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5 *Lead Attorneys for Co-Lead Plaintiff Police and Fire Retirement System of the City of Detroit and*  
 6 *Co-Lead Plaintiff Bucks County Employees' Retirement System*

7  
 8 **UNITED STATES DISTRICT COURT**  
 9 **NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

10 IN RE ALPHABET, INC., SHAREHOLDER  
 11 DERIVATIVE LITIGATION

CONSOLIDATED  
 Case No.: 3:21-cv-9388-RFL

12 **DECLARATION OF GEOFFREY M.**  
**JOHNSON IN RESPONSE TO COURT'S**  
 13 **SEPTEMBER 17, 2025 ORDER FOR**  
**SUPPLEMENTAL BRIEFING**

14 Hon. Rita F. Lin, U.S.D.J.  
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1 I, Geoffrey M. Johnson, pursuant to 28 U.S.C. §1746, declare and state as follows:

2 I am an attorney licensed in the State of Ohio and granted *pro hac vice* admission to litigate  
 3 in the above-captioned consolidated matter (the “Action”) (*see* ECF No. 22). I am a partner at  
 4 Scott+Scott Attorneys at Law LLP (“Scott+Scott” or “Plaintiffs’ Counsel”), lead counsel for Co-  
 5 Lead Plaintiffs Police and Fire Retirement System of the City of Detroit (“Detroit”) and Bucks  
 6 County Employees’ Retirement System (“Bucks County” and collectively with Detroit, the  
 7 “Plaintiffs”) in the Action. I have personal knowledge of the facts set forth herein and, if called  
 8 upon as a witness, could and would testify competently to them. I make this declaration in support  
 9 of Plaintiffs’ Motion for Attorneys’ Fees and Expenses.<sup>1</sup>

10 1. On September 17, 2025, the Court directed Plaintiffs’ Counsel to provide a  
 11 supplemental declaration breaking down attorney time into eight categories. ECF No. 116. This  
 12 declaration responds to that order, describes in detail the work undertaken by Scott+Scott in  
 13 connection with this case, and explains why the hours reported were reasonably and necessarily  
 14 expended in prosecuting this action. That breakdown is as follows:<sup>2</sup>

15 **Firm Total Lodestar Table**

| Category  | Hours    | Lodestar (\$)   | Lodestar % |
|---|----------|-----------------|------------|
| 17 1. Review and analysis of<br>18 documents from other lawsuits<br>19 (including trial transcripts,<br>20 exhibits, documents produced,<br>21 pleadings, court decisions, news or<br>commentary regarding lawsuit,<br>etc.) or attending trials or hearings<br>in other lawsuits | 17,555.9 | \$12,297,400.50 | 35.82%     |
| 22 2. Counsel’s books and records<br>23 investigation pursuant to 8 <i>Del. C.</i><br>24 §220, including review of the<br>produced records  | 252.8    | \$327,991.50    | 0.96%      |

25 <sup>1</sup> The parties have no objection, and retired U.S. District Judge Layn R. Phillips—the  
 26 mediator here—has agreed that if the Court wishes to speak with him regarding the history of the  
 27 mediation, he may be reached through his assistant, Meghan Lettington, at 949-760-5280, or via  
 email at MLettington@phillipsadr.com or LPhillips@phillipsadr.com.

28 <sup>2</sup> A more detailed lawyer-by-lawyer breakdown of each of the Court’s eight categories is  
 attached as Exhibit A.

|    |  |         |                |        |
|----|--|---------|----------------|--------|
| 1  | 3. Review and analysis of industry news or regulatory actions not associated with any specific lawsuit   | 643.2   | \$1,030,865.00 | 3.00%  |
| 2  |  |         |                |        |
| 3  |  |         |                |        |
| 4  | 4. Review and analysis of documents from any other sources   | 215.3   | \$401,082.50   | 1.17%  |
| 5  | 5. Preparation of the Complaint (exclusive of any document review)   | 9,254.9 | \$7,348,139.00 | 21.41% |
| 6  |  |         |                |        |
| 7  | 6. General case strategy and research (exclusive of any document review)   | 6,263.4 | \$7,995,659.50 | 23.30% |
| 8  |  |         |                |        |
| 9  | 7. Preparation of mediation statement, attendance at mediation and associated meetings/correspondence/research, and negotiation and preparation of settlement agreement (exclusive of any document review) | 3,070.6 | \$4,524,210.00 | 13.18% |
| 10 |  |         |                |        |
| 11 |  |         |                |        |
| 12 |  |         |                |        |
| 13 |  |         |                |        |
| 14 | 8. Preparation of the approval motions (exclusive of any document review)  | 286.9   | \$396,625.00   | 1.16%  |
| 15 |  |         |                |        |

