

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE ENVISION HEALTHCARE CORP.

This Document Relates to: ALL ACTIONS

Case No. 1:18-cv-01068-RGA-SRF

CLASS ACTION

CONSOLIDATED STOCKHOLDER  
LITIGATION

**DECLARATION OF JUAN E. MONTEVERDE IN SUPPORT OF LEAD PLAINTIFF'S  
MOTIONS FOR FINAL APPROVAL OF THE SETTLEMENT AND PLAN OF  
ALLOCATION AND ATTORNEYS' FEES AND EXPENSES AND SERVICE AWARD**

I, Juan E. Monteverde, declare:

1. I am an attorney duly licensed to practice law in the State of New York and admitted *pro hac vice* in this Action. I am the Founder and Managing Partner of Monteverde & Associates PC (“Lead Counsel”), Counsel for Lead Plaintiff Jon Barret (“Lead Plaintiff”) and Lead Counsel for the Settlement Class in the above-captioned Action.

2. I have personal knowledge of the facts set forth herein and if called as a witness, could and would testify competently to these facts under oath.

3. I am submitting this declaration in support of Lead Plaintiff’s Motion for Final Approval of the Settlement and Plan of Allocation and Lead Plaintiff’s Motion for an Award of Attorneys’ Fees and Expenses and Service Award.

**Background**

4. On August 9, 2018, Lead Plaintiff filed his Complaint against Envision Healthcare Corporation (“Envision”) and its board of directors (the “Board”, and together with Envision, the “Defendants”) alleging violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 14a-9 in connection with the proxy statement (“Proxy”) issued to solicit Envision shareholders’ approval of the merger between Envision and KKR (“Acquisition”).

5. On October 29, 2018, Lead Plaintiff filed his motion for Consolidation, Appointment as Lead Plaintiff, and Approval of Selection of Lead Counsel (D.I. 3), which the Court granted on November 5, 2018. D.I. 7.

6. After further factual investigation and research, on December 13, 2018, Lead Plaintiff filed his Amended Complaint alleging that the Proxy, *inter alia*: (i) misleadingly stated that the significantly lower Management Sensitivity Case projections reflected “reasonable sensitivities;” (ii) misleadingly stated that the two cases of projections were “equally likely;” and (iii) misleadingly stated that the Acquisition was “fair” to the Company’s shareholders. D.I. 25.

7. On February 11, 2019, Defendants filed their Motion to Dismiss the Amended Complaint. D.I. 29.

8. After thorough briefing (D.I. 30-39, 42-43), on August 1, 2019, Magistrate Judge Fallon rendered a Report and Recommendation recommending denial of Defendants’ Motion to Dismiss. (“R&R”), D.I. 44.

9. Defendants objected to the R&R (D.I. 47), Lead Plaintiff responded to their objections (D.I. 52), and on September 19, 2019, Judge Andrews issued an opinion adopting the R&R denying the Defendants’ Motion to Dismiss and overruling Defendants’ objections. (D.I. 53).

10. Following Judge Andrews’ opinion, Lead Plaintiff and Defendants (together, the “Parties”) agreed to a schedule and commenced discovery.

11. In total, Lead Plaintiff obtained 184,035 pages of documents from Defendants, and over 450,000 pages of documents from Envision’s financial advisors. Lead Plaintiff also produced documents in response to Defendants’ discovery requests.

12. On April 13, 2020, Lead Plaintiff filed his Motion for Class Certification. D.I. 75.

## **Settlement**

13. Following the filing of Lead Plaintiff's Motion for Class Certification, the Parties met and conferred and agreed to mediate with Michelle Yoshida ("Ms. Yoshida") of Phillips ADR Enterprises on July 27, 2020.

14. Leading up to mediation, the Parties engaged in numerous calls with Ms. Yoshida, Lead Plaintiff submitted a detailed mediation statement accompanied by 54 exhibits of evidence obtained during discovery, Lead Counsel answered questions provided by Ms. Yoshida concerning the strengths and weaknesses of Lead Plaintiff's claims, and, just prior to the mediation, Lead Plaintiff submitted supplemental briefing regarding economic loss and causation at the request of Ms. Yoshida.

15. On July 27, 2020, the Parties engaged in a full-day mediation session lasting over 12 hours. After a mediator's proposal from Ms. Yoshida, the mediation culminated with the Parties agreeing to settle the Action for \$17,400,000 (the "Settlement").

16. On July 30, 2020, the Parties informed the Court of the Settlement, and, on October 15, 2020, the Parties filed the Stipulation of Settlement with the Court. D.I. 85. Thereafter, the Parties agreed amend the Stipulation of Settlement by modifying the definition of "Released Claims" as it relates to unrelated, ongoing litigation in Tennessee, as reflected in the Amendment to the Stipulation of Settlement (to be filed with the Court this week).

17. Lead Plaintiff and Lead Counsel believe the Settlement is fair, reasonable, and adequate, and represents the best interests of Envision shareholders who bought purchased, sold, or held shares of Envision stock from August 10, 2018, the record date for voting on the Acquisition, through and including October 11, 2018, when the Acquisition was completed (the "Settlement Class").

