

Exhibit B

**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

JOHN DOE ONE; JOHN DOE TWO;
JOHN DOE THREE; and JOHN DOE FOUR,
on behalf of themselves and all similarly
situated individuals,

Plaintiffs,

v.

CAREMARK, L.L.C.;
FISERV, INC.,
FISERV SOLUTIONS, LLC; and
DEFENDANTS DOES 1–10,

Defendants.

No. 2:18-cv-00238-EAS-CMV

No. 2:18-cv-00488-EAS-CMV

(Consolidated for all purposes)

CLASS ACTION

**DECLARATION OF HENRY C. QUILLEN IN SUPPORT OF MOTIONS FOR FINAL
APPROVAL AND FOR ATTORNEYS' FEES, COSTS AND SERVICE PAYMENTS**

I, HENRY C. QUILLEN, declare as follows:

I am a Partner at Whatley Kallas, LLP. I am one of the counsel of record for Plaintiffs in case No. 2:18-cv-00238-EAS-CMV, one of the two consolidated actions.

I am a member in good standing of the bars of New Hampshire, New York, and Washington, D.C., and I have been admitted *pro hac vice* in this case. I respectfully submit this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees, Costs, and Service Payments, and in support of Plaintiffs' Motion for Final Approval of the Class Action Settlement. Except as otherwise noted, I have personal knowledge of the facts set forth in this declaration, and could testify competently to them if called upon to do so.

Background and Experience

1. While several attorneys and paralegals from Whatley Kallas contributed their efforts to this case, the majority of the time devoted to the prosecution and resolution of this action was by myself and Alan M. Mansfield.

2. I graduated from Harvard College, magna cum laude, in Biochemical Sciences in 2000. In 2007 I graduated from Yale Law School and Harvard's Kennedy School of Government with Juris Doctor and Master in Public Administration degrees, respectively. From 2007 to 2008 I clerked for the Hon. A. Raymond Randolph of the United States Court of Appeals for the District of Columbia Circuit. I was an associate at Sullivan & Cromwell LLP in Washington, D.C. from 2008 to 2012. From 2012 to 2013, I clerked for the Hon. Jeffrey R. Howard of the United States Court of Appeals for the First Circuit. I became an associate at Whatley Kallas in 2013 and a Partner in 2015. My full biography can be found in the Whatley Kallas firm resume, attached as Exhibit A. Mr. Mansfield has practiced primarily in the area of national health care, privacy, and consumer class action and public interest litigation since 1989. His clients have included such public interest organizations as the California Medical Association, the Independent Physical Therapists of California, the Utility Consumers Action Network and the Privacy Rights Clearinghouse. He has also been involved in several important nationwide actions since 2014 involving issues relating to privacy issues involving HIV/AIDS medications and ensuring consumers could obtain such medications without violating their privacy rights, several of which are listed below. Mr. Mansfield received his B.S. degree, cum laude, in Business Administration - Finance from California Polytechnic State University, San Luis Obispo in 1983 and his Juris Doctorate degree from the University of Denver School of Law in 1986. He is admitted to the Bar of the State of California, to the United States District Courts for all Districts of California, to the United States District Court for the Districts of Colorado and Michigan, to

the Third, Fifth, Sixth, Ninth and Tenth Circuit Courts of Appeal, and to the Supreme Court of the United States of America. His full biography can be found in the Whatley Kallas firm resume, attached as Exhibit A.

3. Whatley Kallas has demonstrated its nationwide expertise in healthcare-related privacy and class action litigation nationwide, including HIV-related healthcare issues, where it has acted or been appointed as co-lead counsel. Whatley Kallas has successfully resolved numerous putative class actions involving the requirement of numerous health insurance companies to compel consumers to obtain their HIV medications by mail order. For example, since 2013 Whatley Kallas, along with Consumer Watchdog, brought and/or resolved the following actions, among others:

- a. *Doe v. Blue Cross of California*, San Diego County Superior Court Case No. 37-2013-00031442-CU-CR-CTL.
- b. *Doe v. United Healthcare Ins. Co.*, U.S. Dist. Ct. C.D. Cal. Case No. SACV-13-00864-DOC (JPRx).
- c. *Doe v. Cigna Healthcare and Life Ins. Co.*, U.S. Dist. Ct. S.D. Fla. Case No. 0:15-cv-60894-DPG.
- d. *Doe v. Coventry Healthcare, Inc.*, U.S. Dist. Ct. S.D. Fla. Case No. 15-62685-CIV-ALTONAGA.
- e. *In re Anthem Inc.* (not filed, but resolved on behalf of Anthem, Inc. and over 50 affiliated Anthem health care plans located throughout the United States)
- f. *Doe v. Blue Cross Blue Shield of Tennessee*, U.S. Dist. Ct. W.D. Tenn. Case No. 2:17-cv-2793-TLP-cgc.

4. After negotiations, either directly or with the assistance of a mediator in several of these actions, our firm was able to agree to settlements providing for practice changes that resolved the underlying issues (either taking the HIV medications off a specialty drug formulary or permitting patients to opt out of the mail order program), provided notice to affected consumers of the changes in practice, and set up a fund to reimburse affected patients for any out-of-pocket expenses they incurred. The *Doe v. United Healthcare* matter was settled on a class-wide basis; the other actions were resolved on a non-class basis but provided similar expedited relief in a manner that benefitted the parties, affected individuals, and the court.

5. Moreover, Whatley Kallas has established itself as one of the country's preeminent law firms bringing suits on behalf of patients and providers. Exemplar class cases where attorneys for the firm have served in a lead role include:

- a. *In re Blue Cross Blue Shield Antitrust Litigation*, MDL 2406, No. 13-cv-20000 (N.D. Ala. filed 2013). Co-lead counsel for a class of Provider Plaintiffs alleging that all insurers licensing the Blue Cross or Blue Shield trademarks reached explicit agreement to divide the United States into geographic markets, allocate those geographic markets, free of competition, among themselves, and fix prices for services rendered by healthcare providers through the BlueCard program. The Provider Plaintiffs have successfully opposed numerous motions to dismiss, obtained a favorable ruling regarding the applicable antitrust standard of review, and the case is ongoing.
- b. *Feller v. Blue Cross of California*, No. 56-2010-00368587-CU-BT-VTA (Ventura Super. Ct. filed 2010). Served in lead role in class action

successfully brought to remedy the practice of trapping members in a closed plan subject to dramatically increasing premiums. Under the settlement, among other relief, class members were allowed to switch plans without underwriting until 2014, at which time preexisting conditions will no longer serve as a basis for denying health insurance.

- c. *Waterbury Hospital v. U.S. Foodservice*, No. 06-cv-01657 (D. Conn. filed 2006). Co-lead counsel for a certified class of customers, including hospitals, in a case involving an alleged scheme whereby USF, the second largest food distributor in the United States, fraudulently inflated the prices it charged to its cost-plus customers. Plaintiffs alleged that USF's customers were charged, pursuant to cost-plus agreements, inflated prices that represented the cost of products plus a kickback to their suppliers. The case settled for \$297 million.
- d. *Love v. Blue Cross Blue Shield Association*, No. 03-cv-21296 (S.D. Fla. filed 2003). Co-lead counsel in this action, which alleged that defendants engaged in a civil conspiracy in violation of the Racketeering Influenced and Corrupt Organizations Act to wrongfully and fraudulently pay doctors less than the amounts to which they were entitled. Settlements were reached with approximately ninety percent (90%) of the defendants. The settlements consisted billions of dollars in value, consisting of monetary relief and significant corporate reforms.
- e. *In re Managed Care Litigation*, MDL No. 1334, No. 03-cv-21296 (S.D. Fla. filed 2003). Members of the Plaintiffs' Steering Committee in this action against nine of the largest managed care providers in the United States,

including Aetna, Cigna, United, Healthnet, Humana, PacifiCare, Prudential, and WellPoint. This action alleged that these defendants engaged in a civil conspiracy in violation of the Racketeering Influenced and Corrupt Organizations Act to wrongfully and fraudulently pay doctors less than the amounts to which they were entitled. Settlements were reached with Aetna, Cigna, Healthnet, Humana, Prudential, and Wellpoint consisting of monetary relief and significant business practice changes valued in the billions of dollars.

6. Additional information about Whatley Kallas is included in the firm's resume, which is attached as Exhibit A.

Whatley Kallas's Role in This Litigation

7. Whatley Kallas began investigating this matter in early 2018. As part of that investigation, we contacted the office of Terry Kilgore, as he apparently had been contacted by several impacted individuals who had received the communication in question. We ultimately agreed to litigate the case with Mr. Kilgore, who also had also been investigating the matter based on the contacts he had received from these individuals.