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17           2. Over the course of nearly five years, Plaintiffs' Counsel devoted more than 37,000

18 hours and incurred a lodestar of more than \$34 million to achieve an extraordinary result: a

19 settlement that establishes a stand-alone Board of Directors ("Board")-level Risk & Compliance

20 Committee ("RCC"), requires adoption of a company-wide compliance framework known as

21 "RegReady," and secures a binding \$500 million funding commitment over 10 years to ensure

22 these reforms are fully implemented and durable. This is the largest governance funding

23 commitment ever obtained in a derivative action and represents a structural transformation of

24 Alphabet, Inc.'s ("Alphabet" or the "Company"), compliance operations.

25           3. These results were achieved only through sustained, trial-ready litigation. We

26 prosecuted this case as though it would proceed to trial—developing a *Caremark* theory capable

27 of surviving dismissal, reviewing and analyzing millions of pages of records and testimony from

28 three parallel federal antitrust proceedings, conducting a Delaware General Corporation Law

1 Section 220 (“Section 220”) books and records investigation, and preparing mediation submissions  
2 supported by a trial-ready evidentiary record. At the same time, we designed and negotiated  
3 governance reforms tailored to Alphabet’s specific regulatory risks.

4 4. The litigation team included:

- 5 • Patrick Coughlin, our lead trial lawyer, who brought decades of antitrust trial  
6 experience to bear in developing trial strategy, analyzing testimony, and shaping  
7 arguments used at mediation.
- 8 • Geoffrey Johnson, I served as co-lead counsel, a principal member of the trial team,  
9 and the lead negotiator of the settlement. I directed overall litigation strategy,  
10 oversaw preparation of the amended complaint, worked closely with colleagues on  
11 the evidentiary record, coordinated mediation submissions, and took the lead in  
12 negotiating the final governance reform package and \$500 million funding  
13 commitment.
- 14 • Jing-Li Yu, who played a central role in researching case theories, developing the  
15 facts, and preparing the complaints, mediation statements, and approval papers. He  
16 provided overall supervision of the team of staff attorneys. He also provided  
17 ongoing input on how the evidence informed litigation strategy.
- 18 • Alex Outwater, who supervised and organized the voluminous document and  
19 transcript review effort, coordinated the work of staff attorneys to ensure accuracy  
20 and efficiency, monitored the flow of information to other senior counsel, and  
21 organized the information from the public record and the staff attorneys’ work to  
22 provide ongoing updates to prepare an amended complaint.
- 23 • Hal Cunningham, who managed the staff attorneys for the firm and strategized how  
24 staff attorneys could provide the best value to develop the theories and facts of this  
25 case.

- 1 • Carmen Medici, who worked closely with Mr. Coughlin on trial preparation,  
2 litigation strategy, and settlement negotiations, while also analyzing transcripts,  
3 exhibits, and witness testimony.
- 4 • Scott Jacobsen, who was one of the primary drafters of the original complaint and  
5 worked on litigation strategy.
- 6 • Joe Pettigrew, who contributed to litigation strategy and assisted with preparing  
7 preliminary approval papers.
- 8 • Don Broggi, who served as the primary client liaison, maintaining continuous  
9 communication with our institutional investor clients.
- 10 • Justin Reliford and Max Huffman, who provided expertise on Delaware law and  
11 remedies and supported the complaint amendment and mediation processes.
- 12 • Michael Burnett, who helped manage the client records and the firm’s settlement  
13 website.