18. The Settlement provides a fantastic result, which is at the top-end of the few recent (and rare) Section 14(a) merger-related settlements, as illustrated in the below table:

| Case   | Settlement Year | Settlement Amount |
|--|-----------------|-------------------|
| <i>Campbell v. Transgenomic, Inc.</i> ,<br>No. 4:17-CV-3021, (D. Neb.)                         | 2019            | \$1.95 million    |
| <i>Azar v. Blount International, Inc., et al.</i> ,<br>No. 3:16-CV-0483-SI (D. Or.)            | 2019            | \$3.059 million   |
| <i>Hurwitz v. Mullins, et al.</i> ,<br>No. 1:15-cv-00711-MAK (D. Del.)                         | 2018            | \$8 million       |
| <i>Steven Duncan, et al. v. Joy Global, Inc., et al.</i> ,<br>No. 2:16-cv-01229-PP (E.D. Wis.) | 2018            | \$20 million      |
| <i>In re Hot Topic, Inc. Securities Litigation</i> ,<br>No. 2:13-02939-SJO(JCx) (C.D. Cal.)    | 2015            | \$15 million      |

19. Moreover, the \$17.4 million recovery here is substantial in light of the complexity of this case and the significant risks and expenses that the Settlement Class would have faced had this litigation continued. Lead Plaintiff faced risks in: proving the states of mind of each Defendant required to establish liability (subjective falsity); winning the battle of experts to prove damages; and likely appeals—in the event Lead Plaintiff was able to succeed on proving liability and damages—that could take years to resolve. Therefore, Lead Plaintiff and Lead Counsel believe the concrete and immediate cash benefit of the Settlement represents an excellent recovery for the Settlement Class.

### **Preliminary Approval**

20. On October 15, 2020, Lead Plaintiff filed a motion with the Court seeking Preliminary Approval of the Settlement, Certification of the Settlement Class, and Approval of the Notice to the Class. D.I. 86-87.

21. On October 16, 2020, the Court issued its Order Preliminarily Approving Settlement and Providing for Notice. D.I. 88. Therein, the Court also preliminarily certified the Settlement Class, preliminarily certified Lead Plaintiff as class representative, and preliminarily

certified Lead Counsel as class counsel. *Id.* at 3-4.

22. Following the Preliminary Approval Order, on November 9, 2020, Plaintiff distributed the Summary Notice through *PRNewswire*, and Plaintiff's Class Administrator, Epiq, commenced mailing of the Long Form Notice. To date, Epiq has mailed out a total of 17,824 notices to the Settlement Class, and will file an affidavit with more complete figures no later than February 9, 2021.

23. The deadline for objections and opt outs is January 25, 2021. To-date, Lead Counsel are not aware of any objections to the Settlement, nor any Settlement Class Member electing to opt out of the Settlement.

#### **Attorneys' Fees and Expenses**

24. Lead Counsel's compensation for services rendered in this litigation was wholly contingent on the success of the action. The fees described herein have not been paid from any source and have not been the subject of any prior request, or prior award, in any litigation or other proceeding.

25. The following chart summarizes the work that Monteverde & Associates PC performed in the prosecution of this Action, including 3,315.6 attorney hours representing a total lodestar of \$2,308,145.00 from June 22, 2018 to date, a task summary report is attached hereto as Exhibit 2.

| <b>PROFESSIONAL</b>                | <b>HOURS</b>  | <b>RATE</b> | <b>LODESTAR</b>       |
|------------------------------------|---------------|-------------|-----------------------|
| Juan Monteverde (Managing Partner) | 1170          | \$850       | \$994,500.00          |
| Miles Schreiner (Senior Associate) | 873.3         | \$725       | \$633,142.50          |
| John Baylet (Associate)            | 761.6         | \$575       | \$437,920.00          |
| Jordan Steele (Associate)          | 432.1         | \$475       | \$205,247.50          |
| Eric Benzenberg (Associate)        | 78.6          | \$475       | \$37,335.00           |
| <b>TOTALS</b>                      | <b>3315.6</b> |             | <b>\$2,308,145.00</b> |

26. The lodestar calculation above is based on Lead Counsel's regular hourly billing

rates and was prepared from contemporaneous time records regularly prepared and maintained by my firm. All of the time included in the lodestar was reasonably and necessarily expended.

27. The hourly rates for Lead Counsel are the usual and customary hourly rates charged for their services in similar litigation. Lead Counsel has determined the hourly rate after careful consideration, including a survey of the prevailing market rates charged for mergers and acquisitions and securities litigation in New York. *See NLJ'S BILLING SURVEY*, The National Law Journal, Pg. 7, Vol. 37, No. 19 (attached hereto as Exhibit 5). These rates are also in line with hourly rates accepted in Delaware. *See In re Wilmington Trust Sec. Litig.*, No. 10-cv-0990-ER, 2018 U.S. Dist. LEXIS 196644, at \*29 n.4 (D. Del. Nov. 19, 2018) (finding “reasonable attorney hourly rates ranging from \$295 to \$1,250”); *Liqwd, Inc. v. L'Oréal USA, Inc.*, 2019 U.S. Dist. LEXIS 215668, at \*33, 36 (D. Del Dec. 16, 2019) (finding hourly rates of \$705.00 to \$1,040 reasonable); *accord In re Orchard Enters. Stockholder Litig.*, 2014 Del. Ch. LEXIS 151 (Del. Ch. Aug. 22, 2014) (finding a blended hourly rate of \$658 reasonable); *In re AXA Fin., Inc. S'holders Litig.*, Consolidated C.A. No. 18268, 2002 Del. Ch. LEXIS 57, at \*26 (Del. Ch. May 16, 2002) (performing a lodestar crosscheck and noting that \$ 2,630 hourly rate, “while high, is not out of line with those in other cases in which plaintiffs’ counsel have achieved a significant benefit to the class with only modest litigation efforts”). Indeed, just last fall, Vice Chancellor Laster approved a contingent class action fee for Lead Counsel and Liaison Counsel with nearly identical hourly rates. *See Kenneth Riche, et al. v. James C. Pappas, et al.*, Docket No. 2018-0177 (Del. Ch.) (D.I. 266, 276).

