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Co-Lead Counsel for Consumer Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

**IN RE GOOGLE PLAY STORE
ANTITRUST LITIGATION**

THIS DOCUMENT RELATES TO:

*In re Google Play Consumer Antitrust
Litigation*, Case No. 3:20-cv-05761-JD

State of Utah et al. v. Google LLC et al.,
Case No. 3:21-cv-05227-JD

Case No. 3:21-md-02981-JD

**DECLARATION OF LEAD COUNSEL
KARMA M. GIULIANELLI AND HAE
SUNG NAM IN SUPPORT OF
RENEWED MOTION FOR
ATTORNEYS' FEES,
REIMBURSEMENT OF LITIGATION
EXPENSES, AND INCENTIVE
AWARDS FOR INDIVIDUAL
PLAINTIFFS**

Date: April 30, 2026
Time: 10:00 a.m.
Courtroom: 11, 19th Floor
Judge: Hon. James Donato

DECL. OF LEAD COUNSEL GIULIANELLI & HAE SUNG NAM ISO RENEWED MOT. FOR ATT'YS'
FEES, REIMBURSEMENT OF LITIG. EXPENSES, AND INCENTIVE AWARDS FOR INDIVIDUAL PLS.

Case Nos. 3:21-md-02981-JD; 3:20-cv-05761-JD; 3:21-cv-05227-JD

1 We, Karma M. Giulianelli and Hae Sung Nam, declare as follows:

2 1. I, Karma M. Giulianelli, am an attorney duly admitted to practice in the State of
3 California and before this Court. I am a partner at Bartlit Beck LLP. I submit this declaration in
4 support of counsel for Consumer Plaintiffs' motion for attorneys' fees, reimbursement of
5 litigation expenses, and incentive awards for individual plaintiffs. The contents of this declaration
6 are based on my personal knowledge, including my personal knowledge of the documents and
7 work cited herein. The facts set forth herein are within my personal knowledge and if called as a
8 witness, I could and would competently testify to them.

9 2. I, Hae Sung Nam, am an attorney duly admitted to practice in the State of New
10 York and my *pro hac vice* application was approved by this Court. I am a partner at Kaplan Fox
11 & Kilsheimer LLP. I submit this declaration in support of counsel for Consumer Plaintiffs'
12 motion for attorneys' fees, reimbursement of litigation expenses, and incentive awards for
13 individual plaintiffs. The contents of this declaration are based on my personal knowledge,
14 including my personal knowledge of the documents and work cited herein. The facts set forth
15 herein are within my personal knowledge and if called as a witness, I could and would
16 competently testify to them.

17 3. In this declaration, the term "Consumer Counsel" refers collectively to: (1) Co-
18 Lead Counsel Karma Giulianelli and her firm Bartlit Beck LLP; (2) Co-Lead Counsel Hae Sung
19 Nam and her firm Kaplan Fox & Kilsheimer LLP ("Kaplan Fox"); (3) Liaison Counsel Elizabeth
20 Pritzker and her firm Pritzker Levine LLP; (4) Steering Committee member Nanci Nishimura
21 and her firm Cotchett, Pitre & McCarthy, LLP ("Cotchett"); (5) Steering Committee member
22 Peggy Wedgworth and her firm Milberg Coleman Bryson Phillips Grossman, LLC; (6) Steering
23 Committee member George Zelcs and his firm Korein Tillery LLC; and (7) Gregory Hansel and
24 his firm Preti, Flaherty, Beliveau & Pachios, Chartered, LLP counsel for class representative
25 Alex Iwamoto. *See In re Google Play Consumer Antitrust Litig.*, No. 20-cv-05761-JD (N.D.
26 Cal.), "Consumer" Dkt. 128 (Order re Interim Class Counsel).

27 4. Consumer Counsel filed the Declaration of Lead Counsel Karma M. Giulianelli
28 and Hae Sung Nam in Support of Consumer Plaintiffs' Motion for Attorneys' Fees,

DECL. OF LEAD COUNSEL GIULIANELLI & HAE SUNG NAM ISO RENEWED MOT. FOR ATT'YS'
FEES, REIMBURSEMENT OF LITIG. EXPENSES, AND INCENTIVE AWARDS FOR INDIVIDUAL PLS.

Case Nos. 3:21-md-02981-JD; 3:20-cv-05761-JD; 3:21-cv-05227-JD

1 Reimbursement of Litigation Expenses, and Incentive Awards for Individual Plaintiffs on
2 September 12, 2025. MDL Dkt. 1098. Consumer Counsel filed an amended declaration on
3 October 29, 2025, for the sole purpose of adjusting the request for unreimbursed expenses from
4 \$8,612,447.41 to \$8,585,761.38 as a result of a credit received. MDL Dkt. 1117. That Amended
5 Declaration of Lead Counsel conformed the expenses referred to herein so that they are consistent
6 with the amended expenses as reflected in the Amended Declaration of Hae Sung Nam regarding
7 the Joint Firm Litigation Fund. Consumer Counsel files this declaration in support of Consumer
8 Counsel's renewed motion following the Court's instruction at the hearing on November 6, 2025,
9 and in the order granting preliminary approval of the settlement. MDL Dkt. 1128 ¶ 19.

10 5. Each of the lawyers in paragraph 3 above have submitted separate declarations
11 attaching relevant billing and expense records for their firms which were filed on September 12,
12 2025. MDL Dkt. 1098-8 – 1098-14. Hae Sung Nam filed an amended declaration which included
13 revised expense record for the Joint Firm Litigation Fund to reflect the credit recently received.
14 MDL Dkt. 1117-8. This declaration, for the convenience of the court, summarizes the collective
15 contributions of Consumer Counsel, including an overview of the procedural history of the case,
16 the significant work performed by Consumer Counsel to prosecute the case, the steps Consumer
17 Counsel took to ensure effective management of this complex litigation, and the work performed
18 by the class representatives in support of the case.

19 6. Consumer Counsel worked diligently for four years in a non-duplicative,
20 cooperative fashion and have incurred \$63,444,800.30 of fees (at the rates applicable at the time
21 the fees were incurred, with no adjustment for subsequent rate increases or the time-value of
22 money) representing over 98,200 hours of work, and \$8,585,761.38 of costs. The work included
23 taking the lead among all plaintiffs' counsel on ten depositions, leading the 30(b)(6) portion of
24 the questioning on an additional three depositions, and asking substantive, non-duplicative,
25 consumer-focused questioning on an additional sixteen depositions.¹ The work also included
26 defending five consumer depositions, and leading three out of six Google expert depositions
27

28 ¹ Consumer Plaintiffs jointly noticed the depositions of 41 Google fact witnesses.

