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8 **GREENSTONE LAW APC**

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14 *Class Counsel*

15 **UNITED STATES DISTRICT COURT**  
16 **NOTHERN DISTRICT OF CALIFORNIA**

17 MARY QUACKENBUSH, GHERI )  
18 SUELEN, ANNE PELLETTIERI, ) Case No. 3:20-cv-05599-WHA  
19 MARISSA FEENEY and CARYN )  
20 PRASSE, Individually and On Behalf of ) **DECLARATION OF MARK S.**  
All Others Similarly Situated, ) **GREENSTONE IN SUPPORT OF**  
21 Plaintiffs, ) **PLAINTIFFS' MOTION FOR**  
v. ) **ATTORNEYS' FEES, COSTS AND CLASS**  
22 ) **REPRESENTATIVE SERVICE AWARD**  
23 AMERICAN HONDA MOTOR )  
COMPANY, INC., a California ) Date: October 26, 2023  
24 corporation, and HONDA MOTOR ) Time: 8:00 a.m.  
COMPANY, LTD., a foreign corporation, ) Crtm: 12  
25 Defendants. ) Judge: The Honorable William Alsup  
)  
)

1 I, Mark S. Greenstone, hereby declare under penalty of perjury pursuant to 28 U.S.C. §  
2 1746 that the following is true and correct:

3 **I. BACKGROUND**

4 1. I am an attorney duly licensed to practice law before the Courts of the State of  
5 California and am a counsel of record in this matter. I am the founding partner of Greenstone  
6 Law APC (“Greenstone”), one of two court appointed class counsel of record for the Plaintiffs. I  
7 am submitting this Declaration in support of Plaintiffs’ Counsels’ motion for an award of  
8 attorneys’ fees, costs and class representative service award in connection with services  
9 rendered in this action. The following declaration is based upon my personal knowledge. If  
10 called as a witness, I could and would competently testify to the facts set forth herein.

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12 2. I have been the managing billing attorney on this case at all times since my firm  
13 began investigating the underlying facts in about February of 2020. I have reviewed all of the  
14 detailed billing records prepared by Greenstone in connection with this matter and have applied  
15 my billing judgment. The billing records prepared in connection with this case were generated  
16 from Greenstone’s timekeeping system and are maintained in the ordinary course of business.  
17 Timekeepers at Greenstone record their time contemporaneously. Time is recorded and billed in  
18 1/10 of an hour increments.

19  
20 3. My Co-Class Counsel Marc L. Godino has concurrently filed a declaration  
21 concerning the time and corresponding lodestar of Glancy Prongay & Murray LLP (“GPM”), the  
22 experience of GPM personnel, and GPM’s costs in this matter. In this declaration I detail that  
23 information for Greenstone.

24  
25 **II. SUMMARY OF GREENSTONE TIME**

26 4. Greenstone’s lodestar in this case is \$2,214,615.00. I have exercised billing  
27 judgment on fees in the following ways: 1) I have deleted entries for billers who billed less than  
28

1 20 hours total on this matter; 2) I deleted time I considered administrative. This was done by  
 2 reviewing the daily entries of each attorney and removing entries that described work that I  
 3 believe could have been performed by a paralegal or administrative staff member; 3) I deleted  
 4 entries directly related on their face to the California or dismissed claims. This was done by  
 5 performing a word search for any named plaintiff other than Marissa Feeny and removing those  
 6 time entries. Also, using various word searches (“warranty,” “California,” “CA,” “injunctive,”  
 7 “equitable”), I was able to find and delete entries that specifically referenced California,  
 8 equitable or warranty claims; 4) I also deleted all entries concerning Honda’s motion to strike  
 9 the Amended Complaint’s nationwide allegations since a nationwide class was not pursued; and  
 10 5) I have deleted 30% of the resulting fees specifically related to the motion to dismiss and  
 11 summary judgment time entries to account for my best estimate of time devoted indirectly to the  
 12 California claims that did not prevail. The following chart shows the total Lodestar incurred by  
 13 Greenstone<sup>1</sup>:  
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<b>Attorney (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	1,464.06	\$1,409,610.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	1,158.60	\$805,005.00
<b>Total</b>	<b>2,622.66</b>	<b>\$2,214,615.00</b>

23 **III. THE EXPERIENCE AND QUALIFICATIONS OF GREENSTONE**  
 24 **TIMEKEEPERS**

25 5. The experience and qualifications of each Greenstone timekeeper is summarized  
 26 below.