28. The following chart summarizes the work that Cooch and Taylor, P.A. (“Liaison Counsel”) performed in the prosecution of this Action, including 133.9 attorney hours representing

a total lodestar of \$107,120.00 from August 2018 to date. *See* Declaration of Blake A. Bennett attached hereto as Exhibit 4.

| <b>PROFESSIONAL</b> | <b>HOURS</b> | <b>RATE</b> | <b>LODESTAR</b>     |
|---------------------|--------------|-------------|---------------------|
| Blake A. Bennett    | 133.9        | \$800       | \$107,120.00        |
| <b>TOTALS</b>       |              |             | <b>\$107,120.00</b> |

29. Lead Counsel incurred a total of \$25,043.57 in unreimbursed expenses in connection with the prosecution of the Action, detailed as follows:

| <b>CATEGORY</b>      | <b>AMOUNT</b>      |
|----------------------|--------------------|
| Expert Fees          | \$9,785.01         |
| Mediation Fees       | \$7,673.13         |
| E-discovery Platform | \$6,631.43         |
| Travel and Lodging   | \$954.00           |
| <b>TOTAL</b>         | <b>\$25,043.57</b> |

30. The expenses pertaining to this case are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, check records, or other documents and are an accurate record of the expenses.

31. Liaison Counsel incurred a total of \$861.23 in unreimbursed expenses in connection with the prosecution of the Action. *See* Exhibit 4.

32. Together, Lead Counsel and Liaison Counsel incurred a total lodestar of \$2,415,265.00 and a total of \$25,904.80 in unreimbursed expenses in connection with the prosecution of the Action.

### **Exhibits**

33. Attached hereto are true and correct copies of the following exhibits:

Exhibit 1: Monteverde & Associates PC Firm Resume

Exhibit 2: Monteverde & Associates PC Lodestar Task Summary

Exhibit 3: Declaration of Lead Plaintiff Jon Barrett

Exhibit 4: Declaration of Blake A. Bennett

Exhibit 5: *NLJS BILLING SURVEY*, The National Law Journal, Pg. 7, Vol. 37, No. 19

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

Executed on January 12, 2021, in New York, NY



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Juan E. Monteverde



# **EXHIBIT 1**

MONTEVERDE & ASSOCIATES PC  
ATTORNEYS AT LAW

*Firm Résumé*

**NEW YORK OFFICE**  
**The Empire State Building**  
**350 Fifth Avenue, Suite 4405**  
**New York, NY 10118**  
**Tel: (212) 971-1341**  
**Fax: (212) 202-7880**

**CALIFORNIA OFFICE**  
**600 Corporate Pointe**  
**600 W. Corporate Pointe, Suite 1170**  
**Culver City, CA 90230**  
**Tel: (213) 446-6652**  
**Fax: (212) 202-7880**

# MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

Monteverde & Associates was founded in 2016 and is a national class action law firm committed to protecting shareholders and consumers from corporate wrongdoing. We have significant experience litigating Mergers & Acquisitions and Securities Class Actions, whereby we protect investors by recovering money and remedying corporate misconduct. We also represent consumers who have been defrauded by companies that use false or misleading advertising. We are passionate about all our cases and work tirelessly to obtain the best possible outcome for our clients.

The attorneys at Monteverde & Associates have been involved in a number of cases recovering substantial amounts of money for shareholders or investors through their litigation efforts, including in the selected list of cases below:

| <b>TARGET COMPANY<br/>ACQUIRED</b> | <b>INCREASED CONSIDERATION OR<br/>SETTLEMENT FUND</b> |
|------------------------------------|---|
| American Capital (2018)            | \$17.5 million  |
| Apollo Education (2017)            | \$54 million  |
| ClubCorp (2019)                    | \$5 million   |
| Comverge (2017)                    | \$5.9 million   |
| EnergySolutions (2014)             | \$36 million  |
| Envision Healthcare (pending)      | \$17.4 million  |
| Force Protection (2012)            | \$11 million  |
| Hansen Medical (2019)              | \$7.5 million   |
| Jefferies Group (2015)             | \$70 million  |
| Mavenir Systems (2016)             | \$3 million   |
| MRV Communications (pending)       | \$1.9 million   |
| Orchard Enterprises (2014)         | \$10.725 million                                      |
| Syntroleum (2016)                  | \$2.8 million   |
| Transgenomic (2020)                | \$1.95 million  |
| West Marine (2020)                 | \$2.5 million   |
| US Geothermal (2020)               | \$6.5 million   |

Monteverde & Associates has also changed the law in the 9th Circuit, by lowering the standard of liability under Section 14(e) of the Exchange Act from scienter to negligence to better protect shareholders. *Varjabedian v. Emulex Corp.*, 2018 U.S. App. LEXIS 10000 (9th Cir. Apr. 20, 2018).

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **Juan E. Monteverde**

Mr. Monteverde is the founder and managing partner for the firm. Mr. Monteverde has over a decade of experience advocating shareholder rights. Mr. Monteverde regularly handles high profile M&A cases seeking to maximize shareholder value and has obtained monetary relief for shareholders.

Mr. Monteverde has also broken new ground when it comes to challenging proxies related to compensation issues post Dodd-Frank Act. *Knee v. Brocade Comm'ns Sys., Inc.*, No. 1-12-CV-220249, slip op. at 2 (Cal. Super. Ct. Santa Clara Cnty. Apr. 10, 2012) (Kleinberg, J.) (enjoining the 2012 shareholder vote related to executive compensation proxy disclosures). Mr. Monteverde also argued successfully before the 9<sup>th</sup> Circuit to change the law and lowered the standard of liability under Section 14(e) of the Exchange Act from scienter to negligence to better protect shareholders. *Varjabedian v. Emulex Corp.*, 2018 U.S. App. LEXIS 10000 (9th Cir. Apr. 20, 2018).

Mr. Monteverde has been selected by Super Lawyers as a New York Metro Rising Star in 2013, 2017 - 2019, and by Martindale-Hubbell as a Top Rated Lawyer 2017 – 2020.

Mr. Monteverde speaks regularly at ABA, PLI, ACI and other conferences regarding merger litigation or executive compensation issues. Below is a list of published articles by Mr. Monteverde:

- Fair To Whom? Examining Delaware's Fair Summary Standard
- A Review of Trados and Its Impact
- Emerging Trends in Say-on-Pay Disclosure
- Battling for Say on Pay Transparency

Mr. Monteverde graduated from California State University of Northridge (B.S. Finance) and St. Thomas University School of Law (J.D., *cum laude*), where he served as a Law Review Staff Editor.

