

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

Case No. 2:15-cv-01045-RFB-BNW

**PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
FOR REIMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

1 Plaintiffs in the action *Le, et al. v. Zuffa, LLC d/b/a Ultimate Fighting Championship and UFC*,
2 Case No. 2:15-cv-01045 (D. Nev.) (the “Action”), on behalf of themselves and the certified Class,
3 hereby move for an order pursuant to Rule 23(h) of the Federal Rules of Civil Procedure:

4 1. Granting Class Counsel’s request for an award of attorneys’ fees in the amount of
5 30.72% of the gross \$375 million *Le v. Zuffa* Settlement Fund (*i.e.*, an award of \$115.2 million) plus
6 accrued interest.¹

7 2. Granting Class Counsel’s request for reimbursement of their reasonable litigation
8 expenses incurred in the prosecution of the Action, totaling \$9,572,685.17.

9 3. Granting Class Counsel’s request for service awards for the five Class Representatives²
10 in the amount of \$250,000 for each Class Representative.

11 WHEREFORE, for the reasons set forth in the accompanying memorandum of law, supporting
12 Joint Declaration,³ and all exhibits filed in support of this Motion, Plaintiffs respectfully request that
13 the Court grant this motion and enter the proposed Order filed herewith.

14
15
16
17
18
19
20
21 _____
22 ¹ Unless otherwise defined herein, all capitalized terms have the same meanings set forth in the
23 September 26, 2024 Settlement Agreement, attached as Exhibit 1 to the Joint Supplemental Declaration
24 of Eric L. Cramer, Richard Koffman, and Joseph R. Saveri in Support of Plaintiffs’ Motion for
25 Preliminary Approval of the Settlement (filed on October 7, 2024). *See* ECF Nos. 1045-2 (the
26 declaration), 1045-4 (the Settlement Agreement).

27 ² For clarity, the *Le* Class Representatives are Cung Le, Jon Fitch, Kyle Kingsbury, Brandon Vera, and
28 Javier Vazquez. Plaintiff Nathan Quarry was proffered as a class representative for the “Identity Rights
Class,” which the Court did not certify. *See generally* ECF No. 839 at 75-78.

³ The term “Joint Declaration” refers Joint Declaration of Eric L. Cramer, Richard A. Koffman, and
Joseph R. Saveri in Support of Plaintiffs’ Motion for an Award of Attorneys’ Fees, for Reimbursement
of Expenses, and for Service Awards for the Class Representatives (the “Joint Decl.”), dated December
20, 2024, filed concurrently with this motion.

1 Dated: December 20, 2024

Respectfully submitted,

2 /s/ Eric L. Cramer

3 Eric L. Cramer (pro hac vice)
4 Michael Dell'Angelo (pro hac vice)
5 Patrick F. Madden (pro hac vice)
6 BERGER MONTAGUE PC
7 1818 Market St., Suite 3600
8 Philadelphia, PA 19103
9 Telephone: +1 (215) 875-3000
10 Email: ecramer@bm.net
11 Email: mdellangelo@bm.net
12 Email: pmadden@bm.net

13 Joshua P. Davis (pro hac vice)
14 Robert C. Maysey (pro hac vice)
15 BERGER MONTAGUE PC
16 505 Montgomery Street, Suite 625
17 San Francisco, CA 94111
18 Telephone: +1 (415) 906-0684
19 Email: jdavis@bm.net
20 Email: rmaysey@bm.net

21 Richard A. Koffman (pro hac vice)
22 Benjamin Brown (pro hac vice)
23 Daniel Silverman (pro hac vice)
24 Daniel L. Gifford (pro hac vice)
25 COHEN MILSTEIN SELLERS & TOLL
26 PLLC
27 1100 New York Ave., N.W.
28 Suite 500 East, Tower
Washington, DC 20005
Telephone: +1 (202) 408-4600
Facsimile: +1 (202) 408-4699
Email: rkoffman@cohenmilstein.com
Email: bbrown@cohenmilstein.com
Email: dsilverman@cohenmilstein.com
Email: dgifford@cohenmilstein.com

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Joseph R. Saveri (pro hac vice)
Kevin E. Rayhill (pro hac vice)
Christopher Young (pro hac vice)
Itak Moradi (pro hac vice)
JOSEPH SAVERI LAW FIRM, LLP
601 California St., Suite 1505
San Francisco, CA 94108
Telephone: +1 (415) 500-6800
Facsimile: +1 (415) 395-9940
Email: jsaveri@saverilawfirm.com
Email: krayhill@saverilawfirm.com
Email: cyoung@saverilawfirm.com
Email: imoradi@saverilawfirm.com

*Co-Lead Counsel for the Class and Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

Don Springmeyer (Bar No. 1021)
Michael Gayan (Bar No. 11135)
KEMP JONES, LLP
3800 Howard Hughes Parkway, 17th Floor
Las Vegas, Nevada 89169
Telephone: + 1 (702) 385-6000
Facsimile: + 1 (702) 385-6001
Email: dspringmeyer@kempjones.com
Email: m.gayan@kempjones.com

*Liaison Counsel for the Class and Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

Crane M. Pomerantz
CLARK HILL PLC
1700 Pavilion Center Dr., Suite 500
Las Vegas, NV 89135
Telephone: +1 (702) 697-7545
Email: cpomerantz@clarkhill.com

*Additional Counsel for the Class and
Plaintiffs Cung Le, Nathan Quarry, Jon Fitch,
Brandon Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**MEMORANDUM OF LAW IN SUPPORT OF PLAINTIFFS' MOTION
FOR AN AWARD OF ATTORNEYS' FEES, FOR REIMBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

TABLE OF CONTENTS

1

2 I. INTRODUCTION 1

3

4 II. SUMMARY OF CLASS COUNSEL’S LITIGATION EFFORTS 6

5 A. Investigation and Filing of the Action 6

6 B. Motions to Transfer and Dismiss 6

7 C. Fact Discovery 7

8 D. Expert Discovery 7

9 E. Class Certification and *Daubert* Proceedings 7

10 F. Zuffa’s Motions for Summary Judgment 8

11 G. Pre-Trial Proceedings 9

12 H. Prior Settlement and Return to Trial Preparation 9

13 I. The Settlement 10

14

15 III. THE REQUESTED ATTORNEYS’ FEES ARE APPROPRIATE AND

16 REASONABLE 11

17 A. The Settlement Creates a Common Fund from Which Percentage-of-the-Fund

18 Is the Appropriate Method for Awarding Attorneys’ Fees 12

19 1. Counsel Obtained an Exceptional Result for the Class 13

20 2. The Action Involved Significant Risks 14

21 3. Prosecuting the Contested Issues in This Action Required

22 Experienced Counsel 15

23 4. Class Counsel Litigated This Complex Action on a

24 Contingent Basis. 16

25 5. Class Counsel Undertook Significant Financial and Resource

26 Burdens in Prosecuting the Action 16

27 6. Awards in Similar Complex Antitrust Cases Demonstrate That

28 Class Counsel Seek a Reasonable Fee Award. 17

B. The Lodestar Cross-Check Confirms That Class Counsel’s

Request Is Reasonable 19

1 IV. CLASS COUNSEL’S REQUEST FOR REIMBURSEMENT OF LITIGATION
2 EXPENSES IS REASONABLE21
3
4 V. THE COURT SHOULD GRANT SERVICE AWARDS TO THE FIVE CLASS
5 REPRESENTATIVES FOR THEIR SUBSTANTIAL CONTRIBUTIONS22
6
7 VI. CONCLUSION24
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

TABLE OF AUTHORITIES

		Page(s)
1		
2		
3	Cases	
4	<i>Allapattah Servs., Inc. v. Exxon Corp.</i> ,	
5	454 F. Supp. 2d 1185 (S.D. Fla. 2006)	24
6	<i>Andrews v. Plains All Am. Pipeline L.P.</i> ,	
7	No. 15-cv-4113, 2022 WL 4453864 (C.D. Cal. Sept. 20, 2022)	22
8	<i>Baker v. SeaWorld Ent., Inc.</i> ,	
9	No. 14-cv-2129, 2020 WL 4260712 (S.D. Cal. July 24, 2020)	22
10	<i>Barbosa v. Cargill Meat Sols. Corp.</i> ,	
11	297 F.R.D. 431 (E.D. Cal. 2013)	13, 16
12	<i>Boeing Co. v. Van Gemert</i> ,	
13	444 U.S. 472 (1980)	11
14	<i>Chen-Oster v. Goldman Sachs & Co.</i> ,	
15	No. 10-cv-6950, 2023 WL 7325264 (S.D.N.Y. Nov. 7, 2023)	24
16	<i>Cimarron Pipeline Constr., Inc. v. Nat’l Council on Comp. Ins.</i> ,	
17	No. 89-cv-1186, 1993 WL 355466 (W.D. Okla. June 8, 1993)	18
18	<i>Cook v. Niedert</i> ,	
19	142 F.3d 1004 (7th Cir. 1998)	23
20	<i>Corzo v. Brown Univ.</i> ,	
21	No. 22-cv-0125, 2024 WL 3506498 (N.D. Ill. July 20, 2024)	17
22	<i>Covillo v. Specialtys Café</i> ,	
23	No. 11-cv-0594, 2014 WL 954516 (N.D. Cal. Mar. 6, 2014)	19
24	<i>Craft v. Cnty. of San Bernardino</i> ,	
25	624 F. Supp. 2d 1113 (C.D. Cal. 2008)	21
26	<i>Durant v. Traditional Invs., Ltd.</i> ,	
27	No. 88-cv-9048, 1992 WL 203870 (S.D.N.Y. Aug.12, 1992)	18
28	<i>Fernandez v. Victoria Secret Stores, LLC</i> ,	
	No. 06-cv-4149, 2008 WL 8150856 (C.D. Cal. July 21, 2008)	19
	<i>First Impressions Salon, et al. v. Nat’l Milk Prod., et al.</i> ,	
	No. 13-cv-0454, ECF No. 540 (S.D. Ill. Apr. 27, 2020)	17
	<i>Fischel v. Equitable Life Assur. Soc’y of U.S.</i> ,	
	307 F.3d 997 (9th Cir. 2002)	20
	<i>Flournoy v. Honeywell Int’l, Inc.</i> ,	
	No. 05-cv-0184, 2007 WL 1087279 (S.D. Ga. Apr. 6, 2007)	18
	<i>Fusion Elite All Stars v. Varsity Brands, LLC</i> ,	
	No. 20-cv-2600, 2023 WL 6466398 (W.D. Tenn. Oct. 4, 2023)	17
	<i>Harris v. Marhoefer</i> ,	
	24 F.3d 16 (9th Cir. 1994)	21

1 *Hefler v. Pekoc*,
 2 802 F. App'x 285 (9th Cir. 2020)..... 20

3 *Hefler v. Wells Fargo & Co.*,
 4 No. 16-cv-5479, 2018 WL 6619983 (N.D. Cal. Dec. 18, 2018) 20

5 *In re Activision Securities Litig.*,
 6 723 F. Supp. 1373 (N.D. Cal. 1989)..... 18

7 *In re Am. Apparel, Inc. S'holder Litig.*,
 8 No. 10-cv-6352, 2014 WL 10212865 (C.D. Cal. July 28, 2014) 19

9 *In re Anthem, Inc. Data Breach Litig.*,
 10 No. 15-md-2617, 2018 WL 3960068 (N.D. Cal. Aug. 17, 2018)..... 12

11 *In re Bluetooth Headset Prods. Liab. Litig.*,
 12 654 F.3d 935 (9th Cir. 2011) 12, 13, 19

13 *In re Broiler Chicken Antitrust Litig.*,
 14 No. 16-cv-8637, 2021 WL 5709250 (N.D. Ill. Dec. 1, 2021) 18

15 *In re Capacitors Antitrust Litig.*,
 16 No. 14-cv-03264, 2023 WL 2396782 (N.D. Cal. Mar. 3, 2023) 17, 18, 20

17 *In re Celebrex (Celecoxib) Antitrust Litig.*,
 18 No. 14-cv-0361, 2018 WL 2382091 (E.D. Va. Apr. 18, 2018)..... 17

19 *In re Credit Default Swaps Antitrust Litig.*,
 20 No. 13-md-2476, 2016 WL 2731524 (S.D.N.Y. Apr. 26, 2016)..... 16

21 *In re Dairy Farmers of Am., Inc.*,
 22 80 F. Supp. 3d 838 (N.D. Ill. 2015)..... 18

23 *In re Facebook Biometric Info. Priv. Litig.*,
 24 522 F. Supp. 3d 617 (N.D. Cal. 2021)..... 23

25 *In re Flonase Antitrust Litig.*,
 26 951 F. Supp. 2d 739 (E.D. Pa. 2013)..... 18, 21

27 *In re High-Tech Emp. Antitrust Litig.*,
 28 No. 11-cv-2509, 2015 WL 5158730 (N.D. Cal. Sep. 2, 2015)..... 24

In re High-Tech Emp. Antitrust Litig.,
 No. 11-cv-2509, 2015 WL 5159441 (N.D. Cal. Sept. 2, 2015)..... 14

In re Ikon Off. Sols., Inc. Sec. Litig.,
 194 F.R.D. 166 (E.D. Pa. 2000)..... 18

In re Korean Air Lines Co. Antitrust Litig.,
 No. 07-cv-5107, 2013 WL 7985367 (C.D. Cal. Dec. 23, 2013)..... 12

In re Lidoderm Antitrust Litig.,
 No. 14-md-2521, 2018 WL 4620695 (N.D. Cal. Sep. 20, 2018) 17, 21

In re Linerboard Antitrust Litig.,
 No. 98-cv-5055, 2004 WL 1221350 (E.D. Pa. June 2, 2004) 23

In re Lithium Ion Batteries Antitrust Litig.,
 No. 13-md-2420, 2018 WL 3064391 (N.D. Cal. May 16, 2018)..... 12

1 *In re Lithium Ion Batteries Antitrust Litig.*,
 No. 13-md-2420, 2020 WL 7264559 (N.D. Cal. Dec. 10, 2020) 14

2 *In re Lithium Ion Batteries Antitrust Litig.*,
 3 No. 21-cv-15120, 2022 WL 16959377 (9th Cir. Nov. 16, 2022) 14

4 *In re Lithotripsy Antitrust Litig.*,
 No. 98-cv-8394, 2000 WL 765086 (N.D. Ill. June 12, 2000) 18

5 *In re Loestrin 24 Fe Antitrust Litig.*,
 6 No. 13-md-2472, 2020 WL 5203323 (D.R.I. Sept. 1, 2020)..... 17

7 *In re Lorazepam & Clorazepate Antitrust Litig.*,
 No. 99-mc-0276, 2003 WL 22037741 (D.D.C. June 16, 2003) 21

8 *In re Media Vision Tech. Secs. Litig.*,
 9 913 F. Supp. 1362 (N.D. Cal. 1996)..... 22

10 *In re Neurontin Antitrust Litig.*,
 No. 02-cv-1830, 2014 WL 12962880 (D.N.J. Aug. 6, 2014)..... 18

11 *In re Omnivision Techs., Inc.*,
 559 F. Supp. 2d 1036 (N.D. Cal. 2008)..... 13

12 *In re Online DVD-Rental Antitrust Litig.*,
 13 779 F.3d 934 (9th Cir. 2015) 13, 23, 24

14 *In re Opana ER Antitrust Litig.*,
 No. 14-cv-10150, ECF No. 1085 (N.D. Ill. Nov. 3, 2022)..... 14, 17

15 *In re Orthopedic Bone Screw Products Liability Litigation*,
 16 No. 10-md-1014, 2000 WL 1622741 (E.D. Pa. Oct. 23, 2000)..... 18

17 *In re Packaged Ice Antitrust Litig.*,
 No. 08-md-1952, 2011 WL 6209188 (E.D. Mich. Dec. 13, 2011)..... 14

18 *In re Polyurethane Foam Antitrust Litig.*,
 No. 10-md-2196, 2015 WL 1639269 (N.D. Ohio Feb. 26, 2015) 17

19 *In re Prograf Antitrust Litig.*,
 20 No. 11-md-2242, 2015 WL 13908415 (D. Mass. May 20, 2015) 17

21 *In re Relafen Antitrust Litig.*,
 No. 01-cv-12239, ECF No. 297 (D. Mass. Apr. 9, 2004)..... 18

22 *In re Remeron Direct Purchaser Antitrust Litig.*,
 23 No. 03-cv-0085, 2005 WL 3008808 (D.N.J. Nov. 9, 2005)..... 18

24 *In re Southeastern Milk Antitrust Litig.*,
 No. 07-cv-0208, 2013 WL 2155387 (E.D. Tenn. May 17, 2013) 18

25 *In re Suboxone (Buprenorphine Hydrochloride & Naloxone) Antitrust Litig.*,
 No. 13-md-2445, 2024 WL 815503 (E.D. Pa. Feb. 27, 2024) 14, 17

26 *In re Titanium Dioxide Antitrust Litig.*,
 27 No. 10-cv-0318, 2013 WL 5182093 (D. Md. Sept. 12, 2013)..... 14

28 *In re Titanium Dioxide Antitrust Litig.*,
 No. 10-cv-0318, 2013 WL 6577029 (D. Md. Dec. 13, 2013) 18

1 *In re Tricor Direct Purchaser Antitrust Litig.*,
 2 No. 05-cv-0340, ECF No. 531 (D. Del. March 9, 2009) 18, 21

3 *In re Tricor Direct Purchaser Antitrust Litig.*,
 4 No. 05-cv-0340, ECF No. 543 (D. Del. April 23, 2009)..... 18, 21

5 *In re Urethane Antitrust Litig.*,
 6 No. 04-md-1616, 2016 WL 4060156 (D. Kan. July 29, 2016)..... 17

7 *In re Volkswagen “Clean Diesel” Mktg., Sales Pracs., & Prods. Liab. Litig.*,
 8 No. 15-md-2672, 2017 WL 1047834 (N.D. Cal. Mar. 17, 2017)..... 20

9 *In re Wash. Pub. Power Supply Sys. Sec. Litig.*,
 10 19 F.3d 1291 (9th Cir. 1994) 11, 16, 20

11 *Ingram v. Coca-Cola Co.*,
 12 200 F.R.D. 685 (N.D. Ga. 2001) 24

13 *Jones, et al. v. Varsity Brands, LLC, et al.*,
 14 No. 20-cv-2892, 2024 WL 5010412 (W.D. Tenn. Dec. 6, 2024)..... 17

15 *Klein av. Bain Capital Partners, LLC*,
 16 No. 07-cv-12388, ECF No. 1095 (D. Mass. Feb. 2, 2015) 18

17 *Lemus v. H & R Block Enters. LLC*,
 18 No. 09-cv-3179, 2012 WL 3638550 (N.D. Cal. Aug. 22, 2012)..... 24

19 *Lopez v. Mgmt. & Training Corp.*,
 20 No. 17-cv-1624, 2020 WL 1911571 (S.D. Cal. Apr. 20, 2020) 16, 19

21 *Mathein v. Pier 1 Imports (U.S.), Inc.*,
 22 No. 16-cv-0087, 2018 WL 1993727 (E.D. Cal. Apr. 27, 2018)..... 20

23 *Mauss v. NuVasive, Inc.*,
 24 No. 13-cv-2005, 2018 WL 6421623 (S.D. Cal. Dec. 6, 2018)..... 22

25 *McReynolds v. Merrill Lynch*,
 26 No. 05-cv-6583, ECF No. 616 (N.D. Ill. Dec. 6, 2013) 24

27 *Meijer, Inc. v. Abbott Labs.*,
 28 No. 07-cv-5985, 2011 WL 13392313 (N.D. Cal. Aug. 11, 2011)..... 17

Montague v. Dixie Nat. Life Ins. Co.,
 No. 09-cv-0687, 2011 WL 3626541 (D.S.C. Aug. 17, 2011) 18

Nitsch v. DreamWorks Animation SKG Inc.,
 No. 14-cv-4062, 2017 WL 2423161 (N.D. Cal. June 5, 2017) 21

Parkinson v. Hyundai Motor Am.,
 796 F. Supp. 2d 1160 (C.D. Cal. 2010) 20

Paul, Johnson, Alston & Hunt v. Graulity,
 886 F.2d 268 (9th Cir. 1989) 12

Perez v. Rash Curtis & Assocs.,
 No. 16-cv-3396, 2021 WL 4503314 (N.D. Cal. Oct. 1, 2021)..... 20

Pillsbury Co. v. Conboy,
 459 U.S. 248 (1983)..... 11

1 *Powers v. Eichen*,
 229 F.3d 1249 (9th Cir. 2000) 11

2 *Retsky Family Ltd. P’ship v. Price Waterhouse LLP*,
 3 No. 97-cv-7694, 2001 WL 1568856 (N.D. Ill. Dec. 10, 2001) 18

4 *Rodriguez v. Nike Retail Servs., Inc.*,
 No. 14-cv-1508, 2022 WL 254349 (N.D. Cal. Jan. 27, 2022) 12

5 *Rodriguez v. West Publishing Corp.*,
 6 563 F.3d 948 (9th Cir. 2009) 22

7 *Six (6) Mexican Workers v. Ariz. Citrus Growers*,
 904 F.2d 1301 (9th Cir. 1990) 12

8 *Staton v. Boeing Co.*,
 9 327 F.3d 938 (9th Cir. 2003) 23

10 *Stetson v. Grissom*,
 821 F.3d 1157 (9th Cir. 2016) 20

11 *Sullivan v. DB Invs., Inc.*,
 667 F.3d 273 (3d Cir. 2011) 14

12 *Szymborski v. Ormat Techs., Inc.*,
 13 No. 10-cv-0132, 2012 WL 4960098 (D. Nev. Oct. 16, 2012)..... 12

14 *Tawfilis v. Allergan, Inc.*,
 No. 15-cv-0307, 2018 WL 4849716 (C.D. Cal. Aug. 27, 2018) 17

15 *Taylor v. Shippers Transp. Express, Inc.*,
 16 No. 13-cv-0209, 2015 WL 12658458 (C.D. Cal. May 14, 2015)..... 17

17 *Temp. Servs., Inc. v. Am. Int’l Grp., Inc.*,
 No. 08-cv-0271, 2012 WL 4061537 (D.S.C. Sept. 14, 2012) 18

18 *Thornberry v. Delta Air Lines, Inc.*,
 676 F.2d 1240 (9th Cir. 1982) 22

19 *Torczyner v. Staples, Inc.*,
 20 No. 16-cv-2965, 2017 WL 6549937 (S.D. Cal. Aug. 28, 2017)..... 16

21 *Trosper v. Stryker Corp.*,
 No. 13-cv-0607, 2015 WL 5915360 (N.D. Cal. Oct. 9, 2015)..... 21

22 *Van Vranken v. Atl. Richfield Co.*,
 23 901 F. Supp. 294 (N.D. Cal. 1995)..... 12, 21

24 *Vincent v. Hughes Air W., Inc.*,
 557 F.2d 759 (9th Cir. 1977) 22

25 *Vizcaino v. Microsoft Corp.*,
 290 F.3d 1043 (9th Cir. 2002) 11, 12, 13, 19, 20

26 *Wal-Mart Stores, Inc. v. Visa U.S.A., Inc.*,
 27 396 F.3d 96 (2d Cir. 2005) 14

28 *Williams v. Costco Wholesale Corp.*,
 No. 02-cv-2003, 2010 WL 2721452 (S.D. Cal. July 7, 2010)..... 11

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Rules

Fed. R. Civ. P. 23(f).....	8, 15
Fed. R. Civ. P. 23(h)	6, 11, 21

I. INTRODUCTION

Co-Lead Class Counsel,¹ together with the assistance of Supporting Counsel,² have prosecuted this antitrust class action for more than a decade on a fully contingent basis. Class Counsel have invested nearly 100,000 hours of professional time and over \$9.5 million dollars in out-of-pocket costs to get to this point. At the time this case was filed in 2014, there had *never* been a successful antitrust class action brought for a class of workers under Section 2 of the Sherman Act. There was no governmental investigation of the precise antitrust scheme alleged in this case—and indeed the FTC’s two investigations of some of key portions of the underlying conduct ended without any enforcement action. The defendant—Zuffa, LLC (“Zuffa” or “Defendant”)—was and remains financially powerful and politically connected. Zuffa was, and is, feared both by would-be rivals and most MMA fighters.

But Class Counsel believed in their clients and the righteousness of their cause. Class Counsel were inspired by the fortitude of the named plaintiffs in this litigation: Cung Le, Nathan Quarry, Jon Fitch, Brandon Vera, Luis Javier Vazquez, and Kyle Kingsbury (“Plaintiffs;” Plaintiffs and Zuffa, together, the “Parties”). As discussed in detail in the accompanying joint declaration of Co-Lead Class Counsel, the litigation was hard fought from the filing of the initial complaint (on December 16, 2014), through motions to dismiss, discovery, class certification, *Daubert* briefing, summary judgment, and up to the eve of the first trial date when, in March 2024, the Parties reached an agreement in principle on a proposed class settlement with the assistance of renowned mediator Hon. Layn Phillips (ret.).³ But, as

¹ On July 31, 2015, the Court appointed Berger Montague, Cohen Milstein, and JSLF as Interim Co-Lead Class Counsel, and Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP (“Wolf Rifkin”) as Interim Liaison Counsel for the then-proposed class in the Action. *See* ECF No. 140. In the Order certifying the Class, the Court appointed Wolf Rifkin as one of the counsel for the Class. *See* ECF No. 839. The lead lawyer at Wolf Rifkin was Don Springmeyer. Mr. Springmeyer changed law firms as of January 1, 2021, and his new law firm, Kemp Jones, LLP (“Kemp Jones”), took over the role of representing Plaintiffs and the Class. *See* ECF No. 780.

² The term “Supporting Counsel” refers to all or some of the following firms: Wolf Rifkin, Kemp Jones, Warner Angle Hallam Jackson & Formanek PLC, Clark Hill PLC, The Radice Law Firm, Spector Roseman Kodroff & Willis, and the Law Office of Frederick S. Schwartz. Co-Lead Class Counsel and Supporting Counsel are collectively referred to as “Class Counsel.”

³ *See generally* Joint Declaration of Eric L. Cramer, Richard A. Koffman, and Joseph R. Saveri in Support of Plaintiffs’ Motion for an Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives (the “Joint Decl.”), dated December 20, 2024, filed concurrently with this motion.

1 the Court knows, the case did not end there. The Court rejected the Parties' first attempt at resolving
 2 this Action, together with *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.) (the
 3 "*Johnson Action*"), for \$335 million for both cases combined. *See* ECF Nos. 1037, 1038, 1039. The
 4 Parties thus went back to the drawing board, preparing for a newly set trial date (February 3, 2025),
 5 while also continuing to attempt to resolve the case again. The second time proved a charm.

6 Under the terms of the September 26, 2024 Settlement Agreement,⁴ Zuffa has agreed to make
 7 cash payments totaling \$375 million for the benefit of the *Le Class only*.⁵ The Settlement is an
 8 outstanding result that, if approved, would provide immediate and consequential cash relief to the more
 9 than one-thousand members of the *Le Class*. Some key facts are as follows:

- 10 • The Settlement does not release any of the claims in the *Johnson Action*, thereby permitting
 11 hundreds of members of the *Le Class*, as well as the other members of the proposed *Johnson*
 class, to obtain more damages and injunctive relief in the ongoing *Johnson Action*.⁶
- 12 • The gross Settlement represents nearly 70% of the total compensation the UFC paid to its entire
 13 roster of Fighters during the whole *Le Class Period*.
- 14 • Under the proposed Plan of Allocation,⁷ the anticipated average Class Member recovery is
 15 \$250,000. Thirty-five Class Members would net over \$1 million; nearly 100 Fighters would net
 over \$500,000; more than 200 Fighters would recover over \$250,000; over 500 Fighters would
 net in excess of \$100,000.

16 *See* Joint Decl. ¶2.

17 There has been an outpouring of support from both Class Members and other members of the
 18 MMA community endorsing the Settlement. *Id.* ¶3; *see also* ECF Nos. 1045, 1047, 1049 (attaching and
 19

20 ⁴ Citations to the Settlement Agreement will use the format "SA ¶." Unless otherwise defined
 21 herein, all capitalized terms have the same meanings set forth in the Settlement Agreement, attached as
 22 Exhibit 1 to the Joint Supplemental Declaration of Eric L. Cramer, Richard Koffman, and Joseph R.
 Saveri in Support of Plaintiffs' Motion for Preliminary Approval of the Settlement (filed on October 7,
 2024). *See* ECF Nos. 1045-2 (the declaration), 1045-4 (the Settlement Agreement).

23 ⁵ The Class is defined to include all persons who competed in one or more live professional UFC-
 24 promoted MMA bouts taking place or broadcast in the U.S. from December 16, 2010 to June 30, 2017
 (the "*Class Period*"), but excludes all persons who are not residents or citizens of the U.S. unless the
 25 UFC paid such persons for competing in a bout fought in the U.S. *See* ECF No. 839, at 79.

26 ⁶ The proposed class in the *Johnson Action* is defined as: "All persons who competed in one or
 27 more live professional UFC-promoted MMA bouts taking place or broadcast in the United States
 during the period July 1, 2017 to the present ("*Class Period*"). The Class excludes all persons who are
 28 not residents or citizens of the United States unless the UFC paid such persons for competing in a bout
 fought or broadcast in the United States." *See* Case No. 21-cv-1189, ECF No. 1, ¶34.

⁷ Attached as Exhibit 2 to the Joint Suppl. Decl. (ECF No. 1045-5).

1 discussing the declarations). One-hundred and fifty-four ex-UFC Fighter Class Members, plus a non-
2 Class Member named plaintiff (Quarry) and a non-Class Member Fighter manager, submitted
3 declarations supporting the Settlement. *Id.* Additionally, two of the leading organizations advocating on
4 behalf of MMA Fighters have submitted supporting declarations, stressing the importance of the
5 monetary relief recovered by this Settlement for the Fighters. *Id.* As these declarations make clear, the
6 Settlement, if approved, would have an immediate, substantial, and positive impact on hundreds upon
7 hundreds of Class Members and their families. *Id.*

8 The Settlement also amounts to a significant share of the total damages computed by Plaintiffs’
9 economists. One of Plaintiffs’ economists, Dr. Hal Singer, computed damages to the Class ranging
10 from \$811 million to \$1.6 billion.⁸ The median estimate of Dr. Singer’s economic models yielded
11 damages of \$894 million. *See* SR1 ¶250 & Table 10. Plaintiffs’ other main economic expert, Prof.
12 Andrew Zimbalist, calculated damages of \$981.8 million.⁹ Given that Prof. Zimbalist’s sole estimate
13 aligns with the middle of the range of Dr. Singer’s estimates, a reasonable jury that sided with Plaintiffs
14 on every other material issue could well conclude that the damages would be around \$900 million.
15 Thus, the \$375 million Settlement amounts to more than 40% of the single damages. Joint Decl. ¶4.

16 The Settlement also represents a precedent-setting result both for the Class and for worker-side
17 antitrust cases generally. Plaintiffs solicited input from a highly regarded expert in the application of
18 antitrust law to labor markets, Prof. Eric Posner of the University of Chicago Law School. *Id.* ¶5. Prof.
19 Posner explained that “antitrust claims against employers for anticompetitive behavior in labor markets
20 are relatively rare and difficult in comparison to other types of antitrust claims, and that labor-side
21 [S]ection 2 claims [of the Sherman Act] of this type have been vanishingly rare. As far as I have
22 discovered in my research, [the *Le Action*] is the first such claim ever to survive summary judgment,
23 reach class certification, or even survive a motion to dismiss.”¹⁰

24
25
26 ⁸ *See* Expert Report of Hal J. Singer, Ph.D., August 31, 2017 (“SR1”), ECF No. 518-3, at ¶252 &
Table 11; ¶250 & Table10; ¶248 & Table 9 (Bellator model with \$811.2 million single damages).

27 ⁹ *See* Expert Report of Andrew Zimbalist in *Cung Le, et al. v. Zuffa, LLC*, August 30, 2017
28 (“ZR1”), ECF No. 518-5, ¶140(c).

¹⁰ Declaration of Prof. Eric A. Posner in Support of Plaintiffs’ Motion for Preliminary Approval of
the Settlement (“Posner Decl.”) ¶1. *See* ECF No. 1024-5 (filed in support of the Prior Settlement).

1 The result in this case was hard fought. Co-Lead Class Counsel’s work on the Action began
2 well in advance of the December 16, 2014 filing of the initial complaint, with an extensive pre-filing
3 investigation without the benefit of government involvement or compulsory process. *Id.* ¶6.
4 Throughout this litigation, Co-Lead Class Counsel have directed and overseen the work of their own
5 attorneys and staff, as well as the attorneys and staff of the Supporting Counsel that assisted in this
6 litigation. Co-Lead Class Counsel have been involved in every aspect of the Action, including
7 investigating, developing, initiating, litigating, and resolving the Action. *Id.* ¶7. Co-Lead Counsel have
8 overseen extensive fact and expert discovery (including both engaging in party negotiations and motion
9 practice to obtain and review more than 750,000 documents comprising more than 3 million pages),
10 and prepared motions and briefing on numerous motions. *See id.* ¶¶7, 31-42.

11 Co-Lead Class Counsel presided over all aspects of the Settlement negotiations, participated in
12 drafting and editing the term sheet and long-form settlement agreement, developed the class notice and
13 notice plan, developed the allocation plan (in conjunction with consultants and experts), and prepared
14 all of the necessary papers for seeking preliminary approval of the Settlement. *Id.* ¶8. As noted above,
15 the Parties retained renowned mediator, Hon. Layn Phillips, to assist in the resolution of the matter. *Id.*
16 The Parties participated in three full day in-person mediation sessions spread over six years (in 2017,
17 2019, and 2023), and an all-day mediation session via video conference in August 2024 after the Court
18 denied preliminary approval of the Prior Settlement, as well as numerous follow-up engagements via
19 phone, video conference, and otherwise surrounding each mediation session. *Id.* The Settlement was
20 ultimately reached while Class Counsel were engaged in active trial preparations. *Id.*

21 In sum, this Action involved substantial risk, including the prospect of a total or partial loss pre-
22 trial, at trial, or on appeal, as well as the risks and significant costs associated with the passage of so
23 much time. Class Counsel filed the Action on a contingency basis, knowing it could take years to
24 prosecute; that it would require millions of dollars in costs, and demand thousands of attorney hours—
25 all with the very real risk of no recovery at all. As shown by the accompanying declarations from each
26 law firm involved, Co-Lead Class Counsel have dedicated substantial time and resources to the
27 prosecution of the *Le* Action, collectively spending a total of 74,640.80 hours of professional time. *Id.*
28 ¶9. Similarly, Supporting Counsel have also dedicated significant time and effort litigating the *Le*

1 Action, collectively spending 23,587.13 hours as well. *Id.* In total, Class Counsel have collectively
 2 expended 98,227.93 hours with a total lodestar at current rates of \$72,106,244.55 on a fully contingent
 3 basis. *Id.* Class Counsel also incurred substantial out-of-pocket costs in the amount of \$9,572,685.17.
 4 *Id.* ¶¶256-63. The vast majority of these expenses went to Plaintiffs’ highly regarded experts and their
 5 teams—which included three economic experts and a forensic accounting expert—without whose work
 6 these results would not have been possible. *See id.* ¶¶86-129, 259-60. Other essential expenses for the
 7 prosecution of the Action included regular e-discovery and data hosting costs, computer research, court
 8 reporting and deposition transcripts, subpoena services, mediation costs, travel and accommodations,
 9 printing, filing fees, costs associate with trial preparation, and others.

10 For their work to achieve this remarkable Settlement, Co-Lead Class Counsel respectfully
 11 request an award of attorneys’ fees and the reimbursement of their reasonable litigation expenses. Co-
 12 Lead Class Counsel seek a reasonable fee award of 30.72% of the gross Settlement amount plus
 13 interest, *i.e.*, \$115.2 million plus accrued interest.¹¹ Co-Lead Class Counsel also request reimbursement
 14 of Class Counsel’s litigation expenses in the amount of \$9,572,685.17, which were reasonably
 15 necessary to advance the interests of the Class and to obtain the favorable result.

16 Additionally, Co-Lead Class Counsel respectfully request service awards in the amount of
 17 \$250,000 for each of the five Class Representatives.¹² The Class Representatives (and Plaintiff Quarry)
 18 were instrumental to the success of this litigation. They each participated significantly in discovery,
 19 working with Class Counsel to produce more than 600,000 documents. *See id.* ¶¶71-74. They also
 20

21 ¹¹ The request for an award of attorneys’ fees is based on two computations. The first component is
 22 a request of one-third of \$301.5 million (or \$100.5 million), where the \$301.5 million amount
 23 corresponds to 90% of \$335 million ($\$335 \text{ million} \times 0.9 = \301.5 million), which is the amount from
 24 the Prior Settlement that would have been allocated to the *Le* Class had that settlement been approved.
 25 The second component is one-fifth of \$73.5 million, which is the amount remaining from the \$375
 26 million *Le v. Zuffa* Settlement Fund after subtracting the above \$301.5 million. The two computations
 27 total \$115.2 million: $(\$301.5 \text{ million} / 3 = \$100.5 \text{ million}) + (\$73.5 \text{ million} / 5 = \$14.7 \text{ million}) =$
 \$115.2 million. As a percentage of the gross \$375 million Settlement, the requested fee award
 represents 30.72% of Settlement amount ($\$115.2 \text{ million} / \$375 \text{ million} = 0.3072$), which is roughly
 \$10 million less than a request for one-third of the entire settlement amount ($\$375 \text{ million} / 3 = \125
 million).

28 ¹² For clarity, the *Le* Class Representatives are Cung Le, Jon Fitch, Kyle Kingsbury, Brandon Vera,
 and Javier Vazquez. Plaintiff Nathan Quarry was proffered as a class representative for the “Identity
 Rights Class,” which the Court did not certify. *See generally* ECF No. 839 at 75-78.

1 worked with Class Counsel to develop, write, and review for accuracy their responses to Zuffa’s
2 interrogatories. *Id.* ¶75. Each Class Representative worked hard to prepare for and sit for a full-day
3 deposition, which also involved significant travel for some of the Class Representatives (*e.g.*, one
4 resides in Guam). *Id.* ¶¶76-80. The Class Representatives also provided invaluable insights into the
5 workings of the Defendant, participated in monthly conferences with Class Counsel, attended dozens of
6 court hearings, participated in multiple in-person mediation sessions, and worked with Class Counsel to
7 prepare for trial. *See id.* ¶¶81-85.

8 In short, Co-Lead Class Counsel respectfully submit that the requested attorneys’ fees,
9 reimbursement of litigation expenses, and the service awards for the Class Representatives are
10 reasonable and appropriate under Fed. R. Civ. P. 23(h) and applicable law.

11 **II. SUMMARY OF CLASS COUNSEL’S LITIGATION EFFORTS**

12 **A. Investigation and Filing of the Action**

13 Class Counsel opened investigations into potentially anticompetitive conduct in the Mixed
14 Martial Arts (“MMA”) industry well before the December 16, 2014 filing of the first complaint in the
15 Action and without the benefit of a governmental enforcement action. *See Joint Decl.* ¶¶11-12. The pre-
16 complaint investigations undertaken by Class Counsel were extensive, with counsel devoting thousands
17 of hours to developing the case. *Id.* ¶12.

18 **B. Motions to Transfer and Dismiss**

19 On January 30, 2015, Zuffa moved to transfer the Action from the United States District Court
20 for the Northern District of California (where Plaintiffs had filed and where several resided) to this
21 District, which motion was granted by the transferor court on June 2, 2015. *Id.* ¶16. While that motion
22 was pending, Zuffa moved to dismiss. Class Counsel filed a single consolidated opposition brief to
23 Zuffa’s motions, while also negotiating a stipulation to stay discovery pending the resolution of the
24 motions to dismiss and transfer. *Id.* ¶¶16-17. Following transfer, on September 25, 2015, this Court
25 denied Zuffa’s motions to dismiss from the bench (ECF No. 186), issuing a written Order on October
26 19, 2016 (ECF No. 314). *Id.* ¶18. Class Counsel subsequently filed their Consolidated Amended
27 Complaint on December 18, 2015. *Id.* ¶19.
28

1 **C. Fact Discovery**

2 Fact discovery in the Action was extensive, complex, voluminous, and hotly contested. *See*
3 *generally id.* ¶¶20-80. Class Counsel worked aggressively to develop the factual record. These
4 discovery efforts included: working to ensure that the UFC and certain third parties preserved relevant
5 electronically stored data and information, *id.* ¶¶24-27; pursuing focused written discovery from Zuffa
6 and third parties (including by litigating the scope of productions and purported work product and
7 privilege claims), *id.* ¶¶28-61; taking nearly 30 depositions of fact witnesses (in addition to seven days
8 of testimony of Zuffa’s Rule 30(b)(6) designees), *id.* ¶¶62-65; scouring publicly available sources of
9 relevant information and evidence (including data and videotaped statements of key witnesses in the
10 case), *id.* ¶¶66-70; collecting and reviewing document productions from the Class Representatives and
11 working with them to prepare responses to interrogatories, *id.* ¶¶71-75; and preparing the Class
12 Representatives for their depositions and defending those depositions, *id.* ¶¶76-80.

13 **D. Expert Discovery**

14 Class Counsel oversaw an extensive and protracted expert discovery effort. Because Plaintiffs’
15 claims presented important and complex issues involving antitrust law—including substantial
16 foreclosure, common impact, anticompetitive effects, alleged procompetitive justifications, and
17 aggregate damages suffered by the Class—Co-Lead Class Counsel retained three economic experts:
18 Hal J. Singer, Ph.D., Prof. Andrew Zimbalist, and Prof. Alan Manning. *Id.* ¶87. They also retained a
19 forensic accounting expert: Guy Davis. *Id.* ¶88. Class Counsel collectively spent substantial time and
20 effort working with these experts to facilitate their understanding of the case and the record; their
21 preparation of the expert reports (opening reports, rebuttals, and sur-rebuttals); and preparation for their
22 testimony at depositions, at the class certification hearing, and at the anticipated February 2025 trial. *Id.*
23 ¶92; *see also id.* ¶¶86-129 (detailing Class Counsel’s work with each expert). In addition, Class
24 Counsel also analyzed the extensive reports produced by Zuffa’s five experts, who collectively
25 produced reports totaling 650 pages, and deposed each of Zuffa’s experts in 2017. *See id.* ¶¶131-34.

