. Ahdoot Aff. ¶ 40. The Representatives participated in the ongoing investigations of the facts related to the action and participated in the preparation of certain pleadings, participated in the litigation, reviewed certain pleadings and court filings, consulted with Class Counsel, and participated in the settlement process. Ahdoot Aff. ¶ 39. But for their willingness to pursue this action, and to remain actively involved, the Settlement and its substantial benefits would not have been possible.

Further, $5,000 per Class Representative is well within the range of reasonableness for such an award in a class action of this nature. In fact, the requested amount equates to just 0.57% of the total Settlement Fund—far less than the average incentive award granted to a class representative. *See, e.g., Craftwood Lumber Co. v. Interline Brands, Inc.*, No. 11-cv-4462, 2015 U.S. Dist. LEXIS 35421, at *19 (N.D. Ill Mar. 23, 2015) (awarding $25,000 class incentive fee and reasoning that "a study on incentive awards for class action plaintiffs…found that…the mean incentive fee granted in class actions overall is .161% [of the total recovery]") (citing Theodore Eisenberg & Geoffrey P. Miller, *Incentive Award to Class Action Plaintiffs: An Empirical Study*, 53 UCLA L. Rev. 1303, 1339 (2006)). A Service Payment of $5,000 to each of the five Class Representatives ($25,000 in total) is fair and reasonable and should be approved.

B. The Court Should Award Class Counsel's Requested Attorneys' Fees.

Pursuant to the Settlement, Class Counsel seeks a Fee and Expenses Award equal to 40% of the Settlement Fund (or $3,500,000) for the many years of work expended in this litigation and the significant costs and risks incurred in this litigation. SA ¶ 12.2. This request is within the range of fees approved in other class action settlements and is fair and reasonable considering the substantial work performed and resources expended by Class Counsel and the recovery secured on behalf of the Class. It is well-settled that attorneys who, by their efforts, create a common fund for the benefit of a class are entitled to reasonable compensation for their services. *Wendling v. S. Ill. Hosp. Servs.*, 242 Ill. 2d 261, 265 (2011) (citing *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980) ("a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole")). Moreover, courts strongly encourage negotiated fee awards in class action settlements. *Hensley v. Eckerhart*, 461 U.S. 424, 437 (1983) ("A request for attorneys' fees should not result in a second major litigation. Ideally, of course, litigants will settle the amount of the fee.").

The Illinois Supreme Court adopted the approach taken by the majority of federal courts on the issue of attorney fees in equitable fund cases, which is to permit Class Counsel to petition the court for the value of the services which benefitted the class. *Bakinski v. Northwestern Univ.*, 231 Ill. App. 3d 7, 13 (1st Dist. 1992) (citations omitted); *see also Brundidge v. Glendale Federal Bank, F.S.B.*, 168 Ill. 2d 325 (1995) (ruling in favor of the percentage-of-the-fund method in determining attorneys' fees). This rule "is based on the equitable notion that those who have benefitted from litigation should share in its costs." *Sutton v. Bernard*, 504 F.3d 688, 691 (7th Cir. 2007) (citations omitted).

In deciding an appropriate fee, "a trial judge has discretionary authority to choose a percentage[-of-the-fund] or a lodestar method[.]" *Shaun Fauley, Sabon, Inc. v. Metro. Life Ins. Co.*, 2016 IL App (2d) 150236, ¶ 58 (citing *Brundidge*, 168 Ill. 2d at 243-244). Under the percentage-of-the-fund approach, the attorneys' fees awarded are "based upon a percentage of the amount recovered on behalf of the plaintiff class." *Brundidge*, 168 Ill. 2d at 238. Alternatively, when applying the lodestar approach, the attorneys' fees to be awarded are calculated by determining the total amount of hours spent by counsel in order to secure the relief obtained for the class at a reasonable hourly rate, multiplied by a "weighted" risk "multiplier" that takes into account various factors such as "the contingency nature of the proceeding, the complexity of the litigation, and the benefits that were conferred upon the class members." *Id.* at 239-240.

Here, the Court should apply the percentage-of-the-fund approach—the approach that is typically used in most common fund class actions, including BIPA class action settlements as detailed below. *McCormick v. Adtalem Glob. Educ., Inc.,* 2022 IL App (1st) 201197-U, ¶ 26 (affirming award of attorneys' fees based on percentage method and noting that it is "favored in class actions"); *see also infra* § VI.B.1.

C. Class Counsel's Requested Fees Are Reasonable Under the Percentage-of-the-Fund Method of Calculation.

The vast majority of courts presiding over class action settlements in suits seeking statutory damages have adopted the percentage-of-the-fund method in determining the appropriate amount of attorneys' fees to award class counsel. *See, e.g., Willis v. iHeartMedia Inc.*, No. 2016-CH-02455, Final Judgment and Order of Dismiss (Ill. Cir. Ct. Cook Cnty. Aug. 11, 2016) (Atkins, J.) (granting final approval and awarding class counsel 40% of settlement fund in a TCPA class action); *In re Capital One Tel. Consumer Prot. Act Litig.*, 80 F. Supp. 3d 781, 794 (N.D. Ill 2015) (finding that "in common fund cases like this one," "the court agrees with Class Counsel that the fee

award…should be calculated as a percentage of the money recovered for the class"); *Shaun Fauley, Sabon, Inc.*, 2016 IL App (2d) 150236, ¶ 59 (affirming trial court's award of attorneys' fees in TCPA suit based on a percentage-of-the-fund approach); *Sterk v. Path, Inc.*, No. 2015-CH-08609 (Ill. Cit. Ct., Cook Cnty. Sept. 21, 2015) (Mikya, J.) (awarding class counsel fees using percentage-of-the-fund method in a TCPA class action); *Sawyer v. Stericycle, Inc.*, No. 2015-CH-07190 (Ill. Cir. Ct., Cook Cnty.) (Martin, Jr., J.) (same).

In fact, and as discussed in more detail below, nearly all, if not all, BIPA class action settlements that have received final approval in Illinois have provided for attorneys' fee awards using a percentage-of-the-fund analysis. For example, Judges in the Circuit Court of Cook County, the most common venue for BIPA cases, have entered final approval class action settlements, including final approval of 40% attorneys' fee award in the following BIPA settlements: *Gray v. Verificient Technologies*, No. 2018-CH-16054 (Cir. Ct. Cook County, Ill. 2024) (Reilly, J.); *Marquez v. Bobak Sausage Co.*, No. 20-CH-04259 (Cir. Ct. Cook County, Ill. 2023) (Reilly, J.); *Willoughby v. Lincoln Insurance Agency*, No. 22-CH-01917 (Cir. Ct. Cook Cnty., Ill. 2022) (Cohen, J.); *Rapai v. Hyatt Corp.*, 2017-CH-14483 (Cir Ct. Cook County, Ill. 2022*)* (Demacopoulos, J.); *Bodie v. Capitol Wholesale Meats, Inc.*, 22-CH-000020 (Cir. Ct. DuPage Cnty., Ill. 2022); *Williams v. Swissport USA, Inc.*, No. 2019-CH-00973 (Ill. Cir. Ct., Cook Cnty. Nov. 12, 2020) (Moreland, J.); *Knobloch v. ABC Financial Services, LLC et al*., No. 17-CH-12266 (Cir. Ct. Cook Cnty., Ill. 2021) (Loftus, J.); *Fick v. Timeclock Plus, LLC*, No. 2019-CH-12769 (Ill. Cir. Ct. Cook Cty. 2021) (Hall, J.); *Freeman-McKee v. Alliance Ground Int'l, LLC*, No. 2017-CH-13636 (Ill. Cir. Ct., Cook Cnty. June 15, 2021) (Demacopoulos, J.); *Prelipceanu v. Jumio Corp*., No. 18-CH-15883 (Cir. Ct. Cook Cnty. Ill. 2020) (Mullen, J.); *Smith v. Pineapple Hospitality Grp*., No. 18-CH-06589 (Cir. Ct. Cook Cnty., Ill. 2020) (Moreland, J.) (same); *Glynn v. eDriving*, LLC,

No. 2019-CH-08517 (Ill. Cir. Ct. Cook Cty. 2020) (Walker, J.); *McGee v. LSC Commc's*, 17-CH-12818 (Cir. Ct. Cook Cnty., Ill. 2019) (Atkins, J.); *Zhirovetskiy et al. v. Zayo Group LLC*, No. 17-CH-09323 (Cir. Ct. Cook Cnty., Ill., 2019) (Flynn, J.); *Svagdis v. Alro. Steel Corp*, No. 17-CH-12566 (Cir. Ct. Cook Cnty., Ill., 2018) (Larsen, J.); *Zepeda v. Intercontinental Hotels Group, Inc.*, No. 2018-CH-02140 (Ill. Cir. Ct., Cook Cnty. 2018) (Atkins, J.); *Sekura v. L.A. Tan Enters., Inc.,* No. 2015-CH-16694 (Ill. Cir. Ct., Cook Cnty. Dec. 1, 2016) (Garcia, J.).

This Court likewise should use the percentage-of-the-fund method in determining an appropriate Fee and Expense Award. In "choosing between the percentage and lodestar approaches," courts "look to the calculation method most commonly used in the marketplace at the time such a negotiation would have occurred." *Kolinek v. Walgreen Co.*, 311 F.R.D. 483, 500-01 (N.D. Ill 2015) (citing *Cook v. Niedert*, 142 F.3d 1004, 1013 (7th Cir. 1998)); *see also McKinnie v. JP Morgan Chase Bank, N.A.*, 678 F.Supp. 2d 806, 814-15 (E.D. Wis. 2009).

