

Exhibit D

**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 JOEL R. RHINE

I, Joel R. Rhine, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am an attorney for Plaintiffs in this matter. I previously submitted a Declaration related to our work in this case [D.E. 205-5] and reaffirm the statements contained therein.

2. I have spent the last 30 years litigating what I believe to be some of the most exciting and complex civil litigation matters in the country.¹ My involvement in this case, while exhaustingly difficult and all encompassing, has been extraordinarily rewarding. I have never been more proud of a team of lawyers with whom I have worked. This Declaration seeks to explain why I believe this case exemplifies how experienced, ethical, and tenacious attorneys can obtain a

¹ In addition to the statements contained in my prior Declaration, please see the attached Exhibit A for a partial description of my legal efforts over the past three decades.

tremendous benefit for their clients when confronted with severe legal, factual, and logistical hurdles.

3. Prior to my involvement, John Yanchunis was relentless in his efforts to uncover a skillfully hidden multi-million-dollar cash overcharge. After the 30(b)(6) deposition of Carnival Cruise lines, it became apparent that the cash overcharge was connected to that part of the cruise fare that the Cruise lines choose not to pay a commission rather than “port charges” as claimed by the Defendants.

4. Mr. Yanchunis invited me into the litigation with a single objective- get the case ready for trial. Frankly, until breakthroughs occurred in the third mediation, I believed we would eventually spend weeks trying the case. Starting in June 2016, my firm and I worked with Mr. Yanchunis’ team and the Abbott Law Group to prove the deception in a quantifiable amount in a class action context. All the while, Defendants, who were represented by some of the largest most experienced firms in the country, denied just about everything.

5. As I mentioned in my prior Declaration, when I came on board, Defendants had possession of tens of thousands of documents, that we needed...quickly. Obtaining the documents was horrendously difficult and we faced short Court imposed deadlines. Disputes were constant, requiring us to strategically focus our efforts on exactly what we needed to prove our case and set our damages model. Eventually, we received sporadic rolling document productions.

6. We immediately inputted each document into a searchable case management data base system. Then, each document was reviewed by lawyers who followed a set protocol for coding and identifying relevant information on the myriad of legal and factual issues. The goal was to organize the documents in legal and factual categories. The process we implemented (and have used in many other cases) also identified, among other things, the witnesses for whom the

documents would be useful, the relevancy of the document to the various elements of our claims for relief (including certification issues) and evidentiary issues. Obviously, this task requires coordination. Rather than incur the time and expense of travel, our legal team meet via video-conferencing. During these meetings each lawyer would update the others on the documents she/he found, and our categories and previous categorization of documents were altered appropriately. We identified new issues, relevant evidence and witnesses in every meeting. In addition to formal discovery, we sought and obtained numerous documents from third-parties, including putative class members, as well as consulting and testifying expert witnesses. We continuously selected and pre-marked hundreds of exhibits and used most in our depositions or expert work or obtained admissions that alleviated our need for the remaining pre-marked documents.

7. We used seven binders (4 inch) to hold hard copies of hundreds of pre-marked exhibits. I personally highlighted the prominent portions of each document and made handwritten notes in the margins. I had these copies in front of me at every deposition. During the rush of depositions in 2017, the lawyers taking depositions had memorized the exhibit number of many the exhibits, and could recite large portions of each document, perhaps not always verbatim, but certainly close thereto. We knew what we wanted to prove, what other deponents and witnesses had said and written, and what our experts thought about the topic.

8. Throughout the course of the litigation, and specifically after key events, our team surveyed how each trial theme was progressing and adapted our work, scheduling and deposition selection and strategies accordingly. For example, as each deposition was taken, we buttressed our

exhibits and outlines. We were very successful in finding documents that contradicted sworn testimony either on substantive issues, or on the basis of objections.²

9. I described our expert work in my previous Declaration and request the Court review the same. I desire to emphasize a few items:

- a. Our discovery schedule required us to designate experts prior to taking merit-based depositions. Thus, our themes, document review and investigation had to be greatly developed before the first deposition was taken and before we had received all of the relevant documents.
- b. A great deal of the information we needed to prove the elements of our claims for relief emanated from Defendants and their documents. We knew many of the witnesses would be hostile current and former Defendant employees and using these witnesses to introduce and explain the background facts was going to be difficult. Thus, from the outset, we employed a strategy of using experts who had personal knowledge of the issues and who could use the documents obtained in discovery, their own knowledge and documents, and testimony from depositions to provide trial testimony. We constantly reviewed the deposition testimony (all videotaped) to ensure that we had adequate excerpts to play at trial.