8. With substantial assistance from Mr. Kilgore, we drafted an initial complaint, which was filed as *John Doe One et al. v. Caremark, LLC et al.*, No. 18-cv-238 (N.D. Ohio) (the "Doe I Action").

9. In addition to working with Mr. Kilgore, we also brought the firm Consumer Watchdog into the litigation because of their extensive experience in cases involving medical privacy and their work on HIV/AIDS mail order issues.

10. With input from Mr. Kilgore and Consumer Watchdog, Whatley Kallas took the lead on written submissions relating to the Doe One Action. This included, among other things, preparing an amended complaint and drafting an opposition to the defendants' motions to dismiss, on which we prevailed, as well as a motion relating to the consolidation of this action with another related action and the coordination of the appointment of class counsel.

11. We also assisted Mr. Kilgore in drafting an open records request from the Ohio Department of Health for records relating to the mailing in question, which he served on the ODH after this action had been filed. Whatley Kallas also spent significant time reviewing and categorizing the documents that Mr. Kilgore's office had obtained from the Ohio Department of Health in response to that open records request, as well as a separate subpoena we served on the ODH.

12. After the Doe I Action was consolidated with *Doe v. Caremark, LLC*, No. 2:18-cv-488 (S.D. Ohio) and an agreement was reached to informally share class counsel responsibilities, Whatley Kallas worked with co-counsel on all aspects of the litigation, including briefing, discovery, and settlement negotiations. Whatley Kallas's thorough review of the evidence contributed to the Plaintiffs' ability to enter settlement negotiations with a clear understanding of the strengths and weaknesses of their case.

13. In addition to the federal litigation, Whatley Kallas worked with Mr. Kilgore in litigating *John Doe One et al. v. Ohio Dep't of Health*, No. 2018-01004JD (Ohio Ct. Cl.). I believe that the pendency of this case, which asserted claims against the Ohio Department of Health relating to the mailing in question, increased the likelihood of a successful resolution of the federal case. While the case in the Ohio Court of Claims had been voluntarily dismissed, it was eligible to be re-filed when settlement negotiations were taking place in the federal case.

14. When the Plaintiffs and Caremark had an agreement in principle to settle the case, Whatley Kallas worked closely with Mr. Kilgore and the Class Representatives to ensure that the settlement agreement met their needs and would protect their privacy, as well as the privacy of Class Members. Whatley Kallas has also spent significant time negotiating the terms of the settlement agreement, reviewing and assisting in the drafting the settlement papers and associated exhibits, preparing and reviewing drafts of the preliminary approval papers, interviewing various settlement administrators, and working with the selected settlement administrator to implement the settlement. In addition, I worked with the Ohio Department of Health to make sure that copies of the settlement materials were given to OhDAP case workers so that they would be familiar with the settlement and could discuss it with their clients.

Contingent Nature of the Action

15. Work on this matter required Whatley Kallas to spend time that could have been spent on other matters. Whatley Kallas shouldered the risk of expending costs and time in litigating this action without any monetary gain in the event of an adverse judgment.

Whatley Kallas's Lodestar and Billing Rates

16. All attorneys and staff at Whatley Kallas maintain contemporaneous time records reflecting the time spent on this and other matters.

17. Whatley Kallas sets its rates for attorneys and staff members based on a variety of factors, including, among others: the experience, skill and sophistication required for the types of legal services typically performed; the rates customarily charged in similar matters; the rates charged to and paid by various of our hourly rate clients; and the experience, reputation and ability of the attorneys and staff members. Whatley Kallas rates have been specifically approved by federal courts throughout the country on multiple occasions. *Doe v. United Healthcare Ins. Co.*, 2014 WL 12586448, at *3 (C.D. Cal. Oct. 15, 2014) (approving rates for various Whatley

Kallas attorneys ranging from \$300/hour to \$950/hour); *In re U.S. Foodservice, Inc. Pricing Litig.*, 2014 WL 12862264, at *3 (D. Conn. Dec. 9, 2014) (approving a \$99 million fee award to Whatley Kallas and other firms, after reviewing Whatley Kallas's then-current billing rates).

18. Although Whatley Kallas's hourly rates may be higher than the rates of many lawyers in this region, they are reasonable when compared to the rates of other attorneys who practice nationwide in the areas of healthcare, consumer protection, privacy and antitrust litigation. Whatley Kallas has significant experience in a specialized area of law, which is largely unavailable in this District: privacy issues relating to services provided by pharmacy benefit managers (like Caremark) to patients living with HIV. Even when compared to the rates of class action lawyers in this District, the rates are relatively comparable. For example, in *Linneman v. Vita-Mix Corp.*, 2019 WL 2603567 (S.D. Ohio, June 25, 2019), in a case in which only the lodestar method was used – and not the percentage method – Judge Dlott used \$550 per hour as the appropriate rate for a Cincinnati class action attorney with 21 years of experience, which is roughly similar to my rate of \$600/hour.¹

19. Between the inception of their investigation through November 22, 2019, Whatley Kallas worked a total of 1,492.4 hours in this action, for a total lodestar of \$845,430. They have continued to work on this action in preparing the final approval papers, reviewing reports on weekly claims submissions, and the pending fee application. If the Court feels it appropriate to do so, we can provide an updated lodestar amount prior to the hearing on this application.

20. Whatley Kallas endeavored to litigated this case efficiently, assigning attorneys and staff with lower billing rates to tasks requiring less experience, such as reviewing documents.

21. The following chart details the time each attorney and paralegal worked on this case, and their contribution to Whatley Kallas's total lodestar:

¹ A significant advantage of the percentage method over the lodestar method is that a Court need not engage in such an analysis. Rather, this lodestar information is presented so that the Court may use Class Counsel's total lodestar as a general cross-check on the approved percentage if it wishes to do so.

Attorney	Title	Hours	Rate	Lodestar
Henry Quillen	Partner	386.3	\$550 (before 5/1/18) \$600 (after 5/1/18)	\$229,805.00
Alan Mansfield	Of Counsel	641.6	\$750	\$481,200.00
Joe Whatley	Partner	10.8	\$950 (before 5/1/18) \$975 (after 5/1/18)	\$10,505.00
Edith Kallas	Partner	7.1	\$925	\$6,567.50
Sara Hacker Collins	Associate	126.0	\$500	\$63,000.00
Helen Eckinger	Associate	61.6	\$425	\$26,180.00
Kyle Tait	Associate	14.3	\$400	\$5,720.00
Nick Dorman	Associate	13.7	\$300 (before 5/1/18) \$400 (after 5/1/18)	\$4,670.00
Suzanne York	Paralegal	180.5	\$225	\$40,612.50
Elle Chaseton	Paralegal	108.2	\$225	\$24,345.00
Sharon Musso	Paralegal	11.8	\$225	\$2,655.00
Total		1,561.9		\$895,260.00

22. I have personally reviewed the time reported for the attorneys and paralegals listed in the schedules set forth above. I reduced or eliminated time reported where necessary to ensure that there was no unnecessary duplication of efforts. For example, I deleted time spent on routine, housekeeping matters. I can confidently assert that the lodestar reported in this declaration is reasonable, particularly in light of our efforts and accomplishments in this litigation.

Whatley Kallas's Costs

23. Whatley Kallas maintains books and records regarding costs expended on each case in the ordinary course of business, which books and records are prepared from expense vouchers and check and credit card records. I have reviewed the costs expended in this matter.

24. Whatley Kallas incurred \$16,728.42 in expenses in connection with the action, which consists of the following:

- Mediator fees: \$7,585.00
- Travel (Henry Quillen to the Rule 26 hearing and two mediations; Alan Mansfield to one mediation): \$4,311.48
- Filing fees: \$1,700.00

- Conference calls: \$1,053.38
- Service of process: \$715.00
- Research: \$673.50
- Postage and overnight mailings: \$346.31
- Copies: \$343.75

Plaintiff Does' Request for Service Awards

25. The Plaintiffs in this case were all willing to come forward at the risk of publicizing their HIV status and potentially subjecting them to vigorous scrutiny of their personal health and other private matters, about which Caremark propounded discovery. Each spent time reviewing the original and amended complaints. Through Mr. Kilgore we communicated with them about the terms of this settlement to obtain their approval during the mediation process, as well as when the agreement was finally approved by the parties. The Plaintiffs were willing to testify in deposition and at trial, if necessary. Each one strongly supports the Settlement irrespective of the Court's position on the payment of such service awards. My view is that the reasonable service awards requested here are warranted based on these facts.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct, and that this declaration was executed at Portsmouth, New Hampshire on December 6, 2019.

/s/ Henry C. Quillen
Henry C. Quillen

Exhibit A



I. Introduction

The attorneys of Whatley Kallas, LLP have a long history of representation of healthcare providers, patients and members of the organized medicine community. The Firm is a full-service litigation and healthcare firm. The attorneys of Whatley Kallas have a strong national reputation in healthcare litigation, and provide a broad array of services to their clients. The Firm handles class action, antitrust, ERISA and commercial litigation.