26 **E. Class Certification and *Daubert* Proceedings**

27 With the end of fact and expert discovery, on February 16, 2018, Class Counsel prepared a class
28 certification motion, followed by a reply brief that responded to Zuffa’s opposition brief arguments on

1 May 30, 2018. *Id.* ¶¶135-36. On the same day that Plaintiffs filed for class certification, Zuffa filed
2 motions to exclude all of Plaintiffs’ experts. Class Counsel successfully opposed those motions, as well
3 as Zuffa’s subsequent renewal of those motions in 2023. *See id.* ¶¶137-39.

4 Class Counsel then prepared for and participated in a seven-day evidentiary hearing on
5 Plaintiffs’ Motion for Class Certification that was held in three stages in two courthouses (from August
6 26- 28, 2019, from September 12-13, 2019, and on September 23, 2019). *See id.* ¶¶140-50. Also, on
7 September 12, 2019, at the Court’s request, the Parties submitted supplemental briefs relating to class
8 certification. *Id.* ¶151.

9 Over the next few years, Class Counsel attended multiple status conferences, some by
10 videoconference due to the coronavirus pandemic. *Id.* ¶153. At the second of these status conferences,
11 on December 10, 2020, the Court announced its intention to certify the Bout Class. *Id.* After this
12 conference, Class Counsel also prepared a response to supplemental authority of a then-recent decision
13 by the Ninth Circuit that Zuffa submitted in opposition to class certification, as well as providing the
14 Court with additional developments relating to that decision. *Id.* ¶155. The Court issued its order
15 certifying the Bout Class (and denying certification of the proposed identity rights class) on August 9,
16 2023. *Id.* ¶156. Zuffa filed an appeal petition pursuant to Fed. R. Civ. P. 23(f), which Class Counsel
17 successfully opposed before the Ninth Circuit. *Id.* ¶¶158-60.

18 After the Ninth Circuit denied Zuffa’s Rule 23(f) petition, Class Counsel solicited bids from
19 claims administration vendors and selected Angeion Group, LLC (“Angeion”) to issue notice to the
20 Class. *Id.* ¶157. Class Counsel worked with Angeion to develop a Notice Plan and effectuate notice to
21 the Class, which included an emergency motion addressing improper Class Member solicitations by a
22 third party. *Id.* ¶¶157, 161-62. No Fighters opted out of the Class. *Id.* ¶157.

23 **F. Zuffa’s Motions for Summary Judgment**

24 Class Counsel also worked to oppose Zuffa’s three separate motions for summary judgment.
25 *See id.* ¶163. Zuffa first’s motion for partial summary judgment was filed during discovery and sought
26 dismissal of Quarry’s identity rights claims as untimely. *Id.* ¶164. Class Counsel opposed the motion,
27 which the Court ultimately denied without prejudice. *Id.* Zuffa’s second motion for summary judgment,
28 filed after class certification and *Daubert* briefing, sought dismissal of the entire case. *Id.* ¶165. Class

1 Counsel opposed the motion, which the Court also denied without prejudice. *Id.* Zuffa renewed that
2 latter motion for summary judgment after the Court’s order certifying the Bout Class. Class Counsel
3 opposed the motion, which the Court denied on January 18, 2024. *Id.* ¶¶166-67.

4 **G. Pre-Trial Proceedings**

5 With respect to trial preparation, the Court set a status conference for August 21, 2023, less than
6 two weeks after certifying the Bout Class. *Id.* ¶178. Class Counsel prepared a pre-conference statement
7 that included a proposal for proceeding to a trial on liability and damages while deferring consideration
8 of injunctive relief until a trial was held in the related *Johnson* Action. *Id.* ¶¶178-79. The Court
9 subsequently set the trial to begin on April 15, 2024. *Id.* ¶¶180-81.

10 As the Action sped toward the then-April 2024 trial, Class Counsel engaged intensely in
11 preparation. *Id.* ¶¶188-202, 212-26. Class Counsel’s work encompassed, *inter alia*, reviewing and
12 designating deposition testimony, preparing a witness list, winnowing down an extensive library of
13 videos involving pre- and post-fight press conferences for key evidence, generating an exhibit list and
14 engaging with Zuffa’s exhibit list, preparing a jury questionnaire, filing trial briefs (on February 22,
15 2024), preparing proposed stipulations of fact, preparing trial presentations, and working with the Class
16 Representatives to prepare for trial. *See id.* Class Counsel also researched and filed motions *in limine*,
17 while also opposing Zuffa’s motions *in limine*. *Id.* ¶¶203-09. Class Counsel argued the motions *in*
18 *limine* at a March 4, 2024 status conference where Plaintiffs prevailed on certain important motions,
19 including on a motion seeking to strike 13 late-disclosed witnesses from Zuffa’s witness list and to
20 strike evidence from after the June 30, 2017 close of the *Le* Class Period. *Id.* ¶¶210-11.

21 **H. Prior Settlement and Return to Trial Preparation**

22 After nine years of hard-fought litigation, with extensive fact and expert discovery completed,
23 and when the Parties were on the eve of trial in the *Le* Action, Class Counsel, in March 2024, reached
24 an agreement-in-principle with the *Le* and *Johnson* defendants to settle the two Actions for \$335
25 million plus prospective relief (the “Prior Settlement”). *Id.* ¶227. The Prior Settlement followed a
26 lengthy process where Class Counsel participated in significant settlement negotiations, including full-
27 day mediations several years apart (in 2017, 2019, and 2023) with the mediator, the Hon. Layn Phillips,
28 which also involved numerous follow-up discussions. *Id.* ¶¶228-29.

1 Class Counsel moved for preliminary approval of the Prior Settlement on May 21, 2024 (ECF
2 No. 1024), at which point trial preparation in the Action ceased. *Id.* ¶230. Class Counsel prepared for a
3 June 14, 2024 status conference with the Court. *Id.* At that conference, the Court directed Plaintiffs to
4 submit a supplemental brief addressing certain concerns the Court raised about the Prior Settlement. *Id.*
5 Co-Lead Class Counsel filed their supplemental brief on June 24, 2024 (ECF No. 1029), responding to
6 the Court’s concerns and providing a revised plan of allocation. *Id.* Class Counsel also supplied
7 additional detailed information about the proposed distribution of the net settlement funds for *in*
8 *camera* review on June 24, 2024 and on July 8, 2024 (ECF Nos. 1030, 1035). *Id.* The Court held a
9 second status conference on July 12, 2024 to address the issues covered by Class Counsel’s
10 supplemental submissions. On July 30, 2024, the Court denied preliminary approval of the Prior
11 Settlement and gave its reasons for the denial on the record (referred to herein as the “Denial”). *Id.*
12 (citing ECF Nos. 1037, 1038, 1039).

13 On August 19, 2024, the Court held another conference where it reset the trial date to February
14 3, 2025 (ECF No. 1040). *Id.* ¶231. Class Counsel had already renewed the process of preparing for trial
15 following the Denial. *Id.* Trial preparations included revisiting work on preparing exhibits, reaching out
16 to the Class Representatives and other witnesses to secure availability for trial, initiating meet and
17 confer discussions with Zuffa on various subjects, and returning to other projects necessary for trial that
18 were in process at the time the Prior Settlement was reached. *Id.* Because the Court made clear that it
19 would not stay the case or move the trial date unless and until it granted preliminary approval, Class
20 Counsel continued their trial preparation work through the Court’s grant of preliminary approval of the
21 current Settlement on October 23, 2024. *Id.* (*see also* ECF Nos. 1042, 1053).

22 I. The Settlement

23 Concurrently with the trial preparation activities described above, the Parties in this Action
24 renewed settlement discussions for the *Le* case only. *Id.* ¶232. As with the Prior Settlement, Class
25 Counsel led these discussions, which also involved the mediator (Hon. Layn Phillips). *Id.* As part of the
26 negotiations, Class Counsel and counsel for Zuffa revisited the strengths and weaknesses of their
27 respective claims and defenses, the risks of trial and appeals, *and* gave careful consideration to the
28 Court’s stated reasons for the Denial. *Id.* Through these arms’-length negotiations, the Parties reached

1 the Settlement. *Id.* The Settlement provides valuable economic relief to the Class in the amount of \$375
2 million in cash. *See* SA ¶5; Joint Decl. ¶232. The cash payment comprises a significant percentage of
3 damages sought by Plaintiffs and will provide compensation to Class Members in the form of a large
4 percentage of the amount of money these Fighters earned during their UFC fighting careers. *See* Joint
5 Decl. ¶4. The Settlement also leaves the *Johnson* Action unaffected. *Id.*

6 As discussed at Part I *supra*, there has been a groundswell of support from Plaintiffs, Class
7 Members, and groups that advocate for the interests of Fighters. Joint Decl. ¶¶2-3, 233-34. These
8 statements make clear that the Settlement would bring real, material, and tangible monetary benefits to
9 Class members—many of whom need immediate relief.

10 **III. THE REQUESTED ATTORNEYS' FEES ARE APPROPRIATE AND REASONABLE**

11 Plaintiffs' requested fee of 30.72% of the gross Settlement amount, plus interest, is reasonable
12 and should be approved. "In a certified class action, the court may award reasonable attorney's fees and
13 nontaxable costs that are authorized by law or by the parties' agreement." Fed. R. Civ. P. 23(h). The
14 Supreme Court has explained that "a lawyer who recovers a common fund for the benefit of persons
15 other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole."
16 *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980). Attorneys' fees are awarded as a means of
17 ensuring that "those who benefit from the creation of the fund should share the wealth with the lawyers
18 whose skill and effort helped create it." *In re Wash. Pub. Power Supply Sys. Sec. Litig.*, 19 F.3d 1291,
19 1300 (9th Cir. 1994). This principle is particularly important in complex antitrust litigation. *See, e.g.*,
20 *Pillsbury Co. v. Conboy*, 459 U.S. 248, 262-63 (1983), where fee awards in successful cases encourage
21 private enforcement of federal antitrust laws.

22 The Ninth Circuit has approved two methods of awarding attorneys' fees in common fund
23 cases: (1) the "percentage of the fund" method, and (2) the "lodestar" method. *Vizcaino v. Microsoft*
24 *Corp.*, 290 F.3d 1043, 1047 (9th Cir. 2002) (citing *Wash. Pub. Power Supply*, 19 F.3d at 1295-96).
25 "Regardless of whether the court uses the percentage approach or the lodestar method, the main inquiry
26 is whether the end result is reasonable." *Williams v. Costco Wholesale Corp.*, 2010 WL 2721452, at *6
27 (S.D. Cal. July 7, 2010) (citing *Powers v. Eichen*, 229 F.3d 1249, 1258 (9th Cir. 2000)). As explained
28 in greater detail below, the percentage of the fund approach is the appropriate method for determining

1 an award of attorneys' fees here.

2 **A. The Settlement Creates a Common Fund from Which Percentage-of-the-Fund Is**
 3 **the Appropriate Method for Awarding Attorneys' Fees**

4 Where, as here, there is an easily quantifiable benefit to the Class—namely, the \$375 million
 5 cash recovery—the percentage of the fund approach is appropriate. *See In re Bluetooth Headset Prods.*
 6 *Liab. Litig.*, 654 F.3d 935, 942 (9th Cir. 2011). “The use of the percentage-of-the-fund method in
 7 common-fund cases is the prevailing practice in the Ninth Circuit for awarding attorneys' fees and
 8 permits the Court to focus on a showing that a fund conferring benefits on a class was created through
 9 the efforts of plaintiffs' counsel.” *In re Korean Air Lines Co. Antitrust Litig.*, 2013 WL 7985367, at *1
 10 (C.D. Cal. Dec. 23, 2013); *see also Rodriguez v. Nike Retail Servs., Inc.*, 2022 WL 254349, at *6 (N.D.
 11 Cal. Jan. 27, 2022) (approving a percentage award (namely, one-third of the gross settlement)
 12 “especially in light of the significant amount of work Class Counsel performed in this case, ... and the
 13 excellent results achieved”). Courts supervising antitrust cases in this Circuit regularly apply the
 14 percentage of the fund approach.¹³ This Court should do so here.

15 When determining a reasonable fee award, the “[s]election of the benchmark or any other rate
 16 must be supported by findings that take into account all of the circumstances of the case,” *Vizcaino*,
 17 290 F.3d at 1048, and, ultimately, the benchmark should be adjusted “when special circumstances
 18 indicate that the percentage recovery would be either too small or too large in light of the hours devoted
 19 to the case or other relevant factors.” *Six (6) Mexican Workers v. Ariz. Citrus Growers*, 904 F.2d 1301,
 20 1311 (9th Cir. 1990); *see also Paul, Johnson, Alston & Hunt v. Gaulty*, 886 F.2d 268, 272 (9th Cir.
 21 1989) (the “percentage amount can then be adjusted upward or downward to account for any unusual
 22 circumstances involved in this case”); *Szymborski v. Ormat Techs., Inc.*, 2012 WL 4960098, at *3 (D.
 23 Nev. Oct. 16, 2012) (observing “nearly all common fund awards range around 30%” and that “the
 24 district court may adjust upward or downward to account for the circumstances in each case”).

25 In assessing whether a percentage is fair and reasonable, the Ninth Circuit has identified a
 26 number of factors that may be relevant to the Court's analysis: “(1) the results achieved; (2) the risks of

27
 28 ¹³ *See, e.g., In re Anthem, Inc. Data Breach Litig.*, 2018 WL 3960068, at *5 (N.D. Cal. Aug. 17, 2018); *In re Lithium Ion Batteries Antitrust Litig.*, 2018 WL 3064391, at *1 (N.D. Cal. May 16, 2018); *Van Vranken v. Atl. Richfield Co.*, 901 F. Supp. 294, 298 (N.D. Cal. 1995).

1 litigation; (3) the skill required and the quality of work; (4) the contingent nature of the fee; (5) the
2 burdens carried by class counsel; and (6) the awards made in similar cases.” *Barbosa v. Cargill Meat*
3 *Sols. Corp.*, 297 F.R.D. 431, 449 (E.D. Cal. 2013) (citing *Vizcaino*, 290 F.3d at 1048-50); *see also In re*
4 *Online DVD-Rental Antitrust Litig.*, 779 F.3d 934, 954-55 (9th Cir. 2015). No matter which method is
5 selected, the second method can be employed as a “cross-check.” *See In re Bluetooth*, 654 F.3d at 944-
6 45. Each of these factors supports the requested fee of 30.72% here.

7 **1. Counsel Obtained an Exceptional Result for the Class.**

8 “The overall result and benefit to the class from the litigation is the most critical factor in
9 granting a fee award.” *In re Omnivision Techs., Inc.*, 559 F. Supp. 2d 1036, 1046 (N.D. Cal. 2008). The
10 Settlement represents an outstanding recovery from any angle.

11 The \$375 million Settlement amounts to a significant share of the total damages computed by
12 Plaintiffs’ economists, representing more than 40% of the estimated single damages under the
13 reasonable assumption that a jury would find the total damages suffered at the level where the damages
14 models proffered by both of Plaintiffs’ expert economists converged, *i.e.*, around \$900 million. *See*
15 *Joint Decl.* ¶4; Part I *supra*. This result is better than any other worker-side alleged monopsony case in
16 the history of class action jurisprudence in this country. In their supplemental brief filed in support of
17 the Prior Settlement (*see* ECF No. 1029 at 9-13), Plaintiffs analyzed a long list of antitrust settlements
18 as a measure of the estimated single damages in each case. This analysis shows these cases settled for a
19 much lower percentage than the Settlement here, with dozens of antitrust class actions settling for 25%
20 or less of estimated single damages; three-quarters settling for 15% or less of damages; and a quarter
21 for 2% or less of damages. *See id.* Moreover, the recovery here is a much higher percentage of damages
22 than other antitrust settlements reached at or on the eve of trial. *See id.* at 7-9 (discussing cases). As one
23 example, the plaintiffs in five separate cases alleging antitrust claims relating to realtor commissions
24 settled for \$972.5 million *after* having won a \$1.8 billion jury verdict in one case and where the alleged
25 damages were in the tens of billions. *See id.* at 7-8. Even with the incredibly valuable jury verdict in
26 hand, the plaintiffs there assessed the very real risks of trial and appeal—and settled for below 5% of
27
28

1 single damages. The Settlement here far surpasses these cases.¹⁴

2 Importantly, the Settlement, if approved, would provide immediate and consequential cash
3 relief to the more than one thousand members of the *Le* Class while preserving the ability of those *Le*
4 Class Members who are also members of the proposed class in *Johnson* to pursue additional damages
5 and significant injunctive relief. *See* Joint Decl. ¶¶2, 232. As discussed above, the anticipated average
6 amount a Class Member would recover (after all fees and costs are deducted) is \$250,000. *See id.* ¶2.
7 Thirty-five Class Members would net over \$1 million; nearly 100 Fighters would net over \$500,000;
8 more than 200 Fighters would recover over \$250,000; over 500 Fighters would net in excess of
9 \$100,000. *Id.* Finally, there has been an outpouring of support for the Settlement from both Fighters
10 and groups that advocate for the benefit of Fighters. *Id.* ¶¶3, 234. To date, 154 ex-UFC Fighters have
11 submitted declarations supporting the Settlement. *See id.* These declarations reference that many
12 Fighters are in financially precarious situations such that the Settlement would materially improve their
13 lives. *Id.*; *see also* ECF No. 1045-1 at 27-30 (preliminary approval brief highlighting Fighter statements
14 about the importance of the Settlement).

15 2. The Action Involved Significant Risks.

16 “Antitrust cases are particularly risky, challenging, and widely acknowledge[d] to be among the
17 most complex actions to prosecute.” *In re Lithium Ion Batteries Antitrust Litig.*, 2020 WL 7264559, at
18 *15 (N.D. Cal. Dec. 10, 2020);¹⁵ *see also Wal-Mart Stores, Inc. v. Visa U.S.A., Inc.*, 396 F.3d 96, 118
19 (2d Cir. 2005) (“Federal antitrust cases are complicated, lengthy, and bitterly fought.”); *In re Packaged*
20 *Ice Antitrust Litig.*, 2011 WL 6209188, at *19 (E.D. Mich. Dec. 13, 2011) (Antitrust cases are
21 “arguably the most complex action[] to prosecute. The legal and factual issues involved are always
22

23 ¹⁴ *See, e.g., In re High-Tech Emp. Antitrust Litig.*, 2015 WL 5159441, at *2-*4 (N.D. Cal. Sept. 2,
24 2015) (\$435 million settlement representing 14% of single damages of \$3.1 billion); *In re Suboxone*
25 *(Buprenorphine Hydrochloride & Naloxone) Antitrust Litig.*, 2024 WL 815503, at *2, *9 (E.D. Pa. Feb.
26 27, 2024) (\$385 million settlement representing 12% to 14% of estimated single damages of \$2.6
27 billion and \$3.2 billion); *In re Opana ER Antitrust Litig.*, No. 14-cv-10150, ECF No. 1085 (N.D. Ill.
28 Nov. 3, 2022) (\$145 million settlement representing 25% to 28% of estimated damages of between
\$514-\$590 million); *In re Titanium Dioxide Antitrust Litig.*, 2013 WL 5182093, at *2 (D. Md. Sept. 12,
2013) (\$163.5 million settlement representing 6-8% of estimated single damages ranging from \$2.1-2.7
billion); *Sullivan v. DB Invs., Inc.*, 667 F.3d 273, 285, 287-88, 324-25 (3d Cir. 2011) (\$272.5 million
settlement representing estimated 10.9% of estimated \$2.5 billion single damages).

¹⁵ *Affirmed*, 2022 WL 16959377 (9th Cir. Nov. 16, 2022).

1 numerous and uncertain in outcome.”).

2 Class Counsel assumed a significant risk in undertaking this litigation. They committed their
3 time, money, and energy to investigating and litigating the Action for more than ten years on a fully
4 contingent basis. *See* Joint Decl. ¶¶6-9, 247-63. They devoted millions of dollars and tens of thousands
5 of hours to a risky project that, at the outset, had no guarantee of success. No worker-side monopsony
6 class action like this one had ever gotten past a motion to dismiss, let alone succeeded in getting a class
7 certified and achieving a monumental settlement. The Action presented numerous complex issues that
8 were hotly contested each step of the way by highly capable defense counsel. For example, Zuffa
9 asserted multiple challenges to the merits of Plaintiffs’ claims, including that the UFC was purportedly
10 responsible for creating the MMA sports industry; that Zuffa pays more than other MMA promoters;
11 and that Zuffa consistently increased Fighter pay over the Class Period. *Id.* ¶240. Zuffa retained expert
12 economists who opined that the alleged conduct was procompetitive, and that Plaintiffs’ proposed
13 method of proving damages was unreliable or could not show that Plaintiffs were harmed. *Id.* ¶241.
14 Zuffa vigorously contested class certification, including via a Fed. R. Civ. P. 23(f) appeal, and would
15 likely have done so after any trial. *Id.* ¶242. While Class Counsel aggressively disputed Zuffa’s
16 arguments throughout the Action, as with all complex antitrust litigation, there was a substantial risk of
17 adverse outcomes on these and other issues, in addition to the possibility of lengthy delays (including
18 from appeals after trial). *Id.* ¶243. Indeed, the FTC twice investigated certain aspects of the UFC’s
19 conduct challenged here, and twice declined to pursue it. *Id.* ¶239.

20 Class Counsel consulted with Prof. Eric Posner to review the quality of results achieved with a
21 settlement of Plaintiffs’ claims. *Id.* ¶237. Prof. Posner provided context on the risks Plaintiffs faced in
22 pursuing their claims, observing that “claims against employers for anticompetitive behavior in labor
23 markets are relatively rare and difficult in comparison to other types of antitrust claims” and that this
24 Action “is the first such claim ever to survive summary judgment, reach class certification, or even
25 survive a motion to dismiss.” *Id.* A case that is the first ever of its kind to survive a motion to dismiss
26 and summary judgment epitomizes high risk.

27 **3. Prosecuting the Contested Issues in This Action Required Experienced Counsel.**

28 Class Counsel are experienced litigators who understand the claims and defenses and class

1 action issues of the Action. *See also Torczyner v. Staples, Inc.*, 2017 WL 6549937, at *8 (S.D. Cal.
 2 Aug. 28, 2017) (“Counsel, which specializes in these types of cases, undoubtedly brought skill and
 3 experience to this pursuit, and was up against quality defense counsel.”); *In re Credit Default Swaps*
 4 *Antitrust Litig.*, 2016 WL 2731524, at *18 (S.D.N.Y. Apr. 26, 2016) (“It is important to encourage top-
 5 tier litigators to pursue challenging antitrust cases ... [because] [o]ur antitrust laws address issues that
 6 go to the heart of our economy.”). The Joint Declaration details the skill and commitment Class
 7 Counsel brought over more than a decade of case investigation and litigation to obtain the Settlement.
 8 *See generally* Joint Decl. ¶¶11-246.¹⁶

9 **4. Class Counsel Litigated This Complex Action on a Contingent Basis.**

10 Class Counsel invested substantial time and resources in this case on contingency. The Ninth
 11 Circuit has recognized the importance of rewarding attorneys who take cases on contingency. *In re*
 12 *Wash. Pub. Power Supply*, 19 F.3d at 1299 (“Contingent fees that may far exceed the market value of
 13 the services if rendered on a non-contingent basis are accepted in the legal profession as a legitimate
 14 way of assuring competent representation for plaintiffs who could not afford to pay on an hourly basis
 15 regardless whether they win or lose.”); *Lopez v. Mgmt. & Training Corp.*, 2020 WL 1911571, at *8
 16 (S.D. Cal. Apr. 20, 2020) (“Class Counsel took this case on a contingent fee basis and assumed the
 17 contingent risk of non-payment which weighs in favor of the award.”).

18 **5. Class Counsel Undertook Significant Financial and Resource Burdens** 19 **in Prosecuting the Action.**

20 Class Counsel vigorously investigated and litigated this case, ultimately enabling them to
 21 negotiate the important relief provided by the Settlement for the benefit of the Class. In doing so, Class
 22 Counsel collectively expended or incurred \$9,572,685.17 in out-of-pocket costs, notwithstanding the
 23 serious possibility that they would receive no reimbursement whatsoever. And to litigate this case to a
 24 successful resolution, Class Counsel have collectively expended 98,227.93 professional hours with a
 25 lodestar exceeding \$72,106,244.55 over the course of a decade. Due to the significant investment in
 26 time and funds that litigating this case required, Class Counsel had to forgo other representations. This

27
 28 ¹⁶ And, as mentioned, Zuffa also hired excellent antitrust defense counsel to defend against the
 Class’s antitrust claims. *See Barbosa*, 297 F.R.D. at 449 (“The quality of opposing counsel is important
 in evaluating the quality of Class Counsel’s work.”).

1 factor also weighs in favor of Class Counsel’s request. *See, e.g., Taylor v. Shippers Transp. Express,*
 2 *Inc.*, 2015 WL 12658458, at *16 (C.D. Cal. May 14, 2015) (approving attorneys’ fee request of one-
 3 third of common fund where class counsel “took on the burden and expense of advancing all litigation
 4 costs” and “aver[red] that to effectively manage and litigate this case, they had to forgo other
 5 representations”).

6 **6. Awards in Similar Complex Antitrust Cases Demonstrate** 7 **That Class Counsel Seek a Reasonable Fee Award.**

8 Class Counsel’s request for a fee award of approximately 30.72% of the gross Settlement fund
 9 (*see Part I infra*) is reasonable. In antitrust class actions, many courts in this Circuit have approved fee
 10 awards in excess of thirty percent in common fund cases where the results are significant for class
 11 members. *See, e.g., In re Capacitors Antitrust Litig.*, 2023 WL 2396782, at *2 (N.D. Cal. Mar. 3, 2023)
 12 (following serial settlements and fee petitions, awarding 40% of final settlement, which brought
 13 cumulative fee award to 31% of all settlements totaling \$604.55 million, and collecting cases awarding
 14 30% or more); *In re Lidoderm Antitrust Litig.*, 2018 WL 4620695, at *1-*2 (N.D. Cal. Sep. 20, 2018)
 15 (awarding 33% of \$104.75 million antitrust settlement); *Tawfilis v. Allergan, Inc.*, 2018 WL 4849716,
 16 at *7 (C.D. Cal. Aug. 27, 2018) (awarding 33⅓% of \$13.45 million antitrust settlement); *Meijer, Inc. v.*
 17 *Abbott Labs.*, 2011 WL 13392313, at *2 (N.D. Cal. Aug. 11, 2011) (awarding 33⅓% of \$52 million
 18 antitrust settlement).¹⁷

19
 20 ¹⁷ *See also Corzo v. Brown Univ.*, No. 22-cv-00125, 2024 WL 3506498, at *6 (N.D. Ill. July 20,
 21 2024) (awarding 33.33% of \$284 million settlement); *Suboxone*, 2024 WL 815503, at *16 (awarding
 22 32% of \$385 million settlement); *Jones, et al. v. Varsity Brands, LLC, et al.*, 2024 WL 5010412, at *8,
 23 *10 (W.D. Tenn. Dec. 6, 2024) (indirect purchaser Section 2 antitrust case awarding 33⅓% of \$82.5
 24 million); *Fusion Elite All Stars v. Varsity Brands, LLC*, 2023 WL 6466398, at *6, *8 (W.D. Tenn. Oct.
 25 4, 2023) (direct purchaser Section 2 antitrust case awarding 33⅓% of \$43.5 million); *In re Opana ER*
 26 *Antitrust Litig.*, No. 14-cv-10150, ECF No. 1085, at ¶ 15 (N.D. Illinois Nov. 3, 2022) (awarding 36%
 27 of \$145 million settlement); *In re Loestrin 24 Fe Antitrust Litig.*, 2020 WL 5203323, *6 (D.R.I. Sept. 1,
 28 2020) (awarding 33⅓% of \$220 million settlement); *First Impressions Salon, et al. v. Nat’l Milk Prod.,*
et al., No. 13-cv-0454, ECF No. 540, at 4-5 (S.D. Ill. Apr. 27, 2020) (awarding 33⅓% of \$94 million
 settlement); *In re Celebrex (Celecoxib) Antitrust Litig.*, 2018 WL 2382091, at *5 (E.D. Va. Apr. 18,
 2018) (awarding 33⅓% of \$94 million settlement); *In re Urethane Antitrust Litig.*, 2016 WL 4060156,
 at *8 (D. Kan. July 29, 2016) (awarding 33⅓% of \$835 million settlement); *In re Prograf Antitrust*
Litig., 2015 WL 13908415, at *4 (D. Mass. May 20, 2015) (awarding 33⅓% of \$98 million settlement);
In re Polyurethane Foam Antitrust Litig., 2015 WL 1639269, at *7 (N.D. Ohio Feb. 26, 2015)
 (awarding 30% of \$147.8 million settlement); *Klein av. Bain Capital Partners, LLC*, No. 07-cv-12388,

1 Courts in this Circuit recognize that a fee award of 30% or more is “well within the range of
 2 reasonable fees awards, especially in light of the complexity of these antitrust cases, and the degree of
 3 work and skill required to obtain highly beneficial results for the class.” *Capacitors*, 2023 WL
 4 2396782, at *1 (N.D. Cal. Mar. 6, 2023) (citing cases awarding 30% or more); *see also In re Activision*
 5 *Securities Litig.*, 723 F. Supp. 1373, 1378 (N.D. Cal. 1989) (“this court’s own analysis of other recent
 6 cases shows that the benchmark is at approximately 30% of the fund” and citing cases).¹⁸

7
 8
 9 ECF No. 1095 (D. Mass. Feb. 2, 2015) (awarding 33% of \$590.5 million antitrust settlement); *In re*
 10 *Neurontin Antitrust Litig.*, 2014 WL 12962880, at *3 (D.N.J. Aug. 6, 2014) (awarding 33½% of \$190
 11 million settlement); *In re Titanium Dioxide Antitrust Litig.*, 2013 WL 6577029, at *1 (D. Md. Dec. 13,
 12 2013) (awarding 33½% of \$163.5 million settlement); *In re Flonase Antitrust Litig.*, 951 F. Supp. 2d
 13 739, 746, 756 (E.D. Pa. 2013) (E.D. Pa. 2013) (awarding 33½% of \$150 million settlement); *In re*
 14 *Southeastern Milk Antitrust Litig.*, 2013 WL 2155387, at *6 (E.D. Tenn. May 17, 2013) (awarding
 15 33½% of \$158 million settlement); *In re Tricor Direct Purchaser Antitrust Litig.*, No. 05-cv-0340, ECF
 16 Nos. 543, at ¶ 11 (D. Del. April 23, 2009) and 531, at 1 (D. Del. March 9, 2009) (awarding 33% of
 17 \$250 million settlement); *In re Relafen Antitrust Litig.*, No. 01-12239, ECF No. 297, at ¶ 12 (D. Mass.
 18 Apr. 9, 2004) (awarding 33½% of \$175 million settlement).

19 ¹⁸ *See also In re Broiler Chicken Antitrust Litig.*, 2021 WL 5709250, at *4 (N.D. Ill. Dec. 1, 2021)
 20 (“The fact that fee awards in antitrust cases in this circuit are almost always one-third is a strong
 21 indication that this should be considered the ‘market rate.’”); *In re Dairy Farmers of Am., Inc.*, 80 F.
 22 Supp. 3d 838, 845 (N.D. Ill. 2015) (in class actions, the “usual range for contingent fees is between 33
 23 and 50 percent”); *Temp. Servs., Inc. v. Am. Int’l Grp., Inc.*, 2012 WL 4061537, at *9 (D.S.C. Sept. 14,
 24 2012) (“[T]he market rate for private contingency fees is in the range of 33½ percent to 40 percent.”);
 25 *Montague v. Dixie Nat. Life Ins. Co.*, 2011 WL 3626541, at *2-3 (D.S.C. Aug. 17, 2011) (“Very few
 26 class actions are ever litigated to judgment as in this case [and] [i]n non-class contingency fee
 27 litigation, a 30% to 40% contingency fee is typical.”); *Flournoy v. Honeywell Int’l, Inc.*, 2007 WL
 28 1087279, at *2 (S.D. Ga. Apr. 6, 2007) (“Forty percent fee contracts are common for complex and
 difficult litigation such as this.”); *In re Remeron Direct Purchaser Antitrust Litig.*, 2005 WL 3008808,
 at *16 (D.N.J. Nov. 9, 2005) (“Attorneys regularly contract for contingent fees between 30% and 40%
 with their clients in non-class, commercial litigation.”); *Retsky Family Ltd. P’ship v. Price Waterhouse*
LLP, 2001 WL 1568856, at *4 (N.D. Ill. Dec. 10, 2001) (“A customary contingency fee would range
 from 33½% to 40% of the amount recovered.”); *In re Ikon Off. Sols., Inc. Sec. Litig.*, 194 F.R.D. 166,
 194 (E.D. Pa. 2000) (“[I]n private contingency fee cases, particularly in tort matters, plaintiffs’ counsel
 routinely negotiate agreements providing for between thirty and forty percent of any recovery.”); *In re*
Orthopedic Bone Screws Prods. Liab. Litig., 2000 WL 1622741, at *7 (E.D. Pa. Oct. 23, 2000) (“[T]he
 court notes that plaintiffs’ counsel in private contingency fee cases regularly negotiate agreements
 providing for thirty to forty percent of any recovery.”); *In re Lithotripsy Antitrust Litig.*, 2000 WL
 765086, at *2 (N.D. Ill. June 12, 2000) (“33.3% of the fund plus expenses is well within the generally
 accepted range of attorneys[’] fees in class-action antitrust lawsuits.”); *Cimarron Pipeline Constr., Inc.*
v. Nat’l Council on Comp. Ins., 1993 WL 355466, at *2 (W.D. Okla. June 8, 1993) (“Fees in the range
 of 30-40% of any amount recovered are common in complex and other cases taken on a contingent fee
 basis.”); *Durant v. Traditional Invs., Ltd.*, 1992 WL 203870, at *4 n.7 (S.D.N.Y. Aug. 12, 1992)
 (“[C]ontingent fee agreements up to 40 percent have been held reasonable.”).

1 **B. The Lodestar Cross-Check Confirms That Class Counsel’s Request Is Reasonable**

2 Class Counsel’s sought multiplier in this case is 1.6, which confirms the reasonableness of the
3 fee request. A lodestar cross-check may be used to ensure that class counsel has done the work
4 necessary to justify the fee sought. *Vizcaino*, 290 F.3d at 1050. “[T]he lodestar calculation serves as a
5 point of comparison by which to assess the reasonableness of a percentage award.” *Fernandez v.*
6 *Victoria Secret Stores, LLC*, 2008 WL 8150856, at *14 (C.D. Cal. July 21, 2008). “As a result, the
7 lodestar can be approximate and still serve its purpose.” *Id.* The “cross-check calculation need entail
8 neither mathematical precision nor bean counting . . . [courts] may rely on summaries submitted by the
9 attorneys and need not review actual billing records.” *Covillo v. Specialty’s Café*, 2014 WL 954516, at
10 *6 (N.D. Cal. Mar. 6, 2014) (citation omitted).¹⁹

11 Applying the lodestar crosscheck here shows that Class Counsel’s request is reasonable. *See*
12 Part I *supra*. “The lodestar figure is calculated by multiplying the number of hours the prevailing party
13 reasonably expended on the litigation (as supported by adequate documentation) by a reasonable hourly
14 rate for the region and for the experience of the lawyer.” *Bluetooth*, 654 F.3d at 941. To ensure a
15 complete and accurate assessment of the lodestar here, Co-Lead Class Counsel audited Class Counsel’s
16 time records. Co-Lead Counsel analyzed time detail entries to identify any that needed to be reduced or
17 removed because they, *inter alia*, (1) were duplicative, (2) were incorrectly billed to the *Le* case (*e.g.*,
18 because the time actually related to the *Johnson* Action), (3) constituted first level document review
19 time was not billed at the rate cap instituted by Co-Lead Counsel for such work (*i.e.*, a rate no higher
20 than the \$325/hour cap imposed by Co-Lead Class Counsel for first level document review), and/or (4)
21 was excessive in light of the tasks performed. In total, these auditing efforts resulted in removal of
22 approximately 1,500 hours from the lodestar submission to the Court.

23 The number of hours Class Counsel worked on this case was reasonable as shown by the
24 detailed presentation in the Joint Declaration (at ¶¶11-246) describing Class Counsel’s efforts to bring

25
26
27
28

¹⁹ *See also Lopez*, 2020 WL 1911571, at *9 (explaining that “the court need not engage in a full-blown lodestar analysis when the primary basis remains the percentage method,” but “some review is required [] even though the court need not closely scrutinize each claimed attorney-hour”); *In re Am. Apparel, Inc. S’holder Litig.*, 2014 WL 10212865, *27 (C.D. Cal. July 28, 2014) (“[T]he lodestar calculation need not be precise when it is being used as a cross-check.”).

1 the Action to a resolution over a decade-plus of case investigation and litigation. *See Mathein v. Pier 1*
 2 *Imports (U.S.), Inc.*, 2018 WL 1993727, at *11 (E.D. Cal. Apr. 27, 2018) (“counsels’ declarations are
 3 sufficient to establish the number of attorney hours worked on this matter”). And Class Counsel’s
 4 current rates²⁰ are well within the range that have been approved as reasonable by courts in the Ninth
 5 Circuit. *See, e.g., In re Volkswagen “Clean Diesel” Mktg., Sales Pracs., & Prods. Liab. Litig.*, 2017
 6 WL 1047834, at *5 (N.D. Cal. Mar. 17, 2017) (approving seven years ago rates of \$275 to \$1600 for
 7 partners, \$150 to \$790 for associates, and \$80 to \$490 for paralegals); *Hefler v. Wells Fargo & Co.*,
 8 2018 WL 6619983, at *14 (N.D. Cal. Dec. 18, 2018) (approving six years ago partner rates up to
 9 \$1,250, \$650 for associates, and \$350 for paralegals).²¹ Moreover, Class Counsel have decades of
 10 experience litigating complex antitrust class actions brought to bear here.

11 When compared to the requested fee award of 30.72 percent of \$375 million, Class Counsel’s
 12 total lodestar of \$72,106,244.55 (Joint Decl. ¶251) equates to a multiplier of 1.6. This lodestar
 13 multiplier is well within the range of—and significantly lower than—lodestar multipliers frequently
 14 awarded in the Ninth Circuit. *See Vizcaino*, 290 F.3d at 1051 (multiplier of 3.65 held “within the range
 15 of multipliers applied in common fund cases”); *Parkinson v. Hyundai Motor Am.*, 796 F. Supp. 2d
 16 1160, 1170 (C.D. Cal. 2010) (“Where appropriate, multipliers may range from 1.2 to 4 or even
 17 higher.”); *Perez v. Rash Curtis & Assocs.*, 2021 WL 4503314, at *5 (N.D. Cal. Oct. 1, 2021)
 18 (approving fees of 37% of the settlement fund, a lodestar multiplier of 4.8); *Van Vranken*, 901 F. Supp.
 19 at 298 (“Multipliers in the 3-4 range are common in lodestar awards for lengthy and complex class
 20 action litigation.”); *Capacitors*, 2023 WL 2396782, at *2 (finding lodestar multiplier of 1.81 “amply
 21

22 ²⁰ The Ninth Circuit instructs that counsel’s lodestar should be determined using current rates to
 23 account for the delay in compensation. *See Washington Pub. Power Supply*, 19 F.3d at 1305 (“Full
 24 compensation requires charging current rates for all work done during the litigation, or by using
 25 historical rates enhanced by an interest factor.”); *Stetson v. Grissom*, 821 F.3d 1157, 1166 (9th Cir.
 26 2016) (“The lodestar should be computed either using an hourly rate that reflects the prevailing rate as
 27 of the date of the fee request, to compensate class counsel for delays in payment inherent in
 28 contingency-fee cases, or using historical rates and compensating for delays with a prime-rate
 enhancement.”); *Fischel v. Equitable Life Assur. Soc’y of U.S.*, 307 F.3d 997, 1010 (9th Cir. 2002)
 (“the district court had discretion to compensate them either ‘(1) by applying the attorneys’ current
 rates to all hours billed during the course of the litigation; or (2) by using the attorneys’ historical rates
 and adding a prime rate enhancement”).

²¹ *Affirmed sub nom. Hefler v. Pekoc*, 802 F. App’x 285 (9th Cir. 2020).

1 justified by the demands and duration of the litigation, and is well within acceptable parameters”);
 2 *Lidoderm*, 2018 WL 4620695, at *3 (finding 1.37 multiplier “well within the range of multipliers
 3 awarded in the Ninth Circuit” and noting “[c]ourts in this district have recently awarded significantly
 4 larger multipliers in antitrust cases than the multiplier requested by class counsel”); *Nitsch v.*
 5 *DreamWorks Animation SKG Inc.*, 2017 WL 2423161, at *10 (N.D. Cal. June 5, 2017) (awarding
 6 multiplier of 2 and discussing survey of cases showing multipliers ranging from 1-4 are in line with
 7 vast majority of cases); *Craft v. Cnty. of San Bernardino*, 624 F. Supp. 2d 1113, 1125 (C.D. Cal. 2008)
 8 (awarding 5.2 multiplier and finding “ample authority for such awards resulting in multipliers in this
 9 range or higher”).²² Further, the lodestar only represents work through October 31, 2024, whereas Co-
 10 Lead Class Counsel have been working the past 6 weeks, and will continue to work, to oversee the
 11 notice process, secure final approval of the Settlement, and then oversee the allocation of the Net *Le v.*
 12 *Zuffa* Settlement Fund to the Class. At the end of the day, therefore, the sought for multiplier will be
 13 significantly below where it stands now.

14 The lodestar cross-check thus confirms that Class Counsel’s fee request is reasonable.

15 **IV. CLASS COUNSEL’S REQUEST FOR REIMBURSEMENT OF LITIGATION** 16 **EXPENSES IS REASONABLE**

17 Class Counsel’s request for reimbursement of their expenses is reasonable. Under the common
 18 fund doctrine, class counsel are customarily entitled to reimbursement of reasonable expenses incurred
 19 in the litigation. Fed. R. Civ. P. 23(h). It is appropriate to reimburse attorneys prosecuting class claims
 20 on a contingent basis for “reasonable expenses that would typically be billed to paying clients in non-
 21 contingency matters,” *i.e.*, costs “incidental and necessary to the effective representation of the Class.”
 22 *Trosper v. Stryker Corp.*, 2015 WL 5915360, at *1 (N.D. Cal. Oct. 9, 2015) (citing *Harris v.*
 23 *Marhoefer*, 24 F.3d 16, 19 (9th Cir. 1994)). Reasonable reimbursable litigation expenses include those
 24 for document production, experts and consultants, depositions, translation services, travel, mail, and

25
 26 ²² See also *Flonase*, 951 F. Supp. 2d at 751 (“a multiple of 2.99 is within the generally acceptable
 27 range and provides additional support for approving the attorneys’ fees request”); *In re Lorazepam &*
 28 *Clorazepate Antitrust Litig.*, 2003 WL 22037741, at *9 (D.D.C. June 16, 2003) (finding multiplier of
 1.15 or 1.36 “falls near the low end of normal multipliers”); *In re Tricor Direct Purchaser Antitrust*
Litig., No. 05-cv-0340, ECF Nos. 543, at ¶ 11 (D. Del. April 23, 2009) and 531, at 1 (D. Del. March 9,
 2009) (finding multiplier of 3.93 reasonable for a 33% fee award of a \$250 million settlement).