27 <sup>1</sup> See Paragraphs 25-34 for a detailed breakdown of the work performed in this litigation.  
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1           6.       I founded Greenstone in 2018. Prior to founding the firm, I was a partner with  
2 my Co-Class Counsel in this case, GPM. I graduated *Order of the Coif* from the UCLA School  
3 of Law in 1998 and spent the first eight years of my career specializing in complex business  
4 litigation at a renowned national defense firm, Sheppard Mullin Richter & Hampton. I have  
5 focused exclusively on class action litigation since 2012. Greenstone specializes in the  
6 prosecution of consumer and employment-related class actions, with a special focus on  
7 automobile defect class actions such as the present action.

9           7.       I have played a prominent role in successfully litigating automobile defect class  
10 actions, as well as other class actions. I was appointed co-lead class counsel in *Reniger, et al. v.*  
11 *Hyundai Motor America*, No. 4:14-cv-03612 (N.D. Cal.) in a settlement that established a  
12 reimbursement program and ten-year service campaign for approximately 77,000 owners and  
13 lessees of 2010-2012 Hyundai Santa Fe vehicles alleged to suffer from a stalling defect. I was  
14 also appointed class counsel in *Khona, et al., v. Suburu of America, Inc.*, Case No. 19-cv-09323  
15 RMB AMD (D.N.J.) in a settlement that provided an extended warranty and reimbursement  
16 program for class members involving allegedly defective windshields. I was also appointed co-  
17 lead class counsel *Gann, et al. v. Nissan North America, Inc.*, Case No. 3:18-cv-00966 (M.D.  
18 Tenn.), a settlement concerning approximately 1.4 million Nissan Altima vehicles with allegedly  
19 defective Continuously Variable Transmissions.

22           8.       I have delivered excellent results as class-counsel in other non-automotive  
23 consumer cases as well. For example, in *Story v. Mammoth Mountain Ski Area, LLC*, No. 2:14-  
24 cv-02422 (E.D. Cal.) I negotiated a \$3.75 million settlement on behalf of a class of 37,000  
25 individuals for an alleged violation of the Telephone Consumer Protection Act. In preliminarily  
26 approving the settlement the Court expressly recognized counsel's efforts, commenting: "To the  
27 parties' credit, you've worked incredibly hard in resolving this, and the Court appreciates your  
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1 effort...I found it interesting that there was at least two mediations, issues on both sides as to the  
2 merits or lack thereof of the case itself, and again to your credit with the help of mediators you  
3 came to a resolution...”

4           9.       I have been the lead counsel in this case since its inception. I have been involved  
5 in nearly every aspect of this case, from discovery to motion practice to pre-trial matters as well  
6 as being lead counsel at trial.

7  
8           10.       Ben Donahue is a Senior Attorney with Greenstone Law, representing plaintiffs in  
9 automotive defect and consumer class actions. Mr. Donahue graduated *Magna Cum Laude* from the  
10 University of Maine School of Law in 2013 where he served as the Executive Editor of the Maine  
11 Law Review. Prior to joining Greenstone Law, Mr. Donahue worked as a law clerk for Justice  
12 Andrew Mead of the Maine Supreme Judicial Court and as an associate at a plaintiff-side litigation  
13 boutique where he represented a wide variety of clients seeking redress for consumer fraud and  
14 wrongful injury. Some highlights include serving as class counsel in *Veilleux v. Electricity Maine,*  
15 *LLC*, No. 1:16-cv-00571 (D. Me.) (\$14 million RICO class action settlement involving retail  
16 electricity marketing on behalf of over 200,000 class members, finally approved October 10, 2020);  
17 successfully arguing for limits on the use of arbitration in attorney-client agreements, *Snow v.*  
18 *Bernstein, Shur, Sawyer & Nelson, P.A.*, 176 A.3d 729 (Me. 2017), *cert. denied*, 138 S. Ct. 2678  
19 (2018); and first chair jury trial experience. Since 2016, Best Lawyers Ones to Watch and Super  
20 Lawyers Rising Stars have repeatedly recognized Mr. Donahue for his work on behalf of plaintiffs in  
21 class action and mass tort litigation.