14 5. The indispensable contributions of the staff attorneys must also be emphasized.  
15 Under Messrs. Yu’s and Outwater’s supervision, they conducted the first-level review of the  
16 massive evidentiary record produced in the antitrust proceedings, including trial transcripts,  
17 deposition testimony, and expert reports. They identified, coded, and summarized key evidence,  
18 creating digests and memoranda that allowed senior counsel to integrate the record into our  
19 complaints, mediation submissions, and settlement negotiations. Without their sustained effort, it  
20 would have been impossible for the litigation team to master the record and prosecute this action  
21 to a successful conclusion.

22 6. Scott+Scott’s staff attorneys are firm employees who focus on developing,  
23 researching, and analyzing discovery and other factual materials for litigation. Their role goes  
24 well beyond reviewing and tagging documents. They take part in strategy sessions, draft  
25 memoranda explaining how important documents, testimony, or other evidence could advance the  
26 case, and conduct targeted searches and analyses to help build the case. In many situations, they  
27 perform the same work as associates. Staff attorneys at Scott+Scott also have real opportunities  
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1 for career advancement, and exceptional staff attorneys have been promoted to associate and even  
2 partner positions.

3 7. Each member of this team contributed distinct expertise that, when combined,  
4 enabled us to secure governance reforms of unprecedented scope. The hours reported here are  
5 organized into the eight categories identified by the Court and reflect the necessary and reasonable  
6 work performed to achieve this historic result.

7 **I. CATEGORY 1 – REVIEW AND ANALYSIS OF DOCUMENTS,  
8 PLEADINGS, TRANSCRIPTS, AND EXHIBITS FROM PARALLEL  
9 LAWSUITS**

10 8. Plaintiffs’ Counsel devoted 17,555.9 hours, representing a lodestar of  
11 \$12,297,400.50 (35.82%), to this category. One of the most critical aspects of this litigation was  
12 mastering the vast evidentiary record created in the parallel federal antitrust proceedings against  
13 Google LLC (“Google”). Our *Caremark* claims were predicated on the same underlying  
14 misconduct litigated in *United States v. Google LLC* (“Search”) in the District of Columbia, *Epic*  
15 *Games, Inc. v. Google LLC* (“Epic Games”) in the Northern District of California, *United States*  
16 *v. Google LLC* (“Ad Tech”) in the Eastern District of Virginia, and *State of Texas v. Google, LLC*  
17 in the Eastern District of Texas (and at one point, Southern District of New York). These four  
18 cases together generated millions of pages of pleadings, deposition transcripts, trial exhibits, expert  
19 reports, and other documents.

20 9. Plaintiffs’ Counsel could not credibly prosecute this derivative case without  
21 analyzing that record. Delaware law requires derivative plaintiffs to plead particularized facts  
22 showing board-level knowledge and oversight failures. That level of particularity was only  
23 possible because we had a command of the trial testimony, expert reports, and internal documents  
24 revealed in the government and private enforcement cases.

25 10. The staff attorneys bore the brunt of this work. Under the supervision of Messrs.  
26 Yu and Outwater, they conducted a systematic review of trial transcripts, deposition testimony,  
27 and exhibits from Epic Games, Search, and Ad Tech. They created coded databases, identified  
28 relevant passages, and prepared summaries highlighting testimony that directors were aware of

1 mounting antitrust risk but failed to implement any compliance system. For example, staff  
2 attorneys summarized testimony from app developers in Epic Games who explained how Google's  
3 coercive agreements excluded competitors and harmed innovation. They also flagged expert  
4 testimony in Search establishing that Google maintained its monopoly through exclusionary  
5 contracts and manipulation of default search placement. Their work product was distilled in the  
6 form of memoranda. These memoranda were crucial for informing Mr. Coughlin of key facts in  
7 the underlying cases, Mr. Johnson for negotiating the RCC/RegReady corporate governance  
8 reforms, and Messrs. Yu and Outwater for significantly expanding in detail and precision the  
9 complaint that explained Google's antitrust violations in one clear document.