1 postage costs.²³ Under the common fund doctrine, plaintiffs' counsel should receive reimbursement of
 2 all reasonable out-of-pocket expenses and costs incurred in prosecution of the claims and in obtaining a
 3 settlement. *See generally Vincent v. Hughes Air W., Inc.*, 557 F.2d 759 (9th Cir. 1977); *see also Baker*
 4 *v. SeaWorld Ent., Inc.*, 2020 WL 4260712, *11 (S.D. Cal. July 24, 2020) (in case involving \$65 million
 5 settlement fund, awarding over \$2 million in litigation expenses, primarily for experts, consultants, and
 6 travel-related costs).

7 Class Counsel's unreimbursed expenses were reasonably incurred and necessary for the
 8 litigation of the case. Joint Decl. ¶¶256-63. Class Counsel advanced these expenses with no assurance
 9 that they would ever be reimbursed. As shown in the Joint Declaration, while expert witnesses
 10 constitute the largest expenditures, other essential expenses for the prosecution of the Action included
 11 regular e-discovery and data hosting costs, computer research, court reporting and deposition
 12 transcripts, subpoena services, mediation costs, travel and accommodations, printing, filing fees, costs
 13 associated with trial preparation, and others. *See id.* Further, Class Counsel retained a forensic
 14 accountant (Monica Ip, CPA, CFF, CVA, CMA) to review and audit each firm's expenses and the
 15 expenditures paid (or currently pending) from Co-Lead Counsel's litigation fund to assist Class
 16 Counsel's review and to ensure the reasonableness of all expenses for which Class Counsel seek
 17 reimbursement. *Id.* ¶257.

18 Accordingly, Class Counsel respectfully request that the Court authorize the reimbursement of
 19 Class Counsel's reasonable litigation expenses in the amount of \$9,572,685.17.

20 **V. THE COURT SHOULD GRANT SERVICE AWARDS TO THE FIVE CLASS**
 21 **REPRESENTATIVES FOR THEIR SUBSTANTIAL CONTRIBUTIONS**

22 Class Counsel also seek service awards of \$250,000 each for the five Class Representatives.
 23 Service awards are "fairly typical in class action cases." *Rodriguez v. West Publishing Corp.*, 563 F.3d
 24 948, 958 (9th Cir. 2009); *Andrews v. Plains All Am. Pipeline L.P.*, 2022 WL 4453864, at *4 (C.D. Cal.

25 _____
 26 ²³ *See, e.g., In re Media Vision Tech. Secs. Litig.*, 913 F. Supp. 1362, 1366 (N.D. Cal. 1996) (court
 27 fees, experts/consultants, service of process, court reporters, transcripts, deposition costs, computer
 28 research, photocopies, postage, telephone/fax); *Thornberry v. Delta Air Lines, Inc.*, 676 F.2d 1240,
 1244 (9th Cir. 1982) (travel, meals and lodging), *remanded on other grounds*, 461 U.S. 952 (1983);
Mauss v. NuVasive, Inc., 2018 WL 6421623, at *8-*9 (S.D. Cal. Dec. 6, 2018) (online research, press
 release and newswires).

1 Sept. 20, 2022). Service awards are particularly appropriate where, as here, the litigation is
2 “complicated” and “took up quite a bit of the class representatives’ time.” *Online DVD-Rental*, 779
3 F.3d at 947-48; *accord In re Facebook Biometric Info. Priv. Litig.*, 522 F. Supp. 3d 617, 633-34 (N.D.
4 Cal. 2021). In deciding whether such an award is warranted, “relevant factors include[e] the actions the
5 plaintiff has taken to protect the interest of the class, the degree to which the class has benefited from
6 those actions, [and] the amount of time and effort the plaintiff expended in pursuing the litigation.”
7 *Staton v. Boeing Co.*, 327 F.3d 938, 977 (9th Cir. 2003) (quoting *Cook v. Niedert*, 142 F.3d 1004, 1016
8 (7th Cir. 1998)).

9 The Class Representatives undertook significant work to protect the interests of the Class. They
10 collectively have devoted thousands of hours assisting in the Action. *See* Joint Decl. ¶¶6, 71-85. The
11 Class Representatives worked with Class Counsel to initiate the case. Subsequently, they identified
12 documents responsive to Zuffa’s requests and ultimately (along with Plaintiff Quarry) produced more
13 than 600,000 documents amounting to more than 800,000 pages. *Id.* ¶¶71-74. They also worked with
14 Class Counsel to develop, write, and review their responses to Zuffa’s interrogatories to ensure their
15 accuracy. *Id.* ¶75. Each Class Representative spent time with Class Counsel to prepare for their
16 depositions, which included study of Plaintiffs’ theories of liability, class certification issues, and
17 preparation for questions (including review of their document productions plus an extensive collection
18 of publicly available materials such as videos and social media postings). *Id.* ¶¶76-78. Each Class
19 Representative sat for a full-day deposition, and some were obliged to engage in significant travel (*e.g.*,
20 Class Representative Brandon Vera resides in Guam). *Id.* ¶¶79-80. Additionally, the Class
21 Representatives participated in monthly teleconferences for updates on the litigation, they attended
22 court hearings (including the motion to transfer, summary judgment hearings, the class certification
23 hearing, and other hearings and status conferences), participated in three in-person mediation sessions,
24 and attended multiple trial preparation sessions. *Id.* ¶¶81-85. Moreover, all of this work was undertaken
25 without the benefit of any government enforcement action to aid or encourage their efforts. *See, e.g., In*
26 *re Linerboard Antitrust Litig.*, 2004 WL 1221350, at *18 (E.D. Pa. June 2, 2004) (noting service
27 awards were “particularly appropriate in this case because there was no preceding governmental
28 action”).

1 The Class Representatives' commitment to and participation in all facets of the litigation is
 2 exemplary and warrants the requested service awards. While these requests are on the high end for such
 3 awards, they are in line with other cases with significant results where courts have granted high service
 4 awards in recognition of the class representatives' contributions to the success of the litigation. *See,*
 5 *e.g., Chen-Oster v. Goldman Sachs & Co.*, 2023 WL 7325264, at *6 (S.D.N.Y. Nov. 7, 2023)
 6 (awarding \$250,000 service award "to compensate plaintiffs for the time and effort expended in
 7 assisting the prosecution of the litigation, the risks incurred by becoming and continuing as a named
 8 plaintiff, and any other burdens sustained by the plaintiffs"); *McReynolds v. Merrill Lynch*, No. 05-cv-
 9 6583, ECF No. 616, at 5 (N.D. Ill. Dec. 6, 2013) (awarding \$250,000 to each class representative);
 10 *Allapattah Servs., Inc. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1242 (S.D. Fla. 2006) (awarding \$1.767
 11 million to each class representative); *Ingram v. Coca-Cola Co.*, 200 F.R.D. 685, 694 (N.D. Ga. 2001)
 12 (awarding \$300,000 to each class representative).²⁴

13 VI. CONCLUSION

14 For all of the reasons discussed above, Class Counsel respectfully request that the Court:
 15 (1) award Class Counsel attorneys' fees in the amount of 30.72% of the gross Settlement fund (plus
 16 interest), or \$115.2 million from the gross Settlement Fund plus interest; (2) order reimbursement of
 17 litigation expenses incurred by Class Counsel in the amount of \$9,572,685.17; and (3) award service
 18 awards in the amount of \$250,000 to each of the five Class Representatives.

21 ²⁴ The requested service awards are also in line with the average recovery of the Class Members.
 22 The amount of the award to each Class Representative matches the average recovery for Class
 23 Members under the proposed Plan of Allocation: both are \$250,000. *See* Joint Decl. ¶2. Indeed, courts
 24 have approved service awards which are many times greater than the average class member recovery,
 25 whereas the proposed award here equals the average recovery amount. *See, e.g., In re High-Tech Emp.*
 26 *Antitrust Litig.*, 2015 WL 5158730, at *18 (N.D. Cal. Sep. 2, 2015) (approving service awards of about
 27 14 to 21 times average class member recovery); *Lemus v. H & R Block Enters. LLC*, 2012 WL
 28 3638550, at *5-6 (N.D. Cal. Aug. 22, 2012) (approving \$15,000 service awards greater than ten times
 the average class recovery of about \$1,200). When viewed in the aggregate, the total service awards to
 the five Class Representatives equals \$1.25 million, which makes up a mere 0.3% of the \$375 million
 settlement fund—eminently fair and reasonable given the significant benefit to the Class resulting from
 Plaintiffs' efforts. *See, e.g., Online DVD-Rental*, 779 F.3d at 948 (approving service awards of \$45,000
 totaling 0.17% of the total settlement fund).

1 Dated: December 20, 2024

Respectfully submitted,

2 /s/ Eric L. Cramer

3 Eric L. Cramer (pro hac vice)
4 Michael Dell'Angelo (pro hac vice)
5 Patrick F. Madden (pro hac vice)
6 BERGER MONTAGUE PC
7 1818 Market St., Suite 3600
8 Philadelphia, PA 19103
9 Telephone: +1 (215) 875-3000
10 Email: ecramer@bm.net
11 Email: mdellangelo@bm.net
12 Email: pmadden@bm.net

13 Joshua P. Davis (pro hac vice)
14 Robert C. Maysey (pro hac vice)
15 BERGER MONTAGUE PC
16 505 Montgomery Street, Suite 625
17 San Francisco, CA 94111
18 Telephone: +1 (415) 906-0684
19 Email: jdavis@bm.net
20 Email: rmaysey@bm.net

21 Richard A. Koffman (pro hac vice)
22 Benjamin Brown (pro hac vice)
23 Daniel Silverman (pro hac vice)
24 Daniel L. Gifford (pro hac vice)
25 COHEN MILSTEIN SELLERS & TOLL
26 PLLC
27 1100 New York Ave., N.W.
28 Suite 500 East, Tower
Washington, DC 20005
Telephone: +1 (202) 408-4600
Facsimile: +1 (202) 408-4699
Email: rkoffman@cohenmilstein.com
Email: bbrown@cohenmilstein.com
Email: dsilverman@cohenmilstein.com
Email: dgifford@cohenmilstein.com

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Joseph R. Saveri (pro hac vice)
Kevin E. Rayhill (pro hac vice)
Christopher Young (pro hac vice)
Itak Moradi (pro hac vice)
JOSEPH SAVERI LAW FIRM, LLP
601 California St., Suite 1505
San Francisco, CA 94108
Telephone: +1 (415) 500-6800
Facsimile: +1 (415) 395-9940
Email: jsaveri@saverilawfirm.com
Email: krayhill@saverilawfirm.com
Email: cyoung@saverilawfirm.com
Email: imoradi@saverilawfirm.com

*Co-Lead Counsel for the Class and Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

Don Springmeyer (Bar No. 1021)
Michael Gayan (Bar No. 11135)
KEMP JONES, LLP
3800 Howard Hughes Parkway, 17th Floor
Las Vegas, Nevada 89169
Telephone: + 1 (702) 385-6000
Facsimile: + 1 (702) 385-6001
Email: dspringmeyer@kempjones.com
Email: m.gayan@kempjones.com

*Liaison Counsel for the Class and Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

Crane M. Pomerantz
CLARK HILL PLC
1700 Pavilion Center Dr., Suite 500
Las Vegas, NV 89135
Telephone: +1 (702) 697-7545
Email: cpomerantz@clarkhill.com

*Additional Counsel for the Class and
Plaintiffs Cung Le, Nathan Quarry, Jon Fitch,
Brandon Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

Case No. 2:15-cv-01045-RFB-BNW

**JOINT DECLARATION OF ERIC L. CRAMER, RICHARD A. KOFFMAN, AND
JOSEPH R. SAVERI IN SUPPORT OF PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEYS' FEES, FOR REIMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

1 Pursuant to the 28 U.S.C. §1746, we, Eric L. Cramer, Richard A. Koffman, and Joseph
2 R. Saveri declare:

3 1. We are, respectively, partners or shareholders of the law firms of Berger Montague PC
4 (“Berger Montague”), Cohen Milstein Sellers & Toll, PLLC (“Cohen Milstein”), and Joseph Saveri
5 Law Firm, LLP (“JSLF”). Together we have been approved as Co-Lead Class Counsel (ECF No. 839 at
6 79) (collectively referred to herein as “Co-Lead Class Counsel”)¹ for the class (the “Class” or the “*Le*
7 Class” or the “Bout Class”) certified in *Le, et al. v. Zuffa, LLC d/b/a Ultimate Fighting Championship*
8 *and UFC*, No. 15-cv-01045 (D. Nev.) (the “Action” or the “*Le* Action”).² The defendant in the Action
9 is referred to herein as Defendant, the UFC, or Zuffa. Each of us has been actively involved in
10 developing, prosecuting, and resolving the Action, is familiar with the proceedings, and has personal
11 knowledge of the facts and circumstances set forth herein. If called upon and sworn as witnesses, each
12 of us would be competent to testify thereto. We respectfully submit this Joint Declaration in Support of
13 Plaintiffs’ Motion for an Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service
14 Awards for the Class Representatives.

15 2. Under the terms of the September 26, 2024 Settlement Agreement³ preliminarily
16 approved by the Court (*see* ECF No. 1053), Defendant has agreed to make cash payments totaling \$375
17 million for the benefit of the *Le* Class *only*.⁴ The Settlement would offer members of the Class a
18

19 ¹ On July 31, 2015, the Court appointed Berger Montague, Cohen Milstein, and JSLF as Interim Co-
20 Lead Class Counsel, and Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP (“Wolf Rifkin”) as Interim
21 Liaison Counsel for the then-proposed class in the Action. *See* ECF No. 140. In the Order certifying the
22 Class, the Court appointed Wolf Rifkin as one of the counsel for the Class. *See* ECF No. 839. The lead
23 lawyer at Wolf Rifkin was Don Springmeyer. Mr. Springmeyer changed law firms as of January 1,
24 2021, and his new law firm, Kemp Jones, LLP (“Kemp Jones”), took over the role of representing
25 Plaintiffs and the Class. *See* ECF No. 780.

26 ² The Court reaffirmed the appointments of Berger Montague, Cohen Milstein, and JSLF as Co-Lead
27 Class Counsel when it preliminarily approved the Settlement. *See* ECF No. 1053, ¶ 5.

28 ³ The Settlement Agreement is attached as Exhibit 1 to the Joint Supplemental Declaration of Eric L.
Cramer, Richard A. Koffman, and Joseph R. Saveri in Support of Plaintiffs’ Motion for Preliminary
Approval of the Settlement, ECF No. 1045-4, dated October 7, 2024 (the “Joint Suppl. Decl.”).
Citations to the Settlement Agreement will use the format “SA ¶ _.” Unless otherwise defined herein,
all capitalized terms have the same meanings set forth in Settlement Agreement.

⁴ The Class is defined to include all persons who competed in one or more live professional UFC-

1 significant amount of money compared to the recoverable damages and in light of the real risks of loss
 2 or significant delay inherent in the trial and appeal of an antitrust class action—and substantially more
 3 than the \$335 million that would have been provided by the earlier (rejected) settlement of the *Le*
 4 Action together with *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.) (the “*Johnson*
 5 Action”) (hereinafter the “Prior Settlement,” which is discussed in more detail at Part J *infra*). The
 6 below highlights several significant facts about the Settlement:

- 7 • The Settlement does not release any of the claims in the *Johnson* Action, permitting the many
 8 hundred Fighters who are members of both the *Le* and *Johnson* classes to obtain substantially
 9 more damages and also injunctive relief through the ongoing and active *Johnson* Action.
- 10 • The gross Settlement represents nearly 70% of the total compensation the UFC paid to its
 11 entire roster of Fighters during the whole Class Period, which on its own reflects a significant
 12 recovery by any relevant measure.
- 13 • Under the proposed Plan of Allocation (the “Plan”),⁵ the anticipated average a Class Member
 14 would recover (after all fees and costs are deducted) is \$250,000. Thirty-five Class Members
 15 would net over \$1 million; nearly 100 Fighters would net over \$500,000; more than 200
 16 Fighters would recover over \$250,000; over 500 Fighters would net in excess of \$100,000; and
 17 nearly 800 would recover over \$50,000.
- 18 • There has been an unprecedented outpouring of support for the Settlement by members of the
 19 Class, including 158 declarations explicitly approving of the proposed result and including
 20 many details about the suffering of these Fighters and their urgent need for the Settlement
 21 funds without delay. *See* ECF Nos. 1045, 1047, 1049 (attaching and discussing the
 22 declarations). Fighters from the most celebrated and prominent to the lowest ranking athletes in
 23 the Class, and everywhere in between, have come out in explicit support of the Settlement. *See*
 24 *id.*

25
 26 _____
 27 promoted MMA bouts taking place or broadcast in the U.S. from December 16, 2010 to June 30, 2017
 28 (the “Class Period”), but excludes all persons who are not residents or citizens of the U.S. unless the
 UFC paid such persons for competing in a bout fought in the U.S. *See* ECF No. 839, at 79 (certifying
 the Bout Class); *see also* ECF No. 1053.

⁵ Attached as Exhibit 2 to the Joint Suppl. Decl. (ECF No. 1045-5).

- Two of the leading organizations advocating on behalf of MMA Fighters have submitted declarations in support of the Settlement. *See* ECF Nos. 1049-53 & 1049-54.

3. As just highlighted, since the Settlement was reached, there has been an outpouring of support from both Class Members and other members of the MMA community who work with Fighters encouraging approval of the Settlement. As discussed in more detail herein, a total of 158 declarations have been filed in support of the Settlement, which includes declarations from: (i) 154 ex-UFC Fighters; (ii) one from a non-Class Member named plaintiff (Quarry); (iii) one from a non-Class Member manager; (iv) one from the Fighting Foundation; and (v) one from the Mixed Martial Arts Fighters Association. *See* ECF Nos. 1045, 1047, 1049. As these unprecedented declarations make clear, the Settlement, if approved, would have an immediate, substantial, and positive impact on hundreds of Class Members and their families. Indeed, the ex-UFC Fighter declarants state that the Settlement is far more appealing than the possibility of more money several years from now—especially considering the real risk that there could be no recovery at all if this Settlement is not approved. *See supra*.

4. The Settlement also amounts to a significant share of the total damages computed by Plaintiffs' economists—more than any prior settlement of a Section 2 class action, and likely in the 95th percentile of all antitrust class action settlements in recent memory. Plaintiffs' economist, Dr. Hal Singer, computed damages to the Class ranging from \$811 million to \$1.6 billion.⁶ One of Dr. Singer's median models yielded damages of \$894 million. *See* SR1 ¶250 & Table 10. Plaintiffs' other economic expert, Prof. Andrew Zimbalist, calculated damages of \$981.8 million.⁷ Given that Prof. Zimbalist's sole estimate aligns with the middle of the range of Dr. Singer's estimates, a reasonable jury that sided with Plaintiffs on all other issues could conclude that the damages number would be around \$900 million (a figure supported by both of Plaintiffs' experts), in which event the \$375 million Settlement payment amounts to more than 40% of the estimated single damages and 14% of treble damages.

5. Additionally, the Settlement represents a precedent-setting result both for the Class and

⁶ *See* Expert Report of Hal J. Singer, Ph.D., August 31, 2017 ("SR1"), ECF No. 518-3, at ¶252 & Table 11; ¶250 & Table 10; ¶248 & Table 9 (Bellator model with \$811.2 million single damages).

⁷ *See* Expert Report of Andrew Zimbalist in *Cung Le, et al. v. Zuffa, LLC*, August 30, 2017 ("ZR1"), ECF No. 518-5, ¶140(c).

1 for worker-side antitrust cases generally. Plaintiffs solicited input from a highly regarded expert in the
 2 application of antitrust law to labor markets, Prof. Eric Posner of the University of Chicago Law
 3 School. Prof. Posner was asked to “provide context for the proposed class settlement [at that time, the
 4 Prior Settlement] by explaining the litigation risks faced by [P]laintiffs when they filed their claim and
 5 the significance of the settlement for enforcement of the antitrust laws.”⁸ He explained that “antitrust
 6 claims against employers for anticompetitive behavior in labor markets are relatively rare and difficult
 7 in comparison to other types of antitrust claims, and that labor-side [S]ection 2 claims [of the Sherman
 8 Act] of this type have been vanishingly rare. As far as I have discovered in my research, [the *Le*
 9 Action] is the first such claim ever to survive summary judgment, reach class certification, or even
 10 survive a motion to dismiss.” *Id.* He continued by stating that a settlement of the Action is significant,
 11 in part, because it “will encourage more plaintiffs to bring cases to enforce an important but neglected
 12 policy embodied in the antitrust laws—that of ensuring that labor markets, and not just product
 13 markets, are competitive.” *Id.*

14 6. It has now been a decade since the initial complaint in the *Le* Action was filed on
 15 December 16, 2014. In fact, Co-Lead Class Counsel’s work on the Action began well in advance of
 16 filing the initial complaint with extensive pre-filing investigation without the aid of government
 17 involvement or compulsory process. Co-Lead Class Counsel and supporting law firms (“Supporting
 18 Counsel”)⁹ have expended more than \$9.5 million in unreimbursed out-of-pocket costs and nearly
 19 100,000 hours of uncompensated professional time investigating, litigating, and resolving this hard-
 20 fought and aggressively defended Action with no guarantee of a recovery of any kind. This Action
 21 involved substantial risk, including the prospect of total or partial loss pre-trial, at trial, or on appeal,
 22 and risks and significant costs associated with the passage of so much time. Moreover, the *Le* Class
 23

24 ⁸ Declaration of Prof. Eric A. Posner in Support of Plaintiffs’ Motion for Preliminary Approval of the
 25 Settlement (“Posner Decl.”) ¶1. The Posner Decl. is attached as Exhibit 2 to the Joint Declaration of
 26 Eric L. Cramer, Richard A. Koffman, and Joseph R. Saveri in Support of Plaintiffs’ Motion for
 Preliminary Approval of the Settlement, ECF No. 1024-5 (filed in support of the Prior Settlement).

27 ⁹ The term “Supporting Counsel” refers to all or some of the following firms: Wolf Rifkin, Kemp
 28 Jones, Warner Angle Hallam Jackson & Formanek PLC, Clark Hill PLC, The Radice Law Firm,
 Spector Roseman Kodroff & Willis, and Law Office of Frederick S. Schwartz. Co-Lead Class Counsel
 and Supporting Counsel are collectively referred to as “Class Counsel.”

1 Representatives,¹⁰ along with Plaintiff Nathan Quarry (“Quarry”), collectively devoted thousands of
2 hours in assisting in the investigation, prosecution, and resolution of the Action.

3 7. Throughout this litigation, Co-Lead Class Counsel have directed and overseen the work
4 of their own attorneys and staff, as well as the attorneys and staff of the Supporting Counsel that
5 assisted in this litigation. Co-Lead Class Counsel have been involved in every aspect of the Action. Co-
6 Lead Class Counsel have collaborated to investigate, develop, initiate, litigate, and resolve the Action.
7 We have overseen extensive fact and expert discovery, and prepared motions and briefing on multiple
8 dispositive and non-dispositive motions.

9 8. On the settlement front, the parties retained renowned mediator, and former U.S.
10 District Judge, Hon. Layn Phillips to assist in the resolution of the matter. The mediation process
11 included, *inter alia*, three full day in-person mediation sessions spread over six years (in 2017, 2019,
12 and 2023), and an all-day mediation session via video conference in August 2024, after the Court
13 denied preliminary approval of the Prior Settlement, as well as numerous follow-up engagements via
14 phone, video conference, and otherwise surrounding each mediation session. The Settlement was
15 ultimately reached while Class Counsel was engaged in active trial preparations. Co-Lead Class
16 Counsel presided over the Settlement negotiations, participated in drafting and editing the term sheet
17 and long-form settlement agreement, developed the class notice and notice plan, developed the
18 allocation plan (in conjunction with consultants and experts), and prepared all of the necessary papers
19 for seeking preliminary approval of the Settlement.

20 9. Co-Lead Class Counsel have dedicated substantial time and resources to lead the
21 prosecution of the *Le* Action, collectively spending a total of 74,640.80 hours. Supporting Counsel
22 have also dedicated significant time and effort litigating the *Le* Action, collectively spending 23,587.13
23 hours as well. In total, Class Counsel have collectively spent 98,227.93 hours with a total lodestar at
24 current rates of \$72,106,244.55 from inception through October 31, 2024. And, of course, Class
25 Counsel’s work did not end in October and, if the Settlement is approved, will not end until well into
26

27 ¹⁰ The *Le* Class Representatives are Cung Le, Jon Fitch, Kyle Kingsbury, Brandon Vera, and Javier
28 Vazquez. Plaintiff Nathan Quarry was proffered as a class representative for the “Identity Rights
Class,” which the Court did not certify. *See generally* ECF No. 839 at 75-78.

1 next year when the allocation process would finally be wrapping up.

2 10. For the reasons set for the below and in the accompanying memorandum of law, Class
3 Counsel respectfully submit that the attorneys' fee application, the expense application, and the request
4 for service awards for the Class Representatives are reasonable, supported by the record and law, and
5 should be granted.

6 PROSECUTION OF THE ACTIONS

7 A. Investigation and Filing of the *Le* Action

8 11. Class Counsel's investigation of the UFC's alleged anticompetitive conduct began prior
9 to any inquiry by the Federal Trade Commission ("FTC"). Berger Montague independently initiated an
10 investigation into alleged anticompetitive conduct in the Mixed Martial Arts ("MMA") industry many
11 months before filing a complaint. Berger Montague's initial investigation included analyses of the
12 UFC's acquisition of Strikeforce, the initial FTC inquiry, the UFC's conduct toward Bellator, and the
13 UFC's conduct toward Fighters surrounding MMA video games. Berger Montague's investigation
14 continued after the FTC declined to bring an enforcement action against the UFC relating to the UFC's
15 acquisition of Strikeforce.

16 12. Beginning in 2014, Cohen Milstein separately initiated an investigation in conjunction
17 with Warner Angle Hallam Jackson & Formanek PLC ("Warner Angle"). Thereafter, Berger
18 Montague, Cohen Milstein, and Warner Angle joined forces to coordinate their efforts in the best
19 interests of the classes (a "Bout" class and an "Identity Rights" class) that would ultimately be
20 proposed in the Action. In total, Berger Montague, Cohen Milstein, and Warner Angle reasonably
21 devoted thousands of hours to the pre-complaint investigation of this litigation. In advance of initially
22 filing in the Northern District of California, Plaintiffs brought in the San Francisco-based, nationally
23 recognized Joseph Saveri Law Firm to assist with the litigation of the case.

24 13. Plaintiffs Cung Le, Nathan Quarry, and Jon Fitch filed the *Le* Complaint on December
25 16, 2014, in the United States District Court for the Northern District of California. ECF No. 1. In the
26 next few days, Class Counsel filed two additional complaints in the Northern District of California
27 against Zuffa on behalf of Luis Javier Vazquez in the second action and Brandon Vera in the third
28 action. *See Vazquez v. Zuffa, LLC*, No. 5:14-cv-4491, ECF No. 1 (N.D. Cal. Dec. 22, 2014); *Vera v.*

1 *Zuffa, LLC*, No. 14-cv-5621, ECF No. 1 (N.D. Cal. Dec. 24, 2014). On February 4, 2015, another firm
 2 filed a similar action in the Northern District of California with JSLF serving as local counsel to
 3 coordinate that action with Co-Lead Class Counsel’s actions. *See Ruediger v. Zuffa, LLC*, No. 5:15-cv-
 4 521 (N.D. Cal.). Co-Lead Class Counsel moved to relate each of these later-filed actions to the *Le*
 5 Action (*Le* Action, ECF Nos. 9, 13, 49), and then moved to consolidate all four of these actions
 6 together for pre-trial purposes.¹¹ ECF No. 52. After the *Le* Action was transferred to this District, this
 7 Court granted consolidation of the various matters into the *Le* Action on June 11, 2015. ECF No. 101.

8 14. Following Plaintiffs’ filing of the *Le* Action, the FTC again opened an inquiry into
 9 Zuffa’s conduct in the MMA industry. But after a brief investigation, the FTC sent Zuffa a letter stating
 10 that “[u]pon further review of this matter, it now appears that no further action is warranted by the
 11 Commission at this time.” *See Federal Trade Commission ends second investigation of UFC, MMA*
 12 *Fighting* (Nov. 24, 2015), available at [https://www.mmafighting.com/2015/11/24/9796478/federal-](https://www.mmafighting.com/2015/11/24/9796478/federal-trade-commission-ends-second-investigation-of-ufc)
 13 [trade-commission-ends-second-investigation-of-ufc](https://www.mmafighting.com/2015/11/24/9796478/federal-trade-commission-ends-second-investigation-of-ufc).

14 **B. Motions to Dismiss, to Transfer Venue and to Stay Discovery**

15 15. On January 30, 2015, Zuffa moved to transfer the *Le* Action from the United States
 16 District Court for the Northern District of California (where Plaintiffs had filed and where several
 17 plaintiffs resided) to the United States District Court for the District of Nevada, where Zuffa was based.
 18 *See* ECF No. 31. Plaintiffs opposed the transfer motion, ECF No. 69, including by collecting and
 19 presenting materials properly subject to judicial notice evidencing MMA bouts taking place in the
 20 Northern District of California and significant interest in MMA in that District. *See* ECF No. 70. On
 21 June 2, 2015, the court granted the transfer motion, resulting in transfer to this Court. ECF No. 93.

22 16. While the motion to transfer venue was pending, Zuffa moved to dismiss the complaints,
 23 ECF No. 64 (Feb. 27, 2015), relying in part on a Request for Judicial Notice of various records of state
 24 agencies that regulate MMA events, a form 10-K from Viacom, Inc. (which then owned the MMA
 25 promotion Bellator), and the letter from the FTC closing its inquiry into the Strikeforce acquisition.

26 _____
 27 ¹¹ On March 20, 2015, Class Counsel filed a fourth complaint on behalf of Kyle Kingsbury as a named
 28 plaintiff. *Kingsbury v. Zuffa, LLC*, No. 5:15-cv-1324, ECF No. 1 (N.D. Cal.) (“Kingsbury Action”). Plaintiffs then moved to relate the *Kingsbury* Action to the *Le* Action. *Le* Action, ECF No. 67 (Mar. 23, 2015). The Court granted Plaintiffs’ motion. ECF No. 68.

1 ECF No. 65 (Feb. 27, 2015). Plaintiffs filed a consolidated opposition brief, ECF No. 71 (Apr. 10,
2 2015), and Plaintiffs' own Request for Judicial Notice of, *inter alia*, Zuffa's statements on its own
3 website and elsewhere on the internet as well as an analyst report from Moody's Investor Service. ECF
4 No. 72 (Apr. 10, 2015).

5 17. After filing its reply briefs in support of its motions to dismiss (ECF No. 82) and
6 transfer (ECF No. 79) in the Northern District of California, Zuffa filed a motion to stay discovery until
7 resolution of the motions to transfer and dismiss. ECF No. 87. Plaintiffs and Zuffa negotiated a
8 stipulation to stay discovery pending resolution of the transfer motion and further stipulated that if the
9 transfer motion were granted, the parties' existing briefing on the motion to dismiss would be sufficient
10 for this Court to adjudicate the issues. ECF No. 91. The Court in the Northern District of California
11 granted the motion to transfer to this District on June 2, 2015. ECF No. 93. Because the motion to
12 transfer was granted, this Court considered Zuffa's motion to dismiss that the parties had briefed in the
13 Northern District of California.

14 18. On September 25, 2015, the undersigned counsel from Berger Montague argued
15 Plaintiffs' opposition to Zuffa's motion to dismiss in this Court. *See* ECF No. 186. The Court denied
16 Zuffa's motion from the bench on September 25, 2015, *id.*, issuing a written Order on October 19,
17 2016. ECF No. 314. The Court ruled that discovery would begin at once, mooted Zuffa's motion to
18 stay. The parties began fact discovery as of September 25, 2015.

19 19. Plaintiffs filed their Consolidated Amended Complaint on December 18, 2015, ECF No.
20 208, which Zuffa answered on January 19, 2016. ECF No. 212.

21 **C. Fact Discovery in the *Le* Action**

22 20. Co-Lead Class Counsel, along with Supporting Counsel, continued to litigate the case
23 aggressively, focusing on voluminous and complex fact discovery. It was through this discovery that
24 Plaintiffs built the foundations for (a) class certification, (b) Plaintiffs' expert reports, (c) oppositions to
25 Defendant's summary judgment and *Daubert* motions, (d) the presentations of evidence at any jury trial
26 in this matter, and (e) defense of any judgment on appeal that may have arisen.

27 21. Co-Lead Class Counsel effectively managed the prosecution of this litigation throughout
28 discovery, holding weekly conference calls among Co-Lead Class Counsel, Liaison Counsel at Wolf

1 Rifkin (later Kemp Jones), and Warner Angle to discuss and organize discovery tasks, monitor progress
2 among tasks, and plan litigation strategy.

3 22. In addition, each month, Co-Lead Class Counsel invited Supporting Counsel at the
4 Radice Law Firm and Spector Roseman & Kodroff PC to join the call to share updates on their tasks
5 and to ensure that those firms were up-to-date on strategy and other case matters.

6 23. Following that “all-counsel” call each month, Co-Lead Class Counsel, Liaison Counsel,
7 and Warner Angle invited the *Le* Class Representatives and Quarry to join the calls so that the *Le* Class
8 Representatives and Quarry could share their knowledge about relevant facts and be continually
9 apprised of the progress of the litigation.

10 **i. Document and Data Preservation Efforts**

11 24. Almost immediately upon filing, Plaintiffs took steps to ensure that the UFC and certain
12 third parties preserved relevant electronically stored data and information (“ESI”).

13 25. On December 17, 2014, JSLF sent a preservation letter to the UFC regarding the need to
14 preserve ESI.

15 26. On or about December 18, 2014, Plaintiffs observed that certain social media posts of
16 Dana White that Class Counsel had reviewed prior to initiating the *Le* Action appeared to become
17 unavailable in the days after filing. JSLF sent a preservation letter to Twitter on December 18, 2014
18 concerning these and other posts of Dana White and the UFC, and Plaintiffs issued subpoenas to
19 Twitter (n/k/a X) and Google in January 2015 to ensure that Google and Twitter preserved certain
20 YouTube videos and Twitter posts.

21 27. Further, as discussed in more detail *infra*, Berger Montague doggedly pursued discovery
22 material from Zuffa, ultimately ensuring that a significant volume of critical documents that Zuffa had
23 not otherwise retained, and believed had been destroyed, could be located from a third-party document
24 vendor from a separate matter and produced in the *Le* Action.

25 **ii. Written Discovery with Zuffa**

26 28. Plaintiffs and Zuffa held an in-person Fed. R. Civ. P. 26(f) conference on April 13,
27 2015. During that meet and confer, the parties negotiated terms for a stipulation concerning ESI (filed
28 at ECF No. 160), and most of the terms of a stipulated Protective Order. However, the parties were

1 unable to agree to certain terms, which resulted in the parties briefing the issues in a joint status report.
2 *See* ECF No. 185. Ultimately, Plaintiffs prevailed, with Magistrate Judge Peggy A. Leen entering an
3 Order in Plaintiffs favor as to the disputed issues. *See* ECF No. 190.

4 29. Plaintiffs served their Initial Disclosures pursuant to Fed. R. Civ. P. 26(a)(1) on May 8,
5 2015. With the assistance of the intensive investigation of supporting counsel at Warner Angle,
6 Plaintiffs identified more than 100 individuals with discoverable information that Plaintiffs believed
7 they may use to prove their claims, including MMA Fighters, agents and managers, and rival
8 promoters.

9 30. Plaintiffs also served their First Set of Interrogatories on Zuffa on August 11, 2015,
10 focusing the requests on identifying (1) class member Fighters, (2) the identity of Zuffa employees,
11 executives, and agents that may have discoverable information, and (3) the identity of online social
12 media, blogs, networks, and other online accounts that Zuffa maintains so that Plaintiffs could try to
13 ensure preservation of materials stored in those locations.

14 31. Plaintiffs served their First Set of Requests for Production of Documents on April 26,
15 2015, and quickly set to work negotiating the scope of Zuffa's document discovery. Berger Montague
16 led the meet and confers with Zuffa, engaging in regular teleconferences and letter exchanges to
17 negotiate the relevant time period applicable to document discovery, the number and identity of
18 custodians, and the search terms to be applied to the documents Zuffa collected.

19 32. Berger Montague worked extensively with Zuffa's counsel to negotiate appropriate
20 search terms that Zuffa would use to cull the documents it collected for production to Plaintiffs.

21 33. Zuffa's first offer of search terms was a list of 91 words, apparently drawn only from
22 Plaintiffs' Complaint, and including terms not used in common parlance such as "monopsony" and
23 "class action." To counter Zuffa's proposal, Berger Montague compiled thousands of terms for testing.
24 Berger Montague drew these terms from Zuffa's early production of materials that Zuffa had produced
25 to the FTC in connection with the FTC's 2012 inquiry into the Strikeforce acquisition as well as Fighter
26 names and nicknames. Zuffa complained that these terms returned too high of a percentage of the total
27 document collection.

28 34. Berger Montague commenced to negotiate the proper terms through an iterative process:

- 1 a. The parties exchanged search term proposals, Zuffa would run the search terms and
2 deliver to Berger Montague for analysis the hit counts of both Zuffa's proposed search
3 terms and Berger Montague's proposed search terms, and the parties would then
4 exchange proposals for next steps.
- 5 b. Berger Montague negotiated the production of limited sets of documents that hit on
6 particular search terms that Zuffa claimed were overbroad and then used the information
7 from those documents to try to narrow the terms Berger Montague proposed for the next
8 round.
- 9 c. Berger Montague reviewed these limited document sets to identify how the terms were
10 applying to draw an overbroad selection. Berger Montague then analyzed how revisions
11 to the Plaintiffs' search term proposals would apply to discriminate between the
12 irrelevant documents Zuffa claimed to want to withhold, while still identifying the
13 relevant and critical discovery the search terms targeted in the first place. Among other
14 things, Berger Montague ran the proposed search terms over the existing production and
15 then some potential revisions to the search terms to identify what proportion of
16 documents would be excluded by a potential revision. Berger Montague then reviewed
17 the results to determine whether documents that Plaintiffs' document reviewers had
18 coded as relevant or "hot" had been excluded by the revision. Berger Montague then
19 developed new revisions as appropriate and re-ran this process until the proposed search
20 terms significantly reduced the number of documents hitting on the terms without losing
21 the important, relevant material.
- 22 d. This process and the related dealings between the parties repeated over the course of
23 several months—from December 2015 to May 2016—and numerous iterations of terms
24 and revisions.

25 35. In addition to these direct negotiations, Plaintiffs and Zuffa attended status conferences
26 with the Court during this period, including on September 30, 2015, November 17, 2015, December 8,
27 2015, January 26, 2016, February 23, 2016, and May 17, 2016, as the parties litigated the scope of
28 Zuffa's document production. *See* ECF Nos. 190, 200, 207, 214, 225, 264 (relevant status conference
minute orders).

36. Prior to each of these status conferences, the parties prepared detailed joint status reports
to apprise the Court of updates on the parties' negotiations and efforts to locate discovery materials. *See*
ECF Nos. 185, 199, 206, 213, 218, 244, 254. These status reports covered hundreds of pages of
argument on the status of negotiations and articulated the parties' positions and discovery disputes.
Because the parties filed these status reports jointly, the process required significant coordination. To
complete the status reports, Berger Montague and Zuffa's counsel first held serial meet and confer
teleconferences as the deadlines drew near to try to resolve as many disputed issues as possible.

1 Following these calls, Berger Montague and Zuffa's counsel would exchange detailed meet and confer
2 correspondence confirming the substance of the teleconferences, updating on deliverables promised
3 during the calls, further articulating the parties' positions and responses, and proposing further steps
4 prior to the next call.

5 37. Prior to the February 23, 2016 and May 17, 2016 status conferences, the parties engaged
6 experts on document search processes. Plaintiffs retained Charles Kellner to prepare two reports
7 concerning search terms for Zuffa's document collection. *See* ECF Nos. 221, 244-1. Mr. Kellner is a
8 consultant specializing in assisting attorneys with document search processes and methods. *See* ECF
9 No. 221 ¶¶1-8. Berger Montague worked with Mr. Kellner to develop Plaintiffs' arguments and
10 positions in these reports and related briefing. Plaintiffs submitted Mr. Kellner's report to Judge Leen.
11 Following the parties' briefing and expert reports on these search term issues, the Court adopted
12 Plaintiffs' position on June 3, 2016. *See* ECF No. 272.

13 38. Plaintiffs expended significant efforts to obtain documents relating to the early portion
14 of the alleged anticompetitive scheme, *i.e.*, from 2005 to 2013. During the parties' initial discussions
15 concerning document preservation and further meet and confers following service of Plaintiffs' RFPs,
16 it became clear that Zuffa's standard document destruction protocols caused the destruction of most
17 documents (in particular, emails and correspondence) from the period before mid-2014. Because
18 Plaintiffs' Complaint alleged that Zuffa's anticompetitive scheme had commenced no later than 2006,
19 the absence of document discovery from before mid-2014 could have undercut Plaintiffs' ability to
20 prove significant aspects of their case. As a result, Berger Montague focused early discovery efforts on
21 identifying potential custodians who had significant volumes of documents saved and available from
22 this pre-2014 time-period that were outside the scope of Zuffa's document destruction protocol. Berger
23 Montague also repeatedly pressed Zuffa's counsel to take efforts to locate the documents that Zuffa had
24 collected for review and production to the FTC in connection with the FTC's inquiry into Zuffa's
25 acquisition of MMA promoter Strikeforce.

26 39. Plaintiffs' efforts yielded a significant volume of documents. Zuffa ultimately produced
27 nearly 500,000 documents dated before January 1, 2014, including almost 300,000 dated before
28 December 31, 2010, and approximately 60,000 documents dated before December 31, 2009. These

1 early case materials comprised critical components of Plaintiffs’ expert reports, class certification
2 record, and the ultimate proof of their claims on summary judgment.