In class action litigation, where "the normal practice…is to negotiate a fee arrangement based on a percentage of the plaintiffs' ultimate recovery," *Kolinek*, 311 F.R.D. at 5001, state and federal courts in Illinois and throughout the country almost unanimously agree that "the percentage approach is likely what the class members and counsel would have negotiated when counsel agreed to take on the case." *McCormick*, 2022 IL App (1st) 201197-U, ¶ 26; *see also Kirchoff v. Flynn*, 786 F.2d 320, 324 (7th Cir. 1986) ("When the 'prevailing' method of compensating lawyers for 'similar services' is the contingent fee, then the contingent fee *is* the 'market rate.'"); *Ryan v. City of Chicago*, 274 Ill. App. 3d 913, 923 (1st Dist. 1995) (noting that "a percentage fee was the best determinant of the reasonable value of services rendered by counsel in a common fund cases"); *In re Continental Illinois Securities Litig.*, 962 F.2d 566, 572 (7th Cir. 1992) (market for legal services paid on a contingency basis shows the proper percentage to apply in a class action that creates a

common fund for the benefit of the class); *see also, e.g., Sutton*, 504 F.3d at 693 (directing district court on remand to consult the market for legal services so as to arrive at a reasonable percentage of the common fund recovered). Thus, the percentage-of-the-recovery method has been used to determine a reasonable fee award in every BIPA class action settlement that has required a defendant to establish a non-reversionary common fund for the class's benefit. *See supra*, *Sekura; Zepeda; Svagdis; Zhirovetskiy; McGee; Smith; Prelipceanu; Williams; Glynn; Freeman-McKee; Knobloch*.

This Court should therefore calculate Class Counsel's award using the percentage method. The percent-of-the-fund method best replicates the *ex-ante* market value of the services that Class Counsel provided to the Class. It is not just the typical method used in contingency-fee cases generally, *see Gaskill v. Gordon*, 160 F.3d 361, 363 (7th Cir. 1998), but is also how an informed Class and Class Counsel would have established counsel's fee at the outset of the litigation. *Kolinek*, 311 F.R.D. at 500-01 ("the normal practice…is to negotiate a fee arrangement based on a percentage of the plaintiffs' ultimate recovery"). The percentage method also better aligns Class Counsel's interests with those of the Class, because it bases the fee on the results the lawyers achieve for their clients, rather than on the number of motions they file, documents they review, or hours they work, and it avoids some of the problems the lodestar-multiplier method can foster (such as encouraging counsel to delay resolution of the case when an early resolution may be in their clients' best interests). *See, e.g., Brundidge*, 168 Ill 2d at 242; *Florin v. Nationsbank of Georgia, N.A.*, 34 F.3d 560, 566 (7th Cir. 1994); *In re Synthroid Mktg. Litig.*, 264 F.3d 712, 720-21 (7th Cir. 2001). The percentage approach also is simpler to apply. *Brundidge*, 168 Ill. 2d at 242; *Florin*, 34 F.3d at 566; *In re Synthroid Mktg. Litig*., 264 F.3d at 720-721; *see also, e.g., Kolinek*, 311 F.R.D. at 501 (percentage of the recovery method appropriate for awarding fees in consumer-

privacy class action "because fee arrangements based on the lodestar method require plaintiffs to monitor counsel and ensure that counsel are working efficiently on an hourly basis, something a class of nine million lightly-injured plaintiffs likely would not be interested in doing"); *Ryan*, 274 Ill. App. 3d at 924.

D. The Court Should Approve a Fee and Expense Award of 40% of the Fund.

The Court should award a fee amounting to 40% of the common Settlement Fund (or $3,500,000). This percentage is well within the range of fees typically awarded to class counsel by Illinois courts in comparable all-cash, non-reversionary class action settlements, and is commensurate with the years of work performed by Class Counsel. *Gray v. Verificient Technologies*, No. 2018-CH-16054 (Cir. Ct. Cook County, Ill. 2024) (Reilly, J.) (40% fee award based on percentage-of-the-fund); *Marquez v. Bobak Sausage Co.*, No. 20-CH-04259 (Cir. Ct. Cook County, Ill. 2023) (Reilly, J.) (same); *Willoughby v. Lincoln Insurance Agency*, No. 22-CH-01917 (Cir. Ct. Cook Cnty., Ill. 2022) (Cohen, J.) (same); *Rapai v. Hyatt Corp.*, 2017-CH-14483 (Cir Ct. Cook County, Ill. 2022) (Demacopoulos, J.) (same); *Bodie v. Capitol Wholesale Meats, Inc.*, 22-CH-000020 (Cir. Ct. DuPage Cnty., Ill. 2022) (same); *Williams v. Swissport USA, Inc.*, No. 2019-CH-00973 (Ill. Cir. Ct., Cook Cnty. Nov. 12, 2020) (Moreland, J.) (same); *Knobloch v. ABC Financial Services, LLC et al*., No. 17-CH-12266 (Cir. Ct. Cook Cnty., Ill. 2021) (Loftus, J.) (same); *Fick v. Timeclock Plus, LLC*, No. 2019-CH-12769 (Ill. Cir. Ct. Cook Cty. 2021) (Hall, J.) (same); *Freeman-McKee v. Alliance Ground Int'l, LLC*, No. 2017-CH-13636 (Ill. Cir. Ct., Cook Cnty. June 15, 2021) (Demacopoulos, J.) (same); *Prelipceanu v. Jumio Corp*., No. 18-CH-15883 (Cir. Ct. Cook Cnty. Ill. 2020) (Mullen, J.) (same); *Smith v. Pineapple Hospitality Grp*., No. 18-CH-06589 (Cir. Ct. Cook Cnty., Ill. 2020) (Moreland, J.) (same); *Glynn v. eDriving*, LLC, No. 2019-CH-08517 (Ill. Cir. Ct. Cook Cty. 2020) (Walker, J.) (same); *McGee v. LSC Commc's*, 17-

CH-12818 (Cir. Ct. Cook Cnty., Ill. 2019) (Atkins, J.) (same); *Zhirovetskiy et al. v. Zayo Group LLC*, No. 17-CH-09323 (Cir. Ct. Cook Cnty., Ill., 2019) (Flynn, J.) (same); *Svagdis v. Alro. Steel Corp*, No. 17-CH-12566 (Cir. Ct. Cook Cnty., Ill., 2018) (Larsen, J.) (same); *Zepeda v. Intercontinental Hotels Group, Inc.*, No. 2018-CH-02140 (Ill. Cir. Ct., Cook Cnty. 2018) (Atkins, J.) (same); *Sekura v. L.A. Tan Enters., Inc.,* No. 2015-CH-16694 (Ill. Cir. Ct., Cook Cnty. Dec. 1, 2016) (Garcia, J.). (same); *see also, e.g., Willis v. iHeartMedia Inc.*, No. 16-CH-02455, Final Judgment and Order of Dismissal, at 5 (Ill. Cir. Ct. Cook Cnty. Aug. 11, 2016) (awarding attorneys' fees and costs of 40% of common fund in a TCPA class settlement); *Olsen v. ContextLogic Inc.*, No. 2019-CH-06737 (Ill. Cir. Ct., Cook Cnty. Jan 7, 2020) (same); *see also* 5 William B. Rubenstein et al., NEWBERG ON CLASS ACTIONS § 15:83 (5th ed. 2020) (noting that, generally, "50% of the fund is the upper limit on a reasonable fee award from any common fund"). Thus, Class Counsel's request of 40% of the Settlement Fund is reasonable, in light of the extensive work performed on this case and the result achieved, and considering the fees recently approved by courts in BIPA class actions and other common fund settlements.

In this case in particular, the requested Fee and Expense Award would fairly and reasonably compensate Class Counsel for (i) agreeing to take on this litigation in the face of substantial risks of non-recovery, and (ii) expending substantial time and other resources over the course of 5-years, including out-of-pocket litigation expenses, to achieve an excellent result on behalf of the Settlement Class in the face of those risks.

E. Class Counsel Should Be Rewarded for Pursuing this High-Risk Litigation on Behalf of the Class.

The reasonableness of the requested fee is underscored by the many significant risks of total non-recovery to the Settlement Class (and thus non-payment to Class Counsel) that existed since the outset of the litigation. *See, e.g., Shaun Fauley, Sabon, Inc.*, 2016 IL App (2d) 150236, ¶

59 (upholding percentage fee award in light of the "substantial risk in prosecuting this case under a contingency fee agreement given the vigorous defense of the case and defenses asserted by [the defendant]"); *Ryan*, 274 Ill. App. 3d at 924 (noting the trial court's fee award was reasonable given the funds recovered for the class and the contingency risk).

First, at the outset of this case, Class Counsel knew they would bear the burden at trial of proving that the data Google collected from voice and facial scans stored or uploaded to Google constituted "biometric identifiers" or "biometric information" within the meaning of BIPA. While Class Counsel are confident that the data Google collected did in fact constitute "biometric identifiers" or "biometric information," Google argued and continues to argue that the data it allegedly collected does not constitute a "scan of . . . face geometry." Google also argued that because it does not associate identifying information with face templates, the collection of this data does not violate BIPA. While Plaintiffs are confident, and secured favorable rulings on some of these issues, the result was by no means clear when Class Counsel took on this litigation, and a court or jury still could side with Google on such case-dispositive and highly technical questions.

Second, Class Counsel faced a significant risk of non-recovery considering the real possibility that Google would be able to establish preemption under COPPA or SOPPA. Indeed, the federal court had already dismissed the claims of those Class Members under the age of 13 based on COPPA preemption, meaning those claims could have only been revived by successful appeal. And while the federal court did not dismiss the claims based on SOPPA at the motion to dismiss stage, it noted that the argument may have had merit at a later stage in the case upon a full discovery record. Thus, there was substantial risk that part or all of the Settlement Class would have recovered nothing but for the Settlement.

Third, consent to the alleged collection and storage of Plaintiffs' biometric data during their initial enrollment in the Google GWFE service, and through agreement to Google's Terms of Service and Privacy Policy. Thus, there is a risk a jury could conclude that Plaintiffs consented to Google's conduct, or that Google adequately complied with the BIPA's disclosure requirements—complete defenses to Plaintiffs' claims.