Whatley Kallas operates offices in New York, Alabama, Colorado, California, Georgia, Massachusetts, and New Hampshire.

The attorneys of Whatley Kallas have been repeatedly recognized in legal publications, such as *The National Law Journal* and *American Lawyer*, by their peers and by leaders of organized medicine for their work in the healthcare field.

The attorneys of Whatley Kallas have held leadership roles in in numerous high profile, complex national class action litigations, recovering billions of dollars in value, consisting of monetary relief and significant corporate reforms, which have provided meaningful change for classes of people and small businesses.

Whatley Kallas's attorneys have been appointed to leadership positions in numerous cases. For example, Joe Whatley and Edith Kallas serve as co-lead counsel for the class of Provider Plaintiffs in the ongoing case entitled *In re Blue Cross Blue Shield Antitrust Litigation MDL 2406*, No. 13-cv-20000 (N.D. Ala. filed 2013), pending in the Northern District of Alabama. Examples of cases in which Whatley Kallas attorneys served in a leadership role and were extensively involved in the litigation and negotiation of settlements include: *Waterbury Hospital v. U.S. Foodservice*, No. 07-md-1894 (D. Conn. filed 2007) (served as co-lead counsel in action resulting in a \$297 million settlement); *Love v. Blue Cross Litigation*, No. 03-cv-21296 (S.D. Fla. filed 2003) and the related case entitled *In re: Managed Care Litigation* (served as co-lead counsel and members of the steering committee, respectively, in actions resulting in billions of dollars in value, consisting of monetary relief and significant corporate reform, to classes of 900,000 physicians throughout the United States); *Scher v. Oxford Health Plans* (served as lead counsel in statewide class arbitration on behalf of physicians in New York resulting in a settlement of \$22 million); *In re Insurance Brokerage Antitrust Litigation*, No. 04-cv-05184 (D. N.J. filed 2004) (served as co-lead counsel in action resulting in settlements with Marsh & McLennan, AIG, Zurich Insurance Company and Arthur J. Gallagher, together totaling over \$250 million); *Levinson v. Westport National Bank*, No. 09-cv-00269 (D. Conn. 2014) (served as lead counsel in action resulting in a \$7.5 million settlement for retirees and small investors on the eve of closing argument of a jury trial); *In re: Qwest Savings and Retirement Plan ERISA*

Litigation, No. 02-cv-00464 (D. Colo. 2007) (served as co-lead counsel in action resulting in an approximately \$37.5 million settlement). In addition, Whatley Kallas's attorneys have taken lead roles in numerous cases on behalf of patients. Such cases include the HIV/AIDS Specialty Medications Mail Order Litigations, which were filed against a number of healthcare companies in the country and resulted in significant practice reforms, as well as *Feller v. Blue Cross of California*, No. 56-2010-00368587-CU-BT-VTA (Ventura Super. Ct. filed 2010) (remediating the practice of trapping members in a closed plan subject to dramatically increasing premiums).

The Firm's lawyers have gained a national reputation for their aggressive litigation style and their quality legal work. A significant aspect of the Firm's resources is its ability to try complex cases. One of the Firm's founding partners, Joe R. Whatley, Jr., is an experienced trial lawyer and is one of the few lawyers representing plaintiffs in complex class action litigation who has tried class action cases to verdict. He won a \$1.28 billion jury verdict on behalf of a class of cattle ranchers against Tyson Fresh Meats, Inc. in *Pickett v. Tyson Fresh Meats, Inc.*, No. 96-A-1103-N (M.D. Ala. 1996). In *Cox v. United Steelworkers*, Mr. Whatley served as counsel to one of the defendants and the jury returned a defendants' verdict. Mr. Whatley also won what was, at the time, the largest wrongful death verdict in Louisiana history in *Dunn v. Consolidated Rail Corp.*, 890 F. Supp. 1262 (M.D. La. 1995). More recently, Mr. Whatley and other attorneys from Whatley Kallas have tried a number of class actions before juries, including, *In re Cox Enterprises, Inc. Set-Top Cable Television Antitrust Litigation*, No. 12-ml-2048 (W.D. Okla. filed 2012), to a plaintiffs' jury verdict in 2015 and *Levinson v. Westport National Bank*, which settled immediately before closing arguments to the jury in 2013. Whatley Kallas's experience in this regard has made it a highly sought after member of plaintiffs' leadership groups in numerous complex and multidistrict litigations.

II. Firm Litigation

A. Healthcare and Insurance Litigation

A more detailed description of examples of healthcare and insurance cases in which attorneys at Whatley Kallas have served in leadership roles includes, among others:

***In re Blue Cross Blue Shield Antitrust Litigation MDL 2406*, No. 13-cv-20000 (N.D. Ala. filed 2013).** Co-lead counsel for the class of Provider Plaintiffs in this action. The Provider Plaintiffs (including hospitals, physicians, surgery centers, chiropractors, and other healthcare providers) have alleged that all insurers licensing the Blue Cross or Blue Shield trademarks reached explicit agreement to divide the United States into geographic markets called "Service Areas" and to allocate those geographic markets, free of competition, among themselves. The Provider Plaintiffs have also challenged the agreements reached by the Blues to fix prices for services rendered by healthcare providers through the Blue Card Program. The Provider Plaintiffs' claims have survived Motions to Dismiss and the case is ongoing.

***Love v. Blue Cross Blue Shield Association*, No. 03-cv-21296 (S.D. Fla. filed 2003).** Co-lead counsel in this action, which alleged that defendants engaged in a civil conspiracy in violation of the Racketeering Influenced and Corrupt Organizations Act to wrongfully and fraudulently pay

doctors less than the amounts to which they were entitled. Settlements were reached with approximately ninety percent (90%) of the defendants. The settlements consisted billions of dollars in value, consisting of monetary relief and significant corporate reforms.

***In re Managed Care Litigation*, MDL No. 1334, No. 03-cv-21296 (S.D. Fla. filed 2003).** Members of the Plaintiffs' Steering Committee in this action against nine of the largest managed care providers in the United States, including Aetna, Cigna, United, Healthnet, Humana, PacifiCare, Prudential, and WellPoint. This action alleged that these defendants engaged in a civil conspiracy in violation of the Racketeering Influenced and Corrupt Organizations Act to wrongfully and fraudulently pay doctors less than the amounts to which they were entitled. Settlements were reached with Aetna, Cigna, Healthnet, Humana, Prudential, and Wellpoint consisting of monetary relief and significant business practice changes valued in the billions of dollars.

***Scher v. Oxford Health Plans*, AAA Case No. 11 193 00548 05.** Lead Counsel in this statewide class arbitration on behalf of a class of physicians in the state of New York, which resulted in a settlement of \$22 million.

HIV/AIDS Specialty Medications Mail Order Litigations. Served in lead role in successfully brought actions against a number of major health insurance companies in the United States involving their requirements to obtain HIV/AIDS specialty medications by mail order. These companies have agreed to resolve these issues, either as part of a class action settlement or other agreements obligating those companies to change or cancel their mail order programs as to HIV/AIDS specialty medications, ultimately impacting an estimated 50,000 consumers nationwide. These cases include: *Doe v. United Health Care*, No. 13-cv-00864 (C.D. Cal. filed 2013) (national class action settlement approved in July 2014 permitting consumers to opt out of mail order program); *Doe v. Cigna Health Care*, No. 15-cv-60894 (S.D. Fla. filed 2015) (national settlement implemented in December 2015 that removed HIV/AIDS specialty medications from the mandatory mail order tier); *Doe v. Blue Cross of California*, No. 37-2013-31442 (San Diego Super. Ct. filed 2013) (California-only settlement implemented in May 2013 cancelling mandatory mail order program); and *Doe v. Anthem, Inc.* (national settlement implemented in June 2016 that also removed HIV/AIDS specialty medications from the mandatory mail-order requirement tier for all of Anthem's subsidiaries in the United States).

***Feller v. Blue Cross of California*, No. 56-2010-00368587-CU-BT-VTA (Ventura Super. Ct. filed 2010).** Served in lead role in class action successfully brought to remedy the practice of trapping members in a closed plan subject to dramatically increasing premiums. Under the settlement, among other relief, class members were allowed to switch plans without underwriting until 2014, at which time preexisting conditions will no longer serve as a basis for denying health insurance.

***In re Insurance Brokerage Antitrust Litigation*, MDL No. 1663, No. 04-cv-05184 (D.N.J. filed 2004).** Co-lead counsel in action involving class of purchasers of commercial and employer benefit insurance against many of the largest insurance companies and brokers in the country relating to these companies' alleged participation in a conspiracy to manipulate the markets for insurance. Settlements with the majority of the defendants were reached including, Marsh &

McClennan, AIG, Zurich Insurance Company and Arthur J. Gallagher, together totaling over \$250 million.