10 11. Jing-Li Yu and Alex Outwater oversaw the process, ensuring consistency and  
11 accuracy. Mr. Outwater conducted quality control checks, compared summaries across reviewers,  
12 and prepared higher-level memoranda synthesizing key findings. Those memoranda were  
13 indispensable in allowing senior counsel to digest and deploy the evidence efficiently.

14 12. Patrick Coughlin, supported by Carmen Medici, personally reviewed critical expert  
15 reports and trial testimony, focusing on how the evidence would be received by a jury. Mr.  
16 Coughlin's decades of trial experience in antitrust litigation enabled him to assess the credibility  
17 of witnesses, the strength of economic testimony, and the weaknesses in Google's defenses. His  
18 analysis gave us confidence that our fiduciary duty claims could be proven at trial if necessary.

19 13. I worked closely with Jing-Li Yu and Alex Outwater to integrate this evidentiary  
20 record into the amended complaint. In particular, Messrs. Yu and Outwater drafted portions of the  
21 amended complaint that tied the antitrust evidence to the directors' oversight failures, particularly  
22 the allegations that Board members were aware of the antitrust investigations yet failed to adopt  
23 monitoring systems.

24 14. I analyzed how the evidence from Epic Games, Search, and the AdTech cases could  
25 be leveraged in mediation. This work helped shape our strategy for presenting the evidence to the  
26 mediator, retired U.S. District Judge Layn R. Phillips, demonstrating that the misconduct was not  
27 hypothetical but established in sworn testimony and judicial findings.

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1           15. This work was indispensable. Without it, Plaintiffs could not have met the  
2 heightened pleading standards of Delaware law, nor could we have negotiated a settlement  
3 grounded in a trial-ready record. Courts have consistently recognized that reviewing documents  
4 and transcripts from parallel proceedings is compensable in derivative litigation based on the same  
5 underlying misconduct.

6           16. To confirm the reasonableness of our work, we retained Stephen Herman, who  
7 reviewed our time records and submitted a declaration in support of final approval (*see* Declaration  
8 of Stephen J. Herman in Support of Co-Lead Plaintiffs’ Motion for Final Approval of Settlement  
9 and Motion for an Award of Attorneys’ Fees and Expenses, ECF No. 108-5). He explained that  
10 in complex litigation it is customary for counsel to examine related lawsuits, investigations, and  
11 regulatory proceedings, and to collect and analyze pleadings, transcripts, and other materials from  
12 those matters. *Id.* ¶23. With respect to this action, Mr. Herman further opined that “it was  
13 necessary to understand the factual predicates of the alleged antitrust and other potentially  
14 unlawful activity” and that Delaware law encourages shareholders and their counsel to use all  
15 available tools to investigate and prosecute shareholder claims. *Id.* ¶¶28–29.

16 **II. CATEGORY 2 – BOOKS AND RECORDS INVESTIGATION UNDER 8**  
17 **DEL. C. §220**

18           17. Plaintiffs’ Counsel devoted 252.8 hours, representing a lodestar of \$327,991.50  
19 (0.96%), to this category. Plaintiffs’ Section 220 demand was an essential step in developing  
20 particularized allegations of Board-level oversight failures. I directed this process from beginning  
21 to end, with Jing-Li Yu and Scott Jacobsen providing critical assistance. Together, we prepared a  
22 detailed demand for inspection, negotiated with Alphabet’s counsel, and reviewed the records  
23 produced.

24           18. The production consisted of Board minutes, committee presentations, and internal  
25 reports. These documents were foundational to our *Caremark* claims, demonstrating the Board’s  
26 knowledge of “red flags” and conscious inaction in response.  
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1           19. Scott Jacobsen and Jing-Li Yu assisted me in drafting the demand and in integrating  
2 the resulting evidence into the original complaint. They drafted allegations tying specific Board  
3 meetings and presentations to the directors’ failure to act.

4           20. We also researched the standards for demand futility and oversight liability,  
5 ensuring that our complaint met Delaware’s exacting standards. This work gave us confidence  
6 that our allegations would withstand a motion to dismiss.

7           21. These hours were necessary and reasonable, as no derivative complaint could have  
8 been credibly pled without the evidence obtained through Section 220.

