

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re SAIC, INC. SECURITIES LITIGATION	:	Master File No. 1:12-cv-01353-DAB
	:	
	:	<u>CLASS ACTION</u>
This Document Relates To:	:	
	:	DECLARATION OF JOSEPH RUSSELLO
ALL ACTIONS.	:	ON BEHALF OF ROBBINS GELLER
	:	RUDMAN & DOWD LLP IN SUPPORT OF
	:	APPLICATION FOR AWARD OF
	x	EXPENSES

I, JOSEPH RUSSELLO, declare as follows:

1. I am a member of the firm of Robbins Geller Rudman & Dowd LLP (“Robbins Geller” or the “Firm”), counsel for Lead Plaintiffs Indiana Public Retirement System, Indiana State Teachers’ Retirement Fund, Indiana Public Employees’ Retirement Fund, and the Class. I respectfully submit this declaration in support of my Firm’s application for an award of expenses and charges (“expenses”) in connection with services rendered in this action (the “Litigation”). The Firm is not seeking an award of fees in connection with the successful resolution of the Litigation.

2. The information in this declaration regarding the Firm’s expenses is taken from expense printouts and supporting documentation prepared and/or maintained by the Firm in the ordinary course of business. I am the partner who oversaw and/or conducted the day-to-day activities in the Litigation and I reviewed these printouts (and backup documentation, where necessary or appropriate) in connection with preparing this declaration. The purpose of this review was to confirm the accuracy of the entries on the printouts and the necessity for, and reasonableness of, the expenses committed to the Litigation. As a result of this review, reductions were made in the exercise of billing judgment. Based on this review and the adjustments made, I believe that the expenses for which payment is sought herein are reasonable and were necessary for the effective and efficient prosecution and resolution of the Litigation. In addition, I believe that these expenses are all of a type that would normally be charged to a fee-paying client in the private legal marketplace.

3. Although the Firm has expended in excess of \$400,000 in expenses and charges in prosecuting this Litigation, and has committed substantial resources in providing legal services, it seeks an award of only \$340,000 in expenses, consistent with representations in the Amended Stipulation of Settlement and Class Notice to that effect. Those expenses and charges are summarized by category in the attached Exhibit A and further described herein.

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

(a) Filing, Witness and Other Fees: \$6,640.15. This amount represents payments for filing fees, service fees, and for delivery of courtesy copies in connection with this Litigation and the litigation, brought under Article 78 of the New York Civil Practice Law and Rules in New York State court, to compel responses to Freedom of Information Law requests to various New York City agencies in investigating the CityTime overbilling scheme and its relevance to this Litigation. The vendors who were paid for these services are set forth in the attached Exhibit B.

(b) Business Wire: \$1,520.00. This payment was made in connection with the “early notice” requirements of the Private Securities Litigation Reform Act of 1995, which provides, among other things, that “[n]ot later than 20 days after the date on which the complaint is filed, the plaintiff or plaintiffs shall cause to be published, in a widely circulated national business-oriented publication or wire service, a notice advising members of the purported plaintiff class – (I) of the pendency of the action, the claims asserted therein, and the purported class period; and (II) that, not later than 60 days after the date on which the notice is published, any member of the purported class may move the court to serve as lead plaintiff of the purported class.” *See* 15 U.S.C. §78u-4(a)(3)(A)(i).

(c) Transportation, Hotels & Meals: \$9,334.99. The Firm paid for travel expenses associated with, among other things, attending hearings before the Court, a meeting with the Solicitor General in Washington, D.C. in connection with appellate proceedings before the U.S. Supreme Court, and the mediation of this Litigation in Washington, D.C. The date, destination and purpose of each trip is set forth in the attached Exhibit C.

(d) Court Hearing Transcripts: \$6,909.66. The vendors who were paid for these services are listed in the attached Exhibit D. These expenses include costs associated with obtaining

thousands of pages of transcripts of the criminal trial of the perpetrators of the CityTime overbilling fraud out of which this Litigation arose, as well as related proceedings.

(e) Consultants/Investigators: \$53,026.65.

