

UNITED STATES COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

CYNTHIA RUSSO, LISA BULLARD,)	Case No. 1:17-cv-02246
RICARDO GONZALES, INTERNATIONAL)	
BROTHERHOOD OF ELECTRICAL)	<u>CLASS ACTION</u>
WORKERS LOCAL 38 HEALTH AND)	
WELFARE FUND, INTERNATIONAL)	Judge Edmond E. Chang
UNION OF OPERATING ENGINEERS)	
LOCAL 295-295C WELFARE FUND, and)	
STEAMFITTERS FUND LOCAL 439, On)	
Behalf of Themselves and All Others Similarly)	
Situated,)	
)	
Plaintiffs,)	
)	
vs.)	
)	
WALGREEN CO.,)	
)	
Defendant.)	
_____)	

DECLARATION OF ARTHUR L. SHINGLER IN FURTHER SUPPORT
OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND EXPENSES

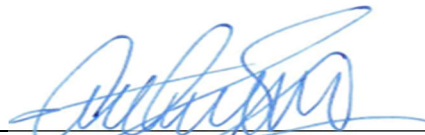
I, ARTHUR L. SHINGLER, declare as follows:

1. I am a partner at the law firm of Robbins Geller Rudman & Dowd LLP (“Robbins Geller”). I am submitting this declaration in further support of the application for an award of attorneys’ fees, expenses, and charges in connection with services rendered in the above-entitled action.

2. Along with Scott+Scott Attorneys at Law LLP, Robbins Geller is Class Counsel for Plaintiffs Cynthia Russo, Lisa Bullard, Ricardo Gonzales, International Brotherhood of Electrical Workers Local 38 Health and Welfare Fund, International Union of Operating Engineers Local 295-295c Welfare Fund, and Steamfitters Fund Local 439, and the Settlement Class herein.

3. Attached hereto is Plaintiffs’ [Proposed] Order Awarding Attorneys’ Fees, Litigation Expenses, and Service Awards.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of August 2025, at San Diego, California.



ARTHUR L. SHINGLER

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was filed electronically through the Court's Electronic Case Filing System, which will then send a notification of such filing to the registered participants as identified on the Notice of Electronic Filing.

/s/ Arthur L. Shingler III
Arthur L. Shingler III

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WALGREEN CO.,)	
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Defendant.)	

[PROPOSED] ORDER AWARDING ATTORNEYS' FEES,
LITIGATION EXPENSES, AND SERVICE AWARDS

WHEREAS, this matter is before the Court on Plaintiffs' Motion for an Award of Attorneys' Fees and Expenses, and Service Awards to Plaintiffs ("Fee and Expense Application"). ECF Nos. 700-702;

WHEREAS, Plaintiffs Cynthia Russo, Lisa Bullard, Richard Gonzales (the "Individual Plaintiffs"), International Brotherhood of Electrical Workers Local 38 Health and Welfare Fund, International Union of Operating Engineers Local 295-295c Welfare Fund, and Steamfitters Fund Local 439 (the "Fund Plaintiffs," and with the Individual Plaintiffs, "Plaintiffs"), on behalf of themselves and the other Settlement Class Members, and Defendant Walgreen Co. (Defendant,

collectively with Plaintiffs, the “Parties”) have determined to settle all claims asserted against Defendant in this Action with prejudice on the terms and conditions set forth in the Stipulation of Class Action Settlement, including all Exhibits attached thereto (the “Settlement Agreement”), subject to approval of this Court (the “Settlement”). ECF No. 683-1;¹

WHEREAS, by the Order Preliminary Approval Class Action Settlement, dated November 18, 2024, ECF No. 689 (the “Preliminary Approval Order”), this Court: (i) preliminarily approved the Settlement; (ii) provisionally certified the Settlement Class; (iii) preliminarily appointed Class Counsel; (iv) appointed a Settlement Administrator and Escrow Agent; (v) approved the form and manner of Notice to the Settlement Class, which provided Settlement Class Members with the opportunity to object to the proposed Settlement and Fee and Expense Application and exclude themselves from the Settlement Class; (vi) preliminarily approved the Plan of Allocation and Distribution; and (vii) scheduled a Fairness Hearing regarding final approval of the Settlement;

WHEREAS, due and adequate notice has been given to the Settlement Class;

WHEREAS, the Court conducted a hearing on September 10, 2025 (the “Fairness Hearing”) to consider, among other things, (i) whether the terms and conditions of the Settlement are fair, reasonable, and adequate to the Settlement Class, and therefore, should be approved; (ii) whether a judgment should be entered dismissing the Action with prejudice as against Defendant; and (iii) whether the Fee and Expense Application should be granted;