1 related to Plaintiffs’ antitrust claims, while asking substantive, non-duplicative, consumer-
2 focused questions on the remaining three.

3 7. Furthermore, the documentary production in this case was mammoth, numbering
4 millions of pages of documents. Consumer Plaintiffs logged 59,000 hours reviewing and coding
5 more than 1 million documents, which accounted for most of the relevant documents produced
6 in the case, after applying advanced review technologies that deduplicated, threaded, and
7 excluded non-substantive documents that had been produced by Google. Consumer Counsel also
8 filed three substantive motions and prepared for and attended numerous court hearings.

9 8. Throughout the litigation, Consumer Plaintiffs coordinated extensively with the
10 other plaintiff groups, including Epic, Match Group, Developer Plaintiffs, and the State Plaintiffs.
11 The States and Consumer Plaintiffs subsequently entered a joint settlement with Google in
12 October 2023, less than one month before the scheduled trial, which secured a \$700 million
13 recovery for consumers affected by Google’s unlawful actions plus accrued interest and other
14 injunctive relief.

15 **I. PROCEDURAL HISTORY**

16 9. On August 16, 2020, Bartlit Beck and Korein Tillery filed the first complaint on
17 behalf of a national class of consumers alleging violations of federal and state antitrust laws. *See*
18 *Carr v. Google LLC*, No. 20-cv-05761-JD (N.D. Cal. Aug. 16, 2020), Consumer Dkt. 1. On
19 September 10, 2020, this Court related the consumer class action and *Epic* case. Consumer Dkt.
20 29.

21 10. In the ensuing months, subsequent, related consumer class action complaints were
22 filed in the Northern District of California and the District of Columbia. A class action on behalf
23 of developers of Android mobile apps was also subsequently filed (the “Developer Action”).

24 11. On November 20, 2020, this Court ordered the consolidation of the six cases filed
25 in the Northern District of California into “*In re Google Play Consumer Antitrust Litigation*”
26 under case number 20-cv-05761-JD (the “Consumer Action”). Consumer Dkt. 78.

27 12. On December 16, 2020, this Court appointed Karma M. Guilianelli and Hae Sung
28 Nam as co-lead Interim Class Counsel for the Consumer Action pursuant to Federal Rule of Civil

1 Procedure 23(g)(3). Consumer Dkt. 128. In the Court’s order, it further appointed Elizabeth
2 Pritzker as Liaison Counsel; and Nanci Nishimura, Peggy Wedgworth, and George Zelcs as
3 members of the Steering Committee. *Id.*

4 13. Consumer Counsel, in conjunction with the counsel for other plaintiffs in the case
5 at that time, served the first 203 document requests on Google on November 9, 2020.

6 14. On November 10, 2020, this Court entered stipulated Orders regarding ESI
7 discovery (Consumer Dkt. 72) and coordination of discovery (Consumer Dkt. 73), which had
8 been negotiated by all parties, including Consumer Counsel.

9 15. On November 24, 2020, the parties began to meet-and-confer on the scope of
10 discovery. Between November 26, 2020, and May 14, 2021, the parties continued to meet-and-
11 confer regularly on the scope of the initial document requests, as well as the custodians, search
12 terms, and time period that would apply to those requests. This required the parties to exchange
13 more than 76 discovery letters. During this time, Consumer Counsel, in conjunction with counsel
14 for other plaintiffs involved in the case at that time, also successfully moved this Court to compel
15 the production of certain information that Google had refused to produce. *See In re Google Play*
16 *Store Antitrust Litig.*, No. 21-md-02981 (N.D. Cal.), “MDL” Dkt. 39.

17 16. On December 10, 2020, the Court entered the first stipulated Protective Order in
18 this case. Consumer Dkt. 117.

19 17. On February 5, 2021, the Judicial Panel on Multidistrict Litigation transferred to
20 this Court the Consumer, Epic, and Developer cases. MDL Dkt. 1.

21 18. On March 31, 2021, Consumer Counsel, Epic, and Developer Counsel executed
22 a common interest and confidentiality agreement (that was later amended to include all plaintiffs
23 who filed actions in this case).

24 19. Moreover, during the spring of 2021, the Consumer, Epic, and Developer
25 plaintiffs jointly served approximately 30 third-party subpoenas for documents and/or testimony.

26 20. On July 9, 2021, the parties filed a stipulated proposed order regarding expert
27 discovery, which the court entered on July 15, 2021. MDL Dkt. 55.

1 21. On July 15, 2021, a joint Case Management Statement was filed with this Court
2 wherein: “The Parties each represent they have completed substantial production of custodian
3 documents [as of June 30, 2021], although there are meet and confers underway to address
4 additional categories of information, additional custodians, targeted ‘refresh’ productions, and
5 other productions that require additional time to manage, e.g., transactional data and documents
6 subject to a non-disclosure agreement or privilege log processes.” MDL Dkt. 56 at 3 (emphasis
7 added).

8 22. On July 7, 2021, the State Attorneys General filed their first complaint in this
9 matter, which was related to the pending cases, including the Consumer Action in the MDL on
10 July 20, 2021 (the “State AGs Action”). MDL Dkt. 59. At that time, the State AGs Action sought
11 damages for consumers of 36 States and Washington, D.C.

12 23. Shortly after the States’ entry into the case, Consumer Counsel and the States
13 negotiated and subsequently executed a Joint Prosecution Agreement. Attached hereto as
14 **Exhibit 1** is a true and correct copy of the Cooperation and Joint Prosecution Agreement, entered
15 into by Consumer Counsel and the State Attorneys General, whereby Consumer Counsel and the
16 State Attorneys General agreed to jointly prosecute the case for the benefit of all consumers
17 nationwide.

18 24. Depositions in the case, which took many months to negotiate and schedule,
19 began on December 2, 2021.

20 25. In May 2022, the Match Group plaintiffs filed a complaint which was related to
21 this MDL. MDL Dkt. 227.