Mr. Monteverde is admitted to practice law in the State of New York, 2007.

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **David E. Bower**

Mr. Bower is of counsel with the firm since 2016 and has extensive experience in securities and consumer class actions as well as corporate litigation and complex commercial litigation matters.

Mr. Bower has been in the private practice of law since 1981. Prior to forming his own law firm, Law Offices of David E. Bower, in 1996, Mr. Bower practiced for two years with the law firm Hornberger & Criswell where he supervised and coordinated complex business litigation. From 1989 to 1994, he was a partner with the law firm Rivers & Bower where he handled business, construction, real estate, insurance, and personal injury litigation and business and real estate transactions. From 1984 to 1989, he practiced in the insurance bad faith defense and complex litigation department of the Los Angeles, California based law firm of Gilbert, Kelley, Crowley & Jennett. From 1981 to 1984, he practiced law in New York as a partner with the law firm Boysen, Scheffer & Bower. Mr. Bower has extensive trial experience and has tried over 100 cases.

Mr. Bower is a graduate of the Mediation Training Program at UCLA and has a certification in Advanced Mediation Techniques. He has presided in over 200 mediations since becoming certified and is currently on the Los Angeles Superior Court Pay Panel of mediators and arbitrators. He was previously the President of the Board of A New Way of Life Reentry Project, a non-profit serving ex-convicts seeking reentry into society as productive citizens.

Mr. Bower is admitted to practice law in the State of New York, 1982, and California, 1985.

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **Beth Keller**

Ms. Keller is of counsel with the firm since 2018 and has extensive experience in securities class actions as well as corporate governance reform.

For the last 16 years, she has focused her legal practice on shareholder rights litigation. Prior to working with Monteverde & Associates, Ms. Keller was a Partner at Faruqi & Faruqi, LLP, a nationally recognized securities firm based in New York City, where she litigated shareholder class and derivative actions, and served as head of the firm's Shareholder Derivative Litigation Department. She later became a founding Member of the boutique securities firm, Hynes Keller & Hernandez, LLC, where she was involved in all aspects of the firm's shareholder advocacy practice.

Ms. Keller has extensive litigation experience and has served as lead or co-lead counsel in numerous complex cases in which she has achieved substantial corporate governance measures and/or financial recoveries for the corporation and its stockholders.

Ms. Keller is admitted to practice law in the State of New York, 2003 and New Jersey, 2002.

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **Miles D. Schreiner**

Mr. Schreiner is a senior associate with the firm from inception in 2016 and has experience in securities and consumer class action litigation.

Prior to joining the firm, Mr. Schreiner was an associate at a national class action firm where he represented clients in securities and consumer class action litigation. Mr. Schreiner also previously gained experience in complex litigation as an associate at a New York City firm that represents plaintiffs in civil RICO actions. Mr. Schreiner is a *cum laude* graduate of Brooklyn Law School, where he was a Dean's Merit Scholar and served as a Law Review Editor. While in law school, Mr. Schreiner developed practical skills through internships with the Kings County Supreme Court Law Department, the Office of General Counsel at a major New York hospital, and a boutique law firm that specializes in international fraud cases.

Below is a list of published articles by Mr. Schreiner:

- Fair To Whom? Examining Delaware's Fair Summary Standard
- The Delaware Courts' Increasingly Laissez Faire Approach To Directorial Oversight
- Money-Back Guarantees Unlikely to Satisfy 'Superiority'
- A Deadly Combination: The Legal Response to America's Prescription Drug Epidemic

Mr. Schreiner graduated from Tulane University (B.A. in Political Science, *cum laude*) and Brooklyn Law School (J.D., *cum laude*).

Mr. Schreiner has been selected by Super Lawyers as a 2018 and 2019 New York Metro Rising Star.

Mr. Schreiner is admitted to practice law in the State of New York and New Jersey, 2013.

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **John W. Baylet**

John W. Baylet is an associate with the firm since 2017 and has experience in financial services and securities class action litigation.

Prior to joining the firm, Mr. Baylet gained experience at an internship with the U.S. Securities and Exchange Commission in the New York Regional Office. Before that, Mr. Baylet also attained knowledge in the securities industry at an internship with the New York State Department of Financial Services and an international brokerage firm and FCM.

Mr. Baylet graduated from University of Georgia (B.B.A. in Finance) and New York Law School (J.D.). During law school, Mr. Baylet was a Global Law Fellow Scholar, associate for the Center for Business and Financial Law, competitor and coach for the Moot Court Association, Public Service Certificate recipient, and winner of the Ruben S. Fogel Commencement Award.

Mr. Baylet is admitted to practice law in the State of New York, 2017.



# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **Jordan M. Steele**

Jordan M. Steele is an associate with the firm since 2019 and has experience in financial services and securities class action litigation.

Mr. Steele graduated from Suffolk University (B.S. in Business Administration, *cum laude*) and Brooklyn Law School (J.D.). During law school he was the Online Editor for the Brooklyn Journal of Corporate, Financial, and Commercial Law. As a member of Brooklyn Law's School's Alternative Dispute Resolution Honor Society, he came in first place at the 2018 STCL Energy Law Negotiation Competition, outperforming dozens of teams. He has extensively studied complex securities litigation and shareholder rights. During a semester exchange, Mr. Steele also studied Chinese investment law and international alternative dispute resolution at the University of Hong Kong.

Prior to joining the firm, Mr. Steele worked as a student trainee with the United States Navy JAG Corps. and assisted in court-martial proceedings. As a law clerk at the firm Warshaw Burstein LLP, he honed his skills in discovery preparation, motion practice, and client counseling in civil litigation cases.

