

Exhibit C

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

DANIEL FINERMAN and DONNA
DEVINO, individually and on behalf of
all others similarly situated,

Plaintiffs,

Case No.: 3:14-cv-1154-J-32MCR

vs.

MARRIOTT OWNERSHIP RESORTS, INC.,
a foreign corporation, and INTERNATIONAL
CRUISE & EXCURSION GALLERY, INC., a
foreign corporation,

Defendants.

**DECLARATION OF JOHN YANCHUNIS IN SUPPORT OF PLAINTIFFS' MOTION
FOR APPROVAL OF ATTORNEYS' FEES, COSTS AND EXPENSES, AND FOR
APPROVAL OF SERVICE AWARDS TO CLASS REPRESENTATIVES**

I, John A. Yanchunis, pursuant to 28 U.S.C. §1746, declare as follows:

1. I am an attorney duly admitted to practice law in the state of Florida and I am admitted to practice before this Court. I began my career as a trial lawyer in 1982 after the completion of a two year clerkship with the Honorable Carl O. Bue, Jr., United States District Judge, Southern District of Texas. Over my 37 years as a lawyer, I have had a diverse trial practice which I highlighted in my previous declaration submitted in support of Plaintiffs' Motion for Final Approval. For the last 19 years, however, I have focused my practice in the area of class action litigation.

2. This declaration is being submitted to support the motion for attorneys' fees, costs and expenses of my law firm, as well as the service awards sought for each class representative. The declaration does not cover, of course, the additional labor which will be required to prepare

for and attend the fairness hearing, work required post settlement, including the time to respond to calls and inquiries from Class members which continue to date, and any additional services which might be required after this date with regards to the administration of the settlement, including if necessary, the defense of the Court's Final Judgment on appeal if any is taken.

3. In June 2014, my firm was contacted by Plaintiff Daniel Finerman regarding the circumstances surrounding the booking of a cruise using his points from his ownership of a timeshare concept with a Marriott entity. After investigating the facts and possible claims which could be brought in the complaint, I filed this case on Mr. Finerman's and the putative class's behalf.

4. In January 2015, my firm was contacted by Plaintiff Donna Devino, and after my investigation into the circumstances surrounding the cruises which she booked both before and after this suit was commenced, Ms. Devino was added as a plaintiff. The timing of the booking is relevant to the terms used to deceptively describe part of the cruise fare which was supposed to be paid entirely by points. Before the suit was filed the term used by Defendants to hide a portion of the cruise fare that would be paid with cash from class members' pocket was "port charges", and after the suit was filed the term used became "cruise line pass through fees."

5. Throughout my involvement in the litigation, my firm has maintained contact with both Plaintiffs regarding the prosecution of this case. I have discussed with them all facets of the litigation, the issues involved in the litigation and the overall strategy. They both participated and responded to the discovery served on them, and both were deposed by Defendants. Mr. Finerman was deposed twice, the second time after the Court permitted the complaint to be amended. I also consulted with Plaintiffs in advance of (and during) our mediations and discussed the settlement proposal to resolve this case, which they approved.

Plaintiffs have been at the helm of this litigation at all times. They were, and continue to be, focused on the advancement of the interests and claims of the Class over their own interests, and have always been concerned about obtaining a result that was best for the Class. The time and efforts each spent well supports the service award of \$10,000 each which we seek for them.

6. In addition to my investigation outside of formal discovery, the discovery undertaken in this case was significant. ICE produced approximately 11,214 pages of documents, and MORI produced approximately 12,905 pages of documents for a total of 24,119 pages. Plaintiffs propounded 24 interrogatories and 24 requests for admission to MORI and 16 interrogatories and 9 requests for admission to ICE (including two requests related to authenticity and admissibility of approximately 414 exhibits direct to each defendant). The requests relating to authenticity and admissibility were served after the parties' counsel were unable to reach an agreement. Little if anything in this case, perhaps exemplified by having to prepare these requests, was easy, and to say that the case was hard fought, might not aptly describe the litigation.