3 40. Plaintiffs served their Second Set of Requests for Production of Documents on Zuffa on
4 August 8, 2016. These “Second RFPs” sought documents relating to Zuffa’s efforts to sell itself in
5 2016, as well as documents relating to, and analyzing, the sale itself. Further, the Second RFPs sought
6 documents concerning discrete issues that Plaintiffs’ First RFPs and third-party subpoenas uncovered.

7 41. Ultimately, through Plaintiffs’ efforts to obtain document discovery, Zuffa produced
8 more than 775,000 documents comprising more than 3 million pages.

9 42. Following a competitive bidding process, Co-Lead Class Counsel engaged a document
10 hosting vendor (CasePoint) to store and manage these documents (as well as documents collected from
11 Plaintiffs and third parties).¹²

12 43. Plaintiffs reviewed these documents using a variety of techniques. Plaintiffs applied
13 technology assisted review techniques (“TAR”) to sort and categorize the materials and facilitate an
14 efficient review. Plaintiffs segregated various documents reflecting contracts between the UFC and
15 Fighters or others for expert review using these TAR techniques, and further identified critical
16 documents at an early stage to allow Plaintiffs to focus discovery efforts going forward.

17 44. Co-Lead Class Counsel organized a document review drawing from internal resources
18 as well as reviewers at Supporting Firms. Co-Lead Class Counsel developed a coding panel for
19 document reviewers and then trained the reviewers in the case and coding instructions. Co-Lead Class
20 Counsel managed the review process, holding regular teleconferences with the document reviewers to
21 ensure that issues the reviewers observed could be timely communicated and discussed among Co-Lead
22 Class Counsel and the reviewers. Warner Angle also kept a log of the documents that document
23 reviewers coded as “hot,” and regularly circulated that log to Co-Lead Class Counsel. Co-Lead Class
24 Counsel reviewed the log of “hot” documents and raised issues (such as coding documents as “hot” that
25

26 ¹² After the August/September 2019 Evidentiary Hearing on Plaintiffs’ Motion for Class Certification
27 (discussed *infra*), Co-Lead Class Counsel took the document production and coding offline and stored
28 it on hard drives so as to cease incurring monthly hosting charges. After the Court’s Order certifying
the *Le* Class in August 2023, Co-Lead Class Counsel engaged a different hosting vendor, Everlaw, to
re-load the document production and coding for summary judgment and in preparation for trial.

1 were not “hot”) and flagged issues for reviewers to keep in mind as they emerged.

2 45. In addition to the foregoing, Plaintiffs issued three additional sets of Interrogatories and
3 five sets of Requests for Admission (totaling 267 Requests for Admission not counting subparts). These
4 materials sought admissions and information on wide-ranging aspects of the case including, without
5 limitation, so-called “contention interrogatories” that sought explication of Zuffa’s stated affirmative
6 defenses and also required that Zuffa admit to the authenticity of video clips in which its executives
7 made statements against their interests that were relevant to Plaintiffs’ claims and Zuffa’s defenses (*see*
8 *discussion infra*).

9 46. Among the analytical projects Co-Lead Class Counsel, and Berger Montague in
10 particular, undertook in connection with written discovery from Zuffa was an analysis of the tens of
11 thousands of text messages Zuffa produced. Berger Montague identified the text productions of
12 custodians in the production and compiled those texts for specific analyses, organizing the produced
13 text messages in various ways to identify text messages on similar subject matter based on dates and
14 individuals involved, and for other purposes. Most notably, Berger Montague compiled all text
15 messages Zuffa produced to or from a phone used by UFC President Dana White (Mr. White used
16 multiple phones at any one time). Through this analysis, Berger Montague determined that a significant
17 proportion of the text messages Mr. White sent or received had been deleted or otherwise destroyed.
18 Specifically, of the more than 8,100 texts sent to or from a phone used by UFC President Dana White
19 in the production, Berger Montague’s analysis reflected that more than 1,900 of those texts (nearly
20 25%) were not collected from Dana White’s devices.

21 47. In response, Berger Montague initiated a meet and confer process with Zuffa to learn
22 more about Mr. White’s cellphone usage. Ultimately, Plaintiffs brought the issue to the Court for
23 resolution. *See* ECF Nos. 395, 397. Although Plaintiffs did not obtain relief for spoliation through that
24 motion, *see* ECF No. 422, litigation of the issue generated compelling evidence for the cross-
25 examination of Dana White regarding spoliation and credibility. By pressing these questions, Plaintiffs
26 (1) caused Dana White to submit a sworn declaration that appeared to be internally inconsistent,
27 (2) examined Mr. White on those alleged inconsistencies at his deposition leading to what Plaintiffs
28 believe was damaging testimony relating to his inability to reconcile those inconsistencies, and

(3) created, through that testimony and the absence of the phone records from these cellphones, a basis for arguing spoliation at trial and for potentially substantially undermining Mr. White's credibility before the jury.

iii. Third Party Document Subpoenas

48. In addition to Plaintiffs' efforts to obtain documents directly from Zuffa, Plaintiffs also issued over 50 document subpoenas to third parties. These third parties included: (1) managers and agents for various MMA Fighters; (2) MMA promotions and the owners of past MMA promotions (including, without limitation, Strikeforce, Bellator, One Championship, International Fight League, World Series of Fighting, Affliction, World Fighting Alliance, Invicta, Legacy FC, and Titan FC); (3) entities (and their law firms) that sought to acquire Zuffa in 2016, including WME-IMG Endeavor (that ultimately did acquire Zuffa in 2016); (4) financial institutions that worked on behalf of Zuffa over the years and those that worked on behalf of the entities that sought to acquire Zuffa in 2016; and (5) Mercer, an entity that undertook a Fighter compensation study at Zuffa's behest. We provide the scope of the third parties that Plaintiffs targeted with subpoenas that were actively pursued in the below table:

#	ENTITY ¹³	ENTITY TYPE
1	Affliction	MMA Promoter and MMA Fighter Sponsor
2	Ali Abdel-Aziz	MMA Fighter Manager and Matchmaker for MMA Promoter
3	American Top Team	MMA Fighter Manager
4	AXS TV	MMA Broadcaster and Acquirer of MMA Promotion Assets
5	Barclays PLC	Financial Institution relating to Potential Zuffa Acquisition
6	Bellator	MMA Promoter
7	Bob Meyrowitz	Former owner of the UFC
8	Brian Butler-Au	Fighter Manager
9	Brian Hamper	Fighter Manager
10	Cindy Ortiz	MMA Fan Appearing in Zuffa-Produced Emails
11	Citibank, N.A.	Financial Institution

¹³ In some circumstances, Plaintiffs served an entity and certain individuals affiliated with that entity, and in other circumstances, Plaintiffs served only the entity or only individuals.

#	ENTITY ¹³	ENTITY TYPE
12	Credit Suisse	Financial Institution relating to Potential Zuffa Acquisition
13	David Martin, Martin Advisory Group, LLC	MMA Fighter Manager
14	Deutsche Bank Securities, Inc.	Financial Institution; Financial Institution relating to Potential Zuffa Acquisition
15	Deutsche Bank Trust Co.	Financial Institution
16	Ed Fishman	MMA Fighter Manager
17	Ed Soares	MMA Promoter and MMA Fighter Manager
18	Fighter Tribe Management	MMA Fighter Manager
19	First Round Management	MMA Fighter Manager
20	Freshfields Bruckhaus Deringer LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition
21	Gareb Shamus	MMA Promoter
22	Gary Ibarra	MMA Fighter Manager
23	George Prajin	MMA Fighter Manager
24	Glenn Robinson	MMA Fighter Manager and MMA Fighter Sponsor
25	Goldman Sachs & Co.	Financial Institution relating to Potential Zuffa Acquisition
26	Greg Jamison	MMA Promoter
27	Invicta	MMA Promoter
28	J.P. Mogan Chase & Co.	Financial Institution relating to Potential Zuffa Acquisition
29	Jeff Clark	MMA Fighter Manager
30	Jeremy Lappen	MMA Promoter; MMA Fighter Manager
31	Ken Pavia	MMA Fighter Manager
32	Kirkland & Ellis LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition
33	KKR Capital Markets LLC	Financial Institution relating to Potential Zuffa Acquisition
34	Kurt Otto	Principal of MMA Promoter
35	Legacy Fighting Championship	MMA Promoter
36	Leo Khorolinsky	MMA Fighter Manager
37	Lex McMahon	MMA Promoter and MMA Fighter Manager
38	Mercer (US), Inc.	Consultant
39	Milbank, Tweed, Hadley & McCloy LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition
40	MMA Inc.	MMA Fighter Manager
41	Monte Cox	MMA Fighter Manager
42	Moody's Financial Services, Inc.	Financial Rating Institution
43	MSD Capital L.P.	Financial Institution relating to Potential Zuffa Acquisition
44	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition

#	ENTITY ¹³	ENTITY TYPE
45	Proskauer Rose LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition
46	Resurrection Fighting Alliance	MMA Promoter
47	Samuel Spira	Attorney
48	Sharks Sports & Entertainment	MMA Promoter
49	Shu Hirata	MMA Fighter Manager
50	Silver Lake Partners	Potential Zuffa Acquirer
51	Simpson Thatcher & Bartlett LLP	Law Firm subpoenaed relating to Potential Zuffa Acquisition
52	Standard & Poor's Financial Services LLC	Financial Rating Institution
53	The Blackstone Group L.P.	Potential Zuffa Acquirer
54	The Raine Group LLC	Consultant relating to Potential Zuffa Acquisition
55	Titan FC	MMA Promoter
56	VFD Marketing	MMA Fighter Manager
57	William Morris Endeavor Entertainment LLC	Potential Zuffa Acquirer
58	World Series of Fighting	MMA Promoter
59	Zinkin Entertainment (DeWayne Zinkin & Bob Cook)	MMA Fighter Manager

49. Through these subpoenas, Plaintiffs ultimately obtained hundreds of thousands of additional pages of material, including documents from the likes of Deutsche Bank and WME-IMG, which in Plaintiffs' view provided evidence of Zuffa's monopsony and monopoly power and its alleged ability to control Fighter compensation. Plaintiffs also uncovered key financials from other MMA promoters that assisted in Plaintiffs' experts' analyses of market share and market power. And Plaintiffs received other key correspondence that Plaintiffs believed evidenced Zuffa's alleged coercive negotiation tactics.

50. Class Counsel tracked down the subpoenaed parties and entities and met and conferred with them to obtain productions of documents. In several cases, Plaintiffs had to litigate with the subpoena recipients to obtain productions. First, AXS TV LLC, an organization that, *inter alia*, purchased the assets of defunct MMA promoter International Fight League ("IFL"), sought to quash Plaintiffs' document subpoena. *See In re: Subpoena to Non-Party AXS TV LLC, Lee [sic] v. Zuffa, LLC*, No. 3:16-mc-12 (N.D. Tex.). Following that motion to quash, JSLF prepared to respond while continuing to negotiate with AXS TV, ultimately agreeing to a "Third Party Production Protocol" that

1 resolved the motion. *See id.* at ECF No. 12. AXS produced almost 9,000 documents pursuant to that
2 protocol.

3 51. In addition to fighting the document subpoena, AXS TV LLC also moved to quash
4 Plaintiffs' deposition subpoena of Mark Cuban. *See In re: Subpoena to Non-Party Mark Cuban, Lee*
5 *[sic] v. Zuffa, LLC*, No. 3:17-mc-27 (N.D. Tex.). JSLF responded to the motion to quash in the action
6 in the United States District Court for the Northern District of Texas. *See id.* at ECF Nos. 8 & 10.
7 Ultimately, the Texas District Court granted the motion to quash without prejudice should the
8 depositions of Andrew Simon (another AXS TV executive) and Dana White not have sufficiently
9 covered the expected subject matter of the Mark Cuban deposition. *Id.* at ECF No. 20.

10 52. Bellator also fought Plaintiffs' document subpoena. *See In re Subpoena of Bellator*
11 *Sport Worldwide, LLC, Le v. Zuffa, LLC*, No. 2:17-mc-16 (C.D. Cal.). Prior to responding, Class
12 Counsel (JSLF in particular) tried to negotiate Bellator's production, including via ten teleconferences,
13 four meet and confer letters, and 79 emails. Through these efforts, Plaintiffs were able to resolve many
14 of the disputed issues concerning Plaintiffs' subpoena, but were unable to reach agreement on
15 documents relating to Bellator's Fighter contract documents and related contract negotiation materials
16 and documents relating to Bellator's cost and revenue information. JSLF then drafted and filed a
17 response to Bellator's motion to quash the subpoena. *See id.* ECF No. 26-1 (Mar. 8, 2017). The
18 subpoena dispute was ultimately transferred to this Court on Zuffa's motion and adjudicated here. *See*
19 *Le v. Zuffa, LLC*, No. 2:17-cv-849 (D. Nev.). Following argument, at which JSLF presented for
20 Plaintiffs, the Court ordered Bellator to produce a sample of anonymized Fighter contracts (20% of
21 Bellator's contracts) as well as Bellator's financials, including profit and loss statements through March
22 2017. No. 2:17-cv-849, ECF No. 55 (D. Nev. June 13, 2017). The Bellator financials Co-Lead Class
23 Counsel ultimately obtained from Bellator proved critical to Plaintiffs' efforts to show that the most
24 significant of the UFC's purported rivals paled in comparison to the UFC, generating just a fraction of
25 the UFC's revenues and paying a substantially higher proportion of those revenues to Fighters.

26 53. One Championship, another MMA promoter (located in Singapore), similarly fought
27 Plaintiffs' subpoena and required significant efforts to obtain documents. First, Plaintiffs filed a motion
28 for issuance of Letters Rogatory to Group One Holdings Pte. Ltd. (One Championship's parent in

1 Singapore) in this Court. *See Le v. Zuffa, LLC*, No. 15-cv-1045, ECF No. 433 (D. Nev. June 20, 2017).
2 The Court granted that request, ECF No. 440, and issued the letter, ECF No. 441.¹⁴ While that effort
3 was pending, Plaintiffs filed an action against one of the promoter's domestic agents and One
4 Championship in the United States District Court for the Western District of Washington. *See Motion*
5 *to Compel, In re Subpoenas of Matt Hume, Le v. Zuffa, LLC*, No. 2:17-cv-1104, ECF No. 1 (W.D.
6 Wash. July 19, 2017). Plaintiffs then successfully moved to transfer the litigation of the action back to
7 this Court. *Id.* at ECF Nos. 24, 25; *see also Le v. Zuffa, LLC*, No. 15-cv-1045, ECF No. 506 (D. Nev.
8 Oct. 13, 2017) (*Le* Plaintiffs' Notice of Related Case alerting the Court that the matter had been
9 transferred). On November 16, 2017, JSLF argued in support of the motion to compel and in opposition
10 to the domestic agent's motion to quash. *See In re Subpoenas of Matt Hume, Le v. Zuffa, LLC*, No.
11 2:17-cv-2657, ECF No. 41 (D. Nev. Dec. 2, 2017). The Court denied Plaintiffs the requested
12 documents and limited the scope of the requested deposition. *Id.* at 41-42.

13 54. Boxing promoter Top Rank, Inc. also fought to quash Plaintiffs' subpoenas for
14 documents and for the deposition of Top Rank President Robert Arum. *See* ECF No. 470 & 497.
15 Supporting counsel at Warner Angle, in consultation with Co-Lead Class Counsel, drafted the motion
16 to compel concerning the document subpoena and the deposition subpoena, and then met and conferred
17 with counsel from Top Rank to resolve the issue without Court intervention.

18 **iv. Litigating Privilege and Work Product Claims**

19 55. Zuffa sought to withhold numerous documents, and redact many others, based on
20 assertions of attorney-client privilege and the attorney work product doctrine. Plaintiffs disputed
21 Zuffa's decision to withhold or redact many documents on these grounds.

22 56. After Zuffa first produced its privilege log in this case (containing more than 30,000
23 entries) on April 7, 2017, Berger Montague analyzed the log and pursued a meet and confer via letter
24 concerning deficiencies in the log's description of documents. *See* ECF No. 443-3 (describing the
25 deficiencies). In response to Berger Montague's letter, Zuffa removed its privilege assertions over
26 certain entries and amended its privilege log for other entries. *See* ECF No. 443-4. JSLF then analyzed
27

28 ¹⁴ Ultimately, the Supreme Court of Singapore denied the request. *See In re Subpoenas of Matt Hume, Le v. Zuffa, LLC*, No. 2:17-cv-2657, ECF No. 41, at 5 (D. Nev. Dec. 2, 2017).

1 the subsequent iteration of the privilege log (which also contained tens of thousands of entries). JSLF
2 argued the issues with the privilege log to the Court. ECF No. 502. Through this meet and confer
3 process, Zuffa produced more than 10,000 documents that had either been withheld in full or redacted.

4 57. In addition to Plaintiffs' work regarding the privilege log, Plaintiffs litigated several
5 challenges to Zuffa's efforts to claw back and/or shield specific materials from production.

6 58. Early on in discovery, Berger Montague discovered a production error by Zuffa: certain
7 documents had slipsheets in the production reflecting that the documents had been withheld on the
8 basis of privilege, but the OCR-ed text of the documents had nevertheless been produced to Plaintiffs.
9 Plaintiffs quickly alerted Zuffa of the error. However, in the process of Plaintiffs' discovery of the
10 issue, Plaintiffs noted that one of the documents was not properly subject to protection of the attorney-
11 client privilege. Specifically, Plaintiffs identified an email from Zuffa's outside counsel concerning the
12 business purposes behind Zuffa's acquisition of Pride, another MMA promotion. *See generally* ECF
13 No. 229 (motion to challenge the privilege designation of the email). Berger Montague then led a meet
14 and confer in an effort to persuade Zuffa not to withhold the document. When the parties reached an
15 impasse, JSLF prepared a motion to challenge the privilege designation. *Id.* Plaintiffs prevailed on that
16 motion. *See* ECF No. 270. This document ultimately featured prominently in one of Plaintiffs' key
17 expert economic reports, *see* Expert Report of Hal J. Singer, Ph.D. (dated August 31, 2017), ECF No.
18 926-3, ¶43, Plaintiffs' motion for class certification, ECF No. 518 at 10, and Plaintiffs' summary
19 judgment oppositions, ECF No. 596 at 10 & ECF No. 926 at 10.

20 59. Plaintiffs challenged other of Zuffa's privilege assertions as well.

21 60. On August 31, 2016, JSLF drafted, with Berger Montague's assistance, a motion to
22 challenge Zuffa's assertion of work product protection over documents relating to a consultant Zuffa
23 engaged to study its Fighter compensation. *See* ECF No. 282 & 303. Plaintiffs prevailed on the motion,
24 resulting in the production of the Fighter compensation study and various drafts. *See* ECF No. 422.
25 These compensation study documents featured prominently in Plaintiffs' proof and briefing, given that,
26 in them, Zuffa's consultant Mercer compared the percentage of revenues paid to athletes by other
27 sports organizations to the percentage of revenues Zuffa paid to UFC Fighters. Plaintiffs' sports
28 economics expert, Prof. Andrew Zimbalist, discussed and cited prominently the Mercer Fighter

1 compensation study that Plaintiffs received only because of this work product challenge. *See, e.g.*,
2 Expert Report of Andrew Zimbalist, ECF No. 596-7, ¶108, Expert Rebuttal Report of Andrew
3 Zimbalist, ECF No. 596-8, ¶56 & n.104. And Plaintiffs relied on these materials, *inter alia*, in opposing
4 Zuffa's *Daubert* motions, *see, e.g.*, ECF No. 534 at 53. In particular, Plaintiffs cited to the Mercer
5 study, among other materials, to support their argument that wage share was an appropriate metric and
6 that certain other professional sports organizations were not appropriate comparators.

7 61. On December 15, 2016, JSLF led Plaintiffs' briefing of a challenge to Zuffa's assertion
8 of privilege over a group of documents discussing Zuffa's contract negotiations with MMA Fighters.
9 ECF Nos. 320 & 334. JSLF then argued these motions before the Court on February 7, 2017. *See* ECF
10 No. 353. The Court granted Plaintiffs' motion as to the majority of the challenged documents. *Id.*; ECF
11 No. 359.

12 v. Fact Depositions

13 62. Co-Lead Class Counsel, as well as firms acting under our direction, collectively
14 examined nearly 30 individual fact witnesses in depositions (in addition to seven days of testimony of
15 Zuffa's Rule 30(b)(6) designees). Plaintiffs took the first fact deposition (a deposition pursuant to Fed.
16 R. Civ. P. 30(b)(6)) in November 2016 and the last fact deposition in August 2017. Almost all of these
17 depositions lasted for a full business day or longer; the deposition of Mr. White lasted two days. An
18 additional challenge in taking these depositions was that certain fact witnesses were also designated as
19 30(b)(6) witnesses, requiring preparation to identify and deploy documents and ask questions in both
20 the witness's individual and corporate capacities.

21 63. In preparation for the many important fact depositions in this case, Co-Lead Class
22 Counsel (a) identified key documents to be used at each deposition, (b) prepared extensive deposition
23 outlines, (c) reviewed publicly available information, including hundreds of hours of videos,
24 interviews, podcasts and other materials featuring the witnesses or related matters, and (d) and
25 coordinated deposition strategy and questioning with Co-Lead Class Counsel, experts, and the *Le Class*
26 Representatives and Quarry.

27 a. Depositions of Zuffa's Current and Former Employees

28 64. The fact depositions of Zuffa's witnesses are set forth in the below table, including the

witness's name, deposition date(s), and the participating attorneys (and attorneys' roles):

#	WITNESS	DATE(S)	PRIMARY PLAINTIFFS' ATTORNEY EXAMINING	SUPPORTING ATTORNEY (IF ANY)	LOCATION
1	Denitza Batchvarova	1/25/2017	Daniel Silverman Cohen Milstein	Kevin Rayhill JSLF	Las Vegas, NV
2	Nakisa Bidarian	5/5/2017	Matthew Weiler JSLF		Las Vegas, NV
3	Peter Dropick (30(b)(6))	12/1/2016	Daniel Silverman Cohen Milstein	Patrick F. Madden Berger Montague	Las Vegas, NV
4	Peter Dropick (30(b)(1))	5/4/2017	Joseph Saveri JSLF	Matthew Weiler JSLF	Las Vegas, NV
5	Ike Lawrence Epstein (30(b)(6))	12/2/2016	Matthew Weiler JSLF	Patrick F. Madden Berger Montague	Las Vegas, NV
6	Ike Lawrence Epstein (30(b)(1))	5/26/2017	Joseph Saveri JSLF	Matthew Weiler JSLF	Las Vegas, NV
7	Ike Lawrence Epstein (30(b)(6))	7/21/2017	Daniel Silverman Cohen Milstein		Las Vegas, NV
8	Ike Lawrence Epstein (30(b)(6))	8/15/2017	Kevin Rayhill JSLF	Jiamie Chen JSLF	Las Vegas, NV
9	Lorenzo Fertitta	3/23/2017	Michael C. Dell'Angelo Berger Montague	Patrick F. Madden Berger Montague	Las Vegas, NV
10	Kirk Hendrick (30(b)(6))	11/29/2016 11/30/2016	Eric L. Cramer Berger Montague	Patrick F. Madden Berger Montague	Las Vegas, NV
11	Kirk Hendrick (30(b)(1))	7/17/2017	Patrick F. Madden Berger Montague		Las Vegas, NV
12	John Hertig	4/27/2017	Matthew Weiler JSLF	Kevin Rayhill JSLF	Las Vegas, NV
13	Tracy Long	1/26/2017	Kevin Rayhill JSLF	Matthew Weiler JSLF	Las Vegas, NV
14	Michael Mersch	7/15/2017	Eric L. Cramer Berger Montague	Patrick F. Madden Berger Montague	Las Vegas, NV
15	Michael Mossholder (30(b)(6))	11/30/2016 12/1/2016	Daniel Silverman Cohen Milstein	Patrick F. Madden Berger Montague	Las Vegas, NV
16	John Mulkey	4/19/2017	Matthew Weiler JSLF	Kevin Rayhill JSLF	Las Vegas, NV
17	Michael Pine	2/7/2017	Daniel Silverman Cohen Milstein		Nashville, TN
18	Jeff Quinn (30(b)(6))	7/27/2017	Patrick F. Madden Berger Montague	Michael C. Dell'Angelo Berger Montague	Las Vegas, NV
19	Sean Shelby	4/12/2017	Patrick F. Madden Berger Montague	Robert Maysey Warner Angle	Las Vegas, NV
20	Joseph Silva	6/7/2017	Eric L. Cramer Berger Montague	Patrick F. Madden Berger Montague	Richmond, VA
21	Dana White	8/9/2017 8/10/2017	Michael C. Dell'Angelo Berger Montague	Richard Koffman Cohen Milstein	Las Vegas, NV
22	Marshall Zelaznik	2/8/2017	Kevin Rayhill JSLF	Matthew Weiler JSLF	Las Vegas, NV

b. Depositions of Third Parties

65. The fact depositions of third-party witnesses are set forth in the below table, including the witness's name, affiliation, deposition date(s), and the participating attorneys (and attorney roles):

#	WITNESS	AFFILIATION	DATE(S)	PRIMARY PLAINTIFFS' ATTORNEY EXAMINING	SUPPORTING ATTORNEY (IF ANY)	LOCATION
1	Jeffrey Aronson	Titan FC	4/25/2017	Daniel Silverman Cohen Milstein		Palm Beach Gardens, FL
2	Robert Arum	Top Rank, Inc.	10/17/2017	Robert Maysey Warner Angle	Daniel Silverman Cohen Milstein	Los Angeles, CA
3	Thomas Atencio	Affliction	2/9/2017 2/10/2017	Robert Maysey Warner Angle	James Valletta Warner Angle	Costa Mesa, CA
4	Scott Coker	Strikeforce, Bellator	8/3/2017	Michael C. Dell'Angelo Berger Montague	Kevin Rayhill JSLF Robert Maysey Warner Angle	Los Angeles, CA
5	Louis DiBella	DiBella Entertainment	8/29/2017	Daniel Silverman Cohen Milstein	Robert Maysey Warner Angle	New York, NY
6	Drew Goldman (30(b)(6))	Deutsche Bank Securities, Inc.	4/28/2017	Patrick F. Madden Berger Montague		New York, NY
7	Shannon Knapp	Invicta	4/11/2017	Kevin Rayhill JSLF		Kansas City, MO
8	Jeremy Lappen	Elite XC, MMA Fighter Manager	2/28/2017	Kevin Rayhill JSLF		Los Angeles, CA
9	Leon Margules	Warriors Boxing Promotion	7/11/2017	Daniel Silverman Cohen Milstein	Robert Maysey Warner Angle	Fort Lauderdale, FL
10	Colin Neville	The Raine Group	8/8/2017	John Radice Radice Law Firm		New York, NY
11	Kurt Otto	International Fight League	2/6/2017	Eric L. Cramer Berger Montague	Mark Suter Berger Montague Robert Maysey Warner Angle	New York, NY
12	Brent Richard	WME-IMG Endeavor	7/20/2017	Michael C. Dell'Angelo Berger Montague		New York, NY
13	Carlos Silva	World Series of Fighting	4/18/2017	Robert Maysey Warner Angle	Tara Nordquist Warner Angle	Las Vegas, NV
14	Andrew Simon	AXS TV, HDNet	7/19/2017	Kevin Rayhill JSLF		Dallas, TX

vi. Searching for Publicly Available Evidence

66. Co-Lead Class Counsel also undertook a comprehensive search through publicly available materials in search of relevant evidence.

1 67. For example, Berger Montague undertook to search through thousands of hours of video
2 clips (and transcripts of video clips) of interviews of Zuffa employees and executives, Scott Coker (an
3 executive at Strikeforce and later Bellator), and other MMA promoters.

4 68. Berger Montague identified and preserved these materials, and then clipped the videos
5 for use at depositions and other proceedings.

6 69. Berger Montague then endeavored to lay the foundation to authenticate and use these
7 materials at trial by, *inter alia*, issuing Requests for Admission concerning certain videos featuring
8 Zuffa executives and using video clips at the depositions of Dana White, Lorenzo Fertitta, Scott Coker,
9 and Robert Arum.

10 70. Berger Montague and Cohen Milstein then continually monitored, preserved, and
11 searched for new videos and statements of UFC executives as well as reviewing voluminous filings
12 with the Securities and Exchange Commission, up to the settlement of this matter.

13 **vii. Written Discovery from the *Le* Class Representatives and Quarry**

14 71. The *Le* Class Representatives, Cung Le, Jon Fitch, Brandon Vera, Javier Vasquez, and
15 Kyle Kingsbury, as well as Nathan Quarry, had significant participation in discovery.

16 72. Zuffa served each of the *Le* Class Representatives and Quarry with written discovery,
17 including Requests for Production of Documents (“Zuffa’s RFPs”), Interrogatories (requiring both
18 individual and collective responses), and 71 Requests for Admission (requiring a collective response).

19 73. Each of the *Le* Class Representatives and Quarry worked with Co-Lead Class Counsel
20 and supporting counsel at Warner Angle to identify sources of documents that were responsive to
21 Zuffa’s RFPs. Co-Lead Class Counsel and Warner Angle then worked with a vendor to collect ESI
22 from those sources. In addition, Warner Angle wrote letters (with input from Co-Lead Class Counsel)
23 requesting that the *Le* Class Representatives’ and Quarry’s managers and agents provide any
24 documents in the *Le* Class Representatives’ and Quarry’s control so that Plaintiffs could produce those
25 materials, sending letters to twenty different managers and agents who represented the *Le* Class
26 Representatives and Quarry over time.

1 74. Through these efforts, Co-Lead Class Counsel collected more than 600,000 documents
2 from the *Le* Class Representatives and Quarry consisting of more than 800,000 pages. Class Counsel
3 then reviewed these materials for relevance and responsiveness to Zuffa's RFPs.

4 75. As to the Interrogatories, Co-Lead Class Counsel and supporting counsel at Warner
5 Angle worked with the *Le* Class Representatives and Quarry to develop and write their answers to
6 Zuffa's Interrogatories. The *Le* Class Representatives and Quarry then reviewed these answers to
7 ensure their accuracy, before certifying the answers and authorizing Co-Lead Class Counsel to serve
8 the answers on Zuffa.

9 **viii. Depositions of the *Le* Class Representatives and Quarry**

10 76. Co-Lead Class Counsel and supporting counsel from Warner Angle worked with the *Le*
11 Class Representatives and Quarry to prepare them for their depositions, and then defended those
12 depositions.

13 77. Prior to each deposition, Co-Lead Class Counsel responsible for defending the
14 deposition reviewed the *Le* Class Representatives' (or Quarry's) document production and prepared
15 outlines to address the likely areas of questioning at the deposition.

16 78. Co-Lead Class Counsel then met with the *Le* Class Representatives (and Quarry) prior to
17 the depositions to go over (1) the basics of testifying at deposition, (2) Plaintiffs' theories of liability,
18 (3) class certification and related issues, and (4) the likely Plaintiff-specific areas of questioning,
19 including their substantial document productions and extensive publicly available materials such as
20 videos and social media postings. These preparation sessions lasted several hours with each *Le* Class
21 Representative and Quarry. In addition, some *Le* Class Representatives attended the depositions of
22 other *Le* Class Representatives, and/or watched video clips from Quarry's deposition to prepare for
23 their own depositions.

24 79. Each *Le* Class Representative and Quarry then sat for a full-day deposition. Co-Lead
25 Class Counsel collectively defended the six depositions of the *Le* Class Representatives and Quarry.
26 Each of these depositions, including witness names, deposition date, and the defending/participating
27 Co-Lead Class Counsel and supporting firm attorneys, is listed in the chart below:
28

#	WITNESS	DATE(S)	PRIMARY PLAINTIFFS' FIRM/ ATTORNEY DEFENDING	SUPPORTING ATTORNEY(S) (IF ANY)	LOCATION
1	Jon Fitch	2/15/2017	Michael C. Dell'Angelo Berger Montague	Robert Maysey Warner Angle	Las Vegas, NV
2	Kyle Kingsbury	2/17/2017	Michael C. Dell'Angelo Berger Montague	Robert Maysey Warner Angle Richard Koffman Cohen Milstein	Las Vegas, NV
3	Cung Le	4/11/2017	Michael C. Dell'Angelo Berger Montague	Robert Maysey Warner Angle	Las Vegas, NV
4	Nathan Quarry	9/30/2016	Eric Cramer Berger Montague	Don Springmeyer Kemp Jones ¹⁵	Las Vegas, NV
5	Javier Vasquez	2/14/2017	Michael C. Dell'Angelo Berger Montague	Robert Maysey Warner Angle Richard Koffman Cohen Milstein	Las Vegas, NV
6	Brandon Vera	2/16/2017	Michael C. Dell'Angelo Berger Montague Richard Koffman Cohen Milstein	Robert Maysey Warner Angle	Las Vegas, NV

80. Each of these depositions transpired over the course of approximately a full day in Las Vegas, Nevada. At the time of the depositions, none of the *Le* Class Representatives nor Quarry resided in Nevada, and attending these depositions required travel, in some cases significant travel. For example, Brandon Vera resides in Guam, and his attendance at his deposition and other events required more than 24 hours of travel; Quarry resides in and traveled from Oregon to hearings, preparation sessions, mediations, meetings, and his deposition; and Kyle Kingsbury resides in and traveled from Texas for to hearings, preparation sessions, mediations, meetings, and his deposition.

ix. Other Participation of the *Le* Class Representatives and Quarry

81. In addition to the foregoing, the *Le* Class Representatives and Quarry had consistent involvement throughout the case.

82. As noted above, the *Le* Class Representatives and Quarry joined monthly teleconferences to stay current with case developments.

¹⁵ At the time of the deposition, Mr. Springmeyer was with Wolf Rifkin.

1 83. The *Le* Class Representatives and/or Quarry attended court hearings, including the 2015
2 Motion to Transfer hearing in San Francisco, California, as well as the 2015 Motion to Dismiss
3 hearing, the September 2017 hearing on Zuffa's motion for summary judgment as to Quarry's claims,
4 the December 2018 motion for summary judgment hearing, the seven-day 2019 Evidentiary Hearing on
5 Plaintiffs' Motion for Class Certification, and several other hearings and status conferences.

6 84. The *Le* Class Representatives and Quarry also travelled to attend the three in-person
7 mediation sessions (in 2017 (Newport Beach, CA), 2019 (New York, NY), and 2023 (New York, NY)).

8 85. Further, prior to trial, the *Le* Class Representatives and Quarry attended multiple
9 preparation sessions for their direct and cross examinations at trial. These sessions each took several
10 hours. The sessions involved interviews by Co-Lead Class Counsel and Supporting Counsel to identify
11 any areas of testimony that had not yet been covered by prior interviews and preparation sessions
12 earlier in the case. The sessions involved the review of documents that could be used on cross-
13 examination and documents that would be used during direct examination. And the sessions involved
14 mock direct and cross examinations to prepare the *Le* Class Representatives and Quarry for their trial
15 appearances.

16 **D. Expert Discovery in the *Le* Action**

17 86. Co-Lead Class Counsel oversaw an extensive and protracted expert discovery effort in
18 the *Le* Action.

19 87. Given the importance of economic issues in this case, Co-Lead Class Counsel retained
20 three economic experts: Hal J. Singer, Ph.D., Professor Andrew Zimbalist, and Professor Alan
21 Manning. Co-Lead Class Counsel spent significant time strategizing during discovery and briefing,
22 working with Dr. Singer and his team to assess whether economic analyses and evidence common to
23 members of the *Le* Class would be capable of addressing, *inter alia*, (i) monopsony power,
24 (ii) substantial foreclosure, (iii) common impact, (iv) anticompetitive effects, (v) alleged
25 procompetitive justifications, and (vi) aggregate damages to the Bout Class and proposed Identity
26 Rights Class. Co-Lead Class Counsel worked with Professor Zimbalist on his report concerning the
27 history of free agency in major professional sports and the effects of free agency on athlete
28 compensation, as well as a yardstick damages analysis. Co-Lead Class Counsel retained Professor Alan

1 Manning after Zuffa's opposition reports criticized certain aspects of Dr. Singer's analysis, including in
2 particular Dr. Singer's use of wage share as the main metric of analysis. Prof. Manning is a Professor at
3 the London School of Economics and Political Science. He wrote a key book on monopsony power that
4 was favorably cited by Zuffa's own economists. He testified that wage share was indeed appropriate for
5 use in this case involving professional athletes.

6 88. Co-Lead Class Counsel also retained a forensic accounting expert, Guy Davis. Mr.
7 Davis submitted two reports totaling 156 pages.

8 89. Dr. Singer submitted four reports in the *Le* Action consisting of 526 pages inclusive of
9 appendices.¹⁶ Professor Zimbalist submitted two reports consisting of 231 pages, inclusive of
10 appendices. Professor Manning's rebuttal report totaled 17 pages.

11 90. To assist the experts, Co-Lead Class Counsel collectively spent hundreds of hours over
12 the course of several months: (1) ensuring that the experts received and understood the transactional
13 data, reflecting (among many other data points) the compensation to each Fighter for each bout,
14 documents produced by Zuffa and by non-parties, and party and non-party depositions; (2) analyzing
15 draft reports; and (3) meeting with the experts.

16 91. Co-Lead Class Counsel invested substantial time and effort related to expert discovery
17 in this case—including the work of senior shareholders/partners—that was critical to proving the
18 allegations that the challenged conduct foreclosed competition, caused anticompetitive effects, and
19 harmed the members of the proposed classes.

20 92. The need for extensive expert discovery is reflective of the complexities of the *Le*
21 Action, which required Co-Lead Class Counsel to overcome numerous obstacles, including by proving
22 some or all of the following using evidence common to the Class:

- 23 a. that Zuffa had monopsony power;
 - 24 b. that the challenged conduct foreclosed a substantial share of competition;
 - 25 c. that the challenged conduct suppressed compensation for UFC Fighters below
- 26

27 ¹⁶ Later, Dr. Singer also offered a declaration (dated November 13, 2023) as part of Plaintiffs' effort to
28 bar Zuffa from introducing material into the *Le* Action trial that post-dated the June 30, 2017 end of the
Class Period in *Le*. See ECF No. 914-2.

1 competitive levels;

2 d. that the challenged conduct had significant anticompetitive effects;

3 e. that the challenged conduct had no valid procompetitive justifications that could
4 outweigh the anticompetitive effects, and,

5 f. aggregate damages suffered by the *Le* Classes as a whole.

6 **i. Expert Work of Hal J. Singer, Ph.D.**

7 93. Co-Lead Class Counsel had initially engaged Hal J. Singer, Ph.D. to perform certain
8 analyses prior to filing the Complaint in the *Le* Action.

9 94. Following the receipt of Zuffa's production of its Promotional and Ancillary Rights
10 Agreements ("PAR Agreements") and compensation data, Co-Lead Class Counsel worked with Dr.
11 Singer to develop and commence a comprehensive review and categorization of the PAR Agreements
12 that Zuffa produced, identifying potentially anticompetitive contract terms and their prevalence and
13 effects over time. To facilitate that review, Co-Lead Class Counsel identified and segregated the PAR
14 Agreements in the document production database using a TAR algorithm, and Dr. Singer's staff
15 performed the review and analyses.

16 95. Throughout discovery, Co-Lead Class Counsel and Dr. Singer and his staff stayed in
17 regular communication to discuss developing factual issues that could be important to Dr. Singer's
18 analyses and to monitor the progress of the PAR Agreement review.

19 96. Co-Lead Class Counsel worked closely with Dr. Singer as Dr. Singer developed the
20 model he used to assess impact and damages, including by helping to identify discovery materials that
21 would be relevant to Dr. Singer's work. Co-Lead Class Counsel served Dr. Singer's opening Expert
22 Report on August 31, 2017. ECF No. 518-3.

23 97. Following service of Dr. Singer's opening Expert Report, Co-Lead Class Counsel began
24 to prepare Dr. Singer for his deposition. Co-Lead Class Counsel held multiple preparation sessions with
25 Dr. Singer, each lasting several hours.

26 98. On September 27, 2017, Dr. Singer sat for his first deposition in the *Le* Action, with
27 Berger Montague defending, supported by attorneys with JSLF and Cohen Milstein.

1 99. On October 27, 2017, Zuffa served expert reports from three economic experts (Dr.
2 Robert Topel, Dr. Roger Blair, and Dr. Paul Oyer) critiquing the work and opinions of Plaintiffs’
3 economic experts.

4 100. Co-Lead Class Counsel, led by Berger Montague and JSLF, then set to work with Dr.
5 Singer to provide Dr. Singer and his staff the information he needed to prepare his Rebuttal Expert
6 Report. Plaintiffs served Dr. Singer’s Rebuttal Expert Report on January 12, 2018.

7 101. Following service of Dr. Singer’s Rebuttal Expert Report, Co-Lead Class Counsel, led
8 by Berger Montague and JSLF, prepared Dr. Singer for his second deposition in the *Le* Action,
9 including teleconferences and an in-person preparation session lasting several hours.

10 102. On January 23, 2018, Dr. Singer sat for his second deposition in the *Le* Action, with
11 Berger Montague defending and supported by attorneys with JSLF and Cohen Milstein.

12 103. Although, based on the Court-approved schedule in the *Le* Action, expert discovery
13 closed following Dr. Singer’s second deposition, Zuffa continued to try to supplement its arguments
14 concerning Dr. Singer’s testimony.

15 104. A few weeks after expert discovery had closed, Zuffa served Plaintiffs with a “Sur-
16 Rebuttal Expert Report of Prof. Robert H. Topel,” dated February 12, 2018. Co-Lead Class Counsel
17 directed Dr. Singer to prepare a report in response. Berger Montague and JSLF worked with Dr. Singer
18 to complete and serve the Supplemental Expert Report of Hal J. Singer Ph.D., dated April 3, 2018 (*see*
19 ECF No. 534-3).

20 105. Then, when Zuffa filed its Opposition to Plaintiffs’ Motion for Class Certification, Zuffa
21 attached a new “Declaration of Robert Topel,” dated April 6, 2018. *See* ECF No. 540-5. Co-Lead Class
22 Counsel asked Dr. Singer to prepare a response to that declaration as well, which Berger Montague and
23 JSLF again worked with Dr. Singer to compile.

24 106. Following the filing of this second unauthorized report of Dr. Topel, Co-Lead Class
25 Counsel met and conferred with Zuffa in an effort to obtain an agreement to close the expert discovery
26 record. Co-Lead Class Counsel obtained such an agreement and worked with Zuffa to draft and file the
27 Joint Motion to Supplement Expert Reports, ECF No. 545 (which the Court granted, ECF No. 628).
28 Pursuant to that Court-endorsed agreement, Zuffa was permitted to serve one further report of Dr.