² For example, one International Cruise & Excursion, Inc. (ICE) executive had a law degree and license to practice law. However, ICE's attorney-client privilege objections were too broad. So, we used documents containing statements that, for pertinent activities, she was acting as a businessperson rather than an attorney providing legal services. We selected and examined witnesses to prove ICE employees looked to persons other than this executive for legal advice. Motion practice on the issue was pending at the time the settlement was reached. As a ruling in Plaintiffs' favor on this issue would have sparked many additional depositions and the procurement of helpful evidence, we believe this issue helped incentivize ICE to settle.

- c. We found, retained and presented expert reports from what I believe to be most credible, knowledgeable and renowned slate of experts that could be assembled for this case.

10. With regard to the fact witness depositions, I believe our efforts were amazingly successful. Even though we had obtained Court approval to take more depositions than normally allowed by the rules, we had to be efficient and effective. Thus, as I have done for several decades, I prepared lengthy deposition outlines with specific points in mind for each witness. Some of these outlines are well in excess of 80 pages. John Yanchunis and Patrick Barthle also prepared and utilized detailed outlines and were thoroughly prepared for depositions taken by Mr. Yanchunis. Thus, with our pre-marked exhibit index, highlighted/marked hardcopies and detailed outlines, we met our predetermined objectives for each deposition.

11. In addition to taking 30(b)(6) depositions of Carnival Cruise Line and Norwegian Cruise Lines,³ we issued detailed subpoena duces tecum and/or made additional efforts to obtain documents from Celebrity Cruises, Inc., Crystal Cruises, LLC, Cunard Line Limited, Holland America Line N.V., MSC Cruises (USA) Inc., Princess Cruise Lines, Ltd, Seabourn Cruise Line Limited, Oceania Cruises, Inc., Regent Seven Seas Cruises, Inc., and Viking River Cruises, Inc. These documents helped solidify our assertion that the MVC members were being overcharged and the Defendants description of these overcharges was deceptive.

12. Motion practice in this case was plentiful. I believe the work product displayed in the record and the resulting Orders speak for the quality and quantity of our research and briefing.

³ Our Class representatives NCF payments were made in connection with Carnival and Norwegian cruises.

What is not apparent in the record is the work that had already begun in anticipation of the certification battles. Morgan & Morgan's Complex Litigation group was leading this charge.

13. Our expert depositions were underway, when the parties finally decided to speak about settlement in earnest.

14. In short, had the parties not agreed to the benefits described in the Settlement Agreement, Plaintiffs' counsel was fully prepared to proceed to trial.

15. The following chart reflects time spent to date by Rhine Law Firm staff prosecuting this case:

Name	Title	Hourly Rate	Time Spent	Total Billed
Joel R. Rhine	Partner / Owner	\$750	869.15	\$651,862.50
Dara L. Damery	Attorney	\$450	510.25	\$229,612.50
Paige Inman	Attorney	\$350	11	\$3,850.00
Stephanie L. Chase	Paralegal	\$150	114.50	\$17,175.00
Chris Goll	Paralegal	\$150	151.25	\$22,687.50
		Totals:	1,645.15	\$921,337.50

16. Dara Damery is an attorney in our office. Dara graduated from the University of North Carolina at Chapel Hill in 2003 with a B.A. in Political Science and earned the distinction of becoming a member of Phi Beta Kappa. Dara received her J.D. from the University of Illinois College of Law. She graduated *magna cum laude*, in the top 15% of her class. While in law school, Dara received a CALI award for earning the top grade in Legal Writing. In 2007, she was named a Harno Scholar for her ranking in the top 10% of her class. Dara joined the North Carolina Bar in August 2010 and has been practicing law for 7.5 years. Since joining Rhine Law Firm, P.C. in January 2015, Dara has focused on representing Plaintiffs in class action and mass tort litigation.

17. Paige Inman is an attorney who technically works for my former law partner, Jim Lea, but assists the Rhine Law Firm on an as needed basis. Paige graduated from the University of North Carolina at Chapel Hill in 2009 with a B.A. in History. Paige received her J.D. from

Campbell University in 2012 where she graduated *cum laude*. Ms. Inman has developed into an accomplished trial attorney.