22  
23           11.       Based upon my knowledge and experience, the billing rates for myself and Mr.  
24 Donahue are commensurate with our years of experience and skills, and courts across the  
25 country have approved these rates.  
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1           12. Fee awards supported by my firm’s hourly rates and corresponding lodestar have  
2 been approved in automobile defect class action settlements that I have overseen. *See e.g., Gann*  
3 *v. Nissan No. Am., Inc.*, Case No. 3:18-cv-00966 (M.D. Tenn.) March 10, 2020 (Final Approval  
4 Order, Dkt. No. 130) (my submitted hourly rate was \$800 and \$600 for my staff attorney);  
5 *Stringer v. Nissan No. Am., Inc.*, Case No: 3:21-cv-00099 (M.D. Tenn), March 23, 2022 (Final  
6 Approval Order, Dkt. No. 126) (my submitted hourly rate was \$914 and \$756 for my staff  
7 attorney).  
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#### 9                                   **IV. BREAKDOWN OF LODESTAR BY TASKS**

10           13. To assist the Court in evaluating the reasonableness of the hours billed by Class  
11 Counsel, I had tables created that summarize the work performed by myself and Mr. Donahue  
12 and to associate that time with the major tasks of the litigation. I personally directed, oversaw  
13 and participated in this process. These tables are as follows:  
14

##### 15                                   **Legal and Factual Investigation and Analysis of Claims and Defenses**

16           14. Both prior to and after the filing of this action, Class Counsel thoroughly  
17 investigated the claims and defenses relating to the VTC Actuator defect as outlined in the  
18 operative complaint. Among other tasks, Class Counsel interviewed hundreds of putative Class  
19 Members and reviewed Class Member repair orders and other documentation; consulted with  
20 automotive technical expert advisers; researched materials and information provided by the  
21 National Highway Traffic Safety Administration (“NHTSA”) concerning consumer complaints  
22 about the VTC defect; reviewed Technical Service Bulletins discussing the VTC defect;  
23 researched Honda forums and other publicly available information sources for customer  
24 complaints. Class Counsel also researched related litigation against Honda as well as researched  
25 case law relevant to the causes of action alleged. The hours billed by Greenstone to undertake  
26 and complete this phase of the litigation are summarized in the chart below:  
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**Investigation & Analysis**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	27.80	\$27,800.00
<b>Total</b>	<b>27.80</b>	<b>\$27,800.00</b>

**Fact Discovery**

15. During the discovery phase of the action, Class Counsel: propounded document requests and special interrogatories on Honda; met and conferred with Honda regarding the same; moved to compel the production of documents in connection with the same; reviewed and indexed 32,837 documents equivalent to over two million pages of documents produced by Honda, plaintiffs and third parties; responded to document requests and interrogatories propounded by Honda; produced documents from Plaintiffs in connection with the same; served multiple third-party document subpoenas; negotiated a protective order; took the depositions of three Honda fact witnesses (Michale Gibson, David Newallis, Chris Sullivan); took the deposition of VTC supplier DENSO; defended Plaintiffs' depositions; defended the depositions of non-parties Jameson Jauken and Thomas Francis; negotiated a protocol for the physical inspection of Plaintiffs' vehicles; coordinated the physical inspection of Plaintiffs' vehicles, as well as the removal and storage of parts from those vehicles; met and conferred with Honda's counsel on many occasions concerning the above matters. The hours billed by Greenstone to undertake and complete this phase of the litigation are summarized in the chart below:

**Fact Discovery**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	248.10	\$248,100.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	18.20	\$13,650.00
<b>Total</b>	<b>266.30</b>	<b>\$261,750.00</b>

**Motion to Dismiss**

16. Class Counsel reviewed Honda's motion to dismiss and extensively researched the arguments made therein; drafted an opposition brief; reviewed Honda's reply brief; prepared for and attended the motion to dismiss hearing. The hours billed by Greenstone to undertake and complete this phase of the litigation are summarized in the chart below<sup>2</sup>:

**Motion to Dismiss**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	50.20	\$35,140.00
<b>Total</b>	<b>50.20</b>	<b>\$35,140.00</b>

**Motion for Class Certification**

17. The motion for class certification was a major undertaking. In connection with the class certification briefing, Class Counsel: performed extensive legal research, performed extensive review of Honda documents to pinpoint evidence that could be used to prove Plaintiffs' claims on a class-wide basis; consulted extensively with Class Counsel's technical experts; prepared an opening brief and supporting papers; closely analyzed Honda's opposition brief; prepared a reply brief and supporting papers; drafted opposition to Honda's motion to

<sup>2</sup> This chart reflects a 30% across the board reduction.