22 26. On May 25, 2022, one day before class certification motions were due, the
23 Developer Plaintiffs announced a settlement with Google. MDL Dkt. 243.

24 27. On May 26, 2022, Consumer Counsel filed a motion for class certification, which
25 was supported by Dr. Singer’s class certification expert report. MDL Dkt. 251, 251-3. Notably,
26 Dr. Singer’s expert report was the first time any party to this litigation had set forth a
27 comprehensive theory and economic analysis of the case, analyzing the core conduct at issue,
28

1 and assembling key documentary evidence into a narrative, drawing on evidence from over 200
2 Google and third-party documents. MDL Dkt. 251-3.

3 28. On November 28, 2022, after full briefing, an expert “hot tub” proceeding, and
4 argument, this Court granted Consumers’ motion for class certification and denied Google’s
5 motion to exclude Dr. Singer’s testimony in support of class certification. MDL Dkt. 383.

6 29. On February 27, 2023, the Ninth Circuit granted Google’s Rule 23(f) petition to
7 appeal the Court’s class certification order. *Carr v. Google LLC*, No. 22-80140 (9th Cir. Feb. 27,
8 2023), Dkt. 10. Over the following months, Consumer Counsel fully briefed the class
9 certification appeal. *Carr v. Google LLC*, No. 23-15285 (9th Cir.), “Appeal” Dkt. 77-80. Oral
10 argument was set for September 11, 2023. Appeal Dkt. 71.

11 30. On March 28, 2023, this Court issued Findings of Fact and Conclusions of Law
12 re Chat Preservation finding that Google’s conduct warranted sanctions. MDL Dkt. 469. The
13 Court’s ruling followed a joint statement, a motion for sanctions and full briefing, a two-day
14 evidentiary hearing, and follow-up submissions. *Id.* at 2.

15 31. Beginning in April 2023, the parties fully briefed and argued motions for
16 summary judgment, and motions to exclude expert testimony at trial. MDL Dkt. 480, 483, 484,
17 486, 487, 506, 508, 509, 512, 571.

18 32. On August 28, 2023, the Court excluded the merits opinions of Dr. Singer and
19 wrote that a forthcoming separate order would address Google’s motion to exclude Dr. Rysman’s
20 merits opinions. MDL Dkt. 588.

21 33. On September 5, 2023—two months before trial was set to begin—Consumer
22 Counsel and the State Attorneys General, along with Google, notified this Court that a settlement
23 in principle had been reached with respect to those cases. MDL Dkt. 596.

24 34. On September 13, 2023, the Court issued an order decertifying the Consumer
25 Class. MDL Dkt. 604.

26 35. The settlement was signed October 11, 2023, and on October 12, 2023, the Court
27 vacated all remaining pre-trial and trial dates in the consumer and state cases after reviewing the
28 settlement agreement *in camera*. MDL Dkt. 667.

II. THE WORK PERFORMED BY CONSUMER COUNSEL

36. This case proceeded on an accelerated schedule for an action of this size and complexity. In the approximately three-year period between the filing of the first consumer complaint and the announced settlement (that was a mere two months before trial), Consumer Counsel engaged in extensive fact discovery; class certification briefing and supporting expert reports; merits expert reports; merits expert discovery; two rounds of *Daubert* briefing; two expert “hot tubs”; a sanctions motion and several related hearings, including an evidentiary hearing; summary judgment briefing and argument; and significant trial preparation. Consumer Counsel directed extraordinary efforts toward litigating the case and delivered a strong result for consumers.

37. Consumer Counsel litigated this matter entirely on a contingency basis with no assurance of any payment and no outside funding. The case demanded substantial attorney, staff, and monetary resources. Though success on liability (and damages) was far from certain, throughout the prosecution of this matter, Consumer Counsel forwent other profitable work to ensure this matter was sufficiently staffed and vigorously prosecuted to the benefit of consumers.

A. Consumer Counsel Engaged in Substantial Case Coordination to Achieve Efficiencies.

38. From the beginning, Consumer Counsel worked closely with counsel for Epic and the Developer Plaintiffs (and then later counsel for Match Group and the State Attorneys General) to coordinate discovery to maximize efficiency and avoid duplicative work. These efforts took substantial time and resources from Consumer Counsel but provided considerable benefits for consumers.

39. For example, the plaintiffs worked diligently to ensure that the various interests of the various plaintiff groups did not undermine one another while actively litigating their respective cases against Google. This required extensive coordination and compromise.

40. Consumer Counsel worked diligently to creatively broker solutions that would both allow the case to progress in a manner consistent with consumer objectives while also allowing all plaintiffs to stand united against Google. Consumer Counsel’s participation in key proceedings during the first year of litigation was critical to ensure that the interests of consumers

1 were not overlooked by the developer plaintiffs—*e.g.*, Epic and a putative class of Android app
2 developers.

3 41. Later, when the State Attorneys General joined this litigation approximately one
4 year in, Consumer Counsel and the State Attorneys General expanded their partnership beyond
5 the typical common-interest agreement that was entered into by and between all plaintiff groups.
6 Specifically, Consumer Counsel and the State Attorneys General agreed to litigate the case arm-
7 in-arm, jointly prosecuting the action in a pathbreaking public-private partnership. The Joint
8 Prosecution Agreement (JPA) underlying that relationship enabled Consumer Counsel and the
9 State Attorneys General to litigate this case more effectively and efficiently than they otherwise
10 could, and ensured the successful resolution embodied in the parties' settlement agreement.

11 **B. Consumer Counsel Zealously Litigated the Case on Behalf of Consumers.**

12 **1) Offensive Document and Written Discovery.**

13 42. Consumer Counsel aggressively pursued discovery from the start so that the case
14 could proceed to trial efficiently.

15 43. To lay the groundwork for discovery, and in collaboration with counsel for other
16 plaintiffs involved in the case at that time, Consumer Counsel diligently negotiated with co-
17 plaintiffs and Google a set of detailed protocols, including an ESI Protocol (Consumer Dkt. 72),
18 a Coordination of Discovery Protocol (Consumer Dkt. 73), a Protective Order that was
19 occasionally amended thereafter (Consumer Dkt. 117, 161, 223, 239, 278), a Supplemental
20 Protective Order that was occasionally amended thereafter (Consumer Dkt. 165, 224, 277), an
21 Expert Discovery Protocol (Consumer Dkt. 176), a Supplemental Protective Order Governing
22 Source Code that was amended thereafter (Consumer Dkt. 267, 276), a Deposition Protocol
23 (Consumer Dkt. 238), a Privilege Log Agreement that was not filed on the docket in this case,
24 and a Common Interest Agreement among Plaintiffs that similarly was not filed on the docket in
25 this case. While these protocols were all submitted to the Court in stipulated form, reaching
26 stipulations required prolonged back-and-forth negotiation—both among the plaintiffs and with
27 Google.