Fourth, even if Plaintiffs were found not to have consented to Google's alleged collection of biometric data, Class Counsel were aware at the outset of the case that Google would argue at summary judgment and at trial that Plaintiffs' claims are barred by the Illinois extraterritoriality doctrine, because they seek to hold the company liable for violations of the BIPA that occurred outside of Illinois. And even if the violations alleged in the complaint are found to have occurred in Illinois, Defendant would argue that, to comply with the BIPA in Illinois, it would be forced to change its practices nationwide (not just in Illinois), unduly burdening interstate commerce in violation of the dormant Commerce Clause. Google's extraterritoriality and dormant Commerce Clause defenses presented significant risks to Plaintiffs, both on the merits and at class certification. *See, e.g., Patel v. Facebook, Inc.*, 932 F.3d 1264, 1276 (9th Cir. 2019) ("If the violation of BIPA occurred when Facebook's servers created a face template, the district court can determine whether Illinois extraterritoriality doctrine precludes the application of BIPA."); *Id.* ("[I]f future decisions or circumstances lead to the conclusion that extraterritoriality must be evaluated on an individual basis, the district court can decertify the class."); *Nat'l Solid Waste Mgmt. Ass'n v. Meyer*, 63 F.3d 652, 657 (7th Cir. 1995) (explaining how states cannot regulate conduct in neighboring states under the dormant Commerce Clause).

Fifth, any judgment (or order granting class certification) that Class Counsel obtained for the Class could be reversed on appeal,[1] or reduced on due process grounds. Indeed, the risk of a class judgment here being reduced on due process grounds was significant given the potential enormity of such an award (at least several billion dollars in the aggregate, measured at $1,000.00 per violation committed negligently, or $5,000.00 per violation committed intentionally or recklessly). For example, the Eighth Circuit affirmed a district court's reduction of statutory damages under the TCPA—awarded by a jury after a full trial—from $500 per violation ($1.6 billion total) to $10 per violation ($32 million total), reasoning that the full award violated the U.S. Constitution's Due Process Clause. *Golan v. FreeEats.com, Inc.*, 930 F.3d 950, 955, 962 (8th Cir. 2019). The possibility of the same outcome here, even if the Class were to prevail at trial years from now, further demonstrates the significant risks or non-payment (or of a substantially reduced payment) that Class Counsel faced throughout the litigation.

Finally, at the time Class Counsel agreed to take on this litigation, there was a significant risk that the Illinois legislature would, at some point during the litigation, amend the BIPA on a retroactive basis in a manner that would effectively wipe away Plaintiffs' and Class Members' claims and any possibility of Class Counsel receiving compensation for their services. For example, in 2016, legislation was introduced in the Illinois House of Representatives that, if passed by both chambers and signed by the governor, would have retroactively amended BIPA to, *inter alia*, preclude its application to uploaded digital images regardless of the information collected or the process of its extraction. *See* HB 6074 (2016). Although the bill introduced in 2016 did not pass, several more bills aimed at amending BIPA were introduced into both houses of the

[1] *See, e.g.*, *In re Capital One*, 80 F. Supp. 3d at 792 ("The settlement provides value that is fair considering the very real possibility that Plaintiffs may recover nothing . . . . [A]ny judgment in favor of Plaintiffs would be further delayed by any appeal.").

legislature in following years up to the last congressional session.[2] At the time the Settlement was negotiated, there was a substantial risk that the Illinois legislature would amend the BIPA to prevent this Class from recovering any relief and Class Counsel from being paid anything.

In considering the reasonableness of a fee request in a contingency class action settlement, courts consider how the legal market would have assessed the case's risk at its inception and, in turn, how the market's risk assessment would have affected a hypothetical *ex ante* fee negotiation between counsel and potential client. *Goodell v. Charter Communications, LLC*, No. 08-cv-512-BBC, 2010 U.S. Dist. LEXIS 85010, at *4 (W.D. Wis. Aug. 17, 2010) ("The question is not how risky the case looks when it is at an end but how the market would have assessed the risks at the outset."). Here, Class Counsel began their pre-filing investigation into this matter approximately five years ago, at which time there were very few BIPA claims being prosecuted against Google by any other counsel. At the time, it was readily apparent that Google had numerous viable defenses to such claims. Although Class Counsel and the Class Representatives nonetheless plowed forward—including by engaging in a meticulous pre-filing investigation, preparing detailed class action complaints and comprehensive briefing in opposition to Google's motion to dismiss, conducting wide-ranging discovery, and briefing, all while engaging in arm's-length

[2] *See* SB 2134 (2019) & SB 3592 (2020) (to eliminate the law's private right of action); SB 3591 (2020) (to permit the recovery of damages only for intentional violations, eliminating the ability to recover damages for negligent violations); SB 3776 (2020), SB 3593 (2020) & HB 5374 (2020) (to eliminate or reduce the ability of a plaintiff to recover liquidated damages); SB 3053 (2018) & HB 5103 (2018) (to eliminate protections regarding informed consent, collection, and storage of biometric information); SB 3593 (2020) & HB 5374 (2020) (to require pre-suit notice before any action for damages); HB 0559 (2021) & SB 0330 (2021) (to require an aggrieved person, before filing suit, to provide a private entity 30 days' written notice identifying the specific provisions of BIPA the aggrieved person believes the entity violated, and limit an aggrieved person's damages to their actual damages for negligent violations, or their actual damages plus liquidated damages up to the amount of actual damages for willful violations); HB 0560 (2021) (to remove private right of action and provide that any violation of BIPA would be actionable only by the Illinois Attorney General or appropriate State's Attorney).

settlement negotiations before several mediators—in determining Class Counsel's fee at the outset of this case the Settlement Class would known that no other firm had come forward to offer its services in this matter to the class or individual participants. Moreover, after Class Counsel commenced the litigation, no other counsel came forward to compete with Class Counsel for control of the case, to propose to the Court that it be appointed lead counsel at a lower fee structure, or to offer to share in the case's risk and expense.

The market thus judged this to be a high-risk case. Competition for control is brisk when lawyers think cases have significant potential to generate large recoveries and significant attorney's fees. *In re Synthroid Mktg. Litig.*, 325 F.3d 974, 979 (7th Cir. 2003). As Judge Easterbrook once observed: "Lack of competition not only implies a higher fee but also suggests that most members of the…bar saw this litigation as too risky for their practices." *Silverman v. Motorola Solutions, Inc.*, 739 F.3d 956, 958 (7th Cir. 2013). That is exactly the circumstance here. Other attorneys and firms chose to pass on offering representation to the Settlement Class members in this case because they found it not worth the risk, firmly establishing that Class Counsel would have been able to obtain the requested Fee and Expense Award of 40% of the settlement fund in an *ex ante* negotiation with the Settlement Class.

Simply put, this litigation presented numerous risks of non-recovery to the Settlement Class and thus non-payment to Class Counsel at the outset, and the requested Fee and Expense Award appropriately and reasonably compensates Class Counsel for assuming such risks by embarking on lengthy, time-consuming, and expensive litigation for the benefit of the Settlement Class.

F. The Amount of Time and Other Resources Expended by Class Counsel in this Litigation, and the Outstanding Result that Class Counsel Achieved for the Settlement Class, Further Support the Requested Attorneys' Fees and Expense Award.

Although this matter presented numerous atypical risks of non-recovery to the Class and thus non-payment to Class Counsel at the outset, Class Counsel confronted those risks head-on and ultimately achieved an excellent result for the Settlement Class. As a result of the work Class Counsel devoted to this litigation, their law firms were forced to forgo other cases. It was these lengthy, time-consuming efforts that made the Settlement possible. Class Counsel should be rewarded for accepting the Class Representatives' cases and devoting such a substantial amount of time and resources on them in the face of the foregoing risks.

Despite these risks, Class Counsel were able to obtain an excellent result for the Class Members. Class Counsel negotiated a significant BIPA settlement—one that will provide substantial monetary relief, from which Class Members can submit claims for a cash payment. In addition, pursuant to the Settlement negotiated by Class Counsel, Google agreed to significant changes in its business practices going forward.

The non-monetary relief obtained by Class Counsel in this case provides meaningful benefits to Class Members and further justifies the reasonableness of the requested attorneys' fees. *Spano v Boeing Co.*, No. 06-cv-743, 2016 U.S. Dist. LEXIS 161078, at *5 (S.D. Ill. Mar. 31, 2016) ("A court must also consider the overall benefit to the Class, including non-monetary benefits, when evaluating the fee request…This is important so as to encourage attorneys to obtain meaningful affirmative relief") (citing *Beesley v. Int'l Paper Co.*, No. 06-cv-703, 2014 U.S. Dist. LEXIS 12037, at *5 (S.D. Ill Jan. 31, 2014)); MANUAL FOR COMPLEX LITIGATION § 21.71, at 337 (4th ed. 2004); *see also Hall v. Cole*, 412 U.S. 1, 5 n.7 (1973) (awarding attorneys' fees when relief obtained for the class "must logically extend, not only to litigation that confers a

monetary benefit to others, but also litigation which corrects or prevents an abuse which would be prejudicial to the rights and interests of those others.").

Given the significant monetary compensation obtained for the Class Members, the valuable changes in Google's practices concerning the collection and use of biometric information as a result of the Settlement, and the enormous amount of time and expense incurred by Class Counsel, an attorneys' fee award of 40% of the Settlement Fund is reasonable and fair—particularly, as discussed above, in light of the significant uncertainty in the relevant law, the "substantial risk in prosecuting this case under a contingency fee agreement" and the "defenses asserted by [Defendants]." *Shaun Fauley, Sabon, Inc.,* 2016 IL App (2d) 150236, ¶ 59.