WHEREAS, the Court-approved form of Notice disseminated in this matter advised Settlement Class Members that Plaintiffs intended to submit an Application in which they would apply for an award of attorneys’ fees in an amount not to exceed 30% of the Settlement Amount,

¹ Unless otherwise defined herein, capitalized terms in this Judgment have the same meaning as in the Settlement Agreement.

reimbursement of litigation expenses not to exceed \$3,000,000, plus an award of \$5,000 to each Individual Plaintiff and \$15,000 to each Fund Plaintiff; and that all Class Members had the right to submit to the Court objections to the Fee and Expense Application or any portion thereof, by following procedures set forth in the Notice;

WHEREAS, two Settlement Class Members, Donald Hodge and Kenneth J. Ries, filed objections to the Application. ECF Nos. 703, 709; and

WHEREAS, the Court having reviewed and considered the Fee and Expense Application and Settlement Agreement, the objections, all papers filed and proceedings held herein in connection with the Fee and Expense Application and Settlement, all oral and written comments received regarding the Fee and Expense Application and Settlement, and the record in the Action, and reviewed the relevant standards and factors for assessing the fairness and reasonableness of the Fee and Expense Application.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all Parties to the Action, including all Settlement Class Members.

2. Class Counsel is hereby awarded as attorneys' fees a sum equal to 30% of the Settlement Amount, plus \$_____ [\$2,497,845.71] in litigation expenses (both amounts to be paid from the Settlement Fund), together with any interest thereon for the same time period at the same rate as that earned on the Settlement Fund until paid pursuant to the terms set forth in the Settlement Agreement. The Court finds that the amount of attorneys' fees hereby awarded is fair, reasonable, and appropriate, after taking into consideration, *inter alia*:

(a) the quality of the legal services rendered and the results achieved by Class Counsel for the benefit of the Settlement Class, notably the creation of an all-cash \$100 million Settlement Fund and termination of the challenged Prescription Savings Club program;

(b) the significant litigation risks involved in pursuing the Action, in terms of establishing both liability and damages, such that absent Settlement there was a significant risk that Plaintiffs and the Settlement Class would have recovered little or nothing from the Defendants after trial;

(c) the complexity of the claims alleged, and the perseverance, diligence, and expertise required from Class Counsel;

(d) the fully contingent nature of the representation;

(e) fee awards in similar cases; and

(f) the reaction of the Class, including that only two Settlement Class Members have objected to the Fee and Expense Application.

3. The Court also finds that the requested litigation expenses are reasonable in amount and are for expenses of a type (*e.g.*, filing fees, electronic legal research fees, expert fees, mediation fees) that are customarily awarded in class action cases of this type.

4. This Court has carefully considered and hereby overrules all objections to Fee and Expense Application (ECF Nos. 703, 709).

5. The Fee and Expense Award may be paid from the Settlement Fund to Class Counsel immediately upon award, notwithstanding the existence of timely filed objections, or potential appeal therefrom. Class Counsel, in their sole discretion, shall allocate and distribute the Fee and Expense Award among Plaintiffs' counsel of record. In the event that the Effective Date does not occur, or the Judgment or the order granting the Fee and Expense Award is reversed or

modified, or the Settlement Agreement is canceled or terminated for any other reason, and such reversal, modification, cancellation or termination becomes Final and Non-Appealable, and in the event that the Fee and Expense Award has been paid to any extent, then Class Counsel who received any payment of the Fee and Expense Award shall be obligated, within 21 days from receiving notice from Defendant's Counsel or from a court of appropriate jurisdiction, to refund to the Settlement Fund such fees and expenses previously paid to them from the Settlement Fund plus interest thereon at the same rate as earned on the Settlement Fund, in an amount consistent with such reversal or modification, and consistent with the terms set forth in the Settlement Agreement

6. The Individual Plaintiffs (Cynthia Russo, Lisa Bullard, and Richard Gonzales) are hereby awarded \$ _____ [\$5,000] each for their service as representatives of the Class, and the Fund Plaintiffs (International Brotherhood of Electrical Workers Local 38 Health and Welfare Fund, International Union of Operating Engineers Local 295-295c Welfare Fund, and Steamfitters Fund Local 439) are hereby awarded \$ _____ [\$15,000]. The Court finds such sums to be fair and reasonable.

7. Any appeal or any challenge affecting the finality of this Fee and Expense Award shall in no way disturb or affect the finality of the Court's Judgment approving the Settlement, or any other judgment that may be entered in this Action.

IT IS SO ORDERED.

DATED: _____

THE HONORABLE EDMOND E. CHANG
UNITED STATES DISTRICT JUDGE