B. Antitrust and Other Complex Commercial Litigation

A more detailed description of examples of antitrust and other complex commercial cases in which attorneys at Whatley Kallas have served in leadership roles includes, among others:

Waterbury Hospital v. U.S. Foodservice, No. 06-cv-01657 (D. Conn. 2014). Co-lead counsel for a certified class of customers in a case involving an alleged scheme whereby USF, the second largest food distributor in the United States, fraudulently inflated the prices it charged to its cost-plus customers. Plaintiffs alleged that USF's customers were charged, pursuant to cost-plus agreements, inflated prices that represented the cost of products plus a kickback to their suppliers. The case settled for \$297 million.

Levinson v. Westport National Bank, No. 09-cv-00269 (D. Conn. 2014). Lead counsel for certified class of hundreds of retirees and small investors who lost the bulk of their savings in the aftermath of the Bernard Madoff scandal. This action alleged that the bank breached numerous contractual and fiduciary duties to the investors in its administration of their accounts. After a two-week trial, on the eve of closing arguments, a settlement was reached in the amount of \$7.5 million for the Class.

In re Cox Enterprises, Inc. Set-Top Cable Television Antitrust Litigation, No. 12-mj-2048 (W.D. Okla. filed 2012). Co-lead counsel on behalf of a certified plaintiff class of Oklahoma City Cox customers alleging that the cable provider Cox unlawfully tied its premium cable service to rental of its set-top boxes. After a two-week trial, the jury awarded the plaintiffs \$6.31 million in damages, which were trebled to \$18.93 million. After the jury verdict, the Court entered an Order directing verdict for the Defendant.

Parsons v. Brighthouse Networks, LLC, No. 09-cv-00267 (N.D. Ala. 2015). Co-lead counsel for a nationwide class of Brighthouse cable customers alleging that Brighthouse abused its market power to illegally tie the rental of a set top box to the purchase of premium cable from Brighthouse. The parties reached a settlement valued at approximately \$91 million dollars in monetary relief and \$72 million dollars in injunctive relief.

In Re Puerto Rican Cabotage Antitrust Litigation, No. 08-md-01960 (D.P.R. filed 2008). Co-lead counsel representing purchasers in a class action alleging that Defendants conspired to fix the prices of shipping services to and from Puerto Rico. A settlement was reached resulting in monetary and non-monetary relief exceeding \$100 million in value.

In re Lorazepam and Clorazepate Antitrust Litigation, MDL No. 1290 (D.D.C. 2005). Third Party Payor Lead Class Counsel in an antitrust action. Settlements of over \$100 million were achieved.

Pickett v. Tyson Fresh Meats, Inc., No. 96-A-1103-N (M.D. Ala. 1996). Co-lead counsel representing a class of cattle ranchers against the major beef packers and producers in the country for conspiring to depress the price of beef on the cash market. In addition to serving in a leadership position in this action, Joe R. Whatley served as trial counsel in the Middle District of Alabama for the plaintiff class, and obtained a \$1.28 billion jury verdict for the class of ranchers and cattle producers. The verdict was ultimately vacated.

III. Biographies

Joe R. Whatley, Jr.

Joe Whatley grew up in Monroeville, Alabama, the setting for *To Kill A Mockingbird*. Mr. Whatley is one of the few lawyers in the country to have argued before the United States Supreme Court as well as tried class actions to jury verdict for plaintiffs as well as defendants. He has a wide-ranging, national practice. He has argued cases before a majority of the Circuit Courts of Appeals in the country and tried cases in a number of different State and District Courts, before Judges and juries.

He is a graduate of Harvard College (A.B., cum laude, 1975), and the University of Alabama School of Law (J.D., 1978). Mr. Whatley is a member of the Bar in the States of Alabama, Texas, Colorado and New York, and is admitted to practice before the United States Supreme Court, the United States District Court for the Middle, Southern and Northern Districts of Alabama, the Southern, Eastern and Northern Districts of New York, the Northern, Southern, Eastern and Western Districts of Texas, the Eastern and Western Districts of Michigan, the Eastern District of Wisconsin, the Northern District of Florida, the Northern District of Illinois, and the District of Colorado, as well as the United States Court of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Ninth, Tenth, Eleventh, and District of Columbia Circuits. After graduating from the University of Alabama School of Law, Mr. Whatley served as a law clerk to the Honorable Frank H. McFadden, who was then Chief United States District Judge for the Northern District of Alabama (1978-1979). Mr. Whatley is a member of the American Bar Association (Member, Sections on: Labor and Employment Law; Litigation; Antitrust Law; Health Law), a member and past President (1990-1991) of the Birmingham Federal Bar Association, and a member and past President (1990-1991) of the Labor and Employment Law Section of the Alabama State Bar.

For more than a decade Mr. Whatley has focused his practice on healthcare and antitrust cases. His healthcare cases have primarily been against health insurance companies. Mr. Whatley was appointed Co-Lead Counsel for the Provider Plaintiffs in *In re Blue Cross Blue Shield Antitrust Litigation*, MDL No. 2406. He was one of the most active lawyers in Court proceedings in *In re Managed Care Litigation* and in *Thomas/Love v. Blue Cross*, and was one of the principal negotiators of the path-breaking settlements in both of those proceedings that resulted in billions of dollars in value, consisting of monetary relief and significant practice changes in the managed care industry. He represents providers of healthcare of all types in disputes with health insurance companies. He has represented and currently represents doctors and ancillary providers in a whole range of issues related to their reimbursement. He also currently represents ambulatory surgery centers in antitrust claims against health insurance companies in multiple markets. He has represented hospitals in arbitration against health insurance companies.

He is also an experienced trial lawyer, having tried numerous cases, including class actions, to verdict. For example, Mr. Whatley won a \$1.28 billion jury verdict on behalf of a class of cattle ranchers against Tyson Fresh Meats, Inc. in *Pickett v. Tyson Fresh Meats, Inc.*, No. 96-A-1103-N (M.D. Ala.), and won what was at the time the largest wrongful death verdict in Louisiana history in *Dunn v. Consolidated Rail Corp.*, 890 F. Supp. 1262 (M.D. La. 1995). Mr. Whatley has recovered billions of dollars of value, consisting of monetary relief and significant business practice changes in litigations against the managed care industry. Additionally, Mr. Whatley tried *Levinson v. Westport National Bank*, No. 09-cv-269 (D. Conn. 2012), a case brought by retirees and small investors alleging that the defendant bank breached numerous contractual and fiduciary duties to the investors in its administration of the plaintiffs' financial accounts, which settled on the eve of closing arguments; and *In re Cox Enterprises, Inc. Set-Top Cable Television Antitrust Litigation*, wherein a class alleged that the cable provider Cox unlawfully tied its premium cable service to rental of its set-top boxes, which resulted in a \$6.31 million jury verdict before trebling. (After the jury verdict, the Court entered an Order directing verdict for the Defendant. The case is on appeal to the U.S. Court of Appeals for the Tenth Circuit.)

Mr. Whatley has been recognized by his peers as one of the top lawyers in the country. He has been admitted as a Fellow to the American College of Trial Lawyers. In 2011, he was selected as one of the top 100 lawyers in the New York Metropolitan Area. He has been selected each year for decades as one of the Best Lawyers in Alabama.

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Edith M. Kallas

Ms. Kallas was born in New York, New York. Ms. Kallas graduated from the Juilliard School in 1984 with a B.M. in Music Performance and from the Fashion Institute of Technology with an A.A.S., summa cum laude. She is a 1987 graduate of the Benjamin N. Cardozo School of Law, where she was a member of the Moot Court Board. Ms. Kallas is admitted to the New York and Colorado State Bars, the United States Supreme Court, the United States District Court for the Southern, Eastern and Northern Districts of New York and the United States Courts of Appeal for the Second, Third, Sixth, Ninth, Eleventh, and District of Columbia Circuits. She is also a member of the American Bar Association (Health Law Section), Association of the Bar of the City of New York, the New York State Bar Association, the New York County Lawyers' Association and the American Society of Medical Association Counsel.

In April of 2004, Ms. Kallas was honored by thirteen State and County Medical Societies, who presented her with an award "For the Success Attained in her Relentless Pursuit of Justice for the Physicians of America and their Patients." Also in 2004, Ms. Kallas was named by the New York County Lawyers' Association as one of the "Outstanding Women of the Bar." In 2005, the National Law Journal featured Ms. Kallas in their UP CLOSE section in an article entitled, "HMO Settlement: A Fairer Deal for Doctors." The National Law Journal also featured Ms. Kallas and her partner Joe Whatley in an article entitled "Case Puts Doctors Back in the Driver's Seat" in 2007. In 2011, the National Law Journal recognized Ms. Kallas in a feature article entitled, "In Insurance Fights, a Healthy Return for Firm – With Wellpoint Case." In February 2013, Ms. Kallas was highlighted in the *Big Suits* section of the American Lawyer Magazine in connection with the *In re Aetna UCR Litigation* settlement.