V. CONCLUSION

For the foregoing reasons, the Court should approve Service Payments of $5,000 to the two Class Representatives ($10,000) and a Fee and Expense Award of 40% of the Settlement fund ($3,500,000) to Class Counsel.

Dated: August 18, 2025

Respectfully submitted,

By: */s/ Justin M. Bougher*

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CIRCUIT COURT FOR THE NINTH JUDICIAL CIRCUIT
COUNTY OF MCDONOUGH, STATE OF ILLINOIS

H.K. and J.C., through their father and legal guardian CLINTON FARWELL, AND M.W. through her mother and legal guardian ELIZABETH WHITEHEAD, individually and on behalf of all others similarly situated, Plaintiffs, v. GOOGLE LLC, Defendant.	Case No. 2020LL00017 Hon. Heidi A. Benson

AFFIDAVIT OF ROBERT R. AHDOOT IN SUPPORT OF PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND EXPENSES AND FOR SERVICE PAYMENTS

I, Robert R. Ahdoot, declare under penalty of perjury, based on my own personal knowledge or where indicated, as based on information and belief, that the following statements are true:

1. I am a partner and founding member of Ahdoot & Wolfson, PC ("AW"), and a member in good standing of the State Bar of California. I (along with my partner Theodore W. Maya) have been admitted *pro hac vice* into this Action. I respectfully submit this Affidavit in support of Plaintiffs' Motion for Attorneys' Fees and Expenses and for Service Payments.[1]

2. AW, along with our co-Class Counsel have vigorously and zealously represented the interests of the proposed Settlement Class from the pre-filing investigation and inception of this hard-fought litigation until the present.

3. The proposed Settlement establishes an all-cash, non-reversionary Settlement Fund of Eight Million Seven Hundred Fifty Thousand Dollars ($8,750,000.00), from which each Class

[1] Unless otherwise defined herein, capitalized words and terms used herein have the same meaning as ascribed to them in the Settlement Agreement ("Settlement Agreement" or "SA"), Section 1 (Definitions).

Member who submits a valid claim will receive a *pro rata* cash payment. The Settlement also provides meaningful prospective relief to minimize or eliminate Defendant Google LLC's ("Google's") allegedly unlawful biometric collection, storage, and use practices at issue in this case. The monetary and prospective relief provided by the Settlement fairly and adequately redresses Class Members' claims for violation of the Illinois Biometric Information Privacy Act, 740 ILCS 14/1, *et seq*. ("BIPA") against Google.

4. If approved, the Settlement will resolve this case on behalf of the Settlement Class consisting of: all Illinois residents who, while they were enrolled in a school in the State of Illinois, at any time between March 26, 2015 and the date of Preliminary Approval, had a voice model or face model created or had the Voice Match or Face Match feature enabled in their Google Workspace for Education or G Suite for Education (together, "GWFE") account. The Settlement avoids numerous risks of non-recovery posed by continued litigation and provides meaningful monetary and non-monetary relief to Class Members.

5. The Settlement is the product of an in-depth pre-filing investigation that began in 2019, five years of hard-fought litigation, and comprehensive discovery.

6. Class Counsel invested an enormous amount of time and significant monetary resources, as well as their experience and expertise in litigating these types of class actions, into investigating and litigating the claims, and negotiating the Settlement.

7. The Settlement represents the culmination of more than five years of litigation and extensive arm's-length negotiations, which included a full-day mediation session and multiple follow-up negotiation calls with a well-respected neutral, Hon. Stuart E. Palmer (Ret.).

8. I believe that the proposed Settlement to be fair, reasonable, and adequate, and in the best interests of the proposed Settlement Class.

9. In my opinion, the Settlement is an excellent outcome for the Settlement Class in light of the substantial benefits provided by the Settlement—including the $8,750,000.00 non-reversionary cash Settlement Fund from which all Class Members are entitled to receive a pro rata share, without the need to wait for the litigation and subsequent appeals to run their course.

HISTORY OF THE LITIGATION AND CLASS COUNSEL'S EFFORTS ON BEHALF OF THE CLASS

10. In this putative class action, Plaintiffs allege that Google created, collected and stored Biometric Data (*i.e.,* "face templates" or "scans of face geometry" as well as "voiceprints" and various other forms of personally identifying information) pertaining to Class Members when they used their Google Workspace for Education ("GWFE") accounts, and did so without providing sufficient notice and obtaining the required consent in violation of BIPA.

11. Class Counsel conducted comprehensive pre- and post-filing investigations concerning the factual and legal issues underlying the case. These efforts included:

- Researching the nature of Google's business, technologies, consumer-privacy practices, and public statements, both in general and specifically in the context of GWFE;
- Interviewing dozens of individuals in Illinois who used or created a GWFE account, including any disclosures they received or agreed to during the process, and their experience using "G Suite for Education" platform;
- Inspecting and analyzing these consumers' ChromeBooks and GWFE accounts, and various records reflecting their use of GWFE, among other interactions with Google;
- Researching and analyzing Google's technology used in connection with GWFE, including registered patents, patent applications, various papers, and public statements by the company concerning the service and its technology;
- Performing an in-depth analysis of the various versions of Google's Privacy Policy, Terms of Service, and other publicly accessible documents available to ChromeBook users during the statutory period;
- Researching the relevant law and examining the pertinent facts to assess the merits of potential BIPA claims against Google and defenses that Google might assert thereto;
- Reviewing pieces of proposed legislation and related legislative materials under consideration by the Illinois legislature during the statutory period, including Senate Bill 2979 (signed into law Aug. 2, 2024), as well as lobbying efforts related thereto, and assessing the likelihood that BIPA would be amended in a manner that would affect Plaintiffs' and putative class members' rights on a retroactive basis, including their ability to pursue claims or recover statutory damages.

12. As a result of these investigations, Plaintiffs were able to prepare pleadings, and to engage in motion practice and conduct discovery against Google aimed at maximizing the likelihood of class certification and recovering meaningful class-wide relief.

13. On November 19, 2020, H.K. and J.C., through their father and legal guardian Clinton Farwell, first filed this putative class action in the Circuit Court for the 9th Judicial District, McDonough County Circuit Court of the State of Illinois, alleging claims for damages and other remedies based on alleged violations of BIPA, violations of California's Unfair Competition Law ("UCL"), Cal. Bus. & Prof. Code § 17200, predicated on violation of the federal Children's Online Privacy Protection Act ("COPPA"), 15 U.S.C. § 501, *et seq*., in connection with Google's ChromeBooks and its "G Suite for Education" platform (the "H.K. State Action"). Google filed a Notice of Removal of the Action to the United States District Court for the Central District of Illinois (Rock Island Division) on April 20, 2021 (*H.K. et al. vs. Google LLC*, Case No. 1:21-cv-01122-SLD-JEH) ("H.K. Federal Action") ECF No. 1.

14. On May 27, 2021, Google filed a motion to dismiss the H.K. Federal Action (ECF No. 11); thereafter, on July 1, 2021, Plaintiffs filed a First Amended Class Action Complaint, which added Plaintiff M.W., through her mother and legal guardian Elizabeth Whitehead. ECF No. 14. On August 2, 2021, Google moved to dismiss the First Amended Class Action Complaint, asserting the Plaintiffs failed to state a claim under BIPA and that their BIPA claims were preempted by COPPA and SOPPA. ECF No. 16. Plaintiffs opposed the motion to dismiss (ECF No. 18), to which Google filed a Reply on April 1, 2022. ECF No. 20. On March 31, 2022, the District Court in the H.K. Federal Action denied and granted, in part, the Motion to Dismiss Plaintiffs' First Amended Complaint, specifically dismissing claims for those class members under the age of 13 pursuant to COPPA preemption. ECF No. 20.

15. On May 3, 2022, after extensive meet and confer, the Parties filed a Joint Discovery Plan and thereafter commenced discovery. ECF No. 24. On May 31, 2022, Google filed its Answer and Affirmative Defenses and later amended it on June 21, 2022. ECF Nos. 26, 30. Google submitted its Initial Disclosures on October 28, 2022.

16. On November 2, 2022, Plaintiffs filed a motion for partial remand (ECF No. 32), seeking to sever Plaintiffs' section 15(a) claim and remand it to the Circuit Court of the Ninth Judicial Circuit, McDonough Court, which Google opposed on November 16, 2022.

17. While the Plaintiffs' motion for remand was pending, the Parties continued discovery efforts. On January 10, 2023, Plaintiffs served detailed requests for production of documents and interrogatories, to which Defendant responded. Google also provided a partial production of documents but refused to produce further material in response to Plaintiffs' requests for production without entry of a protective order. The Parties were unable to reach agreement on the terms of a protective order covering Defendant's technology and Plaintiffs' and class members' personally identifiable information. On May 26, 2023, Plaintiffs filed a Motion for Protective Order (ECF No. 35), which Google opposed on June 9, 2023. ECF No. 36. The Court held a hearing on June 28, 2023 (ECF No. 38) giving direction to the Parties to resolve their differences. Again, the Parties could not do so and filed a joint motion to ask the Court to resolve their remaining differences. ECF No. 40. During this time, Plaintiffs continued their factual investigation of the claims.

18. On August 21, 2023, the District Court in the H.K. Federal Action entered an order on Plaintiffs' motion to remand in which it severed and remanded certain of Plaintiffs' causes of action to the Circuit Court of the Ninth Judicial Circuit, McDonough County. The Parties then stipulated after negotiation to remand all remaining causes of action in the H.K. Federal Action to the Circuit of the Ninth Judicial Circuit, McDonough County, and consolidate with the cause of action that was remanded by the District Court in the H.K. Federal Action.

19. On October 31, 2023, the Parties informed the Court that they had reached an agreement in principle concerning a settlement of the Action and were in the process of finalizing a settlement agreement and requested that the Court stay deadlines, further discovery, and motion practice to allow those negotiations to continue. ECF No. 46. The Court extended the stay several times.