9 **III. CATEGORY 3 – REVIEW AND ANALYSIS OF INDUSTRY NEWS AND**  
10 **REGULATORY ACTIONS**

11           22. Plaintiffs’ Counsel devoted 643.2 hours, representing a lodestar of \$1,030,865.00  
12 (3.00%), to this category. While the parallel antitrust actions provided a core evidentiary record,  
13 it was equally important to track ongoing regulatory developments around the world. Alphabet’s  
14 antitrust exposure was not confined to the United States but spanned multiple jurisdictions.

15           23. Mr. Coughlin and I performed this with the assistance of Jing-Li Yu and Alex  
16 Outwater. Together, we monitored filings or reports by the U.S. Congress, U.S. Department of  
17 Justice (“DOJ”), Federal Trade Commission, European Commission and national European  
18 authorities, other international authorities, and state attorneys general. We also tracked industry  
19 press and analyst reports.

20           24. These updates revealed the accelerating nature of Alphabet’s exposure. For  
21 example, staff summaries of European Commission filings highlighted investigations into  
22 Google’s ad tech practices that paralleled the DOJ’s allegations in the United States.

23           25. We relied on this information at mediation to demonstrate that Alphabet’s risk  
24 profile was not abating but increasing. This evidence supported our insistence on structural  
25 reforms and a \$500 million funding commitment.

26           26. These hours reflect the ongoing need to monitor the regulatory landscape and to  
27 keep our case aligned with real-time developments.  
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1 **IV. CATEGORY 4 – REVIEW AND ANALYSIS OF OTHER SOURCES**

2 27. Plaintiffs’ Counsel devoted 215.3 hours, representing a lodestar of \$401,082.50  
3 (1.17%), to this category. In addition to the antitrust proceedings and regulatory filings, we  
4 analyzed Alphabet’s public disclosures, including SEC filings, proxy statements, and governance  
5 policies.

6 28. Mr. Coughlin and I personally reviewed Alphabet’s proxy statements and Form 10-  
7 K filings, focusing on disclosures about compliance spending and board oversight. These  
8 documents confirmed the absence of a dedicated compliance committee and minimal disclosure  
9 about regulatory risk management.

10 29. This analysis supported our demand for a standalone RCC. It also provided  
11 leverage in mediation, as we could demonstrate that Alphabet’s public disclosures understated the  
12 Company’s exposure and failed to assure investors that compliance was being monitored at the  
13 Board level.

14 30. These hours reflect careful review of primary sources directly relevant to the  
15 governance reforms secured in the settlement.

16 **V. CATEGORY 5 – PREPARATION OF THE COMPLAINT**

17 31. Plaintiffs’ Counsel devoted 9,254.9 hours, representing a lodestar of \$7,348,139.00  
18 (21.41%), to this category. Drafting both the consolidated and amended complaints was one of  
19 the most intensive phases of the litigation. I directed this effort from start to finish, working first  
20 with Jing-Li Yu and Scott Jacobsen on the original, separate complaints for our two institutional  
21 clients, and then with the broader team—Patrick Coughlin, Carmen Medici, Jing-Li Yu, Max  
22 Huffman, Justin Reliford, Alex Outwater, and Joe Pettigrew—on the amended complaint.

23 32. Jing-Li Yu and Scott Jacobsen worked directly with me on the two original  
24 complaints. They were primarily responsible for drafting the factual and Section 220 allegations  
25 and ensuring that the directors’ oversight failures were tied directly to the documentary record  
26 obtained through inspection. Their contributions integrated the inspection material with antitrust  
27 evidence drawn from the parallel government and private proceedings. We initially retained Bucks  
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1 County as a client, and Mr. Yu and I wrote the complaint on its behalf. We later retained Detroit,  
2 and Mr. Jacobsen and I wrote the complaint on its behalf. Max Huffman, who joined the firm  
3 shortly afterwards, assisted me in consolidating the two complaints. Justin Reliford and Max  
4 Huffman also provided valuable input on how to frame, from a Delaware law perspective,  
5 oversight claims if we were to amend the complaint.