Mr. Steele is admitted to practice law in the State of New York, 2020.

# MONTEVERDE & ASSOCIATES PC

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ATTORNEYS AT LAW

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## **Rossella Scarpa**

Rossella Scarpa has been a law clerk with the firm since 2019 and has experience in financial services and securities class action litigation.

Ms. Scarpa graduated from Binghamton University (B.A. Economics and Political Science) in 2017 and from St. John's University School of Law (J.D.) in 2020. During law school, she was the Articles & Notes Editor for the St. John's American Bankruptcy Institute Law Review. Additionally, Ms. Scarpa was co-chair for the 2019 FINRA Triathlon Competition hosted by St. John's. Ms. Scarpa was also a legal intern for the St. John's Securities Arbitration Clinic.

Ms. Scarpa externed for Magistrate Judge Katharine Parker of the United States District Court for the Southern District of New York.

Ms. Scarpa sat for the New York State bar in October 2020 and is pending admission.

# **EXHIBIT 2**

## Task Summary

### Monteverde & Associates PC

Include Matter Details = False  
 Include Matter and Professional Details = False  
 Professional = All (Inactive Included)  
 Group By Professional Group  
 Task = All  
 View = Original  
 From 01-01-2016 To 01-12-2021

### Professional Summary

| Task  | Time (Hours)     | Amount            | Average Rate | % Total Time |
|---|------------------|-------------------|--------------|--------------|
| <b>Baylet, John</b>   |                  |                   |              |              |
| 01 - Case Development, Investigation and review corporate filings | 4.700            | 2,702.50          | 575.00       | 0.62%        |
| 02 - Pleading   | 0.500            | 287.50            | 575.00       | 0.07%        |
| 03 - Discovery  | 465.400          | 267,605.00        | 575.00       | 61.11%       |
| 05 - Motion   | 111.500          | 64,112.50         | 575.00       | 14.64%       |
| 06 - Preparation Hearing/Trial                                    | 0.500            | 287.50            | 575.00       | 0.07%        |
| 09 - Settlement/Mediation   | 140.300          | 80,672.50         | 575.00       | 18.42%       |
| 10 - Fee Petition   | 26.700           | 15,352.50         | 575.00       | 3.51%        |
| 11 - Correspondence/Communications                                | 6.300            | 3,622.50          | 575.00       | 0.83%        |
| 12 - Analyze and review   | 0.800            | 460.00            | 575.00       | 0.11%        |
| 15 - Research   | 4.900            | 2,817.50          | 575.00       | 0.64%        |
| <b>Professional Total</b>   | <b>761.600</b>   | <b>437,920.00</b> |              |              |
| <b>Benzenberg, Eric</b>   |                  |                   |              |              |
| 01 - Case Development, Investigation and review corporate filings | 34.000           | 16,150.00         | 475.00       | 43.26%       |
| 02 - Pleading   | 14.500           | 6,887.50          | 475.00       | 18.45%       |
| 05 - Motion   | 16.200           | 7,695.00          | 475.00       | 20.61%       |
| 15 - Research   | 13.900           | 6,602.50          | 475.00       | 17.68%       |
| <b>Professional Total</b>   | <b>78.600</b>    | <b>37,335.00</b>  |              |              |
| <b>Monteverde, Juan</b>   |                  |                   |              |              |
| 01 - Case Development, Investigation and review corporate filings | 28.800           | 24,480.00         | 850.00       | 2.46%        |
| 02 - Pleading   | 36.500           | 31,025.00         | 850.00       | 3.12%        |
| 03 - Discovery  | 659.900          | 560,915.00        | 850.00       | 56.40%       |
| 05 - Motion   | 125.100          | 106,335.00        | 850.00       | 10.69%       |
| 06 - Preparation Hearing/Trial                                    | 47.100           | 40,035.00         | 850.00       | 4.03%        |
| 09 - Settlement/Mediation   | 94.800           | 80,580.00         | 850.00       | 8.10%        |
| 11 - Correspondence/Communications                                | 51.100           | 43,435.00         | 850.00       | 4.37%        |
| 12 - Analyze and review   | 59.300           | 50,405.00         | 850.00       | 5.07%        |
| 14 - Meeting/Strategy   | 4.300            | 3,655.00          | 850.00       | 0.37%        |
| 15 - Research   | 63.100           | 53,635.00         | 850.00       | 5.39%        |
| <b>Professional Total</b>   | <b>1,170.000</b> | <b>994,500.00</b> |              |              |
| <b>Schreiner, Miles</b>   |                  |                   |              |              |
| 01 - Case Development, Investigation and review corporate filings | 21.500           | 15,587.50         | 725.00       | 2.46%        |
| 02 - Pleading   | 40.500           | 29,362.50         | 725.00       | 4.64%        |

**Task Summary****Monteverde & Associates PC**

Include Matter Details = False  
 Include Matter and Professional Details = False  
 Professional = All (Inactive Included)  
 Group By Professional Group  
 Task = All  
 View = Original  
 From 01-01-2016 To 01-12-2021