18. Stephanie Chase is our lead paralegal. Stephanie has been a litigation paralegal for 14 years.

19. Chris Goll is also a paralegal in our office and has six years' experience in litigation.

20. The chart above setting forth my firm's loadstar use rates that I understand are customary with the hourly rates charged by our contemporaries around the country for this type work.

21. Attached hereto as Exhibit B, is a print out of our costs and expenses, which are summarized below:

Description	Subtotals	Totals Per Category
Printing and Copying		\$4,801.45
Printing	\$4,801.45	
Court Fees		\$238.00
Court Call Telephonic Hearing Fees	\$88.00	
<i>Pro Hac Vice</i> Fees	\$150.00	
Professional Services		\$9,320.11
Research	\$131.50	
Expert Witness Fees	\$8,750.00	
Witness Fees	\$200.00	
UPS	\$235.63	
Postage	\$2.98	
Travel Expenses		\$18,180.53

Joel R. Rhine – Trip to Orlando for Mediation (August 2016)	\$750.50	
Joel R. Rhine – Trip to Tampa for counsel meeting (January 2017)	\$740.20	
Joel R. Rhine – Trip to Phoenix/Salt Lake City for Stokes/Driscoll depositions (April 2017)	\$1,810.70	
Joel R. Rhine – Trip to Orlando for Helms/Jones depositions (May 2017)	\$1,762.95	
Joel R. Rhine – Trip to Phoenix for Aquilera/Hicks depositions (May 2017)	\$3,584.12	
Joel R. Rhine – Trip to Phoenix for Crowder deposition (June 2017)	\$2,165.40	
Joel R. Rhine – Trip to Miami for NCL deposition (June 2017)	\$1,208.87	
Joel R. Rhine – Trip to Phoenix for Von Bokel deposition (July 2017)	\$1,462.28	
Joel R. Rhine – Trip to Washington, DC for Ruden deposition (August 2017)	\$956.48	
Joel R. Rhine – Trip to Miami/Tampa for Anderson deposition/mediation prep (August 2017)	\$1,791.49	
Joel R. Rhine – Trip to Miami for mediation (August 2017)	\$1,039.94	
Dara L. Damery – Trip to Phoenix for Aguilera/Hicks depositions (May 2017)	\$907.60	
Total		\$32,540.09

22. In order for my firm to expend this amount of time on a case, we must limit our work on other matters. As always, because we worked on contingency fee basis and front expenses, we risked substantial financial hardship should we have lost. This risk inherently incentivizes class counsel to proceed in an efficient manner. I believe we have done so in this case.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of May, 2018 at Wilmington, North Carolina.

/s/ Joel R. Rhine
JOEL R. RHINE

EXHIBIT A

Rhine

Law Firm, P.C.

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Joel Rhine has decades of experience in complex litigation matters, including class actions, mass torts of numerous types, products liability, consumer fraud, catastrophic personal injury and wrongful death cases, construction accidents and defects, trucking accidents, and data breach, amongst others. Mr. Rhine graduated Wake Forest University Law School in 1988 with the distinction the Wake Forest Law Review Award in recognition of having been published twice in the Law Review. Mr. Rhine began private practice with the mega-firm Hunton & Williams working on some of the country's largest cases, including 2 nuclear power plant construction cases. Mr. Rhine thereafter joined his extended family in Wilmington, North Carolina and at the age of 30, promptly obtained an eight-figure verdict in Federal Court, which, at the time, was the largest verdict in County history. His practice progressed steadily from there having recovered hundreds of millions for his clients.

Mr. Rhine gained a national reputation in the EIFS or Synthetic Stucco fiasco. He filed what we understand is the first EIFS case and obtained the first verdict (multi-million dollar) against a manufacturer of this product. The Assistant Attorney General for North Carolina declared the EIFS problem to be the single greatest crises ever to be faced by North Carolina consumers. After Mr. Rhine's team obtained this EIFS verdict, the cases settled nationwide, giving thousands of homeowners' adequate funds to repair their homes.

After EIFS, Mr. Rhine has handled cases throughout the United States and locally. He is best known for his work with scientist and engineers and his presentations on the topic are well received in legal seminars. For example, Joel recently was a speaker in a "Civil Masters in Advocacy" presentation with the North Carolina Advocates of Justice.