7. Deposition discovery in this matter was also quite extensive. The Court will recall that we sought leave and were permitted to exceed 10 depositions in the case. On October 10, 2014 and December 21, 2015, I took the depositions of ICE's corporate representative in Phoenix, Arizona. On January 27, 2016, I took the corporate representative deposition of MORI in Orlando, Florida. On March 31, 2016, two of my co-counsel in this matter and fellow colleagues at Morgan & Morgan—Marcio Valladares and Patrick Barthle—took the corporate representative deposition of Carnival Cruise Lines in Miami, Florida. From April through August 2017, I, along with co-counsel, took numerous depositions throughout the country, as specifically identified below:

- a) ICE employee Kari Stokes, on April 19, 2017, in Salt Lake City, Utah; taken by John Yanchunis and Joel Rhine;
- b) ICE employee Aaron Driscoll, on April 20, 2017, in Phoenix Arizona; taken by Joel Rhine and Patrick Barthle;
- c) Former ICE employee Scott Bahr, on April 22, 2017, in Las Vegas, Nevada; taken by John Yanchunis and Patrick Barthle;
- d) MORI employee Steven Jones, on May 9, 2017, in Orlando, Florida; taken by Joel Rhine and Patrick Barthle;
- e) MORI employee Tonya Helms, on May 10, 2017, in Orlando, Florida; taken by John Yanchunis, Patrick Barthle, and Joel Rhine;
- f) ICE's CEO John Rowley, on May 15, 2017, in Phoenix Arizona; taken by John Yanchunis and Patrick Barthle;
- g) ICE's General Counsel Christine Aguilera, on May 16, 2017, in Phoenix Arizona; taken by Joel Rhine, Dara Damery, and Patrick Barthle (telephonic appearance);
- h) ICE employee Thomas Hicks, on May 17, 2017, in Phoenix Arizona; taken by Joel Rhine, Dara Damery, and Patrick Barthle (telephonic appearance);
- i) ICE employee Ross Crowder, on June 8, 2017, in Phoenix Arizona; taken by Joel Rhine and Patrick Barthle;
- j) MORI outside counsel Sandy Bohrer, on June 12, 2017, in Miami, Florida; taken by F. Catfish Abbott and Brittany Ford;
- k) Norwegian Cruise Line corporate representative Carlos Ramirez, on June 15, 2017, in Miami Florida; taken by Joel Rhine and Patrick Barthle;

l) Former ICE employee Krista Von Bokel, on August 1, 2017, in Phoenix Arizona; taken by Joel Rhine and Patrick Barthle (telephonic appearance).

8. As I stated earlier, class representative Danial Finerman was deposed twice—on May 18, 2016 and May 11, 2017, both times in Orlando Florida—and class representative Donna Devino was deposed on May 22, 2017 in New Jersey. I defended Mr. Finerman and Steve Teppler defended Ms. Devino.

9. Expert discovery was similarly robust. Plaintiffs retained and disclosed reports for four experts—Paul Ruden, Jack Anderson, Dr. Elizabeth Yost, as well as rebuttal expert Dr. Elizabeth Stringham. Specifically, Plaintiffs disclosed initial expert reports for Mr. Ruden and Mr. Anderson on February 22, 2017. Plaintiffs disclosed Dr. Yost’s report on July 24, 2017. Plaintiffs disclosed supplemental reports for Mr. Ruden and Mr. Anderson on August 15, 2017, as well as the report of rebuttal expert Dr. Stringham on August 15, 2017. I defended the deposition of Plaintiffs’ Travel Agent expert, Paul Ruden, on August 23, 2017, in Washington, D.C. My co-counsel Joel Rhine defended the deposition of Plaintiffs’ cruise line expert Jack Anderson on August 29, 2017, in Miami, Florida. At the time resolution was reached, the depositions of Defendants’ expert Dr. Itamar Simonson and Plaintiffs’ damages expert Dr. Yost had been set for September 7 and 12, respectively.

10. During the course of discovery Plaintiffs learned that approximately 30,000 cruise bookings had been made through the Exchange Program during the class period, amounting to approximately \$12 million in cash NCF payments by Program Members, under the guise of “port fees,” “port charges,” or “cruise line pass through fees.”