Ms. Kallas concentrates her practice in the areas of healthcare and insurance litigation. She represents healthcare providers, patients and members of the organized medicine community including physicians, ancillary providers, ambulatory surgical centers, durable medical equipment providers, as well as numerous national, state and county medical societies throughout the country. Her medical association clients have included the American Medical Association, Medical Society of the State of New York, Connecticut State Medical Society, Medical Society of New Jersey, California Medical Association, Florida Medical Association, Texas Medical Association, South Carolina Medical Association, Tennessee Medical Association, Northern Virginia Medical Societies, North Carolina Medical Society, Nebraska Medical Association, Washington State Medical Association, Hawaii Medical Association, Alaska State Medical Association, Rhode Island Medical Society, Vermont Medical Society, New Hampshire Medical Society, El Paso County Medical Society, and the California Chiropractic Association.

Ms. Kallas represents healthcare providers in litigation, arbitration, negotiations, and contracting, and provides day-to-day consultation and advocacy services in connection with a broad range of issues facing providers today. She has also represented healthcare providers and medical associations in numerous class actions pending in federal and state courts (including representation of a certified class of approximately 900,000 physicians throughout the United States). Ms. Kallas was appointed Co-Lead Counsel for the Provider Plaintiffs in *In re Blue Cross Blue Shield Antitrust Litigation*, MDL No. 2406. She has also served as Co-Lead Counsel in the *Love et al. v. Blue Cross Blue Shield Association et al.* in the United States District Court for the Southern District of Florida; on the Steering Committee in the *In re Managed Care* action; as Co-Lead Counsel and a member of the Executive Committee in the UCR Class Actions against Wellpoint (C.D. Cal.), CIGNA and Aetna (both pending in the D.N.J.); as Lead Counsel in the *Scher v. Oxford* physician class arbitration; and has served as lead counsel in numerous state court healthcare actions. Ms. Kallas also served as Co-Lead Counsel in the *In re Insurance Brokerage Antitrust Litigation* in the District of New Jersey against major brokerage and insurance companies on behalf of classes of businesses and employees who purchased insurance, including healthcare insurance. She was one of the principal negotiators of settlements with Aetna, Cigna, Healthnet, Prudential, Humana, Wellpoint and 90% of all the Blue Cross entities in the country on behalf of nationwide classes of physicians and medical societies that have resulted in billions of dollars in value, consisting of monetary relief and significant corporate reforms, to physicians throughout the country. The settlements have resulted in significant business practice changes that are viewed as setting a new standard in the healthcare industry in the best interests of physicians and their patients.

Ms. Kallas has also served in a lead role in *Doe v. United Health Care*, No. 13-cv-00864 (C.D. Cal. filed 2013) (national class action settlement approved in July 2014 permitting consumers to opt out of mail order program); *Doe v. Cigna Health Care*, No. 15-cv-60894 (S.D. Fla. filed 2015) (national settlement implemented in December 2015 that removed HIV/AIDS specialty medications from the mandatory mail order tier); *Doe v. Blue Cross of California*, No. 37-2013-31442 (San Diego Super. Ct. filed 2013) (California-only settlement implemented in May 2013 cancelling mandatory mail order program); and *Doe v. Anthem, Inc.* (national settlement implemented in June 2016 that also removed HIV/AIDS specialty medications from the mandatory mail-order requirement tier for all of Anthem's subsidiaries in the United States), and

was a principal negotiator of the settlements in those actions. Ms. Kallas has also given legislative testimony regarding issues affecting physicians and successfully handled, on a pro bono basis, an appeal for a patient requiring lifesaving treatment.

Ms. Kallas is the co-author of "Gender Bias and the Treatment of Women As Advocates," Women in Law 1998. Ms. Kallas has also participated as a Faculty Member and/or Speaker in connection with the following presentations: "Class Action Healthcare Litigation," ALI-ABA Healthcare Law and Litigation Conference, 1999; "Class Actions: HMOs and Healthcare Providers Under Attack," ALI-ABA Life and Health Insurance Litigation Conference, 2000; "Providers (Suits by Doctors and Hospital Class Actions)," ALI-ABA Healthcare Law and Litigation Conference, 2000; "The Application of ERISA and RICO Theories in the Age of Managed Care," The Judges and Lawyers Breast Cancer Alert, 2000; "Healthcare Litigation: What You Need to Know After Pegram," Practising Law Institute, 2000; "Provider Suits by Doctors and Hospitals v. HMOs," ALI-ABA Healthcare Law and Litigation Conference, 2001; The Joint Seminar Session of the School of Allied Health and Health Law Section at Quinnipiac University School of Law, 2001; The CLE Conference presented by the American Society of Medical Association Counsel, 2002; "The Unique Role of The Medical Society Effectively Litigating for Change in the Healthcare Arena," American Academy of Otolaryngology Presidential Board of Governors Special Seminar 2002; "The Future of Class Action Litigation in America," The CLE Conference presented by the American Bar Association, 2005; "Gender Bias in Litigation and the Trend Toward Diversity in Multi-District Litigation Proceedings," Mass Torts and Class Actions CLE Summit (Whatley Drake LLC Continuing Legal Education Conference) 2006 and 2007; "Arbitration Issues in Class Action Suits: How *Bazzle* Changed the Landscape of Class Arbitration," Whatley Drake & Kallas LLC Continuing Legal Education Conference 2007, ASMAC 2008; "Forum Shopping: Defendants Do It Too," Symposium on the Class Action Fairness Act and published in the Newsletter of the ABA Tort Trial and Insurance Practice Section Business Litigation Committee, Winter 2007; "Ingenix Litigation Update," ASMAC 2010; "Negotiating Skills for Career Advancement," Connecticut State Medical Society Professional Development Conference for Women in Medicine CME, May 2010; and "National Trends in Provider Contracting," Connecticut State Medical Society, "Managed Care Contracting: Anatomy of a Contract" Seminar, April 2012; "Avoiding Traps in Alternative Dispute Resolution," American Medical Association Webinar, February 2013; "Contract Negotiation Skills," Connecticut State Medical Society Professional Development Conference for Women in Medicine CME; "Update on Antitrust in Healthcare Cases," American Society of Medical Association Counsel Meeting, June 2015.

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Patrick J. Sheehan

Mr. Sheehan heads the Firm's Boston, Massachusetts office. Mr. Sheehan's practice focuses on complex litigation involving health care law and consumer protection issues. As part of his practice, Mr. Sheehan represents a wide array of health care providers and consumers in class actions and other complex litigation pending throughout the country. Mr. Sheehan's health care practice focuses on issues concerning health care financing, including provider reimbursement, health insurance and antitrust matters. Mr. Sheehan's consumer protection practice concentrates

on issues concerning health insurance, the deceptive advertising of health benefits purportedly provided by consumer products and other issues implicating consumer protection law.

Mr. Sheehan regularly contributes to legal publications and speaks on issues concerning complex litigation, class actions and health law. Mr. Sheehan is a graduate of the College of the Holy Cross (B.A., 1993) and Northeastern University School of Law (J.D., 1997), where he was an editor of the NU Forum. Mr. Sheehan is a member of the American Bar Association, the American Association for Justice, the Massachusetts Bar Association, the Massachusetts Academy of Trial Attorneys and the Boston Bar Association. Mr. Sheehan is the immediate Past President of the Holy Cross Lawyers Association and sits on the Massachusetts Bar Association's Health Law Section Council and the Boston Bar Association's Class Actions and Multi District Litigations Section Steering Committee.

Mr. Sheehan is a member of the Massachusetts and New York bars and is admitted to practice before the United States District Courts for the District of Massachusetts, the Southern and Eastern Districts of New York, the Northern District Of Illinois, the District of Colorado, the Eastern District of Michigan, the United States Courts of Appeals for the First, Third and Eleventh Circuits and the United States Supreme Court.

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W. Tucker Brown

Mr. Brown's practice focuses primarily on the areas of healthcare, antitrust and other complex litigation. Mr. Brown represents a wide array of healthcare clients, including national and state medical associations, physicians, hospitals, surgical centers and other healthcare providers in litigations, including national class actions, arbitrations and other forms of dispute resolution. Much of the focus of Mr. Brown's practice is representing healthcare providers in disputes with managed care companies and insurers. In 2016, Mr. Brown was named one of Law360's six "Rising Stars" in Health Law.