1 44. Consumer Counsel, in collaboration with counsel for the other plaintiffs, also
2 engaged in a broad discovery campaign. Consumer Counsel coordinated with the other Plaintiffs
3 to propound over 250 document requests on Google (208 of which were served prior to the States’
4 entry into the case) that sought documents from 40 custodians based on more than 95 search
5 strings, 19 interrogatories (plus an additional 13 document preservation interrogatories related to
6 Google’s preservation of chats, described in more detail below), 23 requests for admission, a
7 30(b)(6) deposition notice that included 35 key topics, and more than 45 third-party subpoenas
8 for documents and/or testimony (30 of which were served prior to the States’ entry into the case).

9 45. Each discovery request in this case was extensively negotiated, both among and
10 between plaintiffs prior to service, and then again with Google. Google vigorously contested
11 most of these discovery requests, requiring many hours of meet-and-confers and extensive
12 negotiations. And despite the numerous objections raised by Google, Consumer Counsel’s
13 efforts, alongside counsel for other plaintiffs, successfully secured the broad discovery necessary
14 to litigate this matter. Indeed, it was only after painstaking negotiations between the plaintiffs
15 and Google over the course of more than six months at the outset of the case that the parties were
16 able to come to ground on the primary list of document custodians whose files would be searched
17 and the primary list of 95 search queries to be used in searching ESI for relevant evidence. As
18 the case progressed, Consumer Counsel, together with counsel for other plaintiffs, also sought
19 and obtained discovery from additional Google custodians, such as Ruth Porat. Consumer
20 Counsel took a lead role in this contentious and time-consuming process.

21 46. In some cases, plaintiffs, including Consumer Counsel, were forced to seek Court
22 assistance to resolve discovery issues on which the parties had reached an impasse. For example,
23 in the spring of 2021, plaintiffs filed discovery letters with the court that ultimately secured
24 favorable rulings on the scope of search terms and custodial categories, the production of relevant
25 House Judiciary Committee investigatory documents, and the production of discovery materials
26 from *Callsome Solutions, Inc. v. Google, Inc.*, Index No. 652386/2014 (N.Y. Sup.). MDL Dkt.
27 39.

1 47. Consumer Counsel, in collaboration with counsel for the other plaintiffs, also
2 served more than 45 third-party subpoenas for documents and/or testimony (approximately 30 of
3 which were served prior to the States' entry into the case). Many of these parties resisted
4 production, which required numerous hours of negotiations. As a result, plaintiffs obtained
5 hundreds of thousands of documents from third parties. Specifically, Consumer Plaintiffs worked
6 closely with Wiggin & Dana and Clifford Chance, counsel who handled certain key third-party
7 discovery for Epic.

8 48. Pursuant to Consumer Counsel's efforts, Google had already produced 1.47
9 million documents by the time the State Attorneys General entered the case, as well as terabytes
10 of Google transactional data. To undertake review of this considerable production, Consumer
11 Counsel and developer plaintiffs, beginning in the winter of 2020, coordinated review through a
12 single shared database to reduce redundant expenses, and achieve efficiencies. Consumer
13 Counsel and developer plaintiffs jointly drafted coding manuals and protocols, onboarded the
14 review team, and educated them on the types of relevant documents that would be key to the
15 many facets of this case. Consumer Counsel and developer plaintiffs also developed a glossary
16 of internal code names, projects, and terms that were shared widely among the review team and
17 then later, those responsible for taking fact depositions. These efforts served as the basis for a
18 joint review protocol. It also ensured Consumer Counsel and developer plaintiffs would be
19 prepared at each stage of this fast-tracked litigation.

20 49. Later, following their entry into this case, Consumer Counsel shared access to the
21 database with State Plaintiffs including the document coding and work product to date. The
22 protocols described above, which were created prior to the States' entry into the case, would
23 serve as the basis for this joint review process. This ensured the State Attorneys General were
24 ready to proceed with Google fact depositions in December 2021—a mere six weeks after the
25 States gained access to the database of documents.

26 50. Consumer Counsel dedicated substantial resources to analyzing the millions of
27 pages of documents and terabytes of information that Google produced. Collectively, Consumer
28 Counsel and the States viewed more than 8.2 million pages of documents in their shared review

1 database, logging 59,000 review hours and rating and coding more than one million documents.
2 Consumer Counsel accounted for 78% of all pages viewed by the consumer and State Plaintiff
3 teams, 71% of all documents rated, and 73% of total review hours.

4 51. Consumer Counsel also expended significant resources developing the facts
5 identified in the document review through the drafting of issue memorandum and summary
6 documents. This work product was widely shared with co-plaintiffs over the course of the
7 litigation. Memorandum topics included: overviewing Android's billing systems; in-depth
8 analyses of potential market entry by competitors such as mobile carriers, Amazon, Samsung,
9 and Facebook; and summaries of Google's contracts, including its Revenue Sharing Agreements
10 with OEMs, carriers, and large developers. These memoranda led to significant factual
11 developments and provided a key foundation for deposition preparation, expert reports, and trial.

12 52. Consumer Counsel simultaneously spent enormous time and resources identifying
13 and negotiating the resolution of important deficiencies in Google's production, which were
14 outlined in the more than 600 discovery letters exchanged between plaintiffs and Google during
15 this litigation. These deficiency letters led to meet-and-confers where Google zealously
16 advocated against additional disclosures and/or productions. Topics discussed in these letters
17 included (but certainly were not limited to) Google's initial failures to produce Board materials,
18 the production of missing OEM and carrier contracts, the production of relevant code-named
19 projects, and the production of missing texts and chat messages (early efforts that were ultimately
20 instrumental in obtaining sanctions against Google, as detailed below).