| Task                               | Time (Hours)   | Amount            | Average Rate | % Total Time |
|------------------------------------|----------------|-------------------|--------------|--------------|
| <b>Schreiner, Miles</b>            |                |                   |              |              |
| 03 - Discovery                     | 353.700        | 256,432.50        | 725.00       | 40.50%       |
| 05 - Motion                        | 273.200        | 198,070.00        | 725.00       | 31.28%       |
| 06 - Preparation Hearing/Trial     | 3.800          | 2,755.00          | 725.00       | 0.44%        |
| 09 - Settlement/Mediation          | 64.500         | 46,762.50         | 725.00       | 7.39%        |
| 11 - Correspondence/Communications | 10.600         | 7,685.00          | 725.00       | 1.21%        |
| 12 - Analyze and review            | 20.800         | 15,080.00         | 725.00       | 2.38%        |
| 14 - Meeting/Strategy              | 19.500         | 14,137.50         | 725.00       | 2.23%        |
| 15 - Research                      | 65.200         | 47,270.00         | 725.00       | 7.47%        |
| <b>Professional Total</b>          | <b>873.300</b> | <b>633,142.50</b> |              |              |
| <b>Steele, Jordan</b>              |                |                   |              |              |
| 03 - Discovery                     | 342.500        | 162,687.50        | 475.00       | 79.26%       |
| 05 - Motion                        | 29.900         | 14,202.50         | 475.00       | 6.92%        |
| 09 - Settlement/Mediation          | 21.500         | 10,212.50         | 475.00       | 4.98%        |
| 11 - Correspondence/Communications | 13.500         | 6,412.50          | 475.00       | 3.12%        |
| 12 - Analyze and review            | 10.200         | 4,845.00          | 475.00       | 2.36%        |
| 15 - Research                      | 14.500         | 6,887.50          | 475.00       | 3.36%        |
| <b>Professional Total</b>          | <b>432.100</b> | <b>205,247.50</b> |              |              |

## Task Summary

### Monteverde & Associates PC

Include Matter Details = False  
 Include Matter and Professional Details = False  
 Professional = All (Inactive Included)  
 Group By Professional Group  
 Task = All  
 View = Original  
 From 01-01-2016 To 01-12-2021

#### Summary Totals

| Task  | Time (Hours)     | Amount              |
|---|------------------|---------------------|
| 01 - Case Development, Investigation and review corporate filings | 89.000           | 58,920.00           |
| 02 - Pleading   | 92.000           | 67,562.50           |
| 03 - Discovery  | 1,821.500        | 1,247,640.00        |
| 05 - Motion   | 555.900          | 390,415.00          |
| 06 - Preparation Hearing/Trial                                    | 51.400           | 43,077.50           |
| 09 - Settlement/Mediation   | 321.100          | 218,227.50          |
| 10 - Fee Petition   | 26.700           | 15,352.50           |
| 11 - Correspondence/Communications                                | 81.500           | 61,155.00           |
| 12 - Analyze and review   | 91.100           | 70,790.00           |
| 14 - Meeting/Strategy   | 23.800           | 17,792.50           |
| 15 - Research   | 161.600          | 117,212.50          |
| <b>Grand Total</b>  | <b>3,315.600</b> | <b>2,308,145.00</b> |

# **EXHIBIT 3**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE ENVISION HEALTHCARE CORP.  
  
This Document Relates to: ALL ACTIONS

Case No. 1:18-cv-01068-RGA-SRF  
  
CLASS ACTION  
  
CONSOLIDATED STOCKHOLDER  
LITIGATION

**DECLARATION OF LEAD PLAINTIFF JON BARRETT**

I, Jon Barrett, hereby declare as follows:

1. I am the Court-appointed Lead Plaintiff in the above-captioned class action (the “Action”).

2. I submit this declaration in support of the Settlement and my request for a service award in the amount of \$10,000 for time I spent in the Action.

3. I held 733 shares of Envision common stock as of the record date, August 10, 2018, and through consummation of the Acquisition.

4. I was actively involved in the Action and regularly communicated with Juan Monteverde at Monteverde & Associates PC regarding the Action and any developments.

Specifically, I reviewed and/or assisted as follows:

- reviewed the complaint and amended complaint;
- reviewed papers related to my appointment as Lead Plaintiff;
- reviewed papers related to Defendants’ motions to dismiss;
- discussed discovery requested from Defendants and responded to discovery propounded on me, including searching for/collecting documents and emails;



- reviewed papers related to my motion for class certification and appointment as class representative, including executing a certification in support thereto;
- participated in settlement discussions and kept apprised of the mediation process; and
- reviewed papers related to the Settlement.

5. I have a doctorate from A.T. Still University Health Sciences, Kirksville College of Osteopathic Medicine. I have spent the past 16 years practicing as an anesthesiologist in Phoenix, Arizona. My compensation on an hourly basis is approximately \$200 per hour.

6. I understand that reimbursement of lead plaintiff's reasonable time and expenses is authorized under Section 27(a)(4) of the Private Securities Litigation Reform Act of 1995. For this reason, I seek reimbursement for the time and expenses that I incurred directly relating to my representation of the Class in the Action.

7. I spent at least 50 hours devoted to the representation of the Settlement Class in this Action.

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

Dated: 1/4/2021

DocuSigned by:  
*Jon Valentine Barrett, DO*  
D1159F3DEAB246E...  
Jon Barrett

# **EXHIBIT 4**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE ENVISION HEALTHCARE CORP.

This Document Relates to: ALL ACTIONS

Case No. 1:18-cv-01068-RGA-SRF

CLASS ACTION

CONSOLIDATED STOCKHOLDER  
LITIGATION

**TIME AND EXPENSE DECLARATION OF BLAKE A. BENNETT**

I, Blake A. Bennett, declare:

1. I am a member of the Bar of the State of Delaware and the firm of Cooch and Taylor, P.A., which is Liaison Counsel for Lead Plaintiff in the above-captioned action (the “Action”).

2. I have personal knowledge of the facts set forth herein and if called as a witness, could and would testify competently to these facts under oath.

3. I make this declaration in support of Lead Plaintiff’s Motion for Final Approval of the Settlement and Plan of Allocation and Lead Plaintiff’s Motion for Final Approval of Attorneys’ Fees and Expenses and Service Award.

4. Cooch and Taylor was actively engaged in the prosecution of the Action on behalf of Lead Plaintiff and the Class. The services undertaken by my firm in connection with this litigation include, but are not limited to: researching the underlying facts and the claims to be asserted in the litigation; reviewing and revising all pleadings, motions and discovery requests; and conferring with co-counsel regarding strategy and legal claims.