6 33. The initial consolidated complaint was filed in early 2022. Since then, three federal  
7 cases went to trial—Search, Epic Games, and AdTech—and Google was found liable in each of  
8 these cases. Furthermore, as the Search action Court recently recognized in its remedies ruling  
9 from this month, how the rapid development of generative artificial intelligence changed the  
10 competitive landscape in some key fashions, as well as gave urgency to reforms to ensure that  
11 Google could not use the same anticompetitive playbook to gain dominance in this new field.  
12 Thus, we knew that we needed to file an amended complaint to reflect all of these developments,  
13 which would also further show Google’s antitrust liabilities, and relatedly, how far the Board’s  
14 oversight had fallen to allow this misconduct to go on unchecked for over a decade.

15 34. Thus, preparing the amended complaint that was filed in May 2025 required over a  
16 year of advance work, because it included, among other things, thousands of hours of analyzing  
17 and memorializing: 1) various regulatory actions and penalties; 2) collectively months of  
18 transcripts, exhibits, and briefs from three federal trials; 3) reviewing densely-reasoned court  
19 decisions that totaled hundreds of pages; 4) ongoing factual developments, especially in the field  
20 of generative artificial intelligence, that the Search action Court recently held was key to the  
21 Court’s design of remedies in the Search action. In addition, counsel had to re-examine the Section  
22 220 record in light of the ongoing factual developments to further explain how far the Board had  
23 fallen in its oversight obligations.

24 35. Mr. Outwater did most of the initial work in developing the amended complaint.  
25 Mr. Yu then further assisted me in all aspects of developing and finalizing the amended complaint.  
26 They organized and distilled the voluminous evidentiary material that flowed from the staff  
27 attorney review, ensuring that critical passages from trial transcripts, deposition testimony, and  
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1 expert reports were accurately presented. They also examined the earlier European Union actions  
2 and penalties and connected the Board's lack of oversight, when faced with these multi-billion-  
3 euro penalties, with the ongoing antitrust misconduct that became the subject of domestic antitrust  
4 actions. Their work guaranteed that the amended complaint rested on a precise and reliable  
5 evidentiary foundation.

6 36. Patrick Coughlin and Carmen Medici focused on framing the antitrust narrative in  
7 the amended complaint. They drew on their deep trial experience to shape how the allegations  
8 were pled, ensuring that the amended complaint explained not just the misconduct itself but also  
9 its competitive and economic consequences. Their input gave the amended pleading the clarity  
10 and persuasive force of a trial-ready case.

11 37. Mr. Yu and I provided targeted legal research that helped us refine our *Caremark*  
12 theory. This analysis of recent Delaware precedent sharpened the way we pled both red-flag  
13 inaction and the absence of a monitoring system, enabling us to present a complaint that was  
14 doctrinally sound and strategically strong.

15 38. This intensive collaborative effort produced an amended complaint that was trial-  
16 ready and positioned us to negotiate from strength. It provided both the factual and legal  
17 foundation upon which the ultimate settlement was achieved.

## 18 **VI. CATEGORY 6 – GENERAL CASE STRATEGY AND RESEARCH**

19 39. Plaintiffs' Counsel devoted 6,263.4 hours, representing a lodestar of \$7,995,659.50  
20 (23.30%), to this category. Nearly 2,000 hours were devoted to general case strategy and research.  
21 This reflects the sustained strategic work required to litigate *Caremark* claims against one of the  
22 world's most powerful corporations.

23 40. Mr. Coughlin and I directed this effort, working with the full trial team to assess  
24 litigation risks, remedies, and damages. We analyzed potential outcomes at dismissal, summary  
25 judgment, and trial, as well as benchmarks for settlement.

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1 41. Patrick Coughlin, supported by Carmen Medici, contributed trial analysis. They  
2 evaluated how evidence from the AdTech cases, Epic Games, and Search would be received by a  
3 jury, identifying strengths and weaknesses.

4 42. Jing-Li Yu and I drafted our governance reform proposals and researched whether  
5 they met with DOJ expectations. This work was instrumental in developing the RegReady  
6 program, which mirrored regulator guidance.

7 43. This category also includes internal strategy sessions, attorney meetings, and  
8 coordination with clients through Don Broggi, who ensured that institutional investors were  
9 informed and engaged.