SETTLEMENT NEGOTIATIONS AND MEDIATION

20. The Parties engaged in extensive, arm's-length negotiations for more than one year, including a mediation session and numerous additional discussions facilitated by the Honorable Stuart E. Palmer (Ret.), former Justice of the Illinois Appellate Court and Judge of the Circuit Court of Cook County, Illinois. Judge Palmer has extensive experience in mediating class actions, including those alleging violations of BIPA.

21. Prior to finalizing the Settlement, Plaintiffs' counsel obtained and reviewed discovery pertaining to the merits of Plaintiffs' claims and Google's defenses, Google's business practices with respect to GWFE, issues of class certification, and the size and scope of a potential class. Thus, before entering the Settlement, Plaintiffs had a thorough understanding of the composition of the Settlement Class, the nature of Google's defenses on the merits, the likely nature of arguments that would be advanced at class certification, summary judgment, and trial, the complex technical issues surrounding the claims and defenses, and potential injunctive relief.

22. On September 20, 2022, the Parties engaged in an all-day mediation session with Judge Palmer of JAMS, with both sides represented by experienced counsel who negotiated in earnest for their clients. The Parties submitted and exchanged confidential mediation statements detailing their respective views of the case and positions on settlement prior to commencement of mediation. After the mediation, the Parties had multiple extensive follow-up discussions mediated by Judge Palmer.

23. Over the course of many months, the Parties also participated in numerous phone conferences during which the myriad detailed terms of the Settlement were negotiated. This process extended for months, included several iterations and revisions of written proposals and counter proposals, and discussions with Google's in-house counsel and consultations with experts. Numerous drafts and redlines of the Settlement Agreement and its many exhibits were exchanged, followed by lengthy discussions between the Parties and negotiations about a multitude of issues. The Settlement was not finally consummated until June 14, 2024.

24. The Parties also negotiated the logistics and substance of the notice and administration plan. Plaintiffs' counsel obtained bids from well-established, experienced, and highly regarded class action notice and administration firms. After reviewing and comparing costs among multiple proposals, and obtaining further follow-up information from each potential administrator, the Parties agreed to engage Postlethwaite & Netterville, APAC ("P&N") to serve as Settlement Administrator (P&N has since merged with the nationwide and high-ranking accounting firm of Eisner Ampner), subject to the Court's approval.

25. In my opinion, Plaintiffs maximized the amount that would be available to the Class by minimizing the notice and administration costs, while ensuring that the notice and administration plan complied with all rules, guidelines, and due process requirements.

26. Further, Plaintiffs worked closely with P&N to ensure that the content and form of all notice-related materials and other Settlement documents (as well as the Settlement Website) are consistent with the terms of the Settlement, comply with due process and applicable law, and are easily understood by Class Members.

PRELIMINARY APPROVAL AND IMPLEMENTATION OF NOTICE PLAN

27. After the lengthy process of finalization of the Settlement Agreement and its many exhibits, on October 25, 2024, Class Counsel filed a motion for preliminary approval of class action settlement, supported by declarations of Class Counsel and P&N.

28. At the preliminary approval hearing, given the possibility of minors in the Class, the Court appointed a Guardian Ad Litem to review and comment on the proposed Settlement, prior to the Court entering preliminary approval. Shortly thereafter, in December 2024, Emily Sutton, Esq. was appointed Guardian Ad Litem. The Parties met and conferred with the Guardian Ad Litem, supplied her with information concerning the proposed class settlement, answered her questions, and worked to prepare an amendment and revised exhibits to the Settlement Agreement which reflected the Guardian Ad Litem's input.

29. These revisions modified the Claim Form and Notice documents to clarify for Class Members and parents or guardians of minor Class Members how payments for minor's claims will be distributed and how they should be used solely for the benefit of such minors. The Guardian Ad Litem filed a report with the Court supporting approval of the Settlement, as modified, which the Court preliminarily approved.

30. The Court preliminarily approved the Settlement on May 15, 2025, and a final fairness hearing is scheduled for October 14, 2025. *See* Order Granting Preliminary Approval of Class Action Settlement (May 15, 2025).

31. After the Court preliminarily approved the Settlement, the Parties continued to work with the Settlement Administrator to supervise dissemination of Notice to Class Members. These efforts included review and drafting of the language and format of the Settlement Website and the language and format of the Class Notice forms.

32. Under the Settlement Agreement's Notice Plan, based on my on-going supervision of the activities of P&N, direct, publication, and Internet Notice of the Settlement was disseminated to potential Class Members.

33. After the entry of the Preliminary Approval Order, the Settlement Administrator delivered Notice via email (with a link to a Spanish language version) to all potential Class Members identified by Google. The Notice also was disseminated via a robust print and digital notice program. The Settlement Website (www.GoogleEducationBIPASettlement.com) with the Claim Form, Long Form Notice, and all relevant case information was deployed prior to the Notice Date. The website allows Class Members to submit Claim Forms electronically, and to obtain copies of the Claim Form and relevant Motions, Orders, and pleadings. Additionally, a toll-free number, email, and physical mailing address are available for Class Members to contact the Settlement Administrator.

THE REQUESTED SERVICE PAYMENTS AND FEE AND EXPENSE AWARD

34. Class Counsel, in Plaintiffs' Motion for Attorneys' Fees and Expenses and for Service Payments filed concurrently herewith, have applied for a Fee and Expense Award equal to 40% of the Settlement Fund ($3,500,000.00), and a Service Payment of ($5,000.00) for each of the two Class Representatives (for a total of $10,000.00).

35. As explained herein, Class Counsel invested an enormous amount of time and significant resources, monetary and otherwise, investigating and litigating the claims and also negotiating the Settlement.

36. Despite the risks of non-recovery to the Class and of non-payment to Class Counsel described above, both at the outset and for the duration of the litigation, Class Counsel nevertheless expended substantial attorney time (thousands of hours) and out-of-pocket expenses (hundreds of thousands of dollars) investigating, prosecuting, and resolving the claims alleged in this case without any guarantee of reimbursement.

37. I expect AW and other co-Class Counsel to maintain a high level of oversight and involvement in this case, and will continue to expend significant attorney time given the future work still needed for completion of the Settlement, including: preparing and filing final approval papers, attending the final approval hearing, responding to Class Member inquiries or challenges, responding to any requests for exclusion or objections, addressing any appeals, and working with Defendant and the Settlement Administrator on the distribution of benefits to the Class.

38. In my opinion, Class Counsel's requested fee award is justified given the exceptional monetary and non-monetary relief provided by the Settlement, consistent with Illinois law and fee awards granted in other cases in Illinois courts, and reasonable given the substantial time, costs, and resources committed by Class Counsel into this five-plus years litigation.

39. I am informed and believe that the Class Representatives participated in the ongoing investigations of the facts related to the action and participated in the preparation of certain pleadings, participated in the litigation, reviewed certain pleadings and court filings, consulted with Class Counsel, and participated in the settlement process.

40. In my opinion, the Class Representatives here are each well-deserving of a modest $5,000 Service Payment given their vital role. Each contributed time and effort in pursuing the claims on behalf of the Class—exhibiting a willingness to participate and undertake the responsibilities and risks attendant with bringing a representative action.

AHDOOT & WOLFSON, PC FIRM EXPERIENCE

41. At all times, AW had the experience, expertise, and resources to effectively litigate any all issues related to this litigation.

42. In March 1998, Tina Wolfson and I founded Ahdoot & Wolfson, PC ("AW"), now a nationally recognized law firm that specializes in complex and class action litigation, with a focus on privacy rights, consumer fraud, anti-competitive business practices, employee rights, defective products, civil rights, and taxpayer rights. The attorneys at AW are experienced litigators who have often been appointed by state and federal courts as lead class counsel, including in multidistrict litigation. In over two decades of its successful existence, AW has successfully vindicated the rights of millions of class members in protracted, complex litigation, conferring hundreds of millions of dollars to the victims, and affecting real change in corporate behavior. The firm's resume is attached hereto as **Exhibit 1.**

43. AW has been on the cutting-edge of privacy litigation since the late 1990s, when its attorneys successfully advocated for the privacy rights of millions of consumers against major financial institutions based on the unlawful compilation and sale of detailed personal financial data to third-party telemarketers without consumers' consent. While such practices later became the subject of Gramm-Leach-Bliley Act regulation, they were novel and hidden from public scrutiny at the time AW was prosecuting them. Our work shed light on how corporations and institutions collect, store, and monetize mass data, leading to governmental regulation. AW has been at the forefront of privacy-related litigation since then

44. AW has been appointed lead counsel in numerous complex consumer class actions. The following matters, however, are some more recent examples of class actions that AW has litigated to conclusion or are currently litigating on behalf of clients - either as class counsel,

proposed class counsel or members of a Court appointed Plaintiff Steering Committee:

- In *Rivera v. Google LLC*, No. 2019-CH-00990 (Ill Cir. Ct.) (Hon. Anna M. Loftus), a class action arising from Google's alleged illegal collection, storage, and use of the biometrics of individuals who appear in photographs uploaded to Google Photos in violation of the Illinois Biometric Information Privacy Act, 740 ILCS 14/1, *et seq.* ("BIPA"), AW achieved a settlement that establishes a $100 million non-reversionary cash settlement fund and changes Google's biometric privacy practices for the benefit of class members.

- As co-lead counsel in the *Experian Data Breach Litigation*, No. 8:15-cv-01592-AG-DFM (C.D. Cal.) (Hon. Andrew J. Guilford), which affected nearly 15 million class members, AW achieved a settlement conservatively valued at over $150 million. Each class member is entitled to two years of additional premium credit monitoring and ID theft insurance (to begin whenever their current credit monitoring product, if any, expires), plus monetary relief (in the form of either documented losses or a default payment for non-documented claims). Experian also provided robust injunctive relief. Judge Guilford praised counsel's efforts and efficiency in achieving the settlement, commenting "You folks have truly done a great job, both sides. I commend you."