5. My firm’s compensation for services rendered in the Action was wholly contingent on the success of the action and was totally at risk. The fees and unreimbursed expenses described herein have not been paid from any source and have not been the subject of any prior request, or

prior award, in any litigation or other proceeding.

6. The summary below indicates the number of hours spent by the professionals at my firm on this litigation, their respective current hourly rates, and the resulting lodestar calculation. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm. The hourly rates reflected in the schedule are the usual and customary rates currently charged for each individual in our cases.

7. The following chart summarizes the work that Cooch and Taylor performed in the prosecution of this Action, including 133.9 attorney hours representing a total lodestar of \$107,120.00 from August 2018 to date.

| <b>PROFESSIONAL</b> | <b>HOURS</b> | <b>RATE</b> | <b>LODESTAR</b>     |
|---------------------|--------------|-------------|---------------------|
| Blake A. Bennett    | 133.9        | \$800       | \$107,120.00        |
| <b>TOTALS</b>       |              |             | <b>\$107,120.00</b> |

8. In addition, Cooch and Taylor incurred a total of \$861.23 in unreimbursed expenses in connection with the prosecution of the Action, detailed as follows:

| <b>Expense Category</b>                                      | <b>Amount</b> |
|--|---------------|
| Filing and related Court costs                               | \$742.40      |
| Messenger and delivery service                               | \$35.85       |
| Printing, binding, and copying courtesy copies for the Court | \$82.98       |
| <b>TOTAL:</b>  | \$861.23      |

This expense information shown accurately summarizes information contained in the financial records of my firm, kept in the ordinary course of business.

I declare under the penalty of perjury under the laws of the United States of America that

the foregoing is true and correct and that this Declaration was executed on January 12, 2021, in  
Wilmington, Delaware.



Blake A. Bennett (#5133)

# **EXHIBIT 5**



4 of 5 DOCUMENTS

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# THE NATIONAL LAW JOURNAL

The National Law Journal

January 5, 2015 Monday

**SECTION:** NLJ'S BILLING SURVEY; Pg. 7 Vol. 37 No. 19

**LENGTH:** 540 words

**HEADLINE:** Billing Rates at the Nation's Priciest Law Firms;  
Here are the 50 firms that charged the highest average hourly rates for partners.

**BODY:**

Here are the 50 firms that charged the highest average hourly rates for partners.

### Billing Rates at the Nation's Priciest Law Firms

| RA<br>NK | FIRM NAME                                   | LARGE<br>ST U.S.<br>OFFICE | NUM-<br>BER OF<br>ATTOR-<br>NEYS | PART-<br>NER<br>HOURLY<br>RATES | ASSO-<br>CIATE<br>HOURLY<br>RATES | AVER-<br>AGE | HIGH  | LO<br>W | AVER-<br>AGE | HIGH | LO<br>W |
|----------|---|----------------------------|----------------------------------|---------------------------------|-----------------------------------|--------------|-------|---------|--------------|------|---------|
| 1        | Debevoise & Plimpton                        | New<br>York                | 595                              | \$1,055                         | \$1,075                           | \$955        | \$490 | \$760   | \$120        |      |         |
| 2        | Paul, Weiss, Rifkind,<br>Wharton & Garrison | New<br>York                | 854                              | \$1,040                         | \$1,120                           | \$760        | \$678 | \$735   | \$595        |      |         |

Billing Rates at the Nation's Priciest Law Firms; Here are the 50 firms that charged the highest average hourly rates for partners. The National Law Journal January 5, 2015 Monday

|    |  |               |       |         |         |       |       |         |       |
|----|--|---------------|-------|---------|---------|-------|-------|---------|-------|
| 3  | Skadden, Arps, Slate, Meagher & Flom     | New York      | 1,664 | \$1,035 | \$1,150 | \$845 | \$620 | \$845   | \$340 |
| 4  | Fried, Frank, Harris, Shriver & Jacobson | New York      | 450   | \$1,000 | \$1,100 | \$930 | \$595 | \$760   | \$375 |
| 5  | Latham & Watkins                         | New York      | 2,060 | \$990   | \$1,110 | \$895 | \$605 | \$725   | \$465 |
| 6  | Gibson, Dunn & Crutcher                  | New York      | 1,154 | \$980   | \$1,800 | \$765 | \$590 | \$930   | \$175 |
| 7  | Davis Polk & Wardwell                    | New York      | 810   | \$975   | \$985   | \$850 | \$615 | \$975   | \$130 |
| 8  | Stroock & Stroock & Lavan                | New York      | 285   | \$960   | \$1,125 | \$675 | \$549 | \$840   | \$350 |
| 9  | Willkie, Farr & Gallagher                | New York      | 526   | \$950   | \$1,050 | \$790 | \$580 | \$790   | \$350 |
| 10 | Weil, Gotshal & Manges                   | New York      | 1,157 | \$930   | \$1,075 | \$625 | \$600 | \$790   | \$300 |
| 11 | Cadwalader, Wickersham & Taft            | New York      | 437   | \$930   | \$1,050 | \$800 | \$605 | \$750   | \$395 |
| 12 | Kramer Levin Naftalis & Frankel          | New York      | 313   | \$921   | \$1,100 | \$745 | \$675 | \$815   | \$515 |
| 13 | Quinn Emanuel Urquhart & Sullivan        | New York      | 673   | \$915   | \$1,075 | \$810 | \$410 | \$675   | \$320 |
| 14 | Wilmer Cutler Pickering Hale and Dorr    | Washington    | 988   | \$905   | \$1,250 | \$735 | \$290 | \$695   | \$75  |
| 15 | Dechert                                  | New York      | 845   | \$900   | \$1,095 | \$670 | \$530 | \$735   | \$395 |
| 16 | Andrews Kurth                            | Houston       | 337   | \$890   | \$1,090 | \$745 | \$670 | \$1,090 | \$265 |
| 17 | Hughes Hubbard & Reed                    | New York      | 351   | \$890   | \$995   | \$725 | \$555 | \$675   | \$365 |
| 18 | Irell & Manella                          | Los Angeles   | 166   | \$890   | \$975   | \$800 | \$535 | \$750   | \$395 |
| 19 | Proskauer Rose                           | New York      | 712   | \$880   | \$950   | \$725 | \$465 | \$675   | \$295 |
| 20 | White & Case                             | New York      | 1,895 | \$875   | \$1,050 | \$700 | \$525 | \$1,050 | \$220 |
| 21 | Morrison & Foerster                      | San Francisco | 1,020 | \$865   | \$1,195 | \$595 | \$525 | \$725   | \$230 |
| 22 | Pillsbury Winthrop Shaw Pittman          | Washington    | 591   | \$865   | \$1,070 | \$615 | \$520 | \$860   | \$375 |
| 23 | Kaye Scholer                             | New York      | 392   | \$860   | \$1,250 | \$725 | \$597 | \$795   | \$370 |



