

**EXHIBIT 12**

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9 Submitted on Behalf of:

10 FINKELSTEIN, BLANKINSHIP, FREI-PEARSON & GARBER, LLP

11 Counsel for Plaintiff(s) in:

12 ERIC GRAEWINGHOLT

13 **UNITED STATES DISTRICT COURT**  
14 **CENTRAL DISTRICT OF CALIFORNIA**  
15

16 IN RE: HYUNDAI AND KIA FUEL  
17 ECONOMY LITIGATION

Case No. 2:13-ml-02424-GW-FFM

18 **DECLARATION OF JEREMIAH**  
19 **FREI-PEARSON IN SUPPORT OF**  
20 **REQUEST FOR ATTORNEYS' FEES**  
21 **AND EXPENSES**

22 Date: July 31, 2014  
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1 I, Jeremiah Frei-Pearson, declare as follows:

2 1. I am a partner at Finkelstein, Blankinship, Frei-Pearson & Garber, LLP  
3 (“FBFG”), counsel for Eric Graewingholt (“Mr. Graewingholt” or “Plaintiff”). This  
4 declaration is submitted in support of the fees and expenses request for work performed  
5 by FBFG in connection with this litigation. I have personal knowledge of the facts below  
6 and, if called upon to do so, could and would testify competently thereto. This  
7 declaration is submitted after a review of the billing records of FBFG.

8 **I. OVERVIEW**

9 **A. Overview of Work Performed**

10 2. FBFG has performed factual investigation and legal research of the claims;  
11 strategized and coordinated with co-counsel; drafted and revised the first and second  
12 complaints; interviewed witnesses and potential lead plaintiffs; participated in hearings  
13 and conference calls; engaged in settlement research and discussions; drafted and revised  
14 discovery requests; and reviewed and summarized documents.

15 **B. Requested Lodestar**

16 3. FBFG incurred a total lodestar of \$135,152.25, which is based on 209.60  
17 hours and expenses in the amount of \$1,005.11.

18 4. Below is a summary of all of the individuals who worked on this matter,  
19 their role (Sr. Partner, Jr. Partner, Sr. Associate, Jr. Associate, Litigation Staff), the total  
20 number of hours they worked on this matter for which compensation is requested, their  
21 hourly billing rate, and their total lodestar, along with support for the hourly rates.

22 5. Despite FBFG’s belief that its lodestar is reasonable and was incurred for the  
23 benefit of the Class, FBFG reached an agreement with Defendant on December 23, 2014  
24 relating to FBFG’s lodestar and expenses and pending Court approval, Defendant has  
25 agreed to compensate FBFG \$44,944.77 for its attorneys’ fees’ and \$1,005.11 for its  
26 expenses for a total of \$45,949.88.

Attorney	Role	Total Hours	Billing Rate	Lodestar
Jeremiah Frei-Pearson	Partner	124.85	\$650.00	\$81,152.50
Todd S. Garber	Partner	81.10	\$650.00	\$52,715.00
Jeffrey I. Carton	Partner	2.25	\$475.00	\$1,068.75
Angela Sforza	Staff	1.60	\$90.00	\$144.00
Donna Benezra	Staff	0.80	\$90.00	\$72.00
<b>TOTALS</b>		<b>209.60</b>		<b>\$135,152.25</b>

6. This litigation has been handled almost entirely by FBFG’s partners.

**II. LODESTAR BY TYPE OF WORK**

7. The below divides the total lodestar listed above into distinct categories.

**A. Time Spent Preparing Complaint(s), Litigating Actions Outside of the MDL, Appearing Before the Judicial Panel of Multidistrict Litigation, and other Time Before February 14, 2013**

8. This category includes all time spent before the initial status conference before Judge Wu, which occurred on February 14, 2013. It also includes any time spent after February 14, 2013, preparing and filing complaints, litigating those cases outside of the MDL proceedings, and appearing before the Judicial Panel on Multidistrict Litigation.

9. Below is a list of the attorneys who worked on this portion of the litigation, along with the number of hours each spent, their billing rates, the lodestar attributable to them, and the total lodestar for this portion of the litigation.

<b>Attorney</b>	<b>Total Hours</b>	<b>Billing Rate</b>	<b>Lodestar</b>
Jeremiah Frei-Pearson	57.00	\$650.00	\$37,050.00
Todd S. Garber	25.50	\$650.00	\$16,575.00
Jeffrey I. Carton	2.25	\$475.00	\$1,068.75
Angela Sforza	1.40	\$90.00	\$126.00
Donna Benezra	0.80	\$90.00	\$72.00
<b>TOTALS</b>	<b>86.95</b>		<b>\$54,891.75</b>

10. Prior to FBFG’s attorneys investigated facts; performed legal research; worked on multiple drafts of and revisions to two complaints; strategized and coordinated with co-counsel; interviewed potential plaintiffs; and reviewed filings and documents.