(i) L.R. Hodges & Associates, Ltd. (“LRH&A”): \$35,376.65. Over a four-month period (May through July 2012 and March 2017) in which LRH&A provided investigative services to Robbins Geller, LRH&A expended 159.8 hours for combined fees of \$31,220.00, and incurred related expenses of \$4,156.65 for a total of \$35,376.65. LRH&A’s research staff expended 38 hours to research, identify, and confirm the employment status of prospective witnesses, as well as maintaining and updating an evolving witness list to identify other potential witnesses. This work also involved research, retrieval and analysis of relevant documents, including SEC filings, media articles, court filings, as well as other materials related to the case issues. The case manager and interviewing investigators expended a combined 121.8 hours to research, review and analyze materials in preparation for the investigation; contacting and conducting interviews with third-party witnesses; preparing interview summaries and case reports; and communicating with me and others associated with my Firm.

(ii) Financial Markets Analysis, LLC: \$10,000. This firm served as a non-testifying financial consultant in the earlier stages of this Litigation, and assisted in preliminarily evaluating the relevance of certain items of news as well as the potential impact of those news items on damages. Personnel from this firm engaged in various discussions with me and other lawyers from my Firm in developing strategy and they provided guidance on various case-related issues on an as-needed basis and at the request of my Firm.

(iii) Valuescope, Inc.: \$7,650. The firm served as a non-testifying financial consultant, but rendered services in connection with the mediation of this Litigation. Personnel from

the firm evaluated loss causation and damages, provided guidance on the impact of the dissemination of certain information during the putative class period, reviewed and discussed plaintiffs' mediation statement, and provided assistance during the mediation.

(f) Outside Appellate Counsel (Kellogg, Hansen, Todd, Figel & Frederick, P.L.L.C.): \$249,750. This law firm is renowned for its experience in appellate matters before the U.S. Supreme Court, and was involved in developing plaintiffs' appellate strategy with lawyers from my Firm, evaluating and researching the novel securities-law issue presented in the appeal, drafting the answering brief, and reviewing and analyzing submissions to the U.S. Supreme Court in connection with the appeal.

(g) Photocopies: \$3,769.05. In connection with this Litigation, the Firm made 4,173 black and white copies. As is its customary practice, Robbins Geller charged \$0.15 per copy for a total of \$625.95. Each time an in-house copy machine is used, our billing system requires that a case or administrative billing code be entered and that is how the number of in-house copies were identified as related to the Litigation. The Firm also paid \$3,143.10 to outside vendors to cover the cost of copies received in response to Freedom of Information Law requests and copies of plaintiffs' brief to the U.S. Supreme Court in opposition to the petition for writ of certiorari. A breakdown of these outside charges by date and vendor is set forth in the attached Exhibit E.

(h) Online Legal and Financial Research: \$66,032.36. This category includes vendors such as LexisNexis and Westlaw, primarily for the purpose of conducting legal research in connection with the extensive briefing of numerous motions and letter applications to this Court, petitions for certiorari and appeals to the Second Circuit Court of Appeals and the U.S. Supreme Court, and research and/or briefing for proceedings before the New York County Supreme Court and the First Judicial Department of the Appellate Division. This category also includes vendors such as

PACER, Thomson Financial and others, which were used to obtain access to court filings in relevant proceedings, SEC filings, factual databases, and other research. The charges for these vendors vary depending upon the type of services requested. For example, Robbins Geller has flat-rate contracts with some of these providers for use of their services. When Robbins Geller utilizes online services provided by a vendor with a flat-rate contract, it uses a billing code to associate the service with a given case. At the end of each billing period in which such service is used, Robbins Geller's costs for such services are allocated to specific cases based on the percentage of use in connection with that specific case in the billing period. As a result of the contracts negotiated by Robbins Geller with certain providers, the Class enjoys substantial savings in comparison with the "market-rate" for *a la carte* use of such services which some law firms pass on to their clients. For example, the "market rate" charged to others by LexisNexis for the types of services used by Robbins Geller is more expensive than the rates negotiated by Robbins Geller.

(i) Mediation Fees (JAMS, Inc.): \$6,130.52. This expense reflects plaintiffs' one-half share of the cost of services that Bruce A. Friedman, Esq. provided through JAMS, Inc., which the parties engaged to mediate this Litigation. This expense includes, among other things, charges associated with Mr. Friedman's review of case materials and preparation, consideration of the parties' mediation statements, and attendance at an all-day mediation session in Washington, D.C.

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

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of December, 2019, at Melville, New York.