1 Topel with its Reply in support of Zuffa’s motion to exclude Dr. Singer’s testimony, and Plaintiffs
2 were permitted to file one further report of Dr. Singer. *Id.*

3 107. As a result, Co-Lead Class Counsel directed Dr. Singer to continue to prepare his
4 response to the Declaration of Robert Topel and incorporate that into his then forthcoming final report
5 in the *Le* Action.

6 108. After Zuffa served Dr. Topel’s “Reply to the Supplemental Expert Report of Hal J.
7 Singer, Ph.D.” (dated May 7, 2018), Berger Montague and JSLF worked with Dr. Singer to prepare and
8 finalize his fourth report. Dr. Singer finalized the “Second Supplemental Reply Report of Hal J. Singer,
9 Ph.D.” on May 28, 2018, and Plaintiffs served that report with the Reply in support of Plaintiffs’
10 Motion for Class Certification. *See* ECF No. 554-3.

11 **ii. Expert Work of Professor Andrew Zimbalist**

12 109. During fact discovery, Co-Lead Class Counsel identified the potential need for an
13 economist who had focused on the study of sports. Co-Lead Class Counsel, led by Cohen Milstein,
14 commenced a search for a sports economist, ultimately retaining Professor Andrew Zimbalist to
15 perform the work.

16 110. Cohen Milstein, supported by Berger Montague and JSLF, took the lead in working with
17 Professor Zimbalist to prepare his opening report. Co-Lead Class Counsel worked with Professor
18 Zimbalist to identify key materials in support of his opinions, including, without limitation, record
19 evidence and publicly available materials concerning other sports leagues and organizations, as well as
20 consulting with Professor Zimbalist on Cohen Milstein’s depositions of boxing promoters and
21 collection of public materials concerning those promoters.

22 111. Co-Lead Class Counsel worked with Professor Zimbalist to finalize his opening Expert
23 Report on August 30, 2017, and then served that report on August 31, 2017.

24 112. Cohen Milstein then began to prepare Professor Zimbalist for his deposition, supported
25 by Berger Montague and JSLF. Co-Lead Class Counsel held multiple preparation sessions with
26 Professor Zimbalist, each lasting several hours.

27 113. On September 25, 2017, Professor Zimbalist sat for his first deposition in the *Le* Action,
28 with Berger Montague defending and supported by attorneys with JSLF and Cohen Milstein.

1 114. Once Plaintiffs received Zuffa's expert reports, in particular the Expert Report of Dr.
2 Roger Blair (an economist), Cohen Milstein then took the lead in working with Professor Zimbalist to
3 prepare the Expert Rebuttal Report of Andrew Zimbalist and to respond to Dr. Blair's critiques of
4 Professor Zimbalist's work.

5 115. Following service of Dr. Zimbalist's rebuttal report, Cohen Milstein again took the lead
6 in preparing him for his second deposition, with assistance from Co-Lead Class Counsel. Again,
7 preparations took many hours as Co-Lead Class Counsel worked to prepare Professor Zimbalist for
8 Zuffa's lines of questioning and attacks.

9 116. On January 26, 2018, Professor Zimbalist sat for his second deposition in the case.
10 Berger Montague defended the deposition with support from JSLF and Cohen Milstein.

11 **iii. Expert Work of Guy Davis**

12 117. During fact discovery, Co-Lead Class Counsel identified the need for an accounting
13 expert to analyze Zuffa's finances. Plaintiffs discovered that Zuffa had taken out hundreds of millions
14 of dollars in debt that appeared to be used to pay dividends to Zuffa's owners. Co-Lead Class Counsel
15 sought an expert qualified to analyze Zuffa's finances and these distributions as well as the valuation
16 and sale of Zuffa in late 2016.

17 118. Co-Lead Class Counsel conducted a search for an accounting expert, ultimately
18 retaining Guy Davis, CPA, CIRA, CDBV, CFE.

19 119. Berger Montague took the lead in working with Guy Davis to develop his report on
20 Zuffa's financials. Berger Montague collected financials and related materials for Guy Davis and
21 consulted with him on other materials he needed for his work.

22 120. Co-Lead Class Counsel, Berger Montague in particular, helped Guy Davis to finalize his
23 report and serve it on August 31, 2017.

24 121. Then, Berger Montague and Cohen Milstein worked with Mr. Davis to prepare him for
25 his first deposition. Berger Montague and Cohen Milstein prepared Mr. Davis for approximately 10-15
26 hours. Cohen Milstein then defended Mr. Davis's deposition, with Berger Montague supporting on
27 September 19, 2017.

28

1 122. Upon receipt of Zuffa's expert reports, in particular the Expert Report of Elizabeth
2 Kroger Davis (an accounting expert), Berger Montague worked with Guy Davis to respond to Ms.
3 Davis's opinions. Berger Montague provided support to Mr. Davis in preparing the Rebuttal Expert
4 Report of Guy A. Davis, CPA, CIRA, CDBV, CFE, finalizing that report, and serving it on January 12,
5 2018.

6 123. Following service of Guy Davis's second report, Co-Lead Class Counsel began to
7 prepare him for his second deposition.

8 124. Guy Davis sat for his second deposition in the *Le* Action on January 30, 2018. Cohen
9 Milstein defended the deposition.

10 **iv. Expert Work of Prof. Alan Manning**

11 125. When Plaintiffs received Zuffa's expert reports, Co-Lead Class Counsel noted that in
12 claiming that wage share was an inappropriate metric, Zuffa's expert Dr. Paul Oyer relied in part on a
13 labor economist named Prof. Alan Manning at the London School of Economics and Politics. *See*
14 Expert Report of Paul Oyer, ¶¶22-24, 26. Dr. Oyer cited as one basis for his opinion that wage share
15 was inappropriate the fact that Professor Manning did not use wage share in his work. *Id.*; *see also id.*
16 ¶5. Dr. Oyer proclaimed that Professor Manning is "a recognized expert and leader ... in analysis of
17 monopsony in labor markets," who is "particularly authoritative." *See* ECF No. 534-9.

18 126. Co-Lead Class Counsel agreed that Prof. Manning was an authoritative source regarding
19 the proper methods for analyzing monopsony power in labor markets and reached out to Professor
20 Manning to have him analyze Dr. Singer's approach and opine on the appropriateness of Dr. Singer's
21 regression modeling choices.

22 127. Berger Montague and JSLF took the lead in working with Professor Manning to
23 facilitate his understanding of Dr. Singer's model and the preparation of Prof. Manning's report
24 endorsing Dr. Singer's model. Plaintiffs served the Expert Rebuttal Report of Professor Alan Manning
25 on January 12, 2018.

26 128. Co-Lead Class Counsel then began to prepare Professor Manning for his deposition,
27 including by holding a preparation session with Professor Manning.
28

1 129. Professor Manning traveled from his home in the United Kingdom to sit for his
 2 deposition on February 8, 2018 in Philadelphia, PA. Berger Montague defended the deposition with
 3 support from JSLF. Professor Manning likewise traveled from his home in the United Kingdom to Las
 4 Vegas to testify at the Evidentiary Hearing on Plaintiffs' Motion for Class Certification (discussed
 5 *infra*).

6 **v. Defending Plaintiffs' Expert Witness Depositions**

7 130. All of the depositions of Plaintiffs' experts, including expert witness names, deposition
 8 dates, and the participating attorneys (and their roles), are as follows:

#	EXPERT WITNESS	DATE(S)	PRIMARY PLAINTIFFS' FIRM/ ATTORNEY DEFENDING	SUPPORTING FIRM/ ATTORNEY (IF ANY)	LOCATION
1	Hal J. Singer (First and Second Depositions)	9/27/2017 1/23/2018	Eric L. Cramer Berger Montague	Mark Suter Berger Montague Daniel Silverman Cohen Milstein Joshua P. Davis JSLF ¹⁷	Philadelphia, PA
2	Andrew Zimbalist (First Deposition)	10/6/2017	Eric L. Cramer Berger Montague	Daniel Silverman Cohen Milstein Joshua P. Davis JSLF (now Berger Montague)	Northampton, MA
3	Andrew Zimbalist (Second Deposition)	1/26/2018	Eric L. Cramer Berger Montague	Daniel Silverman Cohen Milstein Richard Koffman Cohen Milstein Joshua P. Davis JSLF (now Berger Montague)	New York, NY
4	Guy Davis (First Deposition)	11/29/2017	Richard Koffman Cohen Milstein	Eric L. Cramer Berger Montague Patrick F. Madden Berger Montague	Philadelphia, PA
5	Guy Davis (Second Deposition)	1/30/2018	Richard Koffman Cohen Milstein		Washington, D.C.

17 Josh Davis was at JSLF for a significant portion of the case. He joined Berger Montague as a Shareholder on January 1, 2023.

#	EXPERT WITNESS	DATE(S)	PRIMARY PLAINTIFFS' FIRM/ ATTORNEY DEFENDING	SUPPORTING FIRM/ ATTORNEY (IF ANY)	LOCATION
6	Alan Manning	2/8/2018	Eric L. Cramer Berger Montague	Mark Suter Berger Montague Richard Koffman Cohen Milstein Joshua P. Davis JSLF (now Berger Montague)	Philadelphia, PA

vi. Co-Lead Class Counsel's Work Concerning Zuffa's Experts

131. Co-Lead Class Counsel also analyzed the reports produced by Zuffa's five experts: Dr. Robert H. Topel, Dr. Paul Oyer, Dr. Roger Blair, Richard Marks, and Elizabeth Kroger Davis, who collectively produced reports totaling 650 pages.¹⁸

132. Co-Lead Class Counsel took the depositions of Zuffa's expert witnesses. Co-Lead Class Counsel's preparation for each of these depositions was painstaking, involving extensive discussion with and feedback from Plaintiffs' experts, review of Zuffa's expert reports and the materials relied upon, as well as their prior writings and testimony, and review of significant portions of the record in this case.

133. All of the depositions of Zuffa's experts, including expert witness names, deposition dates, and the participating attorneys (and their roles), examined by Co-Lead Class Counsel, are as follows:

#	EXPERT WITNESS	DATE(S)	PRIMARY PLAINTIFFS' FIRM/ ATTORNEY EXAMINING	SUPPORTING FIRM/ ATTORNEY (IF ANY)	LOCATION
1	Robert Topel	12/5/2017 12/6/2017	Eric L. Cramer Berger Montague	Mark Suter Berger Montague	Washington, D.C.
2	Roger Blair	12/8/2017 12/9/2017	Daniel Silverman Cohen Milstein	Patrick F. Madden Berger Montague	Orlando, FL
3	Paul Oyer	11/29/2017	Josh Davis JSLF (now Berger Montague)	Eric L. Cramer Berger Montague	Washington, D.C.

¹⁸ Additionally, Co-Lead Class Counsel analyzed the belated expert report of Gregory Leonard filed by Zuffa in December 2023 prior to Plaintiffs' successful motion to strike that report. *See* ECF No. 933 (Plaintiffs' Motion to Strike); ECF No. 959 (Order on Plaintiffs' Motion to Strike).

#	EXPERT WITNESS	DATE(S)	PRIMARY PLAINTIFFS' FIRM/ ATTORNEY EXAMINING	SUPPORTING FIRM/ ATTORNEY (IF ANY)	LOCATION
4	Richard Marks	11/30/2017	Michael C. Dell' Angelo Berger Montague		Washington, D.C.
5	Elizabeth Kroger Davis	11/28/2017	Richard Koffman Cohen Milstein		Washington, D.C.

134. In addition to the foregoing experts, Zuffa introduced what Plaintiffs claimed was untimely expert material in the form of its Summary Exhibits, discussed *supra* and in ECF No. 658, as well as the Declaration of Gregory K. Leonard (ECF No. 932-28), which Plaintiffs did not address substantively, but successfully moved to strike, *see* ECF No. 959.

E. Class Certification and *Daubert* Proceedings

i. Class Certification Briefing

135. Following the completion of fact and expert discovery in the *Le* Action, Co-Lead Class Counsel prepared a class certification motion and brief along with supporting materials. Berger Montague and JSLF took the lead on drafting the motion and brief. Co-Lead Class Counsel drew on the extensive expert record they had developed and their expertise in the law concerning worker-side antitrust cases to develop their case for class certification. Berger Montague took the lead in finalizing and filing Plaintiffs' Motion for Class Certification and all the supporting papers, as well as a motion to provisionally seal the brief and supporting evidence, on February 16, 2018. ECF Nos. 518, 519.

136. Following Zuffa's opposition to class certification, filed on April 6, 2018 (ECF No. 540), Co-Lead Counsel, again with Berger Montague and JSLF taking the lead, drafted Plaintiffs' Reply in Support of Plaintiffs Motion for Class Certification. Berger Montague finalized and filed that Reply on May 30, 2018. *See* ECF No. 554.

ii. Zuffa's First *Daubert* Briefing

137. On the same day that Plaintiffs filed their Motion for Class Certification (February 16, 2018), Zuffa filed three motions to exclude Plaintiffs' experts Hal J. Singer, Ph.D. (ECF No. 524), Professor Andrew Zimbalist (ECF No. 522), and Guy Davis (ECF No. 517).

138. Due to the overlap of Zuffa's arguments as to Professor Zimbalist and Dr. Singer, Plaintiffs drafted a consolidated opposition to the motions to exclude those experts. Co-Lead Class

1 Counsel jointly worked to develop that opposition, with Berger Montague finalizing and filing that
2 brief and the related motion to seal on April 6, 2018. *See* ECF No. 534.

3 139. Cohen Milstein took the lead in drafting the opposition to the motion to exclude the
4 testimony of Guy Davis, Plaintiffs' accounting expert. Plaintiffs filed that opposition and the related
5 motion to seal on April 6, 2018. ECF No. 535.

6 **iii. The Evidentiary Hearing on Class Certification**

7 140. After the parties fully briefed Plaintiffs' Motion for Class Certification, Zuffa's *Daubert*
8 Motions, and one of Zuffa's Motions for Summary Judgment (discussed *infra*), the parties prepared for
9 argument on these motions and the Court set a hearing for December 14, 2018. *See* ECF No. 616. At
10 that hearing, the Court announced its intention to hold an evidentiary hearing on Plaintiffs' Motion for
11 Class Certification ("Evidentiary Hearing") and requested briefing on (1) the legal standard for class
12 certification, and (2) confidentiality issues relating to the evidence to be presented at the upcoming
13 hearing. The Court also denied Zuffa's Motion for Summary Judgment (ECF No. 573) at that time,
14 without prejudice, announcing that Zuffa could re-raise summary judgment after the Court held the
15 class certification hearing and resolved class certification. ECF No. 628.

16 141. Berger Montague took the lead on drafting the briefing concerning the use of material
17 designated as confidential under the protective order in the case. ECF Nos. 631, 639. JSLF took the
18 lead on drafting the class certification standards briefing for Plaintiffs, with assistance from other Co-
19 Lead Class Counsel. ECF Nos. 633, 640.

20 142. At the ensuing hearing on the standard for class certification and to discuss the
21 upcoming Evidentiary Hearing, Berger Montague handled arguments concerning the hearing process
22 and the Court's questions concerning the potential use of an independent expert, and JSLF handled
23 argument on issues relating to class certification standards. *See* ECF No. 651.

24 143. Over the next several months, the parties met and conferred on a variety of issues
25 relating to the Evidentiary Hearing, including exchanging exhibits and preparing exhibit lists. Berger
26 Montague led these meet and confers and processes.

27 144. During these pre-Evidentiary Hearing processes, Zuffa produced a set of new purported
28 "Summary Exhibits" and indicated its intention to rely on other purported "Summary Exhibits" it had

1 attached to its opposition to Plaintiffs' Motion for Class Certification. Plaintiffs objected to these
2 exhibits as untimely expert testimony that lacked appropriate foundation. Plaintiffs briefed those
3 objections, with Berger Montague taking the lead in the briefing and argument. *See* ECF No. 658.

4 145. Zuffa also objected to certain of Plaintiffs' proposed exhibits. Cohen Milstein took the
5 lead on responding to Zuffa's objections on Plaintiffs' behalf. *See* ECF No. 674.

6 146. Furthermore, as part of the confidentiality issues the parties worked to resolve in
7 advance of the Evidentiary Hearing, the parties provided notice to the various third parties where such
8 third parties (1) produced discovery materials that appeared on the parties' exhibit lists, and (2) the
9 third parties designated such materials as confidential or highly confidential under the protective order.

10 147. Following the objections of some of these third parties, Co-Lead Class Counsel, in
11 particular Berger Montague and JSLF, took the lead in drafting Plaintiffs' briefing concerning the use
12 of these materials at the Evidentiary Hearing. *See* ECF Nos. 676 & 677.

13 148. In addition to these matters relating to evidence, standards, and confidentiality,
14 throughout 2019 leading up to the August/September 2019 Evidentiary Hearing, Co-Lead Class
15 Counsel prepared to examine the seven witnesses requested by the Court (the parties' six economic
16 experts and former UFC matchmaker Joseph Silva). Berger Montague took the lead in preparing Dr.
17 Singer for his direct examination, assisted by JSLF and Cohen Milstein. Berger Montague also
18 prepared the cross examination of Dr. Topel. JSLF prepared the direct examination of Dr. Alan
19 Manning, assisted by Berger Montague. JSLF also prepared the cross examination of Dr. Oyer, assisted
20 by Berger Montague. Cohen Milstein prepared the direct examination of Dr. Zimbalist, assisted by
21 Berger Montague and JSLF. And Cohen Milstein prepared the cross examination of Dr. Blair, assisted
22 by other Co-Lead Class Counsel. Finally, Berger Montague prepared the examination of Joseph Silva.

23 149. During the in-person Evidentiary Hearing, the Co-Lead Class Counsel who led the
24 preparation of the examinations then put on or crossed the witnesses at the Hearing over the course of
25 the six days of expert testimony in Las Vegas, ECF Nos. 724, 726, 730, 734, 741, 745 (August 26-28,
26 30, 2019, September 12-13, 2019), and the single day of testimony from Joseph Silva in Richmond,
27 Virginia, ECF No. 829 (September 23, 2019).

28

1 150. Overnight between the second and third days of testimony during the Evidentiary
2 Hearing, Zuffa served new regression analyses on Plaintiffs. *See* ECF No. 728. Berger Montague
3 worked with Dr. Singer to understand these regressions, then prepared to argue to the Court concerning
4 the inappropriateness of considering these regressions, all while also preparing the cross examination of
5 Dr. Topel and analyzing the effect of these regressions on Dr. Singer's rebuttal testimony. *See* ECF No.
6 730 (transcript containing argument on the regressions).

7 151. Additionally, during the Evidentiary Hearing, the Court requested supplemental briefing
8 on Plaintiffs' Motion for Class Certification, including citations to the Evidentiary Hearing testimony.
9 *See* ECF No. 737. Berger Montague, with assistance from Cohen Milstein, drafted, finalized, and filed
10 that brief. *See* ECF No. 744. Finally, toward the close of the hearing, the Court asked the parties to give
11 closing arguments on the final day of the hearing. JSLF, assisted by Berger Montague, prepared for that
12 argument, and JSLF handled that argument before the Court. Berger Montague also handled procedural
13 matters before the Court as they arose during the Hearing.

14 **iv. Post-Hearing Proceedings on Class Certification**

15 152. Following the Evidentiary Hearing, Zuffa moved for reconsideration of the Court's
16 rulings striking certain testimony of Joseph Silva. ECF No. 748. Berger Montague drafted the
17 opposition to that motion. ECF No. 751. The Court denied Zuffa's motion. ECF No. 764.

18 153. Over the next few years (2019-2023), Co-Lead Class Counsel attended multiple status
19 conferences, ECF Nos. 768, 781, 814. At the second of these status conferences, on December 10,
20 2020, the Court announced its intention to grant Plaintiffs' Motion for Class Certification as to the Bout
21 Class but deny certification of the proposed Identity Rights Class. *See* ECF No. 775.

22 154. Following the December 10, 2020 status conference, the Court Ordered the parties to
23 file a joint list of all exhibits or portions of exhibits or briefs that remain sealed or redacted. ECF No.
24 772. Berger Montague worked with Zuffa's counsel to compile and prepare that list for submission to
25 the Court. ECF No. 778.

26 155. Also following that December 10, 2020 status conference, on April 6, 2021, a Ninth
27 Circuit panel vacated a district court order certifying three classes in a price fixing case. *Olean*
28 *Wholesale Grocery Co-Op v. Bumble Bee Foods LLC*, No. 19-56514 (9th Cir. Apr. 6, 2021). Zuffa

1 submitted that decision to this Court on April 8, 2021. ECF No. 803. Co-Lead Class Counsel, led by
2 Berger Montague and JSLF, drafted a response to contextualize *Olean*'s applicability to this litigation.
3 See ECF No. 804 (Apr. 9, 2021). The Ninth Circuit then vacated the panel Order and took the matter up
4 *en banc*, *Olean Wholesale Grocery Co-Op v. Bumble Bee Foods LLC*, No. 19-56514, ECF No. 128 (9th
5 Cir. Aug. 3, 2021), a development Plaintiffs submitted to this Court on August 3, 2021 (ECF No. 818).
6 Then on April 8, 2022, the Ninth Circuit filed its opinion in *Olean* reversing the panel decision and
7 affirming the district court's certification of three classes, which Plaintiffs submitted to this Court that
8 same day (ECF No. 821). When the Supreme Court denied *certiorari* in *Olean* on November 14, 2022,
9 Co-Lead Class Counsel submitted that development to this Court the same day. See ECF No. 832.

10 156. On August 9, 2023, the Court issued its Order granting in part Plaintiffs' Motion for
11 Class Certification, certifying the proposed Bout Class. ECF No. 839.

12 157. JSLF and Berger Montague took the lead in drafting the notice to the certified Class in
13 the *Le* Action as well as the Motion for Approval of Class Notice Plan. See ECF No. 916. Prior to that
14 Motion, Berger Montague sought bids from multiple vendors providing claims administration and
15 notice services, analyzed those bids, and selected Angeion Group, LLC as presenting the best bid for
16 notice to the class. The Court granted the motion, approving the notice plan, ECF No. 921, and Co-
17 Lead Class Counsel oversaw the issuance of notice to the Class. Notably, no members of the *Le* Class
18 opted out.

19 **v. Zuffa's Rule 23(f) Appeal**

20 158. Zuffa filed a petition pursuant to Fed. R. Civ. P. 23(f) ("23(f) Petition"), seeking to
21 appeal the Court's Order certifying the Bout Class. See *Le v. Zuffa, LLC*, No. 23-80074, ECF No. 2 (9th
22 Cir. Aug. 23, 2023).

23 159. Berger Montague drafted and filed Plaintiffs' opposition to Zuffa's 23(f) Petition. No.
24 23-80074, ECF No. 4 (9th Cir. Sept. 5, 2023). Berger Montague also drafted and filed a response
25 opposing Zuffa's request for a reply brief, and Plaintiffs' proposed sur-reply in the event Zuffa's reply
26 brief was allowed. No. 23-80074, ECF Nos. 8 & 10 (9th Cir. Sept. 22, 2023).

27 160. The Ninth Circuit denied Zuffa's 23(f) Petition on November 1, 2023.
28

1 **vi. The Improper Solicitation of Absent Class Members**

2 161. Following the second post-Evidentiary Hearing status conference of December 10,
3 2020, wherein the Court announced its intention to certify the Bout Class, Plaintiffs became aware that
4 another firm (Sparacino PLLC or “Sparacino”) had been sending potentially misleading solicitations to
5 UFC Fighters attempting to persuade these Fighters to sign retainers with Sparacino and opt out of the
6 Bout Class. Co-Lead Class Counsel immediately commenced an effort to meet and confer with
7 Sparacino to get the firm to cease these activities. Co-Lead Class Counsel was initially unable to
8 convince Sparacino to cease its efforts.

9 162. Co-Lead Class Counsel, led by Cohen Milstein, drafted and filed an emergency Motion
10 to Compel Sparacino to cease communicating with absent class members. ECF No. 796. Co-Lead Class
11 Counsel, led by Cohen Milstein, also drafted and filed a reply brief addressing Sparacino’s arguments
12 in opposition. ECF No. 813. After the Court denied the emergency motion as moot based on
13 Sparacino’s representations that the challenged activity was no longer occurring, ECF No. 831, Co-
14 Lead Class Counsel became aware of additional information that Co-Lead Class Counsel believed
15 required further action by the Court. On August 17, 2023, Co-Lead Class Counsel raised these issues
16 with the Court via a Pre-Conference Statement. ECF No. 842 at 7. At the ensuing status conference, on
17 August 21, 2023, the Court directed Co-Lead Class Counsel to meet and confer with Sparacino and
18 submit further briefing. Co-Lead Class Counsel complied with that Order, endeavoring to meet and
19 confer, first following that August 21, 2023 hearing and again with subsequent outreach. But Sparacino
20 rebuffed those efforts and filed a motion for sanctions against Co-Lead Class Counsel. ECF No. 849.
21 Cohen Milstein led the responsive briefing for Plaintiffs. ECF Nos. 859, 860. After Sparacino served its
22 reply brief featuring new matter and arguments, Cohen Milstein prepared a surreply. *See* ECF No. 868.
23 Cohen Milstein also prepared an affirmative motion seeking an Order prohibiting Sparacino from
24 continuing what Co-Lead Class Counsel believed were improper solicitations and to remedy past
25 allegedly improper solicitations (*e.g.*, allowing Fighters who signed retainer agreements with Sparacino
26 to terminate those agreements without penalty or financial obligation to Sparacino). ECF Nos. 875,
27 876. Cohen Milstein then argued these motions before the Court on behalf of Plaintiffs and the Class.
28 *See* ECF No. 895. Subsequent to that hearing, Sparacino filed papers with the Court announcing that it

1 had terminated its representation with the remaining UFC Fighters who had signed retention letters and
2 would not communicate with any absent class members going forward. ECF No. 925.

3 **F. Zuffa's Motions for Summary Judgment in the *Le* Action**

4 163. Zuffa filed three separate motions for summary judgment.

5 164. First, during discovery, Zuffa filed a motion for partial summary judgment seeking to
6 dismiss as untimely Quarry's claims relating to identity rights. ECF No. 347 (D. Nev. Feb. 1, 2017).
7 JSLF took the lead in drafting Plaintiffs' Opposition, with assistance from Berger Montague. ECF No.
8 365. Berger Montague then argued Plaintiffs' opposition. *See* ECF No. 494. The Court ultimately
9 denied the motion for summary judgment as to Quarry's identity rights claims without prejudice
10 (Quarry did not claim to have timely bout claims). ECF No. 493.

11 165. Following briefing on Plaintiffs' Motion for Class Certification (ECF No. 518) and
12 Zuffa's motions to exclude Plaintiffs' experts (ECF Nos. 517, 522, 524), Zuffa filed another motion for
13 summary judgment. ECF No. 573 (July 30, 2018). For Plaintiffs' Opposition, Berger Montague
14 undertook to draft the opposition to Zuffa's statement of undisputed facts, as well as parts of the
15 opposition brief, and JSLF led the drafting of other components of the brief with contributions from
16 Cohen Milstein. Berger Montague then finalized the brief and filed it. ECF No. 596 (Sept. 21, 2018).
17 Berger Montague then prepared to argue the motion for summary judgment at the December 2018
18 hearing, but the Court ultimately denied the motion without argument and without prejudice. ECF No.
19 628.

20 166. Following the Court's Class Certification Order, ECF No. 839 (Aug. 9, 2023), Zuffa
21 renewed its motion for summary judgment. *See* ECF No. 878 (Oct. 24, 2023). Cohen Milstein and
22 Berger Montague led Plaintiffs' drafting of their opposition to the renewed motion, including a
23 voluminous set of exhibits. ECF No. 926 (Nov. 30, 2023).

24 167. On January 18, 2024, the Court denied Zuffa's renewed motion for summary judgment.
25 ECF No. 959.

26 **G. The Investigation and Filing of the *Johnson* Action**

27 168. While awaiting the Court's Order certifying the Bout Class in the *Le* Action, Co-Lead
28 Class Counsel, with supporting counsel at Warner Angle, were retained by Plaintiffs Kajan Johnson

1 and Clarence Dollaway to file a new action on behalf of UFC Fighters who appeared in bouts for the
2 UFC from July 1, 2017 to the present. This “*Johnson Action*” thus covered the period after the end of
3 the *Le Action*’s Class Period (which ran from December 16, 2010 through June 30, 2017). The
4 information presented here about the *Johnson Action* is *only* for background and context regarding the
5 Prior Settlement, which is discussed at Part J below. To be clear, *none of Class Counsel’s lodestar or*
6 *expenses for work on the Johnson Action are included as part of this motion.*

7 169. Co-Lead Class Counsel named both Zuffa and Endeavor Group Holdings, Inc. as
8 defendants when filing the initial complaint in the *Johnson Action*. *Johnson v. Zuffa, LLC*, No. 2:21-cv-
9 1189, ECF No. 1 (D. Nev. June 23, 2021). Co-Lead Class Counsel then sought to have the Court
10 coordinate (but not consolidate) the *Johnson Action* with the *Le Action* for efficiency purposes, which
11 the Court did. *Id.*, ECF No. 9 (July 2, 2021) (Notice of Related Cases); *see also* ECF No. 11 (Transfer
12 Order).

13 170. The parties in *Johnson* reached agreement to settle the action as part of the Prior
14 Settlement before the date on which Plaintiffs’ opposition to Endeavor’s third motion to dismiss was
15 due.

16 **H. Confidentiality Issues**

17 171. Zuffa and most third parties producing documents in the *Le Action* designated all or
18 nearly all of their productions as “Confidential” or “Highly Confidential” pursuant to the protective
19 order in this case. ECF No. 217.

20 172. Throughout the litigation, whenever Plaintiffs filed something containing material
21 designated as “Confidential” or “Highly Confidential,” Plaintiffs were compelled by the protective
22 order to file such materials under seal, creating a separate “public” version of the filed materials
23 redacting the designated material. As a result, most key filings required substantial additional work by
24 counsel (1) to scrub through the filing and ensure that designated material was redacted, (2) to prepare
25 a motion to seal the material, and (3) to perform two filings, one of the public version and one of the
26 redacted version, for each motion, brief, or opposition (and related attachments).

27 173. As the parties reached the class certification and summary judgment stages of the case,
28 the rote process of conducting these dual filings and motions to seal began to break down. The public

1 Evidentiary Hearing on class certification would result in material previously filed only under seal
2 being presented publicly. As discussed *supra*, this led to significant briefing and argument on
3 confidentiality standards applicable to these materials.

4 174. Following the Court's Order certifying the Bout Class in the *Le* Action, the Court
5 directed the parties to identify any materials that should remain under seal that had been filed in the
6 case.

7 175. After the Court's instructions at the August 21, 2023 status conference, Co-Lead Class
8 Counsel commenced to undertake a review of the entirety of the filed record in the *Le* Action and
9 identify any materials that should remain sealed under the Court's direction or any other legitimate
10 basis.

11 176. Berger Montague engaged in multiple meet and confer teleconferences with Zuffa's
12 counsel to discuss whether any materials could properly remain under seal. Ultimately, upon receiving
13 direction from the Court, the parties reached agreement as to the treatment of all materials filed in the
14 case.

15 177. Co-Lead Class Counsel prepared three filings addressing the three categories of such
16 materials. Co-Lead Class Counsel filed two of these three filings. *See* ECF Nos. 946, 948. Co-Lead
17 Class Counsel then sent the third filing Co-Lead Class Counsel had prepared for Zuffa to file. ECF No.
18 949.

19 **I. Initial Pre-Trial Proceedings in the *Le* Action**

20 **i. Scheduling Trial in the *Le* Action.**

21 178. Fewer than two weeks after the Court certified the Bout Class in the *Le* Action, the
22 Court held a status conference. *See* ECF No. 847. Berger Montague took the lead in drafting a Pre-
23 Conference Statement setting forth Plaintiffs' proposal for proceeding to trial in the *Le* Action. *See*
24 ECF No. 842.

25 179. In the Pre-Conference Statement, Plaintiffs proposed that the *Le* Action proceed to trial
26 on liability and damages but that the Court should defer consideration of injunctive relief in both *Le*
27
28

1 and *Johnson* until after trial in the *Johnson* Action. ECF No. 842 at 1-3, 4-7.¹⁹

2 180. At the status conference on August 21, 2023, the Court announced a trial on liability and
3 damages in the *Le* Action to take place in March or April 2024. ECF No. 847. Berger Montague led the
4 Plaintiffs' presentation at the status conference.

5 181. The Court later informed the parties by email that the trial would be set to start on April
6 8, 2024. On September 29, 2023, Zuffa requested to postpone trial for months based on a conflict with
7 Zuffa's counsel's schedule. ECF No. 861. Co-Lead Class Counsel responded on October 3, 2023 that
8 the trial should proceed as scheduled, or else be delayed by only one week. ECF No. 864. The Court re-
9 set the trial for liability and damages in the *Le* Action for April 15, 2024. ECF No. 961.

10 **ii. Zuffa's efforts to reopen discovery in the *Le* Action and/or use discovery**
11 **in the *Johnson* Action at trial in the *Le* Action.**

12 182. Plaintiffs filed a Pre-Conference Statement after the Court's Order certifying the Bout
13 Class in the *Le* Action, ECF No. 842 (Aug. 17, 2023), to which Zuffa responded. Zuffa's response
14 announced its intention to seek further discovery prior to trial in the *Le* Action. ECF No. 843. Zuffa
15 then argued for such discovery at the status conference on August 21, 2023. *See* ECF Nos. 847, 847.
16 Berger Montague argued against that position at the status conference. The Court permitted Zuffa to
17 file a motion seeking to reopen discovery in the *Le* Action. *See* ECF No. 847.

18 183. On October 26, 2023, Zuffa filed two motions. First, Zuffa filed a Motion to Reopen
19 Discovery and Amend Scheduling Order. ECF No. 884 (Oct. 26, 2023). Second, Zuffa filed a Motion
20 to Treat Fact Evidence Produced in the *Johnson* Action as if it Was also Produced in *Le* Action. ECF
21 No. 885 (Oct. 26, 2023).

22 184. While Plaintiffs worked on their opposition briefs to these motions, the Court issued an
23 Order setting a hearing on the Motion to Reopen Discovery for November 17, 2023, ECF No. 894, four
24 days before Plaintiffs' Opposition was due. *See* ECF No. 871.

25 185. Given the overlap in the underlying issues, Berger Montague met and conferred with

26 _____
27 ¹⁹ The Pre-Conference Statement also addressed other issues, including Plaintiffs' request that the
28 Class Certification record in the *Le* Action be unsealed in its entirety (ECF No. 842 at 8); Plaintiffs'
allegation that Sparacino had continued its improper communications with *Le* Class Members (*id.* at 7);
and whether a Fed. R. Civ. P. 23(b)(3) class may pursue injunctive relief (*id.* at 3-4).

1 Zuffa to reach an agreement on a consolidated opposition brief and appropriate deadlines. When the
2 parties were unable to agree on these issues, Zuffa filed a motion to consolidate the briefing and amend
3 the schedule. *See* ECF No. 896 (Nov. 6, 2023). Berger Montague drafted a response, which Plaintiffs
4 filed the same day as Zuffa’s motion. *See* ECF No. 897 (Nov. 6, 2023). The Court largely adopted
5 Plaintiffs’ position on the issues in an Order issued later that day. *See* ECF No. 900 (Nov. 6, 2023).

6 186. Berger Montague drafted a consolidated response to Zuffa’s two motions (ECF Nos. 884
7 & 885) relating to the new discovery Zuffa sought to take and utilize in the upcoming *Le* trial and filed
8 it on November 13, 2023. *See* ECF No. 914. At a hearing on November 17, 2023, Berger Montague
9 argued Plaintiffs’ opposition to Zuffa’s two motions (ECF Nos. 884 & 885) relating to the new
10 discovery Zuffa sought to take and utilize in the upcoming *Le* Action trial. The Court denied
11 Defendant’s motions from the bench. *See* ECF No. 922.

12 187. At the November 17, 2023 hearing on Zuffa’s two motions (ECF Nos. 884 & 885), the
13 Court addressed Plaintiffs’ position that injunctive relief in the *Le* Action could be resolved in a
14 proceeding to follow a jury trial in the *Johnson* Action. *See* ECF No. 923, at 31-45. Plaintiffs
15 acknowledged that to establish the *Le* Class’s entitlement to injunctive relief, additional discovery
16 regarding current market conditions would be necessary. *See, e.g., id.* at 33, 37. The Court stated that
17 Plaintiffs “may have to make a choice about how much injunctive relief [Plaintiffs] seek for the *Le*
18 class,” to the extent Plaintiffs sought to hold the injunctive relief proceedings on behalf of the *Le* Class
19 after discovery in *Johnson*. *Id.* at 41. The Court described waiting to hold injunctive relief proceedings
20 until a year or more after trial on liability and damages in the *Le* Action as “problematic” and stated
21 that the Court was “not sure that [it] would permit an injunctive relief claim to move forward for the *Le*
22 class.” *Id.* at 42-43. In response to the Court’s concerns on this issue, and to keep the April 2024 trial
23 date in place, Co-Lead Class Counsel elected to defer all injunctive relief proceedings to the *Johnson*
24 Action, and not seek injunctive relief in the *Le* Action. *See* ECF No. 947.

25 **iii. Other Pretrial Tasks and Work**

26 **a. Witness Lists and Deposition Designations**

27 188. Toward the end of 2023, as the *Le* Action sped toward trial, Co-Lead Class Counsel,
28 with assistance from supporting counsel at Warner Angle, Kemp Jones, and Clark Hill PLC (“Clark

1 Hill”),²⁰ engaged intensely in various pretrial tasks.

2 189. Each Co-Lead Class Counsel firm undertook responsibility for review of the deposition
3 transcripts in the case to identify the witnesses most relevant to the potential trial presentation. Co-Lead
4 Class Counsel noted initial deposition designations for each transcript while determining which
5 witnesses would appear on Plaintiffs’ trial witness list and awaiting Zuffa’s own trial witness list.

6 190. During this deposition review and initial designation process, Berger Montague also
7 undertook to ensure Plaintiffs’ Rule 26(a) disclosures were complete and current, submitting a new
8 version to Zuffa that was updated to reflect (1) the additional witnesses who had been deposed in the
9 case, and (2) the damages models that Plaintiffs intended to present at trial.

10 191. Once Co-Lead Class Counsel completed their initial deposition review and designations,
11 Co-Lead Counsel and supporting counsel at Warner Angle, Kemp Jones, and Clark Hill analyzed the
12 deposition summaries and compiled Plaintiffs’ initial trial witness list.

13 192. Co-Lead Class Counsel served that initial witness list as well as Plaintiffs’ deposition
14 designations on Zuffa on February 2, 2024. Plaintiffs’ deposition designations covered 10 Zuffa
15 witnesses and 11 third-party witnesses, including designations across 25 separate deposition transcripts.

16 193. When Plaintiffs received Zuffa’s deposition designations, Co-Lead Class Counsel
17 commenced to review each designation and (1) record objections to the designation where appropriate,
18 and (2) consider whether any counter-designations were appropriate. Zuffa’s affirmative designations
19 covered 10 third-party witnesses and one former Zuffa employee, and Plaintiffs interposed objections
20 to these designations and noted counter-designations where appropriate. Plaintiffs then exchanged these
21 counter-designations and objections with Zuffa on February 23, 2024.

22 194. Following the exchange of counter-designations and objections, Co-Lead Class Counsel
23 commenced to respond to Zuffa’s objections to Plaintiffs’ initial deposition designations. Zuffa asserted

24
25 ²⁰ As it became clear that the *Le* Action would go to trial, Co-Lead Class Counsel decided to engage an
26 experienced Las Vegas trial attorney, Crane Pomerantz of Clark Hill. Prior to entering private practice
27 as a litigator, Mr. Pomerantz was a federal prosecutor for fourteen years in the United States Attorney’s
28 Office for the District of Nevada where he successfully prosecuted several complex and high-profile
cases as lead trial counsel and earned a number of awards from the Department of Justice and the
prosecuting agencies with which he worked. Mr. Pomerantz was deeply involved in trial preparation in
the *Le* Action and was slated to play a prominent role in the trial.

1 multiple bases for objecting to nearly all of Plaintiffs' deposition designations. Between receiving
2 Zuffa's objections and counter-designations on February 23, 2024, and the deadline for responding to
3 those objections and objecting to the counter designations (February 28, 2024), Co-Lead Class
4 Counsel, for each of the 11 third-party witnesses, (1) drafted responses to each objection to Plaintiffs'
5 initial designations, (2) drafted objections where appropriate to Zuffa's counter-designations, and (3)
6 proposed counters to Zuffa's counter-designations where applicable.

7 **b. Further Review of Publicly Available Videos for Use at Trial**

8 195. In addition to the efforts described above, Co-Lead Class Counsel, led by Cohen
9 Milstein, undertook a further investigation into hundreds of hours of third-party video and audio
10 footage involving Zuffa, its executives, its competitors, and Plaintiff Fighters, as well as certain third
11 parties expected to appear at trial as witnesses. Co-Lead Class Counsel sought to update its prior review
12 of publicly available video footage and ensure that video clips had not previously been missed during
13 discovery that would be useful during direct and/or cross examination of witnesses at trial.

14 196. Co-Lead Class Counsel collected a universe of videos including pre- and post-fight
15 press conferences for more than 230 events during the *Le* Class Period (December 16, 2010 to June 30,
16 2017), television, YouTube, and podcast interviews featuring potential trial witnesses, and potential
17 trial witnesses' podcast episodes. In all, the total amount of potentially relevant, publicly available
18 audio and video content involving Zuffa's executives alone likely exceeded one thousand hours, and
19 other potential trial witness video and audio files represented hundreds more hours. For certain videos,
20 transcripts were available for searches, but for many of the videos, no such transcripts were available
21 and a real-time review was required (and Co-Lead Class Counsel performed such reviews).

22 197. Co-Lead Class Counsel's collection and review was not limited to video and audio files
23 featuring Zuffa and third-party witnesses. Co-Lead Class Counsel also reviewed many hours of
24 podcasts and video content produced by the *Le* Class Representatives and Quarry to facilitate
25 preparation for the *Le* Class Representatives' and Quarry's cross examinations.

26 198. Once collected with the relevant excerpts identified, Co-Lead Class Counsel
27 commenced to generate nearly 100 relevant clips for use at trial, either during direct or cross
28 examinations, and prepared additional clips for use in preparing trial witnesses.