21 53. During the discovery phase, Consumer Counsel also stood up a dedicated
22 privilege team that led Consumer and State Plaintiffs' efforts to challenge Google's privilege
23 designations. As a result of those efforts, Google re-reviewed tens of thousands of documents on
24 its privilege logs and ultimately produced thousands of documents that it had previously
25 improperly withheld. Consumer Counsel also successfully convinced Google to update the
26 format of its privilege logs to disclose additional information regarding the underlying basis of
27 the privilege claimed, facilitating further challenges to Google's privilege designations. As
28 discussed further below, discovery of Google's privilege practices was critical to the litigation.

1 54. Consumer Counsel also led efforts to require Google to identify or produce
2 hyperlinks embedded within the document production. Pursuant to another heavily negotiated
3 process, plaintiffs were able to identify on a weekly basis a certain number of embedded
4 hyperlinks in Google's production for which production or identification of the hyperlinked
5 document was sought. Google agreed to (and did) respond to each of plaintiffs' request within
6 one week, either by identifying the hyperlinked document in the production by bates number or
7 otherwise producing the hyperlinked document (if not already a part of Google's existing
8 production). This effort was critical to the litigation. In the age of cloud computing, attachments
9 have fallen out of favor and have been replaced by hyperlinks. Thus, by requiring Google to
10 produce or identify hyperlinked documents, plaintiffs could now establish critical context to the
11 documents as well as identify the chain of custody (who saw what information and when).

12 **2) Defensive Document and Written Discovery.**

13 55. In addition to litigating this case offensively, Consumer Counsel simultaneously
14 defended substantial written discovery propounded on the named plaintiffs represented by
15 Consumer Counsel. Google served 45 document requests on the named Consumer Plaintiffs, 25
16 substantive interrogatories and 13 interrogatories concerning document preservation, and 20
17 requests for admission. Each of the class representatives produced substantial discovery in
18 response to Google's discovery requests.

19 **3) Fact and 30(b)(6) Depositions.**

20 56. Preparation for depositions began early in the case. Consumer Counsel pressed
21 for early depositions of Google witnesses so that the case could proceed to a trial that was initially
22 scheduled for April 2022. Early efforts on the part of Consumer Counsel included identifying the
23 key witnesses, obtaining documents from those witnesses, negotiating with Google on which
24 witnesses could be deposed when, and preparing detailed deposition outlines.

25 57. The deponents in this case included high-level corporate officials at Google who
26 had responsibilities for Android and the Google Play store. In total, plaintiffs took 41 fact
27 depositions of Google witnesses. Consumer Counsel represented Consumer Plaintiffs' interests
28 at each and every one of these depositions.

58. In particular, Consumer Counsel took a central role at the depositions of many of the most senior Google executives, leading the depositions of Jamie Rosenberg (Vice President of Strategy and Operations for Platforms and Ecosystems), Sameer Samat (Vice President, Product Management), Richard Miner (Co-founder Android.inc and Advisor at Google), John Lagerling (Former Senior Director, Partnerships), Paul Bankhead (Google Play Store and Google Play Services product team lead), Donald Harrison (President, Global Partnerships and Corporate Development), Paul Gennai (Vice President of Product Management), Kirsten Rasanen (Director of Global Apps Business Development for Google Play), Christopher Li (Director and Head of Platform Growth), and Kevin Wang (Operations Consultant for Google Play)²; and handling a substantial portion of the substantive questioning in the depositions of Sundar Pichai (CEO), Hiroshi Lockheimer (Senior Vice President, Platforms and Ecosystems), Andy Rubin (founder of Android), Lawrence Koh (Director for Games Business Development), Paul Feng (Product Management Director for Play Monetization), Purnima Kochikar (Vice President), and Christian Cramer (Finance Director for Google Play). Preparation for those depositions involved weeks of work, including document review, drafting outlines, and coordination among the plaintiffs' group in advance to ensure topics were not duplicated and valuable questioning time of witnesses wasted.

59. Working collaboratively with counsel for other plaintiffs, Consumer Counsel also served a 30(b)(6) notice on Google with 35 detailed topics that tested key themes of the case, including with respect to: Google's, costs, expenses, profit, and revenue from the Play Store; pricing policies and decisions; app and app update security and review processes; strategy and negotiations regarding anticompetitive agreements with OEMs and certain large app developers; and lock-in strategy. Google spread these topics over several witnesses, who Consumer Counsel deposed both in individual and in a 30(b)(6) capacity.

² Of particular note, Consumer Plaintiffs led the depositions of Jamie Rosenberg and Paul Gennai, the two Google employees whose testimony was discussed at length in Epic's closing argument.

1 60. Following depositions, Consumer Counsel regularly completed deposition
2 summaries that were circulated among Consumer Counsel and the States, and that were
3 subsequently used in the preparation of expert opinions.

4 61. Consumer Counsel also defended all named Consumer Plaintiffs at their
5 depositions. It required a substantial amount of time to prepare each of these witnesses.

6 **4) Expert Discovery, Class Certification and Appeal, and Summary**
7 **Judgment.**

8 62. Over the course of this litigation, Consumer Counsel's experts provided critical
9 support to the case. As part of class certification proceedings, Consumer Counsel submitted
10 experts reports from a distinguished economist (Hal Singer, a managing director at Econ One, an
11 economic consulting firm and a professor of economics at the University of Utah) and a
12 technology expert (Douglas C. Schmidt, the Cornelius Vanderbilt Professor of Engineering in
13 the Department of Electrical Engineering and Computer Science at Vanderbilt University and
14 currently the Dean of the School of Computing, Data Sciences & Physics at William & Mary).

15 63. As part of the merits proceedings, Drs. Singer and Schmidt again submitted
16 affirmative and reply expert reports. At the merits stage, Consumer Counsel also submitted expert
17 reports from a forensic accounting expert (Michael H. Chase) and, together with the States, a
18 consumer survey expert (Dr. Stanley Presser, a University of Maryland Distinguished University
19 Professor who teaches in the Sociology Department and in the Joint Program in Survey).

20 64. Dr. Singer's class certification report—the first expert report filed in this matter—
21 laid out a comprehensive theory of the case and the antitrust economics for the first time,
22 analyzing the core conduct at issue, and assembling key documentary evidence into a narrative,
23 drawing on evidence from over 200 Google and third-party documents. In addition to his class
24 certification affirmative report and reply, Dr. Singer also: (1) submitted a merits affirmative
25 report and reply; (2) sat for two depositions—one for class certification and again for the merits;
26 and (3) participated in two hot tubs—again, one for class certification and again for the merits.
27 Consumer Counsel assisted with the defense of those depositions and hearings, conducting
28 numerous preparation sessions in advance.