Mr. Brown presently represents health care providers in antitrust litigation challenging illegal price fixing, market allocation, boycotts and other anticompetitive schemes in cases including *In re Blue Cross Blue Shield Antitrust Litigation*, No. 2:13-cv-20000 (MDL 2406)(N.D. Ala.); a hospital system against a major insurer in arbitration regarding Medicare Advantage plans; an eating disorder treatment center in claims against a national insurer in arbitration for claims involving breach of contract.

Mr. Brown has been involved in numerous noteworthy healthcare and antitrust cases including *Kissing Camels Surgery Center, LLC, et al. v. Centura Health Corp., et al.*, No. 1:12-cv-03012-WJM-NYW (D. Col.), where Mr. Brown led the five-year litigation on behalf of four Colorado surgery centers involving antitrust claims against large hospital groups and insurers for working to exclude those surgery centers from the Colorado market. The *Kissing Camels* litigation ultimately resulted in successful settlements for each of four Colorado ambulatory surgery centers. Mr. Brown helped lead the litigation efforts in *Parsons v. Brighthouse Networks* where Whatley Kallas represented a nationwide class in an antitrust action against a cable company for tying. Whatley Kallas helped reached a settlement in that case valued at approximately \$91

million dollars in monetary relief and \$72 million dollars in injunctive relief. Mr. Brown was part of the trial team in the *In re Cox Enterprises Inc. Set-Top Cable Television Box Antitrust Litigation*, No. 5:12-mj-02048 (MDL 2048) (W.D. Okla.) case which tried the case through to a Plaintiffs' verdict, though it was subsequently overturned.

Mr. Brown has been a member of the Alabama Bar since 2004 and is admitted to practice before the United States Court of Appeals for the Eleventh Circuit, as well as the U.S. District Courts for the Northern, Middle and Southern Districts of Alabama, and the U.S. District Court for the District of Colorado. He obtained his B.A. in Economics and Political Science from Vanderbilt University and received his J.D., *magna cum laude*, in 2004 from the Georgetown University Law Center, where he was Order of the Coif. Following law school, he served as law clerk to Hon. William M. Acker, Jr., U.S. District Court for the Northern District of Alabama from 2004 to 2005. He is a member of the Alabama State Bar, the American Bar Association (Healthcare and Antitrust Sections), and the Birmingham Bar Association. Mr. Brown has been named a Rising Star in Super Lawyers for Alabama (2010, 2012-2018) and for the Mid-South. Mr. Brown has served as the President of The Community Kitchens of Birmingham. He was born in Birmingham, Alabama.

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Henry C. Quillen

Mr. Quillen has extensive experience litigating matters involving healthcare and antitrust issues. He has briefed and argued dispositive motions in *In re Blue Cross Blue Shield Antitrust Litigation*, MDL No. 2406, and he was one of the primary attorneys representing the plaintiffs in *OMNI Healthcare, Inc. v. Health First, Inc.*, which resulted in a \$32 million settlement. He has also obtained a favorable ruling from the Arkansas Supreme Court on behalf of an air ambulance provider in *Air Evac EMS, Inc. v. USable Mutual Insurance Co.* The D.C. Circuit cited Mr. Quillen's amicus brief for the American Medical Association when affirming an injunction against the merger of Anthem and Cigna in *United States v. Anthem*. In 2016, Mr. Quillen was named a "Rising Star" by Law360 for his work in competition law, one of just seven attorneys to be honored in his field that year.

Before joining Whatley Kallas, Mr. Quillen was an associate in the litigation department of Sullivan & Cromwell LLP, where he focused on complex commercial litigation. He also served as a law clerk to the Honorable A. Raymond Randolph of the United States Court of Appeals for the District of Columbia Circuit, as well as the Honorable Jeffrey Howard of the United States Court of Appeals for the First Circuit.

Mr. Quillen graduated from Harvard College magna cum laude (A.B., Biochemical Sciences, 2000) and Yale Law School (J.D., 2007). He also received a Master in Public Administration from Kennedy School of Government (2007). He is a member of the American Bar Association and admitted to practice in New York, New Hampshire, the District of Columbia, the United States District Courts for the District of Colorado, District of Columbia, and District of New Hampshire, the United States Courts of Appeals for the First, Eighth, Tenth, Eleventh, and District of Columbia Circuits, the United States Court of Appeals for Veterans Claims, and the United States Supreme Court.

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Catherine I. Hanson

Ms. Hanson has over 30 years of experience providing advice and counsel to physicians, medical associations and other health care related individuals and organizations. She has handled a broad array of health care and association matters, utilizing all advocacy strategies from informal discussion, to regulation, legislation and litigation. Most recently, Ms. Hanson has focused on managed care, including the impact of ACOs, new payment models and clinical integration, HIPAA, including the Privacy, Security and Transaction Rules, and evolving physician employment arrangements. Ms. Hanson is the author of numerous publications and a sought after speaker.

Ms. Hanson recently served as vice-president of the American Medical Association's state and private sector advocacy unit from July 2007 through January 2013. Under her leadership, AMA's private sector advocacy team developed the National Managed Care Contract and database, the only complete compilation and analysis of every managed care law and regulation in the country. Ms. Hanson also directed the creation of numerous other unique resources for physicians, including how-to manuals on new payment models, ACOs and physician integration strategies. She led the development of AMA's National Health Insurer Report Card (NHIRC), the first objective look at the claims processing activities of the nation's largest health insurers. Ms. Hanson's private sector advocacy team also achieved significant, nationwide physician profiling reforms and improvements in the HIPAA transaction standards necessary to enable payer transparency and physician practice automation.

Ms. Hanson's state advocacy successes included obtaining National Association of Insurance Commissioners (NAIC) support for AMA positions related to critical state ACA implementation/health insurance market reform issues, such as medical loss ratio, rate review, health insurance exchanges, and transparency of coverage facts for consumers, successes that were subsequently reflected in the federal ACA regulations. She led a successful effort that secured National Conference of Insurance Legislators (NCOIL) model bills regulating rental network PPOs and calling for transparency for out-of-network services instead of a ban on balance billing. Last but certainly not least, Ms. Hanson's team worked with medical associations throughout the country to achieve hundreds of legislative and regulatory victories to preserve medical liability reforms, ensure health insurer transparency, improve public health and safety, enact truth-in-advertising laws and protect the patient-physician relationship.

Prior to her AMA work, Ms. Hanson served as vice-president and general counsel for the California Medical Association from December 1986 through June 2007. Her many CMA accomplishments included an extremely successful advocacy campaign in the courts and before the California Attorney General that resulted in nearly 100 decisions upholding MICRA and otherwise protecting physicians from unfair professional liability exposure, protecting the physician-patient relationship, increasing access to care, reigning in managed care abuses, and ensuring fair peer review, among other issues. Ms. Hanson also led the development and

publication of the 4000+ page *California Physicians Legal Handbook*, a comprehensive health law treatise, which she published annually with her CMA Legal Center staff from 1990-2007. Prior to starting the CMA's in-house law department, Ms. Hanson was an attorney with the law firm of Hassard Bonnington in San Francisco.

Ms. Hanson is a past president of the California Society for Health Care Attorneys, a past president of the American Society of Medical Association Counsel, a member of the American Health Lawyers Association, and the American Bar Association Health Law Section.

Ms. Hanson is a Phi Beta Kappa graduate of the University of California, Berkeley. She obtained her J.D. degree from Boalt Hall School of Law at University of California, Berkeley. She is a California licensed attorney admitted to practice in the U.S. Supreme Court, the Ninth Circuit Court of Appeals, and the United States District Court for the Northern and Southern Districts of California. Ms. Hanson has an AV Martindale Hubbell rating. Ms. Hanson is Of Counsel to the Firm.

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Charlene P. Ford

Ms. Ford concentrates her practice in the areas of class actions, complex litigation, small business law and business litigation as well as appellate practice. She is a member of the Alabama Bar and is admitted to practice before the U.S. Supreme Court and the U.S. Court of Appeals for the 11th Circuit. She is a member of the Birmingham and American Bar Associations.

Ms. Ford is a graduate of the University of Montevallo (B.S., summa cum laude, 1982) and Cumberland School of Law of Samford University (J.D., summa cum laude, 1993) where she was a Member (1991-1993) and Comment Editor (1992-1993) of the Cumberland Law Review. Following law school, she served as law clerk to the Honorable Judge William M. Acker, Jr., U.S. District Court, Northern District of Alabama. Ms. Ford is the author of "Rule 11: Due Process Reconsidered," 22 Cumberland Law Review 729, 1991-1992. She was born in Limestone County, Alabama.