1 exclude Plaintiffs' technical expert Stapleford; prepared for and attended the class certification  
 2 hearing; analyzed Order on Class Certification; reviewed Honda's motion for leave to file  
 3 motion for reconsideration; drafted Plaintiffs' motion for leave to file motion for  
 4 reconsideration; reviewed Court's Order granting the motions for leave; drafted motion for  
 5 reconsideration; reviewed Honda's motion for reconsideration; drafted Reply in support of  
 6 reconsideration; reviewed Honda's Reply in support of reconsideration; reviewed Court's Order  
 7 regarding motions for reconsideration. The hours billed by Greenstone to undertake and  
 8 complete this phase of the litigation are summarized in the chart below:  
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#### Motion for Class Cert

Biller (Rate) (Position, Admission Year)	Hours	Lodestar
Mark Greenstone (\$1,000) (Partner, 1998)	192.20	\$192,200.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	7.10	\$5,325.00
<b>Total</b>	<b>199.30</b>	<b>\$197,525.00</b>

#### Motion for Summary Judgment

18 18. In connection with opposing summary judgment, Class Counsel: reviewed  
 19 Honda's motion for summary judgment and accompanying declarations and exhibits; performed  
 20 extensive legal research relating thereto, reviewed relevant discovery and consulted with their  
 21 experts in preparation for drafting an opposition brief; drafted the opposition brief; reviewed  
 22 Honda's reply brief; prepared for and attended the summary judgment hearing; review the  
 23 summary judgment Order; drafted a motion for leave to file motion for reconsideration of  
 24

1 summary judgment Order. The hours billed by Greenstone to undertake and complete this phase  
 2 of the litigation are summarized in the chart below<sup>3</sup>:

**Motion for Summary Judgment**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	131.30	\$91,910.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	284.20	\$149,205.00
<b>Total</b>	<b>415.50</b>	<b>\$241,115.00</b>

**Experts and Expert Discovery**

11 19. This was an expert-intensive case. Expert work included: retention of four  
 12 separate experts, Plaintiffs' automobile technical expert Michael Stapleford, metallurgist Bruce  
 13 Agle, warranty data analyst Lee Bowron and damage Expert Steven Boyles; extensive  
 14 consultation with each expert; review and organization of thousands of pages of warranty and  
 15 non-warranty repair data produced by the Defendants for expert analysis; identification of  
 16 additional materials to request necessary for expert analysis; coordination of the inspection of  
 17 Plaintiffs' vehicles and microscopic analysis of the parts removed therefrom; review of  
 18 numerous reports in connection with class certification and trial (Plaintiffs' opening and rebuttal  
 19 reports, Honda's expert reports, and so forth); review of voluminous expert productions  
 20 including hundreds of images; preparation for Plaintiffs' expert's for deposition; the taking of  
 21 Defendants' expert's depositions (automotive technical expert Jason Arst, metallurgist Dr.  
 22 Richard Baron, warranty data analyst Dr. Paul Taylor and damages expert Bruce Strombom).  
 23 Several experts (Mr. Arst, Mr. Stapleford and Mr. Agle) were deposed multiple times. The  
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27 <sup>3</sup> This chart reflects a 30% across the board reduction.  
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1 hours billed by Greenstone to undertake and complete this phase of the litigation are  
 2 summarized in the chart below:

**Experts & Expert Discovery**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	184.90	\$184,900.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	124.30	\$93,225.00
<b>Total</b>	<b>309.20</b>	<b>\$278,125.00</b>

**Class Notice**

11           20.     Class Counsel developed a notice program that would accurately identify class  
 12 members while at the same time protecting their privacy; engaged notice administrator  
 13 Postlethwaite & Netterville and were ultimately able to obtain Customer Paid Repair Order  
 14 (“CPRO”) data from Honda—which it failed to produce during discovery—that allowed the  
 15 Parties to adequately identify the Illinois Repair Class; drafted the motion approving the notice  
 16 program; made modifications to the notice program pursuant to the Court’s directive; reviewed  
 17 the Court’s order finally approving the notice program; coordinated with the claims  
 18 administrator to implement the notice program; and responded to class member phone calls and  
 19 emails. The hours billed by Greenstone to undertake and complete this phase of the litigation are  
 20 summarized in the chart below:  
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**Class Notice**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	83.40	\$83,400.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	104.00	\$78,000.00
<b>Total</b>	<b>187.40</b>	<b>\$161,400.00</b>

**Settlement**

21. Class Counsel prepared for and attended four Settlement Conferences with Magistrate Judge Spero on March 1, 2022; May 31, 2022; April 13, 2023; and June 8, 2023; prepared a position statement in advance of each conference; engaged in numerous discussions with defense counsel and Judge Spero. The hours billed by Greenstone to undertake and complete this phase of the litigation are summarized in the chart below:

**Settlement**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	32.66	\$32,660.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	0.30	\$225.00
<b>Total</b>	<b>32.96</b>	<b>\$32,885.00</b>