1 65. Dr. Schmidt analyzed the technological aspects of Google's alleged
2 monopolization conduct and proffered defenses. Like Dr. Singer, Dr. Schmidt submitted a class
3 certification affirmative report and reply, and: (1) submitted a merits affirmative report and reply;
4 and (2) sat for two depositions—one for class certification and again for the merits. Consumer
5 Counsel defended both depositions and conducted numerous preparation sessions in advance.
6 After Consumer Counsel served Dr. Schmidt's merits expert report, counsel for Epic asked to
7 jointly retain Dr. Schmidt, and Consumer Counsel agreed.

8 66. Mr. Chase analyzed Google's financial records to estimate Google Play's
9 economic profits, a building block of Dr. Singer's work damages analysis. As part of that
10 analysis, Mr. Chase submitted a merits affirmative report and reply and sat for a deposition.
11 Consumer Counsel again defended that deposition and conducted multiple preparation sessions
12 in advance.

13 67. Dr. Presser designed a survey to estimate: (1) the proportion of U.S. Android
14 phone users who would switch to an Apple phone in response to a 5% increase in Google Play
15 Store prices for apps and in-app purchases; (2) the perceptions among U.S. Android phone users
16 of two potential costs of making such a switch; and (3) the reaction of U.S. Android phone users
17 to a warning message that may be displayed when trying to download from a website or an app
18 store that is not preloaded on the user's phone. As part of that analysis, Dr. Presser submitted a
19 merits affirmative report and reply and sat for a deposition. Consumer Counsel, along with the
20 States, prepared Dr. Presser for the deposition.

21 68. Dr. Marc Rysman created a variety model to quantify the value of increased utility
22 to consumers if Google launched more apps and charged a lower service fee. MDL Dkt. 484-4,
23 540-1. Consumer Counsel assisted with preparing Dr. Rysman for his depositions. Consumer
24 Counsel also took part in drafting the Opposition to Defendants' Motion to Exclude the Merits
25 Opinions of Dr. Marc Rysman. MDL Dkt. 512. Consumer Counsel also attended Dr. Rysman's
26 deposition and provided assistance throughout.

27 69. The Court certified the Consumer Class and denied Google's motion to exclude
28 Dr. Singer's class certification testimony on November 28, 2022. MDL Dkt. 383. Google then

1 filed a Rule 23(f) petition seeking review of the Court’s class certification order, which the Ninth
 2 Circuit granted. *See Mary Carr v. Google LLC*, No. 22-80140 (9th Cir. Feb. 27, 2023), “App.”
 3 Dkt. 10. In addition to the briefing related to the 23(f) petition, Consumer Counsel fully briefed
 4 the appeal itself during the six months following the Ninth Circuit’s grant of the petition and
 5 were preparing for argument set for September 11, 2023 prior to settlement. *See* Appeal Dkt. 71,
 6 77-801.

7 70. Google sought to use the pendency of the 23(f) appeal to stay the November 6
 8 trial. MDL Dkt. 467. While a stay presented an opportunity to avoid significant litigation risks
 9 and expense, Consumer Counsel opposed this motion—and developed alternative trial plans,
 10 such as the proposed bifurcation of the damages proceeding—because Consumer Counsel knew
 11 that a trial delay was not in the best interests of consumers. MDL Dkt. 472.

12 71. As the wide-ranging disputes played out in this Court and the 23(f) appeal before
 13 the Ninth Circuit progressed between December 2022 and March 2023, Consumer Counsel
 14 continued to vigorously litigate this case.

15 72. For example, in addition to leading the briefing, document review, and in-court
 16 argument related to seeking Rule 37 sanctions against Google for its destruction of Chats,
 17 described in more detail below, Consumer Counsel: (1) opposed a second *Daubert* motion
 18 directed at Dr. Singer, who also participated in a second expert “hot tub” proceeding on August
 19 1, 2023; (2) assisted with the narrative topics, slides, and other preparation of Dr. Rysman, who
 20 participated at the second expert “hot tub”; and (3) led the briefing and arguing the opposition to
 21 Google’s motion with respect to the timeliness of Plaintiffs’ claims premised on Google’s early
 22 revenue share agreements with mobile carriers. MDL Dkt. 509 at 12-16.

23 5) Sanctions Motion.

24 73. Within the first six months of discovery in this case, Consumer Counsel noticed
 25 that Google’s productions included no instant messages and wrote to Google demanding their
 26 production. A true and correct copy of a letter dated July 6, 2021 from Karma Giulianelli to Brian
 27 Rocca is attached to this declaration as **Exhibit 2**.

1 74. After repeated follow-ups from Consumers and the plaintiff group, Google
2 revealed in a meet and confer that it was continuing to delete Google chat messages every 24
3 hours.

4 75. Google Vice President Tian Lim testified at his deposition, in response to
5 questioning from Consumer Counsel, that he used Google Chat “every day” but had never turned
6 on his chat history. The next day, Consumer Counsel, on behalf of all plaintiffs, wrote Google a
7 letter asking for details regarding Google’s implementation of its purported Chat Retention
8 Policy. A true and correct copy of that letter from John Byars to Brian Rocca, dated December
9 3, 2021, is attached to this declaration as **Exhibit 3**.

10 76. With support from all plaintiffs, Consumer Counsel then pursued the issue before
11 the Court, which led to an Order allowing plaintiffs to serve a side set of document preservation
12 interrogatories on Google. Consumer Counsel took the lead in preparing and serving document
13 preservation interrogatories on Google on behalf of the plaintiff group. A true and correct copy
14 of Plaintiffs’ Document Preservation Interrogatories, dated December 20, 2021, is attached to
15 this declaration as **Exhibit 4**.

16 77. Following Google’s responses to these preservation interrogatories, the parties
17 made a Court-ordered joint statement regarding Google’s preservation of Instant Messages in
18 May 2022. MDL Dkt. 230, 258. Consumer Counsel took the lead in drafting Plaintiffs’ portions
19 of the joint statement.