- As co-lead counsel in the *Zoom Video Communications, Inc. Privacy Litigation*, No. 5:20-cv-02155 (N.D. Cal.) (Hon. Laurel Beeler), a nationwide class action alleging privacy violations from the collection of personal information through third-party software development kits and failure to provide end to end encryption, AW achieved an $85 million nationwide class settlement that also included robust injunctive relief overhauling Zoom's data collection and security practices.

- As an invaluable member of a five-firm Plaintiffs' Steering Committee ("PSC") in the *Premera Blue Cross Customer Data Sec. Breach Litigation*, No. 3:15-cv-02633-SI (D. Or.) (Hon. Michael H. Simon), arising from a data breach disclosing the sensitive personal and medical information of 11 million Premera Blue Cross members, AW was instrumental in

litigating the case through class certification and achieving a nationwide class settlement valued at $74 million.

- Similarly, in the *U.S. Office of Personnel Management Data Security Breach Litigation*, No. 1:15-mc-1394-ABJ (D.D.C.) (Hon. Amy Berman Jackson), AW, as a member of the PSC, briefed and argued, in part, the granted motions to dismiss based on standing, briefed in part the successful appeal to the D.C. Circuit, and had an important role in reaching a $63 million settlement.

- In *The Home Depot, Inc., Customer Data Sec. Breach Litigation*, No. 1:14-md-02583-TWT (N.D. Ga.) (Hon. Thomas W. Thrash Jr.), AW served on the consumer PSC and was instrumental in achieving a $29 million settlement fund and robust injunctive relief for the consumer class.

- AW's efforts have shaped data privacy law precedent. As lead counsel in *Remijas v. Neiman Marcus Group, LLC*, No. 14-cv-1735 (N.D. Ill.) (Hon. Sharon Johnson Coleman), AW's attorneys successfully appealed the trial court's order granting a motion to dismiss based on lack of Article III standing. The Seventh Circuit's groundbreaking opinion, now cited in every privacy case standing brief, was the first appellate decision to consider the issue of Article III standing in data breach cases in light of the Supreme Court's decision in *Clapper v. Amnesty International USA*, 568 U.S. 398 (2013) and concluded that data breach victims have standing to pursue claims based on the increased risk of identity theft and fraud, even before that theft or fraud materializes in out-of-pocket damages. *Remijas v. Neiman Marcus Group, LLC*, 794 F.3d 688 (7th Cir. 2015).

- In *Alvarez v. Sirius XM Radio Inc.*, No. 2:18-cv-08605-JVS-SS (C.D. Cal.) (Hon. James V. Selna), a breach of contract class action alleging that defendant did not honor its lifetime subscriptions, AW achieved a nationwide class action settlement conservatively valued at approximately $420 million. The settlement extended the promised lifetime subscription for the lifetime of class members who have active accounts, and it provided the opportunity for class members with closed accounts to reactivate their accounts and enjoy a true lifetime subscription

or recover $100. The district court had granted the motion to compel arbitration on an individual basis, and AW appealed. AW reached the final deal points of the nationwide class action settlement literally minutes prior to oral argument in the Ninth Circuit.

- In *Eck v. City of Los Angeles*, No. BC577028 (Cal. Super. Ct.) (Hon. Ann I. Jones), AW achieved a $295 million class settlement in a case alleging that an 8% surcharge on Los Angeles electricity rates was an illegal tax. Final settlement approval was affirmed on appeal in October 2019.

- As a member of the Plaintiffs' Executive Committee in the *Apple Inc. Device Performance Litigation*, No. 5:18-md-2827-EJD (N.D. Cal.) (Hon. Edward J. Davila), AW helped achieve a nationwide settlement of $310 million minimum and $500 million maximum. The case arose from Apple's alleged practice of deploying software updates to iPhones that deliberately degraded the devices' performance and battery life.

- In *Kirby v. McAfee, Inc.*, No. 5:14-cv-02475-EJD (N.D. Cal.) (Hon. Edward J. Davila), a case arising from McAfee's auto renewal and discount practices, AW and co-counsel achieved a settlement that made $80 million available to the class and required McAfee to notify customers regarding auto-renewals at an undiscounted subscription price and change its policy regarding the past pricing it lists as a reference to any current discount.

- In *Lavinsky v. City of Los Angeles*, No. BC542245 (Cal. Super. Ct.) (Hon. Ann I. Jones), a class action alleging the city unlawfully overcharged residents for utility taxes, AW certified the plaintiff class in litigation and achieved a $91 million class settlement.

45. Thus, AW has decades of experience in the prosecution of class actions and, in particular, class actions on behalf of consumers, and can more than adequately represent the Settlement Class.

46. The Settlement achieved in this litigation is the product of the initiative, investigations, and hard work of skilled counsel.

47. Based on my experience and my knowledge regarding the factual and legal issues in this matter, and given the substantial benefits provided by the Settlement, it is my opinion that

the proposed Settlement in this matter is fair, reasonable, and adequate, and is in the best interests of the Settlement Class Members.

Pursuant to 28 U.S.C. § 1746, and the laws of the State of Illinois, I declare under penalty of perjury that the foregoing is true and correct. Executed on August 18, 2025 in Los Angeles, California.

Robert R. Ahdoot

EXHIBIT 1

Ahdoot & Wolfson (AW) is a nationally recognized law firm, founded in 1998. We specialize in class action litigation, with a focus on unfair and anticompetitive business practices, antitrust, data privacy cases, consumer fraud, employee rights, defective products, and civil rights. Our attorneys are experienced litigators who are regularly appointed by federal and state courts as lead class counsel, including in multidistrict litigation. We have successfully vindicated the rights of millions of class members in complex litigation, securing billions of dollars for victims, and effecting real change in corporate behavior.

Data Privacy Class Actions

Shortly after founding AW, we prosecuted major financial institutions for unlawfully compiling and selling the detailed financial data of millions of consumers to third-party telemarketers, exposing corporate practices that later became the subject of Gramm-Leach-Bliley Act regulation. We continue to bring trail-blazing privacy-related class actions and have won numerous issues of first impression at the trial and appellate levels.

For example, in ***Remijas v. Neiman Marcus Grp., LLC***, 794 F.3d 688 (7th Cir. 2015), we singlehandedly won the seminal appellate opinion on Article III standing based on imminent future harm.

We have also achieved some of the largest monetary settlements in the data privacy space, and overhauled corporate practices with respect to data protection and consumer autonomy.

As co-lead counsel in the ***Experian Data Breach Litigation***, No. 8:15-cv-01592 (C.D. Cal.) (Hon. Andrew J. Guilford), for example, which affected nearly 15 million class members, we achieved a $150 million settlement with robust injunctive relief that significantly upgraded Experian's cybersecurity practices. Judge Guilford praised counsel's efforts and efficiency in achieving the settlement, commenting "You folks have truly done a great job, both sides. I commend you."

In ***Rivera v. Google LLC***, No. 2019-CH-00990 (Ill. Cir. Ct.)(Hon. Anna M. Loftus), a class action arising from Google's alleged illegal collection, storage, and use of the biometrics of individuals who appear in photographs uploaded to Google Photos in violation of the Illinois Biometric Information Privacy Act, 740 ILCS 14/1 *et seq.*, we obtained a settlement that establishes a $100 million non-reversionary cash settlement fund and changed Google's biometric privacy practices.

We are co-lead counsel in ***In re loanDepot Data Breach Litigation,*** No. 8:24-cv-00136 (C.D. Cal.) (Hon. David O. Carter), a data breach case stemming from loanDepot's disclosure of the

personally identifiable information of more than 16 million individuals. We reached a class action settlement valued at over $98.5 million, which is currently pending final approval.

As co-lead counsel in the ***Zoom Video Communications, Inc. Privacy Litigation***, No. 5:20-cv-02155 (N.D. Cal.) (Hon. Laurel Beeler), a nationwide class action alleging privacy violations from the collection of personal information through third-party software development kits and failure to provide end-to-end encryption, AW achieved an $85 million nationwide class settlement that also included robust injunctive relief overhauling Zoom's data collection and security practices.

As an invaluable member of a five-firm Plaintiffs' Steering Committee in the ***Premera Blue Cross Customer Data Sec. Breach Litigation***, No. 3:15-cv-02633 (D. Or.) (Hon. Michael H. Simon), arising from a data breach disclosing the sensitive personal and medical information of 11 million Premera Blue Cross members, we were instrumental in litigating the case through class certification and achieving a nationwide class settlement valued at $74 million.

As co-lead counsel in ***Google Location History Litigation***, No. 5:18-cv-05062 (N.D. Cal.)(Hon. Edward J. Davila), we achieved a $64 million settlement in a case stemming from Google's unlawful collection and use of mobile device location information on Android and iPhone devices.

In ***The Home Depot, Inc., Customer Data Sec. Breach Litigation***, No. 1:14-md-02583 (N.D. Ga.) (Hon. Thomas W. Thrash Jr.), AW served on the consumer Plaintiffs' Steering Committee (PSC) and was instrumental in achieving a $29 million settlement fund and robust injunctive relief for the consumer class.

AW has successfully resolved numerous other data breach class actions, including *In re* ***Ambry Genetics Data Breach Litigation***, No. 8:20-cv-00791 (C.D. Cal.) (Hon. Cormac J. Carney)(as court-appointed co-lead counsel, AW achieved a data breach settlement valued at over $20 million, including a $12.25 million common fund, for the benefit of over 225,000 class members); ***Cochran, et al. v. The Kroger Co., et al.***, No. 5:21-cv-01887 (N.D. Cal.) (Hon. Edward J. Davila) (AW achieved a nationwide settlement that provides a $5 million non-reversionary fund); ***Harbour et al. v. California Health & Wellness Plan et al.***, No. 5:21-cv-03322 (N.D. Cal.) (Hon. Edward J. Davila) (AW achieved a $10 million common fund settlement in medical data privacy case); and ***Ring LLC Privacy Litigation***, No. 2:19-cv-10899 (C.D. Cal.) (Hon. Michael W. Fitzgerald) (as court-appointed co-lead class counsel, AW secured injunctive relief on a class-wide basis even after the court issued an order compelling arbitration).