/s/ Joseph Russello
JOSEPH RUSSELLO

CERTIFICATE OF SERVICE

I, Joseph Russello, hereby certify that on December 11, 2019, I authorized a true and correct copy of the DECLARATION OF JOSEPH RUSSELLO ON BEHALF OF ROBBINS GELLER RUDMAN & DOWD LLP IN SUPPORT OF APPLICATION FOR AWARD OF EXPENSES, to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such public filing to all counsel registered to receive such notice.

/s/ Joseph Russello

JOSEPH RUSSELLO

EXHIBIT A

EXHIBIT A

In re SAIC, Inc. Securities Litigation; Case No. 1:12-cv-01353-DAB
 Robbins Geller Rudman & Dowd LLP
 Inception through August 22, 2019

CATEGORY		AMOUNT
Filing, Witness and Other Fees		\$ 6,640.15
Business Wire		1,520.00
Transportation, Hotels & Meals		9,334.99
Telephone, Facsimile		106.19
Postage		65.36
Messenger, Overnight Delivery		1,463.63
Court Hearing Transcripts		6,909.66
Consultants/Investigators		\$53,026.65
L.R. Hodges & Associates, Ltd.	\$ 35,376.65	
Financial Markets Analysis, LLC	10,000.00	
Valuescope, Inc.	7,650.00	
Outside Appellate Counsel Kellogg, Hansen, Todd, Figel & Frederick, P.L.L.C.		249,750.00
Photocopies		3,769.05
Outside	\$ 3,143.10	
In-House Black and White (4,173 copies at \$0.15 per page)	625.95	
Online Legal and Financial Research		66,032.36
Mediation Fees (JAMS, Inc.)		6,130.52
Publication/Subscriptions		26.97
TOTAL		\$ 404,775.53

EXHIBIT B

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In re SAIC, Inc. Securities Litigation; Case No. 1:12-cv-01353-DAB
Robbins Geller Rudman & Dowd LLP

Filing, Witness and Other Fees: \$6,640.15

DATE	VENDOR	PURPOSE
02/22/12	Clerk of the Court	Filing: Complaint
02/22/12	D&D Process Service, Inc.	Filing: Summons and complaint
03/05/12	D&D Process Service, Inc.	Courtesy copy: Supreme Court New York
03/23/12	Gary McClurg	Complaint: <i>Chet Malanowski v. SAIC Inc.</i> , Case No. 12 CV 2128; Gerard Denault; Kenneth Dahlberg; Mark Sopp
04/02/12	Gary McClurg	Complaint: <i>Monte Welch v. SAIC Inc.</i> , Case No. 12 CV 2437; Walter P. Havenstein; A. Thomas Young; France A. Cordove; Jere A. Drummond; Thomas F. Frist; John J. Hamre; Miriam E. John; Anita K. Jones; John P. Jumper; Harry M.J. Kraemer Jr.; Lawrence C. Nussdorf; Edward J. Sanderson Jr.; Kenneth Dahlberg; Carl Bell; Gerard Denault
04/12/12	Gary McClurg	Complaint: <i>Stephen Robaczynski v. SAIC Inc.</i> , Case No. 12 CV-2772; Walter P. Havenstein; A. Thomas Young; France A. Cordove; Jere A. Drummond; Thomas F. Frist; John J. Hamre; Miriam E. John; Anita K. Jones; John P. Jumper; Harry M.J. Kraemer Jr.; Lawrence C. Nussdorf; Edward J. Sanderson Jr.; Louis A. Simpson
04/17/12	Gary McClurg	Complaint: <i>Louisiana Municipal Police Employees' Retirement System v. SAIC, Inc.</i> , Case No. 12 CV 3019; Walter P. Havenstein; A. Thomas Young; France A. Cordove; Jere A. Drummond; Thomas F. Frist; John J. Hamre; Miriam E. John; Anita K. Jones; John P. Jumper; Harry M.J. Kraemer Jr.; Lawrence C. Nussdorf; Edward J. Sanderson Jr.; Louis A. Simpson
04/23/12	D&D Process Service, Inc.	Filing: Summons and complaint
04/23/12	Clerk of the Court	Filing: Second Amended Complaint