**Trial and Trial Preparation**

22. Class Counsel's trial preparation schedule was intense, and included: briefing motions in limine; drafting the pre-trial order; preparing jury instructions and briefing disputed jury instruction issues; preparing a special verdict form; creating exhibit and witness lists; designating deposition testimony and trial exhibits; creating demonstratives to be used at trial; preparing witnesses for trial and preparing for examination of Honda's trial witnesses; preparing

1 other pre-trial filings, and negotiating and litigating objections to the trial exhibits; attending the  
 2 pre-trial conference; participating in jury selection; participating in a four day jury trial;  
 3 researching and arguing evidentiary issues; preparing revised proposed jury instructions and  
 4 responding to the Court's requests for argument on jury instruction and verdict form issues;  
 5 entering into stipulations regarding damages, dismissal of duplicative claims and the number of  
 6 class members. The hours billed by Greenstone to undertake and complete this phase of the  
 7 litigation are summarized in the chart below:  
 8

9 **Trial & Trial Preparation**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	461.40	\$461,400.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	548.10	\$411,075.00
<b>Total</b>	<b>1,009.50</b>	<b>\$872,475.00</b>

15  
 16 **Motions – Post Trial**

17 23. Significant motion work continued post-trial in the wake of Honda's motion to  
 18 decertify and motion for judgment pursuant to Rule 50. Work relating to these motions  
 19 includes: reviewing Honda's motion to decertify the Class and Rule 50 Motion; performing legal  
 20 research and drafting oppositions to both motions; reviewing Honda's reply briefs in support of  
 21 both motions. The hours billed by Greenstone to undertake and complete this phase of the  
 22 litigation are summarized in the chart below:  
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**Motions – Post Trial**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	12.60	\$12,600.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	61.60	\$46,200.00
<b>Total</b>	<b>74.20</b>	<b>\$58,800.00</b>

**Pleadings and Miscellaneous Court Filings**

24. This category includes drafting and filing of: the initial and amended complaint; multiple stipulations relating to briefing, pre-trial scheduling; joint status reports; Rule 26(f) Report; notices of appearances; ADR certifications; ordering transcripts; proofs of service; pro hoc vice applications; and motions to seal and other ministerial filings. In addition, this category includes review of the Court's standing orders and Honda's Answer to the operative complaint. The hours billed by Greenstone to undertake and complete this phase of the litigation are summarized in the chart below:

**Pleadings & Miscellaneous Court Filings  
(Complaints, Stipulations, Status Reports, etc.)**

<b>Biller (Rate) (Position, Admission Year)</b>	<b>Hours</b>	<b>Lodestar</b>
Mark Greenstone (\$1,000) (Partner, 1998)	39.50	\$39,500.00
Benjamin Donahue (\$750) (Senior Counsel, 2013)	10.80	\$8,100.00
<b>Total</b>	<b>50.30</b>	<b>\$47,600.00</b>

**V. GREENSTONE'S EXPENSES**

25. Greenstone incurred \$24,985.32 in costs prosecuting this action, including the following:

<b>CATEGORY OF EXPENSE</b>	<b>AMOUNT PAID</b>
ONLINE RESEARCH	3,219.09
PHOTOIMAGING	1,047.79
TRAVEL AIRLINE	6,146.75
TRAVEL AUTO	2,180.58
TRAVEL HOTEL	2,765.17
TRAVEL MEALS	1,790.63
TRANSCRIPTS	7,835.31
<b>GRAND TOTAL</b>	<b>24,985.32</b>

26. Most of the items listed in the chart above are self-explanatory. Travel included travel and lodging costs incurred by Greenstone timekeepers to attend court hearings, depositions and trial. Computer research is the cost of performing on-line legal research for motion practice and for trial.

27. The expenses incurred in connection with this case are reflected on Greenstone's books and records that are maintained in the ordinary course of business. These books and records are prepared from expense vouchers and check records and are an accurate record of expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 19th day of September, 2023, at Los Angeles, California.

*s/ Mark S. Greenstone*  
Mark S. Greenstone

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**PROOF OF SERVICE BY ELECTRONIC POSTING**

I, the undersigned say:

I am not a party to the above case, and am over eighteen years old. On September 19, 2023, I served true and correct copies of the foregoing document, by posting the document electronically to the ECF website of the United States District Court for the Northern District of California, for receipt electronically by the parties listed on the Court’s Service List.

I affirm under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 19, 2023, at Los Angeles, California.

s/ Mark S. Greenstone  
Mark S. Greenstone