In addition to extensive accomplishments in data privacy, AW also holds a number of prominent leadership roles in the field. For example:

Ms. Wolfson was appointed to serve, after competing applications, as interim co-lead counsel in ***In re GEICO Customer Data Breach Litigation***, No. 1:21-cv-02210 (E.D.N.Y.) (Hon. Sanket J. Bulsara), a class action brought under the Driver's Privacy Protection Act and

negligence laws, arising from GEICO's unauthorized disclosure of driver's license numbers through its website.

AW also currently serves on the PSC in ***Am. Med. Collection Agency, Inc., Customer Data Sec. Breach Litigation,*** No. 2:19-md-2904 (D.N.J.)(Hon. Madeline Cox Arleo), a class action arising out of a medical data breach that disclosed the personal and financial information of over 20 million patients, as well as many other data breach class actions.

As a member of the Plaintiffs' Steering Committee in *the* ***U.S. Office of Personnel Management Data Security Breach Litigation***, No. 1:15-mc-01394 (D.D.C.)(Hon. Amy Berman Jackson), we helped achieve a $63 million settlement in a case alleging that the Office of Personnel Management and its contractor, Peraton, compromised the information of employees, contractors, and applicants for federal employment.

AW has also served as plaintiffs' counsel in consumer privacy rights cases involving the right to control the collection and use of biometric information, successfully opposing dispositive motions based on Article III standing. *See, e.g.*, ***Rivera v. Google LLC***, No. 19-CH-00990 (Ill. Cir. Ct.)(Hon. Anna M. Loftus); ***Miracle-Pond v. Shutterfly, Inc***., No. 19-CH-07050 (Ill. Cir. Ct.)(Hon. Raymond W. Mitchell); ***Acaley v. Vimeo, Inc***., No. 1:19-cv-7164 (N.D. Ill.) (Hon. Matthew F. Kennelly).

Other Notable Cases

AW has a proven track record in other consumer-oriented class actions, as well. We have achieved some of the largest monetary settlements in the consumer protection space, including in cases involving sophisticated technological issues. We have also developed a robust and rapidly growing antitrust practice, bringing our same tenacity and legal acumen to cases involving price-fixing, market allocation, monopolistic conduct, and other anticompetitive schemes.

As a member of the Plaintiffs' Executive Committee in the ***Apple Inc. Device Performance Litigation***, No. 5:18-md-2827 (N.D. Cal.) (Hon. Edward J. Davila), we helped achieve a nationwide $500 million settlement in a case alleging Apple deployed software updates to iPhones that deliberately degraded the devices' performance and battery life.

In ***Eck v. City of Los Angeles***, No. BC577028 (Cal. Super. Ct.)(Hon. Ann I. Jones), we achieved a $295 million class settlement in a case alleging that an 8% surcharge on Los Angeles electricity rates was an illegal tax.

In ***Alvarez v. Sirius XM Radio Inc.***, No. 2:18-cv-08605 (C.D. Cal.) (Hon. James V. Selna), a breach of contract class action alleging that defendant did not honor its lifetime subscriptions, we obtained a $420 million nationwide class action settlement even after the district court had granted the motion to compel arbitration.

In ***Kirby v. McAfee, Inc.***, No. 5:14-cv-02475 (N.D. Cal.) (Hon. Edward J. Davila), a case arising from McAfee's auto-renewal and discount practices, we and co-counsel achieved a

settlement that made $80 million available to the class and required McAfee to make disclosures and policy changes.

In the ***Dental Supplies Antitrust Litigation***, No. 1:16-cv-00696 (E.D.N.Y.) (Hon. Brian M. Cogan), a class action alleging an anticompetitive conspiracy among three dominant dental supply companies in the United States, we served on the plaintiffs' counsel team, who achieved an $80 million cash settlement for the benefit of a class of approximately 200,000 dental practitioners, clinics, and laboratories.

In ***Lavinsky v. City of Los Angeles***, No. BC542245 (Cal. Super. Ct.) (Hon. Ann I. Jones), a class action alleging the city unlawfully overcharged residents for utility taxes, we certified the plaintiff class in litigation and then achieved a $51 million class settlement.

As co-lead counsel in ***Berman v. General Motors, LLC***, No. 2:18-cv-14371 (S.D. Fla.) (Hon. Robin L. Rosenberg) (vehicle oil consumption defect class action), we achieved a $40 million settlement.

AW was selected to serve as interim co-lead class counsel in the ***StubHub Refund Litigation***, No. 4:20-md-02951 (N.D. Cal.) (Hon. Haywood S. Gilliam, Jr.). This consolidated multidistrict litigation alleges that StubHub retroactively changed its policies for refunds for cancelled or rescheduled events as a result of the Covid-19 pandemic and refused to offer refunds despite promising consumers 100% of their money back if events are cancelled. In appointing Ms. Wolfson, Judge Gilliam noted that while competing counsel were qualified, her team "proposed a cogent legal strategy," "a process for ensuring that counsel work and bill efficiently" and "demonstrated careful attention to creating a diverse team."

In ***Clark v. American Honda Motor Co., Inc***., No. 2:20-cv-03147 (C.D. Cal.) (Hon. André Birotte Jr.), Ms. Wolfson serves as co-lead counsel in a class action arising from unintended and uncontrolled deceleration in certain Acura vehicles. In selecting Ms. Wolfson from competing applications, Judge Birotte noted: "The Court believes that Ms. Wolfson brings particular attention to the virtues of collaboration, efficiency, and cost-containment which strike the Court as especially necessary in a case such as this. Ms. Wolfson's appointment as Co-Lead also brings diversity to the ranks of attorneys appointed to such positions: such diversity is not simply a 'plus factor' but the Court firmly believes that diverse perspectives improve decision-making and leadership."

Ms. Wolfson currently serves as co-lead counsel on behalf of advertisers in ***In re Google Digital Advertising Antitrust Litigation***, No. 21-md-03010 (S.D.N.Y.) (Hon. P. Kevin Castel), prosecuting Google's alleged anticompetitive conduct and monopolization of the online digital advertising market. In appointing Ms. Wolfson, Judge Castel noted that Ms. Wolfson was well-equipped to "ensure the smooth, efficient and just prosecution of claims."

In ***Klein v. Meta Platforms, Inc.***, No. 3:20-cv-08570 (N.D. Cal.) (Hon. James Donato), Ms. Wolfson serves on the Executive Committee for the digital advertiser plaintiff class in a class action alleging that Meta (formerly Facebook) engaged in anticompetitive conduct to stifle and/or acquire competition to inflate the cost of digital advertising on its social media platform.

ATTORNEY PROFILES

Founding Members

Robert Ahdoot graduated from Pepperdine Law School *cum laude* in 1994, where he served as Literary Editor of the Pepperdine Law Review. Mr. Ahdoot clerked for the Honorable Paul Flynn at the California Court of Appeals before beginning his career as a civil litigator at the Los Angeles office of Mendes & Mount, LLP, where he defended large corporations and syndicates such as Lloyds of London in complex environmental and construction-related litigation, as well as a variety of other matters. Since co-founding AW in 1998, Mr. Ahdoot has led numerous class actions to successful results. Recognized for his deep class action experience, Mr. Ahdoot frequently lectures on numerous class action topics across the country. His notable speaking engagements include:

- Mass Torts Made Perfect: Speaker Conference, April 2019, Las Vegas: "Legal Fees: How Companies and Governments Charge the Public, and How You Can Fight Back."
- HarrisMartin: Lumber Liquidators Flooring Litigation Conference, May 2015, Minneapolis: "Best Legal Claims and Defenses."
- Bridgeport: 15th Annual Class Action Litigation Conference, September 2014, San Francisco: "The Scourge of the System: Serial Objectors."
- Strafford Webinars: Crafting Class Settlement Notice Programs: Due Process, Reach, Claims Rates and More, February 2014: "Minimizing Court Scrutiny and Overcoming Objector Challenges."
- Pincus: Wage & Hour and Consumer Class Actions for Newer Attorneys: The Do's and Don'ts, January 2014, Los Angeles: "Current Uses for the 17200, the CLRA and PAGA."
- Bridgeport: 2013 Class Action Litigation & Management Conference, August 2013, San Francisco: "Settlement Mechanics and Strategy."

Tina Wolfson is a founding partner at AW. She graduated from Harvard Law School *cum laude* in 1994. Ms. Wolfson began her civil litigation career at the Los Angeles office of Morrison & Foerster, LLP, where she defended major corporations in complex actions and represented indigent individuals in immigration and deportation trials as part of the firm's pro bono practice. She then gained further invaluable litigation and trial experience at a boutique firm, focusing on representing plaintiffs on a contingency basis in civil rights and employee rights cases. Since co-founding AW in 1998, Ms. Wolfson has led numerous class actions to excellent results. She is a member of the California, New York, and District of Columbia Bars.