Joel's recent results include obtaining the largest settlement in the Chinese Drywall litigation in New Orleans (\$24,000,000.00), handling numerous catastrophic collapse cases, including the and several recent deck collapses along the North Carolina coast. The collapsed deck cases resulted in multi-million-dollar recoveries and he has a tentative six figure settlement in a collapsed railing case. Mr. Rhine's experience in in handling the Oak Island Beach bridge collapse cases was very helpful in prosecuting the collapse deck and railing claims. Within the last 5 years, Mr. Rhine has also obtained a \$9,000,000 verdict in a multi-fatality parasailing death case off Brunswick County beaches, and a \$3,100,000 recovery in a bus collision case occurring in Virginia and a \$2,000,000 local trucking case. In conjunction with his close friend

and colleague, John Yanchunis, Mr. Rhine is awaiting Final Approval of 2 large consumer class actions, namely *Eubank, et al v. Pella Corporation and Pella Windows and Doors (United States District Court for the Northern District of Illinois, 06 C 4481)* and *Finerman et al v. Marriott Ownership Resorts, Inc, and International Cruise & Excursion Gallery (United States District Court, Middle District of Florida, 3:14-cv-1154)*. In addition, Judge Kugler appointed Mr. Rhine to the Plaintiff Steering Committee in the *Benicar (Olmestartan) Products Liability Litigation*. Preliminary approval in Benicar was obtained on August 1, 2007 and the case is still awaiting Final Approval.

Among other notable cases he is now prosecuting, Mr. Rhine, along with Morgan & Morgan represents three Plaintiffs injured in the Florida Atlantic University Pedestrian Bridge Collapse. In addition, Mr. Rhine has 2 catastrophic injury cases dealing with guard rail collapses, is pursuing a ransomware class action in the ND Ill in conjunction with Mr. Yanchunis and is actively involved in the hernia mesh and Roundup mass tort actions.

Mr. Rhine has been repeatedly recognized as a leader in the legal profession. He has been selected named a "Super Lawyer" for about a decade and has been chosen as one of North Carolina's Top 100 for several years now. He and his firm have been ranked as a Tier 1 Best Firm by U.S. News & World Reports. He is listed as a "Best Lawyers," Business North Carolina's Legal Elite, has an AV rating by Martindale Hubbell.

Mr. Rhine received his Juris Doctor degree from Wake Forest University in 1988, where he was elected to the Wake Forest University Law Review. He was published twice in the Law Review while a student and received the Wake Forest Law Review award.

Mr. Rhine received a BA degree from the University of Tampa in 1985 (*Cum Laude*), where he received an academic scholarship, was inducted into four honor societies, was on the Dean's List from 1982 through 1985, was awarded the Political Science Graduate Award for attaining the highest GPA among Political Science graduates, and was a letterman on the varsity baseball team.

As a frequently requested speaker on legal topics for trial lawyers and judges, Mr. Rhine speaks at continuing education seminars on topics ranging from trial skills, class actions, ethics, and more. Mr. Rhine has presented on multiple occasions throughout the United States for, among others, Mass Torts Made Perfect, North Carolina Advocates of Justice, North Carolina Bar Association, Mealeys, Lorman, and the AEI-Brookings Joint Center Judicial Education Program.

Mr. Rhine remains involved in many legal associations. These include: New Hanover County Bar Association (President, 1997-1998); American Association for Justice; Public Justice Foundation; North Carolina Bar Association; North Carolina State Bar; and North Carolina Advocates for Justice. Mr. Rhine is a has participated in executive boards and leadership positions in many of these organizations and his participation in various sections changes based upon his current caseload and whether pressing issues about which he is interested are being dealt with by these sections.

Finally, and above all, Mr. Rhine is a devoted family man. While he works extremely long hours and appears in courtrooms across the country, he spends his leisure hours with Alice, his wife of 28 years, and their two children.

EXHIBIT B

Invoice submitted to:

Finerman v. Marriott

April 30, 2018

In Reference To: Daniel Finerman and Donna Devino, individually and on behalf of others similarly situated v. Marriott Ownership Resorts and International Cruise & Excursion Gallery, Inc. Middle District of Florida 3:14-cv-1154-J-32MCR

11207

Additional Charges :

	<u>Amount</u>
7/6/2016 ASTA - Article Purchase	49.00
7/20/2016 Clerk, US District Court - JR Pro Hac Vice Certification Fee	150.00
8/2/2016 B/W Copies - July 2016	63.60
Color Copies - July 2016	141.00
Postage - July 2016	0.47
8/8/2016 Trip to Orlando for Mediation - hotel, food, ground transportation	750.50
9/1/2016 B/W Copies - August 2016	16.05
Color Copies - August 2016	13.00
11/1/2016 B/W Copies - October 2016	9.00
Color Copies - October 2016	18.75
12/1/2016 B/W Copies - November 2016	16.80