11. Motion practice was also fairly frequent and challenging, and included the following motions, and of course, responses where opposed:

- Doc. 5: Motion for Class Action Certification by Daniel Finerman;
- Doc. 14: Motion to Dismiss by Marriott Vacations Worldwide Corporation.
- Doc. 28: Motion to Dismiss by International Cruise Excursion Gallery, Inc.
- Doc. 52: Stipulation *and Joint Motion For Entry of Protective Order*
- Doc. 57: Joint Motion for leave to file Amended Complaint *and to Substitute Real Party in Interest*
- Doc. 62: Joint Motion for protective order *Stipulation and Joint Motion for Entry of Protective Order*
- Doc. 72: Motion for leave to file Second Amended Complaint by Donna Devino
- Doc. 73: Motion for Partial Summary Judgment or, in the Alternative, to Disqualify Class Representative Daniel Finerman, and Motion to Dismiss Unjust Enrichment Claim of Plaintiff Donna Devino
- Doc. 77: Motion to Stay Motion for Partial Summary Judgment
- Doc. 97: Motion to Defer Consideration of Defendants' Summary Judgment Motion
- Doc. 98: Defendants' Motion for Leave to File a Reply to Plaintiffs' Response to Defendants' Joint Motion for Partial Summary Judgment or, In the Alternative, to Disqualify Class Representation of Daniel Finerman
- Doc. 102: Motion to Stay Unexpired Deadlines Pending Disposition of Plaintiffs' Motion For Leave to Amend and of Defendants' Motion For Partial Summary Judgment
- Doc. 112: Motion to Compel Answers to Plaintiffs' Request for Admissions
- Doc. 113: Motion to Compel Document Discovery
- Doc. 119: Motion for Leave to Take Additional Depositions
- Doc. 127: Motion to Dismiss Count III of the Second Amended Complaint
- Doc. 145: Plaintiffs' Motion for Summary Judgment
- Doc. 147: Motion to Stay Deadline for Response to Plaintiffs' Motion for Summary Judgment by Marriott Ownership Resorts, Inc.
- Doc. 157: Motion to Strike Plaintiffs' Jury Demand
- Doc. 158: Motion to Compel MORI to present Scott Bahr at a supplemental or "follow-up" deposition
- Doc. 159: Motion to Dismiss Counts I, II, and IV of Second Amended Class Action Complaint
- Doc. 173: Motion for leave to file Third Amended Class Action Complaint by All Plaintiffs.
- Doc. 175: Motion to Compel Testimony and for Waiver of Attorney-Client Privilege
- Doc. 190: Motion to Strike Notice of Filing Supplemental Authority Related to ICE's Motion for Partial Summary Judgment or to Deny Class Certification

12. I want to ensure that the Court understands that early on I sought an open dialogue with opposing counsel about the merits of the case. As a lawyer whose practice is contingent based and understanding that sometimes a case is not as good as the day it arrives in

the office, I wanted to see if I was missing something regarding the merits, or lack thereof, about the case. My conversations were unproductive and provided no insight to the facts which we learned in discovery. The discovery which we undertook here, as well as the motion practice (and of course the work spent to respond to any motions filed by Defendants) was necessary to litigate the case and achieve the results for the class contained in the settlement before the Court.

13. The litigation also presented some interesting challenges. During the case and without explanation, one of the defendants changed its counsel on three occasions without explanation, bringing in King & Spaulding as its last counsel. Each of these firms have superior reputations and the lawyers from each firm who appeared in the case displayed exceptionally high degrees of skills. MORI was also well represented by one of the largest law firms in the country, and the lead lawyer from Greenberg Traurig, Phillip Sellinger at one time in the case held the title of co-chairman of the firm's global litigation department. While appearing only briefly, Greg Kehoe, one of the finest lawyers in the country who led the investigation into Saddam Hussein after the invasion of Iraq by the United States, was also involved. Mr. Kehoe was once my law partner and I consider him a good friend, but nevertheless a formidable adversary as is true for all of the lawyers who appeared for both Defendants.

14. During the case, as is required in this District, the parties selected a mediator, first Rodney Max, and then Judge Stettin. The mediations in this matter were also hard-fought and at times extremely contentious. The first mediation occurred on August 9, 2016, with mediator Rodney Max. On behalf of Plaintiffs, that mediation was attended by myself, as well as co-counsel Steven Tepler and Patrick Barthle, along with Plaintiff Daniel Finerman. A second mediation session occurred on August 16, 2016, also with mediator Rodney Max, and was attended by Joel Rhine and Marcio Valladares for Plaintiffs. These mediations were

unproductive. A third, and final, mediation session was held on September 1, 2017, this time with mediator Judge Herbert Stettin. Both Plaintiffs were available by phone throughout the mediation. I attended that session along with Joel Rhine and Patrick Barthle.

15. The parties negotiated attorneys' fees, costs and expenses, and service awards, only after reaching agreement on all of the material terms of the Settlement.