Reported Cases: *PacifiCare Health Systems, Inc. v. Book*, 538 U.S. 401, 123 S.Ct. 1531 (2003); *Klay v. Humana, Inc.*, 382 F.3d 1241 (11th Cir. 2004); *McFarlin v. Conseco Services, L.L.C.*, 381 F.3d 1251 (11th Cir. 2004); *In re Humana Inc. Managed Care Litigation*, 333 F.3d 1247 (11th Cir. 2003); *In re Humana Inc. Managed Care Litigation*, 285 F.3d 971 (11th Cir. 2002); *In re Managed Care Litigation*, 246 F.Supp.2d 1363 (Jud. Pan. Mult. Lit. 2003); *In re Managed Care Litigation*, 236 F.Supp.2d 1336 (S.D. Fla. 2002); *In re Managed Care Litigation*, 209 F.R.D. 678 (S.D. Fla. 2002); *In re Managed Care Litigation*, 135 F. Supp.2d 1235 (S.D. Fla. 2001); *Moore v. Liberty Nat. Ins.Co.*, 108 F.Supp.2d 1266 (N.D. Ala. 2000); *Avis Rent A Car Systems, Inc. v. Heilman*, 876 So.2d 1111 (Ala. 2003); *Yeager v. General Motors Acceptance Corp.*, 719 So.2d 210 (Ala. 1998); *Johnson v. Garlock*, 682 So.2d 25 (Ala. 1996). Ms. Ford is Of Counsel to the Firm.

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Alan Mansfield

Alan M. Mansfield has practiced primarily in the area of national health care, privacy, consumer and securities class action and public interest litigation since 1989. His clients have included such public interest organizations as the California Medical Association, the Independent Physical Therapists of California, Consumer Watchdog, and the Privacy Rights Clearinghouse.

Mr. Mansfield has been involved in numerous significant healthcare matters, including a class action against Anthem Blue Cross for improperly closing certain health plans which resulted in a settlement requiring defendant to limit plan rate increases and requiring any plan changes to be without medical underwriting for several years (*Feller v. Anthem Blue Cross*, Ventura County Superior Court Case No. 56-2010-00368587-CU-BT-VTA); and a class action representing a number of California pharmacists seeking to require Pharmacy Benefits Managers to provide data required under state law, obtaining a significant decision from the Ninth Circuit and the California Supreme Court interpreting the scope of the First Amendment as applied to California pharmacists' claims under California law (*Beeman v. Anthem Prescription*, 2011 U.S. App. LEXIS 14687 (9th Cir., July 19, 2011), *Beeman v. Anthem Prescription*, 58 Cal. 4th 529 (2013)). He also has been actively involved resolving numerous cases on behalf of patients with HIV/AIDS, including *Doe v. United Health Care*, No. 13-cv-00864 (C.D. Cal. filed 2013) (national class action settlement approved in July 2014 permitting consumers to opt out of mail order program); *Doe v. Cigna Health Care*, No. 15-cv-60894 (S.D. Fla. filed 2015) (national settlement implemented in December 2015 that removed HIV/AIDS specialty medications from the mandatory mail order tier); *Doe v. Blue Cross of California*, No. 37-2013-31442 (San Diego Super. Ct. filed 2013) (California-only settlement implemented in May 2013 cancelling mandatory mail order program); *Doe v. Anthem, Inc.* (national settlement implemented in June 2016 that also removed HIV/AIDS specialty medications from the mandatory mail-order requirement tier for all of Anthem's subsidiaries in the United States), and *DOE v. Aetna, Inc. and Coventry Health Plans* (nationwide settlement revising similar mandatory mail-order pharmacy programs). He was also one of the counsel who negotiated a settlement of claims by the IPTCA against a nationwide workers compensation claims processor, revising the procedures and review of submitting and adjudicating such claims. He is currently one of the primary counsel in an action against CVS Health for violating the privacy rights of thousands of recipients of HIV/AIDS medications in Ohio, as well as other significant health care matters.

As part of his commitment to public interest litigation, Mr. Mansfield was one of the lead counsel in *Garrett v. City of Escondido*, 465 F.Supp. 2d 1043 (S.D. Cal. 2006), in the U.S. District Court for the Southern District of California, which successfully challenged the legality of the City of Escondido's immigration landlord-tenant enforcement ordinance, resulting in one of the first decisions addressing the constitutionality of local ordinances or state laws addressing immigration issues. Based on that and other work in the community performed by both him and the previous firm for which he was the managing partner (Rosner & Mansfield LLP), he and his firm was awarded the 2007 Public Service by a Law Firm Award by the San Diego County Bar Association. He also assisted the ACLU in obtaining a significant First Amendment victory regarding the improper seizure by the U.S. Government of property belonging to members of the Mongols Motorcycle Club (*Rivera v. Melson*, No. 2:09-cv-02435 DOC (JCx)(C.D. Cal.)). He was also involved in the "Joe Camel" teen smoking case, a landmark decision that permitted false

advertising claims to proceed against a major tobacco company. *Mangini v. R.J. Reynolds Tobacco Co.*(1994) 7 Cal.4th 1057.

Highlights from other recent successful actions where he was appointed as one of the lead class counsel include a class action against American Honda for misrepresenting gas mileage on Honda Civic Hybrids, resulting in a settlement valued at over \$400 million (*Lockabey v. American Honda*, S.D. Sup. Ct. Case No. 37-2010-00087755-CU-BT-CTL); and an action involving the unauthorized billing of consumers for overdraft fees on checking and debit account, resulting in the creation of a \$35 million common fund and significant *cy pres* contributions to several non-profit organizations (*Closson v. Bank of America*, San Francisco Superior Court Case No. CGC 04436877). He also prevailed, after a two-week long class action arbitration in January 2009, on behalf of a class of senior citizens residing at a senior living community who were charged entrance fees in violation of California's landlord-tenant laws, obtaining significant relief for the benefit of the class members and contributions for Alzheimer's Disease research (*VanPelt v. SRG*).

Mr. Mansfield was also one of the lead counsel in a class action against Sprint Communications for charging customers improper telephone fees for data plan communication, resulting in a settlement that fully refunded the vast majority of such charges (*Taylor v. Sprint Communications*, Case No. C07-CV-2231-W (RJB)); a class action involving billing customers for previously promised airtime, resulting in a class action settlement that gave over 1 million customers the ability to claim full reimbursement for the uncredited airtime (*Nelson v. Virgin Mobile*, Case No. 05-CV-1594-AJB); a case challenging Sprint's failure to provide a cancellation window when it imposed certain additional fees against customers in July 2003, resulting in a class-wide settlement returning Early Termination Fees that had been charged to consumers, as well as improving certain disclosure practices (*UCAN v. Sprint Spectrum LP*, San Diego Superior Court Case No. GIC 814461); and *Maycumber v. PowerNet Global Telecommunications*, Case No. 06-cv-1773-H (RBB) (S.D. Cal.), which challenged the practice of charging a "Network Access Charge" as a tax when it was not, resulting in a significant refund of such charges. Mr. Mansfield also represented the public interest group UCAN in an action before the California Public Utilities Commission involving improper billing for Early Termination Fees, resulting in a refund of over \$18 million in fees to over 100,000 former Cingular Wireless customers (*In Re Cingular Wireless*, CPUC Case No. I.02-06-003), as well as an action challenging AT&T California's practice of terminating 911-only service to California residents in violation of the Public Utilities Code, resulting in a multi-million dollar fine and an order requiring significant practice changes (*UCAN v. SBC California*, CPUC Case No. C.05-11-011).

Mr. Mansfield is currently the Vice President of the Association of Business Trial Lawyers, San Diego Chapter (Secretary – 2017; Treasurer – 2018); member of Executive Committee (2008-present); Program Chair, 2017 ABTL Annual Seminar and 2018 ABTL Joint Board Retreat; Planning Committee member, 2016; Program Co-chair, 2009 ABTL Annual Seminar; Co-chair, mini-annual seminar, 2009, 2013 and 2015; Editor, ABTL Report (2004-2009). He also is a Master member of the Enright Inn of Court, and in that capacity have been team leader for committee each year responsible for making presentations to members of Inn. He is a member of the Anti-Trust Section of California Bar Association (now California Lawyers Association),

where he participated in committee that made presentation to State's Anti-trust and Unfair Competition Law section related to Proposition 64 (2005). Previously Mr. Mansfield was a Lawyer Representative to the Ninth Circuit Judicial Conference, Southern District of California (6/2008 to 6/2010), where he helped create and make presentations to the Southern District of California Judicial Conference, as well as attended the Ninth Circuit Judicial Conference in 2009. He is a member of the San Diego County Bar Association, the Federal Bar Association, San Diego Chapter, the Consumer Attorneys of San Diego, and the American Bar Association.