20 78. Plaintiffs filed a motion for Rule 37 sanctions on October 13, 2022, which
21 Consumer Counsel again took the lead in drafting. MDL Dkt. 349. One month later, the Court
22 ordered an evidentiary hearing. MDL Dkt. 375. The hearing took place over two separate days
23 in January 2023. MDL Dkt. 418, 446. Consumer Counsel again took a lead role in preparing for
24 that hearing, retaining a technical expert, preparing a presentation for the Court, and presenting
25 closing argument.

26 79. When Google produced more than 100,000 chats in response to the court’s order
27 at the hearing, Consumer Counsel, working on behalf of Consumers and the States, handled the
28 review of those documents in the joint database it shared with the State Attorneys General.

1 Ultimately, Consumer Counsel reviewed—on a compressed time frame—more than 43,000
2 documents responsive to key search terms so that key documents identified could be incorporated
3 into a final submission to the Court a few weeks later and potentially be used at trial. MDL Dkt.
4 464. Chats from Margaret Lam identified during this review were later a subject of Epic’s
5 examination of Margaret Lam at trial. Throughout this process, Consumer Counsel shared
6 memoranda of notable documents with the other plaintiffs as part of their litigation coordination.
7 A number of those belatedly produced documents were identified as potential trial exhibits.

8 80. On March 28, 2023, the Court issued its Findings of Fact and Conclusions of Law,
9 holding that Google must be sanctioned for its destruction of chats. MDL Dkt. 469.

10 81. The Court’s chat opinion accelerated the momentum of the case against Google
11 and provided additional settlement leverage to Consumer Counsel and the State Attorneys
12 General. The sanctions ruling also provided evidence of discovery violations that public and
13 private plaintiffs nationwide have sought to use against Google in other cases, including in the
14 case brought by the State Attorneys General and the U.S. Department of Justice challenging
15 Google’s dominance in the search market. *See* Mem. Op. at 276, *United States v. Google LLC*,
16 No. 20-cv-03010 (D.C. Cir. Aug. 5, 2024), Dkt. 1033 (hereinafter, “*Google Search* Mem. Op.”)
17 (“Any company that puts the onus on its employees to identify and preserve relevant evidence
18 does so at its own peril. Google avoided sanctions in this case. It may not be so lucky in the next
19 one.”); Mem. Op. at 114, *United States v. Google LLC*, No. 23-cv-00108 (E.D. Va. Apr. 17,
20 2025), Dkt. 1410 (“As in *Google Search*, the Court’s decision not to sanction ‘should not be
21 understood as condoning Google’s failure to preserve chat evidence.’” (quoting *Google Search*
22 Mem. Op. at 276)).

23 82. After the Court’s sanctions ruling, Consumer Counsel continued to investigate
24 Google’s discovery misconduct. In April 2023, Consumer Counsel discovered and shared with
25 the other plaintiffs two chats where Google in-house counsel discussed “fake privilege.” A true
26 and correct copy of a letter from Glen Summers to Glenn Pomerantz dated May 31, 2023, raising
27 these issues is attached to this declaration as **Exhibit 5**.

1 83. Prior to settlement, Consumer Counsel continued to press for discovery on
2 Google's use of "fake privilege," including seeking depositions of Tristan Ostrowski and Emily
3 Garber, the attorneys on the chats at issue. A true and correct copy of a letter from Glen Summers
4 to Glenn Pomerantz and Jonathan Kravis dated July 14, 2023, raising these issues is attached to
5 this declaration as **Exhibit 6**.

6 **6) Trial Preparation.**

7 84. Throughout summer and fall 2023, preparations for the upcoming trial with
8 Google accelerated. Consumer Counsel devoted significant time and resources to ensuring they
9 were trial ready. For example, Consumer Counsel prepared and hosted a mock jury exercise that
10 was attended by all plaintiffs, and that tested the themes of the case through mock opening and
11 closing arguments. Consumer Counsel also worked jointly with plaintiffs to prepare exhibit and
12 witness lists, spending multiple sessions with all plaintiffs reviewing proposed exhibits that
13 resulted in the joint trial exhibit list. Consumer Counsel also negotiated pre-trial schedules and
14 exchanges, and undertook a variety of additional large and small tasks involved in preparing to
15 try a complex, multi-week antitrust case.

16 85. After the settlement in principle was announced on September 5, through October
17 12, the date the Court vacated the trial date, Consumer Counsel continued to participate in the
18 litigation. This included trial preparation and simultaneous coordination with the Plaintiff States
19 on the final settlement agreement and other related filings.

20 **7) Mediation and Settlement.**

21 86. Google, the States, and Consumer Plaintiffs reached a settlement in principle on
22 September 5, 2023. MDL Dkt. 596. Settlement discussions began approximately 15 months
23 earlier. Consumer Counsel had a central role in negotiations from the beginning.

24 87. Three months after discussions began, the parties agreed to retain Judges Daniel
25 Weinstein (Ret.) and Rebecca Westerfield (Ret.) as mediators. Consumer Counsel took the lead
26 on drafting the mediation statement, and in preparing and giving the principal presentations to
27 Google demonstrating the strong merits of the Consumer and State Plaintiffs' shared antitrust
28 claims.

1 88. For more than 10 months of these negotiations, Consumer Counsel and the States
 2 negotiated with Google while having the leverage of a class certified by the Court and an
 3 overcharge theory of damages that survived *Daubert* challenges during the class certification
 4 process.

5 89. As settlement talks progressed, Consumer Counsel continued to work in
 6 coordination with the States to ensure that the plaintiffs presented a unified settlement position.

7 90. At the time of the Court's decision to exclude Dr. Singer's testimony and decertify
 8 the class, the State and Consumer Plaintiffs were on the eve of a settlement with Google.

9 91. Although these settlements and releases are most commonly reached through
 10 certification of a settlement class, given the unique joint prosecution agreement by the States and
 11 Consumer Counsel, Consumer Counsel worked with the States and with Google to find the best
 12 path forward for achieving nationwide relief for consumers after the class was decertified.

13 92. The Parties concluded that the formerly certified class and consumers nationwide
 14 were better served by the prompt entry of the remaining States as *parens patriae* into this
 15 litigation in order to join the parties' settlement agreement and provide nationwide relief. Because
 16 their consumer clients and the formerly certified class would obtain relief through the nationwide
 17 settlement, Consumer Counsel elected not to seek certification of a settlement class or to appeal.