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	<u>Amount</u>
12/1/2016 Color Copies - November 2016	83.75
1/3/2017 Flight to Tampa for counsel meeting (1/10/17)	437.60
B/W Copies - December 2016	1.50
Color Copies - December 2016	1.00
2/1/2017 Paul M. Ruden - 1/2 retainer	8,750.00
B/W Copies - January 2017	232.80
Color Copies - January 2017	238.50
Postage - January 2017	0.67
2/6/2017 UPS overnight to Paul Ruden	20.99
2/9/2017 Brocker Law Firm - Inv # 4854	82.50
2/10/2017 CourtCall - Hearing - ID # 8143540	44.00
3/1/2017 B/W Copies - February 2017	92.70
Color Copies - February 2017	97.75
Postage - February 2017	0.46
3/28/2017 JR Flight to Salt Lake City - Stokes deposition	302.60
4/3/2017 Postage - March 2017	0.46
B/W Copies - March 2017	253.05
Color Copies - March 2017	92.00
4/24/2017 JR Flight to Orlando - depositions of Helms and Jones	599.60
4/25/2017 JR Expenses for trip to Phoenix and Salt Lake City - Stokes and Driscoll depositions - hotels, food, ground transportation, tips	1,022.50

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	<u>Amount</u>
4/27/2017 JR Flight to Phoenix (Aguilera and Hicks depositions)	837.60
5/1/2017 B/W Copies - April 2017	364.05
Color Copies - April 2017	254.25
JR Flights to Phoenix and Salt Lake City - Driscoll and Stokes depositions	788.20
5/5/2017 JR Flight to Orlando (Jones/Helms depositions)	227.99
5/8/2017 JR Flight to Phoenix (Aguilera and Hicks depositions)	755.59
JR Expenses - Orlando Trip (Jones and Helms depositions) - Food, hotel, ground transportation, tips	935.36
5/10/2017 DD Flight to Phoenix (Aguilera and Hicks depositions)	907.60
5/12/2017 UPS of Exhibits to Depositions	131.88
5/17/2017 Counsel dinner at The Gladly - Phoenix	189.64
5/19/2017 JR Expenses - Phoenix - Hicks/Aguilera depositions - Food, hotel, ground transpo, copying	1,801.29
6/1/2017 JR Flight to Phoenix - Crowder deposition	986.60
Postage - May 2017	0.46
B/W Copies - May 2017	310.80
Color Copies - May 2017	334.25
6/7/2017 JR Flight to Miami for NCL deposition	481.60
JR Expenses - Phoenix, AZ - Crowder deposition	843.35
6/8/2017 Counsel dinner at The Gladly - Phoenix	335.45
6/14/2017 JR Expenses - Miami trip - NCL Deposition - hotel, food, ground transpo	727.27

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	<u>Amount</u>
7/26/2017 Joel Rhine Flight to Phoenix - Von Bokel deposition	880.59
7/31/2017 JR Expenses - Phoenix - Von Bokel deposition - hotel, food, ground transportation	581.69
8/1/2017 B/W Copies - July 2017	321.00
Color Copies - July 2017	445.00
Witness Fee - Krista Von Bokel	200.00
8/7/2017 JR Flight to Miami and Tampa (Jack Anderson deposition/Mediation prep	1,192.29
8/9/2017 UPS - shipment of documents to experts	82.76
8/21/2017 JR Expenses - Washington, DC for Ruden deposition - hotel, food and ground transportation	956.48
8/27/2017 JR Expenses - Miami/Tampa for Anderson deposition and mediation prep - hotel, food, and ground transportation	599.20
8/28/2017 JR Flight to Miami (Mediation)	200.60
8/31/2017 JR Expenses - Mediation - hotel, food, ground transportation	839.34
9/1/2017 B/W Copies - August 2017	174.15
Color Copies - August 2017	1,213.00
Postage - August 2017	0.46
10/2/2017 Copies - September 2017	0.90
11/1/2017 Copies - October 2017	4.85
12/6/2017 Copies - November 2017	7.65
2/20/2018 Court Call - Telephonic Hearing Fee	44.00
4/2/2018 Copies - March 2018	0.30
Total additional charges	<u>\$32,540.09</u>

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	<u>Amount</u>
For professional services rendered	0.00
Balance due	<u>\$32,540.09</u>