Mr. Mansfield has been a panelist or speaker on numerous issues, including the following: California Center for Judicial Education And Research (July 2001) – participant in panel discussion on mechanics of Bus. & Prof. Code Section 17200 (“UCL”) to state court judges in continuing legal education program for judges; The Rutter Group (2001) -- panel discussion on mechanics of UCL; Consumer Financial Services Litigation (PLI, April 2000 and 2001) – participant in panel discussion on choice of law issues arising in nationwide class certification and jurisdictional issues arising from being engaged in Internet activities; Judge Advocate General Naval Training Center (Nov. 2004) – lectured on procedure and substance of state consumer protection statutes at training session for JAG officers from around the Western U.S.; Mealey's Unfair Competition Law Annual Section 17200 Seminar (Nov. 2004) – participant in panel discussion on anticipated litigation issues under UCL; California State Bar Association, Antitrust and Unfair Competition Annual Seminar (May 2005) – participant in panel discussion on class certification issues arising under UCL in light of then recent amendments to Proposition 64; Southern District of California Judicial Conference (May 2008) – participant in panel discussion on identity theft issues and protections available to victims; Mealey's “Weathering Mass Tort and Class Action Settlement Negotiations” (Feb. 2008) – participated in tele-seminar re: ethical issues involved in class actions; Privacy Foundation, University of Denver School of Law (February 2004, 2005, 2007, 2009, 2011 and 2015) – lectured and participated in several panels where discussed federal privacy issues; University of San Diego School of Law (Spring 2008) – guest lecturer in class on Mediation and Arbitration on class action mediation and arbitration issues; Privacy Advocates Seminar (May 2009) – Moderator of panel on trends and limitations in privacy litigation and potential role of cy pres awards in resolving privacy matters; State Bar of California Unfair Competition Law Section “Navigating the Waters: Understanding the Intricacies of California's Unfair Competition Law” (June 2010) — panelist on recent developments under UCL.

Mr. Mansfield has also authored a treatise and articles on a variety of consumer law related issues. In 2003 Mr. Mansfield wrote the chapter and later the 2005 update on California's Consumers Legal Remedies Act, published by the California Bar Association in California Antitrust and Unfair Competition Law – Third, Ch. 19 at 150 (Matthew Bender & Co. 2003). He also assisted in the 2009 revision of the same chapter for the Antitrust and Unfair Competition Law Section, The State Bar of California, California State Antitrust and Unfair Competition Law Fourth, Ch. 19 (Cheryl Lee Johnson, ed., Matthew Bender & Co. 2009). Articles written by Mr. Mansfield include: The ABTL Annual Seminar Keynote Presentation “Watergate: The Ultimate Crisis Event”, ABTL Report San Diego (Winter 2017-18) at 6 (www.abtl.org/report/sd); Another Post-Conception Twist – California Supreme Court Rules Claims for Public Injunctive Relief May Not Be Subject to Arbitration, ABTL Report San Diego (Spring 2017) at 17 (www.abtl.org/sd); Would You Consider Making Scriptural References in a Closing Argument?

ABTL Report San Diego (Winter 2016) at 16 (www.abtl.org/report/sd); How Does Sanchez v. Valencia Holding Co. Change The Arbitration Equation In California? ABTL Report San Diego (Fall 2015) at 1 (co-authored with Michael Klitzke) (www.abtl.org/report/sd); Class Action Waivers After the Supreme Court Decision in AT&T v. Concepcion, ABTL Report San Diego (Summer 2011) at 4 (www.abtl.org/report/sd); republished in the San Diego Defense Bar Journal (Summer 2011); Kwikset Corp. v. Superior Court: Re-affirming the Vitality of Private Enforcement of the Unfair Competition Law, Competition, The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California, Vol. 20, No. 1 (Spring 2011)(co-authored with Hon. Pamela M. Parker); Supreme Court's Most Recent Prop. 64 Decision Provides Guidance On Standing, ABTL Report San Diego (Winter 2011) at 1 (www.abtl.org/report/sd); Dukes v. Walmart – the Ninth Circuit's Analysis of How "Merits" Evidence is to be Weighed In Deciding Class Certification, ABTL Report San Diego (Summer 2010) at 7 (www.abtl.org/report/sd); The Proper Scope of Expert Analysis In the Context of Class Certification, Program Materials for American Association for Justice Annual Seminar (July 2009) (co-authored with W. Tucker Brown); The Revised Standards for Publication of Appellate Decisions, ABTL Report San Diego (June 2008) at 4 (www.abtl.org/report/sd); Is Your Client Prepared to Comply With the Data Security Breach Notification Laws?, ABTL Report San Diego (Spring 2007) at 4 (www.abtl.org/report/sd); Behind The Red Cover: A Writ Petition Primer, ABTL Report San Diego (November 2005) at 1 (www.abtl.org/report/sd); Has The Class Certification Inquiry Changed Due To Proposition 64? Program Materials for California's Unfair Competition Law After Proposition 64, State Bar of California Antitrust and Unfair Competition Section Seminar (May 2005); Litigation Involving Websites and Personal Privacy on the Internet - A Balance Gone Askew, Consumer Attorneys of California, Forum Vol. 32, No. 8 at 22 (October 2002)(co-wrote with William Doyle); Hartwell: Are Courtroom Doors Open to Litigation Involving Regulated Industries? ABTL Report San Diego (August 2002) at 1 (www.abtl.org/report/sd); Litigation Arising from the Use of Websites, Consumer Financial Services Litigation at 57 (PLI, April 2001); Nationwide Class Actions in State Court: Starting with Shutts, Consumer Financial Services Litigation at 263 (PLI, April 2000); Kraus, Cortez and Future Battlegrounds In Representative Actions under the Unfair Competition Law, Consumer Attorneys of California, Forum, Vol. 30, No. 6 at 233 (July/August 2000) (co-authored with Mark Chavez); Private Enforcement of California's Unfair Business Practices Act, Program Materials for Consumer Attorneys of California Annual Seminar (November 1997); and Life After BMW v. Gore - Who Is Now the Trier of Fact?, Consumer Financial Services Litigation (Supplement) at 55 (PLI, April 1997).

Mr. Mansfield received his B.S. degree, *cum laude*, in Business Administration - Finance from California Polytechnic State University, San Luis Obispo in 1983 and his *Juris Doctorate* degree from the University of Denver School of Law in 1986. He is admitted to the Bar of the State of California, to the United States District Courts for all Districts of California, to the United States District Court for the Districts of Colorado and Michigan, to the Third, Fifth, Sixth, Ninth and Tenth Circuit Courts of Appeal, and to the Supreme Court of the United States of America. Mr. Mansfield is Of Counsel to the Firm.

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Deborah Winegard

Ms. Winegard focuses her practice on healthcare litigation, primarily representing physicians, ambulatory surgery centers, and other healthcare providers in disputes with third party payers and in antitrust litigation against health insurers and healthcare systems. Ms. Winegard also represents medical societies and organizations advocating for physician interests with payers and government.

Ms. Winegard speaks widely on healthcare and reimbursement issues affecting physicians. She has given presentations for the American Medical Association, the Ambulatory Surgery Center Association, the American Society of Medical Association Counsel, the Medical Group Managers Association, and several state and specialty medical associations. Ms. Winegard has published articles in several publications, including *Connecticut Medicine*, published by the Connecticut State Medical Society, and *Texas Medicine*, published by the Texas Medical Association. A webinar on RAC and other medical audits Ms. Winegard conducted for the Physicians Advocacy Institute is available on that organization's website.

Ms. Winegard's prior experience includes serving as the General Counsel and Director of Third Party Payer Advocacy for the Medical Association of Georgia, as General Counsel and Senior Vice President for the California Medical Association, as Law & Government Affairs Vice President for four states for AT&T, and as an Associate on King & Spalding's Healthcare Team.

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Ms. Winegard graduated *magna cum laude* with a B.A. in Politics from Wake Forest University in 1979, where she was elected to the Phi Beta Kappa honor society. She earned her J.D. with honors from George Washington University in 1982. She is admitted to practice in Georgia, as well as in the United States District Court for the Northern District of Georgia.

Ms. Winegard is based in Atlanta, where she serves as a member of the Board of Governors and Chair of the Audit Committee for LifeLink Foundation. She has previously held leadership positions for the Health Law Section of the State Bar of Georgia, the Georgia Association for Women Lawyers, and the National Kidney Foundation of Georgia, and has also served on the Boards of Directors for the Alliance Française d'Atlanta and the Boys & Girls Clubs of Metro Atlanta.

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Mr. Dorman graduated first in his class from the University of Florida Levin College of Law, receiving book awards in Antitrust: Healthcare; Appellate Advocacy; Constitutional Law; Consumer Law; Electronic Discovery, and Electronic Discovery: Search and Data Analysis. He served on the Florida Law Review as Managing Editor. While in law school, he also served as an extern to Hon. Gary R. Jones and to Hon. Maurice M. Paul, both of the U.S. District Court for the Northern District of Florida.

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