16. After the mediation, the parties continued to communicate with one another regarding the work needed to turn the agreement into the Settlement Agreement and Release and to draft and agree upon all the documents necessary to implement the Settlement, such as the class notice, and the creation of the form of notice to be sent to Class Members.

17. During the case I brought in Steve Tepler to handle ESI related issues and document discovery, and I brought in Joel Rhine to assist with discovery and the experts. I managed the lawyers who worked on the case to ensure efficiency and to reduce unnecessary duplication. Their efforts are detailed in their respective declarations.

18. In addition to supervising them and assigning tasks to them and the lawyers and other professionals in their firms, I also oversaw and supervised my own firm's lawyers and professional staff in connection with the prosecution of the litigation and the development of this case for class certification and trial. As our firm and the other two firms undertook this case on a contingent basis, unnecessary and duplicative work would not bring any benefit to us as we were not paid by the hour and in a contingent practice, success is never guaranteed. My management of the cases and these factors ensured efficiency.

19. The chart below reflects the professional services performed by lawyers and the staff of my firm, and the information contained in this chart was taken from time records maintained in our firm's computer system in a program named Bill4Time. In addition to being

able to access the program from desktop computers in the offices of each lawyer, each lawyer maintains the same program on their cell phones which allows for time to be inputted when any of us is out of the office, thereby ensuring that each lawyer has the ability to maintain time contemporaneously.

Name	Hourly Rate	Hours Billed	Total
MORGAN & MORGAN COMPLEX LITIGATION GROUP			
John Yanchunis, Attorney admitted 1980	\$950	1112.98	\$1,057,141.00
Patrick Barthle, Attorney admitted 2012	\$450	1120.10	\$504,045.00
Marcio Valladares, Attorney admitted 1993	\$864	349.8	\$302,227.20
David Reign, Investigator (retired FBI agent)	\$300	8.5	\$2,550.00
Ryan McGee, Attorney Admitted 2009	\$636	3.5	\$2,226.00
Emily Lockwood, Paralegal (8 years of experience)	\$196	3.6	\$705.60
Lee Walters, Investigator (retired FBI agent)	\$300	2.2	\$660.00
Jennifer Cabezas, Paralegal (10 years of experience)	\$196	1.1	\$215.60
Lorraine Carreiro, Paralegal (18 years of experience)	\$196	.3	\$58.80
Total		2601.88	\$1,869,829.20

20. As the Court will see from the chart, my hourly rate is \$950 an hour. My hourly rate has increased over time based on my experience and my accomplishments in my practice. The rate of \$950 per hour which I charge for my time is commensurate with hourly rates charged by my contemporaries around the country. Moreover, as I have been retained as an expert on attorneys' fees in other class cases and as part of my legal education, I routinely survey hourly rates charged by lawyers around the country in published surveys, and review continuously as part of my continuing education opinions rendered by courts on attorneys' fee requests. Again, based upon my research, my rate is within the range of lawyers with my

level of experience.

21. I assert that the attorneys' fees of \$4,000,000 sought in the motion for attorneys' fees is reasonable and seeks fair and reasonable compensation for undertaking this case on a contingency basis, and for obtaining the very substantial relief for Plaintiffs and the class.

22. Set forth below is a breakdown of the costs and expenses incurred by my firm.

Description	Subtotals	Totals Per Category
Printing and Copying		\$28,159.53
Color Copies and Printing	\$1,566.00	
Black and White Copies and Printing	\$4,641.25	
Tampa Legal Copies	\$21,952.28	
Court Fees		\$835.03
Filing and Summons Fees	\$835.03	
Professional Services		\$196,984.63
Service of Process and Investigation	\$2,350.00	
CourtCall, LLC	\$132.00	
PACER Service Center	\$407.40	
National Consumer Law Center	\$150.00	
Richard Lee Reporting – Transcription of telephonic conversations	\$1,083.00	
Richard Lee Reporting – Audio transcriptions of telephone recordings	\$837.50	
Veritext – May 11, 2017 Deposition of Daniel Finerman	\$521.50	
Discovery Litigation – August 1, 2017 Deposition of Krista Von Bokel	\$2,805.17	
Veritext – August 23, 2017 Deposition of Paul M. Ruden	\$657.45	
Veritext – August 23, 2017 Deposition Transcript of Paul M. Ruden	\$1,443.00	
Veritext – August 29, 2017 Deposition of Jack Anderson	\$1,019.59	
Veritext – May 11, 2017 Deposition Transcript of Daniel Finerman	\$747.13	
Esquire Deposition – May 18, 2016 Deposition of Daniel Finerman	\$640.20	
Discovery Litigation – December 21, 2015 Deposition of Lisa Oto	\$1,027.86	
Discovery Litigation – January 27, 2016 Deposition	\$956.36	