**B. Court Hearings in the MDL**

11. This category includes all hearings with Judge Wu (attended in person or telephonically) in MDL 2424. The first hearing was on February 14, 2013.

12. Below is a list of the attorneys who worked on this portion of the litigation, along with the number of hours each spent, their billing rates, the lodestar attributable to them, and the total lodestar for this portion of the litigation.

<b>Attorney</b>	<b>Total Hours</b>	<b>Billing Rate</b>	<b>Lodestar</b>
Jeremiah Frei-Pearson	17.5	\$650.00	\$11,375.00
<b>TOTALS</b>	<b>17.5</b>	<b>\$650.00</b>	<b>\$11,375.00</b>

13. Jeremiah Frei-Pearson traveled to and attended the February 14, 2013 hearing in California, and also attended the telephonic hearing on April 11, 2013.

**C. Calls with Non-Settling Plaintiff Group**

14. This category includes calls with the Non-Settling Plaintiffs that were organized by Liaison Counsel.

1 15. Below is a list of the attorneys who worked on this portion of the litigation,  
2 along with the number of hours each spent, their billing rates, the lodestar attributable to  
3 them, and the total lodestar for this portion of the litigation.

Attorney	Total Hours	Billing Rate	Lodestar
Jeremiah Frei-Pearson	6.5	\$650.00	\$3,900.00
Todd S. Garber	5.3	\$650.00	\$3,445.00
<b>TOTALS</b>	<b>11.8</b>		<b>\$7,345.00</b>

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10 16. FBFG’s attorneys participated in numerous calls with co-counsel for the  
11 Non-Settling Plaintiffs.

12 **D. Review and Discussion of Settlement Terms and Revisions**

13 17. This category includes time spent reviewing and discussing the terms of the  
14 proposed settlement, including the following tasks:

- a. Review of the initial Term Sheet, distributed in February 2013.
- b. Review of Liaison Counsel’s December 20, 2013 memo, which described how the discovery related to the strengths and weaknesses of plaintiffs’ claims.
- c. Review of the proposed settlement filed December 23, 2013 and the two Addendums, filed January 16, 2014, and May 2, 2014. This includes discussions and correspondence with Non-Settling Plaintiffs regarding the settlement, the settlement negotiations conducted by Liaison Counsel, and the revisions to the settlement. It also includes the review of settlement-related memos and summaries distributed to Non-Settling Plaintiffs after the settlement was filed on December 23, 2013.
- d. Time spent preparing position statements for Liaison Counsel’s January 30 and May 30 Reports.

1 18. Below is a list of the attorneys who worked on this portion of the litigation,  
2 along with the number of hours each spent, their billing rates, the lodestar attributable to  
3 them, and the total lodestar for this portion of the litigation.

4 Attorney	5 Total Hours	6 Billing Rate	7 Lodestar
8 Jeremiah Frei-Pearson	13.8	\$650.00	\$8,970.00
9 Todd S. Garber	10.8	\$650.00	\$7,020.00
10 <b>TOTALS</b>	<b>24.6</b>	<b>\$650.00</b>	<b>\$15,990.00</b>

11 19. FBFG's attorneys strategized regarding and discussed settlement with co-  
12 counsel on multiple occasions, researched legal issues regarding settlement, and reviewed  
13 proposed settlement papers.

14 **E. Preparation of Document Requests, Review of Document Production**  
15 **Summaries, Participating via Phone and Chatroom in Confirmatory**  
16 **Discovery Interviews, and Review of "Hot Document" Databases**  
17 **Provided by Liaison Counsel**

18 20. This category includes time spent preparing, reviewing, and submitting  
19 revisions to plaintiffs' document requests served on May 22, 2013. It also includes  
20 review of document production summaries distributed by Liaison Counsel throughout the  
21 course of the litigation, as well as documents contained in the online document database  
22 that accompanied Liaison Counsel's summaries in October and December 2013. It also  
23 includes time spent participating in the confirmatory discovery interviews via telephone  
24 and chatroom. This does not include work that was specifically assigned by Liaison  
25 Counsel, which is captured in section F below.

26 21. Below is a list of the attorneys who worked on this portion of the litigation,  
27 along with the number of hours each spent, their billing rates, the lodestar attributable to  
28 them, and the total lodestar for this portion of the litigation.

Attorney	Total Hours	Billing Rate	Lodestar
Jeremiah Frei-Pearson	18.7	\$650.00	\$12,155.00
Todd S. Garber	16.6	\$650.00	\$10,790.00
<b>TOTALS</b>	<b>35.3</b>	<b>\$650.00</b>	<b>\$22,945.00</b>

22. FBFG’s attorneys helped draft and revise Plaintiffs’ discovery requests; participated in conference calls regarding discovery; reviewed Defendant’s discovery requests; reviewed discovery correspondence; and reviewed discovery interview summaries.