1 **c. Exhibit Lists**

2 199. Simultaneously with the work on deposition designations, Co-Lead Class Counsel
3 prepared Plaintiffs’ trial exhibit list. Berger Montague oversaw the collection of materials for the list
4 with contributions from other Co-Lead Class Counsel and Warner Angle. These materials included the
5 documents identified in Plaintiffs’ prior briefing on class certification, *Daubert*, and Zuffa’s motions
6 for summary judgment; materials relied upon in Plaintiffs’ expert reports; depositions; and materials
7 attorneys representing Plaintiffs had identified in their preparations for trial. Co-Lead Class Counsel,
8 led by Berger Montague, went through the approximately 1,700 proposed exhibits, culling nearly 500
9 of those proposed exhibits prior to serving the list on Zuffa on February 8, 2024.

10 200. Upon receipt of Zuffa’s exhibit list on February 8, 2024, Co-Lead Class Counsel divided
11 up review of the exhibits on the list. Zuffa’s exhibit list included more than 960 entries, including
12 lengthy videos and documents. Co-Lead Class Counsel considered and drafted objections as applicable
13 for each of these exhibits, serving those objections on February 22, 2024. Co-Lead Class Counsel also
14 reviewed Zuffa’s exhibit list to ascertain whether and how any exhibit or groups of exhibits raised
15 issues appropriate for motions *in limine* (discussed in more detail below).

16 201. When the parties exchanged their objections to each other’s exhibit lists, Co-Lead Class
17 Counsel commenced work on responding to Zuffa’s (often multiple) objections to each of the more
18 than 1,200 entries on Plaintiffs’ exhibit list. Plaintiffs served these responses to Zuffa’s objections on
19 February 27, 2024.

20 202. In addition to the foregoing, Co-Lead Class Counsel also worked with Zuffa’s counsel
21 to identify those materials appearing on both sides’ exhibit lists to identify which exhibits would be
22 “joint exhibits.”

23 **d. Motions *in Limine***

24 203. During January and February, Co-Lead Class Counsel considered and researched the
25 appropriateness of various motions *in limine*. Co-Lead Class Counsel reviewed the discovery record in
26 this case, briefing submitted by the parties on various issues, and other indicators of matters that could
27 come up at trial that would be properly addressed by a pretrial motion.

28 204. For example, following Zuffa’s service of its preliminary trial witness list, Co-Lead

1 Class Counsel identified the presence of 13 witnesses who had not been disclosed by Zuffa during the
2 discovery period as required by Fed. R. Civ. P. 26(a)(1). Berger Montague researched the issue and
3 determined that Plaintiffs were on firm ground to object to these witnesses. Berger Montague
4 commenced a meet and confer concerning these witnesses via email on February 5, 2024. Plaintiffs
5 sought to expedite the briefing on whether these witnesses would be permitted to testify at trial. Zuffa
6 objected to briefing the issue early and stood firm on its position that the witnesses were properly
7 disclosed. Plaintiffs ultimately included this issue as one of Plaintiffs' motions *in limine*.

8 205. On February 12, 2024, the parties exchanged their preliminary lists of motions *in limine*.
9 Plaintiffs' list included motions on 20 issues, and Zuffa's list included motions on 11 issues. Co-Lead
10 Class Counsel then undertook to analyze Zuffa's identified motions *in limine*.

11 206. The parties met and conferred on each other's motions *in limine* on February 16, 2024.

12 207. Following the meet and confer, the parties exchanged letters and proposals to resolve
13 certain of the motions *in limine* asserted by the other side. Co-Lead Class Counsel also continued to
14 research the viability of Zuffa's proposed motions.

15 208. Co-Lead Class Counsel then commenced to draft their motions *in limine* for filing. On
16 February 29, 2024, Plaintiffs filed twenty motions *in limine*. See ECF Nos. 993, 995, 996 & 1001
17 (drafted by Berger Montague), 997 (Omnibus filing containing four motions drafted by Berger
18 Montague and Cohen Milstein), 999 & 1000 (Omnibus filings each containing five motions, including
19 motions drafted by each Co-Lead Class Counsel firm), 1002 (drafted by Cohen Milstein), 1003 (drafted
20 by JSLF).

21 209. Also on February 29, 2024, Zuffa filed its eleven motions *in limine*. Co-Lead Class
22 Counsel then divided up responsibility for responding to and arguing these motions.

23 210. Co-Lead Class Counsel, along with supporting counsel at Kemp Jones and Clark Hill,
24 attended a hearing on March 4, 2024, at which the Court heard argument on motions *in limine*. At that
25 hearing, Berger Montague and JSLF argued each of the eleven motions *in limine* brought by Zuffa and
26 the twenty motions *in limine* brought by Plaintiffs.

27 211. Plaintiffs won critical motions *in limine* at that March 4 hearing, including the motion
28 seeking to strike the 13 late-disclosed witnesses on Zuffa's witness list (ECF No. 993) and evidence

1 from after the June 30, 2017 close of the class period (ECF No. 996). *See* ECF No. 1010.

2 **e. Jury Questionnaire**

3 212. Kemp Jones and Clark Hill took the lead in devising a proposed jury questionnaire.

4 213. Co-Lead Class Counsel, with JSLF taking the lead, reviewed the draft jury questionnaire
5 provided by Kemp Jones and Clark Hill, and exchanged it with Zuffa.

6 214. JSLF then worked with Plaintiffs' jury consultant to consolidate the drafts and propose
7 revisions to Zuffa. JSLF then led the meet and confer to finalize the document for submission to the
8 Court.

9 215. Through these efforts, the parties were ultimately able to submit an agreed-upon jury
10 questionnaire to the Court for consideration and use.

11 **f. Trial Brief and Fact Stipulations**

12 216. Berger Montague, with assistance from Clark Hill, led the drafting of Plaintiffs' Trial
13 Brief, filed on February 22, 2024. ECF No. 978.

14 217. Incident to that drafting, Berger Montague reviewed various materials, including
15 briefing on Zuffa's renewed motion for summary judgment (*see* ECF Nos. 878, 926, 951), summaries
16 of key testimony from the witnesses on Plaintiffs' witness list as prepared by Co-Lead Class Counsel
17 and Warner Angle for Berger Montague's review and consideration in drafting the trial brief, and other
18 key exhibits and planned expert testimony.

19 218. Co-Lead Class Counsel also developed and drafted proposed stipulations of fact for the
20 trial in the *Le* Action. Co-Lead Class Counsel reviewed Zuffa's Answer to the Complaint in the *Le*
21 Action, ECF No. 212, Zuffa's responses to Plaintiffs' Requests for Admission, Zuffa's Rule 30(b)(6)
22 testimony, and Zuffa's motions for summary judgment to identify potential areas for stipulations. The
23 parties then exchanged proposed fact stipulations on February 26, 2024. Co-Lead Class Counsel then
24 commenced to review Zuffa's proposed fact stipulations to identify potential areas of agreement. Co-
25 Lead Class Counsel were preparing to respond to Zuffa's proposed fact stipulations the same day that
26 this Settlement was reached.

27 **g. Preparation of Trial Presentations**

28 219. Co-Lead Class Counsel further led all aspects of the preparation of Plaintiffs' evidence

1 at trial.

2 220. Berger Montague drafted an opening argument, which went through multiple revisions
3 prior to a mock presentation to Co-Lead Class Counsel, Warner Angle, Kemp Jones, and Clark Hill.
4 Following that mock presentation, the other firms submitted comments and suggestions for Berger
5 Montague's consideration. On February 17, 2024, Berger Montague delivered a version of the opening
6 argument (along with other evidence and argument) to a mock jury for further feedback. After review
7 of the mock jury's deliberations, Berger Montague again revised the opening and presented it to a
8 second mock jury on February 18, 2024. In the weeks that followed, Berger Montague continued to
9 work on the opening argument and began to build out the closing argument.

10 221. Co-Lead Class Counsel and Clark Hill divided up responsibilities for the presentation of
11 Plaintiffs' witnesses and for crossing Zuffa's witnesses.

12 222. Berger Montague and Clark Hill, with assistance from Warner Angle, took the lead in
13 preparing the *Le* Class Representatives and Quarry for their direct and cross examinations. Berger
14 Montague collected materials for preparing those direct examinations through additional interviews of
15 *Le* Class Representatives and Quarry, a further review of the *Le* Class Representatives' and Quarry's
16 document productions in the case, review of important documents previously identified in Zuffa's and
17 third parties' productions, and research of publicly available sources describing events and occurrences
18 in the *Le* Class Representatives' and Quarry's careers. Berger Montague then commenced to draft the
19 direct examination for each *Le* Class Representative and Quarry. Additionally, Clark Hill and Berger
20 Montague drafted and delivered mock cross examinations to prepare the *Le* Class Representatives and
21 Quarry for potential ways in which Zuffa would likely attack their testimony at trial. These in-person
22 and remote mock sessions took place in January and February 2024, as Plaintiffs developed their trial
23 plan.

24 223. Berger Montague and JSLF also undertook to consider how to cull the designated
25 testimony for third-party witnesses who would not appear at trial. Because such testimony would be
26 delivered via video, JSLF and Berger Montague went through the deposition transcripts to identify the
27 most critical testimony Plaintiffs would present to the jury and plan how to work with Zuffa to shorten
28 the ultimate presentation of such video evidence.

1 224. JSLF led the process of issuing subpoenas to trial witnesses. JSLF sought Zuffa's
2 consent to accept service of subpoenas for witnesses on Plaintiffs' trial witness list that Zuffa's counsel
3 represented. JSLF also issued notice to Zuffa of Plaintiffs' intention to subpoena third-party witnesses
4 on Plaintiffs' witness list. Berger Montague, Warner Angle, and Clark Hill worked with representatives
5 of certain third-party witnesses to try to get them to appear live voluntarily, holding multiple in-person
6 meetings and teleconferences incident to that effort.

7 225. Co-Lead Class Counsel and Clark Hill also prepared direct examinations for the fact
8 witnesses assigned to them. Each Co-Lead Class Counsel firm and Clark Hill took responsibility for
9 assignments relating to the witnesses on Plaintiffs' and Zuffa's trial witness lists and began preparing
10 direct and/or cross examinations for those witnesses.

11 226. Co-Lead Class Counsel, in particular Berger Montague and Cohen Milstein, took the
12 lead in preparing Plaintiffs' experts for their direct and cross examinations. Berger Montague held
13 multiple full-day preparation sessions with Plaintiffs' expert economist, Dr. Hal Singer, drilling down
14 on the specifics of his testimony. Cohen Milstein, with Berger Montague's support, met with Plaintiffs'
15 expert economist Prof. Andrew Zimbalist to prepare him for his direct and cross examinations through
16 multiple sessions. Cohen Milstein and Berger Montague likewise commenced to prepare for the direct
17 examinations of Plaintiffs' other experts, Guy Davis and Alan Manning, respectively.

18 **J. Denial of the Prior Settlement and Return to Trial Preparation**

19 227. On March 7, 2024, just weeks prior to the initial start date for trial in the *Le* Action, Co-
20 Lead Class Counsel and counsel for the *Le* and *Johnson* Defendants reached an agreement-in-principle
21 to settle the two Actions for \$335 million plus prospective relief (the "Prior Settlement"). By the time
22 the agreement on the Prior Settlement occurred, more than nine years of hard-fought litigation had
23 passed, extensive fact and expert discovery was complete, and, as noted, the parties were on the eve of
24 trial in the *Le* Action.

25 228. Before the Prior Settlement was reached, the parties had participated in significant
26 settlement negotiations, including full-day mediations several years apart (in 2017, 2019, and 2023).
27 Each mediation session was followed by continued discussions with the mediator, the Hon. Layn
28 Phillips (ret.).

1 229. After the December 2023 mediation session and as the parties prepared for trial in *Le*
2 Action, they continued to discuss the possibility of a settlement of the two Actions. After extensive
3 arm's-length negotiations between experienced counsel over the course of several years, the parties
4 ultimately reached an agreement-in-principle that led to the Prior Settlement, which included
5 negotiations over seven weeks concerning the precise language used in the governing settlement
6 agreement, which was executed on April 24, 2024.

7 230. Plaintiffs moved for preliminary approval of the Prior Settlement on May 21, 2024. *See*
8 ECF No. 1024. Trial preparation in this Action ceased at that time while Plaintiffs prepared for a June
9 14, 2024 status conference with the Court. At that conference, the Court directed Plaintiffs to submit a
10 supplemental brief addressing certain concerns the Court raised about the Prior Settlement. Plaintiffs
11 submitted their supplemental brief on June 24, 2024, responding to the Court's concerns and providing
12 a revised plan of allocation. *See* Supplemental Brief in Support of Motion for Preliminary Approval of
13 the Settlement, ECF No. 1029, at 5 (June 24, 2024) (the "Supplemental Brief"). Plaintiffs also supplied
14 additional detailed information about the proposed distribution of the net settlement funds for *in*
15 *camera* review on June 24, 2024 and on July 8, 2024. *See* ECF Nos. 1030, 1035. The Court held a
16 second status conference on July 12, 2024 to address the issues covered by the Supplemental Brief and
17 for additional discussion of the proposed Prior Settlement. On July 30, 2024, the Court denied
18 preliminary approval of the Prior Settlement and gave its reasons for the denial on the record (referred
19 to herein as the "Denial"). *See* ECF Nos. 1037, 1038, 1039.

20 231. On August 19, 2024, the Court held another conference where it reset the trial date to
21 February 3, 2025. ECF No. 1040. Plaintiffs had already returned to the process of preparing for trial
22 following the Denial. Trial preparations included work on preparing exhibits, reaching out to Plaintiffs,
23 experts, and other witnesses to secure their availability for trial, initiating meet and confer discussions
24 with Defendant on various subjects, and returning to other projects necessary for trial that were in
25 process at the time the Prior Settlement was reached. Because the Court made clear that it would not
26 stay the case or move the trial date unless and until it granted preliminary approval of the Settlement,
27 trial preparations continued until the Court granted preliminary approval of the current Settlement on
28 October 23, 2024. *See* ECF Nos. 1042, 1053.

THE SETTLEMENT

232. Concurrently with these trial preparation activities described above, the parties in this Action renewed settlement discussions focusing on the *Le* Action only. As with the Prior Settlement, these discussions also involved the mediator, the Hon. Layn Phillips (ret.). The parties communicated directly through counsel, and frequently through the mediator, including an all-day mediation session via video conference, followed up by multiple follow-up conversations. The parties revisited the strengths and weaknesses of their respective claims and defenses, the risks of a trial, and gave careful consideration to the Court's stated reasons for the Denial. Through these continued arm's-length negotiations, the parties entered into the Settlement, which was reached after the parties accepted a mediator's proposal by Judge Phillips. The Settlement resolves only the *Le* Action and not the *Johnson* Action; provides an additional cash amount of \$73.5 million for the *Le* portion of the Prior Settlement (under the second allocation proposal) and \$123.75 million more for the *Le* portion (under the first allocation proposal); and takes into account each of the Court's stated concerns regarding the Denial.

233. All the named Plaintiffs support the Settlement for themselves and the Class they represent. Additionally, Plaintiffs and Class Counsel have collectively communicated with hundreds of members of the Class about the Settlement. Many of these Class Members have reported that they are counting on the Settlement proceeds to meet critical and urgent needs for themselves and their families. To the members of the Class, the Settlement achieves the best of both worlds: it gets money into the hands of Class members now, while also preserving the ability to obtain injunctive relief for current Fighters through the *Johnson* Action.

234. To date, 154 ex-UFC Fighters, a non-Class Member named plaintiff (Quarry), a non-Class Member manager, the Fighting Foundation, and the Mixed Martial Arts Fighters Association have executed a total of 158 declarations supporting the Settlement. Altogether, the 154 Fighters affirmatively supporting the Settlement collectively account for 861 UFC bouts during the *Le* Class Period. *See* ECF Nos. 1045, 1047, 1049. Further, under the proposed Plan of Allocation, these Fighters account for approximately 13% of the total potential net recovery by Class Members. These Fighter declarations reflect an unprecedented outpouring of support for approval of the Settlement among the members of the Class who are its beneficiaries. These declarations highlight that many Class Members

1 are in financially precarious situations and wish to obtain their respective recoveries now. The
2 declarations run the gamut of Class Members from some of the most high-profile to journeymen
3 Fighters. The Settlement, if approved, would lift many out of poverty and otherwise materially improve
4 the lives of many hundreds of Class Members and their families, many of whom do not have reliable
5 access to healthcare and suffer from the long-term effects of injuries sustained during their fighting
6 careers.

7 235. The \$375 million cash payment of the Settlement Agreement (SA ¶¶3, 6) comprises a
8 significant percentage of damages sought by Plaintiffs and will provide net compensation to the
9 members of the Class in the form of a substantial percentage—roughly 70%—of the amount of money
10 these Fighters earned from bouts while with the UFC during the Class Period. As a result of these
11 substantial anticipated payments, and the fact that the *Johnson* Action continues to be litigated, there
12 has been a groundswell of support from Class Members in support of the Settlement.

13 236. Co-Lead Class Counsel have collectively prosecuted numerous antitrust class actions as
14 lead counsel or in other leadership positions. We have each personally negotiated many class and non-
15 class litigation settlements. In our opinion, the Settlement Agreement is more than fair, reasonable, and
16 adequate.

17 237. Furthermore, Co-Lead Class Counsel have consulted with Prof. Eric Posner concerning
18 the quality of results achieved through this Settlement. Prof. Posner is the Kirkland and Ellis
19 Distinguished Service Professor at the University of Chicago Law School, who has extensive academic
20 experience and expertise in antitrust law and its application to labor markets, and who has served as
21 Counsel to the Assistant Attorney General of the Antitrust Division at the Department of Justice. He
22 observes that “claims against employers for anticompetitive behavior in labor markets are relatively
23 rare and difficult in comparison to other types of antitrust claims, and that labor-side section 2 claims of
24 this type have been vanishingly rare.” *See* Posner Decl. ¶1. As noted in the introduction, as part of Prof.
25 Posner’s academic research, he has found that *Le v. Zuffa* “is the first such claim ever to survive
26 summary judgment, reach class certification, or even survive a motion to dismiss.” *Id.* These findings
27 further support Co-Lead Class Counsel’s opinion that the Settlement provides an excellent result for the
28 *Le* Class.

LITIGATION RISK

1
2 238. The *Le* Action presented significant litigation risks that could have resulted in no
3 recovery for the *Le* Class. The substantial relief obtained was achieved without the benefit of
4 governmental intervention, but instead proceeded solely through the initiative, investigation, and
5 resources of private parties and counsel (and despite the FTC twice declining to challenge the UFC's
6 allegedly anti-competitive conduct).

7 239. The FTC twice investigated the UFC's conduct and twice declined to pursue it. Solely
8 through the considerable and combined efforts and investment of Co-Lead Class Counsel, Supporting
9 Counsel at Warner Angle, Kemp Jones, Clark Hill, and others, along with the *Le* Class Representatives
10 and Quarry, this Settlement stands to provide significant relief to the Class Members now.

11 240. Zuffa asserted multiple challenges to the merits of Plaintiffs' claims. For instance, Zuffa
12 argued that the UFC and its conduct made the industry what it is today, creating opportunities (not
13 thwarting them) for MMA Fighters; that Zuffa pays more than any other MMA promoter; that Zuffa
14 has consistently increased the absolute level of compensation paid to Fighters throughout the relevant
15 period; and that Zuffa needs the challenged contract provisions to ensure that it can put on all of its
16 planned events (and to increase the number of MMA events that Zuffa puts on each year, as Zuffa
17 allegedly had throughout the period at issue).

18 241. Zuffa retained expert economists who opined that the challenged conduct was
19 procompetitive, not anticompetitive, and that Plaintiffs' methods of proving impact and damages to the
20 proposed classes were unreliable and thus that (i) the proposed classes could not be certified for
21 litigation purposes, and (ii) Plaintiffs could not prove they or Class Members suffered any harm from
22 the challenged conduct.

23 242. Zuffa aggressively fought class certification (including a petition to appeal to the Ninth
24 Circuit pursuant to Fed. R. Civ. P. 23(f)). While Plaintiffs prevailed on their motion to certify the *Le*
25 Class, the Ninth Circuit's denial of Zuffa's petition for interlocutory review was without prejudice to
26 Zuffa's ability to re-raise its challenge to class certification in the *Le* Action after any verdict in a trial.

27 243. While Plaintiffs have aggressively disputed Zuffa's arguments and positions throughout
28 the Action, as with all complex antitrust litigation, there was substantial risk of adverse outcomes on

1 these and other issues, in addition to the possibility of lengthy delays (including from appeals after
2 trial). Antitrust class actions are “arguably the most complex action(s) to prosecute. The legal and
3 factual issues involved are always numerous and uncertain in outcome.” *In re Packaged Ice Antitrust*
4 *Litig.*, 2011 WL 6209188, at *19 (E.D. Mich. Dec. 13, 2011) (quoting *In re Linerboard Antitrust Litig.*,
5 292 F. Supp. 2d 631, 639 (E.D. Pa. 2003)); *see also In re Cardizem CD Antitrust Litig.*, 218 F.R.D.
6 508, 533 (E.D. Mich. 2003) (“Antitrust class actions are inherently complex.”).

7 244. While Plaintiffs were confident of their ability to prevail before a Nevada jury in the *Le*
8 Action, any jury award of damages would still have been subject to a lengthy appellate process. As
9 noted *supra*, such an appeal would likely challenge both the Order certifying the *Le* Class as well as
10 various aspects of the merits of the litigation. Any appeal would create the risk of undoing any
11 monetary relief awarded and necessarily would create substantial additional delay.

12 245. Further, in order to preserve the *Le* trial date, Co-Lead Class Counsel made the difficult
13 decision not to pursue injunctive relief on behalf of the *Le* Class, and instead pursue such relief only on
14 behalf of the proposed class in the *Johnson* Action. Pursuing injunctive relief in the *Le* Action would
15 have required relinquishing the April 2024 trial date and re-opening discovery in the *Le* Action, and
16 would have caused considerable additional delay to any monetary recovery or other relief for the *Le*
17 Class as the parties continued to litigate discovery issues for potentially years to come. Indeed, the *Le*
18 Class has been awaiting this trial for nearly a decade since the filing of the *Le* Action, and a significant
19 portion of the *Le* Class has not fought an MMA bout for many years. Co-Lead Class Counsel thus
20 determined that the *Le* Class should proceed to trial expeditiously.

21 246. Moreover, Zuffa would have asserted various arguments and defenses at the *Le* trial,
22 which could have resonated with at least one juror—potentially causing a hung jury and requiring that
23 the case be re-tried. While Co-Lead Class Counsel were confident in Plaintiffs’ ability to obtain a
24 unanimous verdict in favor of Plaintiffs, the risk that one or more jurors would not side with Plaintiffs
25 could not be dismissed out of hand.

26 **CLASS COUNSEL’S SIGNIFICANT CASE INVESTMENT OF LODESTAR**

27 247. Co-Lead Class Counsel oversaw all aspects of this litigation, from the investigation
28 through the proposed Settlement to this day. Class Counsel have done all of this work for over ten years

1 on a fully contingent basis, receiving no remuneration of any kind associated with their work on this
2 Action. All of this work was done at risk of total loss. Declarations in support of the lodestar and
3 expenses of each firm involved in litigating the case for the Plaintiffs and Class are attached hereto as
4 Exhibits 1 through 10. These individual firm declarations provide the names of the attorneys and
5 professional support staff who worked on the Action, each of their hourly rates and number of hours
6 billed, the lodestar value (at current rates), and the expenses incurred by each of the firms (including
7 each of these firm's contributions to the litigation fund managed by Berger Montague for the benefit of
8 the Class, and each of their own individual firm expenses separate from the litigation fund).

9 248. Co-Lead Class Counsel independently reviewed and audited the time and expense of
10 each firm, including their own, to ensure that: (1) any time for work not authorized by Co-Lead
11 Counsel and non-*Le* litigation-related time was removed; (2) all time expended solely on the *Johnson*
12 Action was removed; and (3) unreasonable or unapproved costs and expenses were removed. For
13 example, time entries for any excessive "read and review" and ministerial activities unrelated to
14 litigation activities were eliminated and not included in this fee and expense application. All Class
15 Counsel analyzed their time detail entries to identify those needing to be reduced or removed because
16 they, *inter alia*, (1) were duplicative, (2) were incorrectly billed to the *Le* case (*e.g.*, because the time
17 actually related to the *Johnson* Action), (3) constituted first level document review time was not billed
18 under the rate cap established by Co-Lead Class Counsel for such work (*i.e.*, a rate no higher than the
19 \$325/hour cap imposed by Co-Lead Counsel for first level document review), and/or (4) was excessive
20 in light of the tasks performed. In total, Co-Lead Class Counsel's auditing efforts resulted in Class
21 Counsel removing approximately 1,500 hours from their lodestar submission to the Court.

22 249. Additionally, Class Counsel are not seeking fees for work done in connection with
23 preparing the fee and expense application and will not seek fees for future work in connection with
24 approval of the Settlement, including preparing final approval papers, attending the final approval
25 hearing, and responding to questions from Class Members. Class Counsel reserve the ability to request
26 additional fees and expenses in the future associated with overseeing the distribution of the Settlement
27 Funds to Class Members given the amount of time and effort that process may take. Class Counsel
28 would only seek additional fees if warranted after the allocation process is complete.

1 250. The current hourly rates charged by Class Counsel are reasonable, based on each
2 person's position, experience level, and location, and are the normal and customary rates charged by
3 that firm for that professional to other clients and matters. Moreover, for those firms that have class
4 action experience, all of these rates have repeatedly been approved by multiple courts in similar
5 antitrust class actions.

6 251. Litigating this case has involved significant effort on Class Counsel's part, both in terms
7 of time and resources expended. The following table shows the total lodestar reported by each of the
8 Class Counsel firms from inception through October 31, 2024 (at current rates):

Firm	Hours	Lodestar
BERGER MONTAGUE PC	30,291.80	\$29,754,454.50
JOSEPH SAVERI LAW FIRM LLP	23,295.50	\$15,938,982.00
COHEN MILSTEIN SELLERS & TOLL PLLC	21,053.50	\$15,015,368.75
WARNER ANGLE HALLAM JACKSON & FORMANEK PLC	15,736.50	\$7,705,413.00
THE RADICE LAW FIRM	2,953.10	\$1,337,044.00
SPECTOR ROSEMAN KODROFF & WILLIS	2,879.05	\$1,102,436.25
WOLF RIFKIN SHAPIRO SCHULMAN & RABKIN LLP	1,315.45	\$787,386.00
KEMP JONES LLP	395.40	\$255,332.50
CLARK HILL PLC	211.90	\$167,286.50
LAW OFFICE OF FREDERICK S. SCHWARTZ	95.73	\$42,541.05
TOTAL	98,227.93	\$72,106,244.55

9
10
11
12
13
14
15
16
17 252. Class Counsel undertook tasks appropriate for their levels of expertise, skill, and
18 experience. Throughout the prosecution of this Action, work assignments were allocated among Class
19 Counsel in a manner that was intended to promote efficiency and avoid unnecessary duplication of
20 effort.

21 253. Class Counsel are experienced and skillful firms in antitrust and complex class action
22 litigation and have successful track records in some of the largest class actions across the country.

23 254. In addition to the numerous litigation risks discussed above and in the accompanying
24 memorandum of law, Class Counsel bore the risk of litigating this Action entirely on a contingent
25 basis. These risks were undertaken with the full knowledge that success in contingent litigation such as
26 this Action is uncertain.

27 255. As noted above, Co-Lead Class Counsel will continue to expend many additional hours
28 in connection with finalizing Settlement approval and also with the Settlement administration process.

1 This work will include responding to inquiries from Class Members, working to secure final approval
2 of the Settlement, preparing for the final approval hearing scheduled for February 6, 2025, and dealing
3 with logistical matters relating to Settlement administration and the claims process.

4 **REASONABLE LITIGATION EXPENSES**

5 256. Class Counsel have advanced all expenses required to litigate this Action, despite
6 knowing that they might not recover any of them. None of these expenses has been reimbursed to date.
7 The expenses fall into two main buckets: (1) costs paid by the common litigation fund overseen by
8 Berger Montague to which certain firms contributed during the course of the case, and (2) individual
9 firm expenses that each firm separately incurred. As detailed below, the litigation fund accounted for
10 costs incurred for expert consulting fees, e-discovery and vendor database hosting fees, court reporters,
11 transcription services, subpoena services, mediation fees and costs, and investigation costs. Out-of-
12 pocket expenses incurred by the individual firms include filing fees, computer research, deposition
13 transcripts and court reporting, printing, travel and accommodations, subpoena service, and certain
14 other expenses related to the litigation and trial preparation.

15 257. As a cross-check to Class Counsel’s own review of their respective expenses for the
16 litigation, as well as Co-Lead Class Counsel’s review of the litigation fund disbursements and
17 outstanding invoices, Co-Lead Class Counsel retained independent third-party forensic accountant
18 Monica Ip, CPA, CFF, CVA, CMA (of Evidentia Consulting, LLP), to review and audit each firm’s
19 expenses and the expenditures paid (or currently pending) from the litigation fund.²¹ The results of
20 Class Counsel’s review and Ms. Ip’s audit are incorporated into the total expenses and outstanding
21 invoices presented in the following paragraphs.

22 258. The majority of unreimbursed expenses incurred were paid out of a litigation fund
23 escrow account overseen by Berger Montague. Class Counsel collectively contributed \$6,942,500.00 to
24 the litigation fund as follows:

25
26
27 ²¹ See <https://www.evidentiaconsulting.com/monica-ip> (webpage profile); chrome-
28 extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.evidentiaconsulting.com/_files/ugd/518c0
a_8f1bb76411d741f19f08261a53cb7a73.pdf (Monica Ip curriculum vitae).

Firm	Litigation Fund Contributions
BERGER MONTAGUE PC	\$2,180,000.00
COHEN MILSTEIN SELLERS & TOLL PLLC	\$1,925,000.00
JOSEPH SAVERI LAW FIRM LLP	\$1,905,000.00
WOLF RIFKIN SHAPIRO SCHULMAN & RABKIN LLP	\$375,000.00
SPECTOR ROSEMAN KODROFF & WILLIS	\$275,000.00
THE RADICE LAW FIRM	\$225,000.00
KEMP JONES LLP	\$57,500.00
TOTAL	\$6,942,500.00

259. Unreimbursed expenses that have been paid from the litigation funds are shown below:

LITIGATION FUND / DISBURSEMENTS	
EXPENSE CATEGORY	AMOUNT
Expert Consulting Fees	\$5,232,290.77
E-Discovery/Hosting Vendor Fees	\$1,310,418.96
Mediation Costs	\$178,445.00
Legal Counsel	\$90,000.00
Court Reporting, Transcript Services, Subpoena-Related Costs	\$61,943.34
Clients' Travel Expenses	\$44,786.21
Commercial Copying/Shipping	\$19,751.42
TOTAL	\$6,937,635.70

260. Unreimbursed expenses incurred by the litigation fund that are outstanding and due are shown below:

LITIGATION FUND / OUTSTANDING INVOICES	
EXPENSE CATEGORY	AMOUNT
Expert Consulting Fees	\$637,185.93
Court Reporting, Transcript Services, Subpoena-Related Costs	\$100,664.76
E-Discovery/Hosting Vendor Fees	\$18,745.34
Commercial Copying/Shipping	\$11,755.25
TOTAL	\$768,351.28

261. The following table shows Class Counsel's reasonable unreimbursed out-of-pocket expenses (but excluding contributions to the litigation fund for joint expenses, which are addressed above) in this Action:

Firm	Non-Litigation Fund Expenses
JOSEPH SAVERI LAW FIRM LLP	\$782,273.78
BERGER MONTAGUE PC	\$622,466.69
WARNER ANGLE HALLAM JACKSON & FORMANEK PLC	\$269,119.18
COHEN MILSTEIN SELLERS & TOLL PLLC	\$168,248.18
KEMP JONES LLP	\$11,276.94
WOLF RIFKIN SHAPIRO SCHULMAN & RABKIN LLP	\$9,309.80
SPECTOR ROSEMAN KODROFF & WILLIS	\$2,525.09
THE RADICE LAW FIRM	\$812.53
LAW OFFICE OF FREDERICK S. SCHWARTZ	\$666.00
CLARK HILL PLC	0.00
TOTAL	\$1,866,698.19

262. The amounts expended by each firm are shown in the individual declarations attached hereto as Exhibits 1 to 10. The below chart summarizes each firm's total expenses plus contributions to the litigation fund:

Firm	Total Expenses & Litigation Fund Contributions
BERGER MONTAGUE PC	\$2,802,466.69
JOSEPH SAVERI LAW FIRM LLP	\$2,687,273.78
COHEN MILSTEIN SELLERS & TOLL PLLC	\$2,093,248.18
WOLF RIFKIN SHAPIRO SCHULMAN & RABKIN LLP	\$384,309.80
SPECTOR ROSEMAN KODROFF & WILLIS	\$277,525.09
WARNER ANGLE HALLAM JACKSON & FORMANEK PLC	\$269,119.18
THE RADICE LAW FIRM	\$225,812.53
KEMP JONES LLP	\$68,776.94
LAW OFFICE OF FREDERICK S. SCHWARTZ	\$666.00
CLARK HILL PLC	0.00
TOTAL	\$8,809,198.19

263. The total amount of Class Counsel's requested cost reimbursement is \$9,572,685.17, which is the combined total of unreimbursed out-of-pocket expenses, litigation fund expenditures, and outstanding invoices (*i.e.*, \$1,866,698.19 Class Counsel's expenses + \$6,937,635.70 litigation fund disbursements + \$768,351.28 unreimbursed invoices = \$9,572,685.17).

EXHIBITS TO JOINT DECLARATION OF ERIC L. CRAMER, RICHARD A. KOFFMAN, AND JOSEPH R. SAVERI IN SUPPORT OF CLASS COUNSEL’S MOTION FOR AN AWARD OF ATTORNEYS’ FEES, FOR REIMBURSEMENT OF EXPENSES, AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES

264. Attached as Exhibit 1 is a true and correct copy of the Declaration of Eric L. Cramer (Berger Montague PC) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 20, 2024.

265. Attached as Exhibit 2 is a true and correct copy of the Declaration of Daniel H. Silverman (Cohen Milstein Sellers & Toll PLLC) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 18, 2024.

266. Attached as Exhibit 3 is a true and correct copy of the Declaration of Joseph R. Saveri (Joseph Saveri Law Firm) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 17, 2024.

267. Attached as Exhibit 4 is a true and correct copy of the Declaration of Jerome K. Elwell (Warner Angle Hallam Jackson & Formanek PLC) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 16, 2024.

268. Attached as Exhibit 5 is a true and correct copy of the Declaration of Don Springmeyer (Kemp Jones, LLP) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 19, 2024.

269. Attached as Exhibit 6 is a true and correct copy of the Declaration of Crane M. Pomerantz (Clark Hill PLC) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 18, 2024.

270. Attached as Exhibit 7 is a true and correct copy of the Declaration of John Radice (Radice Law Firm, P.C.) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for

1 Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December
2 19, 2024.

3 271. Attached as Exhibit 8 is a true and correct copy of the Declaration of William G. Caldes
4 (Spector, Roseman & Kodroff) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for
5 Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December
6 19, 2024.

7 272. Attached as Exhibit 9 is a true and correct copy of the Declaration of Michael Wolf
8 (Wolf, Rifkin, Shapiro, Schulman & Rabkin) in Support of Plaintiffs' Motion for Award of Attorneys'
9 Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated
10 December 19, 2024.

11 273. Attached as Exhibit 10 is a true and correct copy of the Declaration of Frederick S.
12 Schwartz (Law Office of Frederick S. Schwartz) in Support of Plaintiffs' Motion for Award of
13 Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class
14 Representatives, dated December 8, 2024.

15 CONCLUSION

16 274. For the reasons set forth above and in the accompanying Memorandum of Law, we
17 respectfully submit that under Fed. R. Civ. P. 23(h) the attorneys' fee application, the expense
18 application, and the request for service awards for the Class Representatives are reasonable and amply
19 supported by the record and law.
20
21
22
23
24
25
26
27
28

1 I certify under penalty of perjury that the foregoing is true and correct. Executed on December
2 20, 2024, in Philadelphia, PA.

3 /s/ Eric L. Cramer
4 Eric L. Cramer*
5 **BERGER MONTAGUE PC**
6 1818 Market Street, Suite 3600
7 Philadelphia, PA 19106
8 Tel: (215) 875-3000
9 ecramer@bm.net

10 I certify under penalty of perjury that the foregoing is true and correct. Executed on December
11 20, 2024, in Washington, DC.

12 /s/ Richard A. Koffman
13 Richard A. Koffman*
14 **COHEN MILSTEIN SELLERS & TOLL**
15 **PLLC**
16 1100 New York Ave., N.W.
17 Suite 500 East, Tower
18 Washington, DC 20005
19 Telephone: +1 (202) 408-4600
20 Email: rkoffman@cohenmilstein.com

21 I certify under penalty of perjury that the foregoing is true and correct. Executed on December
22 20, 2024, in San Francisco, CA.

23 /s/ Joseph R. Saveri
24 Joseph R. Saveri*
25 **JOSEPH SAVERI LAW FIRM, LLP**
26 601 California St., Suite 1000
27 San Francisco, CA 94108
28 Telephone: +1 (415) 500-6800
Email: jsaveri@saverilawfirm.com

*Admitted *pro hac vice*

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER VAZQUEZ,
and KYLE KINGSBURY, On Behalf of
Themselves and All Others Similarly Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**INDEX OF EXHIBITS TO THE JOINT DECLARATION OF
ERIC L. CRAMER, RICHARD A. KOFFMAN, AND JOSEPH R. SAVERI
IN SUPPORT OF PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS'
FEES, FOR REIMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Pursuant to Local Civil Rule IA 10-3(d), Plaintiffs submit this Index of Exhibits to the Eric L. Cramer, Richard A. Koffman, and Joseph R. Saveri in Support of Plaintiffs' Motion for an Award of Attorneys' Fees, for Reimbursement of Expenses, and for Services Awards for the Class Representatives:

Exhibit Number	Description
1	A true and correct copy of the Declaration of Eric L. Cramer (Berger Montague PC) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 20, 2024.
2	A true and correct copy of the Declaration of Daniel H. Silverman (Cohen Milstein Sellers & Toll PLLC) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 18, 2024.
3	A true and correct copy of the Declaration of Joseph R. Saveri (Joseph Saveri Law Firm) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 17, 2024.
4	A true and correct copy of the Declaration of Jerome K. Elwell (Warner Angle Hallam Jackson & Formanek PLC) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 16, 2024.
5	A true and correct copy of the Declaration of Don Springmeyer (Kemp Jones, LLP) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 19, 2024.
6	A true and correct copy of the Declaration of Crane M. Pomerantz (Clark Hill PLC) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 18, 2024.
7	A true and correct copy of the Declaration of John Radice (Radice Law Firm, P.C.) in Support of Plaintiffs' Motion for Award of Attorneys' Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 19, 2024.

8	A true and correct copy of the Declaration of William G. Caldes (Spector, Roseman & Kodroff) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 19, 2024.
9	A true and correct copy of the Declaration of Michael Wolf (Wolf, Rifkin, Shapiro, Schulman & Rabkin) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 19, 2024.
10	A true and correct copy of the Declaration of Frederick S. Schwartz (Law Office of Frederick S. Schwartz) in Support of Plaintiffs’ Motion for Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives, dated December 8, 2024.