10 44. These hours were indispensable. This work reflected the sustained, focused effort  
11 required to prosecute a derivative case of this complexity through to a successful resolution.

12 **VII. CATEGORY 7 – MEDIATION AND SETTLEMENT NEGOTIATIONS**

13 45. Plaintiffs' Counsel devoted 3,070.6 hours, representing a lodestar of \$4,524,210.00  
14 (13.18%), to this category. Mr. Coughlin and I led the mediation and settlement negotiations  
15 before Judge Phillips. Over more than a year, we engaged in multiple sessions, prepared extensive  
16 submissions, and negotiated terms.

17 46. Patrick Coughlin advised on trial leverage, assessing how our evidence would fare  
18 in court. He was supported by Carmen Medici, who contributed analysis of testimony and exhibits.

19 47. Jing-Li Yu and Mr. Outwater ensured that evidentiary support was integrated into  
20 our mediation submissions. They prepared exhibits, summaries, and analyses showing Alphabet's  
21 ongoing exposure.

22 48. Don Broggi maintained constant communication with our clients, keeping them  
23 apprised of developments and ensuring their perspectives guided our negotiating position.

24 49. Jing Li-Yu and Joe Pettigrew worked with me on strategy and drafting settlement  
25 proposals. Their input helped refine our demands for a stand-alone RCC, adoption of RegReady,  
26 and binding funding.

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1 50. These hours reflect the intensive and protracted nature of the settlement  
2 negotiations, which produced structural reforms unmatched in any prior derivative settlement.

3 **VIII. CATEGORY 8 – PREPARATION OF APPROVAL MOTIONS**

4 51. Plaintiffs’ Counsel devoted 286.9 hours, representing a lodestar of \$396,625.00  
5 (1.16%), to this category. Plaintiffs’ Counsel devoted time to preparing the motion for preliminary  
6 approval of the settlement. This work was cut off as of July 7, 2025, the date before the Court’s  
7 preliminary approval hearing. In other words, the lodestar presented here does not include any  
8 time spent thereafter—no time for our attendance of the preliminary approval hearing itself, no  
9 time for preparing or filing the final approval papers, no time for drafting or revising the reply  
10 brief, no time for preparing for or attending the final fairness hearing, and no time for preparing  
11 this declaration in response to the Court’s September 17, 2025 Order.

12 52. At the July 8, 2025 hearing, the Court conducted a searching review, questioning  
13 counsel for nearly an hour on the reforms, the funding, and the requested fee. The briefing  
14 prepared in this category allowed us to respond fully and directly, giving the Court the confidence  
15 to grant preliminary approval and solicit shareholder feedback.

16 53. The exclusion of all post–July 7, 2025 work underscores the reasonableness of the  
17 fee request. The 566.2 hours, representing \$367,475.00 (1.07%), reported here are a conservative  
18 accounting, limited to the time necessary to prepare the preliminary approval motion and to present  
19 the settlement to the Court for its initial review.

20 **IX. CONCLUSION**

21 54. The hours reported here were necessary and reasonable. The staff attorneys’ review  
22 of the voluminous antitrust record, supervised by Jing-Li Yu and Alex Outwater, provided the  
23 evidentiary foundation. Patrick Coughlin and Carmen Medici ensured trial readiness. Scott  
24 Jacobsen and Joe Pettigrew contributed strategy and complaint drafting. Don Broggi ensured  
25 client engagement. Justin Reliford and Max Huffman provided Delaware law expertise.

26 55. My role was to direct overall strategy, draft the complaint, and lead the settlement  
27 negotiations. Those efforts produced reforms and funding of unprecedented scale and importance.

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**CERTIFICATE OF SERVICE**

I hereby certify that on September 25, 2025, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List. All parties not so registered will be served via e-mail or U.S. Mail.

Executed on September 25, 2025, at New York, New York.

/s/ Jing-Li Yu  
JING-LI YU (CA Bar No. 342985)  
SCOTT+SCOTT ATTORNEYS AT LAW LLP

*Counsel for Co-Lead Plaintiffs*