18 **C. Consumer Counsel's Fees.**

19 93. Consumer Counsel's fees incurred in litigating this matter reflect the substantial
 20 work outlined above to advance the claims of Consumers, put pressure on Google through
 21 litigation, and ultimately settle these claims.

22 94. Pursuant to the Court's orders appointing us as Co-Lead Counsel, we have
 23 overseen and directed all legal work on behalf of the Consumer Class since December 16, 2020.
 24 Consumer Dkt. 128. As part of that oversight, we have endeavored to ensure that all legal work
 25 by Consumer Counsel was performed as capably and efficiently as possible, by attorneys with
 26 appropriate experience and skills for each task, with as little duplication of effort as possible.

27 95. At our direction, each firm representing the Consumer Class has maintained
 28 contemporaneous records of the work performed in this matter, including the time, rates and

1 narrative descriptions of the work performed by each professional. Those records follow the
2 requirements set out in the Court's order appointing interim class counsel. Consumer Dkt. 128
3 ¶ 5(a)-(d). Those records were provided to us and were reviewed by us on a regular basis
4 throughout the litigation.

5 96. As discussed above, each firm that performed work as Consumer Counsel has
6 submitted a separate declaration certifying its fees. Attached as Annex 2 to each such declaration
7 are summaries of the hours worked in connection with the case by attorneys and other billable
8 professionals from their respective firms. These summaries were based on each firm's more
9 detailed contemporaneous billing records and identify the total amount of time devoted to each
10 category of tasks by each billable professional using codes that are consistent with those that
11 have been used in recent class fee submissions in this Court and other federal courts within the
12 Ninth Circuit. The summaries identify each professional's name, title, hourly rate, and a
13 calculation of the resulting fees. Detailed time entries are also available for inspection by the
14 Court upon request.

15 97. To the best of our knowledge and belief, all work reflected in each individual
16 firm's summary was actually performed and was reasonably necessary for the prosecution of the
17 case. In our judgment, the requested fees are reasonable and appropriate under the circumstances.

18 98. The fees submitted by Consumer Counsel in these declarations cover the period
19 from inception of the case to October 12, 2023, which was the date that the Court vacated the
20 Consumer and State trial date after reviewing the settlement agreement *in camera*. Consumer
21 Dkt. 496. In the interest of efficiency, after the agreement in principle was reached on September
22 5, 2023, Consumer Counsel stopped all work except essential pretrial work the Court instructed
23 the parties to continue.

24 99. Even after October 12, Co-Lead Counsel and our firms have continued to assist
25 the States with finalization and approval of the settlement, but we do not seek reimbursement for
26 that time. Likewise, Consumer Counsel has not included any time spent on this fee motion and
27 supporting materials in this fee request.

100. In total, Consumer Counsel incurred a lodestar of \$63,444,800.30, calculated using the rates applicable at the time the fees were incurred, with no adjustment for subsequent rate increases or the time-value of money.

101. The lodestar represents an average hourly rate of about \$646 for the work on this case (\$63,444,800.30 / 98,300 hours). When measured against the full fee requested by consumers, the implied average hourly rate is about \$865 (\$85,000,000 / 98,300 hours).

III. SUMMARY OF CONSUMER COUNSEL'S COMBINED EXPENSES

102. Consumer Counsel also incurred significant out-of-pocket expenses litigating this case. None of the firms received any external funding for this litigation.

103. The most significant of the out-of-pocket expenses were paid from a Litigation Fund administered by Kaplan Fox to which each of the leading firms representing the Consumer Class have contributed. As Co-Lead Counsel, we directed expenditures from the fund and coordinated Consumer Counsel's contributions to the fund. The most significant expenses paid out of the fund were expert witness fees, data hosting costs, fees for jury consultants and the mediators, fees for deposition hosting and transcriptions, along with other miscellaneous fees. The costs paid from Consumer Counsel's Litigation Fund are detailed in the separate declaration of Hae Sung Nam.

104. In addition, each firm incurred additional expenses that were paid by the individual firms and not from the Litigation Fund. Such expenses include costs of travel, legal research technology, and other minor expenses such as printing and court costs. Travel expenses complied with the Court's order appointing interim class counsel. Consumer Dkt. 128 ¶ 5(e)-(f). Those costs are detailed in each firm's individual declaration.

105. To the best of our knowledge and belief, all the out-of-pocket costs reflected in each firm's declaration were actually incurred and were reasonably necessary for the prosecution of the case. In our judgment, the costs incurred were reasonable and appropriate under the circumstances.

106. In total, Consumer Counsel incurred costs of \$8,585,761.38. Consumer Counsel began incurring these out-of-pocket costs in 2020 and have not been reimbursed to date.

1 Consumer Counsel is not seeking interest on these costs. The full details supporting these costs
2 are contained in each firm's individual declaration.

3 **IV. CLASS REPRESENTATIVE SERVICE AWARDS**

4 107. The Class Representatives in this litigation—namely, Mary Carr, Daniel Egerter,
5 Zachary Palmer, Serina Moglia, Matthew Atkinson, and Alex Iwamoto—were actively involved
6 throughout the litigation in this case.

7 108. Plaintiffs request service fee awards for these class representatives in the amount
8 of \$5,000 each (\$30,000 in total).

9 109. In this case, the \$5,000 service awards are well deserved. The class representatives
10 are Android device users who made covered purchases on Google Play and, therefore, were
11 negatively impacted (financially) by Google's alleged misconduct.

12 110. These individuals took a significant risk by bringing an action in their name
13 against one of the largest corporations in the world. As the operator of both Android and its
14 largest app store, Google wields enormous power over how consumers use their mobile devices,
15 including interacting with apps, and has access to a significant amount of consumer data.
16 Standing up to serve as a class representative in this matter took courage. The settlement, and the
17 benefits it secured, could not have been achieved without the efforts of these class
18 representatives.

19 111. Each class representative devoted substantial time to this case. Google served 45
20 document requests on each class representative, resulting in the production of pages of
21 responsive, non-privileged documents.

22 112. Google also served 25 substantive interrogatories and 13 document preservation
23 interrogatories on each class representative.

24 113. In addition, Google served 20 requests for admission on each class representative.

25 114. Moreover, each class representative was deposed in their individual capacity
26 which required spending substantial time with Consumer Counsel preparing for those
27 depositions.