**F. Document Review and Confirmatory Discovery Interviews Assigned by Liaison Counsel**

23. This category includes time spent on review and coding of documents posted to the online EasyESI database that was specifically assigned by Liaison Counsel. It does not include time spent performing other types of document review, such as reviewing document summaries or compilations of “hot documents” that Liaison Counsel distributed to Non-Settling Plaintiffs, which is captured in section E above.

24. This category also includes time spent personally participating in the confirmatory discovery interviews of Hyundai and Kia personnel for the purpose of asking questions on behalf on Non-Settling Plaintiffs. It does not include time spent participating via telephone or online chatroom, which is captured in section E above.

25. This category also includes time spent on smaller group calls and correspondence specifically regarding the document review. This time should be listed here, instead of in section C above. For example, it includes the time document reviewers spent providing information to the counsel conducting the interviews or to Liaison Counsel for the preparation of document summary reports.

26. Below is a list of the attorneys who worked on this portion of the litigation, along with the number of hours each spent, their billing rates, the lodestar attributable to them, and the total lodestar for this portion of the litigation.



<b>Attorney</b>	<b>Total Hours</b>	<b>Billing Rate</b>	<b>Lodestar</b>
Jeremiah Frei-Pearson	2.4	\$650.00	\$1,560.00
Todd S. Garber	18.9	\$650.00	\$12,285.00
<b>TOTALS</b>	<b>21.3</b>	<b>\$650.00</b>	<b>\$13,845.00</b>

27. FBFG’s attorneys participated in calls regarding document review, reviewed documents and summarized same.

**G. Discovery-Related Motion Practice and Meet and Confer**

28. This category only applies to those plaintiffs and firms that raised additional discovery issues in October and November 2013. This includes time spent meeting and conferring on those issues and, if applicable, preparing portions of the joint discovery stipulation filed in November 2013. It also includes subsequent efforts to resolve discovery disputes.

29. Below is a list of the attorneys who worked on this portion of the litigation, along with the number of hours each spent, their billing rates, the lodestar attributable to them, and the total lodestar for this portion of the litigation.

<b>Attorney</b>	<b>Total Hours</b>	<b>Billing Rate</b>	<b>Lodestar</b>
	N.A.	N.A.	N.A.
<b>TOTALS</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

30. FBFG’s attorneys did not engage in any discovery-related motion practice or meet and confers prior to November 2013.

**H. Other**

31. This category includes any hours not included in the above categories for which attorneys’ fees are sought.

32. Below is a list of the attorneys who worked on this portion of the litigation, along with the number of hours each spent, their billing rates, the lodestar attributable to them, and the total lodestar for this portion of the litigation.

Attorney	Total Hours	Billing Rate	Lodestar
Jeremiah Frei-Pearson	8.6	\$650.00	\$5,590.00
Todd S. Garber	4.0	\$650.00	\$2,600.00
<b>TOTALS</b>	<b>12.6</b>	<b>\$650.00</b>	<b>\$8,190.00</b>

33. In addition to the above categories of work performed for this case, FBFG attorneys also reviewed the status of related cases and filings, fielded calls from Plaintiffs and putative class members, and discussed this matter internally.

**III. LITIGATION EXPENSES**

Expense Category	Amount
Lexis, Westlaw	\$541.81
Fax	\$2.00
Travel/Misc.	\$457.10
PACER	\$4.20

34. In addition to Westlaw research regarding legal issues at the pleading and settlement stage, Jeremiah Frei-Pearson traveled from New York to California (and back) for the February 14, 2013 hearing referenced above.

**IV. THE REQUESTED HOURLY RATES ARE REASONABLE**

35. FBFG’s attorneys’ hourly rates are reasonable. Mr. Frei-Pearson and Mr. Garber have been appointed class counsel in multiple litigations and their hourly rate is more than reasonable given their experience and expertise in complex litigation and the prevailing rates in their Districts. “[T]he American Lawyer recently reported that the median billing rate for partners at many leading law firms exceeds \$900/hour.” *In re FLAG Telecom Holdings Ltd. Sec. Litig.*, No. 02-3400, 2010 WL 4537550, at \*26

1 (S.D.N.Y. Nov. 8, 2010); *In re Comverse Tech., Inc. Sec. Litig.*, No. 06-1825, 2010 WL  
2 2653354, at \*4 (E.D.N.Y. June 24, 2010) (hourly rates up to \$880 were “not  
3 extraordinary for top New York law firms”); *In re Telik, Inc. Sec. Litig.*, 576 F. Supp. 2d  
4 570, at 589-90 (S.D.N.Y. 2008) (noting that hourly rates of \$700-\$750 for partners were  
5 consistent with the rates charged by the defense bar for similar work, and that comparable  
6 rates have been found reasonable by other courts for class action work). FBFG’s firm  
7 resume is attached.

8 I declare under penalty of perjury under the laws of the United States of America  
9 that the foregoing is true and correct. Executed December 23, 2014, at White Plains,  
10 New York.

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12 /s/ Jeremiah Frei-Pearson  
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