of Tanya Helms	
Discovery Litigation – March 31, 2016 Deposition of Delia M. Valcarcel	\$2,166.26
Discovery Litigation – April 20, 2017 Deposition of Aaron Driscoll	\$2,964.47
Discovery Litigation – April 19, 2017 Deposition of Kari Stokes	\$3,157.44
Discovery Litigation – April 22, 2017 Deposition of Scott Bahr	\$6,020.02
Discovery Litigation – May 9, 2017 Deposition of Steve Jones	\$3,833.95
Discovery Litigation- May 10, 2017 Deposition of Tanya Helms	\$2,824.03
Discovery Litigation – May 15, 2017 Deposition of John Rowley	\$2,825.34
Discovery Litigation – May 16, 2017 Deposition of Christian Aguilera	\$4,117.31
Discovery Litigation – May 17, 2017 Deposition of Thomas Hicks	\$4,675.66
Discovery Litigation – June 8, 2017 Deposition of Ross Crowder	\$4,519.05
Discovery Litigation – June 15, 2017 Deposition of Carlos Tomas Ramirez	\$2,180.74
Discovery Litigation – Video of May 9, 2017 Deposition of Steve Jones	\$100.00
Discovery Litigation – Video of May 10, 2017 Deposition of Tanya Helms	\$50.00
Discovery Litigation – Video of May 15, 2017 Deposition of John Rowley	\$50.00
Discovery Litigation – Video of May 16, 2017 Deposition of Christian Aguilera	\$100.00
Discovery Litigation – Video of May 17, 2017 Deposition of Thomas Hicks	\$144.53
Discovery Litigation – Video of June 8, 2017 Deposition of Ross Crowder	\$150.00
Discovery Litigation – Video of June 15, 2017 Deposition of Carlos Tomas Ramirez	\$50.00
Discovery Litigation – Audio File Transcription of Donna Devino	\$1,325.86
Discovery Litigation – April 22, 2017 Deposition Transcript of Scott Bahr	\$1,864.86
Discovery Litigation – October 10, 2014 Deposition of Lisa Oto	\$356.47
Discovery Litigation – December 21, 2015 Deposition of Lisa Loto	\$1,027.60

Best Evidence, Inc. – Graphic Aids	\$6,650.00	
Department of Legal Affairs	\$1,515.00	
Expert fees, Craig S. Galbraith, MBA, MSc., Ph.D.	\$800.00	
Expert fees, Elizabeth A. Yost	\$4,406.25	
Expert fees, Elizabeth Stringham	\$3,000.00	
Expert fees, Global Hospitality	\$9,975.00	
Mediation fee for Herbert Stettin, PA	\$3,368.75	
Expert, Optimum Hospitality Advisors, LLC	\$41,554.50	
Expert, Paul M. Ruden	\$37,243.86	
Court reporter, Shannon Bishop	\$388.00	
Expert, Sylint Group, Inc.	\$21,820.99	
Mediation with Upchurch Watson White & Max	\$6,980.53	
Telephone and Faxing		\$310.75
Long Distance Telephone Calls	\$310.75	
Shipping and Postage		\$1,908.93
FedEx	\$1,844.57	
Courier	\$44.95	
Postage	\$19.41	
Travel and Meal Expenses		\$23,803.86
Travel by John Yanchunis to attend hearings, mediations, depositions, and meetings.	\$12,412.32	
Travel by Patrick A. Barthle to attend hearings, mediations, depositions, and meetings.	\$9,012.05	
Travel by Marcio Valladares to attend hearings, mediations, depositions, and meetings.	\$1,642.25	
Travel by Daniel Finerman to attend depositions	\$298.31	
Total		\$252,002.73

23. Based on my arrangement with my co-counsel, my law firm bore a significant portion of the costs and expenses. As the amount of the costs and expenses demonstrates, the litigation was expensive and other firms smaller in size would have had difficulty carrying costs and expenses of this amount through several years of litigation. I can assure the Court that as I pursued this case as efficiently as possible, the costs and expenses were reasonably incurred and the amount of the costs and expenses are reasonable.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of May, 2018 at Tampa, Florida.



JOHN A. YANCHUNIS, ESQ.