Billing Rates at the Nation's Priciest Law Firms; Here are the 50 firms that charged the highest average hourly rates for partners. The National Law Journal January 5, 2015 Monday

|    |                                      |                 |       |       |         |           |       |       |           |
|----|--------------------------------------|-----------------|-------|-------|---------|-----------|-------|-------|-----------|
| 24 | Brown Rudnick                        | Boston          | 187   | \$856 | \$1,045 | \$65<br>0 | n/a   | n/a   | n/a       |
| 25 | Orrick Herrington & Sutcliffe        | New York        | 954   | \$845 | \$1,095 | \$71<br>5 | \$560 | \$375 | \$71<br>0 |
| 26 | Kasowitz, Benson, Torres & Friedman  | New York        | 372   | \$835 | \$1,195 | \$60<br>0 | \$340 | \$625 | \$20<br>0 |
| 27 | Hogan Lovells                        | Washington      | 2,313 | \$835 | \$1,000 | \$70<br>5 | n/a   | n/a   | n/a       |
| 28 | Kirkland & Ellis                     | Chicago         | 1,554 | \$825 | \$995   | \$59<br>0 | \$540 | \$715 | \$23<br>5 |
| 29 | Cooley                               | Palo Alto       | 673   | \$820 | \$990   | \$66<br>0 | \$515 | \$640 | \$33<br>5 |
| 30 | Arnold & Porter                      | Washington      | 720   | \$815 | \$950   | \$67<br>0 | \$500 | \$610 | \$34<br>5 |
| 31 | Paul Hastings                        | New York        | 889   | \$815 | \$900   | \$75<br>0 | \$540 | \$755 | \$33<br>5 |
| 32 | Winston & Strawn                     | Chicago         | 822   | \$800 | \$995   | \$65<br>0 | \$520 | \$590 | \$42<br>5 |
| 33 | Curtis, Mallet-Prevost, Colt & Mosle | New York        | 323   | \$800 | \$860   | \$73<br>0 | \$480 | \$785 | \$34<br>5 |
| 34 | Bingham McCutchen                    | Boston          | 795   | \$795 | \$1,080 | \$22<br>0 | \$450 | \$605 | \$18<br>5 |
| 35 | Akin Gump Strauss Hauer & Feld       | Washington      | 809   | \$785 | \$1,220 | \$61<br>5 | \$525 | \$660 | \$36<br>5 |
| 36 | Covington & Burling                  | Washington      | 760   | \$780 | \$890   | \$60<br>5 | \$415 | \$565 | \$32<br>0 |
| 37 | King & Spalding                      | Atlanta         | 874   | \$775 | \$995   | \$54<br>5 | \$460 | \$735 | \$12<br>5 |
| 38 | Norton Rose Fulbright                | New York        | 3,537 | \$775 | \$900   | \$52<br>5 | \$400 | \$515 | \$30<br>0 |
| 39 | DLA Piper                            | New York        | 3,962 | \$765 | \$1,025 | \$45<br>0 | \$510 | \$750 | \$25<br>0 |
| 40 | Lowenstein Sandler                   | Rose-land, N.J. | 261   | \$765 | \$990   | \$60<br>0 | \$450 | \$650 | \$30<br>0 |
| 41 | Greenberg Traurig                    | New York        | 1,690 | \$763 | \$955   | \$53<br>5 | \$470 | \$570 | \$32<br>5 |
| 42 | Bracewell & Giuliani                 | Houston         | 441   | \$760 | \$1,125 | \$57<br>5 | \$440 | \$700 | \$27<br>5 |
| 43 | Baker & McKenzie                     | Chicago         | 4,087 | \$755 | \$1,130 | \$26<br>0 | \$395 | \$925 | \$10<br>0 |
| 44 | Dickstein Shapiro                    | Washington      | 254   | \$750 | \$1,250 | \$59<br>0 | \$475 | \$585 | \$31<br>0 |

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|    |                           |             |       |       |       |       |       |       |       |
|----|---------------------------|-------------|-------|-------|-------|-------|-------|-------|-------|
| 46 | Jones Day                 | New York    | 2,464 | \$745 | \$975 | \$445 | \$435 | \$775 | \$205 |
| 45 | Jenner & Block            | Chicago     | 434   | \$745 | \$925 | \$565 | \$465 | \$550 | \$380 |
| 47 | Manatt, Phelps & Phillips | Los Angeles | 329   | \$740 | \$795 | \$640 | n/a   | n/a   | n/a   |
| 48 | Reed Smith                | Pittsburgh  | 1,555 | \$737 | \$890 | \$605 | \$420 | \$530 | \$295 |
| 49 | Seward & Kissel           | New York    | 143   | \$735 | \$850 | \$625 | \$400 | \$600 | \$290 |
| 50 | O'Melveny & Myers         | Los Angeles | 721   | \$715 | \$950 | \$615 | n/a   | n/a   | n/a   |

LOAD-DATE: January 5, 2015