DATE	VENDOR	PURPOSE
06/11/12	Class Action Research & Litigation Support Services, Inc.	Personal Service: serving M. Sopp, K. Dahlberg, G. Denault, SAIC, Inc., T. Puryear: Summons in a Civil Action; Class Action Complaint; Individual Practices of Judge Deborah A. Batts; ECF Rules and Instructions
08/27/12	Marc D. Honigman dba M H Enterprises	Filing: Amended Complaint; courtesy copy to the Court
11/05/12	Class Action Research & Litigation Support Services, Inc.	Personal service: W. Havenstein and D. Alderson, out of state service: Summons in a Civil Action
07/15/13	Clerk of the Court	RJI filing fee; motion fee
07/19/13	DNC Process Servers, Inc,	Filing and service of process
07/23/13	Marc D. Honigman dba M H Enterprises	Filing: New York Supreme Court
10/11/13	Pack Rat, Inc.	Filing: New York Supreme Court
10/18/13	Keating & Walker Attorney Service, Inc.	Courtesy copy to the Court
03/05/14	Pack Rat, Inc.	Courtesy copy to the Court
06/23/14	Pack Rat, Inc.	Filing: Affidavit and motion
10/31/14	Clerk of the Court	Filing: Notice of Appeal
01/15/15	U.S. Treasury	Freedom of Information Act request
03/26/15	Clerk of the Court	Filing: Notice of Motion for Reargument
04/01/15	Pack Rat, Inc.	Filing: Notice of Appeal
04/01/15	Clerk of the Court	Filing: Notice of Appeal
09/11/15	Clerk of the Court	Filing: Appeal
10/15/15	Clerk of the Court	Oral Argument CD
12/13/16	Florida Supreme Court	Certificate of Good Standing
12/14/16	U.S. Supreme Court	Admission to the Bar
12/13/17	Supreme Court of California	Certificate of Good Standing for Ellen Gusikoff Stewart
12/18/17	Clerk of the Court	<i>Pro Hac Vice</i> admission for Ellen Gusikoff Stewart

EXHIBIT C

EXHIBIT C

In re SAIC, Inc. Securities Litigation; Case No. 1:12-cv-01353-DAB
Robbins Geller Rudman & Dowd LLP

Transportation, Hotels & Meals: \$9,334.99

<i>NAME</i>	<i>DATE</i>	<i>DESTINATION</i>	<i>PURPOSE</i>
Masson, Sean	10/15/13	New York, NY	New York Supreme Court submission; courtesy copy of reply papers to chambers
Russello, Joseph	01/09/14	New York, NY	Motion for reconsideration hearing
Masson, Sean	06/27/14	New York, NY	Defendants' Article 78 motion to renew
Wilens, Douglas	10/04/15-10/06/15	New York, NY	Second Circuit appeal hearing
Russello, Joseph	10/06/15	New York, NY	Second Circuit appeal hearing
Geddish, William	03/09/17	New York, NY	Rule 26(f) conference
Russello, Joseph	03/09/17	New York, NY	Rule 26(f) conference
Alexander, Susan	05/14/17-05/15/17	Washington, DC	Solicitor General and SEC meeting
Wilens, Douglas	05/14/17-05/15/17	Washington, DC	Solicitor General and SEC meeting
Russello, Joseph	09/14/17	Washington, DC	Mediation
Rudman, Samuel	09/14/17	Washington, DC	Mediation

EXHIBIT D

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In re SAIC, Inc. Securities Litigation; Case No. 1:12-cv-01353-DAB
Robbins Geller Rudman & Dowd LLP

Court Hearing Transcripts: \$6,909.66

<i>DATE</i>	<i>VENDOR</i>	<i>PURPOSE</i>
11/01/13	Clerk of the Court	10/31/13 Fee for transcript in criminal case
11/07/13	Clerk of the Court	11/06/13 Fee for transcript in criminal case
11/21/13	Clerk of the Court	11/20/13 Fee for transcript in criminal case
12/05/13	Clerk of the Court	12/04/13 Fee for transcript in criminal case
05/01/14	Clerk of the Court	04/30/14 Fee for transcript in criminal case

EXHIBIT E

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In re SAIC, Inc. Securities Litigation; Case No. 1:12-cv-01353-DAB
 Robbins Geller Rudman & Dowd LLP

Photocopies: \$3,769.05

In-house black and white: \$625.95 (4,173 copies at \$0.15 per copy)

Outside Photocopies: \$3,143.10 (detailed below)

<i>DATE</i>	<i>VENDOR</i>	<i>PURPOSE</i>
05/01/14	City of New York, Office of the Comptroller	Payment for records to city for FOIA, photocopying costs associated with the production of records
02/08/16	Wilson-EPES Printing Co., Inc.	U.S. Supreme Court Brief (Opposition) copies