Dated: December 20, 2024

Respectfully submitted,

/s/ Eric L. Cramer

Eric L. Cramer (pro hac vice)
 Michael Dell’Angelo (pro hac vice)
 Patrick F. Madden (pro hac vice)
 BERGER MONTAGUE PC
 1818 Market St., Suite 3600
 Philadelphia, PA 19103
 Telephone: +1 (215) 875-3000
 Email: ecramer@bm.net
 Email: mdellangelo@bm.net
 Email: pmadden@bm.net

Joshua P. Davis (pro hac vice)
 Robert Maysey (pro hac vice)
 BERGER MONTAGUE PC
 505 Montgomery Street, Suite 625
 San Francisco, CA 94111
 Telephone: +1 (415) 906-0684
 Email: jdavis@bm.net
 Email: rmaysey@bm.net

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Richard A. Koffman (pro hac vice)
Benjamin Brown (pro hac vice)
Daniel Silverman (pro hac vice)
Daniel L. Gifford (pro hac vice)
COHEN MILSTEIN SELLERS
& TOLL PLLC
1100 New York Ave., N.W.
Suite 500 East, Tower
Washington, DC 20005
Telephone: +1 (202) 408-4600
Facsimile: +1 (202) 408-4699
Email: rkoffman@cohenmilstein.com
Email: bbrown@cohenmilstein.com
Email: dsilverman@cohenmilstein.com
Email: dgifford@cohenmilstein.com

Joseph R. Saveri (pro hac vice)
Kevin E. Rayhill (pro hac vice)
Christopher Young (pro hac vice)
Itak Moradi (pro hac vice)
JOSEPH SAVERI LAW FIRM, LLP
601 California St., Suite 1505
San Francisco, CA 94108
Telephone: +1 (415) 500-6800
Facsimile: +1 (415) 395-9940
Email: jsaveri@saverilawfirm.com
Email: krayhill@saverilawfirm.com
Email: cyoung@saverilawfirm.com
Email: imoradi@saverilawfirm.com

*Co-Lead Counsel for the Le Class and
Attorneys for Individual and Representative
Plaintiffs Cung Le, Nathan Quarry, Jon Fitch,
Brandon Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Don Springmeyer (Bar No. 1021)
Michael Gayan (Bar No. 11135)
KEMP JONES, LLP
3800 Howard Hughes Parkway, 17th Floor
Las Vegas, Nevada 89169
Telephone: + 1 (702) 385-6000
Facsimile: + 1 (702) 385-6001
Email: dspringmeyer@kempjones.com
Email: m.gayan@kempjones.com

*Liaison Counsel for the Class and Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

Crane M. Pomerantz
CLARK HILL PLC
1700 Pavilion Center Dr., Suite 500
Las Vegas, NV 89135
Telephone: +1 (702) 697-7545
Email: cpomerantz@clarkhill.com

*Additional Counsel for the Class and
Plaintiffs Cung Le, Nathan Quarry, Jon Fitch,
Brandon Vera, Luis Javier Vazquez, and Kyle
Kingsbury*

EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF ERIC L. CRAMER IN SUPPORT OF PLAINTIFFS’ MOTION FOR AN
AWARD OF ATTORNEYS’ FEES, FOR REMBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Eric L. Cramer, declare as follows:

1. I am the Chairman of the law firm Berger Montague PC and Co-Chair of the firm’s antitrust department. I submit this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as Co-Lead Class Counsel for Plaintiffs in the Action. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action; the number of hours each of those individuals

1 worked; each of their current hourly billing rates; and their respective lodestar values at current rates.
2 The schedule attached as Exhibit A sets forth my firm’s total hours and lodestar at current rates from
3 inception of the case through and including October 31, 2024. This schedule was prepared from
4 contemporaneous, daily time records prepared and maintained by my firm. In connection with
5 representing the Plaintiffs in the Action, my firm did the following:
6

- 7 (1) Conducted an extensive initial case investigation and prepared pleadings, including the
8 Consolidated Amended Complaint;
- 9 (2) Briefed a consolidated opposition to motions to dismiss and an opposition to a motion to
10 transfer, as well as negotiating a stipulation to stay discovery pending the resolution of
11 these motions;
- 12 (3) Organized and ran monthly meetings to develop and implement litigation strategy,
13 discovery tasks, and monitoring progress on assigned tasks;
- 14 (4) Negotiated and drafted a protocol for a stipulation governing the production of
15 electronically stored information (“ESI”), and negotiated and briefed certain issues
16 concerning the Protective Order;
- 17 (5) Lead the drafting, proposing, and advocacy for the overall case schedule, including its
18 many amendments over time;
- 19 (6) Lead the effort to ensure that Defendant and certain third parties preserved relevant ESI,
20 including social media posts, which ultimately preserved (via a third party) a significant
21 volume of critical documents that Defendant did not retain (and believed was destroyed);
22
- 23 (7) Drafted and served extensive written discovery requests and responses;
- 24 (8) Led the negotiations with Defendant on custodians, ESI sources, search terms, and the
25 temporal scope of Defendant’s document and data productions, including (i) participating
26 in numerous status conferences to litigate issues regarding the scope of Defendant’s
27
28

1 document production, and (ii) retaining and supervising an expert on document search
2 processes who prepared two reports addressing Defendant's search terms;

3 (9) Managed a team of attorneys to efficiently and effectively review and analyze more than
4 775,000 documents, comprising more than 3 million pages, as well as the analysis of tens
5 of thousands of text messages produced by Defendant;

6
7 (10) Managed discovery subpoenas issued to over 50 third parties to obtain hundreds of
8 thousands of additional pages of documents, which included litigating issues concerning
9 the production of responsive documents with five of these third parties;

10 (11) Litigated Defendant's assertions of the attorney-client privilege and work production
11 doctrines, which included negotiations to resolve some privilege assertions and motions to
12 compel where the parties did not reach a resolution;

13
14 (12) Prepared for important fact depositions in this case by (a) identifying key documents to be
15 used at each deposition, (b) drafting extensive deposition outlines, (c) reviewing publicly
16 available information, including hundreds of hours of videos, interviews, podcasts and
17 other materials featuring witnesses or related matters, and (d) coordinating deposition
18 strategy and questioning with other Co-Lead Class Counsel, experts, and the Plaintiffs;

19 (13) Prepared for and took twelve depositions of Defendant and third parties, and assisted in
20 the preparation of three additional depositions;

21
22 (14) Led the effort to conduct a comprehensive search of publicly available materials for
23 relevant evidence, which included (i) identifying and reviewing thousands of hours of
24 video clips (and transcripts of video clips) of interviews with Defendant's employees and
25 personnel from other MMA promoters, and (ii) pursuing efforts to lay a foundation to
26 authenticate these materials for use at summary judgment and trial;

- 1 (15) Assisted the Plaintiffs in responding to requests for the production of documents,
2 interrogatories, deposition preparation, defending Plaintiffs at their depositions,
3 coordinating with Plaintiffs for their participation at court hearings and conferences,
4 working with Plaintiffs in their preparation for and participation in mediation sessions,
5 assisting Plaintiffs with preparation for trial, and participating in regular teleconferences
6 with Plaintiffs to discuss case developments;
- 7
- 8 (16) Obtained the production of structured data in consultation with Plaintiffs' three economic
9 experts, including participating in meet and confer sessions with Defendant about
10 structured data;
- 11
- 12 (17) Worked with Plaintiffs' expert economists and the forensic accounting expert to prepare
13 Plaintiffs' case for class certification, summary judgment, and trial;
- 14
- 15 (18) Worked extensively with each of Plaintiffs' three economic experts (Hal J. Singer, Ph.D.,
16 Professor Andrew Zimbalist, and Professor Alan Manning) and the forensic accounting
17 expert (Guy Davis), who collectively submitted nine reports;
- 18
- 19 (19) Worked with Plaintiffs' three economic experts to prepare for their depositions, which
20 included two depositions of Dr. Singer, two depositions of Prof. Zimbalist, and one
21 deposition of Prof. Manning, as well as assisting other Co-Lead Class Counsel with
22 preparing Mr. Davis for his deposition;
- 23
- 24 (20) Analyzed the reports submitted by each of Defendant's five proffered experts, and either
25 took or assisted in deposing each of them;
- 26
- 27 (21) Successfully opposed as untimely a sixth expert proffered by Defendant;
- 28
- (22) Briefed Plaintiffs' motion for class certification, and prepared for and argued the motion
for class certification (including taking direct testimony from Plaintiffs' experts and cross-
examining defense experts), during a seven day evidentiary hearing held in August and
September 2019;

- 1 (23) Briefed, argued, and successfully opposed Defendant's *Daubert* motions (and renewed
2 *Daubert* motions) to exclude all of Plaintiffs' experts;
- 3 (24) Briefed and successfully opposed Defendant's petition to appeal the Court's class
4 certification ruling, pursuant to Rule 23(f) of the Federal Rules of Civil Procedure;
- 5 (25) Prepared and oversaw a notice plan to the Class, including emergency motion practice
6 involving improper solicitations of Class Members by a third party;
- 7 (26) Briefed and successfully opposed three summary judgment motions submitted by
8 Defendant at different times;
- 9 (27) Prepared for trial, which included identifying and preparing witness lists and deposition
10 designations, reviewing publicly available videos for use at trial, preparing exhibit lists,
11 drafting and arguing motions *in limine*, preparing a jury questionnaire, submitting trial
12 briefs, negotiating with Defendant on proposed stipulations of fact, preparing trial
13 presentations, preparing experts for trial, preparing exhibits for trial, preparing direct and
14 cross examinations, and working with Plaintiffs to prepare for trial, as well as successfully
15 opposing Defendant's motions to reopen discovery prior to trial;
- 16 (28) Participated in mediation sessions and negotiated the Settlement (as well as the Prior
17 Settlement), drafted and negotiated the term sheets and long-form settlement agreements,
18 and worked on all of the steps necessary to obtain approval for the Settlement, including
19 briefing and arguing preliminary approval of the Settlement, and overseeing the notice to
20 the Class about the Settlement;
- 21 (29) Oversaw the development of the allocation plan for proposed distribution of the net
22 settlement funds to members of the Class;
- 23 (30) Communicated with Class Members about the case; and
24
25
26
27
28

1 (31) Managed, financed, and oversaw the various Supporting Counsel (their attorneys,
2 paralegals, and staff), experts, and other professionals who assisted Co-Lead Class
3 Counsel with the above tasks over the ten-year course of this litigation.

4 3. The lodestar amount reflected in Exhibit A reflects 30,291.80 hours of work and
5 amounts to \$29,754,454.50 at current rates. It reflects work performed by attorneys and professional
6 staff at my firm for the benefit of the *Le* Class. It excludes time for work in *Johnson, et al. v. Zuffa,*
7 *LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff in my
8 firm reflected in Exhibit A are the usual and customary hourly rates used by my firm for the
9 professionals in question on other cases, matters, and/or clients. My firm's work on this case was
10 performed on a wholly contingent basis.

11 4. My firm has expended a total of \$622,466.69 in unreimbursed costs and expenses in
12 connection with the prosecution of the Action from inception of the case through and including October
13 31, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected on the
14 books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were
15 authorized by Co-Lead Class Counsel, and have not been reimbursed. My firm also, and in addition to
16 the unreimbursed costs set forth just above, contributed \$2,180,000.00 to the litigation fund escrow
17 account, which was used for the benefit of the Class, including for expert costs, document storage
18 costs, and other important items. All told, my firm invested \$2,802,466.69 in unreimbursed costs to
19 litigate this case.
20
21
22
23
24
25
26
27
28

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

3
4 Executed on December 20, 2024, in Philadelphia, Pennsylvania.

5
6
7 /s/ Eric L. Cramer
Eric L. Cramer

8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF ERIC L. CRAMER IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES, FOR
REMIBURSEMENT OF EXPENSES, AND FOR SERVICE AWARDS
FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Cramer, Eric	CH	6,515.40	1,390.00	\$9,056,406.00
Madden, Patrick	S	7,245.10	925.00	\$6,701,717.50
Dell’Angelo, Michael	S	4,381.80	1,290.00	\$5,652,522.00
Davis, Joshua Paul	S	919.60	1,325.00	\$1,218,470.00
Noteware, Ellen	S	851.50	1,100.00	\$936,650.00
Caplan, Zachary	S	12.70	900.00	\$11,430.00
Goodwin, Charles P	S	16.70	590.00	\$9,853.00
Paul, Russell	S	4.70	1,050.00	\$4,935.00
Curley, Andrew	S	4.60	980.00	\$4,508.00
Coslett, Caitlin	S	0.60	975.00	\$585.00
Wallin, Michaela Louise	S	0.70	825.00	\$577.50
Cantor, Gary	S	0.60	875.00	\$525.00
Bland, Paul	S	0.30	1,350.00	\$405.00
Carson, Shanon	S	0.30	1,190.00	\$357.00
Langer, David	SC	702.30	870.00	\$611,001.00
Petty, Kerri R	SC	96.50	725.00	\$69,962.50
Simons, Daniel C.	SC	7.60	660.00	\$5,016.00

NAME	POSITION	HOURS	RATE	LODESTAR
Lechtzin, Eric	SC	5.50	680.00	\$3,740.00
Schwartz, Richard D	SC	2.70	850.00	\$2,295.00
Maysey, Robert	OC	426.40	750.00	\$319,800.00
Lambiras, Jon	OC	7.50	860.00	\$6,450.00
Twersky, Martin	OC	4.80	890.00	\$4,272.00
Kahana, Peter	OC	1.80	900.00	\$1,620.00
Montague, Jr., H Laddie	OC	0.30	1,500.00	\$450.00
Davidoff, Merrill	OC	0.30	1,200.00	\$360.00
Suter, Mark	A	4,294.90	575.00	\$2,469,567.50
Jacobs, Najah	A	857.70	650.00	\$557,505.00
Pollock, Julie A	A	110.20	595.00	\$65,569.00
Ripley, Josh	A	134.20	480.00	\$64,416.00
Summers, Matthew	A	25.70	635.00	\$16,319.50
Hollinger, J. Taylor	A	23.60	595.00	\$14,042.00
Gibboney, Kyla J	A	17.10	720.00	\$12,312.00
Boman, Laurel	A	3.80	605.00	\$2,299.00
Seigel, Jessica	LC	9.90	400.00	\$3,960.00
Leo, Susan	PL	889.80	450.00	\$400,410.00
Brandy, Max	PL	474.50	430.00	\$204,035.00
Matteo, Shawn L.	PL	334.20	330.00	\$110,286.00
Ginis, Haroula	PL	90.60	440.00	\$39,864.00
York, Mary	PL	56.00	450.00	\$25,200.00
Willett, Michelle	PL	55.60	405.00	\$22,518.00
Rider-Ivers, Sunshine	PL	79.20	265.00	\$20,988.00
Green, Ruben	PL	49.50	400.00	\$19,800.00
Werwinski, Diane	PL	39.60	440.00	\$17,424.00
Stein, Mark R.	PL	43.70	345.00	\$15,076.50
Choe, Caroline J	PL	24.30	440.00	\$10,692.00
Rowe, Connor Scott	PL	16.70	425.00	\$7,097.50
Hibray, Jean	PL	9.00	450.00	\$4,050.00
Ebbesen, Anne N.	PL	9.20	340.00	\$3,128.00
Filbert, David	PL	6.30	450.00	\$2,835.00
Principato, Michelle R.	PL	7.50	240.00	\$1,800.00
Stires, Tamara X	PL	4.00	425.00	\$1,700.00
Gebo, Rachel	PL	2.10	445.00	\$934.50
Edward, Carlene X	PL	1.60	150.00	\$240.00
Gore, Lynee S.	SA	249.60	840.00	\$209,664.00
Edwards-Smith, Sandra E.	SA	250.50	810.00	\$202,905.00
Badad, David M.	SA	248.20	740.00	\$183,668.00
Baker, Tifanee B.	SA	219.00	720.00	\$157,680.00
Canton, Tayler R.	SA	193.30	650.00	\$125,645.00
Cadet, Denzel RB	SA	168.00	650.00	\$109,200.00
Kemler, Kathrin	SA	4.40	425.00	\$1,870.00
Magnus, Eleanor	LA	6.10	285.00	\$1,738.50
Simon, Connie	LA	3.30	285.00	\$940.50
Hickman, Angela M.	LA	2.50	200.00	\$500.00

NAME	POSITION	HOURS	RATE	LODESTAR
Kabacinski, Jeffrey R.	LA	3.10	150.00	\$465.00
Gionnette, Julie	LA	1.50	285.00	\$427.50
Keenan, Kimberly	LA	0.50	155.00	\$77.50
Fox, Barry J.	IT	37.40	400.00	\$14,960.00
Rajendran, Arun	IT	5.80	200.00	\$1,160.00
McCollum, Sandy	IT	8.20	100.00	\$820.00
Fox, Trevor X	IT	1.10	75.00	\$82.50
Freda, Scott C	C	8.50	550.00	\$4,675.00
TOTAL		30,291.80		\$29,754,454.50

Role Legend

- CH Chairman
- S Shareholder
- SC Senior Counsel
- OC Of Counsel
- C Counsel
- A Associate
- LC Law Clerk
- PL Paralegal
- SA Staff Attorney
- LA Legal Assistant
- IT Information Technology Specialist
- C Consultant

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF ERIC L. CRAMER IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES, FOR
REMIBURSEMENT OF EXPENSES, AND FOR SERVICE AWARDS
FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024**

Category	Amount
Photocopying	\$135,356.98
Service of Process	0.00
Computer Research	\$52,701.96
Court Fees (filings, etc.)	\$2,496.98
Court Reports/Transcripts	\$54.98
Telephone/Fax	\$2,569.72
Postage	\$451.74
Overnight Delivery/Messengers	\$8,910.65
Expert Fees	\$23,212.25
Witness/Service Fees	0.00
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$352,013.26
Database Hosting Services	\$26,131.08
Co-Counsel Fees	0.00
Outside Contractor	\$15,035.00
Publication	\$3,472.10
Miscellaneous	\$59.99
Total	\$622,466.69

EXHIBIT 2

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF DANIEL H. SILVERMAN IN SUPPORT OF PLAINTIFFS' MOTION
FOR AWARD OF ATTORNEYS' FEES, FOR REMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Daniel H. Silverman, declare as follows:

1. I am a Partner at the law firm Cohen Milstein Sellers & Toll PLLC. I submit this declaration in support of Plaintiffs' motion for an award of attorneys' fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the "Action"). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as Co-Lead Class Counsel for Plaintiffs in the Action. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar values at current rates. The

1 schedule attached as Exhibit A sets forth my firm's total hours and lodestar at current rates from
2 inception of the case through and including October 31, 2024. This schedule was prepared from
3 contemporaneous, daily time records prepared and maintained by my firm. In connection with
4 representing the Plaintiffs in the Action, my firm did the following:

- 5 • initiated an investigation of the MMA industry in conjunction with Warner Angle;
- 6 • prepared for and was the primary examiner at the depositions of Denitza Batchvarova (Zuffa),
7 Peter Dropick (Zuffa 30(b)(6)), Ike Lawrence Epstein (Zuffa 30(b)(6)), Michael Mossholder
8 (Zuffa 30(b)(6)), Michael Pine (Zuffa), Jeffrey Aronson (Titan FC), Louis DiBella (DiBella
9 Entertainment), and Leon Margules (Warriors Boxing Promotion), including identifying key
10 documents to be used and drafting extensive deposition outlines; was the supporting examiner
11 at the depositions of Dana White (Zuffa) and Robert Arum (Top Rank, Inc.);
- 12 • was the primary defender at the deposition of Plaintiff Brandon Vera, and the supporting firm
13 defending the depositions of Plaintiff Kyle Kingsbury and Javier Vasquez, and also helped
14 prepare those plaintiffs for their depositions by reviewing their document production and
15 preparing outlines to address the likely areas of questioning;
- 16 • led the search for a sports economist, ultimately retaining Prof. Andrew Zimbalist to perform
17 the work;
- 18 • took the lead in working with Prof. Zimbalist to prepare his opening and rebuttal reports,
19 identifying key materials in support of his opinions, including, without limitation, record
20 evidence and publicly available materials concerning other sports leagues and organizations, as
21 well as consulting with Prof. Zimbalist on Cohen Milstein's depositions of boxing promoters
22 and collection of public materials concerning those promoters, and working with Prof.
23 Zimbalist to respond to defense expert Roger Blair's critiques of Prof. Zimbalist's work;
- 24 • took the lead in preparing Prof. Zimbalist for both of his depositions, and supported the defense
25 of those depositions;
- 26 • assisted expert witness Guy Davis to finalize his expert report;
- 27 • helped prepare Guy Davis for his two depositions and defended both depositions;
- 28 • helped prepare expert witness Dr. Manning for his deposition and supported the defense of that
deposition;
- assisted expert witnesses Dr. Hal Singer and Prof. Zimbalist in the drafting of their expert
reports by collecting the relevant evidence for their review, working closely with them to
develop their impact and damages models;
- helped prepare Dr. Singer for his two depositions and supported the defense of those
depositions;

- 1 • prepared for and were the primary examiners at the depositions of Zuffa’s experts Roger Blair
2 and Elizabeth Kroger Davis;
- 3 • took the lead in drafting the opposition to the motion to exclude the testimony of Guy Davis;
- 4 • helped prepare for the evidentiary hearing on Plaintiffs’ Motion for Class Certification
5 (“Evidentiary Hearing”) and took the lead on responding to Zuffa’s objections to Plaintiffs’
6 proposed exhibits;
- 7 • took the lead preparing the direct examination of Dr. Zimbalist and put on his testimony at the
8 Evidentiary Hearing, took the lead preparing the cross examination of defense expert Roger
9 Blair, and crossed him at the Evidentiary Hearing, and assisted in the preparation of Dr.
10 Singer’s direct examination for the Evidentiary Hearing;
- 11 • assisted in the drafting of a supplemental brief in support of Plaintiffs’ Motion for Class
12 Certification;
- 13 • led the briefing opposing Sparacino’s motion for sanctions against Co-Lead Class Counsel,
14 prepared an affirmative motion seeking an Order prohibiting Sparacino from continuing
15 solicitations of absent class members and to remedy past allegedly improper solicitations, and
16 argued these motions before the Court;
- 17 • contributed to the drafting of Plaintiffs’ opposition to Zuffa’s second motion for summary
18 judgment, and helped to lead Plaintiffs’ opposition to Zuffa’s renewed motion for summary
19 judgment;
- 20 • undertook responsibility for review of the deposition transcripts to identify the witnesses most
21 relevant to trial and noted initial deposition designations for many potential witnesses;
- 22 • assisted in objecting to Zuffa’s deposition designations where appropriate and responding to
23 Zuffa’s objections to Plaintiffs deposition designations;
- 24 • helped monitor, preserve, and search for videos and statements of UFC executives to generate
25 nearly 100 relevant clips for potential use at trial;
- 26 • helped prepare Plaintiffs’ trial exhibit list, as well as prepare objections to Zuffa’s exhibit list,
27 and responses to Zuffa’s objections to Plaintiffs’ exhibit list;
- 28 • took the lead in drafting multiple motions *in limine* and opposing several of Zuffa’s motions *in
limine*;
- took the lead in preparing Prof. Andrew Zimbalist for his direct and cross examinations at trial;
- commenced preparations for the direct examination of Guy Davis at trial;
- prepared direct and/or cross examinations for several fact witnesses at trial;
- prepared the cross examination of defense expert witness Roger Blair;

- 1 • prepared and finalized trial themes, presentations, and arguments, including testing them with
2 mock juries;
- 3 • actively participated in all case mediations and interfaced with clients regarding mediation and
4 settlement strategy.

5 3. The lodestar amount reflected in Exhibit A reflects 21053.5 hours of work and amounts
6 to \$15,015,368.75. It reflects work performed by attorneys and professional staff at, or affiliated with,
7 my firm for the benefit of the Le Class. It excludes time for work in *Johnson, et al. v. Zuffa, LLC, et al.*,
8 No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff in my firm
9 reflected in Exhibit A are the usual and customary hourly rates used by my firm for the professionals in
10 question on other cases, matters, and/or clients. My firm's work on this case was performed on a
11 wholly contingent basis.

12 4. My firm has expended a total of \$168,248.18 in unreimbursed costs and expenses in
13 connection with the prosecution of the Action from inception of the case through and including October
14 31, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected on the
15 books and records of my firm. They were incurred on behalf of the *Le Class* by my firm, were
16 authorized by Co-Lead Counsel, and have not been reimbursed. My firm also contributed \$1,925,000 to
17 the litigation fund escrow account.

18 5. I declare under penalty of perjury under the laws of the United States of America that
19 the foregoing is true and correct. Executed on December 18, 2024, in Boston, MA.
20

21
22
23 /s/ Daniel H. Silverman
24 Daniel H. Silverman

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF DANIEL H. SILVERMAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REIMBURSEMENT
OF EXPENSES, AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Abetti, Jonathan	L	7.25	\$ 300.00	\$ 2,175.00
Axelrod, Matt	P	8	\$ 715.00	\$ 5,720.00
Bournazian, Thea	O	13.25	\$ 450.00	\$ 5,962.50
Bracken, John, A. (Capped Rate)	S	1,584.00	\$ 325.00	\$ 514,800.00
Bracken, John, A. (Uncapped Rate)	S	586.75	\$ 655.00	\$ 384,321.25
Brown, Benjamin, D.	P	1,127.50	\$ 1,240.00	\$ 1,398,100.00
Campbell, Maya	L	241.75	\$ 290.00	\$ 70,107.50
Clarke, Suzanne	O	109	\$ 710.00	\$ 77,390.00
Clayton, Jay	L	13.25	\$ 300.00	\$ 3,975.00
Cobbs, Robert	P	97.75	\$ 895.00	\$ 87,486.25
Cooke, William	L	2.25	\$ 250.00	\$ 562.50
Copenhaver, Carl (Capped Rate)	C	1,918.00	\$ 325.00	\$ 623,350.00
Copenhaver, Carl (Uncapped Rate)	C	1,185.75	\$ 405.00	\$ 480,228.75
Cormier, Christopher, J.	P	5	\$ 710.00	\$ 3,550.00
Dickstein, Nathaniel	L	10.5	\$ 335.00	\$ 3,517.50

1	Dominguez, Manuel	P	91.25	\$ 1,235.00	\$ 112,693.75
2	Dubner, Jeffrey, B.	A	1.5	\$ 530.00	\$ 795.00
3	Gates, Madeleine	O	185.75	\$ 485.00	\$ 90,088.75
4	Gevarter, Laura	A	287.5	\$ 570.00	\$ 163,875.00
5	Gifford, Daniel	A	774.75	\$ 655.00	\$ 507,461.25
6	Griffis, Kathryn	C	1,568.75	\$ 300.00	\$ 470,625.00
7	Gutierrez, Alicia, R.	S	77	\$ 420.00	\$ 32,340.00
8	Guzman, Anna	L	4.5	\$ 380.00	\$ 1,710.00
9	Hafiz, Hiba	A	855.25	\$ 475.00	\$ 406,243.75
10	Hill, Jordan, V.	L	1	\$ 260.00	\$ 260.00
11	Johnson, Brent	P	12	\$ 1,135.00	\$ 13,620.00
12	Kiremerwa, Sentamu	L	0.5	\$ 260.00	\$ 130.00
13	Kitzman, Tracey	C	170.5	\$ 690.00	\$ 117,645.00
14	Koffman, Richard, A.	P	3,651.75	\$ 1,280.00	\$ 4,674,240.00
15	Levens, Emmy	P	22	\$ 920.00	\$ 20,240.00
16	McCuaig, Daniel	P	2	\$ 1,155.00	\$ 2,310.00
17	Miller, Brooke A.	L	4	\$ 380.00	\$ 1,520.00
18	Mogck, Edward	L	4.25	\$ 260.00	\$ 1,105.00
19	Noronha, Alex	L	27.5	\$ 310.00	\$ 8,525.00
20	Nugent, Victoria, S.	P	0.25	\$ 980.00	\$ 245.00
21	Prince, Joshua	S	32.25	\$ 575.00	\$ 18,543.75
22	Robertson, Sharon	P	0.5	\$ 1,040.00	\$ 520.00
23	Ruan, Matthew, W.	C	85	\$ 790.00	\$ 67,150.00
24	Sapperstein, Ethan	S	1,877.25	\$ 325.00	\$ 610,106.25
25	Silverman, Daniel	P	3,925.50	\$ 965.00	\$ 3,788,107.50
26	Small, Daniel	P	37.25	\$ 1,365.00	\$ 50,846.25
27	Sosler, Evan	S	16	\$ 425.00	\$ 6,800.00
28	Szemanski, Ali	L	1.75	\$ 270.00	\$ 472.50
	Taggart, Megan	S	19.5	\$ 300.00	\$ 5,850.00
	Threadgill, Saul	L	83.5	\$ 350.00	\$ 29,225.00
	Toll, Steven, J.	P	6.5	\$ 1,320.00	\$ 8,580.00
	Twigg, Andrew	O	100	\$ 515.00	\$ 51,500.00
	Uuganbayar, Boloroo	A	150.75	\$ 380.00	\$ 57,285.00
	Vike, Marit	L	20	\$ 335.00	\$ 6,700.00
	Weiner, Jessica	A	45.75	\$ 585.00	\$ 26,763.75
	TOTAL		21053.50		\$ 15,015,368.75

Role Legend

- P Partner
 C Counsel/Senior Counsel/Of Counsel
 Of Counsel
 A Associate/Senior Associate
 S Staff Attorney/Contract Attorney
 L Paralegal
 O Other Staff

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF DANIEL H. SILVERMAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REIMBURSEMENT
OF EXPENSES, AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024

Category	Amount
Copying (in house)	\$36.57
Court Costs/Filing Fees	\$2,045.63
Computer Research	\$17,441.01
Delivery/Courier	\$1,349.06
Expert Witness Fees	\$8,937.62
Mailing/Postage	\$10.04
Service of Process	\$4,194.00
Telephone	\$2,411.00
Travel: Airfare/Train	\$43,019.01
Travel: Car rental/taxi/parking	\$9,329.79
Travel: Lodging	\$48,090.10
Travel: Meals	\$21,613.01
Lexus	\$7,329.01
Books/magazines	\$127.86
Conference Room Rental/Meeting	\$2,314.47
Total	\$168,248.18

EXHIBIT 3

1 Joseph R. Saveri (admitted *pro hac vice*)
2 Christopher K.L. Young (admitted *pro hac vice*)
3 Kevin E. Rayhill (admitted *pro hac vice*)
4 Itak Moradi (admitted *pro hac vice*)
5 JOSEPH SAVERI LAW FIRM, LLP
6 601 California Street, Suite 1505
7 San Francisco, California 94108
8 Phone: (415) 500-6800/Fax: (415) 395-9940
9 jsaveri@saverilawfirm.com
10 cyoung@saverilawfirm.com
11 krayhill@saverilawfirm.com
12 imoradi@saverilawfirm.com

13 *Co-Lead Counsel for the Classes and*
14 *Attorneys for Individual and Representative*
15 *Plaintiffs Cung Le, Nathan Quarry, Jon*
16 *Fitch, Luis Javier Vazquez, Brandon Vera,*
17 *and Kyle Kingsbury*

18 **IN THE UNITED STATES DISTRICT COURT**
19 **FOR THE DISTRICT NEVADA**

20 CUNG LE, NATHAN QUARRY, JON FITCH,
21 BRANDON VERA, LUIS JAVIER
22 VAZQUEZ, and KYLE KINGSBURY, On
23 Behalf of Themselves and All Others Similarly
24 Situated,

Case No. 2:15-cv-01045-RFB-BNW

25 Plaintiffs,

26 v.

27 ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
28 CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF JOSEPH R. SAVERI IN SUPPORT OF PLAINTIFFS' MOTION FOR
AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

1 I, Joseph R. Saveri, declare as follows:

2 1. I am the Founder and Managing Partner of the Joseph Saveri Law Firm, LLP (“JSLF”). I
3 submit this Declaration in support of Plaintiffs’ motion for an award of attorneys’ fees and expenses in
4 connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC,*
5 *d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I
6 am fully familiar with this Action and have personal knowledge of the matters set forth in, and attached
7 to, this Declaration.

8 2. JSLF served as Co-Lead Class Counsel for Plaintiffs and the Class in the Action. The
9 schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and
10 other professional staff from JSLF who have worked on this Action, the number of hours each of those
11 individuals worked, their current hourly billing rates, and their respective lodestar values at current
12 rates. The schedule attached as Exhibit A sets forth JSLF’s total hours and lodestar at current rates from
13 inception of the case through and including October 31, 2024. This schedule was prepared from
14 contemporaneous, daily time records prepared and maintained by JSLF.

15 3. In connection with representing the Plaintiffs in the Action, JSLF has been actively
16 involved in the prosecution of the Action since before the first complaint was filed, including
17 conducting pre-filing factual investigation and helping to draft and file five individual complaints on
18 behalf of 11 named plaintiffs in the United States District Court for the Northern District of California.
19 In connection with those filings JLSF vetted the named potential plaintiffs, and other potential plaintiffs
20 as well. JSLF also helped draft the Consolidated Amended Antitrust Class Action Complaint. ECF No.
21 208. JSLF was actively involved in drafting and filing early litigation documents, including motions to
22 consolidate and relate the cases and to appoint lead counsel, as well as oppositions to Defendant’s
23 motion to transfer and their motions to dismiss. JSLF also helped negotiate and draft the Stipulated ESI
24 Protocol and Stipulated Protective Order. JSLF supervised and participated in the review of hundreds
25 of thousands of documents, videos, pictures, emails, text messages and social media posts collected
26 from the named Plaintiffs, resulting in the production to Defendant of tens of thousands of Plaintiffs’
27 responsive documents. JSLF helped to draft extensive written discovery, including two sets of requests
28 for production which resulted in Defendant’s production of more than 775,000 documents totaling

1 more than 3 million pages, which JSLF then supervised and participated in the review of. JSLF also
 2 helped draft four sets of interrogatories, and worked with the named Plaintiffs to craft written responses
 3 to Defendants' interrogatories. JSLF participated in numerous meet and confer telephone calls and
 4 other sessions negotiating search terms and custodians and other issues relating the production of
 5 electronically stored information. JSLF engaged in extensive motion practice relating to discovery of
 6 Defendant's documents, including motions to compel and motions to challenge privilege. JSLF
 7 participated in numerous hearings and conferences before Magistrate Judge Leen regarding discovery
 8 and other case management issues. JSLF drafted or helped draft 21 third party document subpoenas and
 9 engaged in extensive negotiations and motion practice to secure the production of responsive
 10 documents, including miscellaneous actions to enforce subpoenas brought in district courts throughout
 11 the United States. JSLF worked with Plaintiffs' experts to help draft a total of 9 expert reports and
 12 helped prepare the experts for their depositions. JSLF researched, prepared for, and took the
 13 depositions of 13 fact witnesses and one expert witness, and defended four depositions of Plaintiffs'
 14 experts, as shown in the following chart:

Deponent	Employer	Date	JSLF Role
Dropick, Peter	Zuffa	12/1/2016	Lead
Epstein, Ike	Zuffa	12/2/2016	Lead
Long, Tracy	Zuffa	1/26/2017	Lead
Zelaznik, Marshall	Zuffa	2/8/2017	Lead
Lappen, Jeremy	Former Fighter Manager	2/28/2017	Lead
Knapp, Shannon	Invicta FC	4/11/2017	Lead
Mulkey, John	Zuffa	4/19/2017	Lead
Hertig, John	Zuffa	4/27/2017	Lead
Bidarian, Nakisa	Zuffa	5/5/2017	Lead
Epstein, Ike	Zuffa	5/26/2017	Lead
Simon, Andrew	AXS TV	7/19/2017	Lead
Epstein, Ike	Zuffa	7/21/2017	Lead
Epstein, Ike	Zuffa	8/15/2017	Lead
Zimbalist, Andrew	Plaintiffs' Expert	9/25/2017	Defend
Singer, Hal	Plaintiffs' Expert	9/27/2017	Defend
Oyer, Paul	Defendant's Expert	11/29/2017	Lead
Singer, Hal	Plaintiffs' Expert	1/23/2018	Defend
Manning, Alan	Plaintiffs' Expert	2/8/2018	Defend

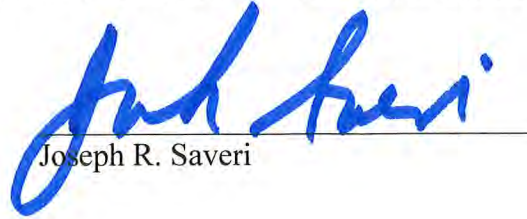
1 4. JSLF helped research and draft Plaintiffs' briefing relating to dispositive and other key
2 motions, including Plaintiffs' motion for class certification and reply in support thereof, motions to
3 exclude Defendant's experts, oppositions to Defendant's motions to exclude Plaintiffs' experts, and
4 opposition to Defendant's motion for summary judgment. These were massive projects resulting in the
5 filing of several hundred pages of briefs, expert reports, and supporting evidence.

6 5. JSLF prepared for trial, including helping to draft and negotiate jury instructions,
7 motions in limine, and stipulated fact statements, designating witness deposition testimony, identifying
8 and preparing witnesses for trial, and participating in work with jury consultants. JSLF was also an
9 active participant in multiple mediation sessions, conducted with respected mediators, beginning in late
10 2023 that eventually led to the successful resolution of the Action.

11 6. The lodestar amount reflected in Exhibit A reflects 23,295.50 hours of work and
12 amounts to \$15,938,982.00. It reflects work performed by attorneys and professional staff at, or
13 affiliated with, my firm for the benefit of the *Le* Class. It excludes time for work in *Johnson, et al. v.*
14 *Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff
15 in my firm reflected in Exhibit A are the usual and customary hourly rates used by my firm for the
16 professionals in question on other cases, matters, and/or clients. My firm's work on this case was
17 performed on a wholly contingent basis.

18 7. JSLF has expended a total of \$782,273.78 in unreimbursed costs and expenses in
19 connection with the prosecution of the Action from inception of the case through and including October
20 31, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected on the
21 books and records of JSLF. They were incurred on behalf of the *Le* Class by JSLF, were authorized by
22 Co-Lead Counsel, and have not been reimbursed. JSLF also contributed \$1,905,000.00 to the litigation
23 fund used to pay common litigation expenses.
24
25
26
27
28

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct. Executed on December 17, 2024, in San Francisco, California.

3
4 
5 Joseph R. Saveri
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF JOSEPH R. SAVERI IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT
OF EXPENSES, AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Joseph R. Saveri	P	1963.50	1400.00	\$2,748,900.00
Chris Young	P	830.30	1100.00	\$913,330.00
Kevin Rayhill	A	6482.20	800.00	\$5,185,760.00
Ryan J McEwan	A	12.80	575.00	\$7,360.00
Matthew S. Weiler	A	1444.40	600.00	\$866,640.00
Jiamie Chen	A	336.50	635.00	\$213,677.50
Elissa Buchanan	A	353.90	650.00	\$230,035.00
Joshua P. Davis	A	2539.60	900.00	\$2,285,640.00
Chelsea M. Forthuber	L	114.30	275.00	\$31,432.50
Jonathan W. Fu	L	58.80	340.00	\$19,992.00
Lawrence Teal	L	60.50	250.00	\$15,125.00
John A La Pietra	O	27.80	350.00	\$9,730.00
Prem Lall	L	278.60	340.00	\$94,724.00
Benjamin Lang	L	71.10	350.00	\$24,885.00
Brian Lowry	A	2667.00	325.00	\$866,775.00

1	James C. Macdonald	A	2218.40	325.00	\$720,980.00
2	Jonathan Risos	A	1469.10	325.00	\$477,457.50
3	Daniel VanDeMortel	O	77.30	420.00	\$32,466.00
4	Tyler Hollingsworth	A	24.00	325.00	\$7,800.00
5	Lisa Bellard	A	665.50	325.00	\$216,287.50
6	Ryan Malhan	L	23.50	250.00	\$5,875.00
7	Alisa Hudson	L	34.60	350.00	\$12,110.00
8	Heaven Haile	L	600.30	650.00	\$390,195.00
9	Amy Ortiz	O	15.80	400.00	\$6,320.00
10	Nanci Murdock	A	33.30	325.00	\$10,822.50
11	Regan Yamasaki	A	31.20	325.00	\$10,140.00
12	Ashleigh N. Jensen	L	17.50	625.00	\$10,937.50
13	Amelia G. Bonilla	O	11.00	400.00	\$4,400.00
14	Aaron Cera	A	134.40	550.00	\$73,920.00
15	Amara A. Getzell	L	33.30	550.00	\$18,315.00
16	Alex Zeng	A	91.80	300.00	\$27,540.00
17	Itak Moradi	A	404.20	800.00	\$323,360.00
18	Alice Ilie	L	169.00	450.00	\$76,050.00
19					
20	TOTAL		23,295.50		\$15,938,982.00

Role Legend

Partner/Principal/Shareholder/Director/Owner	P
Counsel/Senior Counsel/Of Counsel	C
Associate/Senior Associate	A
Staff Attorney/Contract Attorney	S
Paralegal	L
Other Staff	O

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF JOSEPH R. SAVERI IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT
OF EXPENSES, AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024**

Category	Amount
Photocopying	\$68,324.93
Service of Process	\$3,239.61
Computer Research	\$514,290.80
Court Fees (filing etc.)	\$4,884.05
Court Reports/ Transcripts	\$2,271.40
Telephone / Fax	--
Postage	--
Overnight Delivery / Messengers	\$7,893.50
Expert Fees	--
Witness / Service Fees	\$852.31
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$161,396.55
Database Hosting Services	--
Co-Counsel Fees	--
Publication	--
Miscellaneous - Trial Exhibits / Other	\$19,120.63
TOTALS:	\$782,273.78

EXHIBIT 4

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF JEROME K. ELWELL IN SUPPORT OF PLAINTIFFS’ MOTION FOR
AWARD OF ATTORNEYS’ FEES, FOR REMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Jerome K. Elwell, declare as follows:

1. I am the President and Chairman of the Board of Directors of the law firm Warner Angle Hallam Jackson & Formanek PLC. I submit this declaration in support of Plaintiffs’ motion for an award of attorneys’ fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I am fully familiar with this Action and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar values at current rates. The schedule attached as Exhibit A sets forth my firm’s total hours and lodestar at current rates from inception of the case through and including October 31, 2024. This schedule was prepared from contemporaneous, daily time records prepared and maintained by my firm. In connection

1 with representing the Plaintiffs in the Action, my firm did the following: researched and developed the
2 fundamental factual predicate and legal bases for this litigation, including but not limited to:
3 interviewing multiple then-current and former UFC fighters, MMA fighter managers, sponsors and
4 trainers as to their experiences with the UFC and the MMA industry more generally; researched and
5 evaluated potential claims against Zuffa and other potential defendants based on these interviews;
6 drafting executive level summaries for analysis by co-lead counsel in developing claims for violation of
7 the Sherman Act; and traveling to multiple MMA gyms to explain the claims and garner support for the
8 subject litigation among UFC fighters. During the multiple years this case has been pending,
9 members of my firm have participated in nearly every aspect of the litigation, including the drafting
10 and editing of the Complaint, analysis and editing of the numerous motions and responses filed in this
11 case, including Defendant's motion to dismiss and motions relating to the scope and propriety of
12 discovery before the assigned magistrate judge. Members of our firm participated in the first-level
13 document review, and then members of our firm also assisted Co-Lead Counsel in supervising that
14 first-level document review. Members of our firm also participated in second level review of document
15 productions from both Zuffa and third party sources and assisted in the identification of priority level
16 documents (*i.e.*, "hot documents") used to prepare motions, deposition outlines and evidentiary
17 presentations to the Court. Members of our firm also assisted in the identification of relevant third
18 parties for purposes of service of subpoenas, took depositions of third-party witnesses, and assisted in
19 the creation of deposition outlines for both defendant's employees and non-party witnesses. With
20 regard to each of the Class Representatives, members of my firm participated in their preparation for
21 depositions and reviewed each deposition transcript with the Class Representatives to assure accuracy.
22 Also, members of my firm acted as the primary conduit of information between co-lead counsel, the
23 Class Representatives and members of the class as litigation continued over a multi-year period.
24 Members of my firm provided consistent updates to Class Representatives and reported questions,
25 concerns and perspectives of the class representatives and members of the class to co-lead counsel.
26 Members of Warner Angle also assisted in the preparation for and participation in multiple settlement
27 conferences with a private mediator which ultimately led to multi-million dollar settlement offers. As
28 trial approached, members of my firm participated in the preparation of Class Representatives and trial

1 witnesses for trial, devoting substantial time to developing Class Representative narratives and
2 storylines in witness summaries for developing their direct examination scripts.

3 3. The lodestar amount reflected in Exhibit A reflects 15,736.50 hours of work and
4 amounts to \$7,705,413.00. It reflects work performed by attorneys and professional staff at, or
5 affiliated with, my firm for the benefit of the *Le* Class. It excludes time for work in *Johnson, et al. v.*
6 *Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff
7 in my firm reflected in Exhibit A are the usual and customary hourly rates used by my firm for the
8 professionals in question on other cases, matters, and/or clients. My firm's work on this case was
9 performed on a wholly contingent basis.

10 4. My firm has expended a total of \$269,119.18 in unreimbursed costs and expenses in
11 connection with the prosecution of the Action from inception of the case through and including October
12 31, 2024. These costs are set forth in the Schedule attached as Exhibit B and are reflected on the books
13 and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were authorized by
14 Co-Lead Counsel, and have not been reimbursed. My firm did not contribute to the litigation fund
15 escrow account but instead paid the costs reflected on Exhibit B directly.

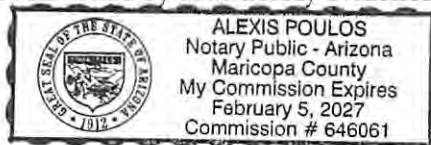
17 5. I declare under penalty of perjury under the laws of the United States of America that
18 the foregoing is true and correct.