A leading voice in the class action bar, Ms. Wolfson frequently lectures on numerous class action topics across the country and was invited by former opposing counsel to teach as a guest lecturer on class actions at the University of California at Irvine Law School. Her recent notable speaking engagements include:

- Class Action Mastery Forum at the University of San Diego School of Law: March 2024 (Consumer Class Actions, featuring Hon. Jinsook Ohta); March 2020 (Consumer Class Actions, featuring Hon. Lucy H. Koh, Hon. Edward M. Chen, and Hon. Fernando M. Olguin); January 2019 (Data Breach/Privacy Class Action).
- Association of Business Trial Lawyers: "Navigating Class Action Settlement Negotiations and Court Approval: A Discussion with the Experts," Los Angeles May 2017, featuring Hon. Philip S. Gutierrez and Hon. Jay C. Gandhi.
- CalBar Privacy Panel: "Privacy Law Symposium: Insider Views on Emerging Trends in Privacy Law Litigation and Enforcement Actions in California," Los Angeles, March 2017 (Moderator), featuring Hon. Kim Dunning.
- American Conference Institute: "2nd Cross-Industry and Interdisciplinary Summit on Defending and Managing Complex Class Actions," New York, April 2016: Class Action Mock Settlement Exercise, featuring the Hon. Anthony J. Mohr.
- Federal Bar Association: N.D. Cal. Chapter "2016 Class Action Symposium," San Francisco, Dec. 2016 (Co-Chair), featuring Hon. Joseph F. Anderson, Jr. and Hon. Susan Y. Illston.
- Federal Bar Association: "The Future of Class Actions: Cutting Edge Topics in Class Action Litigation," San Francisco, Nov. 2015 (Co-Chair & Faculty), featuring Hon. Jon S. Tigar and Hon. Laurel Beeler.

Ms. Wolfson has served as a Ninth Circuit Lawyer Representative for the Central District of California, as Vice President of the Federal Litigation Section of the Federal Bar Association, as a member of the American Business Trial Lawyer Association, and as a participant/panelist at the Bolch Judicial Institute Conferences at Duke Law School and the Institute for the Advancement of the American Legal System at the University of Denver. She currently serves on the Executive Committee for the Ninth Circuit Judicial Conference, on the magistrate judge Merit Selection Panel for the Central District of California, and on the Board of Public Justice.

Partners

Melissa Clark is a partner at AW. She has dedicated her career to representing plaintiffs in complex class actions, with experience spanning privacy, antitrust, consumer protection, securities, and civil rights litigation.

Ms. Clark has played a key role in cases securing over $1 billion in recoveries for class members. She brings particular experience in managing discovery in high-stakes litigation, including overseeing

offensive discovery and ESI issues in the *Equifax* data breach litigation and *Apple* iPhone throttling litigation. Ms. Clark graduated from Tulane Law School in 2007, where she was a member of the Moot Court Board. In 2005, she was a visiting law student at UC Berkeley School of Law, serving as an editor of the *California Law Review* and earning High Honors in Securities and Class Action Litigation.

In addition to her legal practice, Ms. Clark is actively involved in The Sedona Conference® Working Group 11 on Data Security and Privacy Liability. Ms. Clark served as an editor of the Sedona Conference's *US Biometric Systems Privacy Primer* and is currently on the drafting team for its *Online Tracking* publication.

Ms. Clark's work has been recognized by numerous professional organizations. *Best Lawyers in America* has named her a "Best Lawyer" in Mass Tort Litigation / Class Actions on two occasions. *The Legal 500* has recognized her as both a "Next Generation Partner" and a "Recommended Lawyer" in Dispute Resolution: e-Discovery. *Benchmark Litigation* twice named her to its "40 & Under Hot List" of "the best and brightest" lawyers. She has been honored as a "Notable Woman in Law" by *Crain's New York Business*. And *New York Super Lawyers* named her a "Rising Star" each year from 2011-2024, and a "Super Lawyer" in 2025.

Andrew W. Ferich is admitted to the bars of Pennsylvania, New Jersey, and the District of Columbia. Mr. Ferich received his law degree from Villanova University's Charles Widger School of Law in 2012, where he served as Executive Editor of the *Journal of Catholic Social Thought*. Mr. Ferich has significant experience in consumer protection, data privacy, ERISA/retirement plan, and whistleblower/*qui tam* litigation. Prior to his tenure at AW, Mr. Ferich was a senior associate at a well-known Philadelphia-area class action law firm. Before joining the plaintiffs' bar, Mr. Ferich was an associate at an AmLaw 200 national litigation firm in Philadelphia, where he focused his practice on commercial litigation and financial services litigation. He has represented a wide array of clients and has received numerous court-appointed leadership positions in large class actions. Mr. Ferich possesses major jury trial experience and has assisted in litigating cases that have collectively resulted in over $100 million in settlement value in damages and injunctive relief for various classes and groups of people.

Bradley K. King is a member of the bars of California, New Jersey, New York, and the District of Columbia. Mr. King graduated from Pepperdine University School of Law in 2010, where he served as Associate Editor of the Pepperdine Law Review. He also worked as a law clerk for the California Office of the Attorney General, Correctional Law Section, Los Angeles, and was a certified law clerk for the Ventura County District Attorney's Office. Mr. King began his legal career at a boutique civil rights law firm, gaining litigation experience in a wide variety of practice areas, including employment law, police misconduct, municipal contracts, criminal defense, and premises liability. During his career at AW, Mr. King has focused on consumer class actions, with experience in privacy, product

liability, and antitrust class actions. He has served as appointed interim lead counsel and has extensive experience litigating consolidated and MDL class actions, including numerous large data breach cases that have resulted in nationwide class settlements.

Theodore W. Maya, a partner at AW, graduated from UCLA Law School in 2002 after serving as Editor-in-Chief of the *UCLA Law Review*. From July 2003 to August 2004, Mr. Maya served as Law Clerk to the Honorable Gary Allen Feess in the United States District Court for the Central District of California. Mr. Maya was also an associate with Kaye Scholer LLP for approximately eight years where he worked on a large variety of complex commercial litigation from inception through trial. Mr. Maya was named "Advocate of the Year" for 2007 by the Consumer Law Project of Public Counsel for successful pro bono representation of a victim of a large-scale equity fraud ring. Mr. Maya has extensive experience litigating all aspects of complex and consumer class actions and has successfully taken cases through trial and appeal.

Christopher Stiner has broad practice experience, having worked on finance matters at Milbank Tweed in New York early in his career, and transitioning to a litigation practice at Katten Muchin in Los Angeles several years later. Mr. Stiner graduated from Duke University Law School, where he combined his law degree with a master's degree from Johns Hopkins University, School of Advanced International Studies. Mr. Stiner also worked as a clerk for the Honorable Thomas B. Donavan in the Central District of California Bankruptcy Court.

Mr. Stiner is admitted to the bars of California and New York, and the United States District Courts for the Central and Northern Districts of California. At AW, Mr. Stiner focuses on consumer class actions, with a particular interest in finance and banking matters.

Of Counsel

Henry Kelston graduated from New York University School of Law in 1978 and is a member of the New York and Connecticut Bars. Mr. Kelston has litigated a broad array of class actions for more than two decades, including actions challenging improperly charged bank fees, unauthorized collection of biometric data, and unlawful no-poach agreements among employers. He has been on the front lines in major data breach cases against companies such as Yahoo! and Facebook, and has represented consumers in class actions challenging food labeling practices, including the use of "natural" claims on products containing GMOs. His work in *In re Conagra Foods, Inc.*, contributed to a groundbreaking decision by the Ninth Circuit Court of Appeals, significantly strengthening the rights of consumers to bring class actions. Mr. Kelston is also a frequent speaker and CLE presenter

on electronic discovery, and a member of The Sedona Conference® Working Group 1 on Electronic Document Retention and Production.

Associates

Alyssa Brown is a Senior Associate at AW. She graduated from the University of Southern California, Gould School of Law in 2014, after serving as a chair of the International Refugee Assistance Project, as the Vice President of the Student Bar Association, and as a Graduate Student Government Senator. Ms. Brown has been admitted to practice in California since 2014. During that time, she has represented a broad range of clients, including consumers, small businesses, and healthcare professionals. Ms. Brown has extensive experience handling complex cases in federal court, state court, and private arbitration. Ms. Brown's background is primarily in business litigation, with years of experience handling complex litigation. Her focus at the firm is on consumer class actions.

Deborah De Villa is an associate attorney at AW and a member of the bars of New York and California. She graduated from Pepperdine University School of Law in 2016, where she earned the CALI Excellence for the Future Award in immigration law, business planning, and commercial law. During law school, Ms. De Villa completed internships at the Los Angeles District Attorney's Office, Hardcore Gangs Unit, and at the Supreme Court of the Philippines, Office of the Court Administrator.

Born in the Philippines, Ms. De Villa moved to Florida at the age of sixteen to attend IMG Golf Academy as a full-time student-athlete. Ms. De Villa earned a scholarship to play NCAA Division 1 college golf at Texas Tech University, where she graduated *magna cum laude* with a Bachelor of Arts in Psychology and a minor in Legal Studies. Ms. De Villa has gained substantial experience litigating class actions with AW and focuses her practice on consumer protection and privacy class actions. She demonstrates leadership, a hard work ethic, and a commitment to excellence in all her endeavors.

Joshua Nguyen is an associate attorney at AW. Mr. Nguyen graduated from the University of California, Irvine School of Law, in 2024. During his time in law school, Mr. Nguyen provided legal support to a plethora of pro bono organizations, including the American Constitution Society, Elder Law & Disability Rights Center, Public Law Center, and Innocence OC. His dedication to ensuring the marginalized and indigent have access to justice earned him the UCI Pro Bono Achievement Award. Prior to joining AW, Mr. Nguyen gained litigation experience in worker's compensation, personal injury, and surety defense firms. Currently, Mr. Nguyen volunteers at the Asian Pacific American Bar Association's legal clinic, offering his expertise to help underserved communities navigate complex legal challenges. At AW, Mr. Nguyen's practice focuses on consumer class actions.

Sarper Unal is an associate attorney at AW. Mr. Unal graduated from the University of California, Irvine School of Law in 2021. Prior to joining AW, Mr. Unal gained litigation experience at a class action firm in the District of Columbia focusing on employment discrimination cases. He also clerked for the Orange County Public Defender's Office and served as an intake coordinator at the Civil Rights Litigation Clinic during law school. At AW, Mr. Unal has contributed to the firm's privacy and antitrust class actions.