19 Executed on December 16, 2024.

20 
21 Jerome K. Elwell

22 STATE OF ARIZONA)
23 County of Maricopa) ss.

24 **SUBSCRIBED AND SWORN TO** before me this 16th day of December, 2024, by Jerome K. Elwell,
25 whose identity was proven to me by satisfactory evidence.



27 
28 Notary Public

Seal and commission expiration date:

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF JEROME K. ELWELL IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Andrea Simbro	C	60.60	\$350.00	\$21,210.00
Andrea Simbro	C	160.30	\$325.00	\$52,097.50
Dean Formanek	C	24.80	\$645.00	\$15,996.00
Dean Formanek	C	79.00	\$325.00	\$25,675.00
Erin Bailey	PL	1.10	\$150.00	\$165.00
James Valletta	C	414.20	\$495.00	\$205,029.00
James Valletta	C	305.80	\$325.00	\$99,385.00
Jerome Elwell	CH	2,573.70	\$600.00	\$1,544,220.00
Jerome Elwell	CH	4.40	\$325.00	\$1,430.00
Joel Hoffman	C	2.50	\$400.00	\$1,000.00

1	John Powers	CA	1,176.20	\$325.00	\$382,265.00
2	Kimberly Creasy	O	64.60	\$175.00	\$11,305.00
3	Leigh Ann Spriggs	PL	12.90	\$185.00	\$2,386.50
4	Matthew Pierce	C	251.10	\$405.00	\$101,695.50
5	Matthew Pierce	C	127.50	\$325.00	\$41,437.50
6	Michelle Wood	PL	8.40	\$175.00	\$1,470.00
7	Nadia Cunningham	O	5.30	\$125.00	\$662.50
8	Phillip Visnansky	C	12.40	\$460.00	\$5,704.00
9	Peter Foster	C	11.80	\$410.00	\$4,838.00
10	Peter Foster	C	53.90	\$325.00	\$17,517.50
11	Robert Maysey	C	6,507.00	\$600.00	\$3,904,200.00
12	Robert Maysey	C	28.30	\$325.00	\$9,197.50
13	Steven Jackson	C	21.90	\$325.00	\$7,117.50
14	Tara Nordquist	C	946.40	\$360.00	\$340,704.00
15	Tara Nordquist	C	593.90	\$325.00	\$193,017.50
16	Teresa Monarski	PL	178.90	\$175.00	\$31,307.50
17	Trina Bentley	O	7.60	\$175.00	\$1,330.00
18	Yvonne Tindell	A	2.00	\$275.00	\$550.00
19	Yvette Edmond	CA	2,100.00	\$325.00	\$682,500.00
20	TOTAL		15,736.50		\$7,705,413.00

Role Legend

25	CH	Chairman	LC	Law Clerk
26	S	Shareholder	PL	Paralegal
27	SC	Senior Counsel	CA	Contract Attorney
28	OC	Of Counsel	O	Other Staff
	C	Counsel		
	A	Associate		

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF JEROME K. ELWELL IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through February 29, 2024**

Category	Amount
Photocopying	\$11,131.05
Service of Process	\$6,872.48
Computer Research	\$31,740.63
Court Fees (filings, etc.)	\$2,026.36
Court Reports/Transcripts	\$70.91
Telephone/Fax	\$78.80
Postage	\$5,425.93
Overnight Delivery/Messengers	\$146.97
Expert Fees	\$574.64
Witness/Service Fees	
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$160,549.38
Database Hosting Services	
Co-Counsel Fees	
Outside Contractor	\$38,435.23
Publication	
Miscellaneous	\$9,756.49
Total	\$269,119.18

EXHIBIT 5

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF DON SPRINGMEYER IN SUPPORT OF PLAINTIFFS’ MOTION FOR
AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Don Springmeyer, declare as follows:

1. I am the senior counsel of the law firm Kemp Jones, LLP, personally in charge of, most knowledgeable about, and responsible for all aspects of the attorney work and time entries posted for the *Le v. Zuffa* litigation, and personally in charge of, most knowledgeable about, and responsible for all aspects of the costs and expenses posted for the *Le v. Zuffa* litigation.

2. My firm served as counsel for Plaintiffs in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”), working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar values at current rates. The schedule attached as Exhibit A sets forth my firm’s total hours and lodestar

1 at current rates from inception of the case through and including October 31, 2024. This schedule was
 2 prepared from contemporaneous, daily time records prepared and maintained by my firm. In connection
 3 with representing the Plaintiffs in the Action, my firm did the following:

- 4 • Received, reviewed, digested, assisted in drafting, and/or supervised filings and related
 5 materials for compliance with the District of Nevada's Local Rules and to provide input
 6 and edits to the same, including but not limited to: sealing/unsealing documents, Pro Hac
 7 Vice applications, the withdrawal counsel, the solicitation of class members, motions
 8 regarding supplemental authorities, motions for status conferences, motions to reset
 9 deadlines, motions for summary judgment, motions for class certification, a Federal Rule
 10 of Civil Procedure 23(f) Petition, motions to reopen discovery and/or amend scheduling
 11 orders, Class Notice programs, motions to consolidate, an ESI Protocol, a Protective
 12 Order, motions to strike, *Daubert* motions, a jury questionnaire, amended Initial
 13 Disclosures, motions in limine, and motions for preliminary approval of class settlements,
 14 among others;
- 15 • Received, reviewed, and digested Minute Orders, Orders, and other communications from
 16 the Court and its staff in order to provide guidance for Plaintiffs' Counsel and to monitor
 17 the progress of the Action;
- 18 • Communicated with Plaintiffs' Counsel by various methods, reviewed and participated in
 19 drafting relevant documents, and advised Plaintiffs' Counsel in connection with various
 20 matters including the Scott + Scott solicitation of class members and Dana White's
 21 comments regarding the Court;
- 22 • Reviewed and digested Ninth Circuit and District of Nevada opinions relevant to and
 23 issued during the pendency of the Action in order to advise and assist Plaintiffs' Counsel;
- 24 • Prepared for, travelled to, and participated in various hearings before the Court;
- 25 • Prepared for and participated in conferences between Plaintiffs' Counsel and the
 26 Department of Justice;
- 27 • Monitored, digested, and communicated with Plaintiffs' Counsel regarding press releases
 28 and other public discourse regarding the Action;
- Monitored, digested, and communicated with Plaintiffs' Counsel regarding Minute Orders
 and Orders from the Court regarding proposed class settlements;
- Reviewed, researched, and drafted memorandums and other communications to Plaintiffs'
 Counsel regarding the District of Nevada's Local Rules, voir dire and jury selection in the
 District of Nevada, Class Notices in the District of Nevada, pre-trial matters, executing
 on a judgment and bonding an appeal in the District of Nevada and Ninth Circuit,
 similarities and differences between Nevada and Federal Rules of Evidence, and potential
 voir dire questions;
- Traveled to or virtually attended and participated in Plaintiffs' Counsel team meetings,
 trial preparations meetings, jury focus group sessions, the preparation session for
 Plaintiffs' expert Hal Singer, and mock jury proceedings;
- Obtained, reviewed, advised on, and circulated hearing transcripts;
- Reviewed, digested, and discussed potential materials and exhibits to be used at trial with
 Plaintiffs' Counsel;
- Reviewed, digested, and discussed Defendant's List of Exhibits for Trial, List of Motions
 in Limine, and Trial Brief;

- Reviewed, digested relevant materials, and discussed with Plaintiffs' Counsel the potential testimony of Jeff Quinn at trial.

3. The lodestar amount reflected in Exhibit A is for work performed by attorneys and professional staff at, or affiliated with, my firm for the benefit of the *Le* Class. It excludes time for work in *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff in my firm reflected in Exhibit A are the usual and customary hourly rates used by my firm for the professionals in question on other cases, matters, and/or clients. My firm's work on this case was performed on a wholly contingent basis.

4. My firm has expended a total of \$11,276.94 in unreimbursed costs and expenses in connection with the prosecution of the Action from inception of the case through and including October 31, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected on the books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were authorized by Co-Lead Counsel, and have not been reimbursed. My firm also contributed \$57,500.00 to the litigation fund escrow account.

5. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 19, 2024, in Phillips, Wisconsin.

/s/ Don Springmeyer
Don Springmeyer

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF DON SPRINGMEYER IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Don Springmeyer	C	284.00	\$750.00	\$213,000.00
Michael Gayan	P	22.70	\$550.00	\$12,485.00
Joseph Laurita	A	76.40	\$325.00	\$24,830.00
Chad Aronson	A	6.20	\$350.00	\$2,170.00
Nicole McLeod	L	1.60	\$225.00	\$360.00
Lexi Anderson	L	1.50	\$225.00	\$337.50
J. Randall Jones	P	2.60	\$750.00	\$1,950.00
Mona Kaveh	P	0.40	\$500.00	\$200.00
TOTAL		395.40		\$255,332.50

Role Legend

- P Partner
- C Senior Counsel
- A Associate
- L Paralegal

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF DON SPRINGMEYER IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024

Category	Amount
Photocopying	\$5.50
Delivery/Courier	\$120.00
Computer Research	\$5,775.67
Printing/Binding	\$2,481.21
Court Reports/Transcripts	\$80.40
Mailing/Postage	\$1.76
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$2,461.88
Miscellaneous	\$350.52
Total	\$11,276.94

EXHIBIT 6

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF CRANE M. POMERANTZ, ESQ. IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Crane M. Pomerantz, declare as follows:

1. I am a Member of the law firm Clark Hill PLC. I submit this declaration in support of Plaintiffs’ motion for an award of attorneys’ fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar values at current rates. The schedule attached as Exhibit A sets forth my firm’s total hours and lodestar

1 at current rates from inception of the case through and including October 31, 2024. This schedule was
2 prepared from contemporaneous, daily time records prepared and maintained by my firm. My firm was
3 retained to serve as co-trial counsel in this matter, towards that end, we: assisted in the preparation of
4 witness and exhibit lists, witness direct and cross examinations (including identifying key documents to
5 be used as exhibits), witness preparation (including, specifically multiple meetings with the named
6 plaintiffs), opening and closing arguments, and spent considerable time conferring with co-counsel on
7 matters impacting trial strategy.
8

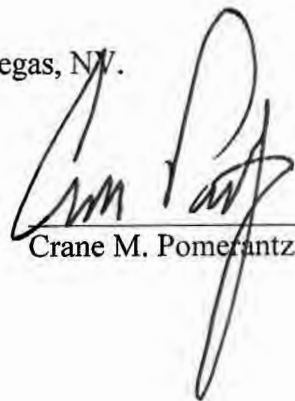
9 3. The lodestar amount reflected in Exhibit A is for work performed by attorneys and
10 professional staff at, or affiliated with, my firm for the benefit of the *Le Class*. It excludes time for
11 work in *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the
12 attorneys and professional staff in my firm reflected in Exhibit A are the usual and customary hourly
13 rates used by my firm for the professionals in question on other cases, matters, and/or clients. My
14 firm's work on this case was performed on a wholly contingent basis.
15

16 4. My firm has not incurred any costs or expenses in connection with the prosecution of the
17 Action and did not contribute to the litigation fund escrow account.

18 5. I declare under penalty of perjury under the laws of the United States of America that
19 the foregoing is true and correct.
20

21 Executed on December 18, 2024, in Las Vegas, NV.

22
23
24
25
26
27
28



Crane M. Pomerantz

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situating,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF [INSERT] IN SUPPORT OF PLAINTIFFS'
MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Crane Pomerantz	S	206.60	800	\$165,280.00
Austin Barnum	A	4.9	385	\$1886.50
Clarissa Reyes	PL	.40	300	\$120.00
TOTAL		211.90		\$167,286.50

Role Legend

CH Chairman
S Shareholder
SC Senior Counsel
OC Of Counsel
C Counsel
A Associate
LC Law Clerk

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

PL Paralegal
CA Contract Attorney

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF [INSERT] IN SUPPORT OF PLAINTIFFS'
MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024**

Category	Amount
Photocopying	N/A
Service of Process	N/A
Computer Research	N/A
Court Fees (filings, etc.)	N/A
Court Reports/Transcripts	N/A
Telephone/Fax	N/A
Postage	N/A
Overnight Delivery/Messengers	N/A
Expert Fees	N/A
Witness/Service Fees	N/A
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	N/A
Database Hosting Services	N/A
Co-Counsel Fees	N/A
Outside Contractor	N/A
Publication	N/A
Miscellaneous	N/A
Total	--

EXHIBIT 7

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF JOHN RADICE IN SUPPORT OF PLAINTIFFS’ MOTION FOR
AWARD OF ATTORNEYS’ FEES, FOR REMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, John Radice, declare as follows:

1. I am the managing partner of the Radice Law Firm, P.C. I submit this declaration in support of Plaintiffs’ motion for an award of attorneys’ fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates as well as a capped rate for document review, and their respective lodestar values at those rates. The schedule attached as Exhibit A

1 sets forth my firm's total hours and lodestar at current rates from inception of the case through and
2 including February 29, 2024. This schedule was prepared from contemporaneous, daily time records
3 prepared and maintained by my firm. In connection with representing the Plaintiffs in the Action, my
4 firm did the following:

- 5 • Document Review and Analysis: Conducted extensive document review across
6 multiple batches, including documents from WME, Raine, Deutsche Bank, Proskauer,
7 Robinson, and others, identified and analyzed hot documents for case and depo
8 relevance, prepared weekly memos and charts summarizing findings from doc reviews,
9 participated in regular calls to resolve coding and procedural issues, and reviewed key
10 materials, including case complaints and protocols.
- 11 • Subpoena Preparation and Coordination: Managed third-party subpoenas for
12 Paradigm Sports Management, Denaro Sports Marketing, CAA, WME, and Raine,
13 including preparation of subpoenas and schedule A's, service logistics,
14 tracking/birdogging efforts, coordination with relevant parties such as attorneys,
15 service providers, and law enforcement on complex subpoena requirements, and
16 maintaining/updating subpoena tracking spreadsheet.
- 17 • Case Strategy, Client Interaction and Team Collaboration: Engaged in regular
18 communications with attorneys, clients, co-counsel, and team members to strategize on
19 case developments including for class certification and expert reports, address discovery
20 issues, address case staffing and procedural updates, and prepare motions and joint
21 status reports.
- 22 • Deposition Preparation: Prepared for 30(b)(6) depositions of Raine and WME by
23 (a) drafting and revising the deposition notice and topics, (b) organizing documents and
24
25
26
27
28

1 compiling a document key for depo prep, (c) drafting and refining outlines for the
2 depositions, and (d) coordinating scheduling with the court reporter and team members.

3 3. The lodestar amount reflected in Exhibit A is for work performed by attorneys and
4 professional staff at, or affiliated with, my firm for the benefit of the *Le* Class. It excludes time for
5 work in *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the
6 attorneys and professional staff in my firm reflected in Exhibit A are the usual and customary hourly
7 rates used by my firm for the professionals in question on other cases, matters, and/or clients, as well as
8 a capped rate for document review work. My firm's work on this case was performed on a wholly
9 contingent basis.
10

11 4. My firm has expended a total of \$812.53 in unreimbursed costs and expenses in
12 connection with the prosecution of the Action from inception of the case through and including
13 February 29, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected
14 on the books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were
15 authorized by Co-Lead Counsel, and have not been reimbursed. My firm also contributed \$225,000.00
16 to the litigation fund escrow account, and that too has not been reimbursed.
17

18 5. I declare under penalty of perjury under the laws of the United States of America that
19 the foregoing is true and correct. Executed on December 19, 2024, in Princeton, NJ.
20

21
22
23
24 
25 _____
26 John Radice
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF JOHN RADICE IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Reported Total Hours and Lodestar
Inception through February 29, 2024

NAME	POSITION	HOURS	RATE	LODESTAR
John Radice	P	64.9	\$945	\$61,330.50
April Lambert	P	587.7	\$785	\$461,344.50
April Lambert (doc review)	P	510.5	\$325	\$165,912.50
Kenneth Pickle	P	84.5	\$750	\$63,375
Kenneth Pickle (doc review)	P	48.8	\$325	\$15,860
Daniel Rubenstein	P	0.9	\$785	\$706.50
Rishi Raithatha	OC	86.8	\$675	\$58,590
Rishi Raithatha (doc review)	OC	1,569.0	\$325	\$509,925
TOTAL		2,953.1		\$1,337,044

Role Legend

P Partner
OC Of Counsel
A Associate

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF JOHN RADICE IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through February 29, 2024**

Category	Amount
Photocopying	\$154.10
Service of Process	
Computer Research	
Court Fees (filings, etc.)	\$25.00
Court Reports/Transcripts	
Telephone/Fax	
Postage	
Overnight Delivery/Messengers	\$90.00
Expert Fees	
Witness/Service Fees	\$248.25
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$295.18
Database Hosting Services	
Co-Counsel Fees	
Outside Contractor	
Publication	
Miscellaneous	
Total	\$812.53

EXHIBIT 8

1
2
3
4
5
6
7
8
9
10
11
12
13

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**DECLARATION OF WILLIAM G. CALDES IN SUPPORT OF PLAINTIFFS' MOTION FOR
AWARD OF ATTORNEYS' FEES, FOR REMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, William G. Caldes, declare as follows:

1. I am a Partner of the law firm of Spector, Roseman & Kodroff (SRK). I submit this declaration in support of Plaintiffs' motion for an award of attorneys' fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the "Action"). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar


1 values at current rates. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar
2 at current rates from inception of the case through and including February 29, 2024. This schedule was
3 prepared from contemporaneous, daily time records prepared and maintained by my firm. In connection
4 with representing the Plaintiffs in the Action, my firm did the following: SRK drafted initial complaints
5 on behalf of its individual clients. SRK worked with Co-Lead Counsel regarding the consolidation of
6 all filed cases. SRK has corresponded with and attended conference calls with Co-Lead Counsel
7 throughout the case concerning the status and strategy for litigating this matter. SRK has kept in
8 constant contact with its clients throughout the litigation and has updated its clients on relevant matters
9 and issues in the case. SRK has created and worked on various issues with its clients, including
10 drafting document retention letters for clients, collecting all relevant ESI materials from clients,
11 attending calls with ESI class experts regarding clients data collection, and collecting hard copy
12 materials from its clients for review for production of relevant materials to Defendants in response to
13 Defendants' request for production of documents. SRK also interacted with clients and co-lead counsel
14 regarding preparation of the Consolidated Amended Complaint (CAC). This entailed reviewing client
15 materials and discussing with clients their knowledge of the case for inclusion in the CAC. SRK
16 drafted third party subpoenas to outside promoters, specifically for Jeremy Lappen; Titan FC, LLC.;
17 Lex McMahon of Titan FC, LLC.; and Invicta Fighting Championships, LLC. for materials to be
18 produced relevant to this litigation. SRK corresponded with, performed meet and confers with, and
19 negotiated document productions with all the listed third parties for their relevant materials to assist
20 plaintiffs' allegations in the case. SRK participated in the review of plaintiffs' documents which
21 entailed the review and evaluation of plaintiffs' materials for relevancy and privilege resulting in which
22 documents would be produced to Defendants in response to Defendants' Request for Production. SRK
23 also participated in the review of the Defendants' production of documents. Plaintiffs reviewed these
24 documents to evaluate the value of the produced documents for the litigation. Plaintiffs specifically
25
26
27
28

1 reviewed the produced documents to find key materials that would assist the class in the prosecution of
2 this litigation relating to the fighter's contracts, in support of the allegations in the case, to be use in the
3 taking of depositions of Defendants, and inclusion in Plaintiffs' moving papers.
4

5 3. The lodestar amount reflected in Exhibit A reflects 2879.05 hours of work and amounts
6 to \$1,102,436.25. It reflects work performed by attorneys and professional staff at, or affiliated with,
7 my firm for the benefit of the *Le* Class. It excludes time for work in *Johnson, et al. v. Zuffa, LLC, et al.*,
8 No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and professional staff in my firm
9 reflected in Exhibit A are the usual and customary hourly rates used by my firm for the professionals in
10 question on other cases, matters, and/or clients. My firm's work on this case was performed on a
11 wholly contingent basis.
12

13 4. My firm has expended a total of \$2,525.09 in unreimbursed costs and expenses in
14 connection with the prosecution of the Action from inception of the case through and including
15 February 29, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected
16 on the books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were
17 authorized by Co-Lead Counsel, and have not been reimbursed. My firm also contributed \$275,000.00
18 to the litigation fund escrow account.
19

20 5. I declare under penalty of perjury under the laws of the United States of America that
21 the foregoing is true and correct. Executed on December 19, 2024, in Philadelphia, Pa.
22

23 
24 William G. Caldes
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF WILLIAM G. CALDES IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES,
FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through February 29, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
JAY COHEN	SC	130.75	705.00	\$ 92,178.75
WILLIAM CALDES	S	94.90	975.00	\$ 92,527.50
EUGENE SPECTOR	S	5.20	1100.00	\$ 5,720.00
JEFFREY CORRIGAN	S	11.25	975.00	\$ 10,968.75
CHARLES BRIGLIA	PL	37.50	250.00	\$ 9,375.00
JEFFREY SPECTOR	S	4.25	850.00	\$ 3,612.50
RACHEL KOPP	OC	127.45	675.00	\$ 86,028.75
PETER MC CANN	CA	658.10	325.00	\$ 213,882.50
KATHRYN HESTER	A	4.10	400.00	\$ 1,640.00
GERRI DE MARSHALL	PL	27.25	320.00	\$ 8,720.00
HEIDI KESCHENAT	CA	1777.30	325.00	\$ 577,622.50
CHARIYA SREY	PL	1.00	160.00	\$ 160.00
TOTAL		2879.05		\$1,102,436.25

Role Legend

CH Chairman
S Shareholder

1 SC Senior Counsel
2 OC Of Counsel
3 C Counsel
4 A Associate
5 LC Law Clerk
6 PL Paralegal
7 CA Contract Attorney
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF WILLIAM G. CALDES IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES,
FOR REMBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through February 29, 2024**

Category	Amount
Photocopying	368.00
Service of Process	
Computer Research	332.75
Court Fees (filings, etc.)	1685.00
Court Reports/Transcripts	
Telephone/Fax	9.79
Postage	
Overnight Delivery/Messengers	129.55
Expert Fees	
Witness/Service Fees	
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	
Database Hosting Services	
Co-Counsel Fees	
Outside Contractor	
Publication	
Miscellaneous	
Total	2525.09

EXHIBIT 9

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**DECLARATION OF MICHAEL WOLF IN SUPPORT OF PLAINTIFFS’ MOTION FOR
AWARD OF ATTORNEYS’ FEES, FOR REMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Michael Wolf, declare as follows:

1. I am the founder and managing partner of Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP. I submit this declaration in support of Plaintiffs’ motion for an award of attorneys’ fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the “Action”). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to, this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who have worked on this Action, the number of hours each of those individuals worked, their current hourly billing rates, and their respective lodestar values

1 at current rates. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar at current
2 rates from inception of the case through and including October 31, 2024. This schedule was prepared
3 from contemporaneous, daily time records prepared and maintained by my firm. In connection with
4 representing the Plaintiffs in the Action, my firm did the following:

- 5 • Received, reviewed, digested, assisted in drafting, and/or supervised filings and related
6 materials for compliance with the District of Nevada's Local Rules and to provide input
7 and edits to the same, including but not limited to: the Complaint and Amended
8 Complaint, transfers of venue, joint status reports, stipulations and orders, the
9 appointment of co-lead counsel, Defendants' motion for a stay of discovery, Pro Hac Vice
10 applications, a Protective Order, interrogatories, Defendants' motion to dismiss, briefing
11 on privilege issues, motions for summary judgment, motions to compel, class
12 certification, *Daubert* motions, and sealing/unsealing documents, among others;
- 13 • Received, reviewed, and digested Minute Orders, Orders, and other communications from
14 the Court and its staff in order to provide guidance for Plaintiffs' Counsel and to monitor
15 the progress of the Action;
- 16 • Communicated with Plaintiffs' Counsel by various methods, reviewed and participated in
17 drafting relevant documents, and advised Plaintiffs' Counsel in connection with various
18 matters including the identities of fighters and their managers and agents, subpoenas, and
19 third party discovery targets;
- 20 • Prepared for, travelled to, and participated in various hearings before the Court;
- 21 • Prepared for, travelled to, and participated in mediations of the Action;
- 22 • Prepared for, travelled to, and/or participated in the depositions of Plaintiffs Nate Quarry,
23 Luis Javier Vazquez, Jon Fitch, Brandon Vera, and Kyle Kingsbury;
- 24 • Prepared for, reviewed and assessed relevant financial information from Zuffa LLC and
25 other materials produced in discovery, and drafted summaries of the same and deposition
26 questions to be asked of Dana White;
- 27 • Received, reviewed, and drafted tracking memorandums on materials produced in
28 discovery after receiving training on the same;
- Monitored, digested, and communicated with Plaintiffs' Counsel regarding antitrust
developments, press releases, public statements by Plaintiffs Nate Quarry, Luis Javier
Vazquez, Jon Fitch, Brandon Vera, Cung Le and Kyle Kingsbury, and other public
discourse regarding the Action;
- Traveled to or virtually attended and participated in Plaintiffs' Counsel team status and
strategy meetings;
- Reviewed, digested, and prepared expert witness testimony summaries for eventual use at
trial;
- Reviewed, researched, and drafted memorandums and other communications to Plaintiffs'
Counsel regarding the District of Nevada's Local Rules, unfairness in Zuffa LLC's
negotiations with fighters, identifying fighters for the class, motions to stay in the District
of Nevada, possible misclassification claims for fighters under the Nevada Constitution,
clawing-back documents produced in discovery, the applicability of the attorney-client
privilege during depositions, Nevada's Unarmed Combat Statute, the Nevada
Administrative Procedures Act, other litigation involving Zuffa LLC, failure of a party to
timely disclose witness under Federal²Rule of Procedure 26 and related possible sanctions,

Case No.: 2:15-cv-01045-RFB-BNW

1 event name and date details for UFC 131 through UFC 160, and pre- and post-fight press
2 conferences for UFC 161 through UFC 180;

- 3 • Obtained, reviewed, advised on, and circulated hearing and deposition transcripts;

4 3. The lodestar amount reflected in Exhibit A is for work performed by attorneys and
5 professional staff at, or affiliated with, my firm for the benefit of the *Le* Class. It excludes time for work
6 in *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189 (D. Nev.). The hourly rates for the attorneys and
7 professional staff in my firm reflected in Exhibit A are the usual and customary hourly rates used by my
8 firm for the professionals in question on other cases, matters, and/or clients. My firm's work on this case
9 was performed on a wholly contingent basis.

10 4. My firm has expended a total of \$9,309.80 in unreimbursed costs and expenses in
11 connection with the prosecution of the Action from inception of the case through and including October
12 31, 2024. These expenses are set forth in the Schedule attached as Exhibit B and are reflected on the
13 books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were authorized
14 by Co-Lead Counsel, and have not been reimbursed. My firm also contributed \$375,000.00 to the
15 litigation fund escrow account

16 5. I declare under penalty of perjury under the laws of the United States of America that the
17 foregoing is true and correct. Executed on December 19, 2024, in Los Angeles, California.

18
19
20
21 /s/ Michael Wolf
22 Michael Wolf

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF MICHAEL WOLF IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Total Hours and Lodestar
Inception through October 31, 2024**

NAME	POSITION	HOURS	RATE	LODESTAR
Don Springmeyer	C	427.50	\$750.00	\$320,625.00
Daniel Bravo	A	449.25	\$475.00	\$213,393.75
Dan Hill	A	45.25	\$475.00	\$21,493.75
Justin Jones	P	203.95	\$595.00	\$121,350.25
Benjamin Auten	A	73.30	\$525.00	\$38,482.50
Neal Tabachnick	P	55.55	\$695.00	\$38,607.25
Bradley Schragar	P	32.00	\$725.00	\$23,200.00
Noemy Valdez	L	5.25	\$250.00	\$1,312.50
Jordan Butler	P	9.25	\$475.00	\$4,393.75
Eric Levinrad	P	0.75	\$650.00	\$487.50
Matthew Oster	P	0.30	\$695.00	\$208.50
Lorraine Rillera	L	11.85	\$250.00	\$2,962.50
Royi Moas	P	1.25	\$695.00	\$868.75
TOTAL		1,315.45		\$787,386.00

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Role Legend

- P Partner
- C Senior Counsel
- A Associate
- L Paralegal

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF MICHAEL WOLF IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Reported Expenses on Behalf of Plaintiffs
Inception through October 31, 2024

Category	Amount
Computer Research	\$2,610.71
Court Fees (filings, etc.)	\$1,762.00
Court Reports/Transcripts	\$1,634.85
Mailing/Postage	\$794.39
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$1,825.22
Miscellaneous	\$682.63
Total	\$9,309.80

EXHIBIT 10

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

Case No. 2:15-cv-01045-RFB-BNW

**DECLARATION OF FREDERICK S. SCHWARTZ IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR
REIMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

I, Frederick S. Schwartz, declare as follows:

1. I am the sole proprietor of the Law Office of Frederick S. Schwartz. I submit this declaration in support of Plaintiffs' motion for an award of attorneys' fees and expenses in connection with the services rendered, and costs and expenses incurred, in *Le, et al. v. Zuffa, LLC, d/b/a Ultimate Fighting Championship and UFC*, Case No. 2:15-cv-01045 (D. Nev.) (the "Action"). I am fully familiar with this Action, and have personal knowledge of the matters set forth in, and attached to this Declaration.

2. My firm served as counsel for Plaintiffs in the Action, working under the direction of Co-Lead Class Counsel. The schedule attached as Exhibit A is a true and correct summary identifying the attorneys, paralegals, and other professional staff who

1 have worked on this Action, the number of hours each of those individuals worked, their
2 current hourly billing rates, and their respective lodestar values at current rates. The
3 schedule attached as Exhibit A sets forth my firm's total hours and lodestar at current
4 rates from inception of the case through and including February 29m 2024. This schedule
5 was prepared from contemporaneous, daily time records prepared and maintained by my
6 firm. In connection with representing the Plaintiffs in the Action, my firm did the
7 following: did initial research, investigation and interviewing of managers of known UFC
8 fighters and others involved in MMA sport; in person and telephonic meetings with lead
9 counsel which included analysis of facts and circumstances in establishment of causes of
10 action and determining theories of liability; multiple telephonic discussions, emails and
11 meeting with lead counsel; review of pleadings, briefs, documents and evidence
12 throughout the duration of the litigation; attended and participated in strategy sessions
13 with lead counsel and experts surrounding class certification and attended class
14 certification hearings; regularly spoke with individuals with personal knowledge
15 regarding the facts and issues comprising and surrounding the issues of the litigation and
16 review of pleadings, motions and discovery.

17
18
19 3. The lodestar amount reflected in Exhibit A is for work performed by
20 attorneys and professional staff at, or affiliated with, my firm for the benefit of the *Le*
21 Class. It excludes time for work in *Johnson, et al. v. Zuffa, LLC, et al.*, No. 2:21-cv-1189
22 (D. Nev.). The hourly rates for the attorneys and professional staff in my firm reflected in
23 Exhibit A are the usual and customary hourly rates used by my firm for the professionals
24 in question on other cases, matters, and/or clients. My firm's work on this case was
25 performed on a wholly contingent basis.
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

4. My firm has expended a total of \$665.00 in unreimbursed costs and expenses in connection with the prosecution of the Action from inception of the case through and including February 29, 2024. These costs are broken down into two broad categories: (a) contributions to the common litigation fund, and (b) all other expenses. These costs are set forth in the Schedule attached as Exhibit B and are reflected on the books and records of my firm. They were incurred on behalf of the *Le* Class by my firm, were authorized by Co-Lead Counsel, and have not been reimbursed.

5. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 8, 2024, in Los Angeles, California.

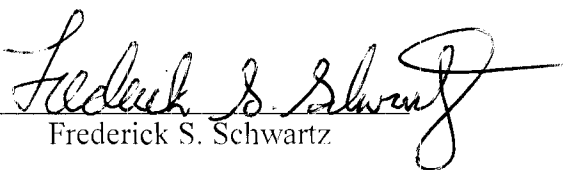

Frederick S. Schwartz

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT A TO THE DECLARATION OF FREDERICK S. SCHWARTZ IN SUPPORT OF
PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES, FOR REMIBURSEMENT
OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

Reported Total Hours and Lodestar
Inception through February 29, 2024

NAME	POSITION	HOURS	RATE	LODESTAR
Frederick S. Schwartz	SC	71.43	\$485.00	\$34,643.55
Frederick S. Schwartz	C	24.30	\$325.00	\$7,897.50
TOTAL		95.73		\$42,541.05

Role Legend:

- CH Chairman
- S Shareholder
- SC Senior Counsel
- OC Of Counsel
- C Counsel
- A Associate

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Case No. 2:15-cv-01045-RFB-BNW

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

**EXHIBIT B TO THE DECLARATION OF [INSERT] IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF ATTORNEYS’ FEES, FOR REMIBURSEMENT OF EXPENSES,
AND FOR SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

**Reported Expenses on Behalf of Plaintiffs
Inception through February 29, 2024**

Category	Amount
Photocopying	\$56.00
Service of Process	
Computer Research	
Court Fees (filings, etc.)	\$250.00
Court Reports/Transcripts	
Telephone/Fax	
Postage	
Overnight Delivery/Messengers	
Expert Fees	
Witness/Service Fees	
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$360.00
Database Hosting Services	
Co-Counsel Fees	
Outside Contractor	
Publication	
Miscellaneous	
Total	\$666.00

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT NEVADA**

CUNG LE, NATHAN QUARRY, JON FITCH,
BRANDON VERA, LUIS JAVIER
VAZQUEZ, and KYLE KINGSBURY, On
Behalf of Themselves and All Others Similarly
Situated,

Plaintiffs,

v.

ZUFFA, LLC, D/B/A ULTIMATE FIGHTING
CHAMPIONSHIP and UFC,

Defendant.

Case No. 2:15-cv-01045-RFB-BNW

**[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEYS' FEES, FOR REIMBURSEMENT OF EXPENSES, AND FOR
SERVICE AWARDS FOR THE CLASS REPRESENTATIVES**

1 WHEREAS, this matter comes before the Court on Plaintiffs’ Motion for an Award of
2 Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for the Class Representatives
3 (the “Motion”);

4 WHEREAS, the Court, having considered (a) the Settlement Agreement, dated September 26,
5 2024 (ECF No. 1045-4); (b) the Court’s October 23, 2024 Preliminary Approval Order (ECF No.
6 1053); (c) Plaintiffs’ Motion and accompanying Memorandum of Law; (d) the supporting Joint
7 Declaration of Eric L. Cramer, Richard A. Koffman, and Joseph R. Saveri in Support of Plaintiffs’
8 Motion for an Award of Attorneys’ Fees, for Reimbursement of Expenses, and for Service Awards for
9 the Class Representatives (the “Joint Decl.”), filed concurrently with the Motion; and (e) all other
10 papers and proceedings herein;

11 WHEREAS, the Court held a Fairness Hearing on February 6, 2025;

12 WHEREAS, the Court having considered all of the submissions and arguments with respect to
13 the Settlement Agreement, and otherwise being fully informed, and good cause appearing;

14 NOW, THEREFORE, IT IS HEREBY ORDERED:

15 1. All terms in initial capitalization used in this Order shall have the same meanings as set
16 forth in the Settlement Agreement (the “Settlement”), unless otherwise defined herein.

17 **I. AWARD OF ATTORNEYS’ FEES**

18 2. Upon review of the record, the Court finds that Class Counsel’s requested award of
19 attorneys’ fees in the amount of 30.72% (plus accrued interest) of the \$375 million *Le v. Zuffa*
20 Settlement Fund (*i.e.*, a fee award of \$115.2 million plus accrued interest) is well within the applicable
21 range of reasonable attorneys’ fees percentage-of-recovery awards established by relevant precedent.

22 3. The percentage-of-recovery method of calculating attorneys’ fees is appropriate in this
23 Action, as the percentage-of-recovery method is the prevailing practice in the Ninth Circuit in
24 determining the award of attorneys’ fees in common fund cases.

25 4. In evaluating Class Counsel’s request for an award of attorneys’ fees, courts in the Ninth
26

1 Circuit consider the factors set forth in Rule 23(h) of the Federal Rules of Civil Procedure and in
2 *Vizcaino v. Microsoft Corp.*, 290 F.3d 1043, 1048-50 (9th Cir. 2002). In making this award of fees to
3 Class Counsel, this Court has considered these factors and finds that:

- 4 a. the Settlement created a fund of \$375,000,000 in cash for the benefit of the members of
5 the Class;
- 6 b. the Action involves complex factual and legal issues and, in the absence of the
7 Settlement, would involve lengthy proceedings whose resolution would be uncertain;
- 8 c. Class Counsel pursued the litigation and achieved the Settlement with skill,
9 perseverance, and diligent advocacy on behalf of the Class;
- 10 d. Class Counsel are experienced litigators who understand the claims and defenses and
11 class action issues of the Action;
- 12 e. Class Counsel undertook numerous and significant risks on behalf of the Class with no
13 guarantee that they would be compensated;
- 14 f. Class Counsel expended substantial time and effort pursuing the litigation on behalf of
15 the Class;
- 16 g. had Co-Lead Class Counsel not achieved the Settlement, there would remain a
17 significant risk that the Class may have recovered less or nothing from Defendant;
- 18 h. there has been an outpouring of support for the Settlement by members of the Class,
19 including declarations from more than 150 ex-UFC Fighters urging approval of the
20 Settlement; and
- 21 i. the amount of attorneys' fees is appropriate to the specific circumstances of this Action,
22 and consistent with awards in similar cases.

23
24 5. While a lodestar crosscheck is not required in the Ninth Circuit, such a check further
25 supports the reasonableness of the fee award. From inception through October 31, 2024, Class Counsel
26 have spent 98,227.93 hours litigating the Action, producing a total lodestar amount of \$72,106,244.55
27
28

1 based on each firm's standard current hourly rates. *See* Joint Decl. ¶ 251. Thus, a fee award in the
2 amount of 30.72% of the \$375 million *Le v. Zuffa* Settlement Fund (*i.e.*, an award of \$115.2 million),
3 would represent a multiplier of approximately 1.6 of this lodestar. This lodestar crosscheck multiplier is
4 in line with—and indeed, significantly lower than—lodestar multipliers that courts in this Circuit have
5 found to be reasonable in comparable common fund cases.

6
7 6. Notice to the Class indicated that Class Counsel would seek an award of attorneys' fees,
8 plus any accrued interest, and that Class Counsel would request (a) up to one third of \$301.5 million,
9 and (b) up to one fifth of \$73.5 million of the *Le v. Zuffa* Settlement Fund (plus any accrued interest),
10 which amounts to 30.72% of the gross amount of the \$375 million settlement.

11 7. Accordingly, Class Counsel's request for an award of 30.72% (plus accrued interest) of
12 the gross \$375 million *Le v. Zuffa* Settlement Fund (*i.e.*, an award of \$115.2 million plus accrued
13 interest) is granted.

14 15 **II. REIMBURSEMENT OF EXPENSES**

16 8. The Court finds that Class Counsel's request for reimbursement of their reasonably
17 incurred expenses should be granted. From the inception of litigation, Class Counsel have incurred
18 \$9,572,685.17 in unreimbursed litigation out-of-pocket expenses, litigation fund disbursements, and
19 outstanding invoices due while prosecuting the Action. *See* Joint Decl. ¶¶ 256-63. While the majority
20 of the expenses were incurred for the work of economic experts, other essential expenses for the
21 prosecution of the Action included regular e-discovery and data hosting costs, computer research, court
22 reporting and deposition transcripts, subpoena services, mediation costs, travel and accommodations,
23 printing, filing fees, and costs associate with trial preparation. *Id.* These collective expenses were
24 reasonably incurred and expended for the direct benefit of the Class and should therefore be
25 reimbursed.

26
27 9. Notice to the Class indicated that Class Counsel would seek reimbursement of
28 reasonable litigation costs and expenses not to exceed \$12 million.

1 10. Accordingly, Class Counsel’s request for reimbursement of litigation costs and expenses
2 in the amount of \$9,572,685.17 is granted.

3 **III. SERVICE AWARDS TO THE CLASS REPRESENTATIVES**

4 11. The Court finds that Class Counsel’s request for service awards in the amount of
5 \$250,000 for each of the five Class Representatives¹ is appropriate.

6
7 12. In making these service awards to the five Class Representatives, this Court finds that
8 each of the Class Representatives expended considerable time (*i.e.*, hundreds of hours) and effort to aid
9 in the prosecution of this Action, including:

- 10 a. filing suit to protect the interests of absent class members;
- 11 b. working with Class Counsel to identify documents responsive to Defendant’s discovery
12 requests and ultimately (along with Plaintiff Quarry) producing more than 600,000
13 documents amounting to more than 800,000 pages;
- 14 c. working with Class Counsel to develop, write, and review their responses to
15 Defendant’s interrogatories to ensure their accuracy;
- 16 d. preparing for their depositions, which included studying Plaintiffs’ theories of liability,
17 class certification issues, and preparation for questions (including review of their
18 document productions plus an extensive collection of publicly available materials such
19 as videos and social media postings);
- 20 e. sitting for a full day deposition, which required some to engage in significant travel
21 (*e.g.*, Class Representative Brandon Vera resides in Guam);
- 22 f. participating in monthly teleconferences with Class Counsel for updates on the
23 litigation;
- 24
25
26

27
28

¹ The *Le* Class Representatives are Cung Le, Jon Fitch, Kyle Kingsbury, Brandon Vera, and Javier Vazquez.

- g. attending court hearings (including the motion to transfer, summary judgment hearings, the class certification hearing, and other hearings and status conferences); and
- h. participating in three in-person mediation sessions, including multiple preparation sessions prior to those sessions.

See Joint Decl. ¶¶ 71-85.

13. Notice to the Class indicated that Class Counsel would seek service awards of up to \$250,000 for each of the five Class Representatives.

14. Accordingly, Class Counsel’s request for service awards of \$250,000 for each of the five Class Representatives is granted.

IV. CO-LEAD CLASS COUNSEL IS AUTHORIZED TO DISTRIBUTE THE AWARDED ATTORNEYS’ FEES

15. Co-Lead Class Counsel shall allocate the fees and expenses among all of the Class Counsel representing Plaintiffs and the Class based upon Co-Lead Class Counsel’s evaluation of the respective contributions of such counsel to the prosecution and resolution of this litigation.

V. THE COURT RETAINS JURISDICTION

16. Without affecting the finality of this Order in any respect, this Court reserves jurisdiction over any matters related to or ancillary to this Order.

SO ORDERED.

DATED: _____, 2025

By: _____
Hon. Richard F. Boulware, II
UNITED STATES DISTRICT JUDGE